

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re

OPEN ROAD FILMS, LLC, a Delaware
limited liability company, *et al.*,¹

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

Hearing Date: January 31, 2019 at 10:00 a.m. (ET)

Objection Deadline: January 10, 2019 at 4:00 p.m. (ET)

FIRST INTERIM FEE REQUESTS OF DEBTORS' PROFESSIONALS

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE AGENT; (III) COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; AND (IV) ALL PARTIES THAT, AS OF THE FILING OF THIS FEE REQUEST, HAVE REQUESTED NOTICE IN THESE CHAPTER 11 CASES PURSUANT TO BANKRUPTCY RULE 2002

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 110] (the "Interim Compensation Order"), certain professionals retained by the above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby apply for interim quarterly allowance of compensation and reimbursement of expenses (this "Fee Request") for all interim monthly fee applications filed for the period from September 6, 2018 through and including November 30, 2018. Summaries of the fees and expenses subject to this Fee Request are annexed hereto and set forth in the monthly fee applications previously filed with the Court. Pursuant to the Interim Compensation Order, the Debtors were previously authorized to pay on an interim basis 80% of the amount of compensation requested and 100% of

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Open Road Films, LLC (4435-Del.); Open Road Releasing, LLC (4736-Del.); OR Productions LLC (5873-Del.); Briarcliff LLC (7304-Del.); Open Road International LLC (4109-Del.); and Empire Productions LLC (9375-Del.). The Debtors' address is 1800 Century Park East, Suite 600, Los Angeles, California 90067.

the amount requested for reimbursement of expenses without further order from the Court upon the expiration of a 21-day objection period.

PLEASE TAKE FURTHER NOTICE THAT OBJECTIONS, IF ANY, TO THIS FEE REQUEST ARE REQUIRED TO BE FILED AND SERVED ON THE AFFECTED PROFESSIONAL AND THE FOLLOWING PARTIES ON OR BEFORE JANUARY 10, 2019 AT 4:00 P.M. (ET): (i) counsel to the Debtors, Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39th Floor, Los Angeles, California 90067, Attn: Michael L. Tuchin, Esq. and Jonathan M. Weiss, Esq.; (ii) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP 1000 N. King St., Rodney Square, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Esq. and Robert F. Poppiti, Jr., Esq.; (iii) counsel to the Agent, Paul Hastings LLP (x) 1999 Avenue of the Stars, 27th Floor, Los Angeles, California 90067, Attn: Susan Williams, Esq. and (y) 200 Park Avenue, New York, New York 10166, Attn: Andrew V. Tenzer, Esq.; (iv) counsel to the Agent, Ashby & Geddes, P.A., 500 Delaware Avenue, 8th Floor, Wilmington, Delaware 19801, Attn: Bill Bowden, Esq.; (v) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Linda Richenderfer, Esq.; and (vi) counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 34th Floor, New York, NY 10017, Attn: Robert J. Feinstein, Esq. and Scott L. Hazan Esq., and 919 North Market Street, 17th Floor, Wilmington, DE 19801, Attn: Colin R. Robinson, Esq.

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of this Fee Request will be held before the Honorable Laurie Selber Silverstein at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801 on **JANUARY 31, 2019 AT 10:00 A.M. (ET)**.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS FEE REQUEST, THE COURT MAY ENTER AN ORDER APPROVING THE FEE REQUEST WITHOUT FURTHER NOTICE OR A HEARING.

Dated: December 20, 2018

/s/ Robert F. Poppiti, Jr.

Michael R. Nestor, Esq. (Bar No. 3526)
Robert F. Poppiti, Jr., Esq. (Bar No. 5052)
Ian J. Bambrick, Esq. (Bar No. 5455)
Shane M. Reil, Esq. (Bar No. 6195)
YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rodney Square, 1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

and

Michael L. Tuchin, Esq.
Jonathan M. Weiss, Esq.
Sasha M. Gurvitz, Esq.
KLEE, TUCHIN, BOGDANOFF & STERN LLP
1999 Avenue of the Stars, 39th Floor
Los Angeles, CA 90067
Tel: (310) 407-4000
Fax: (310) 407-9090

Counsel to Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re

OPEN ROAD FILMS, LLC, a Delaware limited liability company, *et al.*,¹

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

Hearing Date: January 31, 2019 at 10:00 a.m. (ET)**Objection Deadline: January 10, 2019 at 4:00 p.m. (ET)**

**FIRST INTERIM FEE REQUEST OF
KLEE, TUCHIN, BOGDANOFF & STERN LLP**

Name of Applicant:

Klee, Tuchin, Bogdanoff & Stern LLP

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Effective Date of Retention:

September 6, 2018

Period for Which Compensation
and Reimbursement is Sought:September 6, 2018 through and including November
30, 2018

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	CNO Filing Date & Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
10/22/18 D.I. 201	9/6/18- 9/30/18	\$338,466.50	\$10,945.33	11/14/18 D.I. 371	\$270,773.20	\$10,945.33	\$67,693.30
11/16/18 D.I. 380	10/1/18- 10/31/18	\$544,030.00	\$7,013.30	12/10/18 D.I. 380	\$435,224.00	\$7,013.30	\$108,806.00
12/17/18 D.I. 468	11/1/18- 11/30/18	\$332,894.50	\$7,422.68	Obj. Dln. 1/7/19	\$266,315.60 ²	\$7,422.68 ²	\$66,578.90 ²
TOTAL		\$1,215,391.00	\$25,381.31		\$972,312.80	\$25,381.31	\$243,078.20

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² Provided no objections are filed and pending the filing of a Certification of No Objection.

**SUPPLEMENT TO FIRST INTERIM FEE REQUEST OF
KLEE, TUCHIN, BOGDANOFF & STERN LLP**

Klee, Tuchin, Bogdanoff & Stern LLP (“KTBS” or the “Firm”), counsel to the above-captioned debtors and debtors in possession (the “Debtors”), hereby supplements the *First Interim Fee Application of Klee, Tuchin, Bogdanoff & Stern LLP* (the “First Interim Application”) for the period from September 6, 2018 through and including November 30, 2018 (the “Application Period”) by attaching, as Exhibits A through E hereto, certain schedules requested by the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”). In addition, KTBS respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

- a. During the Application Period, KTBS did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms pertaining to its engagement by the Debtors.
- b. The fees sought by KTBS are less than the fees budgeted for the time period covered by this First Interim Application pursuant to the budget provided by KTBS to the Debtors.
- c. The professionals included in the First Interim Application did not vary their hourly rate based on the geographic location of the bankruptcy cases.
- d. The First Interim Application does not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.
- e. This First Interim Application does not include time or fees for reviewing time records to redact any privileged or other confidential information.
- f. The First Interim Application did not include any rate increases since retention.

KTBS&S requests approval of \$1,215,391.00 as compensation for professional services rendered for the Debtors during the Application Period and \$25,381.31 as reimbursement for actual and necessary expenses incurred by KTBS&S for the Debtors during the Application Period. This does not include \$47,578.50 representing 66.10 hours of work that has been written off in the exercise of billing discretion and is reflected as “No Charge” on the billing records appended hereto.

Dated: December 20, 2018

/s/ Jonathan M. Weiss

Michael L. Tuchin, Esq.

Jonathan M. Weiss, Esq.

Sasha M. Gurvitz, Esq.

KLEE, TUCHIN, BOGDANOFF & STERN LLP

1999 Avenue of the Stars, 39th Floor

Los Angeles, CA 90067

Tel: (310) 407-4000

Fax: (310) 407-9090

Counsel to Debtors and Debtors in Possession

EXHIBIT A**CUSTOMARY AND COMPARABLE
COMPENSATION DISCLOSURES**

	Blended Hourly Rate	
Category of Timekeeper (Using categories already maintained by KTB&S)	Preceding year, excluding estate work	In this fee application
Partners	\$905.76	\$848.93
Counsel/Associates	\$513.00	\$628.87
Paralegal	\$327.18	\$375.00
Law Clerks	\$240.00	\$0.00

EXHIBIT B**SUMMARY OF TIMEKEEPERS**

Name of Professional Person	Initials of Professional Used in the Application for the Professional Person	Position of the Applicant, Number of Years in That Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Kenneth N. Klee	KNK	Joined firm as a Partner in 1999. Member of the CA Bar since 1975. Corporate Restructuring.	\$1,475.00	0.30	\$442.50
Michael L. Tuchin	MLT	Joined firm as a Partner in 1999. Member of the CA Bar since 1990. Corporate Restructuring.	\$1,245.00	135.40	\$168,573.00
Robert J. Pfister	RJP	Partner since 2011. Joined firm as Senior Counsel in 2010. Member of the CA Bar since 2006, CT Bar since 2001, IN Bar since 2002, and NY Bar since 2003. Litigation.	\$995.00	9.10	\$9,054.50
Whitman L. Holt	WLH	Joined firm as a Partner in 2010. Member of CA Bar since 2005. Corporate Restructuring.	\$895.00	197.70	\$176,941.50
Maria Sountas-Argiropoulos	MSA	Joined firm as a Partner in 2013. Member of the CA Bar since 2008, and the Law Society of Upper Canada since 2006. Corporate.	\$895.00	39.10	\$34,994.50
Julian I. Gurule	JIG	Joined firm as Of Counsel in 2016. Member of the CA Bar since 2007. Corporate Restructuring.	\$825.00	71.10	\$58,657.50
Justin D. Yi	JDY	Joined firm as a Partner in 2015. Member of the CA Bar since 2011. Corporate.	\$750.00	204.80	\$153,600.00
Jonathan M. Weiss	JMW	Partner since 2016. Joined firm as an Associate in 2011. Member of the CA Bar since 2011. Corporate Restructuring.	\$725.00	369.50	\$267,887.50

Name of Professional Person	Initials of Professional Used in the Application for the Professional Person	Position of the Applicant, Number of Years in That Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Samuel M. Kidder	SMK	Joined firm as an Associate in 2018. Member of the CA Bar since 2012. Corporate Restructuring.	\$675.00	4.60	\$3,105.00
Sasha M. Gurvitz	SMG	Joined firm as an Associate in 2014. Member of the CA Bar since 2014. Corporate Restructuring.	\$625.00	207.90	\$129,937.50
Robert J. Smith	RJS	Joined firm as an Associate in 2015. Member of the CA Bar since 2013. Corporate.	\$600.00	282.60	\$169,560.00
Ashley D. Carlisle	ADC	Joined firm as an Associate in 2018. Member of the TX Bar since 2016. Not yet admitted to CA Bar. Corporate.	\$525.00	50.00	\$26,250.00
Shanda D. Pearson	SDP	Joined firm as a Paralegal in 2007. Corporate Restructuring.	\$375.00	43.70	\$16,387.50
Total:				1,615.80	\$1,215,391.00

EXHIBIT C**BUDGETS AND STAFFING PLANS**

In re Open Road Films, LLC, Case No. 18-12012-LSS
Budget and Staffing Plan for Klee, Tuchin, Bogdanoff & Stern LLP

For the Period from September 6, 2018 through and including September 30, 2018

Budget

Project Category	Budgeted Hours	Budgeted Fees
0001 – Case Administration	28.00	\$16,000.00
0002 – Asset Analysis / Recovery	6.00	\$5,000.00
0003 – Business Operations	17.00	\$15,000.00
0004 – Creditor Inquiries	45.00	\$42,000.00
0005 – Use, Sale, Lease of Assets	100.00	\$90,000.00
0006 – Cash Collateral	55.00	\$50,000.00
0007 – Claims Administration	125.00	\$105,000.00
0008 – Court Hearings	22.00	\$18,000.00
0009 – Professional Retention / Fee Issues	14.00	\$10,000.00
0010 – Fee Application Preparation	1.00	\$1,000.00
0011 – Budgeting	3.00	\$2,500.00
0012 – General Corporate	5.00	\$3,500.00
0013 – Schedules / SOFA / U.S. Trustee Reports	5.00	\$4,000.00
0014 – Employee Matters	2.00	\$2,000.00
0015 – Litigation / Adversary Proceedings	7.00	\$6,000.00
0016 – Automatic Stay / Adequate Protection	10.00	\$7,000.00
0017 – Executory Contracts / Unexpired Leases	28.00	\$17,000.00
0018 – Plan / Disclosure Statement	0.00	\$0.00
0019 – Meetings	7.00	\$6,000.00
0020 – Non-Working Travel	25.00	\$20,000.00
0021 – Tax	2.00	\$2,000.00
Total:	507.00	\$422,000.00

Staffing Plan

Category of Timekeeper	Number of Primary Timekeepers Expected to Work on the Matter During the Budget Period	Average Hourly Rate
Partners	5	\$902.00
Counsel/Associates	3	\$683.00
Paralegals	1	\$375.00
Law Clerk	0	\$0.00

TOTAL **9**

In re Open Road Films, LLC, Case No. 18-12012-LSS
Budget and Staffing Plan for Klee, Tuchin, Bogdanoff & Stern LLP

For the Period from October 1, 2018 through and including October 31, 2018

Budget

Project Category	Budgeted Hours	Budgeted Fees
0001 – Case Administration	8.00	\$5,000.00
0002 – Asset Analysis / Recovery	1.00	\$1,000.00
0003 – Business Operations	20.00	\$18,000.00
0004 – Creditor Inquiries	35.00	\$32,000.00
0005 – Use, Sale, Lease of Assets	450.00	\$360,000.00
0006 – Cash Collateral	15.00	\$13,000.00
0007 – Claims Administration	50.00	\$ 40,000.00
0008 – Court Hearings	24.00	\$20,000.00
0009 – Professional Retention / Fee Issues	3.00	\$3,000.00
0010 – Fee Application Preparation	8.00	\$6,000.00
0011 – Budgeting	3.00	\$2,000.00
0012 – General Corporate	6.00	\$5,000.00
0013 – Schedules / SOFA / U.S. Trustee Reports	20.00	\$16,000.00
0014 – Employee Matters	4.00	\$4,000.00
0015 – Litigation / Adversary Proceedings	10.00	\$8,000.00
0016 – Automatic Stay / Adequate Protection	23.00	\$18,000.00
0017 – Executory Contracts / Unexpired Leases	55.00	\$40,000.00
0018 – Plan / Disclosure Statement	1.00	\$1,000.00
0019 – Meetings	5.00	\$4,000.00
0020 – Non-Working Travel	20.00	\$16,000.00
0021 – Tax	1.00	\$1,000.00
Total:	762.00	\$613,000.00

Staffing Plan

Category of Timekeeper	Number of Primary Timekeepers Expected to Work on the Matter During the Budget Period	Average Hourly Rate
Partners	5	\$902.00
Counsel/Associates	4	\$650.00
Paralegals	1	\$375.00
Law Clerk	0	\$0.00

TOTAL**10**

In re Open Road Films, LLC, Case No. 18-12012-LSS
Budget and Staffing Plan for Klee, Tuchin, Bogdanoff & Stern LLP

For the Period from November 1, 2018 through and including November 30, 2018

Budget

Project Category	Budgeted Hours	Budgeted Fees
0001 – Case Administration	5.00	\$4,000.00
0002 – Asset Analysis / Recovery	1.00	\$1,000.00
0003 – Business Operations	9.00	\$6,000.00
0004 – Creditor Inquiries	5.00	\$5,000.00
0005 – Use, Sale, Lease of Assets	280.00	\$250,000.00
0006 – Cash Collateral	10.00	\$9,000.00
0007 – Claims Administration	25.00	\$20,000.00
0008 – Court Hearings	24.00	\$20,000.00
0009 – Professional Retention / Fee Issues	3.00	\$3,000.00
0010 – Fee Application Preparation	11.00	\$7,000.00
0011 – Budgeting	3.00	\$2,000.00
0012 – General Corporate	3.00	\$2,000.00
0013 – Schedules / SOFA / U.S. Trustee Reports	5.00	\$4,000.00
0014 – Employee Matters	5.00	\$4,000.00
0015 – Litigation / Adversary Proceedings	25.00	\$22,500.00
0016 – Automatic Stay / Adequate Protection	20.00	\$15,000.00
0017 – Executory Contracts / Unexpired Leases	100.00	\$80,000.00
0018 – Plan / Disclosure Statement	15.00	\$12,500.00
0019 – Meetings	3.00	\$2,000.00
0020 – Non-Working Travel	45.00	\$30,000.00
0021 – Tax	1.00	\$1,000.00
Total:	598.00	\$500,000.00

Staffing Plan

Category of Timekeeper	Number of Primary Timekeepers Expected to Work on the Matter During the Budget Period	Average Hourly Rate
Partners	7	\$997.00
Counsel/Associates	4	\$650.00
Paralegals	1	\$375.00
Law Clerk	0	\$0.00
TOTAL	12	

EXHIBIT D**SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENT****COMPENSATION BY PROJECT CATEGORY**

Project Category	Hours Billed	Fees Billed	Hours Budgeted	Fees Budgeted
0001 – Case Administration	21.40	\$11,303.00	41.00	\$25,000.00
0002 – Asset Analysis/Recovery	0.00	\$0.00	8.00	\$7,000.00
0003 – Business Operations	47.10	\$40,329.00	46.00	\$39,000.00
0004 – Creditor Inquiries	69.60	\$61,965.00	85.00	\$79,000.00
0005 – Use, Sale, and Lease of Assets	813.20	\$589,448.50	830.00	\$700,000.00
0006 – Cash Collateral	87.50	\$80,645.50	80.00	\$72,000.00
0007 – Claims Administration	121.10	\$91,450.50	200.00	\$165,000.00
0008 – Court Hearing	67.60	\$54,334.50	70.00	\$58,000.00
0009 – Professional Retention/Fee Issues	17.30	\$12,340.50	20.00	\$16,000.00
0010 – Fee Application Preparation	12.50	\$7,347.50	20.00	\$14,000.00
0011 – Budgeting	4.90	\$3,412.50	9.00	\$6,500.00
0012 – General Corporate	8.00	\$6,771.50	14.00	\$10,500.00
0013 – Schedules/SOFA/U.S. Trustee Reports	20.70	\$15,924.50	30.00	\$24,000.00
0014 – Employee Matters	4.90	\$4,251.50	11.00	\$10,000.00
0015 – Litigation/Adversary Proceedings	30.00	\$24,027.00	42.00	\$36,500.00
0016 – Automatic Stay/Adequate Protection	44.70	\$35,076.50	53.00	\$40,000.00
0017 – Executory Contracts/Unexpired Leases	185.50	\$128,712.00	183.00	\$137,000.00
0018 – Plan/Disclosure Statement	13.60	\$13,559.00	16.00	\$13,500.00
0019 – Meetings	9.90	\$7,499.50	15.00	\$12,000.00
0020 – Non-Working Travel	36.20	\$26,918.00	90.00	\$66,000.00
0021 – Tax	0.10	\$75.00	4.00	\$4,000.00
Total:	1,615.80	\$1,215,391.00	1,867.00	\$1,535,000.00

EXPENSE SUMMARY

Expense Category	Total Expenses
Court Fees	\$118.00
Online Research	\$8,077.78
Telephone	\$247.83
Travel	\$16,937.70
Total:	\$25,381.31

EXHIBIT E**FIRST INTERIM APPLICATION SUMMARY**

SUMMARY OF FIRST INTERIM APPLICATION	
Name of Applicant	Klee, Tuchin, Bogdanoff & Stern LLP
Name of Client	Open Road Films, LLC, <i>et al.</i>
Time period covered by this Application	September 6, 2018 through November 30, 2018
Total compensation sought during the Application Period	\$1,215,391.00
Total expenses sought during the Application Period	\$25,381.31
Petition Date	September 6, 2018
Retention Date	October 1, 2018 <i>Nunc Pro Tunc</i> to September 6, 2018
Date of order approving employment	October 1, 2018
Total compensation approved by interim order to date	N/A
Total expenses approved by interim order to date	N/A
Total allowed compensation paid to date	\$0.00
Total allowed expenses paid to date	\$0.00
Blended rate in the Application for all attorneys	\$762.68
Blended rate in the Application for all timekeepers	\$752.19
Compensation sought in the Application already paid pursuant to a monthly compensation order but not yet allowed	\$705,997.20
Expenses sought in the Application already paid pursuant to a monthly compensation order but not yet allowed	\$17,958.63
Number of professionals included in the Application	13
If applicable, number of professionals in the Application not included in staffing plan approved by client	One attorney was not included in the staffing plan, Mr. Kenneth N. Klee, a senior partner, was consulted on a discrete matter for which he billed 0.3 of an hour.
If applicable, difference between fees budgeted and compensation sought during the Application Period	The fees sought are \$319,609.00 less than the fees budgeted.
Number of professionals billing fewer than 15 hours to the case during the Application Period	3
Are any rates higher than those approved or disclosed at retention?	No

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re

OPEN ROAD FILMS, LLC, a Delaware limited liability company, *et al.*,¹

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

Hearing Date: January 31, 2019 at 10:00 a.m. (ET)**Objection Deadline: January 10, 2019 at 4:00 p.m. (ET)**

**FIRST INTERIM FEE REQUEST OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP**

Name of Applicant: Young Conaway Stargatt Taylor, LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Effective Date of Retention: September 6, 2018

Period for Which Compensation and Reimbursement is Sought: September 6, 2018 through and including November 30, 2018

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	CNO Filing Date & Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
10/19/18 D.I. 188	9/6/18- 9/30/18	\$84,539.50	\$2,638.55	11/13/18 D.I. 369	\$67,631.60	\$2,638.55	\$16,907.90
11/1/18 D.I. 263	10/1/18- 10/28/18	\$102,608.00	\$5,093.92	11/27/18 D.I. 412	\$82,086.40	\$5,093.92	\$20,521.60
12/12/18 D.I. 440	10/29/18- 11/30/18	\$91,758.50	\$5,006.37	Obj. Dln. 1/2/19	\$73,406.80 ²	\$5,006.37 ²	\$18,351.70 ²
TOTAL		\$278,906.00	\$12,738.84		\$223,124.80	\$12,738.84	\$55,781.20

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² Provided no objections are filed and pending the filing of a Certification of No Objection.

**SUPPLEMENT TO FIRST INTERIM FEE REQUEST OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP**

Young Conaway Stargatt & Taylor, LLP (“Young Conaway”), counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby supplements the *First Interim Fee Request of Young Conaway Stargatt & Taylor, LLP* for the period from September 6, 2018 through November 30, 2018 (the “First Interim Application”), by attaching, as Exhibits A through E hereto, certain schedules requested by the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”).

In addition, Young Conaway respectfully states that they have addressed the questions set forth under section C.5 of the UST Guidelines in their respective monthly fee applications previously filed with the Court.

December 20, 2018

/s/ Robert F. Poppiti, Jr.

Michael R. Nestor, Esq. (Bar No. 3526)

Robert F. Poppiti, Jr., Esq. (Bar No. 5052)

Ian J. Bambrick, Esq. (Bar No. 5455)

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Rodney Square, 1000 North King Street

Wilmington, Delaware 19801

Tel: (302) 571-6600

Fax: (302) 571-1253

Counsel to Debtors and Debtors in Possession

EXHIBIT A**CUSTOMARY AND COMPARABLE
COMPENSATION DISCLOSURES**

Young Conaway's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. In addition, Young Conaway's hourly rates for bankruptcy services are comparable to the rates charged by the Firm, and by comparably skilled practitioners in other firms, for complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. By way of example, Young Conaway's blended hourly rates for attorneys and paraprofessionals in the Corporate Counseling and Litigation, Business Planning and Tax, and Intellectual Property Litigation sections of the Firm for the prior calendar year were as set forth below. Young Conaway believes that the services performed by those three sections of the Firm are comparable to the services performed in the Bankruptcy and Corporate Restructuring section. Also included below is 2017 blended hourly rate information for all sections of the Firm, excluding the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.

Category of Timekeeper	Blended Hourly Rate		
	Billed In comparable practice areas for preceding calendar year ¹	Billed Firm-wide for preceding calendar year ²	Billed This Application
Partner	\$807	\$658	\$586
Counsel	\$488	\$439	\$0
Associate	\$406	\$396	\$455
Paralegal	\$212	\$175	\$256
Aggregated:	\$541	\$466	\$466

¹ This column reflects the blended 2017 rates charge by the firm for complex corporate and litigation matters in the following sections of the firm: Corporate Counseling and Litigation, Business Planning and Tax, and Intellectual Property Litigation.

² This column excludes blended hourly rates for the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.

EXHIBIT B**SUMMARY OF TIMEKEEPERS INCLUDED IN THE
FIRST INTERIM APPLICATION**

Name	Title	Department	Date of First Admission	Fees Billed in the Application Period	Hours Billed in the Application Period	Hourly Rate Billed in the Application Period
Michael R. Nestor	Partner	Bankruptcy	1996	\$15,463.50	18.30	\$845
Robert F. Poppiti, Jr.	Partner	Bankruptcy	2007	\$125,995.00	223.00	\$565
Ian J. Bambrick	Associate	Bankruptcy	2010	\$87,843.00	186.90	\$470
Shane M. Reil	Associate	Bankruptcy	2015	\$17,024.50	43.10	\$395
Brenda Walters	Paralegal	Bankruptcy	N/A	\$199.50	0.70	\$285
Debbie Laskin	Paralegal	Bankruptcy	N/A	\$684.00	2.40	\$285
Beth Olivere	Paralegal	Bankruptcy	N/A	\$51.00	0.20	\$255
Michelle Smith	Paralegal	Bankruptcy	N/A	\$31,212.00	122.40	\$255
Troy Bollman	Paralegal	Bankruptcy	N/A	\$433.50	1.70	\$255
Totals				\$278,906.00	598.70	

EXHIBIT C**BUDGET AND STAFFING PLAN**

	BUDGETED AMOUNT			
	<u>September</u>	<u>October</u>	<u>November</u>	<u>Application Period</u>
Total Fees/Expenses	\$140,000.00	\$140,000.00	\$140,000.00	\$420,000.00
	PROFESSIONAL RATES			
<u>Professional</u>	<u>September</u>	<u>October</u>	<u>November</u>	<u>Application Period</u>
Michael R. Nestor	\$845	\$845	\$845	\$845
Robert F. Poppiti, Jr.	\$565	\$565	\$565	\$565
Ian J. Bambrick	\$470	\$470	\$470	\$470
Shane M. Reil	\$395	\$395	\$395	\$395
Michelle Smith	\$255	\$255	\$255	\$255
	BUDGETED HOURS			
<u>Professional</u>	<u>September</u>	<u>October</u>	<u>November</u>	<u>Application Period</u>
Michael R. Nestor	60	60	60	180
Robert F. Poppiti, Jr.	75	75	75	225
Ian J. Bambrick	45	45	45	135
Shane M. Reil	35	35	35	105
Michelle Smith	35	35	35	105
TOTAL	250	250	250	750
	BUDGETED FEES			
<u>Professional</u>	<u>September</u>	<u>October</u>	<u>November</u>	<u>Application Period</u>
Michael R. Nestor	\$50,700.00	\$50,700.00	\$50,700.00	\$152,100.00
Robert F. Poppiti, Jr.	\$42,375.00	\$42,375.00	\$42,375.00	\$127,125.00
Ian J. Bambrick	\$21,150.00	\$21,150.00	\$21,150.00	\$63,450.00
Shane M. Reil	\$13,825.00	\$13,825.00	\$13,825.00	\$41,475.00
Michelle Smith	\$8,925.00	\$8,925.00	\$8,925.00	\$26,775.00
TOTAL	\$136,975.00	\$136,975.00	\$136,975.00	\$410,925.00
	BUDGETED EXPENSES (\$)			
	<u>September</u>	<u>October</u>	<u>November</u>	<u>Application Period</u>
Total Expenses	\$3,000.00	\$3,000.00	\$3,000.00	\$9,000.00

PROFESSIONAL	POSITION OF PROFESSIONAL; NUMBER OF YEARS IN THAT POSITION; YEAR OBTAINING LICENSE TO PRACTICE, IF APPLICABLE
Michael R. Nestor	Partner since 2003. Joined firm as an associate in 1998. Member of PA and NJ Bars since 1995. Member of DE Bar since 1996.
Robert F. Poppiti, Jr.	Partner since 2018. Joined firm as associate in 2007. Member of DE Bar since 2007 and NY Bar since 2015.
Ian J. Bambrick	Joined firm as associate in 2010. Member of DE Bar since 2010.
Shane M. Reil	Joined firm as associate in 2015. Member of DE Bar since 2015.
Michelle Smith	Paralegal

EXHIBIT D**SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENT**

SUMMARY OF COMPENSATION BY PROJECT CATEGORY		
Project Category	Hours Billed	Fees Sought
Case Administration	55.60	\$22,029.00
Court Hearings	99.60	\$47,148.50
Cash Collateral/DIP Financing	22.90	\$12,107.00
Schedules & Statements, U.S. Trustee Reports	65.10	\$31,214.50
Lease/Executory Contract Issues	39.60	\$18,776.00
Use, Sale or Lease of Property	162.30	\$76,762.50
Claims Analysis, Objections & Resolutions	10.50	\$5,001.00
Meetings	5.90	\$3,222.00
Stay Relief Matters	11.30	\$5,991.50
Reclamation Claims and Adversaries	0.00	\$0.00
Other Adversary Matters	8.00	\$3,228.00
Plan and Disclosure Statement	0.00	\$0.00
Creditor Inquiries	5.60	\$2,955.00
General Corporate Matters	0.40	\$188.00
Employee Matters	31.70	\$13,911.00
Asset Analysis	0.00	\$0.00
Retention of Professionals/Fee Issues	64.00	\$28,480.00
Fee Application Preparation	5.40	\$1,875.50
Utility Services	0.00	\$0.00
Business Operations	10.80	\$6,016.50
Totals	598.70	\$278,906.00

SUMMARY OF EXPENSE REIMBURSEMENT BY CATEGORY	
Category	Amount
Reproduction Charges	\$7,762.60
Federal Express	\$101.96
Filing Fee	\$206.00
Deposition/Transcript	\$748.75
Miscellaneous Outside Charges	\$1,586.00
Delivery/Courier	\$202.50
Car/Bus/Subway Travel	\$422.00
Working Meals	\$1,142.50
Teleconference/Video Conference.	\$262.09
Postage	\$1.84
Staff Overtime	\$215.30
Docket Retrieval/Search	\$87.30
Totals	\$12,738.84

EXHIBIT E

SUMMARY OF FIRST INTERIM APPLICATION	
Name of Applicant	Young Conaway Stargatt & Taylor, LLP
Name of Client	Debtors
Time period covered by First Interim Application	September 6, 2018 through November 30, 2018
Total compensation sought during the Application Period	\$278,906.00
Total expenses sought during the Application Period	\$12,738.84
Petition Date	September 6, 2018
Retention Date	September 6, 2018
Date of order approving employment	September 28, 2018
Total compensation approved by interim order to date	\$0
Total expenses approved by interim order to date	\$0
Total allowed compensation paid to date	\$149,718.00
Total allowed expenses paid to date	\$7,732.47
Blended rate in the First Interim Application for all attorneys	\$523
Blended rate in the First Interim Application for all timekeepers	\$466
Compensation sought in the First Interim Application already paid pursuant to a monthly compensation order but not yet allowed	\$149,718.00
Expenses sought in the First Interim Application already paid pursuant to a monthly compensation order but not yet allowed	\$7,732.47
Number of professionals included in the First Interim Application	9
If applicable, number of professionals in the First Interim Application not included in staffing plan approved by client	4
If applicable, difference between fees budgeted and compensation sought during the Application Period	Amt. Budgeted: \$420,000.00 Amt. Sought: \$278,906.00
Number of professionals billing fewer than 15 hours to the case during the Application Period	4
Are any rates higher than those approved or disclosed at retention?	No

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re

OPEN ROAD FILMS, LLC, a Delaware limited liability company, *et al.*,¹

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

Hearing Date: January 31, 2019 at 10:00 a.m. (ET)**Objection Deadline: January 10, 2019 at 4:00 p.m. (ET)**

**FIRST INTERIM FEE REQUEST OF
DONLIN, RECANO & COMPANY, INC.**

Name of Applicant: Donlin, Recano & Company, Inc.

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Effective Date of Retention: September 6, 2018

Period for Which Compensation and Reimbursement is Sought: September 6, 2018 through and including November 30, 2018

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	CNO Filing Date & Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
11/28/18 D.I. 417	9/6/18- 10/31/18	\$6,122.50	\$0.00	Obj. Dln. 12/19/18	\$4,898.00	\$0.00	\$1,224.50
12/12/18 D.I. 443	11/1/18- 11/30/18	\$371.00	\$0.00	Obj. Dln. 1/2/19	\$296.80 ²	\$0.00	\$74.20 ²
TOTAL		\$6,493.50	\$0.00		\$5,194.80	\$0.00	\$1,298.70

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Open Road Films, LLC (4435-Del.); Open Road Releasing, LLC (4736-Del.); OR Productions LLC (5873-Del.); Briarcliff LLC (7304-Del.); Open Road International LLC (4109-Del.); and Empire Productions LLC (9375-Del.). The Debtors' address is 1800 Century Park East, Suite 600, Los Angeles, California 90067.

² Provided no objections are filed and pending the filing of a Certification of No Objection.