

**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)

Ref. Docket No. 650, 651, 652, 653, 680, 681 & 682

**CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER APPROVING
FINAL FEE APPLICATIONS OF CERTAIN OF THE DEBTORS' PROFESSIONALS**

Certain of the professionals (collectively, the “Professionals”) retained by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed their respective applications for final allowance of compensation and reimbursement of expenses [Docket Nos. 650, 651, 652, and 653] (collectively, the “Final Fee Applications”) on May 16, 2019. Objections, if any, to the Final Fee Applications were required to be filed and served on, among others, the affected Professional and the Debtors on or before June 5, 2019, at 4:00 p.m. (ET).

The undersigned hereby certifies that, as of the date hereof, no answer, objection, or other responsive pleading to the Final Fee Applications has been received. The undersigned further certifies that the Court’s docket has been reviewed in these cases and that no answer, objection, or other responsive pleading to any Final Fee Application appears thereon.

On June 28, 2019, Young Conaway Stargatt & Taylor, LLP and Sidley Austin LLP, co-counsel for the Debtors, and Grant Thornton LLP, tax compliance and advisory services

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).



to the Debtors, each filed supplements to their respective Final Fee Applications. See Docket Nos. 680, 681, and 682 (collectively, the “Supplemental Submissions”).

The Debtors have prepared the proposed form of order (the “Proposed Order”) attached hereto as Exhibit A, approving the Final Fee Applications as supplemented by the Supplemental Submissions.

Accordingly, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience without further notice or a hearing. In the event that the Court has questions or comments regarding the Final Fee Applications or the Supplemental Submissions, respectively, the Professionals will appear in person or telephonically at the hearing scheduled for July 2, 2019 at 3:00 p.m. (ET).

Dated: June 28, 2019
Wilmington, Delaware

SIDLEY AUSTIN LLP
Kenneth P. Kansa
Alyssa Russell
One South Dearborn
Chicago, Illinois 60603
Telephone: (312) 853-7000
Facsimile: (312) 853-7036

-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Andrew L. Magaziner

Robert S. Brady (No. 2847)
Edmon L. Morton (No. 3856)
Andrew L. Magaziner (No. 5426)
Elizabeth S. Justison (No. 5911)
Betsy L. Feldman (No. 6410)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

ATTORNEYS FOR THE DEBTORS AND DEBTORS
IN POSSESSION

EXHIBIT A

Proposed Order

**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)

Ref. Docket Nos. 650, 651, 652, 653, 680, 681 & 682

**OMNIBUS ORDER APPROVING FINAL FEE APPLICATION OF
CERTAIN OF THE DEBTORS' PROFESSIONALS**

Upon consideration of the final fee applications (collectively, the “Final Fee Applications”) of certain of the professionals (collectively, the “Professionals”) retained by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) in these chapter 11 cases, a list of which is attached hereto as Exhibit A, for allowance of compensation and reimbursement of expenses on a final basis; and applicable Professionals having filed appropriate supplements to the Final Fee Applications on June 7, 2019; and it appearing to this Court that all of the requirements of sections 327, 328, 330, 331, and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the expenses incurred by the Professionals were reasonable and necessary; and that the notices of the Final Fee Applications were appropriate; and after due deliberation and sufficient good cause appearing therefor,

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IT IS HEREBY ORDERED THAT:

1. The Final Fee Applications are hereby APPROVED on a final basis in the amounts set forth on Exhibit A.
2. The Professionals are granted final allowance of compensation in the amounts set forth on Exhibit A.
3. The Professionals are allowed final reimbursement of reasonable and necessary expenses in the amounts set forth on Exhibit A.
4. The Debtors are authorized to remit payment to the Professionals in the amounts set forth on Exhibit A, less all amounts previously paid on account of such fees and expenses.
5. This Order shall be deemed a separate order for each Professional and the appeal of any order with respect to any Professional shall have no effect on the authorized final fees and final expenses of any other Professional.
6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

EXHIBIT A

Name of Applicant	Date and Docket No. of Final Fee Application	Aggregate Amount of Fees Approved on an Final Basis (\$)	Aggregate Amount of Expenses Approved on an Final Basis (\$)
Young Conway Stargatt & Taylor, LLP, Counsel to the Debtors and Debtors in Possession	5/16/19 D.I. 652 Supplement: 6/28/19, D.I. 680	497,046.50	14,909.16
Sidley Austin LLP, Counsel to the Debtors and Debtors in Possession	5/16/19 D.I. 650 Supplement: 6/28/19, D.I. 682	2,437,699.00	35,682.04
Grant Thornton LLP, Tax Compliance and Advisory Service Provider for the Debtors	5/16/19 D.I. 653 Supplement: 6/28/19, D.I. 681	116,316.50	0.00
Kurtzman Carson Consultants LLC, Administrative Agent to the Debtors	5/16/10 D.I. 651	49,609.21	0.00