

ORIGINAL

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

In re:) Chapter 11
)
CB HOLDING CORP., et al.,¹) Case No. 10-13683 (MFW)
)
) Jointly Administered
Debtors.)
) **Hearing Date: January 23, 2012 at 3:00 p.m.**
_____) **Re: Docket Nos. 1120, 1130 & 1141**

**OMNIBUS ORDER AWARDING INTERIM
ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the interim applications (collectively, the “Interim Applications”) of those professionals referenced on Exhibit A attached hereto (collectively, the

¹ 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.

“Applicants”), pursuant to sections 330(a) and 331 of title 11 of the United States Code, §§ 101-1532, and Rule 2016 of the Federal Rules of Bankruptcy Procedure, for interim allowance of compensation and reimbursement of expenses for professional services rendered and expenses incurred during the periods set forth on Exhibit A attached hereto (the “Compensation Period”), filed pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 168] (the “Interim Compensation Order”); and the Court having reviewed the Interim Applications referenced on Exhibit A attached hereto; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Interim Applications was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Interim Applications; and upon the full record of all proceedings in these cases; and sufficient cause having been shown therefor,

IT IS HEREBY ORDERED THAT:

1. Each Interim Application is GRANTED and APPROVED and each of the Applicants is allowed, on an interim basis, compensation and reimbursement of expenses for the Compensation Period in the respective amounts set forth on Exhibit A.
2. Each of the Applicants is allowed compensation for services rendered during the Compensation Period, and is allowed reimbursement for actual and necessary expenses incurred during the Compensation Period in the amounts set forth on Exhibit A hereto, including any and all holdbacks.
3. The above-captioned debtors and debtors in possession are authorized and directed to make payment to each of the Applicants of 100% of any and all fees and 100% of any

and all expenses listed on Exhibit A hereto that have not yet been paid in satisfaction of the allowed fees for services rendered and expenses incurred during the Compensation Period.

4. This Order shall be deemed a separate order with respect to each of the Interim Applications. Any stay of this Order pending appeal with respect to any one Applicant shall only apply to the particular Applicant that is the subject of such appeal, and shall not operate to stay the applicability and/or finality of this Order with respect to any other of the Applicants.

5. This Court shall retain jurisdiction over all matters arising from or related to the interpretation or implementation of this Order.

Dated: January 23, 2012
Wilmington, Delaware



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

**Interim Fee Applications
In re CB Holding Corp., et al.
Case No. 10-13683 (MFW)**

Applicant	Applicant's Role	Compensation Period	Total Fee Amount Requested and Approved on an Interim Basis	Total Expense Amount Requested and Approved on an Interim Basis	Total Fees Previously Authorized for Payment Pursuant to Interim Compensation Order	Total Expenses Previously Authorized for Payment Pursuant to Interim Compensation Order	Total Amount of Holdback Approved
Cahill Gordon & Reindel LLP	Counsel to Debtors	8/1/11 - 10/31/11	\$397,134.00	\$2,583.40	\$317,707.20	\$2,583.40	\$79,426.80
Richards, Layton & Finger, P.A.	Co-Counsel to Debtors	8/1/11 - 10/31/11	\$75,477.00	\$4,248.63	\$60,381.60	\$4,248.63	\$15,095.40
Pachulski Stang Ziehl & Jones LLP	Counsel to Official Committee of Unsecured Creditors	8/1/11 - 10/31/11	\$43,261.00	\$1,091.98	\$34,608.80	\$1,091.98	\$8,652.20