

# **EXHIBIT A**

**KLEE, TUCHIN, BOGDANOFF & STERN LLP**

1999 Avenue of the Stars  
 Thirty-Ninth Floor  
 Los Angeles, California 90067  
 Telephone: (310) 407-4000  
 Facsimile: (310) 407-9090  
 Taxpayer I.D. No. 95-4744518

April 02, 2019

Bill No. 17032

Open Road Films LLC  
 Amir Agam, CRO  
 2049 Century Park East, 4th Floor  
 Los Angeles, CA 90067

<u>Matter Code</u>	<u>Matter Name</u>	<u>Fees Billed</u>	<u>Expenses Billed</u>	<u>Total Billed</u>
0000	Open Road Expenses	\$0.00	\$17.06	\$17.06
0001	Case Administration	\$1,538.00	\$0.00	\$1,538.00
0002	Asset Analysis/Recovery	\$1,431.00	\$0.00	\$1,431.00
0003	Business Operations	\$1,018.50	\$0.00	\$1,018.50
0004	Creditor Inquiries	\$0.00	\$0.00	\$0.00
0005	Use, Sale, Lease of Assets	\$12,832.50	\$0.00	\$12,832.50
0006	Cash Collateral	\$3,754.50	\$0.00	\$3,754.50
0007	Claims Administration Court	\$3,122.00	\$0.00	\$3,122.00
0008	Hearings	\$395.50	\$0.00	\$395.50
0009	Professional Retention/Fee Issues	\$895.00	\$0.00	\$895.00
0010	Fee Application Preparation	\$5,243.50	\$0.00	\$5,243.50
0011	Budgeting	\$765.00	\$0.00	\$765.00
0015	Litigation/Adversary Proceedings	\$7,299.00	\$0.00	\$7,299.00
0017	Executory Contracts/Unexpired Leases	\$1,116.00	\$0.00	\$1,116.00

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0000 Open Road Expenses

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0018	Plan/Disclosure Statement	\$37,876.50	\$0.00	\$37,876.50
0021	Tax	\$321.00	\$0.00	\$321.00
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		\$77,608.00	\$17.06	\$77,625.06

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April 02, 2019  
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Amir Agam, CRO  
2049 Century Park East, 4th Floor  
Los Angeles, CA 90067

For Services Rendered Through 3/31/2019

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In Reference To: Open Road Expenses  
File No.: 2339-0000

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Costs and Disbursements

Online Research

Pacer - March 2019	\$1.50
	<hr/>
	\$1.50

Delivery services/messengers

FedEx to Greg Young at DLA Piper on 02/28/19	\$9.76
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	\$9.76

Postage

Postage - March 2019	\$5.80
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	\$5.80

Total Costs and Disbursements	<hr/>	\$17.06
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For Services Rendered Through 3/31/2019

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In Reference To: Case Administration

File No.: 2339-0001

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Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/6/2019	SMG	Analyze docket update report	0.10	\$69.50
	SDP	Analyze correspondence from M. Smith re docket update	0.10	\$42.50
3/7/2019	SDP	Analyze docket update	0.10	\$42.50
	SMG	Analyze docket update report	0.10	\$69.50
3/11/2019	SMG	Analyze docket update	0.10	\$69.50
	JMW	Analyze WM Group West Engineers' notice of appearance	0.10	No Charge
	SDP	Analyze correspondence from C. Cathcart re docket update	0.10	\$42.50
	SMG	Exchange e-mail correspondence with S. Reil re 3/11 filing	0.10	\$69.50
3/12/2019	SDP	Analyze docket update	0.10	\$42.50
3/13/2019	SDP	Analyze correspondence from M. Smith re docket update	0.10	\$42.50
3/15/2019	SDP	Analyze docket update	0.10	\$42.50
3/20/2019	MLT	Analyze critical dates memo	0.10	\$134.50
	SDP	Analyze docket update	0.10	\$42.50
	JMW	Analyze critical dates memo	0.20	\$159.00
	WLH	Analyze updated critical dates calendar	0.10	\$97.50
	SMG	Analyze docket update	0.10	No Charge
	SMG	Analyze critical dates memo	0.20	\$139.00
	SDP	Analyze correspondence from I. Bambrick re critical dates calendar	0.10	\$42.50
3/22/2019	SMG	Exchange e-mail correspondence with I. Bambrick re 4/4 filing	0.10	\$69.50
	SMG	Analyze update case calendar	0.10	\$69.50

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<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/26/2019	SMG	Analyze docket report	0.10	\$69.50
	SDP	Analyze correspondence from M. Smith re docket update	0.10	\$42.50
3/27/2019	SMG	Analyze docket update	0.10	\$69.50
3/29/2019	SMG	Analyze docket update	0.10	\$69.50
Professional Services Rendered			2.60	\$1,538.00

For Services Rendered Through 3/31/2019

In Reference To: Asset Analysis/Recovery

File No.: 2339-0002

## Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/4/2019	JMW	Exchange e-mail correspondence with A. Agam, I. Nasatir re Chef coverage	0.20	\$159.00
3/5/2019	JMW	Exchange e-mail correspondence with A. Agam, I. Nasatir re Chef insurance coverage	0.20	\$159.00
3/7/2019	JMW	Telephone conference with A. Agam, I. Nasatir re Chef insurance	0.20	\$159.00
3/12/2019	JMW	Analyze Arya coverage denial letter for Chef	0.20	\$159.00
3/15/2019	JMW	Telephone conference with A. Agam, insurers, I. Nasatir re Chef coverage	0.40	\$318.00
3/20/2019	JMW	Analyze correspondence from I. Nasatir re Chef insurance coverage	0.10	\$79.50
3/26/2019	JMW	Exchange e-mail correspondence A. Agam, I. Nasatir re Chef insurance coverage denial	0.20	\$159.00
3/28/2019	JMW	Telephone conference with A. Agam, I. Nasatir re Chef insurance coverage	0.30	\$238.50
Professional Services Rendered			1.80	\$1,431.00

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For Services Rendered Through 3/31/2019

In Reference To: Business Operations

File No.: 2339-0003

## Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/5/2019	WLH	Telephone conference with J. Weiss re M. Houston request re City of Lies issues	0.10	\$97.50
	JMW	Exchange e-mail correspondence with A. Agam re Bank Leumi issues	0.10	\$79.50
	JMW	Telephone conference with M. Houston re Bank Leumi issues	0.10	\$79.50
3/6/2019	WLH	Analyze correspondence re City of Lies issues	0.10	\$97.50
3/13/2019	WLH	Exchange e-mail correspondence re City of Lies one-sheets	0.10	\$97.50
3/14/2019	WLH	Analyze correspondence re payover of certain film proceeds (multiple)	0.20	\$195.00
3/15/2019	WLH	Analyze correspondence from M. Houston re operational issues re City of Lies	0.10	\$97.50
3/18/2019	WLH	Exchange emails with M. Houston re City of Lies materials	0.10	\$97.50
3/19/2019	JMW	Analyze correspondence from M. Sherman re City of Lies release	0.10	\$79.50
3/20/2019	WLH	Analyze correspondence re Bank Leumi issues	0.10	\$97.50
Professional Services Rendered			1.10	\$1,018.50

For Services Rendered Through 3/31/2019

In Reference To: Creditor Inquiries

File No.: 2339-0004

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For Services Rendered Through 3/31/2019

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In Reference To: Use, Sale, Lease of Assets

File No.: 2339-0005

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Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/1/2019	JMW	Analyze draft buyer letter to debtors re payment direction	0.20	\$159.00
	JMW	Analyze issues re buyer proposed escrow holdback	0.50	\$397.50
	JDY	Review and analyze email from A. Cohen re purchase price adjustment	0.10	\$82.50
	JDY	Review estimated closing statement	0.30	\$247.50
	JDY	Exchange email correspondence with A. Agam and M. Ellis re closing statement	0.10	\$82.50
3/5/2019	JMW	Analyze purchase price adjustment and related correspondence from FTI team	0.30	\$238.50
	JDY	Review and analyze revised final closing statement	0.20	\$165.00
	JDY	Review and analyze emails from A. Agam re closing statement and holdback release	0.10	\$82.50
	JDY	Review and analyze emails from R. Poppiti and M. Ellis re closing statement	0.20	\$165.00
3/6/2019	JDY	Draft email to R. Sherman re post-closing statement	0.10	\$82.50
3/7/2019	JMW	Analyze payment direction letter from buyer	0.10	\$79.50
	WLH	Analyze Sous Chef motion to compel; call with J. Weiss re same	0.20	No Charge
	WLH	Analyze correspondence re possible response to Sous Chef motion	0.10	No Charge
	JDY	Review and analyze direction of payment	0.20	\$165.00
	JDY	Confer with J. Weiss re Sous Chef claim	0.20	No Charge
3/13/2019	WLH	Analyze issues and respond to J. Frandlin re audit rights issues	0.30	\$292.50
	JDY	Review sale order and confer with W. Holt re audit rights	0.20	\$165.00
3/14/2019	JDY	Draft email to FTI re closing statement	0.10	\$82.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Analyze correspondence from A. Cohen re final closing statement	0.10	\$79.50
3/15/2019	RJS	Prepare escrow release instructions and exchange related email correspondence with each of client and buyer's counsel	0.40	\$284.00
	JMW	Analyze chart and correspondence re final release of funds	0.30	\$238.50
	JDY	Exchange email correspondence with A. Agam and A. Cohen re closing statement	0.10	\$82.50
3/20/2019	JDY	Draft email to FTI re closing statement	0.10	\$82.50
	JMW	Exchange e-mail correspondence with A. Agam re "The Tank" sale	0.10	\$79.50
3/21/2019	WLH	Analyze correspondence from A. Agam (FTI) re possible Tank transaction	0.10	\$97.50
3/22/2019	JMW	Telephone conference with L. Muchnik re post-sale Raven issues	0.50	\$397.50
	JDY	Call R. Sherman re closing statement	0.10	\$82.50
3/25/2019	RJS	Prepare final joint escrow release instructions and exchange related email correspondence with buyer's counsel and FTI	0.30	\$213.00
	JMW	Exchange e-mail correspondence A. Agam (several) re issues concerning potential escrow holdback requests from Raven	0.40	\$318.00
	JMW	Exchange e-mail correspondence M. Ellis, A. Agam re potential sale of The Tank	0.20	\$159.00
3/26/2019	JMW	Analyze issues re proposed sale of certain "Tank"-related agreements	0.50	\$397.50
	RJS	Analyze The Tank distribution agreement and related distribution deals in connection with offer from bidder to acquire rights in The Tank	0.60	\$426.00
3/27/2019	WLH	Analyze correspondence re potential new asset sales (multiple)	0.20	\$195.00
	SMG	Analyze offer letter re acquisition of Holiday project and correspondence from M. Ellis re same	0.20	\$139.00
	SMG	Analyze Holiday project sale overview from M. Ellis	0.20	\$139.00
	JMW	Exchange e-mail correspondence with A. Agam, M. Ellis re potential dispositions of The Tank and The Holiday assets	0.50	\$397.50
	RJS	Exchange email correspondence with escrow agent and FTI re escrow release	0.30	\$213.00

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<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/28/2019	SMG	Prepare motion to sell Holiday Project	2.90	\$2,015.50
	SMG	Analyze Holiday Project option purchase agreement and writer agreement	0.30	\$208.50
	SMG	Exchange e-mail correspondence with I. Bambrick re Holiday Project sale motion	0.10	\$69.50
	SMG	Exchange e-mail correspondence with J. Fradlin re assignment of Holiday Project option agreement	0.10	\$69.50
	SMG	Exchange e-mail correspondence with M. Ellis re marketing of Holiday Project	0.10	\$69.50
3/29/2019	SMG	Prepare motion to sell untitled holiday project	2.70	\$1,876.50
	SMG	Prepare sale order for untitled holiday project	1.90	\$1,320.50
	SMG	Prepare A. Agam declaration in support of sale of untitled holiday project	0.80	\$556.00
	SMG	Exchange e-mail correspondence with M. Ellis and A. Agam re terms of sale of untitled holiday project (multiple)	0.20	\$139.00
Professional Services Rendered			17.80	\$12,832.50

For Services Rendered Through 3/31/2019

In Reference To: Cash Collateral  
File No.: 2339-0006

## Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/1/2019	MLT	Analyze Seventh Stipulation Extending Challenge Deadline	0.10	\$134.50
	JMW	Analyze stipulation extending challenge deadline	0.20	\$159.00
	WLH	Exchange e-mail correspondence with A. Tenzer re cash collateral usage extension	0.10	\$97.50
	WLH	Exchange e-mail correspondence with Guild counsel re cash collateral extension	0.10	\$97.50
	JMW	Analyze correspondence from A. Tenzer re cash collateral extension	0.10	\$79.50
3/5/2019	MLT	Analyze variance report	0.10	\$134.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Analyze variance report	0.10	\$79.50
	JMW	Analyze secured lender invoice	0.10	No Charge
	WLH	Analyze cash collateral variance reporting	0.10	\$97.50
	WLH	Exchange e-mail correspondence with Guild's counsel re cash collateral extension	0.10	\$97.50
3/8/2019	JMW	Analyze further challenge extension stipulation	0.20	\$159.00
	SMG	Analyze stipulation extending challenge period and update case deadlines re same	0.10	No Charge
	WLH	Prepare correspondence to A. Tenzer re further cash collateral extension	0.10	\$97.50
3/10/2019	WLH	Analyze information request from A. Tenzer and response to same	0.10	\$97.50
3/11/2019	WLH	Exchange e-mail correspondence with Guild counsel re cash collateral extension	0.10	\$97.50
	JMW	Analyze correspondence from A. Tenzer re cash collateral extension	0.10	\$79.50
	WLH	Exchange e-mail correspondence with lenders' advisors re cash collateral extension	0.10	\$97.50
3/13/2019	MLT	Analyze variance report	0.10	\$134.50
	JMW	Analyze 3/8/19 variance report	0.10	\$79.50
	WLH	Analyze cash collateral variance reporting	0.10	\$97.50
	WLH	Analyze correspondence re extended cash collateral budget	0.10	\$97.50
	JMW	Exchange e-mail correspondence with A. Agam, M. Ellis, W. Holt re go-forward budget	0.20	\$159.00
	WLH	Exchange e-mail correspondence with FTI re lender interest accrual	0.10	\$97.50
3/15/2019	WLH	Analyze correspondence re revised budget inputs	0.10	\$97.50
3/20/2019	MLT	Analyze variance report	0.10	\$134.50
	JMW	Analyze 3/15 variance report	0.10	\$79.50
	WLH	Analyze cash collateral variance reporting	0.10	\$97.50

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<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/25/2019	WLH	Analyze and respond to M. Ellis (FTI) question re revised budget assumptions	0.20	\$195.00
	JMW	Exchange e-mail correspondence M. Ellis re go-forward budget	0.10	\$79.50
3/26/2019	JMW	Prepare correspondence to M. Ellis re go-forward budget	0.10	\$79.50
3/27/2019	MLT	Analyze variance report	0.10	\$134.50
	JMW	Analyze 3-22-19 variance report	0.10	\$79.50
	JMW	Analyze correspondence from A. Tenzer re lender fees	0.10	\$79.50
	WLH	Analyze cash collateral variance reporting	0.10	\$97.50
	WLH	Analyze lender invoices and related email	0.10	\$97.50
	MLT	Exchange e-mail correspondence with A. Tenzer re payment of agent's professional fees	0.10	\$134.50
3/30/2019	WLH	Email A. Tenzer re cash collateral extension	0.10	\$97.50
Professional Services Rendered			4.10	\$3,754.50

For Services Rendered Through 3/31/2019

In Reference To: Claims Administration

File No.: 2339-0007

## Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/1/2019	WLH	Exchange e-mail correspondence with J. Fradlin and M. Houston re requested City of Lies document	0.10	\$97.50
3/5/2019	SMG	Analyze additional filed claims	0.20	\$139.00
	SDP	Analyze correspondence from DRC re newly filed claims	0.10	\$42.50
3/11/2019	JMW	Analyze order approving revised AXL stipulation	0.20	\$159.00
	WLH	Exchange e-mail correspondence with claims agent re Lakeshore allowed claim	0.10	\$97.50
	SMG	Exchange e-mail correspondence with J. Goode re Lakeshore claims	0.10	\$69.50

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<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/13/2019	WLH	Exchange e-mail correspondence with M. Houston re implementations of City of Lies settlement	0.10	\$97.50
	WLH	Prepare correspondence to FTI re effectiveness of City of Lies settlement	0.10	\$97.50
3/18/2019	WLH	Analyze correspondence re: claim withdrawal for Lakeshore; follow-up re same	0.20	\$195.00
	WLH	Analyze and respond to email from M. Sherman re City of Lies lien release document	0.30	\$292.50
3/19/2019	WLH	Prepare revised termination certificate re City of Lies and return same to Bank Leumi's counsel	0.40	\$390.00
	WLH	Exchange emails with Bank Leumi counsel re termination certificate additions	0.10	\$97.50
3/20/2019	WLH	Analyze and react to further M. Sherman revisions to City of Lies termination document	0.10	\$97.50
	WLH	Exchange further emails with M. Sherman and A. Agam re City of Lies document and finalizing same	0.30	\$292.50
3/21/2019	WLH	Prepare correspondence to Guild Counsel re status of claim stipulation	0.10	\$97.50
	WLH	Further correspondence with J. Kohanski re objection extension	0.10	\$97.50
	WLH	Circulate executed City of Lies termination document	0.10	\$97.50
	JMW	Analyze correspondence from J. Kohanski, W. Holt re Guild claim stipulation	0.10	\$79.50
3/22/2019	WLH	Analyze notice of dismissal of City of Lies action	0.10	\$97.50
3/28/2019	WLH	Exchange e-mail correspondence with J. Kohanski re status and protect issues re Guild claim stipulations (multiple)	0.20	\$195.00
3/29/2019	WLH	Exchange e-mail correspondence with A. Agam and J. Franlin re status and issues re Guild claims and related stipulation (multiple)	0.30	\$292.50
Professional Services Rendered			3.40	\$3,122.00

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For Services Rendered Through 3/31/2019

In Reference To: Court Hearings

File No.: 2339-0008

## Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/22/2019	JMW	Analyze correspondence from Chambers re 4/4 hearing date	0.10	\$79.50
3/26/2019	SMG	Analyze order scheduling omnibus hearings and update case calendar re same	0.20	\$139.00
	WLH	Analyze order setting new hearing dates	0.10	\$97.50
	JMW	Analyze order re omnibus hearing date	0.10	\$79.50
Professional Services Rendered			0.50	\$395.50

For Services Rendered Through 3/31/2019

In Reference To: Professional Retention/Fee Issues

File No.: 2339-0009

## Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/5/2019	MLT	Analyze Sidley invoice and correspondence from J. Hagle re same	0.10	No Charge
3/7/2019	MLT	Analyze Young Conaway's February Fee Application	0.10	\$134.50
3/12/2019	SMG	Analyze OCP report	0.10	\$69.50
	MLT	Analyze Second Quarterly OCP Report	0.10	No Charge
	JMW	Analyze second quarterly OCP report	0.10	\$79.50
3/15/2019	MLT	Analyze Donlin's Fifth Monthly Application	0.10	No Charge
	MLT	Analyze FTI's Sixth Staffing and Compensation Report (February)	0.10	\$134.50
	JMW	Analyze Donlin fee application	0.10	\$79.50
	JMW	Analyze FTI staffing report	0.20	\$159.00

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<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/20/2019	JMW	Analyze PSZJ January and February fee applications	0.20	\$159.00
	JMW	Analyze Debtors' interim fee application	0.10	\$79.50
3/21/2019	MLT	Analyze Donlin Recano invoice	0.10	No Charge
Professional Services Rendered			<u>1.40</u>	<u>\$895.00</u>

For Services Rendered Through 3/31/2019

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In Reference To: Fee Application Preparation  
File No.: 2339-0010

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## Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/4/2019	JMW	Revise invoice for KTBS February fees	1.20	No Charge
3/6/2019	JMW	Analyze KTBS certificate of no objection re January	0.10	\$79.50
3/8/2019	SDP	Draft February fee application and exhibits	1.30	\$552.50
	SMG	Revise sixth monthly fee application	0.90	\$625.50
	SMG	Prepare notice of sixth monthly fee application	0.20	\$139.00
	SDP	Prepare correspondence to S. Gurvitz re February fee application	0.10	\$42.50
3/10/2019	JMW	Revise KTBS February fee application	0.60	\$477.00
3/14/2019	SDP	Draft second interim fee application and exhibits	3.80	\$1,615.00
	SDP	Prepare correspondence to S. Gurvitz re KTB&S second interim fee application	0.10	\$42.50
3/15/2019	SMG	Prepare KTBS second interim fee application	0.60	\$417.00
	SDP	Analyze correspondence from S. Gurvitz re KTB&S second interim fee application	0.10	No Charge
3/17/2019	JMW	Revise KTBS second interim fee application supplement	1.10	\$874.50
	SDP	Analyze correspondence from J. Weiss re KTB&S second interim fee application	0.10	No Charge
3/18/2019	SMG	Revise KTBS second interim fee application	0.20	\$139.00

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<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	SDP	Analyze second interim fee request of Debtors' professionals	0.10	\$42.50
	SDP	Analyze correspondence from S. Gurvitz re KTB&S second interim fee application	0.10	No Charge
	SDP	Analyze correspondence from S. Gurvitz re second interim fee request of Debtors' professionals	0.20	\$85.00
	SDP	Analyze correspondence from J. Weiss re second interim fee request of Debtors' professionals	0.10	\$42.50
	SMG	Exchange e-mail correspondence with M. Smith and S. Reil re second interim fee application	0.10	\$69.50
Professional Services Rendered			<u>11.00</u>	<u>\$5,243.50</u>

For Services Rendered Through 3/31/2019

In Reference To: Budgeting

File No.: 2339-0011

## Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/15/2019	JMW	Exchange e-mail correspondence with A. Agam, M. Ellis re case resolution budget	0.30	\$238.50
3/22/2019	JMW	Revise KTBS monthly budget	0.40	\$318.00
	SMG	Prepare monthly budget	0.30	\$208.50
	SMG	Exchange e-mail correspondence with A. Agam re monthly budget	0.10	No Charge
Professional Services Rendered			<u>1.10</u>	<u>\$765.00</u>

For Services Rendered Through 3/31/2019

In Reference To: Litigation/Adversary Proceedings

File No.: 2339-0015

## Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/1/2019	JMW	Revise and serve 2.9 Films discovery responses	0.70	\$556.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Finalize and serve consolidated discovery responses; confer with J. Weiss re same and re next steps, including potential affirmative discovery	0.30	\$322.50
3/6/2019	WLH	Telephone conference with A. Tenzer re 2.9 litigation; follow-up with J. Weiss re same	0.10	\$97.50
3/7/2019	JMW	Exchange e-mail correspondence with A. Agam re Playmobil adversary	0.10	\$79.50
	RJP	Confer with J. Weiss re banks' position concerning settlement of 2.9 Films litigation; analyze client correspondence (A. Agam) re same	0.30	\$322.50
3/8/2019	WLH	Analyze correspondence re 2.9 adversary strategy (multiple)	0.10	\$97.50
	WLH	Analyze settlement proposal re Playmobil	0.10	\$97.50
	RJP	Confer with J. Weiss re 2.9 Films settlement discussions; review email correspondence re same with A. Agam and B. Davidoff	0.30	\$322.50
	JMW	Telephone conference with J. Dulberg re 2.9 adversary	0.10	\$79.50
3/10/2019	JMW	Exchange e-mail correspondence with A. Tenzer re Playmobil and other issues	0.20	\$159.00
3/11/2019	JMW	Telephone conference with B. Davidoff re 2.9 litigation	0.10	\$79.50
3/12/2019	WLH	Analyze correspondence re Playmobil settlement	0.10	\$97.50
	RJP	Review email correspondence from J. Weiss and R. Poppiti re mediation requirements under Local Rules in connection with 2.9 Films A/P	0.10	\$107.50
3/13/2019	JMW	Exchange e-mail correspondence with A. Agam re Playmobil assets and settlement	0.10	\$79.50
3/14/2019	WLH	Confer with J. Weiss re City of Lies litigation	0.10	\$97.50
3/18/2019	RJP	Analyze draft settlement agreement for 2.9 Films A/P	0.30	\$322.50
	RJP	Confer and correspond with J. Weiss re breadth of release provisions in draft settlement agreement for 2.9 Films A/P; follow-up correspondence re same	0.20	\$215.00
3/19/2019	JMW	Analyze draft Playmobil settlement	0.70	\$556.50
	JMW	Analyze correspondence from A. Agam re 2.9 settlement	0.10	\$79.50
	RJP	Review email correspondence with J. Dulberg and A. Agam re 2.9 Films A/P settlement	0.10	\$107.50

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<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/21/2019	RJP	Review email correspondence from A. Agam and J. Weiss re revisions to draft settlement agreement for 2.9 Films A/P	0.10	\$107.50
3/22/2019	JMW	Analyze Bank Leumi dismissal of lawsuit	0.10	\$79.50
3/25/2019	RJP	Analyze email correspondence re 2.9 Films A/P resolution and Committee approval thereof, from J. Dulberg and J. Weiss	0.10	\$107.50
	JMW	Exchange e-mail correspondence J. Dulberg re edits to 2.9 settlement agreement	0.20	\$159.00
3/26/2019	JMW	Analyze proposed edits to 2.9 settlement stipulation	0.20	\$159.00
3/27/2019	JMW	Revise 2.9 Films settlement agreement	1.30	\$1,033.50
	RJP	Review mark-up of 2.9 Films settlement agreement, and email correspondence with J. Weiss and A. Agam re same	0.20	\$215.00
3/28/2019	JMW	Analyze agreements relating to 2.9 Films settlement and quitclaim	0.90	\$715.50
	SMG	Analyze order extending period to remove actions and update case deadlines re same	0.10	\$69.50
	RJP	Analyze email correspondence from J. Weiss, J. Dulberg, and J. Fradlin re 2.9 Films A/P settlement agreement and related interparty agreement addressed therein; confer with J. Weiss re same	0.30	\$322.50
3/29/2019	RJP	Review email correspondence from J. Weiss and A. Agam re 2.9 Films settlement agreement and open issues in connection with same; follow-up with J. Weiss re same	0.20	\$215.00
3/30/2019	JMW	Confer with K. Banner re 2.9/Open Road stipulation interparty agreement	0.30	\$238.50
Professional Services Rendered			8.20	\$7,299.00

For Services Rendered Through 3/31/2019

In Reference To: Executory Contracts/Unexpired Leases

File No.: 2339-0017

## Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/1/2019	WLH	Exchange e-mail correspondence re final Raven signoff re AXL stipulation	0.10	\$97.50

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<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/4/2019	WLH	Exchange e-mail correspondence with R. Poppiti re status of AXL stipulation	0.10	\$97.50
3/5/2019	WLH	Calls and emails with A. McDow and S. Mick re status of AXL stipulation	0.10	\$97.50
3/6/2019	JMW	Analyze certification of counsel re AXL rejection	0.20	\$159.00
	WLH	Analyze as-filed CoC re new AXL stipulation	0.10	\$97.50
3/7/2019	MLT	Analyze Sous Chef's motion to compel	0.10	No Charge
	WLH	Exchange e-mail correspondence with A. McDow re status of AXL stipulation	0.10	\$97.50
3/8/2019	WLH	Analyze status of AXL stipulation	0.10	\$97.50
3/11/2019	WLH	Analyze and circulate entered AXL rejection order (multiple)	0.20	\$195.00
	WLH	Exchange e-mail correspondence with M. Ellis (FTI) re effectiveness of AXL stipulation	0.10	\$97.50
3/25/2019	JMW	Exchange e-mail correspondence L. Muchnik re Chef cure payment motion	0.10	\$79.50
Professional Services Rendered			1.30	\$1,116.00

For Services Rendered Through 3/31/2019

In Reference To: Plan/Disclosure Statement

File No.: 2339-0018

## Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/1/2019	JMW	Analyze pleadings re release provisions of draft chapter 11 plan	0.90	\$715.50
3/4/2019	JMW	Revise chapter 11 plan	0.80	\$636.00
	JMW	Revise chapter 11 disclosure statement	1.10	\$874.50
3/5/2019	JMW	Revise plan (including pursuant to A. Agam comments)	2.20	\$1,749.00
	MLT	Analyze correspondence from A. Agam re plan comments	0.10	\$134.50
	WLH	Analyze issues and correspondence re revised draft plan (multiple)	0.20	\$195.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/6/2019	JMW	Continue revising chapter 11 plan	2.70	\$2,146.50
3/7/2019	JMW	Telephone conference with A. Tenzer re case resolution	0.10	\$79.50
3/8/2019	MLT	Analyze A. Agam's comments to disclosure statement	0.20	\$269.00
	WLH	Analyze correspondence re status of lender-Committee negotiations	0.10	\$97.50
	WLH	Analyze plan timing issues	0.10	\$97.50
	JMW	Analyze correspondence from A. Tenzer re case resolution	0.10	\$79.50
3/11/2019	MLT	Analyze revisions to disclosure statement from FTI	0.10	\$134.50
	JMW	Analyze M. Ellis comments to disclosure statement	0.20	\$159.00
	WLH	Analyze correspondence from M. Ellis (FTI) re plan timing issues	0.10	\$97.50
	SMG	Review further revised disclosure statement from FTI	0.30	\$208.50
	JMW	Exchange e-mail correspondence with A. Tenzer re case resolution issues	0.10	\$79.50
3/12/2019	JMW	Revise plan and disclosure statement for circulation to committee	0.90	\$715.50
	JMW	Draft correspondence to committee re dissemination of plan	0.10	\$79.50
	WLH	Analyze correspondence re plan timeline issues (multiple)	0.20	\$195.00
	JMW	Exchange e-mail correspondence with J. Dulberg re plan discussion	0.10	\$79.50
	JMW	Exchange e-mail correspondence with A. Tenzer re case resolution	0.10	\$79.50
3/13/2019	JMW	Prepare list of issues for plan call with Committee	0.60	\$477.00
	JMW	Revise case resolution timeline	0.30	\$238.50
	SMG	Revise plan	1.30	\$903.50
	JMW	Analyze plan issues and revisions required by UCC—Lender settlement	0.80	\$636.00
	WLH	Analyze correspondence from R. Poppiti (YCST) re alternate plan timeline	0.10	\$97.50
	WLH	Analyze correspondence re timing aspects of plan procedures motion	0.10	\$97.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	WLH	Analyze and respond to A. Agam commentary re plan settlement terms	0.20	\$195.00
	SMG	Review proposed solicitation and confirmation timeline	0.10	No Charge
	MLT	Analyze correspondence from J. Weiss and A. Agam re plan settlement	0.10	\$134.50
	JMW	Exchange e-mail correspondence with W. Holt, M. Tuchin, A. Agam re UCC—Lender deal	0.20	\$159.00
	JMW	Call with J. Dulberg, P. Hurwitz, S. Gurvitz re plan revisions and issues	1.10	\$874.50
	SMG	Call with J. Dulberg, P. Horowitz, R. Poppiti, and J. Weiss re plan issues	1.10	\$764.50
3/15/2019	WLH	Analyze correspondence re plan settlement issues (multiple)	0.20	\$195.00
3/19/2019	JMW	Revise plan pursuant to discussion with UCC re UCC—Lender deal	4.70	\$3,736.50
	SMG	Prepare motion to extend exclusivity periods	2.10	\$1,459.50
	WLH	Analyze and react to revised draft Chapter 11 plan	0.30	\$292.50
3/20/2019	MLT	Work on plan	0.60	\$807.00
	JMW	Revise motion to extend exclusivity	1.00	\$795.00
	SMG	Review and revise motion to extend exclusivity periods	0.20	\$139.00
	SMG	Review further revised plan	0.30	\$208.50
	SMG	Exchange e-mail correspondence with A. Agam, R. Poppiti, and I. Bambrick re exclusivity motion	0.10	No Charge
3/21/2019	WLH	Review and revise draft Chapter 11 plan	2.90	\$2,827.50
	SMG	Revise disclosure statement	0.50	\$347.50
	SMG	Review and revise motion to extend exclusivity periods	0.30	\$208.50
	SMG	Review further revised plan	0.30	\$208.50
	MLT	Confer with J. Weiss re plan discussions update	0.20	\$269.00
	SMG	Exchange e-mail correspondence with I. Bambrick re motion to extend exclusivity periods	0.10	No Charge
3/22/2019	JMW	Revise plan and circulate to committee	0.40	\$318.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	SMG	Revise disclosure statement	2.60	\$1,807.00
	WLH	Analyze turn of plan and related correspondence	0.20	\$195.00
	SMG	Exchange e-mail correspondence with A. Tenzer and S. Williams re plan exclusivity	0.10	No Charge
	SMG	Exchange e-mail correspondence with R. Feinstein, M. Litvak, and J. Dulberg re plan exclusivity	0.10	\$69.50
	JMW	Telephone conference with A. Agam re plan issues	0.10	\$79.50
	JMW	Telephone conference with J. Dulberg re plan negotiations	0.10	\$79.50
3/25/2019	SMG	Draft confirmation order	4.30	\$2,988.50
	WLH	Analyze plan timing issues	0.10	\$97.50
3/26/2019	SMG	Prepare confirmation order	1.50	\$1,042.50
	MLT	Analyze exclusivity motion	0.10	\$134.50
	JMW	Analyze as-filed exclusivity extension motion	0.10	\$79.50
3/27/2019	SMG	Continue to prepare confirmation order	5.10	\$3,544.50
3/28/2019	WLH	Review and revise draft UCC-lenders settlement agreement	0.60	\$585.00
	JMW	Analyze Debtor-UCC-lender settlement draft	0.70	\$556.50
	SMG	Analyze draft lender-committee settlement agreement	0.20	No Charge
3/29/2019	JMW	Prepare issues list from UCC-Lender deal	0.80	\$636.00
	WLH	Analyze and respond to correspondence re UCC-lender settlement issues (several)	0.30	\$292.50
	JMW	Exchange e-mail correspondence with A. Agam re issues in UCC-Lender deal	0.50	\$397.50
Professional Services Rendered			48.50	\$37,876.50

For Services Rendered Through 3/31/2019

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In Reference To: Tax

File No.: 2339-0021

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Professional Services

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<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/19/2019	JDY	Review and analyze email from A. Erden re Showdogs tax refund	0.10	\$82.50
	JMW	Analyze correspondence from A. Erden (and attachments) re Show Dogs tax refund	0.30	\$238.50
Professional Services Rendered			0.40	\$321.00

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Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pearson, Shanda D.	0.30	0.00	No Charge
Pearson, Shanda D.	6.70	425.00	\$2,847.50
Gurvitz, Sasha M	0.90	0.00	No Charge
Gurvitz, Sasha M	33.60	695.00	\$23,352.00
Holt, Whitman L.	0.30	0.00	No Charge
Holt, Whitman L.	13.20	975.00	\$12,870.00
Pfister, Robert J.	2.50	1075.00	\$2,687.50
Smith, Robert J.	1.60	710.00	\$1,136.00
Tuchin, Michael L.	0.50	0.00	No Charge
Tuchin, Michael L.	2.30	1345.00	\$3,093.50
Weiss, Jonathan M.	1.40	0.00	No Charge
Weiss, Jonathan M.	37.70	795.00	\$29,971.50
Yi, Justin D.	0.20	0.00	No Charge
Yi, Justin D.	2.00	825.00	\$1,650.00
	103.20		\$77,608.00

Total fees and expenses incurred

\$77,625.06

# **EXHIBIT B**

## EXHIBIT B

(Itemized expenses for the period March 1, 2019 through March 31, 2019)

Date	Expense	Amount	Description	Invoice No.
03/12/2019	Delivery Services/Messengers	\$9.76	FedEx to Greg Young at DLA Piper on 02/28/19	17032
03/31/2019	Online Research	\$1.50	Pacer - March 2019	17032
03/31/2019	Postage	\$5.80	Postage - March 2019	17032
<b>TOTAL:</b>		<b>\$17.06</b>		