

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



<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b>	
In re:	Chapter 11
THRASIO HOLDINGS, INC., <i>et al.</i> ,	Case No. 24-11840 (CMG)
	(Jointly Administered)
Debtors. <sup>1</sup>	Re: Docket No. 104

Order Filed on April 4, 2024  
by Clerk  
U.S. Bankruptcy Court  
District of New Jersey

**ORDER AUTHORIZING EMPLOYMENT AND PAYMENT  
OF PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

The relief set forth on the following pages, numbered three (3) through thirteen (13), is  
**ORDERED.**

**DATED: April 4, 2024**

  
Honorable Christine M. Gravelle  
United States Bankruptcy Judge

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



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

**KIRKLAND & ELLIS LLP**

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*Proposed Co-Counsel to the Debtors and Debtors in Possession*

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Upon the *Debtors' Motion for Entry of an Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business* (the "Motion"),<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order") (a) authorizing the Debtors to retain Ordinary Course Professionals (which includes both the Initial Ordinary Course Professionals and Additional Ordinary Course Professionals) without the necessity of a separate, formal retention application approved by this Court for each Ordinary Course Professional, and (b) pay each Ordinary Course Professional for postpetition services rendered and expenses incurred, including, if necessary, advancing any reasonable postpetition retainer to the Ordinary Course Professional, subject to certain limits set forth below, without the necessity of additional court approval, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that sufficient cause exists for the relief set forth herein; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor

**IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. The Debtors are authorized, but not directed, to employ and retain the Ordinary Course Professionals listed on **Exhibit 1** attached hereto (the “Initial Ordinary Course Professionals”), and any Additional Ordinary Course Professional (collectively with the Initial Ordinary Course Professionals, the “Ordinary Course Professionals”), without the need to file individual retention applications and obtain retention orders for each such Ordinary Course Professional. The Debtors are further authorized to pay such Ordinary Course Professionals’ fees, including, if necessary, advancing any reasonable postpetition retainer to the Ordinary Course Professional, and reimburse expenses incurred pursuant to the terms of this Order. Any advancement of a reasonable postpetition retainer to an Ordinary Course Professional shall be subject to notice being provided to the Notice Parties (as defined herein) with an opportunity to object within seven (7) days of service of such notice. Such objection deadline shall be subject to extension by agreement of the Debtors, the U.S. Trustee, and the Official Committee of Unsecured Creditors, appointed on March 12, 2024 in the above-captioned chapter 11 cases (the “Committee”). Such authorizations are effective as of the Petition Date or the applicable date of engagement.
3. Within five (5) business days after the date of entry of this Order, the Debtors shall serve this Order (including each exhibit hereto) upon each Initial Ordinary Course Professional.

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Thereafter, no later than (a) thirty (30) days after the date of entry of this Order or (b) the date on which each retained Initial Ordinary Course Professional commences services for the Debtors, each Initial Ordinary Course Professional shall provide to the Debtors and the Debtors' counsel a declaration pursuant to Section 1746 of title 28 of the United States Code, substantially in the form attached hereto as **Exhibit 2** (the "OCP Declaration") and a completed retention questionnaire substantially in the form attached hereto as **Exhibit 3** (the "Retention Questionnaire") for filing with the Court. Each OCP Declaration shall (a) certify that the Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter(s) on which such Ordinary Course Professional is to be employed, and (b) set forth in reasonable detail the nature of the services expected to be rendered by the OCP, and the estimated monthly disbursements expected to be made by the Debtors to the OCP during these chapter 11 cases. Upon receipt of an OCP Declaration and Retention Questionnaire, the Debtors will file such documents with the Court and serve a copy upon: (a) the United States Trustee for the District of New Jersey, One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, NJ 07102, Attn: Jeffrey Sponder (Jeffrey.M.Sponder@usdoj.gov) and Lauren Bielskie (Lauren.Bielskie@usdoj.gov); (b) proposed counsel to the Committee, Morrison & Foerster LLP, 250 West 55th Street, New York, New York 10019, Attn: Lorenzo Marinuzzi (lmarinuzzi@mofocom), Theresa Foudy (tfoudy@mofocom), Douglas Mannel (dmannel@mofocom), Raff Ferraioli (rferraioli@mofocom), and Darren Smolarski (dsmolarski@mofocom); (c) proposed co-counsel to the Committee, Kelley Drye & Warren LLP, One Jefferson Road, 2nd Floor, Parsippany, New Jersey 07054, Attn: James S. Carr

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(jcarr@kelleydrye.com), Maeghan McLoughlin (mmcloughlin@kelleydrye.com), and Connie Choe (cchoe@kelleydrye.com); (d) counsel to any other statutory committee appointed in these chapter 11 cases; (e) counsel to the Ad Hoc Group, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166, Attn: Scott Greenberg (sgreenberg@gibsondunn.com) and Joe Zujkowski (jzujkowski@gibsondunn.com); (f) counsel to the Administrative Agent under the Revolving Credit Facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 Attn: Nicholas Baker (nbaker@stblaw.com), Philip L. DiDonato (philip.didonato@stblaw.com), and Amy W. Zhou (amy.zhou@stblaw.com); and (g) those parties that have filed a notice of appearance and request for service of pleadings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”).

4. The Debtors are authorized, without need for further hearing or order from the Court, to employ and retain ordinary course professionals not currently listed on **Exhibit 1** (the “Additional Ordinary Course Professionals”) by filing with the Court, and serving on the Notice Parties, a supplement to **Exhibit 1** (the “Supplement”), listing the name of the Additional Ordinary Course Professional, together with a brief description of the services to be rendered, the applicable monthly fee cap, and the aggregate fee cap, serving a copy of the Supplement on the Notice Parties, and by otherwise complying with the terms of this Order. Such authorization is effective retroactive to the date of filing the Supplement or the applicable date of engagement. Within thirty (30) days of the filing of such Supplement, each Additional Ordinary Course Professional shall provide to the Debtors and the Debtors’ counsel an OCP Declaration and

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Retention Questionnaire, and the Debtors will file such documents with the Court and serve a copy upon the Notice Parties.

5. The Notice Parties shall have fourteen (14) days after the later of (i) the entry of this Order, or (ii) the service of any OCP Declaration and Retention Questionnaire (the “Objection Deadline”) to object to the retention of any Ordinary Course Professional. Any such objections shall be filed with the Court and served upon the Notice Parties and the Ordinary Course Professional subject to such objection by the Objection Deadline. If any objection cannot be resolved or withdrawn within fourteen (14) days after service (or on such earlier date as determined by the Debtors in their discretion), upon motion by the Debtors, such objection shall be scheduled for hearing before the Court on the next regularly scheduled hearing date or such other date that may be agreeable to the Ordinary Course Professional, the Debtors, and the objecting party. If no objection is received on or before the Objection Deadline, or if any submitted objection is timely withdrawn or resolved, the Debtors shall be authorized to retain the Ordinary Course Professional as a final matter without further order of the Court, as of the Petition Date or the applicable date of engagement.

6. The Debtors shall not pay any fees or reimburse any expenses (nor shall any Ordinary Course Professional draw down any previously provided retainer) to any Ordinary Course Professional unless: (a) the Ordinary Course Professional has submitted its OCP Declaration and Retention Questionnaire to the Debtors; (b) such OCP Declaration and Retention Questionnaire have been filed with the Court and served on the Notice Parties; (c) the Objection Deadline has expired; and (d) no timely objection is pending. If a timely objection is received, no

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payment shall be made until such objection is either resolved, withdrawn, or otherwise overruled by the Court.

7. The Debtors shall pay each Ordinary Course Professional retained in accordance with the procedures outlined above 100 percent of the fees and disbursements incurred with respect to postpetition services, upon the submission to, and approval by, the Debtors of an appropriate invoice, a copy of which shall be provided to the U.S. Trustee, counsel to the Committee, and counsel to any statutory committee appointed in these chapter 11 cases, setting forth in reasonable detail the nature of the services rendered and expenses actually incurred during the month, without prejudice and subject to (i) the Debtors' right to dispute any such invoices in the ordinary course and (ii) the rights of the Notice Parties to file an Ordinary Course Professional Fee Objection in accordance with paragraph 12 hereof; *provided, however*, that each Ordinary Course Professional's total compensation and reimbursement shall not exceed the Monthly Fee Cap set forth in **Exhibit 1** or in any Supplement, as applicable, on average over any three (3) month period on a rolling basis; *provided further*, that the Debtors shall not pay any Ordinary Course Professional in excess of five times the applicable Monthly Fee Cap (the "Aggregate Fee Cap") during the course of these chapter 11 cases, except as authorized by the Court under the procedures outlined in paragraphs 8–10 of this Order.

8. The Debtors shall have the authority to change the Monthly Fee Cap and the Aggregate Fee Cap applicable to any given Ordinary Course Professional, in their reasonable discretion and in consultation with the Committee, upon seven (7) calendar days' notice to the Notice Parties, subject to objection by the Notice Parties and any party in interest. In addition, in



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the event these chapter 11 cases continue for more than five (5) months from the date of entry of this Order, the Aggregate Fee Cap for each Ordinary Course Professional that has been retained may be increased by agreement of the Notice Parties or by order of the Court.

9. If an Ordinary Course Professional's fees and expenses exceed the Monthly Fee Cap over a three (3) month rolling basis, such Ordinary Course Professional shall file a fee application in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Federal Rules of Bankruptcy Procedure, the Local Rules, the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases, effective as of November 1, 2013* (the "U.S. Trustee Fee Guidelines"), and any other procedures and orders of the Court. Such applicable Ordinary Course Professional shall be entitled to interim payment of its requested fees and expenses up to the Monthly Fee Cap pending the Court's allowance of those requested fees and expenses in excess of the Monthly Fee Cap. The Notice Parties and any other party in interest shall then have fourteen (14) days to object to such fee application by serving such objection upon the Notice Parties and the relevant Ordinary Course Professional. Each Ordinary Course Professional that is a law firm and exceeds the Monthly Fee Cap shall agree to make a reasonable effort to comply with the U.S. Trustee Fee Guidelines.

10. If an Ordinary Course Professional seeks payment of fees in excess of the Aggregate Fee Cap, such Ordinary Course Professional shall be required to (a) file a separate retention application to be retained as a professional person pursuant to section 327 of the Bankruptcy Code; and (b) apply for compensation for professional services rendered and

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reimbursement of expenses incurred in connection with these chapter 11 cases in accordance with Bankruptcy Code § 330 and 331 and applicable provisions of the Federal Rules of Bankruptcy Procedure, the Local Rules, the U.S. Trustee Fee Guidelines, and any other procedures and orders of the Court. Such applicable Ordinary Course Professional shall be entitled to interim payment of its requested fees and expenses pursuant to any order granting the *Debtors' Motion for Entry of an 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*. Each Ordinary Course Professional that is a law firm and exceeds the Aggregate Fee Cap shall agree to make a reasonable effort to comply with the U.S. Trustee Fee Guidelines.

11. Within thirty (30) days after the end of, and with respect to, each full three (3) month period after entry of this Order (including any initial partial month in the first period), the Debtors shall file with this Court, and serve upon the Notice Parties, a summary statement that includes the following information for each Ordinary Course Professional: (a) the name of the Ordinary Course Professional; (b) the aggregate amounts paid as compensation during the statement period for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional; (c) the aggregate amount of postpetition payments made to the Ordinary Course Professional through the end of the statement period; and (d) a general description of the services rendered by such Ordinary Course Professional. The obligation to file summary statements shall terminate upon confirmation of a plan in these chapter 11 cases.

12. On the date that is established in the chapter 11 cases for professionals to file final fee applications and pursuant to D.N.J. LBR 2016-4, the Debtors shall file a statement

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(the “Final Statement”) for each of the Ordinary Course Professionals. The Final Statement shall include the following information for each Ordinary Course Professional: (a) the name of the Ordinary Course Professional; (b) the aggregate amount paid to the Ordinary Course Professional during the previous ninety (90) days; (c) the total amount paid post-petition to each Ordinary Course Professional; and (d) a reasonably detailed description of the services rendered by the Ordinary Course Professional during the chapter 11 cases. The Final Statement shall be served upon the Notice Parties, who shall have twenty (20) days to file an objection with the Court pursuant to section 330 of the Bankruptcy Code (an “Ordinary Course Professional Fee Objection”).

13. This Order shall not apply to any Chapter 11 Professional retained by the Debtors under a separate order of this Court.

14. Each non-attorney Ordinary Course Professional shall waive any prepetition claim against the Debtors as a condition of its retention and compensation as an Ordinary Course Professional.

15. Each Ordinary Course Professional shall periodically update its OCP Declaration and Retention Questionnaire to the extent necessary to reflect new facts or circumstances relevant to its retention, including, without limitation, any changes in the type or scope of services to be provided. Upon the filing of an updated OCP Declaration and/or Retention Questionnaire, the Notice Parties and any party in interest shall have fourteen (14) days after service on the Notice Parties to object to the changes.

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16. Subject to the payment procedures set forth in this Order, the Debtors' rights and the right of any party in interest, including the Committee, to dispute any invoice submitted by an Ordinary Course Professional shall not be affected or otherwise prejudiced.

17. Notwithstanding anything herein to the contrary, nothing in this Order shall prevent the U.S. Trustee or the Committee from seeking a determination from the Court (a) requiring an Ordinary Course Professional to file a separate retention application under section 327(a) or 327(e) of the Bankruptcy Code or (b) altering the amount of the Monthly Fee Cap or the Aggregate Fee Cap.

18. As this Order is only procedural in nature, the U.S. Trustee reserves his rights to object to the retention of any Ordinary Course Professional on any grounds including those Initial Ordinary Course Professionals identified on Exhibit 1 hereto and any Supplement.

19. The Debtors shall not make any payment to any Ordinary Course Professional that has not complied with the Ordinary Course Professional Procedures and the other terms of this Order.

20. Nothing in this Order authorizes the Debtors to accelerate any payments not otherwise due.

21. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

22. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

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23. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

24. 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 Motion or otherwise waived.

25. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

**Exhibit 1**

**Initial Ordinary Course Professionals**

Professional (Name & Address)	Type of Service Provided	Monthly Fee Cap if Services are Utilized	Aggregate Fee Cap if Services are Utilized
PricewaterhouseCoopers LLP 4040 W. Boy Scout Blvd. Tampa FL 33607 United States	Consulting Services	\$1,000,000	\$5,000,000
Greenberg Traurig, LLP 8400 NW 36th Street, Suite 400 Doral, FL 33166 United States	Legal Services	\$300,000	\$1,500,000
Hilco Fixed Asset Recovery, LLC 5 Revere Drive, Suite 206 Northbrook, IL 60062 United States	Consulting Services	\$300,000	\$1,500,000
Meriplex Communications, LTD (Meriplex Solutions, LLC) 10111 Richmond Avenue, Suite 500 Houston TX 77042 United States	Consulting Services	\$300,000	\$1,500,000
Ogletree, Deakins, Nash, Smoak, & Stewart, P.C PO Box 89 Columbia SC 29202 United States	Legal Services	\$300,000	\$1,500,000
Ropes & Gray LLP 800 Boylston Street, Prudential Tower Boston MA 02199 United States	Legal Services	\$300,000	\$1,500,000
Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York NY 10017-3954 United States	Legal Services	\$300,000	\$1,500,000
Walsh Patel Group Consulting, LLC 200 East 32nd St., Unit 7C	Consulting Services	\$300,000	\$1,500,000

Professional (Name & Address)	Type of Service Provided	Monthly Fee Cap if Services are Utilized	Aggregate Fee Cap if Services are Utilized
New York NY 10016 United States			
Williams & Connolly LLP 680 Maine Avenue SW Washington DC 20024 United States	Legal Services	\$300,000	\$1,500,000
TMI Associates 23rd Floor, Roppongi Hills Mori Tower, 6-10-1 Roppongi, Minato-ku Tokyo 106-6123 Japan	Legal Services	\$100,000	\$500,000
Görg Partnerschaft von Rechtsanwälten mdB Ulmenstraße 30 Frankfurt 60325 Germany	Legal Services	\$75,000	\$375,000
Abrams & Bayliss LLP 20 Montchanin Road, Suite 200 Wilmington DE 19807 United States	Legal Services	\$50,000	\$250,000
Appleby (IOM) LLC 33-37 Athol Street Douglas IM1 1LB United Kingdom	Legal Services	\$50,000	\$250,000
Avant Law Group, LLC 12980 Metcalf Avenue, Ste. 180 Overland Park KS 66213 United States	Legal Services	\$50,000	\$250,000
Ballard Spahr LLP 1735 Market Street, 51st Floor Philadelphia PA 19103 United States	Legal Services	\$50,000	\$250,000
Büsing, Müffelmann & Theye Rechtsanwälte in Partnerschaft mbB und Notare	Legal Services	\$50,000	\$250,000



Professional (Name & Address)	Type of Service Provided	Monthly Fee Cap if Services are Utilized	Aggregate Fee Cap if Services are Utilized
Taunusanlage 18 60325 Frankfurt am Main Germany			
Cogency Global Inc. 122E 42nd Street, 18th Fl New York NY 10168 United States	Legal Services	\$50,000	\$250,000
Cooley, LLP 3 Embarcadero Center 20th Floor San Francisco CA 94111 United States	Legal Services	\$50,000	\$250,000
Davis & Gilbert LLP 1675 Broadway 35th floor New York NY 10019 United States	Legal Services	\$50,000	\$250,000
Dennemeyer & Co., LLC 2 North Riverside Plaza, Suite 1500 Chicago IL 60606 United States	Legal Services	\$50,000	\$250,000
Donnelley Financial Solutions 35 W Wacker Drive, 35th Floor Chicago IL 60601 United States	Legal Services	\$50,000	\$250,000
Equinox International Limited Level 3, Valletta Buildings, South Street Valletta VLT 1103 Malta	Legal Services	\$50,000	\$250,000
Exponent, Inc 149 Commonwealth Dr Menlo Park CA 94025 United States	Legal Services	\$50,000	\$250,000
Freshfields Bruckhaus Deringer US LLP 601 Lexington Ave, 31st Floor	Legal Services	\$50,000	\$250,000

Professional (Name & Address)	Type of Service Provided	Monthly Fee Cap if Services are Utilized	Aggregate Fee Cap if Services are Utilized
New York NY 10022 United States			
Gallagher Bassett Services, Inc. 2850 Golf Road Rolling Meadows IL 60008 United States	Legal Services	\$50,000	\$250,000
Gill Jennings & Every LLP The Broadgate Tower, 20 Primrose Street London EC2A 2ES United Kingdom	Legal Services	\$50,000	\$250,000
Greenberg & Lieberman LLC 1775 Eye St NW Suite 1150 Washington DC 20006 United States	Legal Services	\$50,000	\$250,000
Grunfeld, Desiderio, Lebowitz, Silverman & Klestadt LLP 599 Lexington Ave 36th Floor New York NY 10022 United States	Legal Services	\$50,000	\$250,000
Isarpatent mbB Friedrichstr. 31 Munchen 80801 Germany	Legal Services	\$50,000	\$250,000
Lupkin PLLC 80 Broad Street, Suite 3103 New York NY 10004 United States	Legal Services	\$50,000	\$250,000
Majmudar & Partners 8B, Chander Mukhi Nariman Point, Mumbai 400 021 India	Legal Services	\$50,000	\$250,000
Neal & McDevitt, LLC 1776 Ash Street	Legal Services	\$50,000	\$250,000

Professional (Name & Address)	Type of Service Provided	Monthly Fee Cap if Services are Utilized	Aggregate Fee Cap if Services are Utilized
Northfield IL 60093 United States			
Page White and Farrer Limited Bedford House, 21A John Street London WC1N2BF United Kingdom	Legal Services	\$50,000	\$250,000
Schut van de Ven Notariskantoor Piet Heinkade 229 Amsterdam 1019 HM Netherlands	Accounting Services	\$50,000	\$250,000
Shapiro Arato Bach LLP 500 Fifth Avenue, 40th Floor New York NY 10110 United States	Legal Services	\$50,000	\$250,000
The Email Marketers 5005 Sawtelle Blvd Culver City CA 90230 United States	Consulting Services	\$50,000	\$250,000
Thomson Reuters 610 Opperman Drive St Paul MN 55164 United States	Legal Services	\$50,000	\$250,000
TopBloc LLC 600 W. Chicago Ave. Suite 275 Chicago IL 60654 United States	Consulting Services	\$50,000	\$250,000
Troutman Pepper Hamilton Sanders LLP 600 Peachtree ST NE, Suite 3000 Atlanta GA 30308 United States	Legal Services	\$50,000	\$250,000
Umhofer, Mitchell & King LLP 767 S. Alameda Street, Suite 270	Legal Services	\$50,000	\$250,000

Professional (Name & Address)	Type of Service Provided	Monthly Fee Cap if Services are Utilized	Aggregate Fee Cap if Services are Utilized
Los Angeles CA 90021 United States			
Portfolio Media, Inc. 111 West 19th Street 5th Floor New York NY 10111 United States	Legal Services	\$10,000	\$50,000
The Bureau of National Affairs, Inc 1801 S Bell St. Arlington VA 22202 United States	Legal Services	\$10,000	\$50,000
The Suite, Inc. / TechGC Holdings, Inc. 4615 Center Blvd. Apt 509 Long Island City NY 11109 United States	Legal Services	\$2,000	\$10,000
<b>Total – All Professionals</b>		<b>\$5,047,000</b>	<b>\$25,235,000</b>

**Exhibit 2**

**Form of Declaration**

**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
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*Proposed Co-Counsel to the Debtors and Debtors in Possession*

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

In re:  
  
THRASIO HOLDINGS, INC., et al.,  
  
Debtors.<sup>1</sup>

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

**DECLARATION OF [DECLARANT], ON BEHALF OF  
PROPOSED ORDINARY COURSE PROFESSIONAL [COMPANY NAME]**

I, [Declarant], pursuant to Section 1746 of title 28 of the United States Code, hereby declare that the following is true to the best of my information, knowledge, and belief:

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

1. I am [**Title**] of [**Company Name**], located at [**Address**] (the “Company”).
2. This Declaration is submitted in connection with an order of the United States Bankruptcy Court for the District of New Jersey authorizing Thrasio Holdings, Inc. and/or its affiliated debtors (collectively, the “Debtors”) to retain certain professionals in the ordinary course of business during the pendency of the Debtors’ chapter 11 cases [Docket No. [●]] (the “Order”). Following the date that the Debtors commenced their chapter 11 cases (the “Petition Date”), the Debtors have requested that the Company provide [**Type of Services**] to the Debtors, and the Company has consented to provide such services. Accordingly, the Company is submitting this Declaration pursuant to the Order.
3. The Company, through me, and other members, partners, associates, or employees of the Company, has provided, or plans to provide, the following services to the Debtors form and after the Petition Date: [**Description of Services**].
4. The Company may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in these cases. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these cases. The Company does not perform services for any such person in connection with these cases. In addition, the Company does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.
5. Neither I, nor any principal of, or professional employed by the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.

6. Neither I, nor any principal of, or professional employed by the Company, insofar as I have been able to discover, holds or represents any interest adverse to the Debtors or their estates.

7. **[FOR LEGAL SERVICES FIRMS:** The Debtors owe the Firm \$\_\_ for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. 101-1532.]

8. **[FOR NON-LEGAL SERVICE FIRMS ONLY:** The Company believes that it is [not owed any amounts] / [owed approximately \$[●]] on account of services rendered and expenses incurred prior to the Petition Date in connection with the Company's employment by the Debtors. The Company agreed to waive all unpaid amounts for services rendered prior to the Petition Date.]

9. As of the Petition Date, which was the date on which the Debtors commenced these chapter 11 cases, the Company [was/was not] party to an agreement for indemnification with the Debtors. [A copy of such agreement is attached as **Exhibit 1** to this Declaration.]

10. At any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

11. I, or a representative of the Company, have read and am familiar with the requirements of the Order.

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

Executed this [Date] in [City, State, Country].

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[Declarant]



**Exhibit 3**

**Form Retention Questionnaire**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

In re:

THRASIO HOLDINGS, INC., et al.,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11840 (CMG)

(Jointly Administered)

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RETENTION QUESTIONNAIRE

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TO BE COMPLETED BY EACH ORDINARY COURSE PROFESSIONAL  
EMPLOYED BY THE DEBTORS

**Do not file this Questionnaire with the Court. Please return it to:**

**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
Anup Sathy, P.C. (admitted *pro hac vice*)  
300 North LaSalle Street  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
anup.sathy@kirkland.com

-and-

Matthew C. Fagen, P.C. (admitted *pro hac vice*)  
Francis Petrie (admitted *pro hac vice*)  
Evan Swager (admitted *pro hac vice*)  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
matthew.fagen@kirkland.com  
francis.petrie@kirkland.com  
evan.swager@kirkland.com

**COLE SCHOTZ P.C.**  
Michael D. Sirota, Esq.  
Warren A. Usatine, Esq.  
Felice R. Yudkin, Esq.  
Jacob S. Frumkin, Esq.  
Court Plaza North, 25 Main Street  
Hackensack, New Jersey 07601  
Telephone: (201) 489-3000  
msirota@coleschotz.com  
wusatine@coleschotz.com  
fyudkin@coleschotz.com  
jfrumkin@coleschotz.com

*Proposed Co-Counsel for Debtors and  
Debtors in Possession*

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

If more space is needed, please complete on a separate page and attach.

1. Name and address of Company:

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2. Date of retention:

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3. Type of services provided (accounting, legal, etc.):

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4. Brief description of services to be provided:

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5. Arrangements for compensation (hourly, contingent, etc.):

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6. Prepetition claims against the Debtors held by the Company (if any):

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(a) Average hourly rate (if applicable):

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(b) Estimated average monthly compensation:

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7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the Company:

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8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to its estate with respect to the matters on which the above-named firm is to be employed:

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9. Name and title of individual completing this Retention Questionnaire:

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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 information.

Dated: \_\_\_\_\_, 2024

[Name]  
[Title]  
[Firm]