

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
VILLAGE ROADSHOW ENTERTAINMENT)	Case No. 25-10475 (TMH)
GROUP USA INC., <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	Obj. Deadline: August 22, 2025 at 4:00 p.m. (ET)

**SUMMARY OF FOURTH MONTHLY APPLICATION
OF SHEPPARD, MULLIN, RICHTER & HAMPTON LLP, AS
CO-COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD FROM JUNE 1, 2025 THROUGH JUNE 30, 2025**

Name of Applicant:	Sheppard, Mullin, Richter & Hampton LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	March 17, 2025 (order entered April 17, 2025)
Period for which compensation and reimbursement is sought:	June 1, 2025 through June 30, 2025
Amount of compensation sought as actual, reasonable, and necessary:	\$1,849,247.25
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$52,019.41
This is a: <u> X </u> monthly <u> </u> final application	
This application includes 19.40 hours and \$17,762.00 in fees incurred in connection with the preparation of Fee Applications.	

¹ The last four digits of Village Roadshow Entertainment Group USA Inc.'s federal tax identification number are 0343. The mailing address for Village Roadshow Entertainment Group USA Inc. is 750 N. San Vicente Blvd., Suite 800 West, West Hollywood, CA 90069. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors and the last four digits of their federal tax identification is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://www.veritaglobal.net/vreg>.



Prior applications:

Date Filed / Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
5/13/2025 D.I. 333	3/17/2025 – 3/31/2025	\$599,876.00	\$44,899.12	–	–
6/26/2025 D.I. 610	4/1/2025 – 4/30/2025	\$1,437,586.35	\$22,778.75	–	–
7/2/2025 D.I. 622	5/1/2025 – 5/31/2025	\$1,454,448.25	\$17,322.43	–	–

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COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position	Department	Date of Admission	Hourly Billing Rate	Total Hours Billed	Total Compensation (\$)
Keith R. Gercken	Partner	Tax/Employee Benefits/T&E	12/11/1987	\$2,260.00	1.50	\$3,390.00
Stacey L. Rosenberg	Partner	Finance & Bankruptcy	12/12/1996	\$1,990.00	66.30	\$131,937.00
Justin R. Bernbrock	Partner	Finance & Bankruptcy	11/01/2012	\$1,670.00	266.40	\$444,888.00
Jennifer L. Nassiri	Partner	Finance & Bankruptcy	11/30/2000	\$1,545.00	179.20	\$276,864.00
Thomas V. Panoff	Partner	Business Trial	11/04/2004	\$1,480.00	57.20	\$84,656.00
Wook Hwang	Partner	Business Trial	07/30/2007	\$1,430.00	0.60	\$858.00
Dylan J. Price	Partner	Business Trial	12/02/2008	\$1,355.00	2.70	\$3,658.50
Colleen H. McDonald	Partner	Finance & Bankruptcy	06/14/1995	\$1,340.00	16.20	\$21,708.00
Aerin A. Snow	Partner	Corporate & Securities	12/03/2012	\$1,260.00	142.00	\$178,920.00
Catherine Jun	Special Counsel	Finance & Bankruptcy	05/01/2014	\$1,180.00	39.10	\$46,138.00
Joseph A. Ireland	Associate	Entertainment	12/01/2016	\$1,175.00	136.60	\$160,505.00
Ryan Wedell	Associate	Entertainment	12/02/2017	\$1,175.00	0.30	\$352.50
Alyssa Paddock	Associate	Finance & Bankruptcy	06/13/2018	\$1,105.00	154.90	\$171,164.50
Gianna E. Segretti	Associate	Finance & Bankruptcy	12/04/2018	\$1,105.00	3.30	\$3,646.50
Victoria Hubona	Associate	Labor & Employment	01/14/2021	\$1,045.00	1.10	\$1,149.50
Sydney B. Hunemuller	Associate	Business Trial	10/30/2020	\$1,045.00	77.10	\$80,569.50
Matthew T. Benz	Associate	Finance & Bankruptcy	11/30/2022	\$895.00	217.90	\$195,020.50
John Herbstritt	Associate	Corporate & Securities	11/22/2023	\$825.00	36.10	\$29,782.50
Jonathan Leiter	Associate	Corporate & Securities	11/15/2023	\$825.00	1.20	\$990.00
Tatev Hovhannisyan	Associate	Entertainment	12/01/2023	\$765.00	72.80	\$55,692.00
Justin Fischer	Associate	Finance & Bankruptcy	11/18/2024	\$765.00	5.20	\$3,978.00
Susan W. Roberts	Staff Attorney	Entertainment	07/20/2022	\$520.00	75.30	\$39,156.00
Caroline Heffernan	Law Clerk	Corporate & Securities	N/A	\$225.00	13.30	\$2,992.50
50% Discount for Non-Working Travel:				–	–	(\$88,769.25)
Grand Total:				–	1,566.30	\$1,849,247.25
Blended Rate:				\$1,180.65	–	–

COMPENSATION BY PROJECT CATEGORY

Task Code	Project Category	Total Hours	Total Fees (\$)
B110	Case Administration	123.90	\$179,679.00
B130	Asset Disposition	1,004.30	\$1,179,562.00
B140	Relief from Stay and Adequate Protection Proceedings	55.10	\$74,954.50
B150	Meetings of and Communications with Creditors	3.10	\$4,074.50
B160	Fee/Employment Applications and Statements	24.80	\$23,475.00
B185	Assumption/Rejection of Leases and Contracts	33.10	\$37,452.00
B190	Other Contested Matters	155.90	\$205,330.00
B195	Non-Working Travel	126.50	\$177,538.50
B220	Employee Benefits and Pensions	11.70	\$14,476.50
B230	Financing/Cash Collections	7.80	\$12,079.00
B240	Tax Issues	5.10	\$7,711.50
B260	Board of Directors Matters	13.00	\$19,374.00
B270	Reporting	0.70	\$626.50
B310	Claims Administration and Objections	1.30	\$1,683.50
50% Discount for Non-Working Travel:		–	(\$88,769.25)
TOTAL:		1,566.30	\$1,849,247.25

EXPENSE SUMMARY

Expenses Category	Total Expenses (\$)
Airfare, Travel, and Taxi	\$23,691.16
Foreign Counsel Invoices	\$22,188.59
Legal Research	\$4,661.20
Meals	\$1,478.46
TOTAL:	\$52,019.41

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
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VILLAGE ROADSHOW ENTERTAINMENT)	Case No. 25-10475 (TMH)
GROUP USA INC., <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	Obj. Deadline: August 22, 2025 at 4:00 p.m. (ET)

**FOURTH MONTHLY APPLICATION OF
SHEPPARD, MULLIN, RICHTER & HAMPTON LLP AS
CO-COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD FROM JUNE 1, 2025 THROUGH JUNE 30, 2025**

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), and rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Retention and Employment of Sheppard, Mullin, Richter & Hampton LLP as Counsel for the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 210] (the “Retention Order”) and that certain *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief* [Docket No. 188] (the “Interim Compensation Order”), the law firm of Sheppard, Mullin, Richter & Hampton LLP (“Sheppard Mullin”) hereby applies (this “Application”) to the United States Bankruptcy Court for the District of Delaware (the “Court”) for reasonable compensation for professional legal services rendered as counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), in the amount

¹ The last four digits of Village Roadshow Entertainment Group USA Inc.'s federal tax identification number are 0343. The mailing address for Village Roadshow Entertainment Group USA Inc. is 750 N. San Vicente Blvd., Suite 800 West, West Hollywood, CA 90069. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors and the last four digits of their federal tax identification is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://www.veritaglobal.net/vreg>.

of \$1,849,247.25 together with reimbursement for actual and necessary expenses incurred in the amount of \$52,019.41, for the period from June 1, 2025, through and including June 30, 2025 (the “Monthly Fee Period”). In support of this Application, Sheppard Mullin respectfully represents as follows:

BACKGROUND

1. On March 17, 2025 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

2. Pursuant to the Retention Order, Sheppard Mullin was retained to represent the Debtors as bankruptcy counsel in connection with these chapter 11 cases, effective as of the Petition Date. The Retention Order authorizes Sheppard Mullin to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

3. All services for which compensation is requested herein by Sheppard Mullin were performed for or on behalf of the Debtors.

SUMMARY OF SERVICES RENDERED

4. Attached hereto as **Exhibit A** is a detailed statement of fees incurred during the Monthly Fee Period, showing the amount of \$1,938,016.50. Pursuant to this Application, Sheppard Mullin only seeks compensation for fees in the amount of \$1,849,247.25, which reflects a voluntary reduction of 50% of Sheppard Mullin’s fees incurred in connection with Non-Working Travel during the Monthly Fee Period in the amount of \$88,769.25.

5. The services rendered by Sheppard Mullin during the Monthly Fee Period are grouped into the categories set forth in **Exhibit A**. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

DISBURSEMENTS

6. Sheppard Mullin has incurred out-of-pocket disbursements during the Monthly Fee Period in the amount of \$52,019.41. Attached hereto as **Exhibit B** is a detailed statement of expenses paid during the Monthly Fee Period. This out-of-pocket disbursement sum is broken down into categories of charges, including, among other things, travel related expenses and expenses for “working meals.” A complete review by category of the expenses incurred for the Monthly Fee Period may be found attached hereto as **Exhibit B**.

7. Costs incurred for overtime and computer assisted legal research are not included in Sheppard Mullin’s normal hourly billing rates and, therefore, are itemized and included in Sheppard Mullin’s disbursements. Pursuant to Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), Sheppard Mullin represents that it is not seeking reimbursement for any copying or outgoing facsimile related charges in this Application, and that there is no surcharge for computer assisted legal research.

VALUATION OF SERVICES

8. Attorneys and paraprofessionals of Sheppard Mullin have expended a total of 1,566.30 hours in connection with the matter during the Monthly Fee Period.

9. The amount of time spent by each of these persons providing services to the Debtors for the Monthly Fee Period is fully set forth in the detail attached hereto as **Exhibit A**. These are Sheppard Mullin’s normal hourly rates of compensation for work of this character. The reasonable

value of the services rendered by Sheppard Mullin for the Monthly Fee Period as counsel for the Debtors in these cases is \$1,938,016.50.²

10. Sheppard Mullin believes that the time entries included in **Exhibit A** attached hereto and the expense breakdown set forth in **Exhibit B** attached hereto are in compliance with the requirements of Local Rule 2016-1.

11. In accordance with factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code.

12. This Application covers the fee period from June 1, 2025, through and including June 30, 2025. Sheppard Mullin has continued, and will continue, to perform additional necessary services for the Debtors subsequent to the Monthly Fee Period, for which Sheppard Mullin will file subsequent monthly fee applications.

CONCLUSION

WHEREFORE, Sheppard Mullin requests that allowance be made to it in the sum of \$1,849,247.25 as compensation for necessary professional services rendered to the Debtors for the Monthly Fee Period, and the sum of \$52,019.41 for reimbursement of actual necessary costs and expenses incurred during that period, and requests such other and further relief as the Court may deem just and proper.

² Pursuant to this Application, Sheppard Mullin only seeks compensation for fees in the amount of \$1,849,247.25, which reflects a voluntary reduction of 50% of Sheppard Mullin's fees incurred in connection with Non-Working Travel during the Monthly Fee Period in the amount of \$88,769.25.

Dated: August 1, 2025
Wilmington, Delaware

/s/ Justin R. Bernbrock

**SHEPPARD, MULLIN, RICHTER &
HAMPTON LLP**

Justin R. Bernbrock (admitted *pro hac vice*)
Matthew T. Benz (admitted *pro hac vice*)
321 North Clark Street, 32nd Floor
Chicago, Illinois 60654
Telephone: (312) 499-6300
Facsimile: (312) 499-6301
Email: jbernbrock@sheppardmullin.com
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-and-

Jennifer L. Nassiri (admitted *pro hac vice*)
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-and-

Alyssa Paddock (admitted *pro hac vice*)
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Email: apaddock@sheppardmullin.com

*Co-Counsel for the Debtors and
Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
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VILLAGE ROADSHOW ENTERTAINMENT)	Case No. 25-10475 (TMH)
GROUP USA INC., <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	

VERIFICATION OF JUSTIN R. BERNBROCK

I, Justin R. Bernbrock, hereby declare the following under penalty of perjury:

1. I am a partner in the Finance and Bankruptcy Group of the law firm Sheppard, Mullin, Richter LLP (“Sheppard Mullin”). I am a resident of Sheppard Mullin’s Chicago office, located at 321 North Clark Street, 32nd Floor, Chicago, IL 60654. I am the lead attorney from Sheppard Mullin working on the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). I am a member in good standing of the Bar of the State of Illinois. There are no disciplinary proceedings pending against me.

2. I have personally performed many of the legal services rendered by Sheppard Mullin as general bankruptcy counsel to the Debtors and am familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Monthly Fee Statement are true and correct to the best of my knowledge, information, and belief.

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4. I have reviewed Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware and believe that the Monthly Fee Statement for Sheppard Mullin complies with Rule 2016-1.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 1, 2025
Chicago, Illinois

/s/ Justin R. Bernbrock

Justin R. Bernbrock
Sheppard, Mullin, Richter & Hampton LLP

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
VILLAGE ROADSHOW ENTERTAINMENT)	Case No. 25-10475 (TMH)
GROUP USA INC., <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	Obj. Deadline: August 22, 2025 at 4:00 p.m. (ET)

NOTICE OF FOURTH MONTHLY FEE APPLICATION

PLEASE TAKE NOTICE that the *Fourth Monthly Application of Sheppard, Mullin, Richter & Hampton LLP, as Co-Counsel to the Debtors and Debtors in Possession, for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period from June 1, 2025, Through June 30, 2025* (the “Application”) has been filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Application seeks allowance of monthly fees in the amount of \$1,849,247.25 and monthly expenses in the amount of \$52,019.41.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **August 22, 2025, at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. You must also serve any such objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, Village Roadshow Entertainment Group USA Inc., 750 N. San Vicente Boulevard, Suite 800 West, West Hollywood, CA 90069, Attn: Kevin Berg; (ii) co-counsel to the Debtors: (a) Sheppard, Mullin, Richter & Hampton LLP, 321 North Clark Street, 32nd Floor Chicago, IL 60654, Attn: Justin Bernbrock (jbernbrock@sheppardmullin.com), and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Joseph M. Mulvihill (jmulvihill@ycst.com); (iii) counsel to the DIP Lenders: (a) Morrison Foerster, 250 West 55th Street, New York, NY 10019, Attn: James Newton (jnewton@mofo.com), and (b) Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor Wilmington, Delaware 19801, Attn: Christopher M. Samis (csamis@potteranderson.com); (iv) counsel to the ABS Trustee, Barnes & Thornburg LLP, One North Wacker Drive Suite 4400, Chicago IL 60606, Attn: Aaron Gavant (agavant@btlaw.com); (v) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Rosa Sierra-Fox (rosa.sierra-fox@usdoj.gov); (vi) counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801, Attn.: Bradford J. Sandler

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(bsandler@pszjlaw.com) and Peter J. Keane (pkeane@pszjlaw.com); and (vii) counsel to Warner Bros. Entertainment Inc. and its affiliates (collectively, “Warner Bros.”), (a) O’Melveny & Myers LLP, 400 South Hope Street, Suite 1900, Los Angeles, CA 90071, Attn.: Steve Warren (swarren@omm.com), and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, DE 19801, Attn.: Curtis S. Miller (cmiller@morrisnichols.com).

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ORDER (I) ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS AND (II) GRANTING RELATED RELIEF [DOCKET NO. 188], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURES WILL A HEARING BE HELD ON THE APPLICATION.

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Dated: August 1, 2025
Wilmington, Delaware

/s/ Joseph M. Mulvihill

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Joseph M. Mulvihill (Del. Bar No. 6061)
Carol E. Thompson (Del. Bar No. 6936)
Benjamin C. Carver (Del. Bar No. 7176)
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*Co-Counsel for the Debtors and
Debtors in Possession*

**SHEPPARD, MULLIN, RICHTER &
HAMPTON LLP**

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*Co-Counsel for the Debtors and
Debtors in Possession*

EXHIBIT A



Sheppard Mullin Richter & Hampton LLP
350 S. Grand Avenue, 40th Floor
Los Angeles, CA 90071-3460
213-620-1780 main
213-620-1398 main fax

Kevin Berg
General Counsel
c/o Village Roadshow Entertainment Group USA Inc.
10100 Santa Monica Blvd., Suite 200
Los Angeles, CA 90067

SMRH Tax ID 95-1463164
July 29, 2025
Invoice 260034867

Our Matter No. 76KN-409057
VREG - Chapter 11 Bankruptcy Matters
Billing Atty: Justin R. Bernbrock

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH JUNE 30, 2025

Current Fees	\$ 1,938,016.50
Current Disbursements	\$ 52,019.41

Total Current Activity	\$ 1,990,035.91
50% Discount on Non-Working Travel	<u>\$ (88,769.25)</u>
Total Due for This Invoice	<u>\$ 1,901,266.66</u>

DUE IMMEDIATELY UPON RECEIPT

Inquiries: armbx@sheppardmullin.com or contact 213-455-7771

Electronic Payments



Payment by Check



Overnight Mail Delivery





Sheppard Mullin Richter & Hampton LLP
 350 S. Grand Avenue, 40th Floor
 Los Angeles, CA 90071-3460
 213-620-1780 main
 213-620-1398 main fax

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 Justin R. Bernbrock

July 29, 2025
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FOR PROFESSIONAL SERVICES THROUGH 06/30/25

FEE DETAIL

Case Administration

06/02/25	Attend telephone conference with SMRH team re WIP (.6); review and analyze open issues re strategy and tactics (3.2).		
	Justin R. Bernbrock	3.80 hrs.	\$ 1670.00/hr.
06/02/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	1.20 hrs.	\$ 1105.00/hr.
06/02/25	Confer with advisor teams, various parties in interest re case status and attend to priority work streams (1.5); telephone conference with SMRH team re case status and priority work streams (.6); update and revise case checklist and WIP tracker (.4).		
	Matt Benz	2.50 hrs.	\$ 895.00/hr.
06/03/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.70 hrs.	\$ 1670.00/hr.
06/03/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.80 hrs.	\$ 1105.00/hr.
06/03/25	Confer with advisor teams, various parties in interest re case status and attend to priority work streams (.5); update and revise case checklist and WIP tracker (.3).		
	Matt Benz	.80 hrs.	\$ 895.00/hr.
06/04/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.30 hrs.	\$ 1670.00/hr.



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 Justin R. Bernbrock

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FEE DETAIL

06/04/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	1.10 hrs.	\$ 1105.00/hr.
06/04/25	Update and revise case checklist and WIP tracker (.2); confer with advisor teams, various parties in interest re case status and attend to priority work streams (1.3); telephone conferences with A. Paddock re case status and priority work streams (.4).		
	Matt Benz	1.90 hrs.	\$ 895.00/hr.
06/05/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.60 hrs.	\$ 1670.00/hr.
06/05/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
06/05/25	Update and revise case checklist and WIP tracker (.4); confer with advisor teams, various parties in interest re case status and attend to priority work streams (1.1).		
	Matt Benz	1.50 hrs.	\$ 895.00/hr.
06/06/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.70 hrs.	\$ 1670.00/hr.
06/06/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	1.20 hrs.	\$ 1105.00/hr.
06/06/25	Update and revise case checklist and WIP tracker (.2); confer with advisor teams, various parties in interest re case status and attend to priority work streams (1.2).		
	Matt Benz	1.40 hrs.	\$ 895.00/hr.



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 213-620-1398 main fax

76KN-409057 VREG - Chapter 11 Bankruptcy Matters
 Justin R. Bernbrock

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FEE DETAIL

06/07/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.20 hrs.	\$ 1670.00/hr.
06/07/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.50 hrs.	\$ 1105.00/hr.
06/07/25	Confer with SMRH team re case status and priority work streams.		
	Matt Benz	.40 hrs.	\$ 895.00/hr.
06/08/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.40 hrs.	\$ 1670.00/hr.
06/09/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.30 hrs.	\$ 1670.00/hr.
06/09/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.90 hrs.	\$ 1105.00/hr.
06/09/25	Confer with advisor teams, various parties in interest re case status and attend to priority work streams (.8); update and revise case checklist and WIP tracker (.3); telephone conference with A. Paddock re case status and priority work streams (.5).		
	Matt Benz	1.60 hrs.	\$ 895.00/hr.
06/10/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.90 hrs.	\$ 1670.00/hr.
06/10/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.50 hrs.	\$ 1105.00/hr.



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FEE DETAIL

06/10/25	Confer with advisor teams, various parties in interest re case status and attend to priority work streams (.5); update and revise case checklist and WIP tracker (.2).		
	Matt Benz	.70 hrs.	\$ 895.00/hr.
06/11/25	Attend telephone conference with SMRH Team re WIP (.8); review and analyze open issues re strategy and tactics (2.7).		
	Justin R. Bernbrock	3.50 hrs.	\$ 1670.00/hr.
06/11/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	1.60 hrs.	\$ 1105.00/hr.
06/11/25	Update and revise case checklist and WIP tracker (.3); confer with advisor teams, various parties in interest re case status and attend to priority work streams (.6).		
	Matt Benz	.90 hrs.	\$ 895.00/hr.
06/12/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.60 hrs.	\$ 1670.00/hr.
06/12/25	Review CNOs and COCs for administrative motions and correspond with SMRH and YCST teams re same (.5); update and revise case checklist and WIP tracker (.3); confer with advisor teams, various parties in interest re case status and attend to priority work streams (.8).		
	Matt Benz	1.60 hrs.	\$ 895.00/hr.
06/13/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
06/13/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	1.10 hrs.	\$ 1105.00/hr.



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FEE DETAIL

06/13/25	Update and revise case checklist and WIP tracker.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
06/14/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.60 hrs.	\$ 1670.00/hr.
06/15/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.10 hrs.	\$ 1670.00/hr.
06/16/25	Attend telephone conference with WLRK and SMRH team re case status check-in (.9); review and analyze open issues re strategy and tactics (1.7).		
	Justin R. Bernbrock	2.60 hrs.	\$ 1670.00/hr.
06/16/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.70 hrs.	\$ 1105.00/hr.
06/16/25	Update and revise case checklist and works in progress tracker.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
06/17/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.30 hrs.	\$ 1670.00/hr.
06/18/25	Correspond with SMRH team and co-counsel re July and August omnibus hearing dates (.3); review and analyze open issues re strategy and tactics (2.1).		
	Justin R. Bernbrock	2.40 hrs.	\$ 1670.00/hr.
06/18/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
06/19/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.30 hrs.	\$ 1670.00/hr.



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06/20/25	Participate in team telephone conference re discovery, asset sales and open issues.		
	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.
06/20/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.40 hrs.	\$ 1670.00/hr.
06/20/25	Telephone conference with SMRH bankruptcy, corporate, litigation, and finance teams re case update (.8); review issues and respond to various communications re case status (1.4).		
	Alyssa Paddock	2.20 hrs.	\$ 1105.00/hr.
06/20/25	Confer with advisor teams, various parties in interest re case status and attend to priority work streams.		
	Matt Benz	.80 hrs.	\$ 895.00/hr.
06/21/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.10 hrs.	\$ 1670.00/hr.
06/21/25	Confer with advisor teams, various parties in interest re case status and attend to priority work streams.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
06/22/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.70 hrs.	\$ 1670.00/hr.
06/22/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
06/23/25	Participate in strategy telephone conference with SMRH bankruptcy team re open items.		
	Jennifer L. Nassiri	.50 hrs.	\$ 1545.00/hr.



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FEE DETAIL

06/23/25	Attend telephone conference with SMRH team re status check-in (.9); review and analyze open issues re strategy and tactics (3.7).		
	Justin R. Bernbrock	4.60 hrs.	\$ 1670.00/hr.
06/23/25	Telephone conference with SMRH bankruptcy team re case status (.4); review issues and respond to various communications re case status (1.1).		
	Alyssa Paddock	1.50 hrs.	\$ 1105.00/hr.
06/23/25	Update and revise case checklist and WIP tracker (.4); telephone conference and correspondence with SMRH team re case status and attend to priority work streams (1.1).		
	Matt Benz	1.50 hrs.	\$ 895.00/hr.
06/24/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
06/24/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.
06/24/25	Update and revise case checklist and WIP tracker (.3); confer with SMRH team re case status and attend to priority work streams (.8).		
	Matt Benz	1.10 hrs.	\$ 895.00/hr.
06/25/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
06/25/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.80 hrs.	\$ 1105.00/hr.
06/25/25	Update and revise case checklist and WIP tracker (.2); confer with SMRH team re case status and attend to priority work streams (.8).		
	Matt Benz	1.00 hrs.	\$ 895.00/hr.



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06/26/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.70 hrs.	\$ 1670.00/hr.
06/26/25	Review issues with respect to representation by Virtu Global (.5); review issues and respond to various communications re case status (.4).		
	Alyssa Paddock	.90 hrs.	\$ 1105.00/hr.
06/26/25	Update and revise case checklist and WIP tracker (.2); confer with SMRH team re case status and attend to priority work streams (1.5).		
	Matt Benz	1.70 hrs.	\$ 895.00/hr.
06/27/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.30 hrs.	\$ 1670.00/hr.
06/27/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
06/27/25	Update and revise case checklist and WIP tracker (.3); confer with SMRH team re case status and attend to priority work streams (.7); confer with J. Bernbrock and J. Mulvihill re amended agenda for June 30 hearing (.4).		
	Matt Benz	1.40 hrs.	\$ 895.00/hr.
06/30/25	Participate in telephone conference with core RX SMRH team re action items and next steps.		
	Jennifer L. Nassiri	.50 hrs.	\$ 1545.00/hr.
06/30/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.30 hrs.	\$ 1670.00/hr.
06/30/25	Telephone conference with SMRH bankruptcy team re case status update (.5); review issues and respond to various communications re case status (.2).		
	Alyssa Paddock	.70 hrs.	\$ 1105.00/hr.



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06/30/25 Update and revise case checklist and works in progress tracker (.3); telephone conference with SMRH team re case status and priority work streams (.5).

Matt Benz .80 hrs. \$ 895.00/hr.

Timekeeper Summary of: Case Administration

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	82.70	\$ 1,670.00	\$ 138,109.00
Jennifer L. Nassiri	1.70	\$ 1,545.00	\$ 2,626.50
Alyssa Paddock	17.10	\$ 1,105.00	\$ 18,895.50
Matt Benz	22.40	\$ 895.00	\$ 20,048.00
<i>Totals</i>	<i>123.90</i>	<i>\$ 1,450.19</i>	<i>\$ 179,679.00</i>

Asset Disposition

06/01/25 Telephone conference with Loeb team re Asset Purchase Agreement schedules (.7); review Asset Purchase Agreement schedules (.2).

Aerin A. Snow .90 hrs. \$ 1260.00/hr.

06/01/25 Analyze open issues re sale process.

Justin R. Bernbrock 1.30 hrs. \$ 1670.00/hr.

06/01/25 Prepare for and participate in telephone conference with A. Snow and J. Kulback re studio business Asset Purchase Agreement and schedules thereto (.8); review and analyze schedules and studio contracts made available in virtual data room (.9); telephone conference with S. Roberts re same (.3); correspond with K. Berg re open issues (.2).

Joseph A. Ireland 2.20 hrs. \$ 1175.00/hr.



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06/02/25	<p>Review opposing counsel requests with respect to outstanding items in connection with Assumed Contracts and Lot 3 Assets (.3); review Vine OPA (.4); confer internally and with client re same (.3); continue review of communication from client and documents in VDR in efforts to minimize list of excluded projects (.6); confer internally re same (.2); participate in telephone conference with client re outstanding matters with respect to Lot 3 Assets and Assumed Contracts (.4); circulate list of Assumed Contracts with missing cure amounts (.1); revise Assumed Contracts Schedule to include newly uploaded documents (1.9).</p>	<p>Susan W. Roberts</p>	<p>4.20 hrs.</p>	<p>\$ 520.00/hr.</p>
06/02/25	<p>Review correspondence re additional assumed contracts for Lot 2 assets.</p>	<p>Stacey L. Rosenberg</p>	<p>.20 hrs.</p>	<p>\$ 1990.00/hr.</p>
06/02/25	<p>Analysis of multiple emails re disclosure schedules for all sale lots and considerations re same (1.6); telephone conference with L. Santor and K. Berg re strategy with Europa Corp. in connection with sale (.4); attend to multiple emails re deposit returns (.3); attention to revisions to sale order (.5); telephone conference with corporate team re open issues in connection with studio assets Asset Purchase Agreement (1.3).</p>	<p>Jennifer L. Nassiri</p>	<p>4.10 hrs.</p>	<p>\$ 1545.00/hr.</p>
06/02/25	<p>Telephone conference re qualified bids (1); participate on telephone conference re assumed contracts schedules for purchase agreements (1); draft email correspondence re studio business sale (1.2).</p>	<p>Aerin A. Snow</p>	<p>3.20 hrs.</p>	<p>\$ 1260.00/hr.</p>
06/02/25	<p>Evaluate next steps re Sale order.</p>	<p>Justin R. Bernbrock</p>	<p>1.30 hrs.</p>	<p>\$ 1670.00/hr.</p>
06/02/25	<p>Analyze issues related to sale post-auction.</p>	<p>Catherine Jun</p>	<p>.90 hrs.</p>	<p>\$ 1180.00/hr.</p>

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Caroline Heffernan	1.50 hrs.	\$ 225.00/hr.
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06/03/25 Confer internally re additional agreements uploaded to VDR (.2); prepare list of same to be included in Assumed Contracts Schedule (.3); circulate same (.1); revise Assumed Contracts Schedule per client feedback (.6); confer internally and with client re presale agreements in connection with Belly of the Beast (.5); confer internally and with client re distribution/license agreements (.4); confer internally re questions for client re newly uploaded agreements (.2); review newly uploaded agreements and prepare list to be included in Assumed Contracts (2.3); revise Assumed Contracts Schedule to incorporate newly uploaded agreements (1.1); continue review of documents in VDR to identify additional missing agreements (.5).

Susan W. Roberts 6.20 hrs. \$ 520.00/hr.

06/03/25 Review correspondence re assumed contracts schedule.

Stacey L. Rosenberg .20 hrs. \$ 1990.00/hr.

06/03/25 Review email correspondence re disclosure schedules (.5); review and revise disclosure schedules (1.5); review email correspondence re Shamrock objection in connection with sale (.5); review Shamrock materials and draft email correspondence re same (1.5).

Aerin A. Snow 4.00 hrs. \$ 1260.00/hr.

06/03/25 Evaluate next steps re scheduled sale hearing (.3); review objections to sale of debtors' assets (.4).

Justin R. Bernbrock .70 hrs. \$ 1670.00/hr.

06/03/25 Revise research memo re sale issues (.7); review pleadings for same (.9).

Catherine Jun 1.60 hrs. \$ 1180.00/hr.

06/03/25 Ongoing review and coordination re assumed contracts schedules and related supplemental notice issues for the studio business APA (1.7); participate in multiple internal and external telephone conferences with A. Snow, S. Roberts, M. Benz, T. Hovhannisyan, E. Anene and others to resolve open points and confirm required contract inputs (1.5); draft and respond to correspondence re missing cure amounts, counterparty communications, and scheduling mechanics (.4); review related documentation and analyze contract schedules for accuracy and completeness (.7).

Joseph A. Ireland 4.30 hrs. \$ 1175.00/hr.



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06/03/25	Draft sale order for library assets (3.8); review auction transcript and correspond with interested parties re same (.7); telephone conference with SMRH bankruptcy team and corporate team re schedules to APAs (1.1).	Alyssa Paddock	5.60 hrs.	\$ 1105.00/hr.
06/03/25	Telephone conference with SMRH team re studio business assumed contracts (1.1); confer with SMRH team re potential sale objections and related strategy (.5); review, analyze outline of potential WB sale objections and confer with C. Jun re same (.9).	Matt Benz	2.50 hrs.	\$ 895.00/hr.
06/03/25	Review documents and add to assumed contracts schedule in connection with purchase agreement (1.1); coordinate with L. Galeck and C. Heffernan re drafting of assumed contracts schedule (.4); draft email to client with open questions re same (.2).	Tatev Hovhannisyan	1.70 hrs.	\$ 765.00/hr.
06/04/25	Review and draft descriptions of assumed contracts for the purpose of preparing corresponding schedule to APA.	Caroline Heffernan	5.00 hrs.	\$ 225.00/hr.
06/04/25	Confer internally re additional agreements in connection with Zoolander (.6); review additional agreements added to VDR in connection with Turnaround Agreements (1.1); confer internally re same (.3); prepare list of same to be included in Assumed Contracts Schedule (1.4); continue review of documents in data room to identify additional missing agreements, specifically with respect to assignable development materials (2); confer internally re same (.3); revise Assumed Contracts Schedule to incorporate newly uploaded agreements (.8).	Susan W. Roberts	6.50 hrs.	\$ 520.00/hr.
06/04/25	Review correspondence re additional contracts to be added to assumed contracts list for Lot 2 purchase agreement.	Stacey L. Rosenberg	.20 hrs.	\$ 1990.00/hr.



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06/04/25	Evaluate open issues in connection with sale of derivative rights and consider arguments WB will make in opposition (1.8); emails with K. Waldock re same (.1); attention to calculations of amounts owing in connection with studio business (.7); participate in telephone conference with client team re strategy on Clover objection (.7); review objection to sale by Moonshot Entertainment and related emails (.3); analysis of potential WB objection on derivative rights sale (1.7).	Jennifer L. Nassiri	5.30 hrs.	\$ 1545.00/hr.
06/04/25	Review revised Studio Business schedules (.5); review email correspondence re Studio Business assumed contracts schedules (.7); review revised asset purchase agreements (1.5)	Aerin A. Snow	2.70 hrs.	\$ 1260.00/hr.
06/04/25	Evaluate next steps re Sale Hearing.	Justin R. Bernbrock	1.40 hrs.	\$ 1670.00/hr.
06/04/25	Correspond with SMRH team re sale auction issues (1.1); revise research memo re same (1.2); confer, correspond with M. Benz re same (.4); review pleadings for same (1.1).	Catherine Jun	3.80 hrs.	\$ 1180.00/hr.
06/04/25	Continue review and coordination re assumed contracts schedules and supplemental notices for the studio business APA (1); confer with T. Hovhannisyan, M. Benz, S. Roberts, A. Snow, and others re schedule updates, contract inputs, and timing (.8); review, edit, and analyze quitclaim agreements and related documentation for derivative projects (1.4); prepare and respond to correspondence addressing scheduling mechanics, project-specific rights issues, and transaction logistics (.4).	Joseph A. Ireland	3.60 hrs.	\$ 1175.00/hr.
06/04/25	Draft sale order for derivative rights (2.5); draft sale order for studio business (1.7).	Alyssa Paddock	4.20 hrs.	\$ 1105.00/hr.



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06/04/25	Review, analyze Clover renewed sale objection (.5); confer with SMRH team re same, other potential sale objections and related strategy (1.2); telephone conference with C. Jun re same (.3); conduct research in support of the same (.9); correspond with SMRH team and J. Mulvihill re Regency sale objection (.2).	Matt Benz	3.10 hrs.	\$ 895.00/hr.
06/04/25	Review and draft descriptions of additional assumed contracts added to the VDR (5.5); gather questions for client re same (.8); coordinate with L. Galeck and C. Heffernan to prepare compiled and updated list of assumed contracts (.7); review quitclaim agreement re Zoolander in connection with derivative rights assumed contracts schedule (.6); confer with J. Ireland re same (.4).	Tatev Hovhannisyan	8.00 hrs.	\$ 765.00/hr.
06/05/25	Review and draft descriptions of assumed contracts in connection with schedule to APA, including, Scripted TV Development Contract, Development Rights re Turnaround Agreements, and Project Design Notice.	Caroline Heffernan	6.80 hrs.	\$ 225.00/hr.
06/05/25	Review newly uploaded agreements to identify potential assumed contracts (.3); prepare list of same and circulated internally for review (.2); confer internally re excluded projects (.3); continue review of documents in data room to identify missing agreements in connection with assignable materials (.8); review revised draft of Asset Purchase Agreement (.5); confer internally re representations and warranties affecting Studio Assets schedules (.2); prepare list of outstanding items in connection with same (.2); review Assumption Notices to identify cure amounts in connection with newly added Assumed Contracts (.3); cross check USCO online catalog with copyright registrations noted in development expenses to identify potential copyright registrations for Studio Assets (1.1); circulate list of projects with missing agreements internally (.1); continue to review documents in VDR to identify missing agreements with respect to assignable development materials (1.5); continue to prepare list of same (.8); revise list of excluded projects (.4); revise list of Lot 3 Assets (.5).	Susan W. Roberts	7.20 hrs.	\$ 520.00/hr.



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06/05/25 Review base indenture and supplements re payment waterfalls, and collateral and collections on same and excluded property in connection with sale and payoff analysis (1.5); prepare summary of supplement waterfalls and terms note acquisition (.8); email team re next steps (.2).

Colleen H. McDonald 2.50 hrs. \$ 1340.00/hr.

06/05/25 Conference with Sheppard Mullin team re responses to expected WB objections to sale.

Stacey L. Rosenberg .70 hrs. \$ 1990.00/hr.

06/05/25 Further analysis of copyright law and impact on sale of derivative rights (1.8); telephone conference with SMRH team to evaluate strategy in connection with same (1); analysis of correspondence from Alcon counsel re status and consider strategy in response to same (.7); attend to multiple emails with counsel for Clover Ivy in connection with sale objection (.3); analyze open issues re sale strategy (1.4).

Jennifer L. Nassiri 5.20 hrs. \$ 1545.00/hr.

06/05/25 Review revised asset purchase agreements (2.5); draft email correspondence re revisions to asset purchase agreements (.5); telephone conference with J. Ireland re asset purchase agreements (.5); review and revise asset purchase agreements (1.5); review schedules on WB claims (.5)

Aerin A. Snow 5.50 hrs. \$ 1260.00/hr.

06/05/25 Attend telephone conference with SMRH team re responses to sale objections (1.4); evaluate next steps to obtain sealed version of filing (.4); review and correspond with SMRH team re derivative rights and 365 assignment issues in connection with sale process (1.6); evaluate next steps re Seaport follow up inquiry re ABS assumption in connection with potential merger or consolidation (1.9)

Justin R. Bernbrock 5.30 hrs. \$ 1670.00/hr.

06/05/25 Research case law re sale issues in Delaware (1.9); analyze pleadings, contracts related to same (1.1); telephone conference with SMRH team re same (.5); draft research memo for same (.5).

Catherine Jun 4.00 hrs. \$ 1180.00/hr.



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06/05/25 Review and analysis of revised drafts of studio business and derivative rights asset purchase agreements (1.3); participate in telephone conferences with A. Snow re contract markups and open issues (.5); confer with T. Hovhannisyan and S. Roberts re transaction schedules and related matters (.4); participate in telephone conference with C. Jun and S. Rosenberg re anticipated objections to sale (.5); review and respond to correspondence re asset purchase agreement markups (.4); analyze and compare said markups (.3); telephone conferences and correspondence throughout the day to coordinate action items with respect to the finalization of schedules (1).

Joseph A. Ireland 4.40 hrs. \$ 1175.00/hr.

06/05/25 Telephone conference with J. Nassiri, C. Jun and M. Benz re sale objection issues (1.1); review sale response outline and related issues (1.3); review and revise sale orders (2.9); telephone conference with bankruptcy team and S. Rosenberg re sale response issues (.6).

Alyssa Paddock 5.90 hrs. \$ 1105.00/hr.

06/05/25 Confer with team re research needed for derivative rights sale strategy.

Gianna E. Segretti .40 hrs. \$ 1105.00/hr.

06/05/25 Review draft sale order for library assets and revise to incorporate relevant provisions from DIP order (1.7); correspond with A. Paddock re same (.2); telephone conference with J. Nassiri, C. Jun, and A. Paddock re strategy re response to sale objections and next steps (1.1); confer with A. Paddock and G. Segretti re additional research issues in connection with the same (.5); telephone conference with SMRH team re same (.6); conduct research re sale issues and review relevant documents in support of response to potential objections (3.8).

Matt Benz 7.90 hrs. \$ 895.00/hr.

06/05/25 Review and draft descriptions of additional batch of assumed contracts (3.2); review and revise work product provided by L. Galeck, C. Heffernan and S. Roberts and add to master assumed contracts list (2.8); review new agreements against previously prepared lists of studio asset projects for the purpose of identifying any inconsistencies (1.7).

Tatev Hovhannisyan 7.70 hrs. \$ 765.00/hr.



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06/06/25	Prepare list of questions for client re projects with missing agreements and potentially assignable development materials (.5); confer internally re same (.3); continue review of documents in data room to identify same (1.3); continue to prepare list of same (.9).	Susan W. Roberts	3.00 hrs.	\$ 520.00/hr.
06/06/25	Conference with Sheppard and Loeb teams re asset purchase agreement.	Stacey L. Rosenberg	1.10 hrs.	\$ 1990.00/hr.
06/06/25	Participate in telephone conference with corporate team re Alcon revisions to Asset Purchase Agreement (1); evaluate strategy re same (2.8); participate in telephone conference with Alcon team re same (1.1); review and analysis of all sale orders (1.2).	Jennifer L. Nassiri	6.10 hrs.	\$ 1545.00/hr.
06/06/25	Telephone conference re EuropaCorp contract in connection with sale (.5); telephone conference with SMRH team re asset purchase agreements (1); review and revise asset purchase agreements (3.5); draft email correspondence re revisions to purchase agreement (.7).	Aerin A. Snow	5.70 hrs.	\$ 1260.00/hr.
06/06/25	Attend telephone conferences with SMRH team, Loeb and Co-Counsel re sale process open issues and next steps(1.6); review and analyze open issues re sale process (1.2); attend telephone conference with SMRH team re EuropaCorp Contract in connection with sale (.7).	Justin R. Bernbrock	3.50 hrs.	\$ 1670.00/hr.
06/06/25	Telephone conference with Alcon re sale issues (1); review pleadings re same (.4).	Catherine Jun	1.40 hrs.	\$ 1180.00/hr.



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06/06/25 Participate in external and internal telephone conferences with A. Snow, A. Paddock, J. Nassiri, J. Bernbrock, V. Rubinstein, S. Edel, B. Cherry, and others re open issues on the studio business APA, derivative rights APA, and related sale order considerations (1.8); review and respond to correspondence re assumed contract scheduling and notice requirements (.4); edit and coordinate disclosure schedules and counterparty notices (1.3); analyze revised drafts and redlines of transactional documents and coordinate across deal team on next steps (1.7).

Joseph A. Ireland 5.20 hrs. \$ 1175.00/hr.

06/06/25 Revise sale orders and incorporate comments from various internal parties and local counsel (4.1); telephone conference with SMRH bankruptcy and corporate teams re revisions to derivative rights and studio business APAs (1.2); review revisions to APAs (.4); telephone conference with SMRH bankruptcy and corporate teams and counsel to buyer re APAs (.6).

Alyssa Paddock 6.30 hrs. \$ 1105.00/hr.

06/06/25 Telephone conference with SMRH team re EuropaCorp contract and considerations related to sale process (.5); telephone conference with SMRH and Loeb teams re revisions to Asset Purchase Agreement (1); confer with SMRH team re Wonka issues in connection with derivative rights sale (.5); review Loeb comments on derivative rights Asset Purchase Agreement in connection with the same (.3); confer with C. Jun re research and open issues in connection with response to sale objections (.4).

Matt Benz 2.70 hrs. \$ 895.00/hr.

06/06/25 Correspond with J. Ireland and revise draft email to client re studio assets assumed contract schedule (.6); prepare disclosure schedule for derivative rights Asset Purchase Agreement re exceptions to the derivative rights (3.4); confer with SMRH team re questions re Wonka in connection with the same (.8).

Tatev Hovhannisyan 4.80 hrs. \$ 765.00/hr.

06/07/25 Conference with A. Snow re Alcon asset purchase agreement.

Stacey L. Rosenberg .30 hrs. \$ 1990.00/hr.



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06/07/25	Attend to multiple emails re strategy on Wonka issues (.8); participate in telephone conference with SMRH team to evaluate strategy on final Asset Purchase Agreements and sale orders (1.1); analysis of previous legal correspondence in connection with Wonka dispute (.7).	Jennifer L. Nassiri	2.60 hrs.	\$ 1545.00/hr.
06/07/25	Telephone conference with SMRH BK team re asset purchase agreement.	Aerin A. Snow	1.00 hrs.	\$ 1260.00/hr.
06/07/25	Attend telephone conference with SMRH team and co-counsel re sale issues (1.3); correspond with SMRH team re Sale Orders (.9).	Justin R. Bernbrock	2.20 hrs.	\$ 1670.00/hr.
06/07/25	Participate in telephone conference with J. Bernbrock, J. Nassiri, A. Snow and A. Paddock re derivative rights sale order and related provisions in APA (1); review and respond to team correspondence concerning sale order issues (.3); telephone conference with A. Snow re same (.3); review and revise studio business and derivative rights asset purchase agreement (.9).	Joseph A. Ireland	2.50 hrs.	\$ 1175.00/hr.
06/07/25	Telephone conference with SMRH bankruptcy team and corporate team re derivative rights sale and Asset Purchase Agreement (1); coordinate with various groups re sale update telephone conferences (.4); review relevant APAs and Sale Orders for purposes of determining mechanics of transfer (1.2).	Alyssa Paddock	2.60 hrs.	\$ 1105.00/hr.
06/08/25	Attend to Wonka open issues in connection with derivative rights sale (.7); telephone conference with team re status of Wonka arbitration and impact on sale to Alcon (1).	Jennifer L. Nassiri	1.70 hrs.	\$ 1545.00/hr.
06/08/25	Telephone conferences with SMRH and Alcon team re purchase agreements (2); revise purchase agreements (1); draft email correspondence re same (.9).	Aerin A. Snow	3.90 hrs.	\$ 1260.00/hr.



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06/08/25 Telephone conference with J. Bernbrock, J. Nassiri, A. Snow, A. Paddock, et. al re Wonka dispute issues.

Joseph A. Ireland .90 hrs. \$ 1175.00/hr.

06/08/25 Telephone conference with Kirkland & Ellis and company management re Wonka arbitration status and history in connection with sale process (.7); telephone conference with SMRH bankruptcy team re sale process (.3); review correspondence history re Wonka arbitration (1.2); review sale related pleadings (.8).

Alyssa Paddock 3.00 hrs. \$ 1105.00/hr.

06/08/25 Review documents related to confidentiality on Wonka related issues in connection with sale and confer with SMRH team re same (.7); telephone conference with SMRH and Loeb teams re Wonka and related sale issues (.8); confer with SMRH team re same (.3); conduct research in support of sale objections (1.9).

Matt Benz 3.70 hrs. \$ 895.00/hr.

06/09/25 Continue to review documents in data room to identify missing agreements in connection with development materials (3.5); prepare list of questions for client re same (.5); confer internally re same (.7); revise Annex III to Studio Business Asset Purchase Agreement to incorporate findings of review and answers from client (1.8).

Susan W. Roberts 6.50 hrs. \$ 520.00/hr.

06/09/25 Review and respond to query from Loeb re assumption of certain Magnum contracts (.2); conference with VREG, Solic, and Sheppard teams to discuss Shamrock objection (.8); conference with A. Snow and D. Price re assignment of arbitration claim in derivative rights asset purchase agreement (.2).

Stacey L. Rosenberg 1.20 hrs. \$ 1990.00/hr.



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06/09/25 Telephone conference with Alcon legal team re Wonka strategy and sale of derivative rights (1.1); follow up telephone conference with SMRH team re strategy of same and issues with studio business (.8); analysis of open issues on next steps with studio sale (1.8); follow up telephone conference with A. Snow and J. Bernbrock re same (.2); participate in follow up telephone conference with Alcon re strategy (.7); analyze additional revisions to sale order for library assets (1.2).

Jennifer L. Nassiri 5.80 hrs. \$ 1545.00/hr.

06/09/25 Telephone conference with Solic and K. Maib re Shamrock sale objection (1); telephone conference with Loeb re purchase agreements (1); telephone conference with SMRH BK team re purchase agreements (.5); revise purchase agreements (2); telephone conference with SMRH litigation counsel re WB arbitrations in connection with sale (.6); review email correspondence re Wonka arbitration in connection with sale (.8).

Aerin A. Snow 5.90 hrs. \$ 1260.00/hr.

06/09/25 Attend telephone conference with SMRH team re APAs (.7); attend telephone conference with SMRH team and Loeb re open sale issues (1.3); correspond with SMRH Team re open issues (.6); evaluate next steps re sale order language (1.7).

Justin R. Bernbrock 4.30 hrs. \$ 1670.00/hr.

06/09/25 Revise research memo re sale issues (2.1); confer, correspond with M. Benz re same (.4); analyze precedent pleadings re same (.8).

Catherine Jun 3.30 hrs. \$ 1180.00/hr.

06/09/25 Prepare for and participate in telephone conference with Solic, Accordion and SMRH teams re Shamrock objection and related studio business Asset Purchase Agreement issues (1.1); review, correspondence and telephone conferences with T. Hovhannisyan and S. Roberts re studio business assumed contracts and related notice issues (.9); analyze open issues re Wonka arbitration (.5); telephone conference with SMRH team re same (.4).

Joseph A. Ireland 2.90 hrs. \$ 1175.00/hr.



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06/09/25 Telephone conference with counsel to buyer and SMRH bankruptcy and corporate teams re APAs (1.1); telephone conference with financial advisor and SOLIC and SMRH bankruptcy and corporate teams re studio business (.7); review sale issues and related communications (2.7); telephone conference with counsel to shamrock re objection (.4); follow up telephone conference with SMRH bankruptcy team re sale process (.5); summarize status of sale process for the board (.7); follow up telephone conference with counsel to buyer re sale process and APAs (.6); revise sale orders (3.2).

Alyssa Paddock 9.90 hrs. \$ 1105.00/hr.

06/09/25 Attend Zoom telephone conference re sale objections.

Gianna E. Segretti 1.00 hrs. \$ 1105.00/hr.

06/09/25 Review and revise working draft response to potential WB sale objection (.7); confer with C. Jun re same (.4); draft sale order insert re Clover objections and correspond with counsel to Clover re same (.4); telephone conference with SMRH and Loeb teams re sale process, APAs, and next steps (1.1); review, incorporate Loeb comments on draft studio business sale order and confer with A. Paddock re same (.9).

Matt Benz 3.50 hrs. \$ 895.00/hr.

06/09/25 Review feedback and new agreements from client and revised Studio Assets Asset Purchase Agreement assumed contracts list (1.1); update cure amounts based on previous assumption notices (.2).

Tatev Hovhannisyan 1.30 hrs. \$ 765.00/hr.

06/10/25 Participate in team telephone conference re outstanding matters with respect to Studio Assets (.8); circulate finalized list of missing documents in connection with development materials and questions for client re same (.5); draft Disclosure Schedules to Studio Projects Asset Purchase Agreement (3.9); revise drafts of Annex II and Annex III to incorporate additional documents and associated cure amounts (1.5); circulate same for internal review (.1).

Susan W. Roberts 6.80 hrs. \$ 520.00/hr.

06/10/25 Telephone conference with SMRH bankruptcy team re copyright issues in connection with sale process.

Wook Hwang .60 hrs. \$ 1430.00/hr.



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06/10/25	Analyze revised asset purchase agreement for studio assets and derivative rights (.8); telephone conference with A. Snow re same (.2); attend to multiple emails re same (.5); analysis of transfer of derivative rights issues (1); review multiple emails re Clover sale objection and next steps (.3) evaluate case strategy in connection with Wonka/Matrix issues related to sale (1.7).	Jennifer L. Nassiri	4.50 hrs.	\$ 1545.00/hr.
06/10/25	Revise purchase agreements (3.5); review email correspondence re purchase agreements (1); draft and review email correspondence re annexes to purchase agreements (.6).	Aerin A. Snow	5.10 hrs.	\$ 1260.00/hr.
06/10/25	Attend telephone conference with SMRH team re APAs and Sale Hearing issues (1.5); correspond with SMRH team re same (.3); correspond with SMRH team re Sale Order language and next steps (1.3); review, analyze Sale Reply brief (1.6); prepare for and attend telephone conference with S. Edel re sale process status and updates (1.6).	Justin R. Bernbrock	6.30 hrs.	\$ 1670.00/hr.
06/10/25	Revise research memo re sale issues (3.5); analyze case law for same (3.8); telephone conference with W. Hwang re same (.5).	Catherine Jun	7.80 hrs.	\$ 1180.00/hr.
06/10/25	Review and revise derivative rights Asset Purchase Agreement and studio business Asset Purchase Agreement (2.2); telephone conferences with A. Snow re same (.4); review and incorporate A. Snow's comments on Asset Purchase Agreements (.7); telephone conference with J. Nassiri, A. Snow, A. Paddock and M. Benz re open issues with respect to agreements (.3); correspond with Loeb team re Asset Purchase Agreements (.4); telephone conference with T. Hovhannisyan and S. Roberts re annexes and schedules to agreements (.4); review and analyze Shamrock objection (.6); review and analyze draft disclosure schedules and correspondence re same (1.1); attention throughout the day to annexes to Asset Purchase Agreements (.9); telephone conferences with T. Hovhannisyan and S. Roberts re same (.3).	Joseph A. Ireland	7.30 hrs.	\$ 1175.00/hr.



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06/10/25	<p>Telephone conference with Intellectual property team re issues for reply in support of sale (.5); telephone conference with M. Benz re sale issues (.3); review, revise, and circulate sale orders (1.5); discuss APAs with SMRH corporate team (.2); review revised APAs (.3).</p>	<p>Alyssa Paddock</p>	<p>2.80 hrs.</p>	<p>\$ 1105.00/hr.</p>
06/10/25	<p>Correspond with C. Jun re research in support of response to sale objections (.2); telephone conference and correspondence with I. Guevrekian re draft sale orders (.4); telephone conference with SMRH team re APA issues (.2); review, analyze revised drafts of sale orders for each lot of assets (.9); telephone conference with J. Nassiri, W. Hwang, C. Jun, and A. Paddock re copyrights issues in connection with response to potential sale objection (.5); conduct research and confer with SMRH team in connection with the same (3.8); telephone conference with A. Paddock re filed sale objections and next steps re response (.3).</p>	<p>Matt Benz</p>	<p>6.30 hrs.</p>	<p>\$ 895.00/hr.</p>
06/10/25	<p>Prepare derivative rights Asset Purchase Agreement disclosure schedules (3.9); correspond with team re assumed contract schedule and disclosure schedules (1.4); correspond with client re disclosure schedules (.6); finalize cure amounts and assumed contract schedule (1.1).</p>	<p>Tatev Hovhannisyan</p>	<p>7.00 hrs.</p>	<p>\$ 765.00/hr.</p>
06/11/25	<p>Review Assumption Notices to confirm inclusion of all Assumed Contracts (3.3); revise Annex II to incorporate findings of review (2.9); confer internally, with client and with Verita re same (.8).</p>	<p>Susan W. Roberts</p>	<p>7.00 hrs.</p>	<p>\$ 520.00/hr.</p>
06/11/25	<p>Evaluate strategy issues in preparation for WB opposition to derivative rights sale (1.3); consider issues with schedules for derivative rights asset purchase agreement and multiple emails re same (.8); review additional Alcon proposed revisions to studio and derivative rights agreements and consider strategy in connection with same (1.7); telephone conference with A. Snow and J. Ireland re same (.4).</p>	<p>Jennifer L. Nassiri</p>	<p>4.20 hrs.</p>	<p>\$ 1545.00/hr.</p>



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06/11/25 Participate on telephone conference with SMRH team re Lot 2 and Lot 3 purchase agreements (1); draft email correspondence re Lot 2 and Lot 3 purchase agreements (1); review and revise purchase agreements (1.5); review and revise disclosures (1); prepare for sale hearing (1); review email correspondence re Wonka dispute (.5); draft email correspondence re Wonka dispute (.9).

Aerin A. Snow 6.90 hrs. \$ 1260.00/hr.

06/11/25 Attend telephone conference with SMRH team re Sale Reply (.7); attend telephone conference with SMRH and Loeb teams re studio business and derivative rights APAs, sale hearing and objections (1.1); plan and prepare for upcoming sale hearing (2.0); correspond with WB representatives re data room access issues (.4); evaluate next steps re Shamrock (1.3); evaluate next steps re Alcon Lot 2 and Lot 3 APAs (.9); attend telephone conference with A. Gavant, SMRH team, and WLRK re sale process status and updates (.8); attend telephone conference with SMRH team and Morgan Lewis re sale process status and updates (.4).

Justin R. Bernbrock 7.60 hrs. \$ 1670.00/hr.

06/11/25 Research applicable law re sale issues (1.2); revise memo re same (.6); confer with SMRH team re same (.8)

Catherine Jun 2.60 hrs. \$ 1180.00/hr.

06/11/25 Review and revise annexes to Studio Business and Derivative Rights APAs (2.4); participate in telephone conferences and correspondence with T. Hovhannisyan, S. Roberts and A. Paddock re revisions and annexes (1.4); analyze Alcon's comments on Asset Purchase Agreements and telephone conference with J. Nassiri, A. Snow, and A. Paddock re same (1.3); analyze open issues with respect to assumption of Wonka arbitration (.5); draft provision re same for derivative rights agreement and reviewed and revised Asset Purchase Agreements (1.1).

Joseph A. Ireland 6.70 hrs. \$ 1175.00/hr.

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Susan W. Roberts	7.20 hrs.	\$ 520.00/hr.
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06/12/25 Review final Asset Purchase Agreements for derivative rights and studio assets with schedules (.7); review and provide comments to draft reply in support of motion to sell derivative rights (3.2); attention to adjournment of hearing on same and evaluate next steps (.6); review draft notice and multiple emails re same (.4); consider strategy on reply in support of studio and library sales (.8); review updated comments to library asset sale order from Alcon and related emails re Magnum contracts (.4); review comments by DIP secured parties to sale orders (.2); analysis of Regency objection to sale and evaluate response and next steps (1.6).

Jennifer L. Nassiri 7.90 hrs. \$ 1545.00/hr.

06/12/25 Revise purchase agreements (2); prepare for hearing (2); participate on telephone conference with Solic and SMRH teams re sale process (1); draft email correspondence re Lot 2 purchase agreement (1.5); draft email correspondence re disclosure schedules (.8)

Aerin A. Snow 7.30 hrs. \$ 1260.00/hr.

06/12/25 Correspond with SMRH team re unredacted WB sale objection and next steps (1.1); attend telephone conference with VREG, SMRH team and SOLIC Capital re sale hearing, updates, and next steps (.6); evaluate next steps concerning sale objections and sale hearing (1.7); evaluate next steps re continuation of Derivative Rights Sale Hearing (.7).

Justin R. Bernbrock 4.10 hrs. \$ 1670.00/hr.

06/12/25 Telephone conference with J. Bernbrock, Sheppard team, client re update on status of issues on asset sale (.6); correspond with SMRH team re same (.4); review, revise draft response to pending objection to sale (1).

Catherine Jun 2.00 hrs. \$ 1180.00/hr.

06/12/25 Review supplemental notice of assumed contracts and reconcile same against contract lists attached to APAs (.6); review revised draft of Studio Business Asset Purchase Agreement and confer internally re outstanding issues (1.3); participate in telephone conferences with T. Hovhannisyan, S. Roberts, and M. Benz to address inconsistencies and finalize schedules (.5); prepare for and participate in telephone conference with Solic, SMRH, and Accordion teams re remaining sale issues (.6); review and analyze derivative rights agreements and studio business agreements for implications on assumption (1.5).

Joseph A. Ireland 4.50 hrs. \$ 1175.00/hr.



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06/12/25	Review and revise reply in support of sale (2.3); review proposal settlement language from counsel to clover (.4).	Alyssa Paddock	2.70 hrs.	\$ 1105.00/hr.
06/12/25	Telephone conference with SMRH, Accordion, Solic, and company management teams re sale process updates and next steps (.6); draft correspondence to J. Nassiri and A. Paddock re same (.2); confer with SMRH team re next steps re sale hearing and response (1.5); review and incorporate MoFo comments on studio business sale order and correspond with SMRH team re same (.8).	Matt Benz	3.10 hrs.	\$ 895.00/hr.
06/12/25	Attend to inquiries re Lot 1 purchase agreement.	Jonathan Leiter	.20 hrs.	\$ 825.00/hr.
06/12/25	Confer with J. Herbstritt re the three Asset Purchase Agreement closing checklists (2.5); correspond with J. Ireland re Assumed Contract schedules for lots 1, 2 and 3 (1.3); review third supplemental assumption notice to ensure all contracts are accounted for in the three schedules of assumed contracts (2.9); review contracts and prepare email to client re whether they should be included in schedule (1.5).	Tatev Hovhannisyan	8.20 hrs.	\$ 765.00/hr.
06/13/25	Confer with client re outstanding matters with respect to Assumed Contracts (.4); review additional agreements provided by client (1.5); revise Annex II and III to incorporate additional agreements (1.2); confer internally re opposing counsel comments to Studio Business Asset Purchase Agreement (.5); confer internally re Disclosure Schedules (.2).	Susan W. Roberts	3.80 hrs.	\$ 520.00/hr.
06/13/25	Conference with Loeb and Sheppard teams re assumed contracts list.	Stacey L. Rosenberg	.80 hrs.	\$ 1990.00/hr.



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06/13/25	<p>Analysis of revised sale orders and asset purchase agreements in connection with derivative rights and studio sales (1.3); attend to multiple emails re revisions to notice of adjournment (.3); attend to issues re sale order revisions in connection with Magnum (.4); review multiple emails from D.Ahdoot re guild preservation language in sale order (.3); evaluate open issues in connection with open issues on Studio Asset Purchase Agreement (.6); telephone conference with SMRH corporate team re strategy of same (.5); initial review of WB objection (1.2).</p>
	<p>Jennifer L. Nassiri 4.60 hrs. \$ 1545.00/hr.</p>
06/13/25	<p>Draft email correspondence re guild issues (1.5); participate on telephone conference with SMRH team re revised purchase agreement (1); review revised purchase agreement (1); review email correspondence re sale status with creditor's counsel (.5); review email correspondence re Magnum transaction and proposals (.5); review revised schedules (1); review and revise closing checklist (1); participate on internal telephone conferences re studio business assets (1); coordinate updates to disclosure schedules (.6).</p>
	<p>Aerin A. Snow 8.10 hrs. \$ 1260.00/hr.</p>
06/13/25	<p>Attend telephone conference with Loeb, DLA Piper and SMRH team re Alcon assumed contract list (.8); attend telephone conference with SMRH team re Alcon Lot 2 and Lot 3 APAs (.6); prepare next steps as to upcoming sale hearing (1.6); evaluate next steps re adjournment of sale hearing for studio business and derivative rights(.7); correspond with J. Steiner and J. Mulvihill re continued sale hearing and next steps (.5); correspond with D. Ahdoot re updated sale orders and schedules to APAs (.6).</p>
	<p>Justin R. Bernbrock 4.80 hrs. \$ 1670.00/hr.</p>
06/13/25	<p>Analyze Warner Bros. objection to sale (.3); reviewed precedent, related contracts for same (.4); corresponded with J. Nassiri re same (.2).</p>
	<p>Catherine Jun .90 hrs. \$ 1180.00/hr.</p>



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06/13/25	Review and revise multiple iterations of disclosure schedules for the Studio Business and Derivative Rights APAs (2.1); attention to reconciliation of assumed contracts and annexes (.5); analyze and address open issues concerning guild obligations, liens, and third-party agreements (.7); participate in telephone conference with D. McConnell, T. Ara, J. Bernbrock, J. Nassiri, A. Snow, and A. Paddock (.8); telephone conferences and correspondence with T. Hovhannisyan and S. Roberts on schedule revisions and finalization of annexes (.6); review Alcon request re annexes with A. Snow and corresponded with J. Kulback re same (.4); substantial drafting and further revisions of disclosure schedules (2.4).
Joseph A. Ireland	7.50 hrs. \$ 1175.00/hr.
06/13/25	Telephone conference with counsel to Magnum and counsel to buyer (.5); review changes to sale order (1.4); communicate with Guilds re status of liens on debtors' assets (.3).
Alyssa Paddock	2.20 hrs. \$ 1105.00/hr.
06/13/25	Revise studio business sale order (.4); correspond with SMRH and Loeb teams re same and draft Clover stipulation (.4); review and incorporate Loeb and Magnum comments on library assets sale order (.7); correspond with SMRH team and D. Ahdoot re revised sale orders and APA schedules (.6); telephone conference with SMRH and Loeb teams re studio business and derivative rights APAs (.7); review WB sale objection and correspond with SMRH team re same (1.3).
Matt Benz	4.10 hrs. \$ 895.00/hr.
06/13/25	Revise assumed contract schedule for studio Asset Purchase Agreement based on feedback and new uploads from client (2.3); confer with J. Ireland and revise Derivative Rights Asset Purchase Agreement Disclosure Schedules re same (1.4).
Tatev Hovhannisyan	3.70 hrs. \$ 765.00/hr.
06/14/25	Review and edit draft outline for response to Warner Bros. sale objection brief (.9); analyze Warner Bros. sale objection brief and supporting Smith declaration (1.2).
Thomas V. Panoff	2.10 hrs. \$ 1480.00/hr.



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06/14/25 Review, analyze and comment on WB's objection to asset sale (3.2); conference with Loeb and Sheppard teams re same (.9).

Stacey L. Rosenberg 4.10 hrs. \$ 1990.00/hr.

06/14/25 Analyze WB objection to sale of derivative rights and library (2.5); telephone conference with SMRH team re strategy (.5); telephone conference with Alcon team re strategy in response to same (.9); analysis of comments from S. Rosenberg re opposition by WB (.7); review proposed revisions to sale order in connection with WB objection (.6).

Jennifer L. Nassiri 5.20 hrs. \$ 1545.00/hr.

06/14/25 Review WB sale objection.

Aerin A. Snow 1.30 hrs. \$ 1260.00/hr.

06/14/25 Attend telephone conference with SMRH team re WB objection (1.2); attend telephone conference with SMRH team and Loeb re WB objection (.7); correspond with OMM and MNAT teams re modifications to the APA with Alcon (.8).

Justin R. Bernbrock 2.70 hrs. \$ 1670.00/hr.

06/14/25 Telephone conference with SMRH team re objection strategy (.5); telephone conference with Alcon re same (1); analyze case law in support of sale (2.3); draft sections of reply (1.1).

Catherine Jun 4.90 hrs. \$ 1180.00/hr.

06/14/25 Review and analyze Warner objection to sale order (1.1); correspondence and telephone conferences with A. Paddock and T. Hovhannisyan re open copyright issues with respect to same (.6); review copyright office records to confirm identity of relevant claimant and confirmation of certain assignments of derivative and other rights with respect to picture copyrights (.9); review and analyze underlying film sale and transfer documents (1.8); correspondence with A. Paddock re same (.2).

Joseph A. Ireland 4.60 hrs. \$ 1175.00/hr.



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06/14/25	<p>Telephone conference with BK team re WB objection to sale (.5); telephone conference with counsel to buyer re sale objection (.9); review sale objection and draft reply in support of sale of library assets (10.3).</p> <p>Alyssa Paddock</p> <p style="text-align: right;">11.70 hrs. \$ 1105.00/hr.</p>
06/14/25	<p>Review, analyze WB sale objection (2.4); draft outline of response to same and circulate to SMRH team for review (1.5); telephone conference with SMRH team re same (.5); telephone conference with SMRH and Loeb teams re same (1); telephone conference with A. Paddock re coordinating drafting of reply brief (.4); draft reply brief insert re Alcon adequate assurance of future performance under assumed contracts and conduct research re same (1.6); correspond with SMRH team re same (.2); draft correspondence to Pachulski team re revised drafts of sale orders for library assets and studio business (.2).</p> <p>Matt Benz</p> <p style="text-align: right;">7.80 hrs. \$ 895.00/hr.</p>
06/14/25	<p>Review USCO public records to re recordation of assignments of the derivative rights to VREG in support of response to WB objection.</p> <p>Tatev Hovhannisyan</p> <p style="text-align: right;">3.00 hrs. \$ 765.00/hr.</p>
06/15/25	<p>Review and edit draft response to Warner Bros. sale objection and supporting declaration.</p> <p>Thomas V. Panoff</p> <p style="text-align: right;">1.40 hrs. \$ 1480.00/hr.</p>
06/15/25	<p>Conference with A. Snow re WB objection to asset sale (.1); conference with O'Melveny and Sheppard Mullin teams re WB objection to asset sale (.4); conference with Sheppard Mullin team re telephone conference with WB re asset sale objection (.4); conference with Loeb, O'Melveny and Sheppard Mullin teams re WB's objection to asset sale (1.2); review and comment on reply to WB's objection (.4); review and comment on drafts of declaration (.6).</p> <p>Stacey L. Rosenberg</p> <p style="text-align: right;">3.10 hrs. \$ 1990.00/hr.</p>

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Catherine Jun	5.90 hrs.	\$ 1180.00/hr.
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06/15/25	<p>Prepare for and participate in telephone conference with S. Warren, E. Jones, S. Rosenberg, J. Bernbrock, J. Nassiri, A. Snow, A. Paddock, et. al re open issues with respect to library sale (1.1); telephone conference with said group and S. Edel and V. Rubinstein re same (1); internal strategy telephone conference with SMRH team (.5); telephone conference with A. Paddock re copyright-related and other open issues with respect to Warner objection and reply thereto (.3); draft summary of co-financing and co-ownership mechanics for use in replay and related declaration, and analysis of underlying agreements in connection with same (1.9); review and analyze draft reply and comments thereon (.9).</p>	<p>Joseph A. Ireland</p>	<p>5.70 hrs.</p>	<p>\$ 1175.00/hr.</p>
06/15/25	<p>Telephone conference with counsel to WB (.4); telephone conference with SMRH bankruptcy team re sale process (.5); telephone conference with counsel to WB and counsel to buyer (1.1); draft and revise reply in support of sale of library assets (12.9).</p>	<p>Alyssa Paddock</p>	<p>14.90 hrs.</p>	<p>\$ 1105.00/hr.</p>
06/15/25	<p>Confer with SMRH team re reply to WB sale objection (1.8); telephone conference with SMRH team and counsel to WB re WB sale objection (.5); telephone conference with SMRH team, Loeb, and counsel to WB re WB sale objection (1.1); draft reply brief inserts and conduct research in support of the same (2.9); draft Rosenberg declaration in support of reply and confer with SMRH team re same (1.2); draft summary of non-WB sale objections and current status (.5); correspond with SMRH team re same (.2).</p>	<p>Matt Benz</p>	<p>8.20 hrs.</p>	<p>\$ 895.00/hr.</p>
06/16/25	<p>Draft outline for potential re-direct exam for S. Rosenberg as a witness for hearing in connection with sale.</p>	<p>Thomas V. Panoff</p>	<p>1.70 hrs.</p>	<p>\$ 1480.00/hr.</p>
06/16/25	<p>Correspondence re reply to WB objection to sale of library assets and revised draft of declaration (.4); review draft of audit provisions from WB (.1); review revised list of assumed contracts list for lots 1 and 2 (.1); conference with B. Cherry re review of Magnum security documents (.2).</p>	<p>Stacey L. Rosenberg</p>	<p>.80 hrs.</p>	<p>\$ 1990.00/hr.</p>



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06/16/25	Analysis of further proposed revisions to reply in support of Library Sale and evaluate strategy in connection with same (2.7); review draft joiner to be filed by Alcon (.3); attend to draft sale order and additional proposed revisions and multiple related emails (1.4); prepare for hearing on Library Sale (2.2); attend to guild issues in connection with the final sale order (.2).	Jennifer L. Nassiri	6.80 hrs.	\$ 1545.00/hr.
06/16/25	Prepare for sale hearing and attend to open issues in connection with the same.	Aerin A. Snow	11.60 hrs.	\$ 1260.00/hr.
06/16/25	Correspond with J. Mulvihill re Sale Order (.4); evaluate next steps re same (1.3); evaluate next steps re Alcon Sale Order (.6); evaluate next steps re Sale Hearing (1.9); attend to WB Sale Objection (.7); review final version of WB Sale Objection and evaluate next steps re same (2); evaluate next steps re reply redactions and follow up with co-counsel re review process of relevant documents (.6).	Justin R. Bernbrock	7.50 hrs.	\$ 1670.00/hr.
06/16/25	Review and correspondence throughout the day re assumed contracts schedules (.6); discuss open issues re same with T. Hovhanissyan (.2); review Lot 1 sale order redraft and correspondence throughout the day re same (.9); analyze open issues with respect to Warner comments on Purchased Assets definition (.7).	Joseph A. Ireland	2.40 hrs.	\$ 1175.00/hr.
06/16/25	Revise, finalize and file Reply in support of sale of library assets (2.2); revise, finalize and file declaration in support of reply (.5); revise and file proposed sale order for library assets (1.9).	Alyssa Paddock	4.60 hrs.	\$ 1105.00/hr.



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06/16/25 Incorporate comments and revise reply brief re WB sale objection (1.8); confer with SMRH team re same (1); correspond with Loeb team re same (.3); incorporate comments and revise Rosenberg declaration in support of reply brief (.7); confer with SMRH team re same (.5); revise library assets sale order and correspond with A. Paddock re same (.7); confer with SMRH team re Paramount sale objection (.4); correspond with Loeb team and S. Horning re same (.3); correspond with counsel to Cyan World re studio business sale hearing (.2); correspond with Pachulski team re library assets sale order (.5); correspond with K. Berg re reply brief (.3); prepare redacted version of reply brief and correspond with SMRH team and J. Mulvihill re same (1.1).

Matt Benz 7.80 hrs. \$ 895.00/hr.

06/16/25 Attend to matters related to the Assumed Contracts Schedule of the Lot 1 Asset Purchase Agreement.

Jonathan Leiter .30 hrs. \$ 825.00/hr.

06/16/25 Correspond with K. Berg and J. Ireland re assumed contracts (.6); update assumed contracts schedules (1.3).

Tatev Hovhannisyan 1.90 hrs. \$ 765.00/hr.

06/17/25 Revise Annexes and Schedules to Studio Business Asset Purchase Agreement to incorporate client and internal feedback (1.2); confer internally re same (.3); review documents added to data room (.4); confer internally re same (.3).

Susan W. Roberts 2.20 hrs. \$ 520.00/hr.

06/17/25 Conferences with Sheppard Mullin team re WB's objection to library sale (1); conference with O'Melveny and Sheppard Mullin teams re proposed resolutions to WB's objection (1.5).

Stacey L. Rosenberg 2.50 hrs. \$ 1990.00/hr.



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06/17/25 Analyze strategy in connection with WB/Alcon potential revisions to sale order (1.8); analyze Wonka arbitration issues in connection with derivative rights sale (2.3); review multiple emails re open issues on studio Asset Purchase Agreement (.4); telephone conference with OMM and Loeb team re proposed revisions to order (.8); review proposed revisions to audit rights for agreements going forward (.5); follow up telephone conference with OMM and Loeb teams re WB insert to sale order (.7); analysis of issues in connection with side letter (.6); prepare for hearing on the sale hearing (4.6).

Jennifer L. Nassiri 11.70 hrs. \$ 1545.00/hr.

06/17/25 Draft email correspondence re purchase agreements (1.5); draft email correspondence re disclosures and annexes to purchase agreements (1); review and revise sale order insert (2); prepare for sale hearing (5.5); telephone conference with Warner Brothers and Alcon counsel re sale order insert (1); draft and finalize offset revisions to sale order (.9)

Aerin A. Snow 11.90 hrs. \$ 1260.00/hr.

06/17/25 Prepare for upcoming Sale Hearing (2.7); evaluate next steps re Sale Order (1.1); evaluate next steps re adjournment of Derivative Rights Sale Hearing (.3); review finalized stipulation re sale hearing (.4); evaluate next steps re Wonka agreements and related arbitration in connection with sale process (.6).

Justin R. Bernbrock 5.10 hrs. \$ 1670.00/hr.

06/17/25 Preparation for sale hearing (4.5); review and discuss open issues with respect to Warner objection throughout the day (2.5); telephone conferences with O'Melveny and Loeb teams with respect to same (1.6); review guild agreements made available in virtual data room and correspondence with Loeb team re guild matters (1.1); confer internally re disclosure schedules and correspondence with Loeb team re same (.4); review and correspondence with Loeb team re assumed contracts schedule (.3); analyze open guild issues with J. Bernbrock, J. Nassiri, A. Snow, et. al (.4); attention to outstanding Sony and Paramount objections (.5); review and analyze comments on studio business and derivative rights annexes and schedules from K. Berg (.2); discuss and correspond internally re same (.2).

Joseph A. Ireland 11.70 hrs. \$ 1175.00/hr.



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06/17/25	Convene with SMRH bankruptcy team, litigation team, and corporate team at local counsel's office to finalize negotiations in advance of contested matters for sale hearing re library assets.	Alyssa Paddock	10.20 hrs.	\$ 1105.00/hr.
06/17/25	Participate in in-person preparations for sale hearing with SMRH team at YCST offices (4.5); attend to various sale related strategy priority work streams and address open issues in connection with the same (6); telephone conferences with SMRH, OMM, and Loeb teams re same (1.7).	Matt Benz	12.20 hrs.	\$ 895.00/hr.
06/17/25	Continue drafting transaction checklist for Lot 1 Library Sale.	John Herbstritt	1.50 hrs.	\$ 825.00/hr.
06/17/25	Correspond with J. Ireland and client re new uploads to the VDR and prepares files to share with Alcon re guild agreements.	Tatev Hovhannisyan	.90 hrs.	\$ 765.00/hr.
06/18/25	Revise Annex II and Annex III to Studio Business Asset Purchase Agreement to incorporate client comments and consolidate versions (2.6); confer internally re same (.4).	Susan W. Roberts	3.00 hrs.	\$ 520.00/hr.
06/18/25	Conference with K. Maib, Sheppard Mullin, Young Conaway and Solic teams re remaining issues on WB objection and preparation for sale hearing (1.6); review and comment on side letter agreement re audit rights in library sale order (.2); attend sale hearing (.7).	Stacey L. Rosenberg	2.50 hrs.	\$ 1990.00/hr.
06/18/25	Prepare for hearing on sale of Library Assets (3.8); participate in sale hearing (1); attention to final version of sale order and consideration of multiple edits to same (1.6); consider next steps for closing of sale of Library Assets (.4).	Jennifer L. Nassiri	6.80 hrs.	\$ 1545.00/hr.



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06/18/25 Attend sale hearing (1); review and revise Asset Purchase Agreement ancillary agreements (2); review and revise closing checklist (.9).

Aerin A. Snow 3.90 hrs. \$ 1260.00/hr.

06/18/25 Prepare for Sale Hearing (3.7); attend Sale Hearing (1.6).

Justin R. Bernbrock 5.30 hrs. \$ 1670.00/hr.

06/18/25 Prepare for and attend sale hearing (2.5); analyze open issues and strategy with J. Bernbrock, J. Nassiri, A. Snow, et. al (3); review of Lot 1 Asset Purchase Agreement closing action items with A. Snow and S. Rosenberg (1.2).

Joseph A. Ireland 6.70 hrs. \$ 1175.00/hr.

06/18/25 Prepare for and attend court hearing for sale of library assets.

Alyssa Paddock 4.20 hrs. \$ 1105.00/hr.

06/18/25 Prepare for library assets sale hearing, strategize with SMRH and other advisor teams re same, and attend to related priority work streams (3.2); telephone conference and correspondence with S. Hornung re further Paramount comments on library sale order (.5); attend library assets sale hearing (1.1); confer and strategize with SMRH team re outcome of same (1.3); correspond with Pachulski team re Committee comments on library sale order and incorporate into revised draft of same (.5); correspond with counsel to various parties in interest re proposed filing version of library sale order (.7); review, provide comments on, and correspond with YCST re draft COC in connection with the same (.6).

Matt Benz 7.90 hrs. \$ 895.00/hr.

06/18/25 Continue drafting transaction checklist for Lot 1 Library Sale (2.8); coordinate checklist telephone conference with opposing counsel and deal team (.4).

John Herbstritt 3.20 hrs. \$ 825.00/hr.

06/18/25 Attend to matters related to Lot 1 APA.

Jonathan Leiter .20 hrs. \$ 825.00/hr.



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06/19/25	Review base indenture and supplements re notice of optional prepayment in connection with sale and payment of ABS notes.	Colleen H. McDonald	1.50 hrs.	\$ 1340.00/hr.
06/19/25	Review files for payment notices and closing checklist from 2020 ABS deal and send to A. Snow, J. Ireland and J. Herbstritt (.2); attend conference with A. Snow, J. Ireland and J. Herbstritt re closing checklist for Lot 1 asset sale (1); review correspondence re deliverables required for closing of Lot 1 asset sale and prepayment requirements for ABS (.3).	Stacey L. Rosenberg	1.50 hrs.	\$ 1990.00/hr.
06/19/25	Evaluate open issues in connection with closing of library sale and continuance of derivative rights and studio sales.	Jennifer L. Nassiri	1.70 hrs.	\$ 1545.00/hr.
06/19/25	Telephone conference re closing checklist (1); revise closing checklist (.6); review and revise ancillary agreements (1); draft email correspondence re purchase price allocation (.6); draft email correspondence to Solic and Loeb teams re closing mechanics (.5); draft email correspondence re ABS payoff (4).	Aerin A. Snow	4.10 hrs.	\$ 1260.00/hr.
06/19/25	Evaluate next steps re sale order and Lot 1 closing.	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
06/19/25	Telephone conference re closing checklist with A. Snow, S. Rosenberg and J. Herbstritt (1); review and analyze ABS closing items and notice documents in connection with corresponding items required for Lot 1 Asset Purchase Agreement closing (1.3); correspondence with J. Herbstritt and A. Snow re VDR delivery to Buyer (.4); review and correspondence re ABS facility payoff issues (.2); attention to notices of assignment and amendment (.5).	Joseph A. Ireland	3.40 hrs.	\$ 1175.00/hr.
06/19/25	Complete draft of transaction checklist for Lot 1 Library Sale (3.9); coordinate checklist telephone conference with opposing counsel (.3).	John Herbstritt	4.20 hrs.	\$ 825.00/hr.



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06/20/25 Attention to optional prepayment notice and telephone conference with SMRH team re ABS note payoff in connection with sale.

Colleen H. McDonald 1.40 hrs. \$ 1340.00/hr.

06/20/25 Review correspondence re closing statement and other deliverables required for closing of Lot 1 sale (.3); conference with Loeb and Sheppard Mullin teams re closing checklist for Lot 1 sale (.8); correspondence re updated draft of closing checklist (.2); conference with Sheppard Mullin team re actions required in connection with closing of Lot 1 sale and payoff of ABS notes (.8).

Stacey L. Rosenberg 2.10 hrs. \$ 1990.00/hr.

06/20/25 Attend to multiple emails re sale closing (.5); review sale closing checklist (.4); participate in telephone conference with Loeb team re same (.8); analyze open issues with sale proceeds allocation (.6); review revised notice of adjournment and consider timing on derivative rights (.5); review entered sale order (.3); attend to preparation of Magnum intercreditor and multiple communications in connection with same (.7).

Jennifer L. Nassiri 3.80 hrs. \$ 1545.00/hr.

06/20/25 Telephone conference with SMRH team re closing items (.5); attend closing checklist telephone conference (1); telephone conference with SMRH team re intercreditor agreements (1); draft email correspondence re funds flow and closing statement (.6); review draft closing statement (.4); draft email correspondence re written consents (.7).

Aerin A. Snow 4.20 hrs. \$ 1260.00/hr.

06/20/25 Attend telephone conference with SMRH team re sale related action items (.7); attend telephone conference with SMRH team, Loeb, VREG and Solic Capital re Lot 1 closing checklist (1.3); evaluate next steps re Lot 1 APA and Closing Statement (1.9); evaluate next steps re ABS Facility payoff (1.6); evaluate next steps re Second Notice of Adjournment for Derivative Rights Sale Hearing (.6).

Justin R. Bernbrock 6.10 hrs. \$ 1670.00/hr.



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06/20/25 Telephone conference with J. Nassiri, A. Snow, S. Rosenberg, J. Herbstritt, S. Edel, V. Rubinstein, et al. re closing of library sale (1.3); discuss outstanding action items re same with J. Herbstritt (.3); internal group telephone conference re library, studio assets and derivative rights sale and outstanding issues and action items (.7); commence preparation of assignment and assumption amendments (1.2); discuss open issues with respect to schedules with T. Hovhannisyan (.3); review and analysis of library asset purchase agreement (.4).

Joseph A. Ireland 4.20 hrs. \$ 1175.00/hr.

06/20/25 Closing checklist telephone conference with SMRH corporate team and bankruptcy team and SOLIC (.7); follow up re reviewing contract issues with respect to sale of studio business (1.2).

Alyssa Paddock 1.90 hrs. \$ 1105.00/hr.

06/20/25 Lot 1 transaction checklist telephone conference with opposing counsel and SMRH Team (1.3); coordinate drafting of ancillary agreements related to the disposition of the Lot 1 assets (1.9).

John Herbstritt 3.20 hrs. \$ 825.00/hr.

06/20/25 Advise on agreements related to Zoolander and Down to Earth and correspond with J. Herbstritt and J. Ireland re same (.8); revise assumed contract schedule (.5).

Tatev Hovhannisyan 1.30 hrs. \$ 765.00/hr.

06/21/25 Draft third amended and restated consolidated intercreditor agreement in connection with library sale.

Stacey L. Rosenberg 2.00 hrs. \$ 1990.00/hr.

06/21/25 Review payment direction notices and related distribution agreements (.4); discuss NOA closing deliverables with J. Herbstritt (.2); attention to assignment and assumption amendment documents (.3).

Joseph A. Ireland .90 hrs. \$ 1175.00/hr.

06/21/25 Confer with SMRH team re corporate resolutions authorizing library sale.

Matt Benz .30 hrs. \$ 895.00/hr.



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06/21/25	Begin review of consents to the Asset Purchase Agreement Lot 1 Library (.8); update transaction checklist (.6).	John Herbstritt	1.40 hrs.	\$ 825.00/hr.
06/22/25	Review base indenture and supplements re payoff terms in connection with sale (.9); gather payoff details and prepare payoff notice (2.3); email with SMRH team re same (.3); email ABS trustee and noteholders counsel re note payments (.3).	Colleen H. McDonald	3.80 hrs.	\$ 1340.00/hr.
06/22/25	Draft third amended and restated intercreditor agreement in connection with library sale (1.1); correspondence with S. Edel re questions on intercreditor agreement (.1); review draft of notice of optional prepayment of ABS notes (.2).	Stacey L. Rosenberg	1.40 hrs.	\$ 1990.00/hr.
06/22/25	Attention to multiple emails re open items for library closing (.8); participate in telephone conference with Alcon team re studio business (.8); analysis of open issues re WB and updated intercreditor agreement (.7).	Jennifer L. Nassiri	2.30 hrs.	\$ 1545.00/hr.
06/22/25	Telephone conference with Loeb team re studio assets purchase agreement.	Aerin A. Snow	1.00 hrs.	\$ 1260.00/hr.
06/22/25	Attend telephone conference with Loeb and SMRH teams re studio business sale and next steps (.9); correspond with SMRH team re edits to Shamrock's stipulation and strategy re same (1.1).	Justin R. Bernbrock	2.00 hrs.	\$ 1670.00/hr.
06/22/25	Prepare for and participate in telephone conference with Loeb team re Lot 3 sale and next steps.	Joseph A. Ireland	.80 hrs.	\$ 1175.00/hr.



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06/22/25 Telephone conference with SMRH bankruptcy and corporate teams and counsel to buyer for studio business re status of studio business sale.

Alyssa Paddock .60 hrs. \$ 1105.00/hr.

06/22/25 Telephone conference with Alcon and Loeb teams re status and open items re Studio Business sale (.6); review DIP Order re requirements for WB and Library reserves from Library sale proceeds and confer with SMRH team re same (.3); correspond with SMRH team re ABS payoff in connection with Library sale closing (.4).

Matt Benz 1.30 hrs. \$ 895.00/hr.

06/22/25 Continue review and revisions of written consents approving the Lot 1 Library Asset Purchase Agreement.

John Herbstritt 2.00 hrs. \$ 825.00/hr.

06/22/25 Draft board and shareholder consents for library asset sale.

Justin Fischer 4.00 hrs. \$ 765.00/hr.

06/23/25 Review priority of payment provisions in base indenture and supplements in connection with library sale (.9); correspond with trustee counsel and noteholder counsel re payment requirements (.4); correspond with VREG re payout calculations (.3).

Colleen H. McDonald 1.60 hrs. \$ 1340.00/hr.

06/23/25 Review correspondence re resolutions authorizing library sale (.1); conference with O'Melveny and Sheppard teams re amendment and restatement of consolidated intercreditor agreement with WB (.4).

Stacey L. Rosenberg .50 hrs. \$ 1990.00/hr.

06/23/25 Evaluate strategy in connection with closing and funds flow (.7); telephone conference with SMRH and Solic team re same (.6); attention to multiple emails in connection with action items for sale closing (.7) emails with S. Warren re Magnum intercreditor agreement needed for sale closing (.3); attention to open issues with Clover objection to studio sale (.5).

Jennifer L. Nassiri 2.80 hrs. \$ 1545.00/hr.



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06/23/25 Review and revise authorizing resolutions (1.5); draft email correspondence re intercreditor amendments (.7); telephone conference with Solic team re closing statement (1); draft email correspondence re closing statement; telephone conference with Loeb team re Lot 3 Asset Purchase Agreement (1); draft email correspondence re Lot 3 Asset Purchase Agreement (.5); additional pre-closing actions (1).

Aerin A. Snow 5.70 hrs. \$ 1260.00/hr.

06/23/25 Attend telephone conference with SMRH team, Solic Capital, VREG and Accordion re VREG Lot 1 closing and next steps (1.7); correspond with SMRH team re Lot 3 Sale Hearing and next steps (.6); correspond with SMRH team re ABS payoff in connection with sale closing (.3); correspond with SMRH team re issues re Shamrock and Alcon (.2); attend telephone conference with SMRH team, Morris Nichols and OMM re Intercreditor Agreement in connection with library sale (.3); correspond with V. Rubinstein re extension of Disney's objection deadline re studio sale (.7).

Justin R. Bernbrock 3.80 hrs. \$ 1670.00/hr.

06/23/25 Research and analysis re independent settlement negotiations with guild member talent (.5); telephone conference with R. Wedell re same (.2); analysis of deal structures for Paramount pictures and review of related QCSAs, operating agreements, limited partnership agreements and distribution agreements in connection with same (1.1); confer with T. Hovhannisyan re open issues (.2); review and analyze structure of contemplated notices of assignment and amendment with respect to certain Lot 1 assets (.6).

Joseph A. Ireland 2.60 hrs. \$ 1175.00/hr.

06/23/25 Telephone conference internally with J. Ireland to discuss WGA settlement agreements for various projects and issues related thereto.

Ryan Wedell .30 hrs. \$ 1175.00/hr.

06/23/25 Telephone conference with company management team, SOLIC team, and SMRH bankruptcy and corporate teams re payment waterfall and sale closing (.6); review issues re contracts subject to sale of studio business (1.2).

Alyssa Paddock 1.80 hrs. \$ 1105.00/hr.



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06/23/25 Correspond with SMRH, Loeb, and MVA teams re Alcon comments on Clover stipulation (.6); telephone conference with G. Siegel re same (.2); review and provide comments on draft corporate resolutions authorizing library sale (.7); correspond with SMRH team re same (.2); correspond with L. Santor re funds flow in connection with library sale closing (.2); correspond with I. Guevrekian re studio business sale hearing (.2); telephone conference with SMRH and OMM teams re amendment to intercreditor agreement in connection with sale process (.4).

Matt Benz 2.50 hrs. \$ 895.00/hr.

06/23/25 Further revise written consents approving the Lot 1 Library Asset Purchase Agreement, incorporating feedback from SMRH Corporate and Bankruptcy teams.

John Herbstritt 1.20 hrs. \$ 825.00/hr.

06/23/25 Begin preparing Notice of Assignment and Amendment re Zoolander and Down to Earth for Lot 1 (1.3); analyze VREG entitlements under the QCSA for DTE and Zoolander and prepare a summary to J. Ireland of such analysis (2).

Tatev Hovhannisyan 3.30 hrs. \$ 765.00/hr.

06/23/25 Draft Resolutions authorizing Library Asset sale.

Justin Fischer 1.20 hrs. \$ 765.00/hr.

06/24/25 Confer internally re opposing counsel comments to Annex II to Studio Business Asset Purchase Agreement.

Susan W. Roberts .50 hrs. \$ 520.00/hr.

06/24/25 Continue reviewing priority of payments in connection with sale (.4); telephone conference with trustee counsel re payout (.3); telephone conference with M. Benz re checklist of closing docs re library sale (.4); review checklist and APA (.5); telephone conference with DBRS (.3).

Colleen H. McDonald 1.90 hrs. \$ 1340.00/hr.



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06/24/25 Draft third amended and restated consolidated intercreditor agreement with WB (2.4); conference with Alston and Bird re amendment and restatement of Sony intercreditor agreement (.4); correspondence with Sheppard team re same (.3); attend closing checklist telephone conference with Loeb, Sheppard and Village teams (.8); conferences with A. Snow and J. Ireland re Paramount assignment and amendment documents (.6).

Stacey L. Rosenberg 4.50 hrs. \$ 1990.00/hr.

06/24/25 Consider open issues in connection with further adjournment of hearing on studio sale set for June 30 (1.4); review multiple emails in connection with resolutions of selling parties in connection with closing of library sale (.3); evaluate WB concerns in connection with revisions to updated intercreditor agreement (.4); review revisions to studio business sale order (.3); review multiple emails re various parties' reservation of rights in connection with studio sale order (.5).

Jennifer L. Nassiri 2.90 hrs. \$ 1545.00/hr.

06/24/25 Telephone conference re closing checklist (1); telephone conference with SMRH team re closing action items (1); draft email correspondence re DTE and Zoolander NOAs (.3); review and revise NOAs (1.5); draft email correspondence re intercreditor agreements (.7); draft email correspondence with C. McDonald re ABS payoff (.8).

Aerin A. Snow 5.30 hrs. \$ 1260.00/hr.

06/24/25 Attend Lot 1 closing checklist telephone conference (1.3); correspond with J. Mulvihill re Studio Sale Order (.6); review revised draft of the studio assets sale and evaluate next steps (1.7); evaluate next steps re authorizing resolutions in connection with library sale (.3); evaluate next steps re ABS payoff in connection with library sale closing (.7); attend telephone conference with Morning Star, SMRH team, VREG, and Winston re sale process updated and ABS payoff (.4).

Justin R. Bernbrock 5.00 hrs. \$ 1670.00/hr.



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06/24/25 Review and analyze U.S. and international distribution agreements, operating agreement, and limited partnership agreement to assess allocation and crossing of payments between U.S. and international distribution streams (1.6); confer with T. Hovhannisyan and S. Rosenberg re deal structure and assignment implications (.5); draft Notice of Assignment and Amendment and correspond with A. Snow and S. Rosenberg re same (1.9); prepare for and participate in Lot 1 APA closing checklist telephone conference (1); review counterparty comments on assumed contracts annex to Lot 3 APA and confer with T. Hovhannisyan and S. Roberts (.4); correspond with A. Snow and J. Bernbrock re same (.3).

Joseph A. Ireland 5.70 hrs. \$ 1175.00/hr.

06/24/25 Revise sale order for studio business through various iterations (4.5); circulate sale order to various parties (.3); telephone conference with SMRH corporate and bankruptcy team, SOLIC, and counsel for buyer re closing of library assets sale (.6).

Alyssa Paddock 5.40 hrs. \$ 1105.00/hr.

06/24/25 Confer with J. Herbstritt re corporate resolutions authorizing library sale (.5); review org documents for seller entities and confirm required signatories for resolutions (.7); telephone conference and correspondence with SMRH team and counsel to noteholders re Committee discovery issues (.5); telephone conference and correspondence with A. Gavant and C. McDonald re ABS payoff issues in connection with library sale closing (.7); correspond with S. Hornung re Paramount objection status and open issues (.3); correspond with S. Rosenberg re Sony counsel details (.2); telephone conference with Loeb, Sheppard, and Village teams re library sale closing checklist (.8).

Matt Benz 3.70 hrs. \$ 895.00/hr.

06/24/25 Review, revise, and prepare execution versions of resolutions authorizing library sale (2.8); correspond with SMRH team re same (.7); draft correspondence to signatories and coordinate execution of the same (1); update transaction checklist (.5); verify Schedules to Lot 1 Asset Purchase Agreement (.6); prepare for and participate in checklist telephone conference with opposing counsel (2).

John Herbstritt 7.60 hrs. \$ 825.00/hr.



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06/24/25	Attend to matters related to the Disclosure Schedule of the Lot 1 Asset Purchase Agreement and board consents.	Jonathan Leiter	.50 hrs.	\$ 825.00/hr.
06/24/25	Correspond with J. Herbstritt and J. Ireland re Picture Agreements schedule in Lot 1 Asset Purchase Agreement and the necessary revisions to be made in connection therewith (.6); revise schedules to reflect discussion (.4); confer with J Ireland re the Notices of Assignment and Amendment for Down to Earth and Zoolander (.9).	Tatev Hovhannisyan	1.90 hrs.	\$ 765.00/hr.
06/25/25	Revise Annex II to Studio Business Asset Purchase Agreement per opposing counsel comments.	Susan W. Roberts	4.20 hrs.	\$ 520.00/hr.
06/25/25	Telephone conference with K. Berg and L. Santor re payoff in connection with sale (.5); attention to checklist (.3).	Colleen H. McDonald	.80 hrs.	\$ 1340.00/hr.
06/25/25	Draft third amended and restated consolidated intercreditor agreement with WB (3.1); review and comment on draft notice of assignment and amendment re Zoolander (.2).	Stacey L. Rosenberg	3.30 hrs.	\$ 1990.00/hr.
06/25/25	Attend to open issues re preparation for hearing on studio sale (1.3); review exhibit list and multiple emails re same (.3); attend to multiple emails re resolutions for Library Sale (.7); review certification of counsel (.3); review correspondence in connection with transfer of files to Alcon (.2); analyze WB reservation of rights in connection with studio sale and consider impact of same (.6); evaluate open issues in connection with payoff of ABS notes in connection with proceeds from library sale (.3).	Jennifer L. Nassiri	3.70 hrs.	\$ 1545.00/hr.



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06/25/25 Draft email correspondence re board resolutions (.4); review email correspondence re funds flow and closing statement (.5); review Asset Purchase Agreement provisions re specified events (.5); review and revise closing statement template (.6); draft email correspondence to Solic team re post cutoff collections (1); draft email correspondence to K. Berg re delivery of materials (.5); review Shamrock objection language and draft email correspondence re same (.8); attend to additional pre-closing action items (1).

Aerin A. Snow 5.30 hrs. \$ 1260.00/hr.

06/25/25 Evaluate next steps re Alcon Lot 2 and lot 3 APAs (1.1); evaluate next steps re business studio sale order (.9); correspond with Solic Capital re studio assets sale hearing set for June 30th and next steps (.7); evaluate next steps re authorizing resolutions in connection with library sale and further correspond with SMRH team re same (.3).

Justin R. Bernbrock 3.00 hrs. \$ 1670.00/hr.

06/25/25 Review and revise notices of assignment and amendment (.6); review and incorporate S. Rosenberg's comments re same (.3); correspondence with A. Snow re structure of purchased assets assignment to buyer designee (.4); further revise and circulate notices to Loeb team (.2); analyze open issues re studio business Asset Purchase Agreement (.5); correspond with J. Bernbrock re same (.2); analyze open issues re revisions to assumed contracts schedule and telephone conference with T. Hovhannisyan and S. Roberts re same (.7); review open Asset Purchase Agreement issues (.3); telephone conference with A. Snow and correspondence with J. Bernbrock re treatment of Vine OPA in Lot 3 Asset Purchase Agreement (.3).

Joseph A. Ireland 3.50 hrs. \$ 1175.00/hr.

06/25/25 Review witness and exhibit list for studio business sale (.1); review and revise certificate of counsel for sale order (.3); review agenda for studio business sale (.3); circulate relevant portions of sale order for studio business (.2); review and revise sale order for studio business (.7).

Alyssa Paddock 1.60 hrs. \$ 1105.00/hr.



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06/25/25 Confer with SMRH team re corporate resolutions authorizing library sale (.6); review and provide comments on COC re studio business sale order (.5); confer with SMRH and YCST teams re same (.3); telephone conference and correspondence with C. McDonald, K. Berg, and L. Santor re ABS payoff issues in connection with library sale closing (.5); correspond with SMRH team and parties in interest re studio business sale hearing and attend to related matters (.8).

Matt Benz 2.70 hrs. \$ 895.00/hr.

06/25/25 Revise and circulate written consents approving library sale transaction (2); draft signature matrix to track executed consents (.5); gather contact information for all recipients (.5); update Lot 1 Transaction Checklist (.5).

John Herbstritt 3.50 hrs. \$ 825.00/hr.

06/25/25 Attend telephone conference with J. Ireland and S. Roberts to discuss revisions to assumed contracts schedule (.5); revise assumed contract schedule for the studio Asset Purchase Agreement to provide more descriptive definitions to assumed contracts (3).

Tatev Hovhannisyan 3.50 hrs. \$ 765.00/hr.

06/26/25 Revise Annex II to Studio Business Asset Purchase Agreement per opposing counsel comments.

Susan W. Roberts 4.50 hrs. \$ 520.00/hr.

06/26/25 Various email re timing for closing and trustee timing for distributing proceeds.

Colleen H. McDonald 1.20 hrs. \$ 1340.00/hr.

06/26/25 Draft third amended and restated consolidated intercreditor agreement with WB (2.9); conferences with Sheppard team re assumption of Paramount LLC agreements for Zoolander and Down to Earth (.7); review correspondence re purchase price allocation (.2).

Stacey L. Rosenberg 3.80 hrs. \$ 1990.00/hr.



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06/26/25 Analyze multiple emails re current version of sale order (.7); consider WB requested revisions and impact on studio sale (.8); consider various open issues in connection with Paramount (.6); review multiple emails re committee requested revisions to sale order (.3); telephone conference with SM corporate team re open issues (.6); attend to multiple emails re WB and sale order (.4) consider final revisions to studio Asset Purchase Agreement (.5); attend to open issues and strategy re sale (1.2).

Jennifer L. Nassiri 5.10 hrs. \$ 1545.00/hr.

06/26/25 Telephone conference with SMRH team re Paramount NOAs (1); draft email correspondence re Paramount NOAs (.5); telephone conference with OMM team re intercreditors (1); review email correspondence with Solic and client teams re payoff and funds flow (.5); review email correspondence re Gentry objection to studio sale (.5); telephone conference with Loeb team re Paramount entities (1); review email correspondence re consents (.4).

Aerin A. Snow 4.90 hrs. \$ 1260.00/hr.

06/26/25 Attend closing checklist telephone conference with Loeb, VREG, Accordion, SOLIC Capital and SMRH teams (1.3); correspond with SMRH team and YCST re sale hearing scheduled for June 30th and next steps (.6); correspond with Loeb Team re Studio Business Sale Order (.3); evaluate next steps re Studio APA (.6); evaluate next steps re Resolutions Authorizing Sale of Library Assets (1.1); evaluate next steps re amendment to Consolidated Intercreditor Agreement in connection with library sale (.7); evaluate next steps re Producing Services Agreement in connection with studio sale (.6).

Justin R. Bernbrock 5.20 hrs. \$ 1670.00/hr.

06/26/25 Review and coordinate compilation of Lot 3 agreements requested by V. Rubinstein (.9); correspondence with T. Hovhannisyan, S. Roberts and K. Berg re same (.3); telephone conference with M. Benz with respect to Paramount's request with respect to acquisition of interests in jointly owned entities (.5); telephone conferences with T. Hovhannisyan and A. Snow re same (.3); correspond with Loeb team re draft notices of assignment and amendment (.5); telephone conference with A. Snow, J. Bernbrock, J. Nassiri, S. Rosenberg, A. Snow, A. Paddock and M. Benz re issues raised by Paramount (.7); telephone conference with S. Edel, V. Rubinstein, B. Cherry, J. Bernbrock, A. Snow, et. al re same (.5).

Joseph A. Ireland 3.70 hrs. \$ 1175.00/hr.



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06/26/25 Revise sale order for studio business (2.7); telephone conference with SMRH bankruptcy and corporate team re library assets sale closing (.6); telephone conference with SMRH bankruptcy and corporate team and counsel to buyer re library assets sale closing (.5).

Alyssa Paddock 3.80 hrs. \$ 1105.00/hr.

06/26/25 Telephone conference and correspondence with E. Johnson re corporate resolutions authorizing library sale (.5); confer with SMRH team re Paramount issues in connection with library sale (.9); telephone conference and correspondence with S. Hornung re same (.5); telephone conference and correspondence with SMRH team re same (.7); confer with C. McDonald re lien release in connection with library sale closing and review sale order provisions related to the same (.9); telephone conference with SMRH and Loeb teams re Paramount issues (.5).

Matt Benz 4.00 hrs. \$ 895.00/hr.

06/26/25 Continue tracking signatories for VREG entities resolutions (.7); draft and revise Closing statement to transaction (2.2); prepare for and participate in Transaction checklist telephone conference (1.1).

John Herbstritt 4.00 hrs. \$ 825.00/hr.

06/26/25 Revise assumed contract schedule for the studio Asset Purchase Agreement to provide more descriptive definitions to assumed contracts.

Tatev Hovhannisyan 4.00 hrs. \$ 765.00/hr.

06/27/25 Various emails re closing and attend checklist telephone conference.

Colleen H. McDonald .80 hrs. \$ 1340.00/hr.

06/27/25 Conference with O'Melveny and Sheppard teams re amendment and restatement of consolidated intercreditor agreement (.7); attend checklist telephone conference with Loeb, Sheppard and Village teams (.6); review correspondence re status update on library sale (.2); review correspondence re payoff of ABS notes in connection with library sale closing (.2).

Stacey L. Rosenberg 1.70 hrs. \$ 1990.00/hr.



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06/27/25 Participate in telephone conference with WB team re revisions to intercreditor agreement (.4); participate in closing checklist telephone conference with Alcon Team (.6); analyze multiple emails in connection with same (.7); analyze further open issues in connection with Shamrock/Alcon negotiation on termination of rights in connection with acquisition of Studio Business (.4); attend to multiple emails re amended agenda and cancellation of hearing on studio sale (.3); consider sale closing logistics and payoff of ABS facility (.4).

Jennifer L. Nassiri 2.80 hrs. \$ 1545.00/hr.

06/27/25 Review and revise ancillary agreements (1); attend closing checklist telephone conference (1.3); telephone conference with OMM team re intercreditor agreement (1); review email correspondence re closing deliverables (.5).

Aerin A. Snow 3.80 hrs. \$ 1260.00/hr.

06/27/25 Attend telephone conference with SMRH team and OMM re Amendment to Consolidated Intercreditor Agreement (.7); attend closing checklist telephone conference with Loeb, VREG, Solic Capital, and SMRH teams (1.3); correspond with SMRH team re Producing Services Agreement and next steps re studio sale (.6); evaluate next steps re Studio Business Sale order and adjournment of studio sale hearing (.4); evaluate next steps re contract issues in connection with studio sale (.8); evaluate next steps re Library Sale (1.6).

Justin R. Bernbrock 5.40 hrs. \$ 1670.00/hr.

06/27/25 Review and provide comments on intellectual property assignment agreement (.3); telephone conference with J. Herbstritt re same (2); participate in closing checklist telephone conference (.6); review and correspond with J. Herbstritt re data room closing deliverable (.3); attention to revised Annex II for studio Asset Purchase Agreement (.1).

Joseph A. Ireland 1.50 hrs. \$ 1175.00/hr.



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06/27/25 Confer with SMRH team re EuropaCorp issues in connection with sale process (.5); telephone conference with SMRH and Loeb teams re library sale closing checklist (.6); telephone conference and correspondence with S. Hornung and SMRH team re Paramount issues in connection with library sale closing (.8); confer with C. McDonald and A. Snow re lien release in connection with library sale closing and review sale order provisions related to the same (.7); correspond with MVA and Loeb teams re MVA comments on draft Clover stipulation and review the same (.5).

Matt Benz 3.10 hrs. \$ 895.00/hr.

06/27/25 Draft and revise ancillary IP Assignment and Assignment and Assumption Agreements (2.5); attend and annotate telephone conference with SMRH and opposing counsel re assignment of DTE and Zoolander Operating Agreements (.7).

John Herbstritt 3.20 hrs. \$ 825.00/hr.

06/28/25 Email with E. Snow re Alcon closing.

Colleen H. McDonald .20 hrs. \$ 1340.00/hr.

06/28/25 Analyze updated schedule in connection with allocation of purchase price.

Jennifer L. Nassiri .30 hrs. \$ 1545.00/hr.

06/28/25 Correspond with SMRH team re production services agreement in connection with studio sale.

Justin R. Bernbrock .50 hrs. \$ 1670.00/hr.

06/28/25 Coordinate transfer of VREG books and records, per the Lot 1 Asset Purchase Agreement.

John Herbstritt .80 hrs. \$ 825.00/hr.

06/29/25 Draft third amended and restated Sony intercreditor agreement and distribute to Loeb, Sheppard Mullin and VREG teams for review.

Stacey L. Rosenberg 3.50 hrs. \$ 1990.00/hr.



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06/29/25 Review draft third amended Sony intercreditor agreement in connection with library sale (.4); review multiple emails from closing team re status (.3); attend to multiple emails from Alcon in connection with December Boys and documents needed in connection with potential assumption and studio sale (.3).

Jennifer L. Nassiri 1.00 hrs. \$ 1545.00/hr.

06/29/25 Review and correspondence re Lot 3 Warner comments.

Joseph A. Ireland .30 hrs. \$ 1175.00/hr.

06/30/25 Revise Annex II to Studio Business Asset Purchase Agreement to address opposing counsel comments.

Susan W. Roberts 2.50 hrs. \$ 520.00/hr.

06/30/25 Email with trustee counsel and noteholder counsel re timing of Alcon closing (.3); email with A. Snow re closing (.2).

Colleen H. McDonald .50 hrs. \$ 1340.00/hr.

06/30/25 Conference with A. Snow re assignment of Paramount crossing payments to Alcon.

Stacey L. Rosenberg .20 hrs. \$ 1990.00/hr.

06/30/25 Consider next steps and closing logistics (1.3); review multiple emails re payoff of ABS notes (.3); consider multiple emails re final resolutions to approve sale (.2); attend to further correspondence in connection with studio sale acquired agreements on December Boys (.2); analyze open issues in connection with Shamrock objection and multiple emails re same; (.5); consider alternatives for Paramount objection to sale of library (.4).

Jennifer L. Nassiri 2.90 hrs. \$ 1545.00/hr.

06/30/25 Telephone conference with SMRH team re BVI conversion (.5); draft email correspondence re assumed contract list for studio business (.3); review email correspondence re ABS payoff (.5); draft email correspondence re authorizing resolutions (.2); telephone conference with K. Gercken re BVI entities (.8); review DE statutes re redomestication (1); telephone conference with SMRH BK team re redomestication (.5).

Aerin A. Snow 3.80 hrs. \$ 1260.00/hr.



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06/30/25	Evaluate next steps re resolutions authorizing sale of library assets (.7); evaluate next steps re Loeb's edits/markup to Shamrock stipulation (1.1); correspond with SMRH team re same (.4).	Justin R. Bernbrock	2.20 hrs.	\$ 1670.00/hr.
06/30/25	Review and analyze assumed contracts annex to Lot 3 Asset Purchase Agreement (.8); telephone conferences and correspondence with S. Roberts, T. Hovhannisyan and A. Snow re same (.5); confer with J. Herbstritt re disclosure schedules (.2); analyze revisions to annexes (.2); review open issues with respect to disclosure schedules and correspond with A. Snow re same (.5).	Joseph A. Ireland	2.20 hrs.	\$ 1175.00/hr.
06/30/25	Correspond with SMRH team re Paramount issues in connection with Library sale closing (.4); telephone conference with J. Nassiri and A. Snow re same (.2); draft correspondence to Paramount's counsel re same (.1).	Matt Benz	.70 hrs.	\$ 895.00/hr.
06/30/25	Continue coordinating transfer of Lot 1 Asset Purchase Agreement books and records.	John Herbstritt	.30 hrs.	\$ 825.00/hr.
06/30/25	Correspond with J. Ireland re studio Asset Purchase Agreement assumed contract schedule revisions (1.2); revise and prepare a redline of schedule (.3); prepare draft correspondence describing the changes that were made (.7).	Tatev Hovhannisyan	2.20 hrs.	\$ 765.00/hr.



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Timekeeper Summary of: Asset Disposition

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Colleen H. McDonald	16.20	\$ 1,340.00	\$ 21,708.00
Gianna E. Segretti	1.40	\$ 1,105.00	\$ 1,547.00
Aerin A. Snow	130.10	\$ 1,260.00	\$ 163,926.00
Ryan Wedell	0.30	\$ 1,175.00	\$ 352.50
Joseph A. Ireland	115.60	\$ 1,175.00	\$ 135,830.00
Justin R. Bernbrock	103.20	\$ 1,670.00	\$ 172,344.00
Jennifer L. Nassiri	119.50	\$ 1,545.00	\$ 184,627.50
Stacey L. Rosenberg	42.20	\$ 1,990.00	\$ 83,978.00
Catherine Jun	39.10	\$ 1,180.00	\$ 46,138.00
Alyssa Paddock	118.10	\$ 1,105.00	\$ 130,500.50
Matt Benz	108.90	\$ 895.00	\$ 97,465.50
John Herbstritt	36.10	\$ 825.00	\$ 29,782.50
Justin Fischer	5.20	\$ 765.00	\$ 3,978.00
Susan W. Roberts	75.30	\$ 520.00	\$ 39,156.00
Wook Hwang	0.60	\$ 1,430.00	\$ 858.00
Thomas V. Panoff	5.20	\$ 1,480.00	\$ 7,696.00
Caroline Heffernan	13.30	\$ 225.00	\$ 2,992.50
Jonathan Leiter	1.20	\$ 825.00	\$ 990.00
Tatev Hovhannisyan	72.80	\$ 765.00	\$ 55,692.00
Totals	1004.30	\$ 1,174.51	\$ 1,179,562.00

Relief from Stay and Adequate Protection Proceedings

06/03/25 Analysis of multiple emails re reset of hearing on WB relief from stay (.4); consider strategy and status of opposition to same (1.2); telephone conference with team re setting of hearing on relief from stay (.6).

Jennifer L. Nassiri 2.20 hrs. \$ 1545.00/hr.



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06/03/25	Attend telephone conference with SMRH team and co-counsel re status conference on WB's stay relief motion, strategy, and next steps (1.1); correspond with SMRH team re strategy telephone conference re stay relief motion (1.2).	Justin R. Bernbrock	2.30 hrs.	\$ 1670.00/hr.
06/03/25	Telephone conference re Warner Bros scheduling of lift stay motion.	Alyssa Paddock	.60 hrs.	\$ 1105.00/hr.
06/03/25	Telephone conference with SMRH team, J. Mulvihill, and K. Maib re strategy re status conference on WB lift stay motion.	Matt Benz	.70 hrs.	\$ 895.00/hr.
06/04/25	Participate in status conference on setting hearing for WB relief from stay (.4); attention to multiple emails re same (.3); review and revise opposition to motion for relief from stay (2.2).	Jennifer L. Nassiri	2.90 hrs.	\$ 1545.00/hr.
06/04/25	Correspond with SMRH team, C. Husnick and K. Maib re status conference on WB's stay relief motion (.9); correspond with SMRH team re summary of status conference on WB's stay relief motion and next steps (.3).	Justin R. Bernbrock	1.20 hrs.	\$ 1670.00/hr.
06/04/25	Status conference re WB motion for lift stay and related hearing (.4); summarize and circulate summary for constituents (.4); review changes to lift stay opposition (1.3).	Alyssa Paddock	2.10 hrs.	\$ 1105.00/hr.
06/04/25	Attend status conference re WB lift stay motion (.4); review J. Nassiri comments on draft opposition to WB lift stay motion (.5).	Matt Benz	.90 hrs.	\$ 895.00/hr.
06/06/25	Correspond with D. Klein re WB lift stay filings.	Matt Benz	.20 hrs.	\$ 895.00/hr.



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06/08/25	Participate in telephone conference with SMRH and D. Klein re strategy on relief from stay opposition.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
06/08/25	Review issues and attend telephone conference with SMRH team and co-counsel re lift-stay motion.	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
06/08/25	Telephone conference with Kirkland & Ellis re lift stay opposition (.3); review and revise lift stay opposition (1.1).	Alyssa Paddock	1.40 hrs.	\$ 1105.00/hr.
06/08/25	Telephone conference with SMRH and Kirkland teams re response to WB lift stay motion (.5); confer with A. Paddock re same (.2).	Matt Benz	.70 hrs.	\$ 895.00/hr.
06/09/25	Analyze Kirkland proposed edits to motion to lift stay.	Thomas V. Panoff	.40 hrs.	\$ 1480.00/hr.
06/09/25	Analysis of strategy re proposal on addressing relief from stay issues (.4); review multiple emails from D. Klein re same (.3).	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.
06/09/25	Correspond with K. Maib re WB lift stay filings (.2); review, analyze K&E comments on draft opposition to WB lift stay motion and prepare revised draft of same (.8); correspond with A. Paddock re same (.2).	Matt Benz	1.20 hrs.	\$ 895.00/hr.
06/10/25	Internal SMRH email correspondence re relief from stay opposition brief (.4); review and edit relief from stay opposition brief (.8); review Warner Bros. supporting declaration and filings for lift stay motion in preparation for hearing and potential cross exams (1.6).	Thomas V. Panoff	2.80 hrs.	\$ 1480.00/hr.



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06/10/25	Analysis of revisions to relief from stay opposition (1.3); attend to strategy on additional arguments (.3).		
	Jennifer L. Nassiri	1.60 hrs.	\$ 1545.00/hr.
06/10/25	Review and analyze WB Lift Stay filings.		
	Justin R. Bernbrock	1.90 hrs.	\$ 1670.00/hr.
06/10/25	Review and revise lift stay opposition.		
	Alyssa Paddock	1.40 hrs.	\$ 1105.00/hr.
06/10/25	Review, analyze further comments on draft opposition to WB lift stay motion and prepare revised draft of same (3.1); confer with SMRH team re same (.5); correspond with K. Maib, K. Berg, L. Santor, and K&E team re same (.4).		
	Matt Benz	4.00 hrs.	\$ 895.00/hr.
06/11/25	Review background declarations and supporting materials in preparation for lift stay hearing.		
	Thomas V. Panoff	1.30 hrs.	\$ 1480.00/hr.
06/11/25	Attend to further revisions to opposition to motion for automatic stay (1.6); review multiple emails re strategy and need for redaction (.7); review proposed redactions and related emails (.3).		
	Jennifer L. Nassiri	2.60 hrs.	\$ 1545.00/hr.
06/11/25	Evaluate next steps re Objection to WB Lift Stay Motion (1.3); review and provide comments on draft of same (.9).		
	Justin R. Bernbrock	2.20 hrs.	\$ 1670.00/hr.
06/11/25	Review and revise lift stay opposition (1.8); telephone conference with SMRH bankruptcy team to discuss and review lift stay opposition (1).		
	Alyssa Paddock	2.80 hrs.	\$ 1105.00/hr.



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06/11/25 Confer with SMRH team, K&E, and J. Mulvihill re opposition to WB lift stay motion (1.2); incorporate further revision based on additional comments and prepare final sealed and redacted filing versions of the same (2.6).

Matt Benz 3.80 hrs. \$ 895.00/hr.

06/12/25 Outline potential topics for cross exam for upcoming lift stay motion and review related filings for same.

Thomas V. Panoff 2.20 hrs. \$ 1480.00/hr.

06/12/25 Review multiple emails re redactions to relief from stay opposition.

Jennifer L. Nassiri .20 hrs. \$ 1545.00/hr.

06/12/25 Correspond with J. Mulvihill, J. Bernbrock, Cooley, and MoFo re redacted and sealed versions of opposition to WB lift stay motion.

Matt Benz .40 hrs. \$ 895.00/hr.

06/13/25 Review and edit draft stipulation re Warner Bros. lift stay motion.

Thomas V. Panoff .30 hrs. \$ 1480.00/hr.

06/13/25 Review draft mediation/stay lift stipulation (.4); attend to multiple emails and proposed revisions to same (.4); review revised draft and proposed revisions (.3).

Jennifer L. Nassiri 1.10 hrs. \$ 1545.00/hr.

06/13/25 Evaluate next steps re Mediation/Lift-Stay Stipulation.

Justin R. Bernbrock 1.90 hrs. \$ 1670.00/hr.

06/14/25 Review additional revisions to relief from stay stipulation.

Jennifer L. Nassiri .30 hrs. \$ 1545.00/hr.

06/14/25 Continue to review revisions to the mediation/lift-stay stipulation.

Justin R. Bernbrock .80 hrs. \$ 1670.00/hr.



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06/15/25	Attend to status of stipulation to for mediation and adjourning relief from stay.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
06/15/25	Continue to review and evaluate next steps as to the mediation/lift-stay stipulation (1.6); correspond with SMRH team re next steps re mediation/lift stay stipulation (.7).		
	Justin R. Bernbrock	2.30 hrs.	\$ 1670.00/hr.
06/16/25	Review lift stay reply brief.		
	Thomas V. Panoff	.70 hrs.	\$ 1480.00/hr.
06/16/25	Analysis of WB reply in support of motion for relief from stay to pursue arbitration to liquidate claim.		
	Jennifer L. Nassiri	.80 hrs.	\$ 1545.00/hr.
06/17/25	Analyze open issues in connection with potential settlement of stay issues.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.

Timekeeper Summary of: Relief from Stay and Adequate Protection Proceedings

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	13.70	\$ 1,670.00	\$ 22,879.00
Jennifer L. Nassiri	13.50	\$ 1,545.00	\$ 20,857.50
Alyssa Paddock	8.30	\$ 1,105.00	\$ 9,171.50
Matt Benz	11.90	\$ 895.00	\$ 10,650.50
Thomas V. Panoff	7.70	\$ 1,480.00	\$ 11,396.00
<i>Totals</i>	<u>55.10</u>	<u>\$ 1,360.34</u>	<u>\$ 74,954.50</u>

Meetings of and Communications with Creditors

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06/09/25	Attend to preparation for continued 341(a) meeting of creditors.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
06/10/25	Review schedules and statement of financial affairs in preparation for meeting of creditors (.6); participate in 341(a) meeting (1.1).		
	Jennifer L. Nassiri	1.70 hrs.	\$ 1545.00/hr.
06/10/25	Attend 341(a) meeting of creditors and correspond with advisor teams re same.		
	Matt Benz	1.10 hrs.	\$ 895.00/hr.

Timekeeper Summary of: Meetings of and Communications with Creditors

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Jennifer L. Nassiri	2.00	\$ 1,545.00	\$ 3,090.00
Matt Benz	1.10	\$ 895.00	\$ 984.50
Totals	3.10	\$ 1,314.35	\$ 4,074.50

Fee/Employment Applications & Statements

06/02/25	Correspond with J. Mulvihill re Verita Global invoice and fee application.		
	Justin R. Bernbrock	.20 hrs.	\$ 1670.00/hr.
06/03/25	Correspond with C. Whitlow and YCST team re March monthly fee applications (.2); review and revise exhibits to SMRH April monthly fee application and correspond with SMRH team re same (1.2).		
	Matt Benz	1.40 hrs.	\$ 895.00/hr.
06/04/25	Review draft CNO for SMRH March monthly fee application (.2); correspond with SMRH and YCST teams re same (.1).		
	Matt Benz	.30 hrs.	\$ 895.00/hr.



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06/05/25	Draft second monthly fee application for SMRH.		
	Gianna E. Segretti	1.70 hrs.	\$ 1105.00/hr.
06/05/25	Correspond with C. Whitlow re payments in connection with March monthly fee applications (.2); correspond with G. Segretti re April monthly fee application (.2).		
	Matt Benz	.40 hrs.	\$ 895.00/hr.
06/10/25	Correspond with J. Bernbrock and J. Mulvihill re monthly fee applications.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
06/12/25	Correspond with L. Santor re EY OCP declaration.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
06/13/25	Attend to correspondence with M. Benz re additional monthly fee statements in connection with interim fee order.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
06/13/25	Confer with SMRH team re monthly fee applications (.1); correspond with L. Santor re Virtu fee application (.2).		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
06/21/25	Draft SMRH May fee application.		
	Gianna E. Segretti	.20 hrs.	\$ 1105.00/hr.
06/21/25	Correspond with G. Segretti re monthly fee applications.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
06/22/25	Review and revise exhibits to SMRH April fee application.		
	Matt Benz	1.80 hrs.	\$ 895.00/hr.
06/23/25	Review and revise exhibits to SMRH April monthly fee application.		
	Matt Benz	2.40 hrs.	\$ 895.00/hr.



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06/24/25	Review Solic supplemental declaration in support of employment in connection with Gordon Bros. acquisition.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
06/24/25	Review and next steps re draft supplemental declaration in support of Solic retention.		
	Justin R. Bernbrock	.30 hrs.	\$ 1670.00/hr.
06/24/25	Review and revise exhibits to April and May monthly fee applications (3.4); correspond with SMRH team re same (.4).		
	Matt Benz	3.80 hrs.	\$ 895.00/hr.
06/25/25	Confer with SMRH and YCST teams re Moore (South) LLP OCP retention and declaration (.4); review and revise April monthly fee application and exhibits to the same (2.7); correspond with SMRH team re same (.5).		
	Matt Benz	3.60 hrs.	\$ 895.00/hr.
06/26/25	Correspond with Solic team re supplemental declaration in support of Solic retention.		
	Justin R. Bernbrock	.30 hrs.	\$ 1670.00/hr.
06/26/25	Review and revise April monthly fee application and exhibits to the same (1.6); finalize and coordinate filing of the same (.6); correspond with SMRH and YCST teams re same (.3).		
	Matt Benz	2.50 hrs.	\$ 895.00/hr.
06/30/25	Review and revise exhibits to SMRH monthly fee application for May 2025.		
	Matt Benz	4.40 hrs.	\$ 895.00/hr.



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Timekeeper Summary of: Fee/Employment Applications & Statements

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Gianna E. Segretti	1.90	\$ 1,105.00	\$ 2,099.50
Justin R. Bernbrock	0.80	\$ 1,670.00	\$ 1,336.00
Jennifer L. Nassiri	0.40	\$ 1,545.00	\$ 618.00
Matt Benz	21.70	\$ 895.00	\$ 19,421.50
<i>Totals</i>	24.80	\$ 946.57	\$ 23,475.00

Assumption/Rejection of Leases and Contracts

06/02/25	Evaluate open issues in connection with assumption of studio business contracts (1); attention to multiple emails re same (.4).		
	Jennifer L. Nassiri	1.40 hrs.	\$ 1545.00/hr.
06/02/25	Attend telephone conference with VREG and SMRH teams re Studio Business assumed contracts.		
	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
06/03/25	Review additional list of contracts to be added to supplement (.7); attention to multiple emails re same (.9); telephone conference with team re strategy in connection with same (1.1); follow up telephone conference with M. Benz re same (.1).		
	Jennifer L. Nassiri	2.80 hrs.	\$ 1545.00/hr.
06/03/25	Review and analyze third supplemental assumption notice for VREG.		
	Justin R. Bernbrock	.90 hrs.	\$ 1670.00/hr.
06/03/25	Confer with SMRH and Verita teams re third supplemental assumption notice and corresponding contracts schedule (1.4); draft third supplemental assumption notice (.3); review, analyze relevant agreements and prepare corresponding contracts schedule (4.1).		
	Matt Benz	5.80 hrs.	\$ 895.00/hr.



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06/04/25	Confer with SMRH and Verita teams re third supplemental assumption notice, corresponding contracts schedule, and additional relevant agreements recently uploaded to data room (1.3); review, analyze relevant agreements and prepare corresponding contracts schedule (2.9).	Matt Benz	4.20 hrs.	\$ 895.00/hr.
06/05/25	Confer with SMRH and Verita teams re third supplemental assumption notice, corresponding contracts schedule, and additional relevant agreements recently uploaded to data room (.6); review, analyze relevant agreements and prepare corresponding contracts schedule (1.5).	Matt Benz	2.10 hrs.	\$ 895.00/hr.
06/06/25	Confer with SMRH and Verita teams re third supplemental assumption notice, corresponding contracts schedule, and additional relevant agreements recently uploaded to data room (.7); review, analyze relevant agreements and prepare corresponding contracts schedule (1.1).	Matt Benz	1.80 hrs.	\$ 895.00/hr.
06/08/25	Analysis of open issues in connection with Shamrock/Vine agreements (.4); review multiple emails re same (.4).	Jennifer L. Nassiri	.80 hrs.	\$ 1545.00/hr.
06/10/25	Correspond with Verita team re third supplemental assumption notice and corresponding contract review (.2); telephone conference with J. Ireland re same (.2).	Matt Benz	.40 hrs.	\$ 895.00/hr.
06/11/25	Attend to multiple emails re extension of time for Disney to respond to notice of assumption (.3); attend to communications re Shamrock objection to sale based on purported terminated option agreement (.3); consider timing of extension of time to close studio sale in connection with additional contracts to be assumed (.6).	Jennifer L. Nassiri	1.20 hrs.	\$ 1545.00/hr.



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06/11/25	Confer with S. Roberts, T. Hovhannisyan, and Verita team re third supplemental assumption notice and related contract review (.4); review and revise third supplemental contract assumption schedule (1.1).	Matt Benz	1.50 hrs.	\$ 895.00/hr.
06/12/25	Review third supplemental schedule of potentially assumed contracts (.3); attention to multiple emails re same (.2); review notice of filing (.2); review multiple emails re Clover Ivy objection on option contract (.2); review proposed stipulated order re same and related emails (.5).	Jennifer L. Nassiri	1.40 hrs.	\$ 1545.00/hr.
06/12/25	Confer with J. Ireland, S. Roberts, T. Hovhannisyan, and Verita team re third supplemental assumption notice and related contract review (1); review and revise third supplemental contract assumption schedule (2.1); correspond with K. Berg and L. Santor re proposed filing version of the same (.2).	Matt Benz	3.30 hrs.	\$ 895.00/hr.
06/13/25	Review and approve for filing the third supplemental assumption notice for the Third Supplemental Cure Schedule.	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
06/13/25	Confer with SMRH and Verita teams re third supplemental assumption notice (.5); review and revise third supplemental contract assumption schedule (.6); finalize and coordinate filing of the same (.4).	Matt Benz	1.50 hrs.	\$ 895.00/hr.
06/17/25	Attention to multiple emails re assumed contracts of Sony in connection with library sale.	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
06/20/25	Evaluate open WGA assumption issues and multiple emails re same (.4); consider issues with Shamrock agreements and the studio sale (.3).	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.



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06/21/25	Review and compile studio business related contracts listed on third supplemental assumption notice and correspond with SMRH team and D. Ahdoot re same.		
	Matt Benz	.60 hrs.	\$ 895.00/hr.
06/25/25	Review objection filed by M. Gentry to potential assumption of agreement (.3); prepare correspondence to VR team re same (.1).		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
06/30/25	Attend to objection of M. Gentry re term of agreements (.3); review correspondence relating to Moonshot agreements (.1).		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
06/30/25	Correspond with SMRH team and contract counterparty re removal of agreement from list of potential assumed contracts in connection with studio business sale.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.

Timekeeper Summary of: Assumption/Rejection of Leases and Contracts

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	2.30	\$ 1,670.00	\$ 3,841.00
Jennifer L. Nassiri	9.30	\$ 1,545.00	\$ 14,368.50
Matt Benz	21.50	\$ 895.00	\$ 19,242.50
<i>Totals</i>	<i>33.10</i>	<i>\$ 1,131.48</i>	<i>\$ 37,452.00</i>

Other Contested Matters (excluding assumption/rejection motions)

06/02/25	Review stipulation with Committee and Warner Brothers in connection with status period (.3); consider open issues with challenge period discovery (.4).		
	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.



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06/03/25	Review and analyze Shamrock RFPs and corporate representative deposition notice and topics to develop strategy for response (.5); review procedural rules re the same (.2); confer with SMRH team re the same (.1).	Sydney B. Hunemuller	.80 hrs.	\$ 1045.00/hr.
06/03/25	Internal SMRH email correspondence re proposed Clover Ivy deposition.	Thomas V. Panoff	.20 hrs.	\$ 1480.00/hr.
06/03/25	Analysis of open issues with Shamrock sale objection (.7); review renewed sale objection (.4); evaluate strategy re notice of deposition and request for documents in connection with same (1.6).	Jennifer L. Nassiri	2.70 hrs.	\$ 1545.00/hr.
06/03/25	Correspond with SMRH team re WB sale objection, related deadlines and disputed issues, and next steps (1.6); evaluate strategy re Clover Ivy Purchaser and first request for production and notice of deposition (.7).	Justin R. Bernbrock	2.30 hrs.	\$ 1670.00/hr.
06/03/25	Review issues re RFPs from Clover.	Alyssa Paddock	.80 hrs.	\$ 1105.00/hr.
06/04/25	Telephone conference with L. Santor, K. Berg and SMRH team to discuss Clover document requests and deposition notice (.6); review discovery requests and deposition notice for same (.3).	Thomas V. Panoff	.90 hrs.	\$ 1480.00/hr.
06/04/25	Confer with SMRH team and client re Clover discovery requests (.5); review and analyze discovery requests in preparation of the same (.9).	Sydney B. Hunemuller	1.40 hrs.	\$ 1045.00/hr.
06/04/25	Attend telephone conference with SMRH and VREG teams re Clover Ivy request for production (1.1); correspond with co-counsel and SMRH team re sealed pleading filed and next steps (1.1).	Justin R. Bernbrock	2.20 hrs.	\$ 1670.00/hr.



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06/04/25	Telephone conference with SMRH litigation team and bankruptcy team re Clover Ivy objection and RFPs.		
	Alyssa Paddock	.60 hrs.	\$ 1105.00/hr.
06/05/25	Evaluate next steps re discovery questions.		
	Justin R. Bernbrock	1.60 hrs.	\$ 1670.00/hr.
06/05/25	Correspond with SMRH team re Committee Rule 2004 discovery issues and next steps (.3); correspond with SMRH team and L. Santor re Clover discovery requests in connection with objection (.3).		
	Matt Benz	.60 hrs.	\$ 895.00/hr.
06/06/25	Email correspondence with C. Mackle, counsel for Creditor's Committee, re discovery requests.		
	Thomas V. Panoff	.20 hrs.	\$ 1480.00/hr.
06/06/25	Attend to multiple emails re status of responses to UCC in connection with extended challenge period.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
06/07/25	Review issues and correspond with co-counsel, VREG and SMRH team re Wonka Dispute arbitration.		
	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
06/08/25	Telephone conference with D. Klein and SMRH team to discuss Warner Bros. motion for relief from stay.		
	Thomas V. Panoff	.30 hrs.	\$ 1480.00/hr.
06/08/25	Prepare for and participate in legal team strategic telephone conference re disputed issues in preparation of hearing.		
	Sydney B. Hunemuller	.70 hrs.	\$ 1045.00/hr.



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06/08/25	Attend telephone conference with SMRH team, VREG, and co-counsel re Wonka dispute (1.4); evaluate next steps re Shamrock concerning discovery objection (.7).	Justin R. Bernbrock	2.10 hrs.	\$ 1670.00/hr.
06/09/25	Telephone conference between counsel for Clover and SMRH team to discuss deposition notice and discovery requests (.3); meet and confer telephone conference with counsel for Creditor's Committee re Rule 2004 discovery and SMRH team (.4); follow up SMRH telephone conference to discuss meet and confer telephone conference with counsel for Creditor's Committee re Rule 2004 discovery (.2); analyze new Rule 2004 discovery requests from Creditor's Committee (.3); preliminary review of key documents from Village Roadshow potentially responsive to Creditor's Committee Rule 2004 request (.7); follow up telephone conference with SMRH team to discuss next steps after telephone conference with Clover counsel re deposition notice and discovery requests (.4).	Thomas V. Panoff	2.30 hrs.	\$ 1480.00/hr.
06/09/25	Confer with SMRH team and G. Siegel re discovery requests and related deadlines (.9); confer with UCC counsel and SMRH re UCC amended requests to discuss narrowed production and timeline (1.2); confer with M. Benz, J. Nassiri, and T. Panoff re the same (.7); review and analyze amended requests to identify new requests and confer with M. Benz re background for scope of new document requests (2.1).	Sydney B. Hunemuller	4.90 hrs.	\$ 1045.00/hr.
06/09/25	Review updated committee discovery requests and related emails in connection with challenge period (.6); telephone conference with SMRH re strategy (.2); telephone conference with committee counsel on meet and confer (.4); evaluate strategy and next steps in connection with same (.7).	Jennifer L. Nassiri	1.90 hrs.	\$ 1545.00/hr.
06/09/25	Review underlying materials and agreements related to derivative rights issues (.5); research and advise re ability of Alcon to step into the shoes of VR in connection with Wonka arbitration claims (1.4); confer with A. Snow re the same (.2).	Dylan J. Price	2.10 hrs.	\$ 1355.00/hr.



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06/09/25	Attend telephone conference with SMRH team and MVA re Shamrock issues (1.1); correspond and debrief with SMRH team re same (.7); attend telephone conference with SMRH team and PSZJ re UCC Request for Production of Documents to Debtors (.6); debrief with SMRH team re same (.4).	Justin R. Bernbrock	2.80 hrs.	\$ 1670.00/hr.
06/09/25	Telephone conference with Committee re RFPs (.4); telephone conference with SMRH bankruptcy and litigation team re RFPs (.5).	Alyssa Paddock	.90 hrs.	\$ 1105.00/hr.
06/09/25	Telephone conference with SMRH, company management, Accordion, and Solic teams re Clover discovery, sale objection, and next steps (.8); telephone conference with SMRH team and counsel to Clover re same (.4); telephone conference with T. Panoff, S. Hunemuller, and SMRH bankruptcy team re same (.5); review agreement with Shamrock, other relevant documents and correspond with SMRH team re same (.3); review, analyze, Committee's revised requests for production (.4); telephone conference with T. Panoff, S. Hunemuller, and SMRH bankruptcy team re strategy re Committee discovery and meet and confer (.7); participate in meet and confer telephone conference with SMRH and Pachulski teams re Committee discovery (.5); correspond with K. Maib, K. Berg, and L. Santor re Committee's revised requests for production (.3).	Matt Benz	3.90 hrs.	\$ 895.00/hr.
06/10/25	Outline objections for response to Creditor Committee discovery requests.	Thomas V. Panoff	.70 hrs.	\$ 1480.00/hr.
06/10/25	Draft and revise comprehensive objections and responses to UCC amended discovery requests and review previous correspondences to prepare objections to the same (5.4); confer with T. Panoff re objections and responses to UCC discovery requests and anticipated documents for production (1); review, analyze, and compile set of documents for proposed production (1.8); confer with M. Benz re the same (.4).	Sydney B. Hunemuller	8.60 hrs.	\$ 1045.00/hr.



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06/10/25	Review JAMS rules re parties and substitutions; Review confidentiality agreement and advised re impact on Alcon's ability to substitute in a party to Wonka arbitration.	Dylan J. Price	.60 hrs.	\$ 1355.00/hr.
06/11/25	Review and edit draft protective order from Creditors' Committee in response to Rule 2004 request for documents.	Thomas V. Panoff	.80 hrs.	\$ 1480.00/hr.
06/11/25	Revise comprehensive objections and responses to UCC discovery requests (1.5); confer with SMRH team re the same (.7); review and analyze board minutes to assess privilege objections and justifications for withholding (3.2); confer with T. Panoff and M. Benz re the same (.9).	Sydney B. Hunemuller	6.30 hrs.	\$ 1045.00/hr.
06/12/25	Review proposed key documents to be produced in response to Creditor's Committee Rule 2004 request for production (.8); edit draft response to Creditor's Committee Rule 2004 request for production (.5).	Thomas V. Panoff	1.30 hrs.	\$ 1480.00/hr.
06/12/25	Revise responses to UCC amended discovery requests and incorporate T. Panoff revisions (.6); confer with T. Panoff and M. Benz re the same (.2).	Sydney B. Hunemuller	.80 hrs.	\$ 1045.00/hr.
06/13/25	Review proposed documents to produce in response to Creditors' Committee Rule 2004 request for documents (.8); internal SMRH email correspondence re response to Creditors' Committee Rule 2004 request for documents (.3); draft response to J. Walker, counsel for Creditors' Committee, re Rule 2004 request for documents (1.1); edit draft response to Creditors' Committee Rule 2004 request for documents (.6).	Thomas V. Panoff	2.80 hrs.	\$ 1480.00/hr.



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06/13/25 Confer with SMRH team re sale update, hearing, and responses to UCC discovery requests (.5); review and revise responses to UCC amended discovery requests to incorporate J. Nassiri and M. Benz revisions (1.2); confer with A. Paddock and M. Benz re the same (.3); finalize responses for service and confer with T. Panoff re the same (.4); compile documents for production upon entry of protective order (1.6); confer with local counsel re PHV motions (.2).

Sydney B. Hunemuller 4.20 hrs. \$ 1045.00/hr.

06/13/25 Attend to multiple emails re discovery strategy (.5); review and provide comments to draft responses (.5); review final revised version of same (.3); analysis of further meet and confer communications from Committee and review draft response to same in connection with challenge period discovery (.4).

Jennifer L. Nassiri 1.70 hrs. \$ 1545.00/hr.

06/13/25 Evaluate next steps re potential mediation re WB sale objection on derivative rights and Matrix claim.

Justin R. Bernbrock 1.30 hrs. \$ 1670.00/hr.

06/13/25 Draft witness and exhibit list for sale hearing.

Alyssa Paddock .50 hrs. \$ 1105.00/hr.

06/13/25 Review and provide comments on draft responses and objections to Committee Rule 2004 discovery requests (.5); confer with SMRH team re same (.3); prepare revised draft of WB mediation stipulation and confer with SMRH team, J. Mulvihill re same (.5).

Matt Benz 1.30 hrs. \$ 895.00/hr.

06/14/25 Email correspondence with J. Walker, counsel for Creditors' Committee, re Rule 2004 request for documents.

Thomas V. Panoff .40 hrs. \$ 1480.00/hr.

06/14/25 Review and analyze WB objection and cited caselaw re the same to develop counterarguments for Reply (1.2); confer with C. Jun re the same (.2).

Sydney B. Hunemuller 1.40 hrs. \$ 1045.00/hr.



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06/14/25	Attend to multiple emails re discovery dispute on Committee challenge.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
06/16/25	Email correspondence with J. Walker, counsel for Creditors' Committee, re Rule 2004 request for documents.		
	Thomas V. Panoff	.30 hrs.	\$ 1480.00/hr.
06/16/25	Review and revise reply brief in response to WB opposition brief (.9); conduct legal research of 3rd Circuit caselaw to provide support for the same (2.4); review, analyze, and select key declarations and briefs to prepare for hearing (1.3); confer with SMRH team re the same (.6).		
	Sydney B. Hunemuller	5.20 hrs.	\$ 1045.00/hr.
06/16/25	Review draft response to J. Walker email on discovery issues.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
06/16/25	Evaluate draft response to Committee's email re UCC First requests for production of docs.		
	Justin R. Bernbrock	.40 hrs.	\$ 1670.00/hr.
06/17/25	In person SMRH team strategy sessions and meetings to prepare for upcoming lift stay and sale hearing.		
	Thomas V. Panoff	10.40 hrs.	\$ 1480.00/hr.
06/17/25	Confer with SMRH and other legal counsel in preparation of hearing (4.2); review and analyze declarations, briefs, and arbitration pleadings to prepare for the same (3.5); confer with T. Panoff and witnesses for the same (2.3).		
	Sydney B. Hunemuller	10.00 hrs.	\$ 1045.00/hr.
06/17/25	Review and update stipulation re mediation/lift stay stipulation (.9); evaluate next steps re sale objection (1.1); evaluate next steps re edits to Lift Stay and Mediation Stipulation (.6); Attend telephone conference with SMRH Team, OMM, Loeb, and Morris Nichols re Alcon - WB Meeting (1.3).		
	Justin R. Bernbrock	3.90 hrs.	\$ 1670.00/hr.



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06/18/25	In person SMRH team strategy sessions and meetings to prepare for upcoming lift stay and sale hearing (2.4); attend in-person lift stay and sale hearing (1.2).		
	Thomas V. Panoff	3.60 hrs.	\$ 1480.00/hr.
06/18/25	Prepare for and participate in hearing on sale objection (2.6); confer with SMRH team re the same (.5).		
	Sydney B. Hunemuller	3.10 hrs.	\$ 1045.00/hr.
06/19/25	Review correspondence re potential settlement with WB.		
	Stacey L. Rosenberg	2.40 hrs.	\$ 1990.00/hr.
06/19/25	Evaluate next steps re mediation (1.3); evaluate strategy concerning WB disputed issues and next steps re potential settlement (1.7).		
	Justin R. Bernbrock	3.00 hrs.	\$ 1670.00/hr.
06/20/25	Confer with SMRH team re action items following hearing.		
	Sydney B. Hunemuller	.70 hrs.	\$ 1045.00/hr.
06/20/25	Outline further response to Creditor Committee Rule 2004 request (.6); review key sets of proposed documents to be produced for same (1.1); SMRH team strategy telephone conference to discuss open issues (.7).		
	Thomas V. Panoff	2.40 hrs.	\$ 1480.00/hr.
06/20/25	Evaluate next steps re mediation communication.		
	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
06/21/25	Evaluate status of UCC discovery matters and next steps.		
	Justin R. Bernbrock	1.70 hrs.	\$ 1670.00/hr.



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06/23/25	Analyze updated draft of protective order for Creditor's Committee Rule 2004 request for documents (.5); review discovery record and correspondence to prepare for telephone conference K. Maib, K. Berg, L. Santor and SMRH team to discuss response to Creditors' Committee Rule 2004 document requests (.3); telephone conference with M. Benz and S. Hunemueller to discuss response to Committee's Rule 2004 document requests (.2); telephone conference K. Maib, K. Berg, L. Santor and SMRH team to discuss response to Creditors' Committee Rule 2004 document requests (.4); review and edit draft legal hold notice re Creditor Committee Rule 2004 document requests (.5); review email correspondence from J. Walker and C. Mackle re Creditor's Committee Rule 2004 request for documents (.2); review new documents for potential production to Creditors' Committee in response to Rule 2004 request (.8).	Thomas V. Panoff	2.90 hrs.	\$ 1480.00/hr.
06/23/25	Confer with SMRH team and client re additional documents needed for production in response to UCC amended discovery requests (.7); confer with T. Panoff and M. Benz re the same (.4); review and analyze previous correspondences from client to compile materials for potential production and assess objections to the same (4.4).	Sydney B. Hunemuller	5.50 hrs.	\$ 1045.00/hr.
06/23/25	Participate in telephone conference with K. Maib and Village re Committee discovery requests (.4); attention to multiple emails re same (.5); review draft stipulated protective order (.3).	Jennifer L. Nassiri	1.20 hrs.	\$ 1545.00/hr.
06/23/25	Attend telephone conference with SMRH team and VREG re UCC discovery requests (.6); correspond with SMRH team re noteholders discovery matters and next steps (.7); attend telephone conference with VREG, Kirkland and Accordion re mediation strategy (.7); correspond with K. Maib and K Berg re stipulation re mediation/arbitration (.4).	Justin R. Bernbrock	2.40 hrs.	\$ 1670.00/hr.
06/23/25	Telephone conference to discuss UCC Discovery matters with SMRH bankruptcy and litigation teams and company management team.	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.



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06/23/25 Telephone conference and correspondence with SMRH and company management teams re Committee discovery requests and responses to the same (.8); telephone conference and correspondence with T. Panoff and S. Hunemuller re Committee discovery issues (.6).

Matt Benz 1.40 hrs. \$ 895.00/hr.

06/24/25 Email correspondence with Creditors' Committee, re Rule 2004 request for documents and draft protective order (.3); telephone conference with SMRH and counsel for Noteholders re Creditor Committee Rule 2004 document requests (.4); review new key set of documents for potential production in response to Creditors' Committee Rule 2004 request for documents (.7); internal SMRH email correspondence re draft protective order and response to Creditors' Committee Rule 2004 request for documents (.3).

Thomas V. Panoff 1.70 hrs. \$ 1480.00/hr.

06/24/25 Confer with Cooley and MoFo counsel re document production in response to UCC amended discovery requests (.4); confer with T. Panoff and M. Benz re the same (.8); revise comprehensive board minutes to include additional redactions for ultimate production (1.8); confer with M. Benz re the same (.2).

Sydney B. Hunemuller 3.20 hrs. \$ 1045.00/hr.

06/24/25 Review multiple emails re meet and confer efforts (.2); participate in telephone conference with counsel for noteholders re discovery requests (.4); attend to multiple emails re process for WB mediation (.3).

Jennifer L. Nassiri .90 hrs. \$ 1545.00/hr.

06/24/25 Attend telephone conference with SMRH team, MoFo and Cooley re Noteholders discovery matters (.7); attend telephone conference with S. Drake re VREG Mediation (.9); correspond with S. Drake re same (.6); evaluate next steps re mediation statements (1.1).

Justin R. Bernbrock 3.30 hrs. \$ 1670.00/hr.

06/24/25 Telephone conference re UCC discovery with SMRH bankruptcy and litigation teams and counsel to noteholders.

Alyssa Paddock .40 hrs. \$ 1105.00/hr.



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06/24/25	Confer with S. Hunemuller and A. Paddock re responses and document production in connection with Committee discovery.	Matt Benz	.60 hrs.	\$ 895.00/hr.
06/25/25	Confer with M. Benz re proposed redactions for board minutes for production in response to UCC discovery requests (1); further redact board minutes and prepare privilege log for the same (1.8); amend discovery responses to remove language following agreements with UCC and to include specific references to ultimate production (1.1).	Sydney B. Hunemuller	3.90 hrs.	\$ 1045.00/hr.
06/25/25	Attend to multiple emails re potential expert and logistics for mediation.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
06/25/25	Correspond with K. Maib and C. Husnick re Mediation Statements and next steps (.7); evaluate next steps re VREG/Warner Arbitration and next steps (.6); correspond with SMRH team re digital files and next steps as to e-discovery (.2).	Justin R. Bernbrock	1.50 hrs.	\$ 1670.00/hr.
06/25/25	Review and revise redactions to document production in connection with responses to Committee discovery requests (.9); confer with S. Hunemuller re same (.4).	Matt Benz	1.30 hrs.	\$ 895.00/hr.
06/26/25	Review Warner Bros. proposed edits to protective order for Rule 2004 discovery requests (.4); email correspondence with SMRH team re Warner Bros. proposed edits to protective order for Rule 2004 discovery requests and proposed response (.3).	Thomas V. Panoff	.70 hrs.	\$ 1480.00/hr.
06/26/25	Attend to multiple emails re committee discovery requests in connection with WB dispute.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.



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06/26/25 Correspond with SMRH and K&E teams re OMM comments on draft SPO in connection with Committee discovery.

Matt Benz .40 hrs. \$ 895.00/hr.

06/27/25 Review updated draft of proposed protective order for Creditor's Committee discovery (.4); email correspondence C. Mackle of Creditors' Committee re proposed edits to protective order (.3).

Thomas V. Panoff .70 hrs. \$ 1480.00/hr.

06/27/25 Evaluate next steps re WB Mediation set for July 24th and correspond with B. Sandler re same.

Justin R. Bernbrock .80 hrs. \$ 1670.00/hr.

06/29/25 Review stipulation to continue Committee challenge period and related email correspondence.

Jennifer L. Nassiri .30 hrs. \$ 1545.00/hr.

06/30/25 Review correspondence from E. Jones re mediation issues (.2); consider action items in connection with upcoming mediation (.4).

Jennifer L. Nassiri .60 hrs. \$ 1545.00/hr.

06/30/25 Evaluate next steps re hearing dates and objection deadlines (.7); attend telephone conference with SMRH team re mediation issues (.6); correspond with SMRH team re mediation and next steps (.7).

Justin R. Bernbrock 2.00 hrs. \$ 1670.00/hr.



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Timekeeper Summary of: Other Contested Matters (excluding assumption/rejection motions)

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Dylan J. Price	2.70	\$ 1,355.00	\$ 3,658.50
Justin R. Bernbrock	33.10	\$ 1,670.00	\$ 55,277.00
Jennifer L. Nassiri	11.30	\$ 1,545.00	\$ 17,458.50
Stacey L. Rosenberg	2.40	\$ 1,990.00	\$ 4,776.00
Alyssa Paddock	3.60	\$ 1,105.00	\$ 3,978.00
Matt Benz	9.50	\$ 895.00	\$ 8,502.50
Thomas V. Panoff	32.60	\$ 1,480.00	\$ 48,248.00
Sydney B. Hunemuller	60.70	\$ 1,045.00	\$ 63,431.50
Totals	155.90	\$ 1,317.06	\$ 205,330.00

Non-Working Travel

06/16/25	Travel from Chicago to Delaware for sale and lift stay hearing.		
	Thomas V. Panoff	4.90 hrs.	\$ 1480.00/hr.
06/16/25	Travel for hearing and preparation sessions.		
	Sydney B. Hunemuller	7.10 hrs.	\$ 1045.00/hr.
06/16/25	Travel to Wilmington from Los Angeles for hearing on library sale and motion for relief from stay.		
	Jennifer L. Nassiri	8.00 hrs.	\$ 1545.00/hr.
06/16/25	Travel from Los Angeles to Wilmington in connection with sale hearing.		
	Aerin A. Snow	.60 hrs.	\$ 1260.00/hr.
06/16/25	Travel from ORD to PHL for upcoming Sale Hearing.		
	Justin R. Bernbrock	5.50 hrs.	\$ 1670.00/hr.



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06/16/25	Travel to Wilmington, DE for sale hearing.		
	Joseph A. Ireland	11.50 hrs.	\$ 1175.00/hr.
06/16/25	Travel from NYC to Delaware for sale hearing.		
	Alyssa Paddock	3.50 hrs.	\$ 1105.00/hr.
06/16/25	Travel from Chicago to Wilmington in connection with June 18 omnibus hearing.		
	Matt Benz	5.10 hrs.	\$ 895.00/hr.
06/17/25	Travel to Delaware for sale hearing.		
	Stacey L. Rosenberg	10.00 hrs.	\$ 1990.00/hr.
06/18/25	Return travel from Delaware to Chicago for sale and lift stay hearing.		
	Thomas V. Panoff	6.80 hrs.	\$ 1480.00/hr.
06/18/25	Travel home from hearing.		
	Sydney B. Hunemuller	9.30 hrs.	\$ 1045.00/hr.
06/18/25	Travel from Delaware to Nevada.		
	Stacey L. Rosenberg	10.50 hrs.	\$ 1990.00/hr.
06/18/25	Travel from Wilmington to Los Angeles.		
	Jennifer L. Nassiri	8.80 hrs.	\$ 1545.00/hr.
06/18/25	Travel from Wilmington to Los Angeles in connection with sale hearing.		
	Aerin A. Snow	8.00 hrs.	\$ 1260.00/hr.
06/18/25	Travel from PHL to ORD re sale hearing concluded.		
	Justin R. Bernbrock	8.90 hrs.	\$ 1670.00/hr.



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06/18/25 Travel from Wilmington to Los Angeles.

Joseph A. Ireland 9.50 hrs. \$ 1175.00/hr.

06/18/25 Travel from Delaware back to NYC after sale hearing.

Alyssa Paddock 3.50 hrs. \$ 1105.00/hr.

06/18/25 Travel from Chicago to Wilmington in connection with June 18 omnibus hearing.

Matt Benz 5.00 hrs. \$ 895.00/hr.

Timekeeper Summary of: Non-Working Travel

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
<i>Aerin A. Snow</i>	8.60	\$ 1,260.00	\$ 10,836.00
<i>Joseph A. Ireland</i>	21.00	\$ 1,175.00	\$ 24,675.00
<i>Justin R. Bernbrock</i>	14.40	\$ 1,670.00	\$ 24,048.00
<i>Jennifer L. Nassiri</i>	16.80	\$ 1,545.00	\$ 25,956.00
<i>Stacey L. Rosenberg</i>	20.50	\$ 1,990.00	\$ 40,795.00
<i>Alyssa Paddock</i>	7.00	\$ 1,105.00	\$ 7,735.00
<i>Matt Benz</i>	10.10	\$ 895.00	\$ 9,039.50
<i>Thomas V. Panoff</i>	11.70	\$ 1,480.00	\$ 17,316.00
<i>Sydney B. Hunemuller</i>	16.40	\$ 1,045.00	\$ 17,138.00
<i>Totals</i>	126.50	\$ 1,403.47	\$ 177,538.50

Employee Benefits and Pensions

06/03/25 Correspond with SMRH, MoFo, and Pachulski teams re KERP Motion (.5); review comments on KERP Motion and prepare revised draft of same (.6).

Matt Benz 1.10 hrs. \$ 895.00/hr.



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06/04/25	Attention to multiple emails re status of filing of KERP motion in connection with Australia employees.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
06/04/25	Correspond with Accordion and VREG re KERP Motion and next steps (1.3); correspond with SMRH team re same (.4).		
	Justin R. Bernbrock	1.70 hrs.	\$ 1670.00/hr.
06/04/25	Correspond with SMRH team, MoFo, and K. Maib re KERP Motion (.6); review and incorporate comments on KERP Motion (.4).		
	Matt Benz	1.00 hrs.	\$ 895.00/hr.
06/05/25	Correspond with V. Hubona re notice of levy served by CA department in connection with employee issues (.2); review analysis in connection with the same (.1).		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
06/05/25	Analyze notice from CA department re past due employment amounts.		
	Victoria Hubona	.40 hrs.	\$ 1045.00/hr.
06/09/25	Attend to multiple emails re status of KERP filing and open issues re same.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
06/09/25	Review and approve KERP motion for filing.		
	Justin R. Bernbrock	1.80 hrs.	\$ 1670.00/hr.
06/09/25	Revise, finalize, and coordinate filing of KERP Motion (2.3); confer with SMRH, YCST, and company management teams re same (.6).		
	Matt Benz	2.90 hrs.	\$ 895.00/hr.
06/09/25	Strategize re payout of incentive retention bonus for international employees.		
	Victoria Hubona	.70 hrs.	\$ 1045.00/hr.



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06/11/25 Correspond with K. Maib re KERP.
 Justin R. Bernbrock .70 hrs. \$ 1670.00/hr.

06/24/25 Attend to lack of response to KERP motion and filing of certificate of non-opposition and multiple emails re same.
 Jennifer L. Nassiri .20 hrs. \$ 1545.00/hr.

06/25/25 Review order granting KERP motion.
 Jennifer L. Nassiri .10 hrs. \$ 1545.00/hr.

06/25/25 Correspond with company management team re entry of KERP Order.
 Matt Benz .20 hrs. \$ 895.00/hr.

Timekeeper Summary of: Employee Benefits and Pensions

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Victoria Hubona	1.10	\$ 1,045.00	\$ 1,149.50
Justin R. Bernbrock	4.20	\$ 1,670.00	\$ 7,014.00
Jennifer L. Nassiri	0.90	\$ 1,545.00	\$ 1,390.50
Matt Benz	5.50	\$ 895.00	\$ 4,922.50
<i>Totals</i>	<i>11.70</i>	<i>\$ 1,237.31</i>	<i>\$ 14,476.50</i>

Financing/Cash Collections

06/02/25 Correspond with SMRH team re adequate protection invoices and tracker of payment details related to the same.
 Justin R. Bernbrock .70 hrs. \$ 1670.00/hr.

06/05/25 Correspond with C. Whitlow re updated restructuring costs estimates and related budget matters.
 Justin R. Bernbrock .30 hrs. \$ 1670.00/hr.



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06/07/25	Correspond with SMRH and VREG teams re adequate protection invoices and next steps re payment.		
	Justin R. Bernbrock	.60 hrs.	\$ 1670.00/hr.
06/08/25	Correspond with SMRH team re ABS Trustee adequate protection invoices and next steps (.3); evaluate next steps re updated restructuring costs estimates and related budget matters (.7).		
	Justin R. Bernbrock	1.00 hrs.	\$ 1670.00/hr.
06/08/25	Update adequate protection fees tracker and confer with SMRH team re same.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
06/09/25	Evaluate next steps re updated restructuring costs estimates and related budget matters.		
	Justin R. Bernbrock	.40 hrs.	\$ 1670.00/hr.
06/09/25	Correspond with C. Whitlow re projected adequate protection payments and related budgeting matters.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
06/10/25	Evaluate next steps re adequate protection invoice.		
	Justin R. Bernbrock	.40 hrs.	\$ 1670.00/hr.
06/10/25	Update adequate protection invoice tracker and correspond with SMRH team re same.		
	Matt Benz	.40 hrs.	\$ 895.00/hr.
06/16/25	Correspondence re final draw on DIP facility.		
	Stacey L. Rosenberg	.10 hrs.	\$ 1990.00/hr.



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06/23/25	Review correspondence re necessity for waiver of prepayment notice for paydown of ABS notes (.1); review correspondence re final draw on DIP financing (.1); draft borrowing notice and Ontario note for final draw on DIP financing (.5).	Stacey L. Rosenberg	.70 hrs.	\$ 1990.00/hr.
06/23/25	Analyze documents and emails in connection with strategy for payoff of ABS holders in accordance with DIP Order.	Jennifer L. Nassiri	.60 hrs.	\$ 1545.00/hr.
06/23/25	Evaluate next steps re DIP Financing and update schedules re pre-petition secured claim.	Justin R. Bernbrock	.90 hrs.	\$ 1670.00/hr.
06/24/25	Distribute executed borrowing notice and Ontario note for final DIP drawing to Morrison & Foerster.	Stacey L. Rosenberg	.10 hrs.	\$ 1990.00/hr.
06/24/25	Correspond with L. Santor re Committee professional invoices.	Matt Benz	.20 hrs.	\$ 895.00/hr.
06/26/25	Analyze open issues in connection with payoff logistics related to financing facilities.	Jennifer L. Nassiri	.50 hrs.	\$ 1545.00/hr.
06/30/25	Attend to payment of outstanding adequate protection payments.	Jennifer L. Nassiri	.10 hrs.	\$ 1545.00/hr.
06/30/25	Correspond with SMRH team, company management, and counsel to ABS Trustee re adequate protection invoices.	Matt Benz	.30 hrs.	\$ 895.00/hr.



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Timekeeper Summary of: Financing/Cash Collections

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	4.30	\$ 1,670.00	\$ 7,181.00
Jennifer L. Nassiri	1.20	\$ 1,545.00	\$ 1,854.00
Stacey L. Rosenberg	0.90	\$ 1,990.00	\$ 1,791.00
Matt Benz	1.40	\$ 895.00	\$ 1,253.00
<i>Totals</i>	7.80	\$ 1,548.59	\$ 12,079.00

Tax Issues

06/24/25	Review ATO settlement proposal (.5); review taxes order (.3); provide advice re proposed tax settlement payment (.4).
	Keith R. Gercken 1.20 hrs. \$ 2260.00/hr.
06/24/25	Review taxes order (.5); draft email correspondence to K. Berg re tax settlement (.5); telephone conference with K. Gercken re tax settlement (.5).
	Aerin A. Snow 1.50 hrs. \$ 1260.00/hr.
06/24/25	Confer with SMRH team re proposed settlement with Australia Taxation Office (.3); review. analyze taxes order and other relevant documents in connection with the same (.6).
	Matt Benz .90 hrs. \$ 895.00/hr.
06/25/25	Attend to settlement with Australian tax authority and consider next steps (.2); review multiple emails re same (.2).
	Jennifer L. Nassiri .40 hrs. \$ 1545.00/hr.
06/25/25	Correspond with SMRH bankruptcy team and K. Berg re tax settlement.
	Aerin A. Snow .80 hrs. \$ 1260.00/hr.



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06/30/25 Provide advice re tax issues associated with transfer of BVI limited partnership interests.

Keith R. Gercken .30 hrs. \$ 2260.00/hr.

Timekeeper Summary of: Tax Issues

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Keith R. Gercken	1.50	\$ 2,260.00	\$ 3,390.00
Aerin A. Snow	2.30	\$ 1,260.00	\$ 2,898.00
Jennifer L. Nassiri	0.40	\$ 1,545.00	\$ 618.00
Matt Benz	0.90	\$ 895.00	\$ 805.50
<i>Totals</i>	<i>5.10</i>	<i>\$ 1,512.06</i>	<i>\$ 7,711.50</i>

Board of Directors Matters

06/01/25 Correspond with SMRH team and other advisors re BoD materials (1.1); review, revise same (2.1).

Justin R. Bernbrock 3.20 hrs. \$ 1670.00/hr.

06/02/25 Participate in board telephone conference re auction outcome.

Jennifer L. Nassiri .80 hrs. \$ 1545.00/hr.

06/02/25 Participate on board telephone conference re auction update.

Aerin A. Snow 1.00 hrs. \$ 1260.00/hr.

06/02/25 Prepare for and attend telephone conference with board of directors, advisor teams, and company management re outcome of auction and next steps.

Justin R. Bernbrock 1.70 hrs. \$ 1670.00/hr.

06/02/25 Correspond with members of the board re auction update presentation.

Justin R. Bernbrock .30 hrs. \$ 1670.00/hr.



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06/02/25	Board telephone conference re sale process update.		
	Alyssa Paddock	.80 hrs.	\$ 1105.00/hr.
06/02/25	Telephone conference with board, company management, and advisor teams re outcome of auction and next steps.		
	Matt Benz	.90 hrs.	\$ 895.00/hr.
06/04/25	Review update to board re status conference and WB's motion to lift stay.		
	Stacey L. Rosenberg	.10 hrs.	\$ 1990.00/hr.
06/09/25	Analysis of board summary and multiple emails re same.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
06/12/25	Review correspondence re board update on status of derivative right sale hearing and mediation with WB.		
	Stacey L. Rosenberg	.20 hrs.	\$ 1990.00/hr.
06/12/25	Review draft summary to the board.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
06/12/25	Draft update correspondence to board of directors and correspond with J. Bernbrock re same.		
	Matt Benz	.50 hrs.	\$ 895.00/hr.
06/15/25	Evaluate next steps re summary of WB objection and update to the Board.		
	Justin R. Bernbrock	1.40 hrs.	\$ 1670.00/hr.
06/27/25	Review board status update.		
	Jennifer L. Nassiri	.10 hrs.	\$ 1545.00/hr.
06/27/25	Correspond with Members of the Board re update on sale processes and next steps.		
	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.



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06/30/25 Correspond with board members and SMRH team re resolutions approving Library sale.

Matt Benz .40 hrs. \$ 895.00/hr.

Timekeeper Summary of: Board of Directors Matters

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Aerin A. Snow	1.00	\$ 1,260.00	\$ 1,260.00
Justin R. Bernbrock	7.70	\$ 1,670.00	\$ 12,859.00
Jennifer L. Nassiri	1.40	\$ 1,545.00	\$ 2,163.00
Stacey L. Rosenberg	0.30	\$ 1,990.00	\$ 597.00
Alyssa Paddock	0.80	\$ 1,105.00	\$ 884.00
Matt Benz	1.80	\$ 895.00	\$ 1,611.00
<i>Totals</i>	<i>13.00</i>	<i>\$ 1,490.31</i>	<i>\$ 19,374.00</i>

Reporting

06/30/25 Confer with SMRH and company management teams re monthly reporting to WB pursuant to Taxes and Cash Management Orders (.5); correspond with OMM re same (.2).

Matt Benz .70 hrs. \$ 895.00/hr.

Timekeeper Summary of: Reporting

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Matt Benz	0.70	\$ 895.00	\$ 626.50
<i>Totals</i>	<i>0.70</i>	<i>\$ 895.00</i>	<i>\$ 626.50</i>

Claims Administration and Objections



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06/10/25	Review multiple emails in connection with WB additions to bar date order.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
06/10/25	Review and incorporate OMM comments on claims bar date order (.3); correspond with SMRH and OMM teams re same (.2).		
	Matt Benz	.50 hrs.	\$ 895.00/hr.
06/27/25	Review draft stipulation from Guilds in connection with proofs of claim and multiple related emails.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
06/30/25	Attend to Guild stipulation on filing proofs of claim.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.

Timekeeper Summary of: Claims Administration and Objections

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Jennifer L. Nassiri	0.80	\$ 1,545.00	\$ 1,236.00
Matt Benz	0.50	\$ 895.00	\$ 447.50
<i>Totals</i>	<u>1.30</u>	<u>\$ 1,295.00</u>	<u>\$ 1,683.50</u>



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SUMMARY OF TIMEKEEPER FEES

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	266.40	\$ 1,670.00	\$ 444,888.00
Keith R. Gercken	1.50	\$ 2,260.00	\$ 3,390.00
Wook Hwang	.60	\$ 1,430.00	\$ 858.00
Colleen H. McDonald	16.20	\$ 1,340.00	\$ 21,708.00
Jennifer L. Nassiri	179.20	\$ 1,545.00	\$ 276,864.00
Thomas V. Panoff	57.20	\$ 1,480.00	\$ 84,656.00
Dylan J. Price	2.70	\$ 1,355.00	\$ 3,658.50
Stacey L. Rosenberg	66.30	\$ 1,990.00	\$ 131,937.00
Aerin A. Snow	142.00	\$ 1,260.00	\$ 178,920.00
Catherine Jun	39.10	\$ 1,180.00	\$ 46,138.00
Matt Benz	217.90	\$ 895.00	\$ 195,020.50
Justin Fischer	5.20	\$ 765.00	\$ 3,978.00
John Herbstritt	36.10	\$ 825.00	\$ 29,782.50
Tatev Hovhannisyan	72.80	\$ 765.00	\$ 55,692.00
Victoria Hubona	1.10	\$ 1,045.00	\$ 1,149.50
Sydney B. Hunemuller	77.10	\$ 1,045.00	\$ 80,569.50
Joseph A. Ireland	136.60	\$ 1,175.00	\$ 160,505.00
Jonathan Leiter	1.20	\$ 825.00	\$ 990.00
Alyssa Paddock	154.90	\$ 1,105.00	\$ 171,164.50
Gianna E. Segretti	3.30	\$ 1,105.00	\$ 3,646.50
Ryan Wedell	.30	\$ 1,175.00	\$ 352.50
Susan W. Roberts	75.30	\$ 520.00	\$ 39,156.00
Caroline Heffernan	13.30	\$ 225.00	\$ 2,992.50

50% Discount on Non-Working Travel

\$ (88,769.25)

Total Fees for Professional Services

\$ 1,849,247.25



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SUMMARY OF TIMEKEEPER PHASES

<u>Phase</u>	<u>Hours</u>	<u>Dollars</u>
Case Administration	123.90	\$ 179,679.00
Asset Disposition	1004.30	\$ 1,179,562.00
Relief from Stay and Adequate Protection Proceedings	55.10	\$ 74,954.50
Meetings of and Communications with Creditors	3.10	\$ 4,074.50
Fee/Employment Applications & Statements	24.80	\$ 23,475.00
Assumption/Rejection of Leases and Contracts	33.10	\$ 37,452.00
Other Contested Matters (excluding assumption/rejection motions)	155.90	\$ 205,330.00
Non-Working Travel	126.50	\$ 177,538.50
Employee Benefits and Pensions	11.70	\$ 14,476.50
Financing/Cash Collections	7.80	\$ 12,079.00
Tax Issues	5.10	\$ 7,711.50
Board of Directors Matters	13.00	\$ 19,374.00
Reporting	.70	\$ 626.50
Claims Administration and Objections	1.30	\$ 1,683.50

EXHIBIT B



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SUMMARY OF DISBURSEMENTS

06/09/25	C.Jun-Airfare 6/15/2025 to 6/18/2025 - Round trip flight expense to prepare with client and attend the VREG Sale Hearing set for June 18th.	776.97
06/10/25	A.Snow-Airfare 6/15/2025 to 6/18/2025- Aerin Snow air travel to Wilmington PA for Village Roadshow sale order hearing	1,138.97
06/15/25	S.Hunemuller-MDW / PHL Airfare.	1,032.95
06/15/25	J.Ireland-Lodging 6/15/2025 to 6/18/2025 - Joe Ireland 3 nights at Hotel for Village Roadshow sale order hearing in Wilmington, PA	1,217.70
06/15/25	T.Panoff-Airfare ORD/PHL to attend bankruptcy hearing.	1,456.96
06/15/25	S.Rosenberg-Delta roundtrip Reno/Delaware for bankruptcy hearing.	1,052.36
06/16/25	S.Hunemuller-Uber - SMRH-CH to MDW. Stopped at office to pick up binders for hearing.	74.79
06/16/25	S.Hunemuller-Uber - PHL to hotel.	66.93
06/16/25	S.Hunemuller-Uber - home to SMRH-CH to pick up binders for Ch. 11 bankruptcy hearing.	25.20
06/16/25	J.Ireland-Airfare 6/16/2025 - American Airlines wi-fi charge for flight from LAX to PA	29.00
06/16/25	A.Paddock-Sale Hearing VREG	369.00
06/16/25	A.Paddock-Sale Hearing VREG - City Tax	7.38
06/16/25	A.Paddock-Sale Hearing VREG - State Tax	29.52
06/16/25	A.Paddock-Sale Hearing VREG - train	255.00
06/16/25	A.Paddock-Sale Hearing VREG - car to penn	50.35
06/16/25	A.Paddock-Sale Hearing VREG - car from Wilmington train	19.12
06/16/25	T.Panoff-Taxi home to ORD.	50.00
06/16/25	T.Panoff-Hotel Lodging 06/16/2025 to 06/18/2025 for BK hearing.	1,251.80
06/16/25	A.Snow-Uber - Aerin Snow home to airport - June 16	72.96
06/16/25	J.Bernbrock-Flight from ORD to PHL (June 16 - June 18) Sale Hearing - Flight \$1,776.97 plus the Travel Insurance with Allianz Global \$87.51 = \$1,864.48.	1,864.48
06/16/25	J.Bernbrock-Car Service from Home to ORD airport.	211.30
06/16/25	J.Nassiri-Airfare from Los Angeles to Philadelphia for Delaware Client Meeting	654.48
06/16/25	J.Nassiri-Airfare from Philadelphia to Los Angeles for Delaware Client Meeting	479.48
06/16/25	J.Nassiri-Delaware Client Meeting Day One 06.16.25	369.00
06/16/25	J.Nassiri-Delaware Client Meeting Day Two 06.17.25	369.00
06/16/25	J.Nassiri-Delaware Client Meeting City and State Taxes	73.80
06/16/25	J.Nassiri-Delaware Client Meeting - Wifi Flight Pass	29.00
06/16/25	J.Nassiri-Delaware Client Meeting - Wifi Flight Pass on return flight	29.00
06/16/25	J.Nassiri-Delaware Client Meeting - Uber to Young Conaway	17.19
06/16/25	J.Nassiri-Delaware Client Meeting - Uber to LAX	121.11



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06/16/25	J.Nassiri-Delaware Client Meeting - Uber from Young Conaway to Dinner	16.51
06/16/25	J.Nassiri-Delaware Client Meeting - Uber from LAX to home	183.77
06/16/25	M.Benz-lyft - Home to ORD Airport.	81.54
06/16/25	M.Benz-Lyft - From PHL Airport (Philadelphia) to Wilmington, Delaware for VREG meeting.	100.27
06/17/25	S.Rosenberg-The Quoin Hotel in Delaware for bankruptcy hearing.	460.90
06/17/25	M.Benz-Lyft - Hotel to Office re VREG meeting.	18.79
06/17/25	M.Benz-lyft - Office back to Hotel.	8.83
06/17/25	A.Paddock-Sale Hearing VREG	369.00
06/17/25	A.Paddock-Sale Hearing VREG - City Tax	7.38
06/17/25	A.Paddock-Sale Hearing VREG - State Tax	29.52
06/17/25	J.Bernbrock-Hotel Lodging re VREG Sale hearing 6/16/25 - 6/18/25	405.90
06/17/25	J.Bernbrock-Travel from hotel to office for preparation of VREG Sale Hearing - Uber	14.11
06/18/25	S.Hunemuller-Hotel stay during Ch. 11 bankruptcy hearing.	1,251.80
06/18/25	J.Ireland-Parking 6/15/2025 to 6/18/2025 - Joe Ireland LAX parking for travel to Wilmington PA for hearing	236.99
06/18/25	J.Ireland-Airfare 6/18/2025 - American Airlines wi-fi charge for flight from PA to LAX	29.00
06/18/25	M.Benz-American Airlines Cancel Flight from PHL to ORD. See breakdown and Matt's email attached confirming the flight price. June 18th Flight PHL to ORD = \$1,216.96 American Airlines Cancelled Flight and received a Refund of \$839.48 = \$377.48 June 18th Flight Cancellation.	377.48
06/18/25	M.Benz-New Flight June 18th PHL to MDW - Southwest due to American Airlines flight cancelled from PHL to ORD.	566.48
06/18/25	M.Benz-Lyft -Hotel to PHL Airport.	59.04
06/18/25	M.Benz-Lyft - MDW Airport to Home.	88.43
06/18/25	M.Benz-Hotel Lodging 06/16/205	405.90
06/18/25	M.Benz-Hotel Lodging 06/17/2025 receipt for VREG Meeting.	405.90
06/18/25	S.Hunemuller-In flight wifi.	8.00
06/18/25	S.Hunemuller-Uber - MDW to home.	95.14
06/18/25	A.Paddock-Sale Hearing VREG - train	392.00
06/18/25	A.Paddock-Sale Hearing VREG - car to Wilmington train	19.12
06/18/25	A.Snow-Lodging 6/16/2025 to 6/18/2025 - Aerin Snow hotel in Wilmington, PA for Village Roadshow sale order hearing - 2 nights	811.80
06/18/25	A.Snow-Taxi / Car Service - Aerin Snow taxi airport to home - June 18th	59.57
06/18/25	J.Ireland-Joe Ireland air travel to Village Roadshow sale order hearing in Wilmington, PA - June 16 to June 19	1,246.22
06/18/25	J.Bernbrock-New June 18th Flight from PHL to Atlanta and then Atlanta to Chicago-O'Hare re VREG Sale hearing.	1,591.18
06/18/25	J.Bernbrock-Hotel Lodging re VREG Sale hearing - lodging from	405.90



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	6/16/25 - 6/18/25	
06/18/25	J.Bernbrock-Car Service from ORD airport to home.	215.30
06/18/25	S.Rosenberg-Airfare 7/23/2025 to 7/26/2025 - Roundtrip air Reno/Burbank to attend mediation.	318.96
06/18/25	S.Rosenberg-Lyft from The Quoin Hotel to Young Conaway.	9.23
06/19/25	T.Panoff-Taxi from ORD to home.	55.00
06/19/25	S.Rosenberg-Airport parking re travel to Delaware for bankruptcy hearing.	72.00
06/20/25	A.Paddock-Sale Hearing VREG - car from penn	79.40
01/31/25	Thomson Geer Lawyers; Invoice No. 1395922; Professional Fees RE: professional costs for acting in this matter.;177941	14,038.59
06/30/25	Thomson Geer Lawyers; Invoice No. 1445692; June professional services;177941	8,150.00
06/18/25	PACER (Public Access to Court Electronic Records). Customer Number: SMRHFirmUser. Statement Date: 6/31/25	11.80
06/04/25	Lexis research by Jun, Catherine on 6/4/2025.	702.00
06/05/25	Lexis research by Jun, Catherine on 6/5/2025.	441.90
06/10/25	Lexis research by Jun, Catherine on 6/10/2025.	178.20
06/11/25	Lexis research by Jun, Catherine on 6/11/2025.	267.30
06/15/25	Lexis research by Jun, Catherine on 6/15/2025.	225.90
06/16/25	Lexis research by Hunemuller, Sydney on 6/16/2025.	89.10
06/16/25	J.Nassiri-Breakfast for Delaware Client Meeting	13.50
06/17/25	J.Bernbrock-Business Dinner Meal at Banks Seafood & Raw Bar re preparation of upcoming VREG Sale Hearing. with J. Mulvihill of Young Conaway	1,018.00
06/18/25	S.Rosenberg-Dinner at airport enroute home re travel to Delaware for bankruptcy hearing.	24.30
06/16/25	S.Hunemuller-Dinner.	28.50
06/16/25	J.Ireland-Joe Ireland Travel Breakfast - LAX Airport	37.55
06/16/25	J.Ireland-Joe Ireland and Aerin Snow dinner at Chelsea Tavern - travel dinner	81.80
06/16/25	S.Hunemuller-Bottled water.	6.17
06/16/25	J.Nassiri-Delaware Client Meeting - Dinner on 06.16.25	196.00
06/16/25	J.Nassiri-Delaware Client Meeting - Breakfast Room Charge 06.17.25	15.08
06/18/25	S.Hunemuller-Lunch.	57.56
06/14/25	Westlaw research by Paddock, Alyssa, on 6/14/2025.	1,368.00
06/14/25	Westlaw research by Hunemuller, Sydney, on 6/14/2025.	547.20
06/18/25	Westlaw research by Hunemuller, Sydney, on 6/18/2025.	829.80

Total Disbursements

\$ 52,019.41