

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

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Ref. Nos. 1642, 1644, 1645, 1647, 1648, 1649,
1650, 1651, 1652, 1653 & 2468

**SECOND OMNIBUS ORDER APPROVING INTERIM FEE APPLICATIONS
OF THE DEBTORS' AND COMMITTEE'S PROFESSIONALS**

Upon consideration of the interim fee applications of the professionals retained by the above captioned debtors and debtors-in-possession (collectively, the “Debtors”) and the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases (collectively, the “Professionals”),² a list of which is attached hereto as **Exhibit 1** (collectively, the “Fee Applications”), for allowance of compensation and reimbursement of expenses for the period set forth on each of the Fee Applications filed pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 435] and the *Order (I) Appointing Fee Examiner and (II) Establishing Procedures for Consideration of Requested Fee Compensation and Reimbursement of Expenses* [D.I. 834]; and upon the *Fee Examiner’s Summary Report on Fee Review Process and Second Interim Fee Applications Scheduled for Uncontested Hearing on September 13, 2023* [D.I. 2427]; and it appearing to the Court that all of the requirements, as applicable, of sections 327, 328, 330, 331

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson’s Commercial Complex, Friars Hill Road, St. John’s, Antigua and Barbuda.

² Terms utilized but not otherwise defined herein shall have the meanings ascribed to them in the Fee Applications.

and 503(b) of title 11 of the United States Code (as amended or modified, the “Bankruptcy Code”), as well as rule 2016 of the Federal Rules of Bankruptcy Procedure and rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure 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 notices of the Fee Applications were appropriate; and after due deliberation and sufficient good cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Fee Applications are hereby APPROVED in the amounts set forth on Exhibit 1 attached hereto.
2. The Fee Applications are granted on an interim basis in the respective amounts set forth as approved on Exhibit 1 hereto, including any and all holdbacks.
3. The Debtors are authorized to remit payment to each of the Professionals in the amounts set forth on Exhibit 1, less any monies previously paid on account of such fees and expenses.
4. All fees and expenses allowed herein shall be subject to final allowance by the Court without regard to whether such amounts have been paid to the Professionals.
5. This Order shall be deemed a separate order with respect to each of the Fee Applications. Any stay of this Order pending appeal with respect to any one of the Professionals shall only apply to the particular Professional that is subject to such appeal and shall not operate to stay the applicability and/or finality of this Order with respect to any other of the Professionals.

6. This Court shall retain jurisdiction to hear and determine any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: September 13th, 2023
Wilmington, Delaware

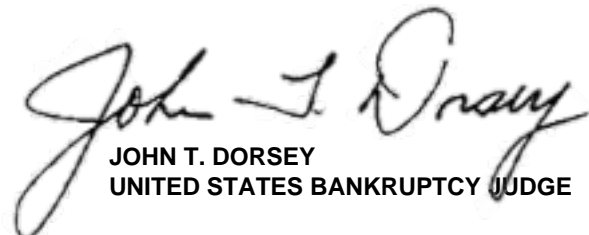

JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

FTX TRADING LTD., ET AL.

Case No. 22-11068 (JTD)

Summary Chart of Interim Fee Applications

Professional & Role in Case	Interim Compensation Period & Interim Fee Application	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Approved	Interim Expenses Approved
Sullivan & Cromwell LLP <i>Counsel to the Debtors and Debtors-In-Possession</i>	2/1/23 – 4/30/23 D.I. 1647 Filed 6/15/23	\$37,492,869.60	\$550,000.00	\$184,400.94	\$0.00 ¹	\$36,942,869.60	\$0.00
Perella Weinberg Partners LP² <i>Investment Banker to the Debtors and Debtors-In-Possession</i>	2/1/23 – 4/30/23 D.I. 1642 Filed 6/15/23	\$6,131,250.00	N/A	\$117,844.15	N/A	\$6,131,250.00	\$117,844.15
Alvarez & Marsal North America LLC <i>Financial Advisors to the Debtors and Debtors-In-Possession</i>	2/1/23 – 4/30/23 D.I. 1645 Filed 6/15/23	\$35,911,779.00	\$385,000.00	\$1,103,726.94	\$53.46	\$35,526,779.00	\$1,103,673.48
AlixPartners, LLP <i>Forensic Investigation Consultant to the Chapter 11 Debtors and Debtors-In-Possession</i>	2/1/23 – 4/30/23 D.I. 1644 Filed 6/15/23	\$12,298,421.00	\$210,000.00	\$121,201.07	\$15,000.00	\$12,088,421.00	\$106,201.07
Quinn Emanuel Urquhart & Sullivan, LLP <i>Special Counsel to the Debtors and Debtors-In-Possession</i>	2/1/23 – 4/30/23 D.I. 1648 Filed 6/15/23	\$8,256,186.00	\$145,000.00	\$8,994.69	\$4,818.56	\$8,111,186.00	\$4,176.13

¹ Pursuant to the Fee Examiner's Summary Report on Fee Review Process and Second Interim Fee Applications Scheduled for Uncontested Hearing on September 13, 2023 [D.I. 2427], the Fee Examiner has agreed to defer consideration of Sullivan & Cromwell's second interim expenses subject to the production of additional supporting documentation.

² Pursuant to paragraph 3(iv) of the Fee Examiner Order, flat-fee professionals are not subject to Fee Examiner review and, as such, Perella Weinberg Partners LP's fees and expenses were not subject to review by the Fee Examiner.

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Case No. 22-11068 (JTD)

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Paul Hastings LLP <i>Lead Counsel for the Official Committee of Unsecured Creditors</i>	2/1/23 – 4/30/23 D.I. 1649, 1650 Filed 6/15/23	\$8,857,029.00	\$33,980.69	\$90,996.65	\$900.50	\$8,823,048.31	\$90,096.15
Young Conaway Stargatt & Taylor, LLP <i>Co-Counsel for the Official Committee of Unsecured Creditors</i>	2/1/23 – 4/30/23 D.I. 1649, 1651 Filed 6/15/23	\$584,523.00	\$6,387.15	\$4,320.14	\$1,103.69	\$578,135.85	\$3,216.45
FTI Consulting, Inc. <i>Financial Advisor to the Official Committee of Unsecured Creditors</i>	2/1/23 – 4/30/23 D.I. 1649, 1653 Filed 6/15/23	\$8,188,298.40	\$163,069.83	\$8,403.77	\$543.77	\$8,025,228.57	\$7,860.00
Jefferies LLC ³ <i>Investment Banker for the Official Committee of Unsecured Creditors</i>	2/1/23 – 4/30/23 D.I. 1649, 1652 Filed 6/15/23	\$675,000.00	N/A	\$41,196.39	N/A	\$675,000.00	\$41,196.39

³ Pursuant to paragraph 3(iv) of the Fee Examiner Order, flat-fee professionals are not subject to Fee Examiner review and, as such, Jefferies LLC's fees and expenses were not subject to review by the Fee Examiner.