

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

In re:	)	Chapter 11
	)	
CB HOLDING CORP., <u>et al.</u> , <sup>1</sup>	)	Case No. 10-13683 (MFW)
	)	
	)	Jointly Administered
Debtors.	)	
	)	<b>Objection Deadline: 1/30/12 at 4:00 p.m.</b>
	)	

**SUMMARY OF THIRTEENTH MONTHLY FEE  
AND EXPENSE STATEMENT OF CAHILL GORDON &  
REINDEL LLP FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO DEBTORS FOR THE  
PERIOD FROM NOVEMBER 1, 2011, THROUGH AND INCLUDING NOVEMBER 30, 2011**

<sup>1</sup> The other Debtors, and the last four digits of each of their tax identification numbers, are: 1820 Central Park Avenue Restaurant Corp. (5151); Bugaboo Creek Acquisition, LLC (4629); Bugaboo Creek Holdings, Inc. (0966); Bugaboo Creek of Seekonk, Inc. (1669); CB Holding Corp. (8640); CB VII, Inc. (9120); CB VIII, Inc. (1468); Charlie Brown North (6721); Charlie Brown's Acquisition Corp. (8367); Charlie Brown's at Clifton, Inc. (7309); Charlie Brown's Mark Corp. (3569); Charlie Brown's Montclair, Inc. (4223); Charlie Brown's 1981, Inc. (7781); Charlie Brown's of Allentown, L.L.C. (8420); Charlie Brown's of Alpha, Inc. (9083); Charlie Brown's of Berwyn, LLC (3347); Charlie Brown's of Blackwood, L.L.C. (5698); Charlie Brown's of Bloomsburg, LLC (3326); Charlie Brown's of Brielle, Inc. (8115); Charlie Brown's of Carlstadt, Inc. (6936); Charlie Brown's of Chatham, Inc. (2452); Charlie Brown's of Commack LLC (4851); Charlie Brown's of Denville, Inc. (1422); Charlie Brown's of East Windsor, LLC (2747); Charlie Brown's of Edison, Inc. (8519); Charlie Brown's of Egg Harbor Twp, LLC (none); Charlie Brown's of Franklin, LLC (5232); Charlie Brown's of Garden City, LLC (7440); Charlie Brown's of Hackettstown, L.L.C. (7493); Charlie Brown's of Harrisburg, LLC (1085); Charlie Brown's of Hillsborough, Inc. (0344); Charlie Brown's of Holtsville, LLC (0138); Charlie Brown's of Jackson, LLC (3478); Charlie Brown's of Lacey, L.L.C. (6282); Charlie Brown's of Lakewood, Inc. (0156); Charlie Brown's of Langhorne, LLC (3392); Charlie Brown's of Lynbrook LLC (2772); Charlie Brown's of Maple Shade, Inc. (0404); Charlie Brown's of Matawan, Inc. (8337); Charlie Brown's of Middletown LLC (7565); Charlie Brown's of Oradell, Inc. (0348); Charlie Brown's of Pennsylvania, Inc. (6918); Charlie Brown's of Piscataway, LLC (8285); Charlie Brown's of Reading, LLC (1214); Charlie Brown's of Scranton, LLC (9817); Charlie Brown's of Selinsgrove, LLC (6492); Charlie Brown's of Springfield, LLC (9892); Charlie Brown's of Staten Island, LLC (1936); Charlie Brown's of Tinton Falls, Inc. (6981); Charlie Brown's of Toms River, LLC (5492); Charlie Brown's of Union Township, Inc. (8910); Charlie Brown's of Trelxertown, LLC (6582); Charlie Brown's of Wayne, Inc. (4757); Charlie Brown's of West Windsor, Inc. (0159); Charlie Brown's of Williamsport LLC (8218); Charlie Brown's of Woodbury, Inc. (0601); Charlie Brown's of York, LLC (0980); Charlie Brown's of Yorktown, LLC (7855); Charlie Brown's Restaurant Corp. (7782); Charlie Brown's Steakhouse Fishkill, Inc. (9139); Charlie Brown's Steakhouse Woodbridge, Inc. (1906); Charlie Brown's, Inc. (4776); Jonathan Seagull Property Corp. (7248); Jonathan Seagull, Inc. (9160); The Office at Bridgewater, Inc. (3132); The Office at Cranford, Inc. (3131); The Office at Keyport, Inc. (1507); The Office at Montclair, Inc. (3128); The Office at Morristown, Inc. (3127); The Office at Ridgewood, Inc. (2949); The Office at Summit, Inc. (3126); and What's Your Beef V, Inc. (4719). The Debtors' address is 1450 Route 22 West, Mountainside, NJ 07092.

Name of Applicant: Cahill Gordon & Reindel LLP

Authorized to Provide  
Professional Services to: Debtors

Date of Retention: January 7, 2011, nunc pro tunc  
to November 17, 2010

Period for which compensation and  
reimbursement is sought: November 1 through and  
including November 30, 2011

Amount of Compensation sought as  
actual, reasonable, and necessary (excluding holdback): \$34,001.90

Amount of Expense Reimbursement sought  
as actual, reasonable, and necessary: \$17.10

This is a X monthly \_\_\_ interim \_\_\_ final application

The total time expended for the preparation of Cahill's prior monthly statement application was approximately 5.80 hours, and the corresponding compensation requested is approximately \$2,457.30.<sup>2</sup>

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<sup>2</sup> The time expended in preparing this monthly statement will be reflected in Cahill's next monthly statement.

If this is not the first application, disclose the following for each prior application:

Date Filed	Type	Period Covered	Requested		Approved	
			Fees	Expenses	Fees	Expense
January 1, 2011	Monthly	11/18/2010 - 11/30/2010	\$80,126.80	\$1,068.44	\$64,101.44	\$1,068.44
January 21, 2011	Monthly	12/1/2010 - 12/31/2010	\$286,941.40	\$3,356.32	\$229,553.12	\$3,356.32
February 16, 2011	Monthly	1/1/2011 - 1/31/2011	\$334,546.45	\$3,674.59	\$267,637.16	\$3,674.59
March 15, 2011	Interim	11/17/2010 - 1/31/2011	\$701,614.65	\$8,099.35	\$701,614.65	\$8,099.35
March 22, 2011	Monthly	2/1/2011 - 2/28/2011	\$247,769.50 <sup>3</sup>	\$3,974.29 <sup>4</sup>	\$198,215.60	\$3,974.29
April 25, 2011	Monthly	3/1/2011 - 3/31/2011	\$292,631.55	\$5,470.51	\$234,105.24	\$5,470.51
May 24, 2011	Monthly	4/1/2011 - 4/30/2011	\$292,230.95	\$7,385.87	\$233,784.76	\$7,385.87
June 8, 2011	Interim	2/1/2011 - 4/30/2011	\$832,632.00	\$16,830.67	\$832,632.00	\$16,830.67
June 21, 2011	Monthly	5/1/2011 - 5/31/2011	\$214,094.30	\$2,118.42	\$171,275.44	\$2,118.42
July 20, 2011	Monthly	6/1/2011 - 6/30/2011	\$221,391.60	\$3,660.84	\$177,113.28	\$3,660.84
August 15, 2011	Monthly	7/1/2011 - 7/31/2011	\$224,314.70	\$13,154.49	\$179,451.76	\$13,154.49
August 26, 2011	Interim	5/1/2011 - 7/31/2011	\$659,800.60	\$18,933.75	\$527,840.48	\$18,933.75
September	Monthly	8/1/2011 - 8/31/2011	\$213,175.90 <sup>5</sup>	\$1,852.77	\$170,540.72	\$1,852.77

<sup>3</sup> This amount reflects a voluntary reduction by Cahill of \$1,080 of fees for travel which were inadvertently billed at 100%.

<sup>4</sup> This amount reflects an adjustment of \$141.05 for incorrectly-billed reproduction charges.

<sup>5</sup> Cahill requested \$4,790 of fees and expenses in its monthly statement for August that was credited to the amount ultimately due under the monthly statement for September.

			<b>Requested</b>		<b>Approved</b>	
<b>Date Filed</b>	<b>Type</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expense</b>
23, 2011						
October 20, 2011	Monthly	9/1/2011-9/30/2011	\$129,815.60	\$659.44	\$103,852.48	\$659.44
November 17, 2011	Monthly	10/1/2011-10/31/2011	\$54,142.50	\$71.19	\$43,314.00	\$71.19
December 6, 2011	Interim	8/1/2011-10/31/2011	\$397,134.00	\$2,583.40	N/A	N/A

**SERVICES PROVIDED**

<b>Name of Professional</b>	<b>Year of Obtaining License to Practice and Position</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Joel H. Levitin	1987 - Partner	\$995.00	7.40	\$7,363.00
Stephen J. Gordon	1994 - Of Counsel	\$715.00	15.50	\$11,082.50
Richard A. Stieglitz	2004 - Associate	\$675.00	12.00	\$8,100.00
Maya Peleg	2009 - Associate	\$455.00	2.80	\$1,274.00
Meghan McDermott	2011 - Associate	\$368.00	16.80	6,182.40
<b>Total:</b> \$34,001.90				
<b>Blended Rate:</b> \$623.89				

**COMPENSATION BY PROJECT CATEGORY**

<b>Task Code</b>	<b>Description</b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
B130	Asset Disposition	15.20	\$6,562.70
B150	Meetings & Communications with Creditors	1.60	\$711.60
B160	Fee/Employment Applications & Objections	6.10	\$2,755.80
B190	Other Contested Matters	0.40	\$270.00
B210	Business Advice & Operations	5.60	\$3,595.80
B220	Employee Related Matters	4.90	\$4,555.50
B230	Financing and Cash Collateral	3.70	\$3,521.50
B310	Claims Administration	0.30	\$202.50
B320	Plan and Disclosure Statement	16.70	\$11,826.50
	<b>Total:</b>	54.50	\$34,001.90

**EXPENSE SUMMARY**

<b>Expenses</b>	<b>Amount</b>
Copying	\$1.00
Delivery Services/Messengers	\$16.10
<b>Total:</b>	\$17.10



Cahill Gordon & Reindel LLP (“Cahill”), counsel to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), respectfully files this Thirteenth Monthly Fee and Expense Statement (this “Monthly Statement”) for the period from November 1, 2011, through and including November 30, 2011 (the “Monthly Statement Period”), pursuant to Bankruptcy Code §§ 330 and 331, Bankruptcy Rule 2016, Local Rule 2016-2, and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered by this Court on December 13, 2010 (the “Interim Compensation Order”) (ECF No. 168) and respectfully represents as follows:

### **JURISDICTION**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **INTRODUCTION**

2. On November 17, 2010 (the “Petition Date”), the Debtors filed with this Court separate, voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On November 19, 2010, this Court entered an order directing the joint administration of the Debtors’ separate Chapter 11 cases.

3. The Debtors continue to manage their remaining properties and operate their businesses as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108. No trustee or examiner has been appointed in these cases.

4. On December 1, 2010, the United States Trustee appointed an official committee of unsecured creditors (the “Committee”) for these cases.



5. Prior to the Petition Date, and for some period of time thereafter, the Debtors owned and operated the restaurant brands known as Charlie Brown's Steakhouse ("Charlie Brown's"), Bugaboo Creek Steak House ("Bugaboo Creek"), and The Office Beer Bar & Grill ("The Office"). During these cases, the Debtors have marketed and sold substantially all of their assets.

6. The sale of Bugaboo Creek closed on April 21, 2011, and the final closings for The Office and Charlie Brown's occurred on June 24, 2011, and July 28, 2011, respectively. The Debtors continue to work with key parties-in-interest to wind-down their estates and cases.

7. On August 1, 2011, the Debtors filed their *Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* (the "Plan") (ECF No. 944) and accompanying disclosure statement (the "Disclosure Statement") (ECF No. 945). The Disclosure Statement was approved by this Court on January 5, 2012 (ECF No. 1162).

8. The hearing to consider confirmation of the Plan is currently scheduled for February 23, 2012.

### **COMPENSATION SOUGHT**<sup>2</sup>

9. By this Monthly Statement, Cahill requests payment of \$27,201.52, representing 80% of the total fees for professional services rendered during the Monthly Statement Period. Cahill maintains computerized time records of the time spent by all Cahill professionals and paraprofessionals in connection with its representation of the Debtors. Such

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<sup>2</sup> Although every effort has been made to include all time worked and all expenses incurred during the Monthly Statement Period in this Monthly Statement, some fees and expenses may not have been included due to unavoidable administrative delays. Cahill reserves the right to include any such amounts in subsequent monthly statements and/or fee applications.

itemized time records are attached hereto as Exhibit A and reflect professional services rendered during the Monthly Statement Period in the total amount of \$34,001.90.

10. By this Monthly Statement, Cahill also requests payment of \$17.10, representing 100% of expenses incurred. A detailed summary of expenses by type is attached hereto as Exhibit B.<sup>3</sup>

11. During the Monthly Statement Period, Cahill has received no payment and no promises of payment from any source other than the Debtors for services rendered or to be rendered in any capacity in connection with the matters covered by the Monthly Statement. There is no agreement or understanding between Cahill and any other person, other than members of Cahill, for the sharing of compensation to be received for services rendered in these cases.

#### **SUMMARY OF SERVICES RENDERED**

12. Since the Petition Date, the primary focus of Cahill and the Debtors was to maximize the value of the Debtors' ongoing operations and assets for the benefit of the Debtors' creditors. These efforts required Cahill and the Debtors to take steps to ensure that the Debtors would be able to continue to operate their businesses, and to that end, Cahill devoted significant attention, and worked with the Debtors, to ease the concerns of employees, customers, vendors, and other parties that are inevitable in bankruptcy.

13. In addition, Cahill negotiated and drafted agreements relating to the sales of The Office, Bugaboo Creek, and Charlie Brown's, conducted related auctions, and obtained necessary Court approvals. Cahill continues to assist and advise the Debtors with certain post-closing tasks.

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<sup>3</sup> In accordance with the Local Rules, Cahill has not included \$65.00 of expenses in this Monthly Statement.

14. Cahill continues to assist the Debtors with sales of liquor licenses associated with restaurants closed prior to the Petition Date, including the approvals of three additional liquor license purchase agreements. Cahill has also been helping the Debtors to ensure that liquor license sales already approved by this Court receive necessary government approvals and are successfully transferred, including the preparation of transfer documents and communicating with purchasers.

15. In addition, Cahill devoted substantial time to drafting and negotiating the Plan and the Disclosure Statement and continued to negotiate amended versions of both to resolve various objections to the Disclosure Statement.

16. Cahill has also spent time preparing and filing a motion with this Court to extend the Debtors' exclusivity periods.

17. Cahill has participated in multiple discussions with the Debtors regarding the treatment of various claims under the Plan.

18. Lastly, Cahill has responded to numerous inquiries from claimants relating to the bar date notice, the proof of claim forms, the Plan, and the Disclosure Statement.

#### **ACTUAL AND NECESSARY EXPENSES**

19. Cahill charges its clients for certain out-of-pocket expenses, including, but not limited to, travel (transportation, lodging, and meals), long-distance telephone, telecopier, document printing and duplication, postage, overnight shipping, and courier expenses.

20. In accordance with Local Rule 2016-2, Cahill has charged \$0.10 per page for standard duplication and \$1.00 per page for out-going facsimiles.<sup>4</sup> Cahill's policy is to

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<sup>4</sup> Cahill normally charges \$0.15 per page for duplication and \$1.50 per page for out-going facsimiles.

charge clients the actual cost of computer-assisted legal research and not to charge for incoming facsimiles.

21. The undersigned represents that he has reviewed the requirements of Local Rule 2016-2 and certifies that this Monthly Statement and the exhibits hereto generally comply therewith.

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WHEREFORE, Cahill respectfully requests that this Court (a) allow Cahill (i) interim compensation in the amount of \$34,001.90 for actual, reasonable, and necessary professional services rendered on behalf of the Debtors during the Monthly Statement Period and (ii) interim reimbursement in the amount of \$17.10 for actual, reasonable, and necessary expenses incurred during the same period; (b) authorize and direct the Debtors to pay to Cahill the amount of \$27,201.52, which represents the sum of 80% of Cahill's allowed interim compensation and 100% of Cahill's allowed expense reimbursement; and (c) grant such other and further relief as is appropriate and just under the circumstances.

Dated: January 10, 2012  
New York, New York

CAHILL GORDON & REINDEL LLP

/s/ Richard A. Stieglitz Jr.

Joel H. Levitin  
Richard A. Stieglitz Jr.  
Maya Peleg  
Eighty Pine Street  
New York, New York 10005  
Telephone: (212) 701-3000  
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jlevitin@cahill.com  
rstieglitz@cahill.com  
mpeleg@cahill.com

*Attorneys for the Debtors and Debtors-in-Possession*

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

In re:	)	Chapter 11
	)	
CB HOLDING CORP., <u>et al.</u> , <sup>1</sup>	)	Case No. 10-13683 (MFW)
	)	
Debtors.	)	Jointly Administered
	)	<b>Objection Deadline: 1/30/12 at 4:00 p.m.</b>
	)	

**NOTICE OF THIRTEENTH MONTHLY FEE  
APPLICATION OF CAHILL GORDON & REINDEL LLP**

PLEASE TAKE NOTICE that on January 10, 2012, Richards, Layton & Finger,  
P.A. on behalf of Cahill Gordon & Reindel LLP (the “Applicant”) filed the attached **Thirteenth  
Monthly Fee and Expense Statement of Cahill Gordon & Reindel LLP for Compensation**

<sup>1</sup> The other Debtors, and the last four digits of each of their tax identification numbers, are: 1820 Central Park Avenue Restaurant Corp. (5151); Bugaboo Creek Acquisition, LLC (4629); Bugaboo Creek Holdings, Inc. (0966); Bugaboo Creek of Seekonk, Inc. (1669); CB Holding Corp. (8640); CB VII, Inc. (9120); CB VIII, Inc. (1468); Charlie Brown North (6721); Charlie Brown’s Acquisition Corp. (8367); Charlie Brown’s at Clifton, Inc. (7309); Charlie Brown’s Mark Corp. (3569); Charlie Brown’s Montclair, Inc. (4223); Charlie Brown’s 1981, Inc. (7781); Charlie Brown’s of Allentown, L.L.C. (8420); Charlie Brown’s of Alpha, Inc. (9083); Charlie Brown’s of Berwyn, LLC (3347); Charlie Brown’s of Blackwood, L.L.C. (5698); Charlie Brown’s of Bloomsburg, LLC (3326); Charlie Brown’s of Brielle, Inc. (8115); Charlie Brown’s of Carlstadt, Inc. (6936); Charlie Brown’s of Chatham, Inc. (2452); Charlie Brown’s of Commack LLC (4851); Charlie Brown’s of Denville, Inc. (1422); Charlie Brown’s of East Windsor, LLC (2747); Charlie Brown’s of Edison, Inc. (8519); Charlie Brown’s of Egg Harbor Twp, LLC (none); Charlie Brown’s of Franklin, LLC (5232); Charlie Brown’s of Garden City, LLC (7440); Charlie Brown’s of Hackettstown, L.L.C. (7493); Charlie Brown’s of Harrisburg, LLC (1085); Charlie Brown’s of Hillsborough, Inc. (0344); Charlie Brown’s of Holtsville, LLC (0138); Charlie Brown’s of Jackson, LLC (3478); Charlie Brown’s of Lacey, L.L.C. (6282); Charlie Brown’s of Lakewood, Inc. (0156); Charlie Brown’s of Langhorne, LLC (3392); Charlie Brown’s of Lynbrook LLC (2772); Charlie Brown’s of Maple Shade, Inc. (0404); Charlie Brown’s of Matawan, Inc. (8337); Charlie Brown’s of Middletown LLC (7565); Charlie Brown’s of Oradell, Inc. (0348); Charlie Brown’s of Pennsylvania, Inc. (6918); Charlie Brown’s of Piscataway, LLC (8285); Charlie Brown’s of Reading, LLC (1214); Charlie Brown’s of Scranton, LLC (9817); Charlie Brown’s of Selinsgrove, LLC (6492); Charlie Brown’s of Springfield, LLC (9892); Charlie Brown’s of Staten Island, LLC (1936); Charlie Brown’s of Tinton Falls, Inc. (6981); Charlie Brown’s of Toms River, LLC (5492); Charlie Brown’s of Union Township, Inc. (8910); Charlie Brown’s of Trexlertown, LLC (6582); Charlie Brown’s of Wayne, Inc. (4757); Charlie Brown’s of West Windsor, Inc. (0159); Charlie Brown’s of Williamsport LLC (8218); Charlie Brown’s of Woodbury, Inc. (0601); Charlie Brown’s of York, LLC (0980); Charlie Brown’s of Yorktown, LLC (7855); Charlie Brown’s Restaurant Corp. (7782); Charlie Brown’s Steakhouse Fishkill, Inc. (9139); Charlie Brown’s Steakhouse Woodbridge, Inc. (1906); Charlie Brown’s, Inc. (4776); Jonathan Seagull Property Corp. (7248); Jonathan Seagull, Inc. (9160); The Office at Bridgewater, Inc. (3132); The Office at Cranford, Inc. (3131); The Office at Keyport, Inc. (1507); The Office at Montclair, Inc. (3128); The Office at Morristown, Inc. (3127); The Office at Ridgewood, Inc. (2949); The Office at Summit, Inc. (3126); and What’s Your Beef V, Inc. (4719). The Debtors’ address is 1450 Route 22 West, Mountainside, NJ 07092.

**for Services Rendered and Reimbursement of Expenses Incurred as Counsel to Debtors for the Period from November 1, 2011, Through and Including November 30, 2011** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Interim Compensation Order”) dated December 13, 2010 [Docket No. 168], and must be filed with the Clerk of the Bankruptcy Court, and be served upon and received by: (i) counsel to the Debtors, Cahill Gordon & Reindel LLP, Eighty Pine Street, New York, New York 10005 (Attn: Joel H. Levitin, Esq., Richard A. Stieglitz Jr., Esq. and Maya Peleg, Esq.) and Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. and Christopher M. Samis, Esq.); (ii) the United States Trustee, 844 King Street, Suite 2207, Wilmington, Delaware 19801 (Attn: Juliet Sarkessian, Esq.); and (iii) counsel to the Official Committee of Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 11<sup>th</sup> Floor, Los Angeles, California 90067 (Attn: Jeffrey N. Pomerantz, Esq. and Jason S. Pomerantz, Esq.) and Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17<sup>th</sup> Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Attn: Bradford J. Sandler, Esq.) (collectively, the “Notice Parties”) so as to be received no later than **January 30, 2012 at 4:00 p.m.** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if no objections are received by the Notice Parties prior to the Objection Deadline, in accordance with the Interim Compensation Order the Applicant may be paid certain fees and expenses pursuant to the terms of the Interim

Compensation Order without further notice or hearing. If an objection is properly filed and served and such objection is not otherwise resolved, or the Court determines that a hearing should be held in respect of the Application, a hearing will be held at a time convenient to the Court. Only those objections made in writing and timely filed, served and received in accordance with the Interim Compensation Order will be considered by the Court at the hearing.

Dated: January 10, 2012  
Wilmington, Delaware

Respectfully submitted,

/s/ Tyler D. Semmelman

Mark D. Collins (No. 2981)  
Christopher M. Samis (No. 4909)  
Tyler D. Semmelman (No. 5386)  
RICHARDS, LAYTON & FINGER, P.A.  
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Telephone: (302) 651-7700  
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-and-

Joel H. Levitin  
Richard A. Stieglitz Jr.  
Maya Peleg  
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Eighty Pine Street  
New York, New York 10005  
Telephone: (212) 701-3000  
Facsimile: (212) 269-5420

*Attorneys for the Debtors and  
Debtors-in-Possession*



**Exhibit A**

January 6, 2012

Re: CHARLIE BROWN'S ACQUISITION CORP.  
CHAPTER 11  
Cahill Gordon & Reindel Statement of January 4, 2012  
for Services during the month of November, 2011

SUMMARY OF CODES

		<u>Hours</u>	<u>Amount</u>
B130	Asset Disposition	15.20	6,562.70
B150	Meetings & Communications with Creditors	1.60	711.60
B160	Fee/Employment Applications & Objections	6.10	2,755.80
B190	Other Contested Matters	.40	270.00
B210	Business Advice & Operations	5.60	3,595.80
B220	Employee Related Matters	4.90	4,555.50
B230	Financing and Cash Collateral	3.70	3,521.50
B310	Claims Administration	.30	202.50
B320	Plan and Disclosure Statement	16.70	11,826.50
		<hr/>	<hr/>
		54.50	34,001.90

**Re: B130 Asset Disposition**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
11/01/11	MCDERMOTT, M	Several comm. with attorney and broker for the Matawan and Highland LLs re: timing of court hearings (.4). Several comm. with R. Stieglitz re: timing of filings (.3).	.70	257.60
11/01/11	MCDERMOTT, M	Draft motion for Highland LL Purchase Agreement (.5). Draft Motion for Matawan LL Purchase Agreement (.5). Revise both motions w. comments from R. Stieglitz (.4). Send to team to prepare for filing (.3).	1.70	625.60
11/01/11	STIEGLITZ, R	Emails with client and others to finalize various liquor license sales and motions.	.30	202.50
11/02/11	MCDERMOTT, M	Multiple emails to R. Hewitt re. filing of Matawan and Highland Park.	.20	73.60
11/02/11	STIEGLITZ, R	Multiple emails regarding liquor license sales.	.20	135.00
11/03/11	MCDERMOTT, M	Draft letter to WTC re. deposit for Highland Park (.3). Multiple comm. with WTC. re deposits for LLs (.3).	.60	220.80
11/04/11	MCDERMOTT, M	Email to R. Stieglitz re: fax on Clifton LL (.1). Forward fax and email to attorney for Clifton LL (.1).	.20	73.60
11/04/11	STIEGLITZ, R	Emails regarding liquor license sales.	.10	67.50

**Re: B130 Asset Disposition**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
11/07/11	MCDERMOTT, M	Tel. C. with attorney for Berwyn LL re. extension of deadline (.2). Email to team re. amendment (.1). Multiple comm. with attorney on amendment (.2). Emails w. WTC and attorney for LL re. Matawan liquor license and deposit (.2).	.70	257.60
11/07/11	STIEGLITZ, R	Emails regarding liquor license sales.	.20	135.00
11/08/11	MCDERMOTT, M	Review of amendment for Berwyn liquor license (.3). Mark up with comments (.4). Circulate to team and attorney for purchaser (.1).	.80	294.40
11/08/11	STIEGLITZ, R	Review of liquor license sale documents.	.20	135.00
11/09/11	MCDERMOTT, M	Review of closing certificate received from purchaser attorney for Clifton (.2). Multiple comm. with M. Redo and team re. certificate and payments (.3). Review of agreement for payment info (.2). Email to attorney with comments (.2).	.80	294.40
11/09/11	MCDERMOTT, M	Tel. Calls with attorney of Clifton and team to discuss Closing Certificate (.3). Email to attorney re. timing and proposal (.2). Review revised closing certificate (.2).	.60	220.80
11/09/11	MCDERMOTT, M	Review of revised Berwyn liquor license amendment. Send to client for execution.	.30	110.40
11/09/11	STIEGLITZ, R	Emails and calls; regarding liquor license sale issues.	.30	202.50

**Re: B130 Asset Disposition**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
11/11/11	MCDERMOTT, M	Multiple comm. with M. Redo and attorney for Matawan LL re. transfer form.	.20	73.60
11/14/11	MCDERMOTT, M	Multiple comm. w/ M. Redo re. Peabody liquor license and closing.	.30	110.40
11/15/11	MCDERMOTT, M	Multiple comm. with attorney for Clifton and M. Redo re: execution of closing payment certificate (.3). Review of final closing certificate (.2) Email to client and team re: outstanding liquor bills on Clifton LL (.2).	.70	257.60
11/15/11	STIEGLITZ, R	Various emails regarding liquor license sale issues.	.30	202.50
11/16/11	MCDERMOTT, M	Multiple emails w/ M. Redo re closing statements for Clifton and Peabody LL.	.20	73.60
11/17/11	MCDERMOTT, M	Multiple emails w/ M. Redo and CRG re closing statements for Clifton and Peabody LL.	.30	110.40
11/17/11	STIEGLITZ, R	Emails regarding liquor license sale issues.	.30	202.50
11/17/11	PELEG, M	Call with S. Cobb re: liquor license transfer.	.20	91.00
11/18/11	MCDERMOTT, M	Multiple emails to team and M. Redo re. Berwyn LL addendum w/ PLCB (.3). Email to team and CRG re: transfer of Clifton LL (.1).	.40	147.20
11/21/11	MCDERMOTT, M	Multiple discuss. with team and attorney for Berwyn LL re: addendum to liquor license application.	.30	110.40

**Re: B130 Asset Disposition**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
11/22/11	MCDERMOTT, M	Tel. C. with liquor license broker re. court approval and respective orders.	.20	73.60
11/22/11	STIEGLITZ, R	Emails regarding CB post-closing issues.	.20	135.00
11/23/11	MCDERMOTT, M	Multiple emails to M. Redo and respective LL attorneys regarding Highland Park, Keyport and Matawan LL.	.30	110.40
11/26/11	STIEGLITZ, R	Emails with CRG regarding CB post-closing payment issues.	.30	202.50
11/27/11	MCDERMOTT, M	Multiple emails to M. Redo and LL attorney for Highland Park re. info on LL and consent to transfer form.	.30	110.40
11/28/11	MCDERMOTT, M	Telephone conference with LL attorney for Highland Park re: info on LL and consent to transfer form (.2). Email to M. Redo re: consent to transfer (.2). Email to M. Redo and attorney re: Keyport transfer (.2).	.60	220.80
11/28/11	MCDERMOTT, M	Telephone conference with J. Miller and M. Redo re: status of liquor license agreements and transfers (.3). Multiple emails w/ J. Miller re: updates (.2). Update liquor license tracker with new info (.3).	.80	294.40
11/28/11	STIEGLITZ, R	Addressing CB post-closing issues with client (.2), buyer (.3), and lenders (.2).	.70	472.50
11/29/11	MCDERMOTT, M	Email with attorney for Fairfield LL (.1). Email to M. Redo re: Fairfield LL (.2). Update LL transfer to account for status of the various transfers of the LL (.4).	.70	257.60

**Re: B130 Asset Disposition**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
			15.20	\$6,562.70
<b>Totals</b>				

**B130 Asset Disposition Summary**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
STIEGLITZ, R	3.10	675.00	2,092.50
PELEG, M	.20	455.00	91.00
MCDERMOTT, M	11.90	368.00	4,379.20
	<hr/>		<hr/>
<b>Totals</b>	15.20		\$6,562.70



**Re: B150 Meetings & Communications with Creditors**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
11/04/11	STIEGLITZ, R	Emails with creditor regarding proof of claims and case status.	.20	135.00
11/09/11	MCDERMOTT, M	Tel. C. to prepetition creditor to answer questions re. timing and status of case.	.30	110.40
11/11/11	STIEGLITZ, R	Call with B. Sandler to discuss case status.	.10	67.50
11/18/11	STIEGLITZ, R	Discussing status with UST.	.10	67.50
11/22/11	MCDERMOTT, M	Tel. C. with claimant of Debtors to discuss case	.20	73.60
11/23/11	MCDERMOTT, M	Multiple tel. calls and emails to team and claimant re: questions on case and status of claims.	.40	147.20
11/28/11	MCDERMOTT, M	Telephone conference with claimant re: status of case and claims.	.30	110.40
<b>Totals</b>			1.60	\$711.60

**B150 Meetings & Communications with Creditors Summary**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
STIEGLITZ, R	.40	675.00	270.00
MCDERMOTT, M	1.20	368.00	441.60
	<hr/>		<hr/>
<b>Totals</b>	1.60		\$711.60

**Re: B160 Fee/Employment Applications & Objections**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
11/07/11	MCDERMOTT, M	Draft form for CGR monthly fee statement.	.60	220.80
11/10/11	LEVITIN, JH	Corresp. w/D. Lipke re: fee issues.	.30	298.50
11/10/11	PELEG, M	Draft CB monthly fee statement.	1.00	455.00
11/11/11	PELEG, M	Revising fee statement.	1.00	455.00
11/14/11	MCDERMOTT, M	Draft schedules for CGR monthly fee statement (.8). Review and revise fee statement (.4).	1.20	441.60
11/14/11	STIEGLITZ, R	Revising fee statement.	.40	270.00
11/15/11	MCDERMOTT, M	Revise schedules for CGR monthly fee statement based on changes to exhibits (.4). Review fee statement (.2).	.60	220.80
11/17/11	MCDERMOTT, M	Multiple emails w/ M. Peleg re. CGR fee statement (.3). Review fee statement (.2) and prepare for filing (.2).	.70	257.60
11/17/11	PELEG, M	Review fee statement.	.30	136.50
<b>Totals</b>			<u>6.10</u>	<u>\$2,755.80</u>

**B160 Fee/Employment Applications & Objections Summary**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
LEVITIN, JH	.30	995.00	298.50
STIEGLITZ, R	.40	675.00	270.00
PELEG, M	2.30	455.00	1,046.50
MCDERMOTT, M	3.10	368.00	1,140.80
<b>Totals</b>	6.10		\$2,755.80

**Re: B190 Other Contested Matters**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
11/02/11	STIEGLITZ, R	Review and comment on draft removal extension motion.	.40	270.00
<b>Totals</b>			_____ .40	_____ \$270.00

**B190 Other Contested Matters Summary**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
STIEGLITZ, R	.40	675.00	270.00
<b>Totals</b>	.40		\$270.00

**Re: B210 Business Advice & Operations**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
11/01/11	STIEGLITZ, R	Weekly update call with C. Boucher.	.30	202.50
11/01/11	STIEGLITZ, R	Discussing lift stay motion and next steps with RLF.	.20	135.00
11/02/11	STIEGLITZ, R	Discussion lift stay motion and potential resolution with RLF.	.30	202.50
11/03/11	STIEGLITZ, R	Emails regarding Ace issues.	.20	135.00
11/03/11	STIEGLITZ, R	Update call with C. Boucher.	.20	135.00
11/04/11	STIEGLITZ, R	Emails and calls with C. Boucher to discuss case status.	.30	202.50
11/10/11	STIEGLITZ, R	Call with CRG to discuss status and meeting with Ally.	.50	337.50
11/11/11	STIEGLITZ, R	Emails and calls with J. Levitin and CRG regarding case status and resolution of open issues (.3); related call with RLF (.2).	.50	337.50
11/14/11	STIEGLITZ, R	Call with RLF to discuss case status.	.20	135.00
11/15/11	STIEGLITZ, R	Discussing case status with J. Levitin.	.20	135.00
11/16/11	STIEGLITZ, R	Emails with CRG and others to discuss case status.	.30	202.50
11/18/11	STIEGLITZ, R	Review agenda for Omnibus hearing.	.20	135.00
11/28/11	MCDERMOTT, M	Telephone conference with R. Stieglitz and tel. C. to DiFrancesco law firm re: Scotch Plains and CB Bonds.	.30	110.40

**Re: B210 Business Advice & Operations**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Description of Service</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
11/28/11	STIEGLITZ, R	Emails regarding ACE issues (.2); review of documents (.1).	.30	202.50
11/29/11	MCDERMOTT, M	Multiple comm. re: Scotch Plains bonds with lawyer for Scotch Plains and team.	.30	110.40
11/29/11	STIEGLITZ, R	Follow up on client discussions with J. Levitin.	.30	202.50
11/30/11	STIEGLITZ, R	Calls with CRG (4) and discussions with J. Levitin re: same (.6) regarding status and wind-down.	1.00	675.00
<b>Totals</b>			<hr/> 5.60	<hr/> \$3,595.80



**B210 Business Advice & Operations Summary**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
STIEGLITZ, R	5.00	675.00	3,375.00
MCDERMOTT, M	.60	368.00	220.80
	<hr/>		<hr/>
<b>Totals</b>	5.60		\$3,595.80

**Re: B220 Employee Related Matters**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
11/11/11	LEVITIN, JH	Reviewing ██████████ issue and disc's w/C. Boucher re: same.	1.50	1,492.50
11/14/11	LEVITIN, JH	Disc's w/C. Boucher re ██████████ issue.	.40	398.00
11/14/11	LEVITIN, JH	Call w/RLF re ██████████ issue.	1.00	995.00
11/14/11	LEVITIN, JH	Reviewing memos re ██████████ issue.	1.00	995.00
11/14/11	STIEGLITZ, R	Call with RLF and J. Levitin to discuss ██████████ issues ██████████	1.00	675.00
<b>Totals</b>			<hr/> 4.90	<hr/> \$4,555.50

**B220 Employee Related Matters Summary**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
LEVITIN, JH	3.90	995.00	3,880.50
STIEGLITZ, R	1.00	675.00	675.00
	<hr/>		<hr/>
<b>Totals</b>	4.90		\$4,555.50

**Re: B230 Financing and Cash Collateral**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
11/10/11	LEVITIN, JH	Disc's w/C. Boucher and R. Stieglitz re: budget issues.	.40	398.00
11/18/11	STIEGLITZ, R	Discussing status and DS hearing with Vedder Price.	.30	202.50
11/29/11	LEVITIN, JH	Disc's w/D. Lipke re: open issues in winddown.	.50	497.50
11/29/11	LEVITIN, JH	Disc's w/M. Maselli re: budget issues.	.50	497.50
11/29/11	LEVITIN, JH	Disc's w/C. Boucher re: budget issues.	.30	298.50
11/29/11	STIEGLITZ, R	Discussing lender discussions with J. Levitin.	.20	135.00
11/30/11	LEVITIN, JH	Review of budget issues w/C. Boucher and B. Tulin and follow up re: same.	1.50	1,492.50
<b>Totals</b>			<u>3.70</u>	<u>\$3,521.50</u>

**B230 Financing and Cash Collateral Summary**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
LEVITIN, JH	3.20	995.00	3,184.00
STIEGLITZ, R	.50	675.00	337.50
	<hr/>		<hr/>
<b>Totals</b>	3.70		\$3,521.50

**Re: B310 Claims Administration**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
11/01/11	STIEGLITZ, R	Emails regarding claim issues with CRG and lenders.	.30	202.50
<b>Totals</b>			_____ .30	_____ \$202.50

**B310 Claims Administration Summary**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
STIEGLITZ, R	.30	675.00	202.50
<b>Totals</b>	.30		\$202.50

**Re: B320 Plan and Disclosure Statement**

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
11/01/11	STIEGLITZ, R	Revising DS.	.10	67.50
11/02/11	STIEGLITZ, R	Revising DS.	.20	135.00
11/02/11	GORDON, SJ	Reviewed materials re: revised Plan (1.8); emails with Ace re: plan issues (0.2).	2.00	1,430.00
11/03/11	GORDON, SJ	Emails with M. Peleg and R. Stieglitz and Ace re: plan related issues (1.0); reviewed materials re: plan-related issues (1.0).	2.00	1,430.00
11/07/11	GORDON, SJ	Conference call with ACE and committee (0.5); revised draft plan and disclosure statement and reviewed materials re: same (1.5).	2.00	1,430.00
11/08/11	GORDON, SJ	Revised draft plan.	1.00	715.00
11/10/11	GORDON, SJ	Emails with ACE and committee re: plan issues (0.6); revised draft plan and disclosure statement and reviewed materials re: same (1.4).	2.00	1,430.00
11/11/11	STIEGLITZ, R	Revising DS.	.10	67.50
11/11/11	GORDON, SJ	Emails with Ace and committee re: plan issues and reviewed materials re: same.	.50	357.50
11/14/11	GORDON, SJ	Reviewed revised plan.	.50	357.50
11/17/11	GORDON, SJ	Emails with ACE and Committee re: Plan issues (0.4); reviewed materials re: Plan issues (1.1).	1.50	1,072.50



**Re: B320 Plan and Disclosure Statement**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Description of Service</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
11/18/11	GORDON, SJ	Revised draft Plan and disclosure statement.	1.50	1,072.50
11/21/11	GORDON, SJ	Emails with ACE and committee re: Plan issues and reviewed materials re: same.	1.00	715.00
11/22/11	STIEGLITZ, R	Revising exclusivity extension motion.	.40	270.00
11/23/11	PELEG, M	Review exclusivity motion.	.30	136.50
11/28/11	STIEGLITZ, R	Creditor call re: plan and ds status.	.10	67.50
11/28/11	GORDON, SJ	T/cs and emails with R. Stieglitz, RLF, ACE and committee re: plan issues and reviewed materials re: same.	1.50	1,072.50
<b>Totals</b>			<hr/> 16.70	<hr/> \$11,826.50

**B320 Plan and Disclosure Statement Summary**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
GORDON, SJ	15.50	715.00	11,082.50
STIEGLITZ, R	.90	675.00	607.50
PELEG, M	.30	455.00	136.50
	<hr/>		<hr/>
<b>Totals</b>	16.70		\$11,826.50

----- TIME RECAP -----

<u>NAME</u>	<u>TITLE</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
LEVITIN, J	Partner	995.00	7.40	7,363.00
GORDON, S	Counsel	715.00	15.50	11,082.50
STIEGLITZ, R	Associate	675.00	12.00	8,100.00
PELEG, M	Associate	455.00	2.80	1,274.00
MCDERMOTT, M	Associate	368.00	16.80	6,182.40
	Total		54.50	\$34,001.90

**Disbursements and other charges posted through November 30, 2011:**

E101	Copying	1.00
E107	Delivery Services/Messengers	16.10
		<hr/>
<b>Total Disbursements</b>		\$17.10
<b>Total Invoice</b>		\$34,019.00

**Exhibit B**

January 6, 2012

**Disbursements and other charges posted through November 30, 2011:**

E101	Copying	1.00
E107	Delivery Services	16.10

<b>Total Disbursements:</b>		<u>17.10</u>
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January 6, 2012

<u>EXP CODE</u>	<u>DATE</u>	<u>NAME</u>	<u>CATEGORY</u>	<u>AMOUNT</u>
E101	11/15/11	EQUITRAC	REPRODUCTION 11/14 - 11/17	1.00
E107	11/15/11	MCDERMOTT	FEDEX 1115 INV.# 768582576 INV.DATE 11/07/2011	16.10
			MATTER TOTAL:	<u>17.10</u>