

**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 AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF SULLIVAN & CROMWELL LLP
AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION
NUNC PRO TUNC TO THE PETITION DATE**

FTX Trading Ltd. and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) hereby submit this application (this “Application”) for entry of an order, substantially in the form attached hereto as Exhibit A (the “Order”), pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 2014-1(a) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing the retention and employment of Sullivan & Cromwell LLP (“S&C”) as counsel to the Debtors *nunc pro tunc* to the Petition Date. In support of this Application, the Debtors rely upon the Declaration of John J. Ray III attached hereto as Exhibit B (the “Ray Declaration”) and the Declaration of Andrew G. Dietderich attached hereto as Exhibit C (the

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

“Dietderich Declaration”), which are incorporated herein by reference, and the Debtors respectfully state as follows:

Background

1. 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. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. 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].

2. Additional factual background relating 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 *Declaration of Edgar W. Mosley II in Support of Chapter 11 Petitions and First Day Pleadings* [D.I. 57], the *Supplemental Declaration of John J. Ray III in Support of First Day Pleadings* [D.I. 92] and the *Supplemental Declaration of Edgar W. Mosley II in Support of First Day Pleadings* [D.I. 93] (collectively, the “First Day Declarations”).

Jurisdiction

3. 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 herein are sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1. Pursuant to Local Rule 9013-1(f), the Debtors consent to the 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.

Relief Requested

4. By this Application, the Debtors request entry of the Order, substantially in the form attached hereto as Exhibit A, authorizing the Debtors to retain and employ S&C as their counsel in connection with these Chapter 11 Cases *nunc pro tunc* to the Petition Date.²

I. S&C's Qualifications

5. By this Application, the Debtors seek the authority to employ and retain S&C as their attorneys in connection with the prosecution of their Chapter 11 Cases to perform legal services as set forth herein.

6. The Debtors have determined that the quality, reliability and creativity of legal services available to the Debtors will be an important contributor to global recoveries in these uniquely challenging and scrutinized Chapter 11 Cases. S&C is one of the leading law firms in the world in all of the key practice areas anticipated to influence whether or not the Debtors can accomplish their objectives, including U.S. bankruptcy law, cross-border restructuring, financial services regulation, new financial service technologies, civil and criminal investigations, cryptocurrency transactions, cybercrime, payment systems, international money

² November 11, 2022 is the Petition Date for all Debtors, except for Debtor West Realm Shires Inc.

laundrying, U.S. and European sanctions compliance, international corporate law, mergers and acquisitions and litigation.

7. The Debtors have requested that S&C make available a selected team of experienced partners with expertise in each of these disciplines for personal, hands-on involvement in these Chapter 11 Cases, and S&C has agreed to do so for the duration of the engagement.

8. The Debtors believe these Chapter 11 Cases will be of unusual scope and complexity and that the matter requires a lead law firm with experience in coordinating similar multi-disciplinary matters in multiple jurisdictions. The S&C team includes lawyers with personal experience coordinating matters of similar scope.

9. For the foregoing reasons, the Debtors believe that S&C is well qualified to represent them as debtors-in-possession in these Chapter 11 Cases, and that the retention of S&C is necessary and in the best interests of the Debtors and their estates and stakeholders.

II. Services to Be Provided

10. S&C will work closely with such other professionals as may be retained by the Debtors. Specifically, the Debtors have requested that S&C render services including, but not limited to, the following:

- a. advising the Debtors with respect to their powers and duties as debtors and debtors-in-possession, including the legal and administrative requirements of operating in chapter 11;
- b. advising the Debtors with respect to responses and discussions with local and federal governmental authorities and regulators;
- c. assisting the Debtors with investigating all potential estate causes of action;
- d. advising the Debtors with respect to the potential sale of their business and negotiating and preparing on the Debtors' behalf all agreements related thereto;

- e. attending meetings and negotiating with representatives of creditors and other parties-in-interest;
- f. assisting with the preservation of the Debtors' estates, including the prosecution of actions commenced under the Bankruptcy Code or otherwise on their behalf, and objections to claims filed against the estates;
- g. preparing and prosecuting on behalf of the Debtors all motions, applications, answers, orders, reports and papers necessary for the administration of the estates;
- h. negotiating and preparing on the Debtors' behalf the chapter 11 plan(s), disclosure statement(s) and all related agreements and/or documents;
- i. advising the Debtors with respect to certain corporate, financing, tax and employee benefit matters as requested by the Debtors and without duplication of other professionals' services;
- j. appearing before the Court, and any appellate courts, and protecting the interests of the Debtors' estates before such courts and
- k. performing all other legal services in connection with these Chapter 11 Cases as requested by the Debtors and without duplication of other professionals' services.

III. Professional Compensation

11. S&C has advised the Debtors that it intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of charges, costs and expenses incurred in these Chapter 11 Cases in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any applicable guidelines and orders of the Court.

12. As set forth in the Dieterich Declaration, S&C does not ordinarily determine its fees solely on the basis of hourly rates. Instead, S&C ordinarily bases the fee for its services on all the factors prescribed by rule 1.5(a) of the Delaware Lawyers' Rules of Professional Conduct, including the firm's contribution to the relevant matter, the responsibility

assumed, the results achieved, the difficulty and complexity of the matter, the amount involved, the experience of, and demands on, the lawyers involved and the fees customarily charged for such matters. S&C's compensation arrangements are designed to fairly compensate S&C for its services according to these principles, and S&C's fees charged to the Debtors prior to the Petition Date were generally determined in this manner.

13. Notwithstanding the foregoing, S&C has agreed with the Debtors that, consistent with the above and subject to the Court's approval, it will charge the Debtors for its legal services on an hourly basis in connection with these cases. S&C's billing rates have been determined with reference to the rates charged by other leading law firms for similar work during chapter 11 cases and will range from \$1,575 to \$2,165 per hour for partners and special counsel, \$810 to \$1,475 per hour for associates and \$425 to \$595 per hour for legal assistants. These rates for the more senior timekeepers in each class represent a discount from the rates currently used by S&C when preparing estimates of fees under its normal billing procedures for non-bankruptcy engagements. These rates may change from time to time in accordance with S&C's established billing practices and procedures, including yearly rate increases.

14. During the 90-day period prior to the Petition Date, the Debtors paid, or non-Debtors paid on behalf of the Debtors to, S&C the following amounts:

Received Date	Amount Received
August 26, 2022	\$23,882.50
September 6, 2022	\$81,665
October 5, 2022	\$142,611.53
October 19, 2022	\$195,484.33
October 20, 2022	\$166,493.75
October 20, 2022	\$555,030.05
November 3, 2022	\$2,253,670.77

A retainer in the amount of \$12,000,000 was funded by Debtor West Realm Shires Inc., on behalf of the Debtors, prior to its Petition Date for S&C to hold as security for payment of its

fees and expenses. As of the Petition Date, S&C holds as security for payment of its fees and expenses a retainer (the “Retainer”) in the amount of \$8,971,661.14. Subject to further order of the Court, S&C will hold the unused Retainer balance as an evergreen retainer to be held by S&C as security throughout these Chapter 11 Cases until S&C’s fees and expenses are awarded by final order and payable to S&C.³

15. Pursuant to Bankruptcy Rule 2016(b), S&C has neither shared nor agreed to share any compensation it has received or may receive with another party or person, other than with partners, counsel, associates and contract attorneys associated with S&C or any compensation another person or party has received or may receive.

16. The Debtors have agreed to pay S&C for the legal services rendered or to be rendered by their attorneys and other personnel in connection with these Chapter 11 Cases on the Debtors’ behalf. The Debtors have also agreed to reimburse S&C for its actual and necessary expenses incurred in connection with these Chapter 11 Cases. The Debtors will review prospective budgets and staffing plans to be submitted by S&C during these Chapter 11 Cases, and will have a full opportunity to review all of S&C’s fees and expenses as set forth in the monthly and interim fee applications to be submitted by S&C to the Court.

³ Courts in this district have approved evergreen retainer agreements. *See In re Insilco Tech., Inc.*, 291 B.R. 628, 634 (Bankr. D. Del. 2003) (“[T]he practice [of receiving security retainers] in this district has been engaged in since at least the early 1990s.”). S&C believes that its request for approval of an evergreen retainer in these Chapter 11 Cases satisfies the five-part test articulated by Judge Carey in *Insilco*. First, S&C submits that the proposed terms of its engagement reflect normal business terms in the marketplace. Second, S&C submits that both it and the Debtors are sophisticated business entities that have negotiated the Retainer at arm’s length. Third, S&C believes that approval of the Retainer as an evergreen retainer is in the best interests of the Debtors’ estates. Indeed, at this crucial stage of the Debtors’ Chapter 11 Cases, S&C believes that it is essential that the Debtors have immediate and uninterrupted access to sophisticated counsel to assist in the prosecution of their bankruptcy proceedings. Fourth, S&C is currently unaware of any creditor opposition to the approval of the Retainer as an evergreen retainer. Fifth, given the size, circumstances, and posture of the Debtors’ Chapter 11 Cases, S&C believes approval of the Retainer as an evergreen retainer provides it with an appropriate level of risk minimization in connection with the payment of its prospective fees and costs in these cases.

IV. Disinterestedness

17. To the best of the Debtors' knowledge, and as detailed in the Dietderich Declaration, (i) S&C is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, (ii) S&C does not represent any person or entity having an interest adverse to the Debtors in connection with these Chapter 11 Cases, (iii) S&C does not hold or represent an interest adverse to the Debtors' estates with respect to matters on which S&C is employed and (iv) S&C has no connection to the Debtors, their creditors or any other party-in-interest except as disclosed herein and in the Dietderich Declaration.

18. S&C will review its files against any updated Interested Parties List (as defined in the Dietderich Declaration) received from the Debtors from time to time during the pendency of these Chapter 11 Cases pursuant to the procedures described in the Dietderich Declaration. To the extent any new relevant facts or relationships are discovered or arise in the course of such review, S&C will promptly make additional disclosure to the Court as required by Bankruptcy Rule 2014(a).

Basis for Relief

19. The Debtors seek to retain S&C as their attorneys pursuant to section 327(a) of the Bankruptcy Code, which provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

11 U.S.C. § 327(a).

1. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific 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(a).

20. Based on the facts and for the reasons stated herein and in the Ray Declaration and the Dieterich Declaration, the retention and employment of S&C as counsel to the Debtors pursuant to this Application is reasonable, necessary, appropriate and satisfies the requirements of sections 327 and 328 of the Bankruptcy Code and Bankruptcy Rule 2014(a). The Debtors respectfully submit that the retention and employment of S&C will enable the Debtors to administer their estates during these Chapter 11 Cases, is in the best interests of the Debtors and their estates and stakeholders and should be approved by the Court.

Nunc Pro Tunc Retention of S&C

21. Additionally, given the circumstances of these Chapter 11 Cases, the Debtors respectfully request that the retention and employment of S&C be authorized *nunc pro tunc* to the Petition Date.

22. 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).

23. As described in the First Day Declarations, these Chapter 11 Cases are unique. Due to the speed of the Debtors' collapse, 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' collapse.

24. The Debtors believe that no party-in-interest will be prejudiced by the granting of the retention and employment *nunc pro tunc* to the Petition Date because S&C has provided and continues to provide valuable services to the Debtors' estates. Accordingly, the Debtors request that this Court authorize the retention and employment of S&C *nunc pro tunc* to the Petition Date.

Notice

25. Notice of this Application has been provided to: (a) the U.S. Trustee; (b) counsel to the Committee; (c) the Securities and Exchange Commission; (d) the Internal Revenue Service; (e) the United States Department of Justice; (f) the United States Attorney for the District of Delaware; (g) the parties identified on the Debtors' consolidated lists of 50 largest unsecured creditors and (h) 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, no other or further notice need be provided.

Conclusion

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Order, substantially in the form attached hereto as Exhibit A, and (b) grant such other and further relief as is just and proper.

Dated: December 21, 2022

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

By: /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 SULLIVAN & CROMWELL LLP AS COUNSEL TO THE DEBTORS
AND DEBTORS-IN-POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

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 (this “Order”) pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1 authorizing the Debtors to retain and employ Sullivan & Cromwell LLP (“S&C”) as their counsel *nunc pro tunc* to the Petition Date; and this Court having jurisdiction to consider the 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; and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of these Chapter 11 Cases and the Application in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Application and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules, and that, except as otherwise ordered herein, no other

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

² Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Application.

or further notice is necessary; and objections (if any) to the Application having been withdrawn, resolved or overruled on the merits; and a hearing having been held to consider the relief requested in the Application and upon the record of the hearing and all proceedings had before this Court; and upon the consideration of and based on the representations made in the Declaration of John J. Ray III in support of the Application attached as Exhibit B thereto and the Declaration of Andrew G. Dietderich in support of the Application attached as Exhibit C thereto; and this Court being satisfied based on the representations made in the Application and the Dietderich Declaration that S&C does not hold or represent any interest adverse to the Debtors' estates, with respect to the matters upon which S&C is to be employed, that S&C is a disinterested person as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that S&C's employment is necessary and is in the best interests of the Debtors, their estates, their creditors and all other parties-in-interest; and 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. In accordance with section 327(a) of the Bankruptcy Code, the Debtors are hereby authorized to retain and employ S&C as their counsel on the terms set forth in the Application, the Ray Declaration and the Dietderich Declaration *nunc pro tunc* to the Petition Date.
3. S&C shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these Chapter 11 Cases.

4. S&C shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules and any other applicable procedures and orders of the Court. S&C intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures 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 as November 1, 2013* in connection with the Application and interim and final fee applications filed by S&C in these Chapter 11 Cases.

5. S&C shall not charge a markup to the Debtors with respect to fees billed by any contract attorneys hired by S&C to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflicts checks and disclosures in accordance with the requirements of the Bankruptcy Code, Bankruptcy Rules and Local Rules. For the avoidance of doubt, S&C shall neither share fees with existing or future contract attorneys who provide services to the Debtors nor enter into fee sharing arrangements with such contract attorneys.

6. The Retainer held by S&C shall be treated as an evergreen retainer and shall be held by S&C as security throughout these Chapter 11 Cases until S&C's fees and expenses are awarded and payable to S&C on a final basis.

7. All fees and expenses incurred by S&C and approved by the Court shall be treated as administrative expenses under section 503 of the Bankruptcy Code.

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

9. The Debtors are authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.

10. To the extent that this Order is inconsistent with the Application, the terms of this Order shall govern.

11. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Order.

Dated: _____
Wilmington, Delaware

The Honorable John T. Dorsey
United States Bankruptcy Judge

EXHIBIT B

Ray Declaration

**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
DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF SULLIVAN & CROMWELL LLP
AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION
NUNC PRO TUNC TO THE PETITION DATE**

I, John J. Ray III, under penalty of perjury, declare as follows:

1. I am the Chief Executive Officer of Debtor FTX Trading Ltd.
2. I submit this declaration (this "Declaration") in support of the *Debtors'*

Application for an Order Authorizing the Retention and Employment of Sullivan & Cromwell

LLP ("S&C") as Counsel to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the

*Petition Date (the "Application").*² I have reviewed and am familiar with the contents of the

Application and the Declaration of Andrew G. Dietderich in support of the Application and

attached thereto as Exhibit C (the "Dietderich Declaration"). Except as otherwise indicated, the

facts set forth herein are based upon my personal knowledge, my review of relevant documents,

information provided to me by employees working under my supervision or my opinion based

upon my restructuring and legal experience.

¹ The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

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

Debtors' Selection of Counsel

3. The Debtors have determined that the quality, reliability and creativity of legal services available to the Debtors will be an important contributor to global recoveries in these uniquely challenging and scrutinized Chapter 11 Cases. S&C is one of the leading law firms in the world in all of the key practice areas anticipated to influence whether or not the Debtors can accomplish their objectives, including U.S. bankruptcy law, cross-border restructuring, financial services regulation, new financial service technologies, civil and criminal investigations, cryptocurrency transactions, cybercrime, payment systems, international money laundering, U.S. and European sanctions compliance, international corporate law, mergers and acquisitions and litigation.

4. The Debtors have requested that S&C make available a selected team of experienced partners with expertise in each of these disciplines for personal, hands-on involvement in these Chapter 11 Cases, and S&C has agreed to do so for the duration of the engagement.

5. The Debtors believe these Chapter 11 Cases will be of unusual scope and complexity and that the matter requires a lead law firm with experience in coordinating similar multi-disciplinary matters in multiple jurisdictions. The S&C team includes lawyers with personal experience coordinating matters of similar scope.

Rate Structure

6. In my capacity as the Chief Executive Officer, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. The Debtors have reviewed, and have discussed with S&C, the proposed rates for S&C's legal services in connection with these Chapter 11 Cases. S&C has informed the Debtors that S&C

does not ordinarily determine its fees solely on the basis of hourly rates. For the purposes of its engagement by the Debtors, however, S&C has agreed that it will charge for services performed during these chapter 11 cases on the basis of the hourly rates described in the Application and the Dietderich Declaration.

7. I understand from S&C that these hourly rates are the same or less than the hourly rates used by S&C when preparing estimates of fees under its normal billing practices. In particular, I understand that the rates have been determined with reference to the rates charged by other leading law firms for similar work during chapter 11 cases and for the more senior timekeepers for each class of personnel represent a discount from the rates used by S&C when preparing estimates of fees under its normal billing practices for non-bankruptcy engagements.

Cost Supervision

8. S&C and the Debtors are in the process of developing prospective budget and staffing plans for these Chapter 11 Cases. The Debtors, however, recognize that in the course of these Chapter 11 Cases, there may be unforeseen fees and expenses that will need to be addressed by the Debtors and S&C. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel and other retained professionals to ensure that the fees and expenses paid by the estate remain consistent with the Debtors' expectations and are appropriate under the circumstances of these chapter 11 cases.

9. The Debtors will review and make any appropriate adjustments to the prospective budgets and staffing plans to be submitted by S&C during these Chapter 11 Cases, and will review S&C's fees and expenses as set forth in the monthly and interim fee applications to be submitted by S&C to the Court in order to ensure that such fees and expenses are reasonable and appropriate under the circumstances. While every chapter 11 case is unique, I

believe this review will enable the Debtors to effectively supervise legal fees and expenses incurred in these chapter 11 cases, including budgeting and staffing of legal personnel with regard to specific matters in these cases.

10. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct.

Dated: December 21, 2022

Respectfully submitted,

/s/ John J. Ray III

John J. Ray III

Chief Executive Officer

EXHIBIT C

Dietderich Declaration

**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 ANDREW G. DIETDERICH IN SUPPORT OF DEBTORS’
APPLICATION FOR AN ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF SULLIVAN & CROMWELL LLP
AS COUNSEL TO THE DEBTORS AND
DEBTORS-IN-POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

I, Andrew G. Dietderich, under penalty of perjury, declare as follows:

1. I am admitted to practice law in the State of New York and the Southern District of New York. I am a partner of the law firm of Sullivan & Cromwell LLP (“S&C” or the “Firm”), which maintains an office at 125 Broad Street, New York, NY 10004-2498. I submit this declaration (this “Declaration”) in support of the *Debtors’ Application for an Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP as Counsel to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date* (the “Application”).² Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

Services to Be Provided

2. I have been advised by the Debtors that they wish to employ and retain S&C as their attorneys to assist them in these chapter 11 cases. The Debtors have requested that

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

² Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Application.

S&C render services including, but not limited to, the following:

- a. advising the Debtors with respect to their powers and duties as debtors and debtors-in-possession, including the legal and administrative requirements of operating in chapter 11;
- b. advising the Debtors with respect to responses and discussions with local and federal governmental authorities and regulators;
- c. assisting the Debtors with investigating all potential estate causes of action;
- d. advising the Debtors with respect to the potential sale of their business and negotiating and preparing on the Debtors' behalf all agreements related thereto;
- e. attending meetings and negotiating with representatives of creditors and other parties-in-interest;
- f. assisting with the preservation of the Debtors' estates, including the prosecution of actions commenced under the Bankruptcy Code or otherwise on their behalf, and objections to claims filed against the estates;
- g. preparing and prosecuting on behalf of the Debtors all motions, applications, answers, orders, reports and papers necessary for the administration of the estates;
- h. negotiating and preparing on the Debtors' behalf chapter 11 plan(s), disclosure statement(s) and all related agreements and/or documents;
- i. advising the Debtors with respect to certain corporate, financing, tax and employee benefit matters as requested by the Debtors and without duplication of other professionals' services;
- j. appearing before the Court, and any appellate courts, and protecting the interests of the Debtors' estates before such courts; and
- k. performing all other legal services in connection with these chapter 11 cases as requested by the Debtors and without duplication of other professionals' services.

Professional Compensation During these Chapter 11 Cases

3. S&C does not ordinarily determine its fees solely on the basis of hourly rates. Instead, S&C ordinarily bases the fee for its services on all the factors prescribed by rule 1.5(a) of the Delaware Lawyers' Rules of Professional Conduct, including the firm's contribution to the relevant matter, the responsibility assumed, the results achieved, the difficulty and complexity of the matter, the amount involved, the experience of, and demands on, the lawyers involved and the fees customarily charged for such matters. S&C's fees charged to the Debtors prior to the Petition Date were generally determined in this manner.

4. Notwithstanding the foregoing, S&C has agreed with the Debtors that, subject to the Court's approval, it will charge the Debtors for its legal services on an hourly basis in connection with these cases. S&C's billing rates have been determined with reference to the rates charged by other leading law firms for similar work during chapter 11 cases and will range from \$1,575 to \$2,165 per hour for partners and special counsel, \$810 to \$1,475 per hour for associates and \$425 to \$595 per hour for legal assistants. These rates for the more senior timekeepers in each class represent a discount from the rates currently used by S&C when preparing estimates of fees under its normal billing procedures for non-bankruptcy engagements. These rates may change from time to time in accordance with S&C's established billing practices and procedures, including yearly rate increases.

5. During the 90-day period prior to the Petition Date, the Debtors paid, or non-Debtors paid on behalf of the Debtors to, S&C the following amounts:

Received Date	Amount Received
August 26, 2022	\$23,882.50
September 6, 2022	\$81,665
October 5, 2022	\$142,611.53
October 19, 2022	\$195,484.33
October 20, 2022	\$166,493.75

October 20, 2022	\$555,030.05
November 3, 2022	\$2,253,670.77

A retainer in the amount of \$12,000,000 was funded by Debtor West Realm Shires Inc., on behalf of the Debtors, prior to its Petition Date for S&C to pay for prepetition fees and expenses due in the ordinary course and not previously billed and to hold the remainder as security for payment of its fees and expenses. As of the Petition Date, S&C holds as security for payment of its fees and expenses a retainer in the amount of \$8,971,661.14.

6. Pursuant to Bankruptcy Rule 2016(b), S&C has neither shared nor agreed to share any compensation it has received or may receive with another party or person, other than with partners, counsel, associates and contract attorneys associated with S&C or any compensation another person or party has received or may receive.

7. S&C has advised the Debtors that it intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of charges and costs and expenses incurred in these chapter 11 cases in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and applicable guidelines and orders of the Court. S&C also intends to make a reasonable effort to comply with any requests from the U.S. Trustee for information or 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 Large Chapter 11 Cases Effective as of November 1, 2013, in connection with this Application and the interim and final fee applications to be filed by S&C in these chapter 11 cases.

Procedures to Identify Conflicts; Disinterestedness

8. In order to confirm that S&C did not have a prior representation that precluded its representation of the Debtors, and to identify S&C's connections with the Debtors

and their affiliates,³ creditors or any other party-in-interest, the Court, the U.S. Trustee or any person employed by the U.S. Trustee, the following procedures have been performed under my supervision, consistent with S&C's customary procedures with respect to potential conflicts:

- a. The list of prepetition interested parties attached hereto as Schedule 1 (the "Interested Parties List") was provided to S&C by the Debtors for purposes of preparing the disclosure required by Bankruptcy Rule 2014 in connection with the Application. S&C has not independently verified the accuracy or completeness of the Interested Parties List.
- b. With respect to the Debtors, S&C's Conflicts Information Management Department, under the supervision of S&C lawyers involved in representing the Debtors, has performed a search of (i) a master client database maintained by S&C for the purposes of clearing conflicts, which includes the names of current and former clients (the "Client Database") and (ii) a master database of persons and entities with respect to which partners of S&C have made an inquiry at the time of a potential new engagement, which database we use to identify certain types of business conflicts, among other things. The Client Database was searched with respect to all client matters since January 1, 2019 and the other database was searched with respect to all inquiries in the past three years. The results of these searches were reviewed by S&C lawyers and any information determined to be appropriate for disclosure pursuant to Bankruptcy Rule 2014 is disclosed herein.
- c. S&C's Conflicts Information Management Department, under the supervision of S&C attorneys involved in representing the Debtors, has substantially completed a check of the other persons and entities listed on the Interested Parties List as well as the ultimate parent of all listed entities against the Client Database and prepared a list of those persons and entities on the Interested Parties List that are identified in the Client Database as either current clients or clients represented by S&C at any time after January 1, 2019. The list of current and former clients was then reviewed by S&C lawyers, and, after eliminating certain errors and redundancies,⁴ a list of entities S&C currently represents ("Current Clients") was included on Schedule 2 and a list of clients that are not Current

³ As used in this Declaration with respect to the Debtors, the term "affiliates" means those entities indicated as "Affiliated Parties" on Schedule 1.

⁴ Schedule 2 includes parties-in-interest that are either Current Clients or whose ultimate parents are current clients. Parties-in-interest that are Former Clients and whose ultimate parents are Current Clients are listed on Schedule 2 and are omitted from Schedule 3.

Clients but that S&C has represented since January 1, 2019 (“Former Clients”) was included on Schedule 3.

9. Based solely on the conflicts procedures described herein, (i) S&C is not aware of any conflict between its representation of the Debtors and its representations of its Current Clients or Former Clients that would cause S&C not to be a “disinterested person,” (ii) S&C does not represent any person or entity having an interest adverse to the Debtors in connection with these chapter 11 cases and (iii) S&C does not hold or represent an interest adverse to the Debtors’ estates with respect to matters on which S&C is employed.

10. Based solely on the conflicts procedures conducted to date and described herein, to the best of my knowledge, S&C does not have any connection with the Debtors, their creditors or any other parties-in-interest, their respective attorneys and accountants, the U.S. Trustee or any person employed by the U.S. Trustee or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the District of Delaware, except as disclosed or otherwise described herein.

11. I am able to address only those positions or relationships that appear on the Interested Parties List. It is possible that, undisclosed to the Debtors, S&C clients hold, or acquire in the future, loans, bonds or other claims against the Debtors. In addition, notwithstanding the foregoing, the entities set forth on the Interested Parties List, and the status of any such entity, may have changed or could change during the pendency of these chapter 11 cases without S&C’s knowledge. S&C will review its files against any updated Interested Parties List received from the Debtors from time to time during the pendency of these chapter 11 cases pursuant to the procedures described in this Declaration. To the extent any new relevant facts or relationships are discovered or arise in the course of such review, S&C will make additional disclosure to the Court as required by Bankruptcy Rule 2014(a).

12. S&C does not currently employ or intend to employ contract attorneys in these chapter 11 cases. To the extent S&C employs contract attorneys, S&C will ensure that any such contract attorneys are subject to conflicts checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules, and will make additional disclosure to the Court as required by Bankruptcy Rule 2014(a). S&C will not charge a markup to the Debtors with respect to fees billed by any such contract attorney.

13. Approval of the proposed engagement of S&C is not prohibited by Bankruptcy Rule 5002. I am not related and, to the best of my knowledge, no attorney at the Firm is related, to the United States Bankruptcy Judge assigned to these chapter 11 cases, or to the U.S. Trustee.

14. To the best of my knowledge, no promises have been received by S&C or by any partner, of counsel, special counsel or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. To the best of my knowledge, no agreement or understanding in any form or guise exists between S&C and any other person or entity for a division of compensation for services rendered in or in connection with these cases, and no division of compensation prohibited by section 504 of the Bankruptcy Code will be made.

Specific Disclosures

15. Generally, it is S&C's policy to disclose clients in the capacity that they first appear in a conflicts search. For example, if a client has already been disclosed in this Declaration in one capacity (*e.g.*, as a bank), and the client appears in a subsequent conflicts search in a different capacity (*e.g.*, as a bondholder), S&C will not disclose the same client again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

A. Prior Work for the Debtors

16. S&C was engaged by the Debtors for a limited number of matters prior to the Petition Date, chiefly with respect to acquisition transactions and specific regulatory inquiries relating to certain U.S. business lines. The total amount of fees and expenses paid to S&C for all of these matters was \$8,564,487.50, over the period from July 2021 to the Petition Date. S&C was not primary external counsel to any Debtor prior to the Petition Date.

B. Relationships with Creditors and Parties-in-Interest

17. As disclosed in Schedule 2 and Schedule 3 attached hereto, S&C has represented, and may continue to represent, various parties-in-interest of the Debtors (and affiliates of such parties) in matters unrelated to these chapter 11 cases. While representing the Debtors, S&C will not represent any party-in-interest disclosed in Schedule 2 or Schedule 3 in connection with these chapter 11 cases.

18. To the best of my knowledge, none of the entities from the Interested Parties List (together with their respective affiliates known to S&C) represented one percent (1%) or more of S&C's revenues for fiscal year ending December 31, 2021, other than the ultimate parent of Allianz Insurance (a vendor of the Debtors), the ultimate parent of Aptos (one of the Debtors' investments), AT&T (a utility provider of the Debtors) and Wells Fargo (a vendor of the Debtors). S&C has considered the respective positions of these Current Clients in these chapter 11 cases and concluded that S&C's representation of the Debtors does not render S&C not disinterested. It is possible that, undisclosed to the Debtors, S&C clients hold, or acquire in the future, loans, bonds or other claims against the Debtors. I am able to address only those positions or relationships that appear on the Interested Parties List.

C. Relationships with Other Professionals

19. As part of its practice, S&C appears in cases, proceedings and transactions involving many different attorneys, accountants, financial consultants and investment banks, including other professionals representing the Debtors. In certain instances, professionals representing the Debtors may be clients of, or opposing counsel to, S&C in matters unrelated to these chapter 11 cases. In addition, S&C may have represented, and may continue to represent, clients that are adverse to clients of the Debtors' professionals in various matters unrelated to these chapter 11 cases.

20. From time to time, S&C has referred work to other professionals that the Debtors propose to retain in these chapter 11 cases. Likewise, certain such professionals have referred work to S&C.

D. S&C Attorney and Employee Investments

21. S&C employs approximately 800 attorneys. I understand that, as of the date hereof, no S&C members, counsel or associates own any debt or equity securities of the Debtors or their affiliates. It should be noted that S&C has a long-standing policy prohibiting all personnel from using confidential information that may come to their attention in the course of their work. In this regard, all S&C personnel are barred from trading in securities with respect to which they possess confidential information. Moreover, all S&C personnel are barred from trading in digital assets.

Affirmative Statement of Disinterestedness

22. Based solely on the conflicts procedures conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (i) S&C is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, (ii) S&C does not represent any person or entity having an interest adverse to the Debtors in connection

with these chapter 11 cases, (iii) S&C does not hold or represent an interest adverse to the Debtors' estates with respect to matters on which S&C is employed and (iv) S&C has no connection to the Debtors, their creditors or any other party-in-interest except as disclosed herein.

Statement Pursuant to U.S. Trustee Guidelines

23. Pursuant to paragraph D, section 1 of the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Large Chapter 11 Cases Effective as of November 1, 2013, S&C responds to the questions set forth therein as follows:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: Yes. As discussed herein, S&C does not ordinarily determine its fees solely on the basis of hourly rates. For the purposes of its engagement by the Debtors, S&C has agreed that it will charge for services performed during these chapter 11 cases, and will apply to the Court for approval of such charges, on the basis of the hourly rates described in this Declaration. The hourly rates set forth herein are the same or less than the hourly rates used by S&C when preparing estimates of fees under its normal billing practices. In particular, the rates for the more senior timekeepers for each class of personnel represent a discount from the rates used by S&C when preparing estimates of fees under its normal billing practices for non-bankruptcy engagements.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Prior to the Petition Date, in connection with general corporate matters, S&C performed services for the Debtors and was compensated for its services at rates that reflect all of the factors prescribed by rule 1.5(a) of the Delaware Lawyers' Rules of Professional Conduct, including the firm's contribution to the relevant matter, the responsibility assumed, the results achieved, the difficulty and complexity of the matter, the amount involved, the experience of, and demands on, the lawyers involved and the fees customarily charged for such matters consistent with S&C's practice for nonbankruptcy engagements.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: S&C and the Debtors are in the process of developing prospective budget and staffing plans for these Chapter 11 Cases. S&C expects to submit for approval by the Debtors prospective budgets and staffing plans for the duration of these chapter 11 cases.

24. I am authorized to submit this Declaration on behalf of S&C, and if called upon to testify, I would testify competently to the facts set forth herein.

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

Dated: December 21, 2022
New York, NY

/s/ Andrew G. Dietderich
Andrew G. Dietderich
Sullivan & Cromwell LLP

Schedule 1

Interested Parties List

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
 Standford Credit Union
 Strait X
 Stripe
 Sumitomo Mitsui Banking Corporation (SMBC)
 Swapforex
 Tokyo Star Bank
 Transactive
 Transero
 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
 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

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 ŞİRKET
 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 Papadopoulas
 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
 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

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	CoinMARA
Arnac	Collide Capital Fund I
Arrow	Com2Us
Artemis	Composable
Asymmetric Technologies LP	Compound Financial
ATMTA, Inc. / Star Atlas	Confirm Solutions Inc
Atomic Vaults	Conjecture
ATTN (EVOSverse)	Connect3 / Lab3 Technology Limited
Auradine, Inc.	Consensys
Aurigami / Vaus Limited	Critical Ideas, Inc.
Aurory	Cryowar
Autograph	Curated
Automata	DaoSqaure
Avara Labs / LENS	Darkfi
AVECRIS Research Corporation Pte. Ltd. (Project Door)	Dave Inc
Aver Protocol	decimated
Axelar Network	Defi
Bastion / Bengine, Inc.	Defi Alliance
BetDEX	Delphia Holdings Corp
BiLira (Series A - Class E)	Delta One
Bitmain Fund L.P.	Delysium / KUROSEMI INC.
Bitnob Technologies	Digital Assets DA AG
Bitnomial	Distributed Ledger Technology
BitOasis	DLT Climate Tech
Bitocto (exchange Indo) / PT Triniti	DoDo
Blockbeats News	DoinGud
Blockchain Space / Solutions Lab Consultancy Pte Ltd	DoNotPay
Blocto	Doodles
Bluebook Cities	Doppel Inc
Bond Fund III	Dorahack
Bonzai Finance	Drift
Bridge Technologies (BRG Token)	DriveWealth
Brinc Drones	Dropp
Browder Capital	Dtrade
BTC Africa, S.A., (dba AZA Finance)	Dune Analytics
Burnt	Dust Labs, Inc
Canonical Crypto Fund	edenbrawl / Worldspark Studios, Inc
Cardinal (Nexus Pro)	EFAS / Kepler Space Industries
Causal Inc	Efficient Frontier / Odyssey Technologies Limited
CCAI / Aldin	Eizper Chain
Cega Pte Ltd	Elementus
Celesita Network	Elumia
Ceres Protocol Inc / Mythos tokens	Equator Therapeutics
Change Up	EquiLibre Technologies Inc.
chillchat	Ethereal Ventures Fund I LP
China V Investors L.P.	Euclid Labs / Magic Eden Secondary Shares
China Venture Capital Fund	Euler
Chingari	Evme Inc
Chipper Cash / Critical Ideas Inc	Exodus
Circle Internet Financial, Inc.	exotic / Pier3 Ventures Limited
Clover	Exponent Founders Capital I, LP
Coderrect Inc.	Exponential DeFi Inc
Cogni	FairSide
Coin98	Fanatics
Coinfeeds / Docsi18n	Faraway

Fern Labs Inc	Katana Labs / Blade Labs Inc
Few and Far	Keygen Labs, Inc
Figma Inc	Kollider
Float Capital / Rubin Global Ltd	Kos Therapeutics Inc
Flourishing Humanity Corporation Ltd	Kraken Ventures Fund I LP
Fluence Labs	Kresus
Friktion	KTR Group Corporation
Frosted Inc	Kwil Inc
Fuel / Layer-2 Development Corp.	Lake Nona Fund / LN Sports & Health Tech Fund I, LP
FYI.FYI, Inc	LayerZero
Galaxy Protocol (Galxe)	LayerZero Labs Ltd
GamerGains	Lemon Cash
GamesPad	Lexidus
GENESIS DIGITAL ASSETS LIMITED	Lido
Geniome (FBH Corporation)	Lifelike Capital
Genopet / WITTY ELITE LIMITED	Lightspeed Faction
GetMati	Limit Break
GetPIP Web3.0 / Prime Round Ltd	Liquality
GGX Protocol Limited / GGX Token	Liquid 2 Venture Fund III L.P.
Global Illumination	Liquid Group Inc
GOG (Guild of Guardians)	Liquid Value Fund I LP
GuildFi / CRYPTOMIND LAB PTE. LTD	Liquity
Harbor Systems Inc	LiveArtX
Hashflow / Qflow	Loan Transactions and Technology LLC / Edge Tradeworks
Hawku	Lonely Road
HedgeHog	Luxon / LXN
Helix Nanotechnologies	Magic Eden
Hidden Road Inc	Name On File
HODL	Manifold Markets
HOLE Tokens	Manta
http://Contxts.io / NFT Bank	Mask Network / MASKBOOK
http://Solsniper.xyz (Sniper Labs)	Matonee Inc
http://tsm.gg/ (Swift Media Entertainment Inc)	Mavia
http://wum.bo/	MCDEX
https://syndica.io/	MEOW
HyperNative Inc	Mercurial
IEX	Merge
ImmutableX Token Prorata	Messari
Impossible Finance	MetaLink
Innovatia Ltd	Metaplex
IO Finnet	MetaTheory
IOSG Fund II LP	Metaversus / Combat Lab, Inc
IP3 Cripco (Line Friends)	Mina
Ivy Natal	Mirror World
Jafco SV4 Investment Limited	MobileCoin
Jambo / Project Chill Limited	Modulo Capital Inc
Jet Protocol	Mojo
Jet Tech	Momentum Safe Inc
Jito Labs Inc	MONACO / BetDEX / STRAMASH PROTOCOL LTD.
Juiced / Basis Yield Corp	Monkey Kingdom / Kingdom Metaverse Limited
JUMBO.EXCHANGE	MonkeyBall
Juppiomenz	Mount Olympus Capital LP
JustWontDie Ltd	Move Labs
K5 Global	MPL
Kariya Kayamori	Multicoin 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 Depository 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
HadeF & 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
 Armani
 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
 Corporate & Trust Services
 Creators Agency LLC
 Crypto Council for Innovation
 CSL MOBILE LIMITED HONG KONG
 Dara Studios
 DATADOG, INC.
 Deacons Lawyers
 Denstu McGarry Bowen
 Dentsu X
 Diablo Holdings - 2000 Center
 Digital Finance Group Co.
 DJ Bam LLC - Sunjay Matthews
 Dlocal LLP
 DLT Climate Tech, Inc.
 Done Deal Promotions
 Door Dash
 DoorDash US
 Dotdash
 Drawn Sword Limited
 Duane Morris LLP
 E3 Technology, Inc.
 Elite Protection LLC
 Elwood
 Emerson Estate
 Emerson Land Company
 Emondo design, vl. Ivana Milicic.
 Epik Holdings Inc
 Equinix
 Equinix - JPY
 Equinix INC
 Equinox Group LLC
 Equity and Transformation
 Eventus Systems, Inc.
 EVERYWHERE WIRE
 Excel Sports Management
 Facebook/Meta
 FACTORY PR LLC
 Fast Forward
 Federal Trade Commission FTC
 FEDEX
 Fenwick & West
 Fenwick & West - FTX Trading Ltd
 Fenwick & West - FTX US
 Flatiron Labs, Inc.
 Florida International University Foundation
 Flutterwave
 Food Panda
 FOX BROADCASTING COMPANY
 Fox Sports
 FULL COURT PRESS COMMUNICATIONS, INC
 Fullstory
 Functional Software Inc, dba Sentry
 Furia ESports LLC
 Futures Industry Association
 GameStop
 GB Solutions - Geoff Bough
 Gibson, Dunn & Crutcher LLP
 GitHub
 Glushon Sports Management
 GoDaddy
 Golden State Warriors
 Golden State Warriors Community Foundation
 Goldfinger
 Google
 Google Cloud Platform
 Grafit Studios - Roman Tulinov Pe
 Grafted Growth
 Grand Prix Tickets
 Group One Holdings
 Gusto
 HashPort Inc.
 Name On File
 Herman Miller Design
 Hogan Lovells International LLP
 Honeycomb
 Hotels.com
 I2C In.
 ICC
 IFS Markets
 IKOABD LLC
 Inca Digital, Inc
 INCO, LLC
 India Strategic Partnership Inc.
 Insight Direct USA Inc
 insight software CO
 Investing Made Simple
 Invisible North
 ipower
 Isbl International Specialty Brokers Limited
 Jetstream Partners Limited
 JLL Law Firm
 Name On File
 Jorge Luis Lopez Law Firm
 Jumio Corporation
 Justworks
 Kandji
 Katten Muchin Rosenman LLP
 Kevin Haeberle
 Kim & Chang
 King and Wood Mallesons (HK)
 Latham & Watkins LLP
 Learfield
 Ledger & Cobie Enterprises dba UpOnly
 LedgerX LLC
 Leo Trippi SA
 Name On File
 Lexis Nexis
 Liffoff Mobile, Inc.
 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

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

Current S&C Clients

Entity	Relationship to Debtors	S&C Relationship
Aer Lingus-Dublin, Co.	Vendor	Ultimate Parent is Current Client
Airbnb	Vendor	Current Client
Allianz Insurance	Vendor	Ultimate Parent is Current Client
Amazon	Vendor	Current Client
Amazon Web Services	Vendor	Ultimate Parent is Current Client
American Express	Vendor	Current Client
Amex Assurance Travel	Vendor	Ultimate Parent is Current Client
Anchorage	Investments	Current Client
Aptos	Investments	Ultimate Parent is Current Client
Ascot Insurance Company	Insurance	Ultimate Parent is Current Client
AT&T	Utility	Current Client
Audible	Vendor	Ultimate Parent is Current Client
Bank of America	Bank	Current Client
[Name on File] ¹	Customer	Current Client
BlockFi, Inc.	Contract Counterparty	Current Client
Blue Bottle Coffee	Vendor	Ultimate Parent is Current Client
BMO Harris Bank, N.A.	Bank	Ultimate Parent is Current Client
British Airways	Vendor	Ultimate Parent is Current Client
Business Insider	Vendor	Ultimate Parent is Current Client
CAA Sports	Vendor	Ultimate Parent is Current Client
Chainalysis	Professional	Current Client
Coinbase	Competitor	Current Client
Coinbase Custody Trust	Vendor	Ultimate Parent is Current Client
[Name on File]	Customer	Ultimate Parent is Current Client
Coindesk	Vendor	Ultimate Parent is Current Client
Conde Nast	Vendor	Ultimate Parent is Current Client
Consensys	Investments	Current Client

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.

Entity	Relationship to Debtors	S&C Relationship
Continental Casualty Company	Insurance	Ultimate Parent is Current Client
Delivery Hero (Singapore) Pte. Ltd.	Vendor	Ultimate Parent is Current Client
Delta Airlines	Vendor	Current Client
Dotdash	Vendor	Ultimate Parent is Current Client
DraftKings	Vendor	Current Client
Epsilon Trading	UCC Member	Ultimate Parent is Current Client
Eric Schwartz	Vendor	Current Client
Ernst & Young	Professional	Current Client
Etsy	Vendor	Current Client
Facebook/Meta	Vendor	Current Client
Fanatics	Investments	Current Client
Fortress Real Property	Vendor	Current Client
Garanti BBVA	Bank	Ultimate Parent is Current Client
Gemini	Competitor	Current Client
[Name on File]	Customer	Ultimate Parent is Current Client
HSBC Bank	Bank	Current Client
Hudson News	Vendor	Ultimate Parent is Current Client
Hyatt	Vendor	Ultimate Parent is Current Client
I2C Inc.	Vendor	Current Client
Identogo	Vendor	Ultimate Parent is Current Client
Infura	Vendor	Ultimate Parent is Current Client
ISDA Inc.	Vendor	Current Client
[Name on File]	Customer	Current Client
Jessica Elam Wong	Vendor	Current Client
JPMorgan Chase Bank, N.A.	Bank	Ultimate Parent is Current Client
[Name on File]	Customer	Current Client
Kindle	Vendor	Current Client
Kraken	Competitor	Current Client
Kroll Restructuring Administration	Professional	Ultimate Parent is Current Client
Lexis Nexis	Vendor	Ultimate Parent is Current Client
Light the Way - The Campaign for	Vendor	Ultimate Parent is Current Client
Magic Jack	Utility	Ultimate Parent is Current Client
Major League Baseball	Contract Counterparty	Current Client

Entity	Relationship to Debtors	S&C Relationship
Major League Baseball Properties, Inc.	Contract Counterparty	Ultimate Parent is Current Client
Managed Funds Association	Donations	Current Client
Meta Platforms, Inc.	Vendor	Current Client
MLB Advanced Media, LP	Contract Counterparty	Current Client
Morgan Stanley	Bank	Current Client
Moz	Vendor	Ultimate Parent is Current Client
MUFG Bank, Ltd.	Bank	Current Client
National Australia Bank	Bank	Current Client
Nespresso	Vendor	Ultimate Parent is Current Client
NYSE	Vendor	Ultimate Parent is Current Client
Office of Commissioner of Baseball	Contract Counterparty	Ultimate Parent is Current Client
Onebox	Vendor	Ultimate Parent is Current Client
PayPal	Vendor	Current Client
Peloton	Vendor	Current Client
Polygon Network	Investments	Current Client
PricewaterHouse Coopers LLP	Vendor	Ultimate Parent is Current Client
PWC – S.A. Evangelou and Co LLC	Vendor	Ultimate Parent is Current Client
Qatar Airlines	Vendor	Ultimate Parent is Current Client
Quicken	Vendor	Ultimate Parent is Current Client
Rakuten Bank	Bank	Current Client
RBC Capital Markets, LLC	Vendor	Current Client
Reddit, Inc.	Contract Counterparty	Ultimate Parent is Current Client
Refinitiv	Vendor	Ultimate Parent is Current Client
Revolut Ltd.	Vendor	Current Client
Ribbit Capital	Contract Counterparty	Current Client
Ripple Labs Singapore Pte Ltd.	Vendor	Ultimate Parent is Current Client
Robinhood	Vendor	Current Client
Rocket	Investments	Current Client
Sequoia Capital	Contract Counterparty	Current Client
Silicon Valley Bank	Bank	Ultimate Parent is Current Client
Sompo International	Surety	Current Client
Spotify	Vendor	Current Client
Stripe	Bank	Current Client

Entity	Relationship to Debtors	S&C Relationship
Sygnia Consulting	Professional	Ultimate Parent is Current Client
The MLB Network, LLC	Contract Counterparty	Ultimate Parent is Current Client
Treasury Forfeiture Fund	Vendor	Ultimate Parent is Current Client
Triton	Vendor	Current Client
Twitter	Vendor	Ultimate Parent is Current Client
UBS Financial Services Inc	Vendor	Ultimate Parent is Current Client
UC Berkeley Foundation	Donations	Current Client
United Healthcare	Vendor	Ultimate Parent is Current Client
USI Insurance Services, LLC-CL	Insurance	Ultimate Parent is Current Client
Venmo	Vendor	Ultimate Parent is Current Client
Wasserman	Vendor	Current Client
Wells Fargo	Bank	Current Client
Yahoo Inc.	Contract Counterparty	Ultimate Parent is Current Client

Schedule 3

Former S&C Clients

Entity	Relationship to Debtors	S&C relationship
Aliyun.com	Vendor	Ultimate Parent is Former Client
Ashurst LLP	Vendor	Former Client
BDO Group Holdings Limited	Vendor	Ultimate Parent is Former Client
BDO USA LLP	Vendor	Ultimate Parent is Former Client
Caesars Entertainment	Vendor	Former Client
Center for A New American Security	Donations	Former Client
Corelle Brands LLC	Vendor	Ultimate Parent is Former Client
Customers Bank	Bank	Ultimate Parent is Former Client
Deltec Bank	Bank	Former Client
Digital Assets DA AG	Contract Counterparty	Former Client
Dropbox	Vendor	Former Client
Dubai World Trade Centre LLC	Vendor	Ultimate Parent is Former Client
Emirate NBD Bank	Bank	Ultimate Parent is Former Client
Endurance Worldwide Insurance Ltd.	Insurance	Ultimate Parent is Former Client
GameStop	Vendor	Former Client
Google	Vendor	Former Client
Google Cloud Platform	Vendor	Former Client
Gsuite	Vendor	Ultimate Parent is Former Client
Hellosign	Vendor	Ultimate Parent is Former Client
Interactive Brokers	Broker	Former Client
Lending Club	Bank	Former Client
Looker	Vendor	Ultimate Parent is Former Client
Loom	Vendor	Ultimate Parent is Former Client
Matthew Doheny	Director	Former Client
Mercedes-Benz Grand Prix Limited	Vendor	Ultimate Parent is Former Client
Nishad Singh ¹	Founder, Equity Holder	Former Client
People's Group	Vendor	Ultimate Parent is Former Client
Perella Weinberg Partners	Professional	Former Client
Postmates	Vendor	Ultimate Parent is Former Client

¹ Transactional work arranged for and paid by Debtor Alameda Research Ltd. (total historical fees \$23,882.50).

Entity	Relationship to Debtors	S&C relationship
Qantas	Vendor	Former Client
QBE Insurance Corporation	Insurance	Ultimate Parent is Former Client
Relm Insurance Ltd.	Insurance	Ultimate Parent is Former Client
Samuel Bankman-Fried ²	Founder, Equity Holder	Former Client
Silvergate Bank	Bank	Ultimate Parent is Former Client
Solana	Investments	Former Client
SubSocial	Investments	Ultimate Parent is Former Client
Sumitomo Mitsui Banking Corporation	Bank	Former Client
The Loop	Vendor	Former Client
The Travelers Insurance Company	Insurance	Ultimate Parent is Former Client
TikTok	Vendor	Ultimate Parent is Former Client
Travelers Property Casualty Company of America	Insurance	Ultimate Parent is Former Client
TriNet	Vendor	Former Client
Uber	Vendor	Former Client
Uber Cornershop	Vendor	Ultimate Parent is Former Client
Uber Eats	Vendor	Ultimate Parent is Former Client
Uber Pass	Vendor	Ultimate Parent is Former Client
Uber Trip	Vendor	Ultimate Parent is Former Client
UPS	Vendor	Former Client
UVM Signum Blockchain Fund VCC	Investments	Former Client
Wall Street Journal	Vendor	Ultimate Parent is Former Client
WeWork Companies LLC	Landlords	Former Client
Zand Bank	Bank	Ultimate Parent is Former Client

² Transactional work arranged for and paid by Debtor Alameda Research Ltd. (total historical fees \$195,000).