

**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)
)	
)	Obj. Deadline: Sept. 5, 2024 at 4:00 p.m. (ET)
)	Hearing Date: <i>Only if objections are filed</i>

**SECOND MONTHLY FEE APPLICATION OF FORESIGHT RESTRUCTURING LLC,
CO-FINANCIAL ADVISOR 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:	Foresight Restructuring LLC
Authorized to provide professional services to:	The Official Committee of Unsecured Creditors
Date of retention:	July 22, 2024, <i>nunc pro tunc</i> to June 7, 2025
Period for which compensation and reimbursement is sought:	July 1, 2024 through July 31, 2024
Amount of compensation sought as actual, reasonable and necessary:	\$10,912.00 (80% of \$13,640.00)
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
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. 262	6/7/2024- 6/30/2024	\$47,840.00	\$0.00	\$38,272.00	\$0.00	\$9,568.00

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

Name of Professional Person	Position with the Applicant	Hourly Billing Rate ²	Total Billed Hours	Total Compensation
Yi Zhu	Partner	\$550.00	23.40	\$12,870.00
Cindy Li	Associate	\$350.00	2.20	\$770.00
Total (Discount Applied):			25.60	\$13,640.00

² Partner rate reflects courtesy discount.

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

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
Business Analysis	12.10	6,215.00
Committee Communications	4.60	2,530.00
Fee Application	8.90	4,895.00
TOTAL	25.60	\$13,640.00

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

**FIRST MONTHLY FEE APPLICATION OF FORESIGHT RESTRUCTURING LLC,
CO-FINANCIAL ADVISOR 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**

Foresight Restructuring LLC (the “Applicant” or “Foresight”), as co-Financial Advisor 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”

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.

Order)² for allowance of 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

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

Co., Ltd.; (iv) Hiten Nonwoven Healthcare Products (Hubei) Ltd.; and (v) Xiantao Yilin Protective Products Co., Ltd.

B. Foresight'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 Foresight as its counsel, effective as of June 7, 2024. On July 22, 2024, the Court entered an order [Docket No. 248] 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, Foresight is seeking compensation in the amount of \$10,912.00, which is equal to eighty percent (80%) of \$13,640.00 in fees for professional services rendered by Foresight during the

Application Period. This amount is derived from the applicable and discounted hourly billing rates of Foresight personnel who rendered services to the Committee.

Professional Services Rendered

11. Attached hereto as Exhibit A is a detailed itemization, by project category, of all services performed by Foresight 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 professionals 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.

Valuation of Services

13. Professionals of Foresight have expended a total of 25.60 hours in connection with this matter during the Application Period.

14. 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 Foresight's applicable hourly rates of compensation for work of this character with the Partner's hourly rate discounted to \$550.00. The reasonable value of the services rendered Foresight for the Application Period as counsel for the Committee in these Chapter 11 Cases is \$13,640.00.

15. Foresight believes that the time entries included in Exhibit A are in compliance with Local Rule 2016-2.

16. 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.

Certificate of Compliance and Request for Waiver

17. The undersigned representative of Foresight 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, Foresight believes that such deviations are not material and respectfully requests that any such requirements be waived.

WHEREFORE, Foresight respectfully requests (a) allowance of compensation for professional services rendered to the Committee during the Application Period in the amount of \$10,912.00 (80% of \$13,640.00); (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
Califon, New Jersey

/s/ Yi Zhu

Yi Zhu
FORESIGHT RESTRUCTURING LLC
151 Mount Grove Road
Califon, New Jersey 07830
Telephone: (646) 881-4087
Email: yi@foresightrestructuring.com

*Co-Financial Advisor to the Official Committee of
Unsecured Creditors*

Exhibit A**Time Detail**

Date	Person	Comments	Category	Length	Billing Rate	Amount
7/2/2024	Yi Zhu	Review claims registry and update committee members	Business Analysis	0.30	550.00	165.00
7/2/2024	Yi Zhu	Review new filings	Business Analysis	1.30	550.00	715.00
7/2/2024	Yi Zhu	Review DIP Order	Business Analysis	0.50	550.00	275.00
7/2/2024	Yi Zhu	Answer committee member questions over wechat	Committee Communications	0.90	550.00	495.00
7/3/2024	Cindy Li	Review and respond to emails	Business Analysis	0.10	350.00	35.00
7/5/2024	Yi Zhu	Review Richmond IN lease and amendments	Business Analysis	1.10	550.00	605.00
7/6/2024	Cindy Li	Emails - Bar Date Motion	Business Analysis	0.10	550.00	55.00
7/7/2024	Yi Zhu	Translate Orrick emails and send to committee members	Committee Communications	0.40	550.00	220.00
7/8/2024	Yi Zhu	Review creditor recovery analysis by Dundon and answer committee member questions	Business Analysis	0.90	550.00	495.00
7/8/2024	Yi Zhu	Answer committee member questions about recovery analysis	Business Analysis	0.80	550.00	440.00
7/8/2024	Yi Zhu	Translate emails to committee	Committee Communications	0.40	550.00	220.00
7/9/2024	Yi Zhu	Review final DIP order and respond to questions about the \$805k reduction	Business Analysis	1.00	550.00	550.00
7/9/2024	Yi Zhu	Investigate claim amount discrepancy	Business Analysis	0.20	550.00	110.00
7/10/2024	Yi Zhu	Translate emails to committee	Committee Communications	0.40	550.00	220.00
7/10/2024	Cindy Li	Review and respond to emails	Business Analysis	0.20	350.00	70.00
7/12/2024	Cindy Li	Review and respond to emails	Business Analysis	0.10	350.00	35.00
7/11/2024	Yi Zhu	Committee call	Committee Communications	0.50	550.00	275.00
7/12/2024	Yi Zhu	Reformat Cindy's timesheet and check for missing records	Fee Application	0.80	550.00	440.00
7/14/2024	Yi Zhu	Discussion with Xiantao Yilin regarding confirmation	Committee Communications	0.30	550.00	165.00
7/15/2024	Yi Zhu	Discussion with Xiantao Yilin regarding confirmation	Committee Communications	0.40	550.00	220.00
7/16/2024	Yi Zhu	Follow-up with Xiantao Yilin	Business Analysis	0.40	550.00	220.00
7/17/2024	Yi Zhu	Fee app revision based on UST comments	Fee Application	0.50	550.00	275.00
7/17/2024	Yi Zhu	Draft email reply for UST question	Fee Application	0.60	550.00	330.00
7/18/2024	Yi Zhu	Email discussions with committee counsel and UST regarding fee app	Fee Application	0.70	550.00	385.00
7/18/2024	Yi Zhu	Review budget/actual variance	Business Analysis	0.40	550.00	220.00
7/18/2024	Yi Zhu	Revise retention application	Fee Application	1.30	550.00	715.00
7/18/2024	Yi Zhu	Revise retention application	Fee Application	0.70	550.00	385.00
7/18/2024	Yi Zhu	Discuss proposed order with counsel	Fee Application	0.60	550.00	330.00

Date	Person	Comments	Category	Length	Billing Rate	Amount
7/19/2024	Cindy Li	Analyze SSEs performance against historical financials	Business Analysis	1.20	350.00	420.00
7/19/2024	Yi Zhu	Discuss SSE variance with Cindy	Business Analysis	0.40	550.00	220.00
7/19/2024	Yi Zhu	Analyze SSEs performance against historical financials	Business Analysis	1.40	550.00	770.00
7/19/2024	Yi Zhu	Analyze SSEs performance variance	Business Analysis	1.70	550.00	935.00
7/24/2024	Yi Zhu	Draft interim fee application	Fee Application	1.20	550.00	660.00
7/24/2024	Yi Zhu	Draft interim fee application	Fee Application	1.00	550.00	550.00
7/25/2024	Yi Zhu	Call with Bytech	Committee Communications	0.70	550.00	385.00
7/25/2024	Yi Zhu	Draft interim fee application	Fee Application	1.10	550.00	605.00
7/26/2024	Yi Zhu	Finalize interim fee app.	Fee Application	0.40	550.00	220.00
7/31/2024	Yi Zhu	Answer questions from Bytech over Wechat	Committee Communications	0.60	550.00	330.00

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Debtors.)	(Jointly Administered)
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)	Obj. Deadline: Sept. 5, 2024 at 4:00 p.m. (ET)
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**NOTICE OF SECOND MONTHLY FEE APPLICATION OF FORESIGHT
RESTRUCTURING LLC, CO-FINANCIAL ADVISOR 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 *First Monthly Fee Application of Foresight Restructuring LLC, Co-Financial Advisor 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 proposed 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, Delaware 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,

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.

Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Zachary I. Shapiro, Esq. (shapiro@rlf.com) and Daniel J. DeFranceschi (defranceschi@rlf.com)); and (iv) proposed 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)) (collectively, "Notice Parties").

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)

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-and-

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

Xiang Wang (admitted *pro hac vice*)

Mark Franke (admitted *pro hac vice*)

Brandon Batzel (admitted *pro hac vice*)

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Creditors*