

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

COVER SHEET FOR SECOND MONTHLY FEE STATEMENT OF
KELLEY DRYE & WARREN LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
APRIL 1, 2024 THROUGH AND INCLUDING APRIL 30, 2024

Debtor: Thrasio Holdings, Inc., <i>et al.</i> ¹	Applicant: Kelley Drye & Warren LLP
Case No: 24-11840 (CMG)	Client: The Official Committee of Unsecured Creditors
Chapter: 11	Case Filed: February 28, 2024

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED (EXHIBIT A)

/s/ James S. Carr 6/17/2024
James S. Carr Date

¹ The last four digits of Debtor Thrasio Holdings, Inc.’s tax identification number are 8327. A complete list of the Debtors in these chapter 11 cases and each such Debtor’s tax identification number may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/Thrasio>. The Debtors’ service address for purposes of these chapter 11 cases is 85 West Street, 3rd Floor, Walpole, MA, 02081.



**SECTION I
FEE SUMMARY**

**Summary of the Amounts Requested for the Period from
April 1, 2024 through April 30, 2024 (the "Fee Period")**

Total Fees:	\$259,182.00
Less 20% Holdback:	\$51,836.40
Plus Disbursements:	<u>\$2,608.23</u>
Total Amount Sought to be Paid at this Time:	\$209,953.83

Summary of Amounts Requested for Previous Periods

	<u>FEES</u>	<u>EXPENSES</u>
Total Previous Fee & Expenses Requested (100%):	\$125,867.50	\$2,239.53
Total Fees Allowed by Interim Order to Date:	\$0.00	\$0.00
Total Retainer (If Applicable):	N/A	N/A
Total Holdback (20% of Fees):	\$25,173.50	\$0.00
Total Received by Applicant:	\$100,694.00	\$2,239.53

Name of Professional	Title	Year Admitted	2024 Hourly Billing Rate	Total Hours	Total Fees
James S. Carr	Partner	1987	\$1,200.00	4.2	\$5,040.00
Eric R. Wilson	Partner	1997	\$1,170.00	25.0	\$29,250.00
Jason Adams	Partner	2000	\$1,040.00	65.3	\$67,912.00
Maeghan J. McLoughlin	Special Counsel	2011	\$975.00	58.9	\$57,427.50
Rich Gage	Special Counsel	2013	\$975.00	9.4	\$9,165.00
Philip A. Weintraub	Senior Associate	2007	\$835.00	18.4	\$15,364.00
Allison Selick	Senior Associate	2017	\$820.00	0.5	\$410.00
Connie Choe	Associate	2020	\$690.00	49.7	\$34,293.00
Steven L. Yachik	Associate	2020	\$690.00	6.4	\$4,416.00
John Churchill	Associate	2023	\$620.00	36.8	\$22,816.00
Justin Lee	Associate	2023	\$530.00	6.4	\$3,392.00
Gina C. Karnick	Paralegal	N/A	\$375.00	18.8	\$7,050.00
Sherlly Alceus	Paralegal	N/A	\$335.00	7.9	\$2,646.50
			TOTAL:	307.7	\$259,182.00

**SECTION II
SUMMARY OF SERVICES**

Services Rendered	Total Hours	Total Fees
Case Administration	18.9	\$15,263.00
Pleadings Review	5.0	\$3,397.50
Retention Matters	52.7	\$36,915.50
Fee Matters	11.5	\$8,045.50
Financing	4.2	\$3,186.00
Asset Recovery and Disposition	33.9	\$28,379.50
Disclosure Statement and Plan	91.2	\$79,001.50
Committee and Creditor Communications	15.3	\$15,090.00
Court Hearings	39.0	\$32,955.00
Debtor Communications	5.4	\$5,772.00
Investigation	30.6	\$31,176.50
SERVICE TOTAL:	307.7	\$259,182.00

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursement Category	Amount
Duplication	\$26.80
Courier	\$156.70
Filing Fee	\$1,034.00
Transcriptions	\$321.60
Westlaw Research	\$1,046.15
Lexis Research	\$22.98
DISBURSEMENTS TOTAL:	\$2,608.23

I certify under penalty of perjury that the above is true.

Date: June 17, 2024

/s/ James S. Carr
James S. Carr

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: February 28, 2024
- (2) Chapter under which cases commenced: Chapter 11
- (3) Date of Retention: April 25, 2024, Effective
March 15, 2024¹ [see Exhibit A]
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:
 - (a) During the Fee Period, Kelley Drye & Warren LLP (“Kelley Drye”) coordinated with Morrison & Foerster LLP (“MoFo”) as co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) to further the goals of the Committee.
 - (b) Kelley Drye revised and filed its retention application and the MoFo and Province retention applications. Kelley Drye coordinated with MoFo and Province on UST comments to respective retention applications, filing supplemental declarations and amending proposed orders, as required. Kelley Drye also reviewed the Debtors’ professionals’ retention applications.
 - (c) Kelley Drye reviewed and analyzed the Debtors’ request for postpetition financing and coordinated with MoFo on preparing and filing a statement to same.
 - (d) Kelley Drye coordinated with MoFo in seeking an adjournment of the disclosure statement hearing. Kelley Drye drafted and filed a motion to shorten time with regards to the motion to adjourn the disclosure statement hearing. Kelley Drye coordinated with chambers on hearing for same. Kelley Drye also coordinated with MoFo on drafting an objection to the disclosure statement and prepared motions to seal and shorten time as it related to the disclosure statement objection.
 - (e) Kelley Drye researched confirmation-related issues, including the scope of estate and third party releases and exculpation provisions.
 - (f) Kelley Drye analyzed the Debtors’ disposal notice, which sought to abandon over \$90 million worth of inventory. Kelley Drye performed research into case law on abandonment. Kelley Drye drafted an objection to the disposal notice.
 - (g) Kelley Drye reviewed draft discovery requests and draft subpoenas for certain litigation targets and reviewed discovery responses from same.

¹ Docket No. 430.

- (h) Kelley Drye prepared its first monthly fee statement for the partial month of March.
- (i) Kelley Drye handled a variety of ongoing administrative tasks including, but not limited to, maintaining internal case calendars, monitoring the docket for pleadings of impact on Committee interests, ordering hearing transcripts, attending various Committee and professional calls and filing documents on behalf of the Committee.
- (j) To the extent not addressed by the foregoing descriptions, Kelley Drye performed all other services on behalf of the Committee that were necessary and appropriate in these chapter 11 cases which are attached hereto as **Exhibit B**.

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

Dated: June 17, 2024

/s/ James S. Carr
James S. Carr

EXHIBIT A

Retention Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY



Order Filed on April 25, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Caption in Compliance with D.N.J. LBR 9004-1(b)

Lorenzo Marinuzzi, Esq. (admitted *pro hac vice*)
Theresa A. Foudy, Esq. (admitted *pro hac vice*)
Doug Mannal, Esq. (admitted *pro hac vice*)
Raff Ferraioli, Esq. (admitted *pro hac vice*)
Darren Smolarski, Esq. (NJ Bar No. 307592020)

MORRISON & FOERSTER LLP

250 West 55th Street
New York, New York 10019-9601
Tel: (212) 468-8000
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tfoudy@mofoc.com
dmannal@mofoc.com
rferraioli@mofoc.com
dsmolarski@mofoc.com

*Proposed Counsel to the Official
Committee of Unsecured Creditors*

James S. Carr, Esq.
Connie Y. Choe, Esq.

KELLEY DRYE & WARREN LLP

One Jefferson Road, 2nd Floor
Parsippany, New Jersey 07054
Tel: (973) 503-5900
Fax: (973) 503-5950
Email: jcarr@kelleydrye.com
cchoe@kelleydrye.com

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

In re:

THRASIO HOLDINGS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11840 (CMG)

(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF KELLEY
DRYE & WARREN LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS EFFECTIVE AS OF MARCH 15, 2024**

DATED: April 25, 2024

**Honorable Christine M. Gravelle
United States Bankruptcy Judge**

¹ The last four digits of Debtor Thrasio Holdings, Inc.'s tax identification number are 8327. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://www.kccllc.net/Thrasio>. The Debtors' service address for purposes of these chapter 11 cases is 85 West Street, 3rd Floor, Walpole, MA, 02081.

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Debtors: THRASIO HOLDINGS, INC., *et al.*

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF KELLEY DRYE & WARREN LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF MARCH 15, 2024

The relief set forth on the following pages, numbered three (3) through seven (7), is hereby

ORDERED.

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Debtors: THRASIO HOLDINGS, INC., *et al.*

Case No. 24-11840-CMG

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Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases (these “Cases”) for entry of an order authorizing the Committee to employ and retain Kelley Drye & Warren LLP (“Kelley Drye”) as co-counsel effective as of March 15, 2024, the date the Committee determined to employ and retain Kelley Drye as its counsel in these chapter 11 cases, pursuant to sections 327, 328(a), 330, 331 and 1103(a) of the Bankruptcy Code; and upon the declaration of James S. Carr (the “Carr Declaration”) attached to the Application as Exhibit B; and upon the declaration of Kyle McGetrick of Mellow Militia, LLC (the “McGetrick Declaration”) attached to the Application as Exhibit C; and the Court having jurisdiction, pursuant to section 157(a) and (b) and 1334(b) of title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Carr Declaration, that Kelley Drye does not represent or hold any interest adverse to the Debtors or their estates as to the matters upon which Kelley Drye has been and is to be employed, and that Kelley Drye is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and that while employed by the Committee, Kelley Drye will not represent any other person or entity having an adverse interest in connection with these chapter 11 cases; and this Court having determined that the legal and factual bases set forth in the Application, the Carr

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Debtors: THRASIO HOLDINGS, INC., *et al.*
Case No. 24-11840-CMG
Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF KELLEY DRYE & WARREN LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF MARCH 15, 2024

Declaration and the McGetrick Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is approved as set forth herein.
2. Pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Committee is authorized to employ Kelley Drye as its co-counsel, effective as of March 15, 2024, to represent it in these Cases on the terms set forth in the Application and accompanying certifications and/or declarations, except as modified by this Order.
3. Kelley Drye shall apply for compensation and professional services rendered and reimbursement of expenses incurred in connection with these Cases in compliance with sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rule 2016-1(a), the U.S. Trustee Guidelines, the *Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court*, entered on April 4, 2024 [ECF No. 290], and such other applicable procedures and orders of this Court. Kelley Drye shall also make a reasonable effort to comply with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective as of November 1, 2013*, in connection with the Application and any interim and final fee applications to be filed by Kelley Drye in these Cases.
4. Kelley Drye shall provide ten (10) business days' notice of any rate increases to the Committee, the United States Trustee, and the Debtors before any increases in the rates set

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Debtors: THRASIO HOLDINGS, INC., *et al.*
Case No. 24-11840-CMG
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forth in the Application are implemented, and shall file a Supplemental Affidavit with the Court setting forth any such increases. The Committee, the Debtors, the United States Trustee, and all parties-in-interest retain all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. Kelley Drye shall (i) comply with the requirements of Local Rule 2016-1; (ii) not seek reimbursement of any fees or costs including attorney fees and costs arising from the defense of any objections to any of Kelley Drye’s fee application in these Cases; (iii) use billing and expenses categories that are substantially similar to those set forth in the U.S. Trustee Guidelines (Exhibit D-1 “Summary of Compensation Requested by Project Category”); (iv) only bill fifty percent (50%) for non-working travel; and (v) provide any and all monthly fee statements, interim fee applications and final fee applications in “LEDES” format to the U.S. Trustee.

6. Notwithstanding anything in the Application, the Carr Declaration or the McGetrick Declaration to the contrary, Kelley Drye shall, to the extent that Kelley Drye uses the services of contract attorneys, independent contractors or subcontractors (collectively, the “Contractors”) in these Cases, (i) pass through the cost of such Contractors at the same rate that Kelley Drye pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors (to the extent they are attorneys, accountants, or other agents) (A) are subject to the same conflict checks and disclosures as required by Kelley Drye and (B) file with the Court such disclosures required by Bankruptcy Rule 2014; and (iv) attach any such Contractor invoices

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Debtors: THRASIO HOLDINGS, INC., *et al.*
Case No. 24-11840-CMG
Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF KELLEY DRYE & WARREN LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF MARCH 15, 2024

to its monthly fee statements, interim fee applications and/or final fee applications filed in these Cases.

7. No agreement or understanding exists between Kelley Drye and any other person, other than as permitted by section 504 of the Bankruptcy Code, to share compensation received for services rendered in connection with these Cases, nor shall Kelley Drye share or agree to share compensation received for services rendered in connection with these Cases with any other person other than as permitted by section 504 of the Bankruptcy Code.

8. To avoid any duplication of effort and to provide services to the Committee in the most efficient and cost-effective manner, Kelley Drye shall coordinate with the other Committee professionals regarding their respective responsibilities in these Cases. As such, Kelley Drye shall use its best efforts to avoid duplication of services provided by any of the Committee's other retained professionals.

9. To the extent there is any inconsistency among the terms of the Application, certifications and/or declarations submitted in support and this Order, the terms of this Order shall govern.

10. The Committee and Kelley Drye are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

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

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Debtors: THRASIO HOLDINGS, INC., *et al.*

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF KELLEY DRYE & WARREN LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF MARCH 15, 2024

12. This Court has and shall retain exclusive jurisdiction to hear and determine all matters arising from the implementation, interpretation, and enforcement of this Order.

Exhibit B

Time Records

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

WASHINGTON
LOS ANGELES
CHICAGO
HOUSTON

NEW YORK
STAMFORD
PARSIPPANY

AFFILIATE OFFICE:
MUMBAI, INDIA

Thrasio Committee
c/o Jason Adams
3 World Trade Center,
175 Greenwich Street,
New York, NY 10007

May 28, 2024
Invoice No. 2902853

029996 Thrasio Committee
0001 Case Administration

Account Summary And Remittance Form

Legal Services:	\$15,263.00
Disbursements and Other Charges:	\$2,608.23

Total Amount Due: \$17,871.23

Terms: Payment Due on or Before June 27, 2024

Please Return This Page With Your Payment

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #:135-046110

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER
AS PAYMENT REFERENCE**

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

3 WORLD TRADE CENTER

175 GREENWICH STREET

NEW YORK, NEW YORK 10007

(212) 808-7800

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

WASHINGTON
LOS ANGELES
CHICAGO
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NEW YORK
STAMFORD
PARSIPPANY

AFFILIATE OFFICE:
MUMBAI, INDIA

Thrasio Committee
c/o Jason Adams
3 World Trade Center,
175 Greenwich Street,
New York, NY 10007

May 28, 2024
Invoice No. 2902853

Client 029996
Matter 0001 Case Administration

Attorney: 07036

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Confer with J. Adams (KDW) regarding case status and next steps.	ERW	0.30	\$351.00
04/01/24	Update to task list (.2), critical dates (.2) and team calendar (.1).	JC	0.50	310.00
04/01/24	Conference with M. McLoughlin (KDW) regarding case status, immediate tasks (.2); follow up conference with E. Wilson (KDW) on current case assignments, immediate next steps (.3); outline issues for internal team call (.2).	JRA	0.70	728.00
04/01/24	Discuss immediate tasks and next steps with J. Adams (KDW).	MJM	0.20	195.00
04/01/24	Review task list and critical dates (.2); provide comments to same (.1).	CC	0.30	207.00
04/02/24	Update to task list (.2) and team calendar (.3); strategy conference with J. Adams, M. McLoughlin and C. Choe (all KDW) to discuss case status and open tasks (.3).	JC	0.80	496.00
04/02/24	Review updated internal case task list (.2); prepare notes on follow up on same (.1);	JRA	0.70	728.00

KELLEY DRYE & WARREN LLP

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AFFILIATE OFFICE:
MUMBAI, INDIA

Thrasio Committee
Client 029996
Matter 0001
May 28, 2024
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	instructions to J. Churchill (KDW) on same (.1); meeting with M. McLoughlin, C. Choe and J. Churchill (all KDW) on case status, open items (.3).			
04/02/24	Emails regarding case status and next steps (.2); participate in call with J. Adams, M. McLoughlin and J. Churchill (all KDW) regarding status of case, DIP financing, and disposal objection (.3).	CC	0.50	345.00
04/02/24	Participate in update call with J. Adams, C. Choe, and J. Churchill (all KDW).	MJM	0.30	292.50
04/03/24	Update task list (.1), team calendar (.1) and critical dates chart (.1); review case management order (.2); draft confidentiality provisions (.5); email confi to debtors' counsel (.1).	JC	1.10	682.00
04/03/24	Emails with R. Ferraoili (MF) and J. Churchill (KDW) regarding KDW confidentiality agreement (.2) and review same (.1).	MJM	0.30	292.50
04/03/24	Review updated NDA form prior to execution by KDW (.1); correspondence with team and Kirkland regarding same (.1).	JRA	0.20	208.00
04/03/24	Review case management order for service of documents (.4); review master service list for updated service list (.2); correspondene with J. Adams (KDW) regarding same (.1); coordinate with claims agent for process of service (.2).	SA	0.90	301.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/04/24	Email D. Smolarski (MF) regarding additions to distribution list.	CC	0.20	138.00
04/04/24	Instruction to C. Choe (KDW) regarding distribution list.	ERW	0.20	234.00
04/05/24	Update team calendar.	JC	0.10	62.00
04/05/24	Finalize KDW NDA (.1) and review additional revisions to bylaws (.2).	MJM	0.30	292.50
04/05/24	Correspondence with MoFo team and internally on final execution of NDA (.1); review K&E comments to confi provisions of bylaws and assess impact of same (.1).	JRA	0.20	208.00
04/07/24	Update task list (.2) and team calendar (.2).	JC	0.40	248.00
04/09/24	Correspondence with C. Choe (KDW) regarding upcoming filings regarding objection and motion to shorten time.	SA	0.10	33.50
04/10/24	Update team calendar.	JC	0.10	62.00
04/11/24	Update from D. Laton (Province) regarding materials from debtors as discussed on yesterday's internal professionals' call.	JRA	0.10	104.00
04/11/24	Emails regarding transcript order for April 10 hearing (.2); emails to M. McLoughlin (KDW) regarding same (.1).	CC	0.30	207.00
04/11/24	Review draft protective order (.2); email from P. Butler (MF) regarding same (.1).	ERW	0.30	351.00
04/12/24	Review further revised draft of protective order with comments from MoFo for sign off (.2); confer with E. Wilson and M. McLoughlin	JRA	0.50	520.00

KELLEY DRYE & WARREN LLP

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Thrasio Committee
 Client 029996
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(both KDW) on case status, immediate action items (.3).			
04/12/24	Call with J. Adams and E. Wilson (both KDW) to discuss open tasks and team call.	MJM	0.30	292.50
04/12/24	Conference call with J. Adams and M. McLoughlin (both KDW) regarding status of case, retentions and status call.	ERW	0.30	351.00
04/14/24	Update task list.	JC	0.30	186.00
04/15/24	Review task list in preparation for internal KDW call (.2); participate on internal KDW call (.5).	MJM	0.70	682.50
04/15/24	Review status of case regarding update on disclosure statement hearing (.2); update task list and critical dates (.2); status conference with E. Wilson, J. Adams, M. McLoughlin, A. Selick and J. Churchill (all KDW) regarding outstanding matters and upcoming hearings (.5).	CC	0.90	621.00
04/15/24	Call with KDW team regarding next steps.	AS	0.50	410.00
04/15/24	KDW strategy conference to discuss upcoming workstreams, hearings and tasks.	JC	0.50	310.00
04/15/24	Review updated internal task list from C. Choe (KDW) in preparation for team call (.2); participate in team call with E. Wilson, M. McLoughlin, A. Selick, Choe and J. Churchill (all KDW) regarding immediate tasks, next steps (.5).	JRA	0.70	728.00

KELLEY DRYE & WARREN LLP

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Thrasio Committee
Client 029996
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May 28, 2024
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/15/24	Conference call with J. Adams, et al. (KDW) regarding upcoming tasks, next steps (.5); review and comment on task list preparatory to today's team call (.2).	ERW	0.70	819.00
04/16/24	Correspondence with C. Choe (KDW) regarding upcoming hearings (.1); prepare working contact list (.7).	GCK	0.80	300.00
04/17/24	Update team calendar.	JC	0.10	62.00
04/18/24	Emails with E. Wilson and P. Weintraub (both KDW) regarding case background, scheduling call to go over research topics.	SLY	0.10	69.00
04/18/24	Emails with P. Weintraub and S. Yachik (both KDW) regarding research projects.	ERW	0.20	234.00
04/19/24	Update team calendar (.2) and task list (.4).	JC	0.60	372.00
04/22/24	Update team calendar (.1), task list (.1) and critical dates (.1).	JC	0.30	186.00
04/23/24	Update team calendar (.2) and task list (.1).	JC	0.30	186.00
04/24/24	Update team calendar.	JC	0.10	62.00
04/25/24	Extensive correspondence with MoFo and Province teams on reports regarding resignations of management team and implications on case status and strategy (.4); correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same, impact (.2).	JRA	0.60	624.00
04/25/24	Emails with D. Laton (PA) and L. Marinuzzi (MF) regarding executive resignations.	ERW	0.20	234.00

KELLEY DRYE & WARREN LLP

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Thrasio Committee
Client 029996
Matter 0001
May 28, 2024
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/25/24	Extensive correspondence with MoFo and Province teams on reports regarding resignations of management team and implications on case status and strategy (.2); correspondence with E. Wilson and J. Adams (both KDW) regarding same, impact (.2).	MJM	0.40	390.00
04/25/24	Review emails regarding debtor management transition.	JC	0.20	124.00
04/30/24	Update J. Adams (KDW) regarding discovery, management meeting, and upcoming deadlines.	MJM	0.30	292.50
04/30/24	Discussion with C. Choe (KDW) on upcoming tasks.	JC	0.10	62.00
04/30/24	Coordinate with J. Churchill (KDW) regarding upcoming hearings, registration for same, bar date, and other matters.	CC	0.10	69.00

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May 28, 2024
Page 7

Total Services for this Matter: 15,263.00

Other Charges:

Duplication	\$26.80
Courier	156.70
Filing Fee	1,034.00
Transcriptions	321.60
Westlaw Research	1,046.15
Lexis Research	22.98

Total Other Charges for this Matter: 2,608.23

Total this Invoice \$17,871.23

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
AS	Selick, Allison	0.50	820.00	\$410.00
CC	Choe, Connie	2.30	690.00	1,587.00
ERW	Wilson, Eric	2.20	1,170.00	2,574.00
GCK	Karnick, Gina C	0.80	375.00	300.00
JC	Churchill, John	5.50	620.00	3,410.00
JRA	Adams, Jason	3.70	1,040.00	3,848.00
MJM	McLoughlin, Maeghan J	2.80	975.00	2,730.00
SA	Alceus, Sherlly	1.00	335.00	335.00
SLY	Yachik, Steven L	0.10	690.00	69.00

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ACCOUNT #:135-046110
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175 Greenwich Street,
New York, NY 10007

May 28, 2024
Invoice No. 2902855

029996 Thrasio Committee
0002 Pleadings Review

Account Summary And Remittance Form

Legal Services:	\$3,397.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$3,397.50

Terms: Payment Due on or Before June 27, 2024

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Client 029996
 Matter 0002 Pleadings Review

Attorney: 07036

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Review new docket entries for impact.	JC	0.40	\$248.00
04/01/24	Review J. Churchill (KDW) update on pleadings filed today, including ESR objection and Bristol joinder.	JRA	0.20	208.00
04/02/24	Review new docket entries for impact (.5); review debtors' schedules and statements (.4).	JC	0.90	558.00
04/02/24	Update from J. Churchill (KDW) on pleadings filed, including schedules (.1); follow up on same (.1); high level review of Thrasio Holdings schedules (.2).	JRA	0.40	416.00
04/03/24	Review new docket entries for impact.	JC	0.20	124.00
04/05/24	Review docket for new entries.	JC	0.10	62.00
04/08/24	Review docket for new entries.	JC	0.10	62.00
04/09/24	Review docket for new entries.	JC	0.10	62.00
04/10/24	Review docket for new entries.	JC	0.10	62.00
04/11/24	Review docket for new entries.	JC	0.10	62.00
04/12/24	Review docket for new entries (.1); review report on non-debtor subsidiaries (.1).	JC	0.20	124.00
04/12/24	Review J. Churchill (KDW) summary of pleadings filed on April 11, including various	JRA	0.10	104.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	objections to approval of the disclosure statement.			
04/12/24	Review docket for upcoming hearings.	GCK	0.20	75.00
04/15/24	Review docket for new entries.	JC	0.10	62.00
04/16/24	Review docket for new entries.	JC	0.10	62.00
04/17/24	Review docket for new entries.	JC	0.10	62.00
04/18/24	Review docket for new entries.	JC	0.10	62.00
04/19/24	Review docket for new entries.	JC	0.10	62.00
04/22/24	Review docket for new entries.	JC	0.10	62.00
04/23/24	Review docket for new entries (.1); review confi agreement and protective order (.1).	JC	0.20	124.00
04/23/24	Review J. Churchill (KDW) report on today's pleadings (.1); review notice of hearing adjournment and application to approve protective order (.2).	JRA	0.30	312.00
04/23/24	Review docket for upcoming hearing dates/deadlines.	GCK	0.30	112.50
04/24/24	Review docket for new entries.	JC	0.10	62.00
04/25/24	Review docket for new entries.	JC	0.10	62.00
04/26/24	Review docket for new entries.	JC	0.10	62.00
04/29/24	Review docket for new entries.	JC	0.10	62.00
04/30/24	Review docket for new entries.	JC	0.10	62.00
Total Services for this Matter:				3,397.50
Total this Invoice				\$3,397.50

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GCK	Karnick, Gina C	0.50	375.00	\$187.50
JC	Churchill, John	3.50	620.00	2,170.00
JRA	Adams, Jason	1.00	1,040.00	1,040.00

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New York, NY 10007

May 28, 2024
Invoice No. 2902858

029996 Thrasio Committee
0003 Retention Matters

Account Summary And Remittance Form

Legal Services:	\$36,915.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$36,915.50

Terms: Payment Due on or Before June 27, 2024

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BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #:135-046110

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May 28, 2024
Invoice No. 2902858

Client 029996
Matter 0003 Retention Matters

Attorney: 07036

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Significant revisions to Province retention application and proposed order (1.6); begin reviewing KDW conflicts report (.6); discuss disclosures with C. Choe (KDW) (.3).	MJM	2.50	\$2437.50
04/01/24	Review further revised draft of Province retention application from M. McLoughlin (KDW) prior to circulation to MoFo and Province teams (.2); follow up correspondence with Province team on same, sign off (.1).	JRA	0.30	312.00
04/01/24	Conference with M. McLoughlin (KDW) regarding conflicts and disclosures for retention application.	CC	0.30	207.00
04/02/24	Review debtor retention applications for Alix (.2), Centerview (.2), Katten (.2), KCC (.2), KPMG (.2), Cole Schotz (.2) and Kirkland (.2); review updates to schedule 2 on KDW retention application (.1).	JC	1.50	930.00
04/02/24	Brief review of debtor retention applications (.2); email D. Smolarski (MF) regarding same (.2); emails with S. Alceus (KDW) regarding	CC	0.60	414.00

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Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/02/24	pro hac payments (.2). Continue revising KDW disclosure schedule (1.3) and compare to parties in interest list (.6); summarize issues for KDW team (.3); discuss budget and staffing plan with J. Adams (KDW) (.2); revise same (.1); further emails with D. Smorlaski (MF) regarding same (.2).	MJM	2.70	2632.50
04/02/24	Further review draft budget for KDW for UCC (.2); confer with M. McLoughlin (KDW) on same (.2); review additional changes to KDW retention application from M. McLoughlin (KDW), including disclosures (.2); cross-reference conflicts (.2).	JRA	0.80	832.00
04/03/24	Emails with D. Smolarski (MF) regarding pro hac applications (.2); confer with S. Alceus (KDW) regarding same (.1); follow-up with M. McLoughlin (KDW) regarding pro hac applications (.2).	CC	0.50	345.00
04/03/24	Discuss additional pro hac applications with C. Choe (KDW).	MJM	0.20	195.00
04/04/24	Email S. Alceus (KDW) with instruction regarding pro hac payment and order for B. Butterfield (MF).	CC	0.20	138.00
04/04/24	Review prior parties in interest list (.2); run additional conflict parties (.2); confirm no conflicts (.2).	MJM	0.60	585.00
04/05/24	Review docket for order approving pro hac	SA	0.40	134.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	vice application for B. Butterfield (MF) (.2); initiate check requests (.1); draft cover letters (.1).			
04/08/24	Follow-up with S. Alceus (KDW) regarding pro hac fees for B. Butterfield (MF) and coordinate next steps.	CC	0.20	138.00
04/08/24	Review docket for order granting pro hac vice for B. Butterfield (MF) (.3); draft letters to send with payment (.6); confer with NJ Lawyers Fund for confirmation of prior NJ pro hac vice applications for B. Butterfield (MF) (.5); email to D. Smolarski (MF) regarding additional information for Butterfield NJ Lawyers Fund application (.2); coordinate instructions with internal team for processing payment (1.0).	SA	2.60	871.00
04/09/24	Review email regarding pro hac concerns (.1); review pro bono exemptions and NJ rules (.3); draft response to same (.3); correspondence with S. Alceus (KDW) on same (.3).	CC	0.70	483.00
04/09/24	Review status on pro hocs (.5); emails with C. Choe (KDW) (.3); follow up on same (1.4); review packages for payments to both the District Court and New Jersey Lawyers' Fund for B. Butterfield (MF) related to pro hac vice admission (.5); coordinate with internal departments for mailing (.2).	SA	2.90	971.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/10/24	Confer with J. Carr (KDW) regarding pro hac application for MoFo attorneys (.1); review updated recommendation on same (.1); follow up correspondence with M. McLoughlin (KDW) and MoFo team on timing for retention apps and recent UST position on same (.2); review C. Choe (KDW) analysis on pro hac requirements with respect to certain MoFo attorneys (.2); respond to same (.1).	JRA	0.70	728.00
04/10/24	Emails with J. Carr (KDW) regarding pro hac retention issue (.1); draft response to D. Smolarski (MF) regarding same (.2).	CC	0.30	207.00
04/10/24	Prepare pro hac vice applications, certifications and proposed orders for D. Smolarski and L. Marinuzzi (both MF) (.9); correspondence with C. Choe regarding same (.3).	GCK	1.20	450.00
04/10/24	Conference with J. Adams (KDW) regarding pro hac vice issues (.1); emails to and from C. Choe (KDW) regarding preparing the pro hac vice motion and the content of the motion (.1).	JSC	0.20	240.00
04/11/24	Coordinate with G. Karnick (KDW) on pro hac for MoFo attorney (.1); revise pro hac application and proposed order (.2); circulate to KDW team for review (.1).	CC	0.40	276.00
04/12/24	Review J. Adams comments to retention application (.1); provide instruction to G. Karnick on fixing same (.1); further edit	JC	1.70	1054.00

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Client 029996
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May 28, 2024
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	retention application (.3); circulate same (.1); review final version of same for filing (.1); review of core service list for service of retention applications (.1); updates to MoFo Retention Application (.7); return same to MoFo with comments (.2).			
04/12/24	Review and provide comments to draft pro hac application for L. Maranuzzi (MF) (.1); provide my comments to MF's draft retention application to J. Churchill (KDW) for incorporation (.5); follow up correspondence with KDW and MF teams on revisions to proposed order and disclosures (.2).	JRA	0.80	832.00
04/12/24	Review J. Adams (KDW) comments to pro hac order for L. Maranuzzi (MF) (.1); revise and finalize pro hac (.2); email to D. Smolarski (MF) regarding same (.1); instruction to G. Karnick (KDW) regarding same (.1).	CC	0.50	345.00
04/12/24	Further revise MoFo retention application (.2); emails with M. Russell and D. Molarski (both MF) regarding additional questions (.3).	MJM	0.50	487.50
04/12/24	Review KDW retention application (.3) and declaration in support (.2) prior to filing.	ERW	0.50	585.00
04/12/24	Confer with C. Choe (KDW) regarding pro hac vice for L. Marinuzzi (MF).	GCK	0.10	37.50
04/15/24	Final review of MoFo retention application prior to filing (.2); correspondence with M.	JRA	0.40	416.00

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Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/15/24	McLoughlin (KDW) on same (.1); confirm filings (.1). Review of MoFo (.7), KDW (.6) and Province (.6) retention applications; emails with G. Karnick (KDW) on filing applications (.5); discussion with C. Choe (KDW) on same (.1); emails with D. Smolarski (MF) regarding retention applications (.1); obtain signoff on filing from M. McLoughlin (.1).	JC	2.70	1674.00
04/15/24	Finalize KDW (.2), MoFo (.2) and Province (.2) retention applications for filing; follow up with D. Smolarski (MF) regarding same (.1); coordinate filing with J. Churchill and G. Karnick (both KDW) (.3).	MJM	1.00	975.00
04/15/24	Review MoFo retention application and provide comments to same (.4); follow-up with D. Smolarski (MF) regarding status of pro hac application (.1); conference with J. Churchill (KDW) regarding filing of same (.1).	CC	0.60	414.00
04/15/24	Correspondence with J. Churchill and C. Choe (both KDW) regarding filing of retention applications for KDW and Mofo (.6); edit KDW retention application (.8); edit Mofo retention application (.9); edit Province retention application (.7); file all three retention applications (.6); coordinate service with claims agent (.2); revise pro hac vice	GCK	4.30	1612.50

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 Page 7

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/19/24	application of L. Marinuzzi (MF) (.3); correspondence with C. Choe (KDW) regarding same (.2). Coordinate NJ Lawyers Fund and NJ district court fees to be paid on behalf of L. Marinuzzi (MF).	GCK	1.00	375.00
04/20/24	Correspondence with J. Carr (KDW) and J. Sponder (UST) on request for additional time for UST to review UCC professionals' retention applications (.1); correspondence with MoFo and Province teams on same (.1).	JRA	0.20	208.00
04/20/24	Emails to and from J. Sponder (UST) regarding extending the UST's time to object to the retention applications of the committee professionals.	JSC	0.20	240.00
04/22/24	Review UST comments to Province and MoFo retention orders.	MJM	0.40	390.00
04/22/24	Review UST comments to proposed retention applications and orders for Province (.2) and MoFo (.1); correspondence with J. Carr and C. Choe (both KDW) regarding follow up on same (.1); correspondence with J. Carr and M. McLoughlin (both KDW) on same, review and processing (.2); follow up correspondence with S. Kietlinski (Province) regarding same (.1).	JRA	0.70	728.00
04/22/24	Emails from UST regarding comments to MoFo and Province retention (.2); call with J.	CC	0.40	276.00

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Page 8

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/22/24	Carr (KDW) to coordinate next steps (.2). Review the UST's suggested revisions to the form of retention order for Province and requests for additional information from Province (.2); review the UST's suggested revisions to the form of retention order for MoFo and requests for additional information from MoFo (.2); emails to and from J. Sponder (UST) regarding the suggested revisions and requests (.2); call with C. Choe (KDW) regarding coordinating same (.2); emails to and from S. Kietlinski (Province) regarding the UST's suggested revisions and requests (.3); emails to and from the MoFo team regarding the UST's suggested revisions and requests (.1).	JSC	1.20	1440.00
04/23/24	Call with J. Carr (KDW) regarding UST comments to Province retention order (.2); review UST comments to Province retention order (.3); revise retention order (.8); draft supplemental declaration (.8); follow-up email to E. Mattison (Province) regarding disclosures and rates (.3); emails to J. Carr and J. Churchill (both KDW) regarding next steps and KDW retention (.2); emails with E. Mattison (Province) regarding engagement letter (.2).	CC	2.80	1932.00
04/23/24	Review UST comments to KDW application (.1); follow up internally on incorporating	JRA	0.60	624.00

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 Page 9

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04/23/24	comments for UCC professionals' orders (.1); correspondence with S. Kietlinski and E. Mattison (both Province) and C. Choe (KDW) regarding necessary data for supplemental disclosures to Province application to address UST comments (.2) and review same (.2). Emails with C. Choe (KDW) regarding UST comments to KDW retention application (.1); update proposed order (.2); prepare supplemental declaration (.9).	JC	1.20	744.00
04/23/24	Review UST comments to KDW (.1), Province (.1), and MoFo (.1) retention.	MJM	0.30	292.50
04/23/24	Review docket for order approving pro hac vice applications (.2); forward signed order approving L. Marinuzzi (MF) pro hac and circulate same to KDW team (.1).	GCK	0.30	112.50
04/23/24	Emails to and from J. Sponder (UST) regarding the UST's suggested revisions to the draft KDW retention order and request for additional information (.2); review the suggested revisions to the proposed order (.1); call with C. Choe (KDW) on necessary Province disclosures and order revisions (.2); emails to and from E. Mattison (Province) to obtain the additional information from Province to satisfy the UST's request (.2).	JSC	0.70	840.00
04/24/24	Review UST comments to UCC retention	CC	1.90	1311.00

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Thrasio Committee
Client 029996
Matter 0003
May 28, 2024
Page 10

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	orders (.2); revise Province supplemental declaration with disclosures to exhibits (.3); clean up order (.2); call with J. Carr (KDW) regarding revisions to Province and Kelley Drye proposed orders and supplemental declarations; (.3); review revisions from Province to declaration (.1); revise (.1); emails with J. Churchill (KDW) regarding KDW supplemental declaration and proposed order with respect to UST comments (.3); draft update to UST regarding Province comments to order and additional concerns (.2); draft update to UST regarding KDW revised order and supplemental declaration (.2).			
04/24/24	Update KDW proposed retention order (.7) and KDW supplemental declaration (.3).	JC	1.00	620.00
04/24/24	Review the draft S. Kietlinski (Province) supplemental declaration supporting Province's retention application (.2); review the revised draft KDW retention order with the UST's revisions (.1); review the draft J. Carr (KDW) supplemental declaration supporting KDW retention application (.1); conference with C. Choe (KDW) regarding my comments to these documents and the next steps to get the UST's approval (.3).	JSC	0.70	840.00
04/24/24	Email from J. Churchill (KDW) regarding UST	ERW	0.20	234.00

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Page 11

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/25/24	comments to KDW retention (.1); review same (.1). Coordinate payment of pro hac vice fees for L. Marinuzzi (MF) (.7); prepare cover letters to NJ District Court and NJ Lawyers Fund (.6); confer with C. Choe (KDW) regarding filing supplemental declarations for KDW and Province (.2); prepare and file supplemental declaration of S. Kietlinski (Province) and supplemental declaration of J. Carr (KDW) (.6); coordinate service of same (.3).	GCK	2.40	900.00
04/25/24	Analyze AP Services and Grossman retention application (.3); review of KDW retention order (.1) and Province retention order (.1).	JC	0.50	310.00
04/25/24	Review final KDW and Province retention orders (.2); analyze motion to retain AP Services and appoint bankruptcy administrative officer (.3).	MJM	0.50	487.50
04/25/24	Emails to U.S. Trustee regarding resolution of Kelley Drye and Province retention orders and supplemental declarations (.2); email with J. Carr (KDW) regarding next steps (.1); finalize orders and redlines (.4); draft email to chambers regarding resolution of same (.5); coordinate with G. Karnick (KDW) on filing supplemental declarations (.2).	CC	1.40	966.00
04/25/24	Correspondence on finalization of KDW and	JRA	0.30	312.00

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Thrasio Committee
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 Page 12

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/30/24	Province supplemental orders and declarations (.1); correspondence with J. Carr (KDW) on same (.1); review final versions and entered orders (.1). Emails with M. McLoughlin (KDW) regarding outstanding UST issues to MoFo retention application (.1); emails between U.S. Trustee and J. Carr (KDW) regarding same (.1); coordinate with J. Churchill (KDW) on next steps (.1); emails to and from J. Sponder (UST) regarding UST's concerns with MoFo's retention application (.2); emails to and from the MoFo team regarding same (.1).	CC	0.60	414.00
04/30/24	Emails to and from J. Sponder (UST) regarding UST's concerns with MoFo's retention application (.2); emails to and from the MoFo team regarding same (.1).	JSC	0.30	360.00
Total Services for this Matter:				36,915.50
Total this Invoice				\$36,915.50

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	11.40	690.00	\$7,866.00
ERW	Wilson, Eric	0.70	1,170.00	819.00
GCK	Karnick, Gina C	9.30	375.00	3,487.50
JC	Churchill, John	8.60	620.00	5,332.00
JRA	Adams, Jason	4.80	1,040.00	4,992.00
JSC	Carr, James S	3.30	1,200.00	3,960.00
MJM	McLoughlin, Maeghan J	8.70	975.00	8,482.50
SA	Alceus, Sherlly	5.90	335.00	1,976.50

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May 28, 2024
Invoice No. 2902859

029996 Thrasio Committee
0004 Fee Matters

Account Summary And Remittance Form

Legal Services:	\$8,045.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$8,045.50

Terms: Payment Due on or Before June 27, 2024

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Client 029996
Matter 0004 Fee Matters

Attorney: 07036

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/09/24	Review KDW prebills for March time in connection with preparation of initial monthly fee statement.	JRA	1.60	\$1664.00
04/22/24	Review administrative fee order (.4); review March KDW invoices for monthly fee statement (.8).	JC	1.20	744.00
04/22/24	Email from J. Churchill (KDW) regarding fee order (.1); review same (.1).	ERW	0.20	234.00
04/23/24	Respond to inquiry from debtors on fee reporting for March through May (.1); assemble information internally for same (.2).	JRA	0.30	312.00
04/23/24	Emails with G. Karnick (KDW) regarding March fee statement (.1); emails with M. McLoughlin (KDW) regarding same (.1).	JC	0.20	124.00
04/28/24	Prepare first KDW monthly fee statement (.6); prepare worksheet for first monthly fee statement (1.3); circulate same to J. Churchill (KDW) for review (.1).	GCK	2.00	750.00
04/28/24	Correspondence with G. Karnick and J. Churchill (both KDW) regarding first monthly	JRA	0.20	208.00

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 Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/29/24	fee statement. Review initial draft of KDW monthly fee statement coversheet and charts from G. Karnick (KDW) (.2); cross-check numbers (.3); provide comments (.1) and instructions to G. Karnick (KDW) on revisions and preparing relevant narrative components (.1); review updated draft from G. Karnick (KDW) (.1) and M. McLoughlin (KDW) further comments (.1); follow up correspondence with M. McLoughlin (KDW) on filing of same (.1); correspondence with S. Kietlinski (Province) on fee reporting requests (.1).	JRA	1.10	1144.00
04/29/24	Revise first monthly fee statement (1.3); communications with KDW team regarding same (.4).	GCK	1.70	637.50
04/29/24	Review preliminary (.1) and revised draft of the first fee statement (.1); emails with J. Churchill (KDW) regarding same (.1); revise narratives to first fee statement (.3).	MJM	0.60	585.00
04/29/24	Reconcile fee worksheet to March invoices (.8); reconcile fee worksheet to monthly fee statement (.3); review March invoices for narrative (.5); update fee statement narrative (.4).	JC	2.00	1240.00
04/30/24	Follow up with M. McLoughlin (KDW) on KDW monthly statement, my additional	JRA	0.20	208.00

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May 28, 2024
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/30/24	comments, and follow up with MoFo on same. Discuss weekly fee reporting with J. Adams (KDW).	MJM	0.20	195.00
Total Services for this Matter:				8,045.50
Total this Invoice				\$8,045.50

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Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.20	1,170.00	\$234.00
GCK	Karnick, Gina C	3.70	375.00	1,387.50
JC	Churchill, John	3.40	620.00	2,108.00
JRA	Adams, Jason	3.40	1,040.00	3,536.00
MJM	McLoughlin, Maeghan J	0.80	975.00	780.00

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May 28, 2024
Invoice No. 2902861

029996 Thrasio Committee
0005 Financing

Account Summary And Remittance Form

Legal Services: \$3,186.00
Disbursements and Other Charges: \$0.00

Total Amount Due: \$3,186.00

Terms: Payment Due on or Before June 27, 2024

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ACCOUNT #:135-046110

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Client 029996
Matter 0005 Financing

Attorney: 07036

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Review clean and redline changes to final DIP order.	MJM	0.30	\$292.50
04/02/24	Revise DIP statement (.5); calls (2x) with B. Butterfield (MF) regarding DIP statement (.2); coordinate filing (.2).	MJM	0.90	877.50
04/02/24	Review committee statement on DIP financing (.3); edit DIP statement (.2); correspondence with S. Alceus (KDW) on filing statement (.1) and service (.1).	JC	0.70	434.00
04/02/24	Emails from MoFo and M. McLoughlin (KDW) regarding comments to DIP statements (.2); coordinate next steps (.1).	CC	0.30	207.00
04/02/24	Review UCC statement regarding DIP financing and prepare for filing (.2); confer with Clerk's and file statement (.3); update internal team (.1); review case management document for requirements in service (.2); contact claims agent for assistance with service (.2).	SA	1.00	335.00
04/02/24	Brief review of final DIP order mark up (.2);	JRA	1.00	1040.00

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Matter 0005
May 28, 2024
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	review draft UCC statement regarding DIP from MoFo (.2); provide comments to same (.4); review updated DIP statement before filing (.1); provide additional comments (.1).			
	Total Services for this Matter:			3,186.00
	Total this Invoice			\$3,186.00

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CC	Choe, Connie	0.30	690.00	\$207.00
JC	Churchill, John	0.70	620.00	434.00
JRA	Adams, Jason	1.00	1,040.00	1,040.00
MJM	McLoughlin, Maeghan J	1.20	975.00	1,170.00
SA	Alceus, Sherlly	1.00	335.00	335.00

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May 28, 2024
Invoice No. 2902860

029996 Thrasio Committee
0006 Asset Analysis and Disposition

Account Summary And Remittance Form

Legal Services:	\$28,379.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$28,379.50

Terms: Payment Due on or Before June 27, 2024

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ACCOUNT #:135-046110

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May 28, 2024
 Invoice No. 2902860

Client 029996
 Matter 0006 Asset Analysis and Disposition

Attorney: 07036

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Research cases where courts permitted abandonment and analysis related to same.	JL	4.10	\$2173.00
04/02/24	Update from M. McLoughlin (KDW) on correspondence related to production of documents in connection with abandonment.	JRA	0.20	208.00
04/02/24	Continue research related to cases where courts denied abandonment and disposal.	JL	2.30	1219.00
04/02/24	Review research from J. Lee (KDW) regarding abandonment and disposal issue (.5); email J. Adams and R. Gage (both KDW) regarding same (.2); review emails between MoFo and K&E regarding discovery requests and next steps (.2).	CC	0.90	621.00
04/03/24	Correspondence with MoFo and Kirkland regarding status of production of information related to proposed abandonment of inventory (.1); review case law research on abandonment standard and counter-arguments (.2); correspondence with J. Adams and C. Choe (both KDW) regarding same, status of draft	MJM	0.40	390.00

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 Matter 0006
 May 28, 2024
 Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/03/24	objection (.1). Continue research of abandonment issue (.4); draft outline (.6); and draft objection to notice (1.5).	CC	2.50	1725.00
04/03/24	Correspondence with MoFo and Kirkland regarding status of production of information related to proposed abandonment of inventory (.2); further review case law research on abandonment standard and counter-arguments (.5); correspondence with M. McLoughlin and C. Choe (both KDW) regarding same, status of draft objection (.1).	JRA	0.80	832.00
04/04/24	Continue drafting argument and application sections of committee objection to Debtors' disposal/abandonment notice (3.4); conduct additional research related to same (.4); emails with J. Adams (KDW) regarding same (.1); review abandonment notice for additional information and review of document requests (.3); find additional case law for burden argument (.4).	CC	4.60	3174.00
04/04/24	Revise objection to disposal notice (1.3); discuss same with J. Adams (KDW) (.2); further revise updated draft (.4).	MJM	1.90	1852.50
04/04/24	Review draft of objection to inventory disposal notice from C. Choe (KDW) (.3); prepare initial notes on same (.2); instructions to M.	JRA	3.90	4056.00

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May 28, 2024
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	McLoughlin and C. Choe (both KDW) on revisions (.2); follow up conferences with E. Wilson (.2) and M. McLoughlin (.2) (both KDW) regarding objection; review case law research from C. Choe and team (all KDW) regarding abandonment standard (1.3); review updated draft of objection from M. McLoughlin (KDW) (.2); revise same (1.2); instructions to team on further clean up (.1).			
04/04/24	Confer with J. Adams (KDW) regarding objection to inventory disposal (.2); emails with J. Adams (KDW) regarding abandonment objection (.2).	ERW	0.40	468.00
04/05/24	Review further updated draft of objection to inventory disposal notice (.3); additional revisions to same (.4); confer with E. Wilson (KDW) on same (.2) and review his comments (.1); review further updated draft (.1) and correspondence with M. McLoughlin (KDW) on same (.1); review MoFo revisions to same (.1); confer with E. Wilson and M. McLoughlin (both KDW) on updated draft (.2).	JRA	1.50	1560.00
04/05/24	Continue revisions to footnotes and research of case law to revise argument section of abandonment objection (1.2); incorporate E. Wilson (KDW) comments and multiple iterations of J. Adams (KDW) comments (.7);	CC	2.60	1794.00

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May 28, 2024
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	email M. McLoughlin (KDW) regarding final document and interrogatories (.2); email MoFo team regarding same (.2); emails regarding discovery requests as related to disposal notice (.3).			
04/05/24	Further revise disposal objection (.3); follow up with J. Adams and C. Choe (both KDW) regarding same and discovery responses (.2); discuss disposal objection with E. Wilson and J. Adams (both KDW) (.2); review MoFo revisions to same (.1).	MJM	0.80	780.00
04/05/24	Review and comment on various iterations of objection to abandonment (.9); cross-reference notice of abandonment (.1), discovery (.3); confer with J. Adams (KDW) on comments to objection (.2); email to J. Adams and M. McLoughlin (both KDW) regarding same (.1); email from A. Lawrence (MF) regarding discovery (.1); conference call with J. Adams and M. McLoughlin (both of KDW) regarding objection, liquidating costs (.2); review MoFo revisions to objection (.1).	ERW	2.00	2340.00
04/08/24	Confer with J. Adams (KDW) regarding abandonment issues.	ERW	0.20	234.00
04/08/24	Review Kirkland limited responses to discovery requests addressing abandonment request (.2); review M. McLoughlin (KDW)	JRA	0.90	936.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	revisions to objection to abandonment to reflect receipt of limited responses (.1); follow up on same (.2); correspondence regarding extension of objection deadline (.1); correspondence with D. Smolarksi (MF) regarding need to advise court on extension (.1); call with E. Wilson (KDW) on status (.2).			
04/08/24	Review E. Swager (KE) response to disposal notice requests for production (.3); revise objection to disposal notice (.5); follow up with D. Smolarski (MF) regarding same (.1).	MJM	0.90	877.50
04/09/24	Participate in call with M. McLoughlin (KDW), debtors, Kirkland and UCC advisors from MoFo and Province regarding business rationale for inventory abandonment (.7); follow up correspondence with Kirkland and MoFo teams on pushing out abandonment to facilitate further discussions (.2).	JRA	0.90	936.00
04/09/24	Participate in call with debtors and committee regarding disposal notice.	MJM	0.70	682.50
04/09/24	Email from J. Adams (KDW), D. Smolarski (MF) and F. Petri (K&E) regarding disposal notice.	ERW	0.20	234.00
04/10/24	Review withdrawal of notice of disposal (.1); correspondence with J. Adams (KDW) regarding same (.1).	MJM	0.20	195.00
04/10/24	Follow up with KDW and MoFo teams on	JRA	0.30	312.00

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	status of inventory disposal and need for objection (.2); review notice of withdrawal of notice regarding same (.1).			
04/11/24	Further emails with R. Ferraioli (MF) and F. Petrie (KE) regarding notice of disposal.	ERW	0.20	234.00
04/12/24	Review correspondence between S. Kietlinski (PA) and O Wu (Word Ape) regarding inventory disposition and potential value relating to same.	JRA	0.30	312.00
04/12/24	Emails with O. Wu (Word Ape) and S. Kietlinski (PA) regarding inventory disposition.	ERW	0.20	234.00
Total Services for this Matter:				28,379.50
Total this Invoice				\$28,379.50

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CC	Choe, Connie	10.60	690.00	\$7,314.00
ERW	Wilson, Eric	3.20	1,170.00	3,744.00
JL	Lee, Justin	6.40	530.00	3,392.00
JRA	Adams, Jason	8.80	1,040.00	9,152.00
MJM	McLoughlin, Maeghan J	4.90	975.00	4,777.50

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
3 WORLD TRADE CENTER
175 GREENWICH STREET
NEW YORK, NEW YORK 10007
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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Thrasio Committee
c/o Jason Adams
3 World Trade Center,
175 Greenwich Street,
New York, NY 10007

May 28, 2024
Invoice No. 2902857

029996 Thrasio Committee
0010 Plan and Disclosure Statement

Account Summary And Remittance Form

Legal Services:	\$79,001.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$79,001.50

Terms: Payment Due on or Before June 27, 2024

Please Return This Page With Your Payment

PAYMENT BY WIRE OR ACH IS PREFERRED:

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New York, NY 10007

May 28, 2024
Invoice No. 2902857

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Attorney: 07036

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Review Bristol (.1) and ESR (.2) objection to disclosure statement.	MJM	0.30	\$292.50
04/02/24	Review debtors' draft document requests in connection with the disclosure statement (.4); review R. Gage (KDW) comments to same (.2); discuss same with J. Adams (KDW) (.2); review 30(b)(6) notice and deposition topics (.3); emails with A. Lawrence (MF) with KDW comments (.2).	MJM	1.30	1267.50
04/02/24	Review (.5) and revise (.7) document requests related to disclosure statement.	RG	1.20	1170.00
04/02/24	Review (.4) and provide preliminary comments (.2) to DS document request drafts from MoFo; instructions to R. Gage (KDW) on substantive review (.2); review R. Gage (KDW) additional comments (.2) and confer with M. McLoughlin (KDW) on same (.2); review draft of plan discovery 30(b)(6) deposition notice from MoFo (.3); follow up correspondence on same (.1).	JRA	1.60	1664.00

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04/08/24	Emails with M. McLoughlin and C. Choe (both KDW) regarding motion to shorten time (.1); discussion with C. Choe (KDW) on motion to shorten time (.2); draft motion to shorten time (1.3); update to proposed order for motion to shorten time (.9).	JC	2.50	1550.00
04/08/24	Correspondence with MoFo and KDW teams on motion to adjourn disclosure statement hearing (.3); confer with E. Wilson (KDW) on same (.2); review draft motion to adjourn from MoFo (.3) and M. McLoughlin (KDW) comments to same (.1); review drafts of application to hear motion on shortened notice and proposed order (.3); review M. McLoughlin (KDW) comments to same (.2); prepare additional comments to same before circulation to MoFo (.3).	JRA	1.70	1768.00
04/08/24	Emails with D. Smolarski (MF) regarding motion to adjourn disclosure statement hearing and application to shorten (.2); emails with C. Choe (KDW) regarding application to shorten (.1); revise motion to adjourn disclosure statement hearing (.7); revise application to shorten (.5), proposed order shortening time (.2) and proposed order to approve adjournment (.4).	MJM	2.10	2047.50
04/08/24	Emails with D. Smolarski (MF) regarding	CC	2.60	1794.00

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	application to shorten time on adjournment motion related to disclosure statement (.2); review motion to adjourn DS hearing (.5); instruction to J. Churchill (KDW) regarding application to shorten time (.2); email regarding same (.1); review and revise accordingly (.7); instruction regarding order to approve application to shorten time (.2); review and revise proposed order to approve shortened time (.3); draft proposed order for motion to adjourn DS hearing (.4).			
04/08/24	Confer with J. Adams (KDW) regarding motion to adjourn disclosure statement hearing.	ERW	0.20	234.00
04/09/24	Emails with MoFo regarding upcoming motion to adjourn DS (.2); coordinate with J. Churchill (KDW) regarding filing (.1); update application to shorten time and proposed order (.2); instruction to S. Alceus (KDW) regarding filing (.1); review exhibits to motion to adjourn DS hearing (.3); revise the motion to adjourn the DS (.2); and the proposed order (.1); finalize both (.1); revise and finalize the application to shorten time (.2); and proposed order to same (.1); review J. Adams (KDW) further comments to the motion to adjourn (.2); incorporate (.2); confer (3x) with J. Churchill (KDW) regarding Chambers email (.3); email	CC	2.50	1725.00

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04/09/24	R. Ferraioli (MF) regarding next steps (.2). Review notice of plan supplement (.2); discussion with C. Choe (KDW) on motion to shorten time (.1); emails with M. McLoughlin (KDW) on requesting hearing date (.2); calls with chambers on hearing on shorten notice (.2); emails with MoFo on hearing date (.2); multiple calls with R. Ferraioli (MF) regarding request from chambers for email explaining need for shortened notice hearing (.5); correspondence with C. Choe (KDW) on finalizing documents and filing (.1); finalize motion to shorten documents for filing (.5); review exhibits to motion to adjourn from MoFo (.2); email C. Choe (KDW) on finalizing the motion to adjourn disclosure statement (.1); multiple discussions (3x) with C. Choe (KDW) regarding email to chambers (.3).	JC	2.60	1612.00
04/09/24	Numerous email exchanges with R. Ferraoli (MF) regarding motion to adjourn disclosure statement hearing (.3); coordinate updates to motion, application to shorten, and related documents before filing (.5); discuss same with J. Adams (KDW) (.2); emails with D. Mannel (MF) regarding releases (.1); review current state of law in NJ regarding third party releases (.5); discuss release research with P. Weintraub	MJM	2.30	2242.50

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04/09/24	(KDW) (.2); revise update to D. Mannal (MF) regarding releases (.3); emails with D. Smolarski (MF) regarding motion to classify (.2). Correspondence with R. Ferraioli et al (MF) regarding draft motion to adjourn disclosure statement hearing, timing and communications with chambers regarding same (.3); review updated draft motion (.2) and provide comments to same (.2); follow up correspondence with MoFo on status of filing (.2); conference with M. McLoughlin (KDW) regarding application and motion (.2); correspondence with D. Mannal (MF) regarding state of NJ law on opt-out releases (.1); instructions to M. McLoughlin and P. Weintraub (both KDW) on review of recent precedent on same (.1); review results of same (.3); follow up correspondence with M. McLoughlin (KDW) on response (.1); revise chambers email on request for expedited motion to adjourn disclosure statement hearing (.1); confer with R. Ferraioli (MF) regarding finalizing same (.1).	JRA	1.90	1976.00
04/09/24	Confer with M. McLoughlin (KDW) regarding review of opt-out precedent in New Jersey (.2); survey Judge Gravelle chapter 11 cases for	PAW	2.80	2338.00

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	opt-outs and third party releases (1.0); review non-Gravelle New Jersey chapter 11 cases for opt-out mechanism (.7); review Block-fi confirmation hearing transcript (.3); prepare email summary of conclusions on opt-outs in New Jersey (.5); update J. Adams (KDW) on same (.1).			
04/09/24	Initial review of motion to adjourn disclosure statement hearing.	ERW	0.60	702.00
04/10/24	Circulate motions and orders related to hearing on motion to adjourn disclosure statement.	JC	0.10	62.00
04/10/24	Handle service of motion to shorten time (.3); follow up emails with MoFo team regarding next steps for hearing on motion to adjourn disclosure statement hearing (.2).	MJM	0.50	487.50
04/10/24	Review talking points for upcoming status conference (.2); review Debtors' objection to the UCC's motion to adjourn the disclosure statement hearing (.3); summarize and circulate to MoFo and KDW teams (.2).	CC	0.70	483.00
04/10/24	Confer with J. Adams (KDW) regarding disclosure statement motion, application (.2); review debtors' objection to adjournment motion (.2); emails from C. Choe (KDW) regarding same (.1).	ERW	0.50	585.00
04/10/24	Update from chambers on hearing to address UCC motion to adjourn disclosure statement	JRA	0.80	832.00

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04/11/24	hearing (.2); coordinate internally regarding notice (.2); review C. Choe (KDW) summary of debtors' response to UCC motion to adjourn disclosure statement hearing (.2); confer with E. Wilson (KDW) on same (.2).	JRA	0.80	832.00
04/11/24	Brief review of disclosure statement objection draft from MoFo (.3); confer with E. Wilson (KDW) regarding same, review and comments (.2); correspondence with M. McLoughlin (KDW) on same (.1); further correspondence with M. McLoughlin (KDW) and MoFo team on local requirements on briefing (.2).	GCK	0.60	225.00
04/11/24	Prepare and file objection to disclosure statement (.3); coordinate service of same (.3).	CC	0.60	414.00
04/11/24	Coordinate filing of disclosure statement objection with M. McLoughlin and G. Karnick (both KDW) (.3); revise and finalize for filing (.2); email to G. Karnick (KDW) regarding same (.1).	JC	0.50	310.00
04/11/24	Review of the following objections to disclosure statement, PIC20 Group (.1), US Trustee (.2) and Bristol 6 Parties (.2).	MJM	2.80	2730.00
04/11/24	Revise various drafts of disclosure statement objection (1.6); call with E. Wilson (KDW) regarding same (.2); emails with R. Ferraoili, M. Russell, and D. Smolarski (all MF) with filing and related inquiries (.3); coordinate			

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	filing of objection (.3); review UST (.2) and Bristol 6 (.2) objections to disclosure statement.			
04/11/24	Confer with J. Adams (KDW) regarding disclosure statement objection (.2); review and comment on same (.7); confer with M. McLoughlin (KDW) regarding same (.2).	ERW	1.10	1287.00
04/11/24	Telephone call with J. Till, counsel to Bristols 6; regarding his objections to the disclosure statement (.2); brief review of Bristols 6's objection to the disclosure statement (.4).	JSC	0.60	720.00
04/12/24	Brief review of the following disclosure statement objections: UST (.1) and Bristol 6 (.2).	JRA	0.30	312.00
04/15/24	Review of plan (.1), disclosure statement (.1) and solicitation materials (.2).	JC	0.40	248.00
04/16/24	Review amended disclosure statement.	JC	0.20	124.00
04/16/24	Review debtors omnibus reply to disclosure statement objections (.2); and amended disclosure statement (.6).	MJM	0.80	780.00
04/16/24	Review redlined disclosure statement to assess quantum of additional information, potential missing areas and likelihood of need for supplemental filings (.5); review debtors' omnibus reply to disclosure statement objections (.3).	JRA	0.80	832.00
04/16/24	Review omnibus reply to disclosure statement	ERW	0.60	702.00

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04/17/24	objections (.3); initial review of revised disclosure statement (.2); email from J. Churchill (KDW) regarding same (.1). Discussion with C. Choe (KDW) on preparing motion to seal (.1); draft motion to seal (1.0) and proposed order (.5); review and update motion to shorten time (.3) and proposed order (.3); confer with C. Choe (KDW) on revised pleadings (.2).	JC	2.40	1488.00
04/17/24	Review emails regarding DS objection and filing of same (.2); coordinate with M. McLoughlin (KDW) regarding filing and preparation of additional documents (.1); instruct J. Churchill (KDW) regarding same (.1); draft application to shorten time on seal motion for DS objection (.5); draft proposed order (.3); review version of motion to seal and provide comments to same (.4); same to proposed order (.2); confer with J. Churchill (KDW) regarding same (.2); further revise (.2); finalize and email to MoFo (.3); emails with D. Smolarski (MF) regarding filing and comments to DS objection and additional documents (.2); coordinate with M. McLoughlin, J. Churchill and G. Karnick (all KDW) regarding finalizing documents, sealing motions and filing (.3).	CC	3.00	2070.00
04/17/24	Emails with C. Choe and J. Churchill (both	MJM	5.30	5167.50

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04/17/24	<p>KDW) regarding motion to seal disclosure statement objection and application to shorten (.3); numerous revisions to motion to seal and order (.9) and application to shorten time and order (.7); further emails with D. Manna, R. Ferraoili, D. Smolarski (all MF) regarding motion to seal and application to shorten, and seal process (.4); prepare emails to debtors, lenders, UST, and chambers with disclosure statement and related motions (.5); review committee inserts to disclosure statement (.9); comment on supplemental disclosure statement objection (.8); finalize objection, motion to seal, and application to shorten for filing (.5); coordinate same with C. Choe and G. Karnick (both KDW) (.3).</p> <p>Review internal drafts of motion to seal UCC's supplemental objection to the disclosure statement and application to expedite same (.4); provide my comments to updated drafts of same (.5); cross-reference protective order on sealing procedure (.3); confer with E. Wilson (KDW) on plan research issues (.4); review draft of supplemental objection from MoFo in advance of filing (.3); instructions to team on final clean up (.2); correspondence with E. Wilson (KDW) and L. Maranuzzi (MF)</p>	JRA	2.50	2600.00

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04/17/24	regarding needed assistance on research projects (.2); follow up correspondence with E. Wilson (KDW) on same (.2). Email with E. Wilson (KDW) regarding confirmation research topics.	PAW	0.10	83.50
04/17/24	Review plan regarding classification issues (.4); review ballots regarding opt-out provisions (.6); emails with L. Marinuzzi (MF) regarding same (.2); confer with J. Adams (KDW) regarding same and plan research (.4); emails with M. McLoughlin and G. Karnick (both KDW) regarding disclosure statement objection (.2); emails to P. Weintraub (KDW) regarding research topics (.2); review amended disclosure statement (.3), motion to seal (.2) and objection (.3).	ERW	2.80	3276.00
04/17/24	Correspondence with M. McLoughlin and C. Choe (both KDW) regarding preparation and filing of motion to seal objection to disclosure statement and application to shorten time.	GCK	0.50	187.50
04/18/24	File DS objection with court (.3); revise (1.0) and file (.7) motion to seal and motion to shorten time.	GCK	2.00	750.00
04/18/24	Emails with R. Ferraioli (MF) regarding status of disclosure statement and exhibits to same as well as seal motion (.3); emails with M. McLoughlin and G. Karnick (both KDW)	CC	2.30	1587.00

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	regarding same (.5); review DS supplemental objection and revise same (.4); compile exhibits (.5); finalize order to shorten time (.2); confer with G. Karnick (KDW) regarding filing of redacted objection (.2); review revised disclosure statement (.2).			
04/18/24	Analyze UST objection to seal motion (.2); initial review of second amended disclosure statement (.1) and joint plan of reorganization (.1).	JC	0.40	248.00
04/18/24	Follow up correspondence with MoFo and KDW internal teams on filing of unredacted versions of the UCC supplemental objection (.2); review filed second amended disclosure statement to assess impact on UCC objection and incorporation of UCC comments (.5); review UST objection to committee seal motion for supplemental objection to the disclosure statement (.1); conference with E. Wilson (KDW) regarding supplemental objection, revised disclosure statement and hearing on same (.3).	JRA	1.10	1144.00
04/18/24	Further revise disclosure statement objection with redactions (.4); coordinate filing of same (.2); emails with R. Ferraoli (MF) related to additional changes to the objection and exhibits (.3).	MJM	0.90	877.50

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04/18/24	Review draft committee disclosure statement objection (.3); review confirmation issues in recent cases for additional New Jersey research issues (.7); prepare list of confirmation research topics for circulation to E. Wilson, J. Adams and S. Yachik (all KDW) (.6).	PAW	1.60	1336.00
04/18/24	Further emails with M. McLoughlin and G. Karnick (both KDW) regarding seal motion, exhibits (.1); review UST objection (.1); email from J. Churchill (KDW) regarding same (.1); confer with J. Adams (KDW) regarding disclosure statement supplement, hearing (.3); emails with P. Weintraub and S. Yachik (both KDW) regarding plan research (.2); outline open issues preparatory to tomorrow's call (.6).	ERW	1.40	1638.00
04/19/24	Call with E. Wilson, J. Adams, and P. Weintraub (all KDW) to discuss plan research issues (.6); review plan in connection with same (1.0).	SLY	1.60	1104.00
04/19/24	Review amended plan and disclosure statement filed on docket for revisions to address UCC issues (.3); review topics for research on plan issues from P. Weintraub (KDW) for discussion on internal call (.2); participate on call with E. Wilson, P. Weintraub and S. Yachik (all KDW) regarding same, priorities and assignments on analysis (.6); follow up	JRA	2.20	2288.00

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Matter 0010
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Page 14

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/19/24	with team on particular research items (.3); high level review of prior analysis of third-party releases and deficiency claim inclusion in general GUC pool (.8). Review draft plan in advance of team call on confirmation issues (.5); call with E. Wilson, J. Adams and S. Yachik (all KDW) regarding confirmation research topics (.6).	PAW	1.10	918.50
04/19/24	Review P. Weintraub (KDW) outline of plan research issues (.3); conference call with J. Adams, et al. (KDW) regarding same, next steps (.6); email to P. Weintraub (KDW) regarding same (.1); emails with L. Marinuzzi (MF) regarding plan research (.2).	ERW	1.20	1404.00
04/22/24	Review final versions of entered solicitation order, plan, disclosure statement and supporting documents.	JRA	0.40	416.00
04/22/24	Review plan and disclosure statement, along with solicitation materials in connection with research project on potentially disputed confirmation issues related to releases and exculpation.	PAW	1.30	1085.50
04/23/24	Conferences with E. Wilson (.2) and M. McLoughlin (.3) (both KDW) regarding status on plan, research and next steps.	JRA	0.40	416.00
04/23/24	Call with J. Adams (KDW) to discuss confirmation-related research and status of	MJM	0.30	292.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	same.			
04/23/24	Confer with J. Adams (KDW) regarding status, next steps.	ERW	0.20	234.00
04/25/24	Emails with P. Weintraub (KDW) regarding status of research on plan issues.	SLY	0.20	138.00
04/26/24	Further emails with D. Mannal (MF) regarding management turnover.	ERW	0.20	234.00
04/26/24	Research third party release standards in third circuit and New Jersey (1.6); review Thrasio ballots and voting procedures (.5).	PAW	2.10	1753.50
04/27/24	Review status of internal research matters on plan issues, voting and balloting questions (.2); review same (.5).	JRA	0.70	728.00
04/29/24	Conduct research on plan related issues (3.5); draft summary for KDW team (1.0).	SLY	4.50	3105.00
04/29/24	Research plan confirmation issues related to voting and plan releases (1.2); draft initial summary and analysis of same (.5).	PAW	1.70	1419.50
04/30/24	Research case law and local practice related to plan confirmation issues, including voting and release issues (3.4); draft memo regarding same (3.2); review research and summary prepared by S. Yachik (KDW) on plan confirmation topics (.6); revise and incorporate same into memo (.4); email with S. Yachik (KDW) regarding same (.1).	PAW	7.70	6429.50
04/30/24	Emails with J. Adams and P. Weintraub (both	ERW	0.20	234.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	KDW) regarding plan research.			
	Total Services for this Matter:			79,001.50
	Total this Invoice			\$79,001.50

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	11.70	690.00	\$8,073.00
ERW	Wilson, Eric	9.00	1,170.00	10,530.00
GCK	Karnick, Gina C	3.10	375.00	1,162.50
JC	Churchill, John	9.10	620.00	5,642.00
JRA	Adams, Jason	15.20	1,040.00	15,808.00
JSC	Carr, James S	0.60	1,200.00	720.00
MJM	McLoughlin, Maeghan J	16.60	975.00	16,185.00
PAW	Weintraub, Philip A	18.40	835.00	15,364.00
RG	Gage, Rich	1.20	975.00	1,170.00
SLY	Yachik, Steven L	6.30	690.00	4,347.00

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(212) 808-7800

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SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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3 World Trade Center,
175 Greenwich Street,
New York, NY 10007

May 28, 2024
Invoice No. 2902856

029996 Thrasio Committee
0011 Committee and Creditor Communications

Account Summary And Remittance Form

Legal Services:	\$15,090.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$15,090.00

Terms: Payment Due on or Before June 27, 2024

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Client 029996
Matter 0011 Committee and Creditor Communications

Attorney: 07036

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Review committee update.	JC	0.10	\$62.00
04/01/24	Review correspondence from UCC members H. Jaffe (counsel for Elkay) and D. Fletcher (GXO) regarding DIP issues (.2); follow up correspondence from D. Mannal (MF) regarding same (.1); review UCC update from D. Smolarski (MF) regarding DIP status and mark up and DS objections (.2).	JRA	0.50	520.00
04/03/24	Participate in professionals call to prepare for committee call.	MJM	0.60	585.00
04/03/24	Conference with M. McLoughlin and C. Choe (both KDW), MoFo and Province teams in preparation for tomorrow's UCC update call (.6); review agenda for tomorrow's committee call (.1); review Province materials for tomorrow's call (.2).	JRA	0.90	936.00
04/03/24	Participate on weekly UCC professional call.	CC	0.60	414.00
04/04/24	Review Province presentation in advance of committee call (.3); participate in committee call (.7).	MJM	1.00	975.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/04/24	Review updated Province materials in advance of today's call (.1); participate on today's UCC update call (.7).	JRA	0.80	832.00
04/10/24	Participate in UCC professionals call with M. McLoughlin (KDW), MoFo and Province following today's hearing on next steps, immediate tasks, tomorrow's UCC call (.5); follow up with E. Wilson (KDW) (.2) and M. McLoughlin (KDW) (.2) regarding same.	JRA	0.90	936.00
04/10/24	Attend weekly UCC professionals call to discuss open DS issues and disposal notice.	CC	0.50	345.00
04/10/24	Participate in professionals call to prepare for committee call (.5); update J. Adams (KDW) on same (.2).	MJM	0.70	682.50
04/10/24	Confer with J. Adams (KDW) regarding disposition of today's preparatory call with MoFo and next steps.	ERW	0.20	234.00
04/11/24	Review UCC call agenda (.1) and Province report (.3) in advance of today's UCC call; participate with M. McLoughlin (KDW) on today's UCC call with Mofo and Province teams (.7).	JRA	1.10	1144.00
04/11/24	Review Province declaration to prepare for committee call (.3) and participate in committee call (.7).	MJM	1.00	975.00
04/12/24	Review correspondence from MoFo to the UCC regarding the settlement proposal	JRA	0.60	624.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/12/24	received to address the UCC case issues (.1); review settlement letter from Kirkland (.2); follow up correspondence with UCC members on same (.3). Review correspondence from MoFo to the UCC regarding the settlement proposal	MJM	0.40	390.00
04/12/24	received to address the UCC case issues (.1); review settlement letter from Kirkland (.2); follow up correspondence with UCC members on same (.1). Emails with D. Smolarski (MF) and committee members regarding settlement.	ERW	0.20	234.00
04/17/24	Participate on professionals call to prepare for committee call (.5); update J. Adams (KDW) on same (.1).	MJM	0.60	585.00
04/18/24	Participate on committee call (.5); update with J. Adams (KDW) on next steps (.2).	MJM	0.70	682.50
04/19/24	Call with A. Severance (MF) regarding committee member inquiry and issue with filing claim.	CC	0.20	138.00
04/22/24	Correspondence with UCC member K. McGetrick regarding case status and call to discuss same (.2); follow up correspondence with K. McGetrick (UCC member) regarding claim filing requirements and recommendations on counsel to assist with same (.2).	JRA	0.40	416.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/24/24	Conference with UCC member K. McGetrick regarding case status, upcoming deadlines and next steps (.2); participate on today's internal professionals call regarding preparation for tomorrow's UCC call (.6); review agenda for same (.1).	JRA	0.90	936.00
04/24/24	Participate in professionals call to prepare for committee call.	MJM	0.60	585.00
04/24/24	Review agenda for tomorrow's call (.1) and bylaws (.1); email from D. Smolarski (MF) regarding same (.1).	ERW	0.30	351.00
04/25/24	Review Province materials in advance of committee call (.3); participate in committee call (.5)	MJM	0.80	780.00
04/25/24	Review Province presentation materials in advance of today's UCC call (.2); participate with M. McLoughlin (KDW) and teams from MoFo and Province on today's UCC call (.5).	JRA	0.70	728.00
Total Services for this Matter:				15,090.00
Total this Invoice				\$15,090.00

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Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	1.30	690.00	\$897.00
ERW	Wilson, Eric	0.70	1,170.00	819.00
JC	Churchill, John	0.10	620.00	62.00
JRA	Adams, Jason	6.80	1,040.00	7,072.00
MJM	McLoughlin, Maeghan J	6.40	975.00	6,240.00

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Invoice No. 2902862

029996 Thrasio Committee
0013 Court Hearings

Account Summary And Remittance Form

Legal Services:	\$32,955.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$32,955.00

Terms: Payment Due on or Before June 27, 2024

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ACCOUNT #:135-046110

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Client 029996
Matter 0013 Court Hearings

Attorney: 07036

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Emails with M. McLoughlin and C. Choe (both KDW) on DIP hearing preparation (.2); review chambers hearing rules (.2); emails with MoFo on hearing participants (.2); register MoFo and Kelly Dyre teams for DIP hearing (.4); review notice of agenda (.3); email hearing zoom information to KDW and MoFo teams (.1).	JC	1.40	\$868.00
04/01/24	Calls to chambers regarding upcoming DIP hearing (.2); email and instruction to J. Churchill (KDW) regarding email to chambers, MoFo registration and next steps (.3); emails with J. Carr (KDW) regarding status of matters for DIP and second-day hearing (.2); emails with MoFo regarding evidentiary hearings (.2); research regarding same (.4).	CC	1.30	897.00
04/01/24	Correspondence with J. Carr, C. Choe and J. Churchill (all KDW) regarding Wednesday's second day hearing, registration and expectations for hearing (.3); correspondence with D. Mannal (MF) regarding status of	JRA	1.10	1144.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Wednesday's hearing (.1); correspondence with M. Russell (MF) and KDW team on procedures for evidentiary hearings (.2); review local procedures on same (.2); follow up email with J. Carr (KDW) regarding Wednesday's hearing (.1); correspondence with D. Smolarski (MF) regarding UCC member participation at Wednesday's hearing (.1); review hearing agenda summary from J. Churchill (KDW) (.1). Emails with C. Choe, J. Churchill (both KDW) regarding the April 3 hearing and preparation for same.	MJM	0.30	292.50
04/02/24	Review notice of hearing adjournment.	JC	0.10	62.00
04/02/24	Further coordinate with team on attendance for tomorrow's hearing (.1); update from C. Choe (KDW) on adjournment of certain matters (.1); confirm filing of UCC statement on DIP (.1).	JRA	0.30	312.00
04/02/24	Review adjourned notice of matters (.2); email J. Carr and J. Adams (both KDW) regarding next steps (.2).	CC	0.40	276.00
04/03/24	Prepare for today's hearing (.2); review status of open first day orders (.3) and DIP resolution (.2); review agenda and amended agenda (.2); participate in hearing (.8); follow up with J. Adams (KDW) regarding same (.2).	MJM	1.90	1852.50
04/03/24	Emails with C. Choe (KDW) on hearing registration (.1); register additional parties for	JC	0.60	372.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/03/24	hearing (.1); review notice of agenda (.4). Coordinate with M. McLoughlin and J. Churchill (both KDW) regarding DIP hearing and registration (.3); monitor second-day and final DIP hearing (.8); review emails from MoFo regarding hearing attendance (.2).	CC	1.30	897.00
04/03/24	Monitor today's second day hearing (.8); follow up with M. McLoughlin (KDW) following same (.2); correspondence with D. Mannal (MF) regarding court rules on in-person appearances (.2); instructions to team on follow up on same (.1).	JRA	1.30	1352.00
04/04/24	Call with chambers regarding appearances for hearings and procedures for same (.1); email to J. Adams (KDW) regarding same (.2); draft update to D. Mannal (MF) regarding procedures (.2).	CC	0.50	345.00
04/05/24	Emails with chambers on future hearings.	JC	0.10	62.00
04/05/24	Emails with J. Churchill (KDW) regarding status of hearing.	CC	0.20	138.00
04/09/24	Emails with C. Choe (KDW) regarding hearing registration (.1); emails with D.Smolarski (MF) regarding the same (.1).	JC	0.20	124.00
04/09/24	Emails with J. Churchill (KDW) regarding registration for April 10 hearing and status of conference.	CC	0.40	276.00
04/09/24	Emails with C. Choe and J. Adams (both	ERW	0.70	819.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/10/24	KDW) and R. Ferraioli (MF) regarding application to shorten time and disclosure statement adjournment (.3); correspondence with J. Adams and M. McLoughlin (both KDW) regarding tomorrow's hearing (.2); follow-up with M. McLoughlin (KDW) regarding same and service questions (.2). Review emails from chambers (.1); draft response (.5); emails with J. Carr (KDW) regarding same (.2); update to MoFo regarding status of same (.1); review docket (.1); review scheduled hearing (.1); emails to chambers regarding registration of participants (.2); attend status conference on motion to adjourn the disclosure statement hearing and next steps (1.3).	CC	2.60	1794.00
04/10/24	Confer with M. McLoughlin (KDW) and D. Mannal (MF) regarding today's hearing and talking points (.2); confer with E. Wilson and M. McLoughlin (KDW) regarding same (.2); review talking points (.1) and correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same (.1); correspondence on preparation for today's hearing (.3).	JRA	0.90	936.00
04/10/24	Call with J. Adams (KDW) and D. Mannal (MF) regarding today's hearing (.2); draft talking points for hearing (.5); confer with E.	MJM	3.50	3412.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/10/24	Wilson and J. Adams (both KDW) regarding same (.2); further revise talking points (.2); draft application to shorten time and proposed order for 3013 motion (.3); follow up with E. Wilson (KDW) prior to hearing on motion to shorten (.2); review debtors' response to motion to adjourn (.2); participate on hearing on motion to adjourn (1.3); correspondence on preparation for today's hearing (.3); emails with C. Choe (KDW) regarding transcript (.1). Participation in today's hearing regarding adjournment of disclosure statement: (1.3); review the following preparatory to today's hearing: correspondence with chambers in support (.2); application to shorten (.2), order approving same (.1) and motion to adjourn (.6); review and revise various drafts of talking points (.9); conference with J. Adams and M. McLoughlin (both KDW) on same (.2).	ERW	3.50	4095.00
04/11/24	Coordinate filing of disclosure statement objection with MoFo and KDW internal team.	JRA	0.20	208.00
04/12/24	Emails with transcription services regarding April 10 hearing (.3); circulate to MoFo team (.1).	CC	0.40	276.00
04/15/24	Emails with J. Carr and J. Adams (both KDW) regarding working list of New Jersey chambers contact (.2); instruction to J. Churchill and G.	CC	1.40	966.00

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Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/15/24	Karnick (both KDW) regarding same (.2); confer with J. Churchill (KDW) regarding upcoming disclosure statement hearing (.1); emails with D. Smolarski (MF) regarding registration of same (.2); review case management procedures for service parties (.2); review email from chambers regarding Thursday's hearing (.2); confer with J. Churchill (KDW) regarding same (.2); email D. Smolarski (MF) regarding next steps (.1). Discussion with C. Choe (KDW) on appearing in person at Thursday hearing (.1); emails with chambers regarding same (.2); review rules on witness / exhibit list filings (.1); email same to MoFo team (.1); confirm timing of 341 meeting of creditors (.1); email same to MoFo team (.1); create witness and exhibit list for April 17 hearing (1.0); follow up call with C. Choe (KDW) regarding chambers email (.2).	JC	1.90	1178.00
04/15/24	Correspondence from MoFo regarding Thursday's hearing (.1); instructions to team on follow up (.1); correspondence with C. Choe (KDW) on response from chambers on in-person appearance (.1); correspondence with MoFo and KDW teams on witness and exhibit list for Thursday's hearing (.1); review draft of same from C. Choe (KDW) (.1).	JRA	0.50	520.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/15/24	Coordinate attendance at disclosure statement hearing (.1); emails with C. Choe, J. Churchill (both KDW) and D. Smolarski (MF) regarding in person attendance (.1); revise witness and exhibit list (.2).	MJM	0.40	390.00
04/16/24	Emails with MoFo team regarding witness and exhibit list (.2); discussion with G. Karnick (KDW) regarding filing of same (.3); update witness and exhibit list (.2); follow up with C. Choe (KDW) on Thursday's hearing (.1); review notice of agenda for Thursday's hearing (.2).	JC	1.00	620.00
04/16/24	Email D. Smolarski (MF) regarding upcoming hearing and registration (.2); confer with G. Karnick (KDW) regarding next steps for April 18 hearing (.2); email D. Smolarski (MF) regarding same (.1); draft email to parties in interest of hearing appearance (.3); email to chambers regarding appearances (.2); coordinate with M. McLoughlin and G. Karnick (both KDW) regarding list of attendees (.4).	CC	1.40	966.00
04/16/24	Finalize witness and exhibit list for filing (.1); coordinate in-person and remote attendance at disclosure statement hearing (.1).	MJM	0.20	195.00
04/16/24	Review agenda for Thursday's hearing from J. Churchill (KDW) (.1); ensure appropriate	JRA	0.30	312.00

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Client 029996
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May 28, 2024
Page 8

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/16/24	coverage for Thursday's hearing and proper notice of MoFo intent to appear in person (.2). Review agenda (.1); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.20	234.00
04/16/24	Prepare and file witness and exhibit list (.5); coordinate service of same (.3); confer with J. Churchill (KDW) regarding same (.3).	GCK	1.10	412.50
04/17/24	Coordinate with J. Churchill (KDW) on upcoming disclosure statement hearing and preparation for same (.2); emails with MoFo regarding disclosure statement hearing (.1); coordinate with M. McLoughlin (KDW) regarding same (.1).	CC	0.40	276.00
04/17/24	Discussion with C. Choe (KDW) on hearing prep.	JC	0.20	124.00
04/18/24	Final review of draft supplemental objection and sealing documents prior to filing (.4); coordinate filing with MoFo team and M. McLoughlin and G. Karnick (both KDW) (.3); monitor a portion of today's disclosure statement hearing (.8).	JRA	1.50	1560.00
04/18/24	Monitor disclosure statement hearing for updates on upcoming hearings and next steps.	CC	1.50	1035.00
04/18/24	Prepare for contested disclosure statement hearing (.5); participate in same (1.5); discuss outcome of same with E. Wilson (KDW) (.3).	MJM	2.30	2242.50
04/18/24	Communications with claims agent regarding	GCK	0.30	112.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/18/24	certificate of service to be filed. Confer with M. McLoughlin (KDW) regarding deposition of today's meeting.	ERW	0.30	351.00
04/19/24	Emails with M. McLoughlin (KDW) regarding witness / exhibit list for April 24 hearing (.1); review docket for matters scheduled for April 24 hearing (.3).	JC	0.40	248.00
04/19/24	Emails with D. Smolarski (MF) regarding transcript for April 18 hearing (.1); order same (.2).	CC	0.30	207.00
04/22/24	Emails with J. Churchill (KDW) regarding April 24 hearing and attendance for same.	MJM	0.20	195.00
Total Services for this Matter:				32,955.00
Total this Invoice				\$32,955.00

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	12.10	690.00	\$8,349.00
ERW	Wilson, Eric	4.70	1,170.00	5,499.00
GCK	Karnick, Gina C	1.40	375.00	525.00
JC	Churchill, John	5.90	620.00	3,658.00
JRA	Adams, Jason	6.10	1,040.00	6,344.00
MJM	McLoughlin, Maeghan J	8.80	975.00	8,580.00

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3 WORLD TRADE CENTER
175 GREENWICH STREET
NEW YORK, NEW YORK 10007
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

KELLEY DRYE & WARREN LLP

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Thrasio Committee
c/o Jason Adams
3 World Trade Center,
175 Greenwich Street,
New York, NY 10007

May 28, 2024
Invoice No. 2902854

029996 Thrasio Committee
0016 Debtor Communications

Account Summary And Remittance Form

Legal Services:	\$5,772.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$5,772.00

Terms: Payment Due on or Before June 27, 2024

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ACCOUNT #:135-046110

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New York, NY 10007

May 28, 2024
Invoice No. 2902854

Client 029996
Matter 0016 Debtor Communications

Attorney: 07036

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/08/24	Participate on management call with debtors' advisors, MoFo and Province teams and E. Wilson and M. McLoughlin (both KDW).	JRA	1.80	\$1872.00
04/08/24	Participate (partial) in management meeting with E. Wilson and J. Adams (both KDW).	MJM	1.60	1560.00
04/08/24	Review agenda preparatory to today's management call (.2); participate on today's management call (1.8).	ERW	2.00	2340.00
Total Services for this Matter:				5,772.00
Total this Invoice				\$5,772.00

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Client 029996
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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	2.00	1,170.00	\$2,340.00
JRA	Adams, Jason	1.80	1,040.00	1,872.00
MJM	McLoughlin, Maeghan J	1.60	975.00	1,560.00

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JP MORGAN CHASE, N.A.
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ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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175 Greenwich Street,
New York, NY 10007

May 28, 2024
Invoice No. 2902863

029996 Thrasio Committee
0017 General Investigation

Account Summary And Remittance Form

Legal Services:	\$31,176.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$31,176.50

Terms: Payment Due on or Before June 27, 2024

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PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #:135-046110

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May 28, 2024
Invoice No. 2902863

Client 029996
Matter 0017 General Investigation

Attorney: 07036

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/04/24	Correspondence with P. Butler (MF) regarding potential discovery and subpoena for multiple entities (.1); coordinate internally on same (.2); review same (.1) and follow up correspondence with P. Butler (MF) on same (.1).	JRA	0.50	\$520.00
04/05/24	Review UCC subpoena issued to debtors and comment on same (.4); emails with J. Adams and R. Gage (both KDW) related to same (.1).	MJM	0.50	487.50
04/05/24	Analyze information requests draft from MoFo related to first day declaration, disinterested directors and fiduciary duty topics (.3); provide comments to same (.1) and follow up with M. McLoughlin and R. Gage (both KDW) on same (.2).	JRA	0.60	624.00
04/05/24	Review and revise subpoena regarding investigation.	RG	0.80	780.00
04/07/24	Correspondence with J. Carr (KDW) on debtor subpoena status, next steps.	JRA	0.10	104.00
04/08/24	Review draft investor discovery requests (.4); emails with J. Adams (KDW) regarding same	MJM	0.70	682.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/08/24	(.1); emails with P. Butler (MF) with additional comments (.2). Review (.4) and provide comments (.2) to draft of investor discovery requests from MoFo; follow up with M. McLoughlin (KDW) on same (.1).	JRA	0.70	728.00
04/09/24	Review auditor document request draft from P. Butler (MF) (.2); provide comments (.1); review draft subpoena (.2); correspondence with KDW team on service (.1).	JRA	0.60	624.00
04/09/24	Comment on PWC and Oaktree subpoenas (.3); calls with P. Butler (MF) regarding subpoenas (.2); coordinate service of same (.2).	MJM	0.70	682.50
04/09/24	Review PWC (.1), Oaktree (.1) subpoenas instruction to M. McLoughlin (KDW) regarding same (.1); emails with M. McLoughlin (KDW) and P. Butler (MF) regarding PWC discovery (.1).	ERW	0.40	468.00
04/10/24	Emails with P. Butler (MF) regarding service of subpoenas.	MJM	0.10	97.50
04/10/24	Review outstanding discovery (.2); emails with J. Adams, J. Churchill, M. McLoughlin and C. Choe (all KDW), M. Russell and D. Mannal (both MF) regarding same, service (.7).	ERW	0.90	1053.00
04/11/24	Correspondence with A. Lawrence (MF) regarding follow up on subpoenas to Oaktree and PwC.	JRA	0.20	208.00

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Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/11/24	Emails with A. Lawrence (MF) and M. McLoughlin (KDW) regarding Oaktree, PWC subpoenas.	ERW	0.20	234.00
04/12/24	Correspondence with M. McLoughlin (KDW) and MoFo team on call with Paul Weiss on open discovery issues with OakTree (.2); follow up correspondence with Paul Weiss (.1).	JRA	0.30	312.00
04/12/24	Emails with A. Lawrence (MF) and B. Hermann (PW) regarding Oaktree subpoena (.2); emails with M. Carducci (PWC) regarding subpoena (.2); brief review of subpoenas (.3).	MJM	0.70	682.50
04/12/24	Emails with M. McLoughlin (KDW), B. Herman (PW) and M. Carducci (PWC) regarding discovery.	ERW	0.20	234.00
04/15/24	Review OakTree subpoena in connection with call with MoFo to discuss same (.3); confer with M. McLoughlin (KDW) (.2) and E. Wilson (KDW) (.2) regarding same; analyze subpoena (.3); call with M. McLoughlin (KDW) and A. Lawrence et al (MF) regarding preparation and goals for conference with Oaktree team (.3).	JRA	1.30	1352.00
04/15/24	Call with J. Adams (KDW) regarding open subpoena issues (.2); prepare for (.3) and participate in call (.3) with A. Lawrence, J. Buckley (both MF) and J. Adams (KDW) regarding Oaktree meet and confer.	MJM	0.80	780.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/15/24	Confer with J. Adams (KDW) regarding discovery status.	ERW	0.20	234.00
04/16/24	Correspondence with Paul Weiss regarding need to reschedule meet and confer with respect to Oaktree (.2); review update from L. Marinuzzi (MF) on circumstances around Oaktree prepetition deal (.1).	JRA	0.30	312.00
04/17/24	Participate on meet and confer with Oaktree counsel (.3); follow up call with J. Adams (KDW) (.2).	MJM	0.50	487.50
04/17/24	Prepare for conference with P. Weiss team on Oaktree discovery (.3); further review discovery requests in advance of same (.2); participate in call with M. McLoughlin (KDW), J. Buckley (MF) and A. Ehrlich and (both PW) on same (.3); follow up conference (.2) and correspondence (.2) with J. Buckley (MF) on same, follow up response; follow up call with M. McLoughlin (KDW) (.2).	JRA	1.40	1456.00
04/18/24	Review A. Ehrlich (PW) follow up correspondence on Oaktree discovery (.1); update draft of response to incorporate points from MoFo draft correspondence (.2); finalize and send same (.2); further correspondence from A. Ehrlich (PW) on same (.1); follow up with MoFo team on same (.2); further respond to same (.1).	JRA	0.90	936.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/19/24	Continued correspondence with A. Ehrlich (PW), counsel for Oaktree, regarding discovery issues (.3); correspondence with MoFo team on same (.3); follow up correspondence with A. Ehrlich (PW) on same (.2).	JRA	0.80	832.00
04/22/24	Correspondence from MoFo regarding PWC subpoena (.1); follow up with R. Gage and M. McLoughlin (both KDW) regarding same (.1).	JRA	0.20	208.00
04/22/24	Discuss PWC subpoena and status of discovery with R. Gage (KDW) (.3); emails with A. Lawrence (MF) regarding same (.1); review subpoena and discovery tracker (.3).	MJM	0.70	682.50
04/22/24	Discuss PWC subpoena and status of discovery with M. McLoughlin (KDW) (.3); review and serve PWC subpoena (.2).	RG	0.50	487.50
04/22/24	Emails with A. Lawrence (MF) regarding PWC subpoena.	ERW	0.20	234.00
04/23/24	Emails with A. Lawrence (MF), R. Gage (KDW) and L. Sobel (PWC) regarding subpoena, non-response.	ERW	0.20	234.00
04/23/24	Review PWC subpoena (.1), L. Sobel (PWC) response to same (.1) and committee reply (.1); emails with J. Adams (KDW) regarding same (.1).	MJM	0.40	390.00
04/23/24	Follow up on status of Oaktree production (.2); review correspondence relating to PwC subpoena and failure to respond (.2); follow up	JRA	0.70	728.00

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May 28, 2024
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/23/24	internally with R. Gage and J. Carr (both KDW) regarding same; revise responsive email to PwC counsel (.3). Review and revise emails regarding PWC subpoena.	RG	0.60	585.00
04/24/24	Discuss PWC subpoena with J. Adams and R. Gage (both KDW) and next steps for same.	MJM	0.30	292.50
04/24/24	Correspondence with KDW and MoFo teams on follow up with OakTree and PwC on discovery requests (.3); review PwC responses (.2) and follow up internally with R. Gage and M. McLoughlin (both KDW) on same (.3); review draft response to Paul Weiss (OakTree) from R. Gage (KDW) and comment on same (.1).	JRA	0.90	936.00
04/24/24	Telephone conference with A. Lawrence (MF) regarding PWC subpoena (.1); telephone conference with P. Butler (MF) regarding PWC subpoena (.1); draft email to Oaktree counsel regarding subpoena (.2); draft email to PWC regarding subpoena (.3); confer with J. Adams and M. McLoughlin (both KDW) on same (.3); review PWC subpoena regarding Exhibit A definitions (.4).	RG	1.40	1365.00
04/25/24	Meet with R. Gage (KDW) to discuss status of PWC subpoena and next steps.	MJM	0.20	195.00
04/25/24	Follow up correspondence with R. Gage	JRA	1.20	1248.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(KDW) on status of PwC and Oaktree responses and strategies with respect to same (.3); review PwC further response (.1) and correspondence with R. Gage (KDW) and MoFo team on same (.2); follow up on Oaktree response regarding quantum of emails and potential limiters to address same (.3); further correspondence with R. Gage and M. McLoughlin (KDW) on same (.3).			
04/25/24	Conference with M. McLoughlin regarding PWC subpoena (.2); emails to PWC regarding PWC subpoena (.7); emails to counsel for Oaktree regarding Oaktree subpoena (.3).	RG	1.20	1170.00
04/27/24	Correspondence with R. Gage (KDW) and PwC and Oaktree on status of productions and need for meet and confers.	JRA	0.10	104.00
04/27/24	Emails to Oaktree counsel and PWC regarding subpoenas.	RG	0.10	97.50
04/29/24	Correspondence with R. Gage (KDW) on meet and confer with PwC (.1); update from R. Gage (KDW) on same (.2); review updated subpoena (.2) and follow up correspondence with J. Carr and R. Gage (both KDW) on same (.1); extensive follow up correspondence with R. Gage and M. McLoughlin (both KDW) and A. Lawrence, J. Buckley and K. Patel (all MF) regarding depositions subpoenas, rules and	JRA	1.90	1976.00

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Page 8

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	preparation (.5); correspondence with M. Russell (MF) and M. McLoughlin and R. Gage (both KDW) on challenge period deadline and impact of rule 9006 (.3); review rules and local procedures on same (.2); review DIP order and case management procedures (.2); correspondence with R. Gage (KDW) and A. Ehrlich (PW) regarding revised Oaktree search terms (.1).			
04/29/24	Emails with R Gage (KDW) regarding PWC subpoena (.2) and review same (.3); emails with J. Buckley (MF) regarding depositions (.1); follow up with R. Gage (KDW) (.2) in connection with same; review confirmation timeline for timing concerns (.1); comment on subpoena (.1); further emails with R. Gage (KDW) and J. Buckley (MF) regarding process for depositions (.2); review DIP order for challenge deadline (.1), email exchanges with J. Adams (KDW) regarding Rule 9006 (.1) and follow up with M. Russell (MF) regarding challenge deadline (.1).	MJM	1.50	1462.50
04/29/24	Review the draft PWC subpoena (.2); discuss same with R. Gage (KDW) to finalize the subpoena (.1).	JSC	0.30	360.00
04/29/24	Conference with J. Carr regarding PWC subpoena (.1); telephone conference with A.	RG	3.40	3315.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Lawrence, J. Buckley (both MF), and PWC regarding PWC subpoena (.4); revise PWC subpoena (.8); emails to PWC regarding service of PWC subpoena (.2); research regarding timing of subpoenas and email regarding same (.9); draft non-party subpoena for Wafford (.8); research Rule 9006 and emails regarding same (.2).			
04/30/24	Email to counsel for Oaktree regarding Oaktree subpoena (.1); correspondence with J. Adams (KDW) regarding subpoenas (.1).	RG	0.20	195.00
Total Services for this Matter:				31,176.50
Total this Invoice				\$31,176.50

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	2.30	1,170.00	\$2,691.00
JRA	Adams, Jason	12.70	1,040.00	13,208.00
JSC	Carr, James S	0.30	1,200.00	360.00
MJM	McLoughlin, Maeghan J	7.10	975.00	6,922.50
RG	Gage, Rich	8.20	975.00	7,995.00

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
3 WORLD TRADE CENTER
175 GREENWICH STREET
NEW YORK, NEW YORK 10007
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE