

Presentment Date: November 10 at 12:00 p.m. (Eastern Time)

Objection Deadline: November 7 at 4:00 p.m. (Eastern Time)

Douglas Mannal
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*Proposed Counsel to the Official Committee
of Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

| | | | | |
|---------------------------------------------|---|--|---|-------------------------|
| |) | |) | |
| In re: |) | |) | Chapter 11 |
| |) | |) | |
| Benitago Inc., <i>et al.</i> , ¹ |) | |) | Case No. 23-11394 (SHL) |
| |) | |) | |
| Debtors. |) | |) | Jointly Administered |

**NOTICE OF PRESENTMENT ON THE APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF BENITAGO INC., ET AL.
FOR ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
DECHERT LLP AS COUNSEL, EFFECTIVE AS OF SEPTEMBER 19, 2023**

PLEASE TAKE NOTICE that on the date hereof, the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (the “Debtors”) filed the *Application of the Official Committee of Unsecured Creditors of Benitago*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Benitago, Inc. (4084); Acrux LLC (9391); Aludra Limited (4147); Algedi LLC (3835); Biham LLC (4095); Canopus LLC (8124); Denebola LLC (5430); Errai LLC (7652); Felis LLC (4176); Ginan LLC (2439); Hamal LLC (1775); Izar LLC (6010); Jabbah LLC (0658); Kamuy LLC (8461); Lich LLC (2892); Maasym LLC (9332); Nusakan LLC (1861); Okab LLC (6499); Phact LLC (3663); Chechia LLC (N/A); Dalim LLC (4741); Segin LLC (8849); Taiyi LLC (N/A); Veritate LLC (6416); Wazn LLC (7193); Yildun LLC (3017); Bharani LLC (1732); Alhena LLC (7613); and Revati LLC (0170). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 1 Liberty Street, Ste. 320, New York, New York 10006.

Inc., et al. for Order Authorizing the Employment and Retention of Dechert LLP as Counsel, Effective as of September 19, 2023 (the “Application”).

PLEASE TAKE FURTHER NOTICE that the Committee hereby submits a proposed order, substantially in the form annexed to the Application as **Exhibit A** (the “Proposed Order”) Authorizing the Official Committee of Unsecured Creditors of Benitago Inc., *et. al.* to Retain and Employ Dechert LLP as Counsel Effective as of September 19, 2023 (the “Retention Date”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application or Proposed Order must be made in writing and filed with the Bankruptcy Court, 300 Quarropas Street, White Plains, New York 10601-4140, and served so as to be actually received by the following parties no later than the **November 7, 2023 at 4:00 p.m (prevailing Eastern Time)** (the “Objection Deadline”).

(i) the Honorable Sean H. Lane, United States Bankruptcy Judge for the Southern District of New York, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, NY 10601-4140;

(ii) proposed counsel to the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, NY 10119, Attn: Kyle J. Ortiz, Esq. (kortiz@teamtogut.com) and Bryan M. Kotliar, Esq. (Bkotliar@teamtogut.com);

(iii) proposed co-counsel to the Acrux Debtors, Klestadt Winters Jureller Southard & Stevens, 200 West 41st Street, 17th Floor, New York, NY 10036 Attn: Fred Stevens, Esq. (FStevens@Klestadt.com) and Sean Southard, Esq. (SSouthard@Klestadt.com);

(iv) the Office of the United States Trustee for Region 2, U.S. Federal Office Building, One Bowling Green, Suite 534, New York, NY 10004, Attn: Richard Morrissey, Esq. (Richard.Morrissey@usdoj.gov) and Annie Wells, Esq. (Annie.Wells@usdoj.gov);

(v) proposed counsel for the Official Committee of Unsecured Creditors, Dechert LLP, 1095 Avenue of the Americas, New York, NY 10036 Attn: Douglas Mannal, Esq. (dmannal@dechert.com) and David A. Herman, Esq. (david.herman@dechert.com);

(vi) counsel to CoVenture – Bento Credit Opportunities GP, LLC and CoVenture – Bento Credit Opportunities SPV, LP (together, “CoVenture”), Greenberg Traurig, LLP, (i) One Vanderbilt Avenue, New York, NY 10017, Attn: Oscar Pinkas, Esq. (pinkasO@gtlaw.com), (ii) 77 Wacker Drive, Suite 3100, Chicago, IL 60601, Attn: Nancy Peterman, Esq.

(petermanN@gtlaw.com), Eric Howe, Esq. (HoweE@gtlaw.com) and Danny Duerdoth, Esq. (duerdothD@gtlaw.com);

(vii) counsel to SellersFunding, Maurice Wutscher LLP, (i) 5 Walter E. Foran Blvd., Suite 2007, Flemington, NJ 08822, Attn: Thomas R. Dominczyk, Esq. (tdominczyk@MauriceWutscher.com), (ii) 23611 Chagrin Blvd. Suite 207, Beachwood, OH 44122, Attn: Alan C. Hochheiser, Esq. (ahochheiser@MauriceWutscher.com); and

(viii) any parties required to be served under any applicable Bankruptcy Rule or Local Rule.

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Proposed Order by the Objection Deadline, the Committee shall, on or after **November 10, 2023, at 12:00 p.m. (prevailing Eastern Time)** (the “Presentment Date”), submit to the Court the Proposed Order, which the Court may enter without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that copies of the Application, and related filings, can be viewed and/or obtained by (i) accessing the Bankruptcy Court’s Website for a fee, (ii) visiting the website for the Debtors’ chapter 11 cases at: <https://cases.stretto.com/benitago>, or (iii) by contacting the Office of the Clerk of the United States Bankruptcy Court, Southern District of New York. Please note that a PACER password is required to access documents on the Bankruptcy Court’s Website.

Dated: New York, New York
October 27, 2023

DECHERT LLP

/s/ Douglas Mannal

Douglas Mannal
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*Proposed Counsel to the Official Committee
of Unsecured Creditors*

amended, the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), for entry of an order (the “Order”), substantially in the form attached hereto as **Exhibit A**, authorizing the Committee to retain and employ Dechert LLP (“Dechert”) as its lead counsel in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), effective as of September 19, 2023. In support of this Application, the Committee submits the declaration of Douglas Mannal (the “Mannal Declaration”), and the declaration of Stefana Veronica Sticlaru, as authorized representative of the Committee (the “Sticlaru Declaration” and, together with the Mannal Declaration, the “Declarations”), attached hereto as **Exhibit B** and **Exhibit C**, respectively. In further support of this Application, the Committee respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue of these Chapter 11 Cases and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory and rule predicates for the relief requested herein are Bankruptcy Code sections 328(a) and 1103, Bankruptcy Rule 2014 and Local Rule 2014-1.

BACKGROUND

4. On or about August 30, 2023 (the “Petition Date”), the Debtors each filed voluntary petitions under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

5. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 Cases.

6. On September 15, 2023 (the “Formation Date”), the United States Trustee for Region 2 (the “U.S. Trustee”) appointed the Committee pursuant to Bankruptcy Code section 1102(a). *See Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 50]. The U.S. Trustee constituted the Committee to comprise of the following members: Stefana-Veronica Sticlaru; CalMyotis (HK) Limited; and Daniel Samimi.

7. On October 24, 2023, Daniel Samimi resigned from the Committee. As of the date of this Application, the Committee consists of the following two members: (i) Stefana-Veronica Sticlaru; and (ii) CalMyotis (HK) Limited.

8. The Committee is also seeking to retain and may in the future retain various other professionals to assist it in these cases and intends that Dechert’s services will complement, and not duplicate, the services rendered by other such professionals, such as the Committee’s proposed financial advisor, Province, LLC (“Province”). Dechert has represented to the Committee that it intends to use its reasonable best efforts to coordinate with the Committee and the other professionals retained by the Committee to minimize any duplications of services.

SERVICES TO BE PROVIDED BY DECHERT

9. The Committee expects that Dechert will provide, as directed by the Committee, the following services (without limitation):

- a) participate in in-person and telephonic meetings of the Committee and subcommittees formed thereby, and otherwise advise the Committee with respect to its rights, powers and duties in these Chapter 11 Cases;
- b) assist and advise the Committee in its meetings and negotiations with the Debtors and other parties in interest regarding the administration of these Chapter 11 Cases;
- c) assist the Committee in analyzing claims asserted against, and interests in, the Debtors, and in negotiating with the holders of such claims and interests and bringing, or participating in, objections or estimation proceedings with respect to such claims and interests;
- d) assist with the Committee's review of the Debtors' Schedules of Assets and Liabilities, Statement of Financial Affairs and other financial reports prepared by the Debtors, and the Committee's investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and their insiders and of the historic and ongoing operation of their businesses;
- e) assist the Committee in its analysis of, and negotiations with the Debtors or any third party related to, financing, asset disposition transactions, compromises of controversies, assumption and rejection of executory contracts and unexpired leases;
- f) assist the Committee in its analysis of, and negotiations with the Debtors or any third party related to, the formulation, confirmation and implementation of a chapter 11 plan(s) and all documentation related thereto;
- g) assist and advise the Committee with respect to its communications with the general creditor body regarding significant matters in these cases;
- h) respond to inquiries from individual creditors as to the status of, and developments in, these Chapter 11 Cases;
- i) represent the Committee at hearings and other proceedings before the Court and such other courts or tribunals, as appropriate;
- j) review and analyze complaints, motions, applications, orders and other pleadings filed with the Court, and advise the Committee with respect to its positions thereon and the filing of any responses thereto;
- k) assist the Committee in its review and analysis of, and negotiations with the Debtors and non-Debtor affiliates related to, intercompany transactions and claims;
- l) review and analyze third party analyses or reports prepared in connection with potential claims of the Debtors, advise the Committee with respect to

its positions thereon, and perform such other diligence and independent analysis as may be requested by the Committee;

- m) assist the Committee in preparing pleadings and applications, and pursuing or participating in adversary proceedings, contested matters and administrative proceedings as may be necessary or appropriate in furtherance of the Committee's duties, interests, and objectives;
- n) assist and advise the Committee with respect to applicable foreign proceedings that may arise in the course of these Chapter 11 Cases; and
- o) perform such other legal services as may be necessary or as may be requested by the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

10. The Committee believes that Dechert possesses extensive knowledge and expertise in the areas of law relevant to the Chapter 11 Cases, and that Dechert is well-qualified to represent the Committee. In selecting counsel, the Committee sought attorneys with considerable experience in representing unsecured creditors' committees in chapter 11 reorganization cases and other debt restructurings, and representing creditors in bankruptcy litigation. Dechert has such experience, as Dechert—including Dechert lawyers while at other firms—has represented creditors, and ad hoc and official creditors' committees in many significant chapter 11 cases including, among others, the following: *In re Tritex International Inc., et al.*, Case No. 23-10520 (TMH) (Bankr. D. Del. 2023) (official creditors' committee); *In re LATAM Airlines Group S.A., et al.*, Case No. 20-11254 (JLG) (Bankr. S.D.N.Y. 2020) (official creditors' committee); *In re California Resources Corporation, et al.*, Case No. 20-33568 (DRJ) (Bankr. S.D. Tex. 2020) (official creditors' committee); *In re Bristow Group, Inc., et al.*, Case No. 19-32713 (DRJ) (Bankr. S.D. Tex. 2019) (official creditors' committee); *In re Nine West Holdings, Inc., et al.*, Case No. 18-10947 (SCC) (Bankr. S.D.N.Y. 2019) (individual creditor); *In re Frontier Communications Corporation, et al.*, Case No. 20-22476 (RDD) (Bankr. S.D.N.Y. 2020) (official creditors' committee); *In re CHC Group Ltd., et al.*, Case No. 20-33568 (SGJ) (Bankr. N.D. Tex. 2017)

(official creditors' committee); *In re Constar International Inc.*, Case No. 08-13432 (PJW) (Bankr. D.Del. 2008) (official creditors' committee); *In re Northwest Airlines Corporation*, Case No. 05-17930 (ALG) (Bankr. S.D.N.Y. 2005) (ad hoc committee of creditors).

11. Because of the broad variety of legal services that may be necessary in the Chapter 11 Cases, and the fact that the full nature and extent of such services are not known at this time, the Committee believes that the employment of Dechert to provide the services described above and such other services as may be necessary for the Committee to satisfy its obligations to the Debtors' unsecured creditor constituency is appropriate and in the best interests of the Debtors' estates and their creditors.

PROFESSIONAL FEES AND COMPENSATION

12. The Committee requests that all fees and related costs and expenses incurred by the Committee on account of services rendered by Dechert in the Chapter 11 Cases be paid as administrative expenses of the Debtors' estates pursuant to Bankruptcy Code sections 328, 330, 331, 503(b) and 507(a)(2). Subject to this Court's approval, Dechert will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, subject to Bankruptcy Code sections 328, 330 and 331. The 2023 hourly rates charged by Dechert for professionals and paraprofessionals employed in its United States offices are provided below:

| Billing Category | Range |
|-------------------|--------------------|
| Partners | \$1,175 - \$ 2,000 |
| Special Counsel | \$1,175 - \$1,375 |
| Associates | \$680 - \$1,210 |
| Paraprofessionals | \$240 - \$525 |

These rates are subject to period adjustments (typically in January of each year) to reflect economic and other conditions.

13. Dechert has advised the Committee that it is Dechert's policy to charge its clients in all areas of practice for expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for "working meals" and computerized research. Dechert will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services described above.

14. Dechert has advised the Committee that it will apply for compensation and reimbursement of expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, the Administrative Order M-447 (Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases, dated January 29, 2013 (Morris, C.J.)), and any other applicable order of the Court. Dechert has advised the Committee that it also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with this Application and in the interim and final fee applications to be filed by Dechert in the Chapter 11 Cases.² Dechert shall provide the Committee with advance notice and an opportunity to comment on Dechert's fee applications and requests to be paid any "holdback amounts." Dechert has advised the Committee that it responds to the question set forth in Section D.2 of the Revised UST Guidelines as follows:

² Dechert's intention to make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines in connection with this Application and the interim and final fee applications to be filed by Dechert in the Chapter 11 Cases is based exclusively on the facts and circumstances of the Chapter 11 Cases. Dechert fully reserves the right to object to the requirements contained in the Revised UST Guidelines should it determine that it is appropriate to do so.

- a) Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?
Answer: Dechert did not agree to any variations from, or alternatively to, its standard or customary billing arrangements for this engagement.
- b) Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?
Answer: No rate for any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case.
- c) Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.
Answer: Dechert did not represent any member of the Committee in the 12 months prior to its retention.
- d) Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?
Answer: Dechert expects to work with the Committee to develop a prospective budget and staffing plan to comply reasonably with the U.S. Trustee's request for information and additional disclosures, as to which Dechert reserves all rights. The Committee has approved Dechert's proposed hourly billing rates.

DECHERT'S DISINTERESTEDNESS

15. Dechert does not hold or represent any interest adverse to the Debtors' estates and, except as disclosed in the Mannal Declaration, does not have any "connections" to the Debtors, the Debtors' creditors, other parties in interest, their respective attorneys and accountants, the U.S. Trustee, and any person employed in the office of the U.S. Trustee, each as set forth in the list of Potential Parties In Interest (as defined in the Mannal Declaration). As set forth in the Mannal Declaration, Dechert believes it is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code. As described in the Mannal Declaration, to the extent that Dechert has a conflict with respect to a particular client or matter, the Committee will utilize separate conflicts counsel.

16. As set forth in the Mannal Declaration, Dechert has represented, currently

represents, and will likely in the future represent certain parties-in-interest or potential parties-in-interest in these Chapter 11 Cases in matters unrelated to the Debtors, the Chapter 11 Cases, or such entities' claims against the Debtors, as part of its customary practice. Dechert is retained in cases, proceedings, and transactions involving many different parties throughout the United States and worldwide, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in these Chapter 11 Cases. Pursuant to section 1103(b) of the Bankruptcy Code, Dechert is not disqualified from acting as the Committee's counsel merely because it previously represented or currently represents the Debtors' creditors, or other parties-in-interest, in matters unrelated to the Debtors or these Chapter 11 Cases and as otherwise set forth herein.

17. Dechert has advised the Committee and the U.S. Trustee that it will periodically review its files during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise and, if any new relevant facts or relationships are discovered or arise, Dechert will use reasonable efforts to identify such further developments by filing a supplemental declaration.

RELIEF REQUESTED

18. By this Application, the Committee seeks authority to employ and retain Dechert as its lead counsel pursuant to Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rule 2014 and Local Rule 2014-1, effective as of September 19, 2023.

BASIS FOR RELIEF

19. Section 1103(a) of the Bankruptcy Code provides that a committee appointed under section 1102 of the Bankruptcy Code "with the court's approval, . . . may select and authorize the employment . . . of one or more attorneys, accountants, or other agents, to represent or perform services for such committee."

20. Section 328(a) of the Bankruptcy Code provides that professionals employed pursuant to section 1103 may be employed “on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingency fee basis.”

21. The Committee submits that for all the reasons stated above and in the Mannal Declaration, the retention of Dechert as counsel to the Committee, on the terms set forth herein and in the Mannal Declaration, is warranted and should be approved.

EFFECTIVE DATE OF RETENTION

22. The Committee requests that Dechert’s retention be approved effective as of September 19, 2023, the date Dechert was selected to serve as counsel to the Committee and began substantive work on the Committee’s behalf. The Committee believes that Dechert’s retention effective as of this date is appropriate in light of the Committee’s immediate and urgent need for legal services upon its formation.

23. Courts in this jurisdiction routinely approve employment similar to that requested herein effective as of the date of counsel selection. *See, e.g., LATAM Airlines Group S.A., et al.*, Case No. 20-11254 (JLG) [ECF No. 880] (Bankr. S.D.N.Y. 2020); *In re Times Square JV LLC, et al.*, Case No. 22-11715 (JPM) [ECF No. 259] (Bankr. S.D.N.Y. 2023); *In re Ditech Holding Corporation*, Case No. 19-10412 (JLG) [ECF No. 558] (Bankr. S.D.N.Y. May 13, 2019); *In re Synergy Pharmaceuticals Inc.*, Case No. 18-14010 (JLG) [ECF No. 448] (Bankr. S.D.N.Y. Feb. 26, 2019); *In re Angelica Corporation*, No. 17-10870 (JLG) [ECF No. 193] (Bankr. S.D.N.Y. May 19, 2017); *In re Squaretwo Financial Services Corporation*, Case No. 17-10659 (JLG) [ECF No. 223] (Bankr. S.D.N.Y. May 12, 2017). Accordingly, the Committee respectfully requests that the Court authorize the employment of Dechert effective as of September 19, 2023.

NOTICE AND NO PRIOR REQUESTS

24. Notice of this Application shall be given to: (a) the United States Trustee for the Southern District of New York; (b) counsel for the Debtors; (c) co-counsel for Acrux; (d) SellersFunding; (e) counsel for CoVenture; (f) the parties listed in the list of twenty (20) largest unsecured creditors filed by the Debtors in these Chapter 11 Cases; (g) the Internal Revenue Service; (h) the Securities and Exchange Commission; (i) any party that has requested notice pursuant to Bankruptcy Rule 2002; and (j) any other party entitled to notice pursuant to Local Rule 9013-1(b). The Committee submits that, in light of the nature of the relief requested, no other or further notice need be provided.

25. A copy of this Application can be viewed and/or obtained by (i) accessing the Bankruptcy Court's Website for a fee, (ii) visiting the website for the Debtors' chapter 11 cases at: <https://cases.stretto.com/benitago>, or (iii) by contacting the Office of the Clerk of the United States Bankruptcy Court, Southern District of New York. Please note that a PACER password is required to access documents on the Bankruptcy Court's Website.

26. No previous request for the relief sought herein has been made to this Court or any other court.

CONCLUSION

27. WHEREFORE, for the reasons set forth in this Application and in the Manna Declaration, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting the Committee such other and further relief as may be just and proper.

Dated: October 27, 2023
Bucharest, Romania

Respectfully submitted,

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF BENITAGO INC., *ET AL.***

/s/ Stefana-Veronica Sticlaru

Name: Stefana-Veronica Sticlaru

Title: Authorized Signatory

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---------------------------------------------|---|-------------------------|
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| Benitago Inc., <i>et al.</i> , ¹ |) | Case No. 23-11394 (SHL) |
| |) | |
| Debtors. |) | Jointly Administered |
| |) | |

ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF BENITAGO INC., ET AL. TO RETAIN AND EMPLOY DECHERT LLP AS COUNSEL EFFECTIVE AS OF SEPTEMBER 19, 2023

Upon consideration of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Benitago Inc., *et al.* (collectively, the “Debtors”) for entry of an order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), authorizing the Committee to retain and employ Dechert LLP (“Dechert”) as counsel in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), and upon the declaration of Douglas Mannal, a partner in the financial restructuring group of Dechert, dated October 13, 2023 (the “Mannal Declaration”) and the declaration of Stefana Veronica Sticlaru, in her capacity as authorized representative of the Committee, dated

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Benitago, Inc. (4084); Acrux LLC (9391); Aludra Limited (4147); Algedi LLC (3835); Biham LLC (4095); Canopus LLC (8124); Denebola LLC (5430); Errai LLC (7652); Felis LLC (4176); Ginan LLC (2439); Hamal LLC (1775); Izar LLC (6010); Jabbah LLC (0658); Kamuy LLC (8461); Lich LLC (2892); Maasym LLC (9332); Nusakan LLC (1861); Okab LLC (6499); Phact LLC (3663); Chechia LLC (N/A); Dalim LLC (4741); Segin LLC (8849); Taiyi LLC (N/A); Veritate LLC (6416); Wazn LLC (7193); Yildun LLC (3017); Bharani LLC (1732); Alhena LLC (7613); and Revati LLC (0170). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 1 Liberty Street, Ste. 320, New York, New York 10006.

² Each capitalized term used but not otherwise defined herein shall have the meaning ascribed to it in the Application.

October 14, 2023 (the “Sticlaru Declaration” and, together with the Mannal Declaration, the “Declarations”); and it appearing that the attorneys of Dechert who will perform services on behalf of the Committee in the Chapter 11 Cases are duly qualified to practice before this Court; and this Court finding, based on the representations made in the Application and the Declarations, that Dechert does not hold or represent any interest adverse to the Debtors’ estates with respect to the matters upon which it is to be engaged, that it is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code, and that Dechert does not represent any entity having an adverse interest in connection with the case as required by section 1103 of the Bankruptcy Code; and finding that adequate notice of the Application having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby **ORDERED THAT**:

1. The relief requested in the Application is granted as set forth herein;
2. In accordance with Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rule 2014(a) and Local Bankruptcy Rule 2014-1 the Committee is hereby authorized and empowered to retain and employ Dechert as its counsel to represent it in these cases under chapter 11 of the Bankruptcy Code on the terms set forth in the Application and the Declarations, effective as of September 19, 2023;
3. Dechert shall be compensated in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules and any other applicable order of the Court. Subject to the Court’s approval, Dechert shall be compensated for its services and reimbursed for its reasonable and necessary expenses in accordance with the ordinary and customary rates in effect on the date the services are rendered or expenses incurred. Dechert shall maintain detailed, contemporaneous records of time

expended and expenses incurred in connection with rendering legal services to the Committee. For the avoidance of doubt, under no circumstances shall any of the compensation or expense reimbursement obligations approved by the Court be an obligation of, or paid by, the Committee or any of its members;

4. In connection with any increases in Dechert's rates, Dechert shall provide ten (10) business days' notice to the Committee, the Debtors, and the U.S. Trustee prior to filing a fee statement or fee application reflecting an increase in such rates and shall file such notice with the Court. The notice shall set forth the requested rate increases, explain the basis for the requested rate increases, and certify that the Committee has consented to the requested rate increases. The U.S. Trustee shall retain all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code;

5. The Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application;

6. To the extent any provision of the Application is inconsistent with this Order, the terms of this Order shall govern;

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____
New York, New York

THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

NO OBJECTION:

UNITED STATES TRUSTEE
Region 2

By: /s/ Richard C. Morrissey
Richard C. Morrissey
Trial Attorney
October 27, 2023

EXHIBIT B

Mannual Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---------------------------------------------|---|-------------------------|
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| Benitago Inc., <i>et al.</i> , ¹ |) | Case No. 23-11394 (SHL) |
| |) | |
| Debtors. |) | Jointly Administered |
| |) | |

**DECLARATION OF DOUGLAS MANNAL IN SUPPORT OF THE
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF BENITAGO INC., *ET AL.*
FOR ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
DECHERT LLP AS COUNSEL, EFFECTIVE AS OF SEPTEMBER 19, 2023**

Under 28 U.S.C. § 1746, I, Douglas Mannal, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

1. I am an attorney admitted to practice in the State of New York and the United States District Court for the Southern District of New York. I am a partner of the law firm Dechert LLP (“Dechert” or the “Firm”) and practice in its offices located at 1095 Avenue of the Americas, New York, New York. I am qualified to make this declaration (the “Declaration”).

2. I am familiar with the matters set forth herein and make this Declaration in support of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Benitago, Inc. (4084); Acrux LLC (9391); Aludra Limited (4147); Algedi LLC (3835); Biham LLC (4095); Canopus LLC (8124); Denebola LLC (5430); Errai LLC (7652); Felis LLC (4176); Ginan LLC (2439); Hamal LLC (1775); Izar LLC (6010); Jabbah LLC (0658); Kamuy LLC (8461); Lich LLC (2892); Maasym LLC (9332); Nusakan LLC (1861); Okab LLC (6499); Phact LLC (3663); Chechia LLC (N/A); Dalim LLC (4741); Segin LLC (8849); Taiyi LLC (N/A); Veritate LLC (6416); Wazn LLC (7193); Yildun LLC (3017); Bharani LLC (1732); Alhena LLC (7613); and Revati LLC (0170). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 1 Liberty Street, Ste. 320, New York, New York 10006.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

“Committee”) of Benitago Inc., *et al.* (collectively, the “Debtors”) seeking approval to retain and employ Dechert as counsel to the Committee.

3. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, I would testify thereto. Certain of the disclosures set forth herein relate to matters not within my personal knowledge, but rather within the personal knowledge of other attorneys and employees at Dechert, and are based on information derived from Dechert’s internal records provided by them to me.

BACKGROUND

4. On August 30, 2023 (the “Petition Date”), each of the Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

5. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 Cases

6. On September 15, 2023 (the “Formation Date”), the United States Trustee for Region 2 (the “U.S. Trustee”) appointed the Committee pursuant to Bankruptcy Code section 1102(a). *See Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 50]. On the date thereof, the U.S. Trustee constituted the Committee to comprise of the following members: Stefana Veronica Sticlaru; CalMyotis (HK) Limited; Daniel Samimi. On September 19, 2023, the Committee selected Dechert to serve as counsel.

DECHERT'S QUALIFICATIONS

7. Dechert possesses extensive knowledge and expertise in the areas of law relevant to the Chapter 11 Cases and is well-qualified to represent the Committee. In selecting counsel, the Committee sought attorneys with considerable experience in representing unsecured creditors' committees in chapter 11 reorganization cases and representing creditors in retail-related bankruptcy matters. Dechert has such experience, as Dechert—including Dechert lawyers while at other firms—has represented ad hoc and official creditors' committees in many significant chapter 11 cases including, among others, the following: *In re Tritex International Inc., et al.*, Case No. 23-10520 (TMH) (Bankr. D. Del. 2023) (official creditors' committee); *In re LATAM Airlines Group S.A., et al.*, Case No. 20-11254 (JLG) (Bankr. S.D.N.Y. 2020) (official creditors' committee); *In re California Resources Corporation, et al.*, Case No. 20-33568 (DRJ) (Bankr. S.D. Tex. 2020) (official creditors' committee); *In re Bristow Group, Inc., et al.*, Case No. 19-32713 (DRJ) (Bankr. S.D. Tex. 2019) (official creditors' committee); *In re Toys "R" Us Inc., et al.*, Case No. 17-34665 (KLP) (Bankr. E.D.VA 2017) (official creditors' committee); *In re Payless Holdings LLC, et al.*, Case No. 17-42267 (659) (Bankr. E.D.M.O 2017) (ad hoc committee of first lien lenders); *In re Nine West Holdings, Inc., et al.*, Case No. 18-10947 (SCC) (Bankr. S.D.N.Y. 2019) (individual creditor); *In re Frontier Communications Corporation, et al.*, Case No. 20-22476 (RDD) (Bankr. S.D.N.Y. 2020) (official creditors' committee); *In re CHC Group Ltd., et al.*, Case No. 20-33568 (SGJ) (Bankr. N.D. Tex 2017) (official creditors' committee); *In re Constar International Inc.*, Case No. 08-13432 (PJW) (Bankr. D.Del. 2008) (official creditors' committee); *In re Northwest Airlines Corporation*, Case No. 05-17930 (ALG) (Bankr. S.D.N.Y. 2005) (ad hoc committee of creditors).

8. Because of the broad legal services that may be necessary in the Chapter 11 Cases, and the fact that the full nature and extent of such services are not known at this time, the Committee believes that the employment of Dechert to provide the services described herein and such other services as may be necessary for the Committee to satisfy its obligations to the Debtors' unsecured creditor constituency is appropriate and in the best interests of the Debtors' estates and their creditors.

SERVICES TO BE PROVIDED

9. Subject to further order of the Court, the Committee seek retention of Dechert to, among other things:

- a) participate in in-person and telephonic meetings of the Committee and subcommittees formed thereby, and otherwise advise the Committee with respect to its rights, powers and duties in these Chapter 11 Cases;
- b) assist and advise the Committee in its meetings and negotiations with the Debtors and other parties in interest regarding the administration of these Chapter 11 Cases;
- c) assist the Committee in analyzing claims asserted against, and interests in, the Debtors, and in negotiating with the holders of such claims and interests and bringing, or participating in, objections or estimation proceedings with respect to such claims and interests;
- d) assist with the Committee's review of the Debtors' Schedules of Assets and Liabilities, Statement of Financial Affairs and other financial reports prepared by the Debtors, and the Committee's investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and their insiders and of the historic and ongoing operation of their businesses;
- e) assist the Committee in its analysis of, and negotiations with the Debtors or any third party related to, financing, asset disposition transactions, compromises of controversies, assumption and rejection of executory contracts and unexpired leases;
- f) assist the Committee in its analysis of, and negotiations with the Debtors or any third party related to, the formulation, confirmation and implementation of a chapter 11 plan(s) and all documentation related thereto;

- g) assist and advise the Committee with respect to its communications with the general creditor body regarding significant matters in these cases;
- h) respond to inquiries from individual creditors as to the status of, and developments in, these Chapter 11 Cases;
- i) represent the Committee at hearings and other proceedings before the Court and such other courts or tribunals, as appropriate;
- j) review and analyze complaints, motions, applications, orders and other pleadings filed with the Court, and advise the Committee with respect to its positions thereon and the filing of any responses thereto;
- k) assist the Committee in its review and analysis of, and negotiations with the Debtors and non-Debtor affiliates related to, intercompany transactions and claims;
- l) review and analyze third party analyses or reports prepared in connection with potential claims of the Debtors, advise the Committee with respect to its positions thereon, and perform such other diligence and independent analysis as may be requested by the Committee;
- m) assist the Committee in preparing pleadings and applications, and pursuing or participating in adversary proceedings, contested matters and administrative proceedings as may be necessary or appropriate in furtherance of the Committee's duties, interests, and objectives;
- n) assist and advise the Committee with respect to applicable foreign proceedings that may arise in the course of these Chapter 11 Cases; and
- o) perform such other legal services as may be necessary or as may be requested by the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

PROFESSIONAL FEES AND COMPENSATION

10. Subject to the Court's approval and in accordance with the Application, Dechert will be compensated for its services to the Committee and its standard hourly rates, which are based on the professionals' level of experience. At present, the standard hourly rates charged by Dechert for professionals and paraprofessionals employed in its United States offices range from \$1,175 to \$2,000 for partners, \$1,175 to \$1,375 for special counsel, \$680 to \$1,210 for associates, and \$240 to \$525 for paraprofessionals. Dechert will be compensated at these standard hourly

rates. These hourly rates are subject to periodic firm-wide adjustments in the ordinary course of Dechert's business, notice of which will be provided to the Committee, the Debtors, and the U.S. Trustee. Furthermore, Dechert will make appropriate applications to this Court pursuant to Bankruptcy Code sections 330 and 331 for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable order of the Court.

11. The foregoing hourly rates are subject to periodic increase (typically in January of each year) in the normal course of Dechert's business. The hourly rates set forth above are Dechert's standard hourly rates for work of this nature. These rates are set at a level designated to compensate fairly Dechert for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Dechert operates in a complicated, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, reputation, the nature of the work involved and other factors.

12. It is Dechert's policy to charge its clients in all areas of practice for expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for "working meals" and computerized research. Dechert will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services described above. Dechert will seek reimbursement for such expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, the Administrative Order M-447 (Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases, dated January 29, 2013 (Morris, C.J.)),

any order entered in these Chapter 11 Cases establishing procedures for interim compensation and reimbursement of expenses of professionals, and any other applicable order of the Court.

13. To ensure compliance with all applicable deadlines in these Chapter 11 Cases, from time to time Dechert utilizes the services of overtime secretaries. Dechert charges its clients for the cost of these services, subject to the Local Rules and Administrative Order M-447. In addition, Dechert professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices, subject to the Local Rules and Administrative Order M-447.

14. No promises have been received by Dechert, or any member, counsel, or associate thereof, as to payment or compensation in connection with the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and further orders of this Court, and – to the extent required by the foregoing – consistent with the Guidelines. Dechert has no agreement with any other entity to share with such entity any compensation received by Dechert or by such entity.

15. The Application requests approval of its retention of Dechert on rates, terms, and conditions consistent with what Dechert charges non-chapter 11 debtors, namely, prompt payment of Dechert's hourly rates as adjusted from time to time and reimbursement of out-of-pocket disbursements at cost or based on formulas that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, Dechert intends to apply pursuant to section 330 of the Bankruptcy Code, for allowances of compensation for professional services rendered in these Chapter 11 Cases and for reimbursement of actual and necessary expenses incurred in connection therewith in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and further orders of this Court, and – to the extent required

by the foregoing – consistent with the Guidelines. Dechert shall provide the Committee with advance notice and an opportunity to comment on Dechert’s fee applications and requests to be paid any “holdback amounts.”

DISINTERESTEDNESS AND DISCLOSURE OF CONNECTIONS

16. Dechert has in the past represented, currently represents, and may in the future represent entities that are claimants or interest holders of the Debtors in matters unrelated to these Chapter 11 Cases. Dechert, which employs approximately 1,000 attorneys worldwide, has a large and diversified legal practice that encompasses the representation of, among others, many financial institutions and corporations. Some of those entities are, or may consider themselves to be, creditors or parties in interest in the pending Chapter 11 Cases or to otherwise have interests in these cases.

17. In preparing this Declaration, Dechert used a set of procedures developed by Dechert to ensure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding the retention of professionals by a debtor under the Bankruptcy Code (the “Firm Disclosure Procedures”). Pursuant to the Firm Disclosure Procedures, Dechert performed the following actions to identify the parties relevant to this Declaration and to ascertain Dechert’s connection to such parties:

- a) A list of the entities who may be parties in interest in these Chapter 11 Cases was provided by the Debtors (the “Potential Parties In Interest”). Dechert also reviewed notices of appearance that had been filed on or prior to October 13, 2023 in these Chapter 11 Cases to identify additional Potential Parties in Interest and advisors to such Potential Parties in Interest. A list of the Potential Parties In Interest is attached hereto as **Annex 1**.
- b) Dechert maintains a master client database as part of its conflict clearance and billing records (the “Client Database”). The Client Database includes the name of each current or former client, the name of the parties who are or were involved in the matter, including parties that are or were adverse to such current or former client, and the names of the Dechert personnel who are or were responsible for current or former matters for such client. It is

the policy of Dechert that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the name of the matter, the parties involved in the matter, including adverse parties. Accordingly, the database is updated for every new matter undertaken by Dechert. The accuracy of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

- c) Dechert compared the names of each of the Potential Parties In Interest to client matters in the Client Database. The names of most Potential Parties In Interest were compared to client matters in the Client Database for which professional time was recorded during the seven (7) years prior to the comparison; however, for some large entities that appear in the Client Database a substantial number of times, the names were compared to client matters for which professional time was recorded during the two (2) years prior to the comparison.³ Any matches to names in the Client Database generated by the comparison were compiled into a list (the “Match List”).⁴ In addition to comparing the names of each of the Potential Parties In Interest to client matters in the Client Database, Dechert also compared the names of the Potential Parties In Interest to determine if, upon information or belief, any affiliates of the Potential Parties In Interest are current or former clients.
- d) Dechert then reviewed the Match List and deleted obvious name coincidences and individuals or entities that were adverse to Dechert’s clients in both this matter and the matter referenced on the Match List.
- e) Using information in the Client Database concerning entities on the Match List, and making general and, if applicable, specific inquiries of Dechert personnel, Dechert verified that it does not represent and has not represented any entity on the Match List in connection with the Debtors or the Chapter 11 Cases, except as set forth herein.
- f) In addition, a general inquiry to all Dechert personnel (attorneys and staff) was sent by electronic mail to determine whether any such individual or any member of his or her household: (i) owns any debt or equity securities of the Debtors; (ii) holds a claim against the Debtors; (iii) is or was an officer, director, or employee of the Debtors; or (iv) is related to or has any

³ Dechert’s policy for bankruptcy matters is to compare the names of Potential Parties In Interest as well as, if applicable, the immediate parent companies of Potential Parties In Interest, to the client matters in the Client Database.

⁴ Dechert continues to review the Match List and will supplement this application with any further disclosures it finds.

connections with Bankruptcy Judges in the Southern District of New York, or to anyone working in the Office of the U.S. Trustee.

18. Either I, or an attorney working under my supervision, reviewed the connections between Dechert and the clients identified on the Match List and the connections between those entities and the Debtors and determined to the best of my knowledge that Dechert does not represent any other entity having an adverse interest in connection with the case and that Dechert is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code, for the reasons discussed below.

19. Dechert previously has represented, currently represents, and may represent in the future the entities described below (or their affiliates) in matters wholly unrelated to the Debtors, except as described herein. The Match List, attached as Annex 2 hereto, is the product of implementing the Firm Disclosure Procedures. An entity is listed as a “Current Client” in Annex 2 if Dechert has any open matters for such entity and attorney time charges have been recorded on any such matters within the past two (2) years. An entity is listed as an “Affiliate of Potential Party In Interest – Current Client” Annex 2 if Dechert has any open matters for an entity that, upon information and belief, is an affiliate of the entity on the Potential Parties in Interest list and attorney time charges have been recorded on any such matters within the past two (2) years. An entity is listed as a “Former Client” on Annex 2 if Dechert represented such entity within the past seven (7) years based on recorded attorney time charges on a matter but all matters for such entity have been formally closed, or if Dechert has previously represented such entity but no attorney time charges have been recorded on any such matters within the past two (2) years. An entity is listed as an “Affiliate of Potential Party In Interest – Former Client” if Dechert represented an entity that, upon information and belief, is an affiliate of the entity on the Potential Parties in Interest list within the past seven (7) years based on recorded attorney time charges on a matter

but all matters for such entity or any known affiliate of such entity have been formally closed, or if Dechert has previously represented such entity or a known affiliate but no attorney time charges have been recorded on any such matters within the past two (2) years.

20. To the best of my knowledge no single client of Dechert listed on **Annex 2** accounted for more than 1% of Dechert's gross revenue for the past 12 months. Except as described herein, to the best of my knowledge, Dechert has not represented any of these entities in connection with any matters relating to the Debtors and does not, and will not, represent them in any capacity in connection with these Chapter 11 Cases. To the extent the Committee becomes party to litigation directly with any of these entities or as otherwise may be required by applicable law or rule, the Committee will be advised by the Committee's proposed conflicts counsel as the Committee may select to represent it in such litigation, as is customary in large, complex chapter 11 cases.

21. Dechert also made a general inquiry of all partners and employees of the Firm requesting disclosure of any relationship with (i) any District Judge or Bankruptcy Judge in the Southern District of New York; and (ii) anyone working in the Office of the United States Trustee for the Southern District of New York. Additionally, Dechert made a general inquiry of all partners and employees of the Firm requesting certain disclosures, to the best of their knowledge, of any claims held against, or equity interest in, any of the Debtors and whether any Dechert attorney or employee is or was a director, officer or general partner of the Debtors or a relative of a director, officer or general partner of the Debtors. To the best of my knowledge, no attorney or employee at the firm is related to any United States Bankruptcy Judge for the Southern District of New York or to the United States Trustee for such district or to any employee in the office thereof so as to render the retention and employment of Dechert inappropriate under Bankruptcy Rule 5002(b).

22. As part of its practice, Dechert appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and other parties in interest in this case. Dechert has not represented, and will not represent, any of such parties in relation to the Debtors or their Chapter 11 Cases. Except as may be set forth on Annex 2 attached hereto, to the best of my knowledge, Dechert has not represented any of the attorneys or other advisors set forth on Annex 1 within the past seven years. Certain of the attorneys, accountants, financial advisors and investment bankers who are or are proposed to be retained in these cases have been retained by Dechert or Dechert's clients in connection with unrelated matters.

23. Despite the efforts described herein to identify and disclose Dechert's connections with the parties in interest in these Chapter 11 Cases, Dechert is unable to state with certainty that every relationship or connection has been disclosed. In this regard, Dechert will continue to apply the Firm Disclosure Procedures as additional information concerning entities having a connection with the Debtors is developed and will endeavor to file appropriate supplemental disclosures with the Court consistent with its duties to disclose connections with parties in interest.

24. For the reasons stated herein, based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, Dechert is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code and does not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

25. As this Court is aware, the Executive Office of the United States Trustees (“EOUST”), under 28 U.S.C. § 586(a)(3), adopted the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “Guidelines”). By their terms, the Guidelines “apply to the USTP’s review of applications for compensation filed by attorneys in larger chapter 11 cases[.]”

26. As the Guidelines themselves acknowledge, “the Guidelines do not supersede local rules, court orders, or other controlling authority,” and it remains to be seen how the Guidelines will be incorporated into larger chapter 11 cases.

27. The Committee and Dechert intend to make a reasonable effort to comply with the Office of the United States Trustee for the Southern District of New York’s (the “U.S. Trustee”) requests for information and additional disclosures as set forth in the Guidelines both in connection with this Application and the interim and final fee applications to be filed by Dechert in the course of its engagement. It is the Committee and Dechert’s intention to work cooperatively with the U.S. Trustee to address the concerns that prompted the EOUST to adopt the Guidelines; however, in doing so, the Committee and Dechert reserve all rights as to the relevance and substantive legal effect of the Guidelines in respect of any application for employment or compensation in these cases that falls within the ambit of the Guidelines. Furthermore, neither the filing of this Application, nor anything contained herein, is intended to or shall be deemed to be an admission by Dechert that the Firm is required to comply with the Guidelines.

ATTORNEY STATEMENT PURSUANT TO APPENDIX B GUIDELINES

28. The following is provided in response to the request for additional information set forth in Section D.1 of the Revised UST Guidelines:

- a. Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?
Answer: Dechert did not agree to any variations from, or alternatively to, its standard or customary billing arrangements for this engagement.
- b. Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?
Answer: No rate for any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case.
- c. Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.
Answer: Dechert did not represent any member of the Committee in the 12 months prior to its retention.
- d. Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?
Answer: Dechert expects to work with the Committee to develop a prospective budget and staffing plan to comply reasonably with the U.S. Trustee's request for information and additional disclosures, as to which Dechert reserves all rights. The Committee has approved Dechert's proposed hourly billing rates.

I declare under 28 U.S.C. § 1746 that, to the best of my knowledge, and after reasonable inquiry, the foregoing is true and correct.

Dated: October 13, 2023
New York, New York

/s/ Douglas Mannal
Douglas Mannal

Annex 1

List of Potential Parties-in-Interest

Debtors

Benitago Inc.
Acrux LLC
Algedi LLC
Alhena LLC
Aludra Limited
Bharani LLC
Biham LLC
Canopus LLC
Chechia LLC
Dalim LLC
Denebola LLC
Errai LLC
Felis LLC
Ginan LLC
Hamal LLC
Izar LLC
Jabbah LLC
Kamuy LLC
Lich LLC
Maasym LLC
Nusakan LLC
Okab LLC
Phact LLC
Revati LLC
Segin LLC
Taiyi LLC
Veritate LLC
Wazn LLC
Yildun LLC

Current Board of Directors

Santiago Nestares Lampo
Benedict Tillman Dohmen

Current Officers

Santiago Nestares Lampo
Benedict Tillman Dohmen
Wusang Chun

Quang Nguyen
James Lu

Depository/Disbursement Banks

First Republic Bank
Fire Financial Services
HSBC UK
HSBC Bank USA

Contractors

Ahmed, Furqan
Ahmed, Rameez
Ali, Rahat
Amaya, Sarah
Apaydin Yilmaz, Sevil
Arona, Carlotta
Asghar, Ali
Aslam, Muhammad
Avallone, Pasquale
Avila, Rommel
Baldwin, Frances
Bašić, Bruno
Bejan, Adrian
Berzins, Otto
Bilger, Marion
Bugayong, Rev
Chughtai, Usman
Cichy, Jacek
Clifton, Charlotte
Corredor, Sonia
Cvitko Jakimovska, Kristina
Denimal, Lea
Emmanuel, Castro
Erdal Karakoyun
Golan, Olivia
Gonzales, Felipe
Grigoryan, Lusine
Guglielmo, Anna
Guirado Serrano, Ignacio

Gustavo Mezquita Macha
Hersey, Chloe
Howard, Grace
Hristov, Krasimir
Hussain, Muhammad
Insuratelu, Diana
Jennifer Casey
Ji, Yoon
Joseph, Dania
Kalamenios, Michail
Kapoor, Manish
Karakus, Emre
Khan, Imran
Kira Charakidou Ramp
Kireev, Sergei
Kryń, Jagoda
Kumar, Amit
Kushinska, Milica
Magri, Nicola
Maksimovska, Elizabeta
Mallari, Vernice Rikka
Mallari, Vinald Ryan
Manderfield, Nicole
Memişođlu, Feyza
Mihalcea, Alexandru
Muzzachiodi, María
Nasser, Tarek
Nawara, Anna
Nenakhova, Yulia
Oliver, Lorylyn
Orczyk, Alan
Orejola, Mary Chelie
Pedida, Bjarnye Ysattise
Peque, Isabel
Petrova, Plamena
Pizarro, Carlos
Raza, Muhammed
Rodriguez, Juan
Rojas, Andrea
Runas, Kristine Rove
Santiago, Sarah Lynn
Sasal, Levent
Serafin, Sylwia

Setyaki, Bramanto
Skovran, Adam
Smeyatsky, Kiah
Stanfield, M. Alejandra
Strigl, Judith
Sugmawati, Yusnia
Tamajusuku, Vinicius
Vinicius Tamajusuku design
Wagenaar, Fiona
Xia, Wenhui

Other Vendors

24Seven LLC
ABR Partners LLC
Accord Guarantor LLC
Adobe Inc
Airbase Inc.
Airwallex
Allison Slater Ray
Amazon EU S.à r.l., UK Branch
Amazon Freight
Amazon Payments
Amazon Web Services Inc.
Amext Customs Brokerage
AMPD
Amy X. Wu
AN Deringer Inc
Anhui Xinmai Technology Co., Ltd
Anker
Anran Import and Export Co Ltd
ARJ Forwarding Ltd
Arthur J Gallagher Insurance Brokers Ltd
Client NST
Atlassian Pty Ltd
Backhaus & Co.
Bai Source Inc
BambooHR LLC
Bank Charges
Beisheng Group Co Limited
Benefit Mall
Best Bay Logistics Inc
BJ Global Supply Chain Co., Ltd
Borderfree Trade Limited

| | |
|--------------------------------------------------|---------------------------------------------------|
| Brainjolt LLC | GoDaddy Inc. |
| Breuer Lehman | Golden Phoenix Int'l Ind Co., Limited / |
| Bullseye Sellers LLC | Hongkong Vog Cosmetics Co., Limited |
| Cahoot Technologies LLC | Google |
| Capsum Inc | Google Ads |
| Cargoboard GmbH Co | Google G Suite |
| Catima Forwarding GmbH | GS1 |
| CCS-Express Internationale | Guangzhou Jintian household products |
| Luftfrachtspedition GmbH | Co.,Ltd |
| Changshu Weida Business Department | Guangzhou Pinshang Biological |
| Cheer Logistics Technology | Pharmaceutical |
| Clearpoint International Express Inc | Harvard Business Services, Inc. |
| Climate Partner LLC | Helium 10 |
| Cogency Global Inc. | Hengye Plastic Products Factory, |
| Colossus Insurance Agency, LLC. dba | Hong Kong AQI Service Co., Ltd |
| Convene at Convene at One Liberty Plaza, LLC | Hong Kong Junteng Technology Co., Limited |
| ConversionXL LLC | HongKong Bailun Technology Limited |
| Core Worldwide Logistics Corp | HongKong VOG Cosmetics Co Limited |
| Cosmereg LLC | HuaJian |
| Credit Faire Wholesale | Hunan SSK Household Co., Ltd |
| Dalu Logistics LLC | Hunan Wye Household Co., Ltd |
| Data Dive | Hurry HubCo LLC |
| DBeaver Corp | IC Global Nutraceuticals LLC |
| Deck99 | Integrity Ventures LLC |
| DeepL SE | J&R Electronic Limited |
| Deliverr, Inc. | Jiangyin Suofei Electronic Technology Co.,Ltd. |
| Deringer | Jinyunli (Guangdong) Biotechnology Co., Ltd. |
| Dongguan Xinrui Apparel Accessories | Joinbrands |
| Elkordy Global Strategies Corp | K Rossi Consulting |
| Eva Commerce Inc | Keepa GmbH |
| F&L Import - Export | Keepa Price Tracker |
| FACEBK KRD96TF2U2 | Klaviyo |
| FedEx | Klaviyo Inc. |
| FeedBack Whiz | LastPass |
| Fiverr | Livingston International Inc |
| Flexport | Loom |
| Flock Freight INC | LTL Attorneys LLP |
| Fo Shan Shi Wen Rui Mei Fa Qi Cai You | Market Intelligence |
| Fortis Solutions Group Central LLC | MartintruX Group Ltd. |
| Foshan Wenrui Hairdressing Equipment Co., Ltd | Microsoft Inc |
| Getida | |

Microsoft Store
Midjourney
Mint Transport Co., Ltd
Nature's Supplement, Inc.
Nemoship LLC
Neoreason, Inc
No Limit Creatives LLC
Notion Labs Inc
Nutrition Group PLC
OfficePartners360 LLC
OpenAI
OpenPhone Technologies, Inc.
Oracle America, Inc.
Originn Ofis Hizmetleri Ve Isletmeciligi
Ltd. Sti.
Paddle.com Market Limited
PIB Risk Services Ltd t/a PIB IB NST
Client AC
PickFu
PLIC Group EFT
Prep and Ship USA Inc.
Principal Life Insurance Company
Project Retail LLC
QuillBot
Rapid Formations Ltd.
Rased Rayhan
Red Rose
Roundforest Ltd.
Salesforce, Inc
SellCord LLC
Sellerboard
Shears Warehouse
ShenZhen Damai International Freight
Forwarding Company Ltd.
Shenzhen Hualixuan Industrial Co., Ltd.
Shipment Maker Pro Inc.
Shopify
Shutterstock, Inc.
Signfacility
Simply VAT
Slack Technologies, LLC
Social Kick LLC
Squarespace Inc.

SR-Guangdong Migu Technology Co., Ltd.
Stamps.com Inc.
Superhuman
Supplier Payment
Surfer Sp. z o. o
Teapplix Inc.
tinyEmail
T-Mobile
Today International Logistics Co., Ltd.
Tongcheng Huanzhou Plastic Industry Co.,
Ltd.
Track1099 LLC
Uber
Uber Eats
UHS Premium Billing
UK KLI Logistics Co Limited
UK Prep Centre Ltd
Upwork Global Inc.
Vydex Corporation Ltd
WEX Health, Inc.
Wolf, Greenfield & Sacks, P.C.
Xero Limited
Xiamen Shunstone Imp. & Exp. Co., Ltd.
Xinrui Apparel Accessories Co. Ltd.
Xiushun (HK) Printing Co., Ltd.
Yang Zhou Wei Ba Ti Yu Yong Ping Co.,
Ltd.
Zhejiang Red Sun Education Facilities Co.,
Ltd.
Zipify
Zoom Video Communications Inc.

Insurance

CNA Hardy
Royal & Sun Alliance Insurance
Lloyds
Arthur J. Gallagher & Co.
PIN Insurance Brokers
Price Forbes & Partners Limited
PIB Risk Services Ltd T/A PIB LB NST
Client AC
Colossus Insurance Agency, LLC

Known Common Stockholders

Santiago Nestares Lampo
Benedict Tillman Dohmen
Robert Gregory Eisner
David Kaplowitz
Guido Torrini
Margarita Lampo
Mother Capital Benitago SPV I

Landlords / Leases

Convence at Convence at One Liberty Plaza,
LLC
Originn Ofis Hizmetleri Ve Isletmeciligi
Ltd

Major Benefits Administrators

United Healthcare Oxford
Principal Life Insurance Company
Benefit Mall
WEX

Major Customers

Amazon
Shopify Inc.
WalMart Inc.

Major Competitors

Berlin Brands Group
Perch
Heyday
Razor Group
Thrasio

Other Secured Lenders

SellerFunding
Coventure – Bento Credit Opportunities GP,
LLC

Professionals

Aegis Law
Becker, Glynn, Muffly, Chassin & Hosinski
LLP
Brown Immigration Law P.C. L.L.O.

Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP
Harrison Clark Rickerbys Limited
Kolken & Kolken
Legal Scale LLP
LL Historic, LLC
Quinn Emanuel Urquhart & Sullivan LLP
Stanton IP Law Firm P.A.
Togut, Segal & Segal LLP
Klestadt Winters Jureller Southard &
Stevens, LLP
Vik Jindal
Triple P RTS, LLC
Withum Smith+Brown, PC
Alvarez & Marsal
Stretto Inc.
Dechert LLP
Raymond James
Province, LLC

Surety Providers/Beneficiaries/Brokers

Alternative Insurance Corporation

**Taxing Authorities / Government /
Regulatory Agencies**

Internal Revenue Service
State of New York Department of Taxation
California Franchise Tax Board
Connecticut Department of Revenue
District of Columbia, Office of Tax and
Revenue
Massachusetts Department of Revenue
New Hampshire Department of Revenue
Administration
New Jersey Department of Labor and
Workforce Development
New Jersey Department of Treasury,
Division of Unemployment Insurance
New York State Employment Contributions
and Taxes
New York Department of Taxation and
Finance
New York City Department of Finance

Vermont Department of Taxation
Texas Workforce Commission
Texas Comptroller of Public Accounts

Top 20 Unsecured Creditors

Affiliate Nutra LLC
Amazon Capital Services, Inc.
Anomaly Partners LLC
Calmyotis (HK) Limited
Christoph Dohmen
Coventure – Bento Credit Opportunities
SPV, LP
DDK & Company LLP
HSBC UK Bank PLC
Perpetua Labs, Inc.
Pharmatech Asia Group Ltd
Pixior LLC
Quinn Emanuel Urquhart & Sullivan LLP
Seller Rocket
Sellersfunding International Portfolio Ltd.
Stefana – Veronica Sticlaru and Adrian
Sticlaru
Ugly Feedback-Alakdolak
Wang Fang
Wang Nan
Warehousequote LLC
Zihao Huang
Daniel Simimi

**United States Attorney’s Office –
Southern District of New York**

Damian Williams

**United States Bankruptcy Court Judges -
Southern District of New York**

Chief Judge Martin Glenn
Judge Lisa G. Beckerman
Judge Philip Bentley
Judge James L. Garrity, Jr.
Judge David S. Jones
Judge Sean H. Lane
Judge John P. Mastando III
Judge Cecelia G. Morris
Judge Michael E. Wiles

**United States Bankruptcy Judge Sean H.
Lane Chambers Staff**

Christina Azzaro
Liza Ebanks
Sarah Rosenthal
Jacqueline Tran

**United States District Court Judges –
Southern District of New York**

Ronnie Abrams
Richard M. Berman
Vincent L. Briccetti
Vernon S. Broderick
Naomi Reice Buchwald
Valerie E. Caproni
Andrew L. Carter Jr.
Kevin Castel
Denise L. Cote
John P. Cronan
Paul A. Crotty
George B. Daniels
Paul A. Engelmayer
Katherine Polk Failla
Jesse M. Furman
Paul G. Gardephe
Charles S. Haight
Philip M. Halpern
Alvin K. Hellerstein
Lewis A. Kaplan
Kenneth M. Karas
John F. Keenan
John G. Koeltl
Lewis J. Liman
Victor Marrero
Colleen McMahon
Alison J. Nathan
J. Paul Oetken
Loretta A. Preska
Jed S. Rakoff
Edgardo Ramos
Nelson S. Roman
Lorna G. Schofield

Cathy Seibel
Louis L. Stanton
Sidney H. Stein
Richard J. Sullivan, Circuit Judge Sitting by
Designation
Laura Taylor Swain
Analisa Torres
Mary Kay Vyskocil
Kimba M. Wood
Gregory H. Woods

United States District Court
Southern District of New York
Clerk of Court and Deputy

Vito Genna
Mike Paek

Magistrate Judges -
Southern District of New York

Stewart D. Aaron
Sarah L. Cave
James L. Cott
Paul E. Davison
Kevin N. Fox
Debra Freeman
Martin R. Goldberg
Gabriel W. Gorenstein
Andrew E. Krause
Robert W. Lehrburger
Judith C. McCarthy
Barbara Moses
Sarah Netburn
Katharine H. Parker
Ona T. Wang

United States Trustee's Office -
Southern District of New York

Zeynep Akan
Linda A. Riffkin
Victor Abriano
Susan Arbeit
Mark Bruh
Amanda D. Cassara
Shara Cornell
William Harrington
Benjamin J. Higgins
Nadkarni Joseph
Brian S. Masumoto
Ercilia A. Mendoza
Mary V. Moroney
Richard C. Morrissey
Alaba Ogunleye
Ilusion Rodriguez
Andrea B. Schwartz
Paul K. Schwartzberg
Shannon Scott
Sylvester Sharp
Tara Tiantian
Andy Velez-rivera
Daniel Rudewicz
Madeleine Vescovacci
Valentina Vlasova
Annie Wells
Greg M. Zipes

Annex 2
Match List

| Matched Entity | Relationship to Debtors | Relationship to Dechert |
|--------------------------------------------------------|------------------------------------------------|------------------------------------------------|
| Accord Guarantor LLC | Other Vendors | Current co-client |
| Arthur J Gallagher Insurance Brokers Ltd Client NST | Other Vendors | Affiliate of former client |
| Arthur J. Gallagher & Co. | Insurance Providers/Brokers | Affiliate of former client |
| Benefit Mall | Major Benefits Administrator, Other Vendors | Affiliate of former client |
| California Franchise Tax Board | Taxing Authority | Affiliate of former client |
| CNA Hardy | Insurance Provider/Broker | Affiliate of current co-client |
| District of Columbia, Office of Tax and Revenue | Taxing Authority | Affiliate of current and former client |
| FACEBK KRD96TF2U2 | Other Vendors | Affiliate of current client |
| FedEx | Other Vendors | Current client; affiliate of current client |
| First Republic Bank | Depository/Disbursement Bank | Current client |
| Google | Other Vendors | Affiliate of current client |
| Google Ads | Other Vendors | Affiliate of current client |
| Google G Suite | Other Vendors | Affiliate of current client |
| HSBC Bank USA | Depository/Disbursement Bank | Affiliate of current client |
| HSBC UK | Depository/Disbursement Bank | Affiliate of current client |

| Matched Entity | Relationship to Debtors | Relationship to Dechert |
|---------------------------------------------------|---------------------------------------------|-------------------------------------------------------------------|
| James Lu | Current Officer | Potential current co-client |
| Microsoft Inc | Other Vendors | Affiliate of current and former client |
| Microsoft Store | Other Vendors | Affiliate of current and former client |
| New York City Department of Finance | Taxing Authority | Affiliate of current and former client |
| New York Department of Taxation and Finance | Taxing Authority | Affiliate of current and former client |
| New York State Employment Contributions and Taxes | Taxing Authority | Affiliate of current and former client |
| Paddle.com Market Limited | Other Vendors | Current client |
| Pixior LLC | 20 Largest Creditors | Affiliate of former client |
| Price Forbes & Partners Limited | Insurance Providers/Brokers | Affiliate of current and former client |
| Principal Life Ins. Co. | Major Benefits Administrator, Other Vendors | Former client; affiliate of current and former client |
| Raymond James | Professionals | Current and former client; affiliate of current and former client |
| Red Rose | Other Vendors | Former client |
| Royal & Sun Alliance Insurance | Insurance Providers/Brokers | Affiliate of current client |
| State of New York Department of Taxation | Taxing Authority | Affiliate of current and former client |
| Texas Comptroller of Public Accounts | Taxing Authority | Affiliate of current and former client |

| Matched Entity | Relationship to Debtors | Relationship to Dechert |
|----------------------------|--------------------------------|-----------------------------------------------------------|
| Texas Workforce Commission | Taxing Authority | Affiliate of current and former client |
| Upwork Global Inc. | Other Vendors | Affiliate of former client |
| Walmart Inc. | Major Customer | Current client and affiliate of current and former client |

Exhibit C

Sticlaru Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

_____))
In re:) Chapter 11
))
Benitago Inc., *et al.*,¹) Case No. 23-11394 (SHL)
))
) Jointly Administered
))
Debtors.))
_____)

**DECLARATION OF STEFANA VERONICA STICLARU IN SUPPORT OF THE
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF BENITAGO INC., *ET AL.*
FOR ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
DECHERT LLP AS COUNSEL, EFFECTIVE AS OF SEPTEMBER 19, 2023**

Under 28 U.S.C. § 1746, I, Stefana Veronica Sticlaru, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

1. I am serving as the representative for my own interests. I am making this declaration as the authorized representative of the Official Committee of Unsecured Creditors (the “Committee”) of Benitago Inc., *et al.* (collectively, the “Debtors”). Accordingly, I am in all respects competent to make this declaration in support of the *Application of the Official Committee of Unsecured Creditors of Benitago Inc., et al. for Order Authorizing the Employment and*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Benitago, Inc. (4084); Acrux LLC (9391); Aludra Limited (4147); Algedi LLC (3835); Biham LLC (4095); Canopus LLC (8124); Denebola LLC (5430); Errai LLC (7652); Felis LLC (4176); Ginan LLC (2439); Hamal LLC (1775); Izar LLC (6010); Jabbah LLC (0658); Kamuy LLC (8461); Lich LLC (2892); Maasym LLC (9332); Nusakan LLC (1861); Okab LLC (6499); Phact LLC (3663); Chechia LLC (N/A); Dalim LLC (4741); Segin LLC (8849); Taiyi LLC (N/A); Veritate LLC (6416); Wazn LLC (7193); Yildun LLC (3017); Bharani LLC (1732); Alhena LLC (7613); and Revati LLC (0170). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 1 Liberty Street, Ste. 320, New York, New York 10006.

Retention of Dechert LLP as Counsel, Effective as of September 19, 2023 (the “Application”)², filed contemporaneously herewith.

2. I submit this declaration (the “Declaration”) in support of the Application, pursuant to Section D.2. of the of the Revised UST Guidelines, which were adopted by the Executive Office for U.S. Trustees under 28 U.S.C. § 586(a)(3). Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents and information supplied to me by Dechert LLP (“Dechert”).

3. I am informed by Dechert that the Revised UST Guidelines request that any application for employment of an attorney under 11 U.S.C. §§ 327 or 1103 be accompanied by a verified statement from the client that addresses the following:

- a) The identity and position of the person making the verification.
- b) The steps taken by the client to ensure that the applicant’s billing rates and material terms for the engagement are comparable to the applicant’s billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- c) The number of firms the client interviewed.
- d) If the billing rates are not comparable to the applicant’s billing rates for other nonbankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- e) The procedures the client has established to supervise the applicant’s fees and expenses and to manage costs. If the procedures for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in nonbankruptcy cases to supervise outside counsel, explain how and why. In addition, describe any efforts to negotiate rates, including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

Identity of Declarant

4. On September 15, 2023 (the “Formation Date”), the United States Trustee for Region 2 (the “U.S. Trustee”) appointed the Committee, which currently consists of the following members: Stefana Veronica Sticlaru; CalMyotis (HK) Limited; and Daniel Simimi.

5. On September 19, 2023, the Committee duly selected Dechert as counsel to represent it during the pendency of these cases.

6. As a self-representing member of the Committee, I was directly involved in the Committee’s decision to retain Dechert and actively participated in negotiating the terms of Dechert’s employment together with the other members of the Committee.

The Committee’s Selection of Counsel

7. Following its formation, the Committee interviewed five law firms to represent the Committee as counsel in the Chapter 11 Cases. After interviewing each of these firms, the Committee found Dechert to be uniquely qualified to represent the Committee. As described in the Application and the Mannal Declaration, Dechert has an experienced bankruptcy and restructuring practice and has a long history of representing creditors, as well as informal and official creditor committees in complex chapter 11 proceedings. Furthermore, Dechert has retail-related bankruptcy experience and particular expertise in bankruptcy litigation in the U.S. Bankruptcy Court for the Southern District of New York. Therefore, on the basis of Dechert’s broad-based, deep and directly applicable skill set, the Committee has decided to retain Dechert.

Rate Structure

8. Dechert has informed the Committee that its rates for bankruptcy representations are comparable to the rates Dechert charges for non-bankruptcy representations. The Committee has approved Dechert’s proposed hourly rates, as set forth in the Application. Dechert has

informed the Committee that its hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. The Committee has consented to such ordinary course rate increases.

Cost Supervision

9. The Committee recognizes its responsibility to closely monitor Dechert's billing practices to ensure the fees and expenses charged remain consistent with the Committee's expectations and the exigencies of these Chapter 11 Cases. Accordingly, the Committee will work with Dechert to develop a prospective budget and staffing plan, which the Committee intends to review on an ongoing basis, as necessary. The Committee will also review Dechert's invoices and any applications for payment of fees and reimbursement of expenses that it submits to the Court. In addition, Dechert's fees and expenses will be subject to review, comment, objection (if warranted), and Court approval pursuant to any orders and procedures that may be or have already been established by the Court in these Chapter 11 Cases.

10. Nothing contained herein is intended to limit Dechert's ability to request allowance and payment of fees and expenses pursuant to 11 U.S.C. §§ 330 and 331, nor to restrict Dechert's right to defend any objection raised to the allowance or payment of such fees, nor to restrict the Committee's right to retain conflicts counsel to prosecute any such fee objection to the extent it is not resolved informally by the parties or raised by another party in interest, such as the U.S. Trustee.

11. I declare under penalty of perjury that the foregoing is true and correct on this 14
day of October, 2023.

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
BENITAGO INC., *ET AL.***

DocuSigned by:



A39E87E12337AE4...

Name: Stefana Veronica Sticlaru, not in her individual capacity but solely in her capacity as authorized representative of the Official Committee of Unsecured Creditors of Benitago Inc. *et al.*