

**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: January 13, 2026 at 4:00 p.m. (ET)

**SUMMARY OF NINTH 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 NOVEMBER 1, 2025 THROUGH NOVEMBER 30, 2025**

Name of Applicant:	Sheppard, Mullin, Richter & Hampton LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	March 17, 2025 (order entered April 17, 2025)
Period for which compensation and reimbursement is sought:	November 1, 2025 through November 30, 2025
Amount of compensation sought as actual, reasonable, and necessary:	\$876,694.25
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$11,300.79
This is a: <u> X </u> monthly <u> </u> final application	
This application includes 4.2 hours and \$3,213.00 in fees incurred in connection with the preparation of Fee Applications.	

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



Prior applications:

Date Filed / Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
5/13/2025 D.I. 333	3/17/2025 – 3/31/2025	\$599,876.00	\$44,899.12	\$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	—	—
12/8/2025 D.I. 1140	10/1/2025 – 10/31/2025	\$1,770,937.75	\$49,383.57	—	—

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COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position	Department	Date of Admission	Hourly Billing Rate	Total Hours Billed	Total Compensation (\$)
Stacey L. Rosenberg	Partner	Finance & Bankruptcy	12/12/1996	\$1,990.00	3.70	\$7,363.00
Justin R. Bernbrock	Partner	Finance & Bankruptcy	11/01/2012	\$1,670.00	174.80	\$291,916.00
Jennifer L. Nassiri	Partner	Finance & Bankruptcy	11/30/2000	\$1,545.00	108.30	\$167,323.50
Thomas V. Panoff	Partner	Business Trial	11/04/2004	\$1,480.00	16.20	\$23,976.00
Aerin A. Snow	Partner	Corporate & Securities	12/03/2012	\$1,260.00	34.30	\$43,218.00
Christopher S. Comstock	Special Counsel	Business Trial	11/05/2009	\$1,260.00	0.50	\$630.00
Catherine Jun	Special Counsel	Finance & Bankruptcy	05/01/2014	\$1,180.00	0.70	\$826.00
Joseph A. Ireland	Associate	Entertainment	12/01/2016	\$1,175.00	32.30	\$37,952.50
Alyssa Paddock	Associate	Finance & Bankruptcy	06/13/2018	\$1,105.00	86.50	\$95,582.50
Sydney B. Hunemuller	Associate	Business Trial	10/30/2020	\$1,045.00	6.80	\$7,106.00
Matthew T. Benz	Associate	Finance & Bankruptcy	11/30/2022	\$895.00	147.00	\$131,565.00
John Herbstritt	Associate	Corporate & Securities	11/22/2023	\$825.00	13.80	\$11,385.00
Justin Fischer	Associate	Finance & Bankruptcy	11/18/2024	\$765.00	2.80	\$2,142.00
Tatev Hovhannisyan	Associate	Entertainment	12/01/2023	\$765.00	41.10	\$31,441.50
Alyssa Garcia	Associate	Corporate & Securities	11/21/2024	\$765.00	0.60	\$459.00
Gloria Grand-Pierre	Associate	Finance & Bankruptcy	11/05/2025	\$765.00	63.50	\$48,577.50
Mia Katz	Law Clerk	Corporate & Securities	N/A	\$765.00	2.10	\$1,606.50
Christian Corrales	Law Clerk	Corporate & Securities	N/A	\$765.00	0.30	\$229.50
Matthew Mancini	Law Clerk	Corporate & Securities	N/A	\$765.00	5.90	\$4,513.50
Aaron X. Hill	Legal Assistant	Corporate & Securities	N/A	\$540.00	0.90	\$486.00
50% Discount for Non-Working Travel:				–	–	(\$31,604.75)
Grand Total:				–	742.10	\$876,694.25
Blended Rate:				\$1,181.40	–	–

COMPENSATION BY PROJECT CATEGORY

Task Code	Project Category	Total Hours	Total Fees (\$)
B110	Case Administration	104.30	\$155,695.00
B130	Asset Disposition	235.30	\$272,377.50
B160	Fee/Employment Applications and Statements	6.90	\$6,162.50
B185	Assumption/Rejection of Leases and Contracts	8.10	\$9,092.50
B190	Other Contested Matters	296.70	\$347,583.00
B195	Non-Working Travel	50.10	\$63,209.50
B230	Financing/Cash Collections	0.80	\$911.00
B260	Board of Directors Matters	2.40	\$3,350.50
B270	Reporting	0.20	\$179.00
B310	Claims Administration and Objections	4.90	\$6,160.50
B320	Plan and Disclosure Statement (including Business Plan)	32.40	\$43,578.00
50% Discount for Non-Working Travel:		–	(\$31,604.75)
TOTAL:		742.10	\$876,694.25

EXPENSE SUMMARY

Expenses Category	Total Expenses (\$)
Airfare, Travel, and Taxi	\$11,033.06
Searches	\$31.25
Travel Meals	\$236.48
TOTAL:	\$11,300.79

**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: January 13, 2026 at 4:00 p.m. (ET)

**NINTH 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 NOVEMBER 1, 2025 THROUGH NOVEMBER 30, 2025**

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

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

of \$876,694.25 together with reimbursement for actual and necessary expenses incurred in the amount of \$11,300.79, for the period from November 1, 2025, through and including November 30, 2025 (the “Monthly Fee Period”). In support of this Application, Sheppard Mullin respectfully represents as follows:

BACKGROUND

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

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

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

SUMMARY OF SERVICES RENDERED

4. Attached hereto as **Exhibit A** is a detailed statement of fees incurred during the Monthly Fee Period, showing the amount of \$908,299.00. Pursuant to this Application, Sheppard Mullin only seeks compensation for fees in the amount of \$876,694.25, which reflects a voluntary reduction of 50% of Sheppard Mullin’s fees incurred in connection with Non-Working Travel during the Monthly Fee Period in the amount of \$31,604.75.

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 \$11,300.79. 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 742.10 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 \$908,299.00.²

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 November 1, 2025, through and including November 30, 2025. Sheppard Mullin has continued, and will continue, to perform additional necessary services for the Debtors subsequent to the Monthly Fee Period, for which Sheppard Mullin will file subsequent monthly fee applications.

CONCLUSION

WHEREFORE, Sheppard Mullin requests that allowance be made to it in the sum of \$876,694.25 as compensation for necessary professional services rendered to the Debtors for the Monthly Fee Period, and the sum of \$11,300.79 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 \$876,694.25, which reflects a voluntary reduction of 50% of Sheppard Mullin's fees incurred in connection with Non-Working Travel during the Monthly Fee Period in the amount of \$31,604.75.

Dated: December 23, 2025
Wilmington, Delaware

/s/ Justin R. Bernbrock

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

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

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

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Email: apaddock@sheppardmullin.com

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

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

In re:

VILLAGE ROADSHOW ENTERTAINMENT
GROUP USA INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 25-10475 (TMH)
)
) (Jointly Administered)
)
)

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 23, 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
GROUP USA INC., *et al.*,¹

,

Case No. 25-10475 (TMH)

)

(Jointly Administered)

Debtors.

;

Obj. Deadline: January 13, 2026 at 4:00 p.m. (ET)

NOTICE OF NINTH MONTHLY FEE APPLICATION

PLEASE TAKE NOTICE that the *Ninth 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 November 1, 2025, Through November 30, 2025* (the “Application”) has been filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Application seeks allowance of monthly fees in the amount of \$876,694.25 and monthly expenses in the amount of \$11,300.79.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **January 13, 2026, 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 23, 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 22, 2025
Invoice 260036982

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

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH NOVEMBER 30, 2025

Current Fees	\$ 908,299.00
Current Disbursements	\$ 11,300.79

Total Current Activity	\$ 919,599.79
50% Discount for Non-Working Travel	<u>\$ (31,604.75)</u>
Total Due for This Invoice	<u>\$ 887,995.04</u>

DUE IMMEDIATELY UPON RECEIPT
PLEASE INCLUDE REMITTANCE INSTRUCTIONS WITH PAYMENT
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 22, 2025
 Invoice 260036982
 Page 2 of 58

FOR PROFESSIONAL SERVICES THROUGH 11/30/25

FEE DETAIL

Case Administration

11/03/25	Review and analyze open issues re strategy and tactics (3.3); telephone conferences and correspond with case parties re open issues and next steps (1.7).	Justin R. Bernbrock	5.00 hrs.	\$ 1670.00/hr.
11/03/25	Review issues and respond to various communications re case status.	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
11/03/25	Update and revise case checklist and WIP tracker.	Matt Benz	.30 hrs.	\$ 895.00/hr.
11/04/25	Review and analyze open issues re strategy and tactics (3.7); correspond and telephone conferences with case parties re open issues and next steps (1.9).	Justin R. Bernbrock	5.60 hrs.	\$ 1670.00/hr.
11/04/25	Review issues and respond to various communications re case status.	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
11/04/25	Update and revise case checklist and WIP tracker (.2); confer with SMRH team re case status and priority work streams and attend to the same (.9).	Matt Benz	1.10 hrs.	\$ 895.00/hr.
11/05/25	Evaluate overall bankruptcy status and action items.	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
11/05/25	Review and analyze open issues re strategy and tactics (2.9); telephone conferences with case parties re open issues and next steps (1.7).	Justin R. Bernbrock	4.60 hrs.	\$ 1670.00/hr.



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

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

December 22, 2025
 Invoice 260036982
 Page 3 of 58

FEE DETAIL

11/05/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.10 hrs.	\$ 1105.00/hr.
11/05/25	Update and revise case checklist and WIP tracker (.2); confer with SMRH team re case status and priority work streams and attend to the same (.9).		
	Matt Benz	1.10 hrs.	\$ 895.00/hr.
11/05/25	Review BVI LP LLC Agreements and process Alcon comments to same.		
	John Herbstritt	.90 hrs.	\$ 825.00/hr.
11/06/25	Review and analyze open issues re strategy and tactics (2.9); telephone conference with SMRH team, M. Mulvihill re WIP (1.1); telephone conference with Solic re case status and follow up (.6).		
	Justin R. Bernbrock	4.60 hrs.	\$ 1670.00/hr.
11/06/25	SMRH bankruptcy team internal telephone conference (.6); review issues and respond to various communications re case status (.3).		
	Alyssa Paddock	.90 hrs.	\$ 1105.00/hr.
11/06/25	Update and revise case checklist and WIP tracker (.3); telephone conference and correspondence with SMRH and YCST teams re case status and priority work streams (1.4).		
	Matt Benz	1.70 hrs.	\$ 895.00/hr.
11/07/25	Review and analyze open issues re strategy and tactics (3.1); telephone conferences with case parties re open issues and next steps (1.9).		
	Justin R. Bernbrock	5.00 hrs.	\$ 1670.00/hr.
11/07/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.50 hrs.	\$ 1105.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 4 of 58

FEE DETAIL

11/07/25	Confer with SMRH team re case status and priority work streams.		
	Matt Benz	.60 hrs.	\$ 895.00/hr.
11/10/25	Review and analyze open issues re strategy and tactics (3.3); telephone conferences with case parties re open issues and next steps (2.1).		
	Justin R. Bernbrock	5.40 hrs.	\$ 1670.00/hr.
11/10/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
11/10/25	Confer with SMRH team re case status and priority work streams and attend to the same.		
	Matt Benz	.80 hrs.	\$ 895.00/hr.
11/11/25	Review and analyze open issues re strategy and tactics (3.1); telephone conferences with case parties re open issues and next steps (1.4).		
	Justin R. Bernbrock	4.50 hrs.	\$ 1670.00/hr.
11/11/25	Update and revise case checklist and WIP tracker (.3); confer with SMRH team re case status and priority work streams and attend to the same (.9).		
	Matt Benz	1.20 hrs.	\$ 895.00/hr.
11/12/25	Telephone conference with SMRH team to discuss open issues.		
	Gloria Grand-Pierre	.70 hrs.	\$ 765.00/hr.
11/12/25	Telephone conference with team re multiple action items and strategy (.7); attend to correspondence re same (.2).		
	Jennifer L. Nassiri	.90 hrs.	\$ 1545.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 5 of 58

FEE DETAIL

11/12/25	Review and analyze open issues re strategy and tactics (3.3); telephone conferences and correspond with case parties re open issues and next steps (2.9); telephone conference with SMRH re work in progress (.8).	Justin R. Bernbrock	7.00 hrs.	\$ 1670.00/hr.
11/12/25	Review issues and respond to various communications re case status (.4); internal update telephone conference with SMRH bankruptcy team (.5).	Alyssa Paddock	.90 hrs.	\$ 1105.00/hr.
11/12/25	Update and revise case checklist and WIP tracker (.2); telephone conference and correspondence with SMRH team re case status and priority work streams (.7); telephone conference and correspondence with A. Paddock re same (.6).	Matt Benz	1.50 hrs.	\$ 895.00/hr.
11/13/25	Review and analyze open issues re strategy and tactics.	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
11/13/25	Review issues and respond to various communications re case status.	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
11/13/25	Update and revise case checklist and WIP tracker.	Matt Benz	.30 hrs.	\$ 895.00/hr.
11/14/25	Review and analyze open issues re strategy and tactics (2.9); telephone conferences with case parties re open issues and next steps (2.3).	Justin R. Bernbrock	5.20 hrs.	\$ 1670.00/hr.
11/14/25	Review issues and respond to various communications re case status.	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
11/14/25	Update and revise case checklist and WIP tracker.	Matt Benz	.20 hrs.	\$ 895.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 6 of 58

FEE DETAIL

11/17/25	Attend to additional payments for Maples on BVI issues (.3); correspond with M. Benz re status (.1).		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
11/17/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.30 hrs.	\$ 1670.00/hr.
11/17/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
11/17/25	Update and revise case checklist and WIP tracker (.3); confer with SMRH team re case status and priority work streams and attend to the same (1.4).		
	Matt Benz	1.70 hrs.	\$ 895.00/hr.
11/18/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
11/18/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.20 hrs.	\$ 1105.00/hr.
11/18/25	Update and revise case checklist and WIP tracker (.5); confer with SMRH team re case status and priority work streams and attend to the same (1.2).		
	Matt Benz	1.70 hrs.	\$ 895.00/hr.
11/19/25	Correspondence re Maples status as ordinary course professional and retainer issues.		
	Jennifer L. Nassiri	.10 hrs.	\$ 1545.00/hr.
11/19/25	Review and analyze open issues re strategy and tactics (2.7); telephone conference with SMRH team re work in progress (1.1).		
	Justin R. Bernbrock	3.80 hrs.	\$ 1670.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 7 of 58

FEE DETAIL

11/19/25	Telephone conference with SMRH team re case updates (.3); review issues and respond to various communications re case status (.1).		
	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.
11/19/25	Telephone conference and correspondence with SMRH team re case status and priority work streams, attend to same.		
	Matt Benz	1.80 hrs.	\$ 895.00/hr.
11/20/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.
11/20/25	Telephone conference and correspondence with SMRH team re case status and priority work streams, attend to same.		
	Matt Benz	2.20 hrs.	\$ 895.00/hr.
11/21/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.10 hrs.	\$ 1670.00/hr.
11/21/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
11/21/25	Telephone conference and correspondence with SMRH team re case status and priority work streams, attend to same.		
	Matt Benz	1.70 hrs.	\$ 895.00/hr.
11/24/25	Review and analyze open issues re strategy and tactics.		
	Justin R. Bernbrock	3.30 hrs.	\$ 1670.00/hr.
11/24/25	Review issues and respond to various communications re case status.		
	Alyssa Paddock	.10 hrs.	\$ 1105.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 8 of 58

FEE DETAIL

11/25/25 Review and analyze open issues re strategy and tactics (3.7); telephone conference with OMM re status (.7); telephone conference with Latham re same (.2); telephone conferences with case parties re open issues and next steps (1.9).

Justin R. Bernbrock 6.50 hrs. \$ 1670.00/hr.

11/25/25 Review issues and respond to various communications re case status.

Alyssa Paddock .10 hrs. \$ 1105.00/hr.

11/26/25 Review and analyze open issues re strategy and tactics (3.9); telephone conference with Solic re status (.7).

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

Timekeeper Summary of: Case Administration

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	77.70	\$ 1,670.00	\$ 129,759.00
Jennifer L. Nassiri	1.80	\$ 1,545.00	\$ 2,781.00
Alyssa Paddock	5.30	\$ 1,105.00	\$ 5,856.50
Matt Benz	17.90	\$ 895.00	\$ 16,020.50
John Herbstritt	0.90	\$ 825.00	\$ 742.50
Gloria Grand-Pierre	0.70	\$ 765.00	\$ 535.50
<i>Totals</i>	<i>104.30</i>	<i>\$ 1,492.76</i>	<i>\$ 155,695.00</i>

Asset Disposition

11/02/25 Compile signature packet for Paramount for BVI LP assignments.

John Herbstritt .60 hrs. \$ 825.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 9 of 58

11/03/25	Review correspondence re BVI entity transaction.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
11/03/25	Attend to Paramount reorganization matters.		
	Aerin A. Snow	.90 hrs.	\$ 1260.00/hr.
11/03/25	Compile Paramount signature packet related to the transfer of the BVI LP entities.		
	John Herbstritt	.20 hrs.	\$ 825.00/hr.
11/03/25	Correspondence re additional documents uploaded to data room.		
	Tatev Hovhannisyan	.10 hrs.	\$ 765.00/hr.
11/04/25	Review correspondence re status of BVI issues (.3); attention to studio sale issues (.1).		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
11/04/25	Review supplemental comments to Paramount LP documentation (1.4); draft correspondence re same (.5).		
	Aerin A. Snow	1.90 hrs.	\$ 1260.00/hr.
11/04/25	Analyze open issues re "Legacy" project with T. Hovhannisyan (.5); correspondence with D. Ahdoot re same (.1); correspondence with J. Nassiri and others re same (.2); analyze open diligence and notice issues with T. Hovhannisyan throughout the day and review of underlying agreements (.9).		
	Joseph A. Ireland	1.70 hrs.	\$ 1175.00/hr.
11/04/25	Confer with opposing counsel re comments to redlines of BVI LP transfer documents.		
	John Herbstritt	.20 hrs.	\$ 825.00/hr.
11/04/25	Correspondence re WGA inquiry (.3); revise cure notice schedule with new uploads to the VDR (2.6).		
	Tatev Hovhannisyan	2.90 hrs.	\$ 765.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 10 of 58

11/05/25	Review correspondence from J. Bernbrock and M. Benz re Judge's opinion on sale of derivative rights (.1); review opinion (.4).		
	Stacey L. Rosenberg	.50 hrs.	\$ 1990.00/hr.
11/05/25	Analyze derivative rights sale order(1.8); attend to correspondence re next steps (.7).		
	Jennifer L. Nassiri	2.50 hrs.	\$ 1545.00/hr.
11/05/25	Attend to upcoming omnibus hearing dates schedule.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
11/05/25	Review Loeb comments to reorganization documents (.9); review correspondence re same (.4).		
	Aerin A. Snow	1.30 hrs.	\$ 1260.00/hr.
11/05/25	Review, analyze derivative rights sale court opinion (1.9); correspond with case parties re sale order (1.3).		
	Justin R. Bernbrock	3.20 hrs.	\$ 1670.00/hr.
11/05/25	Confer with J. Nassiri re guild inquiry and correspondence re same (.2); discuss open issues re assumed contract notices and related diligence issues with T. Hovhannisyan (.3); review of underlying agreements (.3).		
	Joseph A. Ireland	.80 hrs.	\$ 1175.00/hr.
11/05/25	Review sale order and related issues.		
	Alyssa Paddock	.90 hrs.	\$ 1105.00/hr.
11/05/25	Review, analyze derivative rights sale opinion (1.2); confer with SMRH team re same and next steps (.7).		
	Matt Benz	1.90 hrs.	\$ 895.00/hr.
11/05/25	Update cure notice schedule with new uploads to the VDR.		
	Tatev Hovhannisyan	4.30 hrs.	\$ 765.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 11 of 58

11/06/25	Participate in telephone conference with SMRH team re priority sale related action items (.7); analyze Warner Bros comments to sale order (.4); correspondence re same (.3); analysis of issues re potential Warner Bros appeal (.8); analyze Alcon revisions to sale order (.5).	Jennifer L. Nassiri	2.70 hrs.	\$ 1545.00/hr.
11/06/25	Review correspondence from K. Berg re Lot 3 supplemental requests (.4); review Lot 3 purchase agreement (.5); draft correspondence re same (.2).	Aerin A. Snow	1.10 hrs.	\$ 1260.00/hr.
11/06/25	Correspond with case parties re sale order (1.1); review, analyze materials re same (1.6); correspond with SMRH team re derivative rights sale closing (1.1).	Justin R. Bernbrock	3.80 hrs.	\$ 1670.00/hr.
11/06/25	Review and correspondence with A. Baddie re document requests and additional documents for cure notices (.4); review and correspondence with J. Kulback and A. Baddie re "Legacy" project (.3); review and correspondence with K. Berg re M. Rosen turnaround agreement and correspondence with A. Baddie re same (.4); review and telephone conference with A. Campbell re "Disturbing Behavior" project (.4); analyze open diligence and notice issues with T. Hovhannisyan (.7).	Joseph A. Ireland	2.20 hrs.	\$ 1175.00/hr.
11/06/25	Telephone conference with SMRH team re derivative rights sale (.4); review sale order and related issues (.5).	Alyssa Paddock	.90 hrs.	\$ 1105.00/hr.
11/06/25	Draft correspondence to opposing counsel re final changes to BVILP LLC agreements.	John Herbstritt	.30 hrs.	\$ 825.00/hr.
11/06/25	Update cure notice schedule with new uploads to the VDR and checking if the uploads have previously been noticed.	Tatev Hovhannisyan	4.50 hrs.	\$ 765.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 12 of 58

11/07/25	Telephone conference with SMRH, Loeb, YCST teams to discuss sale order and other open issues.	Gloria Grand-Pierre	.80 hrs.	\$ 765.00/hr.
11/07/25	Confer with SMRH team and Loeb team re sale order and potential appeal response strategy.	Sydney B. Hunemuller	.80 hrs.	\$ 1045.00/hr.
11/07/25	Analyze revised sale order re derivative rights (.4); attend to potential appeal and stay pending appeal (.7); attend to correspondence re same (.6); attend to correspondence re studio sale order and status of final draft (.4).	Jennifer L. Nassiri	2.10 hrs.	\$ 1545.00/hr.
11/07/25	Telephone conference with SMRH team re Lot 3 purchase agreement (.4); draft correspondence re Lot 3 closing (.6).	Aerin A. Snow	1.00 hrs.	\$ 1260.00/hr.
11/07/25	Telephone conference with case parties re derivative rights sale order (1.7); review, analyze materials re same (1.1); correspond re derivative rights sale opinion (.9).	Justin R. Bernbrock	3.70 hrs.	\$ 1670.00/hr.
11/07/25	Review and prepare for telephone conference with Loeb team, J. Bernbrock, J. Nassiri and others re outstanding issues with respect to closing of derivative rights sale (.5); review and correspondence with K. Berg re open issues with respect to non-executory contracts (.2); telephone conference with A. Snow and J. Herbstritt re Lot 3 closing issues (.2); draft correspondence re Lot 3 closing and correspond with J. Bernbrock and J. Nassiri re same (.5); correspondence with Loeb team re Lot 3 closing (.1); telephone conference with J. Kulback re shopping agreement issues (.2); review and analyze shopping agreement (.3); correspondence with J. Kulback and bankruptcy team re same (.4); attention to lot 2 closing checklist and closing deliverables (.7).	Joseph A. Ireland	3.10 hrs.	\$ 1175.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 13 of 58

11/07/25	Telephone conference with SMRH bankruptcy team and counsel to Alcon (.5); review and revise sale order (2.7).		
	Alyssa Paddock	3.20 hrs.	\$ 1105.00/hr.
11/07/25	Telephone conference and correspondence with SMRH and Loeb teams re derivative rights sale order and next steps with respect to closing (.7); telephone conference and correspondence with J. Herbstritt re corporate resolutions in connection with closing (.5).		
	Matt Benz	1.20 hrs.	\$ 895.00/hr.
11/07/25	Attend checklist telephone conference with SMRH team to review next steps for Lot 2, 3 transactions (.5); coordinate Lot 2 resolution drafting process (.5); confer with Paramount counsel re Alcon revisions to BVI LP LLC Agreements (.4); correspond with Paramount counsel re same (.5).		
	John Herbstritt	1.90 hrs.	\$ 825.00/hr.
11/07/25	Update cure notice schedule with new documents that have been uploaded to the VDR (1.3); correspondence re revised schedule with client and with Loeb (.2); update derivative rights transaction checklist (.6).		
	Tatev Hovhannisyan	2.10 hrs.	\$ 765.00/hr.
11/07/25	Telephone conference with J. Herbstritt re corporate resolutions in connection with derivative rights sale.		
	Justin Fischer	.10 hrs.	\$ 765.00/hr.
11/09/25	Analyze Warner Bros additional comments to sale order.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
11/09/25	Attend to BVI issues and correspondence re same.		
	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
11/10/25	Review proposed edits to derivative rights sale order.		
	Thomas V. Panoff	.30 hrs.	\$ 1480.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 14 of 58

11/10/25	Attend to final revisions to draft order approving sale of derivative rights to Alcon (.5); review correspondence from S. Frey re same (.1).	Jennifer L. Nassiri	.60 hrs.	\$ 1545.00/hr.
11/10/25	Review further revisions to studio asset purchase agreement (.4); attention to correspondence re same (.4); attend to resolutions in connection with lot 2 sale (.3).	Jennifer L. Nassiri	1.10 hrs.	\$ 1545.00/hr.
11/10/25	Draft correspondence re board consents (.3); draft correspondence re Lot 3 closing (.3).	Aerin A. Snow	.60 hrs.	\$ 1260.00/hr.
11/10/25	Correspond with case parties re sale order.	Justin R. Bernbrock	1.40 hrs.	\$ 1670.00/hr.
11/10/25	Correspondence with A. Snow re Lot 3 assumed contract issues (.3); telephone conference with A. Snow and J. Kulback re closing of studio sale (.5); correspondence with J. Herbstritt and T. Hovhannisyan re Lot 2 resolutions (.2); review comments on studio business asset purchase agreement (.7); correspondence with J. Bernbrock, J. Nassiri, A. Snow, and others re same (.2).	Joseph A. Ireland	1.90 hrs.	\$ 1175.00/hr.
11/10/25	Review and revise sale order (1.1); attend to sale related issues (.2).	Alyssa Paddock	1.30 hrs.	\$ 1105.00/hr.
11/10/25	Confer with SMRH and Loeb teams re derivative rights sale order and next steps with respect to closing (.4); review and revise derivative rights sale order and correspond with case parties re same (.3); draft motion to approve derivative rights project notice acceptance and conduct research in connection with the same (3.6).	Matt Benz	4.30 hrs.	\$ 895.00/hr.
11/10/25	Confer with SMRH team re next steps for Lot 2 transaction.	John Herbstritt	.40 hrs.	\$ 825.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 15 of 58

11/10/25	Coordinate delivery of documents for British Virgin Islands filings.		
	Alyssa Garcia	.60 hrs.	\$ 765.00/hr.
11/10/25	Update cure schedule for sixth supplemental notice (.4); correspondence with K. Berg re same (.2); research re operating agreement for Village derivative rights asset purchase agreement entities (.3); correspondence re same (.2).		
	Tatev Hovhannisyan	1.10 hrs.	\$ 765.00/hr.
11/11/25	Review additional revisions to proposed order approving sale of derivative rights to Alcon (.3); correspondence re same (.5); attend to BVI filings and status in connection with release of funds from library sale (.5); analyze Regency proposed insert to derivative rights sale order (.3); attend to open issues and action items with studio sale asset purchase agreement (.7); attend to resolutions required for derivative rights sale (.3); prepare correspondence to E. Jones re status of review of amendment to library asset purchase agreement (.1).		
	Jennifer L. Nassiri	2.70 hrs.	\$ 1545.00/hr.
11/11/25	Review revised Lot 3 purchase agreement (.5); draft correspondence re Lot 3 purchase agreement (.5); draft correspondence re revisions to Paramount documentation (.6).		
	Aerin A. Snow	1.60 hrs.	\$ 1260.00/hr.
11/11/25	Correspond with case parties re sale order (1.3); correspond with SMRH team re Alcon asset purchase agreement (.7); review, analyze open issues re potential Warner Bros appeal (1.9).		
	Justin R. Bernbrock	3.90 hrs.	\$ 1670.00/hr.
11/11/25	Review and correspondence re data room cost issues (.4); review and revise Lot 3 asset purchase agreement (1.5); correspondence with J. Kulback and others re same (.3); telephone conference with J. Kulback re open issues relating to closing of studio sale (.3).		
	Joseph A. Ireland	2.50 hrs.	\$ 1175.00/hr.
11/11/25	Review and revise sale order (2.2); circulate same to case parties (.2).		
	Alyssa Paddock	2.40 hrs.	\$ 1105.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 16 of 58

11/11/25	Confer with SMRH and Loeb teams re derivative rights sale order and next steps with respect to closing.	Matt Benz	.70 hrs.	\$ 895.00/hr.
11/11/25	Confer with client banker team to provide update on Lots 1-3 transactions.	John Herbstritt	.20 hrs.	\$ 825.00/hr.
11/11/25	Draft Lot 2 sale consents for seller entities.	Justin Fischer	2.20 hrs.	\$ 765.00/hr.
11/11/25	Compile governance documents for all derivative rights seller entities and correspond with internal team re same in connection with corporate resolutions.	Tatev Hovhannisyan	.20 hrs.	\$ 765.00/hr.
11/12/25	Draft motion to approve amendment to the library sale asset purchase agreement.	Gloria Grand-Pierre	4.90 hrs.	\$ 765.00/hr.
11/12/25	Review final certification of counsel and final derivative rights sale order (.4); attend to entered order and next steps (.4); attention to release of Paramount funds issues (.4).	Jennifer L. Nassiri	1.20 hrs.	\$ 1545.00/hr.
11/12/25	Review correspondence from BVI counsel and vendors re discontinuation filings (.5); review Lot 2 draft resolutions (.6); review comments from Morgan Lewis re DTE and Zoo Films operating agreements (.6); review correspondence re DTE and Zoo Films operating agreements (.5).	Aerin A. Snow	2.20 hrs.	\$ 1260.00/hr.
11/12/25	Correspond with S. Edel re Lot 1 asset purchase agreement.	Justin R. Bernbrock	.40 hrs.	\$ 1670.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 17 of 58

11/12/25 Confer with SMRH and Loeb teams re derivative rights sale order and next steps with respect to closing (.6); review and provide comments on draft corporate resolutions in connection with derivative rights sale (.5); correspond with SMRH team re same (.2); draft motion to approve derivative rights project notice acceptance and conduct research in connection with the same (1.4); confer with SMRH team re library asset purchase agreement amendment and related motion (.4).

Matt Benz 3.10 hrs. \$ 895.00/hr.

11/12/25 Respond to Paramount counsel re comments to BVI LP LLC agreements (.3); review Lot 2 resolutions (.5).

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

11/12/25 Revise Lot 2 sale consents.

Justin Fischer .50 hrs. \$ 765.00/hr.

11/12/25 Revise sixth supplemental cure notice.

Tatev Hovhannisyan .30 hrs. \$ 765.00/hr.

11/13/25 Review and revise motion to amend Library sale asset purchase agreement.

Gloria Grand-Pierre 2.50 hrs. \$ 765.00/hr.

11/13/25 Review correspondence re library amendment (.1); telephone conference with E. Jones re same (.1); participate in team telephone conference re motion and proposed order in connection with approval of library asset purchase agreement (.3); analyze correspondence from S. Warren re same (.9); consider next steps and open issues in connection with response to Warner Bros (1.2); review agreements in connection with same (.8); analyze correspondence from Clover Ivy Purchaser in connection with studio sale (.5).

Jennifer L. Nassiri 3.90 hrs. \$ 1545.00/hr.

11/13/25 Telephone conference with SMRH team re Lot 1 amendment (.7); review OMM response to Lot 1 amendment (1); draft correspondence re Lot 1 amendment (.4); review correspondence from T. Hovhannisyan re revisions to Lot 3 annexes (.4).

Aerin A. Snow 2.50 hrs. \$ 1260.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 18 of 58

11/13/25	Review, analyze materials re library sale APA amendment (1.1); correspond with case parties re same (.7); telephone conference re same (.3); review, analyze letter re enforcement of court order (1.2); correspond with SMRH team re same (.4).	Justin R. Bernbrock	3.70 hrs.	\$ 1670.00/hr.
11/13/25	Analyze letter from Warner Bros re amendment to Lot 1 asset purchase agreement (.3); analyze open issues with T. Hovhannisyan re same (.3); correspondence with J. Nassiri, M. Benz, and others re same (.2); attention to purchase price allocation in derivative rights asset purchase agreement (.3).	Joseph A. Ireland	1.10 hrs.	\$ 1175.00/hr.
11/13/25	Telephone conference and correspondence with SMRH team re library asset purchase agreement amendment and related motion (.7); review letter from OMM re same and confer with SMRH team (.8).	Matt Benz	1.50 hrs.	\$ 895.00/hr.
11/13/25	Review, analyze liquidation analysis with respect to studio business related assets and claims (.2); review OMM letter re Library APA amendment (.8); telephone conference with J. Ireland re response to letter (.4); prepare sixth supplemental cure schedule for filing (.6).	Tatev Hovhannisyan	2.00 hrs.	\$ 765.00/hr.
11/14/25	Conferences with A. Snow re Warner Bros objections to inclusion of certain contracts in assumed contracts schedule to Lot 1 purchase agreement (.3); review letter re Warner Bros objections to inclusion of certain contracts in assumed contracts schedule to Lot 1 purchase agreement (.1).	Stacey L. Rosenberg	.40 hrs.	\$ 1990.00/hr.
11/14/25	Analyze correspondence re Warner Bros correspondence in connection with library asset purchase agreement amendment (.3); consider strategy and response to same (.8); review correspondence re status of Lot 3 asset purchase agreement (.2).	Jennifer L. Nassiri	1.30 hrs.	\$ 1545.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 19 of 58

11/14/25	Telephone conference with S. Rosenberg re assumed contracts schedule to Lot 1 amendment (.5); draft correspondence re same (.3).	Aerin A. Snow	.80 hrs.	\$ 1260.00/hr.
11/14/25	Review, analyze open issues re Warner Bros potential appeal of derivative rights sale order (1.8); review, analyze research re same (1.1).	Justin R. Bernbrock	2.90 hrs.	\$ 1670.00/hr.
11/14/25	Review and correspondence with J. Kulback and S. Edel re closing of Lot 3 asset purchase agreement.	Joseph A. Ireland	.50 hrs.	\$ 1175.00/hr.
11/14/25	Review approved BVI discontinuance filings.	John Herbstritt	.20 hrs.	\$ 825.00/hr.
11/14/25	Review revised version of the sixth supplemental cure notice (.2); prepare, share chart with SMRH team for filing (.2).	Tatev Hovhannisyan	.40 hrs.	\$ 765.00/hr.
11/16/25	Review correspondence re library amendment issues (.3); review draft closing checklist and related correspondence (.3).	Jennifer L. Nassiri	.60 hrs.	\$ 1545.00/hr.
11/16/25	Revise Lot 2 closing checklist (.6); draft assumption and assignment agreement (.5) and IP assignment agreement for Lot 2 (.7); correspondence with Loeb team re same (.2).	Joseph A. Ireland	2.00 hrs.	\$ 1175.00/hr.
11/17/25	Analyze limited liability company agreements for member consent requirements in connection with derivative rights sale corporate resolutions (1); draft due diligence review memo re member consent requirements (1.1).	Matthew Mancini	2.10 hrs.	\$ 765.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 20 of 58

11/17/25	Conference with SMRH team re response to Warner Bros letter objecting to inclusion of certain contracts on Lot 1 sale agreement assumed contracts list.	Stacey L. Rosenberg	.30 hrs.	\$ 1990.00/hr.
11/17/25	Prepare for telephone conference to discuss library amendment correspondence from OMM (.3); participate in telephone conference re same (.3); prepare correspondence to E. Jones re telephone conference to discuss same (.1); correspond re data room issues for studio sale (.2); correspond re Lot 2 and 3 closing (.2).	Jennifer L. Nassiri	1.10 hrs.	\$ 1545.00/hr.
11/17/25	Draft correspondence to K. Berg re data room (.4); internal telephone conference re Lot 1 amendment (.6); revise revised Lot 3 agreement and annexes (.9); review Loeb's supplemental Lot 3 diligence questions (.5); draft correspondence re Paramount assignment (.5).	Aerin A. Snow	2.90 hrs.	\$ 1260.00/hr.
11/17/25	Prepare for and telephone conference with SMRH team re library sale amendment (1.1); correspond re same (.6); review, analyze issues re potential Warner Bros appeal of derivative rights sale order (2.3); telephone conferences with case parties re same (1.3).	Justin R. Bernbrock	5.30 hrs.	\$ 1670.00/hr.
11/17/25	Participate in telephone conference re library sale amendment.	Joseph A. Ireland	.50 hrs.	\$ 1175.00/hr.
11/17/25	Telephone conference with SMRH bankruptcy and SMRH corporate teams re amendment to asset purchase agreement for sale of library assets.	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.
11/17/25	Telephone conference and correspondence with SMRH team re library asset purchase agreement amendment (.6); draft motion for approval of derivative rights project notice acceptance and confer with SMRH team re same (2.7).	Matt Benz	3.30 hrs.	\$ 895.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 21 of 58

11/17/25	Update studio transaction checklist (.4); telephone conference re letter from OMM with respect to the Amendment to Lot 1 to add Wonka contracts (.5).	Tatev Hovhannisyan	.90 hrs.	\$ 765.00/hr.
11/18/25	Prepare tracker checklist with respect to corporate resolutions in connection with derivative rights sale (1); coordinate preparations for execution of corporate resolutions (.5).	Matthew Mancini	1.50 hrs.	\$ 765.00/hr.
11/18/25	Telephone conference with SMRH team and E. Jones re Warner Bros letter objecting to inclusion of certain contracts on assumed contract schedule to Lot 1 purchase agreement amendment.	Stacey L. Rosenberg	.30 hrs.	\$ 1990.00/hr.
11/18/25	Telephone conference with Alcon to discuss closing (.3); correspondence re library asset purchase agreement amendment (.3); participate in telephone conference with E. Jones re library amendment (.3); review correspondence re Paramount issues (.2); participate in telephone conference with Alcon team re same (.8); consider strategy and next steps in connection with closing (.3).	Jennifer L. Nassiri	2.20 hrs.	\$ 1545.00/hr.
11/18/25	Telephone conference with Warner Bros counsel re Lot 1 amendment (.5); telephone conference with Loeb team re Lot 2 and Lot 3 closing checklists (1); review correspondence re Lot 3 purchase agreement (.7); revise escrow release letter (.5); draft correspondence to SMRH team re Lot 2 and Lot 3 closing deliverables (.6).	Aerin A. Snow	3.30 hrs.	\$ 1260.00/hr.
11/18/25	Telephone conference with SMRH team re library sale amendment (.8); correspond re same (.3); telephone conferences with case parties re Lot 2 and Lot 3 closing (1.3); review, analyze Warner Bros appeal of derivative rights decision (2.1); correspond with Board re same (.4).	Justin R. Bernbrock	4.90 hrs.	\$ 1670.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 22 of 58

11/18/25 Review and correspondence with D. Ahdoot re Legacy project (.4); review and analyze diligence questions and Alcon comments on annexes (1.2); correspondence with K. Berg re same (.2); telephone conference with A. Snow and T. Hovhannisyan re same (.6); review and correspondence with J. Kulback re funds flow (.2); review and provide comments on derivative-rights checklist and studio-business checklist (.5); correspondence with T. Hovhannisyan re same (.1); prepare for and participate in closing-checklist telephone conference re Lot 2 and Lot 3 matters (1.2); prepare and correspond with Loeb team re execution version of Lot 3 asset purchase agreement (.4).

Joseph A. Ireland 4.80 hrs. \$ 1175.00/hr.

11/18/25 Revise motion for approval of entry for derivative rights notice acceptance.

Alyssa Paddock 1.50 hrs. \$ 1105.00/hr.

11/18/25 Telephone conference and correspondence with SMRH team and E. Jones re Library asset purchase agreement amendment (.5); telephone conference with SMRH and Loeb teams re status of sale closings and next steps (1.2).

Matt Benz 1.70 hrs. \$ 895.00/hr.

11/18/25 Review Lot 2 resolutions (.3); review Lot 1 side letter to confirm shareability (.2); confer with SMRH team to launch Lot 2 resolution signing project (.4).

John Herbstritt .90 hrs. \$ 825.00/hr.

11/18/25 Review Seller consents re Lot 2 (.4); update Lot 2 and Lot 2 closing checklist (1); telephone conference with Loeb re status update on open items (1); review revised Annexes to confirm Sellers (.7); telephone conference with J. Ireland re status of Lot 2 and 3 (.4); telephone conference with M. Benz re payment of cure amounts (.1).

Tatev Hovhannisyan 3.60 hrs. \$ 765.00/hr.

11/19/25 Coordinate preparations for finalization and execution of corporate resolutions in connection with derivative rights sale.

Matthew Mancini .80 hrs. \$ 765.00/hr.

11/19/25 Review escrow release instruction.

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



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

December 22, 2025
 Invoice 260036982
 Page 23 of 58

11/19/25	Evaluate closing strategy for Lot 2 and Lot 3 assets.	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
11/19/25	Draft correspondence to SMRH team re Paramount counsel's information request (.3); review correspondence from VREG team re crossing payment collections (.4); review revised escrow letter (.6); draft correspondence to SMRH team re Lot 2 board approvals (.4); review correspondence from SMRH team re Annex II update (.5); review seller closing certificates (.6); review buyer written consent and closing certificate (.6).	Aerin A. Snow	3.40 hrs.	\$ 1260.00/hr.
11/19/25	Review, analyze research issues re motion for stay pending appeal.	Justin R. Bernbrock	1.90 hrs.	\$ 1670.00/hr.
11/19/25	Review open issues throughout the day with T. Hovhannisyan re Lot 3 diligence questions (.8); review and analyze underlying agreements in connection with same (.7); telephone conference with K. Berg re same (1.1).	Joseph A. Ireland	2.60 hrs.	\$ 1175.00/hr.
11/19/25	Review and revise Lot 2 resolution signature tracker and signature packets (.5); confer with SMRH team re script for Lot 2 director outreach re resolutions (.4); revise joint escrow release letter and draft correspondence re same (1.2); review Seller closing certificate for Lot 2 sale (.4).	John Herbstritt	2.50 hrs.	\$ 825.00/hr.
11/19/25	Preparing Lot 2 closing certificate (.7); review diligence follow up questions from Alcon and prepare answers to same (1.8); review and revise memo and Annex II in connection with the same (3.7);; correspondence with client re same (.3).	Tatev Hovhannisyan	6.50 hrs.	\$ 765.00/hr.
11/20/25	Review governance documents to confirm signatory requirements for certain derivative rights seller entities in connection with corporate resolutions (.8); prepare closing and execution materials in connection with the same (.7).	Matthew Mancini	1.50 hrs.	\$ 765.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 24 of 58

11/20/25	Review correspondence re escrow release instructions.	Stacey L. Rosenberg	.10 hrs.	\$ 1990.00/hr.
11/20/25	Correspondence re closing for Lot 2 and Lot 3 assets (.3); review correspondence re order on motion to approve library sale amendment (.2).	Jennifer L. Nassiri	.50 hrs.	\$ 1545.00/hr.
11/20/25	Draft correspondence re BVI filings (.3); review revised resolutions (.3); review revised Lot 3 closing deliverables (.5); draft correspondence re Lot 2 closing mechanics (.4); draft correspondence to Loeb team re Wonka payments (.3); review revised escrow release letter (.4).	Aerin A. Snow	2.20 hrs.	\$ 1260.00/hr.
11/20/25	Review and correspondence with A. Snow re open diligence issues and related telephone conference (.3); review draft closing certificate (.2); review correspondence re guild review of Lot 3 asset purchase agreement and schedules (.2); review and correspondence re Lot 3 closing items (.3).	Joseph A. Ireland	1.00 hrs.	\$ 1175.00/hr.
11/20/25	Review and analyze K. Berg's responses to diligence requests and comments on annexes to Lot 3 agreement (.6); correspondence with J. Kulback and K. Berg re conference to address open diligence issues (.3).	Joseph A. Ireland	.90 hrs.	\$ 1175.00/hr.
11/20/25	Confer with SMRH team re corporate resolutions re derivative rights sale.	Matt Benz	.40 hrs.	\$ 895.00/hr.
11/20/25	Review and revise Alcon resolutions and closing certificate re Lot 2 transaction.	John Herbstritt	.20 hrs.	\$ 825.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 25 of 58

11/20/25	Checking if VDR has certificate of formation for Lot 2 entities (.2); correspondence with client re certificates of formation (.1); confirm buyer entity is accurate in the resolutions for Lot 3 (.4); gather all governance documents and the finalized seller certificate (1.5).	Tatev Hovhannisyan	2.20 hrs.	\$ 765.00/hr.
11/21/25	Analysis of K. Berg responses into open issues for Lot 3 closing (.4); attend to correspondence re Lot 2 closing (.3)	Jennifer L. Nassiri	.70 hrs.	\$ 1545.00/hr.
11/21/25	Review correspondence from K. Berg re Lot 3 sale diligence process (.5); draft correspondence re LP equity assignment agreement (1); draft correspondence re Lot 2 closing deliverables (.8); review closing certificate and resolutions (.3).	Aerin A. Snow	2.60 hrs.	\$ 1260.00/hr.
11/21/25	Telephone conference with T. Hovhannisyan re open issues with respect to revised annexes (.2); correspondence with J. Herbstritt, T. Hovhannisyan, and A. Snow re seller resolutions (.2); review and correspond with K. Berg re responses to buyer diligence questions (.5).	Joseph A. Ireland	.90 hrs.	\$ 1175.00/hr.
11/21/25	Confer with Paramount counsel re revisions to equity assignment agreements.	John Herbstritt	.30 hrs.	\$ 825.00/hr.
11/21/25	Correspondence with Loeb re seller closing certificate and resolutions.	Tatev Hovhannisyan	.20 hrs.	\$ 765.00/hr.
11/21/25	Review feedback from client re draft responses for diligence follow up memo and Annex II (.4); prepare responses (.4); telephone conference with J. Ireland re next steps (.2).	Tatev Hovhannisyan	1.00 hrs.	\$ 765.00/hr.
11/24/25	Assist with matters related to closing, including creating signature packets for the necessary transaction documents.	Mia Katz	2.10 hrs.	\$ 765.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 26 of 58

11/24/25	Review and provide revisions to motion re derivative rights acceptance notice (1.2); consider strategy in connection with same (.4)	Jennifer L. Nassiri	1.60 hrs.	\$ 1545.00/hr.
11/24/25	Correspondence re Paramount issues and final release of funds.	Jennifer L. Nassiri	.20 hrs.	\$ 1545.00/hr.
11/24/25	Draft correspondence to A. Hill and J. Herbstritt re Delaware filing timeline (.6); telephone conference with SMRH team re Lot 1 and Lot 2 closing (.5); review revisions to redomestication documentation and LLC agreements (1.5); coordinate closing of redomestication transaction (.5).	Aerin A. Snow	3.10 hrs.	\$ 1260.00/hr.
11/24/25	Prepare for and participate in telephone conference with A. Snow, T. Hovhannisyan, and J. Herbstritt re closing of derivative-rights sale and studio sale (.7); review and analyze responses to diligence requests and K. Berg's revisions to annexes (.6); review and analyze open diligence issues with T. Hovhannisyan (.3); correspondence with M. Benz re hearing with respect to request for stay (.1); review and revise IP assignment (.5); review of copyright records with respect to same (.3); telephone conference with B. Cherry re same (.2).	Joseph A. Ireland	2.70 hrs.	\$ 1175.00/hr.
11/24/25	Attend and annotate checklist telephone conference with SMRH team re next steps for Lot 2 and 3 transactions (.4); confer with SMRH team re revisions to equity assignment agreements (.2); review signature packets for BVI LP assignment and Lot 3 transaction (.4); confer with Paramount and Alcon outside counsel re revisions to BVI LP transfer agreements (.4).	John Herbstritt	1.40 hrs.	\$ 825.00/hr.
11/24/25	Correspond with filing agent, A. Snow and J. Herbstritt re amendment and conversion filing requirements.	Aaron X. Hill	.90 hrs.	\$ 540.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 27 of 58

11/24/25	<p>Telephone conference re status update of Lot 2 and Lot 2 (.4); confirm if any Warner Bros entity needs to get noticed based on revised annexes (.3); telephone conference with J Ireland re client responses to revised Annex II (.3); correspondence re scheduling telephone conference for studio sale (.1); review remaining questions in diligence memo, prepare answers and review all questions in the Annex IV (6); prepare answers and correspondence with client updating them and requesting their feedback (.2).</p>	<p>Tatev Hovhannisyan</p>	<p>7.30 hrs.</p>	<p>\$ 765.00/hr.</p>
11/25/25	<p>Revise Section 6 of assignment of membership Interests agreements for DTE Films LLC, Zoo Films LLC, and ZOO Film Partners LLC.</p>	<p>Christian Corrales</p>	<p>.30 hrs.</p>	<p>\$ 765.00/hr.</p>
11/25/25	<p>Correspondence re studio sale closing and assumed contracts.</p>	<p>Jennifer L. Nassiri</p>	<p>.30 hrs.</p>	<p>\$ 1545.00/hr.</p>
11/25/25	<p>Review and revise IP assignment agreement for derivative rights (.6); draft IP assignment agreement for Wonka copyright (.8); review Copyright Office public records and underlying agreements in connection with same (.8); correspondence with B. Cherry re same (.2); telephone conference with T. Hovhannisyan re outstanding diligence issues (.2).</p>	<p>Joseph A. Ireland</p>	<p>2.60 hrs.</p>	<p>\$ 1175.00/hr.</p>
11/25/25	<p>Revise equity assignment agreements (.2); further revise equity assignment agreements, incorporating suggestions from Paramount counsel (.2); draft signing checklist for BVI entity assignment and verify gathered signatures (1.4).</p>	<p>John Herbstritt</p>	<p>1.80 hrs.</p>	<p>\$ 825.00/hr.</p>
11/25/25	<p>Review, analyze notice (.2); review feedback from client on Annex IV responses and preparing response to Loeb (1.3).</p>	<p>Tatev Hovhannisyan</p>	<p>1.50 hrs.</p>	<p>\$ 765.00/hr.</p>
11/26/25	<p>Participate in telephone conference with team on appeal of asset sale order.</p>	<p>Christopher S. Comstock</p>	<p>.50 hrs.</p>	<p>\$ 1260.00/hr.</p>



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

December 22, 2025
Invoice 260036982
Page 28 of 58

11/26/25	Review Delaware filing documentation for LP conversion (.5); draft correspondence re conversion (.5); telephone conference with D. Ahdoot re Lot 3 agreement (.6)		
	Aerin A. Snow	1.60 hrs.	\$ 1260.00/hr.
11/26/25	Draft signing checklist for transfer of BVI entities (.6); create signature packets for transfer of BVI entities (.4).		
	John Herbstritt	1.00 hrs.	\$ 825.00/hr.
11/28/25	Review final forms of LLC agreements for BVI entities.		
	Aerin A. Snow	1.30 hrs.	\$ 1260.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 29 of 58

Timekeeper Summary of: Asset Disposition

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Aerin A. Snow	34.30	\$ 1,260.00	\$ 43,218.00
Joseph A. Ireland	31.80	\$ 1,175.00	\$ 37,365.00
Justin R. Bernbrock	35.10	\$ 1,670.00	\$ 58,617.00
Jennifer L. Nassiri	27.30	\$ 1,545.00	\$ 42,178.50
Stacey L. Rosenberg	1.70	\$ 1,990.00	\$ 3,383.00
Alyssa Paddock	10.60	\$ 1,105.00	\$ 11,713.00
Matt Benz	18.10	\$ 895.00	\$ 16,199.50
John Herbstritt	12.90	\$ 825.00	\$ 10,642.50
Justin Fischer	2.80	\$ 765.00	\$ 2,142.00
Alyssa Garcia	0.60	\$ 765.00	\$ 459.00
Gloria Grand-Pierre	8.20	\$ 765.00	\$ 6,273.00
Matthew Mancini	5.90	\$ 765.00	\$ 4,513.50
Mia Katz	2.10	\$ 765.00	\$ 1,606.50
Christian Corrales	0.30	\$ 765.00	\$ 229.50
Thomas V. Panoff	0.30	\$ 1,480.00	\$ 444.00
Sydney B. Hunemuller	0.80	\$ 1,045.00	\$ 836.00
Christopher S. Comstock	0.50	\$ 1,260.00	\$ 630.00
Aaron X. Hill	0.90	\$ 540.00	\$ 486.00
Tatev Hovhannisyan	41.10	\$ 765.00	\$ 31,441.50
Totals	235.30	\$ 1,157.58	\$ 272,377.50

Fee/Employment Applications & Statements

11/03/25 Attend to filing of CNO in connection with August monthly fee statement and correspondence re same.

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

11/03/25 Correspond with SMRH and YCST teams re August monthly fee application and corresponding CNO.

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



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

December 22, 2025
 Invoice 260036982
 Page 30 of 58

11/10/25	Review and revise exhibits to October monthly fee application.		
	Gloria Grand-Pierre	3.10 hrs.	\$ 765.00/hr.
11/10/25	Correspond with SMRH team re October monthly fee application (.3); correspond with VREG team re interim fee applications (.2).		
	Matt Benz	.50 hrs.	\$ 895.00/hr.
11/11/25	Draft October monthly fee application (1.1); confer with M. Benz re same (.4).		
	Gloria Grand-Pierre	1.50 hrs.	\$ 765.00/hr.
11/11/25	Correspond with G. Grand-Pierre re October monthly fee application.		
	Matt Benz	.40 hrs.	\$ 895.00/hr.
11/12/25	Review order on second interim fee statement (.2); correspondence re same (.2).		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
11/24/25	Review draft certificate of no objection in connection with September fees (.1); attend to correspondence re filing of same (.2).		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
11/24/25	Correspond with SMRH and YCST teams re CNO for September monthly fee application.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 31 of 58

Timekeeper Summary of: Fee/Employment Applications & Statements

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Jennifer L. Nassiri	0.90	\$ 1,545.00	\$ 1,390.50
Matt Benz	1.40	\$ 895.00	\$ 1,253.00
Gloria Grand-Pierre	4.60	\$ 765.00	\$ 3,519.00
<i>Totals</i>	6.90	\$ 893.12	\$ 6,162.50

Assumption/Rejection of Leases and Contracts

11/04/25	Correspondence re Legacy film project and related executory contracts (.3); analyze correspondence from L. Santor re studio business executory contract and related project (.3).
	Jennifer L. Nassiri .60 hrs. \$ 1545.00/hr.
11/04/25	Correspond with J. Nassiri re studio business executory contract issues.
	Matt Benz .30 hrs. \$ 895.00/hr.
11/05/25	Confer with J. Ireland re Legacy (.1); correspond with D. Ahdoot re potential cure claims in connection with the same (.2); follow up with J. Ireland re next steps (.1).
	Jennifer L. Nassiri .40 hrs. \$ 1545.00/hr.
11/05/25	Correspond with J. Nassiri re studio business executory contract issues.
	Matt Benz .20 hrs. \$ 895.00/hr.
11/06/25	Attend to Legacy project and treatment of related executory contracts.
	Jennifer L. Nassiri .20 hrs. \$ 1545.00/hr.
11/07/25	Consider strategy in connection with designation of potential additional agreements to add to studio sale.
	Jennifer L. Nassiri .40 hrs. \$ 1545.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 32 of 58

11/10/25	Attend to sixth supplemental assumption notice and related correspondence.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
11/11/25	Draft sixth supplemental assumption notice.		
	Gloria Grand-Pierre	.40 hrs.	\$ 765.00/hr.
11/11/25	Review correspondence re sixth supplemental assumption notice.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
11/11/25	Confer with SMRH team re sixth supplemental assumption notice.		
	Matt Benz	.60 hrs.	\$ 895.00/hr.
11/12/25	Review correspondence re sixth supplemental schedule of assumed contracts in connection with studio sale.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
11/13/25	Review, analyze letter from Clover's counsel re studio business assumed contracts and confer with SMRH team re same.		
	Matt Benz	.40 hrs.	\$ 895.00/hr.
11/14/25	Attend to sixth supplemental assumption notice and correspondence re same.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.
11/17/25	Draft second supplemental Warner assumption notice.		
	Gloria Grand-Pierre	.80 hrs.	\$ 765.00/hr.
11/18/25	Review and correspondence with M. Benz re assumption notices.		
	Joseph A. Ireland	.50 hrs.	\$ 1175.00/hr.
11/24/25	Correspond with SMRH team re supplemental assumption notices.		
	Matt Benz	.30 hrs.	\$ 895.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 33 of 58

11/25/25 Revise second supplemental Warner assumption notice and confer with M. Benz re same.

Gloria Grand-Pierre .70 hrs. \$ 765.00/hr.

11/25/25 Correspond with SMRH team re second supplemental Warner Bros assumption notice (.5); correspond with Verita and YCST teams re same (.2); finalize and coordinate filing of the same (.2).

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

Timekeeper Summary of: Assumption/Rejection of Leases and Contracts

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Joseph A. Ireland	0.50	\$ 1,175.00	\$ 587.50
Jennifer L. Nassiri	3.00	\$ 1,545.00	\$ 4,635.00
Matt Benz	2.70	\$ 895.00	\$ 2,416.50
Gloria Grand-Pierre	1.90	\$ 765.00	\$ 1,453.50
<i>Totals</i>	8.10	\$ 1,122.53	\$ 9,092.50

Other Contested Matters (excluding assumption/rejection motions)

11/01/25 Confer with SMRH team re response strategy to Warner Bros standing motion.

Sydney B. Hunemuller .30 hrs. \$ 1045.00/hr.

11/01/25 Telephone conference with SMRH team re Warner Bros standing motion and objection to the same.

Gloria Grand-Pierre .30 hrs. \$ 765.00/hr.

11/01/25 Review, analyze Warner Bros standing motion.

Gloria Grand-Pierre 1.10 hrs. \$ 765.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 34 of 58

11/01/25 Analyze Warner Bros new motion for standing to file adversary complaint (.9); review proposed complaint (.7); SMRH team telephone conference re same (.2).

Thomas V. Panoff 1.80 hrs. \$ 1480.00/hr.

11/01/25 Attend to strategy and timing of response to Warner Bros standing motion.

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

11/01/25 Prepare for and telephone conference with SMRH re Warner Bros standing motion (1.3); review, analyze materials re same (2.3).

Justin R. Bernbrock 3.60 hrs. \$ 1670.00/hr.

11/01/25 Review Warner Bros motion for standing and related complaint (.8); telephone conference with SMRH team re same (.3).

Alyssa Paddock 1.10 hrs. \$ 1105.00/hr.

11/01/25 Review, analyze Warner standing motion (1.3); conduct research in connection with the same (1.1); telephone conference and correspondence with SMRH team re same (.4).

Matt Benz 2.80 hrs. \$ 895.00/hr.

11/02/25 Confer with SMRH team re potential arguments for response to Warner Bros standing motion.

Sydney B. Hunemuller .20 hrs. \$ 1045.00/hr.

11/02/25 Telephone conference with SMRH team re strategy for objection to Warner standing motion.

Gloria Grand-Pierre .30 hrs. \$ 765.00/hr.

11/02/25 Review Warner Bros motion for standing and related complaint (1.4); telephone conference with SMRH team re same (.2).

Alyssa Paddock 1.60 hrs. \$ 1105.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 35 of 58

11/02/25	Review, analyze Warner standing motion and conduct research in connection with the same (.7); telephone conference and correspondence with SMRH team re same (.3).	Matt Benz	1.00 hrs.	\$ 895.00/hr.
11/03/25	Conduct research in support of objection to Warner standing motion and analyze the same.	Gloria Grand-Pierre	4.90 hrs.	\$ 765.00/hr.
11/03/25	Review motion for standing and related research and precedent (5.2); revise outline (1).	Alyssa Paddock	6.20 hrs.	\$ 1105.00/hr.
11/03/25	Review, analyze Warner Bros standing motion (.6); prepare objection outline and conduct research in connection with the same (4.1); correspond with A. Paddock re same (.2).	Matt Benz	4.90 hrs.	\$ 895.00/hr.
11/04/25	Telephone conference with SMRH and MoFo teams re Warner standing motion (.4); confer with SMRH team re same (.3).	Gloria Grand-Pierre	.70 hrs.	\$ 765.00/hr.
11/04/25	Review notice of hearing date and related deadlines in connection with Warner standing motion (.1); further analysis of standing motion and strength of arguments (2.3).	Jennifer L. Nassiri	2.40 hrs.	\$ 1545.00/hr.
11/04/25	Telephone conference with case parties re Warner Bros standing motion (1.1); review, analyze materials re same (2.2).	Justin R. Bernbrock	2.30 hrs.	\$ 1670.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 36 of 58

11/04/25	Telephone conference and correspondence with SMRH team and noteholders' counsel re Warner Bros standing motion and chapter 11 plan (.4); draft objection to Warner Bros standing motion and conduct research in connection with the same (3.5); confer with SMRH team re research in connection with the same (.4).	Matt Benz	4.30 hrs.	\$ 895.00/hr.
11/05/25	Analyze court's ruling on sale of derivative rights (.4); correspondence with Warner Bros and Regency re proposed order (.2).	Thomas V. Panoff	.60 hrs.	\$ 1480.00/hr.
11/05/25	Telephone conference with M. Benz re research in support of objection to Warner standing motion.	Gloria Grand-Pierre	.20 hrs.	\$ 765.00/hr.
11/05/25	Draft objection to Warner Bros standing motion and conduct research in connection with the same (2.7); telephone conference and correspondence with SMRH team re research in connection with the same (.4).	Matt Benz	3.10 hrs.	\$ 895.00/hr.
11/06/25	Telephone conference with SMRH team re Warner Bros standing motion and derivative rights sale decision.	Gloria Grand-Pierre	.50 hrs.	\$ 765.00/hr.
11/06/25	Conference with A. Paddock and M. Benz re historical background for transfers of derivative rights in connection with Warner standing motion.	Gloria Grand-Pierre	5.20 hrs.	\$ 765.00/hr.
11/06/25	Review issues and pleadings re potential motion to stay sale order pending appeal.	Alyssa Paddock	1.70 hrs.	\$ 1105.00/hr.
11/06/25	Draft objection to Warner Bros standing motion (.5); telephone conference and correspondence with M. Russell re standing motion objection (.2).	Matt Benz	.70 hrs.	\$ 895.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 37 of 58

11/07/25	Research re objection to potential stay of sale order pending appeal.		
	Gloria Grand-Pierre	1.20 hrs.	\$ 765.00/hr.
11/07/25	Conduct research in support of objection to Warner standing motion and analyze the same.		
	Gloria Grand-Pierre	1.80 hrs.	\$ 765.00/hr.
11/07/25	Telephone conference with Alcon team to discuss strategy (.8); review draft derivative rights sale order and proposed edits to same (.5).		
	Thomas V. Panoff	1.30 hrs.	\$ 1480.00/hr.
11/07/25	Review, analyze memorandum opinion overruling objections to sale.		
	Catherine Jun	.70 hrs.	\$ 1180.00/hr.
11/07/25	Review pleadings re potential motion to stay sale order pending appeal.		
	Alyssa Paddock	.40 hrs.	\$ 1105.00/hr.
11/07/25	Draft objection to Warner Bros standing motion (.5); correspond with SMRH team re objection to anticipated motion for stay pending appeal (.3).		
	Matt Benz	.80 hrs.	\$ 895.00/hr.
11/11/25	Review issues related to Warner Bros standing motion.		
	Alyssa Paddock	1.30 hrs.	\$ 1105.00/hr.
11/11/25	Prepare working draft of objection to motion for stay pending appeal and conduct research in connection with the same (5.2); confer with SMRH team re same (.4).		
	Matt Benz	5.60 hrs.	\$ 895.00/hr.
11/12/25	Evaluate Warner Bros appellate strategy and consider next steps.		
	Jennifer L. Nassiri	2.20 hrs.	\$ 1545.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 38 of 58

11/12/25	Review Warner Bros standing motion.		
	Alyssa Paddock	3.20 hrs.	\$ 1105.00/hr.
11/12/25	Prepare working draft of objection to motion for stay pending appeal and conduct research in connection with the same (2.3); confer with SMRH team re same (.3); draft objection to Warner Bros standing motion and conduct research in connection with the same (1.4); confer with SMRH team re same (.5).		
	Matt Benz	4.50 hrs.	\$ 895.00/hr.
11/13/25	Conduct research in support of objection to Warner standing motion and analyze the same.		
	Gloria Grand-Pierre	3.30 hrs.	\$ 765.00/hr.
11/13/25	Confer with M. Benz re strategy for potential appeal response and motion to stay.		
	Sydney B. Hunemuller	.40 hrs.	\$ 1045.00/hr.
11/13/25	Conference with A. Paddock and M. Benz re historical background for transfers of derivative rights.		
	Stacey L. Rosenberg	.60 hrs.	\$ 1990.00/hr.
11/13/25	Attend to response to standing motion and evaluate strategy in connection with same (.7); review correspondence re same (.2).		
	Jennifer L. Nassiri	.90 hrs.	\$ 1545.00/hr.
11/13/25	Review, analyze open issues re potential Warner Bros appeal of derivative rights sale order.		
	Justin R. Bernbrock	1.70 hrs.	\$ 1670.00/hr.
11/13/25	Draft objection to Warner Bros motion for standing (6.8); telephone conference with S. Rosenberg and M. Benz re standing motion (.7); telephone conference with M. Benz re standing motion(.4); telephone conference with SMRH bankruptcy team and counsel to lenders re standing motion (.4).		
	Alyssa Paddock	8.30 hrs.	\$ 1105.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 39 of 58

11/13/25	Telephone conference and correspondence with S. Rosenberg and A. Paddock re Warner Bros standing motion (1.2); draft objection to Warner Bros standing motion and conduct research in connection with the same (4.8); confer with SMRH team re same (.4); telephone conference and correspondence with SMRH team and noteholders counsel re same (.5).	Matt Benz	6.90 hrs.	\$ 895.00/hr.
11/14/25	Draft objection to Warner Bros motion for standing.	Alyssa Paddock	13.30 hrs.	\$ 1105.00/hr.
11/14/25	Draft objection to Warner Bros standing motion and conduct research in connection with the same (4); review, analyze relevant documents in connection with the same (3.2); telephone conference and correspondence with A. Paddock re same (.7).	Matt Benz	7.90 hrs.	\$ 895.00/hr.
11/15/25	Draft objection to Warner Bros motion for standing.	Alyssa Paddock	2.10 hrs.	\$ 1105.00/hr.
11/15/25	Review and revise draft objection to Warner Bros standing motion and conduct research in connection with the same (2.4); confer with SMRH team re same (.3).	Matt Benz	2.70 hrs.	\$ 895.00/hr.
11/16/25	Review and revise objection to standing motion.	Jennifer L. Nassiri	2.60 hrs.	\$ 1545.00/hr.
11/17/25	Attend to status of revisions to standing motion (.3); analyze revised standing motion and related correspondence (1.8).	Jennifer L. Nassiri	2.10 hrs.	\$ 1545.00/hr.
11/17/25	Review changes and revise objection to Warner Bros motion for standing.	Alyssa Paddock	2.40 hrs.	\$ 1105.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 40 of 58

11/17/25 Draft objection to Warner Bros standing motion (4.3); confer with SMRH team re same (.8).

Matt Benz 5.10 hrs. \$ 895.00/hr.

11/18/25 Analyze Warner Bros brief in support of motion for stay and authority cited in same.

Thomas V. Panoff 1.90 hrs. \$ 1480.00/hr.

11/18/25 Review and revise draft objection to Warner standing motion.

Gloria Grand-Pierre 4.20 hrs. \$ 765.00/hr.

11/18/25 Review and comment on objection to Warner Bros standing motion.

Stacey L. Rosenberg 1.40 hrs. \$ 1990.00/hr.

11/18/25 Attend to notice of appeal and motion for stay pending appeal and related logistics (.7); analyze open issues in connection with standing motion (1.2); review motion for expedited hearing and correspondence re same (.8); consider noteholders comments to standing motion and evaluate strategy in connection with same (.7); review draft declaration of K. Berg in support of opposition to standing motion (.4); review further revisions to standing motion (.4).

Jennifer L. Nassiri 4.20 hrs. \$ 1545.00/hr.

11/18/25 Review and revise objection to Warner Bros motion for standing (1.8); telephone conference with M. Benz re contested issues (.4); review and respond to issues re contested matters (1).

Alyssa Paddock 3.20 hrs. \$ 1105.00/hr.

11/18/25 Revise objection to Warner Bros standing motion and confer with SMRH team re same (3.7); confer with MoFo and Cooley teams re same (.8); draft K. Berg declaration in support of the same (1.2); review, analyze Warner Bros motion for stay pending appeal (1.3).

Matt Benz 7.00 hrs. \$ 895.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 41 of 58

11/19/25	Conduct research in support of objection to Warner standing motion and analyze the same (5.1); confer with SMRH team re same (1.1).	Gloria Grand-Pierre	6.20 hrs.	\$ 765.00/hr.
11/19/25	Telephone conference with SMRH team re status of pending contested matters and next steps.	Gloria Grand-Pierre	.50 hrs.	\$ 765.00/hr.
11/19/25	Additional review of Warner Bros brief in support of motion for stay and authority cited in same (.8); SMRH team telephone conference to discuss response to same (.3).	Thomas V. Panoff	1.10 hrs.	\$ 1480.00/hr.
11/19/25	Participate in team telephone conference re various oppositions to Warner Bros motions due (.4); analyze final standing motion (1); review order setting hearing on motion for stay relief on shortened time and related correspondence (.5); review correspondence re K. Berg declaration in support of standing motion (.3); correspondence re strategy on standing motion and next steps (.3); correspondence re motion to seal in connection with standing motion (.4); analyze noteholders opposition to standing motion (1.3).	Jennifer L. Nassiri	4.20 hrs.	\$ 1545.00/hr.
11/19/25	Correspond and telephone conferences with case parties re stay objection.	Justin R. Bernbrock	1.30 hrs.	\$ 1670.00/hr.
11/19/25	Review and revise objection to Warner Bros motion for standing (4.2); communicate with lenders re same (1.2); telephone conference with M. Benz re contested standing issues and pleadings (.7); review declaration in support of objection (.6).	Alyssa Paddock	6.70 hrs.	\$ 1105.00/hr.
11/19/25	Revise objection to Warner Bros standing motion and confer with SMRH team re same (4.3); confer with K. Berg re declaration and revise same (.7); finalize and coordinate filing of same (.8); draft objection for Warner Bros motion for stay pending appeal (1.4).	Matt Benz	7.20 hrs.	\$ 895.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 42 of 58

11/20/25	Review, revise draft response brief to Warner Bros motion in support of stay.	Thomas V. Panoff	1.80 hrs.	\$ 1480.00/hr.
11/20/25	Review and analyze Warner Bros motion for stay and Debtors' initial draft objection (1.1); confer with M. Benz re same (.5).	Sydney B. Hunemuller	1.60 hrs.	\$ 1045.00/hr.
11/20/25	Evaluate strategy in connection with draft of opposition of motion for stay pending appeal (1.5); review hearing agenda and related correspondence (1.2); further analyze motion for stay pending appeal (1.2); review and revise opposition (2.5); analyze additional revisions to opposition to motion for stay pending appeal (1.2).	Jennifer L. Nassiri	7.60 hrs.	\$ 1545.00/hr.
11/20/25	Correspond and telephone conferences with case parties re Warner Bros motion for stay pending appeal (2.3); review, analyze objection to Warner Bros motion for stay pending appeal (1.4); correspond with SMRH team, other parties re same (1.4).	Justin R. Bernbrock	5.10 hrs.	\$ 1670.00/hr.
11/20/25	Draft objection to Warner Bros emergency motion for stay of sale order.	Alyssa Paddock	6.40 hrs.	\$ 1105.00/hr.
11/20/25	Draft objection to Warner Bros motion for stay pending appeal and confer with SMRH team re same.	Matt Benz	6.70 hrs.	\$ 895.00/hr.
11/21/25	Review and analyze Debtors' objection to Warner Bros motion for stay (.5); confer with M. Benz and T. Panoff re same and upcoming hearing (.4).	Sydney B. Hunemuller	.90 hrs.	\$ 1045.00/hr.
11/21/25	Review and revise objection to stay pending appeal motion.	Gloria Grand-Pierre	3.10 hrs.	\$ 765.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 43 of 58

11/21/25	Review updated draft of response brief to Warner Bros motion in support of stay (.9); review draft of Alcon's related brief and joinder (.8).	Thomas V. Panoff	1.70 hrs.	\$ 1480.00/hr.
11/21/25	Correspondence re final draft of opposition to motion for stay pending appeal (.7); review Alcon joinder and brief in support of VREG opposition (.6); review final draft of opposition (.8) ;prepare for hearing in connection with same (2.2).	Jennifer L. Nassiri	4.30 hrs.	\$ 1545.00/hr.
11/21/25	Review, analyze objection to Warner Bros motion for stay pending appeal (2.9); multiple telephone conferences and correspond with case parties and SMRH team re same (1.7); prepare for hearing on Warner Bros motion for stay pending appeal (2.1).	Justin R. Bernbrock	6.70 hrs.	\$ 1670.00/hr.
11/21/25	Review and revise objection to Warner Bros emergency motion for stay of sale order (1.4); telephone conference with M. Benz re objection (.2).	Alyssa Paddock	1.60 hrs.	\$ 1105.00/hr.
11/21/25	Draft objection to Warner Bros motion for stay pending appeal and confer with SMRH team re same (4.2); finalize and coordinate filing of same (.7).	Matt Benz	4.90 hrs.	\$ 895.00/hr.
11/22/25	Review, analyze materials re Warner Bros motion for stay pending appeal (1.3); prepare for hearing re same (2.3); telephone conferences with case parties re same (1.1).	Justin R. Bernbrock	4.70 hrs.	\$ 1670.00/hr.
11/23/25	Review final briefing in preparation for Warner Bros hearing on motion for stay.	Thomas V. Panoff	1.60 hrs.	\$ 1480.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 44 of 58

11/23/25	Review correspondence re Warner Bros seeking relief from district court in the event stay at the bankruptcy court level is denied (.3); review draft talking points for hearing on motion for stay pending appeal (.5); prepare for hearing (1.3)		
	Jennifer L. Nassiri	2.10 hrs.	\$ 1545.00/hr.
11/23/25	Correspond with case parties re stay hearing (1.2); review, analyze materials re same (3.1).		
	Justin R. Bernbrock	4.30 hrs.	\$ 1670.00/hr.
11/23/25	Draft talking points for hearing on Warner Bros motion for stay pending appeal and confer with SMRH team re same.		
	Matt Benz	2.70 hrs.	\$ 895.00/hr.
11/24/25	Attend hearing re Warner Bros stay motion (1.1); prepare for same (.4).		
	Thomas V. Panoff	1.50 hrs.	\$ 1480.00/hr.
11/24/25	Attend stay pending appeal hearing and prepare detailed notes.		
	Gloria Grand-Pierre	1.10 hrs.	\$ 765.00/hr.
11/24/25	Prepare for and attended hearing on Warner Bros motion to stay.		
	Sydney B. Hunemuller	1.30 hrs.	\$ 1045.00/hr.
11/24/25	Prepare for hearing on Warner Bros motion for stay pending appeal (3); appear at hearing on motion for stay (1.3); correspond with E. Jones re telephone conference to discuss standing motion (.2).		
	Jennifer L. Nassiri	4.50 hrs.	\$ 1545.00/hr.
11/24/25	Prepare for and attend hearing re Warner Bros motion.		
	Justin R. Bernbrock	4.70 hrs.	\$ 1670.00/hr.
11/24/25	Review and preparation for hearing re stay of sale order (.7); attend hearing re stay of sale order (1.1)		
	Alyssa Paddock	1.80 hrs.	\$ 1105.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 45 of 58

11/24/25	Prepare materials in connection with hearing re Warner Bros motion for stay pending appeal and confer with SMRH and YCST teams re strategy in connection with the same (4.9); prepare for and attend hearing re Warner Bros motion for stay pending appeal (1.6); correspond with VREG and SMRH teams re outcome of hearing (.4).	Matt Benz	6.90 hrs.	\$ 895.00/hr.
11/25/25	Telephone conference with S. Warren and E. Jones re standing motion issues (.5); follow up telephone conference with J. Bernbrock re same (.2); evaluate strategy on potential resolution on standing motion (.8); review multiple filings in connection with emergency motion for stay pending appeal in district court and consider next steps (1.4); review correspondence re strategy in response to same (.7)	Jennifer L. Nassiri	3.60 hrs.	\$ 1545.00/hr.
11/25/25	Correspond with case parties re draft order re motion to stay (.6); review, analyze materials re Warner Bros appeal (2.3).	Justin R. Bernbrock	2.90 hrs.	\$ 1670.00/hr.
11/25/25	Telephone conference with SMRH team and counsel to Warner Bros re motion for standing.	Alyssa Paddock	.30 hrs.	\$ 1105.00/hr.
11/25/25	Telephone conference with SMRH and OMM teams re Warner Bros standing motion and related issues (.4); confer with SMRH team re same (.2); review Regency notice of appeal and confer with SMRH team re same (.3).	Matt Benz	.90 hrs.	\$ 895.00/hr.
11/26/25	Telephone conference with SMRH and counsel to Alcon re Warner Bros stay pending appeal motion in district court.	Gloria Grand-Pierre	.50 hrs.	\$ 765.00/hr.
11/26/25	Telephone conference with Alcon and SMRH teams to discuss strategy re Warner Bros district court filing on stay (.4); view and analyze Warner Bros district court filing and accompanying filings (2.2).	Thomas V. Panoff	2.60 hrs.	\$ 1480.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 46 of 58

11/26/25 Confer with SMRH team and Alcon re strategy for District Court response (.5); review and analyze Warner Bros declarations and brief to assess strategy for the same (.5); confer with T. Panoff re the same (.3).

Sydney B. Hunemuller 1.30 hrs. \$ 1045.00/hr.

11/26/25 Review correspondence re deadlines for response to emergency motion for stay pending appeal in district court (.8); participate in telephone conference with Alcon team re strategy (.4); review notices relating to transmittal of record on appeal (.4); review standing order for district court appeals (.3); evaluate strategy in connection with potential settlement with Warner Bros (2.2); further attend to motion for stay pending appeal to district court (.8).

Jennifer L. Nassiri 4.90 hrs. \$ 1545.00/hr.

11/26/25 Telephone conference with case parties re pending appeal (1.3); correspond with SMRH team settlement issues (.9).

Justin R. Bernbrock 2.20 hrs. \$ 1670.00/hr.

11/26/25 Telephone conference with counsel to Alcon re filings in appeal.

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

11/26/25 Review omnibus PHV application for district court appeal and correspond with YCST team re same (.3); review, analyze Warner Bros motion for stay pending appeal and related filings in district court (1.1); telephone conference and correspondence with SMRH, YCST, LRC, and Loeb teams re same (.7).

Matt Benz 2.10 hrs. \$ 895.00/hr.

11/30/25 Correspondence in connection with potential resolution of standing motion.

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



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

December 22, 2025
 Invoice 260036982
 Page 47 of 58

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	39.50	\$ 1,670.00	\$ 65,965.00
Jennifer L. Nassiri	46.70	\$ 1,545.00	\$ 72,151.50
Stacey L. Rosenberg	2.00	\$ 1,990.00	\$ 3,980.00
Catherine Jun	0.70	\$ 1,180.00	\$ 826.00
Alyssa Paddock	62.10	\$ 1,105.00	\$ 68,620.50
Matt Benz	88.70	\$ 895.00	\$ 79,386.50
Gloria Grand-Pierre	35.10	\$ 765.00	\$ 26,851.50
Thomas V. Panoff	15.90	\$ 1,480.00	\$ 23,532.00
Sydney B. Hunemuller	6.00	\$ 1,045.00	\$ 6,270.00
Totals	296.70	\$ 1,171.50	\$ 347,583.00

Non-Working Travel

11/23/25	Travel from Chicago to Delaware for stay pending hearing.		
	Gloria Grand-Pierre	5.50 hrs.	\$ 765.00/hr.
11/23/25	Travel to Wilmington for hearing on motion for stay pending appeal.		
	Jennifer L. Nassiri	9.30 hrs.	\$ 1545.00/hr.
11/23/25	Travel from ORD to PHL re hearing on Warner Bros motion for stay pending appeal.		
	Justin R. Bernbrock	5.10 hrs.	\$ 1670.00/hr.
11/23/25	Travel to Wilmington in connection with hearing on Warner Bros motion for stay pending appeal.		
	Matt Benz	5.10 hrs.	\$ 895.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 48 of 58

11/24/25	Travel from Delaware re hearing on stay pending appeal motion.		
	Gloria Grand-Pierre	6.50 hrs.	\$ 765.00/hr.
11/24/25	Travel from hearing in Wilmington to Los Angeles for hearing on motion for stay pending appeal.		
	Jennifer L. Nassiri	9.20 hrs.	\$ 1545.00/hr.
11/24/25	Return travel from PHL to ORD re stay motion hearing.		
	Justin R. Bernbrock	5.10 hrs.	\$ 1670.00/hr.
11/24/25	Return travel from Wilmington in connection with Warner Bros motion for stay pending appeal.		
	Matt Benz	4.30 hrs.	\$ 895.00/hr.

Timekeeper Summary of: Non-Working Travel

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	10.20	\$ 1,670.00	\$ 17,034.00
Jennifer L. Nassiri	18.50	\$ 1,545.00	\$ 28,582.50
Matt Benz	9.40	\$ 895.00	\$ 8,413.00
Gloria Grand-Pierre	12.00	\$ 765.00	\$ 9,180.00
<i>Totals</i>	<i>50.10</i>	<i>\$ 1,261.67</i>	<i>\$ 63,209.50</i>

Financing/Cash Collections

11/07/25	Correspond with SMRH and VREG teams re adequate protection invoices.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.
11/12/25	Correspond with VREG team re adequate protection invoices.		
	Matt Benz	.20 hrs.	\$ 895.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 49 of 58

11/13/25 Correspond with VREG team re adequate protection invoices.
 Matt Benz .10 hrs. \$ 895.00/hr.

11/24/25 Review request for payment of invoice for local counsel for DIP lenders.
 Jennifer L. Nassiri .30 hrs. \$ 1545.00/hr.

Timekeeper Summary of: Financing/Cash Collections

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Jennifer L. Nassiri	0.30	\$ 1,545.00	\$ 463.50
Matt Benz	0.50	\$ 895.00	\$ 447.50
<i>Totals</i>	0.80	\$ 1,138.75	\$ 911.00

Board of Directors Matters

11/01/25 Correspond with Board re Warner Bros motion.
 Justin R. Bernbrock .50 hrs. \$ 1670.00/hr.

11/05/25 Review summary of derivative rights sale hearing decision for board.
 Jennifer L. Nassiri .30 hrs. \$ 1545.00/hr.

11/05/25 Correspond with Board re derivative rights sale court opinion.
 Justin R. Bernbrock .50 hrs. \$ 1670.00/hr.

11/05/25 Draft summary of derivative rights sale opinion and circulate to board members.
 Matt Benz .80 hrs. \$ 895.00/hr.

11/24/25 Correspond with Board re Warner Bros appeal.
 Justin R. Bernbrock .30 hrs. \$ 1670.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 50 of 58

Timekeeper Summary of: Board of Directors Matters

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	1.30	\$ 1,670.00	\$ 2,171.00
Jennifer L. Nassiri	0.30	\$ 1,545.00	\$ 463.50
Matt Benz	0.80	\$ 895.00	\$ 716.00
<i>Totals</i>	2.40	\$ 1,396.04	\$ 3,350.50

Reporting

11/24/25 Correspond with OMM team re monthly taxes and cash management reporting to Warner Bros.

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

Timekeeper Summary of: Reporting

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Matt Benz	0.20	\$ 895.00	\$ 179.00
<i>Totals</i>	0.20	\$ 895.00	\$ 179.00

Claims Administration and Objections

11/06/25 Review claims summary and voting amounts spreadsheet and confer with J. Mulvihill and Verita team re same.

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

11/17/25 Correspond with case parties re claims analysis.

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



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

December 22, 2025
 Invoice 260036982
 Page 51 of 58

11/19/25	Telephone conferences with case parties re claims analysis discussion.		
	Justin R. Bernbrock	.40 hrs.	\$ 1670.00/hr.
11/25/25	Attention to allowed claim of CP Ventura against library debtors and stipulation in connection with same.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
11/25/25	Revise stipulation re Content Partners claim allowance (.7); correspond with SMRH and LW teams re same (.4).		
	Matt Benz	1.10 hrs.	\$ 895.00/hr.
11/26/25	Correspondence re claim stipulation with Content Partners (.3); evaluate strategy re same (.6)		
	Jennifer L. Nassiri	.90 hrs.	\$ 1545.00/hr.
11/26/25	Correspond with SMRH and LW teams re stipulation re Content Partners claim allowance (.4); finalize and coordinate filing of same (.2).		
	Matt Benz	.60 hrs.	\$ 895.00/hr.

Timekeeper Summary of: Claims Administration and Objections

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	1.20	\$ 1,670.00	\$ 2,004.00
Jennifer L. Nassiri	1.30	\$ 1,545.00	\$ 2,008.50
Matt Benz	2.40	\$ 895.00	\$ 2,148.00
<i>Totals</i>	4.90	\$ 1,257.24	\$ 6,160.50

Plan and Disclosure Statement (including Business Plan)

11/02/25	Analyze Warner Bros comments and revisions to draft plan of liquidation.		
	Jennifer L. Nassiri	1.40 hrs.	\$ 1545.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 52 of 58

11/03/25	Review J. Mulvihill comments to Warner Bros revisions to draft plan (.3); evaluate next steps and strategy (1.6).		
	Jennifer L. Nassiri	1.90 hrs.	\$ 1545.00/hr.
11/03/25	Review, analyze open issues re chapter 11 plan (2.2); correspond re same (.4).		
	Justin R. Bernbrock	2.60 hrs.	\$ 1670.00/hr.
11/03/25	Review comments to draft plan.		
	Alyssa Paddock	1.30 hrs.	\$ 1105.00/hr.
11/04/25	Review and revise motion to extend exclusivity motion (.8); correspond with SMRH team re same (.2).		
	Gloria Grand-Pierre	1.00 hrs.	\$ 765.00/hr.
11/04/25	Telephone conference with counsel for noteholders re Warner Bros proposed revisions to plan (.7); review materials in connection with release opt out issues (.4).		
	Jennifer L. Nassiri	1.10 hrs.	\$ 1545.00/hr.
11/04/25	Telephone conference with SMRH bankruptcy team and counsel to Noteholders re plan and motion for standing (.6); review and revise plan (2.5); review related plan issues (.5).		
	Alyssa Paddock	3.60 hrs.	\$ 1105.00/hr.
11/05/25	Participate in telephone conference with noteholder and Committee counsel re plan terms (.4); follow-up correspondence re same (.4).		
	Jennifer L. Nassiri	.80 hrs.	\$ 1545.00/hr.
11/05/25	Telephone conference with case parties re Plan.		
	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 53 of 58

11/05/25	Telephone conference with SMRH bankruptcy team and counsel to Noteholders and counsel to UCC re draft plan (.4); review and revise draft Plan (1.5).	Alyssa Paddock	1.90 hrs.	\$ 1105.00/hr.
11/05/25	Review and provide comments on draft motion to extend exclusivity (.7); correspond with SMRH and YCST teams re same (.2); telephone conference and correspondence with SMRH team, noteholders' counsel, and committee counsel re chapter 11 plan (.6); correspond with J. Mulvihill re disclosure statement edits (.2).	Matt Benz	1.70 hrs.	\$ 895.00/hr.
11/06/25	Correspondence re telephone conference with SSN to discuss plan resolution (.2); participate in telephone conference with counsel for SSN re same (.4).	Jennifer L. Nassiri	.60 hrs.	\$ 1545.00/hr.
11/06/25	Telephone conference with Cooley, SMRH team re Plan.	Justin R. Bernbrock	1.20 hrs.	\$ 1670.00/hr.
11/06/25	Telephone conference with SMRH bankruptcy team and counsel to Noteholders re Plan issues (.5); review Plan issues (1.2).	Alyssa Paddock	1.70 hrs.	\$ 1105.00/hr.
11/06/25	Telephone conference with SMRH and Cooley teams re Chapter 11 Plan (.4); revise disclosure statement to reflect recent case events (1.9).	Matt Benz	2.30 hrs.	\$ 895.00/hr.
11/10/25	Correspondence re committee agreement and next steps in connection with finalizing plan.	Jennifer L. Nassiri	.60 hrs.	\$ 1545.00/hr.
11/10/25	Correspond with SMRH team re Plan comments.	Justin R. Bernbrock	1.10 hrs.	\$ 1670.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 54 of 58

11/10/25	Correspond with J. Mulvihill re liquidation analysis.		
	Justin R. Bernbrock	.70 hrs.	\$ 1670.00/hr.
11/12/25	Correspondence re draft plan status (.2); consider status of draft disclosure statement and next steps (.4); analyze draft liquidation analysis (.5).		
	Jennifer L. Nassiri	1.10 hrs.	\$ 1545.00/hr.
11/12/25	Review draft liquidation analysis and confer with SMRH and YCST teams re same.		
	Matt Benz	.40 hrs.	\$ 895.00/hr.
11/13/25	Correspond with case parties re liquidation analysis (.6); telephone conference with K. Maib re same (.7).		
	Justin R. Bernbrock	1.30 hrs.	\$ 1670.00/hr.
11/13/25	Correspond with J. Mulvihill re plan and disclosure statement drafts (.2); confer with C. Whitlow re liquidation analysis (.3).		
	Matt Benz	.50 hrs.	\$ 895.00/hr.
11/14/25	Attend to liquidation analysis and related correspondence.		
	Jennifer L. Nassiri	.40 hrs.	\$ 1545.00/hr.
11/19/25	Review, analyze open issues re chapter 11 plan process.		
	Justin R. Bernbrock	1.80 hrs.	\$ 1670.00/hr.
11/24/25	Evaluate strategy in connection with revised plan and updated committee settlement on payment to GUC claims.		
	Jennifer L. Nassiri	.30 hrs.	\$ 1545.00/hr.



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

December 22, 2025
 Invoice 260036982
 Page 55 of 58

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	9.80	\$ 1,670.00	\$ 16,366.00
Jennifer L. Nassiri	8.20	\$ 1,545.00	\$ 12,669.00
Alyssa Paddock	8.50	\$ 1,105.00	\$ 9,392.50
Matt Benz	4.90	\$ 895.00	\$ 4,385.50
Gloria Grand-Pierre	1.00	\$ 765.00	\$ 765.00
<i>Totals</i>	32.40	\$ 1,345.00	\$ 43,578.00

SUMMARY OF TIMEKEEPER FEES

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
Justin R. Bernbrock	174.80	\$ 1,670.00	\$ 291,916.00
Jennifer L. Nassiri	108.30	\$ 1,545.00	\$ 167,323.50
Thomas V. Panoff	16.20	\$ 1,480.00	\$ 23,976.00
Stacey L. Rosenberg	3.70	\$ 1,990.00	\$ 7,363.00
Aerin A. Snow	34.30	\$ 1,260.00	\$ 43,218.00
Christopher S. Comstock	.50	\$ 1,260.00	\$ 630.00
Catherine Jun	.70	\$ 1,180.00	\$ 826.00
Matt Benz	147.00	\$ 895.00	\$ 131,565.00
Justin Fischer	2.80	\$ 765.00	\$ 2,142.00
Alyssa Garcia	.60	\$ 765.00	\$ 459.00
John Herbstritt	13.80	\$ 825.00	\$ 11,385.00
Tatev Hovhannisyan	41.10	\$ 765.00	\$ 31,441.50
Sydney B. Hunemuller	6.80	\$ 1,045.00	\$ 7,106.00
Joseph A. Ireland	32.30	\$ 1,175.00	\$ 37,952.50
Alyssa Paddock	86.50	\$ 1,105.00	\$ 95,582.50
Christian Corrales	.30	\$ 765.00	\$ 229.50
Gloria Grand-Pierre	63.50	\$ 765.00	\$ 48,577.50
Mia Katz	2.10	\$ 765.00	\$ 1,606.50
Matthew Mancini	5.90	\$ 765.00	\$ 4,513.50
Aaron X. Hill	.90	\$ 540.00	\$ 486.00



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

December 22, 2025
 Invoice 260036982
 Page 56 of 58

50% Discount for Non-Working Travel
Total Fees for Professional Services

\$ (31,604.75)

\$ 876,694.25

SUMMARY OF TIMEKEEPER PHASES

<u>Phase</u>	<u>Hours</u>	<u>Dollars</u>
Case Administration	104.30	\$ 155,695.00
Asset Disposition	235.30	\$ 272,377.50
Fee/Employment	6.90	\$ 6,162.50
Applications & Statements		
Assumption/Rejection of	8.10	\$ 9,092.50
Leases and Contracts		
Other Contested Matters	296.70	\$ 347,583.00
(excluding		
assumption/rejection		
motions)		
Non-Working Travel	50.10	\$ 63,209.50
Financing/Cash Collections	.80	\$ 911.00
Board of Directors Matters	2.40	\$ 3,350.50
Reporting	.20	\$ 179.00
Claims Administration and	4.90	\$ 6,160.50
Objections		
Plan and Disclosure	32.40	\$ 43,578.00
Statement (including		
Business Plan)		

EXHIBIT B



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

December 22, 2025
 Invoice 260036982
 Page 57 of 58

SUMMARY OF DISBURSEMENTS

11/05/25	J.Bernbrock-Hotel (Derivative Rights Sale Hearing)	1,623.60
11/19/25	J.Bernbrock-Airfare ORD/PHL for VREG Hearing	1,516.96
11/23/25	J.Nassiri-Village Hearing	369.00
11/23/25	J.Nassiri-Village Hearing	24.46
11/23/25	M.Benz-Travel to Wilmington DE for VREG hearing.	1,036.97
11/23/25	M.Benz-Travel to Wilmington DE for VREG hearing.	399.97
11/23/25	M.Benz-Travel to Wilmington DE for VREG hearing.	405.90
11/23/25	G.Grand-Pierre-Travel from Chicago to Philadelphia for VREG hearing and travel from Philadelphia to Fort Lauderdale to go home. CHI to PHL (\$443.48) PHL to FLL (\$298.49)	741.97
11/23/25	G.Grand-Pierre-Uber- Travel from airport to hotel.	67.97
11/23/25	G.Grand-Pierre-Hotel accommodations for VREG hearing on 11/24.	405.90
11/23/25	J.Bernbrock-Car Service Home/ORD for VREG Hearing	203.25
11/24/25	J.Nassiri-Village Hearing	29.00
11/24/25	J.Bernbrock-Hotel for VREG Hearing	405.90
11/24/25	J.Bernbrock-Car Service ORD/Home for VREG Hearing	207.25
11/25/25	J.Nassiri-Village Hearing	3,415.97
11/25/25	J.Nassiri-Village Hearing	149.99
11/25/25	J.Nassiri-Village Hearing	29.00
11/01/25	TransUnion Risk - Inv#962231-202510-1 - Oct 17, 15:12 - Billing Period - Oct 1, 2025 through Oct 31, 2025 - Bruce Liebman - TruLookup Person Search - Advanced	6.25
11/01/25	TransUnion Risk - Inv#962231-202510-1 - Oct 17, 15:12 - Billing Period - Oct 1, 2025 through Oct 31, 2025 - Bruce Liebman - TruLookup Comprehensive Report	25.00
11/23/25	J.Nassiri-Village Hearing	29.52
11/23/25	J.Nassiri-Village Hearing	22.71
11/23/25	J.Nassiri-Village Hearing	15.08
11/23/25	J.Bernbrock-Breakfast for VREG Hearing	108.28
11/24/25	G.Grand-Pierre-Dinner after VREG Hearing.	25.83
11/24/25	J.Nassiri-Village Hearing	9.05
11/25/25	J.Nassiri-Village Hearing	26.01

Total Disbursements

\$ 11,300.79