

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY FEE APPLICATION COVER SHEET
FOR THE PERIOD FEBRUARY 28, 2024 THROUGH JUNE 13, 2024

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

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

Case No. 24-11840 (CMG)

Client: Debtors and Debtors in Possession

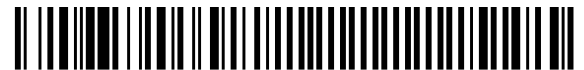
Chapter 11

Case Filed: February 28, 2024

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

RETENTION ORDER ATTACHED.

/s/ Matthew C. Fagen August 2, 2024
MATTHEW C. FAGEN Date



SECTION I FEE SUMMARY

First Interim and Final Fee Application Covering the
Period February 28, 2024 through June 13, 2024:

FEE TOTALS	\$10,360,919.50
DISBURSEMENTS TOTALS	\$616,967.89
TOTAL FEE APPLICATION	\$10,977,887.39

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

**SECTION II
CASE HISTORY**

- (1) Date case filed: February 28, 2024
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: May 16, 2024, effective as of February 28, 2024. See **Exhibit B**.

If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed: See narrative portion of fee application.
- (5) Anticipated distribution to creditors:
 - (a) Administration expense: Paid in full.
 - (b) Secured creditors: To be paid in accordance with 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") [Docket No. 1112].
 - (c) Priority creditors: To be paid in accordance with the Plan.
 - (d) General unsecured creditors: To be paid in accordance with the Plan.
- (6) Final disposition of case and percentage of dividend paid to creditors (if applicable): This is the first interim and final fee application. Distributions to creditors will be made in accordance with the proposed Plan.

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

In re:

THRASIO HOLDINGS, INC., et al.,

Reorganized Debtors.¹

Chapter 11

Case No. 24-11840 (CMG)

(Jointly Administered)

**FIRST INTERIM AND FINAL FEE
APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE (I) INTERIM FEE PERIOD FROM FEBRUARY 28, 2024
THROUGH AND INCLUDING JUNE 13, 2024, AND THE (II) FINAL FEE
PERIOD FROM FEBRUARY 28, 2024 THROUGH AND INCLUDING JUNE 13, 2024**

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

Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), attorneys for the above-captioned reorganized debtors (collectively, prior to the Effective Date (as defined herein), the “Debtors” and, after the Effective Date, the “Reorganized Debtors”), hereby submits its first interim and final fee application (the “Fee Application”) for allowance of compensation for professional services provided in the amount of \$10,360,919.50 and reimbursement of actual and necessary expenses in the amount of \$616,967.89 that K&E incurred for the period from February 28, 2024, through June 13, 2024 (the “Fee Period”). In support of this Fee Application, K&E submits the declaration of Matthew C. Fagen, P.C., president of Matthew C. Fagen, P.C., a partner of K&E, (the “Fagen Declaration”), which is attached hereto as **Exhibit A** and incorporated by reference. In further support of this Fee Application, K&E respectfully states as follows.

Jurisdiction and Venue

1. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11*, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The Debtors confirm their consent to the Court entering a final order in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 2016-1, 2016-3, and 2016-4 of the Local Rules of the

United States Bankruptcy Court for the District of New Jersey (the “Local Bankruptcy Rules”), 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* [Docket No. 290] and (the “Administrative Fee Order”).

Background

4. On February 28, 2024 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors were operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 1, 2024, the Court entered an order [Docket No. 64] authorizing the joint administration and procedural consolidation of the Debtors’ chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request for has been made for the appointment of a trustee or examiner in these chapter 11 cases. On March 12, 2024, the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”) [Docket No. 163].

5. A description of the Debtors’ business, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of Josh Burke in Support of Debtors’ Chapter 11 Petitions*, filed on February 28, 2024 [Docket No. 38] and incorporated herein by reference.

6. On April 4, 2024, the Court entered the Administrative Fee Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

7. On June 13, 2024, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming the First Amended Joint Plan of Reorganization of Thrasio Holdings, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “Confirmation Order”)

[Docket No. 1124], pursuant to which the Court approved and confirmed the *First Amended Joint Plan of Reorganization of Thrasio Holdings, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Further Technical Modifications)* [Docket No. 1112]. On June 18, 2024 (the “Effective Date”), the Debtors filed the *Notice of (I) Entry of the Order Confirming 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) and (II) Occurrence of the Effective Date* [Docket No. 1143].

Information Required by the Trustee Guidelines

- **THE SCOPE OF THE APPLICATION**

Consistent with the Guidelines, K&E discloses the following concerning the scope of the Application:

Name of Applicant	Kirkland & Ellis LLP and Kirkland & Ellis International LLP
Name of Client	Thrasio Holdings, Inc., <i>et al.</i> (Debtors and Debtors in Possession)
Petition Date	February 28, 2024
Retention Date	Order signed May 16, 2024, effective February 28, 2024. <i>See</i> Retention Order at Docket No. 775, a copy of which is attached hereto as <u>Exhibit A</u> .
Time Period Covered by Application	February 28, 2024 – June 13, 2024
Terms and Conditions of Employment	Hourly
Interim / Final	First Interim and Final application under 11 U.S.C. § 331

Date and Terms of Administrative Fee Order	On April 4, 2024, this Court entered the Administrative Fee Order. Pursuant to the Administrative Fee Order, Professionals, as defined therein, can file monthly fee statements with the Court. If there are no objections to a monthly fee statement, Professionals are entitled to payment of eighty (80%) percent of the fees and one hundred (100%) percent of the expenses requested in their monthly fee statement. The Administrative Fee Order further provides that Professionals may file interim fee applications for allowance of compensation and reimbursement of expenses of the amount sought in their monthly fee statements, including the twenty percent (20%) holdback pursuant to section 331 of the Bankruptcy Code at four-month intervals or such other intervals directed by the Court.
11 U.S.C. § 330	K&E seeks compensation under 11 U.S.C. § 330.
Total Compensation (Fees) Sought this Period	\$10,360,919.50
Total Expenses Sought this Period	\$616,967.89
Total Compensation Approved by Interim Order to Date	\$0
Total Expenses Approved by Interim Order to Date	\$0
Blended Rate in This Application for All Attorneys	\$1,227.58
Blended Rate in This Application for All Timekeepers	\$1,178.10
Compensation Sought in This Application Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed	\$6,944,671.60
Expenses Sought in This Application Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed	\$578,660.04
If Applicable, Number of Professionals in This Application Not Included in Staffing Plan Approved by Client	N/A
If Applicable, Difference Between Fees Budgeted and Compensation Sought for This Period	N/A
Number of Professionals Billing Fewer Than 15 Hours to the Case During This Period	43
Are Any Rates Higher Than Those Approved or Disclosed at Retention? If Yes, Calculate and Disclose the Total Compensation Sought in This Application Using the Rates Originally Disclosed in the Retention Application	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	N/A

Preliminary Statement

8. During the Fee Period, K&E represented the Debtors professionally and diligently, advising them on a variety of complex matters and issues, as a result of which the Debtors took action to maximize the value of their estates for the benefit of all parties in interest.

9. With K&E's advice and counsel, the Debtors accomplished, among other things, the following achievements:

- a. facilitated the commencement of the chapter 11 cases through the filing of 241 voluntary petitions;
- b. drafted, reviewed, revised, and coordinated the filing of the Debtors' first day motions and first day declaration, including motions for operational relief and the motion to approve debtor in possession financing;
- c. filed a motion authorizing the rejection and termination of certain executory contracts and leases;
- d. negotiated with various parties in interest, including an ad hoc group of first lien lenders, the Office of the United States Trustee for the District of New Jersey, and the Official Committee of Unsecured Creditors, on the Debtors' first day motions and the motion to approve debtor-in-possession financing;
- e. successfully secured approval of all first day motions, including interim approval of the Debtors' debtor-in-possession financing motion, allowing the Debtors to smoothly transition into chapter 11;
- f. drafted, reviewed, revised, and coordinated the filing of the Debtors' chapter 11 plan of reorganization, disclosure statement, and disclosure statement motion;
- g. drafted, reviewed, revised, and coordinated the filing of the Debtors' second day motions and applications, including applications to retain professionals and a motion seeking to establish the claims bar date for these chapter 11 cases;
- h. negotiated with various parties in interest, including an ad hoc group of first lien lenders, the Office of the United States Trustee for the District of New Jersey, and the Official Committee of Unsecured Creditors, on the Debtors' second day motions and applications;
- i. successfully secured approval of all second day motions and applications, as well as approval of the Debtors' \$90 million new-money debtor-in-possession financing facility;

- j. negotiated with various vendors and suppliers to facilitate performance in accordance with customary trade terms;
- k. fielded various requests from the Debtors' landlords and contract counterparties and negotiated resolutions to associated contract and lease issues;
- l. drafted, reviewed, revised, and filed statements in advance of the May 7, 2024, and the May 15, 2024, status conferences;
- m. researched, drafted, and filed a revised disclosure statement regarding the Debtors' proposed chapter 11 plan [Docket No. 375];
- n. researched, drafted, and filed an objection to the Official Committee of Unsecured Creditors' motion to adjourn the disclosure statement hearing [Docket No. 335] and participated in a hearing regarding the same;
- o. researched, drafted, and filed a reply in support of the revised disclosure statement and the Bankruptcy Court entered the Debtors' proposed order approving the disclosure statement [Docket No. 399];
- p. commenced and completed solicitation of the Debtors' proposed chapter 11 plan;
- q. monitored and facilitated the filing of the Debtors' monthly operating reports, as well as the Debtors' SOFAs and Schedules;
- r. participated in the May 7, 2024, and May 15, 2024, status conferences;
- s. assisted the Debtors in responding to numerous diligence requests from the Official Committee of Unsecured Creditors and other interested and objecting parties;
- t. assisted the Debtors in defending multiple depositions taken by the Official Committee of Unsecured Creditors;
- u. negotiated with various parties in interest, including an ad hoc group of first lien lenders and the Official Committee of Unsecured Creditors, in connection with resolution of the Official Committee of Unsecured Creditors' formal and informal objections to confirmation of the Plan;
- v. monitored and facilitated the filing of the Debtors' monthly operating reports;
- w. prepared for and attended various hearings, including the first and second day hearings, the hearing to approve the Disclosure Statement; and the Confirmation Hearing;

- x. obtained entry of the Confirmation Order; and
- y. consummated the Plan and emerged from chapter 11 on the Effective Date.

Case Status Summary

10. The Debtors filed their chapter 11 cases to strengthen their capital structure and financial performance and to utilize the tools provided by the Bankruptcy Code to position the Company for future success. On the Petition Date, the Debtors entered chapter 11 with the support of their lenders and commitments for up to \$90 million of new capital through the DIP Facility, as well as a Restructuring Support Agreement with their lenders who, collectively, held approximately 81.1% of the Company's total outstanding debt.

11. During the Fee Period, the Debtors, with the assistance of their advisors, accomplished a great deal from both an administrative and operational perspective. For example, as advised by K&E, the Debtors, among other things: (a) obtained first day and second day relief to stabilize operations and ensure a smooth landing into these chapter 11 cases; (b) participated in the meeting of creditors pursuant to section 341 of the Bankruptcy Code on April 19, 2024; (c) actively engaged with vendors, contract counterparties, and other constituencies to ensure the uninterrupted continuation of the Debtors' operations, for the benefit of all stakeholders; (d) obtained approval of the retentions of their advisors; (e) established the claims bar dates and distributed notices to their clients and other stakeholders in connection therewith; (f) obtained approval of new money debtor-in-possession financing; (g) participated in multiweek negotiations with the Committee and successfully negotiated the Committee Settlement that is embodied in the Plan; (h) drafted, negotiated, and filed multiple iterations of the plan supplement to properly effectuate the Plan; (i) filed a brief and multiple declarations in support of confirmation and obtained entry of the Confirmation Order; and (j) consummated the Plan and emerged from chapter 11 on the Effective Date, all as more fully described herein.

12. Given the Debtors' accomplishments during the Fee Period, as advised by K&E, and the complexities of these chapter 11 cases, K&E submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services K&E provided to the Debtors during the Fee Period is reasonable and appropriate, commensurate with the scale, nature, and complexity of these chapter 11 cases and should be approved.

The Debtors' Retention of K&E

13. On May 16, 2024, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of February 28, 2024* [Docket No. 775] (the "Retention Order"), attached hereto as **Exhibit B** and incorporated by reference. The Retention Order authorizes the Debtors to compensate and reimburse K&E in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Administrative Fee Order. The Retention Order also authorizes the Debtors to compensate K&E at K&E's hourly rates charged for services of this type and to reimburse K&E for K&E's actual and necessary out-of-pocket expenses incurred, subject to application to this Court. The particular terms of K&E's engagement are detailed in the engagement letter by and between K&E and the Debtors, effective as of June 20, 2023, and attached hereto as **Exhibit C** (the "Engagement Letter").

14. The Retention Order authorizes K&E to provide the following services consistent with and in furtherance of the services enumerated above:

- a. advising the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their businesses and properties;
- b. preparing pleadings, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates and consistent with the services identified in the Retention Order;

- c. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates before those courts in connection with the services in the Retention Order; and
- d. performing all other legal services reasonably necessary or otherwise beneficial for the Debtors in connection with these chapter 11 cases.

Disinterestedness of K&E

15. To the best of the Debtors' knowledge and as disclosed in the *Declaration of Matthew C. Fagen in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 281] (the "K&E Declaration"), (a) K&E is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) K&E has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the K&E Declaration.

16. K&E may have in the past represented, may currently represent, and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases. In the K&E Declaration, K&E disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts.

17. K&E performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

18. Except to the extent of the advance payments paid to K&E that K&E previously disclosed to this Court in the K&E Declaration, K&E has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these chapter 11 cases.

19. Pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of K&E or (b) any compensation another person or party has received or may receive.

Summary of Compliance with Administrative Fee Order

20. This Fee Application has been prepared in accordance with the Administrative Fee Order, Article II.B of the Plan, and paragraphs 95–98 of the Confirmation Order.

21. K&E seeks interim compensation for professional services rendered to the Debtors during the Fee Period in the amount of \$10,360,919.50 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of \$616,967.89. During the Fee Period, K&E attorneys and paraprofessionals expended a total of 8,794.60 hours for which compensation is requested.

22. In accordance with the Administrative Fee Order, as of the date hereof, K&E has received payments totaling \$7,523,331.64 (\$6,944,671.60 of which was for services provided and \$578,660.04 of which was for reimbursement of expenses) for the Fee Period. Accordingly, by this Fee Application, and to the extent such amounts have not been paid by the time of the hearing on this Fee Application, K&E seeks payment of the remaining \$3,454,555.75, which amount represents the entire amount of unpaid fees and expenses incurred between February 28, 2024, and June 13, 2024.²

23. K&E seeks final allowance and approval of compensation for professional services rendered to the Debtors during the Fee Period in the aggregate amount of \$10,360,919.50 and reimbursement of actual expenses incurred in connection with such services in the aggregate

² This amount also reflects the 20% holdback for the Fee Period.

amount of \$616,967.89, for a total allowance of \$10,977,887.39 for fees and expenses incurred. To date, K&E has received total payment of \$6,944,671.60 for legal services rendered to the Debtors and \$578,660.04 for related expenses during the Fee Period pursuant to the Administrative Fee Order.

Fees and Expenses Incurred During Fee Period

A. Customary Billing Disclosures.

24. K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is K&E's budget and staffing plan for this Fee Period and attached hereto as **Exhibit E** is a summary of blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

B. Fees Incurred During Fee Period.

25. In the ordinary course of K&E's practice, K&E maintains computerized records of the time expended to render the professional services required by the Debtors and their estates. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a

summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on these chapter 11 cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;
- the hourly billing rate for each attorney and each paraprofessional at K&E's current billing rates;
- the hourly billing rate for each attorney and each paraprofessional as disclosed in the first interim application;
- the number of rate increases since the inception of the case; and
- a calculation of total compensation requested using the rates disclosed in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of February 28, 2024* (the "Retention Application").

C. Expenses Incurred During Fee Period.

26. In the ordinary course of K&E's practice, K&E maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and their estates and for which reimbursement is sought. K&E currently charges \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Local Bankruptcy Rules, K&E charged no more than \$0.10 per page for standard duplication services in these chapter 11 cases. K&E does not charge its clients for incoming facsimile transmissions.

27. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit G** is a summary for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement.

Summary of Legal Services Rendered During the Fee Period

28. As discussed above, during the Fee Period, K&E provided extensive and important professional services to the Debtors in connection with these chapter 11 cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these chapter 11 cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

29. To provide a meaningful summary of K&E’s services provided on behalf of the Debtors and their estates, K&E has established, in accordance with its internal billing procedures, certain subject matters categories (each, a “Matter Category”) in connection with these chapter 11 cases. The following is a summary of the fees and hours billed for each Matter Category in the Fee Period:³

Matter Number	Project Category Description	Hours		Total Compensation		Expenses	Total
		Budgeted	Billed	Budgeted	Billed		
2	Chapter 11 Filing	309 - 412	308.90	\$450,000 - \$600,000	305,911.00	-	305,911.00
3	Adversary Proceeding & Contested Matters	1,428 - 1,904	2,053.10	\$2,025,000 - \$2,700,000	2,280,288.50	-	2,280,288.50
4	Automatic Stay Matters	36 - 48	47.80	\$50,400 - \$67,200	50,429.00	-	50,429.00
5	Business Operations	80 - 106	85.50	\$112,500 - \$150,000	98,058.50	-	98,058.50
6	Case Administration	147 - 196	373.20	\$207,000 - \$276,000	361,030.00	-	361,030.00
7	DIP Financing and Cash Management	947 - 1,263	1,001.30	\$1,350,000 - \$1,800,000	1,265,547.50	-	1,265,547.50
8	Customer and Vendor Matters	150 - 200	183.80	\$212,400 - \$283,200	212,233.00	-	212,233.00

³ In certain instances, K&E may have billed the same amount of fees, but different number of hours to different Matter Categories. This difference is the result of different staffing of each such Matter Category.

Matter Number	Project Category Description	Hours		Total Compensation		Expenses	Total
		Budgeted	Billed	Budgeted	Billed		
9	Claims Administration and Objections	65 - 86	66.00	\$90,000 - \$120,000	61,585.00	-	61,585.00
10	Official Committee Matters and Meetings	212 - 282	236.30	\$301,500 - \$402,000	301,630.50	-	301,630.50
11	Use, Sale, and Disposition of Property	45 - 60	53.70	\$63,900 - \$85,200	63,667.50	-	63,667.50
12	Corp., Governance, & Securities Matters	351 - 468	548.10	\$495,000 - \$660,000	772,393.00	-	772,393.00
13	Employee Matters	97 - 129	131.90	\$135,000 - \$180,000	158,723.50	-	158,723.50
14	Executory Contracts and Unexpired Leases	180 - 240	289.30	\$253,800 - \$338,400	280,673.50	-	280,673.50
15	SOFAs and Schedules	65 - 86	98.00	\$90,000 - \$120,000	90,353.00	-	90,353.00
16	Hearings	162 - 216	206.10	\$225,000 - \$300,000	264,127.00	-	264,127.00
17	Insurance and Surety Matters	16 - 22	21.30	\$22,500 - \$30,000	32,404.50	-	32,404.50
18	Disclosure Statement, Plan, Confirmation	1,617 - 2,155	1,961.10	\$2,250,000 - \$3,000,000	2,559,445.50	-	2,559,445.50
19	K&E Retention and Fee Matters	126 - 169	264.50	\$180,000 - \$240,000	245,792.00	-	245,792.00
20	Non-K&E Retention and Fee Matters	129 - 172	602.60	\$180,000 - \$240,000	645,856.50	-	645,856.50
21	Tax Matters	68 - 91	70.80	\$90,000 - \$120,000	80,413.00	-	80,413.00
22	Creditor and Stakeholder Communications	65 - 86	33.90	\$90,000 - \$120,000	45,167.50	-	45,167.50
23	Utilities	6 - 9	1.30	\$9,000 - \$12,000	1,091.50	-	1,091.50
24	Non-Working Travel	32 - 43	70.20	\$45,000 - \$60,000	79,323.50	-	79,323.50
25	U.S. Trustee Communications & Reporting	70 - 93	77.80	\$72,000 - \$96,000	90,843.00	-	90,843.00
26	Expenses	309 - 412	-	\$450,000 - \$600,000	-	616,967.89	616,967.89
27	Project A	1,428 - 1,904	8.10	\$450,000 - \$600,000	13,932.00	-	13,932.00
Total		6,403 - 8,536	8,794.60	\$9,000,000 - \$12,000,000	10,360,919.50	616,967.89	10,977,887.39

30. The following is a summary, by Matter Category, of the most significant professional services provided by K&E during the Fee Period. This summary is organized in accordance with K&E's internal system of matter numbers. The detailed descriptions demonstrate that K&E was heavily involved in performing services for the Debtors on a daily basis, often including night and weekend work, to meet the needs of the Debtors' estates in these chapter 11

cases. A schedule setting forth a description of the Matter Categories utilized in this case, the number of hours expended by K&E partners, associates and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit H**.

31. In addition, K&E's computerized records of time expended providing professional services to the Debtors and their estates, as well as K&E's records of expenses incurred during the Fee Period in the rendition of professional services to the Debtors and their estates are attached hereto as **Exhibit I**.

(a) Chapter 11 Filing [Matter No. 2]

Total Fees: \$305,911.00
Total Hours: 308.90

32. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the filing of the Debtors' chapter 11 petitions and various "first day" pleadings and related notices during the initial days of these chapter 11 cases, including, without limitation, (a) reviewing and revising the Debtors' petitions and "first day" motions, proposed orders, affidavits and notices; and (b) preparing for the "first day" hearing, including drafting hearing notes and related materials and preparing potential witnesses in connection with certain of the first day motions.

33. Specifically, the Debtors filed several motions seeking orders authorizing the Debtors to pay various prepetition claims. Entry of these orders eased the strain on the Debtors' relationships with employees, vendors, customers, and taxing authorities as a consequence of the commencement of these chapter 11 cases. Among other things, these orders authorized the Debtors to (a) pay certain critical vendors, suppliers, and lien claimants; (b) pay certain prepetition employee wages and benefits; (c) maintain cash management systems; (d) use prepetition bank accounts, checks and other business forms; (e) make tax payments to federal, local, and state taxing

authorities; (f) prohibit utility companies from discontinuing services; and (g) maintain prepetition insurance policies and enter into new insurance policies.

(b) Adversary Proceeding and Contested Matters [Matter No. 3]

Total Fees: \$2,280,288.50

Total Hours: 2,053.10

34. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to litigation, adversary proceedings, or other adversarial matters. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching, drafting, negotiating, and seeking approval of various bankruptcy pleadings related to contested matters;
- (ii) preparing for contested hearings;
- (iii) preparing witnesses to testify in support of contested motions and applications and defending depositions in connection therewith;
- (iv) developing strategies around potential litigation issues and drafting and revising documents in connection with the same; and
- (v) analyzing and responding to significant discovery requests from the Official Committee of Unsecured Creditors and Bristols 6, Inc.

(c) Automatic Stay Matters [Matter No. 4]

Total Fees: \$50,429.00

Total Hours: 47.80

35. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the imposition of the automatic stay, including analyzing, researching, and corresponding with the Debtors regarding the applicability and potential violations of the automatic stay, corresponding with parties in violation of the automatic stay as necessary throughout the duration of these chapter 11 cases, and drafting and filing pleadings related to automatic stay issues.

(d) Business Operations [Matter No. 5]

Total Fees: \$98,058.50
Total Hours: 85.50

36. It is important that the Debtors and their advisors create and implement an all-encompassing and cohesive strategy for maintaining business operations with minimal disruptions during the course of the Debtors' chapter 11 cases. K&E attorneys and paraprofessionals spent time developing a strategy with the Debtors to ensure a smooth transition into chapter 11 and to ensure that going forward the business operations continue without interruption. Specifically, K&E attorneys and paraprofessionals spent time engaging with certain of the Debtors' stakeholders regarding postpetition business operations, including, among other things, the Debtors' business plan and bankruptcy reporting obligations.

(e) Case Administration [Matter No. 6]

Total Fees: \$361,030.00
Total Hours: 373.20

37. This Matter Category includes time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the Debtors' chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) coordinating, managing, and administering these chapter 11 cases on a daily basis, including monitoring critical dates and maintaining a case calendar, task lists, and work-in-progress reports;
- (ii) monitoring the case docket and reviewing docket entries as they were filed to apprise the Debtors and their professionals of developments in these chapter 11 cases;
- (iii) organizing and maintaining voluminous document files for these chapter 11 cases;
- (iv) facilitating compliance with the service and notice requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, including coordinating service of pleadings and related notices with the Debtors' local counsel, Cole Schotz P.C., and KCC;

- (v) facilitating compliance with all of the other applicable requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders or procedures issued by the Court; and
- (vi) conducting regular conferences internally with both bankruptcy and non-bankruptcy professionals regarding the overall case status.

38. Time billed to this Matter Category also includes work and meetings related to multiple matters such that the time cannot be easily allocated to one of the other matters.

(f) **DIP Financing/Cash Collateral/Cash Management [Matter No. 7]**

Total Fees: \$1,256,547.50
Total Hours: 1,001.30

39. K&E researched, drafted, negotiated with key stakeholders, and filed the Debtors' motion to post-petition obtain debtor-in-possession financing on the Petition Date [Docket No. 39]. K&E's efforts were critical in securing the consensual use of cash collateral and negotiating, documenting and closing on a \$90 million DIP financing facility on favorable terms that provided the Debtors with the necessary liquidity to fund the Debtors' operations during these chapter 11 cases, as well as committed exit financing through the "DIP to exit" facility structure.

40. K&E also negotiated with the U.S. Trustee, research issues related to the *Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to (I) Continue to Operate Their Cash Management System, (II) Honor Certain Prepetition Obligations Related Thereto, (III) Maintain Existing Business Forms, and (IV) Perform Intercompany Transactions* [Docket No. 4], and drafted, reviewed, and filed declarations to obtain authority from the Court to allow the Debtors to continue using their prepetition cash management system, bank accounts, and business forms and continue performing intercompany transactions, among other relief pursuant to five interim orders [Docket Nos. 67, 293, 697, 799, 1117].

(g) Customer and Vendor Matters [Matter No. 8]

Total Fees: \$212,233.00
Total Hours: 183.80

41. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors on vendor and supplier issues, including with respect to first day relief and postpetition business activities. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) engaging with the Debtors' suppliers and vendors with respect to first day relief and postpetition business activities;
- (ii) researching and analyzing inquiries raised by various vendors and creditors and coordinating with the Debtors' other advisors with respect to the same;
- (iii) reviewing and analyzing materials, negotiating, drafting, and filing a stipulation with GXO Logistics Supply Chain, Inc. [Docket No. 1091] regarding the parties' go-forward relationship; and
- (iv) reviewing and analyzing materials, negotiating, drafting, and filing a stipulation with Unicargo, Ltd. [Docket No. 1152] regarding the parties' go-forward relationship.

(h) Claims Administration and Objections [Matter No. 9]

Total Fees: \$61,585.00
Total Hours: 66.00

42. This Matter Category includes time K&E attorneys and paraprofessionals spent on matters related to claims administration and claims-related issues. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting and filing the *Debtors' Motion for Entry of an Order (I) Setting Bar Dates for Submitting Proofs of Claim, Including Requests for Payment Under Section 503(B)(9), (II) Establishing an Amended Schedules Bar Date and a Rejection Damages Bar Date, (III) Approving the Form, Manner, and Procedures for Filing Proofs of Claim, and (IV) Approving Notice Thereof* [Docket No. 106] (the "Bar Date Motion") and obtaining Court approval of the requested relief;
- (ii) preparing, filing, and publishing notices in connection with the Bar Date Motion;

- (iii) responding to inquiries regarding the Bar Date Motion, related Bar Date order, and payment of claims;
- (iv) researching and analyzing claims-related issues raised by creditors; and
- (v) coordinating, communicating, and negotiating with the Debtors and the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(i) **Creditors Committee Issues [Matter No. 10]**

Total Fees: \$301,632.50
Total Hours: 236.30

43. This Matter Category includes time spent by K&E attorneys providing services relating to the Committee. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) communicating with the Committee regarding overall case and sale process updates;
- (ii) meeting and corresponding with the Committee's advisors to provide updates as to developments in the cases;
- (iii) coordinating with the Debtors to provide the Committee access to the Debtors for materials and interviews;
- (iv) revising pleadings regarding comments from the Committee to pleadings and other case materials and negotiating with the Committee regarding the same; and
- (v) coordinating and communicating with the Debtors and the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(j) **Use, Sale, and Disposition of Property [Matter No. 11]**

Total Fees: \$63,667.50
Total Hours: 53.70

44. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the disposition of the Debtors' assets. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching, drafting, filing, and obtaining entry of the *Order (I) Authorizing and Establishing Procedures for the De Minimis Asset Transactions, (II) Authorizing and Establishing Procedures for De Minimis*

Asset Abandonment, and (III) Approving the Form and Manner of the Notice of De Minimis Asset Transactions and Abandonment [Docket No. 296]; and

- (ii) coordinating disposal notices and related matters with the Debtors and the requisite notice parties.

(k) **Corporate, Governance, and Securities Matters [Matter No. 12]**

Total Fees: \$772,393.00
Total Hours: 548.10

45. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors and the Board of Directors (the “Board”) regarding corporate and governance matters. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) complying with corporate governance requirements, including drafting and revising resolutions as necessary;
- (ii) preparing for and participating in meetings with the Debtors’ Board of Directors and management team in connection with case updates and the chapter 11 process;
- (iii) reviewing, analyzing, and advising the Debtors with respect to various financial, corporate governance, securities, and compliance issues;
- (iv) corresponding with the Debtors’ management, the Committee, and other parties in interest regarding the Independent Directors’ investigations and related considerations;
- (v) drafting, revising, and negotiating deal documentation associated with implementation of the Plan, including new organizational documents and other general corporate documents for the Debtors or the Reorganized Debtors, as applicable; and
- (vi) coordinating and communicating with the Debtors and the Debtors’ other advisors, and relevant stakeholders regarding the foregoing activities.

(l) **Employee Matters [Matter No. 13]**

Total Fees: \$158,723.50
Total Hours: 131.90

46. The Debtors and K&E believe that a successful reorganization depends on retaining the workforce, thereby ensuring continuity of the Debtors’ business. As a result, this Matter

Category includes time spent by K&E attorneys and paraprofessionals obtaining entry of an order approving postpetition continuation of the Debtors' wages and benefits programs and complying with the noticing requirements thereof.

(m) Executory Contracts, Unexpired Leases [Matter No. 14]

Total Fees: \$280,673.50
Total Hours: 289.30

47. This Matter Category includes time spent by K&E attorneys examining issues related to the Debtors' executory contracts and unexpired leases. K&E attorneys spent time researching, analyzing, renegotiating, or rejecting the Debtors' obligations under their various executory contracts. Specifically, K&E attorneys spent time:

- (i) researching, drafting, filing, and obtaining entry of the *Order Authorizing (I) Rejection of Certain Executory Contracts and unexpired Leases and (II) Abandonment of Any Personal Property, Each Effective as of the Rejection Date* [Docket No. 294];
- (ii) researching and negotiating seller contract APAs; and
- (iii) negotiating and reconciling cure claims for assumed executory contracts and unexpired leases.

(n) SOFAs and Schedules [Matter No. 15]

Total Fees: \$90,353.00
Total Hours: 98.00

48. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to advising the Debtors, KCC, and other advisors in connection with the preparation, review, revision, and filing of the Debtors' schedules of assets and liabilities and statements of financial affairs (the "Schedules and Statements"). Moreover, K&E attorneys advised the Debtors regarding drafting the Schedules and Statements, attended regular conferences with the Debtors and their advisors regarding the same, and conferred and corresponded with the Debtors and K&E professionals regarding the monthly operating reports.

(o) **Hearings [Matter No. 16]**

Total Fees: \$264,127.00

Total Hours: 206.10

49. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to preparing for and attending several hearings during the Fee Period (each a “Hearing” and, collectively, the “Hearings”), including preparing agendas, orders, and binders related to Hearings, settling orders before and after Hearings, and corresponding with various parties in preparation for, and after the Hearings. These services also included conferences to discuss multiple matters scheduled for a specific Hearing and coordinating Hearing logistics. During the Fee Period, K&E attorneys and paraprofessionals spent considerable time preparing for and attending Hearings including:

- (i) the first day hearing on March 1, 2024, addressing the Debtors’ first day motions;
- (ii) the second day hearing on April 3, 2024, addressing the Debtors second day motions;
- (iii) the first status conference on April 10, 2024;
- (iv) the disclosure statement hearing on April 18, 2024;
- (v) the 341 meeting of creditors on April 19, 2024;
- (vi) the second status conference on May 7, 2024;
- (vii) the third status conference on May 15, 2024;
- (viii) the fourth status conference on May 29, 2024; and
- (ix) the Confirmation Hearing on June 10, 2024.

(p) **Insurance [Matter No. 17]**

Total Fees: \$32,404.50
Total Hours: 21.30

50. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring that Debtors' insurance policies were maintained during these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time reviewing and analyzing the Debtors' insurance policies, corresponding with the Debtors, their advisors, and the Debtors' stakeholders and their respective advisors regarding potential insurance issues, and drafting requisite documents and pleadings related to the Debtors' various policies.

(q) **Disclosure Statement, Plan, Confirmation [Matter No. 18]**

Total Fees: \$2,559,445.50
Total Hours: 1,961.10

51. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to developing the Plan and a disclosure statement, and obtaining confirmation of the Plan in connection with these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching and conducting diligence regarding legal and factual issues relevant to the Disclosure Statement and Plan, and advising the Debtors on all aspects of their chapter 11 strategy;
- (ii) drafting, revising, and analyzing issues related to the Plan, Disclosure Statement, and Disclosure Statement Motion and related exhibits;
- (iii) researching, reviewing, and evaluating precedent and case law regarding potential chapter 11 plan terms;
- (iv) negotiating the consensual resolution of numerous material formal and informal objections to the Disclosure Statement, Plan, and Confirmation order from stakeholders and other parties in interest;
- (v) corresponding with parties in interest regarding potential Plan terms;
- (vi) drafting and filing multiple iterations of the Plan and Disclosure Statement;

- (vii) participating in several settlement conferences with the Committee;
- (viii) negotiating a settlement with the Committee regarding various issues with the Plan;
- (ix) drafting, negotiating, revising, and filing the Findings of Fact, Conclusions of Law, and Order Confirming the First Amended Joint Plan of Reorganization of Thrasio Holdings, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1124] (the “Confirmation Order”) and declarations in support thereof [Docket Nos. 1068, 1069, 1070, and 1100];
- (x) drafting, negotiating, and filing the documents contained in the in the Plan Supplement [Docket Nos. 806, 1103, and 1142];
- (xi) negotiating and drafting modifications to the Plan and Confirmation Order to resolve formal and informal responses and objection to confirmation of the Plan;
- (xii) analyzing solicitation and voting procedures, coordinating the same with KCC, and corresponding stakeholders regarding inquiries on the same;
- (xiii) obtaining approval of the Disclosure Statement and launching solicitation on the Plan;
- (xiv) drafting and filing the Confirmation Order, the brief in support of confirmation, and three declarations in support of confirmation;
- (xv) negotiating with various parties in interest on language to include in the Confirmation Order and to resolve numerous objections to the Plan; and
- (xvi) coordinating and communicating with the Debtors, the Debtors’ other advisors, and relevant stakeholders regarding the foregoing activities.
- (r) **K&E Retention and Fee Applications / Objections [Matter No. 19]**

Total Fees: \$245,792.00
Total Hours: 264.50

52. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the retention of K&E as the Debtors’ counsel. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) preparing pleadings and a comprehensive conflict analysis necessary to obtain the order of the Court approving the employment of K&E to represent the Debtors;

- (ii) implementing internally established procedures which require the continuous analysis of potential new conflicts;
 - (iii) preparing updated professional disclosures for filing with the Court;
 - (iv) preparing and distributing K&E's monthly fee statements in accordance with the Administrative Fee Order; and
 - (v) reviewing all time entries to ensure compliance with the Administrative Fee Order and applicable provisions of the Bankruptcy Code, and to make necessary redactions to preserve the confidentiality of the work performed for the Debtors.
- (s) **Non-K&E Retention and Fee Matters [Matter No. 20]**

Total Fees: \$645,856.50
Total Hours: 602.60

53. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring the retention of the Debtors' other professionals in these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) assisting the Debtors' advisors in respect of their retention applications and orders related thereto, including:
 - (1) Cole Schotz P.C., as co-counsel to the Debtors;
 - (2) AP Services, LLC, as an interim management services provider to the Debtors;
 - (3) Centerview Partners, LLC, as financial advisor and investment banker to the Debtors;
 - (4) Katten Muchin Rosenman LLP, as counsel to Thrasio Holdings, Inc. on behalf of and at the sole direction of the Disinterested Directors;
 - (5) KPMG LLP, as tax services provider to the Debtors;
 - (6) Kurtzman Carson Consultants LLC, as claims, noticing, and solicitation agent to the Debtors.
- (ii) coordinating with the Debtors and their other advisors with respect to ordinary course professional retentions and complying with the related disclosure requirements of applicable provisions of the Bankruptcy Code;
- (iii) reviewing and commenting on other advisors' supplemental declarations;

- (iv) assisting the Debtors' other advisors regarding their respective fee statements; and
- (v) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(t) **Taxes [Matter No. 21]**

Total Fees: \$80,413.00
Total Hours: 70.80

54. This Matter Category includes time spent by K&E attorneys and paraprofessionals conducting legal research, preparing correspondence and pleadings, and generally advising the Debtors on tax issues relating to or arising during the chapter 11 cases. During the Fee Period, K&E attorneys spent time drafting and assisting co-counsel in securing approval of interim and final orders authorizing payment of prepetition tax claims, and researching and analyzing certain tax issues arising in connection with the Debtors' business operations and the Debtors' business structure, and coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(u) **Creditor and Stakeholder Communications [Matter No. 22]**

Total Fees: \$45,167.50
Total Hours: 33.90

55. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to utility issues arising in connection with filing these chapter 11 cases, including analyzing, researching, and responding to communications from *pro se* creditors and other stakeholders.

(v) **Utilities [Matter No. 23]**

Total Fees: \$1,091.50
Total Hours: 1.30

56. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to utility issues arising in connection with filing these chapter 11 cases,

including obtaining entry of an order approving procedures to prohibit utility companies from discontinuing services, and corresponding with the Debtors, their advisors, and the Debtors' utility providers and their respective advisors regarding utilities matters.

(w) Non-Working Travel Time [Matter No. 24]

Total Fees: \$79,323.50
Total Hours: 70.20

57. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to traveling in connection with their representation of the Debtors. The amounts presented for review and the request for payment in the Fee Application reflect a reduction of one half the charges for travel time.

(x) U.S. Trustee Issues [Matter No. 25]

Total Fees: \$90,843.00
Total Hours: 77.80

58. This Matter Category includes time spent by K&E attorneys and paraprofessionals corresponding with the U.S. Trustee with respect to the following issues:

- (i) responding to questions and comments regarding relief requested in the Debtors' first and second day motions;
- (ii) advising and preparing the Debtors and the Debtors' advisors for the initial Debtor interview and meeting of creditors required by section 341 of the Bankruptcy Code;
- (iii) reviewing, analyzing, and negotiating with the U.S. Trustee regarding its objection to approval of the Disclosure Statement [Docket No. 353];
- (iv) review, analyzing, and negotiating with the U.S. Trustee regarding its objection to confirmation of the Plan [Docket No. 1073];
- (v) conducting discussions, phone calls and correspondence with the U.S. Trustee regarding K&E's retention and responding to questions and comments regarding the same;
- (vi) coordinating efforts among the Debtors and their other professionals to address various concerns and issues raised by the U.S. Trustee and the Committee with respect to the retention of the Debtors' other professionals

and ensuring that these professionals were ultimately retained to assist in the Debtors' chapter 11 cases; and

(vii) preparing reports in compliance with the U.S. Trustee's chapter 11 operating guidelines.

(y) **Project A**

Total Fees: \$13,932.00

Total Hours: 8.10

59. This Matter Category includes time spent by K&E attorneys providing services related to regulatory considerations.

Actual and Necessary Expenses Incurred by K&E

60. As set forth in **Exhibit I** attached hereto, and as summarized in **Exhibit G** attached hereto, K&E has incurred a total of \$616,967.89 in expenses on behalf of the Debtors during the Fee Period. These charges are intended to reimburse K&E's direct operating costs, which are not incorporated into the K&E hourly billing rates. K&E charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit I** of this Fee Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

Reasonable and Necessary Services Provided by K&E

A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors.

61. The foregoing professional services provided by K&E on behalf of the Debtors during the Fee Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and related matters.

62. Many of the services performed by partners and associates of K&E were provided by K&E's Restructuring Group. K&E has a prominent practice in this area and enjoys a national and international reputation for its expertise in financial reorganizations and restructurings of

troubled companies, with over 175 attorneys focusing on this area of the law. The attorneys at K&E have represented either the debtor or the creditors' committee or have acted as special counsel in many large chapter 11 cases.

63. In addition, due to the facts and circumstances of these chapter 11 cases, attorneys from K&E's litigation, corporate, and tax groups were heavily involved with K&E's representation of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, K&E brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtors.

64. The time constraints imposed by the circumstances of these chapter 11 cases required K&E attorneys and other employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines, respond to daily inquiries from various creditors and other parties in interest on a timely basis, and satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. Consistent with firm policy, and as further disclosed in the Retention Application, K&E attorneys and other K&E employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. K&E's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of legal services.

65. In addition, due to the location of the Debtors' businesses, co-counsel, creditors, and other parties in interest in relation to K&E's offices, frequent multi-party telephone conferences involving numerous parties were required. On many occasions, the exigencies and circumstances of these chapter 11 cases required overnight delivery of documents and other

materials. The disbursements for such services are not included in K&E's overhead for the purpose of setting billing rates and K&E has made every effort to minimize its disbursements in these chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases.

66. Among other things, K&E makes sure that all overtime meals, travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, K&E regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, K&E will waive certain fees and reduce its expenses if necessary. In the Fee Period, K&E voluntarily reduced its fees by \$358,618.00 and expenses by \$11,968.75. Consequently, K&E does not seek payment of such fees or reimbursement of such expenses in the Fee Application.

K&E's Requested Compensation and Reimbursement Should be Allowed

67. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

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;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and expertise in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

68. In determining the reasonableness of fees, courts routinely “employ the twelve factors set forth in *Johnson v. Ga. Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974).” *Staiano v. Cain (In re Lan Assocs. XI, L.P.)*, 192 F.3d 109, 123 (3d Cir. 1999); see *In re Redington*, No. 16-18407, 2018 WL 6444387, at *8 (Bankr. D.N.J. Dec. 6, 2018) (applying the *Johnson* factors). These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. *Lan Assocs.*, 192 F.3d at 123 n.8.

69. In addition, Section 331 of the Bankruptcy Code provides that a debtor’s attorney employed under section 327 of the Bankruptcy Code may apply to the Court for interim compensation not more than once every 120 days after an order for relief in a case under chapter 11. See 11 U.S.C. § 331.

70. In the instant case, K&E devoted a substantial amount of time and effort to addressing the numerous issues involved in these chapter 11 cases. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, believed to be necessary to effectively represent the Debtors, and were performed economically, effectively, and efficiently. Because K&E's services benefitted the Debtors' estates, K&E respectfully submits that it performed "actual and necessary" services compensable under Section 330 of the Bankruptcy Code.

71. Further, K&E submits that consideration of the relevant factors enumerated in *Lan Assocs.*, 192 F.3d at 123 n.8, establishes that the compensation requested is reasonable in light of the nature, extent, and value of such services to the Debtor:

- a. *The Time and Labor Required.* The professional services rendered by K&E on behalf of the Debtors have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to address the many complex issues encountered by the Debtors in these cases with skill and dispatch. K&E respectfully represents that the services rendered by it were performed efficiently, effectively and economically.
- b. *The Novelty and Difficulty of Questions.* These cases have presented numerous novel questions of law arising from novel factual circumstances, both generally and compared to other e-commerce bankruptcy cases.
- c. *The Skill Required to Perform the Legal Services Properly.* K&E believes that its recognized expertise in the area of insolvency proceedings and reorganization, particularly in the e-commerce industry, contributes to the efficient and effective representation of the Debtors in these chapter 11 cases.
- d. *The Preclusion of Other Employment by Applicant Due to Acceptance of the Case.* K&E's representation of the Debtors did not preclude its acceptance of new clients. However, the complex issues that arose in these cases required attention on a continuing basis, requiring K&E's professionals to commit significant portions of their time to these chapter 11 cases.
- e. *The Customary Fee.* The fee sought herein is based on K&E's normal hourly rates for services of this kind. K&E respectfully submits that the

hourly rates of its professionals are not unusual given the time expended in attending to the representation of the Debtors. K&E's hourly rates and the fees requested herein are commensurate with fees K&E has been awarded in other chapter 11 cases, as well as with fees charged by other attorneys of comparable experience.

- f. Whether the Fee is Fixed or Contingent. Not applicable.
- g. Time Limitations Imposed by Client or other Circumstances. Not applicable.
- h. The Amount Involved and Results Obtained. K&E respectfully submits that the amount of fees for which compensation is sought is reasonable under the circumstances given the numerous, complex issues that had to be addressed during the Fee Period.
- i. The Experience, Reputation and Ability of the Attorneys. K&E is a professional association that practices extensively in the fields of, among many others, bankruptcy and corporate restructuring, litigation, real estate, tax, corporate, finance, and employment. K&E has represented debtors, creditors, fiduciaries, and numerous other parties in hundreds of cases in various Bankruptcy Courts throughout the country.
- j. The Undesirability of the Case. Not applicable.
- k. The Nature and Length of Professional Relationship. Not applicable.
- l. Awards in Similar Cases. As previously indicated, the fees sought herein are commensurate with fees K&E has been awarded in other chapter 11 cases.

72. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. K&E further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. K&E further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

73. During the Fee Period, K&E's hourly billing rates for attorneys ranged from \$745 to \$2,465. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11

cases are equivalent to the hourly rates and corresponding rate structure used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. K&E strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these chapter 11 cases.

74. Moreover, K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

75. In sum, K&E respectfully submits that the professional services provided by K&E on behalf of the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by K&E, the nature and extent of K&E's services provided, the value of K&E's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, K&E respectfully submits that approval of the compensation sought herein is warranted and should be approved.

76. No previous application for the relief sought herein has been made to this or any other Court.

Reservation of Rights and Notice

77. It is possible that some professional time expended, or expenses incurred, during the Fee Period are not reflected in the Fee Application. K&E reserves the right to include such

amounts in future fee applications. In addition, the Debtors have provided notice of this Fee Application to: (a) the U.S. Trustee; (b) those persons who have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002; (c) counsel to the Committee; (d) Gibson, Dunn & Crutcher LLP, as counsel to the Ad Hoc Group; (e) counsel to the Administrative Agent under the Revolving Credit Facility; (f) the United States Attorney's Office for the District of New Jersey; (g) the Internal Revenue Service; (h) the attorneys general in the states where the Debtors conduct their business operations; (i) the U.S. Securities and Exchange Commission (collectively, the "Notice Parties"). Pursuant to the Administrative Fee Order, any party, other than the Notice Parties, that wishes to object to the Fee Application, must file its objection with the Court, with a copy to Chambers and serve it on the affected professional and the Notice Parties so that it is actually received on or before August 22, 2024, at 4:00 p.m. (prevailing Eastern Time).

No Prior Request

78. No prior application for the relief requested herein has been made to this or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, K&E respectfully requests that the Court enter an order (a) awarding K&E interim compensation for professional and paraprofessional services provided during the Fee Period in the amount of \$10,360,919.50, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$616,967.89; (b) authorizing and directing the Reorganized Debtors to remit payment to K&E for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Trenton, New Jersey
Date: August 2, 2024

/s/ Matthew C. Fagen

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KIRKLAND & ELLIS INTERNATIONAL LLP

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Counsel to the Reorganized Debtors

Exhibit A

Fagen Declaration

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Co-Counsel to the Reorganized Debtors

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

In re:

THRASIO HOLDINGS, INC., et al.,

Reorganized Debtors.¹

Chapter 11

Case No. 24-11840 (CMG)

(Jointly Administered)

**DECLARATION OF MATTHEW C. FAGEN IN
SUPPORT OF THE INTERIM AND FINAL FEE
APPLICATION OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS
FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE (I) INTERIM FEE PERIOD FROM FEBRUARY 28, 2024
THROUGH AND INCLUDING JUNE 13, 2024, AND THE (II) FINAL FEE
PERIOD FROM FEBRUARY 28, 2024 THROUGH AND INCLUDING JUNE 13, 2024**

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

I, Matthew C. Fagen, being duly sworn, state the following under penalty of perjury:

1. I am the president of Matthew C. Fagen, P.C., a partner in the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, "K&E").² I am one of the lead attorneys from K&E working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in United States District Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

2. I have read the foregoing interim fee application of K&E, attorneys for the Debtors, for the Fee Period (the "Fee Application"). To the best of my knowledge, information and belief, the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Bankruptcy Rule 2016-1 and 2016-3.

3. In connection therewith, I hereby certify that:

- a) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
- b) except to the extent disclosed in the Fee Application, the fees and disbursements sought in the Fee Application are billed at rates customarily employed by K&E and generally accepted by K&E's clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors' case;
- c) K&E is seeking compensation with respect to the approximately 140.70 hours and \$135,416.50 in fees spent reviewing or revising time records and preparing, reviewing, and revising invoices;³

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Fee Application.

³ This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.

- d) in providing a reimbursable expense, K&E does not make a profit on that expense, whether the service is performed by K&E in-house or through a third party;
- e) in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between K&E and any other person for the sharing of compensation to be received in connection with the above cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules; and
- f) all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

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.

Dated: August 2, 2024

Respectfully submitted,

/s/ Matthew C. Fagen

Matthew C. Fagen
as President of Matthew C. Fagen, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Exhibit B

Retention Order



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

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

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

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

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

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

DATED: May 16, 2024



Honorable Christine M. Gravelle
United States Bankruptcy Judge

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



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

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Proposed Co-Counsel to the Debtors and Debtors in Possession

(Page | 3)

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

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

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

(Page | 4)

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

Case No. 24-11840 (CMG)

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

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

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

(Page | 5)

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

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

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

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in*

(Page | 6)

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

Case No. 24-11840 (CMG)

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

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

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

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

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

(Page | 7)

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

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

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

9. Kirkland shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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

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

(Page | 8)

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

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

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

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

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

(Page | 9)

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

Case No. 24-11840 (CMG)

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

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

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

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

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

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

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June 20, 2023

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

Re: Retention to Provide Legal Services

Dear Mr. Fahey,

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

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

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023
Page 2

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023

Page 3

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

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

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023
Page 4

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023

Page 5

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

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023

Page 6

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

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

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023
Page 7

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

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

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

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

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023

Page 8

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

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

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

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

* * *


KIRKLAND & ELLIS LLP

June 20, 2023
Page 9

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


Very truly yours,

KIRKLAND & ELLIS LLP

By: 
CCECCB199B2147A
Printed Name: Anup Sathy
Title: Partner

Agreed and accepted this 20th of June, 2023

Thrasio Holdings, Inc.

By: 
052A4472D2274F5
Name: Mike Fahey
Title: General Counsel

KIRKLAND & ELLIS LLP

June 20, 2023

Page 10

ADDENDUM: List of Client Subsidiaries

Thrasio, LLC

Thrasio Intermediate Sub, LLC

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2023

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

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

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

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

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

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

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

Exhibit C

Engagement Letter

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

Anup Sathy, P.C.
To Call Writer Directly:
+1 312 862 2046
anup.sathy@kirkland.com

300 North LaSalle
Chicago, IL 60654
United States

+1 312 862 2000

www.kirkland.com

Facsimile:
+1 312 862 2200

June 20, 2023

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

Re: Retention to Provide Legal Services

Dear Mr. Fahey,

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

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

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023
Page 2

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

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KIRKLAND & ELLIS LLP

June 20, 2023

Page 3

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

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

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023

Page 4

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023

Page 5

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

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023
Page 6

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

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

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023

Page 7

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

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

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

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

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

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

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

KIRKLAND & ELLIS LLP

June 20, 2023

Page 8

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

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

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

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

* * *


KIRKLAND & ELLIS LLP

June 20, 2023
Page 9

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

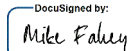
Very truly yours,

KIRKLAND & ELLIS LLP

By:  _____
Printed Name: Anup Sathy
Title: Partner

Agreed and accepted this 20th of June, 2023

Thrasio Holdings, Inc.

By:  _____
Name: Mike Fahey
Title: General Counsel

KIRKLAND & ELLIS LLP

June 20, 2023

Page 10

ADDENDUM: List of Client Subsidiaries

Thrasio, LLC

Thrasio Intermediate Sub, LLC

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2023

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

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

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

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

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

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

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

Exhibit D

Budget and Staffing Plan

Budget and Staffing Plan

(For Matter Categories for the Period Beginning on February 28, 2024 and Ending on June 13, 2024)

Budget

Matter Number	Project Category Description	Hours Budgeted	Total Compensation Budgeted
2	Chapter 11 Filing	339 - 452	\$450,000 - \$600,000
3	Adversary Proceeding & Contested Matters	1,526 - 2,034	\$2,025,000 - \$2,700,000
4	Automatic Stay Matters	38 - 51	\$50,400 - \$67,200
5	Business Operations	85 - 113	\$112,500 - \$150,000
6	Case Administration	156 - 208	\$207,000 - \$276,000
7	DIP Financing and Cash Management	1,017 - 1,356	\$1,350,000 - \$1,800,000
8	Customer and Vendor Matters	160 - 213	\$212,400 - \$283,200
9	Claims Administration and Objections	68 - 90	\$90,000 - \$120,000
10	Official Committee Matters and Meetings	227 - 303	\$301,500 - \$402,000
11	Use, Sale, and Disposition of Property	48 - 64	\$63,900 - \$85,200
12	Corp., Governance, & Securities Matters	373 - 497	\$495,000 - \$660,000
13	Employee Matters	102 - 136	\$135,000 - \$180,000
14	Executory Contracts and Unexpired Leases	191 - 255	\$253,800 - \$338,400
15	SOFAs and Schedules	68 - 90	\$90,000 - \$120,000
16	Hearings	170 - 226	\$225,000 - \$300,000
17	Insurance and Surety Matters	17 - 23	\$22,500 - \$30,000
18	Disclosure Statement, Plan, Confirmation	1,695 - 2,260	\$2,250,000 - \$3,000,000
19	K&E Retention and Fee Matters	136 - 181	\$180,000 - \$240,000
20	Non-K&E Retention and Fee Matters	136 - 181	\$180,000 - \$240,000
21	Tax Matters	68 - 90	\$90,000 - \$120,000
22	Creditor and Stakeholder Communications	68 - 90	\$90,000 - \$120,000
23	Utilities	7 - 9	\$9,000 - \$12,000
24	Non-Working Travel	34 - 45	\$45,000 - \$60,000
25	U.S. Trustee Communications & Reporting	54 - 72	\$72,000 - \$96,000
2	Chapter 11 Filing	339 - 452	\$450,000 - \$600,000
	Total	6,783 - 9,039	\$9,000,000 - \$12,000,000

Staffing Plan

Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter Categories During the Budget Period	Average Hourly Rate ¹
Partner	36	\$1,804
Counsel	1	\$1,885
Associate	38	\$1,075
Paralegal	12	\$540
Junior Paralegal	5	\$300
Project Assistant	6	\$429
Total	103	\$1,406

¹ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the chapter 11 cases.

Exhibit E

Voluntary Rate Disclosures

- The blended hourly rate for all K&E domestic timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the 12-month period ending May 2024 (the “Comparable Period”) was, in the aggregate, approximately **\$1,228.52** per hour (the “Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all K&E timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately **\$1,178.10** per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at K&E	Debtor Blended Hourly Rate for This Fee Application	Non-Bankruptcy Blended Hourly Rate
Partner	1,659.80	1,656.12
Of Counsel	1,885.00	1,336.75
Retired Partner	-	2,658.21
Associate	1,047.18	1,019.70
Contract Attorney	-	-
Visiting Attorney	-	756.81
Law Clerk	-	465.46
Paralegal	550.10	492.51
Junior Paralegal	353.55	305.51
Support Staff	503.76	513.05
Total	1,178.10	1,228.52

¹ It is the nature of K&E’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within K&E’s Restructuring Group. Accordingly, “Non-Bankruptcy Matters” consist of matters for which K&E domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by K&E domestic timekeepers who work primarily within K&E’s Restructuring Group.

² K&E calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

³ K&E calculated the blended rate for timekeepers who billed to the Debtors by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

Exhibit F

Summary of Total Fees Incurred and Hours Billed During the Fee Period

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Bill Arnault, P.C.	Partner	Litigation - General	2009	158,236.00	88.40	N/A	1,790.00	1,790.00	158,236.00
Rich Cunningham, P.C.	Partner	Litigation - General	2010	5,742.00	2.90	N/A	1,980.00	1,980.00	5,742.00
Matthew C. Fagen, P.C.	Partner	Restructuring	2014	569,530.00	338.00	N/A	1,685.00	1,685.00	569,530.00
Josh Greenblatt, P.C.	Partner	Litigation - General	2002	50,799.00	24.60	N/A	2,065.00	2,065.00	50,799.00
Chad J. Husnick, P.C.	Partner	Restructuring	2004	1,844.00	0.80	N/A	2,305.00	2,305.00	1,844.00
Mary Kogut, P.C.	Partner	Corporate - Debt Finance	2010	3,384.00	1.60	N/A	2,115.00	2,115.00	3,384.00
Mario Mancuso, P.C.	Partner	International Trade	1997	4,800.00	2.00	N/A	2,400.00	2,400.00	4,800.00
Elaine Nolan	Partner	Restructuring		13,369.00	5.80	N/A	2,305.00	2,305.00	13,369.00
Scott D. Price, P.C.	Partner	ECEB - Executive Compensation	1998	32,552.50	14.50	N/A	2,245.00	2,245.00	32,552.50
Lloyd Robertson-Jones	Partner	Corporate - Debt Finance		1,131.00	0.60	N/A	1,885.00	1,885.00	1,131.00
Anup Sathy, P.C.	Partner	Restructuring	1995	583,165.00	253.00	N/A	2,305.00	2,305.00	583,165.00
Jason R. Serlenga, P.C.	Partner	Corporate - Debt Finance	2006	634.50	0.30	N/A	2,115.00	2,115.00	634.50
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	13,454.50	7.10	N/A	1,895.00	1,895.00	13,454.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	691.50	0.30	N/A	2,305.00	2,305.00	691.50
Amy Barber	Partner	Technology & IP Transactions	2018	1,102.50	0.70	N/A	1,575.00	1,575.00	1,102.50
Christopher Costello	Partner	Litigation - General	2005	747.50	0.50	N/A	1,495.00	1,495.00	747.50
Matt Darch	Partner	Technology & IP Transactions	2013	4,095.00	2.60	N/A	1,575.00	1,575.00	4,095.00
Lucie H. Duvall	Partner	Antitrust/Competition	2016	10,867.50	6.90	N/A	1,575.00	1,575.00	10,867.50
Phil Vincent Giglio	Partner	Corporate - Investment Funds	2014	5,278.00	2.80	N/A	1,885.00	1,885.00	5,278.00
Susan D. Golden	Partner	Restructuring	1988	23,040.00	14.40	N/A	1,600.00	1,600.00	23,040.00
Sarah Goodwin	Partner	Corporate - Debt Finance		29,452.50	18.70	N/A	1,575.00	1,575.00	29,452.50
Luci Hague	Partner	International Trade	2015	3,780.00	2.40	N/A	1,575.00	1,575.00	3,780.00
Erik Hepler	Partner	Corporate - Debt Finance	1990	3,595.50	1.70	N/A	2,115.00	2,115.00	3,595.50
Shan A. Khan	Partner	Corporate - Debt Finance	2015	129,465.00	82.20	N/A	1,575.00	1,575.00	129,465.00
Drew Maliniak	Partner	Corporate - Capital Markets	2019	249,637.50	158.50	N/A	1,575.00	1,575.00	249,637.50

Casey McGushin	Partner	Litigation - General	2014	429,957.50	276.50	N/A	1,555.00	1,555.00	429,957.50
Francis Petrie	Partner	Restructuring	2017	771,182.50	483.50	N/A	1,595.00	1,595.00	771,182.50
Evangelia Podaras	Partner	ECEB - Labor/Employment	2016	945.00	0.60	N/A	1,575.00	1,575.00	945.00
William T. Pruitt	Partner	Litigation - General	2004	22,713.00	13.40	N/A	1,695.00	1,695.00	22,713.00
Shahrzad Sadjadi	Partner	Antitrust/Competition	2017	2,835.00	1.80	N/A	1,575.00	1,575.00	2,835.00
Randy Santa Ana	Partner	Corporate - M&A/Private Equity	2015	787.50	0.50	N/A	1,575.00	1,575.00	787.50
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	1,274.00	0.70	N/A	1,820.00	1,820.00	1,274.00
Wayne E. Williams	Partner	Corporate - Capital Markets	2006	131,869.50	66.10	N/A	1,995.00	1,995.00	131,869.50
Benjamin Woodring	Partner	Litigation - General	2017	709,117.50	519.50	N/A	1,365.00	1,365.00	709,117.50
Christopher J. Worek	Partner	Taxation	2015	25,807.50	15.50	N/A	1,665.00	1,665.00	25,807.50
Paul Zier	Partner	Corporate - Investment Funds	2000	10,363.50	4.90	N/A	2,115.00	2,115.00	10,363.50
Julie Kunetka	Of Counsel	Corporate - Banking Regulatory	1989	3,770.00	2.00	N/A	1,885.00	1,885.00	3,770.00
Anthony Abate	Associate	Restructuring	2023	160,392.00	196.80	N/A	815.00	815.00	160,392.00
Matt Advani	Associate	Taxation	2023	27,462.50	32.50	N/A	845.00	845.00	27,462.50
Marcela Barba	Associate	Corporate - Capital Markets	2020	117,015.00	87.00	N/A	1,345.00	1,345.00	117,015.00
Alex Bledsoe	Associate	Corporate - Debt Finance	2022	107,737.50	110.50	N/A	975.00	975.00	107,737.50
Keegan A. Bobholz	Associate	Corporate - Debt Finance	2019	277,877.00	206.60	N/A	1,345.00	1,345.00	277,877.00
Tiffani Chanroo	Associate	Restructuring	2021	584,556.50	462.10	N/A	1,265.00	1,265.00	584,556.50
Fiona Constant-Lotz	Associate	Antitrust/Competition		1,423.50	1.30	N/A	1,095.00	1,095.00	1,423.50
Kayla Davis	Associate	ECEB - Labor/Employment	2016	1,674.00	1.20	N/A	1,395.00	1,395.00	1,674.00
Trevor Eck	Associate	Restructuring	2023	302,250.00	310.00	N/A	975.00	975.00	302,250.00
Megan C. Feeney	Associate	Restructuring	2023	417,982.50	428.70	N/A	975.00	975.00	417,982.50
Max M. Freedman	Associate	Restructuring	2021	8,541.00	7.80	N/A	1,095.00	1,095.00	8,541.00
Kristin Hoo	Associate	Corporate - Debt Finance		63,503.00	50.20	N/A	1,265.00	1,265.00	63,503.00
Maggie Houseknecht	Associate	Litigation - General	2018	144,371.50	116.90	N/A	1,235.00	1,235.00	144,371.50
James B. Kelly	Associate	Corporate - Debt Finance	2018	78,259.50	56.10	N/A	1,395.00	1,395.00	78,259.50
Erika Krum	Associate	International Trade	2021	2,150.50	1.70	N/A	1,265.00	1,265.00	2,150.50
TJ Leahy	Associate	Litigation - General	2019	127,575.50	103.30	N/A	1,235.00	1,235.00	127,575.50
Michael David Lehavi	Associate	Litigation - General	2023	117,122.00	149.20	N/A	785.00	785.00	117,122.00
Chris Leveroni	Associate	Litigation - General	2022	108,225.00	111.00	N/A	975.00	975.00	108,225.00
Austin Maffei	Associate	Litigation - General	2021	17,297.50	18.70	N/A	925.00	925.00	17,297.50

Colin J. Martindale	Associate	Litigation - General	2020	123,747.00	100.20	N/A	1,235.00	1,235.00	123,747.00
Jamie McLennan	Associate	Restructuring	2024	174,817.50	214.50	N/A	815.00	815.00	174,817.50
Makala McNeil	Associate	Litigation - General	2023	113,977.50	116.90	N/A	975.00	975.00	113,977.50
Humza Moinuddin	Associate	Restructuring	2024	101,060.00	124.00	N/A	815.00	815.00	101,060.00
Matthew Mutino	Associate	ECEB - Executive Compensation	2016	29,250.00	30.00	N/A	975.00	975.00	29,250.00
Brendan Nashelsky	Associate	Restructuring	2023	138,255.00	141.80	N/A	975.00	975.00	138,255.00
Jessica Nunez	Associate	Litigation - General	2024	75,988.00	96.80	N/A	785.00	785.00	75,988.00
Nick Salinaro	Associate	Corporate - General	2023	47,188.50	57.90	N/A	815.00	815.00	47,188.50
Diana Soriano	Associate	ECEB - Executive Compensation	2023	5,379.00	6.60	N/A	815.00	815.00	5,379.00
Noah Spector	Associate	Litigation - General	2021	125,022.50	116.30	N/A	1,075.00	1,075.00	125,022.50
Charlie Steinmetz	Associate	Restructuring	2024	117,686.00	144.40	N/A	815.00	815.00	117,686.00
Alex Stephenson	Associate	Taxation	2022	19,402.50	19.50	N/A	995.00	995.00	19,402.50
Evan Swager	Associate	Restructuring	2020	998,797.00	742.60	N/A	1,345.00	1,345.00	998,797.00
Lydia Tsioli	Associate	Restructuring		2,526.50	3.10	N/A	815.00	815.00	2,526.50
Trent Tucker	Associate	Corporate - General	2023	27,221.00	33.40	N/A	815.00	815.00	27,221.00
Daniel Wachenfeld	Associate	Restructuring	2024	295,845.00	363.00	N/A	815.00	815.00	295,845.00
Matt Waldrep	Associate	Restructuring	2021	559,650.00	574.00	N/A	975.00	975.00	559,650.00
Andy White	Associate	Technology & IP Transactions	2022	14,625.00	15.00	N/A	975.00	975.00	14,625.00
Mary Catherine Young	Associate	Restructuring	2023	429,195.00	440.20	N/A	975.00	975.00	429,195.00

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Joanna Aybar	Paralegal	Corporate - M&A/Private Equity	N/A	10,396.50	23.90	N/A	435.00	435.00	10,396.50
Tiffany Lang Chau	Paralegal	Corporate - Debt Finance	N/A	1,174.50	2.70	N/A	435.00	435.00	1,174.50
Uzo Dike	Paralegal	Litigation - General	N/A	13,875.00	22.20	N/A	625.00	625.00	13,875.00
Amy Donahue	Paralegal	Restructuring	N/A	11,340.00	21.60	N/A	525.00	525.00	11,340.00
Ashlyn Gallagher	Paralegal	Restructuring	N/A	217.50	0.50	N/A	435.00	435.00	217.50
Michelle Hendrickson	Paralegal	Corporate - M&A/Private Equity	N/A	1,050.00	2.00	N/A	525.00	525.00	1,050.00
Kellie Keeling	Paralegal	Corporate - M&A/Private Equity	N/A	105.00	0.20	N/A	525.00	525.00	105.00
Victoria T. McDevitt	Paralegal	Corporate - Investment Funds	N/A	609.00	1.40	N/A	435.00	435.00	609.00
Robert Orren	Paralegal	Restructuring	N/A	3,625.00	5.80	N/A	625.00	625.00	3,625.00

Henry Rosas	Paralegal	Corporate - Debt Finance	N/A	125.00	0.20	N/A	625.00	625.00	125.00
Carrie Rosenberg	Paralegal	Technology & IP Transactions	N/A	6,142.50	11.70	N/A	525.00	525.00	6,142.50
Laura Saal	Paralegal	Restructuring	N/A	17,187.50	27.50	N/A	625.00	625.00	17,187.50
Alec Sinek	Junior Paralegal	Corporate - M&A/Private Equity	N/A	1,690.00	5.20	N/A	325.00	325.00	1,690.00
Luke Spangler	Junior Paralegal	Restructuring	N/A	6,425.50	18.10	N/A	355.00	355.00	6,425.50
Danielle Walker	Junior Paralegal	Restructuring	N/A	10,508.00	29.60	N/A	355.00	355.00	10,508.00
Tanzila Zomo	Junior Paralegal	Restructuring	N/A	19,383.00	54.60	N/A	355.00	355.00	19,383.00
Marta Dudyan	Support Staff	Conflicts Analysis	N/A	1,836.00	5.40	N/A	340.00	340.00	1,836.00
Eric Nyberg	Support Staff	Conflicts Analysis	N/A	7,854.00	23.10	N/A	340.00	340.00	7,854.00
John Sorrentino	Support Staff	Technology Support	N/A	1,039.50	2.10	N/A	495.00	495.00	1,039.50
Peter Kawalek	Support Staff	Litigation & Practice Tech	N/A	3,822.50	5.50	N/A	695.00	695.00	3,822.50
Mike Li	Support Staff	Litigation & Practice Tech	N/A	38,522.00	74.80	N/A	515.00	515.00	38,522.00
James McIntyre	Support Staff	Litigation - General	N/A	127,102.00	246.80	N/A	515.00	515.00	127,102.00
Snow Yuan	Support Staff	Litigation & Practice Tech	N/A	824.00	1.60	N/A	515.00	515.00	824.00

Exhibit G

Summary of Actual and Necessary Expenses for the Fee Period

Summary of Actual and Necessary Expenses for the Fee Period

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Third Party Telephone Charges			113.95
Standard Copies or Prints			2,283.40
Binding			-
Tabs/Indexes/Dividers			-
Color Copies or Prints			11,519.20
Scanned Images			-
Postage			9.92
Outside Messenger Services			48.26
Local Transportation			4,474.84
Travel Expense			11,147.87
Airfare			5,005.01
Transportation to/from airport			2,721.85
Travel Meals			1,875.84
Other Travel Expenses			105.00
Court Reporter Fee/Deposition			745.00
Filing Fees			440,607.00
Other Court Costs and Fees			79,193.95
Outside Computer Services			1,500.00
Outside Printing Services			1,346.90
Working Meals/K&E Only			1,815.65
Catering Expenses			3,622.00
Outside Retrieval Service			23,746.82
Computer Database Research			954.00
Westlaw Research			5,643.47
LexisNexis Research			4,038.09
Overtime Transportation			2,824.85
Overtime Meals - Non-Attorney			-
Overtime Meals - Attorney			1,705.82
Document Services Overtime			-
Rental Expenses			2,177.51
Miscellaneous Office Expenses			5,214.00
Cash Credits			(8,690.00)
Client Electronic Data Storage			10,954.32
Overnight Delivery - Hard			219.87
Computer Database Research - Soft			43.50
Total			616,967.89

Exhibit H

Summary of Fees and Expenses by Matter for the Fee Period

Matter Number	Project Category Description	Hours		Total Compensation		Expenses	Total
		Budgeted	Billed	Budgeted	Billed		
2	Chapter 11 Filing	309 - 412	308.90	\$450,000 - \$600,000	305,911.00	-	305,911.00
3	Adversary Proceeding & Contested Matters	1,428 - 1,904	2,053.10	\$2,025,000 - \$2,700,000	2,280,288.50	-	2,280,288.50
4	Automatic Stay Matters	36 - 48	47.80	\$50,400 - \$67,200	50,429.00	-	50,429.00
5	Business Operations	80 - 106	85.50	\$112,500 - \$150,000	98,058.50	-	98,058.50
6	Case Administration	147 - 196	373.20	\$207,000 - \$276,000	361,030.00	-	361,030.00
7	DIP Financing and Cash Management	947 - 1,263	1,001.30	\$1,350,000 - \$1,800,000	1,265,547.50	-	1,265,547.50
8	Customer and Vendor Matters	150 - 200	183.80	\$212,400 - \$283,200	212,233.00	-	212,233.00
9	Claims Administration and Objections	65 - 86	66.00	\$90,000 - \$120,000	61,585.00	-	61,585.00
10	Official Committee Matters and Meetings	212 - 282	236.30	\$301,500 - \$402,000	301,630.50	-	301,630.50
11	Use, Sale, and Disposition of Property	45 - 60	53.70	\$63,900 - \$85,200	63,667.50	-	63,667.50
12	Corp., Governance, & Securities Matters	351 - 468	548.10	\$495,000 - \$660,000	772,393.00	-	772,393.00
13	Employee Matters	97 - 129	131.90	\$135,000 - \$180,000	158,723.50	-	158,723.50
14	Executory Contracts and Unexpired Leases	180 - 240	289.30	\$253,800 - \$338,400	280,673.50	-	280,673.50
15	SOFAs and Schedules	65 - 86	98.00	\$90,000 - \$120,000	90,353.00	-	90,353.00
16	Hearings	162 - 216	206.10	\$225,000 - \$300,000	264,127.00	-	264,127.00
17	Insurance and Surety Matters	16 - 22	21.30	\$22,500 - \$30,000	32,404.50	-	32,404.50
18	Disclosure Statement, Plan, Confirmation	1,617 - 2,155	1,961.10	\$2,250,000 - \$3,000,000	2,559,445.50	-	2,559,445.50
19	K&E Retention and Fee Matters	126 - 169	264.50	\$180,000 - \$240,000	245,792.00	-	245,792.00
20	Non-K&E Retention and Fee Matters	129 - 172	602.60	\$180,000 - \$240,000	645,856.50	-	645,856.50
21	Tax Matters	68 - 91	70.80	\$90,000 - \$120,000	80,413.00	-	80,413.00
22	Creditor and Stakeholder Communications	65 - 86	33.90	\$90,000 - \$120,000	45,167.50	-	45,167.50
23	Utilities	6 - 9	1.30	\$9,000 - \$12,000	1,091.50	-	1,091.50
24	Non-Working Travel	32 - 43	70.20	\$45,000 - \$60,000	79,323.50	-	79,323.50
25	U.S. Trustee Communications & Reporting	70 - 93	77.80	\$72,000 - \$96,000	90,843.00	-	90,843.00
26	Expenses	309 - 412	-	\$450,000 - \$600,000	-	616,967.89	616,967.89
27	Project A	1,428 - 1,904	8.10	\$450,000 - \$600,000	13,932.00	-	13,932.00
Total		6,403 - 8,536	8,794.60	\$9,000,000 - \$12,000,000	10,360,919.50	616,967.89	10,977,887.39

Exhibit I

Detailed Description of Services Provided

Document Page 100 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187164
Client Matter: 55160-2

In the Matter of Chapter 11 Filing

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 305,521.00

Total legal services rendered

\$ 305,521.00

Legal Services for the Period Ending March 31, 2024
 Thrasio Holdings, Inc.
 Chapter 11 Filing

Invoice Number: 1010187164
 Matter Number: 55160-2

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	10.00	815.00	8,150.00
Joanna Aybar	18.90	435.00	8,221.50
Tiffani Chanroo	27.80	1,265.00	35,167.00
Tiffany Lang Chau	2.70	435.00	1,174.50
Amy Donahue	18.30	525.00	9,607.50
Trevor Eck	16.30	975.00	15,892.50
Matthew C. Fagen, P.C.	6.70	1,685.00	11,289.50
Megan C. Feeney	29.20	975.00	28,470.00
Susan D. Golden	0.50	1,600.00	800.00
Josh Greenblatt, P.C.	4.40	2,065.00	9,086.00
Colin J. Martindale	5.60	1,235.00	6,916.00
Casey McGushin	8.40	1,555.00	13,062.00
Jamie McLennan	11.60	815.00	9,454.00
Humza Moinuddin	3.90	815.00	3,178.50
Francis Petrie	12.70	1,595.00	20,256.50
Laura Saal	10.40	625.00	6,500.00
Nick Salinaro	3.90	815.00	3,178.50
Anup Sathy, P.C.	3.60	2,305.00	8,298.00
Diana Soriano	2.30	815.00	1,874.50
Luke Spangler	3.30	355.00	1,171.50
Charlie Steinmetz	10.00	815.00	8,150.00
Evan Swager	32.10	1,345.00	43,174.50
Daniel Wachenfeld	17.20	815.00	14,018.00
Matt Waldrep	15.60	975.00	15,210.00
Danielle Walker	3.00	355.00	1,065.00
Mary Catherine Young	18.50	975.00	18,037.50
Tanzila Zomo	11.60	355.00	4,118.00
TOTALS	308.50		\$ 305,521.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187164

Thrasio Holdings, Inc.

Matter Number:

55160-2

Chapter 11 Filing

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	Anthony Abate	9.40	Draft chapter 11 first day motions for filing (3.9); revise same (3.5); review, revise first day declaration (.8); review, revise evidentiary support to first day motions exhibit (.6); draft chapter 11 filing announcement (.6).
02/28/24	Joanna Aybar	10.50	Compile chapter 11 petitions for filing (.9); file chapter 11 voluntary petitions (3.9); prepare for chapter 11 first day hearing (3.1); compile as-filed first day orders (2.6).
02/28/24	Tiffani Chanroo	11.70	Prepare for chapter 11 filing (2.3); review first day motions for filing (2.9); correspond with E. Swager, K&E team re first day motions for filing (.5); conference with E. Swager, K&E team re same (.4); review, revise customer programs motion (.6); analyze revisions re same (.3); review, analyze invoice issues (.8); correspond with Company re same (.2); correspond with M. Gearin re Amazon motion (.8); prepare for chapter 11 cases first day hearing (1.2); review, revise disclosure statement (1.3); conference with E. Swager, K&E team re chapter 11 filing (.4).
02/28/24	Amy Donahue	11.00	Revise and compile voluntary petitions for filing (2.6); file chapter 11 voluntary petitions (2.0); review, compile filed chapter 11 petitions (2.9); prepare for chapter 11 case filing (1.7); assist with preparations for chapter 11 first day hearing (1.8).
02/28/24	Trevor Eck	8.70	Review first day motions re chapter 11 filing (3.9); revise same (1.4); review, revise talking points re first day motions (2.1); conference with E. Swager, K&E team re chapter 11 filing, first day hearing preparation (1.3).
02/28/24	Matthew C. Fagen, P.C.	4.60	Correspond with F. Petrie, K&E team re filing (2.5); correspond with F. Petrie, K&E team, advisors re open issues, filing (2.1).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187164

Thrasio Holdings, Inc.

Matter Number:

55160-2

Chapter 11 Filing

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	Megan C. Feeney	14.50	Review, revise first day motions in preparation for chapter 11 filing (3.3); correspond with E. Swager, K&E team, Cole Schotz re same (.7); conference with E. Swager, K&E team, Cole Schotz re same (1.4); draft, revise disclosure statement (2.0); draft, revise disclosure statement motion (1.1); draft, revise disclosure statement, orders and exhibit (2.1); correspond with F. Petrie, K&E team re disclosure statement (.4); conference with F. Petrie, K&E team re same (1.4); conference with F. Petrie, K&E team re case timeline re same (.1); prepare disclosure statement for filing (1.5); correspond with T. Chanroo, K&E team, Cole Schotz re first day hearing (.5).
02/28/24	Josh Greenblatt, P.C.	2.50	Review first day declaration and motions in preparation for first day hearing.
02/28/24	Casey McGushin	3.40	Prepare for witness preparation session for first day hearing for J. Burke (2.0); participate in witness preparation session for first day hearing for J. Burke (.8); review and analyze first day pleadings and declarations in preparation for first day hearing (.6).
02/28/24	Jamie McLennan	8.00	Review and revise first day motions in preparation of chapter 11 filing (3.9); conference with M. Feeney and K&E team re chapter 11 filing (2.0); review and revise wages motion talking points (2.1).
02/28/24	Humza Moinuddin	3.90	Review, revise first day motions in preparation for chapter 11 filing.
02/28/24	Francis Petrie	6.10	Conference with E. Swager, K&E team re chapter 11 filing (1.1); review and revise first day orders (3.9); review, analyze same (1.1).
02/28/24	Francis Petrie	5.20	File chapter 11 case (3.9); review, analyze issues re same (1.3).
02/28/24	Laura Saal	8.00	Compile filing versions of petitions (1.6); file petitions (2.2); review and revise pro hac vice applications and certifications (1.5); correspond with T. Chanroo re same (.2); coordinate payment of court filing fees for petitions (1.5); assist with chapter 11 hearing (1.0).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187164

Thrasio Holdings, Inc.

Matter Number:

55160-2

Chapter 11 Filing

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	Anup Sathy, P.C.	1.30	Review, analyze materials re first day hearing issues.
02/28/24	Diana Soriano	1.80	Conference with T. Eck, K&E team re closing checklist status (.9); revise, revise closing checklist tasks (.9).
02/28/24	Luke Spangler	3.30	Revise and compile chapter 11 voluntary petitions (1.4); file chapter 11 petitions (1.6); prepare and assist with chapter 11 filing (.3).
02/28/24	Charlie Steinmetz	5.80	Correspond with E. Swager, K&E team re filing preparation (2.7); review, revise case management motion (1.8); review, revise claims trading motion (1.3).
02/28/24	Evan Swager	11.20	Review, revise chapter 11 first day motions (7.3); file chapter 11 cases (3.9).
02/28/24	Daniel Wachenfeld	5.20	Conference with E. Swager, K&E team re preparation for chapter 11 filing (.8); review, revise first day motions in preparation for chapter 11 filing (4.4).
02/28/24	Matt Waldrep	5.70	Review, revise first day motions in preparation of filing (1.3); correspond (multiple) with F. Petrie re filed first day motions (1.5); review, revise talking points re first day motions (.3); review, revise first day declaration (.9); draft summary re chapter 11 case (1.7).
02/28/24	Danielle Walker	3.00	Prepare petitions for chapter 11 filing.
02/28/24	Mary Catherine Young	10.60	Office conferences with F. Petrie, K&E team re chapter 11 filing (3.9); review, revise first day pleadings re same (3.8); review, revise first day declaration (2.9).
02/28/24	Tanzila Zomo	4.30	Review, revise chapter 11 petitions (3.6); file chapter 11 petitions (.5); submit payments re filing chapter 11 petitions (.2).
02/29/24	Anthony Abate	0.10	Correspond with A. Gorman re chapter 11 case website.
02/29/24	Joanna Aybar	7.00	Prepare for chapter 11 first day hearing (3.9); coordinate with T. Chanroo, K&E team for same (2.1); review, compile filed chapter 11 petitions (1.0).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187164

Thrasio Holdings, Inc.

Matter Number:

55160-2

Chapter 11 Filing

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/29/24	Tiffani Chanroo	11.80	Prepare for first day hearing (3.9); review, revise pro hac vice submissions (.9); correspond with L. Saal, K&E team, Cole Schotz team re same (.2); review, revise first day agenda (1.1); correspond with Cole Schotz team re same (.4); correspond with Cole Schotz team re hearing logistics (.5); correspond with M. Gearing re first day hearing (.3); review, analyze first day hearing transcripts (.6); review, revise talking points re first day motions (.8); review, revise first day motions (1.3); analyze UST comments re first day motions (1.2); review, analyze first day motion orders (.6).
02/29/24	Amy Donahue	7.30	Prepare for chapter 11 first day hearing (3.3); compile filed chapter 11 petitions (2.5); correspond with E. Swager, K&E team re preparation re first day hearing (1.5).
02/29/24	Trevor Eck	2.50	Review, revise first day orders re U.S. Trustee comments (1.6); research precedent first day orders re U.S. Trustee comments (.9).
02/29/24	Matthew C. Fagen, P.C.	2.10	Review, analyze issues re first day hearing.
02/29/24	Megan C. Feeney	3.40	Draft, revise first day orders re UST, Alix comments (.9); correspond with T. Chanroo, UST, Alix, Cole Schotz re first day orders (.5); draft, revise summary re UST comments to first day orders (.5); draft, revise talking points re first day motions (1.2); correspond with Alix, T. Eck, K&E team re first day hearing (.3).
02/29/24	Colin J. Martindale	5.60	Draft direct examinations for first day hearing (2.5); review, revise draft direct examinations (.3); prepare for witness preparation sessions (1.6); prepare S. Greene for first day hearing (.4); prepare T. Grossman for first day hearing (.8).
02/29/24	Casey McGushin	5.00	Prepare for first day witness preparation sessions (2.4); review and analyze first day pleadings in preparation for first day hearing (1.4); participate in witness preparation session with T. Grossman (.7); participate in witness preparation session with S. Greene (.5).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187164

Thrasio Holdings, Inc.

Matter Number:

55160-2

Chapter 11 Filing

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/29/24	Laura Saal	2.40	Review, revise pro hac vice applications and certifications for K&E team (1.7); distribute pro hac vice applications to Cole Schotz for filing (.3); correspond with Cole Schotz re same (.2); correspond with M. Young re same (.2).
02/29/24	Nick Salinaro	3.90	Review, analyze perfection certificate and collateral (.7); review, revise perfection certificate (.7); draft summary re intellectual property security agreement (.7); correspond with Gibson Dunn re financing docs (.4); telephone conference with F. Petrie, K&E team re financing documents (.6); review correspondence re pre closing matters (.8).
02/29/24	Anup Sathy, P.C.	1.30	Review, analyze materials re first day hearing matters.
02/29/24	Diana Soriano	0.50	Review, analyze certificates of good standing (.2); correspond with Gibson Dunn certificates of good standing (.1); review, analyze credit agreement (.1); correspond with Simpson Thatcher re KYC requests (.1).
02/29/24	Charlie Steinmetz	3.30	Correspond with T. Chanroo, K&E team re chapter 11 filing (1.7); review, revise NOL motion materials (1.6).
02/29/24	Evan Swager	4.50	Review comments to first day motions (1.3); revise motions re same (1.7); revise first day presentation (1.5).
02/29/24	Matt Waldrep	2.40	Review, revise chapter 11 summary (1.0); correspond with E. Swager and F. Petrie re chapter 11 case summary (.6); correspond with T. Eck, D. Wachenfeld re customer programs motion (.5); correspond with M. Feeny re cash management motion (.1); review, revise cash management motion interim order (.2).
02/29/24	Matt Waldrep	0.30	Review, revise cash management motion talking points.
02/29/24	Mary Catherine Young	7.40	Review, revise first day presentation (2.9); correspond with E. Swager, K&E team re first day motions (3.5); review, analyze re same (1.0).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187164

Thrasio Holdings, Inc.

Matter Number:

55160-2

Chapter 11 Filing

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/29/24	Tanzila Zomo	7.30	Coordinate first day hearing logistics (3.0); correspond with C. Steinmetz re same (.8); research re chapter 11 first day hearing transcripts (.2); compile first day pleadings for attorney preparation (2.0); correspond with C. Steinmetz, K&E team re presentation material delivery (.5); correspond with Cole Schotz re filing fees, hearing appearances (.8).
03/01/24	Anthony Abate	0.50	Review, revise first day orders.
03/01/24	Joanna Aybar	1.40	Compile chapter 11 filed orders for attorneys.
03/01/24	Tiffani Chanroo	2.40	Correspond with M. Feeney, K&E team re first day orders (1.6); review first day orders (.4); correspond with AlixPartners team re same (.4).
03/01/24	Tiffany Lang Chau	2.70	Review, analyze closing deliverables (1.7); correspond with C. McGushin, K&E team re same (1.0).
03/01/24	Trevor Eck	0.80	Review, revise first day orders re first day hearing.
03/01/24	Megan C. Feeney	3.00	Prepare for first day hearing (1.5); draft, revise first day orders (1.0); correspond with E. Swager, K&E team, Cole Schotz re same (.5).
03/01/24	Jamie McLennan	1.30	Review and update first day orders.
03/01/24	Charlie Steinmetz	0.90	Review and revise first day orders (.6); correspond with M. Feeney re first day orders (.3).
03/01/24	Evan Swager	0.40	Correspond with T. Chanroo, K&E team re chapter 11 second day orders.
03/01/24	Daniel Wachenfeld	1.00	Review, revise first day orders to reflect first day hearing objections and comments.
03/01/24	Matt Waldrep	0.10	Review, revise customer programs interim order.
03/01/24	Mary Catherine Young	0.30	Review, revise proposed interim wages order.
03/02/24	Susan D. Golden	0.50	Coordinate publication of NOL notice in NY Times.
03/02/24	Evan Swager	1.10	Correspond with S. Golden, K&E team re NOL notice, vendor consent rights, DIP notice.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187164

Thrasio Holdings, Inc.

Matter Number:

55160-2

Chapter 11 Filing

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/24	Evan Swager	4.10	Correspond with C. Steinmetz, K&E team re second day motion open inquiries (1.1); review, revise second day motions (2.4); correspond with F. Petrie, K&E team re same (.6).
03/04/24	Matt Waldrep	3.20	Draft memorandum re obligations and milestones (2.4); correspond with D. Wachenfeld and M. Young re obligations and milestones (.7); correspond with M. Young, K&E team re first day motion documents (.1).
03/05/24	Francis Petrie	0.70	Correspond with E. Swager re second day motions.
03/05/24	Evan Swager	3.80	Review second day motions (3.1); correspond with lender counsel re same (.7).
03/06/24	Megan C. Feeney	0.50	Draft summary of second day motions.
03/06/24	Francis Petrie	0.70	Review filing versions of second day motions.
03/06/24	Evan Swager	3.60	Review, revise second day motions (2.5); correspond with lender counsel, advisors re second day motions (.4); prepare second day motions for filing (.7).
03/06/24	Matt Waldrep	0.10	Correspond with E. Swager and K&E team re second day motions.
03/07/24	Mary Catherine Young	0.20	Review notice of commencement.
03/11/24	Anup Sathy, P.C.	0.60	Review and analyze second day hearing issues.
03/13/24	Anup Sathy, P.C.	0.40	Review and analyze second day pleadings.
03/15/24	Tiffani Chanroo	1.20	Review, analyze issues re second day motions (.8); correspond with M. Waldrep, K&E team re same (.4).
03/15/24	Matt Waldrep	1.60	Review, revise and compile drafts of first and second day proposed final orders.
03/19/24	Daniel Wachenfeld	1.10	Review and revise first day motion final orders re anticipated U.S. Trustee comments.
03/21/24	Tiffani Chanroo	0.70	Review, revise Amazon order (.6); correspond with D. Wachenfeld re same (.1).
03/21/24	Evan Swager	1.90	Telephone conference with Company, AlixPartners, CV teams re work in process, next steps (.5); conference with F. Petrie, K&E team re work in process, open issues (.5); telephone conferences with M. Young, K&E team, objectors re objections (.9).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187164

Thrasio Holdings, Inc.

Matter Number:

55160-2

Chapter 11 Filing

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/24	Daniel Wachenfeld	2.00	Review and revise first day final orders re U.S. Trustee comments to interim orders.
03/22/24	Josh Greenblatt, P.C.	1.90	Review first day declaration and background pleadings.
03/22/24	Evan Swager	0.50	Revise second day orders.
03/23/24	Megan C. Feeney	1.90	Review, analyze revised second day orders (1.1); correspond and telephone conference with M. Waldrep re same (.4); correspond with A. Abate, K&E team re same (.2); review, analyze UCC changes to first day orders (.2).
03/23/24	Evan Swager	1.00	Correspond with F. Petrie, K&E team re motions for second day hearing, next steps.
03/24/24	Megan C. Feeney	1.90	Review cash management, de minimis asset sales, utilities, bar date issues lists (1.2); correspond with M. Waldrep, K&E team, Alix re same (.2); research pleadings re same (.5).
03/24/24	Jamie McLennan	2.30	Review and revise wages order re committee comments (1.0); review and revise utilities order re same (1.3).
03/24/24	Daniel Wachenfeld	1.20	Review and analyze Committee comments to first day final orders.
03/24/24	Matt Waldrep	2.20	Review and revise first day final orders re UCC comments.
03/25/24	Trevor Eck	1.10	Review, revise first day order issues list re Committee comments.
03/25/24	Daniel Wachenfeld	0.80	Review and analyze unsecured Committee comments to first day final orders (.3); propose responses re same (.5).
03/26/24	Daniel Wachenfeld	0.50	Revise first day final orders re committee comments.
03/27/24	Trevor Eck	1.40	Review, revise issues list re Committee comments to final first day orders.
03/27/24	Megan C. Feeney	3.80	Correspond with E. Swager re first day final orders, second day orders (.2); conferences with E. Swager, K&E team, UCC, Alix re first day final orders, second day orders (1.0); review, analyze re same (1.0); draft summary of changes re same (.6); compile and prepare same for distribution to UCC, U.S. Trustee (1.0).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187164

Thrasio Holdings, Inc.

Matter Number:

55160-2

Chapter 11 Filing

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/24	Daniel Wachenfeld	4.60	Revise first day orders for Committee comments.
03/29/24	Trevor Eck	0.60	Correspond with E. Swager, K&E team re Committee comments to first day final orders (.4); review, analyze re same (.2).
03/30/24	Trevor Eck	1.20	Review, revise first day orders re Committee comments.
03/30/24	Megan C. Feeney	0.20	Correspond with M. Young, K&E team re first and second day orders.
03/30/24	Daniel Wachenfeld	0.80	Review and analyze Committee comments to first day final orders.
Total		308.50	

Document Page 111 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187165
Client Matter: 55160-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 131,864.50

Total legal services rendered

\$ 131,864.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187165

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matt Darch	0.50	1,575.00	787.50
Josh Greenblatt, P.C.	0.50	2,065.00	1,032.50
Michael David Lehavi	10.20	785.00	8,007.00
Colin J. Martindale	31.00	1,235.00	38,285.00
Casey McGushin	10.10	1,555.00	15,705.50
James McIntyre	12.70	515.00	6,540.50
Francis Petrie	0.50	1,595.00	797.50
Evan Swager	8.50	1,345.00	11,432.50
Benjamin Woodring	36.10	1,365.00	49,276.50
TOTALS	110.10		\$ 131,864.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	Colin J. Martindale	1.10	Prepare for witness preparation of J. Burke (.5); attend witness preparation of J. Burke (.2); research precedent re purchase agreements and executory contracts (.4).
03/06/24	Evan Swager	0.80	Correspond with C. McGushin re litigation (.4); review automatic stay letter (.4).
03/07/24	Colin J. Martindale	0.70	Review and analyze demand letter and draft proposed response (.6); correspond with C. McGushin re proposed response (.1).
03/08/24	Francis Petrie	0.50	Telephone conference with C. McGushin, K&E team re litigation issues.
03/10/24	Evan Swager	1.00	Telephone conference with C. McGushin, Company, Ropes & Grey team re pending litigation (.3); correspond with F. Petrie re same (.2); review complaint re same (.5).
03/11/24	Evan Swager	1.50	Correspond with C. McGushin, counterparties re litigation considerations (1.0); telephone conference with T. Chanroo, K&E team, Company re demand letter (.5).
03/12/24	Evan Swager	0.50	Telephone conference with F. Petrie, K&E team re litigation considerations.
03/13/24	Evan Swager	3.00	Correspond with C. McGushin re threatened litigation (1.3); review documents, communications re same (1.2); telephone conference with Company, C. McGushin, K&E team re same (.5).
03/14/24	Evan Swager	1.40	Correspond with Company, C. McGushin re privilege considerations.
03/17/24	Casey McGushin	1.10	Review and analyze diligence requests from Committee counsel (.4); review and analyze independent investigation document production (.7).
03/20/24	Casey McGushin	0.40	Review and analyze diligence requests.
03/21/24	Colin J. Martindale	6.50	Research law on equitable actions and claims preferences (4.9); coordinate discovery responses to Committee (.8); review and revise proposed responses to Committee informal discovery requests (.8).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187165

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/24	Casey McGushin	0.70	Telephone conference with M. Fagen, K&E team re litigation work streams (.3); correspond with M. Lehavi, K&E team re collection of K&E emails for discovery (.4).
03/21/24	Benjamin Woodring	0.70	Conference with W. Arnault, K&E team re litigation issues (.2); conference with C. McGushin, K&E team re same (.5).
03/22/24	Josh Greenblatt, P.C.	0.50	Telephone conference with C. McGushin, K&E team re litigation status.
03/22/24	Colin J. Martindale	0.50	Coordinate document collection process for potential Committee production.
03/22/24	Casey McGushin	2.00	Review, analyze documents for discovery review (.3); review and analyze diligence requests and responses re discovery (.4); review and analyze documents for potential production (.9); telephone conference with E. Swager, K&E team and Katten team re case update (.4).
03/22/24	James McIntyre	0.90	Prepare Company documents for attorney review (.5); draft re same (.4).
03/23/24	Michael David Lehavi	1.40	Conference with B. Woodring, K&E team re document review (.2); review, analyze documents for litigation risks (1.2).
03/23/24	Colin J. Martindale	0.40	Telephone conference with C. McGushin re UCC document review.
03/23/24	James McIntyre	0.50	Draft Company documents for attorney review (.2); draft summary re same (.3).
03/23/24	Benjamin Woodring	4.90	Conference with C. McGushin, K&E team re privilege review (.6); review, analyze documents re same (3.8); further analyze same (.5).
03/24/24	Michael David Lehavi	2.30	Review, analyze documents re litigation issues.
03/24/24	Colin J. Martindale	2.50	Review, analyze documents for responsiveness and privilege.
03/24/24	Colin J. Martindale	0.50	Review, analyze document review workspace configuration with litigation support team (.3); correspond with M. Lehavi re review process (.2).
03/24/24	Benjamin Woodring	4.70	Review and analyze filings to prepare potential litigation strategy (2.0); review, analyze documents for production (2.7).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187165

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/24	Michael David Lehavi	2.50	Review and analyze documents for production.
03/25/24	Colin J. Martindale	6.50	Review, analyze ESI documents for responsiveness and privilege for Committee production.
03/25/24	Colin J. Martindale	0.20	Review, analyze document review process with B. Woodring, K&E team (.1); correspond with C. McGushin re privilege review process (.1).
03/25/24	Casey McGushin	1.10	Review, analyze documents for responsiveness and privilege re diligence and discovery.
03/25/24	James McIntyre	0.40	Prepare Company documents for attorney review (.2); draft summary re same (.2).
03/25/24	Benjamin Woodring	1.30	Review, analyze documents to prepare for production.
03/26/24	Michael David Lehavi	2.90	Review and analyze documents for production.
03/26/24	Colin J. Martindale	1.10	Review board minutes and draft proposal re review process (.8); coordinate document processing with litigation support team (.3).
03/26/24	Colin J. Martindale	4.00	Review, analyze diligence documents for responsiveness and privilege for Committee production.
03/26/24	Casey McGushin	2.60	Review and analyze discovery requests served by Committee (.4); review and analyze documents to be produced to Committee (2.2).
03/26/24	James McIntyre	0.90	Prepare Company documents for attorney review (.5); draft summary re same (.4).
03/26/24	Evan Swager	0.30	Telephone conference with C. McGushin, Company re litigation considerations.
03/26/24	Benjamin Woodring	4.80	Review and analyze filings to prepare potential litigation strategy (1.0); review documents for production (3.8).
03/27/24	Michael David Lehavi	0.40	Conference with B. Woodring, K&E team re document production (.1); review and analyze documents for production (.3).
03/27/24	Colin J. Martindale	4.80	Review, analyze diligence documents for responsiveness and privilege for Committee production (2.8); review board meeting minutes for responsiveness and privilege (2.0).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187165

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/24	Colin J. Martindale	0.60	Correspond with B. Woodring, K&E team re UCC call (.1); coordinate document production processing (.4); telephone conference with B. Woodring, K&E team re Committee document review process (.1).
03/27/24	Casey McGushin	0.30	Telephone conference with B. Woodring and K&E team re ongoing discovery efforts.
03/27/24	James McIntyre	0.30	Prepare Company documents for attorney review.
03/27/24	Benjamin Woodring	11.10	Conference with UCC counsel re diligence requests (.5); review and analyze filings to prepare potential litigation strategy (2.8); review, analyze documents for production (3.9); further analyze same (3.9).
03/28/24	Michael David Lehavi	0.70	Review and analyze documents for production.
03/28/24	Colin J. Martindale	1.60	Review, analyze diligence production for responsiveness and privilege.
03/28/24	Casey McGushin	1.40	Review and analyze documents for production to Committee.
03/28/24	James McIntyre	2.20	Prepare Company documents for attorney review (1.5); draft summary re same (.7).
03/28/24	Benjamin Woodring	2.10	Coordinate production and follow-up questions (1.1); conference with C. McGushin, K&E team re matter status and potential strategy (1.0).
03/29/24	Matt Darch	0.50	Correspond with C. Rosenberg, K&E team re ownership and chain of title of registered intellectual property.
03/29/24	Casey McGushin	0.50	Telephone conference with E. Swager, K&E team and Katten team re investigation and diligence requests.
03/29/24	James McIntyre	5.80	Prepare Company documents for attorney review (3.0); draft summary re same (2.8).
03/29/24	Benjamin Woodring	3.40	Analyze litigation strategy (.5); draft protective order (1.4); conference with E. Swager, K&E team re case updates (.5); review and analyze filings to prepare potential litigation strategy (1.0).
03/30/24	James McIntyre	0.90	Prepare Company documents for attorney review (.5); draft summary re same (.4).
03/30/24	Benjamin Woodring	1.20	Coordinate supplemental production (.6); conference with C. Martindale re same (.6).

Legal Services for the Period Ending March 31, 2024
Thrasio Holdings, Inc.

Invoice Number: 1010187165
Matter Number: 55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/24	James McIntyre	0.80	Prepare Company documents for attorney review (.4); draft summary re same (.4).
03/31/24	Benjamin Woodring	1.90	Coordinate supplemental production (1.0) and conference with C. Martindale, K&E team re same (.5); conference with C. Martindale, K&E team re matter updates and strategy and logistics planning (.4).
Total		110.10	

Document Page 118 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187166
Client Matter: 55160-4

In the Matter of Automatic Stay Matters

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 41,577.50

Total legal services rendered

\$ 41,577.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187166

Thrasio Holdings, Inc.

Matter Number:

55160-4

Automatic Stay Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	2.80	975.00	2,730.00
Michael David Lehavi	0.80	785.00	628.00
Colin J. Martindale	4.70	1,235.00	5,804.50
Casey McGushin	3.60	1,555.00	5,598.00
Humza Moinuddin	9.20	815.00	7,498.00
Francis Petrie	1.80	1,595.00	2,871.00
Evan Swager	4.40	1,345.00	5,918.00
Matt Waldrep	5.00	975.00	4,875.00
Mary Catherine Young	5.80	975.00	5,655.00
TOTALS	38.10		\$ 41,577.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/24	Casey McGushin	0.50	Participate in telephone conference with Company and Gibson Dunn re impact of stay on threatened litigation.
03/01/24	Humza Moinuddin	0.80	Review, revise automatic stay order.
03/01/24	Mary Catherine Young	0.20	Review, revise proposed interim automatic stay order.
03/02/24	Francis Petrie	1.50	Review, analyze automatic stay issues.
03/04/24	Casey McGushin	0.30	Correspond with E. Swager, K&E team re potential automatic stay violations.
03/05/24	Humza Moinuddin	2.40	Draft form letter re automatic stay violations (2.3); correspond with M. Young re draft letter re automatic stay violations (.1).
03/05/24	Mary Catherine Young	1.10	Correspond with H. Moinuddin, K&E team re automatic stay letter (.2); review, revise letter re same (.9).
03/06/24	Casey McGushin	0.40	Correspond with E. Swager, K&E team re potential automatic stay issues.
03/06/24	Humza Moinuddin	2.30	Draft, revise letter re enforcement of automatic stay (2.2); correspond with M. Young re automatic stay letter (.1).
03/06/24	Francis Petrie	0.30	Review draft letter re automatic stay (.2); correspond with E. Swager re same (.1).
03/07/24	Humza Moinuddin	0.60	Draft, revise letter re automatic stay enforcement (.5); correspond with M. Young re automatic stay enforcement letter (.1).
03/07/24	Mary Catherine Young	0.30	Review, revise automatic stay letter.
03/10/24	Casey McGushin	0.80	Telephone conference with Company, E. Swager, K&E team re potential automatic stay issues (.3); review and analyze proposed complaint re same (.5).
03/11/24	Humza Moinuddin	0.20	Conference with M. Young, E. Swager, AlixPartners, Company re draft automatic stay letter.
03/11/24	Mary Catherine Young	0.30	Conference with AlixPartners, C. McGushin, K&E team re automatic stay letter.
03/12/24	Casey McGushin	0.50	Telephone conference W. Pruitt, K&E team re insurance policies and potential automatic stay matters.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187166

Thrasio Holdings, Inc.

Matter Number:

55160-4

Automatic Stay Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/24	Humza Moinuddin	0.60	Review, analyze precedent re automatic stay letters (.4); correspond with M. Waldrep re precedent re same (.2).
03/12/24	Matt Waldrep	0.80	Research re automatic stay letter.
03/13/24	Evan Swager	0.70	Review, revise letter to third party re automatic stay violation.
03/13/24	Matt Waldrep	2.50	Research and draft automatic stay violation letter (1.4); correspond with M. Young, K&E team re automatic stay letter (1.1).
03/14/24	Casey McGushin	1.10	Review, analyze documents re potential automatic stay violation (.6); telephone conference with E. Swager re same (.3); review and revise draft automatic stay violation letter (.2).
03/14/24	Evan Swager	0.90	Telephone conference with Company re violation of automatic stay (.5); correspond with C. McGushin, K&E team re same (.4).
03/15/24	Evan Swager	0.90	Correspond with C. McGushin, K&E team re automatic stay violation, next steps.
03/15/24	Mary Catherine Young	1.30	Draft, revise automatic stay violation letter.
03/18/24	Colin J. Martindale	1.20	Review, revise automatic stay letter (.3); participate in telephone conference with AlixPartners team re diligence requests (.5); prepare for same (.4).
03/19/24	Michael David Lehavi	0.30	Review and analyze automatic stay violation letter.
03/19/24	Colin J. Martindale	0.20	Review and analyze automatic stay violation letter.
03/19/24	Evan Swager	0.80	Review, revise automatic stay violation letter.
03/19/24	Mary Catherine Young	0.90	Review, revise automatic stay violation letter (.4); correspond with H. Moinuddin re same (.1); correspond with E. Swager re same (.4).
03/20/24	Trevor Eck	0.70	Review, analyze vendor contract re automatic stay issues.
03/21/24	Trevor Eck	0.60	Review, revise automatic stay violation letter.
03/21/24	Matt Waldrep	0.70	Review, revise automatic stay violation letter.
03/22/24	Trevor Eck	0.60	Review, revise automatic stay violation letter.
03/22/24	Colin J. Martindale	2.00	Research law on injunctive relief and automatic stay.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187166

Thrasio Holdings, Inc.

Matter Number:

55160-4

Automatic Stay Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/24	Humza Moinuddin	1.20	Draft letter re enforcement of automatic stay (.8); correspond with M. Waldrep re same (.4).
03/22/24	Matt Waldrep	0.50	Review, revise automatic stay violation letter.
03/22/24	Mary Catherine Young	0.80	Review, analyze creditor outreach re automatic stay considerations (.4); correspond with the Company re same (.4).
03/23/24	Trevor Eck	0.40	Review, revise automatic stay violation letter.
03/25/24	Humza Moinuddin	0.50	Review, revise letter re enforcing automatic stay (.4); correspond with M. Waldrep, T. Eck, M. Young, K&E team re same (.1).
03/25/24	Mary Catherine Young	0.40	Correspond with E. Swager, K&E team re automatic stay letter (.2); correspond with Company re same (.2).
03/26/24	Trevor Eck	0.50	Telephone conference with Company, AlixPartners, E. Swager, K&E team re potential automatic stay violation.
03/26/24	Humza Moinuddin	0.60	Conference with E. Swager, Company re automatic stay enforcement letter.
03/26/24	Evan Swager	1.10	Telephone conference with Company re automatic stay enforcement letter considerations (.5); review letter, underlying creditor correspondence (.6).
03/26/24	Matt Waldrep	0.50	Conference with Company, K. Bobholz, K&E team re warehouse lien.
03/26/24	Mary Catherine Young	0.50	Correspond with E. Swager, K&E team re automatic stay letter (.3); correspond with Company re same (.2).
03/28/24	Colin J. Martindale	1.30	Research re injunctive relief and automatic stay.
03/29/24	Michael David Lehavi	0.50	Review and analyze UCC correspondence re document discovery (.2); conference with Committee counsel re same (.3).
Total		38.10	

Document Page 123 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187167
Client Matter: 55160-5

In the Matter of Business Operations

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 77,322.50

Total legal services rendered

\$ 77,322.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187167

Thrasio Holdings, Inc.

Matter Number:

55160-5

Business Operations

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Keegan A. Bobholz	0.50	1,345.00	672.50
Matt Darch	1.30	1,575.00	2,047.50
Trevor Eck	0.80	975.00	780.00
Matthew C. Fagen, P.C.	9.10	1,685.00	15,333.50
Francis Petrie	12.30	1,595.00	19,618.50
Carrie Rosenberg	4.90	525.00	2,572.50
Evan Swager	3.20	1,345.00	4,304.00
Daniel Wachenfeld	12.10	815.00	9,861.50
Matt Waldrep	15.40	975.00	15,015.00
Andy White	4.30	975.00	4,192.50
Mary Catherine Young	3.00	975.00	2,925.00
TOTALS	66.90		\$ 77,322.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/29/24	Daniel Wachenfeld	3.90	Draft summary re first day order reporting obligations for post-petition management presentation.
02/29/24	Matt Waldrep	4.50	Draft summary for Company leadership re obligations and milestones (4.1); correspond with M. Young and D. Wachenfeld re materials for company leadership re obligations and milestones (.4).
03/01/24	Daniel Wachenfeld	1.60	Draft post-petition management presentation re obligations re first day orders and restructuring support agreement.
03/01/24	Matt Waldrep	3.20	Draft summary for Company leadership re governance obligations and milestones (3.0); correspond with D. Wachenfeld re draft summary re same (.2).
03/03/24	Daniel Wachenfeld	2.60	Draft post-petition management presentation.
03/03/24	Matt Waldrep	2.70	Draft materials for Company leadership re chapter 11 obligations and milestones (2.5); correspond with D. Wachenfeld re Chapter 11 obligations and milestones (.2).
03/04/24	Matthew C. Fagen, P.C.	2.00	Correspond with Company re chapter 11 case status and next steps.
03/04/24	Daniel Wachenfeld	1.40	Draft post-petition management presentation re same.
03/04/24	Matt Waldrep	0.80	Draft vendors letter (.5); research re vendors letter (.3).
03/05/24	Matthew C. Fagen, P.C.	0.90	Correspond with Company re case status and creditor inbounds.
03/05/24	Daniel Wachenfeld	0.60	Review and revise post-petition management presentation.
03/06/24	Matthew C. Fagen, P.C.	0.70	Correspond with Company re next steps in case.
03/06/24	Francis Petrie	0.50	Telephone conferences with E. Swager re open business issues.
03/07/24	Francis Petrie	2.40	Correspond with Company re open business and legal issues.
03/08/24	Matthew C. Fagen, P.C.	0.90	Correspond with Company re case status.
03/08/24	Francis Petrie	0.60	Telephone conference with Company re weekly check in.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187167

Thrasio Holdings, Inc.

Matter Number:

55160-5

Business Operations

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/24	Matt Waldrep	2.30	Correspond with J. McLennan and D. Wachenfeld re reporting obligations tracker (.4); review, revise first day motion reporting obligation tracker (1.9).
03/11/24	Trevor Eck	0.80	Draft lender advisor NDA.
03/11/24	Francis Petrie	1.70	Telephone conference with E. Swager re open business issues (.4); correspond with Company re same (1.3).
03/12/24	Francis Petrie	3.70	Conference with E. Swager re open business issues (.2); correspond with E. Swager re same (1.3); telephone conference with W. Graham, H. Etlin, advisor group re consultant engagement (.4); telephone conference with Company re check in and business issues (.5); correspond re advisor NDA and scope of work (1.3).
03/12/24	Evan Swager	2.20	Review, analyze reporting obligations presentation (1.4); revise same (.8).
03/12/24	Daniel Wachenfeld	0.90	Review and revise post-petition management presentation.
03/12/24	Mary Catherine Young	1.10	Correspond with E. Swager, K&E team re post-petition Company obligations presentation (.5); review, revise re same (.6).
03/13/24	Matthew C. Fagen, P.C.	1.80	Correspond with Company re case status.
03/15/24	Keegan A. Bobholz	0.50	Telephone conference with Company, Centerview, F. Petrie, E. Swager and J. Kelly re deal update.
03/15/24	Daniel Wachenfeld	0.80	Review, revise post-petition management presentation.
03/15/24	Matt Waldrep	1.60	Review, revise post-petition management presentation (1.2); correspond with D. Wachenfeld and M. Young re same (.2); correspond with AlixPartners team, M. Young, K&E team re same (.2).
03/15/24	Mary Catherine Young	0.30	Review, revise postpetition Company obligations presentation.
03/17/24	Daniel Wachenfeld	0.30	Revise, analyze post-petition management presentation.
03/17/24	Matt Waldrep	0.30	Correspond with M. Young, D. Wachenfeld and E. Swager re post-petition management presentation.
03/17/24	Mary Catherine Young	0.30	Correspond with E. Swager re post-petition management obligations presentation.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187167

Thrasio Holdings, Inc.

Matter Number:

55160-5

Business Operations

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/24	Matthew C. Fagen, P.C.	2.80	Correspond with F. Petrie, Company re business dispositions, second day hearing.
03/18/24	Francis Petrie	1.60	Telephone conference with M. Fagen re open issues (.5); telephone conference with E. Swager, K&E team re same (1.1).
03/18/24	Francis Petrie	0.90	Telephone conference with M. Young, Company re post-petition Company reporting requirements.
03/18/24	Evan Swager	1.00	Telephone conference with M. Young, K&E team re chapter 11 operating considerations.
03/18/24	Mary Catherine Young	1.30	Conference with Company re post-petition management obligations (1.0); prepare for same (.3).
03/20/24	Andy White	0.50	Review, analyze registered patent owner spreadsheet (.3); correspond with M. Darch and C. Rosenberg re next steps on patent owner spreadsheet (.2).
03/21/24	Andy White	0.40	Review and analyze patent owner spreadsheet strategies (.2); correspond with M. Darch and C. Rosenberg re same (.2).
03/22/24	Matt Darch	0.50	Correspond with C. Rosenberg, K&E team re intellectual property searches for owner of record.
03/22/24	Andy White	0.60	Telephone conference with Alix re registered patent issue (.4); correspond with M. Darch re strategy to finalize registered patent schedule (.2).
03/23/24	Carrie Rosenberg	3.70	Review, analyze intellectual property identified in disclosure schedules (1.3); research re current owner of record (1.5); review, revise disclosure statement (.9).
03/25/24	Matt Darch	0.60	Review and revise summary of registered intellectual propriety.
03/25/24	Carrie Rosenberg	1.20	Review, analyze intellectual property identified in search reports (.8); compare search results to company disclosure (.4).
03/25/24	Andy White	1.20	Review and analyze patent registered owner results (.9); correspond with M. Darch and Company re same (.3).
03/26/24	Francis Petrie	0.90	Telephone conference with Alix, Centerview re open issues (.5); telephone conference with Company re strategy and next steps (.4).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187167

Thrasio Holdings, Inc.

Matter Number:

55160-5

Business Operations

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/24	Andy White	0.20	Correspond with B. Siepka and A. Bledsoe re IP searches.
03/27/24	Matt Darch	0.20	Correspond with C. Rosenburg, K&E team re ownership of patents.
03/27/24	Andy White	0.60	Conference with M. Darch re patent search strategy and outstanding issues (.2); review, analyze patent search and IP acquisition documents (.3); correspond with E. Swager, K&E team re same (.1).
03/29/24	Andy White	0.80	Review and analyze public documents re patent registered owner search (.6); correspond with M. Darch re same (.2).
Total		66.90	

Document Page 129 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187168
Client Matter: 55160-6

In the Matter of Case Administration

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 144,796.50

Total legal services rendered

\$ 144,796.50

Legal Services for the Period Ending March 31, 2024
 Thrasio Holdings, Inc.
 Case Administration

Invoice Number: 1010187168
 Matter Number: 55160-6

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	4.00	815.00	3,260.00
Joanna Aybar	1.60	435.00	696.00
Tiffani Chanroo	13.40	1,265.00	16,951.00
Trevor Eck	8.30	975.00	8,092.50
Matthew C. Fagen, P.C.	3.60	1,685.00	6,066.00
Megan C. Feeney	8.40	975.00	8,190.00
Josh Greenblatt, P.C.	0.90	2,065.00	1,858.50
Michael David Lehavi	0.20	785.00	157.00
Drew Maliniak	0.10	1,575.00	157.50
Casey McGushin	0.80	1,555.00	1,244.00
Jamie McLennan	4.40	815.00	3,586.00
Humza Moinuddin	4.70	815.00	3,830.50
Francis Petrie	1.40	1,595.00	2,233.00
Laura Saal	4.10	625.00	2,562.50
Anup Sathy, P.C.	0.40	2,305.00	922.00
Luke Spangler	1.70	355.00	603.50
Charlie Steinmetz	28.60	815.00	23,309.00
Alex Stephenson	0.50	995.00	497.50
Evan Swager	21.40	1,345.00	28,783.00
Daniel Wachenfeld	5.60	815.00	4,564.00
Matt Waldrep	5.60	975.00	5,460.00
Danielle Walker	0.60	355.00	213.00
Wayne E. Williams	0.10	1,995.00	199.50
Benjamin Woodring	3.70	1,365.00	5,050.50
Mary Catherine Young	16.00	975.00	15,600.00
Tanzila Zomo	2.00	355.00	710.00
TOTALS	142.10		\$ 144,796.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187168

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	Charlie Steinmetz	3.60	Conference with E. Swager, K&E team re work in process.
02/28/24	Evan Swager	1.20	Correspond with T. Chanroo, K&E team re work in process.
02/29/24	Anthony Abate	0.10	Telephone conference with E. Swager, K&E team re work in process.
02/29/24	Trevor Eck	0.40	Review, revise matter and workstream summary.
02/29/24	Drew Maliniak	0.10	Telephone conference with F. Petrie, K&E team re case updates.
02/29/24	Charlie Steinmetz	2.60	Review, revise work in process materials (2.2); correspond with T. Chanroo, K&E team re work in process materials (.4).
02/29/24	Alex Stephenson	0.50	Review, analyze credit agreement.
02/29/24	Evan Swager	0.70	Draft filing summary.
02/29/24	Daniel Wachenfeld	0.10	Conference with E. Swager, K&E team re work in process.
02/29/24	Matt Waldrep	0.10	Conference with E. Swager and K&E team re chapter 11 case.
02/29/24	Wayne E. Williams	0.10	Telephone conference with E. Swager and K&E team re chapter 11 cases.
03/02/24	Matthew C. Fagen, P.C.	0.90	Correspond with F. Petrie, K&E team re case next steps.
03/04/24	Anthony Abate	0.60	Telephone conference with M. Waldrep, K&E team re work in process.
03/04/24	Tiffani Chanroo	1.20	Review, revise work in process summary (.4); correspond with C. Steinmetz re same (.3); conference with E. Swager, K&E team re work in process (.5).
03/04/24	Trevor Eck	1.80	Telephone conference with E. Swager, K&E team re case status, next steps (.5); review, revise work in process materials re same (.9); review, revise case timeline (.4).
03/04/24	Megan C. Feeney	0.50	Correspond with E. Swager, K&E team re work in process (.1); telephone conference with E. Swager, K&E team re same (.4).
03/04/24	Jamie McLennan	0.80	Telephone conference with E. Swager, K&E team re case status, next steps.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187168

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/24	Humza Moinuddin	0.60	Conference with E. Swager, K&E team re chapter 11 work in process and next steps.
03/04/24	Charlie Steinmetz	0.60	Telephone conference with E. Swager, K&E team re work in process.
03/04/24	Evan Swager	2.50	Review, revise work in process summary (1.4); telephone conference with Company, advisors re work in process (.6); telephone conference with T. Chanroo, K&E team re work in process, open issues (.5).
03/04/24	Daniel Wachenfeld	0.60	Conference with E. Swager, K&E team re work in process, next steps.
03/04/24	Matt Waldrep	0.60	Conference with E. Swager and K&E team re work in process, next steps.
03/04/24	Mary Catherine Young	0.50	Conference with E. Swager, K&E team re work in process.
03/05/24	Tiffani Chanroo	1.50	Review, revise post-petition pleading template (1.3); correspond with L. Saal, K&E team re same (.2).
03/05/24	Trevor Eck	0.80	Review, revise work in process summary (.3); review, revise case calendar (.5).
03/05/24	Laura Saal	1.10	Review and revise pleading template re post-petition updates (.9); correspond with T. Chanroo re same (.2).
03/05/24	Charlie Steinmetz	3.90	Review, revise work in process tracker (1.7); review, revise case timeline (1.4); correspond with T. Eck, K&E team re case timeline (.4); correspond with T. Chanroo, K&E team re work in process tracker (.4).
03/05/24	Evan Swager	1.00	Telephone conference with T. Chanroo, K&E team re case status (.5); telephone conference with independent directors re case status (.5).
03/06/24	Joanna Aybar	0.20	Review and revise post-petition pleading template (.1); correspond with T. Chanroo, K&E team re same (.1).
03/06/24	Tiffani Chanroo	1.90	Review, revise work in process tracker (1.1); correspond with C. Steinmetz re work in process tracker (.2); review, revise second day motions (.4); correspond with E. Swager re revisions re same (.2).
03/06/24	Evan Swager	1.20	Telephone conference with Company, advisors re work in process, open items (.5); revise work in process tracker (.7).
03/06/24	Mary Catherine Young	2.00	Review, revise work in process summary.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187168

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/24	Anthony Abate	0.50	Telephone conference with E. Swager, K&E team re work in process.
03/07/24	Tiffani Chanroo	0.80	Review, revise work in process tracker (.3); conference with E. Swager, K&E team re work in process (.5).
03/07/24	Trevor Eck	0.70	Telephone conference with E. Swager, K&E team re case status, next steps (.5); review, revise workstream summary re case status (.2).
03/07/24	Megan C. Feeney	0.80	Correspond with E. Swager, K&E team re work in process (.1); telephone conference with E. Swager, K&E team re same (.5); review, revise summary re same (.2).
03/07/24	Jamie McLennan	0.50	Office conference with E. Swager and K&E team re case status.
03/07/24	Humza Moinuddin	0.40	Conference with E. Swager, K&E team re chapter 11 bankruptcy proceedings.
03/07/24	Luke Spangler	0.50	Conference with E. Swager, K&E team re work in process.
03/07/24	Charlie Steinmetz	1.70	Review, revise work in process tracker (1.1); conference with E. Swager, K&E team same (.6).
03/07/24	Evan Swager	2.30	Review, revise work in process tracker (1.3); conference with T. Chanroo, K&E team re work in process (.5); telephone conference with Company, AlixPartners, CV teams re status, open issues (.5).
03/07/24	Matt Waldrep	0.40	Conference with E. Swager and K&E team re work in process.
03/07/24	Mary Catherine Young	0.50	Conference with E. Swager, K&E team re work in process.
03/08/24	Tiffani Chanroo	1.20	Correspond with J. McLennan re reporting tracker (.1); review, revise work in process tracker (.8); correspond with C. Steinmetz, K&E team re same (.3).
03/08/24	Charlie Steinmetz	1.60	Review, revise work in process tracker (1.4); correspond with T. Eck, K&E team re case timeline (.2).
03/08/24	Evan Swager	0.40	Review, revise work in process tracker.
03/08/24	Evan Swager	0.80	Telephone conference with Company, Alix, and Centerview teams re chapter 11 open issues (.5); telephone conference with Centerview team re same (.3).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187168

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/24	Mary Catherine Young	0.70	Conference with E. Swager, K&E team, Alix team, Centerview team, Company re work in process (.3); review, revise summary re work in process (.4).
03/09/24	Charlie Steinmetz	1.10	Review, revise work in process tracker (.8); correspond with E. Swager, K&E team re work in process tracker (.3).
03/11/24	Anthony Abate	0.50	Telephone conference with K&E team re work in process.
03/11/24	Tiffani Chanroo	0.50	Conference with E. Swager, K&E team re work in process.
03/11/24	Trevor Eck	0.50	Telephone conference with E. Swager, K&E team re work in process.
03/11/24	Megan C. Feeney	0.50	Telephone conference with E. Swager, K&E team re work in process.
03/11/24	Jamie McLennan	0.60	Telephone conference with E. Swager and K&E team re work in process.
03/11/24	Humza Moinuddin	0.60	Conference with E. Swager, K&E team re work in process.
03/11/24	Charlie Steinmetz	1.20	Revise work in process tracker (.7); telephone conference with E. Swager, K&E team re work in process (.5).
03/11/24	Evan Swager	0.50	Conference with T. Chanroo, K&E team re work in process.
03/11/24	Daniel Wachenfeld	0.50	Conference with E. Swager, K&E team to re work in process.
03/11/24	Matt Waldrep	0.50	Conference with E. Swager and K&E team re work in process.
03/11/24	Mary Catherine Young	0.50	Conference with E. Swager, K&E team re work in process.
03/12/24	Matthew C. Fagen, P.C.	2.70	Correspond with F. Petrie case re next steps, transactions.
03/12/24	Charlie Steinmetz	0.60	Review, revise work in process tracker (.3), correspond with E. Swager, K&E team re same (.3).
03/12/24	Evan Swager	1.80	Review, revise chapter 11 case summary (.3); telephone conferences with Company, Centerview, AlixPartners team re open issues, next steps (1.1); telephone conference with Centerview, AlixPartners teams re same (.4).
03/13/24	Tiffani Chanroo	0.40	Draft work in process tracker (.3); correspond with E. Swager re same (.1).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187168

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/24	Laura Saal	0.50	Review and revise post-petition pleading template.
03/13/24	Charlie Steinmetz	0.90	Review, revise work in process tracker (.5); correspond with T. Chanroo, K&E team re same (.4).
03/13/24	Evan Swager	0.40	Review, revise case summary.
03/14/24	Anthony Abate	0.30	Telephone conference with E. Swager, K&E team re work in process.
03/14/24	Joanna Aybar	0.20	Conference with E. Swager, K&E team re case status.
03/14/24	Tiffani Chanroo	1.00	Conference with E. Swager, K&E team re work in process (.5); conference with Company, E. Swager re various case issues (.5).
03/14/24	Trevor Eck	0.30	Conference with E. Swager, K&E team re case status, next steps.
03/14/24	Megan C. Feeney	0.70	Correspond and telephone conference with N. Gavey, K&E team re work in process (.6); revise summary re same (.1).
03/14/24	Jamie McLennan	0.50	Conference with E. Swager and K&E team re case status.
03/14/24	Humza Moinuddin	0.30	Conference with E. Swager, K&E team re work in process.
03/14/24	Laura Saal	0.50	Conference with E. Swager and K&E team re case status.
03/14/24	Charlie Steinmetz	2.10	Revise work in process tracker (.8); review, revise case timeline (.4); correspond with T. Chanroo, K&E team re same (.4); conference with E. Swager, K&E team re work in process, next steps (.5).
03/14/24	Evan Swager	0.50	Telephone conference with Company, Alix, Centerview teams re open issues, next steps.
03/14/24	Daniel Wachenfeld	0.30	Conference with E. Swager, K&E team re work in process, next steps.
03/14/24	Matt Waldrep	0.50	Review, revise work in process tracker (.1); correspond with C. Steinmetz re same (.1); conference with E. Swager and K&E team re work in process (.3).
03/14/24	Danielle Walker	0.60	Conference with E. Swager, K&E team re work in process, next steps.

Legal Services for the Period Ending March 31, 2024

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Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/24	Mary Catherine Young	0.80	Review, revise summary re work in process (.3); conference with E. Swager, K&E team re work in process (.5).
03/14/24	Mary Catherine Young	0.50	Conference with Company re work in process.
03/14/24	Tanzila Zomo	0.50	Telephone conference with L. Saal, K&E team re work in process.
03/15/24	Anup Sathy, P.C.	0.40	Analyze case timeline issues.
03/15/24	Charlie Steinmetz	2.20	Review, revise work in process summary (1.8); correspond with M. Feeney, K&E team re same (.4).
03/15/24	Evan Swager	0.50	Telephone conference with Company, Alix, Centerview teams re open issues, next steps.
03/15/24	Mary Catherine Young	0.50	Conference with Company, Centerview team re work in process.
03/17/24	Tiffani Chanroo	0.50	Review, analyze Company correspondence re case status.
03/18/24	Anthony Abate	0.30	Telephone conference with E. Swager, K&E team re work in process.
03/18/24	Tiffani Chanroo	0.70	Conference with E. Swager, K&E team re work in process (.3); prepare for same (.2); review, analyze work in process summary (.2).
03/18/24	Trevor Eck	0.30	Telephone conference with E. Swager, K&E team re case status, next steps.
03/18/24	Megan C. Feeney	0.60	Correspond with E. Swager, K&E team re work in process (.1); telephone conference with E. Swager, K&E team re same (.3); revise summary re same (.2).
03/18/24	Jamie McLennan	0.30	Telephone conference with E. Swager, K&E team re case status, next steps.
03/18/24	Humza Moinuddin	0.30	Conference with E. Swager, K&E team re work in process.
03/18/24	Charlie Steinmetz	1.10	Telephone conference with E. Swager, K&E team re work in process, next steps (.3); revise work in process summary (.6); correspond with E. Swager, K&E team re same (.2).

Legal Services for the Period Ending March 31, 2024

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Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/24	Evan Swager	1.00	Telephone conference with T. Chanroo, K&E team, AlixPartners, Centerview re work in process (.5); telephone conference with M. Young, K&E team re work in process, next step (.5).
03/18/24	Daniel Wachenfeld	0.50	Conference with E. Swager, K&E team re work in process, next steps.
03/18/24	Matt Waldrep	0.60	Review, revise work in process summary (.1); conference with E. Swager, K&E team re work in process (.4); correspond with E. Swager, K&E team re revisions re website (.1).
03/18/24	Mary Catherine Young	0.50	Conference with E. Swager, K&E team re work in process.
03/19/24	Tiffani Chanroo	1.10	Review, revise pleading template (.8); correspond with L. Saal re same (.3).
03/19/24	Michael David Lehavi	0.20	Conference with B. Woodring, K&E team re work in process.
03/19/24	Laura Saal	0.40	Review and revise post-petition pleading template.
03/19/24	Charlie Steinmetz	0.30	Review, revise work in process summary.
03/19/24	Mary Catherine Young	0.70	Correspond with J. McLennan re notice of adjournment of hearing (.3); review same (.4).
03/20/24	Megan C. Feeney	0.50	Conference with E. Swager, K&E team re work in process.
03/20/24	Casey McGushin	0.30	Telephone conference with J. Greenblatt, K&E team re work in process.
03/20/24	Laura Saal	0.30	Correspond with Cole Schotz re amended pro hac vice orders.
03/20/24	Charlie Steinmetz	0.20	Revise work in process summary.
03/20/24	Evan Swager	1.50	Telephone conference with Company, AlixPartners, Centerview teams re status (.5); conference with M. Young, K&E team re work in process (.5); correspond with M. Fagen, Company re status (.5).
03/20/24	Mary Catherine Young	0.50	Conference with M. Feeney, K&E team re work in process.
03/20/24	Mary Catherine Young	0.30	Correspond with Cole Schotz re notice of adjournment of hearing.
03/21/24	Anthony Abate	0.90	Telephone conference with E. Swager, K&E team re work in process.

Legal Services for the Period Ending March 31, 2024

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Thrasio Holdings, Inc.

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Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/24	Joanna Aybar	0.90	Conference with E. Swager and K&E team re work in process.
03/21/24	Tiffani Chanroo	0.90	Conference with E. Swager, K&E team re work in process (.5); correspond with Company, E. Swager, K&E team re same (.4).
03/21/24	Trevor Eck	0.90	Telephone conference with E. Swager, K&E team re work in process (.6); review, revise workstream summary re same (.3).
03/21/24	Megan C. Feeney	1.10	Telephone conference with E. Swager, K&E team re work in process (.9); review, revise tracker re same (.2).
03/21/24	Josh Greenblatt, P.C.	0.90	Telephone conference with C. McGushin, K&E team re case status updates (.6); review, analyze issues re same (.3).
03/21/24	Casey McGushin	0.50	Telephone conference with B. Woodring re case background.
03/21/24	Jamie McLennan	0.90	Conference with E. Swager and K&E team re work in process.
03/21/24	Humza Moinuddin	0.90	Conference with E. Swager, K&E team re work in process.
03/21/24	Francis Petrie	0.90	Conference with E. Swager, K&E team re work in process.
03/21/24	Laura Saal	0.90	Conference with F. Petrie, K&E team re work in process.
03/21/24	Luke Spangler	0.90	Conference with F. Petrie, K&E team re work in process.
03/21/24	Charlie Steinmetz	1.60	Review, revise work in process summary (.6); correspond with E. Swager, K&E team re same (.1); conference with E. Swager, K&E team re work in process (.9).
03/21/24	Daniel Wachenfeld	0.90	Conference with F. Petrie, K&E team re work in process, next steps.
03/21/24	Matt Waldrep	1.50	Review, revise work in process summary (.3); conference with E. Swager, K&E team re work in process (.9); correspond with M. Young and D. Wachenfeld re case calendar (.3).
03/21/24	Mary Catherine Young	2.40	Conference with M. Feeney, E. Swager re work in process (.6); conference with E. Swager, K&E team re same (.5); conference with the Company re weekly catch up (.4); conference with E. Swager, K&E team re work in process (.9).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187168

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Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/24	Tanzila Zomo	1.00	Telephone conference with L. Saal, K&E team re case status updates.
03/22/24	Evan Swager	0.50	Telephone conference with Company, AlixPartners, CV teams re work in process, next steps.
03/22/24	Benjamin Woodring	3.70	Review, analyze matter background materials and filings.
03/22/24	Mary Catherine Young	0.30	Conference with E. Swager, K&E team re work in process.
03/25/24	Anthony Abate	0.50	Telephone conference with E. Swager, K&E team re work in process.
03/25/24	Tiffani Chanroo	0.70	Conference with E. Swager, K&E team re work in process (.5); review, revise work in process tracker (.1); correspond with C. Steinmetz re same (.1).
03/25/24	Trevor Eck	1.10	Telephone conference with E. Swager, K&E team re work in process, next steps (.6); telephone conference with M. Young and M. Feeney re same (.5).
03/25/24	Megan C. Feeney	1.40	Telephone conference with E. Swager, K&E team re work in process (.5); revise work in process chart (.2); telephone conference with T. Eck, M. Young re workstreams re same (.7).
03/25/24	Jamie McLennan	0.50	Telephone conference with E. Swager, K&E team re work in process.
03/25/24	Humza Moinuddin	1.10	Review, revise work in process summary re chapter 11 proceedings (.6); conference with E. Swager, K&E team re work in process tracker re same (.5).
03/25/24	Charlie Steinmetz	1.80	Review, revise work in process summary (1.6); correspond with E. Swager, K&E team re same (.2).
03/25/24	Evan Swager	1.00	Telephone conference with Company, Centerview, AlixPartners team re work in process next steps (.5); correspond with Company, Centerview, AlixPartners team re same (.5).
03/25/24	Evan Swager	0.50	Telephone Conference with T. Chanroo, K&E team re work in process, next steps.
03/25/24	Daniel Wachenfeld	0.10	Review, revise pleading template for post-petition filings.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

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Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/24	Daniel Wachenfeld	0.60	Conference with K&E team re discuss work in process (.5); review revise work in process summary (.1).
03/25/24	Matt Waldrep	0.80	Review and update work in process (.3); conference with E. Swager, K&E team re work in process (.5).
03/25/24	Mary Catherine Young	1.40	Conference with E. Swager re work in process (.4); conferences with E. Swager, K&E team re same (1.0).
03/26/24	Trevor Eck	0.50	Conference with E. Swager, K&E team re work in process, staffing and next steps.
03/26/24	Megan C. Feeney	1.00	Conference with E. Swager, K&E team re workflows, allocation, work in process.
03/26/24	Evan Swager	1.00	Telephone conference with Company, AlixPartners, Centerview teams re work in process, open issues (.6); telephone conference with Centerview, AlixPartners teams re same (.4).
03/26/24	Mary Catherine Young	0.90	Conference with E. Swager re work in process (.4); conference with M. Feeney, T. Eck re same (.5).
03/26/24	Mary Catherine Young	0.60	Conference with Company re work in process.
03/27/24	Charlie Steinmetz	0.20	Review, revise work in process summary.
03/27/24	Evan Swager	0.50	Telephone conference with Company, AlixPartners, CV re work in process, status.
03/28/24	Anthony Abate	0.30	Telephone conference with E. Swager, K&E team re work in process.
03/28/24	Joanna Aybar	0.30	Conference with E. Swager, K&E team re work in process.
03/28/24	Tiffani Chanroo	1.00	Conference with E. Swager, K&E team, Company re work in process.
03/28/24	Trevor Eck	0.30	Conference with E. Swager, K&E team re case status, next steps.
03/28/24	Trevor Eck	0.70	Telephone conference with Company, E. Swager, K&E team re case status and action items.
03/28/24	Megan C. Feeney	1.30	Telephone conference with E. Swager, K&E team re work in process (.5); review, revise summary re work in process summary (.1); conference with E. Swager re workflow, case update (.7).

Legal Services for the Period Ending March 31, 2024

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Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/24	Jamie McLennan	0.30	Conference with E. Swager and K&E team re work in process.
03/28/24	Humza Moinuddin	0.50	Review, revise work in process summary (.2); conference with E. Swager, K&E team re chapter 11 proceedings (.3).
03/28/24	Francis Petrie	0.50	Conference with E. Swager, K&E team re work in process.
03/28/24	Laura Saal	0.40	Conference with E. Swager and K&E team re work in process.
03/28/24	Luke Spangler	0.30	Conference with E. Swager and K&E team re work in process.
03/28/24	Charlie Steinmetz	1.30	Review, revise work in process summary (.7); correspond with E. Swager, K&E team re same (.2); conference with E. Swager, K&E team re work in process, next steps (.4).
03/28/24	Evan Swager	1.10	Conference with Company, Centerview, AlixPartners re open issues, next steps (.5); conference with F. Petrie, K&E team re work in process (.6).
03/28/24	Daniel Wachenfeld	0.30	Conference with E. Swager, K&E team re work in process, next steps.
03/28/24	Matt Waldrep	0.60	Review, revise work in process tracker (.3); conference with E. Swager, K&E team re work in process (.3).
03/28/24	Mary Catherine Young	2.40	Review, revise summary re work in process (.3); conference with E. Swager, K&E team re same (.5); conference with Company, E. Swager, K&E team re work in process (.7); correspond with E. Swager re same (.9).
03/28/24	Tanzila Zomo	0.50	Telephone conference with L. Saal, K&E team re work in process, case status updates.
03/29/24	Evan Swager	0.50	Telephone conference with F. Petrie, K&E team, AlixPartners, Centerview teams re work in process.
03/29/24	Daniel Wachenfeld	1.70	Review and revise agenda for second day hearing.
Total		142.10	

Document Page 142 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187169
Client Matter: 55160-7

In the Matter of DIP Financing and Cash Management

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 620,497.50

Total legal services rendered

\$ 620,497.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	11.10	815.00	9,046.50
Matt Advani	3.40	845.00	2,873.00
Alex Bledsoe	32.10	975.00	31,297.50
Keegan A. Bobholz	70.60	1,345.00	94,957.00
Tiffani Chanroo	0.50	1,265.00	632.50
Trevor Eck	41.10	975.00	40,072.50
Matthew C. Fagen, P.C.	27.80	1,685.00	46,843.00
Megan C. Feeney	0.30	975.00	292.50
Sarah Goodwin	2.90	1,575.00	4,567.50
Erik Hepler	0.70	2,115.00	1,480.50
Kristin Hoo	12.30	1,265.00	15,559.50
James B. Kelly	32.60	1,395.00	45,477.00
Shan A. Khan	24.80	1,575.00	39,060.00
Mary Kogut, P.C.	0.50	2,115.00	1,057.50
Michael David Lehavi	3.60	785.00	2,826.00
Drew Maliniak	0.90	1,575.00	1,417.50
Colin J. Martindale	1.10	1,235.00	1,358.50
Casey McGushin	7.50	1,555.00	11,662.50
Francis Petrie	55.60	1,595.00	88,682.00
Nick Salinaro	22.50	815.00	18,337.50
Anup Sathy, P.C.	26.80	2,305.00	61,774.00
Anthony Vincenzo Sexton, P.C.	0.40	1,895.00	758.00
Diana Soriano	2.50	815.00	2,037.50
Luke Spangler	0.50	355.00	177.50
Alex Stephenson	3.60	995.00	3,582.00
Evan Swager	40.00	1,345.00	53,800.00
Trent Tucker	16.40	815.00	13,366.00
Daniel Wachenfeld	11.60	815.00	9,454.00
Matt Waldrep	12.30	975.00	11,992.50
Andy White	1.40	975.00	1,365.00
Christopher J. Worek	2.70	1,665.00	4,495.50
Mary Catherine Young	0.20	975.00	195.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

TOTALS

470.30

\$ 620,497.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	Matt Advani	0.40	Review, analyze DIP credit agreement.
02/28/24	Alex Bledsoe	3.00	Correspond with T. Eck, K&E team, Company re DIP transactions (1.6); prepare transaction documents for DIP closing (1.0); review, analyze comments to DIP transaction documents (.4).
02/28/24	Keegan A. Bobholz	6.70	Review and revise debtor-in-possession credit agreement (3.0); review, analyze collateral matters (.7); review and draft ancillary documents re DIP credit agreement (1.0); telephone conference with GDC re DIP credit agreement (.5); correspond with Company re representations (.4); review, analyze closing matters (1.1).
02/28/24	Trevor Eck	5.40	Review, revise DIP order (3.2); review, revise DIP motion (.9); review, revise DIP declarations (1.3).
02/28/24	Kristin Hoo	2.50	Review, update conditions precedent (1.9); correspond with L. Robertson-Jones, K&E team re same (.6).
02/28/24	James B. Kelly	4.20	Telephone conference with D. Maliniak, K&E team re DIP closing checklist (.5); review and revise DIP closing checklist (1.1); review and revise Jefferies fee letter (.4); review and revise master consent to assignment (.5); review and revise DIP credit agreement schedules (.7); review and revise DIP perfection certificate (.7); correspond with ad hoc lender group counsel re DIP loan party information (.3).
02/28/24	Shan A. Khan	2.40	Telephone conference with F. Petrie, re case updates, case correspondence (1.4); draft DIP documents (1.0).
02/28/24	Mary Kogut, P.C.	0.50	Review, revise DIP order.
02/28/24	Francis Petrie	0.90	Conference with E. Swager, K&E team re DIP order.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	Nick Salinaro	3.90	Review, analyze perfection certificate and collateral (1.0); revise perfection certificate (.7); draft intellectual property security agreement updates (.6); correspond with Gibson Dunn re financing docs (.3); telephone conference with T. Eck, K&E team re financing documents (.4); prepare pre-closing matters (.9).
02/28/24	Anup Sathy, P.C.	1.10	Review, analyze DIP open issues.
02/28/24	Alex Stephenson	1.80	Review, revise DIP credit agreement.
02/28/24	Evan Swager	3.90	Review, revise DIP order.
02/28/24	Trent Tucker	3.30	Review, revise signature packets re Company signatories (1.2); telephone conference with E. Swager, K&E team re closing checklist status (.6); correspond with Gibson Dunn re revisions to financing closing agreements (1.5).
02/28/24	Andy White	0.30	Review and revise intellectual property security agreement (.2); telephone conference with A. Bledsoe re same (.1).
02/28/24	Christopher J. Worek	0.50	Review, revise credit agreement (.4); correspond with M. Advani re same (.1).
02/29/24	Anthony Abate	0.30	Review, revise DIP talking points.
02/29/24	Matt Advani	0.30	Review, analyze DIP credit agreement (.2); correspond with C. Worek re same (.1).
02/29/24	Alex Bledsoe	6.70	Coordinate with T. Eck, K&E team, Company, Gibson Dunne, Alix team re DIP transaction and closing (3.5); prepare DIP documents for closing (2.0); review, analyze transaction documents (1.2).
02/29/24	Keegan A. Bobholz	13.00	Review and revise DIP credit agreement (3.9); review, analyze collateral matters (3.1); review, draft ancillary documents for DIP credit agreement (3.9); correspond with Company re representations (.5); review, analyze closing matters (1.6).

Legal Services for the Period Ending March 31, 2024

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55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/29/24	Trevor Eck	4.40	Telephone conference with Centerview, C. McGushin, K&E team re DIP declarant preparation (.5); telephone conference with Company, S. Khan, K&E team re DIP credit agreement (.5); review, revise DIP credit agreement (1.8); review, revise DIP declarations (.9); review, revise DIP order (.7).
02/29/24	Matthew C. Fagen, P.C.	1.90	Review, resolve DIP issues.
02/29/24	Erik Hepler	0.70	Review, analyze DIP opinion comments.
02/29/24	Kristin Hoo	2.50	Review, update conditions precedent (2.2); correspond L. Robertson-Jones re same (.3).
02/29/24	James B. Kelly	8.50	Review and revise DIP legal opinion (1.0); correspond with ad hoc lender group counsel re same (.2); conference with N. Salinaro re perfection certificate (.3); review and revise perfection certificate (1.1); review and revise Jefferies fee letter (1.0); correspond with Gibson Dunn re Jefferies fee letter (.3); telephone conference with A. Bledsoe, K&E team re financing documents work in process (.5); review and revise signature pages to DIP closing documents (2.1); conference with A. Bledsoe re signature pages to closing documents (.3); compile DIP closing documents (1.7).
02/29/24	Shan A. Khan	5.70	Telephone conferences with F. Petrie, K&E team re DIP documents (3.0); review, revise same (2.7).
02/29/24	Michael David Lehavi	3.60	Draft direct examination questions for DIP declarant (2.3); correspond with first day declarant re first day hearing DIP financing testimony (1.3).
02/29/24	Francis Petrie	7.80	Correspond with E. Swager re DIP agreement issues (3.9); telephone conferences with E. Swager, K&E team re credit agreement (3.9).
02/29/24	Anup Sathy, P.C.	1.10	Review, analyze open DIP issues.
02/29/24	Anthony Vincenzo Sexton, P.C.	0.40	Review, analyze DIP documents (.2); correspond with F. Petrie, K&E team re same (.2).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/29/24	Evan Swager	8.50	Review, revise DIP order (1.3); review, revise DIP declarations (2.1); analyze issues re DIP credit agreement (2.5); telephone conferences with F. Petrie, K&E team, GDC team re same (1.7); correspond with F. Petrie, K&E team re same (.9).
02/29/24	Trent Tucker	4.50	Revise, distribute notice of borrowing agreement (.5); compile financing documents for signatory packet (1.3); compile, revise comments re draft DIP credit agreement (1.8); review, analyze entity list in Gibson Dunn signature page packet (.7); correspond with Company re KYC request (.2).
02/29/24	Andy White	1.10	Review and revise intellectual property security agreement (.9); correspond with M. Darch and K&E team re revisions re same (.2).
02/29/24	Christopher J. Worek	1.20	Review, analyze M. Thurston and A. Stephenson comments re DIP agreement (.4); revise DIP agreement (.3); correspond with M. Thurston and A. Stephenson re revisions re same (.2); correspond with M. Advani, K&E team re collateral package (.3).
03/01/24	Matt Advani	2.70	Review, analyze DIP credit agreement (2.1); telephone conference with A. Stephenson, C. Worek and Gibson Dunn re DIP same (.6).
03/01/24	Alex Bledsoe	7.50	Correspond with A. White, K&E team, Company, Gibson Dunn, Alix re DIP transaction and closing (3.4); draft and revise intercompany note and prepare documents for closing (2.5); review, analyze compiled DIP transaction documents (1.6).
03/01/24	Keegan A. Bobholz	8.00	Review and revise DIP credit agreement (1.9); review, analyze collateral matters (1.2); review and draft ancillary documents for DIP credit agreement (2.3); telephone conference with GDC re credit agreement (1.0); correspond with Company re representations (.5); review, analyze closing matters (1.1).
03/01/24	Trevor Eck	3.80	Review, revise DIP credit agreement (1.4); draft notice of revised re same (.5); review, revise DIP syndication notice (.7); review, revise interim DIP order (1.2).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/24	Sarah Goodwin	2.40	Review, revise final DIP documentation (2.0); correspond with S. Khan re same (.4).
03/01/24	Kristin Hoo	7.30	Review, analyze DIP credit agreement (3.9); correspond with L. Robertson-Jones, K&E team re DIP workstream (1.2); review, compile conditions precedent (1.1); correspond with Company, Gibson Dunn re execution of credit agreement (1.1).
03/01/24	James B. Kelly	5.90	Review and revise DIP transaction documents for closing (1.9); conference with F. Petrie, K&E team and Gibson Dunn re DIP transaction documents (1.0); correspond with M. Fahey and Company re DIP transaction deliverables (.6); review, compile DIP transaction documents (.4); review, analyze DIP transaction deliverables in preparation for closing (2.0).
03/01/24	Shan A. Khan	9.20	Telephone conference with GDC re DIP credit agreement (1.0); review, revise DIP credit agreement (3.9); review, revise ancillary documents re same (2.1); correspond with K. Bobholz, K&E team re DIP documents (.9); review, analyze issues re DIP closing (1.3).
03/01/24	Francis Petrie	7.90	Correspond with U.S. Trustee re DIP objection (1.9); review and revise DIP order (3.9); correspond with Company re DIP issues (1.0); arrange for DIP funding (1.1).
03/01/24	Nick Salinaro	6.40	Review, analyze DIP closing documents (3.9); prepare for Company DIP closing (2.5).
03/01/24	Anup Sathy, P.C.	0.90	Review, analyze open DIP issues.
03/01/24	Diana Soriano	0.80	Review, compile exhibits to DIP secretary's certificate (.6); correspond with T. Eck, K&E team re closing deliverables (.2).
03/01/24	Alex Stephenson	1.80	Review, analyze DIP credit agreement (1.4); telephone conference with T. Eck re same (.4).
03/01/24	Evan Swager	5.70	Review, analyze DIP order (3.0); review, analyze credit agreement (2.7).
03/01/24	Trent Tucker	3.50	Review and revise signature packets re DIP financing documents (1.2); review, revise DIP secretary's certificate (2.3).
03/01/24	Matt Waldrep	0.20	Review, revise cash management order.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/24	Christopher J. Worek	1.00	Review, revise DIP credit agreement (.3); telephone conferences with M. Advani, K. Bobholz, GDC re same (.7).
03/02/24	Nick Salinaro	0.30	Review, analyze issues re Company DIP post-closing.
03/03/24	Keegan A. Bobholz	0.40	Review, analyze covenant questions re DIP order.
03/04/24	Keegan A. Bobholz	2.90	Telephone conference with Company, S. Khan re DIP credit agreement (.6); draft officer's certificate template re DIP reporting (.7); review, analyze global intercompany note (.6); draft DIP compliance guide (1.0).
03/04/24	James B. Kelly	1.40	Conference with K. Bobholz re DIP financing post-closing matters (.2); correspond with K. Bobholz, K&E team re same (.1); conference with T. Tucker and N. Salinaro re same (.5); review, analyze DIP loan documents to prepare credit compliance chart (.5); correspond with T. Tucker re preparation re same (.1).
03/04/24	Shan A. Khan	1.00	Telephone conferences with F. Petrie, K&E team re case post-closing deliverable.
03/04/24	Francis Petrie	0.90	Correspond with Company re DIP issues and professional fee payments.
03/04/24	Nick Salinaro	1.80	Review DIP post-closing matters (1.2); telephone conference with S. Khan, K&E team re DIP financing post-closing deliverables (.6).
03/04/24	Anup Sathy, P.C.	0.60	Analyze investor interest re alternative DIP proposals.
03/04/24	Anup Sathy, P.C.	0.90	Analyze open DIP issues.
03/04/24	Trent Tucker	0.90	Correspond with N. Salinaro, K&E team meeting re post-closing matters (.6); review, analyze DIP credit agreement (.3)
03/05/24	Keegan A. Bobholz	1.50	Telephone conference with Alix, E. Swager and K&E team re DIP (.2); draft officer's certificate template re DIP reporting (.4); review, analyze global intercompany note (.3); prepare DIP compliance guide (.3); correspond with W. Graham re post-closing obligations re DIP credit agreement (.3).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/24	James B. Kelly	0.70	Correspond with N. Salinaro re DIP closing set (.2); review and revise index re same (.2); correspond with T. Tucker re DIP compliance guide (.2); correspond with STB team re possessory collateral delivery (.1).
03/05/24	Nick Salinaro	3.80	Review, analyze DIP post-closing matters (3.2); telephone conference with T. Tucker, K&E team re post-closing deliverables (.6).
03/05/24	Anup Sathy, P.C.	0.40	Review, analyze DIP pleadings.
03/05/24	Trent Tucker	3.80	Draft, analyze DIP credit agreement compliance summary.
03/05/24	Matt Waldrep	0.30	Correspond with D. Wachenfeld, M. Young, K&E team re DIP obligations and milestones.
03/06/24	Keegan A. Bobholz	2.70	Review, analyze disclosure language re lender presentation (1.1); draft officer's certificate template for DIP reporting (.5); prepare DIP compliance guide (.6); correspond with Centerview re lender participations (.5).
03/06/24	James B. Kelly	0.80	Review and revise DIP closing set (.4); correspond with lender's counsel re KYC requirements (.2); correspond with E. Swager and K&E team re KYC requirements (.2).
03/06/24	Shan A. Khan	0.50	Conference with J. Kelly, K&E team re DIP reporting requirements.
03/06/24	Drew Maliniak	0.90	Correspond with F. Petrie and W. Graham re DIP budget and cleansing process.
03/06/24	Nick Salinaro	2.70	Review, analyze DIP post-closing issues (2.2); telephone conference with E. Swager, K&E team, Company re same (.5).
03/06/24	Anup Sathy, P.C.	0.50	Review, analyze DIP issues.
03/06/24	Diana Soriano	0.40	Review, analyze ancillary DIP documents (.1); draft budget variance report certificate (.2); correspond with Company re same (.1).
03/06/24	Evan Swager	0.80	Correspond with Centerview team re DIP issues (.5); telephone conference with Advent re RSA (.3).
03/07/24	Alex Bledsoe	0.30	Correspond with K. Bobholz, K&E team, Alix, Centerview re post-closing transaction matters.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/24	Keegan A. Bobholz	1.90	Review, analyze disclosure language re lender presentation (.4); prepare DIP compliance guide (.6); correspond with Centerview re lender participations (.5); correspond with AlixPartners re reporting and cash management requirements under DIP credit agreement (.4).
03/07/24	James B. Kelly	2.30	Review and revise DIP facility compliance guide (1.6); correspond with S. Khan, K. Bobholz and K&E team re letter of credit draw questions from Company (.4); review, analyze credit documents re same (.3).
03/07/24	Shan A. Khan	1.20	Correspond with J. Kelly, K&E team and Company re DIP facility requirements and vendor collateral support issues.
03/07/24	Anup Sathy, P.C.	0.40	Review, analyze DIP syndication issues.
03/07/24	Anup Sathy, P.C.	0.70	Review, analyze potential investor DIP proposals.
03/07/24	Evan Swager	0.70	Correspond with Company, K&E team re litigation considerations, DIP.
03/08/24	Keegan A. Bobholz	1.80	Prepare DIP compliance guide (.5); review, analyze global intercompany note obligations (.7); correspond with Alix and Company re letter of credit obligations (.6).
03/08/24	James B. Kelly	0.70	Telephone conference with Company, Centerview team, Alix and E. Swager, K&E team re DIP updates (.3); correspond with Company re DIP global intercompany note (.2); review and revise DIP credit document compliance guide (.2).
03/08/24	Shan A. Khan	0.70	Correspond with J. Kelly, K&E team and Company re DIP facility requirements.
03/08/24	Anup Sathy, P.C.	0.50	Review and analyze DIP pleadings.
03/09/24	Anup Sathy, P.C.	0.70	Review, analyze DIP syndication and related issues.
03/10/24	Anup Sathy, P.C.	0.50	Review, analyze DIP issues.
03/11/24	Alex Bledsoe	0.20	Correspond with K. Bobholz, K&E team re post-closing matters and global intercompany note.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/24	Keegan A. Bobholz	2.10	Prepare DIP compliance guide (.5); correspond with Company re foreign auditor questions and questions re transfers under DIP credit agreements (.8); review, analyze process for letter of credit obligations (.8).
03/11/24	James B. Kelly	2.20	Review and revise DIP credit agreement compliance guide (1.2); draft and revise signature pages and compile global intercompany note re execution (.7); prepare distribution re same (.2); correspond with GDC team re same (.1).
03/11/24	Anup Sathy, P.C.	0.80	Review and analyze exit financing issues.
03/12/24	Keegan A. Bobholz	2.00	Correspond with Company re transfers under the DIP credit agreements (1.3); review, analyze process re letter of credit obligations (.4); correspond with Centerview re ratings obligations (.3).
03/12/24	James B. Kelly	5.00	Draft and revise DIP credit document compliance guide (3.9); correspond with M. Young re same (.4); correspond with J. Zhou and GDC team re global intercompany note (.7).
03/12/24	Shan A. Khan	0.50	Conference with J. Kelly, K&E team re letter of credit issues under DIP.
03/12/24	Anup Sathy, P.C.	0.70	Review and analyze valuation issues.
03/13/24	Keegan A. Bobholz	1.70	Review, analyze DIP obligations (.7); review, analyze process re letter of credit obligations (.4); telephone conference with Company, Alix and S. Khan re letter of credit process (.6).
03/13/24	Tiffani Chanroo	0.50	Review, analyze issues re cash management reporting (.3); correspond with Alix team re same (.2).
03/13/24	Sarah Goodwin	0.50	Review, analyze UK debenture (.3); correspond with K. Bobholz re same (.2).
03/13/24	James B. Kelly	0.40	Correspond with Company re lender KYC requests (.2); correspond with STB re same (.2).
03/13/24	Shan A. Khan	1.00	Telephone conference with Company and advisors re letter of credit issues.
03/13/24	Anup Sathy, P.C.	0.80	Analyze valuation issues.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/24	Evan Swager	0.70	Correspond with Centerview team, M. Young re DIP allocation mechanics (.3); review, analyze materials re same (.4).
03/13/24	Trent Tucker	0.40	Review and revise DIP credit agreement compliance guide.
03/14/24	Keegan A. Bobholz	2.50	Review schedule requirements for secured parties (.4); review and revise draft financial statements for fiscal year 2023 (1.9); review, analyze compliance guide (.2).
03/14/24	Trevor Eck	0.70	Review, analyze DIP order re administrative agent fee considerations.
03/14/24	Shan A. Khan	0.50	Review, analyze DIP credit agreement compliance summary and correspondence.
03/14/24	Anup Sathy, P.C.	0.60	Review and analyze valuation issues.
03/15/24	Alex Bledsoe	2.30	Coordinate with S. Khan, K&E team re post-closing matters (.5); correspond with Company re post-closing matters (.1); correspond with GDC re same (.2); review, analyze post-closing matters re closing set (1.2); correspond with Centerview re same (.3).
03/15/24	Keegan A. Bobholz	2.20	Review, analyze letter of credit process (.7); review, analyze DIP post-closing obligations (1.0); review, analyze long range projection presentation (.5).
03/15/24	Trevor Eck	1.50	Review, revise final DIP order.
03/15/24	James B. Kelly	0.20	Correspond with Company re fee letters and agent contacts.
03/15/24	Shan A. Khan	0.30	Review, analyze UCC diligence request re DIP financing documents.
03/15/24	Francis Petrie	0.90	Correspond with E. Swager, K&E team re DIP syndication and letter of credit issues.
03/15/24	Nick Salinaro	1.80	Review, analyze DIP post-closing matters (1.2); telephone conference with E. Swager, K&E team re post-closing deliverables and status (.6).
03/15/24	Mary Catherine Young	0.20	Review, analyze DIP credit agreement considerations.
03/16/24	Alex Bledsoe	2.00	Correspond with Centerview re diligence items (.4); review, revise debt documents sets for the VDR (1.6).
03/16/24	Trevor Eck	1.30	Review, revise final DIP order.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/24	Francis Petrie	0.50	Review, analyze DIP order markup.
03/17/24	Alex Bledsoe	0.50	Correspond with E. Swager, K&E team, Alix, Centerview re DIP diligence.
03/18/24	Keegan A. Bobholz	0.50	Review and revise responses re agency presentation questions.
03/18/24	Trevor Eck	0.60	Review, revise final DIP order.
03/18/24	Francis Petrie	0.70	Correspond with K. Bobholz, K&E team re organization documents and DIP diligence (.3); correspond with GDC re syndication issues (.4).
03/18/24	Anup Sathy, P.C.	0.50	Review and analyze exit financing issues.
03/18/24	Evan Swager	0.70	Correspond with GDC team, K&E team re milestones (.4); review financial statements (.3).
03/19/24	Alex Bledsoe	0.30	Correspond with Centerview re diligence items.
03/19/24	Keegan A. Bobholz	1.40	Review, analyze UCC diligence questions (.5); review and comment on agency presentation questions (.5); review litigation schedules and correspond with Company re litigation schedules (.4).
03/19/24	Trevor Eck	0.70	Review, revise final DIP order (.3); correspond with U.S. Trustee, UCC, F. Petrie, K&E team re same (.4).
03/19/24	Matthew C. Fagen, P.C.	3.90	Telephone conference with GDC re DIP issues (.4); conferences with Company re DIP, case timeline and confirmation issues (3.5).
03/19/24	Francis Petrie	1.10	Telephone conference with GDC re open issues (.4); correspond with E. Swager re DIP comparables (.7).
03/19/24	Anup Sathy, P.C.	0.60	Review and analyze DIP open issues.
03/19/24	Diana Soriano	0.20	Review files and coordinate with Freshfields for review of first amendment to credit agreement.
03/19/24	Evan Swager	1.40	Review DIP order (1.1); correspond with T. Eck re same (.3).
03/20/24	Anthony Abate	4.60	Research, analyze final DIP order precedent (3.2); draft precedent responses re Committee issues list (1.4).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

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03/20/24	Keegan A. Bobholz	3.70	Review, analyze unsecured creditors committee diligence questions re DIP (2.2); review and revise agency presentation questions re DIP (.4); review, analyze lender questions (.5); correspond with Alix re intellectual property questions (.6).
03/20/24	Trevor Eck	4.00	Review, revise proposed responses to UCC re final DIP order (2.9); conference with E. Swager re same (.5); correspond with M. Waldrep, K&E team re same (.6).
03/20/24	Colin J. Martindale	0.60	Review and analyze UCC's DIP issues list (.2); research law on roll ups (.4).
03/20/24	Francis Petrie	1.70	Review DIP issues list (.8); review precedent re DIP issues (.9).
03/20/24	Anup Sathy, P.C.	0.90	Analyze open DIP issues.
03/20/24	Diana Soriano	0.70	Review, analyze issues re KYC requests.
03/20/24	Evan Swager	2.00	Review, analyze DIP objection issues (.7); review, revise chart re same (1.3).
03/20/24	Daniel Wachenfeld	4.30	Review, analyze UCC issues list re DIP order (3.0); draft responses re same (1.3).
03/20/24	Matt Waldrep	4.10	Review, analyze DIP order responses chart (3.0); revise re same (1.1).
03/21/24	Anthony Abate	3.60	Research, analyze final DIP order precedent (2.2); research, analyze DIP reply precedent (1.4).
03/21/24	Keegan A. Bobholz	1.60	Review, analyze UCC diligence questions (.7); review, analyze Moody's rating engagement questionnaire (.9).
03/21/24	Trevor Eck	3.20	Review, revise responses re UCC DIP issues list.
03/21/24	Matthew C. Fagen, P.C.	3.00	Conference with F. Petrie re DIP issues (.4); review, analyze issues lists re DIP (2.6).
03/21/24	Shan A. Khan	0.30	Review, analyze DIP compliance questions from company.
03/21/24	Colin J. Martindale	0.30	Telephone conference with E. Swager re DIP issues list.
03/21/24	Francis Petrie	1.10	Review, analyze materials re DIP issues (.6); conference with E. Swager re same (.5).
03/21/24	Anup Sathy, P.C.	1.40	Review and analyze issues re DIP.
03/21/24	Diana Soriano	0.30	Review and compile KYC responses from UBS (.1); correspond with E. Swager, K&E team re same (.2).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/24	Luke Spangler	0.30	Compile precedent re DIP replies (.2); correspond with A. Abate re same (.1).
03/21/24	Evan Swager	0.50	Revise DIP reply.
03/21/24	Daniel Wachenfeld	2.10	Review and analyze unsecured creditors committee issues re DIP order and credit agreement (1.5); draft responses re same (.6).
03/21/24	Matt Waldrep	2.80	Review, revise DIP order responses.
03/21/24	Matt Waldrep	0.70	Review, revise cash management proposed final order.
03/22/24	Anthony Abate	0.90	Research, analyze final DIP order precedent (.4); telephone conference with E. Swager, K&E team and GDC re UCC comments to final DIP order (.5).
03/22/24	Keegan A. Bobholz	2.90	Review, analyze UCC diligence questions (1.2); review, analyze Moody's rating engagement questionnaire (.9); circulate perfection documents re existing credit agreements (.4); review, analyze interest election form and correspond with Company re interest election form (.4).
03/22/24	Trevor Eck	3.30	Telephone conference with M. Fagen, K&E team, GDC re UCC DIP issues list (.5); telephone conference with MoFo, M. Fagen, K&E team re same (.6); review, revise proposed responses re DIP issues list (2.2).
03/22/24	Matthew C. Fagen, P.C.	4.30	Telephone conference with GDC re final DIP order (.5); telephone conference with MoFo re same (1.0); conference with F. Petrie re same (.8); review, analyze responses re UCC issues list (2.0).
03/22/24	James B. Kelly	0.30	Conference with Company re DIP compliance guide (.1); review and revise DIP compliance guide (.2).
03/22/24	Shan A. Khan	0.30	Telephone conference with J. Kelly re case status.
03/22/24	Casey McGushin	0.50	Telephone conference with M. Fagen, K&E team, and Gibson Dunn team re DIP.
03/22/24	Francis Petrie	5.10	Draft responses re DIP issues list (1.1); telephone conference with GDC re responses (.5); telephone conference with MoFo team re same (1.0); correspond with M. Fagen re responses (.8); review, analyze precedent re same (1.7).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

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03/22/24	Anup Sathy, P.C.	1.30	Review and analyze open issues re DIP financing.
03/22/24	Daniel Wachenfeld	2.70	Review and analyze creditor committee issues list re DIP order and credit agreement.
03/22/24	Matt Waldrep	1.50	Telephone conference with F. Petrie, K&E team, GDC team re DIP order (.6); research re DIP order responses (.9).
03/23/24	Casey McGushin	0.50	Telephone conference with M. Lehavi, K&E team re review of documents related to DIP and RSA.
03/23/24	Anup Sathy, P.C.	1.10	Review and analyze DIP issues re committee requests.
03/24/24	Anup Sathy, P.C.	1.30	Analyze DIP objections and potential settlements.
03/25/24	Alex Bledsoe	2.50	Coordinate with F. Petrie, K&E team re UCC diligence requests (.5); review and respond to UCC diligence requests re debt transaction documents (2.0).
03/25/24	Keegan A. Bobholz	0.50	Review, analyze UCC diligence questions.
03/25/24	Matthew C. Fagen, P.C.	3.20	Correspond with F. Petrie, Company re DIP open issues and case timeline (1.7); review and analyze DIP issues list (1.5).
03/25/24	Shan A. Khan	0.50	Review correspondence from K. Bobholz re debt diligence.
03/25/24	Francis Petrie	3.50	Correspond with M. Fagen, Company re open DIP issues and case schedule (.8); review and revise issues list (1.6); correspond with E. Swager, K&E team re open issues (.9); correspond with STB team re same (.2).
03/25/24	Nick Salinaro	0.50	Review, analyze DIP re post-closing issues.
03/25/24	Anup Sathy, P.C.	1.30	Review and analyze DIP objections and potential resolutions.
03/25/24	Diana Soriano	0.10	Review UCC request and correspond with Alix re same.
03/26/24	Anthony Abate	1.70	Draft, revise DIP reply (1.2); review, analyze precedent re same (.5).
03/26/24	Alex Bledsoe	1.10	Review UCC diligence requests (.3); respond to UCC diligence requests re debt transaction documents (.8).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/24	Keegan A. Bobholz	5.50	Review, analyze UCC diligence questions re DIP (.7); review, revise perfection analysis (1.6); review and revise Moody's engagement form (1.0); review, analyze bill of sales for subtenant contracts (.4); telephone conference with Company and E. Swager re port priority negotiations (.8); research warehouseman lien provisions re same (1.0).
03/26/24	Trevor Eck	4.10	Review, revise final DIP order (.7); review, revise issues list re same (1.8); review, analyze precedent re same (1.6).
03/26/24	Matthew C. Fagen, P.C.	3.00	Telephone conference with F. Petrie, Company re DIP issues (.6); telephone conference with GDC re same (.6); telephone conference with UCC re same (.7); review, analyze issues list re same (1.1).
03/26/24	Francis Petrie	5.80	Telephone conferences with Company, M. Fagen, K&E team re DIP deposition strategy (.6); review, analyze notices of deposition and diligence requests (1.2); telephone conference with MoFo team re DIP issues (.7); review and revise issues list (1.6); correspond with E. Swager, T. Eck re same (.9); telephone conferences with GDC re open issues (.6); correspond with GDC re DIP syndication (.2).
03/26/24	Anup Sathy, P.C.	1.20	Conference with F. Petrie, Company re DIP objections and potential settlements.
03/26/24	Luke Spangler	0.20	Research and compile precedent re DIP replies.
03/26/24	Evan Swager	1.10	Telephone conference with M. Fagen, GDC team re DIP considerations (.5); review, analyze issues list re same (.6).
03/26/24	Evan Swager	1.00	Telephone conference with K&E team, MoFo team re DIP issues (.7); correspond with M. Waldrep re diligence re same (.3).
03/26/24	Daniel Wachenfeld	2.40	Analyze issues re DIP collateral (1.6); revise DIP final order re same (.8).
03/27/24	Alex Bledsoe	2.30	Correspond with S. Khan, K&E team re DIP post-closing matters (.3); review, analyze DIP transaction documents and DIP post-closing matters (2.0).
03/27/24	Keegan A. Bobholz	1.80	Review, analyze unsecured creditors committee diligence questions re DIP (.4); review, analyze issues re GXO liens (1.4).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/24	Trevor Eck	2.20	Review, revise DIP issues list (.5); review, analyze precedent re DIP reply (1.3); telephone conference with C. McGushin, K&E team re DIP discovery (.4).
03/27/24	Matthew C. Fagen, P.C.	2.70	Correspond with F. Petrie, K&E team re DIP issues and case strategy.
03/27/24	Shan A. Khan	0.70	Review, analyze matter correspondence re DIP and GXO liens.
03/27/24	Casey McGushin	1.10	Review and analyze discovery requests from Committee re DIP (.5); correspond with B. Woodring, K&E team re documents to be collected in response to DIP requests (.6).
03/27/24	Francis Petrie	5.40	Telephone conference with UCC re DIP issues (.5); review and revise DIP issues list, DIP order (1.6); correspond with GDC, M. Fagen, K&E team re same (3.3).
03/27/24	Anup Sathy, P.C.	1.80	Analyze DIP objections and DIP discovery related issues.
03/27/24	Evan Swager	4.50	Correspond with GDC UCC re issues list (.6); review, analyze same (.5); review, analyze discovery and diligence requests (1.1); correspond with M. Waldrep, K&E team re same (.4); correspond with K. Bobholz, K&E team, objector re informal DIP objection (.9); telephone conference with UCC re DIP issues list (.5); telephone conference with Company, CV, Alix re DIP discovery (.5).
03/27/24	Matt Waldrep	2.70	Review, revise UCC DIP document tracker (.4); draft cash management reporting obligations list (.3); review, revise cash management final order (1.7); correspond with C. McGushin, K&E team re DIP diligence documents (.1); correspond with Alix re cash management motion (.2).
03/28/24	Alex Bledsoe	0.90	Coordinate with team re UCC diligence requests (.2); review, analyze diligence requests re debt transaction documents (.7).
03/28/24	Keegan A. Bobholz	1.30	Review, analyze UCC diligence questions (.5); review, analyze issues from DIP objector re warehouse liens (.8).
03/28/24	Trevor Eck	0.30	Review, revise DIP issues list.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/24	Matthew C. Fagen, P.C.	3.00	Correspond with F. Petrie re DIP issues (.8); telephone conference with GDC re same (1.3); review, analyze issues re same (.9).
03/28/24	Casey McGushin	1.80	Draft and revise prep outlines for DIP witnesses' depositions.
03/28/24	Francis Petrie	3.60	Correspond with M. Fagen, K&E team re DIP markup (.8); telephone conferences with M. Fagen, GDC team re same (1.3); correspond with GDC team re same (.4); correspond with MoFo re issues list (.3); review issues list re open issues (.8).
03/28/24	Nick Salinaro	0.50	Review, analyze DIP post-closing matters (.3); review diligence on possessory collateral (.2).
03/28/24	Anup Sathy, P.C.	1.30	Analyze potential litigation strategies re DIP (.7); review and analyze DIP order (.6).
03/28/24	Evan Swager	3.30	Correspond with CV, Alix, F. Petrie, K&E team, Company re DIP issues, next steps (1.3); correspond with CV, Alix, F. Petrie, K&E team, Company re DIP issues list (1.0); correspond with F. Petrie, K&E team re DIP diligence requests (.8); compile same (.2).
03/29/24	Alex Bledsoe	2.20	Correspond with K. Bobholz, K&E team re UCC diligence requests on debt documents (.3); draft responses re UCC diligence requests (.3); correspond with K. Bobholz, K&E team re DIP objection (.7); review, analyze DIP objection (.3); correspond with Company and advisers re DIP objection (.6).
03/29/24	Keegan A. Bobholz	2.00	Review, analyze UCC diligence questions and perfection questions.
03/29/24	Trevor Eck	0.50	Telephone conference with E. Swager, K&E team, Company, Alix re DIP objection.
03/29/24	Matthew C. Fagen, P.C.	2.80	Correspond with E. Swager, K&E team, Company, GDC re DIP order and objections (2.3); telephone conference with GDC re unencumbered assets (.5).
03/29/24	Colin J. Martindale	0.20	Review UCC objections to DIP.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/29/24	Casey McGushin	3.60	Telephone conference with counsel for Committee re DIP discovery (.3); coordinate review and production of documents in response to DIP related discovery requests (1.1); review and analyze DIP-related documents in preparation for witness preparation sessions with declarants (2.2).
03/29/24	Francis Petrie	6.10	Correspond with C. McGushin re DIP deposition scheduling (.8); telephone conference with MoFo re deposition status (.5); correspond with C. McGushin re discovery process (.6); correspond with MoFo team re revised DIP order, settling issues (2.0); telephone conferences and correspond with GDC re open DIP issues (2.2).
03/29/24	Nick Salinaro	0.80	Review, analyze DIP post-closing matters (.4); research possessory collateral (.4).
03/29/24	Anup Sathy, P.C.	1.20	Review and analyze DIP objections and potential settlement terms.
03/29/24	Evan Swager	3.30	Correspond with C. McGushin, K&E team re DIP discovery (.7); review, analyze DIP objection (.8); correspond with Alix, F. Petrie, K&E team, Company re same (1.1); telephone conference with GDC re unencumbered analysis (.3); telephone conference with C. McGushin, MoFo teams re DIP discovery (.4).
03/29/24	Daniel Wachenfeld	0.10	Review, analyze DIP objection.
03/30/24	Trevor Eck	5.10	Draft stipulation re resolution of DIP objection (2.4); review, analyze final DIP order re settlement (1.9); draft issues list re same (.8).
03/30/24	Francis Petrie	1.70	Review revised DIP order (.7); correspond with E. Swager, K&E team re same (.6); correspond with GDC team re open issues (.4).
03/30/24	Anup Sathy, P.C.	0.90	Review and analyze DIP settlement.
03/30/24	Evan Swager	1.90	Review, revise DIP objector stipulation (.8); review, analyze DIP order (.7); correspond with T. Eck re same (.4).
03/31/24	Alex Bledsoe	0.30	Correspond with K. Bobholz, K&E team re DIP post-closing matters (.2); correspond with Company re DIP credit agreement diligence (.1).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187169

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/24	Megan C. Feeney	0.30	Correspond with E. Swager re cash management order (.1); research re same (.2).
03/31/24	Francis Petrie	0.90	Review, analyze DIP order markup.
03/31/24	Anup Sathy, P.C.	0.80	Review and analyze DIP settlement issues.
Total		470.30	

Document Page 164 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187170
Client Matter: 55160-8

In the Matter of Customer and Vendor Matters

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 69,898.00

Total legal services rendered

\$ 69,898.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187170

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	12.90	975.00	12,577.50
Megan C. Feeney	2.40	975.00	2,340.00
Colin J. Martindale	0.30	1,235.00	370.50
Jamie McLennan	1.50	815.00	1,222.50
Francis Petrie	7.40	1,595.00	11,803.00
Anup Sathy, P.C.	1.30	2,305.00	2,996.50
Evan Swager	25.80	1,345.00	34,701.00
Daniel Wachenfeld	1.30	815.00	1,059.50
Matt Waldrep	1.10	975.00	1,072.50
Mary Catherine Young	1.80	975.00	1,755.00
TOTALS	55.80		\$ 69,898.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	Anup Sathy, P.C.	0.80	Telephone conferences with E. Swager, working group re employee and vendor issues.
02/29/24	Anup Sathy, P.C.	0.50	Review, analyze vendor and constituent inquires.
03/04/24	Trevor Eck	0.90	Correspond with E. Swager, K&E team, AlixPartners, Cole Schotz, vendor re vendor matters (.6); research precedent re same (.3).
03/04/24	Evan Swager	1.70	Correspond with vendors re inquiries (1.2); correspond with AlixPartners team re same, Hilco engagement (.5).
03/05/24	Trevor Eck	0.40	Correspond with E. Swager, K&E team, AlixPartners re vendor payments.
03/05/24	Francis Petrie	0.90	Correspond with lienholder counsel re priority and claim status (.5); correspond with E. Swager re lienholder issues and asset sale outreach (.4).
03/05/24	Evan Swager	2.00	Correspond with vendors re inquiries (.5); revise vendor letter (.7); correspond with K. Bobholz, K&E team re asset sales (.8).
03/05/24	Daniel Wachenfeld	0.10	Review and summarize vendor communications.
03/05/24	Matt Waldrep	0.80	Draft, review and revise vendors letter.
03/06/24	Evan Swager	1.60	Correspond with F. Petrie, K&E team re vendor inquiries (1.2); telephone conference with AlixPartners re vendor outreach (.4).
03/06/24	Matt Waldrep	0.10	Correspond with F. Petrie and K&E team re vendors letter.
03/07/24	Trevor Eck	0.20	Correspond with E. Swager, AlixPartners re vendor considerations.
03/07/24	Evan Swager	0.60	Correspond with AlixPartners re vendor issues.
03/08/24	Trevor Eck	0.50	Correspond with E. Swager, AlixPartners, Cole Schotz re vendor matters.
03/08/24	Francis Petrie	0.40	Review vendor letter.
03/08/24	Evan Swager	0.50	Correspond with M. Waldrep, K&E team, Company re vendor letter (.3); review materials re same (.2).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187170

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/24	Matt Waldrep	0.20	Correspond with E. Swager and T. Eck re vendors letter.
03/11/24	Trevor Eck	0.70	Research re vendor inquiries (.5); correspond with AlixPartners re same (.2).
03/11/24	Francis Petrie	1.60	Telephone conference with E. Swager re demand letter (.3); telephone conference with AlixPartners re vendor issues (.5); correspond E. Swager, AlixPartners re vendor issues (.8).
03/11/24	Evan Swager	0.30	Telephone conference with AlixPartners re vendor issues.
03/11/24	Mary Catherine Young	0.50	Conference with AlixPartners re vendor inquiries, next steps re same.
03/12/24	Trevor Eck	0.60	Telephone conference with vendor re payments (.4); correspond with vendor re same (.2).
03/12/24	Francis Petrie	0.70	Telephone conference with Company re vendor issues (.3); correspond with Company re same (.4).
03/12/24	Evan Swager	1.40	Correspond with Company re vendor amounts, next steps (.4); telephone conference with vendor counsel re same (.4); correspond with Company re vendor outreach status (.6).
03/14/24	Megan C. Feeney	0.30	Correspond with vendor re vendor motion, order.
03/14/24	Colin J. Martindale	0.30	Review proposed draft response letter re vendors.
03/15/24	Megan C. Feeney	0.80	Correspond with Alix, vendor re vendor motion (.2); correspond with C. Steinmetz, K&E team re inbound tracker (.3); review, revise re same (.3).
03/15/24	Jamie McLennan	0.50	Correspond with notice party re vendor inquiry.
03/15/24	Francis Petrie	0.40	Correspond with vendor counsel re ongoing issues.
03/16/24	Evan Swager	0.30	Correspond with T. Eck, K&E team re vendor inquiries.
03/18/24	Trevor Eck	0.30	Telephone conference with AlixPartners, E. Swager, K&E team re vendor matters.
03/18/24	Megan C. Feeney	0.20	Correspond with vendor re vendor order.
03/18/24	Evan Swager	0.40	Review vendor letter.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187170

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/24	Evan Swager	1.20	Telephone conference with AlixPartners re vendor outreach (.4); correspond with AlixPartners re responses to vendor inquiries (.8).
03/18/24	Mary Catherine Young	0.50	Conference with Company, AlixPartners re vendor outreach, related considerations.
03/19/24	Trevor Eck	0.80	Review, revise final vendors order.
03/19/24	Jamie McLennan	1.00	Review, revise vendors final order.
03/19/24	Evan Swager	1.40	Correspond with Company re vendor considerations (.6); correspond with AlixPartners, F. Petrie re vendor cap (.8).
03/19/24	Mary Catherine Young	0.50	Conference with AlixPartners, Company, E. Swager, K&E team re vendor issues.
03/20/24	Mary Catherine Young	0.30	Analyze post-petition vendor obligations.
03/21/24	Trevor Eck	1.00	Review, analyze precedent re vendors stipulation.
03/21/24	Francis Petrie	0.40	Correspond with AlixPartners re vendor issues.
03/22/24	Trevor Eck	3.20	Draft vendor cap stipulation (2.0); research precedent re same (.7); correspond with AlixPartners, E. Swager re vendor inbounds (.5).
03/22/24	Francis Petrie	0.80	Correspond with T. Eck, Company re vendor stipulation and related issues.
03/22/24	Evan Swager	8.80	Revise DIP grid (3.0); research re same (.4); coordinate DIP diligence (1.7); telephone conferences with F. Petrie, K&E team, MoFo re DIP order, diligence (1.9); review, revise stipulation (1.0); review rejection analysis, research (.8).
03/23/24	Evan Swager	0.80	Correspond with M. Feeney, K&E team, Company re vendor inquiries.
03/24/24	Francis Petrie	0.60	Correspond with E. Swager re form of vendor stipulation.
03/24/24	Evan Swager	1.70	Revise vendor stipulation (.8); correspond with F. Petrie, MoFo, GDC teams re same (.9).
03/25/24	Francis Petrie	0.80	Review vendor stipulation (.4); correspond with E. Swager re same (.4).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187170

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/24	Evan Swager	1.80	Correspond with MoFo, AlixPartners, U.S. Trustee re vendor stipulation (.8); correspond with AlixPartners, Company re vendor inquiries, next steps (1.0).
03/26/24	Trevor Eck	1.00	Review, revise vendor cap stipulation.
03/26/24	Trevor Eck	0.30	Review, analyze customer programs order re Committee comments.
03/26/24	Megan C. Feeney	0.10	Correspond with Company re vendor inquiry.
03/26/24	Francis Petrie	0.40	Correspond with chambers, Cole Schotz re final vendor stipulation.
03/26/24	Evan Swager	0.70	Review, revise vendors stipulation (.3); correspond with GDC, MoFo, K&E team re same (.4).
03/27/24	Trevor Eck	2.70	Draft summary of facts re vendor issue (1.7); correspond with F. Petrie, K&E team, vendor re same (.3); correspond with AlixPartners, E. Swager, K&E team re vendor order language (.3); review, analyze precedent re same (.4).
03/27/24	Megan C. Feeney	1.00	Telephone conference with vendor re accounts (.5); correspond with Company, E. Swager, K&E team re same (.2); research re same (.3).
03/27/24	Evan Swager	0.60	Correspond with vendor, AlixPartners re inquiries.
03/27/24	Daniel Wachenfeld	0.50	Review, summarize vendor outreach.
03/28/24	Trevor Eck	0.30	Correspond with AlixPartners, D. Wachenfeld re vendor inbound.
03/28/24	Daniel Wachenfeld	0.70	Correspond with vendors re payment (.2); update vendor outreach tracker for correspondence with vendor (.5).
03/30/24	Francis Petrie	0.40	Review vendor stipulation (.2); correspond with E. Swager re same (.2).
Total		55.80	

Document Page 170 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187171
Client Matter: 55160-9

In the Matter of Claims Administration and Objections

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 19,888.00

Total legal services rendered

\$ 19,888.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187171

Thrasio Holdings, Inc.

Matter Number:

55160-9

Claims Administration and Objections

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan C. Feeney	3.60	975.00	3,510.00
Colin J. Martindale	4.50	1,235.00	5,557.50
Francis Petrie	0.50	1,595.00	797.50
Daniel Wachenfeld	11.70	815.00	9,535.50
Matt Waldrep	0.50	975.00	487.50
TOTALS	20.80		\$ 19,888.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/24	Megan C. Feeney	1.90	Review, revise bar date motion (1.0); draft summary re same (.6); correspond with D. Wachenfeld, K&E team re same (.3).
03/04/24	Daniel Wachenfeld	2.00	Review, revise bar date motion re updated case timeline and other post-petition updates.
03/05/24	Megan C. Feeney	0.30	Review proof of claim form.
03/05/24	Daniel Wachenfeld	4.60	Review and revise bar date motion (3.9); correspond with KCC re bar date motion (.7).
03/06/24	Megan C. Feeney	0.20	Correspond with KCC re noticing.
03/06/24	Megan C. Feeney	1.20	Correspond with D. Wachenfeld, K&E team, KCC, Cole Schotz re bar date motion (.5); review, revise re same (.5); compile same for filing (.2).
03/06/24	Francis Petrie	0.50	Correspond with GDC team, E. Swager re filing version of bar date order.
03/06/24	Daniel Wachenfeld	1.50	Review, revise bar date motion.
03/15/24	Daniel Wachenfeld	1.60	Review and analyze U.S. Trustee comments re proposed bar date order.
03/18/24	Daniel Wachenfeld	0.40	Correspond with M. Feeney re bar date motion (.2); review U.S. Trustee's comments re bar date motion (.2).
03/19/24	Colin J. Martindale	1.70	Research re injunctive claims.
03/19/24	Colin J. Martindale	0.60	Correspond with C. McGushin re claims call (.1); telephone conference with C. McGushin re injunctive claims research (.3); review threatened claim notice (.2).
03/20/24	Colin J. Martindale	2.20	Research re equitable claims and preferences.
03/22/24	Daniel Wachenfeld	0.70	Review and revise bar date order.
03/23/24	Daniel Wachenfeld	0.60	Review and revise bar date order.
03/28/24	Daniel Wachenfeld	0.30	Review, revise bar date order re general claims and governmental bar date.
03/28/24	Matt Waldrep	0.50	Research re security deposit secured claim.
Total		20.80	

Document Page 173 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187172
Client Matter: 55160-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 129,257.00

Total legal services rendered

\$ 129,257.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187172

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	2.40	815.00	1,956.00
Keegan A. Bobholz	1.50	1,345.00	2,017.50
Tiffani Chanroo	4.60	1,265.00	5,819.00
Trevor Eck	0.80	975.00	780.00
Matthew C. Fagen, P.C.	7.80	1,685.00	13,143.00
Megan C. Feeney	12.10	975.00	11,797.50
James B. Kelly	1.50	1,395.00	2,092.50
Michael David Lehavi	0.90	785.00	706.50
Colin J. Martindale	1.70	1,235.00	2,099.50
Jamie McLennan	6.20	815.00	5,053.00
Francis Petrie	21.50	1,595.00	34,292.50
Anup Sathy, P.C.	2.90	2,305.00	6,684.50
Evan Swager	16.90	1,345.00	22,730.50
Matt Waldrep	13.20	975.00	12,870.00
Mary Catherine Young	7.40	975.00	7,215.00
TOTALS	101.40		\$ 129,257.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	James B. Kelly	0.30	Correspond with M. Fahey and Company re budget.
03/04/24	Francis Petrie	1.00	Telephone conference with E. Swager re Committee issues (.3); correspond with Alix team re same (.3); review, analyze list of top 30 unsecured creditors and claim amounts (.4).
03/07/24	Tiffani Chanroo	1.60	Conference with U.S. Trustee, F. Petrie, K&E team re committee (.5); correspond with Alix team re U.S. Trustee committee formation inquires (.6); review, analyze materials re same (.5).
03/07/24	Francis Petrie	1.30	Telephone conference with US Trustee re committee composition (.3); research re same (.7); correspond with E. Swager re same (.3).
03/08/24	Tiffani Chanroo	1.20	Draft, analyze committee inquiries (.8); correspond with E. Swager, K&E team, Company re same (.4).
03/08/24	Francis Petrie	1.80	Telephone conference with Company re committee composition (.5); revise correspondence re same (.9); correspond with Alix team re same (.4).
03/12/24	Evan Swager	0.80	Correspond with Company, advisors re appointment of Committee.
03/14/24	Matthew C. Fagen, P.C.	2.90	Correspond with Company re next steps, UCC issues.
03/14/24	Megan C. Feeney	0.30	Draft, revise UCC NDA (.2); correspond with E. Swager re same (.1).
03/14/24	Francis Petrie	1.20	Telephone conference with Committee counsel re Committee appointment (.5); correspond with E. Swager, K&E team re same (.7).
03/14/24	Evan Swager	1.00	Correspond with UCC, F. Petrie, K&E team re NDA, diligence.
03/15/24	Matthew C. Fagen, P.C.	2.70	Correspond with F. Petrie, K&E team, Centerview, Company re UCC engagement, hearing dates, next steps.
03/15/24	Megan C. Feeney	0.30	Draft, revise Province NDA (.2); correspond with E. Swager re same (.1).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187172

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/24	Francis Petrie	1.10	Correspond with E. Swager, Centerview teams re UCC diligence.
03/15/24	Anup Sathy, P.C.	0.50	Review and analyze open issues re UCC diligence.
03/15/24	Evan Swager	1.00	Compile UCC diligence (.2); correspond with UCC re same (.2); review, revise UCC advisor NDA (.4); correspond with UCC re same (.2).
03/16/24	Matthew C. Fagen, P.C.	0.50	Correspond with A. Sathy, K&E team re UCC issues.
03/16/24	James B. Kelly	0.40	Prepare closing set of debt documents re of UCC diligence requests (.2); correspond with E. Swager and K&E team re same (.1); correspond with A. Bledsoe re same (.1).
03/16/24	Anup Sathy, P.C.	0.50	Review, analyze diligence issues re UCC.
03/17/24	Matthew C. Fagen, P.C.	0.90	Correspond with F. Petrie, K&E team re UCC diligence and issues.
03/17/24	Megan C. Feeney	0.60	Review, revise MoFo NDA (.5); correspond with E. Swager re same (.1).
03/17/24	James B. Kelly	0.60	Review and revise debt document closing sets re UCC diligence request.
03/17/24	Francis Petrie	0.90	Correspond with J. Kelly, K&E team re Committee diligence requests.
03/17/24	Anup Sathy, P.C.	0.50	Review, analyze UCC issues.
03/17/24	Evan Swager	0.60	Review Committee diligence requests (.4); correspond with F. Petrie, Centerview, AlixPartners teams re same (.2).
03/17/24	Mary Catherine Young	1.10	Review, analyze documents re UCC diligence requests (.8); review, analyze UCC diligence request list (.3).
03/18/24	Keegan A. Bobholz	1.50	Review, analyze unsecured creditors committee diligence questions.
03/18/24	Megan C. Feeney	0.40	Correspond with Company, E. Swager, K&E team re MoFo NDA (.2); review, revise re same (.2).
03/18/24	Michael David Lehavi	0.90	Conference with E. Swager, K&E team, AlixPartners re discovery.
03/18/24	Francis Petrie	1.80	Telephone conference with Alix team re diligence list (1.0); review, analyze diligence re same (.6); correspond with Alix re same (.2).
03/18/24	Anup Sathy, P.C.	0.50	Analyze diligence issues re UCC.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187172

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/24	Evan Swager	1.60	Review Committee NDA (.5); revise Committee diligence summary (1.1).
03/18/24	Evan Swager	2.20	Telephone conference with F. Petrie, AlixPartners, Centerview teams re Committee diligence requests (.8); telephone conference with Company re disposition considerations (.3); review UCC diligence requests (1.1).
03/19/24	Megan C. Feeney	1.30	Correspond and conference with E. Swager, Company re MoFo, Province NDA (.3); draft summary issues list re same (.8); research re same (.2).
03/19/24	James B. Kelly	0.20	Conference with W. Graham, Centerview team, E. Swager and K. Bobholz re UCC diligence requests.
03/19/24	Francis Petrie	3.10	Telephone conference with advisor group re UCC issues (.5); correspond with Company advisor group re UCC diligence requests (2.2); correspond with MoFo re diligence requests (.4).
03/20/24	Megan C. Feeney	0.90	Correspond and conference with E. Swager re MoFo, Province NDA (.2); review, analyze committee bylaws (.4); research precedent re same (.2); correspond with E. Swager, F. Petrie re same (.1).
03/20/24	Francis Petrie	0.50	Conference with M. Fagen re committee issues.
03/21/24	Matthew C. Fagen, P.C.	0.80	Conference with C. McGushin, K&E team re UCC diligence (.4); conference with F. Petrie re UCC issues (.4).
03/21/24	Francis Petrie	1.40	Telephone conference with E. Swager, K&E team re UCC diligence (.4); correspond with AlixPartners re GUC recovery (.4); review, analyze presentation re same (.3); telephone conference with M. Fagen re UCC issues (.3).
03/21/24	Mary Catherine Young	0.50	Conference with C. McGushin, K&E team re UCC diligence requests.
03/22/24	Matt Waldrep	0.50	Correspond with E. Swager, T. Chanroo re committee diligence questions.
03/22/24	Mary Catherine Young	0.50	Conference with Centerview, Alix teams re UCC diligence requests.
03/23/24	Francis Petrie	1.00	Review, revise second day orders re Committee comments.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187172

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/23/24	Evan Swager	0.70	Correspond with C. McGushin, Centerview, K&E team re Committee diligence.
03/24/24	Francis Petrie	1.40	Correspond with E. Swager, K&E team re committee diligence and responses.
03/24/24	Evan Swager	0.60	Correspond with M. Young, K&E team, Centerview re Committee diligence.
03/24/24	Mary Catherine Young	0.60	Review, revise litigation summary re UCC diligence requests.
03/25/24	Anthony Abate	1.10	Review, revise administrative fee order and contract rejection order re Committee comments.
03/25/24	Tiffani Chanroo	1.10	Correspond with Centerview team re diligence uploads (.3); review, analyze issues re same (.4); correspond with M. Waldrep re same (.4).
03/25/24	Megan C. Feeney	2.40	Review, revise first and second day motions re UCC comments (1.3); review summary re same (.5); analyze issues re same (.3); correspond with E. Swager, K&E team re same (.3).
03/25/24	Jamie McLennan	1.40	Review and analyze first day orders re committee comments (.8); review and revise issues list re same (.6).
03/25/24	Evan Swager	1.40	Review committee diligence production (.7); correspond with F. Petrie, K&E team re same (.7).
03/25/24	Matt Waldrep	5.40	Correspond with J. McLennan re UCC comments to first day orders (.1); compile diligence documents re UCC diligence requests (3.7); revise customer programs final order re UCC comments (.3); revise OCP order re UCC comments (1.3).
03/26/24	Tiffani Chanroo	0.70	Correspond with M. Waldrep, K&E team, Centerview team re UCC diligence.
03/26/24	Trevor Eck	0.80	Telephone conference with M. Fagen, K&E team, UCC re DIP, case timeline.
03/26/24	Megan C. Feeney	1.80	Conference with E. Swager, K&E team re committee comments to first and second day orders (.5); review, analyze summary re same (.2); review, revise first and second day orders re same (1.1).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187172

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/24	Evan Swager	2.30	Review Committee comments to second day hearing matters (1.3); revise issues list re same (1.0).
03/26/24	Evan Swager	1.50	Review produced diligence (.6); review, revise Committee NDA (.5); review bylaws re same (.4).
03/26/24	Matt Waldrep	3.50	Review, organize, compile documents re unsecured creditor's committee diligence requests (3.3); correspond with Centerview, T. Chanroo, K&E team re unsecured creditors' committee diligence (.2).
03/26/24	Matt Waldrep	1.50	Review, revise cash management and customer programs motions re UCC comments.
03/27/24	Megan C. Feeney	0.70	Correspond with E. Swager, K&E team re MoFo, Province NDA (.3); revise same (.4).
03/27/24	Jamie McLennan	1.60	Review and compile all first and second day orders re Committee distribution (.7); correspond with E. Swager, K&E team re same (.3); review and compile precedent first day orders (.6).
03/27/24	Francis Petrie	2.40	Review second day orders re UCC markups and related issues (.7); telephone conference with Company re UCC DIP discovery (.5); correspond with E. Swager, K&E team, Centerview re discovery requests (1.2).
03/27/24	Evan Swager	2.70	Review, analyze UCC comments to first day motions (1.3); review, revise summary re same (.7); correspond with F. Petrie, K&E team re same (.7).
03/27/24	Matt Waldrep	1.50	Conference with F. Petrie, K&E team, Company re unsecured creditors' committee diligence (.2); review, analyze, prepare first and second day motions re Committee distribution (1.2); correspond with M. Lehavi re unsecured creditors' committee diligence (.1).
03/27/24	Matt Waldrep	0.20	Review, revise customer programs motion re unsecured creditors' committee comments.
03/27/24	Mary Catherine Young	0.50	Conference with Company, Centerview re UCC DIP discovery requests.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187172

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/24	Mary Catherine Young	4.20	Review, revise first day orders re UCC comments (.7); analyze issues re same (2.3); correspond with E. Swager re same (.3); correspond with J. McLennan, K&E team re same (.9).
03/28/24	Megan C. Feeney	0.40	Correspond with Company, MoFo re NDA (.2); revise same (.2).
03/28/24	Megan C. Feeney	3.00	Correspond with F. Petrie, K&E team re first and second day orders, UCC comments re same (.5); review, revise same (2.5).
03/28/24	Jamie McLennan	2.30	Review and analyze de minimis asset order (1.1); compile issues list re same (1.2).
03/28/24	Anup Sathy, P.C.	0.90	Analyze potential settlement structures re UCC objections.
03/28/24	Evan Swager	0.50	Revise UCC NDA.
03/29/24	Colin J. Martindale	1.70	Correspond with C. McGushin re Committee diligence call (.1); review, analyze board materials for responsiveness and privilege (.9); correspond with C. McGushin re board materials privilege concerns (.1); telephone conference with Committee counsel re Committee deposition schedule (.3); review, analyze additional requests for production and 30(b)(6) notice from Committee (.3).
03/30/24	Anthony Abate	1.30	Review, revise second day motions re UCC comments.
03/30/24	Jamie McLennan	0.90	Review and revise wages order re UCC comments (.5); review and revise utilities order re same (.4).
03/30/24	Francis Petrie	2.60	Review second day orders re UCC comments (.8); correspond with E. Swager, Alix, MoFo teams re reporting requirements (1.8).
03/30/24	Matt Waldrep	0.60	Review, revise first and second day motions re unsecured creditors' committee comments.
Total		101.40	

Document Page 181 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187173
Client Matter: 55160-11

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

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 38,182.00

Total legal services rendered

\$ 38,182.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187173

Thrasio Holdings, Inc.

Matter Number:

55160-11

Use, Sale, and Disposition of Property

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	0.30	815.00	244.50
Keegan A. Bobholz	0.10	1,345.00	134.50
Tiffani Chanroo	2.10	1,265.00	2,656.50
Matt Darch	0.50	1,575.00	787.50
Megan C. Feeney	9.70	975.00	9,457.50
Erika Krum	0.50	1,265.00	632.50
Casey McGushin	0.90	1,555.00	1,399.50
Jamie McLennan	9.30	815.00	7,579.50
Francis Petrie	4.20	1,595.00	6,699.00
Evan Swager	5.30	1,345.00	7,128.50
Mary Catherine Young	1.50	975.00	1,462.50
TOTALS	34.40		\$ 38,182.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187173

Thrasio Holdings, Inc.

Matter Number:

55160-11

Use, Sale, and Disposition of Property

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/24	Anthony Abate	0.30	Review, revise de minimis asset sale motion.
03/04/24	Megan C. Feeney	2.70	Review, revise de minimis asset sale motion (2.0); research re same (.3); revise summary re same (.2); correspond with J. McLennan, K&E Team re same (.2).
03/04/24	Megan C. Feeney	0.30	Correspond with Alix, E. Swager re sale administrator engagement letter.
03/04/24	Casey McGushin	0.90	Correspond with M. Lehavi, K&E team re research of APAs (.3); review, analyze research re same (.6).
03/04/24	Jamie McLennan	2.10	Review and revise de minimis asset motion (.5); review and research precedent re de minimis asset procedures (1.5); correspond with M. Feeney re de minimis asset motion (.1).
03/05/24	Tiffani Chanroo	1.90	Review, analyze de minimis assets motion (1.6); correspond with M. Feeney, K&E team re same (.3).
03/05/24	Megan C. Feeney	0.90	Correspond with T. Chanroo, K&E team, Cole Schotz, GDC, Alix re de minimis asset sales motion (.4); draft, revise re same (.5).
03/05/24	Jamie McLennan	0.20	Review and research precedent re de minimis asset sales motion.
03/06/24	Megan C. Feeney	1.70	Correspond with J. McLennan, K&E team, Alix, Cole Schotz re de minimis asset sales (.5); review, revise re same (1.0); compile de minimis asset sales motion for filing (.2).
03/06/24	Jamie McLennan	1.20	Review and revise de minimis asset motion.
03/07/24	Keegan A. Bobholz	0.10	Correspond with GDC re proposed asset sale.
03/07/24	Tiffani Chanroo	0.20	Correspond with Alix team re de minimis assets.
03/08/24	Evan Swager	1.00	Review inquiries from interested parties re de minimis assets.
03/11/24	Evan Swager	1.20	Review, analyze APAs.
03/15/24	Jamie McLennan	3.20	Review and analyze U.S. Trustee comments to de minimis asset motion (1.0); revise motion re same (2.2).
03/15/24	Francis Petrie	0.40	Correspond with E. Swager, K&E team re inventory disposition.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187173

Thrasio Holdings, Inc.

Matter Number:

55160-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/24	Megan C. Feeney	0.50	Correspond with E. Swager re disposal notice (.2); review, analyze materials re same (.3).
03/18/24	Francis Petrie	1.30	Telephone conference with Company re treatment of inventory (.6); correspond with E. Swager, K&E team re same (.7).
03/19/24	Megan C. Feeney	0.50	Conference with E. Swager re disposal notice (.1); draft, revise re same (.4).
03/19/24	Francis Petrie	0.30	Correspond with E. Swager re notice of disposal.
03/20/24	Matt Darch	0.50	Correspond with C. Rosenburg, K&E team re ownership of intellectual property.
03/20/24	Megan C. Feeney	0.40	Correspond with E. Swager, Cole Schotz, Company re disposal notice (.2); revise same (.2).
03/21/24	Francis Petrie	0.30	Review, revise notice of disposal.
03/22/24	Francis Petrie	0.60	Correspond with E. Swager, K&E team re notice of disposal.
03/22/24	Evan Swager	0.70	Correspond with Company re disposal notice.
03/23/24	Megan C. Feeney	0.40	Correspond with E. Swager, K&E team, Company re disposal notice (.2); revise re same (.2).
03/24/24	Megan C. Feeney	0.20	Correspond with Company, E. Swager, K&E team re disposal notice.
03/24/24	Jamie McLennan	1.00	Review and revise de minimis asset order.
03/24/24	Evan Swager	0.40	Revise disposal notice.
03/25/24	Megan C. Feeney	0.30	Correspond with Company re disposal notice, de minimis asset sales.
03/25/24	Francis Petrie	0.40	Correspond with Company re sale processes.
03/25/24	Evan Swager	0.60	Correspond with S. Toth, K&E team re bill of sale.
03/26/24	Megan C. Feeney	1.30	Correspond with F. Petrie, K&E team, U.S. Trustee, UCC, Cole Schotz re disposal notice (.4); conference with E. Swager re same (.3); compile and prepare same for filing (.2); draft response to U.S. Trustee re disposal evidence (.3); correspond with E. Swager re same (.1).
03/26/24	Jamie McLennan	0.60	Review and revise de minimis asset procedure order re committee comments.
03/26/24	Francis Petrie	0.30	Correspond with E. Swager, K&E team, re final notice of disposal.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187173

Thrasio Holdings, Inc.

Matter Number:

55160-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/24	Evan Swager	0.90	Correspond with M. Feeney, K&E team re disposal notice (.5); review same (.4).
03/27/24	Megan C. Feeney	0.30	Correspond with E. Swager, Company re disposal notice.
03/27/24	Jamie McLennan	1.00	Review and revise de minimis asset order.
03/28/24	Megan C. Feeney	0.20	Correspond with Company, U.S. Trustee re disposal notice.
03/28/24	Erika Krum	0.50	Telephone conference with GDC, M. Mancuso, K&E team re CFIUS considerations.
03/28/24	Evan Swager	0.50	Correspond with M. Feeney, Company re disposal of inventory.
03/29/24	Mary Catherine Young	1.50	Review, revise NDA re potential asset sale (1.0); correspond with E. Swager re same (.3); correspond with Company re same (.2).
03/30/24	Francis Petrie	0.60	Correspond with E. Swager, M. Fagen and review discovery request re asset disposal.
Total		34.40	

Document Page 186 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187174
Client Matter: 55160-12

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

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 122,499.00

Total legal services rendered

\$ 122,499.00

Legal Services for the Period Ending March 31, 2024
 Thrasio Holdings, Inc.
 Corp., Governance, & Securities Matters

Invoice Number:
 Matter Number:

1010187174
 55160-12

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	1.40	815.00	1,141.00
Tiffani Chanroo	11.90	1,265.00	15,053.50
Luci Hague	1.60	1,575.00	2,520.00
Julie Kunetka	2.00	1,885.00	3,770.00
Drew Maliniak	18.20	1,575.00	28,665.00
Mario Mancuso, P.C.	1.40	2,400.00	3,360.00
Francis Petrie	1.50	1,595.00	2,392.50
Lloyd Robertson-Jones	0.10	1,885.00	188.50
Nick Salinaro	0.50	815.00	407.50
Randy Santa Ana	0.50	1,575.00	787.50
Anup Sathy, P.C.	3.40	2,305.00	7,837.00
Evan Swager	7.20	1,345.00	9,684.00
Trent Tucker	2.50	815.00	2,037.50
Daniel Wachenfeld	6.00	815.00	4,890.00
Matt Waldrep	14.60	975.00	14,235.00
Wayne E. Williams	10.50	1,995.00	20,947.50
Mary Catherine Young	4.70	975.00	4,582.50
TOTALS	88.00		\$ 122,499.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	Drew Maliniak	2.80	Review, revise cleansing disclaimer (1.6); circulate cleansing disclaimer to Company (.3); conference with Centerview, M. Fagen and Company re go-forward cleansing plan (.9).
02/28/24	Lloyd Robertson-Jones	0.10	Correspond with K. Hoo re United Kingdom securities.
02/29/24	Drew Maliniak	0.10	Correspond with Evercore and Gibson Dunn re cleansing.
03/02/24	Anup Sathy, P.C.	0.40	Review board update re hearing.
03/04/24	Tiffani Chanroo	0.60	Correspond with W. Williams, K&E team re SEC inquiries (.4); review, analyze SEC inquiries (.2).
03/04/24	Drew Maliniak	2.60	Research responses re SEC inquiries (2.1); correspond with E. Swager, Company and S. Price re same (.5).
03/04/24	Wayne E. Williams	2.10	Analyze SEC comments (.8); review, analyze capital structure and equity purchase agreements re same (.9); correspond with D. Maliniak and E. Swager re same (.4).
03/05/24	Tiffani Chanroo	0.30	Review, analyze SEC inquiries (.1); correspond with W. Williams re same (.2).
03/05/24	Drew Maliniak	0.70	Correspond with W. Williams re response to SEC (.3); correspond with Company re same (.4).
03/05/24	Wayne E. Williams	0.10	Telephone conference with D. Maliniak re capital structure diligence.
03/07/24	Drew Maliniak	2.90	Review, analyze corporate documents re SEC diligence responses (2.1); correspond with Company and W. Williams re same (.8).
03/07/24	Wayne E. Williams	0.50	Review company stock register and transactions re SEC inquiries (.4); correspond with D. Maliniak re same (.1).
03/08/24	Tiffani Chanroo	0.90	Correspond with W. Williams, SEC, D. Maliniak, K&E team re SEC inquiries.
03/08/24	Drew Maliniak	3.20	Review and revise response to SEC inquiries (1.5); telephone conference with Company re same (.6); review, analyze capitalization table re same (.5); correspond with W. Williams re: same (.6).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187174

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/24	Wayne E. Williams	2.30	Telephone conference with D. Maliniak and Company re stock holdings and transactions (.6); analyze stock transactions (.4); review, revise response to SEC (.7); telephone conference and correspond with D. Maliniak re same (.6).
03/09/24	Drew Maliniak	0.30	Review, revise responses to SEC inquiries (.2); correspond with SEC re same (.1).
03/11/24	Tiffani Chanroo	0.80	Correspond with M. Waldrep re independent investigation (.4); analyze issues re same (.4).
03/11/24	Drew Maliniak	0.30	Correspond with E. Swager re new NDA form (.2); correspond with W. Williams and M. Mutino re equity plan transfer restrictions (.1).
03/11/24	Matt Waldrep	1.60	Review, revise first day orders reporting obligations chart (.7); correspond with E. Swager, T. Chanroo and C. Harris re Katten investigation diligence (.9).
03/11/24	Wayne E. Williams	1.40	Analyze equity transfer rights under equity incentive plans and corporate governing documents (1.1); correspond with S. Price and D. Maliniak re same (.3).
03/12/24	Tiffani Chanroo	2.00	Review, analyze Katten diligence distribution (1.2); correspond with M. Waldrep re same (.8).
03/12/24	Evan Swager	0.40	Telephone conference with independent directors, Centerview, Alix teams re case status.
03/12/24	Matt Waldrep	2.20	Review, analyze correspondence from C. Harris re diligence (.2); update supplemental diligence tracker (1.4); correspond with T. Chanroo and E. Swager re supplemental diligence tracker (.6).
03/12/24	Wayne E. Williams	0.10	Correspond with D. Maliniak re cleansing issues.
03/13/24	Tiffani Chanroo	2.20	Review, analyze financial disclosure (.8); correspond with E. Swager, K&E team re same (.3); review, analyze issues re Katten diligence (.6); correspond with M. Waldrep re same (.5).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187174

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/24	Julie Kunetka	2.00	Review materials re go-forward organizational documents (.6); correspond with M. Young re same (.9); conference with M. Young re same (.5).
03/13/24	Anup Sathy, P.C.	0.50	Review and analyze investigation issues.
03/13/24	Evan Swager	2.10	Telephone conference with W. Williams re corporate governance considerations (.3); review research re same (.6); correspond with F. Petrie, K&E team re new governance documents (.8); telephone conference with Simpson team re governance documents (.4).
03/13/24	Matt Waldrep	0.10	Correspond with T. Chanroo re Katten investigation diligence.
03/13/24	Wayne E. Williams	0.20	Telephone conference with E. Swager re corporate governance issues.
03/13/24	Mary Catherine Young	1.70	Correspond with E. Swager, K&E team re proposed language re new organizational documents (.5); conference with J. Kunetka re same (.5); conference with E. Swager re same (.4); conference with Simpson team re same (.3).
03/14/24	Tiffani Chanroo	1.50	Correspond with M. Waldrep, Company re outstanding diligence for investigation (.4); review, analyze issues re same (.2); review, analyze 2023 financial statement (.6); correspond with D. Maliniak, K&E team Company re same (.3).
03/14/24	Drew Maliniak	1.90	Review and revise financial statements re fiscal year 2023 (.8); correspond with T. Chanroo re same (.3); review presentation re long range planning projections for cleansing (.5); revise disclaimer (.3).
03/14/24	Anup Sathy, P.C.	0.70	Review and analyze investigation issues.
03/14/24	Wayne E. Williams	0.70	Analyze financial statement disclosures (.6); analyze long range projections (.1).
03/15/24	Luci Hague	0.20	Correspond with W. Williams re CFIUS telephone conference.
03/15/24	Drew Maliniak	1.60	Correspond with Centerview team re cleansing materials (.4); telephone conference with Centerview team re stockholders agreement, corporate structure (.6); correspond with E. Swager, K&E team re same (.6).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187174

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/24	Mario Mancuso, P.C.	0.20	Review, analyze CFIUS issues (.1); telephone conference with L. Hague re same (.1).
03/15/24	Evan Swager	1.30	Correspond with F. Petrie, K&E team, Gibson team re governance documents.
03/15/24	Matt Waldrep	1.40	Draft confidentiality agreement for Katten Muchin (1.1); revise same (.1); correspond with T. Chanroo and E. Swager re same (.2).
03/15/24	Wayne E. Williams	2.30	Analyze corporate governance terms (1.3), telephone conference with D. Maliniak re same (.2); review annual plan (.3); review long range projections (.1); telephone conference with GDC, D. Maliniak, K&E team re corporate governance matters (.4).
03/17/24	Anthony Abate	1.20	Prepare, revise corporate structure chart re UK guarantor entities (1.0); correspond with M. Young re same (.2).
03/17/24	Nick Salinaro	0.50	Correspond with W. Williams, K&E team (.1); review, analyze closing set (.4).
03/18/24	Tiffani Chanroo	0.80	Review, analyze Katten diligence request (.6); correspond with M. Waldrep, K&E team, Company re same (.2).
03/18/24	Luci Hague	0.50	Telephone conference with W. Williams and E. Krum re CFIUS issues.
03/18/24	Drew Maliniak	0.90	Correspond with L. Hague, K&E team re lender holdings background (.4); telephone conference with L. Hague, K&E team re same (.5).
03/18/24	Mario Mancuso, P.C.	0.50	Review, analyze issues re CFIUS matters.
03/18/24	Matt Waldrep	0.30	Correspond with L. Kweskin, Katten Muchin re confidentiality agreement.
03/18/24	Wayne E. Williams	0.70	Organize CFIUS due diligence (.4); telephone conference with L. Hague, E. Krum and D. Maliniak re same (.3).
03/19/24	Drew Maliniak	0.30	Correspond with K. Bobholz re ratings agency disclaimer and ratings agency process.
03/19/24	Daniel Wachenfeld	3.90	Draft confidentiality agreement for prospective board member (3.6); correspond with M. Young re same (.3).
03/19/24	Matt Waldrep	0.90	Correspond with R. Smith, Katten Muchin, E. Swager, K&E team re confidentiality agreement (.1); compile documents for Katten diligence requests (.8).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187174

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/24	Mary Catherine Young	1.60	Review, revise prospective board member NDA.
03/20/24	Francis Petrie	0.20	Revise draft board update.
03/21/24	Tiffani Chanroo	0.80	Review, analyze diligence re independent investigation (.6); correspond with M. Waldrep, K&E team re same (.2).
03/21/24	Daniel Wachenfeld	0.30	Review and revise confidentiality agreement re prospective new board member.
03/21/24	Matt Waldrep	1.20	Correspond with T. Chanroo, L. Kweskin, Katten team re diligence requests (.8); review, revise Katten second supplemental diligence requests tracker (.4).
03/21/24	Mary Catherine Young	0.90	Correspond with E. Swager re prospective board member NDA (.4); conference with E. Swager re same (.5).
03/22/24	Anthony Abate	0.20	Prepare, revise corporate structure chart re UK guarantor entities.
03/22/24	Tiffani Chanroo	0.50	Correspond with M. Waldrep re diligence (.3); review, analyze materials re same (.2).
03/22/24	Drew Maliniak	0.60	Correspond with E. Swager re CFIUS and antitrust workstreams.
03/22/24	Anup Sathy, P.C.	0.90	Analyze investigation issues re releases.
03/22/24	Daniel Wachenfeld	0.10	Review and revise confidentiality agreement for prospective board member.
03/22/24	Wayne E. Williams	0.10	Correspond with D. Maliniak re antitrust issues.
03/22/24	Mary Catherine Young	0.50	Review, analyze corporate structure chart.
03/23/24	Anup Sathy, P.C.	0.90	Analyze investigation issues.
03/25/24	Francis Petrie	1.30	Draft and revise board update.
03/25/24	Evan Swager	2.50	Revise board update correspondence (.8); review board minutes (.3); correspond with Katten team re diligence requests (.5); review, revise Bain engagement letter, fee letter (.7); correspond with K&E team re same (.2).
03/25/24	Matt Waldrep	1.40	Research re board resolutions in response to diligence requests from Katten team (1.2); correspond with P. Nemecek, Katten team re directors and officers insurance policies (.2).
03/26/24	Luci Hague	0.20	Correspond with E. Krum re CFIUS telephone conference.
03/26/24	Mario Mancuso, P.C.	0.20	Correspond with L. Hague re CFIUS matters.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187174

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/24	Tiffani Chanroo	0.40	Correspond with M. Waldrep re investigation diligence.
03/28/24	Luci Hague	0.50	Telephone conference with E. Krum and Gibson team re CFIUS considerations (.4); prepare for same (.1).
03/28/24	Mario Mancuso, P.C.	0.50	Telephone conference with Gibson Dunn re CFIUS issues.
03/28/24	Evan Swager	0.90	Correspond with GDC team re Bain engagement letter (.4); review, revise same (.5).
03/28/24	Trent Tucker	2.50	Review, analyze stock powers and certificates.
03/28/24	Matt Waldrep	0.20	Correspond with Company re Katten diligence requests.
03/29/24	Tiffani Chanroo	1.10	Correspond with M. Waldrep, D. Wachenfeld re investigation diligence (.4); review, analyze materials re same (.7).
03/29/24	Randy Santa Ana	0.50	Correspond with W. Williams, K&E team re securities agreement.
03/29/24	Daniel Wachenfeld	0.10	Review, analyze Katten diligence requests.
03/29/24	Daniel Wachenfeld	1.60	Draft confidentiality agreement for potential transaction counterparty.
03/29/24	Matt Waldrep	5.30	Review, analyze documents re Katten second supplemental diligence requests (4.9); correspond with D. Wachenfeld, E. Swager and M. Fahey re Katten diligence requests (.4).
03/30/24	Luci Hague	0.20	Correspond with E. Krum re CFIUS follow-up questions.
Total		88.00	

Document Page 194 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187175
Client Matter: 55160-13

In the Matter of Employee Matters

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 69,570.00

Total legal services rendered

\$ 69,570.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187175

Thrasio Holdings, Inc.

Matter Number:

55160-13

Employee Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	1.50	1,265.00	1,897.50
Trevor Eck	1.00	975.00	975.00
Jamie McLennan	23.00	815.00	18,745.00
Matthew Mutino	1.60	975.00	1,560.00
Francis Petrie	1.00	1,595.00	1,595.00
Scott D. Price, P.C.	2.70	2,245.00	6,061.50
Anup Sathy, P.C.	3.80	2,305.00	8,759.00
Evan Swager	4.60	1,345.00	6,187.00
Mary Catherine Young	24.40	975.00	23,790.00
TOTALS	63.60		\$ 69,570.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187175

Thrasio Holdings, Inc.

Matter Number:

55160-13

Employee Matters

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/24	Scott D. Price, P.C.	0.80	Review, revise employee retention agreements.
03/04/24	Trevor Eck	0.70	Review, revise employee retention letters.
03/04/24	Matthew Mutino	0.70	Review and analyze executive compensation documents re SEC request.
03/04/24	Scott D. Price, P.C.	0.80	Review, revise retention bonus agreements.
03/04/24	Anup Sathy, P.C.	0.50	Review, analyze employee matters re retention agreements.
03/04/24	Mary Catherine Young	6.50	Draft post-petition employee obligations presentation (3.4); revise post-petition employee obligations presentation (3.1).
03/05/24	Trevor Eck	0.30	Review, revise employee retention agreements.
03/05/24	Scott D. Price, P.C.	0.30	Review, revise employee retention agreements.
03/05/24	Anup Sathy, P.C.	0.60	Review, analyze employee retention issues.
03/05/24	Mary Catherine Young	1.30	Review, revise post-petition employee obligations presentation (.8); correspond with E. Swager, D. Wachenfeld, M. Waldrep re same (.5).
03/05/24	Mary Catherine Young	0.40	Review, revise employee communications materials.
03/06/24	Anup Sathy, P.C.	0.40	Analyze issues re employee retention.
03/06/24	Mary Catherine Young	1.60	Correspond with E. Swager, Alix, J. McClennan re insider analysis (.7); research, analyze considerations re same (.9).
03/07/24	Francis Petrie	0.80	Telephone conference with Company re employee retention issues (.4); correspond with S. Price, K&E team re same (.4).
03/07/24	Scott D. Price, P.C.	0.50	Correspond with F. Petrie, K&E team re employee retention and separation agreements.
03/07/24	Anup Sathy, P.C.	0.40	Review, analyze employee retention issues.
03/07/24	Mary Catherine Young	0.30	Review, analyze insider analysis memorandum.
03/08/24	Evan Swager	0.90	Review, revise communications materials re employees (.5); correspond with Company re reporting obligations (.4).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187175

Thrasio Holdings, Inc.

Matter Number:

55160-13

Employee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/24	Mary Catherine Young	0.40	Review, analyze wages order, RSA re post-petition severance obligations.
03/11/24	Jamie McLennan	2.70	Conference with E. Swager, M. Young, Company, Alix re insider analysis (.5); review, analyze precedent re insider analysis (2.0); correspond with M. Young re insider analysis (.2).
03/11/24	Matthew Mutino	0.90	Review and analyze executive compensation documents re: client question on equity compensation.
03/11/24	Scott D. Price, P.C.	0.30	Correspond with Company re equity transfers.
03/11/24	Evan Swager	0.50	Telephone conference with F. Petrie, K&E team, AlixPartners, Company re insider analysis.
03/11/24	Mary Catherine Young	0.50	Conference with the Company re insider analysis.
03/12/24	Tiffani Chanroo	0.30	Correspond with J. McLennan re insider analysis.
03/12/24	Jamie McLennan	2.20	Review, revise insider analysis summary (2.0); conference with M. Young re insider analysis chart (.2).
03/12/24	Evan Swager	0.30	Review, analyze employee termination agreement.
03/12/24	Mary Catherine Young	0.70	Correspond with J. McLennan re insider analysis (.2); review research, analyze considerations re same (.5).
03/13/24	Jamie McLennan	2.30	Review, draft summary re insider status (1.5); review, analyze precedent re in insider status (.8).
03/13/24	Jamie McLennan	1.50	Review, revise summary re invoice for employee training (.8); correspond with F. Petrie re same (.2); correspond with Alix re same (.5).
03/13/24	Evan Swager	0.30	Correspond with J. McLennan re insider analysis.
03/14/24	Anup Sathy, P.C.	0.80	Conferences with F. Petrie, K&E team working group re management retention issues.
03/14/24	Evan Swager	0.40	Correspond with M. Young, K&E team re employee compensation, severance considerations.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187175

Thrasio Holdings, Inc.

Matter Number:

55160-13

Employee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/24	Mary Catherine Young	2.00	Review, analyze severance letter considerations (1.3); review, analyze insider analysis (.7).
03/15/24	Jamie McLennan	0.70	Review and analyze insider employee analysis (.5); correspond with M. Young and Company re same (.2).
03/15/24	Anup Sathy, P.C.	0.60	Conferences with E. Swager, K&E team re employee issues.
03/16/24	Jamie McLennan	0.20	Review and analyze precedent re insider analysis.
03/17/24	Jamie McLennan	3.00	Review, revise insider analysis memorandum (2.8); correspond with M. Young re same (.2).
03/17/24	Evan Swager	0.40	Correspond with F. Petrie, Company re severance considerations.
03/17/24	Mary Catherine Young	1.30	Review, revise insider analysis.
03/18/24	Tiffani Chanroo	1.20	Review, revise insider memorandum (.9); correspond with M. Young, K&E team re same (.3).
03/18/24	Jamie McLennan	1.80	Review, revise insider analysis memorandum.
03/18/24	Evan Swager	0.40	Telephone conference with F. Petrie, K&E team, Company re employee offer letter considerations.
03/18/24	Mary Catherine Young	3.00	Conference with E. Swager re wage obligations research (.3); analyze issues re same (.8); review, revise insider analysis (.3); correspond with J. McLennan re same (.2); conference with Company re wages considerations (.5); correspond with T. Chanroo, K&E team re insider analysis (.5); conference with E. Swager re same (.4).
03/19/24	Jamie McLennan	0.50	Review and revise wages order.
03/19/24	Evan Swager	0.50	Correspond with Company re employee retention considerations.
03/19/24	Mary Catherine Young	0.20	Correspond with J. McLennan, K&E team re insider analysis.
03/20/24	Jamie McLennan	3.50	Review and research precedent re employment offers and executory contracts (1.0); draft memorandum re same (2.5).
03/20/24	Mary Catherine Young	0.50	Review research re wages obligations (.3); correspond with Company re same (.2).
03/23/24	Mary Catherine Young	0.50	Review, analyze issues re wages final order.
03/24/24	Mary Catherine Young	0.40	Review, revise wages final order issues.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187175

Thrasio Holdings, Inc.

Matter Number:

55160-13

Employee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/24	Jamie McLennan	2.10	Review and research employment issues re offer letter and bonus.
03/25/24	Evan Swager	0.40	Correspond with M. Young re Company inquiries re employee considerations.
03/25/24	Mary Catherine Young	2.40	Review, analyze research re wage issues (1.5); correspond with J. McLennan re same (.1); conference with Company re insider analysis (.5); analyze issues re same (.3).
03/26/24	Jamie McLennan	2.00	Office conference with E. Swager, M. Young re employee bonus provisions (.5); draft summary re same (1.5).
03/26/24	Evan Swager	0.50	Telephone conference with M. Young, Company re employee considerations.
03/26/24	Mary Catherine Young	0.80	Review, revise research summary re post-emergence wage issue (.2); conference with J. McLennan, E. Swager re same (.5); review, analyze issue re same (.1).
03/27/24	Jamie McLennan	0.50	Review and revise wages order re committee comments.
03/27/24	Anup Sathy, P.C.	0.50	Analyze employee retention matters.
03/30/24	Francis Petrie	0.20	Correspond with M. Young re wages issues.
03/30/24	Mary Catherine Young	1.60	Review, revise proposed wages final order (.6); analyze issues re same (.7); correspond with Alix, F. Petrie, K&E team re same (.3).
Total		63.60	

Document Page 200 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187176
Client Matter: 55160-14

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 194,626.50

Total legal services rendered

\$ 194,626.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187176

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	32.80	815.00	26,732.00
Tiffani Chanroo	9.00	1,265.00	11,385.00
Megan C. Feeney	44.20	975.00	43,095.00
Michael David Lehavi	3.10	785.00	2,433.50
Colin J. Martindale	1.40	1,235.00	1,729.00
Jamie McLennan	26.00	815.00	21,190.00
Humza Moinuddin	10.70	815.00	8,720.50
Francis Petrie	3.80	1,595.00	6,061.00
Luke Spangler	0.20	355.00	71.00
Charlie Steinmetz	8.50	815.00	6,927.50
Evan Swager	12.70	1,345.00	17,081.50
Daniel Wachenfeld	11.20	815.00	9,128.00
Matt Waldrep	21.60	975.00	21,060.00
Mary Catherine Young	19.50	975.00	19,012.50
TOTALS	204.70		\$ 194,626.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/24	Michael David Lehavi	0.10	Conference with C. McGushin, C. Martindale, K&E team re executory contract issues.
03/04/24	Anthony Abate	1.00	Review, revise contract rejection motion (.9); correspond with M. Feeney re contract rejection motion (.1).
03/04/24	Megan C. Feeney	0.60	Review, revise contract rejection motion (.4); correspond with A. Abate, K&E team re same (.2).
03/04/24	Michael David Lehavi	1.80	Conference with M. Waldrep re executory contract research (.2); conference with C. Martindale re same (.3); review and analyze executory contract case law re post-filing contingent obligations (1.3).
03/04/24	Colin J. Martindale	0.90	Telephone conference with M. Lehavi re research re executory contract precedent (.3); review, analyze executory contract research (.4); correspond with M. Waldrep re same (.2).
03/04/24	Francis Petrie	0.30	Review, analyze research re executory contracts.
03/04/24	Matt Waldrep	1.20	Correspond with C. Martindale, M. Lehavi and K&E team re executory contracts.
03/04/24	Mary Catherine Young	1.00	Research re APA executory contract considerations (.7); correspond with E. Swager re same (.3).
03/05/24	Anthony Abate	0.30	Review, revise contract rejection motion.
03/05/24	Megan C. Feeney	0.30	Correspond with A. Abate re contract rejection motion (.1); draft, revise notice re same (.2).
03/05/24	Michael David Lehavi	0.30	Review and analyze executory contract case law re post-filing contingent obligations.
03/05/24	Mary Catherine Young	0.30	Correspond with E. Swager, K&E team re executory contract research.
03/06/24	Anthony Abate	0.60	Review, revise contract rejection motion.
03/06/24	Megan C. Feeney	0.80	Correspond with A. Abate, K&E team, Cole Schotz, Alix re contract rejection motion (.2); review notice of hearing re same (.5); compile and prepare notice of hearing for filing (.1).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187176

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/24	Anthony Abate	4.20	Review, analyze company asset purchase agreements re executory contract status (3.1); draft language re rejection of executory contracts (.6); correspond with M. Feeney and M. Waldrep re same (.5).
03/14/24	Tiffani Chanroo	0.40	Correspond with E. Swager, K&E team re contract rejection.
03/14/24	Megan C. Feeney	5.90	Telephone conference with M. Waldrep, K&E team re APA objections, (.5); correspond with M. Waldrep, K&E team re same (.8); review, analyze rejected APAs (3.5); review, revise summary of executory contracts, rejection re same (1.1).
03/14/24	Jamie McLennan	0.50	Review and compile asset purchase agreements (.2); correspond with E. Swager re same (.3).
03/14/24	Francis Petrie	1.30	Review counterparty correspondence re executory contracts (.7); correspond with E. Swager, K&E team re same (.6).
03/14/24	Evan Swager	4.10	Review, analyze communications from APA counterparties (.8); correspond with M. Feeney, K&E team re same (.5); review, analyze APAs re same (2.5); correspond with F. Petrie, K&E team re same (.3).
03/14/24	Matt Waldrep	4.70	Research re executory contracts (3.3); correspond with A. Abate, M. Feeney, K&E team re executory contracts (1.4).
03/14/24	Mary Catherine Young	3.00	Review, analyze seller contracts (1.8); draft summary re same (.7); correspond with E. Swager re same (.5).
03/15/24	Tiffani Chanroo	0.90	Review, analyze APA contract review (.6); correspond with J. McLennan re same (.3).
03/15/24	Michael David Lehavi	0.90	Review and analyze legal issues re executory contracts.
03/15/24	Evan Swager	0.70	Correspond with Company, F. Petrie re APA rejections.
03/15/24	Mary Catherine Young	0.20	Correspond with T. Chanroo, K&E team re executory contract analysis.
03/16/24	Jamie McLennan	2.50	Review and analyze rejected executory contracts (1.9); compile analysis re same (.6).
03/16/24	Evan Swager	0.60	Correspond with F. Petrie, K&E team re rejected APAs.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187176

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/24	Anthony Abate	0.30	Review, analyze company asset purchase agreements re ongoing obligations (.2); correspond with M. Feeney and M. Waldrep re same (.1).
03/18/24	Tiffani Chanroo	1.70	Review, analyze executory contract issues (1.3); correspond with J. McLennan, K&E team re same (.4).
03/18/24	Megan C. Feeney	1.60	Correspond with M. Waldrep, K&E team re APA inbound tracker (.2); review, revise re same (.2); correspond and telephone conference with F. Petrie, K&E team re rejection objection process (1.2).
03/18/24	Jamie McLennan	1.00	Review and compile excel chart re rejected executory contracts (.5); review rejected executory contracts (.5).
03/18/24	Evan Swager	0.60	Telephone conference with F. Petrie, K&E team re rejection motion.
03/18/24	Matt Waldrep	0.70	Draft inbound contract summary (.6); correspond with M. Feeney, A. Abate, K&E team re same (.1).
03/18/24	Mary Catherine Young	1.00	Conference with E. Swager, M. Feeney re executory contracts analysis.
03/19/24	Tiffani Chanroo	2.30	Review, analyze executory contract portfolio (1.9); correspond with J. McLennan, K&E team re same (.4).
03/19/24	Megan C. Feeney	0.70	Conference with E. Swager re contract rejection strategy (.5); correspond with landlords re same (.2).
03/19/24	Megan C. Feeney	0.90	Conferences with E. Swager, M. Young re APA inbounds (.7); draft correspondence re same (.2).
03/19/24	Jamie McLennan	4.50	Review, analyze rejected executory contracts (3.2); compile contracts re same (1.3).
03/20/24	Anthony Abate	3.10	Review, analyze asset purchase agreements re ongoing obligations (2.8); telephone conference with E. Swager, K&E team re same (.3).
03/20/24	Tiffani Chanroo	2.20	Review, analyze issues re executory contracts (1.4); conference with J. McLennan, K&E team re same (.4); correspond with J. McLennan, K&E team re same (.4).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187176

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/24	Megan C. Feeney	1.20	Correspond with M. Young, K&E team, Alix re contract rejection replies, APAs (1.0); update summary re same (.2).
03/20/24	Jamie McLennan	2.70	Review and revise contract rejection summary (2.5); conference with T. Chanroo, K&E team re same (.2).
03/20/24	Charlie Steinmetz	0.50	Telephone conference with T. Chanroo, K&E team re APA contracts.
03/20/24	Daniel Wachenfeld	0.30	Conference with T. Chanroo, K&E team re material contract review.
03/20/24	Matt Waldrep	0.30	Correspond with T. Chanroo, K&E team re executory contracts.
03/20/24	Mary Catherine Young	0.30	Review, analyze lease objection.
03/21/24	Anthony Abate	3.30	Review, analyze asset purchase agreements re ongoing obligations (.9); research, analyze case law re security deposits (1.8); draft memorandum re same (.6).
03/21/24	Tiffani Chanroo	1.10	Correspond with J. McLennan re contract review (.4); review, analyze issues re same (.7).
03/21/24	Megan C. Feeney	4.30	Telephone conferences with landlords, M. Young, K&E team, AlixPartners, Company re contract rejection objections (2.0); correspond with A. Abate re security deposit research (.3); research re setoff, security deposits (2.0).
03/21/24	Jamie McLennan	2.10	Review and analyze rejected asset purchase agreements (1.6); review and draft correspondence to counterparties re same (.5).
03/21/24	Jamie McLennan	3.00	Review and revise research re executory contracts and discharge exceptions.
03/21/24	Humza Moinuddin	0.70	Review, analyze asset purchase agreements re executory contract status.
03/21/24	Charlie Steinmetz	0.40	Review, analyze seller APA agreements.
03/21/24	Daniel Wachenfeld	0.30	Review and analyze company material contracts.
03/21/24	Mary Catherine Young	1.20	Conference with Company re sublease issue (.5); conference with Company re same (.5); prepare for same (.2).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187176

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/24	Anthony Abate	4.20	Review, analyze asset purchase agreements re ongoing obligations (2.5); research, analyze case law re security deposits status as property of estate (1.5); review, revise contract rejection order re U.S. Trustee comments (.2).
03/22/24	Tiffani Chanroo	0.40	Conference with J. McLennan, K&E team re contract rejection.
03/22/24	Megan C. Feeney	4.00	Correspond with E. Swager, M. Young, Alix re APA rejection (.5); correspond with Company, Alix, E. Swager, K&E team, contract party counsel re same (.4); correspond with A. Abate re security deposits, rejected contracts (.5); review research re same (1.1); draft, revise APA rejection summary (1.3); correspond with E. Swager, F. Petrie re same (.2).
03/22/24	Jamie McLennan	1.40	Review and analyze rejected asset purchase agreements.
03/22/24	Humza Moinuddin	3.60	Review, analyze asset purchase agreements re executory contracts.
03/22/24	Charlie Steinmetz	0.40	Telephone conference with T. Chanroo, K&E team re seller APA agreements.
03/22/24	Daniel Wachenfeld	1.30	Review and analyze company material contracts.
03/22/24	Matt Waldrep	1.00	Correspond with T. Chanroo, K&E team re executory contracts (.1); review, analyze APAs re executory provisions (.9).
03/22/24	Mary Catherine Young	0.90	Review, analyze lease objection (.5); correspond with M. Feeney, E. Swager re same (.4).
03/23/24	Anthony Abate	3.30	Review, revise contract rejection order re U.S. Trustee comments (.2); review, analyze asset purchase agreements re ongoing obligations (3.1).
03/23/24	Humza Moinuddin	4.20	Review, analyze asset purchase agreements re executory contract obligations.
03/23/24	Daniel Wachenfeld	2.00	Review and analyze company material contracts.
03/23/24	Matt Waldrep	2.70	Review APAs for executory provisions.
03/24/24	Jamie McLennan	0.90	Review and analyze rejected asset purchase agreements.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187176

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/24	Humza Moinuddin	1.50	Review, analyze asset purchase agreements re executory contract obligations.
03/24/24	Matt Waldrep	5.40	Review APAs for executory provisions.
03/25/24	Anthony Abate	2.30	Review, analyze asset purchase agreements re ongoing obligations (1.5); research, analyze case law re rejection of executory contracts (.8).
03/25/24	Megan C. Feeney	2.30	Telephone conferences with M. Young, K&E team, contract party counsel re contract rejection issues (.8); review, analyze bill of sale re same (.2); research re security deposit issue (.7); correspond with A. Abate, K&E team re same (.3); telephone conference with subtenant, M. Young re security deposit, sublease rejection (.3).
03/25/24	Jamie McLennan	2.80	Review and analyze rejected asset purchase agreements.
03/25/24	Humza Moinuddin	0.70	Review, analyze asset purchase agreements re executory contract status.
03/25/24	Charlie Steinmetz	5.30	Review, analyze asset purchase agreements (3.9); analyze issues re same (1.2); correspond with D. Wachenfeld, K&E team re same (.2).
03/25/24	Evan Swager	0.90	Review, analyze APAs re rejection motion.
03/25/24	Daniel Wachenfeld	4.70	Review and analyze material contracts.
03/25/24	Matt Waldrep	1.40	Review APAs for executory provisions.
03/25/24	Mary Catherine Young	0.70	Conference with Company re sublease issue (.5); conference with M. Feeney re same (.2).
03/26/24	Anthony Abate	2.80	Research, analyze case law re security deposits (1.8); research, analyze case law re executory contract claims (.6); conference with M. Waldrep re same (.2); review, revise contract rejection order re Committee comments (.2).
03/26/24	Megan C. Feeney	2.30	Correspond and telephone conference with M. Young, K&E team re contract rejection issues, security deposit research (.5); correspond with M. Young, K&E team re same (.2); research re security deposit (1.0); review research re setoff (.3); review, analyze research re security deposit issues (.3).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187176

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/24	Charlie Steinmetz	1.90	Review, analyze APA agreements (1.7); correspond with D. Wachenfeld, K&E team re same (.2).
03/26/24	Evan Swager	0.60	Review, analyze Company correspondence re APA earnouts, executory contracts.
03/26/24	Daniel Wachenfeld	1.60	Review and analyze Company material contracts.
03/26/24	Matt Waldrep	3.50	Research re proceeds of executory contract.
03/26/24	Mary Catherine Young	0.80	Correspond with M. Feeney re sublease issue (.2); conference with Company re same (.1); analyze issues re same (.5).
03/27/24	Anthony Abate	2.20	Review, revise contract rejection order (.4); research, analyze case law re abandonment of property (1.8).
03/27/24	Megan C. Feeney	2.90	Correspond and conferences with M. Young, K&E team re lease rejection issues (.7); draft correspondence to landlord counsel re same (.3); research re abandonment rights (1.0); review, analyze memorandum re same (.5); correspond with A. Abate re security deposit, abandonment issue (.4).
03/27/24	Francis Petrie	1.30	Telephone conference with Company re seller issues (.5); review, analyze objection re same (.3); correspond with E. Swager re same (.5).
03/27/24	Matt Waldrep	0.50	Correspond with M. Bank re executory contract research (.3); review, analyze objection from executory contract counterparty (.2).
03/27/24	Mary Catherine Young	1.50	Review, analyze non-debtor equity transfer agreement (.8); conference with E. Swager re same (.4); conference with Company re same (.3).
03/28/24	Anthony Abate	4.40	Research, analyze precedent contract rejection replies (.8); draft, revise contract rejection reply (3.2); correspond with M. Feeney re same (.2); review, revise contract rejection order (.2).
03/28/24	Megan C. Feeney	4.60	Correspond with landlords, M. Young, K&E team re rejection schedule (2); research re security deposit issue, rejection damages (1.5); correspond with A. Abate, K&E team re same (.8); correspond with A. Abate, K&E re contact rejection reply (.3).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187176

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/24	Jamie McLennan	2.80	Review and research issues re security deposits and secured interests.
03/28/24	Luke Spangler	0.20	Compile precedent re rejection replies (.1); correspond with A. Abate re same (.1).
03/28/24	Evan Swager	1.20	Telephone conferences with objecting parties re resolutions (1.0); correspond with M. Feeney re same (.2).
03/28/24	Daniel Wachenfeld	1.00	Analyze issues re landlord claims against estate re security deposit.
03/28/24	Mary Catherine Young	2.00	Correspond with F. Petrie, M. Feeney, E. Swager re lease issue re security deposit (.5); research re same (.5); conference with landlord re same (.5); conference with subtenant re contract rejection order (.5).
03/29/24	Anthony Abate	0.80	Research, analyze case law re lease amendments in ordinary course.
03/29/24	Megan C. Feeney	9.00	Telephone conferences with E. Swager, K&E team, landlords, Cole Schotz, Alix re rejection issues (.7); correspond with E. Swager, K&E team, landlords, Cole Schotz, AlixPartners re re same (.8); review, analyze lease amendment re same (.8); review revised rejection order (.5); review, analyze Bristols 6 objection (.8); correspond with A. Abate, K&E team re same (.5); review, analyze memorandum re lease amendments (.7); correspond with J. McLennan re Bristols 6 objection reply (.4); research re same (.8); review, revise reply re executory contracts (1.6); review, revise contract rejection reply (1.4).
03/29/24	Colin J. Martindale	0.30	Review objection to rejection of executory contracts.
03/29/24	Jamie McLennan	1.80	Review and analyze research re executory contracts and asset purchase agreements (1.6); correspond with M. Feeney re same (.2).
03/29/24	Evan Swager	0.80	Correspond with M. Feeney, K&E team re rejection motion order.
03/29/24	Matt Waldrep	0.20	Research re executory contracts.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187176

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/29/24	Mary Catherine Young	4.80	Research re lease security deposit issue (1.2); correspond with M. Feeney, E. Swager re same (.4); conference with M. Feeney, E. Swager re same (.5); conference with Cole Schotz re same (.2); analyze issues re contract rejection order re same (.5); review, analyze issue re subtenant deposit (.6); review, analyze Two Friends Realty objection re contract rejection order (.6); review, analyze lease amendment (.8).
03/30/24	Megan C. Feeney	2.50	Draft, revise contract rejection reply (1.8); research re same (.5); correspond with E. Swager, K&E team re same (.2).
03/30/24	Colin J. Martindale	0.20	Review and analyze executory contract objection.
03/30/24	Mary Catherine Young	1.00	Review, revise lease amendment (.8); correspond with K&E team, Alix team re same (.2).
03/31/24	Megan C. Feeney	0.30	Review, analyze counterparty correspondence re contract rejection.
03/31/24	Francis Petrie	0.90	Correspond with E. Swager re objection strategy (.3); review correspondence and research re same (.6).
03/31/24	Evan Swager	3.20	Research re contract rejection (1.5); revise reply re same (1.7).
03/31/24	Mary Catherine Young	0.80	Correspond with E. Swager, K&E team re lease amendment (.6); analyze issues re same (.2).
Total		204.70	

Document Page 211 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187177
Client Matter: 55160-15

In the Matter of SOFAs and Schedules

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 65,506.50

Total legal services rendered

\$ 65,506.50

Legal Services for the Period Ending March 31, 2024
 Thrasio Holdings, Inc.
 SOFAs and Schedules

Invoice Number: 1010187177
 Matter Number: 55160-15

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	23.90	1,265.00	30,233.50
Trevor Eck	8.60	975.00	8,385.00
Megan C. Feeney	3.80	975.00	3,705.00
Jamie McLennan	0.80	815.00	652.00
Francis Petrie	0.60	1,595.00	957.00
Laura Saal	0.50	625.00	312.50
Evan Swager	2.10	1,345.00	2,824.50
Matt Waldrep	10.80	975.00	10,530.00
Mary Catherine Young	7.60	975.00	7,410.00
Tanzila Zomo	1.40	355.00	497.00
TOTALS	60.10		\$ 65,506.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187177

Thrasio Holdings, Inc.

Matter Number:

55160-15

SOFAs and Schedules

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/24	Tiffani Chanroo	0.40	Correspond with M. Young re insider analysis re SoFAs and schedules (.1); review, analyze SoFAs inquiries (.3).
03/07/24	Evan Swager	0.30	Correspond with T. Chanroo, K&E team, AlixPartners re SoFAs.
03/12/24	Tiffani Chanroo	0.30	Review, analyze SoFAs and schedules.
03/13/24	Tiffani Chanroo	1.20	Review, analyze SoFAs and schedules (.9); correspond with M. Waldrep re same (.3).
03/13/24	Matt Waldrep	3.90	Correspond with T. Chanroo re statements of financial affairs (.1); research re statements of financial affairs motion (2.8); correspond with AlixPartners and T. Chanroo re statements of financial affairs (1.0).
03/14/24	Tiffani Chanroo	1.10	Review, analyze SoFAs and schedules issues (.8); correspond with M. Waldrep, Alix team re same (.3).
03/15/24	Tiffani Chanroo	1.70	Review, analyze issue re SoFAs and schedules (1.2); correspond with M. Waldrep, K&E team, Company re same (.5).
03/15/24	Trevor Eck	0.80	Review, analyze payment summary re SoFAs (.6); correspond with Alix re same (.2).
03/15/24	Matt Waldrep	2.80	Research re statements of financial affairs extension motion (2.6); correspond with T. Chanroo re same (.2).
03/16/24	Matt Waldrep	0.30	Correspond with E. Swager re statements of financial affairs.
03/18/24	Tiffani Chanroo	0.70	Review, analyze SoFAs and schedule disclosures (.6); correspond with Alix team re same (.1).
03/18/24	Matt Waldrep	1.90	Correspond with T. Chanroo re statements of financial affairs (.3); research precedent re statements of financial affairs (1.6).
03/19/24	Tiffani Chanroo	1.10	Review, analyze issues re SoFAs and schedules (.9); correspond with Alix team, M. Waldrep, K&E team re same (.2).
03/19/24	Matt Waldrep	1.10	Research re statements of financial affairs (.5); correspond with T. Chanroo re same (.6).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187177

Thrasio Holdings, Inc.

Matter Number:

55160-15

SOFAs and Schedules

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/24	Tiffani Chanroo	2.10	Review, analyze issues re SoFAs and schedules (1.2); correspond with M. Waldrep, K&E team re same (.4); telephone conference with Alix team, T. Eck, K&E team re same (.5).
03/20/24	Trevor Eck	0.30	Telephone conference with Alix team, T. Chanroo, K&E team re SoFAs.
03/20/24	Megan C. Feeney	0.50	Telephone conference with T. Chanroo, K&E team, Alix team re SoFAs and schedules.
03/20/24	Evan Swager	0.40	Conference with AlixPartners team re SoFAs.
03/20/24	Matt Waldrep	0.80	Research re statements of financial affairs (.6); conference with T. Chanroo, K&E team, AlixPartners team re statements of financial affairs (.2).
03/20/24	Mary Catherine Young	0.50	Telephone conference with Alix team, T. Chanroo, K&E team re SoFAs and schedules.
03/21/24	Tiffani Chanroo	1.40	Review, analyze issue re SoFAs and schedules (1.1); correspond with M. Waldrep, K&E team, Alix team re same (.3).
03/22/24	Tiffani Chanroo	1.10	Review, analyze issues re SoFAs and schedules (.7); conference with M. Waldrep, K&E team, Alix team re same (.4).
03/22/24	Evan Swager	0.30	Telephone conference with T. Chanroo, AlixPartners, K&E team re SoFAs.
03/23/24	Megan C. Feeney	1.80	Review, analyze SoFAs and schedules (1.6); correspond with M. Young re same (.2).
03/23/24	Mary Catherine Young	1.50	Review, analyze SoFAs and schedules.
03/24/24	Trevor Eck	3.50	Review, analyze SoFAs and schedules.
03/24/24	Megan C. Feeney	0.90	Review SoFAs and schedules (.7); correspond with M. Young, T. Eck re same (.2).
03/24/24	Mary Catherine Young	2.90	Review, analyze SoFAs and schedules (2.5); correspond with M. Feeney, K&E team re same (.4).
03/25/24	Tiffani Chanroo	3.10	Telephone conferences with Cole Schotz team, L. Saal, K&E team, Alix team re SoFAs and schedules (1.0); correspond with M. Young, K&E team, Alix team re same (.8); review, analyze issue re same (1.3).
03/25/24	Megan C. Feeney	0.60	Telephone conference with M. Young, K&E team, Alix team re SoFAs and schedules (.4); review re same (.2).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187177

Thrasio Holdings, Inc.

Matter Number:

55160-15

SOFAs and Schedules

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/24	Jamie McLennan	0.80	Prepare for telephone conference with E. Swager, M. Young, Alix team and Company re SoFAs and schedules (.2); telephone conference with E. Swager, M. Young, Alix team and Company re same (.6).
03/25/24	Laura Saal	0.50	Correspond with T. Chanroo, K&E team re SoFAs and schedules (.3); correspond with Cole Schotz, T. Chanroo, K&E team re same (.2).
03/25/24	Evan Swager	0.40	Telephone conference with Alix team re SoFAs.
03/25/24	Mary Catherine Young	0.70	Conference with Alix team re SoFAs and schedules (.5); analyze issues re same (.2).
03/25/24	Tanzila Zomo	0.50	Correspond with L. Saal re SoFAs and schedules filings.
03/26/24	Tiffani Chanroo	2.10	Review, revise issues re SoFAs and schedules (1.7); correspond with Alix team re same (.4).
03/27/24	Tiffani Chanroo	2.10	Correspond with Alix team re SoFAs and schedules (.4); review, analyze issues re same (1.2); conference with Company, Alix team re same (.5).
03/27/24	Evan Swager	0.70	Correspond with T. Chanroo, Alix team re SoFAs and schedules.
03/27/24	Mary Catherine Young	1.00	Review, analyze SoFAs and schedules issues.
03/28/24	Tiffani Chanroo	0.50	Conference with Cole Schotz team, L. Saal, K&E team re SoFAs and schedules.
03/28/24	Trevor Eck	0.70	Review, revise SoFAs and schedules global notes.
03/29/24	Tiffani Chanroo	2.20	Review, analyze issues re SoFAs and schedules (1.8); correspond with Alix team re same (.4).
03/29/24	Trevor Eck	3.30	Review, revise SoFAs and schedules global notes (2.4); review, analyze precedent re same (.9).
03/29/24	Mary Catherine Young	1.00	Review research re administrative priority rules re SoFAs and schedules (.6); correspond with Alix team re same (.4).
03/29/24	Tanzila Zomo	0.90	Draft summary re SoFAs and schedules filing (.8); correspond with L. Saal re same (.1).
03/31/24	Tiffani Chanroo	2.80	Review, revise SoFA global notes.
03/31/24	Francis Petrie	0.60	Review SoFAs and schedules and filing timing.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187177

Thrasio Holdings, Inc.

Matter Number:

55160-15

SOFAs and Schedules

Total

60.10

Document Page 217 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187178
Client Matter: 55160-16

In the Matter of Hearings

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 82,942.50

Total legal services rendered

\$ 82,942.50

Legal Services for the Period Ending March 31, 2024
 Thrasio Holdings, Inc.
 Hearings

Invoice Number: 1010187178
 Matter Number: 55160-16

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	4.60	1,265.00	5,819.00
Matthew C. Fagen, P.C.	14.80	1,685.00	24,938.00
Colin J. Martindale	2.00	1,235.00	2,470.00
Casey McGushin	4.10	1,555.00	6,375.50
Jamie McLennan	0.80	815.00	652.00
Francis Petrie	8.30	1,595.00	13,238.50
Anup Sathy, P.C.	2.10	2,305.00	4,840.50
Evan Swager	11.70	1,345.00	15,736.50
Mary Catherine Young	9.10	975.00	8,872.50
TOTALS	57.50		\$ 82,942.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187178

Thrasio Holdings, Inc.

Matter Number:

55160-16

Hearings

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	Matthew C. Fagen, P.C.	3.90	Prepare for first day hearing.
02/29/24	Matthew C. Fagen, P.C.	3.90	Prepare for first day hearing.
02/29/24	Francis Petrie	3.90	Prepare for first day hearing.
02/29/24	Evan Swager	4.60	Telephone conferences with C. McGushin, K&E team re first day hearing (1.2); prepare for first day hearing (3.4).
02/29/24	Mary Catherine Young	5.10	Prepare for first day hearing (3.4); review, revise talking points re same (1.7).
03/01/24	Tiffani Chanroo	4.60	Prepare for first day hearing (3.1); participate in first day hearing (1.5).
03/01/24	Matthew C. Fagen, P.C.	7.00	Participate in first day hearing (1.5); prepare for same (4.0); correspond with F. Petrie, K&E team re same (1.5).
03/01/24	Colin J. Martindale	2.00	Attend first day hearing (1.5); prepare for same (.5).
03/01/24	Casey McGushin	4.10	Prepare for chapter 11 first day hearing, including (2.6); participate in first day hearing (1.5).
03/01/24	Francis Petrie	4.40	Prepare for chapter 11 first day hearing (3.9); correspond with E. Swager, K&E team re chapter 11 first day hearing follow up issues (.5).
03/01/24	Anup Sathy, P.C.	1.20	Attend first day hearing.
03/01/24	Anup Sathy, P.C.	0.90	Review materials for first day hearing.
03/01/24	Evan Swager	7.10	Prepare for chapter 11 first day hearing (3.9); participate in same (2.0); correspond with T. Chanroo. K&E team re same (1.2).
03/01/24	Mary Catherine Young	4.00	Prepare for first day hearing (2.5); participate in same (1.5).
03/19/24	Jamie McLennan	0.80	Review and revise notice of adjournment of hearing.
Total		57.50	

Document Page 220 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187179
Client Matter: 55160-17

In the Matter of Insurance and Surety Matters

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 5,111.50

Total legal services rendered

\$ 5,111.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187179

Thrasio Holdings, Inc.

Matter Number:

55160-17

Insurance and Surety Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	0.30	975.00	292.50
Francis Petrie	0.50	1,595.00	797.50
William T. Pruitt	2.20	1,695.00	3,729.00
Mary Catherine Young	0.30	975.00	292.50
TOTALS	3.30		\$ 5,111.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187179

Thrasio Holdings, Inc.

Matter Number:

55160-17

Insurance and Surety Matters

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/24	William T. Pruitt	0.60	Analyze restructuring and related D&O insurance issues (.2); telephone conference with broker re same (.2); correspond with E. Swager, K&E team re same (.2).
03/12/24	Francis Petrie	0.50	Telephone conference with E. Swager, W. Pruitt, C. McGushin re insurance coverage.
03/12/24	William T. Pruitt	0.70	Analyze D&O insurance and indemnity issues (.2); telephone conference with F. Petrie, K&E team re same (.5).
03/14/24	William T. Pruitt	0.60	Analyze D&O insurance issues (.2); telephone conference with E. Swager, K&E team, Company re same (.4).
03/15/24	William T. Pruitt	0.30	Analyze considerations re D&O insurance notice and next steps (.2); correspond with C. McGushin re same (.1).
03/19/24	Mary Catherine Young	0.30	Review restructuring support agreement re D&O insurance issue.
03/25/24	Trevor Eck	0.30	Correspond with E. Swager, K&E team re D&O insurance issues.
Total		3.30	

Document Page 223 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187180
Client Matter: 55160-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 196,964.00

Total legal services rendered

\$ 196,964.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187180

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.10	975.00	1,072.50
Matthew C. Fagen, P.C.	10.70	1,685.00	18,029.50
Megan C. Feeney	17.30	975.00	16,867.50
Susan D. Golden	0.50	1,600.00	800.00
Casey McGushin	0.60	1,555.00	933.00
Jamie McLennan	7.80	815.00	6,357.00
Humza Moinuddin	6.80	815.00	5,542.00
Francis Petrie	11.50	1,595.00	18,342.50
Anup Sathy, P.C.	26.60	2,305.00	61,313.00
Alex Stephenson	0.10	995.00	99.50
Evan Swager	37.00	1,345.00	49,765.00
Matt Waldrep	1.50	975.00	1,462.50
Mary Catherine Young	16.80	975.00	16,380.00
TOTALS	138.30		\$ 196,964.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187180

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	Trevor Eck	0.90	Review, revise disclosure statement.
02/28/24	Jamie McLennan	1.00	Review and revise disclosure statement.
02/28/24	Humza Moinuddin	2.80	Review, revise disclosure statement order and exhibits.
02/28/24	Francis Petrie	3.80	Review, revise plan for filing (1.9); review, revise disclosure statement for filing (1.9).
02/28/24	Anup Sathy, P.C.	1.20	Review and analyze plan timeline and strategies.
02/28/24	Anup Sathy, P.C.	0.70	Analyze valuation issues re disclosure statement.
02/28/24	Mary Catherine Young	3.70	Review, revise plan.
02/29/24	Megan C. Feeney	3.30	Telephone conference with M. Young re prepetition capital structure (.1); telephone conferences with KCC re disclosure statement hearing (.8); correspond with F. Petrie, K&E team re disclosure statement hearing (.3); review, revise case timeline (.6); draft, revise disclosure statement hearing notice (.3); correspond with Cole Schotz, E. Swager, KCC re disclosure statement hearing notice (.3); research re bankruptcy rule 2002 (.7); telephone conference with E. Swager, K&E team re same (.2).
02/29/24	Anup Sathy, P.C.	0.70	Analyze plan timeline and issues.
03/01/24	Megan C. Feeney	1.00	Draft, revise disclosure statement hearing notice (.2); correspond with E. Swager, K&E team, Cole Schotz, KCC, Company re same (.4); revise confirmation timeline re same (.4).
03/02/24	Anup Sathy, P.C.	0.70	Analyze plan timeline and strategies.
03/03/24	Megan C. Feeney	0.30	Correspond with M. Young, K&E team re confirmation calendar.
03/04/24	Megan C. Feeney	0.90	Revise confirmation timeline (.7); correspond with C. Steinmetz re same (.2).
03/04/24	Susan D. Golden	0.50	Coordinate publication of record date notice in New York Times and Wall Street Journal.
03/04/24	Anup Sathy, P.C.	0.70	Review and analyze plan release issues.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187180

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/24	Megan C. Feeney	2.50	Telephone conferences with D. Wachenfeld, K&E team, Cole Schotz, KCC re bar date motion, case timeline (1.0); review, revise same (1.0); correspond with M. Young, K&E team re case timeline (.3); review, revise notice of bar date hearing (.2).
03/05/24	Francis Petrie	1.00	Telephone conference with Company re confirmation schedule and documentation.
03/05/24	Anup Sathy, P.C.	0.80	Review and analyze plan release issues.
03/05/24	Anup Sathy, P.C.	0.50	Review and analyze open issues re plan.
03/05/24	Matt Waldrep	0.60	Correspond with F. Petrie, K&E team re disclosure statement and executory contracts.
03/05/24	Mary Catherine Young	2.10	Research re confirmation requirements (.3); draft, revise presentation re plan, disclosure statement, confirmation requirements (1.8).
03/06/24	Anup Sathy, P.C.	0.60	Review and analyze plan issues re releases.
03/06/24	Anup Sathy, P.C.	0.50	Review and analyze investigation issues re releases.
03/06/24	Mary Catherine Young	1.40	Correspond with E. Swager re next steps re chapter 11 plan, timeline re same (.9); conference with Advent, E. Swager, K&E team re plan release considerations (.5).
03/07/24	Anup Sathy, P.C.	0.40	Review, analyze plan release issues.
03/07/24	Alex Stephenson	0.10	Review, analyze chapter 11 plan.
03/07/24	Mary Catherine Young	2.00	Research re discharge considerations re chapter 11 plan (1.2); correspond with E. Swager re same (.5); conference with E. Swager re same (.3).
03/08/24	Anup Sathy, P.C.	0.60	Telephone conferences with M. Fagen, K&E team re strategy.
03/08/24	Anup Sathy, P.C.	0.80	Review and analyze plan open issues.
03/08/24	Mary Catherine Young	1.20	Research re claims discharge considerations (.5); conference with C. McGushin, K&E team re same (.5); correspond with E. Swager re same (.2).
03/09/24	Anup Sathy, P.C.	0.80	Review and analyze plan issues.
03/10/24	Anup Sathy, P.C.	0.70	Review and analyze plan issues re potential investors.
03/10/24	Evan Swager	1.30	Review, revise board presentation re solicitation and confirmation process.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187180

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/24	Mary Catherine Young	0.30	Review, analyze disinterested director comments re chapter 11 plan.
03/11/24	Matthew C. Fagen, P.C.	3.70	Correspond with Company re special committee, next steps, disclosure statement.
03/11/24	Anup Sathy, P.C.	0.90	Review and analyze investigation issues re plan.
03/11/24	Mary Catherine Young	2.80	Review, revise presentation re plan, disclosure statement considerations (2.5); correspond with E. Swager re same (.3).
03/12/24	Anup Sathy, P.C.	0.90	Review and analyze release issues re plan.
03/12/24	Anup Sathy, P.C.	0.60	Analyze case deadlines and potential extensions.
03/12/24	Evan Swager	2.60	Review, revise confirmation overview presentation (2.1); review, analyze proposed language to emergence organizational documents (.3); correspond with F. Petrie, Gibson team re same (.2).
03/12/24	Mary Catherine Young	0.80	Correspond with E. Swager re plan, disclosure statement presentation (.6); correspond with Company re same (.2).
03/13/24	Anup Sathy, P.C.	0.60	Review and analyze plan strategies re potential investors.
03/14/24	Trevor Eck	0.20	Telephone conference with Gibson team, E. Swager, K&E team re plan supplement.
03/14/24	Evan Swager	0.80	Review, analyze plan comments (.6); correspond with M. Young re same (.2).
03/14/24	Mary Catherine Young	0.50	Correspond with E. Swager re plan considerations (.4); conference with Gibson team, E. Swager, K&E team re plan supplement considerations (.1).
03/15/24	Francis Petrie	0.50	Telephone conference with Katten team re investigation issues.
03/15/24	Anup Sathy, P.C.	0.70	Review and analyze plan release issues.
03/15/24	Evan Swager	0.80	Correspond with F. Petrie, Centerview team, Alix team re disclosure statement.
03/16/24	Megan C. Feeney	0.60	Revise confirmation timeline (.4); review, analyze correspondence from E. Swager re same (.2).
03/16/24	Anup Sathy, P.C.	0.40	Review and analyze open plan issues.
03/17/24	Megan C. Feeney	0.10	Correspond with E. Swager re confirmation timeline.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187180

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/24	Anup Sathy, P.C.	0.60	Review and analyze investigation issues re plan.
03/18/24	Anup Sathy, P.C.	1.20	Review and analyze release issues.
03/18/24	Evan Swager	0.30	Revise plan.
03/18/24	Evan Swager	0.40	Telephone conference with AlixPartners re disclosure statement exhibits.
03/18/24	Matt Waldrep	0.90	Conference with M. Young re first amended plan (.2); review, revise first amended plan (.4); draft plan supplement tracker (.3).
03/18/24	Mary Catherine Young	0.90	Review, revise chapter 11 plan (.3); conference with M. Waldrep re same (.2); conference with E. Swager re work in process re same (.4).
03/19/24	Megan C. Feeney	1.20	Correspond with E. Swager, K&E team re disclosure statement exhibit precedent (.3); research re same (.9).
03/19/24	Jamie McLennan	1.30	Research re valuation analysis exhibits.
03/19/24	Humza Moinuddin	2.30	Research re valuation analyses, financial projections (2.1); correspond with M. Feeney, J. McLennan re same (.2).
03/19/24	Francis Petrie	0.40	Correspond with Gibson team re plan milestones and deadlines.
03/19/24	Anup Sathy, P.C.	0.90	Analyze potential investor strategies.
03/19/24	Evan Swager	6.40	Review DS exhibits (.8); correspond with M. Feeney re same (.4); review, revise disposal notice (.5); correspond with M. Fagen, Cole Schotz re hearing logistics (.4); correspond with Company re creditor settlement considerations (1.0); review NDA (1.0); telephone conferences with Katten team re investigation (.5); review materials re same (.6); review rejection analysis (.7); telephone conference with Company, Centerview, AlixPartners re work in process (.5).
03/20/24	Matthew C. Fagen, P.C.	4.00	Conferences with Centerview, AlixPartners, F. Petrie, K&E team re DS and timeline.
03/20/24	Francis Petrie	0.60	Correspond with Centerview team, Alix team re disclosure statement exhibits.
03/20/24	Anup Sathy, P.C.	0.80	Review and analyze investor strategies.
03/20/24	Anup Sathy, P.C.	0.70	Review and analyze release issues.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187180

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/24	Evan Swager	9.60	Correspond with F. Petrie, Company re litigation considerations (1.1); review landlord objection (.6); correspond with M. Feeney, K&E team re same (.4); correspond with F. Petrie, K&E team re UCC diligence (.9); revise tracker re same (2.5); revise DS exhibits (1.6); review, revise second day orders (2.5).
03/20/24	Mary Catherine Young	0.30	Review, revise plan supplement document summary.
03/20/24	Mary Catherine Young	0.80	Review, analyze calendar re restructuring support agreement milestones (.5); correspond with Alix re same (.3).
03/21/24	Matthew C. Fagen, P.C.	1.20	Review, analyze considerations re case timeline.
03/21/24	Francis Petrie	1.20	Review, analyze disclosure statement exhibits (.5); correspond with Centerview team re valuation analysis (.3); correspond with Alix team re disclosure statement timing (.4).
03/21/24	Anup Sathy, P.C.	0.90	Review and analyze release issues.
03/21/24	Anup Sathy, P.C.	0.80	Analyze case timeline milestones.
03/21/24	Evan Swager	6.00	Telephone conferences with Centerview, GDC teams re case strategy (1.0); telephone conference with Company, T. Chanroo re open issues (.5); review NDA (.5); correspond with M. Young re same (.4); review auto stay letter (.6); revise diligence list (1.4); correspond with C. McGushin, K&E team re same (.7); review DS exhibits (.6); correspond with CV team re same (.3).
03/22/24	Megan C. Feeney	1.90	Draft, revise case timeline (.4); correspond with E. Swager, K&E team re same, discovery schedule (.2); correspond with J. McLennan re disclosure statement (.3); review, revise re same (1).
03/22/24	Jamie McLennan	1.00	Review and revise disclosure statement.
03/22/24	Anup Sathy, P.C.	1.10	Review and analyze investor strategies.
03/22/24	Evan Swager	2.40	Telephone conference with F. Petrie, Katten team re status (.3); revise same (.4); review, revise DS exhibits (1.7).
03/23/24	Casey McGushin	0.60	Draft proposed schedule for confirmation hearing.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187180

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/24	Anup Sathy, P.C.	0.90	Review and analyze open plan issues re releases.
03/25/24	Matthew C. Fagen, P.C.	0.50	Correspond with F. Petrie re DS exhibits.
03/25/24	Francis Petrie	1.60	Review valuation exhibit (.8); correspond with E. Swager, K&E team re same (.4); review correspondence re alternative restructuring proposal (.4).
03/25/24	Anup Sathy, P.C.	0.80	Review and analyze plan release issues.
03/25/24	Anup Sathy, P.C.	0.70	Review and analyze disclosure statement valuation issues.
03/25/24	Evan Swager	1.10	Review, analyze disclosure statement exhibits.
03/26/24	Francis Petrie	1.30	Review, analyze disclosure statement exhibits.
03/26/24	Anup Sathy, P.C.	0.90	Review and analyze plan release issues.
03/26/24	Evan Swager	0.80	Review, analyze disclosure statement exhibits.
03/27/24	Megan C. Feeney	1.80	Correspond with Company, E. Swager, K&E team re disclosure statement exhibit notice, disclosure statement exhibits (.5); revise disclosure statement exhibit notice (.3); review and prepare disclosure statement exhibits (.5); revise case timeline (.3); correspond with F. Petrie, K&E team re same (.2).
03/27/24	Humza Moinuddin	1.70	Draft notice re disclosure statement exhibits (1.4); correspond with M. Feeney re draft notice re same (.3).
03/27/24	Evan Swager	2.60	Review disclosure statement exhibits (1.5); correspond with Centerview team, Alix team, F. Petrie re same (.7); telephone conference with Centerview team, Alix team re general unsecured claims estimates re disclosure statement (.4).
03/28/24	Anup Sathy, P.C.	0.60	Analyze valuation issues re disclosure statement.
03/28/24	Evan Swager	0.60	Telephone conference with Centerview team, Alix team re disclosure statement, general unsecured claims estimates, litigation re disclosure statement.
03/29/24	Matthew C. Fagen, P.C.	1.30	Review, analyze considerations re case timeline, next steps, and case strategy.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187180

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/29/24	Megan C. Feeney	0.60	Correspond with J. McLennan re disclosure statement reply (.3); review research re same (.3).
03/29/24	Jamie McLennan	2.60	Review, analyze disclosure statement objection (1.4); research re same (1.0); correspond with M. Feeney re same (.2).
03/29/24	Francis Petrie	0.30	Telephone conference with Katten team re disinterested directors investigation timing and issues.
03/29/24	Anup Sathy, P.C.	0.60	Review and analyze disclosure statement objections.
03/29/24	Anup Sathy, P.C.	0.60	Review and analyze valuation issue.
03/29/24	Evan Swager	1.30	Telephone conference with Katten team re disinterested directors investigation status (.4); review diligence re same (.4); correspond with M. Waldrep, Katten team re same (.5).
03/30/24	Megan C. Feeney	2.70	Research re disclosure statement reply issues (1.9); correspond with J. McLennan, K&E team re same (.2); draft summary re same (.6).
03/30/24	Jamie McLennan	1.90	Review and analyze disclosure statement objection (.9); review and draft reply re same (1.0).
03/30/24	Anup Sathy, P.C.	0.70	Analyze issues re plan confirmation strategies.
03/31/24	Megan C. Feeney	0.40	Correspond with E. Swager re disclosure statement exhibits (.1); review edits re same (.3).
03/31/24	Francis Petrie	0.80	Review, analyze issues list re disclosure statement.
Total		138.30	

Document Page 232 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187182
Client Matter: 55160-20

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

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 221,316.50

Total legal services rendered

\$ 221,316.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187182

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	5.60	815.00	4,564.00
Tiffani Chanroo	85.80	1,265.00	108,537.00
Megan C. Feeney	5.40	975.00	5,265.00
Francis Petrie	1.50	1,595.00	2,392.50
Anup Sathy, P.C.	2.50	2,305.00	5,762.50
Luke Spangler	1.20	355.00	426.00
Charlie Steinmetz	16.70	815.00	13,610.50
Evan Swager	3.20	1,345.00	4,304.00
Daniel Wachenfeld	25.50	815.00	20,782.50
Matt Waldrep	57.10	975.00	55,672.50
TOTALS	204.50		\$ 221,316.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187182

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/24	Anthony Abate	1.90	Review, revise administrative fee motion (1.7); correspond with T. Chanroo and M. Waldrep re administrative fee motion (.2).
03/04/24	Tiffani Chanroo	5.00	Review, analyze administrative fee motion (.8); correspond with A. Abate re same (.4); review, analyze ordinary course professional motion (2.1); correspond with M. Waldrep, K&E team re same (1.7).
03/04/24	Matt Waldrep	4.10	Review, revise ordinary course professionals motion (3.9); correspond with T. Chanroo re same (.2).
03/05/24	Anthony Abate	1.90	Review, revise administrative fee motion (1.7); correspond with E. Swager, T. Chanroo, and Cole Schotz team re administrative fee motion (.2).
03/05/24	Tiffani Chanroo	0.30	Review, analyze administrative fee motion (.2); correspond with A. Abate re same (.1).
03/05/24	Matt Waldrep	3.40	Review, revise ordinary course professionals motion (3.1); correspond with T. Chanroo, E. Swager and S. Lemack re same (.3).
03/06/24	Anthony Abate	0.90	Review, revise administrative fee motion.
03/06/24	Tiffani Chanroo	4.20	Correspond with E. Swager, K&E team re ordinary course professionals motion (1.6); review, analyze issues re same (1.3); correspond with C. Steinmetz re Alix retention application (.4); review, analyze issues re same (.9).
03/06/24	Charlie Steinmetz	1.70	Review and revise Alix retention application.
03/06/24	Matt Waldrep	6.30	Correspond with Alix team, T. Chanroo, K&E team, Cole Schotz team re ordinary course professionals motion (2.1); review, revise ordinary course professionals motion (3.8); research re KPMG retention application (.4).
03/07/24	Tiffani Chanroo	3.30	Review, analyze KPMG retention application (.4); correspond with E. Swager, K&E team, Company, Alix team re ordinary course professional motion (1.2); correspond M. Waldrep, K&E team re retention applications (1.7).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187182

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/24	Megan C. Feeney	0.40	Correspond with Katten team, T. Chanroo re retention application (.2); review precedent re same (.2).
03/07/24	Luke Spangler	1.00	Correspond with M. Waldrep re KPMG retention application.
03/07/24	Charlie Steinmetz	2.30	Review, revise Alix retention application.
03/07/24	Daniel Wachenfeld	1.60	Draft Centerview retention application (1.1); draft KCC retention application (.5).
03/07/24	Matt Waldrep	6.20	Research re KPMG retention application (2.3); draft KPMG retention application (.7); correspond with E. Swager, K&E team re ordinary course professionals motion (.6); draft non-K&E professionals retention application summary (1.0); draft ordinary course professionals summary (1.6).
03/08/24	Tiffani Chanroo	3.30	Review ordinary course professionals summary (1.5); correspond with M. Waldrep re ordinary course professionals matters (.4); correspond with T. Eck, K&E team, non-K&E professionals re retention applications (.2); correspond with M. Waldrep re retention summary (.4); review, revise same (.8).
03/08/24	Luke Spangler	0.20	Research and compile precedent re KPMG retention application.
03/08/24	Matt Waldrep	2.50	Correspond with T. Chanroo and K&E team re retention application summary (.1); review, revise KPMG retention application (2.0); correspond with E. Swager, K&E team re ordinary course professionals motion (.1); review, revise retention application tracker (.3).
03/11/24	Tiffani Chanroo	3.80	Telephone conference with ordinary course professional, Company, M. Waldrep, K&E team re ordinary course professional process (.4); analyze issues re same (.2); correspond with M. Waldrep re same (.3); review professional retention applications including AlixPartners, Centerview, KPMG and Katten (2.9).
03/11/24	Francis Petrie	1.50	Telephone conference with Evercore team re Bain retention considerations (.5); review NDA re same (.4); correspond with Company, E. Swager, K&E team re same (.6).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187182

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/24	Evan Swager	1.10	Correspond with F. Petrie, K&E team, Evercore team re engagement of AHG professionals (.7); review NDA re same (.4).
03/11/24	Matt Waldrep	0.30	Draft correspondence to OCPs re retention process.
03/12/24	Tiffani Chanroo	4.30	Review, analyze ordinary course professionals summary (.9); correspond with M. Waldrep re same (.7); review, revise OCP retention applications (2.4); correspond with D. Wachenfeld, K&E team re same (.3).
03/12/24	Evan Swager	1.50	Correspond with Company re engagement of AHG professionals (.8); review engagement materials re same (.4); review NDA re same (.3).
03/12/24	Daniel Wachenfeld	1.70	Review and revise KCC retention application (1.4); correspond with T. Chanroo re same (.3)
03/12/24	Matt Waldrep	1.80	Review, revise ordinary course professionals materials (.4); correspond with T. Chanroo, K&E team re ordinary course professionals summary (.4); review, revise ordinary course professional correspondence (.4); conference with ordinary course professionals, T. Chanroo re retention (.3); correspond with T. Chanroo re ordinary course professionals motion (.3).
03/13/24	Tiffani Chanroo	3.40	Review, analyze non-K&E professionals retention applications including AlixPartners, Centerview, KPMG, and Katten (1.5); correspond with M. Waldrep, K&E team re same (.4); review, analyze re ordinary course professionals considerations (.8); correspond with M. Waldrep re same (.7).
03/13/24	Megan C. Feeney	0.20	Correspond with T. Chanroo, K&E team re non-K&E professionals retention applications (.1); review precedent re same (.1).
03/13/24	Daniel Wachenfeld	1.80	Review and revise KCC retention application (1.2); review and revise Centerview retention application (.6).
03/13/24	Matt Waldrep	0.30	Correspond with T. Chanroo, K&E team re ordinary course professionals motion.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187182

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/24	Tiffani Chanroo	4.60	Telephone conference with AlixPartners, Company, M. Waldrep re ordinary course professionals strategy (.5); review, analyze issue re same (.3); review, analyze retention applications including AlixPartners, Centerview, KPMG, and Katten (2.8); correspond with D. Wachenfeld, K&E team re same (1.0).
03/14/24	Matt Waldrep	2.80	Conference with Alix team, Company, T. Chanroo re ordinary course professionals motion (.4); correspond with T. Chanroo re ordinary course professionals motion (.7); research re same (1.7).
03/15/24	Tiffani Chanroo	3.30	Review, analyze KCC retention applications (1.0); correspond with D. Wachenfeld, K&E team re same (.5); review, analyze ordinary course professionals issues (1.4); correspond with M. Waldrep re same (.4).
03/15/24	Matt Waldrep	0.50	Correspond with T. Chanroo, K&E team re ordinary course professionals motion.
03/18/24	Tiffani Chanroo	4.10	Review, revise non-K&E professional retention applications including AlixPartners, Centerview, KPMG, and Katten (2.8); correspond with D. Wachenfeld, K&E team re same (.4); review, revise ordinary course professionals motion (.6); correspond with M. Waldrep re same (.3).
03/18/24	Evan Swager	0.60	Correspond with T. Chanroo, K&E team re retention applications, OCP motion.
03/18/24	Daniel Wachenfeld	3.00	Review and revise KCC retention application (1.2); review and revise Centerview retention application (.4); correspond with T. Chanroo re same (1.4).
03/18/24	Matt Waldrep	0.10	Correspond with Alix team re ordinary course professionals motion.
03/19/24	Tiffani Chanroo	4.10	Review, analyze non-K&E professional retention applications (2.9); correspond with D. Wachenfeld, K&E team, non-K&E professionals re same (1.2).
03/19/24	Charlie Steinmetz	0.70	Review, revise AlixPartners retention application.
03/19/24	Daniel Wachenfeld	3.40	Review and revise Centerview retention application (2.9); review and revise KCC retention application (.5).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187182

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/24	Matt Waldrep	0.40	Review, revise KPMG retention application.
03/20/24	Tiffani Chanroo	3.40	Correspond with M. Waldrep, K&E team, AlixPartners re ordinary course professionals motion (.8); analyze issues re same (1.2); review, analyze Centerview retention application (.9); correspond with M. Waldrep, K&E team re same (.5).
03/20/24	Matt Waldrep	4.40	Review, revise KPMG retention application (3.9); review, revise initial ordinary course professionals list and summary (.5).
03/21/24	Tiffani Chanroo	2.20	Review, analyze non-K&E Centerview and AlixPartners retention application (1.9); correspond with C. Steinmetz, K&E team re same (.3).
03/21/24	Megan C. Feeney	0.30	Correspond with Katten re retention application (.1); review, analyze re same (.2).
03/21/24	Daniel Wachenfeld	0.40	Correspond with T. Chanroo and Centerview team re Centerview retention application.
03/21/24	Matt Waldrep	4.50	Research re KPMG retention application (.7); review, revise same (3.8).
03/22/24	Tiffani Chanroo	5.60	Correspond with M. Waldrep, K&E team re ordinary course professionals motion (.3); review, analyze non-K&E professionals retention application including AlixPartners, Centerview, KPMG and Katten (3.9); correspond with C. Steinmetz re same (1.4).
03/22/24	Megan C. Feeney	2.40	Review, revise Katten retention application (2.1); research re same (.2); correspond with T. Chanroo, K&E team, Katten re same (.1).
03/22/24	Daniel Wachenfeld	1.50	Analyze disclosures in Centerview retention application (1.0); conference with T. Chanroo and Centerview team re same (.5).
03/22/24	Matt Waldrep	3.10	Review, revise KPMG retention application (.4); review Cole Schotz retention application (2.7).
03/23/24	Anthony Abate	0.20	Review, revise administrative fee order.
03/23/24	Tiffani Chanroo	3.90	Review, analyze retention applications (3.3); correspond with C. Steinmetz, K&E team re same (.6).
03/23/24	Daniel Wachenfeld	1.80	Review and revise AlixPartners retention application.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187182

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/24	Tiffani Chanroo	0.60	Review, revise AlixPartners retention applications (.5); correspond with D. Wachenfeld, K&E team re same (.1).
03/24/24	Daniel Wachenfeld	0.70	Correspond with E. Swager re KCC and Centerview retention applications (.2); review and revise Alix retention application (.2), correspond with Cole Schotz team, E. Swager re same (.3).
03/25/24	Tiffani Chanroo	3.60	Review, revise non-K&E professional retention applications (AlixPartners, Centerview, KCC) (3.2); correspond with C. Steinmetz, K&E team, professionals re same (.4).
03/25/24	Charlie Steinmetz	3.00	Review, revise Alix retention application (2.3); correspond with T. Chanroo, K&E team re same (.7).
03/25/24	Daniel Wachenfeld	0.90	Review and revise Centerview and KCC retention applications (.8); correspond with T. Chanroo re same (.1).
03/25/24	Matt Waldrep	3.60	Review materials for conference with ordinary course professional (.7); review, revise KPMG retention application (2.9).
03/25/24	Matt Waldrep	0.20	Update ordinary course professional summary.
03/26/24	Tiffani Chanroo	6.60	Review, revise professional retention applications including Alix, Centerview, KPMG and Katten (3.9); review, analyze open issues re same (1.1); correspond with M. Waldrep, K&E team, professionals re same (.8); correspond with M. Waldrep re ordinary course professionals motion (.2); review, analyze issues re same (.6).
03/26/24	Anup Sathy, P.C.	0.80	Review and analyze retention applications for non-K&E professionals.
03/26/24	Charlie Steinmetz	1.60	Review, revise AlixPartners retention application (1.4); correspond with T. Chanroo, K&E team re same (.2).
03/26/24	Daniel Wachenfeld	1.20	Analyze issues re investment banker retention applications (.4); correspond with T. Chanroo re same (.2); analyze issues re Centerview retention application (.6).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187182

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/24	Matt Waldrep	1.60	Review, revise KPMG retention application (1.1); correspond with KPMG re KPMG retention application (.1); review ordinary course professionals motion (.4).
03/27/24	Anthony Abate	0.40	Review, revise administrative fee order.
03/27/24	Tiffani Chanroo	6.20	Review, analyze retention applications including AlixPartners, Centerview, KPMG, and Katten (3.9); review, analyze issues re same (1.7); correspond with M. Waldrep, K&E team re same (.6).
03/27/24	Megan C. Feeney	1.60	Draft, revise Katten retention application (1.3); correspond with Cole Schotz, T. Chanroo, Katten re same (.3).
03/27/24	Anup Sathy, P.C.	0.80	Review and analyze non-K&E retention applications.
03/27/24	Daniel Wachenfeld	3.80	Review and revise Centerview retention application.
03/27/24	Matt Waldrep	4.40	Correspond with KPMG re KPMG retention application (.3); review, revise ordinary course professionals motion (1.4); correspond with T. Chanroo, K&E team re KPMG retention application (.1); review, revise KPMG retention application (.1); review, revise Cole Schotz retention application (1.4); review, revise ordinary course professionals proposed final order (1.0); correspond with Alix team re initial ordinary course professional list (.1).
03/28/24	Anthony Abate	0.30	Review, revise administrative fee order (.2); correspond with T. Chanroo re same (.1).
03/28/24	Tiffani Chanroo	3.90	Review, analyze non-K&E professional retention applications including AlixPartners, Centerview, KPMG and Katten (3.1); correspond with M. Waldrep, K&E team, professionals re same (.8).
03/28/24	Megan C. Feeney	0.50	Telephone conference with Gibson team re Bain reimbursement fee letter (.2); correspond with Company re same (.1); correspond with Katten re retention application (.2).
03/28/24	Anup Sathy, P.C.	0.90	Review and analyze non-K&E retention applications.
03/28/24	Charlie Steinmetz	0.30	Review, revise AlixPartners retention application.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187182

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/24	Daniel Wachenfeld	0.70	Review and revise KCC retention application.
03/28/24	Daniel Wachenfeld	1.10	Review and revise Centerview retention application (.9); correspond with T. Chanroo re same (.2).
03/28/24	Matt Waldrep	5.50	Review, analyze KPMG retention application (2.3); review schedule re disclosures re non-K&E retention applications (3.0); correspond with T. Chanroo re schedule 1 (.2).
03/29/24	Tiffani Chanroo	6.10	Review, analyze professional retention applications including AlixPartners, Centerview, KPMG, and Katten (3.9); correspond with D. Waldrep, K&E team, professionals re same (1.3); review, analyze issues re schedules (.9).
03/29/24	Charlie Steinmetz	7.10	Review, revise AlixPartners retention application (3.9); analyze issues re same (2.6); correspond with AlixPartners, T. Chanroo, K&E team re same (.6).
03/29/24	Daniel Wachenfeld	1.90	Review and revise Centerview retention application (1.4); review and revise KCC retention application (.5).
03/29/24	Matt Waldrep	1.10	Review, revise KPMG retention application.
Total		204.50	

Document Page 242 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187183
Client Matter: 55160-21

In the Matter of Tax Matters

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 9,792.00

Total legal services rendered

\$ 9,792.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187183

Thrasio Holdings, Inc.

Matter Number:

55160-21

Tax Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matt Advani	2.20	845.00	1,859.00
Tiffani Chanroo	0.60	1,265.00	759.00
Trevor Eck	3.20	975.00	3,120.00
Anthony Vincenzo Sexton, P.C.	0.60	1,895.00	1,137.00
Alex Stephenson	1.60	995.00	1,592.00
Daniel Wachenfeld	0.40	815.00	326.00
Christopher J. Worek	0.60	1,665.00	999.00
TOTALS	9.20		\$ 9,792.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/24	Trevor Eck	0.60	Review, revise NOL notice re publication (.3); correspond with S. Golden, K&E team re same (.3).
03/04/24	Trevor Eck	0.30	Review revise record date notice re publishing (.2); correspond with KCC re same (.1).
03/05/24	Tiffani Chanroo	0.60	Correspond with Company re NOL, record date.
03/05/24	Anthony Vincenzo Sexton, P.C.	0.20	Review, analyze tax diligence issues.
03/06/24	Trevor Eck	0.20	Correspond with KCC re record date, NOL notice.
03/07/24	Anthony Vincenzo Sexton, P.C.	0.20	Correspond with lender counsel re tax considerations.
03/08/24	Matt Advani	2.00	Review, analyze KPMG tax model and cleansing materials.
03/08/24	Trevor Eck	1.10	Research precedent re sell down motion.
03/08/24	Anthony Vincenzo Sexton, P.C.	0.20	Review debt holding documents re tax considerations.
03/08/24	Alex Stephenson	0.20	Review, analyze cleansing materials re economic terms in relation to bankruptcy model.
03/08/24	Christopher J. Worek	0.40	Correspond with M. Advani re sell-down motion (.2); correspond with M. Advani re tax model and cleansing documents (.2).
03/09/24	Alex Stephenson	0.60	Review, analyze cleansing materials re tax considerations.
03/11/24	Trevor Eck	0.30	Correspond with C. Worek, K&E team re sell down precedent.
03/11/24	Alex Stephenson	0.10	Review, revise sell down motion.
03/14/24	Matt Advani	0.20	Correspond with A. Stephenson re state tax filing.
03/14/24	Alex Stephenson	0.40	Correspond with M. Advani re next steps re tax considerations (.2); review correspondence from T. Eck re state tax issues (.2).
03/14/24	Christopher J. Worek	0.20	Analyze issues re state tax matters.
03/19/24	Alex Stephenson	0.10	Correspond with C. Worek re state tax agencies.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187183

Thrasio Holdings, Inc.

Matter Number:

55160-21

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/24	Alex Stephenson	0.10	Correspond with C. Worek re state filings.
03/21/24	Trevor Eck	0.70	Correspond with Cole Schotz, E. Swager, K&E team, AlixPartners, Company re state department of revenue tax correspondence.
03/25/24	Alex Stephenson	0.10	Review correspondence from taxing authority re audit letters.
03/28/24	Daniel Wachenfeld	0.40	Revise NOL final order re Committee comments.
Total		9.20	

Document Page 246 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187184
Client Matter: 55160-22

In the Matter of Creditor and Stakeholder Communications

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 35,994.00

Total legal services rendered

\$ 35,994.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187184

Thrasio Holdings, Inc.

Matter Number:

55160-22

Creditor and Stakeholder Communications

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	1.10	1,265.00	1,391.50
Trevor Eck	1.50	975.00	1,462.50
Megan C. Feeney	0.90	975.00	877.50
Michael David Lehavi	1.00	785.00	785.00
Anup Sathy, P.C.	7.60	2,305.00	17,518.00
Evan Swager	1.10	1,345.00	1,479.50
Mary Catherine Young	12.80	975.00	12,480.00
TOTALS	26.00		\$ 35,994.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/24	Anup Sathy, P.C.	0.70	Correspond with creditors re chapter 11 inquiries.
03/02/24	Anup Sathy, P.C.	0.30	Analyze creditor inquiries.
03/05/24	Anup Sathy, P.C.	0.40	Correspond with creditors re chapter 11 inquiries.
03/06/24	Tiffani Chanroo	0.60	Correspond with Joele Frank team re NOL, record date communication (.3); review, analyze issues re same (.3).
03/06/24	Anup Sathy, P.C.	0.50	Correspond with creditors re chapter 11 inquiries.
03/07/24	Tiffani Chanroo	0.50	Correspond with Joele Frank team re NOL, record date communications (.4); review, analyze issues re same (.1).
03/07/24	Anup Sathy, P.C.	0.60	Correspond with creditors re chapter 11 inquiries.
03/08/24	Anup Sathy, P.C.	0.50	Correspond with creditors re chapter 11 inquiries.
03/08/24	Mary Catherine Young	1.00	Conference with third party re inquiry re brand sales (.3); correspond with Centerview team re same (.2); correspond with third parties re outreach re chapter 11 cases (.5).
03/09/24	Anup Sathy, P.C.	0.50	Correspond with creditors re chapter 11 inquiries.
03/11/24	Michael David Lehavi	0.10	Review, analyze correspondence from creditors.
03/11/24	Anup Sathy, P.C.	0.50	Correspond with creditors re chapter 11 inquiries.
03/12/24	Anup Sathy, P.C.	0.80	Review and analyze investor issues.
03/12/24	Mary Catherine Young	1.90	Correspond with Company, vendors, E. Swager, third parties re case inquiries.
03/13/24	Evan Swager	1.10	Review, compile inquiries from stakeholders re potential transactions.
03/13/24	Mary Catherine Young	0.30	Review creditor correspondence summary.
03/13/24	Mary Catherine Young	1.10	Correspond with Company, E. Swager, K&E team, advisors re third party inquiries.
03/14/24	Trevor Eck	0.80	Correspond with KCC, E. Swager, AlixPartners re creditor inbound.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187184

Thrasio Holdings, Inc.

Matter Number:

55160-22

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/24	Michael David Lehavi	0.80	Review and revise letter to creditor (.6); review and analyze letters from creditors (.2).
03/14/24	Anup Sathy, P.C.	0.50	Correspond with creditors re chapter 11 inquiries.
03/15/24	Trevor Eck	0.70	Correspond with E. Swager, K&E team, Cole Schotz, AlixPartners, parties in interest re creditor inquiries.
03/15/24	Anup Sathy, P.C.	0.50	Correspond with creditors re chapter 11 inquiries.
03/15/24	Mary Catherine Young	0.80	Review, revise stakeholder communications materials (.3); correspond with Company, E. Swager, third parties re inquiries re chapter 11 cases (.5).
03/16/24	Mary Catherine Young	0.50	Correspond with Company, E. Swager, Joele Frank re stakeholder communications, inquiries.
03/18/24	Michael David Lehavi	0.10	Review and analyze letters from creditors.
03/18/24	Mary Catherine Young	1.10	Correspond with third parties, E. Swager, K&E team re inquiries re chapter 11 cases (.3); conference with AlixPartners, E. Swager, K&E team, Centerview team re UCC diligence requests (.8).
03/19/24	Anup Sathy, P.C.	0.50	Correspond with creditors re chapter 11 inquiries.
03/19/24	Mary Catherine Young	1.90	Correspond with Company, E. Swager, K&E team, third parties re inquiries re chapter 11 cases.
03/21/24	Mary Catherine Young	0.80	Correspond with Company, AlixPartners, E. Swager, K&E team re third party outreach.
03/25/24	Megan C. Feeney	0.50	Correspond with E. Swager, K&E team re Bain engagement, fee reimbursement letter (.2); review, revise same (.3).
03/26/24	Megan C. Feeney	0.40	Correspond with Company, E. Swager, F. Petrie re fee reimbursement, engagement letter.
03/26/24	Anup Sathy, P.C.	0.30	Correspond with creditors re chapter 11 inquiries.
03/26/24	Mary Catherine Young	1.50	Correspond with creditors, third parties re inquiries re chapter 11 cases.
03/27/24	Mary Catherine Young	1.90	Correspond with creditors, third parties re inquiries re chapter 11 cases.

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187184

Thrasio Holdings, Inc.

Matter Number:

55160-22

Creditor and Stakeholder Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/24	Anup Sathy, P.C.	0.50	Review and analyze potential investor proposals.
03/29/24	Anup Sathy, P.C.	0.50	Review and analyze creditor inquiries.
Total		26.00	

Document Page 251 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187185
Client Matter: 55160-23

In the Matter of Utilities

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 1,091.50

Total legal services rendered

\$ 1,091.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187185

Thrasio Holdings, Inc.

Matter Number:

55160-23

Utilities

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan C. Feeney	0.20	975.00	195.00
Jamie McLennan	1.10	815.00	896.50
TOTALS	1.30		\$ 1,091.50

Legal Services for the Period Ending March 31, 2024
Thrasio Holdings, Inc.
Utilities

Invoice Number: 1010187185
Matter Number: 55160-23

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/24	Megan C. Feeney	0.20	Correspond with AlixPartners team re utility account.
03/26/24	Jamie McLennan	0.60	Review and revise utilities order.
03/27/24	Jamie McLennan	0.50	Review and revise utilities order re Committee comments.
Total		1.30	

Document Page 254 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187186
Client Matter: 55160-24

In the Matter of Non-Working Travel

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 20,005.50

Total legal services rendered

\$ 20,005.50

Legal Services for the Period Ending March 31, 2024
 Thrasio Holdings, Inc.
 Non-Working Travel

Invoice Number: 1010187186
 Matter Number: 55160-24

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	2.60	815.00	2,119.00
Joanna Aybar	3.00	435.00	1,305.00
Amy Donahue	3.00	525.00	1,575.00
Michael David Lehavi	3.50	785.00	2,747.50
Colin J. Martindale	4.00	1,235.00	4,940.00
Casey McGushin	2.50	1,555.00	3,887.50
Luke Spangler	2.80	355.00	994.00
Matt Waldrep	2.50	975.00	2,437.50
TOTALS	23.90		\$ 20,005.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187186

Thrasio Holdings, Inc.

Matter Number:

55160-24

Non-Working Travel

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/24	Anthony Abate	2.60	Travel from New York, NY to Chicago, IL re chapter 11 filing (billed at half time).
02/28/24	Michael David Lehavi	1.70	Travel from Chicago, IL to New York, NY for first day hearing preparation (billed at half time).
02/28/24	Colin J. Martindale	2.00	Travel from Chicago, IL to New York, NY for first day hearing and witness preparations (billed at half time).
02/28/24	Casey McGushin	1.00	Travel from Detroit, MI to New York, NY for first day hearing (billed at half time).
02/28/24	Luke Spangler	2.80	Travel from New York, NY to Chicago, IL re chapter 11 filing (billed at half time).
02/28/24	Matt Waldrep	2.50	Travel from New York, NY to Chicago, IL (billed at half time).
03/01/24	Joanna Aybar	3.00	Travel from New York, NY to Chicago, IL re chapter 11 filing (billed at half time).
03/01/24	Amy Donahue	3.00	Travel from New York City, NY to Chicago, IL re chapter 11 filing (billed at half time).
03/01/24	Michael David Lehavi	1.80	Travel from New York, NY to Chicago, IL for first day hearing preparation (billed at half time).
03/01/24	Colin J. Martindale	2.00	Travel from New York, NY to Chicago, IL re witness prep and first day hearing (billed at half time).
03/01/24	Casey McGushin	1.50	Travel from New York, NY to Chicago, IL following first day hearing (billed at half time).
Total		23.90	

Document Page 257 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187187
Client Matter: 55160-25

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 36,821.50

Total legal services rendered

\$ 36,821.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187187

Thrasio Holdings, Inc.

Matter Number:

55160-25

U.S. Trustee Communications & Reporting

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	0.50	815.00	407.50
Tiffani Chanroo	1.50	1,265.00	1,897.50
Megan C. Feeney	5.70	975.00	5,557.50
Jamie McLennan	6.10	815.00	4,971.50
Francis Petrie	3.50	1,595.00	5,582.50
Evan Swager	6.70	1,345.00	9,011.50
Daniel Wachenfeld	0.40	815.00	326.00
Matt Waldrep	9.30	975.00	9,067.50
TOTALS	33.70		\$ 36,821.50

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187187

Thrasio Holdings, Inc.

Matter Number:

55160-25

U.S. Trustee Communications & Reporting

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/29/24	Tiffani Chanroo	0.20	Correspond with U.S. Trustee re comments on first day motions.
02/29/24	Francis Petrie	2.80	Correspond with U.S. Trustee re first day motions open issues.
03/04/24	Tiffani Chanroo	0.70	Correspond with E. Swager re 341 meeting (.2); correspond with Company re 341 meeting (.4); review, analyze issues re same (.1).
03/05/24	Tiffani Chanroo	0.40	Correspond with F. Petrie, K&E team, Company re 341 meeting.
03/05/24	Evan Swager	0.50	Telephone conference with F. Petrie, AlixPartners, Company re reporting obligations.
03/06/24	Tiffani Chanroo	0.20	Correspond with F. Petrie, K&E team, U.S. Trustee re committee formation meeting.
03/07/24	Evan Swager	0.40	Telephone conference with F. Petrie, U.S. Trustee re Committee formation.
03/08/24	Evan Swager	1.80	Telephone conference with F. Petrie, Company re Committee formation (.4); correspond with F. Petrie re same (.4); draft responses to U.S. Trustee re same (1.0).
03/08/24	Daniel Wachenfeld	0.40	Correspond with M. Waldrep, M. Young, K&E team re first day order reporting obligations.
03/11/24	Evan Swager	0.50	Correspond with F. Petrie, U.S. Trustee re Committee diligence inquiries.
03/15/24	Anthony Abate	0.50	Review, revise second day motions re U.S. Trustee comments.
03/15/24	Megan C. Feeney	1.30	Review comments from U.S. Trustee re final orders (1.0); correspond with J. McLennan, K&E team re same (.3).
03/15/24	Evan Swager	1.30	Review second day motion comments from U.S. Trustee (.8); correspond with M. Feeney, K&E team re same (.5).
03/15/24	Matt Waldrep	1.80	Review, analyze comments from U.S. Trustee re second day motions.
03/18/24	Megan C. Feeney	3.80	Review, revise responses to U.S. Trustee re revised final orders (3.2); correspond with J. McLennan, K&E team re same (.2); research precedent re U.S. Trustee comments (.4).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187187

Thrasio Holdings, Inc.

Matter Number:

55160-25

U.S. Trustee Communications & Reporting

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/24	Jamie McLennan	3.10	Review and compile precedent re U.S. Trustee comments for second day motions.
03/18/24	Matt Waldrep	3.70	Review U.S. Trustee comments re ordinary course professionals motion (.9); review, respond to comments from T. Chanroo re U.S. Trustee comments (2.7); correspond with M. Feeney re U.S. Trustee comments (.1).
03/20/24	Jamie McLennan	0.80	Review, revise utilities final order re U.S. Trustee comments.
03/20/24	Matt Waldrep	0.50	Review, revise responses re U.S. Trustee comments to second day motions.
03/22/24	Megan C. Feeney	0.60	Correspond with A. Abate, K&E team re U.S. Trustee comments to first day, second day orders (.3); review, revise re same (.3).
03/22/24	Jamie McLennan	2.20	Review and edit de minimis asset order re U.S. Trustee comments.
03/22/24	Matt Waldrep	1.10	Review, revise cash management proposed final order to implement U.S. Trustee comments (.3); review, revise OCP motion to implement U.S. Trustee comments (.8).
03/23/24	Matt Waldrep	2.20	Review, analyze U.S. Trustee comments re second day motions.
03/27/24	Francis Petrie	0.70	Telephone conference with U.S. Trustee re initial debtor interview.
03/27/24	Evan Swager	1.10	Attend initial debtor interview (.9); correspond with Company re same (.2).
03/30/24	Evan Swager	1.10	Correspond with AlixPartners, F. Petrie re U.S. Trustee reporting obligations, next steps.
Total		33.70	

Document Page 261 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187188
Client Matter: 55160-26

In the Matter of Expenses

For expenses incurred through March 31, 2024
(see attached Description of Expenses for detail)

\$ 485,647.06

Total expenses incurred

\$ 485,647.06

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	48.00
Standard Copies or Prints	516.10
Color Copies or Prints	954.80
Postage	9.92
Local Transportation	312.61
Travel Expense	7,061.86
Airfare	977.41
Transportation to/from airport	1,250.12
Travel Meals	968.42
Filing Fees	439,573.00
Other Court Costs and Fees	22,670.21
Working Meals/K&E Only	117.21
Outside Retrieval Service	225.00
Westlaw Research	1,674.71
LexisNexis Research	303.13
Overtime Transportation	905.02
Overtime Meals - Attorney	449.08
Rental Expenses	2,177.51
Miscellaneous Office Expenses	5,214.00
Overnight Delivery - Hard	238.95
Total	\$ 485,647.06

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Description of Expenses**Third Party Telephone Charges**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Anup Sathy, P.C. - Internet, Inflight WiFi	8.00
03/01/24	Anup Sathy, P.C. - Internet, Inflight WiFi	8.00
03/20/24	Matt Waldrep - Internet, Inflight WiFi	8.00
03/22/24	Anup Sathy, P.C. - Internet, Inflight WiFi	8.00
03/24/24	Anup Sathy, P.C. - Internet, Inflight WiFi	8.00
03/27/24	Anup Sathy, P.C. - Internet, Inflight WiFi	8.00
	Total	48.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses**Standard Copies or Prints**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Standard Copies or Prints	0.10
02/28/24	Standard Copies or Prints	8.30
02/28/24	Standard Copies or Prints	20.20
02/29/24	Standard Copies or Prints	7.70
02/29/24	Standard Copies or Prints	3.30
02/29/24	Standard Copies or Prints	2.40
02/29/24	Standard Copies or Prints	14.50
02/29/24	Standard Copies or Prints	3.90
02/29/24	Standard Copies or Prints	11.30
02/29/24	Standard Copies or Prints	5.30
02/29/24	Standard Copies or Prints	315.50
02/29/24	Standard Copies or Prints	18.50
03/01/24	Standard Copies or Prints	1.90
03/01/24	Standard Copies or Prints	8.00
03/01/24	Standard Copies or Prints	3.00
03/01/24	Standard Copies or Prints	1.30
03/01/24	Standard Copies or Prints	1.60
03/01/24	Standard Copies or Prints	20.00
03/01/24	Standard Copies or Prints	0.20
03/05/24	Standard Copies or Prints	0.10
03/05/24	Standard Copies or Prints	41.20
03/06/24	Standard Copies or Prints	0.40
03/11/24	Standard Copies or Prints	3.80
03/11/24	Standard Copies or Prints	14.30
03/12/24	Standard Copies or Prints	0.80
03/27/24	Standard Copies or Prints	2.40
03/28/24	Standard Copies or Prints	6.10
	Total	516.10

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Color Copies or Prints	39.60
02/28/24	Color Copies or Prints	29.70
02/28/24	Color Copies or Prints	8.80
02/29/24	Color Copies or Prints	53.90
02/29/24	Color Copies or Prints	393.80
02/29/24	Color Copies or Prints	16.50
02/29/24	Color Copies or Prints	3.30
02/29/24	Color Copies or Prints	35.20
02/29/24	Color Copies or Prints	0.55
03/01/24	Color Copies or Prints	11.00
03/05/24	Color Copies or Prints	12.10
03/05/24	Color Copies or Prints	4.95
03/05/24	Color Copies or Prints	115.50
03/06/24	Color Copies or Prints	34.65
03/07/24	Color Copies or Prints	0.55
03/11/24	Color Copies or Prints	10.45
03/13/24	Color Copies or Prints	2.75
03/14/24	Color Copies or Prints	82.50
03/28/24	Color Copies or Prints	99.00
	Total	954.80

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Postage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/28/24	Postage	9.92
	Total	9.92

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Tiffani Chanroo - Taxi, office to home re case filing	11.95
02/28/24	Anthony Abate - Taxi, office to hotel re case filing	18.30
02/28/24	Colin J. Martindale - Taxi, Hearing and witness prep	53.97
02/28/24	Colin J. Martindale - Taxi, Hearing and witness prep	73.07
03/01/24	Tiffani Chanroo - Taxi, office to home	15.96
03/01/24	Joanna Aybar - Taxi, office to hotel re filing prep/hearing	22.31
03/01/24	Colin J. Martindale - Taxi, Hearing and witness prep	49.80
03/01/24	Colin J. Martindale - Taxi, Hearing and witness prep	67.25
	Total	312.61

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Laura Saal - Lodging, New York, NY, for case filing 02/28/2024	650.00
02/28/24	Joanna Aybar - Lodging, New York, NY, for case filing	650.00
02/28/24	Michael David Lehavi - Lodging, New York, NY, for case filing 02/28/2024	650.00
02/28/24	Colin J. Martindale - Lodging, New York, NY, for case filing	650.00
02/28/24	Amy Donahue - Lodging, New York, for case filing	650.00
02/29/24	Joanna Aybar - Lodging, New York, NY, for case filing and hearing prep	650.00
02/29/24	Michael David Lehavi - Lodging, New York, NY, for case filing and hearing prep	650.00
02/29/24	Amy Donahue - Lodging, New York, NY, for case filing and hearing prep	650.00
02/29/24	Colin J. Martindale - Lodging, New York, NY, for case filing and hearing prep	650.00
03/01/24	Casey McGushin - Lodging (2 nights), New York, NY, for case filing and hearing prep	1,211.86
	Total	7,061.86

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Casey McGushin - Airfare, Chicago, IL to New York, NY (coach) re Case Filing, First Day Hearing & Prep	298.64
02/28/24	Casey McGushin - Agency Fee, Case Filing, First Day Hearing & Prep	21.00
02/28/24	Joanna Aybar - Airfare, Chicago, IL to New York, NY (coach) re Case Filing, First Day Hearing & Prep	315.03
02/28/24	Joanna Aybar - Agency Fee, Case Filing, First Day Hearing & Prep	58.00
03/31/24	Benjamin Woodring - Airfare, Chicago, IL to New York, NY (coach)	263.74
03/31/24	Benjamin Woodring - Agency Fee	21.00
	Total	977.41

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Michael David Lehavi - Transportation To/From Airport, Travel to New York and Back for Hearing Preparation	75.56
02/28/24	Casey McGushin - Transportation To/From Airport, First Day Hearing & Prep	43.74
02/28/24	Casey McGushin - Transportation To/From Airport, First Day Hearing & Prep	89.35
02/28/24	Luke Spangler -Transportation To/From Airport, Travel to New York re filing prep	94.45
02/28/24	Luke Spangler - Transportation To/From Airport, Travel to New York re filing prep	90.55
02/29/24	Matthew Waldrep –Transportation To/From Airport	91.74
02/29/24	WINDY CITY LIMOUSINE - Anthony Abate Pick Up at ORD and Drop Off at Residence	134.61
02/29/24	WINDY CITY LIMOUSINE - Matthew Waldrep Pick Up at ORD and Drop Off at Residence	134.61
03/01/24	Michael David Lehavi - Transportation To/From Airport	83.86
03/01/24	Michael David Lehavi - Transportation To/From Airport	48.63
03/01/24	Casey McGushin - Transportation To/From Airport, First Day Hearing & Prep	91.74
03/01/24	Joanna Aybar - Transportation To/From Airport, filing prep/hearing	112.27
03/08/24	Michael Lehavi - Transportation To/From Airport	79.76
03/15/24	SUNNY'S WORLDWIDE - Amy Donahue, Pick Up at Hotel, New York NY and Drop Off at LGA Airport	79.25
	Total	1,250.12

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses**Travel Meals**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Michael David Lehavi, Travel Meals, Chicago, IL, Travel to New York and Back for Hearing Preparation. 02/28/2024	16.45
02/28/24	Luke Spangler, Travel Meals, New York Travel to NY re filing prep 02/28/2024	20.29
02/28/24	Joanna Aybar, Travel Meals, New York, Travel to NY re filing prep/hearing 02/28/2024	125.00
02/28/24	Joanna Aybar, Travel Meals, New York, Travel to NY re filing prep/hearing r 02/28/2024	20.58
02/28/24	Joanna Aybar, Travel Meals, New York, Travel to NY re filing prep/hearing 02/28/2024	125.00
02/28/24	Amy Donahue, Travel Meals, New York, Travel to NY re filing prep/hearing 02/28/2024	50.64
02/28/24	Amy Donahue, Travel Meals, New York, Travel to NY re filing prep/hearing 02/28/2024	23.35
02/28/24	Anthony Abate, Travel Meals, New York, Travel to NY re chapter 11 filing. 02/28/2024	46.89
02/29/24	Michael David Lehavi, Travel Meals, New York, Travel to New York and Back for Hearing Preparation. 02/29/2024	64.23
02/29/24	Casey McGushin, Travel Meals, New York, NY, First Day Hearing & Prep 02/29/2024	100.00
02/29/24	Joanna Aybar, Travel Meals, New York, Travel to NY re filing prep/hearing 02/29/2024	36.47
02/29/24	Joanna Aybar, Travel Meals, New York, Travel to NY re filing prep/hearing 02/29/2024	22.56
02/29/24	Amy Donahue, Travel Meals, New York, Travel to NY re filing prep/hearing 02/29/2024	36.47
02/29/24	Amy Donahue, Travel Meals, New York, Travel to NY re filing prep/hearing 02/29/2024	125.00
02/29/24	Amy Donahue, Travel Meals, New York, Travel to NY re filing prep/hearing 02/29/2024	22.16
03/01/24	Michael David Lehavi, Travel Meals, Brooklyn, NY, Travel to New York and Back for Hearing Preparation. 03/01/2024	20.00
03/01/24	Joanna Aybar, Travel Meals, New York, Travel to NY re filing prep/hearing 03/01/2024	24.81
03/01/24	Amy Donahue, Travel Meals, New York, Travel to NY re filing prep/hearing 03/01/2024	26.29
03/02/24	John Sorrentino, Travel Meals, New York, NY work re filing prep/hearing 03/02/2024	16.73

Legal Services for the Period Ending March 31, 2024
Thrasio Holdings, Inc.

Invoice Number:
Matter Number:

1010187188
55160-26

Expenses

03/02/24	John Sorrentino, Travel Meals, New York, NY work re filing prep/hearing 03/02/2024	19.58
03/02/24	John Sorrentino, Travel Meals, New York, NY, work re filing prep/hearing 03/02/2024	25.92
	Total	968.42

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses**Filing Fees**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Christopher T. Greco, P.C. - Filing fees, Thrasio Petitions	8,690.00
02/28/24	Christopher T. Greco, P.C. - Filing fees, Thrasio Petitions	24,332.00
02/28/24	Christopher T. Greco, P.C. - Filing fees, Thrasio Petitions	15,642.00
02/28/24	Ellie Rauch - Filing fees, Thrasio Petitions	24,332.00
02/28/24	Susan D. Golden - Filing fees, Thrasio Petitions	3,476.00
02/28/24	Susan D. Golden - Filing fees, Thrasio Petitions	13,904.00
02/28/24	Susan D. Golden - Filing fees, Thrasio Petitions	19,118.00
02/28/24	Hannah Kupsky - Filing fees, Thrasio Petitions	15,642.00
02/28/24	Ellie Rauch - Filing fees, Thrasio Petitions	5,214.00
02/28/24	Jordan Elkin - Filing fees, Thrasio Petitions	15,642.00
02/28/24	Matthew C. Fagen, P.C. - Filing fees, Thrasio Petitions	24,332.00
02/28/24	Matthew C. Fagen, P.C. - Filing fees, Thrasio Petitions	19,118.00
02/28/24	Jenny Chang - Filing fees, Thrasio Petitions	8,690.00
02/28/24	Georgia Meadow - Filing fees, Thrasio Petitions	3,476.00
02/28/24	Georgia Meadow - Filing fees, Thrasio Petitions	5,214.00
02/28/24	Josephine Fina - Filing fees, Thrasio Petitions	24,332.00
02/28/24	Ellie Rauch - Filing fees, Thrasio Petitions	24,332.00
02/28/24	Katrina Miani - Filing fees, Thrasio Petitions	8,690.00
02/28/24	Laura Saal - Filing fees, Thrasio Petitions	24,332.00
02/28/24	Ellie Rauch - Filing fees, Thrasio Petitions	24,332.00
02/28/24	Katrina Miani - Filing fees, Thrasio Petitions	17,380.00
02/28/24	Katrina Miani - Filing fees, Thrasio Petitions	6,952.00
02/28/24	Zach R. Manning - Filing fees, Thrasio Petitions	15,642.00
02/28/24	Joanna Aybar - Filing fees, Thrasio Petitions	13,904.00
02/28/24	Joanna Aybar - Filing fees, Thrasio Petitions	8,690.00
02/28/24	Joanna Aybar - Filing fees, Thrasio Petitions	6,952.00
02/28/24	Tanzila Zomo - Filing fees, Thrasio Petitions	6,952.00
02/28/24	Tanzila Zomo - Filing fees, Thrasio Petitions	5,214.00
02/28/24	Tanzila Zomo - Filing fees, Thrasio Petitions	3,476.00
02/28/24	Robert Orren - Filing fees, Thrasio Petitions	19,118.00
02/28/24	Amy Donahue - Filing fees, Thrasio Petitions	19,118.00
03/25/24	Clerk of the United States District Court - Pro hac vice fees for Thrasio Holdings	2,000.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

03/25/24	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac vice fee for Thrasio Holdings	267.00
03/25/24	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac vice fees for Thrasio Holdings	267.00
03/25/24	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac vice fees for Thrasio Holdings	267.00
03/25/24	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac vice fees for Thrasio Holdings	267.00
03/25/24	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac vice fees for Thrasio Holdings	267.00
	Total	439,573.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/06/24	Miller Advertising Agency Inc - Publication of NOL and Record Date Notices in New York Times and Wall Street Journal	22,670.21
	Total	22,670.21

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Working Meals/K&E Only

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Megan C. Feeney, Working Meal/K&E Only, New York, NY, Meal with Matt Waldrep, Evan Swager 02/28/2024	50.19
03/01/24	Megan C. Feeney - Working Meal/K&E Only, New York, NY Megan C. Feeney, Mary Catherine Young 03/01/2024	67.02
	Total	117.21

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Outside Retrieval Service

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/29/24	UNITED CORPORATE SERVICES INC - Document Retrieval Service	225.00
	Total	225.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/20/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Martindale, Colin on 3/20/2024	149.62
03/21/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 3/21/2024	73.01
03/25/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 3/25/2024	24.34
03/25/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Mary Catherine on 3/25/2024	413.72
03/26/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 3/26/2024	121.68
03/26/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Feeney, Megan on 3/26/2024	24.34
03/27/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Mary Catherine on 3/27/2024	24.34
03/28/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 3/28/2024	236.40
03/28/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Feeney, Megan on 3/28/2024	48.67
03/28/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 3/28/2024	73.01
03/29/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Feeney, Megan on 3/29/2024	114.72
03/29/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Mary Catherine on 3/29/2024	121.68
03/29/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 3/29/2024	200.51
03/30/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 3/30/2024	48.67
	Total	1,674.71

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/28/24	RELX Inc DBA LexisNexis - LexisNexis Research on 3/28/2024 by Daniel Wachenfeld	207.73
03/29/24	RELX Inc DBA LexisNexis - LexisNexis Research on 3/29/2024 by Jana Cassel	95.40
	Total	303.13

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Tiffani Chanroo, Taxi, OT transportation from office to home 02/28/2024	13.98
02/28/24	Humza Moinuddin, Taxi, OT transportation Lyft from office to home. 02/28/2024	32.14
02/28/24	Tanzila Zomo, Taxi, OT transportation from office to home 02/28/2024	55.16
02/28/24	Megan C. Feeney, Taxi, OT transportation from office to home. 02/28/2024	16.94
02/28/24	Megan C. Feeney, Taxi, OT transportation from office to home. 02/28/2024	20.92
02/28/24	Jamie McLennan, Taxi, OT transportation Uber from office to home. 02/28/2024	109.91
02/28/24	Francis Petrie, Taxi, OT transportation, from office to home 02/28/2024	16.42
02/28/24	Francis Petrie, Taxi, OT transportation, from office to home 02/28/2024	19.10
02/28/24	Charlie Steinmetz, Taxi, OT transportation, from office to home 02/28/2024	20.63
02/29/24	Mary Catherine Young - Taxi, OT transportation from office to home. 02/29/2024	19.97
02/29/24	Francis Petrie, Taxi, OT transportation, from office to home 02/29/2024	20.61
03/01/24	Francis Petrie, Taxi, OT transportation, from office to home 03/01/2024	18.89
03/05/24	Matt Waldrep, Taxi, OT transportation, Uber from office to home. 03/05/2024	20.14
03/06/24	Matt Waldrep, Taxi, OT transportation, Uber from office to home. 03/06/2024	20.22
03/06/24	Francis Petrie, Taxi, OT transportation, from office to home 03/06/2024	12.38
03/08/24	Laura Saal, Transportation, home to office, Early morning work 03/01/2024	125.95
03/08/24	Danielle Walker, OT transportation, transportation, from office to home	136.35
03/15/24	VITAL TRANSPORTATION SERVICES INC - Walker Danielle - home to office, early morning 03/01/2024	143.07
03/21/24	Matt Waldrep, Taxi, OT transportation, Uber, from office to home. 03/21/2024	34.94

Legal Services for the Period Ending March 31, 2024
Thrasio Holdings, Inc.

Invoice Number:
Matter Number:

1010187188
55160-26

Expenses

03/26/24	Matt Waldrep, Taxi, OT transportation, Uber, from office to home. 03/26/2024	27.62
03/27/24	Megan C. Feeney - Taxi, OT transportation from office to home. 03/27/2024	19.68
	Total	905.02

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/29/24	Francis Petrie, Overtime Meals - Attorney, New York OT Meal 02/29/2024	24.15
03/03/24	GRUBHUB HOLDINGS INC - Petrie Francis 2/28/2024 OT Meal	42.00
03/03/24	GRUBHUB HOLDINGS INC - Eck Trevor 2/28/2024 OT Meal	42.00
03/03/24	GRUBHUB HOLDINGS INC - Swager Evan 2/29/2024 OT Meal	41.43
03/03/24	GRUBHUB HOLDINGS INC - Young Mary Catherine 2/29/2024 OT Meal	32.70
03/04/24	Francis Petrie, Overtime Meals - Attorney, New York OT Meal 03/04/2024	19.20
03/24/24	GRUBHUB HOLDINGS INC - Waldrep Matt 3/21/2024 OT Meal	37.84
03/24/24	GRUBHUB HOLDINGS INC - Swager Evan 3/19/2024 OT Meal	41.76
03/31/24	GRUBHUB HOLDINGS INC - Feeney Megan C. 3/27/2024 OT Meal	42.00
03/31/24	GRUBHUB HOLDINGS INC - Feeney Megan C. 3/28/2024 OT Meal	42.00
03/31/24	GRUBHUB HOLDINGS INC - Feeney Megan C. 3/26/2024 OT Meal	42.00
03/31/24	GRUBHUB HOLDINGS INC - Petrie Francis 3/26/2024 OT Meal	42.00
	Total	449.08

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Rental Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/07/24	AQUIPT INC - Rental Expenses	2,177.51
	Total	2,177.51

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187188

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Miscellaneous Office Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Joanna Aybar, Other, Filing fees 02/28/2024	5,214.00
	Total	5,214.00

Legal Services for the Period Ending March 31, 2024
 Thrasio Holdings, Inc.
 Expenses

Invoice Number: 1010187188
 Matter Number: 55160-26

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/11/24	FEDERAL EXPRESS - 775424545943	33.08
03/11/24	FEDERAL EXPRESS - 775424624992	33.08
03/11/24	FEDERAL EXPRESS - 775424456352	83.51
03/11/24	FEDERAL EXPRESS - 775424747610	40.12
03/18/24	FEDERAL EXPRESS	28.17
03/18/24	FEDERAL EXPRESS	20.99
	Total	238.95

TOTAL EXPENSES **\$ 485,647.06**

Document Page 286 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

June 3, 2024

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

Attn: Mike Fahey

Invoice Number: 1010187181
Client Matter: 55160-19

In the Matter of K&E Retention and Fee Matters

For legal services rendered through March 31, 2024
(see attached Description of Legal Services for detail)

\$ 42,030.00

Total legal services rendered

\$ 42,030.00

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187181

Thrasio Holdings, Inc.

Matter Number:

55160-19

K&E Retention and Fee Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	2.10	815.00	1,711.50
Tiffani Chanroo	4.20	1,265.00	5,313.00
Trevor Eck	21.70	975.00	21,157.50
Susan D. Golden	1.10	1,600.00	1,760.00
Eric Nyberg	8.50	340.00	2,890.00
Francis Petrie	1.80	1,595.00	2,871.00
Anup Sathy, P.C.	0.70	2,305.00	1,613.50
Daniel Wachenfeld	0.40	815.00	326.00
Matt Waldrep	4.50	975.00	4,387.50
TOTALS	45.00		\$ 42,030.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/24	Matt Waldrep	0.10	Correspond with T. Eck, K&E team re specific disclosures in K&E retention application.
03/06/24	Anthony Abate	0.70	Review, revise K&E retention application.
03/13/24	Trevor Eck	2.40	Review, analyze conflicts reports re specific disclosure.
03/18/24	Trevor Eck	8.40	Review, revise K&E retention application (3.9); review, revise specific disclosures re same (3.7); review, analyze precedent re K&E retention application (.8).
03/19/24	Trevor Eck	0.90	Review, analyze specific disclosures re K&E retention application.
03/19/24	Matt Waldrep	3.80	Correspond with T. Eck and A. Abate re specific disclosures re K&E retention application (.5); review, revise retention application re same (3.3).
03/21/24	Trevor Eck	0.80	Review, revise specific disclosures re K&E retention application.
03/21/24	Eric Nyberg	2.60	Draft, revise K&E retention declaration schedules.
03/22/24	Trevor Eck	0.30	Review, revise schedules re K&E retention application.
03/22/24	Eric Nyberg	3.90	Draft schedules 1 & 2 for retention declaration.
03/25/24	Anthony Abate	1.40	Review, analyze specific disclosures re K&E retention application.
03/25/24	Daniel Wachenfeld	0.40	Review, revise specific disclosures re K&E retention application.
03/25/24	Matt Waldrep	0.40	Correspond with A. Abate, D. Wachenfeld re specific disclosures re K&E retention application.
03/26/24	Tiffani Chanroo	1.20	Review, revise schedules re K&E retention application (.4); correspond with T. Eck re same (.2); review, revise K&E retention application (.6).
03/26/24	Trevor Eck	2.60	Review, revise K&E retention application (2.2); review, revise schedules re same (.4).

Legal Services for the Period Ending March 31, 2024

Invoice Number:

1010187181

Thrasio Holdings, Inc.

Matter Number:

55160-19

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/24	Tiffani Chanroo	0.70	Correspond with T. Eck re K&E retention application (.2); review, analyze issues re same (.5).
03/27/24	Trevor Eck	0.40	Review, revise K&E retention application.
03/27/24	Matt Waldrep	0.20	Correspond with T. Chanroo, K&E team re K&E retention application.
03/28/24	Tiffani Chanroo	2.30	Review, analyze schedules re K&E retention application (.9); correspond with T. Eck, K&E team re same (.6); review, analyze conflicts (.8).
03/28/24	Trevor Eck	4.20	Review, revise K&E retention application (3.1); review, analyze schedules re same (1.1).
03/28/24	Francis Petrie	1.40	Correspond with T. Eck re K&E retention application (.4); review, revise same (1.0).
03/29/24	Trevor Eck	1.50	Review, revise K&E retention application.
03/29/24	Susan D. Golden	1.10	Review and revise K&E retention application (1.0); correspond with T. Eck re same (.1).
03/29/24	Eric Nyberg	2.00	Draft schedules 1 & 2 for retention declaration.
03/29/24	Anup Sathy, P.C.	0.70	Review retention application.
03/31/24	Trevor Eck	0.20	Correspond with F. Petrie, K&E team re K&E retention application.
03/31/24	Francis Petrie	0.40	Correspond with T. Eck, K&E team re K&E retention application.
Total		45.00	

Document Page 290 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190799
Client Matter: 55160-2

In the Matter of Chapter 11 Filing

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 390.00

Total legal services rendered

\$ 390.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190799

Thrasio Holdings, Inc.

Matter Number:

55160-2

Chapter 11 Filing

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan C. Feeney	0.40	975.00	390.00
TOTALS	0.40		\$ 390.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190799

Thrasio Holdings, Inc.

Matter Number:

55160-2

Chapter 11 Filing

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/02/24	Megan C. Feeney	0.40	Draft, revise summary re status of first and second day orders.
Total		0.40	

Document Page 293 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190800
Client Matter: 55160-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 795,208.50

Total legal services rendered

\$ 795,208.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	0.40	1,265.00	506.00
Lucie H. Duvall	1.30	1,575.00	2,047.50
Matthew C. Fagen, P.C.	0.70	1,685.00	1,179.50
Josh Greenblatt, P.C.	2.00	2,065.00	4,130.00
Maggie Houseknecht	26.60	1,235.00	32,851.00
Peter Kawalek	5.00	695.00	3,475.00
TJ Leahy	39.40	1,235.00	48,659.00
Michael David Lehavi	59.50	785.00	46,707.50
Chris Leveroni	45.60	975.00	44,460.00
Mike Li	17.00	515.00	8,755.00
Colin J. Martindale	39.10	1,235.00	48,288.50
Casey McGushin	94.20	1,555.00	146,481.00
James McIntyre	101.30	515.00	52,169.50
Makala McNeil	29.00	975.00	28,275.00
Jessica Nunez	50.00	785.00	39,250.00
Francis Petrie	4.70	1,595.00	7,496.50
Noah Spector	32.20	1,075.00	34,615.00
Evan Swager	2.50	1,345.00	3,362.50
Daniel Wachenfeld	8.30	815.00	6,764.50
Matt Waldrep	7.70	975.00	7,507.50
Benjamin Woodring	167.20	1,365.00	228,228.00
TOTALS	733.70		\$ 795,208.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Casey McGushin	1.50	Telephone conference with E. Swager, K&E team re objection to assumption motion (.4); review, analyze materials in preparation for second day hearing (1.1).
04/01/24	James McIntyre	1.40	Prepare client documents for attorney review (1.0); prepare summary correspondence to C. McGushin, K&E team re same (.4).
04/01/24	Matt Waldrep	3.50	Review, revise draft of reply to Bristols 6 objection.
04/01/24	Benjamin Woodring	0.40	Review materials re warehousing dispute.
04/02/24	Colin J. Martindale	0.20	Review and analyze UCC statement.
04/02/24	Casey McGushin	1.90	Review, analyze materials re GXO dispute (.7); review, analyze discovery requests sent by UCC (.4); review, analyze objections and filings re second day issues (.8).
04/02/24	James McIntyre	0.50	Prepare client documents for attorney review (.3); prepare summary correspondence to C. McGushin, K&E team re same (.2).
04/02/24	Francis Petrie	0.80	Correspond with M. Fagen re litigation issues.
04/03/24	Josh Greenblatt, P.C.	0.80	Telephone conferences with M. Fagen, K&E team re UCC statement and second day hearing.
04/03/24	Michael David Lehavi	0.30	Review and analyze documents for production.
04/03/24	Colin J. Martindale	4.30	Review UCC disclosure discovery (.2); research, draft analysis of Bristols 6 objection response arguments (3.5); correspond with C. McGushin re Bristols 6 objection (.2); coordinate scheduling re Bristols 6 meeting (.4).
04/03/24	Casey McGushin	3.00	Review, analyze discovery requests from UCC (1.1); coordinate collection and response efforts with team (.2); telephone conference with M. Fagen, K&E team and client re second day hearing (.5); review, analyze documents for productions (1.2).
04/03/24	Benjamin Woodring	4.70	Draft protective order (3.1); conference with M. Fagen, K&E team re same (.4); review case filings to prepare strategy (1.2).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/24	Michael David Lehavi	2.00	Conference with E. Swager, K&E team re employment litigation issue (.2); conference with AlixPartners re discovery requests (.6); conference with Centerview re document production (.4); conference with UCC re discovery (.8).
04/04/24	Colin J. Martindale	2.80	Research case law re 507(a)(4) objections (.5); telephone conference with E. Swager, K&E team re employment litigation issue (.2); conference with E. Swager, K&E team re Bristols 6 objection (.2); review board materials for responsiveness and privilege re discovery requests (.6); telephone conference with Centerview team re UCC discovery (.3); draft, analyze summary re discovery issues (.2); conference with UCC counsel re discovery requests (.8).
04/04/24	Casey McGushin	3.80	Telephone conference with UCC counsel re discovery (.8); prepare for same (.4); review, analyze documents re response to UCC discovery requests (1.7); conference with C. Leveroni re bankruptcy litigation issues (.5); telephone conference with Centerview team re discovery (.4).
04/04/24	Matt Waldrep	0.40	Review, revise reply to Bristols 6 objection.
04/04/24	Benjamin Woodring	4.70	Conference with AlixPartners team re discovery obligations and logistics re same (.6); conference with Centerview team re discovery obligations and logistics re same (.6); telephone conference with UCC counsel re discovery requests (1.1); coordinate discovery production (2.4).
04/05/24	Michael David Lehavi	0.60	Conference with Centerview re document production re discovery.
04/05/24	Colin J. Martindale	0.80	Telephone conference with E. Swager, K&E team re Bristols 6 objection (.2); telephone conference with Centerview team re UCC discovery (.5); correspond with C. McGushin re UCC discovery (.1).
04/05/24	Casey McGushin	1.90	Telephone conference with E. Swager, K&E team re APA rejections (.4); telephone conference with M. Fagen, K&E team and counsel to lenders re UCC objections (.4); coordinate, review production of documents re discovery (1.1).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/24	James McIntyre	2.50	Review, analyze documents re UCC discovery requests (2.2); draft summary correspondence re same (.3).
04/05/24	Evan Swager	0.50	Telephone conference with C. McGushin, K&E team re Bristols 6 objection (.3); review, revise draft re same (.2).
04/05/24	Benjamin Woodring	3.90	Coordinate disclosure statement discovery production re privilege review.
04/06/24	Michael David Lehavi	0.30	Review and analyze documents for production.
04/06/24	Colin J. Martindale	0.10	Telephone conference with C. McGushin re litigation issues re disclosure statement hearing.
04/06/24	James McIntyre	2.50	Review, analyze documents re discovery requests (2.1); draft summary correspondence re same (.4).
04/06/24	Benjamin Woodring	1.10	Prepare document production re discovery requests.
04/07/24	Josh Greenblatt, P.C.	0.50	Telephone conference with B. Woodring re bankruptcy litigation issues.
04/07/24	Colin J. Martindale	0.30	Correspond with B. Woodring re UCC discovery.
04/07/24	Casey McGushin	0.70	Telephone conference with E. Swager, K&E team re UCC contested issues (.3); telephone conference with M. Fagen, K&E team and A&M team re same (.4).
04/07/24	James McIntyre	3.00	Review, analyze documents re discovery requests (2.2); draft summary correspondence to C. McGushin, K&E team re same (.8).
04/07/24	Benjamin Woodring	4.10	Coordinate and prepare document production (.8); review, analyze documents for same (2.1); conference with C. Martindale re same (.6); conference with C. Martindale re further discovery collections (.6).
04/08/24	Josh Greenblatt, P.C.	0.70	Telephone conference with M. Fagen, K&E team re UCC discovery requests.
04/08/24	Mike Li	1.70	Correspond with J. McIntyre, K&E team re document production (1.2); review, analyze documents re privilege (.5).
04/08/24	Colin J. Martindale	3.50	Review UCC production materials for responsiveness and privilege.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/08/24	Colin J. Martindale	1.20	Telephone conference with M. Fagen and K&E team re UCC discovery issues.
04/08/24	Casey McGushin	1.80	Telephone conference with M. Fagen, K&E team and Company re UCC discovery issues (.5); coordinate collection and review of documents re same (.9); review, revise correspondence with UCC counsel re same (.4).
04/08/24	James McIntyre	4.80	Review, analyze documents re discovery requests (3.3); draft summary correspondence re same (1.5).
04/08/24	Matt Waldrep	0.30	Review, revise reply to Bristols 6 objection.
04/08/24	Benjamin Woodring	10.20	Conference with Company re privileged discovery materials (1.5); conference with C. McGushin, K&E team re same (1.0); review, analyze documents for production (2.2); coordinate, prepare production (4.1); conference with C. McGushin, K&E team re same (1.4).
04/09/24	Peter Kawalek	0.50	Correspond with J. McIntyre and M. Li re data processing, document review, workflows and strategy re discovery requests.
04/09/24	TJ Leahy	0.50	Telephone conference with C. McGushin and B. Woodring re bankruptcy litigation issues.
04/09/24	Mike Li	2.40	Conference with J. McIntyre re litigation work in process (.5); correspond with J. McIntyre re Katten production data and Centerview data (.5); perform detail quality control procedures on multiple new uploaded data sets (.5); assist J. McIntyre to locate parent emails and create new review batches for the case team (.5); assist on update persistent highlighting set (.4).
04/09/24	Colin J. Martindale	4.80	Coordinate UCC document productions (1.5); review, analyze GXO litigation and draft summary analysis (3.0); telephone conference with C. McGushin re GXO analysis (.2); draft GXO analysis litigation issues summary (.1).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/09/24	Casey McGushin	7.80	Coordinate collection and review of documents re discovery requests (1.1); review documents for responsiveness and privilege (3.2); draft, revise response to UCC motion to continue disclosure statement hearing (2.8); telephone conference with B. Woodring, K&E team re contested inventory disposal issue (.2); telephone conference with E. Swager, K&E team and Katten team re discovery (.5).
04/09/24	James McIntyre	4.50	Review, analyze documents re discovery requests (4.0); draft summary correspondence re same (.5).
04/09/24	Benjamin Woodring	7.00	Conference with C. McGushin, K&E team re litigation strategy, case updates and document collections and productions (.5); coordinate and manage production (3.5); review, analyze contested bankruptcy litigation issues re same (2.0); conference with Company re same (1.0).
04/10/24	Peter Kawalek	0.50	Correspond with B. Woodring re discovery document review workflows and strategy.
04/10/24	TJ Leahy	3.40	Telephone conference with C. McGushin, B. Woodring, K&E team re document review re discovery requests (.4); plan privilege review of document production (1.0); review, analyze first day filings and disclosure statement re litigation considerations (2.0).
04/10/24	Michael David Lehavi	0.70	Review and analyze debtors' objection to UCC motion to adjourn hearing on approval of disclosure statement (.1); conference with Katten re document review (.3); review and analyze litigation considerations re pre-bankruptcy contractual dispute between debtor and logistics provider (.3).
04/10/24	Mike Li	1.50	Review, analyze documents re privilege considerations (1.0); perform detail quality control procedures re same (.5).
04/10/24	Colin J. Martindale	5.40	Review board materials for privilege re discovery requests (.4); telephone conference with B. Woodring re Katten documents review (.2); review Katten documents for privileges (4.0); coordinate document production materials with litigation support team (.8).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/24	Casey McGushin	4.40	Review documents for responsiveness and privilege to produce to UCC (2.1); telephone conference with E. Swager, K&E team and client re litigation diligence requests (.4); correspond with B. Woodring, K&E team re preparation for hearing on motion to continue disclosure statement hearing (.6); coordinate collection and production of documents to UCC (1.0); correspond with Ropes & Gray re litigation diligence requests (.3).
04/10/24	James McIntyre	4.70	Review, analyze documents re discovery (3.5); draft summary correspondence to C. McGushin, K&E team re same (1.2).
04/10/24	Jessica Nunez	2.70	Review litigation updates (2.5); conference with B. Woodring, K&E team case strategy (.2).
04/10/24	Benjamin Woodring	8.80	Correspond with C. McGushin, K&E team re document privilege review of materials received from disinterested director counsel (3.4); draft privilege review protocol (2.0); review, analyze materials re same (2.2); conference with C. Martindale, K&E team re same (.6); conference with J. McIntyre re further discovery document collections (.6).
04/11/24	Peter Kawalek	0.20	Coordinate privilege review re discovery.
04/11/24	TJ Leahy	4.90	Review, analyze document production for privilege.
04/11/24	Michael David Lehavi	3.60	Review and analyze documents for discovery production re privilege and responsiveness.
04/11/24	Chris Leveroni	4.10	Review and analyze documents for attorney client privilege in anticipation of production.
04/11/24	Colin J. Martindale	2.40	Review UCC discovery production for privilege and responsiveness (1.0); coordinate document collection and processing (1.4).
04/11/24	Casey McGushin	5.20	Review documents for responsiveness and privilege re production for UCC (3.4); telephone conference with E. Swager, K&E team re disclosure statement reply (.3); telephone conference with R. Smith and counsel for independent directors re investigation (.5); telephone conference with Company, K&E team re response to diligence requests (.4); correspond with counsel for UCC re discovery issues (.6).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/24	James McIntyre	4.80	Review, analyze documents re discovery requests (4.3); draft summary correspondence to C. McGushin, K&E team re same (.5).
04/11/24	Jessica Nunez	5.20	Review documents re discovery production requests.
04/11/24	Matt Waldrep	0.10	Correspond with B. Nashelsky, K&E team re litigation updates.
04/11/24	Benjamin Woodring	5.80	Review, analyze documents from disinterested directors counsel re investigation (2.0); review, analyze documents re production requests (3.8).
04/12/24	Peter Kawalek	0.30	Correspond with J. Nunez, K&E team re discovery issues.
04/12/24	Michael David Lehavi	3.80	Review and analyze documents for discovery production.
04/12/24	Mike Li	1.90	Correspond with K&E team and J. McIntyre re discovery production issues (.2); review, analyze documents re same (1.0); correspond with S. Long and J. McIntyre re same (.7).
04/12/24	Colin J. Martindale	3.40	Correspond with B. Woodring re discovery document collection (.5); review document productions with litigation support (1.4); review, revise draft reply brief for Bristols 6 objection (1.5).
04/12/24	Casey McGushin	4.40	Review, analyze documents for responsiveness and privilege for production to UCC (1.9); telephone conference with M. Fagen, K&E team and counsel for independent directors re same (.8); telephone conference with L. Wilson and counsel for secured lenders re disclosure statement litigation issues (.6); coordinate collection and production of documents for response to UCC requests (1.1).
04/12/24	James McIntyre	6.70	Prepare client documents for attorney review (3.4); further review, analyze documents re same (3.0); prepare summary correspondence to C. McGushin, K&E team re same (.3).
04/12/24	Jessica Nunez	0.70	Review, analyze documents re privilege considerations.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/12/24	Daniel Wachenfeld	6.40	Research, review precedent re objection to examiner motion (2.0); research case law re appointment of an examiner (1.0); draft objection to examiner motion (3.4).
04/12/24	Matt Waldrep	3.20	Correspond with B. Nashelsky, K&E team re potential litigation issues (.8); research case law re same (2.4).
04/12/24	Benjamin Woodring	4.90	Coordinate, prepare document production re discovery (4.0); conference with C. McGushin, K&E team re bankruptcy litigation work in process (.9).
04/13/24	Michael David Lehavi	2.40	Review and analyze documents for discovery production.
04/13/24	Casey McGushin	1.60	Review documents for responsiveness and privilege for discovery production to UCC.
04/13/24	Jessica Nunez	3.00	Review, analyze documents re discovery production requests.
04/13/24	Daniel Wachenfeld	1.90	Review, revise objection to examiner motion.
04/13/24	Matt Waldrep	0.20	Correspond with B. Nashelsky re potential litigation issues.
04/13/24	Benjamin Woodring	4.20	Review, analyze documents for discovery production (2.1); coordinate production preparation (1.2); conference with C. McGushin, K&E team re same (.9).
04/14/24	Michael David Lehavi	3.40	Review and analyze documents for discovery production.
04/14/24	Colin J. Martindale	1.70	Review Katten investigation documents (1.0); coordinate collection process with litigation support (.4); correspond with B. Woodring and C. McGushin re document collections re discovery requests (.3).
04/14/24	Casey McGushin	4.20	Review discovery documents for responsiveness and privilege to produce to UCC (3.2); coordinate collection and production of documents to UCC in response to discovery requests (.4); review and revise draft disclosure statement re litigation considerations (.6).
04/14/24	Jessica Nunez	1.40	Review, analyze documents re production requests.
04/14/24	Evan Swager	1.70	Review, revise examiner motion (1); review, revise motion to shorten reply (.7).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/14/24	Benjamin Woodring	7.40	Review, analyze documents re discovery production (3.2); further, review, analyze documents re same (2.8); conference with Company re discovery document collection (.8); conference with C. McGushin, K&E team re discovery issues (.6).
04/15/24	Tiffani Chanroo	0.40	Correspond with M. Waldrep, K&E team re Katten investigation.
04/15/24	Peter Kawalek	0.20	Organize documents for privilege review.
04/15/24	TJ Leahy	5.90	Review, analyze production documents re relevance and privilege.
04/15/24	Mike Li	2.90	Analyze data re discovery issues (2.5); correspond with J. McIntyre, K&E team re Katten production documents (.4).
04/15/24	Colin J. Martindale	6.60	Review, revise reply brief re Bristols 6 objection (.8); coordinate with K&E team re document production collection (.5); correspond with M. Darch re discovery document collection (.1); review Katten documents re UCC production for responsiveness and privilege (3.0); coordinate document processing, collection, and production of board materials re discovery requests (.7); review, analyze board materials for responsiveness and privilege (1.5).
04/15/24	Casey McGushin	2.90	Telephone conference with M. Fagen, K&E team and Katten team re disclosure statement discovery issues (.5); review, analyze documents for responsiveness and privilege for production to UCC (1.4); conference with J. Burke re 341 meeting witness preparation (1.0).
04/15/24	James McIntyre	6.70	Review, analyze documents re discovery issues (3.5); further review, analyze documents re same (2.7); draft summary correspondence to C. McGushin, K&E team re same (.5).
04/15/24	Evan Swager	0.30	Telephone conference with Peak6 counsel re subpoena.
04/15/24	Benjamin Woodring	6.80	Coordinate privilege review and production (3.1); review, analyze documents for privilege (3.3); review, analyze UCC edits to protective order (.4).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/24	TJ Leahy	3.20	Review, analyze production documents for relevance and privilege including review of redactions (2.2); conference with C. McGushin, B. Woodring and C. Martindale re litigation status and discovery production status (.6); conference with C. Martindale re discovery production status and process (.4).
04/16/24	Mike Li	2.00	Correspond with J. McIntyre, K&E team re Katten discovery (.5); correspond with C. McGushin, K&E team re upcoming discovery production (1.0); review, analyze documents re same (.5).
04/16/24	Colin J. Martindale	1.60	Telephone conference with C. McGushin re outstanding discovery (.3); correspond with B. Woodring, K&E team re same (.3); review, analyze UCC production for privilege (1.0).
04/16/24	Casey McGushin	2.70	Telephone conference with B. Woodring and K&E team re litigation workstreams (.3); review documents for responsiveness and privilege for production to UCC (1.4); draft, revise correspondence with counsel for UCC re discovery issues (.4); telephone conference with Gibson Dunn team re discovery (.4); telephone conference with Katten team re discovery (.2).
04/16/24	James McIntyre	8.00	Review, analyze documents re discovery requests (3.6); further review, analyze re same (3.9); draft summary correspondence to C. McGushin, K&E team re same (.5).
04/16/24	Benjamin Woodring	8.20	Attend deposition preparation session (1.0); conference with C. McGushin, K&E team re same (.6); review, analyze materials for same (.8); facilitate productions to UCC, ad hoc first lien group and disinterested directors re discovery requests (1.0); review APA seller objection and draft reply (1.0); review, revise same (.8); review, analyze documents for discovery production (2.5); correspond with C. McGushin, K&E team re same (.5).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/17/24	Michael David Lehavi	6.70	Telephone conference with D. Mussafer re Katten investigation (1.8); review and analyze precedent re litigation considerations re executory contract obligations (1.9); draft addendum to privileged document review protocol (1.3); review and analyze documents for production (1.7).
04/17/24	Chris Leveroni	14.20	Review, analyze documents in anticipation of production (2.4); review, analyze document set re redacting privileged and confidential information (11.1); research precedent re viability of potential estate claim (.7).
04/17/24	Mike Li	1.40	Review, analyze documents re discovery issues (1.0); correspond with J. McIntyre, K&E team re Katten production (.4).
04/17/24	Casey McGushin	2.60	Review, analyze documents for responsiveness and privilege to produce to UCC (1.1); correspond with counsel for UCC re various discovery tasks (.3); telephone conference with M. Fagen, K&E team and Katten team re discovery (.6) telephone conference with M. Fagen, K&E team and counsel for secured lenders re litigation issues re disclosure statement hearing (.6).
04/17/24	James McIntyre	5.00	Review, analyze documents re privilege (2.5); further review, analyze documents re same (2.0); draft summary correspondence re same (.5).
04/17/24	Noah Spector	0.50	Conference with B. Woodring re litigation work in process.
04/17/24	Benjamin Woodring	10.80	Review, analyze discovery materials and productions to prepare for disclosure statement hearing re litigation issues (2.9); review, analyze amended disclosure statement re same (2.0); review APA seller objection materials (1.1); draft disclosure hearing presentation (2.0); review disclosure statement hearing materials re same (.8); conference with Company re same (1.2); coordinate ongoing document productions (.8).
04/18/24	Michael David Lehavi	4.50	Review and analyze documents for production.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/18/24	James McIntyre	3.70	Review, analyze documents re discovery (3.3); draft summary correspondence to C. McGushin, K&E team re same (.4).
04/18/24	Benjamin Woodring	6.60	Prepare for disclosure statement hearing re litigation issues (3.0); conference with Company re same (1.2); review, analyze discovery issues (2.4).
04/19/24	Maggie Houseknecht	0.50	Conference with B. Woodring re litigation work in process.
04/19/24	Michael David Lehavi	6.90	Review and analyze documents for production (2.5); further review, analyze documents re same (2.0); conference with AlixPartners, Katten re discovery (1.1); draft protective order (1.3).
04/19/24	Chris Leveroni	6.30	Research re potential estate claims related to secondary sales (3.8); draft summary re same (2.0); correspond with M. Lehavi re same (.5).
04/19/24	Casey McGushin	3.10	Telephone conference with counsel for Solamere re subpoena (.3); telephone conference with counsel for Peak6 re subpoena (.3); review, analyze documents for responsiveness and privilege for production to UCC (1.3); review, revise confidentiality order (.4); telephone conference with M. Fagen, K&E team and Katten team re investigation (.5); review, analyze disclosure statement hearing transcript re litigation issues (.3).
04/19/24	James McIntyre	3.30	Review, analyze documents re discovery issues (3.0); draft summary correspondence to C. McGushin, K&E team re same (.3).
04/19/24	Jessica Nunez	4.80	Review, analyze documents re privileged material.
04/19/24	Noah Spector	1.80	Review and analyze documents for privileged material.
04/19/24	Benjamin Woodring	4.10	Review, revise proposed confidentiality and protective order (1.2); facilitate document production (2.0); review, analyze protective order application (.9).
04/19/24	Benjamin Woodring	0.80	Correspond with B. Arnault, K&E team re matter status, workstreams.
04/20/24	Michael David Lehavi	2.00	Review and analyze documents for production.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/20/24	Jessica Nunez	4.20	Review documents re privileged material.
04/20/24	Noah Spector	5.80	Review and analyze documents for privileged material.
04/20/24	Benjamin Woodring	3.70	Review documents for production re privilege (3.3); coordinate with C. McGushin, K&E team re same (.4).
04/21/24	Maggie Houseknecht	0.40	Review memorandum re privilege review protocol.
04/21/24	TJ Leahy	1.30	Review, analyze production documents re relevance and privilege.
04/21/24	Michael David Lehavi	2.90	Review and analyze documents for production.
04/21/24	Casey McGushin	1.10	Research issues re viability of potential claims (.7); correspond with B. Woodring, K&E team re issues around privilege (.4).
04/21/24	Noah Spector	2.60	Analyze documents re privileged material.
04/21/24	Benjamin Woodring	5.90	Review documents for production (5.0); coordinate with C. McGushin, K&E team re same (.5); conference with C. McGushin re same (.4).
04/22/24	Maggie Houseknecht	9.00	Analyze client documents re privilege.
04/22/24	TJ Leahy	3.70	Conference with C. McGushin, K&E team re document requests (.3); conference with C. McGushin, B. Woodring and M. Gass re document request (.4); conference with C. McGushin, K&E team re document requests (.4); review, analyze production documents re relevance and privilege (2.6).
04/22/24	Michael David Lehavi	4.80	Review and revise motion for confidentiality stipulation and protective order (.5); review and analyze documents for production (4.3).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/22/24	Casey McGushin	5.40	Review, analyze documents for responsiveness and privilege for production to UCC (1.1); review documents produced to UCC (1.3); telephone conference with L. Wilson and counsel for lenders re ongoing discovery tasks (.5); telephone conference with counsel for sponsors who have received subpoenas (1.4); correspond with B. Woodring, K&E team re status of subpoenas (.3); correspond with counsel for UCC re ongoing discovery efforts (.4); coordinate collection and review of documents re privilege (.2); review, revise draft stipulation with GXO (.2).
04/22/24	James McIntyre	3.20	Review, analyze documents re discovery issues (3.0); draft summary correspondence to C. McGushin, K&E team re same (.2).
04/22/24	Makala McNeil	4.00	Review, analyze documents re Katten investigation (.5); analyze Katten documents re privilege (3.5).
04/22/24	Jessica Nunez	1.00	Review, analyze documents re privileged material.
04/22/24	Noah Spector	2.90	Analyze documents re privileged material.
04/22/24	Benjamin Woodring	5.30	Conference with subpoena recipients re litigation status (1.0); coordinate and finalize discovery production (1.5); coordinate document review workstreams (.5); review, revise GXO stipulation (.3); conference with Company re discovery issues (.2); revise and facilitate filing of confidentiality stipulation and proposed order (1.6); conference with E. Swager, K&E team re same (.2).
04/23/24	Lucie H. Duvall	0.50	Conference with E. Swager, K&E team re contested matter strategy and FTC correspondence.
04/23/24	Maggie Houseknecht	6.90	Analyze client documents re privilege.
04/23/24	Peter Kawalek	0.30	Correspond with T. Leahy re document processing for production.
04/23/24	TJ Leahy	3.20	Review and analyze production documents for discovery relevance and privilege (2.1); correspond with C. McGushin and B. Woodring re same (1.1).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/24	Chris Leveroni	6.20	Analyze and prepare documents in anticipation of production (5.7); correspond with T. Leahy re document production (.5).
04/23/24	Mike Li	0.70	Correspond with J. McIntyre, K&E team re discovery issues.
04/23/24	Casey McGushin	5.70	Coordinate collection and review of documents in response to UCC requests (2.2); review, analyze documents for responsiveness and privilege to produce to UCC (1.4); review and analyze documents produced to UCC purposes of developing deposition prep outline (2.1).
04/23/24	James McIntyre	4.30	Review, analyze documents re discovery issues (3.3); draft summary correspondence re same (1.0).
04/23/24	Makala McNeil	7.80	Review, analyze documents re Katten discovery (3.9); further review, analyze documents re same (3.4); correspond with T. Leahy re same (.5).
04/23/24	Jessica Nunez	6.40	Review, analyze documents re privileged material.
04/23/24	Noah Spector	3.90	Analyze documents re privileged material.
04/23/24	Benjamin Woodring	3.90	Coordinate and finalize production (3.2); coordinate document review workstreams (.4); conference with C. McGushin, K&E team re privilege issues (.3).
04/24/24	Lucie H. Duvall	0.20	Conference with B. Woodring, K&E team re Amazon outreach and overall case strategy.
04/24/24	Lucie H. Duvall	0.40	Conference with Company re interview re independent investigation.
04/24/24	TJ Leahy	4.10	Review, analyze production documents for relevance and privilege.
04/24/24	Chris Leveroni	2.20	Analyze documents in anticipation of production (2.0); correspond with B. Woodring, K&E team re same (.2).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/24	Casey McGushin	5.10	Telephone conference with counsel for sponsors re discovery process (.2); coordinate, review production of documents for UCC (.9); draft, revise correspondence with opposing counsel re discovery (.6); review documents for responsiveness and privilege to respond to UCC (2.9); correspond with E. Swager, K&E team re ongoing discovery requests from UCC (.5).
04/24/24	James McIntyre	6.70	Review, analyze documents re discovery issues (3.4); draft summary re same (3.3).
04/24/24	Makala McNeil	4.20	Privilege review re production.
04/24/24	Benjamin Woodring	1.90	Coordinate, finalize production (1.2); coordinate document review workstreams (.3); conference with Company re document collection (.4).
04/25/24	Lucie H. Duvall	0.20	Prepare for meeting re FTC interview.
04/25/24	Matthew C. Fagen, P.C.	0.70	Correspond with C. McGushin re litigation issues.
04/25/24	Peter Kawalek	0.50	Analyze and organize data to prepare for processing and review in Relativity database.
04/25/24	TJ Leahy	1.10	Conference with C. McGushin, K&E team re UCC document requests (.7); conference with C. McGushin, E. Swager, K&E team re subpoena for documents (.4).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/24	Casey McGushin	5.80	Telephone conference with M. Fagen, K&E team, Katten team and Centerview team re litigation issues re plan of reorganization and creditor recoveries (1.0); telephone conference with M. Fagen, K&E team, and counsel for secured lenders re confirmation litigation strategy (.5); telephone conference with R. Smith, K&E team and Katten team re ongoing investigation and discovery issues (.5); telephone conference with M. Fagen, K&E team and counsel for UCC re discovery updates (.4); correspond with B. Woodring, K&E litigation team re strategy for responding to discovery (.3); draft, revise correspondence to opposing counsel re discovery (.5); review, analyze for privilege documents to be produced to UCC (.9); review, analyze documents being produced in preparation for depositions (1.3); telephone conference with counsel for Silverlake re subpoena (.4).
04/25/24	James McIntyre	6.50	Review, analyze documents re discovery issues (6.0); draft correspondence to C. McGushin, K&E team re same (.5).
04/25/24	Benjamin Woodring	7.60	Review, analyze documents re discovery issues (3.8); correspond with C. McGushin re same (.8); review, analyze documents re privilege (2.4); coordinate document review workstreams (.4); conference with Company re document collection (.2).
04/26/24	Peter Kawalek	1.70	Analyze, review data re discovery issues (1.3); correspond with T. Leahy re same (.4).
04/26/24	TJ Leahy	2.50	Telephone conference with P. Kawalek re document production (.4); review, analyze production documents for relevance and privilege (.8); prepare for document production privilege review and quality control re same (1.3).
04/26/24	Michael David Lehavi	1.80	Review, analyze documents for production.
04/26/24	Mike Li	1.30	Revise, analyze data re discovery issues.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/24	Casey McGushin	4.70	Telephone conference with Katten team re discovery (.3); draft, revise correspondence to counsel for UCC re various discovery issues (.6); review, analyze documents to prepare for depositions and confirmation hearing (2.4); coordinate, review production of documents (.7); review, analyze draft stipulation with GXO (.4); telephone conference with E. Swager, K&E team re potential indemnification claims (.3).
04/26/24	James McIntyre	5.00	Review, analyze documents re discovery issues; (3.5); draft summary re same (1.5).
04/26/24	Makala McNeil	1.80	Privilege review re production.
04/26/24	Jessica Nunez	1.30	Review, analyze documents re privileged material.
04/26/24	Noah Spector	3.10	Research re privilege (.4); analyze documents for privileged materials (2.7).
04/26/24	Benjamin Woodring	9.70	Review, analyze documents re discovery production (3.9); correspond with C. McGushin, K&E team re same (3.8); further review, analyze documents re same (1.3); coordinate document review workstreams (.4); conference with Company re document production (.3).
04/27/24	Michael David Lehavi	3.20	Review and analyze documents for production
04/27/24	Casey McGushin	0.60	Correspond with UCC re discovery issues.
04/27/24	James McIntyre	1.70	Review, analyze documents re discovery issues (1.3); draft correspondence to C. McGushin, K&E team re same (.4).
04/27/24	Jessica Nunez	2.80	Review, analyze documents re privileged material.
04/27/24	Noah Spector	1.20	Analyze documents for privileged material.
04/27/24	Benjamin Woodring	4.90	Review, analyze documents for production (3.9); coordinate document review workstreams (.6); conference with C. McGushin, K&E team re preparing production (.4).
04/28/24	TJ Leahy	0.80	Review and analyze production documents for relevance and privilege.
04/28/24	Michael David Lehavi	3.90	Review and analyze documents for production.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/24	Casey McGushin	2.10	Correspond with counsel for UCC re discovery issues (.4); review, analyze materials to prepare for telephone conference with UCC (.7); review, analyze documents to be produced to UCC (1.0).
04/28/24	James McIntyre	1.00	Review, analyze documents re discovery (.8); draft summary correspondence re same (.2).
04/28/24	Jessica Nunez	5.30	Review, analyze documents re privileged material.
04/28/24	Francis Petrie	0.80	Correspond with E. Swager, C. McGushin, Katten team re discovery status and process.
04/28/24	Noah Spector	3.30	Privilege review re production.
04/28/24	Benjamin Woodring	7.10	Review, analyze documents re discovery (3.2); review, analyze documents for privilege and production (3.7); coordinate document review workstreams re same (.2).
04/29/24	Maggie Houseknecht	4.20	Analyze client documents to assess privilege and code for production.
04/29/24	Peter Kawalek	0.80	Analyze data re discovery issues.
04/29/24	TJ Leahy	4.00	Review and analyze production documents for relevance and privilege.
04/29/24	Michael David Lehavi	3.40	Review, analyze documents for production.
04/29/24	Chris Leveroni	12.60	Review and analyze documents for production (12.1); correspond with B. Woodring, K&E team re same (.5).
04/29/24	Casey McGushin	4.70	Telephone conference with Company re investigation interview (.3); further telephone conference with Company re investigation interview (1.1); telephone conference with F. Petrie, K&E team and Katten team re investigation and discovery (.4); telephone conference with UCC counsel re discovery (1.1); conference with UCC re discovery (.4); review, analyze documents for responsiveness and privilege for production to UCC (1.4).
04/29/24	James McIntyre	5.80	Review, analyze documents re discovery (3.5); further review, analyze re same (1.8); draft correspondence to C. McGushin, K&E team re same (.5).
04/29/24	Makala McNeil	4.80	Review, analyze Katten documents re privilege (2.5); further review, analyze re same (2.0); correspond with B. Woodring re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/24	Jessica Nunez	5.30	Review documents re privileged material.
04/29/24	Francis Petrie	1.70	Telephone conference with C. McGushin, Katten team re discovery requests (.5); telephone conference with MoFo team re discovery status (.6); correspond with same re discovery process (.6).
04/29/24	Noah Spector	4.30	Analyze documents for privileged material.
04/29/24	Benjamin Woodring	7.00	Review, analyze documents for production (1.5); coordinate document review workstreams (2.5); review, analyze documents for production (2.5); conference with Company re same (.5).
04/30/24	Maggie Houseknecht	5.60	Analyze documents to assess privilege for production.
04/30/24	TJ Leahy	0.80	Review, analyze document production for privilege and quality control.
04/30/24	Michael David Lehavi	2.30	Attend Katten's investigation interview of Company personnel (1.9); review and analyze documents for production (.4).
04/30/24	Mike Li	1.20	Review, analyze documents re privilege issues.
04/30/24	Casey McGushin	5.50	Review, analyze documents re UCC discovery requests (1.3); review, analyze documents for responsiveness and privilege (1.2); draft, revise trial outline for confirmation (2.4); telephone conference with M. Fagen, K&E team, Centerview team and Katten team re bankruptcy litigation issues (.6).
04/30/24	James McIntyre	5.00	Review, analyze documents re discovery issues (3.5); draft summary re same (1.5).
04/30/24	Makala McNeil	6.40	Review, analyze documents re privilege (3.9); draft summary correspondence re same (2.5).
04/30/24	Jessica Nunez	5.90	Review, analyze documents re privileged material (3.9); draft summary correspondence re same (2.0).
04/30/24	Francis Petrie	1.40	Conference with Katten team re Company interview re investigation.
04/30/24	Noah Spector	2.80	Review, analyze documents for privileged material.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190800

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/30/24	Benjamin Woodring	5.70	Coordinate, finalize production (3.7); coordinate document review workstreams (.3); review, analyze documents for production (1.0); conference with Company re document collection (.2); draft, review privilege log (.5).
Total		733.70	

Document Page 316 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190801
Client Matter: 55160-4

In the Matter of Automatic Stay Matters

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 1,852.50

Total legal services rendered

\$ 1,852.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190801

Thrasio Holdings, Inc.

Matter Number:

55160-4

Automatic Stay Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matt Waldrep	1.50	975.00	1,462.50
Mary Catherine Young	0.40	975.00	390.00
TOTALS	1.90		\$ 1,852.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190801

Thrasio Holdings, Inc.

Matter Number:

55160-4

Automatic Stay Matters

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/12/24	Matt Waldrep	1.50	Draft correspondence re automatic stay issues (.7); correspond with AlixPartners, M. Young, K&E team re automatic stay issues (.5); review, revise creditor correspondence re automatic stay issues (.3).
04/12/24	Mary Catherine Young	0.40	Correspond with M. Waldrep, K&E team re automatic stay letter.
Total		1.90	

Document Page 319 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190802
Client Matter: 55160-5

In the Matter of Business Operations

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 17,510.00

Total legal services rendered

\$ 17,510.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190802

Thrasio Holdings, Inc.

Matter Number:

55160-5

Business Operations

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan C. Feeney	1.10	975.00	1,072.50
Francis Petrie	3.10	1,595.00	4,944.50
Evan Swager	1.10	1,345.00	1,479.50
Daniel Wachenfeld	1.40	815.00	1,141.00
Matt Waldrep	3.10	975.00	3,022.50
Mary Catherine Young	6.00	975.00	5,850.00
TOTALS	15.80		\$ 17,510.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Matt Waldrep	0.10	Correspond with AlixPartners re patent information request.
04/02/24	Matt Waldrep	0.20	Draft talking points for customer programs motion.
04/02/24	Matt Waldrep	0.40	Draft materials re customer programs motion.
04/03/24	Daniel Wachenfeld	1.40	Revise and compile final orders for filing (.9); review, analyze final orders for use at second day hearing (.5).
04/03/24	Matt Waldrep	2.40	Correspond with M. Young re proposed orders for filing (.1); review, analyze proposed orders for filing (1.8); review, analyze filing versions of second day motions, orders (.5).
04/03/24	Mary Catherine Young	6.00	Review, revise final orders, second day orders re second day hearing (3.4); correspond with M. Feeney, K&E team re same (2.6).
04/08/24	Francis Petrie	0.60	Correspond with Company re inventory disposal issue.
04/09/24	Megan C. Feeney	0.80	Correspond and telephone conference with company, MoFo, E. Swager, K&E team re inventory disposal (.6); review, revise notice of disposal withdrawal (.2).
04/09/24	Francis Petrie	1.00	Telephone conference with Company re business issues and status.
04/10/24	Megan C. Feeney	0.30	Review, analyze notice of inventory disposal withdrawal (.1); prepare same for filing (.2).
04/10/24	Francis Petrie	0.50	Telephone conference with Company advisors re business strategy.
04/17/24	Francis Petrie	0.50	Telephone conference with Company re business issues, strategy.
04/24/24	Evan Swager	1.10	Review, revise management presentation re reporting obligations.
04/26/24	Francis Petrie	0.50	Telephone conference with management re business updates and issues.
Total		15.80	

Document Page 322 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190803
Client Matter: 55160-6

In the Matter of Case Administration

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 109,731.00

Total legal services rendered

\$ 109,731.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	4.80	815.00	3,912.00
Joanna Aybar	0.40	435.00	174.00
Tiffani Chanroo	8.00	1,265.00	10,120.00
Trevor Eck	4.10	975.00	3,997.50
Megan C. Feeney	6.70	975.00	6,532.50
Max M. Freedman	0.70	1,095.00	766.50
Susan D. Golden	0.60	1,600.00	960.00
Josh Greenblatt, P.C.	0.60	2,065.00	1,239.00
Shan A. Khan	1.00	1,575.00	1,575.00
Michael David Lehavi	0.60	785.00	471.00
Chris Leveroni	1.00	975.00	975.00
Jamie McLennan	4.20	815.00	3,423.00
Humza Moinuddin	2.80	815.00	2,282.00
Brendan Nashelsky	4.70	975.00	4,582.50
Jessica Nunez	0.20	785.00	157.00
Francis Petrie	1.90	1,595.00	3,030.50
Laura Saal	1.40	625.00	875.00
Luke Spangler	1.70	355.00	603.50
Charlie Steinmetz	20.40	815.00	16,626.00
Evan Swager	14.80	1,345.00	19,906.00
Trent Tucker	0.70	815.00	570.50
Daniel Wachenfeld	7.20	815.00	5,868.00
Matt Waldrep	5.00	975.00	4,875.00
Danielle Walker	10.20	355.00	3,621.00
Mary Catherine Young	11.20	975.00	10,920.00
Tanzila Zomo	4.70	355.00	1,668.50
TOTALS	119.60		\$ 109,731.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Anthony Abate	0.80	Draft, revise notice of adjournment of certain matters up for April 3 hearing (.4); draft, revise notice of adjournment of disclosure statement hearing (.4).
04/01/24	Trevor Eck	0.30	Telephone conference with E. Swager, K&E team re deal status, next steps.
04/01/24	Francis Petrie	1.10	Correspond with Cole Schotz, M. Feeney re agenda and notices of adjournment and hearing schedule.
04/01/24	Charlie Steinmetz	0.90	Revise work in process summary (.8); correspond with E. Swager K&E team re same (.1).
04/01/24	Evan Swager	0.50	Telephone conference with Company, Centerview, AlixPartners teams re case status.
04/02/24	Tiffani Chanroo	1.40	Review, analyze correspondence from Company, Centerview, AlixPartners teams re case status (1.1); review, analyze case deadlines (.3).
04/02/24	Luke Spangler	0.30	Correspond with T. Zomo re second day hearing transcript precedent (.1); research compile same (.2).
04/02/24	Charlie Steinmetz	1.10	Revise work in process summary (.9); correspond with T. Chanroo, K&E team re same (.2).
04/02/24	Evan Swager	0.50	Telephone conference with Company, AlixPartners, Centerview re work in process, next steps.
04/02/24	Daniel Wachenfeld	2.70	Draft summary re final orders for second day hearing.
04/02/24	Matt Waldrep	1.20	Review, revise summary re case timeline.
04/03/24	Tiffani Chanroo	0.60	Conference with E. Swager, K&E team re case status.
04/03/24	Brendan Nashelsky	0.50	Conference with M. Feeney re case status.
04/03/24	Charlie Steinmetz	0.50	Review, revise work in process summary (.4); correspond with E. Swager, K&E team re same (.1).
04/03/24	Evan Swager	0.50	Conference with Company, advisors re work in process, next steps.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190803

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/24	Matt Waldrep	0.10	Correspond with J. McLennan re hearing scheduling.
04/03/24	Mary Catherine Young	0.50	Conference with the Company re UCC statement.
04/04/24	Anthony Abate	0.50	Telephone conference with E. Swager, K&E team re work in process.
04/04/24	Tiffani Chanroo	1.30	Conferences with E. Swager, K&E team re work in process, case status (.8); conference with E. Swager, K&E team, Company re case status (.5).
04/04/24	Trevor Eck	0.50	Telephone conference with E. Swager, K&E team re case status, next steps.
04/04/24	Megan C. Feeney	0.50	Telephone conference with E. Swager, K&E team re work in process (.4); correspond with E. Swager, K&E team re same (.1).
04/04/24	Chris Leveroni	0.40	Telephone conference with C. McGushin, K&E team re case status, next steps.
04/04/24	Jamie McLennan	0.50	Telephone conference with E. Swager and K&E team re case status.
04/04/24	Humza Moinuddin	0.50	Conference with E. Swager, K&E team re work in process.
04/04/24	Brendan Nashelsky	1.00	Telephone conferences with E. Swager, K&E team, Company re work in process.
04/04/24	Laura Saal	0.50	Telephone conferences with E. Swager, K&E team, Company re work in process.
04/04/24	Luke Spangler	0.50	Telephone conference with E. Swager, K&E team, Company re work in process.
04/04/24	Charlie Steinmetz	1.50	Review, revise work in process summary (.7); correspond with T. Chanroo, K&E team re same (.3); conference with E. Swager, K&E team re work in process, next steps (.5).
04/04/24	Evan Swager	2.10	Conferences with F. Petrie, K&E team, Company, advisors re status, next steps, work in process.
04/04/24	Daniel Wachenfeld	0.50	Conference with E. Swager and K&E team re work in process, next steps.
04/04/24	Matt Waldrep	0.50	Conference with E. Swager, K&E team re work in process.
04/04/24	Mary Catherine Young	1.00	Conference with E. Swager, K&E team re work in process (.5); conference with Company re same (.5).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190803

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/24	Tanzila Zomo	0.60	Telephone conference with L. Saal, K&E team re case status updates.
04/05/24	Susan D. Golden	0.40	Coordinate publication of bar date notice in New York Times.
04/05/24	Michael David Lehavi	0.20	Conference with E. Swager, K&E team re case strategy.
04/05/24	Brendan Nashelsky	0.40	Review, analyze supporting documents re case overview.
04/05/24	Evan Swager	0.50	Telephone conference with Company, AlixPartners, Centerview teams re work in process, next steps.
04/05/24	Daniel Wachenfeld	0.60	Review, compile documents re hearing case status.
04/05/24	Mary Catherine Young	0.60	Correspond with E. Swager re work in process.
04/07/24	Charlie Steinmetz	0.20	Review, revise work in process summary (.1); correspond with E. Swager, K&E team re same (.1).
04/08/24	Charlie Steinmetz	1.50	Revise work in process summary (.9), correspond with T. Chanroo, K&E team re same (.1); telephone conference with E. Swager, K&E team re work in process, next steps (.5).
04/08/24	Evan Swager	0.50	Telephone conference with Company, AlixPartners, Centerview teams re work in process, open issues.
04/08/24	Tanzila Zomo	0.50	Review, revise upcoming hearing dates.
04/09/24	Anthony Abate	0.50	Telephone conference with E. Swager, K&E team re work in process.
04/09/24	Trevor Eck	0.50	Telephone conference with E. Swager, K&E team re case status, next steps.
04/09/24	Megan C. Feeney	0.70	Telephone conference with E. Swager, K&E team re work in process (.5); review, analyze summary re same (.2).
04/09/24	Josh Greenblatt, P.C.	0.60	Telephone conference with Katten re case updates.
04/09/24	Michael David Lehavi	0.40	Telephone conference with B. Woodring, K&E team re case calendar.
04/09/24	Jamie McLennan	0.50	Telephone conference with E. Swager, K&E team re case status, next steps.
04/09/24	Brendan Nashelsky	0.50	Telephone conference with E. Swager, K&E team re work in process.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190803

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/09/24	Jessica Nunez	0.20	Telephone conference with C. McGushin, K&E team re case status.
04/09/24	Charlie Steinmetz	1.10	Review, revise work in process summary (.4); correspond with T. Chanroo, K&E team re same (.2); telephone conference with E. Swager, K&E team re work in process, next steps (.5).
04/09/24	Evan Swager	1.40	Telephone conference with Company, AlixPartners, Centerview teams re work in process, open issues (.5); conference with F. Petrie, K&E team re work in process, next steps (.5); telephone conference with Company re case status (.4).
04/09/24	Daniel Wachenfeld	0.70	Conference with E. Swager, K&E team re work in process (.5); prepare for same (.2).
04/09/24	Matt Waldrep	1.10	Review, revise work in process (.6); conference with E. Swager, K&E team re work in process (.5).
04/09/24	Danielle Walker	5.70	Compile materials re section 341 meeting.
04/09/24	Mary Catherine Young	1.30	Conference with E. Swager, K&E team re work in process (.5); correspond with E. Swager re same (.3); conference with Centerview team, Company re work in process (.5).
04/10/24	Chris Leveroni	0.60	Telephone conference with B. Woodring re case status, next steps (.5); prepare summary re same (.1).
04/10/24	Charlie Steinmetz	0.90	Review, revise work in process summary (.8); correspond with E. Swager, K&E team re same (.1).
04/10/24	Evan Swager	0.90	Telephone conference with Company, Centerview, AlixPartners re work in process, open issues (.5); telephone conference with AlixPartners, Centerview teams re timeline, open issues (.4).
04/10/24	Matt Waldrep	0.20	Review, revise work in process summary.
04/10/24	Danielle Walker	4.50	Compile materials re 341 meeting.
04/11/24	Anthony Abate	0.40	Telephone conference with E. Swager, K&E team re work in process.
04/11/24	Joanna Aybar	0.40	Telephone conference with E. Swager, K&E team re work in process.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190803

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/24	Tiffani Chanroo	1.20	Conference with E. Swager re works in process (.4); review, revise work in process summary (.3); conference with Company, E. Swager, K&E team re various case matters (.5).
04/11/24	Trevor Eck	0.50	Conference with E. Swager, K&E team re case status, next steps.
04/11/24	Trevor Eck	0.50	Conference with Company, E. Swager, K&E team re case status, work in process.
04/11/24	Megan C. Feeney	1.00	Telephone conference with E. Swager, K&E team re work in process (.5); revise summary re same (.2); telephone conference with E. Swager, K&E team re case status updates (.3).
04/11/24	Max M. Freedman	0.40	Conference with E. Swager, K&E team re work in process.
04/11/24	Jamie McLennan	0.50	Conference with E. Swager and K&E team re case status.
04/11/24	Humza Moinuddin	0.40	Conference with E. Swager, K&E team re work in process.
04/11/24	Brendan Nashelsky	0.50	Telephone conferences with E. Swager, K&E team, Company re work in process.
04/11/24	Laura Saal	0.50	Telephone conferences with E. Swager, K&E team, Company re work in process.
04/11/24	Luke Spangler	0.40	Telephone conferences with E. Swager, K&E team, Company re work in process.
04/11/24	Charlie Steinmetz	1.50	Revise work in process summary (.7), correspond with T. Chanroo, K&E team re same (.3); conference with E. Swager, K&E team re work in process, next steps (.5).
04/11/24	Evan Swager	1.00	Conference with T. Chanroo, K&E team re work in process (.5); conference with Company re open issues (.5).
04/11/24	Daniel Wachenfeld	0.80	Telephone conference with E. Swager, K&E Team re work in process, next steps (.5); revise work in process summary (.3).
04/11/24	Matt Waldrep	0.40	Correspond with E. Swager, K&E team re work in process.
04/11/24	Mary Catherine Young	1.80	Correspond with E. Swager re work in process (.8); conference with E. Swager, K&E team re same (.5); conference with Company re same (.5).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190803

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/24	Tanzila Zomo	0.50	Telephone conference with L. Saal, K&E team re case status updates.
04/12/24	Evan Swager	0.50	Telephone conferences with Company, Centerview, AlixPartners team re open issues, work in process.
04/12/24	Mary Catherine Young	0.80	Correspond with E. Swager, K&E team re work in process (.3); conference with Company, Centerview, AlixPartners re same (.5).
04/12/24	Tanzila Zomo	0.30	Research re section 341 transcripts.
04/14/24	Brendan Nashelsky	0.20	Review, revise summary re work in process.
04/14/24	Charlie Steinmetz	0.20	Review, revise work in process summary.
04/15/24	Tiffani Chanroo	0.30	Review, revise work in process summary (.2); correspond with C. Steinmetz re same (.1).
04/15/24	Trevor Eck	0.20	Review, revise work in process summary re case updates.
04/15/24	Charlie Steinmetz	1.40	Review, revise work in process summary (1.1); correspond with T. Chanroo, K&E team re same (.3).
04/15/24	Evan Swager	0.50	Telephone conference with Company, AlixPartners, Centerview teams re work in process, next steps.
04/15/24	Matt Waldrep	0.20	Review, revise work in process summary.
04/16/24	Anthony Abate	0.30	Telephone conference with E. Swager, K&E team re work in process.
04/16/24	Trevor Eck	0.50	Telephone conference with E. Swager, K&E team re case status, next steps.
04/16/24	Megan C. Feeney	0.90	Correspond and telephone conference with E. Swager, K&E team re work in process, case updates (.5); review, revise summary re same (.2); correspond with KCC re notice parties (.2).
04/16/24	Jamie McLennan	0.30	Telephone conference with E. Swager, K&E team re case status, next steps.
04/16/24	Humza Moinuddin	0.30	Conference with E. Swager, K&E team re work in process.
04/16/24	Charlie Steinmetz	2.00	Review, revise work in process summary (1.3); correspond with E. Swager, K&E team re same (.2); conference with E. Swager, K&E team re work in process, next steps (.5).
04/16/24	Evan Swager	0.50	Conference with M. Feeney, K&E team re work in process.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190803

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/24	Daniel Wachenfeld	0.30	Conference with E. Swager, K&E team re work in process, next steps (partial).
04/16/24	Mary Catherine Young	0.50	Conference with E. Swager re work in process.
04/16/24	Tanzila Zomo	1.20	Review, revise upcoming hearings, case calendar (1.0); correspond with C. Steinmetz re same (.2).
04/17/24	Jamie McLennan	0.50	Conference with E. Swager, K&E team, AlixPartners and KCC re notice procedures.
04/18/24	Charlie Steinmetz	0.30	Review, revise work in process summary (.2), correspond with E. Swager, K&E team re same (.1).
04/19/24	Anthony Abate	0.20	Telephone conference with E. Swager, K&E team re work in process (partial).
04/19/24	Tiffani Chanroo	0.50	Conference with E. Swager, K&E team re work in process.
04/19/24	Megan C. Feeney	0.60	Correspond and telephone conference with E. Swager, K&E team re work in process (.5); review, revise summary re same (.1).
04/19/24	Max M. Freedman	0.30	Conference with E. Swager, K&E team re work in process.
04/19/24	Jamie McLennan	0.40	Telephone conference with E. Swager, K&E team re case status, next steps.
04/19/24	Humza Moinuddin	0.30	Conference with E. Swager, K&E team re work in process.
04/19/24	Francis Petrie	0.30	Telephone conference with K&E team re work in process.
04/19/24	Laura Saal	0.40	Conference with E. Swager and K&E team re case status.
04/19/24	Charlie Steinmetz	0.80	Review, revise work in process summary (.3), correspond with E. Swager, K&E team re same (.1); telephone conference with E. Swager, K&E team re work in process, next steps (.4).
04/19/24	Evan Swager	1.00	Conferences with F. Petrie, K&E team re work in process, next steps.
04/19/24	Daniel Wachenfeld	0.20	Conference with E. Swager, K&E team re work in process, next steps (partial).
04/19/24	Matt Waldrep	0.40	Review, revise work in process (.2); conference with E. Swager, K&E team re work in process (.2).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

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Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/19/24	Mary Catherine Young	0.20	Conference with E. Swager, K&E team re work in process.
04/19/24	Tanzila Zomo	0.50	Telephone conference with L. Saal, K&E team re case status updates.
04/19/24	Tanzila Zomo	0.80	Correspond with bankruptcy court re attorney pro hac vice payments.
04/21/24	Charlie Steinmetz	0.10	Correspond with E. Swager, K&E team re work in process summary.
04/22/24	Anthony Abate	0.80	Telephone conference with E. Swager, K&E team re work in process (.5); draft, revise notice of adjournment of April hearing (.3).
04/22/24	Tiffani Chanroo	0.50	Conference with E. Swager, K&E team re work in process summary.
04/22/24	Megan C. Feeney	0.90	Correspond and telephone conference with E. Swager, K&E team re work in process (.5); review, revise summary re same (.1); correspond with A. Abate, K&E team re notice of adjournment, hearing scheduling (.2); review, revise summary re same (.1).
04/22/24	Jamie McLennan	0.50	Telephone conference with E. Swager, K&E team re case status, next steps.
04/22/24	Humza Moinuddin	0.50	Conference with E. Swager, K&E team re work in process.
04/22/24	Brendan Nashelsky	0.60	Review, revise work in process summary (.1); telephone conference with E. Swager, K&E team re same (.5).
04/22/24	Charlie Steinmetz	1.40	Revise work in process summary (.8), correspond with E. Swager, K&E team re same (.1); telephone conference with E. Swager, K&E team re work in process, next steps (.5).
04/22/24	Evan Swager	1.20	Conference with T. Chanroo, K&E team re work in process, next steps (.5); telephone conference with Company, AlixPartners, Centerview re same (.5); review tracker re same (.2).
04/22/24	Daniel Wachenfeld	0.90	Conference with E. Swager, K&E team to discuss work in process, next steps (.5); coordinate meeting rooms for confirmation strategy session and status conference (.4).
04/22/24	Mary Catherine Young	0.80	Correspond with E. Swager, K&E team re work in process (.3); conference with E. Swager, K&E team re same (.5).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190803

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/24	Anthony Abate	0.40	Draft, revise notice of adjournment of April hearing (.3); correspond with M. Feeney, Cole Schotz team re same (.1).
04/23/24	Susan D. Golden	0.20	Coordinate publication of confirmation notice in New York Times.
04/23/24	Charlie Steinmetz	1.20	Conference with E. Swager, K&E team re confirmation work in process.
04/24/24	Trevor Eck	0.60	Conference with E. Swager, K&E team re case status, next steps (.4); review, revise summary re same (.2).
04/24/24	Megan C. Feeney	0.70	Draft, revise form of notice of motion (.3); correspond with E. Swager re same (.1); correspond and conference with E. Swager, K&E team re case timeline, updates (.3).
04/24/24	Charlie Steinmetz	0.30	Review, revise work in process summary (.2); correspond with E. Swager, K&E team re same (.1).
04/24/24	Mary Catherine Young	0.50	Correspond with E. Swager, K&E team re work in process.
04/25/24	Anthony Abate	0.40	Telephone conference with E. Swager, K&E team re work in process.
04/25/24	Tiffani Chanroo	1.70	Telephone conference with E. Swager, K&E team, Company re work in process (1.5); review, revise work in process summary re same (.2).
04/25/24	Megan C. Feeney	0.70	Telephone conference with E. Swager, K&E team re work in process (.5); review, revise summary re same (.2).
04/25/24	Jamie McLennan	0.50	Conference with E. Swager and K&E team re case status.
04/25/24	Humza Moinuddin	0.40	Conference with E. Swager, K&E team re work in process.
04/25/24	Brendan Nashelsky	0.50	Conference with E. Swager, K&E team re work in process.
04/25/24	Francis Petrie	0.50	Conference with E. Swager, K&E team re work in process.
04/25/24	Luke Spangler	0.50	Conference with E. Swager, K&E team re work in process.
04/25/24	Charlie Steinmetz	1.80	Review, revise work in process summary (.9), correspond with E. Swager, K&E team re same (.4); conference with E. Swager, K&E team re work in process, next steps (.5).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190803

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/24	Evan Swager	2.10	Telephone conference with F. Petrie, K&E team, Centerview, AlixPartners, and Company re work in process, next steps.
04/25/24	Matt Waldrep	0.40	Conference with E. Swager, K&E team re work in process.
04/25/24	Mary Catherine Young	1.00	Conference with E. Swager, K&E team re work in process (.5); correspond with E. Swager, F. Petrie re same (.5).
04/26/24	Shan A. Khan	1.00	Telephone conference with company advisors (.5); correspond with E. Swager, K&E team re same (.5).
04/26/24	Charlie Steinmetz	0.40	Review, revise work in process summary (.2); correspond with E. Swager re work in process (.2).
04/26/24	Mary Catherine Young	0.90	Conference with Centerview team, AlixPartners, Company re work in process (.5); correspond with E. Swager re same (.4).
04/29/24	Anthony Abate	0.50	Telephone conference with E. Swager, K&E team re work in process.
04/29/24	Tiffani Chanroo	0.50	Conference with E. Swager, K&E team re work in process.
04/29/24	Trevor Eck	0.50	Telephone conference with E. Swager, K&E team re deal status, next steps.
04/29/24	Megan C. Feeney	0.70	Correspond and telephone conference with E. Swager, K&E team re work in process (.5); review, revise summary re same (.2).
04/29/24	Jamie McLennan	0.50	Telephone conference with E. Swager, K&E team re case status, next steps.
04/29/24	Humza Moinuddin	0.40	Conference with E. Swager, K&E team re work in process.
04/29/24	Brendan Nashelsky	0.50	Telephone conference with E. Swager, K&E team re work in process.
04/29/24	Charlie Steinmetz	1.30	Revise work in process summary (.6); correspond with E. Swager, K&E team re same (.2); telephone conference with E. Swager, K&E team re work in process, next steps (.5).
04/29/24	Evan Swager	1.10	Telephone conferences with Company, F. Petrie, K&E team, AlixPartners, Centerview teams re work in process, next steps.
04/29/24	Daniel Wachenfeld	0.50	Conference with E. Swager, K&E team re work in process, next steps.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190803

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/24	Matt Waldrep	0.50	Conference with E. Swager, K&E team re work in process.
04/29/24	Mary Catherine Young	0.70	Review, revise summary re work in process (.2); conference with E. Swager, K&E team re same (.5).
04/30/24	Trent Tucker	0.70	Telephone conference with E. Swager, K&E team re work in process (.5); correspond with opposing counsel re same (.2).
04/30/24	Mary Catherine Young	0.60	Conference with Company re work in process.
04/30/24	Tanzila Zomo	0.30	Correspond with M. Feeney re pro hac vice payments.
Total		119.60	

Document Page 335 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190804
Client Matter: 55160-7

In the Matter of DIP Financing and Cash Management

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 146,336.00

Total legal services rendered

\$ 146,336.00

Legal Services for the Period Ending April 30, 2024
 Thrasio Holdings, Inc.
 DIP Financing and Cash Management

Document Page 336 of 784

Invoice Number: 1010190804
 Matter Number: 55160-7

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alex Bledsoe	9.00	975.00	8,775.00
Keegan A. Bobholz	13.90	1,345.00	18,695.50
Trevor Eck	3.90	975.00	3,802.50
Megan C. Feeney	8.30	975.00	8,092.50
Max M. Freedman	7.10	1,095.00	7,774.50
Kristin Hoo	1.00	1,265.00	1,265.00
James B. Kelly	1.40	1,395.00	1,953.00
Shan A. Khan	4.10	1,575.00	6,457.50
Mary Kogut, P.C.	0.50	2,115.00	1,057.50
Michael David Lehavi	0.90	785.00	706.50
Francis Petrie	20.90	1,595.00	33,335.50
Henry Rosas	0.20	625.00	125.00
Nick Salinaro	5.30	815.00	4,319.50
Anup Sathy, P.C.	3.40	2,305.00	7,837.00
Diana Soriano	1.40	815.00	1,141.00
Evan Swager	4.40	1,345.00	5,918.00
Matt Waldrep	31.70	975.00	30,907.50
Benjamin Woodring	2.70	1,365.00	3,685.50
Mary Catherine Young	0.50	975.00	487.50
TOTALS	120.60		\$ 146,336.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Alex Bledsoe	0.30	Correspond with K. Bobholz, K&E team re objection re DIP order.
04/01/24	Keegan A. Bobholz	3.10	Correspond with S. Solomon re warehouse liens (.5); review, analyze warehouse lien requirements under DIP credit agreement (.9); review, analyze GXO objection to DIP order (1.1); review, analyze unsecured creditors inquiries re liens (.6).
04/01/24	Trevor Eck	0.20	Telephone conference with E. Swager, K&E team, AlixPartners, Company re DIP objection.
04/01/24	Megan C. Feeney	1.00	Research re cash management precedent (.3); correspond and conferences with M. Waldrep, U.S. Trustee, Cole Schotz team re same (.7).
04/01/24	Shan A. Khan	1.00	Correspond with K. Bobholz, K&E team re GXO lien issues (.5); correspond with K. Bobholz, K&E team re DIP objections (.5).
04/01/24	Mary Kogut, P.C.	0.50	Review creditor lien inquiry.
04/01/24	Francis Petrie	4.70	Review, revise DIP order (.7); correspond with Gibson, Morrison Foerster team re settlement (1.3); correspond with E. Swager re DIP objection (.9); review, analyze stipulation and correspondence re same (1.8).
04/01/24	Anup Sathy, P.C.	1.10	Review and analyze resolution of DIP objections.
04/01/24	Evan Swager	4.00	Correspond with Gibson team re DIP Order (.4); review, revise objection stipulation (.8); telephone conference with F. Petrie, Company re same (.6); correspond with F. Petrie, K&E team re same (.7); correspond and telephone conference with objector counsel re same (.7); review, analyze issues re DIP liens (.8).
04/01/24	Benjamin Woodring	2.70	Review and analyze materials for DIP discovery and hearing.
04/02/24	Alex Bledsoe	0.50	Correspond with K. Bobholz, K&E team re DIP order objection (.3); correspond with opposing counsel re DIP Order objection (.2).
04/02/24	Keegan A. Bobholz	0.90	Review, analyze warehouse lien requirements under credit agreement.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190804

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/02/24	Trevor Eck	0.60	Review, revise final DIP order re GXO language.
04/02/24	Megan C. Feeney	0.20	Correspond with U.S. Trustee re cash management order.
04/02/24	Shan A. Khan	0.70	Correspond with E. Swager, K&E team re GXO lien issues (.4); correspond with E. Swager, K&E team re DIP objections (.3).
04/02/24	Francis Petrie	7.60	Review and revise DIP order (3.7); correspond with T. Eck re same (.3); review and correspond with E. Swager re UCC statement re DIP settlement (1.3); correspond with Gibson team re same (1.4); correspond with MoFo team re same (.7); correspond with E. Swager, K&E team and AlixPartners re cash management compliance (.2).
04/02/24	Francis Petrie	0.30	Correspond with E. Swager re cash management compliance.
04/02/24	Anup Sathy, P.C.	0.70	Analyze updated DIP order.
04/02/24	Anup Sathy, P.C.	0.80	Review and analyze DIP objections and potential settlements.
04/02/24	Matt Waldrep	0.50	Review, revise proposed second interim cash management order.
04/03/24	Keegan A. Bobholz	0.30	Review, analyze borrowing notice for final DIP order.
04/03/24	Trevor Eck	2.80	Review, revise final DIP order (1.9); correspond with Gibson, F. Petrie, K&E team, Morrison & Foerster team, GXO re same (.9).
04/03/24	James B. Kelly	0.40	Conference with A. Zhou re KYC issues (.1); correspond with Company re same (.1); correspond with Gibson team re DIP trades (.1); correspond with D. Maliniak re same (.1).
04/03/24	Francis Petrie	2.40	Correspond with Gibson team, UCC re final DIP order (1.8); review and revise order re same (.6).
04/03/24	Francis Petrie	4.50	Review, analyze DIP supporting documents; (3.5); prepare for hearing re DIP confirmation (1.0).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190804

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/24	Nick Salinaro	3.00	Correspond with opposing counsel re financing documents (.2); telephone conference with E. Swager, K&E team re deal documents (.6); review post-closing matters (.2); draft updated second draw borrowing notice (1.0); correspond with opposing counsel to distribute executed form (1.0).
04/03/24	Anup Sathy, P.C.	0.80	Review and analyze revised DIP order.
04/03/24	Matt Waldrep	0.20	Review, revise proposed second interim cash management order.
04/03/24	Matt Waldrep	0.10	Correspond with E. Swager, AlixPartners re uniform depository agreement.
04/04/24	Keegan A. Bobholz	1.30	Review, analyze borrowing notice for final DIP order (.3); review, revise final DIP order (1.0).
04/04/24	Shan A. Khan	0.30	Review, analyze supporting documents re additional DIP borrowings.
04/04/24	Francis Petrie	0.40	Correspond with E. Swager, K&E team re final DIP order.
04/04/24	Nick Salinaro	1.00	Correspond with opposing counsel re financing docs (.2); telephone conference with E. Swager, K&E team re deal documents (.1); review post-closing matters (.2); draft updated borrowing notice (.5).
04/05/24	James B. Kelly	0.30	Review, revise interest rate provisions in credit agreement (.2); correspond with C. Harris re same (.1).
04/08/24	Alex Bledsoe	0.80	Coordinate with K. Bobholz, K&E team re UCC diligence requests (.4); coordinate with UCC counsel re diligence requests (.4).
04/08/24	Megan C. Feeney	0.30	Correspond with M. Waldrep re cash management compliance.
04/08/24	Matt Waldrep	0.40	Research re cash management compliance with U.S. Trustee guidelines.
04/09/24	Alex Bledsoe	1.30	Correspond with K. Bobholz, K&E team re DIP liens and collateral (.5); correspond K. Bobholz, K&E team re UCC diligence requests (.4); review, analyze supporting documents re UCC diligence requests (.4).
04/09/24	Keegan A. Bobholz	0.40	Review, analyze diligence requests from UCC.
04/09/24	Megan C. Feeney	0.30	Correspond with M. Waldrep re cash management 345(b) compliance.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190804

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/09/24	Michael David Lehavi	0.90	Research re warehouse liens (.8); telephone conference with K&E team re warehouse lien (.1).
04/09/24	Francis Petrie	0.30	Correspond with K. Bobholz, K&E team re liens issue.
04/09/24	Diana Soriano	0.80	Review, analyze KYC documents (.7); correspond with UBS re same (.1).
04/09/24	Matt Waldrep	3.80	Research re cash management compliance with U.S. Trustee guidelines (1.0); draft cash management compliance talking points (.8); draft cash management response to U.S. Trustee re cash management system (1.5); correspond with M. Feeney re same (.3); review, analyze uniform depository agreement (.2).
04/10/24	Alex Bledsoe	2.10	Correspond with K. Bobholz, K&E team re UCC diligence requests (1.0); correspond with UCC counsel re diligence requests (.9); correspond with Company re same (.2).
04/10/24	Keegan A. Bobholz	1.10	Review, analyze diligence requests from UCC (.6); review, analyze security on inventory (.5).
04/10/24	Megan C. Feeney	0.70	Correspond and conference with E. Swager, M. Waldrep re cash management compliance (.3); review draft memorandum re compliance (.4).
04/10/24	Kristin Hoo	1.00	Prepare due diligence re credit agreement.
04/11/24	Alex Bledsoe	0.50	Correspond with K. Bobholz, K&E team re UCC diligence requests (.4); correspond with Houlihan team, AlixPartners re DIP transaction documents (.1).
04/11/24	Keegan A. Bobholz	2.00	Review, analyze diligence requests from the unsecured creditors committee (.6); review, analyze existing security on inventory (.6); review, analyze payment priority provisions of DIP credit agreement (.8).
04/11/24	Megan C. Feeney	0.50	Correspond with M. Freedman, K&E team, AlixPartners re cash management 345(b) compliance (.2); draft summary re same (.3).
04/11/24	Diana Soriano	0.10	Review and transmit KYC materials to UBS bank.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190804

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/24	Matt Waldrep	0.60	Correspond with Company, M. Freedman, K&E team, AlixPartners re cash management order.
04/12/24	Alex Bledsoe	0.30	Correspond with Company re UCC diligence requests (.1); correspond with K. Bobholz, K&E team re UCC diligence items (.1); correspond with UCC counsel re diligence items (.1).
04/12/24	Keegan A. Bobholz	0.50	Review, analyze diligence requests from UCC.
04/12/24	Megan C. Feeney	0.70	Correspond and telephone conference with AlixPartners, M. Waldrep, K&E team, Company re cash management 345(b) compliance (.4); revise summary re same (.3).
04/12/24	Max M. Freedman	1.30	Conference with E. Swager, K&E team, AlixPartners, Company re cash management accounts, critical diligence (.5); review, analyze precedent, issues re same (.6); correspond with M. Waldrep re same (.2).
04/12/24	Shan A. Khan	0.30	Correspond with K. Bobholz, K&E team re DIP order.
04/12/24	Evan Swager	0.40	Telephone conference with M. Feeney, K&E team re cash management considerations.
04/12/24	Matt Waldrep	1.10	Conference with E. Swager, K&E team, AlixPartners, Company re cash management issues (.4); correspond with E. Swager, K&E team, AlixPartners, Company re cash management issues (.7).
04/14/24	Max M. Freedman	1.50	Draft reply re cash management motion (1.1); review, analyze precedent re same (.3); correspond with M. Waldrep re same (.1).
04/15/24	Alex Bledsoe	1.00	Correspond with K. Bobhold, K&E team re UCC diligence items (.3); correspond with UCC counsel re diligence requests (.4); review, analyze transaction documents in response to UCC diligence requests (.3).
04/15/24	Keegan A. Bobholz	1.00	Review, analyze diligence requests from UCC.
04/15/24	Max M. Freedman	0.20	Correspond with M. Waldrep re cash management reply.
04/15/24	Shan A. Khan	0.30	Correspond with K. Bobholz, K&E team re exit facility.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190804

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/15/24	Henry Rosas	0.20	Conferences with K Bobholz and A. Bledsoe re transaction status (.1); correspond with Corporation Service Company re certified charters (.1).
04/15/24	Matt Waldrep	2.60	Correspond with M. Freedman, K&E team, AlixPartners re cash management issues (.1); review, revise supporting documents re cash management order (2.5).
04/16/24	Francis Petrie	0.20	Review, analyze supporting documents re cash management update.
04/16/24	Matt Waldrep	4.80	Review, revise cash management supporting documents (1.9); correspond with AlixPartners re cash management system (.4); research re cash management final order (.7); conference with Company re cash management correspondence (.3); correspond with E. Swager, K&E team re cash management correspondence (1.1); correspond with Company re cash management supporting documents (.4).
04/17/24	Max M. Freedman	0.80	Review, analyze cash management procedures (.2); conference with M. Waldrep re same (.4); correspond with M. Waldrep re same (.2).
04/17/24	Diana Soriano	0.20	Correspond with UBS bank, Company re KYC issues.
04/17/24	Matt Waldrep	4.00	Research re cash management final order (.1); correspond with U.S. Trustee, E. Swager, K&E team re cash management update (.4); correspond with M. Freeman, K&E team re cash management materials (.1); review, revise cash management materials (3.4).
04/18/24	Matt Waldrep	6.60	Research re cash management materials (2.5); review, revise cash management materials (3.8); correspond with M. Feeney, K&E team re cash management materials (.3).
04/19/24	Trevor Eck	0.30	Telephone conference with E. Swager, K&E team re deal status, next steps.
04/19/24	Max M. Freedman	3.30	Review, revise declaration in support of cash management motion (1.8); correspond with M. Waldrep re same (.3); review, revise reply in support of cash management motion (.9); correspond with M. Feeney, M. Waldrep re same (.3).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190804

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/19/24	Matt Waldrep	2.30	Review, revise cash management materials (1.0); correspond with AlixPartners, M. Feeney, K&E team re cash management materials (.7); review, revise cash management final order (.6).
04/19/24	Mary Catherine Young	0.50	Correspond with E. Swager, Company re severance issue.
04/20/24	Matt Waldrep	0.40	Review, revise cash management final order.
04/21/24	Matt Waldrep	0.80	Review, revise cash management supporting documents.
04/22/24	Megan C. Feeney	0.30	Correspond with Cole Schotz, U.S. Trustee, M. Waldrep, K&E team re final cash management order.
04/22/24	Matt Waldrep	0.70	Correspond with AlixPartners, T. Chanroo, K&E team re cash management materials (.2); review, revise cash management proposed final order (.5).
04/23/24	Megan C. Feeney	1.70	Correspond and telephone conferences with Cole Schotz, M. Waldrep re cash management revised order (.7); correspond with U.S. Trustee re same (.1); review, revise correspondence, order language re same (.7); research re same (.2).
04/23/24	Matt Waldrep	1.70	Research re cash management issues (.7); correspond with AlixPartners, M. Feeney, K&E team re same (1.0).
04/24/24	Megan C. Feeney	1.60	Correspond and telephone conferences with E. Swager, K&E team, AlixPartners, Cole Schotz re cash management (.6); draft, revise correspondence, third interim order (.5); research re same (.5).
04/26/24	Keegan A. Bobholz	1.00	Correspond with C. Harris re reporting obligations under DIP credit agreement.
04/26/24	Megan C. Feeney	0.40	Correspond with AlixPartners, M. Waldrep, K&E team, U.S. Trustee re final cash management order.
04/26/24	Francis Petrie	0.50	Correspond with M. Fahey, AlixPartners re intercompany transfers.
04/26/24	Diana Soriano	0.10	Review, analyze updated KYC materials.
04/29/24	Alex Bledsoe	0.20	Correspond with financial advisors re DIP order.
04/29/24	Keegan A. Bobholz	0.50	Draft outline re exit credit facility checklist.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190804

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/24	Nick Salinaro	1.30	Review post-closing documents (.6); telephone conference with E. Swager, K&E team re new deliverables (.7).
04/29/24	Diana Soriano	0.20	Correspond with Company and Simpson Thatcher team re KYC materials.
04/30/24	Alex Bledsoe	2.00	Correspond with K. Bobholz, K&E team re exit facility (1.6); correspond with Company re UCC diligence re same (.2); correspond with opposing counsel re exit facility transactions (.2).
04/30/24	Keegan A. Bobholz	1.80	Draft outline for exit credit facility checklist.
04/30/24	Megan C. Feeney	0.60	Correspond with U.S. Trustee, Cole Schotz, M. Waldrep, K&E team re cash management order (.3); review, revise re same (.3).
04/30/24	James B. Kelly	0.70	Telephone conference with K. Bobholz and K&E team re exit financing status and deliverables.
04/30/24	Shan A. Khan	1.50	Correspond with K. Bobholz, K&E team re exit facility documentation.
04/30/24	Matt Waldrep	1.10	Draft third interim cash management order (.7); review, revise third interim cash management order (.4).
Total		120.60	

Document Page 345 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190805
Client Matter: 55160-8

In the Matter of Customer and Vendor Matters

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 37,938.00

Total legal services rendered

\$ 37,938.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190805

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	15.90	975.00	15,502.50
Megan C. Feeney	0.20	975.00	195.00
Brendan Nashelsky	3.10	975.00	3,022.50
Francis Petrie	0.90	1,595.00	1,435.50
Evan Swager	13.10	1,345.00	17,619.50
Daniel Wachenfeld	0.20	815.00	163.00
TOTALS	33.40		\$ 37,938.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Trevor Eck	0.70	Correspond with D. Wachenfeld re vendor inquiry (.4); review, analyze vendors order re same (.3).
04/01/24	Francis Petrie	0.50	Telephone conference with Company re vendor issues.
04/01/24	Daniel Wachenfeld	0.10	Correspond with T. Eck re vendor inquiry.
04/02/24	Trevor Eck	1.20	Review, revise vendors motion re AlixPartners comments (.3); correspond with AlixPartners, F. Petrie, K&E team re same (.4); review, analyze vendors motion precedent re same (.5).
04/02/24	Francis Petrie	0.40	Review and revise stipulation re vendor issue.
04/02/24	Evan Swager	3.40	Review, revise stipulation re vendor issue (1.1); correspond with F. Petrie, K&E team re same (.5); correspond with AlixPartners team re vendors order (.4); telephone conferences with UCC, F. Petrie re vendor objection (.7); research precedent re same (.7).
04/02/24	Daniel Wachenfeld	0.10	Correspond with vendor re payment under the vendors order.
04/04/24	Megan C. Feeney	0.20	Correspond with Company, B. Nashelsky re vendor issue.
04/04/24	Brendan Nashelsky	0.30	Correspond with Company, vendor re vendor inquiries.
04/05/24	Trevor Eck	0.70	Correspond with F. Petrie, K&E team, AlixPartners, Company re supplier and vendor inquiries.
04/05/24	Evan Swager	0.80	Correspond with Company, AlixPartners team re vendor inquiries (.4); review, revise stipulation re vendor request (.4).
04/06/24	Trevor Eck	0.90	Telephone conference with E. Swager, K&E team, Company re vendor stipulation (.3); review, analyze supporting document re same (.6).
04/06/24	Brendan Nashelsky	0.30	Telephone conference with E. Swager, T. Eck, Company re critical vendor stipulation.
04/07/24	Evan Swager	0.40	Correspond with C. McGushin re critical vendor inquiry.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190805

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/08/24	Trevor Eck	0.50	Review, analyze vendor issue (.3); correspond with AlixPartners, E. Swager, K&E team re same (.2).
04/09/24	Evan Swager	1.60	Correspond with Company, AlixPartners re vendor issues.
04/10/24	Trevor Eck	1.90	Review, revise vendor stipulation (1.6); correspond with Company, E. Swager, K&E team, AlixPartners re same (.3).
04/11/24	Trevor Eck	0.60	Review, revise vendor stipulation (.4); correspond with vendor, C. McGushin, K&E team re same (.2).
04/12/24	Trevor Eck	0.90	Conference with Company, AlixPartners, E. Swager re vendor issue (.6); correspond with AlixPartners re same (.3).
04/12/24	Evan Swager	0.70	Correspond with Company, vendors re inquiries.
04/15/24	Trevor Eck	1.10	Telephone conference with E. Swager, Company, AlixPartners re vendor issues (.3); review, revise vendor stipulation re same (.8).
04/16/24	Trevor Eck	0.30	Telephone conference with vendor, AlixPartners, E. Swager re vendor issues.
04/17/24	Trevor Eck	1.10	Review, revise stipulation re vendor issue (.8); correspond with E. Swager, vendor re same (.3).
04/19/24	Trevor Eck	0.30	Correspond with E. Swager, K&E team re vendor issue, stipulation.
04/22/24	Trevor Eck	0.80	Telephone conference with E. Swager, Company, AlixPartners re vendor stipulation (.5); correspond with vendor, B. Woodring re same (.3).
04/22/24	Evan Swager	0.80	Review, revise vendor stipulations (.4); correspond with T. Eck, K&E team re same (.4).
04/23/24	Trevor Eck	1.50	Review, revise vendor stipulations (.7); correspond with vendor, E. Swager, K&E team re same (.3); telephone conference with Company re same (.5).
04/23/24	Brendan Nashelsky	1.30	Review, revise stipulation re vendor matters.
04/23/24	Evan Swager	0.40	Correspond with T. Eck, Company re vendor inquiries, stipulations.
04/24/24	Evan Swager	0.70	Correspond with T. Eck, Company re vendor inquiries, stipulations.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190805

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/24	Evan Swager	0.50	Review, revise vendor stipulation.
04/25/24	Trevor Eck	1.60	Telephone conference with Company re vendor issue (.3); review, revise vendor stipulation re same (.8); correspond with E. Swager, Company, AlixPartners re same (.5).
04/25/24	Evan Swager	0.70	Review, revise vendor stipulations (.2); correspond with Company re vendor considerations (.5).
04/26/24	Trevor Eck	1.10	Correspond with AlixPartners, Company, E. Swager, K&E team, vendor re vendor issues.
04/26/24	Evan Swager	1.10	Review, revise vendor stipulations (.4); correspond with T. Eck, Company re same (.7).
04/29/24	Brendan Nashelsky	0.30	Review, analyze vendor stipulation.
04/29/24	Evan Swager	0.70	Correspond with T. Eck, Company re vendor inquiries, issues.
04/30/24	Trevor Eck	0.70	Conference with E. Swager, B. Nashelsky re vendor issue (.2); conference with AlixPartners, Company re same (.5).
04/30/24	Brendan Nashelsky	0.90	Telephone conference with E. Swager, T. Eck, Company re vendor issues (.5); correspond with Company re same (.4).
04/30/24	Evan Swager	1.30	Correspond with T. Eck, K&E team, Company re vendor stipulations, open issues (.8); telephone conference with Company re same (.5).
Total		33.40	

Document Page 350 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190806
Client Matter: 55160-9

In the Matter of Claims Administration and Objections

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 12,705.50

Total legal services rendered

\$ 12,705.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190806

Thrasio Holdings, Inc.

Matter Number:

55160-9

Claims Administration and Objections

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	4.20	1,265.00	5,313.00
Trevor Eck	1.50	975.00	1,462.50
Megan C. Feeney	0.20	975.00	195.00
Jamie McLennan	1.00	815.00	815.00
Francis Petrie	0.20	1,595.00	319.00
Anup Sathy, P.C.	0.90	2,305.00	2,074.50
Daniel Wachenfeld	3.10	815.00	2,526.50
TOTALS	11.10		\$ 12,705.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Daniel Wachenfeld	0.50	Draft second day hearing talking points re bar date motion.
04/03/24	Tiffani Chanroo	1.20	Correspond with D. Wachenfeld re bar date notice (.6); review, revise same (.6).
04/03/24	Daniel Wachenfeld	1.30	Prepare service-ready version of bar date notice.
04/04/24	Tiffani Chanroo	2.30	Correspond with D. Wachenfeld re bar date notice (.8); review, revise same (1.2); correspond with Cole Schotz re same (.3).
04/04/24	Daniel Wachenfeld	1.30	Prepare service version and publication version of bar date notice (1.1); correspond with KCC re service and publication of bar date notice (.2).
04/05/24	Tiffani Chanroo	0.50	Correspond with T.Eck, K&E team re bar date notice.
04/09/24	Tiffani Chanroo	0.20	Correspond with T. Eck, K&E team re bar date notice.
04/22/24	Megan C. Feeney	0.20	Correspond with KCC, T. Chanroo, K&E team re notice party issues.
04/22/24	Jamie McLennan	0.50	Correspond with KCC re notice party inquiry (.1); correspond with notice party re same (.4).
04/24/24	Anup Sathy, P.C.	0.90	Review, analyze diligence re potential claims.
04/25/24	Jamie McLennan	0.20	Correspond with notice party re notice inquiry.
04/29/24	Trevor Eck	1.50	Review, analyze bar date order re equity holder issue (.8); correspond with KCC re same (.3); correspond with E. Swager, equity holder re same (.4).
04/30/24	Jamie McLennan	0.30	Correspond with KCC re notice party inquiry (.2); correspond with notice party re same (.1).
04/30/24	Francis Petrie	0.20	Correspond with Weil re bar date language.
Total		11.10	

Document Page 353 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190807
Client Matter: 55160-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 152,831.00

Total legal services rendered

\$ 152,831.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190807

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	1.90	815.00	1,548.50
Alex Bledsoe	1.80	975.00	1,755.00
Keegan A. Bobholz	0.50	1,345.00	672.50
Tiffani Chanroo	1.50	1,265.00	1,897.50
Trevor Eck	2.50	975.00	2,437.50
Matthew C. Fagen, P.C.	21.10	1,685.00	35,553.50
Megan C. Feeney	8.70	975.00	8,482.50
Michael David Lehavi	2.80	785.00	2,198.00
Chris Leveroni	4.20	975.00	4,095.00
Jamie McLennan	2.00	815.00	1,630.00
Brendan Nashelsky	6.10	975.00	5,947.50
Francis Petrie	21.80	1,595.00	34,771.00
Anup Sathy, P.C.	1.50	2,305.00	3,457.50
Evan Swager	23.50	1,345.00	31,607.50
Daniel Wachenfeld	3.00	815.00	2,445.00
Matt Waldrep	4.00	975.00	3,900.00
Andy White	0.20	975.00	195.00
Mary Catherine Young	10.50	975.00	10,237.50
TOTALS	117.60		\$ 152,831.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Trevor Eck	2.50	Telephone conference with Committee, E. Swager, K&E team re first day orders (.5); review, revise first day orders re same (2.0).
04/01/24	Michael David Lehavi	0.30	Conference with E. Swager, K&E team re UCC's objection.
04/01/24	Jamie McLennan	2.00	Review, revise first and second day orders re UCC comments.
04/01/24	Francis Petrie	0.80	Review, analyze proposed first day orders re UCC comments.
04/01/24	Anup Sathy, P.C.	0.60	Review and analyze UCC discovery issues re plan.
04/01/24	Evan Swager	1.00	Review, analyze comments to first day orders and second day orders from UCC (.7); telephone conference with UCC re same (.3).
04/01/24	Daniel Wachenfeld	1.50	Review, revise first day final orders re Committee comments.
04/01/24	Matt Waldrep	1.10	Review, revise second day orders re UCC comments (.6); review, revise first day orders re UCC comments (.5).
04/01/24	Mary Catherine Young	2.00	Conference with the UCC re comments to first, second day orders (.5); review, analyze considerations re same (1.5).
04/02/24	Matthew C. Fagen, P.C.	3.50	Review, analyze issues re UCC engagement (1.3); correspond with F. Petrie, K&E team, GDC re same (.7); review, analyze Committee diligence re same (1.5).
04/02/24	Megan C. Feeney	5.90	Review, revise first and second day orders (3.9); correspond and telephone conferences with MoFo, UST, E. Swager, K&E team re same (2.0).
04/02/24	Michael David Lehavi	0.10	Review and analyze UCC statement re DIP financing and other first and second day motions.
04/02/24	Francis Petrie	2.70	Office conferences with M. Feeney, E. Swager re final second day hearing orders and reporting language (1.0); correspond with E. Swager, K&E team re same (.6); review, analyze issues re same (1.1).
04/02/24	Daniel Wachenfeld	1.50	Revise first day final orders re Committee comments.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190807

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/02/24	Matt Waldrep	0.60	Review, revise cash management order re UCC comments (.3); review, analyze UCC statement (.3).
04/03/24	Matthew C. Fagen, P.C.	1.50	Review, analyze strategy, next steps re UCC issues.
04/03/24	Megan C. Feeney	0.50	Correspond with MoFo, E. Swager, K&E Team, Company re UCC NDA, bylaws (.3); coordinate execution re same (.2).
04/03/24	Megan C. Feeney	2.30	Review, revise second day orders (1.4); correspond and telephone conferences with M. Young, K&E team, U.S. Trustee, MoFo re same (.9).
04/03/24	Brendan Nashelsky	0.30	Review, analyze UCC bylaws.
04/03/24	Matt Waldrep	0.40	Review, revise proposed second day orders re UCC comments.
04/04/24	Matthew C. Fagen, P.C.	5.00	Correspondence with F. Petrie, GDC re settlement (1.2); review, analyze issues re same (1.3); correspond with F. Petrie, K&E team re UCC engagement and discovery and diligence (2.5).
04/04/24	Brendan Nashelsky	1.60	Review, revise UCC bylaws (1.2); correspond with E. Swager, MoFo re same (.4).
04/04/24	Francis Petrie	0.80	Telephone conference with E. Swager, K&E team re UCC litigation and discovery requests.
04/04/24	Evan Swager	0.80	Review, revise UCC bylaws, NDAs (.5); correspond with MoFo re same (.3).
04/05/24	Brendan Nashelsky	0.10	Correspond with E. Swager, MoFo re UCC bylaws.
04/05/24	Francis Petrie	3.80	Telephone conference with E. Swager, GDC re UCC open issues (.5); correspond with C. McGushin, K&E team re discovery requests and deposition notices (1.7); correspond with MoFo team re UCC meeting agenda (.6); telephone conferences with Alix, E. Swager re same (1.0).
04/05/24	Anup Sathy, P.C.	0.40	Review, analyze UCC discovery issues.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190807

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/24	Evan Swager	3.00	Correspond with C. McGushin, K&E team re UCC diligence requests (1.6); correspond with F. Petrie, K&E team re UCC management meeting (.6); telephone conference with F. Petrie, K&E team, GDC team re same and next steps (.4); telephone conference with Centerview re UCC diligence production (.4).
04/05/24	Matt Waldrep	0.30	Review, analyze documents re UCC diligence requests.
04/05/24	Mary Catherine Young	0.50	Conference with Company re considerations with UCC.
04/06/24	Matthew C. Fagen, P.C.	1.50	Correspond with F. Petrie, K&E team re UCC discovery and strategy (.8); review, analyze issues re same (.7).
04/06/24	Francis Petrie	0.80	Correspond with M. Fagen, K&E team re UCC document discovery.
04/06/24	Evan Swager	0.80	Correspond with F. Petrie, K&E, Alix, Centerview teams re UCC meeting.
04/06/24	Matt Waldrep	0.10	Correspond with Katten re negotiations with UCC.
04/07/24	Matthew C. Fagen, P.C.	1.50	Telephone conference with F. Petrie, K&E team, Alix, Centerview re UCC meeting (.7); conference with F. Petrie, K&E team re same (.5); correspond with F. Petrie, K&E team re same (.3).
04/07/24	Francis Petrie	2.70	Telephone conference with Alix, Centerview re Committee meeting preparations (.7); correspond with Alix, Centerview re same (.6); telephone conference with E. Swager, K&E team re same (.5); correspond with E. Swager re same (.9).
04/07/24	Evan Swager	0.80	Telephone conference with C. McGushin, K&E team re UCC meeting (.4); telephone conference with M. Fagen, Alix, Centerview re same (.4).
04/07/24	Mary Catherine Young	0.50	Telephone conference with Company, E. Swager, K&E team re UCC diligence requests.
04/08/24	Tiffani Chanroo	1.50	Telephone conference with Company, UCC counsel, M. Fagen, K&E team re Company diligence.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190807

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/08/24	Matthew C. Fagen, P.C.	7.00	Telephone conferences with F. Petrie, K&E team, Alix, Company, Centerview re UCC meeting and strategy (2.5); participate in UCC meeting (2.0); correspond with F. Petrie, K&E team re UCC strategy and discovery (1.5); review, analyze issues re same (1.0).
04/08/24	Michael David Lehavi	2.40	Conference with UCC (1.4); review and analyze documents for production (1.0).
04/08/24	Francis Petrie	7.20	Attend UCC meeting (2.0); telephone conferences with Company re UCC meeting preparation and follow up (2.5); telephone conference with Katten team re discovery (.5); correspond with C. McGushin, K&E team re UCC discovery issues and diligence (1.4); correspond with C. McGushin re scope of discovery, subpoenas (.8).
04/08/24	Evan Swager	6.60	Correspond with C. McGushin, K&E team, Company, re UCC litigation considerations, production (2.3); telephone conferences with M. Fagen, Company, AlixPartners, Centerview teams re UCC Meeting preparation (2.5); attend UCC Meeting (1.8).
04/08/24	Mary Catherine Young	2.40	Attend UCC meeting (1.4); review and analyze documents for production (1.0).
04/09/24	Anthony Abate	1.40	Research, analyze precedent re Committee objections to investigation (.9); review, analyze Committee requests for production (.5).
04/09/24	Francis Petrie	0.70	Correspond with M. Young re Committee diligence (.3); correspond with MoFo re follow up diligence point (.4).
04/09/24	Evan Swager	6.70	Draft reply re UCC motion to adjourn (3.9); further revise same (.7); correspond with M. Young, K&E team re same (1.5); research re same (.6).
04/09/24	Matt Waldrep	1.50	Review, analyze correspondence from UCC re disclosure statement hearing (.1); research, analyze precedent re UCC objections to investigation (.5); review, analyze UCC motion to adjourn (.4); review, analyze UCC requests for production (.5).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190807

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/09/24	Mary Catherine Young	1.00	Correspond with F. Petrie, K&E team re Company responses re UCC diligence requests (.5); conference with E. Swager, F. Petrie re same (.5).
04/10/24	Andy White	0.20	Correspond with A. Bledsoe, K&E team re IP search request.
04/11/24	Brendan Nashelsky	1.00	Research re objection to appoint examiner (.5); correspond with E. Swager, K&E team re same (.5).
04/11/24	Francis Petrie	0.50	Correspond with C. McGushin, K&E team re discovery requests.
04/11/24	Evan Swager	1.70	Review, revise UCC settlement letter (.9); correspond with M. Young re same (.3); correspond with Katten, GDC re same (.5).
04/11/24	Mary Catherine Young	3.50	Draft, revise UCC letter (1.5); correspond with E. Swager, F. Petrie re same (1.0); further revise re same (1.0).
04/12/24	Anthony Abate	0.50	Research re motion to shorten.
04/12/24	Brendan Nashelsky	0.10	Telephone conference with M. Waldrep, D. Wachenfeld re potential UCC objection.
04/12/24	Evan Swager	0.90	Revise settlement letter (.5); correspond with F. Petrie, K&E, MoFo teams re same (.4).
04/12/24	Mary Catherine Young	0.60	Review, revise UCC letter.
04/13/24	Brendan Nashelsky	2.40	Review, revise objection to UCC motions (1.2); review, revise objection re motion to shorten (1.2).
04/14/24	Brendan Nashelsky	0.20	Review, revise objection re examiner motion.
04/15/24	Evan Swager	0.70	Correspond with F. Petrie, K&E team re settlement, discovery requests.
04/17/24	Anup Sathy, P.C.	0.50	Analyze updated release diligence re investigation.
04/24/24	Francis Petrie	0.20	Correspond with Company re committee meeting and discussion.
04/25/24	Chris Leveroni	4.20	Conference with C. McGushin re gross negligence standard (.3); research re same in Delaware law (1); draft memorandum re same (2.9).
04/25/24	Brendan Nashelsky	0.40	Telephone conference with M. Fagen, K&E team, Committee re case status.
04/25/24	Francis Petrie	0.40	Telephone conference with MoFo re upcoming UCC meeting (.2); correspond with Company re same (.2).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190807

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/24	Keegan A. Bobholz	0.50	Review, analyze UCC inquiries.
04/26/24	Francis Petrie	1.20	Correspond with MoFo team re upcoming UCC meeting (.2); correspond with C. McGushin, K&E team re UCC discovery schedule (.4); correspond with MoFo re same (.2); correspond with E. Swager re UCC strategy, plan process and path forward (.4).
04/29/24	Alex Bledsoe	1.80	Correspond with Company re IP supporting documents and UCC diligence requests (.2); correspond with UCC counsel re diligence requests (.1); correspond with K. Bobholz, K&E team re diligence items (.2); review and analyze diligence requests (1.3).
04/29/24	Matthew C. Fagen, P.C.	0.50	Correspond with C. McGushin re discovery.
04/30/24	Matthew C. Fagen, P.C.	0.60	Prepare for UCC meeting.
04/30/24	Evan Swager	0.50	Conference with M. Fagen, K&E team re UCC meeting preparation.
Total		117.60	

Document Page 361 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190808
Client Matter: 55160-11

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

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 17,184.00

Total legal services rendered

\$ 17,184.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190808

Thrasio Holdings, Inc.

Matter Number:

55160-11

Use, Sale, and Disposition of Property

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	0.50	815.00	407.50
Matt Darch	0.30	1,575.00	472.50
Trevor Eck	0.60	975.00	585.00
Megan C. Feeney	2.20	975.00	2,145.00
Jamie McLennan	2.30	815.00	1,874.50
Elaine Nolan	1.50	2,305.00	3,457.50
Francis Petrie	1.20	1,595.00	1,914.00
Evan Swager	4.10	1,345.00	5,514.50
Daniel Wachenfeld	0.40	815.00	326.00
Mary Catherine Young	0.50	975.00	487.50
TOTALS	13.60		\$ 17,184.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Evan Swager	0.60	Review, revise NDA (.4); correspond with Company re planned disposal (.2).
04/01/24	Daniel Wachenfeld	0.40	Review and revise confidentiality agreement re potential transaction counterparty.
04/01/24	Mary Catherine Young	0.50	Review, revise potential purchaser NDA.
04/02/24	Evan Swager	0.40	Correspond with Company re asset disposal.
04/03/24	Megan C. Feeney	0.30	Correspond with Alix, J. McLennan, K&E team re de minimis asset sales.
04/03/24	Jamie McLennan	0.40	Review, revise de minimis asset order.
04/03/24	Evan Swager	0.60	Correspond with M. Feeney, Alix team re planned FF&E sale.
04/04/24	Megan C. Feeney	1.00	Correspond with Alix, J. McLennan, K&E team, U.S. Trustee re de minimis asset sales.
04/04/24	Jamie McLennan	1.20	Correspond with KCC re notice for de minimis transactions (.5); review, analyze same (.5); correspond with E. Swager re same (.2).
04/04/24	Francis Petrie	0.20	Correspond with E. Swager, K&E team re U.S. Trustee de minimis asset inquiries.
04/07/24	Evan Swager	0.40	Correspond with F. Petrie re asset disposal.
04/08/24	Megan C. Feeney	0.70	Correspond with J. McLennan, K&E team, Alix, U.S. Trustee re de minimis asset sales.
04/08/24	Jamie McLennan	0.70	Correspond with U.S. Trustee re de minimis asset procedures (.4); correspond with E. Swager and M. Feeney re same (.3).
04/09/24	Anthony Abate	0.50	Research precedent notices of withdrawal (.2); draft, revise notice of withdrawal re disposal notice (.2); correspond with E. Swager, Cole Schotz team re same (.1).
04/09/24	Trevor Eck	0.60	Telephone conference with Company, MoFo, E. Swager, K&E team re disposal notice.
04/09/24	Megan C. Feeney	0.20	Correspond with U.S. Trustee, Alix re de minimis asset sales.
04/09/24	Francis Petrie	0.80	Correspond with Company, K&E team re asset disposal.
04/09/24	Evan Swager	1.20	Correspond with Company, advisors re disposition of assets.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190808

Thrasio Holdings, Inc.

Matter Number:

55160-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/24	Francis Petrie	0.20	Telephone conference with UCC re asset disposal.
04/11/24	Evan Swager	0.90	Telephone conference with UCC re disposition of property (.3); correspond with Company re same (.6).
04/12/24	Matt Darch	0.30	Review, analyze issues re ownership of international intellectual property.
04/30/24	Elaine Nolan	1.50	Correspond with E. Swager re deed of release (.4); review, analyze deed release requirements (.8); correspond with F. Patel re drafting deed of release (.3).
Total		13.60	

Document Page 365 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190809
Client Matter: 55160-12

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

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 150,244.50

Total legal services rendered

\$ 150,244.50

Legal Services for the Period Ending April 30, 2024
 Thrasio Holdings, Inc.
 Corp., Governance, & Securities Matters

Invoice Number: 1010190809
 Matter Number: 55160-12

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	28.70	1,265.00	36,305.50
Fiona Constant-Lotz	1.00	1,095.00	1,095.00
Matthew C. Fagen, P.C.	2.40	1,685.00	4,044.00
Luci Hague	0.80	1,575.00	1,260.00
Erika Krum	1.20	1,265.00	1,518.00
Drew Maliniak	6.70	1,575.00	10,552.50
Mario Mancuso, P.C.	0.60	2,400.00	1,440.00
Francis Petrie	3.70	1,595.00	5,901.50
Shahrzad Sadjadi	1.30	1,575.00	2,047.50
Anup Sathy, P.C.	1.40	2,305.00	3,227.00
Evan Swager	12.30	1,345.00	16,543.50
Daniel Wachenfeld	8.00	815.00	6,520.00
Matt Waldrep	53.00	975.00	51,675.00
Andy White	0.30	975.00	292.50
Wayne E. Williams	0.50	1,995.00	997.50
Mary Catherine Young	7.00	975.00	6,825.00
TOTALS	128.90		\$ 150,244.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Evan Swager	0.80	Correspond with M. Waldrep, K&E team re independent investigation diligence (.5); review, analyze same (.3).
04/01/24	Matt Waldrep	2.30	Correspond with E. Swager re Katten diligence request (.1); review, analyze documents re Katten second supplemental diligence request (2.0); correspond with PwC re Katten interview request (.2).
04/01/24	Matt Waldrep	1.40	Review equity purchase agreement re provisions concerning bankruptcy (.6); correspond with E. Swager, M. Young, M. Feeney re same (.8).
04/02/24	Tiffani Chanroo	1.70	Correspond with E. Swager, Company re investigation request (.6); review, analyze issues re same (.6); telephone conference with E. Swager, K&E team, PwC re same (.5).
04/02/24	Luci Hague	0.20	Correspond with E. Krum re CFIUS due diligence.
04/02/24	Erika Krum	0.50	Review, analyze CFIUS issues and diligence requests.
04/02/24	Mario Mancuso, P.C.	0.20	Review, analyze CFIUS issues (.1); review, analyze regulatory risk assessment (.1).
04/02/24	Evan Swager	1.10	Correspond with T. Chanroo, Katten team re investigation.
04/02/24	Matt Waldrep	0.90	Review, analyze Katten proposed questions re interview (.1); prepare for telephone conference with PwC, E. Swager, T. Chanroo re independent director investigation (.1); conference with, PwC, E. Swager, T. Chanroo re independent director investigation (.2); correspond with Katten team re PwC interview (.2); review, revise Katten second supplemental diligence tracker (.2); review, analyze documents re Katten second supplemental diligence request (.1).
04/02/24	Matt Waldrep	2.00	Review bankruptcy provisions of equity purchase agreement (.8); correspond with M. Young, Company re equity purchase agreement (.5); correspond with M. Young and S. Moorhead, Calfee law re patent inquiry (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/24	Tiffani Chanroo	2.60	Review, analyze issues re Katten diligence (1.8); correspond with M. Waldrep re same (.8).
04/03/24	Drew Maliniak	1.40	Correspond with Company and E. Krum re CFIUS and foreign investment diligence (.4); correspond with M. Thorpe and E. Swager re antitrust diligence (1.0).
04/03/24	Matt Waldrep	2.30	Review, analyze documents re Katten second supplemental diligence request (2.0); correspond with Company and T. Chanroo re Katten second supplemental diligence request (.3).
04/03/24	Wayne E. Williams	0.20	Review, analyze anti-trust diligence.
04/04/24	Tiffani Chanroo	0.20	Correspond with Katten re diligence requests.
04/04/24	Daniel Wachenfeld	1.50	Review, analyze reporting obligations presentation.
04/04/24	Matt Waldrep	6.00	Correspond with T. Chanroo re Katten second supplemental diligence request (.7); review, analyze interim and final orders re reporting obligations (1.4); review, revise postpetition management presentation (3.9).
04/04/24	Mary Catherine Young	0.50	Review, revise postpetition management presentation.
04/05/24	Tiffani Chanroo	1.20	Telephone conference with E. Swager, Katten team re investigation (.5); correspond with PwC, Katten team re same (.3); review, analyze issues re same (.4).
04/05/24	Drew Maliniak	0.70	Correspond with E. Swager re change in control implications for severance plan.
04/05/24	Daniel Wachenfeld	2.50	Revise postpetition management presentation for obligations re to final orders.
04/05/24	Matt Waldrep	1.20	Review, revise post-petition management presentation (.6); correspond with T. Chanroo re Katten diligence requests (.1); review, analyze documents for Katten diligence requests (.4); correspond with Katten team re Katten diligence requests (.1).
04/07/24	Mary Catherine Young	1.30	Review, revise presentation re post-petition management obligations.
04/08/24	Tiffani Chanroo	0.80	Correspond with Katten team re diligence (.6); review, analyze diligence documents re same (.2).
04/08/24	Evan Swager	1.10	Review, revise lender update presentation.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190809

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/08/24	Matt Waldrep	0.20	Review, analyze post-petition management presentation (.1); correspond with E. Swager, K&E team re same (.1).
04/08/24	Mary Catherine Young	2.00	Draft, revise lender presentation re chapter 11 updates.
04/09/24	Tiffani Chanroo	1.30	Correspond with M. Waldrep, K&E team re Katten diligence (.6); review, analyze issues re same (.7).
04/09/24	Evan Swager	1.10	Correspond with F. Petrie, K&E team, Katten re investigation, diligence re same (.7); telephone conference with C. McGushin, Katten team re investigation diligence (.4).
04/09/24	Matt Waldrep	0.20	Correspond with E. Swager, K&E team, Company re Katten diligence requests.
04/10/24	Tiffani Chanroo	1.20	Telephone conference with Company, M. Waldrep, K&E team re Katten diligence (.5); review, analyze documents re same (.4); correspond with M. Waldrep re same (.3).
04/10/24	Matt Waldrep	1.30	Correspond with Company, E. Swager, K&E team re Katten diligence request (.3); review, analyze documents re Katten diligence request (1.0).
04/11/24	Tiffani Chanroo	1.20	Telephone conference with Company, C. McGushin re Katten diligence (.5); review, analyze issues re same (.3); correspond with C. McGushin, K&E team re same (.4).
04/11/24	Evan Swager	0.50	Review, revise board minutes.
04/11/24	Daniel Wachenfeld	0.80	Compile execution version re prospective board member NDA (.4); correspond with Company re same (.2); correspond with M. Young re same (.2).
04/11/24	Matt Waldrep	3.40	Review, analyze documents re Katten diligence request (3.0); correspond with T. Chanroo, K&E team re Katten diligence request (.4).
04/11/24	Andy White	0.10	Correspond with E. Swager, K&E team re international IP search request.
04/12/24	Tiffani Chanroo	3.20	Telephone conference with Katten team, E. Swager, K&E team re diligence (1.0); correspond with M. Waldrep, K&E team re same (.9); review, analyze issues re same (1.3).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

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Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/12/24	Luci Hague	0.20	Correspond with E. Krum re CFIUS assessment.
04/12/24	Erika Krum	0.30	Review, analyze issues re CFIUS.
04/12/24	Drew Maliniak	1.40	Correspond with M. Thorpe and J. Ayer re non-U.S. antitrust filings and related diligence (.7); correspond with M. Young re plan supplement issues (.7).
04/12/24	Mario Mancuso, P.C.	0.20	Correspond with E. Krum re CFIUS assessment.
04/12/24	Francis Petrie	0.80	Telephone conference with Katten team re investigation status.
04/12/24	Evan Swager	1.40	Correspond with Katten team re investigation diligence, interviews (.4); telephone conference with Katten team re investigation considerations (1.0).
04/12/24	Daniel Wachenfeld	0.50	Correspond with Company, GDC, re prospective board member NDA.
04/12/24	Matt Waldrep	3.70	Review, analyze documents re Katten diligence requests (.9); correspond with Company, C. Martindale, K&E team re Katten diligence requests (.3); review, revise Katten diligence requests summary (1.5); conference with KPMG, Katten, E. Swager, K&E team re Katten diligence requests (.4); correspond with T. Chanroo re Katten diligence requests (.2); correspond with Katten, E. Swager, K&E team, Company re Katten diligence requests (.4).
04/12/24	Andy White	0.20	Correspond with M. Darch re international IP searches (.1); correspond with E. Swager, K&E team re same (.1).
04/13/24	Evan Swager	0.90	Review, revise board minutes (.5); correspond with F. Petrie, Company re same (.4).
04/15/24	Francis Petrie	1.00	Telephone conferences with Katten team re investigation scope.
04/15/24	Daniel Wachenfeld	2.70	Draft summary of reporting obligations.
04/15/24	Matt Waldrep	2.00	Revise reporting obligations summary (1.2); correspond with E. Swager, K&E team re Katten diligence requests (.8).
04/16/24	Tiffani Chanroo	0.30	Correspond with Alix, Katten re diligence interview.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190809

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/24	Drew Maliniak	1.00	Correspond with M. Thorpe, K&E team re regulatory filing analysis (.4); correspond with E. Krum re CFIUS analysis (.3); correspond with W. Williams, K&E team re corporate governance term sheet (.3).
04/16/24	Shahrzad Sadjadi	0.40	Correspond with D. Maliniak, K&E team re non-U.S. antitrust filing analysis.
04/16/24	Anup Sathy, P.C.	0.80	Review, analyze investigation diligence matters.
04/17/24	Tiffani Chanroo	3.20	Telephone conference with E. Swager, K&E team re Katten investigation (2.5); review, analyze issues re same (.7).
04/17/24	Drew Maliniak	0.40	Correspond with Company and M. Young re filing resolutions and preferred stockholder consent (.2); correspond with S. Sadjadi re non-U.S. regulatory filing diligence (.2).
04/17/24	Shahrzad Sadjadi	0.40	Correspond with D. Maliniak, K&E team re non-U.S. filing analysis.
04/17/24	Evan Swager	0.90	Telephone conferences with Katten team re investigation status.
04/17/24	Matt Waldrep	3.90	Conferences with Katten team, E. Swager, K&E team re Katten investigation (3.4); correspond with C. Martindale, K&E team re Katten diligence requests (.5).
04/17/24	Wayne E. Williams	0.10	Review, analyze shareholder consents.
04/18/24	Drew Maliniak	0.70	Review analyze diligence re non-U.S. antitrust team.
04/18/24	Shahrzad Sadjadi	0.30	Correspond with GDC re filing analysis.
04/19/24	Tiffani Chanroo	0.90	Telephone conference with Katten, Alix team re investigation.
04/19/24	Francis Petrie	0.50	Telephone conference with Katten team re investigation status.
04/19/24	Evan Swager	1.30	Attend interview re independent investigation (1.1); telephone conference with F. Petrie, K&E team re investigation (.2).
04/19/24	Matt Waldrep	1.00	Telephone conference with Katten, T. Chanroo, K&E, Alix teams re Katten investigation.
04/22/24	Tiffani Chanroo	0.80	Correspond with M. Waldrep re Katten investigation diligence (.5); review, analyze diligence documents re same (.3).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190809

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/22/24	Matthew C. Fagen, P.C.	1.20	Prepare for board telephone conference (.6); participate in board telephone conference (.6)
04/22/24	Francis Petrie	1.40	Telephonically attend board telephone conference (.6); review, revise minutes re same (.8).
04/22/24	Anup Sathy, P.C.	0.60	Attend board meeting.
04/22/24	Evan Swager	1.10	Telephonically attend board telephone conference (.6); review, revise summary re same (.5).
04/22/24	Evan Swager	0.90	Correspond with F. Petrie, Katten re investigation (.4); correspond with C. McGushin, K&E team re investigation (.5).
04/22/24	Matt Waldrep	1.60	Correspond with T. Chanroo re Katten diligence (.2); draft Katten diligence request summary (.3); review, analyze documents re Katten diligence request (1.1).
04/23/24	Tiffani Chanroo	2.20	Review, analyze Katten diligence request (1.5); correspond with F. Petrie, K&E team, Company re same (.7).
04/23/24	Matthew C. Fagen, P.C.	1.20	Correspond with Katten re investigation.
04/23/24	Matt Waldrep	1.70	Review, analyze diligence documents re Katten diligence request.
04/24/24	Tiffani Chanroo	1.40	Review, analyze diligence documents re Katten investigation (.8); correspond with M. Waldrep, K&E team re same (.6).
04/24/24	Evan Swager	0.50	Review, revise board minutes.
04/24/24	Matt Waldrep	1.50	Correspond with T. Chanroo, K&E team re Katten diligence requests (1.0); review, revise Katten diligence summary (.5).
04/24/24	Mary Catherine Young	1.30	Review, revise post-petition management presentation (.9); correspond with E. Swager, Company re same (.4).
04/25/24	Tiffani Chanroo	1.30	Telephone conference with Alix, K&E team re Katten diligence requests (.4); correspond with M. Waldrep, K&E team re same (.3); review, analyze issues re same (.6).
04/25/24	Fiona Constant-Lotz	0.50	Review, revise board minutes.
04/25/24	Drew Maliniak	0.80	Correspond with S. Sadjadi, K&E team re diligence (.5); review, analyze issues re issuance of warrants (.3).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190809

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/24	Shahrzad Sadjadi	0.20	Correspond with D. Maliniak re antitrust filing analysis.
04/25/24	Matt Waldrep	2.80	Review, revise Katten diligence requests (.1); conference with Alix team, E. Swager, K&E team re Katten diligence requests (.2); review, revise Katten diligence summary (.7); correspond with Company, T. Chanroo, K&E team re Katten diligence requests (1.1); review, analyze documents re Katten diligence requests (.7).
04/26/24	Tiffani Chanroo	2.10	Telephone conference with M. Waldrep, K&E team Company re outstanding investigation diligence (.6); review, analyze issues re same (1.2); correspond with M. Waldrep, Company re same (.3).
04/26/24	Drew Maliniak	0.30	Correspond with Simpson re equity issuances.
04/26/24	Matt Waldrep	4.30	Conference with Company, T. Chanroo, K&E team re Katten diligence requests (.7); review, revise Katten diligence summary (1.4); review, analyze documents re Katten diligence requests (.3); correspond with B. Woodring re Katten diligence requests (.2); correspond with Company, T. Chanroo, K&E team re Katten diligence requests (.3); review, analyze documents re Katten diligence requests (1.4).
04/26/24	Wayne E. Williams	0.20	Correspond with D. Maliniak re potential equity issuances.
04/28/24	Matt Waldrep	0.90	Correspond with Company, T. Chanroo, K&E team re Katten diligence requests.
04/29/24	Tiffani Chanroo	0.80	Telephone conference with M. Waldrep, K&E team, Katten team re investigation, diligence (.5); correspond with M. Waldrep, K&E team re same (.3).
04/29/24	Luci Hague	0.20	Correspond with M. Mancuso, K&E team re CFIUS due diligence issues.
04/29/24	Erika Krum	0.40	Review, analyze CFIUS considerations.
04/29/24	Mario Mancuso, P.C.	0.20	Correspond with L. Hague, K&E team re CFIUS issues.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190809

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/24	Matt Waldrep	3.90	Review, revise Katten diligence summary (1.4); correspond with Company, E. Swager, K&E team, Katten team re Katten interviews (.2); correspond with T. Chanroo re Katten diligence requests (.7); conference with F. Petrie, K&E team, Katten team re Katten diligence requests (.4); review, analyze documents re Katten diligence requests (1.2).
04/29/24	Mary Catherine Young	0.90	Draft, revise board minutes re April 22 board meeting.
04/30/24	Tiffani Chanroo	2.30	Telephone conference with Katten team, Company re investigation interviews (2.0); review, analyze issues re same (.3).
04/30/24	Fiona Constant-Lotz	0.50	Correspond with Company re governance issues.
04/30/24	Luci Hague	0.20	Correspond with E. Krum re CFIUS responses and issues.
04/30/24	Evan Swager	0.70	Correspond with Company, W. Pruitt re indemnification considerations.
04/30/24	Matt Waldrep	4.50	Conference with Katten team, Company, K&E team re Katten investigation (2.0); correspond with B. Woodring, K&E team, Katten re Katten diligence requests (.4); review, revise documents re Katten diligence request (2.1).
04/30/24	Mary Catherine Young	1.00	Conference with Katten re investigation interview.
Total		128.90	

Document Page 375 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190810
Client Matter: 55160-13

In the Matter of Employee Matters

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 25,816.00

Total legal services rendered

\$ 25,816.00

Legal Services for the Period Ending April 30, 2024
 Thrasio Holdings, Inc.
 Employee Matters

Invoice Number: 1010190810
 Matter Number: 55160-13

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	0.70	975.00	682.50
Jamie McLennan	1.40	815.00	1,141.00
Francis Petrie	2.10	1,595.00	3,349.50
Scott D. Price, P.C.	0.50	2,245.00	1,122.50
Diana Soriano	0.20	815.00	163.00
Evan Swager	4.80	1,345.00	6,456.00
Wayne E. Williams	0.70	1,995.00	1,396.50
Mary Catherine Young	11.80	975.00	11,505.00
TOTALS	22.20		\$ 25,816.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Mary Catherine Young	2.00	Review, revise final wages order (.6); review, analyze issues re same (1.4).
04/02/24	Jamie McLennan	0.50	Draft talking points for wages motion.
04/02/24	Francis Petrie	1.10	Correspond with M. Fahey re severance (.7); correspond with M. Young re same (.4).
04/02/24	Mary Catherine Young	1.00	Correspond with Company, E. Swager, K&E team re severance considerations (.8); review, analyze wages order re same (.2).
04/04/24	Jamie McLennan	0.80	Conference with E. Swager, M. Young and the Company re employee retention plans (.5); conference with E. Swager and M. Young re employment offer letters (.3).
04/04/24	Evan Swager	2.30	Telephone conferences with M. Young, Company re wages obligations, next steps (1.4); correspond with M. Young re executive compensation issues (.4); analyze issues re same (.5).
04/04/24	Mary Catherine Young	2.20	Review, analyze wages order re severance issue (.3); conference with E. Swager re same (.5); conference with C. McGushin, K&E team re employment letter issue (.2); conference with E. Swager re same (.3); conference with Company, E. Swager re workforce planning approvals (.5); draft summary re severance issue (.4).
04/05/24	Scott D. Price, P.C.	0.50	Review, analyze severance plan (.2); correspond with Company re severance plan (.3).
04/05/24	Evan Swager	1.10	Correspond with M. Young, K&E team, Company re employee inquiries, compensation (.8); telephone conference with D. Maliniak, K&E team re same (.3).
04/05/24	Wayne E. Williams	0.70	Review, analyze terms of severance agreement (.3); telephone conferences with E. Swager and D. Maliniak re same (.4).
04/05/24	Mary Catherine Young	3.00	Review, analyze severance plan re change in control (1.1); correspond with D. Maliniak, S. Price, K&E team re same (.6); correspond with E. Swager re same (1.0); conference with D. Maliniak, K&E team re same (.3).

Legal Services for the Period Ending April 30, 2024
 Thrasio Holdings, Inc.
 Employee Matters

Invoice Number: 1010190810
 Matter Number: 55160-13

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/08/24	Francis Petrie	0.30	Correspond with Company re benefits issues.
04/08/24	Mary Catherine Young	1.60	Draft summary re severance issue (1.3); review, analyze issue re employee headcount (.3).
04/12/24	Jamie McLennan	0.10	Correspond with E. Swager, M. Young and Alix team re rejected employee offer letters.
04/15/24	Trevor Eck	0.70	Research re workers compensation issue.
04/15/24	Evan Swager	0.40	Telephone conference with GDC team re severance considerations.
04/15/24	Mary Catherine Young	1.50	Conference with GDC re severance considerations (.5); correspond with E. Swager re same (.3); conference with Alix re same (.3); review, analyze issues re same (.4).
04/18/24	Diana Soriano	0.10	Correspond with UBS bank re KYC issues.
04/22/24	Evan Swager	0.50	Correspond with M. Young re severance, employee compensation issues.
04/22/24	Mary Catherine Young	0.50	Correspond with E. Swager re severance plan issue (.2); correspond with GDC re same (.3).
04/23/24	Diana Soriano	0.10	Correspond with Company re KYC request.
04/23/24	Evan Swager	0.50	Correspond with Company, M. Young, K&E team re severance, employee compensation considerations.
04/24/24	Francis Petrie	0.70	Correspond with Company re employee issues (.3); review, analyze change in control and employee issues (.4).
Total		22.20	

Document Page 379 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190811
Client Matter: 55160-14

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 50,898.00

Total legal services rendered

\$ 50,898.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190811

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	9.20	815.00	7,498.00
Tiffani Chanroo	1.50	1,265.00	1,897.50
Megan C. Feeney	14.90	975.00	14,527.50
Colin J. Martindale	4.80	1,235.00	5,928.00
Jamie McLennan	1.70	815.00	1,385.50
Brendan Nashelsky	1.40	975.00	1,365.00
Francis Petrie	1.00	1,595.00	1,595.00
Evan Swager	4.20	1,345.00	5,649.00
Daniel Wachenfeld	1.00	815.00	815.00
Benjamin Woodring	1.00	1,365.00	1,365.00
Mary Catherine Young	9.10	975.00	8,872.50
TOTALS	49.80		\$ 50,898.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Anthony Abate	3.10	Research, analyze case law re executory contracts (2.6); review, revise contract rejection reply (.5).
04/01/24	Megan C. Feeney	4.40	Telephone conferences with sellers counsel, E. Swager, K&E team re contract rejection (2.0); research re same (1.0); review, analyze memorandum re same (.7); correspond with landlord counsel, Committee, GDC, UST, E. Swager re security deposits, contract rejection schedule (.3); draft, revise notice of adjournment re contract rejection (.2); correspond with E. Swager, K&E team, Cole Schotz re same (.2).
04/01/24	Colin J. Martindale	4.80	Telephone conference with E. Swager, K&E team re contract rejection objection (.3); research case law re same (3.9); further research re same (.6).
04/01/24	Evan Swager	1.40	Telephone conference with C. McGushin, K&E team re contraction rejection objection (.4); telephone conference with objecting party re same (.4); correspond with M. Feeney re rejection motion order (.6).
04/01/24	Mary Catherine Young	3.30	Review, analyze contract rejection objection (1.0); conference with M. Feeney, K&E team re same (.5); review, analyze considerations re lease rejection issue (1.8).
04/02/24	Anthony Abate	0.40	Review, revise contract rejection order.
04/02/24	Megan C. Feeney	0.80	Correspond with Company, Alix, E. Swager, K&E team re lease amendment, contract rejection issues.
04/02/24	Francis Petrie	0.40	Correspond with E. Swager re executory contract language.
04/02/24	Evan Swager	0.40	Telephone conference with M. Feeney re landlord objection (.3); correspond with M. Feeney re landlord lease amendment (.1).
04/02/24	Mary Catherine Young	2.80	Review, analyze APA (.8); conference with landlord re lease rejection order (.3); review, analyze considerations re same (1.7).
04/03/24	Evan Swager	0.90	Review research re contraction rejection reply (.5); correspond with M. Feeney, K&E team re same (.4).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190811

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/24	Evan Swager	0.40	Telephone conference with Company re rejected APAs.
04/04/24	Mary Catherine Young	0.50	Conference with Company, E. Swager re seller APA issues.
04/08/24	Anthony Abate	4.90	Review, revise contract rejection reply (1.6); research, analyze case law re same (3.3).
04/08/24	Megan C. Feeney	3.10	Correspond with E. Swager, K&E team re contract rejection reply (.7); draft, revise contract rejection reply (2); research re same (.4).
04/10/24	Tiffani Chanroo	0.30	Correspond with Company re lease portfolio.
04/10/24	Megan C. Feeney	0.70	Correspond with landlord counsel re contract rejection (.1); correspond and conference with M. Young re lease amendment (.3); correspond and conference with E. Swager re Bristols 6 objection (.3).
04/10/24	Mary Catherine Young	1.00	Review, revise lease amendment; analyze issues re same.
04/11/24	Tiffani Chanroo	0.60	Correspond with Company, D. Wachenfeld re executory contract (.4); review, analyze issues re same (.2).
04/11/24	Jamie McLennan	1.70	Review and analyze asset purchase agreement re executory obligations (.7); review and revise summary re same (1.0).
04/11/24	Benjamin Woodring	1.00	Research contract rejection issues.
04/11/24	Mary Catherine Young	0.60	Review, revise lease amendment.
04/12/24	Megan C. Feeney	0.30	Correspond with C. McGushin, K&E team, Cole Schotz re contract rejection reply, hearing re same.
04/12/24	Megan C. Feeney	1.60	Review, revise lease amendment (1.4); correspond with M. Young, Company re same (.2).
04/12/24	Evan Swager	1.10	Review rejection reply (.8); correspond with M. Feeney re same (.3).
04/12/24	Mary Catherine Young	0.90	Review, revise lease amendment.
04/15/24	Tiffani Chanroo	0.60	Correspond with D. Wachenfeld re executory contracts (.2); review, analyze same (.4).
04/15/24	Megan C. Feeney	1.00	Correspond with E. Swager, K&E team, Cole Schotz, counterparty counsel re contract rejection objection (.5); review, revise reply re same (.5).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190811

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/15/24	Daniel Wachenfeld	1.00	Review and analyze Company contracts for potential rejection.
04/16/24	Megan C. Feeney	0.30	Correspond with Cole Schotz, E. Swager, K&E team re contract rejection objection.
04/16/24	Brendan Nashelsky	1.00	Review, analyze research re executory contract.
04/16/24	Francis Petrie	0.60	Review reply and precedent re rejection objection.
04/17/24	Anthony Abate	0.80	Research case law re determination of executory contract status (.6); correspond with M. Feeney re same (.2).
04/17/24	Megan C. Feeney	2.70	Correspond with E. Swager, K&E team, Cole Schotz re contract rejection order objection (1.7); review, revise reply re same (.5); research re executory contract status (.5).
04/24/24	Brendan Nashelsky	0.30	Correspond with E. Swager, K&E team, opposing counsel re executory contract stipulation.
04/25/24	Brendan Nashelsky	0.10	Review, analyze considerations re executory contracts.
Total		49.80	

Document Page 384 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190812
Client Matter: 55160-15

In the Matter of SOFAs and Schedules

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 16,756.50

Total legal services rendered

\$ 16,756.50

Legal Services for the Period Ending April 30, 2024
 Thrasio Holdings, Inc.
 SOFAs and Schedules

Invoice Number: 1010190812
 Matter Number: 55160-15

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	0.30	1,265.00	379.50
Robert Orren	3.50	625.00	2,187.50
Laura Saal	7.50	625.00	4,687.50
Luke Spangler	2.20	355.00	781.00
Evan Swager	2.40	1,345.00	3,228.00
Danielle Walker	6.60	355.00	2,343.00
Mary Catherine Young	0.50	975.00	487.50
Tanzila Zomo	7.50	355.00	2,662.50
TOTALS	30.50		\$ 16,756.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Tiffani Chanroo	0.30	Correspond with E. Swager re SoFAs and schedules.
04/01/24	Robert Orren	3.50	Prepare SoFAs and schedules re filing (3.2); correspond with L. Saal, K&E team and Cole Schotz team re same (.3).
04/01/24	Laura Saal	7.50	Review, analyze schedules and SoFAs re filing (3.5); file same (3.1); correspond with Cole Schotz (.4); correspond with L. Spangler, K&E team re same (.5).
04/01/24	Luke Spangler	2.20	Review, analyze SoFAs and schedules filing instructions (.2); prepare same re file same (.1); correspond with Cole Schotz team and L. Saal re same (1.9).
04/01/24	Evan Swager	2.40	Review, analyze issues re SoFAs (1.8); correspond with AlixPartners, M. Young, K&E team re filing of same (.6).
04/01/24	Danielle Walker	6.60	Prepare to file schedules and SoFAs (3.3); file same (3.3).
04/01/24	Mary Catherine Young	0.50	Review, analyze considerations re SoFAs.
04/01/24	Tanzila Zomo	7.50	Prepare SoFAs and schedules re filing (3.9); file same (3.6).
Total		30.50	

Document Page 387 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190813
Client Matter: 55160-16

In the Matter of Hearings

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 101,711.00

Total legal services rendered

\$ 101,711.00

Legal Services for the Period Ending April 30, 2024
 Thrasio Holdings, Inc.
 Hearings

Document Page 388 of 784

Invoice Number: 1010190813
 Matter Number: 55160-16

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	3.00	1,265.00	3,795.00
Trevor Eck	3.40	975.00	3,315.00
Matthew C. Fagen, P.C.	11.80	1,685.00	19,883.00
Megan C. Feeney	14.70	975.00	14,332.50
Ashlyn Gallagher	0.50	435.00	217.50
Josh Greenblatt, P.C.	2.00	2,065.00	4,130.00
Casey McGushin	2.20	1,555.00	3,421.00
Jamie McLennan	3.30	815.00	2,689.50
Francis Petrie	7.90	1,595.00	12,600.50
Laura Saal	1.50	625.00	937.50
Anup Sathy, P.C.	4.20	2,305.00	9,681.00
Evan Swager	11.10	1,345.00	14,929.50
Daniel Wachenfeld	0.70	815.00	570.50
Danielle Walker	5.10	355.00	1,810.50
Benjamin Woodring	3.40	1,365.00	4,641.00
Tanzila Zomo	13.40	355.00	4,757.00
TOTALS	88.20		\$ 101,711.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Megan C. Feeney	1.10	Correspond with E. Swager, K&E team re hearing preparation (.5); review, revise agenda re same (.4); correspond with Cole Schotz, F. Petrie, K&E team re same (.2).
04/01/24	Evan Swager	1.00	Correspond with F. Petrie, K&E team re second day hearing preparation.
04/02/24	Megan C. Feeney	5.80	Correspond with F. Petrie, K&E team re hearing preparation (1.0); prepare for second day hearing (2.1); draft talking points re same (2.0); review, analyze transcripts re same (.5); review, analyze presentation for second day hearing re hearing preparation (.2).
04/02/24	Casey McGushin	1.20	Prepare for second day hearing.
04/02/24	Jamie McLennan	0.80	Review and analyze second day transcript precedent for second day hearing preparation.
04/02/24	Francis Petrie	3.60	Prepare materials for second day hearing.
04/02/24	Evan Swager	3.00	Prepare for second day hearing (2.5); conference with F. Petrie, K&E team re same (.5).
04/03/24	Tiffani Chanroo	0.80	Telephonically attend second day hearing.
04/03/24	Trevor Eck	3.40	Participate in second day hearing (.8); prepare re same (2.6).
04/03/24	Matthew C. Fagen, P.C.	4.80	Participate in second day hearing (.6); prepare for same (3.0); correspond with E. Swager re same (.7); conference with management team re same (.5).
04/03/24	Megan C. Feeney	6.20	Prepare for second day hearing (3.9); further prepare for same (1.3); draft talking points re same (1.0).
04/03/24	Casey McGushin	1.00	Attend second day hearing (.8); prepare for same (.2).
04/03/24	Jamie McLennan	2.50	Assist F. Petrie, K&E team to prepare for second day hearing.
04/03/24	Francis Petrie	1.20	Telephonically attend second day hearing (.8); prepare for same (.4).
04/03/24	Anup Sathy, P.C.	1.00	Attend second day hearing (.8); prepare for same (.2).
04/03/24	Anup Sathy, P.C.	0.50	Conference with F. Petrie, K&E team re second day hearing presentation.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190813

Thrasio Holdings, Inc.

Matter Number:

55160-16

Hearings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/24	Evan Swager	3.40	Participate in second day hearing (.8); prepare for same (2.2); revise agenda re same (.4).
04/03/24	Danielle Walker	1.10	Assist F. Petrie, K&E team at second day hearing (.8); coordinate logistics re same (.3).
04/03/24	Benjamin Woodring	1.40	Attend second day hearing (.8); prepare for same (.6).
04/03/24	Tanzila Zomo	4.80	Prepare for second day hearing (4.0); assist F. Petrie, K&E team at second day hearing (.8).
04/09/24	Daniel Wachenfeld	0.30	Correspond with M. Feeney, K&E team re status conference.
04/10/24	Tiffani Chanroo	1.10	Telephonically attend UCC adjournment hearing.
04/10/24	Matthew C. Fagen, P.C.	7.00	Review, revise draft response to emergency motion to adjourn disclosure statement hearing (3.5); prepare for status conference (1.5); participate in same (1.0); correspond with J. Greenblatt re same (1.0).
04/10/24	Megan C. Feeney	1.60	Correspond with E. Swager, K&E team re UCC motion to adjourn disclosure statement hearing (.2); draft presentation re same (1.4).
04/10/24	Josh Greenblatt, P.C.	2.00	Attend hearing re adjournment of disclosure statement hearing (1.2); prepare for same (.8).
04/10/24	Francis Petrie	2.00	Attend hearing re adjournment of disclosure statement hearing (1.2); prepare for same (.8).
04/10/24	Laura Saal	1.50	Monitor telephone lines re UCC adjournment hearing (1.2); prepare logistics re same (.3).
04/10/24	Anup Sathy, P.C.	0.50	Telephonically attend UCC adjournment hearing (partial).
04/10/24	Anup Sathy, P.C.	0.50	Conference with F. Petrie, K&E team re hearing presentation.
04/10/24	Evan Swager	2.20	Attend emergency hearing (1.2); correspond with M. Fagen, K&E team re same (1.0).
04/16/24	Daniel Wachenfeld	0.20	Prepare for disclosure statement hearing (.1); review, revise agenda re disclosure statement hearing (.1).
04/16/24	Tanzila Zomo	1.10	Prepare supporting documents re disclosure statement hearing (.6); correspond with L. Saal re same (.5).
04/17/24	Ashlyn Gallagher	0.50	Correspond with D. Walker re disclosure statement hearing preparation.
04/17/24	Anup Sathy, P.C.	0.60	Conferences with F. Petrie, K&E team re hearing strategies.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190813

Thrasio Holdings, Inc.

Matter Number:

55160-16

Hearings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/17/24	Danielle Walker	1.00	Prepare disclosure statement hearing documents.
04/18/24	Tiffani Chanroo	1.10	Telephonically attend disclosure statement hearing.
04/18/24	Francis Petrie	1.10	Participate in disclosure statement hearing.
04/18/24	Anup Sathy, P.C.	1.10	Attend disclosure statement hearing.
04/18/24	Evan Swager	1.50	Attend disclosure statement hearing (1.1); prepare for same (.4).
04/18/24	Danielle Walker	3.00	Prepare hearing documents re disclosure statement hearing.
04/18/24	Benjamin Woodring	2.00	Attend disclosure statement hearing (1.1); prepare for same (.9).
04/18/24	Tanzila Zomo	7.50	Prepare documents re disclosure statement hearing (6.4); assist attorneys re same (1.1).
04/26/24	Daniel Wachenfeld	0.20	Prepare logistics re status conference.
Total		88.20	

Document Page 392 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190814
Client Matter: 55160-17

In the Matter of Insurance and Surety Matters

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 6,564.50

Total legal services rendered

\$ 6,564.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190814

Thrasio Holdings, Inc.

Matter Number:

55160-17

Insurance and Surety Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William T. Pruitt	3.00	1,695.00	5,085.00
Evan Swager	1.10	1,345.00	1,479.50
TOTALS	4.10		\$ 6,564.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190814

Thrasio Holdings, Inc.

Matter Number:

55160-17

Insurance and Surety Matters

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/24	William T. Pruitt	1.30	Review, analyze subpoenas re insurance issues (.3); telephone conference with Company and broker re same (.4); review, analyze re insurance and indemnification open issues (.4); correspond with E. Swager re same (.2).
04/24/24	Evan Swager	1.10	Telephone conference with W. Pruitt re director and officer insurance (.4); correspond with F. Petrie, K&E team re same (.3); telephone conference with Marsh re investigation status (.4).
04/25/24	William T. Pruitt	0.30	Review, analyze insurance and indemnification issues (.2); correspond with E. Swager re same (.1).
04/26/24	William T. Pruitt	0.60	Review, analyze insurance and indemnity issues (.4); telephone conference with E. Swager re same (.2).
04/30/24	William T. Pruitt	0.80	Review and analyze indemnification obligations in Company bylaws (.6); correspond with E. Swager, K&E team and Company re same (.2).
Total		4.10	

Document Page 395 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190815
Client Matter: 55160-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 708,544.50

Total legal services rendered

\$ 708,544.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	6.80	815.00	5,542.00
Keegan A. Bobholz	2.00	1,345.00	2,690.00
Tiffani Chanroo	2.50	1,265.00	3,162.50
Trevor Eck	19.50	975.00	19,012.50
Matthew C. Fagen, P.C.	76.50	1,685.00	128,902.50
Megan C. Feeney	82.90	975.00	80,827.50
Susan D. Golden	0.30	1,600.00	480.00
Josh Greenblatt, P.C.	2.20	2,065.00	4,543.00
Drew Maliniak	0.70	1,575.00	1,102.50
Jamie McLennan	48.30	815.00	39,364.50
Humza Moinuddin	4.20	815.00	3,423.00
Brendan Nashelsky	27.60	975.00	26,910.00
Francis Petrie	58.10	1,595.00	92,669.50
Anup Sathy, P.C.	52.90	2,305.00	121,934.50
Luke Spangler	2.70	355.00	958.50
Evan Swager	71.30	1,345.00	95,898.50
Daniel Wachenfeld	26.20	815.00	21,353.00
Matt Waldrep	21.30	975.00	20,767.50
Wayne E. Williams	1.40	1,995.00	2,793.00
Mary Catherine Young	35.50	975.00	34,612.50
Tanzila Zomo	4.50	355.00	1,597.50
TOTALS	547.40		\$ 708,544.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Matthew C. Fagen, P.C.	5.20	Review, analyze issues re plan and disclosure statement (2.8); correspond with F. Petrie, K&E team re same (1.7); review, analyze disclosure statement objection (.7).
04/01/24	Megan C. Feeney	2.20	Correspond with E. Swager, K&E team re disclosure statement issues (1.0); review, revise notice of adjournment re disclosure statement (.2); correspond with E. Swager, K&E team re same (.2); draft, revise disclosure statement timeline (.2); correspond with F. Petrie, K&E team re same (.1); correspond with D. Wachenfeld, K&E team re disclosure statement order exhibits (.3); review, revise re same (.2).
04/01/24	Humza Moinuddin	1.20	Draft, revise disclosure statement order exhibits (.9); correspond with M. Feeney, D. Wachenfeld re same (.3).
04/01/24	Anup Sathy, P.C.	0.90	Analyze plan issues re releases.
04/01/24	Evan Swager	0.90	Telephone conferences with objecting party re disclosure statement (.5); review, analyze objection (.4).
04/01/24	Daniel Wachenfeld	3.40	Review, revise disclosure statement order exhibits re U.S. Trustee comments.
04/02/24	Matthew C. Fagen, P.C.	1.20	Correspond with F. Petrie, K&E team re upcoming disclosure statement and scheduling hearings.
04/02/24	Anup Sathy, P.C.	0.90	Review, analyze release issues re plan.
04/02/24	Anup Sathy, P.C.	0.50	Review, analyze discovery issues re plan.
04/02/24	Evan Swager	0.40	Review, revise case timeline.
04/03/24	Megan C. Feeney	0.70	Correspond with E. Swager, K&E team re disclosure statement, disclosure statement reply, case timeline.
04/03/24	Anup Sathy, P.C.	0.80	Review, analyze plan issues re release investigation.
04/04/24	Matthew C. Fagen, P.C.	1.00	Review, analyze disclosure statement and related issues.
04/04/24	Anup Sathy, P.C.	1.10	Review, analyze plan issues.
04/04/24	Anup Sathy, P.C.	0.80	Review, analyze potential disclosure statement objections.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/24	Anup Sathy, P.C.	0.80	Review, analyze litigation claims re plan.
04/05/24	Trevor Eck	0.50	Telephone conference with GDC, M. Fagen, K&E team re UCC issues, case timeline and disclosure statement hearing.
04/05/24	Matthew C. Fagen, P.C.	5.00	Correspond with F. Petrie, K&E team re case strategy and UCC issues (2.5); correspond with F. Petrie, K&E team re potential settlement (1.5); correspond with F. Petrie, K&E team re discovery (1.0).
04/05/24	Francis Petrie	0.50	Telephone conference with Katten, E. Swager, K&E team re disclosure statement objection.
04/05/24	Anup Sathy, P.C.	0.30	Review, analyze plan milestones re confirmation.
04/05/24	Anup Sathy, P.C.	0.80	Review, analyze valuation issues re plan.
04/05/24	Anup Sathy, P.C.	0.50	Review, analyze issues re plan releases.
04/05/24	Evan Swager	0.50	Telephone conference with Katten team re status, disclosure statement.
04/06/24	Francis Petrie	0.60	Telephone conference with Katten team re investigation timing.
04/08/24	Megan C. Feeney	0.80	Correspond with J. McLennan, E. Swager re disclosure statement reply (.3); research re same (.5).
04/08/24	Francis Petrie	0.20	Review, analyze materials re disclosure statement presentation.
04/08/24	Anup Sathy, P.C.	0.60	Review, analyze plan release issues.
04/08/24	Anup Sathy, P.C.	0.50	Review, analyze disclosure statement objections.
04/08/24	Anup Sathy, P.C.	0.70	Review, analyze disclosure statement revisions.
04/09/24	Matthew C. Fagen, P.C.	5.80	Review emergency motion to adjourn disclosure statement hearing (.6); correspond with F. Petrie, K&E team re response to same (2.0); correspond with F. Petrie, K&E team re disclosure statement and plan issues (2.5); telephone conference with Company, Alix, Centerview re same (.7).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

Thrasio Holdings, Inc.

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04/09/24	Megan C. Feeney	4.40	Correspond with E. Swager, K&E team, Katten, KCC re disclosure statement, replies, objections re same (1.3); review, revise disclosure statement order and exhibits (1.5); review, revise disclosure statement reply (.5); draft responses to UST re disclosure statement exhibits (.3); review, analyze committee adjournment motion (.3); correspond with E. Swager re same (.5).
04/09/24	Jamie McLennan	4.40	Review, revise disclosure statement reply (3.0); review, analyze precedent re same (1.4).
04/09/24	Francis Petrie	5.30	Telephone conference with GDC re administrative fee estimates (.4); review, analyze UCC objection to disclosure statement motion (.7); correspond with E. Swager, M. Fagen re same (1.4); review, revise draft reply re same (2.4); correspond with E. Swager re disclosure statement hearing logistics (.4).
04/09/24	Francis Petrie	0.90	Telephone conferences with A. Sathy, M. Fagen, Company re disclosure statement.
04/09/24	Anup Sathy, P.C.	0.80	Review, revise disclosure statement.
04/09/24	Anup Sathy, P.C.	0.70	Conference with M. Fagen, Company re UCC objections to disclosure statement.
04/09/24	Anup Sathy, P.C.	0.50	Review, analyze motion to adjourn disclosure statement.
04/09/24	Daniel Wachenfeld	0.70	Review, analyze precedent re solicitation and voting procedures (.4); correspond with M. Feeney, E. Swager re same (.3).
04/09/24	Matt Waldrep	0.20	Correspond with M. Young re plan amendments (.1); review, revise chapter 11 plan (.1).
04/09/24	Mary Catherine Young	5.40	Correspond with F. Petrie, K&E team re RSA milestones (.3); review, revise chapter 11 plan (.5); conference with E. Swager re motion to adjourn disclosure statement hearing (.7); draft objection re same (2.7); revise objection re same (1.2).
04/10/24	Matthew C. Fagen, P.C.	1.50	Correspond with F. Petrie re disclosure statement.

Legal Services for the Period Ending April 30, 2024

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1010190815

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/24	Megan C. Feeney	5.50	Review, analyze response to disclosure statement adjournment motion (.4); correspond with F. Petrie, K&E team, KCC re disclosure statement, confirmation timeline, disclosure statement reply, objections (2.1); review, analyze disclosure statement reply (.4); correspond with E. Swager, K&E team, UST re disclosure statement order, exhibits (.3); draft, revise disclosure statement, order, exhibits (2.3).
04/10/24	Josh Greenblatt, P.C.	2.20	Review, revise briefing re disclosure statement adjournment (1.4); conference with M. Fagen re disclosure statement adjournment hearing (.8).
04/10/24	Jamie McLennan	1.30	Review, analyze disclosure statement objections (1.0); correspond with M. Feeney and B. Nashelsky re same (.1); prepare for conference with E. Swager, B. Nashelsky and K&E team re same (.2).
04/10/24	Brendan Nashelsky	0.50	Office conferences with E. Swager, M. Feeney re disclosure statement reply (.2); review, analyze materials re same (.3).
04/10/24	Francis Petrie	6.10	Review, revise reply re disclosure statement adjournment (2.9); correspond with E. Swager re finalization and filing of same (1.6); correspond with M. Fagen, E. Swager re hearing preparation (1.6).
04/10/24	Anup Sathy, P.C.	1.10	Review, revise response to motion to adjourn disclosure statement hearing.
04/10/24	Anup Sathy, P.C.	1.20	Review, analyze plan issues re releases.
04/10/24	Evan Swager	2.20	Revise disclosure statement order (.7); correspond with M. Feeney re same (.5); telephone conference with C. McGushin, Katten team re investigation diligence (.4); correspond with F. Petrie, K&E team re same (.6).
04/10/24	Daniel Wachenfeld	0.50	Revise disclosure statement.
04/10/24	Mary Catherine Young	3.80	Correspond with F. Petrie, E. Swager, K&E team re objection re motion to adjourn (1.3); review, revise re same (2.5).
04/11/24	Matthew C. Fagen, P.C.	3.50	Correspond with F. Petrie, K&E team, advisors, GDC re disclosure statement, settlement offer, next steps.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/24	Megan C. Feeney	3.60	Correspond and telephone conference with E. Swager, K&E team re disclosure statement reply, Bristols 6 objection (.7); review, revise summary re disclosure statement objections (.3); review, analyze disclosure statement objections (.8); correspond with E. Swager, K&E team re same (.2); review, revise disclosure statement order, exhibits (1.1); correspond with UST re same (.2); correspond with C. McGushin K&E team, Katten, Alix, Cole Schotz re disclosure statement (.3).
04/11/24	Jamie McLennan	5.60	Conference with E. Swager, M. Feeney and K&E team re disclosure statement reply (.5); review, analyze precedent re same (1.5); review, revise same (3.5); telephone conference with B. Nashelsky re same (.1).
04/11/24	Brendan Nashelsky	1.60	Review, analyze disclosure statement objections (.6); telephone conferences with E. Swager, K&E team re disclosure statement reply (.8); correspond with J. McLennan re same (.2).
04/11/24	Francis Petrie	5.40	Telephone conference with E. Swager, K&E team re disclosure statement reply (.4); correspond with E. Swager, K&E team re same (.3); correspond with M. Feeney re revisions to disclosure statement order (.2); review same (.2); correspond with objecting parties re revise disclosure statement and objections (.4); review objections to disclosure statement (.6); office conference with M. Fagen re path forward (.8); correspond with K&E team re draft objections, disclosure statement content (1.3); draft and revise settlement letter (1.2).
04/11/24	Anup Sathy, P.C.	0.50	Review, analyze valuation issues re plan confirmation.
04/11/24	Anup Sathy, P.C.	0.40	Review, analyze claims issues re plan treatment.
04/11/24	Anup Sathy, P.C.	0.90	Review, analyze updated disclosure statement.
04/11/24	Anup Sathy, P.C.	0.80	Review, analyze release issues re plan.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

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Matter Number:

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/24	Evan Swager	3.90	Review, analyze disclosure statement objections (3.1); review, analyze issues re same (.5); conference with M. Feeney, K&E team re disclosure statement reply (.3).
04/11/24	Daniel Wachenfeld	1.00	Review, revise disclosure statement order and exhibits.
04/11/24	Matt Waldrep	0.20	Review, analyze disclosure statement objections.
04/12/24	Matthew C. Fagen, P.C.	2.40	Correspond with F. Petrie, K&E team, Katten, Alix re disclosure statement, next steps.
04/12/24	Megan C. Feeney	4.80	Telephone conferences with E. Swager, K&E team, Katten, KCC, AlixPartners re disclosure statement, disclosure statement reply, disclosure statement objections, hearing (1.0); correspond with E. Swager, K&E team, Katten, KCC, AlixPartners re same (.8); revise disclosure statement (1.0); research re disclosure statement objections (1.3); correspond with U.S. Trustee re disclosure statement order, exhibits (.2); review, revise re same (.5).
04/12/24	Jamie McLennan	6.70	Draft and revise disclosure statement reply (1.0); review, analyze disclosure statement objections (2.0); draft responses re same (3.6); correspond with E. Swager and B. Nashelsky re same (.1).
04/12/24	Brendan Nashelsky	6.50	Review, revise disclosure statement reply (4.3); telephone conference with E. Swager, K&E team, AlixPartners, Centerview re same (.5); correspond with E. Swager, J. McLennan re same (.4); review, analyze objections re disclosure statement (1.3).
04/12/24	Francis Petrie	2.30	Telephone conference with Alix team re disclosure statement assumptions (.5); telephone conference with Company re objections and disclosure statement (.5); correspond with E. Swager re finalizing amended disclosure statement (.9); correspond with M. Fagen re amended disclosure statement and timing (.4).
04/12/24	Anup Sathy, P.C.	0.80	Review, analyze revised disclosure statement.
04/12/24	Anup Sathy, P.C.	0.90	Review, analyze plan issues re releases.
04/12/24	Anup Sathy, P.C.	0.60	Review, analyze plan settlement strategies.

Legal Services for the Period Ending April 30, 2024

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1010190815

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Matter Number:

55160-18

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/12/24	Evan Swager	4.00	Review, revise disclosure statement reply (1.0); correspond with B. Nashelsky re same (.2); review, revise disclosure statement (1.5); telephone conference with F. Petrie, AlixPartners team re same (.9); telephone conference with PwC, Katten re same (.4).
04/12/24	Mary Catherine Young	0.40	Correspond with E. Swager, K&E team, Gibson team re plan supplement documents.
04/13/24	Megan C. Feeney	2.30	Review, revise disclosure statement reply (1.0); correspond with J. McLennan, K&E team re disclosure statement reply, amended disclosure statement (.3); revise disclosure statement (.5); review, analyze precedent re same (.5).
04/13/24	Jamie McLennan	2.60	Review, revise disclosure statement reply (1.0); correspond with B. Nashelsky re same (.1); review, analyze precedent re disclosure statement issue (1.0); correspond with B. Nashelsky and M. Feeney re same (.5).
04/13/24	Brendan Nashelsky	3.40	Review, revise disclosure statement reply (2.9); research re same (.3); correspond with M. Feeney, J. McLennan re same (.2).
04/13/24	Anup Sathy, P.C.	0.70	Review, analyze disclosure statement revisions.
04/13/24	Evan Swager	2.30	Review, revise disclosure statement reply (1.7); correspond with J. McLellan, K&E team re same (.6).
04/14/24	Matthew C. Fagen, P.C.	2.00	Correspond with F. Petrie, Katten re investigation, disclosure statement, next steps.
04/14/24	Megan C. Feeney	1.80	Review, revise disclosure statement reply (.7); correspond with J. McLennan, K&E team re disclosure statement reply, amended disclosure statement (.2); revise disclosure statement (.6); review, analyze precedent re same (.3).
04/14/24	Brendan Nashelsky	2.40	Review, revise disclosure statement reply (2.2); correspond with E. Swager, K&E team re same (.2).
04/14/24	Francis Petrie	2.80	Review, revise reply to disclosure statement objection.
04/14/24	Anup Sathy, P.C.	0.70	Review, analyze updated disclosure statement.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/14/24	Evan Swager	2.10	Review, revise disclosure statement reply (.7); correspond with F. Petrie, K&E team re same (.3); review, revise disclosure statement (1.1).
04/15/24	Tiffani Chanroo	1.10	Review, revise disclosure statement exhibits (.9); correspond with M. Feeney re same (.2).
04/15/24	Matthew C. Fagen, P.C.	5.30	Review, revise disclosure statement and disclosure statement objection reply (2.5); correspond with F. Petrie, GDC re same (2.8).
04/15/24	Megan C. Feeney	6.10	Correspond with E. Swager, K&E team, Cole Schotz, UST re disclosure statement, disclosure statement order and exhibits, disclosure statement objection reply (2.1); review, revise re same (4.0).
04/15/24	Jamie McLennan	3.30	Research disclosure statement precedent re U.S. Trustee objection (3.0); correspond with E. Swager and M. Feeney re same (.3).
04/15/24	Humza Moinuddin	0.60	Review, revise disclosure statement order and exhibits (.5); correspond with M. Feeney re same (.1).
04/15/24	Brendan Nashelsky	2.50	Review, revise disclosure statement reply (2.1); correspond with E. Swager, K&E team re same (.4).
04/15/24	Francis Petrie	5.80	Review, revise disclosure statement re filing version (2.2); review, revise disclosure statement reply (1.5); correspond with M. Fagen, GDC team re disclosure statement reply, amended disclosure statement (.8); telephone conference with GDC team re disclosure statement (.3); correspond with Alix team re plan recoveries and claims (.4); review, analyze insert re disclosure statement (.6).
04/15/24	Anup Sathy, P.C.	1.10	Analyze plan release issues and investigation issues.
04/15/24	Anup Sathy, P.C.	0.90	Review, revise disclosure statement and related documents.
04/15/24	Anup Sathy, P.C.	0.60	Conference with F. Petrie, K&E team re disclosure statement hearing strategies and evidentiary record.

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04/15/24	Evan Swager	9.30	Correspond with M. Feeney, K&E team re disclosure statement (1.4); review, revise same (3.6); review, analyze comments re same (.7); correspond with objecting parties re disclosure statement objections (.6); review, revise disclosure statement reply (2.0); telephone conferences with M. Fagen, K&E team re investigation status (1.0).
04/15/24	Mary Catherine Young	0.90	Review, revise amended plan (.3); correspond with E. Swager re same (.2); review, analyze issues re same (.4).
04/16/24	Tiffani Chanroo	1.40	Correspond with KCC team re solicitation (.8); review, analyze issues re same (.6).
04/16/24	Trevor Eck	4.00	Draft presentation re disclosure statement hearing (3.2); review, analyze disclosure statement re same (.4); review, analyze disclosure statement reply (.4).
04/16/24	Matthew C. Fagen, P.C.	4.80	Correspond with GDC, Company, F. Petrie, K&E team, Katten re disclosure statement hearing prep, investigation, next steps.
04/16/24	Megan C. Feeney	7.60	Review, revise disclosure statement, notice of same (1.6); prepare disclosure statement for filing (.4); correspond with E. Swager, K&E team, Cole Schotz re same (.3); review, revise agenda for disclosure statement hearing (.4); telephone conference with Cole Schotz, F. Petrie, K&E team re same (.6); correspond with F. Petrie, K&E team, Centerview, KCC, Alix re solicitation (.3); telephone conferences with KCC re same (.6); correspond and telephone conference with T. Zomo re disclosure statement hearing preparation (.3); review, revise disclosure statement order, exhibits (1.8); conference with M. Young re revised plan (.2); conference with E. Swager, K&E team re disclosure statement hearing, solicitation (.7); telephone conference with contract counterparty, E. Swager re disclosure statement objection (.4).
04/16/24	Jamie McLennan	0.50	Conference with E. Swager, M. Feeney and objecting party re disclosure statement objections.
04/16/24	Brendan Nashelsky	0.90	Draft presentation re disclosure statement reply.

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04/16/24	Francis Petrie	2.40	Telephone conference with Company and advisor group re Committee issues (.5); review, analyze revised disclosure statement (.7); prepare same re filing (.3); correspond with GDC team re disclosure statement language re settlement (.2); correspond and conference with E. Swager re open issues, hearing re disclosure statement (.7).
04/16/24	Anup Sathy, P.C.	0.50	Correspond with M. Fagen, K&E team re case timeline and plan strategies.
04/16/24	Anup Sathy, P.C.	0.90	Review, analyze potential plan objections and responses.
04/16/24	Anup Sathy, P.C.	1.20	Review, revise updated disclosure statement.
04/16/24	Evan Swager	7.90	Review, revise disclosure statement; (.7); prepare disclosure statement for filing (1.0); correspond with GDC team, MoFo teams re same (.6); review, revise plan (1.1); correspond with F. Petrie, Centerview team re deficiency claim analysis (.6); correspond with Company, F. Petrie, K&E team re disclosure statement objecting parties (1.6); correspond with M. Feeney, K&E team re disclosure statement hearing prep (2.0); telephone conference with objecting party re disclosure statement objection (.3).
04/16/24	Daniel Wachenfeld	0.30	Review, analyze considerations re general unsecured claims voting class.
04/16/24	Daniel Wachenfeld	3.00	Review, revise disclosure statement order exhibits.
04/16/24	Matt Waldrep	1.60	Correspond with KCC, M. Feeney, K&E team re solicitation (.4); review, revise chapter 11 plan (1.2).
04/16/24	Mary Catherine Young	1.30	Correspond with E. Swager, K&E team re RSA considerations (.5); review, revise amended plan (.4); correspond with M. Waldrep re same (.4).
04/17/24	Trevor Eck	1.40	Telephone conference with C. McGushin, K&E team, Centerview re disclosure statement hearing preparation (.5); telephone conference with Alix, C. McGushin, K&E team re same (.5); review, revise disclosure statement (.4).

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04/17/24	Matthew C. Fagen, P.C.	7.40	Prepare for Disclosure Statement hearing (3.0); correspond with Katten re same (2.0); correspond with F. Petrie, AlixPartners re same (1.0); review, analyze supplemental objection and disclosure statement insert and suggest revisions (1.4).
04/17/24	Megan C. Feeney	16.00	Correspond with KCC, Alix, Centerview re solicitation (1.0); office conferences with E. Swager, K&E team re same (1.0); correspond and conference with E. Swager, K&E team, Cole Schotz, Alix, GDC, MoFo re disclosure statement, disclosure statement order and exhibits, revised plan, disclosure statement hearing (2.5); review, revise disclosure statement, disclosure statement order, exhibits (4); further revise re same (3.5); draft, revise disclosure statement hearing agenda (.2); prepare for disclosure statement hearing (2.3); correspond with E. Swager, K&E team re same (1.5).
04/17/24	Brendan Nashelsky	2.50	Review, revise disclosure statement motion exhibits.
04/17/24	Francis Petrie	5.30	Telephone conferences with Katten team re disclosure statement hearing (1.2); review, revise disclosure statement and solicitation materials (2.3); telephone conference with Company re disclosure statement hearing preparation (1.0); correspond with M. Fagen, Alix team re solicitation status (.8).
04/17/24	Anup Sathy, P.C.	1.20	Review, analyze updated disclosure statement.
04/17/24	Anup Sathy, P.C.	0.80	Review, analyze objections to disclosure statement.
04/17/24	Evan Swager	11.20	Telephone conferences with C. McGushin, K&E team, witnesses re witness prep (2.2); telephone conferences with GDC, MoFo, Company, K&E teams, F. Petrie re disclosure statement hearing, objections, open issues, solicitation considerations (3.1); correspond with GDC, F. Petrie re solicitation (.6); review, analyze UCC insert to disclosure statement (1.1); revise disclosure statement re same (1.5); revise disclosure statement presentation (2.7).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/17/24	Daniel Wachenfeld	0.60	Conference with E. Swager, K&E team, Centerview and AlixPartners re solicitation (.6).
04/17/24	Daniel Wachenfeld	4.30	Review, revise disclosure statement order exhibits.
04/17/24	Matt Waldrep	0.90	Conference with Alix team, KCC team, E. Swager, K&E team re solicitation (.5); review UCC comments to disclosure statement (.4).
04/17/24	Mary Catherine Young	5.30	Research re severance issue re chapter 11 plan considerations (1.0); correspond with E. Swager re same (.3); review, analyze issues re amended chapter 11 plan (1.0); correspond with E. Swager, M. Feeney re same (.5); review, revise amended plan (1.3); correspond with E. Swager, M. Feeney re same (1.2).
04/17/24	Tanzila Zomo	4.50	Prepare materials for disclosure statement hearing.
04/18/24	Trevor Eck	0.30	Review, revise presentation re disclosure statement hearing.
04/18/24	Matthew C. Fagen, P.C.	5.90	Prepare for disclosure statement hearing (3.5); participate in same (1.4); correspond with A. Sathy, E. Swager, Company re same (1.0).
04/18/24	Megan C. Feeney	4.30	Revise disclosure statement, disclosure statement order, exhibits (2.6); correspond with E. Swager, KCC, CS, GDC, MoFo, Centerview re same disclosure statement order, exhibits, solicitation (1.4); prepare disclosure statement, plan, disclosure statement order for filing (.3).
04/18/24	Drew Maliniak	0.30	Correspond with W. Williams re plan supplement governance documents.
04/18/24	Brendan Nashelsky	1.70	Review, revise disclosure statement order.
04/18/24	Francis Petrie	6.80	Review, revise materials re disclosure statement (2.8); review, revise incremental and filing drafts of same (1.2); review, revise solicitation versions of plan and disclosure statement (.9); correspond with MoFo, GDC re same (1.5); review, analyze Committee limited objection re same (.4).
04/18/24	Anup Sathy, P.C.	0.90	Review, analyze committee edits to disclosure statement.
04/18/24	Anup Sathy, P.C.	1.40	Review, analyze revised disclosure statement.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/18/24	Anup Sathy, P.C.	0.40	Conference with M. Fagen re disclosure statement hearing strategies.
04/18/24	Anup Sathy, P.C.	0.60	Review updated solicitation materials.
04/18/24	Evan Swager	5.80	Conference with M. Fagen, Company, K&E team re preparation for same (1.0); revise solicitation materials, disclosure statement (2.8); correspond with M. Feeney, K&E team re same (.5); revise disclosure statement hearing presentation (.8); revise plan (.7).
04/18/24	Daniel Wachenfeld	2.00	Revise disclosure statement order exhibits.
04/18/24	Mary Catherine Young	1.50	Review, analyze UCC disclosure statement objection (.3); correspond with E. Swager re same (.2); review, revise amended plan (.5); conference with M. Feeney, E. Swager re same (.5).
04/19/24	Matthew C. Fagen, P.C.	4.00	Correspond with F. Petrie, K&E team, Company re confirmation workstreams, board call.
04/19/24	Francis Petrie	0.90	Correspond with M. Fagen, E. Swager re status, next steps.
04/19/24	Anup Sathy, P.C.	1.10	Review, analyze plan release issues.
04/19/24	Anup Sathy, P.C.	0.80	Review, analyze potential plan objections and responses.
04/19/24	Anup Sathy, P.C.	0.50	Conferences with lender advisors re plan issues.
04/19/24	Evan Swager	1.30	Correspond with F. Petrie, K&E, KCC teams re solicitation.
04/20/24	Megan C. Feeney	1.20	Correspond with KCC re solicitation (.7); correspond with E. Swager, K&E team re same (.2); research re indemnification claims, solicitation re same (.3).
04/20/24	Anup Sathy, P.C.	0.90	Review, analyze release issues re plan.
04/20/24	Evan Swager	0.30	Correspond with M. Feeney, K&E team re solicitation.
04/21/24	Francis Petrie	0.80	Correspond with Centerview team re claims analysis (.3); revise planning materials re confirmation (.5).
04/22/24	Trevor Eck	1.10	Correspond with E. Swager, K&E team re confirmation issues (.4); review, analyze precedent re same (.5); correspond with Alix re confirmation order issue (.2).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/22/24	Trevor Eck	1.10	Telephone conference with E. Swager, K&E team re deal status, next steps (.5); review, revise summary re same (.3); draft confirmation materials re same (.3).
04/22/24	Matthew C. Fagen, P.C.	2.40	Correspond with F. Petrie, K&E team re next steps to confirmation.
04/22/24	Megan C. Feeney	2.40	Correspond and telephone conferences with KCC, E. Swager, K&E team re solicitation (.4); revise ballots re same (.4); correspond with E. Swager, K&E team re confirmation issues, declarations, objections (.5); correspond with M. Waldrep re confirmation objections (.2); correspond with E. Swager, M. Young re confirmation brief, order (.2); research re confirmation brief, order (.7).
04/22/24	Jamie McLennan	2.30	Review, analyze confirmation research re consolidation and liens (2.2); correspond with B. Nashelsky re same (.1).
04/22/24	Brendan Nashelsky	0.10	Telephone conference with J. McLennan re confirmation research.
04/22/24	Francis Petrie	3.10	Correspond with M. Feeney re solicitation and balloting process (.6); review, analyze precedent and materials re confirmation disputes (1.8); correspond with E. Swager re confirmation next steps (.7).
04/22/24	Anup Sathy, P.C.	1.20	Review, analyze confirmation record re potential plan objections.
04/22/24	Anup Sathy, P.C.	0.90	Review, analyze plan release diligence and related matters.
04/22/24	Evan Swager	1.20	Correspond with M. Young, K&E team re confirmation issues, potential objections (.8); correspond with F. Petrie re scheduling hearing, objection scheduling (.4).
04/22/24	Matt Waldrep	4.40	Review, analyze confirmation issues (1.1); research re confirmation issues (2.8); correspond with M. Young, K&E team re confirmation issues (.5).
04/23/24	Anthony Abate	1.00	Conference with F. Petrie, K&E team re confirmation strategy.
04/23/24	Trevor Eck	1.00	Conference with F. Petrie, K&E team re confirmation strategy.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/24	Matthew C. Fagen, P.C.	1.50	Conference with F. Petrie, K&E team re confirmation strategy (1.0); prepare for same (.5).
04/23/24	Megan C. Feeney	3.80	Conference with F. Petrie, K&E team re confirmation strategy (1.0); correspond with S. Golden, NYT publisher re publication notice (.3); review, revise same (.4); correspond and telephone conferences with Cole Schotz, E. Swager re confirmation issues, notice of adjournment (.6); review, revise notice of adjournment (.3); review, analyze precedent confirmation order (.8); research re same (.4).
04/23/24	Susan D. Golden	0.30	Review disclosure statement order re publication deadline (.2); correspond with M. Feeney re same (.1).
04/23/24	Jamie McLennan	3.30	Research confirmation issues re substantive consolidation and lien priority (3.0); correspond with B. Nashelsky, E. Swager re same (.3).
04/23/24	Jamie McLennan	1.00	Conference with F. Petrie, K&E team re confirmation strategy.
04/23/24	Humza Moinuddin	1.00	Conference with F. Petrie, E. Swager, K&E team re confirmation preparation.
04/23/24	Francis Petrie	2.70	Conference with E. Swager, K&E team re confirmation strategy session (1.0); office conferences with E. Swager re confirmation issues and documents (1.7).
04/23/24	Anup Sathy, P.C.	1.40	Review, analyze release issues re plan confirmation.
04/23/24	Anup Sathy, P.C.	1.20	Review, analyze responses to confirmation objections.
04/23/24	Evan Swager	1.70	Conferences with F. Petrie, K&E team re confirmation workstreams, strategy.
04/23/24	Daniel Wachenfeld	1.70	Conference with F. Petrie, K&E team re next steps re confirmation (1.0); review publication version of confirmation notice (.7).
04/23/24	Matt Waldrep	1.00	Conference with E. Swager, K&E team re confirmation issues.
04/24/24	Keegan A. Bobholz	0.90	Review, analyze plan supplement proposal.
04/24/24	Matthew C. Fagen, P.C.	3.00	Correspond with F. Petrie, K&E team re confirmation discovery and strategy.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/24	Megan C. Feeney	0.30	Correspond and telephone conference with KCC re solicitation.
04/24/24	Jamie McLennan	2.20	Research confirmation issues re consolidation and lien priority.
04/24/24	Brendan Nashelsky	2.70	Research re confirmation considerations (2.3); office conference with E. Swager re same (.1); correspond with J. McLennan re same (.3).
04/24/24	Francis Petrie	0.90	Correspond with K&E team, Centerview team and arrange Katten meeting (.3); review, analyze DIP order re plan treatment and related issues (.4); correspond with E. Swager re confirmation preparation (.2).
04/24/24	Anup Sathy, P.C.	0.60	Review, analyze confirmation evidentiary issues.
04/24/24	Anup Sathy, P.C.	0.80	Review, analyze plan confirmation strategies.
04/24/24	Matt Waldrep	0.30	Prepare for conference with Katten team, Centerview team re confirmation.
04/25/24	Anthony Abate	0.30	Research re classification of claims.
04/25/24	Keegan A. Bobholz	0.70	Review, analyze plan supplement.
04/25/24	Trevor Eck	2.30	Review, revise workstream summary re confirmation (1.2); correspond with M. Feeney, K&E team re same (.4); review, analyze precedent re confirmation declarations (.7).
04/25/24	Matthew C. Fagen, P.C.	5.40	Conference with Katten and Centerview re plan issues (2.5); telephone conference with MoFo re same (.8); prepare for same (1.5); telephone conference with GDC re same (.6).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

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Matter Number:

55160-18

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/24	Megan C. Feeney	5.80	Correspond and telephone conference with E. Swager, K&E team, GDC re confirmation (.5); conference with Centerview, Katten, M. Fagen, K&E team re investigation (1.3); correspond and telephone conference with MoFo, E. Swager, K&E team re case status (.5); conference with F. Petrie, K&E team re confirmation issues (.8); correspond with Alix, KCC, E. Swager, K&E team re solicitation issues, claim amounts for ballot purposes (.3); correspond with E. Swager, K&E team re confirmation brief, order (.3); research re classification issues, precedent orders and briefs (1.2); correspond with E. Swager, K&E team re same (.2); review, revise publication notice affidavit (.2); correspond with S. Golden, publisher re same (.2); correspond with J. McLennan re confirmation order (.3).
04/25/24	Drew Maliniak	0.40	Telephone conference with E. Swager, K&E team re plan supplement.
04/25/24	Brendan Nashelsky	0.40	Review, analyze research re confirmation (.3); conference with J. McLennan re confirmation research (.1).
04/25/24	Francis Petrie	3.70	Office conference with Centerview and Katten teams re claims sizing (1.5); telephone conference with GDC re plan provisions (.5); office conferences with E. Swager, K&E team re plan and confirmation work streams (.6); office conference with E. Swager re claims analysis (.5); review, analyze correspondence re plan research (.6).
04/25/24	Anup Sathy, P.C.	1.20	Review, analyze plan release diligence and related investigation matters.
04/25/24	Anup Sathy, P.C.	0.90	Review, analyze confirmation strategies.
04/25/24	Luke Spangler	2.10	Correspond with M. Feeney, K&E team re drafting confirmation pleadings (.2); compile precedent re same (.1); draft same (1.7); distribute same to M. Feeney (.1).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/24	Evan Swager	4.60	Conference with F. Petrie re investigation (.4); conferences with M. Fagen, Katten, GDC re same (1.5); telephone conference with AlixPartners re diligence re investigation (.4); correspond with C. McGushin, K&E team re same, discovery (.8); telephone conference with GDC team re plan supplement (.4); telephone conference with MoFo team re confirmation (.4); research re confirmation issues (.7).
04/25/24	Matt Waldrep	2.20	Conference with Katten, Centerview, E. Swager, K&E team re confirmation issues (1.3); conference with Gibson, E. Swager, K&E team re confirmation issues (.7); correspond with E. Swager, K&E team re confirmation issues (.2).
04/25/24	Wayne E. Williams	0.20	Telephone conference with E. Swager and GDC re plan supplement.
04/25/24	Wayne E. Williams	1.00	Review, analyze considerations re plan equity issuance (.6); correspond with D. Maliniak and F. Petrie re same (.2); telephone conference with E. Swager, GDC re plan supplement issues (.2).
04/25/24	Mary Catherine Young	3.00	Conference with Katten, F. Petrie, K&E team, Centerview team re GUC litigation (1.0); conference with M. Feeney, F. Petrie, E. Swager re confirmation issues (1.5); conference with Gibson team re plan supplement (.5).
04/26/24	Keegan A. Bobholz	0.40	Review, analyze plan supplement proposal.
04/26/24	Trevor Eck	1.00	Telephone conference with M. Feeney, K&E team re confirmation (.5); review, revise summary re same (.5).
04/26/24	Matthew C. Fagen, P.C.	2.80	Correspond with F. Petrie, K&E team re plan strategy (.8); correspond with F. Petrie, K&E team re UCC meeting (1.0); review, analyze plan strategy (1.0).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/24	Megan C. Feeney	5.50	Telephone conference with T. Eck, K&E team re confirmation workstreams, updates (.5); review, revise summary re same (.3); correspond and telephone conference with J. McLennan re confirmation order (.4); review, revise re same (2.3); research re same (1.4); correspond with KCC re solicitation, ballot issues (.4); correspond with Cole Schotz re publication notice affidavit (.2).
04/26/24	Jamie McLennan	6.30	Review, revise confirmation order (3.9); correspond with M. Feeney re same (.3); review, analyze plan re confirmation language (2.1).
04/26/24	Brendan Nashelsky	0.70	Telephone conference with T. Eck, K&E team re confirmation workstreams (.5); review, analyze work in process summary re same (.2).
04/26/24	Anup Sathy, P.C.	1.20	Review, analyze potential plan objections and strategies.
04/26/24	Anup Sathy, P.C.	1.30	Review, analyze potential claims re plan releases.
04/26/24	Anup Sathy, P.C.	0.30	Correspond with E. Swager, K&E team re solicitation.
04/26/24	Evan Swager	5.00	Telephone conferences with counterparties re confirmation objections (.7); telephone conferences with F. Petrie, K&E team re investigation status (1.1); correspond with M. Young, K&E team re confirmation objections, discovery (2.6); review, analyze issues re same (.6).
04/26/24	Matt Waldrep	1.80	Review, revise confirmation brief (1.3); research re confirmation brief (.5).
04/26/24	Mary Catherine Young	3.20	Review, revise summary re confirmation issues, documents (.2); review, analyze confirmation brief (.9); conference with T. Eck, K&E team re confirmation issues (.5); review, analyze considerations re same (1.3); review, analyze plan supplement issues (.3).
04/27/24	Anup Sathy, P.C.	0.90	Review, analyze release diligence re plan.
04/27/24	Anup Sathy, P.C.	0.70	Review, analyze potential confirmation objections and responses.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190815

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Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/24	Matt Waldrep	0.30	Correspond with M. Young re confirmation brief (.2); review, analyze confirmation brief issues (.1).
04/28/24	Trevor Eck	0.70	Review, analyze summary re confirmation workstreams (.3); review, analyze issues re confirmation declarations (.4).
04/28/24	Megan C. Feeney	0.50	Correspond with MoFo re investigation (.3); correspond with counterparty counsel re confirmation issues (.2).
04/28/24	Anup Sathy, P.C.	1.40	Review, analyze plan release issues.
04/28/24	Matt Waldrep	6.10	Research re confirmation brief (3.0); review, revise confirmation brief (3.1).
04/28/24	Mary Catherine Young	1.20	Research re confirmation brief (.8); review, analyze confirmation objections (.4).
04/29/24	Anthony Abate	2.80	Draft, revise confirmation declaration re liquidation analysis and financial projections (1.2); review; analyze precedent re same (.8); draft, revise declaration in support of voting report (.8).
04/29/24	Trevor Eck	1.20	Review, revise declarations in support of confirmation.
04/29/24	Matthew C. Fagen, P.C.	3.40	Telephone conference with GDC re confirmation and plan settlement strategy (.5); correspond with GDC re same (.4); review, analyze plan issues (1.5); correspond with Katten re investigation status (1.0).
04/29/24	Megan C. Feeney	1.50	Correspond with Katten, M. Fagen, K&E team re investigation (.5); correspond with Cole Schotz, KCC re publication notice (.1); prepare same for filing (.1); correspond with M. Waldrep, K&E team, Alix re preference analysis (.2); correspond with E. Swager, KCC re voting report (.2); review, revise confirmation workstreams summary (.2); correspond with Bristols 6 parties, E. Swager, K&E team re plan objection (.2).
04/29/24	Jamie McLennan	4.10	Review, draft memorandum re lien priority (3.9); correspond with B. Nashelsky and E. Swager re same (.2).
04/29/24	Anup Sathy, P.C.	0.90	Review analyze potential confirmation objections.
04/29/24	Anup Sathy, P.C.	0.80	Review, analyze potential claims re plan release issues.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

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55160-18

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/24	Anup Sathy, P.C.	0.70	Conferences with M. Fagen, K&E team re release issues.
04/29/24	Luke Spangler	0.60	Research and compile precedent re confirmation declarations.
04/29/24	Evan Swager	3.20	Telephone conferences with MoFo, Katten teams re investigation, discovery (1.2); correspond with T. Eck, KCC re solicitation (.5); review research re confirmation objections (.5); correspond with J. McClennan, K&E team re same (.6); correspond with objecting parties re plan objection status (.4).
04/29/24	Daniel Wachenfeld	3.80	Draft declaration in support of confirmation.
04/29/24	Matt Waldrep	1.20	Review, revise confirmation brief (.9); correspond with M. Young, K&E team re confirmation brief (.3).
04/29/24	Mary Catherine Young	3.10	Correspond with E. Swager, K&E team re Texas comptroller plan issue (.2); draft, revise confirmation brief (1.0); review, revise re same (1.9).
04/30/24	Anthony Abate	2.70	Draft, revise confirmation declaration re liquidation analysis and financial projections (2.1); review; analyze precedent re same (.6).
04/30/24	Trevor Eck	4.90	Review, revise voting declaration (.8); review, revise banker declaration in support of confirmation (2.1); review, analyze precedent re same (.7); correspond with A. Abate, K&E team re same (.5); conference with E. Swager, K&E team re confirmation strategy (.6); telephone conference with M. Young, K&E team, GDC re plan supplement (.2).
04/30/24	Matthew C. Fagen, P.C.	3.00	Telephone conference with Katten and Centerview re plan issues (1.0), review analyze same (.8); review, analyze plan issues (1.2).
04/30/24	Megan C. Feeney	1.80	Telephone conferences with E. Swager, K&E team re GUC litigation (1.0); correspond with ESR, KCC re ballot, solicitation issues, voting report (.4); telephone conferences with KCC re same (.2); correspond with M. Waldrep, K&E team, Alix re preference analysis (.2).

Legal Services for the Period Ending April 30, 2024

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Matter Number:

55160-18

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/30/24	Jamie McLennan	4.70	Conference with E. Swager, B. Nashelsky, M. Young re confirmation objections (1.0); review, research fraudulent transfers (1.7); draft memorandum re same (2.0).
04/30/24	Humza Moinuddin	1.40	Draft, revise notice of filing of plan supplement (1.2); review, revise summary re plan supplement exhibits (.1); conference with M. Young re same (.1).
04/30/24	Brendan Nashelsky	1.70	Office conference with E. Swager, K&E team re confirmation (.9); review, analyze objections re confirmation (.8).
04/30/24	Francis Petrie	1.60	Telephone conference with Katten team re GUC litigation (1.0); correspond with E. Swager re confirmation issues (.6).
04/30/24	Anup Sathy, P.C.	1.20	Review, analyze potential plan objections re releases.
04/30/24	Anup Sathy, P.C.	0.60	Review, analyze plan evidentiary matters re confirmation.
04/30/24	Anup Sathy, P.C.	1.10	Review, analyze plan release diligence.
04/30/24	Evan Swager	3.50	Attend Katten interview of Company parties (1.5); conference with M. Young, K&E team re confirmation objections (.8); telephone conference with M. Fagen, K&E, Katten team re investigation (.8); correspond with counterparty re APA release (.4).
04/30/24	Daniel Wachenfeld	4.90	Draft company declaration in support of plan confirmation (3.1); draft independent director declaration in support of plan confirmation (1.8).
04/30/24	Matt Waldrep	1.10	Correspond with E. Swager, K&E team re confirmation issues (.4); conference with Katten team, Centerview team, E. Swager, K&E team re confirmation (.7).
04/30/24	Wayne E. Williams	0.20	Telephone conference with E. Swager, GDC team re plan supplement issues.

Legal Services for the Period Ending April 30, 2024

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1010190815

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Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/30/24	Mary Catherine Young	6.40	Review, revise confirmation brief (3.1); correspond with E. Swager re confirmation issues (.5); conference with F. Petrie, E. Swager re same (.5); conference with J. McLennan, K&E team re same (.8); conference with Gibson team re plan supplement (.5); conference with H. Moinuddin re same (.2); conference with Katten, Centerview team re GUC litigation (.8).
Total		547.40	

Document Page 420 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190816
Client Matter: 55160-19

In the Matter of K&E Retention and Fee Matters

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 97,588.50

Total legal services rendered

\$ 97,588.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190816

Thrasio Holdings, Inc.

Matter Number:

55160-19

K&E Retention and Fee Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	5.50	815.00	4,482.50
Tiffani Chanroo	10.70	1,265.00	13,535.50
Trevor Eck	22.60	975.00	22,035.00
Megan C. Feeney	3.90	975.00	3,802.50
Susan D. Golden	1.50	1,600.00	2,400.00
Chad J. Husnick, P.C.	0.80	2,305.00	1,844.00
Jamie McLennan	9.30	815.00	7,579.50
Humza Moinuddin	11.10	815.00	9,046.50
Brendan Nashelsky	5.20	975.00	5,070.00
Francis Petrie	1.40	1,595.00	2,233.00
Anup Sathy, P.C.	0.40	2,305.00	922.00
Charlie Steinmetz	7.10	815.00	5,786.50
Evan Swager	4.50	1,345.00	6,052.50
Daniel Wachenfeld	4.10	815.00	3,341.50
Matt Waldrep	7.00	975.00	6,825.00
Mary Catherine Young	2.70	975.00	2,632.50
TOTALS	97.80		\$ 97,588.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Trevor Eck	3.50	Review, revise K&E retention application (2.3); review, analyze schedules re same (.8); prepare same re filing (.4).
04/01/24	Chad J. Husnick, P.C.	0.50	Review and revise K&E retention application.
04/01/24	Francis Petrie	0.30	Correspond with T. Eck re final K&E retention application.
04/04/24	Anthony Abate	0.50	Telephone conference with E. Swager, K&E team re retention application.
04/04/24	Tiffani Chanroo	0.50	Telephone conference with E. Swager, K&E team re retention application.
04/04/24	Trevor Eck	2.40	Telephone conference with E. Swager, K&E team re retention application (.5); review, analyze same re privilege, confidentiality considerations (.6); draft summary re same (.8); correspond with E. Swager, K&E team re same (.5).
04/04/24	Jamie McLennan	0.50	Telephone conference with E. Swager, K&E team re retention application.
04/04/24	Humza Moinuddin	0.50	Telephone conference with E. Swager, K&E team re retention application.
04/04/24	Brendan Nashelsky	0.40	Telephone conference with E. Swager, K&E team re retention application.
04/04/24	Anup Sathy, P.C.	0.40	Review, analyze K&E retention application issues.
04/04/24	Charlie Steinmetz	0.50	Telephone conference with E. Swager, K&E team re retention application.
04/04/24	Daniel Wachenfeld	0.40	Telephone conference with E. Swager and K&E team re retention application.
04/04/24	Matt Waldrep	0.40	Telephone conference with E. Swager, K&E team re retention application.
04/04/24	Mary Catherine Young	0.50	Conference with T. Eck, K&E team re K&E retention considerations.
04/05/24	Anthony Abate	3.80	Review, revise K&E invoice for privilege, confidentiality.
04/05/24	Humza Moinuddin	3.00	Review, revise K&E invoice for privilege, confidentiality.
04/05/24	Daniel Wachenfeld	0.80	Review, revise K&E invoices for privilege, confidentiality.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190816

Thrasio Holdings, Inc.

Matter Number:

55160-19

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/24	Matt Waldrep	2.40	Review, revise K&E invoice for privilege, confidentiality.
04/06/24	Jamie McLennan	4.30	Review, revise K&E invoice for privilege, confidentiality.
04/06/24	Humza Moinuddin	2.00	Review, revise K&E invoice for privilege, confidentiality.
04/07/24	Humza Moinuddin	1.10	Review, revise K&E invoice for privilege, confidentiality.
04/07/24	Charlie Steinmetz	0.70	Review, revise K&E invoice for privilege, confidentiality.
04/07/24	Matt Waldrep	1.70	Review, revise K&E invoice for privilege, confidentiality.
04/08/24	Anthony Abate	1.20	Review, revise K&E invoice for privilege, confidentiality.
04/08/24	Trevor Eck	0.30	Correspond with F. Petrie, K&E team re MoFo's K&E retention questions.
04/08/24	Jamie McLennan	4.50	Review, revise K&E invoice for privilege, confidentiality.
04/08/24	Humza Moinuddin	4.50	Review, revise K&E invoice for privilege, confidentiality.
04/08/24	Francis Petrie	0.20	Correspond with T. Eck, T. Chanroo re retention language.
04/08/24	Charlie Steinmetz	5.20	Review, revise K&E invoice for privilege, confidentiality (3.9); further review, revise same (1.3).
04/08/24	Daniel Wachenfeld	2.90	Review, revise K&E invoice for privilege, confidentiality.
04/08/24	Matt Waldrep	2.50	Review, revise K&E invoice for privilege, confidentiality (2.3); correspond with T. Eck, K&E team re K&E invoice (.2).
04/09/24	Charlie Steinmetz	0.70	Review, revise K&E invoice for privilege, confidentiality.
04/10/24	Trevor Eck	1.80	Review, revise K&E invoice re privilege, confidentiality.
04/10/24	Brendan Nashelsky	1.20	Review, revise K&E invoice for privilege, confidentiality.
04/10/24	Mary Catherine Young	2.20	Review, revise K&E invoice re privilege, confidentiality.
04/11/24	Trevor Eck	1.70	Review, revise K&E invoice re privilege, confidentiality.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190816

Thrasio Holdings, Inc.

Matter Number:

55160-19

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/24	Megan C. Feeney	3.90	Review, revise K&E invoice re privilege and confidentiality considerations.
04/12/24	Trevor Eck	4.00	Review, revise K&E invoice re privilege, confidentiality.
04/14/24	Trevor Eck	1.00	Review, revise responses to U.S. Trustee comments re K&E retention application.
04/14/24	Brendan Nashelsky	3.30	Review, revise K&E invoice for privilege, confidentiality.
04/15/24	Tiffani Chanroo	3.90	Correspond with U.S. Trustee, professionals, D. Wachenfeld, K&E team re retention applications (1.9); review, analyze issues re same (2.0).
04/15/24	Trevor Eck	2.80	Review, revise responses to U.S. Trustee comments re K&E retention.
04/19/24	Tiffani Chanroo	1.10	Review, analyze U.S. Trustee retention comments (.8); correspond with T. Eck, K&E team re same (.3).
04/19/24	Trevor Eck	1.80	Review revise U.S. Trustee responses re K&E retention (1.4); correspond with E. Swager, K&E team re same (.4).
04/19/24	Susan D. Golden	1.10	Review U.S. Trustee comments to K&E retention application and proposed order (.4); review and revise proposed responses to same (.6); correspond with T. Eck and K&E team re same (.1).
04/19/24	Francis Petrie	0.40	Correspond with E. Swager, T. Eck re retention responses.
04/19/24	Evan Swager	1.00	Correspond with F. Petrie, K&E team re U.S. Trustee comments to K&E retention (.5); review, analyze same (.5).
04/22/24	Trevor Eck	2.70	Review, revise responses re U.S. Trustee comments to K&E retention (2.1); correspond with E. Swager, K&E team re same (.6).
04/23/24	Trevor Eck	0.60	Review, revise responses to U.S. Trustee re K&E retention.
04/23/24	Susan D. Golden	0.40	Review and revise responses to U.S. Trustee comments to K&E retention application (.3); correspond with T. Eck re same (.1).
04/23/24	Chad J. Husnick, P.C.	0.30	Review, analyze responses to U.S. Trustee inquiries (.2); correspond with T. Eck, K&E team re same (.1).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190816

Thrasio Holdings, Inc.

Matter Number:

55160-19

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/24	Brendan Nashelsky	0.30	Review, revise U.S. Trustee responses re K&E retention.
04/23/24	Evan Swager	3.00	Review, revise K&E invoice for privilege, confidentiality.
04/24/24	Tiffani Chanroo	1.20	Review, revise K&E invoice for privilege, confidentiality.
04/24/24	Francis Petrie	0.50	Review, analyze responses to U.S. Trustee re K&E retention.
04/24/24	Evan Swager	0.50	Correspond with F. Petrie re U.S. Trustee comments to K&E retention.
04/25/24	Tiffani Chanroo	0.90	Review, revise K&E invoice for privilege, confidentiality.
04/29/24	Tiffani Chanroo	1.30	Review, revise K&E invoice for privilege, confidentiality.
04/30/24	Tiffani Chanroo	1.80	Review, revise K&E invoice for privilege, confidentiality.
Total		97.80	

Document Page 426 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190817
Client Matter: 55160-20

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

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 274,564.50

Total legal services rendered

\$ 274,564.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190817

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	36.10	815.00	29,421.50
Tiffani Chanroo	92.00	1,265.00	116,380.00
Trevor Eck	0.60	975.00	585.00
Matthew C. Fagen, P.C.	2.50	1,685.00	4,212.50
Megan C. Feeney	5.40	975.00	5,265.00
Susan D. Golden	1.90	1,600.00	3,040.00
Francis Petrie	8.20	1,595.00	13,079.00
Anup Sathy, P.C.	1.00	2,305.00	2,305.00
Luke Spangler	0.90	355.00	319.50
Charlie Steinmetz	6.80	815.00	5,542.00
Evan Swager	6.20	1,345.00	8,339.00
Daniel Wachenfeld	32.40	815.00	26,406.00
Matt Waldrep	61.20	975.00	59,670.00
TOTALS	255.20		\$ 274,564.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Tiffani Chanroo	0.70	Correspond with F. Petrie, K&E team re non-K&E retention applications.
04/01/24	Anup Sathy, P.C.	0.50	Review, analyze non-K&E retention applications.
04/01/24	Charlie Steinmetz	2.20	Review, revise AlixPartners retention application (1.6); correspond with AlixPartners, M. Waldrep, K&E team re same (.6).
04/01/24	Daniel Wachenfeld	2.00	Review, revise Centerview retention application (.8); correspond with Centerview team re same (.5); review, revise KCC retention application (.7).
04/01/24	Matt Waldrep	3.00	Review, revise KPMG retention application (1.4); prepare filing version re same (.4); correspond with D. Wachenfeld, K&E team re retention applications (1.0); correspond with KPMG re retention application (.2).
04/02/24	Anthony Abate	0.60	Review, respond to U.S. Trustee comments re administrative fee order (.4); correspond with T. Chanroo re same (.2).
04/02/24	Tiffani Chanroo	3.60	Correspond with A. Abate, K&E team re administrative fee order (.5); correspond with A. Abate, K&E team re ordinary course professional order (.9); review, analyze issues re same (1.2); review, analyze correspondence re professional retentions (1.0).
04/02/24	Charlie Steinmetz	0.20	Review, revise AlixPartners retention application.
04/02/24	Daniel Wachenfeld	0.20	Correspond with Centerview, KCC re retention applications.
04/02/24	Matt Waldrep	3.30	Draft, analyze draft materials re ordinary course professionals motion (.2); review, revise same (.5); review, analyze comments re ordinary course professionals proposed order (.6); review, revise ordinary course professionals proposed order (1.4); correspond with M. Feeney, K&E team re ordinary course professionals motion (.6).
04/03/24	Tiffani Chanroo	0.40	Correspond with AlixPartners re AlixPartners retention.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190817

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/24	Charlie Steinmetz	0.70	Research, analyze retention application deadlines (.4); correspond with T. Chanroo, K&E team re same (.3).
04/03/24	Evan Swager	0.60	Review Bain engagement letter.
04/04/24	Anthony Abate	2.80	Review, revise OCP summary (1.9); correspond with M. Waldrep re same (.3); telephone conference with T. Chanroo, K&E team re OCP process (.3); review, revise OCP materials (.3).
04/04/24	Tiffani Chanroo	2.40	Correspond with M. Waldrep, K&E team re OCP process (1.1); telephone conference with M. Waldrep, K&E team re same (.3); review, analyze issues re same (1.0).
04/04/24	Matt Waldrep	3.20	Correspond with T. Chanroo re OCPs (.3); draft OCP summary (.2); review, revise same (2.1); telephone conference with T. Chanroo, K&E team re OCP order (.3); correspond with A. Abate re OCP summary (.3).
04/05/24	Anthony Abate	0.90	Correspond with T. Chanroo, K&E team, KCC team re OCP process (.8); review, revise OCP materials (.1).
04/05/24	Tiffani Chanroo	5.10	Review, analyze retention schedules (.9); correspond with professionals re same (.5); correspond with M. Waldrep, K&E team re OCP issues (.9); review, revise OCP materials (.9); draft correspondence to OCPs re same (.7); review, analyze issues re same (1.2).
04/05/24	Matt Waldrep	3.70	Draft form OCP correspondence (.4); correspond with AlixPartners re OCP contacts (.1); review, revise retention schedules (2.2); correspond with A. Abate, K&E team re OCP correspondence (.5); review, revise OCP summary (.5).
04/08/24	Tiffani Chanroo	6.00	Review, analyze U.S. Trustee comments re non-K&E retention applications (3.4); correspond with professionals re same (.6); correspond with M. Waldrep, K&E team re OCP issues (.8); review, analyze issues re same (1.2).
04/08/24	Luke Spangler	0.60	Draft first OCP supplement.
04/08/24	Charlie Steinmetz	2.00	Review, revise AlixPartners retention application order (1.6); correspond with T. Chanroo, K&E team re same (.4).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190817

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/08/24	Daniel Wachenfeld	2.70	Review, respond to U.S. Trustee comments re KCC retention order (2.6); review, analyze comments re Centerview retention order (.1).
04/08/24	Matt Waldrep	2.90	Research re first OCP supplement (.2); review, revise same (.9); review OCP materials (.5); review, revise same (.8); correspond with T. Chanroo, K&E team re same (.3); review, revise OCP summary (.1); correspond with T. Chanroo re same (.1).
04/09/24	Anthony Abate	0.90	Correspond with M. Waldrep, K&E team re OCP issues (.3); review, revise OCP materials (.6).
04/09/24	Tiffani Chanroo	3.20	Review, revise professional retention applications (1.8); correspond with D. Wachenfeld, K&E team, professionals re same (.4); review, analyze issues re OCPs (.6); correspond with M. Waldrep, K&E team re same (.4).
04/09/24	Charlie Steinmetz	1.10	Review, analyze U.S. Trustee comments re AlixPartners retention application order (.9); correspond with T. Chanroo, K&E team re same (.2).
04/09/24	Evan Swager	1.20	Review U.S. Trustee non-K&E retention application comments (.8); correspond with F. Petrie re same (.4).
04/09/24	Daniel Wachenfeld	3.20	Review, respond to Centerview retention order comments from U.S. Trustee.
04/09/24	Matt Waldrep	1.50	Correspond with AlixPartners, T. Chanroo, K&E team re OCP summary (.2); review, analyze OCP materials (.2); correspond with T. Chanroo, K&E team, OCP re same (.5); correspond with AlixPartners, T. Chanroo, K&E team re OCP supplement (.2); review, revise same (.2); correspond with T. Chanroo, K&E team re OCP correspondence (.2).
04/10/24	Anthony Abate	3.60	Correspond with T. Chanroo re OCP process (.3); review, revise OCP materials (.4); correspond with OCPs re same (2.9).
04/10/24	Tiffani Chanroo	4.10	Correspond with M. Waldrep, K&E team re OCP issues (.7); review, analyze issues re same (1.4); review, analyze KCC retention application (1.4); correspond with D. Wachenfeld, K&E team re same (.6).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190817

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/24	Megan C. Feeney	0.20	Correspond with T. Chanroo, K&E team re U.S. Trustee comments to retention applications.
04/10/24	Daniel Wachenfeld	2.70	Review, analyze U.S. Trustee comments to KCC retention order (2.5); correspond with T. Chanroo, KCC team re same (.2).
04/10/24	Matt Waldrep	3.40	Correspond with AlixPartners, T. Chanroo, K&E team re OCP materials (1.1); review, revise OCP summary (.2); correspond with OCPs re OCP materials (2.1).
04/11/24	Anthony Abate	0.80	Review, revise OCP summary (.4); correspond with OCP re materials (.3); correspond with T. Chanroo re same (.1).
04/11/24	Tiffani Chanroo	3.20	Review, analyze issues re OCPs (1.4); correspond with A. Abate, K&E team re same (.7); review, analyze issues re retention applications (1.1).
04/11/24	Charlie Steinmetz	0.60	Review, analyze U.S. Trustee comments re AlixPartners retention application order (.5); correspond with T. Chanroo, K&E team re same (.1).
04/11/24	Daniel Wachenfeld	2.20	Review, analyze case law re U.S. Trustee comments to retention orders (1.8); draft summary re same (.4).
04/11/24	Matt Waldrep	1.50	Correspond with T. Chanroo, K&E team re OCP issues.
04/12/24	Anthony Abate	5.80	Review, revise OCP summary (.6); correspond with T. Chanroo, AlixPartners, Cole Schotz re OCP issues (2.2); correspond with OCPs re OCP materials (.6); review, revise OCP materials (2.4).
04/12/24	Tiffani Chanroo	6.70	Review, revise OCP materials (1.3); review, analyze issues re same (2.4); correspond with M. Waldrep, K&E team, OCPs re same (1.6); review, analyze OCP retention applications (1.4).
04/12/24	Matt Waldrep	1.00	Review, analyze OCP materials (.3); correspond with OCP re retention application (.1); correspond with T. Chanroo, K&E team re OCP issues (.6).
04/13/24	Tiffani Chanroo	0.40	Review, analyze issues re OCP retentions (.2); correspond with U.S. Trustee re same (.2).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190817

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/24	Francis Petrie	1.10	Telephone conference with M. Fagen re professional retention (.6); correspond with E. Swager re same (.5).
04/15/24	Anthony Abate	3.30	Review, revise OCP summary (.6); correspond with T. Chanroo, Cole Schotz re OCP issues (1.8); correspond with OCPs re OCP materials (.4); telephone conference with T. Chanroo, OCP re OCP materials (.5).
04/15/24	Tiffani Chanroo	3.20	Correspond with A. Abate, M. Waldrep re ordinary course professionals (.2); review, analyze issues re same (3.0).
04/15/24	Matt Waldrep	2.20	Correspond with A. Abate, K&E team, AlixPartners re OCP issues (1.3); conference with OCP, T. Chanroo, K&E team re OCP materials (.5); review, analyze correspondence from OCPs (.2); review, revise OCPs summary (.2).
04/16/24	Anthony Abate	1.80	Review, revise OCP summary (.4); correspond with T. Chanroo, K&E team, Cole Schotz team re OCP issues (1.0); correspond with OCPs re OCP materials (.4).
04/16/24	Tiffani Chanroo	5.00	Correspond with A. Abate, K&E team re OCP issues (.8); review, analyze re same (2.2); review, analyze retention application issues per U.S. Trustee comments (1.8); correspond with professionals, D. Wachenfeld re same (.2).
04/16/24	Matt Waldrep	3.40	Review, analyze OCP materials (1.0); correspond with T. Chanroo, K&E team re OCP materials (.5); review, revise same (1.9).
04/17/24	Anthony Abate	2.30	Review, revise OCP summary (.7); correspond with T. Chanroo, K&E team, Cole Schotz re OCP issues (1.0); correspond with OCPs re OCP materials (.6).
04/17/24	Tiffani Chanroo	6.40	Review, analyze issues re professional retentions (including AlixPartners, Centerview, KPMG) (3.9); correspond with D. Wachenfeld, K&E team, professionals re same (.8); review, analyze issues re OCPs (1.1); correspond with A. Abate, K&E team re same (.6).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190817

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/17/24	Daniel Wachenfeld	1.50	Telephone conference with T. Chanroo, Centerview re retention application (.3); research re U.S. Trustee comments re same (1.2).
04/17/24	Matt Waldrep	2.40	Review, analyze U.S. Trustee comments re KPMG retention application (.2); correspond with KPMG, T. Chanroo, K&E team re same (.1); review, revise OCP supplement (.2); correspond with T. Chanroo, K&E team, OCPs re OCP materials (1.5); review, revise OCP summary (.4).
04/18/24	Anthony Abate	1.90	Review, revise OCP summary (.6); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re OCP issues (.7); correspond with OCPs re OCP materials (.6).
04/18/24	Tiffani Chanroo	3.20	Review, analyze issues re KPMG retention (1.8); correspond with KPMG re same (.6); telephone conference with KPMG team re same (.5); review, analyze OCP issues (.3).
04/18/24	Matt Waldrep	1.90	Correspond with A. Abate, K&E team, AlixPartners, OCPs re OCP materials (.5); review, revise OCP supplement (1.4).
04/19/24	Anthony Abate	2.40	Review, revise OCP summary (.6); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re OCP issues (1.1); correspond with OCPs re OCP materials (.7).
04/19/24	Tiffani Chanroo	3.10	Review, analyze issues re AlixPartners retention (1.4); correspond with AlixPartners re same (.3); review, analyze OCP issues (1.2); correspond with M. Waldrep, K&E team re same (.2).
04/19/24	Matthew C. Fagen, P.C.	1.50	Correspond with F. Petrie, K&E team re AlixPartners retention issues.
04/19/24	Susan D. Golden	1.30	Correspond with M. Fagen re AlixPartners retention (.1); correspond with F. Petrie and E. Swager re same (.2); correspond with F. Petrie, K&E team re same (.3); review A&M retention application (.3); review precedent re same (.4).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190817

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/19/24	Francis Petrie	3.20	Telephone conference with AlixPartners re retention (.5); telephone conference with F. Yudkin re same (.4); review bankruptcy code and opinions re same (1.8); correspond with S. Golden re same (.2); correspond with A. Sathy, M. Fagen re same (.3).
04/19/24	Anup Sathy, P.C.	0.50	Review, analyze AlixPartners retention issues.
04/19/24	Evan Swager	0.80	Correspond with F. Petrie re AlixPartners retention considerations (.4); review research re same (.4).
04/19/24	Daniel Wachenfeld	4.20	Research, analyze issues re retention AlixPartners application (3.8); correspond with M. Waldrep, K&E team re same (.4).
04/19/24	Daniel Wachenfeld	0.60	Review, analyze U.S. Trustee comments to Centerview retention application.
04/19/24	Matt Waldrep	8.00	Conference with KPMG team, T. Chanroo re U.S. Trustee comments to KPMG retention order (.3); review, analyze U.S. Trustee comments to same (1.3); correspond with A. Abate, K&E team re OCPs (1.3); correspond with OCP re OCP materials (.1); research, analyze issues re AlixPartners retention application (3.7); correspond with D. Wachenfeld, K&E team same (1.2); review, revise OCP summary (.1).
04/20/24	Francis Petrie	0.80	Review analysis re AlixPartners retention issues.
04/20/24	Daniel Wachenfeld	0.80	Research re AlixPartners retention application.
04/20/24	Matt Waldrep	1.40	Research re AlixPartners retention application.
04/21/24	Francis Petrie	0.60	Review, analyze research re AlixPartners retention issues.
04/22/24	Anthony Abate	1.40	Review, revise OCP summary (.5); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re OCP issues (.6); correspond with OCPs re OCP materials (.3).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190817

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/22/24	Tiffani Chanroo	7.60	Review, analyze professional retention issues per U.S. Trustee comments (2.3); correspond with professionals, D. Wachenfeld, K&E team re same (.8); correspond with M. Waldrep, K&E team re OCP issues (.8); review, analyze OCP materials (1.8); review, analyze issues re same (1.9).
04/22/24	Megan C. Feeney	3.00	Correspond with U.S. Trustee, Katten, T. Chanroo, K&E team re retention applications (.4); review, revise Katten retention order (2.2); research precedent re same (.4).
04/22/24	Susan D. Golden	0.60	Review, analyze correspondence from E. Swager re AlixPartners retention research.
04/22/24	Evan Swager	0.70	Analyze research re AlixPartners retention considerations (.4); correspond with M. Fagen, K&E team re same (.3).
04/22/24	Daniel Wachenfeld	1.20	Review, analyze U.S. Trustee comments to KCC retention application (1.0); correspond with T. Chanroo, Centerview re same (.2).
04/22/24	Matt Waldrep	1.20	Correspond with KPMG team, T. Chanroo, K&E team re U.S. Trustee comments to KPMG retention application (.3); conference with A. Abate re OCP materials (.3); correspond with AlixPartners, A. Abate, K&E team re OCP materials (.6).
04/23/24	Anthony Abate	0.50	Review, revise OCP summary (.2); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re OCP issues (.2); correspond with OCPs re OCP materials (.1).
04/23/24	Tiffani Chanroo	6.30	Correspond with M. Waldrep, K&E team, professionals re retention applications (.6); telephone conference with Centerview re retention application (.5); review, analyze materials re same (2.8); correspond with M. Waldrep, K&E team re OCP issues (.4); review, revise OCP materials (.6); review, analyze issues re same (1.4).
04/23/24	Matthew C. Fagen, P.C.	1.00	Correspond with F. Petrie, Alix re Alix retention.
04/23/24	Francis Petrie	1.60	Review, revise documents re AlixPartners retention (1.0); telephone conferences with Cole Schotz re same (.6).
04/23/24	Evan Swager	0.40	Review, analyze research re AlixPartners retention considerations.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190817

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/24	Daniel Wachenfeld	0.20	Review, analyze research re AlixPartners retention considerations.
04/23/24	Daniel Wachenfeld	2.30	Telephone conference with T. Chanroo, Centerview re U.S. Trustee comments to retention order (.6); review, revise proposed responses re same (1.7).
04/23/24	Matt Waldrep	1.10	Research re KPMG retention applications issues (.9); correspond with Company, KPMG, T. Chanroo, K&E team re retention materials (.2).
04/24/24	Anthony Abate	1.00	Review, revise OCP summary (.3); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re OCP issues (.5); correspond with OCPs re OCP materials (.2).
04/24/24	Tiffani Chanroo	6.20	Review, analyze issues re Centerview retention application (2.3); correspond with D. Wachenfeld, K&E team, professionals re same (.8); review, analyze OCP issues (1.3); correspond with M. Waldrep, K&E team re same (.5); review, analyze OCP materials (1.3).
04/24/24	Trevor Eck	0.60	Review, revise AlixPartners retention application.
04/24/24	Megan C. Feeney	0.10	Correspond with Katten, T. Chanroo re U.S. Trustee comments to Katten retention order.
04/24/24	Francis Petrie	0.60	Correspond with E. Swager, K&E team re AlixPartners retention (.4); arrange for filing of same (.2).
04/24/24	Luke Spangler	0.30	Draft application to shorten notice re retention application.
04/24/24	Evan Swager	2.50	Review, revise AlixPartners retention application (1.9); correspond with F. Petrie re same (.6).
04/24/24	Daniel Wachenfeld	1.00	Correspond with T. Chanroo, Centerview re U.S. Trustee comments to Centerview retention order (.2); review, revise proposed responses re same (.8).
04/24/24	Daniel Wachenfeld	1.50	Revise KCC retention order for U.S. Trustee comments (1.2); correspond with T. Chanroo, KCC re same (.3).
04/24/24	Daniel Wachenfeld	3.90	Review, draft AlixPartners retention application (3.6); correspond with E. Swager, K&E team re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/24	Matt Waldrep	6.30	Review, revise AlixPartners retention application (2.1); correspond with D. Wachenfeld, K&E team re same (.7); review, analyze OCP materials (1.6); correspond with T. Chanroo, K&E team, AlixPartners, OCPs re same (1.0); review, revise OCP summary (.9).
04/25/24	Anthony Abate	1.10	Review, revise OCP summary (.4); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re OCP issues (.4); correspond with OCPs re OCP materials (.3).
04/25/24	Tiffani Chanroo	2.90	Review, analyze issues re Centerview retention application (.9); correspond with Centerview re same (.7); review, analyze OCP issues (.8); correspond with M. Waldrep, A. Abate re same (.5).
04/25/24	Matt Waldrep	1.30	Telephone conference with AlixPartners re OCP issues (.1); review, revise OCP summary (.3); correspond with OCPs re OCP materials (.7); correspond with Cole Schotz, A. Abate, K&E team re OCP materials (.2).
04/26/24	Anthony Abate	0.60	Review, revise OCP summary (.2); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re OCP issues (.2); correspond with OCPs re OCP materials (.2).
04/26/24	Tiffani Chanroo	3.30	Review, analyze OCP retention applications (.8); correspond with professionals re same (.6); review, analyze OCP issues (.4); correspond with M. Waldrep, K&E team re same (.9); review, analyze OCP materials (.6).
04/26/24	Megan C. Feeney	0.20	Correspond with T. Chanroo, Katten re U.S. Trustee comments to retention order.
04/26/24	Francis Petrie	0.30	Correspond with E. Swager re OCP issues.
04/26/24	Daniel Wachenfeld	0.30	Review, analyze U.S. Trustee comments to Centerview retention order.
04/26/24	Matt Waldrep	2.10	Correspond with T. Chanroo, K&E team, AlixPartners, OCPs re OCP materials (.8); research re U.S. Trustee comments to KPMG retention application (1.3).
04/28/24	Daniel Wachenfeld	1.60	Draft responses to U.S. Trustee comments to Centerview retention order.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190817

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/24	Anthony Abate	0.80	Review, revise OCP summary (.4); correspond with M. Waldrep re same (.1); correspond with OCPs re OCP materials (.3).
04/29/24	Tiffani Chanroo	5.60	Review, analyze issues re Centerview retention application (1.2); correspond with Centerview re same (.9); review, analyze OCP issues (1.3); correspond with M. Waldrep, A. Abate re same (1.8); review, revise OCP materials (.4).
04/29/24	Megan C. Feeney	1.20	Correspond with Katten, U.S. Trustee, T. Chanroo re Katten retention application (.4); review, revise summary re same (.5); telephone conference with Katten re same (.3).
04/29/24	Daniel Wachenfeld	0.20	Correspond with T. Chanroo re Centerview retention order (.1); correspond with KCC re KCC retention order (.1).
04/29/24	Matt Waldrep	3.40	Review, revise OCP summary (1.8); correspond with T. Chanroo, K&E team, AlixPartners, OCPs re OCP materials (1.6).
04/30/24	Anthony Abate	3.60	Review, revise OCP summary (.4); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz, OCPs re OCP issues (.8); research re retention of OCPs (1.6); draft reply to informal objection re same (.8).
04/30/24	Tiffani Chanroo	3.40	Review, analyze issue re professional retention applications (1.7); correspond with professionals, U.S. Trustee re same (.4); correspond with M. Waldrep, K&E team re OCP issues (.4); review, analyze same (.4); review, revise OCP materials (.5).
04/30/24	Megan C. Feeney	0.70	Correspond with Katten, T. Chanroo, K&E team re Katten retention order (.4); review, revise same (.3).
04/30/24	Daniel Wachenfeld	0.10	Correspond with Centerview re U.S. Trustee comments to Centerview retention order.
04/30/24	Matt Waldrep	3.00	Research re OCP retention (1.0); review, revise OCP summary (1.2); draft second OCP supplement (.2); correspond with T. Chanroo, K&E team, OCPs re OCP materials (.6).
Total		255.20	

Document Page 439 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190818
Client Matter: 55160-21

In the Matter of Tax Matters

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 4,759.50

Total legal services rendered

\$ 4,759.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190818

Thrasio Holdings, Inc.

Matter Number:

55160-21

Tax Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Vincenzo Sexton, P.C.	1.30	1,895.00	2,463.50
Daniel Wachenfeld	2.00	815.00	1,630.00
Christopher J. Worek	0.40	1,665.00	666.00
TOTALS	3.70		\$ 4,759.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190818

Thrasio Holdings, Inc.

Matter Number:

55160-21

Tax Matters

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/24	Daniel Wachenfeld	2.00	Prepare NOL notice of final order for service and publication (1.8); correspond with A. Gorman at KCC re same (.2).
04/23/24	Anthony Vincenzo Sexton, P.C.	0.30	Review tax modeling and structuring materials.
04/26/24	Anthony Vincenzo Sexton, P.C.	0.80	Telephone conference with lender advisors, KPMG re tax modeling (.5); review materials re same (.3).
04/26/24	Christopher J. Worek	0.20	Telephone conference with Morrison Foerster, KPMG re tax modeling.
04/30/24	Anthony Vincenzo Sexton, P.C.	0.20	Correspond with Company, KPMG re tax modeling and analysis.
04/30/24	Christopher J. Worek	0.20	Telephone conference with Company, KPMG re restructuring documents (.1); correspond same re lender questions (.1).
Total		3.70	

Document Page 442 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190819
Client Matter: 55160-22

In the Matter of Creditor and Stakeholder Communications

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 2,775.00

Total legal services rendered

\$ 2,775.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190819

Thrasio Holdings, Inc.

Matter Number:

55160-22

Creditor and Stakeholder Communications

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	0.60	975.00	585.00
Anup Sathy, P.C.	0.60	2,305.00	1,383.00
Evan Swager	0.60	1,345.00	807.00
TOTALS	1.80		\$ 2,775.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190819

Thrasio Holdings, Inc.

Matter Number:

55160-22

Creditor and Stakeholder Communications

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/24	Anup Sathy, P.C.	0.30	Correspond with creditors re inquiries.
04/05/24	Evan Swager	0.60	Review, analyze communications materials to creditors.
04/08/24	Anup Sathy, P.C.	0.30	Correspond with creditors re inquiries.
04/16/24	Trevor Eck	0.60	Review, analyze supplier letter re customer programs issue (.4); correspond with supplier re same (.2).
Total		1.80	

Document Page 445 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190821
Client Matter: 55160-24

In the Matter of Non-Working Travel

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 29,632.00

Total legal services rendered

\$ 29,632.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190821

Thrasio Holdings, Inc.

Matter Number:

55160-24

Non-Working Travel

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	2.70	815.00	2,200.50
Matthew C. Fagen, P.C.	1.40	1,685.00	2,359.00
Megan C. Feeney	1.80	975.00	1,755.00
Casey McGushin	1.50	1,555.00	2,332.50
Francis Petrie	1.50	1,595.00	2,392.50
Evan Swager	1.50	1,345.00	2,017.50
Matt Waldrep	3.70	975.00	3,607.50
Benjamin Woodring	9.50	1,365.00	12,967.50
TOTALS	23.60		\$ 29,632.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190821

Thrasio Holdings, Inc.

Matter Number:

55160-24

Non-Working Travel

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Benjamin Woodring	2.40	Travel from Chicago, IL to New York, NY re DIP-related discovery and potential hearing needs (billed at half time).
04/02/24	Benjamin Woodring	1.50	Travel from New York, NY to Chicago, IL re DIP-related discovery and potential hearing needs (billed at half time).
04/17/24	Benjamin Woodring	2.90	Travel from Chicago, IL to New York, NY re disclosure statement hearing (billed at half time).
04/18/24	Matthew C. Fagen, P.C.	1.40	Travel from New York, NY to Trenton, NJ re disclosure statement hearing (.7); travel from Trenton, NJ to New York, NY re same (.7).
04/18/24	Megan C. Feeney	1.80	Travel from New York, NY to Trenton, NJ re disclosure statement hearing (.9) (billed at half time); travel from Trenton, NJ to New York, NY re same (.9) (billed at half time).
04/18/24	Francis Petrie	1.50	Travel from New York, NY to Trenton, NJ re disclosure statement hearing (.8); travel from Trenton, NJ to New York, NY re same (.7) (billed at half time).
04/18/24	Evan Swager	1.50	Travel from New York, NY to Trenton, NJ re disclosure statement hearing (.8) (billed at half time); travel from Trenton, NJ to New York, NY re same (.7) (billed at half time).
04/18/24	Benjamin Woodring	2.70	Travel from New York, NY to Chicago, IL re disclosure statement hearing (billed at half time).
04/19/24	Casey McGushin	1.50	Travel from New York, NY to Chicago, IL re 341 meeting (billed at half time).
04/23/24	Matt Waldrep	1.70	Travel from Chicago, IL to New York, NY re confirmation meeting (billed at half time).
04/24/24	Anthony Abate	2.70	Travel from New York, NY to Chicago, IL re confirmation meeting (billed at half time).
04/25/24	Matt Waldrep	2.00	Travel from New York, NY to Chicago, IL re confirmation meeting (billed at half time).
Total		23.60	

Document Page 448 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190822
Client Matter: 55160-25

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 53,262.50

Total legal services rendered

\$ 53,262.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190822

Thrasio Holdings, Inc.

Matter Number:

55160-25

U.S. Trustee Communications & Reporting

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	5.40	1,265.00	6,831.00
Trevor Eck	4.80	975.00	4,680.00
Megan C. Feeney	4.60	975.00	4,485.00
Casey McGushin	4.70	1,555.00	7,308.50
Francis Petrie	5.30	1,595.00	8,453.50
Evan Swager	8.00	1,345.00	10,760.00
Daniel Wachenfeld	3.90	815.00	3,178.50
Matt Waldrep	2.20	975.00	2,145.00
Benjamin Woodring	2.40	1,365.00	3,276.00
Mary Catherine Young	2.20	975.00	2,145.00
TOTALS	43.50		\$ 53,262.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/24	Megan C. Feeney	3.80	Correspond and telephone conferences with E. Swager, K&E team, MoFo, U.S. Trustee re first and second day motions (2.3); review, revise first and second day orders re same (1.5).
04/02/24	Tiffani Chanroo	0.30	Correspond with Alix, Cole Schotz team re 341 meeting.
04/02/24	Trevor Eck	3.00	Review, revise final first day orders re U.S. Trustee comments (2.4); correspond with M. Feeney, K&E team re same (.6).
04/02/24	Evan Swager	2.80	Review U.S. Trustee comments to first day orders (1.8); correspond with M. Feeney, K&E team re same (.5); correspond with U.S. Trustee re same (.5).
04/02/24	Daniel Wachenfeld	2.50	Review, analyze U.S. Trustee comments to first day final orders (.5); revise first day final orders re same (2.0).
04/02/24	Matt Waldrep	2.20	Review, revise proposed final orders for U.S. Trustee comments (1.9); correspond with M. Young, K&E team re uniform depository agreements (.3).
04/02/24	Mary Catherine Young	1.60	Conference with the U.S. Trustee, E. Swager re wages order (.3); review, analyze considerations re same (1.3).
04/03/24	Tiffani Chanroo	0.30	Correspond with Alix team, C. McGushin, K&E team re 341 meeting preparation session.
04/03/24	Trevor Eck	1.30	Review, revise first day orders re U.S. Trustee comments.
04/03/24	Evan Swager	2.00	Correspond with U.S. Trustee re first and second day order comments (1.2); correspond with GDC re same (.8).
04/03/24	Daniel Wachenfeld	1.40	Review, revise final orders re U.S. Trustee comments (1.0); correspond with T. Eck, K&E team re same (.4).
04/04/24	Tiffani Chanroo	0.30	Correspond with Alix team, C. McGushin re 341 meeting.
04/05/24	Tiffani Chanroo	0.30	Correspond with Alix team re 341 meeting preparations.

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190822

Thrasio Holdings, Inc.

Matter Number:

55160-25

U.S. Trustee Communications & Reporting

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/24	Trevor Eck	0.50	Correspond with U.S. Trustee re disposal notice (.3); correspond with AlixPartners, E. Swager re same (.2).
04/12/24	Tiffani Chanroo	0.30	Correspond with T. Zomo, K&E team re 341 meeting.
04/15/24	Tiffani Chanroo	1.00	Attend 341 preparation meeting.
04/15/24	Francis Petrie	1.20	Telephone conference with J. Burke, AlixPartners re 341 meeting preparation.
04/15/24	Evan Swager	0.60	Attend 341 witness preparation meeting with Company.
04/15/24	Benjamin Woodring	2.40	Prepare for and attend Section 341 witness preparation meeting (2.0); conference with C. McGushin re same (.4).
04/16/24	Casey McGushin	1.50	Participate in witness preparation session with J. Burke re 341 meeting and disclosure statement hearing.
04/16/24	Francis Petrie	2.60	Telephone conference with J. Burke re 341 meeting preparation (2.0); telephone conference with AlixPartners re process (.4); correspond with Cole Schotz, E. Swager, K&E team re same (.2).
04/17/24	Casey McGushin	0.70	Participate in 341 meeting witness preparation call with J. Burke.
04/18/24	Tiffani Chanroo	0.30	Correspond with B. Nashelsky, Alix team re 341 meeting.
04/19/24	Casey McGushin	2.00	Attend 341 meeting (1.2); prepare for same (.8).
04/19/24	Casey McGushin	0.50	Participate in witness preparation for 341 meeting.
04/19/24	Francis Petrie	1.50	Prepare for 341 meeting (.3); attend same (1.2).
04/19/24	Evan Swager	2.60	Conference with C. McGushin, K&E team re 341 meeting (1.0); attend same (1.2); correspond with Cole Schotz re same (.4).
04/25/24	Tiffani Chanroo	0.80	Review, revise global notes for MORs.
04/25/24	Megan C. Feeney	0.20	Correspond with T. Eck, K&E team re monthly operating reports (.1); review, analyze issues re same (.1).
04/26/24	Tiffani Chanroo	0.70	Review, revise MOR global notes (.6); correspond with T. Eck, K&E team re same (.1).

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190822

Thrasio Holdings, Inc.

Matter Number:

55160-25

U.S. Trustee Communications & Reporting

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/24	Megan C. Feeney	0.60	Correspond with T. Chanroo, K&E team re monthly operating reports (.2); review, analyze same (.4).
04/26/24	Mary Catherine Young	0.60	Review, analyze MORs.
04/29/24	Tiffani Chanroo	0.80	Review, analyze MORs and global notes (.7); correspond with AlixPartners re same (.1).
04/30/24	Tiffani Chanroo	0.30	Correspond with Cole Schotz re MORs.
Total		43.50	

Document Page 453 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190823
Client Matter: 55160-26

In the Matter of Expenses

For expenses incurred through April 30, 2024
(see attached Description of Expenses for detail)

\$ 85,519.03

Total expenses incurred

\$ 85,519.03

Legal Services for the Period Ending April 30, 2024
 Thrasio Holdings, Inc.
 Expenses

Document Page 454 of 784

Invoice Number: 1010190823
 Matter Number: 55160-26

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	32.00
Standard Copies or Prints	1,438.20
Color Copies or Prints	9,643.15
Local Transportation	3,573.82
Travel Expense	1,748.57
Airfare	2,942.78
Transportation to/from airport	369.45
Travel Meals	561.52
Filing Fees	1,034.00
Other Court Costs and Fees	52,057.80
Outside Computer Services	1,500.00
Working Meals/K&E Only	1,040.00
Catering Expenses	2,032.00
Outside Retrieval Service	254.04
Computer Database Research	615.00
Westlaw Research	1,902.81
LexisNexis Research	163.91
Overtime Transportation	833.87
Overtime Meals - Attorney	347.71
Client Electronic Data Storage	3,447.48
Overnight Delivery - Hard	(19.08)
Total	\$ 85,519.03

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/17/24	Anup Sathy, P.C. - Internet, Inflight WiFi 04/17/2024	8.00
04/24/24	Anup Sathy, P.C. - Internet, Inflight WiFi 04/24/2024	8.00
04/25/24	Matt Waldrep - Internet, Inflight WiFi 04/25/2024	8.00
04/26/24	Anup Sathy, P.C. - Internet, Inflight WiFi 04/26/2024	8.00
	Total	32.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/02/24	Standard Copies or Prints	0.20
04/02/24	Standard Copies or Prints	18.50
04/03/24	Standard Copies or Prints	15.20
04/03/24	Standard Copies or Prints	0.80
04/03/24	Standard Copies or Prints	70.60
04/03/24	Standard Copies or Prints	0.20
04/03/24	Standard Copies or Prints	18.40
04/10/24	Standard Copies or Prints	0.10
04/10/24	Standard Copies or Prints	0.50
04/11/24	Standard Copies or Prints	1.60
04/17/24	Standard Copies or Prints	66.00
04/18/24	Standard Copies or Prints	261.50
04/18/24	Standard Copies or Prints	883.90
04/18/24	Standard Copies or Prints	71.40
04/19/24	Standard Copies or Prints	0.10
04/21/24	Standard Copies or Prints	0.90
04/23/24	Standard Copies or Prints	24.10
04/30/24	Standard Copies or Prints	4.20
	Total	1,438.20

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/03/24	Color Copies or Prints	50.60
04/03/24	Color Copies or Prints	122.10
04/03/24	Color Copies or Prints	91.85
04/03/24	Color Copies or Prints	72.60
04/04/24	Color Copies or Prints	104.50
04/10/24	Color Copies or Prints	2.75
04/11/24	Color Copies or Prints	2.20
04/11/24	Color Copies or Prints	99.00
04/17/24	Color Copies or Prints	33.00
04/17/24	Color Copies or Prints	112.20
04/18/24	Color Copies or Prints	5,736.50
04/18/24	Color Copies or Prints	66.00
04/18/24	Color Copies or Prints	770.55
04/18/24	Color Copies or Prints	2,316.60
04/19/24	Color Copies or Prints	4.95
04/23/24	Color Copies or Prints	57.75
	Total	9,643.15

Legal Services for the Period Ending April 30, 2024
 Thrasio Holdings, Inc.

Invoice Number:
 Matter Number:

1010190823
 55160-26

Expenses

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/17/24	Benjamin Woodring - Taxi, disclosure statement hearing and associated preparation 04/17/2024	38.38
04/17/24	Benjamin Woodring - Taxi, disclosure statement hearing and associated preparation 04/17/2024	83.20
04/18/24	Benjamin Woodring - Taxi, disclosure statement hearing and associated preparation 04/18/2024	13.00
04/18/24	Benjamin Woodring - Taxi, disclosure statement hearing and associated preparation 04/18/2024	74.39
04/18/24	Matthew C. Fagen, P.C. - Taxi, transportation to hearing in Trenton, NJ – Thrasio 04/18/2024	533.70
04/18/24	Benjamin Woodring - Taxi, disclosure statement hearing and associated preparation 04/18/2024	50.21
04/19/24	Tanzila Zomo - Boston Coach Corporation - 04/18/2024 Tanzila Zomo pick up at 601 Lexington Avenue, New York, NY 10022, team transportation to hearing in Trenton, NJ, and drop off at 601 Lexington Avenue, New York, NY 10022	1,358.36
04/19/24	Tanzila Zomo - Boston Coach Corporation - 04/18/2024 Tanzila Zomo pick up at 601 Lexington Ave, New York, NY 10022, team transportation to hearing in Trenton, NJ, and drop off at 601 Lexington Ave, New York, NY 10022	1,422.58
	Total	3,573.82

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/02/24	Benjamin Woodring - Lodging, New York, NY, Thrasio bankruptcy 04/02/2024	548.57
04/18/24	Benjamin Woodring - Lodging, New York, NY, disclosure statement hearing and associated preparation 04/18/2024	600.00
04/18/24	Casey McGushin - Lodging, New York, NY, 341 Meeting of Creditors 04/18/2024	600.00
	Total	1,748.57

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/01/24	Benjamin Woodring - Agency Fee, Thrasio bankruptcy 04/01/2024	21.00
04/01/24	Benjamin Woodring – Airfare (coach), LGA to ORD, Thrasio bankruptcy 04/01/2024	263.74
04/16/24	Benjamin Woodring – Airfare (coach), ORD to LGA, disclosure statement hearing and associated preparation 04/16/2024	244.10
04/16/24	Benjamin Woodring - Agency Fee, disclosure statement hearing and associated preparation 04/16/2024	21.00
04/16/24	Casey McGushin - Agency Fee, participate in 341 Meeting of Creditors 04/16/2024	58.00
04/17/24	Casey McGushin - Agency Fee, participate in 341 Meeting of Creditors 04/17/2024	58.00
04/17/24	Casey McGushin – Airfare (coach), New York/Chicago, participate in 341 Meeting of Creditors 04/17/2024	255.08
04/17/24	Casey McGushin - Rail, Wilmington, DE to New York, NY, participate in 341 Meeting of Creditors 04/17/2024	346.00
04/18/24	Benjamin Woodring - Airfare (coach), LGA to ORD, disclosure statement hearing and associated preparation 04/18/2024	274.10
04/22/24	Matt Waldrep - Agency Fee, confirmation strategy meeting 04/22/2024	58.00
04/22/24	Matt Waldrep - Airfare (coach), ORD to LGA, confirmation strategy meeting 04/22/2024	306.94
04/22/24	Anthony Abate - Airfare (coach), Roundtrip ORD to LGA, confirmation strategy meeting 04/22/2024	613.88
04/22/24	Anthony Abate - Agency Fee, confirmation strategy meeting 04/22/2024	58.00
04/24/24	Matt Waldrep - Agency Fee, confirmation strategy meeting 04/24/2024	58.00
04/24/24	Matt Waldrep - Airfare (coach), LGA to ORD, confirmation strategy meeting 04/24/2024	306.94
	Total	2,942.78

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/01/24	Benjamin Woodring - Transportation To/From Airport, Thrasio bankruptcy 04/01/2024	68.43
04/01/24	Benjamin Woodring - Transportation To/From Airport, Thrasio bankruptcy 04/01/2024	39.43
04/02/24	Benjamin Woodring - Transportation To/From Airport, Thrasio bankruptcy 04/02/2024	41.93
04/19/24	Casey McGushin - Transportation To/From Airport, participate in 341 Meeting of Creditors 04/19/2024	133.84
04/24/24	Anthony Abate - Transportation To/From Airport, confirmation strategy meeting 04/24/2024	85.82
	Total	369.45

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/01/24	Benjamin Woodring - Travel Meals, New York, NY, Thrasio bankruptcy, Benjamin Woodring 04/01/2024	65.00
04/01/24	Benjamin Woodring - Travel Meals, New York, NY, Thrasio bankruptcy, Benjamin Woodring 04/01/2024	22.84
04/02/24	Benjamin Woodring - Travel Meals, Thrasio bankruptcy, Benjamin Woodring 04/02/2024	26.78
04/17/24	Benjamin Woodring - Travel Meals, NY disclosure statement hearing and associated preparation, Benjamin Woodring 04/17/2024	65.00
04/17/24	Benjamin Woodring - Travel Meals, NY disclosure statement hearing and associated preparation, Benjamin Woodring 04/17/2024	26.46
04/18/24	Tanzila Zomo - Travel Meals, Lawrenceville, NJ disclosure statement hearing, Tanzila Zomo 04/18/2024	23.19
04/18/24	Benjamin Woodring - Travel Meals, NY disclosure statement hearing and associated preparation, Benjamin Woodring 04/18/2024	22.94
04/18/24	Benjamin Woodring - Travel Meals, NY disclosure statement hearing and associated preparation, Benjamin Woodring 04/18/2024	24.39
04/18/24	Danielle Walker - Travel Meals, Lawrenceville, NJ disclosure statement hearing, Danielle Walker 04/18/2024	19.83
04/18/24	Casey McGushin - Travel Meals, New York, NY participate in 341 Meeting of Creditors, Casey McGushin 04/18/2024	65.00
04/19/24	Casey McGushin - Travel Meals, New York, NY participate in 341 Meeting of Creditors, Casey McGushin 04/19/2024	16.98
04/19/24	Casey McGushin - Travel Meals, New York, NY participate in 341 Meeting of Creditors, Casey McGushin 04/19/2024	65.00
04/23/24	Anthony Abate - Travel Meals, Chicago, IL confirmation strategy meeting, Anthony Abate 04/23/2024	11.48
04/23/24	Anthony Abate - Travel Meals, New York confirmation strategy meeting, Anthony Abate 04/23/2024	12.52
04/24/24	Matt Waldrep - Travel Meals, New York, NY confirmation strategy meeting, Matt Waldrep, Anthony Abate 04/24/2024	67.02
04/24/24	Anthony Abate - Travel Meals, New York, NY confirmation strategy meeting, Anthony Abate 04/24/2024	27.09
	Total	561.52

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/19/24	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac vice fees for Thrasio	267.00
04/19/24	Clerk of the United States District Court - Pro hac vice fees for Thrasio	500.00
04/19/24	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac vice fees for Thrasio	267.00
	Total	1,034.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/08/24	Miller Advertising Agency Inc - Publication of Thrasio Bar Date Notice in the New York Times	24,783.71
04/25/24	Miller Advertising Agency Inc - Publication of Confirmation Hearing Notice in New York Times	27,274.09
	Total	52,057.80

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Outside Computer Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/30/24	SANDLINE DISCOVERY LLC - E-Discovery	1,500.00
	Total	1,500.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Working Meals/K&E Only

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/24	Francis Petrie - Working Meal/K&E only, New York working team dinner after meeting. Francis Petrie, Evan Swager, Anthony Abate, Matt Waldrep, Jamie McLennan, Megan C. Feeney, Trevor Eck, Brendan Nashelsky, Daniel Wachenfeld, Charlie Steinmetz 04/23/2024	650.00
04/23/24	Matthew C. Fagen, P.C. - Working Meal/K&E only, dinner with Thrasio Team. Matthew C. Fagen, Evan Swager, Francis Petrie, Trevor Eck, Tiffani Chanroo, Megan C. Feeney 04/23/2024	390.00
	Total	1,040.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/24	FLIK - Thrasio Holdings Inc.3/1/2024	40.00
03/01/24	FLIK - Thrasio Holdings Inc.3/1/2024	80.00
04/01/24	FLIK - Thrasio Holdings Inc. 4/18/2024	80.00
04/01/24	FLIK - Thrasio Holdings Inc. 4/19/2024	64.00
04/01/24	FLIK - Thrasio Holdings Inc. 4/25/2024	128.00
04/01/24	FLIK - Thrasio Holdings Inc. 4/19/2024	640.00
04/01/24	FLIK - Thrasio Holdings Inc. 4/10/2024	64.00
04/01/24	FLIK - Thrasio Holdings Inc. 4/25/2024	128.00
04/01/24	FLIK - Thrasio Holdings Inc. 4/19/2024	200.00
04/01/24	FLIK - Thrasio Holdings Inc. 4/19/2024	480.00
04/01/24	FLIK - Thrasio Holdings Inc. 4/25/2024	128.00
	Total	2,032.00

Legal Services for the Period Ending April 30, 2024
Thrasio Holdings, Inc.
Expenses

Invoice Number: 1010190823
Matter Number: 55160-26

Outside Retrieval Service

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/15/24	CSC - Document retrieval.	254.04
	Total	254.04

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/12/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2024 by Charlie Steinmetz	182.00
04/12/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2024 by Jamie McLennan	23.00
04/12/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2024 by Anthony Abate	20.00
04/12/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2024 by Matthew Waldrep	20.00
04/12/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2024 by Tiffani Chanroo	60.00
04/12/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2024 by Trevor Eck	30.00
04/12/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2024 by Tiffani Chanroo	120.00
04/12/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2024 by Daniel Wachenfeld	160.00
	Total	615.00

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/01/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Martindale, Colin on 4/1/2024	127.83
04/03/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Martindale, Colin on 4/3/2024	72.59
04/09/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 4/9/2024	65.59
04/11/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 4/11/2024	72.51
04/11/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 4/11/2024	128.12
04/12/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 4/12/2024	80.40
04/14/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Woodring, Benjamin M. on 4/14/2024	24.20
04/19/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Waldrep, Matthew on 4/19/2024	31.47
04/19/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Leveroni, Christopher on 4/19/2024	170.27
04/19/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 4/19/2024	48.34
04/20/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 4/20/2024	24.17
04/21/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Leveroni, Christopher on 4/21/2024	22.25
04/22/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Feeney, Megan on 4/22/2024	96.68
04/22/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 4/22/2024	48.34
04/23/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wachenfeld, Daniel on 4/23/2024	72.51

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

04/23/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 4/23/2024	193.37
04/24/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 4/24/2024	96.68
04/24/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Leveroni, Christopher on 4/24/2024	133.50
04/25/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Mary Catherine on 4/25/2024	145.02
04/29/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 4/29/2024	79.78
04/30/24	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McLennan, Jamie on 4/30/2024	169.19
	Total	1,902.81

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/01/24	RELX Inc DBA LexisNexis - LexisNexis Research on 4/1/2024 by Matthew Waldrep	82.00
04/11/24	RELX Inc DBA LexisNexis - LexisNexis Research on 4/11/2024 by Daniel Wachenfeld	81.91
	Total	163.91

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/24	Evan Swager - Taxi, OT transportation. Attorney worked past 12 AM on 2/27. 02/28/2024	19.96
02/28/24	Evan Swager - Taxi, OT transportation. 02/28/2024	28.56
02/29/24	Evan Swager - Taxi, OT transportation. 02/29/2024	24.91
03/26/24	Evan Swager - Taxi, OT transportation. 03/26/2024	23.91
03/27/24	Evan Swager - Taxi, OT transportation. 03/27/2024	25.98
04/02/24	Francis Petrie - Taxi, OT transportation 04/02/2024	22.00
04/04/24	Matt Waldrep - Taxi, OT transportation 04/04/2024	23.05
04/09/24	Evan Swager - Taxi, OT transportation. 04/09/2024	29.92
04/18/24	Brendan Nashelsky - Taxi, OT transportation 04/18/2024	215.91
04/18/24	Evan Swager - Taxi, OT transportation 04/18/2024	24.91
04/18/24	Francis Petrie - Taxi, OT transportation early morning 04/18/2024	19.78
04/18/24	Francis Petrie - Taxi, OT transportation 04/18/2024	19.12
04/21/24	Francis Petrie - Taxi, OT transportation 04/21/2024	22.76
04/23/24	Charlie Steinmetz - Taxi, OT transportation r 04/23/2024	15.94
04/26/24	Danielle Walker - Vital Transportation Services Inc - - residence to office pre-normal working hours 04/18/2024	146.97
04/26/24	Ashlyn Gallagher - Vital Transportation Services Inc - - residence to office pre-normal working hours 04/18/2024	45.89
04/26/24	Tanzila Zomo - Vital Transportation Services Inc - residence to office pre-normal working hours 04/18/2024	88.25
04/30/24	Matt Waldrep - Taxi, OT transportation 04/30/2024	18.06
04/30/24	Maggie Houseknecht - Taxi, OT transportation 04/30/2024	17.99
	Total	833.87

Legal Services for the Period Ending April 30, 2024
 Thrasio Holdings, Inc.
 Expenses

Document Page 474 of 784

Invoice Number: 1010190823
 Matter Number: 55160-26

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/14/24	Evan Swager - OT Meal 03/14/2024	36.32
04/07/24	GRUBHUB HOLDINGS INC - Petrie, Francis 4/2/2024 OT Meal	42.00
04/07/24	GRUBHUB HOLDINGS INC - Feeney, Megan C. 4/3/2024 OT Meal	38.01
04/07/24	GRUBHUB HOLDINGS INC - Swager, Evan 4/2/2024 OT Meal	37.05
04/07/24	GRUBHUB HOLDINGS INC - Feeney, Megan C. 4/2/2024 OT Meal	42.00
04/14/24	GRUBHUB HOLDINGS INC - Swager, Evan 4/9/2024 OT Meal	40.75
04/21/24	GRUBHUB HOLDINGS INC - Petrie, Francis 4/21/2024 OT Meal	42.00
04/28/24	GRUBHUB HOLDINGS INC - Leveroni, Chris 4/23/2024 OT Meal	35.35
04/28/24	GRUBHUB HOLDINGS INC - Swager, Evan 4/25/2024 OT Meal	34.23
	Total	347.71

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Client Electronic Data Storage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/30/24	Electronic Data Storage	3,447.48
	Total	3,447.48

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190823

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/01/24	FEDERAL EXPRESS - 775733846469	21.04
04/23/24	FEDEX REFUND	(40.12)
	Total	(19.08)
TOTAL EXPENSES		\$ 85,519.03

Document Page 477 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 15, 2024

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

Attn: Mike Fahey

Invoice Number: 1010190824
Client Matter: 55160-27

In the Matter of Project A

For legal services rendered through April 30, 2024
(see attached Description of Legal Services for detail)

\$ 9,715.50

Total legal services rendered

\$ 9,715.50

Legal Services for the Period Ending April 30, 2024

Invoice Number:

1010190824

Thrasio Holdings, Inc.

Matter Number:

55160-27

Project A

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rich Cunningham, P.C.	2.60	1,980.00	5,148.00
Lucie H. Duvall	2.90	1,575.00	4,567.50
TOTALS	5.50		\$ 9,715.50

Legal Services for the Period Ending April 30, 2024
 Thrasio Holdings, Inc.
 Project A

Document Page 479 of 784

Invoice Number: 1010190824
 Matter Number: 55160-27

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/24	Rich Cunningham, P.C.	1.50	Telephone conference with Company re regulatory considerations (.6); review, analyze materials re same (.9).
04/03/24	Lucie H. Duvall	0.10	Telephone conference with regulators re regulatory considerations.
04/03/24	Lucie H. Duvall	0.30	Correspond with Company re regulatory considerations (.1); prepare for conference with same re strategy (.1); correspond with R. Cunningham re same (.1).
04/03/24	Lucie H. Duvall	0.30	Telephone conference with Company re case strategy.
04/04/24	Rich Cunningham, P.C.	0.60	Telephone conference with regulators re regulatory considerations (.4); correspond with Company re same (.2).
04/04/24	Lucie H. Duvall	0.90	Review, analyze notes (.6); correspond with R. Cunningham re same (.3).
04/04/24	Lucie H. Duvall	0.30	Correspond with regulators, R. Cunningham re discussion (.2); correspond with Company re same (.1).
04/05/24	Lucie H. Duvall	0.10	Correspond with Company re case strategy.
04/09/24	Lucie H. Duvall	0.10	Correspond with R. Cunningham re regulatory considerations.
04/11/24	Lucie H. Duvall	0.10	Correspond with R. Cunningham re regulatory considerations.
04/17/24	Lucie H. Duvall	0.10	Correspond with R. Cunningham, Company re regulatory considerations.
04/24/24	Rich Cunningham, P.C.	0.20	Correspond with Company re regulatory considerations.
04/24/24	Lucie H. Duvall	0.30	Telephone conference with regulators re regulatory considerations.
04/25/24	Rich Cunningham, P.C.	0.30	Telephone conference with Company, L. Duvall re regulatory considerations.
04/25/24	Lucie H. Duvall	0.30	Telephone conference with Company re regulatory considerations.
Total		5.50	

Document Page 480 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191778
Client Matter: 55160-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 1,017,577.50

Total legal services rendered

\$ 1,017,577.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault, P.C.	13.60	1,790.00	24,344.00
Tiffani Chanroo	0.80	1,265.00	1,012.00
Uzo Dike	6.10	625.00	3,812.50
Lucie H. Duvall	0.40	1,575.00	630.00
Trevor Eck	2.80	975.00	2,730.00
Josh Greenblatt, P.C.	3.40	2,065.00	7,021.00
Maggie Houseknecht	64.80	1,235.00	80,028.00
Peter Kawalek	0.50	695.00	347.50
TJ Leahy	51.60	1,235.00	63,726.00
Michael David Lehavi	25.50	785.00	20,017.50
Chris Leveroni	53.00	975.00	51,675.00
Mike Li	56.30	515.00	28,994.50
Austin Maffei	17.20	925.00	15,910.00
Casey McGushin	128.20	1,555.00	199,351.00
James McIntyre	127.30	515.00	65,559.50
Makala McNeil	79.90	975.00	77,902.50
Brendan Nashelsky	7.10	975.00	6,922.50
Jessica Nunez	32.10	785.00	25,198.50
Francis Petrie	7.20	1,595.00	11,484.00
Anup Sathy, P.C.	2.00	2,305.00	4,610.00
Noah Spector	45.50	1,075.00	48,912.50
Josh Sussberg, P.C.	0.30	2,305.00	691.50
Evan Swager	15.40	1,345.00	20,713.00
Daniel Wachenfeld	6.60	815.00	5,379.00
Benjamin Woodring	182.60	1,365.00	249,249.00
Snow Yuan	1.60	515.00	824.00
Tanzila Zomo	1.50	355.00	532.50
TOTALS	933.30		\$ 1,017,577.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/24	Maggie Houseknecht	4.10	Review, analyze client documents to assess privilege for production.
05/01/24	Peter Kawalek	0.50	Review, analyze data re discovery issues.
05/01/24	TJ Leahy	1.80	Review, analyze production documents for relevance and privilege.
05/01/24	Michael David Lehavi	2.90	Review and analyze documents for production.
05/01/24	Mike Li	1.40	Revise, analyze data re discovery issues (.5); perform detail quality control procedures re same (.5); correspond with S. Lin re discovery issues (.4).
05/01/24	Casey McGushin	3.90	Correspond with Company re potential depositions (.4); review, analyze production of documents (.8); draft, revise master preparation outline for depositions (1.9); telephone conference with counsel for Peak6 re subpoena (.2); correspond with counsel for UCC re discovery and searches (.6).
05/01/24	James McIntyre	5.90	Review, analyze documents re discovery issues (3.9); draft summary re same (2.0).
05/01/24	Makala McNeil	6.30	Review, analyze Katten documents re privilege (3.8); prepare, draft summary correspondence re same (2.5).
05/01/24	Jessica Nunez	3.10	Review, analyze documents re privileged material.
05/01/24	Noah Spector	5.10	Review, analyze documents re privilege (3.2); research case law re attorney-client privilege (1.7); conference with B. Woodring re document review (.2).
05/01/24	Evan Swager	1.00	Correspond with F. Petrie, Company re UCC discovery, depositions.
05/01/24	Benjamin Woodring	3.50	Coordinate discovery review and production (.3); review, analyze materials re same (2.8); conference with Company re deposition planning (.4).
05/02/24	Maggie Houseknecht	1.80	Review, analyze client documents to assess privilege and code for production.
05/02/24	Maggie Houseknecht	0.20	Review, analyze updated Katten investigation documents re privilege.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/24	Michael David Lehavi	3.80	Review and analyze documents for production.
05/02/24	Chris Leveroni	7.70	Correspond with C. McGushin re document analysis (.3); review, analyze updated diligence re discovery requests (.4); review, analyze documents in anticipation of production (3.9); draft summary re same (3.1).
05/02/24	Casey McGushin	6.50	Telephone conference with M. Fagen, K&E team re discovery and preparation for status conference (.3); draft, revise statement in advance of status conference (3.1); telephone conference with counsel for secured lenders re confirmation litigation issues (.4); telephone conference with counsel for Bristols 6 re discovery (.6); telephone conference with M. Fagen and former company CFO re subpoena (.3); draft, revise trial outline for confirmation (1.6); telephone conference with M. Fahey re subpoenas and depositions (.2).
05/02/24	James McIntyre	1.80	Review, analyze documents re discovery issues (1.3); draft correspondence to C. McGushin, K&E team re same (.5).
05/02/24	Makala McNeil	1.90	Review, analyze documents Katten documents re privileged material.
05/02/24	Jessica Nunez	5.40	Review, analyze documents re privileged material (3.9); draft summary re same (1.5).
05/02/24	Josh Sussberg, P.C.	0.30	Correspond with M. Fagen re depositions and status.
05/02/24	Evan Swager	4.30	Correspond with F. Petrie re UCC discovery, document production, strategy re same (2.3); attend independent investigation interviews (2.0).
05/02/24	Daniel Wachenfeld	2.60	Draft motion re removal extension.
05/02/24	Benjamin Woodring	2.30	Coordinate discovery review and production (.8); review, analyze materials re same (1.2); conference with F. Petrie re status conference preparation (.3).
05/03/24	Maggie Houseknecht	0.60	Conference with C. McGushin, K&E team re discovery document review and deposition preparation.

Legal Services for the Period Ending May 31, 2024

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/24	Maggie Houseknecht	3.00	Review, analyze client documents to assess privilege.
05/03/24	Michael David Lehavi	0.70	Conference with C. McGushin, K&E team re litigation strategy (.6); review, analyze Katten investigation interview notes (.1).
05/03/24	Mike Li	3.60	Correspond with M. McNeil, K&E team re data re discovery issues (2.2); revise, analyze data re discovery issues (1.4).
05/03/24	Casey McGushin	5.00	Telephone conference with B. Woodring, K&E team re depositions and preparations for contested confirmation (.6); telephone conference with M. Fagen, K&E team and Katten team re discovery and investigation (.5); draft, revise correspondence to counsel for UCC re discovery issues (.8); review, revise draft statement in advance of status conference (.9); draft, revise outline for depositions (2.2).
05/03/24	James McIntyre	5.40	Review, analyze documents re discovery issues (3.9); draft summary re same (1.5).
05/03/24	Makala McNeil	3.30	Review, analyze Katten documents re privileged material (2.8); attend conference with M. Li, K&E team re document review and deposition preparation workstreams (.5).
05/03/24	Brendan Nashelsky	0.60	Review, revise removal extension motion.
05/03/24	Noah Spector	0.60	Conference with B. Woodring and C. McGushin re status of adversary proceeding.
05/03/24	Evan Swager	3.90	Attend independent investigation interview (1.0); telephone conferences with witness counsel, Katten team, C. McGushin re discovery process, next steps (1.0); review, revise status conference statement (1.9).
05/03/24	Benjamin Woodring	5.70	Conference with C. McGushin, K&E team re discovery issues (.6); conference with C. McGushin re deposition preparation (.3); conference with C. McGushin, K&E team re status conference preparation (.3); coordinate with C. McGushin re discovery review and production (.4); review, analyze materials re same (2.1); review, analyze documents re third party proposed productions (2.0).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

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Thrasio Holdings, Inc.

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55160-3

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/04/24	Casey McGushin	1.90	Draft, revise summary re litigation, discovery works in process (.6); review, revise draft statement in advance of status conference (1.1); telephone conference with counsel for Peak6 re subpoena (.2).
05/04/24	Noah Spector	0.80	Conference with C. McGushin re depositions (.2); review, analyze documents re privileged material (.6).
05/04/24	Benjamin Woodring	3.40	Correspond with C. McGushin, K&E team review of documents for production (.4); review, analyze documents for same (.8); review third party productions for privilege (1.8); coordinate deposition preparations and conference with C. McGushin re same (.4).
05/05/24	Maggie Houseknecht	1.40	Review, analyze documents re privilege.
05/05/24	Maggie Houseknecht	0.60	Review, analyze documents re deposition preparation.
05/05/24	Michael David Lehavi	1.70	Review and analyze documents for production.
05/05/24	Mike Li	5.10	Correspond with S. Yuan, K&E team re Company data re discovery (.3); review, analyze data for discovery (.7); correspond with S. Yuan, K&E team and vendor team re discovery issues (.4); review, analyze data re same (3.7).
05/05/24	Casey McGushin	2.80	Telephone conference with N. Spector and B. Woodring re depositions (.2); draft, revise deposition outline for Company (1.8); coordinate review and production of documents to UCC (.5); correspond with counsel for UCC re discovery (.3).
05/05/24	Anup Sathy, P.C.	0.50	Review and analyze statement for court status conferences.
05/05/24	Noah Spector	2.30	Conference with C. McGushin, B. Woodring re depositions (.3); review, analyze documents of interest re privilege (2.0).
05/05/24	Evan Swager	2.40	Review, revise status conference statement (2.0); correspond with F. Petrie, K&E team re same (.4).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

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55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/05/24	Benjamin Woodring	2.50	Correspond with C. McGushin, K&E team re review of documents for production (.2); review, analyze documents re same (1.2); review, analyze third party productions for privilege (.8); correspond with C. McGushin, K&E team re deposition preparations (.3).
05/05/24	Snow Yuan	1.10	Review, analyze documents re discovery issues.
05/06/24	Lucie H. Duvall	0.20	Conference with Company re FTC interview.
05/06/24	Maggie Houseknecht	3.00	Review, analyze Company documents to assess privilege.
05/06/24	Maggie Houseknecht	2.40	Review, analyze key communications of witness re deposition preparation.
05/06/24	Maggie Houseknecht	0.20	Correspond with T. Leahy, K&E team re defense strategy for upcoming depositions.
05/06/24	TJ Leahy	0.70	Telephone conference with M. Lehavi re deposition preparation (.3); conferences with C. McGushin and B. Woodring re deposition planning and strategy (.4).
05/06/24	TJ Leahy	1.00	Review and analyze production documents for relevance and privilege.
05/06/24	Michael David Lehavi	2.00	Conference with T. Leahy re witness deposition (.3); conference with E. Swager, K&E team re witness deposition (.2); review, analyze discovery documents (1.5).
05/06/24	Chris Leveroni	2.70	Review, analyze Katten investigation summary (.7); review and analyze documents re production (2.0).
05/06/24	Mike Li	6.30	Correspond with S. Yuan re discovery issues for upcoming document review (1.5); telephone conference with e-discovery vendor re discovery issues (.6); correspond with C. McGushin, K&E team re same (.4); revise, analyze data re discovery issues (.4); correspond with C. McGushin, K&E team re same (.5); correspond with K. Huang to remove duplicate information in review platform (2.4); revise, analyze data re same (.5).

Legal Services for the Period Ending May 31, 2024

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1010191778

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Matter Number:

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/24	Casey McGushin	6.20	Coordinate collection and review of documents in response to UCC requests (.4); correspond with counsel for UCC re same (.4); review, revise statement to court in advance of status conference (.9); review, analyze documents to prepare for depositions (.7); draft, revise talking points for status conference (1.3); telephone conferences with counsel for deposition witness (1.0); telephone conference with M. Fagen, K&E team re depositions (.3); review, analyze documents for responsiveness and privilege for production (1.2).
05/06/24	James McIntyre	7.40	Review, analyze documents re discovery issues (3.9); draft summary re same (3.5).
05/06/24	Makala McNeil	6.20	Conference with N. Spector re witness deposition (1.2); review, analyze documents re privilege and responsiveness (3.0); review, summarize key documents re discovery requests (2.0).
05/06/24	Brendan Nashelsky	0.70	Review, revise removal extension motion.
05/06/24	Noah Spector	9.80	Correspond with M. Li re document production (1.0); review, analyze documents re same (3.9); review, analyze documents re upcoming depositions (3.9); draft correspondence to C. McGushin, K&E team re same (.6); conference with M. McNeil re same (.4).
05/06/24	Daniel Wachenfeld	0.30	Review, revise removal extension motion.
05/06/24	Benjamin Woodring	9.20	Coordinate review of documents for production (.7); review, analyze documents re same (3.9); review, analyze third party productions for privilege (3.9); correspond with M. McGushin re deposition preparations (.4); correspond with C. McGushin re discovery issues (.3).
05/06/24	Snow Yuan	0.50	Review, analyze documents re production.
05/07/24	Maggie Houseknecht	2.80	Review, analyze Company documents re privilege.
05/07/24	Maggie Houseknecht	0.10	Correspond with C. Leveroni re privilege analysis of documents including investor Peak6.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

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Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/07/24	Michael David Lehavi	0.50	Conference with B. Woodring re C. Cashman deposition prep (.2); review, analyze documents for C. Cashman deposition (.3).
05/07/24	Chris Leveroni	2.50	Review, analyze documents re production (2.0); correspond with E. Swager re same (.5).
05/07/24	Mike Li	1.70	Review, analyze documents re discovery issues (.7); review, analyze data re same (1.0).
05/07/24	Casey McGushin	4.60	Telephone conference with M. Fagen, K&E team re Committee's filing in advance of status conference (.4); review, analyze UCC statement in advance of status conference (.9); review, analyze 30(b)(6) notice from Committee for purposes of identifying witnesses (.8); correspond with Committee counsel re scheduling of depositions (.4); telephone conference with M. Fagen, K&E team re discovery and confirmation trial schedule (.3); draft, revise outline of confirmation issues for evidentiary purposes (1.8).
05/07/24	James McIntyre	3.30	Review, analyze documents for attorney review (2.8); draft correspondence to C. McGushin, K&E team re same (.5).
05/07/24	Makala McNeil	6.60	Conferences with C. Leveroni re deposition preparation (2.4); review, summarize key documents re same (.7); review, analyze documents re privilege and responsiveness (3.5).
05/07/24	Noah Spector	10.30	Review, analyze documents re discovery (3.9); review, revise materials re depositions (3.9); draft summary re same (2.0); conference with C. McGushin and B. Woodring re same (.5).
05/07/24	Evan Swager	1.90	Telephone conferences with M. Fagen, K&E team re litigation strategy, discovery (.5); draft correspondence to litigation counterparties re objections (.3); review, analyze DIP challenge letter (.6); correspond with F. Petrie, K&E team re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/07/24	Benjamin Woodring	7.80	Correspond with C. McGushin re ongoing review and production of documents responsive to UCC requests (.6); correspond with M. Li re discovery issues (.9); coordinate deposition preparation planning (2.4); draft, revise privilege log (3.9).
05/08/24	Maggie Houseknecht	0.90	Review, analyze documents re privilege.
05/08/24	TJ Leahy	2.80	Review, analyze production documents for relevance and privilege (.4); telephone conference with C. McGushin, B. Woodring and J. Buckley re 30(b)(6) notice (.4); draft, revise correspondence to counsel for UCC re discovery negotiations (.5); draft, revise documents re privilege (1.2); correspond with B. Woodring re same (.3).
05/08/24	Chris Leveroni	2.80	Review, analyze diligence documents re production (2.0); prepare produced diligence re Company deposition (.8).
05/08/24	Mike Li	2.70	Review, revise documents re privilege (.5); correspond with S. Yuan re same (.5); review, analyze discovery data (1.7).
05/08/24	Casey McGushin	8.10	Review, revise documents re privilege (.6); correspond with N. Spector, K&E team re workstreams for deposition preparation (.7); review, analyze documents to prepare master deposition outline (1.3); conference with UCC re 30(b)(6) notice (.4); review, revise materials re same (1.7); draft, revise responses and objections to 30(b)(6) notice from UCC (1.8); correspond with UCC counsel re deposition scheduling (.6); telephone conference with counsel for C. Cashman re deposition scheduling (.3); correspond with Company re contested confirmation issues around lien validity (.5); review, analyze responses re same (.2).
05/08/24	James McIntyre	8.30	Review, analyze documents re discovery issues (3.9); draft summary re same (3.9); correspond with M. Li re same (1.5).
05/08/24	Makala McNeil	7.70	Conference with C. Leveroni re witness deposition preparation (.9); review, summarize key documents re same (2.9); review, analyze documents re same (3.9).

Legal Services for the Period Ending May 31, 2024

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/24	Brendan Nashelsky	0.90	Review, analyze precedent re standing motion objections (.8); office conference with E. Swager re same (.1).
05/08/24	Noah Spector	1.40	Conference with C. McGushin re upcoming depositions (.4); review, analyze documents of interest re privileged material (1.0).
05/08/24	Evan Swager	1.90	Telephone conferences with C. McGushin, UCC counsel re deposition schedule (.4); telephone conference with F. Petrie, GDC, STB re DIP challenge claims (.5); correspond with C. McGushin, K&E team re litigation strategy (1.0).
05/08/24	Benjamin Woodring	9.10	Review, analyze production of documents responsive to UCC requests (2.1); coordinate deposition preparation planning (2.0); conference with C. McGushin re same (.3); draft, revise privilege log (2.9); conferences with C. McGushin re same (1.8).
05/09/24	Tiffani Chanroo	0.80	Review, revise removal motion (.6); correspond with D. Wachenfeld re same (.2).
05/09/24	Maggie Houseknecht	2.00	Draft Company's requests for production and interrogatories to Committee.
05/09/24	Maggie Houseknecht	2.60	Review, analyze client documents to assess privilege and code for production.
05/09/24	TJ Leahy	6.80	Review, analyze production documents for relevance and privilege (3.5); correspond with C. McGushin and B. Woodring re same (1.1); video conference with C. McGushin, E. Swager, K&E team re contested confirmation strategy (.4); draft, revise response to 30(b)(6) notice (1.8).
05/09/24	Michael David Lehavi	3.70	Review and analyze produced documents.
05/09/24	Chris Leveroni	4.80	Review, analyze documents for production re Company deposition (3.9); correspond with B. Woodring, K&E team re same (.9).
05/09/24	Mike Li	3.80	Review, analyze e-discovery data (1.3); correspond with J. McIntyre, K&E team re same (.7); review, analyze documents re discovery issues (1.8).

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05/09/24	Casey McGushin	6.40	Correspond with UCC counsel re privilege issues (.4); review, analyze documents re same (.8); draft, revise responses and objections to 30(b)(6) notice (1.2); review, analyze summary of witness deposition and exhibits (.5); review, analyze documents for deposition preparation sessions (1.1); correspond with Company re 30(b)(6) deposition (.2); draft, revise outline of preparation for 30(b)(6) topics (1.8); telephone conference with Centerview team re contested valuation issues (.4).
05/09/24	James McIntyre	9.00	Review, analyze documents re discovery issues (3.9); further review, analyze documents re same (2.2); draft summary re same (2.9).
05/09/24	Makala McNeil	9.40	Conference with C. Leveroni re witness deposition preparatory assignments (.4); review, summarize witness correspondence and key documents (3.4); conference with C. McGushin re litigation strategy approach to deposition preparation review(.3); review, analyze documents to re privilege and responsiveness (3.8); attend independent investigation interview with Katten (1.5).
05/09/24	Brendan Nashelsky	0.10	Review, analyze materials re standing motion objection.
05/09/24	Noah Spector	9.40	Review, analyze documents in preparation for deposition (2.0); attend witness deposition (3.9); draft, revise summary of deposition proceedings (3.5).
05/09/24	Benjamin Woodring	8.10	Correspond with C. McGushin re ongoing review and production of documents responsive to UCC requests (.8); correspond with M. Li re same (.4); correspond with C. McGushin, K&E team re same (2.4); review, revise privilege log (3.9); conference with C. McGushin re same (.6).
05/10/24	Maggie Houseknecht	3.00	Telephone conferences with Katten team re UCC's witness interviews.
05/10/24	Maggie Houseknecht	0.20	Draft summary re Katten witness interviews.
05/10/24	Maggie Houseknecht	0.10	Correspond with B. Woodring re Katten witness interviews.

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05/10/24	TJ Leahy	3.20	Review, analyze production documents for relevance and privilege (1.2); review, analyze documents re 30(b)(6) depositions (2.0).
05/10/24	Michael David Lehavi	1.40	Conference with C. McGushin re deposition preparation (.1); review, analyze produced documents (1.3).
05/10/24	Chris Leveroni	1.70	Review, analyze documents for production re Company deposition (1.3); correspond with E. Swager, re same (.4).
05/10/24	Mike Li	2.30	Review, revise privilege logs (.8); revise, analyze data re discovery issues (1.5).
05/10/24	Casey McGushin	6.10	Review, analyze documents re 30(b)(6) preparation session (2.4); participate in 30(b)(6) preparation session with Company (.8); coordinate production of materials to Bristols 6 (.5); review, analyze documents for responsiveness and privilege for production to UCC (1.2); telephone conference with counsel for witness re deposition scheduling (.4); telephone conference with E. Swager, K&E team and Katten team re discovery and scheduling (.8).
05/10/24	James McIntyre	5.90	Review, analyze documents re discovery issues (3.9); draft summary re same (2.0).
05/10/24	Makala McNeil	4.80	Review, summarize correspondence and key documents re discovery issues (3.7); correspond with C. McGushin and B. Woodring re same (1.1).
05/10/24	Brendan Nashelsky	0.60	Review, revise objection to standing motion.
05/10/24	Brendan Nashelsky	0.60	Review, revise removal extension motion (.2); correspond with D. Wachenfeld, K&E team, Cole Schotz re same (.4).
05/10/24	Francis Petrie	0.70	Attend corporate representative deposition preparation.
05/10/24	Daniel Wachenfeld	2.90	Review, revise removal motion (2.6); correspond with B. Nashelsky, K&E team, Cole Schotz team re same (.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/10/24	Benjamin Woodring	5.90	Correspond with C. McGushin re ongoing review and production of documents responsive to UCC requests (.9); correspond with M. Li re discovery issues (1.1); coordinate deposition preparation planning and conference with C. McGushin re same (.8); draft, revise privilege log (1.2); review, analyze documents re same (1.1); draft document requests and interrogatories (.8).
05/11/24	Mike Li	0.90	Review, analyze documents re discovery issues (.5); draft summary re same (.4).
05/11/24	Casey McGushin	2.80	Review, analyze proposed revised 30(b)(6) topics from UCC (.3); review, revise discovery to UCC (.4); review, analyze documents to prepare for 30(b)(6) deposition (2.1).
05/11/24	James McIntyre	2.50	Review, analyze documents re discovery issues (2.0); draft correspondence to C. McGushin, K&E team re same (.5).
05/11/24	Benjamin Woodring	2.20	Review, analyze materials re 30(b)(6) deposition.
05/12/24	Maggie Houseknecht	5.10	Review, analyze documents re privilege (3.9); draft summary re same (1.2).
05/12/24	TJ Leahy	1.90	Review, revise draft communication with UCC counsel re discovery requests (.9); telephone conference with C. McGushin and B. Woodring re discovery responses and depositions (.5); review, revise deposition outline (.5).
05/12/24	Chris Leveroni	6.30	Review, analyze documents in anticipation of production (6.0); correspond with T. Leahy re same (.3).
05/12/24	Casey McGushin	1.90	Research issues re potential protective order for 30(b)(6) notice (1.4); correspond with counsel for UCC re 30(b)(6) notice (.3); telephone conference with B. Woodring and T. Leahy re 30(b)(6) (.2).
05/12/24	Benjamin Woodring	3.00	Telephone conference with C. McGushin re discovery responses and depositions (.5); review, revise materials for witness deposition (2.5).
05/13/24	Maggie Houseknecht	1.40	Review, analyze documents re privilege.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/13/24	Maggie Houseknecht	1.90	Review, analyze documents re discovery production.
05/13/24	Maggie Houseknecht	0.50	Correspond with T. Leahy, K&E team re UCC deposition.
05/13/24	Maggie Houseknecht	3.00	Attend witness deposition.
05/13/24	Maggie Houseknecht	0.30	Telephone conference with T. Leahy re witness deposition.
05/13/24	Maggie Houseknecht	1.30	Draft summary re witness deposition.
05/13/24	Maggie Houseknecht	0.30	Review, analyze documents re witness deposition.
05/13/24	TJ Leahy	10.30	Review, analyze documents for relevance and privilege (3.9); review, revise privilege log and additional document productions re same (2.5); telephone conference with M. Houseknecht re deposition preparation (.4); attend witness deposition (3.5).
05/13/24	Chris Leveroni	4.20	Research, analyze case law re potential protective order re 30(b)(6) request (4.0); correspond with T. Leahy re same (.2).
05/13/24	Chris Leveroni	1.50	Review, analyze documents in anticipation of production (1.3); correspond with T. Leahy re same (.2).
05/13/24	Mike Li	2.70	Review, analyze data re discovery issues (1.7); review, analyze updated privilege log (1.0).
05/13/24	Casey McGushin	8.60	Review, analyze documents for privilege to produce to UCC (3.9); draft, revise statement in advance of status conference (.7); draft, revise motion for protective order (1.9); research issues re same (2.1).
05/13/24	James McIntyre	7.80	Review, analyze documents re discovery issues (2.9); draft summary correspondence re same (3.9); correspond with M. Houseknecht re same (1.0).
05/13/24	Makala McNeil	1.70	Review, analyze documents re privilege and responsiveness.
05/13/24	Brendan Nashelsky	0.20	Correspond with D. Wachenfeld, K&E team re removal extension motion.
05/13/24	Daniel Wachenfeld	0.70	Compile filing version of removal extension motion (.5); correspond with B. Nashelsky re same (.2).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/13/24	Benjamin Woodring	6.70	Correspond with T. Leahy re privilege log (.8); review, revise re same (.7); review, revise materials re witness deposition (1.7); attend deposition (3.5).
05/14/24	Maggie Houseknecht	1.40	Review, analyze documents re witness deposition.
05/14/24	Maggie Houseknecht	7.10	Review, analyze documents re discovery (3.9); draft summary re same (1.9); correspond with J. McIntyre re same (1.3).
05/14/24	Maggie Houseknecht	0.20	Correspond with C. Leveroni re discovery issues.
05/14/24	Maggie Houseknecht	0.30	Telephone conference with B. Woodring re Katten's investigation issues.
05/14/24	TJ Leahy	3.30	Review, analyze documents for relevance and privilege.
05/14/24	Michael David Lehavi	0.70	Review and analyze documents for deposition preparation.
05/14/24	Chris Leveroni	2.80	Revise, analyze documents in anticipation of production (1.7); review, analyze documents in anticipation of upcoming deposition (.5); correspond with T. Leahy re same (.6).
05/14/24	Mike Li	3.80	Review, analyze data re discovery (1.0); correspond with J. McIntyre re same (.7); correspond with S. Lin re discovery issues (.6); review, analyze data re same (1.5).
05/14/24	Casey McGushin	6.50	Draft, revise motion for protective order over 30(b)(6) motion (3.1); research, analyze issues re 30(b)(6) protective order motion (.9); correspond with counsel for UCC re discovery update (.5); telephone conference with M. Fagen, K&E team re discovery update (.2); review, revise draft statement in advance of status conference (.7); telephone conference with witness and counsel for witness for deposition preparation (.4); review, revise materials re same (.7).
05/14/24	James McIntyre	5.90	Review, analyze documents re discovery issues (3.9); draft summary correspondence re same (2.0).
05/14/24	Makala McNeil	4.40	Review, analyze documents re privilege and responsiveness (3.9); draft correspondence to C. McGushin, K&E team re same (.5).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/14/24	Francis Petrie	0.60	Review, analyze interrogatories (.5); correspond with C. McGushin, K&E team re same (.1).
05/14/24	Benjamin Woodring	7.80	Correspond with counsel for UCC re discovery update (.5); telephone conference with M. Fagen, K&E team re discovery update (.2); telephone conference with M. Houseknecht re updates in Katten's investigation on behalf of disinterested directors (.3); draft, revise privilege log (1.3); review, analyze documents re same (1.1); telephone conference with M. Fagen, K&E team re discovery update (.2); telephone conference with witness and counsel for witness for deposition preparation (.4); review, revise materials for deposition preparation (3.8).
05/14/24	Tanzila Zomo	0.90	Coordinate logistics re status conference (.5); correspond with opposing counsel re deposition transcripts (.4).
05/15/24	Maggie Houseknecht	2.20	Review, analyze documents re discovery.
05/15/24	TJ Leahy	5.70	Review, analyze documents re relevance and privilege (3.9); research, analyze case law re privilege (1.0); review, analyze privilege log objections and prior document production re same (.8).
05/15/24	Michael David Lehavi	0.30	Research re attorney client privilege.
05/15/24	Chris Leveroni	5.90	Review, analyze documents in anticipation of production (3.9); correspond with T. Leahy re same (2.0).
05/15/24	Chris Leveroni	0.40	Review, analyze documents in anticipation of upcoming deposition.
05/15/24	Mike Li	2.30	Review, analyze data re discovery.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/24	Casey McGushin	6.40	Telephone conference with counsel for Bristols 6 re discovery (.9); draft, revise responses to discovery requests from Bristols 6 (1.1); draft, revise proposed stipulation regarding Bristols 6 dispute (.8); telephone conference with counsel for C. Cashman re deposition (.2); review, analyze documents for production to UCC (.7); review, analyze documents for purposes of developing prep outline for depositions (.6); review, analyze documents for preparation for 30(b)(6) deposition (2.1).
05/15/24	James McIntyre	5.80	Review, analyze documents re discovery issues (3.8); draft summary re same (2.0).
05/15/24	Makala McNeil	3.80	Review, analyze documents re privilege and responsiveness (3.3); draft correspondence to C. McGushin, K&E team re same (.5).
05/15/24	Daniel Wachenfeld	0.10	Correspond with J. Frumkin re removal extension motion.
05/15/24	Benjamin Woodring	5.60	Correspond with T. Leahy re privilege log objections and prior document production (.6); review, revise privilege log (2.1); review, analyze documents re same (1.0); review, analyze documents for preparation for 30(b)(6) deposition (1.9).
05/16/24	Lucie H. Duvall	0.20	Conference with Company re FTC interview.
05/16/24	Josh Greenblatt, P.C.	0.80	Telephone conference with C. McGushin re litigation status.
05/16/24	Maggie Houseknecht	0.10	Correspond with C. Leveroni re witness deposition.
05/16/24	Maggie Houseknecht	0.40	Telephone conference with C. Leveroni re deposition issues.
05/16/24	TJ Leahy	2.10	Telephone conferences with C. Leveroni re deposition issues.
05/16/24	Michael David Lehavi	3.70	Review, analyze documents for privilege designation (2.1); research, analyze case law re attorney-client privilege (1.6).
05/16/24	Chris Leveroni	1.40	Review, analyze documents in anticipation of upcoming deposition of Company individual (1.2); correspond with M. Houseknecht re same (.2).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/24	Mike Li	3.30	Conference with J. McIntyre re litigation work in process (.7); revise, analyze data re discovery issues (2.6).
05/16/24	Casey McGushin	4.30	Telephone conference with counsel for lenders re confirmation objections (.5); coordinate collection and production of documents in response to document requests from Bristols 6 (.7); draft, revise preparation outline for 30(b)(6) deposition topics (1.8); telephone conference with M. Fagen, K&E team and Katten team re contested confirmation and related discovery (.6); review, analyze discovery requests and potentially responsive documents to provide to Bristols 6 (.7).
05/16/24	James McIntyre	5.90	Review, analyze documents re discovery issues (3.9); draft summary re same (2.0).
05/16/24	Makala McNeil	4.80	Review documents re privilege and responsiveness (3.8); draft summary re same (1.0).
05/16/24	Brendan Nashelsky	0.90	Review, revise adversary proceeding complaint.
05/16/24	Jessica Nunez	2.60	Review, analyze documents re privileged materials.
05/16/24	Benjamin Woodring	4.30	Telephone conference with M. Fagen, K&E team and Katten team re contested confirmation and related discovery (.6); draft, revise privilege log (1.2); review, analyze documents re same (1.1); review, analyze discovery requests and potentially responsive documents to provide to Bristols 6 (1.4).
05/17/24	Michael David Lehavi	3.70	Review and analyze documents for production.
05/17/24	Mike Li	5.40	Correspond with S. Yuan re discovery issues (.4); review, analyze data re discovery issues (3.5); further review, analyze data re same (1.0); revise privilege log (.3); correspond with J. McIntyre re discovery work in process (.2).
05/17/24	Austin Maffei	1.10	Telephone conference with B. Woodring re discovery issues (.4); review, analyze documents re privilege (.7).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/17/24	Casey McGushin	6.70	Telephone conference with UCC counsel re 30(b)(6) topics (.9); review, revise documents re same (.6); telephone conference with counsel for sponsors re subpoenas (.3); telephone conference with M. Fagen, K&E team and Katten team re contested confirmation and discovery issues (.4); telephone conference with counsel for Bristols 6 re discovery (.5); telephone conference with T. Grossman and AlixPartners team re Bristols 6 discovery analysis (.5); review, analyze documents for privilege and production to the UCC (1.1); correspond with UCC counsel re document requests (.3); draft, revise preparation outline for 30(b)(6) deposition (2.1).
05/17/24	James McIntyre	2.80	Review, analyze documents re discovery issues (2.5); draft correspondence to C. McGushin, K&E team re same (.3).
05/17/24	Makala McNeil	6.40	Attend Katten investigation interview (2.0); review, analyze documents for privilege and responsiveness (3.8); draft summary re same (.6).
05/17/24	Brendan Nashelsky	2.50	Review, revise adversary proceeding complaint.
05/17/24	Jessica Nunez	3.30	Review, analyze documents re privileged material.
05/17/24	Francis Petrie	1.50	Correspond with B. Woodring, K&E team re UCC discovery and related issues.
05/17/24	Anup Sathy, P.C.	0.80	Review and analyze documents re litigation considerations.
05/17/24	Benjamin Woodring	4.90	Telephone conference with A. Maffei re document review for privilege (.4); draft, revise privilege log (1.2); review, analyze documents re same (1.9); telephone conference with M. Fagen, K&E team and Katten team re confirmation (.4); telephone conference with counsel for Bristols 6 re discovery (.5); telephone conference with T. Grossman and AlixPartners re Bristols 6 discovery analysis (.5).
05/18/24	Maggie Houseknecht	2.50	Review, analyze Company documents to assess privilege re production.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/24	Austin Maffei	5.90	Review, analyze documents produced by Katten re attorney client privilege and work product (3.9); draft summary re same (1.8); correspond with B. Woodring re same (.2).
05/18/24	Jessica Nunez	4.40	Review, analyze documents re privileged material (3.9); draft summary re same (.5).
05/18/24	Benjamin Woodring	1.00	Correspond with C. McGushin re review of documents for production.
05/19/24	Maggie Houseknecht	6.20	Review, analyze Company documents to assess privilege re production (3.9); draft summary re same (1.8); correspond with C. McGushin re same (.5).
05/19/24	TJ Leahy	0.80	Review, analyze documents for relevance and privilege.
05/19/24	Austin Maffei	6.10	Review, analyze documents produced by Katten re attorney-client privilege and work product (3.9); draft summary re same (2.2).
05/19/24	Casey McGushin	0.50	Correspond with M. Houseknecht re production of documents to counsel for Bristols 6.
05/19/24	Jessica Nunez	4.30	Review, analyze documents re privileged material (3.9); draft correspondence to C. McGushin, K&E team re same (.4).
05/19/24	Anup Sathy, P.C.	0.70	Review, analyze responses to potential standing motion.
05/19/24	Benjamin Woodring	2.20	Review, analyze documents for production (2.0); respond to UCC discovery inquiries and review materials for same (.2).
05/20/24	TJ Leahy	3.90	Review and analyze production documents for relevance and privilege.
05/20/24	Chris Leveroni	4.90	Research, analyze case law re attorney-client privilege re discovery (3.9); correspond with T. Leahy re same (1.0).
05/20/24	Mike Li	1.30	Review, analyze data re discovery issues (1.0); correspond with J. McIntyre re preparation of new document productions (.3).
05/20/24	Austin Maffei	4.10	Review, analyze documents produced by Katten re attorney client privilege and work product (1.3); research, analyze case law re potential estate causes of action (2.6); correspond with B. Woodring re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/24	Casey McGushin	2.60	Telephone conference with M. Fagen, K&E team and Katten team re potential estate causes of action (.7); research, analyze issues re same (1.2); correspond with AlixPartners team re responses to Bristols 6 discovery requests (.4); correspond with counsel for UCC re discovery requests (.3).
05/20/24	James McIntyre	4.70	Review, analyze documents re discovery issues (3.7); draft summary re same (1.0).
05/20/24	Makala McNeil	7.30	Review, analyze documents re privilege and responsiveness (3.4); draft summary re same (.5); review, analyze documents re discovery issues (3.4).
05/20/24	Jessica Nunez	4.10	Review, analyze documents re privileged material (1.1); attend independent investigation interview (1.5); attend further independent investigation interview (1.5).
05/20/24	Benjamin Woodring	8.80	Review, analyze documents re discovery (2.8); respond to discovery inquiries (2.2); conference with M. McGushin, K&E team re confirmation objections and litigation strategy re same (3.8).
05/20/24	Tanzila Zomo	0.20	Review, revise objection re standing motion.
05/21/24	Maggie Houseknecht	0.10	Correspond with C. Leveroni, K&E team re deposition transcript.
05/21/24	Chris Leveroni	1.10	Review, analyze documents in anticipation of production (1.0); correspond with M. Houseknecht re same (.1).
05/21/24	Mike Li	0.70	Review, analyze data re discovery issues.
05/21/24	Casey McGushin	6.10	Correspond with F. Petrie, K&E team, UCC and lenders re case and potential settlement (1.9); telephone conference with E. Swager and K&E team re Bristols 6 discovery (.4); telephone conference with counsel for Peak6 re discovery requests (.3); telephone conference with counsel for Solamere re discovery (.2); telephone conference with AlixPartners team re contested confirmation arguments (.6); draft, revise correspondence to counsel for UCC re revised 30(b)(6) topics (1.1); review, revise materials for 30(b)(6) deposition preparations (1.6).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/24	James McIntyre	3.80	Review, analyze documents re discovery issues (3.5); draft correspondence to C. McGushin, K&E team re same (.3).
05/21/24	Makala McNeil	1.80	Review, analyze and revise independent investigation interview materials.
05/21/24	Benjamin Woodring	8.00	Correspond with C. McGushin re document review and productions (1.5); review, revise documents in preparation of 30(b)(6) deposition (2.6); review, revise deposition materials re same (3.9).
05/22/24	Maggie Houseknecht	0.10	Correspond with court reporter vendor re deposition transcript.
05/22/24	Michael David Lehavi	0.30	Review, analyze investigation interview materials.
05/22/24	Mike Li	0.90	Review, analyze data re discovery issues (.4); correspond with J. McIntyre, K&E team re document review process (.5).
05/22/24	Casey McGushin	8.30	Telephone conference with UCC re 30(b)(6) topics (.6); prepare for same (.9); telephone conference with M. Fagen, K&E team and Katten team re contested confirmation schedule (.6); review, analyze documents for production to UCC (.8); review, analyze documents for inclusion in 30(b)(6) preparation materials (3.4); draft, revise outline of trial issues for confirmation (1.2); review, analyze interrogatories of Bristols 6 to draft and revise outline of responses (.8).
05/22/24	James McIntyre	3.80	Review, analyze documents re discovery issues (3.3); draft summary re same (.5).
05/22/24	Jessica Nunez	1.50	Attend independent investigation interview.
05/22/24	Benjamin Woodring	1.10	Conference with C. McGushin re discovery issues (.3); review, analyze documents re same (.8).
05/23/24	Bill Arnault, P.C.	1.80	Review, analyze Katten investigation report (1.4); review, revise preparatory materials for meeting re same (.4).
05/23/24	Chris Leveroni	2.30	Review, analyze documents in anticipation of production (2.0); correspond with M. Li re same (.3).
05/23/24	Mike Li	2.70	Correspond with J. McIntyre, K&E re discovery issues (1.7); review, analyze data re discovery issues (1.0).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

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05/23/24	Casey McGushin	6.30	Correspond with counsel for Bristols 6 re discovery requests (1.1); conference with counsel for UCC re settlement (1.5); telephone conference with M. Fagen, K&E team and Katten team re potential settlement and confirmation discovery issues (.6); prepare for 30(b)(6) witness prep sessions (2.8); correspond with B. Woodring, K&E team re contested confirmation and related discovery issues (.3).
05/23/24	James McIntyre	4.70	Review, analyze documents re discovery issues (3.7); draft summary re same (1.0).
05/23/24	Makala McNeil	1.70	Attend independent investigation interview.
05/23/24	Jessica Nunez	3.40	Review, analyze documents re privileged material.
05/23/24	Benjamin Woodring	7.20	Coordinate document review and productions (1.9); conference with M. Li re same (.6); review, revise materials for 30(b)(6) deposition (3.9); draft responses to discovery inquiries (.8).
05/24/24	Bill Arnault, P.C.	2.40	Telephone conference with J. Greenblatt and C. McGushin re litigation work in process (.8); review, analyze background materials re same and Katten investigation summary (1.6).
05/24/24	Uzo Dike	0.50	Conference with B. Woodring re logistics re deposition (.4); correspond with T. Kady re same (.1).
05/24/24	Josh Greenblatt, P.C.	2.60	Telephone conferences with C. McGushin and B. Arnault re discovery (1.2); review, analyze report re case background (.9); telephone conferences with C. McGushin re same (.5).
05/24/24	TJ Leahy	2.30	Conference with C. McGushin, B. Woodring, K&E team re 30(b)(6) deposition preparation (.9); review, analyze document production for relevance and privilege (.8); review, analyze correspondence re contested confirmation issues (.6).
05/24/24	Mike Li	3.80	Review, analyze data re discovery issues (2.8); review, analyze documents re same (1.0).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/24/24	Casey McGushin	5.50	Review, revise materials for witness preparation session with 30(b)(6) witness (1.5); participate in witness preparation session (1.0); draft, revise outline of 30(b)(6) preparation notes and collect documents for same (2.1); telephone conference with counsel for Bristols 6 re discovery (.3); review, revise responses to discovery requests from Bristols 6 (.6).
05/24/24	James McIntyre	4.40	Review, analyze documents re discovery issues (3.8); draft summary re same (.6).
05/24/24	Benjamin Woodring	7.90	Attend 30(b)(6) preparation meeting (.5); review, analyze materials re same (4.6); coordinate document review and production (2.5); draft responses to discovery inquiries (.3).
05/25/24	Uzo Dike	0.70	Correspond with B. Woodring, K&E team re e-discovery issues (.2); review, analyze documents re deposition (.5).
05/25/24	TJ Leahy	2.90	Review, revise materials for 30(b)(6) deposition of debtors' representative.
05/25/24	James McIntyre	3.70	Review, analyze documents re discovery issues (3.2); draft correspondence to C. McGushin, K&E team re same (.5).
05/25/24	Benjamin Woodring	6.50	Review, analyze documents re discovery (2.0); analyze, respond to discovery inquiries (1.5); analyze considerations re 30(b)(6) preparation (3.0).
05/25/24	Tanzila Zomo	0.40	Correspond with C. McGushin re deposition logistics.
05/26/24	TJ Leahy	2.10	Review, revise materials for 30(b)(6) deposition of debtors' representative.
05/26/24	Casey McGushin	1.60	Review, analyze documents re 30(b)(6) preparation (1.2); research, analyze issues re privilege waiver (.4).
05/26/24	James McIntyre	2.80	Review, analyze documents re discovery issues (2.5); draft correspondence to C. McGushin, K&E team re same (.3).
05/26/24	Benjamin Woodring	7.10	Review, analyze documents re discovery (2.1); draft responses to discovery inquiries (1.5); analyze considerations re 30(b)(6) preparation (3.5).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/24	Bill Arnault, P.C.	1.90	Review, analyze correspondence from C. McGushin re litigation strategy (.5); draft, revise correspondence re same (.4); review, analyze research re same (1.0).
05/27/24	Uzo Dike	3.20	Conference with B. Woodring and C. McGushin re deposition preparation (.5); revise, organize documents re same (2.3); conference with T. Kady re logistics re same (.4).
05/27/24	Casey McGushin	4.10	Draft, revise preparation outline for 30(b)(6) (3.9); review, analyze documents re same (.2).
05/27/24	James McIntyre	4.40	Review, analyze documents re discovery issues (3.9); draft summary re same (.5).
05/27/24	Benjamin Woodring	12.80	Coordinate document review and production (.5); draft responses to discovery inquiries (1.0); correspond with 30(b)(6) witness (3.9); review, analyze documents re deposition (3.9); review, revise materials in preparation for 30(b)(6) defense (3.5).
05/28/24	Uzo Dike	1.70	Review, analyze documents re upcoming deposition (1.2); conference with B. Woodring and C. McGushin re same (.3); correspond with vendor re logistics re same (.2).
05/28/24	Maggie Houseknecht	1.30	Review, summarize relevant testimony from deposition.
05/28/24	Michael David Lehavi	0.10	Review, analyze document production to prepare for deposition.
05/28/24	James McIntyre	5.70	Review, analyze documents re discovery issues (3.7); draft summary re same (2.0).
05/28/24	Makala McNeil	1.80	Review, analyze, and revise interview notes (1.7); correspond with B. Woodring re same (.1).
05/28/24	Noah Spector	5.20	Correspond with B. Woodring re preparations for 30(b)(6) witness (.3); prepare for deposition re same (4.9).
05/28/24	Benjamin Woodring	12.80	Review, analyze documents re discovery (.4); analyze, draft responses to discovery inquiries (.8); correspond with 30(b)(6) witness (3.9); review, analyze associated documents re same (3.9); review, revise materials for 30(b)(6) defense (1.6); review, revise materials for depositions (2.2).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/29/24	Bill Arnault, P.C.	0.40	Telephone conference with C. McGushin, K&E team re confirmation strategy.
05/29/24	Bill Arnault, P.C.	0.80	Review, analyze correspondence with Committee re discovery and depositions.
05/29/24	Casey McGushin	0.60	Telephone conference with F. Petrie, K&E team re Bristols 6 objection (.3); correspond with counsel for Bristols 6 re discovery (.3).
05/29/24	James McIntyre	2.30	Review, analyze documents re discovery issues (2.0); draft correspondence to C. McGushin, K&E team re same (.3).
05/29/24	Noah Spector	0.60	Review, analyze report of disinterested directors in preparation for deposition.
05/29/24	Benjamin Woodring	6.90	Conference re GXO dispute; review, analyze documents re same (2.1); conference with C. McGushin re Bristols 6 dispute (2.7); review, analyze documents re same (2.1).
05/30/24	Bill Arnault, P.C.	1.10	Review, analyze discovery and correspondence with counsel for Committee re same.
05/30/24	Trevor Eck	2.80	Review, revise motion to strike objection.
05/30/24	Mike Li	1.60	Review, analyze date re discovery issues.
05/30/24	Casey McGushin	1.40	Telephone conference with counsel for Bristols 6 re confirmation objections (1.2); telephone conference with counsel for Bristols 6 re discovery (.2).
05/30/24	James McIntyre	4.60	Review, analyze documents re discovery issues (3.6); draft summary re same (1.0).
05/30/24	Francis Petrie	4.40	Telephone conference with Bristols 6 re potential settlement (1.1); correspond with C. McGushin re same (1.5); telephone conference with Gibson team re Bristols 6 settlement (.5); telephone conferences with M. Fagen re Bristols 6 objection (.4); review, revise documents re same (.9).
05/30/24	Benjamin Woodring	4.10	Conference with M. Fagen, K&E team re Bristols 6 dispute (.4); review, analyze documents re 30(b)(6) deposition (2.6); draft, revise responses and objections re same (1.1).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191778

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/24	Bill Arnault, P.C.	5.20	Review, analyze pleadings and background documents re Katten investigation (2.3); telephone conference with C. McGushin and B. Woodring re litigation update (.5); telephone conference with F. Petrie, K&E team re same (.5); review, revise materials for depositions and contested confirmation hearing (1.9).
05/31/24	Maggie Houseknecht	0.10	Review, analyze cooperation agreements.
05/31/24	Casey McGushin	2.50	Telephone conference with B. Arnault and B. Woodring re confirmation litigation (.5); review, revise materials for witness prep session for 30(b)(6) deposition (1.2); participate in witness prep session for 30(b)(6) deposition (.8).
05/31/24	James McIntyre	4.70	Review, analyze documents re discovery issues (3.7); draft summary correspondence re same (1.0).
05/31/24	Benjamin Woodring	4.20	Conference with C. McGushin re Bristols 6 dispute (.5); review, analyze documents re same (1.2); review, revise materials for 30(b)(6) deposition (.8); draft, revise responses and objections re same (1.7).
Total		933.30	

Document Page 508 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191779
Client Matter: 55160-4

In the Matter of Automatic Stay Matters

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 3,583.50

Total legal services rendered

\$ 3,583.50

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191779

Thrasio Holdings, Inc.

Matter Number:

55160-4

Automatic Stay Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan C. Feeney	0.60	975.00	585.00
Michael David Lehavi	1.10	785.00	863.50
Humza Moinuddin	2.50	815.00	2,037.50
Matt Waldrep	0.10	975.00	97.50
TOTALS	4.30		\$ 3,583.50

Legal Services for the Period Ending May 31, 2024
 Thrasio Holdings, Inc.
 Automatic Stay Matters

Document Page 510 of 784

Invoice Number: 1010191779
 Matter Number: 55160-4

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/24	Humza Moinuddin	0.50	Review, analyze supporting documents re automatic stay violation (.4); correspond with T. Eck re same (.1).
05/29/24	Humza Moinuddin	0.40	Draft, revise letter enforcing automatic stay (.3); correspond with M. Waldrep, T. Eck re same (.1).
05/30/24	Michael David Lehavi	0.10	Research re automatic stay considerations.
05/30/24	Michael David Lehavi	1.00	Research re automatic stay considerations.
05/30/24	Humza Moinuddin	0.40	Review, revise letter to creditors re enforcing automatic stay (.3); correspond with T. Eck, E. Swager re same (.1).
05/30/24	Matt Waldrep	0.10	Review, analyze automatic stay letter.
05/31/24	Megan C. Feeney	0.60	Correspond with E. Swager, K&E team re automatic stay issue (.3); review automatic stay letter re same (.3).
05/31/24	Humza Moinuddin	1.20	Review, revise letter enforcing automatic stay.
Total		4.30	

Document Page 511 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191780
Client Matter: 55160-5

In the Matter of Business Operations

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 957.00

Total legal services rendered

\$ 957.00

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191780

Thrasio Holdings, Inc.

Matter Number:

55160-5

Business Operations

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Francis Petrie	0.60	1,595.00	957.00
TOTALS	0.60		\$ 957.00

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191780

Thrasio Holdings, Inc.

Matter Number:

55160-5

Business Operations

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/09/24	Francis Petrie	0.60	Office conference with E. Swager, M. Young re business issues.
Total		0.60	

Document Page 514 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191781
Client Matter: 55160-6

In the Matter of Case Administration

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 88,250.00

Total legal services rendered

\$ 88,250.00

Legal Services for the Period Ending May 31, 2024
 Thrasio Holdings, Inc.
 Case Administration

Document Page 515 of 784

Invoice Number: 1010191781
 Matter Number: 55160-6

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	3.50	815.00	2,852.50
Tiffani Chanroo	5.10	1,265.00	6,451.50
Trevor Eck	4.90	975.00	4,777.50
Megan C. Feeney	7.70	975.00	7,507.50
Sarah Goodwin	1.00	1,575.00	1,575.00
Jamie McLennan	4.50	815.00	3,667.50
Humza Moinuddin	3.70	815.00	3,015.50
Brendan Nashelsky	8.00	975.00	7,800.00
Francis Petrie	1.00	1,595.00	1,595.00
Nick Salinaro	0.30	815.00	244.50
Luke Spangler	0.90	355.00	319.50
Charlie Steinmetz	19.90	815.00	16,218.50
Evan Swager	11.50	1,345.00	15,467.50
Daniel Wachenfeld	5.40	815.00	4,401.00
Matt Waldrep	4.70	975.00	4,582.50
Danielle Walker	0.50	355.00	177.50
Mary Catherine Young	7.10	975.00	6,922.50
Tanzila Zomo	1.90	355.00	674.50
TOTALS	91.60		\$ 88,250.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/24	Anthony Abate	0.40	Telephone conference with E. Swager, K&E team re work in process.
05/01/24	Tiffani Chanroo	0.80	Review, revise work in process summary (.3); conference with E. Swager, K&E team re same (.5).
05/01/24	Trevor Eck	0.40	Conference with E. Swager, K&E team re case status, next steps.
05/01/24	Megan C. Feeney	1.00	Telephone conference with E. Swager, K&E team re work in progress (.5); revise same (.2); conference with M. Young re confirmation, case status (.3).
05/01/24	Jamie McLennan	0.60	Conference with F. Petrie and K&E team re case status.
05/01/24	Humza Moinuddin	0.40	Conference with E. Swager, K&E team re work in process.
05/01/24	Brendan Nashelsky	0.70	Review, revise work in process summary (.2); conference with E. Swager, K&E team re same (.5).
05/01/24	Francis Petrie	0.50	Office conference with E. Swager, K&E team re work in process.
05/01/24	Luke Spangler	0.50	Conference with E. Swager, K&E team re work in process.
05/01/24	Charlie Steinmetz	1.60	Review, revise work in process summary (.7), correspond with T. Chanroo, K&E team re same (.3); conference with E. Swager, K&E team re work in process, next steps (.6).
05/01/24	Evan Swager	1.00	Conference with F. Petrie, K&E team re work in process (.5); telephone conference with AlixPartners, Centerview, Company teams re status (.5).
05/01/24	Daniel Wachenfeld	0.50	Conference with E. Swager, K&E team re work in process, next steps.
05/01/24	Matt Waldrep	0.50	Review, revise work in process (.1); conference with E. Swager, K&E team re work in process (.4).
05/01/24	Danielle Walker	0.50	Conference with E. Swager, K&E team re work in process.
05/01/24	Mary Catherine Young	0.50	Conference with E. Swager, K&E team re work in process.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191781

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/24	Mary Catherine Young	0.60	Conference with Company re work in process (.3); correspond with E. Swager re same (.3).
05/03/24	Nick Salinaro	0.30	Telephone conference with E. Swager, K&E team re case status.
05/03/24	Charlie Steinmetz	0.30	Review, revise work in process summary (.2); correspond with T. Chanroo, K&E team re same (.1).
05/03/24	Evan Swager	0.50	Telephone conference with Company, AlixPartners, Centerview teams re work in process.
05/05/24	Charlie Steinmetz	0.30	Review, revise work in process summary (.2); correspond with E. Swager, K&E team re same (.1).
05/06/24	Charlie Steinmetz	0.40	Review, revise work in process summary (.2); correspond with E. Swager, K&E team re same (.2).
05/07/24	Anthony Abate	0.30	Telephone conference with E. Swager, K&E team re work in process.
05/07/24	Tiffani Chanroo	0.70	Review, revise work in process summary (.2); conference with E. Swager, K&E team re work in process (.5).
05/07/24	Megan C. Feeney	0.70	Telephone conference with E. Swager, K&E team re work in process (.5); review, revise summary re same (.2).
05/07/24	Jamie McLennan	0.50	Conference with E. Swager and K&E team re case status.
05/07/24	Humza Moinuddin	0.50	Conference with E. Swager, K&E team re work in process.
05/07/24	Brendan Nashelsky	0.30	Conference with E. Swager, K&E team re work in process (partial).
05/07/24	Charlie Steinmetz	1.40	Review, revise work in process summary (1.0), correspond with E. Swager, K&E team re same (.1); telephone conference with E. Swager, K&E team re work in process, next steps (.3).
05/07/24	Evan Swager	0.90	Conference with F. Petrie, T. Chanroo, K&E team re work in process, next steps (.3); prepare for same (.6).
05/07/24	Daniel Wachenfeld	0.30	Conference with E. Swager, K&E team re work in process, next steps.
05/07/24	Matt Waldrep	0.30	Conference with E. Swager, K&E team re work in process.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191781

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/07/24	Mary Catherine Young	0.30	Conference with E. Swager, K&E team re work in process.
05/08/24	Charlie Steinmetz	0.20	Review, revise work in process summary.
05/08/24	Evan Swager	1.10	Conference with F. Petrie, K&E team, Company, AlixPartners, Centerview re work in process.
05/09/24	Anthony Abate	0.50	Telephone conference with E. Swager, K&E team re work in process.
05/09/24	Trevor Eck	0.40	Conference with E. Swager, K&E team re case status, next steps.
05/09/24	Jamie McLennan	0.50	Conference with E. Swager and K&E team re case status.
05/09/24	Humza Moinuddin	0.40	Conference with E. Swager, K&E team re work in process.
05/09/24	Brendan Nashelsky	0.50	Telephone conferences with E. Swager, K&E team, Company re work in process.
05/09/24	Francis Petrie	0.50	Office conference with E. Swager, K&E team re work in process.
05/09/24	Charlie Steinmetz	1.90	Review, revise work in process summary (1.3); correspond with T. Chanroo, K&E team re same (.1); conference with E. Swager, K&E team re work in process, next steps (.5).
05/09/24	Daniel Wachenfeld	0.50	Conference with E. Swager, K&E team re work in process, next steps.
05/09/24	Matt Waldrep	0.50	Conference with E. Swager, K&E team re work in process.
05/09/24	Mary Catherine Young	1.30	Conference with E. Swager re work in process (.5); conference with Company re same (.3); correspond with E. Swager re same (.5).
05/10/24	Luke Spangler	0.20	Correspond with M. Waldrep, Cole Schotz re May transcript status.
05/10/24	Tanzila Zomo	0.50	Correspond with Cole Schotz re hearing transcript retrieval.
05/12/24	Charlie Steinmetz	0.30	Review, revise work in process summary (.2); correspond with E. Swager, K&E team re same (.1).
05/13/24	Anthony Abate	0.50	Telephone conference with E. Swager, K&E team re work in process.
05/13/24	Tiffani Chanroo	0.80	Review, revise work in process summary (.3); conference with E. Swager, K&E team re work in process (.5).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191781

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/13/24	Trevor Eck	0.50	Telephone conference with E. Swager, K&E team re case status, next steps.
05/13/24	Megan C. Feeney	0.80	Telephone conference with E. Swager, K&E team re work in progress (.5); review, revise summary re same (.3).
05/13/24	Jamie McLennan	0.50	Telephone conference with E. Swager, K&E team re case status, next steps.
05/13/24	Humza Moinuddin	0.80	Conference with E. Swager, K&E team re work in process (.5); review, revise work in process summary (.3).
05/13/24	Brendan Nashelsky	0.50	Telephone conference with E. Swager, K&E team re work in process.
05/13/24	Luke Spangler	0.20	Correspond with Cole Schotz team re May hearing transcript status (.1); correspond with M. Waldrep re same (.1).
05/13/24	Charlie Steinmetz	2.20	Review, revise work in process summary (1.6), correspond with E. Swager, K&E team re same (.1); telephone conference with E. Swager, K&E team re work in process, next steps (.5).
05/13/24	Evan Swager	0.50	Telephone conference with T. Chanroo, K&E team re work in process, next steps.
05/13/24	Daniel Wachenfeld	0.80	Review, revise work in process summary (.3); conference with E. Swager, K&E team re work in process, next steps (.5).
05/13/24	Matt Waldrep	0.70	Conference with E. Swager, K&E team re work in process (.5); review, revise work in process (.2).
05/13/24	Mary Catherine Young	0.50	Conference with E. Swager, K&E team re work in process.
05/13/24	Tanzila Zomo	0.20	Correspond with Cole Schotz re transcript retrieval.
05/14/24	Trevor Eck	0.30	Conference with F. Petrie, E. Swager re case status, open items.
05/14/24	Brendan Nashelsky	0.10	Correspond with E. Swager, D. Wachenfeld re removal extension motion.
05/14/24	Evan Swager	0.50	Telephone conference with AlixPartners, Centerview, Company re work in process, next steps.
05/14/24	Daniel Wachenfeld	0.70	Review, revise removal extension motion (.4); correspond with J. Frumkin re filing same (.3).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191781

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/24	Charlie Steinmetz	0.90	Review, revise work in process summary (.5), correspond with E. Swager, K&E team re same (.4).
05/15/24	Tanzila Zomo	0.50	Coordinate hearing line re status conference.
05/16/24	Anthony Abate	0.60	Telephone conference with E. Swager, K&E team re work in process.
05/16/24	Tiffani Chanroo	1.00	Conference with E. Swager, K&E team re work in process (.5); conference with E. Swager, K&E team, Company re case status (.5).
05/16/24	Trevor Eck	0.50	Conference with E. Swager, K&E team re case status, next steps.
05/16/24	Megan C. Feeney	1.00	Telephone conference with E. Swager, K&E team re work in process (.5); review, revise summary re same (.1); telephone conference with Company, E. Swager, K&E team re case status, updates (.4).
05/16/24	Jamie McLennan	0.50	Conference with E. Swager and K&E team re case status.
05/16/24	Humza Moinuddin	0.50	Conference with E. Swager, K&E team re work in process.
05/16/24	Brendan Nashelsky	1.20	Telephone conference with E. Swager, K&E team, Company re work in process.
05/16/24	Evan Swager	1.40	Telephone conferences with Company, Centerview, AlixPartners re work in process, next steps (.9); conference with F. Petrie, K&E team re same (.5).
05/16/24	Daniel Wachenfeld	0.70	Review, revise work in process summary (.2); conference with E. Swager, K&E team re work in process, next steps (.5).
05/16/24	Matt Waldrep	0.70	Conference with E. Swager, K&E team re works in process (.5); review, revise work in process (.2).
05/16/24	Mary Catherine Young	1.00	Conference with Company re work in process (.5); conference with E. Swager, K&E team re same (.5).
05/16/24	Tanzila Zomo	0.50	Telephone conference with L. Saal, K&E team re case status updates.
05/17/24	Evan Swager	0.50	Telephone conference with Company, AlixPartners, Centerview teams re work in process, next steps.
05/17/24	Tanzila Zomo	0.20	Review, revise pleading template.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191781

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/19/24	Charlie Steinmetz	0.20	Review, revise work in process summary (.1); correspond with E. Swager, K&E team re same (.1).
05/19/24	Evan Swager	1.10	Correspond with M. Young, K&E team re work in process, open issues.
05/20/24	Anthony Abate	0.30	Telephone conference with E. Swager, K&E team re work in process.
05/20/24	Tiffani Chanroo	0.60	Telephone conference with E. Swager, K&E team re work in process (.3); review, revise same (.3).
05/20/24	Trevor Eck	0.30	Telephone conference with E. Swager, K&E team re case status, next steps.
05/20/24	Megan C. Feeney	0.80	Telephone conference with E. Swager, K&E Team re work in process (.3); review, revise summary re same (.5).
05/20/24	Jamie McLennan	0.30	Telephone conference with E. Swager, K&E team re case status, next steps.
05/20/24	Humza Moinuddin	0.60	Draft, revise summary re work in process (.3); conference with E. Swager, K&E team re work in process (.3).
05/20/24	Brendan Nashelsky	0.60	Telephone conference with E. Swager, K&E team re work in process (.3); review, revise summaries re same (.3).
05/20/24	Charlie Steinmetz	1.80	Review, revise work in process summary (1.4), correspond with E. Swager, K&E team re same (.1); telephone conference with E. Swager, K&E team re work in process, next steps (.3).
05/20/24	Evan Swager	0.50	Conference with T. Chanroo, K&E team re work in process, next steps (.3); prepare for same (.2).
05/20/24	Matt Waldrep	0.50	Review, revise work in process (.2); conference with E. Swager, K&E team re work in process (.3).
05/20/24	Mary Catherine Young	0.30	Conference with E. Swager re work in process.
05/21/24	Mary Catherine Young	0.60	Conference with Company re work in process.
05/22/24	Brendan Nashelsky	1.20	Correspond with E. Swager, K&E team re summer associate onboarding (.8); review, analyze materials re same (.4).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191781

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/24	Charlie Steinmetz	0.90	Review, revise work in process summary (.8); correspond with T. Chanroo, K&E team re same (.1).
05/23/24	Trevor Eck	0.50	Conference with E. Swager, M. Feeney, B. Nashelsky re case and settlement status.
05/23/24	Brendan Nashelsky	0.10	Correspond with D. Wachenfeld, K&E team re work in process.
05/23/24	Charlie Steinmetz	1.80	Review, revise work in process summary (1.2); correspond with T. Chanroo, K&E team re same (.6).
05/24/24	Tiffani Chanroo	0.70	Conference with E. Swager, K&E team re case status (.5); review, analyze case status (.2).
05/24/24	Trevor Eck	0.40	Telephone conference with E. Swager, K&E team re case status, next steps.
05/24/24	Megan C. Feeney	0.70	Telephone conference with E. Swager, K&E team re work in process (.5); review, revise summary re same (.2).
05/24/24	Jamie McLennan	0.50	Telephone conference with E. Swager, K&E team re case status, next steps.
05/24/24	Humza Moinuddin	0.50	Conference with E. Swager, K&E team re work in process.
05/24/24	Brendan Nashelsky	0.50	Telephone conference with E. Swager re work in process.
05/24/24	Charlie Steinmetz	1.60	Review, revise work in process summary (.9); correspond with T. Chanroo, K&E team re same (.2); conference with E. Swager, K&E team re same (.5).
05/24/24	Evan Swager	0.50	Conference with T. Chanroo, K&E team re work in process.
05/24/24	Daniel Wachenfeld	0.40	Conference with E. Swager, K&E team re work in process, next steps.
05/24/24	Matt Waldrep	0.40	Conference with E. Swager, K&E team re work in process.
05/28/24	Anthony Abate	0.50	Telephone conference with E. Swager, K&E team re work in process.
05/28/24	Tiffani Chanroo	0.50	Conference with E. Swager, K&E team re work in process.
05/28/24	Trevor Eck	0.50	Conference with E. Swager, K&E team re case status, next steps.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191781

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/24	Megan C. Feeney	1.50	Conference with E. Swager, K&E team re case background, updates (.8); correspond with E. Swager re same (.5); review, revise summary re same (.2).
05/28/24	Sarah Goodwin	1.00	Correspond with lender counsel re UK work in process (.5); correspond with K. Hoo re UK work in process (.5).
05/28/24	Jamie McLennan	0.60	Conference with E. Swager and K&E team re case status.
05/28/24	Brendan Nashelsky	1.20	Office conferences with E. Swager, K&E team re work in process.
05/28/24	Charlie Steinmetz	1.90	Review, revise work in process summary (1.3), correspond with E. Swager, K&E team re same (.1); telephone conference with E. Swager, K&E team re work in process, next steps (.5).
05/28/24	Evan Swager	1.40	Conferences with F. Petrie, K&E team re work in process, next steps.
05/28/24	Daniel Wachenfeld	0.80	Prepare for conference with E. Swager, K&E team (.2); review, revise work in process summary (.1); conference with E. Swager, K&E team re work in process, next steps (.5).
05/28/24	Matt Waldrep	0.50	Conference with E. Swager, K&E team re work in process.
05/28/24	Mary Catherine Young	1.10	Conference with E. Swager, K&E team re work in process (.5); conference with Company re same (.6).
05/29/24	Daniel Wachenfeld	0.20	Review, revise work in process summary (.1); correspond with C. Steinmetz re same (.1).
05/30/24	Anthony Abate	0.40	Telephone conference with E. Swager, K&E team re work in process.
05/30/24	Trevor Eck	0.50	Telephone conference with E. Swager, K&E team re case status, next steps.
05/30/24	Trevor Eck	0.60	Telephone conference with Company, E. Swager, K&E team re case status, work in process.
05/30/24	Megan C. Feeney	0.70	Telephone conference with E. Swager, K&E team re work in process (.5); review, revise summary re same (.2).
05/30/24	Megan C. Feeney	0.50	Correspond with Company, E. Swager, K&E team re case updates, work in process.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191781

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/24	Jamie McLennan	0.50	Conference with E. Swager and K&E team re case status.
05/30/24	Brendan Nashelsky	1.10	Conference with E. Swager, K&E team re work in process (.5); telephone conference with E. Swager, K&E team, Company re same (.6).
05/30/24	Charlie Steinmetz	1.60	Review, revise work in process summary (.7), correspond with E. Swager, K&E team re same (.4); telephone conference with E. Swager, K&E team re work in process, next steps (.5).
05/30/24	Evan Swager	1.10	Conferences with T. Chanroo, K&E, AlixPartners, Centerview teams re work in process, next steps.
05/30/24	Daniel Wachenfeld	0.50	Conference with E. Swager, K&E team re work in process, next steps.
05/30/24	Matt Waldrep	0.60	Conference with E. Swager, K&E team re work in process (.5); review, revise work in process (.1).
05/30/24	Mary Catherine Young	0.90	Conference with E. Swager, K&E team re work in process (.5); conference with Company re same (.4).
05/31/24	Charlie Steinmetz	0.60	Review, revise work in process summary.
05/31/24	Evan Swager	0.50	Conference with Company, Centerview, AlixPartners teams re work in process, next steps.
Total		91.60	

Document Page 525 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191782
Client Matter: 55160-7

In the Matter of DIP Financing and Cash Management

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 275,810.50

Total legal services rendered

\$ 275,810.50

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alex Bledsoe	28.00	975.00	27,300.00
Keegan A. Bobholz	73.30	1,345.00	98,588.50
Megan C. Feeney	4.50	975.00	4,387.50
Phil Vincent Giglio	2.80	1,885.00	5,278.00
Sarah Goodwin	10.00	1,575.00	15,750.00
Kristin Hoo	20.30	1,265.00	25,679.50
James B. Kelly	11.20	1,395.00	15,624.00
Shan A. Khan	29.90	1,575.00	47,092.50
Mary Kogut, P.C.	0.30	2,115.00	634.50
Drew Maliniak	0.40	1,575.00	630.00
Matthew Mutino	3.30	975.00	3,217.50
Francis Petrie	2.30	1,595.00	3,668.50
Lloyd Robertson-Jones	0.50	1,885.00	942.50
Carrie Rosenberg	1.60	525.00	840.00
Nick Salinaro	13.10	815.00	10,676.50
Anup Sathy, P.C.	1.70	2,305.00	3,918.50
Diana Soriano	0.20	815.00	163.00
Lydia Tsioli	0.50	815.00	407.50
Trent Tucker	4.30	815.00	3,504.50
Matt Waldrep	6.40	975.00	6,240.00
Andy White	1.30	975.00	1,267.50
TOTALS	215.90		\$ 275,810.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/24	Alex Bledsoe	1.50	Correspond with K. Bobholz, K&E team re exit facility transactions (.8); correspond with Company re UCC diligence requests re exit facility (.2); correspond with Company re exit facility transactions (.2); correspond with UCC counsel re exit facility diligence requests (.1); correspond with K. Bobholz, K&E team re same (.2).
05/01/24	Keegan A. Bobholz	2.30	Review and revise covenant summary (1.3); review, analyze investment company act diligence (.5); draft checklist for exit facility (.5).
05/01/24	Megan C. Feeney	0.40	Correspond with M. Waldrep, K&E team, UCC re cash management third interim order (.2); review, revise summary re same (.2).
05/01/24	Phil Vincent Giglio	0.30	Draft, revise ICA opinion.
05/01/24	James B. Kelly	0.20	Correspond with P. Giglio re ICA diligence and opinion support for exit facility.
05/01/24	Shan A. Khan	0.50	Correspond with K. Bobholz, K&E team re exit facility workstreams.
05/01/24	Diana Soriano	0.20	Correspond with Company re KYC issues.
05/01/24	Trent Tucker	0.50	Review, draft exit term loan closing checklist.
05/01/24	Matt Waldrep	0.50	Review, revise cash management order.
05/02/24	Alex Bledsoe	2.20	Correspond with K. Bobholz, K&E team re exit facility transactions (.5); review and analyze exit facility summary (.7); correspond with K. Bobholz, K&E team re creditor diligence requests re exit facility (.2); review and analyze creditor diligence requests re exit facility (.3); correspond with K. Bobholz, K&E team re UCC diligence requests (.3); correspond with Simpson team re UCC diligence requests re exit facility (.2).
05/02/24	Keegan A. Bobholz	3.20	Review and revise covenant summary (2.8); review, analyze supporting documents for exit credit facility (.4).
05/02/24	James B. Kelly	0.30	Correspond with D. Maliniak re transaction status and prepetition loan facility.
05/02/24	Shan A. Khan	0.50	Correspond with K. Bobholz, K&E team re exit facility workstreams.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/24	Matt Waldrep	0.60	Correspond with F. Petrie, K&E team re challenge periods under the DIP (.2); review, revise third interim cash management order (.4).
05/03/24	Alex Bledsoe	0.30	Correspond with K. Bobholz, K&E team re exit facility transactions.
05/03/24	Keegan A. Bobholz	2.30	Review and revise covenant summary.
05/03/24	Phil Vincent Giglio	1.00	Draft, revise ICA opinion.
05/03/24	Sarah Goodwin	0.50	Telephone conference with E. Swager re restructuring financing and UK work streams.
05/03/24	James B. Kelly	0.50	Conference with S. Goodwin and K. Hoo re UK exit deliverables (.1); conference with K. Bobholz and S. Khan re financing summary (.4).
05/03/24	Shan A. Khan	2.20	Correspond with J. Kelly, K&E team re exit facility (.7); review, analyze exit facility covenant summary(1.5).
05/06/24	Alex Bledsoe	1.50	Correspond with UCC counsel re diligence requests (.1); correspond with K. Bobholz, K&E team re UCC counsel's diligence requests re exit facility (.2); correspond with K. Bobholz, K&E team re lender diligence requests re same (.2); review and analyze lender diligence requests re same (.2); correspond with WSFS counsel re exit facility (.1); review and analyze exit credit agreement covenant summary (.7).
05/06/24	Keegan A. Bobholz	4.90	Review and revise covenant summary (3.4); correspond with STB re reporting obligations (.5); review, analyze new common stock registration form (1.0).
05/06/24	Megan C. Feeney	1.20	Correspond with M. Waldrep, K&E team, AlixPartners re cash management system, investment guidelines (.4); draft, revise memorandum re same (.5); research re same (.3).
05/06/24	James B. Kelly	0.40	Review and analyze takeback debt notice (.3); correspond with K. Bobholz re same (.1).
05/06/24	Shan A. Khan	1.10	Correspond with K. Bobholz, K&E team re exit facility covenant summary (.8); correspond with K. Bobholz, K&E team re emergence planning (.3).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/24	Mary Kogut, P.C.	0.30	Review correspondence re exit facility matters.
05/06/24	Anup Sathy, P.C.	0.40	Review and analyze exit finance issues.
05/06/24	Matt Waldrep	1.20	Review, analyze U.S. Trustee investment guidelines.
05/07/24	Alex Bledsoe	1.30	Correspond with Company re exit facility opinion diligence (.3); correspond with K. Bobholz, K&E team re exit facility opinion diligence (.2); correspond with K. Bobholz, K&E team re exit facility UK entity diligence (.2); correspond with Simpson team re UCC's diligence requests (.1); review and analyze UCC diligence letter (.3); correspond with K. Bobholz, K&E team re prepetition debt document requests (.2).
05/07/24	Keegan A. Bobholz	6.00	Review and revise covenant side by side grid (1.5); conference with Company, C. Harris, W. Graham and S. Khan re covenant grid (1.0); review, analyze UCC letter re first lien lender challenge claims (3.5).
05/07/24	Megan C. Feeney	0.20	Correspond with M. Waldrep, AlixPartners re cash management system, investment guidelines.
05/07/24	Kristin Hoo	0.20	Review correspondence re exit facility query.
05/07/24	Shan A. Khan	2.50	Conference with Company re exit facility terms summary (2.0); correspond with K. Bobholz, K&E team re UCC challenge claims (.5).
05/07/24	Francis Petrie	0.20	Review, analyze UCC letter re challenge claims.
05/08/24	Alex Bledsoe	0.40	Correspond with K. Bobholz, K&E team re exit facility transaction deliverables (.3); correspond with Company re exit facility opinion diligence (.1).
05/08/24	Keegan A. Bobholz	2.60	Review and revise covenant summary (.5); review and revise draft credit agreement (1.1); review, revise UCC letter re first lien challenge claims (1.0).
05/08/24	James B. Kelly	0.30	Conference with K. Bobholz re DIP status and deliverables (.2); correspond with A. Bledsoe and T. Tucker re DIP deliverables (.1).
05/08/24	Anup Sathy, P.C.	0.40	Analyze lien challenge disputes.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/09/24	Alex Bledsoe	1.50	Correspond with K. Bobholz, K&E team re exit credit agreement and deliverables (.5); review and draft exit credit agreement ancillary documents (.5); review and analyze draft exit credit agreement (.5).
05/09/24	Keegan A. Bobholz	3.00	Review and revise covenant summary (1.0); review and revise draft credit agreement (2.0).
05/09/24	Phil Vincent Giglio	1.50	Draft, revise ICA opinion.
05/09/24	Shan A. Khan	1.00	Review and revise exit term loan covenant grid (.8); correspond with K. Bobholz, K&E team re same (.2).
05/09/24	Carrie Rosenburg	1.60	Review, revise perfection certificate (1.4); correspond with E. Swager re same (.2).
05/10/24	Alex Bledsoe	2.00	Correspond with UCC counsel re diligence requests (.2); correspond with K. Bobholz, K&E team re exit credit agreement and deliverables (.5); review and draft exit credit agreement ancillary documents (.7); review and analyze draft exit credit agreement (.5); coordinate with company re UCC diligence requests re exit facility (.1).
05/10/24	Keegan A. Bobholz	5.20	Review and revise covenant summary (2.0); review and revise draft credit agreement (3.2).
05/10/24	Kristin Hoo	0.10	Correspond with K. Bobholz, K&E team re DIP facility next steps.
05/10/24	Shan A. Khan	2.50	Conference with Company re exit facility terms grid (2.0); correspond with K. Bobholz, K&E team and Centerview team re same (.5).
05/10/24	Trent Tucker	0.30	Review exit facility credit agreement (.2); coordinate with K. Bobholz, K&E team (.1).
05/11/24	Shan A. Khan	1.00	Review, analyze revised draft of covenant grid (.7); correspond with K. Bobholz, K&E team re same (.3).
05/12/24	Shan A. Khan	0.20	Correspond with K. Bobholz, K&E team re exit facility.
05/12/24	Drew Maliniak	0.40	Correspond with S. Khan re credit agreement term sheet.
05/13/24	Alex Bledsoe	0.20	Correspond with Company re UCC diligence matters re exit facility (.1); correspond with opposing counsel re exit facility (.1).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/13/24	Keegan A. Bobholz	5.70	Review and revise covenant summary (1.0); review and revise draft credit agreement (4.0); conference with E. Swager, S. Khan, K&E team re same (.7).
05/13/24	Sarah Goodwin	0.50	Correspond with K. Bobholz re draft credit agreement and scope of review.
05/13/24	Kristin Hoo	0.50	Review, analyze inquiry from lender counsel re exit facility.
05/13/24	Shan A. Khan	2.00	Conference with Gibson, Evercore and Centerview teams re exit facility terms summary (1.0); correspond with K. Bobholz, K&E team and Centerview teams (.5); draft, revise exit credit agreement (.5).
05/13/24	Francis Petrie	0.80	Correspond with Gibson, Simpson team re unencumbered property and challenge period (.4); correspond with UCC counsel re same (.4).
05/14/24	Alex Bledsoe	0.50	Correspond with K. Bobholz, K&E team re exit credit agreement (.4); coordinate with client re UCC diligence matters (.1).
05/14/24	Keegan A. Bobholz	7.60	Review and revise covenant summary (1.6); review and revise draft credit agreement (5.5); conference with Gibson team re covenant summary (.5).
05/14/24	Sarah Goodwin	0.50	Review, analyze draft credit agreement.
05/14/24	Kristin Hoo	2.00	Review, analyze credit agreement.
05/14/24	Shan A. Khan	1.30	Correspond with E. Swager, K&E team and Centerview teams re exit facility (.6); draft, revise exit credit agreement (.7).
05/14/24	Francis Petrie	0.30	Review, revise stipulation and correspond with Simpson team, Gibson team re same.
05/14/24	Nick Salinaro	1.50	Draft updated closing checklist (1.0); coordinate with K&E teams and opposing counsel re status of deliverables for closing of exit facility (.5).
05/14/24	Trent Tucker	0.50	Review draft credit agreement and compile open items list (.3); review, incorporate comments to credit agreement (.2).
05/14/24	Andy White	1.30	Review and revise security agreement (.9); review and analyze perfection certificate (.3); correspond with A. Barber re same (.1).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/24	Alex Bledsoe	1.90	Correspond with UCC counsel re diligence requests (.1); review and analyze prepetition credit agreement re UCC diligence requests (.5); correspond with K. Bobholz, K&E team re exit credit agreement (.5); coordinate with opposing counsel re exit credit agreement grid (.1); review and analyze exit credit agreement grid (.2); review and revise draft exit ancillaries (.2); correspond with Company re UCC diligence requests (.1); correspond with opposing counsel re UCC letter (.2).
05/15/24	Keegan A. Bobholz	3.40	Review and revise draft credit agreement.
05/15/24	Megan C. Feeney	0.50	Correspond with Company, AlixPartners, M. Waldrep, K&E team re cash management system (.3); research re cash management order (.2).
05/15/24	Kristin Hoo	3.00	Review, analyze credit agreement.
05/15/24	James B. Kelly	0.20	Correspond with N. Salinaro and K&E team re transaction status.
05/15/24	Shan A. Khan	2.50	Correspond with advisor teams re exit facility (1.5); review, analyze draft exit facility documents (1.0).
05/15/24	Nick Salinaro	2.30	Draft updated closing checklist (2.1); coordinate with K&E teams and opposing counsel re status of deliverables for closing of exit facility (.2).
05/15/24	Matt Waldrep	0.70	Review, analyze cash management order (.4); correspond with M. Feeney, K&E team re cash management order (.3).
05/16/24	Alex Bledsoe	1.00	Correspond with UCC counsel re diligence requests re exit facility (.2); correspond with K. Bobholz, K&E team re UCC diligence requests re same (.3); correspond with K. Bobholz, K&E team re exit facility transactions (.3); review and revise draft exit materials (.2).
05/16/24	Keegan A. Bobholz	4.30	Review and revise draft credit agreement (3.0); conference with Company, S. Khan and W. Graham re credit agreement (1.3).
05/16/24	Megan C. Feeney	0.20	Correspond with AlixPartners, M. Waldrep, K&E team, U.S. Trustee re cash management order, section 345(b) compliance.
05/16/24	Sarah Goodwin	1.00	Review, analyze draft credit agreement.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/24	James B. Kelly	0.30	Correspond with D. Maliniak re exit facility (.1); correspond with K. Bobholz re challenge claims (.1); review and analyze UCC challenge letter in connection with same (.1).
05/16/24	Shan A. Khan	1.50	Correspond with AlixPartners re exit facility (.3); review, analyze draft exit facility documents (1.2).
05/16/24	Francis Petrie	0.70	Telephone conference with Morrison & Foerster re stipulation (.2); correspond with Gibson and Simpson team re same (.5).
05/16/24	Anup Sathy, P.C.	0.90	Review, analyze exit facility issues.
05/16/24	Matt Waldrep	0.30	Correspond with AlixPartners, M. Feeney, K&E team re new debtor bank account (.1); correspond with U.S. Trustee, UCC re new debtor bank account (.2).
05/17/24	Alex Bledsoe	0.50	Correspond with K. Bobholz, K&E team re UCC diligence matters (.2); correspond with K. Bobholz, K&E team re exit credit agreement (.3).
05/17/24	Megan C. Feeney	0.60	Correspond with M. Waldrep, K&E team, U.S. Trustee, AlixPartners re cash management order, section 345(b) compliance (.3); review, analyze same (.3).
05/17/24	Sarah Goodwin	3.00	Review, analyze credit agreement.
05/17/24	Kristin Hoo	2.00	Review, analyze credit agreement.
05/17/24	James B. Kelly	0.50	Correspond with D. Maliniak re reporting requirements (.1); correspond with Gibson team re takeback credit agreement (.1); correspond with K. Bobholz re same (.1); conference with S. Khan re same (.2).
05/17/24	Shan A. Khan	1.50	Correspond with advisor teams re exit facility (1.0); review, analyze draft exit facility documents (.5).
05/17/24	Francis Petrie	0.30	Correspond with E. Swager re challenge stipulation and timing.
05/17/24	Matt Waldrep	1.20	Correspond with U.S. Trustee, M. Feeney, K&E team re fourth interim cash management order (.3); draft fourth interim cash management order (.9).
05/18/24	Trent Tucker	0.50	Review, incorporate UK corporation comments to draft exit credit agreement.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/19/24	Alex Bledsoe	1.40	Correspond with K. Bobholz, K&E team re draft exit credit agreement (.6); correspond with Company re draft exit credit agreement (.2); review and analyze draft exit credit agreement (.6).
05/19/24	Shan A. Khan	0.50	Correspond with AlixPartners re exit credit facility.
05/19/24	Nick Salinaro	0.30	Review and revise credit agreement.
05/20/24	Alex Bledsoe	0.50	Correspond with Company re draft exit credit agreement (.1); correspond with K. Bobholz, K&E team re draft exit credit agreement term sheet (.1); correspond with K. Bobholz, K&E team re exit credit agreement (.1); coordinate with team re KYC and emergence (.2).
05/20/24	Keegan A. Bobholz	2.00	Review and revise draft credit agreement.
05/20/24	Megan C. Feeney	0.30	Correspond with U.S. Trustee, Cole Schotz, M. Waldrep re cash management order (.2); prepare cash management order for filing (.1).
05/20/24	James B. Kelly	0.80	Correspond with D. Maliniak re KYC, agency and assignment matters for exit facility (.4); conference with AFS team re agency requirements for exit facility (.4).
05/20/24	Shan A. Khan	1.00	Correspond with AlixPartners re exit facility (.5); review, analyze draft exit facility supporting documents (.5).
05/20/24	Nick Salinaro	1.30	Draft closing documents re exit credit agreement.
05/20/24	Matt Waldrep	0.30	Correspond with E. Swager, K&E team, Gibson team, UCC, Cole Schotz team re cash management order.
05/21/24	Alex Bledsoe	0.60	Correspond with E. Swager, K&E team re exit facility transactions and deliverables (.3); coordinate with financial advisors re exit facility transactions (.2); coordinate with opposing counsel re draft exit credit agreement (.1).
05/21/24	Keegan A. Bobholz	2.80	Review and revise draft credit agreement.
05/21/24	Megan C. Feeney	0.20	Correspond with AlixPartners re cash management order.
05/21/24	Sarah Goodwin	0.50	Conference with K. Hoo re UK work in process.
05/21/24	Kristin Hoo	2.00	Review, analyze exit financing conditions precedent.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/24	James B. Kelly	3.10	Review and revise KCC registration form for takeback parties (.8); conference with D. Maliniak and K. Bobholz re registration requirements (.7); conference with AFS re registration matters (.3); conference with K. Bobholz re same (.2); review and revise term summary for management incentive plan (.6); correspond with D. Maliniak re same (.5).
05/21/24	Shan A. Khan	1.30	Correspond with AlixPartners re exit facility (.5); review, revise draft exit facility documents (.8).
05/21/24	Nick Salinaro	1.30	Draft closing documents re exit credit agreement.
05/21/24	Lydia Tsioli	0.50	Correspond with E. Swager re credit agreement issues.
05/21/24	Trent Tucker	0.60	Draft, revise exit credit agreement.
05/22/24	Alex Bledsoe	0.50	Correspond with K. Bobholz re exit facility transactions (.3); correspond with AlixPartners re exit facility transactions (.2).
05/22/24	Keegan A. Bobholz	3.30	Review and revise draft credit agreement.
05/22/24	Sarah Goodwin	1.00	Conference with K. Hoo re financing agreement.
05/22/24	Kristin Hoo	0.50	Correspond with S. Goodwin re exit financing.
05/22/24	James B. Kelly	1.80	Correspond with D. Maliniak re management incentive plan and employee payment carveouts in credit documents (.3); review, analyze precedent re same (.4); review and revise takeback lender registration form (.3); correspond with M. Young, K&E team re exit term sheet for plan supplement (.2); correspond with S. Khan and K. Bobholz re same (.1); correspond with W. Williams re debt and equity allocations for takeback facility (.5).
05/22/24	Shan A. Khan	2.50	Correspond with E. Swager, K&E team re exit facility (1.0); conference with Company re exit facility (1.0); review, analyze draft exit facility documents (.5).
05/22/24	Nick Salinaro	0.80	Draft closing documents re exit credit agreement.
05/22/24	Trent Tucker	0.50	Review, revise draft credit agreement.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/23/24	Alex Bledsoe	0.60	Correspond with K. Bobholz, K&E team re exit facility transactions and deliverables (.5); correspond with Company re exit facility transactions (.1).
05/23/24	Keegan A. Bobholz	4.50	Review and revise draft credit agreement (3.3); conference with M. Rowe, P. Perrier, L. Curtis and S. Khan re the exit term loan facility (1.2).
05/23/24	Sarah Goodwin	1.50	Review, analyze UK guarantors (.3); correspond with K. Hoo, K. Bobholz and L. Robertson-Jones re same (.2); review, analyze credit agreement (1.0).
05/23/24	Kristin Hoo	1.00	Correspond with S. Goodwin, K&E Team re exit financing.
05/23/24	James B. Kelly	1.90	Conference with Company, D. Maliniak and K. Bobholz re management incentive plan and financing summary (.8); review, analyze credit agreement and covenant summary re same (.3); conference with Gibson team re same (.3); correspond with N. Salinaro, K&E team re exit financing deliverables (.5).
05/23/24	Lloyd Robertson-Jones	0.50	Correspond with K. Hoo, K&E team re work in process.
05/23/24	Nick Salinaro	1.50	Draft closing documents re financing (1.2); telephone conference with E. Swager, K&E team and Gibson team re deliverables and final steps (.3).
05/23/24	Trent Tucker	1.20	Telephone conference with opposing counsel re closing checklist (.3); coordinate, review credit agreement (.3); compile open items list (.2); review, summarize changes since DIP agreement (.4).
05/24/24	Alex Bledsoe	0.30	Correspond with K. Bobholz, K&E team re exit facility transactions (.1); correspond with Company re exit facility transactions (.1); correspond with opposing counsel re exit credit agreement (.1).
05/24/24	Keegan A. Bobholz	2.30	Review and revise draft credit agreement (1.3); conference with Company, S. Khan re exit credit facility (1.0).
05/24/24	Sarah Goodwin	0.50	Review, analyze UK provisions re credit agreement.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/24/24	Kristin Hoo	1.00	Correspond with S. Goodwin, K&E Team re exit financing.
05/24/24	James B. Kelly	0.50	Draft and revise financing resolutions for exit facility (.3); correspond with N. Salinaro and A. Bledsoe re same (.2).
05/24/24	Shan A. Khan	2.00	Correspond with K. Bobholz, K&E team re exit facility (.5); draft, revise exit credit agreement (1.5).
05/24/24	Matthew Mutino	3.30	Research, review and analyze governance term sheet and deal correspondence (2.5); draft comments to governance term sheet (.8).
05/24/24	Trent Tucker	0.20	Coordinate with M. Mutino, K&E team re financing agreement drafts.
05/25/24	James B. Kelly	0.10	Correspond with A. Bledsoe, K&E team re organizational documents of loan parties.
05/25/24	Shan A. Khan	0.30	Correspond with E. Swager, K&E team re exit facility.
05/27/24	Alex Bledsoe	0.70	Review and analyze credit documents re confirmation order (.4); correspond with K. Bobholz, K&E team re confirmation order re exit facility (.1); correspond with K. Bobholz, K&E team re exit facility documents (.1); correspond with opposing counsel re exit deliverables (.1).
05/27/24	Keegan A. Bobholz	0.60	Review, analyze ancillary deliverables re exit credit facility.
05/27/24	Nick Salinaro	2.30	Draft, revise credit facility closing documents.
05/28/24	Alex Bledsoe	1.00	Correspond with opposing counsel re exit credit agreement and deliverables (.1); correspond with Company re exit facility deliverables (.2); correspond with K. Bobholz, K&E team re exit transactions and deliverables (.5); review and analyze draft exit ancillaries (.2).
05/28/24	Keegan A. Bobholz	0.80	Review, analyze ancillary deliverables re exit credit facility.
05/28/24	Megan C. Feeney	0.40	Review, analyze fourth interim cash management order (.2); correspond with M. Waldrep re same (.2).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/24	James B. Kelly	0.30	Correspond with K. Hoo re exit credit documents (.1); correspond with A. Bledsoe, K. Bobholz, and S. Khan re organizational documents (.1); conference with S. Khan re transaction status and deliverables (.1).
05/28/24	Shan A. Khan	0.50	Correspond with J. Bobholz, K&E team re exit facility.
05/28/24	Matt Waldrep	0.80	Review, revise cash management final order.
05/29/24	Alex Bledsoe	0.50	Correspond with opposing counsel re exit credit agreement and deliverables (.2); correspond with Company re exit facility deliverables (.1); correspond with K. Bobholz, K&E team re exit transactions and deliverables (.1); review and analyze DIP transaction documents re diligence request (.1).
05/29/24	Keegan A. Bobholz	1.90	Review, analyze ancillary deliverables for exit credit facility (.8); review and revise draft credit agreement (1.1).
05/29/24	Kristin Hoo	1.00	Correspond with S. Goodwin, K&E Team re exit financing.
05/29/24	Nick Salinaro	0.50	Draft, revise exit financing closing documents.
05/30/24	Alex Bledsoe	4.30	Correspond with Simpson team re diligence requests (.1); correspond with K. Bobholz, K&E team re diligence requests (.3); review and analyze prepetition debt documents re diligence requests (1.2); correspond with K. Bobholz, K&E team re exit transactions (.5); correspond with opposing counsel re exit credit agreement (.2); review and revise draft exit financing ancillary documents (2.0).
05/30/24	Keegan A. Bobholz	1.00	Review, analyze ancillary deliverables re exit credit facility (.4); review and revise draft credit agreement (.6).
05/30/24	Megan C. Feeney	0.50	Correspond with M. Waldrep, K&E team, U.S., Trustee re cash management order (.3); review, revise final order (.2).
05/30/24	Sarah Goodwin	1.00	Review, analyze draft credit agreement, UK security documents (.5); conference with K. Hoo re same (.5).
05/30/24	Kristin Hoo	2.00	Review, analyze exit financing documents.
05/30/24	Shan A. Khan	0.50	Review, analyze emergence issues.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191782

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/24	Nick Salinaro	1.30	Draft, revise closing exiting financing documents.
05/30/24	Matt Waldrep	0.70	Correspond with T. Chanroo, K&E team, U.S. Trustee, UCC re cash management system (.5); research re cash management order (.2).
05/31/24	Alex Bledsoe	2.80	Review and revise exit financing documents (2.0); correspond with K. Bobholz, K&E team re exit transactions and deliverables (.5); correspond with K. Bobholz, K&E team and Company re governance term sheet (.3).
05/31/24	Keegan A. Bobholz	3.60	Review, analyze ancillary deliverables re exit credit facility (2.8); review and revise draft credit agreement (.8).
05/31/24	Kristin Hoo	5.00	Review, revise exit financing documents.
05/31/24	Shan A. Khan	1.00	Correspond with K. Bobholz, K&E team re exit facility documents (.5); review, analyze draft exit facility documents (.5).
05/31/24	Matt Waldrep	0.10	Correspond with T. Chanroo, K&E team, U.S. Trustee re bank account.
Total		215.90	

Document Page 540 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191783
Client Matter: 55160-8

In the Matter of Customer and Vendor Matters

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 70,454.00

Total legal services rendered

\$ 70,454.00

Legal Services for the Period Ending May 31, 2024
Thrasio Holdings, Inc.
Customer and Vendor Matters

Document Page 541 of 784

Invoice Number: 1010191783
Matter Number: 55160-8

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	2.20	815.00	1,793.00
Trevor Eck	22.20	975.00	21,645.00
Megan C. Feeney	0.20	975.00	195.00
Michael David Lehavi	0.20	785.00	157.00
Brendan Nashelsky	21.20	975.00	20,670.00
Anup Sathy, P.C.	0.80	2,305.00	1,844.00
Evan Swager	15.10	1,345.00	20,309.50
Daniel Wachenfeld	2.20	815.00	1,793.00
Matt Waldrep	2.10	975.00	2,047.50
TOTALS	66.20		\$ 70,454.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/24	Trevor Eck	2.30	Correspond with Company, AlixPartners, vendors, E. Swager re vendor issues, stipulations (1.7); review, revise stipulations re same (.6).
05/01/24	Brendan Nashelsky	1.50	Review, analyze considerations re vendor matters (.3); review, revise vendor stipulation re same (1.2).
05/01/24	Evan Swager	1.10	Correspond with AlixPartners re vendor discussions (.5); correspond with T. Chanroo, K&E team, AlixPartners re vendor inquiries, payments (.6).
05/02/24	Trevor Eck	2.40	Review, revise vendor stipulation (1.3); correspond with E. Swager, vendor, AlixPartners, Company re same (.8); review, analyze research re vendor issue (.3).
05/02/24	Brendan Nashelsky	1.50	Review, analyze documents re vendor issue (1.1); correspond with T. Eck, Company, AlixPartners re same (.4).
05/02/24	Evan Swager	0.50	Review, analyze supporting documents re vendor inquiries, stipulations.
05/03/24	Anthony Abate	2.20	Research, analyze precedent re disclosure of vendor cap (1.8); correspond with M. Waldrep and D. Wachenfeld re same (.4).
05/03/24	Trevor Eck	2.40	Review, revise vendor stipulation (.9); correspond with vendor, E. Swager, K&E team re same (.7); review, analyze research re vendor cap issue (.4); correspond with F. Petrie, K&E team, vendor re same (.4).
05/03/24	Brendan Nashelsky	0.40	Review, analyze supporting documents re vendor issues (.3); correspond with Company, vendor counsel re same (.1).
05/03/24	Evan Swager	0.50	Correspond with T. Eck, K&E team, Company re vendor issues.
05/03/24	Daniel Wachenfeld	2.20	Analyze inquiries re vendor payment cap and confidentiality (2.0); correspond with M. Waldrep, A. Abate re same (.2).
05/03/24	Matt Waldrep	2.10	Research re vendor fee caps (2.0); correspond with T. Eck, K&E team re vendor fee caps (.1).
05/05/24	Trevor Eck	0.30	Correspond with vendor re stipulation issue.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191783

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/24	Trevor Eck	0.40	Correspond with E. Swager, vendor re vendor stipulation issues.
05/06/24	Anup Sathy, P.C.	0.80	Review and analyze statement for status conference.
05/07/24	Brendan Nashelsky	0.70	Review, revise settlement agreement re vendor negotiation (.5); correspond with E. Swager, T. Eck, Company, AlixPartners, opposing counsel re same (.2).
05/07/24	Evan Swager	0.80	Review, revise vendor stipulation (.5); correspond with B. Nashelsky, K&E team re same (.3).
05/08/24	Trevor Eck	0.30	Conference with E. Swager, K&E team, AlixPartners, Company re vendor stipulation.
05/08/24	Brendan Nashelsky	0.40	Telephone conference with E. Swager, T. Eck, Company, AlixPartners re vendor stipulation (.3); review, analyze considerations re same (.1).
05/09/24	Trevor Eck	3.30	Telephone conference with Company, AlixPartners, B. Nashelsky, K&E team re vendor issue (.5); review, revise vendor stipulation (1.3); draft summary re same (.8); correspond with Company, E. Swager, AlixPartners re same (.7).
05/09/24	Brendan Nashelsky	1.70	Review, revise vendor stipulation (1.0); correspond with E. Swager, T. Eck, Company re same (.2); telephone conference with E. Swager, K&E team, Company, AlixPartners re same (.5).
05/09/24	Evan Swager	0.40	Correspond with vendors re responses to inquiries (.1); telephone conferences with T. Eck, K&E team, AlixPartners teams re same (.3).
05/13/24	Brendan Nashelsky	0.20	Correspond with Company, AlixPartners re vendor stipulation.
05/14/24	Trevor Eck	0.30	Telephone conference with E. Swager, K&E team, vendor re stipulation.
05/14/24	Michael David Lehavi	0.20	Conference with B. Woodring re case management and strategy.
05/14/24	Brendan Nashelsky	2.10	Review, revise vendor stipulation (1.1); correspond with E. Swager, Company, AlixPartners, opposing counsel re same (.6); telephone conference with vendor counsel, E. Swager, T. Eck re same (.4).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191783

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/14/24	Evan Swager	1.20	Correspond with B. Nashelsky, Company re vendor considerations.
05/15/24	Trevor Eck	1.80	Review, revise summary re vendor stipulation (1.3); correspond with vendor, AlixPartners, Company, E. Swager re same (.5).
05/15/24	Brendan Nashelsky	2.30	Review, revise stipulation re vendor claims (1.3); correspond with E. Swager, Company, AlixPartners, opposing counsel re same (.4); telephone conference with E. Swager, T. Eck, Company, AlixPartners re same (.6).
05/15/24	Evan Swager	1.10	Review, revise vendor stipulations (.6); telephone conference with T. Eck, Company re vendor considerations (.5).
05/16/24	Evan Swager	0.50	Correspond with Company re vendor issues, next steps.
05/17/24	Brendan Nashelsky	1.40	Review, revise vendor stipulation (1.1); correspond with E. Swager, Company re same (.3).
05/17/24	Evan Swager	0.40	Correspond with T. Eck, Company re vendor considerations.
05/18/24	Evan Swager	0.30	Correspond with T. Eck, K&E team re vendor considerations.
05/20/24	Trevor Eck	0.20	Correspond with vendor re stipulation.
05/20/24	Brendan Nashelsky	1.80	Review, revise vendor stipulation (1.3); correspond with E. Swager, Company re same (.5).
05/20/24	Evan Swager	0.40	Correspond with T. Eck, K&E team, counterparties re vendor issues.
05/21/24	Trevor Eck	0.20	Correspond with Company, vendor re vendor settlement.
05/21/24	Brendan Nashelsky	1.30	Review, revise vendor stipulation (.8); correspond with E. Swager re same (.5).
05/21/24	Evan Swager	0.80	Correspond with F. Petrie, Company, AlixPartners re vendor considerations.
05/22/24	Brendan Nashelsky	1.40	Review, revise vendor stipulation (.8); correspond with E. Swager, Company, opposing counsel re same (.6).
05/22/24	Evan Swager	0.60	Correspond with T. Eck, Company re vendor considerations.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191783

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/23/24	Trevor Eck	1.20	Correspond with Company, vendor re settlement discussions (.7); telephone conference with E. Swager, vendor re same (.5).
05/23/24	Brendan Nashelsky	0.90	Review, revise vendor stipulation (.2); correspond with opposing counsel re same (.2); telephone conference with E. Swager, T. Eck, opposing counsel re same (.5).
05/23/24	Evan Swager	1.30	Correspond with T. Eck, K&E team, counsel to vendor re vendor issues (.9); telephone conference with vendor counsel re same (.4).
05/24/24	Trevor Eck	1.30	Correspond with vendor, Company, E. Swager, K&E team re settlement (.7); review, analyze issues re same (.6).
05/24/24	Brendan Nashelsky	0.30	Correspond with E. Swager, opposing counsel re vendor stipulation (.1); review, analyze considerations re same (.2).
05/24/24	Evan Swager	0.80	Correspond with T. Eck, Company re vendor issues, stipulations.
05/27/24	Trevor Eck	0.40	Correspond with vendor, Company, B. Woodring, K&E team re settlement conference and vendor issues.
05/28/24	Trevor Eck	1.10	Telephone conference with E. Swager, K&E team, Company re vendor settlement (.5); telephone conference with vendor re same (.2); correspond with vendor, Company re same (.4).
05/28/24	Brendan Nashelsky	1.10	Telephone conference with E. Swager, T. Eck, Company re vendor stipulation (.6); correspond with E. Swager, Company, opposing counsel re same (.3); review, analyze considerations re same (.2).
05/28/24	Evan Swager	0.50	Telephone conference with Company re vendor inquiries, next steps.
05/29/24	Trevor Eck	0.50	Telephone conference with vendor re settlement conference issues (.2); correspond with Company, E. Swager, K&E team re same (.3).
05/29/24	Megan C. Feeney	0.20	Correspond with vendor counsel re invoices, notices.
05/29/24	Brendan Nashelsky	0.30	Correspond with E. Swager, Company, opposing counsel re vendor stipulation.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191783

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/24	Trevor Eck	3.00	Telephone conference with vendor, Company, E. Swager re settlement (.5); telephone conference with vendor, Company, E. Swager, K&E team re settlement (1.0); correspond with B. Woodring, Company re same (.4); telephone conference with Company re same (.2); review, revise settlement proposal re same (.7); correspond with AlixPartners re same (.2).
05/30/24	Brendan Nashelsky	1.30	Telephone conference with E. Swager, T. Eck, Company, opposing counsel re vendor stipulations.
05/30/24	Evan Swager	2.90	Telephone conferences with vendors re settlement, stipulations (2.2); review, revise settlement offer, stipulations re same (.7).
05/31/24	Trevor Eck	0.80	Telephone conference with Company re vendor settlement (.5); correspond with vendor, Company re same (.3).
05/31/24	Brendan Nashelsky	0.60	Review, analyze considerations re vendor stipulations (.2); telephone conference with E. Swager, Company re same (.4).
05/31/24	Evan Swager	1.00	Correspond with Company re vendor settlements (.7); review, revise summaries re same (.3).
Total		66.20	

Document Page 547 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191784
Client Matter: 55160-9

In the Matter of Claims Administration and Objections

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 28,991.50

Total legal services rendered

\$ 28,991.50

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191784

Thrasio Holdings, Inc.

Matter Number:

55160-9

Claims Administration and Objections

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	6.10	815.00	4,971.50
Jamie McLennan	0.40	815.00	326.00
Humza Moinuddin	20.10	815.00	16,381.50
Matt Waldrep	7.50	975.00	7,312.50
TOTALS	34.10		\$ 28,991.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/24	Anthony Abate	2.80	Research preferential transfers and avoidance actions (1.8); draft memorandum re same (.6); correspond with M. Waldrep re memorandum re same (.4).
05/02/24	Matt Waldrep	2.90	Research re preferential transfers.
05/03/24	Anthony Abate	2.60	Research preferential transfers and avoidance actions (1.8); draft memorandum re same (.4); correspond with M. Waldrep re same (.4).
05/03/24	Matt Waldrep	1.50	Correspond with A. Abate, K&E team re claim preference research (.1); research re preferential claim transfers (1.4).
05/06/24	Anthony Abate	0.70	Review, analyze potential preferential claim transfers.
05/06/24	Matt Waldrep	2.70	Review, analyze records re potential claim preference issues (2.6); correspond with A. Abate, K&E team re potential claim preference issues (.1).
05/07/24	Matt Waldrep	0.10	Correspond with E. Swager, K&E team re preference analysis.
05/07/24	Matt Waldrep	0.10	Correspond with E. Swager, K&E team, AlixPartners re preference analysis.
05/08/24	Jamie McLennan	0.40	Review and revise memorandum re fraudulent conveyance (.3); correspond with B. Nashelsky re same (.1).
05/17/24	Matt Waldrep	0.20	Correspond with M. Young re preferences and fraudulent transfers.
05/20/24	Humza Moinuddin	4.60	Review, analyze creditor proof of claim filing (2.8); draft, revise objection re same (1.8).
05/21/24	Humza Moinuddin	8.20	Draft, revise objection re contingent proof of claim filing (3.9); correspond with M. Feeney re objection re same (.3); telephone conference with M. Feeney, KCC team re objection re same (.2); research re contingent claim estimation (3.8).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191784

Thrasio Holdings, Inc.

Matter Number:

55160-9

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/24	Humza Moinuddin	7.30	Review, revise objection re contingent proof of claim filing (2.1); correspond with M. Feeney re objection re same (.2); research re contingent claim estimation (3.8); draft summary re research re same (1.0); correspond with KCC team re response to contingent proof of claim filing (.2).
Total		34.10	

Document Page 551 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191785
Client Matter: 55160-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 19,542.50

Total legal services rendered

\$ 19,542.50

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191785

Thrasio Holdings, Inc.

Matter Number:

55160-10

Official Committee Matters and Meetings

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matthew C. Fagen, P.C.	1.50	1,685.00	2,527.50
James B. Kelly	0.50	1,395.00	697.50
Michael David Lehavi	2.60	785.00	2,041.00
Drew Maliniak	0.80	1,575.00	1,260.00
Francis Petrie	1.40	1,595.00	2,233.00
Anup Sathy, P.C.	1.30	2,305.00	2,996.50
Evan Swager	1.10	1,345.00	1,479.50
Daniel Wachenfeld	4.60	815.00	3,749.00
Matt Waldrep	0.40	975.00	390.00
Wayne E. Williams	0.50	1,995.00	997.50
Mary Catherine Young	0.40	975.00	390.00
Tanzila Zomo	2.20	355.00	781.00
TOTALS	17.30		\$ 19,542.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/24	Matthew C. Fagen, P.C.	1.50	Participate in management meeting with UCC (1.0); prepare for same (.5).
05/01/24	Francis Petrie	1.40	Prepare for conference with management team, UCC members (.4); attend same (1.0).
05/01/24	Evan Swager	1.10	Conference with UCC counsel, Company re business plan.
05/03/24	Anup Sathy, P.C.	0.80	Review and analyze UCC settlement issues.
05/06/24	Anup Sathy, P.C.	0.50	Review and analyze UCC letter re status conference.
05/06/24	Mary Catherine Young	0.40	Conference with C. McGushin, K&E team re UCC deposition requests and issues.
05/08/24	Michael David Lehavi	2.60	Conference with UCC re deposition topics (.3); review and analyze documents for production (2.3).
05/08/24	Tanzila Zomo	2.20	Review, revise privilege log re submission to UCC.
05/22/24	James B. Kelly	0.50	Review, analyze insurance documents re UCC requests (.4); correspond with A. Bledsoe re UCC requests (.1).
05/23/24	Daniel Wachenfeld	3.50	Conference with UCC, E. Swager, K&E team, GDC team re settlement.
05/23/24	Daniel Wachenfeld	0.60	Coordinate logistics re UCC settlement meetings.
05/25/24	Daniel Wachenfeld	0.30	Telephone conference with E. Swager, K&E team, UCC, GDC, Katten re settlement.
05/27/24	Daniel Wachenfeld	0.20	Prepare for UCC settlement conference.
05/28/24	Matt Waldrep	0.40	Review, analyze UCC term sheet.
05/29/24	Wayne E. Williams	0.10	Correspond with D. Maliniak re UCC settlement.
05/31/24	Drew Maliniak	0.80	Correspond with W. Williams re UCC Settlement.
05/31/24	Wayne E. Williams	0.40	Review, analyze proposed UCC settlement term sheet.
Total		17.30	

Document Page 554 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191786
Client Matter: 55160-11

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

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 6,644.00

Total legal services rendered

\$ 6,644.00

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191786

Thrasio Holdings, Inc.

Matter Number:

55160-11

Use, Sale, and Disposition of Property

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alex Bledsoe	0.50	975.00	487.50
Megan C. Feeney	0.50	975.00	487.50
Elaine Nolan	2.30	2,305.00	5,301.50
Carrie Rosenberg	0.70	525.00	367.50
TOTALS	4.00		\$ 6,644.00

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191786

Thrasio Holdings, Inc.

Matter Number:

55160-11

Use, Sale, and Disposition of Property

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/10/24	Elaine Nolan	1.00	Correspond with L. Tsioli re settlement deed of release (.4); conference with L. Tsioli re same (.6).
05/13/24	Elaine Nolan	1.30	Review, revise release deed re settlement (1.0); correspond with E. Swager re same (.3).
05/16/24	Alex Bledsoe	0.50	Correspond with opposing counsel re UCC letter (.3); review and analyze UCC letter re diligence (.2).
05/24/24	Carrie Rosenburg	0.70	Review, analyze perfection certificate IP (.5); correspond with E. Swager, K&E team re same (.2).
05/30/24	Megan C. Feeney	0.50	Correspond with Company de minimis asset sales (.2); draft summary re same (.3).
Total		4.00	

Document Page 557 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191787
Client Matter: 55160-12

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

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 280,151.50

Total legal services rendered

\$ 280,151.50

Legal Services for the Period Ending May 31, 2024
 Thrasio Holdings, Inc.
 Corp., Governance, & Securities Matters

Invoice Number:
 Matter Number:

1010191787
 55160-12

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Marcela Barba	33.10	1,345.00	44,519.50
Amy Barber	0.70	1,575.00	1,102.50
Tiffani Chanroo	7.30	1,265.00	9,234.50
Fiona Constant-Lotz	0.30	1,095.00	328.50
Trevor Eck	3.40	975.00	3,315.00
Matthew C. Fagen, P.C.	3.20	1,685.00	5,392.00
Shan A. Khan	2.00	1,575.00	3,150.00
Chris Leveroni	7.20	975.00	7,020.00
Drew Maliniak	62.40	1,575.00	98,280.00
Matthew Mutino	6.20	975.00	6,045.00
Francis Petrie	6.40	1,595.00	10,208.00
Scott D. Price, P.C.	2.90	2,245.00	6,510.50
Shahrzad Sadjadi	0.50	1,575.00	787.50
Nick Salinaro	1.00	815.00	815.00
Anup Sathy, P.C.	3.10	2,305.00	7,145.50
Evan Swager	3.70	1,345.00	4,976.50
Lydia Tsioli	1.70	815.00	1,385.50
Trent Tucker	2.70	815.00	2,200.50
Matt Waldrep	14.70	975.00	14,332.50
Wayne E. Williams	25.40	1,995.00	50,673.00
Mary Catherine Young	2.80	975.00	2,730.00
TOTALS	190.70		\$ 280,151.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/24	Tiffani Chanroo	1.10	Correspond with Katten team, Company, Alix team re interviews (.3); correspond with E. Swager, K&E team re same (.4); review, analyze diligence re same (.4).
05/01/24	Drew Maliniak	2.90	Correspond with KCC team re securities distribution (.9); review, analyze registration form re securities distributions (.9); correspond with GDC and W. Williams re issuance of New Common Stock (.9); correspond with S. Sadjadi, K&E team re non-U.S. filings diligence (.2).
05/01/24	Matt Waldrep	0.20	Correspond with Company, Katten team, E. Swager, K&E team re Katten diligence requests.
05/02/24	Tiffani Chanroo	1.30	Correspond with Katten re interviews (.2); review, analyze investigation diligence requests (.3); correspond with M. Waldrep, K&E team re same (.3); telephone conference with Company, Katten team re same (.5).
05/02/24	Drew Maliniak	2.10	Review and revise stockholder registration form (1.4); correspond with KCC re same (.7).
05/02/24	Francis Petrie	0.50	Review, revise letter to board.
05/02/24	Francis Petrie	1.90	Telephone conference with investigation target (.5); correspond with E. Swager, K&E team re ongoing investigation and status (.8); telephone conference with C. McGushin, M. Fagen re next steps (.4); correspond with Company re same (.2).
05/02/24	Matt Waldrep	3.20	Conference with Katten team, T. Chanroo, K&E team, Company re Katten diligence requests (.7); correspond with T. Chanroo, K&E team re Katten diligence requests (.4); review, revise Katten diligence summary (.5); correspond with C. McGushin, K&E team re Katten diligence (.3); correspond with Company, K&E team re Katten diligence (.1); conference with T. Chanroo, K&E team, Katten re Katten diligence requests (1.2).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191787

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/24	Wayne E. Williams	1.80	Review, analyze term loan terms re securities issues (.1); review, revise equity distributions and equity registration documents (.9); telephone conference with KCC team re same (.8).
05/03/24	Tiffani Chanroo	1.50	Telephone conference with Alix, Katten team re diligence requests (1.1); correspond with Katten team re same (.4).
05/03/24	Drew Maliniak	5.40	Review and revise registration form (3.7); correspond with KCC, GDC, and WSFS re same (1.7).
05/03/24	Matt Waldrep	2.10	Conference with Alix, Katten team, B. Woodring, K&E team re diligence requests (1.0); correspond with Katten team, T. Chanroo, K&E team re Katten diligence requests (.1); correspond with T. Chanroo re Katten diligence requests (1.0).
05/03/24	Wayne E. Williams	2.30	Review and analyze equity registration forms (1.4); telephone conference with D. Maliniak re same (.9).
05/04/24	Evan Swager	0.50	Review, revise board minutes.
05/05/24	Drew Maliniak	0.60	Correspond with Company and Carta re emergence stock issuances.
05/06/24	Drew Maliniak	1.20	Revise distributions registration form (.8); correspond with K. Bobholz, Carta and WSFS team re same (.4).
05/06/24	Wayne E. Williams	0.50	Review, analyze equity registration forms (.3); review, analyze blue sky matters (.1); telephone conference with P. Zier re same (.1).
05/06/24	Mary Catherine Young	0.30	Correspond with E. Swager re board minutes.
05/07/24	Tiffani Chanroo	0.80	Review, analyze outstanding Katten diligence (.6); correspond with M. Waldrep re same (.2).
05/07/24	Fiona Constant-Lotz	0.20	Correspond with GDC re governance issues.
05/07/24	Drew Maliniak	1.80	Correspond with M. Young and F. Petrie re warrants and stockholder registration form (.6); correspond with Simpson team re same (.4); draft authorized share proposal(.8).
05/07/24	Matt Waldrep	0.80	Correspond with T. Chanroo, K&E team re Katten diligence requests.
05/07/24	Wayne E. Williams	0.30	Review, analyze equity registration (.2); correspond with D. Maliniak re same (.1).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191787

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Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/24	Fiona Constant-Lotz	0.10	Correspond with D. Maliniak, K&E team re works in progress.
05/08/24	Drew Maliniak	1.90	Correspond with F. Constant and M. Thorpe re regulatory filings pre-emergence (.8); correspond with W. Williams and Centerview team re equity allocations (1.1).
05/08/24	Shahrzad Sadjadi	0.50	Correspond with D. Maliniak re non-U.S. filing analysis.
05/08/24	Wayne E. Williams	0.40	Correspond with D. Maliniak and M. Waldrep, K&E team re equity distribution and emergence timing.
05/09/24	Marcela Barba	2.50	Review, analyze background materials re corporate issues.
05/09/24	Drew Maliniak	5.50	Review, analyze common stock issuance procedures (1.0); review and revise corporate governance term sheet (3.4); correspond with KCC and Centerview team re same (1.1).
05/09/24	Evan Swager	1.20	Review, revise board minutes (.8); correspond with F. Petrie, K&E team re D&O considerations (.4).
05/09/24	Trent Tucker	0.20	Draft secretary's certificate and perfection certificate (.1); correspond with E. Swager, K&E team re same (.1).
05/09/24	Wayne E. Williams	1.70	Review, analyze equity distributions (.2); telephone conference with D. Maliniak, Carta re equity issuance (.8); review, analyze governance term sheet (.4); correspond with D. Maliniak re same (.3).
05/10/24	Marcela Barba	3.70	Review, analyze corporate governance term sheet (1.1); correspond with W. Williams re unsettled trades (.2); telephone conference with W. Williams, K&E team re equity offering issuances (.5); telephone conference with W. Williams, K&E team re securities issues (.3); telephone conference with Company re corporate governance term sheet (1.6).
05/10/24	Drew Maliniak	6.90	Review and revise governance term sheet (3.7); further revise same (2.1); correspond with Company re same (1.1).
05/10/24	Trent Tucker	0.80	Draft initial secretary's certificate and closing certificate.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191787

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/10/24	Wayne E. Williams	1.80	Telephone conference with D. Maliniak, E. Swager, Company re governance term sheet.
05/10/24	Mary Catherine Young	0.70	Draft resolution re prior minutes approval.
05/11/24	Marcela Barba	0.20	Review, analyze governance term sheet updates (.1); correspond with D. Maliniak re same (.1).
05/11/24	Drew Maliniak	5.10	Review, revise corporate governance term sheet (3.1); draft issues list re same (1.1); correspond with GDC re same (.9).
05/11/24	Wayne E. Williams	1.20	Review, analyze governance term sheet (1.1); correspond with D. Maliniak re same (.1).
05/12/24	Marcela Barba	1.40	Review, analyze corporate governance term sheet.
05/12/24	Drew Maliniak	1.20	Correspond with Company and W. Williams re corporate governance term sheet.
05/12/24	Trent Tucker	0.50	Review, revise closing and secretary's certificates.
05/13/24	Marcela Barba	3.50	Telephone conference with GDC re registration form and process (1.6); review and revise registration form (1.5); correspond with D. Maliniak, K&E team re same (.4).
05/13/24	Trent Tucker	1.20	Draft solvency certificate (.2); telephone conference with opposing counsel re exit grid negotiation (1.0).
05/13/24	Wayne E. Williams	2.10	Telephone conference with GDC and E. Swager re credit facility and corporate governance matters (1.5); review, analyze equity registration documents (.3); correspond with D. Maliniak re same (.3).
05/14/24	Marcela Barba	0.70	Review, revise registration form (.3); correspond with KCC re registration form instructions (.3); correspond with GDC re same (.1).
05/14/24	Amy Barber	0.70	Review, analyze summary re credit facility (.5); review, revise draft re same (.2).
05/14/24	Drew Maliniak	1.40	Correspond with E. Swager re shareholder agreement (.6); telephone conference with W. Williams re equity allocations (.5); correspond with K. Bobholz re fresh start reporting (.3).
05/14/24	Wayne E. Williams	1.00	Review, analyze plan equity distributions (.4); telephone conference with Centerview and D. Maliniak re same (.6).

Legal Services for the Period Ending May 31, 2024

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Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/24	Marcela Barba	3.00	Review, analyze plan, disclosure statement and DIP credit facility agreement re emergence allocation requirements (1.7); telephone conference with GDC re corporate governance term sheet (.1); telephone conference with GDC re registration form posting timeline (.3); review, revise same (.9).
05/15/24	Drew Maliniak	4.10	Review, revise registration form (3.7); correspond with M. Barba re shareholders agreement (.4).
05/15/24	Scott D. Price, P.C.	0.30	Review, analyze governance term sheet.
05/15/24	Anup Sathy, P.C.	0.80	Review and analyze investigation issues.
05/15/24	Wayne E. Williams	1.20	Review, analyze equity allocations (.4); correspond with D. Maliniak and M. Barba re governance term sheet (.8).
05/15/24	Mary Catherine Young	0.50	Draft, revise resolution re prior minutes.
05/16/24	Marcela Barba	1.40	Review, revise registration form (1.3); review, analyze issues re fresh start accounting (.1).
05/16/24	Scott D. Price, P.C.	0.30	Review, analyze governance term sheet.
05/16/24	Nick Salinaro	1.00	Draft updated closing checklist (.8); correspond with E. Swager, K&E team and opposing counsel on status of deliverables for closing of exit facility (.2).
05/16/24	Wayne E. Williams	1.00	Review, analyze equity registration forms (.5); telephone conference with M. Barba re same (.3); correspond with M. Barba and E. Swager, K&E team re same (.2).
05/17/24	Marcela Barba	0.10	Review, analyze issues re governance term sheet.
05/17/24	Drew Maliniak	1.60	Correspond with K. Bobholz and J. Horgan re reporting timeline (.9); correspond with M. Barba re shareholder agreement and credit agreement revisions (.7).
05/17/24	Lydia Tsioli	0.90	Review, analyze issues re credit agreement (.7); correspond with E. Swager re same (.2).
05/18/24	Marcela Barba	3.20	Draft emergence closing checklist.
05/19/24	Marcela Barba	0.50	Review and draft MIP equity related definitions and compare with precedents.
05/19/24	Chris Leveroni	7.20	Review, analyze documents re production (3.9); further review, analyze same (3.0); correspond with W. Williams re same (.3).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191787

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Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/19/24	Drew Maliniak	0.60	Review, revise checklist re emergence securities issuance.
05/20/24	Marcela Barba	3.10	Correspond with GDC re registration form and term sheet (.1); correspond with Carta re equity holder tax IDs and incumbency certificate requirements (.1); correspond with Wilmington Savings Fund Society, FSB re know-your-customer diligence (.1); draft covenant and MIP shortcut grid (2.5); review, revise closing checklist (.3).
05/20/24	Drew Maliniak	0.70	Review and revise securities closing checklist.
05/20/24	Scott D. Price, P.C.	0.80	Review, revise governance term sheet (.3); correspond with M. Mutino re governance term sheet (.5).
05/20/24	Lydia Tsioli	0.80	Draft document execution instructions for English law-governed deed (.5); correspond with E. Nolan and E. Swager re same (.3).
05/20/24	Matt Waldrep	0.10	Correspond with Company, T. Chanroo, K&E team re Katten diligence request.
05/20/24	Wayne E. Williams	1.30	Review, analyze equity forms and governance term sheet (.6); telephone conference with D. Maliniak and M. Barba re same (.7).
05/21/24	Marcela Barba	0.70	Correspond with GDC re registration form and take-back facility schedules (.2); review and analyze corporate governance term sheet (.5).
05/21/24	Drew Maliniak	4.00	Review, analyze revised governance term sheet (2.1); review same re debt and equity registration form (1.3); correspond with M. Barba re securities checklist (.6).
05/21/24	Matt Waldrep	0.90	Review documents re Katten diligence requests.
05/21/24	Wayne E. Williams	0.40	Review, analyze comments to governance term sheet and MIP term sheet.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191787

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/24	Marcela Barba	4.30	Telephone conference with D. Maliniak re registration form, term sheet and confirmation order (1.5); telephone conference with Company re term sheet (1.2); correspond with KCC regrading distribution of registration form (.4); correspond with S. Kim re securities issues (.3); correspond with M. Waldrep, K&E team re term sheet (.1); correspond with Company re term sheet open issues (.4); review, revise term sheet (.4).
05/22/24	Drew Maliniak	6.70	Review and revise governance term sheet (3.9); review, revise and finalize debt and equity registration form (2.6); correspond with KCC re same (.2).
05/22/24	Matthew Mutino	1.60	Review, analyze governance term sheet.
05/22/24	Scott D. Price, P.C.	0.50	Review, analyze governance term sheet.
05/22/24	Matt Waldrep	4.20	Review, analyze documents re Katten diligence request (3.6); correspond with T. Chanroo re Katten diligence request (.5); correspond with Company, T. Chanroo, K&E team re Katten diligence request (.1).
05/22/24	Wayne E. Williams	3.90	Review, revise governance term sheet (.6); review, revise on equity registration forms (.2); telephone conference with D. Maliniak and M. Barba re same (1.2); correspond with E. Swager, K&E team re equity registration forms (.3); telephone conference with GDC re registration forms (.5); correspond with Centerview re equity distributions (.3); telephone conference with M. Fahey, D. Maliniak, K&E team re governance term sheet (.8).
05/23/24	Tiffani Chanroo	1.50	Correspond with M. Waldrep re Katten diligence (.6); review, analyze issues re same (.9).
05/23/24	Trevor Eck	3.40	Draft board resolutions (2.7); conference with E. Swager re same (.3); correspond with Company, E. Swager re same (.4).
05/23/24	Shan A. Khan	2.00	Correspond with E. Swager, K&E team re exit facility (.5); conference with Gibson team re exit facility checklist (.5); review, revise exit facility supporting documents (1.0).

Legal Services for the Period Ending May 31, 2024

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Thrasio Holdings, Inc.

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55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/23/24	Drew Maliniak	4.10	Correspond with W. Williams and M. Barba re governance term sheet (.7); review, revise same (2.5); telephone conference with Company re MIP and governance term sheet (.9).
05/23/24	Matthew Mutino	3.20	Prepare for telephone conference with Company re governance term sheet (.6); telephone conference with Company re governance term sheet and management incentive plan (1.0); draft summary re same (.4); review and analyze term sheet and deal supporting documents (.7); review, analyze governance term sheet (.5).
05/23/24	Francis Petrie	1.20	Telephone conferences with board members re settlement.
05/23/24	Matt Waldrep	1.50	Conference with Katten team, MoFo team re independent investigation (1.0); correspond with T. Chanroo, K&E team, Katten team re Katten diligence request (.5).
05/23/24	Wayne E. Williams	1.70	Telephone conference with M. Waldrep, K&E team re governance term sheet (.8); review, analyze same (.6); correspond with E. Swager, K&E team re same (.3).
05/24/24	Marcela Barba	1.40	Coordinate with W. Williams, K&E team re shareholder consent for the MIP (.5); review, revise term sheet (.4); correspond with Company re MIP open issues (.3); finalize and circulate updated term sheet to GDC (.2).
05/24/24	Matthew C. Fagen, P.C.	2.20	Telephone conference with board re settlement status (1.1); prepare re same (.8); correspond with board re same (.3).
05/24/24	Francis Petrie	1.70	Telephone conference with board re settlement status (1.1); review and revise documents re same (.6).
05/24/24	Anup Sathy, P.C.	1.20	Review and analyze director report.
05/24/24	Evan Swager	1.10	Review, analyze governance term sheet (.4); correspond with D. Maliniak, K&E team re same (.7).
05/24/24	Wayne E. Williams	1.10	Review, analyze governance term sheet (.4), telephone conference a with S. Price, M. Barba and K&E team re same (.7).
05/25/24	Anup Sathy, P.C.	1.10	Review and analyze director report.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/24	Marcela Barba	0.30	Correspond with E. Swager, K&E team and GDC re governance term sheet and MIP (.1); correspond with KCC re master allocation schedule compilation (.2).
05/28/24	Tiffani Chanroo	0.40	Review, analyze issues re Katten diligence.
05/28/24	Drew Maliniak	0.80	Correspond with W. Williams re corporate governance term sheet open issues.
05/28/24	Matt Waldrep	0.90	Correspond with T. Chanroo, K&E team, Centerview team re Katten diligence request (.4); review, analyze documents re Katten diligence request (.5).
05/28/24	Wayne E. Williams	1.30	Correspond with D. Maliniak re governance term sheet (.3); correspond with M. Young re same (.1); review, analyze equity and debt distribution allocations (.9).
05/29/24	Marcela Barba	0.10	Correspond with M. Waldrep re post-emergence D&O insurance.
05/29/24	Tiffani Chanroo	0.30	Correspond with M. Waldrep, W. Graham re Katten diligence.
05/29/24	Matthew C. Fagen, P.C.	1.00	Prepare for board telephone conference (.6); participate in board telephone conference (.4).
05/29/24	Drew Maliniak	1.20	Review, revise corporate governance term sheet (.5); correspond with W. Williams re UCC Settlement and D&O insurance coverage impacts (.7).
05/29/24	Francis Petrie	1.10	Attend board telephone conference (.6); review and revise minutes re same (.5).
05/29/24	Evan Swager	0.50	Attend board meeting.
05/29/24	Matt Waldrep	0.40	Correspond with E. Swager, K&E team, Centerview, Katten re Katten diligence request.
05/30/24	Marcela Barba	1.30	Correspond with M. Waldrep, K&E team re closing checklist (.5); correspond with M. Waldrep, K&E team re litigation trust (.1); review, revise Company term sheet (.2); review, analyze GDC comments to term sheet (.3); telephone conference with GDC re term sheet and registration rights agreement (.2).
05/30/24	Marcela Barba	0.20	Correspond with D. Maliniak re litigation trust approach.
05/30/24	Drew Maliniak	1.10	Review, analyze revised term sheet (.3); correspond with M. Barba re same (.8).

Legal Services for the Period Ending May 31, 2024

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Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/24	Wayne E. Williams	0.30	Review, analyze structure re UCC settlement (.2); review, analyze creditor response to governance term sheet (.1).
05/30/24	Mary Catherine Young	1.30	Draft, revise minutes (.7); draft, revise resolution approving minutes (.3); correspond with E. Swager, W. Pruitt re D&O insurance issue (.3).
05/31/24	Marcela Barba	1.50	Telephone conference with W. Pruitt re D&O indemnification agreements (.5); correspond with KCC re master allocation schedule (.2); correspond with W. Pruitt re D&O insurance and indemnity agreements (.2); review, analyze indemnification agreement (.2); correspond with GDC re governance term sheet revisions (.1); correspond with Company re revised governance term sheet (.1); correspond with S. Kim re governance term sheet (.2).
05/31/24	Tiffani Chanroo	0.40	Review, analyze Katten diligence (.3); correspond with M. Waldrep re same (.1).
05/31/24	Drew Maliniak	1.50	Correspond with KCC re emergence allocation process (1.2); correspond with S. Price re governance term sheet (.3).
05/31/24	Matthew Mutino	1.40	Review, revise corporate governance term sheet (.3); correspond with S. Price, K&E team re governance term sheet (.7); correspond with GDC re governance term sheet (.4).
05/31/24	Scott D. Price, P.C.	1.00	Correspond with M. Mutino, K&E team re governance term sheet.
05/31/24	Evan Swager	0.40	Review, revise board minutes.
05/31/24	Matt Waldrep	0.40	Correspond with T. Chanroo, K&E team re Katten diligence request.
05/31/24	Wayne E. Williams	0.10	Correspond with E. Swager re governance considerations.
Total		190.70	

Document Page 569 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191788
Client Matter: 55160-13

In the Matter of Employee Matters

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 40,379.00

Total legal services rendered

\$ 40,379.00

Legal Services for the Period Ending May 31, 2024
 Thrasio Holdings, Inc.
 Employee Matters

Invoice Number: 1010191788
 Matter Number: 55160-13

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Marcela Barba	4.60	1,345.00	6,187.00
Trevor Eck	1.00	975.00	975.00
Drew Maliniak	5.60	1,575.00	8,820.00
Matthew Mutino	7.50	975.00	7,312.50
Scott D. Price, P.C.	4.40	2,245.00	9,878.00
Evan Swager	1.40	1,345.00	1,883.00
Wayne E. Williams	1.30	1,995.00	2,593.50
Mary Catherine Young	2.80	975.00	2,730.00
TOTALS	28.60		\$ 40,379.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/24	Mary Catherine Young	0.30	Correspond with E. Swager re wages order relief.
05/05/24	Trevor Eck	0.60	Review, analyze issues re employee retention agreements.
05/10/24	Scott D. Price, P.C.	0.50	Review, analyze potential severance payments.
05/10/24	Evan Swager	0.70	Correspond with M. Young, K&E team re employee considerations.
05/11/24	Scott D. Price, P.C.	0.50	Review, analyze issues re potential MIP.
05/11/24	Mary Catherine Young	0.50	Correspond with D. Maliniak, K&E team re management incentive plan.
05/12/24	Marcela Barba	0.10	Correspond with D. Maliniak re MIP structure.
05/12/24	Mary Catherine Young	0.60	Correspond with D. Maliniak, K&E team re go-forward management incentive plan.
05/13/24	Marcela Barba	0.20	Correspond with GDC re MIP.
05/13/24	Matthew Mutino	1.30	Review and analyze deal documents and communications re executive compensation.
05/15/24	Matthew Mutino	1.10	Correspond with GDC re executive compensation issues (.4); correspond with E. Swager, K&E team re same (.5); review, analyze executive compensation issues (.2).
05/15/24	Mary Catherine Young	0.50	Conference with Company, E. Swager re employee separation matter.
05/16/24	Matthew Mutino	0.30	Correspond with GDC re executive compensation.
05/17/24	Marcela Barba	0.40	Telephone conference with S. Price, GDC re MIP (.3); correspond with S. Price re same (.1).
05/17/24	Scott D. Price, P.C.	0.80	Telephone conference with GDC re MIP.
05/17/24	Evan Swager	0.30	Telephone conference with M. Young, Company re employee considerations.
05/17/24	Wayne E. Williams	0.20	Correspond with D. Maliniak and S. Price re management incentive plan.
05/17/24	Mary Catherine Young	0.40	Conference with employee's counsel re employee separation issue.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191788

Thrasio Holdings, Inc.

Matter Number:

55160-13

Employee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/19/24	Drew Maliniak	0.50	Correspond with K. Bobholz and M. Barba re credit agreement reporting timeline and fresh start.
05/20/24	Marcela Barba	0.40	Telephone conference with Company re MIP terms.
05/20/24	Drew Maliniak	3.00	Telephone conference with Company re MIP (.8); draft comparison grid re MIP (2.2).
05/20/24	Matthew Mutino	1.70	Prepare for telephone conference with GDC re MIP. (.5); telephone conference with GDC re MIP (.4); review, analyze MIP re open issues (.3); review and analyze Company executive compensation documents (.5).
05/20/24	Wayne E. Williams	0.40	Telephone conference with S. Price, Company and M. Waldrep, K&E team re MIP.
05/20/24	Mary Catherine Young	0.50	Conference with Company re management incentive plan issues.
05/21/24	Marcela Barba	0.10	Correspond with D. Maliniak, K&E team re MIP.
05/21/24	Trevor Eck	0.40	Correspond with M. Mutino re employee issues (.2); review, analyze diligence re same (.2).
05/21/24	Drew Maliniak	2.10	Draft and revise summary grid for MIP.
05/21/24	Matthew Mutino	0.80	Review and analyze executive compensation documents.
05/22/24	Marcela Barba	1.10	Review, revise MIP select provisions grid (.8); correspond with Company re MIP (.3).
05/22/24	Scott D. Price, P.C.	0.30	Review, analyze executive retention agreements.
05/23/24	Marcela Barba	1.90	Telephone conference with Company re MIP term sheet (.8); review, analyze MIP (.5); coordinate with GDC and M. Waldrep, K&E team re same (.3); coordinate with GDC and M. Waldrep, K&E team re shareholder consent of the MIP (.3).
05/23/24	Scott D. Price, P.C.	1.30	Review, analyze governance term sheet and post-emergence MIP.
05/23/24	Evan Swager	0.40	Correspond with F. Petrie, Company re employee compensation issues.
05/24/24	Scott D. Price, P.C.	1.00	Review, revise MIP term sheet.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191788

Thrasio Holdings, Inc.

Matter Number:

55160-13

Employee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/24	Matthew Mutino	1.70	Correspond with S. Price, K&E team re MIP (.4); review and analyze documents re MIP (.8); telephone conference with GDC re MIP (.3); prepare for same (.2).
05/31/24	Marcela Barba	0.40	Telephone conference with Company re MIP and term sheet.
05/31/24	Matthew Mutino	0.60	Participate in telephone conference with Company re MIP.
05/31/24	Wayne E. Williams	0.70	Review, analyze governance term sheet and MIP issues (.3); telephone conference re same with S. Price, K&E team (.2); correspond with D. Maliniak, K&E team re same (.2).
Total		28.60	

Document Page 574 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191789
Client Matter: 55160-14

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 31,715.50

Total legal services rendered

\$ 31,715.50

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191789

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	4.40	1,265.00	5,566.00
Megan C. Feeney	0.40	975.00	390.00
Jamie McLennan	6.60	815.00	5,379.00
Humza Moinuddin	6.80	815.00	5,542.00
Brendan Nashelsky	2.20	975.00	2,145.00
Elaine Nolan	1.40	2,305.00	3,227.00
Evan Swager	0.70	1,345.00	941.50
Daniel Wachenfeld	4.00	815.00	3,260.00
Matt Waldrep	1.70	975.00	1,657.50
Mary Catherine Young	3.70	975.00	3,607.50
TOTALS	31.90		\$ 31,715.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/24	Elaine Nolan	0.80	Correspond with F. Patel re Bold Uniq settlement (.5); review, analyze SPA and release request (.3).
05/02/24	Megan C. Feeney	0.40	Correspond with M. Young, Company, Alix re lease amendment (.2); review, analyze lease amendment (.2).
05/02/24	Mary Catherine Young	0.50	Review, analyze lease amendment issues (.3); correspond with M. Feeney, K&E team re same (.2).
05/09/24	Humza Moinuddin	1.00	Review, analyze precedent re section 365(d)(4) motion.
05/09/24	Matt Waldrep	1.70	Correspond with contract counterparty re assumed contract (.1); review, analyze assumed contract re transfer provisions (1.3); correspond with Company, E. Swager re assumed contract (.3).
05/10/24	Humza Moinuddin	2.30	Draft, revise motion re section 365(d)(4) extension (2.2); correspond with B. Nashelsky re same (.1).
05/14/24	Brendan Nashelsky	0.30	Review, revise motion re executory contracts.
05/14/24	Daniel Wachenfeld	0.10	Correspond with Alix team re Amazon contracts.
05/15/24	Jamie McLennan	1.80	Review and analyze agreements re executory contracts.
05/15/24	Brendan Nashelsky	0.70	Review, revise motion re unexpired leases.
05/16/24	Jamie McLennan	2.60	Review and analyze agreements re executory contracts.
05/16/24	Humza Moinuddin	0.80	Review, revise 365(d)(4) motion (.7); correspond with T. Chanroo, B. Nashelsky re same (.1).
05/16/24	Daniel Wachenfeld	0.10	Correspond with T. Chanroo re Amazon contracts.
05/17/24	Jamie McLennan	1.40	Review and analyze agreements re executory contracts.
05/17/24	Mary Catherine Young	0.50	Review, analyze contracts re executory contract analysis.
05/19/24	Mary Catherine Young	1.90	Review, analyze research re potential executory contracts.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191789

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/24	Tiffani Chanroo	2.40	Correspond with D. Wachenfeld, AlixPartners re Amazon contracts (.4); review, analyze issues re same (.5); review, revise 365(d)(4) extension motion (1.1); correspond with B. Nashelsky re same (.4).
05/20/24	Jamie McLennan	0.50	Review and compile executory agreements.
05/20/24	Elaine Nolan	0.60	Correspond with L. Tsioli re deed of release (.3); conference with L. Tsioli re same (.3).
05/20/24	Daniel Wachenfeld	0.60	Review, analyze Amazon contracts re executory nature.
05/20/24	Mary Catherine Young	0.80	Review, analyze executory contract research (.6); correspond with J. McLennan re same (.2).
05/21/24	Tiffani Chanroo	0.60	Review, analyze Amazon contracts (.4); correspond with D. Wachenfeld, Alix team re same (.2).
05/21/24	Brendan Nashelsky	0.40	Review, revise motion re unexpired leases.
05/21/24	Daniel Wachenfeld	1.60	Review and analyze Amazon contracts (1.3); correspond with AlixPartners team re same (.3).
05/22/24	Tiffani Chanroo	0.30	Correspond with D. Wachenfeld, Alix team re Amazon contracts.
05/22/24	Jamie McLennan	0.30	Review and analyze executory contracts.
05/28/24	Tiffani Chanroo	0.30	Correspond with K&L Gates re executory contracts.
05/28/24	Humza Moinuddin	1.10	Review, revise section 365(d)(4) extension motion (.9); correspond with B. Nashelsky, T. Chanroo re same (.2).
05/28/24	Brendan Nashelsky	0.10	Review, revise motion re unexpired leases.
05/28/24	Evan Swager	0.70	Review, revise 365(d)(4) motion.
05/29/24	Tiffani Chanroo	0.40	Review, revise section 365(d) motion (.3); correspond with H. Moinuddin, K&E team re same (.1).
05/29/24	Humza Moinuddin	0.50	Review, revise section 365(d)(4) extension motion (.4); correspond with B. Nashelsky re same (.1).
05/29/24	Brendan Nashelsky	0.50	Review, revise motion re unexpired leases.
05/30/24	Tiffani Chanroo	0.40	Review, analyze issues re executory contracts (.2); correspond with D. Wachenfeld re same (.2).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191789

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/24	Humza Moinuddin	1.10	Review, revise section 365(d)(4) extension motion (.9); correspond with B. Nashelsky re same (.2).
05/30/24	Daniel Wachenfeld	0.70	Review and analyze Amazon contracts.
05/31/24	Brendan Nashelsky	0.20	Correspond with E. Swager, K&E team re motion re unexpired leases.
05/31/24	Daniel Wachenfeld	0.90	Review and analyze Amazon contracts.
Total		31.90	

Document Page 579 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191790
Client Matter: 55160-15

In the Matter of SOFAs and Schedules

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 2,555.00

Total legal services rendered

\$ 2,555.00

Legal Services for the Period Ending May 31, 2024
Thrasio Holdings, Inc.
SOFAs and Schedules

Invoice Number: 1010191790
Matter Number: 55160-15

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.70	975.00	1,657.50
Susan D. Golden	0.50	1,600.00	800.00
Matt Waldrep	0.10	975.00	97.50
TOTALS	2.30		\$ 2,555.00

Legal Services for the Period Ending May 31, 2024
 Thrasio Holdings, Inc.
 SOFAs and Schedules

Document Page 581 of 784

Invoice Number: 1010191790
 Matter Number: 55160-15

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/14/24	Susan D. Golden	0.50	Review U.S. Trustee comments to creditor matrix motion and schedules, SoFAs (.3); correspond with F. Petrie and E. Swager re responses to same (.2).
05/14/24	Matt Waldrep	0.10	Correspond with T. Chanroo, K&E team re creditor matrix redaction.
05/15/24	Trevor Eck	1.10	Review, analyze issues re redaction and final creditor matrix hearing (.8); correspond with E. Swager, K&E team re same (.3).
05/16/24	Trevor Eck	0.20	Correspond with AlixPartners re schedules and SoFAs matters.
05/20/24	Trevor Eck	0.40	Correspond with U.S. Trustee, AlixPartners, E. Swager re unredacted schedules.
Total		2.30	

Document Page 582 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191791
Client Matter: 55160-16

In the Matter of Hearings

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 39,881.00

Total legal services rendered

\$ 39,881.00

Legal Services for the Period Ending May 31, 2024
 Thrasio Holdings, Inc.
 Hearings

Invoice Number: 1010191791
 Matter Number: 55160-16

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	1.50	1,265.00	1,897.50
Matthew C. Fagen, P.C.	9.00	1,685.00	15,165.00
Casey McGushin	4.60	1,555.00	7,153.00
Robert Orren	2.30	625.00	1,437.50
Francis Petrie	2.40	1,595.00	3,828.00
Evan Swager	3.80	1,345.00	5,111.00
Daniel Wachenfeld	0.50	815.00	407.50
Danielle Walker	1.20	355.00	426.00
Benjamin Woodring	2.90	1,365.00	3,958.50
Tanzila Zomo	1.40	355.00	497.00
TOTALS	29.60		\$ 39,881.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/24	Tanzila Zomo	0.40	Coordinate logistics re status conference.
05/07/24	Tiffani Chanroo	0.70	Attend status conference.
05/07/24	Matthew C. Fagen, P.C.	3.00	Participate in status conference (.7); prepare for same (1.5); conference with Company re same (.8).
05/07/24	Casey McGushin	2.90	Prepare for status conference (2.2); participate in status conference (.7).
05/07/24	Francis Petrie	0.60	Attend status conference.
05/07/24	Evan Swager	1.30	Attend status conference (.8); correspond with F. Petrie, K&E team re same (.5).
05/07/24	Benjamin Woodring	2.90	Attend status conference (.7); prepare information for same (2.2).
05/07/24	Tanzila Zomo	0.50	Coordinate logistics re status conference.
05/09/24	Daniel Wachenfeld	0.20	Coordinate and prepare for status conference.
05/14/24	Matthew C. Fagen, P.C.	1.00	Prepare for status conference re UCC statement.
05/15/24	Tiffani Chanroo	0.80	Attend status conference.
05/15/24	Matthew C. Fagen, P.C.	2.90	Participate in status conference (.8); prepare for same (1.5); correspond with F. Petrie, K&E team re same (.6).
05/15/24	Casey McGushin	1.70	Participate in status conference (.8); prepare for same (.9).
05/15/24	Francis Petrie	1.10	Attend status conference (.8); prepare for same (.3).
05/15/24	Evan Swager	1.20	Attend status conference (.8); draft talking points re same (.4).
05/15/24	Danielle Walker	1.20	Assist attorneys re status conference (.8); prepare logistics re same (.4).
05/28/24	Robert Orren	1.50	Prepare telephonic appearances for May 29 status conference (.9); correspond with F. Petrie, K&E team re same (.4); correspond with Cole Schotz re same (.2).
05/28/24	Daniel Wachenfeld	0.30	Coordinate and prepare for status conference.
05/29/24	Matthew C. Fagen, P.C.	2.10	Participate in status conference (.6); prepare for same (1.0); correspond with Company re same (.5).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191791

Thrasio Holdings, Inc.

Matter Number:

55160-16

Hearings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/29/24	Robert Orren	0.80	Prepare hearing appearance for M. Fagen (.4); correspond with D. Wachenfeld, K&E team re attorney appearances (.4).
05/29/24	Francis Petrie	0.70	Attend status conference (.5); prepare for same (.2).
05/29/24	Evan Swager	1.30	Attend status conference (.5); prepare for same (.8).
05/29/24	Tanzila Zomo	0.50	Assist attorneys re status conference.
Total		29.60	

Document Page 586 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191792
Client Matter: 55160-17

In the Matter of Insurance and Surety Matters

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 18,186.00

Total legal services rendered

\$ 18,186.00

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191792

Thrasio Holdings, Inc.

Matter Number:

55160-17

Insurance and Surety Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William T. Pruitt	6.70	1,695.00	11,356.50
Noah Spector	3.10	1,075.00	3,332.50
Evan Swager	2.60	1,345.00	3,497.00
TOTALS	12.40		\$ 18,186.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/24	William T. Pruitt	0.30	Review, analyze sponsor and director indemnity rights (.2); correspond with Company and E. Swager re same (.1).
05/02/24	William T. Pruitt	0.70	Review, analyze subpoenas re indemnification and insurance issues (.3); telephone conference with E. Swager re same (.3); review and analyze Company bylaws re indemnification obligations (.1).
05/02/24	Evan Swager	0.30	Telephone conference with W. Pruitt re D&O insurance.
05/05/24	William T. Pruitt	0.30	Review, analyze director request re D&O insurance policies (.2); correspond with E. Swager and insurance broker re same (.1).
05/06/24	William T. Pruitt	0.20	Review, analyze D&O insurance policy collection (.1); correspond with E. Swager re same (.1).
05/07/24	Evan Swager	1.00	Correspond with F. Petrie, M. Fahey re D&O insurance inquiries.
05/08/24	William T. Pruitt	0.20	Review, analyze interview request and potential notice of same (.1); correspond with E. Swager re same (.1).
05/08/24	Evan Swager	0.30	Correspond with M. Fahey re D&O insurance issues.
05/09/24	William T. Pruitt	0.30	Review, analyze interview request and related D&O insurance issues (.2); correspond with insurance broker re notice of request (.1).
05/10/24	William T. Pruitt	0.30	Review, analyze insurance notice (.2); correspond with E. Swager and insurance broker re same (.1).
05/15/24	William T. Pruitt	0.30	Review, analyze secured lender loss payee and additional insured status under Company insurance policies (.2); correspond with E. Swager re same (.1).
05/17/24	William T. Pruitt	0.70	Review, analyze D&O insurance and go-forward coverage (.3); telephone conference with Company and broker re same (.4).
05/20/24	William T. Pruitt	0.90	Review, analyze credit agreement re insurance requirements (.7); telephone conference with C. McGushin re creditor additional insured status (.2).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191792

Thrasio Holdings, Inc.

Matter Number:

55160-17

Insurance and Surety Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/23/24	William T. Pruitt	0.30	Review, analyze officer request re D&O insurance notice (.1); correspond with E. Swager re same (.1); correspond with broker re same (.1).
05/27/24	William T. Pruitt	0.20	Review, analyze insurance notice re interview request (.1); correspond with Company re same (.1).
05/28/24	William T. Pruitt	0.40	Review, analyze D&O insurance issues (.1); telephone conference with M. Young re same (.3).
05/28/24	Evan Swager	0.50	Correspond with W. Pruitt, K&E team re D&O insurance questions.
05/29/24	William T. Pruitt	0.80	Review, analyze plan releases and D&O insurance issues (.2); telephone conference with executive counsel re same (.4); review, analyze go-forward D&O insurance coverage (.2).
05/30/24	William T. Pruitt	0.50	Review, analyze go-forward coverage (.3); correspond with M. Fahey re same (.2).
05/30/24	Noah Spector	3.10	Research, analyze issues re termination of surety bond (2.6); draft, revise findings re same (.5).
05/31/24	William T. Pruitt	0.30	Review, analyze go-forward D&O insurance coverage (.2); correspond with E. Swager, K&E team re same (.1).
05/31/24	Evan Swager	0.50	Correspond with Company re surety issue.
Total		12.40	

Document Page 590 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191793
Client Matter: 55160-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 1,013,967.00

Total legal services rendered

\$ 1,013,967.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	2.80	815.00	2,282.00
Marcela Barba	4.50	1,345.00	6,052.50
Tiffani Chanroo	22.60	1,265.00	28,589.00
Trevor Eck	37.60	975.00	36,660.00
Matthew C. Fagen, P.C.	94.80	1,685.00	159,738.00
Megan C. Feeney	68.30	975.00	66,592.50
Susan D. Golden	0.80	1,600.00	1,280.00
TJ Leahy	1.20	1,235.00	1,482.00
Drew Maliniak	1.80	1,575.00	2,835.00
Casey McGushin	2.60	1,555.00	4,043.00
Jamie McLennan	29.40	815.00	23,961.00
Humza Moinuddin	16.00	815.00	13,040.00
Brendan Nashelsky	12.60	975.00	12,285.00
Elaine Nolan	0.60	2,305.00	1,383.00
Francis Petrie	94.90	1,595.00	151,365.50
Anup Sathy, P.C.	65.90	2,305.00	151,899.50
Evan Swager	133.10	1,345.00	179,019.50
Lydia Tsioli	0.90	815.00	733.50
Daniel Wachenfeld	42.40	815.00	34,556.00
Matt Waldrep	36.50	975.00	35,587.50
Wayne E. Williams	2.50	1,995.00	4,987.50
Mary Catherine Young	97.50	975.00	95,062.50
Tanzila Zomo	1.50	355.00	532.50
TOTALS	770.80		\$ 1,013,967.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/24	Anthony Abate	0.80	Draft, revise voting report declaration.
05/01/24	Tiffani Chanroo	0.60	Correspond with KCC re professional fee escrow account.
05/01/24	Trevor Eck	2.30	Review, revise banker declaration in support of confirmation (.6); review, revise voting declaration in support of confirmation (1.7).
05/01/24	Matthew C. Fagen, P.C.	3.00	Correspond with F. Petrie, K&E team, Company, Katten re confirmation issues and UCC issues (1.8); review, analyze same (1.2).
05/01/24	Megan C. Feeney	1.20	Correspond with E. Swager, K&E team, KCC re solicitation (.4); review, revise solicitation affidavit (.5); correspond with E. Swager, Alix re preference analysis (.3).
05/01/24	Jamie McLennan	1.60	Review, analyze confirmation research re lien priority (1.0); draft memorandum re same (.5); correspond with B. Nashelsky re same (.1).
05/01/24	Humza Moinuddin	0.40	Review, revise summary re plan supplement exhibits.
05/01/24	Brendan Nashelsky	2.50	Review, revise confirmation brief (1.4); research re same (1.1).
05/01/24	Anup Sathy, P.C.	1.20	Review, analyze plan strategies.
05/01/24	Anup Sathy, P.C.	1.10	Analyze claims and potential releases.
05/01/24	Evan Swager	0.40	Correspond with AlixPartners, M. Young re plan supplement.
05/01/24	Matt Waldrep	3.40	Review, revise confirmation brief.
05/01/24	Wayne E. Williams	0.80	Review, analyze issues re plan equity issuances (.4); correspond with D. Maliniak re same (.4).
05/01/24	Mary Catherine Young	4.40	Draft, revise confirmation brief (2.5); correspond with E. Swager, K&E team re emergence logistics (.8); correspond with E. Swager, K&E team, GDC re plan supplement documents (1.1).
05/02/24	Anthony Abate	0.60	Draft, revise valuation analysis declaration.
05/02/24	Tiffani Chanroo	0.40	Correspond with E. Swager, KCC team re professional escrow account.
05/02/24	Trevor Eck	1.40	Review, revise Centerview declaration in support of confirmation.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/24	Matthew C. Fagen, P.C.	3.00	Correspond with F. Petrie, K&E team re confirmation issues.
05/02/24	Megan C. Feeney	5.20	Conference with counterparty counsel, M. Young, K&E team re confirmation objections (1.1); correspond with KCC, D. Maliniak re securities emergence (.8); correspond with E. Swager, KCC, GDC re publication affidavit (.4); telephone conference with KCC re solicitation (.2); correspond with M. Fagen, K&E team re preference analysis (.2); research re same (.4); correspond with M. Waldrep, K&E team re same (.2); correspond with J. McLennan re confirmation order (.3); correspond with M. Waldrep, K&E team re confirmation brief (.2); review, revise confirmation brief (.5); review, revise confirmation order (.9).
05/02/24	Jamie McLennan	1.30	Review, revise confirmation order.
05/02/24	Humza Moinuddin	1.00	Draft, revise plan supplement notice (.6); telephone conference with M. Young, E. Swager, Company re plan supplement (.4).
05/02/24	Brendan Nashelsky	0.10	Review, analyze research re confirmation.
05/02/24	Anup Sathy, P.C.	0.90	Review, analyze release diligence and related plan issues.
05/02/24	Anup Sathy, P.C.	0.70	Review, analyze confirmation schedule and voting issues.
05/02/24	Anup Sathy, P.C.	0.90	Review, analyze potential confirmation objections.
05/02/24	Evan Swager	2.20	Review precedent re plan supplement (.8); correspond with M. Young, K&E team re same (.4); draft board update re status re same (.5); correspond with F. Petrie, K&E team re emergence considerations (.5).
05/02/24	Matt Waldrep	0.50	Review, revise confirmation brief.
05/02/24	Mary Catherine Young	3.70	Conference with Alix team re plan supplement documents (.5); conference with Katten team re Company management interview (.5); conference with counterparty re plan confirmation issues, discovery issues re same (.5); review, revise confirmation brief (1.2); correspond with M. Waldrep re same (.5); correspond with Company re confirmation discovery issues (.3); analyze issues re same (.2).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/24	Tiffani Chanroo	0.60	Correspond with E. Swager, KCC team re professional fee escrow account (.3); telephone conference with E. Swager, KCC team re same (.3).
05/03/24	Matthew C. Fagen, P.C.	4.10	Correspond with F. Petrie, K&E team re confirmation issues (1.9); review, analyze confirmation issues (1.2); review pleading re discovery (.5); correspond with Katten re investigation (.5).
05/03/24	Megan C. Feeney	3.90	Correspond and telephone conference with rejection party counsel re confirmation objections (.5); correspond with M. Waldrep, K&E team, Alix re preference analysis (.3); review, revise memorandum re same (.5); research re same (.8); review, revise confirmation order (1.0); research precedent reorganization confirmation orders (.3); review, revise confirmation brief (.5).
05/03/24	Jamie McLennan	3.50	Review, revise confirmation order (2.0); review, analyze precedent re same (1.3); correspond with M. Feeney re same (.2).
05/03/24	Humza Moinuddin	0.10	Telephone conference with M. Young, E. Swager, K&E team re plan supplement tax exhibits.
05/03/24	Elaine Nolan	0.60	Correspond with E. Swager re UCC settlement issues.
05/03/24	Francis Petrie	0.50	Telephone conference with Katten team re status conference approach.
05/03/24	Francis Petrie	2.20	Review, revise statement re status conference.
05/03/24	Anup Sathy, P.C.	1.30	Review, analyze potential objections and responses re confirmation.
05/03/24	Anup Sathy, P.C.	0.70	Review, analyze confirmation record.
05/03/24	Evan Swager	1.00	Telephone conference with M. Young, AlixPartners re confirmation objections (.3); telephone conference with C. Worek re plan supplement (.3); review, analyze confirmation objection research (.4).
05/03/24	Evan Swager	0.40	Correspond with F. Petrie, K&E team re confirmation schedule.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/24	Mary Catherine Young	5.40	Conference with C. Worek, E. Swager re restructuring transactions memorandum (.5); conference with Katten team re independent investigation interview (.8); review, revise status conference statement (2.8); correspond with E. Swager, K&E team re same (.5); conference with Alix team re Autumn Ideas confirmation diligence (.3); correspond with E. Swager re same (.5).
05/04/24	Megan C. Feeney	1.30	Correspond with N. Gavey, K&E team re disclosure statement motion, KCC comments to same (.3); review, revise re same (1.0).
05/04/24	Anup Sathy, P.C.	0.80	Review, analyze confirmation strategies re releases.
05/04/24	Evan Swager	3.00	Review, revise confirmation brief (2.7); correspond with M. Young, K&E team re same (.3).
05/04/24	Matt Waldrep	1.60	Review, revise confirmation brief.
05/04/24	Mary Catherine Young	0.20	Review, analyze confirmation brief.
05/05/24	Anup Sathy, P.C.	0.60	Review, analyze release diligence re plan.
05/05/24	Evan Swager	2.30	Review, revise confirmation brief (2.0); correspond with F. Petrie, K&E team re same (.3).
05/05/24	Matt Waldrep	2.20	Review, revise confirmation brief.
05/05/24	Mary Catherine Young	3.00	Review, revise statement in advance of status conference (2.4); correspond with E. Swager, F. Petrie re same (.6).
05/06/24	Tiffani Chanroo	0.70	Correspond with KCC team, Company re professional fee escrow account.
05/06/24	Matthew C. Fagen, P.C.	2.90	Correspond with Company, F. Petrie, K&E team, GDC re confirmation issues and discovery, filing statement.
05/06/24	Megan C. Feeney	6.10	Correspond with J. McLennan, K&E team re confirmation order (.8); review, revise same (3.5); review confirmation brief, changes to same (1.3); research re same (.5).
05/06/24	Casey McGushin	2.60	Telephone conference with GDC re confirmation (.2); research legal and factual issues re same (1.5); review, analyze valuation and best interests materials re confirmation (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/24	Jamie McLennan	3.10	Review, analyze confirmation brief and order; (.6) correspond with M. Feeney re same (.1); review, research precedent re confirmation orders (1.7); correspond with M. Feeney re same (.1); review, revise research re fraudulent transfers (.5); correspond with B. Nashelsky re same (.1).
05/06/24	Humza Moinuddin	2.90	Review, analyze plan supplement retained causes of actions exhibit (2.5); review, revise plan supplement notice (.4).
05/06/24	Brendan Nashelsky	1.80	Review, revise research summary re confirmation (1.2); correspond with J. McLennan re same (.2); review, revise confirmation brief (.4).
05/06/24	Francis Petrie	3.60	Revise status conference statement (1.7); correspond with E. Swager, M. Young re filing (.6); review, correspond with Company re same (.6); review, analyze UCC status report (.7).
05/06/24	Anup Sathy, P.C.	0.90	Review, analyze potential confirmation objections.
05/06/24	Anup Sathy, P.C.	0.60	Review, analyze release issues re plan confirmation.
05/06/24	Evan Swager	3.00	Correspond with F. Petrie, K&E team re litigation timeline, confirmation timeline, proposed confirmation issues, next steps.
05/06/24	Matt Waldrep	1.30	Review, revise confirmation brief (.8); correspond with M. Young, K&E team re confirmation brief (.4); correspond with M. Feeney re confirmation brief (.1).
05/06/24	Mary Catherine Young	4.20	Review, revise statement in advance of status conference (2.7); correspond with E. Swager re same (1.5).
05/06/24	Tanzila Zomo	1.50	Draft exclusivity motion (1.2); research precedent re same (.3).
05/07/24	Tiffani Chanroo	0.40	Correspond with KCC team, Company re professional fee escrow account.
05/07/24	Matthew C. Fagen, P.C.	2.00	Correspond with F. Petrie, K&E team re confirmation issues, discovery, next steps (.6); review, analyze issues re same (1.4).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/07/24	Megan C. Feeney	3.70	Correspond with E. Swager, K&E team re confirmation order (.3); draft, revise same (2.4); telephone conference and correspond with KCC re solicitation, emergence distributions (.8); correspond with M. Waldrep re preference analysis (.2).
05/07/24	Jamie McLennan	2.70	Review, revise exclusivity motion.
05/07/24	Humza Moinuddin	1.30	Review, analyze plan supplement retained causes of action list (1.1); correspond with M. Young re summary re same (.2).
05/07/24	Brendan Nashelsky	0.70	Review, analyze materials re confirmation (.5); correspond with E. Swager, K&E team, Company re same (.2).
05/07/24	Francis Petrie	1.90	Telephone conference with Company re confirmation strategy and path forward (.7); telephone conference with M. Fagen re same (.3); office conference with E. Swager, K&E team re same (.6); correspond with E. Swager re emergence documents (.3).
05/07/24	Anup Sathy, P.C.	1.40	Review, analyze release diligence.
05/07/24	Anup Sathy, P.C.	1.20	Review, analyze plan timeline and responses to potential objections.
05/07/24	Evan Swager	1.20	Correspond with M. Feeney, K&E team re claim and solicitation considerations (.7); correspond with D. Maliniak, K&E team re closing considerations (.5).
05/07/24	Daniel Wachenfeld	1.60	Draft confirmation hearing presentation.
05/07/24	Mary Catherine Young	4.00	Review, analyze UCC's status conference statement (.3); conference with E. Swager, K&E team re same (.2); conference with F. Petrie, E. Swager re confirmation issues (1.0); conference with C. McGushin, K&E team re discovery efforts; correspond with counterparty counsel re same (.6); review, revise plan supplement (1.9).
05/08/24	Tiffani Chanroo	0.30	Correspond with KCC team re professional fee escrow account.
05/08/24	Trevor Eck	1.50	Review, revise company declaration in support of confirmation.
05/08/24	Matthew C. Fagen, P.C.	2.00	Correspond with F. Petrie, K&E team, Company re confirmation process and progress.
05/08/24	Jamie McLennan	1.00	Review and revise exclusivity motion.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/24	Humza Moinuddin	2.20	Review, revise plan supplement notice.
05/08/24	Brendan Nashelsky	0.30	Research re confirmation considerations (.2); correspond with E. Swager re same (.1).
05/08/24	Francis Petrie	1.60	Telephone conference with GDC, STB teams re challenge letter and unencumbered property (.5); correspond with M. Fagen, K&E team re same (.6); office conference with E. Swager, K&E team re confirmation documentation (.5).
05/08/24	Anup Sathy, P.C.	1.20	Review, analyze release issues re plan confirmation.
05/08/24	Anup Sathy, P.C.	0.90	Review, analyze confirmation issues and timeline.
05/08/24	Anup Sathy, P.C.	1.20	Review, analyze release issues re plan confirmation.
05/08/24	Daniel Wachenfeld	3.40	Review, revise company declaration in support of confirmation.
05/08/24	Daniel Wachenfeld	1.10	Draft confirmation hearing presentation.
05/08/24	Matt Waldrep	6.60	Research re flow of funds memorandum (3.0); review, revise flow of funds memorandum (3.6).
05/08/24	Mary Catherine Young	2.40	Review, analyze emergence memorandum (.3); correspond with M. Waldrep re same (.2); review, revise exclusivity extension motion (.5); review, revise plan supplement (.7); conference with F. Petrie, E. Swager re confirmation issues (.3); review, analyze issues re plan supplement (.4).
05/09/24	Trevor Eck	1.40	Review, revise director declaration in support of confirmation.
05/09/24	Matthew C. Fagen, P.C.	2.00	Correspond with F. Petrie, K&E team, Centerview re confirmation and next steps.
05/09/24	Humza Moinuddin	0.80	Review, revise plan supplement retained causes of action exhibit (.5); review, revise plan supplement notice (.3).
05/09/24	Francis Petrie	2.70	Telephone conference with M. Fagen, K&E team re confirmation and path forward (2.0); correspond with E. Swager, K&E team re discovery and strategy (.4); correspond with Katten team re report timing (.3).
05/09/24	Anup Sathy, P.C.	0.90	Review, analyze responses to potential confirmation objections.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/09/24	Anup Sathy, P.C.	1.80	Review, analyze release strategies re plan confirmation.
05/09/24	Anup Sathy, P.C.	0.50	Review, analyze timeline for confirmation.
05/09/24	Evan Swager	2.80	Review, revise plan supplement documents (.6); correspond with M. Young re same (.3); conferences with M. Fagen, K&E, Centerview teams re confirmation timeline, issues (1.5); correspond with objecting parties re same (.4).
05/09/24	Daniel Wachenfeld	3.40	Review, revise disinterested director declaration in support of confirmation.
05/09/24	Mary Catherine Young	1.90	Conference with F. Petrie, K&E team re confirmation issues (.5); conference with E. Swager re same (.5); correspond with H. Moinuddin, K&E team, GDC re plan supplement issues (.9).
05/10/24	Trevor Eck	2.60	Telephone conference with E. Swager, K&E team, GDC re plan supplement (.2); review, revise director declaration in support of confirmation (2.4).
05/10/24	Matthew C. Fagen, P.C.	4.40	Telephone conference with Katten team re investigation report (1.1); conferences with F. Petrie, C. McGushin re same (2.2); correspond with F. Petrie, C. McGushin, re confirmation timeline (1.1).
05/10/24	Humza Moinuddin	0.30	Conference with E. Swager, Gibson team re plan supplement status (.2); review, revise plan supplement tracker (.1).
05/10/24	Francis Petrie	4.10	Telephone conference with Katten team re investigation report (1.1); conferences with M. Fagen, C. McGushin re same (2.2); telephone conferences with board members re same (.8).
05/10/24	Anup Sathy, P.C.	1.30	Review, analyze release diligence issues.
05/10/24	Anup Sathy, P.C.	1.10	Review, analyze potential confirmation objections.
05/10/24	Anup Sathy, P.C.	0.90	Review, analyze plan timeline and potential adjournment strategies.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/10/24	Evan Swager	6.10	Telephone conferences with D. Maliniak, K&E team, Alix, Company re plan supplement documents (1.7); telephone conferences with F. Petrie, K&E team, Katten teams re investigation (1.2); telephone conferences with F. Petrie, Company re confirmation issues, next steps (1.2); review, revise governance documents (.4); revise confirmation declarations (1.6).
05/10/24	Lydia Tsioli	0.50	Review, revise settlement agreement.
05/10/24	Daniel Wachenfeld	1.90	Review, revise disinterested director declaration in support of confirmation.
05/10/24	Matt Waldrep	0.60	Research re settlement term sheet precedent (.4); correspond with E. Swager, K&E team re status conference transcript (.2).
05/10/24	Wayne E. Williams	0.20	Telephone conference with E. Swager and GDC team re plan supplement documents.
05/10/24	Mary Catherine Young	3.30	Correspond with M. Waldrep re settlement term sheet (.2); review, revise plan supplement (.5); conference with Company re plan supplement schedule re assumed contracts (.4); conference with D. Maliniak, Company re go-forward governance documents (1.7); correspond with E. Swager re plan supplement (.5).
05/11/24	Anup Sathy, P.C.	1.20	Review, analyze plan issues re timeline and releases.
05/11/24	Evan Swager	1.10	Correspond with F. Petrie, K&E team re confirmation issues, litigation strategy.
05/11/24	Mary Catherine Young	1.90	Draft, revise status conference statement (1.1); review, revise chapter 11 plan (.8).
05/12/24	Matthew C. Fagen, P.C.	1.00	Correspond with Company re confirmation timeline (.3); telephone conferences with UCC and GDC re same (.7).
05/12/24	Francis Petrie	1.30	Review, revise status conference statement.
05/12/24	Anup Sathy, P.C.	1.10	Review, analyze release diligence re plan confirmation.
05/12/24	Evan Swager	2.10	Review, revise status conference statement (1.0); revise plan (.3); correspond with M. Young, K&E team, Company re confirmation schedule, next steps (.8).
05/12/24	Wayne E. Williams	0.20	Review, analyze confirmation and emergence schedule.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/12/24	Mary Catherine Young	3.40	Draft, review, revise statement in advance of status conference (1.9); correspond with E. Swager, K&E team re same (.8); correspond with E. Swager, K&E team re confirmation timeline, related issues (.7).
05/13/24	Anthony Abate	0.80	Review, revise Centerview declaration in support of confirmation (.6); correspond with T. Eck re same (.2).
05/13/24	Tiffani Chanroo	0.70	Correspond with E. Swager, KCC team, Company re professional fee escrow account.
05/13/24	Trevor Eck	0.60	Review, revise declaration in support of confirmation.
05/13/24	Matthew C. Fagen, P.C.	4.50	Telephone conferences with F. Petrie, K&E team re confirmation issues and timeline, investigation (3.0); review, revise draft status conference report (1.0); telephone conference with Company management team re same (.5).
05/13/24	Megan C. Feeney	1.60	Review, revise confirmation order, surety language re same (.5); research precedent re same (.3); correspond with J. McLennan re same (.3); review confirmation brief (.5).
05/13/24	Jamie McLennan	0.40	Review and analyze precedent re confirmation order language (.3); correspond with M. Feeney re same (.1).
05/13/24	Humza Moinuddin	0.30	Review, revise plan supplement notice.
05/13/24	Francis Petrie	5.30	Review, revise statement re status conference (2.1); correspond with E. Swager re same, confirmation schedule (1.5); correspond with M. Fagen re same (.4); telephone conference with management re confirmation schedule (.5); correspond with C. McGushin re deposition scheduling (.4); draft correspondence re same (.4).
05/13/24	Anup Sathy, P.C.	0.50	Review, analyze lien challenge issues.
05/13/24	Anup Sathy, P.C.	1.20	Review, analyze responses to potential confirmation objections.
05/13/24	Anup Sathy, P.C.	1.30	Analyze release diligence and potential claims.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/13/24	Evan Swager	7.80	Correspond with F. Petrie, Company re confirmation timeline, open issues (1.0); telephone conference with Company, AlixPartners, Centerview team re same (.5); review, revise plan (.3); review, revise confirmation order (.4); correspond with F. Petrie, K&E team, Company re plan supplement (.7); revise confirmation declaration (1.2); revise hearing statement (1.1); correspond with F. Petrie, K&E team re same (.6); telephone conferences with D. Maliniak, GDC, K&E teams re plan supplement (2).
05/13/24	Lydia Tsioli	0.40	Review, revise settlement agreement (.2); correspond with E. Nolan re same (.2).
05/13/24	Daniel Wachenfeld	0.90	Draft confirmation hearing presentation.
05/13/24	Matt Waldrep	0.10	Correspond with E. Swager, K&E team re status conference.
05/13/24	Mary Catherine Young	4.80	Correspond with E. Swager re confirmation timeline (.2); correspond with E. Swager, K&E team re plan supplement (.3); review, revise plan (.2); correspond with E. Swager re confirmation issues (.5); conference with Gibson team re exit credit agreement (1.5); review, revise statement in advance of status conference (1.1); correspond with E. Swager, F. Petrie, K&E team re same (1.0).
05/14/24	Marcela Barba	1.40	Telephone conference with Centerview re emergence (.8); review, analyze emergence plan (.6).
05/14/24	Tiffani Chanroo	0.60	Correspond with E. Swager, KCC team, Company re professional fee escrow account.
05/14/24	Trevor Eck	1.00	Review, analyze declaration in support of confirmation.
05/14/24	Matthew C. Fagen, P.C.	2.00	Review, analyze plan issues (1.5); review, analyze UCC statement re plan (.5).
05/14/24	Megan C. Feeney	1.20	Revise confirmation order (1.0); correspond with J. McLennan, K&E team re same (.2).
05/14/24	Jamie McLennan	0.50	Review, compile precedent re confirmation orders and surety language (.3); correspond with M. Feeney and T. Zomo re same (.2).
05/14/24	Humza Moinuddin	0.60	Review, revise materials re plan supplement exhibits.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/14/24	Francis Petrie	3.40	Review, revise statement in advance of status conference (1.8); correspond with M. Young re finalizing same (.4); telephone conference with E. Swager, K&E team re objection status (.4); review, analyze materials re confirmation schedule (.4); correspond with E. Swager re same (.4).
05/14/24	Anup Sathy, P.C.	1.20	Review, analyze plan objections and responses.
05/14/24	Anup Sathy, P.C.	1.80	Review, analyze litigation claims re plan release provisions.
05/14/24	Evan Swager	2.90	Correspond with MoFo, GDC teams re confirmation timeline (.7); telephone conferences with C. McGushin, K&E team, Company re confirmation strategy (.8); revise confirmation declarations (1.4).
05/14/24	Daniel Wachenfeld	1.00	Draft confirmation hearing presentation.
05/14/24	Mary Catherine Young	3.40	Conference with C. McGushin, K&E team re confirmation, litigation issues (.3); review, analyze settlement agreement (.7); review, revise statement in advance of status conference (1.6); correspond with Katten team re same (.3); correspond with E. Swager, K&E team re confirmation issues (.5).
05/15/24	Anthony Abate	0.40	Review, revise voting report declaration.
05/15/24	Tiffani Chanroo	3.90	Review, revise confirmation order.
05/15/24	Tiffani Chanroo	0.30	Correspond with E. Swager re pro fee escrow account.
05/15/24	Trevor Eck	3.30	Draft notice of amended confirmation schedule (1.7); correspond with E. Swager, K&E team, GDC re same (.3); review, revise declarations in support of confirmation (1.3).
05/15/24	Matthew C. Fagen, P.C.	2.00	Review, analyze plan issues.
05/15/24	Megan C. Feeney	1.70	Review, revise confirmation declarations, voting report (1.2); correspond with A. Abate, K&E team re same (.2); telephone conference with KCC re voting report, solicitation (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/24	Francis Petrie	6.10	Review, revise status conference statements (1.4); correspond with M. Fagen, E. Swager, C. McGushin re same (1.4); draft talking points re objection (1.6); correspond with M. Fagen re same, confirmation schedule (.9); office conference with E. Swager re confirmation documents (.8).
05/15/24	Anup Sathy, P.C.	0.90	Review, analyze release diligence matters re plan.
05/15/24	Anup Sathy, P.C.	0.70	Review, analyze valuation issues re plan matters.
05/15/24	Evan Swager	6.70	Review, revise status reports (.5); correspond with F. Petrie, K&E team, Company re confirmation workstreams, next steps (1.2); review, revise confirmation pleadings (3.9); review plan supplement documents (1.1).
05/15/24	Evan Swager	0.40	Review, revise confirmation hearing notice.
05/15/24	Wayne E. Williams	0.30	Correspond with M. Barba and E. Swager, K&E team re plan supplement and emergence.
05/15/24	Mary Catherine Young	4.10	Review, revise plan supplement notice (.5); conferences with E. Swager, F. Petrie re confirmation issues (2.0); correspond with C. McGushin, K&E team re counterparty discovery (.4); review, analyze issues re same (.6); correspond with Alix team re assumption, rejection schedules re plan supplement (.6).
05/16/24	Anthony Abate	0.20	Review, revise voting report declaration.
05/16/24	Marcela Barba	0.30	Correspond with D. Maliniak re emergence checklist (.1); review, analyze emergence checklist (.2).
05/16/24	Tiffani Chanroo	3.50	Review, revise confirmation order (3.3); correspond with M. Feeney, J. McLennan re same (.2).
05/16/24	Matthew C. Fagen, P.C.	4.90	Conference with Katten, GDC, F. Petrie, K&E team re plan issues, investigation (2.2); conference with F. Petrie, E. Swager re same (1.2); review, analyze issues re same (1.5).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/24	Megan C. Feeney	5.00	Correspond and conferences with J. McLennan, T. Chanroo, K&E team re confirmation order (1.2); review, revise re same (.5); research re same (.5); review, analyze preference analysis research (1.2); correspond with M. Waldrep re same (.1); revise voting report (.6); telephone conference with KCC re same (.2); correspond with E. Swager, KCC re solicitation, disputed claims (.3); research re same (.4).
05/16/24	Jamie McLennan	3.40	Review, revise confirmation order (3.0); conference with M. Feeney re same (.4).
05/16/24	Francis Petrie	4.10	Office conference with Gibson, Katten teams re claims and plan status (2.2); office conferences with E. Swager re next steps re plan (1.2); correspond with M. Fagen re same (.4); telephone conference with Katten re same (.3).
05/16/24	Anup Sathy, P.C.	1.40	Review, analyze plan objection responses.
05/16/24	Anup Sathy, P.C.	1.30	Analyze litigation claims and related defenses.
05/16/24	Evan Swager	6.10	Correspond with Gibson, AlixPartners teams re H&S (.4); correspond with KCC, M. Feeney re solicitation (.3); correspond with F. Petrie, STB re challenge claims (.4); conferences with F. Petrie, GDC, Katten re settlement (3.2); revise confirmation declarations (1.8).
05/16/24	Daniel Wachenfeld	1.70	Review, revise declaration in support of confirmation.
05/16/24	Mary Catherine Young	2.50	Conference with Katten team, K&E team re independent investigation.
05/17/24	Tiffani Chanroo	4.90	Review, revise exclusivity motion (2.6); correspond with M. Young, K&E team re same (.2); review, revise confirmation order (1.7); correspond with M. Feeney, K&E team re same (.2); correspond with KCC re pro fee escrow account (.2).
05/17/24	Trevor Eck	1.30	Review, revise declarations in support of confirmation (1.1); correspond with E. Swager, K&E team, Centerview re same (.2).
05/17/24	Matthew C. Fagen, P.C.	4.00	Correspond with MoFo, F. Petrie, Katten re plan issues and investigation.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/17/24	Megan C. Feeney	4.70	Review, revise confirmation order (2); correspond with J. McLennan, K&E team, surety bond holder counsel re same (.8); research precedent re same (.5); correspond and telephone conference with M. Young, K&E team re confirmation objections (.6); research re disputed claims, solicitation, contingent claims (.8).
05/17/24	TJ Leahy	1.20	Conference with C. McGushin, M. Ellis, K&E team re liquidation analysis including review of disclosure statement.
05/17/24	Jamie McLennan	2.10	Review, revise confirmation order (1.0); review, analyze precedent re same (.5); correspond with M. Feeney and T. Chanroo re same (.6).
05/17/24	Francis Petrie	4.10	Telephone conference with C McGushin, E. Swager re confirmation objection (.5); correspond and conference with E. Swager re same (.8); correspond with M. Fagen, K&E team, MoFo re UCC requests and settlement meeting (2.8).
05/17/24	Anup Sathy, P.C.	0.80	Review, analyze confirmation record.
05/17/24	Anup Sathy, P.C.	0.90	Review, analyze release diligence and potential settlement strategies.
05/17/24	Evan Swager	4.20	Telephone conference with F. Petrie, K&E team, Katten team re investigation, next steps (.5); telephone conferences with C. McGushin, K&E team re confirmation issues (1.3); revise confirmation declarations (2.4).
05/17/24	Daniel Wachenfeld	4.80	Review, revise AlixPartners declaration in support of confirmation.
05/17/24	Matt Waldrep	0.20	Correspond with D. Wachenfeld re confirmation declaration.
05/17/24	Mary Catherine Young	3.70	Draft summary re fraudulent transfer issue (2.0); conference with E. Swager re same (.4); analyze issues re same (.6); conference with C. McGushin, K&E team re same (.5); correspond with E. Swager re confirmation issues (.2).
05/18/24	Anup Sathy, P.C.	0.80	Review, analyze confirmation responses re potential objections.
05/18/24	Evan Swager	1.30	Research re confirmation issues, objections (.8); draft summary re same (.5).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/19/24	Matthew C. Fagen, P.C.	0.70	Correspond with F. Petrie, K&E team re investigation, next steps.
05/19/24	Anup Sathy, P.C.	0.90	Analyze investigation issues re plan releases.
05/19/24	Mary Catherine Young	0.60	Correspond with E. Swager, K&E team re management incentive plan issues.
05/20/24	Marcela Barba	0.90	Review, analyze emergence closing checklist (.3); telephone conference with D. Maliniak, K&E team re timing and execution of the same (.5); correspond with M. Waldrep, K&E team re confirmation order and post-emergence resolutions (.1).
05/20/24	Tiffani Chanroo	0.80	Review, analyze confirmation order (.6); correspond with M. Feeney, J. McLennan re same (.2).
05/20/24	Tiffani Chanroo	0.50	Telephone conference with E. Swager, KCC team, AlixPartners re professional fee escrow agreement.
05/20/24	Trevor Eck	0.70	Review, revise declaration in support of confirmation (.4); correspond with D. Wachenfeld, Centerview re same (.3).
05/20/24	Matthew C. Fagen, P.C.	7.10	Prepare for and participate in conference with plan parties (3.2); follow up correspondence with plan parties re same (.3); correspond with Company management re status (.8); follow up with F. Petrie, K&E team re same (1.0); correspond with Katten re investigation status (.8); analyze strategy re same (1.0).
05/20/24	Megan C. Feeney	3.40	Correspond with H. Moinuddin, KCC re claim objections (.4); research precedent re same (.5); review, analyze solicitation procedures, rules re voting amounts (.9); correspond with Cole Schotz re confirmation hearing (.2); correspond with D. Maliniak, K&E team re confirmation order (.3); review changes to confirmation brief, order (.8); review correspondence re Bristols 6 objection (.3).
05/20/24	Drew Maliniak	1.60	Review, revise confirmation order (1.4); correspond with M. Barba re next steps re same (.2).
05/20/24	Jamie McLennan	1.80	Review, revise confirmation order.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/24	Humza Moinuddin	0.60	Review, revise notice re plan supplement (.4); review, revise summary re exhibits re same (.2).
05/20/24	Francis Petrie	3.70	Office conference with Katten, MoFo teams re plan and causes of action (1.5); correspond and conference with GDC team re same (.2); correspond with E. Swager, K&E team re same (.7); telephone conference with Katten team re same (1.1); telephone conference with M. Fagen re same (.2).
05/20/24	Anup Sathy, P.C.	0.90	Review, analyze plan modifications re potential settlement.
05/20/24	Anup Sathy, P.C.	1.10	Review, analyze plan objections and potential responses.
05/20/24	Anup Sathy, P.C.	1.40	Analyze release diligence and potential claims.
05/20/24	Evan Swager	9.20	Conference with M. Fagen, K&E team, Katten team, MoFo team, GDC team re settlement (3.5); correspond with F. Petrie, K&E team re settlement constructs, issues (1.6); telephone conference with C. McGushin, K&E team re same (.4); telephone conference with AlixPartners re confirmation issues (.4); revise confirmation declarations (2.7); correspond with F. Petrie, K&E team re plan supplement (.6).
05/20/24	Daniel Wachenfeld	2.70	Review, revise confirmation objection reply.
05/20/24	Daniel Wachenfeld	1.70	Review, revise, AlixPartners declaration in support of confirmation.
05/20/24	Matt Waldrep	0.40	Research re plan precedent (.2); correspond with D. Wachenfeld re confirmation research (.2).
05/20/24	Mary Catherine Young	4.90	Attend settlement meeting (2.0); conference with E. Swager, F. Petrie re same (.2); draft summary re same (.3); review, revise exclusivity extension motion (.3); conference with E. Swager re Bristols 6 issue (.2); conference with Katten team re independent investigation (.5); review, analyze issues re confirmation (.3); correspond with E. Swager re RSA milestones (.2); review, revise plan supplement notice (.4); correspond with K. Bobholz, K&E team re same (.1); conference with Alix team re confirmation issue (.4).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/24	Marcela Barba	0.80	Review, revise confirmation order.
05/21/24	Matthew C. Fagen, P.C.	5.50	Conference with plan parties re potential settlement (3.9); correspond with plan parties re same (1.0); telephone conference with management re plan settlement status (.6).
05/21/24	Megan C. Feeney	4.70	Correspond and telephone conference with KCC, H. Moinuddin re claim objection, ballot issue (1.4); review, revise claim objection re same (.9); correspond with creditors' counsel re same (.4); research re contingency claims (.9); correspond and telephone conference with F. Petrie, K&E team re Bristols 6 confirmation objection (.5); correspond with E. Swager, K&E team, surety bond counsel re confirmation order (.3); review, analyze correspondence re emergence planning (.3).
05/21/24	Humza Moinuddin	0.70	Review, revise notice of plan supplement (.4); correspond with M. Young, E. Swager re same (.3).
05/21/24	Francis Petrie	2.60	Telephone conferences with E. Swager, re plan and settlement discussions (1.2); correspond with E. Swager re plan and settlement discussions (1.4).
05/21/24	Anup Sathy, P.C.	1.20	Review, analyze litigation claims and defenses re plan.
05/21/24	Anup Sathy, P.C.	1.10	Review, analyze confirmation objection responses.
05/21/24	Anup Sathy, P.C.	1.30	Review, analyze plan releases, objections re same.
05/21/24	Evan Swager	9.10	Attend UCC settlement meeting (5.0); prepare for same (.7); correspond with F. Petrie, K&E team re same, settlement constructs, next steps (1.4); correspond with T. Chanroo, AlixPartners re emergence mechanics (.4); telephone conferences with M. Fagen, K&E team re settlement discussions (.5); telephone conferences with F. Petrie, Company, AlixPartners re same (1.1).
05/21/24	Daniel Wachenfeld	0.60	Correspond with AlixPartners team re confirmation objection issue.
05/21/24	Daniel Wachenfeld	0.20	Draft confirmation hearing presentation.
05/21/24	Daniel Wachenfeld	1.50	Review, revise Grossman declaration in support of confirmation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/24	Matt Waldrep	1.20	Correspond with H. Moinuddin re notice of plan supplement (.3); research re fraudulent transfers re confirmation issue (.9).
05/21/24	Mary Catherine Young	8.00	Attend settlement meeting (5.0); conference with C. McGushin, K&E team re strategic considerations re Bristols 6 issues (.5); correspond with E. Swager re plan supplement notice (.3); review correspondence re same (.2); correspond with E. Swager, K&E team re plan supplement, service issues (1.4); review, analyze issues re same (.6).
05/22/24	Trevor Eck	1.20	Review, revise declaration in support of confirmation.
05/22/24	Matthew C. Fagen, P.C.	3.80	Correspond with F. Petrie, K&E team, Katten re settlement (1.3); review, analyze next steps re same (2.5).
05/22/24	Megan C. Feeney	4.20	Review claims objection (1.4); research re same (1.5); correspond with E. Swager, K&E team, KCC, Cole Schotz, AlixPartners re same (.8); review schedules re same (.2); review confirmation order (.3).
05/22/24	Humza Moinuddin	1.50	Review, revise notice re plan supplement (1.3); correspond with M. Young, M. Waldrep re revisions to same (.2).
05/22/24	Francis Petrie	3.80	Telephone conferences with M. Fagen, K&E team, Katten teams re investigation (1.3); correspond with E. Swager re plan supplement service and related issues (1.3); revise correspondence re same (1.2).
05/22/24	Anup Sathy, P.C.	0.80	Review, analyze confirmation evidentiary record.
05/22/24	Anup Sathy, P.C.	0.90	Review, analyze plan issues re releases.
05/22/24	Anup Sathy, P.C.	1.40	Review, analyze terms of potential settlement re release issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/24	Evan Swager	11.70	Review, revise plan (.3); review, analyze confirmation declaration comments (.4); review, revise confirmation order (3); review, analyze plan supplement rejection summary (.7); correspond with M. Young, K&E team re plan supplement, emergence (.6); correspond with AlixPartners, Centerview teams re confirmation status, settlement status (.5); revise GUC analysis (3.2); revise confirmation research (.6); correspond with F. Petrie, K&E team re same (.6); telephone conferences with D. Maliniak, K&E team, MoFo re plan supplement documents, service (.7); telephone conference with Gibson, MoFo, Simpson re challenge claims (.4); telephone conferences with M. Fagen, Katten re plan settlement status, next steps (.7).
05/22/24	Daniel Wachenfeld	0.80	Review, revise Centerview declaration in support of confirmation.
05/22/24	Matt Waldrep	2.00	Research re fraudulent transfers (1.1); review, revise plan supplement (.3); correspond with E. Swager, K&E team re fraudulent transfers (.4); review, analyze plan supplement documents (.2).
05/22/24	Wayne E. Williams	0.60	Review, revise confirmation order.
05/22/24	Mary Catherine Young	6.90	Review, revise plan (.8); review MoFo correspondence re plan supplement documents (.2); correspond with KCC, E. Swager, U.S. Trustee re plan supplement service (1.8); correspond with E. Swager, K&E team re confirmation strategy issues (1.7); review, analyze GUC recovery data (.4); conference with Committee re plan supplement service (.5); conference with E. Swager, K&E team re same (.4); correspond with Cole Schotz team re plan supplement service (.5); correspond with K&E teams re plan supplement documents (.6).
05/23/24	Trevor Eck	0.20	Correspond with Alix re declaration in support of confirmation.
05/23/24	Trevor Eck	1.20	Draft plan settlement term sheet.
05/23/24	Matthew C. Fagen, P.C.	6.00	Prepare for and participate in settlement conference with UCC (4.5); review, analyze next steps (.9); conference with F. Petrie, K&E team re same (.6).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/23/24	Megan C. Feeney	3.40	Correspond and telephone conference with C. McGushin, Bristols 6 counsel re confirmation objection (1.0); correspond with E. Swager, K&E team re confirmation workstreams, solicitation issues (.8); correspond with KCC, Alix, E. Swager re claims objection (.4); conference with J. McLennan re confirmation order (.5); review, revise same (.4); conference with T. Chanroo re confirmation order (.3).
05/23/24	Megan C. Feeney	1.40	Research re SPV, GUC trust.
05/23/24	Jamie McLennan	3.30	Review, revise confirmation order (2.5); conference with M. Feeney re same (.3); review, revise exclusivity motion (.3); correspond with E. Swager re same (.2).
05/23/24	Humza Moinuddin	1.60	Review, revise notice re plan supplement (1.3); correspond with M. Waldrep re notice re same (.3).
05/23/24	Brendan Nashelsky	3.30	Office conferences with E. Swager, K&E team re confirmation status (1.2); review, revise confirmation settlement agreement (2.1).
05/23/24	Francis Petrie	8.80	Attend plan settlement meetings (5); review, revise term sheet (1.1); correspond with K&E team, GDC team re settlement status (.5); telephone conference with Katten and C. McGushin, K&E litigation teams re path forward (.5); correspond with STB team re plan supplement filings (.1); arrange for filing of plan supplement, investigation report (1); correspond with K&E, Katten teams re same (.6).
05/23/24	Anup Sathy, P.C.	1.40	Review, analyze potential settlement terms for release issues.
05/23/24	Anup Sathy, P.C.	0.50	Review, analyze effective date documents.
05/23/24	Anup Sathy, P.C.	1.20	Review and analyze responses to potential plan objections.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/23/24	Evan Swager	6.50	Conference with M. Fagen, K&E team, MoFo team, GDC team re settlement (3.5); revise analysis re settlement outcomes (1.0); review, revise plan supplement filing (.6); correspond with F. Petrie, Katten re same (.5); telephone conferences with F. Petrie, Company, K&E team re settlement (.5); conferences with F. Petrie, K&E team re same (.4).
05/23/24	Daniel Wachenfeld	0.50	Review, revise Grossman declaration in support of confirmation.
05/23/24	Matt Waldrep	4.40	Conference with Company, H. Moinuddin, Alix team re plan supplement (.4); conference with E. Swager, KCC team re plan supplement (.3); conference with J. Clarey re plan supplement (.1); correspond with E. Swager, K&E team, Company, Alix team re plan supplement (1.0); review asset purchase agreements re plan supplement (.6); review, analyze plan supplement (.1); review, revise plan supplement (1.9).
05/24/24	Trevor Eck	2.10	Review, revise plan settlement term sheet (.7); correspond with E. Swager re same (.2); telephone conference with E. Swager, K&E team, Alix, re declaration in support of confirmation (.5); correspond with Alix re same (.2); review, revise Centerview declaration in support of confirmation (.5).
05/24/24	Matthew C. Fagen, P.C.	3.40	Correspond with F. Petrie re settlement (1.9); review, analyze strategy re same (1.5).
05/24/24	Megan C. Feeney	3.20	Correspond and telephone conference with E. Swager re solicitation issues, claims objections, confirmation workstreams (.6); review, revise confirmation order (1.7); correspond with F. Petrie, K&E team re same (.2); correspond with creditors counsel, KCC re ballot issue (.4); telephone conference with KCC re opt out issue (.3).
05/24/24	Brendan Nashelsky	0.40	Review, analyze independent investigation report (.3); review, analyze settlement agreement (.1).
05/24/24	Francis Petrie	0.20	Correspond with M. Feeney re balloting issue.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/24/24	Francis Petrie	4.40	Correspond with M. Fagen, E. Swager, K&E team re confirmation documentation, plan supplement, amended plan and settlement term sheet.
05/24/24	Anup Sathy, P.C.	1.10	Correspond with M. Fagen, E. Swager, K&E team re confirmation documentation, plan supplement, amended plan and settlement term sheet.
05/24/24	Evan Swager	5.10	Telephone conferences with Company, AlixPartners team re confirmation workstreams, open issues (.9); revise settlement term sheet (2.8); review, revise confirmation pleadings (.6); correspond with F. Petrie, Centerview team re confirmation strategy (.8).
05/24/24	Daniel Wachenfeld	0.50	Review, revise Grossman declaration in support of confirmation (.1); telephone conference with T. Grossman, AlixPartners team, K&E team re same (.4).
05/24/24	Matt Waldrep	1.10	Correspond with E. Swager re UCC term sheet (.1); correspond with E. Swager, K&E team, Alix team re plan supplement (.4); review, analyze Independent Investigation Results (.6).
05/25/24	Trevor Eck	1.90	Review, revise settlement term sheet.
05/25/24	Matthew C. Fagen, P.C.	3.50	Correspond with UCC re settlement (2.5); review, revise term sheet re same (.6); review, analyze strategy re same (.4).
05/25/24	Francis Petrie	4.70	Review, revise settlement term sheet (4.0); correspond with E. Swager re same (.7).
05/25/24	Anup Sathy, P.C.	1.30	Review, analyze release analysis for plan.
05/25/24	Anup Sathy, P.C.	0.80	Analyze confirmation objection responses.
05/25/24	Evan Swager	4.30	Review, revise term sheet (2.8); telephone conferences with F. Petrie, K&E, MoFo, GDC re same (.7); correspond with F. Petrie, K&E team re same (.8).
05/25/24	Daniel Wachenfeld	0.50	Conference with E. Swager, T. Grossman re Grossman declaration in support of confirmation (.3); revise Grossman declaration re same (.2).
05/26/24	Matthew C. Fagen, P.C.	1.00	Correspond with E. Swager, K&E team re UCC settlement (.5); analyze issues re same (.5).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/24	Evan Swager	0.50	Correspond with T. Eck, K&E team re settlement discussions.
05/27/24	Trevor Eck	4.20	Review, revise settlement term sheet (3.6); correspond with E. Swager, K&E team, GDC, MoFo, Katten re same (.6).
05/27/24	Matthew C. Fagen, P.C.	3.90	Revise settlement term sheet (2.0); correspond with F. Petrie re same (1.9).
05/27/24	Megan C. Feeney	0.50	Correspond with D. Maliniak, K&E team re confirmation order (.2); review, revise same (.3).
05/27/24	Drew Maliniak	0.20	Correspond with M. Feeney re revisions to confirmation order.
05/27/24	Jamie McLennan	1.20	Review, revise exclusivity motion (.8); correspond with M. Young, Cole Schotz team re same (.4).
05/27/24	Francis Petrie	3.80	Review, revise settlement term sheet (2.9); correspond with M. Fagen, E. Swager (.9).
05/27/24	Anup Sathy, P.C.	1.20	Review, analyze plan releases, objections re same.
05/27/24	Anup Sathy, P.C.	0.30	Review, analyze voting report.
05/27/24	Evan Swager	7.10	Review, revise settlement term sheet (4); correspond with F. Petrie, K&E team, Katten re same (.8); review confirmation declarations (1.1); correspond with F. Petrie re confirmation issues (.5); review, revise exclusivity motion (.7).
05/27/24	Daniel Wachenfeld	0.30	Revise Grossman declaration in support of confirmation.
05/27/24	Wayne E. Williams	0.40	Review, revise confirmation order.
05/27/24	Mary Catherine Young	2.40	Review, revise exclusivity motion (1.3); review, analyze settlement term sheet (.8); correspond with J. McLennan re exclusivity motion (.3).
05/28/24	Tiffani Chanroo	0.90	Correspond with D. Wachenfeld, K&E team re professional fee escrow account (.4); review, revise materials re same (.5).
05/28/24	Trevor Eck	6.20	Attend global settlement conference (3.0); review, revise term sheet re same (2.8); correspond with F. Petrie, Company, K&E team, MoFo, Katten, GDC re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/24	Matthew C. Fagen, P.C.	8.00	Prepare for settlement meeting (1.5); participate in same (3.0); review, revise draft term sheet (1.0); correspond with F. Petrie, E. Swager, GDC, MoFo, Katten re same (2.5).
05/28/24	Megan C. Feeney	2.50	Correspond with J. McLennan, K&E team, vendor counsel re confirmation order (.5); review, revise same (.4); correspond with E. Swager, K&E team re settlement (.8); review, analyze correspondence re Bristols 6 confirmation objection (.4); correspond and telephone conferences with KCC re confirmation, voting report (.4).
05/28/24	Susan D. Golden	0.50	Review, revise professional fee escrow agreement.
05/28/24	Jamie McLennan	1.90	Review, revise exclusivity motion (.5); review, analyze confirmation order re capital markets comments (.4); edit confirmation order re same (1.0).
05/28/24	Humza Moinuddin	1.70	Draft, revise amended plan supplement notice (1.5); correspond with M. Young re same (.2).
05/28/24	Francis Petrie	9.80	Office conference with Katten, MoFo teams re settlement (2.0); review, revise term sheet re same (1.6); office conferences with E. Swager K&E team re revised confirmation documentation (2.0); telephone conferences with management team, advisor group re settlement status (1.4); correspond with Katten, GDC, MoFo teams re same (1.6); review revised term sheet (.4); telephone conference with M. Fagen re same (.3); correspond with Cole Schotz re settlement and status conference (.5).
05/28/24	Anup Sathy, P.C.	1.30	Review, analyze confirmation issues re releases.
05/28/24	Anup Sathy, P.C.	1.20	Review, analyze revised plan and related documents re release provisions.
05/28/24	Anup Sathy, P.C.	0.50	Conferences with Company re settlement terms re plan.
05/28/24	Evan Swager	7.40	Attend settlement conference with UCC (3.0); correspond with counterparties re confirmation objections (.6); revise settlement term sheet (2.8); telephone conferences with F. Petrie, K&E team, Company re confirmation objections, next steps (1.0).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/24	Daniel Wachenfeld	2.00	Draft confirmation hearing presentation.
05/28/24	Matt Waldrep	2.20	Review, revise confirmation brief.
05/28/24	Mary Catherine Young	5.30	Prepare for settlement meeting (1.2); conference with E. Swager re same (.3); conference with E. Swager, K&E team re settlement term sheet, plan considerations re same (1.2); review, revise plan (2.1); conference with E. Swager, F. Petrie re same (.5).
05/29/24	Marcela Barba	1.10	Review, revise confirmation order (1.0); correspond with M. Waldrep re litigation trust (.1).
05/29/24	Tiffani Chanroo	1.70	Conference with F. Petrie, K&E team re confirmation strategy (.5); correspond with D. Wachenfeld, Citi, Alix team re professional fee escrow (1.2).
05/29/24	Trevor Eck	1.00	Conference with F. Petrie, K&E team re confirmation workstreams (.5); review, revise confirmation presentation (.5).
05/29/24	Matthew C. Fagen, P.C.	3.00	Correspond with F. Petrie, K&E team re settlement term sheet and next steps (1.0); correspond with counsel for excluded party re releases (.5); correspond with F. Petrie, E. Swager re Bristols 6 forthcoming objection and next steps (.5); review, analyze issues re same (1.0).
05/29/24	Megan C. Feeney	2.70	Correspond and conference with F. Petrie, K&E team re confirmation issues (.5); correspond and conference with J. McLennan re confirmation order (.3); review, revise re same (.4); correspond and conferences with E. Swager, K&E team re settlement, confirmation issues (1.2); review, analyze correspondence re Bristols 6 objection (.3).
05/29/24	Susan D. Golden	0.30	Review, analyze professional fee escrow revisions.
05/29/24	Jamie McLennan	1.20	Review, analyze confirmation order (.2); research confirmation order re lien language (.5); correspond with M. Feeney re same (.2); correspond with M. Feeney and K. Bobholz re confirmation order (.3).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/29/24	Brendan Nashelsky	1.10	Office conference with E. Swager, K&E team re confirmation strategy (.5); review, revise confirmation presentation (.5); correspond with T. Eck, D. Wachenfeld re same (.1).
05/29/24	Francis Petrie	6.60	Office conference with E. Swager, K&E team re confirmation strategy (.5); review, analyze objection summary and materials re same (.9); conferences and correspond with E. Swager re confirmation next steps and work in progress (2.2); telephone conference with C. McGushin re confirmation strategy (.7); review correspondence re possible objections (.6); correspond with UCC re settlement term sheet and finalization (.9); prepare for hearing re settlement and confirmation scheduling (.6); review, revise closing checklist (.2).
05/29/24	Anup Sathy, P.C.	1.20	Review, analyze plan documents re potential settlement.
05/29/24	Anup Sathy, P.C.	1.10	Review, analyze settlement terms.
05/29/24	Evan Swager	7.80	Correspond with objecting parties re confirmation issues (.5); conference with F. Petrie, K&E team re objections (1.5); correspond with F. Petrie, K&E team re confirmation issues, next steps (2.4); research re same (1.1); revise confirmation workstream tracker (1.5); correspond with F. Petrie, K&E team re same (.3); correspond with A. Sexton, K&E team re settlement structuring (.5).
05/29/24	Daniel Wachenfeld	0.30	Conference with B. Nashelsky re confirmation hearing presentation.
05/29/24	Daniel Wachenfeld	2.00	Review, analyze precedent re responses re confirmation objections (1.2); draft motion to strike objection re confirmation objection (.8).
05/29/24	Matt Waldrep	1.90	Review, revise confirmation brief (1.1); review, revise second amended plan (.8).
05/29/24	Mary Catherine Young	4.30	Review, revise plan re settlement (1.8); conference with E. Swager, K&E team re confirmation strategy (.5); conference with E. Swager re same, confirmation open issues (1.1); review, revise confirmation brief (.4); conference with E. Swager, litigation team re Bristols 6 strategy (.5).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/24	Tiffani Chanroo	0.70	Review, analyze issue re professional fee escrow account (.4); correspond with D. Wachenfeld re same (.3).
05/30/24	Matthew C. Fagen, P.C.	4.20	Correspond with GDC re Bristols 6 plan objection and next steps (1.0); correspond with GDC, MoFo re term sheet finalization and plan process (1.0); correspond with excluded party counsel re excluded party (.7); correspond with F. Petrie, K&E team re confirmation status and litigation (1.5).
05/30/24	Megan C. Feeney	3.60	Correspond and telephone conferences with M. Young, K&E team, AlixPartners, Bristols 6 counsel re confirmation objection (1.6); correspond with seller counsels re confirmation objections (.4); correspond and telephone conference with KCC re voting report, confirmation hearing (.6); review, revise voting report (.3); review confirmation order (.3); review, analyze correspondence re Bristols 6 objection (.4).
05/30/24	Brendan Nashelsky	1.80	Review, revise confirmation hearing presentation (.9); review, revise SPV administrator agreement (.9).
05/30/24	Francis Petrie	0.70	Correspond with GDC, MoFo teams re settlement term sheet and open issues.
05/30/24	Anup Sathy, P.C.	0.90	Review, analyze confirmation strategies.
05/30/24	Anup Sathy, P.C.	1.20	Review, analyze plan documents re settlement.
05/30/24	Anup Sathy, P.C.	0.80	Review, analyze confirmation evidentiary record.
05/30/24	Evan Swager	5.20	Correspond with M. Barba, K&E team re emergence logistics, open issues (2.1); telephone conference with F. Petrie, GDC re indemnification obligations (.5); correspond with F. Petrie, K&E team re confirmation objections, potential resolutions (1.8); correspond with M. Feeney re plan supplement, cures (.4); telephone conference with B. Woodring, K&E team re confirmation discovery (.4).
05/30/24	Daniel Wachenfeld	0.20	Correspond with Centerview team re Centerview declaration in support of confirmation.
05/30/24	Daniel Wachenfeld	5.30	Draft motion to strike objection.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/24	Matt Waldrep	3.20	Correspond with E. Swager, K&E team re flow of funds memorandum (.6); research re same (2.3); review, revise same (.3).
05/30/24	Mary Catherine Young	5.10	Conference with Gibson team re Bristols 6 strategy (.5); draft correspondence re same (.3); review, revise emergence memorandum (1.3); conference with counsel for Bristols 6 re plan objection (.7); correspond with professionals re fee escrow amount (.4); correspond with M. Waldrep re emergence memorandum (.3); conference with E. Swager re emergence, confirmation issues (.6); correspond with same re same (.5); review, revise exclusivity motion (.3); correspond with J. McLennan re same (.2).
05/31/24	Tiffani Chanroo	1.10	Review, analyze issues re professional fee escrow (.7); correspond with D. Wachenfeld re same (.4).
05/31/24	Trevor Eck	2.20	Review, revise declaration in support of confirmation (1.3); correspond with Katten, E. Swager, K&E team re same (.3); review, revise settlement term sheet (.4); correspond with MoFo, GDC re same (.2).
05/31/24	Trevor Eck	1.30	Review, revise motion to strike objection.
05/31/24	Matthew C. Fagen, P.C.	2.90	Correspond with F. Petrie, K&E team re term sheet finalization and filing (.6); correspond with K&E team re litigation and Bristols 6 objection (1.4); review, analyze issues re same (.9).
05/31/24	Megan C. Feeney	3.10	Correspond with sellers, vendors, regulatory agency, GDC re confirmation order (.8); review, revise same (.5); correspond and telephone conferences with E. Swager, K&E team, Bristols 6 re confirmation objection (1.4); review settlement term sheet (.4).
05/31/24	Jamie McLennan	0.40	Draft correspondence re proposed confirmation order language.
05/31/24	Brendan Nashelsky	0.60	Review, revise SPV administrator agreement (.2); telephone conference with E. Swager, K&E team, Committee re same (.4).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191793

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/24	Francis Petrie	4.90	Conferences with E. Swager, K&E team re plan supplement documents, amended plan and settlement, objecting parties (2.7); correspond with E. Swager, K&E team re same (2.0); telephone conference with RBC team re same (.2).
05/31/24	Anup Sathy, P.C.	0.90	Review, analyze revised plan and release issues.
05/31/24	Anup Sathy, P.C.	0.80	Review, analyze updated plan settlement term sheet.
05/31/24	Evan Swager	4.20	Telephone conferences with F. Petrie, K&E team re confirmation discovery, objections (1.5); correspond with AlixPartners re cure issues (.3); revise confirmation declarations (.8); revise settlement term sheet (.4); telephone conferences with D. Maliniak, K&E team, GDC re plan supplement (.8); telephone conference with A. Sexton, K&E team re tax structuring (.4).
05/31/24	Daniel Wachenfeld	0.20	Revise confirmation hearing presentation.
05/31/24	Daniel Wachenfeld	1.80	Review, revise Horton declaration in support of confirmation.
05/31/24	Daniel Wachenfeld	1.50	Review, revise motion to strike objection.
05/31/24	Matt Waldrep	3.60	Conference with M. Young, K&E team, AlixPartners re flow of funds memo (.2); review, revise confirmation brief (2.9); correspond with E. Swager, K&E team re same (.5).
05/31/24	Mary Catherine Young	3.70	Draft, revise confirmation brief (1.7); correspond with AlixPartners re cure payments (.4); review confirmation brief (.6); conference with AlixPartners re professional fee escrow account (.5); conference with F. Petrie, K&E team re Bristols 6 strategy (.5).
Total		770.80	

Document Page 622 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191794
Client Matter: 55160-19

In the Matter of K&E Retention and Fee Matters

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 54,597.00

Total legal services rendered

\$ 54,597.00

Legal Services for the Period Ending May 31, 2024
 Thrasio Holdings, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1010191794
 Matter Number: 55160-19

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	5.60	815.00	4,564.00
Tiffani Chanroo	3.60	1,265.00	4,554.00
Marta Dudyan	5.40	340.00	1,836.00
Trevor Eck	6.90	975.00	6,727.50
Susan D. Golden	5.80	1,600.00	9,280.00
Brendan Nashelsky	0.20	975.00	195.00
Eric Nyberg	14.60	340.00	4,964.00
Francis Petrie	3.90	1,595.00	6,220.50
Evan Swager	5.50	1,345.00	7,397.50
Daniel Wachenfeld	7.40	815.00	6,031.00
Matt Waldrep	2.90	975.00	2,827.50
TOTALS	61.80		\$ 54,597.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/24	Trevor Eck	0.60	Correspond with U.S. Trustee, F. Petrie, K&E team re K&E retention responses.
05/07/24	Tiffani Chanroo	0.20	Correspond with Alix team re parties in interest list.
05/08/24	Anthony Abate	2.80	Review materials re waiver letters re K&E retention application (.4); draft, revise supplemental declaration in support of K&E retention application (2.0); review, analyze precedent re same (.4).
05/08/24	Tiffani Chanroo	1.20	Correspond with F. Petrie, K&E team, U.S. Trustee re K&E retention application (.6); review, analyze issues re same (.6).
05/08/24	Trevor Eck	0.40	Correspond with U.S. Trustee re K&E retention matters.
05/08/24	Francis Petrie	0.30	Correspond with T. Chanroo, K&E team re retention order.
05/08/24	Evan Swager	3.50	Review, revise K&E invoice for privilege, confidentiality.
05/09/24	Anthony Abate	0.60	Review, revise supplemental declaration in support of K&E retention application (.4); correspond with K&E team re same (.2).
05/09/24	Evan Swager	2.00	Review, revise K&E invoice for privilege, confidentiality.
05/10/24	Matt Waldrep	0.50	Review, revise specific disclosures re supplemental Fagen declaration.
05/13/24	Anthony Abate	1.40	Review, revise supplemental Fagen declaration (.4); review, revise supplemental Burke declaration (.3); review, revise K&E retention order (.7).
05/13/24	Marta Dudyan	5.40	Review, analyze supplemental disclosures re supplemental Fagen declaration.
05/13/24	Trevor Eck	2.50	Draft supplemental declarations in support of K&E retention.
05/13/24	Susan D. Golden	1.40	Review, revise K&E invoice for privilege and confidentiality.
05/13/24	Brendan Nashelsky	0.20	Draft insert re K&E supplemental Fagen declaration (.1); correspond with E. Swager re same (.1).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191794

Thrasio Holdings, Inc.

Matter Number:

55160-19

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/13/24	Eric Nyberg	4.80	Analyze, revise specific disclosures for supplemental Fagen declaration.
05/13/24	Francis Petrie	0.30	Correspond with E. Swager re K&E retention declaration.
05/13/24	Matt Waldrep	1.80	Review, revise specific disclosure summary.
05/14/24	Anthony Abate	0.80	Review, revise supplemental M. Fagen declaration (.3); correspond with T. Eck re same (.2); review, revise supplemental Company declaration (.3).
05/14/24	Susan D. Golden	3.40	Review and revise K&E invoice for privilege and confidentiality.
05/14/24	Eric Nyberg	4.30	Analyze supplemental disclosures re supplemental Fagen declaration (3.0); draft schedules re supplemental Fagen declaration (1.3).
05/14/24	Matt Waldrep	0.30	Review, revise specific disclosure summary re supplemental Fagen declaration.
05/15/24	Trevor Eck	1.30	Review, revise supplemental declarations in support of K&E retention.
05/15/24	Eric Nyberg	2.80	Draft schedules to supplemental Fagen declaration in support of K&E retention.
05/16/24	Trevor Eck	1.20	Draft supplemental declaration in support of K&E retention.
05/16/24	Susan D. Golden	0.50	Review, revise K&E invoice for privilege and confidentiality (.3); correspond with E. Swager re same (.2).
05/16/24	Eric Nyberg	2.70	Draft schedules to supplemental declaration.
05/21/24	Tiffani Chanroo	0.80	Review, revise professional fee escrow agreement (.4); correspond with KCC, AlixPartners re same (.4).
05/22/24	Trevor Eck	0.90	Review, revise supplemental Fagen declaration in support of K&E retention.
05/22/24	Matt Waldrep	0.30	Review, revise supplemental Fagen declaration in support of K&E retention.
05/28/24	Tiffani Chanroo	1.40	Review, revise supplemental Fagen declaration in support of K&E retention (1.1); correspond with T. Eck re same (.3).
05/28/24	Daniel Wachenfeld	2.80	Review, analyze professional fee escrow precedent (1.2); draft professional fee escrow agreement (1.4); correspond with T. Chanroo re same (.2).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191794

Thrasio Holdings, Inc.

Matter Number:

55160-19

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/29/24	Daniel Wachenfeld	1.20	Draft professional fee escrow agreement (1.1), correspond with T. Chanroo re same (.1).
05/30/24	Francis Petrie	3.30	Review, revise K&E invoice for privilege, confidentiality.
05/30/24	Daniel Wachenfeld	0.50	Review, revise professional fee escrow agreement (.4); correspond with T. Chanroo re same (.1).
05/31/24	Susan D. Golden	0.50	Review, analyze Citi's comments to professional fee escrow agreement (.3); correspond with D. Wachenfeld re proposed responses to same (.2).
05/31/24	Daniel Wachenfeld	2.90	Draft and review key documents related to professional fee escrow agreement (2.5); correspond with T. Chanroo re same (.4).
Total		61.80	

Document Page 627 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191795
Client Matter: 55160-20

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

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 140,076.50

Total legal services rendered

\$ 140,076.50

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191795

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	13.10	815.00	10,676.50
Tiffani Chanroo	53.70	1,265.00	67,930.50
Megan C. Feeney	0.70	975.00	682.50
Francis Petrie	0.80	1,595.00	1,276.00
Charlie Steinmetz	10.90	815.00	8,883.50
Evan Swager	2.70	1,345.00	3,631.50
Daniel Wachenfeld	13.40	815.00	10,921.00
Matt Waldrep	36.50	975.00	35,587.50
Mary Catherine Young	0.50	975.00	487.50
TOTALS	132.30		\$ 140,076.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/24	Anthony Abate	2.20	Review, revise OCP summary (.4); telephone conference with T. Chanroo, K&E team, AlixPartners re OCP issues (.8); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re same (.6); correspond with OCPs re OCP materials (.4).
05/01/24	Tiffani Chanroo	5.80	Review, analyze OCP issues (1.4); correspond with M. Waldrep, K&E team re same (.8); correspond with OCPs re retention (2.2); review, revise issues re same (1.4).
05/01/24	Megan C. Feeney	0.60	Correspond with Katten, T. Chanroo re Katten retention order and supplemental declaration (.3); review, analyze responses re same (.3).
05/01/24	Evan Swager	0.50	Correspond with T. Chanroo, K&E team re responses to U.S. Trustee comments to Katten retention application.
05/01/24	Daniel Wachenfeld	2.30	Draft supplemental declaration re Centerview retention application (1.7); review, revise summary of U.S. Trustee comments (.3); correspond with T. Chanroo, Centerview re Centerview retention order and supplemental declaration (.3).
05/01/24	Matt Waldrep	2.60	Correspond with T. Chanroo, K&E team, OCPs re OCP materials (1.6); telephone conference with T. Chanroo, K&E team, AlixPartners re OCP issues (.5); correspond with KPMG team, T. Chanroo, K&E team re KPMG retention application (.1); review, revise KPMG retention order (.4).
05/02/24	Anthony Abate	2.90	Review, revise OCP summary (.6); telephone conference with T. Chanroo, PwC, U.S. Trustee re OCP issues (.3); telephone conference with T. Chanroo, AlixPartners, Thomson Reuters re same (.3); telephone conference with M. Waldrep, K&E team re same (.2); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re OCP issues (1.0); correspond with OCPs re OCP materials (.5).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191795

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/24	Tiffani Chanroo	6.10	Telephone conference with A. Abate, PwC, U.S. Trustee re OCP issues (.3); telephone conference with A. Abate, AlixPartners, Thomson Reuters re same (.3); telephone conference with AlixPartners, M. Waldrep, K&E team re same (.5); review, analyze OCP issues (1.8); correspond with M. Waldrep, K&E team re same (.7); further review, analyze OCP retention applications issues (1.7); correspond with D. Wachenfeld, K&E team, OCPs re same (.8).
05/02/24	Matt Waldrep	2.30	Telephone conference with Thomson Reuters, T. Chanroo, K&E team, AlixPartners re OCP issues (.3); telephone conference with U.S. Trustee, PwC, T. Chanroo, K&E team re same (.3); review, revise OCP summary (.4); telephone conference with A. Abate, K&E team re OCP materials (.2); telephone conference with A. Abate, OCP re OCP materials (.6); correspond with A, Abate, K&E team, OCPs re OCP materials (.5).
05/03/24	Anthony Abate	1.50	Review, revise OCP summary (.4); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re OCP issues (.6); correspond with OCPs re OCP materials (.5).
05/03/24	Tiffani Chanroo	4.30	Correspond with OCPs re professional retention application (1.2); review, analyze issues re same (1.9); correspond with A. Abate re OCP issues (.6); review, analyze same (.6).
05/03/24	Daniel Wachenfeld	2.20	Review, revise Centerview retention order (.8); review, analyze U.S. Trustee comments re same (1.0); correspond with T. Chanroo, Centerview re same (.4).
05/03/24	Matt Waldrep	0.70	Correspond with A. Abate, K&E team, OCPs re OCP materials.
05/04/24	Matt Waldrep	0.10	Correspond with A. Abate, K&E team, Cole Schotz, OCPs re OCP materials.
05/06/24	Anthony Abate	1.10	Review, revise OCP summary (.3); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re OCP issues (.5); correspond with OCPs re OCP materials (.3).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191795

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/24	Tiffani Chanroo	5.20	Review, analyze OCP issues (1.2); correspond with M. Waldrep, K&E team re same (.9); review, analyze OCP professional retention applications (2.3); correspond with D. Wachenfeld, K&E team re same (.8).
05/06/24	Daniel Wachenfeld	0.40	Correspond with T. Chanroo, Centerview re U.S. Trustee comments to Centerview retention order.
05/06/24	Matt Waldrep	0.80	Correspond with A. Abate, K&E team, OCPs re OCP materials.
05/07/24	Anthony Abate	1.40	Review, revise OCP summary (.5); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re OCP issues (.7); correspond with OCPs re OCP materials (.2).
05/07/24	Tiffani Chanroo	5.20	Review, analyze OCP issues (2.1); correspond with M. Waldrep, K&E team re same (.6); review, analyze U.S. Trustee comments re professional retention applications (1.8); correspond with D. Wachenfeld, K&E team, professionals re same (.7).
05/07/24	Daniel Wachenfeld	1.00	Review, analyze U.S. Trustee comments to AlixPartners retention order (.1); draft filing version of KCC retention order (.4); correspond with T. Chanroo re same (.2); correspond with T. Chanroo, Centerview re Centerview retention order (.1); review, revise Centerview supplemental declaration (.2).
05/07/24	Matt Waldrep	2.00	Review, revise OCP summary (.9); correspond with T. Chanroo, K&E team re OCP materials (.2); review, revise KPMG retention application order (.8); correspond with T. Chanroo re same (.1).
05/08/24	Anthony Abate	0.20	Review, revise OCP summary.
05/08/24	Tiffani Chanroo	4.50	Review, analyze OCP professional retention applications (1.4); correspond with M. Waldrep, K&E team, professionals re same (2.1); review, analyze OCP issues (.8); correspond with A. Abate, K&E team re same (.2).
05/08/24	Daniel Wachenfeld	0.90	Review, revise Centerview retention order for U.S. Trustee comments (.6); correspond with T. Chanroo, Centerview re same (.3).
05/08/24	Matt Waldrep	0.10	Correspond with OCP re OCP materials.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191795

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/09/24	Tiffani Chanroo	3.50	Review, analyze professional retention applications (2.6); correspond with M. Waldrep, K&E team re same (.9).
05/09/24	Francis Petrie	0.80	Correspond with T. Chanroo re redaction and final retention orders.
05/09/24	Evan Swager	1.10	Correspond with M. Young, K&E team, Cole Schotz re retention issues (.7); review, revise AlixPartners order (.4).
05/09/24	Daniel Wachenfeld	3.50	Review, revise professional retention orders (2.5); compile filing versions of same (1).
05/09/24	Matt Waldrep	2.30	Correspond with T. Chanroo, K&E team, KPMG re KPMG final order (.7); review, revise same (.6); correspond with D. Wachenfeld, K&E team re retention applications (1.0).
05/09/24	Mary Catherine Young	0.50	Correspond with E. Swager re retention order issue (.3); conference with Cole Schotz re same (.2).
05/10/24	Anthony Abate	0.80	Review, revise OCP summary (.2); correspond with T. Chanroo, K&E team, AlixPartners, Cole Schotz re OCP issues (.5); correspond with OCPs re OCP materials (.1).
05/10/24	Evan Swager	1.10	Review, analyze non-K&E retention orders (.5); correspond with F. Petrie, K&E team re same (.6).
05/10/24	Daniel Wachenfeld	1.60	Draft, review filing versions of professional retention orders and supplemental declarations (1.4); correspond with Cole Schotz re same (.2).
05/10/24	Matt Waldrep	3.30	Correspond with E. Swager, K&E team re KPMG final order (.1); correspond with D. Wachenfeld, K&E team re retention applications (.4); review, analyze OCP issues (.7); correspond with Company, E. Swager, K&E team, AlixPartners re same (1.9); review, analyze OCP materials (.2).
05/13/24	Anthony Abate	0.50	Review, revise OCP summary (.1); correspond with M. Waldrep re same (.2); correspond with OCPs re OCP materials (.2).
05/13/24	Tiffani Chanroo	5.50	Correspond with M. Waldrep, K&E team re OCP issues (1.3); telephone conference with M. Waldrep re same (.3); review, analyze same (3.9).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191795

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/13/24	Megan C. Feeney	0.10	Correspond with D. Wachenfeld, Katten re retention order.
05/13/24	Daniel Wachenfeld	0.20	Correspond with retained professionals re retention orders.
05/13/24	Matt Waldrep	5.00	Correspond with A. Abate, K&E team, OCPs, KCC re OCP materials (.8); review, analyze same (.2); correspond with KPMG re postpetition compensation (.1); correspond with KPMG, T. Chanroo, K&E team re KPMG retention order (.1); correspond with T. Chanroo, K&E team re OCP issues (1.1); telephone conference with T. Chanroo re same (.3); research re OCP precedent (2.0); review, revise OCP forms (.1); review, revise OCP summary (.3).
05/14/24	Anthony Abate	1.40	Review, revise OCP summary (.3); correspond with T. Chanroo, AlixPartners re OCP issues (.7); conference with T. Chanroo, K&E team, Company re same (.3); correspond with OCPs re OCP materials (.1).
05/14/24	Tiffani Chanroo	3.10	Correspond with A. Abate, K&E team, Company, counterparty re OCP process (.5); correspond with M. Waldrep, D. Wachenfeld re OCP retention applications (.6); review, analyze OCP issues (1.4); correspond with M. Waldrep, K&E team re same (.6).
05/14/24	Charlie Steinmetz	6.40	Research, analyze fee application precedent (3.9); review, analyze same (2.3); correspond with T. Chanroo re same (.2).
05/14/24	Daniel Wachenfeld	0.50	Research, analyze administrative fee order issue (.4); correspond with T. Chanroo re same (.1).
05/14/24	Matt Waldrep	4.10	Review, revise OCP materials (.9); review, revise OCP summary (1.3); telephone conference with OCP, T. Chanroo, K&E team re OCP materials (.9); correspond with OCP re same (.1); review, analyze KPMG retention materials (.6); correspond with T. Chanroo, K&E team re same (.3).
05/15/24	Anthony Abate	0.20	Correspond with M. Waldrep re OCP issues.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191795

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/24	Tiffani Chanroo	1.30	Review, revise AlixPartners supplemental declaration (.4); correspond with C. Steinmetz, K&E team re same (.2); correspond with M. Waldrep, K&E team re OCP issues (.4); review, analyze same (.3).
05/15/24	Charlie Steinmetz	0.90	Research, analyze fee application precedent (.6); correspond with T. Chanroo re same (.3).
05/15/24	Matt Waldrep	2.20	Telephone conference with OCP re OCP materials (.2); review, revise OCP summary (.5); correspond with OCPs, AlixPartners, T. Chanroo, K&E team re OCP issues (1.5).
05/16/24	Tiffani Chanroo	0.30	Correspond with M. Waldrep re OCP issues.
05/16/24	Charlie Steinmetz	0.50	Review, analyze precedent fee applications.
05/16/24	Matt Waldrep	0.50	Correspond with T. Chanroo, K&E team, OCPs re OCP issues.
05/17/24	Matt Waldrep	2.10	Correspond with T. Chanroo, K&E team re OCP issues (.8); draft third OCP supplement (.2); review, revise OCP materials (.9); review, revise OCP summary (.2).
05/20/24	Anthony Abate	0.50	Correspond with M. Waldrep re OCP issues.
05/20/24	Tiffani Chanroo	2.30	Correspond with M. Waldrep, K&E team re OCP issues (.6); review, analyze OCP materials (.8); correspond with C. Steinmetz re professional fee applications (.2); review, analyze issues re same (.7).
05/20/24	Matt Waldrep	5.30	Correspond with T. Chanroo, K&E team, Cole Schotz, AlixPartners, OCPs re OCP issues (2.3) review, revise OCP summary (.4); draft OCP cure summary (1.6); review, revise same (.6); conference with T. Chanroo re same (.3); correspond with E. Swager, K&E team re same (.1).
05/21/24	Anthony Abate	0.30	Review, revise OCP summary (.1); correspond with M. Waldrep re OCP issues (.2).
05/21/24	Tiffani Chanroo	1.30	Correspond with M. Waldrep, K&E team re OCP issues (.4); review, analyze same (.3) correspond with Cole Schotz, C. Steinmetz, K&E team re fee applications (.3); review, analyze issues re same (.3).
05/21/24	Charlie Steinmetz	1.90	Review, analyze administrative fee order precedent (1.2); correspond with T. Chanroo, K&E team re same (.7).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191795

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/24	Matt Waldrep	0.50	Review, revise OCP summary (.2); correspond with T. Chanroo, K&E team, OCP re OCP issues (.3).
05/22/24	Tiffani Chanroo	2.40	Correspond with Katten re administrative fee order (.3); review, analyze issues re same (.8); correspond with M. Waldrep, K&E team re OCP issues (.6); review, analyze same (.7).
05/22/24	Charlie Steinmetz	1.20	Review, revise research re professional fee applications (1.1); correspond with T. Chanroo, K&E team re same (.1).
05/22/24	Matt Waldrep	0.20	Correspond with T. Chanroo re OCP materials.
05/24/24	Matt Waldrep	0.10	Correspond with AlixPartners, T. Chanroo, K&E team re OCP materials.
05/28/24	Anthony Abate	0.10	Correspond with OCP re process issues.
05/28/24	Matt Waldrep	0.20	Correspond with T. Chanroo, K&E team, AlixPartners re third OCP supplement (.1); review, revise same (.1).
05/29/24	Tiffani Chanroo	1.30	Review, analyze OCP issues (.9); correspond with M. Waldrep, K&E team re same (.4).
05/29/24	Daniel Wachenfeld	0.80	Correspond with T. Chanroo, Centerview re monthly fee statements (.2); review court orders and precedent re same (.6).
05/29/24	Matt Waldrep	1.80	Correspond with Cole Schotz re third OCP supplement (.1); review, revise same (.3); correspond with T. Chanroo, K&E team, OCP re OCP materials (.4); review, revise OCP forms (.4); review, revise OCP materials (.4); review, revise OCP summary (.2).
05/30/24	Tiffani Chanroo	1.20	Review, analyze professional fee escrow account issues (.4); correspond with M. Waldrep, K&E team re same (.3); review, revise KCC monthly fee application (.3); correspond with KCC re same (.2).
05/30/24	Matt Waldrep	0.30	Correspond with A. Abate, K&E team, AlixPartners re OCP issues (.1); review, revise OCP summary (.2).
05/31/24	Tiffani Chanroo	0.40	Review, revise KCC monthly statement (.3); correspond with KCC re same (.1).
Total		132.30	

Document Page 636 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191796
Client Matter: 55160-21

In the Matter of Tax Matters

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 28,552.00

Total legal services rendered

\$ 28,552.00

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191796

Thrasio Holdings, Inc.

Matter Number:

55160-21

Tax Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matt Advani	12.30	845.00	10,393.50
Marcela Barba	0.20	1,345.00	269.00
Trevor Eck	0.50	975.00	487.50
Anthony Vincenzo Sexton, P.C.	2.20	1,895.00	4,169.00
Alex Stephenson	5.10	995.00	5,074.50
Christopher J. Worek	4.90	1,665.00	8,158.50
TOTALS	25.20		\$ 28,552.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/24	Anthony Vincenzo Sexton, P.C.	0.60	Telephone conference with Company, KPMG re tax treatment of DIP equity (.4); review, analyze materials re same (.2).
05/01/24	Alex Stephenson	0.20	Telephone conference with Company, KPMG re recovery on debt.
05/03/24	Anthony Vincenzo Sexton, P.C.	0.20	Correspond with C. Worek, K&E team re status of tax analysis.
05/03/24	Christopher J. Worek	0.30	Correspond with A. Sexton, K&E team re tax structure.
05/06/24	Matt Advani	2.20	Draft, revise restructuring transactions memorandum.
05/06/24	Alex Stephenson	0.20	Correspond with M. Advani, K&E team re restructuring transactions memorandum.
05/06/24	Christopher J. Worek	0.90	Review, analyze disclosure statement (.5); correspond with A. Stephenson re restructuring transactions memorandum (.4).
05/07/24	Matt Advani	0.30	Review, analyze restructuring transactions memorandum (.1); correspond with A. Stephenson re same (.2).
05/07/24	Alex Stephenson	0.90	Draft, revise restructuring transactions memorandum (.8); correspond with M. Advani re tax treatment of funding (.1).
05/08/24	Matt Advani	0.30	Review, analyze comments to restructuring transactions memorandum (.2); correspond with A. Stephenson re same (.1).
05/08/24	Alex Stephenson	0.10	Review, analyze restructuring transactions memorandum.
05/08/24	Christopher J. Worek	0.50	Review, revise restructuring transactions memorandum.
05/09/24	Matt Advani	1.10	Correspond with A. Stephenson re structure chart, restructuring transactions memorandum (.2); review, analyze exit facility credit agreement (.9).
05/09/24	Anthony Vincenzo Sexton, P.C.	0.20	Review, analyze restructuring transactions memorandum.
05/09/24	Alex Stephenson	0.40	Correspond with C. Worek re tax treatment of DIP funding (.3); correspond with M. Advani re credit agreement (.1).

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191796

Thrasio Holdings, Inc.

Matter Number:

55160-21

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/10/24	Matt Advani	4.00	Review, revise restructuring transactions memorandum (.4); review, revise exit facility credit agreement (3.6).
05/10/24	Alex Stephenson	0.60	Review, analyze restructuring transactions memorandum.
05/10/24	Christopher J. Worek	0.20	Review, analyze restructuring transaction memorandum.
05/11/24	Christopher J. Worek	0.20	Correspond with lender counsel re restructuring steps memorandum and DIP-to-Exit treatment.
05/12/24	Matt Advani	0.20	Correspond with A. Stephenson, K&E team re exit facility credit agreement.
05/12/24	Alex Stephenson	0.50	Review, analyze credit agreement re tax considerations.
05/13/24	Matt Advani	1.30	Review, analyze exit facility credit agreement re tax considerations.
05/14/24	Matt Advani	0.40	Review, analyze exit facility credit agreement re tax considerations.
05/14/24	Alex Stephenson	0.40	Review, analyze credit agreement re tax considerations (.3); correspond with M. Advani re same (.1).
05/15/24	Alex Stephenson	0.10	Review, analyze restructuring transactions memorandum.
05/20/24	Matt Advani	2.10	Review, analyze exit facility credit agreement re tax considerations (1.6); correspond with A. Stephenson, K&E team re same (.5).
05/20/24	Alex Stephenson	1.10	Review, revise credit agreement re tax considerations.
05/20/24	Christopher J. Worek	2.00	Review, revise credit agreement re tax considerations (1.6); correspond M. Advani, K&E team re same (.4).
05/22/24	Matt Advani	0.20	Correspond with A. Stephenson, K&E team re plan supplement documents.
05/22/24	Alex Stephenson	0.10	Correspond with M. Advani re tax considerations in plan supplement documents.
05/22/24	Christopher J. Worek	0.30	Review, analyze plan tax covenants.
05/29/24	Marcela Barba	0.20	Review, analyze restructuring steps memorandum.
05/29/24	Anthony Vincenzo Sexton, P.C.	0.20	Review, analyze structuring issues re trust.
05/29/24	Alex Stephenson	0.20	Correspond with C. Worek, K&E team re tax considerations re litigation trust.

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191796

Thrasio Holdings, Inc.

Matter Number:

55160-21

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/24	Matt Advani	0.20	Correspond with A. Stephenson, K&E team re tax considerations re litigation trust.
05/30/24	Anthony Vincenzo Sexton, P.C.	0.40	Review, analyze tax issues re litigation trust.
05/30/24	Alex Stephenson	0.30	Correspond with C. Worek, K&E team re settlement structure.
05/30/24	Christopher J. Worek	0.20	Review, analyze correspondence from A. Sexton, Morrison Foerster re litigation trusts, tax considerations re same.
05/31/24	Trevor Eck	0.50	Telephone conference with Morrison Foerster, GDC, E. Swager, K&E team re settlement tax structure.
05/31/24	Anthony Vincenzo Sexton, P.C.	0.60	Review, revise structuring issues (.2); telephone conference with Morrison Foerster, C. Worek re same (.4).
05/31/24	Christopher J. Worek	0.30	Telephone conference with Morrison Foerster, A. Sexton re tax considerations re trust.
Total		25.20	

Document Page 641 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191797
Client Matter: 55160-22

In the Matter of Creditor and Stakeholder Communications

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 6,398.50

Total legal services rendered

\$ 6,398.50

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191797

Thrasio Holdings, Inc.

Matter Number:

55160-22

Creditor and Stakeholder Communications

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan C. Feeney	1.60	975.00	1,560.00
Anup Sathy, P.C.	0.20	2,305.00	461.00
Evan Swager	0.50	1,345.00	672.50
Matt Waldrep	1.40	975.00	1,365.00
Mary Catherine Young	2.40	975.00	2,340.00
TOTALS	6.10		\$ 6,398.50

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191797

Thrasio Holdings, Inc.

Matter Number:

55160-22

Creditor and Stakeholder Communications

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/24	Mary Catherine Young	0.60	Correspond with E. Swager, AlixPartners, third parties re outreach re chapter 11 cases.
05/07/24	Matt Waldrep	0.40	Review, analyze correspondence from creditor, M. Feeney, K&E team re creditor inquiries (.1); review, analyze UCC letter (.3).
05/07/24	Mary Catherine Young	0.40	Correspond with creditors re inquiries.
05/10/24	Mary Catherine Young	1.40	Correspond with creditors re inquiries re chapter 11 cases.
05/14/24	Anup Sathy, P.C.	0.20	Correspond with creditors re inquiries.
05/15/24	Matt Waldrep	0.40	Review, analyze creditor statement.
05/24/24	Evan Swager	0.50	Correspond with stakeholders re inquiries.
05/29/24	Megan C. Feeney	0.30	Correspond with KCC, M. Waldrep, Cole Schotz re creditor notices.
05/29/24	Matt Waldrep	0.50	Review, analyze creditor inquiry re chapter 11 cases (.1); correspond with KCC, M. Feeney re same (.4).
05/30/24	Matt Waldrep	0.10	Correspond with M. Feeney, creditor inquiry re chapter 11 cases.
05/31/24	Megan C. Feeney	0.60	Correspond with KCC re creditor notices (.3); review summary re same (.3).
05/31/24	Megan C. Feeney	0.70	Telephone conference with opposing counsel re notices (.5); correspond with Company, E. Swager re same (.2).
Total		6.10	

Document Page 644 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191798
Client Matter: 55160-25

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 759.00

Total legal services rendered

\$ 759.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffani Chanroo	0.60	1,265.00	759.00
TOTALS	0.60		\$ 759.00

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191798

Thrasio Holdings, Inc.

Matter Number:

55160-25

U.S. Trustee Communications & Reporting

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/29/24	Tiffani Chanroo	0.60	Review, revise MORs (.4); correspond with AlixPartners re same (.2).
Total		0.60	

Document Page 647 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191799
Client Matter: 55160-26

In the Matter of Expenses

For expenses incurred through May 31, 2024
(see attached Description of Expenses for detail)

\$ 7,493.95

Total expenses incurred

\$ 7,493.95

Legal Services for the Period Ending May 31, 2024
 Thrasio Holdings, Inc.
 Expenses

Document Page 648 of 784

Invoice Number: 1010191799
 Matter Number: 55160-26

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	17.95
Standard Copies or Prints	241.70
Color Copies or Prints	814.55
Local Transportation	241.89
Transportation to/from airport	151.78
Other Travel Expenses	105.00
Other Court Costs and Fees	4,465.94
Outside Printing Services	1,346.90
Working Meals/K&E Only	608.44
Computer Database Research	339.00
Overtime Transportation	108.85
Overtime Meals - Attorney	235.11
Cash Credits	(8,690.00)
Client Electronic Data Storage	7,506.84
Total	\$ 7,493.95

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191799

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/15/24	Anup Sathy, P.C. - Internet, Inflight WiFi 05/15/2024	8.00
05/31/24	Megan C. Feeney - Megan C. Feeney, Internet, In flight wifi. 05/31/2024	9.95
	Total	17.95

Legal Services for the Period Ending May 31, 2024
 Thrasio Holdings, Inc.
 Expenses

Document Page 650 of 784

Invoice Number: 1010191799
 Matter Number: 55160-26

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/07/24	Standard Copies or Prints	8.00
05/07/24	Standard Copies or Prints	2.00
05/09/24	Standard Copies or Prints	6.40
05/14/24	Standard Copies or Prints	17.60
05/15/24	Standard Copies or Prints	49.80
05/15/24	Standard Copies or Prints	29.00
05/16/24	Standard Copies or Prints	0.10
05/16/24	Standard Copies or Prints	1.00
05/16/24	Standard Copies or Prints	8.00
05/22/24	Standard Copies or Prints	4.80
05/23/24	Standard Copies or Prints	0.80
05/23/24	Standard Copies or Prints	0.50
05/28/24	Standard Copies or Prints	2.90
05/28/24	Standard Copies or Prints	54.00
05/28/24	Standard Copies or Prints	46.60
05/29/24	Standard Copies or Prints	5.00
05/29/24	Standard Copies or Prints	0.60
05/29/24	Standard Copies or Prints	0.20
05/30/24	Standard Copies or Prints	0.20
05/30/24	Standard Copies or Prints	4.20
	Total	241.70

Legal Services for the Period Ending May 31, 2024
 Thrasio Holdings, Inc.
 Expenses

Document Page 651 of 784

Invoice Number: 1010191799
 Matter Number: 55160-26

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/07/24	Color Copies or Prints	137.50
05/09/24	Color Copies or Prints	110.00
05/14/24	Color Copies or Prints	35.20
05/15/24	Color Copies or Prints	10.45
05/16/24	Color Copies or Prints	102.30
05/16/24	Color Copies or Prints	148.50
05/16/24	Color Copies or Prints	2.75
05/21/24	Color Copies or Prints	12.65
05/22/24	Color Copies or Prints	1.65
05/22/24	Color Copies or Prints	3.30
05/23/24	Color Copies or Prints	10.45
05/28/24	Color Copies or Prints	13.75
05/28/24	Color Copies or Prints	220.00
05/29/24	Color Copies or Prints	2.75
05/29/24	Color Copies or Prints	3.30
	Total	814.55

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191799

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/23/24	Matthew C. Fagen, P.C. - Taxi, Car from Thrasio mediation. 05/23/2024	18.96
05/29/24	Matthew C. Fagen, P.C. - Taxi, Car to office in re Thrasio Board Call. 05/29/2024	222.93
	Total	241.89

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191799

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/03/24	Matthew Waldrep - Vital Transportation Services Inc – Matthew Waldrep - LGA to NY office 04/23/2024	79.76
05/03/24	Matthew Waldrep - Vital Transportation Services Inc – Matthew Waldrep - NY office to LGA 04/25/2024	72.02
	Total	151.78

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191799

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Other Travel Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/23/24	Matthew C. Fagen, P.C. - Parking for Thrasio Mediation 05/23/2024	105.00
	Total	105.00

Legal Services for the Period Ending May 31, 2024
Thrasio Holdings, Inc.
Expenses

Invoice Number: 1010191799
Matter Number: 55160-26

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/28/24	Digital Evidence Group - Transcript	1,620.80
05/28/24	Digital Evidence Group - Transcript	2,845.14
	Total	4,465.94

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191799

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Outside Printing Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/29/24	PARCELS INC - Binder and printing fees.	1,346.90
	Total	1,346.90

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191799

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Working Meals/K&E Only

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/23/24	Matthew C. Fagen, P.C. - Working Meal/K&E only, lunch during Thrasio mediation - Francis Petrie, Evan Swager, Dan Wachenfeld. Matthew C. Fagen, Evan Swager, Francis Petrie, Daniel Wachenfeld 05/23/2024	608.44
	Total	608.44

Legal Services for the Period Ending May 31, 2024
 Thrasio Holdings, Inc.
 Expenses

Document Page 658 of 784

Invoice Number: 1010191799
 Matter Number: 55160-26

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/17/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2024 by Mary Catherine Young	20.00
05/17/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2024 by Lucas Spangler	49.00
05/17/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2024 by Matthew Waldrep	40.00
05/17/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2024 by Max Freedman	26.00
05/17/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2024 by Daniel Wachenfeld	139.00
05/17/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2024 by Anthony Abate	60.00
05/17/24	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2024 by Megan Feeney	5.00
	Total	339.00

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191799

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/02/24	Matt Waldrep - Taxi, OT transportation 05/02/2024	29.83
05/07/24	Maggie Houseknecht - Taxi, OT transportation 05/07/2024	25.86
05/08/24	Matt Waldrep - Taxi, OT transportation 05/08/2024	21.25
05/28/24	Humza Moinuddin - Taxi, OT transportation 05/28/2024	31.91
	Total	108.85

Legal Services for the Period Ending May 31, 2024
Thrasio Holdings, Inc.
Expenses

Document Page 660 of 784

Invoice Number: 1010191799
Matter Number: 55160-26

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/05/24	GRUBHUB HOLDINGS INC - Swager Evan 4/30/2024 OT Meal	30.27
05/05/24	GRUBHUB HOLDINGS INC - Petrie Francis 4/30/2024 OT Meal	40.08
05/05/24	GRUBHUB HOLDINGS INC - Waldrep, Matt 5/2/2024 OT Meal	35.81
05/05/24	GRUBHUB HOLDINGS INC - Waldrep, Matt 4/30/2024 OT Meal	42.00
05/08/24	Evan Swager - New York OT Meal 05/08/2024	23.39
05/09/24	Evan Swager - New York OT Meal 05/09/2024	21.56
05/19/24	GRUBHUB HOLDINGS INC - Steinmetz Charlie 5/14/2024 OT Meal	42.00
	Total	235.11

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191799

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Cash Credits

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/22/24	Cash Credits ROBERT ANTHONY ORREN REFUND OF OVERPAYMENT OF FILING FEES	(8,690.00)
	Total	(8,690.00)

Legal Services for the Period Ending May 31, 2024
Thrasio Holdings, Inc.
Expenses

Invoice Number: 1010191799
Matter Number: 55160-26

Client Electronic Data Storage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/31/24	Electronic Data Storage	7,506.84
	Total	7,506.84
TOTAL EXPENSES		\$ 7,493.95

Document Page 663 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

July 16, 2024

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

Attn: Mike Fahey

Invoice Number: 1010191800
Client Matter: 55160-27

In the Matter of Project A

For legal services rendered through May 31, 2024
(see attached Description of Legal Services for detail)

\$ 4,216.50

Total legal services rendered

\$ 4,216.50

Legal Services for the Period Ending May 31, 2024

Invoice Number:

1010191800

Thrasio Holdings, Inc.

Matter Number:

55160-27

Project A

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rich Cunningham, P.C.	0.30	1,980.00	594.00
Lucie H. Duvall	2.30	1,575.00	3,622.50
TOTALS	2.60		\$ 4,216.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/24	Lucie H. Duvall	0.30	Correspond with Company, R. Cunningham re regulatory considerations.
05/14/24	Lucie H. Duvall	0.30	Correspond with Company, R. Cunningham re regulatory considerations.
05/15/24	Rich Cunningham, P.C.	0.30	Telephone conference with L. Duvall re regulatory considerations.
05/15/24	Lucie H. Duvall	0.50	Telephone conference with regulators re regulatory considerations.
05/15/24	Lucie H. Duvall	0.70	Correspond with R. Cunningham re regulatory considerations (.3); prepare for same (.4).
05/16/24	Lucie H. Duvall	0.50	Telephone conference with regulators re regulatory considerations.
Total		2.60	

Document Page 666 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010192964
Client Matter: 55160-3

In the Matter of Adversary Proceeding & Contested Matters

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

\$ 335,638.00

Total legal services rendered

\$ 335,638.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

Summary of Hours Billed

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

Description of Legal Services

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

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

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

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

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010192964

Thrasio Holdings, Inc.

Matter Number:

55160-3

Adversary Proceeding & Contested Matters

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

Document Page 677 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193592
Client Matter: 55160-4

In the Matter of Automatic Stay Matters

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

\$ 3,415.50

Total legal services rendered

\$ 3,415.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193592

Thrasio Holdings, Inc.

Matter Number:

55160-4

Automatic Stay Matters

Summary of Hours Billed

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193592

Thrasio Holdings, Inc.

Matter Number:

55160-4

Automatic Stay Matters

Description of Legal Services

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

Document Page 680 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193593
Client Matter: 55160-5

In the Matter of Business Operations

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

\$ 2,269.00

Total legal services rendered

\$ 2,269.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193593

Thrasio Holdings, Inc.

Matter Number:

55160-5

Business Operations

Summary of Hours Billed

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193593

Thrasio Holdings, Inc.

Matter Number:

55160-5

Business Operations

Description of Legal Services

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

Document Page 683 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193594
Client Matter: 55160-6

In the Matter of Case Administration

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

\$ 18,252.50

Total legal services rendered

\$ 18,252.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193594

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

Summary of Hours Billed

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

Description of Legal Services

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193594

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193594

Thrasio Holdings, Inc.

Matter Number:

55160-6

Case Administration

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

Document Page 688 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193595
Client Matter: 55160-7

In the Matter of DIP Financing and Cash Management

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

\$ 222,903.50

Total legal services rendered

\$ 222,903.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

Summary of Hours Billed

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

Description of Legal Services

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193595

Thrasio Holdings, Inc.

Matter Number:

55160-7

DIP Financing and Cash Management

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

Document Page 700 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193596
Client Matter: 55160-8

In the Matter of Customer and Vendor Matters

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

\$ 33,943.00

Total legal services rendered

\$ 33,943.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193596

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

Summary of Hours Billed

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

Description of Legal Services

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193596

Thrasio Holdings, Inc.

Matter Number:

55160-8

Customer and Vendor Matters

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

Document Page 704 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193597
Client Matter: 55160-11

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

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

\$ 1,657.50

Total legal services rendered

\$ 1,657.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193597

Thrasio Holdings, Inc.

Matter Number:

55160-11

Use, Sale, and Disposition of Property

Summary of Hours Billed

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193597

Thrasio Holdings, Inc.

Matter Number:

55160-11

Use, Sale, and Disposition of Property

Description of Legal Services

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

Document Page 707 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193598
Client Matter: 55160-12

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

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

\$ 219,498.00

Total legal services rendered

\$ 219,498.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193598

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

Summary of Hours Billed

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

Description of Legal Services

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193598

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

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

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193598

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193598

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193598

Thrasio Holdings, Inc.

Matter Number:

55160-12

Corp., Governance, & Securities Matters

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

Document Page 715 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193599
Client Matter: 55160-13

In the Matter of Employee Matters

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

\$ 22,958.50

Total legal services rendered

\$ 22,958.50

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

Invoice Number: 1010193599
Matter Number: 55160-13

Summary of Hours Billed

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

Description of Legal Services

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

Document Page 718 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193600
Client Matter: 55160-14

In the Matter of Executory Contracts and Unexpired Leases

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

\$ 3,433.50

Total legal services rendered

\$ 3,433.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193600

Thrasio Holdings, Inc.

Matter Number:

55160-14

Executory Contracts and Unexpired Leases

Summary of Hours Billed

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

Description of Legal Services

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

Document Page 721 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193601
Client Matter: 55160-15

In the Matter of SOFAs and Schedules

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

\$ 5,535.00

Total legal services rendered

\$ 5,535.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193601

Thrasio Holdings, Inc.

Matter Number:

55160-15

SOFAs and Schedules

Summary of Hours Billed

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193601

Thrasio Holdings, Inc.

Matter Number:

55160-15

SOFAs and Schedules

Description of Legal Services

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

Document Page 724 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193602
Client Matter: 55160-16

In the Matter of Hearings

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

\$ 39,592.50

Total legal services rendered

\$ 39,592.50

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

Document Page 725 of 784

Invoice Number: 1010193602
 Matter Number: 55160-16

Summary of Hours Billed

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

Description of Legal Services

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

Document Page 727 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193603
Client Matter: 55160-17

In the Matter of Insurance and Surety Matters

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

\$ 2,542.50

Total legal services rendered

\$ 2,542.50

Summary of Hours Billed

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

Legal Services for the Period Ending June 13, 2024
 Thrasio Holdings, Inc.
 Insurance and Surety Matters

Invoice Number: 1010193603
 Matter Number: 55160-17

Description of Legal Services

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

Document Page 730 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193604
Client Matter: 55160-18

In the Matter of Disclosure Statement, Plan, Confirmation

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

\$ 639,970.00

Total legal services rendered

\$ 639,970.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

Summary of Hours Billed

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

Description of Legal Services

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193604

Thrasio Holdings, Inc.

Matter Number:

55160-18

Disclosure Statement, Plan, Confirmation

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

Document Page 749 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193605
Client Matter: 55160-19

In the Matter of K&E Retention and Fee Matters

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

\$ 51,576.50

Total legal services rendered

\$ 51,576.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193605

Thrasio Holdings, Inc.

Matter Number:

55160-19

K&E Retention and Fee Matters

Summary of Hours Billed

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

Description of Legal Services

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193605

Thrasio Holdings, Inc.

Matter Number:

55160-19

K&E Retention and Fee Matters

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

Document Page 753 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193606
Client Matter: 55160-20

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

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

\$ 9,899.00

Total legal services rendered

\$ 9,899.00

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193606

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

Summary of Hours Billed

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

Description of Legal Services

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193606

Thrasio Holdings, Inc.

Matter Number:

55160-20

Non-K&E Retention and Fee Matters

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

Document Page 757 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193607
Client Matter: 55160-21

In the Matter of Tax Matters

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

\$ 37,309.50

Total legal services rendered

\$ 37,309.50

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193607

Thrasio Holdings, Inc.

Matter Number:

55160-21

Tax Matters

Summary of Hours Billed

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

Description of Legal Services

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193607

Thrasio Holdings, Inc.

Matter Number:

55160-21

Tax Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/24	Alex Stephenson	0.30	Review, analyze plan re tax considerations.
06/06/24	Christopher J. Worek	0.50	Review, analyze tax provisions of plan.
06/07/24	Matt Advani	0.80	Review, analyze tax provisions re shareholder agreement.
06/07/24	Anthony Vincenzo Sexton, P.C.	0.30	Review exit structuring and trust issues.
06/07/24	Alex Stephenson	0.90	Review, analyze tax provisions of plan (.3); review, analyze tax provisions of shareholders agreement (.6).
06/07/24	Christopher J. Worek	0.30	Review, analyze tax provisions re plan.
06/08/24	Matt Advani	2.50	Review, revise Thrasio legacy trust agreement re tax issues.
06/08/24	Alex Stephenson	1.00	Review, analyze trust agreement re tax considerations.
06/08/24	Christopher J. Worek	0.90	Review, revise tax provisions re shareholders agreement.
06/09/24	Alex Stephenson	1.10	Review, analyze shareholders agreement re tax considerations (.1); review, analyze trust agreement re same (1.0).
06/09/24	Christopher J. Worek	0.80	Review, revise trust agreement re tax considerations.
06/11/24	Alex Stephenson	1.30	Review term loan credit agreement re tax issues.
06/13/24	Matt Advani	1.30	Review, analyze restructuring transactions memorandum (1.0); correspond with C. Worek, K&E team and GDC re exit facility credit agreement tax covenants (.3).
06/13/24	Anthony Vincenzo Sexton, P.C.	0.20	Review exit facility documents re tax considerations.
06/13/24	Alex Stephenson	0.80	Review, revise restructuring steps memorandum (.5); correspond with M. Advani, K&E team re exit facility tax considerations (.3).
Total		32.70	

Document Page 761 of 784
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193608
Client Matter: 55160-24

In the Matter of Non-Working Travel

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

\$ 29,686.00

Total legal services rendered

\$ 29,686.00

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

Invoice Number: 1010193608
 Matter Number: 55160-24

Summary of Hours Billed

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193608

Thrasio Holdings, Inc.

Matter Number:

55160-24

Non-Working Travel

Description of Legal Services

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

Document Page 764 of 784
KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654

FEIN 36-1326630

August 1, 2024

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

Attn: Mike Fahey

Invoice Number: 1010193609
Client Matter: 55160-26

In the Matter of Expenses

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

\$ 38,307.85

Total expenses incurred

\$ 38,307.85

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Description of Expenses

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Description of Expenses

Third Party Telephone Charges

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

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

Document Page 767 of 784

Invoice Number: 1010193609
Matter Number: 55160-26

Standard Copies or Prints

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Color Copies or Prints

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Outside Messenger Services

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Local Transportation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Travel Expense

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Airfare

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Transportation to/from airport

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Travel Meals

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Court Reporter Fee/Deposition

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Working Meals/K&E Only

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Catering Expenses

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Outside Retrieval Service

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Westlaw Research

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

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

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

Document Page 781 of 784

Invoice Number: 1010193609
 Matter Number: 55160-26

LexisNexis Research

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Overtime Transportation

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

Legal Services for the Period Ending June 13, 2024

Invoice Number:

1010193609

Thrasio Holdings, Inc.

Matter Number:

55160-26

Expenses

Overtime Meals - Attorney

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

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

Invoice Number: 1010193609
 Matter Number: 55160-26

Computer Database Research - Soft

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