

**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**

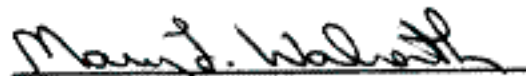
Upon consideration of the final fee applications (collectively, the “Final Fee Applications”) of certain of the professionals (collectively, the “Professionals”) retained by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) in these chapter 11 cases, a list of which 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,

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).



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.



MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

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 Conaway 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 |