

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

In re:

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

Debtors.¹

Chapter 11

Case No. 21-10474 (MFW)

(Jointly Administered)

Hearing Date: November 23, 2021 at 2:00 p.m. (ET)

Objection Deadline: November 8, 2021 at 4:00 p.m. (ET)

SECOND INTERIM FEE REQUESTS OF DEBTORS' PROFESSIONALS

TO: (I) THE DEBTORS; (II) COUNSEL TO THE POSTPETITION LENDERS;
(III) COUNSEL TO THE COMMITTEE; AND (IV) THE U.S. TRUSTEE

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 162] (the “Interim Compensation Order”), the professionals retained by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby apply for interim quarterly allowance of compensation and reimbursement of expenses (this “Fee Request”) for all interim monthly fee applications filed for the period from June 1, 2021 through and including August 31, 2021. Summaries of the fees and expenses subject to this Fee Request are annexed

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.

hereto and set forth in the monthly fee applications previously filed with the Court. Pursuant to the Interim Compensation Order, the Debtors were previously authorized to pay on an interim basis 80% of the amount of compensation requested and 100% of the amount requested for reimbursement of expenses without further order from the Court upon the expiration of a 14-day objection period.

PLEASE TAKE FURTHER NOTICE THAT OBJECTIONS, IF ANY, TO THIS FEE REQUEST ARE REQUIRED TO BE FILED AND SERVED ON THE AFFECTED PROFESSIONAL AND THE FOLLOWING PARTIES ON OR BEFORE NOVEMBER 8, 2021 AT 4:00 P.M. (ET): (a) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Matthew B. Lunn, Esq. (mlunn@ycst.com) and Kenneth J. Enos, Esq. (kenos@ycst.com); (b) counsel to the Postpetition Lenders, (i) Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036, Attn: Gregg M. Galardi (gregg.galardi@ropesgray.com), and (ii) Proskauer Rose LLP, One International Place, Boston, MA 02110, Attn: Charles A. Dale (cdale@proskauer.com); (c) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Timothy J. Fox, Jr. (timothy.fox@usdoj.gov); and (d) counsel to the Official Committee of Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington DE, 19801, Attn: Bradford Sandler, Esq. (bsandler@pszjlaw.com) and Robert Feinstein, Esq. (rfeinstein@pszjlaw.com).

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of this Fee Request will be held on **November 23, 2021 at 2:00 p.m. (ET)** before the Honorable Mary F. Walrath, United States Bankruptcy Court Judge for the District of Delaware.

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND
IN ACCORDANCE WITH THIS FEE REQUEST, THE COURT MAY ENTER AN
ORDER APPROVING THE FEE REQUEST WITHOUT FURTHER NOTICE OR A
HEARING.**

Dated: October 25, 2021
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Matthew B. Lunn

M. Blake Cleary (No. 3614) (mbcleary@ycst.com)
Matthew B. Lunn (No. 4119) (mlunn@ycst.com)
Kenneth J. Enos (No. 4544) (kenos@ycst.com)
Betsy L. Feldman (No. 6410) (bfeldman@ycst.com)
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Wilmington, Delaware 19801
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Counsel to the Debtors and Debtors in Possession

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

In re:

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

Debtors.

Chapter 11

Case No. 21-10474 (MFW)

(Jointly Administered)

Hearing Date: November 23, 2021 at 2:00 p.m. (ET)**Objection Deadline: November 8, 2021 at 4:00 p.m. (ET)**

**SECOND INTERIM FEE REQUEST OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP**

Name of Applicant:

Young Conaway Stargatt & Taylor, LLP

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Effective Date of Retention:

March 3, 2021

Period for Which Compensation
and Reimbursement is Sought:

June 1, 2021 through and including August 31, 2021

| Monthly Fee Application Filing Date & Docket No. | Period Covered | Total Fees Requested | Total Expenses Requested | CNO Filing Date & Docket No. | Amount of Fees Paid or to be Paid (80%) | Amount of Expenses Paid or to be Paid (100%) | Amount of Holdback Fees Sought (20%) |
|---|---------------------------|---------------------------------|---|---|--|---|---|
| 7/27/21 Docket No. 604 | 6/1/21 – 6/30/21 | \$108,969.00 | \$1,313.11 | 8/11/21 Docket No. 652 | \$87,175.20 | \$1,313.11 | \$21,793.80 |
| 8/16/21 Docket No. 657 | 7/1/21 – 7/31/21 | \$39,052.00 | \$133.14 | 8/30/21 Docket No. 706 | \$31,241.60 | \$133.14 | \$7,810.40 |
| 9/14/21 Docket No. 723 | 8/1/21 – 8/31/21 | \$38,920.50 | \$665.61 | 10/11/21 Docket No. 775 | \$31,136.40 | \$665.61 | \$7,784.10 |
| TOTAL | | \$186,941.50 | \$2,111.86 | | \$149,553.20 | \$2,111.86 | \$37,388.30 |

**SUPPLEMENT TO SECOND INTERIM FEE REQUEST OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP**

Young Conaway Stargatt & Taylor, LLP (“Young Conaway” or the “Firm”), counsel to the debtors and debtors in possession (collectively, the “Debtors”), hereby supplements the *Second Interim Fee Request of Young Conaway Stargatt & Taylor, LLP* (the “Second Interim Application”) for the period from June 1, 2021 through August 31, 2021 (the “Application Period”) by attaching, as Exhibits A through E hereto, certain schedules requested by the *Appendix B—Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under United States Code by Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”). In addition, Young Conaway respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

- a. During the Application Period, Young Conaway did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms.
- b. The fees sought by Young Conaway in the Second Interim Application did not exceed its budget by more than 10%.
- c. The professionals included in the Second Interim Application did not vary their hourly rates based on the geographic location of the bankruptcy case.
- d. The Second Interim Application did not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.
- e. The time period covered by the Second Interim Application includes approximately 4.0 hours, with a value of \$3,380.00, spent by Young Conaway to ensure that the time entries subject to the Second Interim Application comply with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information.

- f. The Second Interim Application does not include any rate increases since retention.

Dated: October 25, 2021
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Matthew B. Lunn

M. Blake Cleary (No. 3614) (mbcleary@ycst.com)

Matthew B. Lunn (No. 4119) (mlunn@ycst.com)

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Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

Counsel to the Debtors and Debtors in Possession

EXHIBIT A**CUSTOMARY AND COMPARABLE
COMPENSATION DISCLOSURES**

Young Conaway's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by similarly skilled bankruptcy attorneys. In addition, Young Conaway's hourly rates for bankruptcy services are comparable to the rates charged by the Firm for other complex corporate and litigation matters. The rates charged by the Firm for the services performed in the prior calendar year in the practice areas that are comparable to the services performed by the Bankruptcy and Corporate Restructuring section – namely, Corporate Counseling and Litigation, Business Planning, and Intellectual Property Litigation -are set forth below. Also included below is 2020 blended hourly rate information for all sections of the Firm, excluding the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.

| Category of Timekeeper | Blended Hourly Rate | | |
|-----------------------------------|--|---|------------------------------------|
| | Billed In comparable practice areas for preceding calendar year¹ | Billed Firm-wide for preceding calendar year² | Billed This Application |
| Partner | \$786 | \$698 | \$781 |
| Counsel | \$605 | \$533 | - |
| Associate | \$422 | \$418 | \$447 |
| Paralegal | \$260 | \$230 | \$308 |
| Aggregated: | \$552 | \$523 | \$530 |

¹ This column reflects the blended 2020 rates charged by the firm for complex corporate and litigation matters in the following sections of the firm: Corporate Counseling and Litigation, Business Planning, and Intellectual Property Litigation.

² This column excludes blended hourly rates for the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.

EXHIBIT B**SUMMARY OF TIMEKEEPERS INCLUDED IN THE
SECOND INTERIM APPLICATION**

| Name | Title | Department | Date of First Admission | Fees Billed in the Application Period | Hours Billed in the Application Period | Hourly Rate Billed in the Application Period |
|---------------------|--------------|-------------------------|--------------------------------|--|---|---|
| Brent C. Shaffer | Partner | Commercial Real Estate | 1995 | \$1,188.00 | 2.20 | \$540.00 |
| Craig D. Grear | Partner | Business Planning & Tax | 1996 | \$322.50 | 0.30 | \$1,075.00 |
| M. Blake Cleary | Partner | Bankruptcy | 1997 | \$495.00 | 0.50 | \$990.00 |
| Matthew B. Lunn | Partner | Bankruptcy | 2001 | \$71,656.00 | 84.80 | \$845.00 |
| Kenneth J. Enos | Partner | Bankruptcy | 2004 | \$1,125.00 | 1.50 | \$750.00 |
| Daniel P. Johnson | Partner | Commercial Real Estate | 1988 | \$11,340.00 | 21.00 | \$540.00 |
| Andrew Magaziner | Partner | Bankruptcy | 2009 | \$362.50 | 0.50 | \$725.00 |
| Joseph M. Mulvihill | Associate | Bankruptcy | 2014 | \$115.00 | 0.20 | \$575.00 |
| Betsy L. Feldman | Associate | Bankruptcy | 2017 | \$37,758.00 | 81.20 | \$465.00 |
| Jared W. Kochenash | Associate | Bankruptcy | 2018 | \$14,445.00 | 32.10 | \$450.00 |
| Andrew C. Papa | Associate | Bankruptcy | 2020 | \$31,067.50 | 73.10 | \$425.00 |
| Kacey E. Jennings | Associate | Bankruptcy | 2021 | \$160.00 | 0.40 | \$400.00 |
| Casey Cathcart | Paralegal | Bankruptcy | - | \$124.00 | 0.40 | \$310.00 |
| Melissa Romano | Paralegal | Bankruptcy | - | \$248.00 | 0.80 | \$310.00 |
| Michelle Smith | Paralegal | Bankruptcy | - | \$16,089.00 | 51.90 | \$310.00 |
| Karen Luongo | Paralegal | Corporate | - | \$290.00 | 1.00 | \$290.00 |
| Ashley Clarke | Paralegal | Commercial Real Estate | - | \$36.00 | 0.20 | \$180.00 |
| Monica Fratticci | Paralegal | Litigation | - | \$52.50 | 0.30 | \$175.00 |

| Name | Title | Department | Date of First Admission | Fees Billed in the Application Period | Hours Billed in the Application Period | Hourly Rate Billed in the Application Period |
|-----------------|--------------|-------------------|--------------------------------|--|---|---|
| Paul Puskarczyk | Paralegal | | - | \$67.50 | 0.30 | \$225.00 |
| TOTAL | | | | \$186,941.50 | 352.70 | |

EXHIBIT C**BUDGET AND STAFFING PLAN**

| Professional | Position of Applicant, Number of Years in that Position, Year of Obtaining License to Practice |
|---------------------|--|
| M. Blake Cleary | Partner since 2005. Joined firm as an associate in 1998. Member of DE and PA Bars since 1997. |
| Matthew B. Lunn | Partner since 2010. Joined firm as an associate in 2001. Member of DE Bar since 2001. Member of NY Bar since 2009. |
| Kenneth J. Enos | Partner since 2015. Joined firm as an associate in 2004. Bankruptcy. Member of DE Bar since 2004. |
| Betsy L. Feldman | Joined firm as an associate in 2017. Member of DE Bar since 2017. |
| Jared W. Kochenash | Joined firm as an associate in 2018. Member of DE Bar since 2018. |
| Andrew C. Papa | Joined firm as associate in 2020. Member of DC Bar since 2020. |
| Michelle Smith | Paralegal. Bankruptcy. |

| STAFFING PLAN | | |
|--|--|---------------------------------|
| Category of Timekeeper | Number of Timekeepers Expected to Work on the Matter During the Budgeted Period | Average Rate¹ |
| Partner | 3 | \$845 |
| Counsel | - | - |
| Associate (7 or more years since first admission) | - | - |
| Associate (4-6 years since first admission) | 1 | \$465 |
| Associate (less than 4 years since first admission) | 2 | \$432 |
| Paralegal | 1 | \$310 |

28698215.1 ¹ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the Final Fee Period.

| BUDGET | | | |
|-------------------------|---|------------------------|-----------------------|
| June | | July | August |
| \$100,000 | | \$35,000 | \$35,000 |
| Project Category | | Estimated Hours | Estimated Fees |
| B001 | Case Administration | 15.20 | \$8,367.50 |
| B002 | Court Hearings | 6.10 | \$3,347.00 |
| B003 | Cash Collateral/DIP Financing | 3.00 | \$1,673.50 |
| B004 | Schedules & Statements, U.S. Trustee Reports | 12.10 | \$6,694.00 |
| B005 | Lease/Executory Contract issues | 45.50 | \$25,102.50 |
| B006 | Use, Sale or Lease of Property (363 issues) | 90.90 | \$50,205.00 |
| B007 | Claims Analysis, Objections and Resolutions | 30.30 | \$16,735.00 |
| B008 | Meetings | 3.00 | \$1,673.50 |
| B009 | Stay Relief Matters | 15.20 | \$8,367.50 |
| B010 | Reclamation Claims and Reclamation Adversaries (Only) | 0.00 | \$0.00 |
| B011 | Other Adversary Proceedings | 15.20 | \$8,367.50 |
| B012 | Plan and Disclosure Statement | 15.20 | \$8,367.50 |
| B013 | Creditor Inquiries | 3.00 | \$1,673.50 |
| B014 | General Corporate Matters | 3.00 | \$1,673.50 |
| B015 | Employee Matters | 6.10 | \$3,347.00 |
| B016 | Asset Analysis | 0.00 | \$0.00 |
| B017 | Retention of Professionals/Fee Issues | 30.30 | \$16,735.00 |
| B018 | Fee Application Preparation | 9.10 | \$5,020.50 |
| B019 | Travel | 0.00 | \$0.00 |
| B020 | Utility Services | 0.00 | \$0.00 |
| Total | | 303.20 | \$167,350.00 |

| BUDGETED EXPENSES | | |
|--------------------------|----------------|----------------|
| June | July | August |
| \$1,000 | \$1,000 | \$1,000 |

EXHIBIT D**SUMMARY OF COMPENSATION BY PROJECT CATEGORY**

| Project Category | Hours Billed | Fees Sought |
|--|---------------------|---------------------|
| Case Administration | 15.20 | \$5,925.50 |
| Court Hearings | 6.80 | \$2,407.50 |
| Cash Collateral/DIP Financing | 3.50 | \$1,812.50 |
| Schedules & Statements, U.S. Trustee Reports | 12.30 | \$5,119.50 |
| Lease/Executory Contract Issues | 45.30 | \$24,442.00 |
| Use, Sale or Lease of Property | 102.10 | \$64,236.50 |
| Claims Analysis, Objections & Resolutions | 37.90 | \$23,084.50 |
| Meetings | 2.00 | \$1,690.00 |
| Stay Relief Matters | 29.40 | \$12,976.00 |
| Other Adversary Matters | 19.00 | \$7,843.50 |
| Plan and Disclosure Statement | 15.30 | \$6,779.00 |
| Creditor Inquiries | 0.60 | \$201.50 |
| General Corporate Matters | 8.60 | \$5,677.00 |
| Retention of Professionals/Fee Issues | 40.30 | \$17,861.00 |
| Fee Application Preparation | 14.30 | \$6,840.50 |
| Utility Services | 0.10 | \$45.00 |
| TOTAL | 352.70 | \$186,941.50 |

SUMMARY OF EXPENSE REIMBURSEMENT

| Category | Amount |
|---------------------------------|-------------------|
| Certified Court Documents | \$136.50 |
| Computerized Legal Research | \$44.26 |
| Delivery/Courier | \$17.50 |
| Deposition/Transcript | \$58.20 |
| Docket Retrieval/Search | \$30.90 |
| Federal Express | \$147.47 |
| Filing Fee | \$992.00 |
| Reproduction Charges | \$54.10 |
| Secretary of State | \$572.50 |
| Teleconference/Video Conference | \$58.43 |
| TOTAL | \$2,111.86 |

EXHIBIT E

| SUMMARY OF SECOND INTERIM APPLICATION | |
|---|--|
| Name of Applicant | Young Conaway Stargatt & Taylor, LLP |
| Name of Client | Debtors |
| Time period covered by Second Interim Application | June 1, 2021 through August 31, 2021 |
| Total compensation sought during the Application Period | \$186,941.50 |
| Total expenses sought during the Application Period | \$2,111.86 |
| Petition Date | March 3, 2021 |
| Retention Date | March 3, 2021 |
| Date of order approving employment | March 29, 2021 |
| Total compensation approved by interim order to date | \$1,244,538.50 |
| Total expenses approved by interim order to date | \$11,086.56 |
| Total allowed compensation paid to date | \$1,394,091.70 |
| Total allowed expenses paid to date | \$13,198.42 |
| Blended rate in the Second Interim Application for all attorneys | \$571 |
| Blended rate in the Second Interim Application for all timekeepers | \$530 |
| Compensation sought in the Second Interim Application already paid pursuant to a monthly compensation order but not yet allowed | \$149,553.20 |
| Expenses sought in the Second Interim Application already paid pursuant to a monthly compensation order but not yet allowed | \$2,111.86 |
| Number of professionals included in the Second Interim Application | 19 |
| If applicable, number of professionals in the Second Interim Application not included in staffing plan approved by client | 12 |
| If applicable, difference between fees budgeted and compensation sought during the Application Period | Amt. Budgeted: \$170,000.00 Amt. Sought: \$186,941.50 |
| Number of professionals billing fewer than 15 hours to the case during the Application Period | 13 |
| Are any rates higher than those approved or disclosed at retention? | No |

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In re:

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

Debtors.

Chapter 11

Case No. 21-10474 (MFW)

(Jointly Administered)

Hearing Date: November 23, 2021 at 2:00 p.m. (ET)**Objection Deadline: November 8, 2021 at 4:00 p.m. (ET)**

**SECOND INTERIM FEE REQUEST OF
PORTAGE POINT PARTNERS, LLC**

Name of Applicant:

Portage Point Partners, LLC

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Effective Date of Retention:

March 3, 2021

Period for Which Compensation
and Reimbursement is Sought:

June 1, 2021 through and including August 31, 2021

| Monthly Fee Application Filing Date & Docket No. | Period Covered | Total Fees Requested | Total Expenses Requested | CNO Filing Date & Docket No. | Amount of Fees Paid or to be Paid (80%) | Amount of Expenses Paid or to be Paid (100%) | Amount of Holdback Fees Sought (20%) |
|---|---------------------------|---------------------------------|---|---|--|---|---|
| 7/15/21 Docket No. 590 | 6/1/21 – 6/30/21 | \$34,109.50 | \$0.00 | 7/30/21 Docket No. 607 | \$27,287.60 | \$0.00 | \$6,821.90 |
| 8/23/21 Docket No. 662 | 7/1/21 – 7/31/21 | \$50,346.50 | \$0.00 | 9/8/21 Docket No. 715 | \$40,277.20 | \$0.00 | \$10,069.30 |
| 9/15/21 Docket No. 728 | 8/1/21 – 8/31/21 | \$17,147.00 | \$0.00 | 9/30/21 Docket No. 770 | \$13,717.60 | \$0.00 | \$3,429.40 |
| TOTAL | | \$101,603.00 | \$0.00 | | \$81,282.40 | \$0.00 | \$20,320.60 |