

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

COVER SHEET FOR FOURTH MONTHLY FEE STATEMENT OF
MORRISON & FOERSTER LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
JUNE 1, 2024 THROUGH AND INCLUDING JUNE 18, 2024

Debtor: Thrasio Holdings, Inc., <i>et al.</i> ¹	Applicant: Morrison & Foerster 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/ Lorenzo Marinuzzi 8/1/2024
Lorenzo Marinuzzi Date

¹ The last four digits of Reorganized Debtor Thrasio Holdings, Inc.’s tax identification number are 8327. A complete list of the Reorganized Debtors in these chapter 11 cases and each such Reorganized Debtor’s tax identification number may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at <https://veritaglobal.net/Thrasio>. The Reorganized 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
June 1, 2024 through June 18, 2024 (the "Fee Period")**

Total Fees:	\$493,933.50
Total Disbursements:	\$15,797.97
Minus 20% holdback of Fees: (\$98,786.70)	<u>\$395,146.80</u>
Total Amount Sought to be Paid at this Time:	\$410,944.77

Summary of Amounts Requested for Previous Periods

	<u>FEES</u>	<u>EXPENSES</u>
Total Previous Fee & Expenses Requested (100%):	\$7,462,612.75	\$147,895.44
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):	\$98,786.70	\$0.00
Total Received By Applicant:	\$723,727.60	\$11,880.14

Name of Professional	Title	Year Admitted or # of Years with Firm	2024 Hourly Billing Rate	Total Hours	Total Fees
Marinuzzi, Lorenzo	Partner	1996	\$2,000.00	26.60	\$53,200.00
Levitt, Jamie A.	Partner	1992	\$1,875.00	12.80	\$24,000.00
Mannal, Doug	Partner	2001	\$1,875.00	58.60	\$109,875.00
Foudy, Theresa A.	Partner	1994	\$1,700.00	8.90	\$15,130.00
Lashko, Oksana	Partner	2008	\$1,650.00	9.40	\$15,510.00
Lawrence, J. Alexander	Partner	1996	\$1,600.00	5.30	\$8,480.00
Erbeznik, Katherine	Partner	2012	\$1,400.00	3.30	\$4,620.00
Ferraioli, Raff	Of Counsel	2016	\$1,300.00	106.80	\$138,840.00
Ahern, Michael G.	Associate	2017	\$1,280.00	0.20	\$256.00
Russell, Miranda K.	Associate	2021	\$1,170.00	20.00	\$23,400.00
Daly, Sean	Associate	2015	\$1,100.00	6.80	\$7,480.00
Murphy, Joseph	Associate	2023	\$995.00	21.90	\$21,790.50
Smolarski, Darren	Associate	2020	\$995.00	73.20	\$72,834.00
Miller, Laura Linda	Associate	2024	\$780.00	2.90	\$2,262.00
Patel, Kavisha	Associate	2024	\$780.00	7.70	\$6,006.00
Perdon, Charmaine	Senior Paralegal	3 years	\$500.00	0.40	\$200.00
Zhu, Jude	Paralegal	2 years	\$365.00	5.00	\$1,825.00
Total Incurred:				369.80	\$505,708.50
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):				n/a	\$(11,775.00)
Total Requested:				369.80	\$493,933.50

SECTION II
SUMMARY OF SERVICES

Services Rendered	Total Hours	Total Fees
Asset Disposition	0.10	\$99.50
Budgeting (Case)	0.20	\$199.00
Case Administration	17.40	\$16,973.00
Claims Administration and Objections	7.10	\$7,400.00
Employment and Fee Applications	6.50	\$6,974.00
Meetings and Communications with Creditors	13.10	\$17,391.00
Plan and Disclosure Statement	257.10	\$373,719.00
Tax	6.70	\$9,757.50
Hearings	15.50	\$23,782.00
Other Motions/Applications	6.90	\$10,131.50
Insurance	1.10	\$2,200.00
Time Entry Review	11.50	\$11,775.00
Claims Investigation (Non-Challenge)	26.60	\$25,307.00
Total Incurred:	369.80	\$505,708.50
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):	n/a	\$(11,775.00)
Total Requested:	369.80	\$493,933.50

SECTION III
SUMMARY OF DISBURSEMENTS

Disbursement Category	Amount
Delivery Fees	\$51.22
Court Filing Service	\$50.00
Epiq eDiscovery Managed Services	\$15,696.75
Total Disbursements:	\$15,797.97

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

Date: August 1, 2024

/s/ Lorenzo Marinuzzi
Lorenzo Marinuzzi

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: February 28, 2024
- (2) Chapter under which cases commenced: Chapter 11
- (3) Date of Retention: May 2, 2024, Effective
March 14, 2024² [see Exhibit A]
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:
- (a) During the Fee Period, Morrison & Foerster LLP (“Morrison & Foerster”) counsel to the Official Committee of Unsecured Creditors (the “Committee”) furthered the goals of the Committee, by, among other things, coordinating meetings with Committee members and professionals regarding case strategy and Committee work streams.
 - (b) Morrison & Foerster reviewed and analyzed the stipulation settlement between GXO Logistics Supply Chain, Inc. and the Debtors, as well as other issues related to assumption and rejection of contracts in connection with plan confirmation.
 - (c) Morrison & Foerster continued to analyze and finalize confirmation-related issues, including issues related to retained causes of action, gatekeeper provisions, U.S. Trustee fees, tax and estate and third-party releases and exculpation provisions. Morrison & Foerster negotiated and commented on revisions to the confirmation order with the Debtors and coordinated with Kelley Drye regarding same.
 - (d) Morrison & Foerster worked with the Debtors and lenders to satisfy the conditions precedent to effectiveness of the Debtors’ plan, including drafting cooperation agreements in connection with the Committee settlement.
 - (e) Morrison & Foerster reviewed Bristol 6’s derivative standing letter and corresponded with counsel for Bristol 6 and the Debtors in connection with same.
 - (f) Morrison & Foerster analyzed various proofs of claim in connection with the claims reconciliation process.
 - (g) Morrison & Foerster coordinated and conducted interviews with potential Thrasio Legacy Trust Plan Administrators to facilitate the Committee’s selection of a candidate. Further, Morrison & Foerster expended time analyzing and finalizing documents and addressing issues related to the Thrasio Trust Agreement.

² Docket No. 702.

- (h) Morrison & Foerster prepared for and held weekly meetings with the Committee to keep the Committee informed on case developments and ongoing issues. Morrison & Foerster prepared periodic email updates for the Committee as well.
- (i) Morrison & Foerster attended meetings with the Debtors' professionals to discuss case issues, including final discussions regarding the Debtors' plan and confirmation.
- (j) Morrison & Foerster expended time on activities relating to case strategy and the day-to-day management of the Chapter 11 Cases, including monitoring critical dates and maintaining a case calendar, task lists, and work-in-progress reports and conducting weekly telephone conferences with the Morrison & Foerster team regarding case matters, case strategy, and upcoming hearings and filings.
- (k) Morrison & Foerster prepared for various bankruptcy court hearings and status conferences on behalf of the Committee in connection with the Chapter 11 Cases.
- (l) Morrison & Foerster communicated with the Debtors, the Committee, and other parties in interest via teleconferences, virtual meetings, and email correspondence regarding various pleadings and motions filed by parties.
- (m) To the extent not addressed by the foregoing descriptions, Morrison & Foerster performed all other services on behalf of the Committee that were necessary and appropriate in these Chapter 11 Cases, which are described in detail in the time detail attached hereto as **Exhibit B**.

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

Dated: August 1, 2024

/s/ Lorenzo Marinuzzi
Lorenzo Marinuzzi

EXHIBIT A

Retention Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY



Order Filed on May 2, 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
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Email: lmarinuzzi@mofoc.com
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

*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 MORRISON &
FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF THRASIO HOLDINGS, INC., *ET AL.*,
EFFECTIVE AS OF MARCH 14, 2024**

Honorable Christine M. Gravelle
United States Bankruptcy Judge

DATED: May 2, 2024

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.

(Page | 2)

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

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., ET AL., EFFECTIVE AS OF MARCH 14, 2024

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

ORDERED.

(Page | 3)

Debtors: THRASIO HOLDINGS, INC., et al.

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., ET AL., EFFECTIVE AS OF MARCH 14, 2024

Upon the application (the “Application”)¹ of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases (these “Chapter 11 Cases”) for entry of an order authorizing the Committee to employ and retain Morrison & Foerster LLP (“Morrison & Foerster”) as its counsel, effective as of March 14, 2024, the date the Committee determined to employ and retain Morrison & Foerster as its counsel in these Chapter 11 Cases, pursuant to Sections 328(a) and 1103(a) of the Bankruptcy Code; and upon the *Declaration of Lorenzo Marinuzzi of Morrison & Foerster LLP in Support of Application of the Official Committee of Unsecured Creditors of Thrasio Holdings, Inc., for Entry of an Order Authorizing the Employment and Retention of Morrison & Foerster LLP as Counsel Effective as of March 14, 2024* (the “Marinuzzi Declaration”), attached to the Application as **Exhibit B**, and *Declaration of Kyle McGetrick in Support of the Application of the Official Committee of Unsecured Creditors of Thrasio Holdings, Inc., et al., for Entry of an Order Authorizing the Employment and Retention of Morrison & Foerster LLP as Counsel Effective as of March 14, 2024* (the “McGetrick Declaration” and with the Marinuzzi Declaration, the “Declarations”), attached to the Application as **Exhibit C**; and this Court having jurisdiction pursuant to Sections 157 and 1334 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 this Court being satisfied that notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances

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

(Page | 4)

Debtors: THRASIO HOLDINGS, INC., et al.

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., ET AL., EFFECTIVE AS OF MARCH 14, 2024

and no further or other notice need be given; and this Court being satisfied, based on the representations made in the Application and the Marinuzzi Declaration, that Morrison & Foerster (a) does not represent or hold any interest adverse to the Committee in connection with these Chapter 11 Cases, (b) is a “disinterested person” as such term is defined in Section 101(14) of the Bankruptcy Code, and (c) does not represent any entity having an adverse interest in connection with the Chapter 11 Cases as required by Section 1103 of the Bankruptcy Code; and this Court having determined that the legal and factual bases set forth in the Application and the Declarations establish good cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is granted and approved as set forth herein effective as of March 14, 2024.
2. In accordance with Section 1103(a) of the Bankruptcy Code and, with respect to Morrison & Foerster’s hourly rates, Section 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Committee is authorized to employ and to retain Morrison & Foerster as its counsel in these Chapter 11 Cases, on the terms and conditions set forth in the Application and the Marinuzzi Declaration, as modified by the terms of this order.
3. Morrison & Foerster shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with Sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, the *Administrative Fee Order*

(Page | 5)

Debtors: THRASIO HOLDINGS, INC., et al.

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., ET AL., EFFECTIVE AS OF MARCH 14, 2024

Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court, entered on March 18, 2024 [ECF No 187], and such other applicable procedures and orders of this Court. Morrison & Foerster shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in 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*, both in connection with the Application and any interim and final fee application(s) to be filed by Morrison & Foerster in these Chapter 11 Cases.

4. Notwithstanding anything to the contrary in the Application, Morrison & Foerster shall not seek reimbursement of any fees or costs from the estate arising from the defense of any of Morrison & Foerster's monthly fee statements or fee applications in these Chapter 11 Cases.

5. Morrison & Foerster shall provide ten (10) business days' notice to the U.S. Trustee, the Debtors, and the Committee in connection with any subsequent increase of the hourly rates listed in the Application and shall file such notice with this Court. The U.S. Trustee and the Debtors retain all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided in Section 330 of the Bankruptcy Code, and this Court retains the right to review any rate increase pursuant to Section 330 of the Bankruptcy Code.

6. To the extent that this order is inconsistent with the Application or the Declarations, the terms of this order shall govern.

(Page | 6)

Debtors: THRASIO HOLDINGS, INC., et al.

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., ET AL., EFFECTIVE AS OF MARCH 14, 2024

7. The Committee and Morrison & Foerster 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, including, without limitation, executing any additional or supplemental documents incidental to the relief granted herein.

8. Morrison & Foerster shall (i) comply with the requirements of Local Rule 2016-1, (ii) only bill fifty percent (50%) for non-working travel; (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”), and (iv) provide any and all monthly fee statements, interim fee applications and final fee applications in “LEDES” format to the U.S. Trustee.

9. Notwithstanding anything in the Application to the contrary, Morrison & Foerster shall, to the extent that Morrison & Foerster uses the services of contract attorneys, independent contractors or subcontractors (collectively, the “Contractors”) in these Chapter 11 Cases, (i) pass through the cost of such Contractors at the same rate that Morrison & Foerster pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors (to the extent they are attorneys, or accountants) (A) are subject to the same conflict checks and disclosures as required by Morrison & Foerster and (B) file with the Court such disclosures required by Bankruptcy Rule 2014; and (iv) attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in these Chapter 11 Cases.

10. No agreement or understanding exists between Morrison & Foerster and any other person, other than as permitted by section 504 of the Bankruptcy Code, to share compensation

(Page | 7)

Debtors: THRASIO HOLDINGS, INC., et al.

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., ET AL., EFFECTIVE AS OF MARCH 14, 2024

received for services rendered in connection with these Chapter 11 Cases, nor shall Morrison & Foerster share or agree to share compensation received for services rendered in connection with these Chapter 11 Cases with any other person other than as permitted by section 504 of the Bankruptcy Code.

11. Morrison & Foerster will review its files periodically during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Morrison & Foerster will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

12. To avoid any duplication of effort and to provide services to the Committee in the most efficient and cost-effective manner, Morrison & Foerster shall coordinate with the other Committee professionals regarding their respective responsibilities in these Chapter 11 Cases. As such, Morrison & Foerster shall use its best efforts to avoid duplication of services provided by any of the Committee's other retained professionals.

13. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

14. The terms and conditions of this order shall be immediately effective and enforceable upon its entry.

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

Form order – ntcorder

UNITED STATES BANKRUPTCY COURT

District of New Jersey
402 East State Street
Trenton, NJ 08608

Case No.: 24-11840-CMG
Chapter: 11
Judge: Christine M. Gravelle

In Re: Debtor(s) (name(s) used by the debtor(s) in the last 8 years, including married, maiden, trade, and address):

Thrasio Holdings, Inc.
85 West Street, 3rd Floor
Walpole, MA 02081

Social Security No.:

Employer's Tax I.D. No.:
86-1968327

**NOTICE OF JUDGMENT OR ORDER
Pursuant to Fed. R. Bankr. P. 9022**

Please be advised that on May 3, 2024, the court entered the following judgment or order on the court's docket in the above-captioned case:

Document Number: 702 – 370

Order Granting Application to Employ Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors (Related Doc # 370). Service of notice of the entry of this order pursuant to Rule 9022 was made on the appropriate parties. See BNC Certificate of Notice. Signed on 5/2/2024. (mjb)

Parties may review the order by accessing it through PACER or the court's electronic case filing system (CM/ECF). Public terminals for viewing are also available at the courthouse in each vicinage.

Dated: May 3, 2024

JAN: mjb

Jeanne Naughton
Clerk

Exhibit B

Time Records

AUSTIN, BEIJING, BERLIN, BOSTON,
BRUSSELS, DENVER, HONG KONG,
LONDON, LOS ANGELES, MIAMI,
NEW YORK, PALO ALTO, SAN DIEGO,
SAN FRANCISCO, SHANGHAI,
SINGAPORE, TOKYO, WASHINGTON, D.C.

INVOICE

TELEPHONE: 01 415.268.7000
FACSIMILE: 01 415.268.7522

WWW.MOFO.COM

Thrasio Holdings, Inc.
85 West Street, 3rd Floor
Walpole, MA 02081

Taxpayer ID #: [REDACTED]
Invoice Number: 6339531
Invoice Date: July 26, 2024

Client/Matter Number: 032888-0000001
Billing Atty: LORENZO MARINUZZI

Matter Name: THRASIO LLC BANKRUPTCY

For Professional Services Rendered and Disbursements Incurred through June 18, 2024

	<u>US Dollar</u>
Current Fees	505,708.50
Client Accommodation - Time Entry Review	(11,775.00)
Net Fees	<hr/> 493,933.50
Current Disbursements	15,797.97
INVOICE TOTAL	<hr/> 509,731.47 <hr/>

Payment may be made by Electronic Funds transfer to the account of Morrison & Foerster LLP

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Time Detail

Date	Services	Timekeeper	Hours	Value
002 Asset Disposition				
12-Jun-24	Analyze Debtors' notice of de minimis asset sale of Circadian.	Smolarski, Darren	0.10	99.50
Total: 002 Asset Disposition			0.10	99.50
005 Budgeting (Case)				
11-Jun-24	Draft correspondence to S. Kietlinski (Province) in connection with case budget.	Smolarski, Darren	0.10	99.50
13-Jun-24	Correspond with S. Kietlinski (Province) regarding case budget.	Smolarski, Darren	0.10	99.50
Total: 005 Budgeting (Case)			0.20	199.00
007 Case Administration				
03-Jun-24	Participate on weekly call with internal working group regarding ongoing work streams.	Daly, Sean	0.30	330.00
03-Jun-24	Prepare for (.1) and participate on (.3) weekly call with internal working group regarding ongoing work streams.	Ferraioli, Raff	0.40	520.00
03-Jun-24	Participate on weekly call with internal working group regarding ongoing work streams (.3); analyze correspondence regarding same (.2).	Lashko, Oksana	0.50	825.00
03-Jun-24	Prepare for (.1) and participate on (.3) weekly call with internal working group regarding ongoing work streams.	Mannal, Doug	0.40	750.00
03-Jun-24	Participate on weekly call with internal working group regarding ongoing work streams.	Murphy, Joseph	0.30	298.50
03-Jun-24	Participate on weekly call with internal working group regarding ongoing work streams.	Russell, Miranda K.	0.30	351.00
03-Jun-24	Draft work plan regarding ongoing work streams (.3); participate on weekly call with internal working group regarding same (.3).	Smolarski, Darren	0.60	597.00
03-Jun-24	Circulate notices of ECF filings to internal working group (.7); update case calendar (.3).	Zhu, Jude	1.00	365.00
04-Jun-24	Circulate notices of ECF filings to internal working group.	Zhu, Jude	0.40	146.00
05-Jun-24	Participate on weekly professionals' call regarding ongoing work streams and open items.	Daly, Sean	0.50	550.00
05-Jun-24	Participate on weekly professionals' call regarding ongoing work streams and open items.	Ferraioli, Raff	0.50	650.00
05-Jun-24	Prepare for (.2) and participate on (.5) weekly professionals' call regarding ongoing work streams and open items.	Mannal, Doug	0.70	1,312.50
05-Jun-24	Participate on weekly professionals' call regarding ongoing work streams and open items (partial).	Murphy, Joseph	0.40	398.00

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
05-Jun-24	Participate on weekly professionals' call regarding ongoing work streams and open items.	Russell, Miranda K.	0.50	585.00
05-Jun-24	Prepare for (.1) and participate on (.5) weekly professionals' call regarding ongoing work streams and open items.	Smolarski, Darren	0.60	597.00
05-Jun-24	Circulate notices of ECF filings to internal working group (.6); update case calendar (.5).	Zhu, Jude	1.10	401.50
06-Jun-24	Circulate notices of ECF filings to internal working group (.1); update case calendar (.1).	Zhu, Jude	0.20	73.00
07-Jun-24	Circulate notices of ECF filings to internal working group (.3); update case calendar (.2).	Zhu, Jude	0.50	182.50
10-Jun-24	Prepare for (.1) and participate on (.3) weekly call with internal working group regarding ongoing work streams.	Daly, Sean	0.40	440.00
10-Jun-24	Prepare for (.2) and participate on (.3) weekly call with internal working group regarding ongoing work streams.	Ferraioli, Raff	0.50	650.00
10-Jun-24	Participate on weekly call with internal working group regarding ongoing work streams.	Foudy, Theresa A.	0.30	510.00
10-Jun-24	Prepare for (.1) and participate on (.3) weekly call with internal working group regarding ongoing work streams.	Murphy, Joseph	0.40	398.00
10-Jun-24	Participate on weekly call with internal working group regarding ongoing work streams (.3); comment on work plan regarding same (.3).	Russell, Miranda K.	0.60	702.00
10-Jun-24	Draft work plan regarding ongoing work streams (.3); participate on weekly call with internal working group regarding same (.3).	Smolarski, Darren	0.60	597.00
10-Jun-24	Circulate notices of ECF filings to internal working group (.5); update case calendar (.2).	Zhu, Jude	0.70	255.50
11-Jun-24	Circulate notices of ECF filings to internal working group (.2); update case calendar (.3).	Zhu, Jude	0.50	182.50
12-Jun-24	Participate on weekly professionals' call regarding ongoing work streams and open items.	Daly, Sean	0.30	330.00
12-Jun-24	Prepare for (.1) and participate on (.3) weekly professionals' call regarding ongoing work streams and open items.	Ferraioli, Raff	0.40	520.00
12-Jun-24	Participate on weekly professionals' call regarding ongoing work streams and open items.	Foudy, Theresa A.	0.30	510.00
12-Jun-24	Prepare (.1) and participate on (.3) weekly professionals' call regarding ongoing work streams and open items.	Murphy, Joseph	0.40	398.00
12-Jun-24	Participate on weekly professionals' call regarding ongoing work streams and open items (partial).	Russell, Miranda K.	0.20	234.00
12-Jun-24	Draft professionals' work plan memorandum (.4); participate on weekly professionals' call regarding ongoing work streams and open items (.3).	Smolarski, Darren	0.70	696.50
12-Jun-24	Circulate notices of ECF filings to internal working group.	Zhu, Jude	0.10	36.50
13-Jun-24	Circulate notices of ECF filings to internal working group (.1); update case calendar (.1).	Zhu, Jude	0.20	73.00

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
14-Jun-24	Circulate notices of ECF filings to internal working group (.2); update case calendar (.1).	Zhu, Jude	0.30	109.50
17-Jun-24	Analyze work plan regarding ongoing work streams (.1); correspond with D. Smolarski and M. Russell regarding same (.1); participate on weekly call with internal working group regarding same (.1).	Ferraioli, Raff	0.30	390.00
17-Jun-24	Analyze work plan regarding ongoing work streams for upcoming call (.1); participate on weekly call with internal working group regarding ongoing work streams (.1); analyze updated task list from Kirkland (.1).	Foudy, Theresa A.	0.30	510.00
17-Jun-24	Circulate updated ECF filings to internal working group.	Perdon, Charmaine	0.10	50.00
17-Jun-24	Draft work plan regarding ongoing work streams (.2); participate on weekly call with internal working group regarding ongoing work streams (.1).	Smolarski, Darren	0.30	298.50
18-Jun-24	Circulate updated ECF filings to internal working group (.1); circulate updated case calendar (.2).	Perdon, Charmaine	0.30	150.00
Total: 007 Case Administration			17.40	16,973.00
008 Claims Administration and Objections				
11-Jun-24	Correspond with internal working group regarding APA claims (.2); analyze same (1.1); analyze proofs of claim in connection with same (.3); draft analysis of same (.8); conduct and analyze legal research regarding implied obligations of good faith and fair dealing in contracts, and violation of obligations in connection with analysis (1.2).	Murphy, Joseph	3.60	3,582.00
12-Jun-24	Participate on call with Province team and J. Murphy regarding claims reconciliation process (.4); follow-up call with J. Murphy regarding same (.2); analyze internal analysis regarding same (.5).	Ferraioli, Raff	1.10	1,430.00
12-Jun-24	Participate on call with Province team and R. Ferraioli regarding claims reconciliation process (.4); follow-up call with R. Ferraioli regarding same (.2); conduct and analyze research regarding same (1.6); correspond with H. Congleton (Province) regarding analysis of APA claims (.2).	Murphy, Joseph	2.40	2,388.00
Total: 008 Claims Administration and Objections			7.10	7,400.00
011 Employment and Fee Applications				
06-Jun-24	Analyze Kirkland first monthly fee application (.6); correspond with M. Russell and R. Ferraioli regarding same (.1).	Smolarski, Darren	0.70	696.50
12-Jun-24	Comment on MoFo first monthly fee application (.6); correspond with D. Smolarski regarding same (.1).	Russell, Miranda K.	0.70	819.00
12-Jun-24	Draft MoFo first monthly fee application (1.3); correspond with internal working group regarding same (.1); analyze comments from M. Russell in connection with same (.3).	Smolarski, Darren	1.70	1,691.50

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
13-Jun-24	Analyze (.2) and comment on (.4) MoFo first monthly fee application; correspond with D. Smolarski regarding same (.2).	Ferraioli, Raff	0.80	1,040.00
13-Jun-24	Comment on revised MoFo first monthly fee application (.3); correspond with D. Smolarski regarding same (.1).	Russell, Miranda K.	0.40	468.00
13-Jun-24	Analyze comments from R. Ferraioli regarding MoFo first monthly fee application (.3); revise same (.9); correspond with M. Russell (.1) and L. Marinuzzi (.1) regarding finalization of same.	Smolarski, Darren	1.40	1,393.00
17-Jun-24	Call with D. Smolarski regarding final fee application and other fee application matters.	Russell, Miranda K.	0.30	351.00
17-Jun-24	Call with M. Russell regarding final fee application and other fee application matters (.3); analyze certain documents in connection with same (.1).	Smolarski, Darren	0.40	398.00
18-Jun-24	Correspond with D. Smolarski regarding next steps for final fee application.	Russell, Miranda K.	0.10	117.00
Total: 011 Employment and Fee Applications			6.50	6,974.00
015 Meetings and Communications with Creditors				
01-Jun-24	Draft Committee update in connection with plan and recommendation letter.	Smolarski, Darren	0.20	199.00
02-Jun-24	Analyze update to Committee regarding letter of recommendation.	Foudy, Theresa A.	0.10	170.00
02-Jun-24	Correspond with Committee members regarding plan voting.	Smolarski, Darren	0.30	298.50
03-Jun-24	Call with F. Fritz (counsel for creditor) regarding plan settlement (.3); call with M. Udem (ASK) regarding plan voting (.1).	Ferraioli, Raff	0.40	520.00
03-Jun-24	Analyze correspondence from Committee members regarding comments to revised plan (.2) and letter of recommendation (.1).	Foudy, Theresa A.	0.30	510.00
03-Jun-24	Draft Committee update regarding draft amended plan (.1); correspond with H. Jaffe (UCC) regarding same (.2); correspond with K. Wu (UCC) (.1) and California Beach Co. (UCC) (.1) regarding plan voting.	Smolarski, Darren	0.50	497.50
04-Jun-24	Analyze update to Committee regarding plan.	Foudy, Theresa A.	0.10	170.00
05-Jun-24	Correspond with Committee members regarding plan.	Ferraioli, Raff	0.20	260.00
05-Jun-24	Analyze (.2) and comment on (.4) Committee presentation for upcoming call.	Mannal, Doug	0.60	1,125.00
05-Jun-24	Draft presentation for upcoming Committee call (.4); correspond with Committee members regarding same and trust administrator materials (.6); correspond with T. DeCarlo (UCC) regarding plan voting (.2).	Smolarski, Darren	1.20	1,194.00
06-Jun-24	Prepare for (.3) and participate on (.5) weekly Committee call regarding case status and update; correspond with H. Jaffe (UCC) regarding plan comments (.3).	Ferraioli, Raff	1.10	1,430.00
06-Jun-24	Participate on weekly Committee call regarding case status and update.	Mannal, Doug	0.50	937.50

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
06-Jun-24	Prepare for (.1) and participate on (.5) weekly Committee call regarding case status and update; correspond with H. Jaffe (UCC) regarding plan comments (.5).	Marinuzzi, Lorenzo	1.10	2,200.00
06-Jun-24	Participate on weekly Committee call regarding case status and update.	Murphy, Joseph	0.50	497.50
06-Jun-24	Participate on weekly Committee call regarding case status and update.	Russell, Miranda K.	0.50	585.00
06-Jun-24	Participate on weekly Committee call regarding case status and update (.5); draft Committee update regarding GXO settlement (.3); correspond with T. DeCarlo (UCC) regarding trust administrator updates (.1).	Smolarski, Darren	0.90	895.50
07-Jun-24	Analyze update to Committee regarding plan.	Foudy, Theresa A.	0.10	170.00
07-Jun-24	Correspond with Committee members regarding unsolicited letter regarding trust administrator updates.	Marinuzzi, Lorenzo	0.70	1,400.00
07-Jun-24	Draft correspondence to Committee regarding statement in connection with confirmation and revised plan.	Smolarski, Darren	0.20	199.00
08-Jun-24	Draft correspondence to Committee members regarding as-filed plan documents and voting report.	Smolarski, Darren	0.40	398.00
09-Jun-24	Draft Committee update regarding plan and confirmation hearing.	Smolarski, Darren	0.20	199.00
10-Jun-24	Analyze update to Committee regarding plan confirmation.	Foudy, Theresa A.	0.10	170.00
10-Jun-24	Correspond with Committee members regarding hearing information, confirmation hearing update and revised confirmation order.	Smolarski, Darren	0.50	497.50
12-Jun-24	Analyze Committee materials for weekly Committee call.	Foudy, Theresa A.	0.10	170.00
12-Jun-24	Draft Committee materials in connection with weekly call (.3); correspond with Committee regarding weekly call (.1).	Smolarski, Darren	0.40	398.00
13-Jun-24	Prepare for (.1) and participate on (.2) weekly Committee call regarding case status and update.	Daly, Sean	0.30	330.00
13-Jun-24	Correspond with internal working group regarding update to Committee in connection with plan and confirmation order.	Ferraioli, Raff	0.20	260.00
13-Jun-24	Participate on weekly Committee call regarding case status and update (.2); analyze update to Committee regarding confirmation order and amended plan (.1).	Foudy, Theresa A.	0.30	510.00
13-Jun-24	Participate on weekly Committee call regarding case status and update.	Murphy, Joseph	0.20	199.00
13-Jun-24	Participate on weekly Committee call regarding case status and update.	Russell, Miranda K.	0.20	234.00
13-Jun-24	Draft Committee update in connection with confirmation documents (.2); participate on weekly Committee call regarding case status and update (.2).	Smolarski, Darren	0.40	398.00

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
18-Jun-24	Analyze update correspondence to Committee regarding effective date.	Foudy, Theresa A.	0.10	170.00
18-Jun-24	Draft Committee update regarding effective date (.1); correspond with Committee regarding same (.1).	Smolarski, Darren	0.20	199.00
Total: 015 Meetings and Communications with Creditors			13.10	17,391.00
017 Plan and Disclosure Statement				
01-Jun-24	Finalize Committee plan recommendation letter (.3); correspond with internal working group (.1) and KDW team (.2) regarding same; revise same (.2).	Ferraioli, Raff	0.80	1,040.00
01-Jun-24	Correspond with HPS (counsel for lenders) and META regarding upcoming meeting and scope of same in connection with plan provisions.	Mannal, Doug	0.20	375.00
01-Jun-24	Analyze as-filed plan (.3) and release provisions (.2) in connection with Committee's inquiries; analyze Committee plan recommendation letter (.4); comment on same (.1); correspond with internal working group regarding same (.2); analyze plan supplement in connection with assumed contracts (.4); draft correspondence to D. Fletcher (GXO) in connection with same (.4).	Smolarski, Darren	2.00	1,990.00
02-Jun-24	Finalize Committee plan recommendation letter for filing (.1); correspond with internal working group and Kirkland regarding same (.1).	Ferraioli, Raff	0.20	260.00
02-Jun-24	Analyze Committee plan recommendation letter.	Foudy, Theresa A.	0.10	170.00
02-Jun-24	Prepare for (.4) and participate on (.5) call with J. Till (Bristol 6) regarding objection to plan; call with counsel for Bristol 6 regarding Committee plan settlement (.5).	Mannal, Doug	1.40	2,625.00
03-Jun-24	Analyze structuring considerations (1.6); analyze (2.3) and comment on (4.1) plan; conduct and analyze legal research regarding plan issues (1.8); participate on call with Kirkland regarding plan comments and structuring (.4); follow-up call with D. Mannal regarding same (.2); analyze trust agreement (.9); correspond with Kirkland regarding voting (.1).	Ferraioli, Raff	11.40	14,820.00
03-Jun-24	Analyze Bristol 6's derivative standing letter.	Foudy, Theresa A.	0.10	170.00
03-Jun-24	Analyze correspondence regarding plan and trust agreement comments (.9); analyze same (.3).	Lashko, Oksana	1.20	1,980.00
03-Jun-24	Participate on call with Kirkland regarding plan comments and structuring (.4); follow-up call with R. Ferraioli regarding same (.2); call with Debtors regarding plan terms (.5); correspond with internal working group regarding same (.3); analyze legal research regarding same (.8); analyze (1.2) and comment on (.9) collective comments from Committee; correspond with R. Ferraioli regarding same (.4).	Mannal, Doug	4.70	8,812.50
03-Jun-24	Calls with META (.3) and HPS lenders (.5) regarding wind-down planning; analyze updated plan comments (1.1).	Marinuzzi, Lorenzo	1.90	3,800.00

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
03-Jun-24	Analyze Debtors' notice of finalized settlement term sheet (.1) and Committee plan recommendation letter (.1).	Murphy, Joseph	0.20	199.00
03-Jun-24	Analyze Bristol 6's derivative standing letter and plan objections (.3); analyze (.8) and comment on (1.2) draft amended plan circulated by Kirkland; correspond with internal working group regarding same (.2).	Smolarski, Darren	2.50	2,487.50
04-Jun-24	Correspond with internal working group regarding plan cooperation agreements.	Ahern, Michael G.	0.20	256.00
04-Jun-24	Participate on call with KDW team regarding plan structuring and tax considerations (.8); call with Kirkland regarding same (.7); follow-up with KDW regarding same (.5); conduct and analyze legal research regarding same (.8); call with D. Mannal regarding plan and comments (.6); correspond with H. Jaffe (UCC) regarding plan comments and upcoming deadlines (.2); correspond with Kirkland regarding deadlines (.1); analyze comments to (1.5) and revise (2.2) plan; correspond with internal working group regarding plan comments and open points (.3).	Ferraioli, Raff	7.70	10,010.00
04-Jun-24	Analyze correspondence regarding plan comments (.1); correspond with internal working group regarding cooperation agreements (.1).	Foudy, Theresa A.	0.20	340.00
04-Jun-24	Correspond with internal working group regarding plan and order (.8); analyze same (.5).	Lashko, Oksana	1.30	2,145.00
04-Jun-24	Correspond with internal working group regarding cooperation agreement (.3); correspond with D. Mannal and L. Marinuzzi regarding conditions precedent to plan (.2).	Lawrence, J. Alexander	0.50	800.00
04-Jun-24	Participate on call with KDW team regarding plan structuring and tax considerations (.8); call with Kirkland regarding same (.7); analyze legal research regarding tax issues regarding Kirkland proposed plan construct (1.4); call with R. Ferraioli regarding plan and comments (.6); correspond with Province team regarding same (.2); analyze (.4) and comment on (.7) plan modifications.	Mannal, Doug	4.80	9,000.00
04-Jun-24	Analyze updated plan from Kirkland (.8) and comments to same (.7).	Marinuzzi, Lorenzo	1.50	3,000.00
04-Jun-24	Participate on call with KDW team regarding plan structuring and tax considerations (.8); call with Kirkland regarding same (partial) (.4); analyze materials regarding potential trust administrator candidates (.4); analyze revised plan circulated by Kirkland (.5) and related analysis from R. Ferraioli and KDW (.5); draft correspondence to R. Ferraioli (.1) and D. Mannal (.1) regarding Bristol 6 derivative standing updates; correspond with J. Lawrence regarding cooperation agreements (.1).	Smolarski, Darren	2.90	2,885.50

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
05-Jun-24	Analyze revised plan (1.1); call with J. Adams (KDW) regarding plan comments (.2); call with F. Petrie (Kirkland) and E. Swager (Kirkland) regarding plan objections and strategy (.4); correspond with internal working group regarding plan work streams (.3) analyze confirmation objections (1.3); correspond with KDW regarding plan modifications (.3); call with D. Mannal regarding same (.2); conduct and analyze legal research regarding distribution mechanics (.9); revise plan language in connection with same (.6); correspond with internal working group regarding same and related plan comments (.4); correspond with KDW regarding plan comments (.1); analyze same (.6); correspond with D. Smolarski regarding Committee statement regarding confirmation (.2); conduct and analyze legal research regarding U.S. Trustee's objection regarding quarterly fees (.8).	Ferraioli, Raff	7.40	9,620.00
05-Jun-24	Analyze correspondence from internal working group regarding plan provisions and trust agreement.	Lashko, Oksana	0.80	1,320.00
05-Jun-24	Analyze plan in connection with draft cooperation agreement (.2); call (.2) and correspond (.1) with D. Smolarski regarding cooperation agreements; analyze Silberstein (.1) and Horton (.1) declaration.	Lawrence, J. Alexander	0.70	1,120.00
05-Jun-24	Analyze correspondence regarding confirmation order filings.	Levitt, Jamie A.	0.50	937.50
05-Jun-24	Call (.2) and correspond (.3) with L. Marinuzzi regarding trust agreement candidates; call (.2) and correspond (.3) with R. Ferraioli regarding plan modifications; analyze (.6) and comment on (.8) same; draft outline regarding responses to confirmation objections (2.8).	Mannal, Doug	5.20	9,750.00
05-Jun-24	Analyze trust agreement draft (.6); call with D. Mannal regarding trust agreement candidates (.2); analyze draft plan support statement (.4); analyze updated draft of plan (.6).	Marinuzzi, Lorenzo	1.80	3,600.00
05-Jun-24	Analyze (.2) and draft summary of (.1) U.S. Trustee's plan objection; correspond with R. Ferraioli regarding review of confirmation order (.1); correspond with internal working group regarding same and other confirmation work streams (.2).	Russell, Miranda K.	0.60	702.00

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
05-Jun-24	Draft Committee statement in support of confirmation (1.6); correspond with R. Ferraioli regarding same (.1); analyze Bristol 6 motion to seal plan objection (.4) and related letter from Kirkland in connection with derivative standing (.2); analyze confirmation objections from J. Silberstein (.4) and U.S. Trustee (1.4); analyze Careismatic precedent regarding U.S. Trustee's confirmation objection (.4); analyze comments to amended plan from KDW (.5); correspond with R. Ferraioli in connection with same (.1); draft trust administrator candidate materials (.6) and chart (.4) in connection with plan; correspond with D. Mannal and R. Ferraioli in connection with same (.2); call with J. Lawrence regarding cooperation agreements (.2); analyze precedent in connection with same (.3); analyze declaration of T. Grossman (.5) W. Graham (.1) and A. Horton (.4) in support of amended plan.	Smolarski, Darren	7.80	7,761.00
06-Jun-24	Correspond with Province team regarding potential plan settlement and claim (.2); analyze same (.6); analyze plan objections (1.4); conduct and analyze legal research regarding same (.7); call with D. Mannal regarding plan comments (.5); call with E. Swager (Kirkland) regarding plan (.3); correspond with internal working group regarding trustee candidates (.1); analyze trust agreement (.6); call with KDW regarding plan comments (.4); correspond with internal working group regarding potential resolution of plan objection (.1); analyze (1.2) and comment on (1.3) plan; analyze order insert regarding quarterly fee language (.1); conduct and analyze legal research regarding same (.4); correspond with internal working group regarding plan comments (.2).	Ferraioli, Raff	8.10	10,530.00
06-Jun-24	Analyze correspondence regarding plan updates (.1); analyze correspondence regarding draft trust agreement (.1); analyze correspondence regarding objections, comments and amendments to plan (.1); correspond with internal working group regarding particular plan language (.1).	Foudy, Theresa A.	0.40	680.00
06-Jun-24	Analyze correspondence from internal working group regarding plan and order (.4); analyze correspondence regarding trust agreement and related matters (.7); analyze correspondence from internal working group regarding confirmation updates (.5).	Lashko, Oksana	1.60	2,640.00
06-Jun-24	Correspond with D. Smolarski regarding cooperation agreements (.1); correspond with R. Ferraioli regarding plan and revisions to same (.3).	Lawrence, J. Alexander	0.40	640.00
06-Jun-24	Analyze plan revisions (1.4) and Committee settlement correspondence (.2); analyze Bristol 6 settlement terms (1.3) and correspondence regarding same (.2).	Levitt, Jamie A.	3.10	5,812.50
06-Jun-24	Call with R. Ferraioli regarding plan comments (.5); correspond with internal working group regarding treatment under Legacy Trust and Legacy Trust Administrator (.4).	Mannal, Doug	0.90	1,687.50

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
06-Jun-24	Analyze (.2) and revise (.6) updated trust agreement; analyze confirmation order (.5); analyze Grossman declaration (.3).	Marinuzzi, Lorenzo	1.60	3,200.00
06-Jun-24	Correspond with M. Russell regarding strategy for drafting of Committee statement in connection with plan and reply to Silberstein's plan objection.	Murphy, Joseph	0.20	199.00
06-Jun-24	Comment on draft confirmation order (.9); correspond with R. Ferraioli (.1) and KDW team (.1) regarding same; draft insert for Committee statement in support of plan in connection with Silberstein release (1.0).	Russell, Miranda K.	2.10	2,457.00
06-Jun-24	Analyze comments to confirmation order (1.0); analyze supplemental objection (.4) and related declarations of Bristol 6 (.7) to plan confirmation; analyze draft of GUC trust agreement (1.3) and correspondence from KDW team regarding same (.1); analyze H. Stains asset purchase agreement (.2) and Province analysis (.2) regarding ESR stipulation in connection with plan confirmation; analyze Kirkland's revised draft of plan (.7); analyze second supplemental declaration of M. Fagen (Kirkland) in support of confirmation (.2).	Smolarski, Darren	4.80	4,776.00
07-Jun-24	Conduct and analyze legal research regarding plan objections and responses to same (5.9); draft statement regarding plan and confirmation order (4.1); call (1.1) and correspond (.2) with D. Mannal regarding same; analyze statement regarding confirmation (4); analyze revised plan (2.1); call with J. Till (Bristol 6) regarding proposal and status of negotiations with Debtors (4); call with L. Marinuzzi regarding status of plan objections (.4); call with E. Swager (Kirkland) regarding confirmation order and Debtors' resolutions of confirmation objections (.5); analyze (.3) and comment on (.6) inserts for confirmation order regarding same; correspond with internal working group regarding same (.1); call with KDW team regarding U.S. Trustee's objection (4); call with D. Kane (KDW) regarding same (.5); correspond with internal working group regarding same (.2); correspond with KDW regarding plan comments and filing (.1); call with H. Congleton (Province) regarding confirmation objections (.1); call with B. Parlin (Holland and Knight) regarding proposal and status of negotiations with Debtors (.4); analyze confirmation order (.9); call with M. Russell regarding same (.2); call with J. Ben (Tucker Ellis) regarding plan voting (.1); correspond with internal working group regarding plan language (.3).	Ferraioli, Raff	19.30	25,090.00
07-Jun-24	Correspond with R. Ferraioli regarding plan objection settlements (.2); analyze correspondence regarding U.S. Trustee's plan objection (.1); analyze correspondence regarding comments in connection with plan and confirmation order (.2); correspond with internal working group regarding cooperation language (.1).	Foudy, Theresa A.	0.60	1,020.00

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
07-Jun-24	Correspond with R. Ferraioli regarding trust agreement and plan (.5); analyze correspondence from internal working group regarding same (.6); analyze correspondence from internal working group regarding confirmation updates (.8).	Lashko, Oksana	1.90	3,135.00
07-Jun-24	Analyze revisions to plan (.8) and order (.8); analyze correspondence regarding same (.4).	Levitt, Jamie A.	2.00	3,750.00
07-Jun-24	Correspond with L. Marinuzzi regarding selection of trust administrator (.9); analyze legal research regarding possible ethics complaint for solicitation of same (.7); analyze (.3) and comment on (.6) to plan and confirmation order; call (1.1) and correspond (.2) with R. Ferraioli regarding plan and confirmation order; call with KDW team regarding U.S. Trustee objection (.4).	Mannal, Doug	4.20	7,875.00
07-Jun-24	Analyze voting report (.3); analyze updated plan (.3) and markup from lenders (.3); analyze internal comments to plan (.7); call with R. Ferraioli regarding status of plan objections (.4); analyze draft confirmation order (.9); correspond with M. Russell regarding confirmation order and changes (.3); call (.2) and correspond (.2) with potential candidate regarding trust administrator role; correspond with internal working group regarding same (.3).	Marinuzzi, Lorenzo	3.90	7,800.00
07-Jun-24	Analyze Committee draft statement regarding confirmation of plan.	Murphy, Joseph	0.30	298.50
07-Jun-24	Revise confirmation order (1.8); call with R. Ferraioli regarding same (.2); analyze (.1) and comment on (.3) Committee statement in support of confirmation; correspond with internal working group regarding confirmation matters (.1).	Russell, Miranda K.	2.50	2,925.00
07-Jun-24	Correspond with internal working group regarding Committee statement in connection with confirmation (.3); analyze documents in connection with same (.2); analyze U.S. Trustee language regarding quarterly fees in amended plan (.2) and correspondence regarding same (.2); analyze comments circulated by Kirkland to revised plan (.5); revise Committee statement regarding confirmation (.8); correspond with R. Ferraioli regarding same (.2); analyze markup of confirmation order (.2) and Kirkland's revised draft regarding same (.2).	Smolarski, Darren	2.80	2,786.00
08-Jun-24	Analyze (1.2) and revise (1.6) plan; call with KDW team regarding same (.5); call with D. Mannal regarding plan and confirmation order (.1); analyze U.S. Trustee's comments to order (.3); correspond with KDW and internal working group regarding same (.2).	Ferraioli, Raff	3.90	5,070.00
08-Jun-24	Analyze plan comments (.8); call (.1) and draft correspondence (.2) to R. Ferraioli regarding same.	Mannal, Doug	1.10	2,062.50
08-Jun-24	Analyze (.4) and revise (.8) confirmation order; correspond with internal working group regarding same (.1).	Russell, Miranda K.	1.30	1,521.00

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
08-Jun-24	Analyze as-filed voting report (.6), Debtors' confirmation memorandum (1.7), amended plan redline (.3) and confirmation order (.3); analyze amended plan supplement (.7); correspond with Province team regarding impact on Committee members' contracts (.1); analyze comments from E. Swager (Kirkland) regarding plan trust agreement (.4); correspond with internal working group regarding confirmation work in progress (.2).	Smolarski, Darren	4.30	4,278.50
09-Jun-24	Correspond with internal group regarding plan release provisions (.3); analyze (.1) and revise (.2) plan in connection with same; analyze caselaw regarding same (.2).	Daly, Sean	0.80	880.00
09-Jun-24	Analyze (.8) and revise (1.2) plan; calls with D. Mannal regarding plan modifications and confirmation order (7.6); participate on call with E. Swager (Kirkland) regarding plan comments (1.1); analyze (.6) and revise (1.3) confirmation order.	Ferraioli, Raff	12.60	16,380.00
09-Jun-24	Correspond with internal working group regarding plan comments in connection with litigation.	Foudy, Theresa A.	0.10	170.00
09-Jun-24	Correspond with internal working group regarding plan language in connection with litigation.	Lawrence, J. Alexander	0.30	480.00
09-Jun-24	Analyze revisions to plan (.6), confirmation order (.6) and language in plan (.8).	Levitt, Jamie A.	2.00	3,750.00
09-Jun-24	Calls with R. Ferraioli regarding plan modifications and confirmation order (7.6); participate on call with E. Swager (Kirkland) regarding plan comments (1.1); analyze (.8) and comment on (.9) plan and confirmation order.	Mannal, Doug	10.40	19,500.00
09-Jun-24	Analyze Committee statement regarding plan (.4); analyze compromise with U.S. Trustee regarding fees (.4); analyze multiple drafts of confirmation order (.9); analyze plan updates (1.2); correspond with KDW regarding trust agreement changes (.7); analyze plan exhibits (.6) and supplement (.3).	Marinuzzi, Lorenzo	4.50	9,000.00
09-Jun-24	Draft (.1) and revise (.1) language regarding revised plan; analyze Delaware Code regarding same (.1); correspond with internal working group regarding same (.1).	Murphy, Joseph	0.40	398.00
09-Jun-24	Revise confirmation order (1.3); conduct and analyze legal research in connection with same (.3); correspond with internal working group and KDW team regarding same (.4).	Russell, Miranda K.	2.00	2,340.00
09-Jun-24	Conduct and analyze legal research regarding retained causes of action in Third Circuit (.9); draft analysis of same (.3); analyze precedent regarding same (.3); draft plan inserts regarding retained causes of action (.8); correspond with S. Daly regarding same (.1); analyze plan comments circulated by R. Ferraioli (.4) and revised confirmation order (4); analyze U.S. Trustee's objection to confirmation (1.4); draft memorandum regarding U.S. Trustee's quarterly fees argument (.6).	Smolarski, Darren	5.20	5,174.00

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
10-Jun-24	Call with D. Mannal regarding confirmation order (2.1); revise same (.8); analyze revised plan (.4); correspond with internal working group regarding same (.3); call with D. Mannal regarding same (.1); participate on call with E. Swager (Kirkland) regarding order (.1); calls with J. Sponder (U.S. Trustee) (.2) and D. Kane (KDW) (.1) regarding order language; analyze same (.2); correspond with Debtors regarding same (.1); analyze revised order language (.3); revise same (2.1).	Ferraioli, Raff	6.80	8,840.00
10-Jun-24	Correspond with internal working group regarding comments and updates in connection with plan confirmation (.8); comment on argument outline for confirmation (.3).	Foudy, Theresa A.	1.10	1,870.00
10-Jun-24	Analyze revisions to plan (.6) and confirmation order (.4).	Levitt, Jamie A.	1.00	1,875.00
10-Jun-24	Analyze (1.1) and comment on (1.3) confirmation order; call with R. Ferraioli regarding same (2.1); call (.1) and correspond (.1) with GDC team regarding same; participate on call with E. Swager (Kirkland) regarding same (.1); call with R. Ferraioli regarding plan (.1).	Mannal, Doug	4.90	9,187.50
10-Jun-24	Analyze revised draft of trust agreement (.5); analyze plan regarding releases (.3).	Marinuzzi, Lorenzo	0.80	1,600.00
10-Jun-24	Analyze release provisions in confirmation order (.3); correspond with R. Ferraioli and D. Smolarski regarding same (.1).	Russell, Miranda K.	0.40	468.00
10-Jun-24	Draft cooperation agreements in connection with plan (2.0); correspond with internal working group regarding conditions precedent to effective date (.3); analyze (.4) and comment on (.7) draft confirmation order; analyze correspondence from D. Mannal (.1) and R. Ferraioli (.2) regarding confirmation order comments; analyze revised confirmation order ahead of confirmation (.4); analyze further amended plan ahead of confirmation hearing (.3); correspond with internal group regarding excluded party definitions under plan (.2); draft (.1) and analyze (.1) confirmation hearing materials.	Smolarski, Darren	4.80	4,776.00
11-Jun-24	Call with D. Mannal regarding confirmation order (.4); conduct and analyze legal research regarding confirmation order open points and releases (1.3); analyze confirmation order (2.1); analyze legacy trust agreement (2.8).	Ferraioli, Raff	6.60	8,580.00
11-Jun-24	Analyze (.3) and comment on (.2) draft cooperation agreements; analyze correspondence regarding effective date (.1); analyze correspondence regarding comments on confirmation order and gatekeeper provision (.2).	Foudy, Theresa A.	0.80	1,360.00
11-Jun-24	Analyze (.3) and revise (.4) cooperation agreement; correspond with internal working group regarding same (.5).	Lawrence, J. Alexander	1.20	1,920.00

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
11-Jun-24	Call (.4) and correspond (.2) with R. Ferraioli regarding confirmation order; analyze (1.1) and revise (2.1) same; analyze (.2) and comment on (.3) cooperation agreement and legacy trust agreement; correspond with Kirkland regarding additional language to plan and confirmation order (.5).	Mannal, Doug	4.80	9,000.00
11-Jun-24	Analyze revisions to confirmation order (.5); correspond with internal working group regarding same (.1).	Russell, Miranda K.	0.60	702.00
11-Jun-24	Analyze Kirkland's comments to confirmation order (.4); comment on GUC trust agreement (1.8); correspond with R. Ferraioli regarding same (.1); draft cooperation agreements in connection with released parties under plan (1.6); and analyze (1.0) and comment on (1.4) Kirkland draft cooperation agreements; coordinate with A. Lawrence regarding same (.3).	Smolarski, Darren	6.60	6,567.00
12-Jun-24	Participate on call with internal working group regarding open items in advance of emergence (.3); call with D. Mannal regarding confirmation order and open points (.2); call with Kirkland and GDC regarding closing items (.3); analyze legacy trust agreement (.9); correspond with KDW regarding same (.2); correspond with internal working group regarding plan updates (.2); analyze cooperation agreement forms (.8); call with E. Swager (Kirkland) regarding confirmation order and open items (.3); correspond with KDW and internal working group regarding confirmation order (.2); analyze plan language and revisions (.5); analyze (1.4) and revise (.8) confirmation order; correspond with D. Mannal regarding same (.2); correspond with internal working group regarding cooperation agreement comments (.1).	Ferraioli, Raff	6.40	8,320.00
12-Jun-24	Analyze work plan and timeline to emergence correspondence from Kirkland (.1); analyze update from R. Ferraioli regarding open items (.1); analyze (.1) and comment on (.2) revised draft of cooperation agreement; correspond with internal working group regarding same (.1); analyze correspondence regarding confirmation order comments (.1); analyze revised trust agreement (.3); correspond with R. Ferraioli regarding review of same (.1).	Foudy, Theresa A.	1.10	1,870.00
12-Jun-24	Correspond with internal working group regarding cooperation agreements (.3); analyze (.1) and revise (.2) same.	Lawrence, J. Alexander	0.60	960.00
12-Jun-24	Analyze (.1) and comment on (.2) cooperation agreements; analyze (.2) and comment on (.4) plan and confirmation order revisions; call with R. Ferraioli regarding confirmation order and open points (.2); prepare for potential hearing regarding gatekeeper provision in confirmation order (1.9); call with L. Marinuzzi regarding gatekeeper language (.2).	Mannal, Doug	3.20	6,000.00

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
12-Jun-24	Analyze revised gatekeeper language (.5); call with D. Mannal regarding same (.2).	Marinuzzi, Lorenzo	0.70	1,400.00
12-Jun-24	Comment on emergence checklist (.2); correspond with D. Smolarski regarding same (.2); participate on call with internal working group regarding open items in advance of emergence (.3).	Russell, Miranda K.	0.70	819.00
12-Jun-24	Participate on call with internal working group regarding open items in advance of emergence (.3); analyze Kirkland's comments to filed plan (.4); analyze comments from Debtors in connection with GUC trust agreement (.1); correspond with KDW team regarding cooperation agreements (.1); analyze comments to same (.1); revise cooperation agreements (.6); correspond with M. Russell regarding emergence checklist (.2).	Smolarski, Darren	1.80	1,791.00
13-Jun-24	Correspond with internal working group (.1) and Kirkland (.1) regarding confirmation order and plan language; call with D. Mannal regarding same (.4); analyze legal research (.2) and precedent (.2) regarding same; analyze revised plan (.4); analyze revised confirmation order (.3); correspond with KDW regarding same (.2); analyze trust agreement (.3).	Ferraioli, Raff	2.20	2,860.00
13-Jun-24	Analyze correspondence from Debtors' and lenders' counsel regarding revisions to draft confirmation order and plan language.	Foudy, Theresa A.	0.20	340.00
13-Jun-24	Correspond with internal working group regarding trust agreement (.4), confirmation documents (.4) and revisions (.2).	Levitt, Jamie A.	1.00	1,875.00
13-Jun-24	Correspond with Kirkland team and internal working group regarding confirmation order and plan language (.3); call with R. Ferraioli regarding same (.4); analyze plan and confirmation order (1.7).	Mannal, Doug	2.40	4,500.00
13-Jun-24	Analyze revised plan in connection with vesting of retained causes of action inquiry.	Russell, Miranda K.	0.20	234.00
14-Jun-24	Call with D. Mannal regarding open plan related work streams (.1); analyze emergence checklist (.2); revise same (.1).	Ferraioli, Raff	0.40	520.00
14-Jun-24	Analyze correspondence regarding comments to GUC trust agreement and cooperation agreements.	Foudy, Theresa A.	0.10	170.00
14-Jun-24	Correspond with internal working group regarding cooperation agreements.	Lawrence, J. Alexander	0.30	480.00
14-Jun-24	Correspond with internal working group regarding trust agreement and proposed revisions (.7); analyze same (1.0).	Levitt, Jamie A.	1.70	3,187.50
14-Jun-24	Call with R. Ferraioli regarding open plan related work streams (.1); correspond with KDW regarding same (.2); analyze (.1) and comment on (.2) cooperation agreement.	Mannal, Doug	0.60	1,125.00

032888-0000001

THRASIO LLC BANKRUPTCY

Invoice Number: 6339531

Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
14-Jun-24	Analyze GDC's comments to GUC trust agreement (.4); analyze Kirkland's comments to cooperation agreement (.1); correspond with internal working group regarding remaining terms (.2); revise cooperation agreements (.2); draft correspondence to E. Swager (Kirkland) in connection with same (.1).	Smolarski, Darren	1.00	995.00
17-Jun-24	Correspond with D. Mannal regarding effective date open items (.1); analyze same (.2); correspond with KDW (.1) and Kirkland (.1) regarding trust agreement; participate on call with case professionals regarding closing and open items (.1); call with D. Kane (KDW) regarding trust agreement (.2); analyze same (.6); correspond with Kirkland regarding same (.1); analyze correspondence with counsel for lenders and agent regarding trust agreement (.2); analyze plan language in connection with trust mechanics (.4); analyze cooperation agreement form (.3); correspond with D. Smolarski regarding post-effective date closing wires (.1).	Ferraioli, Raff	2.50	3,250.00
17-Jun-24	Analyze correspondence regarding funds flow memorandum (.1); analyze correspondence regarding drafts of trust and cooperation agreements (.1).	Foudy, Theresa A.	0.20	340.00
17-Jun-24	Prepare for (.4) and participate on (.1) call with case professionals regarding closing and open items; analyze comments regarding legacy trust agreement (.3); correspond with R. Ferraioli regarding same (.2).	Mannal, Doug	1.00	1,875.00
17-Jun-24	Analyze closing items (.4); analyze status of trust agreement and comments from lenders (.7); correspond with META regarding GUC trust agreement (.4).	Marinuzzi, Lorenzo	1.50	3,000.00
17-Jun-24	Participate on call with case professionals regarding closing and open items (.1); comment on emergence checklist (.2).	Russell, Miranda K.	0.30	351.00
17-Jun-24	Analyze comments from GDC to GUC trust agreement (.3); participate on call with case professionals regarding closing and open items (.1); analyze emergence funds flow memorandum circulated by Kirkland team (.2); correspond with Kirkland team regarding cooperation agreements (.2).	Smolarski, Darren	0.80	796.00
18-Jun-24	Call with D. Mannal regarding status of open items (.1); correspond with KDW regarding same (.1); participate on call with Kirkland and GDC regarding closing (.5); analyze status of open items (.1); analyze trust agreement (.2); analyze update for Committee regarding effective date (.1).	Ferraioli, Raff	1.10	1,430.00
18-Jun-24	Analyze correspondence regarding serving cooperation agreements to counter parties.	Foudy, Theresa A.	0.10	170.00
18-Jun-24	Correspond with internal working group (.3) and counsel for cooperating party (.3) regarding cooperation agreement.	Lawrence, J. Alexander	0.60	960.00

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
18-Jun-24	Participate on call with Kirkland and GDC regarding closing (.5); call with R. Ferraioli regarding status of open items (.1); analyze comments regarding legacy trust agreement (.8); correspond with R. Ferraioli regarding same (.4).	Mannal, Doug	1.80	3,375.00
18-Jun-24	Analyze open items for closing (.5); participate on call with Kirkland and GDC regarding closing (.5); analyze status of trust agreement (.4) and cooperation agreements (.3).	Marinuzzi, Lorenzo	1.70	3,400.00
18-Jun-24	Correspond with A. Lawrence (.2) and counsel for cooperating party (.1) regarding cooperation agreements.	Smolarski, Darren	0.30	298.50
Total: 017 Plan and Disclosure Statement			257.10	373,719.00
021 Tax				
03-Jun-24	Prepare for (.1) and participate on (.7) call with KDW team regarding GUC trust agreement and alternative structures; analyze Kirkland structure regarding Debtors' retain interest in GUC trust agreement (1.2).	Erbeznik, Katherine	2.00	2,800.00
03-Jun-24	Participate on call with KDW team regarding GUC trust agreement and alternative structures.	Ferraioli, Raff	0.70	910.00
03-Jun-24	Analyze correspondence regarding tax issues.	Foudy, Theresa A.	0.10	170.00
03-Jun-24	Prepare for (.4) and participate on (.7) call with KDW team regarding GUC trust agreement and alternative structures.	Mannal, Doug	1.10	2,062.50
03-Jun-24	Participate on call with KDW team regarding GUC trust agreement and alternative structures.	Smolarski, Darren	0.70	696.50
04-Jun-24	Analyze structure (.6) and plan statements (.2) regarding litigation trust.	Erbeznik, Katherine	0.80	1,120.00
05-Jun-24	Analyze tax matters regarding trust structure.	Marinuzzi, Lorenzo	0.50	1,000.00
07-Jun-24	Analyze changes to tax section of plan.	Erbeznik, Katherine	0.20	280.00
11-Jun-24	Analyze changes to tax section of plan.	Erbeznik, Katherine	0.30	420.00
11-Jun-24	Analyze confirmation order for tax provisions (.2); correspond with K. Erbeznik regarding analysis of same (.1).	Smolarski, Darren	0.30	298.50
Total: 021 Tax			6.70	9,757.50
024 Hearings				
10-Jun-24	Prepare for (.4) and attend (1.3) confirmation hearing (telephonically).	Daly, Sean	1.70	1,870.00
10-Jun-24	Prepare for (.2) and attend (1.3) confirmation hearing (telephonically).	Ferraioli, Raff	1.50	1,950.00
10-Jun-24	Attend confirmation hearing (telephonically).	Foudy, Theresa A.	1.30	2,210.00
10-Jun-24	Attend confirmation hearing (telephonically) (1.3); analyze correspondence from internal working group regarding same (.8).	Lashko, Oksana	2.10	3,465.00
10-Jun-24	Attend confirmation hearing (1.3); analyze correspondence from internal working group regarding same (.2).	Levitt, Jamie A.	1.50	2,812.50

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
10-Jun-24	Prepare for (2.2) and attend (1.3) confirmation hearing (telephonically).	Mannal, Doug	3.50	6,562.50
10-Jun-24	Attend confirmation hearing (partial) (telephonically).	Marinuzzi, Lorenzo	0.80	1,600.00
10-Jun-24	Attend confirmation hearing (telephonically).	Russell, Miranda K.	1.30	1,521.00
10-Jun-24	Prepare for (.5) and attend (1.3) confirmation hearing (telephonically).	Smolarski, Darren	1.80	1,791.00
Total: 024 Hearings			15.50	23,782.00
029 Other Motions/Applications				
05-Jun-24	Analyze stipulation regarding ESR (.2); correspond with Province team regarding same (.1); analyze correspondence regarding GXO (.2).	Ferraioli, Raff	0.50	650.00
05-Jun-24	Analyze GXO settlement.	Marinuzzi, Lorenzo	0.60	1,200.00
05-Jun-24	Analyze (.6) and draft (.9) stipulation between GXO and Debtors; correspond with internal working group regarding same (.4).	Murphy, Joseph	1.90	1,890.50
05-Jun-24	Analyze summary from J. Murphy regarding GXO stipulation and related documents (.2); analyze Province's analysis of ESR stipulation (.1); draft same (.2).	Smolarski, Darren	0.50	497.50
06-Jun-24	Call with L. Marinuzzi regarding GXO stipulation (.4); analyze update regarding same (.3).	Ferraioli, Raff	0.70	910.00
06-Jun-24	Analyze summary of GXO settlement stipulation (.1); analyze correspondence regarding Bristol 6 settlement proposal (.1); correspond with internal working group regarding proposed settlement with ESR (.1).	Foudy, Theresa A.	0.30	510.00
06-Jun-24	Analyze Bristol 6 settlement proposal (.1); analyze GXO settlement stipulation (.1).	Mannal, Doug	0.20	375.00
06-Jun-24	Analyze proposed settlement regarding Bristol 6 claim (.5); analyze GXO settlement stipulation (.6); call with R. Ferraioli regarding same (.4); analyze latest estimate regarding claims pool (.4).	Marinuzzi, Lorenzo	1.90	3,800.00
06-Jun-24	Revise memorandum analysis of GXO settlement stipulation (.2); correspond with internal working group regarding same (.1).	Murphy, Joseph	0.30	298.50
Total: 029 Other Motions/Applications			6.90	10,131.50
031 Insurance				
10-Jun-24	Correspond with lenders and KDW team regarding insurance and indemnity (.5); analyze insurance agreements and successorship (.6).	Marinuzzi, Lorenzo	1.10	2,200.00
Total: 031 Insurance			1.10	2,200.00
032 Time Entry Review				
04-Jun-24	Analyze March time entries for compliance with U.S. Trustee's guidelines.	Smolarski, Darren	0.90	895.50
06-Jun-24	Analyze March time entries for compliance with U.S. Trustee's guidelines.	Smolarski, Darren	1.10	1,094.50

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
10-Jun-24	Analyze March time entries for compliance with U.S. Trustee's guidelines.	Russell, Miranda K.	1.30	1,521.00
10-Jun-24	Analyze March time entries for compliance with U.S. Trustee's guidelines.	Smolarski, Darren	1.20	1,194.00
11-Jun-24	Analyze March time entries for compliance with the U.S. Trustee's guidelines.	Russell, Miranda K.	0.60	702.00
11-Jun-24	Analyze March time entries for compliance with U.S. Trustee's guidelines.	Smolarski, Darren	1.00	995.00
12-Jun-24	Analyze March time entries for compliance with U.S. Trustee's guidelines.	Smolarski, Darren	1.00	995.00
17-Jun-24	Analyze March time entries for compliance with U.S. Trustee's guidelines.	Smolarski, Darren	4.40	4,378.00
Total: 032 Time Entry Review			11.50	11,775.00
036 Claims Investigation (Non-Challenge)				
04-Jun-24	Participate on call with internal working group regarding release analysis.	Miller, Laura Linda	0.30	234.00
04-Jun-24	Participate on call with internal working group regarding release analysis.	Murphy, Joseph	0.30	298.50
04-Jun-24	Participate on call with internal working group regarding release analysis (.3); analyze same (2.0).	Patel, Kavisha	2.30	1,794.00
04-Jun-24	Prepare for (.3) and participate on (.3) call with internal working group regarding release analysis.	Russell, Miranda K.	0.60	702.00
05-Jun-24	Analyze documents regarding release agreements.	Miller, Laura Linda	0.80	624.00
05-Jun-24	Draft analysis regarding avoidance of release of claims (.4); analyze Province's insolvency analysis in connection with same (.2); correspond with internal working group regarding analysis of excluded officer claim releases (.2); analyze underlying release agreements (.7); further draft analysis of Silberstein resignation (.2) and release agreement (.2); analyze documents regarding same (.2); conduct and analyze legal research regarding Third Circuit precedent in connection with avoidance of release of claims as constructive fraudulent transfer (.7); conduct and analyze legal research regarding rejection of contracts regarding claims and related Third Circuit precedent (.9).	Murphy, Joseph	3.70	3,681.50
05-Jun-24	Further revise relevant release analysis summaries.	Patel, Kavisha	1.20	936.00
06-Jun-24	Analyze drafts regarding analysis of release agreements (.2); correspond with internal working group regarding same (.1).	Miller, Laura Linda	0.30	234.00

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Date	Services	Timekeeper	Hours	Value
06-Jun-24	Draft analysis regarding Silberstein release (.2); analyze K. Patel's draft analysis of Cashman resignation and release agreement (.1); further conduct and analyze legal research regarding release of claims as fraudulent transfer (1.5); correspond with internal working group regarding analysis of release agreements (.5); conduct and analyze legal research regarding enforceability of release of claims (.5); further draft analysis of Silberstein release agreement (1.1); conduct diligence regarding agreement from Company's stockholders (.3); analyze related release agreement (.4); further draft memorandum regarding precedent for avoidance of release of claims as constructive fraudulent transfer (.3); analyze disinterested directors investigation report in connection with same (.2).	Murphy, Joseph	5.10	5,074.50
06-Jun-24	Draft release analysis (.6); correspond with internal working group regarding same (.2); analyze (.4) and revise (.2) same in connection with related comments.	Patel, Kavisha	1.40	1,092.00
06-Jun-24	Conduct and analyze legal research regarding avoiding release for fraud (.4); correspond with internal working group regarding same (.2); analyze (.4) and comment on (.3) summaries of Cashman and Silberstein releases; correspond with internal working group regarding same (.1).	Russell, Miranda K.	1.40	1,638.00
07-Jun-24	Correspond with internal working group regarding releases and separation agreements.	Lawrence, J. Alexander	0.70	1,120.00
07-Jun-24	Conduct and analyze legal research regarding release agreements (1.4); correspond with J. Lawrence regarding same (.1).	Miller, Laura Linda	1.50	1,170.00
07-Jun-24	Analyze M. Russell's comments to draft Silberstein release analysis (.2); further draft (.2) and finalize (.4) Silberstein release analysis; correspond with internal working group regarding same and language in Committee statement regarding confirmation of plan (.2); analyze Silberstein release regarding same (.3).	Murphy, Joseph	1.30	1,293.50
07-Jun-24	Compile release summaries (.2) and related legal research (.1); conduct and analyze legal research regarding outstanding release inquiry (.4).	Patel, Kavisha	0.70	546.00
07-Jun-24	Correspond with internal working group regarding Silberstein release analysis.	Russell, Miranda K.	0.30	351.00
10-Jun-24	Conduct and analyze legal research regarding releases.	Patel, Kavisha	2.10	1,638.00
11-Jun-24	Analyze new secondary source regarding certain causes of action.	Daly, Sean	0.30	330.00
13-Jun-24	Correspond with M. Russell and D. Smolarski regarding investigation targets.	Ferraioli, Raff	0.10	130.00
18-Jun-24	Draft summary of breach of fiduciary duty research (1.4); analyze caselaw in connection with same (.8).	Daly, Sean	2.20	2,420.00
Total: 036 Claims Investigation (Non-Challenge)			26.60	25,307.00

032888-0000001
THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
Invoice Date: July 26, 2024

Client Accommodation - Time Entry Review

	(11,775.00)
Current Fees	\$493,933.50

032888-0000001
 THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
 Invoice Date: July 26, 2024

Timekeeper Summary

No.	Timekeeper	Hours	Rate	Value
14116	Marinuzzi, Lorenzo	26.60	2,000.00	53,200.00
04458	Levitt, Jamie A.	12.80	1,875.00	24,000.00
26707	Mannal, Doug	58.60	1,875.00	109,875.00
24614	Foudy, Theresa A.	8.90	1,700.00	15,130.00
26669	Lashko, Oksana	9.40	1,650.00	15,510.00
07476	Lawrence, J. Alexander	5.30	1,600.00	8,480.00
23883	Erbeznik, Katherine	3.30	1,400.00	4,620.00
23516	Ahern, Michael G.	0.20	1,280.00	256.00
23754	Russell, Miranda K.	20.00	1,170.00	23,400.00
25753	Daly, Sean	6.80	1,100.00	7,480.00
26524	Murphy, Joseph	21.90	995.00	21,790.50
25856	Smolarski, Darren	73.20	995.00	72,834.00
25542	Miller, Laura Linda	2.90	780.00	2,262.00
24822	Patel, Kavisha	7.70	780.00	6,006.00
22181	Ferraioli, Raff	106.80	1,300.00	138,840.00
24865	Perdon, Charmaine	0.40	500.00	200.00
25778	Zhu, Jude	5.00	365.00	1,825.00
	Client Accommodation - Time Entry Review			(11,775.00)
		Total	369.80	\$493,933.50

Task Code Summary

Task Code	Description	Hours	Value
002	Asset Disposition	0.10	99.50
005	Budgeting (Case)	0.20	199.00
007	Case Administration	17.40	16,973.00
008	Claims Administration and Objections	7.10	7,400.00
011	Employment and Fee Applications	6.50	6,974.00
015	Meetings and Communications with Creditors	13.10	17,391.00
017	Plan and Disclosure Statement	257.10	373,719.00
021	Tax	6.70	9,757.50
024	Hearings	15.50	23,782.00
029	Other Motions/Applications	6.90	10,131.50
031	Insurance	1.10	2,200.00
032	Time Entry Review	11.50	11,775.00
036	Claims Investigation (Non-Challenge)	26.60	25,307.00
	Client Accommodation - Time Entry Review		(11,775.00)
		Total	369.80 \$493,933.50

032888-0000001
THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
Invoice Date: July 26, 2024

Disbursement Detail

Date	Description	Value
29-May-24	Court Filing Service, Court Solutions, J. LEVITT	50.00
30-May-24	Delivery Fees, Deluxe Delivery Systems, W2072788 The Austin 130 West 79th Street, New York, Morrison Foerster 250 West 55th Street, New York, NY	51.22
14-Jun-24	Ediscovery, Epiq Managed Services, May 2024	15,696.75
	Total	\$15,797.97

032888-0000001
THRASIO LLC BANKRUPTCY

Invoice Number: 6339531
Invoice Date: July 26, 2024

Prior Open Invoices

For your convenience, we have listed below previous invoices on this matter that remain outstanding at this time according to our records. If you have already submitted payment, we appreciate your promptness. Should you note any discrepancies or if we can provide additional assistance, please call our Client Accounting team at (415) 268-6446 or (866) 314-5320.

Date	Invoice Number	Currency	Original Invoice Amount	Payments Applied	Amount Outstanding
12-Jun-24	6326978	USD	916,539.64	(735,607.74)	180,931.90
			Total Prior Open Invoices		\$180,931.90

AUSTIN, BEIJING, BERLIN, BOSTON,
BRUSSELS, DENVER, HONG KONG,
LONDON, LOS ANGELES, MIAMI,
NEW YORK, PALO ALTO, SAN DIEGO,
SAN FRANCISCO, SHANGHAI,
SINGAPORE, TOKYO, WASHINGTON, D.C.

INVOICE

TELEPHONE: 01 415.268.7000
FACSIMILE: 01 415.268.7522

WWW.MOFO.COM

Thrasio Holdings, Inc.
85 West Street, 3rd Floor
Walpole, MA 02081

Taxpayer ID #: [REDACTED]
Invoice Number: 6339531
Invoice Date: July 26, 2024

Client/Matter Number: 032888-0000001
Billing Atty: LORENZO MARINUZZI

Matter Name: THRASIO LLC BANKRUPTCY

REMITTANCE ADVICE

For Professional Services Rendered and Disbursements Incurred through June 18, 2024

	<u>US Dollar</u>
Current Fees	505,708.50
Client Accommodation - Time Entry Review	(11,775.00)
Net Fees	<u>493,933.50</u>
Current Disbursements	15,797.97
INVOICE TOTAL	<u><u>509,731.47</u></u>

Payment may be made by Electronic Funds transfer to the account of Morrison & Foerster LLP

[REDACTED]

[REDACTED]

[REDACTED]