

Lorenzo Marinuzzi, Esq. (NJ Bar No. 030421996)
Theresa A. Foudy, Esq. (admitted *pro hac vice*)
Doug Mannal, Esq. (admitted *pro hac vice*)
Benjamin Butterfield, Esq. (admitted *pro hac vice*)
Raff Ferraioli, Esq. (admitted *pro hac vice*)
MORRISON & FOERSTER LLP
250 West 55th Street
New York, New York 10019-9601
Tel: (212) 468-8000
Fax: (212) 468-7900
Email: lmarinuzzi@mofo.com
tfoudy@mofo.com
dmannal@mofo.com
bbutterfield@mofo.com
rferraioli@mofo.com

James S. Carr, Esq.
Connie Y. Choe, Esq.
KELLEY DRYE & WARREN LLP
One Jefferson Road, 2nd Floor
Parsippany, NJ 07054
Tel: (973) 503-5900
Fax: (973) 503-5950
Email: jcarr@kelleydrye.com
cchoe@kelleydrye.com

*Proposed Counsel to the Official Committee
of Unsecured Creditors*

*Proposed Co-Counsel to the Official
Committee of Unsecured Creditors*

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

In re:

THRASIO HOLDINGS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11840 (CMG)

(Jointly Administered)

**Hearing: Only if an Objection is Timely Filed
Objection Deadline: April 22, 2024**

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF THRASIO HOLDINGS, INC., *ET AL.*, FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON &
FOERSTER LLP AS COUNSEL EFFECTIVE AS OF MARCH 14, 2024**

The Official Committee of Unsecured Creditors (the “Committee”) of Thrasio Holdings, Inc., *et al.*, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), submits this application (the “Application”) for the entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the retention and employment of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”) as its counsel effective as of March 14, 2024, pursuant

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



to Sections 328(a) and 1103(a) of the Bankruptcy Code, Rule 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rules 2014-1 and 2016-1(a) of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”).

In support of this Application, the Committee also files the (a) *Declaration of Lorenzo Marinuzzi of Morrison & Foerster LLP in Support of the Application of the Official Committee of Unsecured Creditors of Thrasio Holdings, Inc., et al., for Entry of an Order Authorizing the Employment and Retention of Morrison & Foerster LLP as Counsel Effective as of March 14, 2024* (the “Marinuzzi Declaration”), attached hereto as **Exhibit B**, and (b) *Declaration of Kyle McGetrick in Support of the Application of the Official Committee of Unsecured Creditors of Thrasio Holdings, Inc., et al., for Entry of an Order Authorizing the Employment and Retention of Morrison & Foerster LLP as Counsel Effective as of March 14, 2024* (the “McGetrick Declaration”), attached hereto as **Exhibit C**, and respectfully represents as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Standing Order of Reference to the Bankruptcy Court under Title 11* of the United States District Court for the District of New Jersey, dated as of September 18, 2012. A proceeding to consider and grant such relief is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief sought herein are sections 327, 328(a), 330, 331 and 1103(a) of the Bankruptcy Code. Relief is also proper pursuant to Bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1(a). The relief requested is consistent with the U.S. Trustee Guidelines.

BACKGROUND

4. On February 28, 2024 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court (the “Chapter 11 Cases”). Since the Petition Date, the Debtors have remained in possession of their assets and have continued to operate and manage their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On March 12, 2024, the Office of the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code. *See Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 163].²

6. On March 14, 2024, the Committee selected Morrison & Foerster as lead counsel. On March 15, 2024, the Committee selected Kelley Drye & Warren, LLP (“KDW”) as co-counsel and Province, LLC (“Province”) as financial advisor in connection with the Chapter 11 Cases, subject to Court approval. The Committee selected Mellow Militia, LLC as its chair (the “Chair”).

RELIEF REQUESTED

7. Subject to this Court’s approval, by this Application, the Committee seeks to employ Morrison & Foerster as its counsel in connection with the prosecution of these Chapter 11 Cases and all related matters, effective as of March 14, 2024. Pursuant to Sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014, and Local Rule 2014-1, the Committee respectfully requests entry of the proposed order attached hereto as **Exhibit A**, authorizing the Committee to employ and retain Morrison & Foerster as its counsel during these Chapter 11 Cases.

² The Committee consists of the following seven members: (1) Anthony J. DeCarlo, individually; (2) Cecilio Musical Instruments, Inc.; (3) GXO Logistics Supply Chain, Inc.; (4) Mellow Militia, LLC; (5) The California Beach Co.; (6) Word Ape, LLC f/k/a ChomChom; and (7) YH Goods.

RETENTION OF MORRISON & FOERSTER

8. The Committee anticipates that Morrison & Foerster will, in connection with these Chapter 11 Cases and subject to orders of this Court, provide a range of services to the Committee,³ including, but not limited to, the following:

- (a) advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- (b) assisting and advising the Committee in its consultation with the Debtors relative to the administration of these Chapter 11 Cases;
- (c) attending meetings and negotiating with the representatives of the Debtors and other parties in interest;
- (d) assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- (e) assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to Section 363 of the Bankruptcy Code;
- (f) assisting the Committee in the review, analysis, and negotiation of any Chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- (g) taking all necessary action to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- (h) generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- (i) appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and

³ By separate application the Committee has filed an application to retain KDW as co-counsel to the Committee. Morrison & Foerster will coordinate the division of responsibilities with KDW throughout the engagement to ensure that there is no duplication of services rendered on the Committee's behalf.

- (j) performing all other necessary legal services in these cases as may be directed by the Committee.

9. Morrison & Foerster intends to work closely with the Debtors' representatives and the other professionals retained by the Committee to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

10. With offices in New York, Los Angeles, San Francisco, San Diego, and Washington, D.C., among other locations both domestic and in Europe and Asia, Morrison & Foerster is an internationally recognized law firm. Morrison & Foerster has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of creditors' rights and business reorganization under Chapter 11 of the Bankruptcy Code. That expertise includes representing official creditors' committees in large and complex bankruptcy cases. For example, the professionals that will be primarily responsible for this engagement have represented official creditors' committees in the bankruptcies of Wesco Aircraft Holdings, Inc., Peer Street, Inc., Clovis Oncology, Inc., Valaris plc, Murray Energy Holdings Co, Westmoreland Coal Company, Cloud Peak Energy Inc., Armstrong Energy, Inc., Peabody Energy Corp., Walter Energy, Inc., Patriot Coal Corp., Windstream Holdings, Inc., Northwest Airlines, Aloha Airlines, Eclipse Aviation, Gemini Airgroup, Global Aviation Holdings, Hawaiian Airlines, Independence Air, Mesa Airgroup, The NORDAM Group, U.S. Airways, Energy Future Holdings Corp., Avaya, Inc., 21st Century Oncology Holdings, Inc., and UCI International, LLC, among others. Since the Committee's appointment, Morrison & Foerster has been working closely with the Debtors and other parties in interest to become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these Chapter 11 Cases. The Committee believes that Morrison & Foerster is well qualified to represent the Committee in these proceedings in an efficient and timely manner and that the employment of Morrison & Foerster to provide the

services described above and other such services as may be necessary for the Committee to satisfy its obligations to the Debtors' unsecured creditor constituency is appropriate and in the best interests of the Debtors' estates and their creditors.

PROFESSIONAL COMPENSATION

11. Morrison & Foerster intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses in connection with these Chapter 11 Cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, established by the Executive Office for the United States Trustee (the "U.S. Trustee Guidelines"), the *Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court* [Docket No. 290] (the "Compensation Order"), and any other applicable procedures and orders of the Court (collectively, the "Fee Guidelines").

12. Morrison & Foerster's hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one's field and are subject to periodic adjustments to reflect economic and other conditions.⁴ In particular, Morrison & Foerster's standard hourly rates for matters that may be implicated in these Chapter 11 Cases will range as follows:

⁴ As set forth in the proposed order, Morrison & Foerster will provide ten (10) business days' notice to the Committee, the Debtors, and the U.S. Trustee before implementing any periodic increases, and will file such notice with the Court.

Billing Category	2024 U.S. Range
Partners and Senior Of Counsel	\$1,325 - \$2,250
Of Counsel	\$1,135 - \$1,750
Associates	\$725 - \$1,295
Paraprofessionals	\$360 - \$600

13. Consistent with the Firm’s policy with respect to its other clients, Morrison & Foerster will also seek to be reimbursed, subject to the Court’s approval, for all actual out-of-pocket expenses incurred by Morrison & Foerster on the Committee’s behalf, such as travel expenses, “working meals” and transportation, computer-assisted legal research, photocopying, postage, overnight courier expenses, and other disbursements, as more fully set forth in the Marinuzzi Declaration. Morrison & Foerster intends that all requests for reimbursement of expenses will be consistent with the Fee Guidelines.

14. No promises were received by Morrison & Foerster, any partner, any attorney who is “of counsel” to Morrison & Foerster, or any associate of Morrison & Foerster, as to compensation in connection with these Chapter 11 Cases, other than in accordance with the provisions of the Bankruptcy Code. Neither Morrison & Foerster, nor any partner of Morrison & Foerster, any attorney who is “of counsel” to Morrison & Foerster, or any associate of Morrison & Foerster, has any agreement with any other entity to share with such entity any compensation received by Morrison & Foerster in connection with these Chapter 11 Cases.

NO ADVERSE INTEREST

15. Based upon the Marinuzzi Declaration filed herewith, the Committee is satisfied that (a) Morrison & Foerster is a “disinterested person” within the meaning of Section 101(14) of the Bankruptcy Code, as required by Section 328 of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors, their estates, their creditors, or the Committee and the

members thereof; (b) Morrison & Foerster does not represent any entity having an adverse interest in connection with the Chapter 11 Cases as required by Section 1103 of the Bankruptcy Code; and (c) to best of the Committee's knowledge, Morrison & Foerster has no connection to the Debtors, their estates, their creditors, the Committee and the members thereof, or other parties in interest except as disclosed in the Marinuzzi Declaration.

RETROACTIVE RETENTION

16. The Committee requests approval of the employment of Morrison & Foerster as its counsel effective as of March 14, 2024. Such relief is warranted by the circumstances presented by these Chapter 11 Cases. Upon its selection as counsel, Morrison & Foerster was required to immediately commence work on time-sensitive matters and promptly devote substantial resources to these Chapter 11 Cases pending submission and approval of this Application. The Third Circuit has identified "time pressure to begin service" and absence of prejudice as factors favoring retroactive approval of retention. *See In re Arkansas Co. Inc.*, 798 F.2d 645, 650 (3d Cir. 1986); *see also In re Indian River Homes, Inc.*, 108 B.R. 46, 52 (D. Del. 1989). Morrison & Foerster has provided, and will continue to provide, valuable services to the Committee.

NO PRIOR REQUEST

17. No prior application for the relief requested herein has been presented to this Court or any other court.

NOTICE

18. Notice of this Application will be provided to: (a) the Debtors; (b) counsel to the Debtors; (c) the office of the United States Trustee for the District of New Jersey; (d) counsel to the Ad Hoc First Lien Group; (e) counsel to the DIP Lenders; (f) counsel to the Administrative Agent under the Revolving Credit Facility; (f) any other person or entity entitled

to notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Committee respectfully submits that no further notice of the Application is necessary or required.

CONCLUSION

WHEREFORE, the Committee hereby respectfully requests that the Court (a) enter the proposed order, substantially in the form attached hereto as **Exhibit A**, authorizing the Committee to retain and employ Morrison & Foerster as its counsel in these Chapter 11 Cases, effective as of March 14, 2024, and (b) provide the Committee with such other and further relief as the Court may deem just and proper.

Dated: April 15, 2024

Respectfully submitted,

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF THRASIO HOLDINGS, INC., *et al.*,

By: /s/ Kyle McGetrick
Kyle McGetrick of Mellow Militia, LLC

Chairperson of the Official Committee of Unsecured
Creditors of Thrasio Holdings, Inc, *et al.*,⁵

⁵ Under the Bylaws and Procedural Rules for the Official Committee of Unsecured Creditors of Thrasio Holdings, Inc, *et al.*, Mellow Militia, LLC, as Chairperson of the Committee has authority to act on behalf of the Committee as appropriate to implement decisions of the Committee made in accordance with the Bylaws.

EXHIBIT A

PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

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

Lorenzo Marinuzzi, Esq. (NJ Bar No. 030421996)
Theresa A. Foudy, Esq. (admitted *pro hac vice*)
Doug Mannal, Esq. (admitted *pro hac vice*)
Raff Ferraioli, Esq. (admitted *pro hac vice*)
Darren Smolarski, Esq. (NJ Bar No. 307592020)

MORRISON & FOERSTER LLP

250 West 55th Street
New York, New York 10019-9601
Tel: (212) 468-8000
Fax: (212) 468-7900
Email: lmarinuzzi@mofo.com
tfoudy@mofo.com
dmannal@mofo.com
rferraioli@mofo.com
dsmolarski@mofo.com

*Proposed Counsel to the Official
Committee of Unsecured Creditors*

James S. Carr, Esq.
Connie Y. Choe, Esq.

KELLEY DRYE & WARREN LLP

One Jefferson Road, 2nd Floor
Parsippany, New Jersey 07054
Tel: (973) 503-5900
Fax: (973) 503-5950
Email: jcarr@kelleydrye.com
cchoe@kelleydrye.com

*Proposed Co-Counsel to the Official
Committee of Unsecured Creditors*

In re:

THRASIO HOLDINGS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11840 (CMG)

(Jointly Administered)

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

(Page | 2)

Debtors: THRASIO HOLDINGS, INC., *et al.*

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., ET AL. EFFECTIVE AS OF MARCH 14, 2024

ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., *ET AL.*
EFFECTIVE AS OF MARCH 14, 2024

The relief set forth on the following pages, numbered three (3) through seven (7), is hereby

ORDERED.

(Page | 3)

Debtors: THRASIO HOLDINGS, INC., *et al.*

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., ET AL. EFFECTIVE AS OF MARCH 14, 2024

Upon the application (the “Application”)¹ of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) for entry of an order authorizing the Committee to employ and retain Morrison & Foerster LLP (“Morrison & Foerster”) as its counsel, effective as of March 14, 2024, the date the Committee determined to employ and retain Morrison & Foerster as its counsel in these Chapter 11 Cases, pursuant to Sections 328(a) and 1103(a) of the Bankruptcy Code; and upon the *Declaration of Lorenzo Marinuzzi of Morrison & Foerster LLP in Support of Application of the Official Committee of Unsecured Creditors of Thrasio Holdings, Inc., for Entry of an Order Authorizing the Employment and Retention of Morrison & Foerster LLP as Counsel Effective as of March 14, 2024* (the “Marinuzzi Declaration”), attached to the Application as **Exhibit B**, and *Declaration of Kyle McGetrick in Support of the Application of the Official Committee of Unsecured Creditors of Thrasio Holdings, Inc., et al., for Entry of an Order Authorizing the Employment and Retention of Morrison & Foerster LLP as Counsel Effective as of March 14, 2024* (the “McGetrick Declaration” and with the Marinuzzi Declaration, the “Declarations”), attached to the Application as **Exhibit C**; and this Court having jurisdiction pursuant to Sections 157 and 1334 of Title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to Sections 1408 and 1409 of Title 28 of the United States Code; and this Court being satisfied that notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances and no further or other

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

(Page | 4)

Debtors: THRASIO HOLDINGS, INC., *et al.*

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., ET AL. EFFECTIVE AS OF MARCH 14, 2024

notice need be given; and this Court being satisfied, based on the representations made in the Application and the Marinuzzi Declaration, that Morrison & Foerster (a) does not represent or hold any interest adverse to the Committee in connection with these Chapter 11 Cases, (b) is a “disinterested person” as such term is defined in Section 101(14) of the Bankruptcy Code, and (c) does not represent any entity having an adverse interest in connection with the Chapter 11 Cases as required by Section 1103 of the Bankruptcy Code; and this Court having determined that the legal and factual bases set forth in the Application and the Declarations establish good cause for the relief granted herein:

1. The Application is granted and approved as set forth herein effective as of March 14, 2024.

2. In accordance with Section 1103(a) of the Bankruptcy Code and, with respect to Morrison & Foerster’s hourly rates, Section 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Committee is authorized to employ and to retain Morrison & Foerster as its counsel in these Chapter 11 Cases, on the terms and conditions set forth in the Application and the Marinuzzi Declaration, as modified by the terms of this order.

3. Morrison & Foerster shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with Sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, any case-specific fee protocols approved by this Court after notice and a hearing pursuant to any other applicable procedures and orders of this Court. Morrison & Foerster shall make a reasonable effort to comply with the U.S. Trustee’s requests for

(Page | 5)

Debtors: THRASIO HOLDINGS, INC., *et al.*

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., ET AL. EFFECTIVE AS OF MARCH 14, 2024

information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, both in connection with the Application and any interim and final fee application(s) to be filed by Morrison & Foerster in these Chapter 11 Cases.

4. Notwithstanding anything to the contrary in the Application, Morrison & Foerster shall not seek reimbursement of any fees or costs from the estate arising from the defense of any of Morrison & Foerster's monthly fee statements or fee applications in these Chapter 11 Cases.

5. Morrison & Foerster shall provide ten (10) business days' notice to the U.S. Trustee, the Debtors, and the Committee appointed in these Chapter 11 Cases in connection with any subsequent increase of the hourly rates listed in the Application and shall file such notice with this Court. The U.S. Trustee and the Debtors retain all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided in Section 330 of the Bankruptcy Code, and this Court retains the right to review any rate increase pursuant to Section 330 of the Bankruptcy Code.

6. To the extent that this order is inconsistent with the Application or the Declarations, the terms of this order shall govern.

7. The Committee and Morrison & Foerster are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this order in accordance with the Application, including, without limitation, executing any additional or supplemental documents incidental to the relief granted herein.

(Page | 6)

Debtors: THRASIO HOLDINGS, INC., *et al.*

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., ET AL. EFFECTIVE AS OF MARCH 14, 2024

8. Morrison & Foerster shall (i) only bill fifty percent (50%) for non-working travel; and (ii) provide any and all monthly fee statements, interim fee applications and final fee applications in “LEDES” format to the U.S. Trustee.

9. Notwithstanding anything in the Application to the contrary, Morrison & Foerster shall, to the extent that Morrison & Foerster uses the services of contract attorneys, independent contractors or subcontractors (collectively, the “Contractors”) in the chapter 11 cases, (i) pass through the cost of such Contractors at the same rate that Morrison & Foerster pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors (to the extent they are attorneys, or accountants) (A) are subject to the same conflict checks and disclosures as required by Morrison & Foerster and (B) file with the Court such disclosures required by Bankruptcy Rule 2014; and (iv) attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in these cases.

10. No agreement or understanding exists between Morrison & Foerster and any other person, other than as permitted by section 504 of the Bankruptcy Code, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Morrison & Foerster share or agree to share compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by section 504 of the Bankruptcy Code.

11. Morrison & Foerster will review its files periodically during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Morrison & Foerster will use

(Page | 7)

Debtors: THRASIO HOLDINGS, INC., *et al.*

Case No. 24-11840-CMG

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO HOLDINGS, INC., ET AL. EFFECTIVE AS OF MARCH 14, 2024

reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

12. To avoid any duplication of effort and to provide services to the Committee in the most efficient and cost-effective manner, Morrison & Foerster shall coordinate with the other Committee professionals regarding their respective responsibilities in the Chapter 11 Cases. As such, Morrison & Foerster shall use its best efforts to avoid duplication of services provided by any of the Committee's other retained professionals.

13. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

14. The terms and conditions of this order shall be immediately effective and enforceable upon its entry.

15. This Court has and shall retain exclusive jurisdiction to hear and determine all matters arising from the implementation, interpretation, and enforcement of this order.

EXHIBIT B

Declaration of Lorenzo Marinuzzi

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

In re:

THRASIO HOLDINGS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11840 (CMG)

(Jointly Administered)

**DECLARATION OF LORENZO MARINUZZI IN SUPPORT OF APPLICATION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO
HOLDINGS, INC. *ET AL.*, FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS
COUNSEL EFFECTIVE AS OF MARCH 14, 2024**

I, Lorenzo Marinuzzi, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner in the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), with offices at 250 West 55th Street, New York, New York 10019, among other locations, and I am duly authorized to make this declaration (the “Declaration”) on behalf of Morrison & Foerster. I am an attorney duly admitted and in good standing to practice before the Bar of the State of New York, the United States Court of Appeals for the Second Circuit, and the United States District Court for the Southern and Eastern Districts of New York. There are no disciplinary proceedings pending against me.

2. I submit this declaration pursuant to Section 1103 of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Rules 2014-1 in support of the accompanying application (the “Application”)² of the Official Committee of Unsecured Creditors (the

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

² Capitalized terms not defined herein shall have the meanings given to them in the Application.

“Committee”) of Thrasio Holdings, Inc., *et al.* (collectively, the “Debtors”), for entry of an order authorizing the retention and employment of Morrison & Foerster as counsel to the Committee, effective as of March 14, 2024.

3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires amendment or modification upon Morrison & Foerster’s completion of further analysis or as additional information becomes available to Morrison & Foerster, a supplemental declaration will be submitted to the Court. Subject to the approval of this Court and in compliance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules and the Local Rules, Morrison & Foerster intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases, plus reimbursement of actual, necessary expenses and other charges incurred by Morrison & Foerster during the Chapter 11 Cases.

SERVICES TO BE PROVIDED

4. With offices in New York, Los Angeles, San Francisco, San Diego, and Washington, D.C., among other locations both domestic and in Europe and Asia, Morrison & Foerster is an internationally recognized law firm. Morrison & Foerster has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of creditors’ rights and business reorganization under Chapter 11 of the Bankruptcy Code. That expertise includes representing official creditors’ committees in large and complex bankruptcy cases. For example, the professionals that will be primarily responsible for this engagement have represented official creditors’ committees in the bankruptcies of Wesco Aircraft Holdings, Inc., Peer Street, Inc., Clovis Oncology, Inc., Valaris plc, Murray Energy Holdings Co, Westmoreland Coal Company, Cloud Peak Energy Inc., Armstrong Energy, Inc., Peabody Energy Corp., Walter

Energy, Inc., Patriot Coal Corp., Windstream Holdings, Inc., Northwest Airlines, Aloha Airlines, Eclipse Aviation, Gemini Airgroup, Global Aviation Holdings, Hawaiian Airlines, Independence Air, Mesa Airgroup, The NORDAM Group, U.S. Airways, Energy Future Holdings Corp., Avaya, Inc., 21st Century Oncology Holdings, Inc., and UCI International, LLC, among others. Since the Committee's appointment, Morrison & Foerster has been working closely with the Debtors and other parties in interest to become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these Chapter 11 Cases. I believe that Morrison & Foerster is well qualified to represent the Committee in these proceedings in an efficient and timely manner and that the employment of Morrison & Foerster to provide the services described herein and other such services as may be necessary for the Committee to satisfy its obligations to the Debtors' unsecured creditor constituency is appropriate and in the best interests of the Debtors' estates and their creditors.

5. In connection with these Chapter 11 Cases and subject to orders of this Court, the Committee has requested court authorization to retain Morrison & Foerster as counsel for the Committee to provide a range of services to the Committee,³ including, but not limited to, the following:

- (a) advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- (b) assisting and advising the Committee in its consultation with the Debtors relative to the administration of these Chapter 11 Cases;
- (c) attending meetings and negotiating with the representatives of the Debtors and other parties in interest;

³ By separate application the Committee has filed an application to retain Kelley Drye & Warren, LLP ("KDW") as co-counsel to the Committee. Morrison & Foerster will coordinate the division of responsibilities with KDW throughout the engagement to ensure that there is no duplication of services rendered on the Committee's behalf.

- (d) assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- (e) assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to Section 363 of the Bankruptcy Code;
- (f) assisting the Committee in the review, analysis, and negotiation of any Chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- (g) taking all necessary action to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- (h) generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- (i) appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- (j) performing all other necessary legal services in these cases as may be directed by the Committee.

PROFESSIONAL COMPENSATION

6. Morrison & Foerster intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses in connection with these Chapter 11 Cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, established by the Executive Office for the United States Trustee (the "U.S. Trustee Guidelines"), and the *Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court* [Docket No. 290],

as well as any other applicable procedures and orders of the Court (collectively, the “Fee Guidelines”).

7. Morrison & Foerster’s hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one’s field and are subject to periodic adjustments to reflect economic and other conditions.⁴ In particular, Morrison & Foerster’s standard hourly rates for matters that may be implicated in these Chapter 11 Cases will range as follows:

Billing Category	2024 U.S. Range
Partners and Senior Of Counsel	\$1,325 - \$2,250
Of Counsel	\$1,135 - \$1,750
Associates	\$725 - \$1,295
Paraprofessionals	\$360 - \$600

8. Consistent with the Firm’s policy with respect to its other clients, Morrison & Foerster will also seek to be reimbursed, subject to the Court’s approval, for all actual out-of-pocket expenses incurred by Morrison & Foerster on the Committee’s behalf, such as travel expenses, “working meals” and transportation, computer-assisted legal research, photocopying, postage, overnight courier expenses, and other disbursements, as more fully set forth in the Marinuzzi Declaration. Morrison & Foerster intends that all requests for reimbursement of expenses will be consistent with the Fee Guidelines.

⁴ As set forth in the proposed order, Morrison & Foerster will provide ten (10) business days’ notice to the Committee, the Debtors, and the U.S. Trustee before implementing any periodic increases, and will file such notice with the Court.

9. No promises were received by Morrison & Foerster, any partner, any attorney who is “of counsel” to Morrison & Foerster, or any associate of Morrison & Foerster, as to compensation in connection with these Chapter 11 Cases, other than in accordance with the provisions of the Bankruptcy Code. Neither Morrison & Foerster, nor any partner of Morrison & Foerster, any attorney who is “of counsel” to Morrison & Foerster, or any associate of Morrison & Foerster, has any agreement with any other entity to share with such entity any compensation received by Morrison & Foerster in connection with these Chapter 11 Cases.

DISINTERESTEDNESS AND DISCLOSURE OF CONNECTIONS

10. In connection with its proposed retention by the Committee in these Chapter 11 Cases, Morrison & Foerster undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Committee. Specifically, Morrison & Foerster obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these Chapter 11 Cases (the “Potential Interested Parties”) and such parties are listed on **Schedule 1** attached hereto.

11. Morrison & Foerster’s New Business Department, under the supervision of attorneys in Morrison & Foerster’s Business Restructuring & Insolvency Group, conducted an internal search in Morrison & Foerster’s computerized conflict database for its connections to the entities listed on **Schedule 1** attached hereto. An attorney then reviewed the results and removed from consideration obvious name coincidences or other “false hits.” In addition, after Morrison & Foerster identified all potential client relationships with the Potential Interested Parties in the past three years, Morrison & Foerster circulated a survey email to the billing, supervising, and/or other relationship attorney at Morrison & Foerster with respect to such clients asking for a response

as to whether the attorney was aware of any connection between Morrison & Foerster's representation of such clients and the Debtors and these Chapter 11 Cases, and that inquiry did not reveal any connections, except to the extent set forth herein or on **Schedule 2**. Additionally, to the extent that I have been able to ascertain that Morrison & Foerster has been retained within the last three years to represent any of the Potential Interested Parties (or their affiliates, as the case may be) in matters unrelated to these Chapter 11 Cases, such facts are disclosed on **Schedule 2** attached hereto. Fees collected on account of Morrison & Foerster's representations of the interested parties identified in **Schedule 2** each accounted for, individually, less than one percent of Morrison & Foerster's fee receipts for the 2023 calendar year unless otherwise noted herein.

12. Morrison & Foerster and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these Chapter 11 Cases in connection with matters unrelated to the Debtors and these Chapter 11 Cases. Morrison & Foerster has searched on its electronic database for its connection to the entities listed on **Schedule 1** attached hereto. The information listed on **Schedule 1** may have changed without our knowledge and may change during the pendency of these Chapter 11 Cases. Accordingly, Morrison & Foerster will update this Declaration as necessary and when Morrison & Foerster becomes aware of additional material information. The following is a list of the categories that Morrison & Foerster has searched:

- (a) Debtors & Non-Debtor Affiliates
- (b) Debtors' Bankruptcy Professionals
- (c) Bankruptcy Court Professionals
- (d) Benefit Providers
- (e) Competitor
- (f) Contract Counterparties

- (g) Contract Counterparties & Litigation Party
- (h) Creditor Professionals
- (i) Customers
- (j) Depository Banks
- (k) Directors and Officers
- (l) Insurance Providers
- (m) Lienholders
- (n) Letter of Credit Providers
- (o) Litigation Parties
- (p) Litigation Parties' Counsel
- (q) Oaktree Representation
- (r) Ordinary Course Professionals
- (s) Prospective Capital Providers
- (t) Prospective New Capital Provider Professional
- (u) Real Estate Lessors/Landlords
- (v) Secured Lenders
- (w) Shareholders
- (x) Suppliers and Vendors
- (y) Suppliers and Vendors & Litigation Parties
- (z) Surety Beneficiary
- (aa) Surety Issuer
- (bb) Tax Advisor
- (cc) Taxing Authorities
- (dd) Temporary Labor/Staffing Agencies
- (ee) Unsecured Creditors

(ff) Utility Providers

13. Listed on **Schedule 2** to this Declaration are the results of Morrison & Foerster's conflicts searches of the above-listed entities.⁵ This search revealed that certain Potential Interested Parties are or may be currently represented by Morrison & Foerster. Based on the results of this search, and through direct inquiries with Morrison & Foerster attorneys, Morrison & Foerster determined that the representation of the Interested Parties disclosed on **Schedule 2** hereto concerned matters in which such clients were not adverse to the Debtors, the Debtors' estates, or the members of the Committee, except as otherwise set forth herein.

14. For the avoidance of doubt, Morrison & Foerster will not commence a cause of action in these Chapter 11 Cases against the entities listed on **Schedule 2** that are clients with an "active representation" (including entities listed below under the "Specific Disclosures" section of this Declaration) unless Morrison & Foerster has an applicable waiver on file or first receives a waiver from such entity allowing Morrison & Foerster to commence such an action. To the extent that a waiver does not exist or is not obtained from such entity, and it is necessary for the Committee to commence an action against that entity, the Committee will be represented in such particular matter by KDW or other conflicts counsel.

⁵ As a general matter, Morrison & Foerster discloses active representations as well as inactive representations if (a) there was time billed within the three (3) years of the date of the disclosure, or (b) if the representation was ended within three (3) years of the date of the disclosure and time was billed within three (3) years of the date of the disclosure, but does not disclose connections if time was billed prior to such dates. The list generated from Morrison & Foerster's conflicts search system is over-inclusive. Whether an actual client relationship exists can only be determined by reference to the documents governing Morrison & Foerster's representation rather than its potential listing in Morrison & Foerster's conflicts search system. As referenced in **Schedule 2**, the term "active representation" means an entity listed as a client in Morrison & Foerster's conflicts search system to whom time was posted in the 2024 calendar year and for which the client representation remains open. As referenced in **Schedule 2**, the term "inactive representation" means an entity listed as a client in Morrison & Foerster's conflicts search system to whom time was posted (a) during the 2021, 2022, or 2023 calendar years, but not the 2024 calendar year, or (b) during the 2021, 2022, or 2023 calendar years, but for which the client representation has been closed. **Schedule 2** does not disclose connections to "co-clients" if such entities are not otherwise clients with an "active representation" or an "inactive representation." If a Morrison & Foerster client was a "hit" for more than one Potential Interested Party Searched, then that representation is only disclosed once on **Schedule 2**.

15. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Morrison & Foerster, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the U.S. Trustee, any person employed by the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the District of New Jersey, except as disclosed on **Schedule 2** or otherwise described herein.⁶

SPECIFIC DISCLOSURES

16. As specifically set forth below and in the attached **Schedule 2**, Morrison & Foerster represents certain of the Potential Interested Parties in ongoing matters unrelated to the Debtors and these Chapter 11 Cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates.

17. Morrison & Foerster currently represents Softbank Group Corp. in a matter that was previously potentially adverse to, GXO Logistics Supply Chain, Inc ("**GXO**"), which is a Committee member. As of the date hereof, the supervising attorney for this matter has confirmed that there is no longer any adversity to GXO in connection with this matter. I do not believe that Morrison & Foerster's representation of Softbank Group Corp. precludes Morrison & Foerster from meeting the disinterestedness standard under the Bankruptcy Code.

18. Morrison & Foerster has in the past represented, Thrasio, LLC ("**Thrasio, LLC**") in a matter relating to an alleged violation of Proposition 65. Thrasio, LLC is a Debtor in these Chapter 11 Cases. This matter was closed in November 2023, and no Morrison & Foerster timekeepers have billed time to this matter since June 2022. The total fees generated in this matter

⁶ One Morrison & Foerster attorney was a former law clerk of the Hon. Judge John K. Sherwood.

were less than \$10,000, with less than \$3,000 generated in the 2022 calendar year. This prior representation was in connection with a matter unrelated to these Chapter 11 Cases. No attorneys representing the Committee rendered services in connection with this engagement. I do not believe that Morrison & Foerster's prior representation of Thrasio, LLC precludes Morrison & Foerster from meeting the disinterestedness standard under the Bankruptcy Code.

19. Morrison & Foerster has in the past represented SellerX Germany GmbH, one of the Debtors' competitors, in a variety of matters, including one matter that was related to Thrasio. While this matter was opened in September 2023, no Morrison & Foerster timekeeper ever billed time to this matter. The prospective representation would not have been adverse to the interests of general unsecured creditors, and, in the event that the representation should ever move forward during the pendency of these Chapter 11 Cases, then Morrison & Foerster will immediately alert the Debtors and file a supplemental declaration with this Court.

20. Morrison & Foerster currently represents, and has in the past represented, J.P. Morgan, which is one of the Debtors' depository banks, and certain of its affiliates, one of which is one of the Debtors' secured lenders, in a variety of its matters. Morrison & Foerster's representations of J.P. Morgan, in the aggregate, accounted for less than one percent of Morrison & Foerster's fee receipts for the 2023 calendar year. All of Morrison & Foerster's current and prior representations of J.P. Morgan have been unrelated to the Debtors and these Chapter 11 Cases. I do not believe that Morrison & Foerster's representation of J.P. Morgan precludes Morrison & Foerster from meeting the disinterestedness standard under the Bankruptcy Code.

21. Morrison & Foerster currently represents, and has in the past represented, Amazon.com and certain of its affiliates (collectively "Amazon"), in a variety of its matters. Morrison & Foerster's representations of Amazon, in the aggregate, accounted for more than one

percent of Morrison & Foerster's fee receipts for the 2023 calendar year. All of Morrison & Foerster's current and prior representations of Amazon have been unrelated to the Debtors and these Chapter 11 Cases. I do not believe that Morrison & Foerster's representation of Amazon precludes Morrison & Foerster from meeting the disinterestedness standard under the Bankruptcy Code.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

22. The following is provided in response to the request for additional information set forth in Paragraph D.1 of the U.S. Trustee Guidelines:

Question 1: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question 2: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question 3: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Morrison & Foerster did not represent the Committee prior to these Chapter 11 Cases.

Question: 4 Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Response: The Committee and Morrison & Foerster expect to develop a prospective budget and staffing plan to comply with the U.S. Trustee's requests for information and additional disclosures, and any other orders of the Court, recognizing that in the course of these Chapter 11 Cases there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Morrison & Foerster.

AFFIRMATIVE STATEMENT OF DISINTERESTEDNESS

23. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) I believe that Morrison & Foerster is a “disinterested person” within the meaning of Section 101(14) of the Bankruptcy Code, as required by Section 328 of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors, their estates, their creditors, or the Committee and the members thereof; (b) Morrison & Foerster does not represent any entity having an adverse interest in connection

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the forgoing is true and correct to the best of my knowledge and belief.

Executed on April 15, 2024

/s/ Lorenzo Marinuzzi
Lorenzo Marinuzzi

SCHEDULE 1

LIST OF INTERESTED PARTIES

Debtors & Non-Debtor Affiliates

1 Thrasio One, Inc.	Bellezo.com Ltd
10 Thrasio Ten, Inc.	Biscotti Solutions, Inc.
11 Thrasio Eleven, Inc.	Bittersweet Billows, Inc.
12 Thrasio Twelve, Inc.	Blood Orange Dreams, Inc.
14 Thrasio Fourteen, Inc.	BONFIRE SOLUTIONS, INC.
15 Thrasio Fifteen, Inc.	Bonstato GmbH
16 Thrasio Sixteen, Inc.	Bonstato Inc.
17 Thrasio Seventeen, Inc.	Bronze Projects, Inc.
18 Thrasio Eighteen, Inc.	Brunette Beginnings, Inc.
19 Thrasio Nineteen, Inc.	BURNING NEON, INC.
2 B Bountiful, Inc.	Burnt Summer Citrus, Inc.
20 Thrasio Twenty, Inc.	Buttercup Creations, Inc.
21 Thrasio Twenty One, Inc.	Butternut Squash Solutions, Inc.
22 Thrasio Twenty Two, Inc.	Butterscotch Beginnings, Inc.
23 Thrasio Twenty Three, Inc.	Cafe Casa, Inc.
24 Thrasio Twenty Four, Inc.	Califia Company
25 Thrasio Twenty Five, Inc.	California Poppy Projects, Inc.
3 Thrasio Three, Inc.	Candlelit Creations, Inc.
5 Thrasio Five, Inc.	Cantaloupe Creations Company
6 Thrasio Six, Inc.	Caramel Creations, Inc.
7 Thrasio Seven, Inc.	Carnation Creations, Inc.
8 Thrasio Eight, Inc.	Carotene Consortium, Inc.
9 Thrasio Nine, Inc.	Carrot Solutions, Inc.
Acorn Creations, Inc.	CAYENNE SOLUTIONS, INC.
AirOrb Ltd	Chai Wonder, Inc.
Alloy Ideas, Inc.	Champagne Projects, Inc.
Amber Ideas, Inc.	Charope, Inc.
Amber Oasis, Inc.	Cheddar Creations, Inc.
Andromache, Inc.	Chestnut Creations, Inc.
Angor-Pet Thrasio Two, Inc.	Chili Clove, Inc.
Antiope, Corp.	CHILI FLAKES, INC.
Apple Affirmations, Inc.	Chipshot Ltd
Apricot Ideas, Inc.	CHROME YELLOW CREATIONS, INC.
Ash Developments, Inc.	Chrysanthemum Creations, Inc.
Ash Developments, LLC	Cider Creations, Inc.
Assassin Bug Industries, Inc.	Cinnabar Creations, Inc.
Attain Recruitment Ltd	Citrine Solutions, Inc.
Autumn Ideas, Inc.	Classy Mango, Inc.
Autumn Waves, Inc.	CLASSY TANGERINE, INC.
Banana Beginnings, Inc.	Clay Founding, Inc.
Bartstr Ltd	Clementine Creations, Inc.
Basketball Beginning, Inc.	Clownfish Creations, Inc.
Beast Gear Limited	Coffee Conclusions, Inc.
Beige Foundations, Inc.	Comet Creations, Inc.

Copperhead Conspiracies, Inc.
Coral Chrome, Inc.
Corn Snake Surprises, Inc.
Cosmic Latte, Inc.
Crab Creations, Inc.
Crawfish Creations, Inc.
Creamy Cocoa Creations, Inc.
Cutie Creations, Inc.
Daffodil Design, Inc.
Dahlia Dreams, Inc.
Daisy Decisions, Inc.
Damaze Pty Ltd. (Checkered Chef)
Dark Honey Design, Inc.
Dark Orange Design, Inc.
Dark Tan Designs, Inc.
Daybreak Developments, Inc.
Daylily Dreams, Inc.
Digital Training Solutions Ltd
Discus Dreams, Inc.
DMD Group Inc
Domain Acquisitions 2 Ltd.
Dots for Spots Ltd
Dreaming Oranges, Inc.
E & I Trading Ltd
E&L Enterprises Limited
eCom Heights LLC
Emberglow Ideas, Inc.
Eurypyle, Inc.
Faint Orange Horizon, Inc.
Fall Foundations, Inc.
FANTA FLOWERS, INC.
Fawn Foundations, Inc.
FINDING ORANGE, INC.
Flax Fixations, Inc.
Foxy Creations, Inc.
Frosty Developments, Inc.
Frosty Dream, Inc.
Fulvous Formations, Inc.
FYER TROPICS, INC.
Ginger Cat Creations, Inc.
Ginger Creations, Inc.
Gingersnap Solutions, Inc.
Golden Gate Solutions, Inc.
GOLDEN KIWIFRUIT ENTERPRISES,
INC.
Goldfish Memories, Inc.

GRAPEFRUIT GUSTO, INC.
Green Cricket Ltd
Habanero Pepper Projects, Inc.
Harley Orange, Inc.
HARVEST CHARM, INC.
Hazel Wood Wonders, Inc.
HIC-Cork Thrasio One Inc.
Hippolyte, Ltd
Honey Sunset, Inc.
Ideal Monarch, Inc.
Ideastream Consumer Products, LLC
Influencer Ideas, Inc.
IST Digital Limited INC
iStack Conferences Limited
iStack Holdings Limited
IStack Parent Holdings
iStack Ventures Holdings Limited
Ivory Ideas, Inc.
Jasper Gesture, Inc.
Jiminy Ltd
Joss Solutions 2016 Limited
JSCC Asset 001
JSCC GK
JSCC GK Asset 02
Jupiter Gesture, Inc.
Khaki Collision, Inc.
Khaki Trips, Inc.
KingFisher Creations Inc.
KINGSNAKE CAMARILLA, INC.
Kitchen Tools Ltd
Koi Creations, Inc.
Lace Decisions, Inc.
Laranja Logistics, Inc.
Latte Logistics, Inc.
LATTE OPERATIONS, INC.
Leather Logistics, Inc.
Lemon Logistics, Inc.
Lemur Logistics, Inc.
Levita Holdings, LLC
Liebfeld GmbH
Lifelong Online International LLC
Lifelong Online Retail Private Limited
Light Fawn Foundation, Inc.
Lionfish Logistics, Inc.
Lobster Logistics, Inc.
Magenta Peel Solutions, Inc.

Mahogany Movements Inc.
MALT DECISIONS, INC.
Mango Movements, Inc.
MANGO WONDER, INC.
Maple Movements, Inc.
Marigold Creations, Inc.
Marmalade Mansions, Inc.
Marmalade Movements, Inc.
Marpesia, Co.
Mars Makers, Inc.
Mauve Monkey, Inc.
Melanippe, Inc.
MELLOW MELON, INC.
Melon Movements, Inc.
Meteor Movements, Inc.
Mimosa Movements, Inc.
Modetro Retail Limited
MOTH GRAY, INC.
Navy Monkey, Inc.
NECTARINE NORTH, INC.
Oat Oasis, Inc.
Oats and Ideas, Inc.
Ochre Organization, Inc.
Old Rust Organization, Inc.
Orange Crush Organization, Inc.
ORANGE FANTASY, INC.
Orange Hope, Inc.
Orange Margarita, Inc.
Orange Organization, Inc.
Orange Peach Projects, Inc.
Orange Peel Projects, Inc.
Orange Tie Dye, Inc.
Orange Umbrella Creations, Inc.
Orangutan Organization, Inc.
Oranssi Organization, Inc.
Orythia, Inc.
OYSTER OASIS, INC.
Pancake Ideas, Inc.
Pantariste, Inc.
Pantone Projects, Inc.
Papaya Projects, Inc.
PARCHMENT ADVANCES, INC.
Parchment Principles, Inc.
Peach Mimosa, Inc.
Peach Projects, Inc.
Peanut Projects, Inc.

Pearoller Ltd
Penny Rose Solutions, Inc.
Pennycopper Trading, Inc.
Penthe Company
Persian Projects, Inc.
Persimmon Projects, Inc.
Pizza Projects, Inc.
Poppy Projects, Inc.
Portocale Projects, Inc.
Primrose Projects, Inc.
Pro Grade Products Ltd
Prothoe Limited
Pure Chimp Ltd
Purovi Products GMBH
Radiant Orange, Inc.
Red Fox Projects, Inc.
Rissav Limited
Rose Bud Creations, Inc.
Rosewood Wish, Inc.
SafeRest Holdings, LLC
Salmon Solutions, Inc.
Sand Dollar Solutions, Inc.
Sandcastle Days, Inc.
Sandpaper Solutions, Inc.
SANDSNAKE VENTURES, INC.
Sandstorm Solutions, Inc.
Sandy Leaf Farm, Ltd.
Sapphire Monkey, Inc.
Sasana Group Limited
Savannah Solutions, Inc.
Scarlet Solutions, Inc.
Schwarzwald Spirit GmbH
Scotch Solutions, Inc.
Scouse Ltd
Seashell Solutions, Inc.
Sepia Operations, Inc.
Sherbert Solutions, Inc.
Shortbread Solutions, Inc.
Siberian Tiger Solutions, Inc.
Sockeye Strategies, Inc.
Soft Spice, Inc.
Spicy Solutions, Inc.
Starfish Solutions, Inc.
Strawflower Solutions, Inc.
Sugar Cookie Creations, Inc.
Sunbaked Delights, Inc.

Sundaze Blaze Solutions, Inc.	Thrasio Ventures, Inc.
Sunflare Solutions, Inc.	Thrasio, LLC
Sunflower Saturnalia, Inc.	Tiger Affirmations, Inc.
Sunkiss Solutions, Inc.	Tiger Stripe Creations, Inc.
Sunny Operations, Inc.	Tomato Tasks, Inc.
Sunrise Martinis, Inc.	Topaz Traditions, Inc.
Sunrise Season, Inc.	Tortilla Tasks, Inc.
Sunset Solutions, Inc.	Toxaris Limited
Sweet Nectar Enterprises, Inc.	Traffic Cone Tuesdays, Inc.
Sweet Potato Solutions, Inc.	Truverge International Ltd
TAHITI GOLD OPERATIONS, INC.	Turmeric Transitions, Inc.
Tan Bear Developments, Inc.	VANILLA DEVELOPMENTS, INC.
Tan Tendencies, Inc.	VCEGH (HK) Limited
Tangelo Tendencies, Inc.	VCEGH Limited
Tangerine Ideas, Inc.	VCEGH Limited LLC
TANGERINE TASTE, INC.	Vettler Distribution GMBH & Co KG
Tawny Tasks, Inc.	Vettler Industries Verwaltungs GmbH
Tea Rose Risings, Inc.	Wallaby42 Pty Ltd
Teal Monkey, Inc.	Walnut Wonders, Inc.
The NutriLock Company Pty Ltd	Walrus Wonders, Inc.
Thrasio Australia Holdings Pty Ltd	WARM RED WONDERS, INC.
Thrasio Australia Import Pty Ltd	Wheat Ideas, Inc.
Thrasio Bermuda Holdings Limited	William Evans Retail Ltd
Thrasio Deutschland Holdings GmbH	Yardline Capital Corp.
Thrasio Deutschland Services GmbH	Zabba Amphibians, Inc.
Thrasio Dutch Holdings BV	Zabba, Inc.
Thrasio E-Commerce (Shanghai) Co., Ltd.	Zinnia Ventures, Inc.
Thrasio Global Cross-border E-Commerce (Shenzhen) Co. Ltd.	
Thrasio godo kaisha (Thrasio GK)	
Thrasio Holdings Hong Kong, Ltd.	
Thrasio Holdings, Inc.	
Thrasio India Holdings, Inc.	
Thrasio Intermediate Sub, LLC	
Thrasio International Co. Limited	
Thrasio International Holdings, Inc.	
Thrasio LL Acquisitions, Inc.	
Thrasio LL Acquisitions, LLC	
Thrasio Malta Holdings Co. Limited	
Thrasio NL1 B.V.	
Thrasio Services, LLC	
Thrasio Supply Chain (Suzhou) Co. Ltd.	
Thrasio Talent Holdings, Inc.	
Thrasio UK Holdings, Ltd	
Thrasio Ventures N1, LLC	
Thrasio Ventures Q1, LLC	

Debtors' Bankruptcy Professionals

AlixPartners
Centerview Partners
Cole Schotz P.C.
Joele Frank
Katten Muchin Rosenman LLP
Kirkland & Ellis
Kurtzman Carson Consultants LLC

Bankruptcy Court Professionals

Alfaro, Adela
Altenburg, Andrew B., Jr.
Ardelean, Kirsten K.
Arendas, Francyne D.
Artis, Michael
Bielskie, Lauren
Brown, Michael
Clausen, Joanne E.
D'Auria, Peter J.
Dugan, Dianne P.
Ferguson, Kathryn C.
Figueria, Maria
Figueroa, Nancy
Filgueiras, Juan
Flynn, Marie
Fowler, Chris
Fuentes, Neidy
Gambardella, Rosemary
Gerardi, David
Gilmore, Michael
Gravelle, Christine M.
Green, Tia
Haywood, Zelda
Heim, Robert
Hildebrandt, Martha
Jackson, Bruce
Kaplan, Michael B.
Kern, Joseph C.
Kropiewnicki, Daniel C.
Lipcsey, Diane
Martin, Kiya

McAuley, Catherine
McGee, Maggie
McGettigan, Margie
Meisel, Stacey
Moore, Sharon
Nikolinos, Alexandria
Oppelt, Tina L.
Ortiz-Ng, Angeliza
Papalia, Vincent F.
Pappas, Ntorian
Poslusny, Jerrold N., Jr.
Primo, Mariela
Quigley, Sean
Quiles, Wendy
Renyé, Heather
Richardson, Charlene
Ryan, Kathleen
Schneider, Robert J., Jr.
Shaarawy, Adam
Sherwood, John K.
Sodono, Anthony
Sponder, Jeffrey
Steele, Fran B.
Stillwell, Rachel
Stives, James
Vara, Andrew R.
Veloz-Jimenez, Lucy
Walsh, Thomas C.
Ziemer, William J.

Benefit Providers

Fidelity Investment Institutional Operations Company, LLC
Guardian Life Insurance Company of America
Navia Benefit Solutions
Optum Bank
United Healthcare

Competitor

Aterian, Inc.
Berlin Brands Group GmbH
Boosted Ecommerce, Inc.
Cap Hill Brands, Inc.
Dragonfly Group, Inc.
Foundry Brands
GlobalBees Brands Pvt Ltd
Go North Group AB
Growve LLC
Heroes Technology Ltd.
Heyday, Inc.
Mensa Brands Technologies Private Limited
Merama Inc.
Monolith Brands Group, Inc.
Moonshot Brands, LLC
PerchHQ LLC
Razor Group GmbH
SellerX Germany GmbH & Co. KG
The Ambr Group
Unybrands LLC

Contract Counterparties

244 West 300 North LLC	Jeanne Coode
244 West Enterprises LLC	Jena Parker
Aaron Muller	Jiangyin Mingde Sports Goods Co., Ltd.
Adam Ross	Jon Rhodes
AFCO PREMIUM CREDIT LLC	Kyle Scism
Aharon Ostreicher	Lampedo Ltd
Amelia Sivak	Lehman
Anna Marie Minotti	Leman
Anthony DeCarlo	Leman Inc.
AP Services, LLC	Leman USA, Inc.
Austin Wright	Mayllinebe
Bacarella Transportation Services, Inc. d/b/a	Mediterranean Shipping Company SA
BTX Global Logistics	Mellow Militia, LLC
Bean Envy, LLC	Michael Feuer
Bissell Better Life, LLC	Michael Trabert
Brett Beachner	MSC
Bristols 6, Inc.	MuleSoft, LLC
Chempace Inc.	Natalie Mcquarrie
Chris L. Fuentes	Nathan Reid
Christine Benidt	Nippon Seal (H.K.) Co., Ltd
Daniel Perella	Nippon Seal, Co., Ltd.
Danielle Beck	Ocean Network Express Pte, Ltd
David Shoham	Oracle America, Inc.
DEBORAH THOMPSON	Parker Management Company, L.L.C.
DSV Air & Sea, Inc.	PEEVI International Investment Limited
DYG AQUA PTY LTD	PHILIP THOMPSON
Erica Reid	Port Priority
E-Services Group Limited	PWC
ESR LLC	Quartile, LLC
Fat Kid Deals, Inc.	Ranger Ready Inc.
Flexport International LLC	RC Clock Tower LP
FTI (Steward Gleichenhaus)	Robb Green
Fulcrum Digital Inc.	Robert Skoda
Gary MacDonough	Salesforce Inc.
Glowcity, LLC	Sarah O'Connor
Graham Wasilition	SBR LLC
GXO Logistics Supply Chain, Inc. f/k/a	Scott Bregante
XPO Logistics Supply Chain, Inc.	Selva Negra Media LC
Helen MacDonough	Shenzhen Qianjingxing Property
Henry Smail	Management Co., Ltd. 深圳市前海景兴物
Isacher Ostreicher	业管理有限公司
James MacDonough	Shimon Gertner
Jared Mcquarrie	Siufong Wu
Jason Parker	Snowflake

STG Drayage, LLC
Tetsu Liew
The California Beach Co. LLC
The PIC20 Group, LLC
The Run House Store LLC
The Storage Place Limited
The Storage Place Ltd
The Storage Place UK
Theodore Kesten
THOMO PRODUCTS LTD
TMC 100 Elm, LLC
UKWA Ltd
Unicargo
Unicargo Ltd.
Vincent Thomson

WARE2GO INC
Wework
Word Ape, LLC
WPG Consulting
Wuxi JHT Homeworks Co., Ltd.
Xin Jin
XPO Logistics Managed Transportation,
LLC
XPO Logistics Supply Chain, Inc.
YiTong Global Cross-Border Electric
(Shenzhen) Co. Ltd.
Your Home Goods, Inc.

Contract Counterparties & Litigation Party

Cecilio Musical Instruments, Inc.

Kenneth Khoung

KK Music Store, Inc.

Creditor Professionals

Evercore
Freshfields
Gibson, Dunn & Crutcher LLP
Ropes & Gray
Sills Cummis & Gross P.C.
Simpson Thacher & Bartlett LLP

Customers

Amazon

Depository Banks

Bank of China
Bank of Communication
Barclays
Deutsche Bank
First Republic Bank
ICBC
JP Morgan
JP Morgan - Morgan Money
Keybank
OFX
Pay Pal
Payoneer
PNC
RBC
SMBC
Sparkasse
Stripe
World First

Directors and Officers

Josh Burke
Jefferson Case
Carlos Cashman
Jay Coppoletta
Stephen Evans
Mike Fahey
Jason Finger
Greg Greeley
Anthony Horton
Scott Hutchins
David Mussafer
Steve Nee
Stefan Selig
Steve Shure
Joshua Silberstein
Tom Szkutak
Alex Urdea
Todd Zipper

Insurance Providers

0623 AFB Lloyd's Syndicate
2623 AFB Lloyd's Syndicate
ACE American Insurance Company
Allied World Specialty Insurance Company
Ambridge
AmWINS Brokerage of the Midwest, LLC
Argonaut Insurance Company
Berkshire Hathaway Specialty Insurance Company
Bowhead Specialty Underwriters, Inc.
Certain Underwriters at Lloyd's
Crum & Forster Specialty Insurance Company
Endurance American Insurance Company
Endurance American Specialty Insurance Company
Fair American Insurance & Reinsurance Company
Falvey Insurance Group
Federal Insurance Company
Great American Risk Solutions Surplus Lines Insurance Company
Hanover Insurance Company
Howden Specialty Luxembourg S.à R.L.
Insurance Company of the West
Lexington Insurance Company
Liberty Surplus Insurance Corporation
Markel American Insurance Company
MEMIC Indemnity Company
Midvale Indemnity Company
Old Republic Insurance Company
R K Harrison Group Ltd NST
Steadfast Insurance Company Insurance Corporation
Syndicate 457 at Lloyd's Insurance Corporation
The Insurance Company of the State of Pennsylvania
XL Specialty Insurance Company

Leinholders

CITIBANK, N.A.
CT CORPORATION SYSTEM, AS REPRESENTATIVE
KEYBANK NATIONAL ASSOCIATION
NEW JERSEY DIV OF EMPLOYER ACCOUNTS
NEW JERSEY DIV OF TAXATION
ROYAL BANK OF CANADA
UPPER 90 CAPITAL MANAGEMENT, LLC,
WELLS FARGO BANK, NATIONAL ASSOCIATION

Letter of Credit Providers

First Republic Bank, a division of JP Morgan

Litigation Parties

Cornice Ventures I LLC
Cornice Ventures II LLC
David A. Elmasian
Farmers Insurance
Food and Drug Administration
IdeaStream
Logistics Supply Chain, Inc (f/k/a XPO Logistics Supply Chain, Inc. "GXO")
Tech Help Boston, LLC
Thrasio Investment Partners II (TIP)
US Customs
Virtuous Outsourcing LLC / Amz-AllStars OPC
YH Goods

Litigation Parties' Counsel

Alan R. Silverstein
Chanfrau & Chanfrau Counselors at Law
Connolly Gallagher LLP
East End Trial Group LLC
Jarrett W. Horowitz
Kaplan Rice LLP
Kutak Rock, LLP
Law Offices of Vincent Lin
Potter Anderson & Corroon LLP- Tucker Ellis, LLP
Russman Law Firm, P.C.
Seppinni LLP
The Law Office of Nathaniel H. Akerman
Travis J Stockman; Stockman & Poropat, PLLC
Treehouse Law

Oaktree Representation

Paul Weiss

Ordinary Course Professionals

AllBright Law Offices
Avant Law Group, LLC
Ballard Spahr LLP
Blick Rothenberg
Borderfree Trade Limited
Büsing, Müffelman & Theye Rechtsanwälte in Partnerschaft mbB und Notare
Cooley, LLP
Davis & Gilbert LLP
Donnelley Financial Solutions
Equinox International Limited
Exponent, Inc
FACT Steuerberatungsgesellschaft mbH
Frankfurt Kurnit Klein and Selz, PC
Freshfields Bruckhaus Deringer US LLP
Gill Jennings & Every LLP
Greenberg Traurig, LLP
Johnson Winter & Slattery
KPMG LLP
Majmudar & Partners
NAVEX Global, Inc.
Neal & McDevitt, LLC
Ogletree, Deakins, Nash, Smoak, & Stewart, P.C
OneSource Virtual
Portfolio Media, Inc.
PricewaterhouseCoopers LLP
RED POINTS SOLUTIONS SL
Reed Smith LLP
Ropes & Gray LLP
take-e-way GmbH
Troutman Pepper Hamilton Sanders LLP
Ulmer & Berne LLP
Williams & Connolly LLP

Prospective Capital Providers

J. Safra Sarsin Asset Management (Europe) Ltd

Prospective New Capital Provider Professional

Hughes Hubbard & Reed LLP

Real Estate Lessors/Landlords

E Services Group Limited
Li Sun
Property Operations, LLC
RC Clocktower, LP
Suzhou Banban Technology Development Co., Ltd.
TMC Industrial Holdings, LLC
Two Friends Realty LLC
Warschauer Platz Tenant GmbH
YiTong global cross-border electric (shenzhen) Co. Ltd

Secured Lenders

Apollo
Bain Capital Credit LP
Bank of America, N.A.
Barclays Bank PLC
BlackRock Financial
Brookfield Asset Management
Caspian
CBAM Partners LLC
Credit Suisse AG, Cayman Island Branch
CTC ALTERNATIVE STRATEGIES LTD
Ellington
Francisco Partners Management LP
Franklin Templeton
Goldman Sachs
HPS Investment Partners, LLC.
Jefferies and Company
JFIN Asset Management LLC
JPMorgan Chase Bank, N.A
Liberty Mutual Group
Monroe Capital LLC
Morgan Stanley Bank, N.A.
Oaktree Capital
Onex Credit Partners
Royal Bank of Canada
Shawnee 2022-1 LLC-Warehouse
Tennenbaum
UBS AG, STAMFORD BRANCH

Shareholders

Advent-Thrasio Investment Limited Partnership
Advent-Thrasio SAFE Investment Limited Partnership
Advent-Thrasio SAFE Investment Limited Partnership
Advent-Thrasio Series D Investment Limited Partnership
Cashman Family Investment LLC
Cornice Ventures II, LLC
Harlan Special Opportunities Fund IV LP
Harlan Thrasio SPV LP
James Bevilacqua
Oaktree Specialty Lending Corporation
Oaktree THR Holdings, LLC
PEAK6 Strategic Capital LLC
Riverpark Ventures II, L.P.
Riverpark Ventures Thrasio Invest, LLC
SC-T Investments, LLC
SLP Takeoff Aggregator, L.P.
Thrasio Acquisition I LLC
Thrasio Acquisition II, LLC
Upper90 Thrasio III SPV LLC
Upper90 Thrasio IV SPV LLC
Upper90 Thrasio V SPV LLC
Upper90 Thrasio VII LLC
Upper90 Thrasio VIII SPV LLC
Upper90 X GP LLC
WTI Equity Opportunity Fund I, L.P.

Suppliers and Vendors

AFCO Credit Corporation	Moneycorp US Inc.
AlixPartners Holding, LLP DbA (AP Services, LLC)	Ningbo Brightenlux Electric Appliance Co.,Ltd
Amazon Advertising LLC	Nippon Seal
Amazon Web Services	Pack Tech A/S
A'Striker Enterprise Co., Ltd.	PCI Manufacturing LLC
BHI / Bissell Better Life, LLC	Port Priority Corp
BTX Global Logistics	Professional Beauty Systems ltd
Chempace Corporation	Quzhou Sanhe Outdoor Equipment Technology Co., LTD
Cooltex	RXO Managed Transport, LLC (F/K/A XPO Logistics Managed Transporation, LLC)
Dongguan Huixin Garment Accessories Co., Ltd.	Salesforce.com, Inc.
Dongguan Luli Industrial Co., Ltd	Sanhe Outdoor
eShipper+ Inc	Specialty Mattress
Fascam	STORD, Inc.
Flexport	Sun Pleasure Co. Limited
Google	Suzhou Yunchengyun Technology Co.,Ltd.
Guangdong Shunde NOON Electrical Appliance Manufacturing Co., Ltd	The PiC20 Group, LLC
Hangzhou Huayi Home textile Co.,Ltd	The Storage Place
Hangzhou Jinhong Sanniao Down Products CO.,Ltd	Tianjin Flourishing International Trade UNICARGO LTD
HMRC VAT	Walsh Patel Group Consulting, LLC
HZSAMKO TECHNOLOGIES CO.,LTD.	Ware2Go Inc.
Impact Manufacturing	WUXI JHT GROUP CO., LTD
IPI Sports & Leisure Corporation	XPOLogistics
Jiangyin Mingde Sports Goods Co.,Ltd	
LEMAN USA Inc	
LISHUI RIFENG ELECTRICAL APPLIANCE CO.,LTD	
Mandarin Hinting	
Mayllinebe Cosmetics	
Meta Platforms, Inc.	

Suppliers and Vendors & Litigation Parties

GXO Logistics Supply Chain, Inc.

Surety Beneficiary

XPO Logistics Inc.

Surety Issuer

American Alternative Insurance Corporatation c/o Roanoke Insurance Group Inc

Tax Advisor

EMT Taxing Agent Office, Inc.

Taxing Authorities

Alabama Department of Revenue Legal Division	Mississippi - Mississippi Department of Revenue
Alaska - Tax Division	Missouri - Missouri Department of Revenue
Arizona - Arizona Department of Revenue	Montana Department of Revenue
Australia Customs - Customs Agency Services Pty Ltd	Nebraska - Nebraska Department of Revenue
C Corporation Tax	New Hampshire Department of Revenue Administration
California FTB	New Mexico Taxation and Revenue Department
Colorado - Colorado Department of Revenue	New York City Department of Finance
Connecticut Department of Revenue Services	North Carolina Department of Revenue
DC - Office of Tax and Revenue	North Dakota - Office of State Tax Commissioner
Delaware - Delaware Division of Revenue	NYS Corporation Tax
Delaware - Delaware Secretary of State Department of Finance and Administration	Ohio Department of Taxation
Corporation Income Tax Section	Oklahoma - Oklahoma Tax Commission
Florida - Department of State	Oregon Department of Revenue
Florida - Florida Department of Revenue	Pennsylvania - PA Department of Revenue
Georgia Department of Revenue Processing Center	Philippines BIR
German Customs - Generalzolldirektion	Rhode Island Division of Taxation
Hawaii - State of Hawaii Department of Taxation	South Carolina Department of Revenue Corporate Taxable
Idaho - Idaho State Tax Commission	State of New Jersey Department of the Treasury Division of Taxation Revenue Processing Center
Idaho State Tax Commission	Tennessee - Tennessee Department of Revenue
Illinois - Illinois Department of Revenue	Tennessee - Tennessee Secretary of State
Indiana - Indiana Department of Revenue	Texas - Texas Comptroller of Public Accounts
Iowa - Iowa Department of Revenue	United Kingdom Customs - BT-NCH
Japan Customs - Customs and Tariff Bureau	US Customs - U.S. Customs & Border Protection IPL/CBP INFO Center
Kansas - Kansas Department of Revenue	Utah - Utah State Tax Commission
Kentucky Department of Revenue	Vermont Department of Taxes
Louisiana - Louisiana Department of Revenue	Virginia - Virginia Tax
Louisiana - Louisiana Secretary of State	Washington - Washington State Department of Revenue
Maine - Maine Revenue Services	West Virginia - Legal – Bankruptcy Unit
Maryland - Comptroller of Maryland	Wisconsin - Wisconsin Department of Revenue
Massachusetts - Secretary of the Commonwealth	Wisconsin Department of Revenue
Massachusetts Department of Revenue	
Michigan - Michigan Department of Treasury	

Temporary Labor/Staffing Agencies

Globalization Partners
Kaamwork Technologies Inc.

Unsecured Creditors

7 EASY HOUSEWARE LTD
BDG Media, Inc. (Bustle Digital Group)
California Beach Co.
Cecilio
ChomChom
Dots for Spots
GLH Chemical
HEARST MAGAZINE MEDIA INC
Hksamko Technologies Co., Ltd.
Market Bound LLC (Seller Rocket)
Marsh USA, Inc.
S Duraisamy and Sons
U.S. Customs and Border Protection
Wuxi JHT Trading Co.,Ltd
Zendesk
Zhejiang Rifeng Electrical Appliance
Co.,Ltd
Zhongshan Scott Clean&Purification Co.Ltd

Utility Providers

Comcast
Oceanblue Cloud Technology Limited
Shenzhen Qianhai Wangwei Information
Co., Ltd.
The Avail Group, LLC

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Morrison & Foerster Client	Status
ACE AMERICAN INSURANCE CO	ACE AMERICAN INSURANCE CO ACE INSURANCE GROUP	Active Representation Active Representation
ALLBRIGHT LAW OFFICES	ALLBRIGHT LAW OFFICES	Inactive Representation
AMAZON COM	AMAZON COM SERVICES LLC AMAZON COM AMAZON JAPAN GK	Active Representation Active Representation Active Representation
AMAZON WEB SERVICES INC	AMAZON JAPAN GK AMAZON WEB SERVICES JAPAN KK AMAZON WEB SERVICES SINGAPORE PTE LTD AMAZON WEB SERVICES EMEA SARL AMAZON WEB SERVICES INC	Active Representation Active Representation Active Representation Active Representation Active Representation
APOLLO	APOLLOCAPITAL GMBH APOLLO TRADING CORP APOLLO MANAGEMENT INTERNATIONAL LLP	Inactive Representation Inactive Representation Inactive Representation
BAIN CAPITAL CREDIT LP	BAIN CAPITAL CREDIT BAIN CAPITAL PRIVATE EQUITY JAPAN LLC	Active Representation Active Representation
BANK OF AMERICA NA	BANK OF AMERICA MERRILL LYNCH BOFA SECURITIES INC BANK OF AMERICA NA BANK OF AMERICA PRIVATE BANK BOFA SECURITIES JAPAN COMPANY LTD	Inactive Representation Active Representation Active Representation Inactive Representation Inactive Representation

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Morrison & Foerster Client	Status
BANK OF CHINA	BANK OF CHINA LIMITED NEW YORK BRANCH INDUSTRIAL & COMMERCIAL BANK OF CHINA LTD BANK OF CHINA HONG KONG LTD	Active Representation Active Representation Active Representation
BANK OF COMMUNICATIONS COMPANY LTD	BANK OF COMMUNICATIONS COMPANY LTD	Inactive Representation
BARCLAYS	BARCLAYS CAPITAL INC BARCLAYS BANK PLC BARCLAYS BANK DELAWARE	Active Representation Active Representation Active Representation
BERKSHIRE HATHAWAY SPECIALTY INSURANCE COMPANY	BERKSHIRE HATHAWAY SPECIALTY INSURANCE	Inactive Representation
BROOKFIELD ASSET MANAGEMENT INC	BROOKFIELD ASSET MANAGEMENT INC BROOKFIELD INFRASTRUCTURE PARTNERS L.P. BROOKFIELD PROPERTY PARTNERS L.P. BROOKFIELD REAL ESTATE FINANCIAL PARTNERS LLC BROOKFIELD PROPERTY GROUP BROOKFIELD REAL ESTATE FINANCIAL PARTNERS LLC	Active Representation Inactive Representation Active Representation Active Representation Inactive Representation Active Representation
CENTERVIEW PARTNERS LLC	CENTERVIEW PARTNERS LLC	Active Representation
CITIBANK NA	CITIGROUP INC CITIBANK NA	Inactive Representation Active Representation
COMCAST	COMCAST CORP	Inactive Representation
COOLEY LLP	COOLEY LLP	Active Representation

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Morrison & Foerster Client	Status
CREDIT SUISSE AG CAYMAN ISLANDS BRANCH	CREDIT SUISSE AG CREDIT SUISSE CREDIT SUISSE FUNDS AG	Active Representation Active Representation Inactive Representation
DEUTSCHE BANK AG	DEUTSCHE BANK AG DEUTSCHE BANK AG HONG KONG BRANCH DEUTSCHE BANK SECURITIES INC DEUTSCHE BANK AG TOKYO BRANCH DEUTSCHE BANK AG LONDON BRANCH	Inactive Representation Inactive Representation Inactive Representation Active Representation Active Representation
EVERCORE	EVERCORE GROUP LLC EVERCORE INC	Inactive Representation Inactive Representation
EXPONENT INC	EXPONENT, INC.	Inactive Representation
FIRST REPUBLIC BANK	FIRST REPUBLIC BANK	Active Representation
FRANCISCO PARTNERS MANAGEMENT LP	SAN FRANCISCO EQUITY PARTNERS FRANCISCO PARTNERS LP	Active Representation Inactive Representation
FRESHFIELDS	FRESHFIELDS BRUCKHAUS DERINGER US LLP	Active Representation
GOLDMAN SACHS & CO	GOLDMAN SACHS MERCHANT BANKING DIVISION GOLDMAN SACHS AUSTRALIA PTY LTD GOLDMAN SACHS & CO GOLDMAN SACHS BANK GOLDMAN SACHS JAPAN COMPANY LTD GOLDMAN SACHS ASSET MANAGEMENT LP	Inactive Representation Inactive Representation Active Representation Active Representation Active Representation Active Representation
GOOGLE LLC	GOOGLE LLC	Active Representation

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Morrison & Foerster Client	Status
GREENBERG TRAURIG LLP	GREENBERG TRAURIG GERMANY LLP	Inactive Representation
HPS INVESTMENT PARTNERS LLC	HPS INVESTMENT PARTNERS SG PTE LTD	Inactive Representation
ICBC	ICBC INTERNATIONAL HOLDINGS LTD ICBC EUROPE SA INDUSTRIAL & COMMERCIAL BANK OF CHINA ASIA LTD ICBC STANDARD BANK PLC	Inactive Representation Inactive Representation Active Representation Active Representation
J P MORGAN	J P MORGAN JAPANESE INVESTMENT TRUST PLC J P MORGAN CHASE BANK NA J P MORGAN CHASE & CO J P MORGAN SECURITIES LLC J P MORGAN SECURITIES JAPAN COMPANY LTD J P MORGAN STRUCTURED PRODUCTS BV	Inactive Representation Active Representation Active Representation Inactive Representation Active Representation Inactive Representation
JEFFERIES & COMPANY INC	JEFFERIES JAPAN LTD JEFFERIES & COMPANY INC	Inactive Representation Active Representation
LEHMAN	JF LEHMAN & CO	Active Representation
SALESFORCE INC	SALESFORCE COM COMPANY LTD SALESFORCE INC	Inactive Representation Active Representation
SELLERX GERMANY GMBH & CO KG	SELLERX GERMANY GMBH	Inactive Representation

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Morrison & Foerster Client	Status
SMBC	SMBC NIKKO SECURITIES INC SUMITOMO MITSUI BANKING CORP SUMITOMO MITSUI FINANCE & LEASING COMPANY LTD SMBC TRUST BANK LTD	Active Representation Active Representation Active Representation Active Representation
STRIPE	STRIPE INC	Active Representation
THRASIO LLC	THRASIO LLC	Inactive Representation
WELLS FARGO BANK NA	WELLS FARGO BANK NA REAL ESTATE CAPITAL MARKETS WELLS FARGO BANK NA	Inactive Representation Active Representation
ZENDESK INC	ZENDESK INC	Inactive Representation

EXHIBIT C

Declaration of Kyle McGetrick

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

In re:

THRASIO HOLDINGS, INC., *et al.*,
Debtors.¹

Chapter 11

Case No. 24-11840 (CMG)

(Jointly Administered)

**DECLARATION OF KYLE MCGETRICK IN SUPPORT OF THE APPLICATION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THRASIO
HOLDINGS, INC., *ET AL.*, FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF MORRISON & FOERSTER LLP AS
COUNSEL EFFECTIVE AS OF MARCH 14, 2024**

I, Kyle McGetrick, hereby declare that the following statements are true and correct to the best of my knowledge after due inquiry as described herein.

1. I am over the age of 21 and I am the Founder of Mellow Militia, LLC (“Mellow Militia”). Which serves as the Chairperson of the Official Committee of Unsecured Creditors (the “Committee”) of Thrasio Holdings, Inc., *et al.* (collectively, the “Debtors”). I submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors of Thrasio Holdings, Inc., et al., for Entry of an Order Authorizing the Employment and Retention of Morrison & Foerster LLP as Counsel Effective as of March 14, 2024* (the “Application”),² pursuant to the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “U.S. Trustee Guidelines”) promulgated by the Office of the United States Trustee. In support of the Application, the

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

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

Committee relies upon the Marinuzzi Declaration, which is attached to the Application as

Exhibit B. I have reviewed and am familiar with the contents of the Application

2. I am informed by Morrison & Foerster that the U.S. Trustee Guidelines request that any application for employment of an attorney under Sections 327 or 1103 of the Bankruptcy Code be accompanied by a verified statement from the client that addresses the following:

- a. The identity and position of the person making the verification. The person ordinarily should be the general counsel or another officer responsible for supervising outside counsel and monitoring and controlling legal costs.
- b. The steps taken by the client to ensure that the applicant's billing rates and material terms for the engagement are comparable to the applicant's billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- c. The number of firms the client interviewed.
- d. If the billing rates are not comparable to the applicant's billing rates for other non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- e. The procedures the client has established to supervise the applicant's fees and expenses and to manage costs. If the procedure for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside general counsel, explain how and why. In addition, describe any efforts to negotiate rates including rates for routing numbers, or in the alternative to delegate such matters to less expensive counsel.

A. Identity of the Declarant

3. Effective March 12, 2024, Mellow Militia was appointed to the Committee. Mellow Militia was subsequently elected Chairperson of the Committee. Under the Bylaws and Procedural Rules for the Official Committee of Unsecured Creditors of Thrasio Holdings, Inc., *et al.*, Mellow Militia, LLC, as Chairperson of the Committee has authority to act on behalf of the Committee as appropriate to implement decisions of the Committee made in accordance with the Bylaws.

4. Mellow Militia was involved in the Committee's decision to retain Morrison & Foerster as the Committee's counsel in these Chapter 11 Cases, and participated in negotiating the terms of Firm's employment together with the other members of the Committee.

B. Steps Taken to Ensure Comparability of Engagement Terms

5. I and the other members of the Committee reviewed Morrison & Foerster's standard rates for bankruptcy services, as set forth in the Application. Based upon representations made to the Committee by Morrison & Foerster, I understand that those rates are generally consistent with Morrison & Foerster's rates for comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar services. Based on these representations and the Committee members' experience in both the bankruptcy field and in other fields in which the Debtors operate, the Committee believes these rates are reasonable. Morrison & Foerster has informed the Committee that its hourly rates are subject to periodic adjustments to reflect economic and other conditions. The Committee has consented to such ordinary course rate increases.

C. Selection of Morrison & Foerster as Committee Counsel

6. A number of law firms sought to represent the Committee as counsel. The Committee considered the materials provided, as well as presentations made, by five of those firms prior to selecting Morrison & Foerster as its counsel. The Committee selected Morrison & Foerster because of Morrison & Foerster's extensive general legal experience and knowledge and, in particular, its substantial experience in representing official committees of creditors and recognized expertise in the field of creditors' rights and business reorganization under Chapter 11 of the Bankruptcy Code. I understand that Morrison & Foerster's expertise includes representing official creditors' committees in large and complex bankruptcy cases, as set forth in the Marinuzzi

Declaration. I understand that, since the Committee's appointment, Morrison & Foerster has been working closely with the Debtors and other parties in interest to become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these Chapter 11 Cases. For these reasons, the Committee believes that Morrison & Foerster is well qualified and uniquely able to represent the Committee in these Chapter 11 Cases in an efficient and timely manner.

D. Procedures Established to Supervise Fees and Expenses and Manage Costs

7. Additionally, the Committee expects to develop a prospective budget and staffing plan with Morrison & Foerster to comply with the U.S. Trustee's requests for information and additional disclosures and any other orders of the Court, recognizing that, in the course of these Chapter 11 Cases, there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Morrison & Foerster. The Committee will review all staffing plans and budgets to supervise Morrison & Foerster's fees and expenses and to manage costs and, together with Morrison & Foerster, make adjustments as may be necessary or appropriate. In addition, I and/or other members of the Committee will review all applications for compensation submitted by Morrison & Foerster to ensure that Morrison & Foerster's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no duplication with the Committee's other professionals.

8. Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents, and information supplied to me or verified by Committee counsel, and my personal opinion based upon my experience, knowledge, and information provided to me. I am authorized

to submit this Declaration on behalf of the Committee and, if called upon to testify, I would testify competently to the facts set forth herein.

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

Executed on April 15, 2024

By: /s/ Kyle McGetrick
Kyle McGetrick of Mellow Militia, LLC

Chair of the Official Committee of
Unsecured Creditors of Thrasio Holdings,
Inc., *et al.*