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*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

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*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

**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 ALLISON LIFF, ON BEHALF OF
PROPOSED ORDINARY COURSE PROFESSIONAL FRESHFIELDS BRUCKHAUS
DERINGER US LLP**

I, Allison Liff, pursuant to Section 1746 of title 28 of the United States Code, hereby
declare that the following is true to the best of my information, knowledge, and belief:

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.



1. I am a Partner of Freshfields Bruckhaus Deringer US LLP, located at 3 World Trade Center, 175 Greenwich Street, New York, NY, 10007 (the “Company”).

2. This Declaration is submitted in connection with an order of the United States Bankruptcy Court for the District of New Jersey authorizing Thrasio Holdings, Inc. and/or its affiliated debtors (collectively, the “Debtors”) to retain certain professionals in the ordinary course of business during the pendency of the Debtors’ chapter 11 cases Docket No. 300 (the “Order”). Following the date that the Debtors commenced their chapter 11 cases (the “Petition Date”), the Debtors have requested that the Company provide legal services to the Debtors, and the Company has consented to provide such services. Accordingly, the Company is submitting this Declaration pursuant to the Order.

3. The Company, through me, and other members, partners, associates, or employees of the Company, has provided, or plans to provide, the following services to the Debtors from and after the Petition Date: ongoing legal advice with respect to its pre-petition First Lien Credit Agreement and other financing arrangements.

4. The Company may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in these cases. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these cases. The Company does not perform services for any such person in connection with these cases. In addition, the Company does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

5. Neither I, nor any principal of, or professional employed by the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.

6. Neither I, nor any principal of, or professional employed by the Company, insofar as I have been able to discover, holds or represents any interest adverse to the Debtors or their estates.

7. The Debtors owe the Firm \$2,414.85 for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. 101-1532.


8. As of the Petition Date, which was the date on which the Debtors commenced these chapter 11 cases, the Company was not party to an agreement for indemnification with the Debtors.

9. At any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

10. I, or a representative of the Company, have read and am familiar with the requirements of the Order.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this May 3, 2024 in New York, New York, USA.


Allison Liff

**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)

RETENTION QUESTIONNAIRE

**TO BE COMPLETED BY EACH ORDINARY COURSE PROFESSIONAL
EMPLOYED BY THE DEBTORS**

Do not file this Questionnaire with the Court. Please return it to:

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Anup Sathy, P.C. (admitted *pro hac vice*)

300 North LaSalle Street

Chicago, Illinois 60654

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If more space is needed, please complete on a separate page and attach.

1. Name and address of Company:

Freshfields Bruckhaus Deringer US LLP

3 World Trade Center

175 Greenwich Street

New York, New York 10007

2. Date of retention:

November 9, 2022

3. Type of services provided (accounting, legal, etc.):

Legal advice

4. Brief description of services to be provided:

Freshfields has provided legal advice to certain of the Debtors in connection with the First Lien Credit Agreement

5. Arrangements for compensation (hourly, contingent, etc.):

Hourly

6. Prepetition claims against the Debtors held by the Company (if any):

\$2,414.85

(a) Average hourly rate (if applicable):

\$1692.50

(b) Estimated average monthly compensation: \$15,000

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the Company:

None

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to its estate with respect to the matters on which the above-named firm is to be employed:


None

9. Name and title of individual completing this Retention Questionnaire:

Allison Liff, Partner

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 information.

Dated: May 3, 2024

A handwritten signature in blue ink, consisting of a stylized 'A' followed by a long horizontal stroke.

Allison Liff
Partner
Freshfields Bruckhaus Deringer US
LLP