

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

In re:

WEST MARINE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 26-10794 (KBO)

(Jointly Administered)

Hearing Date: August 3, 2026 at 10:00 a.m. (ET)

Objection Deadline: July 8, 2026 at 4:00 p.m. (ET)

**APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT OF KELLEY DRYE &
WARREN LLP AS LEAD COUNSEL EFFECTIVE AS OF JUNE 1, 2026**

The Official Committee of Unsecured Creditors (the “Committee”) of West Marine, Inc., *et al.*, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), submits this application (the “Application”) for entry of an order, substantially in the form attached hereto as Exhibit A, authorizing the employment of Kelley Drye & Warren LLP (“Kelley Drye”) as lead counsel to the Committee effective as of June 1, 2026, pursuant to sections 327, 328(a), and 1103(a) of the Bankruptcy Code, Rule 2014 of the Bankruptcy Rules, Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and the U.S. Trustee Guidelines (as defined below).

In support of this Application, the Committee submits the *Declaration of Jason R. Adams* (the “Adams Declaration”), attached hereto as Exhibit B, and the *Declaration of Dylan Fehl* (the “Fehl Declaration”) on behalf of Garmin USA Inc., chairperson of the Committee,

¹ The Debtors in these chapter 11 cases are: West Marine, Inc.; Marine One Holdco, LLC; Marine One Parent, Inc.; Rising Tide Holdings Inc.; Rising Tide Parent Inc.; Seascapes, Inc.; W Marine Management Company, Inc.; and West Marine Products, Inc.

attached hereto as Exhibit C, both of which are incorporated herein by reference. In further support of this Application, the Committee respectfully represents as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012.² A proceeding to consider and grant the Application is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

STATUTORY BASES FOR RELIEF

3. The statutory predicates for the relief sought in this Application are sections 327, 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1.

4. The relief requested is consistent with the U.S. Trustee Guidelines. Kelley Drye will seek compensation in accordance with sections 330 and 331 of the Bankruptcy Code.

BACKGROUND

5. On May 17, 2026 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court. Since the Petition Date, the Debtors have remained in possession of their assets and have continued to operate and manage their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

² Pursuant to Del. Bankr. L. R. 9013-1(f), the Committee hereby confirms its consent to the entry of a final order by this Court in connection with this Application if it is later determined that this Court, absent consent of the parties, cannot enter a final order or judgment with respect to this Application consistent with Article III of the United States Constitution.

6. On May 29, 2026, the Office of the United States Trustee for Region 3 appointed a seven-member Committee consisting of: (i) Garmin USA, Inc.; (ii) Facility Solutions Group, Inc.; (iii) Modern Recreational Technologies, Inc.; (iv) East Penn Manufacturing Co.; (v) Virtual Supply, Inc.; (vi) Lippert Components, Inc.; and (vii) Realty Income Corp.³

7. On June 1, 2026, the Committee selected Kelley Drye as its lead counsel. On June 2, 2026, the Committee selected Ice Miller LLP ("Ice Miller") as its Delaware co-counsel and Province, Inc. ("Province") as its financial advisor.

RELIEF REQUESTED

8. By this Application, the Committee requests entry of the proposed order approving the employment of Kelley Drye effective as of June 1, 2026, which is the date the Committee selected Kelley Drye to serve as lead counsel and the date on which Kelley Drye began rendering services to the Committee. Subject to the terms set forth herein, the Committee seeks to employ Kelley Drye in accordance with Kelley Drye's normal hourly rates in effect when services are rendered and normal reimbursement policies subject to Local Rule 2016-1 and any other applicable procedures and orders of the Court.

THE EMPLOYMENT OF KELLEY DRYE IS WARRANTED

9. Kelley Drye possesses extensive knowledge and expertise in the substantive areas of law relevant to these cases and is well-qualified to represent the Committee. In selecting counsel, the Committee sought attorneys with experience representing the interests of unsecured creditors in chapter 11 cases of this nature. Kelley Drye has represented unsecured creditors' committees in numerous other cases. Kelley Drye also has a broad-based practice in other key

³ Docket No. 103.

areas of law relevant to these chapter 11 cases. The Committee believes that Kelley Drye is well qualified to serve as its counsel in these chapter 11 cases.

7. In addition, by separate applications filed contemporaneously herewith, the Committee also seeks to employ (i) Ice Miller as Delaware co-counsel; and (ii) Province as financial advisor.

I. Scope of Services

8. Kelley Drye has and will render, among other things, the following legal services:

- (a) advise the Committee with respect to its rights, duties and powers in these chapter 11 cases;
- (b) assist and advise the Committee in its consultations with the Debtors and in connection with the administration of these chapter 11 cases, the use of cash collateral, the sale process, the plan process, and the ultimate disposition of the Debtors' estates;
- (c) assist the Committee in the investigations into (i) historic conduct and transactions that may provide value for creditors, and (ii) the assets, liabilities, and financial condition of the Debtors;
- (d) appear before this Court, and any other federal or state courts;
- (e) prepare, on behalf of the Committee, any pleadings, including motions, memoranda, complaints, objections, and responses to matters arising in these cases; and
- (f) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code, Bankruptcy Rules, or other applicable law.

9. Kelley Drye will coordinate with other estate professionals, including Ice Miller, Province and the Debtors' professionals, to avoid duplication of efforts.

II. Kelley Drye's Disinterestedness and Disclosures

10. As more fully set forth in the Adams Declaration, Kelley Drye ran the Debtors' list of interested persons and entities involved in these chapter 11 cases, which is attached as Schedule 1 to the Adams Declaration, through Kelley Drye's conflict system, consistent with the U.S. Trustee's requirements. Kelley Drye does not represent, or have any connection with, any of the parties in interest listed on Schedule 1, subject to the disclosures regarding representations in unrelated matters set forth on Schedule 2 to the Adams Declaration. Kelley Drye does not and will not represent any such party in any matter related to the Debtors. The Committee has waived any conflict of interest that exists or may exist due to Kelley Drye's prior representation of such party in matters unrelated to the Debtors.

11. The Committee does not believe Kelley Drye's representation of such entities or their affiliates in unrelated matters will impair Kelley Drye's ability to represent the Committee in these chapter 11 cases. The Committee has been informed that Kelley Drye will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise. To the extent that Kelley Drye discovers a connection with any party or enters into any new relationship with any interested party that was otherwise required to be disclosed in this Application, Kelley Drye will promptly supplement its disclosure to the Court. Kelley Drye will not, while employed by the Committee, represent any entity having an adverse interest in connection with these chapter 11 cases.

12. Based on the Adams Declaration, the Committee submits that Kelley Drye is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, and neither represents nor holds an interest adverse to the interest of the Committee, the Debtors or their estates with respect to the matters on which Kelley Drye is to be employed.

III. Professional Compensation

13. The Committee requests that all legal fees and related costs and expenses incurred by the Committee on account of services rendered by Kelley Drye in these chapter 11 cases be paid as administrative expenses of the Debtors' estates pursuant to sections 328, 330(a), 331, 503(b), and 507(a) of the Bankruptcy Code.

14. Kelley Drye intends to apply to this Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Delaware Local Rules and any other applicable procedures and orders of the Court for all services performed and expenses incurred since June 1, 2020.

15. Kelley Drye's current 2026 standard hourly rates are set forth below. The rates of the primary attorneys working on this matter are set forth in the Adams Declaration.

Title	2026 Rates
Partners	\$975 - \$1,575
Special Counsel	\$600 - \$1,135
Associates	\$605 - \$1,015
Paraprofessionals	\$310 - \$540

16. Kelley Drye has advised the Committee of its 2026 rates and that the hourly rates are subject to annual increases in the normal course of Kelley Drye's business. In the event of any additional increases, Kelley Drye will provide the U.S. Trustee and the Committee with notice of any such increase and file a supplemental affidavit (a "Supplemental Affidavit") with the Court. Any Supplemental Affidavit will explain the basis for the requested rate increase in accordance with section 330(a)(3)(F) of the Bankruptcy Code. Pursuant to section B(2)(d) of the U.S. Trustee Guidelines, Kelley Drye will provide justification of the reasonableness of any rate increase.

17. The hourly rates set forth above are the firm's standard hourly rates for work of this nature. The firm's standard rates are set at a level designed to compensate the firm fairly for the work of its attorneys and paralegals and to cover fixed overhead expenses.

18. Kelley Drye will charge for expenses in a manner and at rates consistent with charges made to its other clients and the U.S. Trustee Guidelines, and in accordance with the Bankruptcy Rules, the Local Rules and any other applicable procedures and orders of the Court. Such expenses include, among other things, long-distance telephone, fax (outgoing only) not exceeding \$0.25 per page, mail and express mail charges, special or hand delivery charges, photocopying charges at the rate of \$0.10 per page for black and white and \$0.80 for color copies, travel expenses, expenses for computerized research, and transcription costs.

IV. Statement Regarding U.S. Trustee Guidelines

19. In 2013, the Executive Office for the United States Trustee ("EOUST") 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 Effective as of November 1, 2013* (the "Appendix B Guidelines"). By their terms, the Appendix B Guidelines "apply to the U.S. Trustee's review of applications for compensation filed by attorneys in larger chapter 11 cases," and are intended as an update to the original *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330* (the "Appendix A Guidelines" and, together with the Appendix B Guidelines, the "U.S. Trustee Guidelines") adopted by the EOUST in 1996. The Committee and Kelley Drye will make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines, both in connection with this Application and the fee applications to be filed by Kelley Drye.

20. The Committee requests approval of the employment of Kelley Drye effective as of June 1, 2026. Such relief is warranted by the circumstances presented by these chapter 11 cases. The Committee's selection of Kelley Drye on June 1, 2026, necessitated that Kelley Drye immediately commence work on time-sensitive matters and promptly devote substantial resources to these chapter 11 cases pending submission and approval of this Application.

21. No prior application for the relief requested herein has been presented to this Court or any other court.

NOTICE

22. Notice of this Application has been provided to the following parties or their respective counsel: (a) the Debtors; (b) the U.S. Trustee; (c) counsel to Eclipse as ABL Agent and FILO Agent; (d) counsel to Wilmington Savings Fund Society, FSB, as Term Loan Agent; (e) counsel to the Consenting Stakeholders; and (f) any party that has requested notice pursuant to Bankruptcy Rule 2002. Because of the nature of the relief requested, the Committee respectfully submits that no further notice of the Application is necessary or required.

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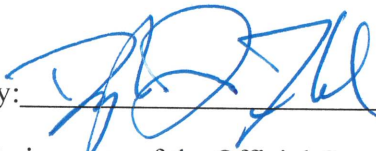
CONCLUSION

WHEREFORE, the Committee requests that the Court enter an order substantially in the form attached hereto as Exhibit A: (i) authorizing the Committee to employ Kelley Drye as lead counsel effective as of June 1, 2026; (ii) authorizing payment of such compensation to Kelley Drye as may be allowed by this Court; and (iii) granting such other and further relief as the Court may deem just and proper.

Dated: June 24, 2026

Respectfully submitted,

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF WEST MARINE, INC., *et al.*

By: _____

Chairperson of the Official Committee of Unsecured
Creditors of West Marine, Inc., *et al.*¹

¹ Under the Bylaws of the Official Committee of Unsecured Creditors of West Marine, Inc., *et al.*, Garmin USA., Inc., the Chairperson of the Committee, by and through its representative, has authority to sign documents on behalf of the Committee as appropriate to implement decisions of the Committee made in accordance with the Bylaws.

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

In re:

WEST MARINE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 26-10794 (KBO)

(Jointly Administered)

Hearing Date: August 3, 2026 at 10:00 a.m. (ET)

Objection Deadline: July 8, 2026 at 4:00 p.m. (ET)

**NOTICE OF APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT OF KELLEY DRYE &
WARREN LLP AS LEAD COUNSEL EFFECTIVE AS OF JUNE 1, 2026**

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors in possession, filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment of Kelley Drye & Warren LLP as Lead Counsel Effective as of June 1, 2026* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be in writing, filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801, on or before **July 8, 2026 at 4:00 p.m. (ET)** (the “Objection Deadline”), and served upon and received by the undersigned proposed counsel for the Committee.

¹ The Debtors in these chapter 11 cases are: West Marine, Inc.; Marine One Holdco, LLC; Marine One Parent, Inc.; Rising Tide Holdings Inc.; Rising Tide Parent Inc.; Seascapes, Inc.; W Marine Management Company, Inc.; and West Marine Products, Inc.

PLEASE TAKE FURTHER NOTICE that, if any objections to the Application are received, the Application and such objections shall be considered at a hearing before the Honorable Karen B. Owens at the Bankruptcy Court, 824 N. Market Street, 6th Floor, Courtroom No. 3, Wilmington, Delaware 19801 on **August 3, 2026 at 10:00 a.m. (ET).**

IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RETENTION AND RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: June 24, 2026
Wilmington, Delaware

ICE MILLER LLP

/s/ Sarah R. Gladieux

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and

KELLEY DRYE & WARREN LLP

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*Proposed Counsel to the Official Committee of
Unsecured Creditors of West Marine, Inc., et al.*

EXHIBIT A

PROPOSED ORDER

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

In re:

WEST MARINE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 26-10794 (KBO)

(Jointly Administered)

Re: Docket No. ____

**ORDER AUTHORIZING THE
EMPLOYMENT OF KELLEY DRYE & WARREN LLP
AS LEAD COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS EFFECTIVE AS OF JUNE 1, 2026**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases for entry of an order authorizing the Committee to employ Kelley Drye & Warren LLP (“Kelley Drye”) as lead counsel effective as of June 1, 2026, the date the Committee decided to employ Kelley Drye, pursuant to sections 328(a) and 1103 the Bankruptcy Code; and upon the Adams Declaration attached to the Application as Exhibit B; and upon the Fehl Declaration attached to the Application as Exhibit C; and the Court having jurisdiction pursuant to sections 157 and 1334 of the Bankruptcy Code to consider the Application and the relief requested therein; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b), and that the Court may enter a final order consistent with Article III of the United States Constitution; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of the Application and the opportunity for a hearing on the Application were

¹ The Debtors in these chapter 11 cases are: West Marine, Inc.; Marine One Holdco, LLC; Marine One Parent, Inc.; Rising Tide Holdings Inc.; Rising Tide Parent Inc.; Seascapes, Inc.; W Marine Management Company, Inc.; and West Marine Products, Inc.

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

appropriate under the circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application, the Adams Declaration, and the Fehl Declaration that Kelley Drye does not represent or hold any interest adverse to the Debtors or their estates as to the matters upon which Kelley Drye has been and is to be employed, and that Kelley Drye is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and that while employed by the Committee, Kelley Drye will not represent any other person or entity having an adverse interest in connection with these chapter 11 cases; and this Court having determined that the legal and factual bases set forth in the Application, the Adams Declaration and the Fehl Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The Application is approved as set forth herein.
2. Pursuant to sections 328 and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1, the Committee is authorized to employ Kelley Drye as its bankruptcy counsel effective as of June 1, 2026.
3. Kelley Drye shall apply for 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 Local Rules and any other applicable procedures and orders of the Court. Kelley Drye 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, both in connection with

the Application and the interim and final fee applications to be filed by Kelley Drye in these chapter 11 cases.

4. Notwithstanding anything to the contrary in the Application, Kelley Drye shall not seek reimbursement of any fees or costs arising from the defense of any of Kelley Drye's monthly fee statements or fee applications in these chapter 11 cases.

5. Notwithstanding anything in the Application to the contrary, Kelley Drye shall (i) to the extent that Kelley Drye uses the services of independent contractors (collectively, the "Contractors") in these chapter 11 cases, pass-through the cost of such Contractors at the same rate that Kelley Drye 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 Kelley Drye; and (iv) file with this Court such disclosures required by Bankruptcy Rule 2014.

6. Kelley Drye shall provide ten (10) business days' notice to the Committee, the Debtors and the U.S. Trustee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase not disclosed in the Application 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.

7. To avoid any duplication of effort and to provide services to the Committee in the most efficient and cost-effective manner, Kelley Drye shall coordinate with the other Committee professionals regarding their respective responsibilities in these chapter 11 cases. As such, Kelley Drye shall use its reasonable efforts to avoid duplication of services provided by any of the Committee's other retained professionals.

8. The Committee and Kelley Drye are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

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

10. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

EXHIBIT B

DECLARATION OF JASON R. ADAMS

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

In re:

WEST MARINE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 26-10794 (KBO)

(Jointly Administered)

DECLARATION OF JASON R. ADAMS

I, Jason R. Adams, hereby declare that the following statements are true and correct to the best of my knowledge after due inquiry as described herein:

1. I am a partner of the law firm of Kelley Drye & Warren LLP (“Kelley Drye”), which maintains offices at 3 World Trade Center, 175 Greenwich Street, New York, New York 10007. I am an attorney admitted to practice law in New York.

2. I am familiar with the matters set forth herein and make this declaration in support of the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment of Kelley Drye & Warren LLP as Lead Counsel Effective as of June 1, 2026* (the “Application”).²

3. On May 29, 2026, the Office of the United States Trustee for Region 3 appointed a seven-member Committee consisting of: (i) Garmin USA, Inc.; (ii) Facility Solutions Group, Inc.; (iii) Modern Recreational Technologies, Inc.; (iv) East Penn Manufacturing Co.; (v) Virtual Supply, Inc.; (vi) Lippert Components, Inc.; and (vii) Realty Income Corp.³

¹ The Debtors in these chapter 11 cases are: West Marine, Inc.; Marine One Holdco, LLC; Marine One Parent, Inc.; Rising Tide Holdings Inc.; Rising Tide Parent Inc.; Seascares, Inc.; W Marine Management Company, Inc.; and West Marine Products, Inc.

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

³ Docket No. 103.

4. On June 1, 2026, the Committee selected Kelley Drye as its lead counsel. On June 2, 2026, the Committee selected Ice Miller LLP (“Ice Miller”) as its Delaware co-counsel and Province, Inc. (“Province”) as its financial advisor.

5. Kelley Drye began rendering services to the Committee immediately following its selection by the Committee.

KELLEY DRYE’S DISCLOSURE PROCEDURES

6. To prepare this declaration, I, or someone under my supervision, took the Debtors’ list of interested persons and entities involved in these chapter 11 cases (the “Search List”), which is attached hereto as Schedule 1, and compared it with the information contained in the conflict systems and indexes of adverse parties currently maintained by Kelley Drye (the “Conflict System”).

7. The Conflict System is designed to include every matter on which the firm is now or has been engaged since 1993, sorted by the entity which has engaged the firm and, in each instance, listing the identity of the clients, related parties and adverse parties, and the attorneys in the firm who are knowledgeable about each matter. It is Kelley Drye’s policy that a new matter may be opened within the firm only after completing and submitting to those charged with maintaining the Conflict System the information necessary to check each such matter for conflicts, including the identity of the prospective client and related adverse parties. Kelley Drye maintains and updates the Conflict System in the regular course of the firm’s business, and it is the regular practice of the firm to maintain these records.

8. Further, an email was sent to each attorney of Kelley Drye to determine if any attorney (a) has a connection to (i) the Debtors, or (ii) current and former officers and directors of the Debtors; or (b) is a relative of (i) any of the Judges or the Clerk of the United States Bankruptcy Court for the District of Delaware, or (ii) the personnel of the Office of the United States Trustee for the District of Delaware.

**KELLEY DRYE'S CONNECTIONS WITH
PARTIES IN INTEREST IN THESE CHAPTER 11 CASES**

9. I, or a person under my supervision, reviewed the Conflict System results for the Search List to determine whether Kelley Drye has an adverse interest to the Debtors' estates. Kelley Drye ran the names of all parties in interest on the Search List through its Conflict System and Kelley Drye has not in the last three years represented, or have any other connection with, any of the parties in interest listed on the Search List, subject to the disclosures set forth herein and on Schedule 2, which is incorporated herein by reference.

10. The Committee is aware that Kelley Drye has previously represented or currently represents certain creditors or parties in interest and/or their affiliates within the last three years in matters unrelated to the Debtors and these chapter 11 cases.

11. I believe the connections disclosed on Schedule 2 do not affect Kelley Drye's representation of the Committee in these chapter 11 cases. Kelley Drye's representation of the parties disclosed on Schedule 2 in prior and unrelated matters does not comprise a material component of Kelley Drye's practice, nor does Kelley Drye currently represent the parties on any issue relating to the Debtors and these chapter 11 cases.

12. Kelley Drye does not represent the Debtors or any of their affiliates, partners or subsidiaries in these chapter 11 cases, and Kelley Drye will not undertake the representation of the Debtors or any related entities during this engagement.

13. Kelley Drye will not, while employed by the Committee, represent any other entity having an adverse interest in connection with these chapter 11 cases.

14. Insofar as I have been able to ascertain, neither I, Kelley Drye, nor any Kelley Drye attorney:

- (a) is a creditor, equity security holder, or insider of the Debtors;
- (b) is, or was within two years before the date of the filing of the petitions, a director, officer, or employee of the Debtors; or
- (c) has an interest materially adverse to the interests of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with or interest in the Debtors or for any other reason.

15. Insofar as I have been able to ascertain, subject to the disclosures on Schedule 2, no attorney of Kelley Drye has any connection with the Debtors, the Debtors' officers and directors, the Debtors' creditors, the Debtors' equity security holders, and other known parties in interest or their attorneys and financial advisors, or the members of the Committee. To the best of my knowledge formed after reasonable inquiry, neither I, nor any attorney of Kelley Drye is related to the bankruptcy judge assigned to these chapter 11 cases.

16. Based upon the information available to me, Kelley Drye is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, and neither represents nor holds an interest adverse to the interests of the Committee, the Debtors, or their estates with respect to the matters on which Kelley Drye is to be employed. To the extent Kelley Drye discovers any connection with any party or enters into any new relationship with any party that would otherwise have had to have been disclosed in this Application, Kelley Drye will promptly supplement its disclosures to the Court.

KELLEY DRYE'S RATES AND BILLING PRACTICES

17. No promises have been received by Kelley Drye or any Kelley Drye attorney as to payment or compensation in connection with these chapter 11 cases. Kelley Drye has no agreement with any other entity to share with such entity any compensation received by Kelley Drye or by such entity.

18. Kelley Drye intends to apply to this Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable procedures and orders of the Court for all services performed and expenses incurred since June 1, 2026.

19. Kelley Drye's current and anticipated standard hourly rates for its attorneys are set forth below.

Title	2026 Rates
Partners	\$975 - \$1,575
Special Counsel	\$600 - \$1,135
Associates	\$605 - \$1,015
Paraprofessionals	\$310 - \$540

20. My hourly billing rate as of January 1, 2026 is \$1,230, and the 2026 hourly rates of the other Kelley Drye attorneys currently expected to be principally responsible for rendering services to the Committee in these cases are: Eric R. Wilson (\$1,420); Jason Adams (\$1,230); Maeghan J. McLoughlin (\$1,135); Randall L. Morrison (\$1,050); Courtney Kleshinski (\$975); Richard Gage (\$1,120); Andrew Matott (\$985); Andres Barajas (\$985); Connie Y. Choe (\$785); Tamara Zapata (\$645); Benjamin Kauffman (\$605); Christiana Mones (\$605); and Clovis Wong (\$605).

21. Kelley Drye has advised the Committee of its 2026 rates and that the hourly rates are subject to annual increases in the normal course of Kelley Drye's business. In the event of any further increase, Kelley Drye will provide the U.S. Trustee and the Committee with notice of any such increase and will file a supplemental affidavit (a "Supplemental Affidavit") with the Court. Any Supplemental Affidavit will explain the basis for the requested rate increase in accordance with section 330(a)(3)(F) of the Bankruptcy Code. Pursuant to section B(2)(d) of the U.S. Trustee Guidelines, Kelley Drye will provide justification of the reasonableness of any rate increase.

22. The Application requests, pursuant to section 327, 328(a), 1103, 330, and 331 of the Bankruptcy Code, approval of the Committee's employment of Kelley Drye as its counsel. The hourly rates set forth above and in the Application are the firm's standard hourly rates for work of this nature. The firm's standard rates are set at a level designed to compensate the firm fairly for the work of its attorneys and paralegals and to cover fixed overhead expenses.

23. Kelley Drye will charge for expenses in a manner and at rates consistent with charges made to its other clients and the U.S. Trustee Guidelines, and in accordance with the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Such expenses include, among other things, long-distance telephone, fax (outgoing only) not exceeding \$0.25 per page, mail and express mail charges, special or hand delivery charges, photocopying charges at the rate of \$0.10 per page for black and white and \$0.80 for color copies, travel expenses, expenses for computerized research, and transcription costs.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

24. In 2013, the Executive Office for the United States Trustee (the “EOUST”) 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 Effective as of November 1, 2013* (the “Appendix B Guidelines”). By their terms, the Appendix B Guidelines “apply to the U.S. Trustee’s review of applications for compensation filed by attorneys in larger chapter 11 cases,” and are intended as an update to the original Appendix A Guidelines adopted by the EOUST in 1996. Kelley Drye will comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the U.S. Trustee’s Guidelines, both in connection with the Application and any fee applications to be filed by Kelley Drye in these chapter 11 cases.

ATTORNEY STATEMENT PURSUANT TO APPENDIX B GUIDELINES

25. The following is provided in response to the request for additional information set forth in ¶ D.1 of the Appendix B Guidelines.

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

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 the 12 months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

Answer: Kelley Drye did not represent the Committee in the 12 months prepetition. Kelley Drye has represented other committees in the 12 months prepetition in other bankruptcy cases.

Question: Has your client approved your prospective budget and staffing plan and, if so, for what budget period.

Answer: Yes. For the period from June 1, 2026, through August 31, 2026.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the forgoing is true and correct to the best of my knowledge and belief.

Executed on June 24, 2026

/s/ Jason R. Adams
Jason R. Adams

SCHEDULE 1

List of Schedules

<u>Schedule</u>	<u>Category</u>
1(a)	Debtors
1(b)	Current and Former Current Directors and Officers
1(c)	Non-Debtor Entities
1(d)	Depository Institutions/Banks
1(e)	Major Customers
1(f)	Taxing and Government Authorities
1(g)	Insurance / Benefits Administrators / Surety Providers
1(h)	Litigation Counterparties
1(i)	ABL and Secured Credit Facilities Trustees / Agents
1(j)	Lenders / UCC Lien Parties
1(k)	Letter of Credit Parties
1(l)	Restructuring Professionals
1(m)	Ordinary Course Professionals
1(n)	Non-Debtor Bankruptcy Professionals
1(o)	Material Shareholders
1(p)	Top 30 Unsecured Creditors
1(q)	Landlords
1(r)	Utility Providers
1(s)	Major Vendors
1(t)	Bankruptcy Judges and Staff and U.S. Trustee Office Personnel

SCHEDULE 1(a)

Debtors

Marine One Holdco, LLC
Marine One Parent, Inc.
Rising Tide Holdings Inc.
Rising Tide Parent Inc
Seascapes, Inc.
W Marine Management Company, Inc.
West Marine Products, Inc.
West Marine, Inc.

SCHEDULE 1(b)

Current and Recent Former Directors & Officers

Andrew West
David Heidecorn
Dean Mcphail
Dereck Walker
Hugh Charvat
Marc Magliacano
Matt Lischick
Matthew Kahn
Michael Guarnieri
Paulee Day
Sahil Wadhwa

SCHEDULE 1(c)

Non-Debtor Entities

LC9 Marine One Aggregator, L.P.

LC9 Marine One GP, LLC

SCHEDULE 1(d)

Depository Institutions/Banks

Amegy Bank of Texas
Banco Popular
Bank of America, N.A.
Capital One Bank N.A.
Centennial Bank
Central Bank Ozarks
Fifth Third Bank
First Citizens Bank
First Hawaiian Bank
First Nat'l Bank of Bar Harbor
Huntington Bank OH
JP Morgan Chase (Formerly Bank One)
Key Bank of Vermont
Peoples Bank
PNC Bank
Regions Bank
Truist Bank (Formerly BB&T Bank)
Wells Fargo Bank, N.A.

SCHEDULE 1(e)

Major Customers

[Confidential]

SCHEDULE 1(f)

Taxing and Government Authorities

Alabama Dept of Revenue
Alameda County
Arizona Dept of Revenue
Arkansas Dept of Finance & Administration
Baldwin County Revenue Commission
Beaufort County Sheriff's Office
Calcasieu Parish School Board
California Department of Tax and Fee Administration
California Franchise Tax Board
California State Board of Equalization
Central Collection Agency - Division of Taxation
Centro de Recaudación de Ingresos Municipales (CRIM)
City of Bellevue
City of Bellingham
City of Bellingham - Business Tax
City of Cleveland - Division of Taxation
City of Fort Walton Beach
City of Isle of Palms
City of Jacksonville
City of Mobile
City of New Orleans - Bureau of Revenue
City of Olympia
City of Orange Beach
City of Petersburg
City of Port Townsend
City of Rocklin
City of Seattle - Finance and Administrative Services
City of Seattle - Office of the City Treasurer
Colorado Dept of Revenue
Commonwealth of Pennsylvania - Department of Revenue
Connecticut Dept of Revenue
County of San Diego
County of Santa Barbara
Delaware Division of Revenue
Departamento de Hacienda de Puerto Rico
Florida Dept of Revenue
Georgia Dept of Revenue
Hawaii Department of Taxation
Idaho State Tax Commission
Illinois Department of Revenue

Illinois State Treasurer
Indiana Dept of Revenue
Internal Revenue Service
Iowa Dept of Revenue
Kentucky Dept of Revenue
Kentucky State Treasurer
Lafayette Parish School Board
Lee County Sheriff's Office
Louisiana Dept of Revenue
Louisiana Parish Sales Tax Fund
Maine Dept of Revenue
Maryland Comptroller
Massachusetts Department of Revenue - Child Support Enforcement Division
Massachusetts Dept of Revenue
Minnesota Dept of Revenue
Mississippi Dept of Revenue
Missouri Dept of Revenue
Mobile County Revenue Commissioner
Monroe County Sheriff's Department
Monterey County Health Department
Municipio Autónomo de San Juan
Municipio de Fajardo
Nassau County Fire Commission
Nevada Dept of Taxation
New Hampshire Department of Revenue Administration
New Jersey Division of Taxation
New Mexico Dept of Revenue
New York Dept of Taxation & Finance
New York State Department of Tax and Finance
North Carolina Dept of Revenue
Ohio Dept of Taxation
Oklahoma Tax Commission
Orange County Treasurer
Pennsylvania Dept of Revenue
Rhode Island Division of Taxation
Riverside County Clerk
Sonoma County Regional Parks
South Carolina Department of Employment and Workforce
South Carolina Dept of Revenue
State of Hawaii
State of Michigan
Tennessee Dept of Revenue
Terrebonne Parish Sheriff's Office
Terrebonne Parish Sheriff's Office - Sales Tax Division

Texas Comptroller of Public Accounts
U.S. Customs and Border Protection
Utah Dept of Taxation
Utah State Tax Commission
Vermont Dept of Taxes
Virginia Dept of Taxation
Washington Department of Fish and Wildlife
Washington Dept of Revenue
West Virginia Dept of Revenue
West Virginia State Tax Department
West Virginia State Treasurer's Office
Wisconsin Dept of Revenue

SCHEDULE 1(g)

Insurance / Benefits Administrators / Surety Providers

American Express
Anthem ActWise
Anthem Blue Cross Blue Shield
Aon PEP (Voya)
Atlantic Specialty Insurance Company
Century Surety Company
Chubb
Coalition Inc.
Delta Dental
Delta Dental (Vision) Puerto Rico
Hartford Financial Services Group, Inc.
Hartford Fire Insurance Company
Kaiser Permanente
Liberty Mutual Insurance Company
Lloyd's of London
Mercer Health & Benefits LLC
Multinational Insurance Company
Optum Rx
RxBenefits
Sun Life and Health Insurance Company
Swiss Re Corporate Solutions America Insurance Corporation
The Lincoln National Life Insurance Company
The Travelers Indemnity Company
Travelers Casualty & Surety Company
Travelers Property Casualty Company of America
Triple-S Salud
UKG Inc.
University Health Alliance
VSP Vision
Westchester Surplus Lines Insurance Company
Zurich American Insurance Company

SCHEDULE 1(h)

Litigation Counterparties

Abramson Labor Group
Ackermann & Tilajef, P.C.
Adam Fietz
Andrew Krellenstein
Berger McDermott LLP
Bradley Potter
Brereton, Mohamed & Korte, LLP
Brian Burns
Brodsky Smith
Christian Johnson
Ema Bell
Enrique Alvear
Environmental Protection Agency
Frontier Law Firm
Guardsman US, LLC
Jacobs Law Firm PLLC
James Dobbs
JCL Law Firm, APC
Jeffrey Cogbill
Jeremy D. Kelley
Kased Law Group
Keeley Montoya
Kelley Sassard
Markus Mrakovich
Maune Raichle Hartley French & Mudd, LLC
Maurice Perez
Michael DiPirro
Michael Ginis
Michael Gunzburg
MVP Trial Lawyers
Nestor A. Proveyer
Nooney Roberts Hewett & Nowicki
Pierce, Sloan, Kennedy & Early, LLC
Precila Balabbo
Rick Torgerson
Roland Berger
Rosen Injury Law
Ryan Richey
Savannah Pendleton
State of California Department of Industrial Relations

Tauler Smith LLP
Tiffany Thiede

SCHEDULE 1(i)

ABL and Secured Credit Facilities Trustees / Agents

BMO Bank N.A.

Eclipse Business Capital LLC

Wilmington Savings Fund Society, FSB

SCHEDULE 1(j)

Lenders / UCC Lien Parties

Constitution Capital Credit Partners LP
Evolution Credit Partners Management LLC
Golub Capital
Jefferies LLC
JFIN Asset Management LLC
Oaktree Capital Management LP
Pioneer Investment Management Inc.
Prospect Capital Management
Seix Investment Advisors LLC (aka Virtus Fixed Income Advisers LLC)
Silver Rock Financial LP
Sound Point Capital Management LP
The Travelers Indemnity Company
Yamaha Motor Corporation, U.S.A.

SCHEDULE 1(k)

Letter of Credit Parties

The Travelers Indemnity Company
Yamaha Motor Corporation, U.S.A.

SCHEDULE 1(l)

Restructuring Professionals

FTI Consulting, Inc.
Hilco Merchant Resources, LLC
Hilco Real Estate, LLC
Kirkland & Ellis LLP
Kurtzman Caron Consultants, LLC dba Verita Global
Portage Point Partners, LLC
PWC US Tax, LLP
Young Conaway Stargatt & Taylor, LLP

SCHEDULE 1(m)

Ordinary Course Professionals

Ogletree, Deakins, Nash, Smoak & Stewart PC
RSM International Limited
TransWestern Consultants, Inc

SCHEDULE 1(n)

Non-Debtor Bankruptcy Professionals

ArentFox Schiff LLP

Alix Partners, LLP

Ashby & Geddes, P.A.

Milbank LLP

Otterbourg P.C.

Richards, Layton, & Finger, P.A.

Riemer Braunstein LLP

SCHEDULE 1(o)

Material Shareholders

AEA Middle Market Debt Fund III LP
AEA Middle Market Debt Fund IV LP
AEA Middle Market Debt V Funding LLC
Argonaut Insurance Company
Balboa Bay Loan Funding 2020-1 Ltd.
Balboa Bay Loan Funding 2021-1 Ltd.
Baloise Senior Secured Loan Fund III
Barclays Bank PLC
Barclays Capital Inc.
Blue Cross and Blue Shield of North Carolina
Boston Retirement System
City National Rochdale Fixed Income Opportunities Fund
City of New York Group Trust
Crescent Capital High Income Fund BLP
Crescent Senior Secured Floating Rate Loan Fund
Crescent Syndicated Credit Solutions Fund LP
Crown Point CLO 10 Ltd.
Desjardins Assurances Générales Inc.
Empower Multi-Sector Bond Fund
Evolution Credit Opportunity Masterfund II-A LP
Evolution Credit Partners I LP
FMAP SOC Limited
GGP Class E-P LLC
GoldenTree Loan Management US CLO 10 Ltd.
GoldenTree Loan Management US CLO 11 Ltd.
GoldenTree Loan Management US CLO 12 Ltd.
GoldenTree Loan Management US CLO 14 Ltd.
GoldenTree US Loan & Bond Fund
High Yield and Bank Loan Series Trust
ICG Rhinebeck CLO 2021-4 Ltd.
ICG US CLO 2014-1 Ltd.
ICG US CLO 2014-2 Ltd.
ICG US CLO 2014-3 Ltd.
ICG US CLO 2015-2R Ltd.
ICG US CLO 2016-1 Ltd.
ICG US CLO 2017-1 Ltd.
ICG US CLO 2018-1 Ltd.
ICG US CLO 2018-2 Ltd.
ICG US CLO 2018-3 Ltd.
ICG US CLO 2020-1 Ltd.

ICG US CLO 2021-1 Ltd.
ICG US CLO 2021-2 Ltd.
ICG US CLO 2021-3 Ltd.
ICG US CLO 2022-1(I) Ltd.
Ironsides Opportunities Annex Fund LP
Ivy Hill Asset Management LP
Ivy Hill Middle Market Credit Fund IX Ltd.
Ivy Hill Middle Market Credit Fund VII Ltd.
Ivy Hill Middle Market Credit Fund XII Ltd.
Jefferies LLC
LC9 Marine One Aggregator LP
Los Angeles County Employees Retirement Association
Monroe Capital MML CLO VII Ltd.
Monroe Capital MML CLO XII Ltd.
Mountain View CLO 2013-1 Ltd.
Mountain View CLO 2016-1 Ltd.
Mountain View CLO 2017-1 Ltd.
Mountain View CLO IX Ltd.
Mountain View CLO XV Ltd.
Mt. Whitney Securities LLC
National Electrical Benefit Fund
Nationwide Children's Hospital
Oaktree Investment Fund WM Holdings LP
Oaktree-Copley Investments LLC
OCP CLO 2014-5 Ltd.
OCP CLO 2016-11 Ltd.
OCP CLO 2017-13 Ltd.
OCP CLO 2017-14 Ltd.
OCP CLO 2018-15 Ltd.
OCP CLO 2019-16 Ltd.
OCP CLO 2019-17 Ltd.
OCP CLO 2020-18 Ltd.
OCP CLO 2020-19 Ltd.
OCP CLO 2020-20 Ltd.
OCP CLO 2020-8R Ltd.
OCP CLO 2021-21 Ltd.
Octagon 52 Ltd.
Octagon 53 Ltd.
Octagon 54 Ltd.
Octagon 55 Ltd.
Octagon 56 Ltd.
Octagon 57 Ltd.
Octagon 59 Ltd.
Octagon Credit Opportunities Masterfund LP

Octagon High Income Master Fund Ltd.
Octagon Investment Partners 26 Ltd.
Octagon Investment Partners 27 Ltd.
Octagon Investment Partners 29 Ltd.
Octagon Investment Partners 34 Ltd.
Octagon Investment Partners 40 Ltd.
Octagon Investment Partners 44 Ltd.
Octagon Investment Partners 45 Ltd.
Octagon Investment Partners 46 Ltd.
Octagon Investment Partners 50 Ltd.
Octagon Investment Partners XVI Ltd.
Octagon Senior Secured Credit Master Fund Ltd.
Park Avenue Institutional Advisers CLO Ltd. 2021-2
Park Avenue Institutional Advisers CLO Ltd. 2022-1
PCM Fund Inc.
PIF Offshore I Ltd.
PIMCO Access Income Fund
PIMCO Corporate & Income Opportunity Fund
PIMCO Corporate & Income Strategy Fund
PIMCO Dynamic Income Fund
PIMCO Flexible Credit Income Fund
PIMCO High Income Fund
PIMCO Income Strategy Fund
PIMCO Income Strategy Fund II
Prospect Capital Corporation
Prospect Flexible Funding LLC
Rockford Tower CLO 2017-1 Ltd.
Rockford Tower CLO 2017-2 Ltd.
Rockford Tower CLO 2017-3 Ltd.
Rockford Tower CLO 2018-1 Ltd.
Rockford Tower CLO 2018-2 Ltd.
Rockford Tower CLO 2019-1 Ltd.
Rockford Tower CLO 2019-2 Ltd.
Rockford Tower CLO 2020-1 Ltd.
Rockford Tower CLO 2021-1 Ltd.
Rockford Tower CLO 2021-2 Ltd.
Rockford Tower CLO 2021-3 Ltd.
Rockford Tower CLO 2022-1 Ltd.
Rockford Tower Credit Funding I Ltd.
Royal Mail Pension Plan
Ruby CS LLC
SHCOF II Holdings LP
Silver Rock CLO I Ltd.
Silver Rock CLO II Ltd.

Silver Rock Opportunistic Credit Fund LP
Silver Rock Opportunities Fund I LP
SLC Management MAC Investments LP
Sound Point CLO II Ltd.
Sound Point CLO IV-R Ltd.
Sound Point CLO IX Ltd.
Sound Point CLO VIII-R Ltd.
Sound Point CLO VII-R Ltd.
Sound Point CLO VI-R Ltd.
Sound Point CLO V-R Ltd.
Sound Point CLO XIX Ltd.
Sound Point CLO XVI Ltd.
Sound Point CLO XVII Ltd.
Sound Point CLO XVIII Ltd.
Sound Point CLO XX Ltd.
Sound Point CLO XXI Ltd.
Sound Point CLO XXII Ltd.
Sound Point CLO XXIII Ltd.
Sound Point CLO XXIV Ltd.
Sound Point CLO XXIX Ltd.
Sound Point CLO XXV Ltd.
Sound Point CLO XXVI Ltd.
Sound Point CLO XXVII Ltd.
Sound Point CLO XXVIII Ltd.
Sound Point CLO XXX Ltd.
Sound Point CLO XXXI Ltd.
Sound Point CLO XXXIII Ltd.
Sound Point Senior Floating Rate Master Fund LP
Sound Point Tactical Loan Opportunity Master Fund I Designated Activity Company
SRF Plan Assets Opportunistic Credit Fund LP
State of Wyoming
Strategic Value Capital Solutions II MF LP
Strategic Value Capital Solutions Master Fund LP
Strategic Value Excelsior Fund LP
Strategic Value Special Situations Master Fund V LP
Trustmark Insurance Company
Venture 28A CLO Limited
Venture 31 CLO Limited
Venture 32 CLO Limited
Venture 33 CLO Limited
Venture 34 CLO Limited
Venture 35 CLO Limited
Venture 36 CLO Limited
Venture 37 CLO Limited

Venture 38 CLO Limited
Venture 39 CLO Limited
Venture 41 CLO Limited
Venture 42 CLO Limited
Venture 43 CLO Limited
Venture 44 CLO Limited
Venture 45 CLO Limited
Venture XIII CLO Limited
Venture XIX CLO Limited
Venture XV CLO Limited
Venture XXII CLO Limited
Venture XXIII CLO Limited
Venture XXIX CLO Limited
Venture XXVII CLO Limited
Venture XXVIII CLO Limited
Venture XXX CLO Limited
Victory Floating Rate Fund
Virtus Newfleet Multi-Sector Bond ETF
Virtus Newfleet Multi-Sector Intermediate Bond Fund
Virtus Newfleet Senior Floating Rate Fund
Virtus Seix Floating Rate High Income Fund
Virtus Total Return Fund Inc.
VVIT Virtus Newfleet Multi-Sector Intermediate Bond Series
Wellwater LLC
West Bend Mutual Insurance Co.
XAI Octagon Floating Rate & Alternative Income Term Trust
ZAIS CLO 13 Subsidiary 2024 LLC
ZAIS CLO 17 Subsidiary 2024 LLC

SCHEDULE 1(p)

Top 30 Unsecured Creditors

3M Company
ACR Electronics, Inc.
Akzo Nobel Inc.
CMP Group Ltd.
East Penn Manufacturing Co., Inc.
Energys Energy Products Inc.
Facility Solutions Group, Inc.
Garmin International, Inc.
Gross Mechanical Laboratories, Inc.
Kent Water Sports, LLC
Lippert Components Manufacturing, Inc.
Lumitec, LLC
Luxottica of America Inc.
Magma Products, LLC
Modern Recreational Technologies, Inc.
Navico, Inc.
New Nautical Coatings, Inc.
Pan Jack Industrial Co., Ltd.
Pelagic Inc.
Pentair Flow Technologies, LLC
Pure Fishing, Inc.
Raymarine, Inc.
Rocky Brands US, LLC
SEAFLO Marine & RV North America LLC
Sierra International, Inc.
Star Brite, Inc.
Teufelberger Fiber Rope Corporation
Virtual Supply, Inc.
Xylem Inc.
Yaesu USA, Inc.

SCHEDULE 1(q)

Landlords

Yaesu USA, Inc.
100-14 Route 17 South Enterprises
1099 Royal, LLC
114 Huttleston Ave, LLC
1340 East 9th Street Realty Corp.
1850 E Ridge Rd, LLC
24757 Lorain Road, LLC
249 Route 37E Toms River, LLC
2700 Lighthouse Point, LLC
337 Lafayette Road, LLC
3680, LLC
409 Federal Street, LLC
Acme Vineyard Haven MA, LLC
Agree Limited Partnership
Agree Stores, LLC
Airport Associates
Alrose Patchogue, LLC
AM-GSR Exchange, LLC
Andrew S. Messick
Anse Berluchaud Land Co, LLC
Aqua Partners, LLC
ARG Management/North Hills, LLC
AWMPR001, LLC
B10 Mountain A WA, LLC
Back Cove Company
Bancap Marina Center, Inc.
Bayshore Village (US), Inc.
BC Exchange Salt Pond Master Tenant, LLC
Beacon Square Shopping Center, LLC
Bell - East Business Park I, LLC
Ben Stones, LLC
Block in Ballard II, LLC
Bonita L, LLC
Bornstu Limited Partnership
Bradshaw Corporate Plaza, L.P.
Branch Island Walk Associates, L.P.
BRE Mariner Marco Town Center, LLC
Brittan Corners Shopping Center, LLC
Briemor Naples SC, LLC
Burlington Interstate Center, LLC
Business Park Realty

Capital Boulevard Shoppes, Inc.
Century Plaza Commercial, LLC
Charter Florida, LLC
Christopher R. Francy Revocable Living Trust
Circle Plaza Associates
Circuit Investors #2, Ltd.
City of Santa Barbara
CL Roosevelt Plaza FL, LLC
College Plaza Center, LLC
Columbia-BBB Westchester Shop Ctr
Columbiana Station (E&A), LLC
Colvest/Old Saybrook, LLC
Conch Harbor Retail Center, LLC
Crazy Horse Properties, LLC
CSM Investors, Inc.
David Fiori Inc.
Del Monte Ventures, LLC
DeLeo Brothers, LLC
Delray Plaza, LLC
DIR US Management, L.P.
DK North East Station, LLC
Dog River Marina & Boat Works Inc.
DoorDash Essentials, LLC
Dover Holding, LLC
DP 120, LLC, DP 121, LLC, and Sono Square Associates, LLC, as Tenants-in-Common
Eastern Plaza Shopping Center
Easton Investments Redux, LLC
Edwaar Realty Trust
Eiford Holdings, LLC
Endicott Plaza, LLC
Falmouth Retail, LLC
Fargus, Inc.
FL-Tarpon Square-HA, LLC
Fox Lake Property Management, LLC
Garten Family Partnership
Gas Lite, LLC
Gates of Fernandina, LLC
Gates of St. Johns, LLC
Gator Daytona Partners, Ltd.
George H. Hocker, Jr., Trustee
GG REIF I Sea Turtle, LLC
Golden Ring II, LLC
Golkar Enterprises
Grace Business Holdings, LLC

Grand Traverse Marketplace, LLC
Great Harbor Marina, Inc.
GSMS 2015-GS1 Loudon Road, LLC
GTB Clearwater LP
Hamilton, Kane, Martin Enterprises, Inc.
Harbour Place, LLC
Harlan D. Douglass Trust
Harrison 801-827, LLC
Herrington Partnership
Himes Realty Associates, Inc.
Hollister Equity Partners, LLC
HP Salmon Run, LLC
HRP Renaissance Market, LLC
Inlet Trade, LLC
Ishaan Lanier Plaza, LLC
ITAC - 192, LLC
Ivory Plaza Limited Partnership
J & D Rentals
Jackson-Amador Associates
Jantzen Beach Center 1767, LLC
K & N Falcon, LLC
Kemet Corporation
Kenneth Kirschenbaum
Knoll Crest Investors, Ltd.
Lafayette of Michigan, LLC
Lantana Village Owner, LLC
Latitude 35 Enterprises, LLC
Lewenauer Investment Company
Lewisville Towne Crossing, LLC
Lido Partners
Long76W, LLC
Luria Plaza, LLC d/b/a Majestic Plaza
Mahogany Partners I, LLC
Mamath Properties, Ltd.
Marin GRF3, LLC
Marina Waterside, LLC
Market Walk Station, LLC
Markets at Town Center 2478, LLC
MDC Coast 28, LLC
MGP XII South Shore Center, LLC
MMG Village Square, LLC
MSRC, LLC
Mt. Pleasant Square Assoc III, LLC
Nags Head Company, LLC

Naples Jensen, LLC
NB1, LLC
Nidami, LLC - Series 1
Northwoods Limited Partnership
NRP Parkside Marketplace, LLC
Oliveira Plaza SPE, LLC
One-Eleven, LLC
Ordnance Associates, LLC
Orlando Lee, LLC
Osrock, LLC
Pacific Realty Associates, L.P.
Pacific Resources Associates, LLC
Paramount Plaza at Brick, LLC
Patuxent Plaza, LLC
PEBB Soundview, LLC
Pifer Erie Limited, Ltd.
Pinecrest Plaza, LLC
Pink Plaza, LLC
Plymouth Plaza, LLC
Point Shoppes, LLC
Port Gardner Landing Commercial
PP&G Windsor 5, LLC
Primax Properties, LLC
Prologis Targeted U.S. Logistics Fund, L.P.
Protea Five, LLC
R.B.D. Investments, LLC
Real Sub, LLC
Realty Income Corporation
Red Apple Plaza, LLC
Red Rock Regency, LLC
Reef Investment Properties, LLC
Rehoboth Mall Limited Partnership
Royal Oaks, LLC
RP Associates
Russell Properties of Tequesta, LLC
Santa Cruz Freeholders
SC NMB Retail 3, LLC
Schmalzried Properties, LLC
Sea Mountain Ventures, LLC
Selby of Florida, LLC
Shoppes at City Centre, LLC
Shoreline Walco, LLC
Somers Point Builders, Inc.
South Central Oil Co., Inc.

South Towne Mall, LLC
Southeast Partners
Spencer Gulf, LLC
St. Andrews Center 254, LLC
Summit/Congress Plaza, LI
SUSO 2 Uptown LP
SVAP II Oceanside TC, LLC
Tea-Land Marine, LLC
Terminal Properties
Thalia Wayside Associates, LLP
The Harry & Jeanette Weinberg Foundation, Inc.
The Harry Leiser Revocable Trust
The Manzo Organization of Little Egg Harbor, LLC
The Paul C.K. Sun and Alice T.H. Sun Family Trust
The Rosemyr Corporation
The Smith and Young Company
The Sullivan Family Trust
Trident St. Clair, LLC
Troy Commons, LLC
TSR Trifecta Hunt Owner, LLC
UB Dockside, LLC
Valhalla Property Holding, LLC
Velvento Holdings, LLC
Vereit Real Estate, L.P.
Waite Family, LLC
WC Partners, LLC
West Marine Properties, Inc.
West Town Point, LLC
WFC Cape Coral, LLC
WMR Group, LLC
Woburn Plaza, LLC

SCHEDULE 1(r)

Utility Providers

Alabama Power Company
Alameda Municipal Power
Alexandria Renew Enterprises
Ameren Missouri
AmeriGas
Anchorage Water & Wastewater Utility
Aqua Pennsylvania
Aquarion Water Company of Connecticut
Arizona Public Service
AT&T
Atlantic City Electric
Atmos Energy Corp
Autoridad de Acueductos y Alcantarillados
Autoridad de Energía Eléctrica
Avista
Baldwin EMC
Baltimore Gas and Electric (BGE)
Bay City Treasurer
Beaufort Jasper Water & Sanitation Authority
Braintree Electric Light Department
Braintree Water & Sewer Department
Brick Township Municipal Utilities Authority
Bucks County Water & Sewer Authority
California Water Service
Calvert County Treasurer
Cape Fear Public Utility Authority
Cascade Natural Gas
CenterPoint Energy
Central Maine Power
CenturyLink
Charleston Water System
Charter Communications Enterprise
Charter Township of Harrison
Chesapeake Utilities
Chugach Electric Association
City and County of Honolulu
City of Algonac
City of Anacortes
City of Austin
City of Buford

City of Calumet City
City of Cape Coral
City of Chicago
City of Clearwater
City of Cleveland Division of Water
City of Cocoa
City of Columbia, South Carolina
City of Corpus Christi
City of Crystal River
City of Daytona Beach
City of Deerfield Beach
City of Fort Lauderdale
City of Fort Walton Beach
City of Gainesville
City of Galveston Water Department
City of Grand Haven
City of Grand Rapids
City of Hollister
City of Lewisville
City of Long Beach
City of Mandeville
City of Marco Island
City of Muskegon Water & Sewer
City of Naples
City of New Bern
City of Newport Beach
City of North Miami Beach
City of North Myrtle Beach
City of Orange Beach
City of Osage Beach
City of Palm Coast
City of Panama City
City of Pensacola
City of Petoskey
City of Pittsburg, California
City of Pompano Beach
City of Port Hueneme
City of Port Townsend
City of Redding Utilities
City of Reno Utilities
City of Rock Hill
City of San Diego Public Utilities
City of Sandusky
City of Santa Barbara

City of Seattle
City of St. Augustine
City of St. Clair Shores
City of St. Petersburg
City of Tacoma
City of Tampa Utilities
City of Tarpon Springs
City of Taylor Water Department
City of Toledo Utilities
City of Troy Water
City of Vero Beach Utilities
City of Washington
City of West Melbourne
City of Winter Park
Clarke Mobile Counties Gas District
Claro
Cleco Power LLC
Columbia Gas of Ohio
Comcast Business
Commonwealth Edison (ComEd)
Comporium
Consolidated Waterworks District 1
Constellation NewEnergy Gas Division
Constellation NewEnergy Inc
Consumers Energy
Corporate Services Consultants, LLC
CoServ
Cox Business
DasiaNet LLC
Dead River Company
Delmarva Power
Delta Utilities
Destin Water Users Inc
Direct Energy Business
Dominion Energy South Carolina
Dominion Energy Virginia
DTE Energy
Duke Energy Payment Processing
Easton Utilities
Elizabethtown Gas
Emerald Coast Utilities Authority
Enbridge Gas North Carolina
Enbridge Gas Ohio
Energy United

ENGIE Resources LLC
Enstar
Entergy
Entergy New Orleans Inc
Eversource
Ferrellgas
Florida Keys Aqueduct Authority
Florida Keys Electric Cooperative Association Inc
Florida Power & Light
Florida Power & Light Northwest Florida
Fort Pierce Utilities Authority
Frontier Communications
Galveston County Water Control and Improvement District #12
Georgia Power
Grand Haven Board of Light & Power
Grand Strand Water & Sewer Authority
Granite Telecommunications
Green Mountain Power
Hampton Roads Sanitation District (HRSD)
Hawaiian Electric Company
Hernando County Utilities
Hilton Head Public Service District
Holland Charter Township
Indian River County Utilities
Jacksonville Electric Authority (JEA)
Jefferson County PUD No. 1
Jersey Central Power & Light
Keys Energy Services
Knoxville Utilities Board
KW Resort Utilities Corp
Lafayette Utilities System
Lake Havasu City
Lansing Board of Water & Light
Lee County Electric Cooperative
Lee County Utilities
Los Angeles County Waterworks
Los Angeles Department of Water and Power
LUMA Energy
Madison Gas and Electric
Manatee County Utilities Department
Marblehead Municipal Light Department
Marin Municipal Water District
Marin Water
Martin County Utilities

Masergy Cloud Communications, Inc.
Miami-Dade Water and Sewer Department
Michigan Gas Utilities
Mid-Carolina Electric Cooperative
Middlesex Water Company
Mississippi Power Company
Mobile Area Water & Sewer System
Monona Water Utility
Mount Pleasant Waterworks
National Fuel
National Grid
New Jersey American Water
New Jersey Natural Gas Company
Newport News Waterworks
Nicor Gas
North Shore Gas
North Shore Water Reclamation District
Northeast Ohio Regional Sewer District
NV Energy
NW Natural
Ohio Edison
Orange Beach Water Authority
Ottawa County Sanitary Engineer
Pacific Gas and Electric (PG&E)
Palmetto Electric Cooperative
PECO Energy Company
Peoples Gas
PepUp
Piedmont Natural Gas
Poore's Propane
Portland General Electric
Prince William County Service Authority
PSEG Long Island
Public Service Electric and Gas (PSE&G)
Puget Sound Energy
Republic Services #172
Rhode Island Energy
Rochester Gas & Electric
Sacramento Municipal Utility District
San Diego Gas & Electric
Sandpiper Energy Inc
Santee Cooper
Sarasota County Public Utilities
SCANA Energy

Seacoast Utility Authority
SEMCO Energy Gas Company
Sewerage & Water Board of New Orleans
SmartestEnergy
Snohomish County Public Utility District
South Burlington Water Department
South Coast Water District
South Jersey Gas
South Norwalk Electric & Water
Southern California Edison
Southern California Gas Company
Southern Connecticut Gas Company
Southern Maryland Electric Cooperative
Southwest Harbor Water & Sewer District
Spicer Gas Company
Spokane County Water District #3
St. Tammany Parish Department of Utilities
Sturgeon Bay Utilities
Suffolk County Water Authority
Superior Plus Propane
Tampa Electric
TECO Energy Inc
Texas Gas Service
The Connecticut Water Company
The Illuminating Company
The United Illuminating Company
Think Utility Services Inc
T-Mobile
Toledo Edison Co
Town of Danvers
Town of Fairhaven
Town of Lantana
Town of Morehead City
Town of Rock Hall
Town of Seabrook
Town of Stonington, Connecticut
Township of Middletown Sewerage Authority
TXU Energy
Unitil Corporation
UNS Electric Inc
Verizon Connect Fleet USA LLC
Verizon My Business
Verizon Wireless
Vermont Gas Systems, Inc.

Versant Power
Village of Tequesta
Village of Winthrop Harbor
Virginia American Water
Virginia Natural Gas
Washington Gas
Water Check Inc
WE Energies
Windstream
Wisconsin Public Service
Withlacoochee River Electric Cooperative
WorldNet Telecommunications Inc
Xcel Energy
York County Natural Gas Authority
York Electric Cooperative Inc

SCHEDULE 1(s)

Major Vendors

3M Company
ACR Electronics
Cass Information Systems
East Penn Manufacturing
Energys Energy Products Inc
Garmin Communications & Navigation
Google, LLC
International Paint dba Interlux Paint
Lippert Components Manufacturing
Marinco
Modern Recreational Tech
Navico, Inc.
Orion Safety Products
Paypool LLC
Raymarine, Inc.
Sierra International LLC
Starbrite
Triumphpay
Virtual Supply Inc
Xylem Inc

SCHEDULE 1(t)
Potential Sale Process Counterparties

[Confidential]

SCHEDULE 1(u)

Bankruptcy Judges and Staff and U.S. Trustee Office Personnel

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Amanda Hrycak
Cacia Batts
Claire Brady
Danielle Gadson
Demitra Yeager
Jill Walker
Laura Haney
Laurie Capp
Lora Johnson
Marquietta Lopez
Nickita Barksdale
Nikki Washington
Paula Subda
Stephen Grant
Rachel Bello
Xavier Hurt
Chief Judge Karen B. Owens
Judge Brendan L. Shannon
Judge Craig T. Goldblatt
Judge J. Kate Stickles
Judge Laurie Selber Silverstein
Judge Mary F. Walrath
Judge Thomas M. Horan
Andrew R. Vara
Benjamin Hackman
Christine Green
Diane Giordano
Dion Wynn
Edith A. Serrano
Elizabeth Thomas
Fang Bu
Hannah M. Mccollum
Hawa Konde
Holly Dice
James R. O'Malley
Jane Leamy
Jonathan Lipshie
Jonathan Nyaku
Joseph McMahon
Lauren Attix

Linda Casey
Michael Girello
Nyanquoi Jones
Richard Schepacarter
Rosa Sierra-Fox
Shakima L. Dortch

SCHEDULE 2**DISCLOSURES TO KELLEY DRYE'S RETENTION APPLICATION**

Kelley Drye currently represents or has represented the following creditors, parties-in-interest and/or their affiliates in the three years prior to the Petition Date on various matters wholly unrelated to the Debtors. In each of the three years prior to the Petition Date, such matters have accounted for the percentage indicated below of Kelley Drye's collected revenue.

Party	Relationship to Kelley Drye	Years of Representation	2025 % of Revenue Collected	2024 % of Revenue Collected	2023 % of Revenue Collected
Arent Fox LLP	Current Client	2017 – Present	0.01%	0.00%	0.01%
Banco Popular	Affiliate of Current Client	2024 – Present	0.00%	0.01%	0.00%
Block in Ballard II, LLC	Affiliate of Current Client	2008 – Present	0.26%	0.15%	0.38%
Brixmor Naples SC, LLC	Affiliate of Current Client	2025 – Present	0.03%	0.00%	0.00%
Capital One Bank N.A.	Former Client	2021 - 2023	0.00%	0.00%	0.00%
City of Chicago	Affiliate of Current Client	2022 - Present	0.001%	0.032%	0.00%
City of Pensacola	Former Client	2021 – 2026	0.00%	0.00%	0.00%
CL Roosevelt Plaza FL, LLC	Affiliate of Current Client	2024 – Present	0.02%	0.00%	0.00%
DoorDash Essentials, LLC.	Affiliate of Current Client	2025-Present	0.00%	0.00%	0.00%
Florida Keys Aqueduct Authority	Current Client	2020-Present	0.00%	0.00%	0.00%
Frontier Communications	Former Client	2013 – 2024	0.00%	0.01%	0.00%

Party	Relationship to Kelley Drye	Years of Representation	2025 % of Revenue Collected	2024 % of Revenue Collected	2023 % of Revenue Collected
JP Morgan Chase (Formerly Bank One)	Current Client	2002 – Present	0.13%	0.12%	0.25%
Key Energy Services, LLC	Current Client	2015 – Present	0.00%	0.01%	0.05%
Liberty Mutual Insurance Company	Affiliate of Current Client	2026 – Present	0.00%	0.00%	0.00%
National Grid	Current Client	2013-Present	0.10%	0.12%	0.16%
Navico, Inc.	Former Client	2024-2026	0.00%	0.00%	0.00%
Oaktree Capital Management, L.P.	Affiliate of Former Client	2024-2025	0.00%	0.01%	0.02%
Pure Fishing, Inc.	Current Client	2025-Present	0.00%	0.00%	0.00%
Realty Income Corporation	Current Client	2010-Present	0.39%	0.12%	0.22%
Sound Point Capital Management, LP	Former Client	2022-2025	0.03%	0.00%	0.00%
The Harry & Jeanette Weinberg Foundation	Current Client	2024-Present	0.00%	0.01%	0.00%
UB Dockside, LLC	Affiliate of Current Client	2008-Present	0.26%	0.15%	0.38%
VEREIT Real Estate GP, LLC	Affiliate of Current Client	2025-Present	0.39%	0.12%	0.22%
Verizon Wireless	Current Client	2025-Present	0.00%	0.01%	0.00%

Party	Relationship to Kelley Drye	Years of Representation	2025 % of Revenue Collected	2024 % of Revenue Collected	2023 % of Revenue Collected
WE Energies	Current Client	2025-Present	0.02%	0.00%	0.00%
Wells Fargo Bank, N.A.	Current Client	2021-Present	0.00%	0.00%	0.03%
Wilmington Savings Fund Society, FSB	Former Client	2014-2025	0.01%	0.00%	0.00%
Yamaha Motor Corporation	Former Client	2009-2024	0.00%	0.002%	0.00%

EXHIBIT C

DECLARATION OF DYLAN FEHL

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

In re:

WEST MARINE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 26-10794 (KBO)

(Jointly Administered)

DECLARATION OF DYLAN FEHL

I, Dylan Fehl, hereby declare that the following statements are true and correct to the best of my knowledge after due inquiry as described herein.

1. I am over the age of 21 and I am a representative of Garmin USA, Inc. (“Garmin”). Garmin serves as the Chairperson of the Committee. I am competent to make this declaration in support of the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment of Kelley Drye & Warren LLP as Lead Counsel Effective as of June 1, 2026* (the “Application”) filed contemporaneously herewith.²

2. This declaration is provided pursuant to ¶ D.2 of 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 “Appendix B Guidelines”), which “apply to the U.S. Trustee’s review of applications for compensation filed by attorneys in larger chapter 11 cases,” and are intended as an update to the original *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330* adopted by the

¹ The Debtors in these chapter 11 cases are: West Marine, Inc.; Marine One Holdco, LLC; Marine One Parent, Inc.; Rising Tide Holdings Inc.; Rising Tide Parent Inc.; Seascapes, Inc.; W Marine Management Company, Inc.; and West Marine Products, Inc.

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

Executive Office for the United States Trustee (“EOUST”) in 1996. I am informed by counsel that the Appendix B Guidelines request that any application for employment of an attorney under 11 U.S.C. §§ 327 and 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 non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, then 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 procedure for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside general 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.

A. Identity of the Declarant

3. On May 29, 2026, Garmin was appointed to the Committee,³ and was subsequently elected the Chairperson of the Committee. Under the Bylaws of the Official Committee of Unsecured Creditors, the Chairperson of the Committee, by and through its representatives, has the authority to sign documents on behalf of, and to bind, the Committee as appropriate, to implement decisions of the Committee made in accordance with the bylaws.

³ Docket No. 103.

4. Garmin was involved in the Committee's decision to retain Kelley Drye on June 1, 2026 as the Committee's lead counsel in these chapter 11 cases, and participated in negotiating the terms of Kelley Drye's employment together with the other members of the Committee.

B. Steps Taken to Ensure Comparability of Engagement Terms

5. I have confirmed with Kelley Drye that, while Kelley Drye's billing rates vary from attorney to attorney based on such facts as the attorney's seniority and position with the firm (*e.g.*, partner, counsel, or associate), years of experience, and the demand for services in the attorney's particular area of expertise, their billing rates do not vary as a function of whether the services performed relate to a bankruptcy engagement or a non-bankruptcy engagement.

6. The Committee has been informed that Kelley Drye endeavors to set the hourly rates for its attorneys and paraprofessionals at levels competitive to those charged by firms with which it competes.

C. Number of Firms Interviewed

7. Kelley Drye was one of four firms to interview for the engagement. In connection with Kelley Drye's interview, the Committee evaluated the breadth of Kelley Drye's experience and particular areas of expertise, the firms' prior history of representing committees in chapter 11 cases, and the attorneys to be assigned to this matter.

D. Other Circumstances Warranting Retention of Kelley Drye

8. The Committee has determined that Kelley Drye's attorneys' billing rates are set each year to ensure that their rates are in line with or lower than the billing rates of other comparably skilled professionals at law firms in Kelley Drye's peer group. This, coupled with

Kelley Drye's previous experience as committee counsel in numerous chapter 11 cases, makes Kelley Drye the appropriate choice for lead Committee counsel in these chapter 11 cases.

E. Procedures Established to Supervise Fees and Expenses and Manage Costs

9. I understand that Kelley Drye's fees and expenses (i) will be subject to review, comment and objection (if warranted), and Court approval; and (ii) will be subject to the periodic review on an interim and final basis during the course of these chapter 11 cases by the United States Trustee (the "U.S. Trustee") and the Debtors, as well as by the Committee.

10. During these chapter 11 cases, the Committee will monitor Kelley Drye's interim fee applications to ensure that the fees and expenses requested therein are reasonable in nature and correspond to necessary or beneficial services rendered on behalf of the Committee. Kelley Drye may amend and supplement its budget and staffing plan as the cases develop to reflect changed circumstances or unanticipated developments and will alert the Committee to those changed circumstances and unanticipated developments in a timely fashion. To the extent the Committee has an objection to the fees and expenses requested by Kelley Drye in any interim fee statement that cannot be resolved to the Committee's satisfaction informally, Kelley Drye has informed me that they will file a notice of objection on the Committee's behalf. In so doing, I understand that Kelley Drye reserves all rights to contest any such objection raised to the allowance or payment of its requested fees and expenses, and the Committee reserves the right to retain conflicts counsel to prosecute any such objection to the extent it cannot be resolved informally by the parties.

11. Nothing contained herein is intended to limit Kelley Drye's ability to request allowance and payment of fees and expenses pursuant to sections 330 and 331 of the Bankruptcy Code, nor to restrict Kelley Drye's right to defend any objection raised to the

allowance or payment of such fees. Moreover, nothing herein is intended to restrict the Committee's right to retain conflicts counsel to prosecute any such fee objection to the extent the objection is not resolved informally by the parties or is raised by another party in interest, such as the U.S. Trustee.

F. Other Matters

12. Kelley Drye's hourly rates are subject to annual adjustments in January of each year to reflect economic and other conditions. I have been advised by counsel that, pursuant to ABA Formal Ethics Opinion 11-458, "periodic, incremental increases in a lawyer's regular hourly billing rates are generally permissible if such practice is communicated clearly to and accepted by the client at the commencement of the client-lawyer relationship and any periodic increases are reasonable under the circumstances." I have also been specifically advised by counsel that, pursuant to ABA Formal Ethics Opinion 11-458, "the client need not agree to pay the modified fee to have the lawyer continue the representation." Kelley Drye disclosed to the Committee its rates in effect as of January 1, 2026. To the extent Kelley Drye seeks to make any adjustments to its rate structure, the Committee expressly reserves the right to reject any such modification.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on June 24, 2026



Dylan Fehl

CERTIFICATE OF SERVICE

I, Sarah R. Gladieux, do hereby certify that on June 24, 2026, a copy of the foregoing **Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment of Kelley Drye & Warren LLP as Lead Counsel Effective as of June 1, 2026** was served on the parties listed on the attached service list via email.

/s/ Sarah R. Gladieux
Sarah R. Gladieux (No. 7404)

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