

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY FEE APPLICATION COVER SHEET
FOR THE PERIOD JUNE 1, 2024 THROUGH JUNE 13, 2024

In re Thrasio Holdings, Inc., *et al.*

Applicant: Kirkland & Ellis LLP and
Kirkland & Ellis International LLP

Case No. 24-11840 (CMG)

Client: Debtor and Debtor in Possession

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.

/s/ Matthew C. Fagen August 1, 2024
MATTHEW C. FAGEN Date



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SECTION I FEE SUMMARY

First Interim Fee Application Covering the Period
June 1, 2024 through June 13, 2024:
(the "Compensation Period")

FEE TOTALS	\$1,680,080.00
EXPENSE TOTALS	\$38,307.85
TOTAL FEE APPLICATION	\$1,718,387.85

	<u>FEES</u>	<u>EXPENSES</u>
TOTAL PREVIOUS FEES REQUESTED:	\$8,680,839.50	\$578,660.04
TOTAL FEES ALLOWED TO DATE:	\$0	\$0
TOTAL RETAINER REMAINING:	\$2,119,049.73	\$0
TOTAL HOLDBACK (IF APPLICABLE):	\$1,736,167.90	\$0
TOTAL RECEIVED BY APPLICANT:	\$6,944,671.60	\$578,660.04

**SECTION II
SUMMARY OF SERVICES**

**SUMMARY OF PROFESSIONALS' TIME DURING COMPENSATION PERIOD OF
JUNE 1, 2024 THROUGH AND INCLUDING JUNE 13, 2024**

Name of Professional	Title	Department	Year Admitted	Rate	Hours	Fee
Anthony Abate	Associate	Restructuring	2023	815.00	23.20	\$18,908.00
Matt Advani	Associate	Taxation	2023	845.00	14.60	\$12,337.00
Marcela Barba	Associate	Corporate - Capital Markets	2020	1,345.00	44.60	\$59,987.00
Alex Bledsoe	Associate	Corporate - Debt Finance	2022	975.00	39.10	\$38,122.50
Keegan A. Bobholz	Associate	Corporate - Debt Finance	2019	1,345.00	44.20	\$59,449.00
Tiffani Chanroo	Associate	Restructuring	2021	1,265.00	11.80	\$14,927.00
Kayla Davis	Associate	ECEB - Labor/Employment	2016	1,395.00	1.20	\$1,674.00
Trevor Eck	Associate	Restructuring	2023	975.00	27.90	\$27,202.50
Megan C. Feeney	Associate	Restructuring	2023	975.00	45.00	\$43,875.00
Kristin Hoo	Associate	Corporate - Debt Finance	2020	1,265.00	16.60	\$20,999.00
Maggie Houseknecht	Associate	Litigation - General	2018	1,235.00	25.50	\$31,492.50
James B. Kelly	Associate	Corporate - Debt Finance	2018	1,395.00	8.90	\$12,415.50
TJ Leahy	Associate	Litigation - General	2019	1,235.00	11.10	\$13,708.50
Michael David Lehavi	Associate	Litigation - General	2023	785.00	32.70	\$25,669.50
Austin Maffei	Associate	Litigation - General	2021	925.00	1.50	\$1,387.50
Jamie McLennan	Associate	Restructuring	2024	815.00	1.50	\$1,222.50
Makala McNeil	Associate	Litigation - General	2023	975.00	8.00	\$7,800.00
Humza Moinuddin	Associate	Restructuring	2024	815.00	21.50	\$17,522.50
Matthew Mutino	Associate	ECEB - Executive Compensation	2016	975.00	11.40	\$11,115.00
Brendan Nashelsky	Associate	Restructuring	2023	975.00	42.40	\$41,340.00

Jessica Nunez	Associate	Litigation - General	2023	785.00	14.50	\$11,382.50
Nick Salinaro	Associate	Corporate - General	2023	815.00	11.30	\$9,209.50
Noah Spector	Associate	Litigation - General	2021	1,075.00	35.50	\$38,162.50
Charlie Steinmetz	Associate	Restructuring	2024	815.00	15.50	\$12,632.50
Alex Stephenson	Associate	Taxation	2022	995.00	8.60	\$8,557.00
Evan Swager	Associate	Restructuring	2020	1,345.00	110.10	\$148,084.50
Trent Tucker	Associate	Corporate - General	2023	815.00	6.80	\$5,542.00
Daniel Wachenfeld	Associate	Restructuring	2024	815.00	71.20	\$58,028.00
Matt Waldrep	Associate	Restructuring	2021	975.00	67.00	\$65,325.00
Andy White	Associate	Technology & IP Transactions	2022	975.00	7.50	\$7,312.50
Mary Catherine Young	Associate	Restructuring	2023	975.00	75.70	\$73,807.50
Bill Arnault, P.C.	Partner	Litigation - General	2009	1,790.00	74.80	\$133,892.00
Christopher Costello	Partner	Litigation - General	2005	1,495.00	0.50	\$747.50
Matthew C. Fagen, P.C.	Partner	Restructuring	2014	1,685.00	32.60	\$54,931.00
Susan D. Golden	Partner	Restructuring	1988	1,600.00	0.90	\$1,440.00
Sarah Goodwin	Partner	Corporate - Debt Finance	2013	1,575.00	4.80	\$7,560.00
Josh Greenblatt, P.C.	Partner	Litigation - General	2002	2,065.00	8.60	\$17,759.00
Erik Hepler	Partner	Corporate - Debt Finance	1990	2,115.00	1.00	\$2,115.00
Shan A. Khan	Partner	Corporate - Debt Finance	2015	1,575.00	20.40	\$32,130.00
Mary Kogut, P.C.	Partner	Corporate - Debt Finance	2010	2,115.00	0.30	\$634.50
Drew Maliniak	Partner	Corporate - Capital Markets	2019	1,575.00	60.90	\$95,917.50
Francis Petrie	Partner	Restructuring	2017	1,595.00	66.80	\$106,546.00
Evangelia Podaras	Partner	ECEB - Labor/Employment	2016	1,575.00	0.60	\$945.00
Scott D. Price, P.C.	Partner	ECEB - Executive Compensation	1998	2,245.00	4.00	\$8,980.00
William T. Pruitt	Partner	Litigation - General	2004	1,695.00	1.50	\$2,542.50

Anup Sathy, P.C.	Partner	Restructuring	1995	2,305.00	30.00	\$69,150.00
Jason R. Serlenga, P.C.	Partner	Corporate - Debt Finance	2006	2,115.00	0.30	\$634.50
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	1,895.00	2.60	\$4,927.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	1,820.00	0.70	\$1,274.00
Wayne E. Williams	Partner	Corporate - Capital Markets	2006	1,995.00	23.20	\$46,284.00
Benjamin Woodring	Partner	Litigation - General	2017	1,365.00	108.00	\$147,420.00
Christopher J. Worek	Partner	Taxation	2015	1,665.00	6.90	\$11,488.50
Paul Zier	Partner	Corporate - Investment Funds	2000	2,115.00	4.90	\$10,363.50
TOTAL					1,310.70	\$1,656,879.50

Name of Paraprofessional	Title	Department	Rate	Hours	Fee
Alec Sinek	Junior Paralegal	Corporate - M&A/Private Equity	325.00	5.20	\$1,690.00
Danielle Walker	Junior Paralegal	Restructuring	355.00	2.40	\$852.00
Tanzila Zomo	Junior Paralegal	Restructuring	355.00	1.00	\$355.00
Uzo Dike	Paralegal	Litigation - General	625.00	16.10	\$10,062.50
Amy Donahue	Paralegal	Restructuring	525.00	0.30	\$157.50
Michelle Hendrickson	Paralegal	Corporate - M&A/Private Equity	525.00	2.00	\$1,050.00
Kellie Keeling	Paralegal	Corporate - M&A/Private Equity	525.00	0.20	\$105.00
Victoria T. McDevitt	Paralegal	Corporate - Investment Funds	435.00	1.40	\$609.00
Carrie Rosenburg	Paralegal	Technology & IP Transactions	525.00	4.50	\$2,362.50
Laura Saal	Paralegal	Restructuring	625.00	2.10	\$1,312.50
Mike Li	Support Staff	Litigation & Practice Tech	515.00	1.50	\$772.50
James McIntyre	Support Staff	Litigation - General	515.00	5.50	\$2,832.50
John Sorrentino	Support Staff	Technology Support	495.00	2.10	\$1,039.50
TOTAL				44.30	\$23,200.50

HOURS BY CATEGORY
JUNE 1, 2024 – JUNE 13, 2024

Matter Number	Project Category	Total Hours	Fee
3	Adversary Proceeding & Contested Matters	276.00	\$335,638.00
4	Automatic Stay Matters	3.50	\$3,415.50
5	Business Operations	2.20	\$2,269.00
6	Case Administration	19.90	\$18,252.50
7	DIP Financing and Cash Management	194.50	\$222,903.50
8	Customer and Vendor Matters	28.40	\$33,943.00
11	Use, Sale, and Disposition of Property	1.70	\$1,657.50
12	Corp., Governance, & Securities Matters	140.50	\$219,498.00
13	Employee Matters	17.50	\$22,958.50
14	Executory Contracts and Unexpired Leases	2.90	\$3,433.50
15	SOFAs and Schedules	5.10	\$5,535.00
16	Hearings	30.80	\$39,592.50
17	Insurance and Surety Matters	1.50	\$2,542.50
18	Disclosure Statement, Plan, Confirmation	504.60	\$639,970.00
19	K&E Retention and Fee Matters	59.90	\$51,576.50
20	Non-K&E Retention and Fee Matters	10.60	\$9,899.00
21	Tax Matters	32.70	\$37,309.50
24	Non-Working Travel	22.70	\$29,686.00
	Total	1,355.00	\$1,680,080.00

**SECTION III
SUMMARY OF EXPENSES**

**SUMMARY OF EXPENSES DURING COMPENSATION PERIOD OF
JUNE 1, 2024 THROUGH AND INCLUDING JUNE 13, 2024**

Expenses	Amount
Third Party Telephone Charges	\$16.00
Standard Copies or Prints	\$87.40
Color Copies or Prints	\$106.70
Outside Messenger Services	\$48.26
Local Transportation	\$346.52
Travel Expense	\$2,337.44
Airfare	\$1,084.82
Transportation to/from airport	\$950.50
Travel Meals	\$345.90
Court Reporter Fee/Deposition	\$745.00
Working Meals/K&E Only	\$50.00
Catering Expenses	\$1,590.00
Outside Retrieval Service	\$23,267.78
Westlaw Research	\$2,065.95
LexisNexis Research	\$3,571.05
Overtime Transportation	\$977.11
Overtime Meals - Attorney	\$673.92
Document Services Overtime	\$0.00
Computer Database Research - Soft	\$43.50
EXPENSES TOTAL	\$38,307.85

**SECTION IV
CASE HISTORY**

- (1) Date case filed: February 28, 2024
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: May 16, 2024, effective as of February 28, 2024. See **Exhibit A**.
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:¹
 - (a) The Applicant negotiated, drafted, reviewed, revised, and entered into stipulations to resolve disputes with certain vendors.
 - (b) The Applicant participated in the June 10, 2024 confirmation hearing and obtained court approval confirming the Debtors' Plan.
 - (c) The Applicant assisted the Debtors in responding to discovery requests and preparing for depositions and potential cross examination.
 - (d) The Applicant negotiated, drafted, reviewed, revised, and filed various confirmation documents, including the confirmation order, the reply brief in support of confirmation, and various declarations.
 - (e) The Applicant negotiated with multiple counterparties in connection with resolution of formal and informal objections to confirmation of the Plan.
 - (f) The Applicant monitored and facilitated the filing of the Debtors' monthly operating reports.
 - (g) The Applicant fielded various requests from the Debtors' landlords and contract counterparties and negotiated associated contract and lease issues.
 - (h) The Applicant tended to other matters concerning administration of the chapter 11 cases.

¹ The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed. All capitalized terms used, but not otherwise defined herein shall have the meanings ascribed to them in the *First Amended Joint Plan of Reorganization of Thrasio Holdings, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Further Technical Modifications)* [Docket No. 1112] (the "Plan").

- (i) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.²
- (5) Anticipated distribution to creditors:
 - (a) Administration expense: Paid in full.
 - (b) Secured creditors: To be paid in accordance with the Plan.
 - (c) Priority creditors: To be paid in accordance with the Plan.
 - (d) General unsecured creditors: To be paid in accordance with the Plan.
- (6) Final disposition of case and percentage of dividend paid to creditors: This is the fourth monthly fee statement. Distributions to creditors will be made in accordance with the Plan.

² The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

Exhibit A

Retention Order



Order Filed on May 16, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

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

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY
In re:
THRASIO HOLDINGS, INC., <i>et al.</i> ,
Debtors. ¹

Chapter 11
Case No. 24-11840 (CMG)
(Jointly Administered)

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF FEBRUARY 28, 2024**

The relief set forth on the following pages, numbered three (3) through nine (9), is
ORDERED.

DATED: May 16, 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.



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

**KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP**

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Proposed Co-Counsel to the Debtors and Debtors in Possession

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Debtors: THRASIO HOLDINGS, INC., *et al.*
Case No. 24-11840 (CMG)
Caption of Order: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF FEBRUARY 28, 2024

Upon the application (the “Application”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (the “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Matthew C. Fagen, the president of Matthew C. Fagen, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Fagen Declaration”), and the declaration of Josh Burke, the Chief Financial Officer of Thrasio Holdings, Inc. (the “Burke Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Fagen Declaration that (a) Kirkland does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the Debtors

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

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

Case No. 24-11840 (CMG)

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provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**, except as modified herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
 - b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
 - c. attending meetings and negotiating with representatives of creditors and other parties in interest;
 - d. taking all necessary actions to protect and preserve the Debtors’ estates, including prosecuting actions on the Debtors’ behalf, defending any action

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commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;

- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to 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*

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

Case No. 24-11840 (CMG)

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Larger Chapter 11 Cases Effective as of November 1, 2013, both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition special purpose retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to reserve and apply amounts from the prepetition special purpose retainer that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance special purpose retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance special purpose retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, Kirkland shall bill in one-tenth of an hour increments.

7. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the

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reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

8. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

9. Kirkland shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth 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.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland 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 Bankruptcy Code section 504.

11. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Cole Schotz P.C. and any

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additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use reasonable efforts to avoid duplication of services provided by any of the Debtors' other professionals in these chapter 11 cases.

12. If the Court denies the redaction of certain personally identifiable information included in the Application pursuant to the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) File a Consolidated List of the Debtors' 30 Largest Unsecured Creditors, (B) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, and (C) Redact Certain Personally Identifiable Information, (II) Approving the Form and Manner of Notifying Creditors of the Commencement of the Chapter 11 Cases and Other Information, and (III) Waiving the Requirement to File a List of Equity Security Holders* [Docket No. 14], or such motion, or any such portion of such motion relating to personally identifiable information, is withdrawn or the relief requested is moot, Kirkland will, within fourteen (14) days of such denial, withdrawal or other resolution, and through a supplemental declaration, disclose the identities of all parties in interest listed as confidential that were redacted in the Application.

13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. 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.

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15. To the extent the Application, the Fagen Declaration, the Burke Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

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

18. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

Anup Sathy, P.C.
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Chicago, IL 60654
United States

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June 20, 2023

Michael Fahey
Thrasio Holdings, Inc.
85 West St., Ste. 34
Walpole, MA 02052

Re: Retention to Provide Legal Services

Dear Mr. Fahey,

We are very pleased that you have asked us to represent Thrasio Holdings, Inc. and only those wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with the evaluation of strategic alternatives. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

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secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$300,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

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Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

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therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

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Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client. The Firm notes that the Firm currently represents or has represented Silver Lake Partners, L.P., Advent International Corporation, or each of the foregoing entities' affiliates (collectively, the "Interested Parties") and will continue to do so in such unrelated matters. Because Client is engaged in activities (and may in the future engage in additional activities) in which Client's interests may diverge from those of the Interested Parties or the Firm's other clients, the possibility exists that the Interested Parties or one of the Firm's clients may take positions adverse to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent,

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subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing

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employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm in responding to document subpoenas, and preparing for and testifying at depositions and trials.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way

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of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *


KIRKLAND & ELLIS LLP

June 20, 2023
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Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

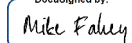
Very truly yours,

KIRKLAND & ELLIS LLP

By:  _____
Printed Name: Anup Sathy
Title: Partner

Agreed and accepted this 20th of June, 2023

Thrasio Holdings, Inc.

By:  _____
Name: Mike Fahey
Title: General Counsel

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ADDENDUM: List of Client Subsidiaries

Thrasio, LLC

Thrasio Intermediate Sub, LLC

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2023

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls, conference calls, videoconferences or faxes made from K&E LLP's offices.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third-party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Tax Filings:** Clients will be charged a fixed fee for certain tax filings. Our standard charge is \$400 per Form 8832 election; \$250 per Form 83(b) election for the first 20 forms, \$100 per form for any additional forms; \$1,000 each for Form SS-4 (Foreign); \$100 each for Form SS-4 (Domestic); and \$75 for each FIRPTA certificate.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit B

Invoice

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010192964
Client Matter: 55160-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 335,638.00

Total legal services rendered

\$ 335,638.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault, P.C.	47.80	1,790.00	85,562.00
Christopher Costello	0.50	1,495.00	747.50
Uzo Dike	12.60	625.00	7,875.00
Trevor Eck	0.50	975.00	487.50
Maggie Houseknecht	23.60	1,235.00	29,146.00
TJ Leahy	5.30	1,235.00	6,545.50
Michael David Lehavi	32.40	785.00	25,434.00
Mike Li	1.50	515.00	772.50
Austin Maffei	1.50	925.00	1,387.50
James McIntyre	5.50	515.00	2,832.50
Makala McNeil	8.00	975.00	7,800.00
Brendan Nashelsky	5.80	975.00	5,655.00
Jessica Nunez	13.60	785.00	10,676.00
Noah Spector	32.80	1,075.00	35,260.00
Evan Swager	1.10	1,345.00	1,479.50
Benjamin Woodring	83.50	1,365.00	113,977.50
TOTALS	276.00		\$ 335,638.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/24	Bill Arnault, P.C.	2.10	Review, analyze discovery correspondence from B. Woodring, M. Houseknecht and K&E team (.6); prepare for confirmation hearing (1.5).
06/01/24	Maggie Houseknecht	1.00	Review analyze objection, related pleadings re witness deposition.
06/01/24	Michael David Lehavi	0.40	Review and analyze documents re deposition.
06/01/24	Noah Spector	0.90	Review and analyze plan objection re deposition (.4); prepare same (.5).
06/01/24	Benjamin Woodring	9.80	Review, analyze issues re plan objection response and litigation strategy (3.2); correspond with B. Arnault, K&E team re same (.8); correspond with B. Arnault, K&E team re depositions (.7); prepare for same (2.1); correspond with M. Houseknecht, K&E team re document review (.6); review, analyze matters re same (1.9); conference with GDC re outstanding items (.5).
06/02/24	Bill Arnault, P.C.	4.40	Review, analyze background materials re case and litigation with plan objector (2.3); telephone conference with GDC re open items and status (.2); review, revise litigation pleadings re confirmation (1.9).
06/02/24	Maggie Houseknecht	0.40	Telephone conference with B. Woodring re deposition preparation.
06/02/24	Michael David Lehavi	2.50	Conference with B. Woodring re case management and litigation strategy (.3); review and analyze documents re deposition preparation (2.2).
06/02/24	Jessica Nunez	0.10	Review, analyze objections re contested confirmation hearing.
06/02/24	Noah Spector	8.50	Review, analyze documents of interest re objector deponent (2.7); draft issues list re deposition (1.0); draft, review and revise materials re deposition (3.9); further review, revise same (.9).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/24	Benjamin Woodring	12.60	Conference with M. Houseknecht re deposition preparation (.4); prepare for deposition (3.6); correspond with M. Houseknecht, K&E team re deposition tasks and discovery review (.9); conference with M. Lehavi, K&E team re litigation workstreams and next steps (.3); review, analyze issues re contested confirmation and plan objection (2.8); coordinate logistics re depositions (1.0); correspond with M. Lehavi, K&E team re objection research (.4); review, analyze issues re same (2.9); conference with GDC re outstanding items (.3).
06/03/24	Bill Arnault, P.C.	11.30	Telephone conference with B. Woodring, K&E team re litigation workstreams (.5); telephone conference with Company re plan settlement proposal (.3); telephone conference with GDC re case status and contested matters (.3); review, analyze research re objector's fraudulent transfer claims (3.1); review, analyze pleadings and background materials re case status, contested matters and potential claim (4.1); draft trial outline, deposition outlines, witness list, exhibit list and list of open research issues (3.0).
06/03/24	Uzo Dike	3.40	Draft interrogatory responses (1.0); conferences with B. Woodring re same (.2); correspond with Veritext re deposition scheduling (.5); conference with B. Arnault, K&E team re litigation workstreams and next steps (.5); review, analyze case materials re same (.7); draft and revise case calendar re confirmation hearing deadlines (.5).
06/03/24	Maggie Houseknecht	1.50	Review, analyze research re deposition.
06/03/24	Maggie Houseknecht	2.30	Draft deposition questions.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/24	Michael David Lehavi	7.80	Review and analyze Pennsylvania fraudulent transfer law (.2); prepare for J. Burke deposition (1.0); conference with B. Arnault, K&E team re litigation and strategy (.5); telephone conference with AlixPartners re J. Burke deposition (.7); conference with B. Arnault, K&E team re fraudulent transfer and substantive consolidation issues (.3); draft Bristol 6 deposition notices (.5); conference with J. Nunez re Bristol 6 deposition notices (.1); correspond with M. Waldrep re J. Burke declaration (.3); draft J. Burke declaration in support of objection reply (4.2).
06/03/24	Mike Li	1.00	Review, analyze documents re production.
06/03/24	Austin Maffei	1.00	Review, analyze Bristols 6 objection materials (.5); conference with B. Woodring, K&E team re same (.5).
06/03/24	James McIntyre	4.50	Prepare Company documents re attorney review re deposition, trial (3.7); draft summary re same (.8).
06/03/24	Makala McNeil	4.50	Conference with B. Woodring, K&E team re litigation strategy (.5); research re response to plan objector (4.0).
06/03/24	Jessica Nunez	6.40	Review, revise interrogatory responses (.4); telephone conference with B. Woodring, K&E team re litigation workstreams (.5); research re objection issues (4.7); draft deposition notices (.8).
06/03/24	Noah Spector	3.70	Conference with B. Woodring, B. Arnault re status of proceedings (.5); draft, review and revise documents re deposition (3.2).
06/03/24	Benjamin Woodring	15.70	Prepare for 30(b)(6) (3.9); prepare witness re 30(b)(6) (2.7); telephone conference with Company re same (.5); correspond with N. Spector, K&E team deposition planning (.7); review, analyze issues re same (.8); review, analyze research re deposition issues (1.7); conference with B. Arnault, K&E team re contested confirmation strategy (.5); draft and finalize responses and objections to 30(b)(6) topics (3.8); coordinate re production of documents (.7); conference with GDC re open issues (.4).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/24	Bill Arnault, P.C.	10.50	Participate in deposition of J. Burke (3.4); telephone conference with C. McGushin, J. Greenblatt and B. Woodring re case status and litigation matters (.6); telephone conference with B. Woodring re same (.3); research and analyze safe harbor and other defenses re avoidance actions (4.1); draft response to opposing counsel re derivative standing (2.1).
06/04/24	Uzo Dike	1.40	Correspond with B. Woodring re deposition (.5); correspond with Veritext re deposition logistics (.4); draft summary re case status and litigation matters (.5).
06/04/24	Maggie Houseknecht	3.70	Draft declaration in support of objection reply.
06/04/24	Maggie Houseknecht	0.40	Telephone conference with M. Lehavi re declaration in support of objection reply.
06/04/24	Michael David Lehavi	8.20	Attend deposition of J. Burke (2.3); conference with M. Houseknecht re declaration in support of objection reply (.5); draft declaration re same (4.4); review and analyze J. Burke deposition transcript (.4); draft memorandum re J. Burke deposition (.6).
06/04/24	Makala McNeil	3.00	Research re responses to plan objections.
06/04/24	Jessica Nunez	2.00	Research issues re response to plan objection.
06/04/24	Noah Spector	5.60	Conference with B. Woodring, B. Arnault re status of proceedings (.5); prepare for deposition (5.1).
06/04/24	Benjamin Woodring	11.30	Prepare for 30(b)(6) (3.9); defend 30(b)(6) deposition of Josh Burke (3.4); conference with B. Arnault, K&E team re same (.9); coordinate deposition planning (.4); correspond with J. Nunez, K&E team re objection research (.3); review, analyze issues re same (1.3); review, analyze issues re potential contested confirmation strategy (1.1).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/24	Bill Arnault, P.C.	11.30	Review and revise motion to strike (1.9); review research re safe harbor, fraudulent transfer and loan and security documents (6.2); review, analyze objection, supporting declarations (2.2); telephone conference with GDC re objection issues (.2); telephone conference with C. McGushin re litigation matters (.2); telephone conference with F. Petrie re case status and contested confirmation (.2); draft and revise standing letter (.4).
06/05/24	Uzo Dike	3.70	Draft interrogatory responses (.7); telephone conference with B. Arnault, K&E team re deposition prep and confirmation (.6); correspond with Veritext re deposition scheduling (.5); prepare for upcoming depositions (1.5); correspond with B. Woodring, K&E team re same (.4).
06/05/24	Maggie Houseknecht	1.20	Review, analyze objection and supporting documents re deposition preparation.
06/05/24	Maggie Houseknecht	4.90	Revise deposition outline re counterparty witness.
06/05/24	Maggie Houseknecht	0.50	Telephone conference with B. Arnault, K&E team re status of contested matters and objections to confirmation.
06/05/24	Michael David Lehavi	7.10	Conference with B. Arnault, K&E team re status of contested matters and strategy (.5); correspond with M. Waldrep re 546(e) safe harbor case law (.4); review and analyze case law re same (3.9); research re same (2.3).
06/05/24	Makala McNeil	0.50	Telephone conferences with B. Woodring, K&E team re litigation status, next steps.
06/05/24	Brendan Nashelsky	4.10	Review, revise motion to strike (3.3); correspond with E. Swager re same (.2); review, revise motion to shorten notice (.6).
06/05/24	Jessica Nunez	2.90	Research re deposition issues (2.8); review, revise deposition notice (.1).
06/05/24	Noah Spector	8.80	Review and analyze supplemental objections (1.2); conference with B. Woodring, K&E team re same (1.0); draft, review and revise deposition materials re supplemental objections (6.6).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/24	Benjamin Woodring	8.10	Correspond with J. Nunez re deposition research (.3); review, analyze research re same (3.8); review, analyze issues re depositions and notice drafting (2.5); telephone conference with B. Arnault, K&E team re case strategy (1.0); conference with GDC re open items (.5).
06/06/24	Bill Arnault, P.C.	2.60	Telephone conference with B. Woodring, K&E team re litigation matters and next steps (.3); draft workstream summary re same (.7); prepare for preparation sessions with witnesses (1.6).
06/06/24	Uzo Dike	2.10	Telephone conference with B. Arnault, K&E team re contested confirmation preparation and potential settlement (.4); draft and revise B. Arnault's pro hac vice application (.5); draft witness and exhibit list (.6); research precedent re same (.6).
06/06/24	Maggie Houseknecht	1.70	Revise draft deposition outline.
06/06/24	Maggie Houseknecht	0.90	Review, analyze declaration re witness preparation.
06/06/24	Maggie Houseknecht	0.30	Telephone conference with B. Arnault, K&E team re litigation matters and confirmation objections.
06/06/24	Maggie Houseknecht	1.10	Draft materials for confirmation witness preparation.
06/06/24	Maggie Houseknecht	1.40	Review, analyze credit agreement issues re deposition preparation.
06/06/24	TJ Leahy	2.10	Review and analyze filings and pleadings re hearing preparation (1.6); telephone conference with B. Arnault, B. Woodring and K&E team re same (.5).
06/06/24	Michael David Lehavi	1.50	Conference with B. Woodring re 546(e)'s safe harbor provision and J. Burke's declaration (.3); telephone conference with B. Arnault, K&E team re case management and strategy (.3); review and analyze case law re subsidiary guarantees and reasonably equivalent value (.7); conference with M. Waldrep re same (.2).
06/06/24	Austin Maffei	0.50	Telephone conference with B. Arnault, K&E team re litigation matters and strategy.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/24	James McIntyre	0.50	Prepare Company documents for document review.
06/06/24	Brendan Nashelsky	1.70	Review, revise motion to strike.
06/06/24	Jessica Nunez	1.80	Telephone conference with B. Arnault, K&E team re litigation matters (.4); prepare for same (.3); research re objection issues (1.1).
06/06/24	Noah Spector	3.60	Review, analyze and revise depositions materials.
06/06/24	Benjamin Woodring	5.90	Correspond with B. Arnault, K&E team re Katten deposition (.3); review, analyze research re objection issues (1.8); conference with B. Arnault, K&E team re strategy and contested confirmation planning (.5); review, analyze documents re same (2.8); conference with opposing counsel re same (.5).
06/07/24	Bill Arnault, P.C.	5.60	Review research re standing (1.9); telephone conference with B. Woodring re work in process (.1); participate in telephone conference with J. Greenblatt re case status (.3); review, analyze reply brief and joinder (1.8); telephone conferences with E. Swager, K&E team, Bristols 6 re settlement (.5); correspond with E. Swager, K&E team, Bristols 6 re same (1.0).
06/07/24	Uzo Dike	2.00	Conference with Veritext re cancellation of Bristols 6 depositions (.5); correspond with M. Houseknecht re same (.2); review, revise draft witness and exhibit list (.3); review, court filings re hearing prep (.3); correspond with S. Romero re same (.5); conference with B. Arnault, K&E team re settlement with Bristols 6 (.2).
06/07/24	Maggie Houseknecht	1.00	Draft cooperation agreement.
06/07/24	TJ Leahy	1.10	Review and analyze draft confirmation briefing.
06/07/24	Michael David Lehavi	0.90	Review and analyze documents for T. Horton witness preparation (.4); correspond with E. Swager, K&E team, Katten re confirmation hearing preparation (.4); telephone conference with Centerview re same (.1).
06/07/24	James McIntyre	0.50	Review, revise documents re confirmation objections (.3); prepare summary correspondence re same (.2).

Legal Services for the Period Ending June 13, 2024

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Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/24	Jessica Nunez	0.40	Telephone conference with B. Woodring, K&E team re confirmation workstreams (.3); telephone conference with B. Arnault, K&E team re work in process (.1).
06/07/24	Noah Spector	1.10	Prepare for deposition (.5); correspond with B. Woodring, K&E team re depositions (.6).
06/07/24	Noah Spector	0.60	Prepare witness for confirmation hearing.
06/07/24	Benjamin Woodring	7.10	Draft trial witness and exhibit list (.9); correspond with N. Spector, K&E team re same (.4); review materials re same (1.4); telephone conferences with Centerview, AlixPartners re witness preparations (1.9); review, analyze materials re same (1.6); correspond with E. Swager, K&E team re confirmation strategy (.5); correspond with J. Nunez, K&E team re research and follow-up tasks (.4).
06/08/24	Trevor Eck	0.50	Review, revise cooperation agreement.
06/08/24	Benjamin Woodring	2.70	Finalize witness and exhibit list (.9); correspond with E. Swager, K&E team, Company re indemnification request (.9); draft direct examinations re confirmation hearing declarants (.9).
06/09/24	Maggie Houseknecht	0.20	Review, analyze cooperation agreement.
06/09/24	Benjamin Woodring	3.10	Draft direct examinations re confirmation hearing declarants (.8); correspond with E. Swager, K&E team, Company re indemnification request (.8); telephone conference with hearing witness re confirmation hearing (.7); correspond with E. Swager, K&E team re confirmation hearing (.8).
06/11/24	Maggie Houseknecht	0.20	Review, revise draft cooperation agreements.
06/11/24	Maggie Houseknecht	0.20	Correspond with B. Woodring, K&E team re draft cooperation agreements.
06/11/24	TJ Leahy	0.30	Telephone conference with M. Lehavi re document retention policy.
06/11/24	Michael David Lehavi	1.40	Telephone conference with T. Leahy re document retention (.2); review and analyze case law re same (1.2).
06/11/24	Evan Swager	0.60	Review cooperation agreements.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/24	Benjamin Woodring	0.70	Correspond with M. Houseknecht re cooperation agreements (.3); correspond with M. Lehavi re document retention policy (.4).
06/12/24	TJ Leahy	0.70	Participate in telephone conference with B. Woodring, K&E team re indemnification (.2); review and analyze J. Coppoletta discovery requests and related communications (.5).
06/12/24	Michael David Lehavi	0.30	Review and analyze research re document retention rules.
06/12/24	Evan Swager	0.50	Review cooperation agreements.
06/12/24	Benjamin Woodring	3.20	Draft board meeting materials re document retention policies (1.6); correspond with E. Swager, K&E team re same (.8); telephone conference with T. Leahy, K&E team re indemnification request (.8).
06/13/24	Christopher Costello	0.50	Conference with M. Lehavi re document retention policy drafting.
06/13/24	Maggie Houseknecht	0.70	Review, analyze revisions to draft agreements for cooperating parties (.4); revise, revise same (.3).
06/13/24	TJ Leahy	1.10	Research re document retention policies (.9); correspond with B. Woodring, V. Barsanti and M. Lehavi re document retention policy (.2).
06/13/24	Michael David Lehavi	2.30	Review and analyze research re document retention rules (.9); draft document retention protocol (1.4).
06/13/24	Mike Li	0.50	Review, analyze materials re litigation workstreams.
06/13/24	Benjamin Woodring	3.30	Correspond with T. Leahy, K&E team re document retention policy (.9); review and finalize cooperation agreements (2.4).
Total		276.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193592
Client Matter: 55160-4

In the Matter of Automatic Stay Matters

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 3,415.50

Total legal services rendered

\$ 3,415.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193592

Thrasio Holdings, Inc.

Matter Number:

55160-4

Automatic Stay Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Michael David Lehavi	0.30	785.00	235.50
Humza Moinuddin	1.00	815.00	815.00
Noah Spector	2.20	1,075.00	2,365.00
TOTALS	3.50		\$ 3,415.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193592

Thrasio Holdings, Inc.

Matter Number:

55160-4

Automatic Stay Matters

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/24	Michael David Lehavi	0.30	Review, revise automatic stay letter.
06/03/24	Noah Spector	0.90	Review, revise automatic stay letter (.2); research re same (.7).
06/04/24	Noah Spector	1.30	Research re automatic stay.
06/05/24	Humza Moinuddin	0.40	Draft, revise letter enforcing automatic stay.
06/06/24	Humza Moinuddin	0.60	Draft, revise letter enforcing automatic stay (.3); correspond with T. Eck, K&E team re same (.3).
Total		3.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193593
Client Matter: 55160-5

In the Matter of Business Operations

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 2,269.00

Total legal services rendered

\$ 2,269.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193593

Thrasio Holdings, Inc.

Matter Number:

55160-5

Business Operations

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Francis Petrie	0.20	1,595.00	319.00
Andy White	2.00	975.00	1,950.00
TOTALS	2.20		\$ 2,269.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193593

Thrasio Holdings, Inc.

Matter Number:

55160-5

Business Operations

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/24	Francis Petrie	0.20	Telephone conference with Company re post-emergence business considerations.
06/07/24	Andy White	2.00	Review, analyze issues re IPISA releases.
Total		2.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193594
Client Matter: 55160-6

In the Matter of Case Administration

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 18,252.50

Total legal services rendered

\$ 18,252.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193594

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	0.90	815.00	733.50
Tiffani Chanroo	2.00	1,265.00	2,530.00
Amy Donahue	0.30	525.00	157.50
Trevor Eck	1.30	975.00	1,267.50
Megan C. Feeney	1.20	975.00	1,170.00
Jamie McLennan	0.50	815.00	407.50
Humza Moinuddin	0.80	815.00	652.00
Brendan Nashelsky	3.00	975.00	2,925.00
Jessica Nunez	0.70	785.00	549.50
Francis Petrie	0.50	1,595.00	797.50
Charlie Steinmetz	4.10	815.00	3,341.50
Daniel Wachenfeld	0.90	815.00	733.50
Matt Waldrep	1.30	975.00	1,267.50
Mary Catherine Young	1.40	975.00	1,365.00
Tanzila Zomo	1.00	355.00	355.00
TOTALS	19.90		\$ 18,252.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/24	Tanzila Zomo	1.00	Coordinate document filing, notification workstreams.
06/03/24	Anthony Abate	0.50	Telephone conference with E. Swager, K&E team re work in process.
06/03/24	Tiffani Chanroo	0.50	Conference with E. Swager, K&E team re work in process.
06/03/24	Trevor Eck	0.40	Telephone conference with E. Swager, K&E team re work in process.
06/03/24	Megan C. Feeney	0.70	Telephone conference with E. Swager, K&E team re work in process (.5); review, revise summary re same (.2).
06/03/24	Jamie McLennan	0.50	Telephone conference with E. Swager, K&E team re work in process.
06/03/24	Humza Moinuddin	0.30	Conference with E. Swager, K&E team re work in process (partial).
06/03/24	Brendan Nashelsky	0.60	Review, revise work in process summary (.1); telephone conference with E. Swager, K&E team re same (.5).
06/03/24	Charlie Steinmetz	1.10	Revise work in process summary (.4); correspond with E. Swager, K&E team re same (.2); telephone conference with. Swager, K&E team re work in process (.5).
06/03/24	Matt Waldrep	0.50	Conference with E. Swager, K&E team re work in process.
06/03/24	Mary Catherine Young	0.50	Conference with E. Swager, K&E team re work in process.
06/05/24	Brendan Nashelsky	0.10	Office conference with H. Moinuddin re emergence.
06/05/24	Charlie Steinmetz	0.40	Revise work in process summary (.2); correspond with E. Swager, K&E team re same (.2).
06/06/24	Anthony Abate	0.40	Telephone conference with E. Swager, K&E team re work in process.
06/06/24	Tiffani Chanroo	1.00	Conference with E. Swager, K&E team re work in process (.5); conference with E. Swager, Company re emergence (.5).
06/06/24	Amy Donahue	0.30	Correspond with O. Dike, K&E team re pro hac vice applications.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193594

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/24	Trevor Eck	0.50	Telephone conference with E. Swager, K&E team re work in process.
06/06/24	Humza Moinuddin	0.50	Review, revise summary re work in process (.2); conference with E. Swager, K&E team re same (.3).
06/06/24	Brendan Nashelsky	1.10	Office conference with E. Swager, K&E team re work in process (.4); review, revise emergence work in process summary (.6); review, revise work in process summary (.1).
06/06/24	Charlie Steinmetz	1.10	Revise work in process summary (.3); correspond with T. Chanroo, K&E team re same (.3); conference with E. Swager, K&E team re work in process, next steps (.5).
06/06/24	Daniel Wachenfeld	0.50	Conference with E. Swager, K&E team re work in process, next steps.
06/06/24	Matt Waldrep	0.40	Conference with E. Swager, K&E team re work in process.
06/07/24	Brendan Nashelsky	0.50	Correspond with D. Wachenfeld, K&E team re hearing preparation (.2); review, revise emergence and closing checklist (.3).
06/08/24	Brendan Nashelsky	0.10	Correspond with E. Swager, K&E team, Company re emergence and closing checklist.
06/11/24	Jessica Nunez	0.30	Telephone conference with B. Arnault, K&E team re work in process.
06/12/24	Brendan Nashelsky	0.20	Review, revise summary re case status.
06/12/24	Jessica Nunez	0.40	Telephone conference with B. Arnault, K&E team re work in process.
06/12/24	Charlie Steinmetz	0.80	Revise work in process summary (.6); correspond with E. Swager, K&E team re same (.2).
06/13/24	Tiffani Chanroo	0.50	Conference with E. Swager, K&E team re work in process.
06/13/24	Trevor Eck	0.40	Conference with F. Petrie, K&E team re work in process, next steps.
06/13/24	Megan C. Feeney	0.50	Conference with E. Swager, K&E team re work in process (.4); correspond with E. Swager re same (.1).
06/13/24	Brendan Nashelsky	0.40	Review, revise emergence and closing checklist.
06/13/24	Francis Petrie	0.50	Office conference with E. Swager, K&E team re work in process.

Legal Services for the Period Ending June 13, 2024
 Thrasio Holdings, Inc.
 Case Administration

Invoice Number: 1010193594
 Matter Number: 55160-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/24	Charlie Steinmetz	0.70	Revise work in process summary (.2), correspond with E. Swager, K&E team re same (.1); conference with E. Swager, K&E team re work in process, next steps (.4).
06/13/24	Daniel Wachenfeld	0.40	Conference with E. Swager, K&E team re work in process, next steps.
06/13/24	Matt Waldrep	0.40	Telephone conference with E. Swager, K&E team re work in process.
06/13/24	Mary Catherine Young	0.90	Conference with E. Swager, K&E team re work in process (.5); conference with Company re work in process (.4).
Total		19.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193595
Client Matter: 55160-7

In the Matter of DIP Financing and Cash Management

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 222,903.50

Total legal services rendered

\$ 222,903.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault, P.C.	0.80	1,790.00	1,432.00
Alex Bledsoe	39.10	975.00	38,122.50
Keegan A. Bobholz	44.20	1,345.00	59,449.00
Trevor Eck	0.50	975.00	487.50
Megan C. Feeney	4.70	975.00	4,582.50
Sarah Goodwin	4.80	1,575.00	7,560.00
Michelle Hendrickson	2.00	525.00	1,050.00
Erik Hepler	1.00	2,115.00	2,115.00
Kristin Hoo	16.60	1,265.00	20,999.00
Kellie Keeling	0.20	525.00	105.00
James B. Kelly	8.90	1,395.00	12,415.50
Shan A. Khan	20.40	1,575.00	32,130.00
Carrie Rosenburg	4.50	525.00	2,362.50
Nick Salinaro	11.30	815.00	9,209.50
Anup Sathy, P.C.	0.90	2,305.00	2,074.50
Jason R. Serlenga, P.C.	0.30	2,115.00	634.50
Alec Sinek	5.20	325.00	1,690.00
Trent Tucker	6.80	815.00	5,542.00
Daniel Wachenfeld	5.00	815.00	4,075.00
Matt Waldrep	11.80	975.00	11,505.00
Andy White	5.50	975.00	5,362.50
TOTALS	194.50		\$ 222,903.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/24	James B. Kelly	0.10	Review and analyze financing documents.
06/02/24	Alex Bledsoe	0.40	Correspond with E. Swager, K&E team re plan objection deadline (.1); correspond with GDC re plan objection deadline (.1); correspond with Company re draft exit credit agreement (.1); coordinate with M. Young, K&E team re draft exit ancillaries (.1).
06/03/24	Alex Bledsoe	5.80	Coordinate with Company re exit credit agreement and deliverables (.7); coordinate with K. Bobholz, K&E team re exit transactions and deliverables (2.2); coordinate with GDC re exit credit agreement and transactions (.5); coordinate with insurance providers and Company re exit deliverables (.4); review and revise draft exit ancillaries (2.0).
06/03/24	Keegan A. Bobholz	3.30	Review, analyze ancillary deliverables for exit credit facility (1.2); review and revise draft credit agreement (1.6); draft issues list for exit credit agreement (.5).
06/03/24	Trevor Eck	0.50	Telephone conference with K. Bobholz, K&E team, GDC re exit credit agreement and DIP funding.
06/03/24	Sarah Goodwin	0.40	Review, analyze correspondence with K. Hoo and K. Bobholz re UK workstreams and documentation.
06/03/24	Michelle Hendrickson	1.80	Correspond with N. Salinaro, K&E team, re certificates of good standing (.9); review, analyze list of entities re same (.4); review, analyze good standing certificates (.5).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/24	James B. Kelly	2.00	Correspond with J. Lee, KCC team, D. Maliniak, K. Bobholz, K&E team re takeback party equity and debt registration (.8); correspond with K. Bobholz, N. Salinaro, A. Bledsoe, K&E team re exit financing closing summary and transaction deliverables (.4); correspond with A. Bledsoe re insurance deliverables (.2); correspond with Company, J. Carbajal and Marsh team re same (.1); telephone conference with GDC, K. Bobholz, K&E team re transaction status (.4); correspond with A. Bledsoe re insurance requirements in exit credit facility (.1).
06/03/24	Shan A. Khan	1.20	Correspond with K. Bobholz, K&E team re exit facility (.7); telephone conference with GDC re closing summary (.5).
06/03/24	Nick Salinaro	3.80	Review, analyze good standing certificates (1.5), draft term loan credit agreement (2.3).
06/03/24	Anup Sathy, P.C.	0.90	Review, analyze effective date timeline re exit financing.
06/03/24	Trent Tucker	0.90	Telephone conference with K. Bobholz, K&E team financing workstream (.5); correspond with K. Bobholz, K&E team re support certificate (.4).
06/03/24	Matt Waldrep	2.60	Correspond with M. Feeney re cash management final order (.2); review, revise cash management brief (2.4).
06/03/24	Andy White	0.30	Review IP releases.
06/04/24	Alex Bledsoe	3.10	Correspond with Company re first amendment to DIP credit agreement (.2); coordinate with GDC re first amendment to DIP credit agreement (.1); review and analyze first amendment to DIP credit agreement (.2); coordinate with Company re exit credit agreement and ancillaries (1.3); coordinate with K. Bobholz, K&E team re exit transactions (1.0); coordinate with GDC re exit credit agreement and transactions (.2); coordinate with insurance providers and Company re exit deliverables (.1).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/24	Keegan A. Bobholz	3.80	Review, analyze ancillary deliverables for exit credit facility (.5); review and revise draft credit agreement (.8); review and revise draft amendment to credit agreement (2.0); review and revise draft exit summary (.5).
06/04/24	Megan C. Feeney	1.40	Correspond and telephone conferences with M. Young, M. Waldrep, K&E team re cash management order (.9); review, revise summary re same (.5).
06/04/24	Kristin Hoo	1.60	Review, analyze materials re exit financing workstream.
06/04/24	James B. Kelly	0.80	Correspond with Company, K. Bobholz and A. Bledsoe re ancillary documents for exit credit facility (.7); correspond with A. Bledsoe and K. Bobholz re ancillary documents and credit agreement (.1).
06/04/24	Shan A. Khan	1.40	Review, revise draft exit credit agreement and related issues list (1.0); correspond with K. Bobholz, K&E team re same (.4).
06/04/24	Nick Salinaro	1.00	Coordinate with M. Young, K&E team and GDC re deliverables (.2); draft term loan credit agreement (.8).
06/04/24	Trent Tucker	0.70	Draft and compile support certificate (.4); coordinate with K. Bobholz, K&E team re closing process (.3).
06/04/24	Matt Waldrep	3.20	Review, revise cash management reply (.7); correspond with M. Young, K&E team re same (.5); correspond with E. Swager, K&E team, AlixPartners re cash management order (.5); correspond with M. Young, K&E team re cash management order (1.5).
06/05/24	Alex Bledsoe	2.00	Correspond with Company re exit credit agreement and ancillaries (.3); correspond with K. Bobholz, K&E team re exit transactions (.8); correspond with GDC re first amendment to DIP credit agreement (.1); review and analyze first amendment to DIP credit agreement (.2); correspond with client re first amendment to DIP credit agreement and borrowing request (.3); review and draft DIP borrowing request (.3).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/24	Keegan A. Bobholz	5.40	Review, analyze ancillary deliverables for exit credit facility (.3); telephone conference with Company, Centerview, S. Khan re credit agreement (2.1); review and revise draft credit agreement (2.5); review and revise draft amendment to credit agreement (.5).
06/05/24	Megan C. Feeney	0.50	Correspond with M. Waldrep, AlixPartners re cash management order (.3); review, revise declaration re same (.2).
06/05/24	Michelle Hendrickson	0.20	Review, analyze certificate of good standing.
06/05/24	Kristin Hoo	3.40	Review, analyze materials re exit financing workstream.
06/05/24	Shan A. Khan	2.80	Telephone conference with Company re credit agreement (1.0); draft credit agreement (.8); correspond with K. Bobholz, K&E team re same (1.0).
06/05/24	Nick Salinaro	0.80	Correspond with K. Bobholz, K&E teams and GDC re deliverables (.2); correspond with M. Hendrickson re acquisition of good standing certificates and other filed documents (.6).
06/05/24	Daniel Wachenfeld	5.00	Analyze issues re challenge period (2.5); analyze issues re challenges to DIP orders (2.5).
06/05/24	Matt Waldrep	0.30	Correspond with M. Feeney, K&E team re cash management order.
06/06/24	Bill Arnault, P.C.	0.80	Review, revise declaration in support of cash management motion.
06/06/24	Alex Bledsoe	3.80	Correspond with K. Bobholz, K&E team re prepetition security documents (.2); coordinate with GDC re prepetition and exit security documents (.3); review and analyze exit security documents (1.0); correspond with K. Bobholz, K&E team re exit security documents (.5); correspond with K. Bobholz, K&E team re first amendment to DIP credit agreement (.3); correspond with Company re first amendment to DIP credit agreement (.2); correspond with Company re exit credit agreement (.2); correspond with K. Bobholz, K&E team re exit transactions (.8); correspond with GDC re exit credit agreement (.3).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/24	Keegan A. Bobholz	2.00	Review and revise draft credit agreement (1.0); review and revise draft amendment to credit agreement (1.0).
06/06/24	Megan C. Feeney	1.10	Correspond with M. Waldrep, K&E team, AlixPartners re cash management order (.3); review, revise declaration re same (.8).
06/06/24	Kristin Hoo	4.30	Review, analyze materials re exit financing workstream (2.3); draft board resolutions re same (2.0).
06/06/24	James B. Kelly	0.50	Correspond with J. Lee, KCC team, M. Barba, D. Maliniak and K. Bobholz re exit facility (.4); correspond with A. Bledsoe re signature pages to exit credit facility documents (.1).
06/06/24	Shan A. Khan	1.70	Review, analyze revised credit agreement draft (.7); correspond with K. Bobholz, K&E team, Company, GDC re same (1.0).
06/06/24	Trent Tucker	0.40	Review, revise credit agreement (.2); correspond with Company, GDC re same (.2).
06/06/24	Matt Waldrep	2.90	Review, revise cash management declaration.
06/07/24	Alex Bledsoe	3.90	Correspond with GDC re exit security documents (.3); review and analyze exit security documents (.5); correspond with K. Bobholz, K&E team re exit security documents (.5); correspond with Company re exit security documents (.2); correspond with GDC re first amendment to DIP credit agreement (.3); correspond with K. Bobholz, K&E team re first amendment to DIP credit agreement (.3); correspond with Company re first amendment to DIP credit agreement and borrowing request (.5); review and analyze compiled first amendment to DIP credit agreement (.3); correspond with Company re exit credit agreement (.2); correspond with K. Bobholz, K&E team re exit transactions (.5); correspond with GDC re exit credit agreement (.3).
06/07/24	Keegan A. Bobholz	6.10	Review and revise draft credit agreement (4.5); review and revise draft amendment to credit agreement (.6); telephone conference with L. Curtis, S. Khan, P. Perrier and C. Nichols re credit agreement (1.0).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/24	Megan C. Feeney	1.20	Telephone conference with M. Waldrep, K&E team, AlixPartners re cash management deposition preparation (.5); review, revise declaration re same (.3); correspond with M. Young, K&E team re same (.4).
06/07/24	Shan A. Khan	2.70	Correspond with K. Bobholz, K&E team (1.0); correspond with GDC (.7); review, revise financing documents (.5); correspond with Company re same (.5).
06/07/24	Carrie Rosenburg	1.00	Review, revise intellectual property identified in security agreements (.5); review, revise release schedules (.5).
06/07/24	Matt Waldrep	2.30	Telephone conference with B. Arnault, K&E team, AlixPartners re cash management declaration (.4); review, revise same (.7); draft fifth interim cash management order (.6); correspond with M. Feeney, K&E team, Cole Schotz re same (.6).
06/08/24	Erik Hepler	0.10	Correspond with W. Williams re exit financing opinion.
06/08/24	Shan A. Khan	0.30	Correspond with K. Bobholz, K&E team re financing workstream.
06/08/24	Andy White	0.80	Review and revise IP security agreement releases.
06/09/24	Alex Bledsoe	0.70	Correspond with K. Bobholz, K&E team re exit transactions and deliverables (.3); review and analyze draft IP sale agreement releases (.2); correspond with GDC re exit deliverables (.2).
06/09/24	Keegan A. Bobholz	3.60	Review and revise draft credit agreement and draft issues list.
06/09/24	Megan C. Feeney	0.50	Correspond with M. Young, K&E team re cash management final order (.2); review, revise fourth interim order re same (.3).
06/09/24	Shan A. Khan	0.30	Correspond with K. Bobholz, K&E team re financing workstream.
06/09/24	Matt Waldrep	0.20	Review, revise cash management order.
06/09/24	Andy White	1.00	Review and revise IP security agreement releases.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/24	Alex Bledsoe	9.40	Correspond with GDC re first amendment to DIP credit agreement (.1); review and analyze draft exit security documents (1.5); correspond with K. Bobholz, K&E team re exit transactions and deliverables (1.5); correspond with GDC re exit facility and deliverables (.5); correspond with Company re exit transactions and deliverables (.5); correspond with Company re draft security documents (.3); review and revise IP sale agreement releases (1.5); review and revise draft exit ancillaries (3.5).
06/10/24	Keegan A. Bobholz	5.60	Review and revise draft credit agreement (4.1); review and revise ancillary credit agreement documents (.5); telephone conference with GDC team re credit agreement (1.0).
06/10/24	Sarah Goodwin	1.50	Review, revise UK release documentation (.5); review, analyze summary re same (1.0).
06/10/24	Kristin Hoo	1.40	Review, analyze materials re exit financing workstream.
06/10/24	Kellie Keeling	0.20	Correspond with K. Bobholz, K&E team re review of UCC-3 termination statements and UCC-1 financing statements (.1); telephone conference with A. Sinek re same (.1).
06/10/24	James B. Kelly	1.90	Correspond with K. Bobholz and K&E team re exit credit facility documents (.1); review and revise agent fee letter (.4); correspond with AlixPartners, Company, S. Khan, K. Bobholz re same (.1); draft and revise intercompany note (.5); draft and revise legal opinion for exit facility (.8).
06/10/24	Shan A. Khan	2.70	Correspond with K. Bobholz, K&E team re financing documents (1.5); review, revise financing documents (.5); telephone conference with GDC re same (.7).
06/10/24	Carrie Rosenberg	0.50	Review, revise intellectual property schedule re release.
06/10/24	Nick Salinaro	1.30	Correspond with K. Bobholz, K&E team, GDC re deliverables (.3); prepare opinion support certificate (1.0).
06/10/24	Jason R. Serlenga, P.C.	0.30	Review and revise draft opinion letter.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/24	Alec Sinek	5.20	Review, analyze lien search results, filed UCC-1s, draft UCC-1s and UCC-3s and DIP perfection certificate (2.9); review, analyze UCC-3 drafts (1.3); correspond with K. Bobholz, K&E team re comments to same (.4); review, analyze UCC-1 drafts (.6).
06/10/24	Trent Tucker	1.00	Telephone conference with GDC re credit agreement draft.
06/10/24	Matt Waldrep	0.30	Draft, review cash management order.
06/10/24	Andy White	0.20	Review and revise IP security interest releases (.1); review and analyze IP security agreements (.1).
06/11/24	Alex Bledsoe	5.60	Correspond with K. Bobholz, K&E team re exit transactions and deliverables (1.8); correspond with GDC, various other parties re exit facility and deliverables (.6); correspond with Company re exit transactions and deliverables (.5); correspond with Company re draft security documents (.3); review and analyze IPSA releases (.3); review and revise draft exit ancillaries (2.1).
06/11/24	Keegan A. Bobholz	7.40	Review and revise draft credit agreement (5.9); review and revise ancillary credit agreement documents (.5); telephone conference with Company re credit agreement (1.0).
06/11/24	Sarah Goodwin	1.40	Review, analyze materials re UK security documents and credit agreement.
06/11/24	Erik Hepler	0.90	Review, revise exit financing opinion.
06/11/24	Kristin Hoo	2.20	Review, analyze materials re exit financing workstream.
06/11/24	James B. Kelly	3.40	Review and revise exit legal opinion (2.0); correspond with E. Hepler re same (.2); correspond with K. Bobholz, K&E team re ancillary documents for exit facility (.3); correspond with AFS re admin agent fee letter (.2); review and revise exhibits to exit credit agreement (.2); telephone conference with GDC, S. Khan, K. Bobholz re exit credit agreement and loan documentation (.5).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/24	Shan A. Khan	2.10	Telephone conference with K. Bobholz, K&E team, GDC re exit credit agreement (.5); telephone conference with Company re same (.5); correspond with K. Bobholz, K&E team re same (1.1).
06/11/24	Carrie Rosenburg	1.20	Review, analyze intellectual property security agreement (.6); review, revise same (.5); correspond with A. White, K&E team re same (.1).
06/11/24	Nick Salinaro	1.40	Coordinate with K. Bobholz, K&E team, GDC re deliverables (.2); prepare signature packets for closing (1.2).
06/11/24	Trent Tucker	1.80	Correspond with M. Young, K&E team re deed of release (.4); telephone conference with M. Young, K&E team re closing deliverables and signature pages (.5); coordinate with M. Young, K&E team re final documents and execution (.2); compile signature packets for ancillary agreements (.7).
06/11/24	Andy White	2.90	Review and revise IP security releases (1.4); review and revise IP security agreements (1.5).
06/12/24	Alex Bledsoe	2.60	Correspond with K. Bobholz, K&E team re exit transactions and deliverables (1.0); correspond with GDC re exit facility transactions and deliverables (.5); correspond with Company re exit ancillaries (.2); review and revise draft exit IP sale agreement (.4); review and revise exit ancillaries (.3); correspond with STB re IP sale agreement releases (.1); correspond with AFS re DIP IP sale agreement release (.1).
06/12/24	Keegan A. Bobholz	4.60	Review and revise draft credit agreement (3.1); review and revise ancillary credit agreement documents (1.5).
06/12/24	Sarah Goodwin	1.00	Review, analyze revised draft deed of release and security documentation.
06/12/24	Kristin Hoo	2.30	Review, analyze materials re exit financing workstream.
06/12/24	James B. Kelly	0.20	Correspond with K. Hoo re security documents.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/24	Shan A. Khan	3.00	Review, revise credit agreement (1.5); correspond with K. Bobholz, K&E team re same (.9); correspond with GDC team re same (.6).
06/12/24	Nick Salinaro	2.00	Correspond with K. Bobholz, K&E team and GDC re exit deliverables (.3); review, revise exit credit agreement schedules (1.7).
06/12/24	Trent Tucker	1.30	Compile document signature packets and ancillary agreements.
06/13/24	Alex Bledsoe	1.80	Correspond with K. Bobholz, K&E team re exit transactions and deliverables (1.0); correspond with GDC re exit facility transactions and deliverables (.3); review and analyze draft exit credit agreement (.3); correspond with A. White re IP sale agreement releases (.2).
06/13/24	Keegan A. Bobholz	2.40	Review and revise draft credit agreement (1.0); review and revise ancillary credit agreement documents (1.4).
06/13/24	Sarah Goodwin	0.50	Correspond with K. Bobholz, K&E team re finance workstreams.
06/13/24	Kristin Hoo	1.40	Review, analyze materials re exit financing workstream.
06/13/24	Shan A. Khan	2.20	Review, revise draft credit agreement (.7); correspond with K. Bobholz, K&E team re same (.9); correspond with GDC re same (.6).
06/13/24	Carrie Rosenburg	1.80	Review, revise intellectual property schedules for release of security agreements.
06/13/24	Nick Salinaro	1.00	Coordinate with M. Young, K&E team, GDC re deliverables (.1); review, revise exit credit agreement schedules (.9).
06/13/24	Trent Tucker	0.70	Coordinate with M. Young, K&E team re deed of release and revised credit agreement draft.
06/13/24	Andy White	0.30	Correspond with C. Rosenburg re IP security documents.
Total		194.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193596
Client Matter: 55160-8

In the Matter of Customer and Vendor Matters

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 33,943.00

Total legal services rendered

\$ 33,943.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193596

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	7.40	975.00	7,215.00
Brendan Nashelsky	4.50	975.00	4,387.50
Jessica Nunez	0.20	785.00	157.00
Evan Swager	3.30	1,345.00	4,438.50
Benjamin Woodring	13.00	1,365.00	17,745.00
TOTALS	28.40		\$ 33,943.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193596

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/24	Trevor Eck	1.40	Review, revise vendor stipulation.
06/02/24	Evan Swager	0.50	Correspond with Company re vendor considerations.
06/03/24	Trevor Eck	2.40	Review, revise vendor stipulation (1.8); correspond with E. Swager, Company, vendor re same (.6).
06/03/24	Brendan Nashelsky	1.20	Telephone conference with E. Swager, T. Eck, Company re vendor stipulation (.6); correspond with E. Swager, Company re same (.2); review, revise vendor stipulation (.4).
06/03/24	Evan Swager	0.80	Telephone conference with Company re vendor considerations (.5); correspond with Company re same (.3).
06/04/24	Trevor Eck	0.80	Review, revise vendor stipulation (.6); correspond with E. Swager, vendor re same (.2).
06/04/24	Brendan Nashelsky	1.20	Correspond with E. Swager, K&E team, Company re vendor matters.
06/04/24	Evan Swager	0.70	Correspond with Company re vendor considerations, stipulations.
06/04/24	Benjamin Woodring	2.10	Review, analyze materials re vendor dispute (1.6); conference with E. Swager, K&E team re same (.5).
06/05/24	Trevor Eck	0.70	Correspond with E. Swager, K&E team, GDC, UCC, vendor re vendor stipulation (.3); review, revise same (.4).
06/05/24	Brendan Nashelsky	0.50	Review, analyze materials re vendor stipulation (.3); correspond with E. Swager, K&E team, Company re same (.2).
06/05/24	Evan Swager	0.90	Correspond with vendors re stipulations (.6); review, revise same (.3).
06/06/24	Trevor Eck	1.20	Telephone conference with E. Swager, K&E team, Company re vendor issue (.5); review, revise vendor stipulation (.4); correspond with E. Swager, Cole Schotz re same (.3).
06/06/24	Brendan Nashelsky	0.50	Telephone conference with E. Swager, K&E team re vendor stipulation (.3); correspond with E. Swager, K&E team, Company re same (.2).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193596

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/24	Jessica Nunez	0.10	Review, analyze documents re vendor dispute.
06/06/24	Evan Swager	0.40	Telephone conference with B. Woodring, K&E team re vendor issues.
06/06/24	Benjamin Woodring	2.30	Correspond with B. Nashelsky, K&E team, Company re vendor dispute (.7); review materials for same (1.6).
06/07/24	Brendan Nashelsky	0.60	Telephone conference with E. Swager, K&E team, Company re vendor stipulation.
06/10/24	Trevor Eck	0.20	Correspond with vendor re stipulation issues and payment.
06/10/24	Benjamin Woodring	0.90	Correspond with B. Nashelsky, K&E team, Company re vendor dispute (.2); review, analyze materials re same (.7).
06/11/24	Trevor Eck	0.70	Telephone conference with B. Woodring, K&E team, vendor re stipulation (.5); correspond with vendor, E. Swager, K&E team re same (.2).
06/11/24	Brendan Nashelsky	0.50	Telephone conference with E. Swager, K&E team, opposing counsel re vendor stipulation.
06/11/24	Benjamin Woodring	4.10	Prepare for meeting re vendor stipulation (1.4); telephone conference with E. Swager, K&E team, opposing counsel, Company re same (.5); correspond with E. Swager, K&E team, opposing counsel, Company re same (.8); review materials re same (1.4).
06/12/24	Benjamin Woodring	0.50	Review materials re vendor dispute.
06/13/24	Jessica Nunez	0.10	Review, analyze vendor stipulation.
06/13/24	Benjamin Woodring	3.10	Review, analyze materials re vendor stipulation (1.8); correspond with B. Nashelsky, K&E team re same (1.3).
Total		28.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193597
Client Matter: 55160-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 1,657.50

Total legal services rendered

\$ 1,657.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193597

Thrasio Holdings, Inc.

Matter Number:

55160-11

Use, Sale, and Disposition of Property

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan C. Feeney	1.70	975.00	1,657.50
TOTALS	1.70		\$ 1,657.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193597

Thrasio Holdings, Inc.

Matter Number:

55160-11

Use, Sale, and Disposition of Property

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/24	Megan C. Feeney	0.20	Correspond with Company re de minimis asset sales (.1); review, revise notice re same (.1).
06/04/24	Megan C. Feeney	0.60	Correspond with Company, E. Swager re de minimis asset sale (.2); review, revise notice re same (.3); review, analyze precedent re same (.1).
06/05/24	Megan C. Feeney	0.30	Correspond with Company, E. Swager, K&E team re de minimis asset sales.
06/12/24	Megan C. Feeney	0.60	Correspond with Company, E. Swager, K&E team, MoFo, U.S. Trustee re de minimis asset sale (.3); review, revise notice re same (.3).
Total		1.70	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193598
Client Matter: 55160-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 219,498.00

Total legal services rendered

\$ 219,498.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193598

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Marcela Barba	44.50	1,345.00	59,852.50
Mary Kogut, P.C.	0.30	2,115.00	634.50
Drew Maliniak	60.90	1,575.00	95,917.50
Victoria T. McDevitt	1.40	435.00	609.00
Evan Swager	1.80	1,345.00	2,421.00
Steve Toth	0.70	1,820.00	1,274.00
Daniel Wachenfeld	2.40	815.00	1,956.00
Wayne E. Williams	23.00	1,995.00	45,885.00
Mary Catherine Young	0.60	975.00	585.00
Paul Zier	4.90	2,115.00	10,363.50
TOTALS	140.50		\$ 219,498.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/24	Marcela Barba	5.20	Telephone conference with D. Maliniak, K&E team re conditions precedent to emergence (.5); coordinate with KCC re master allocation schedule (.1); telephone conference with KCC and Evercore teams re consolidating registration form responses (.5); coordinate follow up telephone conference with KCC and Evercore re form processing approach (.1); coordinate with WSFS and RCB counsels re lender registers (.1); review allocations and draft instruction letter (3.9).
06/03/24	Drew Maliniak	4.50	Telephone conferences and correspond with GDC re registration form submission timeline and emergence deliverables (3.1); correspond with E. Swager re UCC settlement trust form, precedent re same (.6); correspond with Evercore re debt incurrence consent for shareholder agreement (.8).
06/03/24	Wayne E. Williams	2.60	Analyze issues re form of UCC settlement (.4); correspond with E. Swager and F. Petrie re same (.2); telephone conferences with E. Swager and K&E restructuring team re emergence work items (.5); analyze equity registrations (.2); telephone conference with KCC, GDC re equity registrations (.8); telephone conference with GDC, E. Swager, K&E teams re emergence work streams (.5).
06/04/24	Marcela Barba	2.10	Revise closing checklist (.4); correspond with D. Maliniak, K&E team re instruction letter (.3); revise instruction letter (.7); coordinate with Company re Carta engagement letter (.1); correspond with Evercore re net leverage ratio (.1); review governance term sheet (.5).
06/04/24	Drew Maliniak	2.80	Correspond with GDC re emergence deliverables and governance term sheet (.7); revise checklist for emergence (.5); correspond with GDC re emergence shareholder services contact and process for retrieving account statements (.7); correspond with GDC re debt baskets and equity document consent rights (.9).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193598

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/24	Wayne E. Williams	0.60	Revise equity instruction letter (.2); correspond and telephone conference with D. Maliniak re Carta equity registration and post-emergence process (.4).
06/05/24	Marcela Barba	3.40	Telephone conference with D. Maliniak, K&E team re Regulation S and 1145 legends (.7); revise instruction letter (.6); review closing checklist (.3); review corporate term sheet (.3); correspond with S. Kim re corporate term sheet (.2); coordinate with S. Price, K&E team re term sheet (.1); coordinate with company re insurance policy carve out to leverage ratio portion of term sheet (.3); telephone conference with GDC re insurance policy carve out (.3); revise governance term sheet re same (.6).
06/05/24	Drew Maliniak	5.50	Correspond with J. Korff and W. Williams re Regulation S issuance (2.1); correspond with M. Barba re governance term sheet (1.1); correspond with W. Williams, E. Swager re corporate emergence deliverables (2.3).
06/05/24	Wayne E. Williams	2.90	Revise equity instruction letter (1.2); analyze equity registrations (.6); analyze issues re GUC settlement (.3); analyze stock legends (.4); telephone conferences and correspond with D. Maliniak re same (.4).
06/06/24	Marcela Barba	3.70	Revise closing punch list (.4); coordinate with WSFS re lender register (.1); coordinate with RBC re lender register (.1); prepare for telephone conference with KCC and Evercore re master allocation (.2); telephone conference with KCC, Evercore re same (.5); telephone conference with GDC re term sheet (.1); coordinate with GDC, D. Maliniak, K&E teams re UCC-1s (.3); draft final version of governance term sheet (.3); coordinate with E. Swager, K&E team re bylaws and charter of company (.1); correspond with GDC re definitive documents (.1); research precedents re definitive documents (1.5).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193598

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/24	Drew Maliniak	8.10	Review, revise shareholders agreement and new organizational documents (7.1); prepare for and participate in telephone conference with KCC re emergence allocations and issuances (.5); correspond with E. Swager re emergence resolutions process (.5).
06/06/24	Wayne E. Williams	0.70	Telephone conference with GDC, KCC, E. Swager, K&E team re equity registrations (.3); analyze issues re corporate governance documents (.4).
06/07/24	Marcela Barba	9.10	Telephone conference with D. Maliniak, K&E team re term sheet (.5); telephone conference with D. Maliniak, K&E team re definitive corporate documents (2.5); coordinate with S. Price, K&E team re stockholders agreement (.2); review, revise stockholders agreement (5.0); correspond with D. Maliniak, K&E team re stockholders agreement (.3); correspond with same re emergence logistics (.6).
06/07/24	Drew Maliniak	11.90	Review, revise stockholders agreement (4.7); correspond with M. Barba and W. Williams re same (1.0); review, revise bylaws and certificate of incorporation (4.1); correspond with E. Swager and K. Bobholz re emergence documentary deliverables (2.1).
06/07/24	Wayne E. Williams	4.50	Revise shareholder definitive documents (.8); telephone conferences with M. Barba and D. Maliniak re same (3.3); review equity registrations (.4).
06/08/24	Marcela Barba	4.50	Telephone conference with D. Maliniak re definitive documents (.5); analyze terms of shareholder's agreement and certificate of incorporation against term sheet (3.6); revise signature pages re same (.4).
06/08/24	Drew Maliniak	5.80	Revise certificate of incorporation (1.6); revise bylaws (1.2); revise stockholders agreement (1.8); correspond with E. Swager, W. Williams and Company re same (.8); revise emergence checklist (.4).
06/08/24	Wayne E. Williams	0.90	Review governance definitive documents (.3); telephone conference with D. Maliniak re same (.6).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193598

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/24	Marcela Barba	2.30	Analyze shareholders agreement, term sheet (2.2); correspond with D. Maliniak re same (.1).
06/09/24	Steve Toth	0.30	Review, analyze certain shareholder agreement provisions.
06/09/24	Wayne E. Williams	0.50	Review issues re governance definitive documents (.2); telephone conference with D. Maliniak re same (.3).
06/10/24	Marcela Barba	4.70	Review master allocation schedule (.5); telephone conference with Carta and Company re emergence process (.8); telephone conference with D. Maliniak, K&E team re alignment of definitive documents to term sheet (.5); revise shareholders agreement (1.0); correspond with Company and E. Swager, K&E team re post-emergence directors and officers slate (.2); review first amended prearranged plan (.2); coordinate with KCC re master allocation schedule (.1); review Carta ledger (1.4).
06/10/24	Drew Maliniak	5.80	Review reconciliation of securities and term loan allocations (3.1); correspond with KCC re master allocations (.7); review litigation trust agreement (1.1); correspond with S. Toth re stockholders agreement (.7); correspond with E. Swager re emergence timeline (.2).
06/10/24	Steve Toth	0.40	Correspond with D. Maliniak, K&E team re shareholder agreement and charter questions.
06/10/24	Wayne E. Williams	3.10	Analyze issues re equity distributions, corporate definitive documents and emergence process (1.5); telephone conferences with D. Maliniak re corporate definitive documents and litigation trust (.7); telephone conference with D. Maliniak re emergence process (.2); telephone conference with Carta and D. Maliniak re equity issuance process (.7).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193598

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/24	Marcela Barba	4.70	Correspond with KCC re Carta ledger reconciliations (.4); correspond with Company re directors and officers slate (.1); review, revise definitive documents with client (2.5); review company comments to definitive documents (1.0); prepare definitive documents for circulation (.4); research re director appointment and removal under Delaware law (.3).
06/11/24	Mary Kogut, P.C.	0.30	Correspond with K. Bobholz re structuring.
06/11/24	Drew Maliniak	9.50	Telephone conference with Company, S. Kim, K&E team re new organizational documents (3.1); correspond with W. Williams re allocation methodology (.5); review, revise litigation trust agreement re securities matters (.9); research case law re Delaware annual meeting requirements (1.1); revise new organizational documents (3.9).
06/11/24	Wayne E. Williams	5.50	Telephone conference with Company, D. Maliniak and M. Barba re corporate definitive documents (3.1); revise corporate governance documents (.4); telephone conference with D. Maliniak re same (.7); analyze equity distributions (.3); telephone conference with D. Maliniak re same (.4); revise litigation trust documents (.6).
06/11/24	Mary Catherine Young	0.60	Review, revise board resolution.
06/12/24	Marcela Barba	1.50	Coordinate signatories re emergence documents (.2); revise instruction letter (.3); correspond with GDC re instruction letter (.1); revise emergence checklist (.3); correspond with D. Maliniak re checklist (.2); revise signature page packet (.1); coordinate with E. Swager, K&E Team re director and officers indemnification agreements (.1); draft blue sky correspondence (.2).
06/12/24	Drew Maliniak	4.80	Correspond with E. Swager and S. Price re corporate deliverables (2.7); correspond with M. Barba and A. Bledsoe re emergence workstreams (2.1).
06/12/24	Daniel Wachenfeld	1.90	Draft emergence board resolutions.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193598

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/24	Wayne E. Williams	0.90	Draft equity instruction letter (.2); correspond with M. Barba re same (.1); analyze director resignation issues (.3); telephone conference with D. Maliniak re same (.1); review emergence definitive documents (.2).
06/12/24	Paul Zier	2.50	Review blue sky matters (1.5); review investor representations (1.0).
06/13/24	Marcela Barba	3.30	Correspond with Company re signature pages (.1); correspond with P. Zeier, K&E team re state law filing requirements (1.1); correspond with KCC and Carta re ledger (.1); participate in telephone conference with KCC, Carta and Company re equity shareholder emergence ledger (1.0); prepare for same (.8); correspond with KCC re Carta ledger (.1); correspond with GDC and Evercore re Carta ledger equity holder intake (.1).
06/13/24	Drew Maliniak	2.20	Correspond with E. Swager, M. Barba re emergence deliverables, new organizational documents.
06/13/24	Victoria T. McDevitt	1.40	Review, aggregate equityholder data (1.0); correspond with P. Zier re same (.4).
06/13/24	Evan Swager	1.80	Draft minutes (.7); draft unanimous written consents (.5); correspond with F. Petrie, K&E team re same (.6).
06/13/24	Daniel Wachenfeld	0.50	Review, revise emergence resolutions (.4); correspond with E. Swager re emergence resolutions, resignation letters (.1).
06/13/24	Wayne E. Williams	0.80	Review, analyze blue sky filing information (.3); telephone conference with M. Barba re same (.2); revise emergence funds flow (.3).
06/13/24	Paul Zier	2.40	Review, analyze blue sky laws.
Total		140.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193599
Client Matter: 55160-13

In the Matter of Employee Matters

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 22,958.50

Total legal services rendered

\$ 22,958.50

Legal Services for the Period Ending June 13, 2024
Thrasio Holdings, Inc.
Employee Matters

Invoice Number: 1010193599
Matter Number: 55160-13

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kayla Davis	1.20	1,395.00	1,674.00
Matthew Mutino	11.40	975.00	11,115.00
Evangelia Podaras	0.60	1,575.00	945.00
Scott D. Price, P.C.	4.00	2,245.00	8,980.00
Daniel Wachenfeld	0.30	815.00	244.50
TOTALS	17.50		\$ 22,958.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/24	Matthew Mutino	1.20	Prepare for telephone conference with creditor counsel re MIP (.7); participate in telephone conference with creditor counsel re MIP (.2); review, revise MIP (.3).
06/01/24	Scott D. Price, P.C.	0.50	Review correspondence from M. Mutino, opposing counsel re governance term sheet.
06/05/24	Matthew Mutino	3.70	Correspond with S. Price, opposing counsel re governance term sheet (.4); research re draft separation agreement (.7); draft form separation agreement (2.6).
06/05/24	Scott D. Price, P.C.	0.50	Review form separation agreement.
06/06/24	Kayla Davis	1.00	Draft, revise and finalize separation agreement.
06/06/24	Matthew Mutino	2.20	Review, analyze and draft governance documents (.9); draft revisions to form separation agreement (1.3).
06/06/24	Evangelia Podaras	0.30	Correspond with S. Price, K&E team re separation agreements.
06/07/24	Kayla Davis	0.20	Draft, revise and finalize separation agreement.
06/07/24	Matthew Mutino	0.70	Review, revise governing documents re executive compensation.
06/07/24	Scott D. Price, P.C.	0.50	Review stockholders agreement.
06/11/24	Scott D. Price, P.C.	1.00	Correspond with M. Mutino, K&E team re emergence compensation matters.
06/12/24	Matthew Mutino	3.60	Correspond with S. Price, K&E team re compensation emergence checklist items (.9); draft emergence checklist and governing documents (.6); draft board service agreements (2.1).
06/12/24	Evangelia Podaras	0.30	Correspond with M. Mutino re director services letters (.1); review same (.2).
06/12/24	Scott D. Price, P.C.	1.50	Correspond with M. Mutino, K&E team re emergence compensation matters (1.0); review compensation material (.3); revise compensation materials (.2).
06/12/24	Daniel Wachenfeld	0.30	Draft resignation letters for executives.
Total		17.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193600
Client Matter: 55160-14

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 3,433.50

Total legal services rendered

\$ 3,433.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193600

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	2.20	1,265.00	2,783.00
Humza Moinuddin	0.20	815.00	163.00
Brendan Nashelsky	0.20	975.00	195.00
Matt Waldrep	0.30	975.00	292.50
TOTALS	2.90		\$ 3,433.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/24	Tiffani Chanroo	1.50	Conference with M. Gearin re Amazon agreements (.6); correspond with M. Gearin re same (.1); review, analyze issues re same (.8).
06/06/24	Tiffani Chanroo	0.70	Correspond with Amazon counsel re Amazon agreements.
06/09/24	Brendan Nashelsky	0.20	Review, analyze considerations re executory contracts.
06/10/24	Humza Moinuddin	0.20	Review, revise motion re section 365(d)(4) extension motion (.1); correspond with B. Nashelsky re same (.1).
06/13/24	Matt Waldrep	0.30	Correspond with Company, E. Swager, K&E team re executory contracts.
Total		2.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193601
Client Matter: 55160-15

In the Matter of SOFAs and Schedules

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 5,535.00

Total legal services rendered

\$ 5,535.00

Legal Services for the Period Ending June 13, 2024
Thrasio Holdings, Inc.
SOFAs and Schedules

Invoice Number: 1010193601
Matter Number: 55160-15

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	4.20	975.00	4,095.00
Susan D. Golden	0.90	1,600.00	1,440.00
TOTALS	5.10		\$ 5,535.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193601

Thrasio Holdings, Inc.

Matter Number:

55160-15

SOFAs and Schedules

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/24	Trevor Eck	0.30	Correspond with M. Young, AlixPartners re creditor matrix order and redactions.
06/04/24	Susan D. Golden	0.40	Office conference with M. Young re creditor matrix motion argument.
06/05/24	Trevor Eck	1.00	Draft responses to U.S. Trustee re creditor matrix order.
06/05/24	Susan D. Golden	0.50	Review and revise proposed response to U.S. Trustee re creditor matrix motion (.3); correspond with T. Eck re same (.1); correspond with M. Young re creditor matrix motion redactions and preparation for hearing (.1).
06/11/24	Trevor Eck	0.30	Correspond with AlixPartners re amended schedules.
06/13/24	Trevor Eck	2.60	Review, revise amended schedules.
Total		5.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193602
Client Matter: 55160-16

In the Matter of Hearings

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 39,592.50

Total legal services rendered

\$ 39,592.50

Legal Services for the Period Ending June 13, 2024
 Thrasio Holdings, Inc.
 Hearings

Invoice Number: 1010193602
 Matter Number: 55160-16

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault, P.C.	4.90	1,790.00	8,771.00
Matthew C. Fagen, P.C.	4.70	1,685.00	7,919.50
Josh Greenblatt, P.C.	1.50	2,065.00	3,097.50
TJ Leahy	2.00	1,235.00	2,470.00
Francis Petrie	1.60	1,595.00	2,552.00
Laura Saal	2.10	625.00	1,312.50
John Sorrentino	2.10	495.00	1,039.50
Evan Swager	1.40	1,345.00	1,883.00
Daniel Wachenfeld	1.70	815.00	1,385.50
Danielle Walker	1.20	355.00	426.00
Benjamin Woodring	3.40	1,365.00	4,641.00
Mary Catherine Young	4.20	975.00	4,095.00
TOTALS	30.80		\$ 39,592.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/24	John Sorrentino	0.50	Coordinate with B. Woodring, K&E team re confirmation hearing logistics.
06/06/24	Bill Arnault, P.C.	1.80	Prepare for confirmation hearing.
06/06/24	Laura Saal	0.80	Correspond with T. Chanroo re confirmation hearing (.2); correspond with D. Wachenfeld re hearing logistics (.4); correspond with D. Walker re same (.2).
06/06/24	John Sorrentino	0.80	Coordinate confirmation hearing logistics.
06/06/24	Daniel Wachenfeld	1.70	Review, revise notice of agenda for confirmation hearing.
06/07/24	TJ Leahy	2.00	Prepare for confirmation hearing.
06/07/24	Laura Saal	1.30	Correspond with U. Dike re hearing logistics (.3); compile confirmation pleadings (.7); correspond with D. Wachenfeld re confirmation hearing (.3).
06/07/24	John Sorrentino	0.80	Coordinate confirmation hearing logistics.
06/07/24	Danielle Walker	1.20	Prepare hearing reference materials.
06/08/24	Benjamin Woodring	0.90	Prepare for confirmation hearing.
06/09/24	Matthew C. Fagen, P.C.	1.70	Prepare for confirmation hearing (1.2); review, analyze open issues re same (.5).
06/09/24	Mary Catherine Young	1.10	Prepare for confirmation hearing.
06/10/24	Bill Arnault, P.C.	3.10	Prepare for confirmation hearing (1.6); participate in confirmation hearing (1.5).
06/10/24	Matthew C. Fagen, P.C.	3.00	Prepare for confirmation hearing (1.5); participate in same (1.5).
06/10/24	Josh Greenblatt, P.C.	1.50	Attend confirmation hearing.
06/10/24	Francis Petrie	1.60	Participate in confirmation hearing.
06/10/24	Evan Swager	1.40	Attend confirmation hearing.
06/10/24	Benjamin Woodring	2.50	Prepare for confirmation hearing (1.0); participate in confirmation hearing (1.5).
06/10/24	Mary Catherine Young	3.10	Prepare for confirmation hearing (1.6); participate in confirmation hearing (1.5).
Total		30.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193603
Client Matter: 55160-17

In the Matter of Insurance and Surety Matters

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 2,542.50

Total legal services rendered

\$ 2,542.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193603

Thrasio Holdings, Inc.

Matter Number:

55160-17

Insurance and Surety Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William T. Pruitt	1.50	1,695.00	2,542.50
TOTALS	1.50		\$ 2,542.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193603

Thrasio Holdings, Inc.

Matter Number:

55160-17

Insurance and Surety Matters

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/24	William T. Pruitt	0.40	Analyze go-forward insurance and indemnification (.2); correspond with E. Swager, K&E team re same (.2).
06/03/24	William T. Pruitt	0.60	Analyze director and officer releases under plan (.2); telephone conference with UCC and officer counsel re same (.2); correspond with broker re status of insurance notices (.2).
06/05/24	William T. Pruitt	0.50	Analyze insurer questions re plan (.2); telephone conference with Company, E. Swager, K&E team, broker re same (.3).
Total		1.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193604
Client Matter: 55160-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 639,970.00

Total legal services rendered

\$ 639,970.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	5.50	815.00	4,482.50
Bill Arnault, P.C.	17.00	1,790.00	30,430.00
Marcela Barba	0.10	1,345.00	134.50
Tiffani Chanroo	3.40	1,265.00	4,301.00
Uzo Dike	3.50	625.00	2,187.50
Trevor Eck	12.30	975.00	11,992.50
Matthew C. Fagen, P.C.	27.90	1,685.00	47,011.50
Megan C. Feeney	35.20	975.00	34,320.00
Josh Greenblatt, P.C.	7.10	2,065.00	14,661.50
Maggie Houseknecht	1.90	1,235.00	2,346.50
TJ Leahy	3.80	1,235.00	4,693.00
Jamie McLennan	1.00	815.00	815.00
Humza Moinuddin	4.80	815.00	3,912.00
Brendan Nashelsky	27.40	975.00	26,715.00
Francis Petrie	62.60	1,595.00	99,847.00
Anup Sathy, P.C.	29.10	2,305.00	67,075.50
Noah Spector	0.50	1,075.00	537.50
Evan Swager	102.50	1,345.00	137,862.50
Daniel Wachenfeld	49.00	815.00	39,935.00
Matt Waldrep	40.60	975.00	39,585.00
Danielle Walker	1.20	355.00	426.00
Wayne E. Williams	0.20	1,995.00	399.00
Mary Catherine Young	68.00	975.00	66,300.00
TOTALS	504.60		\$ 639,970.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/24	Marcela Barba	0.10	Correspond with E. Swager, K&E team re confirmation order.
06/01/24	Matthew C. Fagen, P.C.	1.20	Correspond with B. Arnault, F. Petrie, K&E team re Bristols 6 objection (.5); review, analyze strategy re same (.7).
06/01/24	Evan Swager	7.20	Review, revise plan (6.5); correspond with F. Petrie, K&E team re same, confirmation (.7).
06/02/24	Megan C. Feeney	0.80	Correspond with F. Petrie, K&E team, KCC re case website (.4); review, revise same (.4).
06/02/24	Brendan Nashelsky	1.40	Review, revise confirmation presentation (.5); review, revise Legacy Thrasio SPV administrator agreement (.9).
06/02/24	Anup Sathy, P.C.	0.60	Review, analyze term sheet and related plan documents.
06/02/24	Evan Swager	1.50	Review, revise plan (.5); telephone conference with F. Petrie, B. Arnault re confirmation objections (.5); correspond with F. Petrie, B. Arnault re confirmation issues, next steps (.5).
06/02/24	Daniel Wachenfeld	2.50	Revise confirmation hearing presentation.
06/02/24	Wayne E. Williams	0.20	Analyze GUC settlement structure (.1), correspond with D. Maliniak and M. Barba re same (.1).
06/02/24	Mary Catherine Young	1.20	Review, revise chapter 11 plan (.7); correspond with E. Swager re same (.5).
06/03/24	Anthony Abate	0.60	Review, revise Centerview confirmation declaration (.3); research re cures (.3).
06/03/24	Bill Arnault, P.C.	0.30	Telephone conference with F. Petrie, K&E team, Cole Schotz re confirmation hearing.
06/03/24	Tiffani Chanroo	0.80	Correspond with D. Wachenfeld, K&E team re professional fee escrow account.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

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Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/24	Trevor Eck	2.50	Review, revise declarations in support of confirmation (.5); correspond with D. Wachenfeld, K&E team, Centerview re same (.3); telephone conference with Cole Schotz, E. Swager, K&E team re confirmation strategy (.5); telephone conference with E. Swager, K&E team, Katten re confirmation declaration (.4); telephone conference with E. Swager, K&E team re confirmation and emergence issues (.3); telephone conference with F. Petrie, K&E team, director counsel re confirmation and investigation issues (.5).
06/03/24	Matthew C. Fagen, P.C.	2.80	Correspond with F. Petrie, K&E team re Bristols6 strategy and confirmation workstreams (1.2); analyze strategy re same (1.6).
06/03/24	Megan C. Feeney	3.60	Correspond and telephone conference with Bristols6 re settlement (.5); review, revise confirmation order (1.3); correspond with GDC, Stord, E. Swager, K&E team re same (.5); review, revise notice of committee letter (.3); correspond with D. Wachenfeld re same (.2) correspond with KCC, E. Swager, K&E team re solicitation, committee settlement (.8).
06/03/24	Josh Greenblatt, P.C.	3.40	Telephone conferences with B. Arnault re confirmation (1.1); review, analyze correspondence re confirmation and potential settlement (2.3).
06/03/24	Maggie Houseknecht	1.20	Draft settlement and cooperation agreements.
06/03/24	Jamie McLennan	1.00	Review, revise confirmation order re committee settlement.
06/03/24	Anup Sathy, P.C.	2.10	Review and analyze plan and related documents.
06/03/24	Anup Sathy, P.C.	1.20	Review and analyze responses to confirmation objections.
06/03/24	Anup Sathy, P.C.	0.80	Analyze UST objection and related issues.

Legal Services for the Period Ending June 13, 2024

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Matter Number:

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Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/24	Evan Swager	9.20	Telephone conferences with GDC, Company, F. Petrie, K&E team re confirmation hearing issues, emergence timeline (3.8); telephone conference with UCC re plan comments (.4); review, revise plan (1.5); correspond with GDC, F. Petrie, K&E team re same (.8); correspond with B. Arnault, K&E team re confirmation objections (1.1); revise confirmation order (1.2); correspond with UCC, GDC re same (.4).
06/03/24	Daniel Wachenfeld	0.20	Review, revise confirmation declaration in support of confirmation.
06/03/24	Daniel Wachenfeld	0.10	Review, revise confirmation hearing presentation.
06/03/24	Daniel Wachenfeld	0.40	Telephone conference with E. Swager, K&E team, Katten team re declaration in support of confirmation.
06/03/24	Daniel Wachenfeld	1.30	Revise professional fee escrow agreement, ancillary documents (1.1); correspond with T. Chanroo, AlixPartners re same (.2).
06/03/24	Daniel Wachenfeld	1.80	Draft notice of filing of committee letter (1.5), correspond with M. Feeney, E. Swager re same (.3).
06/03/24	Matt Waldrep	7.80	Correspond with M. Young, K&E team, AlixPartners re executory contracts (.3); review, analyze flow of funds memorandum (.3); conference with E. Swager, K&E team re same (.2); review, revise same (.1); review, analyze amended plan (1.2); review, revise same (.5); correspond with M. Young re same (.2); research re assumption of indemnity agreements (3.9); research re cure objection deadline (.6); correspond with E. Swager, K&E team re same (.2); telephone conference with M. Lehavi re creditor objection (.3).

Legal Services for the Period Ending June 13, 2024

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Thrasio Holdings, Inc.

Matter Number:

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Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/24	Mary Catherine Young	6.60	Review, revise chapter 11 plan (1.8); correspond with AlixPartners re cure issues (.6); review, analyze confirmation issues (1.4); telephone conference with Cole Schotz re confirmation issues (.5); telephone conference with E. Swager, M. Waldrep re emergence memorandum (.5); telephone conference with ESR counsel re confirmation objection (.3); telephone conferences with third parties re confirmation objections, issues (1.5).
06/04/24	Anthony Abate	2.60	Review, revise Centerview confirmation declaration (.7); research precedent re same (1.1); correspond with E. Swager, Centerview team re same (.3); telephone conference with Centerview re same (.1); review, revise confirmation pleadings (.4).
06/04/24	Bill Arnault, P.C.	1.80	Prepare for confirmation hearing.
06/04/24	Tiffani Chanroo	0.80	Correspond with D. Wachenfeld re professional fee escrow account (.5); review analyze issues re same (.3).
06/04/24	Trevor Eck	6.80	Review, revise declaration in support of confirmation (2.8); correspond with D. Wachenfeld, AlixPartners re same (.2); review, revise Centerview declaration in support of confirmation (1.4); correspond with Centerview re same (.2); review, revise declaration in support of confirmation (1.8); correspond with E. Swager, K&E team, Cole Schotz re confirmation declarations (.4).
06/04/24	Matthew C. Fagen, P.C.	5.00	Correspond with F. Petrie, K&E team, UCC, GDC, various other parties re confirmation issues.
06/04/24	Megan C. Feeney	3.10	Telephone conference with MoFo, E. Swager, K&E team re committee settlement, plan (.5); correspond with GDC, E. Swager, K&E team, lienholder's counsel re confirmation order (.6); review, revise re same (.5); conferences with F. Petrie, E. Swager, K&E team re confirmation (1.2); correspond with AlixPartners, vendor counsel re cure amounts (.3).
06/04/24	Josh Greenblatt, P.C.	1.60	Telephone conferences with C. McGushin and B. Arnault re confirmation preparations.

Legal Services for the Period Ending June 13, 2024

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Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/24	Francis Petrie	7.80	Correspond with E. Swager, K&E team re DIP order and challenge (.8); review, revise plan (1.8); review and revise declarations (1.4); office conferences with E. Swager re same (.4); telephone conferences with MoFo team re same (.4); review research re safe harbor (1.1); telephone conference with Company re next steps (.5); correspond with M. Fagen re path forward (1.4).
06/04/24	Anup Sathy, P.C.	1.20	Review and analyze revised plan and related documents.
06/04/24	Anup Sathy, P.C.	0.90	Analyze settlement term sheet re releases.
06/04/24	Anup Sathy, P.C.	1.30	Analyze responses to plan objections.
06/04/24	Evan Swager	12.10	Correspond with GDC re emergence (.8); correspond with M. Lehavi, K&E team re confirmation litigation, objections (1.7); review, revise confirmation declarations (2.5); review, revise plan (1.1); correspond with Company, UCC, GDC re same (1.7); file same (.8); draft notice re same (.3); correspond with Company re same, confirmation pleadings (.5); telephone conference with Company re confirmation status (.5); review, revise confirmation order (.5); draft motion to strike (1.7).
06/04/24	Daniel Wachenfeld	3.30	Review, revise declarations in support of confirmation (2.3); prepare same for filing (.8); correspond with T. Eck re same (.2).
06/04/24	Daniel Wachenfeld	0.20	Review precedent re payment of cure amounts.
06/04/24	Daniel Wachenfeld	0.50	Compile key documents for professional fee escrow agreement (.3); correspond with T. Chanroo, Citi team re same (.2).
06/04/24	Matt Waldrep	4.50	Research re assumption of indemnity agreements (1.6); correspond with E. Swager, K&E team re same (.2); review, analyze amended plan (.3); review, analyze comments to same (.2); review, revise same (2.0); correspond with M. Young, K&E team re same (.2).

Legal Services for the Period Ending June 13, 2024

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Thrasio Holdings, Inc.

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55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/24	Mary Catherine Young	8.00	Review, revise plan (3.9); correspond with E. Swager, M. Waldrep re same (1.4); correspond with third parties re cure claims (.8); conferences with E. Swager, F. Petrie re confirmation issues (1.6); review, analyze confirmation issues (.3).
06/05/24	Anthony Abate	2.30	Research, analyze precedent re substantive consolidation (1.3); review, analyze precedent re exculpated parties (.8); correspond with M. Young re same (.2).
06/05/24	Bill Arnault, P.C.	1.00	Prepare for confirmation hearing.
06/05/24	Tiffani Chanroo	1.30	Review, analyze professional fee account materials (.9); correspond with D. Wachenfeld, Citi re same (.4).
06/05/24	Uzo Dike	0.80	Review, revise case calendar re confirmation deadlines.
06/05/24	Trevor Eck	1.40	Review, revise cooperation agreement.
06/05/24	Matthew C. Fagen, P.C.	3.60	Correspond with F. Petrie, K&E team, various parties re confirmation issues.
06/05/24	Megan C. Feeney	1.80	Correspond with KCC, E. Swager, K&E team, committee re solicitation, voting report (.9); review, revise confirmation order (.5); correspond with vendors counsel, GDC, E. Swager, MoFo re same (.4).
06/05/24	TJ Leahy	2.00	Correspond with C. McGushin and B. Woodring re plan, confirmation objections (1.0); review, revise confirmation declarations, pleadings (1.0).
06/05/24	Humza Moinuddin	1.00	Review, revise amended notice of plan supplement (.7); correspond with M. Young re same (.3).
06/05/24	Brendan Nashelsky	3.20	Office conference with F. Petrie, K&E team re confirmation (.9); review, analyze objections re confirmation (.9); review, revise stipulation re confirmation (1.3); correspond with E. Swager re same (.1).

Legal Services for the Period Ending June 13, 2024

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Thrasio Holdings, Inc.

Matter Number:

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Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/24	Francis Petrie	5.30	Telephone conference with B. Arnault re debt structuring (.3); review letter re standing request (.3); telephone conference with Bristols 6 re plan objections (.4); correspond with E. Swager re same (.2); review and revise confirmation documentation (1.1); office conference with E. Swager, M. Young re confirmation objections and approach (1.5); review and revise materials re outstanding objections (.2); review plan objections (.4); correspond with K&E team re same (.1); review markup of plan and confirmation order (.5); correspond with E. Swager re same (.1); review motion to strike (.2).
06/05/24	Anup Sathy, P.C.	2.10	Review, analyze revised plan.
06/05/24	Anup Sathy, P.C.	1.30	Review, analyze objection responses.
06/05/24	Evan Swager	13.70	Draft, revise motion to strike (4.7); correspond with F. Petrie, K&E team re objections (1.7); review same (1.5); office conferences with F. Petrie, K&E team re same (1.5); revise objection chart (1.2); review, revise plan (1); correspond with MoFo, GDC teams re same (.6); telephone conferences with objectors re objections (1.1); telephone conferences with B. Arnault, K&E team re same (.4).
06/05/24	Daniel Wachenfeld	0.60	Correspond with Citi team and AlixPartners re professional fee escrow agreement (.2); review, analyze plan re payments for professionals (.4).
06/05/24	Daniel Wachenfeld	3.30	Analyze issues re breach of contract and guaranty.
06/05/24	Matt Waldrep	8.80	Telephone conference with M. Lehavi re confirmation objection (.4); review, analyze confirmation objections (3.5); correspond with M. Young, K&E team re confirmation objections (.8); draft confirmation objection summary (1.9); review, revise confirmation brief (2.2).
06/05/24	Matt Waldrep	1.90	Research re claims against guarantor.

Legal Services for the Period Ending June 13, 2024

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1010193604

Thrasio Holdings, Inc.

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55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/24	Mary Catherine Young	7.30	Conference with B. Arnault, K&E team re confirmation litigation strategy (.3); review, analyze plan objections (.5); conference with E. Swager re same (1.4); review, analyze issues, confirmation brief re same (1.6); conference with E. Swager, K&E team re Bristols 6 litigation (.5); conference with E. Swager re plan objections (.6); review, revise objection summary (.9); draft, revise confirmation brief (1.5).
06/06/24	Bill Arnault, P.C.	2.30	Review and revise declarations in support of confirmation.
06/06/24	Bill Arnault, P.C.	1.20	Review, analyze objections re hearing.
06/06/24	Matthew C. Fagen, P.C.	3.50	Correspond with F. Petrie, K&E team, GDC re confirmation issues.
06/06/24	Megan C. Feeney	5.30	Correspond and telephone conferences with E. Swager, K&E team, KCC re voting report, solicitation (.7); review, revise re same (.6); review, revise confirmation order (1.5); correspond and conferences with E. Swager, K&E team, GDC, MoFo, vendor counsel re same, confirmation (2); review, revise assumption schedule (.2); correspond with Alix, Company re same (.3).
06/06/24	Josh Greenblatt, P.C.	1.40	Telephone conferences with B. Arnault, K&E team re potential confirmation litigation.
06/06/24	TJ Leahy	1.30	Review and analyze materials and correspondence re confirmation objections.
06/06/24	Humza Moinuddin	1.20	Review, revise notice of amended plan supplement.
06/06/24	Brendan Nashelsky	8.00	Review, revise trust administrator agreement (4.8); research re same (1.4); review, revise confirmation brief (1.1); office conferences with D. Wachenfeld, S. Romero re confirmation hearing (.7).
06/06/24	Francis Petrie	7.60	Office conferences with E. Swager, K&E team re Thrasio confirmation documentations (4.9); correspond with E. Swager, K&E team, MoFo, GDC re same (1.5); review, analyze considerations re same (.8); review and revise objection table re confirmation (.4).
06/06/24	Anup Sathy, P.C.	0.70	Review and analyze revised plan re release issues.

Legal Services for the Period Ending June 13, 2024

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1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/24	Anup Sathy, P.C.	0.60	Review and analyze confirmation order.
06/06/24	Anup Sathy, P.C.	0.40	Analyze effective date timing, related considerations.
06/06/24	Anup Sathy, P.C.	1.20	Review and analyze response re confirmation objections.
06/06/24	Anup Sathy, P.C.	0.50	Review and analyze UST objection, related issues.
06/06/24	Noah Spector	0.50	Conference with B. Arnault, K&E team re confirmation hearing.
06/06/24	Evan Swager	15.10	Review, revise plan (1.1); review, revise plan supplement (1.3); review, revise confirmation order (1.5); review trust agreement (.7); review, revise confirmation brief (5); revise U.S. Trustee objection chart (1.3); revise voting declaration (.4); correspond with Company re confirmation pleadings (.8); revise cooperation agreement (.7); revise confirmation objections chart (1.2); conferences with F. Petrie, K&E team re work in process, confirmation (1.1).
06/06/24	Daniel Wachenfeld	2.00	Revise confirmation presentation.
06/06/24	Daniel Wachenfeld	1.50	Correspond with E. Swager, K&E team, T. Zomo re confirmation hearing logistics.
06/06/24	Daniel Wachenfeld	1.40	Review, revise confirmation brief citations.
06/06/24	Daniel Wachenfeld	4.70	Office conference with E. Swager, K&E team re confirmation strategy, pleadings.
06/06/24	Daniel Wachenfeld	0.90	Revise professional fee escrow agreement (.7); correspond with AlixPartners re same (.2).
06/06/24	Daniel Wachenfeld	0.20	Analyze issues re breach of contract with a guaranty.
06/06/24	Matt Waldrep	8.70	Review, revise confirmation brief (3.9); review, analyze same (1.9); draft confirmation hearing talking points (.6); review, revise amended plan (1.6); correspond with M. Young, K&E team re same (.3); correspond with M. Lehavi re confirmation objection (.2); conference with M. Lehavi re same (.2).
06/06/24	Danielle Walker	1.20	Prepare confirmation hearing materials with L. Saal.

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Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/24	Mary Catherine Young	14.60	Review, analyze plan objections (3.9); draft, revise confirmation brief (3.8); correspond with E. Swager re confirmation issues (3.4); office conferences with E. Swager, K&E team re same (3.2); review, analyze U.S. Trustee plan objection (.3).
06/07/24	Bill Arnault, P.C.	3.10	Participate in telephone conference with T. Horton and Katten re confirmation (.4); prepare for same (2.7).
06/07/24	Bill Arnault, P.C.	1.70	Telephone conference with AlixPartners re confirmation (.4); prepare for same (1.2); telephone conference with Centerview re confirmation (.1).
06/07/24	Tiffani Chanroo	0.30	Correspond with D. Wachenfeld re professional fee escrow agreement.
06/07/24	Uzo Dike	1.50	Prepare for confirmation hearing.
06/07/24	Trevor Eck	0.90	Telephone conference with E. Swager, K&E team, Katten re declarant preparation (.5); telephone conference with Centerview, B. Arnault, K&E team re same (.4).
06/07/24	Matthew C. Fagen, P.C.	3.30	Correspond with F. Petrie, K&E team, GDC, MoFo re resolution of open objections and plan documents.
06/07/24	Megan C. Feeney	8.10	Draft, revise confirmation order (3.6); correspond with GDC, MoFo, E. Swager, K&E team, lienholder counsel re same (.8); conference with F. Petrie, K&E team re same, confirmation (1.5); review, revise voting report (.9); prepare same for filing (.3); correspond with KCC re same (.4); review, revise agenda for confirmation (.3); correspond with AlixPartners, M. Young, K&E team, Company re assumption schedule (.3).
06/07/24	Josh Greenblatt, P.C.	0.70	Telephone conference with E. Swager, K&E team re confirmation status.
06/07/24	Maggie Houseknecht	0.30	Correspond with B. Woodring, K&E team re draft cross-examination re AlixPartners witness preparation.
06/07/24	Maggie Houseknecht	0.40	Telephone conference with B. Arnault, K&E team, AlixPartners re confirmation declaration.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/24	TJ Leahy	0.50	Prepare for telephone conference with B. Arnault, B. Woodring and others re confirmation objections (.2); telephone conference with B. Arnault, K&E team re same (.3).
06/07/24	Humza Moinuddin	2.60	Review, analyze confirmation brief (1.9); correspond with M. Young re same (.1); review, revise summary re confirmation work in process (.5); correspond with B. Nashelsky, E. Swager re same (.1).
06/07/24	Brendan Nashelsky	6.00	Review, revise confirmation brief (1.4); review, revise confirmation press release documents (.8); review, revise confirmation hearing agenda (.4); review, revise trust administrator agreement (.6); telephone conferences with Company, E. Swager, K&E team, GDC re confirmation (.7); review, analyze issues re confirmation (2.1).
06/07/24	Francis Petrie	10.80	Telephone conferences with M. Fagen re confirmation standard (1.7); review and revise confirmation papers (4.9); telephone conferences with E. Swager, K&E team, GDC, MoFo re settlement (3.6); telephone conference with C. Husnick re plan response re statutory fees (.6).
06/07/24	Anup Sathy, P.C.	1.30	Review and analyze confirmation record and materials.
06/07/24	Anup Sathy, P.C.	0.90	Review and analyze effective date documents.
06/07/24	Anup Sathy, P.C.	1.20	Analyze confirmation objection responses.
06/07/24	Anup Sathy, P.C.	0.50	Review, analyze voting report.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/24	Evan Swager	17.40	Review, revise confirmation brief (3.5); revise confirmation order (2.8); review, revise plan (2.5); review agenda (.4); telephone conferences with UCC, objectors re resolution to objection (1.5); review, analyze confirmation objections (1.2); review, analyze voting report (.4); review, analyze trust agreement (.7); review, revise plan supplement documents (.8); telephone conferences with F. Petrie, K&E team re same (.4); conference with F. Petrie, K&E team re confirmation prep (1.2); telephone conferences with B. Arnault, Katten, K&E team re confirmation hearing (1.1); conference with U.S. Trustee re same (.4). telephone conference with Company re same (.5).
06/07/24	Daniel Wachenfeld	2.50	Review, revise and compile proposed confirmation order for filing.
06/07/24	Daniel Wachenfeld	6.00	Office conferences with E. Swager, K&E team re confirmation strategy, pleadings.
06/07/24	Daniel Wachenfeld	2.70	Compile documents re confirmation hearing (2.0); coordinate logistics re same (.7).
06/07/24	Daniel Wachenfeld	4.50	Review, revise confirmation brief.
06/07/24	Daniel Wachenfeld	0.50	Correspond with AlixPartners, K&E team re professional fee escrow agreement.
06/07/24	Matt Waldrep	5.30	Correspond with E. Swager, K&E team re confirmation brief (.2); review, revise same (2.9); review, analyze amended plan (.1); review, revise same (.6); research re injunction provisions (.9); research re opt out provision (.6).
06/07/24	Mary Catherine Young	14.90	Draft, review confirmation brief (3.6); review, research re same (2.4); correspond with E. Swager re same (1.9); conference with U.S. Trustee re plan objection (.5); research re plan objections (3.1); conference with E. Swager, F. Petrie re confirmation issues (1.4); review, revise confirmation brief (2.0).
06/08/24	Bill Arnault, P.C.	0.40	Review, analyze witness and exhibit list (.2); correspond with B. Woodring, K&E team re confirmation hearing and preparation (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/24	Uzo Dike	1.20	Review, revise confirmation hearing witness and exhibit list (.7); correspond with B. Woodring re same (.2); coordinate logistics for confirmation hearing (.3).
06/08/24	Trevor Eck	0.70	Review, revise confirmation presentation.
06/08/24	Matthew C. Fagen, P.C.	2.00	Correspond with F. Petrie, GDC, MoFo re plan documents, open issues, settlements.
06/08/24	Brendan Nashelsky	1.80	Review, revise confirmation hearing agenda (.3); review, analyze considerations re confirmation (1.5).
06/08/24	Francis Petrie	3.80	Prepare for confirmation hearing (2.1); correspond with M. Fagen, K&E team, Company, GDC, MoFo re final confirmation order language and settlements (1.7).
06/08/24	Anup Sathy, P.C.	1.20	Review and analyze confirmation record.
06/08/24	Anup Sathy, P.C.	0.80	Review and analyze revised plan.
06/08/24	Anup Sathy, P.C.	0.90	Review and analyze responses to objections.
06/08/24	Evan Swager	2.20	Revise confirmation presentation (1.8); correspond with F. Petrie, Company, GDC re confirmation issues. (.4).
06/08/24	Daniel Wachenfeld	0.90	Coordinate logistics for confirmation hearing.
06/08/24	Daniel Wachenfeld	2.10	Revise confirmation hearing presentation.
06/09/24	Bill Arnault, P.C.	5.20	Review and revise direct examinations re confirmation hearing declarants (1.8); participate in preparation telephone conference with AlixPartners (.3); prepare for same (.7); participate in telephone conference with MoFo re confirmation hearing (.2); prepare for confirmation hearing (2.2).
06/09/24	Megan C. Feeney	1.70	Correspond with KCC re voting report declaration, deposition preparation (.2); correspond with E. Swager, K&E team re confirmation (.7); review, analyze changes to plan (.5); review, revise confirmation order (.3).
06/09/24	Brendan Nashelsky	2.60	Review, revise trust administrator agreement (1.7); correspond with E. Swager, GDC re same (.3); review, revise agenda (.4); correspond with F. Petrie, K&E team re same (.2).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/24	Francis Petrie	6.80	Revise plan, confirmation order (4.9); correspond and conference with E. Swager re same (.8); prepare for confirmation hearing (1.1).
06/09/24	Anup Sathy, P.C.	0.90	Review and analyze confirmation open issues.
06/09/24	Anup Sathy, P.C.	0.80	Analyze responses to confirmation objections.
06/09/24	Evan Swager	4.30	Correspond with F. Petrie, UCC, K&E team re confirmation order, trust agreement (.5); review, revise plan, confirmation order (2.2); telephone conferences with F. Petrie, K&E team, UCC re same (1.1); revise confirmation presentation (.5).
06/09/24	Daniel Wachenfeld	1.20	Review, revise confirmation order.
06/09/24	Daniel Wachenfeld	0.50	Coordinate confirmation hearing logistics.
06/09/24	Matt Waldrep	0.10	Review, analyze amended plan.
06/09/24	Mary Catherine Young	2.40	Draft, revise talking points re confirmation hearing (1.9); review, revise plan (.5).
06/10/24	Tiffani Chanroo	0.20	Conference with D. Wachenfeld re professional fee escrow account.
06/10/24	Megan C. Feeney	5.40	Draft, revise confirmation order (3.8); correspond with GDC, MoFo, E. Swager, K&E team (.6); correspond with T. Eck, K&E team re removal order, creditor matrix order, cash management order (.3); prepare same for filing (.2); review correspondence re plan, confirmation order (.5).
06/10/24	Brendan Nashelsky	0.90	Review, revise confirmation hearing presentation (.3); review, revise trust administrator agreement (.4); correspond with E. Swager, K&E team re same (.2).
06/10/24	Francis Petrie	6.70	Prepare materials for confirmation hearing (1.6); review and revise plan and confirmation order (3.1); correspond with E. Swager re same, revised documentation (.5); correspond with MoFo, GDC teams re revised documentation (1.5).
06/10/24	Anup Sathy, P.C.	1.50	Review, analyze open confirmation issues.
06/10/24	Evan Swager	2.60	Correspond with F. Petrie, MoFo, Company re confirmation order, open issues (2.0); review confirmation order (.6).
06/10/24	Daniel Wachenfeld	0.60	Correspond with Company re professional fee escrow agreement (.2); compile execution version of same (.4).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/24	Mary Catherine Young	3.90	Review, revise plan (1.4); review, revise plan (1.8); review, analyze confirmation issues (.7).
06/11/24	Matthew C. Fagen, P.C.	2.00	Correspond with F. Petrie, Company, GDC, MoFo re effective date, related issues.
06/11/24	Megan C. Feeney	2.30	Draft, revise confirmation order (.8); correspond with M. Young, K&E team, GDC, MoFo re confirmation order, plan (.6); conference with M. Young re plan (.4); review same (.2); review correspondence re confirmation, plan, gatekeeper provision (.3).
06/11/24	Francis Petrie	4.70	Telephone conferences and correspond with E. Swager, Company re board issues (3.2); correspond with E. Swager, K&E team, Company, GDC, MoFo re final form of confirmation order (1.5).
06/11/24	Anup Sathy, P.C.	1.50	Review and analyze effective date open issues.
06/11/24	Evan Swager	2.50	Telephone conferences with F. Petrie, Company, MoFo re confirmation order (2.0); review, revise confirmation order (.5).
06/11/24	Mary Catherine Young	1.90	Review, revise plan (.9); correspond with E. Swager, K&E team re confirmation issues (1.0).
06/12/24	Matthew C. Fagen, P.C.	2.00	Correspond with F. Petrie, Company, GDC, MoFo re effective date, related issues.
06/12/24	Megan C. Feeney	1.40	Review, revise confirmation order (.5); correspond with GDC, MoFo, E. Swager, K&E team, U.S. Trustee re same (.4); review plan (.5).
06/12/24	Megan C. Feeney	0.50	Telephone conference with E. Swager, K&E team, MoFo, GDC re confirmation, plan, gatekeeper language.
06/12/24	Brendan Nashelsky	3.30	Review, revise trust administrator agreement (2.1); review, revise Company resignation letters (.4); correspond with E. Swager, K&E team, Company re emergence considerations (.5); telephone conference with W. Williams, K&E team re same (.3).

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/24	Francis Petrie	5.30	Telephone conference with GDC team re emergence issues (1.2); office conference with E. Swager re finalizing confirmation order, closing documentation (.5); correspond with E. Swager re same (.4); correspond with Company re open business issues (1.7); telephone conferences with E. Swager re governance issues (1.5).
06/12/24	Anup Sathy, P.C.	1.20	Review and analyze effective date matters.
06/12/24	Evan Swager	8.80	Correspond with F. Petrie, K&E, AlixPartners, GDC teams re emergence (1); revise confirmation order (1.1); revise plan (.6); correspond with UCC, F. Petrie, K&E re same, confirmation order (2.2); revise emergence memorandum (1.1); correspond with Company re emergence sequencing (.6); telephone conferences with UCC, Company re emergence items, governance (1.3); conferences with F. Petrie, K&E team re confirmation, emergence open issues (.9).
06/12/24	Daniel Wachenfeld	0.10	Correspond with AlixPartners, Company re professional fee escrow agreement.
06/12/24	Daniel Wachenfeld	1.30	Draft emergence steps memorandum.
06/12/24	Matt Waldrep	1.90	Review, analyze amended plan (.1); correspond with E. Swager, K&E team re same (.2); review, revise funds flow memo (1.3); correspond with M. Young, K&E team re same (.3).
06/12/24	Mary Catherine Young	4.20	Review, revise plan (1.7); review, analyze confirmation issues (.6); correspond with E. Swager re same (.8); review, revise emergence memorandum (.8); conference with GDC, MoFo teams re emergence issues (.3).
06/13/24	Matthew C. Fagen, P.C.	2.50	Correspond with F. Petrie, K&E team re effective date, related issues.
06/13/24	Megan C. Feeney	1.20	Correspond with GDC, E. Swager, K&E team, MoFo re confirmation order, plan (.4); review, revise same (.4); review, analyze plan revisions (.2); prepare same for filing (.2).
06/13/24	Brendan Nashelsky	0.20	Review, revise board resolutions re emergence.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/24	Francis Petrie	3.80	Correspond with M. Fagen, K&E team, Company, GDC, MoFo re final confirmation order, closing funding, closing documentation.
06/13/24	Anup Sathy, P.C.	1.50	Review and analyze effective date issues.
06/13/24	Evan Swager	5.90	Review, revise confirmation order (1.2); review, revise plan (1.0); correspond with F. Petrie, K&E, Company re same, emergence (1.8); telephone conferences with Company re emergence items (.6); correspond with F. Petrie, K&E team, GDC re plan supplement documents (1.3).
06/13/24	Daniel Wachenfeld	1.20	Review, analyze emergence checklist (.1); correspond with E. Swager re same (.1); review, analyze trust agreement (.2); review, revise defined terms in deed of release (.6); telephone conference with K&E team, Company re emergence, next steps (.2).
06/13/24	Matt Waldrep	1.60	Correspond with B. Nashelsky re trust agreement (.1); correspond with E. Swager, K&E team re funds flow memo (.1); review, revise same (.6); telephone conference with Company, E. Swager, K&E team re emergence process (.1); telephone conference with D. Wachenfeld re same (.1); correspond with D. Wachenfeld, K&E team re deed of release (.6).
06/13/24	Mary Catherine Young	3.00	Review, revise plan (.6); correspond with E. Swager, K&E team re same (1.2); draft notice of amended plan (.4); coordinate filing re same (.8).
Total		504.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193605
Client Matter: 55160-19

In the Matter of K&E Retention and Fee Matters

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 51,576.50

Total legal services rendered

\$ 51,576.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193605

Thrasio Holdings, Inc.

Matter Number:

55160-19

K&E Retention and Fee Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	14.40	815.00	11,736.00
Tiffani Chanroo	1.40	1,265.00	1,771.00
Trevor Eck	1.70	975.00	1,657.50
Megan C. Feeney	2.20	975.00	2,145.00
Humza Moinuddin	14.70	815.00	11,980.50
Charlie Steinmetz	8.70	815.00	7,090.50
Daniel Wachenfeld	7.40	815.00	6,031.00
Matt Waldrep	9.40	975.00	9,165.00
TOTALS	59.90		\$ 51,576.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/24	Tiffani Chanroo	1.10	Review, revise invoice re privilege, confidentiality.
06/05/24	Tiffani Chanroo	0.30	Correspond with T. Eck, K&E team re K&E retention application.
06/05/24	Trevor Eck	1.70	Review, revise K&E invoice re privilege, confidentiality (1.3); correspond with M. Fagen, K&E team re supplemental declaration in support of K&E retention (.4).
06/05/24	Humza Moinuddin	2.90	Review, revise K&E invoice re privilege, confidentiality.
06/06/24	Anthony Abate	7.60	Review, revise K&E invoice for privilege, confidentiality.
06/06/24	Megan C. Feeney	2.20	Review, revise K&E invoice for privilege, confidentiality.
06/06/24	Humza Moinuddin	3.00	Review, revise K&E invoice re privilege, confidentiality.
06/07/24	Anthony Abate	4.30	Review, revise K&E invoice for privilege, confidentiality.
06/07/24	Humza Moinuddin	2.10	Review, revise K&E invoice re privilege, confidentiality.
06/07/24	Daniel Wachenfeld	0.60	Review, revise K&E invoice for privilege, confidentiality.
06/08/24	Daniel Wachenfeld	0.90	Review, revise K&E invoice for privilege, confidentiality.
06/08/24	Matt Waldrep	2.60	Review, revise K&E invoice for privilege, confidentiality.
06/09/24	Humza Moinuddin	3.70	Review, revise K&E invoice re privilege, confidentiality.
06/09/24	Daniel Wachenfeld	2.00	Review, revise K&E invoice for privilege, confidentiality.
06/09/24	Matt Waldrep	4.50	Review, revise K&E invoice for privilege, confidentiality.
06/10/24	Anthony Abate	2.50	Review, revise K&E invoice for privilege, confidentiality.
06/10/24	Humza Moinuddin	3.00	Review, revise K&E invoice re privilege, confidentiality.
06/10/24	Charlie Steinmetz	5.10	Review, revise K&E invoice for privilege, confidentiality.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193605

Thrasio Holdings, Inc.

Matter Number:

55160-19

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/24	Daniel Wachenfeld	2.30	Review, revise K&E invoice for privilege, confidentiality.
06/10/24	Matt Waldrep	1.80	Review, revise K&E invoice for privilege, confidentiality.
06/11/24	Charlie Steinmetz	3.60	Review, revise K&E invoice for privilege, confidentiality.
06/11/24	Daniel Wachenfeld	1.60	Review, revise K&E invoice for privilege, confidentiality.
06/11/24	Matt Waldrep	0.50	Review, revise K&E invoice for privilege, confidentiality.
Total		59.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193606
Client Matter: 55160-20

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 9,899.00

Total legal services rendered

\$ 9,899.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193606

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	2.40	815.00	1,956.00
Tiffani Chanroo	2.80	1,265.00	3,542.00
Charlie Steinmetz	2.70	815.00	2,200.50
Daniel Wachenfeld	2.70	815.00	2,200.50
TOTALS	10.60		\$ 9,899.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/24	Anthony Abate	0.10	Review, revise OCP summary.
06/04/24	Anthony Abate	1.50	Review, revise OCP summary (.4); correspond with M. Waldrep re OCP process (.2); correspond with T. Chanroo, AlixPartners re OCP process issues (.3); review, revise OCP documents (.4); correspond with OCPs re declarations and questionnaires (.2).
06/04/24	Tiffani Chanroo	1.30	Review, analyze OCP declaration (.4); correspond with A. Abate re same (.2); review, revise AlixPartners monthly fee statement (.5); correspond with AlixPartners re same (.2).
06/04/24	Charlie Steinmetz	2.40	Review, revise AlixPartners fee application (1.9); correspond with T. Chanroo, K&E team re same (.3); correspond with AlixPartners re same (.2).
06/05/24	Anthony Abate	0.50	Review, revise OCP documents (.3); correspond with M. Waldrep re same (.1); correspond with OCPs re declarations and questionnaires (.1).
06/05/24	Charlie Steinmetz	0.30	Correspond with AlixPartners re fee application.
06/06/24	Tiffani Chanroo	0.60	Review, analyze AlixPartners monthly fee statement (.5); correspond with AlixPartners re same (.1).
06/07/24	Anthony Abate	0.30	Review, revise OCP summary (.1); correspond with T. Chanroo, Cole Schotz re OCP process issues (.1); correspond with OCPs re declarations and questionnaires (.1).
06/10/24	Tiffani Chanroo	0.30	Conference with D. Wachenfeld re Centerview monthly fee statement.
06/10/24	Daniel Wachenfeld	1.00	Draft Centerview monthly fee statement template.
06/12/24	Tiffani Chanroo	0.30	Correspond with D. Wachenfeld re Centerview monthly statement.
06/12/24	Daniel Wachenfeld	0.20	Correspond with T. Chanroo re Centerview monthly fee statement.
06/13/24	Tiffani Chanroo	0.30	Correspond with D. Wachenfeld re Centerview monthly fee statement.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193606

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/24	Daniel Wachenfeld	1.50	Review, revise Centerview monthly fee statement template (1.3); office conference with T. Chanroo re same (.2).
Total		10.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193607
Client Matter: 55160-21

In the Matter of Tax Matters

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 37,309.50

Total legal services rendered

\$ 37,309.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193607

Thrasio Holdings, Inc.

Matter Number:

55160-21

Tax Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matt Advani	14.60	845.00	12,337.00
Anthony Vincenzo Sexton, P.C.	2.60	1,895.00	4,927.00
Alex Stephenson	8.60	995.00	8,557.00
Christopher J. Worek	6.90	1,665.00	11,488.50
TOTALS	32.70		\$ 37,309.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/24	Matt Advani	3.00	Conference with C. Worek, K&E team re tax considerations re emergence (.5); correspond with C. Worek, K&E team re settlement considerations re same (.4); review, revise plan re tax considerations (1.1); review, analyze exit credit facility re tax considerations (1.0).
06/03/24	Anthony Vincenzo Sexton, P.C.	0.80	Telephone conference with C. Worek, K&E team re tax considerations re emergence issues (.5); review, analyze materials re same (.3).
06/03/24	Christopher J. Worek	1.10	Conference with M. Advani, K&E team re tax considerations re emergence (.5); review, analyze trust agreement re tax considerations (.6).
06/04/24	Matt Advani	3.80	Conference with C. Worek re tax issues re settlement (.5); correspond with C. Worek re tax issues re exit credit facility (.3); correspond with A. Stephenson re tax considerations re plan (.2); review, revise plan re same (2.0); review, revise exit credit agreement re same (.8).
06/04/24	Anthony Vincenzo Sexton, P.C.	0.80	Telephone conference with C. Worek, K&E team re tax issues re emergence workstreams (.5); review, analyze materials re same (.3).
06/04/24	Alex Stephenson	1.60	Conference with A. Sexton re tax issues re trust structure (.5); review, analyze plan re same (.6); correspond with M. Advani and C. Worek re same (.5).
06/04/24	Christopher J. Worek	2.40	Review, analyze credit agreement re tax considerations (1.0); correspond with M. Advani and A. Stephenson re same (1.4).
06/05/24	Matt Advani	3.20	Conference with A. Stephenson re tax considerations re plan (.2); review, revise plan re same (3.0).
06/05/24	Anthony Vincenzo Sexton, P.C.	0.50	Review, analyze tax issues re exit structuring and trust.
06/05/24	Alex Stephenson	1.60	Review, analyze plan re tax considerations (1.3); conference with M. Advani re same (.3).
06/05/24	Christopher J. Worek	0.90	Review, revise plan re tax considerations.

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193607

Thrasio Holdings, Inc.

Matter Number:

55160-21

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/24	Alex Stephenson	0.30	Review, analyze plan re tax considerations.
06/06/24	Christopher J. Worek	0.50	Review, analyze tax provisions of plan.
06/07/24	Matt Advani	0.80	Review, analyze tax provisions re shareholder agreement.
06/07/24	Anthony Vincenzo Sexton, P.C.	0.30	Review exit structuring and trust issues.
06/07/24	Alex Stephenson	0.90	Review, analyze tax provisions of plan (.3); review, analyze tax provisions of shareholders agreement (.6).
06/07/24	Christopher J. Worek	0.30	Review, analyze tax provisions re plan.
06/08/24	Matt Advani	2.50	Review, revise Thrasio legacy trust agreement re tax issues.
06/08/24	Alex Stephenson	1.00	Review, analyze trust agreement re tax considerations.
06/08/24	Christopher J. Worek	0.90	Review, revise tax provisions re shareholders agreement.
06/09/24	Alex Stephenson	1.10	Review, analyze shareholders agreement re tax considerations (.1); review, analyze trust agreement re same (1.0).
06/09/24	Christopher J. Worek	0.80	Review, revise trust agreement re tax considerations.
06/11/24	Alex Stephenson	1.30	Review term loan credit agreement re tax issues.
06/13/24	Matt Advani	1.30	Review, analyze restructuring transactions memorandum (1.0); correspond with C. Worek, K&E team and GDC re exit facility credit agreement tax covenants (.3).
06/13/24	Anthony Vincenzo Sexton, P.C.	0.20	Review exit facility documents re tax considerations.
06/13/24	Alex Stephenson	0.80	Review, revise restructuring steps memorandum (.5); correspond with M. Advani, K&E team re exit facility tax considerations (.3).

Total**32.70**

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193608
Client Matter: 55160-24

In the Matter of Non-Working Travel

For legal services rendered through June 13, 2024
(see attached Description of Legal Services for detail)

\$ 29,686.00

Total legal services rendered

\$ 29,686.00

Legal Services for the Period Ending June 13, 2024
 Thrasio Holdings, Inc.
 Non-Working Travel

Invoice Number: 1010193608
 Matter Number: 55160-24

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault, P.C.	4.30	1,790.00	7,697.00
Brendan Nashelsky	1.50	975.00	1,462.50
Francis Petrie	1.90	1,595.00	3,030.50
Daniel Wachenfeld	1.80	815.00	1,467.00
Matt Waldrep	3.60	975.00	3,510.00
Benjamin Woodring	8.10	1,365.00	11,056.50
Mary Catherine Young	1.50	975.00	1,462.50
TOTALS	22.70		\$ 29,686.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193608

Thrasio Holdings, Inc.

Matter Number:

55160-24

Non-Working Travel

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/24	Bill Arnault, P.C.	1.30	Travel from Chicago, IL to New York, NY for confirmation hearing (billed at half time).
06/09/24	Francis Petrie	1.00	Travel from New York, NY to Trenton, NJ for confirmation hearing (billed at half time).
06/09/24	Matt Waldrep	1.90	Travel from Chicago, IL to New York, NY re confirmation hearing (billed at half time).
06/09/24	Benjamin Woodring	3.50	Travel from Chicago, IL to New York, NY for confirmation hearing (billed at half time).
06/09/24	Mary Catherine Young	0.70	Travel from New York, NY to Trenton, NJ for confirmation hearing (billed at half time).
06/10/24	Bill Arnault, P.C.	1.80	Travel from New York, NY to Trenton, NJ for confirmation hearing (billed at half time).
06/10/24	Brendan Nashelsky	1.50	Travel from Trenton, NJ to New York, NY re confirmation hearing (billed at half time).
06/10/24	Francis Petrie	0.90	Travel from Trenton, NJ to New York, NY returning from confirmation hearing (billed at half time).
06/10/24	Daniel Wachenfeld	1.80	Travel from New York, NY to Trenton, NJ for confirmation hearing (billed at half time) (.7); travel from Trenton, NJ to New York, NY returning from confirmation hearing (billed at half time) (1.1).
06/10/24	Matt Waldrep	1.70	Travel to and from Trenton, NJ and K&E NY office re confirmation hearing (billed at half time).
06/10/24	Benjamin Woodring	3.50	Travel from New York, NY to Chicago, IL from confirmation hearing (billed at half time).
06/10/24	Benjamin Woodring	1.10	Travel from Trenton, NJ to New York, NY re confirmation hearing (billed at half time).
06/10/24	Mary Catherine Young	0.80	Travel from Trenton, NJ to New York, NY from confirmation hearing (billed at half time).
06/11/24	Bill Arnault, P.C.	1.20	Travel from New York, NY to Chicago, IL returning from confirmation hearing (billed at half time).
Total		22.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

Thrasio Holdings, Inc.
85 West St.
Suite 34
Walpole, MA 02052

Attn: Mike Fahey

Invoice Number: 1010193609
Client Matter: 55160-26

In the Matter of Expenses

For expenses incurred through June 13, 2024
(see attached Description of Expenses for detail)

\$ 38,307.85

Total expenses incurred

\$ 38,307.85

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	16.00
Standard Copies or Prints	87.40
Color Copies or Prints	106.70
Outside Messenger Services	48.26
Local Transportation	346.52
Travel Expense	2,337.44
Airfare	1,084.82
Transportation to/from airport	950.50
Travel Meals	345.90
Court Reporter Fee/Deposition	745.00
Working Meals/K&E Only	50.00
Catering Expenses	1,590.00
Outside Retrieval Service	23,267.78
Westlaw Research	2,065.95
LexisNexis Research	3,571.05
Overtime Transportation	977.11
Overtime Meals - Attorney	673.92
Computer Database Research - Soft	43.50
Total	\$ 38,307.85

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/06/24	Anup Sathy, P.C. - Internet, Inflight WiFi	8.00
06/08/24	Bill Arnault, P.C. - Internet, Inflight WiFi	8.00
	Total	16.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/24	Standard Copies or Prints	0.60
06/05/24	Standard Copies or Prints	23.10
06/05/24	Standard Copies or Prints	2.80
06/05/24	Standard Copies or Prints	8.60
06/05/24	Standard Copies or Prints	0.80
06/06/24	Standard Copies or Prints	0.80
06/07/24	Standard Copies or Prints	7.50
06/08/24	Standard Copies or Prints	41.80
06/08/24	Standard Copies or Prints	0.10
06/12/24	Standard Copies or Prints	1.30
	Total	87.40

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/24	Color Copies or Prints	11.00
06/05/24	Color Copies or Prints	28.60
06/07/24	Color Copies or Prints	1.10
06/10/24	Color Copies or Prints	57.20
06/11/24	Color Copies or Prints	0.55
06/12/24	Color Copies or Prints	8.25
	Total	106.70

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/08/24	Comet Messenger Service Inc.	48.26
	Total	48.26

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/09/24	Benjamin Woodring - Taxi, Deposition	82.83
06/09/24	Benjamin Woodring - Taxi, Deposition	91.24
06/10/24	Benjamin Woodring - Taxi, Deposition	54.99
06/10/24	Benjamin Woodring - Taxi, Deposition	79.05
06/10/24	Francis Petrie, Taxi, Transportation to Confirmation Hearing. 06/10/2024	38.41
	Total	346.52

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/09/24	Bill Arnault, P.C. - Lodging, New York, NY for confirmation hearing	650.00
06/09/24	Mary Catherine Young - Lodging, Princeton, New Jersey for confirmation hearing	193.72
06/10/24	Bill Arnault, P.C. - Lodging, New York, NY for confirmation hearing	650.00
06/10/24	Benjamin Woodring - Lodging, New York, NY for confirmation hearing	650.00
06/10/24	Francis Petrie, Lodging, Princeton, NJ, Hotel expense. 06/10/2024	193.72
	Total	2,337.44

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/06/24	Bill Arnault, P.C. - Agency Fee, confirmation hearing	21.00
06/06/24	Bill Arnault, P.C. - Airfare (coach), Chicago, IL to New York, NY for confirmation hearing	584.87
06/08/24	Benjamin Woodring - Airfare (coach), Chicago, IL to New York, NY to for confirmation hearing	478.95
	Total	1,084.82

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/31/24	WINDY CITY LIMOUSINE - 03/01/2024 AMY DONAHUE Pick Up at ORD UA 1020 Airport and Drop Off at home	132.90
03/31/24	WINDY CITY LIMOUSINE - 03/01/2024 JOANNA AYBAR Pick Up at ORD AA 2057 Airport and Drop Off at home	134.61
06/08/24	Bill Arnault, P.C. - Transportation To/From Airport, Attend confirmation hearing. (Uber from LaGuardia Airport)	299.55
06/08/24	Bill Arnault, P.C. - Transportation To/From Airport, Attend confirmation hearing. (Uber from Home to O'Hare)	122.55
06/11/24	Bill Arnault, P.C. - Transportation To/From Airport, Attend confirmation hearing. (Uber from hotel to LaGuardia)	134.47
06/11/24	Bill Arnault, P.C. - Transportation To/From Airport, Attend confirmation hearing. (Uber from O'Hare to Home)	126.42
	Total	950.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/09/24	Bill Arnault, P.C. - Travel Meals, New York, NY Attend confirmation hearing	32.05
06/09/24	Benjamin Woodring Travel Meals, Chicago Deposition	23.47
06/09/24	Benjamin Woodring - Travel Meals, NY Deposition	65.00
06/09/24	Francis Petrie - Francis Petrie, Travel Meals, Trenton, NJ Dinner Francis Petrie 06/09/2024	54.41
06/10/24	Bill Arnault, P.C. - Travel Meals, New York, NY Attend confirmation hearing	65.00
06/10/24	Mary Catherine Young - Travel Meals, Westin Princeton New Jersey Meal re confirmation hearing	22.06
06/11/24	Bill Arnault, P.C. - Travel Meals, New York, NY Attend confirmation hearing	18.91
06/11/24	Bill Arnault, P.C. - Travel Meals, New York, NY Attend confirmation hearing	65.00
	Total	345.90

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/07/24	VERITEXT - A. Eberhardt video cancellation fee.	95.00
06/07/24	VERITEXT - C. Benidt deposition cancellation fee.	355.00
06/11/24	VERITEXT - T. Gavin video cancellation fee.	295.00
	Total	745.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Working Meals/K&E Only

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/07/24	Megan C. Feeney - Working Meal/K&E Only, New York, NY Confirmation.	50.00
	Total	50.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/01/24	FLIK - Thrasio Holdings Inc.5/23/2024	570.00
05/01/24	FLIK - Thrasio Holdings Inc.5/23/2024	180.00
05/01/24	FLIK - Thrasio Holdings Inc.5/29/2024	90.00
05/01/24	FLIK - Thrasio Holdings Inc.5/28/2024	180.00
05/01/24	FLIK - Thrasio Holdings Inc.5/28/2024	570.00
	Total	1,590.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Outside Retrieval Service

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/24	CAPITOL SERVICES INC - Fees for good standings for various entities	23,267.78
	Total	23,267.78

Expenses**Westlaw Research**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/03/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 5/3/2024	153.42
05/03/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Waldrep, Matthew on 5/3/2024	43.88
05/13/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McGushin, Casey on 5/13/2024	125.37
05/13/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Leveroni, Christopher on 5/13/2024	20.20
05/13/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Waldrep, Matthew on 5/13/2024	6.59
05/14/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Leveroni, Christopher on 5/14/2024	40.40
05/15/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Leahy, Thomas on 5/15/2024	21.94
05/15/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McGushin, Casey on 5/15/2024	21.94
05/16/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lehavi, Michael on 5/16/2024	15.66
05/17/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lehavi, Michael on 5/17/2024	15.66
05/20/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Maffei, Austin on 5/20/2024	506.30
05/20/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Leveroni, Christopher on 5/20/2024	60.60
05/21/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 5/21/2024	109.58
05/21/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Moinuddin, Syed Humza on 5/21/2024	159.61
05/22/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Moinuddin, Syed Humza on 5/22/2024	100.13
05/30/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 5/30/2024	526.02

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

05/31/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 5/31/2024	138.65
	Total	2,065.95

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/14/24	RELX Inc DBA LexisNexis - LexisNexis Research on 5/14/2024 by Charlie Steinmetz	169.01
05/21/24	RELX Inc DBA LexisNexis - LexisNexis Research on 5/21/2024 by Daniel Wachenfeld	164.40
05/21/24	RELX Inc DBA LexisNexis - LexisNexis Research on 5/21/2024 by Syed Moinuddin	535.68
05/22/24	RELX Inc DBA LexisNexis - LexisNexis Research on 5/22/2024 by Syed Moinuddin	51.71
06/03/24	RELX Inc DBA LexisNexis - LexisNexis Research on 6/3/2024 by Mary Beth Kamraczewski	855.70
06/03/24	RELX Inc DBA LexisNexis - LexisNexis Research on 6/3/2024 by Michael Lehavi	197.33
06/05/24	RELX Inc DBA LexisNexis - LexisNexis Research on 6/5/2024 by Daniel Wachenfeld	924.01
06/05/24	RELX Inc DBA LexisNexis - LexisNexis Research on 6/5/2024 by Mary Ann Wacker	208.23
06/06/24	RELX Inc DBA LexisNexis - LexisNexis Research on 6/6/2024 by Drew Maliniak	319.61
06/11/24	RELX Inc DBA LexisNexis - LexisNexis Research on 6/11/2024 by Drew Maliniak	145.37
	Total	3,571.05

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/28/24	Uzo Dike - Taxi, OT transportation from office to home 05/28/2024	50.00
06/04/24	Bill Arnault, P.C. - Taxi, OT transportation from office to home 06/04/2024	126.15
06/05/24	Francis Petrie - Taxi, OT transportation from office to home 06/05/2024	34.66
06/06/24	Bill Arnault, P.C. - Taxi, OT transportation from office to home 06/06/2024	127.22
06/06/24	Uzo Dike - Taxi, OT transportation from office to home 06/06/2024	86.00
06/07/24	Matt Waldrep - Taxi, OT transportation from office to home 06/07/2024	18.93
06/07/24	Francis Petrie - Taxi, OT transportation from office to home. Attorney worked past 12 AM on 6/6 06/07/2024	24.55
06/07/24	Mary Catherine Young - Taxi, OT transportation from office to her home. For time worked 6/6 06/07/2024	17.88
06/07/24	Brendan Nashelsky - Taxi, OT transportation from office to home 06/07/2024	215.53
06/08/24	Francis Petrie - Taxi, OT transportation from office to home. Attorney worked past 12 AM on 6/7 06/08/2024	25.94
06/08/24	Brendan Nashelsky - Taxi, OT transportation from office to home on 06/08/2024	223.30
06/12/24	Evan Swager, Taxi, OT transportation from office to home, 06/12/2024	26.95
	Total	977.11

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/23/24	Francis Petrie - OT Meal. 05/23/2024	22.05
05/26/24	GRUBHUB HOLDINGS INC - Swager Evan 5/23/2024 OT Meal	42.00
05/26/24	GRUBHUB HOLDINGS INC - Swager Evan 5/22/2024 OT Meal	36.34
06/02/24	GRUBHUB HOLDINGS INC - Petrie Francis 5/29/2024 OT Meal	36.78
06/04/24	Bill Arnault, P.C. - OT Meal 06/04/2024	39.55
06/06/24	Bill Arnault, P.C. - OT Meal 06/06/2024	39.65
06/06/24	Mary Catherine Young - OT Meal with Francis Petrie, Evan Swager, Brendan Nashelsky, Megan Feeney, Daniel Wachenfeld, 06/06/2024	137.77
06/07/24	Brendan Nashelsky - OT Meal 06/07/2024	27.11
06/09/24	GRUBHUB HOLDINGS INC - Petrie Francis 6/7/2024 OT Meal	42.00
06/09/24	GRUBHUB HOLDINGS INC - Young Mary Catherine 6/7/2024 OT Meal	32.70
06/09/24	GRUBHUB HOLDINGS INC - Swager Evan 6/7/2024 OT Meal	42.00
06/09/24	GRUBHUB HOLDINGS INC - Feeney Megan C. 6/7/2024 OT Meal	42.00
06/09/24	GRUBHUB HOLDINGS INC - Nashelsky Brendan 6/5/2024 OT Meal	23.77
06/09/24	GRUBHUB HOLDINGS INC - Nunez Jessica 6/4/2024 OT Meal	38.12
06/09/24	GRUBHUB HOLDINGS INC - Young Mary Catherine 6/6/2024 OT Meal	42.00
06/09/24	GRUBHUB HOLDINGS INC - Waldrep Matt 6/6/2024 OT Meal	30.08
	Total	673.92

Legal Services for the Period Ending June 13, 2024
 Thrasio Holdings, Inc.
 Expenses

Invoice Number: 1010193609
 Matter Number: 55160-26

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/01/24	PACER Usage for 05/2024	6.00
05/01/24	PACER Usage for 05/2024	4.20
05/01/24	PACER Usage for 05/2024	5.40
05/01/24	PACER Usage for 05/2024	0.10
05/01/24	PACER Usage for 05/2024	27.40
05/01/24	PACER Usage for 05/2024	0.40
	Total	43.50
TOTAL EXPENSES		\$ 38,307.85