

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

In re:

ALAMO DRAFTHOUSE CINEMAS
HOLDINGS, LLC, *et al.*,¹
Debtors.

Chapter 11

Case No. 21-10474 (MFW)

Jointly Administered

Objection Deadline: November 5, 2021 at 4:00 p.m.**Hearing Date: To be scheduled if necessary**

**FIFTH MONTHLY APPLICATION FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PACHULSKI
STANG ZIEHL & JONES LLP, AS COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
AUGUST 1, 2021 THROUGH AUGUST 31, 2021**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	March 16, 2021 by Order signed May 3, 2021
Period for which Compensation and Reimbursement is Sought:	August 1, 2021 through August 31, 2021
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$3,789.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$ 87.00

This is a: ☒ monthly ☐ interim ☐ final application.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Alamo Drafthouse Cinemas Holdings, LLC (2205); Alamo Drafthouse Cinemas, LLC (5717); Alamo Vineland, LLC (1626); Alamo League Investments GP, LLC (1811); Alamo League Investments, Ltd. (7227); Alamo South Lamar GP, LLC (3632); Alamo South Lamar, LP (4563); Alamo Drafthouse Raleigh, LLC (5979); Alamo DH Anderson Lane, LLC (3642); Alamo Yonkers, LLC (4971); Alamo Mission, LLC (2284); Alamo Ritz, LLC (9465); Alamo Mueller, LLC (1221); Mondo Tees, LLC (6900); Alamo City Foundry, LLC (6092); Alamo Mainstreet, LLC (2052); Alamo City Point, LLC (3691); Alamo Liberty, LLC (5755); Alamo Satown, LLC (6197); Alamo Marketplace, LLC (7041); Alamo Stone Oak, LLC (8398); Alamo Westlakes, LLC (4931); Alamo Park North, LLC (1252); Alamo North SA, LLC (6623); Alamo Avenue B, LLC (8950); Alamo Slaughter Lane GP, LLC (6968); Alamo Slaughter Lane, Ltd. (5341); Alamo Cinema Group I GP, LLC (9537); Alamo Cinema Group I, LP (9656); Alamo Westminster, LLC (8906); Alamo Staten Island, LLC (7781); Alamo Aspen Grove, LLC (7786); Alamo Lakeline, LLC (5294); Alamo Sloans, LLC (9343). The location of the Debtors' service address is: 3908 Avenue B, Austin, Texas 78751.

The total time expended for preparation of this monthly fee application is approximately 2.0 hours and the corresponding compensation requested is approximately \$800.

PRIOR MONTHLY APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
06/08/21	03/16/21 – 04/30/21	\$201,667.00	\$1,839.78	\$201,667.00	\$1,839.78
07/07/21	05/01/21 – 05/31/21	\$ 29,100.00	\$ 975.25	\$ 29,100.00	\$ 975.25
09/15/21	06/01/21 – 06/30/21	\$ 19,557.00	\$ 104.90	\$ 15,645.60	\$ 104.90
09/15/21	07/01/21 – 07/31/21	\$ 18,586.50	\$ 129.50	\$ 14,869.20	\$ 129.50

PSZ&J PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Robert J. Feinstein	Partner 2001; Member of NY Bar since 1982	\$1,395.00	0.30	\$ 418.50
Karina K. Yee	Paralegal	\$ 460.00	1.90	\$ 874.00
La Asia S. Canty	Paralegal	\$ 460.00	2.40	\$1,104.00
Cheryl A. Knotts	Paralegal	\$ 425.00	0.10	\$ 42.50
Andrea R. Paul	Case Management Assistant	\$ 375.00	2.50	\$ 937.50
Karen S. Neil	Case Management Assistant	\$ 375.00	1.10	\$ 412.50

Grand Total: \$3,789.00
Total Hours: 8.30
Blended Rate: \$456.51

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Asset Disposition	0.30	\$ 418.50
Case Administration	6.70	\$2,776.00
PSZ&J Compensation	1.30	\$ 594.50
Total	8.30	\$3,789.00

EXPENSE SUMMARY

Expense Category	Service Provider² (if applicable)	Total Expenses
Pacer – Court Research		\$39.90
Reproduction Expense		\$ 5.50
Reproduction/ Scan Copy		\$41.60
Total		\$87.00

² PSZ&J may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

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AND REIMBURSEMENT OF EXPENSES OF PACHULSKI
STANG ZIEHL & JONES LLP, AS COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
AUGUST 1, 2021 THROUGH AUGUST 31, 2021**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively, the “Bankruptcy Rules”), and the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, signed on or about March 29, 2021 [Docket No. 162] (the “Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), counsel for the Official Committee of Unsecured Creditors (the “Committee”),

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hereby submits its *Fifth Monthly Application for Compensation and for Reimbursement of Expenses for the Period from August 1, 2021 through August 31, 2021* (the “Application”).

By this Application, PSZ&J seeks (i) a monthly interim allowance of compensation in the amount of \$3,789.00 and actual and necessary expenses in the amount of \$87.00 for a total allowance of \$3,876.00 and (ii) payment of \$3,031.20 (80% of the allowed fees pursuant to the Administrative Order) and reimbursement of \$87.00 (100% of the allowed expenses pursuant to the Administrative Order) for a total payment of \$3,118.20 for the period August 1, 2021 through August 31, 2021 (the “Interim Period”). In support of this Application, PSZ&J respectfully represents as follows:

Background

1. On March 3, 2021 (the “Petition Date”), each of the Debtors commenced a voluntary case under Chapter 11 of the Bankruptcy Code in this Court. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Cases.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On March 15, 2021, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed the Committee to represent the interests of all unsecured creditors in these cases pursuant to section 1102 of the Bankruptcy Code. The members appointed to the Committee are: (i) Summit Glory Property, LLC; (ii) Albee Development LLC; (iii) Sloans

Lake-FCA, LLC; (iv) MEP Mainstreet Operations, LLC; (v) Sony Electronics Inc.; (vi) Vista Entertainment Solutions (USA) Inc.; and (vii) Iced Tea with Lemon LLC. On March 17, 2021, Vista Entertainment Solutions (USA) Inc. resigned from the Committee. The *Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 91] was filed on March 15, 2021.

4. On or about March 29, 2021, the Court signed the Administrative Order, authorizing estate professionals (“Professionals”) to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within fourteen (14) days after service of the monthly fee application, the Debtors are authorized to pay the Professional an amount equal to eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the monthly fee application. Beginning with the period ending May 31, 2021, and at three-month intervals thereafter, each Professional may file and serve on the Notice Parties an interim fee application for compensation and reimbursement of expenses sought in the Monthly Fee Applications filed during the Interim Fee Period. All fees and expenses paid are on an interim basis until final allowance by the Court.

5. The retention of PSZ&J, as counsel to the Committee, was approved effective as of March 16, 2021, by this Court’s *Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors, Effective as of March 16, 2021*, signed on May 3, 2021 [Docket No. 432] (the

“Retention Order”). The Retention Order authorized PSZ&J to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

**PSZ&J’S APPLICATION FOR COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES**

Compensation Paid and Its Source

6. All services for which PSZ&J requests compensation were performed for or on behalf of the Committee. PSZ&J has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZ&J and any other person other than the partners of PSZ&J for the sharing of compensation to be received for services rendered in these cases. PSZ&J has not received a retainer in these cases.

Fee Statements

7. The fee statements for the Interim Period are attached hereto as **Exhibit A**. These statements contain daily time logs describing the time spent by each attorney and paraprofessional during the Interim Period. To the best of PSZ&J’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules and the Administrative Order. PSZ&J’s time reports are initially handwritten by the attorney or paralegal performing the described services. The time reports are organized on a daily basis. PSZ&J is particularly sensitive to issues of “lumping” and, unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZ&J’s charges for its professional services are based upon the time, nature,

extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. PSZ&J has reduced its charges related to any non-working travel time to fifty percent (50%) of PSZ&J's standard hourly rate. To the extent it is feasible, PSZ&J professionals attempt to work during travel.

Actual and Necessary Expenses

8. A summary of actual and necessary expenses incurred by PSZ&J for the Interim Period is attached hereto as part of **Exhibit A**. PSZ&J customarily charges \$0.10 per page for photocopying expenses related to cases, such as these, arising in Delaware. PSZ&J's photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client's account number into a device attached to the photocopier. PSZ&J summarizes each client's photocopying charges on a daily basis.

9. PSZ&J charges \$0.25 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile transmissions reflects PSZ&J's calculation of the actual costs incurred by PSZ&J for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZ&J does not charge the Committee for the receipt of faxes in these cases.

10. With respect to providers of on-line legal research services (e.g., LEXIS and WESTLAW), PSZ&J charges the standard usage rates these providers charge for computerized legal research. PSZ&J bills its clients the actual amounts charged by such services, with no premium. Any volume discount received by PSZ&J is passed on to the client.

11. PSZ&J believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZ&J believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the *ABA's Statement of Principles*, dated March 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

12. The names of the timekeepers of PSZ&J who have rendered professional services in these cases during the Interim Period are set forth in the attached Exhibit A. PSZ&J, by and through such persons, has prepared and assisted in the preparation of various motions and orders submitted to the Court for consideration, advised the Committee on a regular basis with respect to various matters in connection with the Debtors' bankruptcy cases, and performed all necessary professional services which are described and narrated in detail below. PSZ&J's efforts have been extensive due to the size and complexity of the Debtors' bankruptcy cases.

Summary of Services by Project

13. The services rendered by PSZ&J during the Interim Period can be grouped into the categories set forth below. PSZ&J attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each

category, along with the number of hours for each individual and the total compensation sought for each category.

A. Asset Disposition

14. Time billed to this category relates to the sale or other disposition of the Debtors' assets. During the Interim Period, the Firm, among other things, reviewed and analyzed a sale order.

Fees: \$418.50; Hours: 0.30

B. Case Administration

15. This category relates to work regarding administration of these cases. During the Interim Period, the Firm, among other things: (1) maintained document control; (2) maintained service lists; (3) maintained a memorandum of critical dates; and (4) maintained a work-in-progress memorandum.

Fees: \$2,776.00; Hours: 6.70

C. PSZ&J Compensation

16. Time billed to this category relates to the compensation of the Firm. During the Interim Period, the Firm, among other things, performed work regarding its April 2021 monthly fee application and its First quarterly fee application.

Fees: \$594.50; Hours: 1.30

Valuation of Services

17. Attorneys and paraprofessionals of PSZ&J expended a total 8.30 hours in connection with their representation of the Committee during the Interim Period, as follows:

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Robert J. Feinstein	Partner 2001; Member of NY Bar since 1982	\$1,395.00	0.30	\$ 418.50
Karina K. Yee	Paralegal	\$ 460.00	1.90	\$ 874.00
La Asia S. Canty	Paralegal	\$ 460.00	2.40	\$1,104.00
Cheryl A. Knotts	Paralegal	\$ 425.00	0.10	\$ 42.50
Andrea R. Paul	Case Management Assistant	\$ 375.00	2.50	\$ 937.50
Karen S. Neil	Case Management Assistant	\$ 375.00	1.10	\$ 412.50

Grand Total: \$3,789.00
Total Hours: 8.30
Blended Rate: \$456.51

18. The nature of work performed by these persons is fully set forth in

Exhibit A attached hereto. These are PSZ&J's normal hourly rates for work of this character.

The reasonable value of the services rendered by PSZ&J for the Committee during the Interim Period is \$3,789.00.

19. In accordance with the factors enumerated in section 330 of the

Bankruptcy Code, it is respectfully submitted that the amount requested by PSZ&J is fair and reasonable given (a) the complexity of these 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 the Bankruptcy Code. Moreover, PSZ&J has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order and believes that this Application complies with such Rule and Order.

WHEREFORE, PSZ&J respectfully requests that, for the period August 1, 2021 through August 31, 2021, (i) an interim allowance be made to PSZ&J for compensation in the

amount of \$3,789.00 and actual and necessary expenses in the amount of \$87.00 for a total allowance of \$3,876.00 and (ii) payment of \$3,031.20 (80% of the allowed fees pursuant to the Administrative Order) and reimbursement of \$87.00 (100% of the allowed expenses pursuant to the Administrative Order) for a total payment of \$3,118.20, and for such other and further relief as this Court may deem just and proper.

Dated: October 22, 2021

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Bradford J. Sandler

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- and -

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*Counsel for the Official Committee of
Unsecured Creditors*

DECLARATION

STATE OF DELAWARE :
 :
COUNTY OF NEW CASTLE :

Bradford J. Sandler, after being duly sworn according to law, deposes and says:

a) I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and am admitted to appear before this Court.

b) I am familiar with many of the legal services rendered by Pachulski Stang Ziehl & Jones LLP as counsel to the Committee. Capitalized terms used in this Declaration have the same meanings ascribed in the Application.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Administrative Order signed on or about March 29, 2021 and submit that the Application substantially complies with such rule and order.

/s/ Bradford J. Sandler
Bradford J. Sandler