

**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: September 18, 2025 at 4:00 p.m. (ET)

**SUMMARY OF FIFTH 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 JULY 1, 2025 THROUGH JULY 31, 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:	July 1, 2025 through July 31, 2025
Amount of compensation sought as actual, reasonable, and necessary:	\$1,183,157.00
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$27,325.04
This is a: <u> X </u> monthly <u> </u> final application	
This application includes 25.5 hours and \$23,537.50 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	\$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	\$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	\$1,454,448.25	\$17,322.43
8/1/2025 D.I. 709	6/1/2025 – 6/30/25	\$1,849,247.25	\$52,019.41	–	–

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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	2.90	\$6,554.00
Stacey L. Rosenberg	Partner	Finance & Bankruptcy	12/12/1996	\$1,990.00	34.80	\$69,252.00
Justin R. Bernbrock	Partner	Finance & Bankruptcy	11/01/2012	\$1,670.00	233.10	\$389,277.00
Jennifer L. Nassiri	Partner	Finance & Bankruptcy	11/30/2000	\$1,545.00	129.30	\$199,768.50
Thomas V. Panoff	Partner	Business Trial	11/04/2004	\$1,480.00	4.40	\$6,512.00
Colleen H. McDonald	Partner	Finance & Bankruptcy	06/14/1995	\$1,340.00	6.80	\$9,112.00
Jeffrey A. Kaye	Special Counsel	Corporate & Securities	12/16/1991	\$1,265.00	1.30	\$1,644.50
Aerin A. Snow	Partner	Corporate & Securities	12/03/2012	\$1,260.00	102.20	\$128,772.00
Joseph A. Ireland	Associate	Entertainment	12/01/2016	\$1,175.00	52.40	\$61,570.00
Alyssa Paddock	Associate	Finance & Bankruptcy	06/13/2018	\$1,105.00	51.60	\$57,018.00
Sydney B. Hunemuller	Associate	Business Trial	10/30/2020	\$1,045.00	19.80	\$20,691.00
Joshua Z. Block	Associate	Corporate & Securities	12/28/2021	\$970.00	1.30	\$1,261.00
Matthew T. Benz	Associate	Finance & Bankruptcy	11/30/2022	\$895.00	154.50	\$138,277.50
John Herbstritt	Associate	Corporate & Securities	11/22/2023	\$825.00	66.00	\$54,450.00
Tatev Hovhannisyan	Associate	Entertainment	12/01/2023	\$765.00	55.80	\$42,687.00
Susan W. Roberts	Staff Attorney	Entertainment	07/20/2022	\$520.00	1.10	\$572.00
Monica E. Danner	Legal Assistant	Corporate & Securities	N/A	\$545.00	5.40	\$2,943.00
Aaron X. Hill	Legal Assistant	Corporate & Securities	N/A	\$540.00	11.90	\$6,426.00
50% Discount for Non-Working Travel:				–	–	(\$13,630.50)
Grand Total:				–	934.60	\$1,183,157.00
Blended Rate:				\$1,265.95	–	–

COMPENSATION BY PROJECT CATEGORY

Task Code	Project Category	Total Hours	Total Fees (\$)
B110	Case Administration	94.00	\$144,767.00
B130	Asset Disposition	536.70	\$653,619.50
B160	Fee/Employment Applications and Statements	49.10	\$49,773.00
B185	Assumption/Rejection of Leases and Contracts	48.10	\$52,365.00
B190	Other Contested Matters	135.00	\$189,294.00
B195	Non-Working Travel	15.50	\$27,261.00
B230	Financing/Cash Collections	7.30	\$10,441.50
B240	Tax Issues	5.30	\$9,287.00
B260	Board of Directors Matters	23.70	\$32,520.50
B270	Reporting	3.00	\$2,880.00
B310	Claims Administration and Objections	10.20	\$14,419.00
B320	Plan and Disclosure Statement	6.70	\$10,160.00
50% Discount for Non-Working Travel:		–	\$13,630.50
TOTAL:		934.60	\$1,183,157.00

EXPENSE SUMMARY

Expenses Category	Total Expenses (\$)
Corporate Filings	\$19,508.37
Airfare, Travel, and Taxi	\$5,730.80
Meals	\$809.53
Courier / Messenger & Federal Express	\$656.34
Court Filing	\$620.00
TOTAL:	\$27,325.04

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GROUP USA INC., <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	Obj. Deadline: September 18, 2025 at 4:00 p.m. (ET)

**FIFTH 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 JULY 1, 2025 THROUGH JULY 31, 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 \$1,183,157.00 together with reimbursement for actual and necessary expenses incurred in the amount of \$27,325.04, for the period from July 1, 2025, through and including July 31, 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 \$1,196,787.50. Pursuant to this Application, Sheppard Mullin only seeks compensation for fees in the amount of \$1,183,157.00, 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 \$13,630.50.

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 \$27,325.04. 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 934.60 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 \$1,196,787.50.²

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 July 1, 2025, through and including July 31, 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 \$1,183,157.00 as compensation for necessary professional services rendered to the Debtors for the Monthly Fee Period, and the sum of \$27,325.04 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 \$1,183,157.00, 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 \$13,630.50.

Dated: August 28, 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
mbenz@sheppardmullin.com

-and-

Jennifer L. Nassiri (admitted *pro hac vice*)
1901 Avenue of the Stars, Suite 1600
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-and-

Alyssa Paddock (admitted *pro hac vice*)
30 Rockefeller Plaza, 39th Floor
New York, NY 10112
Telephone: (212) 653-8700
Facsimile: (212) 653-8701
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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 GROUP USA INC., *et al.*,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 28, 2025
Chicago, Illinois

/s/ Justin R. Bernbrock

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

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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: September 18, 2025 at 4:00 p.m. (ET)

NOTICE OF FIFTH MONTHLY FEE APPLICATION

PLEASE TAKE NOTICE that the *Fifth 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 July 1, 2025, Through July 31, 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 \$1,183,157.00 and monthly expenses in the amount of \$27,325.04.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **September 18, 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: Timothy J. Fox Jr. (timothy.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 28, 2025
Wilmington, Delaware

/s/ Joseph M. Mulvihill

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Joseph M. Mulvihill (Del. Bar No. 6061)
Benjamin C. Carver (Del. Bar No. 7176)
Brynna M. Gaffney (Del. Bar No. 7402)
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*Co-Counsel for the Debtors and
Debtors in Possession*

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

Justin R. Bernbrock (admitted *pro hac vice*)
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-and-

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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
August 28, 2025
Invoice 260035242

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

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH JULY 31, 2025

Current Fees	\$ 1,196,787.50
Current Disbursements	\$ 27,325.04

Total Current Activity	\$ 1,224,112.54
50% Discount on Non-Working Travel	<u>\$ (13,630.50)</u>
Total Due for This Invoice	<u>\$ 1,210,482.04</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

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

August 28, 2025
 Invoice 260035242
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FOR PROFESSIONAL SERVICES THROUGH 07/31/25

FEE DETAIL

Case Administration

07/01/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.60 hrs.	\$ 1670.00/hr.
07/01/25	Update and revise case checklist and works in progress tracker.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/02/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.20 hrs.	\$ 1670.00/hr.
07/02/25	Update and revise case checklist and works in progress tracker.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/03/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.30 hrs.	\$ 1670.00/hr.
07/04/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
07/06/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	1.30 hrs.	\$ 1670.00/hr.
07/07/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.70 hrs.	\$ 1670.00/hr.
07/07/25	Review issues and various communications re case status.		
	Alyssa Paddock	.10 hrs.	\$ 1105.00/hr.



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

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

August 28, 2025
 Invoice 260035242
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FEE DETAIL

07/07/25	Update and revise case checklist and works in progress tracker.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
07/08/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.60 hrs.	\$ 1670.00/hr.
07/08/25	Review issues and various communications re case status.		
	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
07/08/25	Update and revise case checklist and works in progress tracker.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/09/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
07/09/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.
07/10/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.80 hrs.	\$ 1670.00/hr.
07/10/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.
07/10/25	Update and revise case checklist and works in progress tracker.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/11/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.20 hrs.	\$ 1670.00/hr.



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 Justin R. Bernbrock

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FEE DETAIL

07/11/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.50 hrs.	\$ 1105.00/hr.
07/14/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.60 hrs.	\$ 1670.00/hr.
07/14/25	Update and revise case checklist and works in progress tracker.		
	Matt Benz	.10 hrs.	\$ 895.00/hr.
07/15/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.90 hrs.	\$ 1670.00/hr.
07/15/25	Review issues and various communications re case status.		
	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
07/15/25	Update and revise case checklist and works in progress tracker.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/16/25	Correspond with co-counsel re review and approval to file agenda adjourning July 21st hearing (.4); further correspond with SMRH team re same and next steps (.3).		
	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
07/16/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.30 hrs.	\$ 1670.00/hr.
07/16/25	Telephone conference with SMRH bankruptcy team re case status update (.5); review issues and various communications re case status (.2).		
	Alyssa Paddock	.70 hrs.	\$ 1105.00/hr.



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07/17/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
07/18/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.70 hrs.	\$ 1670.00/hr.
07/19/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
07/20/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
07/21/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.60 hrs.	\$ 1670.00/hr.
07/21/25	Review issues and various communications re case status.		
	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.
07/21/25	Update and revise case checklist and WIP tracker (.3); confer with SMRH team re priority work streams and attend to the same (.8).		
	Matt Benz	1.10 hrs.	\$ 895.00/hr.
07/22/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.30 hrs.	\$ 1670.00/hr.
07/22/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
07/22/25	Update and revise case checklist and WIP tracker (.2); confer with SMRH team re priority work streams and attend to the same (.5).		
	Matt Benz	.70 hrs.	\$ 895.00/hr.



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07/23/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.90 hrs.	\$ 1670.00/hr.
07/23/25	Update and revise case checklist and WIP tracker (.2); confer with SMRH team re priority work streams and attend to the same (.7).		
	Matt Benz	.90 hrs.	\$ 895.00/hr.
07/24/25	Analyze endorsements for extension of insurance through October 2025 and related emails.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/24/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	1.30 hrs.	\$ 1670.00/hr.
07/24/25	Update and revise case checklist and WIP tracker (.3); confer with SMRH team re priority work streams and attend to the same (.6).		
	Matt Benz	.90 hrs.	\$ 895.00/hr.
07/25/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.10 hrs.	\$ 1670.00/hr.
07/25/25	Update and revise case checklist and WIP tracker (.1); confer with SMRH team re priority work streams and attend to the same (.5).		
	Matt Benz	.60 hrs.	\$ 895.00/hr.
07/26/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	1.30 hrs.	\$ 1670.00/hr.
07/28/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.



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07/28/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
07/28/25	Update and revise case checklist and WIP tracker (.3); confer with SMRH team re same and attend to priority work streams (.8).		
	Matt Benz	1.10 hrs.	\$ 895.00/hr.
07/29/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
07/29/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	1.10 hrs.	\$ 1105.00/hr.
07/29/25	Update and revise case checklist and WIP tracker (.2); confer with SMRH team re case status and attend to priority work streams (.4).		
	Matt Benz	.60 hrs.	\$ 895.00/hr.
07/30/25	Participate in telephone conference with restructuring litigation and corporate team to address work in progress.		
	Jennifer L. Nassiri	.90 hrs.	\$ 1545.00/hr.
07/30/25	Attend telephone conference with SMRH team re WIP (1.2); correspond with SMRH team re same (.7); review and analyze open issues re strategy and tactics (2.9).		
	Justin R. Bernbrock	4.80 hrs.	\$ 1670.00/hr.
07/30/25	Internal work in progress update telephone conference (.8); review issues and respond to various communications re case status (1.3).		
	Alyssa Paddock	2.10 hrs.	\$ 1105.00/hr.



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07/30/25	Update and revise case checklist and WIP tracker (.5); telephone conference and correspondence with SMRH team re case status and priority work streams (1.1); confer with SMRH team re same and attend to priority work streams (.7).		
	Matt Benz	2.30 hrs.	\$ 895.00/hr.
07/31/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.30 hrs.	\$ 1670.00/hr.
07/31/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.
07/31/25	Update and revise case checklist and WIP tracker (.2); confer with SMRH team re case status and attend to priority work streams (.5).		
	Matt Benz	.70 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	75.20	\$ 1,670.00	\$ 125,584.00
Jennifer L. Nassiri	1.30	\$ 1,545.00	\$ 2,008.50
Alyssa Paddock	7.20	\$ 1,105.00	\$ 7,956.00
Matt Benz	10.30	\$ 895.00	\$ 9,218.50
<i>Totals</i>	<i>94.00</i>	<i>\$ 1,540.07</i>	<i>\$ 144,767.00</i>

Asset Disposition



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07/01/25 Conferences with A. Snow and K. Gercken re redomestication of BVI limited partnerships for Zoolander and Down to Earth to Delaware limited liability companies (.4); attend closing checklist telephone conference with Loeb and Sheppard Mullin teams (.4).

Stacey L. Rosenberg .80 hrs. \$ 1990.00/hr.

07/01/25 Participate in telephone conference with Paramount team re DTE and Zoolander (.3); review multiple emails re proposed strategy on same (.6); attend to status of Shamrock negotiations and next steps (.4); participate in telephone conference with Alcon team re status of closing (.5); review updated closing checklist (.3); attend to final fully executed resolutions for approval of entry into asset purchase agreement (.3); attend to overall strategy and action items in preparation for closing (2.2); review Alcon comments to assignment agreement in connection with library sale (.2).

Jennifer L. Nassiri 4.80 hrs. \$ 1545.00/hr.

07/01/25 Telephone conference re closing checklist (1); review closing checklist (.4); draft email correspondence re authorizing resolutions (.5); draft email correspondence re BVI redomestication (1.2); review BVI entity partnership agreements (1); telephone conference with Paramount counsel re BVI issue (1); attend to additional pre-closing action items (1).

Aerin A. Snow 6.10 hrs. \$ 1260.00/hr.

07/01/25 Attend telephone conference with SMRH Team and Morgan Lewis re Paramount issues in connection with library sale (.9); attend closing checklist telephone conference with SMRH team, Alcon and Loeb (1.1); evaluate status of Shamrock's proposed stipulation re sale order and next steps (.9); evaluate next steps re library closing (1.7).

Justin R. Bernbrock 4.60 hrs. \$ 1670.00/hr.



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07/01/25 Participate in telephone conference with A. Snow, S. Hornung et. al with respect to redomiciling and conversion of BVI entities (.5); prepare for and participate in closing checklist telephone conference (.8); analyze list of turnaround and quitclaim agreements and review of underlying agreements (.2); confer with T. Hovhannisyan and correspond with K. Berg re same (.1); attention to updates to assumed contracts schedule for studio assets Asset Purchase Agreement (.3); review of relevant agreements and confer with T. Hovhannisyan re same (.2); analyze open issues with respect to December Boys contracts, review of corporate structure chart and correspondence with M. Benz re updates to assumed contracts schedule in connection therewith (.6).

Joseph A. Ireland 2.70 hrs. \$ 1175.00/hr.

07/01/25 Telephone conference with counsel to paramount re library sale issues (.3); telephone conference re closing checklist (.5); respond to counsel to Clover re sale issues (.3); attend to various issues and communications re library sale (.7).

Alyssa Paddock 1.80 hrs. \$ 1105.00/hr.

07/01/25 Telephone conference with SMRH team and Paramount's counsel re Paramount issues in connection with Library sale closing (.4); confer with SMRH team re strategy in connection with the same (.5); telephone conference with SMRH and Loeb teams re Library sale closing checklist status and open issues (.6); telephone conference with C. Whitlow re Library sale proceeds waterfall (.2); draft correspondence to C. Whitlow and Solic team re same (.3); confer with SMRH team re open items re contracts in connection with studio business sale (.5).

Matt Benz 2.50 hrs. \$ 895.00/hr.

07/01/25 Prepare for and participate in closing checklist telephone conference (1); prepare execution version of Lot 1 Purchase Agreement (.3); review final execution versions of seller resolutions (.4); coordinate execution of the same (.3).

John Herbstritt 2.00 hrs. \$ 825.00/hr.

07/01/25 Review new agreements that were added to the VDR with respect to studio assets and determine whether they should be added to assumed contracts list.

Tatev Hovhannisyan 2.20 hrs. \$ 765.00/hr.



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07/02/25 Confer internally re Village Roadshow Entertainment Group Asia Limited as a seller party and related matters.

Susan W. Roberts .60 hrs. \$ 520.00/hr.

07/02/25 Email with E. Snow re status of Alcon sale and follow up with ABS noteholder counsel.

Colleen H. McDonald .30 hrs. \$ 1340.00/hr.

07/02/25 Review correspondence from S. Hornung re proposed redomestication of BVI limited partnerships for Down to Earth and Zoolander to Delaware (.1); conference with B. Cherry re Sony intercreditor agreement (.6).

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

07/02/25 Attend to multiple emails re studio sale issues (1.2); attend to multiple emails re library sale closing logistics (.2); strategize re additional notices to contract counterparties in connection with studio sale (.2); telephone conference with Alcon team re same (1.3); analysis of issues in connection with December Boys (.3).

Jennifer L. Nassiri 3.20 hrs. \$ 1545.00/hr.

07/02/25 Draft email correspondence re closing deliverables (.6); coordinate execution of purchase agreement (.5); draft email correspondence to Paramount and BVI counsel re BVI entities (1.5); telephone conference with K. Berg re BVI entities (1); draft email correspondence re ABS payoff (.4); review DE limited partnership statute provisions on re-domestication (1); telephone conference with SMRH team re re-domestication proposal (.5); draft email correspondence re re-domestication documentation (1.1).

Aerin A. Snow 6.60 hrs. \$ 1260.00/hr.

07/02/25 Attend telephone conference with SMRH Team and K. Berg re potential redomestication of BVI entities in connection with library sale closing.

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



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07/02/25	Correspond with M. Benz re ABS payoff logistics in connection with library sale closing (.7); correspond with SMRH Team re Bridge Notes Maturity Date in connection with the same (.5).	Justin R. Bernbrock	1.20 hrs.	\$ 1670.00/hr.
07/02/25	Attend telephone conference with SMRH team and Loeb re status of Studio Business sale and next steps.	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
07/02/25	Prepare for and participate in telephone conference re studio business Asset Purchase Agreement (1.1); analyze open issues with respect to assumed contracts schedule (.4); review underlying contracts and telephone conference with T. Hovhannisyan re same (.5); review December Boys agreements, Village Roadshow structure chart in connection with same and related corporate formation documents (.8); telephone conference with J. Herbstritt re open issues with respect to redomiciling and conversion of JV entities (.4).	Joseph A. Ireland	3.20 hrs.	\$ 1175.00/hr.
07/02/25	Telephone conference with counsel to Alcon re studio business sale (.5); attend to library sale related issues (.3).	Alyssa Paddock	.80 hrs.	\$ 1105.00/hr.
07/02/25	Confer with J. Nassiri re open items re contracts in connection with studio business sale (.3); telephone conference with SMRH and Loeb teams re same (.6).	Matt Benz	.90 hrs.	\$ 895.00/hr.
07/02/25	Prepare for, attend, and annotate telephone conference with VREG counsel and SMRH corporate and tax counsel to review plan for disposition of BVI LP entities (.9); design and implement plan to gather and share VREG books and records with Alcon, per the Lot 1 Purchase Agreement (1.2); compile and circulate final signed Lot 1 Purchase Agreement (.3); begin research re redomestication of BVI LPs to Delaware (.7).	John Herbstritt	3.10 hrs.	\$ 825.00/hr.



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07/02/25	Research re redomestication filing requirements for BVI entities (.5); correspond with filing agent, A. Snow and J. Herbstritt re same (.3).	Aaron X. Hill	.80 hrs.	\$ 540.00/hr.
07/03/25	Review comments to Sony intercreditor agreement from B. Cherry (.2); revise Sony intercreditor agreement (.9); distribute Sony intercreditor agreement to Magnum's and Sony's counsel (.2); attend closing checklist telephone conference with Loeb and Sheppard Mullin teams (.2); draft Virtual intercreditor agreement (.2); review sale process update from J. Bernbrock (.1); conference with A. Snow re side letter for purchase of equity in VRZoo and VRDTE (.1); review draft of side letter (.1).	Stacey L. Rosenberg	2.00 hrs.	\$ 1990.00/hr.
07/03/25	Consider work streams re upcoming exclusivity deadline and related matters.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/03/25	Participate in status telephone conference on Library closing (.3); attention to multiple emails re same (.5); consider outstanding issues in connection with Guild issues (.6).	Jennifer L. Nassiri	1.40 hrs.	\$ 1545.00/hr.
07/03/25	Draft side letter to purchase agreement (3.5); draft email correspondence re BVI entities (.7); review BVI partnership agreements and draft email correspondence re sale (1.1); telephone conference re closing checklist (1); draft email correspondence re deliverables (.5).	Aerin A. Snow	6.80 hrs.	\$ 1260.00/hr.
07/03/25	Attend closing checklist telephone conference with SMRH team, Loeb, and Alcon (1.3); evaluate status of library closing and next steps (1.7).	Justin R. Bernbrock	3.00 hrs.	\$ 1670.00/hr.
07/03/25	Evaluate next steps re payoff logistics in connection with library sale closing.	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.



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07/03/25	Participate in Lot 1 closing checklist telephone conference (1); telephone conferences and correspondence with T. Hovhannisyan re Lot 3 assumed contracts schedule (.6); review and analyze quitclaims and turnaround agreements (.4); attention to Lot 1 IP assignment schedule and review of recorded assignments in connection with same (.9); telephone conference with M. Benz re assumption of guild contracts (.4).	Joseph A. Ireland	3.30 hrs.	\$ 1175.00/hr.
07/03/25	Telephone conference re closing checklist for Library sale (.3); attend to sale issues re studio business sale and outstanding issues with the guilds (.9).	Alyssa Paddock	1.20 hrs.	\$ 1105.00/hr.
07/03/25	Telephone conference with SMRH and Loeb teams re Library sale closing checklist status and open issues.	Matt Benz	.40 hrs.	\$ 895.00/hr.
07/03/25	Prepare for, attend, and annotate transaction checklist telephone conference with opposing counsel (.9); continue research re redomestication of BVI LPs to Delaware, including telephone conference to DE Secretary of State hotline, and drafting redomestication punch list. (1.6).	John Herbstritt	2.50 hrs.	\$ 825.00/hr.
07/03/25	Research re Delaware redomestication filing requirements for BVI entities (.9); correspond with J. Herbstritt re same (.3); telephone conference with representative of Delaware Division of Corporations re redomestication filing requirements (.5).	Aaron X. Hill	1.70 hrs.	\$ 540.00/hr.
07/03/25	Review and analyze quitclaim agreements with respect to studio assets to determine whether new agreements need to be added to the assumed contracts schedule.	Tatev Hovhannisyan	2.30 hrs.	\$ 765.00/hr.
07/04/25	Review correspondence from A. Wood re BVI requirements for continuing VRDTE and VRZoo as Delaware partnerships.	Stacey L. Rosenberg	.10 hrs.	\$ 1990.00/hr.



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07/06/25	Review correspondence in connection with WB/Magnum intercreditor matters (.2); review draft intercreditor agreement (.5).	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.
07/06/25	Revise BVI re-domestication punch list, incorporating feedback from BVI counsel.	John Herbstritt	1.10 hrs.	\$ 825.00/hr.
07/07/25	Attention to various emails re timing for closing (.3); review purchase agreement and sale order re regular quarterly distribution if closing delayed (.5).	Colleen H. McDonald	.80 hrs.	\$ 1340.00/hr.
07/07/25	Consider open issues with closing of library sale (1.9); attend to multiple emails re scheduling of telephone conference with Alcon and open issues (.4); participate in telephone conference re BVI and Paramount issues (.4).	Jennifer L. Nassiri	2.70 hrs.	\$ 1545.00/hr.
07/07/25	Telephone conference with BVI counsel re re-domestication (1); draft email correspondence re re-domestication (.4); review closing certificates and deliverables (1.5); revise side letter to purchase agreement (2.0).	Aerin A. Snow	4.90 hrs.	\$ 1260.00/hr.
07/07/25	Attend telephone conference with SMRH team and Maples re potential redomestication of BVI entities in connection with library sale closing.	Justin R. Bernbrock	.40 hrs.	\$ 1670.00/hr.
07/07/25	Analyze open issues with respect to IP assignment schedule (1.1); internal telephone conferences and review of copyright filings throughout the day (.8); internal telephone conferences re studio business assumed contracts schedule (1.2); review of underlying contracts in connection with same (.7).	Joseph A. Ireland	3.80 hrs.	\$ 1175.00/hr.
07/07/25	Telephone conference re guild issues in connection with studio sale.	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.



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07/07/25	Confer with SMRH team re contract issues in connection with studio business sale process (.5); review additional agreements in connection with the same (.9); telephone conference with J. Ireland re same (.1); telephone conference with SMRH team and D. Ahdoot re Guild issues in connection with the same (.4); correspond with J. Nassiri re same (.2); correspond with C. McDonald re timing of library sale closing and related impacts on ABS reporting (.3).	Matt Benz	2.40 hrs.	\$ 895.00/hr.
07/07/25	Continue revisions of redomestication punchlist, incorporating feedback from VREG counsel, and BVI counsel (1.4); telephone conference with BVI to counsel to discuss process re BVI LP redomestication (.5); analyze BVI LP Agreements to determine consent requirements for redomestication (.6).	John Herbstritt	2.50 hrs.	\$ 825.00/hr.
07/07/25	Research re Certificates of Partnership Redomestication and Certificates of Limited Partnership filing requirements (1.6); correspond with filing agent, J. Herbstritt and A. Snow re same (.5).	Aaron X. Hill	2.10 hrs.	\$ 540.00/hr.
07/07/25	Finalize analysis and questions for client after review of the quitclaim and turnaround agreements with respect to the studio assets (1); attend telephone conference with J. Ireland and K. Berg re quitclaim and turnaround agreements and the impact on the assumed contracts schedule (1.5); search USCO database for recordation number of assignment agreements to the Village entity that currently holds the rights in the picture for the schedule to be attached to the IP Assignment Agreement for the Library Assets (5.3).	Tatev Hovhannisyan	7.80 hrs.	\$ 765.00/hr.
07/08/25	Email to and from company and SMRH team re payment of ABS noteholders.	Colleen H. McDonald	.40 hrs.	\$ 1340.00/hr.
07/08/25	Conference with Weil and Sheppard Mullin Teams re inter creditor agreement issues (.9); conference with A. Snow re sale of partnership interests in Zoolander and Down To Earth BVI Limited Partnership (.1).	Stacey L. Rosenberg	1.00 hrs.	\$ 1990.00/hr.



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07/08/25	Attend to multiple emails re status of outstanding Paramount issue (.5); telephone conference with A. Snow re same (.2); consider timing issues for closing and next steps (1.2); evaluate strategy in connection with cause of Paramount delay (.6).	Jennifer L. Nassiri	2.50 hrs.	\$ 1545.00/hr.
07/08/25	Draft email correspondence re closing deliverables (.8); revise side letter to purchase agreement (1.3); telephone conference with S. Edel re Paramount entities (.8); telephone conference with BK team re Paramount entities (.4); draft email correspondence re closing deliverables (.5); telephone conference with Magnum counsel re intercreditor agreement (1).	Aerin A. Snow	4.80 hrs.	\$ 1260.00/hr.
07/08/25	Correspond with J. Steiner re Derivative Rights sale hearing scheduling and next steps.	Justin R. Bernbrock	.20 hrs.	\$ 1670.00/hr.
07/08/25	Prepare for and participate in telephone conference with T. Ara, S. Rosenberg, A. Snow, et. al re open issues with respect to Magnum intercreditor agreements (.9); attention to assumed contracts in connection with Lot 3 Asset Purchase Agreement and related inquiries from J. Kulback (1.2); telephone conferences and correspondence re same (.5); attention to schedule to intellectual property assignment (.3).	Joseph A. Ireland	2.90 hrs.	\$ 1175.00/hr.
07/08/25	Revise sale order for studio business and communicate with creditor party re same.	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.
07/08/25	Telephone conference with Wachtell re sale closing update.	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/08/25	Confer with SMRH team re contract issues in connection with studio business sale process.	Matt Benz	.50 hrs.	\$ 895.00/hr.



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07/08/25 Prepare for, attend, and annotate telephone conference with opposing counsel and SMRH corporate to review plan for disposition of BVI LP entities (1.1); revise redomestication process punch list and draft email to Paramount counsel re the same (1.4); draft Seller Officer/Closing Certificate (1.9).

John Herbstritt 4.40 hrs. \$ 825.00/hr.

07/08/25 Revise Certificates of Partnership Redomestication and Certificates of Limited Partnership (1.3); correspond with A. Snow and j. Herbstritt re same (.3).

Aaron X. Hill 1.60 hrs. \$ 540.00/hr.

07/08/25 Update assumed contracts schedule with guild and quitclaim related agreements (1.4); correspond with J. Ireland and copyright office to determine recordation number of missing picture assignments (1.6).

Tatev Hovhannisyan 3.00 hrs. \$ 765.00/hr.

07/09/25 Review and respond to correspondence from J.Chen re Sony intercreditor agreement.

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

07/09/25 Evaluate strategy in connection with potential delayed closing of library sale (1.4); consider open issues in connection with closing of studio sale (.9) attend to multiple emails re open issues with WGA and additional contracts to be acquired (.6); telephone conference with SMRH corporate team re list of seller transaction expenses (.6); consider funds flow in closing of library sale (.3); attend to additional contracts related to library sale (.3).

Jennifer L. Nassiri 4.10 hrs. \$ 1545.00/hr.

07/09/25 Telephone conference with Solic team re transaction expenses (.7); telephone conference with SMRH BK team re transaction expenses (.5); draft email correspondence re funds flow and closing statement (.5); draft email correspondence to BVI counsel re redomestication documentation (.5); review draft redomestication documentation (1.5).

Aerin A. Snow 3.70 hrs. \$ 1260.00/hr.



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07/09/25	Attend telephone conference with SMRH and Solic teams re seller transaction expense calculations and funds flow in connection with library sale closing.	Justin R. Bernbrock	1.20 hrs.	\$ 1670.00/hr.
07/09/25	Correspond with Solic Capital and Accordion re library sale Waterfall & Funds Flow.	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
07/09/25	Analysis and correspondence with J. Herbstritt re documentation requested by E. Doski (.3); review and analyze underlying agreements in connection with same (.5); analysis of open issues re assumed contracts schedule throughout the day with T. Hovhannisyan (1.5); review and analysis of recorded assignments and schedule of copyrights in connection with intellectual property assignment (.4); telephone conference and correspondence with J. Herbstritt re outstanding items in connection with Lot 1 closing (.9).	Joseph A. Ireland	3.60 hrs.	\$ 1175.00/hr.
07/09/25	Telephone conference with SMRH and Solic re sale issues (.5); telephone conference with corporate team re sale issues (.6).	Alyssa Paddock	1.10 hrs.	\$ 1105.00/hr.
07/09/25	Telephone conference with G. Koutsonicolis re check in re sale closing (.1); correspond with A. Paddock and SMRH team re sale related priority work streams (.5); telephone conference with SMRH and Solic teams re status of library sale closing and open issues (.4); telephone conference with SMRH team re same (.5); telephone conference with C. Casas and J. Herbstritt re funds flow in connection with the same (.4); review Solic retention order and confer with SMRH team re impact on funds flow related to library sale closing (.5).	Matt Benz	2.40 hrs.	\$ 895.00/hr.



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07/09/25 Prepare for, attend, and annotate telephone conference with SMRH Bankruptcy team re funds flow (.9); telephone conferences with SOLIC re funds flow and BVI redomestication process (.9); review documents drafted by BVI counsel related to redomestication of the BVI LP entities (.9); research re lien/litigation searches in the BVI (.5); prepare for, attend and annotate telephone conference with opposing counsel and SMRH Tax Counsel re redomestication of BVI LPs (1.2); confer with registered agent of BVI LPs to order good standing certificates (.4); update transaction checklist (.9); telephone conference with BVI counsel re redomestication filing deadlines and next steps (.5).

John Herbstritt 6.20 hrs. \$ 825.00/hr.

07/09/25 Correspond with filing agent and J. Herbstritt re international lien searches in connection with redomestication issues (.2); conduct research re same (.4).

Aaron X. Hill .60 hrs. \$ 540.00/hr.

07/09/25 Update assumed contracts list for studio assets with guild related agreements and attend to open questions and issues in connection with the same.

Tatev Hovhannisyan 5.00 hrs. \$ 765.00/hr.

07/10/25 Confer internally re missing Assumed Contracts.

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

07/10/25 Email to and from A. Snow re status of APA report for ABS trustee (.3); email ABS trustee and ABS noteholders re same (.2).

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

07/10/25 Review and comment on draft of payment notice for Saving Silverman (.3); conference with Sheppard Mullin, Kirkland, Solic and VREG board and management re status of sale (.2).

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

07/10/25 Analyze multiple emails re obstacles in connection with studio sale (.7); participate in telephone conference with Loeb team re same (.7); follow up telephone conference with A. Snow re strategy (.2); evaluate open issues re sale closing for library (.8).

Jennifer L. Nassiri 2.40 hrs. \$ 1545.00/hr.



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07/10/25 Telephone conference with board and advisor teams re closing matters (.5); telephone conference with SMRH and Loeb teams re studio business (1); revise Asset Purchase Agreement side letter (1.3); draft email correspondence re BVI conversion (.5).

Aerin A. Snow 3.30 hrs. \$ 1260.00/hr.

07/10/25 Evaluate next steps re Wonka derivative rights (1.1); evaluate next steps re studio sale order (.2); attend telephone conference with Loeb and SMRH teams re Studio Business (.7); evaluate next steps re closing statement (.8).

Justin R. Bernbrock 2.80 hrs. \$ 1670.00/hr.

07/10/25 Evaluate next steps re 20th Century objection deadline in connection with studio sale.

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

07/10/25 Participate in update telephone conference with board and advisor teams (.5); review and analyze revised Annex II to studio business Asset Purchase Agreement (.8); telephone conference with Loeb and Sheppard Mullin teams re studio business Asset Purchase Agreement (.7); review and revise copyright schedule to intellectual property assignment (.2); review open issues re studio contracts throughout the day with T. Hovhannisyan (.5); review and analyze comments on studio business Asset Purchase Agreement (.6); telephone conferences with J. Kulback and M. Benz re issues re studio business development project (.4).

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

07/10/25 Review and respond to communications re status of sale order and studio business sale (.6); revise studio business sale order (1.5); telephone conference with Alcon re studio business sale (.7).

Alyssa Paddock 2.80 hrs. \$ 1105.00/hr.

07/10/25 Review December Boys agreements and draft correspondence to Loeb team re same (.8); attend telephone conference with SMRH and Loeb teams re sale closing and related open issues (.5); confer with SMRH team and draft update correspondence to company management re same (.5).

Matt Benz 1.80 hrs. \$ 895.00/hr.



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07/10/25 Attend and annotate telephone conference with VREG Board and advisor teams (.7); telephone conference with opposing counsel re Lot 2 sale and next steps (.7).

John Herbstritt 1.40 hrs. \$ 825.00/hr.

07/10/25 Update assumed contracts schedule after feedback from client (.5); correspond with J. Ireland re open questions writ assumed contracts schedule (.3).

Tatev Hovhannisyan .80 hrs. \$ 765.00/hr.

07/11/25 Email with ABS trustee counsel re status of library sale.

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

07/11/25 Evaluate strategy on action items for closing of library sale (2.3); attend to multiple emails re same (.4); telephone conference with A. Snow re logistics of same (.2); attend to status of dispute on Guild projects and related cure amounts (.6).

Jennifer L. Nassiri 3.50 hrs. \$ 1545.00/hr.

07/11/25 Draft and revise BVI entity LLC agreements (3.1); draft email correspondence re BVI conversions (.5); draft email correspondence re closing timing and mechanics (.7).

Aerin A. Snow 4.30 hrs. \$ 1260.00/hr.

07/11/25 Correspond with counsel re Moonshot's pending objection to the studio business sale and status of Moonshot contract re sale proceedings (1.1); evaluate next steps re studio sale (1.3); correspond with SMRH re Alcon's studio sale bid and next steps (1.1).

Justin R. Bernbrock 3.50 hrs. \$ 1670.00/hr.

07/11/25 Evaluate next steps re Paramount issues in connection with library sale.

Justin R. Bernbrock 1.10 hrs. \$ 1670.00/hr.

07/11/25 Evaluate next steps re payoff logistics in connection with library sale.

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



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07/11/25	Review and revise schedule to intellectual property assignment (1.5); review and analysis of copyright filings in connection with same (.9); telephone conferences with T. Hovhannisyan and S. Rosenberg re same (.5); review and analyze updated schedule of WGA cure-related matters (.4).	Joseph A. Ireland	3.30 hrs.	\$ 1175.00/hr.
07/11/25	Telephone conference with Wachtell re sale closing update (.2); correspond with Loeb and company management teams re December Boys distribution reporting in connection with studio sale (.3).	Matt Benz	.50 hrs.	\$ 895.00/hr.
07/11/25	Draft email to client re open issues in connection with assumed contracts (.7); update and redline Library Assets IP Assignment Agreement (.6).	Tatev Hovhannisyan	1.30 hrs.	\$ 765.00/hr.
07/13/25	Review correspondence in connection with timing on hearing on sale of derivative rights (.1); attention to multiple emails re BVI entities and amendment relating to DTE and Zoolander (.4).	Jennifer L. Nassiri	.50 hrs.	\$ 1545.00/hr.
07/13/25	Draft correspondence to Regency's counsel re adjourned derivative rights sale hearing.	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/13/25	Liaise with BVI counsel and BVI LP entity registered agent to begin process of bringing BVI LP entities into good standing.	John Herbstritt	.60 hrs.	\$ 825.00/hr.



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07/14/25 Review correspondence from B. Cherry re assurances needed by Alcon in connection with purchasing equity of Down to Earth and Zoolander limited partnerships (.1); conference with Loeb and Sheppard Mullin teams re timing of closing of lot 1 sale and next steps re Down to Earth and Zoolander limited partnership interests acquisition (.6); conference with B. Cherry re distribution license structure for Paramount films (.1); review correspondence re board update re asset sales (.1); review correspondence re good standing status of Down to Earth and Zoolander limited partnerships in the BVI (.1).

Stacey L. Rosenberg 1.00 hrs. \$ 1990.00/hr.

07/14/25 Attention to multiple BVI corporate documents in connection with Paramount issues and library sale (.5); consider impact of revision to participation payments by WB to library sale closing and ABS facilities (.4); evaluate strategy on open issues for library closing and hearing to approve studio sale (1.7); participate in telephone conference with Alcon team re closing issues (.6).

Jennifer L. Nassiri 3.20 hrs. \$ 1545.00/hr.

07/14/25 Revise side letter (1.2); telephone conference with Loeb re Paramount (1); review and revise ancillary agreements (.7); draft email correspondence re funds flow and closing mechanics (.5); draft email correspondence to Magnum counsel (.5); review revised studio business Asset Purchase Agreement (.9).

Aerin A. Snow 4.80 hrs. \$ 1260.00/hr.

07/14/25 Attend telephone conference with SMRH team, Young Conaway and Greenberg Glusker LLP re Moonshot issues (1.2); evaluate next steps re sale of derivative rights (1.7); evaluate next steps re studio sale order and follow up with Alcon (1.1); correspond with Warner Bros counsel re anticipated closing date for library asset sale and open issues (.9).

Justin R. Bernbrock 4.90 hrs. \$ 1670.00/hr.

07/14/25 Attend telephone conference with SMRH, VREG and Loeb teams re Paramount issues in connection with library sale closing.

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



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07/14/25	Review and analyze documents made available in virtual data room with respect to December Boys (1.2); telephone conference with J. Kulback, A. Badie and M. Benz re same (.5); attention to schedule of Lot 1 copyrights (.3); review and analyze recordation information made available in U.S. Copyright Office database (.4); review and revise schedule (.7); telephone conferences with T. Hovhannisyan and K. Berg re same (.3); coordinate recordation of assignment documents relating to library assets (.6); analyze open issues throughout the day with respect to studio business assumed contracts schedule with T. Hovhannisyan (.5).
	Joseph A. Ireland 4.50 hrs. \$ 1175.00/hr.
07/14/25	Telephone conference with counsel to creditor Moonshot (.4); review and respond to various sale related emails (.3).
	Alyssa Paddock .70 hrs. \$ 1105.00/hr.
07/14/25	Review December Boys agreements in preparation for telephone conference with Loeb team (.5); correspond with J. Ireland re same (.2); telephone conference with J. Ireland and Loeb team re December Boys agreements in connection with studio business sale (.5); review and provide comments on draft DIP Payoff Letter prepared by MoFo in connection with library sale closing (.4); correspond with SMRH team re same (.2); correspond with SMRH, BT, and WLRK teams re library sale closing and related ABS reporting (.3).
	Matt Benz 2.10 hrs. \$ 895.00/hr.
07/14/25	Draft email to BVI counsel and SMRH re next steps for BVI redomestication process (.4); telephone conference with SMRH team and Paramount counsel re same (.8).
	John Herbstritt 1.20 hrs. \$ 825.00/hr.
07/14/25	Review Short Form Assignment re "Joker" motion picture and screenplay (.3); prepare and submit application for recordation, compile documentation re same (.7); correspond with T. Hovhannisyan re same (.2).
	Monica E. Danner 1.20 hrs. \$ 545.00/hr.



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07/14/25 Review Short Form Assignment re "The Matrix" motion picture and screenplay (.4); prepare and submit application for recordation, compile documentation re same (.7); correspond with T. Hovhannisyan re same (.1).

Monica E. Danner 1.20 hrs. \$ 545.00/hr.

07/14/25 Review Short Form Assignment re "Zoolander" motion picture and screenplay (.3); prepare and submit application for recordation, compile documentation re same (.8); correspond with T. Hovhannisyan re same (.1).

Monica E. Danner 1.20 hrs. \$ 545.00/hr.

07/14/25 Attend telephone conference with client and J. Ireland re recording assignments for Joker, Matrix and Zoolander (.5); correspond with paralegal re recording assignment (.5).

Tatev Hovhannisyan 1.00 hrs. \$ 765.00/hr.

07/15/25 Attention to email re WB request re monthly revenue reports in connection with sale closing (.2); telephone conference with ABS trustee and ABS noteholder counsel re same (.4); attention to flow of funds for closing (.2).

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

07/15/25 Conference with Morgan Lewis, Loeb, and Sheppard Mullin teams re redomestication of BVI limited partnerships for Down to Earth and Zoolander (.5); conference with Loeb and Sheppard Mullin teams re closing checklist for Lot 1 sale (.3); review and comment on notices of assignment for studios (.7); review correspondence re payoff logistics (.1).

Stacey L. Rosenberg 1.60 hrs. \$ 1990.00/hr.

07/15/25 Participate in telephone conference with ABS team re timing of closing (.3); review draft side agreement and related correspondence in connection with paramount issues (.8); participate in telephone conference with Alcon and Paramount team re closing issues (.8); consider remaining open issues for potential July 18 closing of library sale, funds flow and related matters (1.8); analyze draft closing statement and related emails (.6).

Jennifer L. Nassiri 4.30 hrs. \$ 1545.00/hr.



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07/15/25	Attend to fund flow and amounts to be paid out of library sale closing and multiple emails re same (.4) review additional invoices to be included in same incurred by ABS noteholders (.3).	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.
07/15/25	Revise side letter (1); revise operating agreement (3.5); review revised NOAs (1); draft email correspondence re BVI reorganization (.5); review and revise reorganization documentation (.7).	Aerin A. Snow	6.70 hrs.	\$ 1260.00/hr.
07/15/25	Prepare for and attend telephone conference with SMRH team, BT and WLRK re sale closing and related ABS reporting issues (1.3); prepare for and attend telephone conference with SMRH team, Loeb, Morgan Lewis and Solic re BVI entity issues in connection with library sale closing (1.7).	Justin R. Bernbrock	3.00 hrs.	\$ 1670.00/hr.
07/15/25	Review and revise Lot 1 assumed contracts schedule (.4); correspondence with Loeb team re same (.2); participate in telephone conference with Loeb team and SMRH team re closing checklist items (.5); correspondence with K. Berg re recordation of memorandum of assignment (.1); further revise copyright schedule to IP assignment agreement and telephone conference with T. Hovhannisyan re same (.7); review and correspondence re Lot 1 closing checklist (.3); analyze open issues studio business assumed contracts schedule throughout the day with T. Hovhannisyan (1); review and analyze underlying contracts in connection with same (.5).	Joseph A. Ireland	3.70 hrs.	\$ 1175.00/hr.
07/15/25	Telephone conference with counsel to ABS Noteholders re sale closing.	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
07/15/25	Review correspondence re BVI entity re-domestication and conversion matters (.2); develop strategy re the same (.2); draft comments to conversion documents and correspondence re the same (.4).	Joshua Z. Block	.80 hrs.	\$ 970.00/hr.



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07/15/25	<p>Telephone conference with SMRH, BT, and WLRK teams re library sale closing and related ABS reporting (.4); correspond with SMRH team re same and related funds flow issues (.6); correspond with SMRH, Solic, and Accordion teams re funds flow issues and DIP payoff letter (.7); telephone conference with SMRH, company management, and Loeb teams re redomestication of BVI LP entities and related sale closing issues (.6).</p>	<p>Matt Benz</p> <p>2.30 hrs. \$ 895.00/hr.</p>
07/15/25	<p>Telephone conference re seller signature packet (.4); telephone conference with SMRH and SOLIC teams re funds flow (.5); update transaction checklist and prepare punch list (1.5); prepare for, attend and annotate telephone conference with opposing counsel re BVI LP Entities and redomestication (1.2); draft funds flow memorandum (.8); draft documents related to the BVI redomestication, including the GP withdrawal, and interim Delaware LP Agreement (2.5).</p>	<p>John Herbstritt</p> <p>6.90 hrs. \$ 825.00/hr.</p>
07/15/25	<p>Prepare amendment filings in connection with sale closing (.9); correspond with J. Herbstritt re same (.3); correspond with filing agent re conversion filing requirements (.2).</p>	<p>Aaron X. Hill</p> <p>1.40 hrs. \$ 540.00/hr.</p>
07/15/25	<p>Correspond with J. Herbstritt re Assumed Contracts schedule re Library Assets (.3); attend telephone conference with J. Ireland re update to IP Assignment Agreement Schedule and reviewing and editing the schedule for accuracy (1.8).</p>	<p>Tatev Hovhannisyan</p> <p>2.10 hrs. \$ 765.00/hr.</p>
07/16/25	<p>Revise ABS trustee distribution notice to ABS noteholders (.5); attention to email re servicing report and sale delay (.2).</p>	<p>Colleen H. McDonald</p> <p>.70 hrs. \$ 1340.00/hr.</p>



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07/16/25	Review and comment on draft of LLC agreement for DTE Film Partners LLC (1.1); discuss same with A. Snow (.5); conference with Weil and Sheppard Mullin teams re Magnum's questions on specified audit proceeds and intercreditor agreement issues (.5); review correspondence re funds flow and comments to LLC agreement (.2); review Magnum's comments to notice of irrevocable assignment (.2).	Stacey L. Rosenberg	2.50 hrs.	\$ 1990.00/hr.
07/16/25	Analyze updated funds flow (.4); attend to multiple emails re sale closing status (.7); review updated closing documents (.6); evaluate strategy in connection with delayed closing and action items (1.7).	Jennifer L. Nassiri	3.40 hrs.	\$ 1545.00/hr.
07/16/25	Draft and revise BVI operating agreement (4.2); telephone conferences with K. Gercken re operating agreement (.5); telephone conference with DLA and Weil team re Magnum documentation (1); draft email correspondence to Loeb team re redomestication and closing deliverables (.5); review revised funds flow (.4); draft email correspondence re specified audit proceeds and NOAs (.3).	Aerin A. Snow	6.90 hrs.	\$ 1260.00/hr.
07/16/25	Prepare for and attend telephone conference with D. Ahdoot re guild issues in connection with sale process (1.1); correspond with Solic re funds flow issues in connection with sale closing (.6); evaluate next steps re Lot 1 closing statement (.4); evaluate next steps re anticipated closing date for the library asset sale (.7); correspond with SMRH team re Warner Bros strategy re sale (1.1); evaluate next steps re library closing (.6).	Justin R. Bernbrock	4.50 hrs.	\$ 1670.00/hr.
07/16/25	Review inquiry from D. Ahdoot re studio business projects (.1); review documents made available in virtual data room with respect to same (.3); telephone conferences with T. Hovhannisyan and correspondence with K. Berg re same (.4); participate in telephone conference with Weil team re Magnum intercreditor agreements (.5); review draft of closing punch list and correspond with J. Herbstritt re same (.2).	Joseph A. Ireland	1.50 hrs.	\$ 1175.00/hr.



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07/16/25	Review and draft correspondence re entity conversion matters.	Joshua Z. Block	.20 hrs.	\$ 970.00/hr.
07/16/25	Review draft notice of final distribution to ABS noteholders and confer with C. McDonald re same (.6); correspond with A. Gavant re same (.1); confer with J. Bernbrock re Solic success fee calculation in connection with funds flow and closing statement (.6); review, analyze drafts of funds flow and closing statement (.4); correspond with S. Rosenberg and MoFo team re comments on DIP Payoff Letter (.3); correspond with C. Casas and C. Whitlow re same (.4).	Matt Benz	2.40 hrs.	\$ 895.00/hr.
07/16/25	Review and revise Seller signature packet (.6); review and revise Closing Statement in preparation to meet pre-closing deadline (.8); research Delaware law re redomestication and confer with SMRH team re process for same (1.3); revise documents related to redomestication, incorporating comments from SMRH team (.5); revise and update transaction checklist and punch list (.4); confer with SMRH corporate team re next steps (.5); revise DE Operating Agreement for BVI LP, incorporating comments from opposing counsel, and SMRH team (1.4).	John Herbstritt	5.50 hrs.	\$ 825.00/hr.
07/16/25	Confer with SMRH team re possible need for amendment to escrow agreement (.3); draft joint escrow release instructions (.9).	Jeffrey A. Kaye	1.20 hrs.	\$ 1265.00/hr.
07/16/25	Review certificates issued by U.S. Copyright Office re recordation completed for Assignments relating to Zoolander, The Matrix, and Joker (.4); prepare merged PDF with underlying documents (.1); correspond with T. Hovhannisyan re same (.1).	Monica E. Danner	.60 hrs.	\$ 545.00/hr.
07/16/25	Revise re-domestication and amendment documents (1.4); correspond with filing agent and J. Herbstritt re same (.4); correspond with filing agent, A. Snow, J. Block and J. Herbstritt re name reservations (.3).	Aaron X. Hill	2.10 hrs.	\$ 540.00/hr.



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07/17/25	Review ABS reports in connection with sale closing and correspond with G. Taylor and SMRH team re updating terms.	Colleen H. McDonald	.40 hrs.	\$ 1340.00/hr.
07/17/25	Review revised drafts of notices of irrevocable assignments (.2); review correspondence re conversion of BVI limited partnerships to Delaware LLC's and sale of equity therein to Alcon (.3); conference with A. Snow re same (.2); review correspondence re crossing payments timing and frequency (.2).	Stacey L. Rosenberg	.90 hrs.	\$ 1990.00/hr.
07/17/25	Analyze multiple emails re true up with respect to Zoolander/Down to Earth (.5); review current closing checklist and open items (.3) attend to multiple open closing issues and timing (.8).	Jennifer L. Nassiri	1.60 hrs.	\$ 1545.00/hr.
07/17/25	Review and revise re-domestication documentation (1); draft email correspondence to SMRH team re closing deliverables (.5); revise BVI operating agreement (1.5); telephone conference with Loeb team re side letter (.7); draft email correspondence to VREG team re BVI entities (1); draft email correspondence to Loeb team re side letter (.4); review escrow release letter and draft email correspondence re same (.8).	Aerin A. Snow	5.90 hrs.	\$ 1260.00/hr.
07/17/25	Prepare for and attend telephone conference with L. Santor and SMRH team re sale issues (1.3); evaluate next steps re sale closing and related issues re ABS reporting (.9).	Justin R. Bernbrock	2.20 hrs.	\$ 1670.00/hr.
07/17/25	Correspond with D. Ahdoot re exclusion of project from Lot 3 sale (.2); analyze open issues re Lot 3 assumed contracts schedule with T. Hovhannisyan (.3).	Joseph A. Ireland	.50 hrs.	\$ 1175.00/hr.
07/17/25	Review revised forms of conversion and related documents, and draft comments to the same.	Joshua Z. Block	.30 hrs.	\$ 970.00/hr.



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07/17/25	Finalize set of documents related to BVI entity redomestication and conversion and distribute to opposing counsel (.6); revise seller signature packet (.6); revise ancillaries to purchase agreement, putting the same into execution versions (.9); confer with Escrow Agent to verify process for release of funds (.2).	John Herbstritt	2.30 hrs.	\$ 825.00/hr.
07/17/25	Correspond with J. Ireland and client re Studio Asset Purchase Agreement Assumed Contract schedule.	Tatev Hovhannisyan	.60 hrs.	\$ 765.00/hr.
07/18/25	Review correspondence re payoff of ABS notes from proceeds of sale (.2); review revised drafts of notices of assignment (.2); conference with VREG, Solic and Sheppard Mullin teams re funds flow (.5).	Stacey L. Rosenberg	.90 hrs.	\$ 1990.00/hr.
07/18/25	Attend to multiple emails re funds flow and payoff of ABS in connection with sale closing (.4); review revised funds flow chart (.2).	Jennifer L. Nassiri	.60 hrs.	\$ 1545.00/hr.
07/18/25	Draft and revise side letter (1); draft and revise ancillary agreements (.5); draft email correspondence re funds flow (1); draft email correspondence re closing deliverables (1); draft email correspondence re closing mechanics (1.4).	Aerin A. Snow	4.90 hrs.	\$ 1260.00/hr.
07/18/25	Review, analyze open issues re Lot 1 sale closing.	Justin R. Bernbrock	1.20 hrs.	\$ 1670.00/hr.
07/18/25	Prepare for and attend telephone conference with VREG, Accordion, Solic Capital and SMRH team re closing funds flow and open issues.	Justin R. Bernbrock	1.30 hrs.	\$ 1670.00/hr.



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07/18/25	Review and analyze open issues with respect to Lot 1 assumed contracts schedule with T. Hovhannisyan (.5); review underlying agreements in connection with same (.3); review T. Hovhannisyan's revised draft of said schedule (.3); analyze open issues re notices of assignment with Herbstritt (.2).	Joseph A. Ireland	1.30 hrs.	\$ 1175.00/hr.
07/18/25	Telephone conference with SMRH, Solic, and company management teams re library sale closing funds flow and related open issues.	Matt Benz	.50 hrs.	\$ 895.00/hr.
07/18/25	Draft email to BVI counsel re confirmation of good status of BVI LP entities (.4); prepare for and participate in transaction checklist telephone conference with SMRH, VREG team and opposing counsel (1.2); finalize Schedule A to joint release instructions (.3); revise draft NOAs, incorporating comments from opposing counsel and Magnum counsel (1.1).	John Herbstritt	3.00 hrs.	\$ 825.00/hr.
07/18/25	Revise conversion documentation (.8); correspond with filing agent and J. Herbstritt re re-domestication documents (.1); revise same (.3).	Aaron X. Hill	1.20 hrs.	\$ 540.00/hr.
07/18/25	Search for and share distribution agreements requiring notices with respect to Lot 1 (.9); correspond with J. Ireland re studio business assumed contracts schedule (.3); update and share updated assumed contracts schedule and fourth supplemental assumption notice schedule (.3).	Tatev Hovhannisyan	1.50 hrs.	\$ 765.00/hr.
07/19/25	Attend to closing funds flow and multiple emails re same.	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.
07/19/25	Evaluate next steps re library sale closing.	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
07/19/25	Review and circulate responses to outstanding issues with the Guilds.	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.



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07/20/25	Review correspondence re comments to notices of assignment.		
	Stacey L. Rosenberg	.20 hrs.	\$ 1990.00/hr.
07/20/25	Attend to multiple emails re open action items for closing of library sale (.5); attend to emails re transfer of interests with respect to Down to Earth and Zoolander (.3); review proposed revisions to side letter in connection with same (.4).		
	Jennifer L. Nassiri	1.20 hrs.	\$ 1545.00/hr.
07/20/25	Review revised side letter.		
	Aerin A. Snow	1.00 hrs.	\$ 1260.00/hr.
07/20/25	Evaluate status and next steps re library sale closing.		
	Justin R. Bernbrock	1.60 hrs.	\$ 1670.00/hr.
07/20/25	Correspond with K. Maib re status of DIP payoff issues in connection with library sale closing.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/20/25	Attend to matters related to the BVI LP entity redomestication process.		
	John Herbstritt	.90 hrs.	\$ 825.00/hr.
07/21/25	Review distribution notice to ABS noteholders (.3); email with team re timing of closing (.2); telephone conference with SMRH and Loeb team re closing matters (.7).		
	Colleen H. McDonald	1.20 hrs.	\$ 1340.00/hr.
07/21/25	Review and comment on draft of notice of assignment with respect to Saving Silverman (.1); review correspondence re side letter to address BVI limited partnerships (.2); review revised drafts of notices of assignment (.3); attend transaction closing check in telephone conference with Sheppard Mullin, Solic, and VREG teams (1); attend closing checklist telephone conference with Loeb and Sheppard Mullin teams (.5); conference with A. Snow re waterfall in BVI limited partnership agreements (.3).		
	Stacey L. Rosenberg	2.40 hrs.	\$ 1990.00/hr.



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07/21/25	Review additional open issues in connection with side letter (1.8); review multiple emails re closing checklist and telephone conference to discuss same (.3); participate in team telephone conference re closing (.5); review further revised side letter on Paramount issues (.3); attend to closing matters (.7).	Jennifer L. Nassiri	3.60 hrs.	\$ 1545.00/hr.
07/21/25	Evaluate open issues with ABS reporting and payoff of notes in connection with sale closing (.3); review final draft of ABS notes final distribution letter (.3); review emails re DIP payoff letter in connection with sale closing (.2).	Jennifer L. Nassiri	.80 hrs.	\$ 1545.00/hr.
07/21/25	Review revised side letter (1); review and revise ancillary agreements (1.5); telephone conferences with Loeb team re closing matters (1.5); attend to closing matters (3.5).	Aerin A. Snow	7.50 hrs.	\$ 1260.00/hr.
07/21/25	Prepare for and attend telephone conference with SMRH team, Solic Capital and Accordion re Lot 1 closing checklist (1.1); evaluate next steps re library sale closing (1.2).	Justin R. Bernbrock	2.30 hrs.	\$ 1670.00/hr.
07/21/25	Prepare for and attend telephone conference with SMRH, VREG and Loeb teams re sale closing status.	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
07/21/25	Analyze outstanding closing items and issues re Lot 1 sale (.5); telephone conferences with T. Hovhannisyan throughout the day re same (.5); review and analyze B. Cherry comments on assumed contracts schedule (.3); review relevant underlying agreements and analyze open issues with T. Hovhannisyan re same (.9); correspondence with A. Snow and S. Rosenberg re revisions to schedule (.2); telephone conference with J. Herbstritt re open issues with respect to outstanding closing items (.2).	Joseph A. Ireland	2.60 hrs.	\$ 1175.00/hr.



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07/21/25 Prepare for and participate in closing checklist telephone conference with S. Edel, B. Cherry, J. Bernbrock, J. Nassiri, A. Snow et. al re closing of Lot 1 sale.

Joseph A. Ireland .50 hrs. \$ 1175.00/hr.

07/21/25 Correspond with MoFo and SMRH teams re updated draft of DIP payoff letter in connection with library sale closing (.3); telephone conference with advisor teams and company management re library sale closing checklist, status, and open issues re same (1); confer with advisor teams re priority sale closing work streams and attend to the same (.9).

Matt Benz 2.20 hrs. \$ 895.00/hr.

07/21/25 Prepare for, attend and annotate closing checklist telephone conference and internal sellers team telephone conference (1.9); review and revise seller signature packet (.9).

John Herbstritt 2.80 hrs. \$ 825.00/hr.

07/21/25 Confer re escrow related issues.

Jeffrey A. Kaye .10 hrs. \$ 1265.00/hr.

07/21/25 Review comments from opposing counsel on assumed contracts schedule (.9); analyze and address comments and revise Assumed Contracts schedule for library assets to reflect findings (3.7); correspond with SMRH team re the foregoing (.5).

Tatev Hovhannisyan 5.10 hrs. \$ 765.00/hr.

07/22/25 Attention to closing related action items.

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

07/22/25 Conference with A. Snow re HSR analysis in light of purchase of equity of limited partnerships (.2); review correspondence re finalization of documents for Lot 1 asset sale and funds flow (.6); review correspondence re signature pages and closing deliverables (.3); review revised drafts of notices of assignment (.2); attend board update telephone conference (1); attend closing check-in telephone conference with Sheppard and Loeb teams (.5); conferences with A. Snow re status of closing (.3).

Stacey L. Rosenberg 3.10 hrs. \$ 1990.00/hr.



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07/22/25 Consider multiple open issues in connection with closing logistics and multiple emails re same.

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

07/22/25 Analyze WB financial accommodation argument in connection with sale of derivative rights.

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

07/22/25 Review DIP payoff letter in connection with sale closing.

Jennifer L. Nassiri .40 hrs. \$ 1545.00/hr.

07/22/25 Confer and attend multiple telephone conferences with VREG and Alcon advisor teams re library sale closing (4.5); attend to various action items in connection with the same (7.4).

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

07/22/25 Evaluate next steps re Derivative Rights sale and related issues (.9); correspond with K. Berg and SMRH team re Wonka Audit and next steps in connection with sale process (.7).

Justin R. Bernbrock 1.60 hrs. \$ 1670.00/hr.

07/22/25 Attend telephone conference with advisor teams re sale closing.

Justin R. Bernbrock 1.10 hrs. \$ 1670.00/hr.

07/22/25 Correspondence with J. Herbstritt, T. Hovhannisyan and B. Cherry re outstanding closing items (.4); analyze open issues re closing and telephone conferences with T. Hovhannisyan re same (1); prepare for and participate in closing checklist telephone conference (.5).

Joseph A. Ireland 1.90 hrs. \$ 1175.00/hr.

07/22/25 Correspond with MoFo and SMRH teams re updated draft of DIP payoff letter in connection with library sale closing (.5); confer with advisor teams re priority sale closing work streams and attend to the same (2.6).

Matt Benz 3.10 hrs. \$ 895.00/hr.



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07/22/25 Finalize Seller signature packets (.5); prepare for and participate in pre-closing telephone conference with VREG and Alcon advisor teams (1.4); verify final form of transaction documents, including all Schedules, funds flow, closing statement, and ancillaries (4.6); finalize preparation for delivery of data room documents (.8); confer with SMRH corporate team and Solic team re final form of closing statement (.6); coordinate with Alcon and Magnum counsel to finalize language in form of Notices of Assignment (1.8).

John Herbstritt 9.70 hrs. \$ 825.00/hr.

07/22/25 Begin search of recordation numbers of initial assignments of copyright to village for IP Assignment schedule (1.1); review documents from data room in connection with NOAs (.9).

Tatev Hovhannisyan 2.00 hrs. \$ 765.00/hr.

07/23/25 Email with SMRH team re lien releases and closing deliverables.

Colleen H. McDonald .70 hrs. \$ 1340.00/hr.

07/23/25 Attend multiple closing telephone conferences re Lot 1 sale (.6); review correspondence re wire confirmations (.2); conferences with A. Snow and B. Cherry re notices of assignment and necessity for U.S. Bank to sign (.5); review correspondence re notices of assignment and lien releases (.5); review and comment on side letter agreement re specified audit proceeds (.1); conference with A. Snow re side letter agreement (.2).

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

07/23/25 Attend to multiple emails re closing status (1.1); attention to multiple drafts and revisions of notices of assignment (.4) review final confirmations of wires and related documents (.7); review notice of sale closing and related emails (.4); review correspondence in connection with side letter on audit rights (.3).

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

07/23/25 Attend to multiple emails re Solic fee in connection with library proceeds and impact of Paramount holdback.

Jennifer L. Nassiri .50 hrs. \$ 1545.00/hr.



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07/23/25	Confer and attend multiple telephone conferences with VREG and Alcon advisor teams re library sale closing (1.5); attend to various action items in connection with the same (4.4).	Aerin A. Snow	5.90 hrs.	\$ 1260.00/hr.
07/23/25	Prepare for and attend telephone conference with Loeb, VREG, Solic Capital, Accordion and SMRH team re Lot 1 closing (1.7); correspond with J. Mulvihill and SMRH team re Lot 1 sale closing and next steps (.7).	Justin R. Bernbrock	2.40 hrs.	\$ 1670.00/hr.
07/23/25	Attention to closing of Lot 1 purchase agreement and participation in closing telephone conferences (1.2); review and correspondence with B. Cherry re certificates of recordation (.2).	Joseph A. Ireland	1.40 hrs.	\$ 1175.00/hr.
07/23/25	Telephone conference with counsel to buyer re closing.	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
07/23/25	Confer with advisor teams re priority sale closing work streams and attend to the same (1.3); telephone conference with SMRH, Solic, company management, and Loeb teams re library sale closing (.3); telephone conference with E. Johnson re sale closing update (.2); correspond with J. Bernbrock re same (.1); review and provide comments on draft notice of library sale closing (.4); correspond with SMRH and YCST teams re same (.1); correspond with counsel to contract counterparties re status of studio business sale (.2).	Matt Benz	2.60 hrs.	\$ 895.00/hr.
07/23/25	Telephone conferences with VREG and Alcon advisor teams re library sale closing (1.2); confer with U.S. Bank counsel re notices of assignment to obtain requested signatures and revise notices accordingly (.9); assemble closing set of all transaction documents, including signatures (2.3); confer with client and SMRH teams re strategy for sending Notice of Assignment (.4); revise and compile notices of assignment and manage process of mailing (2.6); update transaction checklist to verify satisfaction of all closing conditions (.7).	John Herbstritt	8.10 hrs.	\$ 825.00/hr.



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07/23/25	Prepare and submit application for recordation of Assignment of Distribution Rights for "Joker" motion picture and screenplay (.4); compile documentation and correspond with T. Hovhannisyan re same (.2).	Monica E. Danner	.60 hrs.	\$ 545.00/hr.
07/23/25	Update IP Assignment Agreement with new recordation numbers.	Tatev Hovhannisyan	.20 hrs.	\$ 765.00/hr.
07/24/25	Attend to multiple emails re post closing issues on library sale (.5); consider next steps in connection with sale of derivative rights and strategy on likely WB objection to same (.6).	Jennifer L. Nassiri	1.10 hrs.	\$ 1545.00/hr.
07/24/25	Coordinate revisions to NOAs (1); coordinate recording of copyright assignment (.5); review closing set (.5); draft email correspondence re Paramount redomestication (.5).	Aerin A. Snow	2.50 hrs.	\$ 1260.00/hr.
07/24/25	Evaluate next steps re derivative rights sale process (.7); correspond with SMRH team re lien release issues in connection with sale closing and next steps (.4); evaluate next steps re studio sale (1.1).	Justin R. Bernbrock	2.20 hrs.	\$ 1670.00/hr.
07/24/25	Attention to and correspondence with B. Cherry re recordation of IP Assignment Agreement and unrecorded short-form assignments (.3); analyze open issues re derivative rights Asset Purchase Agreement and studio business Asset Purchase Agreement with A. Snow (.5); confer with T. Hovhannisyan re same (.2); analyze open issues re derivative rights Asset Purchase Agreement with J. Bernbrock and T. Hovhannisyan (.5); review and analyze change of control provisions in connection with Lot 1 sale (.7).	Joseph A. Ireland	2.20 hrs.	\$ 1175.00/hr.
07/24/25	Correspond with MoFo and SMRH teams re executed DIP payoff letter in connection with library sale closing.	Matt Benz	.40 hrs.	\$ 895.00/hr.



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07/24/25	Verify signatories for the DIP payoff letter (.4); revise transaction closing set, incorporating feedback from opposing counsel (.4); research and verify correct recipients for Notices of assignment (.5); distribute revised notice of assignment to other interested parties (.3).	John Herbstritt	1.60 hrs.	\$ 825.00/hr.
07/24/25	Begin preparing closing checklist for lot 2 and lot 3 APAs.	Tatev Hovhannisyan	1.00 hrs.	\$ 765.00/hr.
07/25/25	Review correspondence re corrections to Paramount's notice of assignment and filing of copyright assignment.	Stacey L. Rosenberg	.30 hrs.	\$ 1990.00/hr.
07/25/25	Evaluate strategy and consider open issues in connection with derivative rights and studio sale.	Jennifer L. Nassiri	1.20 hrs.	\$ 1545.00/hr.
07/25/25	Analysis of WB argument re restrictions of transferability of derivative rights agreements (2.7); attend to multiple emails re strategy (.8); telephone conference with restructuring team re response to same (.5).	Jennifer L. Nassiri	4.00 hrs.	\$ 1545.00/hr.
07/25/25	Draft email correspondence re studio business sale (.5); review and revise studio business asset purchase agreement (.5); draft email to Paramount counsel re redomestication (.2); draft email correspondence re notice of assignment delivery (.4).	Aerin A. Snow	1.60 hrs.	\$ 1260.00/hr.
07/25/25	Attend telephone conference with SMRH Team re research memo re derivative rights sale issues (1.1); evaluate next steps re derivative rights sale and particular derivative works in connection with the same (1.3); correspond with K. Maib re same (1.1); evaluate next steps re studio business development project and other studio sale issues (.7).	Justin R. Bernbrock	4.20 hrs.	\$ 1670.00/hr.



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07/25/25	Review and correspondence with B. Cherry re recordation of IP Assignment Agreement and prior short-form assignment.	Joseph A. Ireland	.50 hrs.	\$ 1175.00/hr.
07/25/25	Telephone conference with J. Bernbrock, J. Nassiri and M. Benz re memorandum on sale of derivative rights (1.1); create outline and draft memorandum on sale of derivative rights (5.8).	Alyssa Paddock	6.90 hrs.	\$ 1105.00/hr.
07/25/25	Telephone conference and correspondence with J. Bernbrock, J. Nassiri, and A. Paddock re derivative rights sale issues and strategy re same (1.1); correspond with J. Herbstritt re execution of DIP payoff letter (.2); prepare memorandum re derivative rights sale issues and review relevant documents, research in connection with the same (2.6).	Matt Benz	3.90 hrs.	\$ 895.00/hr.
07/25/25	Review and revise signatory for Paramount Notice of Assignment.	John Herbstritt	.20 hrs.	\$ 825.00/hr.
07/25/25	Status review re recordation of Assignment of Distribution Rights for Joker screenplay and motion picture, correspondence with T. Hovhannisyan re same.	Monica E. Danner	.10 hrs.	\$ 545.00/hr.
07/26/25	Correspondence re derivative rights sale strategies.	Stacey L. Rosenberg	.20 hrs.	\$ 1990.00/hr.
07/26/25	Consider strategy in connection with derivative rights sale.	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/26/25	Evaluate next steps re derivative rights sale (1.3); correspond with SMRH team re same (.7).	Justin R. Bernbrock	2.00 hrs.	\$ 1670.00/hr.



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07/26/25	Review correspondence and analyze open issues re derivative rights sale strategy.		
	Joseph A. Ireland	.40 hrs.	\$ 1175.00/hr.
07/26/25	Review correspondence from J. Bernbrock and S. Rosenberg re derivative rights sale issues and strategy.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/27/25	Review and revise draft memorandum re derivative rights sale issues		
	Jennifer L. Nassiri	1.60 hrs.	\$ 1545.00/hr.
07/27/25	Attend to multiple emails re closing of library sale and loan payoff/lien releases.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/27/25	Draft, review, and revise memorandum on sale of derivative rights.		
	Alyssa Paddock	5.10 hrs.	\$ 1105.00/hr.
07/27/25	Prepare memorandum re derivative rights sale issues and review relevant documents in connection with the same (2.4); conduct research in support of the same (1.7); correspond with A. Paddock re same (.2); review A. Paddock comments and prepare revised draft of memorandum (.5).		
	Matt Benz	4.80 hrs.	\$ 895.00/hr.
07/28/25	Email with SMRH team re sale order and related lien release provisions (.2); consider need for any further action to terminate liens (.1).		
	Colleen H. McDonald	.30 hrs.	\$ 1340.00/hr.
07/28/25	Review memorandum re assignability of derivative rights and co-ownership agreements (.3); conference with VREG, Solic, Kirkland and Sheppard Mullin teams re options with respect to derivative rights (1); conference with J. Newton re sale of derivative rights (.3).		
	Stacey L. Rosenberg	1.60 hrs.	\$ 1990.00/hr.



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07/28/25	Attention to post closing library sale matters in connection with interest releases.	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/28/25	Review multiple emails re outstanding BVI issues (.2); attend to strategy re August 26 hearing on derivative rights sale (1.2); review draft notice of continued hearing (.2); consider status of studio sale and action items in preparation for hearing (.4).	Jennifer L. Nassiri	2.00 hrs.	\$ 1545.00/hr.
07/28/25	Analyze revised memorandum re derivative rights sale issues (1.2); attend to multiple emails re information gathering on prior co-finance agreements in connection with the same (.4); analysis of open issues in connection with in-progress derivative works and related impact on VREG's rights (1.2).	Jennifer L. Nassiri	2.80 hrs.	\$ 1545.00/hr.
07/28/25	Telephone conference with K&E team re derivative rights sale (.9); draft email correspondence re post-closing matters (.6).	Aerin A. Snow	1.50 hrs.	\$ 1260.00/hr.
07/28/25	Prepare for and attend telephone conference with Kirkland, SMRH team, and VREG re Derivative Rights sale (1.9); attend telephone conference with SMRH team re derivative rights memo and other related issues (1.3).	Justin R. Bernbrock	3.20 hrs.	\$ 1670.00/hr.
07/28/25	Correspond with S. Drake re library sale closing (.3); evaluate next steps re studio business development projects in connection with sale (1.1); correspond with SMRH Team re same (.6); evaluate TGM invoice and next steps (.3).	Justin R. Bernbrock	2.30 hrs.	\$ 1670.00/hr.
07/28/25	Telephone conference with J. Bernbrock, J. Nassiri, A. Snow, K. Berg et. al re open issues with respect to derivative rights sale (.9); attention to and correspondence re IP Assignment Agreement and recordation of existing assignments (.4); correspondence re status of and open issues with respect to studio business sale (.3).	Joseph A. Ireland	1.60 hrs.	\$ 1175.00/hr.



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07/28/25 Review and revise memorandum on sale of derivative rights (2.7); telephone conference with K. Maib and litigation counsel re sale of derivative rights (.7); telephone conference with SMRH team re sale of derivative rights (.4).

Alyssa Paddock 3.80 hrs. \$ 1105.00/hr.

07/28/25 Review J. Nassiri comments on memorandum re derivative rights sale issues and prepare revised draft of same (1.4); review, analyze relevant documents in connection with the same (1.2); correspond with S. Rosenberg re same (.1); telephone conference with advisor teams and company management re derivative rights sale strategy and next steps (1); telephone conference and correspondence with J. Bernbrock, J. Nassiri, and A. Paddock re same (1.1); confer with SMRH team and J. Mulvihill re derivative rights sale hearing (.3); draft notice of rescheduled derivative rights sale hearing and correspond with SMRH team re same (.6); correspond with SMRH corporate team re status of studio business sale and next steps (.3); correspond with J. Bernbrock re Loeb inquiry re studio business project (.2).

Matt Benz 6.20 hrs. \$ 895.00/hr.

07/28/25 Status review re recordation of Assignment of Distribution Rights for Joker screenplay and motion picture, correspondence with T. Hovhannisyan re same.

Monica E. Danner .10 hrs. \$ 545.00/hr.

07/28/25 Correspond with filing agent. A. Snow and J. Herbstritt re redomestication, amendment and conversion filings.

Aaron X. Hill .40 hrs. \$ 540.00/hr.

07/28/25 Prepare lot 2 closing checklist.

Tatev Hovhannisyan .90 hrs. \$ 765.00/hr.

07/29/25 Conference with J. Chen, E. Doski and A. Snow re redomestication of Paramount BVI limited partnerships.

Stacey L. Rosenberg .10 hrs. \$ 1990.00/hr.

07/29/25 Evaluate open issues with studio and derivative rights sale.

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



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07/29/25	Correspond with SMRH team re sale close and next steps re sale proceeds (1.1); evaluate next steps re derivative rights (2.1).		
	Justin R. Bernbrock	3.20 hrs.	\$ 1670.00/hr.
07/29/25	Draft outline for presentation on sale of derivative rights.		
	Alyssa Paddock	1.10 hrs.	\$ 1105.00/hr.
07/29/25	Status review re recordation of Assignment of Distribution Rights for Joker screenplay and motion picture, correspondence with T. Hovhannisyan re same.		
	Monica E. Danner	.10 hrs.	\$ 545.00/hr.
07/29/25	Continue preparing Lot 2 transaction checklist.		
	Tatev Hovhannisyan	.50 hrs.	\$ 765.00/hr.
07/30/25	Conference with Sheppard Mullin team re work streams in connection with derivative rights and studio sales (.3); review correspondence re changes to Paramount notice of assignment (.1).		
	Stacey L. Rosenberg	.40 hrs.	\$ 1990.00/hr.
07/30/25	Consider open issues in connection with Regency objection to sale (.9) evaluate strategy and open issues with studio and derivative rights sale (2.6); review multiple emails re notice of assignment on library sale (.4).		
	Jennifer L. Nassiri	3.90 hrs.	\$ 1545.00/hr.
07/30/25	Transaction status telephone conference re derivative rights and studio sales.		
	Aerin A. Snow	.60 hrs.	\$ 1260.00/hr.
07/30/25	Evaluate next steps re Derivative Rights Sale.		
	Justin R. Bernbrock	1.20 hrs.	\$ 1670.00/hr.



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07/30/25	Prepare for and participate in work-in-progress telephone conference with J. Bernbrock, J. Nassiri, S. Rosenberg, A. Snow, et. Al (.5); review documentation with respect to December Boys and correspondence with J. Kulback re open diligence questions (.9); attention to and correspondence re copyright recordation (.4).	Joseph A. Ireland	1.80 hrs.	\$ 1175.00/hr.
07/30/25	Review, analyze sale issues related to derivative rights and research work streams in connection with the same (1.6); correspond with Loeb team re derivative rights (.2).	Matt Benz	1.80 hrs.	\$ 895.00/hr.
07/30/25	Status review re recordation of Assignment of Distribution Rights for Joker screenplay and motion picture, correspondence with T. Hovhannisyan re same.	Monica E. Danner	.10 hrs.	\$ 545.00/hr.
07/30/25	Prepare derivative rights transaction checklist (1); prepare for WIP telephone conference with Sheppard team (.5); attend WIP telephone conference (.9); telephone conference with J. Ireland re research project (.2).	Tatev Hovhannisyan	2.60 hrs.	\$ 765.00/hr.
07/31/25	Review correspondence re-Paramount notices of assignment and recordation of copyright assignment (.2); review draft of board presentation re-sale of derivative rights (.2).	Stacey L. Rosenberg	.40 hrs.	\$ 1990.00/hr.
07/31/25	Prepare for telephone conference re Regency objection to sale of derivative rights (.5); participate in telephone conference re same (.4); attend to status and strategy of derivative rights sale (1.3).	Jennifer L. Nassiri	2.20 hrs.	\$ 1545.00/hr.
07/31/25	Review multiple emails re residual library sale issues.	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.



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07/31/25	Evaluate next steps re derivative rights.		
	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
07/31/25	Evaluate next steps re derivative rights sale strategy and correspond with SMRH team re research issues in connection with the same.		
	Justin R. Bernbrock	.30 hrs.	\$ 1670.00/hr.
07/31/25	Correspondence re recordation of "Joker" assignment document (.1); correspondence with B. Cherry re same (.2); analyze open issues with respect to reversion provision and related provisions in co-ownership agreements (.5); telephone conference with T. Hovhannisyan re same (.2); review and analyze board presentation re derivative rights issues (.3); correspondence with A. Paddock and M. Benz re same (.2).		
	Joseph A. Ireland	1.50 hrs.	\$ 1175.00/hr.
07/31/25	Review, analyze sale issues and relevant documents related to derivative rights and conduct research in connection with the same (3.8); confer with SMRH team re same (.7); telephone conference with SMRH team and Regency's counsel re Regency objection to derivative rights sale (.3).		
	Matt Benz	4.80 hrs.	\$ 895.00/hr.
07/31/25	Correspond with J. Ireland and T. Hovhannisyan re recordation of Assignment of Distribution Rights for Joker (.1); update electronic file re same (.1).		
	Monica E. Danner	.20 hrs.	\$ 545.00/hr.
07/31/25	Review, analyze derivative rights agreements, conduct related research, and correspond with J. Ireland re same.		
	Tatev Hovhannisyan	3.50 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>
Jeffrey A. Kaye	1.30	\$ 1,265.00	\$ 1,644.50
Colleen H. McDonald	6.80	\$ 1,340.00	\$ 9,112.00
Aerin A. Snow	102.20	\$ 1,260.00	\$ 128,772.00
Joseph A. Ireland	52.40	\$ 1,175.00	\$ 61,570.00
Justin R. Bernbrock	71.90	\$ 1,670.00	\$ 120,073.00
Joshua Z. Block	1.30	\$ 970.00	\$ 1,261.00
Jennifer L. Nassiri	73.70	\$ 1,545.00	\$ 113,866.50
Stacey L. Rosenberg	23.00	\$ 1,990.00	\$ 45,770.00
Alyssa Paddock	27.00	\$ 1,105.00	\$ 29,835.00
Matt Benz	49.30	\$ 895.00	\$ 44,123.50
John Herbstritt	66.00	\$ 825.00	\$ 54,450.00
Susan W. Roberts	1.10	\$ 520.00	\$ 572.00
Monica E. Danner	5.40	\$ 545.00	\$ 2,943.00
Aaron X. Hill	11.90	\$ 540.00	\$ 6,426.00
Tatev Hovhannisyan	43.40	\$ 765.00	\$ 33,201.00
Totals	536.70	\$ 1,217.85	\$ 653,619.50

Fee/Employment Applications & Statements

07/01/25	Attend to multiple emails re deadline for filing first interim fee application and preparation of May interim fee statement.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/01/25	Correspond with SMRH team re first interim fee applications and analyze next steps.	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
07/01/25	Review and revise exhibits to SMRH monthly fee application for May 2025 (2.5); correspond with SMRH team re same (.7).	Matt Benz	3.20 hrs.	\$ 895.00/hr.



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07/02/25	Attend to final May interim statement and preparation of first interim fee application.	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/02/25	Review order authorizing employment of Virtu consultants (.6); telephone conference with Virtu re fee applications (.5); review issues and various communications re case status (.4).	Alyssa Paddock	1.50 hrs.	\$ 1105.00/hr.
07/02/25	Review and revise exhibits to SMRH monthly fee application for May 2025 (1.3); correspond with SMRH team re same (.4); review and revise May monthly fee application (.7); telephone conference with A. Paddock, J. Mulvihill, and Virtu Global team re Virtu Global fee application (.5); correspond with SMRH and YCST teams re May monthly fee application (.2); finalize and coordinate filing of compiled May monthly fee application (.5).	Matt Benz	3.60 hrs.	\$ 895.00/hr.
07/03/25	Correspond with P. Nankivell re Thomson Geer invoice.	Justin R. Bernbrock	.60 hrs.	\$ 1670.00/hr.
07/03/25	Draft supplement to SMRH first interim fee application and review relevant documents in connection with the same.	Matt Benz	1.30 hrs.	\$ 895.00/hr.
07/07/25	Analysis of open issues in connection with Maples retention as ordinary course professional (.3); emails with M. Benz re same (.2).	Jennifer L. Nassiri	.50 hrs.	\$ 1545.00/hr.
07/07/25	Correspond with SMRH team re as-filed May fee application and in process exhibits to June fee application (.4); prepare supplement to SMRH first interim fee application (.5); correspond with J. Nassiri re Maples OCP retention (.2).	Matt Benz	1.10 hrs.	\$ 895.00/hr.



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07/08/25	Correspond with SMRH and Maples teams re Maples OCP retention (.4); prepare supplement to SMRH first interim fee application (.7).		
	Matt Benz	1.10 hrs.	\$ 895.00/hr.
07/09/25	Attend to Maples declaration of disinterestedness.		
	Jennifer L. Nassiri	.10 hrs.	\$ 1545.00/hr.
07/09/25	Review and revise Maples OCP declaration (.5); correspond with SMRH and Maples teams re same (.3); prepare supplement to SMRH first interim fee application (.9).		
	Matt Benz	1.70 hrs.	\$ 895.00/hr.
07/10/25	Finalize and coordinate filing of Maples OCP declaration (.3); correspond with Maples and YCST teams re same (.2); prepare supplement to SMRH first interim fee application (2.1); correspond with SMRH team re same (.3).		
	Matt Benz	2.90 hrs.	\$ 895.00/hr.
07/11/25	Attend to multiple emails re first interim fee application.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/11/25	Correspond with SMRH team re first interim fee application and related matters.		
	Justin R. Bernbrock	.60 hrs.	\$ 1670.00/hr.
07/11/25	Prepare supplement to SMRH first interim fee application (2.7); correspond with SMRH team re same (.6); review and provide comments on omnibus first interim fee application (.4).		
	Matt Benz	3.70 hrs.	\$ 895.00/hr.
07/14/25	Attend to additional declaration for Moore UK as ordinary course professional.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
07/14/25	Correspond with SMRH and YCST teams re interim fee applications.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.



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07/15/25	Review supplement to SMRH first interim fee application.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/15/25	Correspond with SMRH and YCST teams re supplement to interim fee application (.3); finalize and coordinate filing of same (.4); correspond with O. Acuna and C. Whitlow re K&E interim fee application (.1).		
	Matt Benz	.80 hrs.	\$ 895.00/hr.
07/16/25	Draft SMRH June monthly fee application.		
	Matt Benz	.50 hrs.	\$ 895.00/hr.
07/18/25	Correspond with SMRH team re finalization of CNO for April Fee Application and filing.		
	Justin R. Bernbrock	.30 hrs.	\$ 1670.00/hr.
07/18/25	Review draft CNO for SMRH April fee application and correspond with YCST team re same.		
	Matt Benz	.40 hrs.	\$ 895.00/hr.
07/21/25	Correspond with L. Santor and G. Taylor re SMRH April monthly fee application (.2); review and revise exhibits to SMRH June monthly fee statement (1.2).		
	Matt Benz	1.40 hrs.	\$ 895.00/hr.
07/22/25	Review correspondence re Moore declaration of disinterestedness.		
	Jennifer L. Nassiri	.10 hrs.	\$ 1545.00/hr.
07/22/25	Review and revise exhibits to SMRH June monthly fee statement (.9); correspond with SMRH team re same (.2).		
	Matt Benz	1.10 hrs.	\$ 895.00/hr.
07/23/25	Telephone conference with R. Salter re Virtu Global fee app and review Virtu invoice in connection with the same.		
	Alyssa Paddock	.60 hrs.	\$ 1105.00/hr.



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07/23/25	Review and revise exhibits to SMRH June monthly fee statement (3.1); correspond with SMRH team re same (.3).		
	Matt Benz	3.40 hrs.	\$ 895.00/hr.
07/24/25	Attend to June monthly fee statement and related emails.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/24/25	Draft Virtu Global Fee Application.		
	Alyssa Paddock	.80 hrs.	\$ 1105.00/hr.
07/24/25	Review and revise exhibits to SMRH June monthly fee statement (2.5); correspond with SMRH team re same (.6); review draft CNO re SMRH May monthly fee application and correspond with YCST and J. Bernbrock re same (.4).		
	Matt Benz	3.50 hrs.	\$ 895.00/hr.
07/25/25	Review and revise exhibits to SMRH June monthly fee statement (.6); correspond with SMRH team re same (.3); correspond with L. Santor and G. Taylor re SMRH May monthly fee application (.2).		
	Matt Benz	1.10 hrs.	\$ 895.00/hr.
07/28/25	Evaluate next steps re final funds flow in connection with library sale closing.		
	Justin R. Bernbrock	.30 hrs.	\$ 1670.00/hr.
07/28/25	Draft, review, and revise fee application for virtu global.		
	Alyssa Paddock	2.90 hrs.	\$ 1105.00/hr.
07/28/25	Correspond with SMRH team re monthly fee applications status and next steps (.3); correspond with A. Paddock re Virtu fee application (.2).		
	Matt Benz	.50 hrs.	\$ 895.00/hr.
07/29/25	Correspond with SMRH team re interim fee application periods and evaluate next steps re same.		
	Justin R. Bernbrock	.50 hrs.	\$ 1670.00/hr.



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07/29/25	Finalize Virtu Global Fee Application.		
	Alyssa Paddock	.70 hrs.	\$ 1105.00/hr.
07/29/25	Review and revise exhibits to June monthly fee application (1.6); correspond with SMRH team re same (.3); review and revise Virtu fee application (.9); correspond with A. Paddock and YCST team re same (.3).		
	Matt Benz	3.10 hrs.	\$ 895.00/hr.
07/30/25	Attend to June monthly fee statement.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/30/25	Finalize Virtu Global fee application.		
	Alyssa Paddock	.10 hrs.	\$ 1105.00/hr.
07/30/25	Draft SMRH June monthly fee application and confer with SMRH team re same.		
	Matt Benz	1.60 hrs.	\$ 895.00/hr.
07/31/25	Evaluate next steps re June monthly fee application.		
	Justin R. Bernbrock	.30 hrs.	\$ 1670.00/hr.

Timekeeper Summary of: Fee/Employment Applications & Statements

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	3.30	\$ 1,670.00	\$ 5,511.00
Jennifer L. Nassiri	2.90	\$ 1,545.00	\$ 4,480.50
Alyssa Paddock	6.60	\$ 1,105.00	\$ 7,293.00
Matt Benz	36.30	\$ 895.00	\$ 32,488.50
<i>Totals</i>	<i>49.10</i>	<i>\$ 1,013.71</i>	<i>\$ 49,773.00</i>

Assumption/Rejection of Leases and Contracts



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07/02/25	<p>Telephone conference with J. Ireland and T. Hovhannisyan re review of additional studio business contracts in connection with further supplemental contract assumption notice (.2); correspond with J. Ireland and T. Hovhannisyan re same (.2); review relevant agreements in connection with the same (1.2).</p>	<p>Matt Benz</p>	<p>1.60 hrs.</p>	<p>\$ 895.00/hr.</p>
07/02/25	<p>Attend telephone conference with J. Ireland and M. Benz with respect to preparing fourth supplemental cure schedule (.6); review data room and prepare fourth supplemental cure schedule and updated assumed contracts schedule (3.9).</p>	<p>Tatev Hovhannisyan</p>	<p>4.50 hrs.</p>	<p>\$ 765.00/hr.</p>
07/03/25	<p>Telephone conferences with T. Hovhannisyan re review of additional studio business contracts in connection with further supplemental contract assumption notice (.4); review and revise draft of fourth supplemental contracts schedule (1.2); review, analyze relevant agreements in connection with the same (1.6); draft correspondence to J. Ireland and T. Hovhannisyan re same (.2); telephone conference with J. Ireland re same (.4); confer with SMRH team re additional guild agreements in connection with the same (.3).</p>	<p>Matt Benz</p>	<p>4.10 hrs.</p>	<p>\$ 895.00/hr.</p>
07/03/25	<p>Attend telephone conference with M. Benz re fourth supplemental cure schedule.</p>	<p>Tatev Hovhannisyan</p>	<p>.30 hrs.</p>	<p>\$ 765.00/hr.</p>
07/07/25	<p>Analyze open issues in connection with additional Studio Agreements added to data room and WGA issues in connection with same (.7); review correspondence from M. Benz re same (.2); review correspondence from K. McKendrey re inclusion on list of potential assumed contracts (.2); attend to fourth supplemental list of potentially assumed contracts (.3).</p>	<p>Jennifer L. Nassiri</p>	<p>1.40 hrs.</p>	<p>\$ 1545.00/hr.</p>



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07/07/25	Attend telephone conference with SMRH team and Bush Gottlieb re Guild contracts and related cure issues(.9); correspond with SMRH team re Producing Services Agreement in connection with further supplemental contract assumption notice (.3).	Justin R. Bernbrock	1.20 hrs.	\$ 1670.00/hr.
07/07/25	Review and revise fourth supplemental contracts schedule (.5); review relevant agreements in connection with the same (.6).	Matt Benz	1.10 hrs.	\$ 895.00/hr.
07/08/25	Review draft notice of fourth supplemental potential assumed contracts and consider strategy in connection with same (.8); attend to multiple emails with M. Benz and others re same (.6); follow up telephone conference with M. Benz re same (.1).	Jennifer L. Nassiri	1.50 hrs.	\$ 1545.00/hr.
07/08/25	Telephone conference with contract counterparty re agreement listed on third supplemental assumption notice (.3); review and revise fourth supplemental contracts schedule (.8); review relevant agreements in connection with the same (1.5); prepare compiled filing version of fourth supplemental assumption notice (.3); confer with SMRH, company management, Loeb, and Verita teams re same (1.2); telephone conference with J. Nassiri re same (.1).	Matt Benz	4.20 hrs.	\$ 895.00/hr.
07/09/25	Correspond with SMRH team and counsel to contract counterparty re potential assumption of studio business agreement.	Matt Benz	.30 hrs.	\$ 895.00/hr.
07/10/25	Evaluate next steps re Forth Supplemental Assumption Notice.	Justin R. Bernbrock	.40 hrs.	\$ 1670.00/hr.
07/10/25	Confer with T. Hovhannisyan re status of contract review in connection with fourth supplemental assumption notice.	Matt Benz	.30 hrs.	\$ 895.00/hr.



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07/10/25 Update Fourth Supplemental Assumption Notice schedule with new agreements (2.1); review agreements and extracting missing notice information for vendor to provide notice (2); research addresses for agreements with no notice information (.7).

Tatev Hovhannisyan 4.80 hrs. \$ 765.00/hr.

07/11/25 Review multiple emails re December Boys assumption issues (.3); attention to emails re quitclaims and turnarounds for assumption list and analysis of same (.2).

Jennifer L. Nassiri .50 hrs. \$ 1545.00/hr.

07/11/25 Confer with T. Hovhannisyan re status of contract review in connection with fourth supplemental assumption notice (.6); correspond with Verita team re same (.5).

Matt Benz 1.10 hrs. \$ 895.00/hr.

07/11/25 Extract notice info from underlying agreements required for assumption notices.

Tatev Hovhannisyan 1.80 hrs. \$ 765.00/hr.

07/14/25 Attend to multiple emails re status of Shamrock agreements (.3); telephone conference with team for Moonshot in connection with Alcon potential acquisition of Moonshot projects (.4).

Jennifer L. Nassiri .70 hrs. \$ 1545.00/hr.

07/14/25 Telephone conference with SMRH team and counsel to Moonshot re status of executory contract, cure amount, and next steps (.4); confer with T. Hovhannisyan re fourth supplemental assumption notice and open issues in connection with the same (.3).

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

07/14/25 Review new documents from client re Window, Rafter, and Happy Maddison and updating studio assumed contract schedule and fourth supplemental notice accordingly.

Tatev Hovhannisyan 1.00 hrs. \$ 765.00/hr.



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07/15/25	Review additions to assumed contracts schedule to library Asset Purchase Agreement and confirm their inclusion on previously filed assumption notices (.5); confer with SMRH team re same (.2).	Matt Benz	.70 hrs.	\$ 895.00/hr.
07/16/25	Evaluate next steps re studio business development project and related executory agreements.	Justin R. Bernbrock	.60 hrs.	\$ 1670.00/hr.
07/17/25	Analyze issues re studio business development project and related executory contracts (1.2); participate in telephone conference with L. Santor and M. Benz re same (.3); review correspondence in connection with same (.2).	Jennifer L. Nassiri	1.70 hrs.	\$ 1545.00/hr.
07/17/25	Correspond with SMRH team and L. Santor re studio business executory contract issues (.2); review relevant documents in connection with the same (.5); telephone conference with J. Nassiri and L. Santor re same (.3); confer with SMRH team re same (.3); correspond with counsel to Cyan World re removal of certain agreements from list of potential assumed contracts (.3).	Matt Benz	1.60 hrs.	\$ 895.00/hr.
07/18/25	Correspond with T. Hovhannisyan re fourth supplemental assumption notice and open issues related to the same.	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/20/25	Analysis of further responses in connection with Guild disputes on certain executory contract obligations.	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/21/25	Analysis of updated chart of assumed contracts for library sale (.4); attend to multiple emails from closing team re same (.3).	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.



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07/24/25	Analyze open issues re studio business development project and related executory contracts (.9); review multiple emails re same (.4).	Jennifer L. Nassiri	1.30 hrs.	\$ 1545.00/hr.
07/24/25	Confer with SMRH team and L. Santor re closed deal terms contract in connection with studio business project and issues related to the same (.5); draft correspondence to counsel for producer group in connection with the same (.2).	Matt Benz	.70 hrs.	\$ 895.00/hr.
07/25/25	Attend to potential rejection of lease for Australian real property.	Jennifer L. Nassiri	.60 hrs.	\$ 1545.00/hr.
07/25/25	Confer with L. Santor re Australia office lease, strategy and next steps re same (.4); review lease agreement in connection with the same (.5).	Matt Benz	.90 hrs.	\$ 895.00/hr.
07/28/25	Review additional correspondence in connection with Australia lease.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/29/25	Analysis of issues related to Australian lease and Sage rejection and potential need for Australian recognition proceedings (1.3); attend to multiple emails re strategy in connection with same (.6); consider request by counsel for Europa Corp in connection with "We May Regret This" distribution and impact on related executory contracts (.3).	Jennifer L. Nassiri	2.20 hrs.	\$ 1545.00/hr.
07/29/25	Evaluate next steps re HUB Australia lease.	Justin R. Bernbrock	.60 hrs.	\$ 1670.00/hr.
07/29/25	Confer with K. Berg, L. Santor, and SMRH team re Australia office lease, strategy and next steps re same (.5); conduct research in connection with the same and correspond with SMRH team re next steps (1.3).	Matt Benz	1.80 hrs.	\$ 895.00/hr.



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07/30/25 Further analyze issues relating to Intaact and Hub lease rejection (.6); attend to multiple emails re strategy (.3); participate in telephone conference with G. Taylor and L. Santor re same (.2).

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

07/30/25 Prepare for and attend telephone conference with SMRH team, VREG and P. Nankivell re foreign debtor executory contract and unexpired lease matters (.6); evaluate next steps re same (.3).

Justin R. Bernbrock .90 hrs. \$ 1670.00/hr.

07/30/25 Telephone conference with L. Santor, G. Taylor, and J. Nassiri re VRFAM agreements strategy and next steps.

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	3.70	\$ 1,670.00	\$ 6,179.00
Jennifer L. Nassiri	12.40	\$ 1,545.00	\$ 19,158.00
Matt Benz	19.60	\$ 895.00	\$ 17,542.00
Tatev Hovhannisyan	12.40	\$ 765.00	\$ 9,486.00
Totals	48.10	\$ 1,088.67	\$ 52,365.00

Other Contested Matters (excluding assumption/rejection motions)

07/01/25 Email correspondence with S. Rabuck re collection of data for response to Committee Rule 2004 request.

Thomas V. Panoff .20 hrs. \$ 1480.00/hr.

07/01/25 Attend to correspondence re diligence in response to Committee discovery (.1); review correspondence re mediation logistics (.1)

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



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07/01/25	Correspond with Accordion re WB strategy, Mediation, and next steps (1.1); correspond with Judge Sontchi re mediation logistics and next steps (.9); evaluate strategy and next steps re mediation and related issues (1.1).	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
07/02/25	Review notice in connection with upcoming mediation and multiple emails re same.	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/02/25	Correspond with Judge Sontchi re mediation update and logistics (.6); evaluate next steps re mediation strategy and logistics (1.3).	Justin R. Bernbrock	1.90 hrs.	\$ 1670.00/hr.
07/02/25	Correspond with SMRH and K&E teams re mediation related matters.	Matt Benz	.40 hrs.	\$ 895.00/hr.
07/03/25	Review final draft of protective order for response to Committee's Rule 2004 request.	Thomas V. Panoff	.40 hrs.	\$ 1480.00/hr.
07/03/25	Attend to open issues in connection with formal mediation procedures (.4); consider final draft of protective order in connection with committee discovery (.4).	Jennifer L. Nassiri	.80 hrs.	\$ 1545.00/hr.
07/03/25	Evaluate next steps re mediation strategy and logistics.	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
07/03/25	Evaluate next steps re WB contested issues.	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
07/04/25	Correspond with K. Berg and K. Maib re possible stay violation letter in response to communications from alleged creditor.	Justin R. Bernbrock	.80 hrs.	\$ 1670.00/hr.



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07/06/25	Correspond with K. Maib re mediation strategy and next steps.	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
07/07/25	Consider multiple emails re mediation logistics.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/07/25	Evaluate next steps re Mediation Statement and correspond with company and advisor teams re same re same (1.6); evaluate next steps re mediator engagement and fee agreements (.9).	Justin R. Bernbrock	2.50 hrs.	\$ 1670.00/hr.
07/08/25	Attend to multiple emails re mediation logistics including preparation of mediation brief (.4); review updated agreed to draft stipulated protective order (.4).	Jennifer L. Nassiri	.80 hrs.	\$ 1545.00/hr.
07/08/25	Evaluate strategy and next steps re upcoming mediation (1.2); correspond with company and advisor teams re same (1.1); correspond with R. Chernick re pre-mediation conference and next steps (.7).	Justin R. Bernbrock	3.00 hrs.	\$ 1670.00/hr.
07/08/25	Review correspondence re revisions to stipulated protective order with Committee and WB and confer with T. Panoff re same.	Matt Benz	.30 hrs.	\$ 895.00/hr.
07/09/25	Review revised draft of proposed protective order for Rule 2004 discovery.	Thomas V. Panoff	.20 hrs.	\$ 1480.00/hr.
07/09/25	Evaluate debtor response to additional revisions to protective order in connection with Committee discovery (.3); analyze and prepare revisions to draft mediation brief (1.8).	Jennifer L. Nassiri	2.10 hrs.	\$ 1545.00/hr.



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07/09/25	Evaluate strategy and next steps re mediation and mediation brief (.7); evaluate next steps re proposed protective order in connection with committee discovery (1.1).	Justin R. Bernbrock	1.80 hrs.	\$ 1670.00/hr.
07/09/25	Review mediation brief.	Alyssa Paddock	1.70 hrs.	\$ 1105.00/hr.
07/09/25	Review draft of mediation brief and confer with SMRH team re same.	Matt Benz	1.30 hrs.	\$ 895.00/hr.
07/10/25	Conference with Sheppard Mullin, Kirkland, Solic and VREG board and management re mediation.	Stacey L. Rosenberg	.80 hrs.	\$ 1990.00/hr.
07/10/25	Analyze final draft of mediation brief with compiled SMRH comments (.6); review final draft of protective order to be submitted to court (.3).	Jennifer L. Nassiri	.90 hrs.	\$ 1545.00/hr.
07/10/25	Evaluate strategy and next steps re mediation brief (1.2); correspond with SMRH team re draft mediation brief (.4); review mediation brief (1.9).	Justin R. Bernbrock	3.50 hrs.	\$ 1670.00/hr.
07/10/25	Review and consolidate SMRH comments on draft of mediation brief and confer with SMRH team re same.	Matt Benz	.70 hrs.	\$ 895.00/hr.
07/11/25	Attention to status of agreed protective order.	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
07/11/25	Correspond with Judge Sontchi re pre-mediation conference and engagement letter (.9); review and finalize mediation engagement letter (.3).	Justin R. Bernbrock	1.20 hrs.	\$ 1670.00/hr.



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07/11/25	Review COC re SPO with Committee and WB and draft correspondence to T. Panoff and S. Hunemuller re same.	Matt Benz	.30 hrs.	\$ 895.00/hr.
07/12/25 Attention to multiple emails re mediation logistics.				
		Jennifer L. Nassiri	.10 hrs.	\$ 1545.00/hr.
07/14/25 Review correspondence from D. Klein re logistics for mediation brief (.1) attention to multiple emails re pre-mediation telephone conference (.1).				
		Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
07/15/25 Correspond with counsel re mediation issues.				
		Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
07/15/25 Correspond with SMRH team re mediation logistics discussion.				
		Matt Benz	.20 hrs.	\$ 895.00/hr.
07/16/25 Review and analyze collection of correspondences to assess responsiveness and privilege status of documents for potential production in response to UCC RFPs (.9); confer with M. Benz and T. Panoff re the same (.3); confer with M. Benz re privilege log, redacted board minutes for production, and amended responses to discovery requests (.4); draft amended responses to discovery responses (1.2); review attachments to correspondences for potential production to assess confidentiality (.4).				
		Sydney B. Hunemuller	3.20 hrs.	\$ 1045.00/hr.
07/16/25 Review entered stipulated protective order and related emails (.7); participate in SMRH telephone conference re mediation logistics (.5); review correspondence on WB arguments in mediation (.4).				
		Jennifer L. Nassiri	1.60 hrs.	\$ 1545.00/hr.
07/16/25 Attend telephone conference with SMRH team re mediation strategy and logistics (.7); evaluate strategy and next steps re mediation (1.1).				
		Justin R. Bernbrock	1.80 hrs.	\$ 1670.00/hr.



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07/16/25 Telephone conference with SMRH team re mediation logistics and related work streams (.5); coordinate logistics in connection with the same (.4); review, analyze WB mediation brief (.9); correspond with SMRH team re entry of order approving SPO and next steps (.3); confer with S. Hunemuller re document production set (.2); review document production set and analyze responsiveness and potential privilege issues (1.5).

Matt Benz 3.80 hrs. \$ 895.00/hr.

07/17/25 Review key documents to be produced to Committee pursuant to Rule 2004 request (.4); internal SMRH email correspondence and discussions re same (.2).

Thomas V. Panoff .60 hrs. \$ 1480.00/hr.

07/17/25 Confer with M. Benz and J. Bernbrock re final documents for production in response to UCC RFPs (.3); revise privilege log, discovery responses, and compilation of documents for production re the same (1.4); confer with M. Benz re the same (.3); confer with SMRH team to discuss strategy for finalizing production (.2).

Sydney B. Hunemuller 2.20 hrs. \$ 1045.00/hr.

07/17/25 Analyze multiple emails re strategy in discovery responses to committee requests (.4); review multiple emails related to JAMS notices of mediation and related issues (.4).

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

07/17/25 Correspond with SMRH team re document production in connection with Committee discovery requests (1.2); evaluate privilege issues with respect to WB (.7).

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

07/17/25 Review communication production set and analyze responsiveness and potential privilege issues (.9); draft summary of open items and confer with SMRH team re same (.9); telephone conference with J. Bernbrock and S. Hunemuller re same (.3); correspond with J. Bernbrock and K&E team re mediation issues and strategy (.3).

Matt Benz 2.40 hrs. \$ 895.00/hr.



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07/18/25	Review responses and objections to Committee's Rule 2004 requests (.4); review final sets of key documents to produce (.4).	Thomas V. Panoff	.80 hrs.	\$ 1480.00/hr.
07/18/25	Compile and finalize full and final set of responsive documents, privilege log, amended discovery responses for service and production following SMRH discussion (1.8); confer with M. Benz re the same (1.2); confer with SMRH team to revise set of documents for production and finalize production with proper designations and labels (.5).	Sydney B. Hunemuller	3.50 hrs.	\$ 1045.00/hr.
07/18/25	Review final responses to Committee discovery responses and related emails.	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.
07/18/25	Prepare for and attend pre-mediation telephone conference with SMRH and advisor teams.	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
07/18/25	Correspond with SMRH and Kirkland teams re WB sale objections in connection with mediation preparations.	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
07/18/25	Review full document production set and analyze responsiveness and potential privilege issues (1.3); review and revise amended responses and objections (.6); review and revise privilege log (.3); telephone conference with S. Hunemuller re same (.1); correspond with SMRH team re final production set and draft service correspondence to PSZJ team re same (.7); correspond with J. Bernbrock and K&E team re mediation issues and strategy (.4); coordinate mediation logistics (.3).	Matt Benz	3.70 hrs.	\$ 895.00/hr.
07/20/25	Correspond with K. Maib re mediation brief.	Justin R. Bernbrock	.60 hrs.	\$ 1670.00/hr.



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07/21/25	Confer with J. Bernbrock re potential automatic stay violation (.2); review correspondences and documents to develop background knowledge (.8).		
	Sydney B. Hunemuller	1.00 hrs.	\$ 1045.00/hr.
07/21/25	Consider mediation logistics and related bankruptcy issues (.7) analyze correspondence from D. Torres re WB issues on executory contracts in preparation for mediation (.3); consider litigation issues raised by claimant for unpaid writing fees (.4); analyze Warner mediation brief (1.3).		
	Jennifer L. Nassiri	2.70 hrs.	\$ 1545.00/hr.
07/21/25	Prepare for mediation (.6); correspond with advisor teams re claims pool analysis in connection with mediation and next steps (.7); correspond with SMRH team re potential stay violation issues in connection with communications from alleged creditor (.7).		
	Justin R. Bernbrock	2.00 hrs.	\$ 1670.00/hr.
07/21/25	Analyze and correspond with Kirkland re WB sale objections in connection with mediation preparations.		
	Justin R. Bernbrock	1.60 hrs.	\$ 1670.00/hr.
07/21/25	Confer with SMRH team re mediation logistics (.2); correspond with J. Nassiri re WB mediation brief (.1); confer with SMRH and K&E teams re research in connection with WB assignability arguments (.4).		
	Matt Benz	.70 hrs.	\$ 895.00/hr.
07/22/25	Review third stipulation in connection with ABS/Challenge rights.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/22/25	Prepare for upcoming mediation (1.7); correspond with SMRH team re strategy and next steps re same (.6).		
	Justin R. Bernbrock	2.30 hrs.	\$ 1670.00/hr.
07/22/25	Correspond with SMRH team re analysis of claims pool in connection with mediation and evaluate next steps re same.		
	Justin R. Bernbrock	1.40 hrs.	\$ 1670.00/hr.



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07/22/25	Correspond with SMRH team re mediation logistics and preparations.
	Matt Benz .20 hrs. \$ 895.00/hr.
07/23/25	Confer with SMRH team re UCC discovery requests and sale closing.
	Sydney B. Hunemuller .40 hrs. \$ 1045.00/hr.
07/23/25	Review mediation briefs from Warner Bros. and VREG (1.5); conference with J. Bernbrock re mediation and potential options (.5).
	Stacey L. Rosenberg 2.00 hrs. \$ 1990.00/hr.
07/23/25	Evaluate strategy in connection derivative rights issues and impact on mediation position (2.4); review correspondence in connection with Committee need for additional extension of challenge period (.3).
	Jennifer L. Nassiri 2.70 hrs. \$ 1545.00/hr.
07/23/25	Plan and prepare for mediation (1.7); review and correspond with SMRH team re mediation brief (1.1); evaluate next steps re mediation (1.1).
	Justin R. Bernbrock 3.90 hrs. \$ 1670.00/hr.
07/24/25	Attend mediation between VREG and Warner Bros. (3.2); conference with K. Maib, L. Santor, K. Berg and J. Bernbrock re next steps (.6); attend board update telephone conference re outcome of mediation (.5).
	Stacey L. Rosenberg 4.30 hrs. \$ 1990.00/hr.
07/24/25	Evaluate strategy in light of outcome of mediation and next steps with Warner Brothers.
	Jennifer L. Nassiri 1.60 hrs. \$ 1545.00/hr.
07/24/25	Attend mediation (4); attend telephone conference with VREG Board re mediation (1); strategize and analyze next steps re mediation (.7).
	Justin R. Bernbrock 5.70 hrs. \$ 1670.00/hr.



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07/24/25	Confer with SMRH team re mediation and attend to issues arising in connection with the same.	Matt Benz	1.30 hrs.	\$ 895.00/hr.
07/25/25	Evaluate potential stay violation in connection with demand from GOAT media and consider next steps.	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.
07/25/25	Correspond with K. Berg re stay violation letter and next steps.	Justin R. Bernbrock	.30 hrs.	\$ 1670.00/hr.
07/26/25	Confer with J. Bernbrock and T. Panoff re draft discovery requests to WB related to derivative rights sale objections to bolster arguments following mediation (.1); analyze related correspondences to identify potential areas and topics for inclusion into draft discovery requests (.2).	Sydney B. Hunemuller	.30 hrs.	\$ 1045.00/hr.
07/26/25	Analyze potential discovery requests to WB in connection with potential dispute over transfer of derivative rights.	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/27/25	Confer with M. Benz and A. Paddock to develop background knowledge of derivative rights issue and to identify potential scope of discovery requests to Warner Bros.	Sydney B. Hunemuller	.30 hrs.	\$ 1045.00/hr.
07/27/25	Correspond with A. Paddock and S. Hunemuller re discovery issues in connection with derivative rights sale.	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/28/25	Confer with M. Benz and A. Paddock re draft discovery to WB (.4); review and analyze legal memorandum, library sale objection, and background documents from M. Benz to identify relevant topics for discovery requests (.7); draft initial topics for potential discovery requests (1).	Sydney B. Hunemuller	2.10 hrs.	\$ 1045.00/hr.



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07/28/25	Review draft violation of stay correspondence (.4); attend to multiple emails with team re strategy (.4).	Jennifer L. Nassiri	.80 hrs.	\$ 1545.00/hr.
07/28/25	Participate in telephone conference with Kirkland team re WB strategy (1); follow up telephone conference with restructuring team re presentation materials in connection with the same (.8).	Jennifer L. Nassiri	1.80 hrs.	\$ 1545.00/hr.
07/28/25	Telephone conference with S. Hunemuller and M. Benz re discovery requests (.4); review requests (.2).	Alyssa Paddock	.60 hrs.	\$ 1105.00/hr.
07/28/25	Telephone conference with A. Paddock and S. Hunemuller re WB discovery strategy (.5); confer with S. Hunemuller re same (.2); strategize re WB discovery strategy and review relevant documents in connection with the same (.6); draft stay violation letter in connection with collection efforts by alleged creditor (.8); correspond with K. Berg, L. Santor, K. Maib, and SMRH team re same (.3).	Matt Benz	2.40 hrs.	\$ 895.00/hr.
07/29/25	Draft topics and discovery requests to WB re derivative rights (1.4); discussion and emails with M. Benz and A. Paddock re the same (.9); review and analyze objection and legal memorandum to identify additional requests for production related to WB remaining arguments (.4).	Sydney B. Hunemuller	2.70 hrs.	\$ 1045.00/hr.
07/29/25	Review notice of additional stipulation to extend challenge period as t Warner Brothers.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/29/25	Review supplemental disclosures and evaluate next steps (.1); correspond with SMRH team and co-counsel re same (.6).	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.



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07/29/25	Strategize re WB discovery strategy and review relevant documents in connection with the same (1.7); draft RFP topics in connection with the same (.8); confer with A. Paddock and S. Hunemuller re same (.4).	Matt Benz	2.90 hrs.	\$ 895.00/hr.
07/30/25	Edit draft of potential Warner Bros. discovery topics (.2); SMRH team telephone conference to discuss strategy (.8).	Thomas V. Panoff	1.00 hrs.	\$ 1480.00/hr.
07/30/25	Discussion with SMRH team re next steps and outstanding tasks in connection with WB dispute (.9); telephone conference and discussion with T. Panoff re the same (.2); review and revise M. Benz additions to discovery requests (.3); confer with M. Benz and A. Paddock re the same (.8).	Sydney B. Hunemuller	2.20 hrs.	\$ 1045.00/hr.
07/30/25	Analysis of potential discovery requests to WB in connection with derivative rights (.8); attend to multiple emails re same (.3).	Jennifer L. Nassiri	1.10 hrs.	\$ 1545.00/hr.
07/30/25	Correspond with SMRH team re RFP topics in connection with WB discovery (.7); correspond with B. Sandler and R. Feinstein re settlement offer and next steps (.6); correspond with K. Maib re same (.1).	Justin R. Bernbrock	1.40 hrs.	\$ 1670.00/hr.
07/30/25	Review, analyze draft requests for production in connection with WB discovery.	Alyssa Paddock	.70 hrs.	\$ 1105.00/hr.
07/30/25	Strategize re WB discovery strategy, review relevant documents, and draft RFP topics in connection with the same (1.7); confer with SMRH team re same (.5); draft correspondence to K. Berg, L. Santor, and K. Maib re same (.2).	Matt Benz	2.40 hrs.	\$ 895.00/hr.



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07/31/25	<p>Telephone conference with K. Berg, L. Santor and SMRH team to discuss potential Warner Bros. discovery (.7); telephone conference to discuss Regency issues (.3); review sampling of promissory notes for potential discovery (.2).</p> <p>Thomas V. Panoff</p> <p style="text-align: right;">1.20 hrs. \$ 1480.00/hr.</p>
07/31/25	<p>Telephone conference with client re discovery requests to WB (.6); revise discovery requests to incorporate client input (.2); telephone conference with Regency and SMRH team re derivative rights sale and hearing (.5); confer with SMRH team re discovery strategy and discussions with Loeb (.4); confer with T. Panoff re the same (.2).</p> <p>Sydney B. Hunemuller</p> <p style="text-align: right;">1.90 hrs. \$ 1045.00/hr.</p>
07/31/25	<p>Participate in telephone conference with client team re discovery in connection with WB derivative rights objection (.7); attend to multiple emails and strategy re same (1.1).</p> <p>Jennifer L. Nassiri</p> <p style="text-align: right;">1.80 hrs. \$ 1545.00/hr.</p>
07/31/25	<p>Evaluate committee counter-offer and consider next steps (.6); attend to multiple emails re same (.3).</p> <p>Jennifer L. Nassiri</p> <p style="text-align: right;">.90 hrs. \$ 1545.00/hr.</p>
07/31/25	<p>Prepare for and attend telephone conference with SMRH and VREG teams re WB discovery strategy and related issues (1.1); prepare for and attend telephone conference with Leech Tishman and SMRH Team re Regency issues (1.3); evaluate next steps re settlement communications (.6); correspond with SMRH team re same (.3).</p> <p>Justin R. Bernbrock</p> <p style="text-align: right;">3.30 hrs. \$ 1670.00/hr.</p>
07/31/25	<p>Review further revised draft of requests for production (.6); telephone conference with company management re discovery (.7).</p> <p>Alyssa Paddock</p> <p style="text-align: right;">1.30 hrs. \$ 1105.00/hr.</p>
07/31/25	<p>Strategize re WB discovery strategy, review relevant documents, and draft RFP topics in connection with the same (1.7); confer with SMRH team re same (.6).</p> <p>Matt Benz</p> <p style="text-align: right;">2.30 hrs. \$ 895.00/hr.</p>



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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>
Justin R. Bernbrock	49.70	\$ 1,670.00	\$ 82,999.00
Jennifer L. Nassiri	24.20	\$ 1,545.00	\$ 37,389.00
Stacey L. Rosenberg	7.10	\$ 1,990.00	\$ 14,129.00
Alyssa Paddock	4.30	\$ 1,105.00	\$ 4,751.50
Matt Benz	25.50	\$ 895.00	\$ 22,822.50
Thomas V. Panoff	4.40	\$ 1,480.00	\$ 6,512.00
Sydney B. Hunemuller	19.80	\$ 1,045.00	\$ 20,691.00
Totals	135.00	\$ 1,402.18	\$ 189,294.00

Non-Working Travel

07/23/25	Travel from Reno to Los Angeles for mediation between VREG and Warner Bros.		
	Stacey L. Rosenberg	1.80 hrs.	\$ 1990.00/hr.
07/23/25	Travel from ORD to LA re VREG Mediation.		
	Justin R. Bernbrock	5.70 hrs.	\$ 1670.00/hr.
07/25/25	Return travel from LA to ORD re end of mediation.		
	Justin R. Bernbrock	5.50 hrs.	\$ 1670.00/hr.
07/26/25	Travel from Los Angeles to Reno.		
	Stacey L. Rosenberg	2.50 hrs.	\$ 1990.00/hr.



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Timekeeper Summary of: Non-Working Travel

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	11.20	\$ 1,670.00	\$ 18,704.00
Stacey L. Rosenberg	4.30	\$ 1,990.00	\$ 8,557.00
<i>Totals</i>	15.50	\$ 1,758.77	\$ 27,261.00

Financing/Cash Collections

07/01/25 Attend to multiple emails in connection with adequate protection issues for WB and the ABS noteholders (.2); review DIP variance report (.4).

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

07/01/25 Correspond with L. Santor re timing and other requirements for payment of adequate protection and retained professional invoices pursuant to DIP Order and various professional retention orders (.3); review relevant documents in connection with the same (.6).

Matt Benz .90 hrs. \$ 895.00/hr.

07/02/25 Review and respond to correspondence from K. Berg re default interest on pre-petition secured notes.

Stacey L. Rosenberg .10 hrs. \$ 1990.00/hr.

07/03/25 Review correspondence from K. Berg, J. Bernbrock and G. Taylor re accrual of default interest on pre-petition senior secured notes.

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

07/03/25 Attend to open issues and multiple emails in connection with accrual of interest under senior secured notes.

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



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07/07/25	Consider open issues in connection with payoff of ABS notes.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/08/25	Evaluate next steps re Final DIP Order and invoice received from Cooley.		
	Justin R. Bernbrock	.30 hrs.	\$ 1670.00/hr.
07/08/25	Correspond with SMRH and company management teams re Cooley adequate protection invoices.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/09/25	Evaluate next steps re adequate protection invoices.		
	Justin R. Bernbrock	.30 hrs.	\$ 1670.00/hr.
07/09/25	Correspond with SMRH and company management teams re Cooley adequate protection invoices.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
07/10/25	Attend to multiple emails in connection with payoff logistics and open items.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/10/25	Correspond with SMRH and company management teams re Morris James adequate protection invoice.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
07/11/25	Review and comment on payoff letter for DIP facility.		
	Stacey L. Rosenberg	.10 hrs.	\$ 1990.00/hr.
07/14/25	Correspond with SMRH team re DIP payoff letter (.7); review DIP payoff letter (.6).		
	Justin R. Bernbrock	1.30 hrs.	\$ 1670.00/hr.
07/15/25	Review DIP budget and related variance report.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.



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07/16/25 Evaluate next steps re DIP payoff letter.

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

07/16/25 Correspond with company management re Pashman Stein adequate protection invoice.

Matt Benz .20 hrs. \$ 895.00/hr.

07/22/25 Correspond with VREG re intercompany debt.

Justin R. Bernbrock .60 hrs. \$ 1670.00/hr.

07/29/25 Correspond with L. Santor re adequate protections invoices and related issues.

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

Timekeeper Summary of: Financing/Cash Collections

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	2.80	\$ 1,670.00	\$ 4,676.00
Jennifer L. Nassiri	2.00	\$ 1,545.00	\$ 3,090.00
Stacey L. Rosenberg	0.40	\$ 1,990.00	\$ 796.00
Matt Benz	2.10	\$ 895.00	\$ 1,879.50
<i>Totals</i>	7.30	\$ 1,430.34	\$ 10,441.50

Tax Issues

07/01/25 Confer with A. Snow re tax issues in connection with proposed transfer of BVI limited partnership interests.

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



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07/02/25	Prepare for and participate in telephone conference with K. Berg and A. Snow to discuss tax issues in connection with potential redomiciliation of BVI limited partnership.	Keith R. Gercken	.70 hrs.	\$ 2260.00/hr.
07/08/25	Review QCSAs and analyze tax issues in connection with potential redomiciliation of BVI limited partnership.	Keith R. Gercken	.40 hrs.	\$ 2260.00/hr.
07/14/25	Participate in telephone conference with Loeb team to discuss BVI LP redomiciliation and related tax issues (.5); provide advice on Section 754 election issue (.2).	Keith R. Gercken	.70 hrs.	\$ 2260.00/hr.
07/15/25	Consider draft settlement from Australian tax office in connection with proposed tax settlement (.4); prepare correspondence to SMRH team re same (.1); review draft email to WB in connection with same (.2).	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.
07/15/25	Review draft settlement deed with Australia Taxation Office re pending audits (.5); review and analyze relevant provisions in taxes order re same (.4); confer with SMRH team and K. Berg re same (.4); draft correspondence to OMM and PSZJ teams re notice of potential settlement (.2).	Matt Benz	1.50 hrs.	\$ 895.00/hr.
07/16/25	Revise draft DTE Film Partners LLC operating agreement to provide tax comments.	Keith R. Gercken	.80 hrs.	\$ 2260.00/hr.
07/22/25	Attend to multiple emails re ability to pay Australian tax settlement.	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.



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Timekeeper Summary of: Tax Issues

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Keith R. Gercken	2.90	\$ 2,260.00	\$ 6,554.00
Jennifer L. Nassiri	0.90	\$ 1,545.00	\$ 1,390.50
Matt Benz	1.50	\$ 895.00	\$ 1,342.50
<i>Totals</i>	5.30	\$ 1,752.26	\$ 9,287.00

Board of Directors Matters

07/01/25	Correspond with board members and SMRH team re resolutions approving Library sale (.2); telephone conference with J. Herbstritt re status of board resolutions (.1); review executed board resolutions and confer with SMRH team re same (.7).		
	Matt Benz	1.00 hrs.	\$ 895.00/hr.
07/03/25	Attention to board update and related issues.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/08/25	Review and analyze multiple emails re board update telephone conference on sale status.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/08/25	Correspond with board members re update on sale process and strategy for upcoming mediation with Warner Bros.		
	Justin R. Bernbrock	.80 hrs.	\$ 1670.00/hr.
07/10/25	Participate in board telephone conference on sale status.		
	Jennifer L. Nassiri	1.00 hrs.	\$ 1545.00/hr.
07/10/25	Correspond with SMRH team re board meeting and next steps.		
	Justin R. Bernbrock	.30 hrs.	\$ 1670.00/hr.



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07/10/25	Attend update telephone conference with board members, advisor teams, and company management.	Justin R. Bernbrock	1.90 hrs.	\$ 1670.00/hr.
07/10/25	Board telephone conference re sale update and mediation.	Alyssa Paddock	1.00 hrs.	\$ 1105.00/hr.
07/10/25	Attend board update telephone conference re sale process and mediation strategy.	Matt Benz	1.00 hrs.	\$ 895.00/hr.
07/14/25	Review board update regarding continued hearings on sale.	Jennifer L. Nassiri	.10 hrs.	\$ 1545.00/hr.
07/15/25	Correspond with SMRH team re next steps re board update telephone conference.	Justin R. Bernbrock	.80 hrs.	\$ 1670.00/hr.
07/15/25	Attend telephone conference with board members re update on sale process and next steps.	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
07/21/25	Evaluate next steps re board update telephone conference.	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
07/22/25	Participate in board telephone conference re mediation strategy.	Jennifer L. Nassiri	1.10 hrs.	\$ 1545.00/hr.
07/22/25	Prepare for and attend telephone conference with VREG, co-counsel, Accordion, SMRH team, and board members re case updates and next steps.	Justin R. Bernbrock	1.70 hrs.	\$ 1670.00/hr.



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07/22/25	Telephone conference with board of directors re sale process update.		
	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
07/24/25	Participate in telephone conference with board re mediation outcome.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/29/25	Attend to multiple emails in connection with board telephone conference to evaluate options on sale of derivative rights.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/29/25	Correspond with SMRH team re Board telephone conference and next steps.		
	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
07/30/25	Prepare board presentation re derivative rights strategy and confer with A. Paddock re same.		
	Matt Benz	2.30 hrs.	\$ 895.00/hr.
07/31/25	Analyze draft board materials in preparation for board meeting to discuss strategy in connection derivative rights (.6); attend to multiple emails and consider strategy in connection with same (1.2).		
	Jennifer L. Nassiri	1.80 hrs.	\$ 1545.00/hr.
07/31/25	Correspond with SMRH team and K. Maib re Board meeting re Derivative Rights strategy and next steps.		
	Justin R. Bernbrock	.60 hrs.	\$ 1670.00/hr.
07/31/25	Revise board presentation re sale of derivative rights.		
	Alyssa Paddock	4.10 hrs.	\$ 1105.00/hr.



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Timekeeper Summary of: Board of Directors Matters

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	8.60	\$ 1,670.00	\$ 14,362.00
Jennifer L. Nassiri	5.40	\$ 1,545.00	\$ 8,343.00
Alyssa Paddock	5.40	\$ 1,105.00	\$ 5,967.00
Matt Benz	4.30	\$ 895.00	\$ 3,848.50
<i>Totals</i>	23.70	\$ 1,372.17	\$ 32,520.50

Reporting

07/01/25	Correspond with company management team re monthly reporting to WB pursuant to Taxes and Cash Management Orders (.2); review reports and correspond with OMM re same (.3).		
	Matt Benz	.50 hrs.	\$ 895.00/hr.
07/15/25	Correspond with L. Santor and OMM team re monthly reporting to WB pursuant to cash management and taxes orders.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
07/18/25	Review June monthly reporting.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/18/25	Correspond with L. Santor, G. Taylor, and OMM team re monthly reporting to WB pursuant to cash management and taxes orders (.3); review June reports in connection with the same (.4); review draft June MORs and draft correspondence to SMRH team re same (1.2).		
	Matt Benz	1.90 hrs.	\$ 895.00/hr.



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Timekeeper Summary of: Reporting

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Jennifer L. Nassiri	0.30	\$ 1,545.00	\$ 463.50
Matt Benz	2.70	\$ 895.00	\$ 2,416.50
<i>Totals</i>	3.00	\$ 960.00	\$ 2,880.00

Claims Administration and Objections

07/07/25	Consider correspondence from Emma Jones in connection with request for consolidated proof of claim.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
07/07/25	Correspond with OMM team re bar date, WB proof of claim, and proposed stipulation re same.	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
07/08/25	Review correspondence from E. Jones re claims stipulation (.1); review draft in connection with same (.2); analysis of recommended revisions to same (.2).	Jennifer L. Nassiri	.50 hrs.	\$ 1545.00/hr.
07/08/25	Review, analyze draft order and stipulation re WB proof of claim and correspond with J. Mulvihill re same.	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
07/18/25	Review correspondence from K. Berg regarding strategy on claim objection for writers claim.	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.



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07/21/25	Consider strategy in connection with calculation of unsecured claims pool and related emails (.4); review correspondence in connection with claims filed by California Franchise Tax Board (.3).	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.
07/21/25	Correspond with SMRH and Verita teams re summary of filed and scheduled claims.	Matt Benz	.30 hrs.	\$ 895.00/hr.
07/22/25	Review Verita claims chart (.4) analyze filed claims and potential impact on global settlement with Committee (1.4).	Jennifer L. Nassiri	1.80 hrs.	\$ 1545.00/hr.
07/22/25	Confer with SMRH and Verita teams re status of filed and scheduled claims (.5); telephone conferences with A. Paddock and J. Bernbrock re same (.2); review Verita report re same and prepare summary (1.1); review Content Partners proof of claim and correspond with SMRH team re same (.5).	Matt Benz	2.30 hrs.	\$ 895.00/hr.
07/24/25	Analyze WB proof of claim and consider arguments made on derivative rights.	Jennifer L. Nassiri	1.30 hrs.	\$ 1545.00/hr.
07/24/25	Evaluate next steps re Warner Bros POCs (.6); correspond with SMRH team re same (.4).	Justin R. Bernbrock	1.00 hrs.	\$ 1670.00/hr.



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Timekeeper Summary of: Claims Administration and Objections

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	2.80	\$ 1,670.00	\$ 4,676.00
Jennifer L. Nassiri	4.80	\$ 1,545.00	\$ 7,416.00
Matt Benz	2.60	\$ 895.00	\$ 2,327.00
<i>Totals</i>	<i>10.20</i>	<i>\$ 1,413.63</i>	<i>\$ 14,419.00</i>

Plan and Disclosure Statement (including Business Plan)

07/03/25	Correspond with Young Conaway and SMRH team re exclusivity period and next steps.		
	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
07/08/25	Consider timing of exclusivity motion and logistics re same.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/08/25	Correspond with co-counsel re review of exclusivity extension motion.		
	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
07/09/25	Evaluate next steps re exclusivity deadline.		
	Justin R. Bernbrock	1.20 hrs.	\$ 1670.00/hr.
07/10/25	Review revisions to motion to extend exclusivity and emails re same.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
07/10/25	Review and revise exclusivity motion.		
	Alyssa Paddock	1.10 hrs.	\$ 1105.00/hr.
07/11/25	Review final draft of exclusivity motion for filing.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.



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07/11/25 Review exclusivity extension motion and correspond with SMRH and YCST teams re same.

Justin R. Bernbrock .90 hrs. \$ 1670.00/hr.

07/31/25 Attend to multiple emails re filing of certificate of no objection in connection with motion to extend exclusivity.

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

07/31/25 Review draft CNO re exclusivity motion and correspond with YCST team re same.

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

Timekeeper Summary of: Plan and Disclosure Statement (including Business Plan)

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	3.90	\$ 1,670.00	\$ 6,513.00
Jennifer L. Nassiri	1.40	\$ 1,545.00	\$ 2,163.00
Alyssa Paddock	1.10	\$ 1,105.00	\$ 1,215.50
Matt Benz	0.30	\$ 895.00	\$ 268.50
<i>Totals</i>	6.70	\$ 1,516.42	\$ 10,160.00



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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	233.10	\$ 1,670.00	\$ 389,277.00
Keith R. Gercken	2.90	\$ 2,260.00	\$ 6,554.00
Colleen H. McDonald	6.80	\$ 1,340.00	\$ 9,112.00
Jennifer L. Nassiri	129.30	\$ 1,545.00	\$ 199,768.50
Thomas V. Panoff	4.40	\$ 1,480.00	\$ 6,512.00
Stacey L. Rosenberg	34.80	\$ 1,990.00	\$ 69,252.00
Aerin A. Snow	102.20	\$ 1,260.00	\$ 128,772.00
Jeffrey A. Kaye	1.30	\$ 1,265.00	\$ 1,644.50
Matt Benz	154.50	\$ 895.00	\$ 138,277.50
Joshua Z. Block	1.30	\$ 970.00	\$ 1,261.00
John Herbstritt	66.00	\$ 825.00	\$ 54,450.00
Tatev Hovhannisyan	55.80	\$ 765.00	\$ 42,687.00
Sydney B. Hunemuller	19.80	\$ 1,045.00	\$ 20,691.00
Joseph A. Ireland	52.40	\$ 1,175.00	\$ 61,570.00
Alyssa Paddock	51.60	\$ 1,105.00	\$ 57,018.00
Susan W. Roberts	1.10	\$ 520.00	\$ 572.00
Monica E. Danner	5.40	\$ 545.00	\$ 2,943.00
Aaron X. Hill	11.90	\$ 540.00	\$ 6,426.00

50% Discount on Non-Working Travel

\$ (13,630.50)

Total Fees for Professional Services

\$ 1,183,157.00



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SUMMARY OF TIMEKEEPER PHASES

<u>Phase</u>	<u>Hours</u>	<u>Dollars</u>
Case Administration	94.00	\$ 144,767.00
Asset Disposition	536.70	\$ 653,619.50
Fee/Employment	49.10	\$ 49,773.00
Applications & Statements		
Assumption/Rejection of	48.10	\$ 52,365.00
Leases and Contracts		
Other Contested Matters	135.00	\$ 189,294.00
(excluding		
assumption/rejection		
motions)		
Non-Working Travel	15.50	\$ 27,261.00
Financing/Cash Collections	7.30	\$ 10,441.50
Tax Issues	5.30	\$ 9,287.00
Board of Directors Matters	23.70	\$ 32,520.50
Reporting	3.00	\$ 2,880.00
Claims Administration and	10.20	\$ 14,419.00
Objections		
Plan and Disclosure	6.70	\$ 10,160.00
Statement (including		
Business Plan)		

EXHIBIT B

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07/23/25	Federal Express on 07/23/25	16.62
07/23/25	Federal Express on 07/23/25	16.62
07/23/25	Federal Express on 07/23/25	16.62
07/23/25	Federal Express on 07/23/25	16.62
07/23/25	Federal Express on 07/23/25	70.97
07/23/25	Federal Express on 07/23/25	79.19
07/23/25	Federal Express on 07/23/25	67.71
07/23/25	Federal Express on 07/23/25	70.97
07/23/25	Federal Express on 07/23/25	75.55
07/23/25	Federal Express on 07/23/25	67.71
07/23/25	Federal Express on 07/23/25	16.62
07/23/25	J.Bernbrock-Dinner re VREG Mediation with . Rosenberg, A. Snow, J. Nassiri	317.63
07/24/25	J.Bernbrock-Business Meal Dinner at Javiers re VREG Mediation with S. Rosenberg, A. Snow, J. Nassiri	255.26
07/02/25	S.Hunemuller-Bottled water.	5.72
07/24/25	S.Rosenberg-Hotel accommodations for mediation in Los Angeles.	81.17
07/25/25	J.Bernbrock-Personal meal at LA Airport.	40.49
07/25/25	J.Bernbrock-Cast & Plow Dinner.	109.26

Total Disbursements

\$ 27,325.04