

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

In re:

Numbers Holdings, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10719 (JKS)

(Jointly Administered)

Objection Deadline: September 3, 2024 at 4:00 p.m. ET

**SUMMARY OF SECOND MONTHLY FEE STATEMENT
OF KELLEY DRYE & WARREN LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS SPECIAL CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM JUNE 1, 2024 THROUGH AND INCLUDING JUNE 30, 2024**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	Effective as of April 29, 2024 ²
Period for which compensation and reimbursement is sought:	June 1, 2024 through June 30, 2024
Amount of compensation sought as actual, reasonable, and necessary:	\$93,839.00
Less 20% holdback per procedures for interim compensation and reimbursement of expenses:	\$18,767.80
Total fees sought at this time:	\$75,071.20
Amount of expense reimbursement sought as actual, reasonable, and necessary:	N/A

This is a(n): X Monthly ___ Interim ___ Final application

This application includes 2.0 hours with a value of \$881.50 incurred in connection with the preparation of prior fee applications. One prior application [Docket No. 1047] has been filed before this Fee Period.

¹ The Debtors in these cases are: (i) Number Holdings, Inc.; (ii) 99 Cents Only Stores LLC; (iii) 99 Cents Only Stores Texas, Inc.; (iv) 99 Cents PropCo LLC; (v) 99 Cents HoldCo LLC; and (vi) Bargain Wholesale LLC.

² Docket No. 849.

PRIOR MONTHLY APPLICATION HISTORY

Application	Date Filed	Period Covered	Requested Fees / Expenses	Approved Fees (80%) / Expenses (100%)
First Combined Monthly Fee Application [Docket No. 1047]	7/22/2024	4/29/2024 – 5/31/2024	\$186,008.40 / \$70.97	CNO filed on 8/15/2024

PRIOR INTERIM APPLICATION HISTORY

No prior fee applications have been filed.

**SUMMARY OF BILLING BY PROFESSIONAL FOR
JUNE 1, 2024 THROUGH AND INCLUDING JUNE 30, 2024**

Name of Professional	Position	Bar Admission Year	Hourly Rate	Total Hours	Total Compensation
W. Christian Drewes	Partner	1976	\$1,460.00	5.8	\$8,468.00
Eric Wilson	Partner	1997	\$1,170.00	21.6	\$25,272.00
Jason Adams	Partner	2001	\$1,040.00	17.2	\$17,888.00
Robert LeHane	Partner	1999	\$1,010.00	3.5	\$3,535.00
Jack Miles	Partner	1980	\$960.00	14.1	\$13,536.00
Jennifer Raviele	Special Counsel	2009	\$835.00	19.2	\$16,032.00
Hilary Krulc	Associate	2021	\$695.00	0.6	\$417.00
Steven Yachik	Associate	2021	\$690.00	6.3	\$4,347.00
Andrew Mauro	Associate	2022	\$570.00	4.8	\$2,736.00
Sherlly Alceus	Paralegal	N/A	\$335.00	4.8	\$1,608.00
			Total:	97.9	\$93,839.00

Category of Timekeeper	Blended Hourly Rate
Partner	\$1,120.56
Special Counsel	\$835.00
Associate	\$641.03
Paraprofessional	\$335.00
All Timekeepers Aggregated	\$958.52

**STATEMENT OF FEES BY PROJECT CATEGORY FOR
JUNE 1, 2024 THROUGH AND INCLUDING JUNE 30, 2024**

Project Category	Total Hours	Total Fees
Case Administration	11.1	\$11,196.50
Pleading Review	0.5	\$450.00
Retention Matters	4.1	\$3,778.50
Fee Matters	7.0	\$4,499.00
Asset Analysis Recovery and Disposition	23.0	\$23,338.00
Executory Contracts and Leases	36.8	\$36,254.50
Claims Administration	6.5	\$5,943.50
Committee & Creditor Communication	5.1	\$5,139.50
Court Hearings	3.8	\$3,239.50
Total:	97.9	\$93,839.00

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES FOR
JUNE 1, 2024 THROUGH AND INCLUDING JUNE 30, 2024**

Expense Category	Amount
*No expenses accrued during this period	N/A
Total:	N/A

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

In re:

Numbers Holdings, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10719 (JKS)

(Jointly Administered)

Objection Deadline: September 3, 2024 at 4:00 p.m. ET

**SECOND MONTHLY FEE STATEMENT OF
KELLEY DRYE & WARREN LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS SPECIAL CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM JUNE 1, 2024 THROUGH AND INCLUDING JUNE 30, 2024**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”),² Kelley Drye & Warren LLP (“Kelley Drye”) hereby submits this second monthly fee statement (the “Fee Statement”) for compensation for professional services rendered and reimbursement of expenses incurred as special co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (the “Debtors”), for the period from June 1, 2024 through and including June 30, 2024 (the “Fee Period”). In support of this Fee Statement, Kelley Drye respectfully states as follows:

¹ The Debtors in these cases are: (i) Number Holdings, Inc.; (ii) 99 Cents Only Stores LLC; (iii) 99 Cents Only Stores Texas, Inc.; (iv) 99 Cents PropCo LLC; (v) 99 Cents HoldCo LLC; and (vi) Bargain Wholesale LLC.

² Docket No. 355.

JURISDICTION AND VENUE

1. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are: (i) sections 330 and 331 of the Bankruptcy Code; (ii) Bankruptcy Rule 2016; and (iii) Local Rule 2016-2.

BACKGROUND

3. On April 7, 2024 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”), thereby commencing the above-captioned bankruptcy cases (these “Cases”). The Debtors continue to operate their businesses and manage their affairs as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On April 19, 2024, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following members: (i) EMCOR Facilities Services, Inc.; (ii) Eggs Unlimited LLC; (iii) Vistar Corporation; (iv) PepsiCo, Inc.; (v) NewMark Merrill Companies; (vi) Hueneme Bay Center; and (vii) Veronica Segura.

5. On April 24, 2024, the Committee selected Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as its lead counsel, and, on April 26, selected Genesis Credit Partners (“Genesis”) as financial advisor. On April 29, 2024, the Committee selected Kelley Drye to serve as special co-counsel for the purposes of handling issues related to the Debtors’ real estate and leasehold interests and other matters set forth in the Retention Application.

6. On May 24, 2024, Kelley Drye filed its application for an order authorizing the Committee to retain Kelley Drye as special co-counsel, effective as of April 29, 2024 (the “Retention Application”).³ On June 18, 2024, this Court entered an order approving the Retention Application.⁴

7. Pursuant to the terms of the Interim Compensation Order, if no objection to a monthly fee application is served within 20 days of filing the application, the respective professional may be paid eighty percent (80%) of the fees and one hundred percent (100%) of the expenses set forth in the applicable monthly fee application.

SUMMARY OF SERVICES RENDERED

8. The professional legal services rendered by Kelley Drye to the Committee throughout the Application Period include:

- a. evaluate the estate tax consequences of the disposition of the Debtors’ leasehold and real property interests;
- b. review and comment on the Debtors’ proposed assumption/assignment orders;
- c. continue lease analysis, confirmation of cures for assumed leases and potential claims arising out of rejected leases; and
- d. confer with the Committee’s professionals and the Committee regarding overall case status and initiatives.

SUMMARY OF SERVICES BY PROJECT

9. To assist the Court in its review of the fees requested in this Fee Statement, Kelley Drye has divided its time entries into the project categories set forth below. Attached hereto as **Exhibit A** is a detailed itemization, by project category, of all services performed by Kelley Drye with respect to these Cases during the Fee Period. This detailed itemization complies

³ Docket No. 697.

⁴ Docket No. 849.

with Local Rule 2016-2 in that each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity, all time is billed in increments of one-tenth (1/10) of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

A. Case Administration — Hours: 11.1 Fees: \$11,196.50

10. This category represents time spent by Kelley Drye addressing general and administrative matters in these Cases. During the Fee Period, Kelley Drye conferred internally and with the Committee's other professionals regarding case status, overall case strategy and relevant action items.

B. Pleadings Review — Hours: 0.5 Fees: \$450.00

11. This category represents time spent by Kelley Drye monitoring the docket and reviewing and analyzing relevant pleadings filed in these Cases.

C. Retention Matters — Hours: 4.1 Fees: \$3,778.50

12. This category represents time spent by Kelley Drye attendant to all matters regarding the retention of professionals in these Cases. During the Fee Period, Kelley Drye prepared a supplement to its retention application and reviewed and responded to inquiries from the U.S. Trustee's office regarding the same.

D. Fee Matters — Hours: 7.0 Fees: \$4,499.00

13. This category represents time spent by Kelley Drye regarding requests for compensation. During the Fee Period, Kelley Drye prepared its first combined monthly fee statement and conferred with Genesis regarding the fee statements submitted by other estate professionals.

E. Asset Recovery and Disposition — Hours: 23.0 Fees: \$23,338.00

14. This category represents time spent by Kelley Drye related to the disposition and recovery of the Debtors' assets. During the Fee Period, Kelley Drye, among other things: (i) evaluated the estate tax consequences of the disposition of the Debtors' leasehold and real property interests; and (ii) conferred with Genesis regarding issues raised by same.

F. Executory Contracts and Leases — Hours: 36.8 Fees: \$36,254.50

15. This category represents time spent by Kelley Drye related to the rejection or assumption and assignment of the Debtors' executory contracts and leases. During the Fee Period, Kelley Drye, among other things: (i) reviewed and commented on the Debtors' proposed assumption/assignment orders; (ii) reviewed objections to the Debtors' lease designation rights sale motion; and (iii) updated its analysis of leases proposed to be rejected or assumed/assigned by the Debtors and potential lease related claims.

G. Claims Administration — Hours: 6.5 Fees: \$5,943.50

16. This category represents time spent by Kelley Drye related to the analysis of claims against the Debtors' estates. During the Fee Period, Kelley Drye, among other things: (i) analyzed the impact of the Debtors' motion to establish a claims bar date upon the estates; and (ii) attended to claims-related issues raised by various cure objections filed in these Cases.

H. Committee and Creditor Communications — Hours: 5.1 Fees: \$5,139.50

17. This category represents time spent by Kelley Drye preparing for and participating in regular committee meetings as well as communicating with Committee members and other creditors from time to time regarding these Cases.

I. Court Hearings — Hours: 3.8 Fees: \$3,239.50

18. This category represents time spent by Kelley Drye preparing for and participating in the hearing held on June 7, 2024.

SUMMARY OF EXPENSES

19. During the Fee Period, Kelley Drye did not incur out-of-pocket expenses.

VALUATION OF SERVICES

20. Kelley Drye's professionals have expended a total of 97.9 hours in connection with this matter during the Fee Period. The amount of time spent by each of the professionals providing services to the Committee for the Fee Period is set forth in **Exhibit A**. The rates are Kelley Drye's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Kelley Drye for the Fee Period as special co-counsel for the Committee in these Cases is \$93,839.00.

21. Kelley Drye believes that the time entries included in **Exhibit A** attached hereto, are in compliance with the Interim Compensation Procedures Order and the requirements of Local Rule 2016-2. Moreover, Kelley Drye submits that the amount requested is fair and reasonable given the complexities of these Cases, the time expended, the nature and extent of the services rendered, the value of such services, and the costs of comparable services other than in a case under this title.

CERTIFICATE OF COMPLIANCE AND WAIVER

22. The undersigned representative of Kelley Drye certifies that he has reviewed the requirements of Local Rule 2016-2, and that the Fee Statement substantially complies with the same. To the extent that the Fee Statement does not comply in all respects with the requirements of Local Rule 2016-2, Kelley Drye believes that such deviations are not material and respectfully requests that any such requirements be waived.

NOTICE

23. Notice of this Fee Statement has been given to the following parties or, in lieu of, to their counsel, if known: (a) counsel to the Debtors; (b) counsel to the DIP Agent, DIP Lender, and FILO Agent; (c) counsel to the ABL Facility Agent; (d) counsel to the Ad Hoc Group of 2026 Noteholders; (e) counsel to certain 2026 Noteholders; (f) the Office of the United States Trustee; (g) lead counsel to the Committee; and (h) all parties required to be given notice pursuant to the Interim Compensation Order. Kelley Drye submits that no other or further notice is necessary.

CONCLUSION

WHEREFORE, Kelley Drye respectfully requests: (i) interim allowance of \$93,839.00 in fees for necessary professional services rendered to the Committee during the Fee Period; (ii) payment of \$75,071.20, which represents 80% of the fees incurred during this Fee Period; and (iii) such other relief as this Court deems just and proper.

Dated: August 19, 2024

KELLEY DRYE & WARREN LLP

/s/ Jason R. Adams

Jason R. Adams (admitted *pro hac vice*)
Robert L. LeHane (admitted *pro hac vice*)
Jennifer D. Raviele (admitted *pro hac vice*)
3 World Trade Center
175 Greenwich Street
New York, New York 10007
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*Special Co-Counsel to the Official Committee
of Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT
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OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM JUNE 1, 2024 THROUGH AND INCLUDING JUNE 30, 2024**

PLEASE TAKE NOTICE that on August 19, 2024, Kelley Drye & Warren LLP (“Kelley Drye”) filed its *Second Monthly Fee Application for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Special Co-Counsel to the Official Committee of Unsecured Creditors for the Period from June 1, 2024 Through and Including June 30, 2024* (the “Fee Statement”).

PLEASE TAKE FURTHER NOTICE that objections (the “Objections”), if any, to the Fee Statement must be made in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”).² Objections must be served on the following parties so as to be received no later than 4:00 p.m. (prevailing Eastern Time) on September 3, 2024 (the “Objection Deadline”):

(a) counsel to the Debtors, (i) Milbank LLP, 55 Hudson Yards, New York, NY 10001, Attn: Dennis F. Dunne (ddunne@milbank.com); Michael W. Price (mprice@milbank.com); Lauren C. Doyle (ldoyle@milbank.com); Brian Kinney (bkinney@milbank.com); and (ii) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, P.O. Box 1347, Wilmington, Delaware 19899-1347, Attn: Robert J. Dehney, Sr. (rdehney@morrisnichols.com), Matthew O. Talmo (mtalmo@morrisnichols.com), and Jonathan M. Weyand (jweyand@morrisnichols.com);

¹ The Debtors in these cases are: (i) Number Holdings, Inc.; (ii) 99 Cents Only Stores LLC; (iii) 99 Cents Only Stores Texas, Inc.; (iv) 99 Cents PropCo LLC; (v) 99 Cents HoldCo LLC; and (vi) Bargain Wholesale LLC.

² Docket No. 355.

(b) counsel to the DIP Agent, DIP Lender, and FILO Agent, Proskauer Rose LLP, Eleven Times Square, New York, NY 10036, Attn: David M. Hillman (dhillman@proskauer.com);

(c) counsel to the ABL Facility Agent, Sidley Austin LLP, One South Dearborn, Chicago, IL 60603, Attn: Dennis M. Twomey (dtwomey@sidley.com) and Jackson T. Garvey (jgarvey@sidley.com), and 350 South Grand Avenue, Los Angeles, CA 90071, Attn: Anna Gumport (agumport@sidley.com);

(d) counsel to the Ad Hoc Group of 2026 Noteholders, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Jeffrey D. Saferstein (jeffrey.saferstein@weil.com) and Chase Bentley (chase.bentley@weil.com);

(e) counsel to certain 2026 Noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019, Attn: Brian S. Hermann (bhermann@paulweiss.com) and Brian Bolin (bbolin@paulweiss.com);

(f) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Rosa Sierra-Fox (rosa.sierra-fox@usdoj.gov);

(g) counsel to the Committee, (i) Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, PO Box 8705, Wilmington, DE 19801-80705 (Courier 19801), Attn: Bradford J. Sandler (bsandler@pszjlaw.com), Robert J. Feinstein (rfeinstein@pszjlaw.com), Steven W. Golden (sgolden@pszjlaw.com) and Colin R. Robinson (crobinson@pszjlaw.com); and (ii) Kelley Drye & Warren LLP, 3 World Trade Center, 175 Greenwich Street, New York, New York 10007, Attn: Jason R. Adams (jadams@kelleydrye.com), Robert L. LeHane (rlehane@kelleydrye.com), and Jennifer D. Raviele (jraviele@kelleydrye.com); and

(h) all parties required to be given notice pursuant to the Interim Compensation Order.

PLEASE TAKE FURTHER NOTICE THAT IN ACCORDANCE WITH THE INTERIM COMPENSATION ORDER, IF NO OBJECTIONS ARE SERVED IN ACCORDANCE WITH THE INTERIM COMPENSATION ORDER, THE DEBTORS WILL BE AUTHORIZED TO PAY KELLEY DRYE AN AMOUNT EQUAL TO 80% OF THE FEES AND 100% OF THE EXPENSES REQUESTED IN THE MONTHLY FEE STATEMENT THAT ARE UNOPPOSED WITHOUT FURTHER COURT ORDER.

Dated: August 19, 2024

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Bradford J. Sandler

Bradford J. Sandler (DE Bar No. 4142)
Robert J. Feinstein (admitted *pro hac vice*)
Steven W. Golden (DE Bar No. 6807)
Colin R. Robinson (DE Bar No. 5524)
919 N. Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: bsandler@pszjlaw.com
rfeinstein@pszjlaw.com
sgolden@pszjlaw.com
crobinson@pszjlaw.com

Counsel to the Official Committee of Unsecured Creditors

-and-

KELLEY DRYE & WARREN LLP

/s/ Jason R. Adams

Jason R. Adams (admitted *pro hac vice*)
Robert L. LeHane (admitted *pro hac vice*)
Jennifer D. Raviele (admitted *pro hac vice*)
3 World Trade Center
175 Greenwich Street
New York, New York 10007
Tel: (212) 808-7800
Fax: (212) 808-7897
Email: jadams@kelleydrye.com
rlehane@kelleydrye.com
jraiviele@kelleydrye.com

Special Co-Counsel to the Official Committee of Unsecured Creditors

Exhibit A

Kelley Drye Time Entries

(June 1, 2024 – June 30, 2024)

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

WASHINGTON
LOS ANGELES
CHICAGO
HOUSTON

NEW YORK
STAMFORD
PARSIPPANY

AFFILIATE OFFICE:
MUMBAI, INDIA

99 Cents Stores Committee
c/o Eric Wilson
3 World Trade Center
175 Greenwich Street
New York, NY 10007

July 23, 2024
Invoice No. 2907460

030056 99 Cents Stores Committee
0001 Case Administration

ACCOUNT SUMMARY AND REMITTANCE FORM

FEES: \$11,196.50
OTHER CHARGES: \$0.00

TOTAL AMOUNT DUE: \$11,196.50

TERMS: PAYMENT DUE UPON RECEIPT

PLEASE RETURN THIS PAGE WITH YOUR PAYMENT

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #:135-046110

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER
AS PAYMENT REFERENCE**

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

3 WORLD TRADE CENTER

175 GREENWICH STREET

NEW YORK, NEW YORK 10007

(212) 808-7800

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

WASHINGTON
LOS ANGELES
CHICAGO
HOUSTON

NEW YORK
STAMFORD
PARSIPPANY

AFFILIATE OFFICE:
MUMBAI, INDIA

99 Cents Stores Committee
c/o Eric Wilson
3 World Trade Center
175 Greenwich Street
New York, NY 10007

July 23, 2024
Invoice No. 2907460

Client 030056
Matter 0001 Case Administration

Attorney: 05395

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Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/03/24	Correspondence with J. Raviele (KDW) on immediate tasks on open landlord issues, retention, and bar date.	JRA	0.10
06/05/24	Conference with E. Wilson and J. Adams (both KDW) regarding work streams and prep for all professionals call.	RLL	0.20
06/05/24	Conference with E. Wilson (KDW) in advance of today's professionals call (.2); participate in same with E. Wilson and J. Raviele (both KDW), PSZJ and Genesis teams (.3).	JRA	0.50
06/05/24	Call (.3) and emails (.2) with B. Sandler (PS) regarding status and next steps; emails to J. Adams, J. Raviele and R. LeHane (all KDW) regarding 341a meeting (.2); conference call with KDW, PS and GC teams regarding status(.3); notes to file (.2); conference call with J. Adams (KDW) preparatory to PS, GC and KDW team call (.2); outline issues for call (.2).	ERW	1.60
06/06/24	Emails with E. Wilson (KDW) regarding general case inquiries.	SLY	0.20
06/06/24	Conference with E. Wilson (KDW) on case status.	JRA	0.20
06/06/24	Confer with J. Adams (KDW) regarding status and next steps (.2); emails with KDW team regarding status call (.1).	ERW	0.30

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:
MUMBAI, INDIA

99 Cents Stores Committee
Client 030056
Matter 0001
July 23, 2024
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/07/24	Emails with B. Sandler (PS) regarding case status.	ERW	0.20
06/11/24	Confer with E. Wilson (KDW) on case status and next steps.	JRA	0.20
06/11/24	Emails with R. Feinstein and B. Sandler (both PS) regarding case status (.2); confer with J. Adams (KDW) preparatory to strategy call with Pachulski (.2).	ERW	0.40
06/12/24	Email from I. Radi (GC) regarding disposition of A&M call.	ERW	0.20
06/13/24	Prepare for (.1) and participate in (.3) UCC professionals' call with J. Raviele (KDW), PSZJ and Genesis on overall case status; follow up call with J. Raviele (KDW) on immediate action items (.2).	JRA	0.60
06/13/24	Call with KDW, Pachulski, and Genesis teams regarding status of outstanding issues, including paydown of DIP and outstanding claims (.3); follow-up with E. Wilson (KDW) regarding same and immediate next steps (.2).	JDR	0.50
06/17/24	Review J. Raviele (KDW) case status summary, task list (.1); email to J. Raviele (KDW) regarding same (.1).	ERW	0.20
06/19/24	Review preliminary waterfall (.2); emails from R. Feinstein and B. Sandler (both PS) and I Radi (GC) regarding same, status (.1).	ERW	0.30
06/25/24	Review correspondence from B. Lowe (Millbank) regarding California action and action items.	JRA	0.20
06/26/24	Confer with E. Wilson (KDW) on overall case status and projects (.2); prepare for (.2) and conference (.5) with E. Wilson, R. LeHane, J. Raviele, S. Yachik and real estate team (partial) (all KDW) regarding immediate action items and next steps.	JRA	0.90
06/26/24	Participate in a partial call with the KDW team (E. Wilson,	AM	0.30

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FEDERAL ID NO. 13-5335107

WASHINGTON
LOS ANGELES
CHICAGO
HOUSTON

NEW YORK
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PARSIPPANY

AFFILIATE OFFICE:
MUMBAI, INDIA

99 Cents Stores Committee

Client 030056

Matter 0001

July 23, 2024

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	J. Adams, R. LeHane, C. Drewes-partial, J. Raviele, S. Yachik, H. Krulc-partial) to discuss general case status, next steps.		
06/26/24	Participate in a partial call with the KDW team (E. Wilson, J. Adams, R. LeHane, C. Drewes-partial, J. Raviele, S. Yachik, A. Mauro-partial) to discuss general case status, next steps.	HBK	0.30
06/26/24	Call with KDW working group regarding case status and next steps.	RLL	0.50
06/26/24	Participate in a call with the KDW team (E. Wilson, J. Adams, R. LeHane, C. Drewes-partial, J. Raviele, A. Mauro-partial, H. Krulc-partial) to discuss general case status, next steps.	SLY	0.50
06/26/24	Strategy conference with J. Raviele and S. Yachik regarding hearing updates (.2); confer with E. Wilson (KDW) regarding same (.2).	SA	0.40
06/26/24	Confer with J. Adams regarding status, next steps and notes to file (.4); conference call with R. LeHane, et al. (KDW) regarding case status and next steps (.5).	ERW	0.90
06/28/24	Call with E. Wilson (KDW), B. Sandler (PSZJ), and Genesis team regarding case status and preparation for next committee call (.3); follow-up call with E. Wilson regarding next steps (.2).	JDR	0.50
06/28/24	Conference call with J. Raviele (KDW), Pachulski and Gen teams regarding status, next steps (.3); follow-up call with J. Raviele (KDW) regarding same (.2); review J. Raviele (KDW) status update (.1); email to J. Raviele (KDW) regarding same (.1); emails with R. LeHane and J. Adams	ERW	0.90

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Client 030056
Matter 0001
July 23, 2024
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	(both KDW) regarding disposition of today's professionals call (.2).		
	Total Services for this Matter:		11,196.50
	Total this Invoice		\$11,196.50

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July 23, 2024
Page 5

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	5.00	\$5,850.00
Raviele, Jennifer D	JDR	1.00	835.00
LeHane, Robert L	RLL	0.70	707.00
Adams, Jason	JRA	2.70	2,808.00
Krulc, Hilary	HBK	0.30	208.50
Alceus, Sherlly	SA	0.40	134.00
Mauro, Andrew	AM	0.30	171.00
Yachik, Steven L	SLY	0.70	483.00

PAYMENT BY CHECK:

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3 WORLD TRADE CENTER
175 GREENWICH STREET
NEW YORK, NEW YORK 10007
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #: 021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME: KELLEY DRYE & WARREN LLP
ACCOUNT #: 135-046110
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INVOICE NUMBER AS PAYMENT REFERENCE

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3 World Trade Center
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New York, NY 10007

July 23, 2024
Invoice No. 2907463

030056 99 Cents Stores Committee
0002 Pleadings Review

ACCOUNT SUMMARY AND REMITTANCE FORM

FEES:	\$450.00
OTHER CHARGES:	\$0.00

TOTAL AMOUNT DUE: \$450.00

TERMS: PAYMENT DUE UPON RECEIPT

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Client 030056
Matter 0002 Pleadings Review

Attorney: 05395

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/11/24	Review notice of withdrawal of GAIC's 2004 motion (.1); summarize same for KDW team (.1).	SLY	0.20
06/26/24	Review various stay relief motions filed for impact.	JRA	0.20
06/27/24	Review additional lift stay stipulations motions filed by Lozides, P.A.	JRA	0.10
Total Services for this Matter:			450.00
Total this Invoice			\$450.00

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Matter 0002
July 23, 2024
Page 2

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Adams, Jason	JRA	0.30	\$312.00
Yachik, Steven L	SLY	0.20	138.00

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July 23, 2024
Invoice No. 2907461

030056 99 Cents Stores Committee
0003 Retention Matters

ACCOUNT SUMMARY AND REMITTANCE FORM

FEES: \$3,778.50

OTHER CHARGES: \$0.00

TOTAL AMOUNT DUE: \$3,778.50

TERMS: PAYMENT DUE UPON RECEIPT

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July 23, 2024
Invoice No. 2907461

Client 030056
Matter 0003 Retention Matters

Attorney: 05395

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/03/24	Correspondence with PSZJ on responses to UST outstanding issues on retentions (.1); instructions to S. Yachik (KDW) on same (.1).	JRA	0.20
06/03/24	Draft supplemental Adams declaration to address UST comments to retention application.	SLY	0.80
06/03/24	Review supplemental Adams declaration (.1); email from S. Yachik (KDW) regarding same (.1).	ERW	0.20
06/04/24	Correspondence with PSZJ regarding open UCC professionals' retention issues and language for my declaration (.1); instructions to S. Yachik (KDW) on same (.1).	JRA	0.20
06/04/24	Revisions to supplement retention declaration (.1); emails with R. Fox (UST) regarding her comments to Kelley Drye's retention application (.1).	SLY	0.20
06/04/24	Emails with J. Adams (KDW) and S. Golden (PS) regarding supplemental Adams declaration.	ERW	0.20
06/05/24	Follow up correspondence with R. Sierra-Fox (UST) and S. Yachik (KDW) on finalizing our supplemental retention application and sign off on same (.1); instructions on filing	JRA	0.20

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Matter 0003
July 23, 2024
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/05/24	same and revised proposed order (.1). Finalize supplemental Adams declaration and UST proposed order (.2); emails with B. Pachulski (PSZJ) discussing same (.1)	SLY	0.30
06/12/24	Follow up with S.Yachik (KDW) on status of filing of KDW revised proposed retention order and my supplemental declaration (.2); review docket on same (.1); confer with E. Wilson (KDW) on status (.2).	JRA	0.50
06/12/24	Confer with J. Adams (KDW) regarding retention issues.	ERW	0.20
06/13/24	Call with J. Raviele (KDW) to discuss retention matters (.1); emails with C. Robinson (PSZJ) regarding supplemental KDW retention declaration and revised proposed retention order (.1).	SLY	0.20
06/13/24	Update from S. Yachik (KDW) on filing of my supplemental declaration for retention and status of COC for revised proposed order.	JRA	0.20
06/13/24	Call with S. Yachik (KDW) regarding status of supplemental retention declaration.	JDR	0.10
06/13/24	Review revised retention order (.1) and Adams declaration (.1); emails to J. Adams and S. Yachik (both KDW) regarding same (.1).	ERW	0.30
06/18/24	Review retention order entered by the court (.1); email to KDW team regarding same (.1).	SLY	0.20
06/18/24	Emails from B. Sandler (PS) and J. Raviele (KDW) regarding retention.	ERW	0.10
Total Services for this Matter:			3,778.50
Total this Invoice			\$3,778.50

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Client 030056
Matter 0003
July 23, 2024
Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	1.00	\$1,170.00
Raviele, Jennifer D	JDR	0.10	83.50
Adams, Jason	JRA	1.30	1,352.00
Yachik, Steven L	SLY	1.70	1,173.00

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ACCOUNT #: 135-046110
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July 23, 2024
Invoice No. 2907462

030056 99 Cents Stores Committee
0004 Fee Matters

ACCOUNT SUMMARY AND REMITTANCE FORM

FEES: \$4,499.00

OTHER CHARGES: \$0.00

TOTAL AMOUNT DUE: \$4,499.00

TERMS: PAYMENT DUE UPON RECEIPT

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July 23, 2024
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Client 030056
Matter 0004 Fee Matters

Attorney: 05395

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/05/24	Correspondence with internal accounting on weekly fee reporting.	JRA	0.10
06/18/24	Email to S. Yachik (KDW) regarding fee statement (.1); review May prebills preparatory to June statement for reasonableness (.6).	ERW	0.70
06/20/24	Prepare weekly fee report requested by debtors and lenders.	JRA	0.30
06/24/24	Create fee statement worksheet for case status tracking.	SA	2.50
06/26/24	Review emails (.3) and confer with E. Wilson, J. Adams and J. Raviele (KDW) regarding dispute with Hilco and Jeffries regarding compensation pursuant for designation rights and lease disposition process (.2).	RLL	0.50
06/26/24	Prepare weekly fee report pursuant to financing requirements.	JRA	0.10
06/26/24	Review Jeffries (.3) and Hilco (.2) fee schedules; emails to J. Adams (KDW) regarding same (.1).	ERW	0.60
06/27/24	Review final KDW invoices for May time (.2); instructions to team on preparation of first combined monthly fee statement (.1).	JRA	0.30
06/27/24	Emails with J. Adams, S. Yachik and S. Alceus (all KDW)	ERW	0.20

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Client 030056
Matter 0004
July 23, 2024
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	regarding June fee statement.		
06/28/24	Update fee statement worksheet with May invoice data.	SA	1.70
	Total Services for this Matter:		4,499.00
	Total this Invoice		\$4,499.00

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Client 030056
Matter 0004
July 23, 2024
Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	1.50	\$1,755.00
LeHane, Robert L	RLL	0.50	505.00
Adams, Jason	JRA	0.80	832.00
Alceus, Sherlly	SA	4.20	1,407.00

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ACCOUNT NAME: KELLEY DRYE & WARREN LLP
ACCOUNT #: 135-046110
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3 World Trade Center
175 Greenwich Street
New York, NY 10007

July 23, 2024
Invoice No. 2907464

030056 99 Cents Stores Committee
0006 Asset Analysis and Disposition

ACCOUNT SUMMARY AND REMITTANCE FORM

FEES: \$23,338.00

OTHER CHARGES: \$0.00

TOTAL AMOUNT DUE: \$23,338.00

TERMS: PAYMENT DUE UPON RECEIPT

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ACCOUNT #:135-046110

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3 World Trade Center
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July 23, 2024
Invoice No. 2907464

Client 030056
Matter 0006 Asset Analysis and Disposition

Attorney: 05395

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/04/24	Review schedule of property sales closings (.2); emails with T. Peretz (MT) and J. Adams (KDW) regarding same (.1).	ERW	0.30
06/11/24	Email to J. Gonzalez (GC) regarding lease and tax issues.	ERW	0.10
06/13/24	Emails to J. Adams (KDW), J. Gonzalez and I Radi (both GC) regarding lease, tax issues (.2); initial review of property, other claims summary (.3).	ERW	0.50
06/19/24	Review materials open sale tax issues (.2); conference with E. Wilson (KDW) on same (.3); follow up correspondence with E. Wilson and J. Raviele (both KDW) on same (.1).	JRA	0.60
06/19/24	Emails with J. Gonzalez (GC) regarding releases and taxes (.2); emails with J. Raviele (KDW) regarding claims taxes (.2).	ERW	0.40
06/20/24	Correspondence with I. Radi (Genesis) regarding sale tax analysis and next steps (.2); instructions to internal team on same and preliminary information (.2).	JRA	0.40
06/26/24	Follow up correspondence with KDW and Genesis teams on tax implications for asset sale transaction and scheduling calls to discuss same (.1); review baseline materials related to same and Genesis mapping analysis (.5); schedule call	JRA	0.70

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Client 030056
Matter 0006
July 23, 2024
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/26/24	with UCC professionals on same (.1). Emails with J. Adams and J. Miles (both KDW) regarding lease analysis, tax basis (.2); emails with J Adams (KDW), E. Kim and J. Gonzalez (both GC) regarding same (.2); initial review of Gencap analysis of lease basis, values (.5).	ERW	0.90
06/27/24	Prepare for (.4) and call (.4) with J. Miles (KDW) on capital gains tax issues related to sale and necessary analysis; review insurance policy information from Genesis related to Katy ammonia leak (.5); review materials from J. Miles (KDW) regarding preliminary issues on transfer and income taxes (.6); review debtors' schedules on tax attributes (.3); review 2022 depreciation report from Genesis (.2) in preparation for call; call with J. Miles (KDW) and Genesis team on initial materials and follow up required to perform tax exposure analysis (.4); follow up correspondence with J. Miles (KDW) on additional discovery requests (.2).	JRA	3.00
06/27/24	Conference call with J. Adams (.4); conference call with J. Adams and Genesis (.7); review book gain and tax depreciation schedules (1.8); research regarding NOL carryforward limitation and timing of tax attribute reduction (1.6); research regarding question whether realty transfer taxes could be imposed in connection with bankruptcy transfer (1.0).	JJM	5.50
06/27/24	Confer with J. Adams (KDW) regarding disposition of tax call (.2); review J. Miles (KDW) initial summary of lease tax issues (.3); emails to J. Adams and J. Raviele (both KDW) regarding same (.2); initial review of depreciation schedule (.3), schedules disclaimer (3); emails with I. Radi	ERW	1.60

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Matter 0006
July 23, 2024
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/28/24	(GC) regarding same (.3). Research regarding availability of Section 163(j) disallowed carryforwards to shelter gain, tax attribute reduction timing, potential to compute taxable gain based upon book gain and depreciation deferred tax liabilities (4.5); emails to Genesis regarding need to obtain estimate of current year tax loss without asset sales (.3).	JJM	4.80
06/28/24	Emails with I. Radi (GC) and J. Miles (KDW) regarding tax issues and depreciation.	ERW	0.40
06/29/24	Detailed review of debtor's tax returns (1.8); research regarding Section 163(j) and NOL carryforward rules and deferred tax liability and question whether we could compute debtor's gain from asset sales based upon book value and depreciation deferred tax liability (2.0).	JJM	3.80
Total Services for this Matter:			23,338.00
Total this Invoice			\$23,338.00

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July 23, 2024
Page 4

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Miles, Jack J	JJM	14.10	\$13,536.00
Wilson, Eric	ERW	4.20	4,914.00
Adams, Jason	JRA	4.70	4,888.00

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July 23, 2024
Invoice No. 2907465

030056 99 Cents Stores Committee
0007 Executory Contracts and Leases

ACCOUNT SUMMARY AND REMITTANCE FORM

FEES: \$36,254.50

OTHER CHARGES: \$0.00

TOTAL AMOUNT DUE: \$36,254.50

TERMS: PAYMENT DUE UPON RECEIPT

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ACCOUNT #:135-046110

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PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

3 WORLD TRADE CENTER

175 GREENWICH STREET

NEW YORK, NEW YORK 10007

(212) 808-7800

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:
MUMBAI, INDIA

99 Cents Stores Committee
c/o Eric Wilson
3 World Trade Center
175 Greenwich Street
New York, NY 10007

July 23, 2024
Invoice No. 2907465

Client 030056
Matter 0007 Executory Contracts and Leases

Attorney: 05395

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/03/24	Review property closing calendar from Milbank (.1) and correspondence from T. Peretz (Milbank) on individual lease sale closing issues with landlords and next steps (.1); follow up correspondence from T. Peretz (Milbank) on planned notice to remove certain successful bids (.1); follow up with team on impact of same (.1); confer with E. Wilson (KDW) regarding same (.2).	JRA	0.60
06/03/24	Emails with J. Adams (KDW) regarding assumed lease review (.2); confer with J. Adams (KDW) regarding same (.2).	ERW	0.40
06/03/24	Strategy conference with R. LeHane (KDW) regarding motion of American National Insurance Company for stay pending appeal.	JDR	0.30
06/04/24	Review revised order setting bar date to file unsecured and administrative claims (.3); emails with J. Adams, J. Raviele and S. Yachik (all KDW) regarding same (.2).	RLL	0.50
06/04/24	Update from J. Raviele (KDW) on settlement of American National Insurance Company assumption dispute.	JRA	0.10
06/04/24	Emails with R. LeHane and J. Raviele (both KDW)	ERW	0.20

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Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/04/24	regarding ANIC settlement. Review cure objection, amended stalking horse objection, and declaration in support of same filed by American National Insurance Company (1.4); finish reviewing amended motion for stay pending appeal filed by same (.7); review transcript of sale hearing in connection with proposed assignment of ANIC lease (.9); call with T. Peretz (Milbank) regarding same (.1); email update to KDW team regarding negotiations among debtors, American National Insurance Company, and Ollie's (.3); review lease information and aging from creditor, SITE Centers (.3); analyze bidding procedures order and sale order for impact on same (.7); call with N. Buchta (Jones Day) regarding same (.1); emails with H. Michael (SITE Centers) regarding same (.2).	JDR	4.60
06/05/24	Review additional lease documents (1.8), updates to lease chart (.8).	WCD	2.60
06/05/24	Review Dollar Tree bidding procedures order and sale order for impact on lease of creditor (SITE Centers) (.7); call with H. Michael and L. Bunjevac (SITE Centers) regarding status of same (.3); email N. Buchta (Jones Day) regarding same (.2); emails with H. Michael regarding same (.2).	JDR	1.40
06/06/24	Review debtors' stipulation with ANIC resolving contested lease assignment (.2); draft summary email to KDW team regarding same (.1); review stipulation resolving ANIC contested lease assignment (.2); summarize same for KDW team (.1).	SLY	0.60
06/06/24	Review update from S. Yachik (KDW) on resolution of the	JRA	0.20

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July 23, 2024

Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/06/24	ANIC dispute (.1) and review stipulation on same (.1). Emails with S. Yachik (KDW) regarding stub rent.	ERW	0.20
06/07/24	Call with KDW (E. Wilson, J. Adams, C. Drewes, J. Raviele, A. Mauro, H. Krulc) team to discuss outstanding lease assignment issues.	SLY	0.30
06/07/24	Call with KDW (E. Wilson, J. Adams, C. Drewes, J. Raviele, S. Yachik, A. Mauro) team to discuss outstanding lease assignment issues.	HBK	0.30
06/07/24	Prepare for (.1) and participate (.3) in internal team call on status; review updated tracking chart on leases and cures (.2).	JRA	0.60
06/07/24	Call with E. Wilson, A. Mauro, et al. (both KDW) regarding lease review status, open items.	WCD	0.30
06/07/24	Call with KDW team (E. Wilson, C. Drewes, S. Yachik, A. Mauro, and H. Krulc) regarding case status and next steps.	JDR	0.30
06/07/24	Call with KDW (E. Wilson, J. Adams, C. Drewes, J. Raviele, S. Yachik, H. Krulc) team to discuss outstanding lease assignment issues.	AM	0.30
06/07/24	Conference call with KDW team regarding lease review and cure issues.	ERW	0.30
06/08/24	Review schedule of outstanding contract objections (.2); coordinate review of same (.2).	JDR	0.40
06/09/24	Emails with J. Raviele (KDW) regarding contract rejections.	ERW	0.20
06/10/24	Call with I. Gold (Allen Matkins), counsel to NewMark Merrill regarding self insurance provisions of lease assignment order (.3); review form of lease assignment order and confer with J. Raviele regarding same (.3).	RLL	0.60
06/11/24	Review orders approving assumption and rejection of leases	SLY	0.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/11/24	(.4); email summary to KDW team (.1). Emails with A. Mauro and J. Raviele (both KDW) regarding cure objections (.2); email from S. Yachik (KDW) regarding rejection order (.1); review Dollar Tree order (.1).	ERW	0.40
06/12/24	Review objections filed by 6/10 and update auction lease chart with objection amounts.	AM	3.30
06/12/24	Conference call (.3) and emails (.2); with E. Kim and J. Gonzalez (both GC) regarding insurance and lease issues.	ERW	0.50
06/13/24	Draft summary of objections filed by 6/10 and send to 99 Cent BK team.	AM	0.90
06/17/24	Review A. Mauro (KDW) cure resolutions report (.2); email to A. Mauro (KDW) regarding same (.1); review updated Milbank lease tracker (.3); instruction to J. Raviele (KDW) regarding same (.1); emails with J. Raviele (KDW) and T. Peretz (MT) regarding lease disposition (.2).	ERW	0.90
06/17/24	Review e-mail correspondence from J. Raviele, A. Mauro (both KDW) regarding update on lease review status.	WCD	0.70
06/17/24	Emails with T. Peretz (Milbank) regarding status of lease assignments and rejections (.3); review spreadsheets in connection with same (.4); email status update to KDW team regarding same and review of cure objections (.4).	JDR	1.10
06/18/24	Review J. Raviele (KDW) internal task list on real estate issues (.1); correspondence from J. Raviele (KDW) to debtors regarding lease tracking (.1); review follow up report from Milbank regarding same (.2); review update from A. Mauro (KDW) on cure tracking (.1).	JRA	0.50
06/18/24	Review tenth rejection notice (.1); review rejection order relating to eighth rejection notice (.1); email to KDW team	SLY	0.80

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Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	summarizing same (.2); review third assumption and assignment order (.1); review second assumption notice of leases to Dollar Tree (.1); email to KDW team summarizing same (.2).		
06/19/24	Review emails from I. Radi (Genesis) regarding outstanding issues related to sales of property, insurance claims, waterfall, and paydown of DIP loan (.4); email KDW team regarding same and next steps (.2).	JDR	0.60
06/19/24	Confer with J. Gonzalez (GC) regarding lease dispositions, status (.5); emails with J. Adams (KDW) and J. Gonzalez (GC) regarding same (.2); confer with J. Adams (KDW) regarding same (.3); review debtors' rejection notice (.1), notice of Dollar Tree assumption (.1), assignment (.1) and cure resolution (.1).	ERW	1.40
06/20/24	Follow up with Genesis team for status of information related to tax analysis of lease/property sales.	JRA	0.20
06/20/24	Emails with B. Sandler (PS), J. Raviele and J. Adams (both KDW) regarding lease disposition (.2); further emails with J. Gonzalez (GC) regarding lease sale issues (.2); review asset ledger (.3); emails with T. Peretz and J. McIntyre (both MT) regarding lease tracking (.2); review updated tracker (.2).	ERW	1.10
06/21/24	Email from S. Yachik (KDW) regarding seventh objection notice (.1); review same (.1); cross-reference tracker (.1); email from I. Radi (GC) regarding lease disposition, Dollar Tree (.2); instruction to KDW team regarding same (.2).	ERW	0.70
06/24/24	Review update from S. Yachik (KDW) regarding seventh rejection notice and order (.1); review stub rent tracker (.2)	JRA	0.50

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July 23, 2024

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	and correspondence with Genesis team on same (.1); forward to real estate team with instructions (.1).		
06/24/24	Review fifth assumption order (.1); email from S. Yachik (KDW) regarding same (.1).	ERW	0.20
06/24/24	Review spreadsheet re: stub rent analysis	WCD	0.80
06/25/24	Emails with I. Radi GC) regarding lease, professional compensation overlap (.1); emails to J. Raviele, et al. (KDW) regarding same (.2).	ERW	0.30
06/26/24	Review spread sheets (.3), lease charts (.3) and e-mail correspondence (.3) regarding status of lease review; teams call with the KDW real estate team (.3).	WCD	1.20
06/26/24	Strategy conference with KDW team regarding status of case and next steps.	JDR	0.50
06/27/24	Review latest assumption order (.2); draft email summary of same to KDW team (.1).	SLY	0.30
06/27/24	Review notice of cancellation of June 27 hearing (.2); email T. Peretz and J. McIntyre (both Milbank) regarding same and remaining contested lease assignments (.2); email J. Schneider (Hilco) regarding status of lease dispositions (.2); email KDW team regarding next steps in connection with all (.3).	JDR	0.90
06/27/24	Email from S. Yachik (KDW) regarding order approving assignment.	ERW	0.10
06/28/24	Correspondence with J. Raviele (KDW) and J. Schneider (Hilco) regarding lease disposition tracking (.1); correspondence with J. Raviele (KDW) and Milbank on rescheduled hearing on lease assignments (.1); correspondence from Hilco on lease tracker (.1) and review	JRA	0.80

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Page 7

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/28/24	same (.3); review property closing summary (.2). Review J. Raviele (KDW) memo regarding real estate status update.	WCD	0.20
06/28/24	Emails with J. Schneider (Hilco) regarding status of lease dispositions (.2); review spreadsheet from J. Schneider regarding same (.2); call (.1) and emails (.2) with M. Tabloff (Hilco) regarding additional information needed.	JDR	0.70
06/28/24	Calls and emails with G. Capuzzi (NewMark Merrill) regarding Dollar Tree lease amendment and designation rights process.	RLL	1.20
06/28/24	Emails with J. Raviele (KDW), J. Schneider (HG) and T. Peretz (MT) regarding lease tracker.	ERW	0.20
Total Services for this Matter:			36,254.50
Total this Invoice			\$36,254.50

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Page 8

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Drewes, W. Christian	WCD	5.80	\$8,468.00
Wilson, Eric	ERW	7.10	8,307.00
Raviele, Jennifer D	JDR	10.80	9,018.00
LeHane, Robert L	RLL	2.30	2,323.00
Adams, Jason	JRA	3.50	3,640.00
Krulc, Hilary	HBK	0.30	208.50
Mauro, Andrew	AM	4.50	2,565.00
Yachik, Steven L	SLY	2.50	1,725.00

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ABA #: 021-000-021
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ACCOUNT #: 135-046110
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c/o Eric Wilson
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175 Greenwich Street
New York, NY 10007

July 23, 2024
Invoice No. 2907466

030056 99 Cents Stores Committee
0009 Claims Administration

ACCOUNT SUMMARY AND REMITTANCE FORM

FEES: \$5,943.50

OTHER CHARGES: \$0.00

TOTAL AMOUNT DUE: \$5,943.50

TERMS: PAYMENT DUE UPON RECEIPT

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July 23, 2024
Invoice No. 2907466

Client 030056
Matter 0009 Claims Administration

Attorney: 05395

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/02/24	Correspondence with S. Yachik (KDW) on bar date comments and Milbank response.	JRA	0.20
06/03/24	Review redlined draft of bar date order from R. Rubin (Milbank) (.1); follow up with internal team on same and outstanding issues with respect to landlord claims and stub rent issues (.4); conference with E. Wilson (KDW) on same (.2).	JRA	0.70
06/03/24	Review latest proposed bar date order (.3); calls with J. Raviele (KDW) and R. Rubin from Milbank (debtors' counsel) to discuss comments to same (.4); call with R. Rubin regarding further proposed bar date order comments (.1); emails with KDW team regarding same (.2).	SLY	1.00
06/03/24	Emails from J. Adams, R. LeHane and S. Yachik (all KDW) regarding revised bar date order and stub rent (.2); review further revised bar date order (.1); further emails with J. Adams, R. LeHane and S. Yachik (all KDW) regarding stub rent (.2); emails with J. Raviele (KDW) and R. Rubin (MT) regarding further revisions to bar date order (.1).	ERW	0.60
06/03/24	Review revised proposed order granting bar date motion	JDR	3.10

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July 23, 2024
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	(.9); calls and emails with R. Rubin (Milbank) regarding same (.7); calls and emails with counsel to creditors, I. Gold (Allen Matkins) and M. Vesper (Ballard) regarding same (.9); draft revised proposed language to address concerns with initial administrative claims bar date (.3); email updates to KDW team (.3).		
06/05/24	Confer with E Wilson (KDW) on cure and claims analysis.	JRA	0.20
06/05/24	Confer with J. Adams (KDW) and J. Gonzales (GC) regarding claims and WARN (.2); emails with I. Radi (GC) and J. Adams (KDW) regarding weekly fee estimate (.2).	ERW	0.40
06/27/24	Email from I. Radi (GC) regarding claims (.1); review back-up (.2).	ERW	0.30
Total Services for this Matter:			5,943.50
Total this Invoice			\$5,943.50

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Matter 0009
July 23, 2024
Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	1.30	\$1,521.00
Raviele, Jennifer D	JDR	3.10	2,588.50
Adams, Jason	JRA	1.10	1,144.00
Yachik, Steven L	SLY	1.00	690.00

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New York, NY 10007

July 23, 2024
Invoice No. 2907467

030056 99 Cents Stores Committee
0011 Committee and Creditor Communications

ACCOUNT SUMMARY AND REMITTANCE FORM

FEES: \$5,139.50
OTHER CHARGES: \$0.00

TOTAL AMOUNT DUE: \$5,139.50

TERMS: PAYMENT DUE UPON RECEIPT

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Matter 0011 Committee and Creditor Communications

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/05/24	Brief review of draft Genesis materials for tomorrow's UCC call.	JRA	0.20
06/05/24	Attend call with KDW team, Pachulski team, and Genesis team to prepare for June 6 committee call.	JDR	0.20
06/06/24	Gencorp presentation materials review, GOB performance and statements (.2); email from B. Sandler (PS) regarding same (.1).	ERW	0.30
06/11/24	Review Genesis update on case status, DIP, and sale issues in advance of this week's UCC call and professionals' prep call.	JRA	0.30
06/13/24	Review UCC update from B. Sandler (PSZJ) and cancelling today's UCC call.	JRA	0.20
06/13/24	Review and comment on committee update (.1); email to I. Radi (GC) regarding same (.1).	ERW	0.20
06/19/24	Participate with J. Raviele (KDW), Genesis and PSZJ teams on UCC professionals call in preparation for next UCC call (.5); review Genesis materials for tomorrow's call (.3).	JRA	0.80
06/19/24	Call with KDW, Pachulski, and Genesis teams to prepare for June 20 committee call (.5); review draft materials from	JDR	0.80

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06/19/24	Genesis team in connection with same (.3). Review Genesis committee update, claims and sale summary (.3); email from I. Radi (GC) regarding same (.1).	ERW	0.40
06/20/24	Correspondence with A. Tretiakov (counsel for asserted unknown group of creditors) regarding case status and expectations on distributions (.2); review J. Raviele (KDW) update report from today's UCC call (.1).	JRA	0.30
06/20/24	Review J. Raviele (KDW) summary of UCC call (.1); email to J. Raviele (KDW) regarding same (.1).	ERW	0.20
06/20/24	Attend committee call.	JDR	0.50
06/24/24	Review UCC update from Pachulski regarding filing of standing motion (.1); review same (.3).	JRA	0.40
06/26/24	Correspondence with UCC professionals' regarding this weeks UCC call and follow up professionals' call.	JRA	0.20
06/27/24	Review UCC update from B. Sandler (PSZJ) on case status and cancellation of UCC call.	JRA	0.10
Total Services for this Matter:			5,139.50
Total this Invoice			\$5,139.50

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Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	1.10	\$1,287.00
Raviele, Jennifer D	JDR	1.50	1,252.50
Adams, Jason	JRA	2.50	2,600.00

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MUMBAI, INDIA

99 Cents Stores Committee
c/o Eric Wilson
3 World Trade Center
175 Greenwich Street
New York, NY 10007

July 23, 2024
Invoice No. 2907468

030056 99 Cents Stores Committee
0013 Court Hearings

ACCOUNT SUMMARY AND REMITTANCE FORM

FEES: \$3,239.50

OTHER CHARGES: \$0.00

TOTAL AMOUNT DUE: \$3,239.50

TERMS: PAYMENT DUE UPON RECEIPT

PLEASE RETURN THIS PAGE WITH YOUR PAYMENT

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #:135-046110

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER
AS PAYMENT REFERENCE**

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

3 WORLD TRADE CENTER

175 GREENWICH STREET

NEW YORK, NEW YORK 10007

(212) 808-7800

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

WASHINGTON
LOS ANGELES
CHICAGO
HOUSTON

NEW YORK
STAMFORD
PARSIPPANY

AFFILIATE OFFICE:
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Matter 0013 Court Hearings

Attorney: 05395

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Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/04/24	Review update from J. Raviele (KDW) regarding results of today's hearing on contract assumption objections and bar date.	JRA	0.20
06/04/24	Review J. Raviele (KDW) hearing summary (.1); email to J. Raviele (KDW) regarding same (.1).	ERW	0.20
06/04/24	Review amended agenda for June 4 hearing (.2); review go-forward contract objections filed by Kimco, Chills99, Maricopa, and Franklin (.8); review revised proposed bar date order to confirm inclusion of negotiated language (.6); attend hearing (.5); email summary of same to Kelley Drye team (.3).	JDR	2.40
06/07/24	Review amended agenda for June 7 hearing (.2); update critical dates (.1).	JDR	0.30
06/12/24	Calendar July omnibus hearing for KDW team.	SLY	0.20
06/18/24	Strategy conference with J. Raviele and S. Yachik regarding next steps for upcoming hearing.	SA	0.20
06/28/24	Correspondence with Milbank on August omnibus hearing.	JRA	0.10
06/28/24	Emails from R. Robin (MT) regarding omnibus hearing date.	ERW	0.20

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Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	Total Services for this Matter:		3,239.50
	Total this Invoice		\$3,239.50

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wilson, Eric	ERW	0.40	\$468.00
Raviele, Jennifer D	JDR	2.70	2,254.50
Adams, Jason	JRA	0.30	312.00
Alceus, Sherlly	SA	0.20	67.00
Yachik, Steven L	SLY	0.20	138.00

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