

**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)

**SECOND 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 debtors and debtors-in-possession in the above-captioned chapter 11 cases (the “Debtors”), submits this second supplement (the “Second Supplement”) to its ninth monthly and final fee application [Docket No. 650] (the “Final Fee Application”)² filed on May 16, 2019, as such Final Fee Application was supplemented by Sidley’s original supplement to the ninth and final fee application [Docket No. 682] (the “First Supplement”) filed on June 28, 2019. In support of the Final Fee Application and this Second Supplement, Sidley 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”).

¹The 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).

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



2. In the Final Fee Application, 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”).

3. As detailed in the First Supplement filed on June 28, 2019, Sidley incurred \$115,631.00 in fees and \$1,140.56 in expenses for the period from May 11, 2019 through and including June 27, 2019. Sidley requested approval of such fees and expenses, as well as any additional fees and expenses incurred from June 27, 2019, through and including the Dismissal Effective Date. Based on information available at that time, Sidley estimated that such additional fees and expenses would total not more than \$20,000. The estimate was based on, among other things, an assumption that the Chapter 11 Cases would be dismissed in July 2019.

4. The Debtors have worked diligently since the First Supplement was filed to complete the various tasks necessary to prepare these Chapter 11 Cases for dismissal and the subsequent dissolution of the Debtors’ corporate entities. In particular, the Debtors have completed and submitted all of their remaining tax returns, which has taken longer prior to dismissal than had been anticipated. The Debtors have further requested that Sidley address the following matters – among others – since the First Supplement was filed:

- Preparing corporate documentation to cancel certain of the Debtors’ registrations under California law and effect the Debtors’ dissolutions under applicable state law;
- Addressing the treatment of proceeds of liquor licenses sold by the Debtors during their Chapter 11 Cases pursuant to applicable orders of the Court, including securing approval of the board of managers for the treatment of such proceeds;
- Negotiating and finalizing the settlement among the Debtors, the purchaser of the Debtors’ assets, and Westchester Fire & Surety Company (“Westchester”) concerning various surety bonds issued by Westchester to certain of the Debtors;
- Conferring with the purchaser of the Debtors’ assets on outstanding issues under the Asset Purchase Agreement and achieving a final resolution of all such issues;

- Analyzing and addressing secured and administrative priority claims to be paid by the Debtors' estates pursuant to the Initial Dismissal Order, which claims were reflected in that certain Distribution Schedule filed with the Court on July 19, 2019 [Docket No. 695];
- Addressing the treatment of state court litigation pending against various of the Debtors, including conferring with counsel retained by certain insurers handling such litigation to evaluate the impact of dismissal of the Debtors' Chapter 11 Cases and dissolution of the Debtors on such litigation;
- Addressing issues relating to executory contracts and unexpired leases of non-residential real property assumed by the applicable Debtor(s) and assigned to the purchaser of the Debtors' assets, which issues had not yet been resolved as of the filing of the First Supplement; and
- Communications with the board of managers concerning the status of the Debtors' wind-down, including the convening of a board meeting in October 2019.

5. These services, as well as others that the Debtors have requested Sidley to perform since the First Supplement was filed, have required Sidley to incur fees and expenses in excess of those Sidley previously projected would be incurred prior to the Dismissal Effective Date. Specifically, subsequent to filing the First Supplement, Sidley has incurred \$136,075.50 in fees and \$755.87 in expenses for the period from June 28, 2019 through and including November 30, 2019. A detailed statement of fees incurred during this period is attached hereto as Exhibit A. A detailed statement of expenses incurred during this period attached hereto as Exhibit B.

6. Sidley submits this Second Supplement out of an abundance of caution given that the period between the filing of the First Supplement and the Dismissal Effective Date has been longer than originally anticipated and that Sidley's services to the Debtors during that period have similarly been greater than originally anticipated. Sidley submits this Second Supplement to provide full disclosure to the Court and to all parties-in-interest of the scope and extent of its services. Sidley notes that the Debtors' secured lenders, who will receive all of the assets in the Debtors' estates immediately prior to dismissal pursuant to the Initial Dismissal Order,

have been apprised as to the amounts of Sidley's fees and expenses disclosed herein, as well as those of other professionals rendering services to the Debtors' estates during the period since the First Supplement was filed, and do not object to payment thereof.

7. Sidley has been advised that the Debtors currently expect the Dismissal Effective Date to occur before December 31, 2019. Sidley projects, based on that and other currently-available information, that its fees and expenses from December 1, 2019 through and including the Dismissal Effective Date should total not more than \$20,000. Sidley reserves the right to supplement the Final Fee Application further if necessary.

8. 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.

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Dated: December 6, 2019
Chicago, Illinois

Respectfully submitted,

SIDLEY AUSTIN LLP

/s/ Kenneth P. Kansa

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

Alyssa Russell (admitted *pro hac vice*)

SIDLEY AUSTIN LLP

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*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
002 Financing Matters/Cash Collateral			
08/01/19	KP Kansa	Email V. Sekhon and A. Gumport on assignment agreement	.10
09/03/19	KP Kansa	Email C. Wells and A. Gumport on Wells Fargo resignation	.20
09/30/19	KP Kansa	Email S. Prince on Wells Fargo resignation as agent	.20
10/03/19	KP Kansa	Draft email to C. Donohue on extension of Wells Fargo retention with supporting materials	.50
10/07/19	KP Kansa	Email to C. Wells on potential for Wells Fargo to remain as admin agent and next steps on same	.20
10/08/19	KP Kansa	Email C. Donohue re: Wells Fargo work (.3); t/c S. Prince on same (.2); email to Wells Fargo/S. Prince on same (.5)	1.00
10/11/19	KP Kansa	Review email from Wells Fargo on agent resignation (.2); draft response to same and email same to Wells Fargo/C. Wells (.3)	.50
11/07/19	KP Kansa	Review Wells Fargo rescission of resignation and email C. Wells on same	.40
11/19/19	KP Kansa	Review Wells Fargo email on rescission of resignation	.10
11/21/19	KP Kansa	Draft email to A. Tarantola on WF rescission of resignation (.4); t/c to S. Prince on same (.2)	.60
11/26/19	KP Kansa	Review WF email on service as agent and email to A. Finci re: same	.30
Task Subtotal			\$4,510.00
003 Asset Disposition			
07/12/19	KP Kansa	Email B. Johnsen regarding sale order	.20
07/30/19	KP Kansa	Email A. Gumport re: liquor license proceeds assignment (.1); t/c V. Sekhon re: liquor license assignment (.1)	.20
07/31/19	KP Kansa	T/c V. Sekhon re: assignment of liquor license proceeds (.1); t/c A. Gumport re: same (.1)	.20
08/01/19	A Gumport	Draft assignment of proceeds agreement for liquor license sales	.50
08/06/19	A Gumport	Call with K. Kansa re assignment of liquor license sale proceeds	.10
08/06/19	KP Kansa	T/c A. Gumport re: liquor license proceeds assignment agreement	.10

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours	
08/08/19	A Gumport	Draft assignment of proceeds agreement for liquor license sales (1.3); correspondence with V. Sekhon and K. Kansa re same (0.1)	1.40	
08/09/19	A Gumport	Correspondence with K. Kansa, M. Livingston, and B. Knight re assignment of liquor license proceeds (0.1); revise same (0.1)	.20	
08/22/19	A Gumport	Call with K. Kansa re liquor license proceeds assignment agreements	.10	
09/03/19	A Gumport	Correspondence with K. Kansa and C. Wells re liquor license proceeds	.10	
09/04/19	KP Kansa	Review C. Wells email on status of assignment of liquor license proceeds	.20	
09/05/19	A Gumport	Review prepetition loan documents re issues for assignment of proceeds (0.3); research re same (0.7); correspondence with K. Kansa re same (0.2)	1.20	
09/05/19	KP Kansa	T/c A. Gumport on same and assignment of escrow proceeds (.4); email C. Wells re: assignment of escrow proceeds (.3); email A. Gumport on same (.1)	.80	
09/30/19	KP Kansa	Review A. Gumport emails on liquor licenses	.10	
10/31/19	A Gumport	Correspondence with K. Kansa re liquor license escrows	.10	
10/31/19	KP Kansa	Email A. Gumport re: assignment of liquor license proceeds (.2); follow up email to A. Gumport on same (.3)	.50	
11/01/19	KP Kansa	Review V. Sekhon and A. Gumport emails on APA	.30	
11/05/19	A Gumport	Call with D. Boudreau re liquor license sale proceeds (0.1); call with K. Kansa re same (0.1)	.20	
11/07/19	A Gumport	Correspondence with K. Kansa and C. Wells re liquor license sale proceeds	.10	
11/07/19	KP Kansa	Further emails to C. Wells re: escrowed liquor license proceeds and Wells Fargo continued service as admin agent	.40	
11/25/19	KP Kansa	Email C. Wells re: liquor license escrows (.1); review emails on escrows and RM pension issues (.4)	.50	
		Task Subtotal	\$7,470.00	7.50
004 Relief from Stay/Adq. Protection				
09/11/19	KP Kansa	Emails to A. Gumport re: lift stay claimant	.20	
10/07/19	KP Kansa	Email A. Gumport re: inquiry from lift stay claimant	.10	
		Task Subtotal	\$330.00	.30

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
007 Fee Applications			
06/28/19	DJ Lutes	Prepare Supplement materials for final fee application (2.4); revise Supplement (.4); emails with K. Kansa regarding same (.3); emails with YCST regarding same (.2); prepare electronic filing materials regarding same (.4); emails with A. Yamashiro re: same (.3); emails to Sidley team regarding fee issues (.1); emails with D. Laskin re: omni fee application order (.1); review materials regarding same (.2); review invoice issue with A. Yamashiro (.2)	4.60
06/28/19	KP Kansa	Review and revise fee application supplement (.3); emails to D. Lutes on same (.1); emails to B. Feldman on same (.2); review B. Feldman revisions to supplement (.1)	.70
07/01/19	KP Kansa	Emails to A. Gumport re: fee hearing	.20
07/01/19	A Gumport	Correspondence with K. Kansa, D. Laskin and A. Magaziner re hearing on final fee applications	.10
07/08/19	KP Kansa	Emails to and from D. Magaziner on professional fees (.2); email C. Wells on same (.1); emails to D. Lutes on professional fees (.1); further emails to C. Wells on same (.1)	.50
08/13/19	DJ Lutes	Emails with A. Yamashiro and K. Kansa regarding monthly materials (.2); prepare monthly materials for supplement compliance (1.2); emails to A. Gumport regarding same (.1)	1.50
08/14/19	DJ Lutes	Emails with A. Yamashiro regarding monthly materials (.2); prepare monthly materials for supplement compliance (.3)	.50
09/05/19	DJ Lutes	Emails with A. Yamashiro regarding monthly materials (.1); review monthly materials for supplement compliance (.3)	.40
09/06/19	DJ Lutes	Prepare monthly materials for supplement compliance (.6); review case status and developments (.1)	.70
09/09/19	DJ Lutes	Email to A. Yamashiro regarding monthly materials (.1); review materials regarding same (.1)	.20
10/03/19	DJ Lutes	Correspondence with A. Yamashiro regarding monthly materials and related tasks (.2); prepare monthly materials for supplement compliance (.9)	1.10
11/06/19	DJ Lutes	Review monthly materials (.1); emails with A. Yamashiro regarding same (.1)	.20
11/07/19	DJ Lutes	Prepare monthly materials for supplement compliance (1.1); correspond with A. Yamashiro regarding same (.1)	1.20
Task Subtotal			11.90
			\$6,154.50

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
008 Claims Processing			
07/01/19	A Gumport	Correspondence with K. Kansa, C. Wells, A. Magaziner, M. Livingston and E. Berdugo re claims exhibit to dismissal certification	.10
07/01/19	KP Kansa	Further email to L. Schweitzer on distribution schedule (.1); draft distribution schedule for Real Mex and email same to Cleary team (.8)	.90
07/09/19	KP Kansa	Telephone call to M. Livingston regarding Westchester status and case closure matters	.20
07/11/19	KP Kansa	Email C. Wells regarding 503(b)(9) letter (.2); review B. Johnsen email on Limonadi action (.2); telephone call to B. Johnsen regarding same (.2)	.60
07/12/19	KP Kansa	Draft letter for 503(b)(9) claims at C. Wells request	.60
07/15/19	KP Kansa	Review and finalize distribution schedule (1.4); emails to C. Wells and D. Magaziner on same (.3); further revisions to distribution schedule and emails to C. Wells on same (.5); draft letter to claimant at C. Wells request (.9)	3.10
07/16/19	A Gumport	Correspondence with K. Kansa, M. Livingston, and E. Berdugo re distribution schedule	.10
07/16/19	KP Kansa	Email M. Livingston and E. Berdugo on Westchester and open points for case resolution (.2); further review and revise distribution schedule and email same to M. Livingston/E. Berdugo (.3)	.50
07/17/19	KP Kansa	Telephone call with C. Wells on distribution schedule and remaining open points in case (.3); telephone call with A. Gumport regarding same (.1); revise distribution schedule and emails to M. Livingston and E. Berdugo on same (.3)	.70
07/17/19	A Gumport	Correspondence with K. Kansa, M. Livingston, and E. Berdugo re distribution schedule	.10
07/19/19	KP Kansa	Emails to/from A. Magaziner on distribution schedule and filing of same	.30
07/24/19	KP Kansa	Email C. Wells re: distributions and payments	.20
07/25/19	KP Kansa	Review A. Magaziner email on RM distributions (.1); email A. Magaziner re: distributions and remaining open points in case (.5)	.60
07/26/19	KP Kansa	Emails to Westchester and A. Gumport on stipulation and execution of same	.20
07/29/19	KP Kansa	Email C. Wells re: Westchester settlement (.1); further email to C. Wells re: Westchester settlement (.2); email to C. Wells re: distributions (.1); finalize Westchester stipulation and	.70

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
		circulate same to Westchester, XRG, and RM (.3)	
07/30/19	KP Kansa	Email C. Wells, D. Magaziner, and A. Gumport on Westchester resolution (.1); review emails on Stone Dean proposed withdrawal and email to C. Wells on same (.2)	.30
08/01/19	A Russell	Review, analyze correspondence re: Westchester	.10
08/01/19	KP Kansa	Compile Westchester stipulation and circulate to Westchester and XRG	.40
08/06/19	KP Kansa	Emails to C. Wells on Westchester wiring instructions (.2); emails to D. Magaziner on filing of Westchester stipulation (.4); email to M. Morano on same (.1)	.70
08/07/19	KP Kansa	Review covering notice for Westchester stipulation (.1); email A. Magaziner on same (.1)	.20
08/09/19	KP Kansa	T/c M. Weed on distributions (.1); email M. Weed on same (.1)	.20
10/02/19	KP Kansa	Review M. Morano email on Westchester (.1); review emails on same (.2); email to C. Wells re: Westchester payment (.1); email to M. Morano on same (.2)	.60
11/15/19	KP Kansa	Draft email to M. Livingston on status of distributions and dismissals (.6); draft email to C. Donohue on same (.3); review C. Wells email on disability claims (.1)	1.00
11/21/19	KP Kansa	Review/respond to C. Wells email on Byrd claim	.20
		Task Subtotal	\$13,771.00
			12.60
		009 Litigation	
07/01/19	KP Kansa	Review C. Wells email on Jelgersma action (.2); revise email to plaintiffs' counsel and email C. Wells on same (.2)	.40
07/17/19	A Gumport	Correspondence with B. Johnsen, K. Le, and G. Hirschfeld re pending litigation (0.2); correspondence with A. Gorman re same (0.1)	.30
07/22/19	A Gumport	Correspondence with G. Hirschfeld re Fiji Way employee litigation (0.2); office conference with G. Hirschfeld re same (0.3)	.50
07/29/19	A Gumport	Office conference with G. Hirschfeld re pending litigation (0.2); correspondence with B. Johnsen, V. Sekhon, and G. Hirschfeld re demand letter for same (0.1); revise same (0.2); call with B. Johnsen re same (0.1)	.60
07/31/19	BS Johnsen	Call with K. Kansa re litigation in Los Angeles	.20
07/31/19	KP Kansa	T/c B. Johnsen re: Berte status conference (.2); email B. Johnsen re: same (.1); email C. Wells re: Berte status conference and Stone Dean (.1); t/c G. Miller on Berte status	.70

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RM Opco LLC

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Date	Name	Narrative	Hours
		conference and treatment of litigation going forward (.3)	
08/05/19	A Gumport	Correspondence with G. Miller re pending litigation	.10
08/05/19	KP Kansa	Review G. Miller emails on civil cases handled by Stone Dean	.10
08/06/19	KP Kansa	Review email from G. Miller on Berte status conference (.2); email G. Miller on same (.1)	.30
08/07/19	KP Kansa	Review Stone Dean pleadings on withdrawal	.10
08/15/19	KP Kansa	T/c Lewis Brisbois atty on substitution of counsel in underlying tort cases (.2); review emails on same from atty and C. Wells (.2)	.40
08/16/19	KP Kansa	Email B. McFadden re: claim in Duran case (.2); email C. Wells on handling of tort claims (.1)	.30
09/05/19	KP Kansa	Review A. Gumport email on priority of judgment liens under CA law	.20
09/09/19	A Gumport	Correspondence with B. Sullivan, K. Kansa and A. Magaziner re pending litigation (0.1); call with B. Sullivan re same (0.1)	.20
09/10/19	A Gumport	Correspondence with K. Kansa and A. Magaziner re pending litigation	.10
09/11/19	A Gumport	Correspondence with K. Kansa and A. Magaziner re pending litigation (0.1); call with B. Sullivan re same (0.1)	.20
10/03/19	VS Sekhon	Board call	.25
10/04/19	KP Kansa	Emails to/from B. McFadden on bankruptcy status for state court status conference	.20
10/08/19	A Gumport	Call with B. Sullivan re pending litigation	.10
10/09/19	A Gumport	Correspondence with K. Kansa and M. Valenzuela re DFEH matter	.10
11/01/19	KP Kansa	Review A. Gumport email on litigation notice language and outreach to California Business Escrow	.20
11/04/19	KP Kansa	Review language for RM litigation notice and revise same (.4); emails to A. Gumport on same (.3)	.70
11/05/19	KP Kansa	T/c A. Gumport on escrow issues	.10
11/14/19	KP Kansa	Email C. Wells on litigation settlement	.10
11/18/19	A Gumport	Correspondence with M. Valenzuela re pending litigation	.10
11/18/19	KP Kansa	Review DFEH email on claims and case status	.10
11/21/19	KP Kansa	Emails to C. Wells on ABC escrows (.2); review C. Wells	.40

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
		email on same (.2)	
11/22/19	A Gumport	Correspondence with K. Kansa and C. Wells re discovery requests (0.1); call with K. Kansa re same (0.1)	.20
11/22/19	KP Kansa	Review A. Gumport email on inquiry from DFEH (.1); t/c A. Gumport on same (.1)	.20
		Task Subtotal	\$7,630.00
			7.45
		010 Case Administration	
06/28/19	KP Kansa	Review agenda for 7/2 hearing (.2); emails to D. Magaziner on same (.2); review Form 941 and email to C. Wells on same (.3); email to C. Wells on document storage (.2); further review of revised agenda and email B. Feldman on same (.1); identify open points on dismissal and certification and review materials on same (2.9)	3.90
07/01/19	KP Kansa	Email Cleary/YCST on RM certification for dismissal and distribution schedule	.20
07/03/19	KP Kansa	Email D. Magaziner re: admin claims (.1); further emails to D. Magaziner re: remaining claims (.2); draft certification for dismissal order and email to Sidley and Cleary teams on same (1.6); review claims and remaining open materials (2.1)	4.00
07/03/19	A Gumport	Correspondence with K. Kansa, C. Wells, A. Magaziner, M. Livingston and E. Berdugo re dismissal certification	.10
07/08/19	DJ Lutes	Emails with K. Kansa regarding dismissal task issues and sequence (.2); review materials regarding same (.2); emails with A. Yamashiro regarding same (.2); analyze fees and costs pending regarding same (.3)	.90
07/08/19	A Russell	Review, analyze correspondence re dismissal certification.	.20
07/08/19	KP Kansa	Review certification precedent (.5); email D. Magaziner on same (.1); email C. Wells re: utility accounts (.2); review and revise certification document and distribution schedule (.5); circulate same with covering comments to C. Wells, YCST, and A. Gumport (.5)	1.80
07/08/19	A Gumport	Correspondence with K. Kansa, C. Wells, A. Magaziner, and A. Russell re dismissal certification	.10
07/09/19	DJ Lutes	Emails with A. Yamashiro regarding omni fee order (.1); review case docket for status (.1); call to creditor re notice inquiry (.1)	.30
07/09/19	KP Kansa	Review S. Prince email (.1); telephone call to S. Prince on agent work on RM facilities (.2)	.30
07/10/19	DJ Lutes	Emails with A. Yamashiro regarding reconciliation of payments (.1); review materials and calculations regarding	.20

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
		same (.1)	
07/10/19	KP Kansa	Email V. Sekhon regarding RM status (.2); telephone call to V. Sekhon on same (.3); review closing items (.9)	1.40
07/15/19	KP Kansa	Review 6/19 MOR and email C. Wells on same	.30
07/16/19	A Russell	Review correspondence re certificate for dismissal.	.10
07/16/19	KP Kansa	Email C. Wells regarding RM El Torito LLC agreement (.2); emails to B. Johnsen on same (.1)	.30
07/17/19	DJ Lutes	Research RM El Torito LLC agreement and related documents (.4); emails with K. Kansa regarding same (.2); call with A. Cogan regarding same (.2)	.80
07/17/19	KP Kansa	Email to D. Lutes regarding LLC Agreement (.2); emails to/from B. Johnsen, A. Gumport, and others on LLC Agreement (.5)	.70
07/18/19	KP Kansa	T/c to S. Prince on collateral held by agent	.10
07/23/19	KP Kansa	Review letter from B. Simon counsel (.1); email C. Wells on same (.2); email M. Livingston and E. Berdugo on RM status (.2)	.50
07/24/19	A Russell	Review correspondence re status of final dismissal order.	.10
07/24/19	A Gumport	Correspondence with K. Kansa and B. Sullivan re status of dismissal proceedings	.10
07/24/19	KP Kansa	Email B. Sullivan on dismissal order	.10
07/25/19	KP Kansa	Review and revise list of remaining open points in case	.50
07/29/19	KP Kansa	Email S. Joffe re: case status	.10
07/30/19	KP Kansa	Draft list of open items for dismissal and revise same (1.5); emails to D. Magaziner re: same (.2)	1.70
08/01/19	A Gumport	Correspondence with K. Kansa, A. Magaziner, and C. Wells re open items for dismissal	.10
08/01/19	KP Kansa	Draft open items list with plans to address all open issues and email to C. Wells on same (3.6); emails to A. Magaziner re: dissolution documents (.2)	3.80
08/02/19	A Gumport	Correspondence with K. Kansa, A. Magaziner, and C. Wells re open items for dismissal	.10
08/02/19	KP Kansa	Email to C. Wells and A. Magaziner re: RM board update, dismissal, and D&O resignations (.4); follow up email to C. Wells on same (.2)	.60
08/06/19	KP Kansa	T/c S. Joffe on status of bankruptcy case	.10
08/07/19	DJ Lutes	Emails with A. Yamashiro regarding case administration (.1);	.30

SIDLEY AUSTIN LLP

Invoice Number: *****

RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
		review pending issues, case status and next steps (.2)	
08/09/19	A Gumport	Correspondence with K. Kansa, A. Magaziner and C. Wells re wind-down process	.10
08/09/19	KP Kansa	Email to C. Wells and A. Magaziner re: reversal of reserves	.30
08/13/19	KP Kansa	Review open points to case completion (.4); review July MOR and email A. Magaziner on same (.2)	.60
08/15/19	KP Kansa	T/c to S. Prince on Wells Fargo role	.10
08/16/19	DJ Lutes	Correspond with K. Kansa regarding status, dismissal and monthly materials	.20
08/19/19	KP Kansa	Emails to S. Prince re: call with agent	.20
08/21/19	KP Kansa	Email V. Sekhon re: Real Mex wind-down (.1); t/c C. Tuggle and S. Prince on ongoing role for Wells Fargo (.4)	.50
08/26/19	A Gumport	Correspondence with B. Sullivan re status of dismissal	.10
08/30/19	KP Kansa	Review P. Bing emails on insurance action (.2); review letter on Wells Fargo resignation as agent (.2)	.40
09/03/19	KP Kansa	Review and assess open points to resolve case	.80
09/04/19	KP Kansa	T/c A. Gumport re: case emergence prospects (.4); review materials on same (1.3)	1.70
09/04/19	A Gumport	Call with K. Kansa re dismissal issues	.30
09/05/19	KP Kansa	T/c to M. Livingston on wind-down status	.10
09/05/19	A Gumport	Call with K. Kansa re dismissal issues	.30
09/09/19	KP Kansa	Review A. Gumport and B. Sullivan emails on dismissal	.20
09/10/19	KP Kansa	Email C. Wells on T representative (.2); emails to D. Magaziner re: update call (.2); organize same with C. Wells and D. Magaziner (.2); review A. Gumport email on dismissal and respond (.1)	.70
09/11/19	KP Kansa	Email V. Sekhon on Real Mex case status (.1); email C. Wells and D. Magaziner re: call (.1); review open points in case for call with C. Wells and D. Magaziner (1.5)	1.70
09/12/19	DJ Lutes	Emails to A. Yamashiro regarding review of monthly materials (.1); emails with K. Kansa regarding same (.1)	.20
09/12/19	KP Kansa	Draft open issues list for dismissal (1.5); conference call with C. Wells and D. Magaziner on open points for dismissal (.9); emails to C. Wells and D. Magaziner on call (.2); review S. Prince email on WF resignation (.1)	2.70
09/17/19	KP Kansa	Review C. Wells email from Grant Thornton on withdrawal of CA qualifications for RM entities (.1); email to V. Sekhon	.50

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RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
		on same (.1); review V. Sekhon email on same (.1); initial review of update deck from C. Wells (.2)	
09/18/19	KP Kansa	Review Real Mex status update prepared by C. Wells and comment on/revise same	1.80
09/20/19	DJ Lutes	Assess dismissal status (.1); review docket, tasks and timing issues (.1)	.20
09/25/19	KP Kansa	Email C. Wells re: RM status update (.2); t/c to C. Wells on same (.1)	.30
09/30/19	KP Kansa	Email C. Wells on remaining noticing work for Epiq	.20
10/01/19	KP Kansa	Review open points for dismissal	.20
10/08/19	KP Kansa	Review Blue Cross inquiry and email to M. Livingston on same	.20
10/09/19	KP Kansa	Review C. Wells email on notice to creditor (.1); email to A. Gumport on same (.1); review A. Gumport email on same (.1)	.30
10/23/19	KP Kansa	Review September MOR and email C. Wells on same	.30
10/28/19	KP Kansa	Assess open points for case resolution	.50
10/30/19	KP Kansa	Email Sidley team on Real Mex wind-down and identify open points for same	1.00
10/31/19	KP Kansa	Review open points for resolution of case and tasks to be performed respecting same	2.10
11/01/19	KP Kansa	Review wind-down items and list of tasks	.50
11/04/19	A Gumport	Correspondence with J. Stone re Schulte inquiry (0.1); review prior filings re same (0.1)	.20
11/04/19	KP Kansa	Review outstanding items and pending tasks (.6); review C. Wells and A. Magaziner emails on UST fees (.3)	.90
11/07/19	KP Kansa	Review open points and remaining tasks	.30
11/13/19	KP Kansa	Review open points for case dismissals/dissolutions	.50
11/14/19	KP Kansa	Address pending tasks for case dismissals (.3); review M. Livingston emails on same (.1)	.40
11/22/19	C Peel	Prepared tracking spreadsheet for cancellation of entities	.80
11/24/19	KP Kansa	Review October MOR and email C. Wells with comment on same	.30
11/25/19	KP Kansa	Review materials necessary to resolution/dismissal of RM cases	.70

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RM Opco LLC

RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
11/26/19	KP Kansa	Email to Y. Sandovich on resolution of cases (.3); review open points to case dismissals (.4)	.70
		Task Subtotal	\$49,498.00
012 Employee/Labor Matters			
08/13/19	KP Kansa	Email L. Teslow on employee records at C. Wells request	.30
08/14/19	KP Kansa	T/c claimant counsel on employee records	.10
		Task Subtotal	\$440.00
013 Business Operations			
10/14/19	K Le	Coordinate tasks with Sidley team re liquor license	.30
10/17/19	A Gumport	Correspondence with K. Le and C. Bonnington re liquor license issue	.10
10/21/19	A Gumport	Call with C. Bonnington re liquor license issue (0.1); correspondence with C. Wells, K. Kansa, and V. Sekhon, K. Le re same (0.1)	.20
11/19/19	KP Kansa	Review C. Wells email on utility deposits	.10
11/20/19	A Gumport	Correspondence with C. Wells and K. Kansa re utility issue	.10
11/25/19	A Gumport	Correspondence with C. Wells and K. Kansa re utility deposit issues	.10
		Task Subtotal	\$811.50
014 Tax Issues			
07/30/19	KP Kansa	Review C. Wells emails on final tax returns	.10
07/31/19	KP Kansa	Email Grant Thornton re: request for call on tax matters	.10
08/01/19	KP Kansa	Review materials in preparation for Grant Thornton call (.3); participate in call with Grant Thornton and C. Wells (.7)	1.00
08/08/19	KP Kansa	Review Grant Thornton email on final tax returns, review materials on same, and email Grant Thornton on same	.90
08/22/19	KP Kansa	Email C. Wells re: final tax returns (.1); t/c A. Gumport on same (.1)	.20
08/23/19	KP Kansa	Review C. Wells email on final tax returns (.1); t/c A. Gumport on same (.2)	.30
09/10/19	KP Kansa	Email C. Wells re: final tax returns and update call	.20
09/12/19	KP Kansa	Email B. Knight on signatory for tax returns	.10
09/13/19	KP Kansa	Review B. Knight email on designee for tax returns	.10
10/18/19	SJ Heyman	Exchange emails with K Le regarding CA qualification and	.30

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RM Opco LLC

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Date	Name	Narrative	Hours
		tax issues	
10/18/19	A Gumport	Correspondence with K. Le, K. Kansa, S. Heyman, and I. Jones re tax issue	.10
10/29/19	KP Kansa	Review C. Donohue email on Real Mex tax issue and assess next steps	.20
11/07/19	KP Kansa	Email C. Wells re: final tax returns	.20
11/25/19	KP Kansa	Review emails on status of tax returns and dissolutions	.20
		Task Subtotal	\$4,410.50
		4.00	
		016 Bankruptcy Court Hearings	
07/02/19	A Gumport	Telephonically monitor hearing on fee applications and Broadway Michelson objection (0.3); correspondence with A. Magaziner and C. Wells re same (0.1); review fee application materials for same (0.2)	.60
		Task Subtotal	\$543.00
		.60	
		018 Corp. Governance & Board Matters	
08/23/19	A Gumport	Correspondence with K. Kansa and C. Wells re board update (0.1); call with K. Kansa re same (0.1)	.20
08/28/19	KP Kansa	T/c to C. Wells on board update	.20
09/18/19	K Le	Research re: foreign entity cancellations (2.0); background research for same (1.9); draft e-mails to K. Kansa re same (.6); draft forms (1.5)	6.00
09/18/19	A Gumport	Correspondence with C. Wells, V. Sekhon, K. Kansa, and K. Le re certificates of cancellation	.10
09/18/19	KP Kansa	Review K. Le emails on CA withdrawal of qualifications (.2); draft covering comments as Board update for same (1.5); email to C. Wells on same (.5)	2.20
09/19/19	KP Kansa	Emails to K. Le on cancelling CA qualifications for RM entities (.2); email C. Wells on same (.1)	.30
09/19/19	K Le	Revise Form LLC 4 7s (.8); draft authorizing resolutions (2.2)	3.00
09/19/19	A Gumport	Correspondence with V. Sekhon, K. Kansa, and K. Le re certificates of cancellation (0.2); correspondence with J. Giametta and K. Kansa re same (0.1)	.30
09/20/19	K Le	Revise resolutions	1.00
09/20/19	KP Kansa	Email C. Wells on status update for RM board	.20
09/20/19	A Gumport	Correspondence with V. Sekhon, K. Kansa, and K. Le re certificates of cancellation	.10

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RE: Bankruptcy and Restructuring Advice

Date	Name	Narrative	Hours
09/23/19	K Le	Coordinate re: CA cancellations	.50
09/23/19	A Gumport	Correspondence with C. Wells, V. Sekhon, K. Kansa, and K. Le re certificates of cancellation	.10
09/24/19	K Le	Coordinate w/ Cogency re: RM Foods	.50
09/24/19	KP Kansa	Email to C. Wells on RM status update for Board	.20
09/24/19	A Gumport	Correspondence with K. Le and J. Seims re certificates of cancellation	.10
09/25/19	KP Kansa	Review revised status update from C. Wells, revise covering comments, and transmit update and covering comments to Board with request for 10/3 Board meeting	1.80
09/30/19	A Gumport	Correspondence with K. Le, K. Kansa, V. Sekhon, and C. Bonnington re certificates of cancellation	.10
10/01/19	KP Kansa	T/c A. Gumport on Board meeting (.2); email A. Gumport on same (.1)	.30
10/01/19	A Gumport	Call with K. Kansa re board meeting and case administration (0.2); correspondence with K. Kansa re same (0.1)	.30
10/03/19	KP Kansa	Review materials and draft presentation for Board meeting (1.8); t/c to V. Sekhon on same (.1); participate in RM Board meeting (.8)	2.70
10/03/19	A Gumport	Attend telephonic board meeting	.80
10/04/19	KP Kansa	Email Y. Sandoval on Z Cap distributions (.1); review wind-down matters (.3); review emails on Real Mex qualification cancellations (.1)	.40
10/04/19	A Gumport	Correspondence with K. Le, M. Lebs, and K. Kansa re certificates of cancellation	.10
10/07/19	KP Kansa	Emails to K. Le and A. Gumport on CA registration cancellations (.2); review emails on same (.2)	.40
10/07/19	K Le	Coordinate governance tasks with Sidley team re: RM foods	.50
10/07/19	A Gumport	Correspondence with K. Le, J. Seims, and K. Kansa re certificates of cancellation	.20
10/08/19	KP Kansa	Office conference with A. Gumport on status of Real Mex wind-down	.20
10/14/19	A Gumport	Correspondence with K. Le, K. Kansa, and C. Bonnington re certificates of cancellation	.10
10/16/19	KP Kansa	Email A. Gumport/K. Le re: cancellation of RM Foods (.2); email C. Wells on same (.2)	.40
10/17/19	KP Kansa	Emails to A. Magaziner and A. Gumport on RM docs (.2);	.30

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Date	Name	Narrative	Hours
		email A. Magaziner on same (.1)	
10/18/19	KP Kansa	Emails to/from C. Wells on D&O policy	.20
10/31/19	A Gumport	Correspondence with K. Le and K. Kansa re wind-down issues	.10
10/31/19	KP Kansa	Emails to V. Sekhon/K. Le on Board resignations and resolutions/consents respecting dissolution	.50
11/04/19	KP Kansa	Review V. Sekhon and K. Le emails on board consents/resolutions re: dissolution	.30
11/04/19	K Le	Coordinate re: resolutions for dissolution in DE	.50
11/04/19	A Gumport	Correspondence with K. Le re corporate governance issues	.10
11/12/19	A Kumar	Draft resolutions approving dissolution of entities	3.00
11/15/19	A Gumport	Call with A. Kumar re corporate governance issue (0.1); correspondence with A. Kumar re same (0.1)	.20
11/15/19	A Kumar	Draft dissolution resolutions	3.50
11/15/19	K Le	Coordinate and assess re: dissolution resolutions	1.00
11/18/19	A Gumport	Correspondence with K. Le, A. Kumar, V. Sekhon, and K. Kansa re corporate governance issue	.10
11/18/19	K Le	Revise dissolution resolutions (1.6); coordinate same re: filings (.4)	2.00
11/18/19	KP Kansa	Review K. Le emails on RM cancellations and dissolutions (.2); review V. Sekhon emails on same (.2)	.40
11/22/19	K Le	Coordinating tasks re: CA cancellations and DE dissolutions (1.4); review materials re same (.6)	2.00
11/22/19	KP Kansa	Review K. Le email on CA cancellations (.1); review A. Gumport email on same (.1); emails to K. Le, A. Gumport, and Sidley team on same (.2)	.40
11/22/19	A Gumport	Correspondence with C. Wells, K. Le, A Kumar, C. Peel, and K. Kansa re corporate governance issues	.10
11/25/19	C Peel	Reviewed and updated LLC-4/7 agreements	.70
11/25/19	A Gumport	Correspondence with K. Le and K. Kansa re corporate governance issues	.20
11/25/19	K Le	Coordinate with Sidley team re: CA cancellation and DE dissolution matters	1.00
11/26/19	A Kumar	Review corporate governance documents re: dissolution issues	2.20
11/27/19	A Kumar	Analyze issues re: RM Incentive Plan dissolution and	.70

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Date	Name	Narrative	Hours
		corporate governance documents	
11/27/19	K Le	Evaluate CA/DE matters and issues	1.00
11/27/19	KP Kansa	Review emails on Real Mex CA cancellations (.3); review documentation on same (.3); email K. Le on same (.2)	.80
11/27/19	A Gumport	Correspondence with K. Le and K. Kansa re corporate governance issues	.10
		Task Subtotal	
		\$38,379.50	44.70
		019 Designation Rights Tasks	
07/01/19	KP Kansa	Email to C. Wells/D. Magaziner/A. Gumport re: Broadway-Michelson objection	.20
07/02/19	A Gumport	Correspondence with C. Wells re Oracle assignment agreements	.10
07/09/19	A Gumport	Correspondence with M. Livingston and S. Christianson re Oracle assignment agreements	.10
07/15/19	A Gumport	Correspondence with M. Livingston, K. Kansa, and C. Wells re Oracle assignment agreements	.10
07/16/19	A Gumport	Correspondence with M. Livingston, K. Kansa, and E. Berdugo re Oracle assignment agreements	.10
08/02/19	KP Kansa	Email A. Gumport on Oracle resolution	.10
08/05/19	A Gumport	Correspondence with M. Livingston re Oracle assignment agreements	.10
08/07/19	A Gumport	Correspondence with M. Livingston and S. Christianson re Oracle assignment agreements	.10
08/08/19	A Gumport	Correspondence with S. Christianson and M. Livingston re Oracle assignment agreements (0.1); review same (0.2)	.30
08/08/19	KP Kansa	Email A. Gumport re: assignment agreement	.20
08/09/19	A Gumport	Correspondence with S. Christianson and M. Livingston re Oracle assignment agreements (0.1); correspondence with C. Wells re same (0.1); review Cloud Services assignment agreement (0.1)	.30
08/12/19	A Gumport	Correspondence with C. Wells and M. Livingston re Oracle assignment agreements	.10
08/13/19	KP Kansa	T/c M. Livingston on payment of liquor license proceeds	.10
08/15/19	A Gumport	Correspondence with S. Christianson and M. Livingston re Oracle assignment agreements	.10
08/15/19	KP Kansa	T/c to M. Livingston re: liquor license proceeds	.10

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Date	Name	Narrative	Hours
09/10/19	A Gumport	Correspondence with S. Christianson, M. Livingston, K. Kansa, and C. Wells re Oracle assignment agreements	.10
Task Subtotal			\$2,127.50
Total Hours for all Tasks			<u>144.55</u>

EXHIBIT B

Expense Detail

SIDLEY AUSTIN LLP

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RM Opco LLC

RE: Bankruptcy and Restructuring Advice

EXPENSE DETAIL

Date	Type	Description	Amount
07/27/19	SRC	04/11/19-PACER DEBK	\$3.00
07/27/19	SRC	04/11/19-PACER DEBK	6.50
07/27/19	SRC	05/09/19-PACER DEBK	22.90
07/27/19	DLV	07/16/19- Federal Express Corporation- TR #445777034255 HAROUT MESSRELIAN MESSRELIAN LAW INC 500 N CENTRAL AVE GLENDALE, CA 91203	12.57
08/03/19	SRC	04/22/19-PACER DEBK	4.60
08/03/19	SRC	04/01/19-PACER DEBK	3.00
08/03/19	SRC	05/06/19-PACER DEBK	0.30
08/03/19	SRC	04/16/19-PACER OKEBK	3.00
09/25/19	WES	09/05/19-Westlaw research service	691.50
11/12/19	SRC	08/12/19-PACER DEBK	8.50
		Total	\$755.87

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RM Opco LLC

RE: Bankruptcy and Restructuring Advice

EXPENSE SUMMARY

Category/Description	Amount
Document Delivery Services	\$12.57
Search Services	51.80
Westlaw Research Service	691.50
Total	<hr/> \$755.87