

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: October 4, 2024 at 4:00 p.m. ET
)	Hearing Date: Only if objections timely filed

**THIRD MONTHLY FEE APPLICATION OF KLEHR
HARRISON HARVEY BRANZBURG LLP AS CO-COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM AUGUST 1, 2024 THROUGH AUGUST 31, 2024**

Name of Applicant:	<u>Klehr Harrison Harvey Branzburg LLP</u>
Authorized to provide professional services to:	<u>Official Committee of Unsecured Creditors</u>
Date of retention:	<u>July 22, 2024, effective as of June 5, 2025</u>
Period for which compensation and reimbursement is sought:	<u>August 1, 2024 through August 31, 2024</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$6,798.50 (80% \$5,438.80)</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$0.00</u>
This is a:	<input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application

This is the third monthly fee application filed in this case.

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. 260 CNO DI No. 294 Filed 8/12/2024	6/5/2024- 6/30/2024	\$28,017.00	\$328.30	\$22,413.60	\$328.30	\$5,603.40
Second Monthly Filed 8/22/2024 Docket No. 317 CNO DI No. 346 Filed 9/6/2024	7/1/2024- 7/31/2024	\$10,154.00	\$236.43	\$8,123.20	\$236.43	\$2,030.80

TIME AND COMPENSATION BREAKDOWN
AUGUST 1, 2024 THROUGH AUGUST 31, 2024

NAME OF PROFESSIONAL PERSON	POSITION/ NUMBER OF YEARS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Domenic E. Pacitti	Bankruptcy & Restructuring Partner Admitted to Bar 1987	\$850.00	2.60	\$2,210.00
Melissa K. Hughes	Bankruptcy & Restructuring Paralegal since 2000	\$345.00	13.30	\$4,588.50
TOTALS			15.90	<u>\$6,798.50</u>
BLENDED RATE				<u>\$427.57</u>

COMPENSATION BY PROJECT CATEGORY
AUGUST 1, 2024 THROUGH AUGUST 31, 2024

PROJECT CATEGORY	TASK CODES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Employment and Fee Applications	EF	13.90	\$5,098.50
Plan and Disclosure Statement	PD	2.00	\$1,700.00
TOTAL		15.90	<u>\$6,798.50</u>

EXPENSE SUMMARY
AUGUST 1, 2024 THROUGH AUGUST 31, 2024

EXPENSE CATEGORY	TOTAL COMPENSATION
No disbursement this period.	N/A
TOTAL	\$0.00

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Liquidating Supply, Inc., <i>et al.</i> , ¹)	Case No. 24-11054 (BLS)
Debtors.)	(Jointly Administered)

**THIRD MONTHLY FEE APPLICATION OF KLEHR
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THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM AUGUST 1, 2024 THROUGH AUGUST 31, 2024**

Klehr Harrison Harvey Branzburg LLP (“Klehr Harrison”), co-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 submits its third monthly application (the “Application”) and 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 compensation for

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

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

**I. JURISDICTION, VENUE AND STATUTORY
PREDICATES FOR RELIEF SOUGHT**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B). Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409. The statutory predicate for the relief sought herein is section 331 of the Bankruptcy Code.

II. BACKGROUND

2. On May 21, 2024 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in the management of its businesses and operation of its properties pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. 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.

4. On June 13, 2024, this court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses in these chapter 11 cases. 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.

5. On July 22, 2024, this court entered an *Order Approving Application to Employ Klehr Harrison Harvey Branzburg LLP as Delaware Co-Counsel to the Official Committee of Unsecured Creditors* [Docket No. 245] approving the retention of Klehr Harrison as co-counsel to the Committee effective as of the petition date.

III. RELIEF REQUESTED

6. Pursuant to the Interim Compensation Order and section 331 of the Bankruptcy Code, Klehr Harrison is seeking compensation in the amount of \$5,438.80, which is equal to eighty percent (80%) of \$6,798.50 in fees for professional services rendered by Klehr Harrison during the Compensation Period. This amount is derived solely from the applicable hourly billing rates of Klehr Harrison personnel who rendered services to the Committee. In addition, Klehr Harrison is seeking reimbursement of expenses incurred during the Compensation Period in the amount of \$0.00.

A. Professional Services Rendered

7. Attached hereto as "Exhibit A" is a detailed itemization, by project category, of all services performed by Klehr Harrison with respect to the chapter 11 cases during the Compensation 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.

8. 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.

B. Expense Reimbursement

9. Klehr Harrison incurred out-of-pocket expenses during the Compensation Period in the amount of \$0.00. Attached hereto as "Exhibit B" is a description of the expenses actually incurred by Klehr Harrison in the performance of services rendered as co-counsel to the Committee. The expenses are broken down into categories of charges.

C. Valuation of Services

10. Attorneys of Klehr Harrison have expended a total of 15.90 hours in connection with this matter during the Compensation Period.

11. The amount of time spent by each of the professionals providing services to the Committee for the Compensation Period is set forth in Exhibit A. The rates are Klehr Harrison's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered Klehr Harrison for the Compensation Period as co-counsel for the Committee in these chapter 11 cases is \$6,798.50.

12. Klehr Harrison also expended costs on behalf of the Committee in the sum of \$0.00 during the Compensation Period. In accordance with Local Bankruptcy Rule 2016-2(e)(iii), the line designated "Photocopying" represents in-house copying based on a cost of \$0.10 per page.

13. 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.

14. Klehr Harrison accordingly seeks allowance of the sum of \$6,798.50 in fees and \$0.00 in expenses, for a total of \$6,798.50.

D. No Prior Request

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

WHEREFORE, Klehr Harrison hereby requests: (a) allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$6,798.50, and reimbursement of actual and necessary expenses incurred in the sum of \$0.00 for the period from August 1, 2024 through August 31, 2024; (b) payment in the total amount of \$5,438.80, which represents (i) 80% of the total fees billed (\$5,438.80) and (ii) 100% of the expenses incurred (\$0.00) during the Compensation Period, as provided under the Interim Compensation Order; and (c) such other relief as this Court deems just and proper.

Dated: September 20, 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

919 Market Street, Suite 1000

Wilmington, Delaware, 19801-3062

Telephone: (302) 426-1189

Email: dpacitti@klehr.com

rbeck@klehr.com

sveghte@klehr.com

*Co-Counsel to the Official Committee of Unsecured
Creditors*

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

In re:)	
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Liquidating Supply, Inc., <i>et al.</i> , ¹)	Case No. 24-11054 (BLS)
)	
Debtors.)	(Jointly Administered)
)	

CERTIFICATION OF DOMENIC E. PACITTI

I, Domenic E. Pacitti, under penalty of perjury, declare as follows:

1. I am a partner in the firm of Klehr Harrison Harvey Branzburg LLP (“Klehr Harrison”), co-counsel to the Official Committee to Unsecured Creditors in these cases (the “Committee”).

2. I have read the foregoing *Third Monthly Fee Application of Klehr Harrison Harvey Branzburg LLP as Co-Counsel to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from August 1, 2024 through August 31, 2024* and know the contents thereof. The same contents are true to the best of my knowledge, except as to matters therein alleged to be upon information and belief, and as to those matters, I believe them to be true. I have personally performed many of the legal services rendered by Klehr Harrison and am thoroughly familiar with all other work performed on behalf of the Committee by the attorneys and paraprofessionals in Klehr Harrison.

3. In accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and Section 504 of Title 11, United States Code, no agreement or understanding exists between Klehr

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Harrison and any other person for the sharing of compensation to be received in connection with the above-captioned cases.

4. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware, and to the best of my knowledge, information and belief, this Application complies with Local Rule 2016-2.

5. Klehr Harrison did not agree to any variations from, or alternatives to, its standard and customary billing arrangements for the proposed engagement by the Committee pursuant to the Application.

6. None of the professionals at Klehr Harrison included in the proposed engagement by the Committee pursuant to the Application vary their rates based on geographic location of the bankruptcy case.

7. Other than an annual rate increase effective January 1 of each calendar year, during the twelve months prior to the filing of the Debtors' chapter 11 petitions, the billing rates of Klehr Harrison with respect to the Committee was not different than those sought under the Application. The rates effective as of January 1, 2024 are the rates charged to the Committee in the Application.

8. The Application does not include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 20, 2024

/s/ Domenic E. Pacitti
Domenic E. Pacitti (DE Bar No. 3989)

EXHIBIT A

**KLEHR HARRISON
HARVEY BRANZBURG_{LLP}**919 N. Market Street | Suite 1000
Wilmington, DE 19801
t 302.426.1189 f 302.426.9193
www.klehr.com

September 13, 2024

Creditors' Comm. c/o Raniero D'Aversa
Creditors' Committee
Orrick Herrington & Sutcliffe LLP
51 West 52nd Street
New York, NY 10019-6142Invoice #: 515223
Client #: 23545
Matter #: 0001

For professional services through August 31, 2024:

RE: Supply Source Enterprises**PROFESSIONAL SERVICES**

Date	Atty	Description	Hours
8/06/24	DEP	Emails re LEDES info for Tlan Yuan for UST	.10
8/08/24	MKH	Draft Certificate of No Objection re First Monthly Fee Application or Orrick, Herrington, & Sutcliffe LLP, Counsel to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses for the Period from June 5, 2024 through June 30, 2024	.70
8/08/24	MKH	Email exchanges with counsel and Trustee relating to first monthly fee applications filed by the Committee and questions relating to same	.80
8/12/24	MKH	Finalize and prepare CNO re First 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 June 5, 2024 through June 30, 2024 for filing and efile same with Bankruptcy Court	.30
8/12/24	MKH	Review case docket; draft and prepare CNO re First Monthly Fee Application of Klehr Harrison Harvey Branzburg LLP as Co-Counsel to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from June 5, 2024 through June 30, 2024 for filing and efile same with Bankruptcy Court	.50
8/12/24	MKH	Review case docket; draft CNO re First Monthly Fee Application of Tian Yuan Law Firm, Beijing Co-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 for filing and efile same with Bankruptcy Court	.50

23545: Creditors' Committee
0001: Supply Source Enterprises

September 13, 2024
Invoice #: 515223

Date	Atty	Description	Hours
8/12/24	MKH	Review case docket; draft and prepare CNO re First Monthly Fee Application for Dundon Advisers, LLC, Co-Financial Advisor to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the Period from June 7, 2024 through June 30, 2024 for filing and efile same with Bankruptcy Court	.40
8/12/24	MKH	Review case docket; draft and prepare CNO re 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 June 7, 2024 through June 30, 2024 for filing and efile same with Bankruptcy Court	.40
8/19/24	DEP	Review plan and DS	2.00
8/19/24	MKH	Draft Prior Applications chart and draft email to counsel attaching same in preparation of second monthly fee applications	.70
8/21/24	MKH	Draft KHHB Second Monthly Fee Application/Notice/Charts/Exhibits for July 2024 and prepare email to D. Pacitti attaching same for review	1.40
8/21/24	MKH	Email exchanges and telephone calls with counsel re Committee's monthly fee applications for July, preparation and filing of same	.70
8/21/24	MKH	Review and revise Second Monthly Fee Application for Dundon Advisers, LLC, Co-Financial Advisor to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the period July 1, 2024 to July 31, 2024	.70
8/21/24	MKH	Review and revise Second Monthly Fee Application of Tian Yuan Law Firm as Beijing Co-Counsel to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024	.80
8/21/24	MKH	Review and revise Second Monthly Fee Application of Foresight Restructuring LLC as Co-Financial Advisor to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024	.70
8/22/24	DEP	Review committee professionals fee applications for filing	.50
8/22/24	MKH	Review revise and prepare 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 July 1, 2024 to July 31, 2024 for filing and efile same with Bankruptcy Court	.30
8/22/24	MKH	Review and compile 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 July 1, 2024 to July 31, 2024 and prepare email to counsel attaching same for review	.40

23545: Creditors' Committee
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September 13, 2024
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Date	Atty	Description	Hours
8/22/24	MKH	Finalize and prepare Second Monthly Fee Application of Klehr Harrison Harvey Branzburg LLP as Co-Counsel to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the period July 1, 2024 to July 31, 2024 for filing and efile same with Bankruptcy Court	.50
8/22/24	MKH	Compile Second Monthly Fee Application for Dundon Advisers,LLC, Co-Financial Advisor to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the period July 1, 2024 to July 31, 2024 and draft email to counsel attaching for review	.40
8/22/24	MKH	Finalize and prepare Second Monthly Fee Application for Dundon Advisers,LLC, Co-Financial Advisor to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the period July 1, 2024 to July 31, 2024 for filing and efile same with Bankruptcy Court	.30
8/22/24	MKH	Compile Second Monthly Fee Application of Tian Yuan Law Firm as Beijing Co-Counsel to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024 and draft email to counsel attaching same for review	.40
8/22/24	MKH	Finalize and prepare Second Monthly Fee Application of Tian Yuan Law Firm as Beijing Co-Counsel to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024 for filing and efile same with Bankruptcy Court	.30
8/22/24	MKH	Compile Second Monthly Fee Application of Foresight Restructuring LLC as Co-Financial Advisor to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024 and draft email to counsel attaching same for review	.30
8/22/24	MKH	Finalize and prepare Second Monthly Fee Application of Foresight Restructuring LLC as Co-Financial Advisor to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024 for filing and efile same with Bankruptcy Court	.30
8/22/24	MKH	Draft and prepare Certificate of Service re all Committee professionals' monthly fee applications for July 2024 for filing and efile same with Bankruptcy Court	.50
8/22/24	MKH	Download from Bankruptcy Court and compile all filed Committee professionals' monthly fee applications for July 2024 and draft email to notice parties attaching same for service	.60
8/22/24	MKH	Prepare email to UST and paralegal attaching LEDES for KHHB Second Monthly Fee Application for July 2024	.20
8/22/24	MKH	Email exchanges to all Committee professionals regarding filed fee applications and preparation of LEDES for submittal to UST	.20

23545: Creditors' Committee
0001: Supply Source Enterprises

September 13, 2024
Invoice #: 515223

TOTAL PROFESSIONAL SERVICES**\$ 6,798.50****SUMMARY OF PROFESSIONAL SERVICES**

Atty	Name	Hours	Rate	Total
DEP	Pacitti, Domenic E.	2.60	850.00	2,210.00
MKH	Hughes, Melissa K.	13.30	345.00	4,588.50
	TOTALS	15.90		\$ 6,798.50

TOTAL THIS INVOICE**\$ 6,798.50**

EXHIBIT B

DISBURSEMENTS

Description	Amount
No disbursements this month.	
TOTAL DISBURSEMENTS	\$0.00

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

In re:)	
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Debtors.)	(Jointly Administered)
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)	Objection Deadline: October 4, 2024 at 4:00 p.m. ET
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This is a:	<input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application

This is the third monthly fee application filed in this case.

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FOR THE PERIOD FROM AUGUST 1, 2024 THROUGH AUGUST 31, 2024**

Klehr Harrison Harvey Branzburg LLP (“Klehr Harrison”), co-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 submits its third monthly application (the “Application”) and 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 compensation for

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.

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

**I. JURISDICTION, VENUE AND STATUTORY
PREDICATES FOR RELIEF SOUGHT**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B). Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409. The statutory predicate for the relief sought herein is section 331 of the Bankruptcy Code.

II. BACKGROUND

2. On May 21, 2024 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in the management of its businesses and operation of its properties pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. 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.

4. On June 13, 2024, this court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses in these chapter 11 cases. 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.

5. On July 22, 2024, this court entered an *Order Approving Application to Employ Klehr Harrison Harvey Branzburg LLP as Delaware Co-Counsel to the Official Committee of Unsecured Creditors* [Docket No. 245] approving the retention of Klehr Harrison as co-counsel to the Committee effective as of the petition date.

III. RELIEF REQUESTED

6. Pursuant to the Interim Compensation Order and section 331 of the Bankruptcy Code, Klehr Harrison is seeking compensation in the amount of \$5,438.80, which is equal to eighty percent (80%) of \$6,798.50 in fees for professional services rendered by Klehr Harrison during the Compensation Period. This amount is derived solely from the applicable hourly billing rates of Klehr Harrison personnel who rendered services to the Committee. In addition, Klehr Harrison is seeking reimbursement of expenses incurred during the Compensation Period in the amount of \$0.00.

A. Professional Services Rendered

7. Attached hereto as "Exhibit A" is a detailed itemization, by project category, of all services performed by Klehr Harrison with respect to the chapter 11 cases during the Compensation 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.

8. 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.

B. Expense Reimbursement

9. Klehr Harrison incurred out-of-pocket expenses during the Compensation Period in the amount of \$0.00. Attached hereto as "Exhibit B" is a description of the expenses actually incurred by Klehr Harrison in the performance of services rendered as co-counsel to the Committee. The expenses are broken down into categories of charges.

C. Valuation of Services

10. Attorneys of Klehr Harrison have expended a total of 15.90 hours in connection with this matter during the Compensation Period.

11. The amount of time spent by each of the professionals providing services to the Committee for the Compensation Period is set forth in Exhibit A. The rates are Klehr Harrison's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered Klehr Harrison for the Compensation Period as co-counsel for the Committee in these chapter 11 cases is \$6,798.50.

12. Klehr Harrison also expended costs on behalf of the Committee in the sum of \$0.00 during the Compensation Period. In accordance with Local Bankruptcy Rule 2016-2(e)(iii), the line designated "Photocopying" represents in-house copying based on a cost of \$0.10 per page.

13. 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.

14. Klehr Harrison accordingly seeks allowance of the sum of \$6,798.50 in fees and \$0.00 in expenses, for a total of \$6,798.50.

D. No Prior Request

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

WHEREFORE, Klehr Harrison hereby requests: (a) allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$6,798.50, and reimbursement of actual and necessary expenses incurred in the sum of \$0.00 for the period from August 1, 2024 through August 31, 2024; (b) payment in the total amount of \$5,438.80, which represents (i) 80% of the total fees billed (\$5,438.80) and (ii) 100% of the expenses incurred (\$0.00) during the Compensation Period, as provided under the Interim Compensation Order; and (c) such other relief as this Court deems just and proper.

Dated: September 20, 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

919 Market Street, Suite 1000

Wilmington, Delaware, 19801-3062

Telephone: (302) 426-1189

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rbeck@klehr.com

sveghte@klehr.com

*Co-Counsel to the Official Committee of Unsecured
Creditors*

**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)
)	

CERTIFICATION OF DOMENIC E. PACITTI

I, Domenic E. Pacitti, under penalty of perjury, declare as follows:

1. I am a partner in the firm of Klehr Harrison Harvey Branzburg LLP (“Klehr Harrison”), co-counsel to the Official Committee to Unsecured Creditors in these cases (the “Committee”).

2. I have read the foregoing *Third Monthly Fee Application of Klehr Harrison Harvey Branzburg LLP as Co-Counsel to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from August 1, 2024 through August 31, 2024* and know the contents thereof. The same contents are true to the best of my knowledge, except as to matters therein alleged to be upon information and belief, and as to those matters, I believe them to be true. I have personally performed many of the legal services rendered by Klehr Harrison and am thoroughly familiar with all other work performed on behalf of the Committee by the attorneys and paraprofessionals in Klehr Harrison.

3. In accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and Section 504 of Title 11, United States Code, no agreement or understanding exists between Klehr

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Harrison and any other person for the sharing of compensation to be received in connection with the above-captioned cases.

4. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware, and to the best of my knowledge, information and belief, this Application complies with Local Rule 2016-2.

5. Klehr Harrison did not agree to any variations from, or alternatives to, its standard and customary billing arrangements for the proposed engagement by the Committee pursuant to the Application.

6. None of the professionals at Klehr Harrison included in the proposed engagement by the Committee pursuant to the Application vary their rates based on geographic location of the bankruptcy case.

7. Other than an annual rate increase effective January 1 of each calendar year, during the twelve months prior to the filing of the Debtors' chapter 11 petitions, the billing rates of Klehr Harrison with respect to the Committee was not different than those sought under the Application. The rates effective as of January 1, 2024 are the rates charged to the Committee in the Application.

8. The Application does not include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 20, 2024

/s/ Domenic E. Pacitti
Domenic E. Pacitti (DE Bar No. 3989)

EXHIBIT A

**KLEHR HARRISON
HARVEY BRANZBURG^{LLP}**919 N. Market Street | Suite 1000
Wilmington, DE 19801
t 302.426.1189 f 302.426.9193
www.klehr.com

September 13, 2024

Creditors' Comm. c/o Raniero D'Aversa
Creditors' Committee
Orrick Herrington & Sutcliffe LLP
51 West 52nd Street
New York, NY 10019-6142Invoice #: 515223
Client #: 23545
Matter #: 0001

For professional services through August 31, 2024:

RE: Supply Source Enterprises**PROFESSIONAL SERVICES**

Date	Atty	Description	Hours
8/06/24	DEP	Emails re LEDES info for Tlan Yuan for UST	.10
8/08/24	MKH	Draft Certificate of No Objection re First Monthly Fee Application or Orrick, Herrington, & Sutcliffe LLP, Counsel to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses for the Period from June 5, 2024 through June 30, 2024	.70
8/08/24	MKH	Email exchanges with counsel and Trustee relating to first monthly fee applications filed by the Committee and questions relating to same	.80
8/12/24	MKH	Finalize and prepare CNO re First 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 June 5, 2024 through June 30, 2024 for filing and efile same with Bankruptcy Court	.30
8/12/24	MKH	Review case docket; draft and prepare CNO re First Monthly Fee Application of Klehr Harrison Harvey Branzburg LLP as Co-Counsel to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from June 5, 2024 through June 30, 2024 for filing and efile same with Bankruptcy Court	.50
8/12/24	MKH	Review case docket; draft CNO re First Monthly Fee Application of Tian Yuan Law Firm, Beijing Co-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 for filing and efile same with Bankruptcy Court	.50

23545: Creditors' Committee
0001: Supply Source Enterprises

September 13, 2024
Invoice #: 515223

Date	Atty	Description	Hours
8/12/24	MKH	Review case docket; draft and prepare CNO re First Monthly Fee Application for Dundon Advisers, LLC, Co-Financial Advisor to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the Period from June 7, 2024 through June 30, 2024 for filing and efile same with Bankruptcy Court	.40
8/12/24	MKH	Review case docket; draft and prepare CNO re 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 June 7, 2024 through June 30, 2024 for filing and efile same with Bankruptcy Court	.40
8/19/24	DEP	Review plan and DS	2.00
8/19/24	MKH	Draft Prior Applications chart and draft email to counsel attaching same in preparation of second monthly fee applications	.70
8/21/24	MKH	Draft KHHB Second Monthly Fee Application/Notice/Charts/Exhibits for July 2024 and prepare email to D. Pacitti attaching same for review	1.40
8/21/24	MKH	Email exchanges and telephone calls with counsel re Committee's monthly fee applications for July, preparation and filing of same	.70
8/21/24	MKH	Review and revise Second Monthly Fee Application for Dundon Advisers, LLC, Co-Financial Advisor to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the period July 1, 2024 to July 31, 2024	.70
8/21/24	MKH	Review and revise Second Monthly Fee Application of Tian Yuan Law Firm as Beijing Co-Counsel to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024	.80
8/21/24	MKH	Review and revise Second Monthly Fee Application of Foresight Restructuring LLC as Co-Financial Advisor to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024	.70
8/22/24	DEP	Review committee professionals fee applications for filing	.50
8/22/24	MKH	Review revise and prepare 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 July 1, 2024 to July 31, 2024 for filing and efile same with Bankruptcy Court	.30
8/22/24	MKH	Review and compile 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 July 1, 2024 to July 31, 2024 and prepare email to counsel attaching same for review	.40

23545: Creditors' Committee
0001: Supply Source Enterprises

September 13, 2024
Invoice #: 515223

Date	Atty	Description	Hours
8/22/24	MKH	Finalize and prepare Second Monthly Fee Application of Klehr Harrison Harvey Branzburg LLP as Co-Counsel to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the period July 1, 2024 to July 31, 2024 for filing and efile same with Bankruptcy Court	.50
8/22/24	MKH	Compile Second Monthly Fee Application for Dundon Advisers,LLC, Co-Financial Advisor to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the period July 1, 2024 to July 31, 2024 and draft email to counsel attaching for review	.40
8/22/24	MKH	Finalize and prepare Second Monthly Fee Application for Dundon Advisers,LLC, Co-Financial Advisor to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the period July 1, 2024 to July 31, 2024 for filing and efile same with Bankruptcy Court	.30
8/22/24	MKH	Compile Second Monthly Fee Application of Tian Yuan Law Firm as Beijing Co-Counsel to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024 and draft email to counsel attaching same for review	.40
8/22/24	MKH	Finalize and prepare Second Monthly Fee Application of Tian Yuan Law Firm as Beijing Co-Counsel to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024 for filing and efile same with Bankruptcy Court	.30
8/22/24	MKH	Compile Second Monthly Fee Application of Foresight Restructuring LLC as Co-Financial Advisor to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024 and draft email to counsel attaching same for review	.30
8/22/24	MKH	Finalize and prepare Second Monthly Fee Application of Foresight Restructuring LLC as Co-Financial Advisor to the Official Committee of Unsecured Creditors for Payment of Compensation and Reimbursement of Expenses for the Period from July 1, 2024 through July 31, 2024 for filing and efile same with Bankruptcy Court	.30
8/22/24	MKH	Draft and prepare Certificate of Service re all Committee professionals' monthly fee applications for July 2024 for filing and efile same with Bankruptcy Court	.50
8/22/24	MKH	Download from Bankruptcy Court and compile all filed Committee professionals' monthly fee applications for July 2024 and draft email to notice parties attaching same for service	.60
8/22/24	MKH	Prepare email to UST and paralegal attaching LEDES for KHHB Second Monthly Fee Application for July 2024	.20
8/22/24	MKH	Email exchanges to all Committee professionals regarding filed fee applications and preparation of LEDES for submittal to UST	.20

23545: Creditors' Committee
 0001: Supply Source Enterprises

September 13, 2024
 Invoice #: 515223

TOTAL PROFESSIONAL SERVICES **\$ 6,798.50**

SUMMARY OF PROFESSIONAL SERVICES

Atty	Name	Hours	Rate	Total
DEP	Pacitti, Domenic E.	2.60	850.00	2,210.00
MKH	Hughes, Melissa K.	13.30	345.00	4,588.50
TOTALS		15.90		\$ 6,798.50

TOTAL THIS INVOICE **\$ 6,798.50**

EXHIBIT B

DISBURSEMENTS

Description	Amount
No disbursements this month.	
TOTAL DISBURSEMENTS	\$0.00