Case 24-11161-BLS Doc 796 Eiley U8/33/32 Page 1 of 1.4 Docket #0796 Date Filed: 06/23/2025

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re: Chapter 11

Saga Formations, Inc., et al., 1 Case No. 24-11161 (BLS)

> Debtors. (Jointly Administered)

> > Hearing Date: July 16, 2025 at 10:00 a.m. ET Obj. Deadline: July 7, 2025 at 4:00 p.m. ET

THIRD MONTHLY (FOR THE PERIOD

MARCH 1, 2025 THROUGH MAY 30, 2025) AND FINAL FEE APPLICATION OF SC&H GROUP, INC. AS INVESTMENT BANKING AND ADVISORY SERVICES PROVIDER TO THE CHAPTER 11 TRUSTEE, FOR ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD NOVEMBER 19, 2024 THROUGH AND INCLUDING MAY 30, 2025

Name of Applicant: SC&H Group, Inc.

Authorized to Provide Professional Services Claudia Z. Springer, Esq. as Chapter 11 Trustee

to:

Date of Retention: January 8, 2025 nunc pro tunc to November 19,

2024

Monthly Periods for which Compensation

and reimbursement is sought:

March 1, 2025 through May 30, 2025

Amount of Monthly compensation sought as

actual, reasonable and necessary:

\$675,000.00

\$966.97

Amount of Monthly expense reimbursement

sought as actual, reasonable and necessary:

November 19, 2024 through May 30, 2025

Final Period for which Compensation

and reimbursement is sought:

\$775,000.00

Amount of Final compensation sought as actual, reasonable and necessary:

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Saga Formations, Inc. (9113); Pajeau, Inc. (8758); and Tangible Play, Inc. (9331).



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Amount of Final reimbursement sought as actual, reasonable and necessary: \$966.97

This is a X monthly X final application

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The total time expended for the fee application preparation is approximately 0.00 hours and the corresponding compensation requested is approximately \$0.00

If this is not the first application filed, disclose the following for each prior application:

| DATE FILED | PERIOD COVERED | REQUESTED FEES/EXPENSES | APPROVED FEES/EXPENSES |
|---------------|--------------------------------|----------------------------|---------------------------|
| 1/31/25 | Nov 19, 2024 – Nov 30, 2024 | \$25,000 / \$0.00 | \$25,000 / \$0.00 |
| 3/26/25 | Dec 1, 2024 – Feb 28, 2025 | \$75,000 / \$0.00 | \$75,000 / \$0.00 |
| | | | |

MONTHLY COMPENSATION BY PROFESSIONAL

Saga Formations, Inc. (Case No. 24-11161 (BLS)) March 1, 2025 through May 30, 2025

| Name of Professional | Hourly Billing Rate | Total Billed Hours | |
|----------------------|--|--------------------------|--------|
| Ken Mann | Managing Director, Investment Banking | N/A | 8.00 |
| Michael Fixler | Managing Director, Investment Banking | N/A | 5.00 |
| Michael Gorman | Principal, Investment Banking | N/A | 153.00 |
| Brian Hubick | Senior Associate, Investment Banking | N/A | 93.00 |
| Logan Frank | Senior Analyst, Investment Banking | N/A | 2.00 |
| Debbie Beall | Transaction Marketing Coordinator | N/A | 0.00 |
| Total | | | 261.00 |
| GRAND TOTAL: \$675 | 5,000.00 | | |
| BLENDED RATE: \$2,5 | 586.21 | | |
| | | | |

MONTHLY COMPENSATION BY PROJECT CATEGORY

Saga Formations, Inc. (Case No. 24-11161 (BLS)) March 1, 2025 through May 30, 2025

| Category Description | Total Hours | Total Fees |
|---|-------------|-------------------|
| Draft and edit marketing materials | 0.00 | N/A |
| Administrative and Document Review | 24.00 | N/A |
| Buyer Outreach and Due Diligence Distribution | 151.00 | N/A |
| Calls with Debtor Advisor team | 23.00 | N/A |
| Auction Prep and Auction | 49.00 | N/A |
| Closing Prep | 14.00 | N/A |
| Buyer research | 0.00 | N/A |
| TOTAL | 261.00 | \$675,000.00 |

MONTHLY EXPENSE SUMMARY

Saga Formations, Inc. (Case No. 24-11161 (BLS)) March 1, 2025 through May 30, 2025

| Expense Category | Total Expenses |
|-------------------------|----------------|
| Travel | \$767.19 |
| Meals | \$199.78 |
| | |
| TOTAL | \$966.97 |

FINAL COMPENSATION BY PROFESSIONAL

Saga Formations, Inc. (Case No. 24-11161 (BLS)) November 19, 2024 through May 30, 2025

| Name of Professional | Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice | Hourly Billing Rate | Total Billed Hours |
|----------------------|---|---------------------------|--------------------------|
| Ken Mann | Managing Director, Investment Banking | N/A | 19.00 |

| Michael Fixler | Managing Director, Investment Banking | N/A | 5.00 | |
|---------------------------|--|-----|--------|--|
| Michael Gorman | Principal, Investment Banking | N/A | 268.00 | |
| Brian Hubick | Senior Associate, Investment Banking | N/A | 220.00 | |
| Logan Frank | Senior Analyst, Investment Banking | N/A | 64.00 | |
| Debbie Beall | Transaction Marketing Coordinator | N/A | 2.00 | |
| Total | | | 578.00 | |
| GRAND TOTAL: \$775,000.00 | | | | |
| BLENDED RATE: \$1,340.83 | | | | |

FINAL COMPENSATION BY PROJECT CATEGORY

Saga Formations, Inc. (Case No. 24-11161 (BLS)) November 19, 2024 through May 30, 2025

| Category Description | Total Hours | Total Fees |
|---|-------------|-------------------|
| Draft and Edit Marketing Materials | 131.00 | N/A |
| Administrative and Document Review | 88.50 | N/A |
| Buyer Outreach and Due Diligence Distribution | 210.00 | N/A |
| Calls with Debtor Advisor team | 63.50 | N/A |
| Auction Prep and Auction | 49.00 | N/A |
| Closing Prep | 14.00 | N/A |
| Buyer Research | 22.00 | N/A |
| TOTAL | 578.00 | \$775,000.00 |

FINAL EXPENSE SUMMARY

Saga Formations, Inc. (Case No. 24-11161 (BLS)) November 19, 2024 through May 30, 2025

| Expense Category | Total Expenses |
|-------------------------|----------------|
| Travel | \$767.19 |
| Meals | \$199.78 |
| | |
| TOTAL | \$966.97 |

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

| In re: | Chapter 11 |
|--------|------------|
| | |

Saga Formations, Inc., et al., 1 Case No. 24-11161 (BLS)

Debtors. (Jointly Administered)

Hearing Date: July 16, 2025 at 10:00 a.m. ET Obj. Deadline: July 7, 2025 at 4:00 p.m. ET

THIRD MONTHLY (FOR THE PERIOD

MARCH 1, 2025 THROUGH MAY 30, 2025) AND FINAL FEE APPLICATION
OF SC&H GROUP, INC. AS INVESTMENT BANKING AND ADVISORY
SERVICES PROVIDER TO THE CHAPTER 11 TRUSTEE, FOR
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF
ALL ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE
PERIOD NOVEMBER 19, 2024 THROUGH AND INCLUDING MAY 30, 2025

SC&H Group, Inc. ("SC&H"), investment banker and financial advisory service provider to Claudia Z. Springer, Esq., in her capacity as Chapter 11 Trustee (the "Trustee") of the estates of Saga Formations, Inc., ("Saga"), Pajeau, Inc. ("Pajeau"), and Tangible Play, Inc. ("Tangible Play," together with Saga and Pajeau, collectively the "Debtors"), submits this application (the "Application") for (i) monthly allowance of compensation for professional services rendered by SC&H to the Trustee for the period March 1, 2025, through May 30, 2025 (the "Monthly Application Period"); (ii) reimbursement of actual and necessary expenses incurred by SC&H during the Monthly Application Period; (iii) final allowance of reasonable compensation for professional services rendered by SC&H to the Trustee for the period November 19, 2024 through May 30, 2025 (the "Final Application Period"); and reimbursement of actual and necessary expenses incurred by SC&H during the Final Application Period pursuant to sections 330 and 331

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The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Saga Formations, Inc. (9113); Pajeau, Inc. (8758); and Tangible Play, Inc. (9331).

of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court of the District of Delaware (the "Local Rules"), the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, effective January 30, 1996 (the "U.S. Trustee Guidelines") and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [D.I. 218] (the "Interim Compensation Procedures Order"). In support of this Application, SC&H represents as follows:

JURISDICTION

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

BACKGROUND

- 2. On June 4-5, 2024, GLAS Trust Company LLC, in its capacity as administrative and collateral agent under the November 24, 2021 Credit and Guaranty Agreement and certain other lenders under the Credit Agreement filed involuntary petitions under chapter 11 of the Bankruptcy Code in this Court against the Debtors.
- 3. On September 16, 2024, this Court entered an Order for Relief in Involuntary Cases and Appointing Chapter 11 Trustee [D.I. 147].
 - 4. On September 23, 2024 (the "Appointment Date"), the United States Trustee filed

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Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Interim Compensation Procedures Order.

an Application for Entry of An Order Approving the Appointment of Claudia Z. Springer, Esq. as Chapter 11 Trustee [D.I. 151] and filed a Notice of Appointment appointing Claudia Z. Springer, Esq. as Trustee of the Debtors [D.I. 152]. Since that time, the Trustee has managed the Debtors' affairs pursuant to section 1106 of the Bankruptcy Code. No official committee has been appointed in the Chapter 11 Cases.

5. A more detailed description of the background of the Debtors and these Chapter 11 Cases is set forth in the *Declaration of Claudia Z. Springer in Support of First Day Motions*. [D.I. 193.]

SC&H'S RETENTION

6. The Trustee engaged SC&H as investment banker and financial advisory service provider, pursuant to an Engagement Letter with SC&H (the "Engagement Letter"), to the Trustee in connection with these bankruptcy cases. On January 8, 2025, this Court entered the *Order Authorizing the Retention of SC&H Group, Inc. to Investment Banking and Advisory Services for the Sale Transactions of Tangible Play, Inc. and Neuron Fuel, Inc. and Tangible Play, Inc. Effective* Nunc Pro Tunc to the Engagement Date [D.I. 436].

FEE PROCEDURES ORDER

- 7. On October 28, 2024, the Court entered the Interim Compensation Procedures Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.
- 8. In particular, the Interim Compensation Procedures Order provides that a professional may file and serve a Monthly Fee Application with the Court each month following the month or months for which compensation is sought. Provided that there are no objections to such Monthly Fee Application filed within twenty-one (21) days after the service of a Monthly Fee Application, the professional may file a certificate of no objection with the Court, after which

the Debtors are authorized to pay such professional eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in such Monthly Fee Application. If a partial objection to the Monthly Fee Application is filed, then the Debtors are authorized to pay eighty percent (80%) of the fees and hundred percent (100%) of the expenses not subject to an objection.

SALE ORDER

- 9. On May 20, 2025, the Court entered the Order (I) Approving the Sale of Neuron Fuel, Inc.'s Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (II) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith and (III) Granting Related Relief [D.I. 723] (the "Sale Order").
- 10. On May 30, 2025 (the "Sale Closing"), the sale as contemplated in the Sale Order was closed. *See* Notice of Sale Closing [D.I. 759]. SC&H engagement was concluded on the Sale Closing.

RELIEF REQUESTED

11. SC&H submits this Application for (a) for monthly and final allowance of reasonable compensation for the actual, reasonable and necessary professional services that it has rendered as investment banker for the Trustee in these cases during the Monthly Application Period and Final Application Period, and (b) for monthly and final reimbursement of actual, reasonable and necessary expenses incurred in representing the Trustee during the Monthly Application Period and Final Application Period.

MONTHLY APPLICATION PERIOD

12. During the Monthly Application Period, SC&H (a) incurred fees in the amount of \$675,000.00 and (b) incurred actual, reasonable and necessary expenses totaling \$966.97. With respect to these amounts, as of the date of this Application, SC&H has received no payments. SC&H's fees for the Monthly Application Period are based on the customary compensation

charged by comparably skilled professionals in other cases under Title 11.

- 13. Set forth in the foregoing "Compensation Detail" is a summary of the time expended by timekeepers billing time to these cases.
- 14. **Exhibit A** attached hereto contains logs which show the time recorded by professionals, paraprofessionals and other support staff and descriptions of the services provided.

THE FINAL APPLICATION PERIOD

- 15. During the Final Application Period, SC&H seeks allowance of \$775,000 for actual, reasonable, and necessary fees in the amount of \$775,000 and (b) incurred actual, reasonable and necessary expenses totaling \$966.97. With respect to these amounts, as of the date of this Application, SC&H has received \$100,000 in Monthly Fee payments. SC&H's fees for the Final Application Period are based on the customary compensation charged by comparably skilled professionals in other cases under Title 11.
- 16. Pursuant to Section 4(b)(i) of the Engagement Letter, SC&H's transaction fee is calculated as follows:

In the event the Trustee completes a Sale, a fee (the "Sale Fee") to be paid upon the Closing of any Sale equal to the greater of \$600,000 (the "Minimum Transaction Fee") or the sum of: For that portion of Total Consideration

- a. Up to and including \$50 million
 b. Greater than \$50 million but less than \$60 million
 c. Greater than or equal to \$60 million
 3%
- 17. Accordingly, SC&H seeks fees and expenses in the amount of \$775,966.97 calculated pursuant to Sections 4(a) and 4(b) of the Engagement Letter. Attached hereto as Exhibit B is an invoice for services performed by SC&H with respect to these Chapter 11 Cases.
- 18. SC&H does not charge for outgoing domestic facsimiles and does not charge for incoming facsimiles.
 - 19. In accordance with Local Rule 2016-1, SC&H has reduced its request for

compensation for non-working travel, if any, to fifty percent (50%) of its normal rate.

SUMMARY OF SERVICES BY PROJECT

- 20. SC&H has endeavored to represent the Trustee in the most expeditious and economical manner possible. Tasks have been assigned to professionals, and other support staff at SC&H so that work has been performed by those most familiar with the particular matter or task and, where professionals involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, SC&H has endeavored to coordinate with the other professionals involved in these cases so as to minimize any duplication of effort and to minimize fees and expenses to the Trustee. We believe we have been successful in this regard.
- 21. No agreement or understanding exists between SC&H and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

The undersigned has reviewed the requirements of Local Rule 2016-1 and certifies, to the best of the undersigned's information, knowledge and belief, that this Application complies with that Rule.

WHEREFORE, SC&H respectfully requests that this Court: (a) allow SC&H (i) monthly compensation in the amount of \$675,000.00 for actual, reasonable and necessary professional services rendered on behalf of the Trustee during Monthly Application Period and (ii) monthly reimbursement in the amount of \$966.97 for actual, reasonable and necessary expenses incurred during the Monthly Application Period; (ii)(a) final compensation in the amount of \$775,000 for compensation in the amount of \$775,000 for actual, reasonable and necessary professional services rendered on behalf of the Trustee during Final Application Period and (ii) monthly reimbursement in the amount of \$966.97 for actual, reasonable and necessary expenses incurred during the Final Application Period; and (b) authorize and direct the Debtors to pay to SC&H the amount of

\$675,000.00 (which is equal to the sum of 100% of SC&H's request compensation of \$675,000.00, plus 100% of SC&H's requested expenses of \$966.97); and (c) grant such other and further relief as is just and proper.

Dated: June 23, 2025 SC&H GROUP, INC.

/s/ Kenneth W. Mann
Kenneth W. Mann
11000 Broken Land Parkway
Suite 500
Columbia, MD 21044

Investment Banker and Advisory Services Provider to the Trustee

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

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| In re: | Chapter 11 |
|---------------------------------|-------------------------|
| Saga Formations, Inc., et al.,1 | Case No. 24-11161 (BLS) |
| Debtors. | (Jointly Administered) |

Hearing Date: July 16, 2025 at 10:00 a.m. ET Obj. Deadline: July 7, 2025 at 4:00 p.m. ET

NOTICE OF THIRD MONTHLY (FOR THE PERIOD MARCH 1, 2025 THROUGH MAY 30, 2025) AND FINAL FEE APPLICATION OF SC&H GROUP, INC. AS INVESTMENT BANKING AND ADVISORY SERVICES PROVIDER TO THE CHAPTER 11 TRUSTEE, FOR ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD NOVEMBER 19, 2024 THROUGH AND INCLUDING MAY 30, 2025

PLEASE TAKE NOTICE that today, SC&H Group, Inc. as investment banker and financial advisory service provider to Claudia Springer, not individually, but solely as Chapter 11 Trustee (the "Trustee") of the estates of Epic! Creations, Inc. ("Epic"), Neuron Fuel, Inc. ("Neuron Fuel"), and Tangible Play, Inc. ("Tangible Play," together with Epic and Neuron Fuel, collectively the "Debtors"), filed the attached Third Monthly (For the Period March 1, 2025 through May 30, 2025) and Final Application of SC&H Group. Inc. as Investment Banking and Advisory Services Provider to the Chapter 11 Trustee, for Allowance of Monthly Compensation and for the Monthly Reimbursement of All Actual and Necessary Expenses Incurred for the Period November 19, 2024 through and Including May 30, 2025 (the "Application").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must: (a) be filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before July 7, 2025 at 4:00 p.m. (Eastern Time) (the "Objection Deadline"); and (b) be served so as to be received on or before the Objection Deadline by:

- i. <u>the Trustee:</u> Claudia Z. Springer, Novo Advisors, LLC, 401 N. Franklin St., Suite 4 East, Chicago, IL 60654;
- ii. <u>counsel to the Trustee</u>: Jenner & Block LLP, 353 N. Clark Street, Chicago, IL 60654, Attn: Catherine Steege (CSteege@jenner.com); Melissa Root (MRoot@jenner.com); and Pashman Stein Walder Hayden, P.C., 824 N. Market Street, Suite 800, Wilmington, Delaware, 19801-1242, Attn: Henry J. Jaffe (hjaffe@pashmanstein.com) and Joseph C.

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Saga Formations, Inc. (9113); Pajeau, Inc. (8758); and Tangible Play, Inc. (9331).

Barsalona II (jbarsalona@pashmanstein.com); Quinn Emanuel Urquhart & Sullivan, LP, 51 Madison Avenue, 22nd Floor, New York, New York 10010, Attn: Benjamin Finestone (benjaminfinestone@quinnemanuel.com);

- iii. counsel for GLAS: Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, IL 60654, Attn: Patrick J. Nash Jr. (patrick.nash@kirkland.com); Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Brian Schartz, P.C. (bschartz@kirkland.com) and Jordan Elkin (jordan.elkin@kirkland.com); Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19801, Attn: Laura Davis Jones (ljones@pszjlaw.com); and Reed Smith LLP, 599 Lexington Avenue, 22nd Floor, New York, New York 10022, Attn: David A. Pisciotta (dpisciotta@reedsmith.com);
- iv. <u>counsel for the Petitioning Lender Creditors</u>: Cahill, Gordon & Reindel LLP, 32 Old Slip, New York, NY 10005, Attn: Joel Moss (jmoss@cahill.com); and Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801, Attn: G. David Dean (ddean@coleschotz.com); and
- v. <u>U.S. Trustee for the District of Delaware:</u> Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801, Attn: Linda Casey (linda.casey@usdoj.gov).

PLEASE TAKE FURTHER NOTICE THAT ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED AND RECEIVED, IN ACCORDANCE WITH THE PROCEDURES ABOVE, WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING.

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

Dated: June 23, 2025 Wilmington, Delaware

PASHMAN STEIN WALDER HAYDEN, P.C.

/s/ Alexis R. Gambale

Henry J. Jaffe (No. 2987)

Joseph C. Barsalona II (No. 6102)

Alexis R. Gambale (No. 7150)

824 N. Market Street, Suite 800

Wilmington, DE 19801

Telephone: (302) 592-6496

Email: hjaffe@pashmanstein.com

jbarsalona@pashmanstein.com agambale@pashmanstein.com

-and-

JENNER & BLOCK LLP

Catherine Steege (admitted *pro hac vice*)
Melissa Root (admitted *pro hac vice*)
William A. Williams (admitted *pro hac vice*)
353 N. Clark Street
Chicago, Illinois 60654
Telephone: (312) 923-2952

Telephone: (312) 923-2952
Email: csteege@jenner.com
 mroot@jenner.com
 wwilliams@jenner.com

Co-counsel to the Trustee

EXHIBIT A

MONTHLY COMPENSATION BY PROJECT CATEGORY

Saga Formations, Inc. et al. (Case No. 24-11161 (BLS))
March 1, 2025 through and including May 30, 2025

| Category Description | Total Hours | Total Fees |
|------------------------------------|-------------|-------------------|
| Draft and edit marketing materials | 0.00 | N/A |
| Administrative and Document Review | 24.00 | N/A |
| Buyer outreach | 151.00 | N/A |
| Calls with Debtor Advisor team | 23.00 | N/A |
| Auction Prep and Auction | 49.00 | N/A |
| Closing Prep | 14.00 | N/A |
| Buyer research | 0.00 | N/A |
| | | |
| | 261.00 | \$675,000.00 |

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| Date | Last Name | Service Description | Hours | Memo |
|--------------------------|-----------|--|-------|---|
| 11/19/2024 | Gorman | 76-Job Administration | 5.00 | Prepare information request list and send to debtor, research and vet potential buyers |
| 11/20/2024 | Gorman | 76-Job Administration | 4.00 | Reviewing company information including financials, qualitative summaries, and first day declarations |
| 11/21/2024 | | 76-Job Administration | | Research and vet potential buyers, and editing marketing materials |
| 11/22/2024 | | 76-Job Administration | | Research and vet potential buyers, and editing marketing materials |
| 11/25/2024 11/25/2024 | | 76-Job Administration 76-Correspond w/ Debtor Team | | Research and vet potential buyers, and editing marketing materials Call/correspond with Debtor Advisor team |
| 11/26/2025 | | 76-Job Administration | | Research and vet potential buyers, and editing marketing materials |
| 11/27/2025 | | 76-Job Administration | | Call/correspond with Debtor Advisor team, reviewing and editing marketing materials |
| 11/25/2025 | Mann | 76-Bk Admin & Doc Review | | Finalize engagement letter and retention application, run conflict checks |
| 11/25/2025 | Hubick | 76-Material & VDR Prep Phase 1 | 4.00 | Reviewing and editing marketing materials |
| 11/26/2025 | | 76-Material & VDR Prep Phase 1 | | Reviewing and editing marketing materials |
| 11/27/2025 | | 76-Material & VDR Prep Phase 1 | | Reviewing and editing marketing materials |
| 11/19/2024 | | 76-Job Administration 76-Job Administration | | Prepare information request list and send to debtor Prepare information request list and send to debtor |
| 11/19/2024 11/20/2025 | | 76-Material & VDR Prep Phase 1 | | Reviewing and editing marketing materials |
| 11/20/2025 | | 76-Buyer List Prep Phase 1 | | Research and vet potential buyers |
| 11/21/2025 | Frank | 76-Buyer List Prep Phase 1 | 5.00 | Research and vet potential buyers |
| 11/22/2025 | Frank | 76-Material & VDR Prep Phase 1 | 2.50 | Reviewing and editing marketing materials |
| 11/25/2025 | Frank | 76-Correspond w/ Debtor Team | | Call/correspond with Debtor Advisor team |
| 11/26/2025 | | 76-Correspond w/ Debtor Team | | Call/correspond with Debtor Advisor team |
| 11/26/2025 | Frank | 76-Material & VDR Prep Phase 1 | 2.50 | Reviewing and editing marketing materials |
| | | November Total | 59.00 | |
| | | | | |
| 12/2/2024 | Gorman | 76-Job Administration | 3.00 | Research and vet potential buyers, and editing marketing materials |
| 12/3/2024 | | 76-Job Administration | | Research and vet potential buyers, and editing marketing materials |
| | Gorman | 76-Job Administration | | Research and vet potential buyers, and editing marketing materials |
| 12/5/2024 | l Gorman | 76-Correspond w/ Debtor Team 76-Job Administration | | Update call with Debtor advisors Research and vet potential buyers, and editing marketing materials |
| 12/9/2024 | | 76-Job Administration | | Research and vet potential buyers, and editing marketing materials |
| 12/10/2024 | | 76-Job Administration | | Research and vet potential buyers, and editing marketing materials |
| 12/11/2024 | Gorman | 76-Job Administration | 2.00 | Research and vet potential buyers, and editing marketing materials |
| 12/12/2024 | | 76-Job Administration | | Research and vet potential buyers, and editing marketing materials |
| 12/16/2024 | | 76-Correspond with creditors | | Call with lenders |
| 12/16/2024 | | 76-Job Administration | | Review of Debtor due diligence, internal document review |
| 12/17/2024 12/18/2024 | | 76-Job Administration 76-Job Administration | | Review of Debtor due diligence, internal document review Review of Debtor due diligence, internal document review |
| 12/20/2024 | | 76-Job Administration | | Review of Debtor due diligence, internal document review |
| 12/23/2024 | Gorman | 76-Job Administration | | Review of Debtor due diligence, internal document review |
| 12/27/2024 | Gorman | 76-Job Administration | 2.00 | Review of Debtor due diligence, internal document review |
| 12/30/2024 | | 76-Job Administration | | Review of Debtor due diligence, internal document review |
| 12/31/2024 | | 76-Job Administration | | Review of Debtor due diligence, internal document review |
| 12/3/2024 | | 76-Bk Admin & Doc Review 76-Bk Admin & Doc Review | | retention docs reveiw SH APA and retention docs |
| 12/4/2024 12/5/2024 | | 76-Offer Solicit & Neg IV | | prep and participate in call with SH and counsel re APA |
| 12/6/2024 | | 76-Bk Admin & Doc Review | | emails with debtors counsel and internal call re bid procedures |
| 12/16/2024 | Mann | 76-Bk Admin & Doc Review | | planning and discussions regarding revised timeline and participating in call with all counsel in case |
| 12/2/2024 | Hubick | 76-Material & VDR Prep Phase 1 | 2.00 | Reviewing and editing marketing materials |
| 12/3/2024 | | 76-Material & VDR Prep Phase 1 | | Reviewing and editing marketing materials |
| 12/4/2024 | | 76-Material & VDR Prep Phase 1 | | Reviewing and editing marketing materials |
| 12/5/2024 | | 76-Material & VDR Prep Phase 1 | | Reviewing and editing marketing materials Reviewing and editing marketing materials |
| 12/6/2024 | | 76-Material & VDR Prep Phase 1 76-Material & VDR Prep Phase 1 | | Reviewing and editing marketing materials Reviewing and editing marketing materials |
| 12/18/2024 | | 76-Material & VDR Prep Phase 1 | | Reviewing and editing marketing materials |
| 12/26/2024 | Hubick | 76-Material & VDR Prep Phase 1 | 4.00 | Reviewing and editing marketing materials |
| 12/27/2024 | Hubick | 76-Material & VDR Prep Phase 1 | 4.00 | Reviewing and editing marketing materials |
| 12/30/2024 | | 76-Material & VDR Prep Phase 1 | | Reviewing and editing marketing materials |
| 12/31/2024 | | 76-Material & VDR Prep Phase 1 | | Reviewing and editing marketing materials |
| 12/3/2024 12/4/2024 | | 76-Material & VDR Prep Phase 1 76-Material & VDR Prep Phase 1 | | Reviewing and editing marketing materials Reviewing and editing marketing materials |
| 12/5/2024 | | 76-Job Administration | | Internal Call re process |
| 12/5/2024 | | 76-Correspond w/ Debtor Team | | Call + prep and summary with Novo |
| 12/5/2024 | Frank | 76-Buyer List Prep Phase 1 | | Buyer list prep |
| 12/5/2024 | | 76-Job Administration | | Reading offer from Tynker founders and polishing up outreach strategy |
| 12/6/2024 | | 76-Correspond w/ Debtor Team | | Tynker Diligence |
| 12/11/2024 | | 76-Correspond w/ Debtor Team | | Outreach Strategy Deck for Novo and Call with Jacob Grall |
| 12/18/2024 12/31/2024 | | 76-Material & VDR Prep Phase 1 76-Material & VDR Prep Phase 1 | | Finish CIM draft CIM Comments |
| 12/2/2024 | | 76-Job Administration | | invoice and deal set-up, VDR set-up |
| 12/5/2024 | | 76-Job Administration | | compliance lookups |
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December Total 107.00

| 1/2/2025 Gorman | 76-Bk Admin & Doc Review | 2.00 CIM review and editing |
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| 1/2/2025 Gorman | 76-Buyer List Prep Phase 1 | 2.00 Buyers list research, review, prep |
| 1/3/2025 Gorman | 76-Bk Admin & Doc Review | 2.00 Reviewed teasers, NDA discussion, go to market prep |
| 1/4/2025 Gorman | 76-Correspond w/ Debtor Team | 1.00 Discussed CIM and teasers via emails (edits rec'd) |
| 1/6/2025 Gorman | 76-Correspond w/ Debtor Team | 2.00 CIM review, edits, go to market prep |
| 1/7/2025 Gorman | 76-Job Administration | 2.00 Go to market prep |
| 1/8/2025 Gorman | 76-Job Administration | 1.00 Go to market prep |
| 1/9/2025 Gorman | 76-Correspond w/ Debtor Team | 1.00 Document review and edits (CIM) |
| 1/9/2025 Gorman | 76-Job Administration 76-Job Administration | 1.00 Go to market prep |
| 1/13/2025 Gorman 1/14/2025 Gorman | 76-Job Administration | 1.00 Buyer outreach 2.00 Calls with buyers |
| 1/15/2025 Gorman | 76-Bk Admin & Doc Review | 2.00 Calls with buyers |
| 1/16/2025 Gorman | 76-Bk Admin & Doc Review | 2.00 Calls with buyers |
| 1/17/2025 Gorman | 76-Bk Admin & Doc Review | 1.00 Calls with buyers |
| 1/17/2025 Gorman | 76-Correspond w/ Debtor Team | 1.00 Call with Debtor advisors |
| 1/20/2025 Gorman | 76-Bk Admin & Doc Review | 1.00 Calls with buyers |
| 1/21/2025 Gorman | 76-Correspond w/ Debtor Team | 1.00 Call with Novo |
| 1/21/2025 Gorman | 76-Job Administration | 1.00 Buyer outreach |
| 1/22/2025 Gorman | 76-Job Administration | 1.00 Calls with Buyers |
| 1/23/2025 Gorman | 76-Job Administration | 3.00 Calls with Buyers |
| 1/24/2025 Gorman | 76-Job Administration | 3.00 Calls with Buyers |
| 1/27/2025 Gorman | 76-Job Administration | 1.00 Calls with Buyers |
| 1/28/2025 Gorman | 76-Job Administration | 2.00 Calls with Buyers |
| 1/29/2025 Gorman | 76-Job Administration | 1.00 Buyer outreach |
| 1/31/2025 Gorman | 76-Correspond w/ Debtor Team | 1.00 Weekly update call |
| 1/31/2025 Gorman | 76-Job Administration | 1.00 Buyer calls |
| 1/24/2025 Mann | 76-Correspond w/ Debtor Team | 1.00 Call with Debtor advisors |
| 1/3/2025 Hubick | 76-Material & VDR Prep Phase 1 | 5.00 Due diligence file prep / internal document review |
| 1/4/2025 Hubick | 76-Material & VDR Prep Phase 1 | 1.00 Due diligence file prep / internal document review |
| 1/6/2025 Hubick | 76-Material & VDR Prep Phase 1 | 2.00 Due diligence file prep / internal document review 2.00 Due diligence file prep / internal document review |
| 1/7/2025 Hubick 1/8/2025 Hubick | 76-Material & VDR Prep Phase 1 76-Material & VDR Prep Phase 1 | 2.00 Due diligence file prep / internal document review 2.00 Due diligence file prep / internal document review |
| 1/10/2025 Hubick | 76-Buyer List Prep Phase 1 | 2.00 Buyer outreach prep |
| 1/13/2025 Hubick | 76-Material & VDR Prep Phase 1 | 4.00 Due diligence file prep / internal document review |
| 1/15/2025 Hubick | 76-Material & VDR Prep Phase 1 | 2.00 Due diligence file prep / internal document review |
| 1/16/2025 Hubick | 76-Material & VDR Prep Phase 1 | 2.00 Due diligence file prep / internal document review |
| 1/20/2025 Hubick | 76-Material & VDR Prep Phase 1 | 3.00 Due diligence file prep / internal document review |
| 1/21/2025 Hubick | 76-Material & VDR Prep Phase 1 | 6.00 Follow up with outreach |
| 1/23/2025 Hubick | 76-Material & VDR Prep Phase 1 | 1.00 Due diligence file prep / internal document review |
| 1/24/2025 Hubick | 76-Material & VDR Prep Phase 1 | 4.00 prep and prepare for process update and multiple buyer calls |
| 1/28/2025 Hubick | 76-Material & VDR Prep Phase 1 | 3.00 prep, prepare and open VDR also reached out to parties to notify access to VDR |
| 1/20/2023 Hubick | | |
| 1/29/2025 Hubick | 76-Material & VDR Prep Phase 1 | 6.00 prep and prepare follow ups to unresponsive parties in the marketing efforts; also compiled and facilitated due diligence questions |
| | · | |
| 1/29/2025 Hubick | 76-Material & VDR Prep Phase 1 | 6.00 prep and prepare follow ups to unresponsive parties in the marketing efforts; also compiled and facilitated due diligence questions |
| 1/29/2025 Hubick 1/30/2025 Hubick | 76-Material & VDR Prep Phase 1 76-Material & VDR Prep Phase 1 | 6.00 prep and prepare follow ups to unresponsive parties in the marketing efforts; also compiled and facilitated due diligence questions 1.00 NDAs and diligence questions |
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| 1/29/2025 Hubick 1/30/2025 Hubick 1/31/2025 Hubick 1/2/2025 Frank 1/3/2025 Frank 1/6/2025 Frank 1/17/2025 Frank | 76-Material & VDR Prep Phase 1 76-Correspond w/ Debtor Team January Total 76-Job Administration | 6.00 prep and prepare follow ups to unresponsive parties in the marketing efforts; also compiled and facilitated due diligence questions 1.00 NDAs and diligence questions 1.00 Prep and participate in call with Novo 4.00 Reviewing and editing marketing materials 3.00 Reviewing and editing marketing materials 2.00 Reviewing and editing marketing materials 1.00 Call/correspond with Debtor Advisor team 97.00 1.00 Buyer out reach 1.00 Buyer out reach 1.00 Weekly update call |
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| 2/13/2025 | Hubick | 76-Material & VDR Prep Phase 1 | 2.00 | prep and held call with potential bidder and diligence and weekly update |
|--|--|---|---|--|
| 2/14/2025 | Hubick | 76-Material & VDR Prep Phase 1 | 3.00 | weekly update |
| 2/17/2025 | | 76-Material & VDR Prep Phase 1 | | |
| | | · · | | Due dilgence prepartion / document review |
| 2/20/2025 | Hubick | 76-Material & VDR Prep Phase 1 | 2.00 | Due dilgence prepartion / document review |
| 2/24/2025 | Hubick | 76-Material & VDR Prep Phase 1 | 1.00 | Due dilgence prepartion / document review |
| 2/27/2025 | Hubick | 76-Material & VDR Prep Phase 1 | 3.00 | prepared for and participated in diligence call with Palm ventures and internal diligence call with Novo |
| 2/28/2025 | | 76-Material & VDR Prep Phase 1 | | prepared for and participated in process update with Novo |
| | | • | | |
| 2/3/2025 | Frank | 76-Correspond w/ Debtor Team | 1.00 | Diligence items review |
| 2/7/2025 | Frank | 76-Correspond w/ Debtor Team | 1.00 | Call/correspond with Debtor Advisor team |
| | | | | |
| | | February Total | 54.00 | |
| | | rebluary rotat | 34.00 | |
| | | | | |
| | | | | |
| 3/3/2025 | Gorman | 76-Bk Admin & Doc Review | 1.00 | Review of buyer due diligence requests |
| 3/4/2025 | | 76-Bk Admin & Doc Review | | Review of buyer due diligence requests |
| | | | | |
| 3/5/2025 | | 76-Correspond w/ Debtor Team | | Debtor advisor discussion regarding buyer requests |
| 3/6/2025 | Gorman | 76-Correspond w/ Debtor Team | 1.00 | Weekly call with FSF advisor team |
| 3/17/2025 | Gorman | 76-Bk Admin & Doc Review | 2.00 | Review of buyer due diligence requests |
| 3/17/2025 | Gorman | 76-Job Administration | 1.00 | Due diligence call with managment and potential bidder |
| 3/18/2025 | Gorman | 76-Bk Admin & Doc Review | | Due diligence review |
| | | 76-Job Administration | | |
| 3/18/2025 | | | | Follow up with potential bidders |
| 3/19/2025 | Gorman | 76-Job Administration | 4.00 | Outreach and due diligence coordination with potential bidders; calls with management and potential bidder |
| 3/20/2025 | Gorman | 76-Bk Admin & Doc Review | 1.00 | Due diligence review/distribution |
| 3/20/2025 | Gorman | 76-Correspond w/ Debtor Team | 1.00 | Weekly call with FSF advisor team |
| 3/20/2025 | | 76-Job Administration | | Calls with potential bidders and management |
| | | | | · · · · · · · · · · · · · · · · · · · |
| 3/21/2025 | | 76-Bk Admin & Doc Review | | Fee app preparation and due diligence doc review |
| 3/21/2025 | | 76-Correspond w/ Debtor Team | 1.00 | Weekly update call |
| 3/21/2025 | Gorman | 76-Job Administration | 1.00 | Correspondence with buyers |
| 3/24/2025 | Gorman | 76-Job Administration | 4.00 | Fee app prep, call with buyer, due diligence facilitation |
| 3/25/2025 | | 76-Job Administration | | Calls with buyers and due diligence facilitation |
| | | | | |
| 3/26/2025 | Gorman | 76-Job Administration | | Buyer due diligence faciliation |
| 3/27/2025 | Gorman | 76-Job Administration | 1.00 | Buyer due diligence |
| 3/28/2025 | Gorman | 76-Correspond w/ Debtor Team | 1.00 | Update call |
| 3/28/2025 | | 76-Job Administration | 1 00 | Buyer due diligence |
| 3/31/2025 | | 76-Bk Admin & Doc Review | | |
| | | | | Calls with buyers and due diligence facilitation |
| 3/7/2025 | Mann | 76-Correspond w/ Debtor Team | | Internal discussions re plan for the two weeks ahead |
| 3/19/2025 | Frank | 76-Mark & Initial Dil II & II | 2.00 | Facilitate buyer due diligence |
| 3/3/2025 | Hubick | 76-Material & VDR Prep Phase 1 | 1.00 | Diligence requests |
| 3/4/2025 | Hubick | 76-Material & VDR Prep Phase 1 | | prepared and answered diligence questions for potential buyer |
| | · · · · · · · · · · · · · · · · · · · | 70 material a 1 Birm op made 1 | | properties and anomored angence queenens for perential bayer |
| 2/5/2025 | Hubiak | 76 Material 9 VDD Drop Dhage 1 | 2.00 | proposed and proposed for calle with hypers also arganized and posted diligence items to detersom |
| 3/5/2025 | | 76-Material & VDR Prep Phase 1 | | prepared and prepared for calls with buyers; also organized and posted diligence items to dataroom |
| 3/5/2025 3/6/2025 | | 76-Material & VDR Prep Phase 1 76-Material & VDR Prep Phase 1 | | prepared and prepared for calls with buyers; also organized and posted diligence items to dataroom prepped and participated in calls with buyer and with Novo; facilitated diligence |
| | Hubick | · · | 3.00 | |
| 3/6/2025 | Hubick Hubick | 76-Material & VDR Prep Phase 1 | 3.00 2.00 | prepped and participated in calls with buyer and with Novo; facilitated diligence prepped and prepared a diligence document for Sphero |
| 3/6/2025 3/7/2025 3/10/2025 | Hubick Hubick Hubick | 76-Material & VDR Prep Phase 1 76-Material & VDR Prep Phase 1 76-Material & VDR Prep Phase 1 | 3.00 2.00 3.00 | prepped and participated in calls with buyer and with Novo; facilitated diligence prepped and prepared a diligence document for Sphero Facilitated diligence requests |
| 3/6/2025 3/7/2025 3/10/2025 3/11/2025 | Hubick Hubick Hubick Hubick | 76-Material & VDR Prep Phase 1 76-Material & VDR Prep Phase 1 76-Material & VDR Prep Phase 1 76-Material & VDR Prep Phase 1 | 3.00 2.00 3.00 3.00 | prepped and participated in calls with buyer and with Novo; facilitated diligence prepped and prepared a diligence document for Sphero Facilitated diligence requests Outreach to unresponsive parties |
| 3/6/2025 3/7/2025 3/10/2025 3/11/2025 3/13/2025 | Hubick Hubick Hubick Hubick Hubick | 76-Material & VDR Prep Phase 1 76-Material & VDR Prep Phase 1 | 3.00 2.00 3.00 3.00 2.00 | prepped and participated in calls with buyer and with Novo; facilitated diligence prepped and prepared a diligence document for Sphero Facilitated diligence requests Outreach to unresponsive parties Prepared and prepared analysis on Osmo |
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4/18/2025 Gorman 76-Correspond w/ Debtor Team 1.00 Daily update call re: bidders

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| 4/18/2025 Gorm | nan 76-Job Administration | 6.00 Facil | litate diligence and buyer calls |
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| 4/22/2025 Gorm | nan 76-Bk Admin & Doc Re | | espond with bidders, facilitate due diligence |
| 4/22/2025 Gorm | nan 76-Correspond w/ Deb | tor Team 1.00 Bidd | er update call |
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| 4/23/2025 Gorm | nan 76-Job Administration | | with potential bidder |
| 4/24/2025 Gorm | nan 76-Bk Admin & Doc Re | riew 1.00 Due | diligence, internal team coordination |
| 4/25/2025 Gorm | nan 76-Bk Admin & Doc Re | | espondence and calls with bidders |
| 4/28/2025 Gorm | nan 76-Correspond w/ Deb | tor Team 1.00 Auct | ion prep |
| 4/29/2025 Gorm | nan 76-Correspond w/ Deb | | ate call with Debtor advisors |
| 4/29/2025 Gorm | nan 76-Job Administration | · | espondence with potential bidders |
| 4/30/2025 Gorm | nan 76-Bk Admin & Doc Re | riew 2.00 APA | review |
| 4/30/2025 Gorm | nan 76-Correspond w/ Deb | tor Team 1.00 Call | with Debtor advisors re: auction/bids |
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May Total 64.00

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