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*Proposed Counsel to the Official Committee  
of Unsecured Creditors*

*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.<sup>1</sup>

Chapter 11

Case No. 24-11840 (CMG)

(Jointly Administered)

**FIRST SUPPLEMENTAL 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 "First Supplemental Declaration")

<sup>1</sup> 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.



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. 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”). 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].<sup>2</sup>

3. On April 15, 2024, the Committee filed 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* [Docket No. 370] (the “Application”) pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the District of New Jersey.

4. In support of the Application, the Committee filed the *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,*

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<sup>2</sup> 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.

2024, which was attached to the Application as Exhibit B [Docket No. 370, Ex. B.] (the “Original Declaration”).

5. In order to supplement and clarify certain statements made in the Application and the Original Declaration, I submit this First Supplemental Declaration in accordance with rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

6. Unless otherwise stated in this First Supplemental 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.

7. I submit this First Supplemental Declaration in support of the Application and to supplement the disclosures set forth in the Original Declaration in accordance with Bankruptcy Rules 2014(a) and 2016(b). Except as otherwise indicated herein, all facts stated in this First Supplemental Declaration are based on my personal knowledge of the Firm’s operations and finances, information learned from my review of relevant documents, and information supplied to me by the Firm’s partners or employees. If called upon to testify, I could and would testify on that basis.

**ADDITIONAL DISCLOSURES**

8. As set forth in the Original Declaration, in connection with its 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 Debtors.

9. As set forth in the Original Declaration, 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 2022 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.

10. Morrison & Foerster’s representations related to each individual representation listed in Schedule 2 to the Original Declaration accounted for less than 3.5% of Morrison & Foerster’s fee receipts for the each of the 2022 and 2023 calendar years. All of Morrison & Foerster’s current and prior representations listed in Schedule 2 of the Original Declaration have been unrelated to the Debtors and these Chapter 11 Cases, unless otherwise stated herein or in the Original Declaration.

11. As set forth in the Original Declaration 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.<sup>3</sup> Attached hereto as **Exhibit A** are specific hourly billing rates for the attorneys and paraprofessionals who have closed time under this engagement as of April 24, 2024. I anticipate that this list will vary as workstreams arise or conclude in these Chapter 11 Cases.

**AFFIRMATIVE STATEMENT OF DISINTERESTEDNESS**

12. 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 with the Chapter 11 Cases as required by section 1103 of the Bankruptcy Code; and (c) 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 this First Supplemental Declaration or in the Original Declaration.

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<sup>3</sup> 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.

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 May 1, 2024

/s/ Lorenzo Marinuzzi  
Lorenzo Marinuzzi

**EXHIBIT A**

**List of Timekeepers As of April 24, 2024**

Timekeeper	Position	Billing Rates (2024)
<b>Partners and Of Counsel</b>		
JAMIE A. LEVITT	Partner	1,875.00
MICHAEL D. BIRNBAUM	Partner	1,675.00
JOHN BURGE	Partner	1,500.00
BENJAMIN BUTTERFIELD	Partner	1,400.00
KATHERINE ERBEZNIK	Partner	1,400.00
THERESA A. FOUDY	Partner	1,700.00
OKSANA LASHKO	Partner	1,650.00
J. ALEXANDER LAWRENCE	Partner	1,600.00
DOUG MANNAL	Partner	1,875.00
LORENZO MARINUZZI	Partner	2,000.00
GEOFFREY R. PECK	Partner	1,625.00
KATHLEEN E. SCHAAF	Senior Of Counsel	1,625.00
RAFF FERRAIOLI	Of Counsel	1,300.00
ANDREW KISSNER	Of Counsel	1,300.00
<b>Associates</b>		
MOHAMMED A. ALISMAIL	Associate	995.00
JONATHAN ALEXANDER BRYANT	Associate	780.00
JANIE C. BUCKLEY	Associate	1,280.00
PATRICIA BUTLER	Associate	1,210.00
CHLOE CONNOLLY	Associate	850.00
SEAN DALY	Associate	1,100.00
NATALIE FOX	Associate	725.00
AARTI GUPTA	Associate	1,275.00
PATRICK WILLIAM KEELER	Associate	925.00
ASTRID MARIE MENENDEZ-MUHARRAM	Associate	1,275.00
LAURA LINDA MILLER	Associate	780.00
JOSEPH MURPHY	Associate	995.00
KAVISHA PATEL	Associate	780.00
HOLLY M. PETERSEN	Associate	725.00
MIRANDA K. RUSSELL	Associate	1,170.00
ALEXANDER G. SEVERANCE	Associate	995.00
DARREN SMOLARSKI	Associate	995.00
LULU SUN	Associate	925.00
LAURA VAN DER GRIENDT	Associate	995.00
AMBER LOUISE SMITH	Trainee Solicitor	560.00
<b>Paraprofessionals</b>		
VINCE M. HARRINGTON	Senior Paralegal	500.00
CHARMAINE PERDON	Senior Paralegal	500.00
MOE MRA SAN	Paralegal	395.00
MONET D. ZACCARELLI	Paralegal	460.00
JUDE ZHU	Paralegal	365.00
VADIM BERGELSON	eDiscovery Consultant	500.00
MICHAEL DOWLING	Research Analyst	475.00
QUINN TOMLINSON	Research Analyst	450.00