

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

In re:

WW NORTH AMERICA HOLDINGS, LLC,¹

Reorganized Debtor.

Chapter 11

Case No. 25-10828 (CTG)

Objection Deadline:

August 12, 2025 at 4:00 p.m. (ET)

Hearing Date:

September 23, 2025 at 3:00 p.m. (ET)

**REORGANIZED DEBTOR’S MOTION FOR ENTRY OF AN ORDER
AND FINAL DECREE (I) CLOSING THE CHAPTER 11 CASE OF WW
NORTH AMERICA HOLDINGS, LLC; (II) TERMINATING CLAIMS
AND NOTICING SERVICES; AND (III) GRANTING RELATED RELIEF**

The reorganized debtor in the above-captioned case (the “Reorganized Debtor”) respectfully submits this motion (this “Motion”) for entry of a final decree, substantially in the form attached hereto as **Exhibit A** (the “Proposed Final Decree”), pursuant to sections 105(a) and 350(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3022-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), (i) closing the chapter 11 case of the Reorganized Debtor (the “Chapter 11 Case”); (ii) terminating the claims and noticing services provided by Kroll Restructuring

¹ The Reorganized Debtor in this Chapter 11 Case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is: WW North America Holdings, LLC (6141). The Reorganized Debtor’s mailing address for purposes of this Chapter 11 Case is 18 West 18th Street, 7th Floor, New York, New York 10011. References herein to the “Debtors” include WW North America Holdings, LLC and the following debtors prior to the effective date of the *First Amended Joint Prepackaged Plan of Reorganization of WW International, Inc. and Its Debtor Affiliates* (as may be amended, modified, or supplemented from time to time, the “Plan”), whose bankruptcy cases have been closed prior to the date hereof, along with the last four digits of their respective federal tax identification numbers: WW International, Inc. (0273); WW Canada Holdco, Inc. (5680); WW.com, LLC (4196); W Holdco, Inc. (4087); WW Health Solutions, Inc. (3859); Weekend Health, Inc. (6812); and WW NewCo, Inc. (N/A). All motions and contested matters that remained open as of the closing of such chapter 11 cases, or that are opened after the date thereof, are administered in the remaining Chapter 11 Case of WW North America Holdings, LLC.

Administration LLC (“Kroll”); and (iii) granting related relief. In support of this Motion, the Reorganized Debtor respectfully represents as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter 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. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Reorganized Debtor confirms its consent pursuant to Local Rule 9013-1(f) to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief requested herein are sections 105(a) and 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1.

BACKGROUND

3. On May 6, 2025 (the “Petition Date”), the Debtors commenced voluntary cases (collectively, with the Chapter 11 Case, the “Chapter 11 Cases”) under chapter 11 of the Bankruptcy Code. The Debtors were authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. No official committee has been appointed in the Chapter 11 Cases and no request has been made for the appointment of a trustee or examiner.

5. On the Petition Date, the Debtors filed (i) the Plan;² (ii) the *Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code With Respect to Joint Plan of Reorganization of WW International, Inc. and Its Debtor Affiliates* [Docket No. 17] (the “Disclosure Statement”), and (iii) a motion [Docket No. 16] (the “Solicitation Procedures Motion”) seeking, among other things, (a) conditional approval of the Disclosure Statement; (b) approval of the solicitation and notice procedures; and (c) a hearing to consider final approval of the Disclosure Statement and confirmation of the Plan.

6. On May 8, 2025, the Court entered an order approving the Solicitation Procedures Motion [Docket No. 73], thereby scheduling a hearing to consider final approval of the Disclosure Statement and confirmation of the Plan on June 17, 2025.

7. On May 30, 2025, the Court entered an order [Docket No. 64] (the “Kroll Retention Order”) authorizing the retention of Kroll as the Debtors’ claims and noticing agent to provide the services set forth in the Kroll Retention Order.

8. On June 17, 2025, the Court entered an order [Docket No. 177] (the “Confirmation Order”) confirming the Plan attached as Exhibit A to the Confirmation Order³ and approving the adequacy of the information contained in the Disclosure Statement on a final basis. The Effective Date of the Plan occurred on June 24, 2025 [Docket No. 184], and the Debtors emerged from the Chapter 11 Cases as Reorganized Debtors.

9. On June 25, 2025, the Court entered an order [Docket No. 186] closing each of the Chapter 11 Cases besides the Reorganized Debtor’s Chapter 11 Case.

² Capitalized terms used but not otherwise defined herein shall have the meaning given to such terms in the Plan.

³ The Plan was amended on May 30, 2025 [Docket No. 143].

10. The Reorganized Debtor will pay to the Office of the United States Trustee (the “U.S. Trustee”) any and all quarterly fees that are or become due and payable pursuant to 28 U.S.C. § 1930(a)(6) and will file any outstanding post-confirmation reports in accordance with Article II.D of the Plan.

11. Pursuant to Local Rule 3022-1(a)(ii), attached hereto as **Exhibit B** is the verified final report (the “Verified Final Report”). Subject to the Court’s review and approval of the Verified Final Report, the Court’s role in the administration of the Chapter 11 Case will be complete.

RELIEF REQUESTED

12. By this Motion, the Reorganized Debtors request entry of the Proposed Final Decree: (i) closing the Chapter 11 Case; (ii) terminating the claims and noticing services provided by Kroll; and (iii) granting related relief.

BASIS FOR RELIEF

A. The Chapter 11 Case Has Been Fully Administered

13. After an estate is fully administered, the Court, on its own motion or on motion of a party-in-interest, must grant a final decree closing the chapter 11 case. See 11 U.S.C. § 350(a); see also Fed. R. Bankr. P. 3022 (“After the estate is fully administered in a chapter 11 case, the court must, on its own or on a party in interest’s motion, enter a final decree closing the case.”); Del. Bankr. L.R. 3022-1(a) (“A motion for final decree must include a proposed final decree order that orders the closing of the case and identifies in the caption and in the body of the order the case name and case number of each case to be closed under the order.”).

14. Although “fully administered” is not defined in the Bankruptcy Code, courts frequently have considered the following non-exclusive factors set forth in the Advisory

Committee's Note to Bankruptcy Rule 3022 in determining whether a case has been fully administered: (1) whether the order confirming the plan has become final; (2) whether deposits required by the plan have been distributed; (3) whether the property proposed by the plan to be transferred has been transferred; (4) whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan; (5) whether payments under the plan have commenced; and (6) whether all motions, contested matters, and adversary proceedings have been finally resolved.

15. Courts in this District and others have adopted the view that these factors are a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed. See In re SS Body Armor I, Inc., No. 10-11255 (CSS), 2021 WL 2315177, at *9 (Bankr. D. Del. June 7, 2021) (discussing and applying six factors listed in the Committee Note); In re SLI, Inc., Case No. 02-12608 (WS), 2005 WL 1668396, at *2 (Bankr. D. Del. June 24, 2005); see also In re Omega Optical, Inc., 476 B.R. 157, 167 (Bankr. E.D. Pa. 2012); In re Ginko Assocs., L.P., No. 05-19436 (BF), 2009 WL 2916917, at *2 (Bankr. E.D. Pa. June 25, 2009); In re Kliegl Bros. Universal Elec. Stage Lightning Co., Inc., 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999) ("The factors set forth in the [Committee] Note are plainly an aid or checklist that serves to insure that there is no unfinished business before the Court or in the case.").

16. The foregoing factors weigh strongly in favor of entry of the Proposed Final Decree closing the Chapter 11 Case. Among other things: (i) the Confirmation Order has become final and non-appealable; (ii) the Effective Date has occurred; (iii) the Restructuring Transactions under the Plan have been completed; (iii) General Unsecured Claims were Unimpaired and are being paid and reconciled in the ordinary course of business; (iv) all anticipated motions and outstanding

matters have been resolved;⁴ and (v) the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code.

17. In addition, all expenses arising from the administration of the Chapter 11 Case, including Court fees, U.S. Trustee Fees, and professional fees and expenses, have been paid or will be paid in the amounts due as soon as reasonably practicable after the closure of the Chapter 11 Case, and the Reorganized Debtor will complete all remaining quarterly reports within thirty (30) days of the Chapter 11 Case being closed.

18. Accordingly, the Reorganized Debtor submits that there is ample justification for entry of a final decree closing the Chapter 11 Case, and requests that the Court enter the Proposed Final Decree.

B. Terminating Claims and Noticing Services

19. The Reorganized Debtor also requests entry of an order terminating the claims and noticing services (the “Claims and Noticing Services”) provided by Kroll. Upon termination of the Claims and Noticing Services, and except as otherwise provided herein, Kroll shall have no further obligations to the Court, the Reorganized Debtor, or any other party in interest with respect to the Claims and Noticing Services.

20. In accordance with Local Rule 2002-1(e)(ix), within twenty-eight (28) days of entry of the Proposed Final Decree, Kroll will (i) forward to the Clerk of the Court an electronic version of all imaged proofs of claim, (ii) upload the creditor matrix into CM/ECF, and (iii) file a final claims register containing claims asserted in all of the Chapter 11 Cases on the docket of the Reorganized Debtor’s Chapter 11 Case.

⁴ The only outstanding matters in the Chapter 11 Case are the Debtors’ professionals’ requests for payment of final compensation for services rendered and reimbursement of expenses, which were filed substantially contemporaneously herewith.

NOTICE

21. Notice of this Motion of this Motion has been or will be provided to: (i) the U.S. Trustee; (ii) the Office of the United States Attorney for the District of Delaware; (iii) the Internal Revenue Service; (iv) the United States Securities and Exchange Commission; (v) counsel to the Ad Hoc Group; (vi) counsel to the Agents; (vii) those creditors holding the thirty (30) largest unsecured claims against the Debtors' estates (on a consolidated basis); and (viii) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

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WHEREFORE, the Reorganized Debtor requests entry of the Proposed Final Decree, substantially in the form attached hereto as **Exhibit A**: (i) closing the Chapter 11 Case; (ii) terminating the Claims and Noticing Services provided by Kroll; and (iii) granting related relief.

Dated: July 29, 2025
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

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Co-Counsel to the Reorganized Debtor

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

In re:

WW NORTH AMERICA HOLDINGS, LLC,¹

Reorganized Debtor.

Chapter 11

Case No. 25-10828 (CTG)

Objection Deadline:

August 12, 2025 at 4:00 p.m. (ET)

Hearing Date:

September 23, 2025 at 3:00 p.m. (ET)

NOTICE OF MOTION

PLEASE TAKE NOTICE that the reorganized debtor in the above-captioned case (the “Reorganized Debtor”) filed the *Reorganized Debtor’s Motion for Entry of an Order and Final Decree (I) Closing the Chapter 11 Case of WW North America Holdings, LLC; (II) Terminating Claims and Noticing Services; and (III) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that any objections to the Motion must be filed on or before **August 12, 2025 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Court, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned co-counsel to the Reorganized Debtor so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE MOTION WILL BE HELD ON SEPTEMBER 23, 2025 AT 3:00 P.M. (ET) BEFORE THE HONORABLE CRAIG T. GOLDBLATT, UNITED STATES BANKRUPTCY COURT JUDGE FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 3RD FLOOR, COURTROOM NO. 7, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

¹ The Reorganized Debtor in this chapter 11 case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is: WW North America Holdings, LLC (6141). The Reorganized Debtor’s mailing address for purposes of this case is 18 West 18th Street, 7th Floor, New York, New York 10011. The chapter 11 cases of the Reorganized Debtor’s affiliates, WW International, Inc. (0273); WW Canada Holdco, Inc. (5680); WW.com, LLC (4196); W Holdco, Inc. (4087); WW Health Solutions, Inc. (3859); Weekend Health, Inc. (6812); and WW NewCo, Inc. (N/A), were closed. All motions and contested matters that remained open as of the closing of such cases, or that are opened after the date thereof, are administered in the remaining chapter 11 case of WW North America Holdings, LLC.

Dated: July 29, 2025
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Shella Borovinskaya

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Co-Counsel to the Reorganized Debtor

EXHIBIT A

Proposed Final Decree

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

In re:

WW NORTH AMERICA HOLDINGS, LLC,¹

Reorganized Debtor.

Chapter 11

Case No. 25-10828 (CTG)

Ref Docket No. ____

**ORDER AND FINAL DECREE (I) CLOSING THE CHAPTER 11 CASE OF WW
NORTH AMERICA HOLDINGS, LLC; (II) TERMINATING CLAIMS AND
NOTICING SERVICES; AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the Reorganized Debtor for entry of a final decree (this “Final Decree”) (i) closing the Chapter 11 Case; (ii) terminating the Claims and Noticing Services of Kroll; and (iii) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a Final Decree consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that notice of and opportunity for a hearing on the Motion were appropriate and no other or further notice need be provided; and this Court having reviewed the Motion; and

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

this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Chapter 11 Case of WW North America Holdings, LLC (Case No. 25- 10828) (CTG) is hereby closed, effective as of the entry of this Final Decree.
3. Entry of this Final Decree is without prejudice to the rights of the Reorganized Debtor, the U.S. Trustee, or any other party in interest to seek to reopen the Chapter 11 Case.
4. Within thirty (30) days of entry of this Final Decree, the Reorganized Debtor shall (i) file with this Court and provide to the U.S. Trustee all outstanding post-confirmation reports, and (ii) pay all fees due and payable pursuant to 28 U.S.C. § 1930, if any.
5. The Clerk of the Court shall enter this Final Decree on the docket of the Chapter 11 Case and, thereafter, such docket shall be marked as “Closed.”
6. The Claims and Noticing Services provided by Kroll are terminated in accordance with the Motion upon the completion of the services listed in paragraph 7 below. Thereafter, Kroll shall have no further obligations to this Court, the Reorganized Debtor, or any other party in interest with respect to the Claims and Noticing Services.
7. Pursuant to Local Rule 2002-1(e)(ix), within twenty-eight (28) days of the entry of this Final Decree, Kroll shall: (a) forward to the Clerk of the Court an electronic version of all imaged proofs of claim; (b) upload the creditor matrix into CM/ECF; and (c) file a final claims register containing claims asserted in all of the Chapter 11 Cases, if any, on the docket of the Reorganized Debtor’s Chapter 11 Case.

8. If Kroll receives any mail regarding the Reorganized Debtors or the Reorganized Debtors' estates after entry of this Final Decree, Kroll shall collect and forward such mail to the Reorganized Debtors as soon as is practicable.

9. The Reorganized Debtor and Kroll are authorized to take all actions that may be necessary to undertake the relief granted in this Final Decree.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Final Decree.

11. Notwithstanding anything to the contrary, the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

EXHIBIT B

Verified Final Report

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

In re:

WW NORTH AMERICA HOLDINGS, LLC,¹

Reorganized Debtor.

Chapter 11

Case No. 25-10828 (CTG)

VERIFIED FINAL REPORT

Pursuant to Rule 3022-1(a)(ii) of the Local Rules of the United States Bankruptcy Court for the District of Delaware, the following is a final report regarding the Chapter 11 Cases:

1. Contemporaneously herewith, the Reorganized Debtor filed the *Reorganized Debtor's Motion for Entry of an Order and Final Decree (I) Closing the Chapter 11 Case of WW North America Holdings, LLC; (II) Terminating Claims and Noticing Services; and (III) Granting Related Relief* (the "Motion")² seeking to close the Chapter 11 Case of WW North America Holdings, LLC, Case No. 25-10828 (CTG).

2. The Debtors and their estates incurred the following professional fees and expenses in administering the Chapter 11 Cases:³

¹ The Reorganized Debtor in this Chapter 11 Case, along with the last four digits of the Reorganized Debtor's federal tax identification number, is: WW North America Holdings, LLC (6141). The Reorganized Debtor's mailing address for purposes of this case is 18 West 18th Street, 7th Floor, New York, New York 10011. The chapter 11 cases of the Reorganized Debtor's affiliates, WW International, Inc. (0273); WW Canada Holdco, Inc. (5680); WW.com, LLC (4196); W Holdco, Inc. (4087); WW Health Solutions, Inc. (3859); Weekend Health, Inc. (6812); and WW NewCo, Inc. (N/A), were closed. All motions and contested matters that remained open as of the closing of such cases, or that are opened after the date thereof, are administered in the remaining chapter 11 case of WW North America Holdings, LLC.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

³ The professionals retained in the Chapter 11 Cases have filed their final fee applications substantially contemporaneously with the filing of the Motion.

PROFESSIONAL	FEES	EXPENSES
Simpson Thacher & Bartlett LLP <i>Counsel to the Debtors</i>	\$4,309,777.35	\$4,714.08
Young Conaway Stargatt & Taylor, LLP <i>Counsel to the Debtors</i>	\$447,103.50	\$3,108.37
Alvarez & Marsal North America, LLC <i>Restructuring Advisor to the Debtors</i>	\$761,672.50	\$97.27
PJT Partners LP <i>Investment Banker to the Debtors</i>	\$13,454,274.19 ⁴	\$0.00
Kroll Restructuring Administration LLC <i>Administrative Advisor to the Debtors</i>	\$96,062.40	\$0.00
KPMG LLP <i>Tax Advisor to the Debtors</i>	\$1,345,858.50	\$0.00
PricewaterhouseCoopers LLP <i>Audit Services Provider to the Debtors</i>	\$790,645.80	\$0.00
Ernst & Young LLP <i>Valuation Advisor to the Debtors</i>	\$640,645.00	\$1,767.75

3. The Reorganized Debtor will pay U.S. Trustee fees for the third quarter of 2025, as provided for in the Motion and the Plan, after its final post-confirmation report is filed. All allowed expenses arising from the administration of the Chapter 11 Cases, including, without limitation, all U.S. Trustee Fees due and owing to the U.S. Trustee pursuant to 28 U.S.C. § 1930(a)(6) prior to the date hereof, have been or will be paid when due.

⁴ PJT Partners LP requests \$13,282,500.00 in its first and final fee application, which reflects the application of certain credits as set forth therein.

4. No trustee or examiner was appointed in the Chapter 11 Cases. As a result, no fees were incurred for a trustee or examiner or their professionals.

5. The Plan has been substantially consummated and all distributions that were required to be made pursuant to the Plan have been made.

6. There are no pending adversary proceedings or contested matters in the Chapter 11 Cases.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on July 29, 2025

/s/ Felicia DellaFortuna

Felicia DellaFortuna
Chief Financial Officer