

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

)	
In re:	)	Chapter 11
)	
Liquidating Supply, Inc., <i>et al.</i> , ¹	)	Case No. 24-11054 (BLS)
)	
Debtors.	)	(Jointly Administered)
)	
	)	Objection Deadline: Sept. 5, 2024 at 4:00 p.m. ET
	)	Hearing Date: Only if objections timely filed

**SECOND MONTHLY FEE APPLICATION OF ORRICK, HERRINGTON &
SUTCLIFFE LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM JULY 1, 2024 THROUGH JULY 31, 2024**

Name of Applicant:	Orrick, Herrington & Sutcliffe LLP
Authorized to provide professional services to:	The Official Committee of Unsecured Creditors
Date of retention:	July 22, 2024, effective as of June 5, 2024
Period for which compensation and reimbursement is sought:	July 1, 2024 through July 31, 2024
Amount of compensation sought as actual, reasonable and necessary:	\$106,809.92 (80% of \$133,512.40)
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$1,873.54
This is a:	Second Monthly Application

¹ The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor’s federal tax identification number, are: Liquidating Supply, Inc. (f/k/a Supply Source Enterprises, Inc.) (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Liquidating Impact, LLC (f/k/a Impact Products, LLC) (7450); and Liquidating SZ, LLC (f/k/a The Safety Zone, LLC) (4597). The Debtors’ headquarters are located at 2840 Centennial Drive, Toledo, Ohio 43617.



Prior Applications:

		Requested		Approved		
Date Filed	Period Covered	Fees	Expenses	Fees [80%]	Expenses [100%]	Fee Holdback
First Monthly Filed 7/26/2024 Docket No. 264	6/5/2024-6/30/2024	\$463,457.20 ²	\$2,218.54	\$370,765.76 ³	\$2,218.54	\$92,691.44 ⁴

² In the *First Monthly Fee Application of Orrick, Herrington & Sutcliffe LLP, Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the Period from June 5, 2024 through June 30, 2024* [Docket No. 264] (the "First Monthly Fee Application"), the Applicant originally requested fees for the period covered in the amount of \$470,403.60. Following informal comments from the U.S. Trustee to the First Monthly Fee Application, the Applicant agreed to a voluntary reduction of fees in the amount of \$6,946.40. Such reduction is reflected in the above prior applications chart and will be reflected in an order approving the Applicant's Interim or Final Fee Application (as defined in the Interim Compensation Order), as applicable.

³ Reflects 80% of the total fees billed less the agreed upon reduction in response to the U.S. Trustee's comments to the First Monthly Fee Application.

⁴ Reflects 20% of the total fees billed less the agreed upon reduction in response to the U.S. Trustee's comments to the First Monthly Fee Application.

LIQUIDATING SUPPLY, INC. *ET AL.*
SUMMARY OF BILLING BY PROFESSIONAL
JULY 1, 2024 THROUGH JULY 31, 2024

Name of Professional Person	Date of Bar Admission	Position with the Applicant and Number of Years in that Position	Hourly Billing Rate⁵	Total Billed Hours	Total Compensation
Laura Bagarella	01/21/10 (N/Y)	Partner (Corporate) (since April 2024)	\$1,136.00	1.9	\$2,158.40
Richard V. Smith	12/12/83 (CA)	Senior Partner (Corporate) (since 2019)	\$1,520.00	1.9	\$2,888.00
Mark Franke	2/26/14 (NY)	Counsel (Restructuring) (since 2023)	\$1,068.00	36.70	\$39,195.60
Brandon Batzel	6/27/16 (NY)	Senior Associate (Restructuring) (since 2023)	\$1,024.00	46.60	\$47,718.40
Michael Trentin	8/17/17 (NY)	Managing Associate (Restructuring) (since 2023)	\$960.00	16.90	\$16,224.00
Nicholas Sabatino	12/13/19 (CA)	Managing Associate (Restructuring) (since 2023)	\$940.00	21.80	\$20,492.00
Dan Carnie	12/18/23 (CA)	Associate (Restructuring) (since 2024)	\$620.00	7.80	\$4,836.00
TOTAL (Discount Applied)				133.60	\$133,512.40

⁵ Rates reflect 20% discount off Orrick's global hourly rates.

LIQUIDATING SUPPLY, INC. *ET AL.*
COMPENSATION BY PROJECT CATEGORY
JULY 1, 2024 THROUGH JULY 31, 2024

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
Asset Sales	14.40	\$15,820.00
Business Operations & Related Motions	1.90	\$2,158.40
Case Administration	9.90	\$8,715.60
Case Strategy	0.20	\$204.80
Committee Meetings & Communications	5.10	\$5,288.40
Exclusivity, Plan & Disclosure Statement	53.50	\$53,845.60
Hearings	2.30	\$2,399.20
Investigations – Estate Claims	2.00	\$1,920.00
Non-working travel	5.00 ⁶	\$5,340.00
Professional Retention & Fees – Orrick	16.80	\$16,168.00
Professional Retention & Fees – Other	4.20	\$4,300.80
US Trustee Issues	18.30	\$17,351.60
TOTAL	133.60	\$133,512.40

⁶ In order to reflect that non-working travel is billed at one-half normal rate, the invoice attached to the Application as Exhibit A halves the number of hours billed to this category. As a consequence, the invoice and this summary list 5.0 hours billed to non-working travel when 10.0 hours were actually billed.

LIQUIDATING SUPPLY, INC. *ET AL.*
EXPENSE SUMMARY
JULY 1, 2024 THROUGH JULY 31, 2024

Expense Category	Service Provider (if applicable)	Total Expenses
Internet, Wifi	American Airlines	\$21.00
Parking		\$13.00
Taxi expenses	Uber	\$227.90
Court Services – PACER	PACER	\$93.50
Travel expense; air fare	American Airlines	\$1,078.95
Hotel	Hotel Du Pont	\$394.00
Business meals	Hotel Du Pont	\$45.19
TOTAL		\$1,873.54

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FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
Liquidating Supply, Inc., <i>et al.</i> , ¹)	Case No. 24-11054 (BLS)
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Debtors.)	(Jointly Administered)
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)	Objection Deadline: Sept. 5, 2024 at 4:00 p.m. ET
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**SECOND MONTHLY FEE APPLICATION OF ORRICK, HERRINGTON &
SUTCLIFFE LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD FROM JULY 1, 2024 THROUGH JULY 31, 2024**

Orrick Herrington & Sutcliffe, LLP (the “Applicant” or “Orrick”), as counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Liquidating Supply, Inc. (f/k/a Supply Source Enterprises, Inc.) and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases, hereby applies, pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and (iv) the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and Granting Related Relief [Docket No. 124] (the “Interim Compensation Order”),² for allowance of

¹ The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor’s federal tax identification number, are: Liquidating Supply, Inc. (f/k/a Supply Source Enterprises, Inc.) (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Liquidating Impact, LLC (f/k/a Impact Products, LLC) (7450); and Liquidating SZ, LLC (f/k/a The Safety Zone, LLC) (4597). The Debtors’ headquarters are located at 2840 Centennial Drive, Toledo, Ohio 43617.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

compensation for services rendered and reimbursement of expenses for the period from July 1, 2024 through July 31, 2024 (the “Application Period”), and respectfully represents as follows:

JURISDICTION

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

2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-2.

BACKGROUND

A. The Chapter 11 Cases

3. On May 21, 2024 (the “Petition Date”), the Debtors filed with this Court voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors have continued in the possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. No trustee or examiner has been appointed in these chapter 11 cases.

6. On June 3, 2024, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed a five-member Committee consisting of: (i) Jiangsu Bytech Medical Supplies Co., Ltd.; (ii) Xiantao Crosscare Protective Products Co., Ltd.; (iii) Xiantao Deming Healthcare Products Co., Ltd.; (iv) Hiten Nonwoven Healthcare Products (Hubei) Ltd.; and (v) Xiantao Yilin Protective Products Co., Ltd.

B. Orrick's Retention

7. On June 26, 2024, the Committee filed an application [Docket No. 189] with the Court for an order authorizing it to retain and employ Orrick as its counsel, effective as of June 5, 2024. On July 22, 2024, the Court entered an order [Docket No. 244] authorizing such retention.

C. The Interim Compensation Order

8. On June 13, 2024, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses in these Chapter 11 Cases.

9. Among other things, the Interim Compensation Order provides that if there are no objections to a Monthly Fee Application filed within fourteen (14) days after the service of that Monthly Fee Application, the Retained Professional may file a certificate of no objection with the Court, after which the Debtors are authorized to pay such Retained Professional eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested in such Monthly Fee Application. If an objection is filed to the Monthly Fee Application and the parties cannot reach a consensual resolution, the Debtors are authorized to pay 80% of the fees and 100% of the expenses not subject to an unresolved objection.

RELIEF REQUESTED

10. Pursuant to the Interim Compensation Order and section 331 of the Bankruptcy Code, Orrick is seeking compensation in the amount of \$106,809.92, which is equal to eighty percent (80%) of \$133,512.40 in fees for professional services rendered by Orrick during the Application Period. This amount is derived solely from the applicable hourly billing rates of Orrick personnel, applying the applicable discount, who rendered services to the Committee. In addition, Orrick is seeking reimbursement of expenses incurred during the Application Period in the amount of \$1,873.54.

Professional Services Rendered

11. Attached hereto as Exhibit A is a detailed itemization, by project category, of all services performed by Orrick with respect to the chapter 11 cases during the Application Period. This detailed itemization complies with Local Rule 2016-2(d) in that each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity, all time is billed in increments of one-tenth of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

12. The attorneys who rendered services related to each category are identified on Exhibit A, along with the number of hours for each individual and the total compensation sought for each category.

Expense Reimbursement

13. Orrick incurred out-of-pocket expenses during the Application Period in the amount of \$1,873.54. Attached hereto as Exhibit B is a description of the expenses actually incurred by Orrick in the performance of services rendered as counsel to the Committee. The expenses are broken down into categories of charges, including among other things, the following charges: travel, internet, and meals.

Valuation of Services

14. Attorneys of Orrick have expended a total of 133.6 hours in connection with this matter during the Application Period.

15. The amount of time spent by each of the professionals providing services to the Committee for the Application Period is set forth in Exhibit A. The rates are Orrick's global hourly rates of compensation for work of this character with a discount of 20% applied, as well as a special discount under which Xiang Wang's rate is set at \$1,000 per hour. The reasonable value of the

services rendered Orrick for the Application Period as counsel for the Committee in these Chapter 11 Cases is \$133,512.40.

16. Orrick believes that the time entries included in Exhibit A and the expense breakdown set forth in Exhibit B comply with Local Rule 2016-2.

17. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of these Chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

No Prior Request

18. No prior request for the relief requested in this Application has been made to this or any other court.

Certificate of Compliance and Request for Waiver

19. The undersigned representative of Orrick certifies that he has reviewed the requirements of Local Rule 2016-2, and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, Orrick believes that such deviations are not material and respectfully requests that any such requirements be waived.

[Remainder of page intentionally left blank]

WHEREFORE, Orrick respectfully requests (a) allowance of compensation for professional services rendered to the Committee during the Application Period in the amount of \$106,809.92 (80% of \$133,512.40) and reimbursement for actual and necessary expenses incurred during the Application Period in the amount of \$1,873.54 (b) payment by the Debtors of the foregoing amounts; and (c) such other and further relief as the Court deems just and proper.

Dated: August 22, 2024
Wilmington, Delaware

/s/ Raniero D'Aversa

Raniero D'Aversa (admitted *pro hac vice*)

Xiang Wang (admitted *pro hac vice*)

Nicholas A. Poli (admitted *pro hac vice*)

Mark Franke (admitted *pro hac vice*)

Brandon Batzel (admitted *pro hac vice*)

ORRICK, HERRINGTON & SUTCLIFFE LLP

51 West 52nd Street

New York, New York 10019-6142

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Email: rdaversa@orrick.com

xiangwang@orrick.com

npoli@orrick.com

mfranke@orrick.com

bbatzel@orrick.com

Counsel to the Official Committee of Unsecured Creditors

Exhibit A

Time Detail



Official Committee of Unsecured Creditors of
Supply Source Enterprises

Attn: Leo Liao

August 21, 2024
Client No. 56045
Invoice No. 2205941

Orrick Contact: Mark Franke

FOR SERVICES RENDERED through July 31, 2024 in connection with
the matters described on the attached pages:

LESS CLIENT DISCOUNT

SUBTOTAL

DISBURSEMENTS as per attached pages:

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$	166,890.50
	<u>(33,378.10)</u>
\$	133,512.40
	1,873.54
\$	<u><u>135,385.94</u></u>

Matter(s): 56045/2001 – Official Committee of Supply Source Enterprises

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:

\$99,637.84

If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
P.O. Box 848066
Los Angeles, CA 90084-8066
Reference: 56045/ Invoice: 2205941*

ELECTRONIC FUNDS

TRANSFERS:

ACH & Wire Transfers:

ABA Number 121000248

SWIFT CODE: WFBIUS6S

Account Number: 4123701088

Wells Fargo

420 Montgomery Street

San Francisco, CA 94104

Account of

Orrick, Herrington & Sutcliffe LLP

Reference: 56045/ Invoice: 2205941

E.I.N. 94-2952627

OVERNIGHT DELIVERY:

*Lockbox Services (848066)
Orrick, Herrington & Sutcliffe LLP
3440 Flair Drive
El Monte, CA 91731
Reference: 56045/ Invoice:
2205941*

To pay online visit www.e-billexpress.com/ebpp/Orrick/



Official Committee of Unsecured Creditors of
Supply Source Enterprises

Attn: Leo Liao

August 21, 2024
Client No. 56045
Invoice No. 2205941

Orrick Contact: Mark Franke

For Legal Services Rendered Through July 31, 2024 in Connection With:

Matter: 2001 - Official Committee of Supply Source Enterprises

PHASE OCUC1 – OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF SUPPLY SOURCE ENTERPRISES

Task OCUC01 – Asset Sales

Date	Names	Description of services rendered	Hours	Amount
07/08/24	R. Smith	Review drafts of Transition Services Agreement APA amendment.	1.90	2,888.00
07/08/24	M. Trentin	Review and provide comments to Orrick team regarding APA and Sale Order.	2.20	2,112.00
07/08/24	B. Batzel	Review revised sale documentation provided by the Debtors.	4.10	4,198.40
07/08/24	M. Franke	Negotiating terms of APA amendment with Weil (1.3); call with B. Batzel re: same (1.0).	2.30	2,456.40
07/09/24	M. Franke	Finalizing negotiations re: APA amendment and sale order (1.0); call with Weil re: same (0.5).	1.50	1,602.00
07/14/24	M. Franke	Review APA schedule drafts (0.2); correspondence with B. Batzel re: same (0.1); review settlement history on excluded claims in connection with same (0.3) correspondence with Potter and Weil teams re: same (0.2); call with Weil and PWC teams re: same (0.1).	0.90	961.20
07/16/24	M. Franke	Review closing schedules re: sale.	0.50	534.00
07/17/24	M. Franke	Review closing schedules re: sale.	1.00	1,068.00
<i>OCUC01 – Asset Sales Total</i>			<i>14.40</i>	<i>15,820.00</i>

Task OCUC04 – Business Operations & Related Motions

Date	Names	Description of services rendered	Hours	Amount
07/08/24	L. Bagarella	Review KEIP documents (1.0); emails with Orrick team regarding same (0.2).	1.20	1,363.20
07/17/24	L. Bagarella	Review revised KEIP agreements.	0.70	795.20



Official Committee of Unsecured Creditors of Supply Source Enterprises -
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OCUC04 – Business Operations & Related Motions Total 1.90 2,158.40

Task OCUC05 – Case Administration

Date	Names	Description of services rendered	Hours	Amount
07/03/24	D. Carnie	Search for precedent for rule 2019 statement (0.2); draft rule 2019 statement for Committee (2.8).	3.00	1,860.00
07/05/24	N. Sabatino	Review and revise draft Committee rule 2019 statement and attached schedules.	2.00	1,880.00
07/09/24	B. Batzel	Working on rule 2019 statement for Committee (1.8); prepare and circulate emails to each Committee member to gather required information for same (1.5).	3.30	3,379.20
07/09/24	N. Sabatino	Revise Committee rule 2019 statement.	0.50	470.00
07/10/24	B. Batzel	Send follow-up emails to Committee members to confirm re: Bankruptcy Rule 2019 disclosures.	0.30	307.20
07/16/24	B. Batzel	Review and revise Committee rule 2019 statement for filing.	0.80	819.20
<i>OCUC05 – Case Administration Total</i>			<i>9.90</i>	<i>8,715.60</i>

Task OCUC06 – Case Strategy

Date	Names	Description of services rendered	Hours	Amount
07/08/24	B. Batzel	Call with M. Franke and B. Cleary to discuss status of matters scheduled for upcoming hearings.	0.20	204.80
<i>OCUC06 – Case Strategy Total</i>			<i>0.20</i>	<i>204.80</i>

Task OCUC09 – Committee Meetings & Communications

Date	Names	Description of services rendered	Hours	Amount
07/04/24	M. Franke	Preparing update email for Committee.	0.40	427.20
07/05/24	M. Franke	Review materials from Dundon team re: weekly Committee update (0.3); correspondence with Dundon and Foresight teams re: Committee update email (0.2).	0.50	534.00
07/05/24	B. Batzel	Preparing weekly status update and materials for Committee (1.0); email correspondence with Dundon team re: same (0.9).	1.90	1,945.60
07/07/24	M. Franke	Review Committee update email.	0.10	106.80



Official Committee of Unsecured Creditors of Supply Source Enterprises -
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07/07/24	B. Batzel	Prepare and circulate status update to Committee.	1.10	1,126.40
07/11/24	B. Batzel	Attend weekly standing meeting with Committee.	0.50	512.00
07/11/24	B. Batzel	Email correspondence with Committee members re: queries on claims reconciliation.	0.10	102.40
07/11/24	M. Franke	Attend weekly Committee meeting.	0.50	534.00
<i>OCUC09 – Committee Meetings & Communications Total</i>			<i>5.10</i>	<i>5,288.40</i>

Task OCUC13 – Exclusivity, Plan & Disclosure Statement

Date	Names	Description of services rendered	Hours	Amount
07/10/24	M. Franke	Review GUC trust precedent and select same.	1.00	1,068.00
07/10/24	N. Sabatino	Research and review precedent liquidation trust agreements (1.0); begin to draft liquidation trust agreement (0.5).	1.50	1,410.00
07/11/24	B. Batzel	Attend call with Orrick team, Potter team and Shumaker team to discuss Debtors' pending district court litigation case in connection with GUC trust property.	0.80	819.20
07/11/24	M. Franke	Emails discussing existing commercial tort claims litigation in connection with GUC trust property (0.2); review complaint re: same (0.5); call with counsel handling matter for Debtors (Shumaker) and Potter team re: same (1.0); consideration of issues re: preservation and prosecuting claim for GUCs in GUC trust (0.5).	2.20	2,349.60
07/11/24	N. Sabatino	Draft liquidation trust agreement.	4.10	3,854.00
07/12/24	M. Franke	Calls with J. Nahas (Dundon) regarding GUC trust funding (0.5); call with Weil team regarding same (0.2); review settlement history regarding same (0.3); review GUC trust budget from Portage and analysis of precedent for similar costs (0.8); emails with Weil and Potter Anderson teams regarding GUC trust funding commitment (0.2).	2.00	2,136.00
07/12/24	M. Franke	Analyze next steps on liquidation trust agreement.	0.30	320.40
07/12/24	N. Sabatino	Draft liquidation trust agreement.	4.50	4,230.00



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07/14/24	M. Franke	Call with Weil and PWC teams re: GUC trust funding (0.5); call with J. Nahas (Dundon) re: same (0.3).	0.80	854.40
07/14/24	M. Franke	Review liquidation trust agreement (0.3); emails with N. Sabatino and J. Yi re: same (0.2).	0.50	534.00
07/15/24	M. Franke	Reviewing trust agreement precedent for GUC trust (0.3); and consideration of plan constructs re: same (0.8).	1.10	1,174.80
07/18/24	B. Batzel	Review of draft plan term sheet (0.5); call with M. Franke, B. Cleary and K. Morales to discuss same (0.5); call with Dundon team and M. Franke to discuss same (0.3).	1.30	1,331.20
07/18/24	N. Sabatino	Review and analyze plan term sheet (1.0); draft liquidation trust agreement (2.7).	3.70	3,478.00
07/18/24	M. Franke	Review plan term sheet (0.8); call re: same with Debtor counsel (B. Cleary) (0.5); mark up draft of same (0.2); review trust agreement precedent and related (1.0).	2.50	2,670.00
07/19/24	B. Batzel	Revise and circulate comments to Debtor counsel team re: plan term sheet.	1.10	1,126.40
07/19/24	N. Sabatino	Continue drafting liquidation trust agreement based on additional comments from M. Franke and updated plan term sheet.	5.50	5,170.00
07/19/24	M. Franke	Review plan term sheet (0.5); call with B. Batzel re: same (0.2); attention to trust agreement and review same re: plan administrator constructs (1.0).	1.70	1,815.60
07/22/24	M. Franke	Drafting trust agreement required under plan term sheet.	0.50	534.00
07/25/24	M. Franke	Review plan (0.4); discuss plan issues with B. Batzel (0.6); attention to trust agreement issues and trustee identity (1.0).	2.00	2,136.00
07/26/24	M. Franke	Continue reviewing plan and disclosure statement.	0.60	640.80
07/26/24	B. Batzel	Review and comment on draft plan and disclosure statement received from the Debtors.	3.40	3,481.60
07/27/24	M. Franke	Comment on plan and disclosure statement.	1.00	1,068.00
07/27/24	B. Batzel	Review and comment on plan and disclosure statement.	4.90	5,017.60



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07/28/24	M. Franke	Further review of trust agreement construct and plan (0.6); send comments to plan and disclosure statement to Dundon team (0.1); attention to trust information rights issues (0.3).	1.00	1,068.00
07/29/24	M. Franke	Continued attention to information rights issues under plan.	0.50	534.00
07/30/24	M. Trentin	Research regarding GUC trust construct precedents for chapter 11 plans.	1.20	1,152.00
07/30/24	M. Trentin	Several emails with M. Franke and B. Batzel regarding review of chapter 11 plan and disclosure statement.	0.30	288.00
07/30/24	B. Batzel	Review and comment on draft liquidation trust agreement.	3.50	3,584.00
<i>OCUC13 – Exclusivity, Plan & Disclosure Statement Total</i>			<i>53.50</i>	<i>53,845.60</i>

Task OCUC15 – Hearings

Date	Names	Description of services rendered	Hours	Amount
07/08/24	M. Franke	Prepare for and attend sale hearing.	1.00	1,068.00
07/09/24	B. Batzel	Preparing for hearing on Debtors' asset sale motion.	1.30	1,331.20
<i>OCUC15 – Hearings Total</i>			<i>2.30</i>	<i>2,399.20</i>

Task OCUC16 – Investigations – Estate Claims

Date	Names	Description of services rendered	Hours	Amount
07/11/24	M. Trentin	Review and analyze causes of action belonging to the estates.	2.00	1,920.00
<i>OCUC16 – Investigations – Estate Claims Total</i>			<i>2.00</i>	<i>1,920.00</i>

Task OCUC18 – Non-working Travel

Date	Names	Description of services rendered	Hours	Amount
07/08/24	M. Franke	Travel to DE for sale hearing re: billed at half-time.	2.50	2,670.00
07/09/24	M. Franke	Travel home to Maine from sale hearing in DE re: billed at half-time.	2.50	2,670.00
<i>OCUC18 – Non-working Travel Total</i>			<i>5.00</i>	<i>5,340.00</i>

Task OCUC19 – Professional Retention & Fees – Orrick

Date	Names	Description of services rendered	Hours	Amount
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07/17/24	M. Trentin	Draft Orrick's first monthly fee application.	2.70	2,592.00
07/17/24	M. Trentin	Continue drafting Orrick's first monthly fee application.	1.40	1,344.00
07/18/24	D. Carnie	Revise Orrick fee application.	1.50	930.00
07/18/24	M. Trentin	Revise Orrick fee application.	1.40	1,344.00
07/18/24	M. Trentin	Several correspondence with D. Carne re: Orrick's first monthly fee application.	1.40	1,344.00
07/19/24	M. Trentin	Revise Orrick's first monthly fee application.	0.70	672.00
07/19/24	M. Franke	Review Orrick's fee application.	1.00	1,068.00
07/22/24	B. Batzel	Review and comment on Orrick's monthly fee application.	3.70	3,788.80
07/22/24	M. Franke	Review emails re: Orrick's first monthly fee application.	0.30	320.40
07/23/24	B. Batzel	Working on Orrick's first monthly fee application for Orrick.	1.60	1,638.40
07/25/24	B. Batzel	Finish revising Orrick's first monthly fee application.	1.10	1,126.40
<i>OCUC19 – Professional Retention & Fees – Orrick Total</i>			<i>16.80</i>	<i>16,168.00</i>

Task OCUC20 – Professional Retention & Fees – Other

Date	Names	Description of services rendered	Hours	Amount
07/26/24	B. Batzel	Working on finalizing and filing all Committee advisor fee applications other than Orrick.	4.20	4,300.80
<i>OCUC20 – Professional Retention & Fees – Other Total</i>			<i>4.20</i>	<i>4,300.80</i>

Task OCUC23 – US Trustee Issues

Date	Names	Description of services rendered	Hours	Amount
07/08/24	D. Carnie	Revise Committee professionals budget requested by US Trustee.	2.40	1,488.00
07/09/24	D. Carnie	Revise Committee professionals budget requested by US Trustee.	0.40	248.00
07/09/24	M. Trentin	Review and revise Committee professionals budget requested by US Trustee.	0.60	576.00
07/12/24	B. Batzel	Attention to US Trustee queries re: retention application for Orrick.	0.90	921.60
07/12/24	M. Franke	Review emails from US Trustee's office re: Committee retention applications (0.3); internal correspondence with Orrick team re: response to same (0.2).	0.50	534.00



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07/12/24	D. Carnie	Revise Committee professionals budget requested by US Trustee.	0.20	124.00
07/12/24	M. Trentin	Review and revise Committee professionals budget requested by US Trustee.	0.80	768.00
07/12/24	M. Trentin	Emails with Orrick team re: Committee professionals budget requested by US Trustee.	0.30	288.00
07/13/24	B. Batzel	Attention to queries from US Trustee re: Committee retention application for Tian Yuan.	1.80	1,843.20
07/13/24	M. Franke	Attention to US Trustee queries re: Committee retention applications.	0.50	534.00
07/14/24	B. Batzel	Call with Tian Yuan, L. Liao, and Orrick team to discuss US Trustee queries re: Committee retention applications.	1.60	1,638.40
07/15/24	D. Carnie	Revise and recirculate draft Committee professionals budget requested by US Trustee.	0.30	186.00
07/15/24	M. Trentin	Several emails with Orrick, Dundon and Foresight teams concerning responses to US Trustee inquiries re: Committee professionals budget and other items requested by the US Trustee.	1.00	960.00
07/15/24	M. Trentin	Emails with D. Paccitti (Klehr) re: US Trustee's inquiries re: Committee retention applications.	0.50	480.00
07/15/24	M. Trentin	Revise Committee professionals budget requested by US Trustee.	0.40	384.00
07/15/24	B. Batzel	Call with M. Franke and US Trustee to discuss queries re: Committee retention applications.	1.50	1,536.00
07/15/24	M. Franke	Prepare for and attend call with US Trustee re: queries on Committee retention applications (1.0); address issues raised by US Trustee with Committee retention applications (1.0).	2.00	2,136.00
07/17/24	B. Batzel	Responding to US Trustee's queries re: Committee financial advisor retention applications.	1.10	1,126.40
07/18/24	B. Batzel	Addressing US Trustee queries re: Committee retention applications for Dundon and Foresight.	0.50	512.00
07/18/24	M. Franke	Resolving US Trustee issues with Committee retention applications.	1.00	1,068.00
<i>OCUC23 – US Trustee Issues Total</i>			<i>18.30</i>	<i>17,351.60</i>



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PHASE OCUC1 – OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF SUPPLY SOURCE ENTERPRISES TOTAL	133.60	133,512.40
	Total Hours	133.60
	Total For Services	\$133,512.40



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Task Code	Description	Hours	Billed Amount
PHASE OCUC1 – OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF SUPPLY SOURCE ENTERPRISES			
OCUC01	Asset Sales	14.40	15,820.00
OCUC04	Business Operations & Related Motions	1.90	2,158.40
OCUC05	Case Administration	9.90	8,715.60
OCUC06	Case Strategy	0.20	204.80
OCUC09	Committee Meetings & Communications	5.10	5,288.40
OCUC13	Exclusivity, Plan & Disclosure Statement	53.50	53,845.60
OCUC15	Hearings	2.30	2,399.20
OCUC16	Investigations – Estate Claims	2.00	1,920.00
OCUC18	Non-working Travel	5.00	5,340.00
OCUC19	Professional Retention & Fees – Orrick	16.80	16,168.00
OCUC20	Professional Retention & Fees – Other	4.20	4,300.80
OCUC23	US Trustee Issues	18.30	17,351.60
PHASE OCUC1 – OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF SUPPLY SOURCE ENTERPRISES TOTALS		133.60	133,512.40
Totals		133.60	\$133,512.40

Timekeeper Summary	Hours	Rate	Amount
Laura Bagarella	1.90	1,136.00	2,158.40
Brandon Batzel	46.60	1,024.00	47,718.40
Dan Carnie	7.80	620.00	4,836.00
Mark Franke	36.70	1,068.00	39,195.60
Nick Sabatino	21.80	940.00	20,492.00
Richard V. Smith	1.90	1,520.00	2,888.00
Michael Trentin	16.90	960.00	16,224.00
Total All Timekeepers	133.60	\$999.34	\$133,512.40

Exhibit B

Expense Detail



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Disbursements:

07/08/24	Internet, Wifi	MERCHANT: American Airlines, Date: 7/8/2024, COMMENT: Wifi on board By: M. Franke	9.00
07/08/24	Parking Expense	MERCHANT: Bangor Int'l Airport, Date: 7/8/2024, COMMENT: Parking at airport By: M. Franke	13.00
07/08/24	Public Access to Court Electronic Records	Vendor: Pacer Service Center; Invoice#: 5638855-Q22024; Date: 7/8/2024 - EXK - Acct: 5638855 - usage 04/01 - 06/30/2024 By: A. Bentz	93.50
07/08/24	Taxi Expense	MERCHANT: Uber, Date: 7/8/2024, COMMENT: Taxi from airport to hotel By: M. Franke	110.26
07/08/24	Travel Expense, Air Fare	MERCHANT: American Airlines, Date: 7/8/2024, COMMENT: Travel re meetings By: M. Franke	1,078.95
07/09/24	Hotel	MERCHANT: Hotel Dupont, Date: 7/9/2024, COMMENT: Hotel stay re mtgs By: M. Franke	394.00
07/09/24	Internet, Wifi	MERCHANT: American Airlines, Date: 7/9/2024, COMMENT: Wifi By: M. Franke	12.00
07/09/24	Out of Town Business Meals	MERCHANT: Hotel Dupont, Date: 7/9/2024, COMMENT: Breakfast for 1 person at hotel By: M. Franke	25.00
07/09/24	Out of Town Business Meals	MERCHANT: Independence Prime, Date: 7/9/2024, COMMENT: Lunch for 1 person at airport By: M. Franke	20.19
07/09/24	Taxi Expense	MERCHANT: Uber, Date: 7/9/2024, COMMENT: Car to airport By: M. Franke	117.64
		Disbursements Total	\$1,873.54
		Total For This Matter	\$135,385.94

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

In re:)	
	)	Chapter 11
Liquidating Supply, Inc., <i>et al.</i> , ¹)	
	)	Case No. 24-11054 (BLS)
Debtors.)	
	)	(Jointly Administered)
)	
	)	Objection Deadline: Sept. 5, 2024 at 4:00 p.m. ET
	)	Hearing Date: Only if objections timely filed

NOTICE OF SECOND MONTHLY FEE APPLICATION OF ORRICK, HERRINGTON & SUTCLIFFE LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM JULY 1, 2024 THROUGH JULY 31, 2024

PLEASE TAKE NOTICE that, on August 22, 2024, the Official Committee of Unsecured Creditors (the “Committee”) filed the *Second Monthly Fee Application or Orrick, Herrington, & Sutcliffe LLP, Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be in writing, filed with the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon undersigned counsel for the Committee, so that it is received **on or before 4:00 p.m. (ET) on September 5, 2024** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be served upon and received by the following Application Recipients: (i) counsel to the Debtors, Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: M. Blake Cleary (bcleary@potteranderson.com), R. Stephen McNeill (rmcneill@potteranderson.com), and Katelin A. Morales (kmorales@potteranderson.com)); (ii) Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Benjamin A. Hackman (benjamin.a.hackman@usdoj.gov) and Malcolm M. Bates (malcolm.m.bates@usdoj.gov)); (iii) counsel for the DIP Lender and the Prepetition Secured Parties, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq. (ray.schrock@weil.com) and Kevin Bostel, Esq. (kevin.bostel@weil.com)) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801

¹ The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor’s federal tax identification number, are: Liquidating Supply, Inc. (f/k/a Supply Source Enterprises, Inc.) (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Liquidating Impact, LLC (f/k/a Impact Products, LLC) (7450); and Liquidating SZ, LLC (f/k/a The Safety Zone, LLC) (4597). The Debtors’ headquarters are located at 2840 Centennial Drive, Toledo, Ohio 43617.

(Attn: Zachary I. Shapiro, Esq. (shapiro@rlf.com) and Daniel J. DeFranceschi (defranceschi@rlf.com)); and (iv) counsel to the Committee, (a) Klehr Harrison Harvey & Branzburg LLP, 919 North Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Domenic E. Pacitti (dpacitti@clehr.com), Richard M. Beck (rbeck@klehr.com) and Sally E. Veghte (sveghte@klehr.com)) and (b) Orrick, Herrington & Sutcliffe LLP, 51 West 52nd Street, New York, New York 10019 (Attn: Raniero D'Aversa (rdaversa@orrick.com), Xiang Wang (xiangwang@orrick.com), Mark Franke (mfranke@orrick.com), and Brandon Batzel (bbatzel@orrick.com)).

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER (I) ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS AND (II) GRANTING RELATED RELIEF [DOCKET NO. 124], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

Dated: August 22, 2024
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)

Richard M. Beck (DE Bar No. 3370)

Sally E. Veghte (DE Bar No. 4762)

KLEHR HARRISON HARVEY BRANZBURG LLP

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rbeck@klehr.com

sveghte@klehr.com

-and-

Raniero D'Aversa (admitted *pro hac vice*)

Xiang Wang (admitted *pro hac vice*)

Nicholas A. Poli (admitted *pro hac vice*)

Mark Franke (admitted *pro hac vice*)

Brandon Batzel (admitted *pro hac vice*)

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Counsel to the Official Committee of Unsecured Creditors