

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

In re:

WW INTERNATIONAL, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10829 (CTG)

(Jointly Administered)

Ref. Docket No. 95

**ORDER AUTHORIZING (A) THE DEBTORS
TO RETAIN, EMPLOY, AND COMPENSATE CERTAIN
PROFESSIONALS UTILIZED BY THE DEBTORS IN THE ORDINARY
COURSE OF BUSINESS EFFECTIVE AS OF THE PETITION DATE AND
(B) WAIVING CERTAIN INFORMATION REQUIREMENTS OF LOCAL RULE 2016-1**

Upon consideration of the motion (the “Motion”)² of the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) for the entry of an order (this “Order”), pursuant to sections 105(a), 327, 328, 330, and 331 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, (a) authorizing the Debtors to (i) retain and employ the Ordinary Course Professionals on an “as needed” basis, without the submission of employment applications for each Ordinary Course Professional, and (ii) establish procedures to compensate the Ordinary Course Professionals for postpetition services rendered and expenses incurred by such Ordinary Course Professional, without the submission of fee applications for each Ordinary Course Professional, and (b) waiving certain information requirements of Local Rule 2016-1, at such time as they would be applicable, in connection therewith; and upon consideration

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their federal tax identification numbers, to the extent applicable, are WW International, Inc. (0273), WW North America Holdings, LLC (6141), 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). The Debtors’ headquarters is located at 675 Avenue of the Americas, 6th Floor, New York, NY 10010.

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

of the First Day Declaration; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required except as otherwise provided herein; and it appearing that this Court has jurisdiction to consider the Motion in accordance with 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; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interests of the Debtors, their estates, and their creditors; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Subject to the procedures set forth below, the Debtors are authorized, but not directed, to retain, effective as of the Petition Date, the professionals listed on **Exhibit 1** attached hereto (collectively, the “Ordinary Course Professionals”), without the need to file employment applications for each Ordinary Course Professional.
3. At least fourteen (14) days before submitting invoices to the Debtors, each Ordinary Course Professional shall file with this Court, and serve upon (i) WW International, Inc., 675 Avenue of the Americas, 6th Floor, New York, New York 10010, Attn: Jacqueline Cooke, Esq. (jacquie.cooke@ww.com); (ii) proposed co-counsel to the Debtors, (a) Simpson Thacher & Bartlett LLP, 425 Lexington Ave, New York, New York 10017, Attn: Elisha D. Graff, Esq. (egraff@stblaw.com), Moshe A. Fink, Esq. (moshe.fink@stblaw.com), Rachael L. Foust, Esq. (rachael.foust@stblaw.com), and Zachary J. Weiner, Esq. (zachary.weiner@stblaw.com); and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street,

Wilmington, Delaware 19801, Attn: Edmon L. Morton, Esq. (emorton@ycst.com), Sean M. Beach, Esq. (sbeach@ycst.com), Shella Borovinskaya, Esq. (sborovinskaya@ycst.com), and Carol E. Thompson, Esq. (cthompson@ycst.com); (iii) counsel to any official committee appointed in these Chapter 11 Cases; (iv) counsel to the Ad Hoc Group, (a) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166, Attn: Scott J. Greenberg, Esq. (sgreenberg@gibsondunn.com), Matthew J. Williams, Esq. (mjwilliams@gibsondunn.com), Jason Z. Goldstein, Esq. (jgoldstein@gibsondunn.com), and Tommy Scheffer, Esq. (tscheffer@gibsondunn.com); and (b) Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899, Attn: Laura Davis Jones, Esq. (ljones@pszjlaw.com); and (v) the U.S. Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Benjamin A. Hackman, Esq. (Benjamin.a.hackman@usdoj.gov); and (vi) counsel to any statutory committee appointed in these Chapter 11 Cases (collectively, the “Notice Parties”), a disclosure declaration of the proposed professional (the “Declaration”) in substantially the form attached hereto as **Exhibit 2**, which includes the following information: (a) a description of the effort(s) that were taken to search for connections with parties in interest and the results of such search; (b) a description of the proposed scope of services to be provided by such Ordinary Course Professional; (c) the rate(s) proposed to be charged for the services; (d) all information otherwise required to be disclosed pursuant to Bankruptcy Rule 2014; (e) whether the Ordinary Course Professional does not, in the ordinary course of business, maintain time records in tenth-of-an-hour increments and, if it does not, the time increments the Ordinary Course Professional does maintain in the ordinary course of business; and (f) to the extent that such Ordinary Course Professional was not providing services as of the Petition Date, the date on which such services began postpetition.

4. All parties in interest shall have fourteen (14) days after service of each Ordinary Course Professional's Declaration to object to the retention of such Ordinary Course Professional. Any objection shall be timely filed with this Court and served upon the relevant Ordinary Course Professional and the Notice Parties. If no timely objection is filed and served in respect of an Ordinary Course Professional, or if any objection is resolved or withdrawn, the Debtors shall be authorized to retain such Ordinary Course Professional on a final basis without further order of this Court effective as of the Petition Date. If any such objection is filed and cannot be resolved and/or withdrawn within twenty (20) days after service of such objection, this Court shall adjudicate the matter at a hearing scheduled by the Debtors. If, after a hearing, the retention of an Ordinary Course Professional is not approved, such professional may still apply to this Court for compensation for all work performed on behalf of the Debtors from the Petition Date through the date of an order denying such retention.

5. Absent further order of this Court, the Debtors may not make any payments to any Ordinary Course Professional unless and until such Ordinary Course Professional is authorized to be retained under the procedures set forth herein.

6. The Debtors are authorized, without the need for further hearing or order from this Court, to employ and retain professionals not currently listed on **Exhibit 1** hereto by filing with this Court, and serving on the other Notice Parties, a Supplemental Notice listing the name of such proposed additional Ordinary Course Professional, together with a brief description of the services to be rendered, and by otherwise complying with the terms of this Order, including, without limitation, the procedures set forth in paragraphs 3, 4, and 5 hereof. All parties in interest shall have fourteen (14) days after service of a Declaration to object to the retention of such professional. Any objection will be handled pursuant to the procedures set forth in paragraphs 3, 4, and 5 hereof.

If no objection to the retention of the Ordinary Course Professional is filed and served, or all objections are resolved and/or withdrawn, the Debtors shall be authorized to retain the professional as an Ordinary Course Professional on a final basis without further order of this Court effective as of the Petition Date.

7. The Debtors are authorized, but not directed, to pay to each Ordinary Course Professional, in the manner customarily made by the Debtors and without any application to this Court by any Ordinary Course Professional, one hundred percent (100%) of each such Ordinary Course Professional's fees and expenses so long as the fees and expenses for any particular Ordinary Course Professional do not exceed the cap amount (the "OCP Cap"). Specifically, the Ordinary Course Professionals listed on Exhibit 1 shall not exceed \$70,000 per month, on average, over a rolling three-month period. Each Ordinary Course Professional must submit reasonably detailed billing statements indicating the nature of the services rendered and expenses incurred, calculated in accordance with such professional's standard billing practices (without prejudice to the Debtors' normal right to dispute any such billing statements).

8. If an Ordinary Course Professional exceeds the OCP Cap, such Ordinary Course Professional shall be required to apply for approval by this Court of all such Ordinary Course Professional's fees and expenses for such month in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable procedures or orders of this Court, *provided, however*, that if an Ordinary Course Professional does not, in the ordinary course of business, maintain time records in tenth-of-an-hour increments and indicates that to be the case in its Declaration, and no party objects thereto or any such objection is resolved or withdrawn, the requirements of Local Rule 2016-1 shall be waived to permit said Ordinary Course Professional to submit time records in whatever time increments such professional ordinarily

maintains its time and setting forth, in summary format, a description of the services rendered and the professionals rendering such services on behalf of the Debtors.

9. Within thirty (30) days after the last day of each three-month period during these Chapter 11 Cases, the Debtors shall file with this Court and serve upon the Notice Parties a statement (the “OCP Statement”) that includes the following information for each Ordinary Course Professional: (a) the name of each Ordinary Course Professional; (b) the aggregate amounts paid per month as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the statement period; and (c) a brief statement of the type of services rendered. The first OCP Statement is due on August 31, 2025 for the period from the Petition Date through and including July 30, 2025. The Notice Parties shall file and serve on the Debtors and any applicable Ordinary Course Professional objections to the payments made to Ordinary Course Professionals within fourteen (14) calendar days following the filing of each OCP Statement. If an objection to the fees and/or expenses of an Ordinary Course Professional is timely filed and served, such fees and expenses shall be subject to review and approval by this Court pursuant to section 330 of the Bankruptcy Code. Any fees and expenses that are ultimately not allowed by this Court after resolution of such an objection shall be subject to disgorgement.

10. The Ordinary Course Professionals will not perform substantial services relating to bankruptcy matters or be involved in the administration of these Chapter 11 Cases, but rather will provide services in connection with the Debtors’ ongoing business operations and services ordinarily provided by non-bankruptcy professionals.

11. Nothing in the Motion or this Order waives or modifies the requirements of the Restructuring Support Agreement, including, without limitation, the consent and consultation rights contained therein.

12. Notwithstanding anything to the contrary contained herein, any payment to be made hereunder, and any authorization contained herein, shall be subject to any interim and final orders, as applicable, approving the use of such cash collateral and/or the Debtors' entry into any postpetition financing facilities or credit agreements, and any budgets in connection therewith governing any such postpetition financing and/or use of cash collateral (each such order, a "Cash Collateral Order"). To the extent there is any inconsistency between the terms of a Cash Collateral Order and any action taken or proposed to be taken hereunder, the terms of the Cash Collateral Order shall control.

13. The Debtors are authorized to take any and all actions necessary or appropriate to implement this Order.

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



Dated: May 30th, 2025
Wilmington, Delaware

CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

OCP List

<u>Ordinary Course Professional</u>	<u>Mailing Address</u>	<u>Services Provided</u>
AJ Park	Huddart Parker Building P.O. Box 949 Wellington, New Zealand	Trademark Counsel
Altum Partners, LLP	181 Metro Drive Suite 290 San Jose, CA 95110	Tax Services
Amabile & Erman, P.C.	1000 South Avenue Staten Island, NY 10314	Litigation Counsel
Copilevitz & Canter, LLC	310 W. 20th Street Suite 300 Kansas City, MO 64108	Legal Counsel
Dannemann Siemsen Advogados	Rua Santa Luzia 651-15 Andar Centro Rio De Janeiro 20030-041	Brazilian Tax Services
Deacons	5/F Alexandra House 18 Charter Road, Central Hong Kong	Trademark Counsel
Deloitte & Touche LLP	2200 Ross Avenue Suite 1600 Dallas, TX 75201	Audit Services
Foley & Lardner LLP	777 E. Wisconsin Avenue Milwaukee, WI 53202	FDA Compliance Counsel
Fragomen, Del Rey, Bernsen & Loewy LLP	75 Remittance Drive Suite 6072 Chicago, IL 60676-6072	Immigration Employment Counsel
Greenberg Traurig LLP	200 Park Avenue New York, NY 10166	Patent Counsel
Jackson Lewis LLP	666 Third Avenue 29th Floor New York, NY 10017	Litigation Counsel
Jennifer K Schecter PLLC	115 E. 86th Street Apt. 111 New York, NY 10028	Real Estate Counsel
Littler Mendelson P.C.	Scotia Plaza 40 King Street West Suite 3401 ON M5H 3Y2 CA	Labor Counsel
McDermott Will & Emery LLP	200 South Wacker Drive 40th Floor Chicago, IL 60606	Regulatory Counsel
Mcguirewoods LLP	800 East Canal Street Richmond, VA 23219	Virginia Corporate Counsel

Morgan Lewis & Bockius LLP	2222 Market Street Philadelphia, PA 19103 -and- 600 Anton Boulevard Suite 1800 Costa Mesa, CA 92626-7653	Litigation Counsel
Morrison & Foerster LLP	425 Market Street San Francisco CA 94105	Privacy and Patent Counsel
Olivares & Cia	Pedro Luis Orazon 17 Mexico DF, San Angel 01000	Trademark Counsel
Osborne Clarke	Nymphenburger Street 1 Munich, Bavaria 80335	Employment Counsel
Osler Hoskin & Harcourt LLP	1 First Canadian Place P.O. Box 50 Toronto, M5X1B8	Canadian Counsel
RSM US LLP	1001 Lakeside Avenue 200 North Point Tower Cleveland, OH 44114-1152	Valuation Services
Sheppard, Mullin, Richter & Hampton LLP	350 S. Grand Avenue 40th Floor Los Angeles, CA 90071	General Counsel
Swanson Martin & Bell LLP	330 N. Wabash Suite 3300 Chicago, IL 60611	Litigation Counsel

EXHIBIT 2

Declaration

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

In re:

WW INTERNATIONAL, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10829 (CTG)

(Jointly Administered)

Ref. Docket No. __

DISCLOSURE DECLARATION OF ORDINARY COURSE PROFESSIONAL

1. I, _____, hereby declare that the following is true to the best of my knowledge, information and belief:

2. I am a _____ of _____ (the “Firm”) which maintains offices at [address].

3. This declaration is submitted in connection with the order (the “OCP Order”)² of the United States Bankruptcy Court for the District of Delaware (the “Court”), dated _____, 2025, authorizing the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) to retain certain professionals in the ordinary course of business during the pendency of the Debtors’ chapter 11 cases (the “Chapter 11 Cases”).

4. The Firm [is / is not] a legal services firm.

5. The Firm has represented and advised the Debtors as _____ with respect to _____, since [insert date].

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their federal tax identification numbers, to the extent applicable, are WW International, Inc. (0273), WW North America Holdings, LLC (6141), 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). The Debtors’ headquarters is located at 675 Avenue of the Americas, 6th Floor, New York, NY 10010.

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

6. As of the Petition Date, the Firm held a retainer in the amount of \$_____.

7. The Debtors have requested, and the Firm has agreed, to continue to provide services to the Debtors pursuant to section 327 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) with respect to such matters. Additionally, the Debtors have requested, and the Firm proposes to render, the following services to the Debtors: [Insert description].

8. The Firm’s current customary [hourly] rates, subject to change from time to time, are \$_____. In the normal course of business, the Firm revises its regular [hourly] rates and advises that, effective _____ of each year, the aforementioned rates will be revised to the regular [hourly] rates that will be in effect at that time.³

9. The Firm [does/does not] keep in the ordinary course of business time records in one-tenth-of-an-hour increments. [If the firm does not keep time in one-tenth-of-an-hour increments, explain how time records are kept.]

10. To the best of my knowledge, formed after due inquiry, neither I nor any professional employed by the Firm is a relative of the United States Bankruptcy Judge assigned to these Chapter 11 Cases, and the Firm does not have any connection with the United States Bankruptcy Judge, the Office of the United States Trustee, or any person employed by the Office of the United States Trustee that would render the Firm’s retention in these Chapter 11 Cases improper.

11. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor any professional thereof has any connection with, or currently represents, any of the Debtors’ creditors or other parties in interest with respect to the matters upon which it is to be engaged.

³ [Disclose billing rates for Debtors if different from firm’s customary rates.]

12. In addition, although unascertainable at this time after due inquiry, by virtue of the magnitude of the Debtors' potential universe of creditors and the Firm's clients, the Firm may have in the past represented, currently represent, and may in the future represent entities and individuals that are creditors of the Debtors in matters entirely unrelated to the Debtors and their estates. The Firm does not and will not represent any such entity in connection with these Chapter 11 Cases and does not have any relationship with any creditor that would be adverse to the Debtors or their estates. I believe that the Firm's representation of such entities in matters entirely unrelated to the Debtors is not adverse to the Debtors' interests, or the interests of their creditors or estates in respect of the matters for which the Firm will be engaged, nor will such representation impair the Firm's ability to represent the Debtors in these Chapter 11 Cases.

13. The Firm's process of ascertaining whether it holds or represents an interest adverse to the Debtors, their estates, or any class of creditors or equity interest holders consists of the following: _____.

14. In light of the foregoing, I believe that the Firm does not hold or represent any interest materially adverse to the Debtors, their estates, creditors, or equity interest holders, as identified to the Firm, with respect to the matter in which the Firm will be engaged.

15. In the past year, the Firm has been paid \$_____ by the Debtors in respect of services rendered to the Debtors. In addition, the Firm has rendered services that have not yet been billed or that have been billed but with respect to which payment has not yet been received. The Firm is currently owed \$_____ on account of prepetition services. [For non-legal firms: The Firm has waived, or will waive, any prepetition claims against the Debtors' estates.]

16. I also understand the limitations on compensation and reimbursement of expenses under the OCP Order. Specifically, the Firm understands that in the event its fees and expenses

exceed a total of \$[x] per month, on average, over a rolling three-month period, the Firm will be required to file with the Court a fee application for approval of its fees and expenses for such month in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable procedures or orders of the Court.

17. Except as set forth herein, no promises have been received by the Firm or any partner, associate, or other professional thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code, Bankruptcy Rules, the Local Rules, and orders of the Court.

18. The Firm further states that it has not shared, nor agreed to share any compensation received in connection with these Chapter 11 Cases with another party or person, other than as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

19. The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

[NAME]
[ADDRESS]