

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b>	
<i>Caption in Compliance with D.N.J. LBR 9004-1(b)</i>	
<b>BIELLI &amp; KLAUDER, LLC</b> David M. Klauder, Esquire Angela L. Mastrangelo, Esquire (239652019) 1905 Spruce Street Philadelphia, PA 19103 Telephone: (215) 642-8271 <a href="mailto:dklauder@bk-legal.com">dklauder@bk-legal.com</a> <a href="mailto:mastrangelo@bk-legal.com">mastrangelo@bk-legal.com</a>	
<i>Counsel to Fee Examiner, David M. Klauder, Esquire</i>	
In re:	Chapter 11
RITE AID CORPORATION, <i>et al.</i> ,	Case No. 23-18993 (MBK)
Debtors. <sup>1</sup>	(Jointly Administered)

**FEE EXAMINER’S CONSOLIDATED FINAL REPORT PERTAINING TO  
FIRST INTERIM FEE APPLICATIONS OF CERTAIN RETAINED PROFESSIONALS**

David M. Klauder (the “Fee Examiner”), the Fee Examiner for the bankruptcy estates (the “Bankruptcy Estates”) of Rite Aid Corporation, *et al.* (the “Debtors”), hereby submits this Final Report (the “Final Report”) pursuant to the Court’s *Order (I) Appointing An Independent Fee Examiner and (II) Establishing Related Procedures for the Review of Fee Applications of Retained Professionals* [D.I. 2375] (the “Fee Examiner Order”) in connection with applications for the allowance of compensation and reimbursement of expenses for the first interim fee period (the “First Interim Fee Applications”) of certain professionals retained in the above-referenced

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<sup>1</sup> The last four digits of Debtor Rite Aid Corporation’s tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor’s tax identification number may be obtained on the website of the Debtors’ claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation’s principal place of business and the Debtors’ service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

cases (the “Retained Professionals”) as listed on Exhibit A. In support of this Final Report, the Fee Examiner respectfully represents as follows:

### **BACKGROUND**

1. On October 15, 2023, (the “Petition Date”) each Debtor filed a voluntary petition of relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in this Court. On October 17, 2023, the Court entered an order authorizing procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

2. On March 15, 2024, David M. Klauder was appointed as the Fee Examiner for these cases.

3. As noted and set out in detail in the Fee Examiner Order, the Fee Examiner is tasked with reviewing the various fee applications filed by retained professionals in the case and recommending any reductions in fees or expenses sought in the fee applications. The Fee Examiner Order also sets out in detail the process for the Fee Examiner’s review, including issuance of initial reports, a consultation period with retained professionals, and the filing of this Final Report, which contains the Fee Examiner final recommendations to this Court with respect to the First Interim Fee Applications.

4. The Fee Examiner reviewed the First Interim Fee Applications for compliance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of New Jersey (the “Local Bankruptcy Rules”), the Order Pursuant to Bankruptcy Code Sections 105(a) and 331, Bankruptcy Rule 2016, and Local Bankruptcy Rule D.N.J. LBR 2016-3 Establishing Interim Compensation Procedures (the “Interim Compensation Order”), and the Appendix B Guidelines for Reviewing Applications for Compensation & Reimbursement of

Expenses filed under United States Code by Attorneys in Large Chapter 11 Cases (78 Fed. Reg. No. 116, page 36248 (June 17, 2013)) (the “UST Guidelines”). In addition, the Fee Examiner reviewed the First Interim Fee Applications for general compliance with legal precedent established by the District Courts and Bankruptcy Courts for the District of New Jersey, the Third Circuit Court of Appeals, and other applicable precedent.

5. Following that review, the Fee Examiner issued Interim Reports to the Retained Professionals regarding the First Interim Fee Applications. The Interim Report set forth the legal and other standards governing the review and raised questions as to certain designated time entries or expenses. The Retained Professionals were invited to respond to the Interim Report, and they did so through email exchange and/or discussions with the Fee Examiner. Resolution was then reached between the Fee Examiner and each of the Retained Professionals as described below.

**THE FEE EXAMINER’S RECOMMENDATIONS AS TO THE  
FIRST INTERIM FEE APPLICATIONS**

6. The Fee Examiner makes the following recommendations for the First Interim Fee Applications. Attached as Exhibit A is the chart summarizing the fees and expenses sought by the Retained Professionals in the First Interim Fee Applications along with the agreed-upon reductions between the Fee Examiner and the Retained Professionals and the Fee Examiner’s suggested allowances.

**Professionals Retained by Debtors**

**Alvarez & Marsal North America, LLC**

7. Alvarez & Marsal North America, LLC (“Alvarez & Marsal”) is the financial advisor to the Debtors. On April 15, 2024, Alvarez & Marsal filed its *First Interim Fee Application* [D.I. 2834] (the “Alvarez & Marsal Fee Application”). In the Alvarez & Marsal Fee

Application, Alvarez & Marsal requests approval of compensation in the amount of \$66,390,004.17 and reimbursement of expenses in the amount of \$746,688.51 for the period of October 16, 2023 through February 29, 2024.

8. The Fee Examiner reviewed the Alvarez & Marsal Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated an interim report that identified various issues with the Alvarez & Marsal Fee Application.

9. In response to the Fee Examiner's interim report, Alvarez & Marsal and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

10. As a result, Alvarez & Marsal and the Fee Examiner have agreed to a recommended reduction of **\$373,370.30** in compensation and **\$27,188.79** in expenses. After consideration of the agreed-upon reductions, Alvarez & Marsal is requesting allowance of compensation in the amount of **\$66,016,633.87** and **\$719,499.72** in expenses. The Fee Examiner has no objection to Alvarez & Marsal's modified request and to this Court's approval of the Alvarez & Marsal Fee Application as modified.

**Cole Schotz P.C.**

11. Cole Schotz P.C. ("Cole Schotz") is co-counsel to the Debtors. On April 15, 2024, Cole Schotz filed its *First Interim Fee Application* [D.I. 2838] (the "Cole Schotz Fee Application"). In the Cole Schotz Fee Application, Cole Schotz requests approval of compensation in the amount of \$788,684.50 and reimbursement of expenses in the amount of \$9,083.26 for the period of October 15, 2023 through February 29, 2024.

12. The Fee Examiner reviewed the Cole Schotz Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee

Examiner generated an interim report that identified the various issues with the Cole Schotz Fee Application.

13. In response to the Fee Examiner's interim report, Cole Schotz and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

14. As a result, Cole Schotz and the Fee Examiner have agreed to a recommended reduction of **\$1,848.50** in compensation and **\$1,088.34** in expenses. After consideration of the agreed-upon reductions, Cole Schotz is requesting allowance of compensation in the amount of **\$786,836.00** and **\$7,994.92** in expenses. The Fee Examiner has no objection to Cole Schotz's modified request and to this Court's approval of the Cole Schotz Fee Application as modified.

**Guggenheim Securities LLC**

15. Guggenheim Securities LLC ("Guggenheim") is the investment banker to the Debtors. On April 15, 2024, Guggenheim filed its *First Interim Fee Application* [D.I. 2831] (the "Guggenheim Fee Application"). In the Guggenheim Fee Application, Guggenheim requests approval of compensation in the amount of \$6,121,593.98 and reimbursement of expenses in the amount of \$422,766.67 for the period of October 15, 2023 through February 29, 2024.

16. The Fee Examiner reviewed the Guggenheim Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated an interim report that identified various issues with the Guggenheim Fee Application.

17. In response to the Fee Examiner's interim report, Guggenheim and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

18. As a result, Guggenheim and the Fee Examiner have agreed to a recommended reduction of **\$0.00** in compensation and **\$1,743.26** in expenses. After consideration of the

agreed-upon reductions, Guggenheim is requesting allowance of compensation in the amount of **\$6,121,598.98** and **\$421,023.41** in expenses. The Fee Examiner has no objection to Guggenheim's modified request and to this Court's approval of the Guggenheim Fee Application as modified.

**Kirkland & Ellis LLP and Kirkland & Ellis International LLP**

19. Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, "**K&E**") is co-counsel for the Debtors. On April 16, 2024, K&E filed its *First Interim Fee Application* [D.I. 2845] (the "**K&E Fee Application**"). In the K&E Fee Application, K&E requests approval of compensation in the amount of \$29,241,808.00 and reimbursement of expenses in the amount of \$359,538.11 for the period of October 15, 2023 through February 29, 2024.

20. The Fee Examiner reviewed the K&E Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated an interim report that identified various issues with the K&E Fee Application.

21. In response to the Fee Examiner's interim report, K&E and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

22. As a result, K&E and the Fee Examiner have agreed to a recommended reduction of **\$140,246.80** in compensation and **\$5,596.00** in expenses. After consideration of the agreed-upon reductions, K&E is requesting allowance of compensation in the amount of **\$29,101,561.20** and **\$353,942.11** in expenses. The Fee Examiner has no objection to K&E's modified request and to this Court's approval of the K&E Fee Application as modified.

**PwC US Business Advisory LLP**

23. PwC US Business Advisory LLP ("**PwC**") is the accounting advisory services provider, valuation advisory services provider and tax advisory services provider to the Debtors.

On April 15, 2024, PwC filed its *First Interim Fee Application* [D.I. 2839] (the “PwC Fee Application”). In the PwC Fee Application, PwC requests approval of compensation in the amount of \$3,322,399.30 and reimbursement of expenses in the amount of \$0.00 for the period of December 6, 2023 through February 29, 2024.

24. The Fee Examiner reviewed the PwC Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated an interim report that identified various issues with the PwC Fee Application.

25. In response to the Fee Examiner’s interim report, PwC and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

26. As a result, PwC and the Fee Examiner have agreed to a recommended reduction of **\$19,834.60** in compensation and **\$0.00** in expenses. After consideration of the agreed-upon reductions, PwC is requesting allowance of compensation in the amount of **\$3,302,564.70** and **\$0.00** in expenses. The Fee Examiner has no objection to PwC’s modified request and to this Court’s approval of the PwC Fee Application as modified.

**Deloitte & Touche, LLP**

27. Deloitte & Touche, LLP (“Deloitte”) is the Auditor to the Debtors. On May 1, 2024, Deloitte filed its *First Interim Fee Application* [D.I. 3299] (the “Deloitte & Touche Fee Application”). In the Deloitte & Touche Fee Application, Deloitte requested \$1,802,953.50 in fees and \$0.00 in expenses. The first interim fee application for Deloitte was reviewed by the Fee Examiner and no issues were noted. As such, the Fee Examiner has no objection to the requested compensation and expenses.

**Kroll Restructuring Administration LLC**

28. Kroll Restructuring Administration LLC (“Kroll”) is the Administrative Advisor to the Debtors. On April 15, 2024, Kroll filed its *First Interim Fee Application* [D.I. 2833] (the “Kroll Fee Application”). In the Kroll Fee Application, Kroll requested \$69,319.00 in fees and \$0.00 in expenses. The first interim fee application for Kroll was reviewed by the Fee Examiner and no issues were noted. As such, the Fee Examiner has no objection to the requested compensation and expenses.

**Professionals Retained by Official Committee of Unsecured Creditors**

**AlixPartners, LLP**

29. AlixPartners, LLP (“AlixPartners”) is the financial advisor to the Official Committee of Unsecured Creditors. On April 15, 2024, AlixPartners filed its *First Interim Fee Application* [D.I. 2820] (the “AlixPartners Fee Application”). In the AlixPartners Fee Application, AlixPartners requests approval of compensation in the amount of \$4,954,243.50 and reimbursement of expenses in the amount of \$0.00 for the period of November 6, 2023 through February 29, 2024.

30. The Fee Examiner reviewed the AlixPartners Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated an interim report that identified various issues with the AlixPartners Fee Application.

31. In response to the Fee Examiner’s interim report, AlixPartners and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

32. As a result, AlixPartners and the Fee Examiner have agreed to a recommended reduction of **\$34,615.00** in compensation and **\$0.00** in expenses. After consideration of the



agreed-upon reductions, AlixPartners is requesting allowance of compensation in the amount of **\$4,919,628.50** and **\$0.00** in expenses. The Fee Examiner has no objection to AlixPartners' modified request and to this Court's approval of the AlixPartners Fee Application as modified.

**Kelley Drye & Warren LLP**

33. Kelley Drye & Warren LLP ("Kelley Drye") is co-counsel to the Official Committee of Unsecured Creditors. On April 15, 2024, Kelley Drye filed its *First Interim Fee Application* [D.I. 2819] (the "Kelley Drye Fee Application"). In the Kelley Drye Fee Application, Kelley Drye requests approval of compensation in the amount of \$1,205,513.50 and reimbursement of expenses in the amount of \$6,905.54 for the period of November 6, 2023 through February 29, 2024.

34. The Fee Examiner reviewed the Kelley Drye Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated an interim report that identified various issues with the Kelley Drye Fee Application.

35. In response to the Fee Examiner's interim report, Kelley Drye and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

36. As a result, Kelley Drye and the Fee Examiner have agreed to a recommended reduction of **\$7,933.50** in compensation and **\$0.00** in expenses. After consideration of the agreed-upon reductions, Kelley Drye is requesting allowance of compensation in the amount of **\$1,197,580.00** and **\$6,905.54** in expenses. The Fee Examiner has no objection to Kelley Drye's modified request and to this Court's approval of the Kelley Drye Fee Application as modified.

**Kramer Levin Naftalis & Frankel LLP**

37. Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) is co-counsel to the Official Committee of Unsecured Creditors. On April 15, 2024, Kramer Levin filed its *First Interim Fee Application* [D.I. 2840] (the “Kramer Levin Fee Application”). In the Kramer Levin Fee Application, Kramer Levin requests approval of compensation in the amount of \$8,563,700.00 and reimbursement of expenses in the amount of \$114,937.03 for the period of November 3, 2023 through February 29, 2024.

38. The Fee Examiner reviewed the Kramer Levin Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated an interim report that identified various issues with the Kramer Levin Fee Application.

39. In response to the Fee Examiner’s interim report, Kramer Levin and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

40. As a result, Kramer Levin and the Fee Examiner have agreed to a recommended reduction of **\$57,349.00** in compensation and **\$0.00** in expenses. After consideration of the agreed-upon reductions, Kramer Levin is requesting allowance of compensation in the amount of **\$8,506,351.00** and **\$114,937.03** in expenses. The Fee Examiner has no objection to Kramer Levin’s modified request and to this Court’s approval of the Kramer Levin Fee Application as modified.

**Lazard Frères & Co. LLC**

41. Lazard Frères & Co. LLC (“Lazard”) is the Investment Banker to the Official Committee of Unsecured Creditors. On April 15, 2024, Lazard filed its *First Interim Fee Application* [D.I. 2830] (the “Lazard Fee Application”). In the Lazard Fee Application Lazard

requested \$700,000.00 in fees and \$111,190.13 in expenses. The first interim fee application for Lazard was reviewed by the Fee Examiner and no issues were noted. As such, the Fee Examiner has no objection to the requested compensation and expenses.

**Professionals Retained by Official Committee of Tort Claimants**

**Akin Gump Strauss Hauer & Feld LLP**

42. Akin Gump Strauss Hauer & Feld LLP (“Akin”) is lead counsel to the Official Committee of Tort Claimants. On April 15, 2024, Akin filed its *First Interim Fee Application* [D.I. 2824] (the “Akin Fee Application”). In the Akin Fee Application, RLF requests approval of compensation in the amount of \$14,847,141.50 and reimbursement of expenses in the amount of \$246,706.05 for the period of November 1, 2023 through February 29, 2024.

43. The Fee Examiner reviewed the Akin Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated an interim report that identified the various issues with the Akin Fee Application.

44. In response to the Fee Examiner’s interim report, Akin and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

45. As a result, Akin and the Fee Examiner have agreed to a recommended reduction of **\$50,378.77** in compensation and **\$2,650.31** in expenses. After consideration of the agreed-upon reductions, Akin is requesting allowance of compensation in the amount of **\$14,796,762.73** and **\$244,055.74** in expenses. The Fee Examiner has no objection to Akin’s modified request and to this Court’s approval of the Akin Fee Application as modified.

**Province, LLC**

46. Province, LLC (“Province”) is the financial advisor to the Official Committee of Tort Claimants. On April 15, 2024, Province filed its *First Interim Fee Application* [D.I. 2396,

2826] (the “Province Fee Application”). In the Province Fee Application, Province requests approval of compensation in the amount of \$3,997,256.00 and reimbursement of expenses in the amount of \$5,889.99 for the period of November 2, 2023 through January 31, 2024.

47. The Fee Examiner reviewed the Province Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated an interim report that identified various issues with the Province Fee Application.

48. In response to the Fee Examiner’s interim report, Province and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

49. As a result, Province and the Fee Examiner have agreed to a recommended reduction of \$26,777.00 in compensation and \$0.00 in expenses. After consideration of the agreed-upon reductions, Province is requesting allowance of compensation in the amount of \$3,970,479.00 and \$5,889.99 in expenses. The Fee Examiner has no objection to Province’s modified request and to this Court’s approval of the Province Fee Application as modified.

**Sherman, Silverstein, Kohl, Rose & Podolsky, P.A.**

50. Sherman, Silverstein, Kohl, Rose & Podolsky, P.A. (“Sherman Silverstein”) is local counsel to the Official Committee of the Tort Claimants. On April 15, 2024, Sherman Silverstein filed its *First Interim Fee Application* [D.I. 2395, 2825] (the “Sherman Silverstein Fee Application”). In the Sherman Silverstein Fee Application, Sherman Silverstein requests approval of compensation in the amount of \$384,870.00 and reimbursement of expenses in the amount of \$347.70 for the period of November 6, 2023 through February 29, 2024.

51. The Fee Examiner reviewed the Sherman Silverstein Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee

Examiner generated an interim report that identified various issues with the Sherman Silverstein Fee Application.

52. In response to the Fee Examiner’s interim report, Sherman Silverstein and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

53. As a result, Sherman Silverstein and the Fee Examiner have agreed to a recommended reduction of **\$3,275.00** in compensation and **\$0.00** in expenses. After consideration of the agreed-upon reductions, Sherman Silverstein is requesting allowance of compensation in the amount of **\$381,595.00** and **\$347.70** in expenses. The Fee Examiner has no objection to Sherman Silverstein’s modified request and to this Court’s approval of the Sherman Silverstein Fee Application as modified.

**Jefferies, LLC**

54. Jefferies, LLC (“Jefferies”) is the Investment Banker to the Official Committee of Tort Claimants. On April 15, 2024, Jefferies filed its *First Interim Fee Application* [D.I. 2827] (the “Jefferies Fee Application”). In the Jefferies Fee Application, Jefferies requested \$700,000.00 in fees and \$105,595.11 in expenses. The first interim fee application for Jefferies was reviewed by the Fee Examiner and no issues were noted. As such, the Fee Examiner has no objection to the requested compensation and expenses.

**Professionals Retained by Independent Directors**

**Katten Muchin Rosenman LLP**

55. Katten Muchin Rosenman LLP (“Katten”) is counsel to Hunter Lane, LLC. On April 15, 2024, Katten filed its *First Interim Fee Application* [D.I. 2841] (the “Katten Fee Application”). In the Katten Fee Application, Katten requests approval of compensation in the

amount of \$2,399,601.50 and reimbursement of expenses in the amount of \$6,885.86 for the period of October 15, 2023 through February 29, 2024.

56. The Fee Examiner reviewed the Katten Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated an interim report that identified various issues with the Katten Fee Application.

57. In response to the Fee Examiner's interim report, Katten and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

58. As a result, Katten and the Fee Examiner have agreed to a recommended reduction of \$16,952.23 in compensation and \$0.00 in expenses. After consideration of the agreed-upon reductions, Katten is requesting allowance of compensation in the amount of \$2,382,649.27 and \$6,885.86 in expenses. The Fee Examiner has no objection to Katten's modified request and to this Court's approval of the Katten Fee Application as modified.

#### **Kobre & Kim LLP**

59. Kobre & Kim LLP ("Kobre & Kim") is counsel to the Disinterested Directors of Rite Aid Corporation. On April 15, 2024, Kobre & Kim filed its *First Interim Fee Application* [D.I. 2831] (the "Kobre & Kim Fee Application"). In the Kobre & Kim Fee Application, Kobre & Kim requests approval of compensation in the amount of \$989,453.50 and reimbursement of expenses in the amount of \$123.50 for the period of October 15, 2023 through February 29, 2024.

60. The Fee Examiner reviewed the Kobre & Kim Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated an interim report that identified various issues with the Kobre & Kim Fee Application.

61. In response to the Fee Examiner's interim report, Kobre & Kim and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

62. As a result, Kobre & Kim and the Fee Examiner have agreed to a recommended reduction of **\$7,500.00** in compensation and **\$0.00** in expenses. After consideration of the agreed-upon reductions, Kobre & Kim is requesting allowance of compensation in the amount of **\$981,953.50** and **\$123.50** in expenses. The Fee Examiner has no objection to Kobre & Kim's modified request and to this Court's approval of the Kobre & Kim Fee Application as modified.

**Wilson Sonsini Goodrich & Rosati, P.C.**

63. Wilson Sonsini Goodrich & Rosati, P.C. ("Wilson Sonsini") is special corporate counsel to the board of directors of the Debtors. On April 15, 2024, Wilson Sonsini filed its *First Interim Fee Application* [D.I. 2832] (the "Wilson Sonsini Fee Application"). In the Wilson Sonsini Fee Application, Wilson Sonsini requests approval of compensation in the amount of \$818,372.00 and reimbursement of expenses in the amount of \$426.30 for the period of October 15, 2023 through February 29, 2024.

64. The Fee Examiner reviewed the Wilson Sonsini Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated an interim report that identified various issues with the Wilson Sonsini Fee Application.

65. In response to the Fee Examiner's interim report, Wilson Sonsini and the Fee Examiner engaged in an exchange to address and resolve the issues raised by the interim report.

66. As a result, Wilson Sonsini and the Fee Examiner have agreed to a recommended reduction of **\$16,968.80** in compensation and **\$0.00** in expenses. After consideration of the agreed-upon reductions, Wilson Sonsini is requesting allowance of compensation in the amount

of \$801,403.20 and \$426.30 in expenses. The Fee Examiner has no objection to Wilson Sonsini's modified request and to this Court's approval of the Wilson Sonsini Fee Application as modified.

**Milbank LLP**

67. Milbank LLP ("Milbank") is Counsel to the Special Committee of Thrifty Payless, Inc. On April 15, 2024, Milbank filed its First Interim Fee Application [D.I. 2837] (the "Milbank Fee Application"). In the Milbank Fee Application, Milbank requested \$296,629.00 in fees and \$0.00 in expenses. The first interim fee application for Milbank was reviewed by the Fee Examiner and no issues were noted. As such, the Fee Examiner has no objection to the requested compensation and expenses.

**CONCLUSION**

Accordingly, the Fee Examiner recommends that the compensation and expenses sought by the Retained Professionals in the First Interim Fee Applications be allowed as set forth herein, and for such other relief that this Court deems just and appropriate.

Respectfully submitted,

Dated: June 25, 2024

**BIELLI & KLAUDER, LLC**

/s/ Angela L. Mastrangelo  
David M. Klauder, Esquire  
Angela L. Mastrangelo, Esquire (239652019)  
1905 Spruce Street  
Philadelphia, PA 19103  
Telephone: (215) 642-8271  
[dklauder@bk-legal.com](mailto:dklauder@bk-legal.com)  
[mastrangelo@bk-legal.com](mailto:mastrangelo@bk-legal.com)

*Counsel to Fee Examiner,  
David M. Klauder, Esquire*