

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

QLESS, INC.,

Debtor.

Chapter 11, Subchapter V

Case No. 24-11395 (BLS)

Hearing Date: July 19, 2024 at 10:30 a.m. (ET)
Objection Deadline: July 12, 2024 at 4:00 p.m. (ET)

**DEBTOR’S APPLICATION FOR AUTHORIZATION
TO EMPLOY AND RETAIN PACHULSKI STANG ZIEHL & JONES LLP
AS COUNSEL FOR THE DEBTOR EFFECTIVE AS OF THE PETITION DATE**

The above-captioned debtor and debtor-in-possession (the “**Debtor**”) in the above-captioned chapter 11 case (the “**Case**”) files this application (the “**Application**”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Order**”), pursuant to section 327(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), authorizing the Debtor to employ and retain Pachulski Stang Ziehl & Jones LLP (“**PSZ&J**” or the “**Firm**”) as counsel for the Debtor, effective as of the Petition Date (as defined below). In support of the Application, the Debtor relies on: (i) the *Statement Under Rule 2016 of the Federal Rules of Bankruptcy Procedure*, attached hereto as **Exhibit B** (the “**Rule 2016 Statement**”); and (ii) the *Declaration of Jeffrey N. Pomerantz in Support of Debtor’s Application for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Counsel for the Debtor Effective as of the Petition Date*, attached hereto as **Exhibit C** (the “**Pomerantz Declaration**”), all of which are submitted concurrently with this Application. In support of this Application, the Debtor respectfully states as follows:



Jurisdiction and Venue

1. The United States District Court for the District of Delaware has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to the United States Bankruptcy Court for the District of Delaware (the “**Court**”) under 28 U.S.C. § 157 pursuant to the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Debtor confirms its consent pursuant to Local Rule 9013-1(f) to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

3. The statutory bases for the relief sought herein are section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1. Compensation will be in accordance with sections 330 and 331 of the Bankruptcy Code.

Background

4. On June 19, 2024 (the “**Petition Date**”), the Debtor commenced this case (the “Case”) by filing a voluntary petition for relief under subchapter V of chapter 11 of the Bankruptcy Code. The Debtor is authorized to continue to operate its business and manage its properties as debtor in possession under section 1182(2) of the Bankruptcy Code.

5. Information regarding the Debtor’s business and capital structure, and the circumstances leading to this Case, is set forth in the *Declaration of James Harvey in Support of*

Chapter 11 Petition and First Day Relief [Docket No. 9] (the “**First Day Declaration**”),¹ which is incorporated herein by reference.

Relief Requested

6. The Debtor respectfully requests that the Court enter the Order pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1 authorizing the Debtor to employ and retain PSZ&J as its counsel to perform the legal services that will be necessary during this Case pursuant to the terms set forth in the Application and the Pomerantz Declaration, effective as of the Petition Date.

PSZ&J’s Qualifications

7. The Debtor seeks to retain PSZ&J as counsel because of the Firm’s extensive experience and knowledge in the field of debtors’ and creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code. In preparing for its representation of the Debtor in this Case, PSZ&J has become familiar with the Debtor’s affairs and many of the potential legal issues which may arise in the context of this Case.

8. The professional services that PSZ&J will provide include, but shall not be limited to:

- a. assist, advise, and represent the Debtor in its consultations with estate constituents regarding the administration of this Case;
- b. assist, advise, and represent the Debtor in any manner relevant to the Debtor’s financing needs, asset dispositions, and leases and other contractual obligations;
- c. assist, advise, and represent the Debtor in any issues associated with the assets, liabilities, and financial condition of the Debtor;
- d. assist, advise, and represent the Debtor in the negotiation, formulation, and drafting of any plan of reorganization and disclosure statement;

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the First Day Declaration.

e. assist, advise, and represent the Debtor in the performance of its duties and the exercise of its powers under the Bankruptcy Code, the Bankruptcy Rules, and any applicable local rules and guidelines; and

f. provide such other necessary advice and services as the Debtor may require in connection with this Case.

9. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code, compensation will be payable to PSZ&J on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZ&J. The current standard hourly rates of attorneys and paralegals from PSZ&J are as follows:

- | | | |
|----|-------------------|------------------------|
| a. | Partners | \$995.00 to \$2,175.00 |
| b. | Of Counsel | \$975.00 to \$1,675.00 |
| c. | Associates | \$650.00 to \$975.00 |
| d. | Paraprofessionals | \$545.00 to \$595.00 |

10. The hourly rates set forth above are PSZ&J's standard hourly rates for work of this nature. These rates are set at a level designed to compensate PSZ&J fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses, and the rates are subject to periodic adjustments necessitated by market and other conditions. Beyond the rates listed above, it is PSZ&J's policy to charge for all other expenses incurred in connection with its clients' cases. These expenses include, among other things, conference call charges, mail and express mail charges, special or hand delivery charges, document retrieval charges, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by PSZ&J to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, and transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. PSZ&J will charge the Debtor for these expenses in a manner and at rates consistent with those charged to other PSZ&J clients and the

rules and requirements of this Court. PSZ&J believes that it is fairer to charge these expenses to the clients incurring them than to increase its hourly rates and spread the expenses among all clients.

11. To the best of the Debtor's knowledge, except as otherwise disclosed in the Pomerantz Declaration submitted concurrently herewith, PSZ&J has not represented the Debtor, its creditors, equity security holders, or any other parties in interest, or their respective attorneys, in any matter relating to the Debtor or its estate. Further, to the best of the Debtor's knowledge, PSZ&J: (a) does not hold or represent any interest adverse to the Debtor's estates; and (b) is a "disinterested person" as that phrase is defined in section 101(14) of the Bankruptcy Code, and PSZ&J's employment is necessary and in the best interests of the Debtor and its estate.

12. PSZ&J has received payments from the Debtor during the ninety days prior to the Petition Date in the amount of \$300,000.00 in connection with its prepetition representation of the Debtor. PSZ&J is current as of the Petition Date. After the payment of the amount expended prepetition, the balance remaining is \$13,322.25 which will be credited to the Debtor and applied to postpetition fees and expenses pursuant to the compensation procedures approved by the Court in accordance with the Bankruptcy Code.

13. The Debtor understands that PSZ&J hereafter intends to apply to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of this Court for all services performed and expenses incurred after the Petition Date.

14. The Debtor, subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and further orders of this Court, proposes to pay PSZ&J its customary hourly rates for services rendered that are in effect from time to time, as set forth above

and in the Pomerantz Declaration, and to reimburse PSZ&J according to its customary reimbursement policies, and the Debtor submits that such rates are reasonable.

Notice

15. The Debtor will provide notice of this Application to: (a) the Office of the United States Trustee for the District of Delaware; (b) the holders of the 20 largest unsecured claims against the Debtor; (c) counsel to the DIP Lender; (d) counsel to the Prepetition Lender; (e) the United States Attorney's Office for the District of Delaware; and (f) any party that requests service under Bankruptcy Rule 2002. The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

16. No prior request for the relief sought in this Application has been made to this Court or any other court.

WHEREFORE, the Debtor respectfully requests entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as is just and proper.

Dated: June 28, 2024

QLESS, INC.

/s/ James Harvey

By: James Harvey, Chief Executive Officer

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

In re:

QLESS, INC.,

Debtor.¹

Chapter 11, Subchapter V

Case No. 24-11395 (BLS)

Hearing Date: July 19, 2024 @ 10:30 A.M. (ET)

Objection Deadline: July 12, 2024 @ 4:00 PM (ET)

**NOTICE OF HEARING ON DEBTOR'S APPLICATION FOR AUTHORIZATION
TO EMPLOY AND RETAIN PACHULSKI STANG ZIEHL & JONES LLP
AS COUNSEL FOR THE DEBTOR EFFECTIVE AS OF THE PETITION DATE**

PLEASE TAKE NOTICE that on June 28, 2024 the above-captioned debtor and debtor in possession (the “**Debtor**”) filed the attached *Debtor's Application for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Counsel for the Debtor Effective as of the Petition Date* (the “**Motion**”).

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Motion has been scheduled for **July 19, 2024 at 10:30 a.m. (ET)** before the Honorable Brendan L. Shannon at the United States Bankruptcy Court for the District of Delaware (the “**Court**”), located at 824 North Market Street, 6th Floor, Courtroom #1, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that any response or objection to the entry of the order with respect to the relief sought, in the Motion must be filed with the Court on or before **July 12, 2024 at 4:00 p.m. (ET)**.

¹ The Debtor's principal place of business and service address is 21 Miller Alley, Suite 210, Pasadena CA 91105.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

PLEASE TAKE FURTHER NOTICE that a copy of the Motion can be obtained for a fee through the Court's website at www.deb.uscourts.gov, referencing Case No. 24-11395 (BLS), or may be obtained for free by accessing the Debtor's restructuring website at <http://www.veritaglobal.net/QLess>.

Dated: June 28, 2024

PACHULSKI STANG ZIEHL & JONES LLP

/s/James E. O'Neill

James E. O'Neill (DE Bar No. 4042)
Jeffrey N. Pomerantz (admitted *pro hac vice*)
Jordan A. Kroop (admitted *pro hac vice*)
Greg V. Demo (admitted *pro hac vice*)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: joneill@pszjlaw.com
jpomerantz@pszjlaw.com
jkroop@pszjlaw.com
gdemo@pszjlaw.com

Proposed Counsel to the Debtor and Debtor in Possession

Exhibit A

Proposed Order

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

In re:

QLESS, INC.,

Debtor.

Chapter 11, Subchapter V

Case No. 24-11395 (BLS)

Ref. Docket No. _____

**ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP
AS COUNSEL FOR THE DEBTOR EFFECTIVE AS OF THE PETITION DATE**

Upon consideration of the application (the “**Application**”)¹ of the above-captioned debtor and debtor in possession (the “**Debtor**”) seeking authorization to employ and retain Pachulski Stang Ziehl & Jones LLP (“**PSZ&J**” or the “**Firm**”) as counsel for the Debtor; and upon: (i) the Rule 2016 Statement and (ii) the Pomerantz Declaration which were submitted concurrently with the Application; and the Court being satisfied, based on the representations made in the Application, the Rule 2016 Statement and the Pomerantz Declaration that PSZ&J does not represent or hold any interest adverse to the Debtor or the Debtor’s estate with respect to the matters upon which it is to be engaged, that PSZ&J is disinterested as that term is defined under section 101(14) of the Bankruptcy Code, and as modified by section 1107(b) of the Bankruptcy Code, and that the employment of PSZ&J is necessary and in the best interests of the Debtor and the Debtor’s estate; and the United States District Court for the District of Delaware having jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 pursuant to 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 this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Court may enter a

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

final order consistent with Article III of the United States Constitution; 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 that the Debtor's notice of the Application and opportunity for a hearing on the Application were appropriate and no other notice need be provided; and the Court having reviewed the Application; and after due deliberation and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. Pursuant to section 327(a) of the Bankruptcy Code, the Debtor is authorized to employ and retain PSZ&J as counsel, effective as of the Petition Date, on the terms set forth in the Application, the Rule 2016 Statement and the Pomerantz Declaration.
3. PSZ&J shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with this Case 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.
4. The Debtor is authorized to take all steps necessary or appropriate to carry out the relief granted in this Order.
5. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit B

Rule 2016 Statement

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

In re:

QLESS, INC.,

Debtor.

Chapter 11, Subchapter V

Case No. 24-11395 (BLS)

**STATEMENT UNDER RULE 2016 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pachulski Stang Ziehl & Jones LLP (“**PSZ&J**”), pursuant to Bankruptcy Rule 2016 and section 329 of the Bankruptcy Code, states that the undersigned is proposed counsel to the above-captioned debtor and debtor in possession (the “**Debtor**”) in this Case. PSZ&J further states:¹

1. The Debtor has agreed to pay PSZ&J for the legal services that have been or will be rendered by its various attorneys, paralegals, and case management assistants in connection with this Case on the Debtor’s behalf. The Debtor has also agreed to reimburse PSZ&J for its actual and necessary expenses incurred in connection with this Case. PSZ&J has received payments from the Debtor during the ninety days prior to the Petition Date in the amount of \$300,000.00 in connection with the preparation of initial documents and its prepetition representation of the Debtor. PSZ&J is current as of the Petition Date. After payment of the amount actually expended prepetition, the balance remaining is \$13,322.25 which will be credited to the Debtor and applied to postpetition fees and expenses pursuant to the compensation procedures approved by this Court.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *Debtor’s Application for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Counsel for the Debtor Effective as of the Petition Date* (the “**Application**”).

2. PSZ&J will seek approval for payment of compensation by filing the appropriate applications for allowance of final compensation pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of this Court.

3. The services to be rendered include all those services set forth in the Application, submitted concurrently herewith.

4. PSZ&J further states that it has neither shared nor agreed to share: (a) any compensation it has received or may receive with another party or person, other than with the partners, of counsel, and associates of PSZ&J; or (b) any compensation that another person or party has received or may have received.

Dated: June 28, 2024

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill _____

James E. O'Neill (DE Bar No. 4042)
Jeffrey N. Pomerantz (admitted *pro hac vice*)
Jordan A. Kroop (admitted *pro hac vice*)
Maxim B. Litvak (admitted *pro hac vice*)
Greg V. Demo (admitted *pro hac vice*)
919 North Market Street, 17th Floor
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Email: joneill@pszjlaw.com
jpomerantz@pszjlaw.com
jkroop@pszjlaw.com
mlitvak@pszjlaw.com
gdemo@pszjlaw.com

Proposed Counsel to the Debtor in Possession

Exhibit C

Pomerantz Declaration

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

In re:

QLESS, INC.,

Debtor.

Chapter 11, Subchapter V

Case No. 24-11395 (BLS)

**DECLARATION OF JEFFREY N. POMERANTZ
IN SUPPORT OF DEBTOR'S APPLICATION FOR AUTHORIZATION
TO EMPLOY AND RETAIN PACHULSKI STANG ZIEHL & JONES LLP
AS COUNSEL FOR THE DEBTOR EFFECTIVE AS OF THE PETITION DATE**

I, Jeffrey N. Pomerantz, declare under penalty of perjury as follows:

1. I am a partner in the law firm of Pachulski Stang Ziehl & Jones LLP (“**PSZ&J**” or the “**Firm**”), located at 10100 Santa Monica Blvd., 13th Floor, Los Angeles, CA 90067, and have been duly admitted to practice law in the State of California and the United States District Court for the Central District of California. This Declaration is submitted in support of the *Debtor's Application for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Counsel for the Debtor Effective as of the Petition Date* (the “**Application**”), which is being submitted concurrently herewith.¹

2. Neither I, the Firm, nor any partner, of counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtor, the Debtor's creditors, or any other parties in interest herein, or their respective attorneys, except as set forth below.

3. The Debtor has and will retain various professionals during the pendency of this Case, including Sherwood Partners, Inc. (“**Sherwood**”) to provide a Chief Restructuring Officer and certain additional personnel and Kurtzman Carson Consultants LLC dba Verita Global

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

as claims and noticing agent. Sherwood works with PSZ&J, primarily in the context where an affiliate of Sherwood will serve as an Assignee in an Assignment for the Benefit of Creditors process, and PSZ&J will serve as counsel to the Assignee. Sherwood will also periodically fill a financial advisory, sales agent or senior officer role in a chapter 11 case where PSZ&J serves as bankruptcy counsel to the chapter 11 debtor, similar to the financial advisory role that Sherwood will have in this case. The Debtor may retain other professionals after the date hereof. PSZ&J has previously worked with, and will continue to work with, these professionals on various representations, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests.

4. PSZ&J represents many committees whose members may be creditors in this Case. However, PSZ&J is not representing any of those entities in this Case and will not represent any members of the committees it currently represents in any claims that they may have against the Debtor.

5. PSZ&J was engaged prior to the Petition Date to represent the Debtor. At the time of its engagement, PSZ&J began a full and thorough conflict review of potential parties in interest in this Case (the “**Potential Parties in Interest**”). A copy of the list of Potential Parties in Interest is attached hereto as **Schedule 1**.

6. The Firm maintains an electronic client database of current and former clients to permit the electronic searching of all potential parties in interest in new cases for connections to the Firm’s clients. The Firm searched this client database to determine whether it had any relationships with the Potential Parties in Interest listed on **Schedule 1**.

7. To the best of my knowledge, and except as otherwise set forth herein, PSZ&J:

- a. 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;
- b. does not hold or represent any interest adverse to the Debtor’s estate; and
- c. does not have any connection with the Debtor, its affiliates, its creditors, or any other party in interest, or their respective attorneys, the U.S. Trustee, or any person employed in the office of the same, or any judge in the United States Bankruptcy Court for the District of Delaware or any person employed in the office of the same.

8. PSZ&J also solicited information regarding possible connections to the Debtor by firm-wide email and has determined that, except as otherwise set forth herein:

- a. Neither PSZ&J nor any attorney at PSZ&J holds or represents an interest adverse to the Debtor’s estate.
- b. Neither PSZ&J nor any attorney at PSZ&J is or was a creditor or an insider of the Debtor, except that PSZ&J previously has rendered legal services to the Debtor for which it has been compensated as disclosed in the Application.
- c. Neither PSZ&J nor any attorney at PSZ&J is or was, within two (2) years before the Petition Date, a director, officer, or employee of the Debtor.
- d. PSZ&J does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of holding debt or equity securities of the Debtor, or any other direct or indirect relationship to, connection with, or interest in the Debtor specified in the foregoing paragraphs, or for any other reason.

9. PSZ&J has instituted and will continue to engage in further inquiries regarding the Debtor’s constituencies and parties in interest through further inquiries of its partners, counsel, and associates with respect to the matters contained herein. PSZ&J will promptly file a supplemental declaration should the results of these inquiries reveal material facts not disclosed herein.

10. Bankruptcy Rule 2014 requires that an application for employment under section 327 of the Bankruptcy Code disclose all connections with the Debtor, the Debtor’s estate, the professionals, and the Office of the U.S. Trustee. PSZ&J and certain of its partners, of counsel, and associates may have in the past represented, and may currently represent and likely in the

future will represent, creditors of the Debtor in connection with matters unrelated to the Debtor and this Case. At this time, PSZ&J is not aware of any other adverse interest or other connection with the Debtor, its creditors, the Bankruptcy Court, the U.S. Trustee, or any party in interest herein in the matters upon which PSZ&J is to be retained, except as otherwise disclosed herein.

11. In view of the foregoing, I believe that PSZ&J is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

12. PSZ&J has received payments from the Debtor during the ninety days prior to the Petition Date in the amount of \$300,000.00 in connection with the preparation of initial documents and the prepetition representation of the Debtor. PSZ&J is current as of the Petition Date. After payment of the amount expended prepetition, the balance remaining is \$13,322.25 which will be credited to the Debtor and applied to postpetition fees and expenses pursuant to the compensation procedures approved by this Court.

13. PSZ&J intends to apply for compensation for professional services rendered in connection with this Case, subject to approval of the Court and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZ&J. The current standard hourly rates of attorneys and paralegals from PSZ&J are as follows:

- | | | |
|----|-------------------|------------------------|
| a. | Partners | \$995.00 to \$2,175.00 |
| b. | Of Counsel | \$975.00 to \$1,675.00 |
| c. | Associates | \$650.00 to \$975.00 |
| d. | Paraprofessionals | \$545.00 to \$595.00 |

14. Other attorneys and paralegals may from time to time serve the Debtor in connection with the matters described herein.

15. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature and are subject to periodic adjustment. These rates are set at a level designed to compensate the Firm fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the clients' cases. The expenses charged to clients include, among other things, conference call charges, mail and express mail charges, special or hand delivery charges, document retrieval charges, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Debtor for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients and in compliance with the rules of this Court. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

16. No promises have been received by the Firm or by any partner, of counsel, or associate thereof as to compensation in connection with this Case other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with this Case, except among the partners, of counsel, and associates of the Firm.

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

Dated: June 28, 2024

/s/ Jeffrey N. Pomerantz

Jeffrey N. Pomerantz

Schedule 1

Potential Parties in Interest

Interested Parties List

Debtors

Qless Inc.

Current and Former Directors/Officers

James Harvey
Charles Meyer
Mark Tapling
Neil Hudspith
Anders Richardson
Nathaniel Hochman
M. Freddie Reiss

Contractor

Lucas Chervin
Matias Chervin
Cindy Coats
Maria Sol Delgado
Mariana Gun
Harry Wilson

Trial Attorney

Joseph McMahon
Malcolm M. Bates
Fang Bu
Linda Casey
Joseph Cudia
Timothy J. Fox, Jr.
Benjamin Hackman
Jane Leamy
Jonathan Lipshie
Hannah M. McCollum
Linda Richenderfer
Richard Schepacarter
Rosa Sierra-Fox

Banks

Bank of America
Brex Credit
Brex Treasury LLC
BridgeBank, a division of Western Alliance Bank
Celtic Bank, NA
CIBC Bank USA
UBS Financial Services Inc.

Government Agency

California Pollution Control Financing Authority

Insurance

Aspen Specialty Insurance Management Co.

At-Bay Specialty Insurance Company – (Cyber Liability)

Commissioner of Insurance or Resident Agent - (At-Bay - registered agent) CO

Foundersshield - D&O/E&O

Foundersshield - General Liability

Millennial Specialty Insurance LLC – Broker (Insurance)

The Hartford

Trisura Specialty Insurance Company – (D&O)

Judges

Judge John T. Dorsey

Judge Craig T. Goldblatt

Judge Karen B. Owens

Judge Thomas M. Horan

Judge Brendan L. Shannon

Judge J. Kate Stickle

Judge Mary F. Walrath

Landlord

Westcore Pyramid, LLC

Westcore San Diego

Pyramid Pointe Asset Management, LLC

Contracts/Leases

Amazon Web Services (AWS)

BPP East Union LLC

Comcast - Colorado Internet

eShares, Inc (Carta)

G2.com, Inc.

Google Ads

GSA

Industrious - Pasadena office

Insperty

Maxio, LLC

Morlin Asset Management, LP – storage

Mosaic Finance, Inc.

Nexmo

OLEA Kiosks, Inc

Datadog Inc

Definitive Healthcare, LLC

Ellucian Company, LP

Providence Partners LLC
Twilio Inc
Userway
Vanta
ZoomInfo Technologies LLC

License Agent

BPP East Union LLC

Licensors

Industrious National Management Company LLC

Lien Holder

WF Fund V Limited Partnership
Canadian Imperial Bank of Commerce
Western Alliance Bank
Celtic Bank Corporation - \$6.5M Loan

Litigation Parties

Alex Backer
Hadsell Stormer Renick & Dai
Ab Inventio, LLC
Palisades Growth Capital II, L.P.

Professional Services

AAA AMERICAN ARBITRATION ASSOCIATION
Armanino LLP
Chipman Brown Cicero & Cole, LLP
Dailey LLP
Hogan Lovells US LLP
Insivia Technologies, LLC
Kissel Stratton & Wilmer LLP
MarkStarLaw
Morris, Nichols, Arsht & Tunnell LLP
Potter Anderson & Corroon LLP
QLESS AM LLC
Rimon P.C.
Saul Ewing LLP
Sherwood Consulting LLC
STUBBS ALDERTON & MARKILES, LLP
Walker Sands, LLC
WILKS LAW LLC
WOLFLICK KHACHATURIAN & BOUAYAD, APC

Shareholders

1P Ventures, LLC
Ab Inventio, LLC
Act One Ventures, L.P.
Africa Agencies and Consulting (Private)
Limited
Alex Backer
Alexander Poulos
Antony T. F. Lundy
Antranise Nunez
Armanuhi Muradyan
Assign Corporation
Audrey Ryan
Augusto Callejas
Brian Downer
Brian J. McLoughlin Trust-2005, U/D/T
dated August 1, 2005
California Institute of Technology
Craig Baumer
Dante Baker
David Coleman
David L. Jaffe
David Pogosian
David Wittels
Diana Bello
Diego Mandelbaum
Dunn Mitchell Family Trust
Frednae Knight
Greg Buechler
Harut Baghdasaryan
Harwich Road 2007-A Investment Trust
Ivan Markman
Jaedon Destine
JAYJEL2, LLC
Jeffrey Y. Suto
Jessica Hawthorne
Jonathan Malmaud
Kayleb Cooper

Ketchum Partners, LLC
King Wang
Kira Deffner
Mark Brosso
Michael J. Halpern
Moelis Dynasty Investments LLC
Nicolas Backer
Nicole Tennyson
Nolan Family Trust
Oldrich Sejcek
Palisades Growth Capital II, L.P.
Paul Pedrazzi
Perry Trebatch
Phoebe Wood
Qtech Acquisition LLC
Ray Hanes
Robert Myers
Ronald Baecker
SAM Venture Partners
Samuel Kiefer
SFF Investment Holdings LLC
Steven Pauloski and Linda Soldati
TABLE Holdings, L.P.
Thayer Ventures Affiliates Fund III, L.P.
Thayer Ventures III, L.P.
The Entrust Group FBO Brian J.
McLoughlin Roth IRA 51-00756
The M. Ellen Mitchell Revocable Trust
dated 1/5/21
Theodore Botwick
Thomas M. Mitchell Living Trust Dated
June 2, 1997
Western Alliance Bank
WF Fund V Limited Partnership
William M. Tomai
Wolfram Doelker

Tax

Department of Revenue WA State
Texas state sales tax
CA FTB
Delaware franchise tax

Vendor

Clear Point, LLC
Definitive Healthcare, LLC
Insperity (Payroll)
John Hancock (Payroll)
JOON Enterprises, PBC (Payroll)
HMRC Cumberland (Payroll)
Neill & Co (Payroll)
AAA AMERICAN ARBITRATION ASSOCIATION
American Planning Association
Arizona Department of Revenue
Armanino LLP
Artem Kuchuk
Ascensus
AT&T
Atlassian
Avanan Inc.
AZULLE
B4 Alliance dba Cielo Alliance
BeyondTrust Corporation
BidPrime, Inc.
Bill.com
Brad Benson
Brick & Patel LLP
Building Officials Association of Florida
Champion Network Solutions
Charles Meyer
Chipman Brown Cicero & Cole, LLP
CIBC.
Cirrius Solutions Inc.
City of Pasadena Business Services Section
Cogency Global
CohnReznick LLP
Commonwealth of Virginia, Department of General Services
ConnectAndSell, Inc.
Consensus Sales
CT Corporation
Dailey LLP
DataArt Solutions, Inc.
Diane Bello
Diego Mandelbaum
DocuSign Inc.
Electric Harbor, Inc.
EPIC SYSTEMS CORPORATION
Florida Tax Collectors, Inc.
Formlogic Ltd
Founder Shield
Franchise Tax Board
GEORGIA SECRETARY OF STATE
Global Data Risk, LLC
Grammarly
Hogan Lovells US LLP
Hubspot Inc.
Hyperspect Inc.
Idaho State Tax Commission
iHire
INGENO
Insivia Technologies, LLC
Interim CFOs LLC
Intuit
JAMF Software, LLC
KEGLER BROWN HILL + RITTER CO., LPA
Kokka & Backus, PC
Kurtzman Carson Consultants LLC
LinkedIn Corporation
Logis CFO LLC
Louisiana Department of Revenue
Lucy Avedissian
Mario Parris
MarkStarLaw
Massachusetts Dept of Revenue
Matias N Chervin
MAX CIACCIO
Metric LLC
Miro
Morris, Nichols, Arsht & Tunnell LLP
New Jersey Division of Taxation
New York Department of State
Obvious Pixel
Okta, Inc.
Optimal Sales Search
Oregon Department of Revenue
Pagerduty Inc.
Pasadena Tri City Ventures
Potter Anderson & Corroon LLP
Precise Computer Solutions, LLC
Rancho Murieta Consulting Group
Rimon P.C.

Roadmunk Inc.
Salesforce, Inc.
Salesloft.com
San Francisco Tax Collector
Saul Ewing LLP
Scherzer International
ScienceSoft USA Corporation
Seamless
SLACK
SmartProcure, Inc. dba GovSpend
State of North Carolina - Eproc
State of Washington
Steinfl & Bruno
STUBBS ALDERTON & MARKILES,
LLP
Texas Comptroller of Public Accounts
The Hartford

The Wyman Company
Theodore Botwick
Thoughtbridge dba Virtual Intelligence
Briefing
Trigram LLC
Tugboat Logic, Inc.
Upcurve Cloud
Utah State Tax Commission
Walker Sands, LLC
Wework
WILKS LAW LLC
WOLFLICK KHACHATURIAN &
BOUAYAD, APC
WP Engine Inc
YRC Freight
Zendesk Inc.
Zoom Video Communications Inc.