

**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 Nos. 39, 40, 41, 42, 43, 44, 45 & 46

**CERTIFICATION OF COUNSEL REGARDING
OMNIBUS ORDER APPROVING FINAL FEE APPLICATIONS**

The professionals (collectively, the “Professionals”) retained in the chapter 11 cases of WW North America Holdings, LLC (the “Reorganized Debtor”) and its affiliates (collectively, with the Reorganized Debtor, the “Reorganized Debtors”) have filed their respective applications for final allowance of compensation and reimbursement of expenses [Docket Nos. 39, 40, 41, 42, 43, 44, 45 & 46] (collectively, the “Final Fee Applications”).

Objections to the Final Fee Applications, if any, were required to be filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) and served on the Reorganized Debtors and the applicable Professional on or by 4:00 p.m. (ET) on August 28, 2025 (the “Objection Deadline”), and a hearing to consider the Final Fee Applications is scheduled to be held on September 23, 2025 at 3:00 p.m. (ET).

Prior to the Objection Deadline, certain of the Professionals received comments to the Final Fee Applications from the Office of the United States Trustee (the “U.S. Trustee”), which were resolved through voluntary fee reductions. Accordingly, the Reorganized Debtor’s undersigned

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.

counsel hereby submits a proposed form of order, a copy of which is attached hereto as **Exhibit 1** (the “**Proposed Order**”), approving the Final Fee Applications on the terms set forth therein. The Reorganized Debtor’s undersigned counsel has circulated the Proposed Order to the U.S. Trustee and the Professionals, who do not object to its entry.

WHEREFORE, the Reorganized Debtor respectfully requests that the Court enter the Proposed Order, attached hereto as **Exhibit 1**, at its earliest convenience without further notice or hearing.

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Dated: August 29, 2025
Wilmington, Delaware

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Co-Counsel to the Reorganized Debtor

EXHIBIT 1

Proposed Order

**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 Nos. 39, 40, 41, 42, 43, 44, 45 & 46

OMNIBUS ORDER APPROVING FINAL FEE APPLICATIONS

Upon consideration of the final fee applications [Docket Nos. 39, 40, 41, 42, 43, 44, 45 & 46] (collectively, the “Fee Applications”) filed by the professionals (collectively, the “Professionals”) retained in the chapter 11 cases of WW North America Holdings, LLC (the “Reorganized Debtor”) and its affiliated debtors (collectively, with the Reorganized Debtor, the “Reorganized Debtors”), for allowance of compensation and reimbursement of expenses, on a final basis, for the period from May 6, 2025, through and including June 24, 2025; and it appearing to this Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the expenses incurred were reasonable and necessary; and that notice of the Fee Applications was appropriate; and after due deliberation and sufficient good cause appearing therefor;

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IT IS HEREBY ORDERED THAT:

1. The Fee Applications are APPROVED, on a final basis, in the amounts set forth on **Exhibit 1** attached hereto.
2. The Professionals are granted final allowance of compensation in the amounts set forth on **Exhibit 1** attached hereto.
3. The Professionals are granted, on final basis, reimbursement of expenses in the amounts set forth on **Exhibit 1** attached hereto.
4. The Professionals are authorized to apply any prepetition retainers or overpayments, or both, against the final fee amounts set forth in their respective Fee Application, as applicable, and against any post-effective date fees.
5. The Reorganized Debtors are authorized and directed, as provided herein and in the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Adequacy of the Disclosure Statement and the Prepetition Solicitation Procedures and (II) Confirming the First Amended Joint Prepackaged Plan of Reorganization of WW International, Inc. and Its Debtor Affiliates* [Docket No. 177] (the “Confirmation Order”), to remit, or cause to be remitted, including, as applicable, through the release of funds in the Professional Fee Escrow Account (as defined in the Confirmation Order), payment in the amounts set forth on **Exhibit 1** attached hereto, less any and all amounts previously paid on account of such fees and expenses.
6. This Order shall be deemed a separate order for each of the Professionals, and the appeal of any order with respect to any of the Professionals shall have no effect on the authorized fees and expenses of any of the other Professionals.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

EXHIBIT 1

Name of Applicant	Date and Docket No. of Fee Application	Amount of Fees Approved on a Final Basis	Amount of Expenses Approved on a Final Basis
Simpson Thacher & Bartlett LLP (“ <u>STB</u> ”) Co-Counsel for the Debtors 5/6/25 – 6/24/25	7/29/25 D.I. 39	\$4,296,730.50 ¹	\$4,714.08
Young Conaway Stargatt & Taylor, LLP Co-Counsel for the Debtors 5/6/25 – 6/24/25	7/29/25 D.I. 40	\$447,103.50	\$3,108.37
Alvarez & Marsal North America, LLC Restructuring Advisors for the Debtors 5/6/25 – 6/24/25	7/29/25 D.I. 41	\$761,672.50	\$97.27
Ernst & Young LLP Accounting Valuation and Tax Services Provider for the Debtors 5/6/25 – 6/24/25	7/29/25 D.I. 42	\$640,645.00	\$1,767.75
KPMG LLP Tax Compliance, Tax Provision, and Tax Consulting Services Provider for the Debtors 5/6/25 – 6/24/25	7/29/25 D.I. 43	\$1,345,858.50	\$0.00

¹ To address comments from the Office of the United States Trustee, STB has reduced its fees by \$13,046.85, resulting in a reduction in fees from \$4,309,777.35 to \$4,296,730.50.

Name of Applicant	Date and Docket No. of Fee Application	Amount of Fees Approved on a Final Basis	Amount of Expenses Approved on a Final Basis
Kroll Restructuring Administration LLC Administrative Advisor for the Debtors 5/6/25 – 6/24/25	7/29/25 D.I. 44	\$96,062.40	\$0.00
PJT Partners LP Investment Banker for the Debtors 5/6/25 – 6/24/25	7/29/25 D.I. 45	\$13,454,274.19	\$0.00
PricewaterhouseCoopers LLP Audit Service Provider for the Debtors 5/6/25 – 6/24/25	7/29/25 D.I. 46	\$790,645.80	\$0.00