

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

In re:

RM WIND-DOWN HOLDCO LLC, *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-11795 (MFW)

(Jointly Administered)

Ref. Docket No. 650

**SUPPLEMENT TO THE NINTH MONTHLY AND FINAL APPLICATION OF SIDLEY AUSTIN LLP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE 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**

Sidley Austin LLP (“Sidley”), counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”), submits this supplement (this “Supplement”) to its ninth monthly and final fee application [Docket No. 650] (the “Final Fee Application”)<sup>2</sup> filed on May 16, 2019, and respectfully represents as follows:

1. In the Final Fee Application, Sidley requested final approval of \$2,322,068.00 in fees and \$34,541.48 in expenses, plus additional fees and expenses incurred after May 10, 2019, for the period commencing May 11, 2019 through and including the Dismissal Effective Date (the “Final Fee Period”).

2. Sidley stated that it would supplement the Final Fee Application to include any additional fees and expenses incurred from May 11, 2019, through and including the Dismissal Effective Date (the “Supplemental Fee Period”).

<sup>1</sup>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).

<sup>2</sup> Capitalized terms used but not otherwise defined in this Supplement have the meanings ascribed to such terms in the Final Fee Application.



3. Sidley has incurred \$115,631.00 in fees and \$1,140.56 in expenses for the period from May 11, 2019 through June 27, 2019, inclusive. A detailed statement of fees incurred during this period is attached hereto as Exhibit A. A detailed statement of expenses incurred during this period is attached hereto as Exhibit B. By this Supplement, Sidley hereby requests approval of such fees and expenses, as well as any additional fees and expenses incurred from June 27, 2019, through the Dismissal Effective Date, inclusive. Sidley estimates based on current information that such additional fees and expenses will total not more than \$20,000.

4. Sidley believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B hereto are in compliance with the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware.

*[Remainder of Page Intentionally Left Blank]*

WHEREFORE, Sidley requests final approval and allowance of compensation for professional services rendered in the amount of \$2,437,699.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$35,682.04, plus an additional amount for fees and expenses incurred between June 27, 2019, and the Dismissal Effective Date for the Final Fee Period, and further requests such other and further relief as the Court may deem just and proper.

Dated: June 28, 2019  
Chicago, Illinois

SIDLEY AUSTIN LLP

/s/ Kenneth P. Kansa

Kenneth P. Kansa (admitted *pro hac vice*)

Alyssa Russell (admitted *pro hac vice*)

SIDLEY AUSTIN LLP

One South Dearborn

Chicago, Illinois 60603

Telephone: (312) 853-7000

Facsimile: (312) 853-7036

*Attorneys for the Debtors and Debtors in Possession*

**EXHIBIT A**

**Fees Statement**

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
<b>002 Financing Matters/Cash Collateral</b>			
06/11/19	KP Kansa	Email C. Donohue re: question on DIP agent activities (.2); email M. Livingston re: call (.1); t/c S. Prince re: DIP Agent activity (.1)	.40
<b>Task Subtotal</b>			<b>\$440.00</b>
<b>003 Asset Disposition</b>			
05/14/19	DJ Lutes	Prepare sale order and APA materials for Wilson Elser (.6); emails with K. Kansa and Wilson Elser re: same (.2)	.80
05/14/19	KP Kansa	Email D. Lutes re: sale order and APA for S. Joffe	.10
05/14/19	A Gumport	Conference call with M. Livingston, E. Berdugo, and K. Kansa re post-closing checklist	.30
05/16/19	KP Kansa	Review APA re: treatment of eminent domain proceeds (.4); email J. Brandt re: same (.1)	.50
05/17/19	J Brandt	Review APA and advise client regarding eminent domain claim	1.70
05/17/19	KP Kansa	Email C. Wells and S. Joffe on release of eminent domain rights (.1); email J. Brandt re: same (.2); review J. Brandt email on same (.1)	.40
05/22/19	KP Kansa	Conference call with Cleary and A. Gumport on pending items to be resolved (.1); review materials regarding same (.2)	.30
05/22/19	A Gumport	Conference call with M. Livingston, E. Berdugo, and K. Kansa re post-closing checklist	.10
05/28/19	A Gumport	Correspondence with K. Kansa, M. Livingston, and E. Berdugo re post-closing checklist	.10
05/28/19	KP Kansa	Draft email update to Cleary and Sidley teams on pending items	.70
05/29/19	KP Kansa	Email J. Brandt on closing out purchase price reserve	.10
05/31/19	J Brandt	Review APA and provide analysis regarding next steps to finalize purchase price adjustment	1.30
05/31/19	KP Kansa	Emails to J. Brandt on Real Mex APA and reconciliations (.3); review J. Brandt email on same (.2);	.50
06/04/19	A Gumport	Conference call with M. Livingston, E. Berdugo, and K. Kansa re post-closing checklist	.20

SIDLEY AUSTIN LLP

Invoice Number: \*\*\*\*\*

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

<b>Date</b>	<b>Name</b>	<b>Narrative</b>	<b>Hours</b>
06/04/19	KP Kansa	Conference call with Cleary and Sidley teams on case wind-down status	.30
		<b>Task Subtotal</b>	<b>\$6,361.50</b>
		<b>7.40</b>	
<b>007 Fee Applications</b>			
05/13/19	DJ Lutes	Prepare 9th and final fee application (5.5); calls with A. Yamashiro re: same (.2); correspond with A. Gumport re: same (.1); correspond to K. Kansa re: same (.1)	5.90
05/13/19	A Gumport	Correspondence with D. Lutes re final fee application	.10
05/14/19	DJ Lutes	Prepare 9th and final fee application materials and exhibits (4.8); calls with A. Yamashiro re: same (.2); correspond with A. Gumport re: same (.1); prepare spreadsheets with 9th monthly materials (.8); prepare blended rate, budget and staffing materials (1.8)	7.70
05/15/19	DJ Lutes	Emails with K. Kansa re: final fee application issues (.3); emails to YCST re: same (.3); prepare invoice exhibits, materials including finalization (2.2); emails with A. Yamashiro re: same (.2); review final fee application issues (.8)	3.80
05/15/19	KP Kansa	Review final fee application and emails D. Lutes on same	.60
05/15/19	A Gumport	Correspondence with B. Feldman, A. Gorman, and J. Morrow re KCC final fee application	.10
05/16/19	DJ Lutes	Review supplement materials, deadlines and tasks	.30
05/22/19	DJ Lutes	Prepare Supplement materials for final fee application	.40
05/23/19	DJ Lutes	Prepare Supplement for final fee application	.60
05/23/19	A Gumport	Correspondence with A. Magaziner, K. Kansa, and C. Wells re A&M staffing report	.10
05/28/19	DJ Lutes	Prepare Supplement materials for final fee application (.6); emails with A. Yamashiro re: same (.1)	.70
05/29/19	DJ Lutes	Prepare Supplement exhibit materials for final fee application	.60
06/04/19	A Gumport	Correspondence with A. Magaziner and K. Kansa re fee application supplement	.10
06/05/19	DJ Lutes	Prepare Supplement materials and exhibits (1.9); email to A. Gumport re: same (.1); review tasks and next steps (.2); multiple emails with A. Yamashiro re: same (.3)	2.50
06/06/19	DJ Lutes	Prepare Supplement materials and exhibits (.7); review materials re: same (.2); emails to Sidley team re: same (.1); emails and calls with A. Yamashiro re: same (.3)	1.30
06/07/19	DJ Lutes	Prepare exhibits for Supplement to final fee application (3.2);	5.10

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RM Opco LLC

RE: Bankruptcy and Restructuring Advice

<b>Date</b>	<b>Name</b>	<b>Narrative</b>	<b>Hours</b>
		calls and emails with A. Yamashiro re: same (.3); emails with YCST and K. Kansa re: Supplement (.5); revise Supplement (.6); review related time lines, proposed agenda and fee application issues (.4); call with B. Feldman re: Supplement (.1)	
06/07/19	KP Kansa	Review supplement to fee application from D. Lutes and revise (.5); emails to D. Magaziner and D. Lutes on revisions to same and scheduling of same (.5)	1.00
06/20/19	DJ Lutes	Prepare Supplement exhibit materials	1.10
06/25/19	DJ Lutes	Email with Sidley team regarding supplement issues (.2); review materials regarding same (.3)	.50
06/26/19	DJ Lutes	Email with A. Yamashiro regarding supplement issues (.2); review materials regarding same (.2)	.40
06/27/19	DJ Lutes	Emails with K. Kansa regarding Supplement tasks and deadline (.1); review materials regarding same (.1)	.20
06/27/19	KP Kansa	Emails to D. Lutes on fee app supplement (.1); emails to A. Magaziner on same (.1)	.20
		<b>Task Subtotal</b>	<b>\$15,870.50</b>
			<b>33.30</b>
		<b>008 Claims Processing</b>	
05/12/19	KP Kansa	Draft and circulate protective objection to California administrative claims (4.0); email M. Weed re: resolution of Cheng administrative claim (.1)	4.10
05/13/19	KP Kansa	Review E. Justison email on objections (.1); email A. Gumport re: circulation of Santa Clara objection (.1); email utility on backup for claimed amounts (.1); t/c to G. Bressler on Westchester claim (.1); emails to G. Bressler on same (.2); email to A. Gumport re: revisions to Santa Clara objection (.1); email A. Russell on Westchester extension (.1)	.80
05/13/19	A Gumport	Revise claim objections (0.2); correspondence with K. Kansa, C. Wells, A. Magaziner, and E. Justison re same (0.2)	.40
05/14/19	KP Kansa	T/c S. Joffe re: Garcia and Bryant actions (.2); email J. Bailey on call (.1); email S. Joffe on Garcia claim (.1); research Bryant claim (.3); review utility materials for sizing of Westchester claim (.5)	1.20
05/15/19	KP Kansa	Review materials on Westchester claims	.70
05/16/19	KP Kansa	Email E. Koinzan re: utility invoices	.10
05/17/19	A Russell	Draft preliminary objection to Westchester administrative claim request.	.30
05/17/19	KP Kansa	Draft summary of open points and status of Westchester	4.80

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RM Opco LLC

RE: Bankruptcy and Restructuring Advice

<b>Date</b>	<b>Name</b>	<b>Narrative</b>	<b>Hours</b>
		claim issue and forward same to C. Wells (2.6); draft follow up email to C. Wells on utility claim amounts (1.7); research Bryant claim and email S. Joffe on same (.5)	
05/20/19	KP Kansa	Email E. Koinzan re: utility invoices (.1); email M. Morano and G. Bressler on Westchester admin claim and stipulation (.2)	.30
05/21/19	KP Kansa	Email E. Koinzan on utility invoices (.1); email G. Bressler on Westchester stipulation and hearing (.1); email A. Russell re: preliminary objection on same (.1)	.30
05/21/19	A Russell	Draft preliminary objection to Westchester administrative claim request (2.5); correspond with K. Kansa re same (.1)	2.60
05/22/19	A Russell	Draft preliminary objection to Westchester request for administrative claim (1.3); correspond with K. Kansa re same (.1).	1.40
05/23/19	KP Kansa	Review Westchester revisions to stipulation (.1); email E. Koinzan re: utility bills (.1)	.20
05/24/19	KP Kansa	Email E. Koinzan on utility materials (.1); review Westchester materials, including revised stipulation and draft objection (.4)	.50
05/28/19	A Russell	Revise preliminary objection to Westchester administrative expense request (1.1); correspond with K. Kansa and A. Magaziner re same (.1)	1.20
05/28/19	KP Kansa	Review preliminary objection to Westchester claim and revise same (1.1); email A. Russell on same (.2); review D. Magaziner comments on same (.2); review Westchester stipulation from M. Morano and email to M. Livingston with comments on same (.8); email E. Koinzan re: utility invoices (.1)	2.40
05/28/19	KP Kansa	Review utility invoices from E. Koinzan and compare to prior materials received (.6); t/c M. Morano on Westchester claim (.1)	.70
05/29/19	A Russell	Review, analyze comments to preliminary objection to Westchester administrative claim expense and revise same (.5); correspond with K. Kansa and YCST re same (.2).	.70
05/29/19	KP Kansa	Email D. Magaziner re: response to Westchester admin claims (.2); email E. Koinzan on utility call (.1); review utility claims materials (.6)	.90
05/30/19	A Gumport	Correspondence with A. Magaziner, B. Feldman, and K. Kansa re CNOs for claim objections	.10
05/30/19	A Russell	Review, analyze correspondence re Westchester status.	.20



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<b>Date</b>	<b>Name</b>	<b>Narrative</b>	<b>Hours</b>
05/30/19	KP Kansa	Email M. Morano, G. Bressler, and M. Livingston on EDD claims and potential claims from utility with explanation (.2); update draft certification of claims to reflect claim withdrawals, disallowances, and resolutions (.8); revise document for Westchester negotiations (.9); draft email to Westchester and to M. Livingston on revised Westchester document and potential 503(b)(9) claims and dispatch same (1.6); t/c M. Morano and E. Koinzan on utility claims (.2); c/c M. Morano, G. Bressler and M. Livingston on Westchester claims (.5); further review of open points and claims to dismissal (1.5)	5.70
05/31/19	KP Kansa	Email C. Wells re: Westchester negotiations and proposed terms (.3); review claims materials and outstanding pre-dismissal items (.9)	1.20
06/03/19	KP Kansa	Review M. Morano email on Westchester issues and email M. Morano on same (.5); review Westchester/utility claims materials (.7)	1.20
06/04/19	A Russell	Telephone conferences and correspond with K. Kansa, Cleary and Westchester's counsel re resolution of Westchester dispute, stipulation, and next steps	1.10
06/04/19	KP Kansa	Conference call with Westchester on settlement (.6); t/c M. Livingston on same (.1); emails to D. Magaziner on Westchester 503(b)(9) issue (.4); email C. Wells on Westchester settlement (.5); email C. Wells re: call (.1); review utility bills (.6)	2.30
06/05/19	A Russell	Correspond with K. Kansa, Cleary and Westchester's counsel re Westchester stipulation, resolution of administrative claim (.4); review, analyze Westchester comments to stipulation (.2)	.60
06/05/19	KP Kansa	Email A. Russell re: Westchester call (.1); emails to Westchester counsel and Cleary on same (.3); review revised stipulation from M. Morano (.6); review materials regarding same (.2); participate in call with Westchester/Cleary/A. Russell (.3); review insurers' correspondence on Barrera and Manzo claims (.2); review materials regarding same (.3)	2.00
06/07/19	KP Kansa	Email E. Koinzan re: utility claims	.20
06/10/19	A Russell	Review, analyze correspondence re Westchester resolution.	.20
06/10/19	KP Kansa	Email M. Morano and G. Bressler re: Westchester stipulation (.1); review M. Livingston email on same (.1); email G. Bressler re: Westchester stipulation (.1); revise Westchester stipulation draft and circulate to Westchester counsel and Cleary for comment (.8); email C. Wells re: Westchester status (.1)	1.20

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<b>Date</b>	<b>Name</b>	<b>Narrative</b>	<b>Hours</b>
06/11/19	KP Kansa	Review Blue Cross letter and email D. Magaziner on same (.1); emails to M. Morano with utility statements (.2); t/c R. Chinitz re: Star Insurance issues (.1)	.40
06/13/19	A Russell	Review, analyze Westchester correspondence.	.10
06/13/19	KP Kansa	Review M. Morano email on Westchester settlement	.10
06/25/19	A Russell	Review, analyze correspondence re Westchester resolution.	.10
06/26/19	KP Kansa	Review C. Wells list of 503(b)(9) claims and analyze same (.5); emails to C. Wells on same (.2)	.70
06/27/19	KP Kansa	Emails re: M. Larem inquiry on utility deposit account (.3); review Westchester email on utility accounts and email C. Wells on same (.3)	.60
		<b>Task Subtotal</b>	<b>\$43,070.00</b>
<b>41.60</b>			
<b>009 Litigation</b>			
06/11/19	A Gumport	Correspondence with K. Kansa and S. Joffe re pending litigation	.10
06/11/19	KP Kansa	Emails to S. Joffe re: Delaware LLC dissolutions	.30
06/24/19	A Gumport	Correspondence with C. Miller re status conference in pending litigation	.10
06/24/19	KP Kansa	Review materials on San Leandro lease and email S. Joffe on same	.20
06/25/19	KP Kansa	Review G. Miller email on unsecured tort claim (.1); email C. Wells re: Belen Simon demand letter and review same (.1)	.20
06/27/19	KP Kansa	T/c G. Miller re: pending PI actions	.20
		<b>Task Subtotal</b>	<b>\$1,171.00</b>
<b>1.10</b>			
<b>010 Case Administration</b>			
05/13/19	A Russell	Correspond with K. Kansa, client and co-counsel re dismissal housekeeping.	.40
05/13/19	KP Kansa	Review and revise case timetable and list of open items and email C. Wells on same	.70
05/14/19	A Russell	Review, analyze status updates re dismissal housekeeping.	.20
05/14/19	KP Kansa	Participate in status call with XRG and Sidley team (.4); t/c J. Bailey on insurance coverage and open actions (.2); review open items and actions to address all (1.2)	1.80
05/15/19	KP Kansa	Review open items in case and outline points for resolution	2.10
05/16/19	DJ Lutes	Emails with A. Yamashiro regarding case administrative tasks (.2); emails with YCST re: filing and notice issues (.3);	1.60

SIDLEY AUSTIN LLP

Invoice Number: \*\*\*\*\*

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

<b>Date</b>	<b>Name</b>	<b>Narrative</b>	<b>Hours</b>
		review case docket for key pleadings and notices (.2); prepare electronic materials, documents and materials for case (.6); email to Sidley team regarding upcoming deadlines (.1); review for incoming creditor calls (.1); correspond to A. Monroy for closing of case phone line (.1)	
05/20/19	A Russell	Review correspondence re dismissal housekeeping matters, including Westchester.	.20
05/22/19	DJ Lutes	Emails with D. Laskin re: certificate of no objection (.1); review local bankruptcy rules (.1)	.20
05/29/19	KP Kansa	Emails to C. Wells on resolution of open points in case	.30
05/31/19	A Russell	Review, analyze correspondence re Westchester status and other dismissal housekeeping matters.	.20
05/31/19	KP Kansa	Review Real Mex MOR from C. Wells (.2); email C. Wells on same (.1); t/c Lewis Brisbois atty on outstanding actions (.1)	.40
06/03/19	DJ Lutes	Call from notice recipient regarding case inquiry with translator (.3); emails with Sidley team re: deadlines (.1)	.40
06/04/19	DJ Lutes	Review email from A. Magaziner re: Supplement deadline and issues (.1); prepare email reminder to all timekeepers re: same (.2); review fee application cost issue (.3); call with A. Yamashiro re: same (.1); review Supplement exhibit materials (.2); review incoming invoice from KCC for address issue (.1)	1.00
06/04/19	A Gumport	Correspondence with K. Kansa, A. Russell, and C. Wells re next steps for wind-down	.10
06/04/19	A Russell	Correspond with K. Kansa, A. Gumport and C. Wells re outstanding matters for dismissal	.20
06/04/19	KP Kansa	Draft update to RM timetable and pending tasks list and forward same to C. Wells	1.20
06/05/19	A Gumport	Conference call with K. Kansa, C. Wells, and A. Russell re next steps for wind-down	.70
06/05/19	A Russell	Telephone conference (in part) and correspond with K. Kansa, A. Gumport and C. Wells re dismissal housekeeping, outstanding items	.50
06/05/19	KP Kansa	Participate in update call with C. Wells, A. Gumport, and A. Russell (.7); review materials regarding same (.1)	.80
06/06/19	KP Kansa	T/c J. Bailey on insurance issues	.10
06/10/19	DJ Lutes	Review emails re: agenda, next steps and new deadlines	.20
06/11/19	DJ Lutes	Prepare electronic files for Sidley team (.1); review pending	.20

SIDLEY AUSTIN LLP

Invoice Number: \*\*\*\*\*

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

<b>Date</b>	<b>Name</b>	<b>Narrative</b>	<b>Hours</b>
		Supplement materials and deadlines (.1)	
06/17/19	KP Kansa	Review M. Livingston and C. Wells emails on outstanding items	.10
06/17/19	DJ Lutes	Review monthly materials, case status and dismissal issues (.3); email to K. Kansa re: same (.1); email with A. Yamashiro re: same (.1)	.50
06/21/19	DJ Lutes	Review docket for developments and key pleadings	.10
06/24/19	A Russell	Review, analyze correspondence re Westchester, dismissal housekeeping.	.10
06/24/19	KP Kansa	Email to C. Wells re: status of open items (.4); review MOR and email C. Wells on same (.3); review payment demand sent by C. Wells and email C. Wells on same (.2)	.90
06/25/19	DJ Lutes	Call with K. Kansa regarding DRE and exit issues (.2); review materials regarding same (.2)	.40
06/25/19	KP Kansa	Conference call with Cleary team on open items and dismissal status (.2); email C. Wells re: invoice from Wilson Elser (.1)	.30
06/27/19	KP Kansa	Email A. Magaziner re: certification for final dismissal (.3); review open items and pending tasks (2.4)	2.70
		<b>Task Subtotal</b>	<b>\$16,696.00</b>
			<b>18.60</b>
		<b>012 Employee/Labor Matters</b>	
05/14/19	KP Kansa	Email C. Wells re: VDI claims	.10
05/23/19	KP Kansa	Email C. Wells re: EDD update	.10
05/28/19	KP Kansa	Review VDI materials from C. Wells and email C. Wells on same	1.00
		<b>Task Subtotal</b>	<b>\$1,320.00</b>
			<b>1.20</b>
		<b>014 Tax Issues</b>	
05/13/19	KP Kansa	Review and revise California transfer tax objection and circulate same (1.5); further review and revision of California transfer tax objection and circulate (.6); finalize California transfer tax objection and send to YCST (.3); email C. Wells re: CA transfer tax payment (.1)	2.50
05/20/19	KP Kansa	Emails to C. Wells on California transfer taxes claims	.20
05/20/19	A Gumport	Correspondence with C. Wells and K. Kansa re California tax claim	.10
05/21/19	A Gumport	Correspondence with C. Wells and K. Kansa re California tax claim	.10

SIDLEY AUSTIN LLP

Invoice Number: \*\*\*\*\*

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

<b>Date</b>	<b>Name</b>	<b>Narrative</b>	<b>Hours</b>
05/21/19	KP Kansa	Draft California claims withdrawal and email C. Wells on same	.30
05/30/19	KP Kansa	Email B. Feldman re: status of CA tax claim	.20
05/31/19	KP Kansa	Email M. Larem and C. Wells on CA transfer tax claims	.20
06/03/19	KP Kansa	Email B. Feldman re: CA tax claims	.10
06/27/19	KP Kansa	Email C. Wells re: federal tax notice (.1); review materials and C. Wells email on same (.3)	.40
		<b>Task Subtotal</b>	<b>\$4,471.00</b>
<b>016 Bankruptcy Court Hearings</b>			
06/10/19	KP Kansa	T/c M. Livingston re: 6/12 hearing (.1); email D. Magaziner on July 2 date (.1); further emails to D. Magaziner re: continuance of 6/12 hearing (.2); email C. Wells re: 6/12 hearing continuance and case timing (.5)	.90
06/10/19	A Gumport	Correspondence with A. Magaziner and K. Kansa re agenda for June 12 hearing	.10
06/27/19	KP Kansa	Email to A. Magaziner on 7/2 hearing and next steps (.8); further emails to/from A. Magaziner on status of matters for 7/2 hearing (.5)	1.30
		<b>Task Subtotal</b>	<b>\$2,510.50</b>
<b>019 Designation Rights Tasks</b>			
05/13/19	KP Kansa	Email C. Wells on Pasadena cure payment	.10
05/13/19	KP Kansa	Email Ecolab counsel on claims objection extension	.10
05/13/19	KP Kansa	Email C. Wells on Ecolab/Oracle/Broadway-Michels on status	.20
05/14/19	A Gumport	Review Oracle assignment agreements (0.3); correspondence with C. Wells and K. Kansa re same (0.1)	.40
05/17/19	KP Kansa	Email P. Bing on Pasadena lease	.10
05/20/19	A Gumport	Correspondence with M. Livingston, E. Berdugo, K. Kansa, and C. Wells re Oracle assignment agreements and Ecolab stipulation	.20
05/21/19	A Gumport	Revise Ecolab stipulation (0.1); correspondence with M. Livingston, E. Berdugo, K. Kansa, and C. Wells, and S. Wosotzkey re Ecolab stipulation and extension of claim objection deadline (0.1)	.20
05/21/19	KP Kansa	Review Ecolab emails on extension of objection deadline	.10
05/22/19	A Gumport	Correspondence with K. Kansa re response to Broadway Michelson cure objection	.10

SIDLEY AUSTIN LLP

Invoice Number: \*\*\*\*\*

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

<b>Date</b>	<b>Name</b>	<b>Narrative</b>	<b>Hours</b>
05/22/19	KP Kansa	T/c A. Gumport on Broadway-Michelson (.1); email A. Gumport on same (.1)	.20
05/23/19	A Gumport	Correspondence with C. Wells, E. Berdugo, and M. Livingston re Oracle agreements	.10
05/23/19	KP Kansa	Email E. Berdugo re: Ecolab claims	.10
05/24/19	A Gumport	Correspondence with E. Berdugo, M. Livingston, K. Kansa, and C. Wells re Ecolab COC (0.1); revise same (0.1); correspondence with A. Magaziner, E. Justison, and K. Kansa re same (0.1)	.30
05/27/19	A Gumport	Correspondence with A. Magaziner, E. Justison, and K. Kansa re Ecolab COC	.10
05/28/19	A Gumport	Correspondence with A. Magaziner, K. Kansa, E. Justison, and B. Feldman re response to Broadway Michelson objection	.20
05/28/19	KP Kansa	Email M. Livingston on Ecolab stipulation	.10
05/29/19	A Gumport	Correspondence with C. Wells and K. Kansa re open items for DR contracts (0.1); correspondence with A. Magaziner and K. Kansa re response to Broadway Michelson objection (0.1); draft same (4.8)	5.00
05/29/19	KP Kansa	Email to A. Gumport and D. Magainzer re: Broadway-Michelson	.20
05/30/19	A Gumport	Revise response to Broadway Michelson objection (3.5); correspondence with A. Gorman re same (0.1); call with A. Gorman re same (0.1)	3.70
05/30/19	KP Kansa	Emails to P. Bing on Pasadena lease negotiations	.20
05/31/19	A Gumport	Revise Broadway Michelson objection (2.9); research re same (0.6); correspondence with A. Magaziner and K. Kansa re same (0.1)	3.60
05/31/19	A Gumport	Correspondence with E. Berdugo and M. Livingston re Ecolab order (0.1); revise Ecolab assignment agreement (0.3); correspondence with C. Wells and K. Kansa re same (0.1)	.50
06/03/19	A Gumport	Revise response to Broadway Michelson objection (1.1); correspondence with A. Magaziner and K. Kansa re same (0.2); call with K. Kansa re same (0.1); correspondence with C. Wells re same (0.2)	1.60
06/03/19	KP Kansa	T/c A. Gumport on Broadway-Michelson response (.2); review A. Gumport draft of same (in part) (.5); emails to A. Gumport and D. Magaziner on Broadway-Michelson (.1); review D. Magaziner and A. Gumport emails on same (.3); review emails on Ecolab resolution (.2)	1.30

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RM Opco LLC

RE: Bankruptcy and Restructuring Advice

<b>Date</b>	<b>Name</b>	<b>Narrative</b>	<b>Hours</b>
06/04/19	A Gumport	Correspondence with E. Berdugo, M. Livingston, C. Wells, and K. Kansa re Ecolab assignment agreement (0.2); revise same (0.1); correspondence with A. Magaziner, C. Wells, K. Kansa, E. Berdugo, M. Livingston, and K. Knight re response to Broadway Michelson objection (0.1); revise same (0.2)	.60
06/04/19	KP Kansa	Review Broadway-Michelson emails	.20
06/05/19	A Gumport	Revise response to Broadway Michelson objection (0.4); correspondence with A. Magaziner, E. Berdugo, M. Livingston, C. Wells, K. Kansa, D. Laskin, and Broadway Michelson's counsel re same (0.3)	.70
06/05/19	KP Kansa	Review Broadway-Michelson response and revise same (.6); emails to A. Gumport on same (.2); review YCST emails on same (.2)	1.00
06/12/19	KP Kansa	Review M. Livingston email on PPA and designation rights issues	.20
06/13/19	KP Kansa	T/c D. Magaziner re: Broadway-Michelson (.1); email to C. Wells on same (.1)	.20
06/13/19	A Gumport	Correspondence with K. Kansa, A. Magaziner, and C. Wells re Broadway Michelson cure claim negotiations	.10
06/14/19	KP Kansa	Review D. Magaziner email on Broadway-Michelson	.10
06/18/19	KP Kansa	Email E. Berdugo re: call	.10
06/21/19	A Gumport	Correspondence with M. Livingston, E. Berdugo and K. Kansa re Oracle assignment agreements	.10
06/24/19	DJ Lutes	Emails with K. Kansa regarding DRE issues (.2); research DRE issues regarding same (.4)	.60
06/24/19	A Gumport	Correspondence with M. Livingston, E. Berdugo, C. Wells and K. Kansa re Oracle assignment agreements	.10
06/24/19	KP Kansa	Email D. Lutes re: designation rights expenses (.1); review materials on designation rights expenses (.2)	.30
06/25/19	A Gumport	Correspondence with C. Wells re Rockbot cure inquiry	.10
06/25/19	KP Kansa	T/c D. Lutes on designation rights expenses (.2); review M. Livingston emails on purchase price adjustment and designation rights expenses (.2); emails to C. Wells on designation rights expenses (.9); review materials on designation rights expenses (.5)	1.80
06/26/19	A Gumport	Correspondence with C. Wells, K. Kansa, and Rockbot team re cure claim inquiry	.20
		<b>Task Subtotal</b>	<b>\$23,720.50</b>
			<b><u>25.10</u></b>

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<b>Date</b>	<b>Name</b>	<b>Narrative</b>	<b>Hours</b>
<b>Total Hours for all Tasks</b>			<b>135.10</b>



**EXHIBIT B**

**Expense Detail**

SIDLEY AUSTIN LLP

Invoice Number: \*\*\*\*\*

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

## EXPENSE DETAIL

<b>Date</b>	<b>Type</b>	<b>Description</b>	<b>Amount</b>
05/07/19	GND	Ground Transportation - A. Russell - Taxi/Car Service from Philadelphia airport to Wilmington hotel on 4/24/19 in connection with travel to attend dismissal hearing	\$163.00
05/07/19	GND	Ground Transportation - A. Russell - Taxi/Car Service from Wilmington hotel to Philadelphia airport on 4/25/19 in connection with travel to attend dismissal hearing	143.00
05/31/19	WES	05/29/19-Westlaw research service	733.80
05/31/19	WES	05/31/19-Westlaw research service	54.00
05/31/19	WES	05/29/19-Westlaw research service	46.76
		<b>Total</b>	<b>\$1,140.56</b>