

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

In re:)	
	)	Chapter 11
)	
VILLAGE ROADSHOW ENTERTAINMENT GROUP USA INC., <i>et al.</i> , ¹	)	Case No. 25-10475 (TMH)
)	
Debtors.	)	(Jointly Administered)
	)	Obj. Deadline: December 29, 2025 at 4:00 p.m. (ET)

**SUMMARY OF EIGHTH 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 OCTOBER 1, 2025 THROUGH OCTOBER 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:	October 1, 2025 through October 31, 2025
Amount of compensation sought as actual, reasonable, and necessary:	\$1,770,937.75
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$49,383.57
This is a: <u> X </u> monthly <u> </u> final application	
This application includes 15.50 hours and \$13,014.50 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	\$1,849,247.25	\$52,019.41
8/28/2025 D.I. 786	7/1/2025 – 7/31/2025	\$1,183,157.00	\$27,325.04	\$1,183,157.00	\$27,325.04
10/10/2025 D.I. 925	8/1/2025 – 8/31/2025	\$1,002,798.25	\$14,947.61	\$1,002,798.25	\$14,947.61
10/30/2025 D.I. 1014	9/1/2025 – 9/30/2025	\$1,224,017.00	\$68.28.00	—	—

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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	0.60	\$1,356.00
Stacey L. Rosenberg	Partner	Finance & Bankruptcy	12/12/1996	\$1,990.00	0.30	\$597.00
Justin R. Bernbrock	Partner	Finance & Bankruptcy	11/01/2012	\$1,670.00	248.20	\$414,494.00
Jennifer L. Nassiri	Partner	Finance & Bankruptcy	11/30/2000	\$1,545.00	182.40	\$281,808.00
Thomas V. Panoff	Partner	Business Trial	11/04/2004	\$1,480.00	167.10	\$247,308.00
Aerin A. Snow	Partner	Corporate & Securities	12/03/2012	\$1,260.00	11.80	\$14,868.00
Christopher S. Comstock	Special Counsel	Business Trial	11/05/2009	\$1,260.00	61.00	\$76,860.00
Catherine Jun	Special Counsel	Finance & Bankruptcy	05/01/2014	\$1,180.00	0.20	\$236.00
Alexandria G. Lattner	Associate	Finance & Bankruptcy	05/24/2017	\$1,175.00	17.60	\$20,680.00
Joseph A. Ireland	Associate	Entertainment	12/01/2016	\$1,175.00	54.20	\$63,685.00
Alyssa Paddock	Associate	Finance & Bankruptcy	06/13/2018	\$1,105.00	167.80	\$185,419.00
Sydney B. Hunemuller	Associate	Business Trial	10/30/2020	\$1,045.00	155.60	\$162,602.00
Joshua Z. Block	Associate	Corporate & Securities	12/28/2021	\$970.00	0.40	\$388.00
Matthew T. Benz	Associate	Finance & Bankruptcy	11/30/2022	\$895.00	254.60	\$227,867.00
John Herbstritt	Associate	Corporate & Securities	11/22/2023	\$825.00	20.70	\$17,077.50
Justin Fischer	Associate	Finance & Bankruptcy	11/18/2024	\$765.00	0.30	\$229.50
Tatev Hovhannisyan	Associate	Entertainment	12/01/2023	\$765.00	42.30	\$32,359.50
Alyssa Garcia	Associate	Corporate & Securities	11/21/2024	\$765.00	9.60	\$7,344.00
Gloria Grand-Pierre	Associate	Finance & Bankruptcy	11/05/2025	\$765.00	63.80	\$48,807.00
Nicole Marcinkus	Associate	Business Trial	11/05/2025	\$765.00	12.30	\$9,409.50
Mia Katz	Law Clerk	Corporate & Securities	N/A	\$765.00	10.50	\$8,032.50
Aaron X. Hill	Legal Assistant	Corporate & Securities	N/A	\$540.00	5.70	\$3,078.00
Bruce Liebman	Administration Staff	N/A	N/A	\$540.00	0.40	\$216.00
50% Discount for Non-Working Travel:				–	–	(\$53,783.75)
Grand Total:				–	1,487.40	\$1,770,937.75
Blended Rate:				\$1,190.63	–	–

COMPENSATION BY PROJECT CATEGORY

Task Code	Project Category	Total Hours	Total Fees (\$)
B110	Case Administration	94.80	\$148,386.50
B130	Asset Disposition	429.60	\$475,879.50
B160	Fee/Employment Applications and Statements	21.00	\$19,519.00
B185	Assumption/Rejection of Leases and Contracts	21.40	\$24,444.00
B190	Other Contested Matters	760.00	\$959,978.00
B195	Non-Working Travel	85.80	\$107,567.50
B230	Financing/Cash Collections	1.10	\$1,114.50
B240	Tax Issues	0.90	\$1,518.00
B260	Board of Directors Matters	5.90	\$8,481.00
B270	Reporting	0.90	\$1,065.50
B310	Claims Administration and Objections	1.20	\$1,399.00
B320	Plan and Disclosure Statement (including Business Plan)	64.80	\$75,369.00
50% Discount for Non-Working Travel:		–	(\$53,783.75)
TOTAL:		1,487.40	\$1,770,937.75

EXPENSE SUMMARY

Expenses Category	Total Expenses (\$)
Airfare, Travel, and Taxi	\$24,111.92
Transcripts and Depositions	\$10,341.45
Corporate Filing	\$8,042.30
Legal Research	\$3,692.70
Expert Services	\$2,175.20
Meals	\$551.92
Travel Meals	\$468.08
TOTAL:	\$49,383.57

**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: December 29, 2025 at 4:00 p.m. (ET)

**EIGHTH 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 OCTOBER 1, 2025 THROUGH OCTOBER 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 \$1,770,937.75 together with reimbursement for actual and necessary expenses incurred in the amount of \$49,383.57, for the period from October 1, 2025, through and including October 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 \$1,824,721.50. Pursuant to this Application, Sheppard Mullin only seeks compensation for fees in the amount of \$1,770,937.75, 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 \$53,783.75.

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 \$49,383.57. Attached hereto as **Exhibit B** is a detailed statement of expenses paid during the Monthly Fee Period. This out-of-pocket disbursement sum is broken down into categories of charges, including, among other things, travel related expenses and expenses for “working meals.” A complete review by category of the expenses incurred for the Monthly Fee Period may be found attached hereto as **Exhibit B**.

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

VALUATION OF SERVICES

8. Attorneys and paraprofessionals of Sheppard Mullin have expended a total of 1,487.40 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 \$1,824,721.50.²

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 October 1, 2025, through and including October 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 \$1,770,937.75 as compensation for necessary professional services rendered to the Debtors for the Monthly Fee Period, and the sum of \$49,383.57 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 \$1,770,937.75, 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 \$53,783.75.

Dated: December 8, 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*)
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Chicago, Illinois 60654
Telephone: (312) 499-6300
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-and-

Jennifer L. Nassiri (admitted *pro hac vice*)
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New York, NY 10112
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Facsimile: (212) 653-8701
Email: apaddock@sheppardmullin.com

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

**IN THE UNITED STATES BANKRUPTCY COURT
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In re:)	
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VILLAGE ROADSHOW ENTERTAINMENT)	Case No. 25-10475 (TMH)
GROUP USA INC., <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	

VERIFICATION OF JUSTIN R. BERNBROCK

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

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

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

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

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

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

Dated: December 8, 2025
Chicago, Illinois

/s/ Justin R. Bernbrock

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

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

In re:)	
	)	Chapter 11
)	
VILLAGE ROADSHOW ENTERTAINMENT	)	Case No. 25-10475 (TMH)
GROUP USA INC., <i>et al.</i> , ¹)	
	)	(Jointly Administered)
Debtors.)	
	)	Obj. Deadline: December 29, at 4:00 p.m. (ET)

NOTICE OF EIGHTH MONTHLY FEE APPLICATION

PLEASE TAKE NOTICE that the *Eighth 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 October 1, 2025, Through October 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 \$1,770,937.75 and monthly expenses in the amount of \$49,383.57.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **December 29, 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@mof.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: December 8, 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**

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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
December 8, 2025
Invoice 260036694

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

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH OCTOBER 31, 2025

Current Fees	\$ 1,824,721.50
Current Disbursements	\$ 49,383.57

Total Current Activity	\$ 1,874,105.07
50% Discount for Non-Working Travel	<u>\$ (53,783.75)</u>
Total Due for This Invoice	<u>\$ 1,820,321.32</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

December 8, 2025
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FOR PROFESSIONAL SERVICES THROUGH 10/31/25

FEE DETAIL

Case Administration

10/01/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
10/01/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
10/01/25	Confer with SMRH team re case status and attend to priority work streams.		
	Matt Benz	.60 hrs.	\$ 895.00/hr.
10/02/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.90 hrs.	\$ 1670.00/hr.
10/02/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
10/02/25	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.
10/03/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
10/03/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
10/03/25	Update and revise case checklist and WIP tracker.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.



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 Los Angeles, CA 90071-3460
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 213-620-1398 main fax

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

December 8, 2025
 Invoice 260036694
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FEE DETAIL

10/06/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.30 hrs.	\$ 1670.00/hr.
10/06/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.10 hrs.	\$ 1105.00/hr.
10/06/25	Update and revise case checklist and WIP tracker.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
10/07/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.70 hrs.	\$ 1670.00/hr.
10/07/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
10/08/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.70 hrs.	\$ 1670.00/hr.
10/08/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
10/08/25	Update and revise case checklist and WIP tracker.		
	Matt Benz	.10 hrs.	\$ 895.00/hr.
10/09/25	Review and analyze open issues re strategy and tactics (3.1); prepare for and attend WIP telephone conference with SMRH team (1.1).		
	Justin R. Bernbrock	4.20 hrs.	\$ 1670.00/hr.
10/09/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.



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10/09/25	Update and revise case checklist and WIP tracker (.2); telephone conference and correspondence with SMRH team re case status and priority work streams (1.9).		
	Matt Benz	2.10 hrs.	\$ 895.00/hr.
10/10/25	Review and analyze open issues re strategy and tactics (3.1); telephone conference with Solic, SMRH team re case status and next steps (.9).		
	Justin R. Bernbrock	4.00 hrs.	\$ 1670.00/hr.
10/11/25	Review, analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.10 hrs.	\$ 1670.00/hr.
10/12/25	Review, analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
10/13/25	Review and analyze open issues re strategy and tactics (2.7); telephone conference with Solic, SMRH team re case status and next steps (.7); prepare for and attend WIP telephone conference with SMRH team (1.1).		
	Justin R. Bernbrock	4.50 hrs.	\$ 1670.00/hr.
10/13/25	Update and revise case checklist and WIP tracker (.2); confer with SMRH team re priority work streams and attend to the same (.6).		
	Matt Benz	.80 hrs.	\$ 895.00/hr.
10/14/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	1.30 hrs.	\$ 1670.00/hr.
10/14/25	Confer with SMRH team re priority work streams and attend to the same.		
	Matt Benz	.70 hrs.	\$ 895.00/hr.
10/15/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.30 hrs.	\$ 1670.00/hr.



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10/16/25	Review and analyze open issues re strategy and tactics (2.9); prepare for and attend WIP telephone conference with SMRH team (1.1).	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
10/16/25	Update and revise case checklist and WIP tracker (.4); confer with SMRH team re priority work streams and attend to the same (1.2).	Matt Benz	1.60 hrs.	\$ 895.00/hr.
10/17/25	Review and analyze open issues re strategy and tactics (3.1); attend hearing check-in telephone conference with SMRH team (1.1).	Justin R. Bernbrock	4.20 hrs.	\$ 1670.00/hr.
10/20/25	Review and analyze open issues re strategy and tactics.	Justin R. Bernbrock	1.30 hrs.	\$ 1670.00/hr.
10/21/25	Review and analyze open issues re strategy and tactics.	Justin R. Bernbrock	2.70 hrs.	\$ 1670.00/hr.
10/22/25	Review and analyze open issues re strategy and tactics.	Justin R. Bernbrock	3.70 hrs.	\$ 1670.00/hr.
10/22/25	Update and revise case checklist and WIP tracker (.3); confer with SMRH team re priority work streams and attend to the same (.3).	Matt Benz	.60 hrs.	\$ 895.00/hr.
10/23/25	Review and analyze open issues re strategy and tactics (2.1); multiple telephone conferences with case parties re open issues and next steps (2.6).	Justin R. Bernbrock	4.70 hrs.	\$ 1670.00/hr.
10/23/25	Update and revise case checklist and WIP tracker (.1); confer with SMRH team re priority work streams and attend to the same (.6).	Matt Benz	.70 hrs.	\$ 895.00/hr.



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10/24/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	1.70 hrs.	\$ 1670.00/hr.
10/24/25	Update and revise case checklist and WIP tracker (.2); confer with SMRH team re priority work streams and attend to the same (.7); correspond with C. Casas re case status (.2).		
	Matt Benz	1.10 hrs.	\$ 895.00/hr.
10/26/25	Review, analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.10 hrs.	\$ 1670.00/hr.
10/27/25	Review and analyze open issues re strategy and tactics (2.4); multiple telephone conferences with case parties re open issues and next steps (1.9).		
	Justin R. Bernbrock	4.30 hrs.	\$ 1670.00/hr.
10/27/25	Update and revise case checklist and WIP tracker.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
10/28/25	Review and analyze open issues re strategy and tactics (2.7); telephone conferences with case parties re open issues and next steps (1.4).		
	Justin R. Bernbrock	4.10 hrs.	\$ 1670.00/hr.
10/28/25	Update and revise case checklist and WIP tracker.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
10/29/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	2.90 hrs.	\$ 1670.00/hr.
10/29/25	Respond to research questions re statute of limitations on claims.		
	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.



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10/29/25	Update and revise case checklist and WIP tracker.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
10/30/25	Review and analyze open issues re strategy and tactics (3.1); review, analyze open issues and next steps (2.2).		
	Justin R. Bernbrock	5.30 hrs.	\$ 1670.00/hr.
10/30/25	Update and revise case checklist and WIP tracker (.1); confer with SMRH team re case status and priority work streams and attend to the same (.6).		
	Matt Benz	.70 hrs.	\$ 895.00/hr.
10/31/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
10/31/25	Update and revise case checklist and WIP tracker (.1); confer with SMRH team re case status and priority work streams and attend to the same (.4).		
	Matt Benz	.50 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	81.50	\$ 1,670.00	\$ 136,105.00
Alyssa Paddock	1.80	\$ 1,105.00	\$ 1,989.00
Matt Benz	11.50	\$ 895.00	\$ 10,292.50
<i>Totals</i>	94.80	\$ 1,565.26	\$ 148,386.50

Asset Disposition



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10/01/25	Attend to correspondence re BVI issues and holdback for library sale (.4); review final draft of notice of sale closing (.2); review proposed additional revisions to derivative rights agreements and multiple related emails (.7).	Jennifer L. Nassiri	1.30 hrs.	\$ 1545.00/hr.
10/01/25	Review and revise BVI reorganization documentation (.6); review revised Lot 1 amendment (.5); draft correspondence to Loeb team re same (.3).	Aerin A. Snow	1.40 hrs.	\$ 1260.00/hr.
10/01/25	Correspond with client re October 20 sale hearing.	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
10/01/25	Review and analyze comments on IP assignment agreement (.5); correspondence with J. Kulback re same (.2); telephone conference with K. Gherkin re tax issues involving non-U.S. entity sellers (.4); correspondence with K. Berg and L. Santor re same (.4); review and analyze resolutions (.5); correspondence with J. Fisher re redlines and with Loeb team re same (.5); review and analyze comments on derivative rights asset purchase agreement and disclosure schedules (.6); correspondence with B. Cherry re same (.1).	Joseph A. Ireland	3.20 hrs.	\$ 1175.00/hr.
10/01/25	Review, draft correspondence re equity interest assignment matters.	Joshua Z. Block	.40 hrs.	\$ 970.00/hr.
10/01/25	Revise notice of closing in connection with studio business sale and correspond with V. Rubinstein re same (.5); attend to priority work streams in connection with studio business sale closing (.7).	Matt Benz	1.20 hrs.	\$ 895.00/hr.
10/01/25	Review Lot 1 Side letter and draft correspondence to SMRH corporate team detailing requirements for equity interest assignment agreement.	John Herbstritt	.30 hrs.	\$ 825.00/hr.
10/01/25	Prepare redlines for sale resolutions in preparation for circulation.	Justin Fischer	.30 hrs.	\$ 765.00/hr.



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10/01/25	Prepare list of addresses for supplemental assumption notice (1.7); analyze derivative rights ownership by VRF (.7); prepare final fifth supplemental notice (.7); prepare internal status chart of open items (.3).	Tatev Hovhannisyan	3.40 hrs.	\$ 765.00/hr.
10/01/25	Organize notary and notarization documents related to BVI entities redomestication (.4); prepare correspondence and draft documents for Alcon counsel related to redomestication process (.3); prepare correspondence for Paramount related to new entity LLC OA's (.3); prepare final signature pages (.2).	Alyssa Garcia	1.20 hrs.	\$ 765.00/hr.
10/02/25	Review correspondence re Lot 3 seller list (.5); telephone conference with B. Cherry re Lot 1 amendment (.9); review and revise Lot 1 amendment (1); facilitate execution of redomestication documentation with K. Berg (.7).	Aerin A. Snow	3.10 hrs.	\$ 1260.00/hr.
10/02/25	Review, analyze open issues re derivative rights hearing.	Justin R. Bernbrock	1.30 hrs.	\$ 1670.00/hr.
10/02/25	Telephone conference with B. Cherry re derivative rights asset purchase agreement and disclosure schedules (.3); correspondence with B. Cherry re assumed contracts in connection therewith (.3); telephone conference with K. Gercken re tax issues with respect to non-U.S. entity sellers under derivative rights APA (.3); correspondence with K. Berg and L. Santor re same (.2); correspondence with A. Badie re studio business diligence questions (.2); analyze open diligence issues with T. Hovhannisyan (.5).	Joseph A. Ireland	1.80 hrs.	\$ 1175.00/hr.
10/02/25	Prepare outline for reply in support of derivative rights sale and assess strategy in connection with the same.	Matt Benz	1.10 hrs.	\$ 895.00/hr.



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10/02/25	Correspondence re Warner Bros notice filing (.3), correspondence re quitclaim documents re derivative rights (.7), review and coordinate responses to Loeb diligence questions (.4).	Tatev Hovhannisyan	1.40 hrs.	\$ 765.00/hr.
10/02/25	Respond to correspondence re preparation of documents for BVI entities redomestication (.3); revise Delaware filing documents including certificate of limited partnership and certificate of domestication (.8).	Alyssa Garcia	1.10 hrs.	\$ 765.00/hr.
10/03/25	Review Loeb's comments to first amendment to asset purchase agreement (.1); discuss same with A. Snow (.2).	Stacey L. Rosenberg	.30 hrs.	\$ 1990.00/hr.
10/03/25	Attend to correspondence re final revisions to amendment to library asset purchase agreement.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
10/03/25	Prepare outline for reply in support of derivative rights sale and assess strategy in connection with the same.	Matt Benz	1.20 hrs.	\$ 895.00/hr.
10/03/25	Review redomestication and formation documents (.4); correspond with J. Herbstritt and A. Garcia re same (.1).	Aaron X. Hill	.50 hrs.	\$ 540.00/hr.
10/03/25	Review and coordinate diligence questions from Alcon.	Tatev Hovhannisyan	.40 hrs.	\$ 765.00/hr.
10/03/25	Draft membership assignment interest assignment agreement for VRDTE (1.3); revise membership interest agreement (.6); revise VRDTE and VRZOO LLC operating agreements (.7); revise letters of withdrawal (.3); draft correspondence to buyer counsel (.3) prepare limited partnership certificates for DE filing (.4).	Alyssa Garcia	3.60 hrs.	\$ 765.00/hr.



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10/05/25	Correspond with Solic re Warner Bros non-disclosure agreement.		
	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
10/05/25	Review and revise derivative rights asset purchase agreement (1.6); review and revise studio business asset purchase agreement (1.5); revisions to disclosure schedules with respect to said agreements (1.2); correspond with Loeb team re same (.1).		
	Joseph A. Ireland	4.40 hrs.	\$ 1175.00/hr.
10/05/25	Prepare correspondence for equity interest assignment agreement, and revised LLC operating agreements.		
	Alyssa Garcia	.20 hrs.	\$ 765.00/hr.
10/06/25	Attend to studio sale closing issues (.3); review correspondence re same (.2).		
	Jennifer L. Nassiri	.50 hrs.	\$ 1545.00/hr.
10/06/25	Review amendment to Lot 1 purchase agreement (.5); coordinate preparation of annexes to Lot 1 amendment (.3); review correspondence re Lot 3 annexes (.3).		
	Aerin A. Snow	1.10 hrs.	\$ 1260.00/hr.
10/06/25	Telephone conference with SMRH team re revised drats of Annex II and Annex III (.7); correspond with SMRH team re Guilds invoice (.3); review, analyze same (.2).		
	Justin R. Bernbrock	1.20 hrs.	\$ 1670.00/hr.
10/06/25	Review and analyze comments by J. Hill on annexes to asset purchase agreement (1); review and analyze B. Cherry's comments on derivative rights asset purchase agreement (.6); analyze open issues with respect to agreements listed on supplemental notice and confer with T. Hovhannisyan re same (.5); review and analyze Warner Bros objection to derivative rights sale (.5); telephone conference with J. Kulback re comments to asset purchase agreement annexes (.4); telephone conference with A. Snow re same (.3); discuss open issues with SMRH team (.5).		
	Joseph A. Ireland	3.80 hrs.	\$ 1175.00/hr.



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10/06/25	Telephone conference with SMRH and Loeb teams re studio business sale closing (.5); review, analyze Warner Bros and Regency objections to derivative rights sale and related filings (1.9); prepare working draft of reply brief re same (1.7); telephone conference and correspondence with A. Paddock re same (1.3).	Matt Benz	5.40 hrs.	\$ 895.00/hr.
10/06/25	Review redomestication filings and certificates of limited partnership (.9); telephone conference with filing agent, J. Herbstritt and A. Garcia re same (.2).	Aaron X. Hill	1.10 hrs.	\$ 540.00/hr.
10/06/25	Revise British Virgin Islands redomestication documents, including LLC operating agreements, and respond to correspondence to counter parties and share revised drafts.	Alyssa Garcia	1.30 hrs.	\$ 765.00/hr.
10/06/25	Review of comments on annexes (.4); telephone conference with J. Ireland re comments on annexes (.2); correspondence re Warner Bros notice (.2).	Tatev Hovhannisyan	.80 hrs.	\$ 765.00/hr.
10/07/25	Attend to correspondence re status of library amendment (.3); participate in telephone conference with Alcon team re same (.4) ; participate in RX and litigator team telephone conference re strategy for hearing on sale of derivative rights (1.1) participate logistics telephone conference with local counsel (.8).	Jennifer L. Nassiri	2.60 hrs.	\$ 1545.00/hr.
10/07/25	Finalize amendment to Lot 1 purchase agreement (.7); review revised Schedule III (.5).	Aerin A. Snow	1.20 hrs.	\$ 1260.00/hr.
10/07/25	Correspond with SMRH and Loeb teams re Alcon sale.	Justin R. Bernbrock	.80 hrs.	\$ 1670.00/hr.



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10/07/25	Analyze open diligence issues re studio assets and ongoing diligence requests (.7); address Alcon's comments to Annexes II and III to asset purchase agreement (.9); correspondence with J. Kulback re Alcon diligence requests (.2); review and correspondence with J. Kulback re comments on IP assignment agreement and assignment and assumption agreement (1); participate in telephone conference with S. Edel, J. Kulback, J. Bernbrock, J. Nassiri, A. Snow and others re Annexes II and III to asset purchase agreement and related issues (.6); review and telephone conference with M. Benz and A. Paddock re Warner Bros objection to derivative rights sale (.5).	Joseph A. Ireland	3.90 hrs.	\$ 1175.00/hr.
10/07/25	Review and analyze cases cited by Warner Bros in opposition to sale and assignment to Alcon (2.1); confer with A. Paddock and M. Benz re same (.4).	Alexandria G. Lattner	2.50 hrs.	\$ 1175.00/hr.
10/07/25	Telephone conference with counsel to Alcon re sale of studio business.	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.
10/07/25	Telephone conference with SMRH and Loeb teams re studio business sale closing (.4); review, analyze Warner Bros and Regency objections to derivative rights sale and related filings and prepare working draft of reply brief re same (4.1); telephone conference and correspondence with SMRH team re same (1.2).	Matt Benz	5.70 hrs.	\$ 895.00/hr.
10/07/25	Prepare Schedule III for Lot 1 amendment (1.5); respond to follow up questions re Annex 2 from Loeb (.5); telephone conference with Loeb re annexes and closing process (.5); prepare and send zip file of project designation notices (.3); incorporate Alcon comments to Annexes (4.2).	Tatev Hovhannisyan	7.00 hrs.	\$ 765.00/hr.
10/08/25	Attend to amendment 1 to library asset purchase agreement (.3); review correspondence re Paramount issues (.3).	Jennifer L. Nassiri	.60 hrs.	\$ 1545.00/hr.



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10/08/25	Telephone conference with Landis Rath, YCST re Alcon sale.	Justin R. Bernbrock	.60 hrs.	\$ 1670.00/hr.
10/08/25	Review and analyze D. Rubinstein's comments on asset purchase agreement(.4); correspondence with A. Snow re same (.3); telephone conference with D. Rubinstein re same (.3); review and revise asset purchase agreement and correspondence with Loeb team (.4); analyze open issues throughout the day re asset purchase agreement annexes (.5); telephone conference with J. Herbstritt re Lot 2 closing items (.3); review and analyze comments on schedule to Lot 1 amendment and correspondence with A. Snow re same (.4); draft funds flow for Lot 3 closing and correspondence with L. Santor (.4); review comments on Annex 2 re notice documents and correspondence with J. Kulback (.3); telephone conference with J. Kulback, A. Badie, and T. Hovhannisyan re asset purchase agreement annexes (.3); review B. Cherry's comments on derivative rights asset purchase agreement (.4).	Joseph A. Ireland	4.00 hrs.	\$ 1175.00/hr.
10/08/25	Telephone conference with SMRH and Loeb teams re studio business sale closing and related issues (.5); review, analyze Warner Bros and Regency objections to derivative rights sale and related filings and prepare working draft of reply brief re same (3.2); confer with SMRH team re same (.6).	Matt Benz	4.30 hrs.	\$ 895.00/hr.
10/08/25	Review and revise filings related to continuance of BVI LPs (2.1); confirm signatories for Lot 3 transaction resolutions and finalize same (.7); draft correspondence to directors of Lot 3 transaction sellers re resolutions approving the transaction (.8).	John Herbstritt	3.60 hrs.	\$ 825.00/hr.
10/08/25	Revise equity interest assignment agreements (.8); prepare documents for BVI filing (.6), revise LLCAs with Paramount comments (.8).	Alyssa Garcia	2.20 hrs.	\$ 765.00/hr.



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10/08/25	Telephone conference with Loeb re annexes (.5), correspondence with J. Ireland re comments on Annexes, prepare revised versions of Annex III and Annex II of asset purchase agreement and prepare Annex IV for asset purchase agreement (7.5).	Tatev Hovhannisyan	8.00 hrs.	\$ 765.00/hr.
10/09/25	Consider status of closing of studio sale (.4); correspond with SMRH team re same (.2); attend to closing of Paramount issues (.3).	Jennifer L. Nassiri	.90 hrs.	\$ 1545.00/hr.
10/09/25	Review, analyze open issues re derivative rights sale hearing (2.1); telephone conferences with case parties re same (1.9).	Justin R. Bernbrock	4.00 hrs.	\$ 1670.00/hr.
10/09/25	Review and correspond with L. Santor re annexes to studio asset purchase agreement (.4); analyze open issues with A. Snow re same and further correspondence with L. Santor (.4); confer with T. Hovhannisyan re Paramount-related agreements in assumption notice (.3); revise funds flow and draft joint written instructions in connection with release of deposit for studio business sale (.6); correspondence and telephone conference with J. Kulback re same (.4); further correspondence with L. Santor re annexes to studio asset purchase agreement and Vine option purchase agreement issues (.4); review, analyze and revise annexes to asset purchase agreement (.6); correspondence with T. Hovhannisyan re same (.3); correspondence with Loeb team re revised annexes (.3); review copies of assumed contracts throughout the day in connection with the foregoing (.5); analyze open issues with respect to Warner documents included on assumption notice and discuss same with T. Hovhannisyan (.5).	Joseph A. Ireland	4.70 hrs.	\$ 1175.00/hr.
10/09/25	Conduct legal research re open issues for Debtors' proposed sale to Alcon (1.2); prepare summaries of cases cited by Warner Bros (1.4); confer with team re same (.7).	Alexandria G. Lattner	3.30 hrs.	\$ 1175.00/hr.



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10/09/25	Review, analyze Warner Bros and Regency objections to derivative rights sale and related filings and prepare working draft of reply brief re same (5.2); confer with SMRH team re same (1.3).	Matt Benz	6.50 hrs.	\$ 895.00/hr.
10/09/25	Further revise BVI filings re continuance out of the jurisdiction (.3); coordinate filings in DE related to the BVI continuance with SMRH paralegal team (.4); revise and compile DE LP certificates (.2).	John Herbstritt	.90 hrs.	\$ 825.00/hr.
10/09/25	Review and collate redomestication documents (1); correspond with filing agent, J. Herbstritt and A. Garcia re same (.3).	Aaron X. Hill	1.30 hrs.	\$ 540.00/hr.
10/09/25	Send redline of Annexes to J. Ireland for review (.3); correspondence re follow up on fifth assumption notice (.7); revise Annexes (1.5); correspondence with J. Ireland re same (2.1); prepare redlines of all annexes (.3).	Tatev Hovhannisyan	4.90 hrs.	\$ 765.00/hr.
10/10/25	Review revised reorganization documentation (.5); telephone conference with J. Ireland re Lot 3 closing (.7); draft correspondence re derivative rights asset purchase agreement (.3); draft correspondence re Loeb comments to Lot 1 amendment annex (.7).	Aerin A. Snow	2.20 hrs.	\$ 1260.00/hr.
10/10/25	Telephone conference with case parties re Warner Bros supplemental contract notice (.7); telephone conference with client re Lot 3 closing funds (.5); review, analyze issues re derivative rights sale hearing (1.9).	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.



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10/10/25 Review outstanding cure notices (.3); review comments on funds flow from J. Kulback (.3); review further comments from L. Santor on Annexes 2 and 3 to asset purchase agreement (.4); telephone conference with L. Santor re same (.4); review and analyze Warner Bros agreements included in recent assumption notice (.5); telephone conference with E. Jones, J. Nassiri, M. Benz, and A. Paddock re same (.4); review and analyze proposed agreements to be included in asset schedule (.4); review and analyze December Boys agreements proposed for inclusion in Annex 2 and confer with T. Hovhannisyan re same (.5); analyze open issues and telephone conference with J. Kulback re process for assumption notices (.4); review and revise asset purchase agreement and correspondence with V. Rubinstein re same (.5); research, review, and analyze assignment agreements relating to derivative rights and review related certificates of recordation (.5); correspondence with T. Hovhannisyan re same (.3); correspondence with M. Benz and A. Paddock re Warner Bros objection to derivative rights sale (.3); telephone conference with M. Benz and T. Hovhannisyan re assumption notice process (.3).

Joseph A. Ireland 5.50 hrs. \$ 1175.00/hr.

10/10/25 Review, analyze Warner Bros and Regency objections to derivative rights sale and related filings and prepare working draft of reply brief re same (8.3); confer with SMRH team re same (3.4).

Matt Benz 11.70 hrs. \$ 895.00/hr.

10/10/25 Revise and compile all BVI filings related to continuance of LP entities out of the jurisdiction (1.2); confer with BVI counsel re same (.2).

John Herbstritt 1.40 hrs. \$ 825.00/hr.

10/10/25 Correspond with filing agent, J. Herbstritt and A. Garcia re redomestication filings (.3); review client files in connection with same (.6).

Aaron X. Hill .90 hrs. \$ 540.00/hr.

10/10/25 Telephone conference with Warner Bros re assumption notice (.4); telephone conference with Louis re annexes (.5); update signature pages (.5); draft resolution for VRD entity (.6); correspondence re certificate of recordation of derivative right assignments for Warner Bros objection (.9).

Tatev Hovhannisyan 2.90 hrs. \$ 765.00/hr.



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10/11/25	Review, analyze Warner Bros and Regency objections to derivative rights sale and related filings and prepare working draft of reply brief re same (4.5); telephone conferences and correspondence with A. Paddock re same (.8).		
	Matt Benz	5.30 hrs.	\$ 895.00/hr.
10/12/25	Review and revise reply to sale objections for sale of the derivative rights (4.4); telephone conference with J. Nassiri and M. Benz re reply (.8).		
	Alyssa Paddock	5.20 hrs.	\$ 1105.00/hr.
10/12/25	Review, analyze Warner Bros and Regency objections to derivative rights sale and related filings and prepare working draft of reply brief re same (6.5); telephone conferences and correspondence with A. Paddock and J. Nassiri re same (1.7).		
	Matt Benz	8.20 hrs.	\$ 895.00/hr.
10/13/25	Telephone conference with J. Herbstritt re signature tracker for Lot 3.		
	Mia Katz	.50 hrs.	\$ 765.00/hr.
10/13/25	Create signatory tracker for board and shareholder resolutions re Lot 3.		
	Mia Katz	.90 hrs.	\$ 765.00/hr.
10/13/25	Revise signatories for Lot 3 board resolutions.		
	Mia Katz	.20 hrs.	\$ 765.00/hr.
10/13/25	Review and analyze derivative rights reply.		
	Gloria Grand-Pierre	1.20 hrs.	\$ 765.00/hr.
10/13/25	Attend to closing of Paramount matter.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
10/13/25	Review correspondence from D. Ahdoot re guild settlement.		
	Aerin A. Snow	.50 hrs.	\$ 1260.00/hr.



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10/13/25	Review, analyze issues re derivative rights sale hearing.	Justin R. Bernbrock	2.90 hrs.	\$ 1670.00/hr.
10/13/25	Analyze open diligence issues with respect to studio business (.4); telephone conference with T. Hovhannisyan and A. Badie re open issues with respect to asset purchase agreement (.4); telephone conference and correspondence with J. Herbstritt re seller resolutions for asset purchase agreement (.3); correspondence with M. Benz re insert for reply brief and review and analysis re same (.4); review correspondence from D. Ahdoot re guild assumption agreements in connection with Lot 3 (.3); review and correspondence with T. Hovhannisyan re annexes and supplemental cure notice issues (.8).	Joseph A. Ireland	2.60 hrs.	\$ 1175.00/hr.
10/13/25	Review and revise reply to sale objections for sale of the derivative rights.	Alyssa Paddock	4.20 hrs.	\$ 1105.00/hr.
10/13/25	Review, analyze Warner Bros and Regency objections to derivative rights sale and related filings and draft of reply brief re same (8.4); confer with SMRH team re same (1.4).	Matt Benz	9.80 hrs.	\$ 895.00/hr.
10/13/25	Coordinate with SMRH paralegal team to revise DE filings (.3); confer with SMRH corporate team re signature pages for Lot 3 transaction resolutions (.4); confer with BVI LP third party service provider re filing of BVI documents related to discontinuance of same (.3).	John Herbstritt	1.00 hrs.	\$ 825.00/hr.
10/13/25	Correspond with filing agent, J. Herbstritt and A. Garcia re redomestication evidence.	Aaron X. Hill	.50 hrs.	\$ 540.00/hr.



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10/13/25	Correspond with K. Berg re addition of new signatory to asset purchase agreement (.3); telephone conference with Loeb re annexes and cure notices for asset purchase agreement (.5); correspond with team re status update (.1), prepare sixth supplemental cure notice schedule by cross checking Annex II documents and the previous cure notices (2.4).		
	Tatev Hovhannisyan	3.30 hrs.	\$ 765.00/hr.
10/14/25	Review and revise the derivative rights reply brief.		
	Gloria Grand-Pierre	6.70 hrs.	\$ 765.00/hr.
10/14/25	Revise signature tracker for Lot 3 resolutions.		
	Mia Katz	.40 hrs.	\$ 765.00/hr.
10/14/25	Format and prepare master signature packet for Lot 3 board and shareholder resolutions.		
	Mia Katz	.90 hrs.	\$ 765.00/hr.
10/14/25	Update Lot 3 closing checklist to include VRD (BVI).		
	Mia Katz	.20 hrs.	\$ 765.00/hr.
10/14/25	Ensure transaction documents in the closing checklist have proper and accurate signature blocks for VRD (BVI).		
	Mia Katz	.80 hrs.	\$ 765.00/hr.
10/14/25	Locate and update the closing checklist re VREG's various W8s and W9s.		
	Mia Katz	.30 hrs.	\$ 765.00/hr.
10/14/25	Prepare signature packets for director and shareholder signatures for various VREG entities.		
	Mia Katz	1.60 hrs.	\$ 765.00/hr.
10/14/25	Review correspondence re closing of studio sale and board resolutions in connection with same.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.



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10/14/25	Multiple telephone conferences with case parties re derivative rights sale hearing (2.3); correspond re Lot 3 resolutions (.6); review, analyze same (.7); review, revise draft reply in support of derivative rights sale (1.7).	Justin R. Bernbrock	5.30 hrs.	\$ 1670.00/hr.
10/14/25	Analyze open issues with respect to asset purchase agreement outside dates (.3); telephone conference with A. Snow and correspondence with bankruptcy team re same (.2); review and revise derivative rights asset purchase agreement (1.1); attention to open studio business sale diligence issues (.8); draft insert for reply brief (.4); telephone conference with M. Benz re same (.4).	Joseph A. Ireland	3.20 hrs.	\$ 1175.00/hr.
10/14/25	Review and revise reply to sale objections for sale of the derivative rights.	Alyssa Paddock	6.10 hrs.	\$ 1105.00/hr.
10/14/25	Review, analyze Warner Bros and Regency objections to derivative rights sale and related filings and draft of reply brief re same (7.7); confer with SMRH team re same (1.4); draft declarations in support of derivative rights sale (3.1).	Matt Benz	12.20 hrs.	\$ 895.00/hr.
10/14/25	Review and revise signature matrix for Lot 3 resolutions (.2); update transaction checklist for Lot 3 transaction (.7); draft and revise correspondence to Lot 3 Seller directors re transaction approval resolutions (1); review and revise signature packets for Lot 3 Seller resolutions (.5); draft correspondence to BVI LP service provider re BVI filings (.2).	John Herbstritt	2.60 hrs.	\$ 825.00/hr.
10/14/25	Review agreement requested by Alcon to be noticed, cross checking whether they have been noticed and adding to new supplemental notice when applicable (2.5); correspondence with J. Ireland to open issues (.8).	Tatev Hovhannisyan	3.30 hrs.	\$ 765.00/hr.
10/15/25	Review and revise derivative rights reply brief.	Gloria Grand-Pierre	2.80 hrs.	\$ 765.00/hr.



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10/15/25	Coordinate the tracking and retention of executed signature packets for board resolution approvals for the Lot 3 asset purchase agreement.	Mia Katz	.50 hrs.	\$ 765.00/hr.
10/15/25	Consider timing and open issues in connection with closing of studio sale.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
10/15/25	Review, revise reply ISO derivative rights sale (2.1); correspond with SMRH team re same (.6); correspond with SMRH team re October 20 hearing (1.1); correspond with SMRH team re witness and exhibit list (.6); multiple telephone conferences with case parties re derivative rights sale hearing (2.2).	Justin R. Bernbrock	6.60 hrs.	\$ 1670.00/hr.
10/15/25	Attention to resolutions for Lot 2 asset purchase agreement (.3); analyze open diligence issues with respect to lot 2 annexes and telephone conference with J. Kulback re same (.5); review, telephone conference and correspond with T. Hovhannisyan re open diligence issues (.5); correspondence with SMRH deal team re Lot 2 issues (.2); telephone conference with J. Herbstritt re resolutions and related issues (.2).	Joseph A. Ireland	1.70 hrs.	\$ 1175.00/hr.
10/15/25	Review and revise reply in support of sale motion.	Alexandria G. Lattner	1.40 hrs.	\$ 1175.00/hr.
10/15/25	Review, analyze Warner Bros and Regency objections to derivative rights sale and related filings and draft of reply brief re same (10.1); confer with SMRH team re same (2.3).	Matt Benz	12.40 hrs.	\$ 895.00/hr.



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10/15/25	Draft correspondence to VREG management re invoice for BVI LP filings (.2); correspond re Lot 3 transaction seller directors re resolutions approving same (.5); coordinate signatures re same (.5); draft correspondence to Alcon counsel re BVI LP filings (.1); draft correspondence to VREG management re payment of invoice for BVI filings (.1); confer with VREG director re transaction approval resolutions (.4); coordinate meeting with SMRH counsel and VREG director re same (.3).	John Herbstritt	2.10 hrs.	\$ 825.00/hr.
10/15/25	Review new agreements requested by Alcon to be noticed, cross checking with previous notices and adding to new supplemental notice where required (.9); prepare follow up correspondence re open questions (.3).	Tatev Hovhannisyan	1.20 hrs.	\$ 765.00/hr.
10/16/25	Verify executed board and shareholder resolutions approvals for Lot 3 asset purchase agreement and compile executed signature pages with corresponding resolutions for each VREG entity.	Mia Katz	1.70 hrs.	\$ 765.00/hr.
10/16/25	Conference with SMRH corporate team re signature tracking for Lot 3 asset purchase agreement resolution approvals.	Mia Katz	.10 hrs.	\$ 765.00/hr.
10/16/25	Verify signatory titles for the other transaction documents re Lot 3 asset purchase agreement.	Mia Katz	.50 hrs.	\$ 765.00/hr.
10/16/25	Attend to Paramount issues and release of holdback (.3); correspond with J. Herbstritt re timing (.2).	Jennifer L. Nassiri	.50 hrs.	\$ 1545.00/hr.
10/16/25	Correspond with SMRH team re exhibits for derivative rights sale hearing (1.3); review, analyze materials re derivative rights sale hearing (3.9).	Justin R. Bernbrock	5.20 hrs.	\$ 1670.00/hr.



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10/16/25	Correspondence with B. Cherry re tax provision in derivative rights asset purchase agreement (.4); attention to open diligence issues with respect to asset purchase agreement (.2).	Joseph A. Ireland	.60 hrs.	\$ 1175.00/hr.
10/16/25	Prepare materials for derivative rights sale hearing (2.3); confer with SMRH team re same (1.2).	Matt Benz	3.50 hrs.	\$ 895.00/hr.
10/16/25	Review Alcon comments on annexes and prepare supplemental question.	Tatev Hovhannisyan	.80 hrs.	\$ 765.00/hr.
10/17/25	Attend to final Lot 2 asset purchase agreement with schedules.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
10/17/25	Correspond re Lot 2 and 3 asset purchase agreements and disclosure schedules (.7); correspond with SMRH team re witness and exhibit lists (.6); review, analyze letter from OMM re derivative rights sale (1.1); correspond re Alcon non-disclosure agreement (.4); correspond re Warner Bros offer (1.1); prepare for derivative rights sale hearing (2.9).	Justin R. Bernbrock	6.80 hrs.	\$ 1670.00/hr.
10/17/25	Review and prepare execution versions of derivative rights Asset Purchase Agreement and correspond with V. Rubinstein re same (.4); telephone conference with H. Tepner, J. Herbstritt and M. Benz re asset purchase agreement (.5); review fully executed derivative rights asset purchase agreement and attention to disclosure schedules and redlines against previously filed versions (.6).	Joseph A. Ireland	1.50 hrs.	\$ 1175.00/hr.
10/17/25	Prepare materials for derivative rights sale hearing (3.8); confer with SMRH team re same (1.4).	Matt Benz	5.20 hrs.	\$ 895.00/hr.



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10/17/25	Draft correspondence to VREG BVI third party service provider re invoice for BVI filings (.3); conference with VREG director re resolutions approving the transaction (.5).	John Herbstritt	.80 hrs.	\$ 825.00/hr.
10/17/25	Review Alcon comments on annexes and prepare supplemental question.	Tatev Hovhannisyan	.20 hrs.	\$ 765.00/hr.
10/18/25	Review, analyze materials re derivative rights sale hearing (2.9); prepare arguments re same (3.6); office conferences with SMRH team re same (2.3).	Justin R. Bernbrock	8.80 hrs.	\$ 1670.00/hr.
10/18/25	Prepare materials for derivative rights sale hearing (1.9); confer with SMRH team re same (.5).	Matt Benz	2.40 hrs.	\$ 895.00/hr.
10/19/25	Participate in and conduct witness and trial preparation for contested hearing.	Sydney B. Hunemuller	10.90 hrs.	\$ 1045.00/hr.
10/19/25	Attend Solic/SMRH team hearing preparation (1.1); office conferences with YCST, SMRH team re exchange demonstratives (.7); attend witness preparation for derivative rights sale hearing (3.1); review, analyze materials re derivative rights sale hearing (3.6); prepare for same (3.7).	Justin R. Bernbrock	12.20 hrs.	\$ 1670.00/hr.
10/19/25	Prepare materials for derivative rights sale hearing (4.1); confer and participate in in-person strategy conferences with SMRH and YCST teams re same (3.8).	Matt Benz	7.90 hrs.	\$ 895.00/hr.
10/20/25	Compile executed board approval resolutions for corporate SMRH review relating to Lot 3 asset purchase agreement.	Mia Katz	.40 hrs.	\$ 765.00/hr.



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10/20/25	Assist with matters relating to signing of the transaction documents for Lot 3, specifically the IP Assignment Agreement and the assumption and assignment agreement, and asset purchase agreement.		
	Mia Katz	1.30 hrs.	\$ 765.00/hr.
10/20/25	Conference with SMRH corporate team re proper signatory titles for Lot 3 transaction documents.		
	Mia Katz	.20 hrs.	\$ 765.00/hr.
10/20/25	Prepare for and attend derivatives rights hearing (8.3); conference with SMRH team re same (2.3); correspond re Warner Bros offer (.6); debrief with SMRH team and other parties re derivative rights sale hearing (1.3).		
	Justin R. Bernbrock	12.50 hrs.	\$ 1670.00/hr.
10/20/25	Remote attendance at derivative rights sale order hearing.		
	Joseph A. Ireland	4.10 hrs.	\$ 1175.00/hr.
10/20/25	Prepare for derivative rights sale hearing including reviewing documentation, drafting talking points, and preparing outlines for trial examination.		
	Alyssa Paddock	2.90 hrs.	\$ 1105.00/hr.
10/20/25	Prepare for and attend derivative rights sale hearing (9.1); prepare closing argument presentation and related materials (1.9); confer with SMRH team re same (.3).		
	Matt Benz	11.30 hrs.	\$ 895.00/hr.
10/20/25	Draft correspondence to VREG third party BVI filer re invoices for BVI filings (.2); review and revise Lot 3 transaction signature pages (.4).		
	John Herbstritt	.60 hrs.	\$ 825.00/hr.
10/20/25	Update sixth supplemental assumption notice (.7); draft correspondence to client re open diligence questions (.6).		
	Tatev Hovhannisyan	1.30 hrs.	\$ 765.00/hr.



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10/21/25	Prepare for and attend contested hearing re derivative rights sale (4); confer with SMRH team re same (1).	Sydney B. Hunemuller	5.00 hrs.	\$ 1045.00/hr.
10/21/25	Attend to correspondence re BVI issues and release of holdback.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
10/21/25	Correspond and telephone conferences with case parties re derivative rights sale hearing update (1.9); prepare for and attend derivative rights sale hearing (3.6).	Justin R. Bernbrock	5.50 hrs.	\$ 1670.00/hr.
10/21/25	Review open diligence issues with T. Hovhannisyan(.6); review summary of open issues prepared by T. Hovhannisyan (.2); prepare for and participate in telephone conference with A. Badie re studio asset sale (.4); review sixth supplemental cure schedule (.2); review of underlying agreements in connection with same (.4).	Joseph A. Ireland	1.80 hrs.	\$ 1175.00/hr.
10/21/25	Revise closing argument presentation and related materials (2.3); confer with SMRH team re same (.4); prepare for and attend second day of derivative rights sale hearing (3.2).	Matt Benz	5.90 hrs.	\$ 895.00/hr.
10/21/25	Correspondence with J. Ireland re next step (.2); telephone conference with Loeb re assumption notice (.3); draft and share open diligence questions with client (.4).	Tatev Hovhannisyan	.90 hrs.	\$ 765.00/hr.
10/22/25	Analyze open issues and correspondence in connection with timing of closing studio sale.	Jennifer L. Nassiri	1.30 hrs.	\$ 1545.00/hr.



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10/22/25	Correspond and telephone conferences with case parties re derivative rights sale hearing issues (1.9); correspond re Lot 3 closing funds flow (.6).	Justin R. Bernbrock	2.50 hrs.	\$ 1670.00/hr.
10/22/25	Review open issues re supplemental cure schedule with T. Hovhannisyan (.4); review outstanding closing items and correspond with J. Nassiri, A. Snow and L. Santor re same (.5); review K. Berg's feedback re studio sale annexes (.3); discuss open issues re same with T. Hovhannisyan (.4).	Joseph A. Ireland	1.60 hrs.	\$ 1175.00/hr.
10/22/25	Confer with VREG BVI third party filer re paid invoice (.2); confirm finality of all BVI filings (1.1); confer with SMRH paralegal team re DE franchise tax requirements (.2); draft email to Paramount/Alcon counsel re next steps for DE filings related to the BVI LP entity assignment (1.8).	John Herbstritt	3.30 hrs.	\$ 825.00/hr.
10/23/25	Correspond with team re same.	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
10/23/25	Review correspondence from K. Berg re status of delivery of electronic files to Alcon and open questions re studio asset purchase agreement annexes (.3); confer with T. Hovhannisyan re open issues with respect to annexes and communications with opposing counsel (.5); correspondence with J. Nassiri and V. Rubinstein re closing of studio sale (.4); review of outstanding closing items in connection with same (.4).	Joseph A. Ireland	1.60 hrs.	\$ 1175.00/hr.
10/23/25	Correspondences with client re revisions to sixth supplemental notice (.5); revise and share notice with Loeb (.3).	Tatev Hovhannisyan	.80 hrs.	\$ 765.00/hr.
10/24/25	Correspond and telephone conferences re derivative rights sale hearing update.	Justin R. Bernbrock	1.90 hrs.	\$ 1670.00/hr.



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10/24/25	Input final revisions to DE filings and related agreements to the BVI LP domestication.		
	John Herbstritt	.60 hrs.	\$ 825.00/hr.
10/26/25	Telephone conference with client, K&E re Warner Bros compromise re sale.		
	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.
10/27/25	Consider status of closing of studio sale (.5); review correspondence re same (.1); attend to status of amendment to Lot 1 asset purchase agreement (.4).		
	Jennifer L. Nassiri	1.00 hrs.	\$ 1545.00/hr.
10/27/25	Correspondence with J. Kulback re Lot 2 closing (.2); review open issues re same and outstanding diligence items (.2).		
	Joseph A. Ireland	.40 hrs.	\$ 1175.00/hr.
10/27/25	Correspond with filing agent, J. Herbstritt and A. Garcia re Delaware limited partnership franchise tax payments.		
	Aaron X. Hill	.30 hrs.	\$ 540.00/hr.
10/28/25	Review correspondence from J. Kulback re status of Lot 3 closing (.1); correspond with team re amendment to Lot 1 asset purchase agreement (.4).		
	Jennifer L. Nassiri	.50 hrs.	\$ 1545.00/hr.
10/28/25	Correspond with SMRH team re library sale agreement.		
	Justin R. Bernbrock	.30 hrs.	\$ 1670.00/hr.
10/28/25	Review open diligence issues with T. Hovhannisyan.		
	Joseph A. Ireland	.70 hrs.	\$ 1175.00/hr.
10/29/25	Attend to correspondence from K. Berg re status of Lot 1 amendment and Paramount issues (.3); evaluate all open issues in connection with closing of sale of equity and next steps (1.2).		
	Jennifer L. Nassiri	1.50 hrs.	\$ 1545.00/hr.



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10/29/25	Correspond and telephone conferences with case parties re derivative rights sale hearing update (1.7); correspond with SMRH team re Lot 1 and 3 outstanding issues (.7).	Justin R. Bernbrock	2.40 hrs.	\$ 1670.00/hr.
10/29/25	Analyze open issues with respect to Lot 3 closing (.3); correspondence with J. Nassiri, A. Snow, K. Berg et. al re same (.2); review open diligence issues (.3).	Joseph A. Ireland	.80 hrs.	\$ 1175.00/hr.
10/29/25	Correspond with SMRH and VREG teams re status of studio business sale closing.	Matt Benz	.20 hrs.	\$ 895.00/hr.
10/29/25	Review, revise correspondence to Paramount/Alcon re BVI LP domestication next steps (.5); compiled redlines of all relevant agreements/filings and verify finality of same (1.2); confer with SMRH paralegal team re LP franchise tax issue (.2); draft correspondence to VREG counsel re next steps for BVI LP equity transfer (.3).	John Herbstritt	2.20 hrs.	\$ 825.00/hr.
10/29/25	Correspond with filing agent, J. Herbstritt and A. Garcia re certificate of conversion filing requirements and Delaware limited partnership tax payment.	Aaron X. Hill	.80 hrs.	\$ 540.00/hr.
10/30/25	Review correspondence re Alcon status of closing of studio sale (.3); participate in telephone conference with client and corporate team re status (.5).	Jennifer L. Nassiri	.80 hrs.	\$ 1545.00/hr.
10/30/25	Analyze open issues with respect to closing of studio sale (.3); correspond with J. Kulback re same (.1); telephone conference with K. Berg, A. Snow, J. Nassiri, J. Bernbrock, L. Santor, M. Benz and A. Paddock re same (.5).	Joseph A. Ireland	.90 hrs.	\$ 1175.00/hr.



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10/30/25	Telephone conference with debtors' management team re status of sale processes and closing.	Alyssa Paddock	.60 hrs.	\$ 1105.00/hr.
10/30/25	Telephone conference and correspondence with SMRH and VREG teams re status of studio business sale closing.	Matt Benz	.70 hrs.	\$ 895.00/hr.
10/30/25	Team telephone conference re status of all currently open issues re studio and BVI entities.	Tatev Hovhannisyan	.50 hrs.	\$ 765.00/hr.
10/31/25	Internal telephone conference re BVI redomestication (.5); review comments to BVI entity redomestication documentation (1.8).	Aerin A. Snow	2.30 hrs.	\$ 1260.00/hr.
10/31/25	Review diligence requests from Alcon (.5); correspond with A. Badie re same (.2); telephone conference with J. Kulback re closing of studio sale (.2); analyze open issues re same (.2).	Joseph A. Ireland	1.10 hrs.	\$ 1175.00/hr.
10/31/25	Respond to research questions re statute of limitations on claims.	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
10/31/25	Confer with SMRH Corporate counsel re next steps for BVI LP assignments (.5); confer with Paramount counsel re same (.3); confer with Alcon counsel re same (.1); draft correspondence detailing certain revisions to documents related to same (.4).	John Herbstritt	1.30 hrs.	\$ 825.00/hr.



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Timekeeper Summary of: Asset Disposition

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
<i>Aerin A. Snow</i>	<i>11.80</i>	<i>\$ 1,260.00</i>	<i>\$ 14,868.00</i>
<i>Joseph A. Ireland</i>	<i>53.90</i>	<i>\$ 1,175.00</i>	<i>\$ 63,332.50</i>
<i>Justin R. Bernbrock</i>	<i>86.40</i>	<i>\$ 1,670.00</i>	<i>\$ 144,288.00</i>
<i>Joshua Z. Block</i>	<i>0.40</i>	<i>\$ 970.00</i>	<i>\$ 388.00</i>
<i>Jennifer L. Nassiri</i>	<i>13.70</i>	<i>\$ 1,545.00</i>	<i>\$ 21,166.50</i>
<i>Stacey L. Rosenberg</i>	<i>0.30</i>	<i>\$ 1,990.00</i>	<i>\$ 597.00</i>
<i>Alyssa Paddock</i>	<i>19.60</i>	<i>\$ 1,105.00</i>	<i>\$ 21,658.00</i>
<i>Matt Benz</i>	<i>122.10</i>	<i>\$ 895.00</i>	<i>\$ 109,279.50</i>
<i>Alexandria G. Lattner</i>	<i>7.20</i>	<i>\$ 1,175.00</i>	<i>\$ 8,460.00</i>
<i>John Herbstritt</i>	<i>20.70</i>	<i>\$ 825.00</i>	<i>\$ 17,077.50</i>
<i>Justin Fischer</i>	<i>0.30</i>	<i>\$ 765.00</i>	<i>\$ 229.50</i>
<i>Alyssa Garcia</i>	<i>9.60</i>	<i>\$ 765.00</i>	<i>\$ 7,344.00</i>
<i>Gloria Grand-Pierre</i>	<i>10.70</i>	<i>\$ 765.00</i>	<i>\$ 8,185.50</i>
<i>Mia Katz</i>	<i>10.50</i>	<i>\$ 765.00</i>	<i>\$ 8,032.50</i>
<i>Sydney B. Hunemuller</i>	<i>15.90</i>	<i>\$ 1,045.00</i>	<i>\$ 16,615.50</i>
<i>Aaron X. Hill</i>	<i>5.40</i>	<i>\$ 540.00</i>	<i>\$ 2,916.00</i>
<i>Tatev Hovhannisyan</i>	<i>41.10</i>	<i>\$ 765.00</i>	<i>\$ 31,441.50</i>
<i>Totals</i>	<i>429.60</i>	<i>\$ 1,107.73</i>	<i>\$ 475,879.50</i>

Fee/Employment Applications & Statements

10/08/25 Correspond with M. Benz re August and September monthly fee statements.

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

10/08/25 Correspond with SMRH team re August monthly fee application.

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



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10/09/25	Review and revise exhibits to August monthly fee application (1.1); correspond with SMRH team re same (.3).		
	Matt Benz	1.40 hrs.	\$ 895.00/hr.
10/10/25	Draft and coordinate filing of August monthly fee application.		
	Matt Benz	1.70 hrs.	\$ 895.00/hr.
10/13/25	Review second interim fee application and related correspondence.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
10/13/25	Prepare supplement to second interim fee application and confer with SMRH team re same.		
	Matt Benz	2.20 hrs.	\$ 895.00/hr.
10/16/25	Correspond with SMRH team re PSZJ first fee order.		
	Justin R. Bernbrock	.20 hrs.	\$ 1670.00/hr.
10/23/25	Telephone conference and correspondence with M. Benz re September monthly fee application and exhibits.		
	Gloria Grand-Pierre	.80 hrs.	\$ 765.00/hr.
10/23/25	Telephone conference and correspondence with G. Grand-Pierre re September monthly fee application and exhibits.		
	Matt Benz	.80 hrs.	\$ 895.00/hr.
10/24/25	Revise exhibits to September monthly fee application.		
	Gloria Grand-Pierre	4.10 hrs.	\$ 765.00/hr.
10/24/25	Review exhibits to September monthly fee application and correspond with G. Grand-Pierre re same.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.



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10/27/25	Correspond with SMRH team re September monthly fee application.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
10/28/25	Draft September monthly fee application.		
	Gloria Grand-Pierre	1.10 hrs.	\$ 765.00/hr.
10/28/25	Attend to September interim fee statement status (.2); consider status of CNO for second interim application (.2).		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
10/28/25	Review and review exhibits to September monthly fee application (1.1); review and revise September monthly fee application (.4); correspond with SMRH team re same (.3).		
	Matt Benz	1.80 hrs.	\$ 895.00/hr.
10/29/25	Revise September monthly fee application.		
	Gloria Grand-Pierre	1.40 hrs.	\$ 765.00/hr.
10/29/25	Review September interim fee statement.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
10/29/25	Review and review exhibits to September monthly fee application (1.3); correspond with SMRH team re same (.2).		
	Matt Benz	1.50 hrs.	\$ 895.00/hr.
10/30/25	Finalize September monthly fee application filing.		
	Gloria Grand-Pierre	.30 hrs.	\$ 765.00/hr.
10/30/25	Review final September interim fee statement and related correspondence.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
10/30/25	Correspond with SMRH team re September fee application.		
	Justin R. Bernbrock	.60 hrs.	\$ 1670.00/hr.



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10/30/25 Finalize and coordinate filing of September monthly fee application.

Matt Benz .50 hrs. \$ 895.00/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	0.80	\$ 1,670.00	\$ 1,336.00
Jennifer L. Nassiri	1.70	\$ 1,545.00	\$ 2,626.50
Matt Benz	10.80	\$ 895.00	\$ 9,666.00
Gloria Grand-Pierre	7.70	\$ 765.00	\$ 5,890.50
<i>Totals</i>	<i>21.00</i>	<i>\$ 929.48</i>	<i>\$ 19,519.00</i>

Assumption/Rejection of Leases and Contracts

10/01/25 Attend to correspondence re assumption of Disney agreement in connection with studio sale (.3); review correspondence in connection with supplemental assumption notice (.2).

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

10/01/25 Draft and coordinate filing of fifth supplemental assumption notice (1.2); confer with SMRH, Verita, and YCST teams re same (.6).

Matt Benz 1.80 hrs. \$ 895.00/hr.

10/02/25 Review notice of additional Warner Bros contracts to be assumed in connection with derivative rights sale and related correspondence.

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

10/02/25 Draft supplemental Warner Bros assumption notice and confer with SMRH and YCST teams re same (.9); confer with SMRH team re studio business contracts (.4).

Matt Benz 1.30 hrs. \$ 895.00/hr.



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10/03/25	Review final draft of Warner Bros notice of assumption (.2); correspond with team re same (.2).	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
10/03/25	Correspond with SMRH and YCST teams re supplemental Warner Bros assumption notice and coordinate filing of the same.	Matt Benz	.50 hrs.	\$ 895.00/hr.
10/06/25	Attend to producing services agreement issues (.3); attend to correspondence re assumed contracts with studio sale (.3).	Jennifer L. Nassiri	.60 hrs.	\$ 1545.00/hr.
10/06/25	Telephone conference and correspondence with SMRH team re studio business executory contract issues.	Matt Benz	.70 hrs.	\$ 895.00/hr.
10/09/25	Attend to Warner Bros request for meet and confer in connection with Warner Bros supplemental list of assumed contracts (.1); correspond re timing of same (.2).	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
10/09/25	Telephone conference and correspondence with J. Mulvihill re studio business executory contract issues (.3); correspond with SMRH team and counsel to Paramount re fifth supplemental assumption notice (.3).	Matt Benz	.60 hrs.	\$ 895.00/hr.
10/10/25	Participate in Warner Bros telephone conference re additional assumption list.	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
10/10/25	Confer with A. Paddock and M. Benz re potential motion to assume.	Alexandria G. Lattner	.40 hrs.	\$ 1175.00/hr.



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10/12/25	Review and analyze project notice (.3); and acceptance thereof (.3); prepare motion to assume project financing acceptance (1.2).		
	Alexandria G. Lattner	1.80 hrs.	\$ 1175.00/hr.
10/13/25	Attend to correspondence re union reservation of rights in connection with fifth supplemental notice of assumption.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
10/13/25	Draft motion to assume executory contract.		
	Alexandria G. Lattner	2.20 hrs.	\$ 1175.00/hr.
10/14/25	Conduct legal research re open issues (.6); prepare motion to assume executory contract (2.6).		
	Alexandria G. Lattner	3.20 hrs.	\$ 1175.00/hr.
10/15/25	Attend to correspondence re potential assumption related to "Drag Heist" project.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
10/15/25	Conduct legal research re open issues (1.9); prepare motion to assume executory contract (.9).		
	Alexandria G. Lattner	2.80 hrs.	\$ 1175.00/hr.
10/22/25	Correspond with T. Hovhannisyan and counsel to contract counterparties re assumed contracts in connection with studio business sale.		
	Matt Benz	.40 hrs.	\$ 895.00/hr.
10/22/25	Address open diligence questions re assumed contracts and assumption notices.		
	Tatev Hovhannisyan	1.20 hrs.	\$ 765.00/hr.
10/23/25	Consider open issues in connection with closing of studio sale and assumption of contracts.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.

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10/01/25	Prepare for and participate in deposition of Regency 30(b)(6) witness (4); confer with SMRH team re the same (1.5); review, analyze, and summarize topics for deposition preparation with Keith Maib (1); compile potential exhibits for the same (.5); review and analyze discovery requests to obtain additional documents for depositions and confer with all counsel re the same (.7).		
	Sydney B. Hunemuller	7.70 hrs.	\$ 1045.00/hr.



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10/01/25 Attend Alcon deposition (2.4); prepare for same and revise deposition outline (2.8); telephone conference with counsel for Alcon after deposition (.5); attend SMRH team strategy telephone conference (.4).

Thomas V. Panoff 6.10 hrs. \$ 1480.00/hr.

10/01/25 Attend to preparation for upcoming depositions and disputed derivative rights issues (1.1); correspond with SMRH team re scheduling order issues (.3); correspondence re Regency deposition (.4); attend 30(b)(6) deposition of Regency (2.3); participate in telephone conference with Loeb team re sale issues (.5).

Jennifer L. Nassiri 4.60 hrs. \$ 1545.00/hr.

10/01/25 Prepare for and attend Regency 30(b)(6) deposition (2.9); confer with SMRH team re same (1.1).

Justin R. Bernbrock 4.00 hrs. \$ 1670.00/hr.

10/01/25 Attend deposition for Regency (4); telephone conference re deposition with SMRH team (.5); review and respond to various discovery matters (1.1).

Alyssa Paddock 5.60 hrs. \$ 1105.00/hr.

10/01/25 Prepare for and attend D. Friedman deposition (4.7); telephone conference with SMRH and Loeb teams re same (.4); review discovery documents and attend to priority discovery related work streams (1.1); confer with SMRH and VREG teams re discovery strategy (.6).

Matt Benz 6.80 hrs. \$ 895.00/hr.

10/02/25 Deposition preparation session with SMRH team and K. Maib (2.4); prepare for upcoming Warner Bros. Rule 30(b)(6) depositions (4.1); correspondence with Warner Bros and Regency counsel re discovery responses (.4); telephone conference with SMRH and YCST team to discuss pre-hearing filings (.3).

Thomas V. Panoff 7.20 hrs. \$ 1480.00/hr.



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10/02/25	Prepare for and participate in deposition preparation sessions for K. Maib deposition (4); confer with SMRH team re the same (2); confer with SMRH team and board members re Warner Bros settlement proposal (.5); review, analyze deposition transcripts to supplement deposition outlines (1.1).	Sydney B. Hunemuller	7.60 hrs.	\$ 1045.00/hr.
10/02/25	Participate in preparation meeting for K. Maib deposition (2.3); strategize re ongoing discovery issues (2.2); review correspondence re additional documents in connection with Regency deposition (.4).	Jennifer L. Nassiri	4.90 hrs.	\$ 1545.00/hr.
10/02/25	Prepare for and attend deposition prep session re K. Maib (2.5); telephone conference with YCST, SMRH team re schedule issues (1.1).	Justin R. Bernbrock	3.60 hrs.	\$ 1670.00/hr.
10/02/25	Deposition preparation session with K. Maib, SMRH team (2); telephone conference with SMRH team and YCST re scheduling and filings related to contested matters (.3).	Alyssa Paddock	2.30 hrs.	\$ 1105.00/hr.
10/02/25	Participate in deposition preparation meetings with SMRH and VREG teams (2.7); telephone conference and correspondence with SMRH and YCST teams re deadlines under scheduling order and related discovery matters (.6); review discovery documents productions and attend to priority discovery related work streams (1.8).	Matt Benz	5.10 hrs.	\$ 895.00/hr.
10/03/25	Defend K. Maib deposition (5.3); review documents and outline potential follow up items for same (2.1); follow up telephone conference with SMRH and Alcon counsel (.3).	Thomas V. Panoff	7.70 hrs.	\$ 1480.00/hr.
10/03/25	Prepare for and participate in deposition of Keith Maib (5); confer with SMRH team re the same (2); revised deposition outlines following testimony (1.1).	Sydney B. Hunemuller	8.10 hrs.	\$ 1045.00/hr.



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10/03/25	Attend deposition of K. Maib (5.4); attend to deposition strategy for upcoming depositions (.4); follow up telephone conference with Alcon team (.2); analyze further document production from Alcon and Regency (.9).
	Jennifer L. Nassiri 6.90 hrs. \$ 1545.00/hr.
10/03/25	Prepare for and attend deposition of K. Maib (2.7); conference with SMRH team re same (1.3); telephone conference with K. Maib re same (1.1).
	Justin R. Bernbrock 5.10 hrs. \$ 1670.00/hr.
10/03/25	Attend deposition of K. Maib (4.5); follow up telephone conference with SMRH team re discovery matters (.6); review and respond to various discovery matters (.9).
	Alyssa Paddock 6.00 hrs. \$ 1105.00/hr.
10/03/25	Prepare for and attend K. Maib deposition (6.2); telephone conference with SMRH and Loeb teams re same (.3); review discovery documents and attend to priority discovery related work streams (.8).
	Matt Benz 7.30 hrs. \$ 895.00/hr.
10/04/25	Draft and revise deposition outlines of Warner Bros. witnesses to incorporate previous deposition testimony topics, exhibits, and SMRH discussions (3.4); confer with T. Panoff and M. Benz re the same (1).
	Sydney B. Hunemuller 4.40 hrs. \$ 1045.00/hr.
10/04/25	Draft correspondence to S. Drake re various discovery items (.6); review documents and revise outline for upcoming S. Spira deposition (3.5).
	Thomas V. Panoff 4.10 hrs. \$ 1480.00/hr.
10/04/25	Evaluate strategy in connection with upcoming derivative rights hearings (1.8); attention to correspondence re meet and confer issues with Warner Bros and Regency (.4).
	Jennifer L. Nassiri 2.20 hrs. \$ 1545.00/hr.



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10/04/25	Confer with T. Panoff and S. Hunemuller re discovery matters and attend to priority work streams in connection with the same.		
	Matt Benz	1.30 hrs.	\$ 895.00/hr.
10/05/25	Confer with SMRH team re deposition strategy and preparation for S. Spira deposition.		
	Sydney B. Hunemuller	.90 hrs.	\$ 1045.00/hr.
10/05/25	Continue preparing for S. Spira deposition and revise outline for same (4.3); correspondence with S. Drake on discovery items (.2).		
	Thomas V. Panoff	4.50 hrs.	\$ 1480.00/hr.
10/05/25	Analyze open issues in connection with ongoing discovery with Warner Bros and Regency (.4); attend to correspondence re same (.4).		
	Jennifer L. Nassiri	.80 hrs.	\$ 1545.00/hr.
10/05/25	Correspond with D. Klein re Warner Bros deposition (.6); review, analyze materials re same (2.4).		
	Justin R. Bernbrock	3.00 hrs.	\$ 1670.00/hr.
10/05/25	Review and revise S. Spira deposition outline (2.4); confer with T. Panoff and S. Hunemuller re same (.3); attend to priority discovery related work streams and confer with SMRH team re same (.8).		
	Matt Benz	3.50 hrs.	\$ 895.00/hr.
10/06/25	Take S. Spira deposition (4.7); revise outline and prepare for same (2.9); follow up telephone conferences with SMRH team (.5).		
	Thomas V. Panoff	8.10 hrs.	\$ 1480.00/hr.
10/06/25	Prepare for and participate in S. Spira deposition (8); confer with SMRH and Alcon re the same (1); revise deposition outlines (1); review and supplement production (.6).		
	Sydney B. Hunemuller	10.60 hrs.	\$ 1045.00/hr.



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10/06/25	Attend S. Spira deposition (4.8); participate in telephone conference with team re follow up strategy and preparation for upcoming depositions (.5); review and analyze Warner Bros objection and supporting W. Smith deposition (1.8).
	Jennifer L. Nassiri 7.10 hrs. \$ 1545.00/hr.
10/06/25	Prepare for and attend S. Spira deposition (4.5); correspond, telephone conference with SMRH team re same (1.6); correspond with SMRH team re upcoming depositions (.6).
	Justin R. Bernbrock 6.70 hrs. \$ 1670.00/hr.
10/06/25	Review Warner Bros sale objection.
	Alyssa Paddock 5.40 hrs. \$ 1105.00/hr.
10/06/25	Attend 30(b)(6) deposition of S. Spira.
	Alyssa Paddock 4.50 hrs. \$ 1105.00/hr.
10/06/25	Prepare for and attend S. Spira deposition (5.8); telephone conference with SMRH and Loeb teams re same (.4); review discovery documents and attend to priority discovery related work streams (.9).
	Matt Benz 7.10 hrs. \$ 895.00/hr.
10/07/25	Attend Johnson deposition and document key testimony (2.5); review pre-deposition objections (1.5).
	Nicole Marcinkus 4.00 hrs. \$ 765.00/hr.
10/07/25	Attend deposition of B. Johnson and document key testimony relevant to the derivative rights sale objection.
	Gloria Grand-Pierre 4.00 hrs. \$ 765.00/hr.
10/07/25	Prepare for W. Smith Deposition.
	Gloria Grand-Pierre .80 hrs. \$ 765.00/hr.



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10/07/25 Attend portions of Alcon deposition (4.1); prepare for W. Smith deposition and revise outline re same (5.7).

Thomas V. Panoff 9.80 hrs. \$ 1480.00/hr.

10/07/25 Prepare for W. Smith deposition and revise outlines and exhibits for the same (8); confer with SMRH team re the same (1.7).

Sydney B. Hunemuller 9.70 hrs. \$ 1045.00/hr.

10/07/25 Prepare for Alcon 30(b)(6) deposition (.8); participate in deposition of B. Johnson for Alcon (5.9); review supplemental objection by Regency and supporting declaration (.4); evaluate strategy for W. Smith deposition (.5); analysis of research issues necessary for reply in support of derivative rights motion (.7).

Jennifer L. Nassiri 8.30 hrs. \$ 1545.00/hr.

10/07/25 Prepare for and attend Alcon 30(b)(6) deposition (4.6); correspond, telephone conference with SMRH team re same (1.3); telephone conference with SMRH team re Warner Bros/Regency objections (1.1); correspond re same (.8); attend W. Smith deposition prep telephone conference (1.3).

Justin R. Bernbrock 9.10 hrs. \$ 1670.00/hr.

10/07/25 Attend deposition of Alcon's 30(b)(6) witness.

Alyssa Paddock 4.50 hrs. \$ 1105.00/hr.

10/07/25 Telephone conference with A. Lattner and M. Benz re Warner Bros. sale objection (.6); review Warner Bros sale objection (2.3); telephone conference with J. Ireland and M. Benz re Warner Bros sale objection (.5); telephone conference with YCST re objections filed and follow up research (.8); telephone conference with SMRH bankruptcy and SMRH litigation teams re discovery (.5).

Alyssa Paddock 4.70 hrs. \$ 1105.00/hr.



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10/07/25	Telephone conference with D. Torres and D. Klein re K. Berg deposition (.4); prepare for and attend B. Johnson deposition (6.1); telephone conference with SMRH and Loeb teams re same (.3); telephone conference and correspondence with SMRH team re W. Smith deposition preparation (1.3); attend to priority work streams in connections with the same (.8).	Matt Benz	8.90 hrs.	\$ 895.00/hr.
10/08/25	Take W. Smith deposition (7.7); prepare for same in advance and revise outline (2.6).	Thomas V. Panoff	10.30 hrs.	\$ 1480.00/hr.
10/08/25	Prepare for and participate in W. Smith deposition (8); confer with SMRH team re the same (2.1).	Sydney B. Hunemuller	10.10 hrs.	\$ 1045.00/hr.
10/08/25	Evaluate strategy for W. Smith deposition (.5); review additional Warner Bros produced documents (.4); review additional Alcon produced documents (.5); attend deposition of W. Smith (7.8).	Jennifer L. Nassiri	9.20 hrs.	\$ 1545.00/hr.
10/08/25	Prepare for and attend W. Smith deposition (6.3); correspond, telephone conference with SMRH team re same (1.1).	Justin R. Bernbrock	7.40 hrs.	\$ 1670.00/hr.
10/08/25	Attend deposition of Warner Bros 30(b)(6) witness W. Smith.	Alyssa Paddock	7.50 hrs.	\$ 1105.00/hr.
10/08/25	Telephone conference with Alcon's local counsel re discovery matters.	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.
10/08/25	Research and draft reply to derivative rights sale objections.	Alyssa Paddock	5.00 hrs.	\$ 1105.00/hr.



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10/08/25	Prepare for and attend W. Smith deposition.	Matt Benz	8.70 hrs.	\$ 895.00/hr.
10/09/25	Draft and revise exhibit list for hearing (2.2); review deposition transcript for confidentiality designations and in preparation of hearing (2.4).	Sydney B. Hunemuller	4.60 hrs.	\$ 1045.00/hr.
10/09/25	Confer with SMRH team re litigation strategy.	Sydney B. Hunemuller	1.00 hrs.	\$ 1045.00/hr.
10/09/25	SMRH team strategy telephone conference to discuss upcoming hearing (1.4); review and revise witness list (.4); review protective order and depositions related to confidentiality designations (.6); summarize notes of key points from depositions (2.1); draft outline for W. Smith cross examination at hearing (1.8).	Thomas V. Panoff	6.30 hrs.	\$ 1480.00/hr.
10/09/25	Attend to ongoing discovery issues in connection with transcript designations (.3); analysis of case law in connection with reply to Warner Bros supplemental objection (3.7); attend to team telephone conference re hearing strategy (1.4); review draft exhibit list (.3); review draft notice of lodgment of deposition transcripts (.2).	Jennifer L. Nassiri	5.90 hrs.	\$ 1545.00/hr.
10/09/25	Research and draft reply to derivative rights sale objections (8.7); telephone conference with SMRH bankruptcy team re discovery matters (1.4).	Alyssa Paddock	10.10 hrs.	\$ 1105.00/hr.
10/10/25	Telephone conference with SMRH and Solic teams to discuss upcoming sale hearing (.2); meet and confer telephone conference with counsel for Warner Bros re additional contracts (.2); telephone conference with counsel for all parties re upcoming hearing (.5); telephone conference with J. Bernbrock to discuss hearing (.2); research potential use of deposition for absent witness (.8); review and edit draft exhibit list (.3); review exhibit lists from Warner Bros, Alcon and Regency (.4); outline key issues for upcoming direct examinations at hearing (2.9).	Thomas V. Panoff	5.50 hrs.	\$ 1480.00/hr.



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10/10/25	Confer with SMRH team re litigation strategy.		
	Sydney B. Hunemuller	1.50 hrs.	\$ 1045.00/hr.
10/10/25	Revise exhibit list for hearing (1); review additional deposition transcript for confidentiality designations and in preparation of hearing (1.9).		
	Sydney B. Hunemuller	2.90 hrs.	\$ 1045.00/hr.
10/10/25	Prepare for and participate in meet and confer telephone conference re discovery.		
	Sydney B. Hunemuller	1.00 hrs.	\$ 1045.00/hr.
10/10/25	Evaluate strategy for hearing preparation in connection with witnesses, exhibits and demonstratives (1.8); telephone conference with Warner Bros /Alcon re hearing strategy (.6); telephone conference with SMRH team and YCST re same (.9); review multiple exhibit lists from multiple parties (.9); analyze financial accommodation case law in connection with reply (2.9); review correspondence from S. Drake re Warner Bros reply brief (.5).		
	Jennifer L. Nassiri	7.60 hrs.	\$ 1545.00/hr.
10/10/25	Draft reply to derivative rights sale objections.		
	Alyssa Paddock	13.40 hrs.	\$ 1105.00/hr.
10/10/25	Telephone conference with counsel to Alcon, Warner Bros and Regency re scheduling for contested sale hearing (.5); telephone conference with SMRH team re same (.6).		
	Alyssa Paddock	1.10 hrs.	\$ 1105.00/hr.
10/10/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
10/10/25	Telephone conferences and correspondence with SMRH team and counsel to other parties re discovery matters and attend to priority work streams in connection with the same.		
	Matt Benz	1.40 hrs.	\$ 895.00/hr.



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10/11/25	Confer with SMRH team re hearing strategy and brief.		
	Sydney B. Hunemuller	.80 hrs.	\$ 1045.00/hr.
10/11/25	Conduct research in support of reply brief re derivative rights sale.		
	Gloria Grand-Pierre	2.00 hrs.	\$ 765.00/hr.
10/11/25	Correspond with M. Benz re research in support of reply brief re derivative rights sale.		
	Gloria Grand-Pierre	.40 hrs.	\$ 765.00/hr.
10/11/25	Draft chart of proposed direct and cross exam topics for October 20 sale hearing.		
	Thomas V. Panoff	1.30 hrs.	\$ 1480.00/hr.
10/11/25	Revise reply to Warner Bros objection to sale of derivative rights (2.4); correspond with team re same (.3); evaluate overall strategy in connection with presentation of reply (.8).		
	Jennifer L. Nassiri	3.50 hrs.	\$ 1545.00/hr.
10/11/25	Review, analyze Warner Bros objection (1.8); telephone conferences with SMRH team re same (1.3).		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
10/11/25	Draft and revise reply to derivative rights sale objections (7.9); telephone conference with J. Nassiri re contested sale (.3) telephone conference with M. Benz re reply (.4).		
	Alyssa Paddock	8.60 hrs.	\$ 1105.00/hr.
10/11/25	Compile exhibit list documents and confer with SMRH team re same.		
	Matt Benz	.90 hrs.	\$ 895.00/hr.
10/12/25	Review initial draft of brief in response to Warner Bros sale objection (1.1); draft notes re same (.3); outline topics for W. Smith cross exam (1.9).		
	Thomas V. Panoff	3.30 hrs.	\$ 1480.00/hr.



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10/12/25	Confer with SMRH team re strategy for derivative rights hearing (1); confer with client and legal team re deposition testimony for the same (.6).	Sydney B. Hunemuller	1.60 hrs.	\$ 1045.00/hr.
10/12/25	Participate in telephone conference with M. Benz and A. Paddock re revisions to the reply brief and strategy in connection with same (1); evaluate strategy in connection with same (.8); review further revised draft of reply (.9).	Jennifer L. Nassiri	2.70 hrs.	\$ 1545.00/hr.
10/12/25	Review, analyze Warner Bros objection (2.3); telephone conferences with SMRH team re same (1.6).	Justin R. Bernbrock	3.90 hrs.	\$ 1670.00/hr.
10/13/25	Review case materials for preparation of witness materials for hearing on sale of derivative rights.	Christopher S. Comstock	5.70 hrs.	\$ 1260.00/hr.
10/13/25	Telephone conference with VREG team to discuss strategies for the upcoming derivative rights hearing.	Gloria Grand-Pierre	.50 hrs.	\$ 765.00/hr.
10/13/25	SMRH team telephone conference to discuss strategy for October 20 hearing (.8); telephone conference with S. Drake to discuss same hearing (.2); review and edit draft brief in response to Warner Bros objections (2.4); draft direct exam outlines for October 20 hearing (4.3); review source documents for same (1.4).	Thomas V. Panoff	9.10 hrs.	\$ 1480.00/hr.
10/13/25	Confer with SMRH team re hearing preparation (1); confer with T. Panoff re same (.6).	Sydney B. Hunemuller	1.60 hrs.	\$ 1045.00/hr.



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10/13/25	Participate in litigation strategy telephone conference (.8); correspond with team re same (1); review revisions from J. Mulvihill and T. Panoff re same (.8); telephone conference with Solic team re declarations (.2); attend to multiple supporting declarations for reply (.6); analyze Alcon, Regency and Warner Bros objections to exhibits (1.2); prepare for hearing on derivative rights sale (1.4); analyze and make further revisions to reply brief (1.2).	Jennifer L. Nassiri	7.20 hrs.	\$ 1545.00/hr.
10/13/25	Telephone conference with SMRH team re litigation strategy in connection with derivative rights sale hearing (.8); prepare materials in connection with the same (.3).	Matt Benz	1.10 hrs.	\$ 895.00/hr.
10/14/25	Review case materials for preparation of witness materials for hearing on sale of derivative rights (3.5); prepare outline for cross examination of W. Smith (1.8).	Christopher S. Comstock	5.30 hrs.	\$ 1260.00/hr.
10/14/25	Review and edit updated witness and exhibit lists (.5); review draft of Alcon reply brief related to objections and supporting declaration (1.3); meet and confer with counsel for all parties re October 20 hearing (.5); continue drafting direct exam outlines for October 20 hearing (2.8); review source materials for W. Smith cross exam (3.3).	Thomas V. Panoff	8.40 hrs.	\$ 1480.00/hr.
10/14/25	Prepare for and participate in meet and confer regarding objections to exhibits (1); confer with SMRH team re same and litigation strategy (2).	Sydney B. Hunemuller	3.00 hrs.	\$ 1045.00/hr.
10/14/25	Draft and revise witness list for hearing (1.5); confer with YCST re same (.5); compile exhibits for hearing binder submission to chambers (2); review deposition transcripts to prepare witness outlines (1.9).	Sydney B. Hunemuller	5.90 hrs.	\$ 1045.00/hr.



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10/14/25	Analyze Alcon draft objection and correspond with team in connection with same (1.6); attend to correspondence re declarations in support of reply (.9); review amended exhibit list and draft witness list (.8) evaluate strategy in preparation for hearing on derivative rights motion (2.7); review draft Maib declaration and provide comments to same (.5); review Snellenberger declaration (.3); review draft Maib declaration (.4).	Jennifer L. Nassiri	7.20 hrs.	\$ 1545.00/hr.
10/14/25	Telephone conference with SMRH team re contested sale hearing.	Alyssa Paddock	.80 hrs.	\$ 1105.00/hr.
10/14/25	Telephone conference with case parties re litigation matters in connection with derivative rights sale hearing (.5); review and revise materials in connection with the same (.8).	Matt Benz	1.30 hrs.	\$ 895.00/hr.
10/15/25	Review final drafts of response brief and supporting declarations (2.2); telephone conference with S. Drake to discuss October 20 hearing (.2); prepare cross and direct outlines for upcoming October 20 hearing and review source documents for same (6.9).	Thomas V. Panoff	9.30 hrs.	\$ 1480.00/hr.
10/15/25	Review case materials for preparation of witness materials for hearing on sale of derivative rights (2.5); prepare outline for cross examination of W. Smith (3).	Christopher S. Comstock	5.50 hrs.	\$ 1260.00/hr.
10/15/25	Confer with SMRH team and Alcon re hearing strategy (.5); revise witness list for hearing (1); confer with YCST re same (.5); compile additional exhibits for hearing binder submission to chambers (1); compile hearing materials and binders for evidentiary hearing (1.3); confer with T. Panoff re same (.5); draft witness examination outlines for hearing (2.8); review and analyze depositions and exhibits for the same (2).	Sydney B. Hunemuller	9.60 hrs.	\$ 1045.00/hr.



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10/15/25	Review final declarations in support of reply brief (.8); review J. Bernbrock revisions to reply brief (.6); correspond with team re October 15 filings and hearing logistics (1.8); attention to updates to exhibit and witness lists and related issues (1.1); review draft redactions for reply (.8); review supplemental declaration of W. Smith (.7); review Warner Bros initial bid package and related correspondence (.5).	Jennifer L. Nassiri	6.30 hrs.	\$ 1545.00/hr.
10/15/25	Correspond with J. Nassiri re option issue (.1); analyze precedent for same (.1).	Catherine Jun	.20 hrs.	\$ 1180.00/hr.
10/15/25	Telephone conferences with M. Benz re sale reply (.4); telephone conference with SMRH team re contested sale hearing (.8); telephone conference with SMRH team and counsel to Alcon re contested sale hearing (.5); revise reply to sale objections and finalize reply for filing (6.4).	Alyssa Paddock	8.10 hrs.	\$ 1105.00/hr.
10/15/25	Confer with SMRH team re deposition designations in connection with derivative rights sale hearing (.5); review and revise materials in connection with the same (.4); confer with SMRH team re litigation strategy re same (.6).	Matt Benz	1.50 hrs.	\$ 895.00/hr.
10/16/25	Telephone conference with counsel for all parties to discuss October 20 hearing (.5); correspond with SMRH team re same (.6); prepare direct and cross exam outlines and review source documents for same (6.3).	Thomas V. Panoff	7.40 hrs.	\$ 1480.00/hr.
10/16/25	Prepare Debtors' deposition designations for the upcoming derivative rights sale hearing.	Gloria Grand-Pierre	5.50 hrs.	\$ 765.00/hr.
10/16/25	Telephone conference with SMRH team to discuss preparation of witness outlines and demonstratives for hearing (.7); prepare outline for cross examination of W. Smith (2.5); review background materials for hearing (2.3).	Christopher S. Comstock	5.50 hrs.	\$ 1260.00/hr.



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10/16/25	Review S. Spira deposition and document relevant testimony for use at hearing.	Nicole Marcinkus	3.90 hrs.	\$ 765.00/hr.
10/16/25	Prepare for and participate in meet and confer regarding hearing (1); confer with SMRH team re same and hearing strategy (2); draft witness examination outlines for hearing (3.5); draft exhibit list and compile the same for witness examinations (3); confer with T. Panoff re same (1.5); confer with C. Comstock re same (1.3).	Sydney B. Hunemuller	12.30 hrs.	\$ 1045.00/hr.
10/16/25	Attend to correspondence re final joint witness/exhibit lists and agenda (1.1); participate in telephone conference with SMRH team re strategy in connection with meet and confer (.7); participate in meet and confer conference with Warner Bros/Alcon/Regency teams (.5); prepare for hearing on derivative rights sale (.7); review committee witness/exhibit lists and related correspondence (.3).	Jennifer L. Nassiri	3.30 hrs.	\$ 1545.00/hr.
10/16/25	Telephone conference with SMRH team re update on contested sale hearing matters (.5); telephone conference with SMRH team re demonstratives for contested sale hearing (.5); telephone conference with C. Comstock and M. Benz re witness outlines (.4); telephone conference with SMRH team and counsel to Alcon and counsel to Warner Bros (.5); review and advise on various issues re pleadings and preparation for contested sale hearing (4.2).	Alyssa Paddock	6.10 hrs.	\$ 1105.00/hr.
10/16/25	Prepare demonstratives in connection with derivative rights sale hearing (2.2); confer with SMRH team re same (.4)..	Matt Benz	2.60 hrs.	\$ 895.00/hr.
10/17/25	Conduct research on any litigation initiated by Warner Bros against a set of entities that have co-financed movies with Warner Bros.	Gloria Grand-Pierre	2.80 hrs.	\$ 765.00/hr.



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10/17/25 Review, revise draft W. Smith cross exam outlines and direct exam outlines for three Village witnesses.

Thomas V. Panoff 9.70 hrs. \$ 1480.00/hr.

10/17/25 Draft and revise comprehensive witness outlines and exhibits for hearing (5); compile comprehensive set of hearing materials for preparation sessions (3); confer with T. Panoff re same (1.3).

Sydney B. Hunemuller 9.30 hrs. \$ 1045.00/hr.

10/17/25 Research previous Warner Brothers litigation in connection with derivative rights sale hearing (2); research intellectual property infringement cases and cases filed against other entertainment entities re same (2); correspond with SMRH team re same (.1); research case references and filings re same (.3).

Nicole Marcinkus 4.40 hrs. \$ 765.00/hr.

10/17/25 Prepare and revise draft cross examination outline of W. Smith (4); review materials for direct examination of debtor witnesses (2.5).

Christopher S. Comstock 6.50 hrs. \$ 1260.00/hr.

10/17/25 Telephone conference with SMRH team regarding witness preparation (.5); review draft examination materials and comment on same (.8); correspond with team re strategy and prepare for hearing (1.8); review draft demonstrative for hearing preparation (.6); correspond with E. Jones on meet and confer issues (.3).

Jennifer L. Nassiri 4.00 hrs. \$ 1545.00/hr.

10/17/25 Review and revise witness outlines for hearing (2.8); telephone conference with SMRH bankruptcy team re contested sale hearing (.5).

Alyssa Paddock 3.30 hrs. \$ 1105.00/hr.

10/17/25 Review and revise draft direct and cross examination outlines (.9); confer with SMRH team re same (.2).

Matt Benz 1.10 hrs. \$ 895.00/hr.



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10/17/25	Lexis background reports on four individuals.		
	Bruce Liebman	.40 hrs.	\$ 540.00/hr.
10/18/25	Draft and revise direct outlines (2); confer with SMRH team re the same and other hearing preparation (1); participate in hearing preparation (3).		
	Sydney B. Hunemuller	6.00 hrs.	\$ 1045.00/hr.
10/18/25	Revise direct and cross exam outlines for upcoming October 20 sale hearing (5.4); SMRH team strategy meeting preparing for same (2.4).		
	Thomas V. Panoff	7.80 hrs.	\$ 1480.00/hr.
10/18/25	Revise direct witness outlines for October 20 asset sale hearing.		
	Christopher S. Comstock	1.50 hrs.	\$ 1260.00/hr.
10/18/25	Prepare for derivative rights hearing (7.8); analyze witness preparation materials (1.2); review S. Spira designations (.5).		
	Jennifer L. Nassiri	9.50 hrs.	\$ 1545.00/hr.
10/18/25	Review transcripts, case law, and pleadings to prepare for contested sale hearing for derivative rights assets in Delaware.		
	Alyssa Paddock	4.40 hrs.	\$ 1105.00/hr.
10/19/25	Prepare witnesses for October 20 asset sale hearing.		
	Christopher S. Comstock	10.50 hrs.	\$ 1260.00/hr.
10/19/25	Meet with SMRH team, Alcon team and witnesses to prepare for upcoming October 20 hearing and revise outlines for same.		
	Thomas V. Panoff	12.20 hrs.	\$ 1480.00/hr.
10/19/25	Compile cases in preparation of the derivative rights hearing.		
	Gloria Grand-Pierre	2.60 hrs.	\$ 765.00/hr.



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10/19/25	Prepare exhibit lists for derivative rights sale hearing.		
	Gloria Grand-Pierre	.80 hrs.	\$ 765.00/hr.
10/19/25	Prepare witnesses for direct and cross examination for derivative rights sale hearing.		
	Gloria Grand-Pierre	1.40 hrs.	\$ 765.00/hr.
10/19/25	Meet with Alcon's legal team to discuss strategy for derivative rights sale hearing.		
	Gloria Grand-Pierre	1.00 hrs.	\$ 765.00/hr.
10/19/25	Prepare for derivative rights sale hearing.		
	Jennifer L. Nassiri	10.70 hrs.	\$ 1545.00/hr.
10/19/25	In person preparation in Delaware for contested derivative rights sale hearing including reviewing documentation, drafting talking points, and preparing outlines for trial examination.		
	Alyssa Paddock	11.20 hrs.	\$ 1105.00/hr.
10/20/25	Prepare materials for asset sale hearing (1); attend asset sale hearing (7); prepare for closing arguments (1).		
	Christopher S. Comstock	9.00 hrs.	\$ 1260.00/hr.
10/20/25	Meeting with SMRH team re derivative rights hearing.		
	Gloria Grand-Pierre	1.30 hrs.	\$ 765.00/hr.
10/20/25	Attend derivative rights sale hearing.		
	Gloria Grand-Pierre	6.80 hrs.	\$ 765.00/hr.
10/20/25	Conduct October 20 evidentiary hearing on derivative rights sale (6.8); prepare and meeting with SMRH team re same (4.8).		
	Thomas V. Panoff	11.60 hrs.	\$ 1480.00/hr.



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10/20/25	Prepare for and participate in contested hearing for derivative rights sale.		
	Sydney B. Hunemuller	9.50 hrs.	\$ 1045.00/hr.
10/20/25	Prepare for derivative rights hearing (2); attend derivative rights hearing (6.7); strategize re closing arguments, review draft presentations and prepare for same (5.9).		
	Jennifer L. Nassiri	14.60 hrs.	\$ 1545.00/hr.
10/20/25	Attend derivative rights sale hearing.		
	Alyssa Paddock	6.30 hrs.	\$ 1105.00/hr.
10/20/25	Draft and revise hearing presentation for derivative rights sale hearing.		
	Alyssa Paddock	2.10 hrs.	\$ 1105.00/hr.
10/21/25	Attend October 20 hearing on derivative rights sale (3.5); prepare and meeting with SMRH team re same (3.2).		
	Thomas V. Panoff	6.70 hrs.	\$ 1480.00/hr.
10/21/25	Attend derivative rights sale hearing.		
	Gloria Grand-Pierre	2.50 hrs.	\$ 765.00/hr.
10/21/25	Attend closing arguments for sale hearing.		
	Christopher S. Comstock	2.50 hrs.	\$ 1260.00/hr.
10/21/25	Prepare for continued hearing on derivative rights sale (2); attend continued hearing on derivative rights sale (2.8); correspond with team re arbitration issues (.3).		
	Jennifer L. Nassiri	5.10 hrs.	\$ 1545.00/hr.
10/21/25	Attend derivative rights continued sale hearing.		
	Alyssa Paddock	2.80 hrs.	\$ 1105.00/hr.



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10/21/25	In person preparation in Delaware for contested derivative rights sale hearing including reviewing documentation, drafting talking points, and preparing outlines for trial examination.	Alyssa Paddock	1.80 hrs.	\$ 1105.00/hr.
10/21/25	Correspond with D. Klein and A. Paddock re upcoming arbitration depositions.	Matt Benz	.20 hrs.	\$ 895.00/hr.
10/22/25	Telephone conference with K&E, M. Benz re contested matters.	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
10/22/25	Telephone conference with D. Klein and A. Paddock re upcoming arbitration depositions (.4); correspond with J. Nassiri re same (.1); correspond with K&E team re deposition transcripts (.2).	Matt Benz	.70 hrs.	\$ 895.00/hr.
10/27/25	Attend to Alcon suggested redactions to Johnson deposition transcript and related correspondence.	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
10/28/25	Attend to correspondence re consent to proposed redactions for Johnson transcript.	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
10/28/25	Respond to research questions re statute of limitations on claims.	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
10/29/25	Correspond with case parties re Warner Bros expert report.	Justin R. Bernbrock	.90 hrs.	\$ 1670.00/hr.
10/30/25	Attend to correspondence re further extension of challenge period (.3); review stipulation regarding same (.2).	Jennifer L. Nassiri	.50 hrs.	\$ 1545.00/hr.



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10/30/25	Correspond and telephone conferences with case parties re challenge period extension.		
	Justin R. Bernbrock	1.90 hrs.	\$ 1670.00/hr.
10/31/25	Evaluate strategy in connection with Warner Bros potential pursuit of challenge claims.		
	Jennifer L. Nassiri	.60 hrs.	\$ 1545.00/hr.
10/31/25	Analyze Warner Bros standing motion in connection with derivative rights issues.		
	Jennifer L. Nassiri	1.70 hrs.	\$ 1545.00/hr.
10/31/25	Correspond with case parties re Warner Bros motion (1.6); review analyze materials re same (2.7).		
	Justin R. Bernbrock	4.30 hrs.	\$ 1670.00/hr.
10/31/25	Review Warner Bros motion for standing and related complaint.		
	Alyssa Paddock	1.70 hrs.	\$ 1105.00/hr.
10/31/25	Review Warner Bros standing motion and confer with SMRH team re same.		
	Matt Benz	.70 hrs.	\$ 895.00/hr.



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

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	53.00	\$ 1,670.00	\$ 88,510.00
Jennifer L. Nassiri	134.90	\$ 1,545.00	\$ 208,420.50
Catherine Jun	0.20	\$ 1,180.00	\$ 236.00
Alyssa Paddock	128.50	\$ 1,105.00	\$ 141,992.50
Matt Benz	60.20	\$ 895.00	\$ 53,879.00
Gloria Grand-Pierre	32.40	\$ 765.00	\$ 24,786.00
Nicole Marcinkus	12.30	\$ 765.00	\$ 9,409.50
Thomas V. Panoff	156.40	\$ 1,480.00	\$ 231,472.00
Sydney B. Hunemuller	129.70	\$ 1,045.00	\$ 135,536.50
Christopher S. Comstock	52.00	\$ 1,260.00	\$ 65,520.00
Bruce Liebman	0.40	\$ 540.00	\$ 216.00
Totals	760.00	\$ 1,263.13	\$ 959,978.00

Non-Working Travel

10/18/25	Travel from Chicago to Wilmington for October 20 sale hearing.		
	Christopher S. Comstock	4.50 hrs.	\$ 1260.00/hr.
10/18/25	Travel from Chicago to Wilmington for October 20 sale hearing.		
	Thomas V. Panoff	4.80 hrs.	\$ 1480.00/hr.
10/18/25	Travel for hearing.		
	Sydney B. Hunemuller	4.50 hrs.	\$ 1045.00/hr.
10/18/25	Travel from Chicago to Delaware in connection with derivative rights sale hearing.		
	Gloria Grand-Pierre	5.70 hrs.	\$ 765.00/hr.



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10/18/25	Travel to Wilmington from Los Angeles for hearing on derivative rights sale motion.		
	Jennifer L. Nassiri	6.00 hrs.	\$ 1545.00/hr.
10/18/25	Travel to Wilmington, DE, re derivative rights sale hearing.		
	Justin R. Bernbrock	5.50 hrs.	\$ 1670.00/hr.
10/18/25	Drive from New York to Delaware for sale hearing preparations.		
	Alyssa Paddock	3.50 hrs.	\$ 1105.00/hr.
10/19/25	Travel to Wilmington for derivative rights sale hearing.		
	Matt Benz	6.10 hrs.	\$ 895.00/hr.
10/21/25	Travel from contested hearing re derivative rights sale.		
	Sydney B. Hunemuller	5.50 hrs.	\$ 1045.00/hr.
10/21/25	Travel from Wilmington to Chicago following October 20 sale hearing.		
	Christopher S. Comstock	4.50 hrs.	\$ 1260.00/hr.
10/21/25	Return travel Wilmington to Chicago for October 20 sale hearing.		
	Thomas V. Panoff	5.10 hrs.	\$ 1480.00/hr.
10/21/25	Travel from Delaware to Chicago for derivative rights sale hearing.		
	Gloria Grand-Pierre	5.30 hrs.	\$ 765.00/hr.
10/21/25	Travel to Los Angeles from Wilmington DE for hearing on derivative rights.		
	Jennifer L. Nassiri	8.80 hrs.	\$ 1545.00/hr.
10/21/25	Travel home from Delaware.		
	Alyssa Paddock	3.50 hrs.	\$ 1105.00/hr.



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10/21/25	Return travel from Wilmington in connection with derivative rights sale hearing.		
	Matt Benz	4.40 hrs.	\$ 895.00/hr.
10/22/25	Travel from Wilmington, DE re sale hearing.		
	Justin R. Bernbrock	8.10 hrs.	\$ 1670.00/hr.

Timekeeper Summary of: Non-Working Travel

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	13.60	\$ 1,670.00	\$ 22,712.00
Jennifer L. Nassiri	14.80	\$ 1,545.00	\$ 22,866.00
Alyssa Paddock	7.00	\$ 1,105.00	\$ 7,735.00
Matt Benz	10.50	\$ 895.00	\$ 9,397.50
Gloria Grand-Pierre	11.00	\$ 765.00	\$ 8,415.00
Thomas V. Panoff	9.90	\$ 1,480.00	\$ 14,652.00
Sydney B. Hunemuller	10.00	\$ 1,045.00	\$ 10,450.00
Christopher S. Comstock	9.00	\$ 1,260.00	\$ 11,340.00
<i>Totals</i>	85.80	\$ 1,253.70	\$ 107,567.50

Financing/Cash Collections

10/06/25	Correspond with SMRH and VREG teams re adequate protection invoices.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
10/07/25	Correspond with SMRH and VREG teams re adequate protection invoices.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
10/23/25	Attend to correspondence re adequate assurance payments to Seward & Kissel.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.



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10/23/25 Correspond with VREG team re adequate protection invoices.

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

Timekeeper Summary of: Financing/Cash Collections

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Jennifer L. Nassiri	0.20	\$ 1,545.00	\$ 309.00
Matt Benz	0.90	\$ 895.00	\$ 805.50
<i>Totals</i>	<i>1.10</i>	<i>\$ 1,013.18</i>	<i>\$ 1,114.50</i>

Tax Issues

10/01/25 Confer with J. Ireland re tax withholding and purchase price allocation provisions relating to non-U.S. asset sellers.

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

10/02/25 Confer with J. Ireland re U.S. withholding tax issue.

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

10/22/25 Correspond with J. Herbstritt and A. Garcia re Delaware limited partnership tax payment.

Aaron X. Hill .30 hrs. \$ 540.00/hr.

Timekeeper Summary of: Tax Issues

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Keith R. Gercken	0.60	\$ 2,260.00	\$ 1,356.00
Aaron X. Hill	0.30	\$ 540.00	\$ 162.00
<i>Totals</i>	<i>0.90</i>	<i>\$ 1,686.67</i>	<i>\$ 1,518.00</i>



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Board of Directors Matters

10/01/25	Attend board meeting.		
	Thomas V. Panoff	.80 hrs.	\$ 1480.00/hr.
10/01/25	Participate in board of directors update telephone conference.		
	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.
10/01/25	Prepare for and attend board meeting.		
	Justin R. Bernbrock	1.60 hrs.	\$ 1670.00/hr.
10/01/25	Update telephone conference with counsel and board of directors.		
	Alyssa Paddock	.60 hrs.	\$ 1105.00/hr.
10/01/25	Attend board telephone conference re case status and next steps.		
	Matt Benz	.80 hrs.	\$ 895.00/hr.
10/08/25	Attention to preparation and execution of board resolutions.		
	Joseph A. Ireland	.30 hrs.	\$ 1175.00/hr.
10/21/25	Correspondence with board members regarding outcome of derivative rights hearing.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
10/21/25	Review, analyze correspondence to Board re sale hearing (.6); correspond with SMRH team re same (.3).		
	Justin R. Bernbrock	.90 hrs.	\$ 1670.00/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>
Joseph A. Ireland	0.30	\$ 1,175.00	\$ 352.50
Justin R. Bernbrock	2.50	\$ 1,670.00	\$ 4,175.00
Jennifer L. Nassiri	0.90	\$ 1,545.00	\$ 1,390.50
Alyssa Paddock	0.60	\$ 1,105.00	\$ 663.00
Matt Benz	0.80	\$ 895.00	\$ 716.00
Thomas V. Panoff	0.80	\$ 1,480.00	\$ 1,184.00
<i>Totals</i>	<i>5.90</i>	<i>\$ 1,437.46</i>	<i>\$ 8,481.00</i>

Reporting

10/22/25 Attend to correspondence re cash management reporting.

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

10/22/25 Correspond with G. Taylor and E. Johnson re Q3 2025 financial statements (.3); correspond with G. Taylor and OMM team re September taxes and cash management reporting (.2).

Matt Benz .50 hrs. \$ 895.00/hr.

Timekeeper Summary of: Reporting

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Jennifer L. Nassiri	0.40	\$ 1,545.00	\$ 618.00
Matt Benz	0.50	\$ 895.00	\$ 447.50
<i>Totals</i>	<i>0.90</i>	<i>\$ 1,183.89</i>	<i>\$ 1,065.50</i>

Claims Administration and Objections



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10/08/25	Review draft stipulation re CP Ventura claim and confer with SMRH team re same.		
	Matt Benz	.40 hrs.	\$ 895.00/hr.
10/10/25	Review draft stipulation re CP Ventura claim and confer with SMRH team re same.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.
10/29/25	Evaluate timing and strategy in connection with claims objection process (.3); correspond with J. Mulvihill re same (.2).		
	Jennifer L. Nassiri	.50 hrs.	\$ 1545.00/hr.

Timekeeper Summary of: Claims Administration and Objections

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Jennifer L. Nassiri	0.50	\$ 1,545.00	\$ 772.50
Matt Benz	0.70	\$ 895.00	\$ 626.50
<i>Totals</i>	1.20	\$ 1,165.83	\$ 1,399.00

Plan and Disclosure Statement (including Business Plan)

10/11/25	Analyze committee comments to draft plan of liquidation.		
	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.
10/15/25	Correspondence with B. Sandler re committee revisions to plan (.3); review draft plan re same (.3).		
	Jennifer L. Nassiri	.60 hrs.	\$ 1545.00/hr.
10/22/25	Attend to additional revisions to draft plan and correspondence same (.4); attend to draft motion to further extend exclusivity (.3).		
	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.



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10/22/25	Review plan of liquidation and comments thereto.		
	Alyssa Paddock	1.40 hrs.	\$ 1105.00/hr.
10/22/25	Review Committee comments on draft chapter 11 plan and prepare revised draft of same (2.5); confer with SMRH team re same (.4); telephone conference with M. Russell re same (.1); correspond with MoFo and Cooley teams re same (.2).		
	Matt Benz	3.20 hrs.	\$ 895.00/hr.
10/23/25	Revise draft chapter 11 plan (.5); draft disclosure statement (3.1).		
	Matt Benz	3.60 hrs.	\$ 895.00/hr.
10/24/25	Review plan of liquidation.		
	Alyssa Paddock	.70 hrs.	\$ 1105.00/hr.
10/24/25	Draft disclosure statement.		
	Matt Benz	1.80 hrs.	\$ 895.00/hr.
10/27/25	Attend to status of DIP lender review of plan and consider next steps (.4); review correspondence from B. Gaffney re motion to approve disclosure statement and related pleadings (.5).		
	Jennifer L. Nassiri	.90 hrs.	\$ 1545.00/hr.
10/27/25	Correspond with SMRH team re motion to approve disclosure statement (.6); review, analyze materials re same (2.1); review, analyze draft chapter 11 plan (1.3).		
	Justin R. Bernbrock	4.00 hrs.	\$ 1670.00/hr.
10/27/25	Review and revise plan related documents.		
	Alyssa Paddock	1.40 hrs.	\$ 1105.00/hr.
10/27/25	Draft disclosure statement (6.8); confer with SMRH team re same (.4).		
	Matt Benz	7.20 hrs.	\$ 895.00/hr.



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10/28/25 Analyze correspondence in connection with lender open issues with draft plan and guaranty of GUC payments (.7); review draft motion to approve disclosure statement and solicitation procedures (1); review correspondence from Committee in connection with disclosure statement (.1); consider issues with publication notice (.4); review and revise draft disclosure statement (2.8).

Jennifer L. Nassiri 5.00 hrs. \$ 1545.00/hr.

10/28/25 Correspond with case parties re draft chapter 11 plan (1.1); review, analyze same (1.9).

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

10/28/25 Review and revise plan related documents

Alyssa Paddock 3.10 hrs. \$ 1105.00/hr.

10/28/25 Draft disclosure statement (5.1); confer with SMRH team re same (.6); revise draft chapter 11 plan (.8); telephone conferences and correspondence with M. Russell re same (.5); review and revise Exhibit 1 to solicitation procedures motion (.4); correspond with SMRH team re same (.2).

Matt Benz 7.60 hrs. \$ 895.00/hr.

10/29/25 Review and revise disclosure statement.

Gloria Grand-Pierre 2.00 hrs. \$ 765.00/hr.

10/29/25 Review and analyze current draft of disclosure statement (.8); correspond with team re same and solicitation package (.8); attend to committee issues re timing of filing (.3).

Jennifer L. Nassiri 1.90 hrs. \$ 1545.00/hr.

10/29/25 Correspond with YCST, SMRH team re motion to approve disclosure statement drafts (1.1); review, analyze materials re same (2.3).

Justin R. Bernbrock 3.40 hrs. \$ 1670.00/hr.

10/29/25 Review and revise plan related documents and disclosure statement.

Alyssa Paddock 2.30 hrs. \$ 1105.00/hr.



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10/29/25 Review SMRH and YCST comments on draft disclosure statement and prepare revised draft of same (4.2); confer with SMRH and YCST teams re same (.7); review and revise exhibits to solicitation procedures motion (2.1); confer with SMRH and YCST teams re same (.3).

Matt Benz 7.30 hrs. \$ 895.00/hr.

10/31/25 Consider open issues and strategy in connection with plan structure and next steps (1.3); correspond with team re status of solicitation package (.3).

Jennifer L. Nassiri 1.60 hrs. \$ 1545.00/hr.

10/31/25 Review disclosure statement.

Alyssa Paddock 1.40 hrs. \$ 1105.00/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	10.40	\$ 1,670.00	\$ 17,368.00
Jennifer L. Nassiri	11.40	\$ 1,545.00	\$ 17,613.00
Alyssa Paddock	10.30	\$ 1,105.00	\$ 11,381.50
Matt Benz	30.70	\$ 895.00	\$ 27,476.50
Gloria Grand-Pierre	2.00	\$ 765.00	\$ 1,530.00
<i>Totals</i>	64.80	\$ 1,163.10	\$ 75,369.00



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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	248.20	\$ 1,670.00	\$ 414,494.00
Keith R. Gercken	.60	\$ 2,260.00	\$ 1,356.00
Jennifer L. Nassiri	182.40	\$ 1,545.00	\$ 281,808.00
Thomas V. Panoff	167.10	\$ 1,480.00	\$ 247,308.00
Stacey L. Rosenberg	.30	\$ 1,990.00	\$ 597.00
Aerin A. Snow	11.80	\$ 1,260.00	\$ 14,868.00
Christopher S. Comstock	61.00	\$ 1,260.00	\$ 76,860.00
Catherine Jun	.20	\$ 1,180.00	\$ 236.00
Matt Benz	254.60	\$ 895.00	\$ 227,867.00
Joshua Z. Block	.40	\$ 970.00	\$ 388.00
Justin Fischer	.30	\$ 765.00	\$ 229.50
Alyssa Garcia	9.60	\$ 765.00	\$ 7,344.00
John Herbstritt	20.70	\$ 825.00	\$ 17,077.50
Tatev Hovhannisyan	42.30	\$ 765.00	\$ 32,359.50
Sydney B. Hunemuller	155.60	\$ 1,045.00	\$ 162,602.00
Joseph A. Ireland	54.20	\$ 1,175.00	\$ 63,685.00
Alexandria G. Lattner	17.60	\$ 1,175.00	\$ 20,680.00
Alyssa Paddock	167.80	\$ 1,105.00	\$ 185,419.00
Gloria Grand-Pierre	63.80	\$ 765.00	\$ 48,807.00
Mia Katz	10.50	\$ 765.00	\$ 8,032.50
Nicole Marcinkus	12.30	\$ 765.00	\$ 9,409.50
Aaron X. Hill	5.70	\$ 540.00	\$ 3,078.00
Bruce Liebman	.40	\$ 540.00	\$ 216.00

50% Discount for Non-Working Travel

\$ (53,783.75)

Total Fees for Professional Services

\$ 1,770,937.75



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SUMMARY OF TIMEKEEPER PHASES

<u>Phase</u>	<u>Hours</u>	<u>Dollars</u>
Case Administration	94.80	\$ 148,386.50
Asset Disposition	429.60	\$ 475,879.50
Fee/Employment	21.00	\$ 19,519.00
Applications & Statements		
Assumption/Rejection of	21.40	\$ 24,444.00
Leases and Contracts		
Other Contested Matters	760.00	\$ 959,978.00
(excluding		
assumption/rejection		
motions)		
Non-Working Travel	85.80	\$ 107,567.50
Financing/Cash Collections	1.10	\$ 1,114.50
Tax Issues	.90	\$ 1,518.00
Board of Directors Matters	5.90	\$ 8,481.00
Reporting	.90	\$ 1,065.50
Claims Administration and	1.20	\$ 1,399.00
Objections		
Plan and Disclosure	64.80	\$ 75,369.00
Statement (including		
Business Plan)		

EXHIBIT B



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SUMMARY OF DISBURSEMENTS

10/14/25	S.Hunemuller-Southwest airfare MDW/PHL.	856.95
10/15/25	J.Bernbrock-Airfare to PHL (Derivative Rights Sale Hearing)	502.48
10/18/25	J.Nassiri-Hearing - Wifi	29.00
10/18/25	J.Nassiri-Hearing - Uber PHL to Hotel	182.17
10/18/25	J.Nassiri-Hearing - Uber to Dinner	44.54
10/18/25	J.Nassiri-Hearing - Hotel	1,107.00
10/18/25	J.Nassiri-Hearing - Hotel - late check out	184.50
10/18/25	J.Nassiri-Hearing - Hotel - taxes	110.70
10/18/25	J.Nassiri-Hearing - Wifi	29.00
10/18/25	J.Nassiri-Hearing - Flight to LAX	338.96
10/18/25	G.Grand-Pierre-Hotel accommodations for hearing.	1,867.80
10/18/25	G.Grand-Pierre-Uber ride to the airport.	45.44
10/18/25	G.Grand-Pierre-Uber ride to the Hotel	54.96
10/18/25	G.Grand-Pierre-Flight from Chicago to Philadelphia. The original flight cost was \$594.98. I cancelled the second flight and received a travel credit of \$297.49. Therefore, I am only expensing the cost of the first flight. Screenshots of the total cost and my refund conversation with the agent are attached.	297.49
10/18/25	T.Panoff-Lyft PHL to hotel.	66.65
10/18/25	T.Panoff-Lyft to ORD.	64.09
10/18/25	A.Paddock-Village Roadshow hearings - Lodging	369.00
10/18/25	A.Paddock-Village Roadshow hearings - City tax	7.38
10/18/25	A.Paddock-Village Roadshow hearings - state tax	29.52
10/18/25	J.Bernbrock-Car Service home to airport (Derivative Rights Sale Hearing)	247.00
10/18/25	S.Hunemuller-Uber from PHL to hotel	55.93
10/18/25	S.Hunemuller-Hotel stay for Ch. 11 bk hearing.	1,723.70
10/18/25	S.Hunemuller-Uber - home to MDW.	65.40
10/19/25	A.Paddock-Village Roadshow hearings - Lodging	369.00
10/19/25	A.Paddock-Village Roadshow hearings - City tax	7.38
10/19/25	A.Paddock-Village Roadshow hearings - state tax	29.52
10/19/25	M.Benz-Travel to Wilmington, DE in connection with Derivative Rights Sale Hearing.	978.97
10/19/25	M.Benz-Travel to Wilmington, DE in connection with Derivative Rights Sale Hearing.	410.09
10/19/25	M.Benz-Travel to Wilmington, DE in connection with Derivative Rights Sale Hearing.	405.90
10/19/25	M.Benz-Travel to Wilmington, DE in connection with Derivative Rights Sale Hearing.	508.52
10/20/25	G.Grand-Pierre-Uber ride from team dinner to hotel	38.83
10/20/25	T.Panoff-Hotel stay after second day of court hearing.	139.59
10/20/25	T.Panoff-Airfare ORD/PHL. \$41 flight change credit fee noted. Flight changed after hearing went an additional day.	783.96



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10/20/25	T.Panoff-Hotel stay for Ch. 11 hearing.	1,651.32
10/20/25	C.Comstock-Hotel stay for hearing.	1,893.54
10/20/25	C.Comstock-Return flight after hearing went long/second day.	445.48
10/20/25	A.Paddock-Village Roadshow hearings	749.00
10/20/25	A.Paddock-Village Roadshow hearings - City tax	14.98
10/20/25	A.Paddock-Village Roadshow hearings - State tax	59.92
10/20/25	S.Hunemuller-Additional hotel stay after hearing went an additional day.	823.90
10/21/25	G.Grand-Pierre-Hotel accommodations for hearing.	148.50
10/21/25	G.Grand-Pierre-Uber ride from airport to my apartment.	59.36
10/21/25	G.Grand-Pierre-Flight from Philadelphia to Chicago.	350.49
10/21/25	T.Panoff-Lyft ORD to home.	133.26
10/21/25	C.Comstock-Additional stay after hearing went long/second day.	878.90
10/21/25	J.Bernbrock-Airfare (Derivative Rights Sale Hearing)	3,755.48
10/21/25	S.Hunemuller-Uber - MDW to home.	75.41
10/21/25	S.Hunemuller-Upgraded boarding aka flight change fee after hearing went an additional day.	30.30
10/22/25	J.Nassiri-Hearing - Airport Parking	280.99
10/22/25	C.Comstock-Airfare to hearing ORD/PHL.	809.67
10/01/25	CT Corporation - Inv#5009459202-00 - VREG J2 Global LLC (DE)- Ca- Foreign Representation/ DE- Domestic Representation	339.90
10/01/25	CT Corporation - Inv#5009493731-00 - VREG WW IP Global - Foreign Rep. (limited liability Company)	339.90
10/01/25	CT Corporation - Inv#5009459201-00 - VREG MM2 IP Global LLC (DE): Foreign/Domestic Representation 11/1/25-10/31/26	339.90
10/01/25	CT Corporation - Inv#5009493692-00 - VREG IP Global LLC (DE)- CA- Foreign Representation/ DE- Domestic Representation	339.90
10/01/25	CT Corporation - Inv#5009495902-00 - VREG Wonka IP GLOBAL LLC (DE) - California - Foreign Representation (Limited Liability Company)	339.90
10/01/25	CT Corporation - Inv#5009493733-00 - VREG OP Global LLC (DE): Domestic/Foreign Representation 11/1/25-10/31/26	339.90
10/14/25	CT Corporation - Inv#36772874-RI - DTE Film Partners LP-services misc domestic LP filing, priority Handling	5,322.90
10/29/25	Universal Registered Agents - Inv#146292 - Advance Franchise Taxes - Jurisdictional Franchise Tax	680.00
10/07/25	Lexis research by Mallia, Nikki on 10/7/2025.	267.30
10/08/25	Lexis research by Paddock, Alyssa on 10/8/2025.	85.50
10/31/25	Thomson Geer Lawyers; Invoice No. 1489900; Professional Fees;177941	2,175.20
10/03/25	E.Zukley-Deposition for Sydney Hunemuller, Tom Panoff and Matt Benz	154.18
10/06/25	E.Zukley-Lunch for deposition	117.65
10/07/25	E.Zukley-Lunch for Deposition	137.68



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 Justin R. Bernbrock

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10/08/25	E.Zukley-Lunch for deposition CH	135.70
10/18/25	T.Panoff-Bottle of water.	6.71
10/10/25	Veritext - Inv#8703698 - Deposition of David Friedman	1,340.45
10/16/25	Thompson Court Reporters, Inc - Inv#35341 - Deposition of Steve Spira	3,731.00
10/22/25	Thompson Court Reporters, Inc - Inv#35333 - Deposition of Wayne Smith	4,870.00
10/24/25	Veritext - Inv#8741193 - Video Deposition: David Friedman	400.00
10/18/25	J.Nassiri-Hearing - Lunch	16.09
10/18/25	J.Nassiri-Hearing - Hotel	20.08
10/18/25	J.Nassiri-Hearing - Breakfast	12.35
10/18/25	J.Nassiri-Hearing - Breakfast	9.00
10/18/25	S.Hunemuller-Hubbard Inn lunch.	36.29
10/18/25	J.Bernbrock-J. Bernbrock Breakfast (Derivative Rights Sale Hearing)	53.98
10/19/25	A.Paddock-Village Roadshow hearings - Breakfast at hotel	59.10
10/21/25	S.Hunemuller-Hudson	11.89
10/21/25	S.Hunemuller-Lunch at PHL.	65.63
10/21/25	S.Hunemuller-Lunch at PHL.	78.50
10/22/25	J.Nassiri-Hearing - Breakfast 10/18/25	27.09
10/22/25	J.Bernbrock-Hotel (Derivative Rights Sale Hearing)	78.08
10/06/25	Westlaw research by Paddock, Alyssa, on 10/6/2025.	273.60
10/08/25	Westlaw research by Paddock, Alyssa, on 10/8/2025.	2,579.40
10/09/25	Westlaw research by Lattner, Ali, on 10/9/2025.	291.60
10/15/25	Westlaw research by Lattner, Ali, on 10/15/2025.	195.30

Total Disbursements

\$ 49,383.57