

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
RUNWAY LIQUIDATION HOLDINGS, LLC, <i>et al.</i> , ¹)	Case No. 17-10466 (SCC)
)	
Debtors.)	(Jointly Administered)

**ORDER GRANTING FIRST AND FINAL FEE APPLICATIONS OF PROFESSIONALS FOR
ALLOWANCE AND PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon consideration of the final fee applications (the “Final Fee Applications”) seeking allowance of final compensation and reimbursement of expenses for professional services rendered and expenses incurred in the above-captioned chapter 11 cases during the first interim fee period from February 28, 2017 through July 31, 2017 (the “First Interim Fee Period”) and the final fee period from February 28, 2017 through July 31, 2017 (the “Final Fee Period”); and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the Southern District of New York, dated January 31, 2012; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Final Fee Applications in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; ; and this Court having found that the applicants provided adequate notice of the Final Fee Applications and the opportunity for a hearing under the circumstances and not other notice need be provided; and this Court having reviewed the Final Fee Applications; and this Court having reviewed the Final

¹ A list of the Post-Effective Date Debtors in these chapter 11 cases, along with the last four digits of each Post Effective Date Debtor’s federal tax identification number include: Runway Liquidation Holdings, LLC (6857); Runway Liquidation, LLC (5942); Runway Liquidation Intermediate Holdings, LLC (3673); MR Liquidation, LLC (9200); and MMH Liquidation, LLC (3854).

Fee Applications and having heard the statements in support of the relief requested there in at a hearing having been held before this Court on September 28, 2017 (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Final Fee Applications and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The relief requested in the Final Fee Applications is granted on a final basis to the extent set forth in **Schedule A** (for the First Interim Fee Period) and **Schedule B** (for the Final Fee Period).

New York, New York
Dated: September 28, 2017

/S/ Shelley C. Chapman
THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

**FIRST INTERIM FEE PERIOD
FEBRUARY 28, 2017 THROUGH JULY 31, 2017
(OR SUCH OTHER PERIOD AS SET FORTH IN THE APPLICABLE FEE APPLICATION)**

Applicant	Date Filed/ Docket No.	Fees Requested	Fees Allowed	Expenses Requested	Expenses Allowed	Fees to Be Paid for Prior Fee Periods
Sheppard Mullin Richter & Hampton LLP	8/30/2017 Docket No. 652	\$272,250.00	\$272,250.00	\$37,696.00	\$34,035.57	n/a
Donlin, Recano & Company, Inc.	8/30/2017 Docket No. 658	\$14,000.50	\$14,000.50	\$0.00	\$0.00	n/a
Jefferies LLC	8/30/2017 Docket No. 659	\$3,504,919.96	\$3,504,919.96	\$75,513.30	\$64,246.61	n/a
AP Services, LLC	8/30/2017 Docket No. 660	\$909,000.00	\$909,000.00	\$0.00	\$0.00	n/a
Kirkland & Ellis LLP	8/30/2017 Docket No. 666	\$4,614,747.50	\$4,614,747.50	\$375,489.52	\$357,489.52	n/a
Zolfo Cooper, LLC	8/30/2017 Docket No. 662	\$726,710.00	\$726,710.00	\$2,938.01	\$2,767.13	n/a
Pachulski Stang Ziehl & Jones LLP	8/30/2017 Docket No. 670	\$502,568.50	\$502,568.50	\$7,498.14	\$7,285.72	n/a

FINAL FEE PERIOD
FEBRUARY 28, 2017 THROUGH JULY 31, 2017
(OR SUCH OTHER PERIOD AS SET FORTH IN THE APPLICABLE FINAL FEE APPLICATION)

Applicant	Date Filed/ Document No.	Total Fees Requested	Total Fees Allowed	Total Expenses Requested	Total Expenses Allowed
Sheppard Mullin Richter & Hampton LLP	8/30/2017 Docket No. 652	\$272,250.00	\$272,250.00	\$37,696.00	\$34,035.57
Donlin, Recano & Company, Inc.	8/30/2017 Docket No. 658	\$14,000.50	\$14,000.50	\$0.00	\$0.00
Jefferies LLC	8/30/2017 Docket No. 659	\$3,504,919.96	\$3,504,919.96	\$73,513.30	\$64,246.61
AP Services, LLC	8/30/2017 Docket No. 660	\$909,000.00	\$909,000.00	\$0.00	\$0.00
Kirkland & Ellis LLP	8/30/2017 Docket No. 666	\$4,614,747.50	\$4,614,747.50	\$375,489.52	\$357,489.52
Zolfo Cooper, LLC	8/30/2017 Docket No. 662	\$726,710.00	\$726,710.00	\$2,938.01	\$2,767.13
Pachulski Stang Ziehl & Jones LLP	8/30/2017 Docket No. 670	\$502,568.50	\$502,568.50	\$7,498.14	\$7,285.72