**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE SOUTHERN DISTRICT OF TEXAS**
**HOUSTON DIVISION**

| | | |
|---|---|---|
| In re: | : | Chapter 11 |
| THE CONTAINER STORE GROUP, INC., *et al.*, | : | Case No. 24-90627 (ARP) |
| Reorganized Debtors.[1] | : | (Jointly Administered) |

**FIRST AND FINAL APPLICATION OF LATHAM & WATKINS LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES INCURRED AS BANKRUPTCY COUNSEL TO THE DEBTORS FOR THE PERIOD OF DECEMBER 22, 2024 THROUGH JANUARY 28, 2025**

**Complex Case Fee Application Coversheet**

| | | |
|---|---|---|
| **Name of Applicant:** | Latham & Watkins LLP | |
| **Applicant's Role in Case:** | Bankruptcy Counsel for the Debtors | |
| **Docket No. of Employment Order(s):** | Docket No. 195 | |
| **Interim Application ( ) No._____**<br>**Final Application (X)** | First and Final Fee Application | |
| | **Beginning Date** | **End Date** |
| **Time period covered by this Application for which interim compensation has not previously been awarded:** | December 22, 2024 | January 28, 2025 |
| **Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? Yes** | | |
| **Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? Yes** | | |
| **Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? Yes** | | |
| **Do expense reimbursements represent actual and necessary expenses incurred? Yes** | | |

[1] The Reorganized Debtors in these cases, together with the last four digits of each Reorganized Debtor's taxpayer identification number, are: The Container Store Group, Inc. (5401); The Container Store, Inc. (6981); C Studio Manufacturing Inc. (4763); C Studio Manufacturing LLC (5770); and TCS Gift Card Services, LLC (7975). The Reorganized Debtors' mailing address is 500 Freeport Parkway, Coppell, TX 75019.

| Compensation Breakdown for Time Period Covered by this Application: | |
|---|---|
| **Total professional fees requested in this Application:** | **$2,129,307.00** |
| **Total professional hours covered by this Application:** | **1,390.00** |
| **Average hourly rate for professionals:** | **$1,531.88** |
| **Total paraprofessional fees requested in this Application:** | **$45,735.50** |
| **Total paraprofessional hours covered by this Application:** | **78.20** |
| **Average hourly rate for paraprofessionals:** | **$584.85** |
| **Total fees requested in this Application:** | **$2,175,042.50** |
| **Total expense reimbursements requested in this Application:** | **$13,159.45** |
| **Total fees and expenses requested in this Application:** | **$2,188,201.95** |
| **Total fees and expenses awarded in all prior Applications:** | **N/A** |

**Plan Status:** On January 24, 2025, the Court held a combined hearing on the *First Amended Prepackaged Joint Plan of Reorganization of The Container Store Group, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 165] (the "**Plan**"), and on that same date, the Court entered an Order [Docket No. 181] confirming the Plan. On January 28, 2025, the Debtors filed a notice of Effective Date (as defined in the Plan) [Docket No. 200] in which it notified parties in interest that all conditions to confirmation had been satisfied or waived and the Plan had gone effective.

**Primary Benefits:** As lead bankruptcy counsel, Latham & Watkins LLP advised the Debtors in formulating and confirming a plan of reorganization that, among other things, (i) left the Debtors' businesses intact and substantially de-levered by significantly reducing debt, (ii) provided the Debtors with access to new post-emergence term loan and revolving facilities, (iii) left general unsecured creditors unimpaired, and (iv) achieved substantial lease expense savings through negotiated arrangements with various landlords. The process has allowed the Debtors to emerge from the chapter 11 cases as reorganized entities better positioned to succeed in the home organization industry.

**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE SOUTHERN DISTRICT OF TEXAS**
**HOUSTON DIVISION**

| | | |
|---|---|---|
| In re: | : | Chapter 11 |
| THE CONTAINER STORE GROUP, INC., *et al.*, | : | Case No. 24-90627 (ARP) |
| Reorganized Debtors.[1] | : | (Jointly Administered) |

**FIRST AND FINAL APPLICATION OF LATHAM & WATKINS LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES INCURRED AS BANKRUPTCY COUNSEL TO THE DEBTORS FOR THE PERIOD OF DECEMBER 22, 2024 THROUGH JANUARY 28, 2025**

**If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at https://ecf.txsb.uscourts.gov/ within twenty-one days from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.**

**TO THE UNITED STATES BANKRUPTCY JUDGE ALFREDO R PÉREZ:**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the "**Bankruptcy Code**"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), Rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the "**Local Rules**"), and the Procedures for Complex Chapter 11 Cases in the Southern District of Texas (the "**Complex Case Procedures**"), Latham & Watkins LLP ("**Latham**") hereby files this *First and Final Application of Latham & Watkins LLP for Allowance of Compensation*

[1] The Reorganized Debtors in these cases, together with the last four digits of each Reorganized Debtor's taxpayer identification number, are: The Container Store Group, Inc. (5401); The Container Store, Inc. (6981); C Studio Manufacturing Inc. (4763); C Studio Manufacturing LLC (5770); and TCS Gift Card Services, LLC (7975). The Reorganized Debtors' mailing address is 500 Freeport Parkway, Coppell, TX 75019.

*for Services Rendered and for Reimbursement of Expenses Incurred as Bankruptcy Counsel to the Debtors for the Period of December 22, 2024 through January 28, 2025* (the "**Application**"). In support of this Application, Latham respectfully represents as follows:

## I. SUMMARY OF RELIEF REQUESTED

1. By this Application, Latham, as bankruptcy counsel for the above-captioned reorganized debtors (collectively, the "**Debtors**" or "**Reorganized Debtors**" as applicable), requests entry of an order substantially in the form attached hereto:

a) allowing Latham on a final basis compensation and reimbursement of expenses in the total amount of $2,188,201.95 for the period from December 22, 2024 through January 28, 2025 (the "**Application Period**");

b) authorizing the Reorganized Debtors to disburse to Latham the total amount of $2,188,201.95, less any amounts previously paid to Latham; and

c) granting such other relief as is just and appropriate under the circumstances.

2. In support of the relief requested in this Application, attached hereto are the following exhibits:

- Exhibit A – Summary of Timekeepers
- Exhibit B – Summary of compensation requested by project category
- Exhibit C – Summary of expense reimbursement requested by category
- Exhibit D – Chart of customary and comparable compensation disclosures
- Exhibit E – Detailed billing statements

## II. JURISDICTION AND VENUE

3. The United States Bankruptcy Court for the Southern District of Texas (the "**Court**") has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and this Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested in this Application are sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, Rule 2016-1 of the Bankruptcy Local

Rules, the Complex Case Procedures, and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "**U.S. Trustee Guidelines**").

## III. PROCEDURAL BACKGROUND

5. On December 22, 2024 (the "**Petition Date**"), each of the Debtors filed in the Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code commencing these chapter 11 cases (the "**Chapter 11 Cases**"). The factual background regarding the Reorganized Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the *Declaration of Chad E. Coben, Chief Restructuring Officer, in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 6] (the "**First Day Declaration**").[2]

6. On January 24, 2025, the Court entered the *Order (I) Approving Debtors' Disclosure Statement and (II) Confirming First Amended Prepackaged Joint Plan of Reorganization of The Container Store Group, Inc. and its Debtor Affiliates under Chapter 11 of the Bankruptcy Code* [Docket No. 181] (the "**Confirmation Order**") confirming the *First Amended Prepackaged Joint Plan of Reorganization of The Container Store Group, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 165], dated January 23, 2025 (as amended, modified, or supplemented, the "**Plan**").

7. On January 28, 2025, the Effective Date (as defined in the Plan) occurred and the Debtors filed the *Notice of (I) Entry of Combined Order, (II) Occurrence of Effective Date, and (III) Rejection Damages Claims Bar Date* [Docket No. 200], which provided notice thereof.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the First Day Declaration.

## IV. LATHAM'S EMPLOYMENT AND COMPENSATION

8. On January 3, 2025, the Debtors filed the *Debtors' Application for Entry of an Order (I) Authorizing the Employment and Retention of Latham & Watkins LLP as Bankruptcy Counsel and (II) Granting Related Relief* [Docket No. 107] (the "**Retention Application**"), which included the *Declaration of Ted A. Dillman and Disclosure Statement of Latham & Watkins LLP* [Docket No. 107-1] and the engagement letter between the Debtors and Latham, dated as of November 26, 2024 [Docket No. 107-3] (the "**Engagement Letter**").

9. On January 28, 2025, the Court entered the *Order Authorizing the Employment and Retention of Latham & Watkins LLP as Bankruptcy Counsel* [Docket No. 195] (the "**Retention Order**").

10. The terms and conditions of Latham's employment and compensation are set forth in the Retention Application and in the Engagement Letter, as modified by the Retention Order. Latham has no agreement of any kind, express or implied, to divide with any other person or entity any portion of the compensation sought or to be received by it in the Chapter 11 Cases.

11. As disclosed in the Retention Application, prior to the Petition Date, Latham received payments and advances for services performed and expenses incurred, and to be performed and incurred, including in preparation for the commencement of the Chapter 11 Cases. As of the date hereof, Latham had a remaining credit balance in the amount of $593,075.10 (the "**Fee Advance**").[3]

[3] In accordance with the Retention Order, Latham applied (and will apply) the Fee Advance to any outstanding amounts relating to the period prior to the Petition Date that were not processed through Latham's system as of the Petition Date.

12. Latham has not previously filed any applications for payment of fees and expenses and has not received any payments from the Debtors or the Reorganized Debtors for fees and expenses for the Application Period.

13. Latham is submitting this Application for allowance on a final basis of compensation for services rendered in the total amount of $2,175,042.50 and reimbursement of actual and necessary expenses in the total amount of $13,159.45, for a total of $2,188,201.95, for the Application Period.

## V. CASE STATUS SUMMARY

14. During the Application Period, Latham assisted the Debtors with the Chapter 11 Cases and worked with all parties in interest in preparation for a combined hearing to consider approval of the Disclosure Statement and confirmation of the Plan. Through the efforts of the Debtors and their advisors, the Debtors were able to confirm a plan of reorganization and emerge from bankruptcy in approximately five weeks and avoid the expense of protracted bankruptcy cases.

15. Along with obtaining an expeditious confirmation of the Plan, Latham assisted and advised the Debtors in resolving a number of other issues during the Chapter 11 Cases, including (i) obtaining various forms of first day relief including, among other things, relief with respect to employee wages, taxes, cash management, and insurance, (ii) obtaining Court approval of the solicitation procedures and schedule for confirmation and related dates and deadlines; (iii) obtaining Court approval of the Debtors' term loan and revolving debtor-in-possession financing facilities, (iv) obtaining lease expense savings by negotiating with various landlords, (v) negotiating with certain constituencies regarding the Plan and Confirmation Order to ensure a consensual confirmation process; and (vi) responding to numerous inquiries from creditors and other parties in interest regarding the Chapter 11 Cases. Additional information relating to more

specific work performed during the Application Period is provided in this Application and is set forth in the narratives in Latham's detailed billing statements, attached as Exhibit E.

## VI. SUMMARY OF SERVICES PERFORMED BY PROJECT CATEGORY

16. The services rendered by Latham during the Application Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed description of the actual services provided set forth in the attached Exhibit E. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in Exhibit A and Exhibit B, respectively.

### A. Assumption and Rejection of Leases and Contracts

Fees: $83,993.50 Total Hours: 48.2

This category includes time spent on matters relating to the assumption and rejection of executory contracts and unexpired leases and communications with contract counterparties regarding the same. More specifically, this category includes time spent by Latham during the Application Period (a) reviewing the terms of certain amendments to and terminations of non-residential property leases and (b) corresponding with landlords and other advisors regularly.

### B. Business Operations

Fees: $12,428.00 Total Hours: 8.0

This category includes time spent on matters to maintain the Debtors' business operations with minimal disruptions during the Chapter 11 Cases, including communications with third parties regarding the Chapter 11 Cases and addressing matters attendant to the various forms of operational first day relief sought and obtained, such as insurance and tax matters. This category also includes communications with certain utility providers regarding adequate assurance issues.

Finally, this matter includes time spent on various communications initiatives with employees and vendors.

C. Case Administration

Fees: $69,769.00 Total Hours: 44.9

This category includes services rendered in connection with, among other things, (i) various logistical matters relating to the Chapter 11 Cases, (ii) monitoring the case docket, and (iii) coordinating of the administration of the Chapter 11 Cases by developing timelines, task lists, and work-in-progress reports. It also includes attendance by Latham team members on periodic status calls to discuss progress of various case workstreams and to address staffing needs.

D. Corporate Governance, Board, and Regulatory Matters

Fees: $70,969.00 Total Hours: 49.4

This category includes time spent on corporate matters, including meetings of the special committee and board, governance and disclosure matters, and the preparation of corporate and organizational documents for the Reorganized Debtors.

E. Employee Benefits and Pension

Fees: $1,330.00 Total Hours: 0.8

This category includes time spent addressing selected employment issues, including issues attendant to the closing of the Staten Island store.

F. Fee and Retention Applications (L&W)

Fees: $33,886.00 Total Hours: 33.4

This category includes time spent preparing the Latham retention application and related declarations, as well as this Application.

G. Fee and Retention Applications (Others)

Fees: $10,322.50 Total Hours: 7.3

This category includes time spent preparing and reviewing retention applications for other retained professionals of the Debtors.

H. Financing and Cash Collateral

Fees: $789,431.00 Total Hours: 543.1

This category includes time spent on matters relating to the Debtors' term loan and revolving debtor-in-possession financing and exit financing facilities, including drafting, negotiating, and reviewing various documents and pleadings in support of the Debtors' financing and communications with stakeholders regarding the same.

I. Hearings

Fees: $148,518.00 Total Hours: 107.7

This category includes all time spent on matters relating to the preparation for, and participation in, the Debtors' first day hearing and the combined hearing to seek approval of the Disclosure Statement and Plan, including coordinating with the Debtors and their other advisors to prepare for such hearings.

J. Insurance

Fees: $8,584.50 Total Hours: 5.1

This category includes time spent communicating with the Debtors, their insurance brokers, and other professionals regarding insurance policies, including procurement of the Reorganized Debtors' go-forward directors and officers insurance.

K. Non-Working Travel

Fees: $19,660.50 Total Hours: 23.7

This category includes non-working travel time and is billed at 50% of the normal hourly rate for timekeepers.

L. Plan and Disclosure Statement

Fees: $668,642.50 Total Hours: 453.1

This category includes time spent on matters relating to the Plan, the Disclosure Statement, the solicitation of votes on the Plan, attention to matters related to the approval of the Plan and Disclosure Statement, including time spent drafting the confirmation brief, the Plan supplement documents, supporting declarations, and the proposed confirmation order. It also includes time responding to the formal and informal objections to plan confirmation.

M. Reporting

Fees: $2,034.50 Total Hours: 1.3

This category includes time spent on matters relating to the preparation of the Debtors' monthly operating report as required by the Bankruptcy Rules.

N. Securities Matters

Fees: $51,601.50 Total Hours: 33.0

This category includes time spent on securities and public company representation matters, including (a) addressing company reporting requirements and facilitating SEC filings related to the Debtors' delisting and (b) filing several form 8-K's during the Application Period.

O. Tax

Fees: $197,674.00 Total Hours: 105.3

This category includes time spent on tax issues, including the tax analysis of various transactional proposals relating to the Debtors' restructuring, as well as discussions regarding tax issues and tax filings.

P. Vendor and Customer Matters/Meeting and Communications with Creditors

Fees: $6,198.00 Total Hours: 3.9

This category includes time spent communicating with the Debtors and their professionals regarding customer and vendor inquiries as well as addressing certain vendor communication initiatives.

## VII. REIMBURSEMENT REQUEST FOR EXPENSES INCURRED

17. Latham requests reimbursement of actual and necessary out-of-pocket expenses in the aggregate amount of $13,159.45 incurred during the Application Period. A summary of all expenses is attached as Exhibit C, and the detail supporting each expense category is included in Latham's billing statements attached as Exhibit E.

## VIII. COMPENSATION REQUESTED FOR SERVICES RENDERED

18. Latham requests allowance of compensation for professionals' fees in the total amount of $2,175,042.50 for 1,468.20 hours of professional services during the Application Period.

19. A description of the time spent and services rendered by each professional in each of the major areas of the Chapter 11 Cases is detailed in this Application. To aid the Court's evaluation of the reasonableness of the fees, a summary schedule setting forth the number of hours devoted by Latham's professionals, the applicable billing rates, respective year of licensing, and fees sought is attached as Exhibit A. Additionally, a summary of fees sought for each project category is included on Exhibit B.

20. Latham worked to restrict the number of lawyers involved in the Chapter 11 Cases to (i) maximize familiarity with the subject matter and avoid waste or duplicate efforts; (ii) employ special expertise in a given field of law when necessary to do the best job possible with the least amount of effort; and (iii) assign the performance of all tasks to the least-senior attorney or paraprofessional capable of performing it consistent with sound legal representation and supervision.

21. Latham also took care to avoid duplication of effort with its co-counsel, Hunton Andrews Kurth LLP, by dividing services when possible so that each firm handled different tasks that arose during the course of the Chapter 11 Cases.

22. Latham also took measures to utilize professionals with requisite expertise to perform the services. Due to the nature of the Chapter 11 Cases and the complex legal issues involved, coupled with the speed in which these issues needed to be addressed, a sizeable portion of senior attorney time was expended to efficiently and effectively represent the Debtors. It was also at times necessary or appropriate for more than one attorney to participate in a given task or project to adequately and completely represent the Debtors. Dual participation does not equate to duplication of effort, but rather promotes efficiency and prevents unnecessary duplication of effort in the future. Conferences, emails, and the preparation of memoranda were used as necessary to promote efficiency. Meetings and telephone conferences at times involved multiple separate subject matters and issues, which were being handled by different attorneys.

## IX. BASIS FOR RELIEF REQUESTED

23. Section 330 of the Bankruptcy Code authorizes the Court to award Latham "reasonable compensation for actual, necessary services rendered" and "reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1).

24. To assess the reasonableness of attorneys' fees and expenses under section 330(a)(1) of the Bankruptcy Code, courts apply the standards set forth in Bankruptcy Rule 2016 and the twelve factors from *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). *See In re First Colonial Corp. of Am.*, 544 F.2d 1291, 1298–99 (5th Cir. 1977), *cert. denied*, 431 U.S. 904 (1977) (quoting and applying the *Johnson* factors). The *Johnson* opinion recognized that factors other than number of hours spent and the hourly rate normally charged may be considered

in fixing the amount of reasonable attorneys' fees to be awarded in a bankruptcy proceeding. *See Johnson*, 488 F.2d at 717–20. Specifically, the *Johnson* factors are: (1) time and labor required; (2) novelty and difficulty of the questions; (3) skill requisite to perform the legal service properly; (4) preclusion of other employment by the attorney due to acceptance of the case; (5) customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by the client or other circumstances; (8) amount involved and the results obtained; (9) experience, reputation, and ability of the attorneys; (10) "undesirability" of the case; (11) nature and length of the professional relationship with the client; and (12) awards in similar cases. *Johnson*, 488 F.2d at 717–19.

25. Rejecting the "hindsight" or "material benefit" standard that was originally set forth in *In re Pro-Snax Distributors, Inc.*, 157 F.3d 414 (5th Cir. 1998), the Fifth Circuit adopted a prospective standard based on whether the services of counsel were reasonably likely to benefit the estate at the time which they were rendered. *See Barron & Newburger, P.C. v. Tex. Skyline, Ltd. (In re Woerner)*, 783 F.3d 266, 276 (5th Cir. 2015). All services rendered by Latham satisfy the *Woerner* standard because they were reasonably likely to benefit the Debtors' estates at the time rendered. With these standards in mind, each of the *Johnson* factors are discussed in turn.

**(i) Time and Labor Required**

26. Latham provided 1,468.20 hours of professional services during the Application Period, and Latham's detailed billing statements, included in Exhibit E, list in detail all of the work performed for which compensation is sought. Specifically, the date the services were rendered, the individual performing such services, a description of the services, and the time expended, are all detailed. Latham believes that such detail establishes that its request for compensation is reasonable. All of the services specified were actual and necessary for the Debtors to perform their statutory duties.

**(ii) Novelty and Difficulty**

27. The Chapter 11 Cases involved a number of challenging operational and legal issues, including the debtor-in-possession financing commitment mechanics, which had to be completed within the timeline set forth in the Restructuring Support Agreement.

**(iii) Skill Required to Perform the Legal Service Properly**

28. Bankruptcy is a specialized area of federal practice, requiring knowledge of the Bankruptcy Code and other related state and federal statutes and precedent. It also requires a working knowledge of a number of other areas of law regularly confronting the Debtors. Likewise, dealing with complicated issues, many of which were on an expedited basis, required a substantial amount of coordination and skill.

**(iv) Preclusion of Other Employment**

29. While Latham's representation of the Debtors in the Chapter 11 Cases did not preclude it from accepting other employment undertaken by Latham, it did limit certain attorneys working on the Chapter 11 Cases from working on other client matters.

**(v) Customary Fee**

30. The hourly rates for each Latham professional are summarized in Exhibit A filed in support of this Application. These rates are commensurate with rates charged by attorneys with similar qualifications and experience at comparable law firms, and with rates charged to other Latham clients. The hourly rates of Latham compare favorably with average costs for similar legal services being provided by a national law firm, and also compare favorably with the rates of other professionals in the Chapter 11 Cases. Latham submits that the fees sought herein are substantially similar to what would have been charged in a non-bankruptcy matter of similar size and complexity.

**(vi) Whether the Fee is Fixed or Contingent**

31. Latham's fee is neither fixed nor contingent other than the contingency of Court approval and availability of assets to pay professionals. It is based upon the actual total number of hours worked plus the actual costs incurred.

**(vii) Time Limitations Imposed by the Client or Other Circumstances**

32. As noted previously, the relatively short timeline for confirmation of the Plan in the Chapter 11 Cases—as contemplated by the Restructuring Support Agreement—required Latham to provide services on complicated issues on an expedited basis. Under such time limitations, Latham provided services competently, efficiently, and without duplication of effort thereby avoiding the expenses of delay and a protracted bankruptcy for the benefit of all stakeholders.

**(viii) Amount Involved and Results Obtained**

33. Latham's actions in the Chapter 11 Cases assisted the Debtors and provided value to the process. The detailed billing statements in Exhibit E and the summary of work performed by task code in this Application detail Latham's work during the Application Period. The detailed billing statements include the dates such services were rendered, the individual performing such services, a description of the services, and the time expended. Latham believes that such information, as well as the information provided in this Application, establishes that the requested compensation is reasonable.

34. As a result of Latham's efforts during the Application Period, the Debtors achieved a number of objectives vital to the Chapter 11 Cases, including preserving jobs, keeping their business intact, rightsizing their balance sheet, and obtaining confirmation of the Plan in just 5 weeks from the Petition Date.

**(ix) Experience, Reputation, and Ability of the Attorneys**

35. Over many years, Latham's attorneys have regularly appeared in significant representations, including bankruptcy cases throughout Texas and the United States. The attorneys are well-regarded in the legal community.

**(x) "Undesirability" of Case**

36. The Chapter 11 Cases were not undesirable. As in all bankruptcy cases, there is a risk that fees and expenses will not get paid when a firm agrees to represent a debtor. Due to these uncertainties, firms frequently elect not to represent a debtor.

**(xi) Nature and Length of the Professional Relationship with the Client**

37. Latham's engagement as counsel began before the Petition Date. As noted in the Retention Application, since 2007, Latham and the Debtors have worked closely together in connection with certain corporate, finance, tax, and litigation matters that customarily arise in representation of companies similar to the Debtors. In November 2024, Latham and the Debtors amended their engagement and entered into the Engagement Letter to respond to the Debtors' financial circumstances, and Latham represented the Debtors as co-counsel in connection with all phases of the Debtors' restructuring efforts including, without limitation, preparation for the commencement of the Chapter 11 Cases.

**(xii) Awards in Similar Cases**

38. Based on Latham's experience, Latham's fees are in line with fees allowed in proceedings of similar scope for the services rendered and results obtained.

## X. STATEMENT PURSUANT TO THE U.S. TRUSTEE GUIDELINES

39. Pursuant to paragraph C.5 of Appendix B to the U.S. Trustee Guidelines, Latham states as follows:

a) **Question:** Did Latham agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the Application Period?

**Answer:** No. The rate structure provided by Latham is appropriate and comparable to (i) the rates that Latham charges for non-bankruptcy representations or (ii) the rates of other comparably skilled professionals.

b) **Question:** 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 Latham discuss the reasons for the variation with the client?

**Answer:** The fees sought in this Application are not higher by 10% or more as compared to the estimate of fees Latham provided to the Debtors.

c) **Question:** Have any of the professionals included in this Application varied their hourly rate based on the geographic location of the bankruptcy case?

**Answer:** No.

d) **Question:** Does the Application include time or fees relating to reviewing or revising time records or preparing, reviewing, or revising invoices?

**Answer:** This Application does not include such time or fees other than in connection with the preparation of this Application.

e) **Question:** Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information?

**Answer:** Yes. The total time expended for such matters during the Application Period was approximately 5.9 hours.

[*Remainder of page left blank intentionally*]

## XI. CONCLUSION

40. Latham provided necessary services which were reasonably likely to benefit the estates at the time rendered. Taking into account all relevant factors, Latham requests that the Court determine that the nature, extent, and value of these services were appropriate under the circumstances at the time the services were rendered.

41. Accordingly, Latham respectfully requests entry of an order, substantially in the form attached hereto, (i) allowing Latham compensation and reimbursement of expenses in the total amount of $2,188,201.95, (ii) approving the allowed compensation and reimbursement of expenses on a final basis, (iii) authorizing the Debtors to disburse any unpaid amounts allowed, and (iv) granting such other and further relief as the Court deems just and proper.

Dated: February 26, 2025
Houston, Texas

Respectfully submitted,

*/s/ Ted A. Dillman*

**LATHAM & WATKINS LLP**
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*Counsel for the Reorganized Debtors*

## STATEMENT OF CERTIFYING PROFESSIONAL

I hereby certify that I have read the foregoing Application and to the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is billed at rates, in accordance with practices, no less favorable than those customarily employed by Latham in similar matters and generally accepted by Latham's clients.

*/s/ Ted A. Dillman*
Ted A. Dillman

## CERTIFICATE OF SERVICE

I certify that on February 26, 2025, a true and correct copy of the foregoing Application was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices.

*/s/ Timothy A. ("Tad") Davidson II*
Timothy A. ("Tad") Davidson II

# Exhibit A

## Summary of Timekeepers Included in this Application

| Name of Professional Individual | Position of the Applicant, Date of Hire, Year of Obtaining License to Practice, Department | Blended Hourly Billing Rate[1] [2] | Total Hours Billed | Total Compensation | Number of rate increases since case inception[3] |
|---|---|---|---|---|---|
| Davis, George A. | Partner. Joined firm in 2018. Member of New York Bar since 1991. Member of Finance Department. | $2,466.67 | 7.3 | $17,840.00 | 1 |
| Kronsnoble, Joseph M. | Partner. Joined firm in 1991. Member of Illinois Bar since 1991. Member of Tax Department | $2,415.00 | 47.6 | $114,954.00 | 0 |
| Dillman, Ted A. | Partner. Joined firm in 2008. Member of California Bar since 2008. Member of Finance Department. | $2,058.14 | 84.2 | $173,291.50 | 1 |
| Yu, Emily | Counsel. Joined firm in 2004. Member of New York Bar since 1997. Member of California Bar since 2010. Member of Finance Department. | $1,860.00 | 5.8 | $10,788.00 | 0 |
| Rock, Brian K. | Partner. Joined firm in 2011. Member of New York Bar since 2012. Member of District of Columbia Bar since 2023. Member of Finance Department. | $1,860.00 | 6.7 | $12,462.00 | 0 |
| Ferrell, Laura N. | Partner. Joined firm in 2018. Member of Illinois Bar since 2009. Member of Corporate Department. | $1,860.00 | 2.8 | $5,208.00 | 0 |
| Yakut, Ipek S. | Partner. Joined firm in 2018. Member of New York Bar since 2010. Member of Finance Department. | $1,857.30 | 52.2 | $97,092.00 | 1 |
| Oh, Yoo Jin E. | Partner. Joined firm in 2006. Member of California Bar since 2006. Member of Finance Department. | $1,816.41 | 42.0 | $76,529.00 | 1 |
| Ravin, Adam S. | Counsel. Joined firm in 2010. Member of New Jersey Bar since 1995. Member of New York Bar since 2002. Member of Finance Department. | $1,806.04 | 97.8 | $176,635.50 | 1 |
| Bozkurt, Yigit B. | Partner. Joined firm in 2010. Member of New York Bar since 2010. Member of Tax Department. | $1,780.00 | 2.6 | $4,628.00 | 0 |
| Cooper, Jenna B. | Partner. Joined firm in 2014. Member of New York Bar since 2011. Member of Corporate Department. | $1,768.28 | 6.1 | $10,858.00 | 1 |
| Gelfand, Benjamin T. | Counsel. Joined firm in 2015. Member of Texas Bar since 2015. Member of Finance Department. | $1,764.18 | 93.8 | $165,476.50 | 1 |
| Murtagh, Hugh K. | Counsel. Joined firm in 2017. Member of New York Bar since 2012. Member of Finance Department. | $1,695.64 | 97.3 | $164,946.25 | 1 |

[1] All non-working travel time has been billed at 50% of the normal hourly rate.

[2] Blended rate includes non-working travel time billed at 50% of the normal hourly rate and rates as indicated in Retention Application.

[3] The only rate increase was the annual rate increase disclosed in the Retention Application, and professionals for whom no rate increase is shown billed time only in 2024 or 2025.

| Name of Professional Individual | Position of the Applicant, Date of Hire, Year of Obtaining License to Practice, Department | Blended Hourly Billing Rate[1] [2] | Total Hours Billed | Total Compensation | Number of rate increases since case inception[3] |
|---|---|---|---|---|---|
| Gardiner, Drew T. | Partner. Joined firm in 2004. Member of California Bar since 2004. Member of Litigation Department. | $1,680.00 | 3.6 | $6,048.00 | 0 |
| Gumm, Derek | Associate. Joined firm in 2021. Member of California Bar since 2017. Member of Tax Department. | $1,562.66 | 57.1 | $89,361.50 | 1 |
| Quartarolo, Amy | Partner. Joined firm in 2002. Member of California Bar since 2002. Member of Litigation Department. | $1,551.11 | 39.3 | $60,958.50 | 1 |
| Gonen, Shahar | Associate. Joined firm in 2021. Member of New York Bar since 2018. Member of Corporate Department. | $1,483.52 | 57.4 | $85,138.00 | 1 |
| Li, Tianjiao | Associate. Joined firm in 2020. Member of New York Bar since 2019. Member of Finance Department. | $1,479.00 | 60.6 | $89,648.00 | 1 |
| Lee, Hyun Ji | Associate. Joined firm in 2021. Member of California Bar since 2018. Member of Corporate Department | $1,466.20 | 128.6 | $188,522.00 | 1 |
| Weichselbaum, Jonathan J. | Associate. Joined firm in 2018. Member of New York Bar since 2019. Member of Finance Department. | $1,457.96 | 136.7 | $199,571.25 | 1 |
| Cummings, Timothy D. | Associate. Joined firm in 2022. Member of Illinois Bar since 2021. Member of District of Columbia Bar since 2021. Member of Corporate Department. | $1,350.00 | 2.7 | $3,645.00 | 0 |
| Lisner, Alexandra T. | Associate. Joined firm in 2022. Member of New York Bar since 2023. Member of Finance Department. | $1,187.93 | 42.7 | $50,739.00 | 1 |
| Shang, Kevin D. | Associate. Joined firm in 2022. Member of California Bar since 2022. Member of Finance Department. | $1,164.57 | 79.4 | $92,522.00 | 1 |
| Davis, Matthew T. | Associate. Joined firm in 2022. Member of California Bar since 2021. Member of Corporate Department. | $1,135.00 | 83.7 | $94,999.50 | 0 |
| Young, Tessa | Associate. Joined firm in 2023. Member of Massachusetts Bar since 2023. Member of Tax Department. | $978.38 | 12.5 | $12,250.00 | 1 |
| Herskowitz, Brian I. | Associate. Joined firm in 2023. Member of New York Bar since 2024. Unassigned. | $955.38 | 66.9 | $64,242.00 | 1 |

| Name of Professional Individual | Position of the Applicant, Date of Hire, Year of Obtaining License to Practice, Department | Blended Hourly Billing Rate[1] [2] | Total Hours Billed | Total Compensation | Number of rate increases since case inception[3] |
|---|---|---|---|---|---|
| Brown, Sara B. | Associate. Joined firm in 2022. Member of New York Bar since 2023. Member of Corporate Department. | $908.85 | 6.8 | $6,248.00 | 1 |
| Presley, Rebekah A. | Associate. Joined firm in 2022. Member of New York Bar since 2023. Member of Finance Department. | $907.58 | 9.1 | $8,259.00 | 1 |
| Parker, Timothy B. | Associate. Joined firm in 2023. Member of Illinois Bar since 2023. Member of Finance Department. | $890.00 | 2.9 | $2,581.00 | 0 |
| Drazen, Ian M. | Associate. Joined firm in 2024. Member of California Bar since 2023. Member of Finance Department. | $827.67 | 43.9 | $36,341.50 | 1 |
| Ibrahim, Jacob A. | Associate. Joined firm in 2023. Member of California Bar since 2023. Member of Finance Department. | $760.00 | 9.9 | $7,524.00 | 0 |
| Andrews, John E. | Senior Paralegal. Joined firm in 2003. Member of Corporate Department. | $675.00 | 1.1 | $742.50 | 0 |
| Webster, Richard A. | Senior Paralegal. Joined firm in 2017. Member of Finance Department. | $605.00 | 5.8 | $3,509.00 | 0 |
| Grocke, Gayle D. | Senior Paralegal. Joined firm in 2006. Member of Finance Department. | $600.86 | 6.8 | $4,114.00 | 1 |
| Kwan, Anna T. | Senior Paralegal. Joined firm in 2000. Member of Litigation Department. | $598.77 | 15.9 | $9,520.50 | 1 |
| Tarrant, Christopher M. | Senior Paralegal. Joined firm in 2022. Member of Finance Department. | $573.59 | 44.1 | $25,329.50 | 1 |
| Garcia, Jaime M. | Senior Paralegal. Joined firm in 2005. Member of Litigation Department. | $560.00 | 4.5 | $2,520.00 | 0 |

| | |
|---|---|
| **Grand Total** | **$2,175,042.50** |
| **Total Hours** | **1,468.20** |
| **Blended Rate[4]** | **$1,481.43** |

[4] Blended rate is calculated based on the hourly rates for all professionals and paraprofessionals.

# Exhibit B

## Summary of Compensation by Project Category

| Project Category[1] | Total Hours | Total Fees |
|---|---|---|
| Assumption and Rejection of Leases and Contracts | 48.20 | $83,993.50 |
| Business Operations | 8.00 | $12,428.00 |
| Case Administration | 44.90 | $69,769.00 |
| Corporate Governance, Board, and Regulatory Matters | 49.40 | $70,969.00 |
| Employee Benefits and Pensions | 0.80 | $1,330.00 |
| Fee and Retention Applications (LW) | 33.40 | $33,886.00 |
| Fee and Retention Applications (Others) | 7.30 | $10,322.50 |
| Financing and Cash Collateral | 543.10 | $789,431.00 |
| Hearings | 107.70 | $148,518.00 |
| Insurance | 5.10 | $8,584.50 |
| Vendor and Customer Matters; Meetings and Communications with Creditors | 3.90 | $6,198.00 |
| Non-Working Travel Time | 23.70 | $19,660.50 |
| Plan and Disclosure Statement | 453.10 | $668,642.50 |
| Reporting | 1.30 | $2,034.50 |
| Securities Matters | 33.00 | $51,601.50 |
| Tax | 105.30 | $197,674.00 |
| **TOTAL** | **1,468.20** | **$2,175,042.50** |

[1] All non-working travel time has been billed at 50% of the normal hourly rate.

# Exhibit C

## Summary of Expenses

| Expense Category | Total Expenses |
|---|---|
| Airfare | $1,629.68 |
| Document Copies | $845.92 |
| Filing Fees | $1,240.00 |
| Ground Transportation - Out-Of-Town | $1,231.61 |
| Laser Print | $1,911.60 |
| Lodging - Out of Town | $3,240.67 |
| Meals - Out-of-Town | $366.64 |
| Mileage - Out-of-Town | $19.92 |
| Outside Attorneys | $337.50 |
| Outside Services - Non-Attorney | $2,153.75 |
| Parking - Out-of-Town | $150.00 |
| Postage | $32.16 |
| **TOTAL** | **$13,159.45** |

# Exhibit D

## Customary and Comparable Compensation Disclosures

| Category of Timekeeper | Blended Hourly Rate | |
|---|---|---|
| | Billed Firm-Wide for Preceding Year (2023)[1] | Billed December 22, 2024 through January 28, 2025 |
| Partner | $1,626 | $1,970 |
| Counsel | $1,399 | $1,757 |
| Senior Associate (7 years or more since first admission) | $1,300 | $1,501 |
| Mid-Level Associate (4-6 years since first admission) | $1,174 | $1,280 |
| Junior Associate (0-3 years since first admission) | $883 | $1,050 |
| Professional Staff | $492 | N/A |
| Paraprofessionals | $492 | $585 |
| **All Timekeepers Aggregated** | **$1,207** | **$1,481** |

[1] The data in this column excludes 2023 blended hourly rate information for members of the Restructuring and Special Situations practice group. The billable rates for Latham attorneys are adjusted on January 1 of each year.

# Exhibit E

## Detailed Billing Statements

1271 Avenue of the Americas
New York, New York 10020-1303
Tel: +1.212.906.1200 Fax: +1.212.751.4864
www.lw.com

LATHAM & WATKINS LLP

**INVOICE**

February 24, 2025

The Container Store
500 Freeport Parkway
Coppell, TX 75019
Attn: Kristin Schwertner

Please identify your payment with the following:

Invoice No. 2500602387
Matter Number 044372-1000

For professional services rendered through January 28, 2025

| | Services | Costs | Total |
|---|---|---|---|
| Assumption and Rejection of Leases and Contracts | 83,993.50 | | $ 83,993.50 |
| Business Operations | 12,428.00 | | 12,428.00 |
| Case Administration | 69,769.00 | | 69,769.00 |
| Corporate Governance, Board, and Regulatory Matters | 70,969.00 | | 70,969.00 |
| Employee Benefits and Pensions | 1,330.00 | | 1,330.00 |
| Fee and Retention Applications (LW) | 33,886.00 | | 33,886.00 |
| Fee and Retention Applications (Others) | 10,322.50 | | 10,322.50 |
| Financing and Cash Collateral | 789,431.00 | | 789,431.00 |
| Hearings | 148,518.00 | | 148,518.00 |
| Insurance | 8,584.50 | | 8,584.50 |
| Non-Working Travel Time | 19,660.50 | | 19,660.50 |
| Plan and Disclosure Statement | 668,642.50 | | 668,642.50 |
| Reporting | 2,034.50 | | 2,034.50 |
| Securities Matters | 51,601.50 | | 51,601.50 |
| Tax | 197,674.00 | | 197,674.00 |
| Vendor and Customer Matters; Meetings and Communications | 6,198.00 | | 6,198.00 |
| Total Services and Costs | 2,175,042.50 | 0.00 | $ 2,175,042.50 |

**Total Due** **$ 2,175,042.50**

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
PLEASE REFERENCE INVOICE #2500602387 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025

| | | | | |
|---|---|---|---|---|
| G A Davis | 4.80 | Hrs. @ | $ 2,550.00/hr. | $ 12,240.00 |
| G A Davis | 2.50 | Hrs. @ | $ 2,240.00/hr. | $ 5,600.00 |
| J M Kronsnoble | 47.60 | Hrs. @ | $ 2,415.00/hr. | $ 114,954.00 |
| T A Dillman | 72.90 | Hrs. @ | $ 2,095.00/hr. | $ 152,725.50 |
| T A Dillman | 11.30 | Hrs. @ | $ 1,820.00/hr. | $ 20,566.00 |
| L N Ferrell | 2.80 | Hrs. @ | $ 1,860.00/hr. | $ 5,208.00 |
| Y J Oh | 34.60 | Hrs. @ | $ 1,860.00/hr. | $ 64,356.00 |
| Y J Oh | 7.40 | Hrs. @ | $ 1,645.00/hr. | $ 12,173.00 |
| B K Rock | 6.70 | Hrs. @ | $ 1,860.00/hr. | $ 12,462.00 |
| I S Yakut | 52.20 | Hrs. @ | $ 1,860.00/hr. | $ 97,092.00 |
| Y B Bozkurt | 2.60 | Hrs. @ | $ 1,780.00/hr. | $ 4,628.00 |
| J B Cooper | 6.10 | Hrs. @ | $ 1,780.00/hr. | $ 10,858.00 |
| D T Gardiner | 3.60 | Hrs. @ | $ 1,680.00/hr. | $ 6,048.00 |
| A Quartarolo | 32.10 | Hrs. @ | $ 1,680.00/hr. | $ 53,928.00 |
| A Quartarolo | 1.50 | Hrs. @ | $ 1,495.00/hr. | $ 2,242.50 |
| A Quartarolo | 5.70 | Hrs. @ | $ 840.00/hr. | $ 4,788.00 |
| E Yu | 5.80 | Hrs. @ | $ 1,860.00/hr. | $ 10,788.00 |
| A S Ravin | 92.70 | Hrs. @ | $ 1,810.00/hr. | $ 167,787.00 |
| A S Ravin | 5.10 | Hrs. @ | $ 1,735.00/hr. | $ 8,848.50 |
| B T Gelfand | 85.30 | Hrs. @ | $ 1,780.00/hr. | $ 151,834.00 |
| B T Gelfand | 8.50 | Hrs. @ | $ 1,605.00/hr. | $ 13,642.50 |
| H K Murtagh | 83.30 | Hrs. @ | $ 1,775.00/hr. | $ 147,857.50 |
| H K Murtagh | 6.50 | Hrs. @ | $ 1,605.00/hr. | $ 10,432.50 |
| H K Murtagh | 7.50 | Hrs. @ | $ 887.50/hr. | $ 6,656.25 |
| D Gumm | 57.10 | Hrs. @ | $ 1,565.00/hr. | $ 89,361.50 |
| J J Weichselbaum | 105.00 | Hrs. @ | $ 1,565.00/hr. | $ 164,325.00 |
| J J Weichselbaum | 21.20 | Hrs. @ | $ 1,275.00/hr. | $ 27,030.00 |
| J J Weichselbaum | 10.50 | Hrs. @ | $ 782.50/hr. | $ 8,216.25 |
| S Gonen | 52.90 | Hrs. @ | $ 1,495.00/hr. | $ 79,085.50 |
| S Gonen | 4.50 | Hrs. @ | $ 1,345.00/hr. | $ 6,052.50 |
| H Lee | 103.70 | Hrs. @ | $ 1,495.00/hr. | $ 155,031.50 |
| H Lee | 24.90 | Hrs. @ | $ 1,345.00/hr. | $ 33,490.50 |
| T D Cummings | 2.70 | Hrs. @ | $ 1,350.00/hr. | $ 3,645.00 |
| T Li | 42.70 | Hrs. @ | $ 1,565.00/hr. | $ 66,825.50 |
| T Li | 17.90 | Hrs. @ | $ 1,275.00/hr. | $ 22,822.50 |
| A T Lisner | 39.80 | Hrs. @ | $ 1,210.00/hr. | $ 48,158.00 |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025

| | | | | |
|---|---|---|---|---|
| A T Lisner | 2.90 | Hrs. @ | $ 890.00/hr. | $ 2,581.00 |
| R A Presley | .50 | Hrs. @ | $ 1,210.00/hr. | $ 605.00 |
| R A Presley | 8.60 | Hrs. @ | $ 890.00/hr. | $ 7,654.00 |
| K D Shang | 68.30 | Hrs. @ | $ 1,210.00/hr. | $ 82,643.00 |
| K D Shang | 11.10 | Hrs. @ | $ 890.00/hr. | $ 9,879.00 |
| M T Davis | 83.70 | Hrs. @ | $ 1,135.00/hr. | $ 94,999.50 |
| T Young | 12.50 | Hrs. @ | $ 980.00/hr. | $ 12,250.00 |
| S B Brown | .80 | Hrs. @ | $ 1,135.00/hr. | $ 908.00 |
| S B Brown | 6.00 | Hrs. @ | $ 890.00/hr. | $ 5,340.00 |
| T B Parker | 2.90 | Hrs. @ | $ 890.00/hr. | $ 2,581.00 |
| I M Drazen | 39.70 | Hrs. @ | $ 835.00/hr. | $ 33,149.50 |
| I M Drazen | 4.20 | Hrs. @ | $ 760.00/hr. | $ 3,192.00 |
| B I Herskowitz | 60.90 | Hrs. @ | $ 980.00/hr. | $ 59,682.00 |
| B I Herskowitz | 6.00 | Hrs. @ | $ 760.00/hr. | $ 4,560.00 |
| J A Ibrahim | 9.90 | Hrs. @ | $ 760.00/hr. | $ 7,524.00 |
| J E Andrews | 1.10 | Hrs. @ | $ 675.00/hr. | $ 742.50 |
| G D Grocke | 6.80 | Hrs. @ | $ 605.00/hr. | $ 4,114.00 |
| AT Kwan | 13.70 | Hrs. @ | $ 605.00/hr. | $ 8,288.50 |
| AT Kwan | 2.20 | Hrs. @ | $ 560.00/hr. | $ 1,232.00 |
| R A Webster | 5.80 | Hrs. @ | $ 605.00/hr. | $ 3,509.00 |
| J M Garcia | 4.50 | Hrs. @ | $ 560.00/hr. | $ 2,520.00 |
| C M Tarrant | 31.10 | Hrs. @ | $ 595.00/hr. | $ 18,504.50 |
| C M Tarrant | 13.00 | Hrs. @ | $ 525.00/hr. | $ 6,825.00 |
| | 1,468.20 | | | $ 2,175,042.50 |

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
PLEASE REFERENCE INVOICE #2500602387 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Assumption and Rejection of Leases and Contracts

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/23/24 | T A Dillman | .50 | 910.00 | Address landlord comments regarding first day orders |
| 12/30/24 | J J Weichselbaum | .70 | 892.50 | Emails with Latham team regarding leased premises questions (0.4); emails with Latham and FTI regarding timing of exiting lease (0.3) |
| 12/31/24 | J J Weichselbaum | .80 | 1,020.00 | Call with landlord regarding lease issues (0.4); emails with Latham and FTI regarding rejection damages calculation (0.2); review research regarding same (0.2) |
| 01/02/25 | J J Weichselbaum | .20 | 313.00 | Call with A&G and Debtors regarding lease issues |
| 01/03/25 | J J Weichselbaum | .60 | 939.00 | Review comments to lease amendment form (0.3); emails with Latham regarding same (0.1); emails with Latham regarding landlord consent (0.2) |
| 01/06/25 | T A Dillman | .80 | 1,676.00 | Review landlord settlements (0.5); correspondence with J. Weichselbaum regarding same (0.3) |
| 01/06/25 | H K Murtagh | 1.70 | 3,017.50 | Review BYON SPA regarding lease breach/termination issues |
| 01/06/25 | J J Weichselbaum | 2.30 | 3,599.50 | Review comments to lease amendments (1.1); comment on same (0.7); correspondence with Latham and Sidley teams regarding same (0.5) |
| 01/07/25 | T A Dillman | 1.90 | 3,980.50 | Review landlord settlements (0.4); correspondence with J. Weichselbaum regarding same (0.2); call and correspondence with S. Fleicher regarding lease termination proposal (0.3); correspondence with Debtors and A&G teams regarding same (0.1); review rejection analysis (0.5); related correspondence with Latham and Hunton Andrews Kurth teams (0.4) |
| 01/07/25 | H K Murtagh | 2.80 | 4,970.00 | Analyze BYON contract treatment and develop strategy (1.5); discuss same with T. Dillman (0.5); discuss same with Latham team (0.8) |
| 01/07/25 | A S Ravin | .20 | 362.00 | Emails with Latham and Hunton Andrews Kurth regarding potential rejection of contract and related issues |
| 01/07/25 | J J Weichselbaum | .40 | 626.00 | Emails with Latham and A&G regarding lease amendment matter (0.2); comment on lease amendments (0.2) |
| 01/08/25 | T A Dillman | .60 | 1,257.00 | Review (0.3) and correspond with A&G, Debtors, and Latham team regarding landlord settlements and related matters (0.3) |
| 01/08/25 | H K Murtagh | 1.20 | 2,130.00 | Review and revise store lease amendments (0.9); discuss same with A&G and Sidley (0.3) |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Assumption and Rejection of Leases and Contracts

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/09/25 | T A Dillman | .70 | 1,466.50 | Review (0.3) and correspond with A&G, Debtors, and Latham team regarding landlord settlements and related matters (0.4) |
| 01/09/25 | H K Murtagh | 6.60 | 11,715.00 | Review and revise amendments to store leases (4.8); discuss status and open issues with A&G, Sidley, and lender counsel (1.2); review lender consent rights (0.3); call with A&G, Sidley, and Debtors regarding same (0.3) |
| 01/10/25 | T A Dillman | 1.20 | 2,514.00 | Review lease amendments (0.4) and call with H. Murtagh regarding strategy (0.4); correspondence with A&G, Debtors, and Latham team regarding landlord settlements and related matters (0.4) |
| 01/10/25 | H K Murtagh | 2.30 | 4,082.50 | Call with S. Malhotra, J. Miller regarding lease amendments (0.5); call with T. Grinnell, A&G, and Sidley regarding same (0.5); discuss strategy regarding same with T. Dillman (0.4); review further amendments (0.7); correspondence regarding same with Paul Hastings (0.2) |
| 01/10/25 | J J Weichselbaum | 1.00 | 1,565.00 | Review lease amendments (0.4); comment on same (0.4); review emails regarding lease amendment work stream (0.2) |
| 01/12/25 | J J Weichselbaum | .40 | 626.00 | Comment on landlord amendment form |
| 01/13/25 | H K Murtagh | .50 | 887.50 | Correspondence regarding amendment drafts with J. Weichselbaum and Sidley |
| 01/13/25 | J J Weichselbaum | .80 | 1,252.00 | Correspond with Sidley regarding lease amendments (0.2); call with landlord regarding lease amendment (0.3); review comments to lease amendment (0.3) |
| 01/14/25 | T A Dillman | .30 | 628.50 | Correspondence regarding lease termination issues with landlord, Debtors and Latham teams |
| 01/14/25 | J J Weichselbaum | .80 | 1,252.00 | Review comments to various lease amendments (0.5); correspondence regarding same (0.3) |
| 01/15/25 | H K Murtagh | 1.60 | 2,840.00 | Call with Debtors and advisors regarding lease amendments (0.4); call with Federal Realty counsel regarding same (0.4); revise leases (0.8) |
| 01/15/25 | J J Weichselbaum | 1.30 | 2,034.50 | Review lease amendments (0.4); correspondence with Latham regarding same (0.3); calls with landlords regarding lease amendments (0.4); review comments to lease amendments from landlord call (0.2) |
| 01/16/25 | T A Dillman | .50 | 1,047.50 | Review landlord settlement matters (0.3) and related correspondence with Latham and A&G teams (0.2) |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Assumption and Rejection of Leases and Contracts

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/16/25 | H K Murtagh | 1.80 | 3,195.00 | Correspondence (0.7) and calls with A&G, Sidley, and Debtors team regarding open lease amendment issues (1.1) |
| 01/16/25 | J J Weichselbaum | 1.50 | 2,347.50 | Review lease amendments (0.9); correspondence regarding various lease amendments and comments to same (0.6) |
| 01/17/25 | J J Weichselbaum | .90 | 1,408.50 | Draft landlord letter (0.3); emails regarding lease amendments and related matters (0.4); review/revise landlord letter (0.2) |
| 01/18/25 | J J Weichselbaum | .40 | 626.00 | Review comments to lease termination agreement |
| 01/19/25 | A S Ravin | .20 | 362.00 | Emails with Latham and A&G regarding status of negotiation with landlords regarding lease amendments and related issues |
| 01/19/25 | J J Weichselbaum | .40 | 626.00 | Emails with A&G regarding landlord negotiations (0.2); review comments to lease amendments (0.2) |
| 01/20/25 | T A Dillman | .80 | 1,676.00 | Review lease amendments (0.5); correspondence with A&G and Latham team regarding same (0.3) |
| 01/20/25 | H K Murtagh | 1.40 | 2,485.00 | Review further lease amendments (0.8); call with J. Weichselbaum, A&G, Sidley, and Debtors regarding same (0.3); call with Staten Island landlord counsel (0.3) |
| 01/20/25 | J J Weichselbaum | 1.00 | 1,565.00 | Participate in call with H. Murtagh, Debtors, and A&G regarding lease termination agreement (0.3); review lease amendment comments (0.3); review lease termination agreement (0.2); emails regarding status of lease amendments (0.2) |
| 01/21/25 | H K Murtagh | 1.20 | 2,130.00 | Check-in call with J. Weichselbaum, Debtors, A&G regarding lease amendments (0.3); further review and revise proposed lease modifications (0.9) |
| 01/21/25 | J J Weichselbaum | .80 | 1,252.00 | Review comments to lease amendment (0.3); call with H. Murtagh, Debtors and A&G regarding lease amendment comments (0.3); emails with Latham regarding potential contract for rejection (0.2) |
| 01/22/25 | H K Murtagh | 2.10 | 3,727.50 | Review and analyze shareholder agreement issues (0.6); correspondence and calls regarding lease amendments (1.2); call with RxBenefits counsel (0.3) |
| 01/22/25 | J J Weichselbaum | 1.10 | 1,721.50 | Review comments to lease amendments (0.4); review agreements for contract assumption / rejection decisions (0.5); emails with Latham regarding contract rejection questions (0.2) |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Assumption and Rejection of Leases and Contracts

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/23/25 | H K Murtagh | .80 | 1,420.00 | Calls with A&G, Sidley, and Debtors regarding lease negotiation status/strategy |
| 01/24/25 | J J Weichselbaum | .30 | 469.50 | Review lease amendments |
| 01/27/25 | J J Weichselbaum | .20 | 313.00 | Review Staten Island lease termination agreement |
| 01/28/25 | H K Murtagh | .60 | 1,065.00 | Calls and correspondence with A&G regarding finalizing lease amendments |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Business Operations

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/23/24 | H K Murtagh | .40 | 642.00 | Follow up with banks regarding cash management |
| 12/23/24 | J J Weichselbaum | .80 | 1,020.00 | Emails regarding cash management matters (0.6); review and comment on communication materials (0.4); emails regarding same (0.2) |
| 12/31/24 | J J Weichselbaum | .40 | 510.00 | Review adequate assurance letter from utility provider (0.3); email team regarding same (0.1) |
| 01/03/25 | J J Weichselbaum | .20 | 313.00 | Correspond with counsel to BofA regarding bank account information |
| 01/06/25 | J J Weichselbaum | .30 | 469.50 | Emails regarding adequate assurance request from utility provider (0.2); execute letter in connection with same (0.1) |
| 01/06/25 | K D Shang | .30 | 363.00 | Correspondence with Hunton Andrews Kurth regarding cash management motion |
| 01/08/25 | J J Weichselbaum | .20 | 313.00 | Review adequate assurance letter |
| 01/09/25 | A S Ravin | .30 | 543.00 | Emails with Latham regarding utility's proposed adequate assurance request (0.1); review draft of proposed employee communication and related emails with Latham (0.2) |
| 01/09/25 | J J Weichselbaum | .70 | 1,095.50 | Email with FTI regarding employee messaging (0.2); review proposed responses to employee questions (0.2); comment on same (0.1); review adequate assurance request letter (0.2) |
| 01/10/25 | A S Ravin | .20 | 362.00 | Further emails with Latham and Paul Hastings regarding adequate assurance request from utility provider (0.1); further emails with Latham and Debtors regarding employee communications (0.1) |
| 01/10/25 | J J Weichselbaum | 1.00 | 1,565.00 | Comment on communications memorandum for employees (0.8); review email regarding same (0.2) |
| 01/14/25 | A S Ravin | .40 | 724.00 | Emails with Hunton Andrews Kurth and Latham regarding CNO for Cash Management Motion and related issues (0.1); review proposed communications to insurance companies and vendors (0.2); related emails with Latham (0.1) |
| 01/15/25 | J J Weichselbaum | .20 | 313.00 | Emails with Latham team regarding communication materials |
| 01/23/25 | A S Ravin | .50 | 905.00 | Call and emails with P. Guffy regarding multiple utility adequate assurance requests (0.1); emails with Hunton Andrews Kurth and FTI regarding issue related to tax return (0.1); review and revise press |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Business Operations

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | release related to emergence (0.3) |
| 01/23/25 | J J Weichselbaum | .60 | 939.00 | Review/comment on communications materials |
| 01/24/25 | A S Ravin | .30 | 543.00 | Review drafts of employee and vendor communications related to confirmation and related emails with FTI and Latham (0.2); further emails with Latham and FTI related to emergence press release (0.1) |
| 01/24/25 | S Gonen | 1.00 | 1,495.00 | Review emergence press release |
| 01/27/25 | J J Weichselbaum | .20 | 313.00 | Review commumication materials from FTI |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Case Administration

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/23/24 | A S Ravin | .30 | 520.50 | Review entered first day orders and related emails with Latham and other professionals regarding issues related to same |
| 12/23/24 | A S Ravin | .40 | 694.00 | Review draft case calendar and emails with Hunton Andrews Kurth and Latham regarding same (0.1); emails with Latham and Verita regarding status of service issues (0.3) |
| 12/23/24 | T Li | .90 | 1,147.50 | Calls and emails with Verita regarding service of first day motions |
| 12/23/24 | J J Weichselbaum | 1.00 | 1,275.00 | Email first day pleadings to Debtors (0.4); emails with Verita regarding service matters (0.3); calls with Latham and Hunton Andrews Kurth teams to discuss status of first day hearing matters (0.3) |
| 12/23/24 | C M Tarrant | 1.10 | 577.50 | Review entered first day orders (0.5); calendar related deadlines (0.3); emails with Latham team regarding same (0.3) |
| 12/24/24 | A S Ravin | .20 | 347.00 | Further emails with Latham and Verita teams regarding status of service and related issues |
| 12/26/24 | A S Ravin | .20 | 347.00 | Further emails with Latham and Verita regarding issues related to service of first day pleadings |
| 12/26/24 | T Li | .30 | 382.50 | Review and finalize NOL motion notices |
| 12/26/24 | B I Herskowitz | .40 | 304.00 | Revise NOL exhibits |
| 12/26/24 | K D Shang | .40 | 356.00 | Correspondence with Verita regarding NOL exhibits |
| 12/27/24 | R A Presley | 1.80 | 1,602.00 | Review first day orders and compile Debtors' obligations thereunder |
| 12/29/24 | J J Weichselbaum | .60 | 765.00 | Review and edit matrix regarding first day order requirements |
| 12/30/24 | T A Dillman | .20 | 364.00 | Attend advisor team WIP call with Latham |
| 12/30/24 | J J Weichselbaum | .20 | 255.00 | Participate in WIP call with Latham and Hunton Andrews Kurth teams |
| 12/30/24 | B I Herskowitz | .40 | 304.00 | Participate in WIP call with Latham and Hunton Andrews Kurth teams (0.2); follow-up emails with Latham regarding same (0.2) |
| 12/30/24 | A T Lisner | .20 | 178.00 | Participate in WIP call with Latham team and Hunton Andrews Kurth to discuss WIP and various work streams |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Case Administration

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/30/24 | R A Presley | .50 | 445.00 | Revise list of first day requirements (0.3); prepare for and attend internal progress call (0.2) |
| 01/02/25 | T A Dillman | .60 | 1,257.00 | Review emergence issues (0.2); correspondence with H. Murtagh regarding same (0.2); correspondence with J. Weichselbaum regarding emergence checklist and next steps (0.2) |
| 01/02/25 | H K Murtagh | 1.50 | 2,662.50 | Review WIP list and prospective assignments and staffing (0.5); call with J. Weichselbaum regarding confirmation/emergence (1.0) |
| 01/02/25 | T Li | .90 | 1,408.50 | Draft and revise postpetition WIP list |
| 01/02/25 | J J Weichselbaum | 2.10 | 3,286.50 | Call with H. Murtagh to discuss status of cases (1.0); emails regarding checklist (0.1); review postpetition payment matrix (0.3); review and edit emergence checklist (0.7) |
| 01/02/25 | A T Lisner | 1.20 | 1,452.00 | Draft emergence checklist |
| 01/02/25 | R A Presley | .20 | 242.00 | Review obligations under first day orders |
| 01/03/25 | T A Dillman | 1.20 | 2,514.00 | Review case and emergence checklist and next steps (0.7); call with H. Murtagh regarding same (0.3); correspondence with Latham team regarding same (0.2) |
| 01/03/25 | H K Murtagh | .40 | 710.00 | Correspondence regarding work plan with J. Weichselbaum |
| 01/03/25 | A S Ravin | .20 | 362.00 | Review draft emergence checklist and related emails with Latham |
| 01/04/25 | S Gonen | .50 | 747.50 | Revise effective date checklist |
| 01/04/25 | J J Weichselbaum | .20 | 313.00 | Review comments to emergence checklist |
| 01/06/25 | T A Dillman | 1.50 | 3,142.50 | Review emergence checklist (0.3); calls with H. Murtagh regarding same (0.2); participate in all hands advisor call regarding same (0.5); review emergence issues (0.5) |
| 01/06/25 | H K Murtagh | 3.70 | 6,567.50 | Correspond T. Dillman regarding emergence issues (0.3); redraft confirmation/emergence checklist (1.1); call with lender counsel regarding supplement/confirmation workstreams (0.5); correspond with J. Weichselbaum regarding same (0.3); correspond with T. Dillman regarding confirmation/emergence tasks/strategy (0.6); correspondence with Hunton Andrews Kurth regarding same (0.4); call with FTI and Houlihan |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Case Administration

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | regarding same (0.5) |
| 01/06/25 | A S Ravin | .80 | 1,448.00 | Participate in advisor status call with Latham and, Paul Hastings regarding status of various workstreams related to case and emergence (0.5); emails with Latham regarding revisions to post-effective date checklist and review revised drafts of same (0.2); review revised case calendar and related emails with Hunton Andrews Kurth (0.1) |
| 01/06/25 | J J Weichselbaum | 2.00 | 3,130.00 | Review emergence checklist (0.4); comment on same (0.4); participate in call with Paul Hastings and Latham team (0.5); review revised emergence checklist (0.2); call with FTI and Hunton Andrews Kurth regarding IDI (0.5) |
| 01/06/25 | A T Lisner | 1.80 | 2,178.00 | Review and revise emergence check list |
| 01/07/25 | T A Dillman | .50 | 1,047.50 | Review emergence checklist (0.3); correspondence with H. Murtagh regarding same (0.2) |
| 01/07/25 | H K Murtagh | 1.50 | 2,662.50 | Participate in status call with Latham team (0.6); discuss timing/filing issues with Hunton Andrews Kurth (0.4); follow up correspondence with T. Dillman, P. Guffy (HAK) regarding same (0.5) |
| 01/07/25 | A S Ravin | .90 | 1,629.00 | Participate in initial debtor interview with UST, Latham, Hunton Andrews Kurth and FTI (0.3); participate in status call with H. Murtagh, A. Lisner, T. Li, J. Weichselbaum and K. Shang regarding emergence checklist, confirmation and other issues (0.6) |
| 01/07/25 | J J Weichselbaum | 1.10 | 1,721.50 | Participate in initial debtor interview (0.3) participate in call with Latham team to discuss emergence checklist (0.6); call with Hunton Andrews Kurth to discuss status of cases (0.2) |
| 01/07/25 | A T Lisner | .60 | 726.00 | Telephone conference with H. Murtagh, A. Ravin, T. Li, J. Weichselbaum and K. Shang regarding case status and various workstreams regarding confirmation and plan supplement |
| 01/07/25 | K D Shang | .30 | 363.00 | Attend check in call with H. Murtagh, A. Ravin, T. Li, J. Weichselbaum and A. Lisner regarding emergence checklist |
| 01/08/25 | T A Dillman | .90 | 1,885.50 | Review and revise emergence checklist (0.4); call with FTI, and Houlihan regarding case developments, open issues and next steps (0.5) |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Case Administration

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/10/25 | H K Murtagh | .20 | 355.00 | Revise WIP list |
| 01/13/25 | H K Murtagh | .70 | 1,242.50 | Participate in status calls with lender advisors (0.2); participate in status call with Company advisors (0.5) |
| 01/13/25 | A S Ravin | .60 | 1,086.00 | Participate in status call with Paul Hastings, Latham, FTI and Houlihan (0.2); follow up emails related to same (0.1); review updated draft of case calendar and related emails with Hunton Andrews Kurth (0.1); review and revise updated emergence checklist and related emails with Paul Hastings and Latham (0.2) |
| 01/13/25 | J J Weichselbaum | .80 | 1,252.00 | Call with Paul Hastings to discuss status of cases (0.2); call with FTI and Debtors regarding third party service provider matters (0.4); emails regarding same (0.2) |
| 01/14/25 | J J Weichselbaum | .30 | 469.50 | Review revised checklist for case |
| 01/17/25 | H K Murtagh | .50 | 887.50 | Call with FTI regarding budgets, funding |
| 01/17/25 | A T Lisner | 1.00 | 1,210.00 | Review and revise emergence check list (0.8); coorrespond with A. Ravin and J. Weichselbaum regarding same (0.2) |
| 01/20/25 | H K Murtagh | 1.20 | 2,130.00 | Call with lender counsel regarding case status (0.4); call with HL/FTI regarding same (0.5); call with T. Dillman regarding budget/exit issues (0.3) |
| 01/20/25 | A S Ravin | .30 | 543.00 | Participate in status call with Latham, Paul Hastings and other advisors |
| 01/20/25 | J J Weichselbaum | .30 | 469.50 | Participate in status call with Paul Hastings and other advisors |
| 01/20/25 | A T Lisner | .30 | 363.00 | Review and revise emergence check list |
| 01/21/25 | H K Murtagh | .30 | 532.50 | Prepare budgeting for effective date |
| 01/21/25 | J J Weichselbaum | .60 | 939.00 | Update emergence checklist (0.4); review case calendar (0.2) |
| 01/22/25 | H K Murtagh | 1.00 | 1,775.00 | Participate in update call with lender counsel and Latham (0.5); participate in update call with Debtor advisors (0.5) |
| 01/22/25 | A S Ravin | .50 | 905.00 | Participate in status call with Paul Hastings, Latham, FTI and Houlihan |
| 01/22/25 | J J Weichselbaum | .50 | 782.50 | Call with Paul Hastings and Latham to discuss status |
| 01/27/25 | A S Ravin | .90 | 1,629.00 | Emails with Hunton Andrews Kurth regarding case closures and related issues (0.1); participate in status |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Case Administration

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | call with Paul Hastings and Latham (0.3); review emergence checklist and related emails with Latham (0.1); call with Latham regarding same (0.4) |
| 01/27/25 | J J Weichselbaum | 1.20 | 1,878.00 | Participate in update/status call with Paul Hastings (0.3); review updated checklist (0.5); participate in Latham team emergence call (0.4) |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Corporate Governance, Board, and Regulatory Matters

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/23/24 | S B Brown | 3.40 | 3,026.00 | Review and revise board minutes |
| 12/24/24 | S Gonen | 2.80 | 3,766.00 | Review and prepare response to FINRA inquiry (2.4); internal discussions with Latham team regarding same (0.4) |
| 12/24/24 | J J Weichselbaum | 1.10 | 1,402.50 | Review and edit FINRA response letter (0.5); correspondence regarding same (0.2); further review and revise FINRA response letter (0.4) |
| 12/24/24 | S B Brown | 2.60 | 2,314.00 | Review and revise board minutes |
| 12/26/24 | S Gonen | 1.20 | 1,614.00 | Emails and calls with Debtors and Latham team regarding FINRA's inquiry |
| 12/27/24 | S Gonen | .50 | 672.50 | Emails with Latham team regarding FINRA's inquiry |
| 12/30/24 | T A Dillman | .20 | 364.00 | Correspondence with J. Cooper and J. Weichselbaum regarding board and governance matters |
| 12/31/24 | J J Weichselbaum | .30 | 382.50 | Emails regarding shareholder email (0.2); comment on same (0.1) |
| 01/03/25 | S Gonen | 3.00 | 4,485.00 | Analyze SEC requirements and prepare effective date checklist (2.6); respond to questions from the company regarding stock symbol (0.4) |
| 01/07/25 | S Gonen | 1.20 | 1,794.00 | Correspondence with Company regarding beneficial ownership structure (0.5); internal call and correspondence regarding subsidiaries corporate governance documents (0.7) |
| 01/08/25 | S Gonen | 1.40 | 2,093.00 | Prepare response letter to FINRA and correspondence with the company regarding the same (0.9); internal discussions regarding subsidiary organizational documents (0.5) |
| 01/10/25 | S Gonen | 1.20 | 1,794.00 | Respond to questions regarding organizational structure of Company and directors and officers |
| 01/13/25 | S Gonen | 3.70 | 5,531.50 | Review charter, bylaws and LLC agreements of entities (3.0); respond to questions regarding company's registration (0.7) |
| 01/14/25 | S Gonen | .90 | 1,345.50 | Review revisions to bylaws |
| 01/16/25 | G A Davis | .40 | 1,020.00 | Review special committee agenda and materials |
| 01/17/25 | J B Cooper | 1.00 | 1,780.00 | Attend board meeting |
| 01/17/25 | G A Davis | 1.00 | 2,550.00 | Attend board update call |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Corporate Governance, Board, and Regulatory Matters

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/17/25 | H K Murtagh | .90 | 1,597.50 | Attend TCS board meeting (partial) |
| 01/17/25 | S Gonen | 1.30 | 1,943.50 | Review and review LLC agreement and certificate of incorporation |
| 01/21/25 | S Gonen | 4.80 | 7,176.00 | Review Form 15, post effective amendments to registration statements and research regarding the same (3.2); attend to matters regarding approval of formation documents (1.0), review contribution agreement (0.6) |
| 01/21/25 | J J Weichselbaum | .50 | 782.50 | Review certificate of formation (0.3); emails regarding new organizational documents and pre-clearance (0.2) |
| 01/21/25 | J E Andrews | .20 | 135.00 | Attend to preclearance in Delaware of Certificates of formation |
| 01/22/25 | J J Weichselbaum | .40 | 626.00 | Correspondence regarding new organizational documents and pre-clearance (0.2); review results of pre-clearance and discuss same (0.2) |
| 01/23/25 | S Gonen | 3.90 | 5,830.50 | Call with the transfer agent and attend to matters regarding share cancellation (0.8); attend to matters regarding entity formation and tax forms (1.9); attend to matters regarding post effective amendments and coordinating with the printer (1.2) |
| 01/23/25 | J J Weichselbaum | .30 | 469.50 | Correspondence regarding execution of new organizational documents |
| 01/24/25 | S Gonen | 4.70 | 7,026.50 | Attend to matters regarding incorporation of entities and related EIN application (2.8); prepare letters to transfer agent and to DTC (1.6); related call with transfer agent (0.3) |
| 01/25/25 | S Gonen | 1.30 | 1,943.50 | Attend to matters regarding formation of entities |
| 01/27/25 | T A Dillman | .50 | 1,047.50 | Prepare for and attend board meeting |
| 01/27/25 | H K Murtagh | .60 | 1,065.00 | Attend meeting of board regarding emergence |
| 01/27/25 | J E Andrews | .60 | 405.00 | Attend to preparation of IRS Form 1128 to elect March 31 fiscal year- end for The Container Store Holdings LLC |
| 01/28/25 | S Gonen | 3.20 | 4,784.00 | Attend to organizational documents (1.2); attend to matters regarding cancellation of shares (1.0); call with company regarding same (1.0) |
| 01/28/25 | J E Andrews | .30 | 202.50 | Attend to filing in Delaware of second A&R Certificate of Incorporation for The Container Store Group, Inc. |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Employee Benefits and Pensions

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/30/24 | T A Dillman | .40 | 728.00 | Correspondence with Latham team regarding issues related to Staten Island closure |
| 12/30/24 | A S Ravin | .20 | 347.00 | Emails with Latham and other advisors related to Staten Island store closure |
| 12/30/24 | J J Weichselbaum | .20 | 255.00 | Emails with Latham regarding employee matters related to store closure |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Fee and Retention Applications (LW)

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/23/24 | A S Ravin | .20 | 347.00 | Emails with Latham regarding parties in interest list |
| 12/23/24 | C M Tarrant | 2.20 | 1,155.00 | Email to Latham team regarding retention surveys (0.6); review and revise Latham retention application and declarations (1.3); emails with Latham team regarding same (0.3) |
| 12/26/24 | A S Ravin | .40 | 694.00 | Review disclosure summary regarding parties in interest list |
| 12/27/24 | K D Shang | 2.00 | 1,780.00 | Update retention application (1.8); correspondence with conflicts team (0.2) |
| 12/27/24 | C M Tarrant | .90 | 472.50 | Review docket for notice of appearance filed (0.4); update parties in interest list (0.5) |
| 12/29/24 | T A Dillman | .30 | 546.00 | Correspondence with Latham team regarding retention application |
| 12/29/24 | J J Weichselbaum | .30 | 382.50 | Review revised retention application |
| 12/30/24 | T A Dillman | .80 | 1,456.00 | Review Latham retention application (0.4); correspondence with Latham team regarding retention application (0.4) |
| 12/30/24 | A S Ravin | .40 | 694.00 | Review revised draft of Latham retention application |
| 12/30/24 | J J Weichselbaum | .50 | 637.50 | Review conflicts disclosure summary (0.3); review Latham retention application (0.2) |
| 12/30/24 | K D Shang | 2.00 | 1,780.00 | Incorporate A. Ravin comments to Latham retention application (1.0); various correspondence with Latham team regarding retention matters (1.0) |
| 12/30/24 | C M Tarrant | 2.40 | 1,260.00 | Review responses to retention surveys (0.4); follow up with each response to same (0.6); prepare chart of same (0.5); review and revise Latham retention application and disclosure regarding same (0.6); emails with Latham team regarding same (0.3) |
| 12/31/24 | K D Shang | .20 | 178.00 | Correspondence with T. Dillman regarding Latham retention application |
| 01/01/25 | A S Ravin | .20 | 362.00 | Emails with Hunton Andrews Kurth regarding Latham retention application and disclosures |
| 01/02/25 | T A Dillman | 2.10 | 4,399.50 | Review Latham retention application (1.7); correspondence with K. Shang and Latham team regarding same (0.4) |
| 01/02/25 | H K Murtagh | 1.00 | 1,775.00 | Review draft of Latham retention materials (0.7); discuss revisions with T. Dillman (0.3) |

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Invoice No. 2500602387
February 24, 2025
Matter Name: Fee and Retention Applications (LW)

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/02/25 | K D Shang | 1.80 | 2,178.00 | Revise Latham retention application (0.5); correspondence with Latham team related to same (0.5); revise retention application (0.8) |
| 01/03/25 | T A Dillman | .50 | 1,047.50 | Correspondence with Latham team regarding Latham retention application and filing same |
| 01/03/25 | H K Murtagh | .30 | 532.50 | Final review and sign-off on Latham retention application |
| 01/03/25 | A S Ravin | .20 | 362.00 | Further emails with Latham and Hunton Andrews Kurth regarding finalizing Latham retention application |
| 01/06/25 | C M Tarrant | 2.70 | 1,606.50 | Review monthly fee materials (1.4); prepare draft of first and final fee application (1.3) |
| 01/07/25 | C M Tarrant | 1.30 | 773.50 | Review and revise monthly fee materials |
| 01/08/25 | C M Tarrant | 2.60 | 1,547.00 | Review and revise first and final fee application |
| 01/13/25 | A S Ravin | .20 | 362.00 | Emails with Latham regarding potential supplemental disclosures and review supplemental conflicts search |
| 01/13/25 | C M Tarrant | .80 | 476.00 | Review and revise monthly fee materials |
| 01/14/25 | C M Tarrant | 2.40 | 1,428.00 | Review and revise fee statements (to date) for first and final fee application (1.8); review and revise monthly fee materials (0.6) |
| 01/15/25 | A S Ravin | .90 | 1,629.00 | Emails with Latham and Hunton Andrews Kurth regarding supplemental disclosures (0.1); review and revise first monthly fee statement (to date) in connection with ensuring compliance with UST Fee Guidelines (0.7); related emails with C. Tarrant (0.1) |
| 01/17/25 | A S Ravin | .50 | 905.00 | Further review and revision of first monthly fee statement (to date) to ensure compliance with UST fee guidelines (0.4); emails with Hunton Andrews Kurth and Latham regarding supplemental disclosures related to law clerk hires (0.1) |
| 01/17/25 | K D Shang | .30 | 363.00 | Correspondence with Latham team regarding disclosures |
| 01/21/25 | C M Tarrant | .60 | 357.00 | Review docket for notices of appearance (0.3); update PIIL accordingly (0.3) |
| 01/22/25 | A S Ravin | .80 | 1,448.00 | Review and revise January fee statements (to date) to ensure compliance with UST fee guidelines (0.7); related emails with Latham (0.1) |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Fee and Retention Applications (LW)

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/24/25 | C M Tarrant | .60 | 357.00 | Review docket for additionally filed notice of appearances (0.3); update PIIL accordingly (0.3) |
| 01/27/25 | C M Tarrant | 1.00 | 595.00 | Review and revise first and final fee application |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Fee and Retention Applications (Others)

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/24/24 | J J Weichselbaum | 1.20 | 1,530.00 | Call with A&G regarding status (0.4); review and comment on A&G engagement letter (0.6); emails regarding same with Latham team (0.2) |
| 12/26/24 | T A Dillman | .50 | 910.00 | Correspondence with Debtors and J. Weichselbaum regarding A&G retention |
| 12/26/24 | A S Ravin | .40 | 694.00 | Review and revise A&G fee letter (0.3); related emails with Latham and Paul Hastings (0.1) |
| 12/26/24 | J J Weichselbaum | .90 | 1,147.50 | Participate in call with A&G and Debtors (0.4); review and revise A&G engagement letter (0.2); emails with Latham team regarding same (0.3) |
| 12/27/24 | A S Ravin | .30 | 520.50 | Further emails with Latham and Paul Hasting teams regarding A&G fee letter (0.1); review revised draft of letter (0.2) |
| 12/27/24 | J J Weichselbaum | 1.50 | 1,912.50 | Participate in call with A&G and Debtors regarding A&G engagement (0.3); review and revise A&G engagement letter (0.3); correspondence with Latham team regarding comments to A&G letter (0.3); discuss the same with Paul Hastings (0.2); discuss the same with Latham team (0.2); further review A&G engagement letter (0.2) |
| 12/28/24 | J J Weichselbaum | .40 | 510.00 | Emails with Latham team regarding A&G agreement (0.2); review and revise A&G agreement (0.2) |
| 12/29/24 | J J Weichselbaum | .50 | 637.50 | Revise A&G agreement (0.2); emails with Latham team regarding same (0.3) |
| 12/30/24 | T A Dillman | .30 | 546.00 | Correspondence with Debtors, Latham, Hunton Andrews Kurth and A&G regarding A&G retention and related matters |
| 12/30/24 | A S Ravin | .20 | 347.00 | Review revised draft of A&G engagement letter and related emails with Latham and others |
| 12/30/24 | J J Weichselbaum | .70 | 892.50 | Attend call with Debtors and A&G regarding engagement (0.3); emails regarding A&G engagement letter (0.4) |
| 01/02/25 | J J Weichselbaum | .20 | 313.00 | Email regarding questions from certain ordinary course professionals |
| 01/03/25 | A S Ravin | .20 | 362.00 | Emails with Latham regarding PwC engagement and related issues |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Financing and Cash Collateral

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/23/24 | T A Dillman | 1.00 | 1,820.00 | Correspondence with Latham team and lender advisors regarding DIP closings (0.5); review related documents (0.5) |
| 12/23/24 | Y J Oh | 2.70 | 4,441.50 | Review and comment on revised drafts of payoff letter and cash collateral agreement (0.8); review and comment on notices of borrowing for ABL and term facility and funds flow attachments regarding the same (0.6); review and revert on emails with Latham team and lenders regarding payoff and release documents, signature pages and release mechanics (1.0); review term loan agreement for syndication procedures and finalization of process with fronting lender (0.3) |
| 12/23/24 | B T Gelfand | 2.70 | 4,333.50 | Internal conferences with Latham team regarding transaction process (1.3); review and revise DIP credit agreements (1.4) |
| 12/23/24 | H Lee | 7.10 | 9,549.50 | Review and revise borrowing requests (2.0); review funds flow (0.5); correspondence and calls with lenders on outstanding items (2.1); review and revise credit agreement (1.7); emails and calls with Latham team regarding same (0.8) |
| 12/23/24 | J J Weichselbaum | .80 | 1,020.00 | Review comments to proposed DIP order (0.3); emails with Latham team regarding same (0.2); review and edit revised DIP order to incorporate comments (0.3) |
| 12/23/24 | J A Ibrahim | 4.10 | 3,116.00 | Revise and revise closing documents for escrow in anticipation of closing (2.4); review executed documents received in escrow and provide comments to H. Lee, B. Gelfand and E. Oh (1.1); review and revise closing checklist (0.6) |
| 12/23/24 | AT Kwan | .20 | 112.00 | Prepare copyright certification documents for filing releases |
| 12/24/24 | Y J Oh | 2.00 | 3,290.00 | Review and comment on draft cash collateral assignment and payoff letter (0.8); review and respond to emails from Latham team regarding funds flow, timing, releases and documents for closing process (0.7); review and comment on revised master assignment and fronting and syndication procedures (0.5) |
| 12/24/24 | B T Gelfand | 2.80 | 4,494.00 | Review and revise DIP credit agreements (2.4); emails with Latham team regarding same (0.4) |
| 12/24/24 | H Lee | 4.50 | 6,052.50 | Correspond with Latham team and lenders regarding credit documents and closing (1.0); review funds flow |

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | (0.5); correspond with lenders on outstanding closing items (1.5); review termination documents (1.2); related emails with Latham team (0.3) |
| 12/24/24 | J A Ibrahim | 2.10 | 1,596.00 | Review payoff letter (0.3); emails with Latham team and with lender counsel to proceed with closing (1.1); prepare and deliver executed payoff letter to UCC (0.2); draft and deliver correspondence to applicable addressees regarding notice of terminations for payoff (0.5) |
| 12/24/24 | AT Kwan | 2.00 | 1,120.00 | Prepare and file IP releases with U.S. Patent and Trademark Office and the Copyright Office (1.8); emails with Debtors and Latham team regarding same (0.2) |
| 12/26/24 | T A Dillman | .30 | 546.00 | Correspondence with Debtors and FTI teams regarding pre-petition term loan payments and related matters |
| 12/26/24 | Y J Oh | .40 | 658.00 | Review and respond to emails with Latham team on draft cash collateral agreement and requirements (0.3); review and respond to emails regarding term exit facility closing conditions (0.1) |
| 12/26/24 | H Lee | .60 | 807.00 | Review outstanding termination items (0.2); correspond with Latham team regarding same (0.4) |
| 12/26/24 | I M Drazen | .50 | 380.00 | Call with H. Lee and J. Ibrahim regarding closing status update |
| 12/26/24 | J A Ibrahim | .90 | 684.00 | Prepare status update list in anticipation of internal call regarding exit credit facility (0.2); internal call with H. Lee and I. Drazen regarding exit credit facility (0.6); draft correspondence to Debtors regarding delivery of revolver note (0.1) |
| 12/27/24 | Y J Oh | .40 | 658.00 | Review and respond to emails with Latham team on draft cash collateral agreement and requirements (0.3); review and respond to emails with Latham team regarding term exit facility closing conditions (0.1) |
| 12/27/24 | B T Gelfand | .80 | 1,284.00 | Conference with opposing counsel regarding term loan checklist (0.5); internal conference with Latham team regarding term loan checklist (0.3) |
| 12/27/24 | H Lee | 4.30 | 5,783.50 | Review and revise credit agreements (1.6); prepare summary of credit agreements (1.5); review checklist (0.3); review perfection certificate (0.5); emails with Latham team regarding same (0.4) |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Financing and Cash Collateral

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/27/24 | I M Drazen | 2.10 | 1,596.00 | Call with Paul Hastings regarding closing checklist (0.5); call with E. Oh, B. Gelfand, H. Lee, J. Ibrahim regarding same (0.4); draft perfection certificate (0.6), correspondence with H. Lee, J. Ibrahim regarding same (0.1), prepare precedent documents (0.2); correspondence with K. Ota regarding precedent for resolutions; draft closing certificate for term loan facility and ABL facility (0.3) |
| 12/27/24 | J A Ibrahim | 1.50 | 1,140.00 | Attend conference call with lender counsel regarding exit facility (0.5); attend internal call with Latham team regarding same (0.5); draft correspondence to Debtors regarding payoff documentation, notice and filings (0.3); draft correspondence to Latham team regarding delivery of original note and delivery of termination notices to applicable addressees (0.2) |
| 12/28/24 | H Lee | 1.00 | 1,345.00 | Review and revise ancillary finance documents (0.5); review credit agreements (0.5) |
| 12/29/24 | H Lee | 2.50 | 3,362.50 | Review and revise ancillary finance documents (0.5); review credit agreements (0.5); prepare summary of issues (1.5) |
| 12/30/24 | T A Dillman | .70 | 1,274.00 | Correspondence with Latham team regarding exit financing checklists and DIP reporting (0.2); correspondence with FTI regarding same (0.1); correspondence with Latham finance team regarding Elfa credit facilities (0.4) |
| 12/30/24 | Y J Oh | .60 | 987.00 | Telephone call with Latham team regarding closing timing (0.3); review and respond to emails regarding Swedish pledge agreement and Elfa credit facilities (0.3) |
| 12/30/24 | B T Gelfand | .80 | 1,284.00 | Internal conference with Latham team regarding exit process (0.3); internal conference with Latham team regarding exit credit documents (0.5) |
| 12/30/24 | H Lee | 4.00 | 5,380.00 | Review and revise ancillary finance documents (0.3); review credit agreements (1.5); prepare summary of issues (2.0); correspond with deal team (0.2) |
| 12/30/24 | J J Weichselbaum | .70 | 892.50 | Review Glendon DIP election materials (0.3); review syndication procedures (0.3); emails with Latham team regarding same (0.1) |
| 12/30/24 | I M Drazen | 1.20 | 912.00 | Draft opinion backup certificate for term loan facility (0.8); correspondence with H. Lee regarding perfection certificate (0.1); revise perfection certificate (0.3) |

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Invoice No. 2500602387
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Matter Name: Financing and Cash Collateral

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/31/24 | Y J Oh | .50 | 822.50 | Review and respond to emails with Latham team regarding Swedish pledge agreement and Elfa credit facilities (0.3); finalize cash collateral agreement (0.2) |
| 12/31/24 | B T Gelfand | 1.40 | 2,247.00 | Review and revise closing checklists (0.7); review syndication procedures for DIP term loan (0.7) |
| 12/31/24 | H Lee | .90 | 1,210.50 | Correspond with Latham team regarding DIP issues (0.3); prepare summary of issues (0.3); review credit agreements (0.3) |
| 12/31/24 | J J Weichselbaum | .50 | 637.50 | Review and edit Chubb DIP order language (0.4); emails with Latham team regarding same (0.1) |
| 12/31/24 | I M Drazen | .40 | 304.00 | Review opinion backup certificate (0.1); review officer's certificate (0.1) and closing certificate for term loan facility (0.1); correspondence with H. Lee regarding perfection certificate (0.1) |
| 01/01/25 | T A Dillman | .40 | 838.00 | Correspondence with Latham team regarding DIP reporting |
| 01/01/25 | J J Weichselbaum | .20 | 313.00 | Emails regarding professional fee escrow |
| 01/02/25 | T A Dillman | 1.30 | 2,723.50 | Review DIP reporting requirements (0.6); correspondence with Latham and FTI teams regarding same (0.7) |
| 01/02/25 | I S Yakut | .50 | 930.00 | Review background materials |
| 01/02/25 | B T Gelfand | 1.00 | 1,780.00 | Review reporting requirements under DIP ABL credit agreement (0.6); correspond with Debtors regarding same (0.4) |
| 01/02/25 | H K Murtagh | 1.10 | 1,952.50 | Discuss variance reporting and presentation for lenders with FTI, and T. Dillman |
| 01/02/25 | H Lee | 1.90 | 2,840.50 | Correspond with Latham finance deal team (0.3); review credit agreements (0.5); prepare summary chart (1.1) |
| 01/02/25 | J J Weichselbaum | .90 | 1,408.50 | Review DIP variance report (0.3); correspondence regarding same (0.2); review and revise markup of Chubb DIP order language (0.2); emails regarding same (0.2) |
| 01/03/25 | T A Dillman | 1.00 | 2,095.00 | Correspondence with Company and Latham teams regarding Swedish facility and next steps (0.7); correspondence with Latham team regarding DIP reporting and related matters (0.3) |

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Invoice No. 2500602387
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Matter Name: Financing and Cash Collateral

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/03/25 | I S Yakut | .60 | 1,116.00 | Review background materials related to financing issues |
| 01/03/25 | B T Gelfand | 2.10 | 3,738.00 | Attention to correspondence regarding Swedish credit facility (1.6); review exit facility terms grid (0.5) |
| 01/03/25 | H Lee | 1.80 | 2,691.00 | Correspond with Latham deal team (0.5); review credit agreements (0.8); prepare summary chart (0.5) |
| 01/03/25 | I M Drazen | .70 | 584.50 | Review email correspondence related to financing (0.1); correspondence with H. Lee regarding same (0.1); review and update perfection certificate (0.5) |
| 01/04/25 | B T Gelfand | 1.30 | 2,314.00 | Review and revise exit term loan covenant grid |
| 01/05/25 | I S Yakut | .40 | 744.00 | Review background materials related to financing |
| 01/05/25 | B T Gelfand | 1.60 | 2,848.00 | Review and revise exit term loan covenant grid |
| 01/06/25 | T A Dillman | .50 | 1,047.50 | Review DIP order language and related matters (0.3); correspondence with Latham team regarding same (0.2) |
| 01/06/25 | I S Yakut | 3.40 | 6,324.00 | Review correspondence regarding exit documentation and process (1.8); review documentation (1.6) |
| 01/06/25 | B T Gelfand | 1.80 | 3,204.00 | Internal conference regarding covenant grid (0.4); review and revise covenant grid per same (1.0); review ABL perfection certificate (0.4) |
| 01/06/25 | H Lee | 1.00 | 1,495.00 | Correspond with Latham finance deal team (0.3); review issues list (0.5); review outstanding items (0.2) |
| 01/06/25 | J J Weichselbaum | .40 | 626.00 | Review revised proposed Chubb DIP order language (0.2); emails regarding same (0.2) |
| 01/06/25 | I M Drazen | .20 | 167.00 | Review email correspondences (0.1); review ABL perfection certificate (0.1) |
| 01/07/25 | T A Dillman | .70 | 1,466.50 | Correspondence with Latham, Paul Hastings and Reimer teams regarding Swedish credit facility (0.3); attention to exit credit facilities and related correspondence (0.4) |
| 01/07/25 | I S Yakut | 3.20 | 5,952.00 | Review and respond to correspondence regarding exit documentation (1.9); prepare for and attend calls for basket chart (1.3) |
| 01/07/25 | B T Gelfand | 2.30 | 4,094.00 | Correspond with Swedish counsel and lender counsel regarding Swedish credit facility (0.5); conference with Debtors regarding exit term loan terms grid (1.2); review and revise exit term loan terms grid (0.6) |

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Invoice No. 2500602387
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Matter Name: Financing and Cash Collateral

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/07/25 | H Lee | 3.00 | 4,485.00 | Correspond with Latham finance deal team (0.5); conference with Debtors (1.0); review and revise issues summary (0.8); review and revise perfection certificate (0.4); review and revise ancillary documents (0.3) |
| 01/07/25 | J J Weichselbaum | .80 | 1,252.00 | Correspondence regarding Chubb DIP order language (0.2); review precedent language (0.2); call with Chubb's counsel to discuss same (0.1); correspondence regarding credit agreement checklist and related (0.2); email regarding DIP lender invoice (0.1) |
| 01/07/25 | M T Davis | 3.90 | 4,426.50 | Attend to emails regarding legal opinion drafts (0.1); review exit facility commitment letter (0.2); draft legal opinion regarding exit revolving facility (2.4); review loan party organizational documents for requirements and restrictions with respect to incurring indebtedness (1.2) |
| 01/07/25 | I M Drazen | 1.50 | 1,252.50 | Review email correspondence related to ABL (0.1); call with B. Gelfand, H. Lee, S. Yakut, and Company (0.9); revise perfection certificate for ABL facility (0.5) |
| 01/08/25 | T A Dillman | .40 | 838.00 | Correspondence with Latham, Company, and lender advisors regarding DIP order and DIP reporting |
| 01/08/25 | I S Yakut | 1.60 | 2,976.00 | Review correspondence regarding exit documentation and process |
| 01/08/25 | B T Gelfand | 2.10 | 3,738.00 | Review restructuring slides (0.7); internal correspondence regarding lien searches and transaction process (0.5); internal conference regarding corporate reorganization (0.7); attention to general transaction correspondence (0.2) |
| 01/08/25 | D Gumm | .70 | 1,095.50 | Review draft revolving credit agreement (0.4); analyze tax considerations regarding same (0.3) |
| 01/08/25 | H Lee | 8.30 | 12,408.50 | Correspond with Latham finance deal team (1.0); review credit agreement draft (2.0); prepare summary of issues on credit agreement (3.5); review ancillary documents and disclosure schedules (1.5); review basket chart (0.3) |
| 01/08/25 | J J Weichselbaum | .60 | 939.00 | Emails regarding fees for carve out funding (0.2); review DIP order in connection with Greenhill invoice (0.1); review edits to Chubb DIP order language (0.1); emails with counsel to DIP lenders regarding same (0.2) |
| 01/08/25 | M T Davis | 2.30 | 2,610.50 | Distribute draft exit revolving credit agreement to |

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | specialists and local counsel for review (0.4); further draft legal opinion regarding exit revolving credit facility (1.9) |
| 01/08/25 | I M Drazen | 2.40 | 2,004.00 | Review email correspondence related to exit financing (0.1); correspondence with H. Lee (0.1); correspondence with Debtors (0.1); correspondence with Riemer Braunstein (0.1); draft officer's certificate for ABL facility (0.5); revise perfection certificate for ABL facility (0.7); draft closing date certificate (0.3); draft solvency certificate (0.5) |
| 01/09/25 | T A Dillman | .40 | 838.00 | Review JPM agency resignation letter (0.2); correspondence and calls with B. Gelfand and H. Murtagh regarding same (0.2) |
| 01/09/25 | I S Yakut | 1.70 | 3,162.00 | Review and respond to correspondence regarding closing process |
| 01/09/25 | B T Gelfand | 2.30 | 4,094.00 | Review and comment on exit ABL issues list (2.1); attention to correspondence regarding exit facilities (0.2) |
| 01/09/25 | D Gumm | .90 | 1,408.50 | Review draft revolving credit agreement and analyze tax considerations regarding same (0.8); consult with T. Young regarding same (0.1) |
| 01/09/25 | H Lee | 2.90 | 4,335.50 | Correspond with Latham finance deal team (0.5); review and revise summary of credit agreement issues (1.8); correspond with deal teams (0.6) |
| 01/09/25 | J J Weichselbaum | .30 | 469.50 | Review DIP compliance report |
| 01/09/25 | M T Davis | .40 | 454.00 | Attend to emails regarding term loan lender resignation (0.1); review and summarize pre-petition term loan credit agreement procedures regarding replacement of agent (0.3) |
| 01/09/25 | I M Drazen | .20 | 167.00 | Review email correspondence related to exit financing (0.1); revise closing date certificate (0.1) |
| 01/10/25 | T A Dillman | .80 | 1,676.00 | Review exit facility status and next steps (0.4); correspondence with Latham finance team regarding same (0.4) |
| 01/10/25 | I S Yakut | 4.40 | 8,184.00 | Review draft ABL credit agreement and issues list (2.9); review and respond to correspondence (1.5) |
| 01/10/25 | B T Gelfand | 5.70 | 10,146.00 | Review and comment on exit ABL credit agreement (4.8); review and analyze term loan lender allocation table (0.9) |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/10/25 | H K Murtagh | .20 | 355.00 | Correspondence with Latham finance team regarding credit agreements |
| 01/10/25 | D Gumm | .40 | 626.00 | Review draft revolving credit agreement (0.2); consult with J. Kronsnoble regarding credit agreement (0.1); consult with T. Davis regarding credit agreement (0.1) |
| 01/10/25 | H Lee | 3.00 | 4,485.00 | Correspond with Latham finance deal team (0.2); review and revise credit agreement (2.5); review issues list (0.3) |
| 01/10/25 | I M Drazen | 3.00 | 2,505.00 | Review email correspondence (0.1); correspondence with H. Lee regarding credit agreement (0.1); correspondence with T. Davis regarding omnibus written consent (0.1); revise credit agreement (1.9); draft omnibus written consent for term loan facility (0.8) |
| 01/11/25 | I S Yakut | 3.20 | 5,952.00 | Prepare for and attend calls for the ABL credit agreement (1.9); review and respond to correspondence (1.3) |
| 01/11/25 | B T Gelfand | 4.30 | 7,654.00 | Conference with Debtors regarding exit ABL credit agreement (1.7); review and revise ABL credit agreement per same (2.6) |
| 01/11/25 | A S Ravin | .20 | 362.00 | Emails with Latham and Hunton Andrews Kurth related to limited DIP objection |
| 01/11/25 | H Lee | 6.20 | 9,269.00 | Correspond with Latham finance deal team (0.5); review and revise credit agreements (3.4); conference with Debtors (1.5); review and revise disclosure schedules (0.8) |
| 01/11/25 | M T Davis | 1.40 | 1,589.00 | Attend to emails regarding draft term loan credit agreement (0.2); analyze draft term loan credit agreement against existing term loan and agreed terms (1.2) |
| 01/11/25 | I M Drazen | 1.70 | 1,419.50 | Review email correspondence regarding DIP (0.1); correspondence with B. Gelfand (0.1); correspondence with T. Dillman (0.1); correspondence with FTI (0.1); review DIP credit agreement reporting chart (1.3) |
| 01/12/25 | I S Yakut | 6.20 | 11,532.00 | Review draft exit credit agreement (4.8); review and respond to correspondence (1.4) |
| 01/12/25 | B T Gelfand | 7.40 | 13,172.00 | Review and revise exit ABL credit agreement (2.7); draft exit term loan issues list (3.6); review and revise exit term loan credit agreement (1.1) |
| 01/12/25 | A S Ravin | .30 | 543.00 | Review comments to proposed final DIP order and |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | related emails with Latham and Paul Hastings |
| 01/12/25 | D Gumm | 2.10 | 3,286.50 | Review draft exit term loan agreement and analyze tax considerations regarding the same (1.9); consult with B. Gelfand regarding exit term loan agreement (0.2) |
| 01/12/25 | H Lee | 1.80 | 2,691.00 | Correspond with Latham finance deal team (0.3); review and revise credit agreements (1.5) |
| 01/12/25 | J J Weichselbaum | .80 | 1,252.00 | Review/comment on final DIP order |
| 01/13/25 | T A Dillman | .40 | 838.00 | Review final DIP order (0.3); correspondence with Latham team regarding same (0.1) |
| 01/13/25 | I S Yakut | 3.80 | 7,068.00 | Review and revise revised term loan credit agreement (3.4); correspondence with Latham team regarding same (0.4) |
| 01/13/25 | B T Gelfand | 4.60 | 8,188.00 | Conference with Debtors regarding exit term loan agreement (1.3); review and revise exit term loan agreement per the same (2.9); attention to correspondence with financial advisors (0.4) |
| 01/13/25 | A S Ravin | .90 | 1,629.00 | Review proposed final DIP order (0.6); related emails with Latham and Paul Hastings (0.3) |
| 01/13/25 | D Gumm | 1.20 | 1,878.00 | Review exit term loan agreement (0.8); consult with B. Gelfand regarding same (0.1); consult with T. Young regarding same (0.2); consult with J. Kronsnoble regarding same (0.1) |
| 01/13/25 | H Lee | 1.20 | 1,794.00 | Correspond with Latham finance deal team (0.2); review and revise disclosure schedules (1.0) |
| 01/13/25 | J J Weichselbaum | 1.60 | 2,504.00 | Review draft final DIP order (0.4); call with Latham team and Paul Hastings regarding final DIP order (0.3); call with landlord counsel regarding DIP order comments (0.2); further revise DIP order (0.5); circulate same to various parties in interest (0.2) |
| 01/13/25 | M T Davis | 1.90 | 2,156.50 | Revise exit revolving credit agreement and share draft with lender's counsel (0.6); review and revise draft written consent regarding exit term loan facility (0.9); draft legal opinion regarding term loan credit facility (0.4) |
| 01/13/25 | I M Drazen | .30 | 250.50 | Review email correspondence related to exit financing (0.1); correspondence with T. Davis (0.1); revise term facility board consent (0.1) |
| 01/13/25 | R A Presley | .30 | 363.00 | Participate in call regarding final DIP order |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/14/25 | I S Yakut | 1.30 | 2,418.00 | Review correspondence regarding exit documentation and process including ancillary documents |
| 01/14/25 | B T Gelfand | 2.90 | 5,162.00 | Conference with opposing counsel regarding transaction process (0.3); conference with Debtors regarding credit agreement (0.6); correspond with opposing counsel regarding credit agreement drafts (0.2); review updated drafts of exit term loan and exit ABL (1.8) |
| 01/14/25 | H Lee | 6.60 | 9,867.00 | Correspond with Latham finance deal team (2.0); prepare draft payoff letter (2.0); review and revise credit agreements (2.6) |
| 01/14/25 | J J Weichselbaum | 1.40 | 2,191.00 | Review comments to final DIP order (0.7); incorporate same (0.5); emails with various parties regarding draft DIP order (0.2) |
| 01/14/25 | M T Davis | 4.80 | 5,448.00 | Analyze draft exit revolving credit agreement against draft exit term loan credit agreement and revise to align terms (3.2); revise exit term loan credit agreement to align with exit revolving credit agreement (1.6) |
| 01/14/25 | I M Drazen | .90 | 751.50 | Review email correspondence related to financing (0.1); related correspondence with H. Lee (0.1); update perfection certificate (0.7) |
| 01/14/25 | G D Grocke | .20 | 121.00 | Review receipts for delivery of credit card termination notices (0.1); forward same to J. Ibrahim (0.1) |
| 01/15/25 | I S Yakut | 1.10 | 2,046.00 | Review correspondence regarding exit documentation and process including ancillary documents |
| 01/15/25 | B T Gelfand | .70 | 1,246.00 | Attention to correspondence with opposing counsel regarding collateral matters |
| 01/15/25 | H K Murtagh | 1.20 | 2,130.00 | Review and discuss DIP reporting issue with FTI, Latham (0.7); participate in update call with FTI, Houlihan (0.5) |
| 01/15/25 | H Lee | 5.90 | 8,820.50 | Correspond with Latham deal team (1.0); review and revise credit agreements (1.0); prepare issues list (3.9) |
| 01/15/25 | J J Weichselbaum | 1.70 | 2,660.50 | Call with H. Murtagh and A. Haley to discuss DIP / budget matters (0.6); call with B. Gelfand regarding DIP matters (0.3); email with FTI regarding weekly fee estimate (0.2); call with T. Dillman regarding budget/DIP matters (0.1); emails regarding DIP filing (0.2); review DIP order and credit agreement in connection with variance reporting (0.3) |

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|---|---|---|---|---|
| 01/15/25 | M T Davis | 2.50 | 2,837.50 | Draft IP release agreements related to pre-petition term loan credit agreement (1.0); draft email to A. Kwan regarding review of IP schedules to IP release agreements (0.3); draft termination of Wells Fargo control agreement (0.4); draft termination of lessor agreement (0.2); draft terminations of JP Morgan control agreements (0.4); draft termination of Cornerstone control agreement (0.2) |
| 01/15/25 | I M Drazen | 1.00 | 835.00 | Review email correspondence related to financing (0.1); correspondence with G. Grocke (0.1); correspondence with Riemer Braunstein (0.1); correspondence with Simpson Thacher & Bartlett (0.1); correspondence with T. Dillman (0.1); review existing possessory collateral (0.1); revise perfection certificate (0.4) |
| 01/15/25 | AT Kwan | 2.20 | 1,331.00 | Review and revise schedules to IP releases |
| 01/16/25 | T A Dillman | 1.30 | 2,723.50 | Attention to final DIP funding and related matters (0.7); review DIP reporting (0.2); correspondence with Latham team regarding same (0.4) |
| 01/16/25 | I S Yakut | 2.90 | 5,394.00 | Review correspondence regarding exit documentation and process (2.5); attend internal call regarding next borrowing (0.4) |
| 01/16/25 | B T Gelfand | 1.60 | 2,848.00 | Internal correspondence regarding DIP term loan |
| 01/16/25 | H K Murtagh | 2.10 | 3,727.50 | Meet with J. Weichselbaum, T. Dillman, B. Gelfand regarding budget variance issues (1.4); call with FTI/Houlihan regarding same (0.7) |
| 01/16/25 | H Lee | 3.10 | 4,634.50 | Correspond with Latham finance deal team (1.0); review and revise credit agreements (1.5); review ancillaries (0.6) |
| 01/16/25 | J J Weichselbaum | 1.50 | 2,347.50 | Call with Latham team regarding DIP credit agreement matters (0.6); review DIP order in connection with variance reporting (0.3); discuss variance reporting with H. Murtagh and FTI (0.3); review perfection certificate (0.2); email with team regarding same (0.1) |
| 01/16/25 | M T Davis | .40 | 454.00 | Attend to emails with A. Kwan regarding IP assignment records (0.2); draft IP release with respect to 2022 IP security agreement related to pre-petition term loan credit agreement (0.2) |
| 01/16/25 | I M Drazen | 2.30 | 1,920.50 | Review email correspondence related to financing (0.1); related correspondence with G. Grocke (0.1); |

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| | | | | related correspondence with Company (0.1); correspondence with H. Lee (0.1); review insurance requirements (0.5); correspondence with Marsh McLennan Agency (0.1); draft schedules to ABL credit agreement (0.7); draft schedules to term loan credit agreement (0.6) |
| 01/16/25 | G D Grocke | .20 | 121.00 | Order certified charters and good standing certificates |
| 01/16/25 | AT Kwan | 4.70 | 2,843.50 | Cross check search results with schedules, revise schedules (3.1); forward to I. Drazen for review (1.6) |
| 01/17/25 | T A Dillman | 1.30 | 2,723.50 | Review DIP reporting matters (0.3) correspondence with FTI and Latham team regarding same (0.5); calls with H. Murtagh, J. Weichselbaum and FTI regarding same (0.5) |
| 01/17/25 | I S Yakut | 1.90 | 3,534.00 | Review correspondence regarding exit documentation and process including responses on the issues lists |
| 01/17/25 | B T Gelfand | 3.10 | 5,518.00 | Review exit ABL credit agreement (0.9); review and revise issues list for same (2.2) |
| 01/17/25 | H K Murtagh | .90 | 1,597.50 | Discuss borrowing notice with B. Gelfand, J. Miller (0.6); attention to finalizing and submitting same (0.3) |
| 01/17/25 | H Lee | 2.10 | 3,139.50 | Correspond with deal team regarding financing issues (0.3); review and revise release documents (1.0); review and revise credit agreements (0.8) |
| 01/17/25 | J J Weichselbaum | 1.30 | 2,034.50 | Call with T. Dillman and H. Murtagh regarding DIP matters and status of cases (1.0); call with FTI team and H. Murtagh regarding DIP matters (0.3) |
| 01/17/25 | M T Davis | .60 | 681.00 | Draft email to H. Lee regarding IP releases, control agreement terminations, and lessor agreement termination (0.3); revise borrowing request with respect to DIP term loan (0.1); compile borrowing request with respect to DIP term loan and submit to lender's counsel (0.2) |
| 01/17/25 | I M Drazen | .30 | 250.50 | Review email correspondence related to financing (0.1); correspondence with H. Lee (0.1); review schedules to ABL credit agreement and term loan credit agreement (0.1) |
| 01/18/25 | B T Gelfand | 1.00 | 1,780.00 | Review and revise prepetition term loan payoff letter |
| 01/18/25 | H Lee | 2.10 | 3,139.50 | Correspond with Latham team regarding closing (0.1); review and revise credit agreements (0.8); prepare summary of issues (1.2) |

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|---|---|---|---|---|
| 01/19/25 | I S Yakut | 2.30 | 4,278.00 | Prepare for and attend conference call regarding ABL issues list (1.4); review correspondence regarding exit documentation and process including responses on the issues lists (0.9) |
| 01/19/25 | B T Gelfand | 6.50 | 11,570.00 | Review and revise prepetition term loan payoff letter (0.9); review equity certificates (0.2); attention to correspondence regarding same (0.7); conference with Debtors regarding ABL credit agreement (1.4); review and revise ABL credit agreement per same (3.3) |
| 01/19/25 | D Gumm | .80 | 1,252.00 | Review payoff letter and restructuring transaction steps memorandum (0.6); consult with H. Lee regarding same (0.2) |
| 01/19/25 | H Lee | 3.50 | 5,232.50 | Correspond with Latham team (0.5); conference with Debtors (0.5); review and revise credit agreements (1.3); prepare summary of issues (1.2) |
| 01/19/25 | M T Davis | 3.70 | 4,199.50 | Review and revise exhibits to exit revolving credit agreement (0.5); review and revise IP security agreement related to the exit revolving credit agreement (1.7); review and revise security agreement related to exit revolving credit agreement (1.5) |
| 01/19/25 | I M Drazen | 1.40 | 1,169.00 | Review email correspondence related to financing (0.1); correspondence with H. Lee regarding same (0.1); call with B. Gelfand, H. Lee, S. Yakut, and Company (1.2) |
| 01/20/25 | T A Dillman | 2.30 | 4,818.50 | Attention to DIP reporting matters (0.3); call (0.2) and correspondence with C. Coben regarding DIP reporting (0.3); messages with H. Murtagh regarding same (0.3); attention to exit financing documents (1.0); correspondence with Latham team regarding same (0.2) |
| 01/20/25 | I S Yakut | 1.90 | 3,534.00 | Review correspondence regarding exit documentation and process including responses on the issues lists |
| 01/20/25 | B T Gelfand | 4.10 | 7,298.00 | Review and revise ABL credit agreement (0.3); conference with Debtors regarding ABL credit agreement (0.4); internal conference regarding transaction process (0.7); review and revise term loan credit agreement (0.4); review and revise credit agreement opinions (2.3) |
| 01/20/25 | D Gumm | .30 | 469.50 | Review exit credit facility exhibits and consult with T. Young regarding same |
| 01/20/25 | H Lee | 7.50 | 11,212.50 | Correspond with Latham finance deal team (2.0); |

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|---|---|---|---|---|
| | | | | review credit agreement (3.0); review outstanding items (2.0); review and revise payoff letter (0.5) |
| 01/20/25 | M T Davis | 8.40 | 9,534.00 | Review and revise pledge agreement related to exit revolving credit facility (0.9); draft emails to lenders' counsel regarding draft release documentation (0.7); teleconference with B. Gelfand, H. Lee, and I. Drazen regarding closing checklists of respective exit loan facilities (0.8); review and revise schedules to security agreement related to exit revolving facility (1.3); further review and revise exhibits to exit revolving credit facility (0.6); draft email to M. Neisler regarding security agreement schedules (0.2); revise draft legal opinion related to exit revolving credit facility (1.8); revise legal opinion related to exit term loan facility (1.7); draft email to T. Dillman regarding review of legal opinions (0.2); draft email to S. Yakut regarding review of legal opinions ( 0.2) |
| 01/20/25 | I M Drazen | 6.00 | 5,010.00 | Review email correspondences (0.2); call with B. Gelfand, H. Lee, T. Davis (0.8); draft opinion backup certificate (0.7); revise ABL perfection certificate (0.6); correspondence with H. Lee (0.1); correspondence with Riemer Braunstein (0.1); revise board consent (1.5); correspondence with T. Dillman, J. Weichselbaum, H. Murtagh, T. Li (0.1); revise term loan perfection certificate (0.5); draft term loan closing certificate (0.2); correspondence with MAQS (0.1); review resolutions for exit facilities (1.1) |
| 01/21/25 | Y J Oh | 1.80 | 3,348.00 | Review and comment on draft opinions (1.0); review and respond to emails regarding credit agreement issues, intercreditor agreement and order (0.8) |
| 01/21/25 | I S Yakut | 2.10 | 3,906.00 | Review and respond to correspondence regarding exit documentation and process including ancillary documents |
| 01/21/25 | B T Gelfand | 5.80 | 10,324.00 | Review comments to ABL credit agreement (1.0); review and revise term loan credit agreement (2.3); internal conferences regarding transaction process (1.0); attention to correspondence regarding opinion (0.9); review schedules to credit agreements (0.6) |
| 01/21/25 | E Yu | 2.50 | 4,650.00 | Review draft Intercreditor Agreement to be entered into in connection with Company's exit financing facility (2.0); draft related email correspondence with Latham finance team (E. Oh, B. Gelfand, H. Lee and T. Davis) (0.5) |
| 01/21/25 | D Gumm | 1.30 | 2,034.50 | Review exit credit facility documents, fee letters, |

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| | | | | exhibits (0.6); consult with T. Young regarding same (0.3); consult with J. Kronsnoble regarding tax considerations with respect to exit credit facilities (0.2); consult with H. Lee regarding exit credit facilities (0.2) |
| 01/21/25 | H Lee | 5.90 | 8,820.50 | Correspond with Latham finance deal team (2.0); review credit agreement (0.5); review lien searches (0.4); review schedules and perfection certificate (2.0); review insurance certificates (0.5); correspond with Debtors regarding same (0.5) |
| 01/21/25 | J J Weichselbaum | .80 | 1,252.00 | Review exit facilities written consent (0.5); comment on same (0.3) |
| 01/21/25 | M T Davis | 6.90 | 7,831.50 | Review lien search results regarding outstanding liens (0.4); teleconference call with Paul Hastings team regarding closing checklist (0.4); review draft IP security agreement related to exit term loan facility (1.4); draft email to Debtors team regarding delivery of original stock certificates (0.4); attend to emails with E. Oh regarding legal opinion reviews (0.2); further revise legal opinion related to exit revolving credit facility (1.8); attend to emails with J. Weichselbaum regarding corporate restructuring logistics (0.4); further revise legal opinion relate to exit revolving credit facility (0.7); review and revise draft exhibits to exit term loan credit agreement (1.2) |
| 01/21/25 | I M Drazen | 3.20 | 2,672.00 | Review email correspondence related to financing (0.2); call with B. Gelfand, H. Lee, T. Davis, Paul Hastings regarding same (0.5); revise resolutions (0.7); related correspondence with H. Lee (0.2); correspondence with Paul Hastings (0.1); related correspondence with Riemer Braunstein (0.1); review excluded account (0.1); update perfection certificate (0.3); related correspondence with Company (0.2); correspondence with Marsh McLennan Agency (0.1); update schedules to credit agreement (0.5); review IP search results (0.2) |
| 01/21/25 | G D Grocke | 1.00 | 605.00 | Prepare UCC termination statements; forward same to I. Drazen for review |
| 01/22/25 | Y J Oh | 3.50 | 6,510.00 | Teleconference with M. Davis, B. Gelfand, H. Lee, and I. Drazen regarding closing checklists (0.9); review and comment on draft opinions (1.0); review and comment on draft ancillary agreements and certificates (1.0); review and respond to emails on questions regarding status, open credit agreement and intercreditor issues (0.6) |

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| 01/22/25 | I S Yakut | 3.40 | 6,324.00 | Review correspondence regarding exit documentation and process including ancillary documents (1.2); review opinions (1.6); attend transaction process call (0.6) |
| 01/22/25 | B T Gelfand | 2.40 | 4,272.00 | Review and revise ABL credit agreement (0.3); conference with opposing counsel regarding ABL exit credit agreement (0.9); teleconference with E. Oh, M. Davis, H. Lee, and I. Drazen regarding closing checklists (1.0); attention to correspondence regarding closing process (0.2) |
| 01/22/25 | D Gumm | 2.70 | 4,225.50 | Research and analyze tax considerations with respect to exit credit facilities (0.8); consult with J. Kronsnoble regarding tax considerations with respect to exit credit facilities (0.7); review and revise ABL exit fee letter (0.3); review ABL exit credit facility tax exhibits (0.3); consult with L. Hyunji regarding exit credit facilities (0.4); call with E. Oh regarding exit credit facilities (0.2) |
| 01/22/25 | H Lee | 6.20 | 9,269.00 | Correspond with Latham finance deal team (0.5); teleconference with E. Oh, B. Gelfand, M. Davis, and I. Drazen regarding closing checklists (1.0); review and revise exhibits (1.5); review and revise security documents (2.7); review fee letter (0.5) |
| 01/22/25 | J J Weichselbaum | .70 | 1,095.50 | Review opinion in connection with exit facilities (0.3); comment on same (0.2); emails with Latham team regarding same (0.2) |
| 01/22/25 | M T Davis | 11.70 | 13,279.50 | Draft stock power with respect to The Container Store, Inc. stock certificate (0.3); draft credit card notification termination notices (0.3); further revise legal opinion related to exit revolving loan facility (1.2); further revise legal opinion related to exit term loan facility (1.0); correspond with E. Oh regarding legal opinions (0.2); draft email to C. Kornreich regarding review of legal opinions (0.4); draft email to B. Rock regarding review of legal opinions (0.4); attend to emails with T. Dillman regarding draft legal opinions (0.4); draft email to R. Webster regarding replacement stock certificate (0.2); draft email to Paul Hastings team regarding draft credit card notification termination notices (0.4); draft email to Reimer team regarding draft credit card notification termination notices (0.2); draft email to Simpson Thatcher team regarding draft releases and terminations (0.6); prepare signature page packet (0.2); call with R. Webster regarding replacement stock certificate (0.1); draft email to Paul Hastings team regarding replacement stock certificate |

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| | | | | (0.2); draft email to Reimer team regarding replacement stock certificate (0.1); revise schedules to IP security agreements (0.7); draft email to J. Miller regarding replacement stock certificate (0.2); teleconference with E. Oh, B. Gelfand, H. Lee, and I. Drazen regarding closing checklists (1.0); further revise security agreement related to exit revolving credit facility (0.2); further revise exhibits to exit revolving credit agreement (0.3); further revise pledge agreement related to exit revolving credit facility (0.1); review and revise pledge agreement related to exit term loan facility (0.8); review and revise security agreement related to exit term loan facility (0.8); review and revise draft board consent to approve replacement of stock certificate (0.9); draft email to L. Ferrell regarding diligence review of legal opinions (0.3); draft email to Paul Hastings team regarding revised board consent (0.1); draft email to Riemer team regarding revised board consent (0.1) |
| 01/22/25 | I M Drazen | 3.80 | 3,173.00 | Review email correspondence related to financing (0.1); update perfection certificate (0.5); review UCC-1 and UCC-3 filings (0.6); correspondence with Simpson Thacher (0.1); correspondence with Paul Hastings (0.2); correspondence with Riemer Braunstein (0.2); correspondence with H. Lee (0.2); call with E. Oh, S. Yakut, B. Gelfand, H. Lee, T. Davis (1.0); revise opinion backup certificates (0.8); correspondence with T. Davis (0.1) |
| 01/22/25 | G D Grocke | .90 | 544.50 | Prepare UCC termination statements (0.7); organize and forward underlying file-stamped UCC financing statements to I. Drazen (0.2) |
| 01/22/25 | AT Kwan | 2.60 | 1,573.00 | Review and revise schedules to perfection certificate (2.3); correspond with T. Davis regarding changes (0.3) |
| 01/22/25 | R A Webster | 1.40 | 847.00 | Conference with counsel regarding questions pertaining to preparation of new stock certificate and power (0.1); prepare and revise stock certificate and stock power (0.7); prepare redline (0.1); prepare transmittal letter for new collateral (0.2); review and respond to correspondence with counsel and L. Perez regarding preparation and review of collateral, green certificate stock, transmittal letter, and transmittal to Debtors for execution (0.3) |
| 01/23/25 | L N Ferrell | 1.50 | 2,790.00 | Attention to 1940 Act status considerations |
| 01/23/25 | Y J Oh | 4.20 | 7,812.00 | Teleconference with M. Davis, B. Gelfand, H. Lee, and I. Drazen regarding closing checklist (0.7); telephone |

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| | | | | call with Latham and Paul Hastings finance teams regarding open issues on term loan credit agreement and ancillary documents (0.7); review and respond to emails regarding opinion issues with Latham RSS team (0.8); review and comment on draft agent fee letter, certificates, borrowing base matters, and payoff letter and release documentation for prepetition term loan facility (2.0) |
| 01/23/25 | I S Yakut | 1.30 | 2,418.00 | Review correspondence regarding exit documentation and process including ancillary documents |
| 01/23/25 | B T Gelfand | 4.10 | 7,298.00 | Review and revise term loan agreement (2.0); attention to correspondence with Debtors regarding same (0.6); teleconference with E. Oh, M. Davis, H. Lee, and I. Drazen regarding closing checklist (0.5); conference with opposing counsel regarding ABL credit agreement and exit term loan opinion (0.7); attention to correspondence regarding matter (0.3) |
| 01/23/25 | H Lee | 8.00 | 11,960.00 | Correspond with Latham finance deal team (2.0); prepare borrowing requests (1.5); teleconference with E. Oh, B. Gelfand, M. Davis, and I. Drazen regarding closing checklist (0.5); review and revise security documents (3.0); review organizational documents (0.2); review fee letter (0.2); review payoff documents (0.4); review outstanding items (0.2) |
| 01/23/25 | M T Davis | 10.10 | 11,463.50 | Review and revise signature page packets (1.5); update draft credit agreements (0.5); attend to emails with C. Geils regarding closing checklist related to exit term loan facility (1.1); draft email to Reimer team regarding draft exhibits and IP security agreement (0.2); draft email to B. Rock regarding draft legal opinions (0.4); attend to email with R. Webster regarding documents to be originally signed (0.4); attend to emails with E. Oh regarding document execution (0.2); further revise draft board consent (0.3); teleconference call with Paul Hastings team regarding closing checklist (0.3); further revise draft security agreements (0.9); review and revise draft opinion backup certificates (1.2); further review and revise pledge agreements (0.5); review and revise transmittal letter to Debtors (0.2); teleconference with E. Oh, B. Gelfand, H. Lee, and I. Drazen regarding closing checklist (0.5); prepare signature packet for release documentation for outgoing lender JPMorgan (0.4); draft email to S. Malhotra and J. Miller regarding execution of loan documents (0.4); prepare electronic signature packet and distribute (0.4); attend to emails with O. Campos regarding IP release |

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|---|---|---|---|---|
| | | | | documents (0.5); draft email to E. Oh regarding IP releases (0.2) |
| 01/23/25 | I M Drazen | 2.30 | 1,920.50 | Review email correspondence with Latham finance team (0.1); update perfection certificate (0.2); correspondence with G. Grocke (0.1); correspondence with Paul Hastings (0.1); correspondence with Riemer Braunstein (0.1); review insurance certificates (0.2); all with Paul Hastings regarding checklist (0.2); correspondence with Company (0.1); revise perfection certificate and schedules for term loan and ABL facilities (0.7); call with E. Oh, B. Gelfand, H. Lee, T. Davis (0.5) |
| 01/23/25 | G D Grocke | .70 | 423.50 | Review UCC financing statements (0.5); communicate with I. Drazen regarding same (0.2) |
| 01/23/25 | R A Webster | 2.10 | 1,270.50 | Conferences with L. Perez regarding finalizing collateral transmittal package to Debtors (0.3); review and finalize stock certificate, power, Notes signature pages and final package to Debtors (0.4); review and update transmittal letter (0.6); coordinate with L. Perez to update and finalize package for transmittal to Debtors (0.4); review and respond to correspondence with counsel and L. Perez regarding updates to transmittal letter, preparation of collateral and transmittal to Debtors for execution (0.4) |
| 01/24/25 | L N Ferrell | .80 | 1,488.00 | Attention to 1940 Act status considerations |
| 01/24/25 | Y J Oh | 9.80 | 18,228.00 | Telephone call with Latham Tax team regarding OID and ABL fee letter (0.4); review and comment on ABL fee letter (0.3); telephone call with Latham and Riemer regarding status on deal documentation and open issues (0.8); telephone calls with Paul Hastings regarding interest payments on DIP (0.6); telephone call with Company and 40 Act team regarding ICA issues (0.4); revise ABL and Latham term loan opinions (1.8); teleconference with M. Davis, B, Gelfand, H. Lee, and I. Drazen regarding closing checklist (0.6); correspond with L. Ferrell and T. Cummings regarding 40 Act issues (0.3); telephone call with FTI regarding funds flow and cash interest (0.4); review and respond to emails with Latham RSS team regarding closing timing, confirmation order and plan questions, and related items (0.5); review and respond to emails regarding DIP term wires and allocations and review documents regarding the same (0.6); review and respond to emails regarding open issues on intercreditor agreement, security agreements and copyright issues (1.0); review and comment on revised |

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| | | | | credit agreement and intercreditor agreement issues (2.1) |
| 01/24/25 | B K Rock | 5.70 | 10,602.00 | Review and revise legal opinions (3.5); review corporate and transaction documents in connection with same (2.2) |
| 01/24/25 | I S Yakut | 1.70 | 3,162.00 | Review and respond to correspondence regarding exit documentation and process including ancillary documents |
| 01/24/25 | B T Gelfand | 4.40 | 7,832.00 | Internal conference regarding transaction process (0.7); teleconference with E. Oh, M. Davis, H. Lee, and I. Drazen regarding closing checklist (0.4); review and comment ABL credit agreement (2.9); review and revise intercreditor agreement (0.4) |
| 01/24/25 | E Yu | 1.80 | 3,348.00 | Review term loan counsel's comments to Intercreditor Agreement (1.0); correspondence with Latham team regarding same (0.8) |
| 01/24/25 | T D Cummings | 2.40 | 3,240.00 | Analyze financial statements with regard to considerations under Investment Company Act (0.3); confer with Company to review balance sheet of subsidiary guarantors (0.5); draft backup certificate for Investment Company Act of 1940 opinion (1.6) |
| 01/24/25 | D Gumm | .40 | 626.00 | Call with J. Kronsnoble, E. Oh, and T. Young regarding tax considerations with respect to exit credit facilities |
| 01/24/25 | H Lee | 6.40 | 9,568.00 | Correspond with Latham finance deal team (1.0); teleconference with E. Oh, B, Gelfand, M. Davis, and I. Drazen regarding closing checklist (0.5); review and revise schedules (1.7); review and revise security documents (1.5); review lien searches (0.3); review payoff documents (1.4) |
| 01/24/25 | M T Davis | 8.30 | 9,420.50 | Attend to emails with T. Dillman regarding draft legal opinions (0.2); review and revise legal opinions (0.4); teleconference with Riemer team regarding closing checklist (0.6); attend to emails with O. Campos regarding termination and release of prepetition security interest (0.4); revise secretary's certificate related to exit revolving credit facility (0.5); attend to emails with A. Kwan regarding copyright filing and IP schedules (0.6); review IP schedules to perfection certificate against schedules to IP security agreement (0.5); draft email to Riemer team regarding possessory collateral (0.1); review Paul Hastings' comments to the pledge agreement (0.2); draft email to Paul Hastings |

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|---|---|---|---|---|
| | | | | team regarding possessory collateral and pledge agreement (0.1); revise secretary's certificate related to exit term loan facility (0.4); teleconference with E. Oh, B, Gelfand, H. Lee, and I. Drazen regarding closing checklist (0.5); review revised exhibits to exit revolving credit agreement (0.2); review and revise exit revolving security agreement (0.2); review and revise pledge agreement related to exit revolving loan facility (0.9); review and revise schedules to IP security agreements (0.4); draft email to Debtors team regarding copyright amendment (0.2); draft email to Paul Hastings team regarding officer's certificate and IP security agreement (0.2); draft email to Riemer team regarding officer's certificate and IP security agreement (0.2); revise legal opinion related to exit revolving credit facility (0.3); review and revise perfection certificate related to exit revolving credit facility (0.3); review and revise perfection certificate related to term loan credit facility (0.3); review and revise schedules to exit term loan credit agreement (0.3) review and revise schedules to exit revolving credit agreement (0.3) |
| 01/24/25 | I M Drazen | 4.80 | 4,008.00 | Review email correspondence related to financing (0.1); correspond with Latham finance team regarding financing (0.6); revise schedules to perfection certificate and intellectual property security agreement for term loan and ABL (1.2); related correspondence with T. Davis (0.1); correspondence with G. Grocke (0.1); correspondence with H. Lee (0.2); prepare credit card notifications (0.4); related correspondence with Paul Hastings (0.2); related correspondence with Riemer Braunstein (0.2); call with T. Davis (0.3); correspondence with E. Oh, B. Gelfand, H. Lee, T. Davis regarding checklist (0.4); review accounts subject to DACA (0.3) draft credit card notifications form Square, PayPal, AfterPay, Synchrony, AMEX and Paymentech (0.7) |
| 01/24/25 | G D Grocke | 2.70 | 1,633.50 | Prepare UCC termination schedule to payoff letter (1.4); communicate with H. Lee regarding lien searches (0.5); review same (0.2); prepare supplemental UCC termination statements (0.5); forward same to H. Lee for review (0.1) |
| 01/24/25 | AT Kwan | .20 | 121.00 | Correspond with T. Davis regarding copyright document and copyright filings |
| 01/24/25 | R A Webster | 1.10 | 665.50 | Review and organize collateral final versions, executed documents and transmittal letter (0.4); review and respond to correspondence with counsel |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | and L. Perez regarding FedEx delivery issue, coordination with Debtors for re-delivery and related matters (0.7) |
| 01/25/25 | Y J Oh | 2.20 | 4,092.00 | Teleconference with M. Davis, B. Gelfand, H. Lee, and I. Drazen regarding closing checklist regarding financing (0.5); review and respond to emails regarding remaining credit agreement issues (0.8); review and comment on letter of direction, funds flow and register (0.9) |
| 01/25/25 | B K Rock | .30 | 558.00 | Consult on legal opinion |
| 01/25/25 | I S Yakut | 1.10 | 2,046.00 | Review correspondence regarding exit documentation and process including ancillary documents |
| 01/25/25 | B T Gelfand | 6.00 | 10,680.00 | Review and revise ABL credit agreement (2.3); review and revise term loan credit agreement (3.2); teleconference with E. Oh, M. Davis, H. Lee, and I. Drazen regarding closing checklist regarding financing (0.5) |
| 01/25/25 | E Yu | 1.50 | 2,790.00 | Review of intercreditor provisions in Term Loan Credit Agreement (1.0); correspondence with Latham team regarding same (0.5) |
| 01/25/25 | D Gumm | 1.10 | 1,721.50 | Consult with B. Gelfand and T. Young regarding tax considerations with respect to exit credit facilities (0.2); review and revise exit term loan agreement (0.9) |
| 01/25/25 | H Lee | 2.90 | 4,335.50 | Correspond with deal teams regarding financing issues (1.3); prepare prepayment request (0.8); review schedules (0.2); teleconference with E. Oh, B. Gelfand, M. Davis, and I. Drazen regarding closing checklist regarding financing (0.4); revise security documents (0.2) |
| 01/25/25 | J J Weichselbaum | .40 | 626.00 | Review legal opinion (0.3); emails regarding same (0.1) |
| 01/25/25 | M T Davis | 2.10 | 2,383.50 | Attend to emails with V. Schmidt regarding schedules to credit agreement (0.2); review revised drafts of pledge agreement, schedules to credit agreement, security agreement, and IP security agreement, each as related to the exit revolving loan facility and share with Paul Hastings team (0.6); teleconference with E. Oh, B. Gelfand, H. Lee, and I. Drazen regarding closing checklist regarding financing (0.5); draft email to A. Kwan regarding copyright record amendment (0.2); review and organize executed signature pages for compilation (0.6) |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/25/25 | I M Drazen | .60 | 501.00 | Review email correspondence related to financing (0.1); call with E. Oh, B. Gelfand, H. Lee, T. Davis regarding same (0.5) |
| 01/26/25 | Y J Oh | 1.60 | 2,976.00 | Revise legal opinions (0.8); review and respond to email regarding open points on credit agreements and security agreements (0.8) |
| 01/26/25 | B K Rock | .70 | 1,302.00 | Review revised legal opinion |
| 01/26/25 | I S Yakut | .80 | 1,488.00 | Review and respond to correspondence regarding exit documentation and process including ancillary documents |
| 01/26/25 | B T Gelfand | 1.40 | 2,492.00 | Review and revise exit term loan credit agreement (1.2); review exit ABL facility comments (0.2) |
| 01/26/25 | D Gumm | .30 | 469.50 | Correspond with J. Kronsnoble, B. Gelfand and T. Young regarding tax considerations with respect to exit credit facilities |
| 01/26/25 | H Lee | .30 | 448.50 | Correspond with deal teams regarding financing issues (0.1); review and revise prepayment notice (0.2) |
| 01/26/25 | M T Davis | .30 | 340.50 | Attend to emails with A. Kwan regarding copyright amendment filing |
| 01/26/25 | I M Drazen | .20 | 167.00 | Correspondence with E. Oh regarding financing issues |
| 01/27/25 | L N Ferrell | .50 | 930.00 | Attention to 1940 Act status considerations |
| 01/27/25 | Y J Oh | 8.20 | 15,252.00 | Negotiate opinions (0.7); telephone calls with Paul Hastings, FTI, and Company regarding interest and reserve issue on ABL credit agreement (1.3); review and comment on revised drafts of ABL and term loan credit agreements (1.3); telephone calls with Latham RSS and Corporate teams regarding status and remaining closing issues (0.5); telephone calls with Latham finance team regarding status of ABL and term facility closing and payoff and releases of prepetition debt (1.0); review and comment on draft schedules, exhibits and security documents (1.2); review and respond to emails regarding possessory collateral, signature pages and other matters regarding closing (1.0); review and comment on funds flow and answer questions regarding the same (0.7); review and respond to emails regarding questions on loan agreements (0.5) |
| 01/27/25 | I S Yakut | 1.40 | 2,604.00 | Review and respond to correspondence regarding exit documentation |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/27/25 | B T Gelfand | 3.40 | 6,052.00 | Conference with opposing counsel regarding credit agreements (0.4); conference with Debtors regarding interest payment and reserve mechanics (0.5); review and revise exit ABL credit agreement (1.6); review and revise exit term loan credit agreement (0.9) |
| 01/27/25 | T D Cummings | .30 | 405.00 | Analyze financial statements with regard to considerations under Investment Company Act (0.1); confer with the Company to review the balance sheet of the subsidiary guarantors (0.1); draft backup certificate for the Investment Company Act of 1940 opinion (0.1) |
| 01/27/25 | D Gumm | .60 | 939.00 | Review and revise exit term loan credit agreement (0.2); consult with J. Kronsnoble and B. Gelfand regarding same (0.4) |
| 01/27/25 | H Lee | 9.70 | 14,501.50 | Correspond with Latham deal team regarding financing issues (2.4); review and revise borrowing requests (0.3); review funds flow (0.5); correspond with lenders on outstanding items (3.5); review executed documents (2.0); review credit agreement (0.5); review payoff documents (0.5) |
| 01/27/25 | M T Davis | 11.00 | 12,485.00 | Further revise perfection certificate related to exit revolving credit facility (0.6); attend to emails with O. Campos regarding lien release documents (0.5); attend to emails with A. Kwan regarding IP filings (0.3) revise letter of direction and share with Paul Hastings team (0.2); review and revise legal opinion related to exit revolving credit facility for final form (0.4); review and revise legal opinion related to exit term loan facility for final form (0.5); teleconference call with Latham restructuring team regarding closing checklist (0.2) review and revise perfection certificate related to exit revolving credit facility (0.2); draft email to E. Oh regarding final legal opinions (0.1); revise officer certificates for final form and compile with attachments (0.9); analyze executed term loan facility documents against agreed forms (1.2); analyze executed revolving credit facility documents against agreed forms (1.4); revise lessor agreement for final form and compile (0.2); revise control agreement terminations for final form and compile (0.3); revise IP releases for final form and compile (0.2); revise credit card notification termination notices for final form and compile (0.3); revise payoff letter for final form and compile (0.9); attend to emails with Paul Hastings team regarding executed documents (0.2); attend to email with Riemer team regarding executed documents (0.2); review revised schedules and |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | analyze lender commitment amounts (0.7); revise term loan credit agreement borrowing notice for final form and compile (0.2); revise opinion backup certificates for final form and compile (1.0); complete copyright filing certifications for IP releases (0.3) |
| 01/27/25 | I M Drazen | 2.90 | 2,421.50 | Review email correspondence related to financing (0.4); review UCC-3s and underlying UCC-1s and draft UCC-3 termination checklist (1.0); correspondence with G. Grocke (0.1); correspondence with Paul Hastings (0.1); correspondence with Riemer Braunstein (0.1); correspondence with H. Lee (0.1); correspondence with T. Davis (0.1); review schedules and funds flow (1.0) |
| 01/27/25 | AT Kwan | .30 | 181.50 | Prepare and file the name change with the copyright office |
| 01/28/25 | Y J Oh | 1.40 | 2,604.00 | Telephone call with all parties regarding closing (0.4); review and respond to emails regarding funds flow, payments, Company questions on loan agreements and interest payments and post-closing matters (1.0) |
| 01/28/25 | H Lee | 2.10 | 3,139.50 | Correspond with Latham finance deal team (1.0); attend closing (0.3); correspond with lenders (0.3); correspond with foreign counsel (0.1); review post-closing items (0.4) |
| 01/28/25 | M T Davis | 3.00 | 3,405.00 | Teleconference call with all parties confirming close of revolving credit facility and term loan facility (0.3); draft email to the Simpson Thacher team regarding payoff letter (0.2); revise final officer's certificates to include certified charter of The Container Store Group, Inc. (0.6); attend to emails regarding filing of termination agreements (0.2); draft email to Debtors detailing delivery instructions for possessory collateral (0.3) prepare mini closing set and share with Debtors (0.5); draft termination emails with respect to control agreement, lessor agreement, and credit card notifications (0.9) |
| 01/28/25 | G D Grocke | 1.10 | 665.50 | Review bringdown good standings (0.4); forward same to H. Lee and I. Drazen (0.2); arrange for filing of UCC termination statements (0.2); review filing evidence (0.3) |
| 01/28/25 | AT Kwan | 3.70 | 2,238.50 | Correspond with T. Davis regarding financing issues (0.4); prepare and file releases with the U.S. Patent and Trademark Office and the United States Copyright Office (3.3) |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/28/25 | R A Webster | 1.20 | 726.00 | Review and organize Payment Termination Notices to processors (0.3); prepare instructions for transmittal via USPS Certified Mail with return receipt requested (0.3); review and respond to correspondence with counsel and L. Perez regarding transmittal of Payment Termination Notices and related matters (0.6) |

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Matter Name: Hearings

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/23/24 | G A Davis | 2.50 | 5,600.00 | Attend first day hearing (1.4); review materials and prepare for same (1.1) |
| 12/23/24 | T A Dillman | 4.70 | 8,554.00 | Prepare for first day hearing (2.9); present at first day hearing (1.4); follow-up correspondence with Latham team, Company, Hunton Andrews Kurth, and Houlihan teams regarding same (0.4) |
| 12/23/24 | A Quartarolo | 1.50 | 2,242.50 | Prepare for (0.1) and attend first day hearing (1.4) |
| 12/23/24 | H K Murtagh | 6.10 | 9,790.50 | Prepare for first day hearing (3.9); attend moot sessions with Latham team (0.5); attend hearing (1.4); follow up with Debtors regarding same (0.3) |
| 12/23/24 | T Li | 6.70 | 8,542.50 | Prepare for first day presentation (5.3); attend first day hearing (1.4) |
| 12/23/24 | J J Weichselbaum | 4.30 | 5,482.50 | Prepare for first day hearing (2.9); attend first day hearing (1.4) |
| 12/23/24 | B I Herskowitz | 5.20 | 3,952.00 | Prepare for first day hearing (3.8); participate in first day hearing (1.4) |
| 12/23/24 | J A Ibrahim | 1.30 | 988.00 | Attend first day hearing |
| 12/23/24 | A T Lisner | 1.20 | 1,068.00 | Attend first day hearing (partial) |
| 12/23/24 | T B Parker | 2.70 | 2,403.00 | Prepare for first day hearing (1.3); participate in first day hearing (1.4) |
| 12/23/24 | R A Presley | 6.30 | 5,607.00 | Prepare for (4.9); participate in first day hearing (1.4) |
| 12/23/24 | K D Shang | 3.60 | 3,204.00 | Prepare for (2.2); attend first day hearing (1.4) |
| 12/23/24 | C M Tarrant | 4.70 | 2,467.50 | Prepare binder for first day hearing (1.8); prepare attorneys for first day hearing (2.6); emails with Latham team regarding same (0.3) |
| 01/09/25 | A S Ravin | .20 | 362.00 | Review and revise draft Notice to Adduce Remote Testimony for Verita and related emails with Hunton Andrews Kurth and Latham |
| 01/15/25 | A T Lisner | 3.50 | 4,235.00 | Draft combined hearing outline (2.9); draft presentation for same (0.6) |
| 01/15/25 | K D Shang | .20 | 242.00 | Call with A. Lisner and B. Herskowitz regarding confirmation hearing |
| 01/16/25 | A S Ravin | .20 | 362.00 | Review and revise draft Agenda and Witness and Exhibit List for confirmation hearing and related emails with Hunton Andrews Kurth and Latham |

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Matter Name: Hearings

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/16/25 | J J Weichselbaum | .20 | 313.00 | Review notice regarding remote witnesses |
| 01/16/25 | A T Lisner | 2.20 | 2,662.00 | Review and revise combined hearing outline and deck (2.0); confer with T. Li regarding same (0.2) |
| 01/17/25 | A S Ravin | 1.10 | 1,991.00 | Review and revise draft of confirmation hearing outline (0.9); emails with Latham regarding same (0.2) |
| 01/21/25 | A T Lisner | 1.60 | 1,936.00 | Review and revise outline for combined hearing (0.9); review objections to Plan in connection with same (0.7) |
| 01/22/25 | A S Ravin | .80 | 1,448.00 | Review and revise confirmation hearing outline (0.4); related emails with Latham (0.1); review revised draft of witness and exhibit list and agenda (0.2); related emails with Latham and Hunton Andrews Kurth (0.1) |
| 01/22/25 | J J Weichselbaum | .50 | 782.50 | Review hearing outline and A. Ravin's comments to same |
| 01/22/25 | A T Lisner | .40 | 484.00 | Review and revise confirmation hearing outline |
| 01/22/25 | C M Tarrant | 1.60 | 952.00 | Prepare confirmation materials for upcoming hearing |
| 01/23/25 | G A Davis | 1.20 | 3,060.00 | Prepare for confirmation hearing |
| 01/23/25 | A Quartarolo | 3.70 | 6,216.00 | Prepare for confirmation hearing (1.5); conferences with A. Dunayer and C. Coben regarding same (2.2) |
| 01/23/25 | H K Murtagh | 8.50 | 15,087.50 | Attend witness preparation and planning session for confirmation hearing (4.0); manage final edits to and filing of updated confirmation order, brief, declarations, and amended plan supplement (3.8); negotiation with landlords regarding confirmation objection (0.7) |
| 01/23/25 | A S Ravin | .30 | 543.00 | Review and revise revised draft of hearing agenda and related emails with Latham and Hunton Andrews Kurth (0.1); review revised draft of hearing outline and related emails (0.2) |
| 01/23/25 | J J Weichselbaum | 3.70 | 5,790.50 | Prepare for confirmation hearing |
| 01/23/25 | A T Lisner | 3.10 | 3,751.00 | Draft confirmation hearing outline and 1129 chart for confirmation hearing |
| 01/24/25 | G A Davis | 1.00 | 2,550.00 | Attend confirmation hearing |
| 01/24/25 | T A Dillman | 1.00 | 2,095.00 | Attend confirmation hearing |
| 01/24/25 | A Quartarolo | 4.30 | 7,224.00 | Prepare for (3.3) and attend confirmation hearing (1.0) |

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Matter Name: Hearings

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/24/25 | H K Murtagh | 5.70 | 10,117.50 | Final witness and argument preparation for confirmation hearing (4.7); attend hearing (1.0) |
| 01/24/25 | A S Ravin | 1.00 | 1,810.00 | Participate in confirmation hearing |
| 01/24/25 | T Li | 1.10 | 1,721.50 | Prepare for (0.1) and participate in confirmation hearing (1.0) |
| 01/24/25 | J J Weichselbaum | 5.50 | 8,607.50 | Prepare for confirmation hearing (4.5); attend confirmation hearing (1.0) |
| 01/24/25 | B I Herskowitz | 1.10 | 1,078.00 | Participate in confirmation hearing |
| 01/24/25 | A T Lisner | 1.10 | 1,331.00 | Attend confirmation hearing |
| 01/24/25 | K D Shang | 1.00 | 1,210.00 | Attend confirmation hearing |
| 01/24/25 | C M Tarrant | 1.10 | 654.50 | Research regarding confirmation hearing transcripts in prepack cases in Texas in preparation for hearing (0.9); emails with Latham team regarding same (0.2) |

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Matter Name: Insurance

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/17/25 | D T Gardiner | .30 | 504.00 | Correspondence regarding D&O coverage |
| 01/20/25 | D T Gardiner | .20 | 336.00 | Correspondence regarding go-forward D&O insurance |
| 01/21/25 | D T Gardiner | .50 | 840.00 | Correspondence with Latham regarding go-forward D&O coverage options (0.2); review D&O policy application; confer with team regarding same (0.3) |
| 01/22/25 | D T Gardiner | 1.00 | 1,680.00 | Review D&O policy application (0.8); confer with Latham team and Debtors regarding same (0.2) |
| 01/22/25 | H K Murtagh | .90 | 1,597.50 | Discussions with Company regarding (0.2) and drafting of D&O application (0.7) |
| 01/22/25 | J J Weichselbaum | .40 | 626.00 | Correspondence with Latham and Paul Hastings regarding D&O insurance |
| 01/23/25 | D T Gardiner | .80 | 1,344.00 | Review Woodruff Sawyer proposal for go-forward D&O insurance (0.2); meet with Company and Woodruff Sawyer regarding same (0.3); confer with Latham team regarding member input on same (0.2); follow-up correspondence regarding same (0.1) |
| 01/24/25 | D T Gardiner | .30 | 504.00 | Correspondence with Latham regarding D&O coverage options (0.1); review Woodruff Sawyer D&O proposal for increased limits (0.2) |
| 01/27/25 | D T Gardiner | .30 | 504.00 | Correspondence with Latham regarding D&O coverage placement |
| 01/27/25 | J J Weichselbaum | .20 | 313.00 | Correspondence with Latham regarding D&O insurance |
| 01/28/25 | D T Gardiner | .20 | 336.00 | Correspondence with Latham regarding go-forward D&O coverage |

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Matter Name: Non-Working Travel Time

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/22/25 | H K Murtagh | 3.50 | 3,106.25 | Travel to Houston for confirmation hearing |
| 01/23/25 | A Quartarolo | 2.50 | 2,100.00 | Travel to Houston for confirmation hearing |
| 01/23/25 | J J Weichselbaum | 7.50 | 5,868.75 | Travel to Houston for confirmation hearing |
| 01/24/25 | A Quartarolo | 3.20 | 2,688.00 | Travel from Houston to Los Angeles from confirmation hearing |
| 01/24/25 | H K Murtagh | 4.00 | 3,550.00 | Return travel from Houston |
| 01/26/25 | J J Weichselbaum | 3.00 | 2,347.50 | Travel back from confirmation hearing in Houston |

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Matter Name: Plan and Disclosure Statement

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/23/24 | A S Ravin | .40 | 694.00 | Review revised publication notice and other notice forms approved by Court and related emails with Latham and Verita |
| 12/23/24 | J J Weichselbaum | 1.20 | 1,530.00 | Review revised notices regarding Plan and Disclosure Statement (0.5); correspondence with Verita regarding service matters of same (0.4); review and revise publication notice (0.3) |
| 12/23/24 | K D Shang | .70 | 623.00 | Revise Plan and Disclosure Statement notices (0.5); correspond with Verita regarding same (0.2) |
| 12/24/24 | J J Weichselbaum | .30 | 382.50 | Emails with Latham and Verita tams regarding service matters of notices regarding Plan and Disclosure Statement |
| 12/26/24 | A S Ravin | .20 | 347.00 | Emails with Verita and Latham regarding e-proof of claim option on website and review Plan and Disclosure Statement provisions related to proofs of claim |
| 12/26/24 | J J Weichselbaum | .20 | 255.00 | Call with K. Shang to discuss solicitation and opt out matters |
| 12/26/24 | T B Parker | .20 | 178.00 | Correspond with T.J. Li regarding confirmation notices |
| 12/26/24 | K D Shang | 1.90 | 1,691.00 | Create comparison chart of Plan opt-outs (1.5); correspondence with J. Weichselbaum regarding same (0.4) |
| 12/27/24 | A S Ravin | .70 | 1,214.50 | Emails with Hunton Andrews Kurth and Latham teams regarding confirmation brief precedent (0.2); review precedent related to same (0.5) |
| 12/27/24 | T Li | 1.90 | 2,422.50 | Draft memorandum in support of Plan confirmation |
| 12/27/24 | A T Lisner | .40 | 356.00 | Review precedent confirmation briefs (0.2); confer with A. Ravin regarding same (0.2) |
| 12/27/24 | C M Tarrant | 1.70 | 892.50 | Research regarding confirmation declaration, confirmation order and memorandum in support thereof (1.4); emails with Latham team regarding same (0.3) |
| 12/28/24 | T Li | 2.90 | 3,697.50 | Draft memorandum in support of Plan confirmation (2.1); analyze issues therein (0.8) |
| 12/29/24 | T A Dillman | .50 | 910.00 | Review opt out process summary (0.3); correspondence with Latham team regarding same (0.2) |
| 12/29/24 | T Li | 4.10 | 5,227.50 | Draft memorandum in support of Plan confirmation |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | (1.9); analyze issues therein (2.2) |
| 12/29/24 | J J Weichselbaum | .40 | 510.00 | Review solicitation / opt out procedure summary |
| 12/29/24 | K D Shang | .30 | 267.00 | Correspondence with A. Ravin and J. Weichselbaum regarding Plan provisions |
| 12/30/24 | A S Ravin | .20 | 347.00 | Review email inquiry from shareholder related to Plan and related emails with Hunton Andrews Kurth and Latham |
| 12/30/24 | T Li | 1.10 | 1,402.50 | Draft memorandum in support of Plan confirmation |
| 01/02/25 | B I Herskowitz | .20 | 196.00 | Draft and circulate Plan comparisons |
| 01/03/25 | T Li | .50 | 782.50 | Prepare declarations in support of Plan confirmation |
| 01/03/25 | J J Weichselbaum | .40 | 626.00 | Review Texas comptroller confirmation order language (0.3); emails with A. Ravin and Hunton Andrews Kurth regarding same (0.1) |
| 01/06/25 | T A Dillman | 1.30 | 2,723.50 | Review confirmation issues (1.0); correspondence with Latham and Hunton Andrews Kurth teams regarding same (0.3) |
| 01/06/25 | H K Murtagh | .50 | 887.50 | Review research related to Plan issues |
| 01/06/25 | A S Ravin | 2.00 | 3,620.00 | Emails with Latham regarding organizing confirmation workstream (0.4); emails with Latham regarding inclusion of Texas Comptroller's counsel proposed language in confirmation order (0.1); call with T. Li and K. Shang regarding confirmation brief and declarations (0.4); follow up emails with same regarding same (0.2); begin review of precedent for supporting declarations (0.5); emails with Latham regarding additional request from stakeholder for inclusion in proposed confirmation order (0.1); review draft of Restructuring Steps Memorandum and related emails with Paul Hastings and Latham (0.3) |
| 01/06/25 | T Li | 2.30 | 3,599.50 | Draft and revise brief in support of Plan confirmation (1.2); analyze issues therein (1.1) |
| 01/06/25 | K D Shang | 6.60 | 7,986.00 | Call with A. Ravin and T. Li regarding confirmation brief (0.4); review confirmation brief precedent (1.5); draft confirmation brief (4.7) |
| 01/07/25 | T A Dillman | 1.30 | 2,723.50 | Review emergence open items (0.5); call with Hunton Andrews Kurth team regarding confirmation issues (0.3); correspondence with Latham and Hunton Andrews Kurth teams regarding confirmation and emergence (0.5) |

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Matter Name: Plan and Disclosure Statement

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/07/25 | A S Ravin | 1.30 | 2,353.00 | Emails with Latham (T. Li and K. Shang) regarding drafting of proposed confirmation order (0.2); call with Hunton Andrews Kurth and Latham regarding timing for filing confirmation order, briefs and declarations (0.3); review Plan issue and related emails with Hunton Andrews Kurth (0.2); begin review of draft proposed confirmation order (0.6) |
| 01/07/25 | T Li | 7.30 | 11,424.50 | Draft and revise brief in support of Plan confirmation (2.5); draft and revise Coben declaration in support of Plan confirmation (2.1); draft and revise Dunayer declaration in support of Plan confirmation (1.2); correspond with Latham team regarding same (1.5) |
| 01/07/25 | J J Weichselbaum | 1.70 | 2,660.50 | Meet with team to discuss Plan Supplement (0.3); review precedent Plan supplements (0.3); emails with A. Lisner regarding same (0.2); emails regarding new organizational documents (0.2); review Plan in connection with questions regarding Plan Supplement documents (0.4); review restructuring steps memorandum (0.3) |
| 01/07/25 | S B Brown | .80 | 908.00 | Attention to Plan Supplement documents including post closing Newco governance |
| 01/07/25 | B I Herskowitz | 5.80 | 5,684.00 | Draft confirmation and Plan Supplement documents |
| 01/07/25 | A T Lisner | 3.50 | 4,235.00 | Confer with J. Weichselbaum and B. Herkowitz regarding Plan Supplement workstreams (0.3); draft schedule of retained causes of action and rejected contracts for same (3.2) |
| 01/07/25 | K D Shang | 7.90 | 9,559.00 | Draft confirmation brief (2.8); draft proposed confirmation order (4.5); emails with A. Ravin regarding same (0.2); revise confirmation materials (0.4) |
| 01/08/25 | T A Dillman | 2.80 | 5,866.00 | Review confirmation brief, decisions and precedent regarding confirmation issues (2.0); correspondence with Latham team regarding confirmation brief, declarations and related matters (0.5); correspondence with Latham team regarding proposed confirmation order (0.3) |
| 01/08/25 | H K Murtagh | 2.30 | 4,082.50 | Review and annotate restructuring steps memorandum (0.7); correspondence with T. Dillman regarding steps to confirmation/emergence (0.6); correspondence with Latham tax/corporate regarding restructuring steps documentation (0.5); update call with FTI/Houlihan (0.5) |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/08/25 | A S Ravin | 8.40 | 15,204.00 | Review and revise draft proposed confirmation order (3.8); emails with Latham regarding same (0.5); correspondence with Latham regarding same (0.3); emails with Hunton Andrews Kurth regarding same (0.2); correspondence with K. Shang regarding same (0.2); emails with Paul Hastings, Verita and Latham regarding issues related to ballots (0.2); emails with Latham regarding confirmation brief (0.2); emails with FTI and Latham regarding priority tax claimant's request for the insertion of language into proposed confirmation order and review related materials (0.2); review and revise outline of proposed confirmation declarations and related emails with Latham (0.4); review precedent related to same (0.3); emails with Hunton Andrews Kurth, Paul Hastings and Latham regarding request from Texas Comptroller for inserted language in proposed confirmation order (0.2); participate in call with Latham Tax and RSS groups regarding Restructuring Steps Memorandum (0.5); review emails related to same (0.2); emails with Verita, Latham and Hunton Andrews Kurth regarding issues related to Voting Certification and attendance at confirmation hearing (0.2); further review and revision of revised draft of proposed confirmation order (0.8); emails with Latham related to inclusion of certain landlord provisions (0.2) |
| 01/08/25 | T Li | 3.60 | 5,634.00 | Draft and revise Coben declaration in support of Plan confirmation (2.2); draft and revise Dunayer declaration in support of Plan confirmation (1.1); correspond with Latham team regarding same (0.3) |
| 01/08/25 | J J Weichselbaum | 1.70 | 2,660.50 | Emails with Verita and Paul Hastings regarding solicitation matters (0.3); review schedule of rejected contracts for Plan Supplement (0.4); emails with A. Lisner regarding same (0.2); review precedents for Plan supplements (0.3); call regarding restructuring steps memorandum (0.5) |
| 01/08/25 | B I Herskowitz | 5.10 | 4,998.00 | Revise confirmation and Plan documents per comments from A. Ravin (4.0); research comparative Plan Supplements, disclosure statements and plans (1.1) |
| 01/08/25 | A T Lisner | 3.10 | 3,751.00 | Call with Latham Restructuring, Tax and Finance teams to discuss restructuring steps memorandum (0.6); review schedule of litigation and draft schedule of retained causes of action per same (2.5) |
| 01/08/25 | K D Shang | 7.80 | 9,438.00 | Revise proposed confirmation order (4.8); discuss same with T. Li (0.3); discuss same with A. Ravin (0.1); |

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|---|---|---|---|---|
| | | | | correspondence with Latham and Hunton Andrews Kurth regarding same (0.3); correspondence with Verita regarding confirmation (0.3); revise confirmation brief (2.0) |
| 01/09/25 | T A Dillman | 4.50 | 9,427.50 | Analyze confirmation issues (1.5); attend ICD hearing in connection with confirmation preparation (1.0); review Plan Supplement documents (1.3); correspondence with Latham team regarding same (0.7) |
| 01/09/25 | H K Murtagh | 3.00 | 5,325.00 | Correspondence with lender counsel regarding restructuring steps implementation (0.2); review and revise Plan Supplement, retained actions list, rejected contracts list, directors slate (2.4); review revised Plan (0.4) |
| 01/09/25 | A S Ravin | 8.40 | 15,204.00 | Review SEC letter related to third party releases and related emails with Latham (0.2); emails with Latham regarding revised proposed confirmation order (0.2); review Hunton Andrews Kurth comments to draft proposed confirmation order (0.4); related emails with same and Latham (0.2); draft, review and revise confirmation brief (4.2); call with Latham regarding same (0.4); emails with Latham and Hunton Andrews Kurth regarding same (0.5); research related to plan structure and emails related to same (0.7); review amended Plan and related emails (0.2); review draft Notice of Plan Supplement and related documents (including draft Notice of Retained Causes of Action) and related emails with Latham (0.4); attend ICD confirmation hearing in preparation for litigation related to confirmation hearing (1.0) |
| 01/09/25 | T Li | 7.50 | 11,737.50 | Draft and revise brief in support of Plan confirmation (3.1); draft and revise Coben declaration in support of Plan confirmation (1.6); draft and revise Dunayer declaration in support of Plan confirmation (1.7); correspond with Latham team regarding same (1.1) |
| 01/09/25 | J J Weichselbaum | .90 | 1,408.50 | Review SEC letter regarding Plan/third party release (0.3); review Plan Supplement documents (0.3); comment on Plan Supplement documents (0.3) |
| 01/09/25 | B I Herskowitz | 4.70 | 4,606.00 | Further revise Plan Supplement and confirmation documents (3.0); research precedent confirmation briefs and declarations (1.7) |
| 01/09/25 | A T Lisner | 2.70 | 3,267.00 | Compile director and officer slate requested by DIP lenders (0.5); confer with T. Li., J. Weichselbaum and S. Gonen regarding same (0.2); review and revise Plan |

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|---|---|---|---|---|
| | | | | Supplement documents (1.8); confer with J. Weichselbaum and B. Herskowitz regarding same (0.2) |
| 01/09/25 | K D Shang | 8.10 | 9,801.00 | Revise confirmation brief (4.0); discussion with A. Ravin regarding same (0.2); correspondence with professionals regarding same (0.4); revise proposed confirmation order (2.5); correspond with Paul Hastings regarding same (0.3); correspond with A. Ravin and Hunton Andrews Kurth regarding confirmation brief (0.2); revise same (0.5) |
| 01/10/25 | T A Dillman | 1.00 | 2,095.00 | Review Plan amendment (0.7); correspondence with Latham team regarding same (0.3) |
| 01/10/25 | H K Murtagh | .60 | 1,065.00 | Review further revised Plan Supplement documents (0.4); discuss same with Latham team (0.2) |
| 01/10/25 | A S Ravin | 3.70 | 6,697.00 | Review and revise revised draft of confirmation brief (2.7); related emails with Latham and Hunton Andrews Kurth (0.5); call with P. Guffy regarding issues related to third party releases (0.2); further emails with Latham, Hunton Andrews Kurth and Paul Hastings with respect to first amended Plan (0.2); emails with Verita and Latham regarding issues related to Plan Supplement (0.1) |
| 01/10/25 | T Li | 2.50 | 3,912.50 | Draft and revise brief in support of Plan confirmation (1.5); analyze issues therein (1.0) |
| 01/10/25 | J J Weichselbaum | 2.60 | 4,069.00 | Review confirmation materials (0.8); comment on FTI confirmation declaration (0.9); review revised Plan Supplement documents (0.6); comment on same (0.3) |
| 01/10/25 | B I Herskowitz | 3.60 | 3,528.00 | Further revise confirmation brief (1.6); further revise Plan Supplement documents (2.0) |
| 01/10/25 | A T Lisner | 1.10 | 1,331.00 | Review and revise Plan Supplement documents |
| 01/10/25 | K D Shang | .80 | 968.00 | Discuss confirmation brief with A. Ravin and T. Li (0.2); revise same (0.6) |
| 01/11/25 | T A Dillman | 1.00 | 2,095.00 | Review Plan amendment (0.7); correspondence with Latham team regarding same (0.3) |
| 01/11/25 | A S Ravin | 6.10 | 11,041.00 | Review and revise revised draft of confirmation brief (2.5); related emails with Latham and Hunton Andrews Kurth (0.8); review and revise confirmation declarations (2.4); related emails with Latham and Hunton Andrews Kurth (0.4) |
| 01/11/25 | T Li | 4.20 | 6,573.00 | Draft and revise Coben declaration in support of Plan |

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| | | | | confirmation (2.1); draft and revise Dunayer declaration in support of Plan confirmation (1.3); correspond with Latham team regarding same (0.8) |
| 01/11/25 | J J Weichselbaum | .60 | 939.00 | Correspondence with Latham team regarding confirmation brief (0.3); review comments to confirmation materials (0.3) |
| 01/11/25 | B I Herskowitz | 5.10 | 4,998.00 | Further revise confirmation brief (3.0), confirmation declarations (1.0) and Plan Supplement documents (1.1) |
| 01/11/25 | K D Shang | 3.10 | 3,751.00 | Revise confirmation brief (2.7); correspondence regarding same (0.4) |
| 01/12/25 | T A Dillman | .50 | 1,047.50 | Review Plan Supplement document (0.4); emails with Paul Hastings and Latham teams regarding sale (0.1) |
| 01/12/25 | A S Ravin | 6.80 | 12,308.00 | Review and revise further revised drafts of confirmation brief (2.1); related emails with Latham and Hunton Andrews Kurth (1.1); review and revise revised drafts of declarations (Coben and Dunayer) in support of confirmation (0.8); emails with Latham and Hunton Andrews Kurth regarding same (0.5); emails with Latham and Hunton Andrews Kurth regarding First Amended Plan (0.3); review report and related emails with Latham and Hunton Andrews Kurth (0.8); begin preparations for confirmation hearing including development of confirmation hearing outline (0.3); related emails with Latham (0.2); emails with Latham and Paul Hastings regarding Plan Supplement and corresponding checklist (0.3); review revised drafts of (i) notice of Plan Supplement, (ii) D&O template, and (iii) schedule of rejected contracts (0.2); review draft notice cover pleading for the amended Plan (0.2) |
| 01/12/25 | T Li | 1.20 | 1,878.00 | Draft and revise First Amended Plan (0.9); correspond with Latham team regarding same (0.3) |
| 01/12/25 | B I Herskowitz | 2.10 | 2,058.00 | Further revise confirmation documents |
| 01/12/25 | A T Lisner | .20 | 242.00 | Review and revise Plan Supplement documents |
| 01/12/25 | K D Shang | 1.90 | 2,299.00 | Incorporate A. Ravin comments to confirmation brief |
| 01/13/25 | T A Dillman | 1.20 | 2,514.00 | Review Plan Supplement document (0.8); emails with Paul Hastings and Latham teams regarding same (0.4) |
| 01/13/25 | A Quartarolo | 3.00 | 5,040.00 | Review and revise confirmation declarations (2.7); email K. Shang regarding same (0.2); email T. Dillman regarding confirmation hearing (0.1) |

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|---|---|---|---|---|
| 01/13/25 | H K Murtagh | 3.10 | 5,502.50 | Review and revise draft declarations in support of Plan confirmation (1.1); revise rejected contract list (0.4); review and comment on draft confirmation brief (1.2); correspondence with I. Sasson regarding Plan Supplement, lease amendment issues (0.4) |
| 01/13/25 | A S Ravin | 3.10 | 5,611.00 | Emails with Latham regarding amended Plan (0.2); further review of revised confirmation brief draft and related emails with Latham and Hunton Andrews Kurth (1.3); further review of confirmation declarations and related emails with Latham, Hunton Andrews Kurth, FTI and Houlihan (1.0); review further revised drafts of Plan Supplement documents (0.3); related emails with Latham and Paul Hastings (0.2); review voting report and related emails with Verita (0.1) |
| 01/13/25 | T Li | 1.30 | 2,034.50 | Analyze and respond to requests for additional language to proposed confirmation order (1.1); revise First Amended Plan of Reorganization (0.2) |
| 01/13/25 | J J Weichselbaum | 1.90 | 2,973.50 | Review revised Plan Supplement documents (0.6); emails regarding same (0.2); revise director and officers exhibit for Plan Supplement (0.2); correspond with Sidley regarding Plan Supplement documents and outstanding items (0.2); review organizational documents (0.7) |
| 01/13/25 | B I Herskowitz | 3.30 | 3,234.00 | Further revise confirmation documents (2.7); further revise amended Plan (0.6) |
| 01/13/25 | A T Lisner | 1.00 | 1,210.00 | Meet with J. Weichselbaum and B. Herskowitz to discuss Plan Supplement work streams (0.3); review and revise same (0.5); follow up emails regarding same (0.2) |
| 01/13/25 | K D Shang | 3.80 | 4,598.00 | Revise confirmation brief (1.0); call with Latham and Paul Hastings team regarding confirmation (0.3); review and revise confirmation brief and order (2.0); correspondence related to same (0.5) |
| 01/14/25 | G A Davis | .80 | 2,040.00 | Attention to stakeholder and case dynamics and strategy |
| 01/14/25 | T A Dillman | 1.20 | 2,514.00 | Correspondence with Paul Hastings and Latham teams regarding Plan Supplement document (0.7); review investigation materials from Hunton Andrews Kurth (0.4) and related correspondence (0.1) |
| 01/14/25 | T A Dillman | .40 | 838.00 | Correspondence with landlords and Latham team regarding landlord comments on Plan |

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|---|---|---|---|---|
| 01/14/25 | A Quartarolo | 3.40 | 5,712.00 | Review and revise investigation report (3.2); email T. Dillman and A. Harper regarding same (0.2) |
| 01/14/25 | H K Murtagh | 1.70 | 3,017.50 | Attention to Plan Supplement filing (0.9); review filing set (0.5); call with Houlihan regarding same (0.3) |
| 01/14/25 | A S Ravin | 4.20 | 7,602.00 | Emails with counsel to sureties and Latham with respect to proposed confirmation order language (0.2); review further revised draft of confirmation brief (0.3); correspond with K. Shang and B. Herskowitz regarding issues related to same (0.3); review draft voting certification (0.3) and related emails with Latham and Verita (0.2); further review of revised Plan Supplement documents and related emails with Latham, Hunton Andrews Kurth and Paul Hastings (0.4); review voting reports and related emails with Latham and Verita (0.3); call with J. Weichselbaum regarding issues related to same (0.3); research related to same (0.5); review and revise language related to same and related emails with Latham (0.3); correspond with Hunton Andrews Kurth regarding Plan Supplement and related issues (0.2); review Paul Hastings comments to proposed confirmation order (0.3); related emails with Paul Hastings and Latham (0.2); review revised draft of materials for Hunton Andrews Kurth (0.3); emails with Latham and Hunton Andrews Kurth related to same (0.1) |
| 01/14/25 | J J Weichselbaum | 2.70 | 4,225.50 | Review revised Plan Supplement documents (0.7); emails regarding same (0.2); call with A. Ravin regarding Plan (0.3); review final versions of Plan Supplement documents (0.6); emails regarding confirmation materials (0.4); review comments to Plan Supplement documents (0.2); review email comments from landlord regarding Plan and confirmation order (0.3) |
| 01/14/25 | B I Herskowitz | 4.70 | 4,606.00 | Further revise confirmation documents (3.0); further revise amended Plan (1.7) |
| 01/14/25 | A T Lisner | 2.70 | 3,267.00 | Finalize Plan Supplement documents and prepare for filing (2.2); confer with Latham team and Paul Hastings regarding same (0.5) |
| 01/14/25 | K D Shang | 4.30 | 5,203.00 | Correspond with A. Ravin and B. Herskowitz regarding confirmation declaration (0.3); revise confirmation brief and declarations (4.0) |
| 01/15/25 | T A Dillman | .50 | 1,047.50 | Correspondence with Latham team regarding confirmation order and Plan issues |

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|---|---|---|---|---|
| 01/15/25 | T A Dillman | .50 | 1,047.50 | Correspondence regarding landlord comments on Plan with landlord counsel and Latham team |
| 01/15/25 | J M Kronsnoble | 1.40 | 3,381.00 | Review proposed confirmation order (0.9); draft emails to Latham personnel regarding tax considerations in connection with same (0.5) |
| 01/15/25 | A Quartarolo | 2.20 | 3,696.00 | Review and revise confirmation declarations (1.3); email T. Dillman regarding same (0.1); review detail regarding investigation and report (0.7); email A. Harper regarding same (0.1) |
| 01/15/25 | H K Murtagh | .60 | 1,065.00 | Review and negotiate landlord comments to Plan |
| 01/15/25 | A S Ravin | 3.40 | 6,154.00 | Review revised draft of report and related emails with Latham and Hunton Andrews Kurth (0.3); further attention to proposed confirmation order based upon Paul Hastings comments (0.4); related emails with Latham, Hunton Andrews Kurth and Paul Hastings (0.3); calls with Latham regarding same (0.2); review landlords' comments to proposed confirmation order (0.3); draft, review and revise proposed response to landlords (0.3); related emails with Latham and Hunton Andrews Kurth (0.2); review Chubb's proposed confirmation order language and related emails (0.3); further attention to draft voting certification and related emails with Latham regarding same (0.2); review further revised draft of confirmation brief (0.3); review and revise further revised drafts of confirmation declarations (0.3); emails with Latham regarding same (0.1); emails with Latham Tax with respect to comments on proposed confirmation order (0.2) |
| 01/15/25 | D Gumm | 1.80 | 2,817.00 | Review proposed confirmation order (1.3); consult with J. Kronsnoble regarding confirmation order (0.3); consult with B. Herkowitz regarding confirmation order (0.2) |
| 01/15/25 | T Li | 1.50 | 2,347.50 | Analyze and respond to requests for additional language to proposed confirmation order (0.4); revise confirmation brief (1.1) |
| 01/15/25 | J J Weichselbaum | 1.30 | 2,034.50 | Participate in call with Verita to discuss emergence matters (0.3); emails regarding voting declaration and comments to same (0.2); emails with taxing authority regarding confirmation order language (0.2); review landlord email regarding comments to Plan (0.2); review investigation report (0.4) |
| 01/15/25 | J J Weichselbaum | .40 | 626.00 | Review Kroll engagement letter |

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| 01/15/25 | B I Herskowitz | 3.40 | 3,332.00 | Further revise confirmation documents (2.0); further revise amended Plan (1.4) |
| 01/15/25 | A T Lisner | .40 | 484.00 | Correspondence with K. Shang and B. Herskowitz to discuss combined hearing outline (0.2); confer with T. Li, K. Shang and B. Herskowitz regarding same (0.2) |
| 01/15/25 | K D Shang | 3.40 | 4,114.00 | Correspondence with A. Ravin and B. Herskowitz regarding confirmation workstreams (1.0); review and revise confirmation brief and declarations (2.4) |
| 01/15/25 | C M Tarrant | 4.40 | 2,618.00 | Research regarding proposed confirmation order (1.1); research regarding confirmation brief (1.6); research regarding confirmation declarations (1.3); emails with Latham team regarding same (0.4) |
| 01/16/25 | T A Dillman | 2.00 | 4,190.00 | Review confirmation documents, Plan and Plan issues (1.5); correspondence with Latham team regarding same (0.5) |
| 01/16/25 | A Quartarolo | 2.90 | 4,872.00 | Review and revise confirmation declarations and related materials (2.6); email C. Coben regarding hearing preparation (0.1); email H. Murtagh regarding same (0.2) |
| 01/16/25 | A S Ravin | 2.30 | 4,163.00 | Further attention to landlords' proposed revisions to proposed confirmation order (0.3); emails with Latham and Hunton Andrews Kurth regarding same (0.2); further emails with Latham tax regarding comments to proposed confirmation order (0.2); emails with C. Coben regarding confirmation declaration (0.1); emails with T. Dillman regarding retained causes of action question and review Plan regarding same (0.3); emails with Verita regarding solicitation questions (0.1); review Hunton's comments to Coben Declaration and Brief and edit same (0.3); emails with Hunton and Latham regarding same (0.3); further review and revision of proposed confirmation order (0.3); emails with Latham and Paul Hastings related to same (0.1); emails with Latham and counsel to Texas Comptroller regarding language related to proposed confirmation order (0.1) |
| 01/16/25 | T Li | 1.50 | 2,347.50 | Analyze and respond to requests for additional language to proposed confirmation order (0.7); revise First Amended Plan of Reorganization (0.8) |
| 01/16/25 | J J Weichselbaum | 2.20 | 3,443.00 | Review Verita designation form for equity distribution (0.4); comment on same (0.5); emails with Paul Hastings and Verita regarding equity allocation matters (0.2); emails regarding transfer agent matters |

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| | | | | (0.2); review confirmation order and confirmation materials (0.7); call with landlord regarding comments to Plan and proposed confirmation order (0.2) |
| 01/16/25 | B I Herskowitz | 2.60 | 2,548.00 | Further revise confirmation documents |
| 01/16/25 | K D Shang | .80 | 968.00 | Correspondence with local counsel, T. Dillman, A. Quartarolo and A. Ravin regarding confirmation brief edits (0.5); revise confirmation brief (0.3) |
| 01/17/25 | T A Dillman | 1.70 | 3,561.50 | Review Plan release provisions and landlord Plan comments (0.8) correspondence with Latham team regarding same (0.4); review emergence checklist and related matters (0.5) |
| 01/17/25 | A Quartarolo | 3.30 | 5,544.00 | Review and revise confirmation declarations (3.2); email A. Ravin and K. Shang regarding same (0.1) |
| 01/17/25 | H K Murtagh | 1.00 | 1,775.00 | Correspond with T. Dillman, J. Weichselbaum regarding financing and confirmation issues/workstreams |
| 01/17/25 | A S Ravin | 1.70 | 3,077.00 | Emails with Latham regarding Plan (0.2); emails with Paul Hastings and Latham regarding proposed confirmation order (0.2); further attention to response to landlords' counsel (Barclay Dimon) related to comments to proposed confirmation order and related emails with Latham (0.8); oversee filing of proposed confirmation order (0.2); emails with landlords related to same (0.1); emails with counsel to taxing authority regarding same (0.1); review voting report and related emails with Verita and emails with Latham regarding issues related to same (0.1) |
| 01/17/25 | T Li | .60 | 939.00 | Analyze and respond to requests for additional language to proposed confirmation order |
| 01/17/25 | J J Weichselbaum | 1.40 | 2,191.00 | Emails regarding Chubb confirmation order language (0.2); call with Verita and Paul Hastings regarding equity register (0.3); emails with term lender agent regarding register (0.2); review revised designation form (0.3); emails regarding same (0.2); emails regarding emergence funds flow (0.2) |
| 01/17/25 | B I Herskowitz | .90 | 882.00 | Further revise proposed confirmation order |
| 01/17/25 | K D Shang | .80 | 968.00 | Correspondence with Verita regarding solicitation (0.2); revise confirmation declarations (0.4); correspondence with A. Ravin regarding confirmation objections (0.2) |

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| 01/18/25 | T A Dillman | 1.20 | 2,514.00 | Review open landlord Plan matters, releases and related matters (1.0); correspondence with Latham team regarding same (0.2) |
| 01/18/25 | A S Ravin | 2.20 | 3,982.00 | Further emails with counsel (Barclay Dimon) to landlords regarding proposed language for Plan and proposed confirmation order (1.0); related emails with Latham and Hunton Andrews Kurth (0.3); revise proposed confirmation order regarding same (0.4); emails with Paul Hastings regarding same (0.1); emails with Hunton Andrews Kurth related to Plan (0.4) |
| 01/19/25 | A S Ravin | 1.80 | 3,258.00 | Further emails with Latham and Hunton Andrews Kurth related to proposed responses to landlords' counsel regarding Plan and proposed confirmation order comments (1.5); emails with Latham regarding release language for amended Plan and related issues (0.3) |
| 01/19/25 | T Li | 1.60 | 2,504.00 | Analyze and respond to requests for additional language to proposed confirmation order (0.9); revise First Amended Plan of Reorganization (0.7) |
| 01/19/25 | B I Herskowitz | .30 | 294.00 | Further revise amended Plan |
| 01/20/25 | G A Davis | .40 | 1,020.00 | Attention to landlord Plan/confirmation order issues |
| 01/20/25 | T A Dillman | 5.50 | 11,522.50 | Review and comment on confirmation brief (1.8); review and correspondence regarding amended Plan, proposed confirmation order, and Plan Supplement (1.5); correspondence with Latham team regarding same (0.7); call with Paul Hastings and Latham team regarding emergence workstreams (0.3); attention to landlord comments on confirmation order and Plan (0.8) and correspondence with Latham team and landlords regarding same (0.4) |
| 01/20/25 | A Quartarolo | 2.30 | 3,864.00 | Review and revise C. Coben declaration (2.2); email A. Ravin regarding same (0.1) |
| 01/20/25 | H K Murtagh | 1.30 | 2,307.50 | Review proposed Plan/order amendments for landlord and draft responses to landlord inquiries (1.0); call with T. Dillman regarding same (0.3) |
| 01/20/25 | A S Ravin | 2.00 | 3,620.00 | Emails with Latham and Hunton Andrews Kurth regarding Plan Supplement (0.2); emails with Latham regarding further revisions to declarations in support of confirmation (0.3); emails with Latham and Paul Hastings regarding further revisions to proposed confirmation order (0.2); emails with Latham, Hunton Andrews Kurth and FTI regarding employee outreach |

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| | | | | related to opt out forms (0.1); review draft notice for first amended Plan Supplement and related emails with Latham and Hunton Andrews Kurth (0.1); further attention to drafts of confirmation brief and supporting declarations (0.8); emails with Latham regarding same (0.3) |
| 01/20/25 | T Li | .40 | 626.00 | Address comments to First Amended Plan |
| 01/20/25 | J J Weichselbaum | 1.40 | 2,191.00 | Emails regarding Plan Supplement (0.2); review landlord comments to Plan/confirmation order (0.6); emails with Latham team regarding landlord comments to Plan/confirmation order (0.4); email with Latham team regarding emergence matters (0.2) |
| 01/20/25 | B I Herskowitz | 3.40 | 3,332.00 | Further revise proposed confirmation order (2.8); further revise amended Plan (0.6) |
| 01/21/25 | T A Dillman | 4.60 | 9,637.00 | Review confirmation materials and documents (2.7); correspondence with Latham team regarding same (0.7); review (0.5) and correspondence regarding landlord Plan comments (0.7) |
| 01/21/25 | A Quartarolo | .30 | 504.00 | Email confirmation witnesses regarding hearing preparation (0.2); email J. Weichselbaum and H. Murtagh regarding same (0.1) |
| 01/21/25 | H K Murtagh | 3.90 | 6,922.50 | Review UST objection and outline responses (1.1); discuss and further negotiate landlord requests/objections with Latham team, landlord counsel (2.8) |
| 01/21/25 | A S Ravin | 7.50 | 13,575.00 | Review and analyze UST objection to Plan and SEC objection to Plan (1.0); emails with Latham and Hunton Andrews Kurth related to same (0.3); review and revise brief in connection with same (3.3); emails related to MDOR's proposed revisions/additions to confirmation order (0.1); emails with landlords' counsel regarding confirmation order amendments (0.5); call with Latham and Ballard Spahr regarding same (0.5); call with K. Newman and Latham regarding comments to Confirmation Order and Plan (0.2); related emails with same (0.3); call with J. Weichselbaum and B. Herskowitz regarding comments to confirmation order and Plan (0.5); emails with Veriita and Latham regarding voting reports and opt out elections (0.1); review and revise first amended Plan and related emails with Latham (0.3); review and revise revised draft of confirmation hearing outline (0.3); related emails with Latham (0.1) |

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|---|---|---|---|---|
| 01/21/25 | T Li | 2.80 | 4,382.00 | Draft and revise confirmation brief (1.5) and proposed confirmation order (1.3) |
| 01/21/25 | J J Weichselbaum | 6.10 | 9,546.50 | Review UST and SEC objections to Plan (1.3); correspond with Latham team regarding same and changes to Plan and confirmation order (0.4); emails with Latham team regarding landlord comments to Plan and confirmation order (0.3); review revised confirmation order in response to landlord comments (0.4); email landlord response to various Plan comments (0.4); call with landlord counsel regarding Plan comments and opt outs (0.3); correspond with H. Murtagh and T. Dillman regarding objections to confirmation (0.3); calls with landlord counsel regarding Plan and confirmation order comments (0.7); emails regarding third party releases with landlords (0.3); review revised Plan and confirmation order (0.5); emails regarding revised Plan and confirmation order (0.2); follow up call with Latham team to discuss comments to Plan and confirmation order (0.3); correspond with B. Herskowitz regarding Plan and confirmation order comments (0.3); correspondence regarding equity register matters (0.2); emails with various case parties regarding revised Plan and confirmation order (0.2) |
| 01/21/25 | B I Herskowitz | 7.40 | 7,252.00 | Incorporate parties in interest comments to confirmation documents, declarations and amended Plan (5.3); research regarding same (1.7); emails with Latham team regarding same (0.4) |
| 01/21/25 | K D Shang | 4.60 | 5,566.00 | Correspondence with Latham team regarding confirmation brief (0.8); review and revise confirmation brief to respond to objections (3.3); correspondence with Debtors and Paul Hastings regarding organizational documents (0.5) |
| 01/21/25 | C M Tarrant | 3.20 | 1,904.00 | Research regarding confirmation brief (0.9); research regarding UST objection to confirmation (1.1); research regarding confirmation order (0.8); emails with Latham team regarding same (0.4) |
| 01/22/25 | T A Dillman | 4.00 | 8,380.00 | Review confirmation documents (2.0); review landlord comments to Plan and proposed confirmation order (0.7); correspondence with Latham team regarding same (0.5); attention to emergence logistics (0.5) and correspondence with Latham team regarding same (0.3) |
| 01/22/25 | A Quartarolo | 3.10 | 5,208.00 | Review and revise confirmation brief and related declarations (2.5); email T. Dillman, A. Ravin, and B. |

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | Herskowitz regarding same (0.2); email C. Coben regarding hearing preparation (0.1); review and revise witness and exhibit list for confirmation hearing (0.2); email J. Weichselbaum regarding same (0.1) |
| 01/22/25 | H K Murtagh | 2.80 | 4,970.00 | Continued negotiations with landlord and lender counsel regarding Plan/order modifications (1.3); review and comment on further revised confirmation order (0.6); begin outlining release argument (0.5); call with A. Ravin and J. Weichselbaum regarding confirmation order (0.4) |
| 01/22/25 | A S Ravin | 6.70 | 12,127.00 | Further review and revision of confirmation brief and supporting declarations (1.7); related emails with Latham, Paul Hastings and landlords' counsel with respect to same (0.4); further review and revision of proposed confirmation order (1.2); related emails with Latham, Paul Hastings and landlords' counsel (0.4); call with H. Murtagh and J. Weichselbaum regarding same (0.4); review landlords' (Barclay Dimon) objection to Plan and draft, review and revise confirmation brief to address same (1.5); emails with Latham and Hunton Andrews Kurth related to same (0.3); emails with Barclay Dimon, Latham and Paul Hastings regarding potential resolution of objection (0.3); further emails related to opt outs (0.1); review revised draft of Voting Certification and exhibits (0.2): related emails with Latham, Verita, Hunton Andrews Kurth and US Trustee (0.2) |
| 01/22/25 | T Li | 1.00 | 1,565.00 | Draft and revise confirmation brief |
| 01/22/25 | J J Weichselbaum | 7.40 | 11,581.00 | Call with H. Murtagh and A. Ravin to discuss comments to proposed confirmation order (0.4); further revise confirmation order (0.3); emails with various case parties regarding comments to confirmation order (0.3); discuss comments with Latham team (0.3); further correspondence with landlord regarding confirmation order comments (0.6); review notice of effective date (0.2); review confirmation materials (0.7); emails regarding same (0.3); emails with tax team regarding transaction steps (0.2); review contribution agreement (0.3); emails regarding equity register (0.3); review revised confirmation order language (0.3); discuss issues relating to same (0.4); correspondence regarding Plan Supplement documents for filing (0.2); correspondence regarding opt outs (0.3); review landlord Plan objection (0.5); correspond with Latham team and lenders regarding same (0.3); research issues regarding landlord objection (0.5); discuss with team (0.3); further review |

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|---|---|---|---|---|
| | | | | of confirmation related materials (0.7) |
| 01/22/25 | B I Herskowitz | 2.20 | 2,156.00 | Further revise amended Plan and proposed confirmation order |
| 01/22/25 | A T Lisner | 2.70 | 3,267.00 | Draft notice of effective date (1.3); conduct legal research in response to landlords' objection (1.2); confer with J. Weichselbaum regarding same (0.2) |
| 01/22/25 | K D Shang | 6.40 | 7,744.00 | Incorporate T. Dillman comments to confirmation brief (2.2); correspondence with Latham team regarding same (0.5); correspondence with declarants regarding confirmation declarations (0.5); review and revise confirmation documents (3.2) |
| 01/22/25 | J M Garcia | 3.30 | 1,848.00 | Review and revise draft confirmation brief (3.0); communications with C. Tarrant regarding same (0.3) |
| 01/22/25 | C M Tarrant | 3.40 | 2,023.00 | Additional research in connection with confirmation brief and proposed order (1.4); review and cite check same (1.7); emails with Latham team regarding same (0.3) |
| 01/23/25 | T A Dillman | 2.50 | 5,237.50 | Review confirmation materials and documents (2.0); correspondence with Latham team regarding same (0.5) |
| 01/23/25 | A Quartarolo | 2.80 | 4,704.00 | Review confirmation brief and final confirmation declarations |
| 01/23/25 | A S Ravin | 4.70 | 8,507.00 | Further emails with Verita, Paul Hastings and Latham regarding edits to Voting Certification, including redaction of information on exhibits (0.2); finalize brief, declarations and proposed order for filing and attend to related issues (1.9); related emails with Latham and Hunton Andrews Kurth (0.4); call with Reimer and Latham regarding comments to proposed Order (0.2); call with Latham and Hunton Andrews Kurth regarding filing logistics and related issues (0.3); emails with Latham and Hunton Andrews Kurth related to Plan Supplement (0.3); review as filed versions of confirmation materials and follow up emails with Latham, Hunton Andrews Kurth, Verita Debtors and others (0.4); review Kelley Drye's and Brownstein Hyatt's comments to modified proposed confirmation order and related emails (0.3); emails with Latham and Hunton Andrews Kurth related to Texas Taxing Authority request for inclusion in proposed confirmation order (0.1); review and revise proposed confirmation order to address same (0.3); call with Latham, Paul Hastings and Barclay Damon |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | regarding attempt to resolve landlord comments to proposed confirmation order (0.2); follow up emails with same regarding same (0.1) |
| 01/23/25 | T Li | .30 | 469.50 | Draft and revise confirmation brief |
| 01/23/25 | J J Weichselbaum | 3.20 | 5,008.00 | Work on revised proposed confirmation order (0.8); review Plan Supplement documents (0.4); calls with Latham team regarding filing of confirmation materials (0.5); review revised confirmation order incorporating resolution of objection (0.3); emails regarding same (0.3); review register for equity on emergence (0.5); correspond with Verita regarding same (0.4) |
| 01/23/25 | B I Herskowitz | 3.30 | 3,234.00 | Further revise amended Plan and confirmation documents |
| 01/23/25 | A T Lisner | 1.70 | 2,057.00 | Prepare for Plan Supplement filing (0.7); calls with Latham Restructuring team and Hunton Andrews Kurth to discuss same (0.5); follow up emails with same and Paul Hastings regarding same (0.3) review and revise emergence checklist (0.2) |
| 01/23/25 | K D Shang | 4.10 | 4,961.00 | Finalize and file confirmation brief and proposed confirmation order |
| 01/23/25 | J M Garcia | 1.20 | 672.00 | Review and revise draft confirmation brief regarding citations to legal authorities to confirm accuracy of format, information and quoted language (1.1); communications with C. Tarrant regarding same (0.1) |
| 01/23/25 | C M Tarrant | 5.40 | 3,213.00 | Review, revise and cite check confirmation brief (2.9); review and revise additional confirmation materials for filing (2.2); emails with Latham team regarding same (0.3) |
| 01/24/25 | T A Dillman | 2.50 | 5,237.50 | Review confirmation documents (1.5); correspondence with Latham team regarding same (0.4); attention to emergence logistics (0.4) and correspondence with Latham team regarding same (0.2) |
| 01/24/25 | A Quartarolo | .80 | 1,344.00 | Review and revise supplemental declaration (0.5); email and telephone conference with P. Guffy regarding same (0.3) |
| 01/24/25 | A S Ravin | 1.10 | 1,991.00 | Emails with Latham and Hunton Andrews Kurth regarding further potential changes to confirmation order to address landlord and other comments and issues (0.3); revise proposed confirmation order to address last-minute issues and related emails with |

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| | | | | Latham and Hunton Andrews Kurth (0.3); review draft Supplemental Voting Declaration (0.2); related emails with Hunton Andrews Kurth, Verita, Latham and US Trustee (0.1); attend to issues related to entered confirmation order (0.1); follow up emails with Latham regarding issues related to emergence (0.1) |
| 01/24/25 | J J Weichselbaum | 2.80 | 4,382.00 | Review revised proposed confirmation order (0.5); correspond with various case parties regarding revised confirmation order (0.6); call with landlord regarding comments to proposed confirmation order (0.3); email Latham team regarding same (0.2); correspondence regarding LLCA and formation of LLC (0.3); review equity register (0.6); correspondence regarding same (0.3) |
| 01/24/25 | B I Herskowitz | 1.20 | 1,176.00 | Further revise confirmation documents |
| 01/24/25 | A T Lisner | 2.20 | 2,662.00 | Review and revise Plan Supplement documents (0.4); call with J. Weichselbaum to discuss same (0.1); conduct research on third-party releases for Plan confirmation (0.5); review and revise 8-K for emergence (1.2) |
| 01/25/25 | T A Dillman | 1.70 | 3,561.50 | Attention to emergence logistics and related matters (1.3); correspondence with FTI and Latham teams regarding same (0.4) |
| 01/25/25 | J J Weichselbaum | 1.30 | 2,034.50 | Review emergence checklist (0.3); review updated equity register (0.3); emails regarding same (0.1); review funds flow and comments to same (0.4); review signature pages (0.2) |
| 01/26/25 | T A Dillman | 1.30 | 2,723.50 | Review funds flow and exit related materials (1.0); correspondence with FTI and Latham teams regarding same (0.3) |
| 01/26/25 | J J Weichselbaum | 1.20 | 1,878.00 | Review funds flow (0.3); correspondence regarding same (0.2); update emergence checklist (0.4); emails regarding closing/emergence timing (0.3) |
| 01/27/25 | T A Dillman | 1.00 | 2,095.00 | Attention to (0.7) and correspondence (0.3) with Latham team regarding emergence |
| 01/27/25 | H K Murtagh | 2.40 | 4,260.00 | Review/revise closing checklist (0.3); closing check-in call with Latham team (0.5); review updated Plan Supplement documents (0.4); call with lender counsel (0.4); attention to final closing deliverables (0.8) |
| 01/27/25 | A S Ravin | .40 | 724.00 | Emails with P. Guffy and Latham regarding Notice of Effective Date and review draft of same (0.1); emails |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | with landlord regarding status of same and related questions (0.1); review effective date funds flow and related emails with Latham and FTI (0.2) |
| 01/27/25 | T Li | .60 | 939.00 | Address post-confirmation issues required to go effective on Plan |
| 01/27/25 | J J Weichselbaum | 2.40 | 3,756.00 | Review Plan Supplement notice and revised exhibit (0.5); emails with P. Guffy regarding same (0.2); review notice of effective date (0.3); review final restructuring steps memorandum (0.2); review various closing documents and attention to closing matters (0.7); emails regarding EIN for new LLC (0.3); emails regarding funds flow (0.2) |
| 01/27/25 | J J Weichselbaum | .80 | 1,252.00 | Finalize A&R certificate of incorporating for execution (0.2); call with S. Gonen to discuss 8-K (0.2); review correspond to 8-K (0.2); edit revised draft of 8-K (0.2) |
| 01/27/25 | B I Herskowitz | .50 | 490.00 | Create closing set |
| 01/27/25 | A T Lisner | 1.40 | 1,694.00 | Review and revise emergence checklist (0.7); attend telephone conference with Latham restructuring, finance and PCR team to discuss emergence (0.4); review and revise Plan Supplement (0.3) |
| 01/28/25 | T A Dillman | 1.80 | 3,771.00 | Attend closing call (0.5); review closing check list and related pending items (1.0); correspondence with Latham team regarding same (0.3) |
| 01/28/25 | H K Murtagh | .60 | 1,065.00 | Attention to closing transactions and occurrence of effective date |
| 01/28/25 | J J Weichselbaum | 3.70 | 5,790.50 | Attention to various closing matters/emails (0.8); participate in closing call (0.3); revise certificate of incorporation in response to comment from DE SoS (0.2); emails regarding same (0.1); review comments to notice of effective date (0.3); review comments from PH on 8-K (0.3); correspondence with Latham team regarding same (0.4); review revised 8-K and exhibits (0.5); attention to emails / correspondence regarding closing/effective date (0.5); review final press release (0.3) |
| 01/28/25 | A T Lisner | .30 | 363.00 | Telephone conference with Latham team to discuss closing checklist and steps for emergence |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/21/25 | J J Weichselbaum | 1.30 | 2,034.50 | Review MORs (0.5); discuss comments with Hunton Andrews Kurth and FTI teams (0.2); further review MORs (0.2); discuss with J. Goodyear (0.2); review precedents (0.2) |

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Matter Name: Securities Matters

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/23/24 | Y J Oh | .80 | 1,316.00 | Review draft 8-K and comment on same |
| 12/23/24 | A T Lisner | 1.10 | 979.00 | Review 8-K for filing (0.8); coordinate filing of same (0.3) |
| 01/02/25 | J B Cooper | .30 | 534.00 | Correspond with Latham team regarding 10-Q filing |
| 01/03/25 | J B Cooper | .20 | 356.00 | Correspond with Latham team regarding 10-Q filing |
| 01/04/25 | J B Cooper | .30 | 534.00 | Review reporting matters on emergence checklist |
| 01/14/25 | J B Cooper | .30 | 534.00 | Correspond with Latham team regarding deregistration |
| 01/22/25 | J B Cooper | 1.10 | 1,958.00 | Review post-effective amendments and Form 15 |
| 01/22/25 | S Gonen | 4.10 | 6,129.50 | Attend to matters regarding Form 15 and Post Effective Amendments (2.3); attend to formation matters (1.0); attend to matters regarding cancellation of shares (0.8) |
| 01/23/25 | J B Cooper | .50 | 890.00 | Correspondence regarding SEC filings |
| 01/23/25 | S Gonen | 1.00 | 1,495.00 | Attend to matters regarding 8-K filing |
| 01/24/25 | J B Cooper | .40 | 712.00 | Review to 8-K |
| 01/24/25 | S Gonen | 5.80 | 8,671.00 | Attend to matters regarding preparation and filing of post effective amendments (2.7); prepare 8-K draft and review related materials (3.1) |
| 01/24/25 | H Lee | .30 | 448.50 | Review and revise 8-K draft |
| 01/24/25 | J J Weichselbaum | .70 | 1,095.50 | Review/edit 8-K for emergence |
| 01/25/25 | Y J Oh | .70 | 1,302.00 | Review and comment on 8-K disclosures |
| 01/25/25 | B T Gelfand | 1.20 | 2,136.00 | Review and revise 8-K |
| 01/25/25 | S Gonen | .90 | 1,345.50 | Correspond with B. Gelfand and E. Oh regarding 8-K exhibits |
| 01/26/25 | J B Cooper | .20 | 356.00 | Review revisions to 8-K |
| 01/26/25 | B T Gelfand | .20 | 356.00 | Review and revise exit 8-K |
| 01/26/25 | J J Weichselbaum | .20 | 313.00 | Review comments to 8-K |
| 01/27/25 | J B Cooper | 1.00 | 1,780.00 | Review 8-K |
| 01/27/25 | Y J Oh | .70 | 1,302.00 | Review and comment on draft 8-K |
| 01/27/25 | H K Murtagh | .50 | 887.50 | Final review of emergence 8-K |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/27/25 | A S Ravin | .20 | 362.00 | Review further revised drafts of 8-K and related emails with Latham |
| 01/27/25 | S Gonen | 4.60 | 6,877.00 | Review and revise filing of 8-K regarding emergence regarding emergence (4.1); emails and calls with Latham team regarding same (0.5) |
| 01/28/25 | J B Cooper | .80 | 1,424.00 | Attention to 8-K for emergence |
| 01/28/25 | Y J Oh | .50 | 930.00 | Review and comment on revised 8-K and discuss same on call with J. Cooper |
| 01/28/25 | S Gonen | 4.40 | 6,578.00 | Prepare 8-K and exhibits (4.0); coordinate filing with Paul Hastings and the printer (0.4) |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/02/25 | J M Kronsnoble | .70 | 1,690.50 | Review Plan and Disclosure Statement and analyze tax considerations |
| 01/03/25 | J M Kronsnoble | 3.20 | 7,728.00 | Review Plan and Disclosure Statement and analyze tax considerations |
| 01/03/25 | J J Weichselbaum | .60 | 939.00 | Calls with Debtors regarding tax matters |
| 01/06/25 | J M Kronsnoble | 3.20 | 7,728.00 | Review Plan and Disclosure Statement and analyze tax considerations (2.7); draft email to D. Gumm and T. Young regarding tax matters (0.1); phone call with T. Young regarding tax matters (0.2); draft email to Latham personnel regarding tax matters (0.2) |
| 01/06/25 | A S Ravin | .20 | 362.00 | Emails with Latham regarding tax disclosures and steps memorandum |
| 01/06/25 | D Gumm | 1.10 | 1,721.50 | Consult with J. Kronsnoble regarding tax matters (0.2); review and analyze tax considerations with respect to restructuring transaction steps (0.9) |
| 01/06/25 | T Young | .30 | 294.00 | Attend to correspondence (0.1); conference with J. Kronsnoble regarding tax structure (0.2) |
| 01/07/25 | J M Kronsnoble | 4.60 | 11,109.00 | Review Plan and Disclosure Statement and analyze related tax considerations (3.6); draft emails to Latham personnel regarding tax matters (0.4); phone call with Latham personnel regarding tax matters (0.5); draft email to Latham and Paul Hastings personnel regarding tax matters (0.1) |
| 01/07/25 | D Gumm | 6.70 | 10,485.50 | Review and revise restructuring transaction steps memorandum (0.8); consult with J. Kronsnoble regarding restructuring transaction steps memorandum (0.3); call with J. Kronsnoble and T. Young regarding tax matters (0.4); correspond with G. Silber regarding tax matters and restructuring transaction steps memorandum (0.2); consult with Latham restructuring team regarding tax matters (0.3); research and analyze tax considerations with respect to restructuring transaction steps (4.1); consult with J. Kronsnoble and T. Young regarding tax considerations with respect to restructuring transaction steps (0.6) |
| 01/08/25 | T A Dillman | .50 | 1,047.50 | Call with Latham team regarding restructuring steps memorandum and implementation |
| 01/08/25 | J M Kronsnoble | .80 | 1,932.00 | Review documents and emails (0.2); draft email to Latham personnel regarding documentation matters (0.1); phone call with Latham personnel regarding documentation matters (0.5) |

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| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 01/08/25 | D Gumm | 1.80 | 2,817.00 | Research and analyze tax considerations with respect to restructuring transaction steps (1.3); prepare for and attend call with Latham team regarding corporate documentation of restructuring steps (0.5) |
| 01/09/25 | J M Kronsnoble | .40 | 966.00 | Review emails regarding loan collateral matters and draft email to Latham personnel regarding same (0.2); phone call with Latham and Paul Hastings regarding transaction documentation matters (0.2) |
| 01/09/25 | D Gumm | .70 | 1,095.50 | Prepare for and attend call with Latham and Paul Hastings team regarding restructuring steps and tax considerations with respect thereto |
| 01/09/25 | T Young | .80 | 784.00 | Provide tax comments on credit agreement; attend to correspondence regarding same; telephone conference with opposing counsel regarding documentation plan |
| 01/10/25 | J M Kronsnoble | 1.60 | 3,864.00 | Review emails and draft emails to Latham, Company and EY personnel regarding tax matters (0.2); review ABL in connection with same (1.4) |
| 01/12/25 | D Gumm | .20 | 313.00 | Review correspondence regarding tax modeling |
| 01/13/25 | J M Kronsnoble | 2.20 | 5,313.00 | Analyze tax matters (0.4); draft emails to Latham, Company and Houlihan personnel regarding valuation matters (0.3); review Exit Term Loan Credit Agreement and analyze Term Loan tax reporting matters (1.4); draft email to T. Young and D. Gumm regarding Credit Agreement matters (0.1) |
| 01/13/25 | D Gumm | .90 | 1,408.50 | Research and analyze tax considerations with respect to restructuring transaction structure |
| 01/13/25 | T Young | 1.00 | 980.00 | Attend to correspondenceregarding tax matters (0.5); provide tax comments on exit term loan (0.5) |
| 01/14/25 | J M Kronsnoble | 3.10 | 7,486.50 | Review credit agreement and analyze term loan tax matters (3.0); draft emails to Latham and Company personnel regarding tax matters (0.1) |
| 01/15/25 | J M Kronsnoble | .30 | 724.50 | Analyze term loan tax matters |
| 01/16/25 | J M Kronsnoble | 4.40 | 10,626.00 | Draft summary of term loan CPDI tax matters (2.6); analyze tax issues in connection with same (1.4); emails with Latham team regarding same (0.4) |
| 01/16/25 | J M Kronsnoble | 1.90 | 4,588.50 | Analyze restructuring tax reporting matters |
| 01/16/25 | D Gumm | 1.90 | 2,973.50 | Consult with J. Kronsnoble regarding tax considerations with respect to emergence (0.2); |

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| | | | | analyze tax considerations with respect to emergence (1.7) |
| 01/17/25 | Y B Bozkurt | .90 | 1,602.00 | Tax review of terms of financing (0.5); correspondence with J. Kronsnoble regarding same (0.4) |
| 01/17/25 | J M Kronsnoble | 1.90 | 4,588.50 | Phone call with D. Gumm and T. Young regarding term loan CPDI tax matters (0.5); draft emails to Latham personnel regarding tax matters (0.6); analyze tax matters (0.8) |
| 01/17/25 | D Gumm | 7.20 | 11,268.00 | Analyze tax considerations with respect to emergence transaction steps (2.7); call with J. Kronsnoble and T. Young regarding tax matters (0.5); correspond with B. Bozkurt regarding tax matters (0.3); correspond with B. Gelfand regarding tax matters (0.2); correspond with T. Young regarding tax matters (0.4); correspond with J. Kronsnoble regarding tax matters (0.7); correspond with K. Schwertner, J. Hargrove, and M. Neisler regarding tax matters (0.6); draft tax issues summary slides and consult with T. Young and J. Kronsnoble regarding the same (1.8) |
| 01/17/25 | T Young | 2.50 | 2,450.00 | Telephone conference with D. Gumm and J. Kronsnoble regarding tax treatment of loans (0.5); attend to correspondence regarding same (0.2); analyze and prepare presentation regarding tax implications of loans (1.8) |
| 01/18/25 | J M Kronsnoble | 2.40 | 5,796.00 | Review EY tax model and analyze tax matters in connection with same (1.6); draft emails to Latham, Company, EY and Paul Hastings personnel regarding model tax matters (0.8) |
| 01/18/25 | A S Ravin | .20 | 362.00 | Emails with Latham Tax team regarding CODI issues and review related materials from EY |
| 01/18/25 | D Gumm | 1.70 | 2,660.50 | Review EY tax model (1.1); analyze tax considerations with respect to EY tax model (0.6) |
| 01/19/25 | J M Kronsnoble | 1.00 | 2,415.00 | Review and revise D. Gumm draft slides regarding CPDI tax matters and analyze tax issues in connection with same |
| 01/19/25 | D Gumm | 2.20 | 3,443.00 | Review EY tax modeling (0.6); analyze tax considerations with respect to emergence (0.7); draft tax issue summary slides and consult with J. Kronsnoble regarding the same (0.9) |
| 01/19/25 | T Young | .20 | 196.00 | Attend to tax-related correspondence |

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| 01/20/25 | J M Kronsnoble | .30 | 724.50 | Review exit ABL documents for tax-related issues |
| 01/20/25 | T Young | .30 | 294.00 | Provide tax comments on credit agreement exhibits |
| 01/21/25 | Y B Bozkurt | 1.00 | 1,780.00 | Tax review of financing terms (0.8); correspondence and conversation with D. Gumm and J. Kronsnoble regarding same (0.2) |
| 01/21/25 | J M Kronsnoble | 2.10 | 5,071.50 | Correspondence with Latham personnel regarding term loan tax reporting matters (0.5); review and revise D. Gumm summary slides regarding Term Loan tax reporting matters (0.8); draft emails to Latham personnel regarding tax matters (0.2); review Term Loan documents and related emails (0.4); draft email to Latham personnel regarding tax matters in connection with same (0.2) |
| 01/21/25 | D Gumm | 4.30 | 6,729.50 | Analyze tax considerations with respect to emergence (1.7); correspondence with B. Bozkurt regarding tax reporting considerations with respect to emergence (0.4); call with B. Bozkurt, J. Kronsnoble, and T. Young regarding tax reporting considerations with respect to emergence (0.5); draft tax issue summary slides and consult with J. Kronsnoble regarding the same (1.3); correspond with EY Team and Company Team regarding tax matters (0.2); consult with H. Murtagh regarding tax matters (0.1); correspond with J. Weichselbaum regarding tax matters (0.1) |
| 01/21/25 | T Young | 1.90 | 1,862.00 | Attend tax-related correspondence (0.2); telephone conference with B. Bozkurt regarding CPDI concerns (0.3); provide tax comments on exit term loan tax exhibits (1.4) |
| 01/22/25 | Y B Bozkurt | .70 | 1,246.00 | Correspondence with J. Kronsnoble regarding tax treatment of loans and amendment transaction (0.2); tax research of rules governing same (0.5) |
| 01/22/25 | J M Kronsnoble | 4.00 | 9,660.00 | Analyze tax matters (1.6); draft emails to Latham personnel regarding tax matters (1.6); phone call with D. Gumm, Company and EY personnel regarding tax matters (0.5); review and revise contribution agreement (0.3) |
| 01/22/25 | D Gumm | 5.50 | 8,607.50 | Consult with J. Weichselbaum regarding tax matters (0.2); research and analyze tax considerations with respect to emergence (3.4); consult with B. Bozkurt regarding tax reporting considerations with respect to emergence (0.2); call with EY Team, Company Team, and J. Kronsnoble regarding tax reporting considerations with respect to emergence (0.5); review |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Tax

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | contribution agreement (0.5); consult with J. Kronsnoble regarding contribution agreement (0.2); consult with L. Hyunji regarding tax matters (0.2); consult with B. Gelfand regarding tax matters (0.3) |
| 01/22/25 | T Young | 1.20 | 1,176.00 | Attend to tax-related correspondence (0.7); telephone conference with lender counsel and tax teams regarding credit structuring and concerns (0.5) |
| 01/23/25 | J M Kronsnoble | 1.20 | 2,898.00 | Review documents and emails (0.2); draft emails to Latham personnel regarding tax matters (0.4); phone call with J. Hargrove (Company) regarding tax matters (0.5); draft email to Latham and Reiner personnel regarding tax matters (0.1) |
| 01/23/25 | D Gumm | 2.60 | 4,069.00 | Research and analyze tax matters with respect to emergence (2.3); consult with J. Kronsnoble regarding tax matters (0.3) |
| 01/23/25 | T Young | 1.10 | 1,078.00 | Analyze tax considerations commitment fee on credit agreement |
| 01/24/25 | J M Kronsnoble | 1.80 | 4,347.00 | Phone call with D. Gumm, Company and EY personnel regarding tax matters (0.5); analyze tax matters (0.6); draft email to Latham personnel regarding tax matters (0.4); phone call with Latham personnel regarding tax matters (0.3) |
| 01/24/25 | D Gumm | 2.50 | 3,912.50 | Research and analyze tax matters (1.2); attend call with Company Team, EY Team, and J. Kronsnoble regarding tax model (0.5); consult with J. Kronsnoble regarding tax matters (0.4); consult with EY Team regarding tax model (0.1); call with B. Gelfand regarding tax matters (0.3) |
| 01/24/25 | T Young | .50 | 490.00 | Telephone conference with Latham finance team regarding original issue discount reporting; attend to correspondence |
| 01/25/25 | J M Kronsnoble | .50 | 1,207.50 | Review documents and emails (0.3); draft email to Latham personnel regarding tax matters (0.1); draft email to J. Hargrove (Company) regarding tax matters (0.1) |
| 01/26/25 | J M Kronsnoble | .30 | 724.50 | Review documents and emails (0.2); draft email to Latham personnel regarding tax matters (0.1) |
| 01/26/25 | T Young | .40 | 392.00 | Provide tax comments on exit term loan credit agreement |
| 01/27/25 | J M Kronsnoble | 3.00 | 7,245.00 | Review emails, EY tax model and credit agreement |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Tax

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| | | | | and analyze related tax matters (2.1); draft emails to Latham personnel regarding tax matters (0.7); draft emails to Latham, Company, EY, and Paul Hastings personnel regarding tax matters (0.1), draft emails to Latham and Paul Hastings personnel regarding tax matters (0.1) |
| 01/27/25 | D Gumm | 1.10 | 1,721.50 | Call with T. Young regarding tax matters (0.6); consult with J. Kronsnoble regarding tax matters (0.5) |
| 01/27/25 | T Young | 1.00 | 980.00 | Telephone conference with D. Gumm regarding tax matters (0.6); correspondence with Latham team regarding same (0.4) |
| 01/28/25 | J M Kronsnoble | 1.30 | 3,139.50 | Draft emails to Latham personnel regarding tax matters (0.4); phone call with Latham, Company, EY and Paul Hastings personnel regarding tax matters (0.9) |
| 01/28/25 | D Gumm | 2.10 | 3,286.50 | Consult with J. Kronsnoble regarding tax considerations with respect to restructuring transaction (0.6); attend call with J. Kronsnoble, T. Young, G. Sibler, K. Bagdasar, EY team and Company Team regarding tax matters (0.8); consult with J. Kronsnoble regarding tax matters (0.2); correspond with EY Team and Company team regarding tax matters (0.5) |
| 01/28/25 | T Young | 1.30 | 1,274.00 | Attend to correspondence (0.2); telephone conference with accountants and stakeholder team regarding credit and tax elections (1.1) |

LATHAM&WATKINS LLP

Invoice No. 2500602387
February 24, 2025
Matter Name: Vendor and Customer Matters; Meetings and Communications with Creditors

| Date | Timekeeper | Hours | Amount | Description |
|---|---|---|---|---|
| 12/23/24 | T A Dillman | .50 | 910.00 | Correspondence with Latham, FTI and Debtor teams regarding vendor communications and issues |
| 12/24/24 | A S Ravin | .20 | 347.00 | Emails with Debtors, Latham and FTI related to vendor's attempts to modify contractual terms and related issues |
| 12/30/24 | T A Dillman | .40 | 728.00 | Correspondence with FTI team and J. Weichselbaum regarding vendor matters, foreign vendor letter of intent and related matters |
| 12/30/24 | A S Ravin | .20 | 347.00 | Review draft LOI for suppliers to continue to ship and related emails with Latham and FTI (0.1); emails with Hunton Andrews Kurth and Latham regarding Wells Fargo related to C-Studio Manufacturing (0.1) |
| 12/30/24 | J J Weichselbaum | .70 | 892.50 | Review indemnity letter for vendor (0.3); emails regarding same (0.2); discuss vendor indemnity letter with FTI (0.2) |
| 01/08/25 | J J Weichselbaum | .20 | 313.00 | Correspond with FTI regarding questions from vendor |
| 01/10/25 | J J Weichselbaum | .50 | 782.50 | Call with Debtors regarding vendor matters |
| 01/14/25 | J J Weichselbaum | .60 | 939.00 | Review/comment on communication materials for vendors |
| 01/16/25 | J J Weichselbaum | .60 | 939.00 | Review revised vendor email communication (0.4); emails with Latham team regarding same (0.2) |

1271 Avenue of the Americas
New York, New York 10020-1303
Tel: +1.212.906.1200 Fax: +1.212.751.4864
www.lw.com

LATHAM & WATKINS LLP

**INVOICE**

February 24, 2025

The Container Store
500 Freeport Parkway
Coppell, TX 75019
Attn: Kristin Schwertner

Please identify your payment with the following:

Invoice No. 2500602385
Matter Number 044372-1024

For professional services rendered through January 28, 2025

**Re:** **Disbursements**

| | |
|---|---|
| Costs and Disbursements | 13,159.45 |
| **Total Due** | **$ 13,159.45** |

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
PLEASE REFERENCE INVOICE #2500602385 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

LATHAM&WATKINS LLP

Invoice No. 2500602385
February 24, 2025

**Costs and Disbursements:**

| Date | Description | Timekeeper | Amount |
|---|---|---|---|
| 01/22/25 | Document Copies - Cogency Global, Inc. - Preclearance of Corporate Documents | J E Andrews | 845.92 |
| | **Total Document Copies** | | **845.92** |
| 01/29/25 | Filing Fees - Anna T Kwan - - USPTO Trademark Assignment - Release of Security Interest in IP Collateral (RF 4778/0693) from JPMorgan Chase Bank to The Container Store, Inc. for 30 properties - 12/24/24 | AT Kwan | 765.00 |
| 01/29/25 | Filing Fees - Anna T Kwan - - U.S. Copyright release of security interest (SR 37738) made by JPMorgan Chase Bank, N.A. (Collateral Agent) in favor of The Container Store, Inc. (the Grantor) - 12/24/24 | AT Kwan | 320.00 |
| 01/29/25 | Filing Fees - Anna T Kwan - - U.S. Copyright release of security interest (SR 37739) made by JPMorgan Chase Bank, N.A. (Collateral Agent) in favor of C Studio Manufacturing LLC (formerly, CLOSET WORKS, LLC) (the Grantor) - 12/24/24 | AT Kwan | 155.00 |
| | **Total Filing Fees** | | **1,240.00** |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 31.50 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 166.20 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 22.50 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 170.70 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 10.50 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 14.50 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 85.20 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 55.40 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 55.40 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 27.50 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 213.00 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 34.50 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 13.00 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 277.00 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 57.50 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 25.50 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 22.50 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 277.00 |

LATHAM&WATKINS LLP

Invoice No. 2500602385
February 24, 2025

| Date | Description | Timekeeper | Amount |
|---|---|---|---|
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 213.00 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 11.50 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 18.50 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 36.70 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 43.50 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 16.00 |
| 12/23/24 | Laser Copy 044372-0017 | J Lee | 13.00 |
| | **Total Laser Copy** | | **1,911.60** |
| 12/23/24 | Outside Attorneys - Clarivate Analytics (CompuMark) Inc. - Services for ordering recordations for the Intellectual Property Security Agreement between Closet Works, LLC., The Container Store, Inc. and JPMorgan Chase Bank N.A | AT Kwan | 337.50 |
| | **Total Outside Attorneys** | | **337.50** |
| 12/29/24 | Outside Services (Non-Attorney) - Cogency Global, Inc. - Charters and Good Standings | T J Vacca | 1,250.00 |
| 01/08/25 | Outside Services (Non-Attorney) - Clarivate Analytics (CompuMark) Inc. - Photocopy of Copyright Office Document - V3615 D445 | AT Kwan | 382.50 |
| 01/08/25 | Outside Services (Non-Attorney) - Clarivate Analytics (CompuMark) Inc. - Photocopy of Copyright Office Document - V3604 D644 | AT Kwan | 521.25 |
| | **Total Outside Services (Non-Attorney)** | | **2,153.75** |
| 12/27/24 | Postage - G. Grocke, 12/27/24 | G D Grocke | 32.16 |
| | **Total Postage** | | **32.16** |
| 01/19/25 | Airfare - The Lawyers Travel Service - WEICHSELBAUM, JONATHAN J Ticket No: 7172287245, Departure Date: 01/23/2025 , Route: LGA/IAH , Carrier: UNITED AIRLINES INC. | J J Weichselbaum | 303.22 |
| 01/28/25 | Meals - Out-of-Town - Jonathan J Weichselbaum - Hotel - Dinner - Confirmation Hearing - 01/24/25 - The Post Oak - Internal Guests: Jonathan J Weichselbaum | J J Weichselbaum | 75.52 |
| 01/28/25 | Meals - Out-of-Town - Jonathan J Weichselbaum - Hotel - Dinner - Confirmation Hearing - 01/25/25 - The Post Oak - Internal Guests: Jonathan J Weichselbaum | J J Weichselbaum | 73.58 |

LATHAM&WATKINS LLP

Invoice No. 2500602385
February 24, 2025

| Date | Description | Timekeeper | Amount |
|---|---|---|---|
| 01/28/25 | Lodging - Out of Town - Jonathan J Weichselbaum - Lodging - Confirmation Hearing - 01/23/25 - The Post Oak | J J Weichselbaum | 421.20 |
| 01/28/25 | Lodging - Out of Town - Jonathan J Weichselbaum - Lodging - Confirmation Hearing - 01/24/25 - The Post Oak | J J Weichselbaum | 421.20 |
| 01/28/25 | Lodging - Out of Town - Jonathan J Weichselbaum - Lodging - Confirmation Hearing - 01/25/25 - The Post Oak | J J Weichselbaum | 421.20 |
| 01/28/25 | Ground Transportation - Out-Of-Town - Jonathan J Weichselbaum - Taxi/Car Service - Confirmation Hearing - 01/26/25 - Hotel to airport | J J Weichselbaum | 115.43 |
| 01/28/25 | Ground Transportation - Out-Of-Town - Jonathan J Weichselbaum - Taxi/Car Service - Confirmation Hearing - 01/24/25 - Houston office to hotel | J J Weichselbaum | 66.50 |
| 01/28/25 | Ground Transportation - Out-Of-Town - Jonathan J Weichselbaum - Taxi/Car Service - Confirmation Hearing - 01/24/25 - to Houston office | J J Weichselbaum | 64.91 |
| 01/28/25 | Ground Transportation - Out-Of-Town - Jonathan J Weichselbaum - Taxi/Car Service - Confirmation Hearing - 01/23/25 - Home to airport | J J Weichselbaum | 78.58 |
| 01/28/25 | Ground Transportation - Out-Of-Town - Jonathan J Weichselbaum - Taxi/Car Service - Confirmation Hearing - 01/23/25 - Airport to office | J J Weichselbaum | 45.01 |
| 01/28/25 | Ground Transportation - Out-Of-Town - Jonathan J Weichselbaum - Taxi/Car Service - Confirmation Hearing - 01/27/25 - Airport to home | J J Weichselbaum | 117.45 |
| 01/28/25 | Airfare - Jonathan J Weichselbaum - - Confirmation Hearing - 01/26/25 - Houston/Kansas City - Airline-United Airlines - 01/23/2025 - 01/27/2025 | J J Weichselbaum | 314.48 |
| 01/30/25 | Meals - Out-of-Town - Jonathan J Weichselbaum - Dinner - BD - Trip to Houston for the confirmation hearing in The Container Store bankruptcy case - 01/25/25 - Uchiko Restaurant - Internal Guests: Jonathan J Weichselbaum | J J Weichselbaum | 50.00 |
| 02/13/25 | Lodging - Out of Town - Amy Quartarolo - Lodging - Travel to NY and Houston to attend client meetings - 01/23/25 - The Post Oak | A Quartarolo | 421.20 |
| 02/13/25 | Ground Transportation - Out-Of-Town - Amy Quartarolo - Taxi/Car Service - Travel to Houston to attend client meetings - 01/24/25 - 806 Main St, Houston to Houston Airport | A Quartarolo | 137.22 |
| 02/13/25 | Ground Transportation - Out-Of-Town - Amy Quartarolo - Taxi/Car Service - Travel to Houston to attend client meetings - 01/23/25 - 806 Main St, Houston, TX - 1600 West Loop S, Houston, TX | A Quartarolo | 81.92 |

LATHAM&WATKINS LLP

Invoice No. 2500602385
February 24, 2025

| Date | Description | Timekeeper | Amount |
|---|---|---|---|
| 02/13/25 | Ground Transportation - Out-Of-Town - Amy Quartarolo - Taxi/Car Service - Travel to Houston to attend client meetings - 01/23/25 - Houston Airport - L&W Houston Office | A Quartarolo | 132.88 |
| 02/13/25 | Ground Transportation - Out-Of-Town - Amy Quartarolo - Taxi/Car Service - Travel to Houston to attend client meetings - 01/23/25 - 151 W. 54th St., New York, NY/Newark Airport | A Quartarolo | 160.10 |
| 02/13/25 | Parking - Out-of-Town - Amy Quartarolo - - Travel to New York and Housotn to attend client meetings - 01/19/25 | A Quartarolo | 150.00 |
| 02/13/25 | Mileage - Out-of-Town - Amy Quartarolo - - Travel to New York and Houston to attend client meetings - 01/24/25 - LAX to home | A Quartarolo | 19.92 |
| 02/13/25 | Meals - Out-of-Town - Amy Quartarolo - Hotel - Dinner - Travel to Houston to attend client meetings - 01/23/25 - The Post Oak - Internal Guests: Amy Quartarolo | A Quartarolo | 33.15 |
| 02/13/25 | Meals - Out-of-Town - Amy Quartarolo - Lunch - Travel to Houston to attend client meetings - 01/23/25 - La La Land Kind Cafe - Internal Guests: Amy Quartarolo | A Quartarolo | 28.62 |
| 02/20/25 | Airfare - Hugh K Murtagh - - Houston travel - 01/22/25 - EWR-IAH - Airline-United Airlines - 01/22/2025 - 01/24/2025 | H K Murtagh | 1,011.98 |
| 02/20/25 | Meals - Out-of-Town - Hugh K Murtagh - Hotel - Breakfast - Houston travel - 01/23/25 - The Post Oak Hotel - Internal Guests: Hugh K Murtagh | H K Murtagh | 54.47 |
| 02/20/25 | Meals - Out-of-Town - Hugh K Murtagh - Hotel - Breakfast - Houston travel - 01/24/25 - The Post Oak Hotel - Internal Guests: Hugh K Murtagh | H K Murtagh | 51.30 |
| 02/20/25 | Lodging - Out of Town - Hugh K Murtagh - Lodging - Houston travel - 01/22/25 - The Post Oak Hotel (two nights stay) | H K Murtagh | 1,555.87 |
| 02/20/25 | Ground Transportation - Out-Of-Town - Hugh K Murtagh - Taxi/Car Service - Houston travel - 01/22/25 - airport | H K Murtagh | 37.68 |
| 02/20/25 | Ground Transportation - Out-Of-Town - Hugh K Murtagh - Taxi/Car Service - Houston travel - 01/23/25 - airport | H K Murtagh | 93.94 |
| 02/20/25 | Ground Transportation - Out-Of-Town - Hugh K Murtagh - Taxi/Car Service - Houston travel - 01/23/25 - meeting | H K Murtagh | 59.22 |
| 02/20/25 | Ground Transportation - Out-Of-Town - Hugh K Murtagh - Taxi/Car Service - Houston travel - 01/24/25 - airport | H K Murtagh | 40.77 |
| | **Total Travel Expenses** | | **6,638.52** |
| | **Total Costs and Disbursements:** | | **$ 13,159.45** |

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
PLEASE REFERENCE INVOICE #2500602385 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

LATHAM&WATKINS LLP

Invoice No. 2500602385
February 24, 2025

**Costs and Disbursements:**

| | |
|---|---|
| Document Copies | 845.92 |
| Filing Fees | 1,240.00 |
| Laser Copy | 1,911.60 |
| Outside Attorneys | 337.50 |
| Outside Services (Non-Attorney) | 2,153.75 |
| Postage | 32.16 |
| Travel Expenses | 6,638.52 |
| **Total Costs and Disbursements:** | **$ 13,159.45** |

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
PLEASE REFERENCE INVOICE #2500602385 ON YOUR PAYMENT OR RETURN A COPY OF THIS INVOICE WITH YOUR CHECK.

**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE SOUTHERN DISTRICT OF TEXAS**
**HOUSTON DIVISION**

| | | |
|---|---|---|
| In re: | : | Chapter 11 |
| THE CONTAINER STORE GROUP, INC., *et al.*, | : | Case No. 24-90627 (ARP) |
| Reorganized Debtors.[1] | : | (Jointly Administered) |

**FINAL ORDER ALLOWING COMPENSATION**
**AND REIMBURSEMENT OF EXPENSES**
**(Docket No. ____ )**

The Court has considered the *First and Final Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses Incurred as Bankruptcy Counsel to the Debtors for the Period of December 22, 2024 through January 28, 2025* (the "**Application**"),[2] filed by Latham & Watkins LLP (the "**Applicant**"). The Court orders:

1. Applicant is allowed compensation and reimbursement of expenses in the amount of $2,188,201.95 for the period set forth in the Application.

2. The compensation and reimbursement of expenses allowed in this Order are approved on a final basis.

3. The Reorganized Debtors are authorized to disburse any unpaid amounts allowed by paragraphs 1 or 2 of this Order.

Signed: _____, 2025

_____
**UNITED STATES BANKRUPTCY JUDGE**

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[1] The Reorganized Debtors in these cases, together with the last four digits of each Reorganized Debtor's taxpayer identification number, are: The Container Store Group, Inc. (5401); The Container Store, Inc. (6981); C Studio Manufacturing Inc. (4763); C Studio Manufacturing LLC (5770); and TCS Gift Card Services, LLC (7975). The Reorganized Debtors' mailing address is 500 Freeport Parkway, Coppell, TX 75019.

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