

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

**RESTRUCTURING PROFESSIONALS MONTHLY FEE STATEMENT COVER
SHEET
FOR THE PERIOD MAY 1, 2024, THROUGH MAY 31, 2024**

In re BOWFLEX INC., *et al.*¹

Applicant: FTI Consulting, Inc.

Case No. 24-12364 (ABA)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: March 4, 2024

**COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.**

RETENTION ORDER ATTACHED.

Dated: June 28, 2024
New York, New York

FTI CONSULTING, INC.

By: /s/ Robert Del Genio

Name: Robert Del Genio

Title: Senior Managing Director

FTI Consulting, Inc.

1166 Avenue of the Americas, 15th Floor
New York, NY 10036

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are: BowFlex Inc. (2667) and BowFlex New Jersey LLC (3679). The Debtors' service address is 2114 Main Street, Suite 100-341, Vancouver, Washington 98660.

**SECTION I
FEE SUMMARY**

Summary of Amounts Requested for the Period
May 1, 2024, through May 31, 2024 (the “Compensation Period”)

Restructuring Services Hourly Fee Total	\$152,106.00
Expenses Total	\$0.00
Total Fees Plus Expenses	<u>\$152,106.00</u>
Minus 20% Holdback on Fees	<u>-\$30,421.20</u>
Amount Sought at this Time	\$121,684.80

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$866,535.04
Total Fees and Expenses Allowed to Date:	\$693,270.04
Total Retainer Remaining:	\$297,616.93
Total Holdback:	\$173,265.00
Total Received by Applicant:	\$693,270.04

**SECTION II
SUMMARY OF SERVICES**

**SUMMARY OF RESTRUCTURING PROFESSIONALS' TIME DURING
COMPENSATION PERIOD²**

Name	Position	Hourly Billing Rate	Total Hours	Total Compensation
Del Genio, Robert	Senior Managing Director	\$1,495.00	2.1	\$3,139.50
Kim, Christine	Senior Managing Director	\$1,390.00	22.0	\$30,580.00
Jones, Gilbert	Managing Director	\$1,110.00	4.0	\$4,440.00
Langton, Philip	Managing Director	\$1,110.00	13.1	\$14,541.00
Haley, Alexander	Senior Director	\$925.00	36.5	\$33,762.50
Shaw, Sydney	Senior Consultant	\$730.00	67.1	\$48,983.00
Stevenson, Mary	Senior Consultant	\$595.00	16.0	\$9,520.00
Tang, Bela Cristina	Senior Consultant	\$595.00	12.0	\$7,140.00
Total			172.8	\$152,106.00

² A summary of Applicant's time records for the Compensation Period is attached hereto as **Exhibit B**.

HOURS BY CATEGORY DURING THE COMPENSATION PERIOD

Category	Total Hours	Total Fees
001 – Cash forecasting and DIP matters	43.4	\$35,037.50
004 – Other financial analysis	4.7	\$5,055.50
005 – Bankruptcy reporting (SOFA/SOAL/MOR)	7.7	\$5,135.00
006 – Employee matters	34.3	\$32,078.50
008 – Vendor matters	4.2	\$3,763.50
009 – Banking and cash management letters	3.0	\$3,751.50
010 – Intercompany matters	0.4	\$556.00
012 – Contract and lease matters	5.3	\$3,812.00
013 – Liquidation analysis	36.8	\$31,883.00
014 – Claims analysis and reconciliation	0.6	\$496.50
015 – Plan and disclosure statement	4.3	\$6,061.00
016 – UST reporting and communication	1.7	\$1,319.00
017 – UCC diligence and meetings	10.3	\$9,871.00
022 – Retention and fee applications	13.1	\$9,686.00
024 – Case administration	3.0	\$3,600.00
TOTAL	172.8	\$152,106.00

**SECTION III
SUMMARY OF EXPENSES**

SUMMARY OF EXPENSES DURING COMPENSATION PERIOD

No expenses were incurred during the compensation period.

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: March 4, 2024
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: April 12, 2024, effective as of March 4, 2024. See **Exhibit A**.
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:
 - (a) FTI serves as investment banker and financial advisor to the Debtors. A detailed summary of services is provided in *Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment Of FTI Capital Advisors, LLC and FTI Consulting, Inc. as Investment Banker and Financial Advisor to the Debtors Effective as of the Petition Date, (II) Waiving Certain Timekeeping Requirements, and (III) Granting Related Relief* (the "Application") [Dkt. No. 178].
- (5) Anticipated distribution to creditors:
 - (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: Unknown at this time.

Exhibit A

Retention Order



Caption in Compliance with D.N.J. LBR 9004-1(b)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In Re:

BOWFLEX INC., *et al.*,¹

Debtors.

Order Filed on April 12, 2024
by Clerk

U.S. Bankruptcy Court
Chapter 11
District of New Jersey

Case No. 24-12364 (ABA)

(Jointly Administered)

**ORDER (I) AUTHORIZING THE RETENTION AND EMPLOYMENT OF
FTI CAPITAL ADVISORS, LLC AND FTI CONSULTING, INC. AS INVESTMENT
BANKER AND FINANCIAL ADVISOR TO THE DEBTORS EFFECTIVE AS
OF THE PETITION DATE, (II) WAIVING CERTAIN TIMEKEEPING
REQUIREMENTS, AND (III) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered three (3) through ten (10), is hereby
ORDERED.

DATED: April 12, 2024

**Honorable Andrew B. Altenburg, Jr.
United States Bankruptcy Court**

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are: BowFlex Inc. (2667) and BowFlex New Jersey LLC (3679). The Debtors' service address is 17750 S.E. 6th Way, Vancouver, Washington 98683.

Caption in Compliance with D.N.J. LBR 9004-1(b)

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

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Debtors: BOWFLEX INC., *et al.*

Case No. 24-12364 (ABA)

Caption of Order: Order (I) Authorizing the Retention and Employment of FTI Capital Advisors, LLC and FTI Consulting, Inc. as Investment Banker and Financial Advisors to the Debtors Effective as of the Petition Date, (II) Waiving Certain Timekeeping Requirements, and (III) Granting Related Relief

Upon the Debtors' application (the "Application")¹ for entry of an order (this "Order") (a) authorizing the retention and employment of FTI Capital Advisors, LLC and FTI Consulting, Inc. (hereinafter "FTI") as the Debtors' investment banker and financial advisor in these chapter 11 cases, effective as of the Petition Date, (b) waiving certain timekeeping requirements of Bankruptcy Local Rule 2016-1 and the U.S. Trustee Guidelines in connection with FTI's engagement, and (c) granting related relief, all as more fully set forth in the Application; and due and sufficient notice of the Application having been provided under the particular circumstances, and it appearing that no other or further notice need be provided; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and consideration of the Application and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b)(2); and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and upon the First Day Declaration and the Del Genio Declaration dated March 28, 2024 (the "Del Genio Declaration") and the record; and the Court having found that the employment and retention of FTI is in the best interests of the Debtors and their estates; and the legal and factual bases set forth in the Application having established just

¹ Capitalized terms used but not defined in this Order have the meanings used in the Application.

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Debtors: BOWFLEX INC., *et al.*

Case No. 24-12364 (ABA)

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cause for the relief granted herein; and after due deliberation thereon and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED to the extent set forth herein.
2. Pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1, the Debtors are authorized to retain and employ FTI as their investment banker and financial advisor in these chapter 11 cases, pursuant to the terms and subject to the conditions set forth in the Application, Del Genio Declaration and FTI Engagement Letters effective as of the Petition Date except as modified by this Order.
3. FTI shall file monthly, interim and final requests for allowance of compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Bankruptcy Local Rules, the U.S. Trustee Guidelines, the *Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court* entered April 1, 2024 [ECF No. 197], and any other applicable procedures and orders of this Court; *provided, however*, that in light of the services to be provided by FTICA, FTICA and its professionals shall maintain reasonably detailed time records in half hour (0.5) increments containing descriptions of those services rendered for the Debtors, and the individuals who provided those services, and will present such records together with its fee applications filed with the Court. FTI Consulting shall maintain reasonably detailed time records in tenth of an hour (0.1)

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Debtors: BOWFLEX INC., *et al.*
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increments containing descriptions of those financial advisory services rendered for the Debtors, and the individuals who provided those services, and will present such records together with its fee applications filed with the Court. FTI will provide all monthly fee statements, interim fee applications, and its final fee applications in “LEDES” or “Excel” format to the U.S. Trustee.

4. The fixed fee compensation payable to FTI pursuant to the FTI Engagement Letters shall be subject to review pursuant to the standards set forth in section 328(a) of the Bankruptcy Code and shall not be subject to the standard of review set forth in section 330 of the Bankruptcy Code, except, notwithstanding anything to the contrary in this Order, the Application, the FTI Engagement Letters, or the Del Genio Declaration, the U.S. Trustee shall retain the right and be entitled to object to FTI’s fixed fees based on the reasonableness standard provided for in section 330 of the Bankruptcy Code, and that in the event the U.S. Trustee objects to any application for payment of fixed fee compensation, this Court retains the right to review such application pursuant to section 330 of the Bankruptcy Code. Any compensation other than fixed fee compensation shall be subject to review under the reasonableness standard in section 330 of the Bankruptcy Code.

5. Notwithstanding the preceding paragraph, the U.S. Trustee shall retain the right to object to the compensation, fees, and expenses to be paid to FTI pursuant to the Application and the FTI Engagement Agreements, including the Monthly Fees, Transaction Fee, Restructuring Transaction Fee, and Disposition Fee, based on the reasonableness standard provided for in section 330 of the Bankruptcy Code, and this Court shall consider any such objection by the U.S. Trustee under section 330 of the Bankruptcy Code. This Order and the record relating to this Court’s

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Debtors: BOWFLEX INC., *et al.*
Case No. 24-12364 (ABA)
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consideration of the Application shall not prejudice or otherwise affect the rights of the U.S. Trustee to challenge the reasonableness of FTI's compensation, fees, and expenses under the standard set forth in the preceding sentence. Accordingly, nothing in this Order or such record shall constitute a finding of fact or conclusion of law binding the U.S. Trustee, on appeal or otherwise, with respect to the reasonableness of FTI's fees.

6. FTI shall provide ten (10) days' written notice to the Debtors, the U.S. Trustee, and the Committee in connection with any increase in the hourly rates listed in the Application and shall file such notice with the Court. The United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for 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.

7. In the event that, during the pendency of these cases, FTI requests reimbursement for any attorneys' fees and/or expenses, the invoices and supporting time records from such attorneys shall be included in FTI's fee applications, and such invoices and time records shall be in compliance with Bankruptcy Local Rules 2016-1 and be subject to the U.S. Trustee Guidelines and approval of the Court under the standards of sections 330 and 331 of the Bankruptcy Code, without regard to whether such attorney has been retained under section 327 of the Bankruptcy Code and without regard to whether such attorney's services satisfy section 330(a)(3)(C) of the Bankruptcy Code. Notwithstanding anything to the contrary in the Application or the Del Genio Declaration, FTI shall not seek reimbursement of attorney

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Debtors: BOWFLEX INC., *et al.*
Case No. 24-12364 (ABA)
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fees and costs arising from the defense of any objections to any of FTI's fee applications in these chapter 11 cases.

8. None of the fees payable to FTI shall constitute a "bonus" or fee enhancement under applicable law, except where authorized by this Order.

9. The Indemnification Provisions of the Application, Del Genio Declaration and the FTI Engagement Letters to the contrary, the following provisions of the FTI Engagement Letters shall be modified with respect to services performed thereunder for the Debtors after the Petition Date through the effective date of a chapter 11 plan:

a) Subject to the provisions of subparagraphs (b) and (c) below and approval of the Court, the Debtors are authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with the services to be provided by FTI as specified in the Application, but not for any claim arising from, related to or in connection with FTI's post-petition performance of any other services (other than those in connection with the engagement), unless such post-petition services and indemnification therefor are approved by the Court;

b) Notwithstanding anything to the contrary in the Engagement Letter, the Debtors shall have no obligation to indemnify FTI, or provide contribution or reimbursement to FTI, for any claim or expense that is either: (i) judicially determined (the determination having become final) to have arisen from FTI's bad faith, gross negligence, willful misconduct, or fraud; (ii) for a contractual dispute in which the Debtors allege the breach of FTI's contractual obligations if the Court determines that indemnification, contribution, or reimbursement would not be permissible pursuant to *In re United Artists Theatre Co.*, 315 F. 3d 217 (3d Cir. 2003), or (iii) settled prior to a judicial determination as to FTI's actual fraud, bad faith gross negligence or willful misconduct, but determined by this Court, after notice and a hearing pursuant to subparagraph (c) *infra*, to be a claim or expense for which FTI should not receive indemnity, contribution, or reimbursement under the terms of the Engagement Letter as modified by this Order; and

c) If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these Chapter 11 Cases (that order having become a final order no longer subject

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Debtors: BOWFLEX INC., *et al.*

Case No. 24-12364 (ABA)

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to appeal), and (ii) the entry of an order closing these chapter 11 cases, FTI believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution, and/or reimbursement obligations under the FTI Engagement Letters (as modified by this Order), including, without limitation the advancement of defense costs, FTI must file an application therefor in this Court, and the Debtors may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, contribution, and/or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify FTI. All parties in interest shall retain the right to object to any demand by FTI for indemnification, contribution, and/or reimbursement.

10. Notwithstanding anything to the contrary in the Application, the FTI Engagement Letters or the Del Genio Declaration during the course of these chapter 11 cases, the clause in the sentence of Section 3 of the FTICA Engagement Letter stating that "no one other than the Company is intended to be a beneficiary of this engagement" shall have no force and effect; *provided, however,* that FTI and the Debtors do not intend for there to be any third party beneficiaries to the FTICA Engagement Letter except as set forth therein.

11. Notwithstanding anything to the contrary in the Application, the FTI Engagement Letters, or the Del Genio Declaration, during the course of the chapter 11 cases, (a) FTI shall have whatever fiduciary duty is imposed upon it by applicable law and (b) any limitation of liability provisions in the FTI Engagement Letters shall have no force or effect.

12. In the event of any inconsistency between the FTI Engagement Letters, the Application, and the Order, this Order shall govern.

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Debtors: BOWFLEX INC., *et al.*

Case No. 24-12364 (ABA)

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13. FTI shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these Chapter 11 Cases.

14. Notwithstanding anything in the Application or the Engagement Agreement to the contrary, FTI shall, to the extent that FTI uses the services of nonemployee independent contractors or subcontractors (collectively, the "Contractors") in these cases, (i) pass through the cost of such Contractors at the same rate that FTI pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for FTI; (iv) file with this Court such disclosures required by Bankruptcy Rule 2014; and (v) attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in these cases.

15. The Debtors and FTI are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application and the FTI Engagement Letters.

16. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice.

17. The requirement set forth in Bankruptcy Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

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Debtors: BOWFLEX INC., *et al.*

Case No. 24-12364 (ABA)

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18. Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

19. Notwithstanding any term in the FTI Engagement Letters to the contrary, this Court retains jurisdiction over all matters arising from or related to the implementation or interpretation of this Order.

Exhibit B

Invoice Fees Statement

EXHIBIT B

BOWFLEX, INC., ET AL. - CASE NO. 24-12364 (ABA)

**SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD MAY 1, 2024 TO MAY 31, 2024**

Task Category	Date	Professional	Hours	Activity
1	5/1/2024	Haley, Alexander	0.7	Review cash flow data for week-ending 4/26 and provide comments on same.
1	5/1/2024	Haley, Alexander	1.1	Call with S. Shaw (FTI) and BFX team to discuss weekly disbursements.
1	5/1/2024	Shaw, Sydney	0.5	Update post-petition payment tracker.
1	5/1/2024	Shaw, Sydney	2.2	Prepare actuals for week-ending 4/26.
1	5/1/2024	Shaw, Sydney	1.1	Call with A. Haley (FTI) and BFX team to discuss weekly disbursements.
1	5/2/2024	Haley, Alexander	0.4	Review updated week-ending 4/26 cash flow data and provide comment to FTI team.
1	5/2/2024	Haley, Alexander	0.3	Review and answer Company and counsel questions on prior week payments.
1	5/2/2024	Kim, Christine	0.5	Review budget to actual and latest cash flow for week-ending 4/26.
1	5/2/2024	Shaw, Sydney	2.0	Finalize actuals for week-ending 4/26.
1	5/3/2024	Shaw, Sydney	0.4	Prepare summary of activity in eligible cash account.
1	5/7/2024	Haley, Alexander	0.4	Answer Company questions on payments related to Buyer and Seller.
1	5/7/2024	Haley, Alexander	0.9	Call with S. Shaw (FTI) and BFX team to discuss proposed payments for the week.
1	5/7/2024	Shaw, Sydney	0.9	Update post-petition payment tracker.
1	5/7/2024	Shaw, Sydney	0.2	Correspond with Company regarding cash flow actuals.
1	5/7/2024	Shaw, Sydney	0.9	Call with A. Haley (FTI) and BFX team to discuss proposed payments for the week.
1	5/7/2024	Stevenson, Mary	0.7	Prepare professional fee weekly variance summary.
1	5/8/2024	Haley, Alexander	0.4	Prepare professional fee disbursement summary at client request.
1	5/8/2024	Shaw, Sydney	0.8	Update open bills follow-up list.
1	5/8/2024	Shaw, Sydney	0.6	Prepare summary of disbursements post-close.
1	5/8/2024	Shaw, Sydney	1.0	Reconcile cash flow actuals for prior week.
1	5/9/2024	Haley, Alexander	0.4	Call with S. Shaw (FTI) to discuss prior week cash flow actuals.
1	5/9/2024	Kim, Christine	0.4	Review weekly cash flow actuals from prior week.
1	5/9/2024	Shaw, Sydney	1.4	Finalize cash flow actuals summary from prior week.
1	5/9/2024	Shaw, Sydney	0.4	Call with A. Haley (FTI) to discuss prior week cash flow actuals.
1	5/13/2024	Haley, Alexander	0.5	Correspond with Company and advisors on payment timing.
1	5/14/2024	Haley, Alexander	1.0	Call with S. Shaw (FTI) and BFX team to discuss proposed payments for the week.
1	5/14/2024	Haley, Alexander	0.3	Review and comment on updated professional fee budget.
1	5/14/2024	Shaw, Sydney	1.0	Call with A. Haley (FTI) and BFX team to discuss proposed payments for the week.
1	5/14/2024	Shaw, Sydney	1.8	Update post-petition payment tracker.
1	5/14/2024	Shaw, Sydney	0.9	Prepare FTI professional fee budget through remainder of case.
1	5/14/2024	Stevenson, Mary	0.2	Prepare professional fee weekly variance summary.
1	5/15/2024	Haley, Alexander	0.4	Review cash flow actuals for prior week and correspond on same with FTI team.
1	5/15/2024	Kim, Christine	0.4	Review cash flow actuals for prior week and correspond on same with FTI team.
1	5/15/2024	Shaw, Sydney	2.3	Prepare cash flow actuals for week-ending 5/10.
1	5/21/2024	Haley, Alexander	0.6	Review post-petition budget update.
1	5/21/2024	Haley, Alexander	0.8	Call with BFX team to discuss proposed payments for the week.
1	5/21/2024	Shaw, Sydney	1.9	Prepare cash flow budget through plan confirmation.
1	5/21/2024	Shaw, Sydney	0.6	Update post-petition payment tracker.
1	5/21/2024	Shaw, Sydney	1.2	Continue to prepare cash flow budget.
1	5/21/2024	Stevenson, Mary	0.3	Prepare professional fee weekly variance summary.
1	5/22/2024	Kim, Christine	1.0	Review weekly cash budget and updated sources and uses.

1	5/22/2024	Shaw, Sydney	1.5	Prepare updates to cash flow budget and sources and uses analysis.
1	5/22/2024	Shaw, Sydney	0.8	Prepare cash flow actuals from prior week.
1	5/23/2024	Kim, Christine	0.5	Participate in call with S. Shaw (FTI) to discuss cash flow budget.
1	5/23/2024	Shaw, Sydney	0.5	Participate in call with C. Kim (FTI) to discuss cash flow budget.
1	5/23/2024	Shaw, Sydney	0.4	Finalize cash flow actuals from prior week.
1	5/28/2024	Haley, Alexander	0.5	Review proposed disbursements for the week and send correspondences to Company on same.
1	5/28/2024	Shaw, Sydney	0.7	Participate in call with BFX team to discuss proposed disbursements for current week.
1	5/28/2024	Shaw, Sydney	0.2	Send correspondence to Sidley team regarding cash flow budget.
1	5/28/2024	Stevenson, Mary	0.2	Prepare professional fee weekly variance summary.
1	5/29/2024	Shaw, Sydney	0.4	Prepare cash flow actuals from prior week.
1	5/29/2024	Shaw, Sydney	0.5	Update tracker of professional fee payments.
1	5/29/2024	Shaw, Sydney	1.0	Update post-petition payment tracker.
1	5/30/2024	Shaw, Sydney	1.0	Finalize cash flow actuals summary for prior week.
1	5/30/2024	Shaw, Sydney	1.4	Update cash flow budget through plan confirmation.
1 Total			43.4	
4	5/2/2024	Shaw, Sydney	0.9	Prepare summary of AP follow-ups for BFX team.
4	5/7/2024	Haley, Alexander	0.4	Call with C. Kim (FTI) on latest foreign wind down status.
4	5/7/2024	Kim, Christine	0.4	Call with A. Haley (FTI) on latest foreign wind down status.
4	5/9/2024	Haley, Alexander	1.5	Call to check in on foreign wind downs with C. Kim (FTI) and BFX team.
4	5/9/2024	Kim, Christine	1.5	Call to check in on foreign wind downs with A. Haley (FTI) and BFX team.
4 Total			4.7	
5	5/1/2024	Stevenson, Mary	0.2	Finalize Schedule E/F and Schedule G amendments to send to Epiq team.
5	5/2/2024	Stevenson, Mary	0.5	Send correspondence to Epiq team regarding Schedule E/F amendments.
5	5/2/2024	Stevenson, Mary	1.3	Review Schedule E/F and Schedule G amendments from Epiq.
5	5/3/2024	Stevenson, Mary	0.4	Send correspondence to Epiq team to finalize Schedule E/F and Schedule G amendments.
5	5/6/2024	Stevenson, Mary	0.8	Prepare notice of amended schedules for SOFA/SOAL.
5	5/7/2024	Shaw, Sydney	0.9	Prepare support for April MOR.
5	5/8/2024	Stevenson, Mary	0.4	Send correspondence to Sidley team regarding SOFA/SOAL question.
5	5/13/2024	Shaw, Sydney	1.2	Prepare cash activity for April MOR.
5	5/14/2024	Shaw, Sydney	0.8	Prepare support for April MOR.
5	5/31/2024	Shaw, Sydney	0.8	Prepare MOR supporting documentation.
5	5/31/2024	Shaw, Sydney	0.4	Review MOR materials from Company.
5 Total			7.7	
6	5/1/2024	Haley, Alexander	0.3	Send and respond to correspondence with Sidley on wind down personnel bonuses.
6	5/1/2024	Jones, Gilbert	0.6	Develop initial approach to retention plan.
6	5/2/2024	Haley, Alexander	0.4	Participate in call with FTI internal to discuss key employee retention plan.
6	5/2/2024	Kim, Christine	0.4	Participate in call with FTI internal to discuss key employee retention plan.
6	5/2/2024	Langton, Philip	1.1	Review Bowflex wind down participant data and retention amounts as compared to compensation plans.
6	5/2/2024	Langton, Philip	0.4	Participate in call with FTI internal to discuss key employee retention plan.
6	5/2/2024	Tang, Bela Cristina	2.4	Update KERP analysis.
6	5/2/2024	Tang, Bela Cristina	1.2	Update KERP analysis based on call with FTI internal.
6	5/2/2024	Tang, Bela Cristina	0.4	Participate in call with FTI internal to discuss key employee retention plan.
6	5/3/2024	Langton, Philip	0.7	Review and update KERP retention award leveling against market data.
6	5/3/2024	Langton, Philip	0.8	Review KERP benchmark peer set.
6	5/3/2024	Tang, Bela Cristina	1.2	Update KERP benchmark peer set.

6	5/3/2024	Tang, Bela Cristina	2.1	Update KERP analysis and research.
6	5/3/2024	Tang, Bela Cristina	1.7	Update KERP analysis based on comments from FTI internal.
6	5/6/2024	Jones, Gilbert	0.8	Review and comment on retention plan materials.
6	5/6/2024	Langton, Philip	2.8	Create and develop KERP reasonableness assessment exhibits and materials.
6	5/6/2024	Tang, Bela Cristina	2.0	Update KERP reasonableness assessment exhibits and materials.
6	5/7/2024	Haley, Alexander	0.4	Review and comment on KERP presentation.
6	5/7/2024	Jones, Gilbert	1.2	Review and comment on retention plan analysis.
6	5/7/2024	Kim, Christine	0.7	Review KERP plan for wind down employees and send related correspondences.
6	5/7/2024	Langton, Philip	2.6	Finalize and deliver KERP reasonableness assessment.
6	5/8/2024	Del Genio, Robert	0.3	Correspond with FTI internal on status of KERP.
6	5/8/2024	Jones, Gilbert	0.8	Develop retention plan analysis.
6	5/10/2024	Haley, Alexander	1.0	Participate in call with C. Kim (FTI), M. Quejada (Sidley) and BFX team on updated personnel and bonus requirements.
6	5/10/2024	Jones, Gilbert	0.6	Review and comment on retention plan materials.
6	5/10/2024	Kim, Christine	1.0	Participate in call with A. Haley (FTI), M. Quejada (Sidley) and BFX team on updated personnel and bonus requirements.
6	5/16/2024	Tang, Bela Cristina	0.5	Update KERP analysis based on data provided by BFX team.
6	5/29/2024	Langton, Philip	1.2	Provided commentary to legal counsel regarding KERP motion.
6	5/29/2024	Langton, Philip	0.9	Send correspondences to FTI team to discuss KERP criteria and documentation.
6	5/29/2024	Langton, Philip	1.9	Review and update draft KERP motion.
6	5/30/2024	Haley, Alexander	0.7	Call with G. Langton (FTI) to discuss KERP vesting criteria and necessary participant duration.
6	5/30/2024	Langton, Philip	0.7	Call with A. Haley (FTI) to discuss KERP vesting criteria and necessary participant duration.
6	5/30/2024	Tang, Bela Cristina	0.5	Update KERP analysis.
6 Total			34.3	
8	5/1/2024	Del Genio, Robert	0.3	Review updated wind down personnel budget.
8	5/2/2024	Haley, Alexander	0.4	Review post-petition invoice questions and comment on same for FTI team.
8	5/3/2024	Haley, Alexander	0.4	Review post-petition AP contract schedule.
8	5/8/2024	Haley, Alexander	0.3	Correspond with counsel on professional fee payments.
8	5/8/2024	Haley, Alexander	0.6	Call with S. Shaw (FTI) and BFX team on post-petition AP clean up work.
8	5/8/2024	Shaw, Sydney	0.6	Call with A. Haley (FTI) and BFX team on post-petition AP clean up work.
8	5/9/2024	Haley, Alexander	0.7	Review summary of post-petition follow-ups and discuss same with FTI team.
8	5/9/2024	Shaw, Sydney	0.4	Update list of AP follow-ups for BFX team.
8	5/14/2024	Shaw, Sydney	0.3	Update list of Accounts Payables follow-up questions for Company.
8	5/15/2024	Shaw, Sydney	0.2	Update OCP tracker.
8 Total			4.2	
9	5/3/2024	Haley, Alexander	0.6	Call with C. Kim (FTI), Sidley and BFX team on cash management matters.
9	5/3/2024	Kim, Christine	0.6	Call with A. Haley (FTI), Sidley and BFX team on cash management matters.
9	5/10/2024	Kim, Christine	0.5	Send correspondence to BFX team regarding cash management matters.
9	5/16/2024	Haley, Alexander	0.3	Weekly call with C. Kim (FTI), Sidley, and BFX teams to discuss cash management matters (partial attendance).
9	5/16/2024	Kim, Christine	0.5	Weekly call with A. Haley (FTI, partial), Sidley, and BFX teams to discuss cash management matters.
9	5/30/2024	Kim, Christine	0.5	Send correspondences to BFX team on cash management matters.
9 Total			3.0	
10	5/3/2024	Kim, Christine	0.4	Review updated purchase price allocation analysis.
10 Total			0.4	
12	5/2/2024	Haley, Alexander	0.4	Call with S. Shaw (FTI), C. Clasey (BFX) and Sidley to discuss potential new assigned contracts.

12	5/2/2024	Shaw, Sydney	1.3	Prepare reconciliation of cure amounts and amounts in AP.
12	5/2/2024	Shaw, Sydney	0.4	Call with A. Haley (FTI), C. Clasey (BFX) and Sidley to discuss potential new assigned contracts.
12	5/3/2024	Shaw, Sydney	0.9	Update cure and AP reconciliation analysis.
12	5/7/2024	Shaw, Sydney	0.2	Correspond with Company regarding contracts.
12	5/15/2024	Shaw, Sydney	0.2	Correspond with Sidley regarding addresses for contract rejection list.
12	5/15/2024	Stevenson, Mary	0.1	Correspond on rejected contracts with Sidley team.
12	5/17/2024	Shaw, Sydney	0.3	Correspond with Sidley and Epiq regarding addresses for contract rejection list.
12	5/23/2024	Shaw, Sydney	0.6	Research inquiry from Sidley regarding cure amount.
12	5/23/2024	Stevenson, Mary	0.4	Correspond on contract assumption questions with Sidley team.
12	5/28/2024	Stevenson, Mary	0.5	Correspond on contract assumption questions with Sidley team.
12 Total			5.3	
13	5/8/2024	Haley, Alexander	1.1	Prepare updated post-petition AP analysis and update recovery analysis.
13	5/9/2024	Haley, Alexander	0.4	Update remaining cost estimates for liquidation analysis.
13	5/9/2024	Shaw, Sydney	0.8	Update liquidation analysis.
13	5/10/2024	Haley, Alexander	0.9	Updated sources & uses and recovery analysis for updated foreign balance sheet data and BFX team comments.
13	5/10/2024	Shaw, Sydney	0.4	Update liquidation analysis.
13	5/13/2024	Haley, Alexander	1.1	Call with S. Shaw (FTI) and BFX team to discuss liquidation analysis.
13	5/13/2024	Shaw, Sydney	0.5	Review updates to sources and uses.
13	5/13/2024	Shaw, Sydney	1.1	Call with A. Haley (FTI) and BFX team to discuss liquidation analysis.
13	5/15/2024	Haley, Alexander	0.4	Review liquidation analysis and recent payments.
13	5/15/2024	Shaw, Sydney	0.4	Update sources and uses analysis.
13	5/15/2024	Shaw, Sydney	0.6	Update liquidation analysis.
13	5/16/2024	Shaw, Sydney	0.2	Update sources and uses analysis.
13	5/16/2024	Shaw, Sydney	1.6	Prepare write-up of assumptions for liquidation analysis.
13	5/16/2024	Shaw, Sydney	1.6	Continue to prepare written assumptions for liquidation analysis.
13	5/17/2024	Haley, Alexander	0.9	Participate in call with S. Shaw (FTI) to discuss liquidation analysis write-up.
13	5/17/2024	Shaw, Sydney	0.9	Participate in call with A. Haley (FTI) to discuss liquidation analysis write-up.
13	5/17/2024	Shaw, Sydney	0.7	Incorporate updates to written assumptions for liquidation analysis.
13	5/20/2024	Haley, Alexander	1.0	Call with R. Hoge (BFX) and FTI team to discuss wind down budget for liquidation analysis.
13	5/20/2024	Haley, Alexander	0.7	Update liquidation analysis based on comments from FTI team.
13	5/20/2024	Kim, Christine	1.0	Call with R. Hoge (BFX) and FTI team to discuss wind down budget for liquidation analysis.
13	5/20/2024	Shaw, Sydney	0.7	Update sources and uses analysis.
13	5/20/2024	Shaw, Sydney	1.0	Call with R. Hoge (BFX) and FTI team to discuss wind down budget for liquidation analysis.
13	5/21/2024	Haley, Alexander	0.5	Call with S. Shaw (FTI) and BFX team to discuss comments on liquidation analysis.
13	5/21/2024	Haley, Alexander	0.3	Participate in call with S. Shaw (FTI) to discuss sources and uses analysis.
13	5/21/2024	Haley, Alexander	0.3	Send correspondence to Sidley team on liquidation analysis matters.
13	5/21/2024	Haley, Alexander	0.9	Review company feedback on sources & uses and liquidation analysis and make corresponding updates.
13	5/21/2024	Shaw, Sydney	0.5	Call with A. Haley (FTI) and BFX team to discuss comments on liquidation analysis.
13	5/21/2024	Shaw, Sydney	0.3	Participate in call with A. Haley (FTI) to discuss sources and uses analysis.
13	5/22/2024	Haley, Alexander	0.5	Call with S. Shaw (FTI) to discuss updates to liquidation analysis.
13	5/22/2024	Shaw, Sydney	0.5	Call with A. Haley (FTI) to discuss updates to liquidation analysis.
13	5/23/2024	Kim, Christine	1.0	Review updated sources and uses analysis.
13	5/23/2024	Shaw, Sydney	1.5	Update sources and uses analysis.

13	5/24/2024	Shaw, Sydney	0.3	Finalize sources and uses analysis.
13	5/28/2024	Haley, Alexander	0.7	Review updated liquidation analysis and filed Plan.
13	5/28/2024	Shaw, Sydney	0.9	Update liquidation analysis.
13	5/29/2024	Haley, Alexander	0.2	Review liquidation analysis and provide comment to FTI team.
13	5/29/2024	Shaw, Sydney	1.3	Update liquidation analysis.
13	5/30/2024	Haley, Alexander	0.3	Participate in call with S. Shaw (FTI) to discuss sources and uses analysis.
13	5/30/2024	Haley, Alexander	0.6	Participate in call with FTI team (C. Kim, S. Shaw) to discuss liquidation analysis.
13	5/30/2024	Kim, Christine	0.6	Participate in call with FTI team (A. Haley, S. Shaw) to discuss liquidation analysis.
13	5/30/2024	Kim, Christine	1.4	Review and comment on updated liquidation analysis.
13	5/30/2024	Shaw, Sydney	0.3	Participate in call with A. Haley (FTI) to discuss sources and uses analysis.
13	5/30/2024	Shaw, Sydney	0.6	Participate in call with FTI team (C. Kim, A. Haley) to discuss liquidation analysis.
13	5/30/2024	Shaw, Sydney	1.3	Update liquidation analysis.
13	5/30/2024	Shaw, Sydney	0.9	Update liquidation analysis write up.
13	5/31/2024	Haley, Alexander	0.5	Call with S. Shaw (FTI) to discuss liquidation analysis updates.
13	5/31/2024	Haley, Alexander	0.4	Call with S. Shaw (FTI) and Sidley to discuss questions on liquidation analysis.
13	5/31/2024	Haley, Alexander	0.5	Review updated liquidation analysis.
13	5/31/2024	Shaw, Sydney	0.5	Call with A. Haley (FTI) to discuss liquidation analysis updates.
13	5/31/2024	Shaw, Sydney	0.4	Call with A. Haley (FTI) and Sidley to discuss questions on liquidation analysis.
13	5/31/2024	Shaw, Sydney	0.8	Incorporate updates to liquidation analysis.
13 Total			36.8	
14	5/30/2024	Haley, Alexander	0.3	Participate in call with Fox Rothschild, Sidley, and S. Shaw (FTI) to discuss claims reconciliation.
14	5/30/2024	Shaw, Sydney	0.3	Participate in call with Fox Rothschild, Sidley, and A. Haley (FTI) to discuss claims reconciliation.
14 Total			0.6	
15	5/2/2024	Kim, Christine	1.7	Review and provide comments on disclosure statement.
15	5/7/2024	Del Genio, Robert	0.2	Correspond on status of filing of plan with C. Kim (FTI).
15	5/9/2024	Del Genio, Robert	0.3	Call with M. Clemente (Sidley) to discuss status of plan of reorganization.
15	5/29/2024	Del Genio, Robert	0.3	Call with C. Kim (FTI) to discuss status of plan.
15	5/29/2024	Kim, Christine	0.3	Call with B. Del Genio (FTI) to discuss status of plan.
15	5/30/2024	Kim, Christine	1.5	Review and provide comments on Plan and Disclosure Statement.
15 Total			4.3	
16	5/1/2024	Haley, Alexander	0.4	Review and comment on critical vendor summary.
16	5/1/2024	Shaw, Sydney	0.8	Prepare critical vendor matrix for submission to UST and UCC.
16	5/15/2024	Shaw, Sydney	0.5	Prepare updated critical vendor matrix for submission to UST.
16 Total			1.7	
17	5/2/2024	Del Genio, Robert	0.4	Review UCC questions shared by FTI team and provide feedback.
17	5/3/2024	Haley, Alexander	0.7	Prepare responses to UCC diligence requests and correspondence with Company and counsel on same.
17	5/7/2024	Haley, Alexander	0.3	Correspond with Company and send information to UCC advisors on prior questions.
17	5/20/2024	Haley, Alexander	0.5	Prepare for and participate in call with Province on status update.

17	5/28/2024	Haley, Alexander	0.2	Participate in call with S. Shaw (FTI) to discuss responses to UCC diligence questions.
17	5/28/2024	Haley, Alexander	0.6	Review, analyze, and prepare responses to UCC diligence questions.
17	5/28/2024	Kim, Christine	0.6	Review and comment on proposed responses to UCC diligence requests.
17	5/28/2024	Shaw, Sydney	0.2	Participate in call with A. Haley (FTI) to discuss responses to UCC diligence questions.
17	5/28/2024	Shaw, Sydney	1.7	Prepare responses to UCC diligence questions regarding cash flow budget.
17	5/28/2024	Shaw, Sydney	1.1	Finalize UCC diligence responses.
17	5/29/2024	Haley, Alexander	0.7	Call with Province and FTI team to discuss UCC diligence responses.
17	5/29/2024	Kim, Christine	0.7	Call with Province and FTI team to discuss UCC diligence responses.
17	5/29/2024	Shaw, Sydney	0.7	Call with Province and FTI team to discuss UCC diligence responses.
17	5/30/2024	Haley, Alexander	0.9	Draft responses to UCC diligence questions and correspond with FTI team on same.
17	5/31/2024	Haley, Alexander	0.5	Review and respond to UCC diligence requests and coordinate with Company on same.
17	5/31/2024	Kim, Christine	0.5	Review proposed responses to UCC diligence questions.
17 Total			10.3	
22	5/6/2024	Stevenson, Mary	1.3	Review April time and prepare reconciliation for fee application.
22	5/7/2024	Haley, Alexander	0.3	Review April time detail for fee application.
22	5/7/2024	Stevenson, Mary	1.5	Continue to review available time descriptions for April.
22	5/7/2024	Stevenson, Mary	2.4	Review available time descriptions for April for fee application.
22	5/8/2024	Stevenson, Mary	1.3	Update April Fee application based on comments from FTI team.
22	5/8/2024	Stevenson, Mary	1.6	Prepare initial draft of the April staffing report detail.
22	5/8/2024	Stevenson, Mary	0.7	Review and revise April task coding.
22	5/9/2024	Haley, Alexander	1.0	Review and edit draft of April fee application and corresponding time reconciliation.
22	5/9/2024	Stevenson, Mary	0.1	Correspond on April staffing report with FTI internal.
22	5/9/2024	Stevenson, Mary	0.9	Update April Fee application based on comments from FTI team.
22	5/10/2024	Del Genio, Robert	0.3	Review FTI April fee application.
22	5/10/2024	Kim, Christine	0.4	Review and provide comments on FTI April fee application.
22	5/10/2024	Stevenson, Mary	0.2	Correspond on April fee application with Sidley.
22	5/28/2024	Kim, Christine	1.1	Review and comment on retention motion, declaration, and retention analysis.
22 Total			13.1	
24	5/2/2024	Haley, Alexander	0.5	Call with C. Kim (FTI) and counsel to discuss 10-K/audit requirement.
24	5/2/2024	Kim, Christine	0.5	Call with A. Haley (FTI) and counsel to discuss 10-K/audit requirement.
24	5/3/2024	Kim, Christine	0.4	Send and respond to follow-up correspondence with FTI and counsel personnel on various case updates.
24	5/10/2024	Kim, Christine	0.7	Send updates and correspond on various outstanding case workstreams with FTI internal team.
24	5/28/2024	Haley, Alexander	0.3	Participate in call with C. Kim (FTI) and S. Shaw (FTI) to discuss billing matters.
24	5/28/2024	Kim, Christine	0.3	Participate in call with A. Haley (FTI) and S. Shaw (FTI) to discuss billing matters.
24	5/28/2024	Shaw, Sydney	0.3	Participate in call with C. Kim (FTI) and A. Haley (FTI) to discuss billing matters.
24 Total			3.0	
Grand Total			172.8	