

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

<p>In re</p> <p>OPEN ROAD FILMS, LLC, a Delaware limited liability company, <i>et al.</i>,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No.: 18-12012 (LSS)</p> <p>(Jointly Administered)</p> <p><b>Hearing Date: To Be Determined</b> <b>Objection Deadline: April 10, 2019 at 4:00 p.m. (ET)</b></p>
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**SECOND 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 December 1, 2018 through and including February 28, 2019. 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

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<sup>1</sup> 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 APRIL 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 on a day, and at a time, to be determined 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.

**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: March 20, 2018  
Wilmington, Delaware

*/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  
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and

Michael L. Tuchin, Esq.  
Jonathan M. Weiss, Esq.  
Sasha M. Gurvitz, Esq.  
KLEE, TUCHIN, BOGDANOFF & STERN LLP  
1999 Avenue of the Stars, 39<sup>th</sup> 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.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

**Hearing Date: To Be Determined****Objection Deadline: April 10, 2019 at 4:00 p.m. (ET)**

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

Name of Applicant:

Klee, Tuchin, Bogdanoff &amp; 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:December 1, 2018 through and including February  
28, 2019

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%)
1/14/19 Docket No. 526	12/1/18- 12/31/18	\$309,065.00	\$13,623.95	2/5/19 Docket No. 552	\$247,252.00	\$13,623.95	\$61,813.00
2/12/19 Docket No. 558	1/1/19- 1/31/19	\$92,732.00	\$187.92	3/6/19 Docket No. 590	\$74,185.60	\$187.92	\$18,546.40
3/11/19 Docket No. 597	2/1/19- 2/28/19	\$112,429.50	\$338.72	Obj. Dln. 4/1/19	\$89,943.60 <sup>2</sup>	\$338.72 <sup>2</sup>	\$22,485.90 <sup>2</sup>
<b>TOTAL</b>		<b>\$514,226.50</b>	<b>\$14,150.59</b>		<b>\$411,381.20</b>	<b>\$14,150.59</b>	<b>\$102,845.30</b>

<sup>1</sup> 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.

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

**SUPPLEMENT TO SECOND INTERIM FEE APPLICATION OF  
KLEE, TUCHIN, BOGDANOFF & STERN LLP**

Klee, Tuchin, Bogdanoff & Stern LLP (“**KTB&S**” or the “**Firm**”), counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”), hereby supplements the *Second Interim Fee Application of Klee, Tuchin, Bogdanoff & Stern LLP* (the “**Second Interim Application**”) for the period from December 1, 2018 through and including February 28, 2019 (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, KTB&S respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

- a. During the Application Period, KTB&S 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 KTB&S are less than the fees budgeted for the time period covered by this Second Interim Application pursuant to the budgets provided by KTB&S to the Debtors.
- c. The professionals included in the Second Interim Application did not vary their hourly rate based on the geographic location of the bankruptcy cases.
- d. The Second 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. The Second Interim Application does not include time or fees for reviewing time records to redact any privileged or other confidential information.
- f. The Second Interim Application does not include rate increases other than ordinary course annual step increases. The client was notified at the outset of the engagement that, like most of its peer law firms, KTB&S adjusts its hourly rates periodically,

typically on January 1 of each year, in the form of step increases in the ordinary course on the basis of advancing experience, seniority, and promotion of KTB&S's professionals. The client was further notified immediately upon implementation of the step increases. These step increases do not constitute "rate increases" as that term is used in the U.S. Trustee Guidelines.

KTB&S requests approval of \$514,226.50 as compensation for professional services rendered for the Debtors during the Application Period and \$14,150.59 as reimbursement for actual and necessary expenses incurred by KTB&S for the Debtors during the Application Period. This does not include \$37,135.00 representing 50.50 hours of work that has been written off and is reflected as "No Charge" on the billing records.

Dated: March 20, 2019

/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, 39<sup>th</sup> 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**

<b>Category of Timekeeper (Using categories already maintained by KTB&amp;S)</b>	<b>Blended Hourly Rate</b>	
	<b>Preceding year, excluding estate work</b>	<b>In this Application</b>
Partners	\$1,125.02	\$837.08
Counsel/Associates	\$656.92	\$633.35
Paralegals	\$369.11	\$392.53
Law Clerks	\$286.15	N/A

**EXHIBIT B****SUMMARY OF TIMEKEEPERS**

<b>Name of Professional</b>	<b>Initials of Professional Used in the Application</b>	<b>Position of the Professional, Number of Years in That Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (2018 &amp; 2019)</b>	<b>Hours Billed</b>	<b>Total Compensation</b>
Michael L. Tuchin	MLT	Joined firm as a Partner in 1999. Member of the CA Bar since 1990. Corporate Restructuring.	\$1,245.00	18.60	\$23,157.00
			\$1,345.00	10.10	\$13,584.50
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	1.60	\$1,592.00
			\$1,075.00	9.50	\$10,212.50
Whitman L. Holt	WLH	Joined firm as a Partner in 2010. Member of CA Bar since 2005. Corporate Restructuring.	\$895.00	44.80	\$40,096.00
			\$975.00	62.30	\$60,742.50
Justin D. Yi	JDY	Joined firm as a Partner in 2015. Member of the CA Bar since 2011. Corporate.	\$750.00	79.60	\$59,700.00
			\$825.00	7.00	\$5,775.00
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	131.60	\$95,410.00
			\$795.00	86.70	\$68,926.50
Robert J. Smith	RJS	Partner since 2019. Joined firm as an Associate in 2015. Member of the CA Bar since 2013. Corporate.	\$600.00	68.10	\$40,860.00
			\$710.00	7.90	\$5,609.00
Sasha M. Gurvitz	SMG	Joined firm as an Associate in 2014. Member of the CA Bar since 2014. Corporate Restructuring.	\$625.00	67.00	\$41,875.00
			\$695.00	54.70	\$38,016.50
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	5.00	\$2,625.00
Shanda D. Pearson	SDP	Joined firm as a Paralegal in 2007. Corporate Restructuring.	\$375.00	10.00	\$3,750.00
			\$425.00	5.40	\$2,295.00
<b>Total:</b>				<b>669.90</b>	<b>\$514,226.50</b>



**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 December 1, 2018 through and including December 31, 2018**

**Budget**

<b>Project Category</b>	<b>Budgeted Hours</b>	<b>Budgeted Fees</b>
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	260.00	\$210,000.00
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	10.00	\$6,500.00
0011 – Budgeting	2.00	\$1,500.00
0012 – General Corporate	1.00	\$700.00
0013 – Schedules / SOFA / U.S. Trustee Reports	1.00	\$700.00
0014 – Employee Matters	2.00	\$1,300.00
0015 – Litigation / Adversary Proceedings	10.00	\$6,300.00
0016 – Automatic Stay / Adequate Protection	5.00	\$5,000.00
0017 – Executory Contracts / Unexpired Leases	65.00	\$50,000.00
0018 – Plan / Disclosure Statement	15.00	\$12,500.00
0019 – Meetings	2.00	\$1,500.00
0020 – Non-Working Travel	50.00	\$35,000.00
0021 – Tax	1.00	\$1,000.00
<b>Total:</b>	<b>506.00</b>	<b>\$400,000.00</b>

**Staffing Plan**

<b>Category of Timekeeper</b>	<b>Number of Primary Timekeepers Expected to Work on the Matter During the Budget Period</b>	<b>Average Hourly Rate</b>
Partners	6	\$918.00
Counsel/Associates	4	\$644.00
Paralegals	1	\$375.00
Law Clerks	0	\$0.00

**TOTAL****11**

***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 January 1, 2019 through and including January 31, 2019**

**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	25.00	\$15,000.00
0006 – Cash Collateral	10.00	\$9,000.00
0007 – Claims Administration	10.00	\$9,000.00
0008 – Court Hearings	1.00	\$1,000.00
0009 – Professional Retention / Fee Issues	3.00	\$3,000.00
0010 – Fee Application Preparation	10.00	\$6,500.00
0011 – Budgeting	2.00	\$1,500.00
0012 – General Corporate	1.00	\$700.00
0013 – Schedules / SOFA / U.S. Trustee Reports	1.00	\$700.00
0014 – Employee Matters	2.00	\$1,300.00
0015 – Litigation / Adversary Proceedings	10.00	\$6,300.00
0016 – Automatic Stay / Adequate Protection	3.00	\$3,000.00
0017 – Executory Contracts / Unexpired Leases	30.00	\$20,000.00
0018 – Plan / Disclosure Statement	20.00	\$15,500.00
0019 – Meetings	2.00	\$1,500.00
0020 – Non-Working Travel	0.00	\$0.00
0021 – Tax	1.00	\$1,000.00
<b>Total:</b>	<b>151.00</b>	<b>\$111,000.00</b>

**Staffing Plan**

<b>Category of Timekeeper</b>	<b>Number of Primary Timekeepers Expected to Work on the Matter During the Budget Period</b>	<b>Average Hourly Rate</b>
Partners	6	\$954.00
Counsel/Associates	2	\$632.00
Paralegals	1	\$425.00
Law Clerks	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 February 1, 2019 through and including February 28, 2019**

**Budget**

Project Category	Budgeted Hours	Budgeted Fees
0001 – Case Administration	4.00	\$2,500.00
0002 – Asset Analysis / Recovery	3.00	\$3,000.00
0003 – Business Operations	3.00	\$2,500.00
0004 – Creditor Inquiries	6.00	\$5,000.00
0005 – Use, Sale, Lease of Assets	14.00	\$12,000.00
0006 – Cash Collateral	4.00	\$3,500.00
0007 – Claims Administration	40.00	\$37,000.00
0008 – Court Hearings	4.00	\$3,500.00
0009 – Professional Retention / Fee Issues	4.00	\$4,000.00
0010 – Fee Application Preparation	4.00	\$3,000.00
0011 – Budgeting	2.00	\$1,500.00
0012 – General Corporate	1.00	\$700.00
0013 – Schedules / SOFA / U.S. Trustee Reports	2.00	\$1,500.00
0014 – Employee Matters	1.00	\$700.00
0015 – Litigation / Adversary Proceedings	15.00	\$15,000.00
0016 – Automatic Stay / Adequate Protection	1.00	\$700.00
0017 – Executory Contracts / Unexpired Leases	10.00	\$8,000.00
0018 – Plan / Disclosure Statement	40.00	\$35,000.00
0019 – Meetings	1.00	\$700.00
0020 – Non-Working Travel	0.00	\$0.00
0021 – Tax	1.00	\$700.00
<b>Total:</b>	<b>160.00</b>	<b>\$140,500.00</b>

**Staffing Plan**

<b>Category of Timekeeper</b>	<b>Number of Primary Timekeepers Expected to Work on the Matter During the Budget Period</b>	<b>Average Hourly Rate</b>
Partners	6	\$954.00
Counsel/Associates	2	\$632.00
Paralegals	1	\$425.00
Law Clerks	0	\$0.00

**TOTAL****9**

**EXHIBIT D****COMPENSATION BY PROJECT CATEGORY****For the Period from December 1, 2018 through and including February 28, 2019**

<b>Project Category</b>	<b>Hours Billed</b>	<b>Fees Billed</b>	<b>Hours Budgeted</b>	<b>Fees Budgeted</b>
0001 – Case Administration	10.00	\$5,991.00	37.00	\$22,500.00
0002 – Asset Analysis/Recovery	1.30	\$1,033.50	10.00	\$9,000.00
0003 – Business Operations	18.80	\$16,155.50	29.00	\$23,500.00
0004 – Creditor Inquiries	8.80	\$7,845.00	56.00	\$52,000.00
0005 – Use, Sale, and Lease of Assets	250.90	\$182,339.00	139.00	\$117,000.00
0006 – Cash Collateral	17.20	\$15,685.00	69.00	\$62,500.00
0007 – Claims Administration	69.90	\$57,626.50	175.00	\$151,000.00
0008 – Court Hearing	28.40	\$21,351.50	27.00	\$22,500.00
0009 – Professional Retention/Fee Issues	5.90	\$6,087.50	21.00	\$17,000.00
0010 – Fee Application Preparation	16.60	\$9,416.00	15.00	\$10,500.00
0011 – Budgeting	2.60	\$1,828.00	7.00	\$5,500.00
0012 – General Corporate	0.10	\$72.50	7.00	\$4,900.00
0013 – Schedules/SOFA/U.S. Trustee Reports	1.40	\$1,333.00	8.00	\$6,200.00
0014 – Employee Matters	2.00	\$1,724.50	5.00	\$4,000.00
0015 – Litigation/Adversary Proceedings	27.60	\$24,177.00	32.00	\$27,300.00
0016 – Automatic Stay/Adequate Protection	10.20	\$7,028.00	14.00	\$10,700.00
0017 – Executory Contracts/Unexpired Leases	87.30	\$67,795.50	68.00	\$45,000.00
0018 – Plan/Disclosure Statement	78.00	\$63,362.00	60.00	\$50,500.00
0019 – Meetings	0.00	\$0.00	10.00	\$8,200.00
0020 – Non-Working Travel	31.70	\$22,392.50	25.00	\$20,000.00
0021 – Tax	1.20	\$983.00	4.00	\$3,700.00
<b>Total:</b>	<b>669.90</b>	<b>\$514,226.50</b>	<b>818.00</b>	<b>\$673,500.00</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses</b>
Court Fees	\$155.00
Online Research	\$1,080.25
Postage	\$7.42
Travel	\$12,907.92
<b>Total:</b>	<b>\$14,150.59</b>



**EXHIBIT E**

<b>SUMMARY OF SECOND INTERIM APPLICATION</b>	
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	December 1, 2018 through February 28, 2019
Total compensation sought during the Application Period	\$514,226.50
Total expenses sought during the Application Period	\$14,150.59
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	\$1,215,391.00 (100% Fees for Sept.-Nov. 2018)
Total expenses approved by interim order to date	\$25,381.31 (100% Expenses for Sept.-Nov. 2018)
Total allowed compensation (by interim order) paid to date	\$1,215,391.00 (100% Fees for Sept.-Nov. 2018)
Total allowed expenses (by interim order) paid to date	\$25,381.31 (100% Expenses for Sept.-Nov. 2018)
Blended rate in the Application for all attorneys	\$776.44
Blended rate in the Application for all timekeepers	\$767.62
Compensation sought in the Application already paid pursuant to a monthly compensation order but not yet allowed by interim order	\$321,437.60 (80% Fees for Dec. 2018 and Jan. 2019)
Expenses sought in the Application already paid pursuant to a monthly compensation order but not yet allowed by interim order	\$13,811.87 (100% Expenses for Dec. 2018 and Jan. 2019)
Number of professionals included in the Application	9
If applicable, number of professionals in the Application not included in staffing plan approved by client	0

If applicable, difference between fees budgeted and compensation sought during the Application Period	Fees Budgeted: \$673,500.00 Fees Sought: \$514,226.50 Difference: \$159,273.50
Number of professionals billing fewer than 15 hours to the case during the Application Period	2
Are any rates higher than those approved or disclosed at retention?	The Application does not include rate increases other than ordinary course annual step increases. The client was notified at the outset of the engagement that, like most of its peer law firms, KTB&S adjusts its hourly rates periodically, typically on January 1 of each year, in the form of step increases in the ordinary course on the basis of advancing experience, seniority, and promotion of KTB&S's professionals. The client was further notified immediately upon implementation of the step increases. These step increases do not constitute "rate increases" as that term is used in the U.S. Trustee Guidelines.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re

OPEN ROAD FILMS, LLC, a Delaware limited liability company, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

**Hearing Date: To Be Determined****Objection Deadline: April 10, 2019 at 4:00 p.m. (ET)**

**SECOND 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: December 1, 2018 through and including February 28, 2019

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%)
1/7/19 Docket No. 518	12/1/18- 12/31/18	\$62,551.00	\$3,480.38	1/29/19 Docket No. 544	\$50,040.80	\$3,480.38	\$12,510.20
2/7/19 Docket No. 553	1/1/19- 1/31/19	\$12,525.50	\$3,426.35	3/1/19 Docket No. 586	\$10,020.40	\$3,426.35	\$2,505.10
3/7/19 Docket No. 591	2/1/19- 2/28/19	\$15,369.50	\$230.80	Obj. Dln. 3/28/19	\$12,295.60 <sup>2</sup>	\$230.80 <sup>2</sup>	\$3,073.90 <sup>2</sup>
<b>TOTAL</b>		<b>\$90,446.00</b>	<b>\$7,137.53</b>		<b>\$72,356.80</b>	<b>\$7,137.53</b>	<b>\$18,089.20</b>

<sup>1</sup> 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.

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

**SUPPLEMENT TO SECOND 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 *Second Interim Fee Request of Young Conaway Stargatt & Taylor, LLP* for the period from December 1, 2018 through February 28, 2019 (the “Second 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.

Dated: March 20, 2019  
Wilmington, Delaware

/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  
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*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 Intellectual Property Litigation sections of the Firm for the 2017 and 2018 calendar years 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 and 2018 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 for 2017		
	Billed In comparable practice areas for preceding calendar year <sup>1</sup>	Billed Firm-wide for preceding calendar year <sup>2</sup>	Billed This Application (December 2018 only)
Partner	\$807	\$658	\$845
Counsel	\$488	\$439	N/A
Associate	\$406	\$396	\$510
Paralegal	\$212	\$175	\$255
<b>Aggregated:</b>	<b>\$541</b>	<b>\$466</b>	<b>\$434</b>

Category of Timekeeper	Blended Hourly Rate for 2018		
	Billed In comparable practice areas for preceding calendar year <sup>3</sup>	Billed Firm-wide for preceding calendar year <sup>2</sup>	Billed This Application (January and February 2019 only)
Partner	\$800	\$667	N/A
Counsel	\$514	\$465	N/A
Associate	\$417	\$414	\$588
Paralegal	\$240	\$195	\$285
<b>Aggregated:</b>	<b>\$542</b>	<b>\$487</b>	<b>\$452</b>

<sup>1</sup> 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.

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

<sup>3</sup> This column reflects the blended 2018 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 Intellectual Property Litigation.

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

<b>Name</b>	<b>Title</b>	<b>Department</b>	<b>Date of First Admission</b>	<b>Fees Billed in the Application Period</b>	<b>Hours Billed in the Application Period</b>	<b>Hourly Rate Billed in the Application Period</b>
Michael R. Nestor	Partner	Bankruptcy	1996	\$1,605.50	1.90	\$845
Robert F. Poppiti, Jr.	Partner	Bankruptcy	2007	\$44,040.00	75.60	\$565/\$625
Ian J. Bambrick	Associate	Bankruptcy	2010	\$17,362.00	35.60	\$470/\$545
Shane M. Reil	Associate	Bankruptcy	2015	\$8,009.00	19.70	\$395/\$460
Debbie Laskin	Paralegal	Bankruptcy	N/A	\$85.50	0.30	\$285
Beth Olivere	Paralegal	Bankruptcy	N/A	\$114.00	0.40	\$285
Michelle Smith	Paralegal	Bankruptcy	N/A	\$18,802.50	70.70	\$255/\$285
Troy Bollman	Paralegal	Bankruptcy	N/A	\$427.50	1.50	\$285
<b>Totals</b>				<b>\$90,446.00</b>	<b>205.70</b>	

**EXHIBIT C****BUDGET AND STAFFING PLAN**

	<b>BUDGETED AMOUNT</b>			
	<b><u>December</u></b>	<b><u>January</u></b>	<b><u>February</u></b>	<b><u>Application Period</u></b>
Total Fees/Expenses	\$140,000.00	\$50,000.00	\$50,000.00	\$240,000.00
	<b>PROFESSIONAL RATES</b>			
<b><u>Professional</u></b>	<b><u>December</u></b>	<b><u>January</u></b>	<b><u>February</u></b>	<b><u>Application Period</u></b>
Michael R. Nestor	\$845	\$905	\$905	\$845/\$905
Robert F. Poppiti, Jr.	\$565	\$625	\$625	\$565/\$625
Ian J. Bambrick	\$470	\$545	\$545	\$470/\$545
Shane M. Reil	\$395	\$460	\$460	\$395/\$460
Michelle Smith	\$255	\$285	\$285	\$255/\$285
	<b>BUDGETED HOURS</b>			
<b><u>Professional</u></b>	<b><u>December</u></b>	<b><u>January</u></b>	<b><u>February</u></b>	<b><u>Application Period</u></b>
Michael R. Nestor	60	10	10	80
Robert F. Poppiti, Jr.	75	35	35	145
Ian J. Bambrick	45	10	10	65
Shane M. Reil	35	15	15	65
Michelle Smith	35	20	20	75
<b>TOTAL</b>	<b>250</b>	<b>90</b>	<b>90</b>	<b>430</b>
	<b>BUDGETED FEES</b>			
<b><u>Professional</u></b>	<b><u>December</u></b>	<b><u>January</u></b>	<b><u>February</u></b>	<b><u>Application Period</u></b>
Michael R. Nestor	\$50,700.00	\$9,050.00	\$9,050.00	\$68,800.00
Robert F. Poppiti, Jr.	\$42,375.00	\$21,875.00	\$21,875.00	\$86,125.00
Ian J. Bambrick	\$21,150.00	\$5,450.00	\$5,450.00	\$32,050.00
Shane M. Reil	\$13,825.00	\$6,900.00	\$6,900.00	\$27,625.00
Michelle Smith	\$8,925.00	\$5,700.00	\$5,700.00	\$20,325.00
<b>TOTAL</b>	<b>\$136,975.00</b>	<b>\$48,975.00</b>	<b>\$48,975.00</b>	<b>\$234,925.00</b>
	<b>BUDGETED EXPENSES (\$)</b>			
	<b><u>December</u></b>	<b><u>January</u></b>	<b><u>February</u></b>	<b><u>Application Period</u></b>
Total Expenses	\$3,000.00	\$1,000.00	\$1,000.00	\$5,000.00

<b>PROFESSIONAL</b>	<b>POSITION OF PROFESSIONAL; NUMBER OF YEARS IN THAT POSITION; YEAR OBTAINING LICENSE TO PRACTICE, IF APPLICABLE</b>
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**

<b>SUMMARY OF COMPENSATION BY PROJECT CATEGORY</b>		
<b>Project Category</b>	<b>Hours Billed</b>	<b>Fees Sought</b>
Case Administration	11.30	\$3,929.50
Court Hearings	48.50	\$20,878.00
Cash Collateral/DIP Financing	2.90	\$1,286.50
Schedules & Statements, U.S. Trustee Reports	4.10	\$1,692.00
Lease/Executory Contract Issues	14.00	\$7,346.00
Use, Sale or Lease of Property	46.20	\$22,020.00
Claims Analysis, Objections & Resolutions	16.40	\$8,193.50
Stay Relief Matters	2.60	\$1,040.00
Other Adversary Matters	5.30	\$2,289.50
Plan and Disclosure Statement	9.50	\$5,170.50
Creditor Inquiries	0.60	\$297.00
General Corporate Matters	0.30	\$148.50
Employee Matters	5.60	\$2,431.00
Retention of Professionals/Fee Issues	25.60	\$9,197.00
Fee Application Preparation	12.50	\$4,351.50
Business Operations	0.30	\$175.50
<b>Totals</b>	<b>205.70</b>	<b>\$90,446.00</b>

<b>SUMMARY OF EXPENSE REIMBURSEMENT BY CATEGORY</b>	
<b>Category</b>	<b>Amount</b>
Reproduction Charges	\$3,131.50
Filing Fee	\$25.00
Deposition/Transcript	\$984.25
Delivery/Courier	\$419.00
Car/Bus/Subway Travel	\$424.00
Working Meals	\$796.69
Teleconference/Video Conference.	\$202.68
Postage	\$2.00
Staff Overtime	\$107.65
Computerized Legal Research	\$265.96
Docket Retrieval/Search	\$65.80
Client Requested Food or Services	\$713.00
<b>Totals</b>	<b>\$7,137.53</b>

**EXHIBIT E**

<b>SUMMARY OF SECOND INTERIM APPLICATION</b>	
Name of Applicant	Young Conaway Stargatt & Taylor, LLP
Name of Client	Debtors
Time period covered by Second Interim Application	September 6, 2018 through November 30, 2018
Total compensation sought during the Application Period	\$90,446.00
Total expenses sought during the Application Period	\$7,137.53
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	\$278,906.00
Total expenses approved by interim order to date	\$10,933.84
Total allowed compensation paid to date	\$338,967.20
Total allowed expenses paid to date	\$17,840.57
Blended rate in the Second Interim Application for all attorneys	\$534.76
Blended rate in the Second Interim Application for all timekeepers	\$439.70
Compensation sought in the Second Interim Application already paid pursuant to a monthly compensation order but not yet allowed	\$60,061.20
Expenses sought in the Second Interim Application already paid pursuant to a monthly compensation order but not yet allowed	\$6,906.73
Number of professionals included in the Second Interim Application	8
If applicable, number of professionals in the Second Interim Application not included in staffing plan approved by client	3
If applicable, difference between fees budgeted and compensation sought during the Application Period	Amt. Budgeted: \$240,000.00 Amt. Sought: \$90,446.00
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?	Yes <sup>1</sup>

<sup>1</sup> This Application includes rate increases as of January 1, 2019 as disclosed in the *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 Tunc to the Petition Date* [D.I. 511].

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re

OPEN ROAD FILMS, LLC, a Delaware limited liability company, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

**Hearing Date: To Be Determined****Objection Deadline: April 10, 2019 at 4:00 p.m. (ET)**

**SECOND 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: December 1, 2018 through and including February 28, 2019

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%)
1/24/19 Docket No. 539	12/1/18-12/31/18	\$350.00	\$0.00	2/19/19 Docket No. 567	\$280.00	\$0.00	\$70.00
2/19/19 Docket No. 568	1/1/19-1/31/19	\$157.50	\$0.00	3/13/19 Docket No. 601	\$126.00	\$0.00	\$31.50
3/15/19 Docket No. 604	2/1/19-2/28/19	\$290.50	\$0.00	Obj. Dln. 4/5/19	\$232.40 <sup>2</sup>	\$0.00	\$58.10 <sup>2</sup>
<b>TOTAL</b>		<b>\$798.00</b>	<b>\$0.00</b>		<b>\$638.40</b>	<b>\$0.00</b>	<b>\$159.60</b>

<sup>1</sup> 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.

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