

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

In re:

RM Wind-Down Holdco LLC, et al.¹

Debtors.

Chapter 11

Case No. 18-11795 (MFW)

(Jointly Administered)

Objection Deadline: June 5, 2019 at 4:00 p.m. (ET)

Hearing Date: June 12, 2019 at 10:30 a.m. (ET)

**SUMMARY OF NINTH MONTHLY AND FINAL APPLICATION OF
SIDLEY AUSTIN LLP FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE MONTHLY PERIOD
FROM APRIL 1, 2019 TO AND INCLUDING MAY 10, 2019, AND
THE FINAL PERIOD FROM AUGUST 5, 2018 THROUGH AND INCLUDING
THE DISMISSAL EFFECTIVE DATE**

Name of Applicant: Sidley Austin LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: August 5, 2018 (order entered September 4, 2018)

Period for Which Compensation and/or Reimbursement is Sought: April 1, 2019 – May 10, 2019

Amount of Compensation Sought as Actual, Reasonable, and Necessary: \$181,231.50

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$3,665.43

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each of the Debtors' respective federal tax identification numbers, are as follows: RM Wind-Down Holdco LLC (f/k/a RM Holdco LLC) (6847); RM Wind-Down Opco LLC (f/k/a RM Opco LLC) (7122); RM Wind-Down HQ LLC (f/k/a RM HQ LLC) (8615); RM Wind-Down Chevys LLC (f/k/a RM Chevys LLC) (N/A); RM Wind-Down Acapulco LLC (f/k/a RM Acapulco LLC) (N/A); and RM Wind-Down El Torito LLC (f/k/a RM El Torito LLC) (N/A).



Final Period for which compensation and reimbursement is sought:

August 5, 2018 through and including the Dismissal Effective Date²

Amount of Final Compensation sought as actual, reasonable and necessary:

\$2,322,068.00, plus fees from May 11, 2019 through and including the Dismissal Effective Date

Amount of Final Expense Reimbursement sought as actual, reasonable and necessary:

\$34,541.48, plus expenses from May 11, 2019 through and including the Dismissal Effective Date

This is a: X monthly X final application

This monthly application includes 48.90 hours with a value of \$22,622.00 incurred in connection with the preparation of Fee Applications.

Prior applications:

		Requested		Approved		Outstanding	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses	Fees	Expenses
10/4/18; Dkt #306	8/4/18 – 8/31/18	\$497,423.00	\$5,183.01	\$397,938.40	\$5,183.01	\$0.00	\$0.00
10/31/18; Dkt #355	9/1/18 – 9/30/18	\$441,169.50	\$7,850.52	\$352,935.60	\$7,850.52	\$0.00	\$0.00
12/05/18; Dkt #420	10/1/18- 10/31/18	\$462,890.00	\$6,675.17	\$370,312.00	\$6,675.17	\$0.00	\$0.00
1/9/19; Dkt #466	11/1/18- 11/30/18	\$97,661.50	\$6,664.73	\$78,129.20	\$6,664.73	\$0.00	\$0.00
2/4/19; Dkt #511	12/1/18- 12/31/18	\$76,047.50	\$1,165.73	\$60,838.00	\$1,165.73	\$0.00	\$0.00
3/4/19; Dkt #558	1/1/19- 1/31/19	\$189,097.50	\$448.15	\$151,278.00	\$448.15	\$0.00	\$0.00
4/2/19; Dkt #597	2/1/19- 2/28/19	\$224,001.50	\$251.47	\$179,201.20	\$251.47	\$224,001.50	\$251.47
4/30/19; Dkt #636	3/1/19- 3/31/19	\$152,546.00	\$2,637.27	\$122,036.80	\$2,637.27	\$152,546.00	\$2,637.27
Included herein	4/1/19- 5/10/19	\$181,231.50	\$3,665.43	Pending	Pending	\$181,231.50	\$3,665.43
Total		\$2,322,068.00	\$34,541.48	\$1,712,669.20	\$30,876.05	\$557,779.00	\$6,554.17

² The amounts herein reflect final fees and expenses through and including May 10, 2019. Sidley intends to supplement the Application to include any additional fees and expenses incurred from May 11, 2019 through and including the Dismissal Effective Date (as defined herein).

**MONTHLY SUMMARY OF TOTAL FEES AND HOURS
BY ATTORNEYS AND PARAPROFESSIONALS**

Name	Position Area of Expertise	Year of Admission / Years of Experience	Hourly Billing Rate	Total Hours Billed	Total Compensation
Bridget S. Johnsen	Partner Litigation	2000	\$1,025	5.10	\$5,227.50
Kenneth P. Kansa	Partner Restructuring	1999	\$1,100	92.60	\$101,860.00
Andres Barajas	Associate Restructuring	2017	\$635	6.00	\$3,810.00
Jeffrey Brandt	Associate Corporate M&A	2016	\$730	2.50	\$1,825.00
Anna Gumport	Associate Restructuring	2010	\$905	19.40	\$17,557.00
Alyssa Russell	Associate Restructuring	2015	\$795	28.70	\$22,816.50
Blair M. Warner	Associate Restructuring	2015	\$795	3.60	\$2,862.00
David J. Lutes	Paralegal Restructuring	33 years	\$435	58.10	\$25,273.50
Total				216.00	\$181,231.50
Blended Rate					\$839.03

MONTHLY STATEMENT OF FEES AND EXPENSES BY PROJECT CATEGORY

Task Description	Total Hours	Total Fees
001 – First Day Motions/Second Day Motions	0.00	\$0.00
002 – Financing Matters/Cash Collateral	0.00	\$0.00
003 – Asset Disposition	7.00	\$6,404.50
004 – Relief from Stay/Adequate Protection	4.00	\$3,729.00
005 – Assumption/Rejection of Leases and Executory Contracts	0.00	\$0.00
006 – Professional Retention	.50	\$472.00
007 – Fee Applications	48.90	\$22,622.00
008 – Claims Processing	46.40	\$48,548.00
009 – Litigation	2.70	\$2,599.50
010 – Case Administration	75.40	\$68,196.00
011 – Non-Working Travel	7.70	\$6,579.00
012 – Employee/Labor Matters	.70	\$770.00
013 – Business Operations	0.00	\$0.00
014 – Tax Issues	1.70	\$1,870.00
015 – Plan and Disclosure Statement	0.00	\$0.00
016 – Bankruptcy Court Hearings	1.20	\$1,137.00
017 – Creditor Meetings and Communications	.40	\$379.00
018 – Corporate Governance and Board Matters	3.20	\$3,337.00
019 – Designation Rights Tasks	16.20	\$14,588.50
TOTAL	216.00	\$181,231.50

MONTHLY EXPENSE SUMMARY

Category	Amount
Search Services (includes Cogency Global, Pacer and other corporate services)	\$169.20
Telephone Tolls (non-local conference calls)	\$7.36
Travel (includes lodging, air, ground transportation and meals)	\$2,639.16
Westlaw Research Services	\$849.71
TOTAL:	\$3,665.43

SUMMARY OF FINAL FEE APPLICATION³	
Name of Applicant	Sidley Austin LLP
Name of Client	Debtors
Time period covered by Final Application	August 5, 2018 through and including the Dismissal Effective Date
Total compensation sought during the Final Application Period	\$2,322,068.00, plus fees from May 11, 2019 through and including the Dismissal Effective Date
Total expenses sought during the Final Application Period	\$34,541.48, plus expenses from May 11, 2019 through and including the Dismissal Effective Date
Petition Date	August 5, 2018
Retention Date	August 5, 2018
Date of order approving employment	September 4, 2018
Total compensation approved by interim order to date	\$1,764,289.00
Total expenses approved by interim order to date	\$27,987.31
Total allowed compensation paid to date	\$1,764,289.00
Total allowed expenses paid to date	\$27,987.31
Blended rate in the Final Application for all attorneys	\$845.01
Blended rate in the Final Application for all timekeepers	\$781.86
Compensation sought in the Final Application already paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Expenses sought in the Final Application already paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Number of professionals included in the Final Application	30
If applicable, number of professionals in the Final Application not included in staffing plan approved by client	0
If applicable, difference between fees budgeted and compensation sought during the Application Period	Amt. Budgeted: \$1,870,000-2,475,000 Amt. Sought: \$2,322,068.00, plus fees from March 11, 2019 through and including the Dismissal Effective Date
Number of professionals billing fewer than 15 hours to the case during the Application Period	16

³ The amounts herein are based on fees and expenses through and including May 10, 2019. Sidley intends to supplement the Application to include any additional fees and expenses incurred from May 11, 2019 through and including the Dismissal Effective Date.

Are any rates higher than those approved or disclosed at retention?

Yes⁴

**FINAL SUMMARY OF TOTAL FEES AND HOURS
BY ATTORNEYS AND PARAPROFESSIONALS**

Name	Position Area of Expertise	Year of Admission / Years of Experience	Hourly Billing Rate ⁵	Total Hours Billed ⁶	Total Compensation
Christina M. Craige	Partner Restructuring	2007	\$975	634.70	\$591,012.50
Kelly M. Dybala	Partner Global Finance	1998	\$1,050	3.70	\$3,885.00
Bridget S. Johnsen	Partner Litigation	2000	\$1,025	127.80	\$124,925.00
Kenneth P. Kansa	Partner Restructuring	1999	\$1,100	233.10	\$256,410.00
Pamela J. Martinson	Partner Global Finance	1989	\$1,075	.90	\$967.50
Melissa K. McGrory	Partner Employee Benefits	1996	\$1,050	8.60	\$9,030.00
Edward L. Norris	Partner Tax	1973	\$1,350	.70	\$945.00
Richard M. Silverman ⁷	Partner Tax	2007	\$925	.50	\$462.50
Dusan Clark	Counsel IP Transactions	2001	\$875	3.00	\$2,625.00
Ariella Thal Simonds ⁸	Counsel Restructuring	2008	\$925	166.10	\$153,642.50
Andres Barajas	Associate Restructuring	2017	\$635	85.00	\$45,043.00
Jeffrey Brandt	Associate Corporate M&A	2016	\$730	123.80	\$76,710.00
Sean Damm	Associate Global Finance	2013	\$835	17.10	\$14,278.50
Keith H. Del Prete	Associate Real Estate	2013	\$835	2.70	\$2,254.50
Lauren A. Gallagher	Associate Employment	2009	\$860	.70	\$602.00
Karen Goldstein	Associate Global Finance	2007	\$905	52.80	\$44,935.00
Anna Gumport	Associate	2010	\$905	381.40	\$332,715.50

⁴ Pursuant to a Firm-wide annual rate increase effective as of January 1, 2019, a *Notice of Change of Hourly Rates* was filed 1/15/19 at Docket No. 473.

⁵ Pursuant to a Firm-wide annual rate increase effective as of January 1, 2019, a *Notice of Change in Hourly Rates* was filed on 1/15/19 at Docket. #473. This chart reflects the higher billing rate used by a timekeeper during the Application Period.

⁶ Sidley charged the Debtors for only 50% of non-working travel time in compliance with Local Rule 2016-2(d)(viii). Such reductions are reflected in the figures in this column.

⁷ Richard Silverman became a partner during the Application Period as of January 1, 2019.

⁸ Ariella Thal Simonds became counsel during the Application Period as of January 1, 2019.

Name	Position Area of Expertise	Year of Admission / Years of Experience	Hourly Billing Rate ⁵	Total Hours Billed ⁶	Total Compensation
	Bankruptcy				
Sheryl K. Horwitz	Associate Employment	2003	\$905	.50	\$452.50
Stephen D. Linley	Associate Global Finance	2017	\$590	7.00	\$4,130.00
Aimee G. Mackay	Associate Employment	2002	\$905	42.30	\$36,499.50
Megan McDonough	Associate Employment	2017	\$495	3.80	\$1,881.00
Alexandra M. Peterson	Associate Employee Benefits	2017	\$495	19.10	\$9,454.50
Alyssa Russell	Associate Restructuring	2015	\$795	49.00	\$38,955.00
Richard M. Silverman	Associate Tax	2007	\$860	7.90	\$6,794.00
Ariell Thal Simonds	Associate Restructuring	2008	\$860	259.30	\$222,998.00
Laurie Tomassian	Associate Restructuring	2017	\$495	256.00	\$126,720.00
Blair M. Warner	Associate Restructuring	2015	\$795	29.20	\$23,214.00
Jonathan M. Westreich	Associate Tax	2016	\$590	.40	\$236.00
John P. White	Associate Restructuring	2011	\$870	2.00	\$1,740.00
Nicholas Willingham	Associate Litigation	2017	\$495	8.50	\$4,207.50
Faye Zhao	Associate IP Transactions	2015	\$675	8.40	\$5,670.00
Carissa H. Zidell	Associate Real Estate	2017	\$495	1.30	\$643.50
T. Charlotte Bennett	Paralegal Global Finance	37 years	\$360	24.80	\$8,928.00
Jin Choi	Paralegal Corporate M&A	1 year	\$320	2.10	\$668.00
David J. Lutes	Paralegal Restructuring	32 years	\$435	396.50	\$165,832.50
Charlotte Mayes	Paralegal Corporate M&A	22 years	\$360	1.00	\$360.00
Alexandra P. Prado	Paralegal Litigation	20 years	\$390	3.00	\$1,170.00
Amy Levier	Project Assistant Litigation	3 years	\$185	5.30	\$980.50
Linda J. Wolfe	Librarian	20 years	\$350	.20	\$70.00
Judy Yu	Librarian	10 years	\$200	.10	\$20.00
Total				2,970.30	\$2,322,068.00
Blended Rate					\$781.76

FINAL STATEMENT OF FEES AND EXPENSES BY PROJECT CATEGORY

Task Description	Total Hours	Total Fees
001 – First Day Motions/Second Day Motions	285.60	\$211,795.00
002 – Financing Matters/Cash Collateral	128.30	\$95,192.50
003 – Asset Disposition	622.30	\$514,055.50
004 – Relief from Stay/Adequate Protection	45.00	\$39,341.50
005 – Assumption/Rejection of Leases and Executory Contracts	199.90	\$140,095.50
006 – Professional Retention	186.10	\$132,931.50
007 – Fee Applications	270.70	\$125,218.00
008 – Claims Processing	194.60	\$179,598.50
009 – Litigation	80.20	\$67,343.00
010 – Case Administration	300.50	\$260,816.00
011 – Non-Working Travel	59.40	\$54,505.50
012 – Employee/Labor Matters	147.30	\$119,646.50
013 – Business Operations	29.10	\$26,351.00
014 – Tax Issues	37.60	\$28,399.00
015 – Plan and Disclosure Statement	28.30	\$20,423.50
016 – Bankruptcy Court Hearings	28.60	\$23,096.00
017 – Creditor Meetings and Communications	47.80	\$23,416.00
018 – Corporate Governance and Board Matters	30.30	\$27,108.50
019 – Designation Rights Tasks	248.70	\$232,735.00
TOTAL	2,970.30	\$2,322,068.00

FINAL EXPENSE SUMMARY

Category	Amount
Duplicating	\$516.40
Delivery Services / Messenger	\$76.73
Filing Fees (Patent Trademark Office)	\$2,980.00
Legal Support Services	\$195.00
Out of Town Travel (includes Lodging, Air, Ground and Meals)	\$15,604.28
On-Line Research (includes Lexis and Westlaw)	\$10,641.38
Search Services (Cogency Global, Pacer and other corporate services)	\$4,142.12
Telephone Tolls (non-local conference calls)	\$385.57
TOTAL:	\$34,541.48

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

In re:

RM Wind-Down Holdco LLC, et al.¹

Debtors.

Chapter 11

Case No. 18-11795 (MFW)

(Jointly Administered)

Objection Deadline: June 5, 2019 at 4:00 p.m. (ET)

Hearing Date: June 12, 2019 at 10:30 a.m. (ET)

**NINTH MONTHLY AND FINAL APPLICATION OF SIDLEY AUSTIN LLP
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE MONTHLY PERIOD FROM APRIL 1, 2019 TO MAY 10, 2019, AND THE
FINAL PERIOD FROM AUGUST 5, 2018 THROUGH AND INCLUDING THE
DISMISSAL EFFECTIVE DATE**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 156] (the “Interim Compensation Order”), Sidley Austin LLP (“Sidley”), attorneys for the debtors and debtors in possession in the above-captioned chapter 11 cases (the “Debtors” or the “Company”), hereby files this ninth monthly and final application (this “Application”) for (a) allowance and payment of compensation for professional services to the Debtors during the period from April 1, 2019 to and including May 10, 2019 (the “Monthly Fee Period”) in the amount of \$181,231.50 and reimbursement of actual and necessary expenses incurred in the

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each of the Debtors’ respective federal tax identification numbers, are as follows: RM Wind-Down Holdco LLC (f/k/a RM Holdco LLC) (6847); RM Wind-Down Opco LLC (f/k/a RM Opco LLC) (7122); RM Wind-Down HQ LLC (f/k/a RM HQ LLC) (8615); RM Wind-Down Chevys LLC (f/k/a RM Chevys LLC) (N/A); RM Wind-Down Acapulco LLC (f/k/a RM Acapulco LLC) (N/A); and RM Wind-Down El Torito LLC (f/k/a RM El Torito LLC) (N/A).

amount of \$3,665.43, and for (b) allowance and payment of compensation for the final period commencing August 5, 2018 through and including the Dismissal Effective Date (the “Final Fee Period”) in the amount of \$2,322,068.00, together with reimbursement of actual and necessary expenses incurred in the amount of \$34,541.48, plus additional fees and expenses after May 10, 2019 to the Dismissal Effective Date, in amounts to be submitted to the Court as a supplement to this Application.² In support of this Application, Sidley respectfully represents as follows:

BACKGROUND

1. On August 5, 2018 (the “Petition Date”), the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors continue to operate the Company’s businesses and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No party has requested the appointment of a trustee or examiner in this case, and no statutory committee has been appointed.

2. The Company retained Sidley as its bankruptcy co-counsel, *nunc pro tunc* to the Petition Date, pursuant to the *Order Authorizing the Retention and Employment of Sidley Austin LLP as Attorneys for the Debtors and Debtors in Possession, Pursuant to 11 U.S.C. §§ 327(a) and 330, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-2, Nunc Pro Tunc to the Petition Date* [Docket No. 161] (the “Retention Order”). The Retention Order authorizes the Debtors to compensate and reimburse Sidley in accordance with the terms and

² The amounts herein reflect fees and expenses through and including May 10, 2019. Sidley intends to supplement the Application to include any additional fees and expenses incurred from May 11, 2019 through and including the date these chapter 11 cases are dismissed (the “Dismissal Effective Date”) in accordance with the *Initial Order (I) Authorizing the Debtors Make Distributions to Claimants Holding Allowed First Priority Secured Claims and Allowed 503(b) Claims; (II) Authorizing the Debtors to Abandon Certain Property; (III) Dismissing the Debtors’ Chapter 11 Cases; (IV) Establishing Procedures for the Allowance and Payment of Professional Fees; and (V) Granting Related Relief* [Docket No. 635]

conditions set forth in the Debtors' application to retain Sidley, subject to Sidley's application to the Court.

3. On September 4, 2018, the Court entered the Interim Compensation Order. The Interim Compensation Order provides, among other things, that each professional shall be entitled, no earlier than the 15th day of each month following the month for which compensation and/or expense reimbursement is sought, to file and serve an application for interim allowance of compensation earned and reimbursement of expenses incurred during the preceding month (each a "Monthly Fee Application"). Parties shall have 20 days after service of a Monthly Fee Application to object thereto (the "Objection Deadline"). Upon the expiration of the Objection Deadline, the applicant may file a certificate of no objection (a "CNO") with the Court with respect to the unopposed portion of the fees and/or expenses requested in the applicable Monthly Fee Application. After the filing of a CNO, the Debtors are authorized and directed to pay the applicant an amount equal to 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Application not subject to an objection.

SUMMARY OF SERVICES RENDERED

4. Attached hereto as Exhibit A is a detailed statement of Sidley's hours expended and fees incurred during the Monthly Fee Period. Sidley attorneys and paraprofessionals expended a total of 216.00 hours in connection with the Debtor's chapter 11 case during the Monthly Fee Period. All services for which Sidley is requesting compensation were performed for or on behalf of the Debtors. The services rendered by Sidley during the Monthly Fee Period are grouped into the categories set forth in Exhibit A and in the summary cover sheets prefixed to this Application. The attorneys and paraprofessionals who provided services to the Debtors during the Fee Period are also identified in Exhibit A and in the summary cover sheets.

ACTUAL AND NECESSARY EXPENSES

5. Attached hereto as **Exhibit B** is a detailed statement of Sidley's out-of-pocket expenses incurred during the Fee Period, totaling \$3,665.43. These expenses include, but are not limited to, copying charges, delivery services/messenger services, and out-of-town travel expenses.

VALUATION OF SERVICES

6. As noted above, the amount of time spent by each Sidley attorney and paraprofessional providing services to the Debtors during the Monthly Fee Period is set forth in the summary attached hereto as Exhibit A. The rates reflected on Exhibit A are Sidley's customary hourly rates for work of this character. The reasonable value of the services rendered by Sidley for the Monthly Fee Period as attorneys to the Debtors in these chapter 11 cases is \$181,231.50.

7. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the fees requested are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

REQUEST FOR FINAL APPROVAL OF FEES AND EXPENSES

8. The Application also covers the Final Fee Period of August 5, 2018 through and including the Dismissal Effective Date, which is expected to occur shortly after consideration of this Application. During the Final Fee Period, Sidley performed necessary services and incurred out-of-pocket disbursements for the Debtors and their estates. As set forth in prior monthly applications, in accordance with the factors enumerated in 11 U.S.C. § 330, approval of the fees requested for the Final Fee Period is fair and reasonable given (a) the complexity of these cases,

(b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. In addition, the out-of-pocket disbursements for which reimbursement is sought were actual, reasonable and necessary costs incurred while representing the Debtors.

9. Sidley has performed, and will continue to perform additional necessary services, and has incurred, and will continue to incur, additional expenses, subsequent to May 10, 2019. As previously stated, Sidley intends to supplement the Application to include such fees and expenses.

STATEMENT OF APPLICANT

10. The following statements address the questions set forth under section C.5 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”):

- a) During the Final Fee Period, Sidley did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms.
- b) The fees sought by Sidley are more than the fees budgeted pursuant to the original budget provided by Sidley to the Debtors.
- c) The professionals included in the Application for the Final Fee Period did not vary their hourly rate based on the geographic location of the bankruptcy case.
- d) The Application for the Final Fee Period did not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.

- e) The time period covered by the Application for the Final Fee Period includes approximately 81.70 hours with a value of \$55,800.50 spent by Sidley to ensure that the time entries subject for the Final Fee Period comply with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information. This review and any revisions associated therewith are a necessary component of Sidley's preparation of each monthly fee application.
- f) The Application included annual rate increases since retention, which were effective on January 1, 2019. As disclosed in its retention application, Sidley annually reviews and adjusts its rates in the ordinary course of business. A *Notice of Change of Hourly Rates* was filed on January 15, 2019 at Docket No. 473.

BUDGET AND STAFFING PLAN

11. Sidley and the Debtors have agreed to the budget and staffing plan, attached hereto as Exhibit C (the "Budget and Staffing Plan"), for the Final Fee Period.

BLENDED RATE SCHEDULE

12. A blended rate schedule, as requested by *Appendix B* to the UST Guidelines, is attached hereto as Exhibit D.

CONCLUSION

WHEREFORE, Sidley requests entry of an order (a) granting allowance and payment of compensation for professional services to the Debtors during the Monthly Fee Period in the amount of \$181,231.50, and reimbursement of the actual and necessary expenses during the Monthly Fee Period in connection with such services in the amount of \$3,665.43, (b) granting final approval of compensation for Sidley's services to the Debtors in the Final Fee Period in the amount of \$2,322,068.00 and reimbursement of Sidley's actual and necessary expenses incurred during the Final Fee Period in connection with such services in the amount of \$34,541.48, plus additional fees and costs incurred after May 10, 2019 to the Dismissal Effective Date, (c) authorizing and directing the Debtors to pay Sidley all of the foregoing fees and expenses, less any amounts the Debtors previously paid to Sidley on account of such amounts, and (d) such other relief this Court may deem just and proper.

Dated: May 16, 2019
Wilmington, Delaware

SIDLEY AUSTIN LLP

/s/ Kenneth P. Kansa

Kenneth P. Kansa
Anna Gumport
555 West Fifth Street, Suite 4000
Los Angeles, California 90013
Telephone: (213) 896-6000
Facsimile: (213) 896-6600

ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION

CERTIFICATION OF KENNETH P. KANSA

Kenneth P. Kansa, after being duly sworn according to law, deposes and says:

1. I am a partner of the applicant firm, Sidley Austin LLP (“Sidley”).
2. I have personally performed many of the legal services rendered by Sidley as attorneys for the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by attorneys and paraprofessionals of Sidley.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

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

Executed on this 16th day of May at Chicago, Illinois.

/s/ Kenneth P. Kansa

Kenneth P. Kansa

EXHIBIT A
MONTHLY FEES

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

T A S K D E T A I L

Date	Name	Narrative	Hours
003 Asset Disposition			
04/02/19	KP Kansa	Review post-closing checklist for call	.10
04/02/19	J Brandt	Attend closing checklist call (.5); review of closing checklist (.3)	.80
04/02/19	A Gumport	Conference call with Sidley and Cleary teams re post-closing checklist items	.50
04/09/19	J Brandt	Review post-closing checklist (.4); attend checklist call (.5)	.90
04/09/19	A Gumport	Conference call with Sidley and Cleary teams re post-closing checklist	.40
04/09/19	KP Kansa	Review materials in preparation for status update call with Cleary team (.4); t/c Cleary and Sidley teams on open case points and dismissal motion (.5)	.90
04/16/19	KP Kansa	T/c M. Livingston on PPA and dismissal motion (.5); emails to M. Livingston re: call (.2)	.70
04/23/19	J Brandt	Attend closing checklist call (.5); prepare materials for same (.3)	.80
04/23/19	A Gumport	Conference call with Cleary team and K. Kansa re post-closing checklist	.50
04/23/19	KP Kansa	Participate in update call with Cleary team	.50
04/30/19	A Gumport	Conference call with M. Livingston, E. Berdugo, and K. Kansa re post-closing checklist	.40
04/30/19	KP Kansa	Participate in update call with Cleary	.40
05/07/19	A Gumport	Correspondence with M. Livingston, E. Berdugo, and K. Kansa re closing checklist items	.10
Task Subtotal			\$6,404.50
004 Relief from Stay/Adq. Protection			
04/02/19	BM Warner	Research & correspond with docket department & P. Gonzalez re: notice of stay insurance inquiry	.30
04/04/19	KP Kansa	Email C. Wells on Blue Cross lift stay motion (.1); email A. Magaziner re: Blue Cross lift stay (.1)	.20
04/05/19	BM Warner	Correspond with YCST and A&M re: insurance policies (.1); review insurance policy (.2)	.30
04/12/19	KP Kansa	T/c A. Gumport on B. Sullivan lift stay demands	.20

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Date	Name	Narrative	Hours
04/15/19	KP Kansa	Review emails on claimant lift stay demands	.20
04/16/19	BM Warner	Review emails and history re: Garcia relief from stay claim (.5); t/c with Wilson Elser re: same (.3); research re: relief from stay briefing re: same (.5); correspond with A. Gumport re: same (.1)	1.40
04/16/19	KP Kansa	Review S. Joffe emails on Garcia lift stay and email to C. Wells on same	.20
04/17/19	BM Warner	O/c with K. Kansa re: relief from stay status	.20
04/17/19	KP Kansa	Office conference with B. Warner on lift stay motions (.2); review lift stay materials re: same (.1)	.30
04/19/19	KP Kansa	Email B. Warner re: Berte lift stay motion	.10
04/22/19	KP Kansa	Review email on Berte lift stay motion	.10
04/26/19	KP Kansa	Email S. Joffe re: lift stay actions	.20
04/27/19	KP Kansa	Email B. Warner on Berte lift stay	.10
05/01/19	KP Kansa	Email B. Feldman re: G. Miller questions on Berte matter	.20
		Task Subtotal	\$3,729.00
006 Professional Retention			
04/01/19	A Gumport	Correspondence with R. Gutierrez, YCST team, J. Tibus, and C. Wells re supplemental Grant Thornton retention application (0.2); revise same (0.1)	.30
04/02/19	A Gumport	Correspondence with YCST team, R. Gutierrez, N. Hewko, and M Livingston re supplemental Grant Thornton retention application	.10
04/02/19	KP Kansa	Email A. Gumport re: supplemental Grant Thornton retention	.10
		Task Subtotal	\$472.00
007 Fee Applications			
04/01/19	DJ Lutes	Emails to A. Gumport re: monthly materials (.1); emails with A. Yamashiro and co-counsel re: same (.2)	.30
04/01/19	A Gumport	Correspondence with A&M, Cleary, and Schulte teams re monthly fee application	.10
04/02/19	DJ Lutes	Finalize monthly fee application materials (.4); emails with A. Yamashiro re: same (.2); emails with A. Gumport and co-counsel re: same (.2); prepare 8th monthly materials (.2)	1.00
04/02/19	A Gumport	Correspondence with D. Lutes re monthly fee application	.10
04/03/19	DJ Lutes	Emails with A. Yamashiro re: monthly fee application materials (.2); review monthly fee application issues (.2)	.40

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Date	Name	Narrative	Hours
04/11/19	DJ Lutes	Review monthly fee application issues	.70
04/15/19	DJ Lutes	Emails with A. Yamashiro regarding monthly fee application issues (.1); review materials re: same (.2)	.30
04/16/19	DJ Lutes	Emails with A. Yamashiro re: fee application issues	.20
04/17/19	DJ Lutes	Review emails from co-counsel re: interim fee order (.1); review materials for co-counsel re: same (.2)	.30
04/18/19	DJ Lutes	Prepare 8th monthly fee application exhibits and materials	.70
04/19/19	DJ Lutes	Prepare 8th monthly fee application exhibits and materials	1.50
04/22/19	DJ Lutes	Prepare 8th monthly fee application exhibits and materials (4.0); emails with A. Yamashiro re: same (.1); communications with A. Gumport re: same (.1)	4.20
04/23/19	DJ Lutes	Prepare monthly fee application materials (2.9); emails to A. Yamashiro re: same (.2); prepare final fee application materials (.3)	3.40
04/24/19	DJ Lutes	Prepare 8th monthly fee application (1.4); emails with D. Laskin re: final fee application deadlines (.2)	1.60
04/25/19	DJ Lutes	Prepare 9th and final fee application materials	.70
04/25/19	KP Kansa	Email D. Lutes re: timing for fee app filing	.10
04/25/19	A Gumport	Correspondence with D. Lutes re final fee application (0.1); revise March invoice (0.3)	.40
04/26/19	DJ Lutes	Prepare 8th monthly fee application materials (1.0); emails with A. Yamashiro re: same (.2); email to K. Kansa re: same (.1)	1.30
04/26/19	A Gumport	Correspondence with D. Lutes re final fee application	.10
04/29/19	DJ Lutes	Revise 8th monthly fee application (.3); emails with K. Kansa re: same (.1); emails with A. Gumport re: same (.1); email to YCST re: same (.1); prepare final fee application task list and review deadlines (.3);	.90
04/29/19	A Gumport	Correspondence with D. Lutes re monthly fee application (0.1); correspondence with Cleary, Schulte, and A&M teams re same (0.1)	.20
04/29/19	KP Kansa	Review 8th monthly fee application and email D. Lutes re: same	.20
04/30/19	DJ Lutes	Prepare materials for filing with local counsel (.4); emails with B. Feldman re: same (.1); prepare 9th monthly and final fee application materials (1.3); emails with K. Kansa re: same (.1); review deadlines and tasks (.2)	2.10
04/30/19	A Gumport	Correspondence with D. Lutes re monthly fee application	.10

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Date	Name	Narrative	Hours
05/01/19	DJ Lutes	Prepare 9th and final fee application materials and spreadsheets (3.4); emails with A. Yamashiro re: same (.2); call with M. Sullivan re: same (.1); research exemplar language from Sidley and YCST re: same (.9)	4.60
05/01/19	KP Kansa	Email to D. Magaziner on final fee applications (.2); email to D. Magaziner and B. Feldman on final fee app materials and schedule (.1)	.30
05/01/19	A Gumport	Correspondence with K. Kansa and A. Magaziner re final fee applications	.10
05/02/19	DJ Lutes	Prepare final fee application materials (1.7); prepare 9th monthly materials including review of costs (1.3); prepare spreadsheets for 9th and final fee application for exhibits and calculations (1.7); correspond with K. Kansa re: same (.1)	4.80
05/02/19	A Gumport	Correspondence with K. Kansa and G. Miller re OCP fee issues	.10
05/02/19	KP Kansa	Email to G. Miller re: OCP work and final fee apps	.20
05/03/19	DJ Lutes	Prepare final fee application materials (1.7); prepare spreadsheets for 9th and final fee application for exhibits and calculations (1.2); call with A. Yamashiro re: same (.2)	3.10
05/06/19	DJ Lutes	Prepare 9th and final fee application materials (5.8); prepare spreadsheets for 9th and final fee application for exhibits and calculations (.4); call with A. Yamashiro re: same (.2)	6.40
05/07/19	DJ Lutes	Prepare ninth and final fee application materials (3.9); emails with A. Yamashiro re: same (.3); emails with A. Gumport re: same (.1)	4.30
05/07/19	A Gumport	Review April invoice for privilege and confidential issues (0.3); correspondence with D. Lutes re same (0.1)	.40
05/09/19	KP Kansa	Email D. Lutes re: final fee application	.10
05/10/19	DJ Lutes	Prepare 9th and final fee application exhibits and materials (3.0); review fee application issues including blended rates, budgets and staffing issues (.4); meet with A. Yamashiro re: same (.2)	3.60
		Task Subtotal	\$22,622.00
		008 Claims Processing	48.90
04/01/19	A Russell	Review, analyze correspondence re: Westchester	.20
04/02/19	A Russell	Telephone conference with K. Kansa, counsel to Westchester and CGSH re: Westchester bond dispute.	.60
04/02/19	BS Johnsen	Review emails and other documents regarding utility claim to Westchester' analyze same (.4); email summary of situation to	.70

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Date	Name	Narrative	Hours
		K. Kansa (.3)	
04/02/19	KP Kansa	Conference call with Westchester and Purchaser representatives on Westchester claims (.6); status call with Cleary team on Westchester, case wind-down, and related issues (.5); review utility claim issues (.3); email B. Johnsen re: utility claims (.1); review B. Johnsen emails on same (.2); review Chubb letter from Westchester (.2)	1.90
04/03/19	BM Warner	Correspond with insurer re: claim inquiry	.20
04/04/19	KP Kansa	Email M. Livingston re: Westchester status	.10
04/08/19	BS Johnsen	Correspond with K. Kansa re: Westchester objection (.2); review material regarding same (.8)	1.00
04/08/19	KP Kansa	Email B. Johnsen on call (.1); email utility and M. Morano re: discussion of utility claim (.1); conference call with Cleary, Westchester and Sidley teams on status of resolution of Westchester claims (.3); review materials for same (.5); t/c B. Johnsen re: SoCal Edison claims (.5); review Westchester claims materials (1.2)	2.70
04/08/19	A Russell	Telephone conference and correspond with Cleary and Westchester's counsel re: resolution of Westchester claims	.90
04/09/19	BS Johnsen	Review materials regarding Westchester claim (.6); analyze same (.4)	1.00
04/09/19	KP Kansa	T/c with A. Barajas on review of utility materials and research re: Westchester claim	.30
04/10/19	BS Johnsen	Prepare memo regarding analysis of Westchester claim (1.7); email same to K. Kansa with comments (.3)	2.00
04/10/19	KP Kansa	Review utility materials and email A. Barajas on same (.3); review B. Johnsen email on Westchester claim (.3); review Westchester claims materials (1.0)	1.60
04/11/19	KP Kansa	Review A. Barajas email on utility claims (.2); review utility invoices for potential admin/503(b)(9) claims (.5); review additional materials re: Westchester claims (.5); email A. Barajas re: utility claims (.1); t/c C. Wells re: potential settlement structure with Westchester (.3)	1.60
04/12/19	A Russell	Correspond with parties re resolution of Westchester dispute	.30
04/12/19	KP Kansa	Email E. Berdugo on Westchester stipulation (.1); emails to M. Morano and utility on Westchester-related call (.2)	.30
04/15/19	A Russell	Telephone conference and correspond with parties re Westchester dispute	.40
04/16/19	A Russell	Correspond with parties re Westchester	.10

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Date	Name	Narrative	Hours
04/16/19	KP Kansa	Participate in utility/Westchester call on Westchester claim (.7); email utility re: call on utility claim (.1)	.80
04/17/19	KP Kansa	Email M. Morano re: extension of Westchester objection deadline for dismissal motion (.1); review A. Russell and Pillsbury emails on OCP admin claim and backup for same (.3); email A. Russell re: same (.1); review utility materials and draft email to utility and M. Morano on support for utility claims and bond draw (1.0)	1.50
04/17/19	A Russell	Telephone conference and correspond with parties re Westchester dispute.	.70
04/19/19	KP Kansa	Email E. Berdugo re: Riverbank claim (.1); email C. Wells on same (.1); email E. Pino on same (.1)	1.10
04/23/19	KP Kansa	Email M. Morano and G. Bressler on Westchester stipulation	.20
05/01/19	A Gumport	Office conference with K. Kansa re claims objection and case status	.20
05/01/19	KP Kansa	Email utility on status of producing invoices to support claim	.10
05/03/19	KP Kansa	Review open items list and claims materials for pending claims objections (1.2); review Westchester materials and outstanding items for resolution (1.3)	2.50
05/06/19	A Gumport	Correspondence with K. Kansa and YCST team re claims objection (0.1); review proofs of claim and related bankruptcy pleadings for same (0.5)	.60
05/06/19	KP Kansa	Email C. Wells on J. Bailey call (.1); email A. Gumport re: newly-filed admin claims (.2); review claims materials (.3); office conference with B. Warner on claim withdrawal (.1); email E. Pino on same (.1); review Westchester notice of hearing on administrative claim and emails to/from A. Magaziner on same (.7)	1.50
05/07/19	A Gumport	Correspondence with K. Kansa re claims objection (0.3); call with K. Kansa re same (0.2); correspondence with A. Magaziner and K. Kansa re same (0.2); review materials for same (0.5); draft same (0.6)	1.80
05/07/19	KP Kansa	Telephone call with R. Chinitz re: open personal injury matters (.2); telephone call with A. Gumport re: 5th omnibus claims objection (.2); telephone call with J. Bailey re: insurance issues and PI claims (.1); email A. Russell re: same (.1); review all open secured and administrative priority claims and prepare draft claims certification based on same (4.5); email to C. Wells re: same with comments (.4)	5.50
05/08/19	A Gumport	Review draft exhibits for claims certification (0.2); correspondence with K. Kansa, C. Wells, A. Magaziner, and	.50

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Date	Name	Narrative	Hours
		E. Justison re same (0.1); correspondence with K. Kansa, A. Magaziner, and E. Justison re claim objections (0.2)	
05/08/19	KP Kansa	Email C. Wells on open secured/admin claims (.5); review California admin claims and email to C. Wells on same (.6); email D. Magaziner on same (.1); review D. Magaziner response on same (.2); email utility re: claims backup (.1); email J. Bailey re: information on open PI claims (.2); review claims underlying draft claims certification and emails to Sidley and YCST teams on same (2.4)	4.10
05/09/19	A Gumport	Call with K. Kansa re claim objections (0.1); revise claims objections (0.5); draft exhibits for same (0.4); correspondence with K. Kansa, C. Wells, A. Magaziner, and E. Justison re same (0.2)	1.20
05/09/19	KP Kansa	Email A. Gumport on omnibus claims objections (.2); review claims materials and omnibus claims objection materials for 5/13 objections (2.1); emails to A. Russell re: Westchester admin claim response (.3); t/c to Cheng lawyer re: late-filed admin claim (.1); further t/c with Cheng lawyer on same (.2); email A. Gumport on same (.1); further email to A. Gumport on same (.1); email B. Johnsen re: utility claim (.1); review C. Wells email on claims objections and emails to C. Wells on same (.7); further review of claims materials for final admin/secured claims objections and review of draft objections (1.0); review Westchester materials and email B. Johnsen on same (.2)	5.10
05/10/19	BS Johnsen	Review Westchester documents at the request of K. Kansa (.3); email to K. Kansa regarding same (.1)	.40
05/10/19	A Gumport	Revise claim objections and exhibits (0.6); correspondence with K. Kansa, C. Wells, A. Magaziner, and E. Justison re same (0.4); review filed claims/pleadings in connection with same (0.2)	1.20
05/10/19	KP Kansa	T/cs to and from Cheng counsel re: settlement (.3); email to Sidley and YCST teams on same (.1); review emails on omnibus objections to be filed on 5/13 (.8); review A. Gumport email on claims objections and email A. Gumport on same (.3)	1.50
		Task Subtotal	\$48,548.00
		009 Litigation	46.40
04/11/19	A Gumport	Correspondence with B. Sullivan and K. Kansa re pending litigation	.10
04/12/19	A Gumport	Call with B. Sullivan re dissolution issues (0.1); calls with K. Kansa re same (0.3)	.40

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Date	Name	Narrative	Hours
04/15/19	A Gumport	Correspondence with B. Sullivan re dissolution issues (0.2); call with B. Sullivan re same (0.2); correspondence with K. Kansa re same (0.3)	.70
04/16/19	A Gumport	Correspondence with B. Sullivan re dissolution issues (0.2); correspondence with B. Warner re Garcia pending litigation (0.1)	.30
04/25/19	A Gumport	Correspondence with S. Joffe and K. Kansa re pending litigation	.10
04/25/19	KP Kansa	Review S. Joffe email on Jelgersma action and email S. Joffe on same	.50
04/26/19	A Gumport	Correspondence with S. Joffe, B. Karpilow, B. Sullivan, and K. Kansa re pending litigation and impact of dismissal order on same	.20
05/07/19	A Gumport	Call with C. Kenner re pending litigation	.10
05/09/19	KP Kansa	Review of S. Joffe email on post-dismissal litigation	.30
		Task Subtotal	\$2,599.50
010 Case Administration			
04/01/19	KP Kansa	Office conference with A. Russell re: Westchester and dismissal motion (.1); further email to A. Russell re: dismissal motion (.2); emails to Cleary and Westchester teams re: status call (.2); review C. Wells comments on dismissal motion and email A. Russell on same (.3); emails to Westchester and Cleary teams re: 4/2 call (.2); review dismissal motion materials (.4)	1.40
04/01/19	A Russell	Review, analyze comments to motion to dismiss (.8); revise same (.9)	1.70
04/01/19	BM Warner	O/c with K. Kansa re: remaining case tasks & status	.20
04/02/19	A Russell	Revise, finalize motion to dismiss (1.5); correspond with YCST and K. Kansa re filing of same and related coordination (.4)	1.90
04/02/19	BM Warner	Call with Cleary and Sidley team re: case closure status and remaining issues	.50
04/03/19	KP Kansa	Meeting with C. Craige on transition items (.5); email YCST re: notice of dismissal motion (.1); review and revise dismissal motion prior to filing (2.1); email J. VanLare re: dismissal motion (.2); emails M. Livingston on wind-down budget (.3); telephone conference with M. Livingston on same (.1); further emails to M. Livingston on wind-down budget (.2)	3.50

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Date	Name	Narrative	Hours
04/03/19	A Russell	Review, analyze comments to motion to dismiss (.6); revise same (.4).	1.00
04/04/19	KP Kansa	Review dismissal notice and email A. Magaziner re: same (.3); numerous emails to A. Russell re: finalization and filing of dismissal motion (.7); final review of dismissal motion and attend to filing of same (1.7); email A. Magaziner re: service of dismissal motion (.1); further emails to A. Russell re: final revisions to dismissal motion and filing of same (.3); office conference with C. Craige on pending matters and final resolutions (.4)	3.50
04/04/19	A Russell	Review, revise and finalize motion to dismiss for filing (2.6); coordinate with team re filing for same (.3).	2.90
04/09/19	KP Kansa	T/c creditor on dismissal notice (.1); emails to C. Wells re: status of open points in case (.6); review A. Gumport emails on same (.3)	1.00
04/09/19	BM Warner	Call with Cleary & Sidley team re: case closure status & remaining issues	.50
04/09/19	A Barajas	Research case law re utility issues	1.50
04/10/19	KP Kansa	Review estates' financial data (.7); email S. Prince on same (.2)	.90
04/10/19	A Barajas	Research case law re utility issues	1.80
04/11/19	DJ Lutes	Review case status, pending items, key pleadings, notices and orders (.3); assess deadlines and case activities for follow up (.2)	.50
04/11/19	A Barajas	Research re utility issues	2.70
04/16/19	KP Kansa	Email to M. Livingston re: cancellation of update call (.1); review pro hac motion and email D. Laskin re: same (.1)	.20
04/17/19	A Gumport	Correspondence with A. Magaziner, K. Kansa, E. Justison, and A. Russell re dismissal motion	.10
04/17/19	KP Kansa	Review Wilson Elser bills at C. Wells request and email C. Wells re: same	.20
04/18/19	KP Kansa	Email C. Wells re: objections to dismissal motion (.2); email Ecolab counsel on extension of objection deadline to dismissal motion (.1); further email to C. Wells on objections to dismissal motion (.2); emails to A. Gumport re: revised proposed language for interim dismissal order (.3); email A. Magaziner on call to discuss dismissal motion (.2); review dismissal motion materials (.9); t/cs Real Mex creditors on dismissal notice (.2)	2.10
04/18/19	A Russell	Review, analyze objections to dismissal motion and	.50

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Date	Name	Narrative	Hours
		correspond with team re same.	
04/18/19	A Gumport	Correspondence with A. Magaziner, M. Livingston, S. Wisotetzky, and K. Kansa re extension of objection deadline for dismissal motion (0.2); correspondence with M. Livingston, K. Knight, and K. Kansa re revisions to proposed dismissal order (0.1); review litigation claimants' objection to dismissal motion (0.2)	.50
04/19/19	KP Kansa	Email M. Livingston re: extensions of objection deadline on dismissal motion	.30
04/19/19	A Russell	Review, analyze objections to dismissal motion and correspond with Sidley and YCST teams re same.	.30
04/19/19	A Gumport	Correspondence with M. Livingston, A. Russell and K. Kansa re dismissal motion and proposed order for same	.10
04/21/19	KP Kansa	Review Real Mex MOR and provide comments on same to C. Wells	.40
04/22/19	DJ Lutes	Review dismissal motion for exit structure (.2); review key pleadings, motion, notices and orders (.3); prepare materials for Sidley team (.2)	.70
04/22/19	A Russell	Review, analyze Westchester objection to dismissal motion (.3); correspond with Sidley and YCST teams re: same, other preparations for hearing on dismissal motion (.6)	.90
04/22/19	KP Kansa	Email D. Magaziner on call on dismissal motion (.1); email A. Russell re: dismissal hearing (.1); emails to A. Russell re: review of and responses to Westchester objection (.3); review Westchester objection and outline responses (initial) (.5); review additional Westchester materials (.4); email D. Magaziner re: dismissal hearing (.2); review emails on Superior Service objection to dismissal motion and responses to same (.3)	1.90
04/22/19	A Gumport	Correspondence with K. Kansa, A. Russell, and YCST team re dismissal hearing	.10
04/23/19	A Russell	Conference with K. Kansa re Westchester dismissal response (.3); telephone conference with K. Kansa and YCST re same, strategy for dismissal hearing (.6); analyze draft dismissal order and Westchester objection re potential resolutions and correspond with K. Kansa re same (.6); analyze claims register for new administrative claims and correspond with K. Kansa re same (.3).	1.80
04/23/19	KP Kansa	Email D. Magaziner re: revisions to dismissal order (.2); participate in call with D. Magaziner, A. Gumport, and A. Russell on Real Mex dismissal hearing (.6); consider Ecolab language for dismissal order, revise same, and email Ecolab	2.80

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Date	Name	Narrative	Hours
		counsel re: same (.7); review agenda letter for dismissal hearing and emails to D. Magaziner re: same (.3); email C. Wells re: status of outstanding items in case (.5); office conference with A. Russell on Westchester dispute and dismissal hearing (.3); review A. Russell email on potential revisions to dismissal order and email A. Russell re: same (.2)	
04/23/19	A Gumport	Conference call with K. Kansa, A. Russell, and YCST team re hearing on dismissal motion (0.6); correspondence with K. Kansa, A. Russell, M. Livingston, E. Berdugo, and YCST team re dismissal hearing and agenda for same (0.1); correspondence with K. Kansa, YCST team, and S. Wisotzkey re revisions to proposed dismissal order (0.1)	.80
04/24/19	A Russell	Review, analyze correspondence re status of dismissal motion objections, preparations for hearing	.80
04/24/19	KP Kansa	T/c C. Brown re: resolution of Superior Service objection (.1); t/c G. Bressler re: potential Westchester resolution (.4); email M. Morano and G. Bressler re: Westchester stipulation (.1); email M. Livingston and Sidley team on Superior Service objection (.2); further emails to M. Livingston on dismissal objections (.2); email G. Bressler on Westchester stipulation (.1); email Cleary and Sidley teams re: same (.2); email M. Livingston re: books and records issues (.2); email D. Magaziner and Sidley team on dismissal objections status (.5); emails to A. Gumport on management agreement (.2); review management agreement re: utility issues (.4); email A. Russell re: hearing and research for same (.2); prepare for dismissal hearing (2.6)	5.40
04/25/19	A Russell	Review, revise dismissal order (.6); conference and correspond with K. Kansa, A. Gumport and A. Magaziner re same (.4); research re preparation for dismissal hearing (.7)	1.70
04/25/19	A Russell	Address follow up issues from hearing	.80
04/25/19	DJ Lutes	Review dismissal notice and administrative tasks for the effective date (.7); review related deadlines and proposed order (.5); emails to A. Gumport and K. Kansa re: same (.4)	1.60
04/25/19	KP Kansa	Prepare for hearing on dismissal motion, including conferences with D. Magaziner, E. Morton, A. Russell, and opposing counsel (2.0); address follow up points from dismissal hearing, including revision of dismissal orders (1.3); t/c C. Wells re: outcome of hearing (.4); email D. Magaziner on dismissal order (.1)	3.80
04/25/19	A Gumport	Correspondence with K. Kansa, A. Magaziner, A. Russell, and M. Livingston re dismissal hearing and proposed order for same	.20

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RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
04/26/19	DJ Lutes	Email to A. Gumport re: dismissal, effective date and final fee application deadlines and tasks (.2); review materials and emails for same (.2)	.40
04/26/19	KP Kansa	Email A. Russell re: revisions to dismissal order (.1); emails to Westchester and Purchaser re: call (.2); circulate revised drafts of initial and final dismissal orders to objectors with covering comments (.3); emails to A. Magaziner and M. Livingston on dismissal order (.3); review objectors' comments on same and respond (.6); t/c G. Bressler re: Westchester comments to dismissal order (.1); review C. Brown email on dismissal order (.3); draft response to same (.6); email B. Sullivan re: requested revision to dismissal order (.3); email D. Magaziner re: same (.2); email C. Wells re: fee estimate (.1); t/c C. Brown on dismissal order (.1)	3.20
04/26/19	A Gumport	Correspondence with K. Kansa, S. Wisotzkey, B. Sullivan, M. Morano, C. Brown, M. Livingston, A. Russell, and A. Magaziner re proposed dismissal order	.20
04/26/19	A Russell	Revise dismissal order (.4); correspond with parties re same (1.1).	1.40
04/28/19	KP Kansa	Review B. Sullivan email on dismissal order (.1); email B. Sullivan re: same (.3); emails to D. Magaziner on same (.2)	.60
04/29/19	A Russell	Review, revise dismissal order (.4); correspond with parties re same, filing of certificate of counsel (.9).	1.30
04/29/19	A Gumport	Correspondence with K. Kansa, M. Livingston, B. Sullivan, and A. Russell re proposed dismissal order	.10
04/29/19	KP Kansa	Email M. Livingston re: dismissal order (.2); email A. Russell re: revisions to dismissal order (.1); emails to B. Sullivan re: dismissal order and termination of stay (.4)	.70
04/30/19	A Russell	Correspond with co-counsel and other parties re entry of initial dismissal order and next steps.	.30
04/30/19	KP Kansa	Review and revise Westchester stipulation and email M. Morano/G. Bressler/M. Livingston on same (2.1); email G. Miller re: post-dismissal claims (.2)	2.30
04/30/19	DJ Lutes	Review docket for key pleadings, orders and notices (.1); review initial dismissal order for deadlines and next steps (.2); prepare RM electronic case materials for Sidley team re: same (.3); review email from co-counsel re: next steps, deadlines and exemplars (.2)	.80
05/01/19	DJ Lutes	Emails with A. Yamashiro re: case timing and deadlines (.2); email with K. Kansa re: petition request from Brisbois Lewis (.1); research for file stamped materials (2.0); prepare email to Brisbois Lewis re: same (.3); research case docket for	2.90

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
		recent orders, notices and pleadings (.3)	
05/01/19	KP Kansa	Draft email on remaining dates and open items in chapter 11 cases (2.6); office conference A. Gumport re: same (.2); review materials re: same (.1); emails to C. Wells, YCST, and Sidley team on same (.5); email D. Lutes re: request for bankruptcy petition from co-counsel (.1)	3.50
05/02/19	KP Kansa	Email to D. Magaziner re: entity dissolutions	.30
05/03/19	DJ Lutes	Research KCC docket for key pleadings, notices, and orders (.1); prepare materials for Sidley team re: same (.1); review incoming RM calls case status (.2)	.40
05/06/19	A Russell	Review correspondence re dismissal housekeeping.	.10
05/08/19	DJ Lutes	Review deadlines, next steps and for filings (.2); prepare global email to Sidley team regarding same (.2)	.40
05/08/19	KP Kansa	Review open items list for pre-dismissal actions and update	.90
05/09/19	A Russell	Correspond with K. Kansa and Cleary re: dismissal housekeeping matters and follow up (.4); analyze correspondence with utility re same (.1)	.50
05/09/19	DJ Lutes	Email K. Kansa re: cut off date and global email reminder (.2); prepare email to Sidley team re: same (.2); emails with B. Sieck and K. Cortez re: administrative tasks for filing (.3)	.70
05/09/19	KP Kansa	Review and update draft certification for dismissal (.6); email C. Wells on same (.1)	.70
05/10/19	DJ Lutes	Prepare email to Sidley team regarding administrative tasks for closing case (.1); calls with Sidley team re: same (.1)	.20
		Task Subtotal	\$68,196.00
			75.40
		011 Non-Working Travel	
04/24/19	A Russell	Non-working travel time from Chicago, IL to Wilmington, DE for hearing on dismissal motion (billed at half time)	3.00
04/24/19	KP Kansa	Non-working travel time from Chicago to Wilmington (billed at half time)	.70
04/25/19	A Russell	Non-working travel time from Wilmington, DE to Chicago, IL returning from hearing on dismissal motion (billed at half time)	3.20
04/25/19	KP Kansa	Non-working travel time from Wilmington - Chicago from dismissal hearing (billed at half time)	.80
		Task Subtotal	\$6,579.00
			7.70

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
012 Employee/Labor Matters			
04/01/19	KP Kansa	Revise VDI letter and email C. Wells on same	.40
04/04/19	KP Kansa	Email C. Wells re: VDI letter	.10
04/09/19	KP Kansa	Email M. Livingston re: VDI letter	.10
04/16/19	KP Kansa	Email E. Berdugo re: VDI letter	.10
Task Subtotal			\$770.00
014 Tax Issues			
04/01/19	KP Kansa	T/c C. Wells re: transfer tax approach (.2); email to J. VanLare on same (.3)	.50
04/03/19	KP Kansa	Email J. VanLare re: approach to transfer tax questions	.10
04/04/19	KP Kansa	Email to A. Magaziner re: treatment of CA claims for transfer taxes (.4); email A. Russell on same (.1)	.50
05/08/19	KP Kansa	Email D. Magaziner re: state of CA tax claims (.4); email C. Wells re: transfer tax returns (.2)	.60
Task Subtotal			\$1,870.00
016 Bankruptcy Court Hearings			
04/25/19	KP Kansa	Participate in dismissal hearing	.60
04/25/19	A Russell	Attend hearing re dismissal motion	.60
Task Subtotal			\$1,137.00
017 Creditor Mtgs. & Communications			
04/08/19	KP Kansa	T/c creditor on notice of dismissal motion (.1); t/c additional creditor re: dismissal notice (.1)	.20
04/10/19	A Russell	Telephone conferences with creditors re questions re notice of dismissal.	.20
Task Subtotal			\$379.00
018 Corp. Governance & Board Matters			
04/01/19	KP Kansa	Email RM board re: 4/3 board meeting (.1); further emails to Real Mex board re: scheduling of board meeting (.3); further emails to RM board and other participants re: 4/3 board meeting (.2)	.60
04/03/19	A Russell	Telephonically attend board meeting re authorization to seek dismissal of chapter 11 cases.	.60

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
04/03/19	KP Kansa	Prepare for RM Board meeting, including review of open items and dismissal materials (1.3); participate in telephonic RM board meeting on dismissal (.7)	2.00
		Task Subtotal	\$3,337.00
019 Designation Rights Tasks			
04/01/19	A Gumport	Correspondence with C. Wells, K. Kansa, and B. Warner re cure claims	.50
04/02/19	A Gumport	Call with E. Berdugo re cure claims (0.1); correspondence with E. Berdugo and C. Wells re same (0.1)	.20
04/02/19	KP Kansa	Email M. Livingston re: status of Pasadena lease as Designation Rights Contract	.10
04/03/19	A Gumport	Conference call with E. Berdugo, M. Livingston, and Ecolab counsel re cure claim (0.5); correspondence with C. Wells and K Kansa re same (0.2)	.70
04/03/19	KP Kansa	Email C. Wells and P. Bing re: Pasadena proposal and communications with Cleary on same (.1); telephone conference with M. Livingston on Pasadena resolution (.1); email S. Prince re: information requested by Wells Fargo (.2); email C. Wells re: Wells Fargo requests and response on same (.2); conference call P. Bing and C. Wells on Pasadena resolution (.4)	1.00
04/05/19	KP Kansa	Telephone call to M. Livingston on Pasadena lease (.1); email P. Bing and C. Wells on same (.2); email M. Livingston re: Board consents (.1)	.40
04/09/19	A Gumport	Correspondence with C. Wells, K. Kansa, Cleary team, Schulte team, A. Gorman, B. Feldman, and D. Laskin re notice of assumption (0.5); draft same (0.3); correspondence with K. Kansa and C. Wells re status of cure issues (0.1)	.90
04/09/19	KP Kansa	Email to P. Bing and C. Wells on Pasadena status	.20
04/12/19	KP Kansa	T/c to M. Livingston on Westchester and Pasadena issues	.10
04/15/19	KP Kansa	Review A. Gumport email on Pasadena lease (.1); review Cleary emails on same (.2); email A. Gumport on same (.1)	.40
04/15/19	A Gumport	Correspondence with C. Wells, P. Bing, M. Livingston, K. Kansa, and D. Reiss re Pasadena cure claim (0.1); correspondence with E. Berdugo and C. Wells re Ecolab invoices (0.2)	.30
04/16/19	A Gumport	Correspondence with E. Berdugo re assignment of Lincoln policies	.10
04/16/19	KP Kansa	Email M. Livingston re: Pasadena lease issues and potential	.60

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Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
		resolution (.3); review materials on Pasadena lease (.3)	
04/17/19	A Gumport	Correspondence with K. Kansa and A. Magaziner re Ecolab stipulation	.10
04/17/19	KP Kansa	Review M. Livingston email on Pasadena lease (.1); email to P. Bing/C. Wells on revised proposal for Pasadena lease deal (.5); t/c P. Bing re: same (.2); review P. Bing and C. Wells emails on same (.2); t/c to M. Livingston on Pasadena lease resolution (.1); draft email to P. Bing re: points on potential resolution of Pasadena lease (.2)	1.30
04/18/19	DJ Lutes	Prepare materials for C. Wells and Cleary re: DRA (2.4); emails with K. Kansa and C. Wells re: same (.2); review materials for same (.5)	3.10
04/18/19	A Gumport	Correspondence with Cleary team re assumption and assignment agreement (0.1); revise same (0.1)	.20
04/18/19	KP Kansa	Email C. Wells re: DRA billing (.1); email D. Lutes on DRA billing (.1)	.20
04/19/19	A Gumport	Revise Ecolab stipulation (0.7); correspondence with C. Wells re same (0.2); correspondence with E. Berdugo, M. Livingston, A. Magaziner, and K. Kansa re same (0.1); correspondence with K. Kansa and C. Wells re Riverbank cure payment (0.1)	1.10
04/19/19	KP Kansa	Email E. Berdugo re: Riverbank claim (.1); email C. Wells on same (.1); email E. Pino on same (.1)	.30
04/22/19	A Gumport	Revise Ecolab stipulation (0.2); correspondence with A. Magaziner re same (0.1)	.30
04/22/19	KP Kansa	Emails to Ecolab counsel on resolution of cure amounts (.3); email M. Livingston re: Pasadena assumption notice (.1); review same (.1); t/c M. Livingston on Pasadena cure (.2); email A. Gumport on Ecolab resolution (.1)	.80
04/23/19	A Gumport	Revise Ecolab stipulation (0.3); correspondence with C. Wells, K. Kansa, and A. Magaziner re same (0.1); correspondence with E. Berdugo and M. Livingston re same (0.1); correspondence with C. Wells and K. Kansa re status of remaining cure issues (0.1); review Oracle agreements (0.3)	.90
04/23/19	KP Kansa	Email P. Bing and C. Wells re: Pasadena lease objection status	.20
05/01/19	A Gumport	Call with B. Feldman re Ecolab (0.1); correspondence with E. Berdugo and C. Wells re assumption and assignment agreements for Lincoln and Riverfront (0.1)	.20
05/06/19	A Gumport	Correspondence with E. Berdugo and C. Wells re assumption and assignment agreements for Lincoln and Riverfront	.10

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Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
05/07/19	A Gumport	Correspondence with C. Wells and E. Berdugo re assumption and assignment agreements for Lincoln and Riverfront (0.1); correspondence with C. Wells re Pasadena lease (0.1)	.20
05/07/19	KP Kansa	Emails to M. Livingston on open items in RM cases and status call (.2); email A. Russell re: same (.1); email C. Wells and P. Bing on Pasadena lease settlement (.2)	.50
05/08/19	A Gumport	Correspondence with M. Livingston, E. Berdugo, and K. Kansa re status of pending assumption negotiations (0.1); correspondence with K. Kansa and E. Justison re cure claim withdrawal (0.1)	.20
05/08/19	KP Kansa	Email C. Wells and P. Bing on Pasadena cure amount (.1); email M. Livingston re: open points in case (.5); email E. Justison and B. Feldman on Riverbank claims withdrawal (.1)	.70
05/09/19	KP Kansa	Email C. Wells on Pasadena agreement (.1); email to E. Berdugo on same (.1); review M. Livingston emails on Pasadena (.1)	.30
Task Subtotal			\$14,588.50
Total Hours for all Tasks			<u>16.20</u>
			216.00

EXHIBIT B

MONTHLY EXPENSES

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

EXPENSE DETAIL

Date	Type	Description	Amount
04/10/19	TELCO	03/07/19-Telephone Charges Conference Call	\$2.49
04/13/19	SRC	03/12/19-PACER DEBK	7.60
04/13/19	SRC	03/22/19-PACER DEBK	3.00
04/13/19	SRC	02/21/19-PACER DEBK	4.50
04/13/19	SRC	03/04/19-PACER DEBK	4.60
04/17/19	WES	04/09/19-Westlaw research service	125.42
04/17/19	WES	04/08/19-Westlaw research service	93.52
04/17/19	WES	04/09/19-Westlaw research service	187.04
04/19/19	TELCO	03/18/19-Telephone Charges Conference Call Customer: ZAG3328 ANNA GUMPORT	4.87
04/25/19	ESRC	Electronic Search Service 04/03/19 - SAN BERN CUP CT CIV IAGE - DOWNLOAD	3.00
04/25/19	ESRC	Electronic Search Service 04/03/19 - SAN BERN CUP CT CIV IAGE - DOWNLOAD	50.00
04/26/19	SRC	01/20/19-PACER DEBK	4.20
04/26/19	SRC	01/21/19-PACER NVBK	3.80
04/26/19	SRC	01/21/19-PACER NVDC	0.20
04/26/19	SRC	01/22/19-PACER DEBK	17.70
04/26/19	SRC	01/22/19-PACER NYSBK	1.00
04/26/19	SRC	01/24/19-PACER DEBK	13.30
04/26/19	SRC	01/24/19-PACER TXNBK	31.80
04/26/19	SRC	01/26/19-PACER DEBK	21.70
04/26/19	SRC	01/09/19-PACER DEBK	1.40
04/26/19	SRC	03/04/19-PACER DEBK	1.40
04/30/19	GND	04/24/19-04/25/19 Chicago to Philadelphia - Apr 25, 2019 - Kenneth P. Kansa - Parking at O'hare airport in connection with travel to attend 4/25/19 Dismissal Meeting	66.00
04/30/19	AIR	04/24/19-04/25/19 Chicago to Philadelphia - Apr 19, 2019 - Kenneth P. Kansa - Roundtrip economy airfare between Chicago and Philadelphia in connection with travel to attend 4/25/19 Dismissal Meeting - United Airlines	772.20

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RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Type	Description	Amount
04/30/19	TRV	04/24/19-04/25/19 Chicago to Philadelphia - Apr 19, 2019 - Kenneth P. Kansa - Agent Fee in connection with travel to attend 4/25/19 Dismissal Meeting	41.00
04/30/19	MLO	04/24/19-04/25/19 Chicago to Philadelphia - Apr 24, 2019 - Kenneth P. Kansa - Hotel - Meals Other/convenience dinner for one attendee at Wilmington hotel on 4/24/19 in connection with travel to attend 4/25/19 Dismissal Meeting - Hotel DuPont	20.00
04/30/19	TRV	04/24/19-04/25/19 Chicago to Philadelphia - Apr 25, 2019 - Kenneth P. Kansa - Lodging for one night in Wilmington hotel on 4/24/19 includes \$359 room rate, \$28.27 State tax, and \$7.18 City tax in connection with travel to attend 4/25/19 Dismissal Meeting - Hotel DuPont	394.90
04/30/19	TRV	04/24/19-04/25/19 Chicago to Philadelphia - Apr 24, 2019 - Kenneth P. Kansa - Internet service charge to work while flying on 4/24/19 in connection with travel to attend 4/25/19 Dismissal Meeting	12.99
04/30/19	TRV	04/24/19-04/25/19 Chicago to Philadelphia - Apr 25, 2019 - Kenneth P. Kansa - Internet service charge to work while flying on 4/25/19 in connection with travel to attend 4/25/19 Dismissal Meeting	11.99
04/30/19	GND	04/24/19-04/25/19 Chicago to Philadelphia - Apr 24, 2019 - Kenneth P. Kansa - Taxi/Car Service from Philadelphia airport to Wilmington hotel on 4/24/19 in connection with travel to attend 4/25/19 Dismissal Meeting	35.84
05/01/19	AIR	04/24/19-04/25/19 Chicago to Philadelphia - Apr 23, 2019 - Alyssa Russell - One way economy airfare from Philadelphia to Chicago on 4/24/19 for trip to Philadelphia (Wilmington, DE) for the Real Mex hearing on it dismissal motion - American Airlines	321.32
05/01/19	TRV	04/24/19-04/25/19 Chicago to Philadelphia - Apr 23, 2019 - Alyssa Russell - Agent Fee in connection with trip to Philadelphia (Wilmington, DE) for the Real Mex hearing on it dismissal motion	41.00
05/01/19	AIR	04/24/19-04/25/19 Chicago to Philadelphia - Apr 22, 2019 - Alyssa Russell - One way economy airfare from Chicago to Philadelphia on 4/25/19 for trip to Philadelphia (Wilmington, DE) for the Real Mex hearing on it dismissal motion - Southwest Airlines	393.98
05/01/19	TRV	04/24/19-04/25/19 Chicago to Philadelphia - Apr 22, 2019 - Alyssa Russell - Agent Fee in connection with trip to Philadelphia (Wilmington, DE) for the Real Mex hearing on it dismissal motion	41.00
05/01/19	MLO	04/24/19-04/25/19 Chicago to Philadelphia - Apr 24, 2019 - Alyssa Russell - Hotel - Dinner for one attendee at Wilmington hotel on 4/24/19 in connection with trip to Philadelphia (Wilmington, DE) for the Real Mex hearing on it dismissal motion - Hotel DuPont	52.40
05/01/19	MLO	04/24/19-04/25/19 Chicago to Philadelphia - Apr 24, 2019 - Alyssa Russell - Hotel - Meals Other / convenience snack at hotel for one attendee on 4/24/19 in connection with trip to Philadelphia (Wilmington, DE) for the Real Mex hearing on it dismissal motion - Hotel DuPont	6.00

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Type	Description	Amount
05/01/19	MLO	04/24/19-04/25/19 Chicago to Philadelphia - Apr 24, 2019 - Alyssa Russell - Hotel - Meals Other / convenience water at hotel for one attendee on 4/24/19 in connection with trip to Philadelphia (Wilmington, DE) for the Real Mex hearing on it dismissal motion - Hotel DuPont	3.00
05/01/19	TRV	04/24/19-04/25/19 Chicago to Philadelphia - Apr 25, 2019 - Alyssa Russell - Lodging for one night at Wilmington hotel on 4/24/19 includes \$359 room rate, \$28.782 State tax, and \$7.18 City tax in connection with trip to Philadelphia (Wilmington, DE) for the Real Mex hearing on it dismissal motion - Hotel DuPont	394.90
05/01/19	MLO	04/24/19-04/25/19 Chicago to Philadelphia - Apr 24, 2019 - Alyssa Russell - Meals Other / convenience snack and beverage for one attendee at Chicago airport on 4/24/19 prior to boarding plane in connection with trip to Philadelphia (Wilmington, DE) for the Real Mex hearing on it dismissal motion	9.98
05/01/19	MLO	04/24/19-04/25/19 Chicago to Philadelphia - Apr 25, 2019 - Alyssa Russell - Meals Other / convenience coffee for one attendee at Philadelphia airport prior to boarding plane on 4/25/19 in connection with trip to Philadelphia (Wilmington, DE) for the Real Mex hearing on it dismissal motion	4.75
05/01/19	MLO	04/24/19-04/25/19 Chicago to Philadelphia - Apr 25, 2019 - Alyssa Russell - Dinner for one attendee at Philadelphia airport on 4/25/19 prior to boarding plane in connection with trip to Philadelphia (Wilmington, DE) for the Real Mex hearing on it dismissal motion	7.91
05/01/19	TRV	04/24/19-04/25/19 Chicago to Philadelphia - Apr 25, 2019 - Alyssa Russell - Internet service charge to work while flying on 4/25/19 in connection with trip to Philadelphia (Wilmington, DE) for the Real Mex hearing on it dismissal motion	8.00
05/04/19	WES	04/25/19-Westlaw research service	140.28
05/04/19	WES	04/25/19-Westlaw research service	33.35
05/04/19	WES	04/16/19-Westlaw research service	270.10
Total			\$3,665.43

EXHIBIT C

BUDGET AND STAFFING PLAN

Aggregate Budget by Matter Category
for the Period from February 1, 2019 to and Including May 10, 2019¹

Case Name and Number: *In re RM Wind-Down Holdco LLC, et al.*, Case No. 18-11795 (MFW)
 Law Firm: Sidley Austin LLP

Category	Project Category Description	Hours Budgeted	Total Compensation Budgeted ²
1	First Day Motions/Second Day Motions	0.00	\$0.00
2	Financing Matters/Cash Collateral	0 - 5	\$0.00-\$4,900
3	Asset Disposition	30 - 45	\$25,800-\$38,700
4	Relief from Stay/Adequate Protection	5 - 20	\$4,550-\$18,200
5	Assumption/Rejection of Leases and Executory Contracts	0.00	\$0.00
6	Professional Retention	1 - 10	\$920-\$9,200
7	Fee Applications	80-110	\$37,600-\$51,700
8	Claims Processing	90 - 130	\$91,800-\$132,600
9	Litigation	5 - 15	\$4,750-\$14,250
10	Case Administration	150 - 220	\$139,500-204,600
11	Non-Working Travel ³	0 - 15	\$0-\$12,750
12	Employee/Labor Matters	5 - 15	\$5,200-\$15,600
13	Business Operations	5 - 15	\$5,000-\$15,000
14	Tax Issues	1 - 10	\$1,070-\$10,700
15	Plan and Disclosure Statement	0.00	\$0.00
16	Bankruptcy Court Hearings	1 - 5	\$940-\$4,700
17	Creditor Meetings and Communications	1 - 10	\$590-\$5,900
18	Corporate Governance and Board Matters	10 - 20	\$10,700-\$21,400
19	Designation Rights Tasks	150 - 200	\$144,000-\$192,000
	Total	535 - 845	\$470,000-\$750,000

¹ The budgeted numbers in this chart cover the 7th, 8th and 9th monthly fee periods.

² Budgeted numbers do not necessarily amount to a 1:1 ratio because they reflect a blended hourly rate and a variable allocation of timekeepers and hours, depending on the needs for each category.

³ Sidley charges non-working travel time at 50% of regular hourly rates in accordance with Local Rule 2016-2(d)(viii).

Aggregate Budget by Matter Category
for the Period from August 5, 2018 to and Including May 10, 2019⁴

Case Name and Number: *In re RM Wind-Down Holdco LLC, et al.*, Case No. 18-11795 (MFW)
 Law Firm: Sidley Austin LLP

Category	Project Category Description	Hours Budgeted	Total Compensation Budgeted ⁵
1	First Day Motions/Second Day Motions	250 - 325	\$185,000-\$240,000
2	Financing Matters/Cash Collateral	120 - 135	\$88,800-\$99,900
3	Asset Disposition	560 - 640	\$464,800 -\$531,200
4	Relief from Stay/Adequate Protection	35 - 45	\$30,450-\$39,150
5	Assumption/Rejection of Leases and Executory Contracts	180 - 220	\$126,000-\$154,000
6	Professional Retention	165 - 200	\$117,150-\$142,000
7	Fee Applications	250 - 275	\$115,000-\$126,000
8	Claims Processing	180 - 210	\$165,600-\$193,200
9	Litigation	75 - 85	\$63,000-\$71,400
10	Case Administration	280 - 320	\$243,600-278,400
11	Non-Working Travel ⁶	55 - 70	\$50,600-\$64,600
12	Employee/Labor Matters	130 - 150	\$105,300-\$121,500
13	Business Operations	25 - 35	\$22,750-\$31,850
14	Tax Issues	30 - 45	\$22,800-\$34,200
15	Plan and Disclosure Statement	5 - 30	\$3,600-\$21,600
16	Bankruptcy Court Hearings	20 - 30	\$16,200-\$24,300
17	Creditor Meetings and Communications	40 - 50	\$19,600-\$24,500
18	Corporate Governance and Board Matters	25 - 35	\$22,250-\$31,150
19	Designation Rights Tasks	220 - 260	\$206,800-\$244,400

⁴ The budgeted numbers in this chart cover the Final Fee Period.

⁵ Budgeted numbers do not necessarily amount to a 1:1 ratio because they reflect a blended hourly rate and a variable allocation of timekeepers and hours, depending on the needs for each category.

⁶ Sidley charges non-working travel time at 50% of regular hourly rates in accordance with Local Rule 2016-2(d)(viii).

Category	Project Category Description	Hours Budgeted	Total Compensation Budgeted ⁵
	Total	2,395-2,835	\$1,870,000 - \$2,475,000

Staffing Across All Matter Categories for the Period from February 1, 2019 to and including May 10, 2019⁷

Category of Timekeeper	Number of Timekeepers Expected to Perform Work Across All Matter Categories During the Application Period	Average Hourly Rate ⁸
Partner	2 - 3	\$1,085
Senior Counsel/Counsel	1 - 2	\$925
Associate (>2 years since first admission)	3 - 5	\$850
Jr. Associate (1-2 years since first admission)	1 - 3	\$635
Paraprofessionals	1 - 2	\$430
Total Attorney	7 - 13	\$970
Total Non-Attorney	1 - 2	\$430
Total	8 - 15	\$880

⁷ This staffing chart covers the 7th, 8th and 9th monthly fee periods.

⁸ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of chargeable hours worked by, each timekeeper over the course of the chapter 11 cases.

**Staffing Across All Matter Categories for the Period from
August 5, 2018 to and including May 10, 2019⁹**

Category of Timekeeper	Number of Timekeepers Expected to Perform Work Across All Matter Categories During the Application Period	Average Hourly Rate ¹⁰
Partner	5 - 10	\$975
Senior Counsel/Counsel	1 - 3	\$925
Associate (>2 years since first admission)	10 - 15	\$855
Jr. Associate (1–2 years since first admission)	10 - 15	\$530
Paraprofessionals	5 - 10	\$410
Support Staff	3 - 5	\$200
Total Attorney	26 - 43	\$845
Total Non-Attorney	8 - 15	\$410
Total	34 - 58	\$782

⁹ This staffing chart covers the Final Fee Period.

¹⁰ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of chargeable hours worked by, each timekeeper over the course of the chapter 11 cases.

EXHIBIT D

BLENDED RATE SCHEDULE

Customary and Comparable Compensation Disclosures for Sidley

The blended hourly rate of the Sidley timekeepers (including both professionals and paraprofessionals) who have billed time to the Debtors during the Final Fee Period was approximately \$781.76 per hour (the “Debtor Blended Rate”).¹¹

The blended hourly standard rate for all of Sidley’s domestic, non-bankruptcy timekeepers during the 12-month period from May 1, 2018 to and including April 30, 2019 (the “Comparable Period”) was, in the aggregate, approximately \$830.00 (the “Non-Bankruptcy Blended Rate”).¹²

A detailed comparison of the Debtor Blended Rate and the Non-Bankruptcy Blended Rate is set forth in the chart below.

Category of Timekeeper	Debtor Blended Rate	Non-Bankruptcy Blended Rate
Partner	\$977.86	\$1,094
Senior Counsel/Counsel	\$924.11	\$933
Associate	\$856.80	\$801
Junior Associate	\$532.83	\$567
Paraprofessional	\$414.03	\$311
Aggregate	\$781.76	\$830.00

¹¹ Sidley calculated the Debtor Blended Rate by dividing the total amount billed by Sidley’s timekeepers to the Debtors during the Final Fee Period by the total hours billed by such timekeepers to the Debtors during the Final Fee Period. The Debtor Blended Rate does not include fees and corresponding hours voluntarily reduced by Sidley prior to submission of the relevant fee applications.

¹² Sidley calculated the Non-Bankruptcy Blended Rate by dividing the total amount billed by Sidley’s domestic, non-bankruptcy timekeepers during the Comparable Period by the total hours billed by such timekeepers during the Comparable Period. For the avoidance of doubt, the Debtor Blended Hourly Rate and Non-Bankruptcy Blended Hourly Rate reflect firm-wide increases that took effect across all practice groups on January 1, 2019.

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

In re:

RM Wind-Down Holdco LLC, et al.,¹

Debtors.

Chapter 11

Case No. 18-11795 (MFW)

(Jointly Administered)

Objection Deadline: June 5, 2019 at 4:00 p.m. (ET)

Hearing Date: June 12, 2019 at 10:30 a.m. (ET)

NOTICE OF APPLICATION

TO: (I) THE DEBTORS; (II) COUNSEL FOR THE DIP LENDERS AND PREPETITION SECURED LENDERS; (III) COUNSEL FOR Z CAPITAL GROUP, LLC; (IV) COUNSEL FOR TENNENBAUM CAPITAL PARTNERS, LLC, AND (V) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE

The **Ninth Monthly and Final Application of Sidley Austin LLP for Allowance of Compensation and Reimbursement of Expenses for the Monthly Period from April 1, 2019 To and Including May 10, 2019** (the “Monthly Application”) and the **Final Period from August 5, 2019 Through and Including the Dismissal Effective Date** (the “Final Application”) has been filed with the Bankruptcy Court. The Monthly Application seeks allowance of monthly fees in the amount of \$181,231.50 and monthly expenses in the amount of 3,665.43, and the Final Application seeks allowance of final fees in the amount of \$2,322,068.00 and final expenses in the amount of \$34,541.48, plus additional fees and expenses incurred from May 11, 2019 through and including the Dismissal Effective Date.

Objections to the Application, if any, are required to be filed on or before **June 5, 2019 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

At the same time, you must also serve a copy of the objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, 5660 Katella Avenue, Suite 200, Cypress, California 90630, Attn: Jonathan Tibus; (ii) co-counsel for the Debtors, (a) Sidley Austin LLP, One South Dearborn, Chicago, Illinois, 60603, Attn: Kenneth P. Kansa and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Robert S. Brady and Edmon L. Morton; (iii) counsel for Wells Fargo

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each of the Debtors’ respective federal tax identification numbers, are as follows: RM Wind-Down Holdco LLC (f/k/a RM Holdco LLC) (6847); RM Wind-Down Opco LLC (f/k/a RM Opco LLC) (7122); RM Wind-Down HQ LLC (f/k/a RM HQ LLC) (8615); RM Wind-Down Chevys LLC (f/k/a RM Chevys LLC) (N/A); RM Wind-Down Acapulco LLC (f/k/a RM Acapulco LLC) (N/A); and RM Wind-Down El Torito LLC (f/k/a RM El Torito LLC) (N/A)..

Bank, National Association as agent to the DIP Lenders and Prepetition Secured Lenders, Thompson Hine LLP, 335 Madison Avenue, 12th Floor, New York, New York 10017-4611, Attn: Yesenia D. Batista and Curtis L. Tuggle; (iv) co-counsel for Z Capital Group, LLC, (a) Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006, Attn: James L. Bromley and Kara A. Hailey and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market St., Wilmington, Delaware 19801, Attn: Derek C. Abbott; (v) co-counsel to Tennenbaum Capital Partners, LLC, (a) Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn: David M. Hillman and Kelly V. Knight, and (b) Landis, Roth & Cobb, LLP, 919 Market Street, Wilmington, Delaware 19801, Attn: Adam G. Landis and Kerri K. Mumford; (vi) counsel to any Committee appointed in the Chapter 11 Cases; and (vii) the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Benjamin Hackman, Esq.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT EXPENSES FOR PROFESSIONALS [DOCKET NO. 156], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THEN THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER FINAL APPROVAL OF THE APPLICATION WILL BE HELD BEFORE THE HONORABLE MARY F. WALRATH IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 4, WILMINGTON, DE 19801 ON JUNE 12, 2019 AT 10:30 A.M. (ET).

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES TO THE APPLICATION ARE TIMELY FILED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.

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Dated: May 16, 2019
Wilmington, Delaware

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-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Betsy L. Feldman

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ATTORNEYS FOR THE DEBTORS AND DEBTORS
IN POSSESSION