

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

**COVER SHEET FOR FIRST AND FINAL FEE APPLICATION  
OF KELLEY DRYE & WARREN LLP AS CO-COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD OF MARCH 15, 2024 THROUGH JUNE 18, 2024**

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

<input type="checkbox"/> Interim Fee Application	or	<input checked="" type="checkbox"/> Final Fee Application
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**Summary of the Amounts Requested for the Period from  
March 15, 2024 through June 18, 2024**

Retention Date:	April 25, 2024, effective as of March 15, 2024
Terms and Conditions of Employment:	Hourly. No retainer.
Total Kelley Drye Fees and Expenses Sought to be Paid this Period:	\$898,583.46 <sup>2</sup>
Total Kelley Drye Fees Sought to be Paid this Period:	\$889,820.00

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

<sup>2</sup> This amount includes (a) \$246,583.75 in fees and expenses incurred prior on or prior to June 18 for which a separate monthly fee statement has not been filed; and (b) an estimated \$50,000 in additional fees and expenses incurred after June 18, in connection with (i) reviewing fees and preparing the May monthly fee statement; (ii) assisting other Committee professionals with drafting and filing their monthly fee statements, (iii) preparing this Application; (iv) responding to objections to this Application, if any; and (v) attending the hearing thereon. Kelley Drye reserves the right to seek additional fees or expenses incurred during the time period indicated above if not accounted for herein, and in preparing this Application and reviewing the final fee applications of other professionals.



Total Kelley Drye Expenses Sought to be Paid this Period:	\$8,763.46
Total Kelley Drye Fees and Expenses Approved by Interim Order to Date:	N/A
Blended Rate in this Application for All Attorneys:	\$912.85
Blended Rate in this Application for All Timekeepers:	\$863.66
Kelley Drye Fees Sought in This Application Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed:	\$308,039.60
Kelley Drye Expenses Sought in This Application Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed:	\$4,847.76
Difference Between Fees Budgeted and Amounts Sought in this Application:	\$29,820.00
Are any rates higher than those approved or disclosed at retention?	No
Number of Professionals Included in This Application:	16
Number of Timekeepers Billing Fewer than 15 Hours to the Case During This Period:	5

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

RETENTION ORDER ATTACHED

/s/ James S. Carr                      August 2, 2024  
 James S. Carr                              Date

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*pro hac vice*)  
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*Co-Counsel to the Official  
Committee of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:	Chapter 11
THRASIO HOLDINGS, INC., <i>et al.</i> ,	Case No. 24-11840 (CMG)
Reorganized Debtors. <sup>1</sup>	(Jointly Administered)
	<b>Hearing Date: August 23, 2024, at 10:00 a.m. (ET)</b> <b>Objection Deadline: August 16, 2024 at 4:00 p.m. (ET)</b>

**FIRST AND FINAL FEE APPLICATION OF KELLEY DRYE & WARREN LLP  
AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD OF MARCH 15, 2024 THROUGH JUNE 18, 2024**

Kelley Drye & Warren LLP (“Kelley Drye”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Thrasio Holdings, Inc., *et al.*, the above-captioned

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

reorganized debtors and debtors-in-possession (collectively, the “Debtors”), submits this first and final fee application (the “Application”), pursuant to (a) Sections 330 and 331 of title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and D.N.J. LBR 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”); (b) the Court’s *Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court* entered on April 4, 2024 (the “Interim Compensation Order”);<sup>2</sup> (c) the *United States Trustee’s Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* (the “Appendix B Guidelines”); and (d) 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)* (the “Plan”),<sup>3</sup> for entry of an order, substantially in the form of Exhibit E, allowing, on a final basis, compensation in the amount of \$889,820.00<sup>4</sup> for the reasonable and necessary legal services that Kelley Drye rendered to the Committee from March 15, 2024 through and including June 18, 2024 (the “Final Fee Period”), and reimbursement for the actual and necessary costs and expenses that Kelley Drye incurred during the Final Fee Period in the amount of \$8,763.46. In support of this Application, Kelley Drye respectfully represents as follows:

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<sup>2</sup> Docket No. 290.

<sup>3</sup> Docket No. 1143.

<sup>4</sup> This amount includes an estimated \$50,000 in additional fees and expenses incurred after June 18, 2024 in connection with (i) reviewing fees and preparing the May monthly fee statement; (ii) assisting other Committee professionals with drafting and filing their monthly fee statements, (iii) preparing this Application; (iv) responding to objections to this Application, if any; and (v) attending the hearing thereon. Kelley Drye reserves the right to seek additional fees or expenses incurred during the time period indicated above if not accounted for herein, and in preparing this Application and reviewing the final fee applications of other professionals.

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

**BACKGROUND**

3. On February 28, 2024 (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Following the Petition Date, the Debtors continued in possession of their properties and have continued to operate and manage their business as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code until the Plan effective date.

4. On March 12, 2024, the Office of the United States Trustee for Region 3 (the “U.S. Trustee”) appointed the seven-member Committee consisting of: (i) Word Ape, LLC f/k/a ChomChom; (ii) Cecilio Musical Instruments, Inc.; (iii) Anthony J. DeCarlo, individually; (iv) Mellow Militia, LLC; (v) YH Goods; (vi) The California Beach Co.; and (vii) GXO Logistics Supply Chain, Inc.<sup>5</sup>

5. On April 25, 2024, the Court entered an order authorizing the Committee to retain Kelley Drye as its co-counsel, effective as of March 15, 2024 (the “Retention Order”).<sup>6</sup> The Retention Order authorizes the Debtors to compensate and reimburse Kelley Drye pursuant to the Bankruptcy Code, Bankruptcy Rules, Local Rules, and such other procedures as may be fixed by the Court, including those in the Interim Compensation Order.

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<sup>5</sup> Docket No. 163.

<sup>6</sup> Docket No. 430. A copy of the Retention Order is attached hereto as Exhibit A.

6. In addition to selecting Kelley Drye, the Committee also selected Morrison & Foerster LLP (“MoFo”) as lead counsel and Province, LLC (“Province”) as financial advisor.

7. This is Kelley Drye’s first and final fee application for allowance and payment of fees and expenses incurred in connection with its representation of the Committee in these chapter 11 cases (these “Cases”).

8. Kelley Drye performed the services for which it is seeking compensation on behalf of or for the Committee and not on behalf of any other entity. Except for its right to payment of fees and expenses allowed by this Court, Kelley Drye has received no promises for payment from any source for services rendered to or to be rendered in these Cases. Pursuant to Bankruptcy Rule 2016(b), Kelley Drye has not shared, nor has Kelley Drye agreed to share (a) the compensation it has received, or may receive, with another party or person other than with the partners, counsel and associates of Kelley Drye; or (b) the compensation another person or party has received or may receive.

**PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED**

9. By this Application, Kelley Drye seeks entry of an order allowing compensation for professional services rendered to the Committee during the Final Fee Period in the aggregate amount of \$889,820.00 and reimbursement of expenses incurred in connection with rendering such services in the aggregate amount of \$8,763.46, for a total allowed amount of \$898,583.46.

10. Kelley Drye previously has prepared and served three monthly fee statements as provided under the Interim Compensation Order and summarized below (collectively, the “Monthly Fee Statements”):

Docket No.	Period Covered	Requested		Approved		20% Holdback
		Fees	Expenses	Fees	Expenses	
787	March 15, 2024 – March 31, 2024	\$125,867.50	\$2,239.53	\$100,694.00	\$2,239.53	\$25,173.50
1140	April 1, 2024 – April 30, 2024	\$259,182.00	\$2,608.23	\$207,345.60	\$2,608.23	\$51,836.40
1413	May 1, 2024 – May 31, 2024	\$209,154.00	\$2,948.45	\$167,323.20	\$2,948.45	\$41,830.80
<b>Total:</b>		<b>\$594,203.50</b>	<b>\$7,796.21</b>	<b>\$475,362.80</b>	<b>\$7,796.21</b>	<b>\$118,840.70</b>

11. KDW also seeks compensation for the period of June 1 through June 18, 2024. Kelley Drye did not file a separate monthly fee application for this June period. The compensation for professional services rendered in the period total \$245,616.50 and reimbursement of expenses incurred in connection with such services total \$967.25, for a total request of \$246,583.75.

12. In the ordinary course of its practice, Kelley Drye maintains computerized records of the time expended in rendering professional services on behalf of the Committee. Time entries are recorded in tenths of an hour with detailed descriptions of the services performed by each professional and paraprofessional on behalf of the Committee. The detailed time records for the period from June 1, 2024 through June 18, 2024 are attached hereto as Exhibit B.

13. The fees sought by this Application represent an aggregate of 972.4 hours of professional and paraprofessional time performing services for the Committee during the Final Fee Period. The blended hourly rate for attorneys, excluding paralegals, is \$912.85.

14. Charts summarizing Kelley Drye's services by timekeeper and project category as well as budget, staffing plan and customary disclosures are all attached collectively hereto as Exhibit C-1 through C-6. The fees and disbursements sought in this Application are billed at rates customarily charged by Kelley Drye and generally accepted by Kelley Drye's clients. The actual and necessary expenses for which Kelley Drye seeks approval as part of this Application are attached hereto as Exhibit D.

15. All of the compensation and expenses sought by this Application were actual, reasonable, and necessary expenses of representing the Committee and preserving the value of the Debtors' estates for the benefit of unsecured creditors. These services required a high level of professional competence and expertise, and Kelley Drye submits that the services were performed efficiently and effectively. The hourly rates billed by Kelley Drye are customary for professional services rendered in similar matters and were fair and reasonable under the circumstances. A declaration executed by James S. Carr supporting this Application is attached hereto as Exhibit E.

16. The following summary is intended to highlight key services rendered by Kelley Drye during the Final Fee Period and is not meant to be a detailed description of all of the work performed. Detailed descriptions of the day-to-day services provided by Kelley Drye and the time expended performing such services in each project billing category were annexed to the monthly fee statements for the months of March, April, and May, and annexed hereto for the month of June.

**A. Case Administration**

17. This category represents time spent by Kelley Drye addressing general and administrative matters attendant to the diligence and progress of these Cases. During the Final Fee Period, Kelley Drye conferred internally and with MoFo and Province regarding immediate



and long-term matters and overall case strategy. Kelley Drye maintained a case task list, critical dates chart, distribution lists, contact sheet and team calendar to track case progress and monitor pending and anticipated case events. Kelley Drye provided guidance to the Committee's professionals regarding case management, chambers' rules and local procedures. Kelley Drye also provided feedback on the confidentiality agreement with the Debtors.

18. Time devoted to this category totaled 55.4 hours, for total fees of \$42,861.50 during the Final Fee Period.

**B. Pleadings Review**

19. This category represents time spent by Kelley Drye monitoring the docket and conducting reviews of and summarizing relevant pleadings filed in these Cases.

20. Time devoted to this category totaled 13.4 hours, for total fees of \$8,533.50 during the Final Fee Period.

**C. Retention Matters**

21. This category represents time spent by Kelley Drye attendant to all matters regarding the retention of professionals in these Cases. During the Final Fee Period, Kelley Drye prepared and filed notices of appearance and pro hac vice applications for the Committee professionals and coordinated payments to the District Court and New Jersey Lawyers' Fund. Kelley Drye prepared its Retention Application and a budget and staffing plan. Kelley Drye advised MoFo and Province on local precedent as it relates to retention applications, reviewed and commented on their respective retention applications, and worked with the U.S. Trustee to review and address its comments to the Committee professionals' retention applications. Kelley Drye also reviewed the Debtors' professionals' retention applications.

22. Time devoted to this category totaled 138 hours, for total fees of \$89,580.00 during the Final Fee Period.

**D. Fee Matters**

23. This category represents time spent by Kelley Drye attendant to all matters related to the preparation and filing of fee statements and applications. During the Final Fee Period, Kelley Drye advised MoFo and Province on New Jersey precedent for fee statements and fee applications. Kelley Drye prepared and filed its first two monthly fee statements, reviewed and filed the fee statements of the other Committee professionals, and prepared and filed certificates of no objection as appropriate. Kelley Drye prepared weekly fee reports required by the Debtor-in-possession (the “DIP”) financing facility.

24. Time devoted to this category totaled 60.1 hours, for total fees of \$39,122.50 during the Final Fee Period.

**E. Financing**

25. This category represents time spent by Kelley Drye related to the Debtors’ DIP financing facility. During the Final Fee Period, Kelley Drye analyzed the Debtors’ DIP motion and proposed final order, reviewed and commented on the Committee’s draft DIP objection, and reviewed and filed the Committee’s draft statement related to the DIP.

26. Time devoted to this category totaled 11.2 hours, for total fees of \$9,857.50 during the Final Fee Period.

**F. Asset Recovery and Disposition**

27. This category represents time spent by Kelley Drye related to the disposition and recovery of the Debtors’ assets. During the Final Fee Period, Kelley Drye analyzed the Debtors’ request to abandon \$90 million in inventory, conducted discovery in connection with the abandonment, and researched case law and local precedent relating thereto. Kelley Drye drafted an objection to the proposed abandonment, which the Debtors ultimately withdrew.

28. Time devoted to this category totaled 50.3 hours, for total fees of \$42,800.00 during the Final Fee Period.

**G. Executory Contracts and Leases**

29. This category represents time spent by Kelley Drye in connection with the treatment of the Debtors' executory contracts and unexpired leases. During the Final Fee Period, Kelley Drye handled inquiries from counterparties concerning the rejection of pre-petition asset purchase agreements. Kelley Drye researched various issues, including the enforceability of certain contract provisions, the treatment of the counterparties' claims, and whether such agreements are executory.

30. Time devoted to this category totaled 29.7 hours, for total fees of \$29,130.00 during the Final Fee Period.

**H. Claims Administration**

31. This category represents time spent by Kelley Drye related to the analysis of claims against the Debtors' estates. During the Final Fee Period, Kelley Drye reviewed various settlements between the Debtors and their creditors and the settlement's potential impact on unsecured creditor recoveries.

32. Time devoted to this category totaled 1.1 hours, for total fees of \$1,144.00 during the Final Fee Period.

**I. Plan and Disclosure Statement**

33. This category represents time spent by Kelley Drye in connection with the proposed plan and disclosure statement.

34. During the Final Fee Period, Kelley Drye researched local precedent on extending the time to object to the disclosure statement and drafted a motion to shorten time to hear same. Kelley Drye reviewed and revised MoFo's document requests related to disclosure

statement discovery. Kelley Drye revised the draft disclosure statement objection and prepared a motion to seal same. Kelley Drye analyzed the Debtors' omnibus reply to the disclosure statement objections.

35. Kelley Drye also researched Third Circuit, New Jersey and this Court's precedent on estate and third-party releases and related confirmation issues. Kelley Drye drafted a memorandum regarding third-party releases, estate releases, exculpation and classification. Upon settlement with the Debtors and their lenders, Kelley Drye revised the Committee settlement term sheet and drafted a Committee letter to creditors in support of the Plan. Kelley Drye analyzed creditor and U.S. Trustee objections to confirmation and researched recent precedent related to U.S. Trustee fees.

36. Kelley Drye also assisted MoFo in establishing the post-confirmation trust to pursue claims for the benefit of unsecured creditors. Kelley Drye worked extensively with MoFo to revise the Plan to incorporate the global settlement. Kelley Drye researched the tax implications of various post-confirmation vehicles and conducted extensive discussions with the Committee's and Debtors' professionals regarding same. Kelley Drye drafted the GUC Trust Agreement, negotiated its terms with the Debtors, and continually revised the same as the Plan and Confirmation Order were updated.

37. Time devoted to this category totaled 391.7 hours, for total fees of \$368,989.50 during the Final Fee Period.

**J. Committee and Creditor Communications**

38. This category represents time spent by Kelley Drye preparing for and participating in regular Committee meetings as well as communicating with Committee members and other creditors on an individual basis regarding the status of these Cases. During the Final Fee Period, Kelley Drye prepared for and participated in weekly Committee professionals and

Committee calls. Kelley Drye corresponded directly with various Committee members and creditors on the status of these Cases, the plan, the trust, and claim filing questions.

39. Time devoted to this category totaled 52 hours, for total fees of \$51,953.00 during the Final Fee Period.

**K. Business Operations**

40. This category represents time spent by Kelley Drye analyzing the Debtors' business operations. During the Final Fee Period, Kelley Drye reviewed and commented on various second day orders including the creditor matrix, customer programs, *de minimis* sale procedures, insurance, taxes, utilities, wages, critical vendors and cash management orders.

41. Time devoted to this category totaled 6.0 hours, for total fees of \$4,802.00 during the Final Fee Period.

**L. Court Hearings**

42. This category represents time spent by Kelley Drye addressing Court filings and preparing for and attending various hearings before the Court. During the Final Fee Period, Kelley Drye prepared for and participated in numerous Court hearings and status conferences, including the hearings held on April 3, 10, and 18, May 7, 15, and 29, and June 10, 2024. Kelley Drye prepared and filed motions to seal and related motions to shorten time. Kelley Drye also coordinated the registration of Committee professionals for Court hearings and assisted with the filing and service of various documents.

43. Time devoted to this category totaled 77.1 hours, for total fees of \$66,384.00 during the Final Fee Period.

**M. Debtor Communications**

44. This category represents time spent by Kelley Drye conferring and communicating with the Debtors. During the Final Fee Period, Kelley Drye participated with other Committee professionals in management calls hosted by the Debtors and their professionals.

45. Time devoted to this category totaled 6.8 hours, for total fees of \$7,215.00 during the Final Fee Period.

**N. Investigation**

46. This category represents time spent by Kelley Drye in connection with analyzing the Debtors' prepetition transactions and potential claims that existed against various targets, including current and former management. During the Final Fee Period, Kelley Drye conferred with MoFo on strategy for the investigation into the Debtors' prepetition actions and related discovery. Kelley Drye advised MoFo on local rules and procedures related to discovery. Kelley Drye also (i) reviewed and commented on draft discovery requests and draft subpoenas; (ii) drafted notices of subpoenas; (iii) served subpoenas on disinterested directors, auditors, and investors; and (iv) drafted a motion to compel discovery against one of the discovery targets. Kelley Drye also analyzed the independent directors' report for potential causes of action.

47. Time devoted to this category totaled 70.5 hours, for total fees of \$68,055.00 during the Final Fee Period.

**P. General Litigation**

48. This category represents time spent by Kelley Drye's attorneys in connection with litigation against the Debtors or related parties. During the Final Fee Period, Kelley Drye advised MoFo on precedent for standing motions in New Jersey and the Third Circuit.

49. Time devoted to this category totaled 9.1 hours, for total fees of \$9,392.50 during the Final Fee Period.

**EXPENSES INCURRED**

50. Kelley Drye incurred a total of \$8,763.46 in expenses in connection with services rendered to the Committee during the Final Fee Period. It is Kelley Drye’s policy to charge its clients in all areas of practice for out-of-pocket expenses incurred in connection with the client’s case. These customary items include, among other things, photocopying, facsimiles, travel, business meals, computerized research, postage, transcriptions, deposition services, and other fees related to trials and hearings. Kelley Drye charges for these expenses in a manner and at rates consistent with charges made generally to its other clients. Internal costs or overhead cost and document production services (including regular secretarial and word processing time) are not charged separately.

**KELLEY DRYE’S REQUESTED COMPENSATION AND REIMBURSEMENT SHOULD BE ALLOWED**

51. Section 330(a)(1) of the Bankruptcy Code provides that a court may award a professional employed in a case under section 1103 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.” Section 330(a)(3), in pertinent part, provides further guidelines for awarding such fees and expenses:

In determining the amount of reasonable compensation to be awarded..., the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity,

importance, and nature of the problem, issue, or task addressed; and

- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.<sup>7</sup>

Additional factors courts consider when awarding fees include the time and labor required, the novelty and difficulty of questions, the skill requisite to perform the legal services properly, the preclusion of other employment by the applicant due to acceptance of the current case, the customary fee, whether the fee is fixed or contingent, time limitations imposed by the client or other circumstances, the amount involved and results obtained, the experience, reputation and ability of the professionals, the “undesirability” of the case, and the nature and length of the professional relationship.<sup>8</sup>

52. Kelley Drye respectfully submits that the professional services rendered to the Committee during the Final Fee Period were, at the time rendered, reasonable and necessary and expected to benefit, protect and preserve the Debtors’ estates and the interests of general unsecured creditors. These services required a high level of professional competence and expertise, and Kelley Drye believes that the services were performed efficiently and effectively. The hourly rates billed by Kelley Drye were customary for professional services rendered in other non-bankruptcy matters and were fair and reasonable.

53. Kelley Drye submits that the expenses incurred during the Final Fee Period were customary and necessary. Kelley Drye seeks reimbursement of only its actual costs.

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<sup>7</sup> 11 U.S.C. § 330(a)(3).

<sup>8</sup> *See, e.g., In re First Colonial Corp. of America*, 544 F.2d 1291, 1298–99 (5th Cir. 1977); *In re Nine Assocs., Inc.*, 76 B.R. 943, 945 (S.D.N.Y. 1987).



54. Kelley Drye submits that the compensation requested in this Application is reasonable, as measured under sections 330 and 331 of the Bankruptcy Code, given the size and nature of this chapter 11 case, the amount of hours billed, the billing rates charged and the substance of the services performed.

**WHEREFORE**, Kelley Drye respectfully requests that this Court (i) allow, on a final basis, the sum of \$889,820.00 for services rendered to the Committee from March 15, 2024 through and including June 18, 2024, plus expenses in the amount of \$8,763.46, for a total allowance of \$898,583.46; and (ii) grant such other and further relief as the Court may deem just and proper.

Dated: August 2, 2024

**KELLEY DRYE & WARREN LLP**

By: /s/ James S. Carr

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

**EXHIBIT A**

**Retention Order**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY



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

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

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

**MORRISON & FOERSTER LLP**

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*Proposed Counsel to the Official  
Committee of Unsecured Creditors*

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Connie Y. Choe, Esq.

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

In re:

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

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11840 (CMG)

(Jointly Administered)

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

**DATED: April 25, 2024**

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

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

(Page | 2)

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

Case No. 24-11840-CMG

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

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

**ORDERED.**

(Page | 3)

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

Case No. 24-11840-CMG

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

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

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

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

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

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

Case No. 24-11840-CMG

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

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forth in the Application are implemented, and shall file a Supplemental Affidavit with the Court setting forth any such increases. The Committee, the Debtors, the United States Trustee, and all parties-in-interest retain all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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

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

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

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

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

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

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

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

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



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

Case No. 24-11840-CMG

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

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

**EXHIBIT B**

**Detailed June Time Records**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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AFFILIATE OFFICE:  
MUMBAI, INDIA

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

July 16, 2024  
Invoice No. 2906709

029996 Thrasio Committee  
0001 Case Administration

**Account Summary And Remittance Form**

Legal Services:	\$690.50
Disbursements and Other Charges:	\$967.25

**Total Amount Due: \$1,657.75**

**Terms: Payment Due on or Before August 15, 2024**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

3 WORLD TRADE CENTER

175 GREENWICH STREET

NEW YORK, NEW YORK 10007

(212) 808-7800

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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

July 16, 2024  
Invoice No. 2906709

Client 029996  
Matter 0001 Case Administration

Attorney: 07036

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/04/24	Update team calendar.	JC	0.20	\$124.00
06/11/24	Update team calendar (.1) and task list (.1).	JC	0.20	124.00
06/11/24	Review docket for upcoming objection deadlines and hearing dates.	GCK	0.40	150.00
06/17/24	Instruction to C. Choe and J. Churchill (both KDW) regarding effective date, final tasks, docket review, and relevant deadlines.	MJM	0.30	292.50

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Matter 0001  
July 16, 2024  
Page 2

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Total Services for this Matter: 690.50

**Other Charges:**

Duplication	\$16.60
Courier	80.20
Transcriptions	85.05
Process Service	785.40

Total Other Charges for this Matter: 967.25

Total this Invoice \$1,657.75

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Client 029996  
Matter 0001  
July 16, 2024  
Page 3

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
GCK	Karnick, Gina C	0.40	375.00	\$150.00
JC	Churchill, John	0.40	620.00	248.00
MJM	McLoughlin, Maeghan J	0.30	975.00	292.50

**PAYMENT BY CHECK:**

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

**PAYMENT BY WIRE:**

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

**KELLEY DRYE & WARREN LLP**

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

July 16, 2024  
Invoice No. 2906710

029996 Thrasio Committee  
0002 Pleadings Review

**Account Summary And Remittance Form**

Legal Services: \$916.00

Disbursements and Other Charges: \$0.00

**Total Amount Due: \$916.00**

**Terms: Payment Due on or Before August 15, 2024**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

3 WORLD TRADE CENTER

175 GREENWICH STREET

NEW YORK, NEW YORK 10007

(212) 808-7800

**KELLEY DRYE & WARREN LLP**

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July 16, 2024  
Invoice No. 2906710

Client 029996  
Matter 0002 Pleadings Review

Attorney: 07036

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/03/24	Review docket for new entries.	JC	0.10	\$62.00
06/04/24	Review docket for new entries.	JC	0.10	62.00
06/05/24	Review docket for new entries.	JC	0.10	62.00
06/06/24	Review docket for new entries.	JC	0.10	62.00
06/07/24	Review docket for new entries.	JC	0.10	62.00
06/10/24	Review docket for new entries.	JC	0.10	62.00
06/11/24	Review docket for new entries.	JC	0.10	62.00
06/11/24	Review J. Churchill (KDW) docket update.	ERW	0.20	234.00
06/12/24	Review docket for new entries.	JC	0.10	62.00
06/13/24	Review docket for new entries.	JC	0.10	62.00
06/14/24	Review docket for new entries.	JC	0.10	62.00
06/17/24	Review docket for new entries.	JC	0.10	62.00
Total Services for this Matter:				916.00
Total this Invoice				\$916.00



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Matter 0002  
July 16, 2024  
Page 2

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.20	1,170.00	\$234.00
JC	Churchill, John	1.10	620.00	682.00

**PAYMENT BY CHECK:**

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

**PAYMENT BY WIRE:**

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

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3 World Trade Center,  
175 Greenwich Street,  
New York, NY 10007

July 16, 2024  
Invoice No. 2906715

029996 Thrasio Committee  
0004 Fee Matters

**Account Summary And Remittance Form**

Legal Services:	\$21,801.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$21,801.00**

**Terms: Payment Due on or Before August 15, 2024**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

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July 16, 2024  
 Invoice No. 2906715

Client 029996  
 Matter 0004 Fee Matters

Attorney: 07036

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/03/24	Instruction to G. Karnick and S. Alceus (both KDW) on filing CNO for KDW March fee statement (.2); updates to same (.2).	JC	0.40	\$248.00
06/03/24	Draft certificate of no objection to Kelley Drye's first monthly fee statement (.6); file same (.3).	SA	0.90	301.50
06/03/24	Review certification of no objection for KDW first monthly fee statement (.1); revise and email J. Churchill (KDW) (.1).	CC	0.20	138.00
06/04/24	Review KDW April invoices for redactions.	JC	1.10	682.00
06/04/24	Update fee application worksheet (.8); prepare KDW April fee statement worksheet (.7).	GCK	1.50	562.50
06/05/24	Begin drafting KDW second monthly fee statement (1.6); multiple discussions with billing regarding monthly invoices (.5).	GCK	2.10	787.50
06/05/24	Review KDW April invoices for input into April fee statement narrative (.6); emails with G. Karnick (KDW) regarding fee statement and fee worksheet (.1).	JC	0.70	434.00
06/06/24	Correspondence with J. Churchill (KDW)	CC	0.30	207.00

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Client 029996  
Matter 0004  
July 16, 2024  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding upcoming monthly and interim fee applications (.1); instruction regarding same (.1); brief review of administrative fee order (.1).			
06/06/24	Emails with C. Choe and J. Churchill (both KDW) regarding monthly fee statement and interim application.	MJM	0.20	195.00
06/06/24	Analyze fee order for interim fee application timeline (.2); continue review of KDW April invoices for input into fee statement narrative (.6); reconcile fee worksheet against April invoices (.9); check with accounting on payment of first fee statement (.1); emails with M. McLoughlin and C. Choe (both KDW) regarding payment (.1).	JC	1.90	1178.00
06/06/24	Conference with E. Wilson (KDW) regarding fee estimate for debtors (.2); prepare same (.2); correspondence with S. Kietlinski (PA) on same (.1).	JRA	0.50	520.00
06/06/24	Communications with J. Churchill (KDW) regarding fee applications filed to date.	GCK	0.30	112.50
06/06/24	Confer with J. Adams (KDW) regarding case fee estimate.	ERW	0.20	234.00
06/07/24	Emails with J. Adams (KDW) and S. Kietlinski (PA) regarding fee estimates.	ERW	0.20	234.00
06/10/24	Emails with accounting regarding payment of first monthly fee statement (.1); reconcile fee	JC	2.20	1364.00

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Client 029996  
Matter 0004  
July 16, 2024  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/10/24	worksheet to revise KDW April fee statement (.6); prepare combined invoices for exhibit (.4); update fee statement narratives (1.1). Review KDW prebills for May in connection with preparation of final fee application (1.8); follow up on internal time for updated accounting run as requested by debtors to prepare for effective date (.2).	JRA	2.00	2080.00
06/12/24	Emails with J. Adams (KDW) and S. Kietlinski (PA) regarding fee estimate.	ERW	0.20	234.00
06/13/24	Further review KDW prebills for May time in connection with preparation of fee application.	JRA	0.80	832.00
06/14/24	Provide instruction to G. Karnick (KDW) on filing MoFo first monthly fee application (.2) and Province fee statement CNO (.1); emails with accounting (.1) and S. Kietlinski (Province) (.2) on KDW's first monthly fee payment; update KDW second monthly fee statement (.3).	JC	0.90	558.00
06/14/24	Review draft of KDW monthly fee statement for the month of April from J. Churchill (KDW) (.2); follow up correspondence on approval and filing of same (.1).	JRA	0.30	312.00
06/14/24	Review (.2) and revise (.3) KDW second monthly fee statement.	MJM	0.50	487.50
06/14/24	Prepare certificate of no objection to Province first monthly fee statement (.4);	GCK	0.70	262.50

**KELLEY DRYE & WARREN LLP**

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Client 029996  
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July 16, 2024  
Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/17/24	correspondence with J. Churchill (KDW) regarding same (.3). Update CNO for Province's first monthly fee statement (.2); update KDW second monthly fee statement (.2); circulate same to M. McLoughlin (KDW) for review (.1); provide instruction to G. Karnick (KDW) on filing second monthly fee statement (.1).	JC	0.60	372.00
06/17/24	Review certificate of no objection and provide comments (.1); email J. Churchill and G. Karnick (both KDW) regarding same (.1).	CC	0.20	138.00
06/17/24	Review docket in connection with objections filed to Province first monthly fee statement (.2); prepare and file CNO to Province first monthly fee statement (.4); communications with J. Churchill (KDW) regarding same (.2).	GCK	0.80	300.00
06/17/24	Emails with D. Smolarski (MF) regarding final fee applications (.2); emails with J. Churchill (KDW) regarding second monthly (.1).	MJM	0.30	292.50
06/17/24	Review revised draft of KDW second monthly fee statement from J. Churchill (KDW) to address first payment (.2); revise same for filing (.2).	JRA	0.40	416.00
06/20/24	Instructions to internal team on preparation of final fee application.	JRA	0.20	208.00
06/20/24	Review confirmed plan and notice of effective date regarding deadline to submit final fee	CC	0.50	345.00

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Client 029996  
Matter 0004  
July 16, 2024  
Page 5

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	application (.3); update KDW internal group regarding same (.1); instruction to G. Karnick (KDW) regarding May monthly fee statement (.1).			
06/21/24	Update KDW fee application chart (2.4); begin drafting KDW third monthly fee statement (1.2); communications with C. Choe (KDW) regarding same (.2).	GCK	3.80	1425.00
06/21/24	Emails with G. Karnick (KDW) regarding final fees and monthly fee statement.	CC	0.20	138.00
06/24/24	Communications with accounting regarding KDW fee applications filed to date (.4); review docket regarding same (.2).	GCK	0.60	225.00
06/24/24	Correspondence with C. Choe (KDW) on status of KDW third fee statement.	JC	0.10	62.00
06/25/24	Emails with M. McLoughlin (KDW) regarding draft fee statement (.2); review KDW May invoices for redactions (1.0).	JC	1.20	744.00
06/26/24	Provide instruction to G. Karnick (KDW) regarding preparation of MoFo's first fee statement CNO.	JC	0.10	62.00
06/27/24	Update draft MoFo CNO for first monthly fee statement (.2); instruct G. Karnick (KDW) on filing CNO (.1); update Province second monthly fee statement (.9); circulate same to Province for review (.2); instruct G. Karnick (KDW) on filing same (.1); reconcile KDW	JC	2.70	1674.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/27/24	May invoices to fee worksheet (.9); reconcile fee worksheet to KDW May fee statement (.2); update fee statement (.1). Review and provide instruction to J. Churchill (KDW) regarding Province monthly fee statement (.4); instruction to J. Churchill and G. Karnick (both KDW) regarding same (.1).	CC	0.50	345.00
06/27/24	Review draft of Province monthly fee statement for May (.2); review (.1) and revise (.1) J. Churchill (KDW) comments to same; follow up with Province team on same (.1); instructions to team on filing (.1).	JRA	0.60	624.00
06/27/24	Prepare and file second monthly fee application of Province (.5); coordinate service of same (.4); begin drafting KDW final fee application (1.1); revise certificates of no objection for Morrison & Foerster, Province and KDW (1.0); communications with J. Churchill (KDW) regarding same (.4).	GCK	3.40	1275.00
06/27/24	Emails with J. Adams, J. Churchill (both KDW) and S. Kietlinski (PA) regarding fee statements.	ERW	0.20	234.00
06/28/24	Review KDW May invoices for input into fee statement narrative.	JC	1.00	620.00
06/28/24	Communications with J. Churchill (KDW) regarding certificates of no objections to be filed on behalf of KDW and MoFo (.6); prepare	GCK	0.90	337.50



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Client 029996  
Matter 0004  
July 16, 2024  
Page 7

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	KDW CNO for filing (.3).			
	Total Services for this Matter:			21,801.00
	Total this Invoice			\$21,801.00

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Matter 0004  
July 16, 2024  
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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	1.90	690.00	\$1,311.00
ERW	Wilson, Eric	0.80	1,170.00	936.00
GCK	Karnick, Gina C	14.10	375.00	5,287.50
JC	Churchill, John	12.90	620.00	7,998.00
JRA	Adams, Jason	4.80	1,040.00	4,992.00
MJM	McLoughlin, Maeghan J	1.00	975.00	975.00
SA	Alceus, Sherlly	0.90	335.00	301.50

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**PAYMENT BY WIRE:**

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

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3 World Trade Center,  
175 Greenwich Street,  
New York, NY 10007

July 16, 2024  
Invoice No. 2906716

029996 Thrasio Committee  
0006 Asset Analysis and Disposition

**Account Summary And Remittance Form**

Legal Services:	\$104.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$104.00**

**Terms: Payment Due on or Before August 15, 2024**

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**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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Invoice No. 2906716

Client 029996  
Matter 0006 Asset Analysis and Disposition

Attorney: 07036

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/12/24	Review de minimis asset sale notice for Bask LLC	JRA	0.10	\$104.00
Total Services for this Matter:				104.00
Total this Invoice				\$104.00

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Client 029996  
Matter 0006  
July 16, 2024  
Page 2

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
JRA	Adams, Jason	0.10	1,040.00	\$104.00

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July 16, 2024  
Invoice No. 2906714

029996      Thrasio Committee  
0009      Claims Administration

**Account Summary And Remittance Form**

Legal Services:	\$1,144.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$1,144.00**

**Terms: Payment Due on or Before August 15, 2024**

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**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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July 16, 2024  
 Invoice No. 2906714

Client 029996  
 Matter 0009 Claims Administration

Attorney: 07036

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/05/24	Review correspondence from debtors on ESR proposed claim settlement (.1); correspondence with MoFo and Province teams on same (.1); assess impact on distribution scheme (.1).	JRA	0.30	\$312.00
06/06/24	Further analyze ESR stipulation (.2); correspondence with R. Ferraiolli (MF) regarding analysis of same and implications on plan treatment of multiple claims (.2).	JRA	0.40	416.00
06/07/24	Correspondence with MoFo and Province teams on B6 claims settlement and potential impact on trust and GUC recoveries.	JRA	0.40	416.00
Total Services for this Matter:				1,144.00
Total this Invoice				\$1,144.00

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Client 029996  
Matter 0009  
July 16, 2024  
Page 2

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
JRA	Adams, Jason	1.10	1,040.00	\$1,144.00

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ACCOUNT #:135-046110  
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New York, NY 10007

July 16, 2024  
Invoice No. 2906712

029996 Thrasio Committee  
0010 Plan and Disclosure Statement

**Account Summary And Remittance Form**

Legal Services:	\$209,329.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$209,329.00**

**Terms: Payment Due on or Before August 15, 2024**

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**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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

**PAYMENT BY CHECK:**

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July 16, 2024  
Invoice No. 2906712

Client 029996  
Matter 0010 Plan and Disclosure Statement

Attorney: 07036

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/01/24	Review draft UCC letter to creditors in support of plan (.2); correspondence with R. Ferraioli (MF) regarding same (.1); confer with D. Kane (KDW) on same, trust structuring questions (.2); provide my comments to R. Ferraioli (MF) on same (.1).	JRA	0.60	\$624.00
06/01/24	Review draft committee recommendation letter.	MJM	0.20	195.00
06/01/24	Continue drafting liquidating trust agreement (3.8); phone call with J. Adams (KDW) regarding same (.2).	DPK	4.00	3540.00
06/02/24	Review (1.0) and revise (2.1) draft of litigation trust agreement from D. Kane (KDW); conference with D. Kane (KDW) on same (.2).	JRA	3.30	3432.00
06/02/24	Review D. Kane and J. Adams (both KDW) comments to litigation/GUC trust agreement (.3); emails regarding same (.1).	CC	0.40	276.00
06/02/24	Continue revising trust agreement (.6); call with J. Adams (KDW) regarding structural issues in trust agreement (.2); email draft trust	DPK	0.90	796.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/03/24	agreement to D. Mannal (MoFo) (.1). Review J. Adams (KDW) comments to trust agreement (.3); compare to amended plan (.4).	MJM	0.70	682.50
06/03/24	Conference with J. Carr and D. Kane (both KDW) and D. Mannal (MF) regarding post-confirmation structure and issues (.3); follow up call with J. Carr (KDW) on same (.1); correspondence with J. Miles (KDW) on tax structuring issues (.1); review Bristol 6 letter to debtors on proposed settlement of plan issues (.2); correspondence with D. Mannal (MF) on Careismatic confirmation issue relating to UST fees and responding to his question on structuring issues related to same (.2); follow up correspondence with J. Miles (KDW) regarding trust structuring and tax issues (.2); prepare for (.2) and call (.6) with J. Carr and D. Kane (both KDW), L. Maranuzzi and D. Mannal (both MF) and D. Wallitt (HPS) on trust structuring; call with E. Wilson, D. Kane (both KDW) and MoFo team on tax issues (.7); calls (3x) with E. Wilson (KDW) on same and lender call on trust structuring (.3); review amended plan from debtors to address UCC settlement (.5) and prepare my notes on same (.4); follow up correspondence with KDW and MoFo bankruptcy and tax	JRA	4.10	4264.00

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 Client 029996  
 Matter 0010  
 July 16, 2024  
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/03/24	teams on Kirkland structuring issues (.3). Emails from J. Adams and J. Churchill (both KDW) regarding as filed settlement term sheet (.1); review same (.3); emails with J. Adams and J. Miles (both KDW) regarding tax implications for SPV (.3); initial review of trust agreement (.5); emails with J. Adams (KDW) regarding same (.2); review and analyze amended plan (.4); cross-reference draft trust agreement (.3); email from R. Ferraioli (MF) regarding plan recommendation (.2); confer with J. Adams (KDW) (2x) regarding disposition of lender call and tax issues regarding trust (.2); outline open trust issues preparatory to today's call with MoFo (.2); conference call with J. Adams, et al. (KDW) and D. Mannel (MF) regarding trust structure and tax implications (.7); follow-up call with J. Adams (KDW) (.1); further emails with J. Adams and J. Miles (both KDW) regarding trust structure (.2); initial review of further revised plan (.6); review the following regarding trust obligation to pay UST quarterly fees: Careismatic plan (.2), UST objection (.3), committee response (.3) and transcript of hearing (.3); emails with J. Adams, G. Karinick, D. Kane and C. Choe (all KDW)	ERW	5.70	6669.00

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July 16, 2024  
Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/03/24	regarding same (.3). Participate in call with J. Carr, J. Adams (both KDW), D. Mannal, R. Ferraioli (both MoFo) (.3); regarding trust structuring issues call with J. Carr, J. Adams (both KDW), D. Mannal, R. Ferraioli (both MoFo) and D. Wallitt (HPS) regarding same (.6); conference with E. Wilson, J. Adams (both KDW), D. Smolarski, D. Mannal, R. Ferraioli (all MoFo) on tax structuring issues (.7); follow up call with J. Carr (KDW) regarding same (.2); emails with K. Erhznik (MoFo), J. Carr, J. Adams and J. Miles (all KDW) regarding tax issues with trust structures (.8).	DPK	2.60	2301.00
06/03/24	Correspondence with J. Adams (KDW) on trust structure and potential tax issues (.3); begin research regarding classification of entity as partnership or liquidating trust, liquidating trust revenue procedure and publicly traded partnership rules (3.2).	JJM	3.50	3360.00
06/03/24	Call with J. Adams and D. Kane (both KDW) and D. Mannal (MF) on trust structuring (.3); follow up call with J. Adams (KDW) (.1); call with J. Adams and D. Kane (both KDW), MoFo team and D. Wallitt (HPS) on trust (.6); follow up call with D. Kane (KDW) (.2).	JSC	1.20	1440.00
06/04/24	Discuss revised plan documents with E. Wilson	MJM	3.40	3315.00

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 Page 5

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/04/24	(KDW) (.4); analyze structure of revised plan as compared to trust agreement (.9); review confirmation order (.6); participate in calls (2x) with MoFo team and KDW team to further revise plan (1.1); discuss plan revisions with D. Kane (KDW) (.3); follow up with J. Adams (KDW) with next steps (.1). Continued correspondence with J. Miles (KDW) on tax structuring issues for post-confirmation entity and plan (.3); review materials related to Holywell decision on grantor trusts (.8) and follow up with J. Miles (KDW) on same (.2); conference with KDW and MoFo teams on same (.5); further follow up analysis and correspondence with J. Miles (KDW) on tax structuring issues (.4); conference with D. Kane (KDW) on plan and structure (.3); continue analysis and mark up of plan to address trust structuring and outstanding committee issues (2.2); participate in conference with KDW, MoFo and KE teams on tax structuring issues (.6); follow up conferences (2x) with KDW and MoFo teams on same and specifics on plan revisions (1.1); follow up correspondence with Kirkland and MoFo on plan turn, objection deadline timing (.2); review revised plan draft from D. Kane	JRA	9.10	9464.00

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July 16, 2024  
Page 6

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/04/24	(KDW) (.5) and further revise same before distributing to MoFo (1.7); follow up correspondence with Kirkland and MoFo teams on filing of interim draft plan and reserving all rights on comments (.2); review UCC update email on plan and voting status from R. Ferraioli (MF) (.1). Conference call with J. Adams, E. Wilson (both KDW) and Morrison & Foerster to discuss tax structure (.5) conference call with K&E, Morrison & Foerster, J. Adams, E. Wilson and D. Kane (all KDW) to discuss tax structure (.6); follow-up conference call with Morrison & Foerster and KDW to discuss tax structure and plan revisions (1.1); reviewed revised bankruptcy plan (.6); review Holywell case and draft email regarding same (2.5); research regarding grantor trust, liquidation trust and disputed ownership funds (2.8).	JJM	8.10	7776.00
06/04/24	Correspondence with J. Adams (KDW) preparatory to call with MoFo regarding plan and trust structure (.1); conference call with J. Adams, D. Kane (both KDW) and D. Mannal, et al. (MF) regarding same (.5); confer with M. McLoughlin (KDW) regarding same and plan revisions (.4); further emails with D. Mannal, et al. (MF), E. Swaser (KE), J. Adams and J.	ERW	3.40	3978.00

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Page 7

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/04/24	Miles (both KDW) regarding trust structure, tax implications (.5); review further revised plan (.5); email from R. Ferraioli (MF) regarding confirmation order (.1); briefly review same (.2); emails with J. Adams and J. Miles (both KDW) regarding Holywell decision, Rev. Proc. (.3); conference call with KDW, MoFo and KE teams regarding plan and trust structure (.6); emails with R. Ferraioli (MF) and E. Swaser (KE) regarding extension of confirmation objection, voting deadline (.2). Call with E. Wilson, J. Adams, J. Miles (all KDW), K. Erbeznik, D. Mannal, R. Ferraioli, D. Smolanski (all MoFo) regarding trust/post confirmation vehicle structuring issues (.5); comment on updated Plan/MoFo version (1.6); conference with J. Adams (KDW) regarding same (.3); call with MoFo (D. Mannal, L. Marinuzzi, R. Ferraioli), Kirkland (A. Sexton, E. Swager, M. Advani, A. Stephenson) and KDW (J. Adams, J. Miles, E. Wilson) regarding post confirmation structural issues (.6); follow up with MoFo/KDW regarding same (.3); further revise plan based on calls (2.6); discuss same with M. McLoughlin (KDW) (.3).	DPK	6.20	5487.00
06/05/24	Review debtor filed version of plan for	JRA	5.50	5720.00



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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	<p>inconsistencies with our mark up (.7); conference with R. Ferraioli (MF) on same, revising (.1); conference with M. McLoughlin and D. Kane (both KDW) on same (.2); revise debtor version of plan to incorporate our additional changes (1.3); follow up conference with M. McLoughlin and D. Kane (both KDW) on same (.2); confer with E. Wilson (KDW) on same (.2); extensive correspondence with MoFo and KDW teams on additional revisions to the plan (.4); review R. Ferraioli (MF) revisions (.2); call with D. Kane (KDW) on UST plan objection questions (.2); correspondence with J. Miles (KDW) on valuation of trust assets (.2); analyze UST confirmation objection (.5); review Careismatic confirmation transcript in connection with same and issues on quarterly fee payments (.8); conference (.1) and emails (.2) with J. Miles (KDW) on tax treatment of trust; follow up correspondence with Kirkland, MoFo and KDW teams on plan mark up (.2).</p>			
06/05/24	<p>Calls (2x) with J. Adams and D. Kane (both KDW) regarding additional revisions to plan (.4); review J. Adams (KDW) further comments (.3); follow up call with D. Kane (KDW) regarding same (.2); extensive</p>	MJM	2.00	1950.00

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	correspondence with KDW and MoFo teams regarding plan revisions (.3); review UST (.3), Bristol 6 (.3) and Silberstein (.2) objections to confirmation.			
06/05/24	Summarize UST (.6) and Silberstein (.2) objections to plan.	JC	0.80	496.00
06/05/24	Review docket in regards to plan objections filed (.3); forward same to E. Wilson (KDW) for review (.1).	GCK	0.40	150.00
06/05/24	Emails regarding various iterations of the revised plan including GUC trust language (.1); email to E. Wilson (KDW) regarding issues related to US trustee fee issue in plan (.1).	CC	0.20	138.00
06/05/24	Confer with J. Adams (.2) and M. McLoughlin (.2) (both KDW) regarding confirmation; review various iterations of further revised plan (1.1); cross-reference draft trust agreement (.3); emails with J. Adams and M. McLoughlin (both KDW), F. Petrie and M. Young (both KE) and R. Ferrailoi (MF) regarding same (.4); emails with G. Karnick (KDW) regarding plan objections (.2); review same (.5); emails with J. Adams and J. Miles (both KDW) regarding tax treatment of trust funding (.2); emails with F. Petrie (KE), D. Mannal (MF), J. Adams and D. Kane (both KDW) regarding consolidated claims, statement and class 4 issues (.3);	ERW	3.60	4212.00

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06/05/24	cross-reference plan and Cineworld plan (.2). Calls with J. Adams and M. McLoughlin (both KDW) regarding incremental plan changes (2x) (.4); further review and comment on plan (.9); call with J. Adams (KDW) regarding UST objection to confirmation (.2); review UST plan objection (.2); call (.2) and follow up emails (.4) with R. Ferraioli (MF) regarding plan consolidation language; call with M. McLoughlin (KDW) regarding outstanding plan issues (.2).	DPK	2.50	2212.50
06/05/24	Continue research regarding trust classification and impact of trust funding (2.8); call (.1) and emails (.3) with J. Adams (KDW) on same.	JJM	3.20	3072.00
06/06/24	Revise GUC trust agreement to reflect plan changes (1.3); correspondence with D. Kane and M. McLoughlin (both KDW) on same, revisions to confirmation order (.3); conference with R. Ferraioli (MF) on debtors' response to plan comments (.2); review Bristol 6 confirmation objection (.4); review further updated trust agreement from D. Kane (KDW) before circulation to MoFo (.3); review Kirkland mark up of plan (.6); working session with M. McLoughlin (KDW) and R. Ferraiolo (MF) (partial) to revise plan (1.9); review revised confirmation order (.5); confer with D.	JRA	6.60	6864.00

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06/06/24	<p>Kane (KDW) on plan issues related to UST objection (.2); conference with J. Carr and E. Wilson (both KDW) on trust structuring issues (.4); review proposed settlement of Bristol 6 plan objection through assumption and allowance of GUC claims (.1) and correspondence with UCC professionals on same (.2); review changes to proposed order from D. Kane and M. McLoughlin (both KDW) (.2).</p> <p>Revise confirmation order (1.7); correspondence with J. Adams and D. Kane (both KDW) on trust agreement and revisions to confirmation order (.3); compare to current draft of plan documents (.5); review updated trust agreement (.3); review E. Swager and F. Petrie (both KE) comments to UCC draft plan (.3); emails with R. Ferraoili and M. Russell (both MF) regarding confirmation order (.2); working conference with J. Adams (KDW) and R. Ferraoili (MF) (partial) to revise K&amp;E draft of plan (1.9); finish revising plan (.3); further revise confirmation order to correspond to updated plan (1.4); correspondence with J. Adams (KDW) on same (.1); extensive correspondence with MoFo team regarding resolution to potential plan issues (.3).</p>	MJM	7.30	7117.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/06/24	Continue research regarding trust classification argument, trust funding analysis as a nonrecourse loan or a preferred capital contribution (2.3); draft email regarding same (.4).	JJM	2.70	2592.00
06/06/24	Conference with E. Wilson and J. Adams (both of KDW) regarding plan and trust issues.	JSC	0.40	480.00
06/06/24	Conference call with J. Adams and J. Carr (both KDW) regarding plan, trust and next steps (.4); review various iterations of further revised plan (.3), trust agreement (.5) and various iterations of confirmation order (.6); emails with F. Petrie (KE), L. Marinuzzi (MF), J. Adams and M. McLoughlin (both KDW) regarding same (.3); further review of Careismatic UST objection (.2), UCC response (.2) and transcript (.2) regarding trustee fees; emails with D. Kane (KDW) regarding same (.2); emails with R. Ferraioli, D. Mannal (both MF) and J. Adams (KDW) regarding lender call (.2).	ERW	3.10	3627.00
06/06/24	Revise trust agreement to harmonize with updated plan (2.6); review confirmation order (.3); phone call with J. Adams (KDW) regarding US Trustee objection and reservation of rights (.2); review comparable confirmation orders for appropriate language for same (.2).	DPK	3.30	2920.50

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06/07/24	Continued correspondence with KDW and MoFo teams on proposed resolution of Bristol 6 objection and claims, impact generally on distribution scheme and plan in relation to other claims (.3); review updated Kirkland plan (.2); confer (2x) with M. McLoughlin (KDW) on same, sign off from KDW and next steps (.4); revise trust agreement to correspond with plan revisions (.8); review insert to reply to address UST plan objection (.2); conference with D. Kane (KDW) on her conference with MoFo on US Trustee fee issue (.2); confer (2x) with E. Wilson (KDW) on status (.4); conference with D. Kane (KDW) and R. Ferraioli (MF) regarding UST resolution (.3); review revised versions (2x) of UCC statement in support of confirmation (.5); provide comments to same (.3); prepare final version of same for filing (.2); follow up correspondence with R. Ferraioli (MF) and D. Kane (KDW) on proposed language for plan to address UST fee issues (.2); review final version of plan in advance of filing (.3); review relevant portions of the confirmation brief (.5).	JRA	4.80	4992.00
06/07/24	Review MoFo (.3) and K&E (.3) further iterations of plan; calls (2x) with J. Adams (KDW) to discuss plan changes and	MJM	2.40	2340.00

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06/07/24	confirmation order (.4); follow up emails with R. Ferraioli (MF) regarding KDW comments (.1); revise committee statement (.3); emails with M. Russell (MF) regarding updated confirmation order (.2); coordinate filing with C. Choe (KDW) (.3); comment on updated trust agreement (.5).	CC	3.90	2691.00
06/07/24	Review emails regarding additional comments to trust agreement and proposed plan (.4); review initial draft of committee support statement (.4); provide comments to same (.4); emails from J. Adams (KDW) regarding statement (.2); review J. Adams (KDW) comments to statement (.3); incorporate (.3); review R. Ferraioli (MF) comments to statement (.2); incorporate (.2); run redline against prior version and review (.2); review debtors' amended plan with technical modifications (.3); further revisions to statement (.2); final review (.2); file same (.4); coordinate service (.2).	JC	0.20	124.00
06/07/24	Review committee draft letter ISO confirmation.	ERW	2.80	3276.00
06/07/24	Conference call with J. Adams (KDW) on plan status (.2); email to J. Carr (KDW) regarding same (.1); review various drafts of further revised plan (.6), confirmation order (.4) and			

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	trust agreement (.6); emails with R. Ferraioli (MF), E. Swager and M. Young (both KE) regarding same, UST fees (.3); confer with J. Adams (KDW) regarding same (.2); review KE revisions to tax provisions (.1); emails with J. Adams, J. Miles and D. Kane (all KDW) regarding same (.3).			
06/07/24	Comment on MoFo response to U.S. Trustee objection (.5); calls with R. Ferraioli (MoFo) (.2) and J. Adams (KDW) (.2) regarding same; strategy call with J. Adams (KDW) and R. Ferraioli (MoFo) regarding UST argument (.3); follow up emails to R. Ferraioli (MoFo) and J. Adams (KDW) to work through resolution language reservation of right (.2); emails with working group regarding trust issues (.2).	DPK	1.60	1416.00
06/07/24	Review amended plan of reorganization (1.7); research regarding disputed ownership fund (.8).	JJM	2.50	2400.00
06/08/24	Review filed version of amended plan for consistency (.3); review filed version of confirmation order (.6) and propose revisions (.1); prepare my notes on the plan (.5); call with M. McLoughlin (KDW) on same (.2); working session with M. McLoughlin (KDW) and R. Ferraioli (MF) on further plan revisions (.8); follow up conference with M. McLoughlin	JRA	5.00	5200.00



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06/08/24	(KDW) (.2); begin preparing my comments to the debtors' comments to the trust agreement (1.2); extensive emails with KDW and MoFo teams on plan, order and trust agreement revisions (.5); correspondence with M. McLoughlin and D. Kane (both KDW) on reserve restrictions and oversight (.2); analyze further revised confirmation order (.4). Analyze ad hoc comments to plan as compared to UCC draft (.5); call with J. Adams (KDW) regarding same (.2); follow up call with J. Adams (KDW) and R. Ferraioli (MF) to incorporate committee comments (.8); follow up call with J. Adams (KDW) on same (.2); review ad hoc group revisions to trust agreement (.4) and confirmation order (.2); call with D. Kane (KDW) to discuss plan and trust agreement revisions (.5); review term sheet for consultation/consent provisions (.4); further revise plan (.3); emails with internal team regarding same (.2); review D. Kane (KDW) preliminary comments to trust agreement (.2) and follow up emails regarding same (.2).	MJM	4.10	3997.50
06/08/24	Emails with J. Adams, M. McLoughlin (both KDW), R. Ferraioli (MF) regarding plan/trust agreement comments (.2); call with M. McLoughlin (KDW) regarding same (.5);	DPK	3.20	2832.00

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06/09/24	comment on revised plan (1.4); review revised trust agreement (1.1). Prepare for (.2) and participate in call (1.4) with J. Adams and D. Kane (both KDW) to revise trust agreement; review most recent redlines of plan (.3) and confirmation order (.3); follow up with J. Adams (KDW) to discuss confirmation order and plan (.2); further revise ad hoc group markup of confirmation order (.4) and MoFo confirmation order (.4); review D. Kane (KDW) draft of trust agreement (.3); emails with J. Adams (KDW) regarding same (.1); comment on KE/Gibson draft of plan (.5) and trust agreement (.4); summarize changes for J. Adams (KDW) (.2); emails with R. Ferraoili (MF) with KDW comments to plan (.2); comment on MoFo draft of confirmation order (.7); compare to plan provisions (.3); further updates to plan (.3); summarize remaining open points before confirmation (.3).	MJM	6.50	6337.50
06/09/24	Continue comments to trust agreement mark up (.4); review revised drafts of plan (.2) and confirmation order (.3) from MoFo; working meeting with D. Kane and M. McLoughlin (both KDW) regarding trust agreement comments (1.4); follow up call with M.	JRA	6.10	6344.00

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	<p>McLoughlin (KDW) on plan and order comments (.2); review Gibson mark up to plan documents (.3) and correspondence with M. McLoughlin (KDW) regarding same (.2); correspondence with MoFo team on same (.1); review Gibson comments to proposed order (.4) and email with MoFo and KDW teams on same (.1); review Gibson comments to trust agreement draft (.2) and follow up with M. McLoughlin (KDW) on same (.1); review multiple iterations of Gibson comments to the trust agreement (.6) and assess whether comments are acceptable (.2); correspondence on Gibson questions on trust D&amp;O insurance (.2); review revised draft of confirmation order from MoFo (.7); correspondence with M. McLoughlin (KDW) and R. Ferraioli (MF) on same, definitions and revisions (.2); provide my comments to same (.3).</p>			
06/09/24	<p>Review further revised plan (.8), confirmation order (1.1) and trust agreement (.9); emails with L. Marinuzzi, et al. (MF) and J. Adams, et al. (KDW) regarding same, insurance and trustee selection (.5).</p>	ERW	3.30	3861.00
06/09/24	<p>Strategy call with M. McLoughlin and J. Adams (both KDW) on trust agreement issues (1.4); work on revising trust agreement (1.5).</p>	DPK	2.90	2566.50

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06/10/24	Review further revised draft of plan turn from Kirkland (.2); correspondence with KDW and MoFo teams on revisions (.2); emails with J. Carr (KDW) on trust governance and insurance issues (.1); call with M. McLoughlin (KDW) regarding status of plan documents (.2); follow up correspondence with L. Marinuzzi and D. Mannal (both MF) on same (.2); correspondence with D. Kane (KDW) on open trust issues, indemnification, insurance and quarterly fees (.2); correspondence from J. Sponder (UST) regarding resolution of UST confirmation objection and preservation of rights on quarterly fees (.1); confer with D. Kane (KDW) regarding revising trust agreement (.2); review updated plan (.2); review updated draft of confirmation order (.5) and correspondence with MoFo on same (.1); review D. Kane (KDW) revised draft of trust agreement to incorporate Gibson Dunn comments (.6) and circulate my notes on same (.3); follow up correspondence with M. McLoughlin and D. Kane (both KDW) on same, further revisions (.2).	JRA	3.30	3432.00
06/10/24	Review R. Ferraoili (MF) draft of plan (.4) and Kirkland response to same (.3); multiple emails with KDW and MoFo teams to resolve open	MJM	2.30	2242.50

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06/10/24	points before confirmation hearing (.3); call with J. Adams (KDW) regarding current status of plan documents (.2); call with D. Kane (KDW) regarding current version of trust agreement and next steps (.2); comment on final KE post-hearing confirmation order (.5); revise D. Kane (KDW) draft of trust agreement (.4).	ERW	1.90	2223.00
06/10/24	Review further revised plan (.3) and confirmation order (.3) preparatory to today's hearing; emails with J. Adams (KDW), and D. Mannal (MF) regarding same, insurance and open items (.3); email with M. Farag (GD) and J. Adams (KDW) regarding confirmation order (.2); review further revised trust agreement (.4); emails to D. Kane (KDW) regarding same (.2); instruction to J. Churchill (KDW) regarding closing binder, precedent (.2).	DPK	5.20	4602.00
06/10/24	Call with R. Ferraioli (MoFo) (.1) and emails with J. Adams (KDW) (.1) regarding UST objection resolution; review multiple emails with KDW and MoFo teams regarding revised confirmation order (.1), trust agreement (.1) and insurance issues (.1); revise trust agreement to address Gibson Dunn comments (3.4); conference with J. Adams (KDW) on trust mark up (.2); call with M. McLoughlin			

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06/11/24	(KDW) on same (.2); further revise trust agreement to address internal comments (.6); circulate trust agreement to MoFo and KDW teams (.1); emails with J. Adams (KDW) regarding same (.2). Review form trust agreement binder in preparation for meeting (.2); discussion with J. Adams and E. Wilson (both KDW) regarding trust transition binder (.4); discussion with C. Choe (KDW) regarding trust transition preparation (.2); provide instruction to G. Karnick (KDW) regarding same (.3); emails with D. Kane (KDW) regarding same (.1); discussion with G. Karnick (KDW) on necessary documents (.2); begin preparing same (1.0).	JC	2.40	1488.00
06/11/24	Conference with J. Churchill (KDW) regarding trust transition documents (.2); compile materials for same (.5); email to G. Karnick (KDW) regarding same (.1); review trust effective date documents (.2); provide comments to same (.3); email to J. Churchill (KDW) regarding same (.1).	CC	1.40	966.00
06/11/24	Conference with E. Wilson and J. Churchill (both KDW) regarding trust transition preparation (.4); follow up with M. McLoughlin (KDW) on confirmation order and	JRA	0.90	936.00

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06/11/24	trust agreement status (.1); review mark up of confirmation order (.2) and correspondence with R. Ferraioli (MF) and M. McLoughlin (KDW) on same (.1); review draft index for trust documents from J. Churchill (KDW) (.1). Emails with D. Smolarski (MF) regarding further revisions to confirmation order (.2); review further revised draft of order (.3).	MJM	0.50	487.50
06/11/24	Outline issues for trust transition preparatory to today's call (.4); conference call with J. Adams and J. Churchill (both KDW) regarding same and effective date issues (.4); review further revised confirmation order (.2).	ERW	1.00	1170.00
06/11/24	Review changed pages to Thrasio confirmation order (.2); email with MoFo and KDW working groups regarding same (.2).	DPK	0.40	354.00
06/11/24	Prepare trust effective date documents (.6); communications with J. Churchill (KDW) regarding same (.4).	GCK	1.00	375.00
06/12/24	Correspondence with MoFo on status of confirmation order and comments to trust agreement (.2); conferences with D. Kane (.1) and M. McLoughlin (.2) (both KDW) regarding status of trust agreement mark up and new comments; review (.3) and provide comments (.5) to draft Urdea cooperation agreement; review debtors' revised comments	JRA	3.00	3120.00

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	to confirmation order (.2) and follow up with MoFo on open issues (.1); review effective date WIP from MoFo (.2); participate on call with E. Wilson and M. McLoughlin (both KDW), MoFo and Province teams on open plan items (.2); follow up call with E. Wilson (KDW) (.2); review draft trust NOA from J. Churchill (KDW) (.2) and provide comments (.1); review further updated drafts of plan (.1) and confirmation order (.1) and correspondence with MoFo team on same (.2); correspondence with E. Wilson (KDW) on trust agreement status (.1).			
06/12/24	Emails with E. Wilson and J. Adams (both KDW) regarding trust binder (.1); edits to trust binder cover and index (.1); review NOA (.1); emails with D. Kane and G. Karnick (both KDW) regarding trust contact list (.2); emails with D. Kane (KDW) related to trust notice of appearance (.2); review of trust agreement for key terms (.2).	JC	0.90	558.00
06/12/24	Prepare trust documents (1.2); communications with J. Churchill (KDW) regarding same (.4).	GCK	1.60	600.00
06/12/24	Review and comment on numerous iterations of the trust agreement (.3) and plan (.3); discuss same with J. Adams (KDW) (.2); call with E. Wilson and J. Adams (both KDW) and	MJM	1.00	975.00



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06/12/24	MoFo and Province teams on plan status and effective date steps (.2). Conference call with MoFo, PA and KDW teams regarding next steps (.2); follow-up call with J. Adams (KDW) regarding same (.2); review further revised trust agreement (.3); emails with D. Kane (KDW) and B. Nashelsky (KE) regarding same (.2); review MoFo WIP list preparatory to today's call (.1); email from D. Smolarski (MF) regarding same (.1); review revised closing binder (.1); emails with J. Churchill (KDW) regarding same (.2).	ERW	1.40	1638.00
06/12/24	Call with J. Adams (KDW) regarding status of trust agreement (.1); email Kirkland team regarding committee comments to Gibson Dunn version (.1); review K&E latest turn of trust agreement (.2); emails among KDW, MoFo, and Kirkland regarding confirmation documents (.1); review cooperation agreement (.2); revise trust agreement with annotation (2.1).	DPK	2.80	2478.00
06/13/24	Emails with G. Karnick (KDW) regarding trust contact list (.1); update NOA (.2); circulate same (.1); review feedback from J. Adams (KDW) on same (.1); further updates to NOA (.1); update critical dates chart (.7) and trust contact list (.8); create trust task list (.5); brief	JC	2.70	1674.00

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 July 16, 2024  
 Page 25

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/13/24	review of entered confirmation order (.1). Extensive follow up correspondence with Kirkland, Gibson and MoFo on revisions to plan and confirmation order and sign off on same by all parties (.4); review numerous iterations of same (.4); update from J. Churchill (KDW) regarding entry of confirmation order (.1); follow up with J. Churchill (KDW) on filing of amended plan and consistency with confirmation order version (.1).	JRA	1.00	1040.00
06/13/24	Follow up correspondence with MoFo, Kirkland, Gibson, and internal team on revisions to plan and confirmation order (.2) and review numerous iterations of same (.2).	MJM	0.40	390.00
06/13/24	Email traffic among MoFo, KDW, and Kirkland regarding confirmation documents (.5); revise critical dates chart (.3); email J. Churchill (KDW) regarding status and task list (.4).	DPK	1.20	1062.00
06/13/24	Review effective date work plan (.1) and various revisions to plan (.6); emails from R. Ferraioli, D. Smolarski and D. Mannel (all MF) and E. Swager (KE) regarding same (.3); emails with J. Adams and D. Kane (both KDW) regarding information sharing and trust distributions (.2); emails with J. Adams (KDW) regarding trust oversight (.1); review various	ERW	1.60	1872.00

**KELLEY DRYE & WARREN LLP**

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Client 029996  
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/13/24	iterations of confirmation order (.3). Update trust contact list (1.1); communications with J. Churchill (KDW) regarding same (.3).	GCK	1.40	525.00
06/14/24	Compare confirmation order plan with later filed plan for changes (.2); emails with D. Kane (KDW) regarding trust set up (.1); update trust critical dates chart based on D. Kane (KDW) feedback (.2); review draft trust agreement (.3).	JC	0.80	496.00
06/14/24	Review comments to trust agreement from Gibson Dunn (.4); confer with M. McLoughlin and D. Kane (both KDW) on same (.3); correspondence with D. Mannal (MF) and J. Carr (KDW) on trust D&O insurance process (.2); follow up with J. Carr (KDW) on same (.2); confer with L. Maranuzzi (MF) on GD comments to trust agreement (.2); conference with E. Wilson (KDW) regarding trust transition and critical documents (.2); review D. Kane (KDW) comments to trust agreement (.2); revise same (.4); follow up with J. Carr, E. Wilson and D. Kane (all KDW) on same, structuring and transition (.5).	JRA	2.60	2704.00
06/14/24	Review Gibson revisions to trust agreement (.4); call with D. Kane and J. Adams (both KDW) regarding same (.3).	MJM	0.70	682.50
06/14/24	Review revised as filed amended plan (.2); review critical dates chart (.1); email from J.	ERW	1.60	1872.00

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 Client 029996  
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 July 16, 2024  
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/14/24	Adams and J. Churchill (both KDW) regarding same (.1); confer with J. Adams (KDW) regarding same (.2); review various iterations of revised trust agreement (.6); emails with D. Mannal, D. Smolarski (both MF), M. Ferag (GD), D. Kane and J. Adams (both KDW) regarding same (.4). Review Gibson Dunn markup of trust agreement (.4); call with J. Adams and M. McLoughlin (both KDW) regarding same (.3); revise trust agreement (2.3); draft cover email to circulate revised trust agreement to highlight outstanding issues (.2); draft fee structure for trust agreement (.4).	DPK	3.60	3186.00
06/16/24	Revise trust contract list (.6); and task list (.7); circulate same (.1).	DPK	1.40	1239.00
06/17/24	Correspondence with MoFo and KDW team on finalizing trust agreement and collecting signatures (.2); review Gibson mark up of trust agreement (.2); participate on all hands pre-closing call on open issues with MoFo, Kirkland and Gibson teams (.2); correspondence with J. Carr (KDW) regarding trust structure (.1); call with D. Kane (KDW) regarding same (.2); further emails with J. Carr and D. Kane (both KDW) (.1); extensive correspondence with Kirkland, MoFo, Gibson	JRA	1.70	1768.00

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Page 28

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/17/24	and Simpson teams on distribution scheme, involvement of administrative agent and desire for direct distributions to holders (.5); correspondence with MoFo and S. Kietlinski (Province) on fee reserves for exit (.2). Emails with D. Kane (KDW) regarding updates to trust task list and contact sheet (.1); update same (.1).	JC	0.20	124.00
06/17/24	Review GDC draft of trust agreement (.3); follow up emails with D. Kane (KDW), K&E team, GDC team, and Simpson teams regarding additional changes and open issues (.3); discuss issues with D. Kane (KDW) (.2).	MJM	0.80	780.00
06/17/24	Further review of revised trust agreement (.4); emails with J. Carr, D. Kane (both KDW), P. DiDonato (ST) and E. Swager (KE) regarding same, distribution issues (.6); review funds flow (.1); emails with L. Marinuzzi (MF) and S. Kietlinski (PA) regarding same (.2); review post effective date task list (.1), contacts (.1) and critical dates (.1); emails to J. Churchill (KDW) regarding same (.1).	ERW	1.70	1989.00
06/17/24	Emails among MoFo, KDW, K&E, GDC regarding emergence (.3); address K&E/GDC comments to trust agreement (1.2); address Simpson Thatcher comments to trust agreement (.7); call with M. McLoughlin (KDW) on same	DPK	4.50	3982.50

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 July 16, 2024  
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/18/24	(.2); address deficiency claim distribution issues/impact on trust agreement (1.5); emails among MoFo, GDC, K&E, KDW regarding same (.4); call with J. Adams (KDW) regarding outstanding trust agreement issues (.2). Follow up correspondence with D. Kane (KDW) and MoFo team on open trust items and next steps (.3); review updated closing list (.1); review deficiency claim holder list from Simpson with respect to distributions (.2); follow up with D. Kane (KDW) on same and resolution of open disputes (.2); review updated drafts of cooperation agreements for Urdea, Fox and Fahey (.2); review initial trust document drafts for contact sheet (.1), critical dates (.1) and initial task list (.2) in preparation for effective date; review further updated draft of trust agreement from D. Kane (KDW) (.3) and follow up correspondence with D. Kane (KDW) regarding changes and status (.1).	JRA	1.80	1872.00
06/18/24	Further emails with D. Kane (KDW) and MoFo on open trust items (.3); review extent of lender list (.1); participate in status call with KDW, K&E, GD, MF teams prior to the effective date (.5); review final draft of trust agreement (.3) and discuss with D. Kane (KDW) (.2); review revised cooperation agreements (.2); emails	MJM	2.10	2047.50

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Client 029996  
Matter 0010  
July 16, 2024  
Page 30

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/18/24	with KDW and MoFo teams to finalize same (.2); participate in closing call (.3). Correspondence with J. Carr (KDW) regarding trustee fee structure (.1); email to Gibson Dunn, Kirkland, MoFo, KDW, and Simpson Thacher regarding effective date and trust transition (.4); summarize outstanding issues for J. Carr (KDW) (.2); participate in call with Simpson, Gibson, Kirkland, MoFo and KDW to work through outstanding trust agreement issues (.5); revise trust agreement based on that call (1.0); call with M. McLoughlin (KDW) on same (.2); follow up email traffic regarding same (.3); participate in effective date closing call (.3); circulate trust agreement signatures (.1).	DPK	3.10	2743.50
06/18/24	Emails with P. DiDonato (ST), D. Kane, J. Carr (both KDW), E. Swager (KE) and L. Marinuzzi (MF) regarding trust, closing issues (.3); review further revised trust agreement (.2), META retention letter (.2).	ERW	0.70	819.00
06/19/24	Emails with J. Carr regarding trust transition, closing; initial review of closing documents; outline open items, next steps; confer with J. Adams on initial trust matters.	ERW	1.10	1287.00
Total Services for this Matter:				209,329.00
Total this Invoice				\$209,329.00

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	5.90	690.00	\$4,071.00
DPK	Kane, Dana P	49.40	885.00	43,719.00
ERW	Wilson, Eric	32.90	1,170.00	38,493.00
GCK	Karnick, Gina C	4.40	375.00	1,650.00
JC	Churchill, John	8.00	620.00	4,960.00
JJM	Miles, Jack J	20.00	960.00	19,200.00
JRA	Adams, Jason	59.40	1,040.00	61,776.00
JSC	Carr, James S	1.60	1,200.00	1,920.00
MJM	McLoughlin, Maeghan J	34.40	975.00	33,540.00

**PAYMENT BY CHECK:**

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

**PAYMENT BY WIRE:**

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



**KELLEY DRYE & WARREN LLP**

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

July 16, 2024  
Invoice No. 2906711

029996 Thrasio Committee  
0011 Committee and Creditor Communications

**Account Summary And Remittance Form**

Legal Services:	\$3,957.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$3,957.00**

**Terms: Payment Due on or Before August 15, 2024**

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**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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

**PAYMENT BY CHECK:**

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(212) 808-7800

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 New York, NY 10007

July 16, 2024  
 Invoice No. 2906711

Client 029996  
 Matter 0011 Committee and Creditor Communications

Attorney: 07036

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/05/24	Participate in professionals call to prepare for committee call.	MJM	0.50	\$487.50
06/05/24	Review UCC update email from D. Smolarski (MF) (.1); confer with UCC member K. McGetrick regarding case status and post-confirmation claims reconciliation process (.2); conference with M. McLoughlin (KDW), MoFo and Province teams regarding overall case status, plan issues and tomorrow's UCC call (.5).	JRA	0.80	832.00
06/06/24	Participate in committee call (partial).	MJM	0.40	390.00
06/06/24	Prepare for (.1) and participate (partial) (.4) in today's UCC update call.	JRA	0.50	520.00
06/06/24	Telephone call with H. Jaffe, counsel to committee member YH Goods, regarding plan, trust and claim issues.	JSC	0.60	720.00
06/08/24	Review UCC update on revised plan documents, voting.	JRA	0.20	208.00
06/12/24	Review agenda for tomorrow's UCC call.	JRA	0.10	104.00
06/12/24	Participate in professionals call.	MJM	0.20	195.00

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Client 029996  
Matter 0011  
July 16, 2024  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/13/24	Review agenda for (.1) and participate in committee call (.2).	MJM	0.30	292.50
06/13/24	Participate on today's UCC call with M. McLoughlin (KDW) and MoFo and Province teams.	JRA	0.20	208.00
Total Services for this Matter:				3,957.00
Total this Invoice				\$3,957.00

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Page 3

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
JRA	Adams, Jason	1.80	1,040.00	\$1,872.00
JSC	Carr, James S	0.60	1,200.00	720.00
MJM	McLoughlin, Maeghan J	1.40	975.00	1,365.00

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July 16, 2024  
Invoice No. 2906717

029996 Thrasio Committee  
0013 Court Hearings

**Account Summary And Remittance Form**

Legal Services:	\$7,675.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$7,675.00**

**Terms: Payment Due on or Before August 15, 2024**

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Client 029996  
Matter 0013 Court Hearings

Attorney: 07036

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/05/24	Emails with D. Smolarski (MoFo) (.1), J. Adams and M. McLoughlin (both KDW) (.2), and chambers (.1) with respect to confirmation hearing schedule.	JC	0.40	\$248.00
06/07/24	Coordinate with M. McLoughlin (KDW) regarding filing of committee statement in advance of confirmation.	CC	0.10	69.00
06/10/24	Emails with MoFo team regarding MoFo registration and zoom link (.1); review notice of agenda for today's hearing (.1).	JC	0.20	124.00
06/10/24	Correspondence with KDW and MoFo teams on today's hearing and appearances (.1); confer with E. Wilson (KDW) in advance of today's hearing (.2); prepare for (.2) and attend virtually (1.3) today's confirmation hearing; follow up call with E. Wilson (KDW) on next steps (.2).	JRA	2.00	2080.00
06/10/24	Prepare for (.2) and participate in confirmation hearing (1.3).	MJM	1.50	1462.50
06/10/24	Review and circulate confirmation hearing	CC	0.80	552.00

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July 16, 2024  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/10/24	agenda (.2); email J. Churchill (KDW) regarding registration (.1); monitor (partial) confirmation hearing (.5). Conference call with J. Adams (KDW) preparatory to confirmation hearing (.2); attend confirmation hearing (1.3); follow-up call with J. Adams (KDW) regarding next steps and confirmation order (.2).	ERW	1.70	1989.00
06/10/24	Attend confirmation hearing.	DPK	1.30	1150.50
Total Services for this Matter:				7,675.00
Total this Invoice				\$7,675.00

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	0.90	690.00	\$621.00
DPK	Kane, Dana P	1.30	885.00	1,150.50
ERW	Wilson, Eric	1.70	1,170.00	1,989.00
JC	Churchill, John	0.60	620.00	372.00
JRA	Adams, Jason	2.00	1,040.00	2,080.00
MJM	McLoughlin, Maeghan J	1.50	975.00	1,462.50

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INVOICE NUMBER AS PAYMENT REFERENCE



**EXHIBIT C-1**

**Summary of Timekeepers Included in this Fee Application**

<b>Name</b>	<b>Position</b>	<b>Department</b>	<b>Law School Graduation</b>	<b>2024 Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
James S. Carr	Partner	Bankruptcy	1987	\$1,200.00	11.4	\$13,680.00
Eric R. Wilson	Partner	Bankruptcy	1997	\$1,170.00	80.9	\$94,653.00
Jason Adams	Partner	Bankruptcy	2000	\$1,040.00	207.8	\$216,112.00
Jack J. Miles	Partner	Tax	1979	\$960.00	28.7	\$27,552.00
Maeghan J. McLoughlin	Special Counsel	Bankruptcy	2011	\$975.00	196.7	\$191,782.50
Rich Gage	Special Counsel	Bankruptcy	2013	\$975.00	30.9	\$30,127.50
Dana P. Kane	Special Counsel	Bankruptcy	1998	\$885.00	57.8	\$51,153.00
Philip A. Weintraub	Senior Associate	Bankruptcy	2005	\$835.00	29.0	\$24,215.00
Allison Selick	Senior Associate	Bankruptcy	2017	\$820.00	7.3	\$5,986.00
Connie Choe	Associate	Bankruptcy	2020	\$690.00	102.2	\$70,518.00
Steven L. Yachik	Associate	Bankruptcy	2020	\$690.00	8.2	\$5,658.00
John Churchill	Associate	Bankruptcy	2021	\$620.00	112.9	\$69,998.00
Katie Cavins	Associate	Bankruptcy	2020	\$690.00	4.1	\$2,829.00
Justin Lee	Associate	Litigation	2023	\$530.00	7.5	\$3,975.00

Case Name: Thrasio Holdings, Inc., *et al*  
Case Number: 24-11840 (CMG)  
Applicant's Name: Kelley Drye & Warren LLP  
Date of Application: August 2, 2024  
Interim or Final: First and Final Fee Application

Gina C. Karnick	Paralegal	Bankruptcy	N/A	\$375.00	60.9	\$22,837.50
Sherlly Alceus	Paralegal	Bankruptcy	N/A	\$335.00	26.1	\$8,743.50
<b>Total:</b>					<b>972.4</b>	<b>\$839,820.00</b>

Case Name: Thrasio Holdings, Inc., *et al*  
Case Number: 24-11840 (CMG)  
Applicant's Name: Kelley Drye & Warren LLP  
Date of Application: August 2, 2024  
Interim or Final: First and Final Fee Application

**EXHIBIT C-2**

**Summary of Compensation Requested by Protect Category**

<b><u>Project Category</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>
Case Administration	55.4	\$42,861.50
Pleadings Review	13.4	\$8,533.50
Retention Matters	138.0	\$89,580.00
Fee Matters	60.1	\$39,122.50
Financing	11.2	\$9,857.50
Asset Recovery and Disposition	50.3	\$42,800.00
Executory Contracts and Leases	29.7	\$29,130.00
Claims Administration	1.1	\$1,144.00
Plan and Disclosure Statement	391.7	\$368,989.50
Committee and Creditor Communications	52.0	\$51,953.00
Business Operations	6.0	\$4,802.00
Court Hearings	77.1	\$66,384.00
Debtor Communications	6.8	\$7,215.00
Investigation	70.5	\$68,055.00
General Litigation	9.1	\$9,392.50
<b>Total:</b>	<b>972.4</b>	<b>\$839,820.00</b>

Case Name: Thrasio Holdings, Inc., *et al*  
Case Number: 24-11840 (CMG)  
Applicant's Name: Kelley Drye & Warren LLP  
Date of Application: August 2, 2024  
Interim or Final: First and Final Fee Application

**EXHIBIT C-3**

**Comparable Compensation Disclosures**

Category of Timekeeper	Blended Hourly Rate	
	Billed or Collected in 2023 New York Office (Excluding Bankruptcy)	Billed in the Application
Partner	\$833.00	\$1,070.55
Special Counsel	\$638.00	\$956.77
Associate	\$475.00	\$675.44
Paraprofessional	\$250.00	\$363.00
<b>All Timekeepers Aggregated:</b>	<b>\$549.00</b>	<b>\$863.66</b>

Case Name: Thrasio Holdings, Inc., *et al*  
Case Number: 24-11840 (CMG)  
Applicant's Name: Kelley Drye & Warren LLP  
Date of Application: August 2, 2024  
Interim or Final: First and Final Fee Application

**EXHIBIT C-4**

**Budget**

<b>Budget for Kelley Drye &amp; Warren LLP</b>		
<b>March 15, 2024 through June 30, 2024</b>		
<b>Project Category</b>	<b>Estimated Hours</b>	<b>Estimated Fees</b>
Case Administration	80	\$70,000.00
Pleadings Review	25	\$20,000.00
Retention Matters	55	\$45,000.00
Fee Matters	60	\$50,000.00
Financing	40	\$30,000.00
Asset Recovery and Disposition	100	\$75,000.00
Executory Contracts and Leases	50	\$45,000.00
Avoidance Actions	10	\$10,000.00
Claims Administration	20	\$15,000.00
Plan and Disclosure Statement	150	\$130,000.00
Committee and Creditor Communications	70	\$60,000.00
Business Operations	10	\$10,000.00
Court Hearings	90	\$75,000.00
Employee Issues	10	\$5,000.00
Lender Investigation	35	\$10,000.00
Debtor Communications	35	\$25,000.00
Investigation	135	\$100,000.00
Litigation	35	\$25,000.00
Non-Working Travel Time	20	\$10,000.00
<b>Total</b>	<b>1,030</b>	<b>\$810,000.00</b>

Case Name: Thrasio Holdings, Inc., *et al*  
Case Number: 24-11840 (CMG)  
Applicant's Name: Kelley Drye & Warren LLP  
Date of Application: August 2, 2024  
Interim or Final: First and Final Fee Application

**EXHIBIT C-5**

**Budget Comparison**

<b>Project Category</b>	<b>Estimated Hours</b>	<b>Actual Hours</b>	<b>Estimated Fees</b>	<b>Actual Fees</b>
Case Administration	80	55.4	\$70,000.00	\$42,861.50
Pleadings Review	25	13.4	\$20,000.00	\$8,533.50
Retention Matters	55	138	\$45,000.00	\$89,580.00
Fee Matters	60	60.1	\$50,000.00	\$39,122.50
Financing	40	11.2	\$30,000.00	\$9,857.50
Asset Recovery and Disposition	100	50.3	\$75,000.00	\$42,800.00
Executory Contracts and Leases	50	29.7	\$45,000.00	\$29,130.00
Avoidance Actions	10	0.0	\$10,000.00	\$0.00
Claims Administration	20	1.1	\$15,000.00	\$1,144.00
Plan and Disclosure Statement	150	391.7	\$130,000.00	\$368,989.50
Committee and Creditor Communications	70	52.0	\$60,000.00	\$51,953.00
Business Operations	10	6.0	\$10,000.00	\$4,802.00
Court Hearings	90	77.1	\$75,000.00	\$66,384.00
Employee Issues	10	0.0	\$5,000.00	\$0.00
Lender Investigation	35	0.0	\$10,000.00	0.00
Debtor Communications	35	6.8	\$25,000.00	\$7,215.00
Investigation	135	70.5	\$100,000.00	\$68,055.00
General Litigation	35	9.1	\$25,000.00	\$9,392.50
Non-Working Travel Time	20	0.0	\$10,000.00	\$0.00
<b>Total</b>	<b>1,030</b>	<b>972.4</b>	<b>\$810,000.00</b>	<b>\$839,820.00</b>

Case Name: Thrasio Holdings, Inc., *et al*  
Case Number: 24-11840 (CMG)  
Applicant's Name: Kelley Drye & Warren LLP  
Date of Application: August 2, 2024  
Interim or Final: First and Final Fee Application

**EXHIBIT C-6**

**Staffing Plan**

<b>CATEGORY OF TIMEKEEPER</b>	<b>NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD</b>	<b>2023 AVERAGE HOURLY RATE</b>
<b>Partners</b>	3	\$1,130
<b>Special Counsel</b>	2	\$975
<b>Associates</b>	4	\$700
<b>Paraprofessionals</b>	2	\$335

Case Name: Thrasio Holdings, Inc., *et al*  
Case Number: 24-11840 (CMG)  
Applicant's Name: Kelley Drye & Warren LLP  
Date of Application: August 2, 2024  
Interim or Final: First and Final Fee Application

**EXHIBIT D**

**Summary of Expense Reimbursement Requested by Category**

<b>DISBURSEMENTS</b>	<b>AMOUNT</b>
Duplication	\$68.20
Courier Services	\$317.10
Filing Fees	\$4,886.00
Process Server	\$785.40
Transcriptions	\$406.65
Legal Research	\$2,250.11
Court Solutions	\$50.00
<b>Total:</b>	<b>\$8,763.46</b>

Case Name: Thrasio Holdings, Inc., *et al*  
Case Number: 24-11840 (CMG)  
Applicant's Name: Kelley Drye & Warren LLP  
Date of Application: August 2, 2024  
Interim or Final: First and Final Fee Application



**EXHIBIT E**

**Declaration of James S. Carr**

James S. Carr, Esq.  
Maeghan J. McLoughlin, Esq. (admitted *pro hac vice*)  
Connie Y. Choe, Esq.  
**KELLEY DRYE & WARREN LLP**  
One Jefferson Road, 2nd Floor  
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cchoe@kelleydrye.com

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

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:	Chapter 11
THRASIO HOLDINGS, INC., <i>et al.</i> ,	Case No. 24-11840 (CMG)
Reorganized Debtors. <sup>1</sup>	(Jointly Administered)

**DECLARATION OF JAMES S. CARR**

I, James S. Carr, hereby declare that the following statements are true and correct to the best of my knowledge after due inquiry as described herein:

1. I am a member of the law firm of Kelley Drye & Warren LLP (“Kelley Drye”), which maintains an office at One Jefferson Road, Parsippany, New Jersey 07054. I am an attorney admitted to practice law in New York and New Jersey. Kelley Drye serves as co-counsel

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

to the Official Committee of Unsecured Creditors (the “Committee”) of Thrasio Holdings, Inc., *et al.* (the “Debtors”).

2. I submit this Declaration in connection with Kelley Drye’s first and final fee application for allowance of compensation for professional services rendered and reimbursement of expenses incurred as co-counsel to the Committee for the period from March 15, 2024 through and including June 18, 2024.

3. Pursuant to the UST Guidelines, I certify the following:

- (a) Kelley Drye did not agree to variations, or alternatives to our standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the course of these Cases.
- (b) None of the professionals included in the Application varied their hourly rate based on the geographic location of the bankruptcy cases.
- (c) The Application includes approximately 45 hours and \$30,000 related to reviewing or revising time records or preparing, reviewing, or revising invoices during the Final Fee Period.
- (d) The Application includes approximately 5 hours and \$3,500 related to reviewing time records to redact privileged or other confidential information during the Final Fee Period.
- (e) The Application does not include any rate increases since retention.
- (f) Fees billed by Kelley Drye during the Interim Fee Period were approximately \$30,000 more than the fees budgeted. Kelley Drye spent more time than originally anticipated assisting with the plan negotiations, documenting the terms of the Committee settlement, and assisting with the post-confirmation structure of the trust.

4. As reflected in Exhibit C-3 to the Application, the blended rate for professionals and paraprofessionals during the Final Fee Period is comparable to the blended rate billed by Kelley Drye’s New York Office in 2023. Differences in the overall blended hourly rates within specific categories of timekeepers result from several factors.

5. First, the UST Guidelines require disclosure of blended rates for all timekeepers in non-bankruptcy matters. Comparing the blended hourly rates to non-bankruptcy matters fails to take into account the demands of a chapter 11 case, as opposed to other more routine retentions, as well as alternative fee structures such as flat fee arrangements or capped fees.

6. Second, Kelley Drye's bankruptcy group differs from the general composition of Kelley Drye as a whole in that Kelley Drye's bankruptcy group has proportionately less junior attorneys given the nature of the matters handled by Kelley Drye's bankruptcy practice. As a creditor-oriented practice, Kelley Drye's bankruptcy group generally has more senior, experienced attorneys to effectively address the demands of a chapter 11 bankruptcy case and efficiently meet the needs of our clients. The composition of Kelley Drye's bankruptcy group could not mirror the general composition of timekeepers across the firm without utilizing non-bankruptcy lawyers to perform bankruptcy-specific tasks. Doing so would lead to significant inefficiencies that would ultimately result in substantially increased fees.

7. Third, differences within individualized categories of timekeepers stem from the realities of staffing a complex chapter 11 case such as this one, as opposed to a general cross-section of staffing in all matters within the firm.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on August 2, 2024

/s/ James S. Carr  
James S. Carr

**EXHIBIT F**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

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

James S. Carr, Esq.  
Maeghan J. McLoughlin, Esq. (admitted *pro hac vice*)  
Connie Y. Choe, Esq.  
**KELLEY DRYE & WARREN LLP**  
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*Co-Counsel to the Official  
Committee of Unsecured Creditors*

In re:

THRASIO HOLDINGS, INC., *et al.*,  
  
Reorganized Debtors.<sup>1</sup>

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

**ORDER APPROVING FIRST AND FINAL FEE APPLICATION OF  
KELLEY DRYE & WARREN LLP AS CO-COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR ALLOWANCE OF  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD OF  
MARCH 15, 2025 THROUGH JUNE 18, 2024**

The relief set forth on the following page, numbered two (2), is hereby **ORDERED**.

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

Page: 2

Debtors: Thrasio Holdings, Inc.. *et al.*

Case No.: 24-11840 (CMG)

Caption: Order Approving First and Final Fee Application of Kelley Drye & Warren LLP as Co-Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Period of March 15, 2024 Through June 18, 2024

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Upon consideration of the *First and Final Interim Fee Application of Kelley Drye & Warren LLP as Co-Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Period of March 15, 2024 Through June 18, 2024* (the "Application");<sup>1</sup> and this Court having jurisdiction over the Application; and due and adequate notice of the Application and the relief requested therein having been given under the circumstances and no other or further notice being required; and the Court having read and considered the Application, objections to Application, if any, and arguments of counsel, if any; and any objections to the Application having been resolved or overruled; and for good cause shown;

**IT IS HEREBY ORDERED THAT:**

1. The relief requested in the Application is hereby GRANTED as provided herein.
2. Kelley Drye is allowed \$889,820.00 in compensation for services rendered and \$8,763.46 for reimbursement of expenses incurred for the period from March 15, 2024 through and including June 18, 2024 for a total allowed amount of \$898,583.46.
3. The Debtors are hereby authorized and directed to immediately pay Kelley Drye the unpaid portion of such allowed fees and expenses.
4. This Court retains jurisdiction to interpret, implement and enforce the provisions of this Order.

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings assigned to them in the Application.