

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

In re:

BLINK HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11686 (JKS)

(Jointly Administered)

Obj. Deadline: March 21, 2025 at 4:00 p.m. (ET)

**SUMMARY OF FIFTH MONTHLY APPLICATION OF MORRIS JAMES LLP,
AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JANUARY 1, 2025 THROUGH JANUARY 31, 2025**

Name of Applicant

Morris James LLP

Authorized to provide professional
services to:

Official Committee of Unsecured Creditors of
Blink Holdings, Inc., *et al.*

Date of retention order:

October 15, 2024 *nunc pro tunc* to August 28, 2024

Period for which compensation and
reimbursement sought:

January 1, 2025 through January 31, 2025

Compensation sought as actual,
reasonable, and necessary:

\$10,842.00 (80% of \$13,552.50)

Expense reimbursement sought as actual,
reasonable, and necessary:

\$488.50

This is a(n): X monthly interim final

¹ Due to the large number of debtors in these chapter 11 cases, a complete list of the Debtors may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/BlinkFitness>, or by contacting the Debtors' counsel.

Previous Applications:

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	CNO Filing Date & Docket No.	Amount of Fees Authorized to be Paid	Amount of Expenses Authorized to be Paid
10/31/2024 [D.I. 538]	August 28, 2024 – September 30, 2024	\$103,148.00	\$1,477.55	11/25/2024 [D.I. 641]	\$103,148.00	\$1,477.55
12/16/2024 [D.I. 683]	October 1, 2024 – October 31, 2024	\$59,833.00	\$264.55	1/7/2025 [D.I. 713]	\$59,833.00	\$264.55
2/12/2025 [D.I. 795]	November 1, 2024 – November 30, 2024	\$57,742.00	\$13,134.88		<i>pending</i>	<i>pending</i>
2/24/2025 [D.I. 810]	December 1, 2024 – December 31, 2024	\$20,293.50	\$646.95		<i>pending</i>	<i>pending</i>
TOTALS		\$241,016.50	\$15,523.93		\$162,981.00	\$1,742.10

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Obj. Deadline: March 21, 2025 at 4:00 p.m. (ET)

**FIFTH MONTHLY APPLICATION OF MORRIS JAMES LLP, AS DELAWARE
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD FROM JANUARY 1, 2025 THROUGH JANUARY 31, 2025**

Morris James LLP (“Morris James”), Delaware Counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Blink Holdings, Inc., *et al.*, the above-captioned debtors (the “Debtors”), hereby submits its monthly fee application (the “Application”) pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§101 *et seq.*, as amended (the “Bankruptcy Code”) for allowance of compensation in the amount of \$13,552.50 and reimbursement of expenses in the amount \$488.50 for the period from January 1, 2025 through January 31, 2025 (the “Compensation Period”), and in support thereof, Morris James respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B).

2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409.

¹ Due to the large number of debtors in these chapter 11 cases, a complete list of the Debtors may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/BlinkFitness>, or by contacting the Debtors’ counsel.

3. The statutory predicate for the relief sought herein is sections 1103 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-2.

BACKGROUND

4. On August 12, 2024, (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively the “Chapter 11 Cases”). The Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

5. The Debtors have continued in the possession of its property and has continued to operate and manage its business as Debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

6. On August 23, 2024, the Office of the United States Trustee for the District of Delaware (the “United States Trustee”) filed its notice of appointment of the five (5) member Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.² On August 26, 2024, the Committee selected Kelley Drye & Warren LLP (“Kelley Drye”) as its lead counsel and on August 28, 2024, Morris James was selected to serve as Delaware counsel. The Committee also selected Dundon Advisers LLC as its financial advisor.

7. On August 20, 2024, the Debtors filed its *Debtors’ Motion for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief* (the “Interim Compensation Motion”) [Docket No. 93], and on September 5, 2024, the Court entered an Order approving the Interim Compensation Motion (the “Interim Compensation Order”) [Docket No. 162].

² The Committee members are the following: (1) Johnson Health Tech NA, Inc.; (2) Motionsoft, Inc.; (3) FW IL-Riverside/Rivers Edge, LLC; (4) 96 N. 10th Street Holdings LLC; and (5) GS FIT ILL-1 LLC. On November 4, 2024, Motionsoft, Inc. resigned from the Committee. Docket No. 571.

8. On September 25, 2024, the Committee filed the *Application for Entry of an Order Authorizing the Retention and Employment of Morris James LLP as Delaware Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to August 28, 2024* (the “Retention Application”) [Docket No. 415]. On October 15, 2024, the Court entered an order approving the Retention Application, *Nunc Pro Tunc to August 28, 2024* [Docket No. 491].

9. A chart detailing the fees during the Compensation Period, by professional and by category and a full and detailed statement describing the services rendered during the Compensation Period, by each professional and paraprofessional at Morris James are both attached hereto as **Exhibit A**.

10. The total sum due to Morris James for professional services rendered on behalf Committee during for the Compensation Period is \$13,552.50. Morris James submits that the professional services it rendered on behalf of the Committee during this time were reasonable and necessary.

11. Morris James incurred \$488.50 of expenses during the Compensation Period. A chart detailing the specific disbursements is attached hereto as **Exhibit B**.

12. The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements, including that travel time was not billed at more than half rate and copying charges were only \$.10 per page.

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WHEREFORE, Morris James hereby requests pursuant to the procedures allowed in the Interim Compensation Order: (i) interim allowance of compensation for necessary and valuable professional services rendered to the Committee in the amount of \$13,552.50 and reimbursement of expenses in the amount of \$488.50 for the period from January 1, 2025 through January 31, 2025; (ii) payment in the total amount of \$11,330.50 (representing 80% of the total fees (\$10,842.00) billed and 100% of the expenses (\$488.50) incurred during the Compensation Period); and (iii) such other relief as this Court deems just and proper.

Dated: February 28, 2025

MORRIS JAMES LLP

/s/ Siena B. Cerra

Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
Siena B. Cerra (DE Bar No. 7290)
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*Counsel to the Official Committee of
Unsecured Creditors*

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

In re:

BLINK HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11686 (JKS)

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Obj. Deadline: March 21, 2025 at 4:00 p.m. (ET)

**NOTICE OF FIFTH MONTHLY APPLICATION OF MORRIS JAMES LLP,
AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JANUARY 1, 2025 THROUGH JANUARY 31, 2025**

PLEASE TAKE NOTICE that on February 28, 2025, Morris James LLP filed its Fifth Monthly Application (the “Application”) seeking compensation for services rendered and reimbursement of expenses incurred as Delaware Counsel to the Official Committee of Unsecured Creditors appointed in the above-referenced bankruptcy case (the “Committee”) for the period from January 1, 2025 through January 31, 2025 with the United States Bankruptcy Court for the District of Delaware (the “Court”).

If you object to the relief sought by the Application, you are required to file a response to the Application, on or before **March 21, 2025 at 4:00 p.m. (ET)**. At the same time, you must also serve a copy of the response upon undersigned counsel to the Committee.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN 80% OF FEES AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION MAY BE PAID PURSUANT TO THE INTERIM COMPENSATION ORDER WITHOUT FURTHER HEARING OR ORDER OF THE COURT.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

¹ Due to the large number of debtors in these chapter 11 cases, a complete list of the Debtors may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/BlinkFitness>, or by contacting the Debtors’ counsel.

Dated: February 28, 2025

MORRIS JAMES LLP

/s/ Siena B. Cerra

Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
Siena B. Cerra (DE Bar No. 7290)
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-and-

KELLEY DRYE & WARREN LLP

Eric R. Wilson, Esq. (admitted *pro hac vice*)
Kristin S. Elliott, Esq. (admitted *pro hac vice*)
Andres Barajas, Esq. (admitted *pro hac vice*)
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*Counsel to the Official Committee of Unsecured
Creditors*

EXHIBIT A

Compensation By Category – Fifth Monthly Compensation Period

Project Category	Total Hours	Total Fees
B110 Case Administration	4.00	\$2,405.50
B150 Meetings/Communications with Committee and/or Creditors	0.30	\$255.00
B170 Fee Applications (MJ)	4.20	\$2,144.50
B175 Fee Applications (Others)	8.30	\$4,842.00
B320 Plan and Disclosure Statement	5.00	\$4,265.50
Totals	21.80	\$13,552.50

Timekeeper Summary – Fifth Monthly Compensation Period

Timekeeper	Position	Rate	Hours	Amount
Eric J. Monzo	Member of the Delaware Bar since 2008; Partner in Bankruptcy Department since 2014	\$905.00	3.80	\$3,439.00
Brya M. Keilson	Member of the Delaware Bar since 2005; Partner in Bankruptcy Department since 2019	\$850.00	6.70	\$5,695.00
Siena B. Cerra	Member of the Delaware Bar since 2023; Associate in Bankruptcy Department since 2023	\$425.00	1.70	\$722.50
Stephanie A. Lisko	Paralegal in Bankruptcy Department since 2020	\$385.00	2.10	\$808.50
Douglas J. Depta	Paralegal in Bankruptcy Department since 2020	\$385.00	7.50	\$2,887.50
Totals			21.80	\$13,552.50
Blended Rate \$621.67				

Morris James^{L L P}

500 Delaware Avenue, Suite 1500
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Wilmington, Delaware 19899-2306
(302) 888-6800
Facsimile (302) 571-1750
Federal Tax I.D. 51-0023480

Official Committee of Unsecured Creditors of Blink Holdings,
Inc.

Committee Chairperson: Christie Draves
christie.draves@johnsonfit.com
Johnson Health Tech North America, Inc.
1600 Landmark Drive
Cottage Grove, WI 53527

February 20, 2025
Invoice 612895

Matter Name: Blink Holdings, Inc., Case No. 24-11686 (JKS)
Matter Number: 144585-0001
Attorney: Eric J. Monzo

For Professional Services through January 31, 2025

Fees	\$13,552.50
Disbursements	\$488.50
Total Charges	\$14,041.00

Fee Recap

		Hours	Rate/Hours	Amount
Brya M. Keilson	Partner	6.70	850.00	5,695.00
Eric J. Monzo	Partner	3.80	905.00	3,439.00
Siena B. Cerra	Associate	1.70	425.00	722.50
Douglas J. Depta	Paralegal	7.50	385.00	2,887.50
Stephanie A. Lisko	Paralegal	2.10	385.00	808.50
Totals		21.80		13,552.50

Matter Number: 144585-0001

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Services by Task Code

		Hours	Amount
B110	Case Administration	4.00	2,045.50
B150	Meetings/Communications with Committee and/or Creditors	0.30	255.00
B170	Fee Applications (MJ)	4.20	2,144.50
B175	Fee Applications (Others)	8.30	4,842.00
B320	Plan and Disclosure Statement	5.00	4,265.50
Totals		21.80	\$13,552.50

Fees

Date	Atty	Description	Hours	Rate	Amount
B110 Case Administration					
01/09/25	SAL	Review relevant pleadings filed and update critical dates, case calendar, and folder.	0.20	385.00	77.00
01/13/25	SBC	Review January 15 hearing agenda (.1); discuss same with KDW and MJ teams (.1).	0.20	425.00	85.00
01/13/25	SAL	Review agenda for January 15 hearing and update critical dates.	0.10	385.00	38.50
01/13/25	DJD	Register group for Jan 15 hearing and emails with chambers and KDW re remote appearance.	0.30	385.00	115.50
01/13/25	SAL	Review relevant pleadings filed and update critical dates, case calendar, and folder.	0.20	385.00	77.00
01/14/25	EJM	Review hearing notice and agenda canceling hearing.	0.10	905.00	90.50
01/14/25	SAL	Emails with B. Keilson re January 15 hearing.	0.10	385.00	38.50
01/15/25	SBC	Review amended hearing agenda (.1); emails with KDW and MJ teams re same (.1).	0.20	425.00	85.00
01/15/25	SAL	Review amended agenda cancelling January 15 hearing, email B. Keilson re same, and update case calendar.	0.10	385.00	38.50
01/15/25	SAL	Review relevant pleadings filed and update case folder.	0.10	385.00	38.50
01/21/25	SAL	Review relevant pleadings filed and update critical dates, case calendar, and folder.	0.20	385.00	77.00
01/23/25	SAL	Review relevant pleadings filed and update case folder.	0.20	385.00	77.00
01/28/25	DJD	Coordinate needs for hearing Feb 4.	0.20	385.00	77.00
01/31/25	SAL	Review and circulate agenda for February 4 hearing, register appearances, and update case calendar.	0.10	385.00	38.50
01/31/25	SAL	Emails with S. Cerra and E. Hockenberger re logistics for February 4 hearing.	0.20	385.00	77.00
01/31/25	SAL	Begin preparing materials for February 4 hearing.	0.20	385.00	77.00
01/31/25	SAL	Review relevant pleadings filed and update critical dates, case calendar, and folder.	0.20	385.00	77.00
01/31/25	EJM	Emails internally re needs for plan confirmation hearing.	0.10	905.00	90.50
01/31/25	EJM	Review Order scheduling hearings.	0.10	905.00	90.50
01/31/25	BMK	Emails with co-counsel and S. Cerra regarding upcoming hearing.	0.70	850.00	595.00
01/31/25	SBC	Emails with KDW and MJ teams re hearing preparation	0.20	425.00	85.00

Matter Number: 144585-0001

02/20/25

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Date	Atty	Description and materials.	Hours	Rate	Amount
Task Code Subtotal			4.00		2,045.50
B150 Meetings/Communications with Committee and/or Creditors					
01/17/25	BMK	Emails with co-counsel and committee regarding updates.	0.30	850.00	255.00
Task Code Subtotal			0.30		255.00
B170 Fee Applications (MJ)					
01/03/25	DJD	Draft CNO re second monthly application.	0.30	385.00	115.50
01/07/25	DJD	File CNO re second monthly application, circulate, and update case folder.	0.30	385.00	115.50
01/10/25	DJD	Review and update Dec invoice and emails internally re same.	0.90	385.00	346.50
01/15/25	DJD	Review committee fee order, circulate, and emails internally re same.	0.20	385.00	77.00
01/28/25	DJD	Update third monthly application and emails with co-counsel and internally re same.	0.50	385.00	192.50
01/28/25	SBC	Review third monthly fee application (.3); emails with KDW and MJ teams re same (.1).	0.40	425.00	170.00
01/28/25	BMK	Emails with D. Depta regarding fee application (.4); review draft (.7).	1.10	850.00	935.00
01/28/25	SAL	Email from D. Depta re November monthly fee application and review same.	0.10	385.00	38.50
01/29/25	DJD	Begin drafting fourth monthly application.	0.40	385.00	154.00
Task Code Subtotal			4.20		2,144.50
B175 Fee Applications (Others)					
01/03/25	DJD	Draft CNO re KDW second monthly application.	0.30	385.00	115.50
01/03/25	DJD	Draft CNO re Dundon second monthly application.	0.30	385.00	115.50
01/07/25	EJM	Review lender fee submission.	0.10	905.00	90.50
01/07/25	DJD	File CNO re KDW second monthly application, circulate, and update case folder.	0.30	385.00	115.50
01/07/25	DJD	File CNO re Dundon second monthly application, circulate, and update case folder.	0.30	385.00	115.50
01/07/25	BMK	Review draft CNOs and emails with D. Depta regarding finalizing same.	0.90	850.00	765.00
01/08/25	DJD	Draft CoC re committee interim applications, phone calls and emails with S. Cerra re same.	1.40	385.00	539.00
01/08/25	SBC	Discuss interim fee applications and related objection issue with KDW and MJ teams.	0.40	425.00	170.00
01/09/25	DJD	File CoC re committee fee applications, upload order, circulate, and update case folder.	0.40	385.00	154.00
01/13/25	DJD	Emails with E. Monzo and P. Hurwitz re Dundon interim application.	0.50	385.00	192.50
01/13/25	BMK	Emails with co-counsel and Debtors' counsel regarding fee hearing and updates.	0.70	850.00	595.00
01/13/25	EJM	Emails with co-counsel and financial advisor re court inquiry on fee applications.	0.30	905.00	271.50
01/14/25	DJD	Draft and file revised CoC re committee interim	0.90	385.00	346.50

Matter Number: 144585-0001

02/20/25

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Date	Atty	Description	Hours	Rate	Amount
		applications, review, chambers comments, upload order, circulate, and update case folder.			
01/14/25	BMK	Emails with Debtors' counsel and co-counsel regarding fee applications and hearing.	0.90	850.00	765.00
01/14/25	EJM	Emails with chambers, debtors and committee professionals re interim fees and hearing.	0.50	905.00	452.50
01/30/25	SAL	Emails with KDW re target to file monthly fee applications.	0.10	385.00	38.50
Task Code Subtotal			8.30		4,842.00
B320 Plan and Disclosure Statement					
01/08/25	EJM	Review amended disclosure statement and plan.	0.60	905.00	543.00
01/22/25	BMK	Review recently filed pleadings relating to confirmation.	0.90	850.00	765.00
01/22/25	SBC	Review US Trustee's plan objection.	0.20	425.00	85.00
01/22/25	SBC	Review landlords' plan objection.	0.10	425.00	42.50
01/23/25	BMK	Emails with co-counsel and committee regarding updates on Plan and review filed objections.	1.20	850.00	1,020.00
01/23/25	EJM	Review committee update and related filings re plan status.	0.80	905.00	724.00
01/31/25	EJM	Review plan supplement.	0.30	905.00	271.50
01/31/25	EJM	Review amended plan.	0.40	905.00	362.00
01/31/25	EJM	Review form of Order approving plan.	0.50	905.00	452.50
Task Code Subtotal			5.00		4,265.50
Sub-Total Fees:					13,552.50

For Disbursements through January 31, 2025**Disbursements**

Date	Description	Amount
01/15/25	Pacer Research	300.90
01/17/25	Pacer Research	187.60
Total Disbursements		488.50

Total Services and Disbursements this period	\$14,041.00
Balance Due	\$14,041.00

EXHIBIT B

Summary of Expenses – Fifth Monthly Compensation Period

	Total
Pacer	\$488.50
TOTAL:	\$488.50

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In re:

BLINK HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11686 (JKS)

(Jointly Administered)

**DECLARATION OF SIENA B. CERRA REGARDING FIFTH MONTHLY
APPLICATION OF MORRIS JAMES LLP, AS DELAWARE COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM JANUARY 1, 2025 THROUGH JANUARY 31, 2025**

STATE OF DELAWARE :
 :
COUNTY OF NEW CASTLE :
 :

SS

I, Siena B. Cerra, after being sworn according to law, deposes and says:

a) I am an associate of the firm Morris James LLP.

b) I have personally performed or am familiar with the services rendered by Morris James LLP, as Delaware Counsel to the Official Committee of Unsecured Creditors.

c) I have reviewed the foregoing Fee Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2, and submit that the Fee Application complies with such Rule.

Dated: February 28, 2025

/s/ Siena B. Cerra
Siena B. Cerra (DE Bar No. 7290)

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FOR THE DISTRICT OF DELAWARE**

In re:

BLINK HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11686 (JKS)

(Jointly Administered)

CERTIFICATE OF SERVICE

I hereby certify that on this 28th day of February, 2025, I caused to be filed with the Court electronically, and I caused to be served a true and correct copy of the *Fifth Monthly Application of Morris James LLP, as Delaware Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for the Period From January 1, 2025 through January 31, 2025*, upon the parties that are registered to receive notice via the Court's CM/ECF notification system, and an additional service was competed via electronic mail on the parties listed on the attached service list.

/s/ Siena B. Cerra

Siena B. Cerra (DE Bar No. 7290)

¹ Due to the large number of debtors in these chapter 11 cases, a complete list of the Debtors may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/BlinkFitness>, or by contacting the Debtors' counsel.

Service List

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Debtors

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Allison S. Mielke, Esq.
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Counsel to the Debtors

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United States Trustee

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and

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