

**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)

Hearing Date: January 11, 2023 at 9:00 a.m. (ET)

Objection Deadline: January 4, 2023, at 4:00 p.m. (ET)

**DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF QUINN EMANUEL URQUHART &
SULLIVAN, LLP AS SPECIAL COUNSEL FOR THE DEBTORS AND
THE DEBTORS IN POSSESSION, *NUNC PRO TUNC* TO NOVEMBER 13, 2022**

FTX Trading Ltd. and its affiliated debtors and debtors in possession (collectively, the “Debtors”) hereby submit the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Quinn Emanuel Urquhart & Sullivan, LLP as Special Counsel for the Debtors and the Debtors in Possession, Nunc Pro Tunc to November 13, 2022* (the “Application”), pursuant to Bankruptcy Code section 327(e), Bankruptcy Rules 2014 and 2016, and rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), authorizing the Debtors to retain and employ Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) as special counsel for the Debtors, *nunc pro tunc* to November 13, 2022. In support of

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification numbers 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>.

this Application, the Debtors submit the Declaration of William Burck, the global co-managing partner of Quinn Emanuel, attached hereto as **Exhibit B** (the “Burck Declaration”) and the declaration of John J. Ray III, Chief Executive Officer of FTX Trading Ltd., attached hereto as **Exhibit C** (the “Ray Declaration”). In further support of this Application, the Debtors respectfully state as follows:

I. JURISDICTION

1. The Court has jurisdiction to consider this Application 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 February 29, 2012. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested in this Application are Bankruptcy Code section 327(e), Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1. Pursuant to Local Rule 9013-1(f), the Debtors consent to entry of a final order or judgment by the Court in connection with this Application to the extent it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

II. BACKGROUND

2. On November 11 and November 14, 2022 (as applicable, the “Petition Date”), the Debtors filed with the Court voluntary petitions for relief under the Bankruptcy Code. November 11, 2022 is the Petition Date for all Debtors, except for Debtor West Realm Shires Inc. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. Joint administration of the Debtors’ cases (the “Chapter 11 Cases”) was authorized by the Court by entry of an order on November 22, 2022 [D.I. 128]. On December 15, 2022, the Office of the United States Trustee

for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Committee”) pursuant to section 1102 of the Bankruptcy Code [D.I. 231].

3. Additional factual background related to the Debtors’ businesses and the commencement of these Chapter 11 Cases is set forth in the *Declaration of John J. Ray III in Support of Chapter 11 Petitions and First Day Pleadings* [D.I. 24] (the “Ray First Day Declaration”), the *Declaration of Edgar W. Mosley II in Support of Chapter 11 Petitions and First Day Pleadings* [D.I. 57] (the “Mosley Declaration”), the *Supplemental Declaration of John J. Ray III in Support of First Day Pleadings* [D.I. 92] (the “Supplemental Ray First Day Declaration”), and the *Supplemental Declaration of Edgar W. Mosley II in Support of First Day Pleadings* [D.I. 93] (the “Supplemental Mosley Declaration,” and together with the Ray First Day Declaration, the Mosley Declaration, the Supplemental Ray First Day Declaration, and the Supplemental Mosley Declaration, the “First Day Declarations”).

III. RELIEF REQUESTED

4. By this Application, the Debtors request entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, authorizing the Debtors to retain and employ Quinn Emanuel as special counsel for the Debtors, *nunc pro tunc* to November 13, 2022.

5. The Debtors seek to retain Quinn Emanuel as special counsel to assist the Debtors and their boards of directors, in coordination with the Debtors’ other professionals, in: (1) determining the existence of, and if the Debtors deem it appropriate, prosecuting and/or settling, any claim or cause of action available to any of the Debtors’ estates; (2) in connection with the development of such claims or causes of action, conducting independent investigations into the acts, conduct, assets, liabilities, and financial condition of the Debtors, including any facts bearing on fraud, dishonesty, incompetence, misconduct, mismanagement, or irregularity in the

management of the affairs of the Debtors or any party receiving assets from, or transacting with, the Debtors; and (3) addressing other litigation involving third-parties and any other matter the Debtors deem relevant to the Debtors' cases or to the formulation of a plan, in each case as specifically identified by the Debtors. In all matters, Quinn Emanuel will minimize duplication with the Debtors' other counsel.

A. Necessity Of Retention Of Special Counsel And Scope Of Services

6. The Debtors have determined that the retention of Quinn Emanuel is necessary to represent and protect their estates' interests in these Chapter 11 Cases. As detailed in the Ray First Day Declaration, the Debtors' core objectives include asset recovery, including determining "the location and security of property of the estate, a substantial portion of which may be missing or stolen, and the recovery of that property." Ray First Day Declaration at ¶ 6. Quinn Emanuel is well-suited to assist the Debtors in this situation. Quinn Emanuel is the largest law firm in the world devoted solely to business litigation, investigations, and other disputes. The firm has unparalleled expertise in the core subject of its retention—litigating complex financial and bankruptcy-related matters against third-parties and developing, investigating, and prosecuting a wide range of claims and asset recovery actions designed to return assets to and increase the Debtors' estates.

7. The firm's experience in financial litigation and asset recovery actions brought on behalf of debtors, creditors, trustees, and governmental agencies is without parallel. Quinn Emanuel's collective recoveries in complex financial actions asserted against all variety of defendants, including global financial institutions, exceeds \$40 billion, including recoveries secured in connection with highly complex bankruptcy proceedings including *Lehman Brothers*,

Residential Capital, SemGroup, Refco, Parmalat, Enron, and in dozens of residential mortgage loan matters, including on behalf of the *Federal Housing Finance Authority*.

8. The firm's unrivaled experience in complex financial litigation and asset recovery is complemented by an elite investigations and government enforcement practice that has repeatedly been recognized as being among the very best by numerous legal publications, including *Chambers USA, Chambers UK, Chambers Europe, Law360, The American Lawyer, The National Law Journal, The International Who's Who of Business Lawyers, Legal 500, The Expert's Guide to the World's Leading Lawyers*, and *Best Lawyers*. The firm's regulatory and enforcement experience extends, moreover, to matters relating specifically to blockchain and digital assets. By way of example, prior to joining Quinn Emanuel, Katherine Lemire served as Executive Deputy Superintendent at the New York State Department of Financial Services (DFS), overseeing the Consumer Protection and Financial Enforcement Division. Ms. Lemire led the initial enforcement investigations into violations of DFS cybersecurity regulations, and initiated multiple enforcement investigations into cryptocurrency businesses.

9. The firm has advised independent directors and/or special committees as special counsel on claim development, investigation and prosecution and asset recovery in numerous bankruptcy cases, including: *Altera Infrastructure L.P., J. Crew Group, Inc., J.C. Penney Company, Inc., Intelsat S.A., Belk, Inc., and NII Holdings, Inc.*, and as counsel or special counsel to debtors, official committees, non-debtor affiliates, and creditors in numerous bankruptcy cases, including: *Garrett Motion Inc., Avianca Airlines, Toys "R" Us, Inc., Motors Liquidation Company, f/k/a General Motors Corporation, Peabody Energy Corporation, Sanchez Energy Corp., Ultra Petroleum Corp., Alpha Natural Resources, Inc., China Fishery Group Limited (Cayman), DPH Holdings Corp., UTGR, Inc. (d/b/a Twin River), Lehman Brothers Holdings, Inc.*,

Nortel Networks, Inc., Fisker Automotive, Inc., RadioShack Corporation, Velo Holdings, Inc., SemGroup, L.P., American Home Mortgage Holdings, Inc., Sentinel Management Group, Buffets, Inc., New Stream Secured Capital, L.P., Refco Inc., Enron Corp., Safety-Kleen Corp., RCN Corp., Adelphia Communications Corp., Mirant Corp., Tower Automotive, Inc., and Fruit of the Loom, Inc., and in the Title III readjustments of the *Commonwealth of Puerto Rico* and *COFINA*. Quinn Emanuel was also counsel for the court-appointed Examiner in *Dynegy*.

11 Quinn Emanuel attorneys thus have extensive experience developing, investigating, and prosecuting estate causes of action and asset recovery strategies as special counsel representing debtors, independent directors, and special committees. This experience, along with Quinn Emanuel’s knowledge of complex bankruptcy, cryptocurrency, and fiduciary issues, and experience practicing before this Court, make Quinn Emanuel ideal to effectively serve the needs of the Debtors.

12 Subject to the requirements of sections 327 and 1107, a debtor in possession is entitled to the counsel of its choosing. *In re Vouzianas*, 259 F.3d 103, 108 (2d Cir. 2001) (observing that “[o]nly in the rarest cases should the trustee be deprived of the privilege of selecting his own counsel”). The Debtors seek to employ Quinn Emanuel pursuant to Bankruptcy Code section 327(e), which provides that a debtor subject to court approval:

may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

13 Retention of an attorney under section 327(e) does not require the same searching inquiry required for a debtor to retain general bankruptcy counsel under section 327(a). *See Meespierson Inc. v. Strategic Telecom Inc.*, 202 B.R. 845, 847 (D. Del. 1996) (“[S]pecial counsel

employed under [section] 327(e) need only avoid possessing a conflict of interest concerning the matter at hand.”).

14 Bankruptcy Rule 2014(a) requires that a retention application state the following:

[T]he specific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant’s knowledge, all of the [firm]’s connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States Trustee.

Fed. R. Bankr. P. 2014. The Debtors respectfully submit that this Application satisfies these requirements.

15 Additionally, Local Rule 2014-1 requires that an entity seeking to employ a professional under section 327 of the Bankruptcy Code file a “supporting affidavit or verified statement of the professional person and a proposed order for approval,” and Local Rule 2016-1 requires disclosure of compensation paid or agreed to be paid in connection with the Chapter 11 Cases. The Debtors refer to the attached Burck Declaration as satisfying these requirements.

B. Nunc Pro Tunc Retention of Quinn Emanuel

16 Given the circumstances of these Chapter 11 Cases, the Debtors respectfully request that the employment of Quinn Emanuel be authorized *nunc pro tunc* to November 13, 2022.

17 The United States Court of Appeals for the Third Circuit has identified “time pressure to begin service” and absence of prejudice as factors favoring *nunc pro tunc* retention. *See In re Arkansas*, 798 F.2d 645, 650 (3d Cir. 1986).

18 As described in the First Day Declarations, these Chapter 11 Cases are unique. These Chapter 11 Cases were filed on an expedited basis. Following the Petition Date, the Debtors and their professionals necessarily committed substantial resources towards stabilizing the

Debtors' businesses and transitioning into chapter 11, including, among other things, seeking approval of various first-day and other motions. The Debtors and their professionals also have expended significant time towards the ongoing work to protect and recover assets around the world, while also advancing their investigation into the facts and circumstances that led to the Debtors' commencement of these Chapter 11 Cases.

19 Accordingly, for the reasons set forth above, the Debtors believe that approval of the retention and employment of Quinn Emanuel *nunc pro tunc* to November 13, 2022, is in the best interest of the Debtors and their estates.

C. No Duplication of Services

20 The Debtors believe that the services provided by Quinn Emanuel will not duplicate the services that other professionals will be providing to the Debtors in these Chapter 11 Cases. The Debtors will coordinate with Quinn Emanuel and its other professionals to avoid unnecessary duplication of efforts among the professionals. In particular, pursuant to separate retention applications, the Debtors are seeking to retain Sullivan & Cromwell LLP ("S&C") and Landis Rath & Cobb ("LRC") pursuant to section 327(a) of the Bankruptcy Code as general co-counsel to the Debtors. The services rendered and performed by Quinn Emanuel are not duplicative of work performed by S&C, LRC, or any other law firm retained by the Debtors. Quinn Emanuel is not acting as the Debtors' general bankruptcy counsel in these chapter 11 cases.

D. Professional Compensation

21 Quinn Emanuel intends to apply to the Court for allowance of compensation earned for professional services and reimbursement of expenses incurred in connection with these Chapter 11 Cases in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. Quinn

Emanuel also will make a reasonable effort to comply with the requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “US Trustee Guidelines”), both in connection with this Application and any application for compensation and reimbursement of expenses to be filed by Quinn Emanuel in these Chapter 11 Cases.

22 Quinn Emanuel will charge the Debtors for its legal services on an hourly basis at its ordinary and customary rates in effect on the date that such services are rendered, less a 10% discount. Applying the 10% discount, Quinn Emanuel’s current billing rates are: \$1,192.50 to \$1,917 for partners and counsel; \$747 to \$1,183.50 for associates; and \$432 to \$603 for paraprofessionals. Quinn Emanuel also will charge for reimbursement of all costs and expenses incurred by Quinn Emanuel in connection with its representation of the Debtors. All compensation will be subject to the Court’s approval.

23 The Debtors have been informed that Quinn Emanuel sets its hourly rates on an annual basis. These hourly rates are subject to periodic adjustments (typically on September 1st of each year) to reflect economic and other conditions. Quinn Emanuel will provide ten business days’ notice of any rate increases to the Debtors, the United States Trustee for the District of Delaware (the “U.S. Trustee”), and any official committee appointed in these cases.

24 As noted in the Burck Declaration, Quinn Emanuel’s rate structure is appropriate and not significantly different from the rates that Quinn Emanuel charges for other representations or the rates that other comparable counsel would charge to perform substantially similar services.

25 In addition to the hourly rates set forth above, Quinn Emanuel customarily charges its clients for the variable costs and expenses incurred in connection with its services, including

mail and express mail charges, courier charges, Federal Express charges, photocopying charges, travel expenses, computerized research cost, and charges and fees of outside vendors, consultants, and service providers. Consistent with Local Rule 2016-2(e), Quinn Emanuel will charge no more than \$0.10 per page for standard black and white duplication services in these Chapter 11 Cases.

26 The Debtors recognize that they have the responsibility to closely monitor the billing practices of their counsel to ensure that the fees and expenses paid by the estates remain consistent with the requirements of the Bankruptcy Code, the Debtors' expectations, and the exigencies of these Chapter 11 Cases. The Debtors will review and monitor the invoices that Quinn Emanuel submits.

E. Compensation Received By Quinn Emanuel From The Debtors Prepetition

27 In February 2022, Quinn Emanuel executed engagement letters for the provision of legal services concerning litigation matters with Debtor West Realm Shires Inc. and its subsidiaries (collectively, "WRS"), Debtor Alameda Research LLC and various of its subsidiaries (collectively, "Alameda Research"), Debtor FTX Trading Ltd. and various of its subsidiaries (collectively, "FTX Trading" and, with Alameda Research and WRS, the "FTX Clients"). Quinn Emanuel subsequently performed legal services for WRS, Alameda Research, and FTX Trading. To effect enterprise-wide representation, Quinn Emanuel also executed engagement letters with non-Debtor Samuel Bankman-Fried ("SBF") and "existing or future entities majority-owned or controlled by [SBF] that are identified to [Quinn Emanuel]." Quinn Emanuel, however, was not asked to and did not perform any services for SBF and to the best of the firm's knowledge was not provided with or otherwise privy to any confidential information concerning SBF or, except as relevant to the specific litigation matters Quinn Emanuel advised on, management's conduct. Quinn Emanuel is not presently engaged by SBF or any of his other non-Debtor entities.

28 The specific engagements on which Quinn Emanuel provided prepetition services to the Debtors include the following:

- a. Quinn Emanuel advised the FTX Clients regarding certain intellectual property disputes, employment agreements, and confidentiality requirements, and provided advice concerning general Foreign Corrupt Practices Act compliance. Quinn Emanuel also provided general litigation advice and strategy to FTX Trading regarding cross-border discovery issues, including depositions, subpoenas, and fact-gathering procedures.
- b. Quinn Emanuel advised Alameda Research LLC regarding certain blockchain and cryptocurrency arbitration proceedings, disputes, and litigation. Quinn Emanuel provided factual analysis of certain potential cryptocurrency disputes, including litigation strategy related to international arbitration, and prepared agreements and supporting documentation related to certain of Alameda Research LLC's cryptocurrency investments.
- c. Quinn Emanuel advised West Realm Shires Inc regarding an antitrust litigation claim and prepared a draft comment letter for potential submission to a rule making agency in support of a non-FTX-related market participant's exemptive application.
- d. Finally, ending in July, 2022, Quinn Emanuel provided Alameda Research and FTX Trading with advice concerning the chapter 11 cases of Voyager Digital and Celsius.²

29 On April 12, 2022, Quinn Emanuel received a retainer payment from FTX Trading Ltd. of \$500,000. The retainer was an advanced payment of FTX Trading's agreement to pay Quinn Emanuel a minimum fee of \$100,000 per month until the earlier of four years from the date of the engagement letter or the termination thereof. This agreement was terminated in light of the Debtors' chapter 11 filings.

30 During the ninety days immediately preceding the Petition Date, Quinn Emanuel billed and collected from the Debtors \$577,863.57, including \$311,608.01 in drawdowns on the retainer and \$266,255.56 in payments from the Debtors. As of the Petition Date, Quinn Emanuel

² With respect to Voyager Digital, Quinn Emanuel ceased providing advice to the Debtors and established an ethical wall upon the firm's engagement as special counsel for Voyager Digital. As set forth more fully in the Burck Declaration, the firm advised Voyager Digital on matters unrelated to the Debtors.

did not hold any retainer amounts in connection with its prepetition services, but as noted below, Quinn Emanuel received a \$300,000 retainer to be used for its postpetition services

31 During the year prior to the Petition Date, Quinn Emanuel billed and collected from the Debtors a total of \$766,255.56, which includes the \$577,863.57 billed and collected in the ninety days immediately preceding the Petition Date. In addition, as of the Petition Date, Quinn Emanuel had incurred \$97,644.36 in unpaid fees and expenses, and waives all claims for such unpaid amounts as a condition to its employment by the estates. None of those amounts were in contemplation of or in connection with the Debtors' chapter 11 cases.

32 On November 13, 2022, Quinn Emanuel received a retainer payment of \$300,000 from West Realm Shires Inc. in connection with its proposed retention in these Chapter 11 Cases. West Realm Shires subsequently filed its own chapter 11 petition on November 14. The retainer will be held on account and applied, to the extent allowed by the Court, to the payment of fees for services rendered and the reimbursement of expenses incurred by Quinn Emanuel in the course of the Chapter 11 Cases.

F. No Adverse Interest

33 Except as set forth in the Burck Declaration, Quinn Emanuel, to the best of the Debtors' knowledge, information, and belief, does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which Quinn Emanuel is to be employed. Quinn Emanuel has agreed with the Debtors not to represent any such creditors or parties-in-interest in these chapter 11 cases in any matters adverse to the Debtors. Additionally, Quinn Emanuel has informed the Debtors that it will conduct an ongoing review of its files to ensure that it continues to neither represent nor hold any interests adverse to the Debtors or their estates with respect to the matters on which Quinn Emanuel is to be employed pursuant to this Application.

To the best of the Debtors' knowledge, as disclosed in the Burck Declaration, (a) Quinn Emanuel does not hold or represent any interest adverse to the Debtors' estates and (b) has no connection to the Debtors, their creditors, or other parties-in-interest, except as may be disclosed in the Burck Declaration.

34 For all of the reasons stated above and in the Declarations, the Debtors submit that the retention and employment of Quinn Emanuel as special counsel is in the best interests of their estates and is necessary to the successful prosecution of these Chapter 11 Cases. Based on its extensive experience, Quinn Emanuel is well-qualified to represent the Debtors in an efficient and expert manner. Accordingly, the Debtors submit that the retention of Quinn Emanuel is in the best interests of the Debtors, their estates, and their creditors, and should be approved by the Court.

IV. NOTICE

35 Notice of this Application has been provided to: (i) the U.S. Trustee; (ii) counsel to the Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Department of Justice; (vi) the United States Attorney for the District of Delaware; (vii) the parties identified on the Debtors' consolidated list of 50 largest unsecured creditors; and (viii) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that in light of the nature of the relief requested herein, no other or further notice need be provided.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached as **Exhibit A** hereto: (i) authorizing the employment and retention of Quinn Emanuel as special counsel to the Debtors, *nunc pro tunc* to November 13, 2022, including Quinn Emanuel's normal hourly rates in effect at the time services are rendered (subject to the 10% discount) and normal reimbursement policies and (ii) granting such further relief as is otherwise necessary or appropriate.

Dated: December 21, 2022

FTX Trading Ltd. and its affiliated debtors and
debtors-in-possession

/s/ John J. Ray III
John J. Ray III
Chief Executive Officer

Exhibit A

Proposed Order

**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. No. __

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF QUINN EMANUEL URQUHART & SULLIVAN, LLP AS
SPECIAL COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION, *NUNC PRO TUNC* TO NOVEMBER 13, 2022**

Upon the application (the “Application”)² of FTX Trading Ltd. and its affiliated debtors and debtors in possession (collectively, the “Debtors”) for entry of an order authorizing the Debtors to retain and employ Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) as special counsel, *nunc pro tunc* to November 13, 2022, pursuant to Bankruptcy Code section 327(e), Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1; and the Court being satisfied, based on the representations made in the Application and the Declarations that Quinn Emanuel does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which Quinn Emanuel is to be employed; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District Court for the District of Delaware*, dated February 29, 2012; and entry of this Order being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification numbers 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>.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

Debtors having consented to the entry of a final order by this Court under Article III of the United States Constitution; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Application and the opportunity for a hearing on the Application were appropriate under the circumstances and no other notice need be provided; and all objections to the Application, if any, having been withdrawn, resolved, or overruled; and the relief requested in the Application being in the best interests of the Debtors and their estates; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Debtors are authorized to retain and employ Quinn Emanuel as special counsel to the Debtors pursuant to Bankruptcy Code section 327(e), *nunc pro tunc* to November 13, 2022, pursuant to the terms and conditions set forth in the Application.
3. Quinn Emanuel shall apply for compensation earned for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. Quinn Emanuel shall also make a reasonable effort to comply with the requests for information and additional disclosures as set forth in the US Trustee Guidelines, both in connection with the Application and all applications for compensation and reimbursement of expenses filed by Quinn Emanuel in these Chapter 11 Cases.
4. Quinn Emanuel shall provide ten business days' notice to the Debtors, the Office of the United States Trustee for the District of Delaware, and any official committee appointed in

these chapter 11 cases before implementing any periodic increases and shall file such notice with the Court.

5. The Debtors and Quinn Emanuel are authorized to take all necessary actions to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. To the extent there is any inconsistency between the Application, the Declarations, and this Order, the provisions of the Order shall govern.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Dated: _____
Wilmington, Delaware

The Honorable John T. Dorsey
United States Bankruptcy Judge

Exhibit B

Declaration of William Burck

**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)

**DECLARATION OF WILLIAM A. BURCK IN SUPPORT OF THE
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF QUINN EMANUEL URQUHART &
SULLIVAN, LLP AS SPECIAL COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION, *NUNC PRO TUNC* TO NOVEMBER 13, 2022**

The undersigned proposed attorney for FTX Trading Ltd. and its affiliated debtors and debtors in possession (collectively, the "Debtors") hereby submits this verified declaration of disinterestedness pursuant to Bankruptcy Rule 2014(a).

1. My name is William A. Burck. I am over the age of 18 years. I am competent to make this declaration (this "Declaration"). Unless otherwise stated in the Declaration, I have personal knowledge of the facts set forth herein and, if called as a witness, I would testify thereto. Certain of the disclosures set forth herein relate to matters not within my personal knowledge but rather within the knowledge of other attorneys and employees at Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn Emanuel") and are based on information provided to me by them. Each and every statement contained herein is true and correct to the best of my knowledge, information, and belief.

¹ The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification numbers 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>.

2. I am the global co-managing partner in the law firm of Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) proposed special counsel to the Debtors, which maintains offices for the practice of law at 1300 I Street NW, Suite 900, Washington, D.C. 20005, among other domestic and international offices. I am admitted in, practicing in, and a member in good standing of, the bars of the State of New York and the District of Columbia, among others. I am admitted to practice *pro hac vice* in this specific bankruptcy case filed in the District of Delaware.

3. I submit this Declaration on behalf of Quinn Emanuel in support of the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Quinn Emanuel Urquhart & Sullivan, LLP as Special Counsel for the Debtors and the Debtors in Possession, Nunc Pro Tunc to November 13, 2022* (the “Application”) to employ and retain Quinn Emanuel as special counsel to the Debtors. This declaration is also intended to provide the disclosure of compensation required under section 329 of the Bankruptcy Code, Bankruptcy Rule 2016(b), and Local Rule 2016-1.

QUINN EMANUEL’S QUALIFICATIONS

4. Quinn Emanuel is the largest law firm in the world devoted solely to business litigation, investigations and other disputes. The firm has unparalleled expertise in the core subject of its retention—litigating complex financial and bankruptcy-related matters against third-parties and developing, investigating, and prosecuting a wide range of claims and asset recovery actions designed to return assets to and increase the Debtors’ estates.

5. The firm’s experience in financial litigation and asset recovery actions brought on behalf of debtors, creditors, trustees, and governmental agencies is without parallel. Quinn Emanuel’s collective recoveries in complex financial actions asserted against all variety of defendants, including global financial institutions, exceeds \$40 billion, including recoveries

secured in connection with highly complex bankruptcy proceedings including *Lehman Brothers*, *Residential Capital*, *SemGroup*, *Refco*, *Parmalat*, *Enron*, and in dozens of residential mortgage loan matters, including on behalf of the *Federal Housing Finance Authority*.

6. The firm's unrivaled experience in complex financial litigation and asset recovery is complemented by an elite investigations and government enforcement practice that has repeatedly been recognized as being among the very best by numerous legal publications, including *Chambers USA*, *Chambers UK*, *Chambers Europe*, *Law360*, *The American Lawyer*, *The National Law Journal*, *The International Who's Who of Business Lawyers*, *Legal 500*, *The Expert's Guide to the World's Leading Lawyers*, and *Best Lawyers*. The firm's regulatory and enforcement experience extends, moreover, to matters relating specifically to blockchain and digital assets. By way of example, prior to joining Quinn Emanuel, Katherine Lemire served as Executive Deputy Superintendent at the New York State Department of Financial Services (DFS), overseeing the Consumer Protection and Financial Enforcement Division. Ms. Lemire led the initial enforcement investigations into violations of DFS cybersecurity regulations, and initiated multiple enforcement investigations into cryptocurrency businesses.

7. Quinn Emanuel has also served as counsel to independent directors and/or special committees in numerous bankruptcy cases. I am informed these include: *Altera Infrastructure L.P.*, *J. Crew Group, Inc.*, *J.C. Penney Company, Inc.*, *Intelsat S.A.*, *Belk, Inc.*, and *NII Holdings, Inc.* Quinn Emanuel also has served as counsel or special counsel to debtors, official committees, non-debtor affiliates, and creditors in numerous bankruptcy cases. I am informed these include: *Garrett Motion Inc.*, *Avianca Airlines*, *Toys "R" Us, Inc.*, *Motors Liquidation Company*, *f/k/a General Motors Corporation*, *Peabody Energy Corporation*, *Sanchez Energy Corp.*, *Ultra Petroleum Corp.*, *Alpha Natural Resources, Inc.*, *China Fishery Group Limited (Cayman)*, *DPH*

Holdings Corp., UTGR, Inc. (d/b/a Twin River), Lehman Brothers Holdings, Inc., Nortel Networks, Inc., Fisker Automotive, Inc., RadioShack Corporation, Velo Holdings, Inc., SemGroup, L.P., American Home Mortgage Holdings, Inc., Sentinel Management Group, Buffets, Inc., New Stream Secured Capital, L.P., Refco Inc., Enron Corp., Safety-Kleen Corp., RCN Corp., Adelphia Communications Corp., Mirant Corp., Tower Automotive, Inc., and Fruit of the Loom, Inc., and in the Title III readjustments of the *Commonwealth of Puerto Rico* and *COFINA*. Quinn Emanuel was also counsel for the court-appointed Examiner in *Dynegy*.

8. I believe that Quinn Emanuel's extensive experience as special counsel representing debtors, independent directors, and special committees, conducting investigations, and serving as special litigation counsel, developing and prosecuting estate causes of action and asset recovery strategies, as well as their knowledge of complex bankruptcy, cryptocurrency, and fiduciary issues, and experience practicing before this Court, make Quinn Emanuel ideal to effectively serve the needs of the Debtors.

NO DUPLICATION OF SERVICES

9. I understand that the Debtors have retained various other restructuring professionals in these chapter 11 cases. I also understand that the Debtors may also file further applications to employ additional counsel in these chapter 11 cases for particular purposes. In particular, pursuant to a separate retention application filed with this Court, the Debtors have retained Sullivan & Cromwell LLP ("S&C") and Landis Rath & Cobb ("LRC") as general bankruptcy co-counsel to the Debtors. Quinn Emanuel will work to ensure that the services to be rendered and performed by Quinn Emanuel are not duplicative of work performed by S&C, LRC, or other law firms retained by the Debtors. Quinn Emanuel is not acting as the Debtors' general bankruptcy counsel in these chapter 11 cases.

SERVICES TO BE PROVIDED

10. The Debtors seek to retain Quinn Emanuel as special counsel to assist the Debtors and their boards of directors, in coordination with the Debtors' other professionals, in: (1) determining the existence of, and if the Debtors deem it appropriate, prosecuting and/or settling, any claim or cause of action available to any of the Debtors' estates; (2) in connection with the development of such claims or causes of action, conducting independent investigations into the acts, conduct, assets, liabilities, and financial condition of the Debtors, including any facts bearing on fraud, dishonesty, incompetence, misconduct, mismanagement, or irregularity in the management of the affairs of the Debtors or any party receiving assets from, or transacting with, the Debtors; and (3) addressing other litigation involving third-parties and any other matter the Debtors deem relevant to the Debtors' cases or to the formulation of a plan, in each case as specifically identified by the Debtors. In all matters, Quinn Emanuel will avoid duplication with the Debtors' other counsel.

QUINN EMANUEL'S DISCLOSURE PROCEDURES

11. Quinn Emanuel has a large and diversified legal practice that encompasses the representation of, and representations adverse to, select individuals, funds, institutions, partnerships, limited liability companies, and corporations, some of which are or may consider themselves to be (or in the case of committees, the members may consider themselves to be) creditors or parties-in-interest in the Chapter 11 Cases, or otherwise to have interests in these cases.

12. In preparing this Declaration, I, or persons acting at my direction, used a set of procedures developed by Quinn Emanuel to comply with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules (the "Quinn Emanuel Disclosure Procedures"). Pursuant to the Quinn Emanuel Disclosure Procedures, I performed, or caused to be performed,

the following actions to identify the parties relevant to this Declaration and to ascertain Quinn Emanuel's connection to such parties:

- a. Quinn Emanuel requested and obtained from the Debtors extensive lists of interested parties and significant creditors. From those lists, Quinn Emanuel identified the parties in interests (the "Potential Parties in Interest") that are related to the Engagement. The Potential Parties in Interest, as identified by the Debtors, include: (i) potential parties that may acquire assets in the Chapter 11 Cases pursuant to Bankruptcy Code section 363; (ii) holders of more than 5% of equity in any of the Debtors; (iii) Judges of the United States Bankruptcy Court for the District of Delaware; (iv) the Debtors' restructuring professionals; (v) banks, lenders, UCC lien parties, and administrative agents; (vi) contract counterparties; (vii) 180 of the largest retail customers from West Realm Shires Inc. and FTX Trading Ltd.; (viii) the Debtors; (ix) current and former directors and officers of the Debtors; (x) entities or persons receiving donations from the Debtors; (xi) insurance providers; (xii) investments/acquisitions of the Debtors; (xiii) current and former known affiliates of the Debtors; (xiv) landlords; (xv) litigation counterparties; (xvi) ordinary course professionals; (xvii) other significant creditors; (xviii) significant competitors; (xix) surety and letters of credit providers; (xx) taxing authorities and governmental and regulatory agencies relevant to the Debtors; (xxi) top 50 creditors; (xxii) office of the United States Trustee; (xxiii) UCC members; (xxiv) UCC professionals; (xxv) unions; (xxvi) utility providers; (xxvii) the Joint Provisional Liquidators of FTX Digital Markets Ltd.; and (xxviii) vendors. A copy of the list of the Potential Parties in Interest searched by Quinn Emanuel is annexed hereto as Schedule 1.
- b. Quinn Emanuel then compared the names of each of the Potential Parties in Interest to the names in its master electronic database of the Firm's current and recent clients (the "Client Database"). The Client Database generally includes the name of each current and former client of the Firm, the name of the parties who are or were related or adverse to such current or former client, and the names of the Quinn Emanuel personnel who are or were responsible for the current or former matters for such client since 1999. Quinn Emanuel maintains the Client Database to include additional entities that become related to current and former clients.
- c. Quinn Emanuel compared the names included on the Potential Parties in Interest list to the names in the Client Database to identify any matches and to determine whether such matches are current or former clients..

- d. Known connections between former or recent clients of the Firm and the Potential Parties in Interest were compiled for purposes of preparing this Declaration. These connections are listed in **Schedule 2** attached hereto

13. As a matter of retention and disclosure policy, Quinn Emanuel will continue to apply the Quinn Emanuel Disclosure Procedures as additional information concerning entities having a connection to the Engagement is developed and will file appropriate supplemental disclosures with this Court, if warranted.

CONNECTIONS WITH PARTIES IN INTEREST

14. As a result of the Quinn Emanuel Disclosure Procedures, Quinn Emanuel has thus far ascertained that, in each case upon information and belief, Quinn Emanuel has connections with certain of the Potential Parties in Interest. To the best of my knowledge, information, and belief, Quinn Emanuel does not have any connection to the Potential Parties in Interest except as described in this Declaration and the attached **Schedule 2**. Out of an abundance of caution, I am disclosing certain representations, which are not, to my understanding, disqualifying or problematic under either section 327(e) of the Bankruptcy Code or applicable standards of professional ethics.

- a. To the best of my knowledge, information, and belief, and except as set forth in in subparagraph 14b below, Quinn Emanuel has represented or currently represents the entities identified on **Schedule 2** in matters unrelated to these chapter 11 cases or to the Debtors (including the Debtor and non-Debtor affiliates).
- b. Commencing in July, 2022, Quinn Emanuel has represented Voyager Digital Holdings, LLC (“Voyager Digital”), as special counsel in the chapter 11 cases of that entity and those of its affiliates currently pending in the United States Bankruptcy Court for the Southern District of New York. The scope of the special counsel representation was to conduct an internal investigation into the historical transactions of Voyager Digital, with a particular focus on loan transactions between Voyager Digital and Three Arrows Capital, LLC, which precipitated the collapse of Voyager Digital. Alameda Research Venture, West Realm Shires, Inc., and certain of the Debtors and non-Debtor affiliates are creditors and/or parties in interest in

the chapter 11 cases of Voyager Digital and its affiliates. As a condition to its engagement by Voyager Digital, with the consent of the Debtors, Quinn Emanuel terminated its representation of the Debtors with respect to Voyager Digital and its affiliates, and the Debtors retained other counsel (S&C) to represent them in that regard. The scope of Quinn Emanuel's services for Voyager Digital expressly excluded advice concerning any transactions with the Debtors, and the firm has not and will not represent Voyager Digital in any matters related to the Debtors or the Debtors' chapter 11 cases. Similarly, Quinn Emanuel will continue to exclude all matters relating to Voyager Digital or its affiliates from its representation of the Debtors. I do not believe that Quinn Emanuel's representation of Voyager Digital on matters unrelated to the Debtors precludes Quinn Emanuel from meeting the disinterestedness standard under the Bankruptcy Code.

15. Although Quinn Emanuel represents and has represented several other Potential Parties in Interest listed on **Schedule 2**, those matters are not substantially related to the Debtors' bankruptcy cases; the representation is of an affiliate of the Debtors' particular creditor or borrower; the representation has concluded; or the representations and the claims of those creditors are immaterial and *de minimis*. Moreover, Quinn Emanuel will serve as counsel only with respect to the scope of services provided in the Application.

16. No partner, of counsel, or associate of Quinn Emanuel, as far as I have been able to ascertain, has any connection with any Potential Party in Interest, except as set forth below or otherwise in this Declaration, including **Schedule 2**.

17. In the event that Quinn Emanuel must become adverse to any party listed on **Schedule 2**, Quinn Emanuel will first endeavor to obtain an applicable written conflict waiver from that party. To the extent that a waiver does not exist or is not obtained from such client and it is necessary for the Debtors to be adverse to that client, they will be represented in such particular matter by separate counsel.

18. Of the entities listed on **Schedule 2**, I am informed that only one, Google LLC (together with its affiliates, "Google"), represented more than 1% of the Quinn Emanuel's annual

revenues. I am informed that Google is a vendor to the Debtors. Quinn Emanuel has not represented and will not represent Google in any matters related to the Debtors or these Chapter 11 Cases. I do not believe that Quinn Emanuel's current or prior representations of Google preclude it from meeting the disinterested standard under the Bankruptcy Code.

19. Quinn Emanuel represents, or has represented in the past, clients that are adverse or potentially adverse to numerous creditors (or affiliates of creditors) of the Debtors.

20. From time to time, Quinn Emanuel has referred work to other professionals retained or that may be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to Quinn Emanuel.

21. It is possible that certain Quinn Emanuel attorneys or employees hold interests in mutual funds or other investment vehicles that may own interests in the Debtors or creditors of the Debtors.

22. Despite the efforts described above to identify and disclose Quinn Emanuel's connections with Parties in Interest, because Quinn Emanuel is an international law firm with hundreds of attorneys in several offices worldwide, and because the Debtors are a multi-national corporate enterprise with numerous creditors and other relationships, I am unable to state with absolute certainty that every client representation or other connection has been disclosed. If I discover additional information that requires disclosure or modification of this Declaration, I will file a supplemental declaration with the Court.

23. I do not believe that any of the representations or relationships recited above or listed in **Schedule 2** would give rise to a finding that Quinn Emanuel represents or holds an interest adverse to the Debtors with respect to the services for which Quinn Emanuel would be retained.

24. Accordingly, to the best of my knowledge, Quinn Emanuel: (a) is not a creditor, equity security holder, or insider of the Debtors; (b) was not, within two years before the date of filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors; and (c) does not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders.

25. Quinn Emanuel will review its client database periodically during the course of its engagement in these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Quinn Emanuel will use reasonable efforts to identify such further developments and will file promptly a supplemental declaration, as required by Bankruptcy Rule 2014(a).

PROFESSIONAL COMPENSATION

26. In February 2022, Quinn Emanuel executed engagement letters for the provision of legal services concerning litigation matters with Debtor West Realm Shires, Inc. and its subsidiaries (collectively, "WRS"), Debtor Alameda Research LLC and various of its subsidiaries (collectively, "Alameda Research"), Debtor FTX Trading Ltd. and various of its subsidiaries (collectively, "FTX Trading" and, with Alameda Research and WRS, the "FTX Clients"). Quinn Emanuel subsequently performed legal services for WRS, Alameda Research and FTX Trading. To effect enterprise-wide representation, Quinn Emanuel also executed engagement letters with non-Debtor Samuel Bankman-Fried ("SBF") and "existing or future entities majority-owned or controlled by [SBF] that are identified to [Quinn Emanuel]." Quinn Emanuel, however, was not asked to and did not perform any services for SBF and to the best of the firm's knowledge was not provided with or otherwise privy to any confidential information concerning SBF or, except as

relevant to the specific litigation matters Quinn Emanuel advised on, management's conduct. Quinn Emanuel is not presently engaged by SBF or any of his other non-Debtor entities.

27. I am informed and believe that the specific engagements on which Quinn Emanuel provided prepetition services to the Debtors include the following:

- a. Quinn Emanuel advised the FTX Clients regarding certain intellectual property disputes, employment agreements, and confidentiality requirements, and provided advice concerning general Foreign Corrupt Practices Act compliance. Quinn Emanuel also provided general litigation advice and strategy to FTX Trading regarding cross-border discovery issues, including depositions, subpoenas, and fact-gathering procedures.
- b. Quinn Emanuel advised Alameda Research LLC regarding certain blockchain and cryptocurrency arbitration proceedings, disputes, and litigation. Quinn Emanuel provided factual analysis of certain potential cryptocurrency disputes, including litigation strategy related to international arbitration, and prepared agreements and supporting documentation related to certain of Alameda Research LLC's cryptocurrency investments.
- c. Quinn Emanuel advised West Realm Shires Inc regarding an antitrust litigation claim and prepared a draft comment letter for potential submission to a rule making agency in support of a non-FTX-related market participant's exemptive application.
- d. Finally, ending in July, 2022, Quinn Emanuel provided Alameda Research and FTX Trading with advice concerning the chapter 11 cases of Voyager Digital and Celsius.²

28. On April 12, 2022, Quinn Emanuel received a retainer payment from FTX Trading Ltd. of \$500,000. The retainer was an advanced payment of FTX Trading's agreement to pay Quinn Emanuel a minimum fee of \$100,000 per month until the earlier of four years from the date of the engagement letter or the termination thereof. This agreement was terminated in light of the Debtors' chapter 11 filings.

² With respect to Voyager Digital, Quinn Emanuel ceased providing advice to the Debtors and established an ethical wall upon the firm's engagement as special counsel for Voyager Digital. As set forth above in this Declaration, the firm advised Voyager Digital on matters unrelated to the Debtors.

29. During the ninety days immediately preceding the Petition Date, Quinn Emanuel's records show that it billed and collected from the Debtors \$577,863.57, including \$311,608.01 in drawdowns on the retainer and \$266,255.56 in payments from the Debtors. As of the Petition Date, Quinn Emanuel did not hold any retainer amounts in connection with its prepetition services, but as noted below, Quinn Emanuel received a \$300,000 retainer to be used for its postpetition services.

36 During the year prior to the Petition Date, Quinn Emanuel billed and collected from the Debtors a total of \$766,255.56, which includes the \$577,863.57 billed and collected in the ninety days immediately preceding the Petition Date. In addition, as of the Petition Date, Quinn Emanuel had incurred \$97,644.36 in unpaid fees and expenses, and waives all claims for such unpaid amounts as a condition to its employment by the estates. None of those amounts were in contemplation of or in connection with the Debtors' chapter 11 cases.

30. On November 13, 2022, Quinn Emanuel received a retainer payment of \$300,000 from West Realm Shires Inc. in connection with its proposed retention in these chapter 11 cases. West Realm Shires Inc. subsequently filed its own chapter 11 petition on November 14. The retainer will be held on account and applied, to the extent allowed by the Court, to the payment of fees for services rendered and the reimbursement of expenses incurred by Quinn Emanuel in the course of the chapter 11 cases.

31. Quinn Emanuel intends to apply to the Court for allowance of compensation earned for professional services and reimbursement of expenses incurred in connection with these chapter 11 cases in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. Quinn Emanuel also will make a reasonable effort to comply with the requests for information and

additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “US Trustee Guidelines”), both in connection with this Application and any application for compensation and reimbursement of expenses to be filed by Quinn Emanuel in these chapter 11 cases.

32. Quinn Emanuel will charge the Debtors for its legal services on an hourly basis at its ordinary and customary rates in effect on the date that such services are rendered, less a 10% discount. Applying the 10% discount, Quinn Emanuel’s current billing rates are: \$1,192.50 to \$1,917 for partners and counsel; \$747 to \$1,183.50 for associates; and \$432 to \$603 for paraprofessionals. Quinn Emanuel also will charge for reimbursement of all costs and expenses incurred by Quinn Emanuel in connection with its representation of the Debtors. All compensation will be subject to the Court’s approval.

33. Quinn Emanuel sets its hourly rates on an annual basis. These hourly rates are subject to periodic adjustments (typically on September 1st of each year) to reflect economic and other conditions. Quinn Emanuel will provide ten business days’ notice of any rate increases to the Debtors, the United States Trustee for the District of Delaware, and any official committee appointed in these cases.

34. In addition to the hourly rates set forth above, Quinn Emanuel customarily charges its clients for the variable costs and expenses incurred in connection with its services, including mail and express mail charges, courier charges, Federal Express charges, photocopying charges, travel expenses, computerized research cost, and charges and fees of outside vendors, consultants, and service providers. Consistent with Local Rule 2016-2(e), Quinn Emanuel will charge no more than \$0.10 per page for standard black and white duplication services in these chapter 11 cases.

35. Quinn Emanuel's hourly rates are set at a level designed to compensate Quinn Emanuel fairly for the work of its attorneys and legal assistants and to cover fixed and routine expenses. The rates and rate structure provided by Quinn Emanuel are appropriate and reflect the complex and time sensitive nature of the matters Quinn Emanuel will be handling. The Debtors have been informed that Quinn Emanuel sets its hourly rates on an annual basis. Moreover, the hourly rates that Quinn Emanuel will use in these chapter 11 cases are the same hourly rates that Quinn Emanuel uses in non-restructuring matters.

36. Pursuant to Bankruptcy Rule 2016(b), Quinn Emanuel has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Quinn Emanuel or (b) any compensation another person or party has received or may receive.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

37. The following is provided in response to the request for additional information set forth in Paragraph D.1 of the US Trustee Fee Guidelines:

Question: Did Quinn Emanuel agree to any variations from, or alternatives to, the Firm's standard billing arrangements for this engagement?

Answer: Yes. Quinn Emanuel agreed to provide a 10% discount to its standard billing rates for this Engagement, which standard rates are not different from (a) the rates that Quinn Emanuel charges for most other non-bankruptcy representations or (b) the rates of other comparably skilled professionals.

Question: Do any of the Firm's professionals in this engagement vary their rate based on the geographical location of the Debtors' chapter 11 case?

Answer: No. The hourly rates used by Quinn Emanuel in representing the Debtors are consistent with the rates that Quinn Emanuel charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

Question: If Quinn Emanuel has represented the Debtors or any of the other Debtors in the 12 months prepetition, disclose Quinn Emanuel's billing rates and

material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If Quinn Emanuel's billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: Quinn Emanuel was first retained in February 2022 by WRS, Alameda Research, and FTX Trading. Quinn Emanuel's fees are determined on the basis of time billed at hourly rates. The hourly rates billed by Quinn Emanuel pre-petition are the same hourly rates requested post-petition.

Question: Have the Debtors approved the Firm's budget and staffing plan, and if so, for what budget period?

Answer: Quinn Emanuel and the Debtors intend to develop a prospective budget and staffing plan in a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures. Consistent with the U.S. Trustee Guidelines, the budget may be amended as necessary to reflect changed or unanticipated developments.

38. Quinn Emanuel will use reasonable efforts to comply with the U.S. Trustee Guidelines.

39. By reason of the foregoing, I believe Quinn Emanuel is eligible for employment and retention by the Debtors pursuant to sections 327(e) and 328(a) of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Rules.

[Remainder of Page Intentionally Left Blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: Washington D.C., District of Columbia
December 21, 2022

/s/ William A. Burck

William A. Burck
Partner, Quinn Emanuel Urquhart &
Sullivan LP

Schedule 1

Potential Parties In Interest

FTX Trading – Redacted Parties in Interest¹**5% or More Equity Holders**

Edward Moncada
 Nishad Singh
 Name On File
 Samuel Bankman-Fried
 Zixiao Wang

Ad Hoc Committee (Non US Customers of FTX.com)

Eversheds Sutherland (Us) LLP
 Morris, Nichols, Arsht & Tunnell LLP

Bankruptcy Judges

Ashely M. Chan
 Brendan L. Shannon
 Craig T. Goldblatt
 John T. Dorsey
 Karen B. Owens
 Kate Stickle
 Laurie Selber Silverstein
 Mary F. Walrath
 Una O'Boyle (Clerk of Court)

Bankruptcy Professionals

Ernst & Young
 Quinn Emanuel Urquhart & Sullivan, LLP
 AlixPartners, LLP
 Alvarez & Marsal North America, LLC
 Kroll Restructuring Administration
 Landis Rath & Cobb LLP
 Perella Weinberg Partners
 Sullivan & Cromwell LLP

Banks/Lender/UCC Lien Parties/Administrative Agents

AKBANK
 Apple Business
 Bank of America
 Bank of Cyprus
 BCB Bank
 BMO Harris Bank, N.A.
 Circle Internet Financial, Inc.
 Commercial Bank of Dubai
 Commerical Bank of Vietnam
 Customers Bank
 DBS Bank Limited
 Deltec
 ED&F Man Holdings Inc.
 Emirate NBD Bank
 Equity Bank
 Etana
 Eurobank

Evolve Bank and Trust
 Far Eastern Int'l Bank
 Fibabanka
 Fidelity Bank (Bahamas)
 Garanti BBVA
 Goldfields Money
 HDFC Bank
 HSBC Bank
 Interactive Brokers
 JPMorgan Chase Bank, N.A.
 Jtrust Bank
 Klarpay
 LendingClub
 Maerki Baumann & Co. AG
 Moneytech
 Moonstone Bank
 Morgan Stanley
 MUFG Bank, LTD.
 National Australia Bank
 Nium
 Nuvei
 Octabase
 Omipay / Cuscal
 PayPay Bank
 Paysafe
 Prime Trust LLC
 Rakuten Bank
 RJ O'Brien
 SBI Sumishin Net Bank Ltd.
 Signature Bank
 Signet
 Silicon Valley Bank
 Silvergate Bank
 Siraat Banksai
 Stanford Credit Union
 Strait X
 Stripe
 Sumitomo Mitsui Banking Corporation (SMBC)
 Swapforex
 Tokyo Star Bank
 Transactive
 Transfero
 Turicum
 Vakifbank
 Volksbank Bayern Mitte eG
 Washington Business Bank

¹ Pursuant to the *Interim Order (I) Authorizing the Debtors to Maintain A Consolidated List of Creditors in Lieu of Submitting a Separate Matrix for Each Debtor, (II) Authorizing the Debtors to Redact or Withhold Certain Confidential Information of Customers and Personal Information of Individuals on an Interim Basis and (III) Granting Certain Related Relief* [D.I. 157], the names of customers and individuals whom the Debtors believe may be citizens of the United Kingdom or a European Union member country are redacted.

Wells Fargo
 Western Alliance
 Zand Bank
Contract Counter-Parties
 AC Revocable Trust
 Adresana Limited
 AIM Sports, LLC
 Name On File
 Name On File
 Name On File
 Alpaca Crypto LLC
 AlteumX International S.A.
 Name On File
 Name On File
 Name On File
 Name On File
 Barstool Sports Inc.
 Billboard Media, LLC
 Binance Capital Management Co. Ltd.
 BitGo
 BITOCTO
 BlockFi Inc.
 Brandon Williams
 Brave Software International SEZC
 Name On File
 Cal Athletics
 Chainalysis
 Coachella Music Festival, LLC
 David Ortiz
 David Ortiz Children's Fund
 Name On File
 Diego Perez de Ayala
 Digital Assets DA AG
 Digital Finance Group Company
 Dolphin Entertainment, Inc.
 Name On File
 Elvia Delgadillo
 Exodus Movement, Inc.
 Fortune Cookie
 FOX SPORTS SUN, LLC
 Name On File
 FTI Consulting, Inc.
 Furia ESports LLC
 Galois Capital
 Gisele Caroline Bündchen
 Golden State Warriors
 Gpay Network Pte. Ltd.
 Growflint Technologies Pvt. Ltd.
 HashKey Blockchain Investment Fund
 HODL Media, Inc.
 ICC Business Corporation FZ LLC
 Idealex Services OU
 IEX Group, Inc.
 iVest+
 Name On File

Name On File
 Jeremy Cranford
 Name On File
 Joele Frank
 Kariya Kayamori
 Name On File
 Kevin O'Leary
 Name On File
 Larnabell Enterprises Limited
 Laura Larissa Hanna
 Ledger SAS
 Lightspeed Management Company, LLC
 Lincoln Holdings LLC DBA Monumental Sports & Entertainment
 Lorem Ipsum UG
 Name On File
 Name On File
 Name On File
 Major League Baseball Clubs
 Major League Baseball Properties, Inc
 Mark Khalil
 Medium Rare Live, LLC
 Meow Technologies Inc.
 Mercedes-Benz Grand Prix Limited
 Name On File
 MLB Advanced Media, L.P
 MMBOC, LLC
 MPG Live Ltd
 Multicoins Capital
 Nardello & Co. LLC
 Naomi Osaka
 O'Leary Productions Inc.
 Office of the Commissioner of Baseball
 Paradigm
 Patrick Gruhn
 Paul Forest
 Paxos Trust Company, LLC
 Name On File
 Play Magnus Group
 PointUp Inc.
 Proper Trust AG
 PT Datindo Infonet Prima
 Race Capital
 Radegen Sports Management LLC
 Rebecca Lowe
 Reddit, Inc.
 Ribbit Capital
 Rick Fox
 Riot
 Name On File
 SC30 Inc.
 Name On File
 Shohei Ohtani
 Name On File
 Stephen Curry
 StockTwits, Inc.
 Swift Media Entertainment, Inc

Sygnia Consulting
The MLB Network, LLC
The Sequoia Fund, L.P.
Thoma Bravo
TL INTERNATIONAL BV
TokenBot International Ltd.
Tom Brady
TradingView Inc
Trevor Lawrence
TrustToken
Twig USA Inc
Udonis Haslem
UJH Enterprises
Veridian Development Group Ltd.
Yahoo Inc.
Yuga Labs, Inc.

Customers

[illegible][illegible]

Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Name On File
Debtors
Alameda Aus Pty Ltd
Alameda Global Services Ltd.
Alameda Research (Bahamas) Ltd
Alameda Research Holdings Inc.
Alameda Research KK
Alameda Research LLC
Alameda Research Ltd
Alameda Research Pte Ltd
Alameda Research Yankari Ltd
Alameda TR Ltd
Alameda TR Systems S. de R. L.
Allston Way Ltd
Analisyia Pte Ltd
Atlantis Technology Ltd.
Bancroft Way Ltd
Blockfolio, Inc.
Blue Ridge Ltd
Cardinal Ventures Ltd
Cedar Bay Ltd
Cedar Grove Technology Services, Ltd
Clifton Bay Investments LLC
Clifton Bay Investments Ltd
Cottonwood Grove Ltd
Cottonwood Technologies Ltd.

4

Crypto Bahamas LLC
 DAAG Trading, DMCC
 Deck Technologies Holdings LLC
 Deck Technologies Inc.
 Deep Creek Ltd
 Digital Custody Inc.
 Euclid Way Ltd
 FTX (Gibraltar) Ltd
 FTX Canada Inc
 FTX Certificates GmbH
 FTX Crypto Services Ltd.
 FTX Digital Assets LLC
 FTX Digital Holdings (Singapore) Pte Ltd
 FTX EMEA Ltd.
 FTX Equity Record Holdings Ltd
 FTX EU Ltd.
 FTX Europe AG
 FTX Exchange FZE
 FTX Hong Kong Ltd
 FTX Japan Holdings K.K.
 FTX Japan K.K.
 FTX Japan Services KK
 FTX Lend Inc.
 FTX Marketplace, Inc.
 FTX Products (Singapore) Pte Ltd
 FTX Property Holdings Ltd
 FTX Services Solutions Ltd.
 FTX Structured Products AG
 FTX Switzerland GmbH
 FTX Trading GmbH
 FTX Trading Ltd
 FTX TURKEY TEKNOLOJİ VE TİCARET ANONİM ŞİRKETİ
 FTX US Services, Inc.
 FTX US Trading, Inc
 FTX Ventures Ltd
 FTX Zuma Ltd
 GG Trading Terminal Ltd
 Global Compass Dynamics Ltd.
 Good Luck Games, LLC
 Goodman Investments Ltd.
 Hannam Group Inc
 Hawaii Digital Assets Inc.
 Hilltop Technology Services LLC
 Hive Empire Trading Pty Ltd
 Innovatia Ltd
 Island Bay Ventures Inc
 Killarney Lake Investments Ltd
 Ledger Holdings Inc.
 Ledger Prime LLC
 LedgerPrime Bitcoin Yield Enhancement Fund, LLC
 LedgerPrime Bitcoin Yield Enhancement Master Fund
 LedgerPrime Digital Asset Opportunities Fund, LLC
 LedgerPrime Digital Asset Opportunities Master Fund LP
 LedgerPrime Ventures, LP
 Liquid Financial USA Inc.

Liquid Securities Singapore Pte Ltd.
 LiquidEX LLC
 LT Baskets Ltd.
 Maclaurin Investments Ltd.
 Mangrove Cay Ltd
 North Dimension Inc
 North Dimension Ltd
 North Wireless Dimension Inc
 Paper Bird Inc
 Pioneer Street Inc.
 Quoine India Pte Ltd
 Quoine Pte Ltd
 Quoine Vietnam Co. Ltd
 SNG INVESTMENTS YATIRIM VE DANIŞMANLIK ANONİM ŞİRKETİ
 Strategy Ark Collective Ltd.
 Technology Services Bahamas Limited
 Verdant Canyon Capital LLC
 West Innovative Barista Ltd.
 West Realm Shires Financial Services Inc.
 West Realm Shires Inc.
 West Realm Shires Services Inc.
 Western Concord Enterprises Ltd.
 Zubr Exchange Ltd
Director/Officer
 Name On File
 Name On File
 Andy Fisher
 Arthur Thomas
 Name On File
 Name On File
 Can Sun
 Caroline Ellison
 Caroline Papadopoulos
 Name On File
 Name On File
 Constance Wang
 Corporate & Trust Services Limited
 Dan Friedberg
 Name On File
 Diana Aidee Munoz Maclao De Camargo
 Edward Moncada
 Gary Wang
 Name On File
 Name On File
 Name On File
 Jen Chan
 John J. Ray
 John Samuel Trabucco
 Jonathan Cheesman
 Joseph J. Farnan
 Name On File
 Kariya Kayamori
 Name On File
 Larry Thompson
 Name On File

Luk Wai Chan
 Name On File
 Name On File
 Mark Wetjen
 Name On File
 Name On File
 Name On File
 Matt Rosenberg
 Matthew Doheny
 Matthew Ness
 Name On File
 Michael McCarty
 Michael Watson
 Mitch Sonkin
 Name On File
 Name On File
 Name On File
 Nishad Singh
 Name On File
 Name On File
 Name On File
 Name On File
 Rishi Jain
 Name On File
 Ryan Salame
 Ryne Miller
 Samuel Bankman-Fried
 Name On File
 Serhat Aydin
 Name On File
 Shiliang Tang
 Name On File
 Sina Nader
 Name On File
 Takashi Hidaka
 Terence Choo
 Name On File
 Venu Palaparathi
 Wang Zhe
 Wing Man Charis Law (Charis Law)
 Wong Jing Yu
 Zach Dexter
 Zhe Wang

Donations

amfAR
 Arbor Day Foundation
 Berkley Existential Risk Initiative
 Care for Special Needs Children Foundation
 Center for Effective Altruism
 Clinton Health Access
 David Ortiz Children's Fund
 Eat.Learn.Play
 Eldera, Inc.
 GWWC
 Honnold Foundation

{1368.002-W0069413.}

Hurry Up Slowly
 Laureus Sport for Good
 Majority Forward
 Managed Funds Association
 National Council of Social Service
 New Jersey Scholars
 Newworld One Bay Street - Margaritaville Beach Resort Nassau
 RESource D.C
 Rethink Priorities
 Seattle Approves
 Stanford School of Medicine
 Stanford University
 Stanford University Development
 The Center for Election
 Name On File
 UC Berkeley Foundation
 UDONIS HASLEM CHILDRENS FOUNDATION

Insurance

Ascot Insurance Company
 Continental Casualty Company
 Endurance Worldwide Insurance Ltd., Zurich Insurance Plc,
 HDI Global Specialty SE
 Lloyd's America, Inc.
 Massachusetts Bay Insurance Company
 Paragon International Insurance Brokers Limited
 QBE Insurance Corporation
 Relm Insurance Ltd.
 StarStone National Insurance Company
 The Hanover Insurance Group
 The Travelers Insurance Company
 Travelers Property Casualty Company of America
 United Fire Group
 USI Insurance Services, LLC-CL

Investments/Acquisitions

1Inch
 3Commas Technologies
 5D
 6529 NFT Fund
 6th Man Ventures Fund
 80 Acres
 Acala
 AFK Ventures LLC
 Name On File
 Alder Labs
 Alethea
 Aligned AI
 Altimeter Growth Partners Fund VI, L.P.
 Alvea, LLC
 Anchorage
 Ancient8
 AngelList
 Anthropic
 Anysphere Inc
 Aptos
 Arcana

Archax
 Arnac
 Arrow
 Artemis
 Asymmetric Technologies LP
 ATMTA, Inc. / Star Atlas
 Atomic Vaults
 ATTN (EVOSverse)
 Auradine, Inc.
 Aurigami / Vaus Limited
 Aurory
 Autograph
 Automata
 Avara Labs / LENS
 AVECRIS Research Corporation Pte. Ltd. (Project Door)
 Aver Protocol
 Axelar Network
 Bastion / Bengine, Inc.
 BetDEX
 BiLira (Series A - Class E)
 Bitmain Fund L.P.
 Bitnob Technologies
 Bitnomial
 BitOasis
 Bitocto (exchange Indo) / PT Triniti
 Blockbeats News
 Blockchain Space / Solutions Lab Consultancy Pte Ltd
 Blocto
 Bluebook Cities
 Bond Fund III
 Bonzai Finance
 Bridge Technologies (BRG Token)
 Brinc Drones
 Browder Capital
 BTC Africa, S.A., (dba AZA Finance)
 Burnt
 Canonical Crypto Fund
 Cardinal (Nexus Pro)
 Causal Inc
 CCAI / Aldin
 Cega Pte Ltd
 Celesita Network
 Ceres Protocol Inc / Mythos tokens
 Change Up
 chillchat
 China V Investors L.P.
 China Venture Capital Fund
 Chingari
 Chipper Cash / Critical Ideas Inc
 Circle Internet Financial, Inc.
 Clover
 Coderrect Inc.
 Cogni
 Coin98
 Coinfeeds / Docsi18n
 {1368.002-W0069413.}

CoinMARA
 Collide Capital Fund I
 Com2Us
 Composable
 Compound Financial
 Confirm Solutions Inc
 Conjecture
 Connect3 / Lab3 Technology Limited
 Consensys
 Critical Ideas, Inc.
 Cryowar
 Curated
 DaoSqaure
 Darkfi
 Dave Inc
 decimated
 Defi
 Defi Alliance
 Delphia Holdings Corp
 Delta One
 Delysium / KUROSEMI INC.
 Digital Assets DA AG
 Distributed Ledger Technology
 DLT Climate Tech
 DoDo
 DoinGud
 DoNotPay
 Doodles
 Doppel Inc
 Dorahack
 Drift
 DriveWealth
 Dropp
 Dtrade
 Dune Analytics
 Dust Labs, Inc
 edenbrawl / Worldspark Studios, Inc
 EFAS / Kepler Space Industries
 Efficient Frontier / Odyssey Technologies Limited
 Eizper Chain
 Elementus
 Elumia
 Equator Therapeutics
 EquiLibre Tecnologies Inc.
 Ethereum Ventures Fund I LP
 Euclid Labs / Magic Eden Secondary Shares
 Euler
 Evme Inc
 Exodus
 exotic / Pier3 Ventures Limited
 Exponent Founders Capital I, LP
 Exponential DeFi Inc
 FairSide
 Fanatics
 Faraway

Fern Labs Inc
 Few and Far
 Figma Inc
 Float Capital / Rubin Global Ltd
 Flourishing Humanity Corporation Ltd
 Fluence Labs
 Friktion
 Frosted Inc
 Fuel / Layer-2 Development Corp.
 FYI.FYI, Inc
 Galaxy Protocol (Galxe)
 GamerGains
 GamesPad
 GENESIS DIGITAL ASSETS LIMITED
 Genome (FBH Corporation)
 Genopet / WITTY ELITE LIMITED
 GetMati
 GetPIP Web3.0 / Prime Round Ltd
 GGX Protocol Limited / GGX Token
 Global Illumination
 GOG (Guild of Guardians)
 GuildFi / CRYPTOMIND LAB PTE. LTD
 Harbor Systems Inc
 Hashflow / Qflow
 Hawku
 HedgeHog
 Helix Nanotechnologies
 Hidden Road Inc
 HODL
 HOLE Tokens
<http://Contxts.io> / NFT Bank
<http://Solsniper.xyz> (Sniper Labs)
<http://tsm.gg/> (Swift Media Entertainment Inc)
<http://wum.bo/>
<https://syndica.io/>
 HyperNative Inc
 IEX
 ImmutableX Token Prorata
 Impossible Finance
 Innovatia Ltd
 IO Finnet
 IOSG Fund II LP
 IP3 Cripco (Line Friends)
 Ivy Natal
 Jafco SV4 Investment Limited
 Jambo / Project Chill Limited
 Jet Protocol
 Jet Tech
 Jito Labs Inc
 Juiced / Basis Yield Corp
 JUMBO.EXCHANGE
 Juppiomenz
 JustWontDie Ltd
 K5 Global
 Kariya Kayamori
 {1368.002-W0069413.}

Katana Labs / Blade Labs Inc
 Keygen Labs, Inc
 Kollider
 Kos Therapeutics Inc
 Kraken Ventures Fund I LP
 Kresus
 KTR Group Corporation
 Kwil Inc
 Lake Nona Fund / LN Sports & Health Tech Fund I, LP
 LayerZero
 LayerZero Labs Ltd
 Lemon Cash
 Lexidus
 Lido
 Lifelike Capital
 Lightspeed Faction
 Limit Break
 Liquality
 Liquid 2 Venture Fund III L.P.
 Liquid Group Inc
 Liquid Value Fund I LP
 Liquity
 LiveArtX
 Loan Transactions and Technology LLC / Edge Tradeworks
 Lonely Road
 Luxon / LXN
 Magic Eden
 Name On File
 Manifold Markets
 Manta
 Mask Network / MASKBOOK
 Matonee Inc
 Mavia
 MCDEX
 MEOW
 Mercurial
 Merge
 Messari
 MetaLink
 Metaplex
 MetaTheory
 Metaversus / Combat Lab, Inc
 Mina
 Mirror World
 MobileCoin
 Modulo Capital Inc
 Mojo
 Momentum Safe Inc
 MONACO / BetDEX / STRAMASH PROTOCOL LTD.
 Monkey Kingdom / Kingdom Metaverse Limited
 MonkeyBall
 Mount Olympus Capital LP
 Move Labs
 MPL
 Multicoins Venture Fund II

Multicoin Venture Fund III	Red Sea Research
MultiSafe/ Coinshift	REF
Mysten Labs	Rejuveron
Mythical Games	Resonant Health Inc
Nas Education Pte Ltd	Revault
NEAR	Rockbird LLC
Nestcoin	Rocket
New Gen Minting LLC	Roco Finance
Nifty Island	Rok Capital Offshore Fund Ltd
Nod Labs, Inc.	ROUTER PROTOCOL / Kailaasa Infotech Pte Ltd
NodeGuardians	Saddle Finance / Incite Technologies Inc
Nural Capital	SahiCoin
O'daily News	Salad Ventures Ltd
Offchain Labs	Samudai
Only1	Samuel Bankman-Fried
Open Loot Ecosystem Fund I Ltd.	Satori Research
Optim	Scopely
Orderly	SEBA Bank
OTC Service Ltd / OTC Service AG	SECRET Network / Enigma MPC, Inc.
OTOY International	SecureSave
OVEX	Senate
Owner.com	Sequoia Capital Fund, L.P.
Pacer	SH Fund, LP
Pangea Cayman Fund I Ltd	Sherlock Bioscience
Paradigm One (Cayman) Feeder LP	Sidus
Parallel Finance	SifChain
Parastate	Sintra
Paraswap	Sipher
Paxos	Size
Pembrock	Sky Mavis (Axie Infinity)
Perion / BUZZ DEVELOPMENT INC	Skybridge
Phastasia	Slope
PINE	Snickerdoodle Labs
Pionic (Toss)	Soba Studios / Good Game Inc
Pixelynx	SOJ Trading Ltd (JoePEGS NFT Project)
PlanetQuest	Solana Restricted Token Purchase
Platform Lifesciences Inc	SolCial / Social Research
Play Up	Solend / Concurrent C Inc
Point	SolFarm
Point Up	Solice
Polygon Network	Solidus
Pontem Network	Solrise
Pontis - ZK Oracle (42 Labs INC)	Solscan
Port Finance / Contrarian Defi LLC	SolStarter
Pragma	Sommelier
Protego	SperaX
Pstake	Spruce Systems Inc
Psyoption	Stacked
QP-Fund I, a series of Generalist Capital, LP	Star Atlas
Questbook / CreatorOS	Stargate (LayerZero)
Race Capital II	Starkware
Rainmaker	Step Finance
Ratio Finance	StepN (Find Satoshi Lab)
Rebittance (SCI)	Stocktwits
Receipts Depositary Corporation	Stoke Space

Storybook
 SubSocial
 Subspace Network
 Sugarwork
 Sui Token Warrant (FTX Ventures)
 Sundaeswap
 SupraOracle / ENTROPY PROTOCOL LTD.
 Swim
 SwitchBoard
 Swoop
 Symmetry
 Synthetify
 T Tauri Ltd - Token Purchase Agreement
 Tactic / Spoak Inc
 Taki Network Pte Ltd
 Taleverse
 TaxBit
 Telis Bioscience
 The Giving Block
 Thirdverse
 TipLink
 Tools For Humanity
 Tortuga
 Torus
 Toy Ventures
 TradeWind
 TripleDot
 TrueFi
 Trustless Media
 TrySpace / SPACE Metaverse AG
 TTAC
 Twilight / Cyberprep Corp
 Umee
 UVM Signum Blockchain Fund VCC
 UXD
 VALR Proprietary Limited
 VerifyVASP Pte. Ltd.
 Vibe Labs Inc.
 Virtualness Inc
 VolMex
 VolumeFi Software, Inc.
 Vosbor
 VOYAGER DIGITAL LTD.
 VY DHARANA EM TECHNOLOGY FUND, L.P.
 VY SPACE
 VY Space II LP
 Vybe
 WAEV
 Wave Mobile Money Holdings
 Wordcel
 Xdefi
 X-Margin
 Xterio
 Yuga Labs (BAYC)
 Zebec

Zenlink
 zero one
 Zeta
 ZKlend / BLUE HORIZON GLOBAL CORP
 ZKX / LTIC, Inc.
 ZRO (LayerZero)
 Zubr Exchange Ltd
Joint Provisional Liquidators
 Brian C. Simms
 Holland & Knight LLP
 Kevin G. Cambridge
 Peter Greaves
 Richards, Layton & Finger, P.A.
 White & Case
Known Affiliates - JV
 Alameda Systems Inc.
 Blockfolio Holdings, Inc.
 CM-Equity AG
 Concedus Digital Assets
 Embed Clearing LLC
 Embed Financial Technologies Inc
 FTX Australia Pty Ltd
 FTX Bahamas Ventures Ltd
 FTX Capital Markets LLC
 FTX Derivatives Gmbh
 FTX Digital Markets Ltd
 FTX Express Pty Ltd
 FTX Foundation, Inc.
 FTX Malta Gaming Services Limited
 FTX Malta Holdings Ltd.
 FTX Vault Trust Company
 LedgerX LLC
 Salameda Ltd
Landlords
 101 Second Street, Inc.
 1450 Brickell, LLC
 Albany Resort Operator Ltd.
 Blue Hole Real Estate Holdings Ltd.
 Boca Pay
 Bond Collective
 Brickwell Owner LLC
 Heckler Investments (Bahamas) Ltd.
 Javari Ltd.
 Madison Real Estate Ltd.
 Newwave Bahamas Inc.
 S3 Ocean View Limited
 The Executive Center
 The Metropolitan Square Associates LLC
 WeWork Companies LLC
 W-SF Goldfinger Owner VIII, L.L.C.
Litigation
 Name On File
 Different Rules, LLC
 Name On File
 Group One Holdings Pte Ltd

Name On File

Marisa Mcknight

ONE Studios Pte Ltd

Ordinary Course Professionals

ABNR

Anderson Mori & Tomotsune

Anthony Astaphan

Antis Triantafyllides

Appleby

ARIFA

Armanino LLP

Arthur Cox

Baker McKenzie

Baptista Luz

Bär & Karrer

Binder Grösswang

BlackOak

Clayton Utz

Clement Maynard & Co

CMS Legal - Italy

Covington & Burling LLP

Durukan Partners

Fenwick & West

Gibson Dunn

Gorriceta Africa Cauton & Saavedra

Hadeff & Partners

Hogan Lovells

Kim & Chang

King & Spalding LLP

King Wood Mallesons

Kramer Levin

Latham & Watkins

Lenz & Staehelin

Lexcomm Vietnam

Loyens&Loeff

McCarthy Tetrault

MLL Meyerlustenberger Lachenal Froriep Ltd

Nishit Desai

Norton Rose

Olaniwun Ajayi

Peter Maynard

Piper Alderman

Prager Metis CPA's, LLC

Ronny Domröse

Schurti Partners

Shardul Amarchand Mangaldas

Silicon Valley Accountants

Slaughter & May

TSN LIMITED

Walkers

WilmerHale

Other Significant Creditors

BITVO Inc.

Celsius Network LLC

FTX Ventures Partnership

{1368.002-W0069413.}

Significant Competitors

Binance

BlockFi, Inc.

Coinbase

Crypto.com

Gemini

Kraken

KuKoin

Surety & Letters of Credit

Lockton Insurance Brokers, LLC

Philadelphia Indemnity Insurance Company

RLI Insurance Co.

Sompo International

Taxing Authority/Governmental/Regulatory Agencies

Alaska Department of Commerce, Community, and

Economic Development

Amber Eutsey

Anne Cappelli

Arizona Department of Insurance and Financial Institutions

Arkansas Securities Department

Aurora Fagan

Bahamas ACP Secretariat

Bahamas Agricultural & Industrial Corporation (BAIC)

Bahamas Bureau of Standards and Quality (BBSQ)

Bahamas Development Bank

Bahamas Electricity Corporation (BEC)

Bahamas Environment Science and Technology Commission (BEST)

Bahamas Investment Authority

Bahamas Trade Commission

Bahamasair Holding Ltd

Bank of The Bahamas

Bo Fears

Brandi Smith

Brock Jensen

Bryan Hsueh

Business Licence - Valuation Unit (Bahamas)

Campbell McLaurin

Catherine Reyer

Central Bank of The Bahamas

Christopher German

Clifford Charland

Commodity Futures Trading Commission

Compliance Commission (Bahamas)

Corey Krebs

Craig Christensen

Cyprus Securities and Exchange Commission

Danielle Sassoon

David Berland

David Buchalter

David O'Brien

David Venerables

Delaware State Treasury

Department of Insurance and Financial Services

Department of Justice - Computer Crime and Intellectual Property
Section

Department of Justice - National Crypto Currency Enforcement Team
 Department of Justice - Southern District of New York
 Department of Justice - US Attorney Southern District of Florida
 Department of Labour (Bahamas)
 Department of Local Government (Bahamas)
 District of Columbia Department of Insurance, Securities and Banking
 Drew Stillman
 Dubai Virtual Assets Regulatory Authority
 Dustin Physioc
 Elizabeth Pendleton
 Erin Wilk
 Ethan McLaughlin
 Financial Intelligence Unit (Bahamas)
 FINMA SRO-Treuhand Suisse
 Florida Office of Financial Regulation
 Georgia Department of Banking and Finance
 Gibraltar Financial Services Commission
 Hawaii Department of Commerce and Consumer Affairs
 Hong Kong Securities & Futures Commission
 House Committee on Oversight and Reform
 Idaho Department of Finance
 Illinois Department of Financial and Professional Regulation
 Ingrid White
 Internal Revenue Service
 Iowa Division of Banking
 Iris Ikeda
 Jack McClellan
 James Westrin
 Japan Financial Services Agency
 Jason Gworek
 Jay Kim
 Jeanju Choi
 Jeffrey Loimo
 Jennifer Biretz
 Jesse Moore
 Jesse Saucillo
 Jessica Peck
 Jesus (/Jesse) Saucillo
 Jonathan Misk
 Jonathan Vruwink
 Karyn Tierney
 Kelley Reed
 Kevin Webb
 Kristen Anderson
 Kristin Rice
 Lucinda Fazio
 Mark Largent
 Maryland Department of Labor
 Matthew Dyer
 Michigan Department of Insurance and Financial Services
 Ministry of Finance (Bahamas)
 Ministry of Works and Utilities (Bahamas)
 Monetary Authority of Singapore
 Nebraska Department of Banking and Finance

New Jersey Department of Banking and Insurance
 New York Department of Financial Services
 Nicolas Roos
 Nina Ruvinsky
 North Carolina Department of Commerce
 North Carolina Department of Justice
 North Dakota Department of Financial Institutions
 Office of Internal Audit (Bahamas)
 Office of the Attorney General & Ministry of Legal Affairs (Bahamas)
 Office of the Auditor General (Bahamas)
 Office of the Data Protection Commissioner (Bahamas)
 Office of the Prime Minister (Bahamas)
 Ohio Department of Commerce
 Ontario Securities Commission
 Oregon Division of Financial Regulation
 Patricia Straughn
 Paul Balzano
 Peter Frank
 Peter Marton
 Registrar Generals Department (Bahamas)
 Rhode Island Department of Business Regulation Financial Services
 Richard Childers
 Samuel Fuller
 Samuel Raymond
 Sara Cabral
 Secretary of State
 Securities and Exchange Commission
 Securities Commission of The Bahamas
 South Dakota Division of Banking
 State of Connecticut Department of Banking
 Stephanie Ryals
 Steven Buchholz
 Supreme Court (Bahamas)
 Tammy Seto
 Texas Department of Banking
 Thane Rehn
 The Department of Inland Revenue (Bahamas)
 The Foreign Account Tax Compliance Act (FATCA) (Bahamas)
 The National Insurance Board
 Tom Stevens
 Treasury Department (Bahamas)
 Utilities Regulation & Competition Authority (URCA) (Bahamas)
 VAT Bahamas
 Vermont Department of Financial Regulation
 Virginia Bureau of Financial Institutions
 Washington State Department of Financial Institutions
 Zak Hingst
U.S. Trustee Office
 Andrew R. Vara
 Benjamin Hackman
 Christine Green
 Denis Cooke
 Diane Giordano
 Dion Wynn
 Edith A. Serrano

Hannah M. McCollum
 Holly Dice
 James R. O'Malley
 Jane Leamy
 Joseph Cudia
 Joseph McMahon
 Juliet Sarkessian
 Lauren Attix
 Linda Casey
 Linda Richenderfer
 Michael Panacio
 Nyanquoi Jones
 Ramona Harris
 Richard Schepacarter
 Rosa Sierra-Fox
 Shakima L. Dortch
 Timothy J. Fox, Jr.

UCC Members

Acaena Amoros Romero
 Coincident Capital International, Ltd.
 Epsilon Trading
 GGC International Ltd.
 Larry Qian
 Octopus Information Ltd.
 Pulsar Global Ltd.
 Wincent Investment Fund PCC Ltd.
 Wintermute Asia PTE. Ltd.
 Zachary Bruch

UCC Professionals

Hunton Andrews Kurth LLP

Utilities

AT&T
 Comcast
 Comcast Business
 Magic Jack
 Ooma Inc.
 Verizon Wireless
 Wiline Networks, Inc.

Vendors

101 Second Street, Inc.
 1Password
 2000 CENTER STREET LLC
 ABG Shaq LLC
 Abundantia Creative Llp
 ADAM
 Adobe Systems Inc.
 Aerobic Design LLC
 Ai Safety Support Ltd
 AIRBNB
 Akin Gump Strauss Hauer & Feld LLP
 Aliyun.com
 Amazon
 Amazon Web Services (AWS)
 American Express
 Amiba Consulting
 {1368.002-W0069413.}

Amplitude
 Amwins
 Anderson Kill LLP
 Anderson Mori & Tomotsune (Japan)
 Andy Fisher
 Apple Inc.
 Apple Search Ads
 APPSFLYER INC|C-Corp
 Armanino
 Association for Digital Asset Management, Inc.
 Atlassian Pty Ltd
 Audio Kinetic
 Auradine, Inc.
 AVARA LABS CAYMAN HOLDINGS SEZC
 Name On File
 AWS
 AYG Sales
 Azora LLC
 Bally Sports Sun
 Baquet Pty Ltd
 Barstool Sports, Inc
 Basketball Properties Ltd
 Bhouse USA LLC
 BitGo
 Bleacher Report - Warner Media
 Blockchain Australia
 BlockScore, Inc.
 Bloomberg
 Boca FIA Conference
 Bond Collective
 Brasil Motorsport
 Braze
 Brex Credit Card
 Brinc Drones
 BSO Network Solutions Ltd
 BTIG
 Bullish Studios
 Burgopak
 CAA Sports - Shohei Ohtani
 CAF America
 Canopy Labs
 Canopy RE, Inc
 Center for Applied Rationality
 Chainalysis Inc.
 Chartwell
 CHICAGO MERCANTILE EXCHANGE INC.
 Cloudflare Inc
 Coachella
 Coindesk
 CoinMara SAFE
 COJO Strategies
 Colormatics
 Commercial Loan Clearing
 Conaway Graves Group
 Conde Nast

Congressional Leadership Fund	GameStop
Corporate & Trust Services	GB Solutions - Geoff Bough
Creators Agency LLC	Gibson, Dunn & Crutcher LLP
Crypto Council for Innovation	GitHub
CSL MOBILE LIMITED HONG KONG	Glushon Sports Management
Dara Studios	GoDaddy
DATADOG, INC.	Golden State Warriors
Deacons Lawyers	Golden State Warriors Community Foundation
Denstu McGarry Bowen	Goldfinger
Dentsu X	Google
Diablo Holdings - 2000 Center	Google Cloud Platform
Digital Finance Group Co.	Grafit Studios - Roman Tulinov Pe
DJ Bam LLC - Sunjay Matthews	Grafted Growth
Dlocal LLP	Grand Prix Tickets
DLT Climate Tech, Inc.	Group One Holdings
Done Deal Promotions	Gusto
Door Dash	HashPort Inc.
DoorDash US	Name On File
Dotdash	Herman Miller Design
Drawn Sword Limited	Hogan Lovells International LLP
Duane Morris LLP	Honeycomb
E3 Technology, Inc.	Hotels.com
Elite Protection LLC	I2C In.
Elwood	ICC
Emerson Estate	IFS Markets
Emerson Land Company	IKOABD LLC
Emondo design, vl. Ivana Milicic.	Inca Digital, Inc
Epik Holdings Inc	INCO, LLC
Equinix	India Strategic Partnership Inc.
Equinix - JPY	Insight Direct USA Inc
Equinix INC	insight software CO
Equinox Group LLC	Investing Made Simple
Equity and Transformation	Invisible North
Eventus Systems, Inc.	ipower
EVERYWHERE WIRE	Isbl International Specialty Brokers Limited
Excel Sports Management	Jetstream Partners Limited
Facebook/Meta	JLL Law Firm
FACTORY PR LLC	Name On File
Fast Forward	Jorge Luis Lopez Law Firm
Federal Trade Commission FTC	Jumio Corporation
FEDEX	Justworks
Fenwick & West	Kandji
Fenwick & West - FTX Trading Ltd	Katten Muchin Rosenman LLP
Fenwick & West - FTX US	Kevin Haeberle
Flatiron Labs, Inc.	Kim & Chang
Florida International University Foundation	King and Wood Mallesons (HK)
Flutterwave	Latham & Watkins LLP
Food Panda	Learfield
FOX BROADCASTING COMPANY	Ledger & Cobie Enterprises dba UpOnly
Fox Sports	LedgerX LLC
FULL COURT PRESS COMMUNICATIONS, INC	Leo Trippi SA
Fullstory	Name On File
Functional Software Inc, dba Sentry	Lexis Nexis
Furia ESports LLC	Liftoff Mobile, Inc.
Futures Industry Association	Light the Way - The Campaign for Berkeley

Limit Break
 Lincoln Place Inc.
 Lockton Insurance Brokers, LLC
 Looker (Google LLC)
 Lorem Ipsum - AP
 Lowenstein Sandler LLP
 Lunch Money Group Inc - Anthony Pompliano
 M Group
 Maerki Baumann Und Co.
 Mammoth Media, Inc.
 Max Maher Show LLC
 Maxlaw Global
 Mayfield XV
 McCarthy Tetrault
 McGarry Bowen, LLC
 Medium Rare Live
 Mercedes-Benz Grand Prix Limited
 Message Global
 Meta Platforms, Inc.
 MG Trust
 Miami Dade County
 Miami Heat Limited Partnership
 Name On File
 MicroLedgers
 Microsoft
 Microsoft Advertising
 Microsoft Online Inc
 MLB Advanced Media
 Name On File
 Monumental Sports and Entertainment Foundation
 Moon Overlord
 Mooncolony Ltd
 Morgan Lewis
 Morrison and Foerster LLP
 MPG Live
 NA League of Legends Championship Series LLC
 Naomi Osaka
 nCipher Security
 Name On File
 Neodyme
 Nerd St. Gamers
 New Revolution Media
 Nifty Metaverse Inc
 Nishith Desai Associates
 NJ Scholars
 NP Digital
 NYSE
 Office Revolution
 OIC of South Florida
 O'Leary Productions Inc.
 One Workplace L. Ferrari
 Open Fortune - Fortune Media
 OPUS Partners Co. Ltd
 Orrick, Herrington & Sutcliffe LLP
 Osaka Exchange
 {1368.002-W0069413.}

Osler, Hoskin & Harcourt LLP
 OtterSec LLC
 PCCW Netvigator Now
 Perkins Coie LLP
 Pickle Software LLC
 Piper Alderman Law
 Plaid Financial Ltd.
 Play Magnus AS
 Playground Ventures
 Playup Limited
 Pomp Podcast - Lunch Money Group
 Pricewater House Coopers LLP
 Prime Trust LLC
 Print Run Promotions LTD
 Printfection
 ProCo Global, Inc. d/b/a Chartwell Compliance
 PSYOP Productions LLC
 PWC - S.A. Evangelou and Co LLC
 QReg Advisory Limited
 Quicknode
 Quinn Emanuel Urquhart & Sullivan, LLP
 R8G UK Limited
 Rational 360
 Raybloch
 Reddit
 Redmond Construction Group
 Refactor Capital
 Refinitiv
 Refinitiv US, LLC
 Revolut Ltd
 Rich Feuer Anderson
 Rippling
 Rivers & Moorehead PLLC
 Robert Lee & Associates, LLP
 Roku
 Name On File
 Ruin the Game Events
 Ryan Salame
 SafetyPay
 Saigon Dragon Studios
 Salameda Capital LTD
 Name On File
 SALT Venture Group LLC
 Sardine Ai
 Sc30 Inc.
 Scratchy Productions, Inc.
 Sentry
 Sequor Trends Limited|Foreign Vendor
 Serendipity Consulting
 Shadow Lion
 Sidley Austin LLP
 Sierra Wireless
 Signature Bank
 Siimpl - Firesight Technologies
 Silver Miller

Skadden, Arps, Slate, Meagher & Flom LLP
 Skyline Construction
 Slack Technologies, Inc
 Snap Inc
 Sol Stores
 Solana Spaces
 Solidus Labs
 Spiralyze LLC
 SSB Trust
 Stanford Law School
 Stripe, Inc.
 Sullivan & Cromwell LLP
 Swift Media Entertainment - TSM FTX
 Swift Media Entertainment Inc.
 TagNitecrest Ltd
 Takashi Hidaka
 Takedown Media
 Talent Resources Sports
 TaxBit
 Teknos Associates LLC
 Tevora
 The Block Crypto
 The Drop Media
 The Drop NFT Media, Inc
 The Executive Centre
 The Executive Centre Singapore Pte Ltd
 THE GOODLY INSTITUTE
 The Metropolitan Museum of Art
 The Working Policy Project
 Thirdverse, Co, Ltd
 TigerWit
 TikTok
 Time Magazine
 Time Magazine UK LTD
 Name On File
 Name On File
 TL International
 TONGLE X LLC
 Top Drawer Merch

TOP Worldwide, LLC
 TransPerfect (Chancery Staffing)
 Treasury Forfeiture Fund
 Tribe Payments Ltd
 Trident
 TriNet
 Trip Actions, Inc.
 Triton One Limited
 TRM Labs, Inc.
 Turner Digital AD Sales (INC)
 Twilio
 Twitter
 Two More Glasses
 UBS Financial Services Inc
 UJH Enterprise, Inc
 Underground Creative
 United Healthcare
 USI
 Valuz LLP
 VARA
 Name On File
 VKR Insights
 Wasserman
 Wasserman - Operating
 Wasserman Client Trust
 We Are One World
 Weekly Open
 West Realm Shires Services Inc
 West Realm Shires, Inc. WRS
 WH Sports
 Wifi Bread
 William Trevor Lawrence dba MMBOC, LLC
 Willkie Farr & Gallagher LLP
 WME Entertainment
 Wondros
 W-SF Goldfinger Owner VIII, LLC
 XReg Consulting- GBP
 Name On File

Schedule 2**Connections to Potential Parties in Interest**

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
Ace Global	Ace Aviation, if related	Current
AIA SG Pte Ltd	AIA Australia Limited	Current
Air Canada	Air Canada	Current
Air France	Air France	Former
AIRBNB	Airbnb, Inc.	Former
Akin Gump Strauss Hauer & Feld LLP	Akin Gump Strauss Hauer & Feld LLP	Former
Alameda Aus Pty Ltd Alameda Global Services Ltd. Alameda Research (Bahamas) Ltd Alameda Research Holdings Inc. Alameda Research KK Alameda Research LLC Alameda Research Ltd Alameda Research Pte Ltd Alameda Research Yankari Ltd Alameda TR Ltd Alameda TR Systems S. de R. L.	Alameda Research LLC Alameda Research Ventures, LLC Alameda Research Ltd. Alameda Research (Bahamas) ltd. Cottonwood Grove Ltd. Alameda Ventures Ltd. Alameda Research Holdings Inc.	Former (current with respect to Debtors)
Alameda County Tax	Waste Management of Alameda County	Former
AlixPartners, LLP	AlixPartners, LLP	Former
Allianz Insurance	Allianz Global Investors	Current
	Allianz Capital Partners Allianz Global Corporate & Specialty North America	Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
	Allianz Global Corporate & Specialty SE Allianz Global Investors Allianz Global Investors Asia Pacific Limited Allianz Global Investors GmbH Allianz Global Investors Singapore Limited Allianz Global Investors Taiwan Limited Allianz Global Investors U.S. LLC Allianz Global Risks US Insurance Company Allianz Insurance Company Allianz Life Insurance Co. of North America Allianz Retirement Plan - Property/Casualty Allianz Seguros	
Alloy	Alloy Construction, if related	Current
	Alloy Die Casting Company, if related	Former
	Alloy FAB, if related	Former
Altimeter Growth Partners Fund VI, L.P.	Altimeter Capital Management, if related	Current
Alvarez & Marsal North America, LLC	Alvarez & Marsal North America, LLC	Current
[Name on File] ¹	[Name on File]	Former
American Airlines	American Airlines	Former
American Express	American Express Amex Assurance Travel	Former

¹ Pursuant to the *Interim Order (I) Authorizing the Debtors to Maintain A Consolidated List of Creditors in Lieu of Submitting a Separate Matrix for Each Debtor, (II) Authorizing the Debtors to Redact or Withhold Certain Confidential Information of Customers and Personal Information of Individuals on an Interim Basis and (III) Granting Certain Related Relief* [D.I. 157], the names of customers and individuals whom the Debtors believe may be citizens of the United Kingdom or a European Union member country are redacted.

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
Amtrak	The National Railroad Passenger Corporation, d/b/a Amtrak	Former
Anchorage	Anchorage Capital Europe LLP, if related Anchorage Capital Group LLC, if related	Current
	Anchorage Capital Group LLC	Former
Anderson Mori & Tomotsune	Anderson Mori & Tomotsune (Japan)	Former
AngelList	Angel List Holdings	Former
Apple Inc.	Board of Directors of Apple Computer Inc., Special Committee	Former
Apollo Jets LLC	Apollo Jets LLC	Former
Arrow	Arrow	Former
Ashurst LLP	Ashurst LLP	Former
AT&T	AT&T AT&T Mobility Holdings BV	Current
	AT&T Inc. AT&T Mobility	Former
Autodesk, Inc.	Autodesk, Inc.	Former
Bally Sports Sun	Bally Sports Sun	Former
Bank of America	Bank of America Corporation	Former
B.A.R. Hilton	Hilton Hotels Corp., if related	Former
BCC Research	BCC Partners, if related	Former
Best Buy	Best Buy	Former
[Name on File]	[Name on File]	Current
Bitmain Fund L.P.	Bitmain Technologies Bitmain Inc.	Former
Bleacher Report - Warner Media	Warner Bros Entertainment Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
	<p>Warner Bros. Entertainment France</p> <p>AOL Time Warner AOL TIME WARNER BOOK GROUP Oceanic Time Warner Cable LLC Time Warner Time Warner Cable Time Warner Cable Information Services (Kansas), LLC Time Warner Cable LLC f/k/a TWE Holding I LLC (subsidiary of Charter Communications, Inc.) Time Warner Cable, Inc. Time Warner Cable, LLC Time Warner Entertainment Time Warner Entertainment Co., L.P. (subsidiary of Charter Communications, Inc.) Time Warner Entertainment-Advance/Newhouse Partnership d/b/a Time Warner Cable(subsidiary of Charter Communications, Inc.) Time Warner Inc. TIME WARNER L.P. Warner Bros. Warner Bros. Entertainment France Warner Bros. Entertainment Inc. Warner Bros. International Television Distribution Warner Bros. Records Warner Bros. Studios Warner Brothers Enterprises WARNER CABLE COMMUNICATIONS Warner Communications Inc. Warner Home Video Inc. Warner Music Group Warner Music Group, Inc. (WMG)</p>	Former
Blockchain Australia	Blockchain Association, if related	Current
Bloomberg	Bloomberg L.P.	Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
Boomerang	Boomerang Tube LLC	Former
Bluestone Designs & Creations	Bluestone Group, if related Bluestone Resources, if related	Former
Brink	Brink Biologics	Former
British Airways	British Airways	Current
Circle	Circle Internet Financial Limited	Current
Cloudflare Inc.	Cloudflare Inc.	Former
[Name on File]	[Name on File]	Current
Comcast	Comcast Corporation	Former
Continental Casualty Company	Continental Casualty Company	Former
CVS	CVS Pharmacy, Inc.	Former
DBS	DBS Bank Limited	Former
Delta Airlines	Delta Airlines	Former
Dell Inc.	Dell Inc.	Former
DHL	Post AG d/b/a Deutsche Post DHL	Current
DOCUSIGN	DocuSign, Inc.	Former
DoorDash DoorDash US	DoorDash, Inc.	Former
Dropbox	Dropbox	Former
DSM Safety Products	DSM entities, if related	Former
Dubai World Trade Centre LLC	Dubai Ports World, if related Dubai World, if related	Former
Edison Company	Edison Company	Former
Endurance Worldwide Insurance Ltd., Zurich Insurance Plc, HDI Global	Zurich Insurance Plc HDI Global Specialty SE	Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
Entrust Corporation	Entrust Corporation	Former
Equinox Group LLC	Equinox Group LLC	Former
Epsilon Trading	Epsilon Litigation Funding Pty Ltd.	Former
Eurobank	Eurobank	Current
Expedia	Expedia Group	Former
Expensify	Expensify	Former
FedEx	FedEx	Former
Felix	Felix	Current
Fenix Down	Fenix Down	Current
FINMA SRO-Treuhand Suisse	FINMA	Current
Fortress Real Property Ltd	Fortress Real Property Ltd	Current
Fox Broadcasting Company	Fox Broadcasting Company	Current
Franz	FRANZ BINDER GmbH & Co., if related	Former
FTI Consulting, Inc.	FTI Consulting, Inc.	Former
FTX	West Realm Shires, Inc. FTX Capital Markets LLC LedgerX LLC d/b/a FTX US Derivatives FTX Marketplace Inc. West Realm Shires, Finance Inc. a/k/a FTX Lend Inc. Paper Bird Inc FTX Ventures Ltd. Blockfolio, Inc. [Name on File] Hive Empire Trading Pty Ltd. IFS Markets Pty Ltd FTX Trading GmbH FTX Digital Markets Ltd FTX Digital Holdings (Singapore) Pte Ltd	Former (current with respect to Debtors)

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
	Innovatia Ltd FTX Turkey TEKNOLOJIVE TICARET ANONIM SIRKET FTX Equity Record Holdings Ltd Canco GmbH CM-Equity AG DAAG Trading, DMCC DAAG Exchange Ltd DAAG Certificates GmbH Samhaber & Partners Zuber Exchange Ltd	
FYI.FYI Inc.	FYI, Ltd., if related	Current
	FYI Direct LLC FYI Direct Canada Corp., if related	Former
Galaxy	Galaxy Resources Limited , if related GALAXY WAY FINANCE COMPANY, INC., if related GALAXY WAY PRODUCTIONS, INC., if related	Former
Galaxy Protocol (Galxe)		
GameStop	GameStop Corp.	Former
Garanti BBVA	Reso Garantia, if related	Current
Gemini	Gemini Arts Initiative, Inc., if related	Current
	Gemini Motorsports Inc., if related	Former
	Gemini IP Technologies LLC, if related	Former
GENESIS DIGITAL ASSETS LIMITED	Genesis, if related	Former
	Genesis Investment Management/Genesis Asset Management LLP, if related	Former
	Genesis Lease Ltd., if related	Former
	Genesis Video Entertainment Inc., if related	Former
Gibson Dunn & Crutcher LLP	Gibson Dunn & Crutcher LLP	Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
Gusto	Gusto	Former
Golden State Warriors Golden State Warriors Community Foundation	Golden State Warriors	Former
Google Looker (Google LLC)	Google LLC Google Cloud Platform	Current
[Name on File]	[Name on File]	Former
Helix Nanotechnologies	Helix Medical, if related	Current
Hertz	Hertz	Former
Hilton	Hilton	Former
Hogan Lovells Hogan Lovells International LLP	Hogan Lovells Hogan Lovells International LLP	Former
Honeycomb	Honeycomb	Former
Hotels.com	Hotels.com	Former
Hotwire	Hotwire Preemptive Intelligence, if related	Former
Houzz	Houzz	Former
HSBC Bank	HSBC Bank plc	Current
	HSBC Financial Services	Former
[Name on File]	[Name on File]	Former
Iberia	Iberiabank, if related	Former
ICC	International Chamber of Commerce, if related	Former
Iceberg Thermal Inc.	Iceberg Thermal Inc.	Former
IEX Group, Inc.	IEX Group, Inc.	Former
IMG Technologies Inc.	IMG Technologies Inc.	Former
Imperial PFS	Imperial Capital Bank	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
	Imperial Gold Corporation Imperial Jet Imperial Tobacco Canada Ltd. Imperial Antiques Art Gallery, Inc. Imperial Thrift & Loan	Former
Incorporating Services	CSC Lawyers incorporating Services	Former
Industrial llc	Industria de Compensados Guararapes Ltda	Current
	Industria Brasileira de Filmes	Former
Insight Software CO	Insight Software CO	Former
InstaCart	InstaCart	Former
InterContinental Lodging	Luxury Hotel International Lodging, if related	Current
Internal Revenue Service	Internal Revenue Service	Former
Intuit Inc.	Intuit Inc.	Current
IP3 Cripco (Line Friends)	IP3 Cripco (Line Friends)	Former
[Name on File]	[Name on File]	Current
Japan Financial Services Agency	Government of Japan	Current
Jet Blue Airways	Jet Blue Airways	Current
JetBrains	JetBrains	Current
John J. Ray	John Ray	Former
JPMorgan Chase Bank, N.A.	JPMorgan	Current
Jtrust Bank	Jtrust Co. Ltd.	Current
Juan Bartolomé García Martínez	Juan Bartolomé García Martínez	Former
Kaiser Group	Kaiser Permanente	Current
Kevin Webb	Kevin Webb	Former
Kim & Chang	Kim & Chang	Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
Kramer Levin	Kramer Levin Naftalis & Frankel LLP	Former
Larry Thompson	Larry Thompson	Former
Latham & Watkins	Latham & Watkins LLP	Former
Laura Gonzalez	Laura Gonzalez	Former
LendingClub	LendingClub	Former
LinkedIn	LinkedIn	Former
Lloyd's America, Inc.	Lloyd's America, Inc.	Former
Lockton Insurance Brokers, LLC	Lockton, Inc.	Current
Lyft	Lyft	Former
Marriott	Marriott	Current
Massachusetts Bay Insurance Company	Massachusetts Mutual Life Insurance	Former
Matonee Inc.	Matonee Inc.	Current
Matthew Doheny	Matthew Doheny	Former
Mayfield XV	Mayfield Fund	Current
McDonalds	McDonalds	Current
Mercedes-Benz Grand Prix Limited	Mercedes-Benz	Current
Microsoft Microsoft Advertising	Microsoft Corporation	Former
Mina	Mina	Former
Ministry of Foreign Affairs	Ministry of Foreign Affairs for the Republic of Azerbaijan, if related	Current
Mitch Sonkin	Mitch Sonkin	Former
MONACO / BetDEX / STRAMASH PROTOCOL LTD.	Monaco Increase Management SARL	Current
Morgan Lewis	Morgan Lewis & Bockius LLP	Former
Morgan Stanley	Morgan Stanley	Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
MPL	MPL Investments	Former
MUFG Bank, LTD.	MUFG Bank, LTD.	Former
Naomi Osaka	Naomi Osaka	Former
NASDAQ, INC.	NASDAQ, INC.	Former
National Australia Bank	National Australia Bank	Former
Nespresso	Nestle Nespresso	Former
Netflix.com	Netflix.com	Current
NFL	NFL	Former
NOTION LABS INC	NOTION LABS INC	Current
Nuvei	Nuvei	Current
Paradigm	Paradigm Advanced Technologies, Inc. Paradigm Spine LLC f/k/a Spine Motion LLC	Former
Paragon International Insurance Brokers Limited	Paragon Offshore plc	Former
Paul Hastings LLP	Paul Hastings LLP	Former
PayPal	PayPal	Former
Peloton	Peloton	Former
Perella Weinberg Partners	Perella Weinberg Partners	Current
Perkins Coie LLP	Perkins Coie LLP	Former
Peter Lee	Peter Pui Tak Lee	Former
Plaid	Plaid Technologies, Inc.	Former
Postmates	Postmates	Former
Pricewater House Coopers LLP PWC - S.A. Evangelou and Co LLC	PricewaterhouseCoopers PWC Investments Group, LLC	Former
Qantas	Qantas	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
QBE Insurance Corporation	QBE Insurance Corporation	Former
Quicken	Quicken Loans	Former
Rainmaker	Rainmaker Productions Rainmaker Securities	Former
RBC Capital Markets, LLC	RBC Regent Strategy Fund	Current
	RBC Canadian master Trust (Royal Bank of Canada)	Former
Reddit, Inc.	Reddit, Inc.	Former
Redwood Valuation Partners, LLC	Redwood Capital Redwood Group	Current
Resource	ZC Resource, if related	Former
Rhapsody Cabot VT	Rhapsody International	Current
Riot	Riot	Former
Ripple Labs Singapore PTE. LTD.	Ripple Labs Singapore PTE. LTD.	Current
Rishi Jain	Rishi Jain	Former
Robinhood	Robinhood	Former
Rocket	Rocket Lab, if related Rocket Fuel, if related	Former
Roku	Roku, Inc.	Former
Samuel Bankman-Fried	Samuel Bankman-Fried	Former
Scopely	Scopely	Former
Secretary of State	Secretary of State Cortes-Vazquez	Former
Sequoia Sequoia Capital Fund, L.P.	Sequoia Capital	Former
Sequor Trends Limited	Sequor Partners, if related	Former
Shutterstock	Shutterstock	Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
Skyline Construction	Skyline General Partner Limited Skyline Investment Company Limited	Former
Slack Technologies, Inc	Slack Technologies, Inc	Former
Slaughter & May	Slaughter & May	Former
Snap Inc	Snap Inc	Former
Soho Hotel	Soho Properties	Former
Sol Stores	SOL Global Investments	Current
Solana Restricted Token Purchase Solana Spaces	Solana Foundation Solana Labs	Current
Solidus	Solidus Networks	Former
Sompo International	Sompo International	Former
Spotify	Spotify	Current
St. Jude Children's Hospital	St. Jude Medical	Former
Stanford Law School Stanford School of Medicine	Stanford University	Former
Stargate (LayerZero)	Stargate (LayerZero)	Former
State of Louisiana	Louisiana State Employees Retirement System Louisiana Sheriffs' Pension Relief Fund	Former
Stripe, Inc.	Stripe, Inc.	Former
Symmetry	Symmetry Labs	Former
Sullivan & Cromwell LLP	Sullivan & Cromwell LLP	Former
Sumitomo Mitsui Banking Corporation (SMBC)	Sumitomo Corporation Mitsui Group	Current
Target	Target	Former
The Hanover Insurance Group	The Hanover Insurance Group	Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
Thoma Bravo	Thoma Bravo	Current
TikTok	TikTok	Current
TLB Corporate Services	TLB Corporate Services TLB Corporate Services (Singapore) TLB CS Pte. Ltd.	Former
Tom Brady	Tom Brady	Current
Torus	Torus	Current
TradeWind	Tradewinds International	Former
Travelers Property Casualty Company of America	Travelers Property Casualty Company of America	Former
Travelong	Travelong	Former
Trident	Trident	Current
Twitter	Twitter	Current
Tyco Integrated Security	Tyco Healthcare Group LP	Current
	Tyco Tyco Healthcare Group LP Tyco Fire Tyco Fire Products Tyco Fire Protection LP Tyco Fire Products LP f/k/a Tyco International PLC (subsidiary of Johnson Controls International PLC) Tyco Plastics	Former
Uber Uber Cornershop Uber Eats Uber Pass Uber Trip	Uber Technologies	Former
UBS Financial Services Inc.	UBS Financial Services Inc.	Former
United Airlines	United Airlines	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is Client	Status
United Talent Agency	United Talent Agency	Former
UPS	UPS	Current
USI	USI	Former
Vanta	Vanta	Current
Venmo	Venmo	Former
Verdant Canyon Capital LLC	Verdant Canyon Capital LLC	Current
Verizon Wireless	Verizon Wireless	Current
Virgin Atlantic Virgin Australia	Virgin Atlantic Virgin Australia	Former
Voyager Digital Ltd.	Voyager Digital Ltd.	Current
White & Case	White & Case	Former
Wells Fargo	Wells Fargo	Former
Willkie Farr & Gallagher LLP	Willkie Farr & Gallagher LLP	Former
Yardi Service	Yardi Service	Current
WME Entertainment	WME Entertainment	Former
Yahoo Inc.	Yahoo Inc.	Former
Zendesk ZENDESK INC	Zendesk ZENDESK INC	Former
Zeta	Zeta	Former

Exhibit C

Declaration of John J. Ray III

**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)

**DECLARATION OF JOHN J. RAY III IN SUPPORT OF THE
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF QUINN EMANUEL URQUHART &
SULLIVAN, LLP AS SPECIAL COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION, *NUNC PRO TUNC* TO NOVEMBER 13, 2022**

Pursuant to 28 U.S.C. § 1746, I, John J. Ray III, declare the following is true to the best of my knowledge, information, and belief:

1. I am the Chief Executive Officer of FTX Trading Ltd. and its affiliated debtors and debtors in possession (collectively, the “Debtors”).

2. I submit this declaration (the “Declaration”) in support of *the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Quinn Emanuel Urquhart & Sullivan, LLP as Special Counsel for the Debtors and the Debtors in Possession, Nunc Pro Tunc to November 13, 2022* (the “Application”). Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents, and information supplied to me by other members of the Debtors' senior management and its advisors.

¹ The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification numbers 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 DEBTORS' SELECTION OF QUINN EMANUEL

3. The Debtors are requesting that Quinn Emanuel serve as special counsel to assist the Debtors and their boards of directors, in coordination with the Debtors' other professionals, in: (1) determining the existence of, and if the Debtors deem it appropriate, prosecuting and/or settling, any claim or cause of action available to any of the Debtors' estates; (2) in connection with the development of such claims or causes of action, conducting independent investigations into the acts, conduct, assets, liabilities, and financial condition of the Debtors, including any facts bearing on fraud, dishonesty, incompetence, misconduct, mismanagement, or irregularity in the management of the affairs of the Debtors or any party receiving assets from, or transacting with, the Debtors; and (3) addressing other litigation involving third-parties and any other matter the Debtors deem relevant to the Debtors' cases or to the formulation of a plan. In all matters, Quinn Emanuel will minimize duplication with the Debtors' other counsel.

4. The Debtors recognize that when selecting legal counsel in complex chapter 11 cases, a comprehensive review process is necessary to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

5. The Debtors have decided to retain Quinn Emanuel as special counsel because, among other reasons, Quinn Emanuel possesses complex chapter 11 experience, experience practicing before this Court, and knowledge of this Court's local rules and procedures, making Quinn Emanuel ideal to efficiently serve the needs of the Debtors. Accordingly, I believe that Quinn Emanuel is both well qualified and uniquely able to provide the specialized legal advice sought by the Debtors going forward in an efficient and effective manner and that the retention of Quinn Emanuel is in the best interest of the Debtors' estates.

RATE STRUCTURE

6. In my capacity as Chief Executive Officer of the Debtors, I am responsible for supervising outside counsel retained by the Debtors. Quinn Emanuel has informed the Debtors that its hourly billing rates do not vary as a function of whether the services performed relate to a bankruptcy engagement or a non-bankruptcy engagement. Moreover, Quinn Emanuel has agreed to provide a 10% discount on its standard billing rates for all timekeepers, which will be applied to the total fees in each statement.

COST SUPERVISION

7. Quinn Emanuel plans to develop a prospective budget and staffing plan to comply with the U.S. Trustee's requests for information and additional disclosures and any other orders of the Court, recognizing that in the course of a large chapter 11 case like these chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Quinn Emanuel. The Debtors further recognize that they are responsible to monitor closely the billing practices of Quinn Emanuel to ensure the fees and expenses paid by the estates remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtor will also review the invoices that Quinn Emanuel regularly submits, and, together with Quinn Emanuel, amend the budget and staffing plans periodically, as the case develops.

8. The Debtors will bring discipline, predictability, client involvement, and accountability to Quinn Emanuel's fees and expenses reimbursement process. While every chapter 11 case is unique, Quinn Emanuel's forthcoming budgets will provide guidance on the periods of time and projections of average hourly rates of the attorneys and professionals that will work on the specified matters for which Quinn Emanuel would be retained.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: New York, New York
December 21, 2022

/s/ John J. Ray III
John J. Ray III
Chief Executive Officer
FTX Trading Ltd.