

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

LL FLOORING HOLDINGS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11680 (BLS)

(Jointly Administered)

Obj. Deadline: February 19, 2025 at 4:00 p.m. (ET)

Hearing Date: February 26, 2025 at 10:00 a.m. (ET)

SUMMARY COVER SHEET
TO THE COMBINED FOURTH
MONTHLY AND FINAL FEE APPLICATION
OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM
LLP, AS BANKRUPTCY COUNSEL FOR THE DEBTORS,
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
ALL ACTUAL AND NECESSARY EXPENSES FOR (I) THE MONTHLY
PERIOD FROM DECEMBER 1, 2024 THROUGH DECEMBER 20, 2024 AND
(II) THE FINAL FEE PERIOD OF AUGUST 11, 2024 THROUGH DECEMBER 20, 2024

Name of Applicant:

Skadden, Arps, Slate, Meagher & Flom LLP

Authorized to Provide Professional
Services to:

Debtors and Debtors in Possession

Date of Retention:

September 11, 2024, effective as of
August 11, 2024

Monthly Fee Period for which compensation and
reimbursement are sought:

December 1, 2024 through December 20,
2024

Amount of compensation sought as actual,
reasonable and necessary for the Monthly Fee
Period:

\$115,521.20 (80% of \$144,401.50)

¹ The Debtors in these chapter 11 cases, along with the last four (4) digits of their respective tax identification numbers, are as follows: LL Flooring Holdings, Inc. (0817); LL Flooring, Inc. (9199); Lumber Liquidators Leasing, LLC (N/A); LL Flooring Services, LLC (5960); and Lumber Liquidators Foreign Holdings, LLC (4568). The address of the Debtors' corporate headquarters is 4901 Bakers Mill Lane, Richmond, VA 23230.

Amount of expense reimbursement sought as actual, reasonable and necessary for the Final Fee Period: \$322.92

Final Fee Period for which compensation and reimbursement are sought: August 11, 2024 through December 20, 2024

Amount of Holdback Fees from the Monthly Fee Period sought for the Final Fee Period: \$28,880.30

Amount of compensation sought as actual, reasonable and necessary for the Final Fee Period: \$6,061,992.75

Amount of expense reimbursement sought as actual, reasonable and necessary for the Final Fee Period: \$25,838.19

This is a(n): X monthly ___ interim X final application

Prior Applications

Date Filed; Dkt. No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
First Monthly Fee Application 10/31/24; Dkt. No. 507	08/11/24 — 9/30/24	\$4,481,916.40	\$22,724.33	\$4,481,916.40	\$22,724.33
Second Monthly Fee Application 11/27/24; Dkt. No. 618	10/01/24 — 10/31/24	\$246,678.80	\$2,879.74	\$246,678.80	\$2,879.74
Third Monthly Fee Application 12/16/24; Dkt. No. 677	11/01/24 — 11/30/24	\$73,645.60	\$0	\$73,645.60	\$0
First Interim Fee Application 12/19/24; Dkt. No. 711	08/11/24 — 11/30/24	\$6,002,801.00	\$25,604.07	\$5,917,591.25 ²	\$25,515.27 ³

² These amounts are inclusive of a \$85,209.75 fee reduction agreed to with the U.S. Trustee (as defined below).

³ This amount is inclusive of a \$88.80 expense reduction agreed to with the U.S. Trustee.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
SUMMARY BY PROFESSIONAL PERSON
FOR THE MONTHLY PERIOD FROM
DECEMBER 1, 2024 – DECEMBER 20, 2024

NAME	DEPARTMENT	YEAR OF ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
<u>PARTNER</u>					
Lisa Laukitis	Corporate Restructuring	2000	1,060.00	6.00	6,360.00
			2,120.00	12.30	26,076.00
	TOTAL PARTNER			18.30	\$ 32,436.00
<u>COUNSEL</u>					
Liz Downing	Corporate Restructuring	2012	1,580.00	2.40	3,792.00
	TOTAL COUNSEL			2.40	\$ 3,792.00
<u>ASSOCIATE</u>					
Angeline J. Hwang	Corporate Restructuring	2018	1,510.00	32.30	48,773.00
Kyle D. Sanchez	Corporate Restructuring	2024	950.00	52.80	50,160.00
Eric H. Silverstein	Corporate Restructuring	2023	1,125.00	6.10	6,862.50
	TOTAL ASSOCIATE			91.20	\$105,795.50
<u>PARAPROFESSIONALS</u>					
Christopher M. Heaney		N/A	580.00	4.10	2,378.00
	TOTAL PARAPROFESSIONALS			4.10	\$ 2,378.00
			TOTAL	116.00	\$144,401.50
BLENDED HOURLY RATE					\$1,244.84

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**PROJECT CATEGORY SUMMARY
(DECEMBER 1, 2024 - DECEMBER 20, 2024)**

Project Category	Total Hours	Total Fees
General Corporate Advice	0.60	\$1,272.00
Case Administration	3.80	\$3,436.00
Claims Admin. (General)	1.60	\$2,504.50
Executory Contracts (Personalty)	0.20	\$424.00
Leases (Real Property)	0.20	\$424.00
Nonworking Travel Time	6.00	\$6,360.00
Reorganization Plan / Plan Sponsors	21.60	\$37,275.00
Retention / Fee Matters (SASM&F)	81.40	\$91,434.00
Vendor Matters	0.60	\$1,272.00
TOTAL	116.00	\$144,401.50

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

**EXPENSE SUMMARY
(DECEMBER 1, 2024 - DECEMBER 20, 2024)**

Expense Category	Total Expenses
Reproduction-color	\$26.00
Out-Of-Town Travel	\$300.60
Electronic Document Management	\$-3.68
TOTAL	\$322.92

COMPENSATION BY PROFESSIONAL FOR THE FINAL FEE PERIOD**LL FLOORING HOLDINGS, INC.
(CASE NO. 24-11680 (BLS))****AUGUST 11, 2024 THROUGH DECEMBER 20, 2024**

NAME	DEPARTMENT	YEAR OF ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
<u>PARTNER</u>					
Matea Bozja	Real Estate	2013	1,860.00	35.60	66,216.00
			2,010.00	38.80	77,988.00
Tracey L. Chenoweth	Banking	2008	2,120.00	16.80	35,616.00
Shana A. Elberg	Corporate Restructuring	2002	1,060.00	11.40	12,084.00
			2,120.00	35.40	75,048.00
M. Oren Epstein	IP & Technology	2003	2,010.00	11.70	23,517.00
Raquel Fox	Mergers and Acquisitions	2004	2,010.00	1.30	2,613.00
			2,120.00	0.20	424.00
Richard J. Grossman	Mergers and Acquisitions	1985	2,050.00	85.30	174,865.00
Ken D. Kumayama	IP & Technology	2009	2,120.00	0.10	212.00
Joseph O. Larkin	Corporate Restructuring	2006	2,120.00	7.30	15,476.00
Lisa Laukitis	Corporate Restructuring	2000	1,060.00	21.60	22,896.00
			2,120.00	310.90	659,108.00
Peter Luneau	Mass Tort	2004	2,120.00	0.50	1,060.00
Maxim Mayer-Cesiano	Mergers and Acquisitions	2006	2,120.00	113.70	241,044.00
Susan L. Saltzstein	Litigation	1992	2,370.00	0.30	711.00
Erica Schohn	Executive Compensation	2004	2,120.00	4.40	9,328.00
David E. Schwartz	Labor	1994	2,210.00	0.60	1,326.00
B. Chase Wink	Tax	2008	2,120.00	11.10	23,532.00
TOTAL PARTNER				707.00	\$1,443,064.00
<u>OF COUNSEL</u>					
Andrew J. Brady	Mergers and Acquisitions	1996	1,860.00	2.50	4,650.00
Robert D. Drain	Corporate Restructuring	1985	2,210.00	0.30	663.00
TOTAL OF COUNSEL				2.80	\$ 5,313.00
<u>COUNSEL</u>					
John A. Barkmeyer	Litigation	2012	1,690.00	2.50	4,225.00
John J. Battaglia	Executive Compensation	1995	1,580.00	1.40	2,212.00
Liz Downing	Corporate Restructuring	2012	1,580.00	420.10	663,758.00

NAME	DEPARTMENT	YEAR OF ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Hannah Fraley	Labor	2018	1,580.00	2.00	3,160.00
Tabitha B. Humphries	Banking	2010	1,690.00	24.80	41,912.00
Jason M. Liberi	Corporate Restructuring	2003	1,690.00	276.80	467,792.00
Liz Malone	Environmental	2002	1,800.00	0.70	1,260.00
Russell G. Wohl	Real Estate	1990	1,690.00	19.70	33,293.00
			1,800.00	2.00	3,600.00
		TOTAL COUNSEL		750.00	\$1,221,212.00
ASSOCIATE/LAW CLERK					
Lucas Almonte	Executive Compensation	2020	1,330.00	8.80	11,704.00
			1,375.00	5.70	7,837.50
Zeinab Bakillah	Labor	2021	1,330.00	4.00	5,320.00
Nadia Blant	Real Estate	2022	950.00	1.90	1,805.00
			1,125.00	36.10	40,612.50
Stephen J. Della Penna	Corporate Restructuring	2015	1,510.00	62.00	93,620.00
Jared S. Dub	Banking	2020	1,330.00	11.10	14,763.00
Kristen M. Friel	Banking	2020	1,330.00	29.00	38,570.00
			1,375.00	31.80	43,725.00
Stephen D. Gretz	Tax	2021	1,330.00	6.50	8,645.00
			1,375.00	4.00	5,500.00
Nicholas S. Hagen	Corporate Restructuring	2019	1,375.00	44.90	61,737.50
			1,430.00	107.20	153,296.00
Angeline J. Hwang	Corporate Restructuring	2018	755.00	0.70	528.50
			1,430.00	156.90	224,367.00
			1,510.00	210.40	317,704.00
Jake Ingoglia	Capital Markets	2024	795.00	0.10	79.50
			950.00	0.20	190.00
Daniel C. Kennedy	Corporate Restructuring	2020	1,330.00	58.70	78,071.00
			1,375.00	10.10	13,887.50
Jaclyn F. Kleban	Corporate Restructuring	2021	1,245.00	4.20	5,229.00
Kimberly A. LaMaina	Corporate Restructuring	2001	1,510.00	9.80	14,798.00
Yan Li	Banking	2022	1,125.00	37.70	42,412.50
			1,245.00	5.40	6,723.00
Zachary W. Martin	Mass Tort	2016	1,510.00	0.10	151.00
Khadija L. Messina	Mergers and Acquisitions	2019	1,330.00	11.90	15,827.00
			1,375.00	2.60	3,575.00
Amy S. Phelps	Corporate Restructuring	2022	950.00	170.70	162,165.00
			1,125.00	185.50	208,687.50
Kyle D. Sanchez*	Corporate Restructuring	2024	675.00	324.00	218,700.00
			950.00	78.40	74,480.00
Hayley R. Schilling	Mergers and Acquisitions	2023	950.00	129.60	123,120.00
			1,125.00	123.40	138,825.00

NAME	DEPARTMENT	YEAR OF ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Peter J. Schwartz	Mergers and Acquisitions	2023	1,125.00	30.60	34,425.00
Joshua Shainess	Mergers and Acquisitions	2015	1,510.00	0.30	453.00
Allison L. Shapiro	IP & Technology	2021	1,330.00	5.20	6,916.00
Eric H. Silverstein	Corporate Restructuring	2023	950.00	121.70	115,615.00
			1,125.00	236.60	266,175.00
Jamie S. Slocum	Corporate Restructuring	2021	1,330.00	124.90	166,117.00
			1,375.00	24.10	33,137.50
Charlie B. Sprayregen	Real Estate	2021	1,125.00	63.10	70,987.50
			1,245.00	31.90	39,715.50
Glen Strong	Banking	1987	1,510.00	0.30	453.00
Alexander J. Vargas	Mergers and Acquisitions	2020	1,330.00	86.40	114,912.00
			1,375.00	116.20	159,775.00
Chambliss Williams	Corporate Restructuring	2019	1,375.00	97.90	134,612.50
TOTAL ASSOCIATE/LAW CLERK				2,812.60	\$3,279,950.00
CLIENT SPECIALIST					
Samuel N. Cruz		N/A	690.00	4.90	3,381.00
Jay Wasserman		N/A	690.00	0.50	345.00
TOTAL CLIENT SPECIALIST				5.40	\$ 3,726.00
PARAPROFESSIONALS					
Christie N. Baugher		N/A	500.00	0.70	350.00
Autumn Bechler		N/A	580.00	3.00	1,740.00
Kevin Bell		N/A	580.00	108.30	62,814.00
Wendy Cathers		N/A	580.00	3.40	1,972.00
Stella Chan		N/A	500.00	0.70	350.00
Karla N. Chee-a-tow		N/A	500.00	0.70	350.00
Phillip Clayton		N/A	450.00	3.90	1,755.00
Martha F. Ellerson		N/A	580.00	16.80	9,744.00
Judith Felz		N/A	580.00	0.20	116.00
David B. Gautschy		N/A	500.00	3.20	1,600.00
Janet Griffin		N/A	325.00	4.10	1,332.50
Christopher M. Heaney		N/A	580.00	184.20	106,836.00
C. James Jahn		N/A	500.00	0.80	400.00
Leslie C. Leach		N/A	580.00	0.10	58.00
Marco Li		N/A	580.00	0.50	290.00
Kevin W. Lustik		N/A	450.00	0.10	45.00
Charlotte Meyercord		N/A	325.00	5.50	1,787.50
Daniel S. Morse		N/A	580.00	1.20	696.00
Sandra Polanco		N/A	325.00	4.70	1,527.50
Jacqueline D. Steele		N/A	580.00	0.30	174.00

NAME	DEPARTMENT	YEAR OF ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
TOTAL PARAPROFESSIONALS					342.40
					\$193,937.50
TOTAL				4,620.20	\$6,147,202.50
AGREED REDUCTIONS					(\$85,209.75)
TOTAL FEES					\$6,061,992.75
BLENDED HOURLY RATE					\$1,330.51

COMPENSATION BY PROJECT CATEGORY FOR THE FINAL FEE PERIOD**LL FLOORING HOLDINGS, INC.
(CASE NO. 24-11680 (BLS))****AUGUST 11, 2024 THROUGH DECEMBER 20, 2024**

Project Category	Total Hours	Total Fees
General Corporate Advice	38.00	\$65,948.00
Asset Dispositions (General)	1441.30	\$2,106,767.50
Asset Dispositions (Inventory)	96.10	\$115,390.00
Asset Dispositions (Real Property)	453.40	\$648,989.50
Business Operations / Strategic Planning	36.10	\$45,632.00
Case Administration	562.80	\$675,150.00
Claims Admin. (General)	167.30	\$228,510.50
Creditor Meetings / Statutory Committees	134.40	\$182,325.50
Disclosure Statement / Voting Issues	20.00	\$30,085.00
Employee Matters (General)	49.60	\$73,395.00
Executory Contracts (Personalty)	15.10	\$17,412.00
Financing (DIP and Emergence)	222.90	\$303,463.50
Insurance	10.70	\$14,966.50
Leases (Real Property)	231.60	\$247,427.50
Litigation (General)	58.50	\$95,626.50
Liquidation / Feasibility	64.70	\$90,382.00
Nonworking Travel Time	33.70	\$35,508.50
Regulatory and SEC Matters	118.30	\$157,887.00
Reorganization Plan / Plan Sponsors	123.90	\$191,415.00
Reports and Schedules	5.30	\$6,242.50
Retention / Fee Matters (SASM&F)	404.60	\$394,443.50
Retention / Fee Matters / Objections (Others)	163.90	\$187,323.00
Tax Matters	7.30	\$13,159.00
U.S. Trustee Matters	66.20	\$94,540.00

Project Category	Total Hours	Total Fees
Utilities	32.00	\$35,902.00
Vendor Matters	62.50	\$89,311.00
TOTAL	4620.20	\$6,147,202.50
AGREED REDUCTIONS		(\$85,209.75)
TOTAL FEES		\$6,061,992.75

EXPENSE SUMMARY FOR THE FINAL FEE PERIOD**LL FLOORING HOLDINGS, INC.
(CASE NO. 24-11680 (BLS))****AUGUST 11, 2024 THROUGH DECEMBER 20, 2024**

Expense Category	Total Expenses
Computer Legal Research	\$6,355.70
In-House Reproduction (@ \$.10 per page)	\$236.10
Reproduction-color	\$579.50
Outside Reproduction	\$4,087.75
Outside Research	\$1,513.05
Filing/Court Fees	\$598.00
Court Reporting	\$2,652.19
Out-Of-Town Travel	\$6,706.14
Business Meals	\$1,239.91
Courier & Express Carriers (e.g., Federal Express)	\$396.13
Electronic Document Management	\$1,332.52
UCC Filings and Searches	\$230.00
TOTAL	\$25,926.99
AGREED REDUCTIONS	(\$88.80)
TOTAL EXPENSES	\$25,838.19

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

LL FLOORING HOLDINGS, INC., et al.,

Debtors.¹

Chapter 11

Case No. 24-11680 (BLS)

(Jointly Administered)

Obj. Deadline: February 19, 2025 at 4:00 p.m. (ET)

Hearing Date: February 26, 2025 at 10:00 a.m. (ET)

**COMBINED FOURTH MONTHLY AND
FINAL FEE APPLICATION OF SKADDEN,
ARPS, SLATE, MEAGHER & FLOM LLP, AS
BANKRUPTCY COUNSEL FOR THE DEBTORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
ALL ACTUAL AND NECESSARY EXPENSES FOR (I) THE MONTHLY
PERIOD FROM DECEMBER 1, 2024 THROUGH DECEMBER 20, 2024 AND
(II) THE FINAL FEE PERIOD OF AUGUST 11, 2024 THROUGH DECEMBER 20, 2024**

Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden”), as bankruptcy counsel for the debtors in the above-captioned cases (collectively, the “Debtors”), submits this combined fourth monthly and final fee application (the “Application”) for (i) allowance and approval of compensation for professional services rendered by Skadden to the Debtors and for reimbursement of actual and necessary expenses incurred in connection therewith for the period commencing December 1, 2024 through and including December 20, 2024 (the “Monthly Fee Period”) and (ii) allowance and approval of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection therewith for the final

¹ The Debtors in these chapter 11 cases, along with the last four (4) digits of their respective tax identification numbers, are as follows: LL Flooring Holdings, Inc. (0817); LL Flooring, Inc. (9199); Lumber Liquidators Leasing, LLC (N/A); LL Flooring Services, LLC (5960); and Lumber Liquidators Foreign Holdings, LLC (4568). The address of the Debtors’ corporate headquarters is 4901 Bakers Mill Lane, Richmond, VA 23230.

period from August 11, 2024 through and including December 20, 2024 (the “Final Fee Period”).

In support of this Application, Skadden represents as follows:

BACKGROUND

1. On August 11, 2024 (the “Petition Date”), each Debtor commenced a case by filing a petition for relief under chapter 11 of title 11 the United States Code (the “Bankruptcy Code”). These chapter 11 cases (the “Chapter 11 Cases”) have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

2. On August 21, 2024, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) [Docket No. 116]. No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases.

3. The Company was one of North America’s leading specialty retailers of flooring. The Company carried a wide range of hard-surface floors and carpets in a range of styles and designs, and primarily sold to consumers or flooring focused professionals.

4. Additional factual background regarding the Company, including their business operations, corporate and capital structure, and the events leading up to the filing of these Chapter 11 Cases, is set forth in detail in the *Declaration of Holly Etlin in Support of Chapter 11 Petitions and First Day Papers* [Docket No. 11] (the “First Day Declaration”),² which is incorporated herein by reference.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration and the Plan (as defined below), as applicable.

5. The Debtors sold substantially all of their assets during the Chapter 11 Cases, including through (i) the sale of their Sandston, VA distribution center (the “Sandston DC”) to SNA NE, LLC (such sale, the “Sandston DC Sale”); (ii) the going-concern sale to LumLiQ2, LLC, as purchaser, and F9 Investments, LLC, as guarantor (such sale, the “F9 Sale” and, together with the Sandston DC Sale, the “Sales”); and (iii) the store closing sales (the “Store Closing Sales”) operated by Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC (the “Store Liquidators”). See Docket Nos. 237, 336 & 337. The Sandston DC Sale and the F9 Sale closed on September 30, 2024.

6. On October 16, 2024, the Debtors filed a proposed chapter 11 plan of liquidation [Docket No. 462] to distribute their remaining assets and a related disclosure statement [Docket No. 463]. The Debtors filed an amended chapter 11 plan [Docket No. 527] (as may be amended, modified, or supplemented, the “Plan”) and an amended disclosure statement [Docket No. 528] (as may be amended, modified, or supplemented, the “Disclosure Statement”) on November 4, 2024. The Disclosure Statement was conditionally approved by the Court on November 4, 2024. See Docket No. 532. The Plan was confirmed and final approval of the Disclosure Statement was granted on December 18, 2024. See Docket No. 701 (the “Confirmation Order”). The Plan became effective on December 20, 2024 (the “Effective Date”). See Docket No. 718. Upon the Effective Date, pursuant to the terms of the Plan and Confirmation Order, the LL Flooring Liquidating Trust (the “Trust”) was established, and Steven Balasiano (the “Liquidating Trustee”) was appointed as the trustee and administrator of the Trust.

JURISDICTION AND VENUE

7. This Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding under 28 U.S.C.

§ 157(b). Venue of these Chapter 11 Cases and this Application in this district is proper under 28 U.S.C. §§ 1408 and 1409.

8. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016, Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the U.S. Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Case, effective November 1, 2013 (the “U.S. Trustee Guidelines”); and *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief* [Docket No. 209] (the “Interim Compensation Order”).

9. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final judgment or order by the Court with respect to this Application if it is later determined that the Court would lack Article III jurisdiction to enter such final order or judgment absent the consent of the parties.

PRELIMINARY STATEMENT

10. During the Final Fee Period, Skadden 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.

11. Skadden helped the Debtors in the following achievements:

- (a) facilitated commencement of the Chapter 11 Cases through the filing of five (5) voluntary petitions;
- (b) drafted, reviewed, revised, and coordinated the filing of the Debtors’ First Day Papers and First Day Declaration;

- (c) negotiated the terms of the Debtors' DIP Facility with various stakeholders, including the Debtors' Prepetition ABL Lenders, and obtained interim and final Court approval of the same;
- (d) drafted, reviewed, revised, and coordinated the filing of several other motions and applications, including motions for operational relief and applications for professional retentions;
- (e) prepared and filed the bar date motion;
- (f) negotiated, obtained approval of, and closed the F9 Sale, and drafted, negotiated, and finalized various documents related thereto;
- (g) negotiated, obtained approval of, and closed the Sandston DC Sale, and drafted, negotiated, and finalized various documents related thereto;
- (h) prepared and filed a motion to approve rejection and assumption and assignment procedures for executory contracts and unexpired leases and obtained Court approval of the same; and
- (i) assisted YCST (as defined below) in preparing the Disclosure Statement and Plan and obtaining Court approval of the same.

CASE STATUS SUMMARY

12. During the Final Fee Period, the Debtors and their advisors worked to resolve complex issues in these Chapter 11 Cases. In spite of the complexities of these Chapter 11 Cases, the Debtors, with the assistance of their advisors, accomplished a great deal during the Final Fee Period. For example, with advice from Skadden, the Debtors, among other things: (i) obtained interim and final approval of the DIP Facility and other significant relief that allowed the Debtors to continue to operate in the ordinary course of business while the Debtors conducted sale processes for substantially all of the Debtors' assets; (ii) successfully simultaneously closed the Sales in less than two (2) months—a going-concern sale of substantially all of the Debtors' assets and a sale of the Debtors' most valuable real estate asset—despite not having a stalking horse bidder when these Chapter 11 Cases were commenced, which Sales generated sufficient cash proceeds to enable the Debtors to repay the DIP Facility; (iii) obtained Court approval to

commence the Store Closing Sales and orderly liquidate the Debtors' stores that were not part of the F9 Sale; and (iv) filed and obtained approval of the Plan and Disclosure Statement.

13. Given the Debtors' accomplishments during the Final Fee Period, as advised by Skadden, and the complexities of these Chapter 11 Cases, Skadden submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services Skadden provided to the Debtors during the Final Fee Period are reasonable and appropriate, commensurate with the scale, nature, and complexity of these Chapter 11 Cases and should be approved.

RETENTION OF SKADDEN

14. On August 23, 2024, the Debtors filed the *Application of the Debtors for Entry of an Order (I) Authorizing the Retention and Employment of Skadden, Arps, Slate, Meagher & Flom LLP as Counsel to the Debtors Effective as of the Petition Date and (II) Granting Related Relief* [Docket No. 127] (the "Retention Application"), pursuant to and in accordance with the terms and conditions set forth in that certain engagement letter, dated June 24, 2024 (the "Engagement Agreement"). As of the Petition Date, Skadden was holding, and continues to hold, a retainer in the amount of \$5,381.81 with respect to the Debtors.

15. This Court authorized Skadden's retention as counsel for the Debtors pursuant to the *Order (I) Authorizing the Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP as Counsel to the Debtors Effective as of the Petition Date and (II) Granting Related Relief* [Docket No. 274] (the "Retention Order"), entered on September 11, 2024. The Retention Order, among other things, approved the Engagement Agreement pursuant to sections 327(a) and 329 of the Bankruptcy Code, and authorized the Debtors to employ and retain Skadden as counsel for the Debtors effective as of the Petition Date, in accordance with the Retention Application and the

Retention Order, to perform the services described in the Retention Application and Engagement Agreement attached as Exhibit 1 of Exhibit B of the Retention Application.

DISINTERESTEDNESS OF SKADDEN

16. To the best of the Debtors' knowledge and as disclosed in the *Supplemental Declaration Of Lisa Laukitis In Support Of The Debtors' Application For An Order (I) Authorizing The Employment And Retention Of Skadden, Arps, Slate, Meagher & Flom LLP As Counsel To The Debtors Effective As Of The Petition Date And (II) Granting Related Relief* [Docket No. 262] and the *Corrected Second Supplemental Declaration Of Lisa Laukitis In Support Of The Debtors' Application For An Order (I) Authorizing The Employment And Retention Of Skadden, Arps, Slate, Meagher & Flom LLP As Counsel To The Debtors Effective As Of The Petition Date And (II) Granting Related Relief* [Docket No. 457] (together, the "Laukitis Declarations"), (i) Skadden meets the disinterestedness standard under the Bankruptcy Code and does not hold or represent an interest adverse to the Debtors' estates; and (ii) Skadden has no connection to the Debtors, their creditors, or other parties in interest, except as disclosed in the Laukitis Declarations.

17. Skadden 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 Laukitis Declarations, Skadden disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts.

18. Skadden 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.

INTERIM AND FINAL COMPENSATION PROCEDURES

19. On September 4, 2024, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals retained in the Chapter 11 Cases (the "Interim Compensation Procedures"). The

Interim Compensation Procedures provide, among other things, that on or after the last day of each month following the month for which compensation is sought, each retained professional may file a monthly fee application for interim allowance of its fees earned and expenses incurred during the preceding month. If no objection is filed within twenty-one (21) days of the filing and service of a monthly fee application, the Debtors are authorized and directed to pay the retained professional 80% of the fees and 100% of the expenses requested in the applicable monthly fee application.

20. Additionally, pursuant to the Interim Compensation Procedures, Retained Professionals are required to file final fee applications on or before the deadline set in a confirmed chapter 11 plan or an order of the Court.

21. On December 18, 2024, the Court confirmed the Plan. See Docket No. 701. The confirmed Plan provides that all professionals shall submit a final fee application for services rendered and expenses incurred prior to the Effective Date by no later than forty-five (45) days from the Effective Date.

MONTHLY AND INTERIM FEE REQUESTS

22. In accordance with the Interim Compensation Procedures, Skadden filed the following monthly fee applications (collectively, the “Monthly Fee Applications”) on:

- (a) October 31, 2024 [Docket No. 507], covering the period from August 11, 2024, through September 30, 2024 (the “First Monthly Fee Application”);
- (b) November 27, 2024 [Docket No. 618], covering the period from October 1, 2024, through October 31, 2024 (the “Second Monthly Fee Application”); and
- (c) December 16, 2024 [Docket No. 677], covering the period from November 1, 2024, through November 30, 2024 (the “Third Monthly Fee Application”).

23. No objections were received as to the First Monthly Fee Application, and Skadden professionals filed a certificate of no objection accordingly [Docket No. 507]. On that basis, Skadden received payment for 80% of the fees and 100% of the expenses requested in the First Monthly Fee Application. No objections were received as to the Second Monthly Fee Application, and Skadden professionals filed a certificate of no objection accordingly [Docket No. 709]. On that basis, Skadden received payment for 80% of the fees and 100% of the expenses requested in the Second Monthly Fee Application. No objections were received as to the Third Monthly Fee Application, and Skadden professionals filed a certificate of no objection accordingly [Docket No. 751]. On that basis, Skadden received payment for 80% of the fees and 100% of the expenses requested in the Third Monthly Fee Application.

24. On December 19, 2024, Skadden filed its first interim fee application [Docket No. 711] (the “First Interim Fee Application” and together with the Monthly Fee Applications the “Fee Applications”), seeking allowance of compensation and reimbursement of all actual and necessary expenses for the period August 11, 2024, through November 30, 2024 (the “First Interim Fee Period”). The U.S. Trustee provided informal comments to the Fee Applications, which were resolved by the inclusion of agreed upon language in the corrected order approving, among other things, the First Interim Fee Application, which the Court entered on January 29, 2025 [Docket No. 804] (the “First Interim Fee Order”). Pursuant to the First Interim Fee Order, Skadden was granted interim allowance and approval of \$5,917,591.25 in compensation, including a cumulative 20% holdback amount from the First Interim Fee Period of \$1,115,261.65, for which Skadden has received payment and \$25,515.27 in reimbursement of expenses. These amounts reflect fee and expense reductions of \$85,209.75 and \$88.80, respectively, requested by and agreed to with the U.S. Trustee.

RELIEF REQUESTED

25. By this Application, Skadden requests (i) monthly allowance and approval of (a) compensation for professional services rendered to the Debtors, in the amount of \$115,521.20, which is equal to 80% of the \$144,401.50 in fees for professional services rendered during the Monthly Fee Period, and (b) reimbursement of actual and necessary expenses incurred during the Monthly Fee Period in connection with such services, in the amount of \$322.92, and (ii) final allowance and approval of (a) compensation for professional services rendered during the Final Fee Period in the amount of \$6,061,992.75, including a 20% holdback amount from the Monthly Fee Period of \$28,880.30, and (b) reimbursement of actual and necessary expenses in the amount of \$25,838.19 for the Final Fee Period.

26. Skadden incorporates herein by reference the Monthly Fee Applications, together with the corresponding certificates of no objection.

27. A narrative statement of the services rendered during the Final Fee Period is set forth herein. Fees for services were determined based solely on Skadden professionals' billing rates and hours billed.

28. The fees and expense reimbursement sought in this Application reflect total client accommodations of \$79,692.98 for the Final Fee Period.³

³ Skadden reserves the right to supplement this Application to seek amounts for work performed or expenses incurred during the Final Fee Period but not yet reflected in Skadden's time records or to amend the amounts listed herein and in the monthly fee statements to correct any bookkeeping errors. Skadden has attempted to include all time and expenses relating to the Final Fee Period. However, delays in processing such time and receiving invoices for certain expenses do occur. In the event that a subsequent review reveals that additional professional services have been rendered or expenses have been incurred on behalf of the Debtors during the Final Fee Period, which were not processed by Skadden's accounting system before the filing of this Application, Skadden reserves the right to seek such additional fees and expenses by subsequent application to the Court. Skadden does not waive, and expressly reserves, its right to respond to any objections regarding this Application and the amounts sought for Skadden's services in the Chapter 11 Cases. In the event that any objections to this Application are filed, Skadden reserves the right to seek payment for all or any part of its client accommodations.

29. Skadden has received no promise of payment for professional services rendered or to be rendered in the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code.

BASIS FOR MONTHLY AND FINAL RELIEF

30. Skadden submits that the legal services and advice that it rendered to the Debtors during the Monthly Fee Period and the Final Fee Period were necessary and beneficial to the Debtors, their creditors, and their estates. Throughout the Chapter 11 Cases, Skadden professionals provided a high level of service to the Debtors. Skadden professionals devoted substantial time to researching, drafting, analyzing, negotiating, and resolving numerous issues. Skadden's efforts on behalf of the Debtors assisted the Debtors in consummating a prompt and successful going-concern sale of substantially all of the Debtors' assets and a sale of the Debtor's most valuable real estate asset, maximizing value for their estates and creditors.

31. During the Monthly Fee Period, Skadden attorneys and paraprofessionals devoted a total of 116.00 hours to representing the Debtors in the Chapter 11 Cases, for which Skadden seeks compensation in the amount of \$144,401.50. During the Final Fee Period, including the Monthly Fee Period, Skadden attorneys and paraprofessionals devoted a total of 4,620.20 hours to representing the Debtors in the Chapter 11 Cases, for which Skadden seeks compensation in the amount of \$6,061,992.75, including a 20% holdback amount from the Monthly Fee Period of \$28,880.30. Of the aggregate time expended during the Final Fee Period, 707.00 hours were spent by partners, 2.8 hours were spent by spent by of counsels, 750.00 hours were spent by counsels, 2,812.60 hours were spent by associates and law clerks, and 347.80 hours were spent by client specialists and paraprofessionals. Schedules showing the name and position of each such partner, of counsel, counsel, associate, client specialist, and paraprofessional, together with that person's

practice group, year of admission to the bar (if applicable), hours worked during the Monthly Fee Period and the Final Fee Period, and hourly billing rates, as well as Skadden's blended hourly rates for the Monthly Fee Period and the Final Fee Period, are included in the summary attached to the front of this Application pursuant to Local Bankruptcy Rule 2016-2. A summary of the compensation sought and reimbursements requested during the Monthly Fee Period is attached hereto as **Exhibit A**, and time detail is attached hereto as **Exhibit B**.

32. Skadden also incurred actual and necessary out-of-pocket expenses in the amount of (i) \$322.92 in connection with the rendition of its services on behalf of the Debtors during the Monthly Fee Period and (ii) \$25,838.19 in connection with the rendition of its services on behalf of the Debtors during the Final Fee Period, including the Monthly Fee Period. Schedules showing total expenses during the Monthly Fee Period and the Final Fee Period, respectively, for which reimbursement is sought are included in the summary attached to the front of this Application pursuant to Local Bankruptcy Rule 2016-2. The expense detail for the Monthly Fee Period is attached hereto as **Exhibit C**.

SUMMARY OF SERVICES RENDERED

33. During the Final Fee Period, Skadden worked closely with the Debtors and the Debtors' other professionals to achieve the Debtors' objectives, including consummating the Sales and realizing the resulting maximization of value. The services described herein were directed toward those tasks necessary to fulfill the Debtors' fiduciary and statutory duties and to accomplish the Debtors' objectives. To meet the Debtors' needs, Skadden professionals provided multi-disciplinary services on a daily basis, working nights, weekends, and holidays as necessary, to research, draft, analyze, negotiate, and resolve numerous issues. Throughout this process, certain of the principal Skadden attorneys working on the Chapter 11 Cases were required to devote a substantial portion of their time to this engagement.

34. Following closing of the Sales, certain tasks were allocated to the Debtors' co-counsel, Young Conaway Stargatt & Taylor, LLP ("YCST"), in an effort to efficiently—and less expensively—perform services that did not require Skadden's breadth and depth of experience but that nonetheless needed to be performed as part of the Chapter 11 Cases. Accordingly, Skadden and YCST sought to work with one another to lower overall cost to the estates.

35. Skadden created 26 different matter numbers to which its professionals billed their time.⁴ Skadden kept a contemporaneous record of the time spent rendering services and separated tasks in billing increments of one-tenth of an hour. All of the services performed by Skadden were legal in nature and necessary and appropriate for the effective administration of the Chapter 11 Cases.

36. Skadden devoted approximately 55.8% of its time to the following matters, fees for each of which were greater than \$500,000: (i) Asset Dispositions (General); (ii) Asset Dispositions (Real Property); and (iii) Case Administration.

37. Skadden devoted approximately 11.4% of its time to the following matters, fees for each of which were between \$275,000 and \$500,000: (i) Financing (DIP and Emergence); and (ii) Retention / Fee Matters (SASM&F).

38. Skadden devoted approximately 21.3% of its time to the following matters, fees for each of which were between \$100,000 and \$275,000: (i) Asset Dispositions (Inventory); (ii) Claims Admin. (General); (iii) Creditor Meetings / Statutory Committees; (iv) Leases (Real Property); (v) Regulatory and SEC Matters; (vi) Reorganization Plan / Plan Sponsors; and (vii) Retention / Fee Matters / Objections (Others).

⁴ These matters to which Skadden professionals billed their time during the Final Fee Period are listed in the Compensation by Project Category table above.

39. Skadden devoted approximately 10.7% of its time to the following matters, fees for each of which were between \$25,000 and \$100,000: (i) Business Operations / Strategic Planning; (ii) Disclosure Statement / Voting Issues; (iii) Employee Matters (General); (iv) General Corporate Advice; (v) Liquidation / Feasibility; (vi) Litigation (General); (vii) Nonworking Travel Time; (viii) U.S. Trustee Matters; (ix) Utilities; (x) Vendor Matters.

40. Skadden devoted the remaining approximately 0.8% of its time to the following matters, fees for each of which were less than \$25,000: (i) Executory Contracts (Personalty); (ii) Insurance; (iii) Reports and Schedules; and (iv) Tax Matters.

I. Matters over \$500,000

41. During the Final Fee Period, Skadden professionals devoted significant time to various key matters, each of which had a time value of more than \$500,000. These matters were as follows:

A. Asset Dispositions (General) Amount Sought: \$2,106,767.50

42. During the Final Fee Period, Skadden professionals advised the Debtors and provided services related to the F9 Sale, including extensive negotiations with potential bidders and other key stakeholders, navigating a contested hearing, drafting, revising, negotiating, and finalizing the asset purchase agreement and other supporting documents, and the eventual closing of the F9 Sale.

43. A day after the Petition Date, on August 12, 2024, Skadden professionals prepared and filed the motion for approval of, among other things, proposed bidding procedures for an expedited sale process [Docket No. 44] (the “Bidding Procedures Motion”), which was a culmination of months of a prepetition marketing process conducted shortly prior to the Petition Date, during which the Debtors were not able to find a stalking horse bidder, and extensive

negotiations by the Skadden professionals, along with the Debtors' other advisors, with the DIP ABL Lenders to ensure sufficient funding for the administration of the Chapter 11 Cases and a workable timeline to maximize value of the Debtors. Skadden professionals negotiated and resolved numerous formal and informal objections to the Bidding Procedures Motion, successfully negotiating with several parties including, among others, the U.S. Trustee, the Committee, and the DIP ABL Lenders, and various landlords.

44. The Skadden professionals worked at length to negotiate with the DIP ABL Lenders workable milestones for the sale process included in the Bidding Procedures Motion (the "DIP Milestones"), which included a deadline by which the Debtors were to select a stalking horse bidder, if any. After Skadden professionals advised the Debtors in rigorous negotiations with potential bidders, including F9, but were unable to find a stalking horse bidder by the deadline under the DIP Milestones, on August 30, 2024, the Debtors filed a notice of their intent to pivot to a full liquidation of the Debtors' business (the "Liquidation Pivot") in accordance with the DIP Milestones [Docket No. 168] (the "Liquidation Pivot Notice"), instead of seeking approval of the Bidding Procedures Motion.

45. Following the filing of the Liquidation Pivot Notice, F9 filed an objection to the Liquidation Pivot and submitted a revised bid that provided a significant increase in value to justify further negotiations in an attempt to finalize a going-concern transaction with F9. The Skadden professionals, along with the Debtors' other advisors, expended significant efforts to negotiate with key stakeholders to attain additional time and reach an agreement with F9 for a going concern sale of the Debtors' business, while keeping this Court informed of such progress. As a result, with the tireless assistance of the Skadden professionals and the other advisors, on September 6, 2024, the Debtors finalized and entered into an asset purchase agreement with F9, a mere week

after the filing of the Liquidation Pivot Notice, and filed a notice informing of the same and the Debtors' intent to seek approval of the sale to F9 instead of a full liquidation of the Debtors' business. See Docket No. 232 (the "Sale Notice").

46. Shortly after filing the Sale Notice, the Debtors were approached by Stealth Holdings, LLC ("Stealth"), a former bidder, with a revised bid. Skadden professionals, in conjunction with the Debtors' other advisors and in consultation with the DIP ABL Lenders and the Committee, reviewed and evaluated the two proposals and advised the Debtors on the bids, including regarding the litigation risk inherent to switching buyers at that stage and the net value of the Stealth bid, given the additional time it would take to negotiate with Stealth and the high likelihood of litigation from F9 if the Debtors decided to switch buyers. Ultimately, the Debtors concluded that the marginally higher Stealth bid was not a higher value given the additional time, resources and perceived litigation that switching bids would entail, and upon informing Stealth of their decision, Stealth filed an objection to the Debtors' acceptance of F9's bid [Docket No. 302] (the "Stealth Objection").

47. In anticipation of a contested sale hearing (the "Sale Hearing") on September 16, 2024 to consider the approval of the sale to F9 and the Stealth Objection, the Skadden professionals prepared and filed various filings in support of the F9 Sale, including a reply in support of the F9 Sale and response to the Stealth Objection [Docket No. 329], two declarations in support of the F9 Sale [Docket Nos. 326, 328], a proposed sale order, and various required notices to counterparties to the Debtors' contracts and leases [Docket Nos. 232, 250, 331], all of which were heavily negotiated by the Skadden professionals, with the assistance of the Debtors' other advisors, with various key stakeholders, including the U.S. Trustee, the DIP ABL Lenders, the Committee,

and other creditors. The Skadden professionals also worked with various witnesses to prepare them for the Sale Hearing.

48. Following a full day of a contested hearing at which the Skadden professionals represented the Debtors, this Court overruled the Stealth Objection and approved the F9 Sale [Docket No. 336] (the “F9 Sale Order”). Subsequent to the entry of the F9 Sale Order, the Skadden professionals continued to advise the Debtors in connection with the closing of the F9 Sale, including participating in meetings with F9 and its counsel regarding the closing and related tasks, drafting necessary documentation to effectuate the closing, and advising on the purchase agreement. As a result of these efforts, the F9 Sale closed on September 30, 2024. See Docket No. 387.

49. In connection with this matter, Skadden professionals devoted a total of 1,441.3 hours, for which compensation is sought in the amount of \$2,106,767.50.

B. Asset Dispositions (Real Property)
Amount Sought: \$648,989.50

50. During the Final Fee Period, Skadden professionals advised the Debtors and provided services related to the Sandston DC Sale. Among other tasks, this entailed: (i) complex negotiations with various parties regarding a breakup fee (the “DC Breakup Fee”) for the buyer of the Sandston DC, SNA NE, LLC (the “DC Buyer”); (ii) preparation for a contested hearing regarding the DC Breakup Fee; (iii) communications and negotiations with the U.S. Trustee regarding the DC Breakup Fee; (iv) negotiating and executing a purchase agreement for the Sandston DC Sale; and (v) closing the Sandston DC Sale.

51. Structuring the DC Breakup Fee was challenging, and the Skadden professionals engaged in extensive negotiations with the DC Buyer, the DIP ABL Lenders, the U.S. Trustee, and the Committee. Ultimately, the U.S. Trustee filed an objection to the DC Breakup Fee [Docket

No. 166] arguing, among other things, that granting the DC Breakup Fee was inappropriate because it was not actually necessary to preserve the value of the estate. In anticipation of a contested hearing with respect to the approval of the DC Breakup Fee, Skadden professionals prepared, with the assistance of the Debtors' other advisors, and filed various papers in support of the approval of the DC Breakup Fee [Docket Nos. 172, 173, 190]. Skadden professionals also drafted and negotiated, with the assistance of the other advisors, the purchase agreement and the motion for approval of the Sandston DC Sale [Docket No. 171].

52. At a hearing held on September 4, 2024 for the approval of, among other things, the DC Breakup Fee, the Skadden professionals successfully represented the Debtors and received approval of the DC Breakup Fee from this Court. *See* Docket No. 270. In anticipation of the Sale Hearing, at which this Court considered the approval of the Sandston DC Sale to the DC Buyer, in addition to the approval of the F9 Sale, the Skadden professionals prepared and filed, with the assistance of the other advisors, papers in support of the Sandston DC Sale [Docket Nos. 172, 173].

53. At the Sale Hearing, the Court approved the Sandston DC Sale on an uncontested basis. *See* Docket No. 337. Following the Court's approval, Skadden professionals continued to advise the Debtors in connection with the closing of the Sandston DC Sale, including participating in meetings with the DC Buyer and its counsel with respect to the closing and related tasks, drafting necessary documentation to effectuate the closing, and advising on the purchase agreement. As a result of these efforts, the Sandston DC Sale closed on September 30, 2024, simultaneously with the closing of the F9 Sale. *See* Docket No. 387.

54. In connection with this matter, Skadden professionals devoted a total of 453.4 hours, for which compensation is sought in the amount of \$648,989.50.

C. Case Administration
Amount Sought: \$675,150.00

55. Skadden professionals devoted resources to case administration matters and worked with the Debtors' management and other professionals to ensure that the Debtors conducted their affairs in accordance with the Bankruptcy Code and applicable non-bankruptcy law. Skadden professionals communicated both internally and with the Debtors' management, co-counsel, and other advisors in order to keep the various teams apprised of case developments and reduce expenses by ensuring that professional efforts were not duplicated. Skadden professionals also devoted time coordinating required notices and mailings, preparing case calendars, files, and task lists, and monitoring the Court's docket. Specifically, the Skadden professionals spent significant time: (i) preparing arguments and drafting scripts for hearings; (ii) attending hearings in front of this Court; (iii) corresponding with the Debtors, their advisors, and other Skadden professionals regarding hearings; (iv) drafting and periodically updating the work-in-progress list that served as a master outline of the case; and (v) communicating with the Debtors, their advisors, and other Skadden professionals regarding various issues related to the Chapter 11 Cases.

56. In connection with this matter, Skadden professionals devoted a total of 562.8 hours, for which compensation is sought in the amount of \$675,150.00.

II. Matters Between \$275,000 and \$500,000

57. During the Final Fee Period, Skadden professionals devoted significant time to various key matters, each of which had a time value of between \$250,000 and \$500,000. These matters were as follows:

A. Financing (DIP and Emergence)
Amount Sought: \$303,463.50

58. During the Final Fee Period, Skadden professionals assisted the Debtors and provided services in connection with negotiating, drafting, and finalizing the terms of the DIP Facility and various documents related thereto, including the DIP Motion (as defined below), to ensure sufficient funding would be available to administer these Chapter 11 Cases, operate the Debtors' business in the ordinary course of business, and concurrently run sale processes for the Debtors' business and the Sandston DC.

59. On the Petition Date, Skadden professionals prepared and filed the motion for approval of the DIP Facility [Docket No. 16] ("DIP Motion"). In connection with the approval of the DIP Motion on an interim and final basis, Skadden professionals prepared and filed, with the assistance of Houlihan Lokey, a declaration in support of the approval of the DIP Motion [Docket No. 17]. Skadden professionals also drafted, negotiated, revised, and finalized all documentation related to the DIP Facility, with the assistance of the Debtors and their other professionals.

60. In light of all the developments relating to the Sales, as discussed above, the Skadden professionals conducted extensive and complicated negotiations with the DIP ABL Lenders to successfully amend the DIP Milestones and provide the Debtors more time to pursue a going-concern sale to maximize value for all stakeholders, which resulted in the approval and consummation of the F9 Sale. As a result of the efforts of the Skadden professionals, as well as the Debtors' other advisors, this Court approved the DIP Motion on an interim and final basis [Docket Nos. 75, 219].

61. In addition to the foregoing efforts, Skadden professionals coordinated closely with the Debtors, the Debtors' other advisors, and the advisors to the DIP ABL Lenders to ensure that

the terms of, and obligations under, the DIP Facility were adhered to during the course of these Chapter 11 Cases.

62. In connection with this matter, Skadden professionals devoted a total of 222.9 hours, for which compensation is sought in the amount of \$303,463.50.

B. Retention / Fee Matters (SASM&F)
Amount Sought: \$394,443.50

63. In connection with these Chapter 11 Cases and in compliance with the Bankruptcy Code and Bankruptcy Rules, Skadden professionals (i) prepared and filed the Retention Application, (ii) prepared and filed the Monthly Fee Applications and the First Interim Fee Application, (iii) prepared a Skadden budget and fee statement, and (iv) conducted an extensive conflicts checking process. Skadden professionals also conducted further queries of Skadden's client database during the Final Fee Period to identify relevant relationships to the Debtors, their affiliates, and other parties-in-interest.

64. In connection with this matter, Skadden professionals devoted a total of 404.6 hours, for which compensation is sought in the amount of \$394,443.50.

III. Matters Between \$100,000 and \$275,000

65. During the Final Fee Period, Skadden professionals devoted significant time to various key matters, each of which had a time value of between \$100,000 and \$275,000. These matters were as follows:

A. Asset Dispositions (Inventory)
Amount Sought: \$115,390.00

66. During the Final Fee Period, Skadden professionals provided services related to the Debtors' store closing and retail liquidation process, including spending time researching related complex issues, engaging in various discussions regarding the various liquidation bids, and drafting the related bankruptcy filings. Specifically, the Skadden professionals spent time:

(i) advising on the liquidation bids from prospective liquidators, in conjunction with the Debtors' other advisors; (ii) drafting, negotiating, and filing the motion for approval of, among other things, the procedures governing the Store Closing Sales and the agreement with the Store Liquidators [Docket No. 15] (the "Store Closing Motion"), and all documents related thereto, including notices, proposed orders, etc.; (iii) negotiating with and resolving objections from landlords and other parties-in-interest to the Store Closing Motion; and (iv) communicating with various interested parties, including F9, the Committee, the U.S. Trustee, the DIP ABL Lenders, and the landlord parties regarding the Store Closing Sales and related issues.

67. In connection with this matter, Skadden professionals devoted a total of 96.1 hours, for which compensation is sought in the amount of \$115,390.00.

B. Claims Admin. (General)
Amount Sought: \$228,510.50

68. During the Final Fee Period, Skadden professionals spent time on matters related to claims. Specifically, the Skadden professionals spent significant time: (i) reviewing and responding to inbound creditor inquiries; (ii) researching and analyzing case law related to claims under section 503(b)(9) of the Bankruptcy Code; (iii) researching and analyzing warranty-related issues; (iv) researching and analyzing bar date issues; (v) researching issues related to administrative expense claims; (vi) drafting and filing the motion for approval of the various bar dates [Docket No. 338]; and (vii) corresponding internally regarding various claims-related issues.

69. In connection with this matter, Skadden professionals devoted a total of 167.3 hours, for which compensation is sought in the amount of \$228,510.50.

C. Creditor Meetings / Statutory Committees
Amount Sought: \$182,325.50

70. During the Final Fee Period, Skadden professionals worked with the Committee's advisors to negotiate and ultimately reach resolutions on various complex issues in these Chapter

11 Cases, including issues related to the DIP Facility, the Bidding Procedures Motion, the Sales, unexpired leases and executory contracts, and various other issues. In connection therewith, Skadden professionals, along with the Debtors' other advisors, prepared for and attended numerous meetings with the Committee's professionals and responded to various information requests.

71. In connection with this matter, Skadden professionals devoted a total of 134.4 hours, for which compensation is sought in the amount of \$182,325.50.

D. Leases (Real Property)
Amount Sought: \$247,427.50

72. During the Final Fee Period, Skadden professionals examined issues and provided services related to the Debtors' unexpired real property leases. Skadden professionals spent time researching, analyzing, renegotiating, and discussing with the Debtors and their other advisors regarding various lease-related issues, including, among other things, potential rejection, assumption or assumption and assignment of certain leases. Specifically, the Skadden professionals spent significant time: (i) communicating and negotiating with various landlord parties regarding the Debtors' lease obligations; (ii) advising the Debtors with respect to their rights and obligations under their unexpired leases under relevant bankruptcy and non-bankruptcy law, including with respect to assumption and assignment; (iii) researching and analyzing issues related thereto; (iv) coordinating with the Debtors, landlords, and various other counterparties regarding treatment of unexpired leases, including cure amounts; and (v) drafting, revising and negotiating with various stakeholders, including the Committee, the U.S. Trustee, the DIP ABL Lenders, and certain landlord parties regarding the Debtors' motion for approval of, among other things, rejection of certain leases and procedures for assumption, rejection of contracts and leases [Docket No. 119].

73. In connection with this matter, Skadden professionals devoted a total of 231.6 hours, for which compensation is sought in the amount of \$247,427.50.

E. Regulatory and SEC Matters
Amount Sought: \$157,887.00

74. Skadden professionals spent time assisting the Debtors with various regulatory matters. In particular, Skadden professionals analyzed and provided advice to the Debtors regarding various securities filings, press releases, and securities law issues.

75. In connection with this matter, Skadden professionals devoted a total of 118.3 hours, for which compensation is sought in the amount of \$157,887.00.

F. Reorganization Plan / Plan Sponsors
Amount Sought: \$191,415.00

76. During the Final Fee Period, Skadden professionals examined issues and provided services related to the Plan, including researching, analyzing, and communicating with various parties regarding the Plan. Specifically, the Skadden professionals spent time: (i) corresponding internally and with the Debtors, YCST, the Debtors' other advisors, and the Committee regarding the viability of a chapter 11 plan and the timeline for a plan process; (ii) drafting and revising the plan timeline; (iii) reviewing and commenting on the Plan drafted by YCST; (vii) analyzing issues related to third party releases; and (viii) assisting YCST in preparing for, and attending, the hearing for the final approval of the Disclosure Statement and confirmation of the Plan, including reviewing and commenting on the Confirmation Order drafted by YCST.

77. In connection with this matter, Skadden professionals devoted a total of 123.9 hours, for which compensation is sought in the amount of \$191,415.00.

G. Retention / Fee Matters / Objections (Others)
Amount Sought: \$187,323.00

78. During the Final Fee Period, Skadden professionals assisted in preparing, reviewing, and filing (i) retention applications for certain of the Debtors' other professionals, including with respect to the Debtors' financial advisor, investment banker, and claims and noticing agent; (ii) a motion for approval to retain certain of the Debtors' non-bankruptcy professionals in the ordinary course; and (iii) the motion to approve the Interim Compensation Procedures [Docket No. 118].

79. In connection with this matter, Skadden professionals devoted a total of 163.9 hours, for which compensation is sought in the amount of \$187,323.00.

IV. Matters Between \$25,000 and \$100,000

80. During the Final Fee Period, Skadden professionals devoted significant time to various key matters, each of which had a time value of between \$25,000 and \$100,000. These matters were as follows:

A. Business Operations / Strategic Planning
Amount Sought: \$45,632.00

81. During the Final Fee Period, Skadden professionals spent time on many matters related to the Debtors' business operations, such as various customer programs, as well as strategic planning relating to the Chapter 11 Cases, including collaborating with the Debtors' management team and other advisors to develop strategies for various contingencies and keeping various teams apprised of new developments.

82. In connection with this matter, Skadden professionals devoted a total of 36.1 hours, for which compensation is sought in the amount of \$45,632.00.

B. Disclosure Statement / Voting Issues
Amount Sought: \$30,085.00

83. During the Final Fee Period, Skadden professionals assisted and advised the Debtors with respect to various issues related to the Disclosure Statement and the solicitation process, including reviewing and commenting on the Disclosure Statement, liquidation analysis, and related documents drafted by YCST.

84. In connection with this matter, Skadden professionals devoted a total of 20.0 hours, for which compensation is sought in the amount of \$30,085.00.

C. Employee Matters (General)
Amount Sought: \$73,395.00

85. During the Final Fee Period, Skadden professionals examined issues related to certain employee matters. Specifically, the Skadden professionals spent time: (i) communicating internally and with the Debtors' other advisors regarding wages, bonuses, severance, paid time off, etc.; (ii) preparing and filing papers related to the Debtors' motion for approval of, among other things, employee compensation and benefits programs; and (iii) reviewing and analyzing employee-related issues in the purchase agreement for the F9 Sale.

86. In connection with this matter, Skadden professionals devoted a total of 49.6 hours, for which compensation is sought in the amount of \$73,395.00.

D. General Corporate Advice
Amount Sought: \$65,948.00

87. During the Final Fee Period, Skadden professionals assisted and advised the Debtors with respect to various corporate governance matters. This included time spent: (i) preparing and reviewing board materials, including presentations, resolutions, and minutes; (ii) preparing for Board meetings; and (iii) attending and presenting at Board meetings.

88. In connection with this matter, Skadden professionals devoted a total of 38.0 hours, for which compensation is sought in the amount of \$65,948.00.

E. Liquidation / Feasibility
Amount Sought: \$90,382.00

89. During the Final Fee Period, Skadden professionals examined issues related to the Debtors' initial pivot to full liquidation of the Debtors' business prior to reaching an agreement with F9 and pursuing the F9 Sale. Specifically, the Skadden professionals spent time: (i) drafting and revising the Liquidation Pivot Notice and the declarations in support thereof [Docket Nos. 191, 192]; (ii) researching and analyzing evidentiary issues related to the Liquidation Pivot; and (iii) communicating internally and with other advisors, regarding the Liquidation Pivot.

90. In connection with this matter, Skadden professionals devoted a total of 64.7 hours, for which compensation is sought in the amount of \$90,382.00.

F. Litigation (General)
Amount Sought: \$95,626.50

91. During the Final Fee Period, Skadden professionals spent time preparing for actual and threatened prepetition and postpetition litigation matters. Among other things, Skadden professionals prepared the Debtors' witnesses with respect to the first-day relief and relief sought in various orders in advance of the hearings to consider the same. Additionally, the Skadden professionals responded to discovery requests and produced documents.

92. In connection with this matter, Skadden professionals devoted a total of 58.5 hours, for which compensation is sought in the amount of \$95,626.50.

G. Nonworking Travel Time
Amount Sought: \$35,508.50

93. The Debtors retained an engagement team of Skadden professionals based in New York and Delaware. Skadden professionals based in New York traveled as necessary for hearings

in Wilmington, Delaware. Skadden professionals who spent time traveling, but not otherwise working, allocated their time to this billing category, which, as reflected in the tables above, was billed at 50% of standard hourly rates.

94. In connection with this matter, Skadden professionals devoted a total of 33.7 hours, for which compensation is sought in the amount of \$35,508.50.

H. U.S. Trustee Matters
Amount Sought: \$94,540.00

95. During the Final Fee Period, Skadden professionals spent time coordinating with the U.S. Trustee regarding various relief sought in the Chapter 11 Cases, including sharing drafts of proposed pleadings, reviewing comments, corresponding regarding informal and formal objections, and preparing for the statutory meeting of creditors.

96. In connection with this matter, Skadden professionals devoted a total of 66.2 hours, for which compensation is sought in the amount of \$94,540.00.

I. Utilities
Amount Sought: \$35,902.00

97. During the Final Fee Period, Skadden professionals assisted and advised the Debtors with respect to various utilities issues. This included: (i) corresponding with various utility providers and their counsel regarding, among other things, resolution of adequate assurance requests and billing-related issues; and (ii) corresponding internally and with the Debtors' other advisors regarding utilities-related issues, including, among other things, issues with service and billing.

98. In connection with this matter, Skadden professionals devoted a total of 32.0 hours, for which compensation is sought in the amount of \$35,902.00.

J. Vendor Matters
Amount Sought: \$89,311.00

99. During the Final Fee Period, Skadden professionals examined issues and provided services related to vendors issues. Specifically, the Skadden professionals spent time: (i) communicating internally and with vendors and other advisors regarding vendor-related issues, including with respect to critical vendor status, payment of prepetition claims, and issues relating to administrative expense claims; (ii) researching and analyzing case law and other materials related to potential vendor and shipping disputes, including with respect to potential administrative expense claims of vendors; (iii) drafting and filing papers relating to the Debtors' motion for approval of, among others, critical vendor status; and (iv) preparing demand letters related to vendor disputes.

100. In connection with this matter, Skadden professionals devoted a total of 62.5 hours, for which compensation is sought in the amount of \$89,311.00.

V. Matters under \$25,000

101. During the Final Fee Period, Skadden professionals also devoted time to other matters that had a time value of less than \$25,000. These matters were as follows: (i) Executory Contracts (Personalty); (ii) Insurance; (iii) Reports and Schedules; and (iv) Tax Matters.

REASONABLENESS OF FEES AND DISBURSEMENTS

102. Bankruptcy Code section 330 authorizes the Court to award "reasonable compensation for actual, necessary services rendered by the . . . professional person." 11 U.S.C. § 330. In order to evaluate a request for allowance of fees by a professional person, a court must determine whether the services rendered were actual and necessary and the fees requested are reasonable. Skadden respectfully submits that its request for final award of compensation for the Final Fee Period satisfies that standard.

103. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested herein by Skadden is fair and reasonable in light of: (i) the nature and complexity of the Chapter 11 Cases; (ii) the time and labor required to effectively represent the Debtors; (iii) the nature and extent of the services rendered; (iv) Skadden's experience, reputation, and ability; (v) the value of Skadden's services; and (vi) the cost of comparable services outside of cases under the Bankruptcy Code.

I. Nature and Complexity of the Chapter 11 Cases, Time and Labor Involved, and Extent of Services Rendered

104. As discussed herein, the Chapter 11 Cases were complex and presented a unique set of circumstances, with a very condensed timeline to achieve the goals with which the Debtors commenced these Chapter 11 Cases. The nature and complexity of the Chapter 11 Cases required Skadden to develop case management and staffing solutions to enhance efficiency. Skadden assisted the Debtors by employing a streamlined case management structure that generally consisted of small, core teams and assigned discrete tasks to other attorneys, all with the goal of avoiding duplicative and unnecessary work. Moreover, Skadden's efforts were important in promptly and consensually resolving the vast majority of disputes that arose during the Final Fee Period and in preserving value. Indeed, Skadden and the Debtors' other professionals were able to secure a successful going concern sale of substantially all of the Debtors' assets as well as a sale of the Debtors' most valuable real estate asset in an incredibly short timeframe, maximizing value for the Debtors' estates and creditors.

105. Given the complexity of the Chapter 11 Cases, the expedited timetable involved, and the variety of issues that arose in the Chapter 11 Cases, there were circumstances where a number of Skadden professionals had to be present at, and to participate in, discussions, negotiations, team meetings, and court hearings. Skadden believes that it has, through the

narratives contained in this Application and the time entries attached to each of the previously filed Monthly Fee Applications, articulated specific reasons for attendance and participation by multiple attorneys on such occasions.

II. Experience of Skadden

106. The experience of Skadden also benefited the Debtors' estates. Skadden is among the world's largest, most experienced firms. Skadden's restructuring attorneys and attorneys from other practice areas have extensive knowledge and experience in dealing with the fast-paced needs of similar chapter 11 cases. Accordingly, Skadden's depth of experience in chapter 11 matters ensured that pressing matters were addressed promptly.

107. In addition, Skadden's representation of the Company dates back to August 2016, when Skadden was retained to advise the Company's board of directors in connection with specific governance and possible transactional matters. Since that time, Skadden has represented the Company in a variety of transactional, governance, and benefits matters. Because Skadden has worked closely with the Company on a variety of matters over the past several years, Skadden developed a wealth of institutional knowledge about the Company's capital structure, governance, financing documents, and other material agreements. Additionally, due to Skadden's working history with the Company, Skadden is familiar with the Company's business affairs and many of the potential legal issues that have arisen in the context of these Chapter 11 Cases. Skadden's understanding of the Company was critical in the progression of these Chapter 11 Cases.

III. Comparable Services

108. An award of compensation also must be based on the cost of comparable services other than in a case under the Bankruptcy Code. Skadden's rates are consistent with rate structures charged to other clients in bankruptcy and non-bankruptcy matters and with customary compensation charged by comparably skilled practitioners in non-bankruptcy engagements.

Disclosures related to Skadden's rate structure are attached hereto as **Exhibit D**. Moreover, Skadden's rate structure was disclosed clearly in its Retention Application, which the Court approved. The amounts sought by Skadden are consistent with the fees, charges, and disbursements incurred in other chapter 11 cases of similar size, complexity, and duration by Skadden and its peer firms. Accordingly, the cost of comparable services supports the Application, and the services performed during the Final Fee Period warrants the allowance of compensation, particularly in view of the results achieved.

BUDGET AND STAFFING PLAN

109. Attached hereto as **Exhibit D** is a summary of blended hourly rates for Firm timekeepers who billed to (a) non-bankruptcy matters and (b) the Debtors.

110. Attached hereto as **Exhibit E** is Skadden's staffing plan for the Final Fee Period.

111. Attached hereto as **Exhibit F** is a budget for Skadden for the Final Fee Period.

ALLOWANCE OF COMPENSATION

112. Because of the benefits realized by the Debtors, the nature of the Chapter 11 Cases, the standing at the bar of the attorneys who have rendered services, the amount of work done, the time consumed, the skill required, and the contingent nature of the compensation, Skadden requests (i) monthly allowance and approval of compensation for professional services rendered to the Debtors, in the amount of \$115,521.20, which is equal to 80% of the \$144,401.50 in fees for professional services rendered during the Monthly Fee Period, and (ii) final allowance and approval of compensation for professional services rendered during the Final Fee Period in the amount of \$6,061,992.75, including a 20% holdback amount from the Monthly Fee Period of \$28,880.30. Complete descriptions of the time detail for services rendered by Skadden professionals during the First Interim Fee Period are attached as exhibits to each of the previously filed Monthly Fee Applications. As stated above, a summary of compensation sought and

reimbursements requested for the Monthly Fee Period is attached hereto as **Exhibit A**, a time detail for the Monthly Fee Period is attached hereto as **Exhibit B**, and tables summarizing the compensation sought for the Monthly Fee Period and Final Fee Period are included at the front of this Application.

113. Other than among Skadden and its affiliated law practices and their members, no agreements or understandings exist between Skadden and any other person or persons for the sharing of compensation received, or to be received, for professional services rendered in or in connection with the Chapter 11 Cases, nor will any such agreements or understandings be made except as permitted pursuant to section 504(b)(1) of the Bankruptcy Code.

REIMBURSEMENT OF EXPENSES

114. Consistent with the Firm's policy with respect to its other clients, Skadden is seeking reimbursement for charges and disbursements incurred as out-of-pocket expenses in the rendition of necessary services to the Debtors and their estates. These charges and disbursements include, among other things, costs for telephone charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, secretary of state and government filing fees, and fees related to hearings.

115. Complete descriptions of each expense incurred during the First Interim Fee Period are attached as exhibits to each of the previously filed Monthly Fee Applications. Complete descriptions of each expense incurred during the Monthly Fee Period is attached hereto as **Exhibit C**, and tables summarizing the expenses for the Monthly Fee Period and Final Fee Period are included at the front of this Application. Skadden's policies require all attorneys to retain and submit for review receipts and invoices for all disbursements incurred through outside vendors. Skadden maintains all receipts and invoices related to each client's disbursement account in a central storage facility, and these records can be produced upon request.

116. Skadden seeks (i) monthly allowance and approval of reimbursement of actual and necessary expenses incurred during the Monthly Fee Period in connection with such services, in the amount of \$322.92, and (ii) final allowance and approval of reimbursement of actual and necessary expenses in the amount of \$25,838.19 for the Final Fee Period.

NOTICE

117. Notice of this Application will be given to: (i) the U.S. Trustee; (ii) the parties included on the Debtors' consolidated list of their thirty (30) largest unsecured creditors; (iii) the Internal Revenue Service; (iv) the Securities and Exchange Commission; (v) the Office of the United States Attorney for the District of Delaware; (vi) counsel to the DIP ABL Agent and the Prepetition ABL Agent; (vii) counsel to the Liquidating Trustee; (viii) any party that has requested notice pursuant to Bankruptcy Rule 2002; and (ix) all parties entitled to notice pursuant to Local Rules 2002-1(b) and 9013-1(m). The Debtors submit that no other or further notice is required.

NO PRIOR REQUEST

118. No previous request for the relief sought herein has been made to this Court or any other court.

CONCLUSION

119. Skadden respectfully requests that this Court enter an order granting (i) monthly allowance and approval of (a) compensation for professional services rendered to the Debtors, in the amount of \$115,521.20, which is equal to 80% of the \$144,401.50 in fees for professional services rendered during the Monthly Fee Period, and (b) reimbursement of actual and necessary expenses incurred during the Monthly Fee Period in connection with such services, in the amount of \$322.92, (ii) final allowance and approval of (a) compensation for professional services rendered during the Final Fee Period in the amount of \$6,061,992.75, including a 20% holdback amount from the Monthly Fee Period of \$28,880.30, and (b) reimbursement of actual and

necessary expenses in the amount of \$25,838.19 for the Final Fee Period, and (iii) such other and further relief as may be just and proper.

Dated: January 29, 2025
Wilmington, Delaware

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Joseph O. Larkin

Joseph O. Larkin (I.D. No. 4883)

Jason M. Liberi (I.D. No. 4425)

One Rodney Square

920 N. King Street

Wilmington, Delaware 19801

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- and -

Shana A. Elberg (admitted *pro hac vice*)

Elizabeth M. Downing (admitted *pro hac vice*)

Angeline J. Hwang (admitted *pro hac vice*)

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Shana.Elberg@skadden.com

Elizabeth.Downing@skadden.com

Angeline.Hwang@skadden.com

Co-Counsel to Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

LL FLOORING HOLDINGS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11680 (BLS)

(Jointly Administered)

DECLARATION OF SHANA A. ELBERG

I, Shana A. Elberg, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am a partner of Skadden² which maintains offices for the practice of law at, among other locations, One Manhattan West, New York, New York 10001, and 920 North King Street, Wilmington, Delaware 19801. I am admitted in, practicing in, and a member in good standing of the bar of the State of New York, and I have been admitted *pro hac vice* to appear before the United States Bankruptcy Court for the District of Delaware in the above-captioned cases.

2. I personally performed legal services rendered by Skadden as counsel to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the attorneys and other persons in the Firm.

3. I reviewed the Application, and the facts set forth therein are true and correct to the best of my knowledge, information, and belief. Moreover, I reviewed Local Rule 2016-2 and

¹ The Debtors in these chapter 11 cases, along with the last four (4) digits of their respective tax identification numbers, are as follows: LL Flooring Holdings, Inc. (0817); LL Flooring, Inc. (9199); Lumber Liquidators Leasing, LLC (N/A); LL Flooring Services, LLC (5960); and Lumber Liquidators Foreign Holdings, LLC (4568). The address of the Debtors' corporate headquarters is 4901 Bakers Mill Lane, Richmond, VA 23230.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

submit that the Application complies with such rule. However, to the extent that the Application does not comply in all respects with such rule, I believe that such deviations are not material.

Disclosures Pursuant to the Revised U.S. Trustee Guidelines

4. The Court authorized the Debtors to retain Skadden as its attorneys in the Chapter 11 Cases pursuant to the Retention Order entered on September 11, 2024.

5. Skadden discussed its rates, fees, and staffing with the Debtors at the outset of this case. Further, Skadden provided the Debtors with a budget in connection with the Debtors' cash-flow projections and discussed staffing and fees with the Debtors throughout these Chapter 11 Cases.

6. Skadden voluntarily reduced its fees and expenses for the Final Fee Period by more than \$85,000 before filing the Monthly Fee Applications.

7. In accordance with the U.S. Trustee Guidelines, Skadden responds to the questions identified therein as follows:

- a. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Final Fee Period? If so, please explain.
 - The sole variation from the Firm's standard rates is a discount applied to M&A partner Richard Grossman's hourly rate, which remains frozen at the 2023 level of \$2,050 for the duration of the Engagement Agreement.
- b. If the fees sought in this Application as compared to the fees budgeted for the time period covered by this Application are higher by 10% or more, did you discuss the reasons for the variation with the client?
 - N/A.
- c. Have any of the professionals included in this Application varied their hourly rate based on the geographic location of the bankruptcy cases?
 - No.

- d. Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (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.). If so, please quantify by hours and fees.
 - Any time expended for such matters during the Final Fee Period is included under task code 0033.
- e. Does this Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.
 - No.
- f. Does this Application include any rate increases since retention?
 - The Application does not include any rate increases. Skadden implements firm-wide step increases to reflect class on class progression and promotions of certain Skadden professionals. These increases constituted annual “step increases,” as defined in section B.2.d of the U.S. Trustee Guidelines, determined by Skadden in the ordinary course regarding attorneys and other billers throughout the firm due to advancing seniority and promotion. Pursuant to the U.S. Trustee Guidelines, such “step increases” do not constitute “rate increases.”

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

Dated: January 29, 2025
New York, New York

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP

/s/ Shana A. Elberg
Shana A. Elberg
One Manhattan West

New York, New York 10001
Telephone: (212) 735-3000
Fax: (212) 735-2000
Shana.Elberg@skadden.com

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

LL FLOORING HOLDINGS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11680 (BLS)

(Jointly Administered)

Obj. Deadline: February 19, 2025 at 4:00 p.m. (ET)

Hearing Date: February 26, 2025 at 10:00 a.m. (ET)

NOTICE OF COMBINED FOURTH
MONTHLY AND FINAL FEE APPLICATION
OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM
LLP, AS BANKRUPTCY COUNSEL FOR THE DEBTORS,
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
ALL ACTUAL AND NECESSARY EXPENSES FOR (I) THE MONTHLY
PERIOD FROM DECEMBER 1, 2024 THROUGH DECEMBER 20, 2024 AND
(II) THE FINAL FEE PERIOD OF AUGUST 11, 2024 THROUGH DECEMBER 20, 2024

PLEASE TAKE NOTICE that Skadden, Arps, Slate, Meagher & Flom LLP filed the *Combined Fourth Monthly And Final Fee Application Of Skadden, Arps, Slate, Meagher & Flom LLP As Bankruptcy Counsel For The Debtors For Allowance Of Compensation And Reimbursement Of All Actual And Necessary Expenses For (I) The Monthly Period From December 1, 2024 Through December 20, 2024 and (II) The Final Fee Period Of August 11, 2024 Through December 20, 2024* (the “Application”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application or the relief requested therein must be made in accordance with the *Second Amended Joint Chapter 11 Plan of Liquidation for LL Flooring Holdings, Inc. and Its Affiliated Debtors* [Docket No. 668] (the “Plan”), and filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served so as to be received on or before **4:00 p.m. (prevailing Eastern Time) on February 19, 2025** (the “Objection Deadline”). Objections, if any, must be served upon each of the following parties: (i) the Debtors, c/o LL Flooring Holdings, Inc., 4901 Bakers Mill Lane, Richmond, VA 23230; (ii) counsel to the Debtors, (a) Skadden, Arps, Slate, Meagher & Flom LLP, 920 North King Street, Wilmington, Delaware 19801, Attn.: Joseph O. Larkin, Esq. (Joseph.Larkin@skadden.com) and Jason M. Liberi, Esq. (Jason.Liberi@skadden.com), and One Manhattan West, New York, New York 10001, Attn.: Shana A. Elberg, Esq. (Shana.Elberg@skadden.com), Elizabeth M. Downing, Esq.

¹ The Debtors in these chapter 11 cases, along with the last four (4) digits of their respective tax identification numbers, are as follows: LL Flooring Holdings, Inc. (0817); LL Flooring, Inc. (9199); Lumber Liquidators Leasing, LLC (N/A); LL Flooring Services, LLC (5960); and Lumber Liquidators Foreign Holdings, LLC (4568). The address of the Debtors’ corporate headquarters is 4901 Bakers Mill Lane, Richmond, VA 23230.

(Elizabeth.Downing@skadden.com), and Angeline J. Hwang, Esq. (Angeline.Hwang@skadden.com) and (b) Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware 19801, Attn.: Edmon L. Morton (emorton@ycst.com), Elizabeth S. Justison (ejustison@ycst.com), and S. Alexander Faris (afaris@ycst.com); (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn.: Rosa Sierra-Fox, Esq. (rosa.sierra-fox@usdoj.gov); (iv) counsel to the DIP ABL Agent and the Prepetition ABL Agent, (a) Morgan Lewis & Bockius LLP, One Federal Street, Boston, Massachusetts 02110, Attn.: Christopher L. Carter, Esq. (christopher.carter@morganlewis.com) and (b) Reed Smith LLP, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801, Attn.: Kurt E. Gwynne, Esq. (KGwynne@ReedSmith.com); and (v) counsel to the Official Committee of Unsecured Creditors, Cole Schotz, P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn.: Justin R. Alberto, Esq. (jalberto@coleschotz.com), Patrick J. Reilly, Esq. (preilly@coleschotz.com), Stacy L. Newman, Esq. (snewman@coleschotz.com), Michael E. Fitzpatrick, Esq. (mfitzpatrick@coleschotz.com), and Jack M. Dougherty, Esq. (jdougherty@coleschotz.com).

PLEASE TAKE FURTHER NOTICE that a hearing (“Hearing”) on the Application will be held on **February 26, 2025, at 10:00 a.m. (prevailing Eastern Time)**, before the Honorable Brendan L. Shannon, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801 (the “Bankruptcy Court”). Only objections made in writing and timely filed and received will be considered by the Bankruptcy Court at such Hearing.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED AND RECEIVED IN ACCORDANCE WITH THE PLAN, THE RELIEF REQUESTED IN THE APPLICATION MAY BE GRANTED WITHOUT FURTHER NOTICE OR HEARING.

[Remainder of Page Intentionally Left Blank]

Dated: January 29, 2025
Wilmington, Delaware

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Joseph O. Larkin

Joseph O. Larkin (I.D. No. 4883)

Jason M. Liberi (I.D. No. 4425)

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Angeline.Hwang@skadden.com

Co-Counsel to Debtors and Debtors in Possession

EXHIBIT A

Summary of Compensation and Reimbursements

**Skadden, Arps, Slate,
Meagher & Flom LLP
and affiliates**

LL Flooring Holdings, Inc.
4901 Bakers Mill Lane
Richmond, Virginia 23230

January 29, 2025
Bill No.: 2016489

TIN: 13-1777230

PLEASE REMIT TO:			
<u>By Check:</u>	SASM&F LLP P.O. Box 1764 White Plains, NY 10602	<u>By Wire:</u>	<u>In US Dollars to:</u> Citibank, N.A., New York A.B.A. Number: 021000089 Swift Code: CITIUS33 or CITIUS33XXX For Credit To Account: 30060143 Reference Bill No.: 2016489
If you receive a request, via email or otherwise, to change our remittance account information, please verify that this is our intent by contacting your Skadden contact.			

Invoice # 2016489

Re: Corporate Advice, Financing and Special Projects

FOR PROFESSIONAL SERVICES RENDERED
through December 20, 2024

For General Corporate Advice	\$	1,272.00
Less Fee Accommodation	(	0.00)
		1,272.00

Charges and Disbursements

Total Disbursements		0
	\$	1,272.00

PAYMENT DUE UPON RECEIPT.

MAY INCLUDE PROFESSIONAL SERVICES, CHARGES AND DISBURSEMENTS FROM AFFILIATES.



* B L 2 0 1 6 4 8 9 *

B43E

LL Flooring Holdings, Inc.
 Monthly Omnibus Statement (December, 2024)
 January 29, 2025 - Summary Page 2

For Case Administration	\$	3,436.00
Less Fee Accommodation	(	0.00)
		3,436.00

Charges and Disbursements

Electronic Document Management.....	\$	-3.68
Reproduction and Document Preparation		26.00
Travel Expenses.....		300.60

Total Disbursements		322.92
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	\$	3,758.92
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For Claims Admin. (General)	\$	2,642.00
Less Fee Accommodation	(	137.50)
		2,504.50

Charges and Disbursements

Total Disbursements		0
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	\$	2,504.50
--	----	----------

For Creditor Meetings / Statutory Committees ..	\$	225.00
Less Fee Accommodation	(	225.00)
		0.00

Charges and Disbursements

Total Disbursements		0
---------------------------	--	---

	\$	0.00
--	----	------

LL Flooring Holdings, Inc.
Monthly Omnibus Statement (December, 2024)
January 29, 2025 - Summary Page 3

For Executory Contracts (Personalty)	\$	424.00
Less Fee Accommodation	(	<u>0.00</u>)
		424.00

Charges and Disbursements

Total Disbursements		<u>0</u>
	\$	424.00

For Leases (Real Property)	\$	424.00
Less Fee Accommodation	(	<u>0.00</u>)
		424.00

Charges and Disbursements

Total Disbursements		<u>0</u>
	\$	424.00

For Nonworking Travel Time	\$	12,720.00
Less Fee Accommodation	(	<u>6,360.00</u>)
		6,360.00

Charges and Disbursements

Total Disbursements		<u>0</u>
	\$	6,360.00

LL Flooring Holdings, Inc.
Monthly Omnibus Statement (December, 2024)
January 29, 2025 - Summary Page 4

For Reorganization Plan / Plan Sponsors	\$	37,275.00
Less Fee Accommodation	(	<u>0.00</u>)
		37,275.00

Charges and Disbursements

Total Disbursements		<u>0</u>
	\$	37,275.00

For Retention / Fee Matters (SASM&F)	\$	91,434.00
Less Fee Accommodation	(	<u>0.00</u>)
		91,434.00

Charges and Disbursements

Total Disbursements		<u>0</u>
	\$	91,434.00

For Tax Matters	\$	636.00
Less Fee Accommodation	(	<u>636.00</u>)
		0.00

Charges and Disbursements

Total Disbursements		<u>0</u>
	\$	0.00

LL Flooring Holdings, Inc.
Monthly Omnibus Statement (December, 2024)
January 29, 2025 - Summary Page 5

For Vendor Matters	\$	1,272.00
Less Fee Accommodation	(	<u>0.00</u>)
		1,272.00

<u>Charges and Disbursements</u>		
Total Disbursements		<u>0</u>
	\$	1,272.00

TIME SUMMARY - - ALL MATTERS
LL FLOORING HOLDINGS, INC.: through December 20, 2024

MATTER #1 General Corporate Advice

Bill No: 2016489

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
LISA LAUKITIS	\$2,120	<u>0.60</u>	<u>\$1,272.00</u>
TOTAL PARTNER		0.60	\$1,272.00
MATTER TOTAL		<u>0.60</u>	<u>\$1,272.00</u>

TIME SUMMARY - - ALL MATTERS
LL FLOORING HOLDINGS, INC.: through December 20, 2024

MATTER #8 Case Administration

Bill No: 2016489

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
LISA LAUKITIS	\$2,120	<u>0.80</u>	<u>\$1,696.00</u>
TOTAL PARTNER		0.80	\$1,696.00
<u>PARALEGAL</u>			
PARALEGAL @	\$580	<u>3.00</u>	<u>\$1,740.00</u>
TOTAL PARALEGAL		3.00	\$1,740.00
MATTER TOTAL		<u>3.80</u>	<u>\$3,436.00</u>

TIME SUMMARY - - ALL MATTERS
LL FLOORING HOLDINGS, INC.: through December 20, 2024

MATTER #9 Claims Admin. (General)**Bill No: 2016489**

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
LISA LAUKITIS	\$2,120	<u>0.30</u>	\$ <u>636.00</u>
TOTAL PARTNER		0.30	\$ 636.00
<u>ASSOCIATES</u>			
ANGELINE J. HWANG	\$1,510	1.10	\$ 1,661.00
KYLE D. SANCHEZ	950	0.10	95.00
ERIC H. SILVERSTEIN	1,125	<u>0.10</u>	<u>112.50</u>
TOTAL ASSOCIATES		1.30	\$1,868.50
MATTER TOTAL		<u>1.60</u>	<u>\$2,504.50</u>

TIME SUMMARY - - ALL MATTERS
LL FLOORING HOLDINGS, INC.: through December 20, 2024

MATTER #18 Executory Contracts (Personalty)

Bill No: 2016489

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
LISA LAUKITIS	\$2,120	<u>0.20</u>	<u>\$424.00</u>
TOTAL PARTNER		0.20	\$424.00
MATTER TOTAL		<u>0.20</u>	<u>\$424.00</u>

TIME SUMMARY - - ALL MATTERS
LL FLOORING HOLDINGS, INC.: through December 20, 2024

MATTER #24 Leases (Real Property)

Bill No: 2016489

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
LISA LAUKITIS	\$2,120	<u>0.20</u>	<u>\$424.00</u>
	TOTAL PARTNER	0.20	\$424.00
MATTER TOTAL		<u>0.20</u>	<u>\$424.00</u>

TIME SUMMARY - - ALL MATTERS
LL FLOORING HOLDINGS, INC.: through December 20, 2024

MATTER #28 Nonworking Travel Time

Bill No: 2016489

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
LISA LAUKITIS	\$1,060	<u>6.00</u>	<u>\$6,360.00</u>
TOTAL PARTNER		<u>6.00</u>	<u>\$6,360.00</u>
MATTER TOTAL		<u>6.00</u>	<u>\$6,360.00</u>

TIME SUMMARY - - ALL MATTERS
LL FLOORING HOLDINGS, INC.: through December 20, 2024

MATTER #31 Reorganization Plan / Plan Sponsors

Bill No: 2016489

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
LISA LAUKITIS	\$2,120	<u>7.50</u>	<u>\$15,900.00</u>
TOTAL PARTNER		7.50	\$15,900.00
<u>COUNSEL</u>			
LIZ DOWNING	\$1,580	<u>1.20</u>	<u>\$ 1,896.00</u>
TOTAL COUNSEL		1.20	\$ 1,896.00
<u>ASSOCIATE</u>			
ANGELINE J. HWANG	\$1,510	<u>12.90</u>	<u>\$19,479.00</u>
TOTAL ASSOCIATE		12.90	\$19,479.00
MATTER TOTAL		<u>21.60</u>	<u>\$37,275.00</u>

TIME SUMMARY - - ALL MATTERS
LL FLOORING HOLDINGS, INC.: through December 20, 2024

MATTER #33 Retention / Fee Matters (SASM&F)

Bill No: 2016489

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
LISA LAUKITIS	\$2,120	<u>2.10</u>	\$ <u>4,452.00</u>
TOTAL PARTNER		2.10	\$ 4,452.00
<u>COUNSEL</u>			
LIZ DOWNING	\$1,580	<u>1.20</u>	\$ <u>1,896.00</u>
TOTAL COUNSEL		1.20	\$ 1,896.00
<u>ASSOCIATES</u>			
ANGELINE J. HWANG	\$1,510	18.30	\$ 27,633.00
KYLE D. SANCHEZ	950	52.70	50,065.00
ERIC H. SILVERSTEIN	1,125	<u>6.00</u>	<u>6,750.00</u>
TOTAL ASSOCIATES		77.00	\$84,448.00
<u>PARALEGAL</u>			
PARALEGAL @	\$580	<u>1.10</u>	\$ <u>638.00</u>
TOTAL PARALEGAL		1.10	\$ 638.00
MATTER TOTAL		<u>81.40</u>	<u>\$91,434.00</u>

TIME SUMMARY - - ALL MATTERS
LL FLOORING HOLDINGS, INC.: through December 20, 2024

MATTER #39 Vendor Matters**Bill No: 2016489**

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
LISA LAUKITIS	\$2,120	<u>0.60</u>	<u>\$1,272.00</u>
TOTAL PARTNER		0.60	\$1,272.00
MATTER TOTAL		<u>0.60</u>	<u>\$1,272.00</u>
CLIENT TOTAL		<u>116.00</u>	<u>\$144,401.50</u>

EXHIBIT B

Time Detail

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates

LL Flooring Holdings, Inc.
General Corporate Advice

Bill Date: 01/29/25
Bill Number: 2016489

NAME	DATE	HOURS	DESCRIPTION
LAUKITIS L	12/10/24	0.10	CORRESPOND WITH YCST, A. GIVENS RE: BOARD MATERIALS (0.1).
LAUKITIS L	12/15/24	0.50	ATTEND BOARD MEETING (0.5).
		0.60	
Total Partner		0.60	
TOTAL TIME		<u>0.60</u>	

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates**LL Flooring Holdings, Inc.
Case Administration****Bill Date: 01/29/25
Bill Number: 2016489**

NAME	DATE	HOURS	DESCRIPTION
LAUKITIS L	12/03/24	0.20	REVIEW CASE RELATED CORRESPONDENCE (0.2).
LAUKITIS L	12/04/24	0.30	REVIEW CASE-RELATED CORRESPONDENCE (0.3).
LAUKITIS L	12/05/24	0.30	REVIEW CASE-RELATED CORRESPONDENCE (0.3).
		0.80	
Total Partner		0.80	
HEANEY CM	12/02/24	0.30	REVIEW DOCKETS RE: UPDATES TO CASE FILES AND DEADLINES (0.3).
HEANEY CM	12/04/24	0.30	REVIEW DOCKETS RE: UPDATES TO CASE FILES AND DEADLINES (0.3).
HEANEY CM	12/10/24	0.30	REVIEW DOCKETS RE: UPDATES TO CASE FILES AND DEADLINES (0.3).
HEANEY CM	12/17/24	1.80	REVIEW DOCKETS RE: UPDATES TO CASE FILES AND HEARING MATTERS (0.3); ASSIST ATTORNEYS WITH PREPARATION FOR HEARING (0.4); OBTAIN, REVIEW, AND PREPARE BINDERS FOR HEARING (1.1).
HEANEY CM	12/18/24	0.30	REVIEW DOCKETS RE: UPDATES TO CASE FILES AND DEADLINES (0.3).
		3.00	
Total Paralegal		3.00	
TOTAL TIME		<u>3.80</u>	

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates

LL Flooring Holdings, Inc.
Claims Admin. (General)

Bill Date: 01/29/25
Bill Number: 2016489

NAME	DATE	HOURS	DESCRIPTION
LAUKITIS L	12/02/24	0.20	REVIEW CLAIM-RELATED CORRESPONDENCE (0.2).
LAUKITIS L	12/04/24	0.10	CORRESPOND WITH CREDITOR RE: LATE FILED CLAIM (0.1).
		0.30	
Total Partner		0.30	
HWANG AJ	12/04/24	0.20	REVIEW CORRESPONDENCE FROM INQUIRING CREDITORS (0.2).
HWANG AJ	12/06/24	0.20	REVIEW CORRESPONDENCE FROM CREDITORS (0.2).
HWANG AJ	12/09/24	0.50	REVIEW CREDITOR INQUIRY CORRESPONDENCE AND COORDINATE WITH YCST RE: RESPONSES (0.5).
HWANG AJ	12/10/24	0.20	REVIEW CORRESPONDENCE FROM CREDITORS (0.2).
		1.10	
SANCHEZ KD	12/09/24	0.10	CORRESPOND WITH CREDITOR RE: CLAIM INQUIRY (0.1).
		0.10	
SILVERSTEIN EH	12/04/24	0.10	CONFER WITH CLAIMANT RE: WARRANTY ISSUES (0.1).
		0.10	
Total Associate		1.30	
TOTAL TIME		<u>1.60</u>	

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates

**LL Flooring Holdings, Inc.
Executory Contracts (Personalty)**

**Bill Date: 01/29/25
Bill Number: 2016489**

NAME	DATE	HOURS	DESCRIPTION
LAUKITIS L	12/16/24	0.20	CORRESPOND WITH DENTONS, ALIX RE: CONTRACT REJECTION ISSUES (0.2).
		0.20	
Total Partner		0.20	
TOTAL TIME		<u>0.20</u>	

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates

LL Flooring Holdings, Inc.
Leases (Real Property)

Bill Date: 01/29/25
Bill Number: 2016489

NAME	DATE	HOURS	DESCRIPTION
LAUKITIS L	12/10/24	0.20	CORRESPOND WITH YCST, F9 RE: LEASE PAYMENTS (0.2).
		0.20	
Total Partner		0.20	
TOTAL TIME		<u>0.20</u>	

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates

LL Flooring Holdings, Inc.
Nonworking Travel Time

Bill Date: 01/29/25
Bill Number: 2016489

NAME	DATE	HOURS	DESCRIPTION
LAUKITIS L	12/18/24	6.00	TRAVEL TO/FROM WILMINGTON FOR HEARING (6.0).
		6.00	
Total Partner		6.00	
TOTAL TIME		<u>6.00</u>	

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates

**LL Flooring Holdings, Inc.
Reorganization Plan / Plan Sponsors**

**Bill Date: 01/29/25
Bill Number: 2016489**

NAME	DATE	HOURS	DESCRIPTION
LAUKITIS L	12/02/24	0.40	CORRESPOND WITH A. HWANG, L. DOWNING, YCST RE: CONFIRMATION ORDER (0.3); REVIEW TABULATION RESULTS (0.1).
LAUKITIS L	12/03/24	1.00	REVIEW CONFIRMATION ORDER (0.4); CORRESPOND WITH A. HWANG, L. DOWNING RE: SAME (0.1); REVIEW PLAN SUPPLEMENT DOCUMENT (0.1); CORRESPOND WITH A. HWANG, L. DOWNING RE: SAME (0.1); REVIEW TABULATION RESULTS (0.1); REVIEW CONFIRMATION DECLARATION (0.2).
LAUKITIS L	12/04/24	1.50	REVIEW CONFIRMATION BRIEF (0.4); CORRESPOND WITH A. HWANG RE: SAME (0.1); REVIEW UCC COMMENTS TO LIQUIDATING TRUST EXHIBIT (0.1); CORRESPOND WITH A. HWANG RE: SAME (0.1); CORRESPOND WITH YCST, DENTONS RE: OBJECTIONS (0.3); REVIEW PLAN SUPPLEMENT (0.2); CONFER WITH E. MORTON RE: SAME (0.3).
LAUKITIS L	12/06/24	0.30	CORRESPOND WITH TEAM, YCST RE: CONFIRMATION MATTERS (0.3).
LAUKITIS L	12/09/24	0.30	REVIEW CONFIRMATION OBJECTION (0.1); CORRESPOND WITH YCST RE: CONFIRMATION BRIEF (0.2).
LAUKITIS L	12/10/24	1.20	CORRESPOND WITH YCST RE: CONFIRMATION MATTERS (0.3); REVIEW REVISED CONFIRMATION ORDER (0.3); CORRESPOND WITH A. HWANG RE: SAME (0.2); CORRESPOND WITH YCST RE: PLAN CHANGES AND STATUS (0.3); CORRESPOND WITH PARTIES RE: PLAN TAX LANGUAGE (0.1).
LAUKITIS L	12/11/24	0.30	REVIEW CORRESPONDENCE RE: CONFIRMATION ISSUES (0.3).
LAUKITIS L	12/12/24	0.70	REVIEW TABULATION REPORT (0.1); CONFER WITH E. MORTON RE: CONFIRMATION ISSUES (0.4); CORRESPOND WITH E. MORTON RE: OBJECTION STATUS (0.2).
LAUKITIS L	12/17/24	0.30	CORRESPOND WITH YCST RE: CONFIRMATION MATTERS (0.3).
LAUKITIS L	12/18/24	1.50	PREPARE FOR (0.3) AND ATTEND CONFIRMATION HEARING (1.0); CORRESPOND WITH SKADDEN TEAM RE: CONFIRMATION HEARING UPDATES (0.2).

7.50

Total Partner

7.50

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates

DOWNING L	12/03/24	0.70	REVIEW CONFIRMATION ORDER (0.6); CORRESPOND WITH SKADDEN TEAM RE: SAME (0.1).
DOWNING L	12/05/24	0.50	REVIEW CONFIRMATION BRIEF (0.5).
		1.20	
Total Counsel		1.20	
HWANG AJ	12/02/24	2.50	REVIEW AND RESPOND TO EMAILS FROM YCST AND L. DOWNING RE: DRAFT CONFIRMATION ORDER (0.3); REVIEW DRAFT CONFIRMATION ORDER AND CIRCULATE PROPOSED COMMENTS TO L. LAUKITIS AND L. DOWNING FOR REVIEW (2.2).
HWANG AJ	12/03/24	2.00	REVIEW SCHEDULE OF RETAINED CAUSES OF ACTION AND CIRCULATE PROPOSED COMMENTS TO L. LAUKITIS AND L. DOWNING FOR REVIEW (0.7); REVIEW AND RESPOND TO EMAILS FROM L. DOWNING AND L. LAUKITIS RE: COMMENTS TO SCHEDULE (0.4); CIRCULATE COMMENTS TO CONFIRMATION ORDER TO YCST (0.2); INCORPORATE COMMENTS FROM L. DOWNING AND L. LAUKITIS TO SCHEDULE AND CIRCULATE TO YCST FOR REVIEW (0.3); REVIEW REVISED TRUST AGREEMENT (0.4).
HWANG AJ	12/04/24	3.20	REVIEW REVISED SCHEDULE OF RETAINED CAUSES OF ACTION AND CIRCULATE PROPOSED COMMENTS TO L. LAUKITIS AND L. DOWNING (0.2); REVIEW AND RESPOND TO EMAILS FROM YCST RE: COMMENTS TO SCHEDULE (0.3); REVIEW DRAFT NOTICE OF PLAN SUPPLEMENT (0.1); REVIEW DRAFT CONFIRMATION BRIEF AND CIRCULATE PROPOSED COMMENTS TO L. LAUKITIS AND L. DOWNING FOR REVIEW (2.6).
HWANG AJ	12/05/24	1.00	CIRCULATE COMMENTS TO CONFIRMATION BRIEF TO YCST (0.1); REVIEW DRAFT MOTION TO EXTEND EXCLUSIVITY AND CIRCULATE PROPOSED COMMENTS TO L. LAUKITIS AND L. DOWNING FOR REVIEW (0.8); CIRCULATE COMMENTS TO DRAFT MOTION TO EXTEND EXCLUSIVITY TO YCST (0.1).
HWANG AJ	12/09/24	0.80	REVIEW REVISED CONFIRMATION ORDER AND CIRCULATE PROPOSED COMMENTS TO L. LAUKITIS AND L. DOWNING (0.6); REVIEW AND RESPOND TO EMAILS FROM YCST RE: REVISED CONFIRMATION ORDER (0.2).
HWANG AJ	12/10/24	0.50	CIRCULATE COMMENTS TO CONFIRMATION ORDER TO YCST (0.1); REVIEW AND RESPOND TO EMAILS FROM YCST AND CREDITORS RE: PROPOSED CONFIRMATION ORDER LANGUAGE (0.2); REVIEW CONFIRMATION ORDER LANGUAGE (0.2).

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HWANG AJ	12/12/24	0.30	REVIEW CORRESPONDENCE FROM YCST AND OTHER PARTIES IN INTEREST RE: CONFIRMATION ORDER LANGUAGE (0.3).
HWANG AJ	12/13/24	0.60	REVIEW CORRESPONDENCE FROM YCST RE: AMENDED PLAN SUPPLEMENT (0.2); REVIEW REVISED TRUST AGREEMENT AND ASSUMPTION SCHEDULE (0.2); REVIEW EMAILS FROM CREDITORS RE: CONFIRMATION ORDER AND RELATED ISSUES (0.2).
HWANG AJ	12/14/24	0.40	REVIEW CORRESPONDENCE FROM STRETTO AND YCST RE: PLAN VOTING ISSUES (0.1); REVIEW DRAFT VOTING DECLARATION (0.3).
HWANG AJ	12/16/24	0.20	REVIEW CORRESPONDENCE FROM YCST AND OTHER PARTIES IN INTEREST RE: CONFIRMATION ORDER (0.1); COORDINATE WITH YCST RE: CONFIRMATION HEARING (0.1).
HWANG AJ	12/17/24	0.50	COORDINATE WITH C. HEANEY AND YCST RE: CONFIRMATION HEARING (0.4); CORRESPOND WITH CLAIMANT AND YCST RE: CONFIRMATION ORDER (0.1).
HWANG AJ	12/18/24	0.70	ATTEND CONFIRMATION HEARING (0.6); CORRESPOND WITH CLAIMANT AND YCST RE: CONFIRMATION ORDER (0.1).
HWANG AJ	12/19/24	0.20	CORRESPOND WITH A. VARGAS RE: STATUS OF EFFECTIVE DATE (0.2).
		12.90	
Total Associate		12.90	
TOTAL TIME		<u>21.60</u>	

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates

LL Flooring Holdings, Inc.
Retention / Fee Matters (SASM&F)

Bill Date: 01/29/25
Bill Number: 2016489

NAME	DATE	HOURS	DESCRIPTION
LAUKITIS L	12/09/24	0.80	REVIEW NOVEMBER PREBILL (0.4); CORRESPOND WITH E. SILVERSTEIN RE: FEE HEARINGS (0.1); REVIEW RATE INCREASE DECLARATION (0.1); REVIEW DRAFT EMAIL RE: SAME (0.1); CORRESPOND WITH CLIENT, ALIX TEAM RE: SAME (0.1).
LAUKITIS L	12/13/24	0.40	REVIEW MONTHLY FEE APPLICATION (0.2); CORRESPOND WITH E. SILVERSTEIN RE: SAME (0.1); CORRESPOND WITH G. LEITER, S. ELBERG, A. HWANG RE: CARVE OUT (0.1).
LAUKITIS L	12/16/24	0.30	REVIEW INTERIM FEE APPLICATION (0.3).
LAUKITIS L	12/17/24	0.20	CORRESPOND WITH ALIX, TEAM RE: CARVE OUT (0.2).
LAUKITIS L	12/18/24	0.40	FURTHER REVIEW INTERIM FEE APPLICATION (0.3); REVIEW CERTIFICATE OF NO OBJECTIVE RE: MONTHLY FEE APPLICATION (0.1).
		2.10	
Total Partner		2.10	
DOWNING L	12/09/24	1.20	REVIEW AND REVISE INTERIM FEE APPLICATION (0.8); CORRESPOND WITH K. SANCHEZ RE: SAME (0.1); CORRESPOND WITH A. HWANG RE: SAME (0.1); CORRESPOND WITH E. SILVERSTEIN RE: SAME AND RATE INCREASE CORRESPONDENCE (0.2).
		1.20	
Total Counsel		1.20	
HWANG AJ	12/06/24	0.10	REVIEW CORRESPONDENCE FROM E. SILVERSTEIN RE: LEDES FILES FOR MONTHLY FEE APPS (0.1).
HWANG AJ	12/09/24	1.70	REVIEW AND RESPOND TO EMAILS FROM K. SANCHEZ RE: INTERIM FEE APPLICATION (0.3); REVIEW L. DOWNING'S COMMENTS TO SAME (0.7); REVIEW PRECEDENT RE: SAME (0.7).
HWANG AJ	12/10/24	0.70	REVIEW DRAFT INTERIM FEE APPLICATION (0.7).

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HWANG AJ	12/11/24	7.00	REVIEW AND REVISE DRAFT INTERIM FEE APPLICATION (3.4); REVIEW PRECEDENT FEE APPLICATIONS (3.2); DISCUSS WITH E. SILVERSTEIN AND K. SANCHEZ RE: INTERIM FEE APPLICATION (0.3); CIRCULATE REVISED DRAFT AND COMMENTS TO K. SANCHEZ (0.1).
HWANG AJ	12/12/24	3.00	REVIEW REVISED DRAFTS OF THE INTERIM FEE APPLICATION AND CIRCULATE ADDITIONAL COMMENTS TO K. SANCHEZ (2.2); DISCUSS WITH K. SANCHEZ RE: INTERIM FEE APPLICATION AND DECEMBER MONTHLY FEE APPLICATION (0.8).
HWANG AJ	12/13/24	0.60	REVIEW FINAL DIP ORDER (0.4); REVIEW AND RESPOND TO EMAIL FROM S. ELBERG AND L. LAUKITIS RE: PROFESSIONAL FEE RESERVE (0.2).
HWANG AJ	12/14/24	0.10	CORRESPOND WITH K. SANCHEZ RE: DRAFT INTERIM FEE APPLICATION (0.1).
HWANG AJ	12/15/24	0.20	CORRESPOND WITH L. DOWNING RE: REVISED INTERIM FEE APPLICATION (0.1); REVIEW AND RESPOND TO EMAILS FROM K. SANCHEZ RE: SAME (0.1).
HWANG AJ	12/16/24	1.70	CORRESPOND WITH L. LAUKITIS AND K. SANCHEZ RE: INTERIM FEE APPLICATION (0.5); CONFER WITH E. SILVERSTEIN AND K. SANCHEZ RE: TIMING OF FILING INTERIM FEE APPLICATION AND PAYMENT OF FEES (0.7); REVIEW REVISED FEE APPLICATION AND PROVIDE COMMENTS TO K. SANCHEZ (0.5).
HWANG AJ	12/17/24	1.40	REVIEW AND RESPOND TO EMAILS RE: PROFESSIONAL FEE RESERVE ISSUE (0.9); CONFER WITH S. ELBERG RE: PROFESSIONAL FEE RESERVE ISSUE (0.3); CONFER WITH ALIX RE: PROFESSIONAL FEE RESERVE ISSUE (0.2).
HWANG AJ	12/18/24	0.60	REVIEW AND RESPOND TO EMAIL FROM E. SILVERSTEIN RE: TIMING OF FILING INTERIM FEE APPLICATION (0.1); REVIEW AND REVISE INTERIM FEE APPLICATION (0.5).
HWANG AJ	12/19/24	0.60	REVIEW FILING VERSION OF INTERIM FEE APPLICATION (0.2); COORDINATE WITH L. DOWNING, K. SANCHEZ AND C. HEANEY RE: FILING OF SAME (0.4).
HWANG AJ	12/20/24	0.60	REVIEW COMMENTS FROM UST TO FIRST MONTHLY FEE STATEMENT (0.2); CONFER WITH E. SILVERSTEIN RE: SAME (0.3); REVIEW DRAFT EMAIL FROM E. SILVERSTEIN RE: SAME (0.1).

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates**18.30**

SANCHEZ KD	12/02/24	4.90	DRAFT SKADDEN INTERIM FEE APPLICATION (3.6); REVIEW SUPPORTING DOCUMENTS RE: SAME (1.3).
SANCHEZ KD	12/03/24	5.50	CONTINUE TO DRAFT SKADDEN INTERIM FEE APPLICATION (3.9); FURTHER REVIEW SUPPORTING DOCUMENTS RE: SAME (1.6).
SANCHEZ KD	12/04/24	4.40	FURTHER REVISE SKADDEN INTERIM FEE APPLICATION (3.2); RESEARCH AND REVIEW PRECEDENT RE: SAME (1.2).
SANCHEZ KD	12/05/24	8.60	RESEARCH AND REVIEW PRECEDENT RE: INTERIM FEE APPLICATION (2.7); REVIEW DOCKET, EMAILS, AND ARTICLES RE: CASE PROGRESSION (1.6); REVIEW UST FEE GUIDELINES (0.5); FURTHER REVISE INTERIM FEE APPLICATION (3.8).
SANCHEZ KD	12/06/24	4.80	CONFER WITH E. SILVERSTEIN RE: INTERIM FEE APPLICATION (0.4); REVIEW INTERIM PERIOD BILLING SUMMARY (0.8); REVISE INTERIM FEE APPLICATION RE: SAME (2.4); REVIEW UST FEE APPLICATION GUIDELINES (0.9); CONFER WITH D. WILEY RE: OPEN POINTS IN INTERIM FEE APPLICATION (0.3).
SANCHEZ KD	12/08/24	0.10	CORRESPOND WITH L. DOWNING RE: INTERIM FEE APPLICATION (0.1).
SANCHEZ KD	12/09/24	5.50	REVISE INTERIM FEE APPLICATION (3.2); CORRESPOND WITH A. HWANG RE: SAME (0.4); REVIEW PRECEDENT RE: SAME (1.4).
SANCHEZ KD	12/10/24	4.00	REVISE INTERIM FEE APPLICATION (3.4); CONFER WITH E. SILVERSTEIN RE: SAME (0.4); CONFER WITH A. HWANG RE: SAME (0.2).
SANCHEZ KD	12/11/24	6.00	REVISE INTERIM FEE APPLICATION TO INCORPORATE INTERIM BILLING DATA (0.7); RESEARCH PRECEDENT RE: SAME (1.2); CONFER WITH E. SILVERSTEIN RE: SAME (0.4); RESEARCH BREAK-UP FEE QUESTION RE: SAME (0.1); CONFER WITH A. HWANG RE: SAME (0.8); FURTHER REVISE INTERIM FEE APPLICATION RE: SAME (3.2).
SANCHEZ KD	12/12/24	2.90	RESEARCH DIP MILESTONES FOR INTERIM FEE APPLICATION (0.3); CONFER WITH A. HWANG RE: INTERIM FEE APPLICATION REVISIONS (0.2); FURTHER REVISE INTERIM FEE APPLICATION (2.4).
SANCHEZ KD	12/15/24	0.40	CORRESPOND WITH L. LAUKITIS, L. DOWNING, AND A. HWANG RE: FIRST INTERIM FEE APPLICATION (0.2); REVISE SAME (0.2).

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SANCHEZ KD	12/16/24	2.10	CORRESPOND WITH E. SILVERSTEIN RE: FIRST INTERIM FEE APPLICATION (0.3); REVISE THE SAME (1.4); CORRESPOND WITH L. LAUKITIS AND YCST RE: NOTICE PROVISIONS (0.1); REVIEW INTERIM COMPENSATION ORDER NOTICING PROVISIONS (0.3).
SANCHEZ KD	12/17/24	0.90	CORRESPOND WITH L. DOWNING RE: INTERIM FEE APPLICATION (0.1); REVISE THE SAME (0.4); CORRESPOND WITH YCST RE: SAME (0.4).
SANCHEZ KD	12/18/24	2.20	CORRESPOND WITH L. DOWNING, A. HWANG, E. SILVERSTEIN AND YCST RE: INTERIM FEE APPLICATION (0.4); REVISE THE SAME (1.8).
SANCHEZ KD	12/19/24	0.40	FURTHER REVISE AND COORDINATE FILING OF INTERIM FEE APPLICATION (0.4).
		52.70	
SILVERSTEIN EH	12/02/24	0.80	DRAFT MONTHLY FEE APPLICATION AND RELATED CERTIFICATE OF NO OBJECTION (0.6); CORRESPOND WITH D. WILEY AND TIMEKEEPERS RE: WEEKLY FEE STATEMENT (0.2).
SILVERSTEIN EH	12/04/24	1.10	REVIEW AND REVISE MONTHLY FEE STATEMENT SUPPORTING DOCUMENTS (0.9); CORRESPOND WITH L. LAUKITIS AND ALIX TEAM RE: WEEKLY FEE STATEMENT (0.2).
SILVERSTEIN EH	12/05/24	0.80	REVIEW MONTHLY FEE STATEMENT SUPPORTING DOCUMENTS (0.4); CORRESPOND WITH L. LAUKITIS RE: SAME (0.1); REVIEW FEE ISSUES AND INTERIM COMPENSATION PROCEDURES ORDER (0.2); CORRESPOND WITH L. DOWNING RE: SAME (0.1).
SILVERSTEIN EH	12/09/24	0.20	CORRESPOND WITH L. LAUKITIS, ALIX, AND UST RE: FEE ISSUES (0.2).
SILVERSTEIN EH	12/11/24	1.30	REVISE MONTHLY FEE APPLICATION (0.7); CORRESPOND WITH N. HAGEN AND L. LAUKITIS RE: SAME (0.2); REVIEW AND REVISE INTERIM BUDGET (0.3); CORRESPOND WITH K. SANCHEZ RE: SAME (0.1).
SILVERSTEIN EH	12/16/24	0.90	CONFER WITH A. HWANG RE: FEE APPLICATIONS AND ESTIMATES AND RELATED TIMING CONSIDERATIONS (0.2); REVIEW DOCUMENTS RELATED TO SAME (0.4); CORRESPOND WITH L. LAUKITIS RE: SAME (0.1); CORRESPOND WITH C. HEANEY RE: FILING OF MONTHLY FEE APPLICATION (0.2).

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SILVERSTEIN EH	12/17/24	0.90	CORRESPOND WITH L. LAUKITIS, A. HWANG, AND ALIXPARTNERS TEAM RE: FEE ESTIMATES (0.8); CORRESPOND WITH L. LAUKITIS RE: MONTHLY FEE APPLICATION CERTIFICATION (0.1).
		6.00	
Total Associate		77.00	
HEANEY CM	12/19/24	1.10	PREPARE, FILE, AND DISTRIBUTE CERTIFICATE OF NO OBJECTION TO SKADDEN MONTHLY FEE APPLICATION (0.4); ASSIST ATTORNEYS WITH PREPARATION AND FILING OF SKADDEN INTERIM FEE APPLICATION (0.7).
		1.10	
Total Paralegal		1.10	
TOTAL TIME		<u>81.40</u>	

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates**LL Flooring Holdings, Inc.
Vendor Matters****Bill Date: 01/29/25
Bill Number: 2016489**

NAME	DATE	HOURS	DESCRIPTION
LAUKITIS L	12/06/24	0.40	CORRESPOND WITH DENTONS, F9, YCST RE: LANDLORD AND VENDOR MATTERS (0.4).
LAUKITIS L	12/09/24	0.20	REVIEW CORRESPONDENCE RE: VENDOR ISSUES (0.2).
		0.60	
Total Partner		0.60	
TOTAL TIME		<u>0.60</u>	
CLIENT TOTAL		<u>116.00</u>	

EXHIBIT C

Expense Detail

skadden, arps, slate, meagher & flom llp and affiliates

LL Flooring Holdings, Inc.
Case Administration

Bill Date: 01/29/25
Bill Number: 2016489

Disbursement	Date	Vendor/Employee/Dept.	Amount
Reproduction - color	11/21/24	Reprographics	-26.50
Reproduction - color	12/17/24	Reprographics	<u>52.50</u>
TOTAL REPRODUCTION - COLOR			\$26.00
Air/Rail Travel (external)	12/18/24	Lawyers Travel	<u>300.60</u>
TOTAL AIR/RAIL TRAVEL (EXTERNAL)			\$300.60
Print Images to Paper (from Electronic Media)	11/21/24	Reprographics	-39.92
Print Images to Paper (from Electronic Media)	12/17/24	Reprographics	<u>36.24</u>
TOTAL PRINT IMAGES TO PAPER (FROM ELECTRONIC MEDIA)			\$-3.68
TOTAL MATTER			\$322.92
TOTAL CLIENT			\$322.92

EXHIBIT D**Rate Disclosures**

The blended hourly rate for all Firm timekeepers (including both professionals and paraprofessionals), excluding all bankruptcy and pro bono engagements and all data from timekeepers practicing primarily in Skadden's Corporate Restructuring Group,¹¹ during the twelve month period beginning on January 1, 2024, and ending on December 31, 2024 (the "Comparable Period"), was, in the aggregate, approximately \$1,212.66 per hour (the "Non-Bankruptcy Blended Hourly Rate").¹²

The blended hourly rate for all Skadden timekeepers who billed to the Debtors during the Final Fee Period was approximately \$1,330.51 per hour (the "Debtor Blended Hourly Rate").¹³ A detailed comparison of these rates follows:

Position	Debtors' Blended Billed Rate	Non-Bankruptcy Blended Billed Rate
Partners/Of Counsel	2,040.54	1,917.25
Special Counsel/Counsel	1,628.28	1,475.11
Associates	1,166.16	1,029.71
Legal Assistants	566.41	417.09
All Others	690.00	520.69
Blended Hourly Rate	1,330.51	1,212.66

The Debtor Blended Hourly Rates by category of professional and overall are higher than the corresponding Non-Bankruptcy Blended Hourly Rates. The differences between the blended rates are not indicative of a premium being charged by Skadden for its representation of the Debtors, but rather the result of attending to the complexities involved in the Chapter 11 Cases that required the use of more-senior professionals, with correspondingly higher billing rates, than in a typical representation due to the complexity of the services required of Skadden.

¹¹ For purposes of calculating the Non-Bankruptcy Blended Hourly Rate, Skadden tracks, as bankruptcy engagements, debtor-in-possession ("DIP") clients as well as reorganized and post-DIP clients, and excludes those engagements from the Non-Bankruptcy Blended Hourly Rate along with all time of members of the Corporate Restructuring department.

¹² Skadden calculated the Non-Bankruptcy Blended Hourly Rate by dividing the total dollar amount billed by Skadden timekeepers, excluding all bankruptcy engagements, DIP clients, as well as reorganized and post-DIP clients, and all data from timekeepers of the Corporate Restructuring group (both attorneys and legal assistants), during the Comparable Period by the total number of corresponding hours billed by Skadden timekeepers during the Comparable Period.

¹³ Skadden calculates the Debtor Blended Hourly Rate 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 E

Staffing Plan

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**STAFFING PLAN****AUGUST 11, 2024 - DECEMBER 20, 2024**

Average hourly rates are based on the current individual hourly rate of all timekeepers and provided by position and overall. The below staffing plan is not meant to capture specialist attorneys, whose advice may be required in respect of discrete issues (e.g., a particular provision in a contract).

Timekeeper Category	Number of Timekeepers
Partner	15
Of Counsel	2
Counsel	8
Associate	28
Client Specialist	2
Paraprofessional	20
Blended Hourly Rate	\$1,330.51

EXHIBIT F

Budget

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**BUDGET****AUGUST 11, 2024 - DECEMBER 20, 2024**

Final Budget		
Project Category	Hours	Fees
General Corporate Advice	38.00	\$65,948.00
Asset Dispositions (General)	1441.30	\$2,106,767.50
Asset Dispositions (Inventory)	96.10	\$115,390.00
Asset Dispositions (Real Property)	453.40	\$648,989.50
Business Operations / Strategic Planning	36.10	\$45,632.00
Case Administration	562.80	\$675,150.00
Claims Admin. (General)	167.30	\$228,510.50
Creditor Meetings / Statutory Committees	134.40	\$182,325.50
Disclosure Statement / Voting Issues	20.00	\$30,085.00
Employee Matters (General)	49.60	\$73,395.00
Executory Contracts (Personalty)	15.10	\$17,412.00
Financing (DIP and Emergence)	222.90	\$303,463.50
Insurance	10.70	\$14,966.50
Leases (Real Property)	231.60	\$247,427.50
Litigation (General)	58.50	\$95,626.50
Liquidation / Feasibility	64.70	\$90,382.00
Nonworking Travel Time	33.70	\$35,508.50
Regulatory and SEC Matters	118.30	\$157,887.00
Reorganization Plan / Plan Sponsors	123.90	\$191,415.00
Reports and Schedules	5.30	\$6,242.50
Retention / Fee Matters (SASM&F)	404.60	\$394,443.50
Retention / Fee Matters / Objections (Others)	163.90	\$187,323.00
Tax Matters	7.30	\$13,159.00
U.S. Trustee Matters	66.20	\$94,540.00
Utilities	32.00	\$35,902.00
Vendor Matters	62.50	\$89,311.00
TOTAL	4,620.20	\$6,147,202.50