

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

In re:	)	Chapter 11
PGX HOLDINGS, INC., <i>et al.</i> , ¹	)	Case No. 23-10718 (CTG)
Wind-Down Debtors.	)	(Jointly Administered)

**SUMMARY COVER SHEET TO
THE SECOND INTERIM AND FINAL FEE
APPLICATION OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS
FOR THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE (I) INTERIM FEE PERIOD FROM SEPTEMBER 1, 2023
THROUGH AND INCLUDING DECEMBER 25, 2023, AND THE (II) FINAL FEE
PERIOD FROM JUNE 4, 2023 THROUGH AND INCLUDING DECEMBER 25, 2023**

Name of Applicant:	<u>Kirkland & Ellis LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>July 19, 2023 effective as of June 4, 2023</u>
Interim Period for which Compensation and Reimbursement is Sought:	<u>September 1, 2023 through December 25, 2023</u>
Interim Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$1,614,332.50
Interim Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$42,122.40
Amount of Holdback Fees Sought for Applicable Period:	\$322,866.50

¹ The Wind-Down Debtors in these chapter 11 cases, along with the last four digits of each Wind-Down Debtor's federal tax identification number, are: PGX Holdings, Inc. (2510); Credit Repair UK, Inc. (4798); Credit.com, Inc. (1580); Creditrepair.com Holdings, Inc. (7536); Creditrepair.com, Inc. (7680); eFolks Holdings, Inc. (5213); eFolks, LLC (5256); John C. Heath, Attorney At Law PC (8362); Progrexion ASG, Inc. (5153); Progrexion Holdings, Inc. (7123); Progrexion IP, Inc. (5179); Progrexion Marketing, Inc. (5073); and Progrexion Teleservices, Inc. (5110). The location of the Wind-Down Debtors' service address for purposes of these chapter 11 cases is: 257 East 200 South, Suite 1200, Salt Lake City, Utah 84111.



Total Compensation Approved by Interim Order to Date: **\$4,383,436.50**

Final Period for which Compensation and Reimbursement is Sought: June 4, 2023 through December 25, 2023

Final Amount of Compensation Sought as Actual, Reasonable and Necessary: **\$5,997,769.00**

Final Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: **\$93,328.65**

This is a(n) monthly X interim X final application

This Fee Application includes 82.9 hours and \$91,628.50 in fees incurred in connection with the preparation of Fee Applications.

Prior Applications

		Requested		Approved ²	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
October 31, 2023; Docket No. 599	June 4, 2023 – August 31, 2023	\$4,383,436.50	\$51,206.25	\$4,383,436.50	\$51,206.25
October 30, 2023; Docket No. 589	September 1, 2023 – September 30, 2023	\$863,810.40 (80% of \$1,079,763.00)	\$37,100.24	\$863,810.40	\$37,100.24
December 1, 2023; Docket No. 652	October 1 2023 – October 31, 2023	\$340,113.20 (80% of \$425,141.50)	\$3,760.71	\$340,113.20	\$3,760.71
December 22, 2023; Docket No. 680	November 1, 2023 – November 30, 2023	\$40,016.40 (80% of \$50,020.50)	\$1,210.85	\$40,016.40	\$1,210.85
January 25, 2024; Docket No. 723	December 1, 2023 – December 31, 2023	\$47,526.00 (80% of \$59,407.50)	\$50.60	\$47,526.00	\$50.60
Total		\$5,674,902.50	\$93,328.65	\$5,674,902.50	\$93,328.65

² The Debtors filed Certificates of No Objection related to such prior applications at Docket Nos. 508, 587, 627, 682, 715, and 763.

Summary of Hours by Professional Billed in Interim Fee Period

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed
							In this Application	In the First Interim Application	In this Application at First Interim Application Billing Rate
Thad W. Davis, P.C.	Partner	Taxation	2005	\$ 39,490.00	22.00	N/A	1,795.00	1,795.00	\$ 39,490.00
Vladimir Khodosh, P.C.	Partner	Technology & IP Transactions	2002	\$ 6,103.00	3.40	N/A	1,795.00	1,795.00	\$ 6,103.00
Michelle Kilkenney, P.C.	Partner	Corporate - Debt Finance	2002	\$ 1,636.00	0.80	N/A	2,045.00	2,045.00	\$ 1,636.00
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$ 3,476.50	1.70	N/A	2,045.00	2,045.00	\$ 3,476.50
Spencer A. Winters, P.C.	Partner	Restructuring	2013	\$ 71,383.00	49.40	N/A	1,445.00	1,445.00	\$ 71,383.00
Carolyn Aiken	Partner	Corporate - Debt Finance	2013	\$ 79,104.00	51.20	N/A	1,545.00	1,545.00	\$ 79,104.00
Matthew Antinossi	Partner	ECEB - Employee Benefits	1999	\$ 379.00	0.20	N/A	1,895.00	1,895.00	\$ 379.00
Daniel S. Daines	Partner	Corporate - M&A/Private Equity	2009	\$ 34,506.00	24.30	N/A	1,420.00	1,420.00	\$ 34,506.00
Alexander Flynn-Tabloff	Partner	ECEB - Labor/Employment	2015	\$ 687.50	0.50	N/A	1,375.00	1,375.00	\$ 687.50
Susan D. Golden	Partner	Restructuring	1988	\$ 4,572.50	3.10	N/A	1,475.00	1,475.00	\$ 4,572.50
Casey McGushin	Partner	Litigation - General	2014	\$ 6,792.00	4.80	N/A	1,415.00	1,415.00	\$ 6,792.00
William T. Pruitt	Partner	Litigation - General	2004	\$ 3,255.00	2.10	N/A	1,550.00	1,550.00	\$ 3,255.00
Jeffrey S. Quinn	Partner	ECEB - Employee Benefits	1998	\$ 3,979.50	2.10	N/A	1,895.00	1,895.00	\$ 3,979.50
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	\$ 28,585.50	17.70	N/A	1,615.00	1,615.00	\$ 28,585.50
Matthew Wheatley	Partner	Antitrust/Competition	2014	\$ 1,852.50	1.30	N/A	1,425.00	1,425.00	\$ 1,852.50
Alison Wirtz	Partner	Restructuring	2016	\$ 190,575.00	138.60	N/A	1,375.00	1,295.00	\$ 179,487.00
	Associate			\$ 169,125.00	123.00		1,375.00	1,295.00	\$ 159,285.00
Frankie A. Butler	Associate	Corporate - Debt Finance	2019	\$ 373.50	0.30	N/A	1,245.00	1,245.00	\$ 373.50
Chris Ceresa	Associate	Restructuring	2020	\$ 217,999.50	175.10	N/A	1,245.00	1,155.00	\$ 202,240.50
Paul Goldsmith	Associate	Corporate - M&A/Private Equity	2021	\$ 2,686.50	2.70	N/A	995.00	885.00	\$ 2,389.50
Amila Golic	Associate	Restructuring	2021	\$ 68,257.00	68.60	N/A	995.00	885.00	\$ 60,711.00
Diana Heriford	Associate	Restructuring	2022	\$ 51,064.50	57.70	N/A	885.00	735.00	\$ 42,409.50
Kelsey Marie Laugel	Associate	Antitrust/Competition	2017	\$ 962.50	0.70	N/A	1,375.00	1,295.00	\$ 906.50
Sean Magill	Associate	Corporate - Debt Finance	2021	\$ 43,890.00	38.00	N/A	1,155.00	995.00	\$ 37,810.00

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed
							In this Application	In the First Interim Application	In this Application at First Interim Application Billing Rate
Nikita Mathur	Associate	Restructuring	Pending	\$ 16,905.00	23.00	N/A	735.00	735.00	\$ 16,905.00
Keyan Norman	Associate	Corporate - M&A/Private Equity	2021	\$ 95,818.50	96.30	N/A	995.00	885.00	\$ 85,225.50
Seth J. Pritchard	Associate	Technology & IP Transactions	2016	\$ 1,942.50	1.50	N/A	1,295.00	1,295.00	\$ 1,942.50
Karra A. Puccia	Associate	Restructuring	2023	\$ 13,983.00	15.80	N/A	885.00	885.00	\$ 13,983.00
Gabrielle Christine Reardon	Associate	Restructuring	2022	\$ 10,089.00	11.40	N/A	885.00	735.00	\$ 8,379.00
Kelby Roth	Associate	Restructuring	2022	\$ 41,418.00	46.80	N/A	885.00	735.00	\$ 34,398.00
Adrian Salmen	Associate	Restructuring	2021	\$ 92,137.00	92.60	N/A	995.00	885.00	\$ 81,951.00
Maryia Shybut	Associate	Restructuring	2022	\$ 2,478.00	2.80	N/A	885.00	735.00	\$ 2,058.00
Michael A. Sloman	Associate	Restructuring	2022	\$ 1,791.00	1.80	N/A	995.00	995.00	\$ 1,791.00
Alex Stephenson	Associate	Taxation	2022	\$ 22,346.50	23.90	N/A	935.00	775.00	\$ 18,522.50
Alex Straka	Associate	Corporate - Debt Finance	2019	\$ 26,643.00	21.40	N/A	1,245.00	1,155.00	\$ 24,717.00
Thao Thai	Associate	Technology & IP Transactions	2018	\$ 6,723.00	5.40	N/A	1,245.00	1,155.00	\$ 6,237.00
Matthew J. Van Wagoner	Associate	Corporate - M&A/Private Equity	2017	\$ 185,314.50	143.10	N/A	1,295.00	1,245.00	\$ 178,159.50
Daniel Wachenfeld	Associate	Restructuring	Pending	\$ 20,947.50	28.50	N/A	735.00	735.00	\$ 20,947.50
Totals				\$ 1,569,272.00	1,303.6				\$ 1,466,631.00

Interim Compensation by Project Category

Matter Number	Project Category Description	Total Hours	Total Fees
3	Adversary Proceeding & Contested Matter	13.70	\$17,436.50
4	Automatic Stay Matters	0.40	\$550.00
5	Business Operations	11.60	\$15,154.00
6	Case Administration	37.40	\$38,664.50
7	Cash Management and DIP Financing	175.80	\$216,027.50
9	Claims Administration and Objections	5.90	\$6,022.50
10	Official Committee Matters and Meetings	1.70	\$2,285.50
11	Use, Sale, and Disposition of Property	432.50	\$519,588.00

Matter Number	Project Category Description	Total Hours	Total Fees
12	Corp. Governance & Securities Matters	36.90	\$40,183.50
13	Employee Matters	2.20	\$2,803.00
14	Executory Contracts & Unexpired Leases	3.30	\$4,072.50
16	Hearings	1.50	\$1,650.00
17	Insurance and Surety Matters	4.90	\$6,776.00
18	Disclosure Statement, Plan Confirmation	426.30	\$498,418.50
19	K&E Retention and Fee Matters	193.30	\$162,680.00
20	Non-K&E Retention and Fee Matters	18.30	\$18,789.50
21	Tax Matters	47.00	\$63,231.00
Total		1,412.70	\$1,614,332.50

Interim Expense Summary

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Third Party Telephone Charges			\$ 16.00
Standard Copies or Prints	Kirkland & Ellis LLP	\$0.10	\$ 157.30
Tabs/Indexes/Dividers	Kirkland & Ellis LLP		\$ 1.04
Color Copies or Prints			\$ 381.15
Scanned Images			\$ 0.80
Travel Expense			\$ 700.00
Airfare			\$ 1,296.79
Transportation to/from airport			\$ 2,539.98
Travel Meals			\$ 130.26
Filing Fees			\$ 129.00
Other Court Costs and Fees			\$ 31,951.56
Catering Expenses			\$ 96.00
Outside Retrieval Service			\$ 1,792.00
Computer Database Research			\$ 1,242.00
Westlaw Research			\$ 1,196.27
LexisNexis Research			\$ 51.78
Overtime Transportation			\$ 81.50
Overtime Meals - Attorney			\$ 179.03
Document Services Overtime			\$ -
Postage- Hard			\$ 120.14
Computer Database Research - Soft			\$ 59.80
Total			\$42,122.40

SUMMARY OF FINAL APPLICATION	
Name of Applicant	Kirkland & Ellis LLP
Name of Client	Debtors and Debtors in Possession
Time Period Covered by Final Application	June 4, 2023 – December 25, 2023
Total Compensation Sought During Final Application Period after all Voluntary Reductions	\$5,997,769.00
Total Expenses Sought During the Final Application Period	\$93,328.65
Petition Date	June 4, 2023
Retention Date	June 4, 2023
Date of Order Approving Employment	July 19, 2023
Total Compensation Approved by Interim Order to Date	\$4,383,436.50
Total Expenses Approved by Interim Order to Date	\$51,206.25
Total Allowed Compensation Paid to Date	\$4,383,436.50
Total Allowed Expenses Paid to Date	\$51,206.25
Blended Rate in Final Application for all Attorneys	\$1,287.19
Blended Rate in Final Application for all Timekeepers	\$1,140.37
Compensation Sought in the Final Application Already Paid Pursuant to a Monthly Compensation Order but Not Yet Allowed	\$1,614,332.5
Expenses Sought in Final Application Already Paid Pursuant to a Monthly Compensation Order but Not Yet Allowed	\$42,122.40
Number of Professionals Included in Final Application	53
If Applicable, Number of Professionals in Final Application not Included in Staffing Plan Approved by Client	--
If Applicable, Difference Between Fees Budgeted and Compensation Sought During Final Application Period	\$350,269.00
Number of Professionals Billing Fewer than 15 hours to the Case during Final Application Period	28
Are Any Rates Higher Than Those Approved or Disclosed at Retention?	No.

Summary of Hours by Professional Billed In Final Fee Period

Attorney Name	Position	Department	Date of Admission	Fees Billed	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Thad W. Davis, P.C.	Partner	Taxation	2005	\$ 155,626.50	86.70	N/A	1,795.00	1,795.00	\$ 155,626.50
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	\$ 109,350.00	67.50	N/A	1,620.00	1,620.00	\$ 109,350.00
Chad J. Husnick, P.C.	Partner	Restructuring	2004	\$ 90,389.00	44.20	N/A	2,045.00	2,045.00	\$ 90,389.00
Vladimir Khodosh, P.C.	Partner	Technology & IP Transactions	2002	\$ 11,667.50	6.50	N/A	1,795.00	1,795.00	\$ 11,667.50
Michelle Kilkenney, P.C.	Partner	Corporate - Debt Finance	2002	\$ 2,658.50	1.30	N/A	2,045.00	2,045.00	\$ 2,658.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$ 9,816.00	4.80	N/A	2,045.00	2,045.00	\$ 9,816.00
Kate Vera, P.C.	Partner	ECEB - Executive Compensation	2016	\$ 160.50	0.10	N/A	1,605.00	1,605.00	\$ 160.50
David Wheat, P.C.	Partner	Taxation	1988	\$ 1,112.50	0.50	N/A	2,225.00	2,225.00	\$ 1,112.50
Spencer A. Winters, P.C.	Partner	Restructuring	2013	\$ 340,008.50	235.30	N/A	1,445.00	1,445.00	\$ 340,008.50
Carolyn Aiken	Partner	Corporate - Debt Finance	2013	\$ 123,445.50	79.90	N/A	1,545.00	1,545.00	\$ 123,445.50
Matthew Antinossi	Partner	ECEB - Employee Benefits	1999	\$ 379.00	0.20	N/A	1,895.00	1,895.00	\$ 379.00
Daniel S. Daines	Partner	Corporate - M&A/Private Equity	2009	\$ 160,034.00	112.70	N/A	1,420.00	1,420.00	\$ 160,034.00
Alexander Flynn-Tabloff	Partner	ECEB - Labor/Employment	2015	\$ 2,750.00	2.00	N/A	1,375.00	1,375.00	\$ 2,750.00
Whitney Fogelberg	Partner	Restructuring	2012	\$ 281,010.00	197.20	N/A	1,425.00	1,425.00	\$ 281,010.00
Susan D. Golden	Partner	Restructuring	1988	\$ 12,832.50	8.70	N/A	1,475.00	1,475.00	\$ 12,832.50
Kate Guilfoyle	Partner	Litigation - General	2012	\$ 81,504.00	57.60	N/A	1,415.00	1,415.00	\$ 81,504.00
Casey McGushin	Partner	Litigation - General	2014	\$ 188,053.50	132.90	N/A	1,415.00	1,415.00	\$ 188,053.50
William T. Pruitt	Partner	Litigation - General	2004	\$ 5,270.00	3.40	N/A	1,550.00	1,550.00	\$ 5,270.00
Jeffrey S. Quinn	Partner	ECEB - Employee Benefits	1998	\$ 4,927.00	2.60	N/A	1,895.00	1,895.00	\$ 4,927.00

Attorney Name	Position	Department	Date of Admission	Fees Billed	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	\$ 44,897.00	27.80	N/A	1,615.00	1,615.00	\$ 44,897.00
Matthew Wheatley	Partner	Antitrust/Competition	2014	\$ 4,417.50	3.10	N/A	1,425.00	1,425.00	\$ 4,417.50
Alison Wirtz	Partner	Restructuring	2016	\$ 190,575.00	138.60	N/A	1,375.00	1,295.00	\$ 179,487.00
	Associate			\$ 560,037.50	407.30		1,375.00	1,295.00	\$ 527,453.50
Emma Balls	Associate	Corporate - General	2020	\$ 118,622.00	91.60	N/A	1,295.00	1,295.00	\$ 118,622.00
				\$ 33,630.00	38.00	N/A	885.00	885.00	\$ 33,630.00
Alex Bledsoe	Associate	Corporate - General	2022	\$ 9,651.50	9.70	N/A	995.00	885.00	\$ 8,584.50
				\$ 4,263.00	5.80	N/A	735.00	735.00	\$ 4,263.00
Simon Briefel	Associate	Restructuring	2018	\$ 37,723.50	30.30	N/A	1,245.00	1,245.00	\$ 37,723.50
				\$ 184,926.00	142.80	N/A	1,295.00	1,245.00	\$ 177,786.00
Frankie A. Butler	Associate	Corporate - Debt Finance	2019	\$ 373.50	0.30	N/A	1,245.00	1,245.00	\$ 373.50
Chris Ceresa	Associate	Restructuring	2020	\$ 122,545.50	106.10	N/A	1,155.00	1,155.00	\$ 122,545.50
				\$ 634,950.00	510.00	N/A	1,245.00	1,155.00	\$ 589,050.00
Ashton Dubey	Associate	Litigation - General	2022	\$ 6,545.00	7.70	N/A	850.00	850.00	\$ 6,545.00
Paul Goldsmith	Associate	Corporate - General/M&A/Private Equity	2021	\$ 22,744.50	25.70	N/A	885.00	885.00	\$ 22,744.50
				\$ 11,243.50	11.30	N/A	995.00	885.00	\$ 10,000.50
				\$ 2,686.50	2.70	N/A	995.00	885.00	\$ 2,389.50
Amila Golic	Associate	Restructuring	2021	\$ 76,110.00	86.00	N/A	885.00	885.00	\$ 76,110.00
				\$ 138,902.00	139.60	N/A	995.00	885.00	\$ 123,546.00
Diana Heriford	Associate	Restructuring	2022	\$ 71,589.00	97.40	N/A	735.00	735.00	\$ 71,589.00
				\$ 264,703.50	299.10	N/A	885.00	735.00	\$ 219,838.50
Brandon King	Associate	Corporate - M&A/Private Equity	2019	\$ 9,950.00	10.00	N/A	995.00	995.00	\$ 9,950.00
Tamar Kofman	Associate	Restructuring	2019	\$ 35,223.00	35.40	N/A	995.00	995.00	\$ 35,223.00
Nick Krislov	Associate	Restructuring	2018	\$ 11,137.00	8.60	N/A	1,295.00	1,295.00	\$ 11,137.00
Kelsey Marie Laugel	Associate	Antitrust/Competition	2017	\$ 647.50	0.50	N/A	1,295.00	1,295.00	\$ 647.50
			2017	\$ 1,375.00	1.00	N/A	1,375.00	1,295.00	\$ 1,295.00

Attorney Name	Position	Department	Date of Admission	Fees Billed	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Patricia Walsh Loureiro	Associate	Restructuring	2020	\$ 5,313.00	4.60	N/A	1,155.00	1,155.00	\$ 5,313.00
Sean Magill	Associate	Corporate - Debt Finance	2021	\$ 12,437.50	12.50	N/A	995.00	995.00	\$ 12,437.50
			2021	\$ 46,662.00	40.40	N/A	1,155.00	995.00	\$ 40,198.00
Nikita Mathur	Associate	Restructuring	Pending	\$ 16,905.00	23.00	N/A	735.00	735.00	\$ 16,905.00
Michael William Morgan	Associate	Corporate - General	2022	\$ 808.50	1.10	N/A	735.00	735.00	\$ 808.50
Keyan Norman	Associate	Corporate – General/ M&A/Private Equity	2021	\$ 25,753.50	29.10	N/A	885.00	885.00	\$ 25,753.50
				\$ 73,431.00	73.80	N/A	995.00	885.00	\$ 65,313.00
				\$ 95,818.50	96.30	N/A	995.00	885.00	\$ 85,225.50
Seth J. Pritchard	Associate	Technology & IP Transactions	2016	\$ 1,942.50	1.50	N/A	1,295.00	1,295.00	\$ 1,942.50
Karra A. Puccia	Associate	Restructuring	2023	\$ 27,346.50	30.90	N/A	885.00	885.00	\$ 27,346.50
Gabrielle Christine Reardon	Associate Associate	Restructuring Restructuring	2022	\$ 53,655.00	73.00	N/A	735.00	735.00	\$ 53,655.00
				\$ 160,096.50	180.90	N/A	885.00	735.00	\$ 132,961.50
Jacob Reichman	Associate	Corporate - M&A/Private Equity	2020	\$ 7,221.00	5.80	N/A	1,245.00	1,245.00	\$ 7,221.00
Kelby Roth	Associate	Restructuring	2022	\$ 16,684.50	22.70	N/A	735.00	735.00	\$ 16,684.50
				\$ 144,697.50	163.50	N/A	885.00	735.00	\$ 120,172.50
Adrian Salmen	Associate	Restructuring	2021	\$ 48,763.50	55.10	N/A	885.00	885.00	\$ 48,763.50
				\$ 240,690.50	241.90	N/A	995.00	885.00	\$ 214,081.50
Maryia Shybut	Associate	Restructuring	2022	\$ 82,981.50	112.90	N/A	735.00	735.00	\$ 82,981.50
				\$ 21,771.00	24.60	N/A	885.00	735.00	\$ 18,081.00
Michael A. Sloman	Associate	Restructuring	2022	\$ 14,527.00	14.60	N/A	995.00	995.00	\$ 14,527.00
Alex Stephenson	Associate	Taxation	2022	\$ 9,222.50	11.90	N/A	775.00	775.00	\$ 9,222.50
				\$ 58,624.50	62.70	N/A	935.00	775.00	\$ 48,592.50
Alex Straka	Associate	Corporate - Debt Finance	2019	\$ 3,465.00	3.00	N/A	1,155.00	1,155.00	\$ 3,465.00
				\$ 26,892.00	21.60	N/A	1,245.00	1,155.00	\$ 24,948.00
Thao Thai	Associate	Technology & IP Transactions	2018	\$ 5,082.00	4.40	N/A	1,155.00	1,155.00	\$ 5,082.00

Attorney Name	Position	Department	Date of Admission	Fees Billed	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
				\$ 9,213.00	7.40	N/A	1,245.00	1,155.00	\$ 8,547.00
Matthew J. Van Wagoner	Associate	Corporate - M&A/Private Equity	2017	\$ 75,198.00	60.40	N/A	1,245.00	1,245.00	\$ 75,198.00
				\$ 397,694.50	307.10	N/A	1,295.00	1,245.00	\$ 382,339.50
Daniel Wachenfeld	Associate	Restructuring	Pending	\$ 20,947.50	28.50	N/A	735.00	735.00	\$ 20,947.50
Totals				\$ 5,884,308.00	4,995.70				\$ 5,589,557.00

Final Compensation By Project Category

Matter Number	Project Category Description	Total Hours	Total Fees
2	Chapter 11 Filing & First-Day Pleading	289.90	\$283,248.50
3	Adversary Proceeding & Contested Matter	533.90	\$656,965.50
4	Automatic Stay Matters	0.40	\$550.00
5	Business Operations	29.80	\$40,325.00
6	Case Administration	222.60	\$218,039.00
7	Cash Management and DIP Financing	516.50	\$625,185.50
8	Customer and Vendor Communications	28.60	\$29,929.00
9	Claims Administration and Objections	9.70	\$10,487.50
10	Official Committee Matters and Meetings	173.80	\$229,570.50
11	Use, Sale, and Disposition of Property	1,716.90	\$2,023,945.00
12	Corp. Governance & Securities Matters	90.20	\$106,962.00
13	Employee Matters	37.20	\$43,782.50
14	Executory Contracts & Unexpired Leases	19.30	\$22,660.00
15	SOFAs and Schedules	41.30	\$39,351.50
16	Hearings	13.10	\$17,467.50
17	Insurance and Surety Matters	41.60	\$47,325.50
18	Disclosure Statement, Plan Confirmation	791.30	\$865,348.50
19	K&E Retention and Fee Matters	416.10	\$370,517.50
20	Non-K&E Retention and Fee Matters	52.10	\$53,079.50
21	Tax Matters	171.50	\$234,090.50
22	Non-Working Travel	32.70	\$46,650.50
23	U.S. Trustee Communications & Reporting	31.00	\$32,288.00
Total		5,259.50	\$5,997,769.00

Final Expense Summary

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Third Party Telephone Charges			\$50.00
Standard Copies or Prints			\$1,027.40
Binding			\$3.50
Tabs/Indexes/Dividers			\$17.81
Color Copies or Prints			\$2,655.40
Scanned Images			\$73.60
4" Binders			\$39.00
Local Transportation			\$537.95
Travel Expense			\$5,075.25
Airfare			\$6,233.64
Transportation to/from airport			\$3,768.36
Travel Meals			\$644.31
Other Travel Expenses			\$210.00
Court Reporter Fee/Deposition			\$2,863.40
Filing Fees			\$129.00
Other Court Costs and Fees			\$51,273.11
Working Meals/K&E Only			-
Catering Expenses			\$1,012.00
Outside Retrieval Service			\$1,792.00
Computer Database Research			\$5,295.00
Westlaw Research			\$7,392.85
LexisNexis Research			\$2,125.89
Overtime Transportation			\$227.04
Overtime Meals - Attorney			\$299.03
Secretarial Overtime			\$25.20
Document Services Overtime			\$112.23
Postage - Hard			\$120.14
Overnight Delivery - Hard			\$182.14
Computer Database Research - Soft			\$143.40
Total			\$93,328.65

declaration of Spencer A. Winters, a partner of K&E (the “Winters Declaration”), which is attached hereto as **Exhibit A** and incorporated by reference. In further support of this Fee Application, K&E respectfully states as follows.²

Jurisdiction and Venue

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rule 2016-2 of the Local Rules for the United States Bankruptcy Court District of Delaware (the “Local Bankruptcy Rules”), and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 208] (the “Interim Compensation Order”).

Background

4. On June 4, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On June 6, 2023, the Court entered an order [Docket No. 55] authorizing

² Capitalized terms used but not otherwise defined have the meaning ascribed to them in the *Second Amended Joint Chapter 11 Plan of PGX Holdings, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 570] (the “Plan”) and *First Amended Disclosure Statement for the First Amended Joint Chapter 11 Plan of Reorganization of PGX Holdings, Inc., and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 468] (the “Disclosure Statement”), as applicable.

the joint administration and procedural consolidation of the Debtors' chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request for has been made for the appointment of a trustee or examiner in these chapter 11 cases. On June 14, 2023, the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "Committee") [Docket No. 90].

5. A description of the Debtors' businesses, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of Chad Wallace, Chief Executive Officer of PGX Holdings, Inc., in Support of Debtors' Chapter 11 Petitions and First Day Motions* filed on June 4, 2023 [Docket No. 12] and incorporated herein by reference.

6. On July 19, 2023, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

7. On December 26, 2023, the Court entered the *Findings of Fact, Conclusions of Law, and Order Approving the Debtors' Disclosure Statement For, and Confirming the Second Amended Joint Chapter 11 Plan of PGX Holdings, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the "Confirmation Order") [Docket No. 681], pursuant to which the Court approved and confirmed the *Second Amended Joint Chapter 11 Plan of PGX Holdings, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 570] (the "Plan").

Preliminary Statement

8. During the Fee Period, K&E represented the Debtors professionally and diligently, advising them on a variety of complex matters and issues, as a result of which the Debtors took action to maximize the value of their estates for the benefit of all parties in interest. With K&E's

advice and assistance, the Debtors successfully accomplished, among other things, the following achievements in the Fee Period to advance these chapter 11 cases to a value-maximizing conclusion:

- (a) stabilized the Debtors' business operations following their transition into chapter 11 by obtaining relief to continue operating in the ordinary course of business, including securing approval of all "first day" and "second day" motions and related relief after resolving issues raised by the U.S. Trustee, the Committee, and other stakeholders;
- (b) obtained approval of debtor-in-possession financing and the use of cash collateral;
- (c) implemented a number of prudent, cost-cutting measures to optimize the Debtors' go-forward operations, including rejecting or renegotiating certain burdensome executory contracts and unexpired leases;
- (d) obtained approval of bidding procedures, and running a robust marketing process to solicit the best and highest offers for a going-concern sale of their business;
- (e) negotiated a global settlement concerning the terms of the Plan with key stakeholders that provided significant value to unsecured creditors and the DIP and Prepetition Lenders;
- (f) objected to the Consumer Financial Protection Bureau's ("CFPB") motion to convert these chapter 11 cases to chapter 7, negotiated with the CFPB and lenders to resolve and finally settle the pending litigation in the case captioned *Bureau of Consumer Financial Protection v. Progrexion Marketing, Inc.*, 2:19-CV-00298 (BSJ) (D. Utah 2019) and objections to the Debtors' proposed sale transactions;
- (g) obtained court approval of and negotiated the documentation necessary to close the sale transactions;
- (h) negotiated, drafted, and filed the Plan, Disclosure Statement, related Disclosure Statement scheduling order, and the memorandum of law in support of confirmation of the Plan and in response to the objection thereto, ultimately obtaining approval of the Debtors' Disclosure Statement on a final basis and confirmation of the Plan on a consensual basis;
- (i) negotiated a settlement with the WARN Plaintiff and the certified WARN class, resolving the final outstanding objection to the confirmation of the Plan; and

- (j) timely consummated the transactions contemplated by the Plan and emerged from chapter 11.

9. These are significant achievements and ultimately helped the Debtors maintain operations while preparing for a future as a reorganized business. In light of these achievements in a short period of time, and in particular, negotiating a global settlement with the WARN Plaintiff and the certified WARN class, thereby paving the way for the confirmation of the Plan, K&E submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services K&E provided to the Debtors during the Fee Period are reasonable and appropriate, commensurate with the scale, nature, and complexity of these chapter 11 cases, and should be approved.

Case Status Summary

10. The Debtors commenced these chapter 11 cases to fairly and fully resolve their liabilities and effectuate a value-maximizing set of sale transactions that would allow the business to survive as a going concern. Six months after the Petition Date, on December 26, 2023, the Debtors confirmed a chapter 11 plan that achieved this goal—and did so on a fully consensual basis after settling with the sole objecting set of claimants, after obtaining the overwhelming acceptance of creditors and support across the capital structure.

11. This outstanding outcome notwithstanding, throughout the chapter 11 process, the Debtors encountered significant obstacles that threatened to imperil the Debtors' plan and required added concessions and reconceptualization of the business and its way forward. Not only did the Debtors carry out a successful sale process, ensure a soft landing into chapter 11, and manage the complex operational challenges that accompany any stay in chapter 11, the Debtors, with the help of their advisors, successfully negotiated settlements with critical stakeholders, including the Committee, the CFPB, and the WARN class action litigation claimants. Ultimately, the Debtors

solved every problem standing in the way of confirmation of the Plan and a successful emergence from bankruptcy.

12. Initially, in response to the partial summary judgment ruling against the Debtor Defendants in the CFPB Litigation and upon the expiration of an administrative stay following the ruling, the Debtors shut down approximately 80% of their business, re-evaluated key contracts, and engaged with their prepetition lenders to obtain an emergency bridge loan and DIP financing that would allow for a robust sale process. Having reached consensus with the prepetition lenders, the Debtors commenced these cases with a \$19.925 million new-money DIP Facility, two stalking horse bids, and a restructuring support agreement with the secured lenders and equity holders where the stakeholders pledged their support for a liquidating chapter 11 plan.

13. These preparations provided the Debtors the solid foundation they needed to conduct a sale process in chapter 11 which would form the core of any plan of reorganization. The Debtors vigorously marketed their assets and focused their efforts on building consensus with the Committee, who initially objected to the final DIP financing order, bidding procedures, retention of the Debtors' investment banker, and certain first day relief, prompting further discovery, depositions, and preparations to forge ahead on a contested basis while simultaneously working to build consensus. Ultimately, the Debtors struck an advantageous global settlement with the Committee and DIP Lenders, which provided plan consideration for go-forward trade creditors, other unsecured creditors, and litigation claimants, and the further support of the Committee for the chapter 11 process. While higher or otherwise better bids for the Debtors' assets never materialized, the Debtors redoubled their focus on obtaining court approval of their sale transactions to the stalking horse bidders—the clear value-maximizing path forward for these cases.

14. Having negotiated one global settlement, the Debtors then turned their attention to the next challenge. The CFPB vehemently opposed the proposed sale transactions and sought to have these cases converted to chapter 7 instead. Following hard-fought negotiations, the Debtors resolved the CFPB's concerns regarding the sales and settled the underlying, long-standing CFPB Litigation pending in the federal Utah district court, achieving a favorable resolution for all parties, which was memorialized in the chapter 11 plan. The Debtors then obtained approval of the two sales and closed the sale transactions in late September, setting the stage for a successful emergence.

15. Following the consummation of the sale transactions, the final step to achieve a value-maximizing outcome for all parties was to confirm a liquidating chapter 11 plan and wind down the Debtor entities. Notably, the Plan received support across the Debtors' capital structure, with the prepetition Lenders, trade creditors, and other general unsecured claimants all voting unanimously in favor of the Plan.

16. At the doorstep of emergence, however, the Debtors were faced with the WARN Plaintiff's objection to the confirmation of the Plan and a pending trial for the related adversary proceeding filed by the WARN Plaintiff. The Debtors responded to the issues raised in the objection and were prepared to proceed to trial and filed a modified Plan clarifying and addressing certain issues raised by the WARN Plaintiff. Finally, as they did with the Committee and the CFPB, at the prior case inflection points, the Debtors engaged in good faith with the WARN Plaintiff to determine whether a full, consensual resolution of the issues raised by her objection could be achieved so that a value-maximizing Plan could be preserved for the benefit of all stakeholders.

17. Following weeks of parallel negotiations and trial preparations, on December 11, 2023, the Debtors presented the Court with a proposed settlement that resolved the WARN Plaintiff's objection and all claims in the related adversary proceeding. The WARN Settlement, as incorporated in the Confirmation Order, included a settlement payment to be distributed pursuant to the Plan in addition to regular reporting, data, and documentation that will be made to the class on an ongoing basis and provide the class an important role in the implementation of the Plan. Following the resolution of these final issues, the Court confirmed the Plan and the Debtors emerged from chapter 11 before the end of the year.

18. The Debtors' successful emergence from chapter 11 would not have been possible without the hard work, extensive negotiations, coordination, and strong leadership of all of the advisors and stakeholders involved. As counsel for the Debtors, K&E was instrumental in facilitating the administration of these chapter 11 cases and building the significant consensus toward the Plan and the resolution of the final issues that stood in the way of confirmation. The compensation and expense reimbursement sought herein for the necessary and beneficial professional services K&E provided to the Debtors during the Fee Period are reasonable and appropriate, commensurate with the scale, nature, and complexity of these chapter 11 cases, and should be approved.

The Debtors' Retention of K&E

19. On July 19, 2023, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 4, 2023* [Docket No. 205] (the "Retention Order"), attached hereto as **Exhibit B** and incorporated by reference. The Retention Order authorizes the Debtors to compensate and reimburse K&E in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Interim

Compensation Order. The Retention Order also authorizes the Debtors to compensate K&E at K&E's hourly rates charged for services of this type and to reimburse K&E for K&E's actual and necessary out-of-pocket expenses incurred, subject to application to this Court. The particular terms of K&E's engagement are detailed in the engagement letter by and between K&E and the Debtors, effective as of May 3, 2023 and attached hereto as **Exhibit C** (the "Engagement Letter").³

20. The Retention Order authorizes K&E to provide the following services consistent with and in furtherance of the services enumerated above:

- a. advising the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their businesses and properties;
- b. preparing pleadings, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates and consistent with the services identified in the Retention Order;
- c. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates before those courts in connection with the services in the Retention Order; and
- d. performing all other legal services reasonably necessary or otherwise beneficial for the Debtors in connection with these chapter 11 cases.

Disinterestedness of K&E

21. To the best of the Debtors' knowledge and as disclosed in the *Declaration of Spencer A. Winters in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 125], the *Supplemental Declaration of Spencer Winters in Support of Debtors'*

³ Certain of the Debtors previously retained K&E pursuant to an executed engagement letter dated June 7, 2019 (the "Initial Engagement Letter"). The Engagement Letter amends, restates, and supersedes the Initial Engagement Letter.

Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 4, 2023 [Docket No. 600], and the *Second Supplemental Declaration of Spencer Winters in Support of Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 4, 2023* [Docket No. 669] (collectively, the "K&E Declarations"), (a) K&E is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) K&E has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the K&E Declarations.

22. K&E may have in the past represented, may currently represent, and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases. In the K&E Declarations, K&E disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts.

23. K&E performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

24. Except to the extent of the advance payments paid to K&E that K&E previously disclosed to this Court in the K&E Declaration, K&E has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these chapter 11 cases.

25. Pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it has received or may receive with another party or person other than

with the partners, counsel, and associates of K&E or (b) any compensation another person or party has received or may receive.

Summary of Compliance with Interim Compensation Order

26. This Fee Application has been prepared in accordance with the Interim Compensation Order and Article II.B.1 of the Plan.

27. K&E seeks interim compensation for professional services rendered to the Debtors during the Fee Period in the amount of \$1,614,332.50 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of \$42,122.40. During the Fee Period, K&E attorneys and paraprofessionals expended a total of 5,259.50 hours for which compensation is requested.

28. In accordance with the Interim Compensation Order, as of the date hereof, K&E has received payments totaling \$5,768,231.15 (\$5,674,902.50 of which was for services provided and \$93,328.65 of which was for reimbursement of expenses) for the Fee Period. Accordingly, by this Fee Application, and to the extent such amounts have not been paid by the time of the hearing on this Fee Application, K&E seeks payment of the remaining \$322,866.50, which amount represents the entire amount of unpaid fees and expenses incurred between June 4, 2023 and December 25, 2023.⁴

29. K&E seeks final allowance and approval of compensation for professional services rendered to the Debtors during the Fee Period in the aggregate amount of \$5,997,769.00, and reimbursement of actual expenses incurred in connection with such services in the aggregate amount of \$93,328.65, for a total allowance of \$6,091,097.65 for fees and expenses incurred. To

⁴ This amount also reflects the 20% holdback for the Fee Period.

date, K&E has received total payment of \$5,674,902.50 for legal services rendered to the Debtors and \$93,328.65 for related expenses during the Fee Period pursuant to the Interim Compensation Order.

Fees and Expenses Incurred During Fee Period

A. Customary Billing Disclosures.

30. K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is K&E's budget and staffing plan for this Fee Period and attached hereto as **Exhibit E** is a summary of blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

B. Fees Incurred During Fee Period.

31. In the ordinary course of K&E's practice, K&E maintains computerized records of the time expended to render the professional services required by the Debtors and their estates. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on these chapter 11 cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;
- the hourly billing rate for each attorney and each paraprofessional at K&E's current billing rates;
- the hourly billing rate for each attorney and each paraprofessional as disclosed in the first interim application;
- the number of rate increases since the inception of the case; and
- a calculation of total compensation requested using the rates disclosed in the *Application of Debtors for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 4, 2023* (the "Retention Application").

C. Expenses Incurred During Fee Period.

32. In the ordinary course of K&E's practice, K&E maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and their estates and for which reimbursement is sought. K&E currently charges \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Local Bankruptcy Rules, K&E charged no more than \$0.10 per page for standard duplication services in these chapter 11 cases. K&E does not charge its clients for incoming facsimile transmissions.

33. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit G** is a summary for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement.

Summary of Legal Services Rendered During the Fee Period

34. As discussed above, during the Fee Period, K&E provided extensive and important professional services to the Debtors in connection with these chapter 11 cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these chapter 11 cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

35. To provide a meaningful summary of K&E's services provided on behalf of the Debtors and their estates, K&E has established, in accordance with its internal billing procedures, certain subject matters categories (each, a "Matter Category") in connection with these chapter 11 cases. The following is a summary of the fees and hours billed for each Matter Category in the Fee Period:⁵

Matter Number	Matter Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
2	Chapter 11 Filing & First Day Pleadings	98-110	289.90	\$160,000- \$180,000	\$283,248.50
3	Adversary Proceeding & Contested Matters	731-840	533.90	\$750,000- \$975,000	\$656,965.50
4	Automatic Stay Matters	74-83	0.40	\$75,000- \$85,000	\$550.00
5	Business Operations	74-83	29.80	\$75,000- \$85,000	\$40,325.00
6	Case Administration	220-253	222.60	\$225,000- \$260,000	\$218,039.00
7	Cash Management and DIP Financing	303-349	516.50	\$250,000- \$287,500	\$625,185.50
8	Customer and Vendor Communications	88-100	28.60	\$90,000- \$102,500	\$29,929.00
9	Claims Administration and Objections	25-28	9.70	\$25,000- \$28,750	\$10,487.50
10	Official Committee Matters and Meetings	341-390	173.80	\$350,000- \$400,000	\$229,570.50
11	Use, Sale, and Disposition of Property	624-714	1,716.90	\$600,000- \$687,500	\$2,023,945.00

⁵ In certain instances, K&E may have billed the same amount of fees, but different number of hours to different Matter Categories. This difference is the result of different staffing of each such Matter Category.

Matter Number	Matter Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
12	Corp., Governance, & Securities Matters	98-113	90.20	\$100,000- \$116,250	\$106,962.00
13	Employee Matters	147-168	37.20	\$150,000- \$172,500	\$43,782.50
14	Executory Contracts and Unexpired Leases	195-225	19.30	\$200,000- \$231,250	\$22,660.00
15	SOFAs and Schedules	147-168	41.30	\$150,000- \$172,500	\$39,351.50
16	Hearings	64-73	13.10	\$65,000- \$75,000	\$17,467.50
17	Insurance and Surety Matters	25-28	41.60	\$25,000- \$28,750	\$47,325.50
18	Disclosure Statement, Plan, Confirmation	1,062-1,230	791.30	\$1,090,000- \$1,262,500	\$865,348.50
19	K&E Retention and Fee Matters	244-280	416.10	\$250,000- \$287,500	\$370,517.50
20	Non-K&E Retention and Fee Matters	25-28	52.10	\$25,000- \$28,750	\$53,079.50
21	Tax Matters	68-79	171.50	\$70,000- \$81,250	\$234,090.50
22	Non-Working Travel	54-61	32.70	\$55,000- \$62,500	\$46,650.50
23	U.S. Trustee Communications & Reporting	68-78	31.00	\$70,000- \$80,000	\$32,288.00
24	Expenses	-	-	\$90,000- \$102,500	\$93,328.65
	Totals	4,861-5,584	5,259.50	\$5,000,000- 5,750,000	\$6,091,097.65

36. The following is a summary, by Matter Category, of the most significant professional services provided by K&E during the Fee Period. This summary is organized in accordance with K&E's internal system of matter numbers. The detailed descriptions demonstrate that K&E was heavily involved in performing services for the Debtors on a daily basis, often including night and weekend work, to meet the needs of the Debtors' estates in these chapter 11 cases. A schedule setting forth a description of the Matter Categories utilized in this case, the number of hours expended by K&E partners, associates and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit H**.

37. In addition, K&E's computerized records of time expended providing professional services to the Debtors and their estates are attached hereto as **Exhibit I**, and K&E's records of expenses incurred during the Fee Period in the rendition of professional services to the Debtors and their estates are attached as **Exhibit J**.

(a) **Chapter 11 Filing and First Day Pleadings [Matter No. 2]**

Total Fees: \$283,248.50
Total Hours: 289.90

38. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the filing of the Debtors' chapter 11 petitions and various "first day" pleadings and related notices during the initial days of these chapter 11 cases, including, without limitation, (a) reviewing and revising the Debtors' petitions and "first day" motions, proposed orders, affidavits and notices; and (b) preparing for the "first day" hearing, including drafting hearing notes and related materials and preparing potential witnesses in connection with certain of the first day motions.

39. Specifically, the Debtors filed several motions seeking orders authorizing the Debtors to pay various prepetition claims. Entry of these orders eased the strain on the Debtors' relationships with employees, vendors, customers, and taxing authorities as a consequence of the commencement of these chapter 11 cases. Among other things, these orders authorized the Debtors to (a) pay certain critical vendors, suppliers, and lien claimants; (b) pay certain prepetition employee wages and benefits; (c) maintain cash management systems; (d) use prepetition bank accounts, checks and other business forms; (e) make tax payments to federal, local, and state taxing authorities; (f) prohibit utility companies from discontinuing services; (g) maintain prepetition insurance policies and surety bonds and allow the Debtors to enter into new insurance policies and surety bond programs; and (h) continue customer programs consistent with historical practice.

(b) Adversary Proceedings, Contested Matters [Matter No. 3]

Total Fees: \$656,965.50
Total Hours: 533.90

40. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to litigation, adversary proceedings, or other adversarial matters. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching, analyzing, and preparing litigation strategies for contested matters including opposition to the motion to convert the chapter 11 cases to chapter 7 filed by the United States of America;
- (ii) engaging and negotiating with the Committee, preparing witnesses for depositions and hearing testimony, and producing documents in connection with the Committee's objections to the Bid Procedures, DIP financing, and certain first-day relief;
- (iii) engaging with and negotiating a settlement with the CFPB of the underlying litigation in the case captioned *Bureau of Consumer Financial Protection v. Progrexion Marketing, Inc.*, 2:19-CV-00298 (BSJ) (D. Utah 2019);
- (iv) preparing extensive briefing regarding the foregoing;
- (v) analyzing issues and coordinating with Holland & Hart LLP, as special litigation counsel to the Debtors, in matters related to the WARN Act class action adversary proceeding and related plan objection by the WARN claimants, including preparing litigation strategies, analyzing and preparing documents to be produced for trial, and engaging in negotiations related to the resolution of the adversary proceeding and plan objection; and
- (vi) coordinating and communicating with the Debtors, the Debtors' advisors, and relevant stakeholders regarding the foregoing activities.

(a) Automatic Stay Matters [Matter No. 4]

Total Fees: \$550.00
Total Hours: 0.40

41. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the imposition of the automatic stay, primarily reviewing and analyzing issues that could implicate the automatic stay.

(b) Business Operations [Matter No. 5]

Total Fees: \$40,325.00
Total Hours: 29.80

42. Given the complexities of the Debtors' business, it was important that the Debtors and their advisors create and implement an all-encompassing and cohesive strategy for maintaining business operations with minimal disruptions during the course of the Debtors' chapter 11 cases. K&E attorneys and paraprofessionals spent time developing a strategy with the Debtors to ensure a smooth transition into chapter 11, and to ensure that go-forward business operations continued without interruption throughout the duration of these chapter 11 cases.

(c) Case Administration [Matter No. 6]

Total Fees: \$218,039.00
Total Hours: 222.60

43. This Matter Category includes time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the Debtors' chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) coordinating, managing, and administering the Debtors' chapter 11 cases on a daily basis, including monitoring critical dates and maintaining a case calendar, task lists, and work-in-process reports;
- (ii) organizing and maintaining voluminous document files for the Debtors' chapter 11 cases;
- (iii) ensuring compliance with the service and notice requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, including coordinating service of pleadings and other related notices with the Debtors' local counsel, Klehr Harrison Harvey Branzburg LLP ("Klehr");
- (iv) in connection with numerous pleadings, preparing notices of motions, proposed orders, exhibits, and schedules, and coordinating the delivery of such pleadings to the Court and the U.S. Trustee; and
- (v) conducting regular internal conferences regarding the overall case status to ensure the efficient progress of workstreams.

44. Time billed to this Matter Category also includes work and meetings related to

multiple matters such that the time cannot be easily allocated to one of the other matters.

(d) Cash Management and DIP Financing [Matter No. 7]

Total Fees: \$625,185.50

Total Hours: 516.50

45. This Matter Category includes time spent on a variety of tasks that were necessary to ensure the continued operation and maintenance of the Debtors' cash management systems and DIP financing. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) obtaining entry of interim and final orders authorizing the Debtors to operate their pre-existing cash management systems and perform intercompany transactions;
- (ii) drafting materials related to the Debtors' use of their cash management systems; and
- (iii) analyzing and discussing the terms of the maintenance of the Debtors' cash management systems with the Debtors, the Debtors' other professionals, and various stakeholders.

46. This Matter Category also includes time spent by K&E attorneys and paraprofessionals securing postpetition financing and the consensual use of cash collateral, which was necessary to both preserve the Debtors' operations during these chapter 11 cases, as well as to provide sufficient liquidity to administer these chapter 11 cases and bridge to consummation of the restructuring transactions contemplated by the Restructuring Support Agreement and the Plan. K&E's efforts were critical in securing the consensual use of cash collateral and negotiating, documenting and closing on a \$19.925 million new-money DIP financing facility on favorable terms that will provide the Debtors with the necessary liquidity to fund the Debtors' operations during these chapter 11 cases, and obtaining a global settlement that resolved the Committee's objection to the DIP financing on a final basis, the term sheet of which was attached as Exhibit C to the DIP Order. *See* Docket No. 332.

(e) Customer and Vendor Communications [Matter No. 8]

Total Fees: \$29,929.00
Total Hours: 28.60

47. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors on customer and vendor issues, including with respect to first day relief and postpetition business activities. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting and revising notices to creditors, including the notice of commencement;
- (ii) researching and analyzing issues related to legal ethics rules and how these may affect the operations and compliance obligations of Debtor Lexington Law with respect to its clients, and developing processes to address the same;
- (iii) corresponding with and responding to the Debtors' creditors with respect to miscellaneous inquiries concerning the Debtors' chapter 11 cases; and
- (iv) researching and analyzing other issues with respect to the foregoing.

(f) Claims Administration and Objections [Matter No. 9]

Total Fees: \$10,487.50
Total Hours: 9.70

48. This Matter Category includes time K&E attorneys and paraprofessionals spent on matters related to claims administration and claims-related issues. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching and revising the Debtors' bar date motion in coordination with Klehr; and
- (ii) reviewing, analyzing, and researching certain claims asserted against the Debtors.

(g) Official Committee Matters and Meetings [Matter No. 10]

Total Fees: \$229,570.50
Total Hours: 173.80

49. This Matter Category includes time spent by K&E attorneys and paraprofessionals

during the Fee Period communicating and meeting with the Committee's advisors. Specifically, K&E attorneys and paraprofessionals spent time during the Fee Period responding to information requests from the Committee, negotiating and resolving issues regarding customary first and second-day relief, the Plan, Disclosure Statement, solicitation materials, preparations for Confirmation, and the negotiation of the WARN settlement, as well as other matters affecting the administration of these chapter 11 cases. K&E attorneys negotiated extensively with the Committee to resolve objections to the wages motion, DIP Financing, Bidding Procedures, and Greenhill's retention application to ultimately reach the global settlement memorialized in a term sheet attached as Exhibit C to the DIP Order [Docket No. 332], which was an integral part of the Plan process and enhanced unsecured creditors' recoveries. K&E attorneys also engaged in frequent discussions and negotiations with the Committee in preparation for resolving the WARN litigation and, in parallel, preparing for the Confirmation of the Plan.

(h) Use, Sale, and Disposition of Property [Matter No. 11]

Total Fees: \$2,023,945.00
Total Hours: 1,716.90

50. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the disposition of the Debtors' assets. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching, drafting, negotiating, and seeking approval of the Bidding Procedures;
- (ii) drafting declarations in support of the Bidding Procedures and the Debtors' marketing process;
- (iii) drafting and negotiating stalking horse asset purchase agreements and related sale documentation;
- (iv) coordinating the Debtors' marketing process with Greenhill, including corresponding with prospective bidders, drafting non-disclosure

agreements, reviewing and analyzing indications of interest, and making all necessary preparations to obtain court approval of the sale transactions;

- (v) resolving objections to the Bidding Procedures and Sale Transactions, which culminated in global settlements with the Committee and CFPB, as well as resolving objections to cures;
- (vi) effectuating the sale transactions, including researching, drafting, and negotiating corporate documents and other documentation necessary for the closing of the sale transactions; and
- (vii) advising and coordinating with the Debtors and the Debtors' other advisors with respect to the foregoing.

(i) Corporate Governance & Securities Matters [Matter No. 12]

Total Fees: \$106,962.00

Total Hours: 90.20

51. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors and the Board of Directors (the "Board") regarding corporate governance issues related to the Debtors' restructuring and the sale transactions embodied in the Plan. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) complying with corporate governance requirements, including drafting and revising resolutions, certificates, amendments to corporate documents, and minutes from board meetings, as necessary;
- (ii) preparing for and participating in various meetings with the Board and senior management in connection with key issues and events regarding these chapter 11 cases; and
- (iii) providing updates to the Debtors and their other advisors regarding the foregoing activities.

(j) Employee Matters [Matter No. 13]

Total Fees: \$43,782.50

Total Hours: 37.20

52. The Debtors and K&E believe that a successful reorganization depends on retaining the Debtors' workforce, thereby ensuring continuity of the Debtors' business. As a result, this Matter Category includes time spent by K&E attorneys and paraprofessionals addressing the

following employee compensation issues:

- (i) drafting, revising, and negotiating the proposed order approving, among other things, payment and continuation of employee compensation and benefits programs, and securing approval of the same on a final basis;
- (ii) resolving the Committee's objection to the wages motion; and
- (iii) researching and analyzing issues concerning employment and labor matters.

(k) Executory Contracts & Unexpired Leases [Matter No. 14]

Total Fees: \$22,660.00

Total Hours: 19.30

53. This Matter Category includes time spent by K&E attorneys examining issues related to the Debtors' executory contracts and unexpired leases. K&E attorneys spent time researching, analyzing, renegotiating, or rejecting the Debtors' obligations under their various executory contracts. Specifically, K&E attorneys spent time:

- (i) reviewing and analyzing various executory contracts and unexpired leases, including government-issued contracts;
- (ii) advising the Debtors with respect to their rights and obligations under their executory contracts and unexpired leases under relevant bankruptcy and nonbankruptcy law, including with respect to the assumption and assignment of such executory contracts;
- (iii) researching and analyzing issues related thereto; and
- (iv) coordinating with the Debtors and various counterparties regarding treatment of executory contracts, including cure amounts.

(l) SOFAs and Schedules [Matter No. 15]

Total Fees: \$39,351.50

Total Hours: 41.30

54. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services, in coordination with Klehr, related to advising the Debtors, the Debtors' financial advisor Alvarez & Marsal North America, LLC ("A&M"), the Debtors' claims and noticing agent and administrative advisor Kurtzman Carson Consultants LLC ("KCC"), and other

advisors in connection with the preparation, review, revision, and filing of the Debtors' schedules of assets and liabilities and statements of financial affairs (the "SOFAs and Schedules"). Moreover, K&E attorneys coordinated with Klehr in advising the Debtors regarding drafting the Schedules and Statements and the monthly operating reports.

(m) Hearings [Matter No. 16]

Total Fees: \$17,467.50

Total Hours: 13.10

55. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to preparing for and attending several hearings during the Fee Period (each a "Hearing" and, collectively, the "Hearings"), including preparing agendas, orders, and binders related to Hearings, settling orders before and after Hearings, and corresponding with various parties in preparation for, and after the Hearings. These services also included conferences to discuss multiple matters scheduled for a specific Hearing and coordinating Hearing logistics. During the Fee Period, K&E attorneys and paraprofessionals spent considerable time preparing for and attending Hearings including:

- (i) the "first day" hearing on June 6, 2023 for interim or final approval of the First Day Motions and interim approval of a motion authorizing the Debtors to operate their cash management systems and the DIP Facility;
- (ii) an omnibus hearing on July 31, 2023 for final approval of the motion authorizing the Debtors to operate their cash management systems and the DIP Facility, a motion approving the Debtors' Bidding Procedures and authorizing entry into stalking horse agreements, and an application seeking retention of the Debtors' proposed investment banker;
- (iii) a hearing on August 25, 2023 to approve the proposed sale of the Debtors' assets and a motion filed by the United States of America to convert the chapter 11 cases to chapter 7;
- (iv) a status conference on October 27, 2023 with respect to Confirmation of the Plan; and
- (v) a hearing on December 11, 2023 during which the Debtors, counsel to the WARN Plaintiff, and counsel to the certified WARN class announced the

negotiated settlement of the WARN Objection and explained the same to the Court, thereby allowing for Confirmation of the Plan to proceed.

(n) Insurance and Surety Matters [Matter No. 17]

Total Fees: \$47,325.50

Total Hours: 41.60

56. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring that Debtors' insurance policies and surety bonds were maintained during these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time drafting, negotiating, and revising the insurance order, reviewing and analyzing the Debtors' insurance policies and surety bond program, engaging with counsel to the sureties, and researching and analyzing issues regarding the same. In conjunction with the closing of the sale transactions contemplated by the Plan, K&E attorneys also reviewed and analyzed applicable insurance documents, engaged with brokers regarding the insurance issues implicated by the sale transactions, and drafted and finalized documentation regarding the same.

(o) Disclosure Statement, Plan, Confirmation [Matter No. 18]

Total Fees: \$865,348.50

Total Hours: 791.30

57. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to developing a disclosure statement in connection with these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching and analyzing legal and factual issues relevant to the Plan and Disclosure Statement;
- (ii) drafting, negotiating, revising, compiling, and filing the Plan, Disclosure Statement, Disclosure Statement Motion, and all related filings to the same;
- (iii) negotiating a global settlement with the Committee, the Prepetition First Lien Lenders, the Prepetition Second Lien Lenders, and the DIP Lenders to be implemented in connection with the Plan that was attached to the Final DIP Order;

- (iv) engaging with the U.S. Trustee, the Committee, the Prepetition First Lien Lenders, the Prepetition Second Lien Lenders, the DIP Lenders, and other key stakeholders relating to their comments to the Plan, Disclosure Statement, Disclosure Statement Motion, Solicitation Materials, Confirmation Order, Plan Supplement documents, and other related documents;
- (v) drafting and revising the memorandum of law in support of Confirmation of the Plan, including a response to the sole objection to the Plan filed by the WARN Plaintiff;
- (vi) negotiating a resolution to the objection to Confirmation of the Plan by the WARN Plaintiff, resulting in a global settlement with the WARN Plaintiff and the certified WARN class;
- (vii) engaging with counsel to the WARN Plaintiff, counsel to the certified WARN class, the Committee, the Debtors' special litigation counsel, and other key stakeholders regarding plan settlement negotiations; and
- (viii) providing updates to the Debtors and their advisors regarding the foregoing activities.

(p) K&E Retention and Fee Matters [Matter No. 19]

Total Fees: \$370,517.50

Total Hours: 416.10

58. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the retention of K&E as the Debtors' counsel. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) preparing pleadings, including a retention application, and a comprehensive conflict analysis necessary to obtain the order of the Court approving the employment of K&E to represent the Debtors;
- (ii) implementing internally established procedures which require the continuous analysis of potential new conflicts;
- (iii) preparing updated professional disclosures for filing with the Court;
- (iv) preparing and distributing K&E's monthly fee statements in accordance with the Interim Compensation Order;
- (v) reviewing all time entries to ensure compliance with the Interim Compensation Order and applicable provisions of the Bankruptcy Code,

and to make necessary redactions to preserve the confidentiality of the work performed for the Debtors;

- (vi) preparing and distributing K&E's first interim fee application and K&E's second interim and final fee application in accordance with the Interim Compensation Order; and
- (vii) coordinating the payment of professional fees, including establishment of an escrow account and related process, and drafting and distribution direction letters and disbursement requests.

(q) Non-K&E Retention and Fee Matters [Matter No. 20]

Total Fees: \$53,079.50
Total Hours: 52.10

59. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring the retention of the Debtors' other professionals in these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) coordinating and preparing the filing of section 156 application for KCC;⁶
- (ii) drafting and securing approval of a motion to establish interim compensation procedures;
- (iii) coordinating with the Debtors and Klehr with respect to ordinary course professional retentions and complying with the related disclosure requirements of applicable provisions of the Bankruptcy Code; and
- (iv) coordinating the payment of professional fees, including establishment of an escrow account and related process, and drafting and distribution direction letters and disbursement requests.

(r) Tax Matters [Matter No. 21]

Total Fees: \$234,090.50
Total Hours: 171.50

60. This Matter Category includes time spent by K&E attorneys and paraprofessionals conducting legal research, preparing correspondence and pleadings, and generally advising the

⁶ Local counsel Klehr coordinated and prepared the filing of retention applications and related documents for A&M, Greenhill & Co., LLC (as investment banker), Holland & Hart LLP (as special counsel), Williams & Connolly LLP (as special litigation counsel), Pachulski Stang Ziehl & Jones LLP (as conflicts counsel for Lexington Law), and Landis Rath & Cobb LLP (as conflicts counsel for all Debtors other than Lexington Law).

Debtors on tax issues relating to or arising during the chapter 11 cases. During the Fee Period, K&E attorneys were responsible for researching and analyzing certain tax issues arising in connection with the Debtors' business operations, including the following:

- (i) researching and analyzing certain tax issues arising in connection with the Debtors' business operations;
- (ii) advising the Debtors regarding the Debtors' motion to establish procedures related to certain transfers of, or declarations of worthlessness with respect thereto, the Debtors' common stock and the interim and final orders approving the same;
- (iii) researching and analyzing certain tax issues related to the proposed sale transactions, the implementation of the Plan, and emergence from chapter 11; and
- (iv) coordinating and communicating with the Debtors, the Debtors' advisors, and relevant stakeholders regarding the foregoing.

(s) Non-Working Travel Time [Matter No. 22]

Total Fees: \$46,650.50
Total Hours: 32.70

61. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to traveling in connection with their representation of the Debtors, including for in-person meetings, depositions, and hearings at the Court. The amounts presented for review and the request for payment in the Fee Application reflect a reduction of one half the charges for travel time.

(t) U.S. Trustee Communications and Reporting [Matter No. 23]

Total Fees: \$32,288.00
Total Hours: 31.00

62. This Matter Category includes time spent by K&E attorneys and paraprofessionals corresponding with the U.S. Trustee with respect to the following issues:

- (i) analyzing, researching, negotiating, and revising first day motions and proposed orders, including the creditor matrix order, regarding the

U.S. Trustee's comments, and corresponding with the U.S. Trustee regarding the same;

- (ii) coordinating with Klehr to prepare the Debtors for and participating in the initial debtor interview and the meeting of creditors required by section 341 of the Bankruptcy Code; and
- (iii) discussing and corresponding with the U.S. Trustee regarding K&E's retention and responding to questions and comments regarding the same.

Actual and Necessary Expenses Incurred by K&E

63. As set forth in **Exhibit I** attached hereto, and as summarized in **Exhibit G** attached hereto, K&E has incurred a total of \$93,328.65 in expenses on behalf of the Debtors during the Fee Period. These charges are intended to reimburse K&E's direct operating costs, which are not incorporated into the K&E hourly billing rates. K&E charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit I** of this Fee Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

Reasonable and Necessary Services Provided by K&E

A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors.

64. The foregoing professional services provided by K&E on behalf of the Debtors during the Fee Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and related matters.

65. Many of the services performed by partners and associates of K&E were provided by K&E's Restructuring Group. K&E has a prominent practice in this area and enjoys a national and international reputation for its expertise in financial reorganizations and restructurings of troubled companies, with over 175 attorneys focusing on this area of the law. The attorneys at K&E have represented either the debtor or the creditors' committee or have acted as special

counsel in many large chapter 11 cases.

66. In addition, due to the facts and circumstances of these chapter 11 cases, attorneys from K&E's litigation, corporate, and tax groups were heavily involved with K&E's representation of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, K&E brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtors.

67. The time constraints imposed by the circumstances of these chapter 11 cases required K&E attorneys and other employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines, respond to daily inquiries from various creditors and other parties in interest on a timely basis, and satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. Consistent with firm policy, and as further disclosed in the Retention Application, K&E attorneys and other K&E employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. K&E's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of legal services.

68. In addition, due to the location of the Debtors' businesses, co-counsel, creditors, and other parties in interest in relation to K&E's offices, frequent multi-party telephone conferences involving numerous parties were required. On many occasions, the exigencies and circumstances of these chapter 11 cases required overnight delivery of documents and other materials. The disbursements for such services are not included in K&E's overhead for the purpose of setting billing rates and K&E has made every effort to minimize its disbursements in these

chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases.

69. Among other things, K&E makes sure that all overtime meals, travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, K&E regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, K&E will waive certain fees and reduce its expenses if necessary. In the Fee Period, K&E voluntarily reduced its fees by \$140,184.99 and expenses by \$6,175.16. Consequently, K&E does not seek payment of such fees or reimbursement of such expenses in the Fee Application.

K&E's Requested Compensation and Reimbursement Should Be Allowed

70. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of,

a case under this title;

- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and expertise in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

71. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. K&E further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. K&E further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

72. During the Fee Period, K&E's hourly billing rates for attorneys ranged from \$685 to \$2,245. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. K&E strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great

complexity, high stakes, and severe time pressures—all of which were present in these chapter 11 cases.

73. Moreover, K&E’s hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

74. In sum, K&E respectfully submits that the professional services provided by K&E on behalf of the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by K&E, the nature and extent of K&E’s services provided, the value of K&E’s services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, K&E respectfully submits that approval of the compensation sought herein is warranted and should be approved.

75. No previous application for the relief sought herein has been made to this or any other Court.

Reservation of Rights and Notice

76. It is possible that some professional time expended, or expenses incurred, during the Fee Period are not reflected in the Fee Application. K&E reserves the right to include such amounts in future fee applications. In addition, the Debtors have provided notice of this Fee Application to: (a) the U.S. Trustee for the District of Delaware; (b) counsel to the Committee; (c) the office of the attorney general for each of the states in which the Debtors operate; (d) the United States Attorney’s Office for the District of Delaware; (e) the Internal Revenue Service; (f) the United States Securities and Exchange Commission; (g) the United States

Department of Justice; (h) the DIP Agent and counsel thereto; (i) First Lien Credit Agreement Agent and counsel thereto; (j) the Second Lien Credit Agreement Agent and counsel thereto; and (k) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”). Pursuant to the Interim Compensation Order, any party, other than the Notice Parties, that wishes to object to the Fee Application, must file its objection with the Court, with a copy to Chambers and serve it on the affected professional and the Notice Parties so that it is actually received on or before April 1, 2024 at 4:00 p.m., prevailing Eastern Time.

No Prior Request

77. No prior application for the relief requested herein has been made to this or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, K&E respectfully requests that the Court enter an order (a) awarding K&E interim compensation for professional and paraprofessional services provided during (i) the Second Interim Fee Period in the amount of \$1,614,332.50, and reimbursement of actual, reasonable and necessary expenses incurred in the Second Interim Fee Period in the amount of \$42,122.40, and (ii) during the Fee Period in the amount of \$5,997,769.00, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$93,328.65; (b) authorizing and directing the Debtors to remit payment to K&E for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Dated: February 27, 2024
Wilmington, Delaware

/s/ Spencer A. Winters

KIRKLAND & ELLIS LLP

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- and -

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alison.wirtz@kirkland.com

Co-Counsel to the Debtors and Debtors in Possession

Exhibit A

Winters Declaration

2. I have read the foregoing interim fee application of K&E, attorneys for the Debtors, for the Fee Period (the "Fee Application"). To the best of my knowledge, information and belief, the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Bankruptcy Rule 2016-2.

3. In connection therewith, I hereby certify that:

- a) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
- b) except to the extent disclosed in the Fee Application, the fees and disbursements sought in the Fee Application are billed at rates customarily employed by K&E and generally accepted by K&E's clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors' case;
- c) K&E is seeking compensation with respect to (i) the approximately 1.60 hours and \$2,028.00 in fees spent reviewing or revising time records and preparing, reviewing, and revising invoices;³ and (ii) the approximately 46.70 hours and \$48,608.50 in fees spent reviewing time records to redact privileged or confidential information;
- d) in providing a reimbursable expense, K&E does not make a profit on that expense, whether the service is performed by K&E in-house or through a third party;
- e) in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between K&E and any other person for the sharing of compensation to be received in connection with the above cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules; and
- f) all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

³ This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: February 27, 2024

Respectfully submitted,

/s/ Spencer A. Winters

Spencer A. Winters
as President of Spencer A. Winters, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Exhibit B

Retention Order

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

)	
In re:	)	Chapter 11
)	
PGX HOLDINGS, INC., <i>et al.</i> , ¹	)	Case No. 23-10718 (CTG)
)	
Debtors.	)	(Jointly Administered)
	)	Re: Docket No. 125

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JUNE 4, 2023**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (the “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Spencer A. Winters, a partner of Kirkland & Ellis LLP (the “Winters Declaration”), and the declaration of Chad Wallace, the Chief Executive Officer

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PGX Holdings, Inc. (2510); Credit Repair UK, Inc. (4798); Credit.com, Inc. (1580); Creditrepair.com Holdings, Inc. (7536); Creditrepair.com, Inc. (7680); eFolks Holdings, Inc. (5213); eFolks, LLC (5256); John C. Heath, Attorney At Law PC (8362); Progrexion ASG, Inc. (5153); Progrexion Holdings, Inc. (7123); Progrexion IP, Inc. (5179); Progrexion Marketing, Inc. (5073); and Progrexion Teleservices, Inc. (5110). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 257 East 200 South, Suite 1200, Salt Lake City, Utah 84111.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.



(the “Wallace Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Winters Declaration that (a) Kirkland does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**.

3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland is authorized to render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition special purpose retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to reserve and apply amounts from the prepetition special purpose retainer that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to

Kirkland's fee applications under the Bankruptcy Code are not approved pending further order of the Court.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

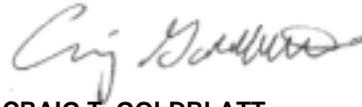
10. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

11. To the extent the Application, the Winters Declaration, the Wallace Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: July 19th, 2023
Wilmington, Delaware



CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Josh Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
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601 Lexington Avenue
New York, NY 10022
United States

+1 212 446 4800

www.kirkland.com

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+1 212 446 4900

May 1, 2023

Mr. Chad Wallace
Chief Executive Officer
PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Mr. John C. Heath
Chief Executive Officer and President
John C. Heath, Attorney at Law, P.C.
P.O. Box 1173
Salt Lake City, UT 84110

Re: Retention to Provide Legal Services

Dear Mr. Wallace,

We are very pleased that you have asked us to represent PGX Holdings, Inc., only those wholly or partially owned subsidiaries listed in an addendum or supplement to this letter, and John C. Heath, Attorney at Law, P.C. (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This amended and restated retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing. This Agreement amends and supersedes the retention letter between the Firm and certain of the Client entities dated June 7, 2019.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm

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reserves the right to adjust the Firm's billing rates from time to time in the ordinary course of the Firm's representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client's planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm's statements as disbursements advanced by the Firm on Client's behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client has provided to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance

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payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no

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obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client’s professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm’s policy in effect from time to time. Subject to future changes, it is the Firm’s current policy generally not to retain records relating to a matter for more than five years. Upon Client’s prior written request, the Firm will return client records that are Client’s property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm’s internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client’s own files for reference or submit a written request for Client’s client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the “Privileges”) belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a “Transaction”). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm (“Firm Materials”), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have

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no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

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Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial

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interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without

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limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract

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construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

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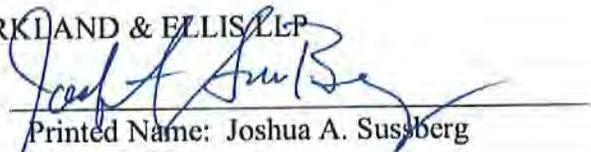
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Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

By:

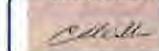

Printed Name: Joshua A. Susberg
Title: Partner

Agreed and accepted this 3rd day of May, 2023

PGX HOLDINGS, INC.

5/3/2023

DocuSigned by:



By:

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Name: Chad Wallace

Title: Chief Executive Officer

JOHN C. HEATH, ATTORNEY AT LAW PC

By:

Name: John C. Heath

Title: Chief Executive Officer

KIRKLAND & ELLIS LLP

Mr. Chad Wallace
Mr. John C. Heath
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Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

By: _____
Printed Name: Joshua A. Sussberg
Title: Partner

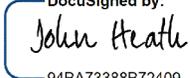
Agreed and accepted this ____ day of May, 2023

PGX HOLDINGS, INC.

By: _____
Name: Chad Wallace
Title: Chief Executive Officer

JOHN C. HEATH, ATTORNEY AT LAW PC

5/3/2023

DocuSigned by:

By: _____
Name: John C. Heath
Title: Chief Executive Officer

KIRKLAND & ELLIS LLP

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Mr. John C. Heath
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ADDENDUM: List of Client Subsidiaries

Credit Repair UK, Inc.

Credit.com, Inc.

Creditrepair.com Holdings, Inc.

Creditrepair.com, Inc.

eFolks, LLC

eFolks Holdings, Inc.

Progrexion ASG, Inc.

Progrexion Holdings, Inc.

Progrexion IP, Inc.

Progrexion Marketing, Inc.

Progrexion Teleservices, Inc.

KIRKLAND & ELLIS LLP**CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES**

Effective 01/01/2023

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls, conference calls, videoconferences or faxes made from K&E LLP's offices.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third-party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Tax Filings:** Clients will be charged a fixed fee for certain tax filings. Our standard charge is \$400 per Form 8832 election; \$250 per Form 83(b) election for the first 20 forms, \$100 per form for any additional forms; \$1,000 each for Form SS-4 (Foreign); \$100 each for Form SS-4 (Domestic); and \$75 for each FIRPTA certificate.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit C

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Josh Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States
+1 212 446 4800
www.kirkland.com

Facsimile:
+1 212 446 4900

May 1, 2023

Mr. Chad Wallace
Chief Executive Officer
PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Mr. John C. Heath
Chief Executive Officer and President
John C. Heath, Attorney at Law, P.C.
P.O. Box 1173
Salt Lake City, UT 84110

Re: Retention to Provide Legal Services

Dear Mr. Wallace,

We are very pleased that you have asked us to represent PGX Holdings, Inc., only those wholly or partially owned subsidiaries listed in an addendum or supplement to this letter, and John C. Heath, Attorney at Law, P.C. (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This amended and restated retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing. This Agreement amends and supersedes the retention letter between the Firm and certain of the Client entities dated June 7, 2019.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm

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reserves the right to adjust the Firm's billing rates from time to time in the ordinary course of the Firm's representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client's planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm's statements as disbursements advanced by the Firm on Client's behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client has provided to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance

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payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no

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obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client’s professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm’s policy in effect from time to time. Subject to future changes, it is the Firm’s current policy generally not to retain records relating to a matter for more than five years. Upon Client’s prior written request, the Firm will return client records that are Client’s property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm’s internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client’s own files for reference or submit a written request for Client’s client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the “Privileges”) belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a “Transaction”). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm (“Firm Materials”), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have

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no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

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Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial

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interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without

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limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract

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construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

KIRKLAND & ELLIS LLP

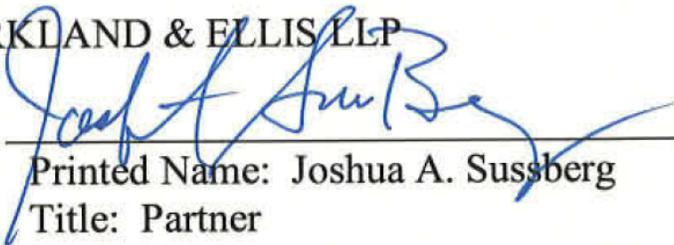
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Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

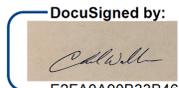
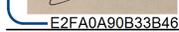
Very truly yours,

KIRKLAND & ELLIS LLP

By: 
Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this 3rd day of May, 2023

PGX HOLDINGS, INC.

DocuSigned by:

By: 
Name: Chad Wallace
Title: Chief Executive Officer

JOHN C. HEATH, ATTORNEY AT LAW PC

By: _____
Name: John C. Heath
Title: Chief Executive Officer

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Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

By: _____
Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this ____ day of May, 2023

PGX HOLDINGS, INC.

By: _____
Name: Chad Wallace
Title: Chief Executive Officer

JOHN C. HEATH, ATTORNEY AT LAW PC

DocuSigned by:

By: _____
Name: John C. Heath
Title: Chief Executive Officer

KIRKLAND & ELLIS LLP

Mr. Chad Wallace
Mr. John C. Heath
May 1, 2023
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CONFIDENTIAL

ADDENDUM: List of Client Subsidiaries

Credit Repair UK, Inc.

Credit.com, Inc.

Creditrepair.com Holdings, Inc.

Creditrepair.com, Inc.

eFolks, LLC

eFolks Holdings, Inc.

Progrexion ASG, Inc.

Progrexion Holdings, Inc.

Progrexion IP, Inc.

Progrexion Marketing, Inc.

Progrexion Teleservices, Inc.

KIRKLAND & ELLIS LLP**CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES***Effective 01/01/2023*

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls, conference calls, videoconferences or faxes made from K&E LLP's offices.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third-party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Tax Filings:** Clients will be charged a fixed fee for certain tax filings. Our standard charge is \$400 per Form 8832 election; \$250 per Form 83(b) election for the first 20 forms, \$100 per form for any additional forms; \$1,000 each for Form SS-4 (Foreign); \$100 each for Form SS-4 (Domestic); and \$75 for each FIRPTA certificate.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit D

Budget and Staffing Plan

Budget and Staffing Plan**(For Matter Categories for the Period Beginning on
June 4, 2023 and Ending on December 25, 2023)****Budget**

Matter Number	Project Category Description	Hours Budgeted	Total Compensation Budgeted
2	Chapter 11 Filing & First Day Pleadings	98-110	\$160,000- \$180,000
3	Adversary Proceeding & Contested Matters	695-804	\$750,000-\$975,000
4	Automatic Stay Matters	72-82	\$75,000-\$85,000
5	Business Operations	72-82	\$75,000-\$85,000
6	Case Administration	206-240	\$225,000-\$260,000
7	Cash Management and DIP Financing	286-332	\$250,000-\$287,500
8	Customer and Vendor Communications	86-98	\$90,000-\$102,500
9	Claims Administration and Objections	23-27	\$25,000-\$28,750
10	Official Committee Matters and Meetings	329-378	\$350,000-\$400,000
11	Use, Sale, and Disposition of Property	600-690	\$600,000-\$687,500
12	Corp., Governance, & Securities Matters	90-106	\$100,000-\$116,250
13	Employee Matters	139-161	\$150,000-\$172,500
14	Executory Contracts and Unexpired Leases	183-213	\$200,000-\$231,250
15	SOFAs and Schedules	139-161	\$150,000-\$172,500
16	Hearings	60-69	\$65,000-\$75,000
17	Insurance and Surety Matters	23-27	\$25,000-\$28,750
18	Disclosure Statement, Plan, Confirmation	992-1,159	\$1,090,000-\$1,262,500
19	K&E Retention and Fee Matters	232-268	\$250,000-\$287,500
20	Non-K&E Retention and Fee Matters	23-27	\$25,000-\$28,750
21	Tax Matters	64-74	\$70,000-\$81,250
22	Non-Working Travel	52-62	\$55,000-\$62,500

Matter Number	Project Category Description	Hours Budgeted	Total Compensation Budgeted
23	U.S. Trustee Communications & Reporting	66-76	\$70,000-\$80,000
24	Expenses	-	\$90,000-\$102,500
	Totals	4,630-5,361	\$5,000,000-5,750,000

Staffing Plan

Category of Timekeeper	Number of Timekeepers Expected to Perform Work Across All Matters During the Budget Period	Average Hourly Rate¹
Partner	20	\$1,658.75
Associate	28	\$983.60
Legal Assistant	12	\$437.00
Total	60	\$1,026.45

¹ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the chapter 11 cases.

Exhibit E

Voluntary Rate Disclosures

- The blended hourly rate for all K&E domestic timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the 12-month period beginning on January 1, 2023 and ending on December 31, 2023 (the “Comparable Period”) was, in the aggregate, approximately **\$1,177.43** per hour (the “Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all K&E timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately **\$1,140.37** per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at K&E	Debtor Blended Hourly Rate for This Fee Application	Non-Bankruptcy Blended Hourly Rate
Partner	\$1,500.40	\$1,589.77
Associate	\$1,074.38	\$986.42
Paralegal	\$528.15	\$465.10
Junior Paralegal	\$325.00	\$293.58
Support Staff	\$350.73	\$487.29
Total	\$1,140.37	\$1,177.43

¹ It is the nature of K&E’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within K&E’s Restructuring Group. Accordingly, “Non-Bankruptcy Matters” consist of matters for which K&E domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by K&E domestic timekeepers who work primarily within K&E’s Restructuring Group.

² K&E calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

³ K&E calculated the blended rate for timekeepers who billed to the Debtors by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

Exhibit F

Summary of Total Fees Incurred and Hours Billed During the Fee Period

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Thad W. Davis, P.C.	Partner	Taxation	2005	\$ 155,626.50	86.70	N/A	1,795.00	1,795.00	\$ 155,626.50
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	\$ 109,350.00	67.50	N/A	1,620.00	1,620.00	\$ 109,350.00
Chad J. Husnick, P.C.	Partner	Restructuring	2004	\$ 90,389.00	44.20	N/A	2,045.00	2,045.00	\$ 90,389.00
Vladimir Khodosh, P.C.	Partner	Technology & IP Transactions	2002	\$ 11,667.50	6.50	N/A	1,795.00	1,795.00	\$ 11,667.50
Michelle Kilkenney, P.C.	Partner	Corporate - Debt Finance	2002	\$ 2,658.50	1.30	N/A	2,045.00	2,045.00	\$ 2,658.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$ 9,816.00	4.80	N/A	2,045.00	2,045.00	\$ 9,816.00
Kate Vera, P.C.	Partner	ECEB - Executive Compensation	2016	\$ 160.50	0.10	N/A	1,605.00	1,605.00	\$ 160.50
David Wheat, P.C.	Partner	Taxation	1988	\$ 1,112.50	0.50	N/A	2,225.00	2,225.00	\$ 1,112.50
Spencer A. Winters, P.C.	Partner	Restructuring	2013	\$ 340,008.50	235.30	N/A	1,445.00	1,445.00	\$ 340,008.50
Carolyn Aiken	Partner	Corporate - Debt Finance	2013	\$ 123,445.50	79.90	N/A	1,545.00	1,545.00	\$ 123,445.50
Matthew Antinossi	Partner	ECEB - Employee Benefits	1999	\$ 379.00	0.20	N/A	1,895.00	1,895.00	\$ 379.00
Daniel S. Daines	Partner	Corporate - M&A/Private Equity	2009	\$ 160,034.00	112.70	N/A	1,420.00	1,420.00	\$ 160,034.00
Alexander Flynn-Tabloff	Partner	ECEB - Labor/Employment	2015	\$ 2,750.00	2.00	N/A	1,375.00	1,375.00	\$ 2,750.00
Whitney Fogelberg	Partner	Restructuring	2012	\$ 281,010.00	197.20	N/A	1,425.00	1,425.00	\$ 281,010.00
Susan D. Golden	Partner	Restructuring	1988	\$ 12,832.50	8.70	N/A	1,475.00	1,475.00	\$ 12,832.50
Kate Guilfoyle	Partner	Litigation - General	2012	\$ 81,504.00	57.60	N/A	1,415.00	1,415.00	\$ 81,504.00
Casey McGushin	Partner	Litigation - General	2014	\$ 188,053.50	132.90	N/A	1,415.00	1,415.00	\$ 188,053.50

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
William T. Pruitt	Partner	Litigation - General	2004	\$ 5,270.00	3.40	N/A	1,550.00	1,550.00	\$ 5,270.00
Jeffrey S. Quinn	Partner	ECEB - Employee Benefits	1998	\$ 4,927.00	2.60	N/A	1,895.00	1,895.00	\$ 4,927.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	\$ 44,897.00	27.80	N/A	1,615.00	1,615.00	\$ 44,897.00
Matthew Wheatley	Partner	Antitrust/Competition	2014	\$ 4,417.50	3.10	N/A	1,425.00	1,425.00	\$ 4,417.50
Alison Wirtz	Partner	Restructuring	2016	\$ 190,575.00	138.60	N/A	1,375.00	1,295.00	\$ 179,487.00
	Associate			\$ 560,037.50	407.30		1,375.00	1,295.00	\$ 527,453.50
				\$ 118,622.00	91.60		1,295.00	1,295.00	\$ 118,622.00
Emma Balls	Associate	Corporate - General	2020	\$ 33,630.00	38.00	N/A	885.00	885.00	\$ 33,630.00
				\$ 9,651.50	9.70	N/A	995.00	885.00	\$ 8,584.50
Alex Bledsoe	Associate	Corporate - General	2022	\$ 4,263.00	5.80	N/A	735.00	735.00	\$ 4,263.00
Simon Briefel	Associate	Restructuring	2018	\$ 37,723.50	30.30	N/A	1,245.00	1,245.00	\$ 37,723.50
				\$ 184,926.00	142.80	N/A	1,295.00	1,245.00	\$ 177,786.00
Frankie A. Butler	Associate	Corporate - Debt Finance	2019	\$ 373.50	0.30	N/A	1,245.00	1,245.00	\$ 373.50
Chris Ceresa	Associate	Restructuring	2020	\$ 122,545.50	106.10	N/A	1,155.00	1,155.00	\$ 122,545.50
				\$ 634,950.00	510.00	N/A	1,245.00	1,155.00	\$ 589,050.00
Ashton Dubey	Associate	Litigation - General	2022	\$ 6,545.00	7.70	N/A	850.00	850.00	\$ 6,545.00
Paul Goldsmith	Associate	Corporate - General/M&A/Private Equity	2021	\$ 22,744.50	25.70	N/A	885.00	885.00	\$ 22,744.50
				\$ 11,243.50	11.30	N/A	995.00	885.00	\$ 10,000.50
				\$ 2,686.50	2.70	N/A	995.00	885.00	\$ 2,389.50

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Amila Golic	Associate	Restructuring	2021	\$ 76,110.00	86.00	N/A	885.00	885.00	\$ 76,110.00
				\$ 138,902.00	139.60	N/A	995.00	885.00	\$ 123,546.00
Diana Heriford	Associate	Restructuring	2022	\$ 71,589.00	97.40	N/A	735.00	735.00	\$ 71,589.00
				\$ 264,703.50	299.10	N/A	885.00	735.00	\$ 219,838.50
Brandon King	Associate	Corporate - M&A/Private Equity	2019	\$ 9,950.00	10.00	N/A	995.00	995.00	\$ 9,950.00
Tamar Kofman	Associate	Restructuring	2019	\$ 35,223.00	35.40	N/A	995.00	995.00	\$ 35,223.00
Nick Krislov	Associate	Restructuring	2018	\$ 11,137.00	8.60	N/A	1,295.00	1,295.00	\$ 11,137.00
Kelsey Marie Laugel	Associate	Antitrust/Competition	2017	\$ 647.50	0.50	N/A	1,295.00	1,295.00	\$ 647.50
			2017	\$ 1,375.00	1.00	N/A	1,375.00	1,295.00	\$ 1,295.00
Patricia Walsh Loureiro	Associate	Restructuring	2020	\$ 5,313.00	4.60	N/A	1,155.00	1,155.00	\$ 5,313.00
Sean Magill	Associate	Corporate - Debt Finance	2021	\$ 12,437.50	12.50	N/A	995.00	995.00	\$ 12,437.50
			2021	\$ 46,662.00	40.40	N/A	1,155.00	995.00	\$ 40,198.00
Nikita Mathur	Associate	Restructuring	Pending	\$ 16,905.00	23.00	N/A	735.00	735.00	\$ 16,905.00
Michael William Morgan	Associate	Corporate - General	2022	\$ 808.50	1.10	N/A	735.00	735.00	\$ 808.50
Keyan Norman	Associate	Corporate – General/ M&A/Private Equity	2021	\$ 25,753.50	29.10	N/A	885.00	885.00	\$ 25,753.50
				\$ 73,431.00	73.80	N/A	995.00	885.00	\$ 65,313.00
				\$ 95,818.50	96.30	N/A	995.00	885.00	\$ 85,225.50

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Seth J. Pritchard	Associate	Technology & IP Transactions	2016	\$ 1,942.50	1.50	N/A	1,295.00	1,295.00	\$ 1,942.50
Karra A. Puccia	Associate	Restructuring	2023	\$ 27,346.50	30.90	N/A	885.00	885.00	\$ 27,346.50
Gabrielle Christine Reardon	Associate Associate	Restructuring Restructuring	2022	\$ 53,655.00	73.00	N/A	735.00	735.00	\$ 53,655.00
				\$ 160,096.50	180.90	N/A	885.00	735.00	\$ 132,961.50
Jacob Reichman	Associate	Corporate - M&A/Private Equity	2020	\$ 7,221.00	5.80	N/A	1,245.00	1,245.00	\$ 7,221.00
Kelby Roth	Associate	Restructuring	2022	\$ 16,684.50	22.70	N/A	735.00	735.00	\$ 16,684.50
				\$ 144,697.50	163.50	N/A	885.00	735.00	\$ 120,172.50
Adrian Salmen	Associate	Restructuring	2021	\$ 48,763.50	55.10	N/A	885.00	885.00	\$ 48,763.50
				\$ 240,690.50	241.90	N/A	995.00	885.00	\$ 214,081.50
Maryia Shybut	Associate	Restructuring	2022	\$ 82,981.50	112.90	N/A	735.00	735.00	\$ 82,981.50
				\$ 21,771.00	24.60	N/A	885.00	735.00	\$ 18,081.00
Michael A. Sloman	Associate	Restructuring	2022	\$ 14,527.00	14.60	N/A	995.00	995.00	\$ 14,527.00
Alex Stephenson	Associate	Taxation	2022	\$ 9,222.50	11.90	N/A	775.00	775.00	\$ 9,222.50
				\$ 58,624.50	62.70	N/A	935.00	775.00	\$ 48,592.50
Alex Straka	Associate	Corporate - Debt Finance	2019	\$ 3,465.00	3.00	N/A	1,155.00	1,155.00	\$ 3,465.00
				\$ 26,892.00	21.60	N/A	1,245.00	1,155.00	\$ 24,948.00
Thao Thai	Associate	Technology & IP Transactions	2018	\$ 5,082.00	4.40	N/A	1,155.00	1,155.00	\$ 5,082.00

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
				\$ 9,213.00	7.40	N/A	1,245.00	1,155.00	\$ 8,547.00
Matthew J. Van Wagoner	Associate	Corporate - M&A/Private Equity	2017	\$ 75,198.00	60.40	N/A	1,245.00	1,245.00	\$ 75,198.00
				\$ 397,694.50	307.10	N/A	1,295.00	1,245.00	\$ 382,339.50
Daniel Wachenfeld	Associate	Restructuring	Pending	\$ 20,947.50	28.50	N/A	735.00	735.00	\$ 20,947.50
Totals				\$ 5,884,308.00	4,995.70				\$ 5,589,557.00

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed
							In this Application	In the First Interim Application	In this Application at First Interim Application Billing Rate
Cathy Aebischer	Paralegal	Corporate - Debt Finance	N/A	\$ 8,265.00	14.50	N/A	570.00	570.00	\$ 8,265.00
Andrea Chacin	Paralegal	Corporate - M&A/Private Equity	N/A	\$ 8,002.50	16.50	N/A	485.00	485.00	\$ 8,002.50
Amy Donahue	Paralegal	Restructuring	N/A	\$ 20,112.00	41.90	N/A	480.00	480.00	\$ 20,112.00
Robert Orren	Paralegal	Restructuring	N/A	\$ 27,132.00	47.60	N/A	570.00	570.00	\$ 27,132.00
Hayley Smith	Paralegal	Technology & IP Transactions	N/A	\$ 575.00	1.00	N/A	575.00	575.00	\$ 575.00
Susan Zablocki	Paralegal	Technology & IP Transactions	N/A	\$ 1,140.00	2.00	N/A	570.00	570.00	\$ 1,140.00
Luke Spangler	Junior Paralegal	Restructuring	N/A	\$ 11,895.00	36.60	N/A	325.00	325.00	\$ 11,895.00

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed
							In this Application	In the First Interim Application	In this Application at First Interim Application Billing Rate
Allie Wendell	Junior Paralegal	Litigation - General	N/A	\$ 390.00	1.20	N/A	325.00	325.00	\$ 390.00
Library Factual Research	Support Staff	Administrative Mgt - Office	N/A	\$ 3,026.00	6.80	N/A	445.00	445.00	\$ 3,026.00
Library Statistical	Support Staff	Administrative Mgt - Office	N/A	\$ 356.00	0.80	N/A	445.00	445.00	\$ 356.00
Michael Y. Chan	Support Staff	Conflicts Analysis	N/A	\$ 8,942.50	24.50	N/A	365.00	365.00	\$ 8,942.50
Matthew Cooper	Support Staff	Conflicts Analysis	N/A	\$ 1,102.50	3.50	N/A	315.00	315.00	\$ 1,102.50
Marta Dudyan	Support Staff	Conflicts Analysis	N/A	\$ 7,717.50	24.50	N/A	315.00	315.00	\$ 7,717.50
Eric Nyberg	Support Staff	Conflicts Analysis	N/A	\$ 11,182.50	35.50	N/A	315.00	315.00	\$ 11,182.50
Mark Malone	Support Staff	Litigation - General	N/A	\$ 3,622.50	6.90	N/A	525.00	525.00	\$ 3,622.50
Totals				\$ 113,461.00					\$ 113,461.00

Exhibit G

Summary of Actual and Necessary Expenses for the Fee Period

Summary of Actual and Necessary Expenses for the Fee Period

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Third Party Telephone Charges			\$50.00
Standard Copies or Prints			\$1,027.40
Binding			\$3.50
Tabs/Indexes/Dividers			\$17.81
Color Copies or Prints			\$2,655.40
Scanned Images			\$73.60
4" Binders			\$39.00
Local Transportation			\$537.95
Travel Expense			\$5,075.25
Airfare			\$6,233.64
Transportation to/from airport			\$3,768.36
Travel Meals			\$644.31
Other Travel Expenses			\$210.00
Court Reporter Fee/Deposition			\$2,863.40
Filing Fees			\$129.00
Other Court Costs and Fees			\$51,273.11
Working Meals/K&E Only			-
Catering Expenses			\$1,012.00
Outside Retrieval Service			\$1,792.00
Computer Database Research			\$5,295.00
Westlaw Research			\$7,392.85
LexisNexis Research			\$2,125.89
Overtime Transportation			\$227.04
Overtime Meals - Attorney			\$299.03
Secretarial Overtime			\$25.20
Document Services Overtime			\$112.23
Postage- Hard			\$120.14
Overnight Delivery - Hard			\$182.14
Computer Database Research - Soft			\$143.40
Total			\$93,328.65

Exhibit H

Summary of Fees and Expenses by Matter for the Fee Period

Matter Number	Matter Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
2	Chapter 11 Filing & First Day Pleadings	98-110	289.90	\$160,000- \$180,000	\$283,248.50
3	Adversary Proceeding & Contested Matters	731-840	533.90	\$750,000- \$975,000	\$656,965.50
4	Automatic Stay Matters	74-83	0.40	\$75,000- \$85,000	\$550.00
5	Business Operations	74-83	29.80	\$75,000- \$85,000	\$40,325.00
6	Case Administration	220-253	222.60	\$225,000- \$260,000	\$218,039.00
7	Cash Management and DIP Financing	303-349	516.50	\$250,000- \$287,500	\$625,185.50
8	Customer and Vendor Communications	88-100	28.60	\$90,000- \$102,500	\$29,929.00
9	Claims Administration and Objections	25-28	9.70	\$25,000- \$28,750	\$10,487.50
10	Official Committee Matters and Meetings	341-390	173.80	\$350,000- \$400,000	\$229,570.50
11	Use, Sale, and Disposition of Property	624-714	1,716.90	\$600,000- \$687,500	\$2,023,945.00
12	Corp., Governance, & Securities Matters	98-113	90.20	\$100,000- \$116,250	\$106,962.00
13	Employee Matters	147-168	37.20	\$150,000- \$172,500	\$43,782.50
14	Executory Contracts and Unexpired Leases	195-225	19.30	\$200,000- \$231,250	\$22,660.00
15	SOFAs and Schedules	147-168	41.30	\$150,000- \$172,500	\$39,351.50
16	Hearings	64-73	13.10	\$65,000- \$75,000	\$17,467.50
17	Insurance and Surety Matters	25-28	41.60	\$25,000- \$28,750	\$47,325.50
18	Disclosure Statement, Plan, Confirmation	1,062-1,230	791.30	\$1,090,000- \$1,262,500	\$865,348.50
19	K&E Retention and Fee Matters	244-280	416.10	\$250,000- \$287,500	\$370,517.50
20	Non-K&E Retention and Fee Matters	25-28	52.10	\$25,000- \$28,750	\$53,079.50
21	Tax Matters	68-79	171.50	\$70,000- \$81,250	\$234,090.50
22	Non-Working Travel	54-61	32.70	\$55,000- \$62,500	\$46,650.50
23	U.S. Trustee Communications & Reporting	68-78	31.00	\$70,000- \$80,000	\$32,288.00

Matter Number	Matter Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
24	Expenses	-	-	\$90,000- \$102,500	\$93,328.65
	Totals	4,861-5,584	5,259.50	\$5,000,000- 5,750,000	\$6,091,097.65

Exhibit I

Detailed Description of Services Provided

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083567

Client Matter: 47119-2

In the Matter of Chapter 11 Filing & First-Day Pleading

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 283,248.50

Total legal services rendered

\$ 283,248.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Chapter 11 Filing & First-Day Pleading

Invoice Number: 1050083567
 Matter Number: 47119-2

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	1.90	1,295.00	2,460.50
Simon Briefel	12.50	1,245.00	15,562.50
Chris Ceresa	6.90	1,245.00	8,590.50
Chris Ceresa	23.00	1,155.00	26,565.00
Amy Donahue	20.90	480.00	10,032.00
Whitney Fogelberg	18.10	1,425.00	25,792.50
Susan D. Golden	0.70	1,475.00	1,032.50
Paul Goldsmith	1.30	995.00	1,293.50
Paul Goldsmith	15.80	885.00	13,983.00
Amila Golic	1.50	995.00	1,492.50
Amila Golic	9.20	885.00	8,142.00
Diana Heriford	11.50	885.00	10,177.50
Diana Heriford	24.60	735.00	18,081.00
Richard U. S. Howell, P.C.	6.50	1,620.00	10,530.00
Tamar Kofman	4.00	995.00	3,980.00
Casey McGushin	2.20	1,415.00	3,113.00
Robert Orren	18.20	570.00	10,374.00
Gabrielle Christine Reardon	7.80	735.00	5,733.00
Kelby Roth	1.60	885.00	1,416.00
Kelby Roth	3.60	735.00	2,646.00
Adrian Salmen	1.10	995.00	1,094.50
Adrian Salmen	18.30	885.00	16,195.50
Maryia Shybut	21.20	735.00	15,582.00
Luke Spangler	8.70	325.00	2,827.50
Josh Sussberg, P.C.	0.40	2,045.00	818.00
Thao Thai	0.50	1,155.00	577.50
Spencer A. Winters	20.20	1,445.00	29,189.00
Alison Wirtz	1.20	1,375.00	1,650.00
Alison Wirtz	26.50	1,295.00	34,317.50
TOTALS	289.90		\$ 283,248.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Chapter 11 Filing & First-Day Pleading

Invoice Number: 1050083567
 Matter Number: 47119-2

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Simon Briefel	11.50	Review, revise, comment on petitions, first day pleadings (4.1); correspond with A. Salmen, K&E team re same (1.4); correspond with A&M re same (.7); review and analyze petitions, first day pleadings for filing (5.3).
06/04/23	Chris Ceresa	14.60	Review, analyze first-day motions re filing (1.9); revise same (1.7); telephone conference with A. Wirtz, K&E team re same (1.2); correspond with A. Wirtz, K&E team re same (2.2); revise exhibit re first day declaration (2.6); review, analyze same (1.3); review, revise first-day presentation (2.7); review, analyze petitions re filing (1.0).
06/04/23	Amy Donahue	10.50	Assist with preparations for chapter 11 filing (6.0); review and revise petitions (2.0); review and revise filing plan checklist (1.5); review and revise notice of commencement (1.0).
06/04/23	Amy Donahue	2.00	Review, compile, and organize recently filed motions and petitions onto DMS.
06/04/23	Whitney Fogelberg	4.70	Review and revise first day motions (2.9); prepare first day motions for filing (1.3); telephone conference with C. Wallace and K&E team re hearing preparation (.5).
06/04/23	Susan D. Golden	0.70	Review U.S. Trustee comments to creditor matrix order (.3); correspond with A. Wirtz re proposed responses to same (.3); correspond with C. Ceresa re follow-up to same (.1).
06/04/23	Paul Goldsmith	13.10	Revise first-day motions (3.9); prepare same for filing (2.8); revise exhibit re first-day declaration (1.6); telephone conference with S. Winters, Company re filing authorization (2.0); telephone conference with Klehr Harrison, A. Wirtz re filing preparation (2.8),
06/04/23	Amila Golic	5.50	Revise evidentiary exhibit to first-day declaration (2.2); correspond with A. Wirtz, K&E team re same (.8); research and analyze precedent re same (2.1); correspond with A. Wirtz re same (.2); correspond with Klehr re filing process and first day motions (.2).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Chapter 11 Filing & First-Day Pleading

Invoice Number: 1050083567
 Matter Number: 47119-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Diana Heriford	11.00	Revise utilities motion (1.4); revise joint administration motion (1.1); revise first day declaration exhibit (1.9); revise pleading template (.6); revise first day presentation (.4); revise creditor matrix motion (2.8); revise organizational chart (2.1); revise restructuring term sheet (.7).
06/04/23	Richard U. S. Howell, P.C.	1.70	Review, analyze first day hearing materials (1.1); prepare witness for first day hearing (.4); review, analyze correspondence re same (.2).
06/04/23	Casey McGushin	1.70	Review and revise declarations re first day hearing (1.3); telephone conference with witness re hearing (.4).
06/04/23	Robert Orren	7.00	Prepare petitions and first day motions for filing (3.6); revise agenda and notice of first day hearing (1.7); prepare orders of first day motions (1.5); correspond with A. Wirtz, K&E team re same (.2).
06/04/23	Gabrielle Christine Reardon	3.70	Review and revise creditor matrix motion (1.2); review, revise evidentiary exhibit to first day declaration (.8); review and revise first day presentation (1.7).
06/04/23	Kelby Roth	0.40	Correspond with Klehr re first-day motions (.2); prepare for filing (.2).
06/04/23	Adrian Salmen	0.80	Correspond with S. Briefel, K&E team re filing preparation.
06/04/23	Luke Spangler	7.00	Prepare and assist with chapter 11 filing.
06/04/23	Josh Sussberg, P.C.	0.10	Correspond with S. Winters re deal status and filing.
06/04/23	Thao Thai	0.50	Review, analyze intellectual property issues re filing.
06/04/23	Spencer A. Winters	6.80	Review and analyze issues re finalization of deal documents (2.3); review and revise first day presentation (1.0); review and analyze chapter 11 filing issues (2.2); telephone conferences with A. Wirtz, K&E team re same (1.3).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Chapter 11 Filing & First-Day Pleading

Invoice Number: 1050083567
 Matter Number: 47119-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Alison Wirtz	14.40	Review and comment on first day pleadings and first day declaration (4.3); conference and correspond with S. Winters, K&E team re same (3.3); review and comment on first day pleadings and filing versions of same (5.7); conference and correspond with Klehr Harrison team, W. Fogelberg, S. Briefel and C. Ceresa re various filing items (1.1).
06/05/23	Chris Ceresa	4.60	Review, revise first-day motions re filing (.9); revise agenda re first-day hearing (.4); review, analyze first-day presentation (2.4); revise creditor matrix interim order re filing (.9).
06/05/23	Amy Donahue	3.30	Assist with preparations for upcoming first day hearing (2.3); review and compile recently filed pleadings and upload to DMS (.4); prepare binders for first day hearing (.6).
06/05/23	Whitney Fogelberg	8.10	Review and analyze first day pleadings (4.2); prepare for first day hearing (3.9).
06/05/23	Paul Goldsmith	0.30	Finalize SoFA motion.
06/05/23	Amila Golic	3.40	Draft talking points and preparatory materials for first day motions for first day hearing (3.1); correspond with K. Roth re sending first day motions to U.S. Trustee (.2); correspond with W. Fogelberg, KCC re notice of sale of law firm (.1).
06/05/23	Diana Heriford	8.60	Prepare motions for filing (1.2); research first-day transcripts (3.8); draft summary re same (.5); draft first-day talking points (3.1).
06/05/23	Richard U. S. Howell, P.C.	3.00	Analyze first-day declarations (1.1); review, analyze first-day pleadings (.9); telephone conference with witness re hearing preparation (.4); review, analyze potential first day hearing issues (.6).
06/05/23	Tamar Kofman	1.50	Draft talking points re cash management motion (.7); draft talking points re critical vendors motion (.4); correspond with S. Briefel, K&E team re same (.1); revise same (.3).
06/05/23	Casey McGushin	0.50	Telephone conference with N. Augustine re first-day hearing preparation.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Chapter 11 Filing & First-Day Pleading

Invoice Number: 1050083567
 Matter Number: 47119-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Robert Orren	7.00	Distribute to A. Wirtz, K&E team first-day hearing transcript precedent (.7); prepare hearing appearance registrations for K&E attorneys presenting at first day hearing (.6); correspond with C. Ceresa and A. Wirtz re same (.4); distribute telephone conference notifications for first day hearing to A. Wirtz, K&E team, Company, advisors (.5); correspond with C. Ceresa and A. Wirtz re same (.3); prepare materials for first day hearing (3.5); correspond with A. Donahue and L. Spangler re same (1.0).
06/05/23	Gabrielle Christine Reardon	1.70	Draft chart re first day motion objections (1.5); research re first day transcripts (.2).
06/05/23	Kelby Roth	1.80	Compile first day motions re U.S. Trustee distribution (.3); correspond with A. Wirtz, K&E team re same (.2); draft case announcement (1.1); correspond with C. Ceresa, K&E team re same (.2).
06/05/23	Adrian Salmen	12.40	Correspond with S. Briefel, K&E team re first day hearing preparation (.7); draft DIP motion talking points (3.3); review, analyze precedent first day hearing transcripts (2.1); telephone conference with A. Wirtz, K&E team re work in process (.5); review, revise first day presentation (.9); attend telephone conference with U.S. Trustee re creditor matrix open issues (.4); review, revise wages talking points (.8); draft NOL talking points (1.7); conferences with S. Briefel re DIP (.1); review, revise hearing speech (1.6); review, analyze statutes re wages cap (.3).
06/05/23	Maryia Shybut	10.30	Revise first day presentation (2.3); draft talking points re first day presentation (2.4); prepare one-page summary re first day presentation (2.5); revise talking points re first day presentation (.5); analyze case law re definition of affiliates (.5); draft summary re same (1.1); conference with A. Wirtz, K&E team re critical workstreams (.5); draft talking points re KCC retention (.2); draft talking points re insurance motion (.3).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Chapter 11 Filing & First-Day Pleading

Invoice Number: 1050083567
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Luke Spangler	1.70	Prepare and assist with chapter 11 filing (.3); correspond with R. Orren, K&E team re hearing preparation (.2); correspond with A. Donahue re binder preparation (.3); correspond with A. Wirtz, K&E team re hearing listen-only line distribution (.2); compile and circulate binder requests in preparation for hearing (.5); correspond with K&E team re Delaware hearing registrations (.2).
06/05/23	Josh Sussberg, P.C.	0.20	Review and comment on first day presentation (.1); correspond with S. Winters re case status, filing (.1).
06/05/23	Spencer A. Winters	8.30	Draft talking points for first day hearing (3.3); prepare for first day hearing (3.2); telephone conferences with A. Wirtz, K&E team re same (1.8).
06/05/23	Alison Wirtz	4.60	Draft and review talking points for hearing (1.2); review and analyze first day pleadings (1.6); coordinate re hearing logistics (1.8).
06/06/23	Simon Briefel	0.50	Review, revise first day orders re Court comments at first day hearing.
06/06/23	Simon Briefel	0.50	Correspond with A. Wirtz, K&E team re preparation re first day hearing.
06/06/23	Chris Ceresa	2.80	Coordinate revisions to first-day interim orders (1.2); review and revise same (1.1); coordinate filing same (.5).
06/06/23	Amy Donahue	4.30	Assist with hearing preparations for first day hearing (3.0); coordinate with conference center re hearing rooms set up (.6); review and compile recently filed pleadings and orders and upload to the DMS (.7).
06/06/23	Amy Donahue	0.10	Prepare listen-only line re first day hearing.
06/06/23	Whitney Fogelberg	5.30	Prepare for first day hearing.
06/06/23	Paul Goldsmith	0.30	Draft tax motion talking points.
06/06/23	Paul Goldsmith	1.50	Prepare for first day hearing.
06/06/23	Paul Goldsmith	0.10	Prepare for first day hearing.
06/06/23	Amila Golic	0.30	Telephone conference with A. Salmen, K&E team re first day presentation (.1); correspond with C. Ceresa re creditor matrix exhibit (.1); telephone conference with C. Ceresa re same (.1).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Chapter 11 Filing & First-Day Pleading

Invoice Number: 1050083567
 Matter Number: 47119-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Diana Heriford	5.00	Review, analyze first-day transcripts (1.3); revise creditor matrix motion scripts (1.1); revise utilities order (.4); revise creditor matrix motion order exhibit (.4); analyze entered first-day orders (1.7); correspond with Klehr re same (.1).
06/06/23	Richard U. S. Howell, P.C.	1.10	Prepare for first day hearing (.8); review, analyze next steps following same (.3).
06/06/23	Tamar Kofman	2.00	Draft talking points re cash management motion (.7); draft talking points re critical vendors motion (.7); correspond with S. Briefel, K&E team re same (.3); review, analyze, transcripts re same (.3).
06/06/23	Robert Orren	4.20	Prepare materials for first day hearing (2.9); prepare draft interim and final first day orders (.8); correspond with C. Ceresa and K&E team re same (.2); prepare for internal storage first day hearing transcript (.3).
06/06/23	Gabrielle Christine Reardon	2.00	Draft chart re first day motion objections.
06/06/23	Gabrielle Christine Reardon	0.40	Review, revise and compile creditor matrix order for filing.
06/06/23	Kelby Roth	0.80	Correspond with S. Winters, K&E team re case announcement summary (.3); review, revise same (.5).
06/06/23	Adrian Salmen	5.10	Correspond with M. Shybut, K&E team re hearing presentation (.2); prepare for first day hearing (2.3); review, revise first day orders (2.2); review, analyze order language re go-forward obligations (.4).
06/06/23	Maryia Shybut	7.40	Revise interim order re insurance (.5); revise order re KCC retention (.5); correspond with C. Ceresa, K&E team, Klehr Harrison team re same (.5); correspond with C. Ceresa, Klehr Harrison team, A&M team re insurance motion (1.0); revise talking points re first day presentation (2.3); revise descriptive facts re first day presentation (1.1); conference with A. Salmen, C. Ceresa re first day presentation (.5); prepare for same (.5); revise first day presentation (.5).
06/06/23	Josh Sussberg, P.C.	0.10	Correspond with S. Winters, K&E team re first-day hearing.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Chapter 11 Filing & First-Day Pleading

Invoice Number: 1050083567
 Matter Number: 47119-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Spencer A. Winters	5.10	Prepare for first day hearing (2.8); review and analyze follow ups from same, initial filing issues (1.2); telephone conferences with A. Wirtz, K&E team re same (1.1).
06/06/23	Alison Wirtz	6.90	Prepare for hearing, including review and analyze precedent transcripts and talking points (4.3); conference and correspond with S. Winters, W. Fogelberg and K&E team re same (.5); review and sign off on filing of revised orders for first day pleadings (2.1).
06/07/23	Amy Donahue	0.70	Review, compile and organize filed first-day orders from docket into DMS.
06/07/23	Tamar Kofman	0.50	Review, analyze, first day orders.
06/08/23	Paul Goldsmith	0.50	Review, analyze first day motions deadlines.
06/08/23	Kelby Roth	0.60	Review, revise case announcement (.4); correspond with S. Winters, K&E team re same (.2).
06/15/23	Alison Wirtz	0.60	Conference with S. Winters, W&C team and lenders re status of CFPB litigation and next steps.
06/20/23	Chris Ceresa	1.00	Review, analyze first day orders re outstanding requirements.
06/20/23	Maryia Shybut	3.50	Revise final orders re first day motions (3.1); correspond with C. Ceresa re same (.4).
06/29/23	Richard U. S. Howell, P.C.	0.70	Telephone conference re second day hearing (.2); review, analyze correspondence and other materials re open issues for second day hearing (.5).
07/13/23	Paul Goldsmith	0.90	Revise drafts of final first-day motion orders.
07/14/23	Chris Ceresa	0.30	Correspond with A. Wirtz and K&E team re legal issues with first day orders.
07/16/23	Chris Ceresa	0.70	Review, analyze outstanding legal issues re pending first day orders.
07/17/23	Amila Golic	1.30	Review and analyze correspondence and issues re comments to first day orders by external parties (.6); correspond with A. Wirtz, K&E team, U.S. Trustee, K&S, Proskauer re same (.7).
07/17/23	Alison Wirtz	1.20	Correspond with S. Briefel and K&E team re revised proposed first day final orders and CoCs.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Chapter 11 Filing & First-Day Pleading

Invoice Number: 1050083567
 Matter Number: 47119-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/18/23	Simon Briefel	1.60	Analyze, comment on final first day orders (1.0); correspond with C. Ceresa, K&E team re same (.3); prepare same for filing (.3).
07/18/23	Chris Ceresa	3.40	Coordinate with S. Briefel, K&E team re filing of revised final orders re operational motions (.7); review, analyze legal issues same (1.4); correspond with S. Briefel, K&E team, Klehr team re same (1.3).
07/18/23	Amila Golic	0.20	Correspond with Klehr, A. Wirtz, K&E team re creditor matrix order.
07/18/23	Diana Heriford	0.40	Revise final utilities order (.2); review and analyze same for filing (.2).
07/18/23	Diana Heriford	2.90	Compile first day final orders (.6); review, analyze same (1.6); correspond with C. Ceresa, K&E team re same (.7).
07/19/23	Simon Briefel	0.30	Review, comment on hearing agenda re final first-day pleadings (.1); correspond with Klehr re same, first day order issues (.2).
07/19/23	Chris Ceresa	1.30	Draft case and first day order summary (.7); telephone conference with A. Wirtz re same (.3); prepare materials re same (.3).
07/20/23	Chris Ceresa	0.70	Review, analyze outstanding legal issues re pending first day orders.
07/20/23	Paul Goldsmith	0.40	Draft first day pleadings final order reporting obligations table.
07/20/23	Diana Heriford	2.80	Revise summary re first day final order reporting obligations (1.9); revise same (.9).
07/20/23	Kelby Roth	1.60	Correspond with D. Heriford, G. Reardon re second day order reporting obligations chart (.1); review, analyze cash management, taxes, and creditor matrix final orders (.3); draft reporting and noticing obligations chart re taxes, cash management, and creditor matrix order obligations (1.1); correspond with D. Heriford re same (.1).
07/20/23	Adrian Salmen	1.10	Review, analyze final first-day orders re go-forward requirements.
07/21/23	Chris Ceresa	0.20	Review, analyze outstanding legal issues re pending first day orders.

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Chapter 11 Filing & First-Day Pleading

Invoice Number: 1050083567
Matter Number: 47119-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/21/23	Diana Heriford	4.40	Revise summary re first day final order reporting obligations (2.9); review, analyze final orders re same (.9); correspond with C. Ceresa re same (.3); correspond with S. Briefel re same (.2); correspond with A&M re same (.1).
07/25/23	Chris Ceresa	0.30	Review and analyze compliance summary for first day orders.
07/25/23	Diana Heriford	1.00	Review, revise summary re first day final order reporting obligations.
Total		289.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083568

Client Matter: 47119-3

In the Matter of Adversary Proceeding & Contested Matter

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 368,585.50

Total legal services rendered

\$ 368,585.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050083568
 Matter Number: 47119-3

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	22.80	1,295.00	29,526.00
Chris Ceresa	1.50	1,245.00	1,867.50
Amy Donahue	1.20	480.00	576.00
Ashton Dubey	7.70	850.00	6,545.00
Whitney Fogelberg	20.20	1,425.00	28,785.00
Kate Guilfoyle	49.60	1,415.00	70,184.00
Diana Heriford	26.10	885.00	23,098.50
Diana Heriford	16.80	735.00	12,348.00
Richard U. S. Howell, P.C.	22.40	1,620.00	36,288.00
Chad J. Husnick, P.C.	0.20	2,045.00	409.00
Casey McGushin	61.60	1,415.00	87,164.00
Robert Orren	1.70	570.00	969.00
Gabrielle Christine Reardon	3.20	885.00	2,832.00
Kelby Roth	1.80	885.00	1,593.00
Adrian Salmen	11.40	995.00	11,343.00
Josh Sussberg, P.C.	0.30	2,045.00	613.50
Matthew J. Van Wagoner	0.40	1,295.00	518.00
Matthew J. Van Wagoner	1.30	1,245.00	1,618.50
Spencer A. Winters	6.10	1,445.00	8,814.50
Alison Wirtz	28.90	1,375.00	39,737.50
Alison Wirtz	2.90	1,295.00	3,755.50
TOTALS	288.10		\$ 368,585.50

Legal Services for the Period Ending July 31, 2023
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Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Alison Wirtz	0.60	Conference and correspond with L. Tanner re pending litigation, suggestions of bankruptcy and related matters.
06/06/23	Alison Wirtz	0.50	Correspond with KCC on service to certain litigation counterparties (.1); correspond with L. Tanner re suggestions of bankruptcy and provide same (.4).
06/07/23	Whitney Fogelberg	1.40	Telephone conference with Company, S. Winters, K&E team re litigation issues (.5); review and analyze issues re same (.9).
06/07/23	Richard U. S. Howell, P.C.	0.50	Review, analyze correspondence re open litigation issues following first day hearing (.3); prepare materials re same (.2).
06/07/23	Josh Sussberg, P.C.	0.20	Review, analyze CFPB order (.1); correspond re same with S. Winters, K&E team (.1).
06/07/23	Spencer A. Winters	2.10	Review and analyze issues re WARN litigation (.5); prepare for telephone conference with Company re same (.1); telephone conference with Company re same (.2); review and analyze issues re CFPB litigation (.9); prepare for and attend telephone conference with W&C, Company re same (.4).
06/08/23	Josh Sussberg, P.C.	0.10	Correspond re CFPB order and status.
06/08/23	Spencer A. Winters	0.30	Review, analyze issues re CFPB litigation.
06/09/23	Richard U. S. Howell, P.C.	0.50	Prepare and review correspondence with A. Wirtz, W. Fogelberg and C. McGushin re open litigation issues prior to second day hearing.
06/12/23	Whitney Fogelberg	0.60	Telephone conference with Company, Williams & Connolly and S. Winters re CFPB litigation update.
06/12/23	Spencer A. Winters	0.50	Prepare for telephone conference with W&C re CFPB issues (.1); participate in same (.4).
06/12/23	Alison Wirtz	0.40	Correspond with L. Tanner and S. Winters re status of certain pending litigation claims.
06/13/23	Richard U. S. Howell, P.C.	0.70	Review, analyze correspondence re open litigation issues.
06/13/23	Alison Wirtz	0.30	Correspond with L. Tanner re pending litigation claims.

Legal Services for the Period Ending July 31, 2023
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/23	Whitney Fogelberg	2.30	Telephone conferences with Williams & Connolly and S. Winters re CFPB litigation update (.8); telephone conference with Holland & Hart re WARN Act adversary proceeding (.6); review and analyze adversary complaint re same (.9).
06/14/23	Richard U. S. Howell, P.C.	1.20	Review, analyze correspondence re open litigation issues (.5); telephone conference with C. McGushin, K&E team re same (.2); review, analyze documents re employee claims (.5).
06/14/23	Casey McGushin	0.50	Telephone conference with Company, W. Fogelberg, K&E team re WARN Act claims.
06/14/23	Spencer A. Winters	0.60	Review and analyze issues re CFPB litigation.
06/15/23	Whitney Fogelberg	0.70	Telephone conference with Williams & Connolly and lenders' counsel re CFPB litigation update.
06/16/23	Diana Heriford	1.70	Research precedent re creditor matrix objection replies.
06/20/23	Amy Donahue	1.20	Draft and revise creditor matrix objection reply shell.
06/20/23	Kate Guilfoyle	3.50	Review, revise board materials for privilege and redact same (2.9); conference with B. Arnault, K&E team re privilege determinations (.6).
06/20/23	Diana Heriford	5.50	Draft creditor matrix objection reply (3.9); research case law re same (1.6).
06/20/23	Matthew J. Van Wagoner	1.30	Analyze CROA Claim.
06/21/23	Diana Heriford	2.70	Draft creditor matrix objection reply.
06/21/23	Richard U. S. Howell, P.C.	0.20	Prepare and review correspondence re open litigation issues.
06/22/23	Whitney Fogelberg	3.20	Review and analyze lender edits to proposed CFPB order (1.2); telephone conference with Williams & Connolly and Company re same (.4); telephone conference with Company employment counsel re WARN Act complaint (.5); review and analyze issues re same (1.1).
06/22/23	Diana Heriford	0.60	Draft creditor matrix objection reply.
06/22/23	Spencer A. Winters	1.10	Telephone conference with K&S, Williams & Connolly re CFPB litigation (.5); review and revise proposed order re same (.6).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Alison Wirtz	0.20	Correspond with S. Winters and KCC re noticing for litigation claimants (.2);
06/23/23	Diana Heriford	2.20	Draft creditor matrix objection reply.
06/23/23	Alison Wirtz	0.50	Conference with D. Heriford and K&E team re creditor matrix reply and related research.
06/24/23	Whitney Fogelberg	0.80	Review and analyze issues re WARN Act adversary proceeding.
06/27/23	Whitney Fogelberg	0.40	Telephone conference with Company and Williams & Connolly re CFPB litigation update.
06/27/23	Diana Heriford	2.30	Review, analyze issues re creditor matrix objection reply (.9); research re same (1.4).
06/27/23	Alison Wirtz	0.40	Conference with W. Fogelberg, K&E team and W&C team re CFPB litigation update.
06/28/23	Whitney Fogelberg	1.60	Telephone conferences with Company and Williams & Connolly re CFPB litigation (.9); telephone conference with counsel to lenders, Company and Williams & Connolly re same (.7).
06/28/23	Diana Heriford	1.80	Review, analyze issues re creditor matrix objection reply (1.3); conference with A. Wirtz, C. Ceresa re same (.5).
06/28/23	Spencer A. Winters	1.50	Prepare for telephone conference re CFPB issues (.7); telephone conference with Williams & Connolly re same (.8).
06/30/23	Kate Guilfoyle	2.50	Review, analyze board materials for privilege and redact same (2.1); conference with A. Wirtz, K&E team re same (.4).
07/03/23	Whitney Fogelberg	1.70	Telephone conference with Holland & Hart and Company re WARN Act issues (.9); review and analyze issues re same (.8).
07/05/23	Whitney Fogelberg	2.90	Telephone conference with S. Winters and Williams & Connolly re CFPB litigation (.3); telephone conference with Williams & Connolly, S. Winters, CFPB, and DOJ re same (.5); telephone conference with S. Winters and K&S re same (.4); telephone conference and correspond with S. Winters re same (.4); review and revise answer re WARN Act complaint (1.1); correspond with K&S re same (.2).
07/05/23	Alison Wirtz	0.10	Correspond with C. Ceresa and M. Shybut re CFPB research.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/07/23	Diana Heriford	0.40	Revise objection reply re creditor matrix.
07/10/23	Richard U. S. Howell, P.C.	1.20	Review, analyze materials in preparation for contested second day hearing (.9); review and analyze correspondence re same (.3).
07/10/23	Alison Wirtz	0.20	Correspond with A&M team and W. Fogelberg re creditor matrix motion.
07/11/23	Whitney Fogelberg	0.90	Telephone conference with Company, counsel to lenders, and Williams & Connolly re CFPB hearing update.
07/11/23	Diana Heriford	1.00	Review, revise creditor matrix objection reply.
07/11/23	Richard U. S. Howell, P.C.	0.70	Review, analyze correspondence from W. Fogelberg and C. McGushin re open litigation issues and potential dispute with UCC.
07/11/23	Alison Wirtz	0.90	Telephone conference with Company, counsel to lenders, and Williams & Connolly re CFPB hearing update.
07/12/23	Diana Heriford	2.50	Review, revise creditor matrix objection reply (1.4); review, analyze research re same (1.1).
07/13/23	Kate Guilfoyle	1.70	Review and analyze board materials for privilege prior to production.
07/13/23	Diana Heriford	0.60	Telephone conference with C. Ceresa re creditor matrix reply (.4); review, analyze creditor matrix reply (.2).
07/13/23	Casey McGushin	1.10	Review and analyze materials in preparation for potential depositions (.7); telephone conference with opposing counsel re depositions (.4).
07/13/23	Alison Wirtz	0.50	Conference and correspond with K&E team re creditor matrix research tasks and reply.
07/14/23	Chris Ceresa	1.50	Draft, review, revise deposition outline.
07/14/23	Ashton Dubey	0.20	Correspond with S. Briefel re deposition outline precedent.
07/14/23	Diana Heriford	0.10	Review, analyze creditor matrix reply declaration.
07/14/23	Richard U. S. Howell, P.C.	0.70	Review, analyze materials in preparation for depositions.
07/14/23	Casey McGushin	1.70	Review and analyze documents to prepare for deposition preparation sessions (1.3); correspond with opposing counsel regarding deposition scheduling (.4).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/15/23	Whitney Fogelberg	1.40	Review and revise Board independent director deposition preparation outline (.4); telephone conference with independent director and C. McGushin, K&E team re deposition preparation (1.0).
07/15/23	Diana Heriford	3.20	Revise creditor matrix reply (1.8); revise declaration re same (1.4).
07/15/23	Richard U. S. Howell, P.C.	2.00	Prepare for and participate in witness preparation session re objections to DIP motion and bid procedures motion (1.3); review, analyze materials to prepare for hearing re same (.7).
07/15/23	Casey McGushin	2.20	Prepare for deposition preparation session with independent director (1.2); participate in preparation session with same (1.0).
07/15/23	Alison Wirtz	0.60	Correspond with C. McGushin and W. Fogelberg re materials for witness prep.
07/16/23	Kate Guilfoyle	0.20	Correspond with C. McGushin, K&E team re depositions and preparation sessions.
07/16/23	Casey McGushin	1.90	Review and analyze declarations in preparation for deposition preparation sessions (1.4); draft and revise deposition preparation outlines (.5).
07/17/23	Whitney Fogelberg	2.30	Telephone conference with A. Wirtz, K&E team and Company re deposition preparation (1.1); telephone conference with A. Wirtz, K&E team and Greenhill re deposition preparation (1.2).
07/17/23	Kate Guilfoyle	6.00	Review and analyze first day filings and board materials (2.9); prepare for Company deposition preparation (1.3); correspond with A. Wirtz re same (.3); prepare Company for deposition (1.5).
07/17/23	Casey McGushin	1.70	Prepare for deposition preparation session with N. Augustine (.7); participate in deposition preparation session with Greenhill individual to be deposed (1.0).
07/17/23	Alison Wirtz	2.90	Telephone conference with W. Fogelberg, K&E team and Company re deposition preparation (1.1); telephone conference with W. Fogelberg, K&E team and Greenhill re deposition preparation (1.2); correspond with K. Guilfoyle re same (.3); conference with Klehr team re evidence considerations (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/18/23	Kate Guilfoyle	7.90	Conference with C. Wallace in advance of deposition (1.1); defend C. Wallace deposition (4.4); draft summary and outstanding issues for K&E team (.7); review pre-production documents for privilege (1.2); review C. Wallace transcript for material to designate professionals' eyes only (.5).
07/18/23	Casey McGushin	1.70	Draft and revise witness and exhibit list (.4); telephone conference with R. Howell and K&E team re hearing preparation (.4); draft and revise direct examination of independent director for hearing (.9).
07/18/23	Alison Wirtz	6.90	Conference and correspond with K. Guilfoyle and C. Wallace in advance of deposition; attend C. Wallace deposition; conference and correspond with W. Fogelberg and K&E team re same.
07/19/23	Kate Guilfoyle	4.50	Defend Greenhill deposition.
07/19/23	Casey McGushin	7.80	Prepare independent director for deposition (.8); defend deposition of independent director (4.5); review and analyze materials re wages in preparation for hearing (.8); draft and revise direct examination for R. Meltzer (1.1); correspond with R. Howell re hearing preparation (.2); draft, revise, and finalize exhibit list (.4).
07/19/23	Alison Wirtz	2.70	Conference with C. McGushin re evidence for hearing (.3); attend portion of N. Augustine deposition (1.5); conference and correspond with S. Briefel and C. Ceresa re hearing and replies re same (.9).
07/20/23	Casey McGushin	0.60	Correspond with R. Howell and K&E team re service of deposition subpoenas.
07/20/23	Alison Wirtz	1.20	Correspond with C. McGushin re depositions and evidentiary record for DIP and bidding procedures (.1); correspond and conference with witness re various issues related to deposition (.5); correspond with Klehr Harrison and C. McGushin re same (.6).
07/23/23	Richard U. S. Howell, P.C.	0.70	Review, analyze materials in preparation for depositions of independent director and PGX chairman.
07/23/23	Casey McGushin	1.80	Draft and revise deposition preparation outline for depositions.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/24/23	Kate Guilfoyle	1.30	Review and analyze Company deponent's deposition transcript (.9); draft privilege log (.4).
07/24/23	Richard U. S. Howell, P.C.	3.20	Telephone conferences with C. McGushin, K&E team re preparations for depositions of independent director and PGX chairman (2.7); review, analyze materials re same (.5).
07/24/23	Chad J. Husnick, P.C.	0.20	Correspond and conference with A. Wirtz, K&E team, Company re CFPB motion to convert chapter 11 cases (.1); review and analyze same (.1).
07/24/23	Casey McGushin	5.60	Prepare for deposition preparation session with Lexington Law's deponent (1.2); prepare for deposition preparation session with S. Cervinka (1.7); participate in deposition preparation session with Lexington Law deponent (1.1); participate in deposition preparation session with PGX board chairman (.9); draft and revise direct exam outline for independent director (.7).
07/24/23	Alison Wirtz	1.70	Conference and correspond with C. McGushin re witness prep and diligence items (.4); review and analyze arguments in CFPB motion to convert (1.3).
07/25/23	Simon Briefel	0.80	Review and analyze CFPB motion to convert chapter 11 cases (.3); correspond with D. Heriford, A. Salmen re same (.2); telephone conference with Klehr, A. Wirtz, K&E team re July 31 hearing preparation (.3).
07/25/23	Kate Guilfoyle	4.50	Conference with K&E team re privilege issues (.3); prepare for and attend J. Health deposition prep (3.2); conference with A. Dubey on deposition transcript review and confidentiality designations (.4); draft privilege log (.6).
07/25/23	Diana Heriford	3.70	Research precedent re objection to motion to convert (1.2); review, analyze motion to convert (.1); draft objection to motion to convert (2.4).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/25/23	Richard U. S. Howell, P.C.	4.70	Telephone conferences with C. McGushin to prepare for deposition of PGX board chairman (2.3); review, analyze materials re same (.5); review, analyze motion to convert cases filed by CFPB (.7); prepare and review correspondence re open litigation issues (1.2).
07/25/23	Casey McGushin	5.40	Prepare for deposition preparation session with Lexington Law deponent (.7); participate in deposition preparation session with Lexington Law deponent (.9); prepare for deposition preparation session with PGX board chairman (1.4); participate in deposition preparation session with PGX board chairman (2.0); telephone conference with local counsel Klehr Harrison re hearing logistics (.4).
07/25/23	Robert Orren	1.70	Retrieve precedent re objection to motion to convert to chapter 7 (.9); correspond with D. Heriford re same (.3); draft objection re same (.4); correspond with A. Salmen re same (.1).
07/25/23	Adrian Salmen	1.20	Review and analyze precedent re conversion objection (.9); correspond with A. Wirtz, K&E team re same (.3).
07/25/23	Alison Wirtz	1.80	telephone conference with Klehr, S. Briefel, K&E team re July 31 hearing preparation (.3); conference and correspond with C. Ceresa, K&E team re objection to motion to convert and arguments related thereto (1.2); correspond with K. Guilfoyle and K&E team re preparation for depositions (.3).
07/26/23	Simon Briefel	7.00	Attend and take minutes of witness deposition (6.0); correspond with C. Husnick, A. Wirtz re same (1.0).
07/26/23	Ashton Dubey	0.50	Draft deposition confidentiality designations.
07/26/23	Kate Guilfoyle	6.20	Defend J. Heath deposition (5.5); draft summary of same (.7).
07/26/23	Diana Heriford	8.40	Research objection to motion to convert precedent (2.9); draft objection to motion to convert (2.8); revise same (2.7).
07/26/23	Richard U. S. Howell, P.C.	5.30	Prepare for and participate in deposition of PGX board chairman.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/26/23	Casey McGushin	3.20	Review and analyze deposition transcripts in preparation for hearing (1.6); draft and revise witness examination and preparation outlines for second day hearing (1.1); telephone conference with committee counsel ArentFox Schiff re hearing logistics (.5).
07/26/23	Adrian Salmen	2.80	Review, revise objection to conversion motion.
07/26/23	Matthew J. Van Wagoner	0.40	Correspond with C. McGushin, K&E litigation team re litigation summary.
07/26/23	Alison Wirtz	0.10	Correspond with S. Briefel and C. Ceresa re depositions.
07/27/23	Simon Briefel	2.90	Draft, revise objection to motion to convert (2.2); review, analyze motion to convert (.7).
07/27/23	Ashton Dubey	4.50	Draft deposition confidentiality designations.
07/27/23	Kate Guilfoyle	6.00	Conference with A. Dubey re deposition transcript review and review work product (.4); draft privilege log (.8); review and analyze documents for privilege (3.4); review and comment re UCC exhibit list (1.1); conference with C. McGushin re same (.3).
07/27/23	Diana Heriford	5.90	Research re objection to motion to convert (.7); research case law re objection to motion to convert (1.3); draft objection to motion to convert re good faith (1.4); revise same (1.2); telephone conference with A. Wirtz, S. Briefel, A. Salmen re objection to motion to convert (.6); telephone conference with S. Briefel, A. Salmen re objection to motion to convert revisions (.7).
07/27/23	Richard U. S. Howell, P.C.	0.50	Review, analyze correspondence re open discovery issues.
07/27/23	Casey McGushin	4.20	Prepare draft witness examinations for second day hearing (1.4); review and analyze materials in preparation for second day hearing (2.5); draft and revise witness and exhibit list (.3).
07/27/23	Adrian Salmen	3.80	Conference with A. Wirtz, K&E team re conversion objection (.5); conference with S. Briefel, D. Heriford re objection to conversion (.8); correspond with S. Briefel, K&E team re same (.4); research re objection to conversion (2.1).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/23	Alison Wirtz	1.70	Conference with S. Briefel and K&E team re motion to convert (.6); correspond with C. Husnick re research re possible contested matter (.3); review and analyze caselaw and secondary sources on conversion (.8).
07/28/23	Simon Briefel	6.40	Draft, revise opposition to motion to dismiss (4.5); research issues re same (1.4); telephone conference with Klehr, C. Husnick, A. Wirtz re objections, hearing prep (.5).
07/28/23	Ashton Dubey	2.50	Draft and review deposition confidentiality designations.
07/28/23	Kate Guilfoyle	5.00	Review and revise confidentiality designations for deposition transcripts (2.1); review and analyze documents for privilege (1.8); correspond with opposing counsel re confidentiality designations (.4); correspond with A. Dubey, K&E team re same (.7).
07/28/23	Diana Heriford	0.30	Research case law re objection to motion to convert.
07/28/23	Casey McGushin	4.90	Telephone conference with independent director re deposition preparation (1.0); draft and revise direct examination for independent director (.6); review and analyze Committee objection for use in preparing direct exam outlines (.7); telephone conference with counsel for US government re motion to convert (.5); provide counter designations to PGX board chairman deposition (.8); review and analyze Committee exhibits for objections and confidentiality (.9); telephone conference with Committee counsel, ArentFox Schiff, re hearing logistics (.4).
07/28/23	Gabrielle Christine Reardon	1.90	Research re Utah fiduciary duties (1.5); draft summary re same (.4).
07/28/23	Kelby Roth	1.70	Correspond with G. Reardon, K&E team re Utah fiduciary duties issues (.1); research re same (1.3); correspond with G. Reardon re same (.2); review, analyze correspondence re same (.1).
07/28/23	Adrian Salmen	3.40	Research re objection to conversion (2.6); draft same (.5); correspond with S. Briefel re same (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/23	Alison Wirtz	2.60	Conference and correspond with C. McGushin and K&E team re diligence items for witness prep (1.4); review and analyze research re same (.3); conferences with R. Meltzer re witness prep (.3); conference with counsel to CFPB re scheduling of motion to convert and status (.6).
07/29/23	Simon Briefel	5.70	Draft, revise objection to motion to convert (5.2); telephone conference with witness, C. McGushin, K&E team re hearing preparations (.5).
07/29/23	Richard U. S. Howell, P.C.	0.30	Review, analyze correspondence re motion to convert cases.
07/29/23	Casey McGushin	2.50	Draft and revise direct exam outline for independent director (.7); prepare for witness preparation sessions for second day hearing (.9); review and provide counter designations to Lexington Law managing attorney deposition (.9).
07/29/23	Gabrielle Christine Reardon	1.30	Review, revise presentation re fiduciary duties.
07/29/23	Kelby Roth	0.10	Correspond with G. Reardon re fiduciary duties research.
07/29/23	Adrian Salmen	0.20	Review and analyze objection to conversion motion.
07/29/23	Alison Wirtz	3.90	Prepare responses to diligence questions from possible witness; correspond with C. McGushin, A&M team and R. Meltzer re same (2.3); conference with C. McGushin and N. Augustine re witness prep (.9); review and comment on materials re same (.5); correspond with G. Reardon re same (.2).
07/30/23	Kate Guilfoyle	0.30	Review and analyze joint exhibits for hearing.

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 Matter Number: 47119-3

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/30/23	Casey McGushin	7.70	Prepare for witness preparation session with independent director (.7); participate in witness preparation session with independent director (.9); prepare for witness preparation session with Company deponent (.6); participate in witness preparation session with Company deponent (.7); draft and revise direct examination outlines for hearing on DIP and bid procedures (1.8); review, analyze, and comment on exhibits and exhibit list prepared by Committee for hearing (.7); review and analyze deposition transcripts in preparation for witness preparation sessions (2.3).
07/31/23	Casey McGushin	7.10	Review and analyze materials to prepare for second day hearing (2.7); draft and revise witness examination outlines for second day hearing (1.1); prepare deponents for testimony at second day hearing (1.5); review and analyze CFPB motion to convert chapter 11 cases (.7); draft and revise factual outline for response to motion to convert (1.1).
07/31/23	Alison Wirtz	1.10	Correspond and conference with lenders' counsel, K&E team and W&C team re status of CFPB settlement and litigation (.5); conference and correspond with DOJ counsel re scheduling motion to convert, noticing considerations and related matters (.6).
Total		288.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083569

Client Matter: 47119-5

In the Matter of Business Operations

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 17,081.00

Total legal services rendered

\$ 17,081.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Business Operations

Invoice Number: 1050083569
 Matter Number: 47119-5

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Carolyn Aiken	2.00	1,545.00	3,090.00
Chris Ceresa	0.90	1,245.00	1,120.50
Chris Ceresa	0.30	1,155.00	346.50
Whitney Fogelberg	0.80	1,425.00	1,140.00
Amila Golic	0.10	995.00	99.50
Spencer A. Winters	2.40	1,445.00	3,468.00
Alison Wirtz	2.20	1,375.00	3,025.00
Alison Wirtz	3.70	1,295.00	4,791.50
TOTALS	12.40		\$ 17,081.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Business Operations

Invoice Number: 1050083569
 Matter Number: 47119-5

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/23	Chris Ceresa	0.30	Correspond with Company, advisors re operational legal issues.
06/08/23	Alison Wirtz	0.80	Review and comment on slide deck for weekly Company call (.4); review and comment on summary of first day order reporting (.4).
06/13/23	Carolyn Aiken	1.00	Attend weekly advisor telephone conference re cash flow, budget, compliance issues and other chapter 11 matters.
06/13/23	Spencer A. Winters	1.00	Prepare for and attend telephone conference with A. Wirtz, K&E team, Company, Greenhill, A&M and Klehr re business operations.
06/13/23	Alison Wirtz	1.00	Prepare for and attend telephone conference with A. Wirtz, K&E team, Company, Greenhill, A&M and Klehr re business operations.
06/22/23	Spencer A. Winters	0.60	Conference with A. Wirtz, K&E team, Company, Greenhill, A&M and Klehr re same.
06/22/23	Alison Wirtz	1.10	Conference with S. Winters, K&E team, Company, Greenhill, A&M and Klehr re business update and next steps (.6); analyze next steps (.3); correspond with C. Ceresa and K&E team re same (.2).
06/29/23	Whitney Fogelberg	0.80	Telephone conference with Company, A&M, K&E team and Greenhill re weekly case update.
06/29/23	Spencer A. Winters	0.80	Conference with A. Wirtz, K&E team, Company, Greenhill, A&M and Klehr re business operations.
06/29/23	Alison Wirtz	0.80	Conference with S. Winters, K&E team, Company and advisor team re business operations, status of restructuring and next steps.
07/06/23	Chris Ceresa	0.90	Correspond with advisors, Company re in-chapter operations legal issues.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Business Operations

Invoice Number: 1050083569
 Matter Number: 47119-5

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/14/23	Carolyn Aiken	1.00	Participate in weekly advisors check-in telephone conference with Company, A&M and other Company advisors re governance and operations issues.
07/14/23	Alison Wirtz	1.10	Telephone conference with Company, A&M, Greenhill, and W. Fogelberg and K&E team re weekly operations update.
07/21/23	Amila Golic	0.10	Correspond with C. Ceresa re Lexington Law client engagement letter.
07/24/23	Alison Wirtz	1.10	Conference with advisors re weekly operations update (.6); correspond with C. Husnick re status and review related materials re same (.5).
Total		12.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083570

Client Matter: 47119-6

In the Matter of Case Administration

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 116,478.00

Total legal services rendered

\$ 116,478.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Carolyn Aiken	0.90	1,545.00	1,390.50
Simon Briefel	3.10	1,295.00	4,014.50
Chris Ceresa	3.60	1,245.00	4,482.00
Chris Ceresa	9.10	1,155.00	10,510.50
Amy Donahue	7.30	480.00	3,504.00
Whitney Fogelberg	9.00	1,425.00	12,825.00
Paul Goldsmith	0.50	995.00	497.50
Paul Goldsmith	1.20	885.00	1,062.00
Amila Golic	2.50	995.00	2,487.50
Amila Golic	2.70	885.00	2,389.50
Diana Heriford	7.90	885.00	6,991.50
Diana Heriford	2.10	735.00	1,543.50
Tamar Kofman	1.60	995.00	1,592.00
Patricia Walsh Loureiro	0.90	1,155.00	1,039.50
Casey McGushin	0.50	1,415.00	707.50
Michael William Morgan	0.50	735.00	367.50
Robert Orren	4.20	570.00	2,394.00
Gabrielle Christine Reardon	3.10	885.00	2,743.50
Gabrielle Christine Reardon	2.50	735.00	1,837.50
Kelby Roth	1.40	885.00	1,239.00
Kelby Roth	1.00	735.00	735.00
Adrian Salmen	4.20	995.00	4,179.00
Adrian Salmen	2.10	885.00	1,858.50
Maryia Shybut	4.80	885.00	4,248.00
Maryia Shybut	19.00	735.00	13,965.00
Luke Spangler	8.80	325.00	2,860.00
Josh Sussberg, P.C.	0.80	2,045.00	1,636.00
Spencer A. Winters	1.10	1,445.00	1,589.50
Alison Wirtz	8.50	1,375.00	11,687.50
Alison Wirtz	7.80	1,295.00	10,101.00
TOTALS	122.70		\$ 116,478.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Amy Donahue	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
06/04/23	Whitney Fogelberg	0.50	Telephone conference with S. Winters and A. Wirtz re case status update.
06/04/23	Gabrielle Christine Reardon	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
06/04/23	Adrian Salmen	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
06/05/23	Amy Donahue	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
06/05/23	Paul Goldsmith	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
06/05/23	Amila Golic	0.50	Conference with W. Fogelberg, K&E team re work in process.
06/05/23	Tamar Kofman	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
06/05/23	Robert Orren	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
06/05/23	Gabrielle Christine Reardon	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
06/05/23	Luke Spangler	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
06/05/23	Alison Wirtz	0.50	Conference with W. Fogelberg and K&E team re status, work in process.
06/06/23	Chris Ceresa	0.30	Conference with K&E team re work in process.
06/07/23	Chris Ceresa	0.20	Conference with K&E team re work in process.
06/07/23	Whitney Fogelberg	0.50	Telephone conference with A. Wirtz and S. Winters re case status.
06/07/23	Maryia Shybut	5.50	Revise summary re critical workstreams based on entered interim orders (2.8); draft and compile summary re reporting and noticing obligations re interim orders (2.1); correspond with A. Salmen, K&E team re same (.6).
06/07/23	Alison Wirtz	0.50	Conference with S. Winters and W. Fogelberg on high priority workstreams.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/23	Chris Ceresa	1.90	Conferences with A. Wirtz, K&E team re work in process.
06/08/23	Amy Donahue	0.50	Conference with A. Wirtz, K&E team re work in process.
06/08/23	Whitney Fogelberg	0.70	Telephone conference with Klehr Harrison re case updates.
06/08/23	Paul Goldsmith	0.30	Conference with A. Wirtz, K&E team re work in process (partial).
06/08/23	Amila Golic	0.50	Conference with A. Wirtz, K&E team re work in process.
06/08/23	Diana Heriford	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
06/08/23	Tamar Kofman	0.30	Telephone conference with A. Wirtz, K&E team re work in process.
06/08/23	Robert Orren	0.50	Conference with A. Wirtz, K&E team re work in process.
06/08/23	Gabrielle Christine Reardon	0.50	Telephone conference with A. Wirtz, K&E re work in process.
06/08/23	Maryia Shybut	4.70	Draft, revise work in process tracker (1.8); analyze dates and deadlines re interim orders (.4); analyze other relevant chapter 11 deadlines (.7); revise summary re same (1.1); correspond with KCC team re interim orders (.2); conference with A. Wirtz, K&E team re critical workstreams (.5).
06/08/23	Luke Spangler	1.20	Conference with A. Wirtz, K&E team re work in process (.5); circulate calendar invites to A. Wirtz, K&E team (.7).
06/08/23	Alison Wirtz	0.70	Correspond with Klehr team re status of high priority workstreams and next steps (.2); review and revise notice of commencement (.3); correspond with KCC team and A. Golic re same (.2).
06/09/23	Amy Donahue	0.20	Review and compile recently filed pleadings and upload them to DMS.
06/09/23	Amila Golic	0.40	Revise notice of commencement.
06/12/23	Adrian Salmen	0.30	Correspond with C. Ceresa, K&E team re presentation logistics.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Maryia Shybut	4.50	Draft, review work in process tracker (2.2); draft, revise summary of the interim orders obligations (1.3); correspond with S. Briefel, D. Heriford, T. Kofman, A&M team re same (.8); correspond with A. Wirtz re conference re critical workstreams (.2).
06/13/23	Chris Ceresa	0.60	Telephone conference with A. Wirtz and K&E team re open legal items.
06/13/23	Whitney Fogelberg	0.60	Telephone conference with Company, A&M, Greenhill and K&E teams re weekly case update.
06/13/23	Robert Orren	0.10	Correspond with L. Spangler re individual's telephonic inquiry re PGX notice.
06/13/23	Alison Wirtz	0.60	Conference with S. Briefel and C. Ceresa re status, next steps (.4); correspond with W. Fogelberg re same (.2).
06/13/23	Alison Wirtz	0.80	Conference with S. Briefel and C. Ceresa re high priority tasks (.6); correspond with W. Fogelberg re same (.2).
06/14/23	Robert Orren	0.10	Correspond with L. Spangler re individual's telephone inquiry.
06/15/23	Chris Ceresa	0.30	Correspond with local counsel re case management issues.
06/15/23	Chris Ceresa	0.20	Correspond with A. Wirtz, K&E team re case voicemail issues.
06/16/23	Kelby Roth	0.10	Correspond with C. Ceresa, A. Wirtz re case summary for publication.
06/19/23	Chris Ceresa	0.20	Correspond with A. Wirtz, K&E team re open legal items.
06/19/23	Alison Wirtz	0.40	Correspond with K&E team re work in process.
06/20/23	Chris Ceresa	0.60	Telephone conference with A. Wirtz, K&E team re open legal items.
06/20/23	Amy Donahue	0.50	Conference with A. Wirtz, K&E team re work in process.
06/20/23	Whitney Fogelberg	0.40	Telephone conference with A. Wirtz and K&E team re work in process.
06/20/23	Paul Goldsmith	0.40	Telephone conference with A. Wirtz, K&E team re work in process.
06/20/23	Amila Golic	0.30	Conference with A. Wirtz, K&E team re work in process.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Diana Heriford	0.40	Conference with A. Wirtz, K&E team re work in process.
06/20/23	Tamar Kofman	0.50	Telephone conference with W. Fogelberg, K&E team re work in process (.4); correspond with A. Wirtz, C. Ceresa re same (.1).
06/20/23	Patricia Walsh Loureiro	0.30	Telephone conference with W. Fogelberg, K&E team re work in process.
06/20/23	Michael William Morgan	0.10	Review, analyze matter instructions.
06/20/23	Robert Orren	0.40	Conference with A. Wirtz, K&E team re work in process.
06/20/23	Gabrielle Christine Reardon	0.30	Telephone conference with A. Wirtz, K&E team re work in process.
06/20/23	Kelby Roth	0.40	Conference with A. Wirtz, K&E team re work in process.
06/20/23	Adrian Salmen	0.40	Conference with A. Wirtz, K&E team re work in process.
06/20/23	Maryia Shybut	1.00	Conference with A. Wirtz re critical workstreams (.5); revise tracker re same (.5).
06/20/23	Luke Spangler	0.50	Conference with A. Wirtz, K&E team re work in process.
06/20/23	Alison Wirtz	0.40	Conference with C. Ceresa and K&E team re work in process.
06/21/23	Chris Ceresa	1.00	Telephone conference with A. Wirtz re open legal items.
06/21/23	Whitney Fogelberg	1.50	Correspond with secured lenders, Company, Company advisors and independent board member re rescheduled second day hearing (1.2); telephone conference with Arent Fox and A. Wirtz re same (.3).
06/21/23	Michael William Morgan	0.40	Review, analyze background case information.
06/21/23	Alison Wirtz	1.00	Conference with C. Ceresa re status, next steps.
06/22/23	Chris Ceresa	0.40	Telephone conference with A. Wirtz, K&E team re open legal items.
06/22/23	Amy Donahue	0.30	Conference with A. Wirtz, K&E team re work in process.
06/22/23	Whitney Fogelberg	1.30	Telephone conference with Company, A&M, Greenhill, Klehr Harrison and K&E team re weekly case update (.9); conference with A. Wirtz and K&E team re work in process (.4).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Amila Golic	0.50	Revise work in process tracker (.2); conference with A. Wirtz, K&E team re work in process (.3).
06/22/23	Diana Heriford	0.60	Revise summary re work in process (.3); conference with A. Wirtz, K&E team re same (.3).
06/22/23	Tamar Kofman	0.30	Telephone conference with A. Wirtz, K&E team re work in process.
06/22/23	Patricia Walsh Loureiro	0.30	Telephone conference with W. Fogelberg and K& team re work in process.
06/22/23	Robert Orren	0.30	Conference with A. Wirtz, K&E team re work in process.
06/22/23	Gabrielle Christine Reardon	0.30	Telephone conference with A Wirtz, K&E team re work in process.
06/22/23	Adrian Salmen	0.40	Review, revise work in process tracker (.1); conference with W. Fogelberg, K&E team re work in process (.3).
06/22/23	Maryia Shybut	1.20	Conference with A. Wirtz, K&E team re critical workstreams (.4); revise tracker re same (.8).
06/22/23	Luke Spangler	0.50	Print and prepare materials for K&E team meeting (.2); conference with A. Wirtz, K&E team re work in process (.3).
06/23/23	Chris Ceresa	0.60	Telephone conference with A. Wirtz re open legal issues.
06/23/23	Robert Orren	0.10	Correspond with L. Spangler and A. Donahue re case hearing dates.
06/23/23	Luke Spangler	0.40	Circulate calendar reminders to K&E team.
06/23/23	Alison Wirtz	0.90	Review agenda (.2); conference and correspond with K&E and Klehr teams re various workstreams (.7).
06/26/23	Chris Ceresa	0.40	Review, revise case materials.
06/26/23	Alison Wirtz	0.70	Correspond with W. Fogelberg and K&E team re status of various workstreams and analyze work in process tracker.
06/27/23	Chris Ceresa	1.10	Telephone conference with A. Wirtz re open legal issues.
06/27/23	Adrian Salmen	0.10	Review, revise work in process tracker.
06/27/23	Maryia Shybut	0.50	Revise work in process tracker.
06/27/23	Josh Sussberg, P.C.	0.10	Correspond with G. Davis and S. Winters re case status.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Chris Ceresa	0.20	Review, revise case materials re case updates.
06/28/23	Chris Ceresa	0.90	Telephone conference with A. Wirtz and K&E team re open legal issues.
06/28/23	Amy Donahue	0.70	Conference with A. Wirtz, K&E team re work in process.
06/28/23	Whitney Fogelberg	0.50	Telephone conference with A. Wirtz and K&E team re case update and work in process.
06/28/23	Amila Golic	0.50	Conference with A. Wirtz, K&E team re work in process.
06/28/23	Diana Heriford	0.60	Revise summary re work in process (.1); conference with A. Wirtz, K&E team re same (.5).
06/28/23	Patricia Walsh Loureiro	0.30	Telephone conference with A. Wirtz, K&E team re work in process (partial).
06/28/23	Robert Orren	0.40	Conference re work in process.
06/28/23	Gabrielle Christine Reardon	0.40	Telephone conference with A. Wirtz re work in process.
06/28/23	Kelby Roth	0.50	Telephone conference with C. Ceresa, K&E team re work in process.
06/28/23	Adrian Salmen	0.40	Conference with A. Wirtz, K&E team re work in process.
06/28/23	Maryia Shybut	1.00	Conference with A. Wirtz, K&E team re critical workstreams (.3); revise tracker re same (.7).
06/28/23	Luke Spangler	0.70	Conference with A. Wirtz, K&E team meeting re work in process.
06/28/23	Alison Wirtz	1.30	Correspond with A&M team re key dates and deadlines for chapter 11 cases (.2); Review and comment on WIP (.3); Conference with W. Fogelberg and K&E team re work in process.; correspond with K&E team re case milestones (.2); Conference with K&E team re creditor matrix research (.6).
06/29/23	Spencer A. Winters	1.10	Correspond and telephone conferences with multiple parties re open issues.
06/30/23	Chris Ceresa	0.20	Review, analyze case correspondence re case updates.
06/30/23	Maryia Shybut	0.60	Revise work in process tracker re key dates and deadlines.
07/01/23	Chris Ceresa	0.20	Review and analyze case correspondence re case status.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/03/23	Chris Ceresa	0.30	Telephone conference with A. Wirtz re open legal issues.
07/03/23	Alison Wirtz	0.30	Conference with C. Ceresa re matter status, next steps re documentation.
07/04/23	Maryia Shybut	0.80	Revise work in process tracker (.6); review and analyze Delaware local rules re deadlines (.2).
07/05/23	Simon Briefel	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
07/05/23	Chris Ceresa	0.60	Telephone conference with A. Wirtz, K&E team re outstanding legal issues.
07/05/23	Amy Donahue	0.50	Conference with A. Wirtz, K&E team re work in process.
07/05/23	Whitney Fogelberg	0.50	Conference with A. Wirtz and K&E team re work in process.
07/05/23	Paul Goldsmith	0.50	Conference with A. Wirtz and K&E team re work in process.
07/05/23	Amila Golic	0.70	Revise work in process tracker (.2); conference with A. Wirtz, K&E team re work in process (.5).
07/05/23	Diana Heriford	0.60	Telephone conference with C. Ceresa, K&E team re work in process.
07/05/23	Robert Orren	0.50	Conference with C. Ceresa and K&E team re work in process.
07/05/23	Gabrielle Christine Reardon	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
07/05/23	Kelby Roth	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
07/05/23	Adrian Salmen	0.50	Conference with A. Wirtz, K&E team re work in process.
07/05/23	Maryia Shybut	1.10	Revise work in process tracker (.6); conference with A. Wirtz, K&E team re critical workstreams (.5).
07/05/23	Alison Wirtz	1.10	Conference with W. Fogelberg and K&E team re work in process (.5); review and analyze ongoing workstreams and work in process tracker re same (.4); correspond with C. Ceresa and W. Fogelberg re inbound request from regulatory agency (.2).
07/06/23	Carolyn Aiken	0.90	Participate in weekly advisor and Company check-in telephone conference.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/06/23	Whitney Fogelberg	1.10	Telephone conference with Company, A&M, Greenhill, and A. Wirtz, K&E team re case status update.
07/06/23	Luke Spangler	0.70	Correspond with document services re formatting pleading drafts (.1); circulate calendar reminders to A. Wirtz, K&E team (.2); research and compile precedent re 341 conference transcripts, distribute to M. Shybut (.4).
07/06/23	Alison Wirtz	1.10	Correspond with W. Fogelberg and C. Ceresa re status of high priority items.
07/10/23	Maryia Shybut	0.50	Revise work in process tracker.
07/10/23	Maryia Shybut	0.60	Compile materials re first day motions and objections (.4); correspond with A. Wirtz, C. Husnick re same (.2).
07/10/23	Luke Spangler	0.10	Circulate calendar reminders to A. Wirtz, K&E team.
07/10/23	Josh Sussberg, P.C.	0.10	Correspond with S. Winters re case status.
07/10/23	Alison Wirtz	0.20	Correspond with M. Shybut and C. Husnick re case background.
07/11/23	Diana Heriford	0.30	Conference with M. Shybut re work in process tracker.
07/11/23	Maryia Shybut	0.90	Revise work in process tracker (.3); correspond with A. Wirtz, K&E team re same (.2); compile research materials (.4).
07/12/23	Simon Briefel	0.30	Telephone conference with A. Wirtz, K&E team re work in process.
07/12/23	Amy Donahue	0.50	Conference with C. Ceresa, K&E team re work in process.
07/12/23	Whitney Fogelberg	0.30	Telephone conference with A. Wirtz and K&E team re work in process.
07/12/23	Amila Golic	0.50	Conference with W. Fogelberg, K&E team re work in process.
07/12/23	Diana Heriford	0.80	Telephone conference with A. Wirtz, K&E team re work in process (.5); conference with M. Shybut re work in process summary (.3).
07/12/23	Robert Orren	0.50	Conference with A. Wirtz, K&E team re work in process.
07/12/23	Gabrielle Christine Reardon	0.50	Telephone conference with W. Fogelberg, K&E team re high priority workstreams.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/12/23	Adrian Salmen	0.70	Review, revise work in process (.2); conference with W. Fogelberg, K&E team re work in process (.5).
07/12/23	Maryia Shybut	0.90	Revise tracker re critical workstreams (.4); conference with A. Wirtz re same (.5).
07/13/23	Josh Sussberg, P.C.	0.20	Correspond re case status with G. Davis.
07/14/23	Whitney Fogelberg	1.10	Telephone conference with Company, A&M, Greenhill, and A. Wirtz, K&E team re weekly update.
07/14/23	Casey McGushin	0.50	Telephone conference with Company re case status.
07/14/23	Luke Spangler	0.40	Order 341 conference transcript (.2); circulate case calendar reminders to A. Wirtz, K&E team (.2).
07/14/23	Josh Sussberg, P.C.	0.20	Correspond with S. Winters re status.
07/17/23	Amy Donahue	0.90	Research and pull APA precedent for A. Salmen (.4); create and revise calendar invitation for K&E listen-only line for Second Day Hearing (.3); correspond with K&E team to coordinate conference rooms for Second Day Hearing viewing (.2).
07/17/23	Gabrielle Christine Reardon	0.60	Correspond with R. Orren, K&E team re hearing logistics (.4); correspond with S. Briefel re same (.2).
07/17/23	Luke Spangler	0.60	Obtain and distribute 2023.07.13 341 Transcript to S. Golden (.2); circulate 2023.07.21 Listen-Only Line to Company (.2); correspond with A. Wirtz, K&E team re 2023.07.21 hearing preparations (.2).
07/17/23	Josh Sussberg, P.C.	0.10	Correspond with C. Husnick re case status.
07/18/23	Chris Ceresa	0.40	Telephone conference with A. Wirtz and K&E team re outstanding legal items.
07/18/23	Luke Spangler	0.10	Circulate calendar reminders re case deadlines to A. Wirtz, K&E team.
07/19/23	Chris Ceresa	0.30	Telephone conference with A. Wirtz and K&E team re outstanding legal items.
07/19/23	Amy Donahue	0.30	Conference with A. Wirtz, K&E team re work in process.
07/19/23	Amila Golic	0.30	Conference with A. Wirtz, K&E team re work in process.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/19/23	Diana Heriford	2.80	Review, analyze summary re work in process (.3); revise same (.4); correspond with C. Ceresa, K&E team re same (.1); telephone conference with A. Wirtz, K&E team re same (.3); draft summary re docket filings (.9); draft summary re first day reporting obligations (.8).
07/19/23	Gabrielle Christine Reardon	0.40	Review, revise work in process tracker (.1); telephone conference with A. Wirtz, K&E team re same (.3).
07/19/23	Kelby Roth	0.10	Revise pleading template re K&E retention.
07/19/23	Adrian Salmen	0.30	Conference with A. Wirtz, K&E team re work in process.
07/19/23	Adrian Salmen	0.30	Conference with A. Wirtz, K&E team re work in process.
07/19/23	Luke Spangler	0.70	Correspond with K&E team re work in process conference, pacerpro distribution list, and 2023.07.21 hearing preparations (.2); prepare materials for work in process conference (.2); conference with K&E team re work in process (.3).
07/19/23	Alison Wirtz	0.30	Conference with C. Ceresa, K&E team re work in process.
07/20/23	Simon Briefel	0.60	Telephone conference with A. Wirtz, K&E team re work in process.
07/20/23	Amy Donahue	0.50	Review and revise calendar invite for Second Day Hearing (.2); correspond with A. Wirtz, K&E team re hearing logistics (.1); correspond with Conference Center team and Conference Technology team re hearing (.2).
07/20/23	Amila Golic	0.70	Revise work in process tracker (.2); conference with A. Wirtz, K&E team re work in process (.5).
07/20/23	Diana Heriford	1.10	Review, revise work in process summary re case deadlines (.3); review, revise same re docket filings (.4); conference with K. Roth, K&E team re work in process summary (.4).
07/20/23	Gabrielle Christine Reardon	0.60	Telephone conference with A. Wirtz, K&E team re work in process.
07/20/23	Gabrielle Christine Reardon	0.10	Correspond with A. Donahue re hearing logistics.
07/20/23	Kelby Roth	0.40	Conference with D. Heriford, K&E team re work in process.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/20/23	Adrian Salmen	0.60	Conference with A. Wirtz, K&E team re work in process.
07/20/23	Luke Spangler	1.10	Correspond with A. Donahue, K&E team re July 31 hearing preparations, reserve rooms and circulate listen-only line re same (.3); conference with A. Wirtz, K&E team re work in process (.5); circulate calendar reminders re case deadlines to A. Wirtz, K&E team (.3).
07/20/23	Alison Wirtz	0.90	Telephone conference with S. Briefel, K&E team re work in process (.6); review and analyze status of orders and materials re same (.3).
07/20/23	Alison Wirtz	0.40	Correspond with C. Ceresa and K&E team, advisors and counsel to Committee re adjournment of hearing and entry of first and second day orders.
07/23/23	Chris Ceresa	0.30	Review, analyze open legal items for the case.
07/25/23	Simon Briefel	0.80	Telephone conference with A. Wirtz, K&E team re work in process.
07/25/23	Chris Ceresa	0.70	Telephone conference with A. Wirtz, K&E team re work in process.
07/25/23	Alison Wirtz	0.40	Review and comment on summary of order reporting obligations.
07/26/23	Chris Ceresa	0.30	Review, analyze open legal items for the case.
07/26/23	Diana Heriford	0.50	Review, revise summary re work in process.
07/26/23	Luke Spangler	0.20	Correspond with A. Donahue re July 31 hearing registration.
07/27/23	Simon Briefel	0.40	Telephone conference with A. Wirtz, K&E team re work in process.
07/27/23	Chris Ceresa	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
07/27/23	Amy Donahue	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
07/27/23	Amila Golic	0.30	Conference with A. Wirtz, K&E team re work in process (partial).
07/27/23	Diana Heriford	1.80	Revise summary re work in process (.9); review, analyze same (.4); conference with A. Wirtz, K&E team re work in process (.5).
07/27/23	Robert Orren	0.80	Draft pro hac vice motion for C. Husnick (.3); correspond with C. Ceresa re same (.1); telephone conference with A. Wirtz, K&E team re work in process (.4).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050083570
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/23	Gabrielle Christine Reardon	0.40	Telephone conference with A. Wirtz, K&E team re work in process (partial).
07/27/23	Kelby Roth	0.40	Telephone conference with A. Wirtz, K&E team re work in process (partial).
07/27/23	Adrian Salmen	0.50	Conference with A. Wirtz, K&E team re work in process.
07/27/23	Luke Spangler	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
07/27/23	Alison Wirtz	2.00	Conference with S. Briefel and K&E team re work in process (.5); correspond with C. Ceresa and R. Orren re pro hac vice application (.1); review and comment on witness and exhibit list (.3); review and comment on agenda (.4); correspond with various parties re hearing preparation (.7).
07/28/23	Amy Donahue	0.50	Correspond with L. Spangler, K&E team re upcoming hearing (.2); correspond with Conference Tech Team re upcoming hearing logistics (.2); register for hearing zoom link for K&E watch rooms (.1).
07/28/23	Luke Spangler	0.20	Register and circulate zoom information for July 31 hearing to A. Wirtz, K&E team.
07/28/23	Josh Sussberg, P.C.	0.10	Telephone conference with C. Husnick re case status.
07/28/23	Alison Wirtz	1.80	Correspond with A. Salmen and K&E team re high priority items and status (1.3); conference with Klehr Harrison team re status, next steps on open items (.5).
07/29/23	Adrian Salmen	0.50	Coordinate hearing logistics with various parties.
07/30/23	Simon Briefel	0.50	Correspond with A. Wirtz, K&E team, Klehr re July 31 hearing.
07/30/23	Adrian Salmen	0.80	Coordinate July 31 hearing logistics.
07/31/23	Amy Donahue	0.40	Correspond with conference tech team re updated July 31 hearing time and logistics.
07/31/23	Luke Spangler	0.40	Correspond with A. Donahue, K&E team re hearing preparations (.2); circulate and open company listen-only line for hearing (.2).
Total		122.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083571

Client Matter: 47119-7

In the Matter of Cash Management and DIP Financing

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 368,593.50

Total legal services rendered

\$ 368,593.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050083571
 Matter Number: 47119-7

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Carolyn Aiken	16.20	1,545.00	25,029.00
Emma Balls	0.20	885.00	177.00
Simon Briefel	54.30	1,295.00	70,318.50
Simon Briefel	2.80	1,245.00	3,486.00
Amy Donahue	1.10	480.00	528.00
Whitney Fogelberg	54.40	1,425.00	77,520.00
Diana Heriford	1.00	735.00	735.00
Chad J. Husnick, P.C.	16.80	2,045.00	34,356.00
Vladimir Khodosh, P.C.	0.50	1,795.00	897.50
Michelle Kilkenney, P.C.	0.20	2,045.00	409.00
Library Statistical	0.80	445.00	356.00
Patricia Walsh Loureiro	3.70	1,155.00	4,273.50
Sean Magill	1.70	1,155.00	1,963.50
Sean Magill	12.50	995.00	12,437.50
Gabrielle Christine Reardon	2.30	885.00	2,035.50
Kelby Roth	14.40	885.00	12,744.00
Kelby Roth	3.40	735.00	2,499.00
Adrian Salmen	76.40	995.00	76,018.00
Adrian Salmen	27.20	885.00	24,072.00
Luke Spangler	1.50	325.00	487.50
Alex Straka	3.00	1,155.00	3,465.00
Alison Wirtz	10.00	1,375.00	13,750.00
Alison Wirtz	0.80	1,295.00	1,036.00
TOTALS	305.20		\$ 368,593.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050083571
 Matter Number: 47119-7

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Carolyn Aiken	4.50	Review, analyze issues re DIP credit agreement (3.8); correspond with Company, A. Wirtz, K&E team and advisors re open issues (.7).
06/04/23	Whitney Fogelberg	6.50	Telephone conferences with Company and advisors re DIP credit agreement issues (.8); correspond with Company and advisors re same (.2); review and revise DIP order (3.1); review and analyze DIP credit agreement (2.4).
06/04/23	Diana Heriford	1.00	Revise DIP declaration.
06/04/23	Vladimir Khodosh, P.C.	0.50	Review and revise DIP schedules.
06/04/23	Sean Magill	6.20	Review, analyze DIP credit agreement (2.2); review analyze DIP schedules (3.7); review, analyze correspondence with lenders (.3).
06/04/23	Kelby Roth	3.40	Review, revise cash management motion (2.8); correspond with S. Briefel, K&E team re same (.6).
06/04/23	Adrian Salmen	3.40	Review revise DIP motion re filing.
06/04/23	Alex Straka	2.50	Review and draft DIP financing credit agreement and schedules.
06/05/23	Carolyn Aiken	3.00	Revise DIP credit agreement (2.6); correspond with M. Kilkenney, K&E team re interest payments and borrowings (.2); telephone conference with M. Kilkenney, K&E team re open deliverables re DIP (.2).
06/05/23	Michelle Kilkenney, P.C.	0.20	Conference with C. Aiken re DIP.
06/05/23	Sean Magill	3.20	Review, analyze correspondence with lenders re DIP (.8); review, analyze notices of borrowing (2.4).
06/05/23	Alex Straka	0.50	Review, analyze DIP financing credit facility.
06/05/23	Alison Wirtz	0.50	Review and analyze DIP motion and related declaration (.4); correspond with S. Briefel re same (.1).
06/06/23	Carolyn Aiken	1.00	Revise DIP credit agreement.
06/06/23	Simon Briefel	1.50	Review, revise proposed DIP order (.4); correspond with W. Spielberg, K&E team re same, DIP issues (1.1).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050083571
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Sean Magill	2.70	Prepare DIP credit agreement for execution (2.4); correspond with lenders re same (.3).
06/06/23	Alison Wirtz	0.30	Correspond with A&M team re entry of cash management and wages order and outreach to cash management banks re same.
06/07/23	Carolyn Aiken	0.20	Review, analyze question re DIP credit agreement compliance, payment of fees.
06/07/23	Adrian Salmen	2.20	Review, analyze order language re go forward obligations.
06/08/23	Whitney Fogelberg	1.30	Telephone conferences and correspond with A&M team and Company re DIP funding and payments (.8); review and analyze DIP credit agreement re reporting issues (.5).
06/09/23	Whitney Fogelberg	1.10	Review and analyze issues re reply to DIP objections (.9); correspond with S. Briefel, K&E team re same (.2).
06/10/23	Whitney Fogelberg	1.10	Review and analyze issues re DIP objections (.9); correspond with K&E team and S. Briefel re same (.2).
06/12/23	Simon Briefel	0.30	Correspond with A. Salmen re DIP reply.
06/12/23	Whitney Fogelberg	2.50	Review and analyze issues re DIP (1.6); correspond with K&E team and P. Loureiro re same (.9).
06/12/23	Adrian Salmen	2.90	Review and analyze precedent DIP objections (.7); draft DIP reply (1.9); review and analyze DIP obligations deadlines (.3).
06/12/23	Luke Spangler	1.50	Research and compile precedent re DIP objection replies (.5); research and compile precedent re declarations in support of DIP objection replies (.5); draft DIP objection reply (.4); correspond with A. Salmen re same (.1).
06/13/23	Adrian Salmen	1.60	Draft DIP objection reply.
06/14/23	Carolyn Aiken	0.80	Review, analyze DIP credit agreement compliance question re prepetition contract claims.
06/15/23	Adrian Salmen	0.20	Correspond with W. Fogelberg, K&E team re DIP reply.
06/16/23	Library Statistical	0.80	Obtain pricing for the first and second lien debt of PGX Holdings/Progrexion.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050083571
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/23	Whitney Fogelberg	1.50	Review and revise reply re potential DIP objections (1.1); correspond with A. Salmen re same (.4).
06/19/23	Carolyn Aiken	0.30	Review and analyze DIP credit agreement compliance issue re asset purchase agreement disclosure schedule.
06/19/23	Whitney Fogelberg	1.80	Correspond with A. Salmen and K&E team re DIP issues (.4); review and analyze potential DIP objections (1.4).
06/19/23	Patricia Walsh Loureiro	1.90	Review, revise DIP Reply.
06/20/23	Amy Donahue	1.10	Draft declaration shells in support of bidding procedures and DIP.
06/20/23	Sean Magill	0.20	Respond to due diligence request re loan documents.
06/20/23	Adrian Salmen	2.50	Review, revise DIP reply (2.2); review and analyze DIP objection (.3).
06/21/23	Emma Balls	0.20	Conference with C. Ceresa re DIP entry and timeline.
06/21/23	Whitney Fogelberg	2.70	Correspond with A. Salmen and K&E team re DIP issues (.6); review and analyze potential DIP objections (1.7); correspond with A&M team re updated DIP budget (.4).
06/22/23	Adrian Salmen	0.40	Draft final DIP order.
06/23/23	Carolyn Aiken	0.70	Review and analyze DIP credit agreement compliance question re permitted prior liens and Maricopa tax lien (.5); correspond with S. Magill re same (.2).
06/23/23	Whitney Fogelberg	1.50	Correspond with A&M team re DIP budget and reporting (.6); review and analyze issues re potential DIP objections (.9).
06/23/23	Patricia Walsh Loureiro	0.30	Correspond with W. Fogelberg, K&E team, K&S re DIP objection.
06/23/23	Sean Magill	0.20	Review, analyze DIP credit agreement re permitted liens.
06/23/23	Adrian Salmen	5.10	Draft final DIP order (3.9); correspond with W. Fogelberg, K&E team, lender counsel re DIP objection (1.2).
06/26/23	Carolyn Aiken	0.80	Analyze and respond to DIP credit agreement compliance question re exit facility (.4); correspond with W. Fogelberg, K&E team and A&M re same (.4).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050083571
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Patricia Walsh Loureiro	0.30	Correspond with A. Salmen, K&E team re DIP.
06/26/23	Adrian Salmen	4.70	Correspond with P. Walsh, K&E team re DIP order (.1); draft final DIP order (2.1); correspond with DIP lenders re DIP objection (.1); research precedent re DIP language (1.8); correspond with P. Walsh re same (.6).
06/27/23	Carolyn Aiken	0.30	Analyze and respond to DIP credit agreement compliance question re exit facility.
06/27/23	Patricia Walsh Loureiro	1.20	Review, revise final DIP order.
06/27/23	Adrian Salmen	1.70	Draft correspondence re DIP objection (.6); research precedent re DIP objection (1.1).
06/28/23	Adrian Salmen	1.30	Review, revise final DIP order.
06/29/23	Simon Briefel	0.50	Correspond with P. Loureiro re DIP reply, DIP order.
06/29/23	Adrian Salmen	0.90	Review and analyze DIP objection (.5); correspond with S. Briefel re same (.4).
06/30/23	Simon Briefel	0.50	Correspond with P. Loureiro re DIP order, DIP reply.
06/30/23	Adrian Salmen	0.30	Correspond with S. Briefel, P. Loureiro re DIP workstream.
07/05/23	Carolyn Aiken	0.20	Analyze DIP credit agreement compliance question timing for deliverables (.1); correspond with W. Fogelberg re same (.1).
07/05/23	Simon Briefel	1.40	Review, revise, comment on DIP order (1.1); correspond with A. Salmen re same (.3).
07/05/23	Adrian Salmen	2.10	Draft settlement language re DIP objections (.7); correspond with S. Briefel, K&E team, DIP lenders, DIP objectors re same (.7); correspond with S. Briefel, K&E team re DIP objection (.4); review, revise final DIP order (.3).
07/06/23	Carolyn Aiken	0.40	Analyze credit agreement compliance question re roll-up facility and interest (.3); correspond with W. Fogelberg re same (.1).
07/06/23	Adrian Salmen	1.90	Review, revise final DIP order.
07/07/23	Adrian Salmen	1.10	Draft declaration in support of DIP order.
07/09/23	Adrian Salmen	0.20	Draft correspondence re DIP objection.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050083571
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/23	Simon Briefel	5.40	Correspond with A. Salman re DIP order (.4); review, revise, comment on DIP order (1.7); review, revise, comment on DIP reply (1.4); correspond with A. Salman re same (.3); draft, revise DIP issues list (1.0); analyze issues re same (.6).
07/10/23	Chad J. Husnick, P.C.	0.30	Correspond and conference with S. Briefel, K&E team re DIP negotiations.
07/10/23	Adrian Salmen	2.70	Correspond with S. Briefel, DIP objectors re final DIP order (.3); review and analyze DIP order precedent (2.0); review, revise final DIP order (.4).
07/11/23	Simon Briefel	0.40	Correspond with A. Salman re DIP reply, DIP order.
07/11/23	Whitney Fogelberg	3.30	Review and analyze DIP issues (1.1); review and revise draft final DIP order (1.5); correspond with S. Briefel and A. Salmen re same (.7).
07/11/23	Kelby Roth	1.20	Review, analyze DIP documents re A. Salmen DIP workstream coverage (.7); correspond with A. Salmen re same (.2); conference with A. Salmen re same (.3).
07/11/23	Adrian Salmen	0.20	Conference with K. Roth re DIP workstream.
07/12/23	Carolyn Aiken	1.00	Review, analyze credit agreement compliance question re tax refund and mandatory prepayment of extraordinary receipts.
07/12/23	Simon Briefel	2.00	Telephone conference with W. Fogelberg re DIP order, DIP reply (.5); correspond with A. Salman re UCC DIP issues list (.3); review, analyze same (.6); telephone conference with A. Salman, K. Roth re DIP reply (.6).
07/12/23	Whitney Fogelberg	1.10	Review and revise draft final DIP order (.9); correspond with S. Briefel and A. Salmen re same (.2).
07/12/23	Kelby Roth	1.70	Review, analyze DIP documents, issues list (1.1); telephone conference with S. Briefel, A. Salmen re DIP reply (.6).
07/12/23	Adrian Salmen	3.70	Review, revise final DIP order (.6); review, revise DIP reply (2.6); conference with S. Briefel, K. Roth re DIP reply (.5).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050083571
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/13/23	Carolyn Aiken	0.30	Review and analyze credit agreement compliance question re tax refund and mandatory prepayment of extraordinary receipts.
07/13/23	Simon Briefel	0.60	Review, revise DIP reply.
07/13/23	Whitney Fogelberg	2.90	Review and analyze UCC witness requests (.7); correspond and conference with R. Howell and C. McGushin re same (.9); correspond and conference with UCC advisors re same (1.3).
07/13/23	Gabrielle Christine Reardon	1.10	Review, revise cash management order (.6); correspond with S. Briefel re same (.3); correspond with A. Wirtz re same (.2).
07/13/23	Kelby Roth	1.30	Review, revise DIP final order (1.2); correspond with S. Briefel re same (.1).
07/13/23	Adrian Salmen	1.80	Review, revise DIP reply.
07/14/23	Simon Briefel	2.50	Draft, revise witness deposition preparation outline re DIP financing (1.5); review, revise DIP order, DIP reply (1.0).
07/14/23	Whitney Fogelberg	2.60	Review and analyze issues re DIP reply and final order (2.1); telephone conference with A. Wirtz and S. Briefel re same (.5).
07/14/23	Kelby Roth	3.90	Review, revise DIP reply (3.5); correspond with S. Briefel re same (.4).
07/15/23	Simon Briefel	4.50	Review, revise DIP order (.7); correspond with A. Salman re same (.2); review, revise, comment on DIP reply (3.6).
07/15/23	Whitney Fogelberg	2.10	Review and revise DIP reply.
07/15/23	Kelby Roth	3.70	Review, revise DIP final order (3.4); correspond with W. Fogelberg, S. Briefel re same (.3).
07/16/23	Whitney Fogelberg	5.10	Review and analyze issues re DIP reply and final order (2.5); review and revise DIP reply (1.5); telephone conferences and correspond with A. Wirtz and S. Briefel re same (1.1).
07/16/23	Kelby Roth	0.70	Review, revise DIP reply (.6); correspond with W. Fogelberg re same (.1).
07/17/23	Carolyn Aiken	0.50	Review and analyze DIP credit agreement re budget deliverable mechanics compliance question.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050083571
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/17/23	Simon Briefel	7.60	Telephone conference with W. Fogelberg re DIP reply (.5) analyze, review Committee DIP objection (.4); review, revise DIP reply (6.3); telephone conference with W. Fogelberg, A&M, lender advisors re Committee objection (.4).
07/17/23	Whitney Fogelberg	5.70	Review and analyze issues re DIP reply and final order (3.3); review and revise DIP reply (1.4); telephone conference with A. Wirtz and S. Briefel re same (1.0).
07/17/23	Chad J. Husnick, P.C.	0.50	Correspond and conference with W. Fogelberg, K&E team, Company, other advisors re DIP issues.
07/17/23	Adrian Salmen	6.00	Conference with lenders, W. Fogelberg, K&E team re DIP objection (.4); correspond with S. Briefel, K&E team re DIP objection (.4); draft DIP objection reply (1.4); conduct research re same (3.5); correspond with S. Briefel, K&E team re same (.3).
07/18/23	Carolyn Aiken	0.20	Review and analyze DIP credit agreement re compliance question.
07/18/23	Simon Briefel	5.20	Draft, revise reply in support of DIP motion (3.4); research issues re same (1.0); draft, revise final DIP order (.8).
07/18/23	Whitney Fogelberg	5.50	Review and analyze issues re DIP reply and final order (2.5); draft summary re DIP issues (1.9); telephone conferences and correspond with A. Wirtz and S. Briefel re same (1.1).
07/18/23	Chad J. Husnick, P.C.	1.30	Correspond and conference with W. Fogelberg, K&E team, Company, opposing counsel re DIP hearing and next steps.
07/18/23	Gabrielle Christine Reardon	0.80	Review, revise cash management order (.4); correspond with A. Wirtz, K&E team re same (.2); correspond with A&M re same (.2).
07/18/23	Kelby Roth	1.90	Research precedent re Committee challenges as events of default (1.7); correspond with A. Salmen re same (.2).
07/18/23	Adrian Salmen	10.40	Review, revise DIP reply (4.3); conduct research re DIP reply (4.2); correspond with S. Briefel, K&E team, lenders, advisors re same (1.9).
07/18/23	Adrian Salmen	2.10	Review, revise DIP order.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050083571
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/19/23	Simon Briefel	3.50	Draft, revise reply in support of DIP motion (2.3); prepare same for filing (.4); review, revise final DIP order (.4); correspond with A. Salman re same, reply in support of DIP motion (.4).
07/19/23	Whitney Fogelberg	6.10	Review and analyze issues re DIP reply and final order (3.5); draft summary re DIP issues (1.4); telephone conferences and correspond with A. Wirtz and S. Briefel re same (1.2).
07/19/23	Chad J. Husnick, P.C.	4.20	Correspond and conference with A. Wirtz, K&E team, Company, opposing counsel re hearing adjournment and next steps.
07/19/23	Sean Magill	0.50	Review and confirm full set of forbearance agreements.
07/19/23	Gabrielle Christine Reardon	0.40	Review, revise cash management order (.2); correspond with A. Wirtz, K&E team, Klehr re same (.2).
07/19/23	Adrian Salmen	2.30	Review, revise DIP reply (1.6); review, revise final DIP order (.3); correspond with S. Briefel, K&E team re same (.4).
07/20/23	Simon Briefel	0.60	Review and analyze reporting requirements re carve out (.2); correspond with A&M re same (.1); correspond with lender advisors, C. Husnick re DIP milestones (.3).
07/20/23	Chad J. Husnick, P.C.	0.20	Correspond and conference with S. Briefel, K&E team, Company, opposing counsel re hearing adjournment and next steps.
07/24/23	Carolyn Aiken	0.40	Review and analyze DIP credit agreement compliance question re tax lien mandatory prepayment.
07/24/23	Simon Briefel	7.00	Analyze issues re DIP facility (.5); correspond with A. Wirtz re same (.2); correspond with A. Salmen re DIP talking points (.8); correspond with A. Wirtz re DIP reply evidentiary support (1.0); review, analyze witness deposition re same (.7); draft, revise DIP talking points, script (2.5); analyze issues re DIP objection (.8); correspond with A. Wirtz, K&E team re same, DIP hearing (.5).
07/24/23	Chad J. Husnick, P.C.	0.80	Correspond and conference with S. Briefel, K&E team, Company, opposing counsel, other advisors re DIP hearing.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050083571
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/24/23	Adrian Salmen	6.80	Draft talking points re DIP hearing (3.9); draft declaration in support of DIP reply (2.9).
07/24/23	Alison Wirtz	1.80	Correspond with S. Briefel re diligence items for DIP (.2); correspond with S. Briefel re evidentiary support for DIP and related talking points (.5); conference with C. Husnick re status and next steps (.2); review and comment on same (.9).
07/25/23	Carolyn Aiken	0.50	Review and analyze DIP credit agreement compliance question re tax lien mandatory prepayment.
07/25/23	Simon Briefel	1.90	Review, revise DIP script (1.2); analyze issues re DIP objection (.5); correspond with A. Salmen re same (.2).
07/25/23	Chad J. Husnick, P.C.	1.30	Prepare for final hearing (.6); correspond and conference with A. Wirtz, K&E team re same (.7).
07/25/23	Sean Magill	1.00	Review and analyze correspondence with PGX and Blue Torch counsel re DIP credit agreement.
07/25/23	Adrian Salmen	3.30	Draft declaration in support of DIP reply.
07/25/23	Alison Wirtz	0.70	Review and comment on DIP presentation for C. Husnick (.4); correspond with debt finance team and C. Husnick re treatment of certain cash receipts (.3).
07/26/23	Simon Briefel	2.90	Correspond with A&M re professional fee carveout (.5); draft, revise DIP talking points (.9); draft, revise DIP declaration (1.5).
07/26/23	Chad J. Husnick, P.C.	1.40	Prepare for hearing re DIP (.6); correspond and conference with A. Wirtz, K&E team re same (.8).
07/26/23	Adrian Salmen	10.40	Review, revise DIP talking points (3.9); correspond with S. Briefel re same (1.4); draft DIP hearing presentation (3.5); review, revise declaration in support of DIP reply (1.6).
07/26/23	Alison Wirtz	0.20	Correspond with S. Briefel re DIP reporting.
07/27/23	Carolyn Aiken	0.80	Review and analyze DIP credit agreement compliance question re tax lien mandatory prepayment.
07/27/23	Simon Briefel	2.80	Draft, revise DIP talking points (1.1); draft, revise DIP hearing presentation (1.7).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050083571
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/23	Chad J. Husnick, P.C.	2.40	Prepare for hearing re DIP (1.3); correspond and conference with A. Wirtz, K&E team re same (1.1).
07/27/23	Sean Magill	0.20	Review and analyze DIP credit agreement re tax refund paydown requirements.
07/27/23	Adrian Salmen	7.80	Research re DIP hearing presentation (.9); review, revise final DIP order (.3); review, revise DIP talking points (2.8); correspond with S. Briefel, K&E team, A&M team re same (.9); review, revise DIP presentation (2.9).
07/27/23	Alison Wirtz	1.20	Correspond with N. Bakke re DIP budgeting (.2); correspond with A. Salmen re DIP presentation and research re same (.4); review and comment on presentation re same (.6).
07/28/23	Carolyn Aiken	0.30	Review and analyze DIP credit agreement compliance question re tax lien mandatory prepayment.
07/28/23	Simon Briefel	1.20	Research diligence issues re DIP financing.
07/28/23	Chad J. Husnick, P.C.	1.00	Prepare for DIP hearing.
07/28/23	Adrian Salmen	6.60	Review, revise DIP hearing presentation (3.7); correspond with S. Briefel, K&E team re same (.4); prepare final DIP order for filing (.9); coordinate re DIP hearing (1.6).
07/28/23	Alison Wirtz	1.10	Correspond and conference with A&M team re DIP budget considerations and updates to same (.4); conference with K&S re same (.3); correspond with S. Briefel and A. Salmen re DIP budget considerations and DIP presentation (.4).
07/29/23	Simon Briefel	0.20	Correspond with A. Salmen re DIP talking points, presentation.
07/29/23	Chad J. Husnick, P.C.	0.50	Prepare for DIP hearing.
07/29/23	Adrian Salmen	0.20	Review, revise DIP presentation.
07/29/23	Alison Wirtz	0.30	Correspond with A. Salmen re DIP presentation and revisions to same.
07/30/23	Simon Briefel	3.70	Review, revise DIP talking points, script (1.4); correspond with A. Salmen re same (.4); correspond with A. Wirtz, C. Husnick re DIP issues, hearing (1.9).
07/30/23	Chad J. Husnick, P.C.	1.00	Prepare for DIP hearing.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050083571
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/30/23	Adrian Salmen	3.80	Review and analyze operating agreements (.2); review, revise presentation (1.4); correspond with S. Briefel, K&E team re same (.6); draft talking points re global settlement (1.1); draft document reference sheet (.5).
07/31/23	Simon Briefel	0.90	Prepare for DIP, bid procedures hearing.
07/31/23	Chad J. Husnick, P.C.	1.80	Prepare for DIP hearing.
07/31/23	Chad J. Husnick, P.C.	0.10	Prepare for DIP, bid procedures hearing.
07/31/23	Adrian Salmen	3.00	Review, analyze final DIP order for filing (.6); review, revise final presentation (.7); correspond with S. Briefel, K&E team re same (.3); review, revise final DIP order (1.4).
07/31/23	Alison Wirtz	4.10	Review and revise global settlement term sheet (2.2); correspond and conference with lenders' counsel and S. Winters re same (.4); review and comment on revised DIP Order (.8); correspond with S. Briefel and A. Salmen re same (.7).
07/31/23	Alison Wirtz	0.60	Prepare for July 31 DIP, bid procedures hearing (.4); review and comment on revised agenda for same (.2).
Total		305.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083572

Client Matter: 47119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 27,668.00

Total legal services rendered

\$ 27,668.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Customer and Vendor Communications

Invoice Number: 1050083572
 Matter Number: 47119-8

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	0.30	1,245.00	373.50
Chris Ceresa	1.70	1,245.00	2,116.50
Whitney Fogelberg	3.50	1,425.00	4,987.50
Amila Golic	2.10	995.00	2,089.50
Amila Golic	2.00	885.00	1,770.00
Diana Heriford	1.50	735.00	1,102.50
Tamar Kofman	1.60	995.00	1,592.00
Gabrielle Christine Reardon	0.90	885.00	796.50
Gabrielle Christine Reardon	1.80	735.00	1,323.00
Kelby Roth	3.10	735.00	2,278.50
Maryia Shybut	0.90	885.00	796.50
Luke Spangler	0.40	325.00	130.00
Alison Wirtz	0.30	1,375.00	412.50
Alison Wirtz	6.10	1,295.00	7,899.50
TOTALS	26.20		\$ 27,668.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Customer and Vendor Communications

Invoice Number: 1050083572
 Matter Number: 47119-8

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Amila Golic	2.00	Revise customer programs motion (1.3); correspond with C. Ceresa re same (.3); prepare filing version of customer programs motion (.4).
06/04/23	Diana Heriford	1.20	Revise critical vendors motion.
06/04/23	Gabrielle Christine Reardon	1.80	Review and revise critical vendors motion.
06/04/23	Kelby Roth	3.10	Review, revise critical vendors motion (2.7); correspond with S. Briefel, K&E team re same (.4).
06/05/23	Alison Wirtz	0.70	Correspond with S. Briefel and C. Ceresa re vendor stay violation (.2); review and analyze case law and facts re issue (.5).
06/06/23	Alison Wirtz	1.40	Correspond and conference with S. Winters re vendor matter (.4); correspond with Company and A&M team re same (.8); analyze legal arguments re same (.2).
06/07/23	Alison Wirtz	0.90	Correspond with C. Ceresa and Company team re messaging for certain vendor issue (.5); conference with Company and A&M team re vendor request (.4).
06/09/23	Whitney Fogelberg	0.80	Telephone conference with A&M team re vendor issues and communications.
06/09/23	Tamar Kofman	0.50	Research precedent vendor communications (.4); correspond with S. Briefel re same. (.1).
06/09/23	Alison Wirtz	0.30	Correspond with S. Briefel and A&M team re vendor outreach and talking points.
06/10/23	Alison Wirtz	0.30	Correspond with J. Hartley and A&M team re critical vendor matters.
06/11/23	Simon Briefel	0.30	Correspond with T. Kofman re vendor issues.
06/11/23	Tamar Kofman	1.10	Draft form correspondence to contract counterparties (1.0); correspond with S. Briefel re same (.1).
06/11/23	Alison Wirtz	0.20	Correspond with S. Briefel and T. Kofman re critical vendor talking points for company and trade agreement.
06/12/23	Alison Wirtz	0.20	Correspond with A&M team re reporting obligations.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Customer and Vendor Communications

Invoice Number: 1050083572
 Matter Number: 47119-8

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Whitney Fogelberg	1.40	Telephone conferences with A&M team re vendor issues (.5); review and analyze vendor payments (.9).
06/14/23	Luke Spangler	0.40	Telephone conference with creditor inquiry re notice of bankruptcy (.2); correspond with D. Heriford, K&E team re same (.2).
06/14/23	Alison Wirtz	1.00	Review and analyze customer communications (.4); correspond with A&M team re same (.2); correspond with S. Winters on certain vendor approval (.4).
06/15/23	Diana Heriford	0.30	Correspond with C. Ceresa re creditor communication (.2); telephone conference with creditor re Company filing (.1).
06/19/23	Whitney Fogelberg	1.30	Review and analyze vendor issues (.9); correspond with A&M re same (.4).
06/20/23	Alison Wirtz	0.30	Correspond with M. Yurkewicz and team re critical vendor payments and strategies.
06/23/23	Alison Wirtz	0.80	Conference with A&M team re executory contract considerations (.4); correspond with C. Ceresa re same (.1); review research re same (.3).
07/10/23	Chris Ceresa	0.60	Telephone conference with claimant re case updates.
07/10/23	Maryia Shybut	0.90	Correspond with C. Ceresa, A&M team, KCC team re inquiry re notice of commencement.
07/12/23	Amila Golic	0.30	Correspond with C. Ceresa re communications to Lexington Law customers.
07/12/23	Amila Golic	0.70	Review and revise customer programs final order per UCC comments (.5); review and analyze UCC comments to other first day pleadings (.2).
07/17/23	Chris Ceresa	0.40	Review, analyze legal issues re customer programs order.
07/18/23	Chris Ceresa	0.30	Review, analyze legal issues re customer programs order.
07/18/23	Amila Golic	1.00	Revise customer programs order for filing (.6); correspond with C. Ceresa, K&E team, Klehr, U.S. Trustee re same (.4).
07/18/23	Gabrielle Christine Reardon	0.90	Review, revise vendors order (.5); correspond with S. Briefel, K&E team re same (.4).
07/20/23	Chris Ceresa	0.40	Review, analyze legal issues re customer programs order.

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Customer and Vendor Communications

Invoice Number: 1050083572
Matter Number: 47119-8

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/20/23	Amila Golic	0.10	Review and analyze customer programs order for reporting requirements.
07/27/23	Alison Wirtz	0.30	Conference with Company re treatment of certain go-forward vendors.
Total		26.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083573

Client Matter: 47119-9

In the Matter of Claims Administration and Objections

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 2,800.00

Total legal services rendered

\$ 2,800.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Claims Administration and Objections

Invoice Number: 1050083573
 Matter Number: 47119-9

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	0.50	1,475.00	737.50
Alison Wirtz	1.50	1,375.00	2,062.50
TOTALS	2.00		\$ 2,800.00

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Claims Administration and Objections

Invoice Number: 1050083573
Matter Number: 47119-9

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/05/23	Alison Wirtz	0.60	Review and comment on bar date motion (.3); correspond with W. Fogelberg re same (.3).
07/07/23	Alison Wirtz	0.40	Correspond and conference with M. Yurkewicz re bar date motion.
07/12/23	Alison Wirtz	0.30	Review and analyze proofs of claims from contingent claimants.
07/21/23	Susan D. Golden	0.50	Coordinate publication of bar date notice.
07/21/23	Alison Wirtz	0.20	Correspond with Klehr team and S. Golden re publication of bar date notice.
Total		2.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083574

Client Matter: 47119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 226,460.00

Total legal services rendered

\$ 226,460.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Official Committee Matters and Meetings

Invoice Number: 1050083574
 Matter Number: 47119-10

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Carolyn Aiken	0.20	1,545.00	309.00
Simon Briefel	12.90	1,295.00	16,705.50
Chris Ceresa	35.60	1,245.00	44,322.00
Chris Ceresa	3.60	1,155.00	4,158.00
Whitney Fogelberg	24.80	1,425.00	35,340.00
Paul Goldsmith	1.90	995.00	1,890.50
Amila Golic	0.40	995.00	398.00
Kate Guilfoyle	3.00	1,415.00	4,245.00
Diana Heriford	7.20	885.00	6,372.00
Richard U. S. Howell, P.C.	3.50	1,620.00	5,670.00
Chad J. Husnick, P.C.	11.60	2,045.00	23,722.00
Library Factual Research	1.00	445.00	445.00
Gabrielle Christine Reardon	1.30	885.00	1,150.50
Adrian Salmen	1.10	995.00	1,094.50
Maryia Shybut	9.80	735.00	7,203.00
Josh Sussberg, P.C.	0.30	2,045.00	613.50
Spencer A. Winters	4.20	1,445.00	6,069.00
Alison Wirtz	39.60	1,375.00	54,450.00
Alison Wirtz	9.50	1,295.00	12,302.50
TOTALS	171.50		\$ 226,460.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Official Committee Matters and Meetings

Invoice Number: 1050083574
 Matter Number: 47119-10

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Whitney Fogelberg	1.40	Telephone conference with Klehr Harrison re Committee formation (.6); telephone conference with Company, Greenhill, A&M and W. Fogelberg, K&E team re same (.8).
06/12/23	Spencer A. Winters	0.50	Telephone conference with W. Fogelberg, K&E team, Company re potential committee issues.
06/12/23	Alison Wirtz	0.70	Conference with W. Fogelberg and K&E team and advisors re UCC makeup (.5); analyze issues re same (.2).
06/14/23	Spencer A. Winters	0.90	Review and analyze issues re UCC appointment (.3); correspond and telephone conferences with W. Fogelberg, K&E team re same (.6).
06/16/23	Whitney Fogelberg	0.60	Review and analyze Committee composition (.3); correspond with Company and A&M team re same (.3).
06/16/23	Alison Wirtz	0.60	Correspond with W. Fogelberg and K&E team re initial kickoff conference with Committee counsel and high priority items (.3); correspond with Greenhill re Committee diligence (.3).
06/17/23	Alison Wirtz	0.20	Correspond with Klehr team re scheduling kickoff call for committee.
06/19/23	Whitney Fogelberg	1.10	Telephone conference with Arent Fox, S. Winters and K&E team re initial Committee diligence requests (.5); correspond and conference with A&M and A. Wirtz re same (.6).
06/19/23	Maryia Shybut	0.80	Prepare and compile final orders (.5); correspond with A. Wirtz re same (.3).
06/19/23	Spencer A. Winters	0.90	Prepare for and attend telephone conference with Committee counsel (.5); review and analyze issues re same (.4).
06/19/23	Alison Wirtz	1.10	Conference with UCC counsel re case background etc. (.4); correspond with C. Ceresa re UCC diligence (.4); correspond with J. Kesselman re same (.2); correspond and conference with W. Fogelberg re same (.1).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Official Committee Matters and Meetings

Invoice Number: 1050083574
 Matter Number: 47119-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Chris Ceresa	1.80	Review, analyze, process items re diligence request list.
06/20/23	Whitney Fogelberg	1.40	Telephone conference with A&M, Greenhill, A. Wirtz, K&E team re Committee diligence requests (.5); review and analyze re same (.9).
06/20/23	Spencer A. Winters	1.40	Review and analyze Committee issues, adjournment issues (.7); correspond and telephone conferences with W. Fogelberg, K&E team re same (.7).
06/20/23	Alison Wirtz	1.60	Conference with A&M team and Greenhill team re Committee diligence requests and status (.6); correspond with C. Ceresa re same (.2); analyze documents re same (.4); correspond with A&M and Greenhill teams re same (.4).
06/20/23	Alison Wirtz	1.50	Review and analyze Committee bylaws (.3); correspond with Arent Fox and K&E team re diligence, parties in interest list, and first day orders (.6); conference with Greenhill, A&M team and C. Ceresa and K&E team re diligence requests (.6).
06/21/23	Maryia Shybut	5.90	Review, analyze board minutes (.5); correspond with K. Guilfoyle, K&E team re same (.5); analyze board minutes and other materials re directors and officers (3.5); review and compile financing documents (1.0); correspond with C. Ceresa re same (.4).
06/21/23	Alison Wirtz	0.60	Correspond with W. Fogelberg and K&E team re Committee conference (.1); conference and correspond with C. Ceresa and N. Bakke re diligence requests (.2); conference with R. Shanken re same (.3).
06/22/23	Chris Ceresa	1.00	Review, analyze, process items re diligence request list.
06/22/23	Kate Guilfoyle	3.00	Review, analyze draft documents for privilege (1.6); redact same for production to UCC (1.4).
06/22/23	Maryia Shybut	3.10	Review and compile board minutes (1.0); analyze board minutes and other materials re directors and officers (1.7); correspond with C. Ceresa re same (.4).
06/26/23	Alison Wirtz	1.00	Conference with A&M and K&E team re diligence items.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Official Committee Matters and Meetings

Invoice Number: 1050083574
 Matter Number: 47119-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Chris Ceresa	0.40	Review, analyze diligence requests and correspond with W. Fogelberg, K&E team, advisors re same.
06/27/23	Whitney Fogelberg	0.80	Telephone conference with A&M and Greenhill re Committee diligence requests.
06/27/23	Spencer A. Winters	0.50	Telephone conference with W. Fogelberg, K&E team, A&M, Greenhill re Committee issues.
06/27/23	Alison Wirtz	1.20	Conference with A&M and Greenhill re Committee diligence process and issues (.8) conference with K&E litigation team re same (.4).
06/28/23	Chris Ceresa	0.20	Review, analyze diligence requests and correspond with W. Fogelberg, K&E team, advisors re same.
06/28/23	Whitney Fogelberg	1.20	Telephone conference with counsel to Committee re scheduling (.6); telephone conference with A&M and Greenhill re Committee diligence and scheduling (.6).
06/28/23	Alison Wirtz	1.00	Correspond with Committee and W. Fogelberg re scheduling (.2); conference with W. Fogelberg and ArentFox team re diligence and scheduling (.8).
06/29/23	Whitney Fogelberg	2.40	Telephone conferences and correspond with counsel to Committee re second day hearing scheduling and objections to first day motions (.8); telephone conference with R. Howell and K&E team re same (.4); telephone conference with A&M and Greenhill teams re same (.5); correspond with counsel to lenders re same (.4); telephone conference with Company re same (.3).
06/30/23	Chris Ceresa	0.20	Review, analyze diligence requests and correspond with W. Fogelberg, K&E team, advisors re same.
06/30/23	Whitney Fogelberg	2.80	Telephone conferences and correspond with counsel to Committee re second day hearing scheduling and objections to first day motions (.5); telephone conference with A&M and Greenhill teams re same (.7); correspond and conference with counsel to lenders re same (1.1); telephone conferences with Company re same (.5).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Official Committee Matters and Meetings

Invoice Number: 1050083574
 Matter Number: 47119-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/02/23	Alison Wirtz	0.30	Correspond with A&M team re UCC diligence requests and review and analyze responses thereto.
07/03/23	Chris Ceresa	0.30	Correspond with A. Wirtz, K&E team re Committee diligence request issues.
07/03/23	Whitney Fogelberg	1.40	Review and analyze UCC diligence requests (.9); correspond and conference with A&M re same (.5).
07/03/23	Alison Wirtz	0.20	Correspond with A&M team and C. Ceresa re UCC diligence requests related to governance.
07/05/23	Chris Ceresa	0.50	Correspond with A. Wirtz, K&E team re Committee diligence request issues.
07/05/23	Whitney Fogelberg	1.70	Review and analyze UCC diligence requests (.8); correspond and conference with A&M re same (.9).
07/05/23	Richard U. S. Howell, P.C.	0.20	Review and analyze correspondence re open issues with UCC.
07/05/23	Alison Wirtz	0.50	Correspond with C. McGushin and C. Guilfoyle re certain UCC diligence requests (.3); review and analyze other diligence requests (.2).
07/07/23	Alison Wirtz	1.60	Correspond and conference with W. Fogelberg, K&E team and A&M team re UCC conference and diligence.
07/08/23	Alison Wirtz	0.40	Conference with W. Fogelberg, Greenhill and A&M teams re Committee diligence (.2); review and analyze summary of diligence re same (.2).
07/09/23	Alison Wirtz	1.70	Review and analyze comments from UCC on first day motions, DIP and Bid Procedures (1.4); correspond with W. Fogelberg and K&E team re same (.3).
07/10/23	Chris Ceresa	1.30	Review, analyze, coordinate diligence production to UCC (1.1); correspond with K&E team re same (.2).
07/10/23	Whitney Fogelberg	0.90	Telephone conference with A&M and Greenhill teams re upcoming UCC conference.
07/10/23	Richard U. S. Howell, P.C.	0.30	Review and analyze correspondence re UCC settlement discussions
07/10/23	Chad J. Husnick, P.C.	0.30	Correspond and conference with A. Wirtz, K&E team re UCC negotiations.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Official Committee Matters and Meetings

Invoice Number: 1050083574
 Matter Number: 47119-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/23	Alison Wirtz	3.50	Telephone conference with A&M and Greenhill teams re upcoming UCC conference (.9); correspond with W. Fogelberg and A&M team re same (.7); review and analyze diligence and other issues raised by UCC in first day orders (1.7); correspond with A&M re same (.2).
07/10/23	Alison Wirtz	0.20	Correspond with W. Fogelberg, K&E team re UCC issues.
07/11/23	Carolyn Aiken	0.20	Review, revise list of UCC open issues.
07/11/23	Chris Ceresa	1.10	Review, coordinate diligence production to UCC.
07/11/23	Whitney Fogelberg	1.70	Review and analyze UCC issues list re first day motions (1.3); correspond with A. Wirtz re same (.4).
07/11/23	Chad J. Husnick, P.C.	0.50	Correspond and conference with A. Wirtz, K&E team re UCC negotiations.
07/11/23	Alison Wirtz	1.70	Review and revise responses to Committee issues list (.3); correspond with S. Briefel and C. Ceresa re same (.1); correspond with K&E team re Committee conference (.4); correspond with W. Fogelberg re Committee comments to first day orders (.9).
07/12/23	Simon Briefel	2.40	Telephone conference with K&S, Proskauer, W. Fogelberg, K&E team re UCC issues list (.6); conference with UCC, Company professionals re global settlement (1.4); follow up with K&S, Proskauer, W. Fogelberg, K&E team re same (.4).
07/12/23	Chris Ceresa	1.70	Review, analyze, coordinate diligence production to the UCC.
07/12/23	Chris Ceresa	0.60	Telephone conference with A. Wirtz, K&E team, Proskauer re UCC issues list matters.
07/12/23	Whitney Fogelberg	3.80	Review and analyze UCC issues list in advance of UCC conference (1.1); conference with UCC advisors, A&M and Greenhill re first day motion issues and settlement discussions (2.1); correspond with Company re UCC conference (.6).
07/12/23	Diana Heriford	0.60	Review, analyze UCC comments re creditor matrix motion final order (.1); revise utilities motion final order re UCC comments (.5).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Official Committee Matters and Meetings

Invoice Number: 1050083574
 Matter Number: 47119-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/12/23	Richard U. S. Howell, P.C.	0.50	Review, analyze materials in advance of meeting with creditors' committee.
07/12/23	Chad J. Husnick, P.C.	2.00	Participate in UCC conference (1.1); correspond and conference with W. Fogelberg, K&E team re same (.9).
07/12/23	Adrian Salmen	1.10	Review, revise NOL order per UCC comments (.5); review, revise wages order re UCC comments (.6).
07/12/23	Alison Wirtz	4.20	Telephone conference with K&S, Proskauer, W. Fogelberg, K&E team re UCC issues list (.6); conference with UCC, Company professionals re global settlement (1.4); conference with ArentFox re UCC issues with first day orders (1.2); correspond with UCC and lenders' counsel re same (.5); correspond with C. Ceresa, K&E team re Committee comments to first day orders (.5).
07/13/23	Simon Briefel	1.50	Analyze issues re UCC comments to critical vendors order (.7); correspond with A&M re same (.2); review and analyze order re same (.2); telephone conference with UCC, lender counsel re witness deposition requests (.4).
07/13/23	Chris Ceresa	4.30	Review, analyze, coordinate diligence production to the UCC.
07/13/23	Whitney Fogelberg	1.60	Review and analyze UCC settlement term sheet (.9); correspond with A&M and Greenhill teams re same (.7).
07/13/23	Diana Heriford	0.50	Revise creditor matrix motion final order re UCC comments.
07/13/23	Diana Heriford	0.30	Compile second day orders re UCC comments.
07/13/23	Gabrielle Christine Reardon	1.00	Review, revise vendors motion order re Committee comments (.4); correspond with S. Briefel re same (.2); correspond with A&M re same (.2); correspond with A. Wirtz re same (.2).
07/13/23	Alison Wirtz	2.30	Telephone conference with UCC, lender counsel re witness deposition requests (.4); correspond with S. Winters, C. Ceresa and A&M team re diligence requests (.6); review and analyze revised first day orders (.9); correspond with C. Ceresa, K&E team re same (.4).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Official Committee Matters and Meetings

Invoice Number: 1050083574
 Matter Number: 47119-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/14/23	Simon Briefel	1.50	Telephone conference with W. Fogelberg re UCC term sheet, next steps (.8); telephone conference with W. Fogelberg, K&S re UCC settlement proposal (.7).
07/14/23	Whitney Fogelberg	2.00	Telephone conference with counsel to lenders, A&M, and Greenhill re UCC settlement proposal (.8); review and analyze issues re same (.9); telephone conference with A&M team re same (.3).
07/14/23	Richard U. S. Howell, P.C.	1.00	Review, analyze correspondence and other materials re potential litigation and potential settlement with UCC.
07/14/23	Chad J. Husnick, P.C.	0.50	Review and analyze committee settlement proposal (.2); correspond with A. Wirtz, K&E team re same (.3).
07/14/23	Alison Wirtz	0.50	Correspond with A&M team re Committee diligence matters.
07/15/23	Chad J. Husnick, P.C.	0.50	Review and analyze Committee settlement proposal (.2); correspond with W. Fogelberg, K&E team re same (.3).
07/15/23	Alison Wirtz	1.60	Correspond with C. Ceresa re Committee and surety diligence requests (.4); review and comment on revised first day orders (1.2).
07/16/23	Chad J. Husnick, P.C.	0.50	Correspond with W. Fogelberg, K&E team, other advisors re UCC settlement proposal and next steps.
07/16/23	Alison Wirtz	2.60	Review and revise first day orders per negotiations with Committee (.9); correspond with W. Fogelberg and K&E team re same (.4); correspond with ArentFox team re further revisions to first day orders (.6); correspond with A. Salmen, K&E team re wages diligence and other diligence (.4); conference with A&M team re same (.3).
07/17/23	Chad J. Husnick, P.C.	0.50	Correspond and conference with A. Wirtz, K&E team, other advisors re UCC settlement discussions.
07/17/23	Alison Wirtz	2.00	Review and comment on language requested by Committee re customer programs order (.3); correspond with A&M team re same (.3); conference with W. Fogelberg, S. Briefel and C. Ceresa re Committee objections and reply strategies (.6); review and analyze same (.8).

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 PGX Holdings, Inc.
 Official Committee Matters and Meetings

Invoice Number: 1050083574
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/18/23	Chris Ceresa	3.20	Review, analyze, coordinate diligence requests from and production to UCC (2.8); correspond with A. Wirtz and K&E team, advisors re same (.4).
07/18/23	Amila Golic	0.40	Review and analyze issues re Committee request re forbearance agreements (.3); correspond with A. Wirtz, S. Magill, A. Straka re same (.1).
07/18/23	Gabrielle Christine Reardon	0.30	Redact minutes re production to Committee.
07/19/23	Chris Ceresa	1.20	Review, analyze diligence requests from UCC (.3); coordinate diligence materials (.7); correspond with A. Wirtz and K&E team, advisors re same (.2).
07/19/23	Richard U. S. Howell, P.C.	0.40	Review, analyze communications re UCC settlement negotiations.
07/19/23	Alison Wirtz	1.30	Review and comment on replies to Committee objections (1.1); correspond with S Briefel and C. Ceresa re same (.2).
07/20/23	Chris Ceresa	0.90	Review, analyze diligence requests from UCC (.3); coordinate diligence materials (.5); correspond with A. Wirtz and K&E team, advisors re same (.1).
07/23/23	Chris Ceresa	0.40	Review, analyze, coordinate UCC requests for production.
07/24/23	Chris Ceresa	0.90	Review, analyze, coordinate UCC requests for production.
07/24/23	Chad J. Husnick, P.C.	0.30	Correspond and conference with A. Wirtz, K&E team, Company, opposing counsel, other advisors re UCC plan negotiations.
07/24/23	Alison Wirtz	0.80	Correspond with counsel to Committee and C. Ceresa re status of diligence requests (.2); analyze materials re same (.6).
07/25/23	Chris Ceresa	5.90	Review, analyze, coordinate UCC requests for production (4.2); review production requests re privilege issues (.8); correspond with P. Goldsmith, K&E team, advisors re outstanding diligence items (.9).
07/25/23	Paul Goldsmith	0.40	Review and analyze diligence requests from the committee.
07/25/23	Josh Sussberg, P.C.	0.10	Correspond with C. Husnick same re status with UCC.

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 PGX Holdings, Inc.
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/25/23	Alison Wirtz	0.50	Review and analyze UCC global settlement proposal and correspond with W. Fogelberg, K&E team re same.
07/26/23	Chris Ceresa	0.90	Review, analyze, coordinate UCC requests for production items.
07/26/23	Chris Ceresa	6.90	Attend and participate in deposition of Debtors' director by the UCC (4.4); correspond with P. Goldsmith, K&E team re outstanding diligence requests (.6); review, analyze, coordinate same (1.9).
07/26/23	Paul Goldsmith	0.70	Review and analyze diligence requests from the UCC.
07/26/23	Diana Heriford	1.10	Correspond with C. Ceresa, A&M re UCC diligence requests (.2); review, analyze data site re same (.9).
07/26/23	Alison Wirtz	1.20	Correspond with C. Ceresa re Committee outstanding diligence (.3); correspond and conference with C. Ceresa, K&E team and Klehr Harrison re status of Committee negotiations (.9).
07/27/23	Chris Ceresa	3.30	Review, analyze, coordinate UCC requests for production items (3.0); correspond with D. Heriford re diligence issues (.3).
07/27/23	Diana Heriford	4.70	Review, analyze bonds re UCC diligence request (2.4); draft summary re same (.6); correspond with C. Ceresa re same (.3); review, analyze deposition transcripts re UCC diligence requests (.9); correspond with A&M re same (.2); correspond with C. Ceresa re same (.3).
07/27/23	Alison Wirtz	0.50	Correspond and conference with lenders' counsel and C. Ceresa, K&E team re UCC counterproposal and related matters.
07/28/23	Chris Ceresa	2.20	Review, analyze, coordinate UCC requests for production items (1.8); correspond with P. Goldsmith, K&E team re same (.4).
07/28/23	Paul Goldsmith	0.80	Draft responses to diligence requests from the UCC.
07/28/23	Chad J. Husnick, P.C.	2.00	Correspond and conference with A. Wirtz, K&E team, Company, opposing counsel re settlement negotiations.
07/28/23	Library Factual Research	1.00	Research and obtain CIC bonds from the NMLS system.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Official Committee Matters and Meetings

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/23	Alison Wirtz	2.60	Conference with lenders' counsel, C. Husnick and advisors re counterproposal (1.0); correspond with counsel to Committee and advisor teams re counterproposal (.3); review and comment on counterproposal materials from Greenhill team (.4); correspond and conference with Greenhill team re same (.3); prepare for contested hearing re same (.6).
07/29/23	Chad J. Husnick, P.C.	1.00	Correspond and conference with A. Wirtz, K&E team, Company, opposing counsel re settlement negotiations.
07/29/23	Alison Wirtz	0.30	Correspond with Company, advisor teams re status of UCC negotiations and lender input.
07/30/23	Chad J. Husnick, P.C.	1.50	Correspond and conference with A. Wirtz, K&E team, Company, opposing counsel re settlement negotiations.
07/30/23	Alison Wirtz	6.90	Conference with C. Husnick, S. Winters, and lenders' counsel re counterproposal (.5); conference with C. Husnick, S. Winters and Company re same (.4); review and analyze Committee's supplemental objection (.6); conference with C. Wallace and C. McGushin re hearing preparations (.7); correspond with S. Briefel and C. Ceresa re talking points (.5); conference with Greenhill, independent director re revised proposals (.8); review and analyze settlement term sheet and other materials re same (3.4).
07/31/23	Simon Briefel	6.00	Draft, revise Committee settlement term sheet (2.9); conference with A. Wirtz re same (.5); correspond with same, K&E team re same (.5); conference with A. Wirtz, K&E team re contested hearing preparation (2.1).
07/31/23	Simon Briefel	1.50	Draft, revise hearing talking points re settlement (1.0); conference with A. Wirtz, K&E team re hearing preparation (.5).
07/31/23	Richard U. S. Howell, P.C.	1.10	Review and analyze correspondence re UCC settlement and litigation discussions.
07/31/23	Chad J. Husnick, P.C.	2.00	Correspond and conference with A. Wirtz, K&E team, Company, Committee counsel re settlement negotiations.
07/31/23	Josh Sussberg, P.C.	0.20	Correspond re hearing and settlement status with C. Husnick.

Legal Services for the Period Ending July 31, 2023
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Official Committee Matters and Meetings

Invoice Number: 1050083574
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/31/23	Alison Wirtz	2.20	Conference and correspond with C. Husnick, Company, lenders' counsel and UCC counsel re global settlement of Committee objections (1.3); draft talking points re same (.9).
Total		171.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083575

Client Matter: 47119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 876,488.00

Total legal services rendered

\$ 876,488.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050083575
 Matter Number: 47119-11

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Emma Balls	9.10	995.00	9,054.50
Emma Balls	37.80	885.00	33,453.00
Alex Bledsoe	5.80	735.00	4,263.00
Chris Ceresa	81.70	1,245.00	101,716.50
Chris Ceresa	41.70	1,155.00	48,163.50
Daniel S. Daines	65.90	1,420.00	93,578.00
Alexander Flynn-Tabloff	0.70	1,375.00	962.50
Whitney Fogelberg	25.70	1,425.00	36,622.50
Susan D. Golden	1.10	1,475.00	1,622.50
Paul Goldsmith	0.30	995.00	298.50
Paul Goldsmith	2.30	885.00	2,035.50
Amila Golic	5.10	995.00	5,074.50
Amila Golic	15.20	885.00	13,452.00
Diana Heriford	1.90	885.00	1,681.50
Diana Heriford	12.50	735.00	9,187.50
Richard U. S. Howell, P.C.	29.20	1,620.00	47,304.00
Chad J. Husnick, P.C.	9.30	2,045.00	19,018.50
Vladimir Khodosh, P.C.	2.60	1,795.00	4,667.00
Brandon King	10.00	995.00	9,950.00
Kelsey Marie Laugel	0.50	1,295.00	647.50
Casey McGushin	0.70	1,415.00	990.50
Michael William Morgan	0.60	735.00	441.00
Keyan Norman	44.90	995.00	44,675.50
Keyan Norman	29.10	885.00	25,753.50
Jeffrey S. Quinn	0.50	1,895.00	947.50
Gabrielle Christine Reardon	65.00	885.00	57,525.00
Gabrielle Christine Reardon	56.30	735.00	41,380.50
Hayley Smith	1.00	575.00	575.00
Thao Thai	2.00	1,245.00	2,490.00
Thao Thai	3.90	1,155.00	4,504.50
Steve Toth	6.10	1,615.00	9,851.50
Matthew J. Van Wagoner	99.40	1,295.00	128,723.00

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Use, Sale, and Disposition of Property

Invoice Number: 1050083575
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<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matthew J. Van Wagoner	59.10	1,245.00	73,579.50
Spencer A. Winters	20.30	1,445.00	29,333.50
Alison Wirtz	8.60	1,375.00	11,825.00
Susan Zablocki	2.00	570.00	1,140.00
TOTALS	757.90		\$ 876,488.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050083575
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Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Emma Balls	6.00	Review and revise Lexington Law asset purchase agreement (2.3); review and revise PGX asset purchase agreement (2.1); revise ancillary agreements to PGX asset purchase agreement (.6); conference with D. Daines and K&E team re same (1.0).
06/04/23	Daniel S. Daines	6.50	Review, analyze purchase agreements (1.9); review and revise purchase agreements (3.9); coordinate with E. Balls, K&E team re same (.5); correspond with lenders re purchase agreements (.2).
06/04/23	Amila Golic	2.70	Research issues re notice of sale of law firm (1.3); revise notice of sale of law firm (1.2); correspond with W. Fogelberg, K&E team re same (.2).
06/04/23	Keyan Norman	1.00	Review and revise asset purchase agreement.
06/04/23	Gabrielle Christine Reardon	0.80	Review and revise bidding procedures declaration.
06/04/23	Steve Toth	1.70	Analyze asset purchase agreements (1.2); draft comments re same (.5).
06/04/23	Matthew J. Van Wagoner	3.50	Analyze PGX asset purchase agreement (1.2); revise PGX asset purchase agreement (1.4); draft outstanding items checklist (.9).
06/05/23	Emma Balls	5.30	Review and analyze documents in connection with HSR filing (.6); review and revise Lexington Law asset purchase agreement (1.7); review and revise PGX asset purchase agreement (1.5); telephone conference with M. Van Wagoner, A&M team re outstanding purchase agreement items (.6); telephone conference with YCST, A. Wirtz, K&E team, A&M teams re Lexington Law asset purchase agreement outstanding items (.6); conference with PGX CFO re financial statements (.3).
06/05/23	Chris Ceresa	1.90	Conference and correspond with G. Reardon, K&E team re issues re sale/bidding procedures motion and declarations re same (.8); review, revise, analyze same (1.1).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Chris Ceresa	11.20	Revise bid procedures declaration (2.3); correspond with G. Reardon re same (.7); revise bidding procedures order (2.0); correspond with G. Reardon re same (.6); revise sale motion (3.2); correspond with G. Reardon, D. Heriford re same (1.3); correspond with W. Fogelberg re sale documents (1.1).
06/05/23	Daniel S. Daines	7.50	Correspond and coordinate with J. Quinn and K&E team re edits to LexLaw and PGX asset purchase agreements (.2); telephone conference with buyer counsel re assumed liabilities issues (.3); telephone conference with buyer counsel re open issues for negotiation in PGX asset purchase agreement (.7); review and analyze list of disclosure schedules and information schedules open in asset purchase agreements (1.9); coordinate with E. Balls, K&E team and Greenhill to produce and complete same (.5); review and analyze revised bidding procedures order (.2); review and analyze lender counsel edits to PGX asset purchase agreement (1.1); telephone conference, correspond and coordinate with bankers and W. Fogelberg, K&E team re assumed taxes issues (.4); review and revise asset purchase agreement drafts in preparation for filing (1.3); telephone conferences with W. Fogelberg, K&E team re asset purchase agreement drafting issues (.9).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050083575
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Daniel S. Daines	5.10	Correspond and coordinate with A&M, Greenhill, W. Fogelberg, K&E team re open issues and data points in asset purchase agreements (1.6); telephone conference and correspond with lender counsel re negotiation of terms of PGX asset purchase agreement (.9); telephone conference and correspond with lender counsel re negotiation of terms of LexLaw asset purchase agreement (1.2); telephone conferences with S. Toth, K. Norman and E. Balls re drafting terms in asset purchase agreements (.7); review, analyze and revise asset purchase agreement drafts (.3); correspond and coordinate with M. Wheatley, K&E antitrust team re HSR analysis and process for asset sales (.2); review and analyze edits to LexLaw asset purchase agreement received from buyer counsel (.2).
06/05/23	Alexander Flynn-Tabloff	0.50	Review and revise asset purchase agreement re legal issues.
06/05/23	Whitney Fogelberg	1.20	Telephone conference with D. Daines, K&E team and counsel to buyer re asset purchase agreement issues (.3); review and analyze Lexington Law asset purchase agreement (.9).
06/05/23	Susan D. Golden	0.60	Correspond with D. Heriford and C. Ceresa re PGX and Lexington Law sale notices (.3); review and analyze same (.3).
06/05/23	Amila Golic	0.50	Correspond with C. Ceresa, G. Reardon re non-disclosure agreement with potential bidder (.1); review and analyze issues re same (.3); telephone conference with counsel of potential bidder re non-disclosure agreement (.1).
06/05/23	Diana Heriford	5.50	Revise bidding procedures motion (3.9); analyze asset purchase agreements (1.6).
06/05/23	Kelsey Marie Laugel	0.50	Analyze Hart-Scott-Rodino filing.
06/05/23	Keyan Norman	1.80	Review and revise purchase agreement (1.2); correspond with D. Daines, K&E team re same (.6).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Gabrielle Christine Reardon	11.40	Review and revise bidding procedures order (3.7); correspond with C. Ceresa, D. Heriford re same (.4); correspond with W. Fogelberg, K&E corporate team, K&S, A&M, and Company re same (.6); research re precedent expense reimbursements (1.4); review and revise notices re bidding procedures motion (1.1); review and revise bidding procedures motion (2.6); review and analyze sale process timeline (.5); review and revise bidding procedures declaration (1.1).
06/05/23	Steve Toth	2.60	Analyze and correspond with D. Daines, K&E team re APA issues (.2); discuss asset purchase agreement and liabilities with LexLaw counsel, A&M and D. Daines, K&E team (.3); analyze and revise asset purchase agreement (.6); analyze bidding procedures (.5); analyze sale order (.6); discuss asset purchase agreement issues with K&S and D. Daines, K&E team (.4).
06/05/23	Matthew J. Van Wagoner	8.50	Telephone conference with Alvarez and Marsal re asset purchase agreements, financial statements (.5); review, analyze data room re sale, corporate matters (2.2); analyze and revise PGX and LL asset purchase agreements (3.8); draft LL asset purchase agreement issues list (1.1); analyze PGX issue list (.9).
06/06/23	Emma Balls	0.80	Review and analyze documents in data room for inclusion in asset purchase agreement disclosure schedules (.6); conference with K. Norman re same (.2).
06/06/23	Chris Ceresa	1.80	Conference and correspond with G. Reardon, K&E team re issues re sale/bidding procedures motion and declarations re same (.7); review, analyze, revise same (1.1).
06/06/23	Chris Ceresa	1.40	Revise bidding procedures declaration (.5); review, analyze sale motion, bidding procedures order (.9).

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06/06/23	Daniel S. Daines	4.90	Telephone conference and correspond with A&M re filing version of asset purchase agreements (.4); correspond and coordinate with S. Toth, K&E team re further asset purchase agreement edits (.5); review, analyze, draft and revise certain provisions of asset purchase agreements (1.1); review and revise Greenhill's summary of asset purchase agreement terms (.3); telephone conferences and correspondence with opposing counsel, investment banker teams, and W. Fogelberg, K&E team re asset purchase agreements (2.6).
06/06/23	Alexander Flynn-Tabloff	0.20	Review, analyze revisions to asset purchase agreement.
06/06/23	Whitney Fogelberg	0.70	Telephone conference with A. Wirtz, K&E team re asset purchase agreement legal issues.
06/06/23	Diana Heriford	3.80	Revise bidding procedures motion.
06/06/23	Keyan Norman	1.00	Correspond with E. Balls re disclosure schedules (.2); review and revise disclosure schedules (.8).
06/06/23	Jeffrey S. Quinn	0.50	Review and analyze draft purchase agreement for bidders.
06/06/23	Gabrielle Christine Reardon	4.40	Review and revise bidding procedures motion (1.6); review and revise bidding procedures declaration (.8); review and revise bidding procedures order (2.0).
06/07/23	Emma Balls	0.50	Review and analyze asset purchase agreements drafts and draft lists of outstanding items.
06/07/23	Daniel S. Daines	1.10	Review and analyze open issues in asset purchase agreements and coordinate with W. Fogelberg, K&E team re same (.7); correspond with W. Fogelberg, K&E team and Greenhill re same (.4).
06/07/23	Diana Heriford	2.10	Research bidding procedures notice.
06/07/23	Gabrielle Christine Reardon	2.10	Review, analyze precedent re service of bidding procedures (.9); correspond with A. Wirtz re same (.2); correspond with W. Fogelberg re same (.1); correspond with A&M re same (.2); review and analyze non-disclosure agreements received from confidential parties (.7).

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06/07/23	Steve Toth	0.30	Analyze correspondence re filed asset purchase agreements.
06/07/23	Matthew J. Van Wagoner	4.00	Analyze data room (1.9); analyze disclosure schedules and outstanding items list (2.1).
06/08/23	Emma Balls	0.40	Draft disclosure schedules (.2); review and analyze documents for inclusion in disclosure schedules (.2).
06/08/23	Chris Ceresa	1.90	Conference and correspond with G. Reardon, K&E team re issues re sale/bidding procedures motion and declarations re same (1.0); review, analyze, revise same (.9).
06/08/23	Daniel S. Daines	1.40	Correspond with opposing counsel and with W. Fogelberg, K&E team re asset purchase agreement revisions (.3); review and revise disclosure schedules (1.1).
06/08/23	Whitney Fogelberg	1.50	Review and analyze issues re asset purchase agreements and open items on sale documents (1.2); correspond and conference with S. Toth and K&E team re same (.3).
06/08/23	Amila Golic	3.10	Review and analyze edits from counterparty to sale non-disclosure agreement (2.4); correspond with C. Ceresa, G. Reardon, counterparty, Company re same (.7).
06/08/23	Diana Heriford	0.80	Research bidding procedures motion notice.
06/08/23	Vladimir Khodosh, P.C.	0.50	Review and analyze IP schedules to asset purchase agreements.
06/08/23	Keyan Norman	2.30	Review and revise PGX asset purchase agreement (1.0); review and revise disclosure schedules (.7); review and analyze diligence materials (.6).
06/08/23	Matthew J. Van Wagoner	2.70	Analyze data room (1.0); analyze disclosure schedules and APAs (1.0); populate schedules (.7).
06/09/23	Chris Ceresa	0.70	Conference and correspond with G. Reardon, K&E team re issues re sale/bidding procedures motion and declarations re same (.2); review, analyze, revise same (.5).
06/09/23	Daniel S. Daines	2.00	Correspond with W. Fogelberg, K&E team re asset purchase agreement issues to finalize (.3); revise issues lists and drafts of asset purchase agreement (.5); review and revise disclosure schedules (1.2).

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06/09/23	Amila Golic	0.80	Correspond with Company, C. Ceresa, K&E team, potential bidders re revisions to non-disclosure agreements.
06/09/23	Diana Heriford	0.30	Correspond with G. Reardon, C. Ceresa re bidding procedures motion legal issues.
06/09/23	Keyan Norman	0.60	Review and analyze diligence in data room (.3); review and analyze disclosure schedules (.3).
06/09/23	Gabrielle Christine Reardon	2.40	Correspond with Greenhill re bidding procedures legal issues (.1); research precedent objections re bidding procedures (2.3).
06/09/23	Matthew J. Van Wagoner	3.00	Analyze data room (1.0); analyze disclosure schedules and outstanding items list (1.0); correspond with A. Wirtz, K&E team re same (1.0).
06/10/23	Daniel S. Daines	0.20	Correspond and coordinate with A&M re asset purchase agreement support schedules.
06/10/23	Whitney Fogelberg	0.70	Review and analyze issues re bidding procedures objections (.4); correspond with C. Ceresa, K&E team re same (.3).
06/12/23	Emma Balls	0.50	Review and revise disclosure schedules (.3); conference with K&E team re same (.2).
06/12/23	Chris Ceresa	0.70	Review, analyze materials re potential bid procedures issues.
06/12/23	Daniel S. Daines	1.60	Correspond and coordinate with A&M and K. Norman, K&E team re disclosure schedules and information schedules for asset purchase agreements (.3); telephone conference and coordinate with K. Norman re same (.2); review and revise asset purchase agreements open issues lists (.4); draft and revise disclosure schedules (.7).
06/12/23	Amila Golic	0.80	Review and analyze non-disclosure agreement edits from potential bidders (.6); correspond with C. Ceresa, K&E team, bidders re same (.2).

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06/12/23	Keyan Norman	2.50	Telephone conference with D. Daines re disclosure schedules (.2); review and revise disclosure schedules (.7); correspondence with A&M team re disclosure schedules (.1); telephone conference with M. Van Wagoner and A&M team re disclosure schedules (1.0); review and revise disclosure schedules (.5).
06/12/23	Gabrielle Christine Reardon	2.50	Research precedent re bidding procedures motion objections.
06/12/23	Matthew J. Van Wagoner	2.20	Analyze asset purchase agreement, data room and responsive folders re disclosure schedules.
06/13/23	Emma Balls	2.80	Review and analyze asset purchase agreements and draft list of outstanding issues (.6); conference re disclosure schedules with D. Daines and K&E team (.2); review and analyze data room items for inclusion on disclosure schedules (1.4); draft disclosure schedules (.6).
06/13/23	Daniel S. Daines	0.50	Correspond and telephone conferences with A&M and with K. Norman, E. Balls, K&E team re asset purchase agreement disclosure schedules and open questions re same.
06/13/23	Amila Golic	0.60	Review, analyze non-disclosure agreement from potential bidders.
06/13/23	Keyan Norman	1.50	Correspond with D. Daines and E. Balls re disclosure schedules (.5); conference with E. Balls re disclosure schedules (1.0).
06/13/23	Gabrielle Christine Reardon	0.50	Review and analyze bidding procedure objection precedent.
06/14/23	Emma Balls	2.60	Review and analyze items in data room for inclusion in disclosure schedules (1.3); conference with A&M and K. Norman, K&E team re disclosure schedules (1.0); telephone conference with C. Ceresa re disclosure schedules (.3).
06/14/23	Chris Ceresa	1.00	Review, analyze legal issues re bidding procedures and sale (.8); correspond with G. Reardon and K&E team re same (.2).
06/14/23	Chris Ceresa	0.60	Review, analyze sale non-disclosure agreement issues.

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06/14/23	Daniel S. Daines	0.50	Correspond and coordinate with K. Norman and K&E team re cure amounts and available contracts schedules (.2); review and analyze open asset purchase agreement data points with K. Norman (.3).
06/14/23	Amila Golic	1.00	Correspond with C. Ceresa, K&E team, potential bidder re non-disclosure agreement (.2); review, revise non-disclosure agreement from potential bidder (.8).
06/14/23	Keyan Norman	2.90	Telephone conference with M. Van Wagoner and A&M team re disclosure schedules (1.2); review and revise disclosure schedules (1.7).
06/14/23	Gabrielle Christine Reardon	0.90	Review and revise nondisclosure agreement with potential bidder (.5); correspond with C. Ceresa re same (.2); correspond with potential bidder re same (.2).
06/14/23	Matthew J. Van Wagoner	5.50	Analyze asset purchase agreements, disclosure schedules and data room (1.5); telephone conference with A&M, S. Winters, K&E team re asset purchase agreements and disclosure schedules (1.0); analyze outstanding disclosure schedules and applicable files in data room (1.7); begin contract review for applicable required consents and contravention related items (1.3).
06/15/23	Emma Balls	3.00	Conference with A&M and K. Norman, K&E team re disclosure schedules (.7); prepare for same (.5); review and analyze documents for inclusion on schedules (1.0); conference with A&M and correspondence with A&M and buyer counsel teams re purchase price allocation (.3); revise disclosure schedules (.5).
06/15/23	Chris Ceresa	1.00	Review, analyze legal issues re bidding procedures and sale (.8); correspond with G. Reardon and K&E team re same (.2).
06/15/23	Daniel S. Daines	1.70	Correspond and coordinate with C. Ceresa, K&E team re revised sale order (.1); review and revise draft asset purchase agreement disclosure schedules (.4); telephone conference and coordinate with E. Balls, K&E team and Greenhill re asset purchase agreement disclosure schedules population workflows (1.2).

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06/15/23	Paul Goldsmith	0.70	Review and analyze executory contracts re legal issues re sale schedules.
06/15/23	Amila Golic	0.50	Correspond with potential bidder re revisions to non-disclosure agreement.
06/15/23	Keyan Norman	1.90	Telephone conference with M. Van Wagoner and A&M re disclosure schedules (.5); review and revise purchase agreement (.6); draft contract review matrix (.2); correspond with M. Van Wagoner and A&M re disclosure schedules (.3); review and analyze material agreements for schedules (.3).
06/15/23	Gabrielle Christine Reardon	2.90	Review and analyze bidding procedure objection precedent (1.6); draft chart re same (1.3).
06/15/23	Gabrielle Christine Reardon	1.20	Correspond with Greenhill re contents of virtual data room (.1); review and revise nondisclosure agreement with potential bidder (.7); correspond with potential bidder re same (.2); correspond with Greenhill re revised nondisclosure agreement forms (.2).
06/15/23	Matthew J. Van Wagoner	3.70	Analyze asset purchase agreements, disclosure schedules and data room (1.0); telephone conference with A&M, S. Winters, K&E team re asset purchase agreements and disclosure schedules (1.0); analyze outstanding disclosure schedules and applicable files in data room (1.2); conference with E. Balls and K. Norman to analyze schedules, contract review and outstanding items re asset purchase agreement (.5).
06/16/23	Emma Balls	0.70	Review and analyze documents and correspondence for inclusion in disclosure schedules (.5); revise same (.2).
06/16/23	Chris Ceresa	0.90	Correspond with counsel re state tax issue re potential sale.
06/16/23	Chris Ceresa	0.50	Correspond with W. Fogelberg, K&E team re sale issues.

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06/16/23	Daniel S. Daines	1.00	Correspond and coordinate with Greenhill re filed versions of asset purchase agreements (.1); correspond and coordinate with A&M re tax payments to be assumed and purchase price allocation methodology (.4); review and analyze contract listing file produced by A&M for asset purchase agreement disclosure schedules (.5).
06/16/23	Whitney Fogelberg	3.70	Review and revise sale orders (2.2); review and analyze asset purchase agreements (1.1); correspond and conference with C. Ceresa and K&E team re sale orders (.4).
06/16/23	Amila Golic	3.10	Review and analyze precedent non-disclosure agreement (2.0); review and analyze revisions to same received from potential bidder (.9); correspond with C. Ceresa, G. Reardon re same (.2).
06/16/23	Keyan Norman	3.30	Telephone conference with M. Van Wagoner re disclosure schedules (.5); review and analyze available contracts schedule (1.8); review and revise disclosure schedules (1.0).
06/16/23	Gabrielle Christine Reardon	3.60	Review and analyze precedent objections re bidding procedures (2.2); draft summary re same (.9); finalize nondisclosure agreement with potential bidder (.2); correspond with potential bidder re same (.1); correspond with Greenhill re nondisclosure agreements with potential bidders (.2).
06/16/23	Matthew J. Van Wagoner	3.50	Analyze asset purchase agreements, disclosure schedules and data room (1.7); contract review for applicable required consents and contravention related items (1.8).
06/17/23	Whitney Fogelberg	3.30	Review and revise sale orders (2.5); correspond with C. Ceresa and K&E team re same (.8).
06/17/23	Amila Golic	0.90	Review and revise nondisclosure agreements for potential bidders (.7); correspond with C. Ceresa, potential bidders re same (.2).
06/18/23	Whitney Fogelberg	1.40	Review and revise reply re potential bidding procedures objections (1.0); correspond with C. Ceresa re same (.4).
06/18/23	Amila Golic	0.20	Correspond with potential bidder re revised nondisclosure agreement.

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06/18/23	Keyan Norman	1.00	Review and revise disclosure schedules (.5); review documents in data room (.5).
06/19/23	Emma Balls	0.90	Review and analyze documents and correspondence for inclusion in disclosure schedules (.5); conference with A&M re disclosure schedules (.4).
06/19/23	Chris Ceresa	0.30	Correspond with W. Fogelberg, K&E team re sale legal issues.
06/19/23	Daniel S. Daines	0.60	Correspond with bankers re purchase price allocation workstreams (.2); coordinate with K. Norman re disclosure schedules preparation (.2); correspond and coordinate with W. Fogelberg and K&E team re transaction workflows and asset purchase agreement drafting (.2).
06/19/23	Brandon King	0.30	Review and analyze diligence materials.
06/19/23	Keyan Norman	2.30	Review, analyze disclosure schedule (1.0); correspondence with D. Daines re the same (.5); review and revise disclosure schedules (.6); review documents in data room (.2).
06/19/23	Gabrielle Christine Reardon	1.60	Correspond with C. Ceresa re bidding procedure objection precedent (.3); review and analyze precedent replies in support bidding procedures (1.3).
06/19/23	Matthew J. Van Wagoner	4.20	Analyze asset purchase agreement, schedules and applicable documents in data room (2.2); analyze available contracts (2.0).
06/20/23	Emma Balls	4.00	Conference with A&M, D. Daines, K&E team re disclosure schedules (1.2); prepare for telephone conference re disclosure schedules (.8); conference with K. Norman, B. King and M. Van Wagoner re disclosure schedules (.4); review and analyze documents for inclusion in disclosure schedules (1.0); revise disclosure schedules (.6).

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06/20/23	Daniel S. Daines	1.30	Correspond and coordinate with E. Balls, K&E team re disclosure schedule drafting and data point follow-ups with bankers and with Company (.5); coordinate and correspond with A&M, W. Fogelberg, and K&E team re expense reimbursement terms (.2); correspond and coordinate with A&M and E. Balls, K&E team re asset purchase agreement available contracts issues (.2); telephone conference with bankers re disclosure schedules to asset purchase agreements (.4).
06/20/23	Whitney Fogelberg	3.20	Review and revise PGX sale order (2.3); correspond with C. Ceresa and K&E team re same (.4); correspond and conference with K&S re same (.5).
06/20/23	Paul Goldsmith	1.60	Prepare diligence materials in connection with potential sale (1.2); telephone conference with A&M re diligence procedures (.4).
06/20/23	Amila Golic	1.00	Prepare revised nondisclosure agreements for potential bidders (.7); correspond with potential bidders, C. Ceresa, G. Reardon re same (.3).
06/20/23	Brandon King	1.00	Review and analyze data room materials (.6); conference with K. Norman and E. Balls re the same (.4).
06/20/23	Keyan Norman	3.80	Review, analyze documents in data room (.8); review and revise disclosure schedules (.4); telephone conference with advisors re disclosure schedules (1.0); review and revise disclosure schedules (1.3); review documents in the data room (.3).
06/20/23	Gabrielle Christine Reardon	4.90	Draft reply in support of bidding procedures motion (3.8); research and analyze sale order precedent (1.1).
06/20/23	Matthew J. Van Wagoner	4.70	Analyze asset purchase agreement, schedules and data room (.7); telephone conference to discuss asset purchase agreement schedules with A&M team, K. Norman, and E. Balls (1.0); analyze data room and schedules (2.5); discuss disclosure schedule and data room review with B. King, K&E team (.5).

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06/21/23	Emma Balls	3.10	Review, analyze documents and correspondence in connection with disclosure schedules (1.4); revise disclosure schedules (1.3); conference and correspond with A&M team re disclosure schedules (.4).
06/21/23	Alex Bledsoe	1.90	Review, analyze contracts in data room (1.2); summarize findings (.7).
06/21/23	Chris Ceresa	3.70	Review, revise sale and bid procedures reply items and sale order (3.4); correspond with W. Fogelberg, K&E team re same (.3).
06/21/23	Daniel S. Daines	0.90	Correspond with A&M, W. Fogelberg, and K&E team re admin expenses calculation issues (.3); correspondence and coordination with W. Fogelberg and K&E team re asset purchase agreement drafting and disclosure schedule drafting issues (.6).
06/21/23	Whitney Fogelberg	1.10	Review and revise PGX sale order (.9); correspond with K&S re same (.2).
06/21/23	Brandon King	3.50	Review and analyze material contracts re asset purchase agreement schedules.
06/21/23	Keyan Norman	0.70	Conference with D. Daines and E. Balls re disclosure schedules (.3); review, analyze correspondence re purchase agreement (.4).
06/21/23	Gabrielle Christine Reardon	1.50	Research re precedent bidding procedure declarations (.6); research re precedent bidding procedures replies (.9).
06/21/23	Matthew J. Van Wagoner	1.70	Analyze CROA Claim issues re sale (.5); conference with C. McGushin re same (.5); analyze asset purchase agreement (.7).
06/22/23	Emma Balls	0.90	Conference with D. Daines, K&E team re disclosure schedules (.3); revise disclosure schedules (.3); review, analyze documents in connection with disclosure schedules (.3).
06/22/23	Alex Bledsoe	1.50	Review, analyze contracts in data room (.7); draft summary of findings re same (.8).
06/22/23	Chris Ceresa	4.20	Review, revise sale and bid procedures materials (3.9); correspond with K&E team re same (.3).

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06/22/23	Daniel S. Daines	1.30	Conference with E. Balls, K&E team and A&M to review asset purchase agreement disclosure schedules (1.1); telephone conference with C. Ceresa, K&E team to discuss open asset purchase agreement drafting items (.2).
06/22/23	Brandon King	0.80	Review and analyze material contracts.
06/22/23	Michael William Morgan	0.60	Review, analyze a contract for material provisions (.5); correspond with M. Van Wagoner re scope of review (.1).
06/22/23	Keyan Norman	1.80	Telephone conference with advisors re disclosure schedules issues (1.0); review, analyze disclosure schedules (.3); conference with M. Van Wagoner and E. Balls re open diligence items (.5).
06/22/23	Gabrielle Christine Reardon	2.30	Revise nondisclosure agreement tracker (.8); review and revise bidding procedure reply (1.3); review and revise sale order (.2).
06/22/23	Matthew J. Van Wagoner	3.50	Analyze asset purchase agreement, schedules and data room (1.3); telephone conference discussing schedules with A&M team, K. Norman and E. Balls (.5); analyze data room for available contracts and applicable provisions relating to the asset purchase agreement (1.7).
06/22/23	Spencer A. Winters	1.30	Review and analyze issues re sale process (.8); correspond and telephone conferences with W. Fogelberg, K&E team re same (.5).
06/23/23	Emma Balls	0.50	Conference with D. Daines, K&E team re disclosure schedules (.2); revise disclosure schedules re same (.3).
06/23/23	Chris Ceresa	3.90	Review, revise sale and bid procedures reply and sale order (3.6); correspond with W. Fogelberg, K&E team re same (.3).
06/23/23	Daniel S. Daines	2.40	Review and analyze sale order revisions (.4); conference with E. Balls re disclosure schedules workstreams and open data needed from Company and bankers (1.0); review, analyze certain contracts for disclosure schedules (1.0).

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06/23/23	Whitney Fogelberg	2.60	Review and analyze issues re sale orders (1.1); review and analyze asset purchase agreements (.8); correspond with C. Ceresa re sale process (.4); conference with K&S re U.S. Trustee objection to bidding procedures motion (.3).
06/23/23	Brandon King	0.30	Review and analyze material contracts re legal issues.
06/23/23	Gabrielle Christine Reardon	2.40	Correspond with C. Ceresa re nondisclosure agreements for sale process (.2); review and revise sale order re Progrexion (1.4); research re precedent sale orders for law firms (.8).
06/23/23	Steve Toth	0.90	Analyze revised sale order (.6); draft comments and correspondence re same (.3).
06/23/23	Matthew J. Van Wagoner	3.20	Analyze asset purchase agreement, schedules and data room related to drafting and revising schedules.
06/23/23	Spencer A. Winters	0.50	Review and analyze issues re sale process, case status (.3); correspond with W. Fogelberg, K&E team re same (.2).
06/25/23	Whitney Fogelberg	1.90	Review and analyze sale issues (.7); review and revise sale orders (1.2).
06/26/23	Emma Balls	2.50	Review diligence documents in connection with disclosure schedules (1.3); revise disclosure schedules (.7); conference and correspond with banker re disclosure schedule items (.3); conference and correspond with D. Daines, K&E team re disclosure schedule items (.2).
06/26/23	Vladimir Khodosh, P.C.	0.80	Coordinate IP schedule revisions (.2); review asset purchase agreement re IP legal issues (.6).
06/26/23	Brandon King	0.70	Review and analyze material contracts re asset purchase agreement schedules.
06/26/23	Gabrielle Christine Reardon	3.70	Review and revise bidding procedures order (.2); review and revise sale order re Lexington Law (1.8); review and revise bidding procedures reply (.2); review and analyze nondisclosure agreement with confidential party (1.5).
06/26/23	Thao Thai	1.20	Review, analyze disclosure schedules.
06/26/23	Susan Zablocki	0.50	Review, analyze documents in data room.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Emma Balls	2.10	Review, analyze diligence items re disclosure schedules (.9); revise disclosure schedules (.4); conference with D. Daines and K&E team re purchase agreements and outstanding items (.3); draft list of open items to purchase agreement (.3); conference with D. Daines, K&E team re outstanding diligence requests (.2).
06/27/23	Alex Bledsoe	0.40	Review, analyze documents in data room.
06/27/23	Chris Ceresa	3.80	Review, revise sale-related pleadings (2.3); analyze legal issues re same (.4); review and analyze non-disclosure agreement issues re sale process (.8); correspond with G. Reardon, K&E team re same (.3).
06/27/23	Daniel S. Daines	1.90	Analyze deal correspondence with Company counsel, E. Balls, and K&E team (.3); review and analyze revised bidding procedures order draft (.1); correspond and consult with Lenders' counsel re asset purchase agreement issues open (.3); correspond and coordinate with bankers re disclosure schedules to asset purchase agreements (.2); review and analyze disclosure schedules drafts (.5); correspond and coordinate with W. Fogelberg, K&E team re insider avoidance actions treatment and related revisions to stalking horse asset purchase agreements (.5).
06/27/23	Vladimir Khodosh, P.C.	0.80	Coordinate disclosure schedule revisions.
06/27/23	Brandon King	2.20	Review and analyze material contracts re asset purchase agreement schedules.
06/27/23	Keyan Norman	0.20	Review, analyze correspondence re asset purchase agreements and schedule.
06/27/23	Gabrielle Christine Reardon	0.90	Review and revise sale orders re Lexington Law and PGX (.2); correspond with W. Fogelberg re same (.1); correspond with K&S re same (.1); correspond with counsel for Capitol Indemnity re same (.1); review and revise nondisclosure agreement re confidential party (.3); correspond with confidential party re same (.1).
06/27/23	Thao Thai	2.70	Review, analyze disclosure schedules re legal issues.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Matthew J. Van Wagoner	5.20	Analyze CROA claim (.6); analyze asset purchase agreement and applicable schedules re claims (1.3); analyze data room and applicable claims asset purchase agreement schedules issues (2.0); revise applicable schedules (1.3).
06/27/23	Spencer A. Winters	1.40	Review and analyze issues re sale process and strategy (.7); correspond and telephone conferences with W. Fogelberg, K&E re same (.7).
06/27/23	Susan Zablocki	1.50	Review, analyze, comment on draft disclosure schedules to asset purchase agreement.
06/28/23	Emma Balls	0.40	Conference and correspondence with D. Daines, K&E team re disclosure schedules and outstanding purchase agreement items (.2); review documents for inclusion in disclosure schedules (.2).
06/28/23	Alex Bledsoe	2.00	Review, analyze documents in data room (1.5); draft summary of findings re same (.5).
06/28/23	Chris Ceresa	1.60	Review, revise sale-related pleadings (.6); analyze legal issues re same (.2); review and analyze nondisclosure agreement issues re sale process (.6); correspond with A. Golic, K&E team re same (.2).
06/28/23	Daniel S. Daines	0.30	Correspond with K&S, W. Fogelberg, K&E team re asset purchase agreement open items (.1); correspond with Young Conway re purchase price allocation methodology (.2).
06/28/23	Keyan Norman	0.20	Review, analyze correspondence re litigation description in disclosure schedules.
06/28/23	Gabrielle Christine Reardon	5.00	Research precedent re claims language in sale order (3.5); revise sale order language (.3); review and analyze non-disclosure agreement revisions from confidential party (.2); correspond with C. Ceresa, A. Golic re same (.1); research re timeline for sale process (.6); draft correspondence re same (.3).
06/28/23	Spencer A. Winters	2.40	Review and analyze issues re sale process and strategy (1.3); correspond and telephone conferences with W. Fogelberg, K&E team re same (1.1).
06/29/23	Emma Balls	0.60	Conference with C. Ceresa and A&M re insertion orders (.4); conference with D. Daines re same (.2).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/23	Chris Ceresa	0.60	Review, revise sale-related pleadings (.3); analyze legal issues re same (.1); review and analyze nondisclosure agreement issues re sale process (.1); correspond with A. Golic, K&E team re same (.1).
06/29/23	Daniel S. Daines	0.70	Telephone conference with E. Balls, K&E team and bankers re disclosure schedules and insertion orders.
06/29/23	Daniel S. Daines	0.20	Telephone conference and correspond with W. Fogelberg, K&E team and opposing counsel re asset purchase agreement drafting process.
06/29/23	Gabrielle Christine Reardon	1.10	Telephone conference with C. Ceresa re sale process timeline (.2); review and revise summary re same (.2); correspond with W. Fogelberg re same (.1); correspond with confidential party re nondisclosure agreement revisions (.6).
06/29/23	Spencer A. Winters	1.30	Review and analyze legal issues re sale strategy.
06/30/23	Emma Balls	0.20	Conference with D. Daines re disclosure schedule items.
06/30/23	Daniel S. Daines	0.20	Correspond and coordinate with W. Fogelberg, K&E team re open legal issues re asset purchase agreements.
06/30/23	Brandon King	1.20	Review and analyze material contracts re asset purchase agreement schedules.
06/30/23	Keyan Norman	0.30	Review, analyze correspondence re asset purchase agreements.
06/30/23	Gabrielle Christine Reardon	0.20	Correspond with W. Fogelberg re sale process timeline.
07/01/23	Gabrielle Christine Reardon	0.80	Research re sales related issues (.5); draft correspondence to C. Ceresa re same (.3).
07/03/23	Chris Ceresa	0.30	Correspond with G. Reardon, K&E team re legal issues re confidentiality agreement.
07/03/23	Gabrielle Christine Reardon	0.10	Correspond with Greenhill re discussion with confidential party re non-disclosure agreement.
07/04/23	Gabrielle Christine Reardon	2.30	Review and analyze non-disclosure agreement from confidential party.
07/05/23	Emma Balls	0.50	Conference with K. Norman and third party advisors re disclosure schedules.

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07/05/23	Chris Ceresa	3.20	Review, analyze proposed revisions to sale orders (1.7); same re confidentiality agreements (1.0); correspond with G. Reardon and K&E team re same (.5).
07/05/23	Daniel S. Daines	0.40	Correspond and coordinate with A. Wirtz, K&E team re asset purchase agreement (.2); correspond and coordinate with lenders' counsel re asset purchase agreement (.2).
07/05/23	Amila Golic	0.10	Correspond with C. Ceresa, K&E team re status of non-disclosure agreement review.
07/05/23	Gabrielle Christine Reardon	1.40	Review and analyze non-disclosure agreement from confidential party (.7); correspond with C. Ceresa re same (.1); review and revise sale orders (.3); correspond with C. Ceresa, W. Fogelberg re same (.3).
07/05/23	Matthew J. Van Wagoner	3.70	Review, analyze outstanding items re PGX and LL asset purchase agreement (1.3); analyze list and work streams with K. Norman and D. Daines (.4); revise respective asset purchase agreement and disclosure schedules (2.0).
07/05/23	Spencer A. Winters	1.30	Review and analyze issues re asset sale and case strategy (.8); correspond and telephone conferences with D. Daines, K&E team re same (.5).
07/05/23	Alison Wirtz	0.40	Correspond and conference with Greenhill team re status and outstanding items on sale process (.3); correspond with C. Ceresa, K&E team re status of sale NDAs (.1).
07/06/23	Emma Balls	2.90	Revise purchase agreements (.7); correspond with D. Daines re same (.3); conference with K&S and D. Daines re purchase agreements and disclosure schedules (.7); review and analyze same in preparation for conference (.6); review and analyze items re disclosure schedules (.6).
07/06/23	Chris Ceresa	0.80	Correspond with G. Reardon, K&E team re legal issues re confidentiality agreement.

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07/06/23	Daniel S. Daines	1.50	Telephone conference and correspond with S. Winters, K&E team re asset purchase agreement workflows (.2); conference and coordinate with E. Balls, K&E team re asset purchase agreement revisions and asset purchase agreement disclosure schedules revisions (.5); telephone conference with lender counsel re asset purchase agreement (.3); review and analyze asset purchase agreement and related documents re open data points (.5).
07/06/23	Keyan Norman	0.30	Correspond with M. Van Wagoner and D. Daines re asset purchase agreement.
07/06/23	Gabrielle Christine Reardon	0.90	Correspond with K&S re sale order (.4); review and revise non-disclosure agreement with confidential party (.4); correspond with witness re bid procedures hearing date (.1).
07/06/23	Matthew J. Van Wagoner	5.00	Revise PGX and LL asset purchase agreement in accordance with outstanding items list (2.4); revise asset purchase agreement with Avoidance Action language (2.6).
07/07/23	Chris Ceresa	0.10	Review, analyze legal issues re sale process.
07/07/23	Keyan Norman	0.20	Review and analyze correspondence re asset purchase agreement.
07/07/23	Gabrielle Christine Reardon	0.30	Revise non-disclosure agreements with confidential parties for final review.
07/07/23	Matthew J. Van Wagoner	6.50	Analyze precedent and PGX asset purchase agreement for avoidance action language mechanics (3.7); revise asset purchase agreement (2.4); correspond with D. Daines and C. Ceresa re same (.4).
07/08/23	Spencer A. Winters	0.50	Telephone conference with debtor advisors re UCC discussions (.3); review and analyze issues re same (.2).
07/09/23	Daniel S. Daines	0.20	Correspond with A&M re status of discussions re potential TSA.
07/10/23	Emma Balls	0.60	Review and analyze items and correspondence in connection with purchase agreements (.3); revise same (.3).
07/10/23	Chris Ceresa	2.00	Review, revise bid procedures order and draft reply pleadings (1.1); analyze legal issues re same (.7); correspond with G. Reardon and K&E team re same (.2).

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07/10/23	Daniel S. Daines	0.80	Telephone conference with M. Van Wagoner re revisions to asset purchase agreement per C. Ceresa, review and analyze same.
07/10/23	Keyan Norman	2.30	Attention to disclosure schedules (1.4); review, analyze documents in data room (.9).
07/10/23	Gabrielle Christine Reardon	0.90	Review and revise non-disclosure agreement with confidential party (.7); correspond with confidential party re same (.2).
07/10/23	Matthew J. Van Wagoner	4.50	Analyze data room and applicable schedules and APAs (2.5); revise schedules and APA (1.2); correspond with D. Daines re same (.8).
07/11/23	Emma Balls	2.10	Conference with K. Norman re outstanding transaction items (.6); conference with D. Daines and K. Norman re disclosure schedules and outstanding purchase agreement items (.6); draft list of outstanding schedule and purchase agreement items and correspondence re same (.9).
07/11/23	Chris Ceresa	2.40	Review, revise bid procedures order and draft reply pleadings (1.8); analyze legal issues re same (.4); correspond with G. Reardon and K&E team re same (.2).
07/11/23	Daniel S. Daines	3.50	Correspond with A&M re disclosure schedules (.4); correspond with W. Fogelberg re revised asset purchase agreement and disclosure schedules for UCC review (.1); review and revise disclosure schedules (.6); provide annotations for opposing counsel review and follow up re same (.4); review and analyze edits to Sale Order (.1); draft and revise asset purchase agreement re transfer of avoidance actions (.2); correspond and coordinate with Greenhill re PGX asset purchase agreement and disclosure schedule drafts (.2); telephone conference with C. Ceresa re contracts disclosure issues and follow up with A&M re same (.3); further review and revise asset purchase agreement (.9); correspond with M. Van Wagoner re same (.3).
07/11/23	Whitney Fogelberg	1.20	Correspond with D. Daines and K&E team re purchase agreement status (.4); review and revise schedules re purchase agreements (.8).

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07/11/23	Keyan Norman	3.00	Conference with D. Daines re asset purchase agreement (.5); conference with M. Van Wagoner re disclosure schedules (.5); review and revise disclosure schedules (1.5); correspond with M. Van Wagoner re same (.5).
07/11/23	Gabrielle Christine Reardon	1.50	Correspond with W. Fogelberg, K&E team re sale deadlines (.2); correspond with KCC re sale notice service (.3); research re service issues (.9); review, analyze Progrexion sale order (.1).
07/11/23	Steve Toth	0.20	Correspond with D. Daines re asset purchase agreement and status.
07/11/23	Matthew J. Van Wagoner	7.20	Analyze asset purchase agreement, schedules and data room for internal conference (1.3); conference with D. Daines, E. Balls and K. Norman re schedules and outstanding asset purchase agreement items (.5); analyze PGX sale order (.7); revise schedules and analyze data room (2.4); analyze and revise asset purchase agreement as discussed with D. Daines (2.3).
07/12/23	Emma Balls	1.50	Review and analyze issues re disclosure schedules and purchase agreement (.8); revise same (.7).
07/12/23	Chris Ceresa	2.00	Review, analyze contracts for sale-related legal issues.
07/12/23	Chris Ceresa	3.40	Review, revise bid procedures order and draft reply pleadings (2.7); analyze legal issues re same (.4); correspond with G. Reardon and K&E team re same (.3).

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07/12/23	Daniel S. Daines	2.50	Correspond with W. Fogelberg and K&E team re revisions to draft PGX and LL asset purchase agreement (.6); review and revise further edits to same (.6); review and revise asset purchase agreement disclosure schedules and coordinate with K. Norman re same (.5); correspond and telephone conferences with A&M re contract notices and contract scheduling for asset purchase agreement disclosure schedules (.4); telephone conference with C. Ceresa re asset purchase agreement disclosure schedules and correspondence with UCC (.2); telephone conference with M. Van Wagoner re deal process (.2).
07/12/23	Richard U. S. Howell, P.C.	1.70	Review, analyze correspondence and other materials re litigation strategy re objections to bidding procedures and DIP motion.
07/12/23	Keyan Norman	4.60	Review and analyze correspondence re asset purchase agreement (.2); review and revise Lexington law disclosure schedules (.6); review and analyze issues re disclosure schedules (.8); correspond with A&M team re disclosure schedules (.2); draft correspondence re the same (.5); review and analyze documents in dataroom (.5); review and revise disclosure schedules (1.3); review and revise Lexington law asset purchase agreement (.5).
07/12/23	Gabrielle Christine Reardon	2.20	Review, analyze asset purchase agreements re schedule of cure amounts (.4); review and revise sale timeline (.6); research re precedent cure notice filings (.3); correspond with counsel to confidential party re non-disclosure agreement (.1); research precedent re schedule of contracts to asset purchase agreement (.8).
07/12/23	Steve Toth	0.20	Analyze and respond to correspondence re tax matters.

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07/12/23	Matthew J. Van Wagoner	9.00	Analyze and revise LL asset purchase agreement and disclosure schedules (2.1); analyze outstanding disclosure schedules (2.4); telephone conference with C. Ceresa re defined terms in the asset purchase agreement (.2); analyze and revise PGX asset purchase agreement and schedules (2.7); correspond with K&S re same (.1); analyze and revise LL asset purchase agreement and schedules (1.5).
07/13/23	Emma Balls	0.30	Conference with K. Norman re disclosure schedule items.
07/13/23	Chris Ceresa	5.50	Review, revise bid procedures order and draft reply pleadings (3.2); analyze legal issues re same (2.0); correspond with G. Reardon and K&E team re same (.3).
07/13/23	Daniel S. Daines	1.20	Review and revise PGX and LL disclosure schedules (.5); correspond with M. Van Wagoner and K&E team and buyers' counsel re same (.3); correspond with C. Ceresa re further edits to LL asset purchase agreement (.4).
07/13/23	Daniel S. Daines	2.70	Correspond with buyer counsel re LL asset purchase agreement revisions and disclosure schedules (.1); coordinate and correspond with M. Van Wagoner and K&E team re revisions to LL asset purchase agreement and LL disclosure schedules (.7); correspond with S. Toth, G. Reardon and K&E team re lender counsel revisions to sale order (.3); correspond with A&M team to review and revise PGX disclosure schedules (1.1); telephone conference with C. Ceresa re contract timelines (.5).
07/13/23	Amila Golic	1.10	Revise non-disclosure agreement for execution (.9); correspond with potential bidder re same (.2).
07/13/23	Richard U. S. Howell, P.C.	3.20	Draft and review correspondence re potential objections to DIP and bidding procedures motions (2.7); review, analyze additional materials to develop litigation strategy re same (.5).

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07/13/23	Keyan Norman	5.10	Telephone conference with M. Van Wagoner re disclosure schedules (1.3); review and revise asset purchase agreements (.2); review and revise disclosure schedules (2.0); review and analyze benefit plans of Lexington law (.6); review and analyze documents in dataroom (.5); correspond with D. Daines re disclosure schedules (.3); draft correspondence re schedules (.2).
07/13/23	Gabrielle Christine Reardon	1.40	Review, revise sale process timeline (.5); research local rules re assumption and assignment procedures (.8); correspond with C. Ceresa re same (.1).
07/13/23	Steve Toth	0.20	Analyze revised sale order.
07/13/23	Matthew J. Van Wagoner	4.50	Analyze Alvarez and Marsal's response to schedule requests (1.1); analyze and revise respective APAs and disclosure schedules (3.4).
07/14/23	Chris Ceresa	5.60	Review, revise bid procedures order and draft reply pleadings (3.2); analyze legal issues re same (1.6); correspond with G. Reardon and K&E team re same (.8).
07/14/23	Daniel S. Daines	1.00	Correspond with C. Ceresa and K&E team re edits to LexLaw asset purchase agreement (.3); correspond and coordinate with Lenders' counsel re updates to Seller Disclosure Schedules for PGX asset purchase agreement (.2); continue to draft and revise asset purchase agreement and disclosure schedules (.4); correspond with Company re permit expiration and surety bond disclosure issues (.1).
07/14/23	Keyan Norman	1.00	Review and revise Lexington Law asset purchase agreement and disclosure schedules (.9); correspond with D. Daines re same (.1).

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07/14/23	Gabrielle Christine Reardon	4.10	Telephone conference with C. Ceresa re bidding procedures reply (.2); review, analyze bidding procedures re discretionary provisions (.9); correspond with Company re quantum of new clients (.2); review, analyze, revise bidding procedures order (.7); review and revise contract assumption notice (.4); review and revise notice of sale (.3); correspond with Greenhill re revised bidding procedure order (.2); research re bidding procedure precedent (1.2).
07/14/23	Matthew J. Van Wagoner	7.00	Analyze and revise PGX APA and schedules (2.2); correspond with K&S re same (.1); analyze and revise LL schedules (1.9); correspond with YCST re comment re same (.2); correspond with K. Norman and D. Daines re comments and edits from C. Ceresa, K&E team (.3); correspond with client re disclosure requests and confirmation (.4); revise schedules and analyze disclosures (1.9).
07/15/23	Chris Ceresa	4.30	Review, revise bid procedures order and draft reply pleadings (3.2); analyze legal issues re same (.8); correspond with G. Reardon and K&E team re same (.3).
07/15/23	Whitney Fogelberg	1.30	Review and revise bidding procedures reply.
07/15/23	Gabrielle Christine Reardon	4.50	Research precedent re bidding procedures reply (2.1); review and revise same (2.4).
07/16/23	Chris Ceresa	0.30	Review, revise draft reply ISO bidding procedures.
07/16/23	Whitney Fogelberg	1.90	Review and revise bidding procedures reply (1.2); telephone conference with C. Ceresa re same (.7).
07/16/23	Richard U. S. Howell, P.C.	0.50	Review, analyze correspondence and other materials to develop trial strategy re objections to bidding procedures and DIP.
07/17/23	Emma Balls	0.30	Conference with D. Daines re purchase agreements and disclosure schedule items.
07/17/23	Chris Ceresa	5.10	Review, revise draft reply ISO bidding procedures (3.9); further revise same (1.2).

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07/17/23	Richard U. S. Howell, P.C.	3.20	Participate in portions of deposition preparation sessions (1.2); review, analyze materials in advance of depositions re DIP motion and bid procedures motion (1.4); review, analyze Committee objection to DIP motion and bidding procedures (.4); draft correspondence re same (.2).
07/17/23	Keyan Norman	1.80	Telephone conference with D. Daines and M. Van Wagoner re disclosure schedules and purchase agreement (.5); review and revise purchase agreement (.4); review and analyze correspondence re same (.6); correspond with M. Van Wagoner re asset purchase agreement and disclosure schedules (.3).
07/17/23	Gabrielle Christine Reardon	4.90	Correspond with C. Ceresa re non-disclosure agreements (.2); review, analyze Committee objection to bidding procedure motion (.4); correspond with Greenhill re overbid amount (.1); research, review, analyze precedent re bidding procedures and Committee objection (3.5); correspond with C. Ceresa re same (.1); research re good faith findings (.6).
07/17/23	Matthew J. Van Wagoner	4.00	Correspond with D. Daines and K. Norman re asset purchase agreement, schedules and data room (.6); analyze data room, schedules and asset purchase agreement re outstanding items that need PGX's input (1.4); correspond with client re applicable disclosures (.5); correspond with C. Ceresa re status of asset purchase agreement and schedules (.4); analyze and revise applicable schedules (1.1).
07/18/23	Emma Balls	0.40	Review and analyze documents re disclosure schedules and purchase agreement review.
07/18/23	Chris Ceresa	7.00	Review, revise draft reply ISO bidding procedures (3.9); further revise same (3.1).
07/18/23	Daniel S. Daines	3.10	Review and analyze allocation methodology issues with M. Van Wagoner and finalize (.2); correspond with Company and with M. Van Wagoner re taxes to be assumed by buyer under asset purchase agreement (.1); review and revise asset purchase agreement disclosure schedules (2.1); correspond with M. Van Wagoner and K. Norman re same (.7).

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07/18/23	Amila Golic	0.30	Review and analyze counterparty's edits to non-disclosure agreement.
07/18/23	Richard U. S. Howell, P.C.	2.50	Participate in portions of witness preparation sessions for depositions (1.0); review, analyze materials in advance of depositions in connection with DIP and bidding procedures motions (1.1); draft and review correspondence re same (.4).
07/18/23	Casey McGushin	0.70	Review and revise draft replies for DIP and Bid Procedures.
07/18/23	Keyan Norman	2.00	Correspond with D. Daines re dataroom (.2); correspond with D. Daines, K&E team re disclosure schedules (.5); review and revise disclosure schedules (.3); correspond with C. Ceresa re disclosure schedules and asset purchase agreement (.3); review and analyze correspondence re disclosure schedules and asset purchase agreement (.7).
07/18/23	Gabrielle Christine Reardon	5.90	Review, analyze bidding procedures reply (.6); review, revise bidding procedures (1.2); review, revise bidding procedures reply (1.6); research re good faith findings (1.1); research re bidding procedures and avoidance actions (.6); correspond with Klehr re filing of revised bidding procedures order (.2); draft publication notice re same (.4); correspond with S. Golden re same (.2).
07/18/23	Matthew J. Van Wagoner	7.00	Revise applicable schedules (PGX and LL) (1.3); analyze attachments to schedules and revise with K. Norman (.8); analyze tax attachments for assumed benefits schedules (.8); analyze and revise allocation methodology to APAs (1.0); analyze and discuss litigation tracker (.5); correspond with K&S team re timing on comments to APA and schedules (.2); correspond with YCST re assumed tax liabilities attachment (.4); correspond with C. Ceresa, K&E team re APA and schedule update (.5); analyze and revise assumed tax liabilities schedule and attachment for PGX (.8); correspond with K&S re same (.2); correspond with C. Ceresa, K&E team re timing and revisions to APAs and schedules (.5).

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07/19/23	Chris Ceresa	2.00	Review, revise draft reply ISO bidding procedures.
07/19/23	Susan D. Golden	0.50	Coordinate publication of Sale Notice in New York Times.
07/19/23	Richard U. S. Howell, P.C.	2.30	Review and analyze strategy, materials re contested bidding procedures and DIP hearing (1.3); draft and review correspondence re same (1.0).
07/19/23	Keyan Norman	1.80	Review and revise disclosure schedules (1.0); review asset purchase agreements (.2); draft bill of sale (.6).
07/19/23	Gabrielle Christine Reardon	3.30	Review, revise bidding procedures order (.8); correspond with C. Ceresa re same (.2); correspond with Klehr re same (.2); draft talking points re bidding procedures (1.5); correspond with S. Golden re publication notice (.2); revise tracker re contract assumption timeline (.4).
07/19/23	Matthew J. Van Wagoner	8.50	Correspond with D. Daines, K. Norman and A&M re schedules, attachments, available contracts, cure amounts and asset purchase agreement time-line (2.5); analyze assumed tax liabilities schedule (1.5); draft and analyze bill of sale, assignment of assumption agreement (1.8); analyze and revise PGX disclosure schedules (.8); revise applicable attachments (1.2); correspond with PGX buyers' counsel re same (.1); draft outstanding items checklist re PGX asset purchase agreement and (.6).
07/20/23	Chris Ceresa	1.40	Review, revise draft reply ISO bidding procedures.
07/20/23	Amila Golic	0.80	Review and analyze counterparty's edits to non-disclosure agreement (.6); correspond with C. Ceresa and G. Reardon re same (.2).
07/20/23	Richard U. S. Howell, P.C.	2.50	Draft and review correspondence re open issues for DIP and bidding procedures hearing (1.4); telephone conference with C. McGushin re same (.2); review, analyze materials to prepare for depositions re DIP and bidding procedures motion (.9).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/20/23	Keyan Norman	1.30	Correspond with M. Van Wagoner re disclosure schedules (.5); review and revise Lexington law disclosure schedules (.3); review and revise Lexington law bill of sale (.5).
07/20/23	Gabrielle Christine Reardon	0.10	Correspond with confidential party re non-disclosure agreement.
07/20/23	Matthew J. Van Wagoner	2.00	Review, analyze comments to asset purchase agreement, schedules, and exhibits from LL Buyer's counsel (1.5); correspond with C. Ceresa, K&E team re timeline and deadlines (.5).
07/21/23	Chris Ceresa	1.80	Review, revise draft reply ISO bidding procedures.
07/21/23	Amila Golic	0.50	Revise non-disclosure agreement (.4); correspond with counterparty re same (.1).
07/21/23	Richard U. S. Howell, P.C.	2.20	Review, analyze portions of deposition transcripts and related materials in preparation for contested hearing re bidding procedures and DIP (1.5); prepare and review correspondence re open issues for DIP and bidding procedures motions (.7).
07/21/23	Chad J. Husnick, P.C.	0.50	Correspond with A. Wirtz, K&E team re alternative sale proposal and next steps.
07/21/23	Gabrielle Christine Reardon	2.00	Prepare for telephone conference with confidential party re non-disclosure agreement (.6); telephone conference with confidential party re same (.5); correspond with C. Ceresa re same (.6); review, analyze bidding procedures (.2); correspond with C. Ceresa re same (.1).
07/21/23	Matthew J. Van Wagoner	2.50	Correspond with A&M team regarding asset purchase agreement and schedules (.3); revise transactional documents accordingly (1.8); correspond with K. Norman re same (.4).
07/21/23	Alison Wirtz	0.60	Conference with Greenhill team, advisors re possible sale transaction.
07/22/23	Richard U. S. Howell, P.C.	0.20	Review, analyze correspondence from C. McGushin re preparation for final DIP and bidding procedures hearing.
07/22/23	Keyan Norman	0.30	Correspond with M. Van Wagoner re asset purchase agreements (.1); review and analyze asset purchase agreement (.2).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050083575
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/22/23	Alison Wirtz	1.60	Conference with Greenhill team, advisors re possible sale transaction (.6); review and analyze issues re same (.7); correspond with Greenhill team re same (.3).
07/23/23	Daniel S. Daines	0.40	Correspond with A&M re asset purchase agreement working capital mechanics (.2); review and analyze asset purchase agreement language re same (.2).
07/23/23	Paul Goldsmith	0.30	Review and prepare responses to diligence requests.
07/24/23	Chris Ceresa	3.70	Draft, revise talking points re bidding procedures motion, order, and reply (1.8); draft, revise summary of legal arguments (.6); draft, revise summary of factual issues re same (.4); review, analyze bidding procedures motion, order, objections, and reply re legal issues (.4); review and comment on non-disclosure agreement issues list (.3); correspond with A. Golic, K&E team re same (.2).
07/24/23	Daniel S. Daines	1.10	Correspond with A&M and C. Ceresa re post-petition contracts to list in asset purchase agreement disclosure schedules (.3); correspond with A&M team re asset purchase agreement provisions open for negotiation and assumed liabilities issues (.2); review and analyze certain asset purchase agreement terms and negotiation correspondence re assumed liabilities issues (.6).
07/24/23	Amila Golic	1.50	Review and analyze counterparty non-disclosure agreement revisions.
07/24/23	Richard U. S. Howell, P.C.	0.50	Draft correspondence re open litigation issues in advance of final DIP and bidding procedures hearing.
07/24/23	Keyan Norman	0.30	Review and revise disclosure schedules.
07/24/23	Gabrielle Christine Reardon	0.50	Correspond with C. Ceresa re nondisclosure agreement (.1); review and revise same (.3); correspond with confidential party re same (.1).
07/25/23	Emma Balls	0.20	Conference with M. Van Wagoner re prior purchase agreement drafts.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050083575
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/25/23	Chris Ceresa	2.70	Draft, revise talking points re bidding procedures motion, order, and reply (1.8); draft, revise summary of legal and factual issues re same (.4); review, analyze bidding procedures motion, order, objections, and reply re legal issues (.3); review and comment on non-disclosure agreement issues list (.1); correspond with A. Golic, K&E team re same (.1).
07/25/23	Daniel S. Daines	1.60	Review and analyze revisions to asset purchase agreement in response to UCC diligence request (.6); correspond with C. Ceresa re same (.2); telephone conference with C. Ceresa re same (.2); telephone conferences with M. Van Wagoner and K. Norman re asset purchase agreement signing process and open disclosure schedule issues (.4); telephone conference with A&M team re disclosure schedule production (.2).
07/25/23	Chad J. Husnick, P.C.	1.50	Prepare for bid procedures hearing (.6); correspond and conference with A. Wirtz, K&E team, other advisors re same (.9).
07/25/23	Vladimir Khodosh, P.C.	0.50	Review and analyze issues re proof of perfection document.
07/25/23	Keyan Norman	3.00	Conference with M. Van Wagoner re schedules and asset purchase agreement (.5); review and revise disclosure schedules (.5); review and analyze correspondence re disclosure schedules (.3); conference with M. Van Wagoner re disclosure schedules (.2); review and revise asset purchase agreement (1.3); conference with M. Van Wagoner re same (.2).
07/25/23	Gabrielle Christine Reardon	0.70	Review, revise bidding procedures talking points (.3); review, revise nondisclosure agreement tracker (.4).
07/25/23	Hayley Smith	1.00	Review, analyze IP schedules.
07/25/23	Thao Thai	2.00	Review, analyze issues re intellectual property.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050083575
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/25/23	Matthew J. Van Wagoner	6.00	Correspond with C. Ceresa re APAs (.5); correspond with K. Norman re outstanding issues re APAs (.3); analyze APAs and Schedules (1.2); revise PGX schedules (.6); correspond with YCST re LL schedule attachments (.4); analyze APA, schedules and attachments (2.7); correspond with C. Ceresa, K&E team re same (.3).
07/25/23	Alison Wirtz	2.00	Conference with Lexington Law board, Greenhill and A&M re possible sale structures (.4); review and comment on materials from Greenhill summarizing proposal (.6); review and comment on bid procedures' presentation (1.0).
07/26/23	Chris Ceresa	3.70	Review, revise bid pros pleadings (3.0); correspond with G. Reardon, K&E team, counsel re same (.7).
07/26/23	Diana Heriford	1.90	Draft litigation summary re asset purchase agreement disclosure schedules (.9); revise same (.7); correspond with C. Ceresa, K&E team re same (.3).
07/26/23	Richard U. S. Howell, P.C.	2.20	Draft and review and analyze correspondence re final DIP and bidding procedures hearing (1.2); review, analyze additional materials re same (1.0).
07/26/23	Chad J. Husnick, P.C.	1.80	Prepare for bid procedures hearing (.6); correspond and conference with A. Wirtz, K&E team, other advisors re same (1.2).
07/26/23	Keyan Norman	5.10	Review and revise disclosure schedules (1.0); conference with M. Van Wagoner re same (.5); review and revise asset purchase agreement (.8); review and analyze correspondence from Company re disclosure schedules (.3); review and revise disclosure schedules (1.5); conference with M. Van Wagoner re same (.5); correspond with lender's counsel re available contracts (.2); review and revise available contracts schedule (.3).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050083575
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/26/23	Gabrielle Christine Reardon	6.70	Review, revise talking points re bidding procedures (.4); conference with M. Bank re bidding procedures presentation (.4); draft same (3.7); review, analyze nondisclosure agreement from confidential party (.2); research, analyze precedent asset purchase agreements re contract schedules (1.8); correspond with C. Ceresa re same (.2).
07/26/23	Matthew J. Van Wagoner	7.00	Analyze K&S comments to asset purchase agreement and schedules (1.0); revise schedules and applicable attachments (1.6); correspond with K. Norman re same (.9); correspond with C. Ceresa, K&E team re same (.5); revise asset purchase agreement schedules (1.6); correspond with K. Norman, K&E team re revisions regarding assumed liabilities and assumed benefit plans (.9); analyze asset purchase agreement and revise (.5).
07/27/23	Emma Balls	0.30	Conference with K. Norman and D. Daines re purchase agreement outstanding items.
07/27/23	Chris Ceresa	3.20	Review, revise bid procedures pleadings (2.7); correspond with G Reardon, K&E team, counsel re same (.5).
07/27/23	Amila Golic	0.40	Review and analyze list of non-disclosure agreement counterparties (.3); correspond with C. Ceresa, G. Reardon re same (.1).
07/27/23	Richard U. S. Howell, P.C.	2.00	Draft and review correspondence re strategy for DIP and bidding procedures hearing (.7); review, analyze materials in preparation for bidding procedures and DIP hearing (.6); telephone conferences with C. McGushin, K&E team re strategy for bidding procedures and DIP hearing (.5); review, analyze correspondence re CFPB motion to convert (.2).
07/27/23	Chad J. Husnick, P.C.	1.60	Prepare for bid procedures hearing (.8); correspond and conference with K&E team, Company, other advisors re same (.8).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050083575
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/23	Keyan Norman	7.40	Conference with M. Van Wagoner and D. Daines re asset purchase agreement (.6); review and revise asset purchase agreement (2.5); review and analyze issues re same (2.8); conference with M. Van Wagoner re asset purchase agreement (.5); conference with M. Van Wagoner re administrative expenses and assumption of liabilities (1.0).
07/27/23	Gabrielle Christine Reardon	3.70	Review, revise bidding procedures presentation (2.1); revise list of M&A counterparties (.4); correspond with Arent Fox re same (.2); review and analyze Lexington Law asset purchase agreement for filing (.8); correspond with A&M re schedules to same (.2).
07/27/23	Matthew J. Van Wagoner	7.50	Analyze APA, decks, data room and other applicable documents re assumed liabilities and assumed benefit plans (1.4); correspond with K. Norman, K&E team re same (.4); telephone conference with K&S re revisions to APA (.3); correspond with C. Ceresa, K&E team re assumed liabilities and APAs(1.1); correspond with K&S team re revisions re assumed liabilities and assumed benefit plans (1.5); analyze APA and schedules (1.6); analyze DIP presentation surrounding assumed liabilities and assumed benefit plans and prepare outstanding checklist (1.2).
07/27/23	Alison Wirtz	1.10	Conference with Greenhill and A&M teams re possible bid (.5); review materials re same (.4); correspond with C. Ceresa re status of bid procedures presentation (.2).
07/28/23	Chris Ceresa	4.40	Review, revise bid pros pleadings (4.0); correspond with G. Reardon, K&E team, counsel re same (.4).
07/28/23	Daniel S. Daines	0.80	Conference with M. Van Wagoner, C. Ceresa, W. Fogelberg, and K&E team re open asset purchase agreement negotiation points and filing process.
07/28/23	Richard U. S. Howell, P.C.	2.70	Telephone conferences with A. Wirtz, K&E team to prepare for final DIP and bidding procedures hearing (1.6); draft and analyze correspondence re same (1.1).
07/28/23	Chad J. Husnick, P.C.	1.00	Prepare for bid procedures hearing.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050083575
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/23	Keyan Norman	2.80	Review and analyze final disclosure schedules (.8); review and revise asset purchase agreement (1.0); conference with M. Van Wagoner re signing workstreams (1.0).
07/28/23	Gabrielle Christine Reardon	3.30	Research re sale order filing timing (.4); research re stalking horse asset purchase agreements (.9); review, revise, redact schedules to asset purchase agreements re privilege and confidentiality (1.7); review and analyze same for filing (.3).
07/28/23	Matthew J. Van Wagoner	7.50	Revise APAs and schedules (3.1); correspond with C. Ceresa, K&E team re APAs and filing (1.4); correspond with K. Norman re same(1.5); revise documents as discussed with C. Ceresa, K&E team (1.5).
07/28/23	Alison Wirtz	0.60	Correspond with C. Ceresa and K&E team re treatment of certain obligations under APA (.4); conference with K&S re same (.2).
07/29/23	Chris Ceresa	0.50	Review, correspond with K&E team re sale/bid procedures issues.
07/29/23	Daniel S. Daines	0.90	Correspond with Greenhill, A&M, opposing counsel, C. Ceresa, M. Van Wagoner, and K. Norman re asset purchase agreements and disclosure schedules.
07/29/23	Richard U. S. Howell, P.C.	0.90	Draft and review correspondence re open issues in advance of bidding procedures and DIP hearing (.6); review, analyze draft hearing materials in advance of bidding procedures and DIP hearing (.3).
07/29/23	Chad J. Husnick, P.C.	0.50	Prepare for bid procedures hearing.
07/29/23	Gabrielle Christine Reardon	1.30	Review, revise bidding procedures presentation (.3); review, revise notices re bidding procedures order (.5); correspond with C. Ceresa re preparation for hearing on bidding procedures (.5).
07/29/23	Spencer A. Winters	2.80	Review and analyze issues re bid procedures hearing, DIP hearing (.8); review and analyze Committee objections (.7); review and analyze CFPB issues (.8); correspond and telephone conferences with W. Fogelberg, K&E team re same (.5).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050083575
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/30/23	Chris Ceresa	2.90	Review, analyze sale and bid procedures materials in advance of hearing (2.1); correspond with S. Toth, K&E team re same (.8).
07/30/23	Daniel S. Daines	0.40	Correspond and coordinate with S. Toth and C. Ceresa re asset purchase agreement issues under negotiation UCC counter proposal.
07/30/23	Richard U. S. Howell, P.C.	1.50	Review, analyze correspondence and other materials re litigation and settlement issues related to bidding procedures and DIP hearing.
07/30/23	Chad J. Husnick, P.C.	1.00	Prepare for bid procedures hearing.
07/30/23	Keyan Norman	0.50	Review, analyze correspondence re asset purchase agreements.
07/30/23	Gabrielle Christine Reardon	8.20	Review, revise talking points re bidding procedures motion (.9); research re operating agreements and credit bureau agreements re talking points (1.4); draft summaries re same (.3); review and revise Progexion asset purchase agreement (.6); review and revise Lexington Law asset purchase agreement (.3); draft summary of changes to asset purchase agreements (1.2); research precedent re global settlement talking points (.8); draft same (1.2); research transcripts re same (1.0); draft revised sale timeline (.4); revise bidding procedures order (.1).
07/30/23	Spencer A. Winters	4.90	Review and analyze issues re UCC settlement (1.3); review and analyze issues re contested bid procedures, DIP hearing (.5); review and analyze pleadings re same (.8); prepare for and attend telephone conference with K&S re same (.3); telephone conference with Company re same (.2); review and analyze UCC proposal and counterproposal (.4); correspond and telephone conferences with multiple parties re same (1.4).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050083575
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/31/23	Chris Ceresa	13.40	Review, analyze legal issues re bid procedures pleadings (2.5); correspond with G. Reardon, K&E team, counsel re same (.5); review, analyze legal issues re proposed sales and APAs (1.4); correspond with M. Van Wagoner, K&E team, counsel re same (.4); assist preparations for bid procedures hearing (2.8); attend same (2.2); review and revise bid procedures order materials (1.8); correspond with A. Wirtz, K&E team, counsel re same (1.8).
07/31/23	Amila Golic	0.40	Correspond with Greenhill, counterparty re non-disclosure agreement revisions.
07/31/23	Richard U. S. Howell, P.C.	1.10	Telephonically attend portions of DIP and bidding procedures hearing (.6); review, analyze materials in advance of same (.5).
07/31/23	Chad J. Husnick, P.C.	1.40	Prepare for bid procedures hearing.
07/31/23	Keyan Norman	2.10	Correspond with M. Van Wagoner re execution of asset purchase agreements (.3); correspond with M. Van Wagoner re remaining open items in asset purchase agreements (.5); review and revise asset purchase agreements (1.3).
07/31/23	Gabrielle Christine Reardon	4.00	Review and revise sale timeline (.7); correspond with C. Ceresa re sale timeline (.2); review and revise bidding procedures order and supporting documentation (1.8); correspond with C. Ceresa re same (.2); finalize bidding procedures hearing presentation (.1); review, revise sale order (1.0).
07/31/23	Spencer A. Winters	3.90	Review and analyze issues re UCC settlement and sale strategy (1.3); review and analyze term sheet and revised documents re same (.4); review and analyze issues re contested bid procedures and DIP hearing (1.2); correspond and telephone conferences with A. Wirtz, K&E team, and Company re same and follow ups (1.0).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050083575
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/31/23	Alison Wirtz	2.30	Review and revise talking points on bidding procedures (1.3); review and comment on revised bid procedures (.5); correspond with C. Ceresa and G. Reardon re same (.2); correspond with U.S. Trustee and C. Ceresa, K&E team re scheduling for bid procedures (.3).
Total		757.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083576

Client Matter: 47119-12

In the Matter of Corp. Governance & Securities Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 44,367.00

Total legal services rendered

\$ 44,367.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Corp. Governance & Securities Matters

Invoice Number: 1050083576
 Matter Number: 47119-12

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Carolyn Aiken	1.40	1,545.00	2,163.00
Chris Ceresa	2.20	1,245.00	2,739.00
Chris Ceresa	1.40	1,155.00	1,617.00
Whitney Fogelberg	5.60	1,425.00	7,980.00
Paul Goldsmith	4.00	995.00	3,980.00
Paul Goldsmith	5.80	885.00	5,133.00
Library Factual Research	1.80	445.00	801.00
Jacob Reichman	5.80	1,245.00	7,221.00
Adrian Salmen	1.00	885.00	885.00
Josh Sussberg, P.C.	0.50	2,045.00	1,022.50
Spencer A. Winters	1.30	1,445.00	1,878.50
Alison Wirtz	5.00	1,375.00	6,875.00
Alison Wirtz	1.60	1,295.00	2,072.00
TOTALS	37.40		\$ 44,367.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Corp. Governance & Securities Matters

Invoice Number: 1050083576
 Matter Number: 47119-12

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Chris Ceresa	1.40	Review, revise board minutes.
06/04/23	Whitney Fogelberg	1.00	Telephone conference with Lexington Law board re filing authorization.
06/04/23	Paul Goldsmith	2.90	Draft board resolutions (1.7); revise same (1.2).
06/04/23	Adrian Salmen	1.00	Attend Lexington law board conference (.8); draft minutes re same (.2).
06/04/23	Josh Sussberg, P.C.	0.40	Attend board conference to authorize filing (partial).
06/04/23	Spencer A. Winters	1.30	Prepare for PGX board telephone conference (.1); participate in same (.2); prepare for Lexington Law board telephone conference (.6); participate in same (.4).
06/04/23	Alison Wirtz	0.80	Attend board conference for PGX to authorize filing (.4); attend board conference for Lexington Law to authorize the filing (.4).
06/05/23	Paul Goldsmith	0.70	Finalize board minutes.
06/15/23	Paul Goldsmith	0.70	Review, analyze board meeting minutes.
06/26/23	Paul Goldsmith	1.00	Revise, redact board conference minutes.
06/29/23	Carolyn Aiken	0.50	Attend weekly advisor and Company check-in telephone conference.
06/29/23	Alison Wirtz	0.80	Correspond with S. Winters and prepare correspondence to the Boards of PGX and Lexington Law re status, next steps in the chapter 11 cases.
06/30/23	Whitney Fogelberg	1.80	Prepare for Lexington Law board conference (.4); attend Lexington Law board conference (1.0); review Lexington Law board minutes (.4).
06/30/23	Paul Goldsmith	0.50	Revise, redact board minutes.
07/06/23	Paul Goldsmith	0.50	Revise board minutes.
07/10/23	Carolyn Aiken	0.30	Review, revise exit financing proposal.
07/10/23	Alison Wirtz	0.30	Correspond with Greenhill and A&M teams re board meetings.
07/11/23	Carolyn Aiken	0.30	Review, revise exit financing proposal.
07/11/23	Chris Ceresa	0.20	Draft, review, revise corporate board minutes.
07/11/23	Paul Goldsmith	0.30	Review and finalize board minutes to be uploaded to data room.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Corp. Governance & Securities Matters

Invoice Number: 1050083576
 Matter Number: 47119-12

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/11/23	Jacob Reichman	0.50	Review, analyze issues re corporate governance matters.
07/11/23	Alison Wirtz	0.50	Correspond with J. Reichman re corporate governance matters.
07/12/23	Jacob Reichman	0.50	Review and analyze legal issues re corporate governance matters.
07/13/23	Jacob Reichman	0.50	Review and analyze issues re corporate governance matters.
07/14/23	Chris Ceresa	1.10	Participate in board conference (.5); draft, review, revise minutes re same (.6).
07/14/23	Whitney Fogelberg	1.30	Prepare for Lexington Law board conference (.9); participate in same (.4).
07/14/23	Paul Goldsmith	1.00	Review, revise and redact board minutes to be uploaded to data room.
07/14/23	Jacob Reichman	0.70	Review and analyze issues re corporate governance matters.
07/15/23	Alison Wirtz	1.10	Review and comment on board materials (.8); correspond with A&M team re same (.3).
07/16/23	Carolyn Aiken	0.20	Review and analyze compliance question re agency fees under prepetition agreement.
07/17/23	Chris Ceresa	0.90	Attend Lexington Law board conference (.4); draft minutes re same (.3); correspond with P. Goldsmith re same (.2).
07/17/23	Whitney Fogelberg	1.50	Telephone conference re Lexington Law board conference (.6); telephone conference re PGX board conference (.9).
07/17/23	Josh Sussberg, P.C.	0.10	Correspond with W. Fogelberg, K&E team re board conference.
07/17/23	Alison Wirtz	1.80	Telephone conference re Lexington Law board conference (.6); telephone conference re PGX board conference (.9); correspond with W. Fogelberg, C. Ceresa and Landis team re same (.3).
07/18/23	Jacob Reichman	1.20	Review and analyze issues re corporate governance matters.
07/19/23	Jacob Reichman	1.50	Review and analyze issues re corporate governance matters.
07/20/23	Jacob Reichman	0.50	Review and analyze issues re corporate governance matters.
07/23/23	Alison Wirtz	0.20	Correspond with P. Goldsmith re board minutes.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Corp. Governance & Securities Matters

Invoice Number: 1050083576
 Matter Number: 47119-12

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/24/23	Carolyn Aiken	0.10	Attend advisors weekly telephone conference.
07/25/23	Jacob Reichman	0.20	Review and analyze issues re tag notice matters.
07/25/23	Alison Wirtz	1.00	Attend conference with independent director and advisors re sale considerations.
07/26/23	Jacob Reichman	0.20	Review and analyze issues re corporate governance matters.
07/27/23	Paul Goldsmith	0.90	Review and analyze responses to diligence requests from the UCC.
07/27/23	Alison Wirtz	0.10	Correspond with director re governance matters.
07/28/23	Library Factual Research	1.80	Identify Utah v Delaware fiduciary duty obligations.
07/31/23	Paul Goldsmith	1.30	Draft board conference minutes.
Total		37.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083577

Client Matter: 47119-13

In the Matter of Employee Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 40,288.00

Total legal services rendered

\$ 40,288.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Employee Matters

Invoice Number: 1050083577
 Matter Number: 47119-13

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	5.20	1,245.00	6,474.00
Amila Golic	0.20	995.00	199.00
Diana Heriford	0.40	735.00	294.00
Richard U. S. Howell, P.C.	0.50	1,620.00	810.00
Chad J. Husnick, P.C.	0.70	2,045.00	1,431.50
Keyan Norman	0.50	995.00	497.50
Gabrielle Christine Reardon	2.20	735.00	1,617.00
Kelby Roth	7.50	885.00	6,637.50
Adrian Salmen	2.30	885.00	2,035.50
Josh Sussberg, P.C.	0.10	2,045.00	204.50
Spencer A. Winters	0.50	1,445.00	722.50
Alison Wirtz	12.20	1,375.00	16,775.00
Alison Wirtz	2.00	1,295.00	2,590.00
TOTALS	34.30		\$ 40,288.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Employee Matters

Invoice Number: 1050083577
 Matter Number: 47119-13

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Gabrielle Christine Reardon	2.20	Review and revise wages motion.
06/04/23	Adrian Salmen	2.30	Review, revise wages motion re filing.
06/08/23	Richard U. S. Howell, P.C.	0.50	Review, analyze correspondence re WARN act issues (.2); review correspondence re potential second day hearing issues (.3).
06/09/23	Alison Wirtz	0.40	Correspond with K&E team re insider analysis and review and analyze prior analysis of same.
06/14/23	Spencer A. Winters	0.50	Review and analyze issues re WARN.
06/22/23	Alison Wirtz	0.20	Review and analyze diligence related to insider status.
06/25/23	Alison Wirtz	0.30	Analyze issues re insider analysis and correspond with D. Heriford re same.
06/27/23	Diana Heriford	0.40	Telephone conference with former employee re notices (.1); correspond with A. Wirtz re same (.3).
06/27/23	Alison Wirtz	0.30	Review and analyze insider diligence.
06/28/23	Alison Wirtz	0.80	Review wages order re authorized payments (.2); correspond with S. Winters and K&E team re same (.2); review and analyze insider analysis (.2); correspond with A&M team and K&E team re diligence (.2).
07/05/23	Alison Wirtz	0.70	Review and comment on insider analysis and correspond with D. Heriford re same (.4); correspond with Company, A&M team re expected timing of entry of wages final order and related considerations (.3).
07/10/23	Alison Wirtz	0.10	Correspond with Company re employee-related question and implications for APA.
07/13/23	Amila Golic	0.20	Correspond with C. Ceresa, K&E team re revised wages final order.
07/17/23	Chris Ceresa	2.00	Review, analyze legal issues re employee wage and bonus payments.
07/17/23	Keyan Norman	0.50	Telephone conference with A&M team re employee census.
07/17/23	Kelby Roth	3.20	Correspond with C. Ceresa re wages reply (.1); draft wages reply (3.0); correspond with C. Ceresa, A. Wirtz re same (.1).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Employee Matters

Invoice Number: 1050083577
 Matter Number: 47119-13

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/17/23	Alison Wirtz	1.50	Review and analyze wages-related data and correspond with UCC re same (.4); review and analyze wages objection (.5); correspond and conference with K. Roth re same (.3); conference and correspond with J. Kesselman re same (.3).
07/18/23	Chris Ceresa	1.20	Review, analyze legal issues re employee wage, bonus payments (.9); correspond with K. Roth re same (.3)
07/18/23	Kelby Roth	3.10	Review, revise wages reply (2.9); correspond with C. Ceresa, W. Fogelberg, A. Wirtz, C. Husnick re same (.2).
07/18/23	Alison Wirtz	3.80	Correspond with UCC re bonus diligence and review same (.5); review and comment on wages reply (2.8); correspond with A&M team re wages diligence (.5).
07/19/23	Chris Ceresa	0.80	Review, analyze legal issues re wages reply.
07/19/23	Chad J. Husnick, P.C.	0.70	Correspond and conference with A. Wirtz, K&E team, Company, opposing counsel re final wages order (.4); review and revise same (.3).
07/19/23	Kelby Roth	1.20	Correspond with A. Wirtz, C. Ceresa re wages order (.2); review, revise wages order (.3); revise wages reply (.4); correspond with A. Wirtz, K&E team re same (.1); prepare same for filing (.2).
07/19/23	Alison Wirtz	2.50	Conference and correspond with ArentFox re wages diligence (.4); conference with C. Husnick re same (.2); review and revise wages order per comments from Committee (.3); correspond with Committee and C. Husnick and K&E team re same (.8); correspond and conference with A&M team re same (.8).
07/20/23	Chris Ceresa	0.80	Review, analyze legal issues re draft wages reply.
07/20/23	Alison Wirtz	0.60	Correspond with Klehr Harrison, various parties re agreed wages order (.1); correspond with C. Ceresa and Company re diligence and timing of payments under final wages order (.5).
07/21/23	Chris Ceresa	0.40	Review, analyze draft wages reply re legal issues.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Employee Matters

Invoice Number: 1050083577
 Matter Number: 47119-13

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/25/23	Josh Sussberg, P.C.	0.10	Correspond with C. Husnick re wages issues.
07/25/23	Alison Wirtz	2.40	Conference and correspond with C. Husnick and ArentFox re status of diligence and wages order (.6); correspond with D. Heriford and A&M team re insider analysis (.5); conference and correspond with Company re bonus-related matters (.6); correspond with Company re Lexington Law compensation programs (.3); review and analyze diligence re same (.4).
07/26/23	Alison Wirtz	0.60	Correspond with A&M team re payment of bonuses (.2); correspond with Company, ArentFox re same (.4).
Total		34.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083578

Client Matter: 47119-14

In the Matter of Executory Contracts & Unexpired Leases

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 13,685.50

Total legal services rendered

\$ 13,685.50

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Executory Contracts & Unexpired Leases

Invoice Number: 1050083578
Matter Number: 47119-14

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	3.40	1,245.00	4,233.00
Chris Ceresa	1.00	1,155.00	1,155.00
Whitney Fogelberg	1.30	1,425.00	1,852.50
Kelby Roth	4.00	885.00	3,540.00
Alison Wirtz	0.70	1,375.00	962.50
Alison Wirtz	1.50	1,295.00	1,942.50
TOTALS	11.90		\$ 13,685.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Executory Contracts & Unexpired Leases

Invoice Number: 1050083578
 Matter Number: 47119-14

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Alison Wirtz	0.50	Correspond and conference with A&M team re treatment of certain contracts for SOFAs and Schedules.
06/15/23	Chris Ceresa	0.60	Review, analyze agreements re executory contract issues (.4); correspond with W. Fogelberg, K&E team, advisors re same (.2).
06/22/23	Whitney Fogelberg	1.30	Review and analyze vendor contract issues (.9); correspond with C. Ceresa and A&M team re same (.4).
06/26/23	Alison Wirtz	0.40	Correspond with C. Ceresa and K&E team re contract assumption and related research.
06/27/23	Alison Wirtz	0.40	Review and comment on slide deck for company outlining contract considerations.
06/28/23	Chris Ceresa	0.40	Review, analyze contracts re executory issue.
06/29/23	Alison Wirtz	0.20	Correspond with A&M team and C. Ceresa re contract stipulation language.
07/12/23	Kelby Roth	4.00	Correspond and conference with C. Ceresa re Iowa contract law research (.2); research re Iowa contract law (1.4); draft summary re same (.4); correspond and conference with C. Ceresa re same (.3); research re same (1.2); draft summary re same (.5).
07/16/23	Alison Wirtz	0.40	Correspond with lenders' counsel re operating agreement calculations.
07/17/23	Chris Ceresa	1.00	Telephone conference with counsel re legal issues with real property lease (.5); correspond with advisors, Company re same (.5).
07/19/23	Alison Wirtz	0.30	Correspond with contract counterparty re inbound request.
07/25/23	Chris Ceresa	0.40	Correspond with Company and counsel re open legal issues re lease.
07/26/23	Chris Ceresa	1.50	Correspond with Company and counsel re legal issues re lease amendment issues.
07/27/23	Chris Ceresa	0.50	Correspond with Company and counsel re legal issues re lease amendment.
Total		11.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083579

Client Matter: 47119-15

In the Matter of SOFAs and Schedules

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 39,351.50

Total legal services rendered

\$ 39,351.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 SOFAs and Schedules

Invoice Number: 1050083579
 Matter Number: 47119-15

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	3.40	1,295.00	4,403.00
Simon Briefel	0.60	1,245.00	747.00
Chris Ceresa	3.00	1,245.00	3,735.00
Chris Ceresa	0.20	1,155.00	231.00
Susan D. Golden	0.40	1,475.00	590.00
Diana Heriford	6.20	885.00	5,487.00
Diana Heriford	15.90	735.00	11,686.50
Tamar Kofman	4.10	995.00	4,079.50
Gabrielle Christine Reardon	0.20	735.00	147.00
Kelby Roth	0.60	885.00	531.00
Adrian Salmen	3.90	995.00	3,880.50
Alison Wirtz	2.60	1,375.00	3,575.00
Alison Wirtz	0.20	1,295.00	259.00
TOTALS	41.30		\$ 39,351.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 SOFAs and Schedules

Invoice Number: 1050083579
 Matter Number: 47119-15

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/23	Simon Briefel	0.30	Analyze issues re insider status.
06/12/23	Simon Briefel	0.30	Correspond with A. Wirtz, K&E team re insider analysis.
06/12/23	Diana Heriford	0.20	Correspond with S. Briefel re insider analysis, SoFAs.
06/12/23	Gabrielle Christine Reardon	0.20	Correspond with D. Heriford, S. Briefel, K&E team re insider analysis.
06/13/23	Diana Heriford	1.70	Review, analyze directors and officers re insider analysis, SoFAs.
06/14/23	Diana Heriford	1.70	Review, analyze directors and officers re insider analysis, SoFAs (.7); revise insider analysis re same (.9); correspond with T. Kofman re same (.1).
06/14/23	Tamar Kofman	0.50	Review, revise insider analysis (.4); correspond with D. Heriford re same (.1).
06/15/23	Diana Heriford	5.30	Review, analyze directors and officers re insider analysis, SoFAs (.9); draft insider analysis re SoFAs (3.7); telephone conference with T. Kofman re insider analysis (.2); correspond with T. Kofman re same (.5).
06/15/23	Tamar Kofman	1.10	Telephone conference with D. Heriford re insider analysis (.2); correspond with D. Heriford re same (.6); analyze issues re same (.3).
06/18/23	Tamar Kofman	0.10	Review, revise insider analysis.
06/19/23	Tamar Kofman	2.20	Review, revise insider analysis (1.0); research precedent re same (.4); analyze issues re same (.5); correspond with D. Heriford re same (.3).
06/20/23	Diana Heriford	1.30	Revise insider analysis re SoFAs (1.2); correspond with T. Kofman re same (.1).
06/20/23	Tamar Kofman	0.10	Correspond with D. Heriford, K&E team re insider analysis.
06/22/23	Diana Heriford	0.40	Revise insider analysis (.3); correspond with T. Kofman re same (.1).
06/22/23	Tamar Kofman	0.10	Correspond with D. Heriford re insider analysis.
06/23/23	Diana Heriford	0.80	Revise insider analysis (.6); correspond with T. Kofman, A&M re same (.2).
06/25/23	Diana Heriford	0.50	Review, analyze insiders re SoFAs.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 SOFAs and Schedules

Invoice Number: 1050083579
 Matter Number: 47119-15

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Chris Ceresa	0.20	Review open legal issues re creditor matrix.
06/28/23	Diana Heriford	3.00	Revise insider analysis re SoFAs (1.6); review, analyze insider analysis re SoFAs (1.4).
06/29/23	Diana Heriford	1.00	Draft summary re insiders re SoFAs.
06/29/23	Alison Wirtz	0.20	Correspond with A&M and Klehr Harrison teams re global notes and relevant considerations.
07/03/23	Diana Heriford	0.40	Revise insider analysis re SoFA.
07/05/23	Simon Briefel	0.80	Analyze issues re insider analysis (.6); correspond with D. Heriford re same (.2).
07/05/23	Diana Heriford	3.80	Revise insider analysis re SoFA (2.8); review, analyze diligence re same (.5); correspond with S. Briefel re same (.3); correspond with A&M team re same (.2).
07/05/23	Alison Wirtz	0.10	Correspond with S. Briefel re SOFA diligence items.
07/06/23	Simon Briefel	0.70	Telephone conference with A&M, D. Heriford re insider analysis (.4); prepare for same (.2); follow up with A. Wirtz re same (.1).
07/06/23	Chris Ceresa	0.40	Correspond with W. Fogelberg, K&E team re legal issues re schedules.
07/06/23	Diana Heriford	0.30	Telephone conference with A&M re insider analysis, SoFA.
07/07/23	Simon Briefel	1.00	Review restructuring related payment history (.8); correspond with A. Wirtz, A&M re same (.2).
07/07/23	Chris Ceresa	0.50	Telephone conference with A. Wirtz, K&E team re redaction legal issues.
07/07/23	Alison Wirtz	0.40	Correspond with C. Ceresa and K&E team re 341 prep and insider list.
07/10/23	Simon Briefel	0.40	Correspond with W. Fogelberg re schedules and SoFAs.
07/11/23	Simon Briefel	0.20	Correspond with D. Heriford re schedules and SoFAs.
07/11/23	Diana Heriford	1.00	Review, revise insider analysis (.4); correspond with S. Briefel, K&E team, A&M re same (.6).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 SOFAs and Schedules

Invoice Number: 1050083579
 Matter Number: 47119-15

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/11/23	Alison Wirtz	1.10	Correspond with C. Wallace and A&M team re SOFAs diligence (.1); review and analyze records re same (.3); correspond with D. Heriford re insider analysis for SOFAs and analyze same (.7).
07/13/23	Chris Ceresa	0.40	Review, analyze legal issues re items to be included on schedules.
07/14/23	Chris Ceresa	1.10	Review, analyze legal issues re redactions (.7); telephone conference with D. Heriford, K&E team re same (.4).
07/14/23	Susan D. Golden	0.40	Conference with A. Wirtz re redaction of corporate names on matrix and schedules.
07/15/23	Chris Ceresa	0.60	Review, analyze legal issue re listing certain agreements on schedules.
07/16/23	Adrian Salmen	1.90	Review precedent re schedules.
07/17/23	Adrian Salmen	2.00	Draft memorandum re SoFAs (.9); research same (1.1).
07/18/23	Diana Heriford	0.70	Revise creditor matrix motion (.4); prepare same for filing (.3).
07/26/23	Simon Briefel	0.30	Correspond with A. Wirtz, UCC re schedules and SoFAs.
07/26/23	Kelby Roth	0.60	Review, revise global notes re schedules and statements (.5); correspond with A. Wirtz re same (.1).
07/26/23	Alison Wirtz	1.00	Correspond with A&M team re SOFAs and schedules (.3); correspond with K. Roth and K&E team re same (.4); review and comment on global notes (.3).
Total		41.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083580

Client Matter: 47119-16

In the Matter of Hearings

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 14,429.50

Total legal services rendered

\$ 14,429.50

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Hearings

Invoice Number: 1050083580
Matter Number: 47119-16

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	1.10	1,295.00	1,424.50
Amy Donahue	1.10	480.00	528.00
Whitney Fogelberg	1.40	1,425.00	1,995.00
Richard U. S. Howell, P.C.	1.40	1,620.00	2,268.00
Chad J. Husnick, P.C.	1.10	2,045.00	2,249.50
Casey McGushin	1.10	1,415.00	1,556.50
Spencer A. Winters	1.60	1,445.00	2,312.00
Alison Wirtz	0.30	1,375.00	412.50
Alison Wirtz	1.30	1,295.00	1,683.50
TOTALS	10.40		\$ 14,429.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Hearings

Invoice Number: 1050083580
 Matter Number: 47119-16

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Whitney Fogelberg	1.40	Attend first day hearing.
06/06/23	Richard U. S. Howell, P.C.	1.40	Attend first day hearing.
06/06/23	Spencer A. Winters	1.20	Attend first-day hearing (partial).
06/06/23	Alison Wirtz	1.30	Attend first-day hearing.
07/31/23	Simon Briefel	1.10	Attend DIP, bid procedures hearing.
07/31/23	Amy Donahue	1.10	Attend and implement listen-only line for A. Golic, K&E team re bid procedures, DIP hearing.
07/31/23	Chad J. Husnick, P.C.	1.10	Participate in DIP, bid procedures hearing.
07/31/23	Casey McGushin	1.10	Attend second day hearing.
07/31/23	Spencer A. Winters	0.40	Attend bid procedures hearing (partial).
07/31/23	Alison Wirtz	0.30	Attend and participate in portion of hearing.
Total		10.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083581

Client Matter: 47119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 30,417.00

Total legal services rendered

\$ 30,417.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Insurance and Surety Matters

Invoice Number: 1050083581
 Matter Number: 47119-17

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	7.30	1,245.00	9,088.50
Chris Ceresa	2.70	1,155.00	3,118.50
Whitney Fogelberg	5.90	1,425.00	8,407.50
Amila Golic	3.30	885.00	2,920.50
Diana Heriford	0.80	885.00	708.00
Gabrielle Christine Reardon	0.20	885.00	177.00
Maryia Shybut	0.60	885.00	531.00
Maryia Shybut	4.00	735.00	2,940.00
Luke Spangler	0.30	325.00	97.50
Spencer A. Winters	1.30	1,445.00	1,878.50
Alison Wirtz	0.40	1,375.00	550.00
TOTALS	26.80		\$ 30,417.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Insurance and Surety Matters

Invoice Number: 1050083581
 Matter Number: 47119-17

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Amila Golic	3.30	Revise insurance motion and orders per C. Ceresa, S. Briefel comments (1.7); correspond with same re same (.3); prepare filing version of insurance motion (1.3).
06/05/23	Luke Spangler	0.30	Compile precedent re insurance talking points (.2); correspond with M. Shybut re same (.1).
06/13/23	Whitney Fogelberg	2.10	Review and analyze issues re surety demand (.9); telephone conferences and correspond with Company and Klehr Harrison re same (1.2).
06/13/23	Spencer A. Winters	0.80	Review and analyze issues re surety bond.
06/14/23	Spencer A. Winters	0.50	Review and analyze issues re surety bond.
06/15/23	Whitney Fogelberg	2.20	Telephone conference with counsel to sureties re cash collateral demand (.8); telephone conference with Klehr Harrison re same (.4); telephone conference with lenders re same (.7); correspond with Company re same (.3).
06/21/23	Maryia Shybut	1.00	Revise insurance final order.
06/22/23	Chris Ceresa	0.30	Correspond with surety counsel re insurance legal issue.
06/22/23	Whitney Fogelberg	0.40	Correspond with lenders and Company re surety issues and cash collateral request.
06/22/23	Maryia Shybut	1.90	Research re surety bonds (1.5); correspond with C. Ceresa re same (.4).
06/26/23	Chris Ceresa	2.00	Review, analyze surety bond issues and comments to the final insurance order (1.7); correspond with M. Shybut and K&E team, counsel re same (.3).
06/26/23	Maryia Shybut	0.60	Correspond with C. Ceresa, lenders, surety counsel re insurance motion.
06/29/23	Chris Ceresa	0.40	Telephone conference with W. Fogelberg, lender counsel, surety counsel re open issues.
06/29/23	Whitney Fogelberg	0.60	Telephone conference with counsel to surety provider and lenders re surety legal issues.
06/29/23	Maryia Shybut	0.50	Conference with C. Ceresa, lenders, surety counsel re surety considerations.
07/03/23	Alison Wirtz	0.20	Correspond with C. Ceresa re surety bond matters.
07/06/23	Chris Ceresa	0.30	Review, analyze legal issues re surety bonds.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Insurance and Surety Matters

Invoice Number: 1050083581
 Matter Number: 47119-17

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/06/23	Whitney Fogelberg	0.60	Telephone conference with K&S and surety bond broker re surety bonds (.4); review and analyze issues re same (.2).
07/11/23	Maryia Shybut	0.60	Review documents re surety agreements (.1); correspond with C. Ceresa, A&M team, Company, K&S team re same (.5).
07/15/23	Chris Ceresa	0.30	Correspond with counsel, lender counsel re diligence request items re surety.
07/18/23	Diana Heriford	0.40	Revise insurance motion (.2); prepare same for filing (.2).
07/19/23	Chris Ceresa	1.20	Correspond with counsel re legal issues re insurance final order (.8); review, prepare filing re same (.4).
07/19/23	Diana Heriford	0.40	Revise insurance final order.
07/19/23	Gabrielle Christine Reardon	0.20	Review, analyze insurance order (.1); correspond with C. Ceresa re same (.1).
07/20/23	Chris Ceresa	2.30	Correspond and telephone conference with counsel re legal issues re insurance final order (1.6); correspond with G. Reardon re same (.3); review, prepare filing re same (.4).
07/26/23	Chris Ceresa	1.90	Review, analyze issues re complaint from surety provider (.7); correspond with Company re same (.4); review diligence re legal issues re same (.8).
07/26/23	Alison Wirtz	0.20	Correspond with C. McGushin, K&E litigation team re status of surety matters.
07/27/23	Chris Ceresa	0.20	Review, analyze issues re complaint from surety provider (.1); correspond with Company re same (.1).
07/28/23	Chris Ceresa	1.10	Review, analyze legal issues re complaint from surety provider (.6); correspond with Company, K&E team re same (.3); review diligence re legal issues (.2).
Total		26.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083582

Client Matter: 47119-18

In the Matter of Disclosure Statement, Plan Confirmation

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 134,074.50

Total legal services rendered

\$ 134,074.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050083582
 Matter Number: 47119-18

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	3.90	1,245.00	4,855.50
Chris Ceresa	13.20	1,155.00	15,246.00
Whitney Fogelberg	2.80	1,425.00	3,990.00
Paul Goldsmith	0.60	885.00	531.00
Amila Golic	0.50	995.00	497.50
Diana Heriford	26.30	885.00	23,275.50
Diana Heriford	13.80	735.00	10,143.00
Robert Orren	3.50	570.00	1,995.00
Kelby Roth	0.10	885.00	88.50
Kelby Roth	6.40	735.00	4,704.00
Maryia Shybut	7.80	885.00	6,903.00
Maryia Shybut	41.60	735.00	30,576.00
Luke Spangler	2.70	325.00	877.50
Spencer A. Winters	2.90	1,445.00	4,190.50
Alison Wirtz	15.10	1,375.00	20,762.50
Alison Wirtz	4.20	1,295.00	5,439.00
TOTALS	145.40		\$ 134,074.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050083582
 Matter Number: 47119-18

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Paul Goldsmith	0.60	Finalize restructuring support agreement.
06/07/23	Spencer A. Winters	2.90	Review and analyze issues re case strategy, plan development (1.8); correspond and telephone conferences with A. Wirtz, K&E team re same and open issues (1.1).
06/13/23	Diana Heriford	0.20	Review, analyze RSA re legal issues.
06/14/23	Maryia Shybut	1.10	Legal research re disclosure statement motion, order precedent.
06/14/23	Alison Wirtz	0.20	Correspond with S. Winters re plan, DS, and DS motion.
06/15/23	Maryia Shybut	3.10	Research re disclosure statement motion, order precedent (1.5); research re disclosure statement exhibits precedent (1.6).
06/16/23	Maryia Shybut	2.20	Draft summary re disclosure statement motion, order (1.5); research re legal issues re disclosure statement exhibits (.7).
06/17/23	Maryia Shybut	1.50	Research legal issues re disclosure statement motion, order (1.0); research legal issues re disclosure statement exhibits (.5).
06/19/23	Chris Ceresa	1.00	Review, analyze open legal issues re disclosure statement and plan.
06/19/23	Maryia Shybut	5.70	Draft, revise summary re disclosure statement motion, order (2.5); Research legal issues re disclosure statement motion, order (.7); legal research re requirements re disclosure statement exhibits (2.5).
06/22/23	Chris Ceresa	0.40	Correspond with A. Wirtz, K&E team re plan and disclosure statement legal issues.
06/23/23	Chris Ceresa	0.50	Correspond with A. Wirtz, K&E team re plan and disclosure statement legal issues.
06/23/23	Robert Orren	1.40	Prepare disclosure statement precedent (1.2); correspond with C. Ceresa re same (.2).
06/23/23	Maryia Shybut	4.50	Legal research re plan and disclosure statement timeline (1.5); draft summary re plan and disclosure statement timeline (2.5); correspond with C. Ceresa, A. Wirtz re same (.5).
06/23/23	Alison Wirtz	1.10	Review and analyze possible case timelines (.3); review Local Rules re interim DS approval (.2); analyze precedent re same (.6).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050083582
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/23	Chris Ceresa	0.20	Correspond with A. Wirtz, K&E team re plan and disclosure statement legal issues.
06/24/23	Robert Orren	2.10	Retrieve plan precedent (.2); correspond with C. Ceresa and A. Wirtz re same (.2); prepare precedent re chapter 11 plan (1.7).
06/24/23	Alison Wirtz	0.20	Correspond with K&E team re Plan and DS documentation and timelines.
06/26/23	Diana Heriford	0.20	Correspond with C. Ceresa re plan legal issues.
06/26/23	Kelby Roth	0.40	Telephone conference with C. Ceresa re disclosure statement motion legal issues (.2); review, analyze precedent re same (.2).
06/26/23	Maryia Shybut	4.10	Draft, revise disclosure statement (2.4); review, analyze materials, precedent re disclosure statement re legal issues (1.7).
06/26/23	Luke Spangler	0.30	Correspond with C. Ceresa, A. Donahue, Document Services re disclosure statement motion precedent and preparing same.
06/27/23	Chris Ceresa	1.00	Review and comment on draft disclosure statement motion and plan.
06/27/23	Diana Heriford	2.50	Draft, revise plan.
06/27/23	Maryia Shybut	7.00	Draft, revise disclosure statement (3.9); review disclosure statement precedents re legal issues (1.9); review first day motions and orders re same (.9); correspond with KCC team re same (.3).
06/27/23	Luke Spangler	2.40	Prepare disclosure statement motion and distribute to C. Ceresa (2.0); compile precedent re sale orders, chapter 11 plans and distribute to C. Ceresa (.2); compile precedent re asset purchase agreements and distribute to C. Ceresa (.2).
06/27/23	Alison Wirtz	2.20	Correspond with S. Winters and W. Fogelberg re plan and disclosure statement timelines and research re same (1.2); review precedent sale plans re same (.4); conference with A&M team re liquidation analysis and DS (.6).
06/28/23	Chris Ceresa	0.40	Review, analyze plan precedent re legal issues.
06/28/23	Diana Heriford	4.30	Draft plan (3.9); revise same (.4).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050083582
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Kelby Roth	5.10	Draft disclosure statement motion (3.7); review, revise disclosure statement motion (1.4).
06/28/23	Maryia Shybut	7.00	Draft, revise disclosure statement (3.8); analyze precedent re disclosure statement re legal issues (1.3); review and analyze first day motions re same (1.5); correspond with C. Ceresa, A&M team re same (.4).
06/29/23	Chris Ceresa	7.70	Review, analyze legal issues re draft plan (3.6); draft comments re legal issues re draft plan (2.2); review and comment on draft disclosure statement (1.9).
06/29/23	Diana Heriford	2.00	Draft, revise sections of plan.
06/29/23	Kelby Roth	0.90	Telephone conference with C. Ceresa, K&E team re disclosure statement and plan (.4); draft disclosure statement motion (.4); correspond with K&E team re disclosure statement case law (.1).
06/29/23	Maryia Shybut	5.40	Conference with C. Ceresa, K&E team re disclosure statement and plan (.5); conference with A. Wirtz, K&E team, A&M team re same (.5); revise disclosure statement (3.9); review case law re legal issues re same (.5).
06/29/23	Alison Wirtz	0.50	Conference with C. Ceresa and K&E team re plan, disclosure statement workstreams.
06/30/23	Chris Ceresa	1.00	Review, analyze plan precedent re legal issue.
06/30/23	Chris Ceresa	1.00	Review and comment on draft disclosure statement motion and plan.
06/30/23	Diana Heriford	4.60	Revise plan (3.7); analyze plan precedent re legal issues. (.9).
07/01/23	Diana Heriford	1.60	Revise plan.
07/02/23	Diana Heriford	4.70	Revise plan (3.1); review, analyze precedent re same (1.6).
07/02/23	Alison Wirtz	1.30	Review and comment on chapter 11 plan (.8); review and analyze precedent plans re release provisions (.5).
07/03/23	Maryia Shybut	2.90	Draft, revise disclosure statement.
07/03/23	Alison Wirtz	2.60	Review and comment on sections of the plan.
07/04/23	Diana Heriford	3.60	Revise plan.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050083582
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/04/23	Alison Wirtz	4.80	Review and comment on disclosure statement (3.4); review and analyze precedent interim disclosure statements re same (.7); correspond with M. Shybut re same (.2); review and comment on plan (.4); correspond with D. Heriford, K&E team re same (.1).
07/05/23	Chris Ceresa	0.60	Review, analyze legal issues re draft plan.
07/05/23	Diana Heriford	2.40	Revise plan.
07/05/23	Maryia Shybut	4.90	Draft, revise disclosure statement (3.4); review plan re same (1.5).
07/05/23	Alison Wirtz	3.10	Review and comment on Plan (2.3); correspond with C. Ceresa and D. Heriford re same (.4); correspond with M. Shybut re revisions to disclosure statement and review same (.4).
07/06/23	Chris Ceresa	2.10	Review, analyze legal issues re draft plan.
07/06/23	Diana Heriford	5.20	Review, analyze comments re plan (1.3); revise plan (3.9).
07/07/23	Kelby Roth	0.10	Correspond with A. Salmen, K&E team re disclosure statement motion.
07/13/23	Alison Wirtz	0.90	Correspond and conference with A&M team re plan, disclosure statement and liquidation analysis.
07/14/23	Whitney Fogelberg	2.80	Review and revise draft plan (2.3); telephone conference with A. Wirtz and K&E team re same (.5).
07/14/23	Diana Heriford	2.90	Review, analyze plan comments (.9); research precedent re plan classes (1.5); telephone conference with W. Fogelberg, A. Wirtz, C. Ceresa re plan (.5).
07/14/23	Alison Wirtz	0.90	Correspond with D. Heriford and K&E team re plan comments (.4); telephone conference with W. Fogelberg, D. Heriford and C. Ceresa re plan (.5).
07/15/23	Diana Heriford	1.70	Revise plan re comments from K&E team.
07/16/23	Alison Wirtz	1.20	Conference with W. Fogelberg re status of plan, disclosure statement and other matters (.4); conference with lenders' counsel re counterproposal to global settlement (.6); review and analyze materials re same (.2).
07/17/23	Amila Golic	0.20	Correspond with D. Heriford re confirmation workstream timeline.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050083582
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/17/23	Diana Heriford	0.40	Correspond with A. Wirtz, A&M re plan (.3); correspond with C. Ceresa re plan (.1).
07/17/23	Diana Heriford	3.80	Research precedent re plan, administrative claims (2.8); draft summary re plan, class precedent research (.6); correspond with C. Ceresa re same (.4).
07/17/23	Alison Wirtz	0.30	Correspond with C. Ceresa and K&E team re plan classification matters.
07/20/23	Chris Ceresa	0.80	Review, analyze plan legal issues (.6); correspond with D. Heriford, K&E team re same (.2).
07/27/23	Chris Ceresa	0.40	Review, analyze voting legal issue.
07/31/23	Amila Golic	0.30	Review and analyze precedent disclosure statements.
Total		145.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083583

Client Matter: 47119-19

In the Matter of K&E Retention and Fee Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 188,087.50

Total legal services rendered

\$ 188,087.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050083583
 Matter Number: 47119-19

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	0.60	1,295.00	777.00
Simon Briefel	14.10	1,245.00	17,554.50
Chris Ceresa	2.70	1,245.00	3,361.50
Chris Ceresa	1.10	1,155.00	1,270.50
Michael Y. Chan	12.00	365.00	4,380.00
Matthew Cooper	1.00	315.00	315.00
Marta Dudyan	5.50	315.00	1,732.50
Whitney Fogelberg	8.10	1,425.00	11,542.50
Susan D. Golden	2.30	1,475.00	3,392.50
Amila Golic	15.40	995.00	15,323.00
Amila Golic	53.60	885.00	47,436.00
Diana Heriford	4.70	885.00	4,159.50
Diana Heriford	6.10	735.00	4,483.50
Chad J. Husnick, P.C.	0.50	2,045.00	1,022.50
Tamar Kofman	24.10	995.00	23,979.50
Eric Nyberg	12.00	315.00	3,780.00
Robert Orren	2.10	570.00	1,197.00
Gabrielle Christine Reardon	2.30	885.00	2,035.50
Gabrielle Christine Reardon	2.20	735.00	1,617.00
Kelby Roth	0.50	885.00	442.50
Kelby Roth	1.60	735.00	1,176.00
Adrian Salmen	2.90	995.00	2,885.50
Adrian Salmen	0.60	885.00	531.00
Maryia Shybut	7.20	735.00	5,292.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
Spencer A. Winters	3.50	1,445.00	5,057.50
Alison Wirtz	3.40	1,375.00	4,675.00
Alison Wirtz	14.10	1,295.00	18,259.50
TOTALS	204.40		\$ 188,087.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050083583
 Matter Number: 47119-19

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Michael Y. Chan	3.00	Analyze disclosure of creditors/entities (1.4); research parent company, creditors/entities (1.6).
06/05/23	Matthew Cooper	1.00	Organize, prepare parties for conflicts searching for creditors/entities submitted as Contract Counter-Parties.
06/05/23	Marta Dudyan	3.00	Analyze disclosure of creditors/entities.
06/05/23	Eric Nyberg	6.50	Research creditors/entities re disclosure issues.
06/06/23	Michael Y. Chan	2.50	Analyze disclosure of creditors/entities.
06/06/23	Marta Dudyan	2.50	Analyze disclosure of creditors/entities.
06/06/23	Amila Golic	0.80	Draft proposed postpetition matter numbers (.6); correspond with S. Briefel, K&E team re same (.2).
06/06/23	Eric Nyberg	3.00	Analyze disclosure issues re creditors/entities.
06/07/23	Simon Briefel	0.30	Telephone conference with K&E conflicts team re conflicts search.
06/07/23	Michael Y. Chan	1.50	Analyze disclosure issues re creditors/entities.
06/07/23	Amila Golic	2.20	Analyze issues re postpetition matter numbers (.3); correspond and conference with A. Wirtz, K&E team re same (.2); review and analyze budget and staffing precedent memoranda (1.7).
06/07/23	Tamar Kofman	1.80	Telephone conference with S. Briefel re conflicts review (.3); prepare same for review (1.1); correspond with S. Briefel, K&E team re same (.4).
06/07/23	Alison Wirtz	0.90	Correspond with K&E team re postpetition retention-related matters.
06/08/23	Amila Golic	4.90	Draft and revise K&E billing memorandum (1.2); analyze precedent re same (.6); correspond with A. Wirtz, S. Briefel re K&E billing memorandum issues same (.4); revise budget and staffing memorandum (1.7); review and analyze legal issues re post-petition billing (1.0).
06/08/23	Diana Heriford	3.50	Review, analyze potential conflict issues (2.4); draft summary re same (1.1).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050083583
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/23	Tamar Kofman	2.00	Review, analyze, conflicts reports re legal/disclosure issues.
06/08/23	Maryia Shybut	1.00	Review, analyze conflicts reports re legal/disclosure issues.
06/08/23	Alison Wirtz	0.60	Correspond with A. Golic re postpetition billing matter numbers (.2); review and comment on billing memo (.4).
06/09/23	Amila Golic	1.80	Review and analyze conflicts reports re legal/disclosure issues.
06/09/23	Tamar Kofman	0.40	Correspond with S. Briefel, K&E team re conflicts review legal issues (.3); telephone conference with S. Briefel re same (.1).
06/09/23	Gabrielle Christine Reardon	1.20	Review and analyze conflicts reports re legal/disclosure issues.
06/09/23	Maryia Shybut	1.50	Review, analyze conflicts reports re legal/disclosure issues.
06/09/23	Alison Wirtz	0.20	Correspond with W. Fogelberg re Kirkland retention matters and scheduling.
06/11/23	Simon Briefel	5.00	Review, revise K&E retention application (1.2); review, revise budget and staffing memorandum (.8); correspond with T. Kaufman re conflicts search (.2); review, analyze conflicts reports re legal/disclosure issues (2.8).
06/11/23	Amila Golic	0.60	Review and revise K&E retention application.
06/11/23	Kelby Roth	1.20	Review, analyze conflicts reports re specific disclosure legal issues.
06/12/23	Simon Briefel	3.30	Review, analyze conflict reports re legal/disclosure issues.
06/12/23	Whitney Fogelberg	1.90	Review and analyze issues re conflicts reports (.7); correspond and conference with A. Wirtz re K&E retention application (1.2).
06/12/23	Amila Golic	4.80	Revise K&E retention application (2.4); revise K&E budget and staffing memorandum (.8); revise budget spreadsheet (.6); research and analyze precedent re same (.8); correspond with S. Briefel, K&E team re same (.2).
06/12/23	Tamar Kofman	1.10	Correspond with S. Briefel, K&E team re conflicts review legal issues.
06/12/23	Gabrielle Christine Reardon	1.00	Draft summary chart re conflict results (.9); correspond with S. Briefel re conflicts (.1).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050083583
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Simon Briefel	4.00	Review, analyze conflict reports re legal/disclosure issues.
06/13/23	Amila Golic	2.90	Review and revise results of conflicts reports (1.4); correspond with S. Briefel, T. Kofman re same (.3); revise K&E retention application (.9); correspond with S. Briefel re same (.3).
06/13/23	Diana Heriford	2.60	Review, analyze conflict reports re legal/disclosure issues.
06/13/23	Tamar Kofman	1.30	Correspond with S. Briefel, K&E team re conflicts review (.6); analyze issues re same (.4); telephone conference with S. Briefel re same (.3).
06/13/23	Kelby Roth	0.40	Review, analyze conflicts reports re specific disclosure legal issues (.3); correspond with T. Kofman, S. Briefel re same (.1).
06/13/23	Adrian Salmen	0.60	Review, revise K&E conflicts tracker.
06/13/23	Maryia Shybut	1.20	Review and revise tracker re K&E conflicts.
06/14/23	Simon Briefel	1.50	Review, analyze conflict reports re legal/disclosure issues.
06/14/23	Amila Golic	1.20	Review and revise K&E retention application (1.0); telephone conference with T. Kofman re retention declaration issues (.2).
06/14/23	Tamar Kofman	1.00	Review, analyze K&E retention application issues (.5); correspond with A. Golic re same (.3); telephone conference with A. Golic re same (.2).
06/15/23	Amila Golic	0.30	Review, revise K&E retention application.
06/15/23	Tamar Kofman	0.80	Review, analyze, conflicts reports re legal/disclosure issues.
06/16/23	Tamar Kofman	2.80	Review, analyze, K&E conflicts reports and tracker (2.5); correspond with M. Shybut, K&E team re same (.3).
06/16/23	Maryia Shybut	3.50	Analyze conflicts reports re legal/disclosure issues (2.0); revise summary re same (1.5).
06/19/23	Tamar Kofman	0.50	Correspond with A&M, A. Wirtz, K&E team re K&E conflicts issues.
06/20/23	Michael Y. Chan	1.00	Organize and prepare parties for K&E conflicts searching for creditors/entities (.6); research re creditors/entities re potential disclosure (.4).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050083583
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Amila Golic	0.70	Correspond with A. Wirtz, T. Kofman, K&E team re issues re retainer and conflicts (.3); revise retention application (.4).
06/20/23	Tamar Kofman	1.60	Review, revise conflicts tracker (1.1); correspond with A. Golic, K&E team re K&E retention application (.2); correspond with A. Wirtz, K&E team, Klehr re parties in interest list (.3).
06/21/23	Amila Golic	3.00	Telephone conference with T. Kofman re specific disclosures (.2); review and analyze precedent retention applications for specific disclosure language (2.2); revise retention application (.6).
06/21/23	Tamar Kofman	4.10	Analyze K&E legal conflicts issues (3.1); review, analyze K&E retention application (.4); correspond with A. Golic, K&E team, Klehr team re same (.6).
06/21/23	Eric Nyberg	1.00	Analyze disclosure issues re creditors/entities.
06/21/23	Alison Wirtz	1.50	Review and comment on Kirkland retention application and declaration (1.3); correspond with A. Golic and K&E team re parties in interest list matters and conflicts (.2).
06/22/23	Amila Golic	4.50	Revise retention application per T. Kofman, A. Wirtz comments (2.8); review and analyze precedent re outstanding legal questions (1.1); review and analyze precedent re motion to seal potential M&A counterparties (.6).
06/22/23	Tamar Kofman	5.00	Review, revise K&E retention application (3.1); correspond with A. Golic, K&E team, A&M re same (.5); analyze issues re same (1.2); telephone conference with A. Wirtz, C. Ceresa re same (.2).
06/22/23	Robert Orren	2.10	Retrieve precedent re motion to seal M&A counterparties in K&E retention application (.6); draft same (1.2); correspond with A. Golic and A. Wirtz re same (.3).
06/22/23	Alison Wirtz	0.40	Review and comment on revised retention application.
06/23/23	Whitney Fogelberg	0.60	Review and revise K&E retention application.
06/23/23	Amila Golic	2.20	Correspond with T. Kofman re conflicts results (.3); revise K&E retention application (1.9).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/23	Tamar Kofman	1.40	Correspond with A. Wirtz, K&E team re conflicts review (.7); analyze issues re same (.4); correspond with A&M re same (.1); review, analyze comments on retention application (.2).
06/24/23	Whitney Fogelberg	0.50	Review and revise K&E retention application.
06/24/23	Amila Golic	2.70	Revise K&E retention application (2.1); correspond with A. Wirtz, T. Kofman re legal issues re same (.6).
06/24/23	Tamar Kofman	0.30	Correspond with A. Golic re K&E retention application.
06/24/23	Alison Wirtz	2.20	Correspond with A. Golic and K&E team re conflicts matters (.4); review and comment on Kirkland retention application (1.3); review and analyze materials re same (.3); correspond with A. Golic re same (.2).
06/26/23	Whitney Fogelberg	1.90	Review and revise K&E retention application (1.1); correspond with A. Wirtz and K&E team re same (.8).
06/26/23	Susan D. Golden	1.60	Review and revise K&E retention application (1.4); correspond with A. Golic with comments to same (.2).
06/26/23	Amila Golic	3.00	Revise K&E retention application (1.8); correspond with S. Golden, K&E team re same (.3); correspond with conflicts department re outstanding legal issues (.7); correspond with A&M re issues re parties in interest list (.2).
06/26/23	Alison Wirtz	0.20	Correspond with A. Golic and K&E team re Kirkland retention application and review re same.
06/27/23	Michael Y. Chan	2.00	Organize and prepare parties for conflicts searching for creditors/entities (.8); analyze disclosure issues re creditors/entities (1.2).
06/27/23	Whitney Fogelberg	0.80	Review and revise K&E retention application (.5); correspond with A. Wirtz and S. Winters re legal issues re same (.3).
06/27/23	Amila Golic	3.70	Review and analyze legal issues re conflicts and specific disclosures (.9); correspond with Conflicts re same (.3); revise K&E retention application (2.1); correspond with A. Wirtz, K&E team re same and budget and staffing memorandum (.4).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050083583
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Spencer A. Winters	0.80	Review and revise K&E retention application.
06/27/23	Alison Wirtz	0.60	Review and comment on budget and staffing memorandum (.4); review professional fee budget (.2).
06/28/23	Chris Ceresa	1.10	Review, revise, comment on draft K&E retention materials.
06/28/23	Michael Y. Chan	2.00	Organize, prepare parties for conflicts searching for creditors/entities (1.0); analyze disclosure issues re creditors/entities (1.0).
06/28/23	Amila Golic	6.00	Correspond with S. Winters, W. Fogelberg re budget and staffing memorandum (.4); revise same (.8); revise K&E retention application (1.6); correspond with A. Wirtz, K&E team re K&E retention application (.4); review, analyze precedent re same re legal issues (1.4); correspond with professionals to be retained re parties in interest list (1.1); correspond with Conflicts re outstanding legal issues (.3).
06/28/23	Eric Nyberg	1.50	Analyze disclosure issues re creditors/entities.
06/28/23	Alison Wirtz	0.70	Review and comment on Kirkland retention application and declaration (.3); correspond with A. Golic and K&E team re same (.1); analyze issues re conflicts for Kirkland (.3).
06/29/23	Amila Golic	3.30	Review and revise K&E retention application (1.6); revise motion to seal (.7); correspond with S. Winters, A. Wirtz, K&E team re legal issues re same (.8); correspond with Conflicts department re issues and status of conflicts results (.2).
06/29/23	Spencer A. Winters	0.50	Review and analyze K&E retention application.
06/29/23	Alison Wirtz	1.30	Review and comment on Kirkland retention application (.4); review and analyze conflicts disclosures (.4); correspond with A. Golic and K&E team re same (.5).
06/30/23	Whitney Fogelberg	2.40	Review and analyze legal issues re K&E retention application (1.0); correspond and conference with A. Wirtz and A. Golic re same (1.2); telephone conference with S. Winters re same (.2).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050083583
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/23	Amila Golic	5.00	Revise K&E retention application (1.9); revise declaration in support of K&E retention application (1.6); revise motion to seal (.3); correspond with S. Winters, C. Husnick, J. Sussberg, W. Fogelberg, A. Wirtz, K&E team re legal issues re K&E retention application (1.2).
06/30/23	Chad J. Husnick, P.C.	0.50	Review and revise K&E retention application.
06/30/23	Josh Sussberg, P.C.	0.20	Correspond with S. Winters, K&E team re retention application (.1); review same (.1).
06/30/23	Spencer A. Winters	2.20	Review and analyze legal issues re K&E retention application (1.4); correspond and telephone conferences with W. Fogelberg, K&E team re same (.5); review and analyze motion to seal re legal issues (.3).
06/30/23	Alison Wirtz	5.50	Review and revise Kirkland retention application and declaration (2.9); analyze conflicts schedules (.6); conference and correspond with S. Winters and W. Fogelberg re same (1.2); review and revise motion to seal confidential parties in interest (.6); correspond with Klehr Harrison re same (.2).
07/05/23	Amila Golic	0.30	Analyze retention application for sealing matters.
07/05/23	Alison Wirtz	0.20	Correspond with A. Golic re retention application sealing matters.
07/06/23	Amila Golic	0.30	Review and analyze K&E retention application and motion to seal re redaction obligations.
07/07/23	Amila Golic	0.50	Review, analyze June invoice for privilege and confidentiality.
07/08/23	Amila Golic	0.60	Review and analyze invoice for confidentiality and privilege.
07/09/23	Amila Golic	2.00	Correspond with A. Salmen, K&E team re review of invoice for privilege and confidentiality (.3); prepare invoice for review by team (1.7).
07/09/23	Alison Wirtz	0.30	Correspond with A. Golic re invoice review and confidentiality considerations.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050083583
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/23	Amila Golic	3.10	Revise proposed K&E retention order (.4); correspond with A. Wirtz, K&E team re same (.2); review and analyze issues re redactions (.8); review and revise invoice for privilege and confidentiality considerations (1.7).
07/10/23	Diana Heriford	3.90	Review, revise invoice statements re privilege, confidentiality.
07/10/23	Gabrielle Christine Reardon	1.70	Review, revise invoice statement re privilege and confidentiality.
07/10/23	Alison Wirtz	0.30	Correspond with S. Golden re K&E retention order and recent cases (.2); correspond with A. Golic re redaction of certain names (.1).
07/11/23	Amila Golic	0.30	Correspond with D. Heriford, G. Reardon, A. Wirtz, A. Salmen re review of invoice for privilege and confidentiality.
07/11/23	Diana Heriford	0.80	Review, revise invoice statements re privilege, confidentiality concerns.
07/11/23	Gabrielle Christine Reardon	0.10	Correspond with A. Wirtz, A. Golic re K&E invoice statement.
07/11/23	Adrian Salmen	2.90	Review and revise invoice for privilege and confidentiality considerations.
07/12/23	Amila Golic	2.20	Review, revise invoice for privilege and confidentiality.
07/12/23	Gabrielle Christine Reardon	0.50	Review, revise invoice statement re privilege and confidentiality issues.
07/13/23	Amila Golic	2.10	Review and revise invoice for confidentiality and privilege (1.6); review and analyze U.S. Trustee comments to retention application (.3); correspond with G. Reardon, K&E team re revisions to invoice for privilege and confidentiality (.2).
07/13/23	Kelby Roth	0.50	Review, revise invoice statement re privilege and confidentiality.
07/14/23	Amila Golic	0.30	Correspond with D. Daines, billing department re invoice revisions.
07/16/23	Susan D. Golden	0.40	Review and analyze comments from U.S. Trustee to K&E retention application (.2); correspond with A. Wirtz re responses to same (.2).
07/16/23	Amila Golic	0.60	Revise K&E retention order and motion to seal (.5); correspond with A. Wirtz, K&E team re same (.1).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050083583
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/16/23	Alison Wirtz	0.90	Correspond with A. Golic re K&E retention matters.
07/17/23	Alison Wirtz	0.40	Correspond with C. Husnick re K&E retention application and responses to UST comments.
07/18/23	Susan D. Golden	0.30	Telephone conference with A. Wirtz and U.S. Trustee re K&E retention application (.1); follow-up telephone conference with A. Wirtz re same (.2).
07/18/23	Amila Golic	1.50	Revise K&E retention application order and motion to seal order (.8); correspond with A. Wirtz, K&E team, Klehr, U.S. Trustee re same (.7).
07/20/23	Amila Golic	0.20	Correspond with A. Wirtz, K&E team re prepetition invoice.
07/21/23	Amila Golic	0.70	Correspond with A. Wirtz, K&E team re review of invoice for privilege and confidentiality.
07/21/23	Alison Wirtz	0.10	Correspond with A. Golic re invoice review matters.
07/22/23	Amila Golic	0.30	Correspond with A. Wirtz, K&E team re review of invoice for privilege and confidentiality.
07/24/23	Chris Ceresa	2.70	Review, revise K&E fee statement re compliance with U.S. Trustee guidelines and confidentiality/privilege issues.
07/27/23	Simon Briefel	0.60	Review, revise K&E invoice re confidentiality, U.S. Trustee guidelines.
07/27/23	Alison Wirtz	0.90	Review and comment on invoice for privilege and confidentiality (.8); correspond with A. Golic, K&E team re same (.1).
07/31/23	Amila Golic	0.40	Review and analyze precedent monthly fee statements.
07/31/23	Alison Wirtz	0.30	Correspond with A. Golic and K&E team re invoice review and related matters.
Total		204.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083584

Client Matter: 47119-20

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 34,290.00

Total legal services rendered

\$ 34,290.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Non-K&E Retention and Fee Matters

Invoice Number: 1050083584
 Matter Number: 47119-20

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.30	1,245.00	373.50
Chris Ceresa	5.30	1,155.00	6,121.50
Whitney Fogelberg	1.60	1,425.00	2,280.00
Susan D. Golden	0.60	1,475.00	885.00
Amila Golic	1.80	995.00	1,791.00
Kelby Roth	3.60	735.00	2,646.00
Adrian Salmen	0.90	885.00	796.50
Maryia Shybut	10.10	735.00	7,423.50
Luke Spangler	0.90	325.00	292.50
Josh Sussberg, P.C.	0.20	2,045.00	409.00
Alison Wirtz	3.30	1,375.00	4,537.50
Alison Wirtz	5.20	1,295.00	6,734.00
TOTALS	33.80		\$ 34,290.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Non-K&E Retention and Fee Matters

Invoice Number: 1050083584
 Matter Number: 47119-20

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Kelby Roth	3.10	Review, revise KCC retention application (2.8); correspond with C. Ceresa, K&E team re same (.3).
06/05/23	Alison Wirtz	0.20	Correspond with M. Yurkewicz re KCC 156 retention and related matters.
06/11/23	Alison Wirtz	0.20	Correspond with D. Pacitti re parties in interest list.
06/15/23	Chris Ceresa	0.30	Correspond with local counsel re legal issues re non-K&E retention.
06/20/23	Maryia Shybut	2.40	Draft, revise interim compensation procedures motion.
06/20/23	Luke Spangler	0.90	Research and compile precedent re interim compensation motion (.3); prepare same (.5); distribute same to M. Shybut (.1).
06/22/23	Alison Wirtz	0.80	Correspond with K&E team re interim compensation motion and motion to seal confidential parties (.4); correspond with A&M team re OCP and retained professionals (.4).
06/23/23	Chris Ceresa	1.30	Review, analyze materials re legal issues re non-K&E retention applications (1.1); correspond with A. Wirtz, K&E team re same (.2).
06/23/23	Kelby Roth	0.50	Research precedent re special counsel retention (.4); correspond with A. Salmen and C. Ceresa re same (.1).
06/23/23	Adrian Salmen	0.90	Review, analyze precedent special counsel applications.
06/23/23	Maryia Shybut	2.20	Draft, revise interim compensation procedures motion.
06/23/23	Alison Wirtz	0.40	Correspond with W&C and A&M re 327e professional retention and OCP matters (.2); correspond with Greenhill re conflicts (.2).
06/24/23	Alison Wirtz	1.30	Review and comment on interim compensation motion (.9); analyze precedent re same (.3); correspond with M. Shybut re same (.1).
06/25/23	Maryia Shybut	2.50	Draft, revise interim compensation procedures motion (1.2); draft, revise notice re same (1.3).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Non-K&E Retention and Fee Matters

Invoice Number: 1050083584
 Matter Number: 47119-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Whitney Fogelberg	1.60	Review and revise interim compensation and ordinary course professional motions (1.1); correspond with A. Wirtz, K&E team and Klehr Harrison re same (.5).
06/26/23	Susan D. Golden	0.50	Review, revise interim compensation motion (.4); correspond with A. Wirtz and M. Shybut re same (.1).
06/26/23	Maryia Shybut	1.60	Revise interim compensation procedures motion (.7); correspond with A. Wirtz, S. Golden, K&E team, Klehr Harrison team re same (.9).
06/26/23	Alison Wirtz	0.60	Review and comment on interim compensation motion (.4); correspond with M. Shybut re same (.2).
06/28/23	Chris Ceresa	2.30	Review, analyze materials re legal issues re retention of professionals other than K&E (1.9); correspond with A. Wirtz, K&E team re same (.4).
06/28/23	Alison Wirtz	0.20	Correspond with A&M and Klehr teams re OCP matters.
06/30/23	Chris Ceresa	1.40	Review, analyze pleadings re retention of professionals other than K&E re legal issues (1.2); correspond with A. Wirtz, K&E team re same (.2).
06/30/23	Maryia Shybut	1.40	Prepare interim compensation procedures motion and notice for filing (1.2); correspond with A. Wirtz re same (.2).
06/30/23	Alison Wirtz	1.50	Review and revise interim compensation motion (.8); coordinate filing of same (.3); correspond with Klehr Harrison and K&E team re retention applications for other professionals and filing of same (.4).
07/13/23	Amila Golic	1.30	Review and analyze engagement letters for non-K&E retention applications (1.2); correspond with C. Ceresa re same (.1).
07/17/23	Susan D. Golden	0.10	Correspond with A. Wirtz re U.S. Trustee requested revision to Interim Compensation Order.
07/17/23	Amila Golic	0.50	Research precedent re investment banker retention applications.

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Non-K&E Retention and Fee Matters

Invoice Number: 1050083584
Matter Number: 47119-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/17/23	Alison Wirtz	2.70	Correspond with S. Golden and U.S. Trustee re revisions to interim comp order (.8); conference and correspond with Klehr re Greenhill retention objection, K&E retention and precedent (1.9).
07/18/23	Alison Wirtz	0.60	Review and analyze draft reply re Greenhill retention objection (.5); correspond with Klehr team re same (.1).
07/19/23	Josh Sussberg, P.C.	0.20	Correspond with C. Husnick re Greenhill retention and DIP adjournment.
07/20/23	Chris Ceresa	0.30	Correspond with Klehr team re status of ordinary course professionals retention items.
Total		33.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083585

Client Matter: 47119-21

In the Matter of Tax Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 60,611.00

Total legal services rendered

\$ 60,611.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Tax Matters

Invoice Number: 1050083585
 Matter Number: 47119-21

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thad W. Davis, P.C.	22.60	1,795.00	40,567.00
Paul Goldsmith	0.40	995.00	398.00
Diana Heriford	2.40	735.00	1,764.00
Adrian Salmen	1.60	995.00	1,592.00
Adrian Salmen	2.70	885.00	2,389.50
Alex Stephenson	2.90	935.00	2,711.50
Alex Stephenson	11.90	775.00	9,222.50
Matthew J. Van Wagoner	0.80	1,295.00	1,036.00
Alison Wirtz	0.30	1,375.00	412.50
Alison Wirtz	0.40	1,295.00	518.00
TOTALS	46.00		\$ 60,611.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Tax Matters

Invoice Number: 1050083585
 Matter Number: 47119-21

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Diana Heriford	1.80	Revise taxes motion (1.4); revise tax attribute motion (.4).
06/04/23	Adrian Salmen	2.70	Review, revise tax attribute motion
06/05/23	Alex Stephenson	0.20	Review, analyze taxes, structure charts re legal issues.
06/07/23	Diana Heriford	0.60	Revise notice re tax attributes motion (.4); correspond with A. Wirtz, Klehr re same (.2).
06/07/23	Alison Wirtz	0.40	Review and revise NOL notice and correspond with KCC and K&E team re same.
06/13/23	Thad W. Davis, P.C.	0.50	Review, analyze tax model.
06/13/23	Alex Stephenson	0.20	Correspond with T. Davis re restructuring tax model legal issues (.1); review, analyze same (.1).
06/14/23	Thad W. Davis, P.C.	3.80	Review and revise A&M tax model re tax legal issues (.8); telephone conference with A&M re same (.9); conference with A. Stephenson re same (.5); research tax legal issues re same (1.4); telephone conference with S. Winter re same (.2).
06/14/23	Alex Stephenson	2.00	Telephone conference with T. Davis, K&E team re bankruptcy tax structuring issues (.5); correspond re same with T. Davis (.5); review, analyze purchase agreement, debt instruments and structure charts (.7); correspond with T. Davis and K&E team re same (.3).
06/15/23	Thad W. Davis, P.C.	1.80	Review and draft correspondence re tax model legal issues (1.4); conference with A. Stephenson re same (.4).
06/15/23	Alex Stephenson	0.50	Review, analyze tax structure excel sheet re tax legal issues (.4); correspond with T. Davis re tax structure (.1).
06/16/23	Thad W. Davis, P.C.	2.40	Telephone conference with Company re tax modeling legal issues (.4); review, analyze diligence materials re same (1.5); research same (.5).
06/16/23	Alex Stephenson	0.20	Review, analyze documents re tax attributes.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Tax Matters

Invoice Number: 1050083585
 Matter Number: 47119-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/23	Thad W. Davis, P.C.	2.80	Review, analyze stock basis spreadsheet (1.0); research tax issues re same (1.0); review and draft correspondence re same (.8).
06/20/23	Thad W. Davis, P.C.	0.30	Conference with A. Stephenson re stock basis legal issues.
06/20/23	Alex Stephenson	0.50	Conference with T. Davis re tax legal issues re stock basis spreadsheet (.3); review, analyze same (.2).
06/22/23	Thad W. Davis, P.C.	1.80	Telephone conference with A. Stephenson, Company, and A&M re tax legal issues (1.5); research same (.3).
06/22/23	Alex Stephenson	1.70	Telephone conference with T. Davis, A&M team, Company re tax model issues (1.5); correspond re same with T. Davis (.2).
06/23/23	Thad W. Davis, P.C.	0.70	Research tax legal issues.
06/26/23	Thad W. Davis, P.C.	0.70	Telephone conference with A. Stephenson re transaction structure legal issues (.1); review and draft correspondence re same (.6).
06/26/23	Alex Stephenson	0.40	Telephone conference with T. Davis re legal research questions re structure/tax issues (.1); research re same (.3).
06/27/23	Alex Stephenson	3.20	Research re reorganization structures (2.1); draft summary re same (1.1).
06/28/23	Alex Stephenson	1.00	Legal research re restructuring tax structure issues.
06/30/23	Thad W. Davis, P.C.	2.30	Telephone conference with S. Winters re exit structure legal issues (.2); telephone conference with A. Stephenson re same (.2); research tax legal issues re same (1.4); review and draft correspondence re same (.5).
06/30/23	Alex Stephenson	2.00	Legal research re structure of restructuring and tax implications (1.8); telephone conference with T. Davis re same (.2).
07/03/23	Thad W. Davis, P.C.	0.80	Research sale structure.
07/05/23	Thad W. Davis, P.C.	0.80	Telephone conference with King & Spalding and A. Stephenson re tax issues (.4); research same (.4).
07/05/23	Alex Stephenson	0.40	Telephone conference with King & Spalding and T. Davis re structure of transactions.
07/07/23	Thad W. Davis, P.C.	0.20	Review and analyze correspondence re tax modeling.

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Tax Matters

Invoice Number: 1050083585
 Matter Number: 47119-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/07/23	Alex Stephenson	0.20	Review and analyze stock basis analysis sheet.
07/10/23	Alex Stephenson	0.50	Review and analyze tax basis analysis.
07/12/23	Thad W. Davis, P.C.	0.30	Review, analyze, draft correspondence re tax basis study.
07/13/23	Thad W. Davis, P.C.	0.30	Review and analyze final taxes order.
07/13/23	Adrian Salmen	0.90	Review, revise NOL order.
07/13/23	Alex Stephenson	0.10	Review and analyze taxes motion.
07/14/23	Thad W. Davis, P.C.	1.60	Telephone conference with A. Stephenson, Company, and A&M re tax modeling (1.3); review and draft correspondence re same (.3).
07/14/23	Alex Stephenson	1.70	Telephone conference with T. Davis, Company, A&M re basis (1.3); review and analyze files and spreadsheets re same (.4).
07/18/23	Paul Goldsmith	0.40	Revise and finalize final orders for taxes and SoFA motions.
07/20/23	Thad W. Davis, P.C.	0.40	Review and analyze correspondence re exit structure.
07/21/23	Thad W. Davis, P.C.	0.60	Review and analyze correspondence re exit structure.
07/21/23	Adrian Salmen	0.70	Review and analyze NOL notice of final order (.4); review and analyze final order re noticing requirements (.3).
07/21/23	Alison Wirtz	0.30	Correspond with A. Salmen and Klehr team re entry of NOL order and filing of related notices.
07/24/23	Thad W. Davis, P.C.	0.10	Review and analyze correspondence re exit structure.
07/25/23	Thad W. Davis, P.C.	0.40	Review, analyze, and draft correspondence re tax modeling.
07/26/23	Matthew J. Van Wagoner	0.80	Correspond with T. Davis, K&E tax team re PGX tax attachments.
Total		46.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083586

Client Matter: 47119-22

In the Matter of Non-Working Travel

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 27,555.00

Total legal services rendered

\$ 27,555.00

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Non-Working Travel

Invoice Number: 1050083586
Matter Number: 47119-22

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	1.30	1,295.00	1,683.50
Chris Ceresa	0.20	1,245.00	249.00
Whitney Fogelberg	4.20	1,425.00	5,985.00
Chad J. Husnick, P.C.	2.90	2,045.00	5,930.50
Casey McGushin	2.50	1,415.00	3,537.50
Alison Wirtz	6.60	1,375.00	9,075.00
TOTALS	18.80		\$ 27,555.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Non-Working Travel

Invoice Number: 1050083586
 Matter Number: 47119-22

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/12/23	Whitney Fogelberg	1.60	Travel from Chicago, IL to New York, NY for UCC conference (billed at half time).
07/12/23	Alison Wirtz	2.10	Travel from Chicago, IL to New York, NY for UCC meeting (billed at half time).
07/13/23	Whitney Fogelberg	2.60	Travel from New York, NY to Chicago, IL re UCC conference (billed at half time).
07/13/23	Alison Wirtz	2.40	Travel from New York, NY to Chicago, IL following UCC meeting (billed at half time).
07/20/23	Casey McGushin	1.50	Travel from New York, NY to Chicago, IL following deposition of R. Meltzer (billed at half time).
07/30/23	Simon Briefel	0.80	Travel from New York, NY to Wilmington, DE for DIP and bid procedures hearing (billed at half time).
07/30/23	Chad J. Husnick, P.C.	1.20	Travel from Houston, TX to Wilmington, DE re DIP/bid procedures hearing (billed at half time).
07/30/23	Casey McGushin	1.00	Travel from Milwaukee, WI to Wilmington, DE for hearing (billed at half time).
07/30/23	Alison Wirtz	2.10	Travel from Chicago, IL to Wilmington, DE for hearing (billed at half time).
07/31/23	Simon Briefel	0.50	Travel from Wilmington, DE to New York, NY back from hearing (billed at half time).
07/31/23	Chris Ceresa	0.20	Travel from Wilmington, DE to New York, NY (billed at half time).
07/31/23	Chad J. Husnick, P.C.	1.70	Travel from Wilmington, DE to Glen Ellyn, IL re DIP/bid procedures hearing (billed at half time).
Total		17.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083587

Client Matter: 47119-23

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 29,242.50

Total legal services rendered

\$ 29,242.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 U.S. Trustee Communications & Reporting

Invoice Number: 1050083587
 Matter Number: 47119-23

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	0.60	1,295.00	777.00
Chris Ceresa	0.90	1,245.00	1,120.50
Chris Ceresa	3.50	1,155.00	4,042.50
Amy Donahue	1.00	480.00	480.00
Whitney Fogelberg	2.50	1,425.00	3,562.50
Diana Heriford	0.30	735.00	220.50
Library Factual Research	3.50	445.00	1,557.50
Gabrielle Christine Reardon	0.90	885.00	796.50
Maryia Shybut	7.70	885.00	6,814.50
Alison Wirtz	3.60	1,375.00	4,950.00
Alison Wirtz	3.80	1,295.00	4,921.00
TOTALS	28.30		\$ 29,242.50

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 U.S. Trustee Communications & Reporting

Invoice Number: 1050083587
 Matter Number: 47119-23

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Diana Heriford	0.30	Telephone conference with U.S. Trustee re creditor matrix motion.
06/05/23	Alison Wirtz	1.60	Conference with U.S. Trustee re creditor matrix motion and questions (.6); review and analyze revisions to motion in response (.2); review and analyze revisions to first day orders following discussions with U.S. Trustee (.3); correspond with U.S. Trustee and Company re Top 30 creditor inbound questions (.5).
06/06/23	Alison Wirtz	0.10	Correspond with Klehr Harrison and K&E team re 341 meeting and next steps.
06/09/23	Alison Wirtz	0.50	Correspond with Klehr team re 341 meeting and logistics (.3); correspond with A&M team re correspondence for Top 30 list (.2).
06/15/23	Chris Ceresa	0.50	Telephone conference with Company, A. Wirtz, and Klehr team re preparing re initial debtor interview.
06/15/23	Whitney Fogelberg	0.60	Telephone conference with Company and Klehr Harrison re initial debtor interview.
06/15/23	Alison Wirtz	0.50	Conference with Klehr Harrison team and Company re initial debtor interview preparations.
06/16/23	Alison Wirtz	0.20	Correspond with Klehr Harrison re U.S. Trustee objection extension.
06/20/23	Chris Ceresa	1.60	Draft, revise minutes re initial debtor interview (1.2); correspond with A. Wirtz, K&E team re issues re same (.4).
06/20/23	Alison Wirtz	0.90	Draft summary of initial debtor interview (.5); correspond with S. Winters and K&E team re same (.4).
06/21/23	Chris Ceresa	1.40	Coordinate diligence materials coming out of initial debtor interview (1.1); correspond with A. Wirtz, K&E team re issues re same (.3).
07/02/23	Alison Wirtz	0.10	Correspond with A&M team and Klehr team re 341 meeting and SOFAs and Schedules.
07/06/23	Maryia Shybut	3.90	Research re 341 conference (2.6); review and analyze transcripts re same (.6); correspond with C. Ceresa re same (.7).

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 U.S. Trustee Communications & Reporting

Invoice Number: 1050083587
 Matter Number: 47119-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/07/23	Chris Ceresa	0.90	Review, analyze legal issue re 341 conferences (.6); correspond with W. Fogelberg and K&E team re same (.3).
07/07/23	Library Factual Research	3.50	Research transcripts for 341 conferences of creditors.
07/07/23	Maryia Shybut	3.80	Research re section 341 conference (2.1); review and analyze transcripts re same (.5); draft summary re same (.9); correspond with C. Ceresa, W. Fogelberg re same (.3).
07/10/23	Alison Wirtz	0.20	Correspond with A&M and Klehr team re 341 meeting.
07/12/23	Whitney Fogelberg	0.50	Telephone conference with A. Wirtz, J. Hartley, and Klehr Harrison team re 341 conference.
07/12/23	Alison Wirtz	0.50	Conference with W. Fogelberg, Company, and Klehr Harrison team re 341 conference.
07/13/23	Amy Donahue	1.00	Attend 341 conference.
07/13/23	Whitney Fogelberg	1.40	Participate in initial 341 conference of creditors (1.0); correspond with Company and A. Wirtz re same (.4).
07/13/23	Alison Wirtz	1.50	Prepare for and attend initial 341 meeting (.9); correspond with Klehr Harrison and W&C team re same (.3); correspond with S. Winters and W. Fogelberg re same (.3).
07/18/23	Alison Wirtz	0.40	Correspond with U.S. Trustee re comments to first day orders and K&E retention order.
07/21/23	Simon Briefel	0.20	Correspond with D. Heriford, C. Ceresa re reporting obligations.
07/24/23	Alison Wirtz	0.10	Correspond with A&M team re 341 meeting preparation for Company.
07/27/23	Alison Wirtz	0.50	Conference with Company, Klehr Harrison and A&M team re 341 meeting preparation.
07/28/23	Simon Briefel	0.40	Review, revise monthly operating report.
07/28/23	Gabrielle Christine Reardon	0.90	Review, analyze, revise monthly operating report and global minutes.
07/28/23	Alison Wirtz	0.30	Correspond with A&M team re MORs and SOFAs and Schedules, global notes.
Total		28.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085155

Client Matter: 47119-3

In the Matter of Adversary Proceeding & Contested Matter

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 270,943.50

Total legal services rendered

\$ 270,943.50

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050085155
 Matter Number: 47119-3

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	25.50	1,295.00	33,022.50
Chris Ceresa	1.00	1,245.00	1,245.00
Whitney Fogelberg	6.70	1,425.00	9,547.50
Paul Goldsmith	1.00	995.00	995.00
Amila Golic	1.20	995.00	1,194.00
Kate Guilfoyle	5.00	1,415.00	7,075.00
Diana Heriford	67.50	885.00	59,737.50
Richard U. S. Howell, P.C.	3.20	1,620.00	5,184.00
Nick Krislov	5.70	1,295.00	7,381.50
Mark Malone	6.90	525.00	3,622.50
Casey McGushin	56.50	1,415.00	79,947.50
Robert Orren	3.00	570.00	1,710.00
Gabrielle Christine Reardon	0.10	885.00	88.50
Adrian Salmen	17.10	995.00	17,014.50
Michael A. Sloman	2.20	995.00	2,189.00
Spencer A. Winters	6.10	1,445.00	8,814.50
Alison Wirtz	23.40	1,375.00	32,175.00
TOTALS	232.10		\$ 270,943.50

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050085155
 Matter Number: 47119-3

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Simon Briefel	4.90	Review, revise objection to motion to convert (3.4); research re same (1.5).
08/01/23	Chris Ceresa	0.30	Review, coordinate RFPs from US-/CFPB.
08/01/23	Whitney Fogelberg	0.50	Telephone conference with Williams & Connolly re potential CFPB settlement.
08/01/23	Diana Heriford	3.10	Review, analyze case law re conversion motion objection (1.2); draft summary re same (.6); correspond with A. Salmen, S. Briefel re same (.2); correspond with A&M re conversion motion objection (.1); review, analyze precedent re conversion motion objection (.4); review, analyze deadlines re conversion motion objection (.4); correspond with A. Salmen, S. Briefel re same (.2).
08/01/23	Richard U. S. Howell, P.C.	0.70	Review, analyze correspondence re open litigation issues.
08/01/23	Adrian Salmen	1.30	Correspond with S. Briefel, D. Heriford re motion to convert (.2); research re objection timeline (.4); draft objection motion (.7).
08/01/23	Alison Wirtz	1.50	Correspond with C. Ceresa and K&E team re CFPB discovery requests (.3); review materials re same (.4); correspond with S. Briefel re objection to motion to convert (.1); correspond with CFPB counsel re noticing costs (.3); correspond and conference with Williams & Connolly team, S. Winters re CFPB settlement scenarios (.4).
08/02/23	Simon Briefel	2.40	Review, analyze objection to motion to convert (1.5); correspond with D. Hartford, C. McGushin, A&M re DOJ requests for production, interrogatories (.9).
08/02/23	Chris Ceresa	0.70	Review, coordinate RFPs from US/CFPB (.6); correspond with K. Guilfoyle re same (.1).
08/02/23	Whitney Fogelberg	1.40	Telephone conference with Williams & Connolly and counsel to lenders re potential CFPB settlement (.4); telephone conference with CFPB, DOJ, counsel to lenders, and Williams & Connolly re potential settlement (.5); telephone conference with A. Wirtz, K&E team and Company re CFPB discovery requests (.5).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050085155
 Matter Number: 47119-3

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/23	Paul Goldsmith	1.00	Prepare responses to diligence requests and requests for production.
08/02/23	Kate Guilfoyle	3.50	Review, analyze pre-production documents for privilege.
08/02/23	Diana Heriford	4.70	Correspond with S. Briefel re DOJ request for production (.4); draft summary re same (.9); revise same (.3); review, analyze documents re same (1.1); telephone conference with Company, S. Briefel, C. McGushin re same (.5); revise motion to convert objection (1.1); review, analyze A&M diligence re same (.4).
08/02/23	Casey McGushin	2.00	Participate in telephone conference with Company re discovery requests from DOJ (.7); review and analyze discovery requests in preparation for telephone conference with Company (.4); review and analyze motion to convert (.9).
08/02/23	Adrian Salmen	0.60	Review, revise responses re diligence inquiries (.3); review, revise objection to conversion motion (.3).
08/03/23	Simon Briefel	1.50	Telephone conference with D. Heriford, A&M re DOJ diligence requests (.6); correspond with same, C. McGushin re DOJ diligence requests (.9).
08/03/23	Kate Guilfoyle	1.50	Review, analyze pre-production documents for privilege.
08/03/23	Diana Heriford	10.10	Review, analyze documents re DOJ request for production (3.7); compile same (3.3); revise summary re same (.8); correspond with S. Briefel, C. McGushin, A&M re same (1.2); telephone conference with S. Briefel re same (.5); telephone conference with S. Briefel, A&M re same (.6).
08/03/23	Casey McGushin	0.40	Coordinate collection and review of documents for DOJ.
08/04/23	Simon Briefel	0.50	Correspond with D. Heriford re DOJ diligence.
08/04/23	Whitney Fogelberg	1.60	Telephone conference with Williams & Connolly and Company re CFPB settlement issues (1.2); review and revise agreement re same (.4).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050085155
 Matter Number: 47119-3

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/04/23	Diana Heriford	3.20	Revise summary re request for production (.3); correspond with A&M, S. Briefel, C. McGushin re same (.6); review, analyze documents re same (1.5); compile documents re same (.8).
08/04/23	Mark Malone	1.80	Review and analyze final production set (.9); correspond with staff re same (.7); coordinate production delivery to interested parties (.2).
08/04/23	Casey McGushin	2.60	Draft and revise responses to discovery requests from US Government (.8); review and analyze documents for production to US Government (.6); draft and revise evidentiary outline for hearing on motion to convert (1.2).
08/04/23	Alison Wirtz	3.40	Telephone conference with Williams & Connolly and Company re CFPB settlement issues (1.2); review and revise agreement re same (.6); correspond with W. Fogelberg re same (.1); conference with S. Winters and W. Fogelberg re same (.4); review and comment on motion to convert (1.1).
08/05/23	Alison Wirtz	3.40	Review and comment on motion to convert (3.2); correspond with S. Winters and K&E team re same (.2).
08/06/23	Whitney Fogelberg	1.10	Telephone conference with Williams & Connolly and counsel to the lenders re CFPB settlement issues (.6); review and revise agreement re same (.5).
08/06/23	Casey McGushin	0.40	Participate in telephone conference with S. Winters, K&E team and lenders counsel re potential settlement with CFPB and DOJ.
08/06/23	Alison Wirtz	0.60	Review revisions to CFPB order (.1); conference with S. Winters, W. Fogelberg, Williams & Connolly and lenders re markup of proposed order (.5).
08/07/23	Simon Briefel	0.20	Correspond with A. Wirtz re declaration in support of conversion objection.
08/07/23	Diana Heriford	0.70	Correspond with A&M re DOJ production request (.2); review, analyze diligence re DOJ production request (.5).
08/07/23	Casey McGushin	1.40	Coordinate production of documents to US Government (.3); draft and revise responses and objections to US Government discovery (1.1).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050085155
 Matter Number: 47119-3

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/08/23	Simon Briefel	4.70	Correspond with C. McGushin re declaration in support of sale and conversion objection (.2); correspond with C. Ceresa, K&E team re same (.3); telephone conference with A. Wirtz, C. Ceresa re conversion objection, sale, DIP (1.0); conference with A. Salmen, D. Heriford re conversion objection (.2). review comment on interrogatories (.3); review, revise objection to motion to convert, declaration in support of same (2.7).
08/08/23	Diana Heriford	7.90	Review, analyze conversion objection evidentiary support (1.1); research case law re conversion objection (3.6); revise conversion objection (.5); telephone conference with S. Briefel, A. Salmen re conversion objection (.4); revise same (2.3).
08/08/23	Richard U. S. Howell, P.C.	0.70	Review, analyze correspondence from S. Winters and C. McGushin re open litigation issues (.2); review materials from S. Winters re same (.5).
08/08/23	Mark Malone	1.60	Review and analyze final production set (1.1); correspond with C. McGushin re same (.3); coordinate production delivery to DOJ (.2).
08/08/23	Casey McGushin	2.10	Review and tag documents for production to US government in response to discovery requests (.7); draft and revise responses to interrogatories (1.4).
08/08/23	Spencer A. Winters	4.80	Review and revise objection to motion to convert (3.9); review and analyze issues re same (.9).
08/08/23	Alison Wirtz	1.40	Review and comment on objection to motion to convert (1.1); correspond and conference with S. Briefel and S. Winters re same (.3).
08/09/23	Simon Briefel	3.20	Review, revise objection to motion to convert, declarations in support of same (.9); correspond with C. McGushin, K&E team, A&M re DOJ interrogatories (1.4); analyze issues re same (.9).
08/09/23	Diana Heriford	3.10	Revise conversion objection (1.3); revise same re Williams & Connolly comments (1.4); review, analyze same (.4).
08/09/23	Richard U. S. Howell, P.C.	0.20	Review, analyze correspondence from C. McGushin re settlement and litigation discussions.

Legal Services for the Period Ending August 31, 2023
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 Adversary Proceeding & Contested Matter

Invoice Number: 1050085155
 Matter Number: 47119-3

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/09/23	Casey McGushin	1.80	Prepare for telephone conference with counsel for US government re discovery (.3); participate in telephone conference with counsel for US government re discovery (.4); review and revise draft objection to motion to convert (.9); discuss hearing on motion to convert with S. Winters (.2).
08/09/23	Adrian Salmen	2.70	Review, revise conversion motion re evidentiary support (1.1); review case law citations re objection (.5); review, revise objection to conversion (1.1).
08/09/23	Spencer A. Winters	0.50	Review draft objection to motion to convert.
08/09/23	Alison Wirtz	0.50	Review and comment on draft objection to motion to convert.
08/09/23	Alison Wirtz	1.10	Conference with Holland & Hart, Company and Klehr team re WARN litigation and next steps (.7); review and comment on objection to motion to convert (.4); correspond with S. Briefel re same (.3); correspond with S. Briefel and K&E team re document requests from DOJ related to sale and restructuring (.4).
08/10/23	Simon Briefel	1.30	Review, revise objection to motion to convert (.6); analyze issues re evidentiary support for same (.5); correspond with G. Reardon, K&E team re same (.2).
08/10/23	Whitney Fogelberg	1.40	Telephone conference with Williams & Connelly re CFPB litigation (.8); telephone conference with King & Spalding re same (.6).
08/10/23	Diana Heriford	4.50	Revise conversion objection re Greenhill, A&M, local counsel comments (1.9); revise same re S. Briefel, A. Wirtz comments (2.6).
08/10/23	Richard U. S. Howell, P.C.	0.20	Review, analyze correspondence re open discovery requests.
08/10/23	Casey McGushin	0.70	Draft and revise responses and objections to interrogatories from US government.
08/10/23	Adrian Salmen	2.40	Correspond with D. Heriford, K&E team re conversion objection (.6); review, revise objection to conversion (1.8).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050085155
 Matter Number: 47119-3

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/10/23	Alison Wirtz	2.20	Telephone conference with Williams & Connelly re CFPB litigation (.8); telephone conference with King & Spalding re same (.6); correspond with S. Briefel and K&E team re updates to objection to motion to convert (.6); correspond with Committee re same (.2).
08/11/23	Simon Briefel	1.80	Review, revise, comment on objection to motion to convert, declarations in support (.8); correspond with C. McGushin, K&E team, A&M re DOJ requests for documents, interrogatories (1.0).
08/11/23	Whitney Fogelberg	0.70	Telephone conference with Williams & Connolly and King & Spalding re CFPB litigation legal issues.
08/11/23	Amila Golic	1.20	Revise Greenhill declaration in support of opposition to CFPB motion to convert.
08/11/23	Diana Heriford	8.10	Draft Company declaration section re conversion objection (2.9); revise same (1.9); revise Greenhill declaration re conversion objection (1.2); telephone conference with G. Reardon re same (.3); revise A&M declaration re conversion objection (.7); revise conversion objection (.7); correspond with A&M re same (.2); correspond with G. Reardon, K. Roth re conversion objection declarations (.2).
08/11/23	Casey McGushin	0.50	Review and revise draft interrogatory responses.
08/11/23	Alison Wirtz	0.80	Conference with Company, S. Winters and lenders re CFPB settlement (.6); conference with S. Winters re same (.2).
08/12/23	Simon Briefel	0.50	Review, revise objection to motion to convert.
08/12/23	Diana Heriford	1.20	Revise A&M declaration re conversion objection (.9); correspond with G. Reardon, K. Roth re same (.3).
08/13/23	Simon Briefel	1.00	Telephone conference with C. McGushin re evidence, witness preparation (.3); review, revise declarations in support of sale, motion to convert (.7).
08/13/23	Diana Heriford	4.20	Revise Wallace declaration re conversion objection (1.6); revise conversion objection re A&M diligence (2.6).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050085155
 Matter Number: 47119-3

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/13/23	Casey McGushin	0.80	Draft and revise responses to interrogatories (.3); prepare for witness preparation session with Company (.5).
08/14/23	Simon Briefel	2.20	Draft, revise objection to motion to convert (.4); review, revise declarations in support of same, sale (.8); attend witness preparation session (1.0).
08/14/23	Diana Heriford	4.30	Revise Wallace declaration re conversion objection (2.9); revise conversion objection (1.4).
08/14/23	Richard U. S. Howell, P.C.	0.60	Review, analyze correspondence from S. Winters and C. McGushin re open litigation issues (.4); review, analyze materials re lawsuit (.2).
08/14/23	Mark Malone	1.80	Coordinate preparation of Company files for attorney review for production.
08/14/23	Casey McGushin	2.90	Draft, revise and finalize responses to interrogatories to DOJ (.5); review and analyze documents to produce to DOJ (.4); prepare for witness preparation session with Company (.9); participate in witness preparation session with Company (1.1).
08/14/23	Alison Wirtz	4.80	Review and comment on objection to motion to convert (.6); review and analyze cited cases re same (.8); correspond with D. Heriford and K&E team re facts and evidence re same (.6); correspond with C. McGushin and S. Winters re witness preparation (.2); conference and correspond with witness and C. McGushin re same. (1.1); conference with S. Winters, W&C team and government re Utah settlement and resolution of sale issues (.9); correspond with counsel to the lenders and S. Winters re same (.6).
08/15/23	Simon Briefel	1.00	Review, revise declarations in support of sale, motion to convert.
08/15/23	Diana Heriford	2.00	Revise conversion objection (.6); research case law re conversion objection (1.4).
08/15/23	Mark Malone	1.70	Review and analyze final production set (1.1); correspond with C. McGushin re same (.4); coordinate production delivery to DOJ (.2).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050085155
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/15/23	Casey McGushin	3.20	Participate in telephone conference with DOJ counsel re hearing logistics (.3); participate in telephone conference with S. Winters re evidence for hearing (.4); draft and revise order of proof for hearing (1.2); draft and revise deposition preparation outline for Company employee (.7); review and analyze documents to be produced to DOJ (.6).
08/15/23	Spencer A. Winters	0.80	Review and revise objection to motion to convert.
08/16/23	Simon Briefel	0.30	Revise declaration in support of sale, objection to motion to convert.
08/16/23	Diana Heriford	1.30	Revise conversion objection.
08/16/23	Richard U. S. Howell, P.C.	0.30	Review, analyze correspondence re potential litigation, strategy.
08/16/23	Nick Krislov	3.00	Review, analyze motion to convert, objection, declarations re same (2.6); correspond with A. Wirtz, K&E team re same (.4).
08/16/23	Casey McGushin	2.30	Prepare for deposition preparation session with Company (1.3); participate in preparation session with Company (1.0).
08/16/23	Adrian Salmen	1.80	Distribute objection materials to interested parties (.9); review, revise declarations re sale (.9).
08/16/23	Alison Wirtz	0.60	Conference with S. Winters, Williams & Connolly team and lenders re CFPB settlement legal issues.
08/17/23	Diana Heriford	2.80	Revise Wallace declaration re conversion objection (1.8); revise sale hearing slides re conversion objection (.7); correspond with A. Salmen, A. Wirtz re conversion objection (.3).
08/17/23	Nick Krislov	1.80	Telephone conference with C. Ceresa, A. Wirtz re update on motion to convert, work status (1.0); review, analyze pleadings re same (.8).
08/17/23	Casey McGushin	1.10	Draft and revise supplemental responses to interrogatories (.7); draft and revise direct examination for witness (.4).
08/17/23	Adrian Salmen	5.70	Correspond with K. Roth, G. Reardon re sale hearing presentation (.7); review, analyze conversion objection (.7); draft conversion objection deck (3.9); review, revise same (.4).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050085155
 Matter Number: 47119-3

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/18/23	Diana Heriford	5.80	Revise Wallace declaration re conversion objection (1.5); review, analyze conversion objection (.4); revise same (3.7); prepare same for filing (.2).
08/18/23	Richard U. S. Howell, P.C.	0.30	Review, analyze correspondence re open discovery issues (.2); telephone conference with C. McGushin re same (.1).
08/18/23	Nick Krislov	0.90	Review, revise declaration re motion to convert objection (.8); correspond with D. Heriford, K&E team re same (.1).
08/18/23	Casey McGushin	2.70	Prepare for deposition preparation session with witness (1.6); participate in deposition preparation session with witness (1.1).
08/18/23	Adrian Salmen	2.60	Correspond with D. Heriford, K&E team, Klehr team re conversion objection (.3); correspond with D. Heriford, K&E team, Klehr team re objection filing (1.6); review, revise same (.7).
08/18/23	Michael A. Sloman	2.20	Review, analyze CFPB objection (.6); research, analyze and draft summary re CFPB's arguments (1.6).
08/18/23	Alison Wirtz	2.60	Conference with CFPB and DOJ (.7); conference with K&S re CFPB and DOJ matters (.5); conference with S. Winters, Company, advisors and working group re same (1.2); correspond with C. Ceresa re witness prep and coordination with C. McGushin (.2).
08/20/23	Casey McGushin	2.70	Participate in telephone conference with client and Williams and Connolly teams in preparation for deposition preparation session with witness (1.1); prepare for deposition preparation session with witness (.4); draft and revise direct examination outline for witness (1.2).
08/21/23	Casey McGushin	6.60	Prepare for deposition preparation with witness (1.3); participate in final deposition preparation with witness (.3); defend deposition of witness (2.3); draft and revise witness and exhibit list (.3); draft and revise witness direct examinations for hearing (2.4).
08/22/23	Diana Heriford	0.50	Review, analyze conversion reply.

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050085155
 Matter Number: 47119-3

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/22/23	Casey McGushin	5.40	Participate in witness preparation session with witness (1.0); participate in witness preparation session with Company (.7); draft and revise direct examinations for sale hearing (1.9); draft and revise witness and exhibit list for sale hearing (.7); review and analyze filings by CFPB in preparation for hearing (1.1).
08/22/23	Robert Orren	0.40	Correspond with A. Wirtz and K&E working group re August 25 hearing registrations and logistics.
08/23/23	Casey McGushin	6.30	Defend deposition of witness (2.6); participate in witness preparation session with witness (.6); participate in telephone conference with S. Winters and Company team in preparation for hearing (.3); draft and revise witness and exhibit list for hearing (.4); participate in telephone conference with counsel for CFPB re logistics for hearing (.3); review and analyze exhibit and witness lists filed by DOJ in preparation for hearing (.7); draft and revise direct examination outline for witness (1.1); draft and revise direct examination outline for witness (.3).
08/23/23	Robert Orren	0.40	Revise calendar notification for Aug. 25 PGX telephone conference (.1); distribute same to K&E working group (.1); register appearance for same (.1); correspond with A. Wirtz and K&E working group re appearance registrations (.1).
08/23/23	Gabrielle Christine Reardon	0.10	Correspond with R. Orren re hearing logistics.
08/24/23	Casey McGushin	4.90	Draft and revise direct examination outline for witness (1.2); participate in preparation session with witness (.3); discuss hearing process with witness (.2); draft and revise direct examination outline for witness (2.1); review and analyze proposed deposition designations (.8); coordinate exhibits for hearing (.3).
08/25/23	Richard U. S. Howell, P.C.	0.20	Review, analyze correspondence re settlement discussions and open litigation issues.
08/25/23	Casey McGushin	5.70	Prepare for hearing on sale motion and motion to convert (2.9); attend preparation sessions for hearing on sale motion and motion to convert (2.8).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050085155
 Matter Number: 47119-3

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/25/23	Robert Orren	2.10	Revise calendar notifications for sale hearing (.4); prepare for telephone conference for same (.6); monitor same (.5); correspond with K&E working group re hearing and telephone conference (.5); correspond with L. Spangler re retrieval of transcript (.1).
08/28/23	Robert Orren	0.10	Correspond with A. Wirtz and K&E working group re August 25 hearing transcript.
08/30/23	Alison Wirtz	0.50	Correspond with PGX team and KCC team re noticing of entry of Utah order and plan milestones.
Total		232.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085156

Client Matter: 47119-5

In the Matter of Business Operations

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 8,090.00

Total legal services rendered

\$ 8,090.00

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Business Operations

Invoice Number: 1050085156
Matter Number: 47119-5

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Carolyn Aiken	1.40	1,545.00	2,163.00
Chris Ceresa	0.50	1,245.00	622.50
Amila Golic	0.30	995.00	298.50
Spencer A. Winters	0.80	1,445.00	1,156.00
Alison Wirtz	2.80	1,375.00	3,850.00
TOTALS	5.80		\$ 8,090.00

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Business Operations

Invoice Number: 1050085156
 Matter Number: 47119-5

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/03/23	Carolyn Aiken	0.40	Attend weekly advisor telephone conference re filing status.
08/03/23	Amila Golic	0.30	Correspond with C. Ceresa re customer programs reporting.
08/03/23	Alison Wirtz	1.00	Participate in telephone conference with S. Winters, K&E team, A&M, Company re case status updates (.7); prepare for same (.3).
08/08/23	Chris Ceresa	0.50	Review, revise summary re compliance with terms of entered orders.
08/10/23	Alison Wirtz	1.00	Prepare for and attend telephone conference with S. Winters, K&E team, A&M, Company re case status update.
08/17/23	Alison Wirtz	0.80	Attend meeting with S. Winters, K&E team, advisors and Company re status, next steps.
08/31/23	Carolyn Aiken	1.00	Attend weekly advisor telephone conference.
08/31/23	Spencer A. Winters	0.80	Conference with A. Wirtz, K&E team, company advisors and management re status, next steps.
Total		5.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085157

Client Matter: 47119-6

In the Matter of Case Administration

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 62,896.50

Total legal services rendered

\$ 62,896.50

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050085157
 Matter Number: 47119-6

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	3.20	1,295.00	4,144.00
Chris Ceresa	11.10	1,245.00	13,819.50
Amy Donahue	2.90	480.00	1,392.00
Whitney Fogelberg	0.60	1,425.00	855.00
Paul Goldsmith	1.70	995.00	1,691.50
Amila Golic	1.60	995.00	1,592.00
Diana Heriford	9.70	885.00	8,584.50
Richard U. S. Howell, P.C.	0.30	1,620.00	486.00
Nick Krislov	0.60	1,295.00	777.00
Robert Orren	2.40	570.00	1,368.00
Gabrielle Christine Reardon	1.90	885.00	1,681.50
Kelby Roth	2.10	885.00	1,858.50
Adrian Salmen	3.90	995.00	3,880.50
Michael A. Sloman	1.40	995.00	1,393.00
Luke Spangler	6.70	325.00	2,177.50
Josh Sussberg, P.C.	0.20	2,045.00	409.00
Matthew J. Van Wagoner	3.00	1,295.00	3,885.00
Spencer A. Winters	3.60	1,445.00	5,202.00
Alison Wirtz	5.60	1,375.00	7,700.00
TOTALS	62.50		\$ 62,896.50

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050085157
 Matter Number: 47119-6

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Simon Briefel	0.70	Review, analyze summary re work in process (.1); telephone conference with A. Wirtz, K&E team re work in process (.6).
08/01/23	Chris Ceresa	0.60	Telephone conference with A. Wirtz, K&E team re open case items.
08/01/23	Whitney Fogelberg	0.60	Telephone conference with S. Winters and K&E team re case update and work in process.
08/01/23	Kelby Roth	0.20	Revise case summary (.1); correspond with C. Ceresa, W. Fogelberg, S. Winters re same (.1).
08/01/23	Luke Spangler	0.20	Correspond with D. Heriford, K&E team re calendar invites.
08/01/23	Spencer A. Winters	1.60	Telephone conference with A. Wirtz, K&E team re open workstreams (.5); correspond and telephone conferences with A. Wirtz, K&E team re same (1.1).
08/01/23	Alison Wirtz	0.50	Conference with S. Winters, W. Fogelberg, S. Briefel and C. Ceresa re high priority items and next steps.
08/02/23	Simon Briefel	0.80	Telephone conference with A. Wirtz, K&E team re work in process.
08/02/23	Chris Ceresa	1.20	Review, analyze summary re work in process (.4); telephone conference with A. Wirtz, K&E team re open case items (.8).
08/02/23	Amy Donahue	0.20	Correspond with local counsel re hearing transcript (.1); distribute transcript to A. Wirtz, K&E team (.1).
08/02/23	Amy Donahue	0.80	Conference with K. Roth, K&E team re work in process.
08/02/23	Paul Goldsmith	0.80	Telephone conference with C. Ceresa, K&E team re work in process.
08/02/23	Amila Golic	0.80	Conference with A. Wirtz, K&E team re work in process.
08/02/23	Diana Heriford	1.60	Revise summary re work in process (.3); correspond with A. Salmen, K&E team re same (.2); review, analyze deadlines re same (.3); telephone conference with K. Roth, K&E team re same (.8).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050085157
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/23	Robert Orren	0.70	Telephone conference with C. Ceresa, K&E team re work in process conference.
08/02/23	Adrian Salmen	0.90	Review, revise summary re work in process (.1); conference with A. Wirtz, K&E team re work in process (.8).
08/02/23	Luke Spangler	0.80	Conference with K. Roth, K&E team re work in process.
08/03/23	Spencer A. Winters	1.00	Prepare for and participate in telephone conference with A. Wirtz, K&E team, A&M, Company re case status updates.
08/04/23	Matthew J. Van Wagoner	3.00	Analyze checklist re action items re bidding procedures (1.5); analyze combined schedules re sale (.8); revise checklists re sale (.7).
08/07/23	Chris Ceresa	0.30	Telephone conference with A. Wirtz re outstanding legal items.
08/07/23	Diana Heriford	1.70	Revise summary re deadlines (.8); revise summary re work in process re same (.9).
08/07/23	Luke Spangler	0.20	Correspond with D. Heriford, K&E team re calendar invites.
08/07/23	Alison Wirtz	0.30	Telephone conference with C. Ceresa re outstanding legal items.
08/08/23	Chris Ceresa	0.20	Review, analyze open case items.
08/08/23	Chris Ceresa	0.80	Telephone conference with A. Wirtz, S. Briefel re open case items.
08/08/23	Chris Ceresa	0.30	Correspond with A. Wirtz, Klehr team re removal and 365 extension motions.
08/08/23	Diana Heriford	0.70	Revise summary re work in process.
08/08/23	Luke Spangler	0.20	Correspond with D. Heriford, K&E team re calendar invites.
08/08/23	Alison Wirtz	0.80	Conference with S. Briefel and C. Ceresa re works in process.
08/09/23	Simon Briefel	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
08/09/23	Chris Ceresa	0.50	Telephone conference with A. Wirtz, K&E team re open case items.
08/09/23	Amy Donahue	0.60	Conference with D. Heriford, K&E team re work in process.
08/09/23	Diana Heriford	1.50	Revise summary re work in process (.8); review, analyze summary re work in process (.2); conference with A. Wirtz, K&E team re same (.5).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050085157
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/09/23	Robert Orren	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
08/09/23	Gabrielle Christine Reardon	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
08/09/23	Kelby Roth	0.60	Review, revise work in process summaries re case updates (.1); conference with A. Wirtz, K&E team re work in process (.5).
08/09/23	Alison Wirtz	0.50	Conference with C. Ceresa and K&E team re works in process.
08/10/23	Chris Ceresa	0.40	Review, analyze open case items.
08/10/23	Spencer A. Winters	1.00	Prepare for and attend telephone conference with A. Wirtz, K&E team, A&M, Company re case status update.
08/11/23	Chris Ceresa	0.30	Review, analyze open case items.
08/12/23	Josh Sussberg, P.C.	0.10	Correspond with S. Winters re case status.
08/14/23	Adrian Salmen	1.90	Revise go-forward requirement list (1.4); correspond with S. Briefel, K&E team, A&M re same (.5).
08/15/23	Simon Briefel	0.60	Telephone conference with A. Wirtz, K&E team re work in process.
08/15/23	Chris Ceresa	1.40	Telephone conference with A. Wirtz, S. Briefel re open case items (.7); telephone conference with A. Wirtz, K&E team re open case items (.7).
08/15/23	Chris Ceresa	0.20	Review, analyze open case items.
08/15/23	Diana Heriford	0.40	Correspond with A&M re case orders, Company request (.2); review analyze case orders (.2).
08/15/23	Alison Wirtz	0.50	Telephone conference with S. Briefel and C. Ceresa re case status and high priority items.
08/16/23	Simon Briefel	0.60	Correspond with A. Wirtz re case workstreams (.1); telephone conference with A. Wirtz re case workstreams (.5).
08/16/23	Chris Ceresa	0.60	Telephone conference with A. Wirtz, S. Briefel re open case items (.3); telephone conference with A. Wirtz, K&E team re open case items (.3).
08/16/23	Amy Donahue	0.30	Conference with D. Heriford, K&E team re work in process.
08/16/23	Paul Goldsmith	0.20	Telephone conference with A. Wirtz, K&E team re work in process.

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050085157
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/16/23	Amila Golic	0.40	Conference with A. Wirtz, K&E team re work in process (.3); revise summary re work in process (.1).
08/16/23	Diana Heriford	2.20	Revise summary re work in process (.6); correspond with K. Roth, K&E team re same (.2); prepare case materials re onboarding N. Krislov (.7); conference with N. Krislov re case status (.4); conference with A. Wirtz, K&E team re work in process (.3).
08/16/23	Nick Krislov	0.60	Telephone and office conferences with A. Wirtz, D. Heriford re case status, workstreams.
08/16/23	Robert Orren	0.30	Telephone conference with A. Wirtz, K&E team re work in process.
08/16/23	Gabrielle Christine Reardon	0.30	Telephone conference with A. Wirtz, K&E team re work in process.
08/16/23	Kelby Roth	0.30	Conference with A. Wirtz, K&E team re work in process.
08/16/23	Luke Spangler	1.40	Draft exclusivity motion and distribute to K. Roth (1.1); conference with K&E team re work in process (.3).
08/16/23	Alison Wirtz	1.50	Conference with S. Briefel and N. Krislov re case status and next steps (.5); correspond with S. Briefel and N. Krislov re same (.1); conference with C. Ceresa re same (.4); conference with S. Briefel and K&E team re work in process (.3); conference with N. Krislov and D. Heriford re same (.2).
08/17/23	Chris Ceresa	1.70	Telephone conference with A. Wirtz, S. Briefel re open case items (.8); telephone conference with A. Wirtz, K&E team re open case items (.9).
08/17/23	Chris Ceresa	1.20	Review, revise removal and 365(d)(4) extension motions (.9); correspond with Klehr Harrison re same (.3).
08/17/23	Diana Heriford	0.50	Compile documents re onboarding M. Sloman (.3); correspond with M. Sloman re case status (.2).
08/17/23	Robert Orren	0.10	Correspond with L. Spangler re case appearances and docket reports.
08/17/23	Adrian Salmen	0.30	Telephone conference with C. Ceresa re onboarding, case status.

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050085157
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/17/23	Michael A. Sloman	0.40	Telephone conference with C. Ceresa re onboarding, case status.
08/17/23	Luke Spangler	0.50	Correspond with R. Orren re tracking notices of appearance and pro hac vice motions (.2); correspond with K. Roth re listserv (.1); correspond with R. Orren, K&E team re pleadings, case updates (.2).
08/18/23	Michael A. Sloman	0.70	Review, analyze onboarding materials.
08/18/23	Luke Spangler	0.20	Correspond with R. Orren, K&E team re pleadings, case updates.
08/20/23	Chris Ceresa	0.20	Review, analyze legal issues re removal deadline.
08/21/23	Luke Spangler	0.20	Correspond with R. Orren, K&E team re pleadings, case updates.
08/22/23	Richard U. S. Howell, P.C.	0.30	Review, analyze correspondence re settlement discussions with CFPB and related issues.
08/22/23	Luke Spangler	0.20	Correspond with R. Orren, K&E team re pleadings, case updates.
08/23/23	Chris Ceresa	0.70	Review, analyze open case items (.5); correspond with A. Wirtz, K&E team re same (.2).
08/23/23	Amy Donahue	0.30	Conference with A. Wirtz, K&E team re work in process.
08/23/23	Paul Goldsmith	0.30	Telephone conference with A. Wirtz, K&E team re work in process.
08/23/23	Amila Golic	0.40	Revise summary re work in process (.1); conference with A. Wirtz, K&E team re work in process (.3).
08/23/23	Diana Heriford	1.10	Revise summary re work in process (.6); correspond with K. Roth, A. Golic re same (.2); conference with A. Wirtz, K&E team re work in process (.3).
08/23/23	Robert Orren	0.30	Telephone conference with A. Wirtz, K&E team re work in process.
08/23/23	Gabrielle Christine Reardon	0.30	Conference with A. Wirtz, K&E team re work in process.
08/23/23	Kelby Roth	0.50	Review, revise work in process summaries re case updates (.2); telephone conference with A. Wirtz, K&E team re work in process (.3).
08/23/23	Adrian Salmen	0.30	Conference with A. Wirtz, K&E team re work in process.

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050085157
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/23/23	Michael A. Sloman	0.30	Telephone conference with A. Wirtz, K&E team re case status, next steps.
08/23/23	Luke Spangler	0.70	Compile binder (.2); conference with A. Wirtz, K&E team re work in process (.3); correspond with R. Orren, K&E team re pleadings, case updates (.2).
08/23/23	Alison Wirtz	0.30	Conference with C. Ceresa and K&E team re works in process.
08/24/23	Luke Spangler	0.20	Correspond with R. Orren, K&E team re pleadings, case updates.
08/25/23	Luke Spangler	0.60	Correspond with R. Orren, A. Donahue re listen-only line delegations (.2); assist R. Orren in opening sale hearing listen-only line, dial into same (.2); correspond with R. Orren, K&E team re pleadings, case updates (.2).
08/26/23	Josh Sussberg, P.C.	0.10	Correspond with R. Meltzer re case status.
08/28/23	Amy Donahue	0.20	Review, analyze sale hearing transcript.
08/28/23	Luke Spangler	0.30	Correspond with R. Orren, K&E team re pleadings, case updates (.1); correspond with R. Orren, K&E team re pleadings, case updates (.2).
08/28/23	Alison Wirtz	0.70	Conference with S. Winters re post-hearing high priority matters.
08/29/23	Luke Spangler	0.20	Correspond with R. Orren, K&E team re pleadings, case updates.
08/30/23	Chris Ceresa	0.50	Telephone conference with A. Wirtz, K&E team re open case issues.
08/30/23	Amy Donahue	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
08/30/23	Paul Goldsmith	0.40	Telephone conference with A. Wirtz, K&E team re work in process.
08/30/23	Robert Orren	0.50	Telephone conference with A. Wirtz, K&E team re open case issues.
08/30/23	Gabrielle Christine Reardon	0.80	Review, revise summary re work in process (.4); telephone conference with A. Wirtz, K&E team re same (.4).
08/30/23	Kelby Roth	0.50	Review, revise work in process summary re case updates (.1); telephone conference with A. Wirtz, K&E team re work in process (.4).
08/30/23	Adrian Salmen	0.50	Telephone conference with A. Wirtz, K&E team re work in process.

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Case Administration

Invoice Number: 1050085157
Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/30/23	Luke Spangler	0.60	Telephone conference with A. Wirtz, K&E team re work in process (.5); correspond with R. Orren, K&E team re pleadings, case updates (.1).
08/30/23	Alison Wirtz	0.50	Conference with C. Ceresa and K&E team re works in process.
08/31/23	Luke Spangler	0.20	Correspond with R. Orren, K&E team re pleadings, case updates.
Total		62.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085158

Client Matter: 47119-7

In the Matter of Cash Management and DIP Financing

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 40,564.50

Total legal services rendered

\$ 40,564.50

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Cash Management and DIP Financing

Invoice Number: 1050085158
Matter Number: 47119-7

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	10.70	1,295.00	13,856.50
Diana Heriford	4.80	885.00	4,248.00
Chad J. Husnick, P.C.	0.80	2,045.00	1,636.00
Sean Magill	0.70	1,155.00	808.50
Adrian Salmen	14.20	995.00	14,129.00
Alex Straka	0.20	1,245.00	249.00
Alison Wirtz	4.10	1,375.00	5,637.50
TOTALS	35.50		\$ 40,564.50

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050085158
 Matter Number: 47119-7

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Simon Briefel	1.80	Revise settlement term sheet, DIP order (1.4); correspond with A. Wirtz, S. Winters re same (.4).
08/01/23	Chad J. Husnick, P.C.	0.30	Correspond and conference with A. Wirtz, K&E team, client, opposing counsel re DIP order.
08/02/23	Simon Briefel	2.50	Review, revise global settlement term sheet, DIP order (1.6); correspond with A. Wirtz, S. Winters, K&E team, lenders, Committee re same (.9).
08/02/23	Chad J. Husnick, P.C.	0.50	Correspond and conference with S. Winters, K&E team, client, opposing counsel re DIP order.
08/02/23	Sean Magill	0.20	Review and analyze issues re prepetition loan documents.
08/02/23	Adrian Salmen	2.10	Conference with A. Wirtz, K&E team, UCC, lenders re global settlement (.5); research re gifting (.4); correspond with S. Briefel, K&E team re same (.1); prepare final DIP order (.9); correspond with A. Wirtz, S. Briefel re same (.2).
08/03/23	Simon Briefel	4.00	Revise DIP order, global settlement term sheet re UST, Committee, lenders comments (1.5); correspond with A. Wirtz, UST, Committee, lenders re same (1.6); revise, finalize same for filing (.9).
08/03/23	Adrian Salmen	2.90	Compile final DIP order for filing.
08/03/23	Alison Wirtz	2.50	Conference and correspond with Arentfox re global settlement and DIP order revisions (.8); review and comment on term sheet and DIP order re same (1.1); correspond with S. Briefel and S. Winters re same (.2); review filing version of same (.4).
08/08/23	Adrian Salmen	5.90	Prepare for drafting of declaration in support of motion to convert (1.1); correspond with A. Wirtz, K&E team re objection to conversion (.9); review, revise same (2.9); research precedent re same (1.0).
08/09/23	Simon Briefel	1.00	Review, analyze issues re DIP, term sheet (.4); correspond with A. Salmen re same, reporting obligations (.6).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050085158
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/09/23	Diana Heriford	0.50	Research precedent re exit facility closing checklist.
08/09/23	Sean Magill	0.20	Review and analyze issues re expected exit facility documentation.
08/09/23	Adrian Salmen	1.00	Review, analyze final DIP order re go-forward requirements.
08/10/23	Simon Briefel	1.40	Review, revise checklist re exit facility financing (1.0); correspond with D. Heriford re same (.4).
08/10/23	Diana Heriford	4.30	Draft exit facility checklist (1.7); revise same re S. Briefel comments (2.6).
08/15/23	Alex Straka	0.20	Review, analyze closing checklist re exit financing.
08/16/23	Adrian Salmen	0.30	Correspond with C. Ceresa, A&M team re reporting obligations.
08/18/23	Sean Magill	0.20	Review and analyze issues re insurance endorsements re financing legal issues.
08/20/23	Adrian Salmen	0.30	Review, analyze DIP order re carve out inquiry.
08/21/23	Alison Wirtz	0.30	Correspond with S. Winters, A&M team re DIP budget considerations.
08/22/23	Sean Magill	0.10	Review and analyze issues re insurance endorsements.
08/23/23	Alison Wirtz	1.30	Correspond with C. Husnick and K&E team re treatment of Carve Out account in sale order (.3); correspond with C. Ceresa and K&E team re same (.4); review and comment on sale orders re same (.6).
08/28/23	Adrian Salmen	1.70	Review, analyze hearing transcript re DIP issue (.4); correspond with K. Roth, K&E team, Klehr team re same (.2); review, analyze global settlement requirements (.8); correspond with A. Wirtz, K&E team re same (.3).
Total		35.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085159

Client Matter: 47119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 2,261.00

Total legal services rendered

\$ 2,261.00

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Customer and Vendor Communications

Invoice Number: 1050085159
Matter Number: 47119-8

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Diana Heriford	1.10	885.00	973.50
Kelby Roth	0.40	885.00	354.00
Adrian Salmen	0.80	995.00	796.00
Alison Wirtz	0.10	1,375.00	137.50
TOTALS	2.40		\$ 2,261.00

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Customer and Vendor Communications

Invoice Number: 1050085159
 Matter Number: 47119-8

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/08/23	Alison Wirtz	0.10	Correspond with A&M team re critical vendor matter.
08/14/23	Adrian Salmen	0.60	Correspond with C. Ceresa, customer re customer bankruptcy inquiry.
08/17/23	Adrian Salmen	0.20	Correspond with customer re bankruptcy inquiry.
08/21/23	Diana Heriford	0.80	Review, analyze schedules, docket re party inquiry (.5); telephone conference with party re relationship with Company (.1); correspond with C. Ceresa, A&M re same (.2).
08/22/23	Diana Heriford	0.30	Correspond with A. Wirtz, C. Ceresa re party inquiry re notice (.2); telephone conference with party re same (.1).
08/28/23	Kelby Roth	0.40	Review, revise retention letter re Lexington client transfer opt-in language (.3); correspond with A. Wirtz, C. Ceresa re same (.1).
Total		2.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085160

Client Matter: 47119-9

In the Matter of Claims Administration and Objections

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 1,665.00

Total legal services rendered

\$ 1,665.00

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Claims Administration and Objections

Invoice Number: 1050085160
Matter Number: 47119-9

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.20	1,245.00	249.00
Diana Heriford	0.50	885.00	442.50
Kelby Roth	1.10	885.00	973.50
TOTALS	1.80		\$ 1,665.00

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Claims Administration and Objections

Invoice Number: 1050085160
 Matter Number: 47119-9

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/23	Chris Ceresa	0.20	Review, revise limited bar date motion (.1); correspond with S. Sanders re same (.1).
08/24/23	Diana Heriford	0.50	Telephone conference with party re claims administration issue (.2); correspond with C. Ceresa, A. Wirtz re same (.3).
08/28/23	Kelby Roth	1.10	Review, analyze precedent re bar date motion proofs of claim (.8); correspond with C. Ceresa re same (.2); correspond with G. Reardon re bar date and release precedent workstreams (.1).
Total		1.80	

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601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085161

Client Matter: 47119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 825.00

Total legal services rendered

\$ 825.00

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Official Committee Matters and Meetings

Invoice Number: 1050085161
Matter Number: 47119-10

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alison Wirtz	0.60	1,375.00	825.00
TOTALS	0.60		\$ 825.00

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Official Committee Matters and Meetings

Invoice Number: 1050085161
Matter Number: 47119-10

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/23	Alison Wirtz	0.60	Conference and correspond with B. Brownstein re status of sale process, plan process, adversary proceedings and other high priority items.
Total		0.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085162

Client Matter: 47119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 627,869.00

Total legal services rendered

\$ 627,869.00

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050085162
 Matter Number: 47119-11

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Emma Balls	0.60	995.00	597.00
Chris Ceresa	117.80	1,245.00	146,661.00
Daniel S. Daines	22.50	1,420.00	31,950.00
Alexander Flynn-Tabloff	0.80	1,375.00	1,100.00
Amila Golic	0.70	995.00	696.50
Diana Heriford	2.00	885.00	1,770.00
Kelsey Marie Laugel	0.30	1,375.00	412.50
Library Factual Research	0.50	445.00	222.50
Keyan Norman	28.40	995.00	28,258.00
Robert Orren	1.20	570.00	684.00
Karra A. Puccia	15.10	885.00	13,363.50
Gabrielle Christine Reardon	84.40	885.00	74,694.00
Kelby Roth	35.60	885.00	31,506.00
Adrian Salmen	5.60	995.00	5,572.00
Michael A. Sloman	2.60	995.00	2,587.00
Luke Spangler	1.90	325.00	617.50
Steve Toth	3.10	1,615.00	5,006.50
Matthew J. Van Wagoner	60.40	1,295.00	78,218.00
Matthew Wheatley	1.80	1,425.00	2,565.00
Spencer A. Winters	103.40	1,445.00	149,413.00
Alison Wirtz	37.80	1,375.00	51,975.00
TOTALS	526.50		\$ 627,869.00

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050085162
 Matter Number: 47119-11

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Emma Balls	0.60	Conference with D. Daines and K. Norman re outstanding purchase agreement and disclosure schedule items.
08/01/23	Chris Ceresa	4.60	Review, revise bidding procedures order (1.2); analyze legal issues re same (2.6); correspond with A. Wirtz, K&E team, counsel re issues re same (.8).
08/01/23	Keyan Norman	2.00	Draft correspondence re asset purchase agreement (.5); conference with M. Van Wagoner re same (.5); telephone conference with L. McCrery re entity formation for asset purchase agreement (.5); review and analyze asset purchase agreement (.5).
08/01/23	Gabrielle Christine Reardon	2.70	Review, revise sale order (.2); review, revise bidding procedures order (.8); review, analyze precedent re sale motion reply (1.7).
08/01/23	Kelby Roth	0.20	Conference with G. Reardon re sale workstreams, reply.
08/01/23	Spencer A. Winters	2.30	Review and analyze issues re UCC settlement (1.3); review and analyze issues re CFPB settlement (.5); telephone conference with W&C re CFPB settlement discussions (.3); prepare for same (.2).
08/01/23	Alison Wirtz	1.20	Conference with C. Ceresa re sale status (.8); review materials re same (.4).
08/02/23	Chris Ceresa	4.70	Review, revise bidding procedures order and sale orders (2.3); analyze open legal issues re same (1.9); correspond with A. Wirtz, K&E team, counsel re issues re same (.5).
08/02/23	Kelby Roth	4.20	Review, analyze precedent re replies in support of sales free and clear of injunctions (1.0); correspond with C. Ceresa re same (.1); further research precedent re same (2.1); compile bidding procedures certification of counsel documents (.6); correspond with C. Ceresa re same (.1); correspond with E. Frejka, C. Ceresa re privacy considerations re sale (.1); correspond with E. Frejka, C. Ceresa, KCC team re customer list issues (.2).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050085162
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/02/23	Spencer A. Winters	4.20	Prepare for and attend telephone conference with W&C, K&S, Proskauer re CFPB settlement (.5); prepare for and attend telephone conference with CFPB, DOJ re same (.5); prepare for and attend conference with Company re same (.5); review and analyze issues re settlement discussions (1.5); correspond and telephone conferences with A. Wirtz, K&E team, multiple parties re same (1.2).
08/03/23	Chris Ceresa	6.90	Review, revise bidding procedures order, sale orders and APAs (2.8); analyze legal issues re same (3.4); correspond with A. Wirtz, K&E team, counsel re issues re same (.7).
08/03/23	Daniel S. Daines	0.30	Correspond and telephone conferences with M. Van Wagoner, W. Fogelberg and C. Ceresa re APA signing process and client post-closing structuring considerations.
08/03/23	Kelby Roth	3.60	Review, revise sale order re benefits provision (.5); correspond with C. Ceresa re same (.1); review, revise certification of counsel re APA updates (.5); research precedent re declarations in support of sales (.7); correspond with C. Ceresa re same (.2); review, revise APAs re updated sale timeline (.5); correspond with C. Ceresa re same (.2); review, revise certification of counsel re same (.5); review, analyze precedent re replies in support of sales free and clear of injunctions (.4).
08/03/23	Spencer A. Winters	1.40	Review and analyze CFPB settlement issues (.8); correspond and telephone conferences with A. Wirtz, K&E team re same (.6).
08/03/23	Alison Wirtz	5.50	Prepare for and attend telephone conference with W&C, K&S, Proskauer re CFPB settlement and sale objection (.5); prepare for and attend telephone conference with CFPB, DOJ re same (.5); prepare for and attend conference with Company re same (.5); correspond and telephone conferences with S. Winters, K&E team, UST, DOJ and ArentFox re same (2.7); review and comment on bid procedures order and APAs (.8); coordinate filing of same (.5).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050085162
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/04/23	Chris Ceresa	2.50	Review, revise notices, APAs and APA schedules re sale (2.2); coordinate filing same (.3).
08/04/23	Chris Ceresa	0.30	Telephone conference with privacy counsel re privacy legal issues re sales.
08/04/23	Amila Golic	0.70	Review and analyze counterparty revisions to NDA.
08/04/23	Keyan Norman	0.30	Conference with D. Daines re asset purchase agreement (.2); review correspondence re same (.1).
08/04/23	Robert Orren	0.50	Distribute to K&E team calendar notifications re critical dates for sale process (.4); correspond with K. Roth re same (.1).
08/04/23	Kelby Roth	4.00	Telephone conference with E. Frejka, C. Ceresa, A. Wirtz re privacy considerations re sale (.4); correspond with C. Ceresa, A. Wirtz, A&M re same (.1); review, analyze bidding procedures order re reservation of rights (.1); correspond with C. Ceresa, Chiesa Shahinian and Giantomasi team re same (.1); review, revise notices re bidding procedures order (1.6); correspond with C. Ceresa, R. Orren re bidding procedures key dates and deadlines (.1); review, analyze asset purchase agreement re transaction services agreement (.7); correspond with A&M re assignment schedules notice (.1); review, revise assignment schedules notice (.4); correspond with C. Ceresa re same (.1); prepare same for filing (.2); correspond with KCC team re service of notices (.1).
08/04/23	Spencer A. Winters	1.70	Review settlement issues re sale (.8); review tax issues re same (.5); correspond and telephone conferences with A. Wirtz, K&E re same (.4).
08/04/23	Alison Wirtz	1.00	Telephone conference with privacy counsel re privacy legal issues re sales (.3); correspond with S. Briefel and C. Ceresa re closing timelines and checklists (.4); correspond with C. Ceresa and K. Roth re sale notices (.3).
08/05/23	Gabrielle Christine Reardon	0.30	Review, revise nondisclosure agreement with confidential party (.2); correspond with confidential party re same (.1).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050085162
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/05/23	Alison Wirtz	1.20	Review and comment on board deck providing sale update (.9); correspond with Greenhill team re declarations in support of sale, opposition to motion to convert (.3).
08/06/23	Spencer A. Winters	0.50	Prepare for and attend telephone conference with W&C, K&S and Proskauer re CFPB settlement discussions.
08/07/23	Chris Ceresa	0.30	Review, analyze sale related legal issues.
08/07/23	Kelby Roth	5.60	Correspond with A. Wirtz, C. Ceresa re Lexington Law retention letter privacy analysis (.1); review, analyze retention letter re same (.2); draft language re same (.7); correspond with C. Ceresa re same (.2); correspond with A. Wirtz, L. Spangler re revised sale-related dates and deadlines (.1); correspond with G. Reardon re sale reply (.1); correspond with L. Spangler re disclosure statement motion schedules (.1); research precedent re same (1.1); correspond with C. Ceresa re same (.1); draft disclosure statement motion (2.9).
08/07/23	Matthew J. Van Wagoner	3.50	Telephone conferences with D. Daines and C. Ceresa re sale closing (1.5); analyze, review, revise APA and applicable schedules (2.0).
08/07/23	Spencer A. Winters	4.50	Review and analyze issues re CFPB settlement (1.4); review and analyze issues re sale strategy (1.3); correspond and telephone conferences with A. Wirtz, K&E, multiple parties re same (1.8).
08/07/23	Alison Wirtz	1.30	Conference with S. Winters and various parties re CFPB settlement and sale objections (.6); correspond with C. Ceresa and K. Roth re privacy issues surrounding sale (.2); correspond with K&E teams re sale structuring issues (.5).
08/08/23	Chris Ceresa	2.60	Review, analyze legal issues re proposed 363 sales (.4); correspond with A. Wirtz, K&E team re same (.5); review, revise pleadings, APAs and sale related documents re same (1.7).
08/08/23	Daniel S. Daines	1.80	Telephone conferences and correspond with T. Davis, S. Toth and C. Ceresa re structuring considerations for sale (1.0); review and analyze proposed structuring steps (.8).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050085162
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/08/23	Keyan Norman	0.50	Correspond with M. Van Wagoner re asset purchase agreement and restructuring.
08/08/23	Robert Orren	0.10	Revise calendar notification for sale objection deadline.
08/08/23	Gabrielle Christine Reardon	2.10	Research precedent re closing checklist (1.1); correspond with C. Ceresa re same (.2); research re sale timelines (.8).
08/08/23	Kelby Roth	1.40	Correspond with L. Spangler, K&E team re updated sale-related dates and deadlines (.1); correspond with G. Reardon re sale declaration precedent (.1); research, compile same (.6); review, revise Lexington Law retention letter re privacy language re sale (.5); correspond with C. Ceresa re same (.1).
08/08/23	Steve Toth	0.70	Correspond with S. Winters, K&E team re transaction tax structure steps re sales.
08/08/23	Spencer A. Winters	2.10	Review and analyze issues re CFPB settlement (.8); review and analyze issues re sale strategy (.7); correspond and telephone conferences with A. Wirtz, K&E, multiple parties re same (.6).
08/08/23	Alison Wirtz	1.30	Conference with K&E teams re sale structuring considerations (.5); review and analyze precedent transactions re same (.4); correspond with counsel to UCC and lenders re timing of sale objection deadline and objections on conversion motion (.4).
08/09/23	Chris Ceresa	2.80	Review, analyze legal issues re proposed 363 sales (.7); correspond with A. Wirtz, K&E team re same (.5); review, revise pleadings, APAs and materials re same (1.6).
08/09/23	Gabrielle Christine Reardon	3.20	Review, revise sale declarations (1.4); review, revise chart re contract assumption timing (.8); draft closing checklist (1.0).
08/09/23	Kelby Roth	1.50	Research precedent re declarations in support of sale (.9); correspond with C. Ceresa, G. Reardon re same (.2); review, revise Lexington Law retention letter re privacy considerations re sale (.3); correspond with C. Ceresa, A. Wirtz re same (.1).
08/09/23	Luke Spangler	0.30	Prepare declaration in support of sales.

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050085162
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/09/23	Spencer A. Winters	1.40	Review and analyze issues re sale strategy (.7); correspond and telephone conferences with A. Wirtz, K&E team re same (.7).
08/10/23	Chris Ceresa	5.80	Review, analyze legal issues re proposed 363 sales (2.5); correspond with A. Wirtz, K&E team re same (.5); review, revise pleadings, APAs and other sale documents re same (2.8).
08/10/23	Daniel S. Daines	0.80	Correspond and coordinate with Company, W. Fogelberg and S. Toth re deal process and open sale legal items.
08/10/23	Gabrielle Christine Reardon	5.00	Draft sale closing checklist (2.4); review, revise sale declarations (2.0); review, revise sale deadlines summary (.6).
08/10/23	Kelby Roth	1.60	Correspond with G. Reardon, C. Ceresa re cure objections re sale (.1); draft, review M. Henry declaration ISO sale (1.4); correspond with S. Briefel, K&E team re same (.1).
08/10/23	Luke Spangler	1.50	Coordinate formatting draft sale declaration (1.0); prepare reply in support of sale (.5).
08/10/23	Spencer A. Winters	4.10	Review and analyze issues re CFPB settlement (1.1); review and analyze issues re sale strategy (.8); correspond and telephone conferences with A. Wirtz, K&E team re same (.7); prepare for and attend telephone conference with Company re CFPB settlement (1.0); prepare for and attend telephone conference with lenders counsel re same (.5).
08/10/23	Alison Wirtz	0.90	Correspond with K&E team re sale documentation and structuring matters (.3); correspond with C. Ceresa re sale closing checklists (.3); correspond with DOJ re sale objection deadlines and negotiations (.3).
08/11/23	Chris Ceresa	5.40	Review, analyze legal issues re proposed 363 sales (2.4); correspond with A. Wirtz, K&E team re same (.5); review, revise pleadings, APAs and related sale materials re same (2.5).
08/11/23	Daniel S. Daines	1.50	Telephone conferences with Company re deal structure; (.6) telephone conference and coordinate with T. Davis, K&E team re tax structure (.9).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050085162
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/11/23	Gabrielle Christine Reardon	3.40	Review, revise sale declarations (2.5); research precedent re auction cancellation (.4); research precedent re sale related governance issues (.5).
08/11/23	Kelby Roth	1.30	Review, revise M. Henry declaration ISO sale (1.2); correspond with C. Ceresa re same (.1).
08/11/23	Steve Toth	0.30	Analyze correspondence re transaction structure matters.
08/11/23	Matthew J. Van Wagoner	5.00	Analyze local laws re LLC conversion (2.1); conference with D. Daines re same (.4); analyze plan re corporate issues (.6); analyze and revise closing checklists re sale (1.9).
08/11/23	Spencer A. Winters	2.40	Prepare for and attend telephone conference with lenders re CFPB settlement (.5); review and analyze issues re same (.8); review and analyze issues re sale strategy (.5); correspond and telephone conferences with A. Wirtz, K&E team, multiple parties re same (.6).
08/11/23	Alison Wirtz	0.50	Conference with Company, C. Ceresa, K&E team re legal entity structure legal issues.
08/11/23	Alison Wirtz	1.90	Review and comment on disclosure statement (.3); conference with C. Ceresa re plan and sale workstreams (.7); correspond with advisors re cancellation of auction and successful bidder (.5); correspond with PGX Board re same (.4).
08/12/23	Chris Ceresa	0.70	Review, revise notice re cancelled sale and proposed sale orders (.5); correspond with G. Reardon re same (.2).
08/12/23	Daniel S. Daines	2.20	Correspond and coordinate with M. Van Wagoner and K&E team re structuring tasks (1.4); review and analyze closing checklists (.4); review and revise stalking horse APA revisions (.4).
08/12/23	Gabrielle Christine Reardon	1.90	Review, revise sale declarations (.5); draft notice of cancellation (1.4).
08/12/23	Steve Toth	0.70	Analyze sale orders (.4); prepare related correspondence (.3).
08/12/23	Alison Wirtz	0.70	Correspond with S. Toth and K&E team re structuring considerations (.3); correspond with Greenhill team re declarations in support of sale and related timelines (.4).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050085162
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/13/23	Gabrielle Christine Reardon	0.30	Correspond with C. Ceresa re sale order issues.
08/13/23	Alison Wirtz	2.30	Review and comment on board slides summarizing sale update (.4); correspond with S. Winters and Greenhill team re same (.2); correspond with S. Briefel re declarations in support of sale and evidentiary considerations (.3); review and comment on declarations in support of sale from Greenhill, A&M and Company (.1.4).
08/14/23	Chris Ceresa	0.70	Review, revise sale order documents.
08/14/23	Chris Ceresa	1.50	Review, analyze draft declarations ISO sales and objection to CFPB motion.
08/14/23	Daniel S. Daines	2.90	Correspond and telephone conferences with W. Fogelberg, K&E team and A&M re transaction structuring and closing processes (1.7); review and analyze proposed tax provisions to APA (1.2).
08/14/23	Keyan Norman	1.90	Conference with M. Van Wagoner re timeline and purchase agreement (.3); conference with M. Van Wagoner re purchase agreement and signing items (.5); review and revise purchase agreement (.3); draft correspondence re employee liabilities (.3); review and analyze reorganization chart (.5).
08/14/23	Gabrielle Christine Reardon	4.00	Review, revise sale declarations (1.4); review, revise sale notice (.2); review, revise sale orders (1.4); review, revise, compile notice of filing and cancellation of auction (.7); draft sale objection summary (.3).
08/14/23	Matthew J. Van Wagoner	5.50	Analyze and revise contract assumption process deadlines (1.0); analyze and revise PGX and LL closing checklists (1.2); analyze APA and schedules re outstanding items list (.7); analyze tax sections of PGX APA re potential reorganization (.9); analyze comments from T. Davis, K&E team re reorg (.7); conference with K&E team re same (1.0).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050085162
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/23	Spencer A. Winters	3.60	Telephone conference with CFPB and DOJ re settlement (.7); prepare for same (.3); review and analyze issues re CFPB settlement, sale (1.3); correspond and telephone conferences with A. Wirtz, K&E team, other parties re same (1.3).
08/14/23	Alison Wirtz	2.20	Review and comment on declarations in support of sale (1.1); correspond with C. Ceresa and K&E team re sale notices (.4); correspond with C. Ceresa re sale closing checklist and workstreams (.3); review and comment on updated sale objection (.4).
08/15/23	Chris Ceresa	2.50	Review, revise sale documents (1.9); analyze legal issues re same (.6).
08/15/23	Chris Ceresa	0.60	Review, analyze draft declarations ISO sales and objection to CFPB motion.
08/15/23	Gabrielle Christine Reardon	5.30	Review, revise sale reply (3.9); research re same (1.0); correspond with C. Ceresa re sale issues (.4).
08/15/23	Kelby Roth	1.10	Research re legal issues re unlawful businesses sold in bankruptcy (1.0); correspond with G. Reardon, C. Ceresa re same (.1).
08/15/23	Spencer A. Winters	1.40	Review and analyze issues re sale, settlement (.7); correspond and telephone conferences with A. Wirtz, K&E team, multiple other parties re same (.7).
08/15/23	Alison Wirtz	0.60	Correspond with counsel to DOJ, lenders and Committee counsel re sale objection timeline.
08/16/23	Chris Ceresa	5.70	Review, revise sale reply and research re same (3.9); further revise same (1.8).
08/16/23	Daniel S. Daines	2.60	Correspond and coordinate with M. Van Wagoner, A&M, T. Davis and C. Ceresa re open APA items (1.3); analyze transaction structuring re same (.6); telephone conference with A&M re transaction structuring issues and certain related contracts (.7).

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 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/16/23	Keyan Norman	4.90	Conference with M. Van Wagoner re disclosure schedules (.6); update and revise same (.4); conference with M. Van Wagoner re reorganization (.5); review and revise closing checklist (.3); telephone conference with R. Shanken, D. Daines and M. Van Wagoner re reorganization and list of transferring items (.5); conference with M. Van Wagoner and D. Daines re reorganization and asset transfers (1.0); draft documentation re transferring items (1.0); review and analyze reorganization steps (.6).
08/16/23	Gabrielle Christine Reardon	4.90	Review and revise reply in support of sale (3.9); correspond with D. Heriford and A. Salmen re sale timeline (.2); correspond with A&M re sale objections (.3); correspond with D. Daines, K&E team re closing checklists (.2); correspond with T. Davis, K&E team re Lexington Law asset purchase agreement (.3).
08/16/23	Kelby Roth	4.10	Correspond with C. Ceresa, contract counterparty counsel re rejection status (.1); research and analyze legal issues re unlawful business sale in bankruptcy; (3.7); correspond with C. Ceresa re same (.1); revise Henry declaration ISO sale and chapter 11 (.1); correspond with S. Briefel, K&E team re same (.1).
08/16/23	Matthew J. Van Wagoner	6.00	Analyze APA and potential structure slides (1.5); analyze precedent for checklists for asset transfers in relation to certain assets of PGX (2.0); revise PGX closing checklist re G Reorg steps (1.0); analyze K&E tax slides and discuss legal issues re same with A&M (1.5).
08/16/23	Matthew Wheatley	0.50	Review, analyze antitrust and HSR filing analysis re sales (.3); correspond with S. Winters, K&E team re same (.2).
08/16/23	Spencer A. Winters	5.30	Review and analyze issues re CFPB settlement (1.5); telephone conference with lenders counsel re same (.6); prepare for same (.2); telephone conference with client re same (.5); prepare for same (.2); review and analyze contract assumption issues (.5); review and analyze sale issues (.6); telephone conference A. Wirtz, Company, advisors and working group re same (1.2).

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08/16/23	Alison Wirtz	2.70	Conference with C. McGushin and R. Meltzer re testimony for sale hearing (.9); correspond with C. Ceresa re sale documentation (.4); correspond with S. Briefel, K&E team re declarations in support of sale (.5); review and comment on same (.9).
08/17/23	Chris Ceresa	4.50	Review, revise sale reply documents.
08/17/23	Daniel S. Daines	2.20	Conference with K. Norman and M. Van Wagoner re sale structuring issues (.9); correspond with K&E team and Greenhill re same (1.3).
08/17/23	Library Factual Research	0.50	Compile bankruptcy court filings.
08/17/23	Keyan Norman	4.40	Conference with T. Davis and M. Van Wagoner re reorganization steps (.3); draft correspondence re outstanding items in purchase agreement (.5); review and revise closing checklist and reorganization steps (1.5); review and revise asset purchase agreement (.5); correspond with M. Van Wagoner re the same (.2); review and revise schedules (.3); correspond with M. Van Wagoner re purchase agreement and signing items (.6); correspondence re closing checklist (.2); review closing checklist (.3).
08/17/23	Karra A. Puccia	1.20	Review precedent re objections to sale orders by taxing entities and related responses.
08/17/23	Gabrielle Christine Reardon	3.60	Telephone conference with A. Salmen, K. Roth re sale hearing presentation (.2); draft sale hearing presentation (2.5); research legal ethics issues re Lexington Law sale (.6); review, revise sale orders (.3).

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08/17/23	Kelby Roth	7.00	Review and revise summaries re sale and contract assumption and rejection (.4); correspond with C. Ceresa, K&E team re same (.2); draft PowerPoint presentation re sale hearing (1.8); correspond with A. Salmen, G. Reardon re same (.3); correspond with K. Puccia re case onboarding and sale workstream (.4); prepare materials re same (.2); correspond with C. Ceresa, PBGC re PBGC inquiries (.1); follow up with A. Wirtz re Lexington retention agreement revisions (.1); revise retention letter (.2); correspond with C. Ceresa re same (.1); research re unlawful businesses sold in bankruptcy (3.0); correspond with C. Ceresa, M. Sloman re same (.2).
08/17/23	Steve Toth	0.30	Analyze sale structure slides and related correspondence.
08/17/23	Matthew J. Van Wagoner	7.00	Analyze APAs, schedules and correspondence re outstanding items (.7); correspond with D. Daines, K&E team re outstanding items and analyzing checklists (.4); analyze and discuss correspondence from PGX with A. Wirtz, K&E team re potential TSA (.5); analyze comments from T. Davis, K&E team to PGX APA (.4); analyze and revise checklist provided by C. Ceresa, K&E team (1.0); correspond with Buyers' counsel re signing and outstanding items (.5); draft closing punch list for A&M and PGX transfer instructions (1.5); revise PGX APA with T. Davis, K&E team comments (1.7); correspond with T. Davis, K&E team for review and comment of same (.3).
08/17/23	Spencer A. Winters	2.50	Review and analyze issues re CFPB settlement and sale (.8); conference with A. Wirtz, Company, advisors and working group re same (.9); prepare for and attend PMO meeting (.8).
08/17/23	Alison Wirtz	0.80	Correspond with C. Ceresa re sale reply considerations and related research (.3); conference with C. Ceresa and K&E team re status of open sale and objection to motion items (.5).
08/18/23	Chris Ceresa	0.40	Review, revise sale documents.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/18/23	Chris Ceresa	6.10	Attend deposition (2.6); prepare for same (.5); review and revise draft reply in support of sales (1.5); research legal issues re same (.6); correspond with G. Reardon and K&E team re same (.9).
08/18/23	Chris Ceresa	6.20	Review, revise, comments on draft sale reply (2.1); analyze legal issues re same (2.6); revise slides re sales (.8); telephone conferences with S. Winters and G. Reardon re same (.7).
08/18/23	Kelsey Marie Laugel	0.30	Conduct Hart-Scott-Rodino filing analysis.
08/18/23	Keyan Norman	0.50	Conference with M. Van Wagoner re signing items.
08/18/23	Karra A. Puccia	5.10	Review Maricopa objection to sale motion (.2); review and compile sale order precedent with respect to tax provisions (1.9); research case law with respect to 363(f)(1) (1.8); draft reply re 363(f)(1) issues (1.2).
08/18/23	Gabrielle Christine Reardon	9.40	Review and revise reply in support of sale motion (3.9); research re legal issues related to section 363(f) (.9); review and revise sale objection summary (.7); review and analyze vendor cure diligence (.5); review and revise sale declarations (.6); review and revise sale presentation (2.5); review and revise sale orders (.3).
08/18/23	Michael A. Sloman	2.60	Research, analyze case law re unlawful business sales (1.8); draft summary re same (.8).
08/18/23	Matthew J. Van Wagoner	3.50	Analyze APAs, disclosure schedules and data room re assumption of liabilities relating to H-1B visas (2.1); discuss potential revisions with K&E team and reach out to labor for further clarification and guidance (1.4).
08/18/23	Matthew Wheatley	1.30	Review and revise antitrust and HSR filing analysis (1.1); correspond with K&E team re same (.2).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/18/23	Spencer A. Winters	5.30	Conference with CFPB and DOJ (.7); prepare for same (.3); conference with K&S re CFPB and DOJ matters (.5); conference with Company re same (.5); review and analyze issues re sale hearing (1.3); review objections to sale motions (.8); conference with A. Wirtz, Company, advisors and working group re same (1.2).
08/18/23	Alison Wirtz	0.50	Correspond and conference with S. Winters re status of sale reply and motion to convert objection (.3); correspond with C. Ceresa re same (.2).
08/19/23	Chris Ceresa	7.20	Review and revise reply in support of sale motions (3.7); research legal issues re same (3.1); correspond with G. Reardon and K&E team re issues re same (.4).
08/19/23	Daniel S. Daines	0.90	Review and analyze revised sale orders for PGX and LL (.7); correspond and coordinate with G. Reardon and S. Toth re same (.2).
08/19/23	Karra A. Puccia	3.70	Research 363(f)(1) case law (2.5); revise reply issues re same (1.2).
08/19/23	Karra A. Puccia	0.40	Draft sale order language in response to Maricopa objection to sale order.
08/19/23	Gabrielle Christine Reardon	6.20	Research re section 363(f); review and revise reply in support of sale motion (3.5); review and revise sale orders (1.7); correspond with C. Ceresa re same (.4); correspond with K&S re same (.3); correspond with YCST re same (.3).
08/19/23	Steve Toth	0.60	Analyze draft sale order re legal issues.
08/19/23	Spencer A. Winters	2.90	Conference with Company and lenders re CFPB settlement (.6); prepare for same (.2); conference with K&S re sale reply (.3); review CFPB settlement markup (.5); review UCC plan markup (.5); review and analyze issues re sale objection and settlement (.4); correspond with A. Wirtz, Company, advisor and working group re same (.4).
08/20/23	Chris Ceresa	3.80	Review and analyze legal issues re sale reply (1.4); review, revise same (1.9); correspond with S. Winters, K&E team, counsel re legal issues re same (.5).

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08/20/23	Daniel S. Daines	0.70	Correspond with M. Van Wagoner, C. Ceresa, K&E team and opposing counsel re G-reorganization issues.
08/20/23	Gabrielle Christine Reardon	2.50	Research re section 363(f) (.6); review, revise sale reply (.7); research sale order precedent (1.0); review, revise sale orders (.2).
08/20/23	Spencer A. Winters	4.90	Conference with Company and W&C re CFPB settlement (.6); prepare for same (.2); conference with lenders re same (1.0); review and analyze sale issues (.4); review and revise sale reply (2.2); conference with A. Wirtz, Company, advisors and working group re same (.5).
08/21/23	Chris Ceresa	9.40	Review and analyze legal issues re sale reply (4.6); review and revise sale deal documents (3.9); correspond with S. Winters, K&E team re legal issues re same and draft reply ISO sales (.9).
08/21/23	Alexander Flynn-Tabloff	0.80	Review and revise asset purchase agreement to account for immigration matters.
08/21/23	Keyan Norman	3.60	Telephone conference with M. Van Wagoner re asset purchase agreement (1.0); draft correspondence re asset purchase agreement (.8); review asset purchase agreement (1.0); correspondence re foreign employees (.3); conference with D. Daines re asset purchase agreement (.3); review and revise asset purchase agreement (.2).
08/21/23	Gabrielle Christine Reardon	6.00	Review and revise sale order (1.4); review and revise sale reply (4.6).
08/21/23	Matthew J. Van Wagoner	5.20	Correspond with D. Daines and K. Norman re outstanding issues re PGX APA (.5); revise PGX APA per K&E team re visa holding employees (1.0); discuss revisions with T. Davis, K&E team (.4); correspond with YCST for comments to APA and request direction for open items (.5); revise APA (2.6); correspond with K&S for comments re same (.2).

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08/21/23	Spencer A. Winters	8.90	Conference with CFPB and DOJ re settlement (.5); conference with Company re same (.5); review and revise CFPB reply (3.8); review and analyze issues re sale hearing and settlement (2.4); conference with A. Wirtz, Company, advisors and working group re same (1.7).
08/21/23	Alison Wirtz	1.40	Correspond with DOJ attorneys, K&S, Arentfox and Klehr team re sale objection and depositions (.4); review and analyze issues re sale orders (.7); correspond with K&S and Company team re tax structuring matters and sale closing (.3).
08/22/23	Chris Ceresa	11.60	Review, analyze legal issues re sale reply items including APA, sale orders, notices re same (6.1); review, revise same (4.2); correspond with S. Winters, K&E team, counsel re same (1.3).
08/22/23	Daniel S. Daines	1.00	Correspond and coordinate with C. Ceresa, M. Van Wagoner and working group re G-reorganization issues and follow up with buyer counsel (.4); correspond with W. Fogelberg, S. Toth and K. Norman re key employee agreements and indemnification issue (.6).
08/22/23	Diana Heriford	0.60	Revise sale notice.
08/22/23	Keyan Norman	4.10	Conference with M. Van Wagoner re signing items (1.1); review and revise disclosure schedules (.5); conference with M. Van Wagoner and K&E team re reorganization (.5); review employment agreements (1.0); review indemnification agreements (.3); correspond with K&E team re employment agreements (.7).
08/22/23	Robert Orren	0.60	Draft notice of filing of revised sale orders and APAs (.5); correspond with G. Reardon re same (.1).
08/22/23	Karra A. Puccia	4.70	Research assumption and assignment provisions and precedent.
08/22/23	Gabrielle Christine Reardon	7.10	Review and revise N. Augustine declaration (1.2); review and revise sale reply (2.9); review and revise sale orders (2.2); review and revise asset purchase agreements (.2); draft notice of filing re same (.6).

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08/22/23	Steve Toth	0.30	Discuss indemnification and employment agreement matters with D. Daines and A. Wirtz.
08/22/23	Matthew J. Van Wagoner	3.60	Correspond with A. Wirtz, K&E team re filings (.3); correspond with buyers' counsel re filings (.4); revise APAs re G-Reorg language and tax issues (.7); prepare documents for filing (.4); conference with K. Norman, K&E team re same (1.8).
08/22/23	Spencer A. Winters	10.70	Conference with UCC counsel re CFPB settlement and plan (.4); conference with DOJ re same (.3); review and analyze issues re contested sale hearing (2.3); review and analyze issues re CFPB settlement (2.1); review and revise sale reply (1.9); review and analyze issues re same (.8); review Augustine declaration (.5); correspond with A. Wirtz, Company, advisors and working group re same (2.4).
08/22/23	Alison Wirtz	1.20	Multiple conferences with S. Winters and C. Ceresa re sale reply and declarations (.8); review and comment on declarations (.4).
08/23/23	Chris Ceresa	6.50	Review, analyze legal issues re sale orders and APAs (2.7); review, revise same (3.1); correspond with S. Winters, K&E team, counsel re same (.7).
08/23/23	Diana Heriford	1.00	Correspond with C. Ceresa re sale hearing listen-only line (.3); correspond with Company, advisors re same (.1); coordinate sale hearing listen-only line (.6).
08/23/23	Keyan Norman	0.50	Conference with M. Van Wagoner re signing items.
08/23/23	Gabrielle Christine Reardon	6.10	Review and revise sale hearing presentation (5.1); review, analyze asset purchase agreements (.2); draft language re excluded cash (.2); review and revise sale orders (.6).
08/23/23	Adrian Salmen	5.10	Draft language re sale order (3.4); review, revise same (.5); conference with C. Ceresa re sale order (.3); review, revise sale hearing presentation (.9).

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08/23/23	Spencer A. Winters	10.80	Review and analyze issues re contested sale hearing (2.2); review and analyze issues re CFPB settlement (2.3); conference with DOJ and CFPB re same (1.0); review and revise settlement documentation (.5); revise slide deck for hearing (2.3); conference with A. Wirtz, Company, advisors and working group re same (2.5).
08/24/23	Chris Ceresa	7.70	Review and analyze legal issues re sale documents including APAs and sale checklist (2.2); review, revise same (3.7); review, analyze cure objection issues (1.1) correspond with S. Winters, K&E team, counsel re same (.7).
08/24/23	Daniel S. Daines	1.60	Conference with M. Van Wagoner (.3); review drafts of steps checklist and integration checklist prepared by same (1.0); conference with A&M re same (.3).
08/24/23	Keyan Norman	1.30	Review correspondence re administrative expense sale issue (.5); conference with M. Van Wagoner re same (.8).
08/24/23	Gabrielle Christine Reardon	4.80	Correspond with K&S and YCST re sale orders (.6); correspond with contract counter parties re cure objections (.4); correspond with U.S. Trustee re sale orders (.2); review and revise sale orders (1.2); review and revise sale hearing presentation (1.3); correspond with A&M re contract cure objections (.3); review and revise contract cure objection tracker (.3); draft summary of changes to sale order (.5).
08/24/23	Adrian Salmen	0.50	Correspond with C. Ceresa, K&E team re sale order (.2); review, revise same (.3).
08/24/23	Matthew J. Van Wagoner	5.10	Correspond with K&S, K. Norman, K&E team re PGX's admin expense re APA and related summaries and calculations (1.2); analyze and revise APAs (1.5); correspond with K&E team re G-Reorg and sale order filings (.4); analyze APA versions (1.2); conference with K. Norman re same (.8).

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08/24/23	Spencer A. Winters	10.20	Draft talking points re sale hearing (2.8); review and revise slides (.3); review and analyze issues re CFPB settlement (2.2); review and analyze issues re sale orders (1.8); attend board meetings (.5); conference with A. Wirtz, Company, advisors and working group re sale hearing and settlement (2.6).
08/24/23	Alison Wirtz	2.20	Review and comment on proposed sale order (.9); multiple conferences and correspondence with S. Winters, C. Ceresa, UCC counsel, Klehr Harrison re status and outstanding issues (1.3).
08/25/23	Chris Ceresa	3.40	Review and analyze legal issues re sale documents (.6); review, revise, analyze legal issues re same (2.3); correspond with S. Winters, K&E team, counsel re same (.5).
08/25/23	Chris Ceresa	0.80	Prepare for sale hearing.
08/25/23	Daniel S. Daines	0.50	Correspond with C. Ceresa, M. Van Wagoner and A. Stephenson re sale hearing.
08/25/23	Diana Heriford	0.40	Correspond with Company, advisors re sale hearing.
08/25/23	Keyan Norman	0.80	Review correspondence re asset purchase agreement and comments from lenders.
08/25/23	Gabrielle Christine Reardon	3.10	Review and revise sale orders (2.7); review and revise notice of filing (.2); review, revise sale hearing presentation (.2).
08/25/23	Matthew J. Van Wagoner	2.00	Correspond with K. Norman, D. Daines re LL and PGX APAs (.5); analyze and revise checklist and outstanding items list (.3); conference with K&S team re G- Reorg and revised APAs (1.2).
08/25/23	Spencer A. Winters	7.80	Draft settlement talking points (1.3); review and analyze issues re settlement and sale hearing (3.2); conference A. Wirtz, Company, advisors and working group re same (3.3).
08/25/23	Alison Wirtz	5.70	Conference with Committee, Buyer, C. Ceresa, S. Winters and K&E team re sale hearing (.7); prepare for hearing (5.0).
08/25/23	Alison Wirtz	1.00	Prepare for sale hearing.
08/27/23	Spencer A. Winters	0.30	Review and analyze issues re implementation of CFPB settlement.

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08/28/23	Daniel S. Daines	0.50	Review Lexington Law counsel edits to asset purchase agreement (.3); correspond with T. Davis and K. Norman re same (.2).
08/28/23	Keyan Norman	0.80	Review and revise asset purchase agreement (.5); correspond with M. Van Wagoner re asset purchase agreement (.3).
08/28/23	Gabrielle Christine Reardon	1.20	Review, analyze sale orders re upcoming deadlines (.6); revise cure objection summary (.2); correspond with YCST re sale structuring questions (.2); correspond with A&M re cure objections (.2).
08/28/23	Luke Spangler	0.10	Review, analyze sale hearing transcript.
08/28/23	Matthew J. Van Wagoner	4.00	Analyze PGX and LL APAs and schedules re tax questions from T. Davis (1.2); analyze YCST comments to LL APA (1.3); correspond with D. Daines, K. Norman, YCST counsel re LL ownership (.6); analyze APA re outstanding issues (.9).
08/28/23	Spencer A. Winters	2.20	Review and analyze issues re sale closing and CFPB settlement implementation (.8); conference with client re same (.7); conference with A. Wirtz, Company, advisors and working group re same (.7).
08/29/23	Chris Ceresa	1.70	Review, analyze legal issues re sale processes.
08/29/23	Keyan Norman	1.50	Review and revise sale checklist (.8); draft sale punch list (.5); conference with M. Van Wagoner re punch list and open items (.2).
08/29/23	Matthew J. Van Wagoner	3.50	Review and revise PGX and LL checklists with D. Daines and K. Norman (1.6); draft punchlist with outstanding items and points of interest with D. Daines, K&E team (1.4); correspond with Buyers' counsel for comment to APA and outstanding items (.5).
08/30/23	Chris Ceresa	0.40	Review, analyze legal issues re sale legal items.
08/30/23	Daniel S. Daines	1.60	Conference with K. Norman and M. Van Wagoner re closing checklist (.2); conference with A. Wirtz, Company and deal team re closing items and workflows (.2); correspond re structuring slide updates (.2); review same in preparation for meeting with Company (.4); conference with C. Ceresa and A. Wirtz re closing steps and reorg mechanics (.6).

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08/30/23	Keyan Norman	0.50	Review correspondence re signing items (.2); review transaction steps (.3).
08/30/23	Gabrielle Christine Reardon	0.30	Correspond with C. Ceresa re assumed contract exhibit filing deadline (.1); correspond with counsel to Equifax re same (.2).
08/30/23	Steve Toth	0.20	Discuss G-reorganization with A. Wirtz (.1); discuss status with D. Daines (.1).
08/30/23	Matthew J. Van Wagoner	3.00	Analyze K&S comments to APA re tax and G-reorg issues (.7); correspond with K&S team re additional comments to APA and G-Reorg (.3); correspond with D. Daines, K&E team re outstanding items, punch list (.5); analyze structure chart and PGX APA and schedules (.6); revise closing checklist (.5); correspond with D. Daines, K&E team re same (.4).
08/30/23	Spencer A. Winters	1.20	Review and analyze issues re sale implementation (.4); conference with A. Wirtz and working group re same (.8).
08/30/23	Alison Wirtz	0.90	Correspond and conference with K&E tax / corporate teams and Klehr Harrison re sale closing workstreams (.4); correspond with K&S re assumed liabilities and other sale-related considerations (.5).
08/31/23	Chris Ceresa	0.50	Conference with S. Winters, K&E team, advisors re sale legal issues.
08/31/23	Daniel S. Daines	1.40	Conference with C. Ceresa, A. Wirtz, S. Toth, M. Van Wagoner and T. Davis re g-reorganization structuring and closing steps (.8); telephone conference with A&M team (.6).
08/31/23	Keyan Norman	0.80	Conference with M. Van Wagoner re entity formation and reorganization (.5); review correspondence re structure (.3).
08/31/23	Gabrielle Christine Reardon	1.00	Review, revise contract objection tracker (.1); correspond with Klehr re same (.2); correspond with Company re filed sale documents (.3); correspond with A. Wirtz re entity names (.1); correspond with C. Ceresa re internal sale closing conferences (.3).

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Invoice Number: 1050085162
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/31/23	Matthew J. Van Wagoner	3.50	Revise structures charts and closing checklists (1.4); prepare for telephone conference with Klehr (.4); correspond with D. Daines re same (.3); analyze comments from T. Davis, K&E team re org chart (.4); analyze APAs and schedules re possible TSA (1.0).
08/31/23	Spencer A. Winters	0.80	Review and analyze issues re sale and settlement implementation (.5); conference with K&S re exit financing (.3).
08/31/23	Alison Wirtz	0.80	Correspond with T. Davis and S. Toth and K&E teams re sale structuring considerations and discussions with Company (.4); correspond with C. Ceresa on sale-related workstreams (.4).
Total		526.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085163

Client Matter: 47119-12

In the Matter of Corp. Governance & Securities Matters

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 22,411.50

Total legal services rendered

\$ 22,411.50

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Corp. Governance & Securities Matters

Invoice Number: 1050085163
Matter Number: 47119-12

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Carolyn Aiken	6.60	1,545.00	10,197.00
Chris Ceresa	3.00	1,245.00	3,735.00
Paul Goldsmith	0.20	995.00	199.00
Diana Heriford	0.80	885.00	708.00
Michelle Kilkenney, P.C.	0.30	2,045.00	613.50
Spencer A. Winters	1.20	1,445.00	1,734.00
Alison Wirtz	3.80	1,375.00	5,225.00
TOTALS	15.90		\$ 22,411.50

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Corp. Governance & Securities Matters

Invoice Number: 1050085163
 Matter Number: 47119-12

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Paul Goldsmith	0.20	Prepare board meeting minutes.
08/02/23	Chris Ceresa	0.60	Draft, review, revise board minutes.
08/03/23	Carolyn Aiken	0.60	Correspond with A. Wirtz, K&E team re exit financing issues.
08/04/23	Carolyn Aiken	0.30	Correspondence re exit financing and restructuring.
08/06/23	Alison Wirtz	0.60	Review and comment on board materials (.4); correspond with Greenhill team re same (.2).
08/07/23	Carolyn Aiken	0.20	Correspond with A. Wirtz, K&E team re exit financing issues.
08/07/23	Chris Ceresa	1.10	Attend board conference (.4); draft, revise minutes re same (.6); correspond with A. Wirtz re same (.1).
08/07/23	Spencer A. Winters	0.70	Prepare for and attend PGX board call.
08/07/23	Alison Wirtz	0.90	Prepare for and attend PGX board meeting (.7); correspond with C. Ceresa and S. Winters re same (.2).
08/08/23	Carolyn Aiken	1.50	Correspond with K&E team re exit financing.
08/10/23	Carolyn Aiken	0.50	Attend weekly telephone conference with advisor and company re status (.4); correspondence re exit financing with K&E team (.1).
08/10/23	Alison Wirtz	0.20	Correspond with Greenhill team re board materials and meeting with Lexington Law board.
08/11/23	Carolyn Aiken	0.30	Review and analyze exit financing legal issues.
08/14/23	Chris Ceresa	1.30	Attend board meeting (.5); draft, revise minutes re same (.8).
08/14/23	Spencer A. Winters	0.50	Prepare for and attend Lex Law board meeting.
08/14/23	Alison Wirtz	0.70	Correspond with C. Ceresa re board meeting minutes and materials (.2); attend Lexington Law board meeting (.5).
08/16/23	Carolyn Aiken	0.50	Correspond with A. Wirtz, K&E team re exit financing.
08/20/23	Carolyn Aiken	0.30	Correspond with financial advisor re exit financing legal issues.

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Corp. Governance & Securities Matters

Invoice Number: 1050085163
 Matter Number: 47119-12

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/21/23	Carolyn Aiken	0.20	Correspond with advisors re exit financing with restructuring (.1); review and analyze compliance questions re DIP credit agreement (.1).
08/24/23	Diana Heriford	0.80	Revise CFPB settlement slides re board authorization deck.
08/24/23	Alison Wirtz	1.10	Review and comment on board materials (.4); attend board meetings for Lexington Law and PGX boards re sale update and CFPB settlement (.7).
08/25/23	Carolyn Aiken	0.50	Review and analyze exit financing term sheet.
08/27/23	Carolyn Aiken	0.70	Review and analyze exit financing term sheet.
08/30/23	Carolyn Aiken	0.50	Correspond with K&E team re exit financing (.2); attend to compliance questions re DIP credit agreement (.3).
08/31/23	Carolyn Aiken	0.50	Telephone conference with lender's counsel re exit financing issues (.2); review and analyze compliance questions re DIP credit agreement (.3).
08/31/23	Michelle Kilkenney, P.C.	0.30	Prepare for and attend conference with C. Aiken, A. Wirtz, S. Winters and King & Spalding re exit financing.
08/31/23	Alison Wirtz	0.30	Prepare for and attend conference with C. Aiken, K&E team and S. Winters and King & Spalding re exit financing.
Total		15.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085164

Client Matter: 47119-13

In the Matter of Employee Matters

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 691.50

Total legal services rendered

\$ 691.50

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Employee Matters

Invoice Number: 1050085164
 Matter Number: 47119-13

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Diana Heriford	0.60	885.00	531.00
Kate Vera, P.C.	0.10	1,605.00	160.50
TOTALS	0.70		\$ 691.50

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Employee Matters

Invoice Number: 1050085164
Matter Number: 47119-13

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/22/23	Kate Vera, P.C.	0.10	Advise re MIP matters.
08/25/23	Diana Heriford	0.60	Correspond with A. Wirtz, UCC re employee records (.3); revise spreadsheet re same (.3).
Total		0.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085165

Client Matter: 47119-14

In the Matter of Executory Contracts & Unexpired Leases

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 4,902.00

Total legal services rendered

\$ 4,902.00

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Executory Contracts & Unexpired Leases

Invoice Number: 1050085165
 Matter Number: 47119-14

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	3.80	1,245.00	4,731.00
Robert Orren	0.30	570.00	171.00
TOTALS	4.10		\$ 4,902.00

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Executory Contracts & Unexpired Leases

Invoice Number: 1050085165
 Matter Number: 47119-14

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/23	Chris Ceresa	0.20	Correspond with advisors re cure issues.
08/15/23	Chris Ceresa	0.60	Review, analyze legal issues re certain executory contract.
08/16/23	Chris Ceresa	0.80	Review, analyze legal issues re certain lease amendment issues.
08/16/23	Chris Ceresa	0.40	Telephone conference with landlord counsel.
08/16/23	Robert Orren	0.30	Review and analyze appearances in case after filing of notice of assumption and assignments (.2); correspond with K. Roth and C. Ceresa re same (.1).
08/17/23	Chris Ceresa	0.50	Review, analyze legal issues re lease amendment.
08/17/23	Chris Ceresa	0.30	Telephone conference with counsel re lease amendment issues.
08/28/23	Chris Ceresa	1.00	Review, revise draft lease amendment (.7); correspond with Company, counsel re issues re same (.3).
Total		4.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085166

Client Matter: 47119-16

In the Matter of Hearings

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 1,388.00

Total legal services rendered

\$ 1,388.00

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Hearings

Invoice Number: 1050085166
Matter Number: 47119-16

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.20	1,245.00	249.00
Amy Donahue	0.20	480.00	96.00
Casey McGushin	0.30	1,415.00	424.50
Adrian Salmen	0.20	995.00	199.00
Spencer A. Winters	0.10	1,445.00	144.50
Alison Wirtz	0.20	1,375.00	275.00
TOTALS	1.20		\$ 1,388.00

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Hearings

Invoice Number: 1050085166
Matter Number: 47119-16

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/25/23	Chris Ceresa	0.20	Attend sale hearing.
08/25/23	Amy Donahue	0.20	Attend sale hearing on August 25.
08/25/23	Casey McGushin	0.30	Participate in hearing on sale motion and motion to convert.
08/25/23	Adrian Salmen	0.20	Attend sale hearing.
08/25/23	Spencer A. Winters	0.10	Attend sale hearing.
08/25/23	Alison Wirtz	0.20	Attend sale hearing.
Total		1.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085167

Client Matter: 47119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 10,132.50

Total legal services rendered

\$ 10,132.50

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Insurance and Surety Matters

Invoice Number: 1050085167
Matter Number: 47119-17

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	0.40	1,295.00	518.00
Chris Ceresa	1.70	1,245.00	2,116.50
Diana Heriford	6.70	885.00	5,929.50
William T. Pruitt	0.60	1,550.00	930.00
Gabrielle Christine Reardon	0.10	885.00	88.50
Alison Wirtz	0.40	1,375.00	550.00
TOTALS	9.90		\$ 10,132.50

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Insurance and Surety Matters

Invoice Number: 1050085167
 Matter Number: 47119-17

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Chris Ceresa	0.20	Telephone conference with counsel re surety issues.
08/01/23	Diana Heriford	1.20	Telephone conference with counter-party re surety bonds (.1); correspond with C. Ceresa, Company re same (.4); review, analyze same (.6); draft summary re same (.1).
08/02/23	Chris Ceresa	0.40	Telephone conference with counsel re legal issues re surety (.2); correspond with W. Fogelberg re same (.2).
08/02/23	Diana Heriford	0.30	Telephone conference with counter-party, C. Ceresa re surety bond legal issues.
08/02/23	Alison Wirtz	0.20	Conference with counsel to surety provider re outstanding items.
08/03/23	Chris Ceresa	0.40	Telephone conference with counsel re legal issues re surety (.2); correspond with W. Fogelberg re same (.2).
08/03/23	Diana Heriford	0.50	Review, analyze surety bonds (.4); correspond with C. Ceresa re same (.1).
08/04/23	Chris Ceresa	0.10	Telephone conference with counsel and W. Fogelberg re legal issues re surety.
08/04/23	Diana Heriford	0.40	Correspond with C. Ceresa, counter-party re surety bonds (.2); review, analyze same (.2).
08/10/23	Simon Briefel	0.40	Review, analyze insurance issues (.2); correspond with A&M re same (.2).
08/11/23	Diana Heriford	0.60	Correspond with C. Ceresa re surety bonds (.4); correspond with A&M re same (.1); correspond with lenders re same (.1).
08/15/23	Chris Ceresa	0.20	Review, analyze legal issues re insurance and surety.
08/15/23	Diana Heriford	0.80	Correspond with A&M, Company re surety bonds (.4); revise chart re same (.4).
08/16/23	Chris Ceresa	0.20	Review, analyze legal issues re insurance and surety.
08/16/23	Diana Heriford	0.40	Correspond with Company, A&M, C. Ceresa re surety bonds.
08/17/23	Chris Ceresa	0.20	Correspond with Company, advisors re surety bond issues.
08/17/23	Diana Heriford	0.20	Correspond with C. Ceresa, Company re surety bonds.

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Insurance and Surety Matters

Invoice Number: 1050085167
Matter Number: 47119-17

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/18/23	William T. Pruitt	0.60	Analyze surety issues and telephone conference with client and insurance advisor re same.
08/18/23	Alison Wirtz	0.20	Correspond with C. Ceresa and K&S team re status of surety discussions and sale implications.
08/21/23	Diana Heriford	2.30	Research case law re surety bonds.
08/30/23	Gabrielle Christine Reardon	0.10	Correspond with A&M re surety broker.
Total		9.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085168

Client Matter: 47119-18

In the Matter of Disclosure Statement, Plan Confirmation

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 232,855.50

Total legal services rendered

\$ 232,855.50

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050085168
 Matter Number: 47119-18

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	1.00	1,295.00	1,295.00
Chris Ceresa	30.50	1,245.00	37,972.50
Amila Golic	27.80	995.00	27,661.00
Diana Heriford	55.10	885.00	48,763.50
Richard U. S. Howell, P.C.	0.50	1,620.00	810.00
Chad J. Husnick, P.C.	0.30	2,045.00	613.50
Nick Krislov	1.50	1,295.00	1,942.50
Robert Orren	0.10	570.00	57.00
William T. Pruitt	0.70	1,550.00	1,085.00
Gabrielle Christine Reardon	3.80	885.00	3,363.00
Kelby Roth	45.60	885.00	40,356.00
Adrian Salmen	0.90	995.00	895.50
Michael A. Sloman	6.60	995.00	6,567.00
Luke Spangler	1.00	325.00	325.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
Steve Toth	0.90	1,615.00	1,453.50
Spencer A. Winters	1.30	1,445.00	1,878.50
Alison Wirtz	41.90	1,375.00	57,612.50
TOTALS	219.60		\$ 232,855.50

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050085168
 Matter Number: 47119-18

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Chris Ceresa	5.00	Review, revise plan re UCC global settlement terms (4.4); correspond with D. Heriford, K&E team re legal issues re same (.6).
08/01/23	Amila Golic	0.20	Review and analyze issues re draft disclosure statement.
08/01/23	Diana Heriford	4.20	Review, analyze plan settlement term sheet (.3); research precedent re plan (3.9).
08/01/23	Josh Sussberg, P.C.	0.10	Correspond with G. Davis re global settlement status.
08/02/23	Chris Ceresa	6.10	Review, revise, analyze plan, DS and DS motion items (4.5); correspond and telephone conference with D. Heriford, K&E team re legal issues re same (1.6).
08/02/23	Amila Golic	2.20	Revise disclosure statement.
08/02/23	Diana Heriford	3.00	Research plan precedent (2.6); correspond with C. Ceresa re same (.4).
08/02/23	Richard U. S. Howell, P.C.	0.50	Review, analyze correspondence re open litigation issues in advance of confirmation.
08/02/23	Chad J. Husnick, P.C.	0.30	Correspond and conference with A. Wirtz, K&E team, Company, opposing counsel re global settlement negotiations.
08/03/23	Chris Ceresa	2.80	Review, revise draft disclosure statement (1.2); correspond with A. Golic re same (.2); review, analyze legal issues re plan (1.1); correspond with D. Heriford re same (.3).
08/03/23	Amila Golic	4.60	Revise disclosure statement.
08/03/23	Diana Heriford	1.70	Revise plan timeline (.6); correspond with C. Ceresa re same (.2); research plan precedent (.7); correspond with C. Ceresa re same (.2).
08/04/23	Amila Golic	1.40	Revise disclosure statement.
08/04/23	Diana Heriford	0.60	Correspond with C. Ceresa, A. Wirtz, KCC re plan timeline (.4); review, analyze same (.2).
08/04/23	Alison Wirtz	0.20	Review and analyze case timelines and plan and disclosure statement scheduling implications.
08/06/23	Alison Wirtz	3.20	Review and revise chapter 11 plan (2.7); review and analyze settlement materials (.4); correspond with S. Winters and K&E team re same (.1).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050085168
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/07/23	Chris Ceresa	0.70	Review, revise DS documents.
08/07/23	Diana Heriford	3.90	Review, analyze plan re comments from S. Winters (1.1); draft summary re plan timeline (.2); revise plan (2.0); telephone conference with A. Wirtz re plan (.6).
08/07/23	Luke Spangler	0.30	Research precedent re disclosure statement.
08/07/23	Spencer A. Winters	0.80	Review and revise draft chapter 11 plan.
08/07/23	Alison Wirtz	1.50	Conference with S. Winters re plan comments and approach (.2); correspond with K&E team and lenders re same (.5); conference with D. Heriford re plan comments (.5); conference with C. Ceresa re same (.3).
08/08/23	Chris Ceresa	1.70	Review, analyze, comments on DS legal issues.
08/08/23	Diana Heriford	2.70	Revise plan re S. Winters comments (1.3); review, analyze plan precedent re 9019 settlement (.5); telephone conference with A&M, A. Wirtz, K&E team re plan liquidation analysis (.9).
08/08/23	Kelby Roth	3.60	Research and compile precedent plan and sale documents (.4); correspond with C. Ceresa re same (.1); correspond with C. Ceresa, L. Spangler re disclosure statement motion exhibits (.1); draft disclosure statement motion exhibits (2.7); review, revise disclosure statement motion (.3).
08/08/23	Luke Spangler	0.60	Draft schedules to disclosure statement motion (.5); correspond with K. Roth re same (.1).
08/08/23	Alison Wirtz	2.60	Correspond with A&M team re plan recoveries (.3); conference with A. Golic and A&M team re same (.7); review and comment on plan provisions (1.3); correspond with S. Winters and various parties re lender comments to plan (.3).
08/09/23	Chris Ceresa	0.60	Review plan and DS legal issues.
08/09/23	Diana Heriford	4.90	Revise disclosure statement re C. Ceresa comments (2.4); revise plan re local counsel comments (1.8); draft summary of local counsel comments (.5); correspond with A. Wirtz re same (.2).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050085168
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/09/23	Kelby Roth	3.90	Review, revise disclosure statement re C. Ceresa comments (2.8); correspond with D. Heriford re same (.1); research re exclusivity extension filing dates and deadlines (.4); correspond with S. Briefel re same (.1); research precedent re same (.4); correspond further with S. Briefel re same (.1).
08/09/23	Alison Wirtz	0.10	Correspond with Klehr and lenders' counsel re chapter 11 plan.
08/10/23	Simon Briefel	1.00	Correspond with K. Roth re exclusivity (.2); review plan recovery analysis (.2); telephone conference with AM Alison re same (.6).
08/10/23	Chris Ceresa	0.80	Review, revise DS materials.
08/10/23	Amila Golic	2.70	Revise disclosure statement for plan and other edits.
08/10/23	Diana Heriford	0.90	Review, analyze plan re insurance (.2); telephone conference with A&M, A. Wirtz, K&E team re plan liquidation analysis (.7).
08/10/23	William T. Pruitt	0.70	Review and analyze plan re insurance terms (.5); correspond with A. Wirtz re comments on same (.2).
08/10/23	Kelby Roth	5.60	Correspond with S. Briefel, Klehr re exclusivity extension (.1); correspond with C. Ceresa, A&M re Company pension plans (.1); review, revise disclosure statement motion and draft disclosure statement exhibits (5.4).
08/10/23	Alison Wirtz	0.60	Correspond with W. Pruitt and K&E team re comments to plan (.2); review and analyze precedent re same (.4).
08/11/23	Chris Ceresa	1.70	Review, revise DS motion and solicitation materials.
08/11/23	Diana Heriford	0.70	Review, analyze plan re class treatment.
08/11/23	Kelby Roth	0.10	Correspond with A&M re pension plan issues.
08/12/23	Diana Heriford	0.10	Correspond with W. Pruitt re plan legal issues.
08/12/23	Steve Toth	0.60	Analyze draft plan for corporate issues and prepare related correspondence.
08/13/23	Kelby Roth	2.00	Review, revise disclosure statement motion.
08/14/23	Diana Heriford	1.20	Draft summary re specialist comments (.8); review, analyze plan (.4).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050085168
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/23	Kelby Roth	3.00	Review, revise disclosure statement motion (1.1); research opt out issues re same (1.0); correspond with C. Ceresa re same, disclosure statement motion (.2); review, revise declarations in support of chapter 11 and sale (.4); correspond with S. Briefel, K&E team re same (.1); correspond with S. Briefel re exclusivity deadline (.1); correspond with Company, A&M, C. Ceresa re PBGC inquiries (.1).
08/15/23	Chris Ceresa	0.50	Correspond with D. Heriford re plan issues.
08/15/23	Chris Ceresa	0.60	Correspond with K. Roth, K&E team re disclosure statement solicitation issues.
08/15/23	Diana Heriford	3.20	Correspond with C. Ceresa re plan (.2); review, analyze plan (.2); revise plan (2.8).
08/15/23	Kelby Roth	3.50	Review, revise disclosure statement motion schedules (3.3); correspond with C. Ceresa, KCC team re same (.2).
08/15/23	Alison Wirtz	2.80	Review and comment on Disclosure Statement.
08/16/23	Chris Ceresa	0.20	Correspond with K. Roth, K&E team re disclosure statement and solicitation materials issues.
08/16/23	Amila Golic	0.80	Revise disclosure statement (.7); correspond with S. Winters, A. Wirtz, C. Ceresa re same (.1).
08/17/23	Chris Ceresa	1.70	Review, revise DS motion and solicitation materials.
08/17/23	Chris Ceresa	0.20	Correspond with D. Heriford re plan issues.
08/17/23	Amila Golic	1.60	Revise disclosure statement (.8); correspond with Company, A&M, UCC, lenders re same (.8).
08/17/23	Amila Golic	0.60	Review and revise disclosure statement.
08/17/23	Diana Heriford	0.10	Correspond with UCC re plan issues.
08/17/23	Adrian Salmen	0.20	Conference with A. Golic re disclosure statement.
08/17/23	Spencer A. Winters	0.50	Review and analyze disclosure statement.

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050085168
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/17/23	Alison Wirtz	0.90	Conference with A&M team re plan classification considerations (.3); correspond with AFS team re plan recoveries (.3); correspond with A. Golic re disclosure statement updates and outreach to specialists (.3).
08/18/23	Chris Ceresa	0.20	Correspond with D. Heriford re plan issues.
08/18/23	Diana Heriford	1.50	Telephone conference with UCC, C. Ceresa re plan issues (.3); research precedent re releases (1.2).
08/18/23	Alison Wirtz	1.40	Conference and correspond with AFS team re plan comments (.8); review and analyze precedent re same (.4); review and analyze precedent cases re strategies (.2).
08/20/23	Chris Ceresa	1.40	Review, analyze legal issues re plan, disclosure statement materials (.5); review, revise same (.6); correspond with A. Wirtz, K&E team re same (.3).
08/20/23	Diana Heriford	4.70	Review, analyze UCC plan comments (.8); revise plan re same (3.9).
08/20/23	Adrian Salmen	0.70	Review, revise disclosure statement.
08/21/23	Chris Ceresa	1.80	Review, analyze legal issues re plan, disclosure statement materials (.6); review, revise same (.8); correspond with A. Wirtz, K&E team re same (.4).
08/21/23	Diana Heriford	1.80	Review, analyze plan comments from C. Ceresa (.2); revise plan re same (1.3); correspond with A&M, C. Ceresa re plan (.3).
08/21/23	Nick Krislov	1.10	Review, analyze plan documents (.8); correspond with A. Wirtz, K&E team re same (.3).
08/21/23	Kelby Roth	3.60	Review, revise disclosure statement motion and schedules (3.0); correspond with M. Sloman, A. Wirtz re same (.1); research and draft proposed responses re KCC solicitation inquiries (.5).
08/21/23	Michael A. Sloman	1.80	Review, revise disclosure statement scheduling motion (1.5); correspond with K. Roth re same (.3).
08/21/23	Alison Wirtz	3.40	Review and comment on disclosure statement motion and related schedules (3.2); correspond with K. Roth and K&E team re same (.2).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050085168
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/22/23	Amila Golic	2.70	Revise disclosure statement for plan updates.
08/22/23	Nick Krislov	0.40	Review, analyze DS documents.
08/22/23	Kelby Roth	7.10	Review, revise disclosure statement motion and exhibits (5.7); review, revise timeline re confirmation (.5); conference and correspond with W. Wirtz re same, disclosure statement revisions (.5); correspond with M. Sloman, K&E team, KCC, stakeholders' counsel re disclosure statement (.4).
08/22/23	Michael A. Sloman	1.10	Review, revise disclosure statement scheduling motion (.4); review, revise exhibits re same (.7).
08/22/23	Alison Wirtz	7.20	Review and comment on DS motion (2.2); correspond and conference with K. Roth re timelines (.5); review and comment on plan and DS (2.3); review and comment on sale reply and Augustine declaration (2.2).
08/23/23	Chris Ceresa	1.50	Review, analyze legal issues re plan, disclosure statement materials (.9); review, revise same (.3); correspond with A. Wirtz, K&E team re same (.3).
08/23/23	Amila Golic	5.60	Conference with A. Wirtz, D. Heriford, A&M re issues re same (.6); correspond with A. Wirtz, D. Heriford, K&E team, A&M re revisions to disclosure statement (.7); revise disclosure statement (4.3).
08/23/23	Diana Heriford	9.80	Revise plan re A. Wirtz comments (3.0); telephone conference with A. Wirtz re plan research, class treatment (.2); research case law, treatise re same (1.3); draft slides re board deck, plan authorization (1.7); telephone conference with A&M, A. Wirtz re plan distribution (.5); telephone conference with UCC, A. Wirtz re plan (.8); telephone conference with A. Wirtz re plan, UCC comments (.4); revise plan re UCC comments (1.9).
08/23/23	Kelby Roth	2.80	Telephone conference with KCC, A. Wirtz re solicitation procedures (.5); follow up with KCC re same (.2); review, revise disclosure statement motion and schedules (2.0); correspond with M. Sloman re same (.1).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050085168
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/23/23	Michael A. Sloman	2.60	Telephone conference with A. Wirtz, K. Roth, KCC re solicitation (.5); review, revise disclosure statement motion and related exhibits (2.1).
08/23/23	Steve Toth	0.30	Analyze corporate matters in revised plan draft.
08/23/23	Alison Wirtz	7.20	Conference with ArentFox team re plan comments (.7); correspond with ArentFox team re plan comments (.5); conferences with S. Winters re same (.6); conference with C. Ceresa re same (.4); conference with KCC team re solicitation procedures (.5); conference with A&M team re funds flow (.5); conference with DS recoveries (.7); review and comment on chapter 11 plan (2.8); correspond with K&E team re UCC settlement and plan implications (.5).
08/24/23	Chris Ceresa	1.90	Review, analyze legal issues, revise plan, disclosure statement and solicitation materials (1.6); correspond with A. Wirtz, K&E team re same (.3).
08/24/23	Amila Golic	5.40	Revise disclosure statement per tax team comments (1.4); revise disclosure statement for plan updates (3.9); telephone conference with A&M re estimated recoveries (.1).
08/24/23	Diana Heriford	10.10	Research case law re class treatment (2.0); revise plan re UCC comments (1.8); draft board slide re plan filing authorization (1.3); revise same (1.1); revise plan re A&M comments (.5); revise plan re A. Wirtz comments (1.1); correspond with lenders, A. Golic re disclosure statement (.2); correspond with A&M re plan issues (.2); prepare plan for filing (1.9).
08/24/23	Kelby Roth	5.10	Review, revise disclosure statement motion and schedules (4.0); correspond with M. Sloman, K&E team re same (.5); prepare same for filing (.6).
08/24/23	Michael A. Sloman	1.10	Review, revise, prepare for filing disclosure statement motion and related exhibits.

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050085168
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/24/23	Alison Wirtz	8.40	Review and revise plan (2.7); review and comment on disclosure statement and DS motion (3.3); conference and correspond with various parties re same (.9); coordinate filing of same (1.5).
08/28/23	Gabrielle Christine Reardon	1.70	Research re plan releases and market standard.
08/28/23	Alison Wirtz	0.10	Correspond with C. Ceresa re DS hearing scheduling.
08/29/23	Chris Ceresa	0.90	Review, revise plan exclusivity extension motion.
08/29/23	Chris Ceresa	0.20	Review, analyze issues re pro fees escrow.
08/29/23	Robert Orren	0.10	Correspond with G. Reardon and K&E working group re retrieval of confirmation hearing transcript precedent.
08/29/23	Gabrielle Christine Reardon	1.00	Research re release language for plan.
08/29/23	Kelby Roth	1.20	Research re third party releases (.7); draft summary re same (.2); correspond with C. Ceresa, A. Wirtz re same (.2); correspond with C. Ceresa re bar date research (.1).
08/29/23	Luke Spangler	0.10	Circulate precedent confirmation transcript to C. Ceresa, K&E team.
08/29/23	Alison Wirtz	1.30	Conference with K. Roth, K&E team and KCC team re opt-out notice logistics (.5); correspond with K. Roth re next steps (.2); analyze plan per discussion with US Trustee (.6).
08/30/23	Gabrielle Christine Reardon	1.10	Research re plan release provisions.
08/30/23	Kelby Roth	3.50	Review, revise exclusivity motion (3.4); correspond with C. Ceresa, A. Wirtz re same (.1).
08/31/23	Kelby Roth	0.60	Telephone conference with A. Wirtz, KCC, Company re noticing logistics.
08/31/23	Alison Wirtz	1.00	Telephone conference with K. Roth, KCC, Company re noticing logistics (.6); correspond with same re template and settlement order (.4).
Total		219.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085169

Client Matter: 47119-19

In the Matter of K&E Retention and Fee Matters

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 19,750.00

Total legal services rendered

\$ 19,750.00

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
K&E Retention and Fee Matters

Invoice Number: 1050085169
Matter Number: 47119-19

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	1.90	1,245.00	2,365.50
Amila Golic	9.80	995.00	9,751.00
Nick Krislov	0.80	1,295.00	1,036.00
Robert Orren	0.60	570.00	342.00
Adrian Salmen	2.90	995.00	2,885.50
Spencer A. Winters	1.00	1,445.00	1,445.00
Alison Wirtz	1.40	1,375.00	1,925.00
TOTALS	18.40		\$ 19,750.00

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050085169
 Matter Number: 47119-19

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/10/23	Alison Wirtz	1.20	Review and comment on invoice for confidentiality, privilege considerations.
08/13/23	Amila Golic	0.20	Correspond with A. Wirtz re preparations for monthly fee statement.
08/14/23	Amila Golic	1.70	Review and analyze K&E fee statement for privilege, confidentiality.
08/14/23	Alison Wirtz	0.20	Correspond with A. Golic re K&E invoice review matters.
08/15/23	Amila Golic	2.20	Review and analyze K&E fee statement for privilege and confidentiality.
08/15/23	Adrian Salmen	2.90	Review, revise K&E fee statement for privilege, confidentiality issues.
08/15/23	Spencer A. Winters	1.00	Review and revise K&E fee statement for privilege and confidentiality issues.
08/16/23	Amila Golic	3.00	Review, revise K&E fee statement re privilege and confidentiality issues.
08/17/23	Amila Golic	0.70	Review and analyze issues re K&E monthly fee statement.
08/21/23	Amila Golic	0.60	Correspond with N. Krislov, C. Ceresa re review of invoice for privilege and confidentiality (.4); review and analyze fee statement precedents (.2).
08/22/23	Nick Krislov	0.80	Review, revise K&E fee statement for confidentiality.
08/22/23	Robert Orren	0.60	Draft first K&E fee statement (.5); correspond with A. Golic re same (.1).
08/23/23	Chris Ceresa	1.90	Review, revise K&E fee statement for confidentiality and privilege issues.
08/30/23	Amila Golic	1.10	Correspond with A. Wirtz re review of invoice for privilege and confidentiality (.3); review and analyze expense backup for review of invoice for privilege and confidentiality (.8).
08/31/23	Amila Golic	0.30	Review and analyze revisions to invoice for confidentiality and privilege (.2); correspond with A. Wirtz, K&E team re same (.1).
Total		18.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085171

Client Matter: 47119-21

In the Matter of Tax Matters

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 110,248.50

Total legal services rendered

\$ 110,248.50

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Tax Matters

Invoice Number: 1050085171
Matter Number: 47119-21

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thad W. Davis, P.C.	42.10	1,795.00	75,569.50
Alex Stephenson	35.90	935.00	33,566.50
David Wheat, P.C.	0.50	2,225.00	1,112.50
TOTALS	78.50		\$ 110,248.50

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Tax Matters

Invoice Number: 1050085171
 Matter Number: 47119-21

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Thad W. Davis, P.C.	0.30	Telephone conference with King & Spalding tax re transaction structure.
08/04/23	Thad W. Davis, P.C.	2.80	Telephone conference with S. Winters re exit structure (.4); telephone conference with A. Sexton re same (.4); research same (2.0).
08/07/23	Thad W. Davis, P.C.	2.60	Telephone conference with D. Wheat and A. Stephenson re sale structure (.7); review and draft correspondence re same (.4); research same (1.5).
08/07/23	Alex Stephenson	0.80	Telephone conference with D. Wheat and T. Davis re structure (.7); review, analyze case file (.1).
08/07/23	David Wheat, P.C.	0.50	Conference with T. Davis re tax issues re restructuring companies in bankruptcy.
08/08/23	Thad W. Davis, P.C.	4.80	Telephone conference with A. Stephenson, K&E team re sale structure (.6); conference with A. Stephenson re same (1.0); review and revise slides re same (2.5); telephone conference with A&M re same (.7).
08/08/23	Alex Stephenson	7.00	Telephone conference with T. Davis, K&E team re structure (.6); conference with T. Davis re same (1.0); participate in telephone conference with A&M team re structure (.7); draft structure slides (4.7).
08/09/23	Thad W. Davis, P.C.	2.20	Review and revise transaction slides (1.7); review and draft correspondence re same (.5).
08/09/23	Alex Stephenson	2.40	Revise structure slides (1.7); conference with T. Davis re same (.5); correspond with C. Ceresa, K&E team re same (.1); review, analyze correspondence re stock basis (.1).
08/10/23	Thad W. Davis, P.C.	1.10	Review and revise asset purchase agreement re tax issues (.6); review and revise plan (.5).
08/10/23	Alex Stephenson	1.60	Conference with T. Davis re purchase agreement (.2); revise same (1.4).
08/11/23	Thad W. Davis, P.C.	6.40	Telephone conferences with Company re sale structure (2.0); review and revise slides re same (1.2); review and revise plan re same (1.5); research same (1.7).

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Tax Matters

Invoice Number: 1050085171
 Matter Number: 47119-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/11/23	Alex Stephenson	2.50	Telephone conference with T. Davis re structure (1.7); revise sale structure charts (.8).
08/12/23	Thad W. Davis, P.C.	0.40	Review and draft correspondence re sale order.
08/14/23	Thad W. Davis, P.C.	1.30	Telephone conference with A. Stephenson re transaction slides (.6); review and revise same (.5); review, analyze correspondence re same (.2).
08/14/23	Alex Stephenson	0.60	Conference with T. Davis re sale structure (.4); review sale structure slides (.2).
08/15/23	Thad W. Davis, P.C.	0.80	Conference with A. Stephenson re transaction slides (.7); review same (.1).
08/15/23	Alex Stephenson	4.50	Conference with T. Davis re sale structure (.7); revise sale structure slides (3.8).
08/16/23	Thad W. Davis, P.C.	2.50	Review and revise transaction slides (1.1); review and draft correspondence re same (.9); conference with A. Stephenson re same (.5).
08/16/23	Alex Stephenson	3.20	Conference with T. Davis re sale structure (.3); revise structure slides (2.9).
08/17/23	Thad W. Davis, P.C.	1.60	Review and revise transaction slides (.3); review and analyze correspondence re same (.3); telephone conference with S. Toth re same (.3); review and analyze Lexington asset purchase agreement (.7).
08/17/23	Alex Stephenson	0.30	Review, analyze purchase agreement re tax issues (.1); review, analyze structure slides (.1); review, analyze correspondence re transfer checklist (.1).
08/18/23	Thad W. Davis, P.C.	1.20	Review and analyze correspondence re exit structure (.8); telephone conference with A. Stephenson re same (.4).
08/18/23	Alex Stephenson	1.10	Research re qualified subchapter S subsidiaries (1.0); conference with T. Davis re same (.1).
08/21/23	Thad W. Davis, P.C.	2.00	Review and analyze Lexington Law asset purchase agreement (.5); review and analyze sale orders (.7); review and draft correspondence re same (.8).
08/21/23	Alex Stephenson	0.20	Review, analyze Lexington Law purchase agreement.

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Tax Matters

Invoice Number: 1050085171
 Matter Number: 47119-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/22/23	Thad W. Davis, P.C.	3.70	Telephone conference with ArentFox Schiff re transaction steps (.6); review and revise same (1.5); review and draft correspondence re same (.9); conference with A. Stephenson re same (.7).
08/22/23	Alex Stephenson	2.50	Telephone conference with T. Davis, ArentFox Schiff re structure (.6); conference with T. Davis re same (.6); revise Lexington Law purchase agreement (.5); revise Lexington Law sale order (.4); review, analyze tax attribute sheet (.4).
08/23/23	Thad W. Davis, P.C.	3.80	Review and revise plan (1.1); review and revise disclosure statement (1.2); review and revise transaction step slides (1.1); telephone conference with S. Winters re same (.4).
08/23/23	Alex Stephenson	5.50	Revise structure slides (1.0); draft structure slides re Lexington (1.0); revise disclosure statement (3.5).
08/24/23	Alex Stephenson	1.60	Revise disclosure statement re tax issues.
08/25/23	Thad W. Davis, P.C.	0.30	Review and draft correspondence re Lexington sale.
08/25/23	Alex Stephenson	0.70	Revise structure slides.
08/26/23	Thad W. Davis, P.C.	0.30	Review and analyze correspondence re structure.
08/28/23	Thad W. Davis, P.C.	0.10	Review and draft correspondence re transaction steps.
08/28/23	Alex Stephenson	0.10	Review, analyze correspondence re Lexington Law.
08/29/23	Thad W. Davis, P.C.	1.50	Review and revise transaction slides (1.1); conference with A. Stephenson re same (.4).
08/29/23	Alex Stephenson	0.50	Revise structure slides (.4); conference with T. Davis re same (.1).
08/30/23	Thad W. Davis, P.C.	0.40	Review and revise transaction steps slides.
08/30/23	Alex Stephenson	0.30	Revise structure charts.
08/31/23	Thad W. Davis, P.C.	2.00	Review and draft correspondence re exit steps (.6); review and revise slides re same (1.4).
08/31/23	Alex Stephenson	0.50	Review, analyze correspondence re entities (.2); review, analyze structure chart re same (.2); correspond re same (.1).
Total		78.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085172

Client Matter: 47119-22

In the Matter of Non-Working Travel

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 19,095.50

Total legal services rendered

\$ 19,095.50

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Non-Working Travel

Invoice Number: 1050085172
Matter Number: 47119-22

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	2.20	1,245.00	2,739.00
Casey McGushin	2.70	1,415.00	3,820.50
Spencer A. Winters	2.30	1,445.00	3,323.50
Alison Wirtz	6.70	1,375.00	9,212.50
TOTALS	13.90		\$ 19,095.50

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Non-Working Travel

Invoice Number: 1050085172
 Matter Number: 47119-22

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/01/23	Alison Wirtz	2.30	Travel from Wilmington, DE to Chicago, IL re DIP hearing (billed at half time).
08/24/23	Casey McGushin	0.40	Travel from New York, NY to Wilmington, DE for sale hearing (billed at half time).
08/24/23	Spencer A. Winters	0.80	Travel from Chicago, IL to Wilmington, DE for sale hearing (billed at half time).
08/24/23	Alison Wirtz	2.20	Travel from Chicago, IL to Wilmington, DE for sale hearing (billed at half time).
08/25/23	Chris Ceresa	2.20	Travel from Wilmington, DE to New York, NY re sale hearing (billed at half time).
08/25/23	Casey McGushin	2.30	Travel from Wilmington, DE to Chicago, IL re sale hearing (billed at half time).
08/25/23	Spencer A. Winters	1.50	Travel from Wilmington, DE to Chicago, IL re sale hearing (billed at half time).
08/25/23	Alison Wirtz	2.20	Travel from Wilmington, DE to Chicago, IL re sale hearing (billed at half time).
Total		13.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085173

Client Matter: 47119-23

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through August 31, 2023
(see attached Description of Legal Services for detail)

\$ 3,045.50

Total legal services rendered

\$ 3,045.50

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
U.S. Trustee Communications & Reporting

Invoice Number: 1050085173
Matter Number: 47119-23

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy Donahue	0.80	480.00	384.00
Spencer A. Winters	0.70	1,445.00	1,011.50
Alison Wirtz	1.20	1,375.00	1,650.00
TOTALS	2.70		\$ 3,045.50

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
U.S. Trustee Communications & Reporting

Invoice Number: 1050085173
Matter Number: 47119-23

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/04/23	Alison Wirtz	0.30	Correspond with S. Winters re 341 meeting preparations.
08/07/23	Amy Donahue	0.80	Attend continued 341 meeting.
08/07/23	Spencer A. Winters	0.70	Prepare for and attend 341 meeting.
08/07/23	Alison Wirtz	0.90	Participate in 341 meeting (.7); correspond with local co-counsel and S. Winters re same (.2).
Total		2.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086576

Client Matter: 47119-3

In the Matter of Adversary Proceeding & Contested Matter

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 9,166.50

Total legal services rendered

\$ 9,166.50

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Adversary Proceeding & Contested Matter

Invoice Number: 1050086576
Matter Number: 47119-3

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Diana Heriford	2.90	885.00	2,566.50
Alison Wirtz	4.80	1,375.00	6,600.00
TOTALS	7.70		\$ 9,166.50

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050086576
 Matter Number: 47119-3

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Alison Wirtz	2.60	Prepare for telephone conference with Holland & Hart and L. Tanner re comments to brief in adversary proceeding (.1); attend same (.7); review and comment on MSJ brief re same (.6); conference and correspond with S. Winters, PGX team and KCC team re noticing requirements (.8); correspond with DOJ counsel re same (.4).
09/03/23	Alison Wirtz	1.40	Review and comment on brief in support of summary judgment (1.2); correspond with Holland & Hart re same (.2).
09/08/23	Alison Wirtz	0.30	Correspond with H&H team re timing and next steps with briefing schedule.
09/22/23	Diana Heriford	2.90	Review, analyze document request re WARN claimants (1.1); correspond with Company re same (.3); correspond with C. McGushin, K. Guilfoyle re same (.3); correspond with A. Wirtz, C. Ceresa re same (1.1); correspond with UCC re same (.1).
09/22/23	Alison Wirtz	0.20	Correspond with D. Heriford and C. Ceresa re WARN materials.
09/29/23	Alison Wirtz	0.30	Review stipulation for adversary proceeding and correspond with Klehr team re same.
Total		7.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086577

Client Matter: 47119-4

In the Matter of Automatic Stay Matters

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 550.00

Total legal services rendered

\$ 550.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Automatic Stay Matters

Invoice Number: 1050086577
Matter Number: 47119-4

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alison Wirtz	0.40	1,375.00	550.00
TOTALS	0.40		\$ 550.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Automatic Stay Matters

Invoice Number: 1050086577
Matter Number: 47119-4

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/15/23	Alison Wirtz	0.40	Correspond with L. Tanner re case status and updates for stayed litigation (.1); review and comment on materials in underlying litigation re same (.3).
Total		0.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086578

Client Matter: 47119-5

In the Matter of Business Operations

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 4,651.50

Total legal services rendered

\$ 4,651.50

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Business Operations

Invoice Number: 1050086578
Matter Number: 47119-5

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Adrian Salmen	0.20	995.00	199.00
Steve Toth	0.50	1,615.00	807.50
Spencer A. Winters	1.00	1,445.00	1,445.00
Alison Wirtz	1.60	1,375.00	2,200.00
TOTALS	3.30		\$ 4,651.50

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Business Operations

Invoice Number: 1050086578
 Matter Number: 47119-5

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/07/23	Spencer A. Winters	0.50	Prepare for and attend PMO telephone conference with Company, A&M, Greenhill.
09/14/23	Alison Wirtz	0.60	Conference with PGX management team and advisors re operational update and next steps.
09/21/23	Adrian Salmen	0.20	Research re business practices.
09/21/23	Steve Toth	0.50	Participate in PMO telephone conference with Company, A&M, Greenhill and K&E team.
09/21/23	Spencer A. Winters	0.50	Prepare for and attend PMO telephone conference with Company, A&M, Greenhill and K&E team.
09/21/23	Alison Wirtz	1.00	Prepare for and attend PMO call with S. Winters, A&M, Greenhill teams, and Company (.5); prepare for same (.5).
Total		3.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086579

Client Matter: 47119-6

In the Matter of Case Administration

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 30,558.00

Total legal services rendered

\$ 30,558.00

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050086579
 Matter Number: 47119-6

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	5.10	1,245.00	6,349.50
Amy Donahue	1.00	480.00	480.00
Paul Goldsmith	0.70	995.00	696.50
Amila Golic	1.00	995.00	995.00
Diana Heriford	7.00	885.00	6,195.00
Sean Magill	2.10	1,155.00	2,425.50
Nikita Mathur	1.00	735.00	735.00
Robert Orren	0.80	570.00	456.00
Karra A. Puccia	0.30	885.00	265.50
Gabrielle Christine Reardon	0.70	885.00	619.50
Kelby Roth	1.00	885.00	885.00
Adrian Salmen	0.90	995.00	895.50
Michael A. Sloman	0.70	995.00	696.50
Luke Spangler	1.30	325.00	422.50
Josh Sussberg, P.C.	0.20	2,045.00	409.00
Daniel Wachenfeld	1.20	735.00	882.00
Alison Wirtz	5.20	1,375.00	7,150.00
TOTALS	30.20		\$ 30,558.00

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050086579
 Matter Number: 47119-6

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Chris Ceresa	0.20	Review, analyze outstanding case issues.
09/04/23	Alison Wirtz	0.40	Correspond with S. Winters re high priority items.
09/05/23	Chris Ceresa	1.30	Telephone conference with A. Wirtz, K&E team re outstanding items (.2); review, analyze legal case issues (1.1).
09/05/23	Luke Spangler	0.20	Compile and circulate recently filed pleadings to R. Orren, K&E team.
09/05/23	Alison Wirtz	0.20	Conference with S. Winters re high priority items.
09/06/23	Chris Ceresa	0.20	Telephone conference with A. Wirtz, K&E team re work in process.
09/06/23	Chris Ceresa	0.30	Telephone conference with A. Wirtz, K&E team re work in process.
09/06/23	Amy Donahue	0.40	Attend and participate in conference meeting with A. Wirtz, K&E team re work in process.
09/06/23	Paul Goldsmith	0.40	Participate in work in process call.
09/06/23	Amila Golic	0.60	Revise work in process tracker (.1); conference with D. Heriford, K&E team re work in process (.4); conference with A. Salmen, D. Heriford, K. Roth re scheduling (.1).
09/06/23	Diana Heriford	1.80	Review, analyze summary re work in process (.4); revise same (.6); correspond with M. Sloman, K&E team re same (.2); conference with K. Roth, K&E team re same (.6).
09/06/23	Robert Orren	0.40	Attend work in process conference.
09/06/23	Karra A. Puccia	0.30	Telephone conference with C. Ceresa, K&E team re work in process.
09/06/23	Gabrielle Christine Reardon	0.40	Telephone conference with A. Wirtz, K&E team re work in process.
09/06/23	Kelby Roth	0.70	Review, revise work in process summaries re case updates (.2); conference with A. Wirtz, K&E team re work in process (.5).
09/06/23	Adrian Salmen	0.50	Conference with A. Wirtz, K&E team re work in process.
09/06/23	Michael A. Sloman	0.40	Telephone conference with A. Wirtz, K&E team re case status, next steps.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050086579
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/06/23	Luke Spangler	0.60	Attend meeting with R. Orren, K&E team, re work in process (.4); compile and circulate recently filed pleadings to R. Orren, K&E team (.2).
09/06/23	Alison Wirtz	1.80	Conference with C. Ceresa and K&E team re work in process and next steps (.4); review and comment on work in process tracker re same (.4); conference with S. Winters re status of high priority items and next steps (.4); conference with C. Ceresa, K&E and Company teams re status and next steps re sale closing checklist (.6).
09/07/23	Alison Wirtz	0.40	Review and comment on works in process summary and key dates and deadlines.
09/08/23	Diana Heriford	0.50	Revise works-in-process summary re A. Wirtz comments.
09/11/23	Chris Ceresa	0.30	Review, analyze open case issues.
09/11/23	Alison Wirtz	0.70	Correspond with C. Ceresa re high priority items and status.
09/13/23	Chris Ceresa	0.90	Review, analyze open case issues.
09/13/23	Paul Goldsmith	0.30	Participate in conference with A. Wirtz, K&E team re work in process.
09/13/23	Amila Golic	0.40	Conference with A. Wirtz, K&E team re work in process (.3); review and analyze work in process tracker (.1).
09/13/23	Diana Heriford	1.30	Review, analyze summary re work in process (.4); revise same re same (.6); conference with G. Reardon, K&E team re work in process (.3).
09/13/23	Robert Orren	0.30	Attend work in process conference with A. Wirtz and K&E team.
09/13/23	Gabrielle Christine Reardon	0.30	Telephone conference with A. Wirtz, K&E team re work in process.
09/13/23	Kelby Roth	0.30	Telephone conference with A. Wirtz, K&E team re work in process.
09/13/23	Adrian Salmen	0.40	Conference with C. Ceresa, K&E team re work in process.
09/13/23	Michael A. Sloman	0.30	Telephone conference with A. Wirtz, K&E team re case status, next steps.
09/13/23	Luke Spangler	0.30	Attend meeting with R. Orren, K&E team re work in process.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050086579
 Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/13/23	Alison Wirtz	0.30	Conference with C. Ceresa and K&E team re status of high priority items and work in process.
09/14/23	Amy Donahue	0.20	Correspond with Guest Services and provide KCC website info and information phone number info for incoming inquiries.
09/14/23	Robert Orren	0.10	Correspond with L. Spangler and A. Donahue re September 18 hearing.
09/15/23	Amy Donahue	0.20	Create and revise calendar invites for upcoming hearing.
09/15/23	Luke Spangler	0.20	Correspond with A. Donahue re 2023.09.18 hearing preparations.
09/17/23	Amy Donahue	0.20	Review and revise calendar invites for upcoming hearings.
09/19/23	Diana Heriford	0.20	Revise works-in-process summary.
09/20/23	Diana Heriford	0.40	Revise summary re work in process.
09/20/23	Sean Magill	0.30	Attention to matter administration.
09/20/23	Josh Sussberg, P.C.	0.10	Correspond re case status with E. Davis and S. Winters.
09/21/23	Josh Sussberg, P.C.	0.10	Correspond re case status and timing with E. Davis.
09/23/23	Sean Magill	0.80	Attention to matter administration.
09/25/23	Sean Magill	0.30	Attention to matter administration.
09/26/23	Chris Ceresa	0.50	Telephone conference with A. Wirtz, K&E team re work in process.
09/26/23	Diana Heriford	1.80	Correspond with A. Wirtz, C. Ceresa re onboarding associates (.6); coordinate calendar invites re case deadlines re same (.2); compile key documents re same (.5); correspond with N. Mathur, D. Wachenfeld re same (.5).
09/26/23	Daniel Wachenfeld	0.70	Review case background information.
09/26/23	Alison Wirtz	0.50	Telephone conference with C. Ceresa re works in process.
09/27/23	Chris Ceresa	0.90	Telephone conference with A. Wirtz, K&E team re work in process.
09/27/23	Diana Heriford	1.00	Revise summary re work in process (.3); teleconference with N. Mathur, D. Wachenfeld, A. Wirtz, C. Ceresa re onboarding, case background (.7).
09/27/23	Sean Magill	0.70	Attention to matter administration.

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Case Administration

Invoice Number: 1050086579
Matter Number: 47119-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/27/23	Nikita Mathur	1.00	Correspond with A. Wirtz and K&E team re onboarding information and tasks.
09/27/23	Daniel Wachenfeld	0.50	Meet with C. Ceresa, D. Heriford and A. Wirtz re case history and next steps.
09/27/23	Alison Wirtz	0.90	Conference with C. Ceresa and K&E team re high priority items and case matters.
09/28/23	Chris Ceresa	0.50	Telephone conference with A. Wirtz re work in process.
Total		30.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086580

Client Matter: 47119-7

In the Matter of Cash Management and DIP Financing

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 215,681.00

Total legal services rendered

\$ 215,681.00

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050086580
 Matter Number: 47119-7

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cathy Aebischer	14.50	570.00	8,265.00
Carolyn Aiken	51.00	1,545.00	78,795.00
Frankie A. Butler	0.30	1,245.00	373.50
Michelle Kilkenney, P.C.	0.80	2,045.00	1,636.00
Sean Magill	35.60	1,155.00	41,118.00
Adrian Salmen	30.40	995.00	30,248.00
Alex Straka	21.40	1,245.00	26,643.00
Matthew J. Van Wagoner	12.00	1,295.00	15,540.00
Alison Wirtz	9.50	1,375.00	13,062.50
TOTALS	175.50		\$ 215,681.00

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050086580
 Matter Number: 47119-7

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/03/23	Carolyn Aiken	0.20	Review and analyze exit financing term sheet.
09/05/23	Carolyn Aiken	1.20	Review and analyze exit term sheet (.4); telephone conference with Greenhill re same (.8).
09/05/23	Adrian Salmen	0.50	Review, analyze final DIP order re professional fees (.3); correspond with A. Wirtz, K&E team, A&M team re same (.2).
09/05/23	Alison Wirtz	0.50	Conference with C. Aiken and Greenhill team re feedback on exit financing term sheet.
09/06/23	Carolyn Aiken	1.30	Review and analyze exit term sheet (.5); telephone conference with Company re same (.8).
09/06/23	Frankie A. Butler	0.30	Conference with Company re exit term sheet.
09/06/23	Adrian Salmen	0.90	Correspond with A&M team re reporting (.1); review, analyze DIP order re milestones (.6); correspond with A. Wirtz, Greenhill team re same (.2).
09/06/23	Alison Wirtz	0.50	Conference with C. Aiken and K&E team and Company re exit financing term sheet.
09/06/23	Alison Wirtz	1.20	Conference with C. Aiken and Company re exit term sheet (.8); review and analyze issues re same (.4).
09/11/23	Carolyn Aiken	0.30	Review, analyze exit financing term sheet.
09/11/23	Matthew J. Van Wagoner	5.20	Prepare for closing checklist call and analyze checklists, punchlists and conference with S. Pritchard, K&E team (1.3); analyze and revise G-Reorg documents (1.1); correspond with Company re outstanding items for documents and filings (.6); correspond with Company, A&M teams re closing checklist, TSA and Appendix G (1.2); correspond re G-reorg and other applicable tax related items with S. Pritchard, K&E team (1.0).
09/12/23	Carolyn Aiken	1.00	Review, analyze exit financing term sheet and other deliverables.
09/12/23	Adrian Salmen	1.10	Review DIP documents re milestone extension (.7); correspond with C. Ceresa, K&E team re same (.4).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050086580
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/23	Matthew J. Van Wagoner	6.80	Discuss TSA and Appendix G with A&M, Company, A. Wirtz, K&E teams (2.3); analyze and review applicable agreements for TSA (1.3); prepare for closing checklist call (.7); attend same with K&S team (.5); review, analyze G-Reorg document (.8); discuss reorg with Company, S. Pritchard, K&E teams (1.2).
09/12/23	Alison Wirtz	0.20	Correspond with A. Salmen and K&E team re DIP milestone extension.
09/13/23	Carolyn Aiken	1.50	Review, analyze exit financing term sheet and other deliverables (1.0); telephone conference with K&S re closing deliverables and open terms (.5).
09/13/23	Michelle Kilkenney, P.C.	0.10	Review, revise correspondence re exit financing.
09/13/23	Adrian Salmen	0.70	Correspond with C. Ceresa, K&E team, A&M team re budget (.2); correspond with C. Ceresa, A&M team re reporting requirements (.2); correspond with A. Wirtz, K&E team re escrow account (.3).
09/13/23	Alison Wirtz	0.20	Correspond with A. Salmen re professional fees under DIP and escrow matters.
09/13/23	Alison Wirtz	0.90	Correspond with C. Aiken and debt team re status of sale and exit financing documentation (.3); correspond with A. Salmen re DIP reporting obligations (.1); correspond with C. Ceresa and A. Salmen re professional fee carve out and treatment under sale orders (.5).
09/14/23	Carolyn Aiken	4.80	Review, revise exit financing term sheet and other deliverables (.3); telephone conference with advisor re same (.7); review, analyze exit financing credit agreement and prepare issues list re same (3.8).
09/14/23	Adrian Salmen	3.10	Correspond with C. Ceresa, A&M, bank re escrow account (.8); review and revise draft escrow agreement (2.3).
09/14/23	Alex Straka	0.50	Review, analyze exit financing deliverables (.1); review, analyze credit agreement (.4).
09/14/23	Alison Wirtz	0.50	Correspond with C. Aiken and debt team, K&S team and Proskauer team re DIP amendment and RSA milestones.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050086580
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/15/23	Carolyn Aiken	1.30	Review, revise exit financing credit agreement and amendment to extend maturity.
09/15/23	Sean Magill	0.50	Revise DIP termination amendment extension.
09/15/23	Adrian Salmen	1.50	Review, revise escrow agreement (.3); correspond with C. Ceresa, A&M team re same (.7); draft correspondence re sale closing extension (.3); correspond with A. Wirtz, K&E team, lenders re same (.2).
09/15/23	Alex Straka	0.70	Review, analyze DIP financing agreement re covenants and events of default (.3); review, analyze amendment to DIP financing agreement (.3); correspond with A. Wirtz re amendment to DIP financing agreement (.1).
09/15/23	Alison Wirtz	0.40	Correspond and conference with C. Wallace, A. Straka and K&E team, and lenders' counsel re DIP extension and related documentation.
09/16/23	Alison Wirtz	0.10	Correspond with S. Winters re status of DIP amendment and exit financing.
09/17/23	Carolyn Aiken	2.00	Review, revise exit financing credit agreement (1.5); review security documents re exit financing (.5).
09/17/23	Sean Magill	0.60	Coordinate review re security documents.
09/17/23	Alex Straka	0.20	Analyze exit financing deliverables.
09/18/23	Carolyn Aiken	1.30	Review, revise exit financing credit agreement and deliverables.
09/18/23	Sean Magill	4.30	Analyze, review security agreement (1.6); prepare drafts of exit financing schedules (2.7).
09/18/23	Adrian Salmen	2.80	Review, analyze KYC documents re escrow account (.9); correspond with C. Ceresa, A&M team re same (.4); review, revise escrow agreement (.8); compile signature pages re same (.4); draft ownership letter (.3).
09/18/23	Alex Straka	0.20	Coordinate financing related workstreams and deliverables.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050086580
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/23	Alison Wirtz	1.80	Conference with S. Winters, advisors and company re exit financing matters (.4); conference and correspond with legal ethics expert about implications of Lexington Law and credit parties (1.1); correspond with A. Straka and K&E debt team re perfection or certain assets (.3).
09/19/23	Cathy Aebischer	2.50	Review, analyze precedent forms (.9); prepare officer's certificate and resolutions authorizing the loan documents (1.6).
09/19/23	Carolyn Aiken	5.30	Review and revise exit financing credit agreement (4.0); telephone conference with Company re open issues (1.3).
09/19/23	Sean Magill	2.70	Prepare exit financing schedules.
09/19/23	Adrian Salmen	5.10	Correspond with C. Ceresa, Citibank, Company re KYC process (2.0); prepare KYC items (2.2); review, analyze final DIP order re termination language (.9).
09/19/23	Alex Straka	1.00	Review and draft ancillary credit documents (.3); discuss open items with S. Magill (.3); attend checklist call (.4).
09/19/23	Alison Wirtz	1.10	Conference and correspond with C. Aiken and advisors re open issues on exit financing and related documentation (.6); correspond with S. Winters and K&E team re legal ethics implications of certain loan structuring (.5).
09/20/23	Cathy Aebischer	1.00	Revise officer's certificate and resolutions authorizing loan documents (.6); circulate closing deliveries to lender's counsel (.4).
09/20/23	Sean Magill	1.40	Coordinate KYC requests.
09/20/23	Adrian Salmen	2.10	Correspond with C. Ceresa, K&E team, Citibank, A&M team re KYC process (1.2); prepare KYC documents (.3); correspond with A&M team re reporting deadlines (.2); review, revise escrow agreement (.4).
09/20/23	Alex Straka	0.50	Draft and review credit documentation.
09/21/23	Cathy Aebischer	4.00	Revise officer's certificate and resolutions authorizing the loan documents (2.1); prepare signature pages and signature packets (1.9).
09/21/23	Carolyn Aiken	2.80	Review and revise exit credit agreement (1.8); participate in weekly advisor call (1.0).
09/21/23	Michelle Kilkenney, P.C.	0.20	Review, revise exit financing documents.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050086580
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/23	Sean Magill	4.30	Prepare exit financing schedules (1.9); coordinate re organizational documents (.8); coordinate re signature pages (.9); review, revise signature pages (.7).
09/21/23	Adrian Salmen	1.80	Correspond with C. Ceresa, A&M, Citibank teams re KYC process (1.0); prepare KYC items (.8).
09/21/23	Alex Straka	1.10	Draft credit documentation and deliverables.
09/22/23	Cathy Aebischer	3.50	Revise signature pages and signature packets (1.3); order, review, and organize certified corporate organizational documents and good standing certificates (2.2).
09/22/23	Carolyn Aiken	5.00	Review and revise exit credit agreement (4.5); telephone conference with all parties re open items (.5).
09/22/23	Michelle Kilkenney, P.C.	0.50	Conference with A. Wirtz, and K&E team re exit documents.
09/22/23	Sean Magill	4.60	Prepare schedules (2.3); prepare signature pages (2.3).
09/22/23	Adrian Salmen	1.40	Correspond with C. Ceresa, K&E team, UCC, U.S. Trustee, Bank re professional fees escrow account.
09/22/23	Alex Straka	0.20	Review credit documents and deliverables (.1); review, analyze lender counsel correspondence (.1).
09/22/23	Alison Wirtz	0.40	Correspond with A. Salmen and C. Ceresa re banks accounts and sale-related implications.
09/23/23	Carolyn Aiken	5.50	Review, revise exit credit agreement (5.0); participate in advisor conference call (.5).
09/23/23	Alex Straka	2.50	Draft and review security agreement and other ancillary documents to credit facility.
09/23/23	Alison Wirtz	0.80	Review and comment on exit financing definitive documentation (.7); correspond with A. Straka re same (.1).
09/24/23	Carolyn Aiken	7.00	Review, revise exit financing credit agreement (6.5); participate in advisor conference call (.5).
09/24/23	Sean Magill	6.70	Prepare signature pages (2.1); revise schedules (1.6); review security documents (2.2); prepare resolutions for transaction (.8).
09/24/23	Adrian Salmen	0.40	Draft correspondence re DIP extension.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050086580
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/24/23	Alex Straka	6.00	Draft and review exit financing documents (3.1); coordinate closing deliverable with S. Magill, K&E teams and K&S lender's counsel team (2.9).
09/24/23	Alison Wirtz	0.90	Review and comment on financing documents for the exit facility (.6); correspond with C. Aiken and K&E team re same (.3).
09/25/23	Cathy Aebischer	2.00	Order good standing certificate (1.3); finalize and compile closing deliveries (.7).
09/25/23	Carolyn Aiken	3.00	Review, revise exit financing credit agreement (1.7); review, analyze ancillaries and security documents (.8); participate in advisor call (.5).
09/25/23	Sean Magill	1.70	Review and revise debt schedules.
09/25/23	Adrian Salmen	0.90	Correspond with lenders re milestone extension (.1); coordinate KYC process (.4); review, revise escrow agreement (.4).
09/25/23	Alex Straka	3.50	Draft and revise security agreement (3.1); discuss open financing points and items with C. Aiken (.4).
09/26/23	Cathy Aebischer	1.50	Revise secretary's certificate and resolutions authorizing the loan documents (1.1); revise closing deliveries (.4).
09/26/23	Carolyn Aiken	3.80	Review, revise exit financing credit agreement (1.0); review ancillaries and security documents (2.3); participate in advisor call (.5).
09/26/23	Sean Magill	4.50	Revise schedules (2.3); coordinate with various professionals re closing (.8); compile documents re same (1.4).
09/26/23	Adrian Salmen	4.00	Correspond with C. Ceresa, K&E team, Citibank team re disbursements (1.4); draft disbursement letter (.7); draft disbursement tracker (1.9).
09/26/23	Alex Straka	2.00	Draft security agreement and other collateral documentation (1.1); coordinate exit financing closing deliverables (.9).
09/27/23	Carolyn Aiken	2.00	Review, revise exit financing credit agreement (1.3); review, revise ancillaries and security documents (.7).
09/27/23	Sean Magill	3.00	Compile documents and coordinate re closing (2.2); revise schedules (.8).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Cash Management and DIP Financing

Invoice Number: 1050086580
 Matter Number: 47119-7

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/27/23	Adrian Salmen	1.20	Correspond with C. Ceresa, K&E team, A&M team, Citibank team re fees disbursement (.7); review, revise disbursement tracker (.5).
09/27/23	Alex Straka	2.50	Coordinate closing of exit financing and deliverables.
09/28/23	Carolyn Aiken	1.70	Analyze matters re closing mechanics (.5); review, revise final credit documents (1.0); participate in closing call (.2).
09/28/23	Sean Magill	1.30	Coordinate closing matters.
09/28/23	Adrian Salmen	2.00	Prepare disbursement requests for various professionals (1.4); correspond with K&E team re same (.2); correspond with C. Ceresa, K&E team, Citibank team, A&M team re escrow agreement (.4).
09/28/23	Alex Straka	0.50	Coordinate exit financing closing deliverables.
09/29/23	Adrian Salmen	0.90	Correspond with C. Ceresa, K&E team, A&M team, Citibank team re disbursements (.5); prepare documents re same (.4).
Total		175.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086581

Client Matter: 47119-9

In the Matter of Claims Administration and Objections

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 5,508.00

Total legal services rendered

\$ 5,508.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Claims Administration and Objections

Invoice Number: 1050086581
Matter Number: 47119-9

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.80	1,245.00	996.00
Diana Heriford	1.80	885.00	1,593.00
Karra A. Puccia	1.30	885.00	1,150.50
Gabrielle Christine Reardon	0.60	885.00	531.00
Alison Wirtz	0.90	1,375.00	1,237.50
TOTALS	5.40		\$ 5,508.00

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Claims Administration and Objections

Invoice Number: 1050086581
 Matter Number: 47119-9

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Karra A. Puccia	1.30	Draft summary re D&O indemnification obligations.
09/05/23	Chris Ceresa	0.80	Review, analyze legal issues re D&O claims.
09/05/23	Diana Heriford	0.10	Review, analyze correspondence with G. Reardon re claims.
09/05/23	Gabrielle Christine Reardon	0.60	Research re director and officer proofs of claims.
09/05/23	Alison Wirtz	0.60	Correspond with C. Ceresa and K&E team re claims considerations and research (.4); conference and correspond with S. Winters re same (.2).
09/06/23	Diana Heriford	0.70	Prepare for telephone conference with party re claim inquiry (.1); telephone conference with party re claim inquiry (.3); correspond with C. Ceresa, A. Wirtz re same (.3).
09/06/23	Alison Wirtz	0.30	Correspond with C. Ceresa and S. Winters re claims matters.
09/13/23	Diana Heriford	0.40	Review, analyze bar date order, claims agent website (.3); telephone conference with party re notices (.1).
09/18/23	Diana Heriford	0.30	Telephone conference with party re notice inquiry (.1); correspond with C. Ceresa re same (.2).
09/26/23	Diana Heriford	0.30	Review, analyze claims register re potential claimant (.1); correspond with C. Ceresa re same (.2).
Total		5.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086582

Client Matter: 47119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 2,285.50

Total legal services rendered

\$ 2,285.50

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Official Committee Matters and Meetings

Invoice Number: 1050086582
Matter Number: 47119-10

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.40	1,245.00	498.00
Alison Wirtz	1.30	1,375.00	1,787.50
TOTALS	1.70		\$ 2,285.50

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Official Committee Matters and Meetings

Invoice Number: 1050086582
 Matter Number: 47119-10

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/22/23	Chris Ceresa	0.40	Telephone conference with A. Wirtz, UCC counsel re open legal issues.
09/22/23	Alison Wirtz	0.70	Conference with C. Ceresa and UCC team re high priority items, status of WARN discussions (.4); correspond with D. Heriford and K&E team re document request for WARN Claimants re same (.3).
09/29/23	Alison Wirtz	0.60	Conference with UCC re status of negotiations with WARN claimants and case updates.
Total		1.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086583

Client Matter: 47119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 501,163.00

Total legal services rendered

\$ 501,163.00

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	44.50	1,245.00	55,402.50
Andrea Chacin	15.80	485.00	7,663.00
Daniel S. Daines	24.30	1,420.00	34,506.00
Alexander Flynn-Tabloff	0.50	1,375.00	687.50
Diana Heriford	2.70	885.00	2,389.50
Vladimir Khodosh, P.C.	3.40	1,795.00	6,103.00
Kelsey Marie Laugel	0.70	1,375.00	962.50
Keyan Norman	93.60	995.00	93,132.00
Robert Orren	0.40	570.00	228.00
Seth J. Pritchard	1.50	1,295.00	1,942.50
Karra A. Puccia	10.00	885.00	8,850.00
Jeffrey S. Quinn	2.10	1,895.00	3,979.50
Gabrielle Christine Reardon	7.60	885.00	6,726.00
Kelby Roth	7.40	885.00	6,549.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
Thao Thai	5.40	1,245.00	6,723.00
Steve Toth	17.20	1,615.00	27,778.00
Matthew J. Van Wagoner	128.40	1,295.00	166,278.00
Matthew Wheatley	1.30	1,425.00	1,852.50
Spencer A. Winters	18.30	1,445.00	26,443.50
Alison Wirtz	31.10	1,375.00	42,762.50
TOTALS	416.30		\$ 501,163.00

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Chris Ceresa	1.80	Correspond with A. Wirtz, K&E team, company, advisors re sale issues (.6); review, revise documents re legal issues re same (1.2).
09/01/23	Daniel S. Daines	1.50	Telephone conference with client re g-reorg and closing transactions (.8); telephone conference with Klehr re drafting responsibilities for g-reorg documents (.7).
09/01/23	Gabrielle Christine Reardon	0.80	Review, analyze utilities order re sale question from A&M (.4); review and analyze asset purchase agreements re utilities deposits (.2); correspond with C. Ceresa re closing checklist (.2).
09/01/23	Steve Toth	0.20	Correspond with M. Van Wagoner, K&E team, Company re structure matters.
09/01/23	Matthew J. Van Wagoner	4.30	Telephone conference with Klehr re PGX reorg, work in process, and applicable documents (1.0); analyze and revise PGX closing checklist (1.2); correspond with D. Daines, K&E team re same (.3); analyze punch list and checklist (1.8).
09/01/23	Alison Wirtz	1.50	Conference with C. Ceresa, K&E team and PGX teams re sale closing workstreams (.5); correspond with C. Ceresa, K&E team and PGX teams re key workstreams (.3); conference with Klehr Harrison team, D. Daines and K&E team re sale closing workstreams and case background (.7).
09/02/23	Alison Wirtz	0.20	Correspond with lenders re sale structuring considerations.
09/04/23	Alison Wirtz	0.30	Correspond with C. Ceresa re entity formation and other sale items.
09/05/23	Chris Ceresa	0.30	Correspond and telephone conference with A. Wirtz, K&E team, advisors re outstanding sale related issues.
09/05/23	Keyan Norman	1.00	Conference with M. Van Wagoner re signing items (.5); review and revise checklist (.5).
09/05/23	Steve Toth	0.30	Correspond with Company, Blue Torch and M. Van Wagoner, K&E team re G Reorg.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/05/23	Matthew J. Van Wagoner	2.50	Analyze and revise checklist (1.7); correspond with A. Wirtz, K&E team re TSA and punchlist (.8).
09/05/23	Spencer A. Winters	2.20	Review and analyze issues re sale closing and transaction implementation (1.3); correspond and telephone conferences with A. Wirtz, K&E team re same (.9).
09/05/23	Alison Wirtz	0.40	Conference with Company, lenders' counsel, T. Davis, S. Toth re structuring considerations and entity formation.
09/06/23	Chris Ceresa	2.10	Correspond and telephone conference with A. Wirtz, K&E team, advisors re outstanding sale related issues.
09/06/23	Keyan Norman	1.50	Review and revise checklist (1.0); coordination with M. Van Wagoner re checklist (.5).
09/06/23	Gabrielle Christine Reardon	1.30	Correspond with A&M re Equifax (.1); draft notice of supplemental contract assumption list (1.2).
09/06/23	Matthew J. Van Wagoner	5.20	Prepare for and attend telephone conference with PGX, A&M and A. Wirtz, K&E team (2.0); revise and analyze closing checklist (.8); correspond with PGX team re TSA and other services (.4); correspond with A. Wirtz, K&E teams re TSA and formation of TopCo (.5); analyze and revise closing checklist (1.2); correspond with K&S re same (.3).
09/06/23	Spencer A. Winters	0.90	Review and analyze sale implementation issues (.6); telephone conferences with A. Wirtz, K&E team re same (.3).
09/06/23	Alison Wirtz	2.60	Correspond and conference with C. Ceresa and corporate team re sale items (1.5); conference with S. Winters re same (.3); analyze sale-related issues re same (.8).
09/07/23	Chris Ceresa	1.40	Correspond and telephone conference with A. Wirtz, K&E team, advisors re sale related issues.
09/07/23	Keyan Norman	0.80	Review and revise closing checklist (.5); correspond with M. Van Wagoner, K&E team re the same (.3).
09/07/23	Gabrielle Christine Reardon	0.60	Review and revise cure tracker (.5); correspond with Klehr re same (.1).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/07/23	Matthew J. Van Wagoner	5.80	Analyze and discuss entity formation and structure slides with K&E teams, PGX and Klehr (1.9); analyze A&M T-minus checklist and closing checklist (.7); analyze APA and schedules (2.1); review A&R cross default agreement and discuss with K&E teams (1.1).
09/07/23	Spencer A. Winters	2.60	Review and analyze sale implementation issues (1.4); correspond and telephone conferences with A. Wirtz, K&E team re same (1.2).
09/07/23	Alison Wirtz	1.20	Correspond with C. Ceresa re sale-related items and contract matters (.6); correspond with S. Winters and K&E team re exit and sale structuring issues (.6).
09/08/23	Chris Ceresa	2.10	Correspond and telephone conference with A. Wirtz, K&E team, advisors re sale related issues.
09/08/23	Kelsey Marie Laugel	0.20	Correspond with M. Van Wagoner, K&E team and opposing counsel re closing issues.
09/08/23	Keyan Norman	2.50	Conference with M. Van Wagoner re signing items (.5); conference with PGX team re planning (.4); review, analyze checklist (.4); conference with K&S re checklist (.8); conference with M. Van Wagoner re reorganization structure (.2); correspond with M. Van Wagoner re HSR filing (.2).
09/08/23	Gabrielle Christine Reardon	0.20	Correspond with the Company re Equifax cure negotiations.
09/08/23	Spencer A. Winters	0.50	Review and analyze sale implementation issues.
09/08/23	Alison Wirtz	1.60	Correspond and conference with C. Ceresa and K&E team, advisors re sale related matters.
09/09/23	Chris Ceresa	0.70	Correspond and telephone conference with A. Wirtz, K&E team, advisors re outstanding sale related issues.
09/09/23	Daniel S. Daines	0.50	Correspond and coordinate with M. Van Wagoner and K. Norman re asset transfers related to reorg and coordinate on corporate documents for reorg transactions.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/09/23	Gabrielle Christine Reardon	0.50	Correspond with YCST re contract assumption and assignment schedules (.2); revise notice of filing supplemental contract assumption schedule (.3).
09/09/23	Alison Wirtz	0.30	Correspond with L. Marshall re sale and exit financing considerations.
09/10/23	Gabrielle Christine Reardon	0.20	Review and revise supplemental contract assumption notice.
09/10/23	Alison Wirtz	1.30	Conference with L. Marshall re legal ethics implications of sale and exit financing structures (.6); correspond with S. Winters and K&E team and lenders' counsel re same (.7).
09/11/23	Keyan Norman	1.00	Review and revise checklist (.5); conference with M. Van Wagoner re closing items (.5).
09/11/23	Gabrielle Christine Reardon	0.50	Review, revise supplemental contract assumption notice (.3); correspond with Klehr re same (.1); correspond with A. Golic re nondisclosure agreement parties (.1).
09/11/23	Matthew Wheatley	0.30	Review and analyze issues re antitrust and HSR analysis.
09/11/23	Alison Wirtz	1.80	Conference with L. Marshall re legal ethics implications of sale and exit financing structures (.6); correspond with S. Winters and K&E team re exit financing and other considerations (.6); conference and correspond with E. Kamerath re exit facility considerations (.6).
09/12/23	Chris Ceresa	1.70	Telephone conference and correspond with A. Wirtz, K&E team, counsel, advisors re open sale issues (.9); review, analyze legal issues re same (.8).
09/12/23	Kelsey Marie Laugel	0.50	Telephone conference with opposing counsel re antitrust issues (.3); correspond with M. Wheatley re same (.2).
09/12/23	Keyan Norman	6.30	Correspond with D. Daines re signing items (.8); conference with M. Van Wagoner re closing items (.5); conference with D. Daines and M. Van Wagoner re closing items (1.0); draft IP assignment agreement and closing deliverables (4.0).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/23	Matthew Wheatley	1.00	Review and analyze issues re antitrust and HSR analysis (.9); correspond with K. Laugel re same (.1).
09/12/23	Spencer A. Winters	0.80	Review and analyze sale and settlement implementation issues (.4); correspond and telephone conferences with A. Wirtz, working group re same (.4).
09/12/23	Alison Wirtz	0.50	Conference with C. Ceresa and K&E team, K&S and Proskauer re sale and exit closing items (.5).
09/13/23	Chris Ceresa	2.40	Telephone conference and correspond with A. Wirtz, K&E team, counsel, advisors re open sale issues (1.6); review, analyze legal issues re same (.8).
09/13/23	Andrea Chacin	2.80	Draft articles of incorporation and SS4 Form for new entity (2.1); correspond with K. Norman, K&E team, client re same (.7).
09/13/23	Andrea Chacin	1.00	Draft consent of use of name for Credit.com, Inc. (.7); correspond with D. Daines, K&E team, client re same (.3).
09/13/23	Keyan Norman	5.50	Conference with D. Daines re closing deliverables (1.0); telephone conference with PGX re TSA and other workstreams (.5); review and revise IP assignment agreement and closing deliverables (4.0).
09/13/23	Gabrielle Christine Reardon	1.10	Correspond with A. Wirtz, C. Ceresa re A&M's sale related questions (.6); analyze asset purchase agreements re assumption deadlines (.3); correspond with C. Ceresa re carve out (.1); correspond with M. Van Wagoner re closing checklist (.1).
09/13/23	Steve Toth	0.70	Correspond with Company, A&M, M. Van Wagoner, K&E team re closing matters.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/13/23	Matthew J. Van Wagoner	7.00	Prepare for telephone conference with YCST re closing (.6); attend same (.5) ; prepare for telephone conference with Company re closing checklist and outstanding items (.6); attend same (.9); analyze G-Reorg documents with S. Pritchard, K&E team (.8); discuss formation steps with K&E team members and review formation document (.8); discuss G-reorg documents with K&E team, K. Norman (1.2); analyze and revise checklist, punchlist and applicable documents(1.1); correspond with K&S and Company re applicable deliverables (.5).
09/13/23	Alison Wirtz	0.80	Conference with Company re closing checklist and outstanding items (.6); correspond with C. Ceresa re sale matters (.2).
09/14/23	Chris Ceresa	1.10	Telephone conference and correspond with A. Wirtz, K&E team, counsel, advisors re open sale issues (.9); review, analyze legal issues re same (.2).
09/14/23	Andrea Chacin	3.50	Prepare and file Articles of Incorporation for entity. (2.4); draft SS4 form for same entity (.5); correspond with K. Norman, K&E team and client re formation and SS4 (.6).
09/14/23	Andrea Chacin	2.00	Correspond with K. Norman, K&E team and client re reorganization and consent of use of name for Credit.com.
09/14/23	Keyan Norman	6.50	Telephone conference with T. Davis, K&E tax team re structure (.4); review and analyze correspondence re closing items (.4); review and revise closing checklist (1.2); coordinate signature pages (1.0); correspond with D. Daines re entity formation (1.3); review and revise closing deliverables (.4); draft contribution agreement (1.8).
09/14/23	Steve Toth	1.60	Analyze exit credit agreement (1.0); analyze closing documents and related correspondence (.6).
09/14/23	Matthew J. Van Wagoner	5.00	Correspond with A. Wirtz, K&E team re closing, APA, TSA and G-Reorg (1.5); analyze g-reorg documents (2.0); conference with S. Pritchard, K&E team re outstanding items and punch list (.9); analyze applicable documents and correspondence (.6).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/14/23	Spencer A. Winters	0.50	Review and analyze transaction implementation issues.
09/15/23	Chris Ceresa	0.50	Telephone conference and correspond with A. Wirtz, K&E team, counsel, advisors re open sale issues (.3); review, analyze legal issues re same (.2).
09/15/23	Andrea Chacin	2.40	Finalize SS4 form and obtain EIN for Oquirrh Mountain Law Group, P.C. (1.7); correspond with K. Norman, K&E team and client re same (.7).
09/15/23	Keyan Norman	5.50	Telephone conference with management and T. Davis, tax team re reorganization and TSA (.8); review and revise structure steps (1.0); correspond with M. Van Wagoner re reorganization (.7); review and revise closing deliverables (2.0); review and revise checklist (1.0).
09/15/23	Gabrielle Christine Reardon	0.20	Correspond with C. Ceresa re assumption and assignment of contracts.
09/15/23	Matthew J. Van Wagoner	4.30	Conference with A. Sexton, K&E team re entity formations, EIN filings, tax filings, revisions to g-reorg documents and revisions to APA (1.4); conference with K. Norman re APA, entity structure, and g-reorg documents (1.0); discuss TSA with A. Wirtz, K&E team, K&S team (.7); analyze revised G-Reorg slides (.8); discuss same with S. Pritchard, K&E team (.4).
09/15/23	Spencer A. Winters	0.70	Review and analyze transaction implementation issues (.4); correspond and telephone conferences with A. Wirtz, K&E team re same (.3).
09/17/23	Vladimir Khodosh, P.C.	1.10	Review and analyze IP security agreements (.4); analyze credit facility structure (.7).
09/18/23	Chris Ceresa	0.40	Review, analyze sale and contract designation issues (.2); telephone conference and correspond with A. Wirtz, K&E team, counsel, Company re same (.2).
09/18/23	Chris Ceresa	0.20	Review, analyze issues re professional fees escrow (.1); correspond with A. Salmen re same (.1).
09/18/23	Andrea Chacin	1.00	Obtain evidence of filing from Utah Division of Corporations (.7); correspond with K. Norman, K&E team re same (.3).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/23	Vladimir Khodosh, P.C.	0.50	Review and analyze issues re IP schedule updates.
09/18/23	Keyan Norman	4.00	Review, analyze organization steps (1.0); draft responses for reorganization (.5); review and analyze TSA contracts (1.0); telephone conference with M. Van Wagoner re closing items (.5); telephone conference with King & Spaulding re closing items and TSA (.5); review and revise closing deliverables (.5).
09/18/23	Thao Thai	1.20	Review and analyze issues intellectual property and sale closing.
09/18/23	Matthew J. Van Wagoner	6.80	Review and analyze applicable insurance documents, APA and schedules (1.8); conference with PGX team and insurance brokers (.5); review, analyze G-Reorg documents from Klehr and provide comments (1.7); review, analyze structure steps with D. K. Norman, K&E team (1.1); review, analyze Salesforce documents (1.7).
09/18/23	Spencer A. Winters	0.80	Prepare for and attend telephone conference with client re exit financing (.5); review and analyze closing issues (.3).
09/19/23	Chris Ceresa	2.30	Review, analyze sale and contract designation issues (1.4); telephone conference and correspond with A. Wirtz, K&E team, counsel, Company re same (.9).
09/19/23	Vladimir Khodosh, P.C.	1.30	Analyze rights to pass through vendor services in connection with TSA.
09/19/23	Keyan Norman	7.10	Correspond with M. Van Wagoner re closing items (.5); telephone conference with advisors re same (.5); review, analyze closing deliverables (1.0); correspond with D. Daines re closing items (.3); telephone conference with Klehr re reorganization (.5); telephone conference with Company re IP items and TSA (1.0); telephone conference with Company re asset transfer (1.0); review, analyze debt schedules (2.3).
09/19/23	Thao Thai	2.70	Review and analyze IP issues re sale context.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/19/23	Steve Toth	2.10	Analyze correspondence re closing matters and related drafts (.7); participate in telephone conference re closing matters with A&M, M. Van Wagoner, K&E team and Company (1.1); participate in telephone conference re IT matters with A&M, M. Van Wagoner, K&E team and Company (.3).
09/19/23	Matthew J. Van Wagoner	8.40	Analyze PGX APA, schedules and applicable data room documents for telephone conference with Company re employee benefit plans and payroll services (1.3); telephone conference with Company, K. Norman, K&E team re asset transfer issues (1.0) correspond with Company, K. Norman, K&E team re same (1.2); analyze, revise IP agreement with K. Norman and K&E IP team (.7); telephone conference with Klehr re G-Reorg and remaining steps (.5); analyze and revise g-reorg documents (1.9); correspond with S. Winters, K&E team re TSA, APA, G-Reorg and punchlists (1.8).
09/19/23	Spencer A. Winters	0.70	Review and analyze closing and implementation issues (.4); correspond and telephone conferences with M. Van Wagoner, K&E team re same (.3).
09/19/23	Alison Wirtz	0.80	Conference with C. Ceresa, K&E corporate and debt teams and advisors on closing checklist (.4); correspond with C. Ceresa on sale high priority items (.4).
09/20/23	Chris Ceresa	3.70	Review, analyze sale and contract designation legal issues (2.2); telephone conference with A. Wirtz, K&E team, Company, advisors re same (.6); correspond with A. Wirtz, K&E team, Company, advisors re same (.9).
09/20/23	Keyan Norman	3.80	Review and revise checklist (1.0); telephone conference with Company re closing items (.8); correspond with M. Van Wagoner re closing items (.5); review and revise closing deliverables (1.5).
09/20/23	Jeffrey S. Quinn	1.00	Review and analyze closing materials.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/20/23	Gabrielle Christine Reardon	2.20	Review, analyze asset purchase agreements (.3); review, analyze sale order (.3); correspond with A. Wirtz, C. Ceresa re YCST's fees (.2); draft second supplemental contract notice (.4); review, analyze precedent re contract designation notice (.7); draft language re Equifax cure (.3).
09/20/23	Steve Toth	1.00	Correspond with Company, A&M, M. Van Wagoner, K&E team re closing matters (.6); analyze and respond to correspondence re licensing and corporate matters (.4).
09/20/23	Matthew J. Van Wagoner	10.10	Review and analyze issues re DE annual filings for PGX entities (1.0); telephone conference with PGX, A&M, K. Norman, K&E teams re closing items (.8); correspond with K. Norman, K&E team re same (.6); analyze APA, asset transfer issues, and schedules (2.0); correspond with K&S, K. Norman, K&E teams regrading employment offers and asset transfers (.8); telephone conference with YCST re LL closing checklist and deliverables (.5); analyze permit, license and registration transfer issues (1.3); correspond with Klehr re EIN and formation points (1.0); analyze reorganization steps for PGX and LL (1.3); correspond with K. Norman, K&E team, YCST (.8).
09/20/23	Spencer A. Winters	1.80	Review and analyze issues re closing (.9); correspond and telephone conferences with A. Wirtz, K&E team re same (.9).
09/20/23	Alison Wirtz	2.10	Conference with C. Ceresa, Company and advisors re contract designation matters with sale (.6); review and analyze issues re same (.5); conference with M. Van Wagoner, K&E team and advisors re sale closing and implementation issues (.4); correspond with D. Daines and K&E team re transition services agreement and treatment of employee obligations (.6).
09/21/23	Chris Ceresa	5.20	Review, analyze sale, contract designation and post-sale operational issues (2.8); telephone conferences and correspond with A. Wirtz, K&E team, counsel, advisors, Company re same (1.3); correspond with same and Klehr team re same (1.1).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/23	Diana Heriford	0.60	Telephone conference with C. Ceresa re sale, assignment of contracts (.3); review, analyze same (.3).
09/21/23	Keyan Norman	9.10	Telephone conference re licensing with Company (1.0); correspond with M. Van Wagoner re F-Reorg (.5); review and analyze issues re closing items (1.3); telephone conference with M. Van Wagoner, K&E team re checklist status (.5); review and revise purchase agreement (.5); review and revise closing deliverables (2.0); correspond and coordinate with M. Van Wagoner, K&E team re closing items (2.3); review and revise NDAs (1.0).
09/21/23	Robert Orren	0.40	Draft notice of assigned and non-assigned contracts re sale (.3); correspond with K. Roth re same (.1).
09/21/23	Kelby Roth	2.50	Correspond with C. Ceresa, contract counterparty, A&M re assumed contracts (.3); correspond with R. Orren re supplemental contract assumption notice (.1); draft supplemental contract assumption notice (.8); correspond with C. Ceresa re same (.2); analyze assumed contract list (.2); review, analyze APAs, sale orders re contract assumption and designation process (.7); correspond with C. Ceresa re same (.2).
09/21/23	Steve Toth	3.10	Analyze correspondence re license and closing matters (.3); correspond with Company, A&M, D. Daines, K&E team re licensing and closing and TSA (1.0); closing checklist telephone conference with K. Norman, K&E team and K&S (.5); correspond with M. Van Wagoner, K&E team re closing matters (1.0); analyze related correspondence (.3).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/23	Matthew J. Van Wagoner	10.40	Telephone conference with insurance teams, PGX and K. Norman, K&E teams (1.0); review and analyze G-Reorg formation and governance documents from Klehr (3.1); correspond with K. Norman, K&E team, Company re TSA drafting (.8); telephone conference and correspond with PGX, S. Toth, K&E team re closing checklist and punchlists (1.4); correspond with S. Toth, K&E team re g-reorg filings and g-reorg steps (1.5); telephone conference with K&S re TSA (.5); review and analyze TSA with S. Toth, K&E team (.6); analyze checklists, punchlists and G-Reorg documents (1.5).
09/21/23	Spencer A. Winters	2.30	Prepare for and attend board meetings (.5); review and analyze closing issues (.9); correspond and telephone conferences with A. Wirtz, K&E team re same (.9).
09/21/23	Alison Wirtz	1.60	Correspond and conference with S. Toth, S. Winters and team re TSA and other sale-related issues (.7); conference and correspond with A&M team and C. Ceresa re assumption and rejection matters in connection with sale (.9).
09/22/23	Chris Ceresa	4.50	Review, analyze sale-related, contract designation, and operational legal issues post-sale (3.7); telephone conferences and correspond with A. Wirtz, K&E team, counsel, advisors, Company re same (.8).
09/22/23	Andrea Chacin	0.80	Draft and prepare W-9 for Credit.com Holdings, LLC (.6); correspond with D. Dane and K&E team re same (.2).
09/22/23	Andrea Chacin	2.30	Draft articles of conversion for John C. Heath to convert into a Utah LLC (.7); draft certificate of organization for John C. Heath (.7); file same with state of Utah (.4); correspond with D. Daines, K&E team re same (.5).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/22/23	Daniel S. Daines	5.90	Telephone conference with A&M re open issues (.4); correspond and coordinate with client, S. Toth and A&M re TSA drafting and strategy (1.8); all-hands telephone conference with business parties and advisors re structure of transaction and TSA (.6); telephone conference with client and advisors re asset transfers and TSA provisions (1.2); draft and revise PGX TSA and LL TSA (.7); draft and revise documents in preparation for closing (1.2).
09/22/23	Diana Heriford	2.10	Research sale, assignment of contracts (1.8); draft summary re same (.2); correspond with C. Ceresa re same (.1).
09/22/23	Vladimir Khodosh, P.C.	0.50	Revise TSA.
09/22/23	Keyan Norman	6.80	Review and revise closing deliverables (3.0); correspond and coordinate with D. Daines, K&E team, Company, others re signature pages (2.0); correspond with D. Daines, K&E team re closing items (1.8).
09/22/23	Seth J. Pritchard	1.50	Review, revise TSA draft.
09/22/23	Karra A. Puccia	1.50	Revise assumption list and supplemental schedule (.9); correspond with counsel, KC, and Klehr team re same (.6).
09/22/23	Jeffrey S. Quinn	0.80	Review and analyze agreement and TSA.
09/22/23	Kelby Roth	1.80	Correspond with lenders, C. Ceresa re contract designation (.2); correspond with A&M, C. Ceresa re final assumption list (.3); review, revise contract designation notice (1.0); correspond with C. Ceresa re same (.1); correspond with Klehr, K. Puccia re assumption notice (.2).
09/22/23	Thao Thai	0.70	Review and analyze sale transaction re intellectual property issues.
09/22/23	Steve Toth	5.60	Revise TSA (2.8); all hands telephone conference with D. Daines, K&E team re closing matters (.5); telephone conference with Company, A&M, M. Van Wagoner, K&E team re closing matters (.9); revise TSA (.6); analyze correspondence re closing matters (.6); correspond with D. Daines re same (.2).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/22/23	Matthew J. Van Wagoner	7.90	Correspond with S. Toth, K&E team re g-reorg documents and governance documents (.5); prepare for all hands telephone conference with S. Toth, K&E team re closing (.7); attend same (.5); telephone conference with S. Toth, K&E and PGX team re TSA, closing and outstanding items (1.0); review and analyze issues re g-reorg and f-reorg filings and governance documents (1.5); analyze comments to TSA (1.0); correspond with K&S re same (1.2); revise applicable closing deliverables with K. Norman (1.5).
09/22/23	Spencer A. Winters	1.70	All-hands telephone conference re closing with M. Van Wagoner, K&E team, Company (.5); review and analyze issues re closing (.6); correspond and telephone conferences with M. Van Wagoner, K&E team re same (.6).
09/22/23	Alison Wirtz	2.70	Conference with S Winters and K&E team, K&S, Proskauer and principals re sale and exit closing items (.5); prepare for same (.4); review and comment on TSA and correspond with C. Ceresa re same (.4); correspond with C. Ceresa, K&E corporate and debt teams re outstanding sale documentation and TSA matters (1.2); correspond with Lenders' counsel re D&O coverage re same (.2).
09/23/23	Chris Ceresa	1.30	Review, analyze sale and contract designation issues (.9); telephone conference and correspond with A. Wirtz, K&E team, counsel, Company re same (.4).
09/23/23	Daniel S. Daines	7.50	Correspond and telephone conferences with A&M, Klehr, client team, M. Van Wagoner, K&E team, C. Aiken, C. Ceresa and lenders' counsel re TSA provisions (3.3); draft and revise certain TSA provisions and asset transfer documents necessary for G-reorg and for closing (4.2).
09/23/23	Keyan Norman	5.00	Telephone conference with S. Winters, K&E team, advisors for closing (.5); review and analyze closing deliverables (2.0); correspond with M. Van Wagoner, K&E team re closing items (2.5).
09/23/23	Karra A. Puccia	1.60	Prepare filing drafts of contract notices and revise schedules (1.1); correspond with buyer counsel, KCC and Klehr teams re same (.5).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/23/23	Jeffrey S. Quinn	0.30	Review and analyze TSA.
09/23/23	Kelby Roth	0.30	Correspond with K. Puccia, KCC re contract designation documents.
09/23/23	Steve Toth	1.00	Analyze credit agreement draft (.4); analyze correspondence re closing and TSA matters (.6).
09/23/23	Matthew J. Van Wagoner	7.70	Review and analyze closing punchlists (.5); correspond with S. Toth, K&E team, Company re comments to TSA (.4); revise TSA (.7); analyze g-reorg documents from Klehr (1.6); analyze and revise PGX and LL APA (.8); draft and revise PGX closing deliverables with K. Norman (1.4); correspond with Klehr and K&S re G-reorg LLCAs (.7); correspond with K. Norman, K&E team, A&M, Company re assets transfers and applicable schedules (.6); revise schedules and TSA (1.0).
09/23/23	Spencer A. Winters	1.50	Review and analyze closing issues (.8); correspond and telephone conferences with A. Wirtz, K&E working group re same (.7).
09/23/23	Alison Wirtz	1.20	Conference with C. Ceresa and K&E team, K&S and Proskauer re sale and exit closing items (.4); correspond with S. Winters and C. Aiken re same (.3); correspond with D. Daines and K&E corporate team re transition services agreement and closing documentation (.5).
09/24/23	Chris Ceresa	2.70	Review, analyze sale-related legal issues (1.4); correspond with A. Wirtz, K&E team re same (.4); review, revise documents re same (.9).
09/24/23	Daniel S. Daines	5.70	All-hands telephone conference with S. Toth, K&E team re closing issues (.4); correspond and telephone conferences with opposing counsel, A&M, S. Toth, K&E team re final revisions to TSA and APA language (5.3).
09/24/23	Alexander Flynn-Tabloff	0.50	Review and analyze issues re APA markup.
09/24/23	Keyan Norman	5.00	Review and analyze issues re closing items (4.6); telephone conference with D. Daines, K&E team, advisors re same (.4).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/24/23	Karra A. Puccia	1.20	Prepare filing draft of notice of assumed and assigned contracts and corresponding schedule (.8); correspond with Klehr and KCC teams re same (.4).
09/24/23	Steve Toth	1.20	Participate in telephone conference with A&M, D. Daines, K&E team and K&S re closing checklist matters (partial) (.2); analyze correspondence re TSA and APA matters (.4); revise TSA (.6).
09/24/23	Matthew J. Van Wagoner	10.20	Review and analyze checklists, punchlists and closing deliverables (1.5); draft post-closing LLCAS for three operating entities (1.7); correspond with S. Toth, K&E team re K&S revisions to TSA (.7); revise PGX TSA (.3); draft LL TSA (.6); analyze H-B language in APA (.9); draft shareholders agreement for Oquirrh Mountain Law Group, PC (2.7); correspond with YCST re revisions to APA and initial draft of LL (.3); review and analyze APA and checklist with K. Norman (1.5).
09/24/23	Spencer A. Winters	1.30	Prepare for and participate in telephone conference with M. Van Wagoner, K&E team re closing check in (.5); review and analyze closing issues (.4); correspond and telephone conferences with A. Wirtz, K&E team re same (.4).
09/24/23	Alison Wirtz	1.30	Prepare for and participate in telephone conference with D, Daines, K&E team re closing check in (.5); review and analyze closing issues (.4); correspond and telephone conferences with S, Winters, K&E working group re same (.4).
09/25/23	Keyan Norman	3.60	Review and analyze issues re signatures and closing and reorganization documents (3.1); telephone conference with S. Toth, K&E team re closing status (.5).
09/25/23	Steve Toth	0.30	Participate in closing checklist telephone conference with M. Van Wagoner, K&E team and K&S.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/25/23	Matthew J. Van Wagoner	6.20	Telephone conference re closing checklist with S. Toth, K&E team, PGX (.5); review and analyze issues re outstanding work in process re same (.8); correspond with S. Toth, K&E team, PGX re g-reorg filing and g-reorg steps (2.0); telephone conference with K&S re TSA (.4); analyze checklists, punchlists and g-reorg documents (1.5); correspond with S. Toth, K&E team re same (1.0).
09/25/23	Alison Wirtz	2.10	Conference with K&E team, K&S and Proskauer re sale and exit closing items (.5); correspond with C. Ceresa, K&E specialists re closing deliverables (1.4); correspond with A. Salmen and C. Ceresa re extension of RSA and DIP milestones for sale closing (.2).
09/26/23	Chris Ceresa	3.30	Review, analyze sale legal issues (.9); correspond with A. Wirtz, K&E team re same (1.1); review, revise sale-related documents re same (1.3).
09/26/23	Keyan Norman	8.80	Telephone conference with Company re assets (1.0); draft and coordinate preparation of signature packets (2.3); correspond with M. Van Wagoner re outstanding closing items (1.8); review and revise closing certificates (2.1); review and revise closing steps memo (1.6).
09/26/23	Karra A. Puccia	2.10	Research and review sale closing notice precedent (.7); draft and revise third supplemental available contract list and supplemental designated contract list and schedules for filing (1.4).
09/26/23	Thao Thai	0.80	Review and analyze intellectual property issues re sale.
09/26/23	Matthew J. Van Wagoner	9.10	Telephone conference with PGX re IP issues and transaction structure, asset transfers and IP assignment (.7); correspond with T. Thai re same (.4); draft and revise closing steps memo (3.1); prepare for telephone conference with S. Winters, Company re closing status and work in process (.2); attend same (1.0); revise TSA according to RX comments (1.1); revise LL APA with comments from K&S (1.4); correspond with S. Toth, K&E team re g-reorg filings and g-reorg steps (1.2).

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 Use, Sale, and Disposition of Property

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/26/23	Alison Wirtz	1.30	Telephone conference with Company and corporate team re assets and closing documentation (1.0); correspond with Committee re same (.3).
09/27/23	Chris Ceresa	2.30	Review, analyze sale issues (.4); correspond with A. Wirtz, K&E team re same (.2); review, revise work in process re sale (1.7).
09/27/23	Keyan Norman	6.80	Telephone conference with A. Ketner re equity structure (.5); review and revise closing deliverables (2.0); prepare signature packets (1.0); review and revise closing steps memo (2.0); review and revise reorganization documents (1.3).
09/27/23	Karra A. Puccia	1.40	Draft and revise notice of sale closing.
09/27/23	Kelby Roth	0.90	Review, analyze APAs and disclosure schedules (.7); correspond with C. Ceresa re same (.1); correspond with A&M, C. Ceresa, landlord counsel re sale (.1).
09/27/23	Matthew J. Van Wagoner	11.40	Telephone conference with K&S re closing steps memo and G- Reorg (1.3); revise closing steps memo with comments from K&E and K&S teams (1.5); prepare closing deliverables for LL APA (1.3); correspond with YCST re same (.7); draft disbursement direction letter for PGX (1.4); correspond with S. Winters, K&E team, Company re cure amount for PGX operating agreements (.6); draft Irrevocable Unit Power (1.3); draft closing documents for PGX (3.3).
09/27/23	Alison Wirtz	3.10	Conference with C. Ceresa and K&E team, K&S and Proskauer re sale and exit closing items (.5); correspond with C. Ceresa, K&E Corporate and Debt teams, and K&S re closing items (2.3); correspond with Company team re same (.3).
09/28/23	Chris Ceresa	2.50	Correspond with A. Wirtz, K&E team re outstanding legal issues re sale (.9); review, analyze, revise related documents (1.6).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050086583
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/28/23	Daniel S. Daines	3.20	Correspond and coordinate with King & Spaulding, M. Van Wagoner, K. Norman, C. Ceresa, A. Wirtz and client team re items in preparation for closing (2.2); review and revise certain closing deliverables (.6); prepare for and attend telephone conference re closing with M. Van Wagoner, K&E team, K&S (.4).
09/28/23	Keyan Norman	3.00	Review, analyze, revise closing deliverables (2.3); correspond with M. Van Wagoner re outstanding closing items (.7).
09/28/23	Karra A. Puccia	2.20	Revise notice of sale closing (.7); redact schedules and compile filing draft of notice of sale closing (.9); correspond with KCC and Klehr re filing (.6).
09/28/23	Kelby Roth	1.50	Review, analyze contract re termination provisions (.3); correspond with C. Ceresa re same (.1); draft summaries re 363 sales and case overview (.5); correspond with C. Ceresa re same (.1); review, revise same (.2); correspond with A. Wirtz, K&E team re same (.3).
09/28/23	Josh Sussberg, P.C.	0.10	Correspond with S. Winters, K&E team re sale closing.
09/28/23	Steve Toth	0.10	Analyze correspondence re direction letter.
09/28/23	Matthew J. Van Wagoner	6.10	Prepare and manage closing deliverables, outstanding items and checklists (1.7); revise direction letter, closing steps memo and G-reorg documents (2.0); review and analyze issues re closing binder and post closing items with K. Norman (2.4).
09/28/23	Alison Wirtz	2.10	Prepare for and attend closing for PGX and Lexington Law Sales, including multiple telephone conferences and correspondence with C. Ceresa, K&E teams and lenders' counsel (1.8); review and comment on sale closing notice (.3).
09/29/23	Chris Ceresa	2.00	Review, revise sale documents in anticipation of closing (1.4); correspond with A. Wirtz, K&E team re same (.6).
09/29/23	Kelby Roth	0.40	Correspond with C. Ceresa, A&M and contract counterparty counsel re sale closing items.

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Use, Sale, and Disposition of Property

Invoice Number: 1050086583
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/29/23	Alison Wirtz	0.30	Correspond with L. Tanner re post-closing action items and reporting obligations.
Total		416.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086584

Client Matter: 47119-12

In the Matter of Corp. Governance & Securities Matters

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 17,547.00

Total legal services rendered

\$ 17,547.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Corp. Governance & Securities Matters

Invoice Number: 1050086584
Matter Number: 47119-12

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	4.90	1,245.00	6,100.50
Paul Goldsmith	0.90	995.00	895.50
Diana Heriford	2.60	885.00	2,301.00
Alison Wirtz	6.00	1,375.00	8,250.00
TOTALS	14.40		\$ 17,547.00

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Corp. Governance & Securities Matters

Invoice Number: 1050086584
 Matter Number: 47119-12

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/23	Paul Goldsmith	0.20	Review and respond to correspondence re latest director and officer slates.
09/12/23	Alison Wirtz	0.30	Conference with S. Winters re CFPB compliance and board updates re compliance.
09/13/23	Chris Ceresa	0.60	Review, revise corporate board minutes.
09/18/23	Alison Wirtz	1.20	Correspond with PGX team and C. Ceresa re scheduling board meetings and related materials for meetings (.7); correspond with C. Ceresa re board minutes (.5).
09/19/23	Diana Heriford	0.10	Correspond with C. Ceresa re board minutes, CFPB settlement order.
09/20/23	Chris Ceresa	3.60	Draft, review, revise corporate minutes (1.9); correspond with A. Wirtz, Company re same (.9); coordinate board meetings (.8).
09/20/23	Paul Goldsmith	0.20	Review and analyze board materials.
09/20/23	Alison Wirtz	1.60	Review and comment on board minutes (1.2); correspond with C. Ceresa re same (.4).
09/20/23	Alison Wirtz	0.50	Prepare materials for board meetings.
09/21/23	Chris Ceresa	0.70	Draft, review, revise corporate minutes (.5); correspond with A. Wirtz, Company re same (.1); coordinate board meetings (.1).
09/21/23	Paul Goldsmith	0.50	Review and analyze board documents.
09/21/23	Diana Heriford	1.70	Revise board deck (.4); revise board minutes (.9); correspond with C. Ceresa re same (.2); review, analyze board minutes precedent (.2).
09/21/23	Alison Wirtz	1.50	Prepare for and attend PGX and Lexington Law board meetings (.9); review and comment on board minutes (.6).
09/28/23	Diana Heriford	0.40	Revise board minutes.
09/28/23	Alison Wirtz	0.90	Review and comment on board minutes from Lexington Law and PGX board meetings (.4); correspond with D. Heriford re same (.5).
09/29/23	Diana Heriford	0.40	Correspond with A. Wirtz, Company re board minutes.
Total		14.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086585

Client Matter: 47119-13

In the Matter of Employee Matters

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 733.00

Total legal services rendered

\$ 733.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Employee Matters

Invoice Number: 1050086585
Matter Number: 47119-13

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matthew Antinossi	0.20	1,895.00	379.00
Diana Heriford	0.30	885.00	265.50
Gabrielle Christine Reardon	0.10	885.00	88.50
TOTALS	0.60		\$ 733.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Employee Matters

Invoice Number: 1050086585
Matter Number: 47119-13

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/05/23	Gabrielle Christine Reardon	0.10	Correspond with C. Ceresa re insiders.
09/12/23	Diana Heriford	0.20	Revise spreadsheet re employee history.
09/20/23	Matthew Antinossi	0.20	Office conference with J. Quinn re employee benefits issues.
09/28/23	Diana Heriford	0.10	Review, analyze claims register re former employee issues.
Total		0.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086586

Client Matter: 47119-14

In the Matter of Executory Contracts & Unexpired Leases

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 4,072.50

Total legal services rendered

\$ 4,072.50

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Executory Contracts & Unexpired Leases

Invoice Number: 1050086586
 Matter Number: 47119-14

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	3.20	1,245.00	3,984.00
Karra A. Puccia	0.10	885.00	88.50
TOTALS	3.30		\$ 4,072.50

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Executory Contracts & Unexpired Leases

Invoice Number: 1050086586
 Matter Number: 47119-14

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Chris Ceresa	1.30	Revise lease amendment (1.1); correspond with counsel, Company re same (.2).
09/03/23	Chris Ceresa	0.30	Correspond with counsel re lease amendment issues.
09/05/23	Chris Ceresa	0.40	Correspond with counsel re lease amendment issues.
09/06/23	Chris Ceresa	0.80	Correspond with counsel re lease amendment issues.
09/08/23	Chris Ceresa	0.40	Correspond with counsel re lease amendment issues.
09/29/23	Karra A. Puccia	0.10	Correspond with A&M re cure objection and diligence related thereto.
Total		3.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086587

Client Matter: 47119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 6,153.50

Total legal services rendered

\$ 6,153.50

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Insurance and Surety Matters

Invoice Number: 1050086587
Matter Number: 47119-17

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William T. Pruitt	2.10	1,550.00	3,255.00
Alex Stephenson	0.60	935.00	561.00
Alison Wirtz	1.70	1,375.00	2,337.50
TOTALS	4.40		\$ 6,153.50

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Insurance and Surety Matters

Invoice Number: 1050086587
 Matter Number: 47119-17

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/23	Alex Stephenson	0.60	Participate in telephone conference with Company re insurance.
09/18/23	Alison Wirtz	0.50	Conference with J. Hartley, PGX team and broker re insurance matters and sale closing.
09/22/23	William T. Pruitt	0.50	Analyze closing and related insurance issues (.3); telephone conference with Company and broker re same (.2).
09/22/23	Alison Wirtz	0.30	Correspond with W. Pruitt re D&O tail matters (.2); conference with S. Winters re same (.1).
09/26/23	William T. Pruitt	1.20	Analyze transaction and related insurance issues (.4); telephone conference with A. Wirtz re same (.2); telephone conference with Company and broker re same (.3); review, analyze and revise draft run-off endorsement (.2); correspond with A. Wirtz and broker re same (.1).
09/26/23	Alison Wirtz	0.50	Conference with W. Pruitt re runoff and wind-down endorsements (.2); review and analyze draft run-off endorsement (.2); correspond with W. Pruitt and broker re same (.1).
09/27/23	William T. Pruitt	0.40	Review and analyze revised run-off and wind-down endorsement to D&O policy (.2); correspond with A. Wirtz re same (.1); correspond with Company re same (.1).
09/27/23	Alison Wirtz	0.40	Correspond with W. Pruitt and Company re insurance matters re runoff and winddown endorsements (.2); review and analyze same (.2).
Total		4.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086588

Client Matter: 47119-18

In the Matter of Disclosure Statement, Plan Confirmation

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 187,229.50

Total legal services rendered

\$ 187,229.50

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050086588
 Matter Number: 47119-18

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	23.80	1,245.00	29,631.00
Susan D. Golden	1.50	1,475.00	2,212.50
Amila Golic	20.40	995.00	20,298.00
Diana Heriford	31.90	885.00	28,231.50
Robert Orren	0.20	570.00	114.00
Gabrielle Christine Reardon	0.30	885.00	265.50
Kelby Roth	33.20	885.00	29,382.00
Josh Sussberg, P.C.	0.50	2,045.00	1,022.50
Spencer A. Winters	0.50	1,445.00	722.50
Alison Wirtz	54.80	1,375.00	75,350.00
TOTALS	167.10		\$ 187,229.50

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050086588
 Matter Number: 47119-18

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Chris Ceresa	0.60	Review, revise exclusivity motion.
09/01/23	Kelby Roth	0.10	Review, analyze correspondence from Company, A. Wirtz re noticing logistics.
09/01/23	Alison Wirtz	0.20	Correspond with G. Reardon and K&E team re treatment of utilities in plan and sale context.
09/01/23	Alison Wirtz	2.30	Correspond with L. Marshall re legal ethics implications of plan and sale structuring (.5); review and comment on exclusivity motion (.7); correspond with C. Ceresa and K&E team re same (.2).; Correspond and conference with A&M team re plan recovery analysis (.9).
09/03/23	Alison Wirtz	0.90	Correspond with A&M team re plan recoveries (.3); correspond with KCC team re noticing requirements and revise same per feedback from company (.6).
09/04/23	Spencer A. Winters	0.50	Review and analyze plan and DS issues.
09/04/23	Alison Wirtz	0.80	Correspond with PGX team re CFPB noticing (.5); correspond with Klehr team re exclusivity motion and upcoming hearings (.3).
09/05/23	Alison Wirtz	0.70	Conference and correspond with S. Winters re noticing matters (.4); correspond with CFPB re same (.3).
09/06/23	Kelby Roth	0.70	Correspond with Klehr team re exclusivity motion hearing scheduling and motion revisions (.2); correspond with D. Heriford re confirmation timeline (.1); review, analyze issues re timeline (.4).
09/06/23	Josh Sussberg, P.C.	0.20	Telephone conference with S. Winters re status and notice from CFPB suit.
09/07/23	Amila Golic	0.90	Conference with A. Wirtz, A&M re revised plan recovery analysis (.7); review and analyze draft analysis sent by A&M re same (.2).
09/07/23	Diana Heriford	1.20	Revise timeline re disclosure statement, confirmation (.6); review, analyze plan (.6).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050086588
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/07/23	Kelby Roth	1.30	Correspond with A. Wirtz, K&E team re exclusivity hearing date (.1); review, revise exclusivity motion (.9); correspond with C. Ceresa, K&E team re same (.1); correspond with K&S and Proskauer teams re same (.2).
09/07/23	Josh Sussberg, P.C.	0.20	Telephone conference with S. Winters re notice issue (.1); correspond with S. Winters re director status on effective date (.1).
09/07/23	Alison Wirtz	3.90	Conference with A. Golic and A&M team re plan recovery analysis (.7); conference with A&M team re considerations on recoveries (.4); review and comment on exclusivity motion (.8); correspond with K. Roth and K&E team re same (.5).; review and analyze comments from UST to the Plan, DS and DS Order (.8); draft correspondence with C. Ceresa and K&E team re same (.7).
09/07/23	Alison Wirtz	2.80	Multiple conferences and correspondence with S. Winters, Company and KCC re noticing matters.
09/08/23	Chris Ceresa	1.70	Correspond with A. Wirtz, K&E team re plan, DS, DS motion issues (.2); review, revise DS, DS motion, and plan (.8); review, analyze legal issues re same (.7).
09/08/23	Amila Golic	2.10	Research precedent disclosure statements re issues re liquidation analysis (1.5); correspond with A. Wirtz, K&E team re same (.2); review and revise disclosure statement (.4).
09/08/23	Diana Heriford	2.20	Review, analyze U.S. Trustee comments re disclosure statement, plan (.1); revise plan re U.S. Trustee comment (.1); review, analyze plan re lender comments (.9); correspond with C. Ceresa, A. Wirtz re same (.4); research plan precedent re releases (.7).
09/08/23	Gabrielle Christine Reardon	0.10	Correspond with D. Heriford re release research.
09/08/23	Kelby Roth	2.20	Revise disclosure statement order, exhibits re U.S. Trustee comments (1.8); research re third party release precedent (.4).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050086588
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/08/23	Alison Wirtz	4.00	Correspond with C. Ceresa and K&E team re Plan, DS and DS Motion and comments from UST (1.4); conference and correspond with Greenhill and A&M teams re considerations on plan recoveries (1.6).; correspond with lenders re plan comments (.2); review and analyze same (.4); correspond with W&C team re noticing requirements and status (.4).
09/09/23	Amila Golic	0.30	Revise disclosure statement.
09/09/23	Diana Heriford	0.30	Review, revise plan.
09/09/23	Alison Wirtz	1.50	Review and comment on plan (1.3); correspond with D. Heriford and K&E team re same (.2).
09/10/23	Diana Heriford	5.10	Review, analyze plan (1.9); revise same (3.2).
09/10/23	Kelby Roth	0.40	Review, revise disclosure statement motion and exhibits.
09/10/23	Alison Wirtz	2.70	Correspond with K. Roth re DS order edits (.4); review and analyze precedent re same (.5); review and comment on plan revisions (.9); correspond with K&E team re same (.9).
09/11/23	Chris Ceresa	1.30	Review, revise DS order, plan re open legal issues (1.1); correspond and telephone conference with A. Wirtz, K&E team, advisors re same (.2).
09/11/23	Amila Golic	4.60	Revise disclosure statement for CFPB settlement update (3.7); revise disclosure statement per latest plan updates (.9).
09/11/23	Diana Heriford	2.90	Revise plan re A. Wirtz comments (.3); review, analyze transcripts re plan precedent (.2); research plan precedent re lender comments (2.4).
09/11/23	Robert Orren	0.20	Distribute judgment and order from Bureau of Consumer Financial Protection v. Progrexion.
09/11/23	Kelby Roth	1.00	Review, revise disclosure statement order and exhibits (.3); correspond with A. Wirtz, K&E team, KCC re same (.3); review, revise confirmation timeline re solicitation deadline (.2); correspond with A. Wirtz, K&E team, Klehr re confirmation timeline (.2).
09/11/23	Alison Wirtz	2.30	Correspond with C. Ceresa and K&E team re updated plan, DS and DS Order (.9); review and comment on same (.8); review precedent re same (.6).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050086588
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/23	Chris Ceresa	3.80	Review, revise DS order, plan re open legal issues (3.0); correspond and telephone conference with A. Wirtz, K&E team, advisors re same (.8).
09/12/23	Amila Golic	2.20	Conference with A. Wirtz, K&E team, Klehr, U.S. Trustee re outstanding issues re DS, DS order, plan (.5); revise disclosure statement (1.7).
09/12/23	Diana Heriford	3.20	Telephone conference with U.S. Trustee, A. Wirtz, K. Roth re disclosure statement (.4); review, analyze releases precedent (.4); research transcripts re releases (2.4).
09/12/23	Kelby Roth	4.40	Telephone conference with U.S. Trustee, A. Wirtz, K&E team re disclosure statement and plan (.5); telephone conference with Klehr team re same (.1); correspond with A. Wirtz, K&E team re same (.1); review, analyze DIP term sheet re consultation rights re pleadings (.3); correspond with A. Wirtz, K&E team re same (.1); review, analyze precedent liquidating plans re releases (.6); draft summary re same (.2); correspond with A. Wirtz, K&E team re same (.1); review, revise disclosure statement order and exhibits re U.S. Trustee comments (1.7); correspond with A. Wirtz, K&E team re same (.3); review, revise exclusivity motion (.2); correspond with A. Wirtz, K&E team re same (.2).
09/12/23	Alison Wirtz	5.20	Conference with US Trustee, K. Roth and K&E team and Klehr team re disclosure statement order matters (.5); conference with A&M team re liquidation analysis and plan recoveries (.7); conference and correspond with S. Winters and K&E team re releases and release precedent (.6); review and comment on revisions to Plan, DS and DS order re UST comments (1.1); analyze precedent and issues re same (2.0); correspond with K. Roth and K&E team re exclusivity motion (.3).
09/13/23	Chris Ceresa	2.40	Review, revise DS order, plan re open legal issues (2.0); correspond and telephone conference with A. Wirtz, K&E team, advisors re same (.4).
09/13/23	Amila Golic	1.20	Revise disclosure statement.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050086588
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/13/23	Diana Heriford	5.80	Correspond with UCC re plan (.2); revise plan (3.1); draft issues list re plan, UCC comments (.7); research solicitation procedures re UCC letter (1.5); correspond with C. Ceresa re disclosure statement hearing (.3).
09/13/23	Kelby Roth	2.60	Review, revise disclosure statement order and exhibits (1.6); correspond with A. Wirtz re same (.1); correspond with Company, A. Wirtz, K&E team re exclusivity motion (.1); review, revise same re Company comments (.4); correspond with A. Wirtz, K&E team re same (.1); prepare exclusivity motion for filing (.3).
09/13/23	Josh Sussberg, P.C.	0.10	Correspond with A. Wirtz, K&E team re release provisions.
09/13/23	Alison Wirtz	5.90	Review and comment on Plan, DS, and DS Order per revisions from various stakeholders (3.1); correspond with C. Ceresa and K&E team re same (.9); correspond with K. Roth and K&E team re exclusivity motion (.2); review and comment on revised motion re same (.6); conference and correspond with UST re comments to Plan documentation and liquidation analysis (.6); correspond with A&M team re same (.5).
09/14/23	Chris Ceresa	3.40	Review, revise DS order, plan re open legal issues (3.0); correspond and telephone conference with A. Wirtz, K&E team, advisors re same (.4).
09/14/23	Amila Golic	1.10	Revise disclosure statement (.8); correspond with D. Heriford, K&E team re same (.3).
09/14/23	Diana Heriford	5.10	Research plan precedent re lender comments (.5); review, analyze plan re lender comments (.7); revise plan (2.7); prepare solicitation version re disclosure statement (.6); review, analyze plan precedent re professional fees (.4); review, analyze sale orders re plan tax provision (.2).
09/14/23	Gabrielle Christine Reardon	0.20	Correspond with A. Stephenson re payment-in-kind notes.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050086588
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/14/23	Kelby Roth	3.20	Review, analyze precedent re voting and consent rights (.9); correspond with A. Wirtz re same (.1); review, revise disclosure statement order and exhibits re Committee Letter addition (.7); correspond with A. Wirtz, K&E team re same (.1); review, revise disclosure statement (.4); correspond with A. Wirtz, K&E team re same (.1); review, revise Committee Letter (.2); correspond with C. Ceresa, K&E team re same (.1); review, revise disclosure statement order (.3); distribute revised plan and disclosure statement materials to parties in interest (.2); correspond with D. Heriford re same (.1).
09/14/23	Alison Wirtz	5.10	Review and revise Plan, DS and DS Order per comments from UCC, UST and lenders (2.7); review and comment on Committee letter for solicitation materials (.3); conference with J. Kesselman and C. Ceresa re plan issues and update with WARN claimants (.6); conference with A&M re liquidation analysis (.4); conference and correspond with UST re liquidation analysis and resolution of informal issues to solicitation materials (.9); conference and correspond with Klehr team re revisions to plan and DS and amended agenda re same (.2).
09/15/23	Chris Ceresa	3.60	Review, revise DS order, plan re open legal issues (3.0); correspond and telephone conference with A. Wirtz, K&E team, advisors re same (.6).
09/15/23	Amila Golic	3.70	Revise disclosure statement (1.9); review and analyze correspondence re same (.3); prepare same for filing (.4); correspond with K. Roth, D. Heriford, K&E team, A&M, Klehr teams re same (1.1).
09/15/23	Diana Heriford	4.90	Revise plan re class treatment (.4); telephone conference with A. Wirtz re same (.2); correspond with lenders, UCC re plan filing (.3); correspond with C. Ceresa re plan filing (.9); correspond with A. Wirtz re same (1.7); prepare plan for filing (.9); correspond with local counsel re same (.1); review, analyze plan re professional fees (.3); correspond with A. Salmen re same (.1).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050086588
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/15/23	Kelby Roth	6.80	Review, revise disclosure statement motion and exhibits (3.6); correspond with A. Wirtz, K&E team re same (.6); draft certification of counsel re disclosure statement motion (.4); correspond with A. Wirtz, K&E team re same (.2); telephone conference re solicitation procedures with KCC, A&M, and A. Wirtz (.5); prepare disclosure statement motion, exhibits, and certification of counsel for filing (1.5).
09/15/23	Alison Wirtz	3.40	Review and comment on plan, disclosure statement and DS order (1.3); conference and correspond with ArentFox team re same (.7); conference and correspond with King & Spalding re same (.3); conference and correspond with R. Shanken (.5) re liquidation analysis and underlying assumptions (.6).
09/16/23	Alison Wirtz	0.70	Correspond with S. Winters and K&E team re entry of DS Order and commencement of solicitation (.3); correspond with A&M team re draft liquidation analysis (.4).
09/17/23	Kelby Roth	1.80	Review, revise and compile solicitation materials.
09/18/23	Chris Ceresa	1.90	Review, analyze plan implementation issues (1.6); correspond with A. Wirtz, K&E team re same (.3).
09/18/23	Amila Golic	2.30	Revise disclosure statement for solicitation version (.5); revise liquidation analysis (1.6); correspond with A. Wirtz, K&E team, K&S, U.S. Trustee, ArentFox re same (.2).
09/18/23	Diana Heriford	1.00	Review, analyze plan (.6); revise same (.2); correspond with C. Ceresa re same (.1); correspond with A&M re disclosure statement hearing (.1).
09/18/23	Kelby Roth	3.70	Review, revise disclosure statement motion exhibits re solicitation packages (3.4); correspond with A. Wirtz, K&E team re same (.2); correspond with A. Wirtz, K&E team, KCC, lenders' counsel re solicitation (.1).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050086588
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/23	Alison Wirtz	3.50	Review and comment on liquidation analysis (1.1); correspond with A&M team re same (1.2); correspond with C. Ceresa and K. Roth re solicitation launch and required materials for same (1.2).
09/19/23	Chris Ceresa	2.90	Review, analyze plan implementation issues (2.6); correspond with A. Wirtz, K&E team re same (.3).
09/19/23	Susan D. Golden	0.50	Coordinate publication of combined DS/plan hearing notice.
09/19/23	Amila Golic	0.80	Revise disclosure statement (.7); correspond with A. Wirtz, K&E team re same (.1).
09/19/23	Kelby Roth	3.20	Review, revise disclosure statement exhibits (2.0); correspond with A. Wirtz, K&E team re same (.2); correspond with A. Wirtz, K&E team, KCC, lenders re noticing information, lender registries (.5); correspond and telephone conference with Committee counsel re Committee letter in support of chapter 11 plan (.3); follow up with A. Wirtz re same (.1); correspond with Klehr team re combined hearing notice filing (.1).
09/19/23	Alison Wirtz	3.00	Correspond with C. Ceresa and K. Roth, KCC team and lenders re solicitation mechanics (.4); review and comment on documentation re same (.7); review and comment on liquidation analysis (.8); conference and correspond with A&M team re same (1.1).
09/20/23	Chris Ceresa	2.20	Review, analyze plan implementation issues (1.9); correspond with A. Wirtz, K&E team re same (.3).
09/20/23	Susan D. Golden	1.00	Coordinate revisions to combined hearing notice for publication.
09/20/23	Amila Golic	1.20	Revise liquidation analysis (.7); prepare filing version of same (.3); correspond with A. Wirtz, K&E team re same (.2).
09/20/23	Diana Heriford	0.20	Review, analyze plan.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050086588
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/20/23	Kelby Roth	1.80	Correspond with S. Golden, K&E team re publication notice (.2); research precedent re publication notices (.4); review, revise publication notice (.3); correspond with Klehr team re exclusivity objection deadline (.2); correspond with KCC, lenders, C. Ceresa re solicitation versions of plan and disclosure statement, noticing information for lenders (.4); correspond with A&M, contract counterparty, C. Ceresa re contract counterparty inquiry (.3).
09/20/23	Alison Wirtz	2.10	Review and comment on solicitation versions of plan documents (.4); correspond with K. Roth and K&E team re publication notice (.2); review and comment on revised liquidation analysis (1.0); correspond with various parties re same (.5).
09/21/23	Alison Wirtz	0.30	Correspond with S. Winters and K&E team re entry of DS Order and commencement of solicitation.
09/22/23	Alison Wirtz	0.50	Correspond with KCC, S. Winters and K&E team re commencement of solicitation.
09/25/23	Alison Wirtz	1.10	Correspond with A&M re plan recoveries and outreach to DOJ.
09/26/23	Alison Wirtz	0.60	Correspond with DOJ and A&M re CFPB requests for plan settlement diligence.
09/28/23	Alison Wirtz	1.30	Correspond and conference with A&M team re plan recoveries analysis (.6); conference with Greenhill and A&M teams re same (.7).
Total		167.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086589

Client Matter: 47119-19

In the Matter of K&E Retention and Fee Matters

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 40,157.50

Total legal services rendered

\$ 40,157.50

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050086589
 Matter Number: 47119-19

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	2.00	1,245.00	2,490.00
Michael Y. Chan	1.50	365.00	547.50
Marta Dudyán	3.00	315.00	945.00
Paul Goldsmith	1.10	995.00	1,094.50
Amila Golic	12.00	995.00	11,940.00
Diana Heriford	2.50	885.00	2,212.50
Eric Nyberg	3.00	315.00	945.00
Robert Orren	3.00	570.00	1,710.00
Karra A. Puccia	1.90	885.00	1,681.50
Gabrielle Christine Reardon	1.10	885.00	973.50
Kelby Roth	1.00	885.00	885.00
Adrian Salmen	4.80	995.00	4,776.00
Michael A. Sloman	1.10	995.00	1,094.50
Luke Spangler	0.40	325.00	130.00
Spencer A. Winters	1.00	1,445.00	1,445.00
Alison Wirtz	5.30	1,375.00	7,287.50
TOTALS	44.70		\$ 40,157.50

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050086589
 Matter Number: 47119-19

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Amila Golic	1.90	Review and revise invoice for privilege and confidentiality.
09/01/23	Spencer A. Winters	0.50	Review, revise fee statement.
09/01/23	Alison Wirtz	0.20	Correspond with A. Golic re fee statement matters.
09/05/23	Amila Golic	0.10	Review and revise first monthly fee statement.
09/05/23	Alison Wirtz	0.30	Correspond with A. Golic and K&E team re filing monthly fee statement.
09/06/23	Amila Golic	2.10	Draft monthly fee statement (2.0); correspond with A. Wirtz re same (.1).
09/06/23	Alison Wirtz	0.70	Review and revise invoices per confidentiality and privilege (.5); correspond with A. Golic and K&E team re same (.2).
09/07/23	Amila Golic	2.20	Revise monthly fee application (1.6); correspond with A. Wirtz, K&E team, Klehr team re same (.6).
09/07/23	Robert Orren	0.10	Correspond with A. Golic re fee statement data.
09/07/23	Spencer A. Winters	0.50	Review, revise fee statement for filing.
09/07/23	Alison Wirtz	1.30	Review and comment on monthly fee statement (.8); review further revised draft re same (.2); correpond with A. Golic and K&E / Klehr team re same (.3).
09/08/23	Amila Golic	0.90	Correspond with A. Wirtz, K&E team re first monthly fee statement (.1); review and analyze August invoice for assignments re review for privilege and confidentiality (.8).
09/11/23	Amila Golic	1.70	Review and analyze issues re filing of supplemental declaration (.7); review and analyze conflicts memorandum (.6); correspond with A. Wirtz, K&E team, A&M re conflicts searches (.4).
09/11/23	Diana Heriford	2.20	Review and revise invoice for privilege and confidentiality considerations.
09/11/23	Robert Orren	2.90	Draft first interim fee application (1.9); retrieve appearances filed in bankruptcy case (.8); correspond with A. Golic re same (.2).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050086589
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/23	Amila Golic	0.20	Analyze issues re conflicts and supplemental declaration.
09/12/23	Adrian Salmen	0.20	Review, revise K&E invoice for privilege, confidentiality issues.
09/13/23	Paul Goldsmith	1.10	Review, revise K&E invoice re privilege and confidentiality issues.
09/13/23	Amila Golic	0.20	Correspond with A&M, A. Wirtz, K&E team re updated PII list.
09/13/23	Karra A. Puccia	1.90	Review, revise K&E invoice re privilege and confidentiality matters.
09/13/23	Gabrielle Christine Reardon	1.10	Review, revise K&E invoice re privilege and confidentiality issues.
09/13/23	Kelby Roth	1.00	Review, revise K&E invoice for privilege and confidentiality.
09/13/23	Adrian Salmen	2.60	Review, revise K&E invoice for privilege, confidentiality issues.
09/13/23	Michael A. Sloman	1.10	Review, revise K&E August invoice re confidentiality and privilege considerations.
09/14/23	Amila Golic	0.40	Correspond with billing re fee estimates.
09/14/23	Amila Golic	0.50	Review and revise invoice for privilege and confidentiality.
09/18/23	Amila Golic	0.40	Review and analyze issues re conflicts searches for supplemental declaration (.3); correspond with A. Wirtz, A&M re same (.1).
09/18/23	Alison Wirtz	0.20	Correspond with A. Golic re conflicts searches for supplemental declaration.
09/19/23	Chris Ceresa	0.60	Review, revise draft K&E fee statement re issues re confidentiality, privilege and compliance with U.S. Trustee guidelines.
09/20/23	Amila Golic	0.70	Review and analyze revised parties in interest list re conflicts issues.
09/21/23	Chris Ceresa	1.40	Review, revise draft K&E fee statement re issues re confidentiality, privilege and compliance with U.S. Trustee guidelines.
09/21/23	Michael Y. Chan	1.50	Analyze update for supplemental disclosure of creditors/entities.
09/21/23	Marta Dudyan	3.00	Organize and review supplemental disclosures relating to creditors/entities.
09/21/23	Amila Golic	0.20	Review and analyze conflicts results re revised parties in interest list.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050086589
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/23	Eric Nyberg	3.00	Analyze update for supplemental disclosure of creditors/entities.
09/25/23	Amila Golic	0.40	Review and analyze issues re conflicts reports (.2); correspond with A. Wirtz re same (.2).
09/25/23	Alison Wirtz	0.30	Correspond with A. Golic and K&E team re supplemental declaration in support of K&E retention and conflicts matters.
09/26/23	Amila Golic	0.10	Correspond with A. Wirtz, C. Ceresa re CNO re monthly fee statement.
09/27/23	Adrian Salmen	0.30	Correspond with A. Wirtz, A&M team re billing issues.
09/29/23	Diana Heriford	0.30	Review, analyze K&E potential conflicts.
09/29/23	Adrian Salmen	1.70	Conference with A. Wirtz re K&E retention (.4); coordinate conflicts review process (1.3).
09/29/23	Luke Spangler	0.40	Draft supplemental K&E retention declaration.
09/29/23	Alison Wirtz	2.30	Conference with A. Salmen and A. Golic re conflicts review for supplemental declaration (.4); review and revise invoice for confidentiality, privilege considerations (1.9).
Total		44.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086590

Client Matter: 47119-20

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 1,769.00

Total legal services rendered

\$ 1,769.00

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Non-K&E Retention and Fee Matters

Invoice Number: 1050086590
 Matter Number: 47119-20

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	1.20	1,245.00	1,494.00
Alison Wirtz	0.20	1,375.00	275.00
TOTALS	1.40		\$ 1,769.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Non-K&E Retention and Fee Matters

Invoice Number: 1050086590
Matter Number: 47119-20

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/11/23	Alison Wirtz	0.20	Correspond with Greenhill team re status of fee statements and interim fee applications.
09/26/23	Chris Ceresa	0.90	Review, analyze legal issues re professional fees escrow (.3); review, revise materials re same (.4); correspond with A. Salmen, advisors re issues re same (.2).
09/27/23	Chris Ceresa	0.30	Review, analyze legal issues re professional fees escrow (.2); correspond with A. Salmen, advisors re issues re same (.1).
Total		1.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086591

Client Matter: 47119-21

In the Matter of Tax Matters

For legal services rendered through September 30, 2023
(see attached Description of Legal Services for detail)

\$ 52,537.50

Total legal services rendered

\$ 52,537.50

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Tax Matters

Invoice Number: 1050086591
Matter Number: 47119-21

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thad W. Davis, P.C.	16.90	1,795.00	30,335.50
Keyan Norman	0.80	995.00	796.00
Alex Stephenson	22.60	935.00	21,131.00
Alison Wirtz	0.20	1,375.00	275.00
TOTALS	40.50		\$ 52,537.50

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Tax Matters

Invoice Number: 1050086591
 Matter Number: 47119-21

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Thad W. Davis, P.C.	1.80	Telephone conference with Company, A. Wirtz, K&E team re closing steps (.9); review and draft correspondence re same (.9).
09/01/23	Alex Stephenson	1.00	Participate in telephone conference re structure (.6); review structure slides (.3); draft entity list (.1).
09/05/23	Thad W. Davis, P.C.	1.90	Telephone conference with Company, Blue Torch and PwC re closing steps (.7); review and revise same (1.2).
09/05/23	Alex Stephenson	0.50	Participate in telephone conference re structure (.4); discuss same with T. Davis (.1).
09/06/23	Thad W. Davis, P.C.	1.80	Telephone conference with working group re closing steps (.6); meet with A. Stephenson re same (.5); research tax issues re same (.7).
09/06/23	Alex Stephenson	2.00	Participate in telephone conference re go-forward structure (.6); discuss same with T. Davis (.2); research re EINs (1.2).
09/07/23	Thad W. Davis, P.C.	0.30	Review and draft correspondence re transition services.
09/07/23	Alex Stephenson	0.70	Revise structure slides and entity list.
09/08/23	Thad W. Davis, P.C.	0.50	Telephone conference with Company and working group re closing steps and documentation.
09/08/23	Alex Stephenson	0.70	Participate in telephone conference re tax issues (.5); update structure slides (.2).
09/11/23	Thad W. Davis, P.C.	0.30	Review, analyze correspondence re closing steps.
09/11/23	Alex Stephenson	0.50	Review structure slides (.2); correspond with A. Wirtz, K&E team re forms 8832 (.3).
09/11/23	Alison Wirtz	0.20	Correspond with A. Stephenson and K&E team re tax forms and documentation re structuring.
09/12/23	Alex Stephenson	0.10	Correspond with T. Davis, K&E team re FIRPTA certificate and formation of entities.
09/13/23	Thad W. Davis, P.C.	1.00	Telephone conference with Company and working group re closing steps (.6); review and draft correspondence re same (.4).
09/13/23	Keyan Norman	0.80	Correspond with T. Davis, K&E team re tax issues re reorganization.

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Tax Matters

Invoice Number: 1050086591
 Matter Number: 47119-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/13/23	Alex Stephenson	2.80	Participate in conference call re tax issues (.5); discuss entity formation with T. Davis (.4); revise structure slides (.3); correspond with T. Davis, K&E team and Company re entity formation (.6); discuss same with M. Van Wagoner (.4); review, revise purchase agreements (.6).
09/14/23	Thad W. Davis, P.C.	2.00	Review and revise closing documents (.8); meet with A. Stephenson re same (.5); review and draft correspondence re same (.7).
09/14/23	Alex Stephenson	5.00	Review, revise formation documents (2.8); discuss structure with T. Davis (.5); correspond with T. Davis, K&E team re structure (.1); review, analyze credit agreements (1.1); review, analyze plan (.3); discuss structure with K. Norman (.2).
09/15/23	Thad W. Davis, P.C.	0.70	Review and draft correspondence re transaction steps and debt documents.
09/15/23	Alex Stephenson	3.50	Participate in telephone conference re tax issues (.4); update slides re same (1.3); discuss structure and closing with T. Davis, K&E team (1.0); draft IRS forms (.5); correspond re closing (.3).
09/18/23	Alex Stephenson	0.40	Discuss formation of entities with M. Van Wagoner (.1); review, analyze structure and formation documents (.3).
09/19/23	Thad W. Davis, P.C.	0.20	Review and draft correspondence re closing steps.
09/19/23	Alex Stephenson	0.40	Correspond with Klehr team T. Davis, K&E team re structure and formation of entities (.3); review, revise structure slides (.1).
09/20/23	Thad W. Davis, P.C.	1.60	Telephone conference with Company and A. Stephenson, K&E team re closing steps (.5); review and draft correspondence re same (1.1).
09/20/23	Alex Stephenson	1.00	Participate in telephone conference re go-forward planning (.6); discuss same with T. Davis (.1); correspond with T. Davis re entity formation (.3).
09/21/23	Thad W. Davis, P.C.	1.40	Review and draft correspondence re closing steps (1.2); meet with A. Stephenson re same (.2).

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Tax Matters

Invoice Number: 1050086591
 Matter Number: 47119-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/23	Alex Stephenson	1.60	Discuss entity formation with T. Davis, M. Van Wagoner, K. Norman (1.2); review structure slides (.2); revise form 8832 (.2).
09/22/23	Thad W. Davis, P.C.	1.80	Telephone conference with Company and working group re closing steps (.5); review and revise transition services agreement (.9); review and draft correspondence re same (.4).
09/22/23	Alex Stephenson	0.80	Participate in telephone conference (.5); review structure slides (.2); correspond with T. Davis, K&E team re steps (.1).
09/25/23	Thad W. Davis, P.C.	0.10	Review, analyze correspondence re tax issues.
09/25/23	Alex Stephenson	0.10	Correspond with T. Davis, K&E team re closing.
09/27/23	Thad W. Davis, P.C.	1.30	Telephone conference with Company re tax issues (.4); review and draft correspondence re closing steps (.9).
09/27/23	Alex Stephenson	1.40	Review, revise structure slides (.2); correspond with T. Davis, K&E team re direction letters (.4); discuss same with T. Davis (.1); review, analyze formation documents (.3); participate in telephone conference with J. Hartley, R. Hall and T. Davis (.4).
09/28/23	Thad W. Davis, P.C.	0.20	Review, analyze correspondence re closing steps.
09/29/23	Alex Stephenson	0.10	Review, analyze IRS forms.
Total		40.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088279

Client Matter: 47119-3

In the Matter of Adversary Proceeding & Contested Matter

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 3,595.00

Total legal services rendered

\$ 3,595.00

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050088279
 Matter Number: 47119-3

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Casey McGushin	0.50	1,415.00	707.50
Alison Wirtz	2.10	1,375.00	2,887.50
TOTALS	2.60		\$ 3,595.00

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Adversary Proceeding & Contested Matter

Invoice Number: 1050088279
 Matter Number: 47119-3

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/19/23	Alison Wirtz	0.60	Conference with Holland & Hart and Klehr Harrison teams re status of WARN briefing, upcoming filings and plan status.
10/20/23	Casey McGushin	0.50	Review and analyze filings in adversary proceeding.
10/27/23	Alison Wirtz	1.20	Review and comment on reply re motion for summary judgment (.9); correspond with E. Tejada and C. Ceresa re same (.3).
10/31/23	Alison Wirtz	0.30	Correspond with S. Winters, ArentFox team re WARN settlement negotiations.
Total		2.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088280

Client Matter: 47119-5

In the Matter of Business Operations

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 10,502.50

Total legal services rendered

\$ 10,502.50

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Business Operations

Invoice Number: 1050088280
Matter Number: 47119-5

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	7.00	1,245.00	8,715.00
Alison Wirtz	1.30	1,375.00	1,787.50
TOTALS	8.30		\$ 10,502.50

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Business Operations

Invoice Number: 1050088280
 Matter Number: 47119-5

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/03/23	Chris Ceresa	1.40	Review and analyze legal issues re materials re compliance with CFPB order (.8); correspond with A. Wirtz, K&E team, advisors re same (.6).
10/05/23	Alison Wirtz	1.10	Conference with S. Winters re ongoing compliance with CFPB orders (.3); correspond with L. Tanner re same (.8).
10/06/23	Chris Ceresa	2.20	Review and revise materials re compliance with CFPB settlement order (1.4); correspond with advisors, A. Wirtz, K&E team, Company re legal issues re same (.8).
10/09/23	Chris Ceresa	0.20	Correspond with A. Wirtz, K&E team, advisors re documents for production re CFPB agreed order.
10/10/23	Chris Ceresa	0.70	Review documents for production to DOJ in compliance with CFPB agreed settlement order (.4); correspond with A. Wirtz, K&E team, advisors, Company re same (.3).
10/11/23	Chris Ceresa	2.50	Review and revise documents for production in compliance with CFPB agreed order (1.7); analyze legal issues re same (.4); correspond with A. Wirtz, K&E team, advisors, Company re same (.4).
10/16/23	Alison Wirtz	0.20	Correspond with L. Tanner re litigation matters.
Total		8.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088281

Client Matter: 47119-6

In the Matter of Case Administration

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 5,874.00

Total legal services rendered

\$ 5,874.00

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Case Administration

Invoice Number: 1050088281
Matter Number: 47119-6

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.80	1,245.00	996.00
Diana Heriford	0.40	885.00	354.00
Robert Orren	1.50	570.00	855.00
Luke Spangler	0.30	325.00	97.50
Josh Sussberg, P.C.	0.20	2,045.00	409.00
Alison Wirtz	2.30	1,375.00	3,162.50
TOTALS	5.50		\$ 5,874.00

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050088281
 Matter Number: 47119-6

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/02/23	Luke Spangler	0.20	Circulate calendar reminders of case key dates and deadlines to A. Donahue, K&E team.
10/02/23	Alison Wirtz	0.20	Correspond with L. Spangler and K. Roth re upcoming key dates and deadlines for cases.
10/04/23	Diana Heriford	0.40	Revise work in process summary (.2); correspond with A. Wirtz, K&E team re same (.2).
10/04/23	Alison Wirtz	0.70	Conference with S. Winters on open items, next steps on plan and post-closing sale items (.4); correspond with C. Ceresa and K&E team re same (.3).
10/05/23	Luke Spangler	0.10	Compile sale orders and distribute to A. Wirtz.
10/05/23	Alison Wirtz	0.60	Conference with Klehr team re status of plan and other case documents and next steps.
10/09/23	Alison Wirtz	0.80	Correspond with C. Ceresa re the status of various workstreams, including post-closing contract matters (.3); correspond with K&E team re status, next steps (.5).
10/12/23	Chris Ceresa	0.80	Telephone conference with A. Wirtz re outstanding case issues.
10/12/23	Josh Sussberg, P.C.	0.10	Correspond with S. Winters re case status.
10/21/23	Josh Sussberg, P.C.	0.10	Telephone conference with S. Winters re case status.
10/26/23	Robert Orren	0.60	Correspond with L. Spangler and C. Ceresa re appearance registrations for Oct. 27 status conference (.2); register attorney appearances re same (.2); prepare telephonic conference re same (.2).
10/27/23	Robert Orren	0.90	Prepare telephone conference for status conference re confirmation (.5); monitor same (.4).
Total		5.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088282

Client Matter: 47119-7

In the Matter of Cash Management and DIP Financing

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 346.50

Total legal services rendered

\$ 346.50

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Cash Management and DIP Financing

Invoice Number: 1050088282
Matter Number: 47119-7

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Sean Magill	0.30	1,155.00	346.50
TOTALS	0.30		\$ 346.50

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Cash Management and DIP Financing

Invoice Number: 1050088282
Matter Number: 47119-7

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/03/23	Sean Magill	0.30	Review, analyze, prepare closing set of loan documents.
Total		0.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088283

Client Matter: 47119-9

In the Matter of Claims Administration and Objections

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 514.50

Total legal services rendered

\$ 514.50

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Claims Administration and Objections

Invoice Number: 1050088283
 Matter Number: 47119-9

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.20	1,245.00	249.00
Diana Heriford	0.30	885.00	265.50
TOTALS	0.50		\$ 514.50

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Claims Administration and Objections

Invoice Number: 1050088283
Matter Number: 47119-9

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/02/23	Chris Ceresa	0.20	Correspond with D. Heriford re party in interest inquiry.
10/02/23	Diana Heriford	0.10	Correspond with C. Ceresa re creditor inquiry.
10/06/23	Diana Heriford	0.20	Correspond with C. Ceresa re creditor inquiry.
Total		0.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088284

Client Matter: 47119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 15,491.00

Total legal services rendered

\$ 15,491.00

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050088284
 Matter Number: 47119-11

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Carolyn Aiken	0.20	1,545.00	309.00
Chris Ceresa	3.60	1,245.00	4,482.00
Andrea Chacin	0.70	485.00	339.50
Keyan Norman	1.90	995.00	1,890.50
Karra A. Puccia	2.20	885.00	1,947.00
Gabrielle Christine Reardon	0.30	885.00	265.50
Kelby Roth	1.20	885.00	1,062.00
Matthew J. Van Wagoner	2.70	1,295.00	3,496.50
Spencer A. Winters	0.70	1,445.00	1,011.50
Alison Wirtz	0.50	1,375.00	687.50
TOTALS	14.00		\$ 15,491.00

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050088284
 Matter Number: 47119-11

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/23	Matthew J. Van Wagoner	1.70	Analyze G-reorg documents (.6); revise checklist and closing folders (1.1).
10/02/23	Alison Wirtz	0.30	Correspond with C. Ceresa and K&E team re sale closing documents, post-closing items and requests from company.
10/03/23	Carolyn Aiken	0.20	Review and analyze diligence questions re exit financing.
10/03/23	Keyan Norman	0.80	Compile and send executed sale documents to PGX.
10/03/23	Karra A. Puccia	0.20	Draft correspondence re Google cure objection.
10/03/23	Kelby Roth	0.10	Correspond with A&M re Equifax cure and follow up with Equifax counsel re same.
10/03/23	Matthew J. Van Wagoner	1.00	Correspond with A. Wirtz, K&E restructuring team re applicable closing documents (.3); correspond with T. Davis, K&E team re tax filings and accuracy (.7).
10/03/23	Alison Wirtz	0.20	Correspond with K&E corporate team re closing documentation for sale.
10/04/23	Keyan Norman	0.80	Review and analyze outstanding issues re sale closing.
10/05/23	Chris Ceresa	0.80	Correspond with advisors, A. Wirtz, K. Puccia, K&E team re post-sale open items.
10/05/23	Karra A. Puccia	1.00	Review and analyze bid procedures, sale orders and APA re response deadlines.
10/05/23	Karra A. Puccia	0.20	Correspond with counsel re Google sale/cure objection re cure reconciliation.
10/05/23	Kelby Roth	1.10	Correspond and telephone conference with C. Ceresa re Equifax informal objection (.2); telephone conference with Equifax counsel re same (.1); draft proposed response to counsel re same (.6); correspond with C. Ceresa re same (.2).
10/08/23	Karra A. Puccia	0.80	Revise summary re cure issues re sale.
10/08/23	Gabrielle Christine Reardon	0.20	Correspond with K. Puccia re sale objection tracker.
10/10/23	Chris Ceresa	0.50	Correspond with Company, advisors, counsel re open contract issues re sale.

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050088284
 Matter Number: 47119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/10/23	Gabrielle Christine Reardon	0.10	Correspond with A&M re outstanding cure objections re sales.
10/10/23	Spencer A. Winters	0.70	Review, analyze post closing issues (.4); correspond and telephone conference with A. Wirtz re same (.3).
10/16/23	Keyan Norman	0.30	Correspond with A. Chacin re PGX request for certificate of good standing.
10/17/23	Chris Ceresa	1.00	Review, analyze post-sale issues (.7); draft notes re same (.3).
10/17/23	Andrea Chacin	0.70	Request good standing certificates for 2 entities (.5); correspond with K. Norman re same (.2).
10/18/23	Chris Ceresa	0.30	Review, analyze post-sale issues.
10/19/23	Chris Ceresa	0.20	Review and analyze post-sale issues.
10/26/23	Chris Ceresa	0.60	Review, analyze contract, sale issues with certain vendor (.4); correspond with Company re same (.2).
10/30/23	Chris Ceresa	0.20	Correspond with Company re sale implementation issue.
Total		14.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088285

Client Matter: 47119-12

In the Matter of Corp. Governance & Securities Matters

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 17,678.00

Total legal services rendered

\$ 17,678.00

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Corp. Governance & Securities Matters

Invoice Number: 1050088285
Matter Number: 47119-12

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	3.50	1,245.00	4,357.50
Diana Heriford	2.60	885.00	2,301.00
Nikita Mathur	6.20	735.00	4,557.00
Alison Wirtz	4.70	1,375.00	6,462.50
TOTALS	17.00		\$ 17,678.00

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Corp. Governance & Securities Matters

Invoice Number: 1050088285
 Matter Number: 47119-12

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/23	Alison Wirtz	0.10	Correspond with C. Ceresa re board minutes.
10/19/23	Alison Wirtz	0.10	Correspond with S. Winters and C. Wallace re board meeting for debtors.
10/20/23	Chris Ceresa	0.20	Review and analyze corporate issues.
10/21/23	Alison Wirtz	0.20	Correspond with S. Winters, creditors' counsel re board composition and plan confirmation.
10/22/23	Alison Wirtz	0.20	Correspond with lenders re board composition and resignation.
10/23/23	Chris Ceresa	0.40	Correspond with Company re legal issues re upcoming board meeting.
10/23/23	Alison Wirtz	0.20	Correspond with C. Ceresa re upcoming board meetings and materials for same.
10/25/23	Chris Ceresa	1.50	Correspond with Company, A. Wirtz, K&E team re open matters re upcoming board meeting (.6); review, analyze proposed board materials re same (.3); draft notes re Lexington board meeting and attend same (.6).
10/25/23	Nikita Mathur	0.80	Conference with C. Ceresa re board minutes (.2); draft board minutes (.6).
10/25/23	Alison Wirtz	2.10	Correspond with Company, C. Ceresa re board materials for Lexington Law board meeting (1.2); prepare for and attend Lexington Law Board Meeting (.6); correspond with S. Winters and C. Ceresa re same (.3).
10/26/23	Chris Ceresa	0.50	Draft notes re PGX board meeting and attend same.
10/26/23	Nikita Mathur	1.20	Draft board meeting minutes.
10/26/23	Alison Wirtz	0.70	Attend PGX Board meeting (.4); correspond with C. Ceresa re same (.3).
10/27/23	Chris Ceresa	0.90	Correspond with A. Wirtz, N. Mathur re board meeting minutes.

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Corp. Governance & Securities Matters

Invoice Number: 1050088285
 Matter Number: 47119-12

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/27/23	Diana Heriford	2.60	Correspond with C. Ceresa re board letter of resignation (.4); review, analyze precedent re same (.6); draft board letter of resignation (.6); review, analyze same (.2); correspond with A. Wirtz re same (.1); review, analyze board resolutions, corporate documents (.4); revise board letter of resignation (.2); correspond with S. Winters re same (.1).
10/27/23	Nikita Mathur	1.10	Draft minutes from board meeting.
10/27/23	Alison Wirtz	0.40	Review and comment on draft resignation letter and correspond with PGX team re same.
10/28/23	Alison Wirtz	0.30	Correspond with lenders re board composition and governance matters.
10/29/23	Nikita Mathur	0.20	Draft, revise board minutes.
10/30/23	Nikita Mathur	0.40	Revise October board minutes.
10/30/23	Alison Wirtz	0.40	Correspond with Company and S. Cervinka re board resignation.
10/31/23	Nikita Mathur	2.50	Draft, revise board minutes (2.0); correspond with C. Ceresa re same (.5).
Total		17.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088286

Client Matter: 47119-13

In the Matter of Employee Matters

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 1,572.00

Total legal services rendered

\$ 1,572.00

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Employee Matters

Invoice Number: 1050088286
Matter Number: 47119-13

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.60	1,245.00	747.00
Alison Wirtz	0.60	1,375.00	825.00
TOTALS	1.20		\$ 1,572.00

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Employee Matters

Invoice Number: 1050088286
 Matter Number: 47119-13

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/03/23	Alison Wirtz	0.30	Correspond with J. Hartley and S. Winters re non-insider bonus payments and related employee matters.
10/04/23	Alison Wirtz	0.30	Conference with J. Hartley on non-insider bonus and employee-related matters.
10/13/23	Chris Ceresa	0.30	Correspond with A. Wirtz, K&E team, company, counsel re non-insider incentive and retention issues.
10/17/23	Chris Ceresa	0.30	Correspond with A. Wirtz, K&E team re compliance with orders re non-insider bonus payments.
Total		1.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088287

Client Matter: 47119-16

In the Matter of Hearings

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 1,650.00

Total legal services rendered

\$ 1,650.00

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Hearings

Invoice Number: 1050088287
Matter Number: 47119-16

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy Donahue	0.50	480.00	240.00
Spencer A. Winters	0.50	1,445.00	722.50
Alison Wirtz	0.50	1,375.00	687.50
TOTALS	1.50		\$ 1,650.00

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Hearings

Invoice Number: 1050088287
Matter Number: 47119-16

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/27/23	Amy Donahue	0.50	Attend PGX confirmation status conference.
10/27/23	Spencer A. Winters	0.50	Attend status conference.
10/27/23	Alison Wirtz	0.50	Attend status conference.
Total		1.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088288

Client Matter: 47119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 622.50

Total legal services rendered

\$ 622.50

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Insurance and Surety Matters

Invoice Number: 1050088288
Matter Number: 47119-17

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.50	1,245.00	622.50
TOTALS	0.50		\$ 622.50

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Insurance and Surety Matters

Invoice Number: 1050088288
Matter Number: 47119-17

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/05/23	Chris Ceresa	0.20	Correspond with Company, A. Wirtz, Klehr team, counsel re open issues re surety bonds.
10/06/23	Chris Ceresa	0.30	Correspond with Company, A. Wirtz, Klehr team, counsel re legal issues re surety bonds.
Total		0.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088289

Client Matter: 47119-18

In the Matter of Disclosure Statement, Plan Confirmation

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 263,043.00

Total legal services rendered

\$ 263,043.00

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050088289
 Matter Number: 47119-18

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	56.20	1,245.00	69,969.00
Amy Donahue	3.90	480.00	1,872.00
Nikita Mathur	11.40	735.00	8,379.00
Casey McGushin	4.30	1,415.00	6,084.50
Robert Orren	1.70	570.00	969.00
Kelby Roth	0.50	885.00	442.50
Adrian Salmen	17.70	995.00	17,611.50
Luke Spangler	1.60	325.00	520.00
Josh Sussberg, P.C.	0.40	2,045.00	818.00
Daniel Wachenfeld	27.30	735.00	20,065.50
Allie Wendell	1.20	325.00	390.00
Spencer A. Winters	24.60	1,445.00	35,547.00
Alison Wirtz	73.00	1,375.00	100,375.00
TOTALS	223.80		\$ 263,043.00

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050088289
 Matter Number: 47119-18

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/02/23	Alison Wirtz	0.80	Correspond with Klehr team re plan documentation (.1); correspond with Company team re sources of plan consideration (.7).
10/03/23	Alison Wirtz	1.00	Correspond with C. Ceresa and K&E team re documents related to CFPB plan settlement and related diligence (.5); conference with lenders' counsel re same (.2); correspond with UST and Committee counsel re status of Plan and possible WARN settlement negotiations (.3).
10/04/23	Chris Ceresa	0.20	Correspond with A. Wirtz, K&E team re plan administrator agreement.
10/04/23	Nikita Mathur	0.50	Research plan administrator agreement precedents.
10/04/23	Daniel Wachenfeld	0.80	Research plan administrator agreements.
10/04/23	Alison Wirtz	1.70	Conference with A&M, Greenhill team re discussions with the CFPB re plan recoveries and analysis (.8); correspond with same re further analysis and materials (.6); correspond with M. Henry re plan administrator and related documentation (.3).
10/05/23	Nikita Mathur	2.10	Research plan administrator agreement precedents.
10/05/23	Daniel Wachenfeld	1.40	Research precedent for third party plan administrator agreements.
10/05/23	Alison Wirtz	1.30	Correspond with C. Ceresa. A&M and Greenhill teams re plan recovery analysis, diligence and outreach to CFPB (.8); review and analyze issues re same (.5).
10/06/23	Alison Wirtz	1.30	Review and analyze materials for CFPB re plan recoveries and other settlement diligence (1.1); correspond with C. Ceresa and A&M team re same (.2).
10/08/23	Alison Wirtz	0.60	Review and comment on materials summarizing plan recoveries (.4); correspond with A&M and Greenhill teams re same (.2).

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050088289
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/09/23	Spencer A. Winters	1.30	Review and analyze post-closing issues (.4); correspond and telephone conferences with A. Wirtz, K&E team re same (.4); prepare for and attend telephone conference with A&M re same (.5).
10/09/23	Alison Wirtz	0.50	Conference with S. Winters and A&M team re plan confirmation matters, post-closing sale matters, and status.
10/10/23	Chris Ceresa	0.70	Review, revise creditor trust agreement (.2); review, analyze issues re plan supplement and DS order (.3); correspond with A., Wirtz, K&E team, advisors, Klehr team re same (.2).
10/10/23	Alison Wirtz	2.40	Conference and correspond with S. Winters re plan, WARN negotiations, and voting matters (.4); conference with King & Spalding re voting and plan supplement documentation (.3); conference and correspond with Committee counsel re status of WARN negotiations and plan supplement documentation (.4); correspond with A&M and Greenhill teams re plan recoveries (.2); conference with Klehr team re plan matters, status, and next steps (.7); correspond with Klehr team re same (.4).
10/11/23	Amy Donahue	0.40	Pull Confirmation brief, order, and declaration precedent for A. Wirtz.
10/11/23	Alison Wirtz	0.90	Review and analyze precedent plan documentation (.3); correspond with K&E team re same (.1); correspond with UST, Klehr team re plan comments (.3); review and analyze same (.2).
10/12/23	Chris Ceresa	3.40	Review, revise creditor trust agreement (2.1); analyze legal issues re same (.9); correspond with A. Wirtz, K&E team re same (.4).
10/12/23	Spencer A. Winters	0.60	Review and analyze plan issues (.3); prepare for and attend telephone conference with DOJ re same (.3).
10/12/23	Alison Wirtz	1.20	Prepare for and attend call with DOJ and S. Winters re plan recoveries (.5); conference and correspond with Klehr team re plan supplement and other documents (.4); correspond with advisors and K&E team re plan documents, supplement, and voting matters (.3).

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050088289
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/13/23	Chris Ceresa	5.50	Review, revise draft creditor trust agreement (3.2); review, analyze legal issues re plan supplement and DS order terms (.9); correspond with A., Wirtz, K&E team, advisors, Klehr team re same (1.4).
10/13/23	Amy Donahue	3.50	Draft and revise confirmation brief and confirmation declaration.
10/13/23	Luke Spangler	1.60	Draft confirmation order, distribute to A. Wirtz.
10/13/23	Spencer A. Winters	0.50	Review and analyze issues re plan supplement and case strategy.
10/13/23	Alison Wirtz	1.90	Conference and correspond with S. Winters re status of plan supplement and related documents (.3); conference with lenders, Committee and Klehr team re plan supplement documentation (.4); review and comment on plan supplement documents (.6); correspond with C. Ceresa re same (.2); review confirmation documents (.4).
10/16/23	Chris Ceresa	1.20	Review, analyze legal issues re confirmation order, plan, and evidence (.7); correspond with A. Wirtz, K&E team, Klehr team re same (.2); review, revise confirmation docs re same (.3).
10/16/23	Alison Wirtz	2.90	Correspond with A&M and Greenhill team re plan recoveries follow up (.2); correspond with C. Ceresa re surety matters and plan confirmation (.4); review and comment on confirmation order, brief, and declaration (2.3).
10/17/23	Spencer A. Winters	2.70	Review and analyze U.S. Trustee comments to plan (.7); review and revise same (.5); correspond and telephone conferences with A. Wirtz, K&E team re same (1.5).
10/17/23	Alison Wirtz	3.10	Conference and correspond with S. Winters re UST comments and revisions to plan (.7); review and revise plan re same (1.2); correspond with Klehr team re same (.3); correspond with S. Winters and K&E team re plan-related matters (.9).
10/18/23	Chris Ceresa	0.30	Review, analyze legal issues re confirmation order, plan, and evidence.

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050088289
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/18/23	Josh Sussberg, P.C.	0.20	Review and analyze comments to plan and status and correspond with A. Wirtz and K&E team re same.
10/18/23	Spencer A. Winters	1.10	Review and revise chapter 11 plan (.5); review and analyze confirmation issues (.6).
10/18/23	Alison Wirtz	3.00	Correspond with S. Winters and K&E team re UST comments to chapter 11 plan and related issues (.4); prepare for and attend conference with UST and Klehr Harrison team re plan (.7); conference with Klehr team re same (.4); review and revise plan (1.2); correspond with Lenders' counsel re voting (.3).
10/19/23	Chris Ceresa	3.50	Review, analyze legal issues re confirmation order, plan and evidence (.8); correspond with A. Wirtz, K&E team, Klehr team re same (.4); review, revise docs re same (2.3).
10/19/23	Alison Wirtz	3.20	Review and comment on plan and confirmation order language from CFPB (.5); review and comment on confirmation order (1.5); correspond with C. Ceresa re plan and confirmation documentation (.4); correspond and conference with C. Wallace and King & Spalding team re voting (.8).
10/20/23	Chris Ceresa	4.10	Review, analyze legal issues re confirmation order, plan, and evidence (.6); correspond with A. Wirtz, K&E team re same (.3); review, revise docs re same (3.2).
10/20/23	Casey McGushin	0.80	Review and analyze objection to confirmation.
10/20/23	Kelby Roth	0.50	Review, analyze disclosure statement order re claim submission requirements (.3); correspond with A. Wirtz, C. Ceresa re same (.2).
10/20/23	Josh Sussberg, P.C.	0.10	Correspond with A. Wirtz re WARN claim and plan confirmation.

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050088289
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/20/23	Alison Wirtz	5.40	Review and analyze WARN objection (.5); review and analyze caselaw re same (1.5); conference and correspond with S. Winters re same (.4); correspond and conference with C. McGushin, K&E team and Klehr re WARN objection (.5); review and comment on plan and confirmation order per comments from CFPB (.6); correspond and conference with King & Spalding re voting matters (.7); review and comment on confirmation order and declarations in support of confirmation (1.2).
10/21/23	Chris Ceresa	0.60	Correspond with A. Wirtz, K&E and Klehr teams re legal issues re confirmation.
10/21/23	Casey McGushin	1.40	Telephone conference with S. Winters, K&E team and local counsel re confirmation hearing (1.0); review and analyze confirmation brief and related transcript in preparation for confirmation hearing (.4).
10/21/23	Adrian Salmen	5.20	Conference with A. Wirtz, D. Wachenfeld re plan confirmation issues (.4); research re feasibility inquiry (3.6); correspond with D. Wachenfeld re same (.5); review, revise summary re same (.7).
10/21/23	Daniel Wachenfeld	6.70	Research issues related to plan feasibility in context of pending litigation (3.9); draft, review, revise summary re same (2.4); correspond with A. Salmen re same (.4).
10/21/23	Spencer A. Winters	2.10	Review and analyze WARN objection to plan (.4); prepare for and attend telephone conference with Holland & Hart, Klehr re same (.5); review and analyze issues re same, plan confirmation (.6); correspond and telephone conferences with A. Wirtz, K&E team re same (.6).
10/21/23	Alison Wirtz	3.90	Conference with Holland & Hart, Klehr and S. Winters re WARN objection to plan and next steps (.5); conference with S. Winters re same (.4); conference and correspond with C. Ceresa, A. Salmen and D. Wachenfeld re plan research (.4); review and comment on confirmation brief (1.2); review and analyze plan research summaries re feasibility (1.4).

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050088289
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/22/23	Adrian Salmen	2.10	Correspond with D. Wachenfeld, K&E team re confirmation brief (.3); review, revise same (1.8).
10/22/23	Daniel Wachenfeld	1.70	Draft, revise portions of confirmation brief.
10/22/23	Spencer A. Winters	1.70	Prepare for and attend telephone conference with counsel to WARN objector re settlement (.5); review and analyze issues re confirmation (.7); correspond and telephone conferences with A. Wirtz, K&E team re same (.5).
10/22/23	Alison Wirtz	9.20	Conference with WARN Claimants' counsel, S. Winters and E. Tejada re settlement (.5); review and comment on confirmation brief (3.3); review and analyze caselaw re same (3.4).; conference with P. Feeney re plan modifications (.6); correspond with K&E, A&M and Klehr teams re status and next steps (1.4).
10/23/23	Chris Ceresa	9.90	Draft, review, revise confirmation order, plan confirmation brief, Company declaration, voting declaration, advisor declaration (3.9); further review and revise same (3.9); review, analyze legal issues re same (1.7); correspond and telephone conference with A. Wirtz, K&E and Klehr teams re same (.4).
10/23/23	Nikita Mathur	5.30	Revise A&M declaration re best interests (3.6); review and analyze liquidation analysis for declaration (1.0); correspond with A. Salmen, C. Ceresa, A&M team re same (.7).
10/23/23	Casey McGushin	1.50	Review and revise draft declarations in support of confirmation.
10/23/23	Adrian Salmen	2.40	Review, revise confirmation brief (.5); correspond with D. Wachenfeld re same, confirmation presentation (.3); correspond with D. Wachenfeld, K&E team re confirmation documents (.5); review, revise declaration ISO confirmation (1.1).
10/23/23	Daniel Wachenfeld	3.00	Research plan feasibility re ongoing litigation (2.1); draft summary re same (.9).
10/23/23	Daniel Wachenfeld	3.00	Draft confirmation hearing presentation.
10/23/23	Spencer A. Winters	2.90	Review and analyze issues re confirmation (.9); review and revise confirmation brief (1.5); correspond and telephone conferences with A. Wirtz, working group re same (.5).

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050088289
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/23/23	Alison Wirtz	8.40	Conference with management and A&M teams re status, next steps for plan confirmation (.5); correspond and conference with S. Winters, advisors re same (1.2); conference with Klehr Harrison team and C. Ceresa re status of confirmation documentation and related research for confirmation brief (.4); correspond and conference with N. Mathur and K&E team re A&M declaration (.4); review and comment on confirmation brief, order, and declarations re same (3.6); review and analyze caselaw re same (2.3).
10/24/23	Chris Ceresa	12.90	Draft, review, revise confirmation order, plan confirmation brief, Company declaration, voting declaration, advisor declaration (2.9); further review and revise same (2.9); further review, revise same (2.9); review, analyze legal issues re same (3.1); correspond and telephone conference with A. Wirtz, K&E and Klehr teams re same (1.1).
10/24/23	Nikita Mathur	3.50	Revise declaration re liquidation analysis and feasibility (3.2); correspond with C. Ceresa, A. Salmen, A&M team re same (.3).
10/24/23	Robert Orren	0.50	Correspond with C. Ceresa and A. Wendell re cite checking of confirmation brief.
10/24/23	Adrian Salmen	2.00	Correspond with N. Mathur re declaration ISO confirmation (.9); review, revise same (1.1).
10/24/23	Allie Wendell	1.20	Cite check confirmation brief.
10/24/23	Spencer A. Winters	1.90	Review and analyze confirmation issues (.7); review and analyze confirmation brief and declarations for filing (.6); correspond and telephone conferences with A. Wirtz, working group re same (.6).

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050088289
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/24/23	Alison Wirtz	9.40	Review and comment on revised confirmation brief and declarations in support of confirmation (4.1); conference with M. Henry re same (.4); conferences with C. Ceresa and K&E team re revisions to same (.8); correspond with C. Ceresa re revisions to confirmation order (.4); review and analyze same (1.1); conference and correspond with Committee re revisions to Plan (.9); conference with S. Winters re status, revisions to confirmation documents (.4); correspond with UST and Committee counsel re revisions to plan (.8); conference with Klehr team re filings (.5).
10/25/23	Chris Ceresa	3.60	Draft, review, revise confirmation order, plan Company declaration, advisor declaration (3.2); correspond and telephone conference with A. Wirtz, K&E and Klehr teams re same (.4).
10/25/23	Casey McGushin	0.60	Review and revise confirmation filings.
10/25/23	Adrian Salmen	2.20	Review, revise confirmation presentation (1.4); correspond with D. Wachenfeld re same (.6); coordinate confirmation hearing communication (.2).
10/25/23	Adrian Salmen	0.20	Coordinate confirmation hearing communication.
10/25/23	Daniel Wachenfeld	4.80	Draft, revise confirmation hearing presentation (3.9); correspond with C. Ceresa, K&E team re same (.9).
10/25/23	Spencer A. Winters	2.60	Prepare for and attend portions of Lexington Law board meeting (.4); review and analyze issues re plan confirmation (.9); correspond and telephone conferences with A. Wirtz, working group re same (.8); prepare for and attend telephone conference with counsel to WARN objector re settlement (.5).
10/25/23	Alison Wirtz	2.80	Conference with WARN claimants' counsel, S. Winters and E. Tejada re settlement (.5); correspond and conference with S. Winters and C. Ceresa re plan confirmation issues and analysis (.9); review and comment on confirmation-related documents (.5); correspond with various parties re confirmation hearing adjournment and status conference (.9).

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050088289
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/26/23	Chris Ceresa	5.70	Review, revise confirmation order (3.9); analyze legal issues re confirmation objection (1.1); correspond and telephone conference with A. Wirtz, K&E team, Klehr team re same (.7).
10/26/23	Adrian Salmen	3.60	Correspond with D. Wachenfeld re confirmation case law (.6); review, revise research re WARN claims (1.9); review, analyze filings re past financings (.9); correspond with C. Ceresa, K&E team, re same (.2).
10/26/23	Josh Sussberg, P.C.	0.10	Correspond with S. Winters re confirmation status and WARN claims.
10/26/23	Daniel Wachenfeld	5.90	Draft summary of distinguishable issues re confirmation status conference (3.1); research materials re same (1.9); conference with C. Ceresa and A. Wirtz re same (.9).
10/26/23	Spencer A. Winters	4.00	Draft talking points for status conference (1.3); prepare for same (1.1); correspond and conferences with A. Wirtz, working group re same (.6); prepare for and attend telephone conference with UCC counsel re same (.5); prepare for and attend PGX board meeting (.5).
10/26/23	Alison Wirtz	5.90	Conference and correspond with S. Winters re status, preparation for confirmation and status conference (.3); correspond with advisor teams re same (.4); review and comment on summary of recent cases and distinguishable facts (.8); conference and correspond with C. Ceresa and K&E team re same (.9); conference with S. Winters, counsel to the Committee re strategies for status conference (.6); conference with A&M team re same (.5); review and comment on agenda and related filings (.3); review and analyze case law re WARN claims (2.1).
10/27/23	Chris Ceresa	4.20	Review, revise confirmation order (2.9); review, analyze legal issues re confirmation and objection thereto (.7); correspond and telephone conference with A. Wirtz, K&E and Klehr teams re same (.6).
10/27/23	Robert Orren	1.20	Retrieve precedent re WARN settlement (.9); correspond with C. Ceresa re same (.3).

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050088289
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/27/23	Spencer A. Winters	2.40	Prepare for status conference (2.0); review and analyze follow up issues re same (.4).
10/27/23	Alison Wirtz	1.60	Conference with S. Winters re WARN settlement and next steps following status conference (.3); correspond with C. McGushin, K&E team and advisors re next steps and plan confirmation (.4); conference and correspond with management team, lenders and Committee re status and next steps re possible settlement (.9).
10/30/23	Chris Ceresa	0.40	Review, revise pleadings re WARN issues.
10/30/23	Spencer A. Winters	0.50	Review and analyze issues re WARN objection and litigation.
10/30/23	Alison Wirtz	0.60	Correspond with Holland & Hart team, Klehr team and A&M team re status of WARN litigation and settlement negotiations.
10/31/23	Spencer A. Winters	0.30	Review and analyze issues re WARN objection and strategy.
Total		223.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088290

Client Matter: 47119-19

In the Matter of K&E Retention and Fee Matters

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 99,006.50

Total legal services rendered

\$ 99,006.50

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050088290
 Matter Number: 47119-19

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	4.30	1,245.00	5,353.50
Michael Y. Chan	11.00	365.00	4,015.00
Matthew Cooper	2.50	315.00	787.50
Marta Dudyan	16.00	315.00	5,040.00
Susan D. Golden	1.60	1,475.00	2,360.00
Amila Golic	24.40	995.00	24,278.00
Diana Heriford	1.60	885.00	1,416.00
Eric Nyberg	20.50	315.00	6,457.50
Robert Orren	2.00	570.00	1,140.00
Gabrielle Christine Reardon	0.70	885.00	619.50
Kelby Roth	2.50	885.00	2,212.50
Adrian Salmen	22.40	995.00	22,288.00
Maryia Shybut	2.80	885.00	2,478.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
Spencer A. Winters	1.10	1,445.00	1,589.50
Alison Wirtz	13.50	1,375.00	18,562.50
TOTALS	127.10		\$ 99,006.50

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050088290
 Matter Number: 47119-19

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/02/23	Michael Y. Chan	1.50	Organize and prepare parties for conflicts searching for creditors/entities (.6); research creditors/entities for conflicts searches (.9).
10/02/23	Kelby Roth	0.50	Review, analyze reports re potential conflicts of interest.
10/02/23	Adrian Salmen	0.40	Draft supplemental declaration in support of K&E retention.
10/03/23	Michael Y. Chan	2.50	Organize and prepare parties for conflicts searching for creditors/entities (.8); research creditors/entities for conflicts searches (.6); analyze disclosure of creditors/entities (1.1).
10/03/23	Marta Dudyan	5.00	Research creditors/entities for conflicts searches.
10/03/23	Diana Heriford	0.60	Review, analyze K&E reports re potential conflicts (.3); revise summary re same (.3).
10/03/23	Eric Nyberg	6.50	Research creditors/entities for conflicts review (3.9); further research for same (2.6).
10/03/23	Gabrielle Christine Reardon	0.70	Review, analyze potential conflicts issues re K&E retention.
10/03/23	Maryia Shybut	1.30	Review, analyze reports re potential conflicts of interest re K&E retention.
10/04/23	Michael Y. Chan	1.50	Organize and prepare parties for conflicts searching for creditors/entities (.8); research creditors/entities (.7).
10/04/23	Matthew Cooper	2.50	Research creditors/entities submitted as contract counterparties.
10/04/23	Marta Dudyan	3.50	Research creditors/entities for conflicts searches.
10/04/23	Amila Golic	0.30	Correspond with A. Salmen, K&E team re issues re analyzing reports re potential K&E conflicts.
10/04/23	Diana Heriford	1.00	Review, analyze reports re K&E potential conflicts (.8); revise summary re same (.2).
10/04/23	Eric Nyberg	6.50	Organize and prepare parties for conflicts searching for creditors/entities (3.2); research creditors/entities for conflicts searches (3.3).

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050088290
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/04/23	Adrian Salmen	2.60	Correspond with A. Wirtz, K&E team, A&M re review process re potential K&E conflicts (.2); correspond with A. Golic, K&E team re same (.3); review, analyze same (1.8); correspond with A. Golic re same (.3).
10/05/23	Michael Y. Chan	2.00	Analyze disclosure of creditors/entities re K&E declaration ISO retention.
10/05/23	Eric Nyberg	1.00	Analyze disclosure of creditors/entities re K&E declaration ISO retention.
10/05/23	Adrian Salmen	0.30	Correspond with A. Wirtz, K&E team re legal issues re potential K&E conflicts.
10/05/23	Alison Wirtz	0.40	Review and comment on K&E invoice per privilege and confidentiality considerations (.2); correspond with S. Winters and K&E team re monthly fee statement (.2).
10/06/23	Marta Dudyan	6.50	Analyze potential conflicts re disclosure of creditors/entities.
10/06/23	Amila Golic	2.50	Correspond with A. Wirtz, K&E team re status re August monthly fee statement (.1); review, analyze results of K&E potential conflict reports (.2); correspond with A. Salmen re same (.1); draft August fee statement (1.7); correspond with A. Wirtz, K&E team, Klehr re issues re same (.4).
10/06/23	Eric Nyberg	5.00	Analyze potential conflicts for disclosure of creditors/entities (3.9); analyze disclosure of same (1.1).
10/06/23	Robert Orren	0.40	Draft shell re August fee statement (.3); correspond with A. Golic re same (.1).
10/06/23	Alison Wirtz	1.10	Review and comment on monthly fee statement (.7); correspond with S. Winters and A. Golic re same (.4).
10/09/23	Michael Y. Chan	1.00	Analyze potential K&E conflicts for disclosure of creditors/entities.
10/09/23	Marta Dudyan	1.00	Analyze potential K&E conflicts for disclosure of creditors/entities.
10/09/23	Amila Golic	0.60	Review, analyze reports re potential conflicts (.4); correspond with A. Salmen, K&E team, A&M re same (.2).
10/09/23	Kelby Roth	0.10	Correspond with A. Salmen, K&E team re potential conflicts review process.

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050088290
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/09/23	Adrian Salmen	3.40	Coordinate potential conflicts review process (.5); review, revise K&E fee statement for privilege and confidentiality issues as well as compliance with UST guidelines (2.9).
10/10/23	Amila Golic	1.30	Review, analyze K&E fee statement for issues re privilege and confidentiality and compliance with UST guidelines.
10/10/23	Kelby Roth	1.90	Review, analyze K&E potential conflicts reports re legal issues.
10/10/23	Adrian Salmen	3.10	Review, revise K&E fee statement re issues re confidentiality, privilege and compliance with UST guidelines.
10/10/23	Maryia Shybut	1.50	Analyze legal issues re K&E potential conflicts reports.
10/11/23	Amila Golic	3.50	Review, analyze August invoice for privilege and confidentiality issues (2.9); draft interim fee application (.6).
10/12/23	Adrian Salmen	0.20	Correspond with A. Wirtz, K&E team, A&M team re issues re K&E fee statement.
10/13/23	Adrian Salmen	0.20	Correspond with A. Wirtz, K&E team, A&M team re K&E fee statement.
10/16/23	Chris Ceresa	0.30	Correspond with A. Wirtz re K&E fee application issues.
10/18/23	Eric Nyberg	1.50	Analyze potential conflicts for disclosure of creditors/entities.
10/18/23	Adrian Salmen	2.20	Review, analyze reports re potential K&E conflicts.
10/19/23	Adrian Salmen	0.40	Review, analyze reports re potential K&E conflicts.
10/19/23	Alison Wirtz	0.20	Correspond with S. Golden and K&E team re specific disclosure for upcoming supplement declaration in support of K&E retention.
10/23/23	Michael Y. Chan	1.50	Draft schedules 1, 2, & 3 for supplemental declaration ISO K&E retention.
10/23/23	Adrian Salmen	0.20	Correspond with A. Golic, A. Wirtz re potential K&E conflicts issues.
10/23/23	Alison Wirtz	0.80	Correspond with K&E team re invoice matters (.1); review and revise K&E invoice for confidentiality and privilege matters (.7).

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050088290
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/24/23	Amila Golic	0.10	Correspond with A. Salmen, A. Wirtz re potential K&E conflicts issues re supplemental declaration re retention application.
10/24/23	Adrian Salmen	0.20	Correspond with A. Golic, K&E team re supplemental declaration re retention application.
10/26/23	Michael Y. Chan	0.50	Review, analyze potential conflicts replies.
10/26/23	Amila Golic	0.10	Review, analyze interim fee application draft.
10/26/23	Josh Sussberg, P.C.	0.10	Correspond with S. Winters re monthly invoice issues.
10/26/23	Alison Wirtz	2.70	Review and comment on September invoice for confidentiality and privilege considerations (2.4); correspond with S. Winters and K&E team re same (.3).
10/27/23	Michael Y. Chan	0.50	Review, analyze potential conflicts replies.
10/27/23	Susan D. Golden	0.40	Revise supplemental declaration in support of K&E retention (.3); correspond with A. Wirtz re same (.1).
10/27/23	Amila Golic	5.70	Draft, revise K&E fee application (2.9); review, revise exhibits re same (2.0); correspond with A. Wirtz, K&E team re same and related issues (.8).
10/27/23	Robert Orren	1.60	Prepare analysis of time spent reviewing invoices for K&E fee application declaration (1.3); correspond with A. Golic re same (.3).
10/27/23	Adrian Salmen	2.80	Review, analyze potential K&E conflicts reports re legal issues (.7); correspond with S. Golden, K&E team re same (.5); draft supplemental declaration ISO K&E retention (1.3); correspond with A. Golic, K&E team re same (.3).
10/27/23	Alison Wirtz	1.00	Correspond with S. Winters, A. Golic and A. Salmen re interim fee application, monthly fee statement and supplemental declaration status (.4); review and comment on supplemental declaration disclosures (.6).
10/28/23	Chris Ceresa	0.30	Correspond with A. Wirtz, K&E team re issues re K&E retention and fee application.
10/28/23	Amila Golic	0.40	Review, analyze, implement A. Wirtz comments and edits re first interim fee application.

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050088290
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/28/23	Adrian Salmen	0.20	Correspond with A. Golic, K&E team re supplemental declaration.
10/28/23	Alison Wirtz	2.50	Review, revise K&E fee statement per confidentiality and privilege concerns and compliance with UST guidelines (.3); correspond with A. Golic and K&E team re same (.1); review and comment on K&E interim fee application (2.1).
10/29/23	Amila Golic	3.60	Review, revise interim K&E fee application (3.2); correspond with S. Winters, A. Wirtz, K&E team re same (.4).
10/29/23	Adrian Salmen	0.10	Correspond with A. Golic, K&E team re K&E supplemental declaration.
10/29/23	Alison Wirtz	1.20	Correspond with A. Golic and K&E team re K&E interim fee application and supplemental declaration (.4); review and comment on K&E interim fee application (.8).
10/30/23	Chris Ceresa	0.70	Correspond with A. Wirtz, K&E team re open items re K&E interim fee application and declaration in further support of K&E retention.
10/30/23	Susan D. Golden	1.20	Review, revise K&E first interim fee application (.9); correspond with A. Golic and K&E team with comments re same (.3).
10/30/23	Amila Golic	2.80	Revise monthly K&E fee statement (1.8); review and implement S. Winters comments re interim K&E fee application (.4); correspond with A. Wirtz, K&E team re same (.6).
10/30/23	Adrian Salmen	1.50	Correspond with local counsel, A. Wirtz, K&E team re disbursement of fees to K&E (.2); draft direction letter re same (.4); correspond with C. Ceresa, K&E team, Citibank, A&M re same (.6); review, revise CNO re same (.3).
10/30/23	Josh Sussberg, P.C.	0.10	Review, analyze supplemental declaration.
10/30/23	Spencer A. Winters	0.80	Review, revise K&E interim fee application.
10/30/23	Alison Wirtz	1.20	Review and comment on September K&E fee statement (.7); correspond with A. Golic and K&E team re same (.2); correspond with A. Salmen and K&E team re supplemental declaration (.3).

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050088290
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/31/23	Chris Ceresa	2.10	Review, comment on K&E interim fee application and declaration in further support of K&E retention (1.5); analyze legal issues re same (.4); correspond with A. Wirtz, K&E team re same (.2).
10/31/23	Chris Ceresa	0.90	Correspond with A. Wirtz, K&E team re open items re K&E interim fee application and declaration in further support of K&E retention.
10/31/23	Amila Golic	3.50	Revise interim fee application (2.4); prepare same for filing (.6); correspond with S. Winters, K&E team, Klehr re same (.5).
10/31/23	Adrian Salmen	4.60	Review, revise declaration in support of K&E retention (3.0); correspond with A. Golic, K&E team, A&M team, U.S. Trustee re same (1.6).
10/31/23	Spencer A. Winters	0.30	Review, analyze K&E interim fee application.
10/31/23	Alison Wirtz	2.40	Review and comment on interim K&E fee application (1.1); review and comment on supplemental conflicts declaration (.5); correspond and conference with C. Ceresa, A. Golic and A. Salmen re same (.8).
Total		127.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088291

Client Matter: 47119-20

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 3,335.00

Total legal services rendered

\$ 3,335.00

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Non-K&E Retention and Fee Matters

Invoice Number: 1050088291
Matter Number: 47119-20

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.30	1,245.00	373.50
Adrian Salmen	2.70	995.00	2,686.50
Alison Wirtz	0.20	1,375.00	275.00
TOTALS	3.20		\$ 3,335.00

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Non-K&E Retention and Fee Matters

Invoice Number: 1050088291
 Matter Number: 47119-20

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/10/23	Adrian Salmen	0.90	Draft disbursement letters re professional fees paid from professional fee escrow account.
10/11/23	Chris Ceresa	0.30	Review, analyze materials and issues re payments to non-K&E professionals from escrow account.
10/16/23	Adrian Salmen	0.20	Draft disbursement request letters re professional fees payable from professional fee escrow account.
10/17/23	Adrian Salmen	0.30	Coordinate disbursement letters re professional fees.
10/18/23	Adrian Salmen	0.40	Draft disbursement request letters re professional fees.
10/19/23	Adrian Salmen	0.50	Draft disbursement request letter re payment of professional fees from professional fees escrow account.
10/23/23	Adrian Salmen	0.40	Review, revise escrow agreement (.3); correspond with Citi bank team, A&M team re same (.1).
10/29/23	Alison Wirtz	0.20	Correspond with A&M and Holland & Hart re professional fee matters.
Total		3.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088292

Client Matter: 47119-21

In the Matter of Tax Matters

For legal services rendered through October 31, 2023
(see attached Description of Legal Services for detail)

\$ 1,911.00

Total legal services rendered

\$ 1,911.00

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Tax Matters

Invoice Number: 1050088292
Matter Number: 47119-21

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thad W. Davis, P.C.	0.70	1,795.00	1,256.50
Alex Stephenson	0.70	935.00	654.50
TOTALS	1.40		\$ 1,911.00

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Tax Matters

Invoice Number: 1050088292
Matter Number: 47119-21

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/03/23	Alex Stephenson	0.20	Review, analyze legal issues re check the box tax election.
10/04/23	Alex Stephenson	0.20	Draft, finalize form 8832 re check the box tax election.
10/05/23	Alex Stephenson	0.20	File form 8832 re check box tax election.
10/12/23	Alex Stephenson	0.10	Review, analyze trust documents re tax issues.
10/13/23	Thad W. Davis, P.C.	0.70	Review, analyze trust agreement re tax issues.
Total		1.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 22, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050089732

Client Matter: 47119-3

In the Matter of Adversary Proceeding & Contested Matter

For legal services rendered through November 30, 2023
(see attached Description of Legal Services for detail)

\$ 1,650.00

Total legal services rendered

\$ 1,650.00

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
Adversary Proceeding & Contested Matter

Invoice Number: 1050089732
Matter Number: 47119-3

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alison Wirtz	1.20	1,375.00	1,650.00
TOTALS	1.20		\$ 1,650.00

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
Adversary Proceeding & Contested Matter

Invoice Number: 1050089732
Matter Number: 47119-3

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/23	Alison Wirtz	0.30	Correspond with A&M and Holland & Hart teams re documents produced to Committee and other discovery-related matters.
11/20/23	Alison Wirtz	0.90	Conference with Committee and Holland & Hart team re WARN adversary proceeding status and hearing preparations (.6); correspond with A&M team re same (.3).
Total		1.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 22, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050089733

Client Matter: 47119-6

In the Matter of Case Administration

For legal services rendered through November 30, 2023
(see attached Description of Legal Services for detail)

\$ 2,232.50

Total legal services rendered

\$ 2,232.50

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
Case Administration

Invoice Number: 1050089733
Matter Number: 47119-6

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Luke Spangler	0.10	325.00	32.50
Alison Wirtz	1.60	1,375.00	2,200.00
TOTALS	1.70		\$ 2,232.50

Legal Services for the Period Ending November 30, 2023
 PGX Holdings, Inc.
 Case Administration

Invoice Number: 1050089733
 Matter Number: 47119-6

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/23	Luke Spangler	0.10	Correspond with K. Puccia re November 2, 2023 hearing adjournment.
11/13/23	Alison Wirtz	0.30	Correspond with Greenhill and A&M teams re current status, next steps (.1); correspond with Klehr team re upcoming dates and deadlines (.2).
11/14/23	Alison Wirtz	0.40	Correspond with A&M team re case deadlines and general status updates.
11/22/23	Alison Wirtz	0.90	Correspond with Klehr Harrison team re upcoming hearing cancellation and other high priority matters (.4); correspond with S. Winters re same (.5).
Total		1.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 22, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050089734

Client Matter: 47119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through November 30, 2023
(see attached Description of Legal Services for detail)

\$ 2,934.00

Total legal services rendered

\$ 2,934.00

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
Use, Sale, and Disposition of Property

Invoice Number: 1050089734
Matter Number: 47119-11

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.70	1,245.00	871.50
Alison Wirtz	1.50	1,375.00	2,062.50
TOTALS	2.20		\$ 2,934.00

Legal Services for the Period Ending November 30, 2023
 PGX Holdings, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1050089734
 Matter Number: 47119-11

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/23	Alison Wirtz	0.30	Correspond with C. Ceresa re tax matters and post-closing sale matters.
11/08/23	Alison Wirtz	0.20	Correspond with C. Ceresa re sale post-closing matters.
11/29/23	Alison Wirtz	0.40	Correspond with C. Ceresa re post-closing employee matters and TSA.
11/30/23	Chris Ceresa	0.70	Review, analyze final wages and sale orders and TSA re employee issues (.4); telephone conference with A. Wirtz re issues re same (.3).
11/30/23	Alison Wirtz	0.60	Conference and correspond with C. Ceresa re post-closing employee matters under TSA.
Total		2.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 22, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050089735

Client Matter: 47119-12

In the Matter of Corp. Governance & Securities Matters

For legal services rendered through November 30, 2023
(see attached Description of Legal Services for detail)

\$ 2,568.50

Total legal services rendered

\$ 2,568.50

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
Corp. Governance & Securities Matters

Invoice Number: 1050089735
Matter Number: 47119-12

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.20	1,245.00	249.00
Diana Heriford	0.40	885.00	354.00
Nikita Mathur	2.30	735.00	1,690.50
Alison Wirtz	0.20	1,375.00	275.00
TOTALS	3.10		\$ 2,568.50

Legal Services for the Period Ending November 30, 2023
 PGX Holdings, Inc.
 Corp. Governance & Securities Matters

Invoice Number: 1050089735
 Matter Number: 47119-12

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/08/23	Nikita Mathur	2.30	Draft, revise, revise board minutes (1.9); correspond with C. Ceresa re issues re same (.4).
11/14/23	Chris Ceresa	0.20	Correspond with A. Wirtz re open board matters.
11/14/23	Diana Heriford	0.20	Correspond with C. Ceresa re board minutes (.1); correspond with Company re same (.1).
11/15/23	Diana Heriford	0.20	Correspond with C. Ceresa re board minutes (.1); correspond with Company re board minutes (.1).
11/15/23	Alison Wirtz	0.20	Correspond with C. Ceresa re governance matters and board minutes.
Total		3.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 22, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050089736

Client Matter: 47119-18

In the Matter of Disclosure Statement, Plan Confirmation

For legal services rendered through November 30, 2023
(see attached Description of Legal Services for detail)

\$ 16,595.50

Total legal services rendered

\$ 16,595.50

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
Disclosure Statement, Plan Confirmation

Invoice Number: 1050089736
Matter Number: 47119-18

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	2.60	1,245.00	3,237.00
Spencer A. Winters	0.30	1,445.00	433.50
Alison Wirtz	9.40	1,375.00	12,925.00
TOTALS	12.30		\$ 16,595.50

Legal Services for the Period Ending November 30, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050089736
 Matter Number: 47119-18

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/23	Alison Wirtz	0.80	Conference and correspond with J. Hartley, S. Winters and K&E team, Committee counsel, and advisors re terms re WARN settlement and counteroffer.
11/02/23	Chris Ceresa	0.60	Review, analyze fact issues re confirmation objection (.4); correspond and telephone conference with Holland & Hart team re same (.2).
11/02/23	Alison Wirtz	0.60	Conference and correspond with J. Hartley, S. Winters and K&E team, Committee counsel, and advisors re issues re WARN settlement and counteroffer.
11/03/23	Spencer A. Winters	0.30	Review, analyze issues re WARN claims.
11/03/23	Alison Wirtz	0.80	Conference and correspond with J. Hartley, S. Winters and K&E team, Committee counsel, and advisors re legal issues re WARN settlement and counteroffer (.4); conference with Holland & Hart and Klehr Harrison teams re status and next steps (.4).
11/06/23	Alison Wirtz	0.90	Correspond with PGX management team and advisors re status of settlement negotiations and litigation re WARN claims.
11/07/23	Alison Wirtz	0.40	Correspond with Holland & Hart team re status of settlement negotiations re WARN claims.
11/08/23	Chris Ceresa	0.40	Correspond with Holland & Hart counsel re legal issues re confirmation and WARN claims.
11/08/23	Alison Wirtz	1.10	Correspond with S. Winters, J. Hartley re WARN claims and adversary proceeding and implications for GUC settlement (.6); correspond with Company re documents to be produced for adversary proceeding; correspond with Holland & Hart team re other documents to be produced (.5).
11/09/23	Chris Ceresa	1.60	Review, analyze plan and sale order provisions re legal issues (1.0); correspond with A. Wirtz re same (.6).
11/09/23	Alison Wirtz	0.20	Correspond with C. Ceresa, K&E team re status of payments and plan consideration.

Legal Services for the Period Ending November 30, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050089736
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/10/23	Alison Wirtz	0.80	Correspond with Company re case status for pending litigation.
11/15/23	Alison Wirtz	0.20	Correspond with UCC re status of WARN adversary proceeding.
11/16/23	Alison Wirtz	0.90	Conference with Greenhill team, A&M team re legal issues and status of WARN adversary proceeding and next steps (.6); conference with A&M re budget issues and next steps (.3).
11/21/23	Alison Wirtz	0.50	Correspond with Klehr Harrison team re budget and plan sources and uses (.3); correspond with A&M re same (.2).
11/27/23	Alison Wirtz	0.60	Conference with Holland & Hart re plan and adversary proceeding strategies.
11/28/23	Alison Wirtz	1.60	Correspond and conference with S. Winters, C. Wallace, Holland & Hart, and ArentFox re possible settlement of plan objection and adversary proceeding.
Total		12.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 22, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050089737

Client Matter: 47119-19

In the Matter of K&E Retention and Fee Matters

For legal services rendered through November 30, 2023
(see attached Description of Legal Services for detail)

\$ 14,756.00

Total legal services rendered

\$ 14,756.00

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
K&E Retention and Fee Matters

Invoice Number: 1050089737
Matter Number: 47119-19

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	2.50	1,245.00	3,112.50
Amila Golic	6.30	995.00	6,268.50
Adrian Salmen	2.50	995.00	2,487.50
Alison Wirtz	2.10	1,375.00	2,887.50
TOTALS	13.40		\$ 14,756.00

Legal Services for the Period Ending November 30, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050089737
 Matter Number: 47119-19

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/23	Adrian Salmen	0.20	Correspond with billing team, A&M team re K&E professional fees.
11/03/23	Amila Golic	1.60	Review, analyze K&E fee statement for privilege and confidentiality.
11/04/23	Amila Golic	0.20	Review, analyze K&E fee statement for privilege and confidentiality.
11/04/23	Alison Wirtz	0.20	Correspond with A. Golic re K&E invoice matters.
11/06/23	Alison Wirtz	0.20	Correspond with U.S. Trustee, K&E team re K&E interim fee application and data.
11/07/23	Chris Ceresa	0.40	Review, revise entries in K&E fee statement for privilege, confidentiality, and compliance with U.S. Trustee guidelines.
11/07/23	Amila Golic	0.20	Correspond with A. Wirtz, K&E team re LEDES data for K&E first interim fee application (.1); correspond with C. Ceresa re review of K&E fee statement for privilege and confidentiality (.1).
11/08/23	Amila Golic	0.60	Review, revise K&E fee statement for privilege and confidentiality issues.
11/08/23	Adrian Salmen	0.50	Correspond with A. Wirtz, K&E team, A&M team re K&E professional fees (.2); draft disbursement request (.3).
11/09/23	Amila Golic	0.20	Correspond with A. Wirtz, K&E team, U.S. Trustee re LEDES data for K&E first interim fee application.
11/10/23	Chris Ceresa	0.30	Review, revise entries in K&E fee statement for privilege, confidentiality, and compliance with U.S. Trustee guidelines.
11/10/23	Adrian Salmen	1.30	Draft direction letters and review escrow account materials (1.0); correspond with C. Ceresa, K&E team, bank re same (.3).
11/14/23	Chris Ceresa	1.80	Review, revise time entries on K&E fee statement re confidentiality and privilege issues along with compliance with US Trustee guidelines.
11/14/23	Amila Golic	0.20	Review, analyze K&E fee statement for privilege and confidentiality (.1); correspond with A. Wirtz re same (.1).

Legal Services for the Period Ending November 30, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050089737
 Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/15/23	Adrian Salmen	0.30	Correspond with C. Ceresa, A&M team re K&E fees estimate.
11/16/23	Amila Golic	0.40	Review, analyze objection deadlines re K&E third monthly fee statement and interim fee application (.3); correspond with A. Wirtz, Klehr team re same (.1).
11/20/23	Amila Golic	1.30	Telephone conference with Klehr Harrison re K&E fee order issues (.1); review, analyze, comment on draft interim fee application order and certificate of no objection (.8); correspond with A. Wirtz, Klehr Harrison re same (.4).
11/20/23	Alison Wirtz	0.70	Review and comment on certification of counsel on interim fee applications, order and agenda (.4); correspond with A. Golic re same (.3).
11/27/23	Amila Golic	0.10	Review, analyze upcoming deadlines re K&E retention issues.
11/27/23	Alison Wirtz	0.30	Correspond with S. Winters and K&E team re monthly fee statement.
11/29/23	Amila Golic	0.10	Review, analyze correspondence re review of invoice for privilege and confidentiality issues.
11/29/23	Adrian Salmen	0.20	Correspond with C. Ceresa, K&E team re K&E professional fees.
11/30/23	Amila Golic	1.40	Draft October monthly K&E fee statement (1.2); correspond with A. Wirtz re same (.2).
11/30/23	Alison Wirtz	0.70	Review and comment on K&E monthly fee statement (.4); correspond with A. Golic, K&E team re same (.3).
Total		13.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 22, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050089738

Client Matter: 47119-20

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through November 30, 2023
(see attached Description of Legal Services for detail)

\$ 7,143.00

Total legal services rendered

\$ 7,143.00

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
Non-K&E Retention and Fee Matters

Invoice Number: 1050089738
Matter Number: 47119-20

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.60	1,245.00	747.00
Diana Heriford	0.70	885.00	619.50
Nikita Mathur	0.80	735.00	588.00
Adrian Salmen	4.80	995.00	4,776.00
Alison Wirtz	0.30	1,375.00	412.50
TOTALS	7.20		\$ 7,143.00

Legal Services for the Period Ending November 30, 2023
 PGX Holdings, Inc.
 Non-K&E Retention and Fee Matters

Invoice Number: 1050089738
 Matter Number: 47119-20

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/03/23	Adrian Salmen	0.20	Correspond with Citibank, A&M team, A. Wirtz, K&E team re issues re professional fees escrow account.
11/09/23	Nikita Mathur	0.80	Compile, analyze Company interim compensation pleadings (.6); correspond, telephone conference with C. Ceresa re same (.2).
11/09/23	Adrian Salmen	0.70	Correspond with C. Ceresa, A&M re professional fees issues.
11/21/23	Chris Ceresa	0.30	Analyze issues re professional fees escrow (.2); correspond with A. Salmen re same (.1).
11/21/23	Adrian Salmen	1.00	Correspond with C. Ceresa, A&M team re professional fees for K&E and other professionals (.7); draft disbursement requests (.3).
11/22/23	Diana Heriford	0.70	Review, analyze docket re retention applications, engagement letters (.5); correspond with C. Ceresa, Company re same (.2).
11/22/23	Adrian Salmen	0.70	Correspond with C. Ceresa, K&E team, A&M team re professional fee issues.
11/28/23	Adrian Salmen	0.60	Draft disbursement requests re professional fees (.2); correspond with C. Ceresa re same (.4).
11/29/23	Alison Wirtz	0.30	Correspond with A&M team re payment of certain professional fees.
11/30/23	Chris Ceresa	0.30	Correspond with A. Salmen re non-K&E professional fee issues.
11/30/23	Adrian Salmen	1.60	Correspond with C. Ceresa, A&M team, Citibank team re issues re professional fees.
Total		7.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 22, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050089739

Client Matter: 47119-21

In the Matter of Tax Matters

For legal services rendered through November 30, 2023
(see attached Description of Legal Services for detail)

\$ 2,141.00

Total legal services rendered

\$ 2,141.00

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
Tax Matters

Invoice Number: 1050089739
Matter Number: 47119-21

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.60	1,245.00	747.00
Thad W. Davis, P.C.	0.70	1,795.00	1,256.50
Alison Wirtz	0.10	1,375.00	137.50
TOTALS	1.40		\$ 2,141.00

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
Tax Matters

Invoice Number: 1050089739
Matter Number: 47119-21

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/23	Thad W. Davis, P.C.	0.70	Telephone conference with client and A&M re California tax audit issues.
11/04/23	Chris Ceresa	0.60	Telephone conference with Company, advisors, K&E team re open tax jeopardy issues.
11/30/23	Alison Wirtz	0.10	Correspond with C. Ceresa re taxing authority inquiry.
Total		1.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

January 23, 2024

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050091412

Client Matter: 47119-3

In the Matter of Adversary Proceeding & Contested Matter

For legal services rendered through December 25, 2023
(see attached Description of Legal Services for detail)

\$ 3,025.00

Total legal services rendered

\$ 3,025.00

Legal Services for the Period Ending December 25, 2023
PGX Holdings, Inc.
Adversary Proceeding & Contested Matter

Invoice Number: 1050091412
Matter Number: 47119-3

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alison Wirtz	2.20	1,375.00	3,025.00
TOTALS	2.20		\$ 3,025.00

Legal Services for the Period Ending December 25, 2023
PGX Holdings, Inc.
Adversary Proceeding & Contested Matter

Invoice Number: 1050091412
Matter Number: 47119-3

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/04/23	Alison Wirtz	1.60	Correspond with Holland & Hart team re adversary proceeding motion comments and factual basis for certain arguments.
12/09/23	Alison Wirtz	0.60	Review and comment on statement of stipulated facts for adversary proceeding (.4); correspond with Holland & Hart team re same (.2).
Total		2.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

January 23, 2024

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050091419

Client Matter: 47119-12

In the Matter of Corp. Governance & Securities Matters

For legal services rendered through December 25, 2023
(see attached Description of Legal Services for detail)

\$ 2,390.00

Total legal services rendered

\$ 2,390.00

Legal Services for the Period Ending December 25, 2023
PGX Holdings, Inc.
Corp. Governance & Securities Matters

Invoice Number: 1050091419
Matter Number: 47119-12

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.60	1,245.00	747.00
Nikita Mathur	1.30	735.00	955.50
Alison Wirtz	0.50	1,375.00	687.50
TOTALS	2.40		\$ 2,390.00

Legal Services for the Period Ending December 25, 2023
 PGX Holdings, Inc.
 Corp. Governance & Securities Matters

Invoice Number: 1050091419
 Matter Number: 47119-12

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/23	Chris Ceresa	0.60	Review, revise board minutes (.4); correspond with N. Mathur re same (.2).
12/15/23	Nikita Mathur	0.60	Correspond with C. Ceresa, A. Wirtz re outstanding board minutes.
12/19/23	Nikita Mathur	0.30	Review, revise Lexington Law board minutes (.2); correspond with A. Wirtz, C. Ceresa re same (.1).
12/19/23	Alison Wirtz	0.40	Review and revise board minutes from prior Lexington Law and PGX meetings and correspond with K&E team re same.
12/20/23	Alison Wirtz	0.10	Correspond with C. Ceresa and K&E team re board minute approvals.
12/21/23	Nikita Mathur	0.40	Revise, analyze PGX, Lexington Law board meeting minutes (.3); correspond with C. Ceresa re same (.1).
Total		2.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

January 23, 2024

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050091418

Client Matter: 47119-13

In the Matter of Employee Matters

For legal services rendered through December 25, 2023
(see attached Description of Legal Services for detail)

\$ 498.00

Total legal services rendered

\$ 498.00

Legal Services for the Period Ending December 25, 2023
PGX Holdings, Inc.
Employee Matters

Invoice Number: 1050091418
Matter Number: 47119-13

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.40	1,245.00	498.00
TOTALS	0.40		\$ 498.00

Legal Services for the Period Ending December 25, 2023
 PGX Holdings, Inc.
 Employee Matters

Invoice Number: 1050091418
 Matter Number: 47119-13

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/23	Chris Ceresa	0.40	Telephone conference with S. Winters re employee wages issues (.2); correspond with Company, A. Wirtz re same (.2).
Total		0.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

January 23, 2024

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050091416

Client Matter: 47119-18

In the Matter of Disclosure Statement, Plan Confirmation

For legal services rendered through December 25, 2023
(see attached Description of Legal Services for detail)

\$ 31,550.50

Total legal services rendered

\$ 31,550.50

Legal Services for the Period Ending December 25, 2023
PGX Holdings, Inc.
Disclosure Statement, Plan Confirmation

Invoice Number: 1050091416
Matter Number: 47119-18

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	2.90	1,245.00	3,610.50
Josh Sussberg, P.C.	0.10	2,045.00	204.50
Spencer A. Winters	1.40	1,445.00	2,023.00
Alison Wirtz	18.70	1,375.00	25,712.50
TOTALS	23.10		\$ 31,550.50

Legal Services for the Period Ending December 25, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050091416
 Matter Number: 47119-18

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/04/23	Spencer A. Winters	0.50	Correspond and telephone conferences with A&M, management re WARN settlement.
12/05/23	Spencer A. Winters	0.50	Review and analyze issues re WARN settlement (.3); prepare for and attend telephone conference with A&M re same (.2).
12/05/23	Alison Wirtz	1.90	Conference with S. Winters and A&M team re budget and range of settlement opportunities for WARN claims (.2); correspond with Holland & Hart team and Company re WARN papers (1.2); correspond with Committee re settlement negotiations (.5).
12/06/23	Spencer A. Winters	0.40	Review and analyze issues re WARN settlement.
12/06/23	Alison Wirtz	1.40	Conference and correspond with A&M team, S. Winters and UCC team re WARN settlement considerations.
12/07/23	Alison Wirtz	2.20	Conference with WARN claimants' counsel re settlement (.3); correspond with Company, S. Winters and advisors re same (1.2); conference with C. Wallace re same (.2); conference with UCC counsel re same (.5).
12/08/23	Alison Wirtz	2.10	Conference and correspond with WARN claimants' counsel re settlement offer (1.2); correspond with S. Winters and A&M team re same (.9).
12/09/23	Alison Wirtz	1.20	Correspond with PGX team and Holland & Hart team re status of settlement negotiations and next steps (.3); conference with WARN Claimants' counsel re settlement offer (.4); correspond with PGX and advisor teams re same (.5).
12/10/23	Alison Wirtz	1.80	Conference and correspond with A&M team, PGX management team, UCC advisors and WARN Claimants' counsel re settlement offer and next steps.
12/11/23	Josh Sussberg, P.C.	0.10	Correspond with S. Winters and A. Wirtz re WARN settlement.

Legal Services for the Period Ending December 25, 2023
 PGX Holdings, Inc.
 Disclosure Statement, Plan Confirmation

Invoice Number: 1050091416
 Matter Number: 47119-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/11/23	Alison Wirtz	2.90	Conference with M. Henry, PGX management, Klehr team and WARN counsel re settlement of plan objection and resolution of adversary proceeding (1.4); correspond with S. Winters, K&E team and boards re same (.7); conference and correspond with Klehr team re revisions to confirmation order and next steps (.8).
12/12/23	Chris Ceresa	2.30	Review, revise confirmation order per WARN settlement (.5); analyze legal issues re same (.2); review, revise draft creditor trust agreement (1.2); correspond with A. Wirtz, Klehr team, UCC counsel re issues re same (.4).
12/12/23	Alison Wirtz	1.10	Review and revise confirmation order per WARN settlement and UST changes (.8); correspond with C. Ceresa and Klehr team re same (.3).
12/14/23	Alison Wirtz	0.30	Correspond with Klehr team and C. Ceresa re revisions to confirmation order.
12/15/23	Alison Wirtz	0.30	Correspond with Klehr team re revisions to Confirmation Order.
12/18/23	Alison Wirtz	1.10	Correspond with J. Hartley and A&M team re treatment of claims and status of confirmation order (.3); review and comment on WARN claimants' edits to confirmation order (.4); correspond with S. Winters and Klehr team re same (.4).
12/19/23	Alison Wirtz	0.50	Revise confirmation order (.2); correspond with Klehr team re same (.3).
12/20/23	Alison Wirtz	0.20	Correspond with Klehr team re revised confirmation order and emergence.
12/21/23	Alison Wirtz	0.80	Correspond with UCC counsel re revisions to plan supplement documents and confirmation order (.5); correspond with Klehr team and A&M re plan administrator agreement (.3).
12/22/23	Chris Ceresa	0.60	Review, revise confirmation order.
12/22/23	Alison Wirtz	0.90	Correspond with Klehr team re Plan Supplement, emergence workstreams, and confirmation order certification of counsel.
Total		23.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

January 23, 2024

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050091414

Client Matter: 47119-19

In the Matter of K&E Retention and Fee Matters

For legal services rendered through December 25, 2023
(see attached Description of Legal Services for detail)

\$ 8,760.00

Total legal services rendered

\$ 8,760.00

Legal Services for the Period Ending December 25, 2023
PGX Holdings, Inc.
K&E Retention and Fee Matters

Invoice Number: 1050091414
Matter Number: 47119-19

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.80	1,245.00	996.00
Amila Golic	4.50	995.00	4,477.50
Robert Orren	0.70	570.00	399.00
Alison Wirtz	2.10	1,375.00	2,887.50
TOTALS	8.10		\$ 8,760.00

Legal Services for the Period Ending December 25, 2023
 PGX Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1050091414
 Matter Number: 47119-19

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/23	Amila Golic	0.70	Draft and revise October K&E monthly fee statement re confidentiality, privilege issues and compliance with U.S. Trustee guidelines (.5); correspond with S. Winters, K&E team re same (.2).
12/05/23	Amila Golic	0.60	Review, revise November K&E fee statement for privilege and confidentiality.
12/11/23	Amila Golic	0.10	Review and analyze correspondence re November invoice and review of privilege and confidentiality.
12/13/23	Chris Ceresa	0.60	Review, revise K&E fee statement for compliance with U.S. Trustee guidelines and issues re privilege and confidentiality (.5); correspond with A. Wirtz, K&E team re same (.1).
12/14/23	Amila Golic	1.10	Draft, revise second supplemental K&E declaration ISO K&E retention (.7); correspond with A. Wirtz, K&E team re same (.4).
12/14/23	Robert Orren	0.70	Prepare second supplemental declaration in support of K&E retention (.6); correspond with A. Golic re same (.1).
12/14/23	Alison Wirtz	0.80	Correspond with S. Winters, A. Golic re supplemental declaration for rates (.3); review and comment on supplemental declaration and coordinate filing of same (.5).
12/20/23	Chris Ceresa	0.20	Correspond with A. Golic, A. Salmen re K&E monthly fee application and disbursement status.
12/20/23	Amila Golic	0.40	Correspond with S. Winters, K&E team re K&E November fee statement (.1); review and analyze issues re same (.3).
12/20/23	Alison Wirtz	0.70	Review and comment on November invoice per confidentiality and privilege considerations (.5); correspond with K&E team re monthly fee statement (.2).
12/21/23	Amila Golic	0.20	Draft K&E monthly fee application.
12/22/23	Amila Golic	1.40	Revise K&E monthly fee application (1.1); correspond with A. Wirtz, K&E team, Klehr re same (.3).

Legal Services for the Period Ending December 25, 2023
PGX Holdings, Inc.
K&E Retention and Fee Matters

Invoice Number: 1050091414
Matter Number: 47119-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/23	Alison Wirtz	0.60	Review and comment on K&E November monthly fee statement (.5); correspond with A. Golic and K&E team re same (.1).
Total		8.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

January 23, 2024

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050091415

Client Matter: 47119-20

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through December 25, 2023
(see attached Description of Legal Services for detail)

\$ 6,542.50

Total legal services rendered

\$ 6,542.50

Legal Services for the Period Ending December 25, 2023
PGX Holdings, Inc.
Non-K&E Retention and Fee Matters

Invoice Number: 1050091415
Matter Number: 47119-20

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chris Ceresa	0.30	1,245.00	373.50
Adrian Salmen	6.20	995.00	6,169.00
TOTALS	6.50		\$ 6,542.50

Legal Services for the Period Ending December 25, 2023
 PGX Holdings, Inc.
 Non-K&E Retention and Fee Matters

Invoice Number: 1050091415
 Matter Number: 47119-20

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/23	Adrian Salmen	2.00	Draft direction letters re professional fees (.5); correspond with C. Ceresa, A&M team, Citi team re same (1.5).
12/04/23	Adrian Salmen	0.50	Correspond with C. Ceresa, Citi team re professional fees disbursement issues.
12/06/23	Adrian Salmen	0.50	Correspond with C. Ceresa, professionals re professional fees.
12/12/23	Adrian Salmen	0.30	Correspond with local counsel, Greenhill re professional fee issues.
12/13/23	Adrian Salmen	0.80	Correspond with C. Ceresa, A&M team re professional fee issues (.2); review, analyze DIP order re same (.2); draft disbursement requests (.4).
12/14/23	Chris Ceresa	0.30	Review, analyze disbursement requests for professional fees (.1); correspond with A. Salmen re issues re same (.2).
12/14/23	Adrian Salmen	0.80	Draft disbursement requests (.4); correspond with C. Ceresa, Citibank team re same (.4).
12/18/23	Adrian Salmen	0.30	Correspond with A. Wirtz re escrow agreement matters.
12/22/23	Adrian Salmen	1.00	Correspond with C. Ceresa, K&E team re professional fee disbursements (.3); draft disbursement requests (.7).
Total		6.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

January 23, 2024

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050091417

Client Matter: 47119-21

In the Matter of Tax Matters

For legal services rendered through December 25, 2023
(see attached Description of Legal Services for detail)

\$ 6,641.50

Total legal services rendered

\$ 6,641.50

Legal Services for the Period Ending December 25, 2023
PGX Holdings, Inc.
Tax Matters

Invoice Number: 1050091417
Matter Number: 47119-21

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thad W. Davis, P.C.	3.70	1,795.00	6,641.50
TOTALS	3.70		\$ 6,641.50

Legal Services for the Period Ending December 25, 2023
PGX Holdings, Inc.
Tax Matters

Invoice Number: 1050091417
Matter Number: 47119-21

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/17/23	Thad W. Davis, P.C.	0.50	Review and draft correspondence with Company re tax issues.
12/19/23	Thad W. Davis, P.C.	3.20	Telephone conference with client re tax issues (1.1); review, analyze materials re same (1.5); research same (.6).
Total		3.70	

Exhibit J

Detailed Description of Expenses and Disbursements

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050083588

Client Matter: 47119-24

In the Matter of Expenses

For expenses incurred through July 31, 2023
(see attached Description of Expenses for detail)

\$ 28,730.66

Total expenses incurred

\$ 28,730.66

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050083588
 Matter Number: 47119-24

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	34.00
Standard Copies or Prints	541.80
Binding	3.50
Tabs/Indexes/Dividers	11.83
Color Copies or Prints	1,445.95
Scanned Images	40.00
Local Transportation	400.54
Travel Expense	3,222.32
Airfare	4,121.15
Transportation to/from airport	326.98
Travel Meals	408.36
Other Travel Expenses	210.00
Other Court Costs and Fees	11,851.33
Catering Expenses	836.00
Computer Database Research	3,023.00
Westlaw Research	780.26
LexisNexis Research	1,049.48
Overtime Transportation	86.83
Overtime Meals - Attorney	120.00
Document Services Overtime	46.01
Overnight Delivery - Hard	87.72
Computer Database Research - Soft	83.60
Total	\$ 28,730.66

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/12/23	Whitney Fogelberg - Internet on flight, PGX Committee meeting in New York	8.00
07/27/23	Chad J. Husnick, P.C. - Internet on flight, Hearing 07/27/2023	8.00
07/30/23	Alison Wirtz - Internet on flight, PGX Hearing 07/30/2023	8.00
07/30/23	Chad J. Husnick, P.C. - Internet on flight, Hearing 07/30/2023	10.00
	Total	34.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050083588
 Matter Number: 47119-24

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	Standard Copies or Prints	5.80
06/04/23	Standard Copies or Prints	7.30
06/05/23	Standard Copies or Prints	1.10
06/05/23	Standard Copies or Prints	0.20
06/05/23	Standard Copies or Prints	0.30
06/05/23	Standard Copies or Prints	338.60
06/06/23	Standard Copies or Prints	4.00
06/06/23	Standard Copies or Prints	11.60
06/06/23	Standard Copies or Prints	7.70
06/07/23	Standard Copies or Prints	1.50
06/08/23	Standard Copies or Prints	18.90
06/08/23	Standard Copies or Prints	0.80
06/12/23	Standard Copies or Prints	0.10
06/14/23	Standard Copies or Prints	20.50
06/14/23	Standard Copies or Prints	3.40
06/20/23	Standard Copies or Prints	11.20
06/21/23	Standard Copies or Prints	0.50
06/21/23	Standard Copies or Prints	19.80
06/22/23	Standard Copies or Prints	3.00
06/22/23	Standard Copies or Prints	14.20
06/23/23	Standard Copies or Prints	2.20
06/28/23	Standard Copies or Prints	4.80
06/28/23	Standard Copies or Prints	5.80
06/29/23	Standard Copies or Prints	1.40
06/30/23	Standard Copies or Prints	0.10
07/05/23	Standard Copies or Prints	8.90
07/05/23	Standard Copies or Prints	1.70
07/05/23	Standard Copies or Prints	4.80
07/05/23	Standard Copies or Prints	1.00
07/07/23	Standard Copies or Prints	2.30
07/12/23	Standard Copies or Prints	6.30
07/19/23	Standard Copies or Prints	0.10
07/19/23	Standard Copies or Prints	3.60
07/24/23	Standard Copies or Prints	3.30

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.

Invoice Number: 1050083588
Matter Number: 47119-24

Expenses

07/25/23	Standard Copies or Prints	12.60
07/25/23	Standard Copies or Prints	2.60
07/27/23	Standard Copies or Prints	3.50
07/27/23	Standard Copies or Prints	6.30
	Total	541.80

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

Binding

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/05/23	Binding	3.50
	Total	3.50

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

Tabs/Indexes/Dividers

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/05/23	Tabs/Indexes/Dividers	3.38
06/05/23	Tabs/Indexes/Dividers	8.45
	Total	11.83

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050083588
 Matter Number: 47119-24

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	Color Copies or Prints	6.05
06/04/23	Color Copies or Prints	37.95
06/05/23	Color Copies or Prints	3.85
06/05/23	Color Copies or Prints	68.75
06/05/23	Color Copies or Prints	5.50
06/05/23	Color Copies or Prints	1.65
06/06/23	Color Copies or Prints	12.10
06/06/23	Color Copies or Prints	5.50
06/07/23	Color Copies or Prints	50.60
06/08/23	Color Copies or Prints	7.15
06/20/23	Color Copies or Prints	15.40
06/21/23	Color Copies or Prints	0.55
06/22/23	Color Copies or Prints	13.75
06/23/23	Color Copies or Prints	33.55
06/28/23	Color Copies or Prints	41.25
06/28/23	Color Copies or Prints	0.55
06/28/23	Color Copies or Prints	17.05
06/30/23	Color Copies or Prints	0.55
07/05/23	Color Copies or Prints	17.60
07/05/23	Color Copies or Prints	26.40
07/07/23	Color Copies or Prints	19.25
07/11/23	Color Copies or Prints	177.10
07/12/23	Color Copies or Prints	821.70
07/12/23	Color Copies or Prints	5.50
07/12/23	Color Copies or Prints	12.10
07/13/23	Color Copies or Prints	0.55
07/19/23	Color Copies or Prints	19.25
07/19/23	Color Copies or Prints	13.20
07/25/23	Color Copies or Prints	8.80
07/27/23	Color Copies or Prints	2.75
	Total	1,445.95

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

Scanned Images

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/10/23	Scanned Images	3.20
06/21/23	Scanned Images	10.24
06/23/23	Scanned Images	9.92
06/29/23	Scanned Images	2.24
06/30/23	Scanned Images	0.32
07/05/23	Scanned Images	9.28
07/12/23	Scanned Images	4.80
	Total	40.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050083588
 Matter Number: 47119-24

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/30/23	Chris Ceresa - Taxi from Union Station to hotel in Wilmington, PGX hearing 07/30/2023	47.54
07/30/23	Simon Briefel - Taxi from Union Station to hotel in Wilmington, DE to attend Court hearing.	57.25
07/31/23	Chris Ceresa - Taxi from office to train station, PGX hearing 07/31/2023	24.62
07/31/23	Chris Ceresa - Taxi from train station to home after PGX hearing 07/31/2023	32.00
07/31/23	Casey McGushin - Taxi from airport to hotel, Attended hearing for PGX. 07/31/2023	87.44
07/31/23	Casey McGushin - Taxi from office to airport, Attended hearing for PGX. 07/31/2023	96.56
07/31/23	Simon Briefel - Taxi from Penn Station to home after return from Court hearing in Wilmington, DE.	55.13
	Total	400.54

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050083588
 Matter Number: 47119-24

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/12/23	Alison Wirtz - Lodging, New York, NY for PGX Committee Meeting 07/12/2023	525.00
07/12/23	Whitney Fogelberg - Lodging, New York, NY for PGX Committee conference in New York	525.00
07/20/23	Casey McGushin - Lodging, New York, NY to Defend PGX deposition	525.00
07/30/23	Chris Ceresa - Lodging, Wilmington, DE for PGX hearing 07/30/2023	350.00
07/30/23	Alison Wirtz Lodging, Wilmington, DE for PGX Hearing in Delaware. 07/30/2023	343.00
07/30/23	Simon Briefel - Lodging, Wilmington, DE to attend Court hearing	254.32
07/31/23	Alison Wirtz - Lodging, Wilmington, DE for PGX Hearing in Delaware. 07/31/2023	350.00
07/31/23	Chad J. Husnick, P.C. - Lodging, Wilmington, DE for PGX Hearing 07/31/2023	350.00
	Total	3,222.32

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050083588
 Matter Number: 47119-24

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/10/23	Whitney Fogelberg - Agency Fee, Travel from Chicago, IL to New York, NY for PGX Committee conference in New York	58.00
07/10/23	Whitney Fogelberg - Airfare (Coach), New York, NY to Chicago, IL from PGX Committee conference in New York	588.41
07/11/23	Alison Wirtz – Roundtrip Airfare (Coach), from Chicago, IL to New York, NY for Committee Meeting 07/11/2023	555.15
07/11/23	Alison Wirtz - Agency Fee, Client Meeting 07/11/2023	58.00
07/13/23	Whitney Fogelberg - Agency Fee, Travel from New York, NY to Chicago, IL from PGX Committee conference in New York	58.00
07/13/23	Whitney Fogelberg - Airfare (Coach), Chicago, IL to New York, NY for PGX Committee conference in New York	(294.21)
07/13/23	Whitney Fogelberg - Airfare (Coach), Chicago, IL to New York, NY for PGX Committee conference in New York	315.50
07/18/23	Chris Ceresa - Chris Ceresa, Agency Fee, Client hearing 07/18/2023	21.00
07/19/23	Casey McGushin - Airfare (Coach), Chicago, IL to New York, NY to defend a deposition for PGX.	353.98
07/26/23	Casey McGushin - Casey McGushin, Agency Fee, Attended hearing for PGX. 07/26/2023	58.00
07/26/23	Chad J. Husnick, P.C. - Airfare (Coach), Houston, TX to Philadelphia, PA for Hearing 07/26/2023	265.70
07/26/23	Chad J. Husnick, P.C. - Agency Fee, Hearing 07/26/2023	58.00
07/26/23	Chad J. Husnick, P.C. - Airfare (Coach), Philadelphia, PA to Chicago, IL for Hearing 07/26/2023	350.70
07/26/23	Chad J. Husnick, P.C. - Agency Fee, Hearing 07/26/2023	58.00
07/27/23	Simon Briefel - Rail, New York, NY to Wilmington, DE to attend Court hearing 07/27/2023	301.00
07/27/23	Simon Briefel - Simon Briefel, Agency Fee, Travel New York, NY to Wilmington, Delaware to attend Court hearing	58.00
07/28/23	Chris Ceresa - Chris Ceresa, Rail, New York, NY to Wilmington, DE for Client hearing 07/28/2023	358.00
07/28/23	Alison Wirtz - Alison Wirtz, Agency Fee, Attend Hearing in Delaware. 07/28/2023	58.00
07/28/23	Alison Wirtz - Alison Wirtz, Roundtrip Airfare (Coach), Chicago, IL to Philadelphia, PA for Hearing in Delaware. 07/28/2023	785.92
07/28/23	Simon Briefel - Rail, New York, NY to Wilmington, DE to attend Court hearing, Exchanged outbound Amtrak ticket to 8:20 pm departure. This is a refund.	(63.00)

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

07/30/23	Chris Ceresa - Rail, Wilmington, DE to New York, NY, Client hearing 07/30/2023	(48.00)
07/30/23	Casey McGushin - Agency Fee, Attended hearing for PGX. 07/30/2023	93.00
07/31/23	Chris Ceresa - Rail, New York, NY to Wilmington, DE, Client hearing 07/31/2023	74.00
	Total	4,121.15

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/13/23	Alison Wirtz - Alison Wirtz, Transportation from home to airport, Client Meeting 07/13/2023	114.66
07/15/23	SUNNY'S WORLDWIDE - WHITNEY CAROLINE FOGELBERG-Hotel to JFK Airport 07/13/2023	103.82
07/15/23	SUNNY'S WORLDWIDE - WHITNEY CAROLINE FOGELBERG-LGA to New York Office 07/12/2023	108.50
	Total	326.98

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050083588
 Matter Number: 47119-24

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/12/23	Alison Wirtz - Travel Meals, New York, NY Dinner during PGX Committee meeting 07/12/2023	70.00
07/12/23	Whitney Fogelberg - Travel Meals, Chicago, Breakfast during travel to PGX Committee conference in New York 07/12/2023	10.90
07/13/23	Whitney Fogelberg - Travel Meals, New York, Lunch during travel from PGX committee conference in New York to Chicago, 07/13/2023	24.11
07/13/23	Alison Wirtz - Travel Meals, New York, NY, Breakfast with Client Meeting Alison Wirtz 07/13/2023	5.39
07/20/23	Casey McGushin - Travel Meals, New York, Breakfast during travel for defending a deposition for PGX, 07/20/2023	10.67
07/30/23	Casey McGushin - Casey McGushin, Travel Meals, Lunch at Milwaukee Airport for hearing for PGX. Casey McGushin 07/30/2023	9.64
07/30/23	Casey McGushin - Casey McGushin, Travel Meals, Milwaukee, WI, Dinner hearing for PGX. Casey McGushin 07/30/2023	20.48
07/30/23	Alison Wirtz - Travel Meals, Wilmington, DE Dinner PGX Hearing to PHL Alison Wirtz 07/30/2023	25.86
07/30/23	Alison Wirtz - Travel Meals, Chicago, IL Lunch, Attend Hearing in Delaware.	15.52
07/30/23	Chad J. Husnick, P.C. Travel Meals, Dinner in Houston, TX Hearing	17.69
07/30/23	Simon Briefel - Travel Meals, Wilmington, Dinner during travel to attend Court hearing, 07/30/2023	28.00
07/31/23	Chris Ceresa - Chris Ceresa, Travel Meals, Dinner, Wilmington, DE Client hearing Chris Ceresa 07/31/2023	14.14
07/31/23	Casey McGushin - Travel Meals, Dinner, Philadelphia Attended hearing for PGX.	50.00
07/31/23	Chad J. Husnick, P.C. - Travel Meals, Dinner Philadelphia, PA Hearing.	46.56
07/31/23	Alison Wirtz - Travel Meals, Wilmington, DE, Breakfast PGX Hearing .	9.40
07/31/23	Alison Wirtz - Travel Meals, Wilmington, DE Attend Hearing in Delaware.	50.00
	Total	408.36

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

Other Travel Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/31/23	Chad J. Husnick, P.C. - Parking, Chicago, IL Hearing 07/31/2023	210.00
	Total	210.00

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/31/23	Miller Advertising Agency Inc - Publication of PGX Sale Notice in the New York Times	11,851.33
	Total	11,851.33

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050083588
 Matter Number: 47119-24

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	56.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	60.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	15.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	45.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	56.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	40.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	15.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	40.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	60.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	40.00
07/01/23	FLIK - PGX HoldingsInc.7/31/2023	120.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	40.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	21.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	84.00
07/01/23	FLIK - PGX HoldingsInc.7/19/2023	24.00
07/01/23	FLIK - PGX HoldingsInc.7/12/2023	120.00
	Total	836.00

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050083588
 Matter Number: 47119-24

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Maryia Shybut	2,089.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Gabrielle Reardon	53.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Tamar Kofman	20.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Lucas Spangler	43.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Diana Heriford	198.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Kelby Roth	254.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Adrian Salmen	40.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Gabrielle Reardon	165.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Robert Orren	67.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Diana Heriford	94.00
	Total	3,023.00

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Magill, Sean on 6/4/2023	13.62
06/05/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reardon, Gabrielle on 6/5/2023	38.19
06/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Heriford, Diana on 6/20/2023	162.35
06/22/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shybut, Maryia on 6/22/2023	566.10
	Total	780.26

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/06/23	RELX Inc DBA LexisNexis - LexisNexis Research on 7/6/2023 by Maryia Shybut	103.55
07/27/23	RELX Inc DBA LexisNexis - LexisNexis Research on 7/27/2023 by Diana Heriford	665.91
07/28/23	RELX Inc DBA LexisNexis - LexisNexis Research on 7/28/2023 by Clara Mosquera	280.02
	Total	1,049.48

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/05/23	Diana Heriford - Taxi, Overtime transportation from office to home 06/05/2023	19.99
06/28/23	Diana Heriford - Taxi, Overtime Lyft home from office 06/28/2023	11.71
07/27/23	Simon Briefel - Simon Briefel, Taxi, Overtime taxi home from K&E office.	55.13
	Total	86.83

Legal Services for the Period Ending July 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050083588
 Matter Number: 47119-24

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	Alison Wirtz - Alison Wirtz, Overtime Meals - Attorney, Chicago, IL Working weekend lunches in office. Alison Wirtz, Diana Heriford 06/04/2023	40.00
06/04/23	Whitney Fogelberg Overtime Meals - 06/04/2023	20.00
07/16/23	GRUBHUB HOLDINGS INC - Briefel Simon 7/15/2023 OT Meal	20.00
07/23/23	GRUBHUB HOLDINGS INC - Briefel Simon 7/18/2023 OT Meal	20.00
07/30/23	GRUBHUB HOLDINGS INC - Briefel Simon 7/26/2023 OT Meal	20.00
	Total	120.00

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

Document Services Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	Format and revise : Organizational/Structural Chart(s)	3.44
06/26/23	Convert Document : Brief/Pleading(s)	20.21
06/29/23	Format and revise : Brief/Pleading(s)	12.90
07/02/23	Cross referencing automation/update of : Brief/Pleading(s)	9.46
	Total	46.01

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/24/23	FEDERAL EXPRESS - FedEx Shipping Services from J. Reichman, K&E SF to J. Beal, South Jordan UT	24.45
07/24/23	FEDERAL EXPRESS - FedEx Shipping Services from J. Reichman, K&E SF to L. Beauchat, Idaho Falls ID	24.45
07/31/23	FEDERAL EXPRESS - FedEx Shipping Services from J. Reichman, K&E SF to G. David, Salt Lake City UT	38.82
	Total	87.72

Legal Services for the Period Ending July 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050083588
Matter Number: 47119-24

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/27/23	Domain Tools searches	30.00
07/01/23	PACER Usage for 07/2023	44.90
07/01/23	PACER Usage for 07/2023	2.70
07/01/23	PACER Usage for 07/2023	0.20
07/01/23	PACER Usage for 07/2023	1.90
07/01/23	PACER Usage for 07/2023	3.90
	Total	83.60
TOTAL EXPENSES		\$ 28,730.66

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 6, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050085176

Client Matter: 47119-24

In the Matter of Expenses

For expenses incurred through August 31, 2023
(see attached Description of Expenses for detail)

\$ 22,475.59

Total expenses incurred

\$ 22,475.59

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050085176
 Matter Number: 47119-24

Description of Expenses

<u>Description</u>	<u>Amount</u>
Standard Copies or Prints	328.30
Tabs/Indexes/Dividers	4.94
Color Copies or Prints	828.30
Scanned Images	32.80
4" Binders	39.00
Local Transportation	137.41
Travel Expense	1,152.93
Airfare	815.70
Transportation to/from airport	901.40
Travel Meals	105.69
Court Reporter Fee/Deposition	2,863.40
Other Court Costs and Fees	7,470.22
Catering Expenses	80.00
Computer Database Research	1,030.00
Westlaw Research	5,416.32
LexisNexis Research	1,024.63
Overtime Transportation	58.71
Secretarial Overtime	25.20
Document Services Overtime	66.22
Overnight Delivery - Hard	94.42
Total	\$ 22,475.59

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050085176
 Matter Number: 47119-24

Description of Expenses

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/14/23	Standard Copies or Prints	3.90
07/17/23	Standard Copies or Prints	4.50
07/18/23	Standard Copies or Prints	0.40
07/20/23	Standard Copies or Prints	3.00
07/20/23	Standard Copies or Prints	1.50
07/26/23	Standard Copies or Prints	4.40
07/26/23	Standard Copies or Prints	1.60
07/29/23	Standard Copies or Prints	101.50
08/01/23	Standard Copies or Prints	0.10
08/02/23	Standard Copies or Prints	0.90
08/02/23	Standard Copies or Prints	8.80
08/03/23	Standard Copies or Prints	17.10
08/03/23	Standard Copies or Prints	2.60
08/04/23	Standard Copies or Prints	5.30
08/08/23	Standard Copies or Prints	2.00
08/09/23	Standard Copies or Prints	8.80
08/10/23	Standard Copies or Prints	3.10
08/10/23	Standard Copies or Prints	12.70
08/15/23	Standard Copies or Prints	4.50
08/15/23	Standard Copies or Prints	1.60
08/15/23	Standard Copies or Prints	2.90
08/16/23	Standard Copies or Prints	9.90
08/16/23	Standard Copies or Prints	5.70
08/16/23	Standard Copies or Prints	6.30
08/21/23	Standard Copies or Prints	19.90
08/23/23	Standard Copies or Prints	47.80
08/23/23	Standard Copies or Prints	1.20
08/23/23	Standard Copies or Prints	26.20
08/23/23	Standard Copies or Prints	1.60
08/23/23	Standard Copies or Prints	9.00
08/24/23	Standard Copies or Prints	4.50

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

08/30/23	Standard Copies or Prints	5.00
	Total	328.30

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

Tabs/Indexes/Dividers

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/29/23	Tabs/Indexes/Dividers	4.94
	Total	4.94

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050085176
 Matter Number: 47119-24

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/14/23	Color Copies or Prints	1.10
07/17/23	Color Copies or Prints	8.25
07/18/23	Color Copies or Prints	0.55
07/20/23	Color Copies or Prints	8.25
07/29/23	Color Copies or Prints	333.85
08/01/23	Color Copies or Prints	3.85
08/02/23	Color Copies or Prints	6.05
08/03/23	Color Copies or Prints	23.65
08/04/23	Color Copies or Prints	11.55
08/08/23	Color Copies or Prints	6.05
08/08/23	Color Copies or Prints	8.80
08/09/23	Color Copies or Prints	45.10
08/09/23	Color Copies or Prints	12.10
08/10/23	Color Copies or Prints	6.60
08/10/23	Color Copies or Prints	28.60
08/15/23	Color Copies or Prints	5.50
08/16/23	Color Copies or Prints	11.00
08/16/23	Color Copies or Prints	11.55
08/16/23	Color Copies or Prints	11.55
08/21/23	Color Copies or Prints	95.70
08/22/23	Color Copies or Prints	11.55
08/23/23	Color Copies or Prints	26.40
08/23/23	Color Copies or Prints	62.15
08/24/23	Color Copies or Prints	54.45
08/29/23	Color Copies or Prints	34.10
	Total	828.30

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

Scanned Images

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/01/23	Scanned Images	1.28
08/09/23	Scanned Images	3.20
08/10/23	Scanned Images	2.56
08/22/23	Scanned Images	0.80
08/23/23	Scanned Images	0.96
08/24/23	Scanned Images	0.64
08/24/23	Scanned Images	23.36
	Total	32.80

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

4" Binders

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/29/23	4" Binders	39.00
	Total	39.00

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/24/23	Chris Ceresa - Taxi, from train station in Wilmington, DE to local co-counsel office, Attend hearing	18.56
08/24/23	Casey McGushin - Taxi, from airport to local counsel, Attend hearing.	51.91
08/25/23	Casey McGushin - Taxi, from Wilmington, DE to airport, Attend hearing.	66.94
	Total	137.41

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/01/23	Casey McGushin - Lodging, Philadelphia, PA, attend hearing for PGX in Wilmington, DE.	350.00
08/01/23	Casey McGushin - Lodging, Philadelphia, PA, attend hearing for PGX in Wilmington, DE.	325.00
08/24/23	Chris Ceresa - Lodging, Wilmington, DE, attend hearing in Wilmington, DE.	306.90
08/25/23	Casey McGushin - Lodging, Wilmington, DE, attend hearing for PGX in Wilmington, DE.	171.03
	Total	1,152.93

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050085176
 Matter Number: 47119-24

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/23/23	Chris Ceresa - Rail, New York, NY to Wilmington, DE to attend hearing and return trip re same	432.00
08/23/23	Casey McGushin - Rail, New York, NY to Wilmington, DE to attend hearing.	132.00
08/24/23	Chris Ceresa - Rail, New York, NY to Wilmington, DE to attend hearing	(19.00)
08/24/23	Chris Ceresa - Rail, New York, NY to Wilmington, DE to attend hearing	49.00
08/24/23	Chris Ceresa - Rail, New York, NY to Wilmington, DE to attend hearing	(71.00)
08/25/23	Chris Ceresa - Rail, New York, NY to Wilmington, DE to attend hearing.	(58.00)
08/25/23	Casey McGushin - Airfare, Philadelphia, PA to Chicago, IL returning from hearing in Wilmington, DE.	350.70
	Total	815.70

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050085176
 Matter Number: 47119-24

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/01/23	Alison Wirtz - Transportation To/From Airport, Attend Hearing in Wilmington, DE.	57.50
08/04/23	Chad Husnick – Transportation To/From Airport, Boston Coach Corporation transportation to airport for flight to Chicago, IL following hearing.	179.00
08/04/23	Chad Husnick – Transportation To/From Airport, Boston Coach Corporation transportation from airport in Philadelphia, PA to Wilmington, DE for hearing.	194.90
08/11/23	Casey McGushin, Transportation To/From Airport, Vital Transportation Services Inc transportation from airport in New York, NY to Philadelphia, PA for hearing.	369.37
08/24/23	Chris Ceresa - Chris Ceresa - Taxi, from home to train station in New York, Attend hearing	64.33
08/25/23	Chris Ceresa - Chris Ceresa - Taxi, from train station in New York to home, Attend hearing	36.30
	Total	901.40

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/01/23	Casey McGushin - Travel Meals, Lunch, Philadelphia Airport after hearing for PGX.	8.19
08/24/23	Casey McGushin - Travel Meals, Lunch, Wilmington, DE before hearing.	32.50
08/25/23	Chris Ceresa - Travel Meals, Lunch at train station in Wilmington, DE to attend hearing	15.00
08/25/23	Casey McGushin - Travel Meals, Dinner, Tinicum Township PA Attend hearing.	50.00
	Total	105.69

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/28/23	MAGNA LEGAL SERVICES LLC - Certified Copy of Transcript	1,743.20
08/28/23	MAGNA LEGAL SERVICES LLC - Certified Copy of Transcript	1,120.20
	Total	2,863.40

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/09/23	Miller Advertising Agency Inc - Publication of Bar Date for PGX in USA Today	7,470.22
	Total	7,470.22

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/23	FLIK - PGX Holdings Inc.6/6/2023	80.00
	Total	80.00

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050085176
 Matter Number: 47119-24

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Gabrielle Reardon	115.00
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Maryia Shybut	106.00
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Diana Heriford	138.00
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Lucas Spangler	40.00
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Robert Orren	203.00
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Adrian Salmen	60.00
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Brenda Burton	180.00
08/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 07/2023 by Kelby Roth	188.00
	Total	1,030.00

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050085176
 Matter Number: 47119-24

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/05/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Gaskell, Michael Robert on 7/5/2023	53.40
07/05/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 7/5/2023	29.54
07/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shybut, Maryia on 7/6/2023	233.68
07/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shybut, Maryia on 7/7/2023	573.93
07/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Burton, Brenda on 7/7/2023	376.11
07/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 7/7/2023	29.54
07/10/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fabrizio, Christopher on 7/10/2023	488.47
07/12/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Gaskell, Michael Robert on 7/12/2023	32.32
07/12/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Roth, Mary Kelby on 7/12/2023	213.82
07/14/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Gaskell, Michael Robert on 7/14/2023	22.66
07/17/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Briefel, Simon on 7/17/2023	7.20
07/17/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 7/17/2023	22.66
07/17/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Salmen, Adrian on 7/17/2023	5.45
07/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Heriford, Diana on 7/26/2023	83.63
07/27/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Salmen, Adrian on 7/27/2023	22.69
07/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mosquera, Clara on 7/28/2023	697.02
07/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Roth, Mary Kelby on 7/28/2023	218.21

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.

Invoice Number:
 Matter Number:

1050085176
 47119-24

Expenses

07/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Salmen, Adrian on 7/28/2023	158.78
07/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reardon, Gabrielle on 7/28/2023	29.54
07/29/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reardon, Gabrielle on 7/29/2023	45.36
08/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Salmen, Adrian on 8/8/2023	43.17
08/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Heriford, Diana on 8/8/2023	294.68
08/15/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Roth, Mary Kelby on 8/15/2023	443.86
08/15/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Heriford, Diana on 8/15/2023	64.76
08/16/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Roth, Mary Kelby on 8/16/2023	6.01
08/16/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 8/16/2023	92.41
08/17/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Roth, Mary Kelby on 8/17/2023	11.71
08/17/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reardon, Gabrielle on 8/17/2023	6.53
08/18/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Sloman, Michael on 8/18/2023	129.37
08/18/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Puccia, Karra on 8/18/2023	58.50
08/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 8/19/2023	81.74
08/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Puccia, Karra on 8/19/2023	323.94
08/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 8/20/2023	21.90
08/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Heriford, Diana on 8/21/2023	178.81
08/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Reardon, Gabrielle on 8/21/2023	21.59
08/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 8/21/2023	243.65

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

08/22/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 8/22/2023	21.57
08/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Heriford, Diana on 8/23/2023	28.11
	Total	5,416.32

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/08/23	RELX Inc DBA LexisNexis - LexisNexis Research on 8/8/2023 by Diana Heriford	174.62
08/19/23	RELX Inc DBA LexisNexis - LexisNexis Research on 8/19/2023 by Karra Puccia	58.15
08/21/23	RELX Inc DBA LexisNexis - LexisNexis Research on 8/21/2023 by Chris Ceresa	112.71
08/21/23	RELX Inc DBA LexisNexis - LexisNexis Research on 8/21/2023 by Diana Heriford	232.81
08/24/23	RELX Inc DBA LexisNexis - LexisNexis Research on 8/24/2023 by Diana Heriford	446.34
	Total	1,024.63

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/10/23	Gabrielle Christine Reardon - Taxi, Overtime Uber for work completed on August 10, 2023.	14.98
08/15/23	Gabrielle Christine Reardon - Taxi, Overtime Uber for work completed on August 15, 2023.	16.91
08/16/23	Gabrielle Christine Reardon - Taxi, Overtime Uber for work completed on August 16, 2023.	14.92
08/22/23	Gabrielle Christine Reardon - Taxi, Overtime Uber for work completed on August 22, 2023.	11.90
	Total	58.71

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

Secretarial Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/13/23	Redaction of: Document(s)	1.26
07/13/23	Redaction of: Document(s)	23.94
	Total	25.20

Legal Services for the Period Ending August 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050085176
Matter Number: 47119-24

Document Services Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/18/23	Excel format for printing/PDF of: Spreadsheet(s)	35.26
08/11/23	Convert Document: Document(s)	30.96
	Total	66.22

Legal Services for the Period Ending August 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050085176
 Matter Number: 47119-24

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/07/23	FEDERAL EXPRESS - 7-27-23 express saver from DGNA Federal Express to K&E SF	18.66
08/07/23	FEDERAL EXPRESS - 7-27-23 express saver from BTFA STATION to J. Reichman K&E SF	39.62
08/07/23	FEDERAL EXPRESS - 7-28-23 express saver from VGTA Customer Service to K&E SF	18.62
08/07/23	FEDERAL EXPRESS - 7-27-23 standard overnight from J. Reichman K&E SF to G. David, Salt Lake City, UT	17.52
	Total	94.42
TOTAL EXPENSES		\$ 22,475.59

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 30, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050086592

Client Matter: 47119-24

In the Matter of Expenses

For expenses incurred through September 30, 2023
(see attached Description of Expenses for detail)

\$ 37,100.24

Total expenses incurred

\$ 37,100.24

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050086592
 Matter Number: 47119-24

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	16.00
Standard Copies or Prints	48.30
Tabs/Indexes/Dividers	1.04
Color Copies or Prints	29.70
Scanned Images	0.80
Travel Expense	700.00
Airfare	1,296.79
Transportation to/from airport	822.90
Travel Meals	130.26
Filing Fees	129.00
Other Court Costs and Fees	31,951.56
Catering Expenses	96.00
Outside Retrieval Service	1,508.00
Westlaw Research	137.56
Overtime Transportation	70.23
Overtime Meals - Attorney	140.00
Computer Database Research - Soft	22.10
Total	\$ 37,100.24

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/24/23	Spencer A. Winters - Internet, Attend hearing. 08/24/2023	8.00
08/25/23	Spencer A. Winters - Internet, Attend hearing. 08/25/2023	8.00
	Total	16.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/23/23	Standard Copies or Prints	1.60
08/23/23	Standard Copies or Prints	2.00
09/01/23	Standard Copies or Prints	2.20
09/05/23	Standard Copies or Prints	0.90
09/05/23	Standard Copies or Prints	1.70
09/06/23	Standard Copies or Prints	8.10
09/12/23	Standard Copies or Prints	4.70
09/13/23	Standard Copies or Prints	6.30
09/14/23	Standard Copies or Prints	6.40
09/14/23	Standard Copies or Prints	1.20
09/19/23	Standard Copies or Prints	0.10
09/20/23	Standard Copies or Prints	5.40
09/27/23	Standard Copies or Prints	7.70
	Total	48.30

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050086592
 Matter Number: 47119-24

Tabs/Indexes/Dividers

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/23/23	Tabs/Indexes/Dividers	1.04
	Total	1.04

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/23/23	Color Copies or Prints	3.30
08/23/23	Color Copies or Prints	1.10
09/05/23	Color Copies or Prints	11.55
09/05/23	Color Copies or Prints	2.20
09/13/23	Color Copies or Prints	11.00
09/14/23	Color Copies or Prints	0.55
	Total	29.70

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Scanned Images

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/14/23	Scanned Images	0.80
	Total	0.80

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/25/23	Spencer A. Winters - Lodging, Wilmington, DE to attend court hearing.	350.00
08/25/23	Alison Wirtz - Lodging, Wilmington, DE to attend court hearing.	350.00
	Total	700.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/16/23	Spencer A. Winters - Agency Fee, Attend hearing.	58.00
08/16/23	Spencer A. Winters - Airfare, Chicago, IL to Philadelphia, PA, Attend hearing.	355.22
08/23/23	Spencer A. Winters - Airfare, Philadelphia, PA to Chicago, IL, Attend hearing.	235.26
08/23/23	Alison Wirtz - Airfare, Chicago, IL to Philadelphia, PA(round trip), Court Hearing.	590.31
08/23/23	Alison Wirtz - Agency Fee, Court Hearing	58.00
	Total	1,296.79

Legal Services for the Period Ending September 30, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050086592
 Matter Number: 47119-24

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/24/23	Spencer A. Winters - Transportation To/From Airport, Attend hearing.	95.88
08/25/23	Spencer A. Winters - Transportation To/From Airport, Attend hearing.	123.65
08/25/23	Alison Wirtz - Transportation To/From Airport, Court Hearing.	58.12
08/31/23	Sunny's Worldwide - Alison Wirtz Transportation To/From Airport.	181.75
08/31/23	Sunny's Worldwide - Spencer Winters- Transportation To/From Airport .	181.75
08/31/23	Sunny's Worldwide - Spencer Winters- Transportation To/From Airport.	181.75
	Total	822.90

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/12/23	Alison Wirtz - Travel Meals (Lunch), New York, NY Meeting with Committee Alison Wirtz	15.13
07/13/23	Alison Wirtz - Travel Meals (Dinner), New York, NY Meeting with Committee	70.00
08/24/23	Spencer A. Winters - Travel Meals (Dinner), Wilmington, DE Attend hearing.	24.20
08/25/23	Alison Wirtz - Travel Meals (Breakfast), Philadelphia, PA Court Hearing	15.98
08/25/23	Alison Wirtz - Travel Meals (Breakfast), Wilmington, DE, Court Hearing	4.95
	Total	130.26

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/14/23	Andrea Chacin - Andrea Chacin, Filing Fees, Expedited filing of Utah Articles of Incorporation for Client.	129.00
	Total	129.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/25/23	Miller Advertising Agency Inc - Publication of Combined Hrg Notice in USA Today	31,951.56
	Total	31,951.56

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/01/23	FLIK - PGX Holdings Inc.8/24/2023	96.00
	Total	96.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Outside Retrieval Service

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/22/23	CONTINENTAL CORPORATE SERVICES INC - Outside Retrieval Service	1,456.00
09/25/23	CONTINENTAL CORPORATE SERVICES INC - Outside Retrieval Service	52.00
	Total	1,508.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/12/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Heriford, Diana on 9/12/2023	137.56
	Total	137.56

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/24/23	Alison Wirtz - Alison Wirtz, Taxi, Overtime, Transportation home.	10.87
07/27/23	Alison Wirtz - Alison Wirtz, Taxi, Overtime, Transportation home.	20.38
08/03/23	Alison Wirtz - Alison Wirtz, Taxi, Overtime, Transportation home.	11.93
08/08/23	Alison Wirtz - Alison Wirtz, Taxi, Overtime, Transportation home.	13.93
08/24/23	Alison Wirtz - Alison Wirtz, Taxi, Overtime, Transportation home.	13.12
	Total	70.23

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/11/23	Alison Wirtz - Alison Wirtz, Overtime Meals - Attorney, Chicago, IL.	20.00
07/17/23	Alison Wirtz - Alison Wirtz, Overtime Meals - Attorney, Chicago, IL.	20.00
07/18/23	Alison Wirtz - Alison Wirtz, Overtime Meals - Attorney, Chicago, IL.	20.00
07/24/23	Alison Wirtz - Alison Wirtz, Overtime Meals - Attorney, Chicago, IL.	20.00
07/25/23	Alison Wirtz - Alison Wirtz, Overtime Meals - Attorney, Chicago, IL.	20.00
08/02/23	Alison Wirtz - Alison Wirtz, Overtime Meals - Attorney, Chicago, IL.	20.00
08/08/23	Alison Wirtz - Alison Wirtz, Overtime Meals - Attorney, Chicago, IL.	20.00
	Total	140.00

Legal Services for the Period Ending September 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050086592
Matter Number: 47119-24

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/01/23	PACER Usage for 08/2023	3.20
08/01/23	PACER Usage for 08/2023	18.50
08/01/23	PACER Usage for 08/2023	0.40
	Total	22.10
TOTAL EXPENSES		\$ 37,100.24

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 1, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050088293

Client Matter: 47119-24

In the Matter of Expenses

For expenses incurred through October 31, 2023
(see attached Description of Expenses for detail)

\$ 3,760.71

Total expenses incurred

\$ 3,760.71

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050088293
Matter Number: 47119-24

Description of Expenses

<u>Description</u>	<u>Amount</u>
Standard Copies or Prints	93.60
Color Copies or Prints	316.25
Transportation to/from airport	1,717.08
Outside Retrieval Service	284.00
Computer Database Research	1,210.00
LexisNexis Research	51.78
Overtime Transportation	11.27
Overtime Meals - Attorney	39.03
Computer Database Research - Soft	37.70
Total	\$ 3,760.71

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050088293
Matter Number: 47119-24

Description of Expenses

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/11/23	Standard Copies or Prints	2.80
10/17/23	Standard Copies or Prints	2.80
10/18/23	Standard Copies or Prints	2.80
10/22/23	Standard Copies or Prints	48.60
10/23/23	Standard Copies or Prints	1.50
10/24/23	Standard Copies or Prints	3.20
10/26/23	Standard Copies or Prints	9.80
10/27/23	Standard Copies or Prints	0.70
10/27/23	Standard Copies or Prints	21.40
	Total	93.60

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050088293
Matter Number: 47119-24

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/11/23	Color Copies or Prints	18.15
10/17/23	Color Copies or Prints	52.80
10/18/23	Color Copies or Prints	23.10
10/22/23	Color Copies or Prints	41.80
10/23/23	Color Copies or Prints	80.30
10/24/23	Color Copies or Prints	48.95
10/25/23	Color Copies or Prints	2.20
10/27/23	Color Copies or Prints	48.95
	Total	316.25

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050088293
 Matter Number: 47119-24

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/31/23	Windy City Limousine - Alison Jennifer Wirtz from PHL to hotel in Wilmington, DE on 07/30/2023 for purposes of attending second day hearing	209.18
07/31/23	Windy City Limousine - Alison Jennifer Wirtz from residence to ORD on 07/30/2023 for purposes of attending second day hearing	164.25
07/31/23	Windy City Limousine - Whitney Caroline Fogelberg from ORD to residence on 07/13/2023 returning home from in-person meeting with UCC	125.83
07/31/23	Windy City Limousine - Alison Jennifer Wirtz from O'Hare to residence on 07/13/2023 returning home from in-person meeting with UCC	124.22
07/31/23	Windy City Limousine - Whitney Caroline Fogelberg from residence to O'Hare on 07/12/2023 for purposes of attending in-person meeting with UCC	131.00
07/31/23	Windy City Limousine - Alison Jennifer Wirtz from residence to ORD on 07/12/2023 for purposes of attending in-person meeting with UCC	142.25
08/31/23	Windy City Limousine - 08/01/2023 Alison Jennifer Wirtz Pick Up at hotel in Wilmington, DE and Drop Off at PHL Airport returning from second day hearing	262.14
08/31/23	Windy City Limousine - 08/25/2023 Casey James McGushin Pick Up at ORD Airport and Drop Off at residence returning from sale hearing	371.93
08/31/23	Windy City Limousine - 08/24/2023 Alison Jennifer Wirtz Pick Up at RESIDENCE and Drop Off at ORD for purposes of attending sale hearing	186.28
	Total	1,717.08

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050088293
Matter Number: 47119-24

Outside Retrieval Service

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/17/23	CT CORPORATION - Request for good standing certificates for a DE and a UT entity.	284.00
	Total	284.00

Legal Services for the Period Ending October 31, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050088293
 Matter Number: 47119-24

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/19/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 08/2023 by Diana Heriford	27.00
09/19/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 08/2023 by Karra Puccia	175.00
09/19/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 08/2023 by Kelby Roth	435.00
09/19/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 08/2023 by Gabrielle Reardon	58.00
09/19/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 08/2023 by Michael Sloman	40.00
10/20/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 09/2023 by Karra Puccia	106.00
10/20/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 09/2023 by Diana Heriford	52.00
10/20/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 09/2023 by Kelby Roth	317.00
	Total	1,210.00

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050088293
Matter Number: 47119-24

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/21/23	RELX Inc DBA LexisNexis - LexisNexis Research on 10/21/2023 by Adrian Salmen	51.78
	Total	51.78

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050088293
Matter Number: 47119-24

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/25/23	Alison Wirtz - Taxi, Late night work.	11.27
	Total	11.27

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050088293
Matter Number: 47119-24

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/24/23	Alison Wirtz - Overtime Meals, Chicago, IL Late night work.	39.03
	Total	39.03

Legal Services for the Period Ending October 31, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050088293
Matter Number: 47119-24

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/01/23	PACER Usage for 09/2023	14.80
09/01/23	PACER Usage for 09/2023	18.60
09/01/23	PACER Usage for 09/2023	4.30
	Total	37.70
TOTAL EXPENSES		\$ 3,760.71

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

December 22, 2023

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050089740

Client Matter: 47119-24

In the Matter of Expenses

For expenses incurred through November 30, 2023
(see attached Description of Expenses for detail)

\$ 1,210.85

Total expenses incurred

\$ 1,210.85

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050089740
Matter Number: 47119-24

Description of Expenses

<u>Description</u>	<u>Amount</u>
Computer Database Research	32.00
Westlaw Research	1,058.71
Postage- Hard	120.14
Total	\$ 1,210.85

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050089740
Matter Number: 47119-24

Description of Expenses

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 10/2023 by Nikita Mathur	15.00
11/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 10/2023 by Robert Orren	17.00
	Total	32.00

Legal Services for the Period Ending November 30, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050089740
 Matter Number: 47119-24

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/17/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wirtz, Alison on 10/17/2023	44.65
10/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 10/21/2023	306.86
10/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Salmen, Adrian on 10/21/2023	192.00
10/22/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 10/22/2023	19.17
10/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wirtz, Alison on 10/23/2023	32.89
10/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 10/23/2023	223.46
10/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mathur, Nikita on 10/23/2023	4.61
10/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 10/23/2023	60.81
10/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mathur, Nikita on 10/24/2023	30.77
10/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Winters, Spencer on 10/26/2023	19.20
10/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 10/26/2023	119.68
10/27/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ceresa, Chris on 10/27/2023	4.61
	Total	1,058.71

Legal Services for the Period Ending November 30, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050089740
Matter Number: 47119-24

Postage- Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/15/23	BMO Diners Club - Expedited filing of conversion documents for a Utah entity	37.00
10/15/23	BMO Diners Club - Expedited filing of conversion documents for a Utah entity	75.00
11/17/23	Pat Boer - Postage, 11/17/2023 Certified Mail Costs to File Tax Elections with the IRS	8.14
	Total	120.14
TOTAL EXPENSES		\$ 1,210.85

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

January 23, 2024

PGX Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Attn: Chad Wallace

Invoice Number: 1050091411

Client Matter: 47119-24

In the Matter of Expenses

For expenses incurred through December 25, 2023
(see attached Description of Expenses for detail)

\$ 50.60

Total expenses incurred

\$ 50.60

Legal Services for the Period Ending December 25, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050091411
Matter Number: 47119-24

Description of Expenses

<u>Description</u>	<u>Amount</u>
Standard Copies or Prints	15.40
Color Copies or Prints	35.20
Total	\$ 50.60

Legal Services for the Period Ending December 25, 2023
PGX Holdings, Inc.
Expenses

Invoice Number: 1050091411
Matter Number: 47119-24

Description of Expenses

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/19/23	Standard Copies or Prints	15.40
	Total	15.40

Legal Services for the Period Ending December 25, 2023
 PGX Holdings, Inc.
 Expenses

Invoice Number: 1050091411
 Matter Number: 47119-24

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/12/23	Color Copies or Prints	35.20
	Total	35.20
TOTAL EXPENSES		\$ 50.60

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
)	
PGX HOLDINGS, INC, <i>et al.</i> , ¹	)	Case No. 23-10718 (CTG)
)	
Debtors.	)	(Jointly Administered)
)	
	)	Objection Deadline: March 19, 2024 at 4:00 p.m.
	)	Hearing Date: April 8, 2024 at 10:00 a.m.

**NOTICE OF SECOND INTERIM AND FINAL FEE APPLICATION OF
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR
THE (I) INTERIM FEE PERIOD FROM SEPTEMBER 1, 2023 THROUGH AND
INCLUDING DECEMBER 25, 2023, AND THE (II) FINAL FEE PERIOD
FROM JUNE 4, 2023 THROUGH AND INCLUDING DECEMBER 25, 2023**

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Second Interim and Final Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession, for the (I) Interim Fee Period from September 1, 2023 through and including December 25, 2023, and the (II) Final Fee Period from June 4, 2023 through and including December 25, 2023* (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that the Application is submitted pursuant to the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 208] (the “Administrative Order”) dated July 19, 2023.

PLEASE TAKE FURTHER NOTICE that any objection or response to the Application must be made in writing and be filed with the Bankruptcy Court, on or before **March 19, 2024 at 4:00 p.m. prevailing Eastern Time.**

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon the following: (a) the Debtors, PGX Holdings, Inc., 257 East 200 South, Suite 1200, Salt Lake City, UT 84111, Attn.: Eric Kamerath; (b) counsel to the Debtors

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PGX Holdings, Inc. (2510); Credit Repair UK, Inc. (4798); Credit.com, Inc. (1580); Creditrepair.com Holdings, Inc. (7536); Creditrepair.com, Inc. (7680); eFolks Holdings, Inc. (5213); eFolks, LLC (5256); John C. Heath, Attorney At Law PC (8362); Progrexion ASG, Inc. (5153); Progrexion Holdings, Inc. (7123); Progrexion IP, Inc. (5179); Progrexion Marketing, Inc. (5073); and Progrexion Teleservices, Inc. (5110). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 257 East 200 South, Suite 1200, Salt Lake City, Utah 84111.

(i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Joshua A. Sussberg, P.C., (ii) Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois, 60654, Attn.: Spencer Winters and Alison J. Wirtz, (iii) Klehr Harrison Harvey Branzburg LLP, 919 North Market Street, Suite 1000, Wilmington, Delaware 19801, Attn.: Domenic E. Pacitti and Michael W. Yurkewicz, and (iv) Klehr Harrison Harvey Branzburg LLP, 1835 Market Street, Suite 1400, Philadelphia, Pennsylvania 19103, Attn.: Morton R. Branzburg; (c) counsel for (i) the Prepetition First Lien Agent for the Prepetition First Lien Lenders and (ii) the DIP Agent for the DIP Lenders, King & Spalding LLP, 1185 Avenue of the Americas, 34th Floor, New York, New York 10036 (Attn.: Roger Schwartz, Geoffrey King, and Robert Nussbaum); (d) counsel for the Prepetition Third Lien Agent and the Prepetition Third Lien Lenders, Proskauer Rose LLP, 11 Times Square, New York, New York, 10036 (Attn: David M. Hillman and Libbie B. Osaben); (e) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn.: Jane M. Leamy; and (f) counsel to the Committee, (i) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, New York 10019, Attn.: Andrew I. Silfen and Beth M. Brownstein; (ii) ArentFox Schiff LLP, 800 Boylston Street, 32nd Floor, Boston, Massachusetts 02199, Attn.: Justin A. Kesselman; (iii) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, Delaware 19801, Attn.: Eric J. Monzo, Brya M. Keilson, and Jason S. Levin (collectively, the “Application Recipients”).

PLEASE TAKE FURTHER NOTICE THAT IF AN OBJECTION IS PROPERLY FILED AND SERVED ON THE NOTICE PARTIES IN ACCORDANCE WITH THE ABOVE PROCEDURES, A HEARING WILL BE HELD BEFORE THE HONORABLE CRAIG T. GOLDBLATT, UNITED STATES BANKRUPTCY JUDGE FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 3RD FLOOR, COURTROOM #7, WILMINGTON, DELAWARE 19801 ON **APRIL 8, 2024 10:00 A.M. (PREVAILING EASTERN TIME). ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING. IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF DEMANDED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.**

[Signature Page to Follow]

Dated: February 27, 2024
Wilmington, Delaware

/s/ Domenic E. Pacitti

KLEHR HARRISON HARVEY
BRANZBURG LLP
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Michael W. Yurkewicz (DE Bar No. 4165)
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-and-

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Co-Counsel to the Wind-Down Debtors

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- and -

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