

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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)

Ref. Docket Nos. 62 and 109

**SUPPLEMENTAL DECLARATION OF ROBERT F. POPPITI, JR.
IN CONNECTION WITH THE ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF YOUNG CONAWAY STARGATT & TAYLOR, LLP
AS COUNSEL FOR THE DEBTORS, NUNC PRO TUNCTO TO THE PETITION DATE**

I, Robert F. Poppiti, Jr., declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am a partner in the law firm of Young Conaway Stargatt & Taylor, LLP, with offices at Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, and am duly admitted to practice in the states of Delaware and New York, the District of Columbia, and the United States District Court for the District of Delaware. I am familiar with the matters set forth herein and, if called as a witness, I could and would testify thereto.

2. On September 12, 2018, the Debtors² filed the *Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel for the Debtors, Nunc Pro Tunc to the Petition Date* [Docket No. 62] (the "Application").

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, CA 90067.

² Capitalized terms used but not otherwise defined herein have the meaning given to them in the Application.

3. On September 28, 2018, the Court entered the *Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel for the Debtors, Nunc Pro Tunc to the Petition Date* [Docket No. 109] (the “Retention Order”). Pursuant to the Retention Order, Young Conaway must provide notice of any increase in Young Conaway’s rates.

4. At the time of the filing of the Application, the principal attorneys and paralegal designated to represent the Debtors and their then-current standard hourly rates were:

- a. Michael R. Nestor \$845.00 per hour
- b. Robert F. Poppiti, Jr. \$565.00 per hour
- c. Ian J. Bambrick \$470.00 per hour
- d. Shane M. Reil \$395.00 per hour
- e. Michelle Smith (paralegal) \$255.00 per hour

5. Effective as of January 1, 2019, the standard hourly rates for the principal attorneys and paralegal designated to represent the Debtors are as follows:

- a. Michael R. Nestor \$905.00 per hour
- b. Robert F. Poppiti, Jr. \$625.00 per hour
- c. Ian J. Bambrick \$545.00 per hour
- d. Shane M. Reil \$460.00 per hour
- e. Michelle Smith (paralegal) \$285.00 per hour

Further, the standard hourly rates for other attorneys and paralegals from Young Conaway who could from time to time also serve the Debtors in connection with these chapter 11 cases have, effective as of January 1, 2019, increased.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 3, 2019
Wilmington, Delaware

/s/ Robert F. Poppiti, Jr.
Robert F. Poppiti, Jr.