

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

In re:

Never Slip Holdings, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10663 (LSS)

(Jointly Administered)

Obj. Deadline: September 6, 2024, at 4:00 p.m. (ET)

Hearing Date: September 13, 2024 at 2:00 p.m. (ET)

**COVER SHEET OF THE FINAL APPLICATION OF SOLOMON PARTNERS
SECURITIES, LLC FOR COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS INVESTMENT BANKER TO THE
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD
FROM APRIL 1, 2024 TO AND INCLUDING JULY 1, 2024**

Name of Applicant:	<u>Solomon Partners Securities, LLC</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>May 5, 2024, effective as of April 1, 2024</u>
Period for Which Compensation and Reimbursement is Sought:	<u>April 1, 2024 – July 1 2024</u>
Amount of Compensation Sought as Actual, Reasonable and Necessary:	<u>\$3,962,500</u>
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	<u>\$42,455.36</u>
This is a(n):	monthly interim final application ☒ X

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: Never Slip Holdings, Inc. (5010); Never Slip TopCo, Inc. (8956); SHO Holding I Corporation (7699); SHO Holding II Corporation (7738); Shoes For Crews, Inc. (9679); SFC Holdings, Inc. (8908); SFC Holdings, LLC (2357); Shoes for Crews, LLC (2362); SRS/MKS, L.L.C. (7003); Shoes for Crews Canada, Ltd. (0085); SFC Canada, Inc. (1314); and Sunrise Enterprises, LLC (4516). The Debtors' service address is 5000 T-Rex Avenue, Suite 100, Boca Raton, FL 33431.

**FINAL FEE APPLICATION OF SOLOMON PARTNERS SECURITIES, LLC AS
INVESTMENT BANKER FOR THE DEBTORS AND DEBTORS IN POSSESSION**

PRIOR FEE APPLICATIONS

April 1, 2024 – July 1, 2024

No fee applications were previously filed in these chapter 11 cases.

**FINAL FEE APPLICATION OF SOLOMON PARTNERS SECURITIES, LLC AS
INVESTMENT BANKER FOR THE DEBTORS AND DEBTORS IN POSSESSION**

**SUMMARY OF HOURS BY PROFESSIONAL
April 1, 2024 – July 1, 2024**

Summary of Hours By Professional April 1, 2024 - July 1, 2024		
Name	Position	Hours
Tero Jänne	Managing Director	145.0
Jeff Derman	Managing Director	24.0
Daniel Golynskiy	Vice President	297.5
Kai Marcos	Analyst	363.5
Total		830.0

**SUMMARY OF HOURS BY CATEGORY
April 1, 2024 – July 1, 2024**

Summary of Hours by Category April 1, 2024 - July 1, 2024	
Category	Hours
Sale Process	289.0
Financing Process	30.0
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	68.0
Correspondence with Debtors and Advisors	62.0
Financial and Operational Diligence & Analysis	176.5
Court Hearings	39.5
General Case Administration	165.0
Total	830.0

**FINAL FEE APPLICATION OF SOLOMON PARTNERS SECURITIES, LLC AS
INVESTMENT BANKER FOR THE DEBTORS AND DEBTORS IN POSSESSION**

SUMMARY OF EXPENSES BY CATEGORY

April 1, 2024 – July 1, 2024

Summary of Expenses April 1, 2024 - July 1, 2024	
Expense Category	Amount (\$)
Meals	\$461.77
Legal	39,042.00
Travel	2,951.59
Total	\$42,455.36

**IN THE UNITED STATES BANKRUPTCY COURT
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In re:

Never Slip Holdings, Inc., *et al.*,¹

Debtors.

Chapter 11

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(Jointly Administered)

Obj. Deadline: September 6, 2024, at 4:00 p.m. (ET)

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**FINAL APPLICATION OF SOLOMON PARTNERS SECURITIES, LLC FOR
COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS INVESTMENT BANKER TO THE
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD
FROM APRIL 1, 2024 TO AND INCLUDING JULY 1, 2024**

Solomon Partners Securities, LLC (“Solomon”), the investment banker for the above-captioned debtors and debtors in possession (the “Debtors”), hereby submits this final fee application (this “Final Fee Application”), requesting entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), pursuant to sections 328 and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), (a) granting final allowance of compensation for professional services to the Debtors during the period from April 1, 2024 to and including July 1, 2024 (the “Final Compensation Period”) in the amount of \$3,962,500, (b) granting final allowance of Solomon’s expenses incurred during the Final Compensation Period in connection with such services in the amount of \$42,455.36 and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Never Slip Holdings, Inc. (5010); Never Slip TopCo, Inc. (8956); SHO Holding I Corporation (7699); SHO Holding II Corporation (7738); Shoes For Crews, Inc. (9679); SFC Holdings, Inc. (8908); SFC Holdings, LLC (2357); Shoes for Crews, LLC (2362); SRS/MKS, L.L.C. (7003); Shoes for Crews Canada, Ltd. (0085); SFC Canada, Inc. (1314); and Sunrise Enterprises, LLC (4516). The Debtors’ service address is 5000 T-Rex Avenue, Suite 100, Boca Raton, FL 33431.

(c) directing payment of all such allowed compensation and expenses, less any amounts previously paid for such compensation and expenses. In support of this Final Fee Application, Solomon respectfully states as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (this “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and other bases for the relief requested in this Final Fee Application are sections 328(a) and 330 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rule 2016-2, and the Retention Order (as defined below).

BACKGROUND

3. On April 1, 2024 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. No party has requested the appointment of a trustee or examiner in these chapter 11 cases.

4. On April 10, 2024, the Debtors filed an application [Docket No. 79] (the “Retention Application”)² to retain and employ Solomon as their investment banker, effective as of the Petition Date, under §§ 327(a) and 328(a) of the Bankruptcy Code pursuant to the terms and subject to the conditions of that certain amended and restated engagement letter between the Debtors and Solomon dated June 26, 2022 (the “Engagement Letter”).

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Retention Application, Retention Order (as defined below), or Engagement Letter (as defined below), as applicable.

5. On May 5, 2024, the Court entered the order approving the Retention Application [Docket No. 157] (the “Retention Order”). The Retention Order, among other things, authorized the Debtors to pay, reimburse, and indemnify Solomon in accordance with the terms and conditions of, and at the times specified in, the Engagement Letter, as modified by the Retention Order, subject to application to the Court.

6. On April 26, 2024, the Court entered its *Final Order (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (III) Granting Adequate Protection to the Prepetition Secured Parties Pursuant to Sections 361, 362, 363 and 364 of the Bankruptcy Code, (IV) Granting Liens and Superpriority Claims, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief* [Docket No. 133] (the “DIP Financing Order”).

7. On May 24, 2024 the Court entered its *Order (I) Approving Stalking Horse Purchase Agreement and Authorizing the Sale of Certain Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of all Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith, and (IV) Granting Related Relief* [Docket No. 268] (the “Sale Order”).

TERMS OF SOLOMON RETENTION

8. The Retention Order approved the payment of the following fees to Solomon under the Engagement Letter:

- a. Monthly Advisory Fee. A Monthly Advisory Fee of \$125,000 per month (the “Monthly Advisory Fee”), which shall be due and paid in advance by the Debtors beginning on a mutually agreed upon date by the Debtors and Solomon, and thereafter on each monthly anniversary of such date during the term of the Engagement Agreement. This Monthly Advisory Fee shall commence on a mutually agreed upon date occurring after both of the following conditions have

been met: (i) if, but only if, the Debtors have requested that Solomon prepare and deliver to the Debtors the materials referenced in subparagraph 1(a)(ii) of the Engagement Agreement, such materials have been delivered to the Debtors and (ii) the Debtors have informed Solomon that it has determined to undertake a Transaction. In the event a Sale or Restructuring is consummated, 50% of the aggregate Monthly Advisory Fees paid after the third Monthly Advisory Fee will be credited (once) against the applicable Sale Transaction Fee or Restructuring Transaction Fee payable under the Engagement Agreement.

- b. Restructuring Transaction Fee. If at any time during the Fee Period, (x) any Restructuring is consummated (including the consummation of a sale under Section 363 of the Bankruptcy Code) or (y)(1) an agreement in principle, definitive agreement or Plan to effect a Restructuring is entered into and (2) concurrently therewith or at any time thereafter (including following the expiration of the Fee Period), any Restructuring is consummated (including the consummation of a sale under Section 363 of the Bankruptcy Code), the Debtors shall pay Solomon a Restructuring Transaction Fee at the closing thereof, equal to \$3.75 million.
- c. Financing Transaction Fee. If at any time during the Fee Period the Debtors consummates any Financing with any party other than CCMP Capital Advisors, L.P. or its affiliates, the Debtors will pay to Solomon a Financing Transaction Fee equal to the applicable percentage below of the gross proceeds of, or if greater, maximum lending or funding commitment under, such Financing:
 - i. 1.0% for senior secured debt (including any “Debtor in Possession” financing);
 - ii. 2.0% for senior debt, including unitranche debt (i.e., combining different types of debt, such as senior and subordinated, into one instrument), real estate-related debt, “last-out” or “FILO” debt, and any other senior debt funded by non-bank lenders;
 - iii. 3.0% for junior debt, including unsecured debt, subordinated debt or mezzanine debt; and
 - iv. 5.0% for common, preferred or other equity, including, without limitation, securities or debt convertible into equity or equity-linked debt; and
 - v. with respect to any other securities or indebtedness issued, such financing fees or other compensation as shall be customary under the circumstances and mutually agreed by the Debtors and Solomon.

The Engagement Letter and Retention Application also provide for a Sale Transaction Fee. Given that any Sale Transaction in bankruptcy is deemed a Restructuring Transaction, Solomon, is not

seeking allowance and payment of any such fees in connection with these chapter 11 cases. Furthermore, as stated in the Retention Order, no Financing Transaction Fee shall be payable on account of any portion of a Financing that constitutes then existing issued debt that is rolled up, rolled over, or otherwise rolled into such Financing.

RELIEF REQUESTED

9. By this Application, Solomon requests entry of the Proposed Order, substantially in the form attached hereto, (a) granting final allowance of compensation for professional services to the Debtors during the Final Compensation Period in the amount of \$3,962,500; (b) granting final allowance of Solomon's expenses incurred during the Final Compensation Period in connection with such services in the amount of \$42,455.36; and (c) directing payment of all such allowed compensation and expenses, less any amounts previously paid for such compensation and expenses.

10. During the Final Compensation Period, certain Monthly Advisory Fees, a Financing Transaction Fee, and a Restructuring Transaction Fee became payable to Solomon pursuant to the terms of the Engagement Letter, as modified by the Retention Order.

11. With respect to the Monthly Advisory Fees, during the Final Compensation Period, \$250,000 became payable to Solomon on account of the April 14, 2024 and May 14, 2024 Monthly Advisory Fees pursuant to the terms of the Engagement Letter. In addition, Solomon is entitled to the June 14, 2024 Monthly Advisory Fee, which Solomon has prorated for the period of June 14, 2024 through July 1, 2024 in the amount of \$75,000. Accordingly, in total, Solomon earned \$325,000 in Monthly Advisory Fees during the Compensation Period.

12. With respect to the Financing Transaction Fee, Solomon earned \$300,000 on account of the DIP Term Loans (as defined in the DIP Financing Order) approved pursuant to the DIP Financing Order (\$30,000,000 DIP Term Loan Facility x 1.0% = \$300,000).

13. With respect to the Restructuring Fee, Solomon earned \$3,750,000 on account of the Sale (as defined in the Sale Order) approved pursuant to the Sale Order.

14. Additionally, as provided in the Engagement Letter and the Retention Order, fifty percent (50%) of the aggregate Monthly Advisory Fees paid to Solomon after the third Monthly Advisory Fee will be credited (once) against the Restructuring Transaction Fee payable to Solomon. Under the Engagement Letter, Solomon was paid an aggregate of \$825,000 in Monthly Advisory Fees after the third Monthly Advisory Fee.³ As a result, \$412,500 is available to be credited against the Restructuring Transaction Fee.

15. Accordingly, the total compensation earned by Solomon during these chapter 11 cases, pursuant to the Engagement Letter and Retention Order, is as follows:

Total Monthly Advisory Fees	\$325,000
Financing Transaction Fee	\$300,000
Restructuring Transaction Fee	\$3,750,000
Less Monthly Advisory Fee Crediting	(\$412,500)
Total Fees Earned	\$3,962,500

16. All services for which compensation is requested by Solomon were performed during the Final Compensation Period on behalf of the Debtors. During the Final Compensation

³ Solomon was paid a total of ten (10) Monthly Advisory Fees under the Engagement Letter: September 2023, October 2023, November 2023, December 2023, January 2024, February 2024, March 2024, April 2024, May 2024, and prorated June 2024. December 2023 represents the fourth Monthly Advisory Fee paid to Solomon and the beginning of the 50% crediting described in the Engagement Letter. As such, Solomon was paid an aggregate of \$825,000 in Monthly Advisory Fees after the third Monthly Advisory Fee (\$125,000 x 6 = \$750,000 plus prorated June 2024 at \$75,000 = \$825,000).

Period, Solomon performed significant services on behalf of the Debtors, including, but not limited to, the following:⁴

- a. Sale Process: Solomon played an instrumental role during pre and post-petition sale processes in an effort to ensure a sale that maximized value for the Debtors' estates. Beginning prepetition, among other things, Solomon (i) conducted a thorough review and analysis of the Debtors' businesses and assets, and (ii) provided the Debtors with analysis and advice to assist in negotiations with potential bidders in order to maximize the value to the Debtors' estates. Indeed, at various stages of these sale processes, Solomon contacted several parties multiple times to generate interest, which ultimately resulted in a successful sale transaction. Specifically, Solomon (i) prepared marketing materials and identified and contacted potential bidders to encourage and solicit bids for the Debtors' assets, (ii) spent time on telephonic meetings and correspondence with the Debtors and potential buyers on a variety of topics including, but not limited to: (i) preparation of the necessary presentations and analyses utilized as part of due diligence, (ii) providing all relevant parties, including potential buyers, with detailed updates on, among others, bid procedures and other milestones related to the chapter 11 cases, (iii) participating in discussions and coordinating with interested buyers, in addition to negotiating non-disclosure agreements, (iv) facilitating extensive external due diligence conducted by interested buyers and maintaining an ongoing dialogue including conducting calls and meetings to discuss proposals, (v) creating and managing a data room for interested buyers, (vi) reviewing indications of interest and bids and negotiating bids into an acceptable framework, and (vii) analyzing and comparing both quantitative and qualitative aspects of the proposals. Such review and analysis, combined with Solomon's knowledge on the current state of the restructuring market, allowed Solomon to assist the Debtors in making decisions that would maximize value for the Debtors' estates postpetition.
- b. Financing Process: Solomon assisted the Debtors in soliciting financing. Solomon spent time on telephonic meetings and correspondence with the Debtors, its legal counsel and other advisors, and potential lenders on a variety of topics including, but not limited to: (i) preparation of the necessary presentations and analyses utilized as part of due diligence, (ii) maintaining an ongoing dialogue including conducting calls to discuss diligence, as well as (iii) providing the Debtors with analysis and advice to assist in negotiations in order to solicit financing for the duration of the Debtors' Chapter 11 Cases.
- c. Correspondence with Creditors, Creditor Advisors and Other Stakeholders: Solomon participated in various telephonic meetings with various parties in interest and their advisors during the Final Compensation Period. Solomon's participation

⁴ This summary is organized by the categories in which Solomon tracked its hours during the Final Compensation Period. For a comprehensive description of Solomon's services during the Final Compensation Period, please refer to the time records attached hereto as Exhibit B.

in these meetings was important to coordinating the process, facilitating communication, and sharing case updates and developments with stakeholders.

- d. Correspondence with Debtors and Advisors: Solomon participated in various telephonic meetings and communications with the Debtors and their other restructuring professionals during the Final Compensation Period.
- e. Financial and Operational Diligence and Analysis: Solomon assisted with the Debtors' review and analysis of their business and financial condition, including, among other things, assisting with, in coordination with the Debtors' restructuring advisor: (i) the review of presentation materials related to the Debtors' business plan, (ii) the review and analysis of the Debtors' cash flow forecasts, and (iii) a range of other financial analyses. Such diligence allowed Solomon to develop and prepare detailed analyses and materials to interested buyers during prepetition and postpetition sale processes.
- f. Court Hearings: Solomon participated in certain telephonic and in-person hearings.
- g. General Case Administration: Solomon spent significant time on administrative and process related items, including, among other things: (i) reviewing relevant materials on the court docket and (ii) coordinating with the Debtors, Debtors' advisors, Creditors and Creditors' advisors with respect to the implementation of certain of the transactions underlying these chapter 11 cases.

17. The summary sheets prefixed to this Application include a list of the Solomon professionals who performed services on behalf of the Debtors during the Final Compensation Period, the capacities in which each such professional is employed by Solomon, and the aggregate number of hours expended by each such professional during the Final Compensation Period in connection with these chapter 11 cases.

18. Although Solomon, in line with market convention, does not bill by the hour, Solomon kept track of its post-petition time in half-hour increments in accordance with the Retention Order. Such time records are attached hereto as Exhibit B. During the Final Compensation Period, Solomon professionals spent approximately 830.0 hours providing investment banking services to the Debtors.

19. The fees charged by Solomon have been billed in accordance with the Engagement Letter and the Retention Order and are comparable to those fees charged by Solomon for professional services rendered in connection with similar chapter 11 cases and non-bankruptcy matters. Solomon submits that such fees are reasonable based upon the customary compensation charged by similarly skilled practitioners in comparable bankruptcy cases and non-bankruptcy matters in the competitive national investment banking market.

20. There is no agreement or understanding between Solomon and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these chapter 11 cases.

ACTUAL AND NECESSARY EXPENSES

21. In addition to the compensation earned by Solomon during the Final Compensation Period, Solomon has also incurred reasonable, actual, and necessary expenses in connection with its engagement by the Debtors in the aggregate amount of \$42,455.36, for which it is entitled to reimbursement under the Engagement Letter. Solomon records all expenses incurred in connection with its performance of professional services. Detailed records of the expenses incurred by Solomon during the Final Compensation Period are set forth on **Exhibit C** attached hereto. In addition, the summary sheets prefixed to this Application specify the categories of expenses that Solomon incurred in connection with these chapter 11 cases and for which Solomon requests reimbursement, as well as the total amount of expenses requested in each category.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

22. Section 328(a) of the Bankruptcy Code allows a professional to obtain prior court approval of the terms of its retention. *See* 11 U.S.C. § 328(a). Under § 328(a), a professional may avoid uncertainty by obtaining (i) advance court approval of compensation terms agreed to with

the estate, and (ii) a court’s finding that such terms are “reasonable” in advance of the professional’s providing related services. *See In re Fed. Mogul-Glob., Inc.*, 348 F.3d 390, 397 (3d Cir. 2003) (citing, *inter alia*, *In re Nat’l Gypsum Co.*, 123 F.3d 861, 862–63 (5th Cir. 1997)). Section 328(a) explicitly contemplates court approval of contingent fees. *See* 11 U.S.C. § 328(a) (“The trustee . . . with the court’s approval, may employ or authorize the employment of a professional person . . . on any reasonable terms and conditions of employment, including . . . on a fixed or percentage fee basis, or on a contingent fee basis.”).

23. If a court has entered an order authorizing a professional’s employment that “expressly and unambiguously states specific terms and conditions (*e.g.*, specific hourly rates or contingency fee arrangements) that are being approved pursuant to the first sentence of Section 328(a),” the court is constrained to apply only the “improvident” standard of § 328(a) in any later review of such professional’s requested compensation. *Zolfo, Cooper & Co. v. Sunbeam-Oster Co., Inc.*, 50 F.3d 253, 261 (3d Cir. 1995).

24. Under the § 328(a) standard, a bankruptcy court wishing to render a previously approved fee arrangement “improvident” must find that there have been “developments not capable of being anticipated at the time of the fixing of the terms and conditions” of the engagement. 11 U.S.C. § 328(a). It is not enough that developments in a case are simply unforeseen. *Daniels v. Barron (In re Barron)*, 225 F.3d 583, 585 (5th Cir. 2000).

25. Section 330 of the Bankruptcy Code, moreover, provides that a court may award a professional employed under § 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 also sets forth the following non-exclusive criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and expertise in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3); *see also In re XO Commc'ns, Inc.*, 398 B.R. 106, 113 (Bankr. S.D.N.Y. 2008) (“In considering a transaction fee, courts recognize that certain of these factors do not apply, such as ‘time spent’ or the ‘rates charged.’”) (quoting *In re Intellogic Trace, Inc.*, 188 B.R. 557, 559 (Bankr. W.D. Tex. 1995)).

26. Here, the Retention Order approved Solomon’s compensation under § 328(a) of the Bankruptcy Code as to all parties except the Office of the United States Trustee for the District of Delaware, which retained the right to review Solomon’s compensation based on the reasonableness standard of §§ 330 and 331.

27. Each component of Solomon’s compensation, consisting of the Monthly Advisory Fees and the Financing Transaction Fees earned during the Final Compensation Period, was earned under the terms of the Court-approved Engagement Letter, as modified by the Retention Order.

Solomon submits that the services it performed on behalf of the Debtors, as summarized above and as more fully described in Solomon's time records, were necessary for and beneficial to the Debtors' estates. Moreover, Solomon's services were consistently performed in a timely, expert, and considered manner commensurate with the complexity and importance of the issues involved.

CERTIFICATION

28. The undersigned professional has reviewed the requirements of Local Rule 2016-2 and certifies that, to the best of his knowledge, information, and belief, this Application complies with that rule.

[Remainder of page intentionally left blank]

WHEREFORE, Solomon respectfully requests entry of an order (a) granting final allowance of compensation for professional services to the Debtors during the Final Compensation Period in the amount of \$3,962,500; (b) granting final allowance of Solomon's expenses incurred during the Final Compensation Period in connection with such services in the amount of \$42,455.36; and (c) directing payment of all such allowed compensation and expenses, less any amounts previously paid for such compensation and expenses.

Dated: August 22, 2024

Respectfully submitted,

Solomon Partners Securities, LLC

/s/ Tero Janne

Tero Jänne

Partner

Exhibit A

Proposed Order

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

In re:

Never Slip Holdings, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10663 (LSS)

(Jointly Administered)

Re: Docket No. __

**ORDER GRANTING FINAL APPLICATION OF SOLOMON PARTNERS
SECURITIES, LLC FOR COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS INVESTMENT BANKER TO THE
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD
FROM APRIL 1, 2024 TO AND INCLUDING JULY 1, 2024**

Upon the application (the “Final Fee Application”)² of Solomon Partners Securities, LLC (“Solomon”) for final approval and allowance of compensation for services rendered and reimbursement of expenses incurred as investment banker for the Debtors for the period from April 1, 2024 to and including July 1, 2024 (the “Final Compensation Period”); and the Court having reviewed the Final Fee Application; and all applicable requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules having been satisfied; and the compensation earned and expenses incurred by Solomon during the Final Compensation Period having been actual, reasonable and necessary; and sufficient notice of the Final Fee Application having been provided such that no other or further notice is required; and all persons with standing having been afforded

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²All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Final Fee Application.

an opportunity to be heard on the Final Fee Application at a hearing held to consider approval thereof; and after due deliberation thereon and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED as set forth herein.
2. Solomon is allowed compensation for professional services rendered during the Final Compensation Period on a final basis in the amount of \$3,962,500.
3. Solomon is allowed reimbursement of expenses incurred during the Final Compensation Period in connection with its services to the Debtors on a final basis in the amount of \$42,455.36.
4. The Debtors are authorized and directed to pay Solomon the foregoing amounts, less any amounts previously paid to Solomon on account of its fees and expenses (including application of any remaining dollar amount of any prepetition expense advance).
5. The Court shall retain exclusive jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.
6. This Order shall be effective immediately upon entry.

Exhibit B

**Time Records of Solomon Professionals
April 1, 2024 – July 1, 2024**

Project Sunshine - Time Log

Tero Jänne

Key for Category Drop-downs:

Category	Definition (To assist in selecting drop-down)
Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors and Creditor Advisors
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (4/1/2024 - 4/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
4/2/2024	3.0	Financial and Operational Diligence & Analysis	Review and analysis of balance sheet, capital structure and DIP
4/2/2024	0.5	General Case Administration	Internal team meeting
4/2/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, Ropes & Gray and BRG
4/2/2024	0.5	Correspondence with Debtors and Advisors	Call with Ropes & Gray
4/2/2024	3.0	Financing Process	Review of DIP financing documents and terms
4/2/2024	3.0	Sale Process	Review of draft motions and declarations
4/3/2024	5.5	Court Hearings	Travel to and from Connecticut for Court Hearing
4/3/2024	2.0	Correspondence with Debtors and Advisors	Meeting with Debtors, Ropes & Gray and BRG for First Day Hearing
4/3/2024	3.0	Court Hearings	Attended First Day Hearing
4/4/2024	2.0	Sale Process	Review of buyer outreach materials
4/4/2024	1.0	General Case Administration	Review of docket filings
4/5/2024	1.0	Financial and Operational Diligence & Analysis	Internal team calls
4/5/2024	1.0	General Case Administration	Review of docket filings
4/7/2024	5.0	Sale Process	Review of draft bid procedures
4/8/2024	2.0	General Case Administration	Administrative
4/8/2024	0.5	Sale Process	Internal team meeting
4/8/2024	0.5	Correspondence with Debtors and Advisors	Call with BRG
4/9/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ankura
4/9/2024	0.5	Correspondence with Debtors and Advisors	Call with Ropes & Gray
4/9/2024	0.5	Sale Process	Internal team meeting
4/9/2024	2.0	General Case Administration	Administrative
4/9/2024	3.0	General Case Administration	Review of court docket filings
4/10/2024	2.0	Sale Process	Review and summary of bid requirements
4/10/2024	0.5	Sale Process	Internal team meeting
4/10/2024	2.0	General Case Administration	Administrative
4/10/2024	2.0	Sale Process	Review of bid procedures
4/10/2024	2.0	Financing Process	Review of DIP order
4/10/2024	0.5	Financing Process	Call with interested DIP participant
4/10/2024	1.0	General Case Administration	Review of court docket filings
4/11/2024	2.0	Sale Process	Review and summary of bid requirements
4/11/2024	0.5	Sale Process	Internal team calls
4/11/2024	2.0	Sale Process	Review of buyer outreach materials
4/11/2024	1.0	General Case Administration	Review of court docket filings
4/12/2024	0.5	Financial and Operational Diligence & Analysis	Internal team calls

Project Sunshine - Time Log

Tero Jänne

Key for Category Drop-downs:

Category	Definition (To assist in selecting drop-down)
Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors and Creditor Advisors
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (4/1/2024 - 4/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
4/15/2024	0.5	Sale Process	Internal team meeting
4/16/2024	0.5	Sale Process	Internal team meeting
4/17/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Corresponded with Ankura
4/17/2024	1.0	General Case Administration	Review of court docket filings
4/18/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
4/18/2024	0.5	Sale Process	Internal team meeting
4/18/2024	2.0	General Case Administration	Review and summary of bid requirements
4/18/2024	0.5	General Case Administration	Review of court docket filings
4/22/2024	3.0	General Case Administration	Review of court docket filings
4/22/2024	2.0	Financing Process	Review of Debtors' capital structure
4/22/2024	0.5	Sale Process	Internal team meeting
4/23/2024	3.0	General Case Administration	Review of court docket filings
4/23/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Correspondence with Debtors and Ankura
4/23/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors
4/24/2026	0.5	Financial and Operational Diligence & Analysis	Internal team calls
4/24/2026	4.0	Financing Process	Review of DIP financing documents
4/24/2026	4.0	Sale Process	Review of sale documents and filings
4/24/2026	1.0	General Case Administration	Review of court docket filings
4/25/2024	5.5	Court Hearings	Travel to Delaware from Connecticut and back
4/25/2024	1.0	Court Hearings	Prepared for Second Day hearings
4/25/2024	2.0	Court Hearings	Attended Second Day hearings
4/26/2024	0.5	General Case Administration	Internal team calls
4/26/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, Ropes & Gray and BRG
4/26/2024	1.0	Sale Process	Calls with interested buyers
4/29/2024	0.5	Sale Process	Internal team meeting
4/30/2024	1.0	General Case Administration	Review of court docket filings
4/30/2024	0.5	Sale Process	Internal team meeting

Project Sunshine - Time Log

Jeff Derman

Key for Category Drop-downs:

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Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors and Creditor Advisors
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (4/1/2024 - 4/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
4/2/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, Ropes & Gray and BRG
4/4/2024	1.0	Sale Process	Review of sale process documents
4/5/2024	1.0	General Case Administration	General docket review
4/8/2024	1.0	Financial and Operational Diligence & Analysis	Review of financial performance
4/8/2024	0.5	Sale Process	Call with interested buyer
4/9/2024	0.5	Sale Process	Internal team meeting
4/10/2024	0.5	Sale Process	Call with interested buyer
4/10/2024	0.5	Sale Process	Internal team meeting
4/24/2024	0.5	Sale Process	Call with interested buyer
4/24/2026	0.5	Sale Process	Internal team meeting
4/25/2024	0.5	General Case Administration	Administrative
4/26/2024	0.5	General Case Administration	Review of docket
4/26/2024	0.5	Sale Process	Call with interested buyer
4/26/2024	0.5	Sale Process	Call with interested buyer
4/26/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, Ropes & Gray and BRG

Project Sunshine - Time Log

Dan Golynskiy

Key for Category Drop-downs:

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Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors and Creditor Advisors
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (4/1/2024 - 4/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
4/2/2024	0.5	Correspondence with Debtors and Advisors	Call with Ropes & Gray
4/2/2024	1.0	General Case Administration	General docket review
4/2/2024	0.5	Correspondence with Debtors and Advisors	Call with BRG, Ropes and management
4/2/2024	3.0	Financing Process	Review of DIP financing documents and terms
4/2/2024	0.5	General Case Administration	Internal team meeting
4/2/2024	3.0	Sale Process	Review of draft motions and declarations
4/2/2024	2.0	Financial and Operational Diligence & Analysis	Review and analysis of balance sheet, capital structure and DIP
4/3/2024	6.0	General Case Administration	Travel to and from New York for Court Hearing
4/3/2024	1.0	Financing Process	Review of DIP financing documents and terms
4/3/2024	2.0	Correspondence with Debtors and Advisors	Meeting with Debtors, Ropes & Gray and BRG for First Day Hearing
4/3/2024	3.0	Court Hearings	Attended First Day hearings
4/4/2024	1.0	General Case Administration	Administrative
4/4/2024	1.0	Financing Process	Review of DIP financing proceeds
4/4/2024	3.0	Sale Process	Review of bankruptcy filings and draft purchase agreement
4/4/2024	1.0	Sale Process	VDR and document request review
4/4/2024	4.0	Sale Process	Correspondence with interested potential buyers
4/5/2024	0.5	Financial and Operational Diligence & Analysis	Internal team calls
4/5/2024	2.0	Sale Process	Review of draft purchase agreement
4/5/2024	0.5	Sale Process	Call with an interested potential buyer
4/5/2024	0.5	General Case Administration	Administrative
4/5/2024	1.0	Financial and Operational Diligence & Analysis	Review of Debtors' contracts and vendor information
4/5/2024	2.0	Financial and Operational Diligence & Analysis	Review of financial performance
4/5/2024	0.5	Sale Process	Call with an interested potential buyer
4/5/2024	3.0	Financing Process	Review of DIP financing documents and terms
4/6/2024	2.0	Sale Process	VDR review and organization
4/6/2024	2.0	Financial and Operational Diligence & Analysis	Review of recent financial performance
4/7/2024	2.0	Sale Process	Review of docket and sale documents
4/7/2024	3.0	Sale Process	Review of draft bid procedures motion
4/7/2024	1.0	Sale Process	Correspondence with interested potential buyer
4/7/2024	1.0	Financial and Operational Diligence & Analysis	Review of recent financial performance
4/8/2024	0.5	Sale Process	Internal team meeting
4/8/2024	3.0	Sale Process	Review of draft motions and bid requirements
4/8/2024	1.5	Financial and Operational Diligence & Analysis	Review of recent financial performance
4/8/2024	0.5	Sale Process	Call with an interested potential buyer

Project Sunshine - Time Log

Dan Golynskiy

Key for Category Drop-downs:

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Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors and Creditor Advisors
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (4/1/2024 - 4/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
4/8/2024	1.0	Sale Process	VDR review and organization
4/8/2024	1.0	Sale Process	Correspondence with interested potential buyers
4/8/2024	1.0	General Case Administration	Administrative
4/8/2024	0.5	Correspondence with Debtors and Advisors	Call with BRG
4/9/2024	0.5	Correspondence with Debtors and Advisors	Call with Ropes & Gray
4/9/2024	1.0	Sale Process	Correspondence with interested potential buyers
4/9/2024	4.0	Sale Process	Review of draft purchase agreement and bid procedures motions
4/9/2024	0.5	General Case Administration	Administrative
4/9/2024	1.5	Financial and Operational Diligence & Analysis	Review of recent financial performance
4/9/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors and BRG
4/10/2024	3.5	Sale Process	Review and summary of bid requirements
4/10/2024	0.5	Sale Process	Internal team meeting
4/10/2024	4.0	Financial and Operational Diligence & Analysis	Review of recent financial performance and diligence
4/10/2024	1.0	Sale Process	Review of interested potential buyers correspondence
4/11/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors and BRG
4/11/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
4/11/2024	0.5	Sale Process	Internal team calls
4/11/2024	2.0	Sale Process	Review of bid procedures
4/11/2024	1.0	Financing Process	Review of DIP financing documents and terms
4/11/2024	1.5	Financial and Operational Diligence & Analysis	Review of weekly cash flows and forecast
4/11/2024	4.0	Sale Process	Correspondence with interested potential buyers
4/12/2024	0.5	Financial and Operational Diligence & Analysis	Internal team calls
4/12/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Correspondence with Ankura
4/12/2024	0.5	Sale Process	Call with interested potential buyer
4/12/2024	3.0	Financial and Operational Diligence & Analysis	Review of financial diligence
4/12/2024	2.5	Sale Process	Review of sale process documents
4/12/2024	1.0	General Case Administration	Review of docket
4/13/2024	2.0	Financial and Operational Diligence & Analysis	Review of financial summaries
4/14/2024	1.5	Sale Process	Review of sale documents and filings
4/14/2024	1.0	Sale Process	Review of interested party outreach
4/14/2024	2.0	Financial and Operational Diligence & Analysis	Review of financial diligence
4/15/2024	0.5	Sale Process	Internal team meeting
4/15/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors
4/15/2024	0.5	Correspondence with Debtors and Advisors	Correspondence with Ankura

Project Sunshine - Time Log

Dan Golynskiy

Key for Category Drop-downs:

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Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors and Creditor Advisors
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (4/1/2024 - 4/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
4/15/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Correspondence with Ankura
4/15/2024	3.0	Financial and Operational Diligence & Analysis	Review of financial diligence
4/15/2024	2.0	Sale Process	Review and correspondence with interested potential buyers
4/16/2024	1.0	Correspondence with Debtors and Advisors	Correspondence with Debtors and advisors
4/16/2024	3.0	Financial and Operational Diligence & Analysis	Review of recent financial performance
4/16/2024	2.0	Financing Process	Review of DIP financing documents and terms
4/16/2024	0.5	Sale Process	Internal team meeting
4/16/2024	2.0	Sale Process	Correspondence with interested potential buyers
4/16/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Correspondence with Ankura
4/16/2024	3.0	Sale Process	Review of draft disclosure schedules
4/17/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ropes & Gray, BRG, KPMG, King & Spalding and Ankura
4/17/2024	1.0	Correspondence with Debtors and Advisors	Call with Ropes & Gray and BRG
4/17/2024	0.5	Correspondence with Debtors and Advisors	Call with Ropes & Gray and BRG
4/17/2024	1.5	Correspondence with Debtors and Advisors	Correspondence with Ropes & Gray and BRG
4/17/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Correspondence with Ankura
4/17/2024	1.0	Financial and Operational Diligence & Analysis	Review of weekly cash flows
4/17/2024	3.0	Sale Process	Review of draft disclosure schedules and supporting information
4/18/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
4/18/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Correspondence with Ankura
4/18/2024	2.0	Sale Process	Review of draft disclosure schedules and supporting information
4/18/2024	2.0	Sale Process	Review and analysis of bid procedures
4/18/2024	0.5	Sale Process	Internal team meeting
4/18/2024	2.5	Financial and Operational Diligence & Analysis	Review of vendor information
4/18/2024	1.0	Correspondence with Debtors and Advisors	Correspondence with BRG and Ropes & Gray
4/19/2024	3.0	Financial and Operational Diligence & Analysis	Review of financial diligence
4/19/2024	2.0	General Case Administration	Review of VDR contents
4/19/2024	2.0	Sale Process	Review of purchase agreement and schedules
4/19/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
4/19/2024	1.0	Correspondence with Debtors and Advisors	Correspondence with BRG and Ropes & Gray
4/21/2024	1.0	General Case Administration	Administrative
4/21/2024	0.5	Correspondence with Debtors and Advisors	Correspondence with Ropes & Gray
4/22/2024	2.5	Financial and Operational Diligence & Analysis	Review of financial diligence
4/22/2024	0.5	General Case Administration	Administrative
4/22/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Correspondence with Debtors and Ankura

Project Sunshine - Time Log

Dan Golynskiy

Key for Category Drop-downs:

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Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors and Creditor Advisors
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (4/1/2024 - 4/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
4/22/2024	0.5	Sale Process	Internal team meeting
4/23/2024	2.0	Financial and Operational Diligence & Analysis	Review of financial diligence
4/24/2024	0.5	Financial and Operational Diligence & Analysis	Internal team calls
4/24/2024	3.0	Financing Process	Review of DIP financing documents
4/24/2024	4.0	Sale Process	Review of sale documents and filings
4/24/2024	0.5	General Case Administration	Administrative
4/24/2024	1.5	Sale Process	Review of VDR contents and contracts
4/25/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, Ropes & Gray and BRG
4/25/2024	1.0	Court Hearings	Prepared for Second Day hearings
4/25/2024	2.0	Court Hearings	Attended Second Day hearings
4/25/2024	6.0	General Case Administration	Travel to Delaware from New York for Court Hearing
4/26/2024	0.5	General Case Administration	Internal team calls
4/26/2024	1.5	General Case Administration	Review of docket
4/26/2024	1.5	Sale Process	Correspondence with an interested potential buyer
4/26/2024	2.0	Financial and Operational Diligence & Analysis	Financial diligence review
4/26/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
4/26/2024	0.5	Sale Process	Call with an interested potential buyer
4/26/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, Ropes & Gray and BRG
4/26/2024	0.5	Sale Process	Call with an interested potential buyer
4/26/2024	2.0	Sale Process	Review of disclosure schedules and VDR contents
4/27/2024	1.5	Sale Process	Review of disclosure schedules
4/27/2024	1.0	General Case Administration	Administrative
4/27/2024	1.0	General Case Administration	Review of docket
4/28/2024	4.0	Financial and Operational Diligence & Analysis	Review of financial diligence
4/28/2024	1.0	Correspondence with Debtors and Advisors	Correspondence with Debtors and BRG
4/29/2024	0.5	Sale Process	Internal team meeting
4/29/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Correspondence with Ankura
4/29/2024	1.0	Financial and Operational Diligence & Analysis	Review of financial diligence
4/29/2024	3.0	Sale Process	Review of disclosure schedules
4/29/2024	2.0	Sale Process	Review of VDR contents
4/30/2024	0.5	Sale Process	Internal team meeting
4/30/2024	2.0	Financial and Operational Diligence & Analysis	Review of financial diligence
4/30/2024	3.0	Sale Process	Review of diligence
4/30/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors

Project Sunshine - Time Log

Kai Marcos

Key for Category Drop-downs:

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Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors and Creditor Advisors
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matter
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (4/1/2024 - 4/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
4/2/2024	0.5	Correspondence with Debtors and Advisors	Call with Ropes & Gray
4/2/2024	2.0	Financial and Operational Diligence & Analysis	Review and analysis of balance sheet, capital structure and DIP
4/2/2024	0.5	General Case Administration	Internal team meeting
4/2/2024	3.0	Financing Process	Review of DIP financing documents and terms
4/2/2024	3.0	Sale Process	Review of draft motions and declarations
4/2/2024	0.5	Correspondence with Debtors and Advisors	Call with BRG, Ropes and Debtors
4/3/2024	6.0	Court Hearings	Travel to and from New York for Court Hearing
4/3/2024	2.0	Correspondence with Debtors and Advisors	Meeting with Debtors, Ropes & Gray and BRG for First Day Hearing
4/3/2024	3.0	Court Hearings	Attended First Day hearings
4/3/2024	1.0	General Case Administration	Review and summary of court docket filings
4/4/2024	2.0	Sale Process	Review of bankruptcy filings and draft purchase agreement
4/4/2024	2.0	Correspondence with Debtors and Advisors	Correspondence with Ropes
4/4/2024	4.0	Sale Process	Correspondence with interested potential buyers
4/5/2024	0.5	Correspondence with Debtors and Advisors	Call with BRG and Ropes
4/5/2024	5.0	Financial and Operational Diligence & Analysis	Review and upload of recent financials to VDR
4/5/2024	1.0	Sale Process	Processed NDAs / tracked buyer outreach
4/5/2024	2.0	Sale Process	Summary of investor outreach process
4/6/2024	6.0	Financial and Operational Diligence & Analysis	Review and upload of recent financials to VDR
4/6/2024	1.0	General Case Administration	Review and summary of court docket filings
4/7/2024	2.0	Sale Process	Review of docket and sale documents
4/7/2024	2.0	Sale Process	Review of draft bid procedures motion
4/8/2024	0.5	Sale Process	Internal team meeting
4/8/2024	4.0	Sale Process	Summary of bid procedures notice parties
4/8/2024	0.5	Correspondence with Debtors and Advisors	Call with BRG
4/8/2024	2.0	General Case Administration	Administrative
4/8/2024	3.0	Sale Process	NDA processing and tracking of buyer outreach
4/8/2024	3.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Review of diligence questions
4/8/2024	1.0	Sale Process	Correspondence with interested potential buyers
4/8/2024	1.0	General Case Administration	Review and summary of court docket filings
4/9/2024	0.5	Sale Process	Internal team meeting
4/9/2024	6.0	Financial and Operational Diligence & Analysis	Review and upload of recent financials to VDR
4/9/2024	1.0	Correspondence with Debtors and Advisors	Call with Debtors and BRG

Project Sunshine - Time Log

Kai Marcos

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Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors and Creditor Advisors
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matter
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (4/1/2024 - 4/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
4/9/2024	0.5	Correspondence with Debtors and Advisors	Call with Ropes & Gray
4/9/2024	2.0	Sale Process	Processed NDAs / tracked buyer outreach
4/9/2024	2.0	General Case Administration	Administrative
4/9/2024	1.0	General Case Administration	Review and summary of court docket filings
4/10/2024	4.0	Financial and Operational Diligence & Analysis	Review of recent financial performance and diligence
4/10/2024	0.5	Sale Process	Internal team meeting
4/10/2024	2.0	Sale Process	Review and summary of bid requirements
4/10/2024	0.5	Financing Process	Call with interested DIP participant
4/10/2024	3.0	Correspondence with Debtors and Advisors	Review and summary of recent financials
4/10/2024	1.0	Sale Process	Review of bid procedures motion
4/10/2024	0.5	Sale Process	Processed NDAs / tracked buyer outreach
4/10/2024	5.0	Financial and Operational Diligence & Analysis	Analysis of recent financial performance
4/10/2024	1.0	General Case Administration	Review and summary of court docket filings
4/11/2024	1.0	Sale Process	Processed NDAs / tracked buyer outreach
4/11/2024	4.0	Sale Process	Review and summary of bid requirements
4/11/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors and BRG
4/11/2024	2.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
4/11/2024	4.0	Sale Process	Correspondence with interested potential buyers
4/12/2024	2.0	Sale Process	Review of sale process documents
4/12/2024	2.0	Sale Process	Prepared investor outreach summary
4/13/2024	0.5	Sale Process	Processed NDAs / tracked buyer outreach
4/13/2024	4.0	Financial and Operational Diligence & Analysis	Prepared summary of recent financial performance
4/14/2024	1.0	Sale Process	Review of sale documents and filings
4/15/2024	0.5	Sale Process	Internal team meeting

Project Sunshine - Time Log

Kai Marcos

Key for Category Drop-downs:

Category	Definition (To assist in selecting drop-down)
Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors and Creditor Advisors
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matter
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (4/1/2024 - 4/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
4/15/2024	1.0	Sale Process	Processed NDAs / tracked buyer outreach
4/15/2024	4.0	Financial and Operational Diligence & Analysis	Prepared summary of recent financial performance
4/15/2024	1.0	Sale Process	Shared summaries of recent financials with buyers
4/16/2024	1.0	General Case Administration	Review and summary of court docket filings
4/16/2024	6.0	Financial and Operational Diligence & Analysis	Review and summary of recent financial performance
4/16/2024	0.5	Sale Process	Internal team meeting
4/16/2024	5.0	Sale Process	Review and upload of disclosure schedule materials to VDR
4/17/2024	0.5	Sale Process	Processed NDAs / tracked buyer outreach
4/17/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ropes & Gray, BRG, KPMG, King & Spalding and Ankura
4/17/2024	0.5	Correspondence with Debtors and Advisors	Call with Ropes & Gray and BRG
4/17/2024	1.0	Correspondence with Debtors and Advisors	Call with Ropes & Gray and BRG
4/17/2024	6.0	Sale Process	Review of draft disclosure schedules and supporting information
4/17/2024	2.0	Sale Process	Review and summary of bid requirements
4/17/2024	1.0	General Case Administration	Review and summary of court docket filings
4/18/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
4/18/2024	2.0	Correspondence with Debtors and Advisors	Correspondence with Debtors
4/18/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Correspondence with Ankura
4/18/2024	0.5	Sale Process	Internal team meeting
4/18/2024	2.0	Sale Process	Review and summary of bid requirements
4/18/2024	5.0	General Case Administration	Review and upload of disclosure schedule materials to VDR
4/19/2024	1.0	General Case Administration	Review and summary of court docket filings
4/19/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
4/19/2024	6.0	General Case Administration	Review and upload of disclosure schedule materials to VDR
4/19/2024	2.0	Sale Process	Review and summary of investor outreach process
4/22/2024	1.0	Financing Process	Review of DIP financing documents
4/22/2024	1.0	Sale Process	Review of bid procedures motion
4/22/2024	1.0	General Case Administration	Review and summary of court docket filings
4/22/2024	0.5	Sale Process	Internal team meeting
4/23/2024	3.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Correspondence with Debtors and Ankura
4/23/2024	0.5	Sale Process	Correspondence with interested buyer
4/23/2024	4.0	General Case Administration	Review and summary of court docket filings
4/24/2024	6.0	Sale Process	Review and upload of disclosure schedule materials to VDR

Project Sunshine - Time Log

Kai Marcos

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Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors and Creditor Advisors
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matter
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (4/1/2024 - 4/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
4/25/2024	1.5	Court Hearings	Listened to Second Day Hearings
4/25/2024	4.0	Financial and Operational Diligence & Analysis	Review and upload of recent financials to VDR
4/25/2024	3.0	Sale Process	Review and upload of disclosure schedule materials to VDR
4/26/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
4/26/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, Ropes & Gray and BRG
4/26/2024	1.0	Sale Process	Call with an interested potential buyer
4/26/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed recent financial performance
4/26/2024	2.0	Sale Process	Review and summary of investor outreach process
4/26/2024	1.0	Sale Process	Review and upload of disclosure schedule materials to VDR
4/26/2024	1.0	General Case Administration	Review and summary of court docket filings
4/29/2024	0.5	Sale Process	Internal team meeting
4/29/2024	3.0	Sale Process	Review and upload of disclosure schedule materials to VDR
4/29/2024	3.0	Financial and Operational Diligence & Analysis	Review and upload of recent financials to VDR
4/29/2024	1.0	General Case Administration	Review and summary of court docket filings
4/30/2024	3.0	Sale Process	Review and upload of disclosure schedule materials to VDR
4/30/2024	0.5	Sale Process	Internal team meeting
4/30/2024	3.0	Financial and Operational Diligence & Analysis	Review of recent financial performance
4/30/2024	4.0	Sale Process	Prepared sale process materials
4/30/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors
4/30/2024	3.0	Financial and Operational Diligence & Analysis	Review and upload of recent financials to VDR

Project Sunshine - Time Log

Tero Jänne

Key for Category Drop-downs:

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Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

May 1, 2024 - May 31, 2024 - Time Detail
Tero Jänne

Date (5/1/2024 - 5/31/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
5/1/2024	1.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors and Ankura
5/2/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
5/2/2024	1.0	Sale Process	Internal team meeting
5/2/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
5/3/2024	1.0	General Case Administration	Reviewed docket filings
5/6/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, Ropes and BRG
5/6/2024	2.0	Court Hearings	Attended hearing
5/6/2024	1.0	General Case Administration	Reviewed docket filings
5/7/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG, Ropes and K&S
5/7/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG, Ropes and K&S
5/7/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed financials / liquidity
5/8/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
5/9/2024	2.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
5/9/2024	1.0	Sale Process	Internal team meeting
5/10/2024	1.0	General Case Administration	Reviewed docket filings
5/13/2024	2.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Ankura, K&S, BRG and Ropes
5/14/2024	1.0	General Case Administration	Reviewed docket filings
5/16/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
5/16/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed financials / liquidity
5/16/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors and BRG
5/16/2024	1.0	Sale Process	Internal team meeting
5/17/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
5/17/2024	1.0	General Case Administration	Reviewed docket filings
5/22/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
5/22/2024	1.0	General Case Administration	Reviewed docket filings
5/23/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
5/23/2024	1.0	Sale Process	Internal team meeting
5/22/2024	1.0	General Case Administration	Reviewed docket filings

Project Sunshine - Time Log

Tero Jänne

Key for Category Drop-downs:

Category	Definition (To assist in selecting drop-down)
Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

May 1, 2024 - May 31, 2024 - Time Detail
Tero Jänne

Date (5/1/2024 - 5/31/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
5/24/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
5/30/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
5/30/2024	1.0	Sale Process	Internal team meeting
5/31/2024	2.0	Financial and Operational Diligence & Analysis	Reviewed post-emergence materials

Project Sunshine - Time Log

Jeff Derman

Key for Category Drop-downs:

Category	Definition (To assist in selecting drop-down)
Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

May 1, 2024 - May 31, 2024 - Time Detail**Jeff Derman**

Date (5/1/2024 - 5/31/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
5/2/2024	1.0	Sale Process	Internal team meeting
5/6/2024	1.0	General Case Administration	Reviewed docket filings
5/6/2024	1.5	Sale Process	Responded to inquiry regarding bankruptcy case
5/9/2024	1.0	Sale Process	Internal team meeting
5/10/2024	1.0	General Case Administration	Reviewed docket filings
5/16/2024	1.0	Sale Process	Internal team meeting
5/23/2024	1.0	General Case Administration	Reviewed docket filings
5/23/2024	1.0	Sale Process	Internal team meeting
5/30/2024	1.0	Sale Process	Internal team meeting

Project Sunshine - Time Log

Dan Golynskiy

Key for Category Drop-downs:

Category	Definition (To assist in selecting drop-down)
Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

May 1, 2024 - May 31, 2024 - Time Detail**Daniel Golynskiy**

Date (5/1/2024 - 5/31/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
5/1/2024	1.0	Sale Process	Followed-up with interested party via e-mail
5/1/2024	1.0	Sale Process	Prepared and uploaded disclosure schedule materials to the VDR
5/1/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Reviewed Ankura data requests
5/1/2024	1.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors and Ankura
5/2/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
5/2/2024	2.0	Sale Process	Review of APA and bid procedures
5/2/2024	1.0	Sale Process	Reviewed disclosure schedule materials
5/2/2024	1.0	Sale Process	Internal team meeting
5/2/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
5/3/2024	0.5	Correspondence with Debtors and Advisors	Corresponded with Ropes
5/3/2024	1.0	Sale Process	Internal team meeting
5/3/2024	2.0	Sale Process	Reviewed sale process and outreach summary
5/5/2024	1.0	General Case Administration	Prepared general case administration materials
5/6/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtor, Ropes and BRG
5/6/2024	2.0	Court Hearings	Attended hearing
5/6/2024	1.0	General Case Administration	Reviewed docket filings
5/7/2024	2.0	Sale Process	Reviewed disclosure schedule materials
5/7/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG, Ropes and K&S
5/7/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG, Ropes and K&S
5/7/2024	1.0	Sale Process	Review correspondence with buyers
5/7/2024	1.0	General Case Administration	Reviewed docket filings
5/8/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
5/9/2024	2.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
5/9/2024	1.0	Sale Process	Internal team meeting
5/9/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed financials / liquidity
5/9/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Reviewed Ankura data requests
5/10/2024	2.0	Sale Process	Prepared and shared emails for proposed sale order
5/11/2024	1.0	Sale Process	Reviewed potential buyer correspondence

Project Sunshine - Time Log

Dan Golynskiy

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Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

May 1, 2024 - May 31, 2024 - Time Detail**Daniel Golynskiy**

Date (5/1/2024 - 5/31/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
5/13/2024	2.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Ankura, K&S, BRG and Ropes
5/13/2024	1.0	General Case Administration	Reviewed general case administration materials
5/13/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed financial model
5/14/2024	0.5	Correspondence with Debtors and Advisors	Corresponded with BRG
5/14/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed financials / liquidity
5/16/2024	1.0	General Case Administration	Reviewed court docket
5/16/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors and BRG
5/16/2024	1.0	Sale Process	Internal team meeting
5/16/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
5/17/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
5/21/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed financials / liquidity
5/22/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
5/22/2024	1.0	General Case Administration	Reviewed docket filings
5/22/2024	2.5	General Case Administration	Reviewed RSA
5/23/2024	0.5	Correspondence with Debtors and Advisors	Call with BRG
5/23/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
5/23/2024	1.0	Sale Process	Internal team meeting
5/24/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
5/25/2024	2.0	Financial and Operational Diligence & Analysis	Drafted post-emergence analysis materials
5/26/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed financials / liquidity
5/28/2024	2.0	Financial and Operational Diligence & Analysis	Drafted post-emergence analysis materials
5/26/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed financials / liquidity
5/29/2024	1.5	Financial and Operational Diligence & Analysis	Reviewed post-emergence analysis materials
5/30/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
5/30/2024	1.0	Sale Process	Internal team meeting
5/31/2024	2.0	Financial and Operational Diligence & Analysis	Reviewed post-emergence analysis materials

Project Sunshine - Time Log

Kai Marcos

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Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

May 1, 2024 - May 31, 2024 - Time Detail

Kai Marcos

Date (5/1/2024 - 5/31/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
5/1/2024	1.0	Sale Process	Followed-up with interested party via e-mail
5/1/2024	2.0	Sale Process	Prepared and uploaded disclosure schedule materials to the VDR
5/1/2024	1.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors and Ankura
5/1/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Reviewed Ankura data requests
5/1/2024	2.0	Sale Process	Reviewed VDR contents
5/1/2024	0.5	General Case Administration	Reviewed and summarized court docket filings
5/2/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
5/2/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
5/2/2024	2.0	Sale Process	Reviewed disclosure schedule materials
5/2/2024	1.0	Sale Process	Internal team meeting
5/3/2024	1.0	Sale Process	Summarized investor outreach process
5/3/2024	2.0	Sale Process	Reviewed and uploaded disclosure schedule materials
5/3/2024	2.0	Sale Process	Prepared sale process summary
5/5/2024	2.0	General Case Administration	Prepared general case administration materials
5/6/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, Ropes and BRG
5/6/2024	2.0	Court Hearings	Listened to hearing
5/6/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Reviewed Ankura data requests
5/6/2024	2.0	General Case Administration	Reviewed docket filings
5/6/2024	3.0	Sale Process	Reviewed disclosure schedule materials
5/6/2024	2.0	Sale Process	Shared bid procedures order and schedules with interested parties
5/6/2024	2.0	Sale Process	Reviewed post-emergence structuring materials
5/7/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG, Ropes and K&S
5/7/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG, Ropes and K&S
5/7/2024	0.5	Sale Process	Reviewed potential buyer correspondence
5/7/2024	1.0	General Case Administration	Reviewed docket filings
5/7/2024	1.0	Correspondence with Debtors and Advisors	Corresponded with BRG
5/7/2024	3.0	Financial and Operational Diligence & Analysis	Reviewed financials / liquidity
5/8/2024	3.0	Financial and Operational Diligence & Analysis	Reviewed financials and supplemental company data
5/8/2024	2.0	Financial and Operational Diligence & Analysis	Prepared financials shared with Ankura
5/8/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
5/9/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
5/9/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance

Project Sunshine - Time Log

Kai Marcos

Key for Category Drop-downs:

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Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

May 1, 2024 - May 31, 2024 - Time Detail

Kai Marcos

Date (5/1/2024 - 5/31/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
5/9/2024	3.0	General Case Administration	Prepared general case administration materials
5/9/2024	2.0	Sale Process	Shared contracts with Ankura
5/9/2024	2.0	General Case Administration	Reviewed general case administration materials
5/9/2024	1.0	Sale Process	Internal team meeting
5/10/2024	2.0	Sale Process	Prepared emails for sharing proposed sale order
5/11/2024	1.0	Sale Process	Reviewed potential buyer correspondence
5/13/2024	2.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Ankura, K&S, BRG and Ropes
5/13/2024	3.0	General Case Administration	Prepared general case administration materials
5/13/2024	2.0	Financial and Operational Diligence & Analysis	Reviewed financial model
5/13/2024	2.0	Sale Process	Reviewed assumed liabilities summary
5/13/2024	2.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Reviewed Ankura data requests
5/14/2024	3.0	Financial and Operational Diligence & Analysis	Reviewed financial model
5/14/2024	2.0	General Case Administration	Prepared general case administration materials
5/15/2024	2.0	General Case Administration	Prepared general case administration materials
5/15/2024	1.0	General Case Administration	Reviewed docket filings
5/15/2024	2.0	Financial and Operational Diligence & Analysis	Reviewed financial model
5/16/2024	2.0	Financial and Operational Diligence & Analysis	Reviewed financial model
5/16/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors and BRG
5/16/2024	1.0	General Case Administration	Prepared sale process contact log summary
5/16/2024	2.0	Financial and Operational Diligence & Analysis	Reviewed financials / liquidity
5/16/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
5/16/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed Ankura data requests
5/16/2024	1.0	Sale Process	Internal team meeting
5/17/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Reviewed Ankura data requests
5/17/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, BRG and Ankura
5/19/2024	2.0	General Case Administration	Reviewed general case administration materials
5/20/2024	2.0	General Case Administration	Reviewed general case administration materials
5/21/2024	1.0	General Case Administration	Reviewed hearing agenda
5/22/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
5/22/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Prepared and shared materials with Ankura
5/22/2024	2.0	Sale Process	Reviewed RSA
5/23/2024	1.0	General Case Administration	Reviewed docket filings

Project Sunshine - Time Log

Kai Marcos

Key for Category Drop-downs:

Category	Definition (To assist in selecting drop-down)
Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

May 1, 2024 - May 31, 2024 - Time Detail

Kai Marcos

Date (5/1/2024 - 5/31/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
5/28/2024	2.0	Financial and Operational Diligence & Analysis	Reviewed post-emergence analysis materials
5/30/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
5/30/2024	1.0	Sale Process	Internal team meeting
5/31/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed post-emergence materials

Project Sunshine - Time Log

Jeff Derman

Key for Category Drop-downs:

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Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (6/1/2024 - 6/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
6/21/2024	1.0	General Case Administration	Reviewed docket filings
6/26/2024	1.0	General Case Administration	Reviewed docket filings
6/27/2024	1.0	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
6/28/2024	1.0	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
6/30/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes

Project Sunshine - Time Log

Dan Golynskiy

Key for Category Drop-downs:

Category	Definition (To assist in selecting drop-down)
Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (6/1/2024 - 6/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
6/6/2024	1.0	General Case Administration	Reviewed general case administration materials
6/7/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
6/7/2024	1.0	Correspondence with Debtors and Advisors	Corresponded with Dentons
6/10/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Reviewed Ankura data requests
6/10/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Reviewed Ankura data requests
6/11/2024	1.0	General Case Administration	Reviewed docket filings
6/12/2024	1.0	Correspondence with Debtors and Advisors	Corresponded with BRG
6/13/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
6/14/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
6/18/2024	1.0	General Case Administration	Corresponded with third-party vendor
6/21/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
6/21/2024	1.0	General Case Administration	Reviewed docket filings
6/22/2024	1.0	General Case Administration	Reviewed docket filings
6/25/2024	1.0	General Case Administration	Prepared and reviewed general case administration materials
6/26/2024	1.0	Correspondence with Debtors and Advisors	Corresponded with Dentons
6/26/2024	1.0	General Case Administration	Reviewed docket filings
6/26/2024	1.0	Sale Process	Reviewed sale closing materials
6/27/2024	1.0	Sale Process	Reviewed sale closing materials
6/27/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
6/27/2024	1.0	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
6/28/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
6/28/2024	1.0	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
6/28/2024	1.0	General Case Administration	Prepared and reviewed general case administration materials
6/30/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes

Project Sunshine - Time Log

Kai Marcos

Key for Category Drop-downs:

Category	Definition (To assist in selecting drop-down)
Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (6/1/2024 - 6/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
6/4/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Reviewed Ankura data requests
6/5/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
6/6/2024	1.0	General Case Administration	Prepared general case administration materials
6/6/2024	1.0	General Case Administration	Reviewed general case administration materials
6/7/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
6/7/2024	1.0	Correspondence with Debtors and Advisors	Corresponded with Dentons
6/10/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Reviewed Ankura data requests
6/10/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Reviewed Ankura data requests
6/11/2024	1.0	General Case Administration	Reviewed docket filings
6/12/2024	1.0	Correspondence with Debtors and Advisors	Corresponded with Dentons
6/12/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed financials / liquidity
6/13/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
6/14/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
6/17/2024	1.0	General Case Administration	Reviewed docket filings
6/18/2024	1.0	Sale Process	Reviewed VDR contents
6/19/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed financials / liquidity
6/20/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
6/21/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
6/21/2024	1.0	General Case Administration	Reviewed docket filings
6/22/2024	1.0	General Case Administration	Reviewed docket filings
6/25/2024	1.0	General Case Administration	Prepared and reviewed general case administration materials
6/25/2024	2.0	Sale Process	Prepared and reviewed sale closing materials
6/26/2024	1.0	Correspondence with Debtors and Advisors	Corresponded with Dentons
6/26/2024	2.0	Sale Process	Reviewed sale closing materials
6/26/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
6/26/2024	1.0	General Case Administration	Reviewed docket filings
6/27/2024	1.0	Sale Process	Prepared and reviewed sale closing materials
6/27/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
6/27/2024	1.0	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
6/28/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
6/28/2024	1.0	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
6/28/2024	1.0	General Case Administration	Prepared and reviewed general case administration materials
6/30/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes

Project Sunshine - Time Log

Tero Jänne

Key for Category Drop-downs:

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Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (6/1/2024 - 6/30/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
6/6/2024	1.0	General Case Administration	Reviewed general case administration materials
6/7/2024	1.0	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
6/12/2024	1.0	Correspondence with Debtors and Advisors	Corresponded with BRG
6/13/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
6/14/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
6/21/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
6/21/2024	1.0	General Case Administration	Reviewed docket filings
6/26/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
6/26/2024	1.0	General Case Administration	Reviewed docket filings
6/26/2024	1.0	Correspondence with Debtors and Advisors	Corresponded with Dentons
6/27/2024	0.5	Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Call with Debtors, Ankura, and BRG on weekly variance
6/27/2024	1.0	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
6/28/2024	1.0	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes
6/28/2024	1.0	Financial and Operational Diligence & Analysis	Reviewed DIP variance analysis
6/28/2024	1.0	General Case Administration	Reviewed general case administration materials
6/30/2024	0.5	Correspondence with Debtors and Advisors	Call with Debtors, BRG and Ropes

Project Sunshine - Time Log

Tero Jänne

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Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (7/1/2024 - 7/1/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
7/1/2024	1.0	General Case Administration	Corresponded with Dentons
7/1/2024	1.0	Sale Process	Reviewed closing materials
7/1/2024	1.0	General Case Administration	Reviewed general case administration materials

Project Sunshine - Time Log

Jeff Derman

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Sale Process	Any correspondence (e-mail / call / in-person) or diligence work done for buyers
Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (7/1/2024 - 7/1/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
7/1/2024	1.0	Sale Process	Reviewed sale closing materials

Project Sunshine - Time Log

Dan Golynskiy

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Financing Process	Any correspondence (e-mail / call / in-person) or diligence work done for potential financing
Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matters
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (7/1/2024 - 7/1/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
7/1/2024	1.0	General Case Administration	Corresponded with Dentons
7/1/2024	1.0	Sale Process	Reviewed sale closing materials
7/1/2024	4.5	General Case Administration	Prepared and reviewed general case administration materials

Project Sunshine - Time Log

Kai Marcos

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Correspondence with Creditors, Creditor Advisors and Other Stakeholders	Any correspondence (e-mail / call / in-person) with Creditors, Creditor Advisors and Others
Correspondence with Debtors and Advisors	Any correspondence (e-mail / call / in-person) with Debtors and Debtor Advisors
Financial and Operational Diligence & Analysis	Any analysis of the company conducted in connection to the Sale or any other Ch. 11 matter
Court Hearings	Attending / dial-in for court hearings
General Case Administration	Other Chapter 11 bankruptcy matters

Date (7/1/2024 - 7/1/2024)	Hours (in 0.5 increments)	Category (Select Drop-down)	Description
7/1/2024	1.0	General Case Administration	Corresponded with Dentons
7/1/2024	1.0	Sale Process	Reviewed sale closing materials
7/1/2024	6.0	General Case Administration	Reviewed general case administration materials

Exhibit C

**Expense Detail
April 1, 2024 – July 1, 2024**

Date	Item	Description	Amount
04/03/2024	Meals	Travel Meal	\$9.50
04/03/2024	Meals	Travel Meal	17.50
04/03/2024	Meals	Travel Meal	10.75
04/25/2024	Meals	Travel Meal	10.50
04/25/2024	Meals	Travel Meal	13.50
04/25/2024	Meals	Travel Meal	7.75
06/07/2024	Meals	Late Night Meals (3/18/24 to 3/31/24)	283.18
06/12/2024	Meals	Late Night Meals (4/1/24 to 4/14/24)	109.09
Total Meals			\$461.77
05/08/2024	Legal Fees	Legal Fees - Dentons (Services through April 30, 2024)	\$12,501.00
06/17/2024	Legal Fees	Legal Fees - Dentons (Services through May 31, 2024)	10,506.00
07/02/2024	Legal Fees	Legal Fees - Dentons (Services through June 30, 2024)	5,199.00
07/12/2024	Legal Fees	Legal Fees - Dentons (Services through July 12, 2024)	10,836.00
Total Legal Expenses			\$39,042.00
04/03/2024	Travel	Transit to / from Train	\$17.64
04/03/2024	Travel	Stamford to Wilmington Acela Business Class & NE Regional Business Class (Round Trip)	415.00
04/03/2024	Travel	Transit to / from Train	27.24
04/03/2024	Travel	Transit to / from Train	29.60
04/03/2024	Travel	New York to Wilmington Acela Business Class & NE Regional Business Class (Round Trip)	375.00
04/03/2024	Travel	Transit to / from Train	24.93
04/03/2024	Travel	New York to Wilmington Acela Business Class & NE Regional Business Class (Round Trip)	386.00
04/03/2024	Travel	Transit to / from Train	11.05
04/03/2024	Travel	Transit to / from Train	10.83
04/25/2024	Travel	New York to Wilmington Carolinian Business Class / Wilmington to Stamford Acela Business Class	469.89
04/25/2024	Travel	Transit to / from Train	35.85
04/25/2024	Travel	New York to Wilmington Acela Business Class (Round Trip)	590.00
04/25/2024	Travel	Transit to / from Train	17.94
04/25/2024	Travel	Transit to / from Train	14.51
04/25/2024	Travel	Stamford to Wilmington (Round Trip) Incremental Train Travel Cost ^(a)	178.11
05/23/2024	Travel	Stamford to Wilmington Acela Business Class (Round Trip)	348.00
Total Travel Expenses			\$2,951.59

Total Expense Reimbursement Requested	\$ 42,455.36
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^(a) For Stamford to Wilmington Acela Business Class Round Trip by Tero Jänne on 4/25. Reflects \$648.00 paid less originally expensed amount of \$469.89.

Solomon Partners Securities, LLC
Attn: Carlo Caponi
1345 Avenue of the Americas
31st Floor
New York NY 10105
United States

May 8, 2024

Invoice No. 2748889

Client/Matter: 15806325-000004

Shoes for Crews LLC

Payment Due Upon Receipt

Total This Invoice \$ 12,501.00

Please return this page with your payment
To pay by E-Check - <https://www.e-billexpress.com/ebpp/DentonsUS>

Payments by check should be sent to:

Dentons US LLP
Dept. 3078
Carol Stream, IL 60132-3078

OR

Payment by wire transfer/ACH should be sent to:

Citi Private Bank
227 West Monroe, Chicago, IL 60606
ABA Transit # [REDACTED]
Account #: [REDACTED]
Account Name: Dentons US LLP
Swift Code: [REDACTED]
Reference: Invoice # and/or client matter #

****Please validate any request to change/update electronic payment instructions on
file or mailing address by contacting Dentons US LLP directly****

Please send payment remittance advice information to cashreceipts@dentons.com
In order to guarantee proper allocation of payments

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730
Questions relating to this invoice should be directed to:
T. Labuda
at 1 312 876 8000

DENTONSDentons US LLP
233 South Wacker Drive
Suite 5900
Chicago, Illinois 60606-6361

dentons.com

Solomon Partners Securities, LLC
Attn: Carlo Caponi
1345 Avenue of the Americas
31st Floor
New York NY 10105
United States

May 8, 2024

Invoice No. 2748889

Client/Matter: 15806325-000004

Shoes for Crews LLC

For Professional Services Rendered through April 30, 2024:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
04/01/24	T. Labuda	0.40	580.00	Emails with client team re retention documents (.1); conference and emails with Ruben re retention documents revisions (.2); emails with client re financing fee terms (.1).
04/01/24	S. Ruben	0.30	228.00	Correspond with C. Caponi, T. Janne, and T. Labuda re retention application and case filing (.1); revise retention application (.1); correspond with T. Labuda re revisions to retention application (.1).
04/02/24	S. Ruben	1.70	1,292.00	Conference with T. Labuda re retention papers (.1); revise retention papers (1.4); correspond with D. Golynskiy re retention papers and parties in interest list (.1); correspond with T. Labuda re revised retention application (.1).
04/02/24	T. Labuda	0.30	435.00	Emails with client team re connections check and first day hearing (.1); emails and conference with Ruben re retention document comments (.2).
04/03/24	T. Labuda	0.50	725.00	Conference and emails with Ruben re retention document revisions (.2); review and comment on revised retention documents (.1); emails with Ruben and client team re revised retention documents (.1); emails with client re revised retention documents (.1).
04/03/24	S. Ruben	0.50	380.00	Correspond with T. Labuda re retention papers (.1); revise retention papers (.2); conference with T. Labuda re the same (.1); correspond with T. Janne, C. Caponi and deal team re revised retention papers (.1).
04/04/24	S. Ruben	0.10	76.00	Correspond with D. Golynskiy, T. Labuda, and team re declaration for payment of fees.
04/04/24	T. Labuda	0.10	145.00	Emails with Golynskiy re compensation procedures.

Shoes for Crews LLC

May 8, 2024

Matter: 15806325-000004

Invoice No.: 2748889

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
04/05/24	S. Ruben	0.10	76.00	Correspond with D. Golynskiy and debtors' counsel re comments to retention application.
04/07/24	S. Ruben	0.10	76.00	Conference with T. Labuda re retention papers.
04/08/24	T. Labuda	0.30	435.00	Conference with Janne re retention document status (.1.); emails with client team re retention order (.1); emails with Caponi and Ruben re additional parties in interest (.1).
04/08/24	S. Ruben	0.50	380.00	Correspond with D. Golynskiy, T. Janne, and T. Labuda re revisions to retention application (.1); review proposed changes to retention application (.2); conference with T. Labuda re the same (.2).
04/09/24	S. Ruben	0.40	304.00	Conference with T. Labuda re revisions to retention order (.2); revise the same (.2).
04/09/24	T. Labuda	0.30	435.00	Emails and conference with Ruben re retention order comments (.1); review revised retention order (.1); emails with client team re revised retention documents (.1).
04/10/24	T. Labuda	1.20	1,740.00	Emails with client re retention documents status (.1); review and comment on retention documents (.1); review revised retention documents (.1); conference with Ruben re retention document revisions (.1); conference with Caponi re connections check (.1); emails with KS and Chipman re retention order (.2); conferences with Chipman re retention order (.2); conference with Janne re retention order (.2); emails with Warren re retention order (.1).
04/10/24	S. Ruben	0.60	456.00	Correspond with D. Golynskiy, T. Janne, and T. Labuda re retention application (.1); review proposed changes to application (.3); discuss the same with T. Labuda (.2).
04/15/24	T. Labuda	0.10	145.00	Emails with Caponi and Ruben re retention documents and hearing.
04/15/24	S. Ruben	0.10	76.00	Correspond with C. Caponi and T. Labuda re filed retention application.
04/23/24	S. Ruben	0.20	152.00	Review status of retention application (.1); correspond with T. Labuda re the same and fee applications (.1).

Shoes for Crews LLC

May 8, 2024

Matter: 15806325-000004

Invoice No.: 2748889

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
04/25/24	T. Labuda	0.60	870.00	Review UST comments (.2); emails with client re UST comments (.1); emails and conference with Ruben re retention order revisions (.2); emails with Caponi re response to UST comments (.1).
04/25/24	S. Ruben	1.40	1,064.00	Correspond with T. Janne, C. Caponi and T. Labuda re comments to retention application (.1); analyze UST comments to proposed order (.2); draft revised proposed order (.9); conference with T. Labuda re the same (.2).
04/26/24	T. Labuda	0.60	870.00	Conference with Caponi re response to UST comments and questions (.2); conference and emails with Ruben re response to UST (.2); emails with client team re response to UST questions (.1); emails with Company counsel re UST extension (.1).
04/26/24	S. Ruben	0.60	456.00	Correspond with C. Caponi and T. Labuda re revised retention order (.1); discuss revised retention order and UST comments with T. Labuda (.2); review revised retention order (.1); correspond with UST re revised retention order (.1); correspond with M. Desgrosseilliers re objection deadline (.1).
04/29/24	T. Labuda	0.30	435.00	Emails with client and Ruben re UST outreach (.1); emails with Ruben, client and Casey re UST resolution (.1); emails with Debtor counsel re retention hearing (.1).
04/29/24	S. Ruben	0.40	304.00	Correspond with T. Janne, C. Caponi and T. Labuda re UST comments to retention application (.1); correspond with T. Labuda re the same (.1); correspond with L. Casey re retention order changes (.1).
04/29/24	S. Ruben	0.10	76.00	Conference with T. Labuda re hearing on retention application.
04/30/24	T. Labuda	0.20	290.00	Conference with Ruben re retention hearing.
Total Hours		12.00		
Fee Amount				\$ 12,501.00

Shoes for Crews LLC

May 8, 2024

Matter: 15806325-000004

Invoice No.: 2748889

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
T. Labuda	\$ 1,450.00	4.90	\$ 7,105.00
S. Ruben	\$ 760.00	<u>7.10</u>	<u>\$ 5,396.00</u>
Totals		12.00	\$ 12,501.00
Fee Total	\$ 12,501.00		
Invoice Total	<u>\$ 12,501.00</u>		

Solomon Partners Securities, LLC
Attn: Carlo Caponi
1345 Avenue of the Americas
31st Floor
New York NY 10105
United States

June 17, 2024

Invoice No. 2759428

Client/Matter: 15806325-000004

Shoes for Crews LLC

Payment Due Upon Receipt

Total This Invoice \$ 10,506.00

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Reference: Invoice # and/or client matter #

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Questions relating to this invoice should be directed to:
T. Labuda
at 1 312 876 8000



Dentons US LLP
233 South Wacker Drive
Suite 5900
Chicago, Illinois 60606-6361

dentons.com

Solomon Partners Securities, LLC
Attn: Carlo Caponi
1345 Avenue of the Americas
31st Floor
New York NY 10105
United States

June 17, 2024

Invoice No. 2759428

Client/Matter: 15806325-000004

Shoes for Crews LLC

For Professional Services Rendered through May 31, 2024:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
05/02/24	S. Ruben	0.40	304.00	Conference with T. Labuda re retention hearing (.2); prepare for retention hearing (.1); correspond with M. Desgrosseilliers re hearing (.1).
05/02/24	T. Labuda	0.30	435.00	Review docket and agenda (.1); conference with Ruben re retention hearing (.2).
05/03/24	T. Labuda	0.80	1,160.00	Emails with client team re retention hearing and compensation procedures (.1); hearing preparation with Ruben (.7).
05/03/24	S. Ruben	1.40	1,064.00	Discussion hearing on retention application with T. Labuda (.9); correspond with T. Janne and C. Caponi re retention hearing (.1); prepare for retention hearing (.4).
05/05/24	S. Ruben	0.10	76.00	Correspond with M. Desgrosseilliers re retention application hearing.
05/05/24	T. Labuda	0.10	145.00	Emails with Chipman re retention order.
05/06/24	S. Ruben	0.10	76.00	Correspond with C. Caponi, T. Janne, and T. Labuda re retention order.
05/06/24	T. Labuda	0.20	290.00	Review entered retention order (.1); emails with client re retention order and fee statement (.1).
05/08/24	S. Ruben	0.60	456.00	Conference with T. Labuda re fee application (.1); draft fee application (.5).
05/08/24	T. Labuda	0.20	290.00	Conference with client re fee statement (.1); emails and conference with Ruben re fee statement (.1).
05/09/24	S. Ruben	0.70	532.00	Draft fee application.
05/12/24	S. Ruben	0.10	76.00	Correspond with T. Labuda re fee application.
05/12/24	T. Labuda	0.10	145.00	Emails with Ruben re monthly fee statement preparation.

Shoes for Crews LLC

June 17, 2024

Matter: 15806325-000004

Invoice No.: 2759428

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
05/13/24	S. Ruben	2.00	1,520.00	Draft fee application (1.8); correspond with T. Labuda re draft fee application (.1); review April hours for fee application (.1).
05/13/24	T. Labuda	0.20	290.00	Emails with Ruben re draft fee statement (.1); emails with client team re fee statement materials (.1).
05/14/24	S. Ruben	0.80	608.00	Conference with T. Labuda re monthly fee application (.2); revise monthly fee application (.5); correspond with D. Golynskiy and K. Marcos re draft fee application (.1).
05/14/24	T. Labuda	0.80	1,160.00	Review and comment on monthly fee statement (.5); conference with Ruben re fee statement revisions (.2); emails with client team and Ruben re draft fee statement (.1).
05/15/24	S. Ruben	1.60	1,216.00	Revise monthly fee application and prepare for filing (1.4); correspond with T. Janne and K. Marcos re the same (.1); correspond with M. Desgrosseilliers re fee application (.1).
05/15/24	T. Labuda	0.20	290.00	Emails with Ruben re monthly fee statement filing (.1); emails with Chipman and client team re monthly fee statement filing (.1).
05/16/24	S. Ruben	0.20	152.00	Correspond with M. Desgrosseilliers re monthly fee application (.1); correspond with deal team re filed fee application (.1).
05/16/24	T. Labuda	0.10	145.00	Emails with Ruben and client re fee statement filing.
05/20/24	S. Ruben	0.10	76.00	Analysis re forthcoming fee applications.
Total Hours		11.10		
Fee Amount				\$ 10,506.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
T. Labuda	\$ 1,450.00	3.00	\$ 4,350.00
S. Ruben	\$ 760.00	<u>8.10</u>	<u>\$ 6,156.00</u>
Totals		11.10	\$ 10,506.00

Shoes for Crews LLC

June 17, 2024

Matter: 15806325-000004

Invoice No.: 2759428

Fee Total	\$	10,506.00
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Invoice Total	\$	<u>10,506.00</u>
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Solomon Partners Securities, LLC
Attn: Carlo Caponi
1345 Avenue of the Americas
31st Floor
New York NY 10105
United States

July 2, 2024

Invoice No. 2763287

Client/Matter: 15806325-000004

Shoes for Crews LLC

Payment Due Upon Receipt

Total This Invoice \$ 5,199.00

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Account #: [REDACTED]
Account Name: Dentons US LLP
Swift Code: [REDACTED]
Reference: Invoice # and/or client matter #

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T. Labuda
at 1 312 876 8000



Dentons US LLP
233 South Wacker Drive
Suite 5900
Chicago, Illinois 60606-6361

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Solomon Partners Securities, LLC
Attn: Carlo Caponi
1345 Avenue of the Americas
31st Floor
New York NY 10105
United States

July 2, 2024

Invoice No. 2763287

Client/Matter: 15806325-000004

Shoes for Crews LLC

For Professional Services Rendered through July 2, 2024:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
06/03/24	S. Ruben	0.10	76.00	Conference with T. Labuda re monthly fee application.
06/03/24	S. Ruben	0.10	76.00	Conference with T. Labuda re fee application.
06/04/24	S. Ruben	0.10	76.00	Correspond with Solomon team re May fee application.
06/06/24	S. Ruben	0.30	228.00	Correspond with M. Desgrosseilliers re monthly fee application (.1); analysis re monthly fee application (.1); correspond with deal team re UST inquiry (.1).
06/06/24	T. Labuda	0.20	290.00	Emails with Ruben and client re UST expense questions.
06/07/24	S. Ruben	0.30	228.00	Correspond with D. Golynskiy re April fee application (.1); review summary of expenses for April fee application (.2).
06/07/24	T. Labuda	0.20	290.00	Emails with Ruben and client team re response to UST inquiries.
06/11/24	S. Ruben	0.20	152.00	Correspond with M. Desgrosseilliers re UST response to April monthly fee application (.1); correspond with deal team re the same (.1).
06/12/24	T. Labuda	0.10	145.00	Emails with Ruben and client re fee filings status.
06/12/24	S. Ruben	0.20	152.00	Correspond with D. Golynskiy re forthcoming fee applications (.1); review interim comp procedures (.1).
06/26/24	S. Ruben	0.40	304.00	Correspond with D. Golynskiy, T. Labuda, and team re final fee application (.1); correspond with T. Labuda re the same (.1); draft final fee application (.1); discuss final fee application with E. Chew (.1).

Shoes for Crews LLC

July 2, 2024

Matter: 15806325-000004

Invoice No.: 2763287

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
06/26/24	T. Labuda	0.20	290.00	Emails with client team and Ruben re final fee application.
06/26/24	E. Chew	1.70	1,496.00	Review docket; draft final fee application
06/28/24	S. Ruben	0.10	76.00	Correspond with D. Golynskiy, T. Labuda, and team re final fee application.
06/28/24	E. Chew	1.50	1,320.00	Draft final fee application
Total Hours		5.70		
Fee Amount				\$ 5,199.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
T. Labuda	\$ 1,450.00	0.70	\$ 1,015.00
E. Chew	\$ 880.00	3.20	\$ 2,816.00
S. Ruben	\$ 760.00	<u>1.80</u>	<u>\$ 1,368.00</u>
Totals		5.70	\$ 5,199.00
Fee Total		\$ 5,199.00	
Invoice Total		<u>\$ 5,199.00</u>	

Solomon Partners Securities, LLC
Attn: Carlo Caponi
1345 Avenue of the Americas
31st Floor
New York NY 10105
United States

July 12, 2024

Invoice No. 2765608

Client/Matter: 15806325-000004

Shoes for Crews LLC

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at 1 312 876 8000

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Suite 5900
Chicago, Illinois 60606-6361

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Solomon Partners Securities, LLC
Attn: Carlo Caponi
1345 Avenue of the Americas
31st Floor
New York NY 10105
United States

July 12, 2024

Invoice No. 2765608

Client/Matter: 15806325-000004

Shoes for Crews LLC

For Professional Services Rendered through July 12, 2024:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
07/01/24	E. Chew	3.30	2,904.00	Draft final fee application
07/01/24	T. Labuda	0.50	725.00	Emails with client team re final fee application calculations (.3); emails and conference with Chew re draft final fee application (.2).
07/02/24	E. Chew	2.00	1,760.00	Update draft final fee application
07/02/24	T. Labuda	0.80	1,160.00	Review and comment on final fee application (.5); emails and conference with Chew re final fee application (.3).
07/05/24	E. Chew	1.00	880.00	Finalize final fee application and email communication with client re same
07/05/24	T. Labuda	0.80	1,160.00	Review and comment on revised final fee application (.4); conference with Chew re final fee application comments (.2); emails with client team re fee calculation (.2).
07/08/24	T. Labuda	0.30	435.00	Emails with Ruben and client re fee application charts (1); conference with Chew re fee application status (.2).
07/10/24	T. Labuda	0.20	290.00	Emails with client team and Chew re revised final fee application.
07/11/24	E. Chew	1.40	1,232.00	Review exhibits for final fee application (1); email correspondence with T. Labuda, client team, and debtor counsel re final fee application (.4)
07/11/24	T. Labuda	0.20	290.00	Emails with Chew re final fee application revisions (.1); emails with Chew and Debtor counsel re final fee application logistics (.1).
Total Hours		10.50		
Fee Amount				\$ 10,836.00

Shoes for Crews LLC

July 12, 2024

Matter: 15806325-000004

Invoice No.: 2765608

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
T. Labuda	\$ 1,450.00	2.80	\$ 4,060.00
E. Chew	\$ 880.00	<u>7.70</u>	<u>\$ 6,776.00</u>
Totals		10.50	\$ 10,836.00
Fee Total	\$ 10,836.00		
Invoice Total	<u>\$ 10,836.00</u>		

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Never Slip Holdings, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10663 (LSS)

(Jointly Administered)

Obj. Deadline: September 6, 2024, at 4:00 p.m. (ET)

Hearing Date: September 13, 2024 at 2:00 p.m. (ET)

**NOTICE OF FINAL APPLICATION OF SOLOMON PARTNERS SECURITIES, LLC
FOR COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS INVESTMENT BANKER TO THE
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD
FROM APRIL 1, 2024 TO AND INCLUDING JULY 1, 2024**

PLEASE TAKE NOTICE that on August 22, 2024, the above captioned debtor and debtors in possession (the “Debtors”) by and through their undersigned counsel, filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) the *Final Application of Solomon Partners Securities, LLC for Compensation for Services Rendered and for Reimbursement of Expenses as Investment Banker to the Debtors and Debtors in Possession for the Period from April 1, 2024 to and Including July 1, 2024* (the “Application”), a copy of which is being served on you with this notice.

PLEASE TAKE FURTHER NOTICE that, objections, if any, to the entry of an order approving the Application, must be filed on or before **September 6, 2024 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that at the same time, you must serve a copy of the response on the following parties (collectively, the “Notice Parties”) so as to be received on or before the Objection Deadline:

- (i) Counsel to Solomon Partners Securities, LLC, Dentons US LLP, 233 South Wacker Drive, Suite 5900, Chicago, IL 60606-6361 (Attn: Elysa Chew and Thomas Laboda, email: elysa.chew@dentons.com and Thomas.labuda@dentons.com);

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Never Slip Holdings, Inc. (5010); Never Slip TopCo, Inc. (8956); SHO Holding I Corporation (7699); SHO Holding II Corporation (7738); Shoes For Crews, Inc. (9679); SFC Holdings, Inc. (8908); SFC Holdings, LLC (2357); Shoes for Crews, LLC (2362); SRS/MKS, L.L.C. (7003); Shoes for Crews Canada, Ltd. (0085); SFC Canada, Inc. (1314); and Sunrise Enterprises, LLC (4516). The Debtors’ service address is 5000 T-Rex Avenue, Suite 100, Boca Raton, FL 33431.

- (ii) co-counsel to the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036 (Attn: Gregg M. Galardi and Cristine Pirro Schwarzman, email: gregg.galardi@ropesgray.com and cristine.schwarzman@ropesgray.com) and Chipman Brown Cicero & Cole, LLP, Hercules Plaza, 1313 N. Market Street, Suite 5400, Wilmington, DE 19801 (Attn: Mark L. Desgrosseilliers, email: desgross@chipmanbrown.com);
- (iii) counsel to Antares Capital LP, as administrative agent, under the Debtors' First Lien Credit Agreement and the Debtors' Sidecar Credit Agreement, Paul Hastings LLP (Attn: Lindsey Henrikson and Matthew Warren, email: lindseyhenrikson@paulhastings.com and mattwarren@paulhastings.com) and Young Conaway Stargatt & Taylor, LLP (Attn: Kara Hammond Coyle, email: kcoyle@ycst.com);
- (iv) counsel to Ares Capital Corporation, as administrative agent, under the Debtors' Second Lien Credit Agreement, Proskauer Rose LLP (Attn: David M. Hillman and Justin Breen, email: DHillman@proskauer.com and JBreen@proskauer.com); and
- (v) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Linda Casey and Fang Bu, email: Linda.Casey@usdoj.gov and Fang.Bu@usdoj.gov).

PLEASE TAKE FURTHER NOTICE that a hearing on the Application will be held on **September 13, 2024 at 2:00 p.m. (ET)** before the Honorable Laurie Selber Silverstein, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: August 22, 2024
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE, LLP

/s/ Mark L. Desgrosseilliers

Mark L. Desgrosseilliers (No. 4083)
Hercules Plaza
1313 North Market Street, Suite 5400
Wilmington, Delaware 19801
Telephone: (302) 295-0192
Email: desgross@chipmanbrown.com

-and-

ROPES & GRAY LLP

Gregg M. Galardi (No. 2991)
Cristine Pirro Schwarzman (admitted *pro hac vice*)
1211 Avenue of the Americas
New York, New York 10036
Telephone: (212) 596-9000
Facsimile: (212) 596-9090
E-mail: gregg.galardi@ropesgray.com
cristine.schwarzman@ropesgray.com

-and-

ROPES & GRAY LLP

Conor P. McNamara (admitted *pro hac vice*)
191 North Wacker Drive, 32nd Floor
Chicago, Illinois 60606
Telephone: (312) 845-1200
Facsimile: (312) 845-5500
E-mail: conor.mcnamara@ropesgray.com

Counsel to the Debtors and Debtors in Possession