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Proposed Counsel to the Debtors
and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:	Chapter 11
FRESHREALM, INC., *et al.*,[1]	Case No. 26-14656 (MEH)
Debtors.	(Jointly Administered)

NOTICE OF DEBTORS' MOTION
FOR ENTRY OF AN ADMINISTRATIVE FEE ORDER
ESTABLISHING PROCEDURES FOR THE ALLOWANCE AND
PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF PROFESSIONALS RETAINED BY ORDER OF THIS COURT

PLEASE TAKE NOTICE that, on **May 21, 2026, at 10:00 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, the above-captioned debtors and debtors in possession (the "Debtors"), by and through their undersigned proposed counsel, shall

[1] The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number are: FreshRealm, Inc. (8505); FreshRealm Holdings, Inc. (1563); IHEC, LLC (8728); FreshRealm HR, LLC (7221); and FreshRealm Texas, LLC (8263). The location of FreshRealm, Inc.'s principal place of business and service address is: 901 W Linden Ave, Linden, NJ 07036.

move the *Debtors' Motion for Entry of an Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court* (the "Motion") before the Honorable Mark E. Hall, United States Bankruptcy Judge, in Courtroom 3E of the United States Bankruptcy Court for the District of New Jersey, Martin Luther King, Jr. Federal Building, 50 Walnut Street, Newark, NJ 07102 (the "Court"), for entry of an order (the "Order"), substantially in the form submitted herewith, establishing procedures for the allowance of interim compensation and reimbursement of expenses of professionals retained by this Court.

PLEASE TAKE FURTHER NOTICE that, in support of the relief requested in the Motion, the Debtors shall rely on the accompanying Motion, which sets forth the relevant legal and factual bases upon which the relief requested should be granted. A proposed Order granting the relief requested in the Motion is also submitted herewith.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall: (i) be in writing, (ii) state with particularity the basis of the objection; and (iii) be filed with the Clerk of the Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the *General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents dated March 27, 2002* (the "General Order") and the *Commentary Supplementing Administrative Procedures* dated as of March 2004 (the "Supplemental Commentary") (the General Order, the Supplemental Commentary, and the User's Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties-in-interest, on CD-ROM in Portable Document Format (PDF), and shall be served in accordance with the General Order and the Supplemental Commentary, so as to be received no later than seven (7) days before the hearing date set forth above.

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these chapter 11 cases may be obtained free of charge by visiting the website of Kroll Restructuring Administration LLC at https://restructuring.ra.kroll.com/Freshrealm. You may also obtain copies of any pleadings by visiting the Court's website at https://www.njb.uscourts.gov in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE that unless responses are timely and properly filed and served, the Motion shall be decided on the papers in accordance with D.N.J. LBR 9013-3(d), and the relief requested may be granted without further notice or hearing.

[*Remainder of Page Intentionally Left Blank*]

Dated: April 30, 2026

/s/ Warren A. Usatine

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Proposed Counsel to the Debtors
and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re: FRESHREALM, INC., *et al.*,[1] Debtors.	Chapter 11 Case No. 26-14656 (MEH) (Jointly Administered)

DEBTORS' MOTION FOR ENTRY OF AN ADMINISTRATIVE FEE ORDER ESTABLISHING PROCEDURES FOR THE ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS RETAINED BY ORDER OF THIS COURT

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

1 The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number are: FreshRealm, Inc. (8505); FreshRealm Holdings, Inc. (1563); IHEC, LLC (8728); FreshRealm HR, LLC (7221); and FreshRealm Texas, LLC (8263). The location of FreshRealm, Inc.'s principal place of business and service address is: 901 W Linden Ave, Linden, NJ 07036.

The above-captioned debtors and debtors in possession (collectively, the "Debtors") state the following in support of this motion (this "Motion"):[2]

Jurisdiction and Venue

1. The United States Bankruptcy Court for the District of New Jersey (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11,* entered July 23, 1984, and amended on June 6, 2025 (Bumb, C.J.). The Debtors confirm their consent to the Court's entry of a final order 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.

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

3. The bases for the relief requested herein are sections 105(a) and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), rule 2016-3 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rule 2016-3 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the "Local Rules").

Background

4. On April 27, 2026 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On April 29, 2026, this Court entered an order directing the procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) [Docket No. 42]. The Debtors are operating their business

[2] A detailed description of the Debtors and their business, including the facts and circumstances giving rise to the Debtors' chapter 11 cases, is set forth in the *Declaration of Bryan Fleming, Chief Financial Officer of the Debtors and Senior Director of Alvarez & Marsal North America, LLC in Support of the Chapter 11 Petitions and First Day Motions* [Docket No. 20] (the "First Day Declaration").

and managing their assets as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no official committees have been appointed or designated.

Retention of Professionals

5. The Debtors intend to file applications for authority to retain and employ (a) Cole Schotz P.C. as their bankruptcy counsel; (b) Alvarez & Marsal North America, LLC, as their financial advisor; (c) Rothschild & Co US Inc. as their investment banker; (d) Kroll Restructuring Administration LLC as their administrative advisor; and (e) Duane Morris LLP, as counsel for the independent directors of the Debtors. The Debtors and counsel to any statutory committee appointed in these chapter 11 cases (the "Committee") may seek to retain additional professionals to render services in connection with these chapter 11 cases.[3]

Relief Requested

6. The Debtors seek entry of an administrative fee order, substantially in the form attached hereto as **Exhibit A** (the "Order"), pursuant to sections 105(a) and 331 of the Bankruptcy Code and Local Rule 2016-3, authorizing an orderly, regular process for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred by attorneys and other professionals retained by the Debtors and the Committee (collectively, the "Professionals"), whose services are authorized by this Court and who are required to file applications for the allowance of compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code and Local Rule 2016-1.

[3] For the avoidance of doubt, the Debtors submit that any professionals they elect to employ and retain in the ordinary course of business should not be subject to any Order granting the relief requested in this Motion, but shall be subject to any order entered by the Court in respect the Debtor's motion authorizing the employment of professionals in the ordinary course of business to the extent such motion is filed.

7. More specifically, the Debtors request that procedures for compensating and reimbursing the Professionals retained under section 327 of the Bankruptcy Code and, to the extent applicable, sections 328(a) and 1103 of the Bankruptcy Code, be established comparable to those approved in other chapter 11 cases in this district and in accordance with the guidelines set forth in Local Rule 2016-3.

8. The requested procedures would require the presentation of monthly fee statements to the parties described below for interim payment of compensation for professional services rendered and reimbursement of expenses incurred by each such Professional during the immediately preceding month. The Debtors submit that the proposed procedures for compensating and reimbursing the Professionals will enable the Court and all parties in interest to monitor professional fees and costs effectively and in a timely manner. In accordance with Local Rule 2016-3, the proposed procedures (the "Compensation Procedures") are as follows:

(a) Monthly Fee Statements.

(i) Not later than the 25th day of the month following the month for which compensation is sought, each Professional seeking compensation under the Order must file and serve, by electronic transmission, hand delivery, or overnight delivery, or by any means directed by the Court, a monthly fee and expense statement (a "Monthly Fee Statement") on the following parties (collectively, the "Notice Parties"):

(1) FreshRealm, Inc. 901 W Linden Ave, Linden, NJ 07036, Attn: John Hanson (john.hanson@alvarezandmarsal.com);

(2) Cole Schotz P.C., as proposed counsel to the Debtors, Court Plaza North, 25 Main Street, Hackensack, New Jersey 07601, Attn: Michael D. Sirota, Esq. (msirota@coleschotz.com), Warren A. Usatine, Esq. (wusatine@coleschotz.com), Ryan T. Jareck, Esq. (rjareck@coleschotz.com), Daniel J. Harris, Esq. (dharris@coleschotz.com), and Matteo Percontino (mpercontino@coleschotz.com);

(3) The Office of the United States Trustee for the District of New Jersey, One Newark Center, Suite 2100 Newark, New Jersey 07102, Attn. Fran Steele (fran.b.steele@usdoj.gov) and David Gerardi (david.gerardi@usdoj.gov);

(4) counsel to Birch Grove Investments LLC, (a) Herbert Smith Freehills Kramer (US) LLP, 1177 Avenue of the Americas, New York, NY 10036, Attn: Robert T. Schmidt, Esq. (robert.schmidt@hsfkramer.com), Richard E. Farley, Esq. (richard.farley@hsfkramer.com), Andrew Citron, Esq. (Andrew.citron@hsfkramer.com), and Marie Soga, Esq. (marie.soga@hsfkramer.com) and (b) Sills Cummis & Gross P.C., The Legal Center, One Riverfront Plaza, Newark, NJ 07102, Attn: Andrew Sherman, Esq. (asherman@sillscummis.com) and Boris Mankovetskiy, Esq. (bmankovetskiy@sillscummis.com);

(5) counsel to FaraNord (US) IV Pte Ltd, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022, Attn: Christopher Marcus, Esq. (cmarcus@kirkland.com), Jordan D. Roberts, Esq. (jordan.roberts@kirkland.com), Jess Lepper, Esq. (jess.lepper@kirkland.com), Charles H. Martin, Esq. (Charles.martin@kirkland.com), and Kelly Meyer, Esq. (kelly.meyer@kirkland.com);

(6) counsel to any statutory committees appointed in these chapter 11 cases;

(7) any other secured creditor and counsel, to the extent known;

(8) any party requesting notice of all proceedings; and

(9) any other party designated by the Court.

(ii) Unless otherwise provided in the order authorizing the Professional's retention, each Professional's Monthly Fee Statement shall, in accordance with Local Rules 2016-1 and 2016-3, include a monthly invoice with fee and expense detail that describes the fees and expenses incurred by such Professional in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Guidelines established by the Office of the United States Trustee (the "UST Guidelines").

(iii) Time spent traveling without actively working on these chapter 11 cases shall be billed at 50% of the Professional's normal hourly rate.

(iv) Except as otherwise provided in the Professional's specific retention orders, all timekeepers must contemporaneously maintain time entries, in increments of tenths (1/10th) of an hour, for each individual.

(v) Except as otherwise provided in the order authorizing the Professional's retention, all Monthly Fee Statements shall comply with the Bankruptcy Code, the Bankruptcy Rules, the UST Guidelines, and applicable law.

(b) Objections.

An objection to a Monthly Fee Statement must be filed and served on the applicable Professional and the Notice Parties not later than fourteen (14) days after service of such Monthly Fee Statement (the "Objection Deadline"). The objection must set forth the nature of the objection and the amount of fees and expenses at issue. Grounds for objection include: (i) the Debtors' failure to timely file monthly operating reports; and (ii) the Debtors' failure to remain current with administrative expenses and fees under 28 U.S.C. § 1930.

(c) Payments.

(i) On the expiration of the Objection Deadline, a Professional may file and serve on the Notice Parties Local Form *Certification of No Objection or Local Form Certification of Partial Objection*, and then receive 80 percent of the fees and 100 percent of the expenses not subject to an objection; *provided*, that no payments shall be made to a Professional until the Professional's retention is approved by the Court. A Professional may seek authorization as part of its next interim or final fee application to receive the remaining 20 percent of fees not subject to an objection. If a Professional receives an objection to a particular Monthly Fee Statement, the Debtors shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth herein.

(ii) If the parties resolve an objection and if the applicable Professional files and serves on the Notice Parties a statement indicating that the objection is withdrawn and describing the terms of the resolution, the Debtors may pay in accordance with subdivision (c)(i) that portion of the Monthly Fee Statement which is no longer subject to an objection.

(iii) If the parties are unable to resolve an objection not later than fourteen (14) days after the Objection Deadline, the Professional may either (1) file a response to the objection together with a request for payment of the fees and expenses to which the objection applies and schedule a hearing on at least fourteen (14) days' notice; or

(2) forgo payment of those fees and expenses until the next interim or final fee application or another date directed by the Court.

(iv) The service of an objection to a Monthly Fee Statement shall not prejudice the objecting party's right to object to any Interim Fee Application (as defined below) or final fee application made to the Court in accordance with the Bankruptcy Code on any ground whether raised in an objection or not. Failure by any Notice Party to object to a Monthly Fee Statement shall not constitute a waiver of any kind nor prejudice such Notice Party's right to object to any Interim Fee Application (as defined below) or final fee application.

(d) <u>Fee Applications</u>.

(i) A Professional who has received monthly payments under the Order must, at four-month intervals (the "<u>Interim Fee Period</u>") or such other intervals directed by the Court, file and serve on the Notice Parties an interim application under section 331 of the Bankruptcy Code for allowance of the compensation and reimbursement of the expenses sought in the monthly statements issued during the applicable period (an "<u>Interim Fee Application</u>"), unless otherwise agreed between such Professional and the U.S. Trustee.

(ii) Interim Fee Applications must be filed and served on or before the 45th day after the end of the Interim Fee Period for which the application seeks allowance of fees and reimbursement of expenses. An Interim Fee Application must include a summary of the Monthly Fee Statements that are the subject of the request and any other information requested by the Court or required by the Bankruptcy Code, the Bankruptcy Rules, applicable Third Circuit law, the Local Rules, and the UST Guidelines.

(iii) The pendency of an objection or the entry of a Court order holding that the prior payment of compensation or the reimbursement of expenses was improper as to a particular Monthly Fee Statement will not disqualify a Professional from the future payment of compensation or reimbursement of expenses as set forth above unless the Court orders otherwise.

(iv) Any Professional who fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses under the Compensation Procedures until such time as the Interim Fee Application is submitted.

(v) Neither (1) the payment of or the failure to pay, in whole or in part, interim compensation and reimbursement of expenses under the Compensation Procedures nor (2) the filing of, or failure to file, an objection to any Monthly Fee Statement or any Interim Fee Application will bind any party in interest or the Court with respect to the final applications for allowance of compensation and reimbursement of expenses of Professionals.

(vi) Any Notice Party may request that a Professional deliver a Monthly Fee Statement or an Interim Fee Application in an electronically searchable format mutually acceptable to the parties.

9. The Compensation Procedures will enable the Debtors to closely monitor the costs of administration of these chapter 11 cases, maintain a level cash flow, and implement efficient cash management procedures. Moreover, the Compensation Procedures will also enable the Court and parties-in-interest to ensure the reasonableness of the compensation and reimbursement sought by Professionals on a regular basis.

Basis for Relief

10. A professional's right to seek interim payments from a debtor's estate is governed by section 331 of the Bankruptcy Code, which authorizes professionals to submit applications for interim compensation and reimbursement of expenses every 120 days or more often, if the court permits. It provides, in relevant part:

> A trustee, an examiner, a debtor's attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title.

11 U.S.C. § 331.

11. In addition, section 105(a) of the Bankruptcy Code provides, in relevant part, that "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title," thereby codifying the bankruptcy courts' inherent equitable powers. 11 U.S.C. § 105(a).

12. The Compensation Procedures are necessary not only to encourage professionals to provide services in connection with chapter 11 cases, but also to avoid having professionals fund the cases. *See In re Int'l Horizons, Inc.*, 10 B.R. 895, 897 (Bankr. N.D. Ga. 1981) ("[T]he Court does not wish to require that the attorneys for the debtors in possession fund this reorganization proceeding."). Relevant criteria when considering a motion to establish interim compensation procedures include "the size of [the] reorganization cases, the complexity of the issues involved, and the time required on the part of the attorneys for the debtors in providing services necessary to achieve a successful reorganization of the debtors." *Id.* at 897.

13. Courts in this district have recognized that the permissive language of section 331 of the Bankruptcy Code, coupled with the court's inherent power under section 105(a) of the Bankruptcy Code, provide authority for the entry of orders establishing procedures for monthly compensation and reimbursement of expenses of professionals. *See, e.g.*, *In re Eddie Bauer LLC*, No. 26-11422 (SLM) (Bankr. D.N.J. Mar. 16, 2026) (authorizing payment of professional fees pursuant to interim compensation procedures); *STG Logistics, Inc.*, No. 26-10258 (MEH) (Bankr. D.N.J. Feb. 10, 2026) (same); *In re Thrasio Holdings, Inc.*, No. 24-11840 (CMG) (Bankr. D.N.J. Apr. 4, 2024) (same); *In re Invitae Corp.*, No. 24-11362 (MBK) (Bankr. D.N.J. Mar. 18, 2024) (same); *In re Careismatic Brands, LLC*, No. 24-10561 (VFP) (Bankr. D.N.J. Feb. 29, 2024) (same); *In re WeWork Inc.*, No. 23-19865 (JKS) (Bankr. D.N.J. Dec. 6, 2023) (same).[4]

14. The Compensation Procedures are appropriate in light of the facts described above. Indeed, such procedures are necessary to ensure that the Professionals are compensated fairly and timely for their services in these chapter 11 cases and are not forced to bear undue financial burden

[4] Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

or risk caused by delays in payment. Moreover, the Compensation Procedures will enable the Debtors to closely monitor the costs of administration of their chapter 11 cases and avoid large spikes in their cash outlays. Finally, the Compensation Procedures will allow the Court and key parties in interest to ensure the reasonableness and necessity of the compensation and reimbursement sought.

No Prior Request

15. No prior request for the relief sought in this Motion has been made to this Court or any other court.

Notice

16. The Debtors will provide notice of this Motion to the following parties or their respective counsel: (a) the U.S. Trustee for the District of New Jersey; (b) the holders of the thirty (30) largest unsecured claims against the Debtors (on a consolidated basis) or counsel to the Committee, as applicable; (c) counsel to Birch Grove Investments LLC; (d) counsel to FaraNord (US) IV Pte Ltd; (e) the United States Attorney's Office for the District of New Jersey; (f) the Internal Revenue Service; and (g) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

[*Remainder of Page Intentionally Left Blank.*]

WHEREFORE, the Debtors request that the Court enter the Order granting the relief requested herein and such other relief the Court deems appropriate under the circumstances.

Dated: April 30, 2026

/s/ Warren A. Usatine

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Proposed Counsel to the Debtors and Debtors in Possession

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

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

COLE SCHOTZ P.C.
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Proposed Counsel to the Debtors and Debtors in Possession

In re: FRESHREALM, INC., *et al.*,[1] Debtors.	Chapter 11 Case No. 26-14656 (MEH) (Jointly Administered)

ADMINISTRATIVE FEE ORDER ESTABLISHING PROCEDURES FOR THE ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS RETAINED BY ORDER OF THIS COURT

The relief set forth on the following pages, numbered two (2) through eight (8), is **ORDERED**.

[1] The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number are: FreshRealm, Inc. (8505); FreshRealm Holdings, Inc. (1563); IHEC, LLC (8728); FreshRealm HR, LLC (7221); and FreshRealm Texas, LLC (8263). The location of FreshRealm, Inc.'s principal place of business and service address is: 901 W Linden Ave, Linden, NJ 07036.

Upon the Debtors' motion (the "Motion")[2] for entry of an order (this "Order") establishing procedures for the allowance and payment of interim compensation and reimbursement of expenses of certain professionals retained by Order of this Court pursuant to sections 105(a) and 331 of the Bankruptcy Code and Local Rule 2016-3, as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on June 6, 2025 (Bumb, C.J.); and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that it may enter a final order 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 the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"), if any; and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing, if any, 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**:

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

1. The Motion is **GRANTED** as set forth herein.

2. Any objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.

3. Except as may otherwise be provided in Court orders authorizing the retention of specific Professionals, all Professionals retained in these chapter 11 cases pursuant to section 327 and, to the extent applicable, sections 328(a) and 1103 of the Bankruptcy Code, may seek monthly compensation in accordance with the following procedures (the "Compensation Procedures"):

(a) Monthly Fee Statements.

(i) Not later than the 25th day of the month following the month for which compensation is sought, each Professional seeking compensation under the Order must file and serve, by electronic transmission, hand delivery, or overnight delivery, or by any means directed by the Court, a monthly fee and expense statement (a "Monthly Fee Statement") on the following parties (collectively, the "Notice Parties"):

(1) FreshRealm, Inc. 901 W Linden Ave, Linden, NJ 07036, Attn: John Hanson (john.hanson@alvarezandmarsal.com);

(2) Cole Schotz P.C., as proposed counsel to the Debtors, Court Plaza North, 25 Main Street, Hackensack, New Jersey 07601, Attn: Michael D. Sirota, Esq. (msirota@coleschotz.com), Warren A. Usatine, Esq. (wusatine@coleschotz.com), Ryan T. Jareck, Esq. (rjareck@coleschotz.com), Daniel J. Harris, Esq. (dharris@coleschotz.com), and Matteo Percontino (mpercontino@coleschotz.com);

(3) The United States Trustee for the District of New Jersey, One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, New Jersey 07102, Attn: Fran Steele (Fran.B.Steele@usdoj.gov) and David Gerardi (David.Gerardi@usdoj.gov);

(4) counsel to Birch Grove Investments LLC, (a) Herbert Smith Freehills Kramer (US) LLP, 1177 Avenue of the Americas, New York, NY 10036, Attn: Robert T. Schmidt, Esq. (robert.schmidt@hsfkramer.com), Richard E. Farley, Esq. (richard.farley@hsfkramer.com), Andrew Citron, Esq. (Andrew.citron@hsfkramer.com), and Marie Soga, Esq. (marie.soga@hsfkramer.com) and (b) Sills Cummis & Gross P.C., The Legal Center, One Riverfront Plaza, Newark, NJ 07102, Attn: Andrew Sherman, Esq. (asherman@sillscummis.com) and Boris Mankovetskiy, Esq. (bmankovetskiy@sillscummis.com);

(5) counsel to FaraNord (US) IV Pte Ltd, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022, Attn: Christopher Marcus, Esq. (cmarcus@kirkland.com), Jordan D. Roberts, Esq. (jordan.roberts@kirkland.com), Jess Lepper, Esq. (jess.lepper@kirkland.com), Charles H. Martin, Esq. (Charles.martin@kirkland.com), and Kelly Meyer, Esq. (kelly.meyer@kirkland.com)

(6) counsel to any statutory committees appointed in these chapter 11 cases;

(7) any other secured creditor and counsel, to the extent known;

(8) any party requesting notice of all proceedings; and

(9) any other party designated by the Court.

(ii) Unless otherwise provided in the order authorizing the Professional's retention, each Professional's Monthly Fee Statement shall, in accordance with Local Rules 2016-1 and 2016-3, include a monthly invoice with fee and expense detail that describes the fees and expenses incurred by such Professional in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Guidelines established by the Office of the United States Trustee (the "UST Guidelines").

(iii) Time spent traveling without actively working on these chapter 11 cases shall be billed at 50% of the Professional's normal hourly rate.

(iv) Except as otherwise provided in the Professional's specific retention orders, all timekeepers must contemporaneously maintain time entries, in increments of tenths (1/10th) of an hour, for each individual.

(v) Except as otherwise provided in the order authorizing the Professional's retention, all Monthly Fee Statements shall comply with the Bankruptcy Code, the Bankruptcy Rules, the UST Guidelines, and applicable law.

(b) Objections.

An objection to a Monthly Fee Statement must be filed and served on the applicable Professional and the Notice Parties not later than fourteen (14) days after service of such Monthly Fee Statement (the "Objection Deadline"). The objection must set forth the nature of the objection and the amount of fees and expenses at issue. Grounds for objection include: (i) the Debtors' failure to timely file monthly operating reports; and (ii) the Debtors' failure to remain current with administrative expenses and fees under 28 U.S.C. § 1930.

(c) Payments.

(i) On the expiration of the Objection Deadline, a Professional may file and serve on the Notice Parties Local Form *Certification of No Objection or Local Form Certification of Partial Objection*, and then receive 80 percent of the fees and 100 percent of the expenses not subject to an objection; *provided*, that no payments shall be made to a Professional until the Professional's retention is approved by the Court. A Professional may seek authorization as part of its next interim or final fee application to receive the remaining 20 percent of fees not subject to an objection. If a Professional receives an objection to a particular Monthly Fee Statement, the Debtors shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth herein.

(ii) If the parties resolve an objection and if the applicable Professional files and serves on the Notice Parties a statement indicating that the objection is withdrawn and describing the terms of the resolution, the Debtors may pay in accordance with subdivision (c)(i) that portion of the Monthly Fee Statement which is no longer subject to an objection.

(iii) If the parties are unable to resolve an objection not later than fourteen (14) days after the Objection Deadline, the Professional may either (1) file a response to the objection together with a request for payment of the fees and expenses to which the objection applies and schedule a hearing on at least fourteen (14) days' notice; or (2) forgo payment of those fees and expenses until the next interim or final fee application or another date directed by the Court.

(iv) The service of an objection to a Monthly Fee Statement shall not prejudice the objecting party's right to object to any Interim Fee Application (as defined below) or final fee application made to the Court in accordance with the Bankruptcy Code on any ground whether raised in an objection or not. Failure by any Notice Party to object to a Monthly Fee Statement shall not constitute a waiver of any kind nor prejudice such Notice Party's right to object to any Interim Fee Application (as defined below) or final fee application.

(d) Fee Applications.

(i) A Professional who has received monthly payments under the Order must, at four-month intervals (the "Interim Fee Period") or such other intervals directed by the Court, file and serve on the Notice Parties an interim application under section 331 of the Bankruptcy Code for allowance of the compensation and reimbursement of the expenses sought in the monthly statements issued during the applicable period (an "Interim Fee Application"), unless otherwise agreed between such Professional and the U.S. Trustee.

(ii) Interim Fee Applications must be filed and served on or before the 45th day after the end of the Interim Fee Period for which the application seeks allowance of fees and reimbursement of expenses. An Interim Fee Application must include a summary of the Monthly Fee Statements that are the subject of the request and any other information requested by the Court or required by the Bankruptcy Code, the Bankruptcy Rules, applicable Third Circuit law, the Local Rules, and the UST Guidelines.

(iii) The pendency of an objection or the entry of a Court order holding that the prior payment of compensation or the reimbursement of expenses was improper as to a particular Monthly Fee Statement will not disqualify a Professional from the future payment of compensation or reimbursement of expenses as set forth above unless the Court orders otherwise.

(iv) Any Professional who fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses under the Compensation Procedures until such time as the Interim Fee Application is submitted.

(v) Neither (1) the payment of or the failure to pay, in whole or in part, interim compensation and reimbursement of expenses under the Compensation Procedures nor (2) the filing of, or failure to file, an objection to any Monthly Fee Statement or any Interim Fee Application will bind any party in interest or the Court with respect to the final applications for allowance of compensation and reimbursement of expenses of Professionals.

(vi) Any Notice Party may request that a Professional deliver a Monthly Fee Statement or an Interim Fee Application in an electronically searchable format mutually acceptable to the parties.

4. The Debtors shall include all payments to Professionals on their monthly operating reports, detailed to state the amount paid to each Professional.

5. All Professionals that are law firms shall make a reasonable effort to comply with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330 by Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013, in connection with any Monthly Fee Statements, interim fee applications and final fee applications to be filed in these chapter 11 cases. All professionals that are law firms shall provide any and all Monthly Fee Statements, interim fee applications, and final fee applications in "LEDES" format to the U.S. Trustee.

6. Time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of the Bankruptcy Rules and the Bankruptcy Local Rules

are satisfied by such notice.

8. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.