

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)
)
 Debtors.)

Objection Deadline: February 13, 2012 at 4:00 p.m.
Hearing Date: Only if objections are timely filed

**TWELFTH MONTHLY APPLICATION FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF
PACHULSKI STANG ZIEHL & JONES LLP, AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR THE PERIOD FROM NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	Effective <i>nunc pro tunc</i> to November 30, 2010 by order signed February 4, 2011

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.

Period for which Compensation and Reimbursement is Sought:	November 1, 2011 through November 30, 2011 ²
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$4,696.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$ 179.02

This is a: x monthly interim final application.

The total time expended for preparation of this fee application is anticipated to be approximately 3.0 hours and the corresponding compensation is anticipated to be approximately \$1,000.00. The actual fees and expenses incurred in preparation of this fee application will be reflected in subsequent fee applications.

PRIOR APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
02/04/11	11/30/10 – 12/31/10	\$96,831.75	\$3,275.44	\$96,831.75	\$3,275.44
03/16/11	01/01/11 – 01/31/11	\$23,996.00	\$3,817.10	\$23,996.00	\$3,817.10
04/20/11	02/01/11 – 02/28/11	\$15,488.50	\$ 728.71	\$15,488.50	\$ 728.71
06/08/11	03/01/11 – 03/31/11	\$24,510.00	\$1,922.16	\$24,510.00	\$1,922.16
06/17/11	04/01/11 – 04/30/11	\$18,139.50	\$ 781.79	\$18,139.50	\$ 781.79
08/01/11	05/01/11 – 05/31/11	\$11,253.50	\$ 568.38	\$11,253.50	\$ 568.38
09/15/11	06/01/11 – 06/30/11	\$10,171.00	\$ 660.88	\$10,171.00	\$ 660.88
09/26/11	07/01/11 – 07/31/11	\$14,578.00	\$ 314.84	\$14,578.00	\$ 314.84
11/29/11	08/01/11 – 08/31/11	\$26,499.00	\$ 330.03	\$21,199.20	\$ 330.03
12/14/11	09/01/11 – 09/30/11	\$10,135.00	\$ 637.22	\$ 8,108.00	\$ 637.22
12/20/11	10/01/11 – 10/31/11	\$ 6,627.00	\$ 124.73	\$ 5,301.60	\$ 124.73

² The applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

PSZ&J PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including Changes)	Total Hours Billed	Total Compensation
Laura Davis Jones	Partner 2000; Joined Firm 2000; Member of DE Bar since 1986	\$895.00	0.90	\$ 805.50
Bradford J. Sandler	Partner 2010; Member of PA and NJ Bars since 1996; Member of DE Bar since 2001; Member of NY Bar since 2008	\$675.00	3.30	\$2,227.50
William L. Ramseyer	Of Counsel 1989; Member of CA Bar since 1980	\$550.00	0.70	\$ 385.00
Margaret L. McGee	Paralegal 2007	\$245.00	3.90	\$ 955.50
Cheryl A. Knotts	Paralegal 2000	\$235.00	0.60	\$ 141.00
Charles J. Bouzoukis	Case Management Assistant 2001	\$165.00	1.10	\$ 181.50

Grand Total: \$ 4,696.00
Total Hours: 10.50
Blended Rate: \$ 447.24

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Asset Disposition	0.40	\$ 270.00
Bankruptcy Litigation	0.80	\$ 497.00
Case Administration	4.50	\$1,013.50
Claims Admin/Objections	0.10	\$ 67.50
Compensation of Professional	2.60	\$1,430.50
Compensation of Prof./Others	0.20	\$ 135.00
Financial Filings	0.20	\$ 135.00
Plan & Disclosure Statement	1.70	\$1,147.50

EXPENSE SUMMARY

Expense Category	Service Provider³ (if applicable)	Total Expenses
Court Research	Pacer	\$ 46.40
Postage	US Mail	\$ 7.52
Reproduction Expense		\$109.40
Reproduction/Scan Copy		\$ 15.70

³ 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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PACHULSKI STANG ZIEHL & JONES LLP, AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR THE PERIOD FROM NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

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

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.

and Reimbursement of Expenses of Professionals,” signed on or about December 13, 2010 (the “Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), Counsel to the Official Committee of Unsecured Creditors, hereby submits its Twelfth Monthly Application for Compensation and for Reimbursement of Expenses for the Period from November 1, 2011 through November 30, 2011 (the “Application”).

By this Application PSZ&J seeks a monthly interim allowance of compensation in the amount of \$4,696.00 and actual and necessary expenses in the amount of \$179.02 for a total allowance of \$4,875.02 and payment of \$3,756.80 (80% of the allowed fees) and reimbursement of \$179.02 (100% of the allowed expenses) for a total payment of \$3,935.82 for the period November 1, 2011 through November 30, 2011 (the “Interim Period”). In support of this Application, PSZ&J respectfully represents as follows:

Background

1. On November 17, 2010 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue in possession of their properties and continue to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On or about December 1, 2010, an official committee of unsecured creditors (the “Committee”) was appointed in these cases. No trustee or examiner has been appointed in the Debtors’ chapter 11 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 or about December 13, 2010, the Court signed the Administrative Order, authorizing certain professionals and members of the Committee (“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 twenty (20) days after service of the monthly fee application the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. Beginning with the period ending January 31, 2011, and at three-month intervals or at such intervals that may be convenient to the Court, each Professional shall file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

4. The retention of PSZ&J, as counsel to the Committee, was approved 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 *Nunc Pro Tunc* to November 30, 2010", signed on or about February 4, 2011 (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

5. All services for which PSZ&J requests compensation were performed for or on behalf of the Committee.

6. 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 received no retainer in this matter.

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 this one, 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 \$1.00 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 January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

12. The names of the partners and associates of PSZ&J who have rendered professional services in these cases during the Interim Period, and the paralegals and case management assistants of PSZ&J who provided services to these attorneys during the Interim Period, are set forth in the attached Exhibit A.

13. 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

14. 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

15. During the Interim Period, the Firm, among other things: (1) attended to insurance claim issues; and (2) conferred and corresponded regarding asset disposition issues.

Fees: \$270.00; Hours: 0.40

B. Bankruptcy Litigation

16. During the Interim Period, the Firm, among other things: (1) performed work regarding a motion to extend the removal period; (2) performed work regarding Agenda Notices; and (3) conferred and corresponded regarding litigation issues.

Fees: \$497.00; Hours: 0.80

C. Case Administration

17. During the Interim Period, the Firm, among other things: (1) reviewed documents and pleadings and forwarded them to appropriate parties; (2) maintained document control; and (3) maintained a memorandum of critical dates.

Fees: \$1,013.50; Hours: 4.50

D. Claims Administration and Objections

18. During the Interim Period, the Firm, among other things, corresponded regarding claim issues.

Fees: \$67.50; Hours: 0.10

E. Compensation of Professionals

19. This category related to issues regarding compensation of the Firm.
During the Interim Period, the Firm, among other things: (1) performed work regarding its June,

July, August and September 2011 monthly fee applications; and (2) monitored the status and timing of fee applications.

Fees: \$1,430.50; Hours: 2.60

F. Compensation of Professionals--Others

20. This category related to issues regarding compensation of professionals, other than the Firm. During the Interim Period, the Firm, among other things, reviewed and analyzed fee applications.

Fees: \$135.00; Hours: 0.20

G. Financial Filings

21. This category related to issues regarding compliance with reporting requirements. During the Interim Period, the Firm, among other things, performed work regarding Monthly Operating Reports.

Fees: \$135.00; Hours: 0.20

H. Plan and Disclosure Statement

22. This category related to issues regarding a Plan of Reorganization (“Plan”) and Disclosure Statement. During the Interim Period, the Firm, among other things: (1) attended to issues regarding insurance coverage language in the Plan and Disclosure Statement; and (2) corresponded and conferred regarding Plan and Disclosure Statement issues.

Fees: \$1,147.50; Hours: 1.70

Valuation of Services

23. Attorneys and paraprofessionals of PSZ&J expended a total 10.50 hours in connection with their representation of the Committee during the Interim Period, as follows:

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including Changes)	Total Hours Billed	Total Compensation
Laura Davis Jones	Partner 2000; Joined Firm 2000; Member of DE Bar since 1986	\$895.00	0.90	\$ 805.50
Bradford J. Sandler	Partner 2010; Member of PA and NJ Bars since 1996; Member of DE Bar since 2001; Member of NY Bar since 2008	\$675.00	3.30	\$2,227.50
William L. Ramseyer	Of Counsel 1989; Member of CA Bar since 1980	\$550.00	0.70	\$ 385.00
Margaret L. McGee	Paralegal 2007	\$245.00	3.90	\$ 955.50
Cheryl A. Knotts	Paralegal 2000	\$235.00	0.60	\$ 141.00
Charles J. Bouzoukis	Case Management Assistant 2001	\$165.00	1.10	\$ 181.50

Grand Total: \$ 4,696.00
Total Hours: 10.50
Blended Rate: \$ 447.24

24. 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 \$4,696.00.

25. 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 the case, (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 November 1, 2011 through November 30, 2011, an interim allowance be made to PSZ&J for compensation in the amount of \$4,696.00 and actual and necessary expenses in the amount of \$179.02 for a total allowance of \$4,875.02 and payment of \$3,756.80 (80% of the allowed fees) and reimbursement of \$179.02 (100% of the allowed expenses) be authorized for a total payment of \$3,935.82, and for such other and further relief as this Court may deem just and proper.

Dated: January 20, 2012

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)

Jeffrey N. Pomerantz (Cal State Bar No 143717)

Curtis A. Hehn (DE Bar No. 4264)

Bradford J. Sandler, Esq. (DE Bar No. 4142)

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jspomerantz@pszjlaw.com

Counsel to the Official Committee of Unsecured Creditors

VERIFICATION

STATE OF DELAWARE :
 :
COUNTY OF NEW CASTLE :

Laura Davis Jones, 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 have been admitted to appear before this Court.

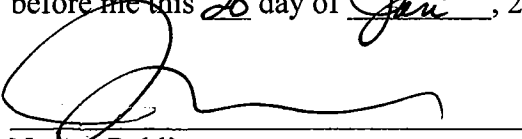
- b) I am familiar with many of the legal services rendered by Pachulski Stang Ziehl & Jones LLP as counsel to the Committee.

- 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 December 13, 2010, and submit that the Application substantially complies with such Rule and Order.



Laura Davis Jones

SWORN AND SUBSCRIBED
before me this 20 day of Jan, 2012.



Notary Public
My Commission Expires: 12/10/12
K A JOHN BOWER
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Dec. 10, 2012

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

CB Holding Corp., et al.,¹

Debtors.

Chapter 11

Case No. 10-13683 (MFW)

Jointly Administered

Objection Deadline: February 13, 2012 at 4:00 p.m.

Hearing Date: Only if objections are timely filed

NOTICE OF FILING OF FEE APPLICATION

Pachulski Stang Ziehl & Jones LLP, counsel to the Official Committee of

Unsecured Creditors (the "Committee") in the above-captioned chapter 11 cases, filed and

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.

served the *Twelfth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Counsel to the Official Committee of Unsecured Creditors, for the Period from November 1, 2011 through November 30, 2011* (the “Fee Application”), seeking compensation for the reasonable and necessary services rendered to the Committee in the amount of \$4,696.00, and reimbursement for actual and necessary expenses in the amount of \$179.02.

PLEASE TAKE FURTHER NOTICE that any objection or response to the Application, must be made in writing, and be filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **February 13, 2012 at 4:00 p.m. prevailing Eastern time.**

At the same time, you must also serve a copy of the response or objection upon (i) counsel for the Committee, Bradford J. Sandler, Esquire, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801); (ii) counsel for the Debtors, (a) Joel H. Levitin, Esquire, Cahill Gordon & Reindel LLP, Eighty Pine Street, New York, NY 10005 and (b) Mark D. Collins, Esquire, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801; and (iii) Juliet Sarkessian, Esquire, Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS
NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION
WITHOUT FURTHER NOTICE OR HEARING.

Dated: January 24, 2012

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Bradford J. Sandler

Jeffrey N. Pomerantz (CA Bar No 143717)
Bradford J. Sandler, Esq. (Bar No. 4142)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Counsel for the Official Committee of Unsecured
Creditors

EXHIBIT A

PACHULSKI STANG ZIEHL & JONES LLP

919 North Market Street
17th Floor
Wilmington, DE 19801

November 30, 2011

Invoice Number **96915** **85481 00002** **JNP**

Offical Committee Of Unsecured Creditors
CB Holdings, Inc and related Affiliates
Brad Boe- Co- Chairman
Ron Tucker- Co-Chairman

Balance forward as of last invoice, dated: October 31, 2011

\$120,802.39

Net balance forward

\$120,802.39

Re: Bankruptcy

Statement of Professional Services Rendered Through 11/30/2011

			Hours	Rate	Amount
Asset Disposition [B130]					
11/01/11	BJS	Telephone call with counsel for Island Oasis regarding Bugaboo Creek sale	0.20	675.00	\$135.00
11/28/11	BJS	Various emails with R. Steiglitz regarding procedures for insurance claim	0.10	675.00	\$67.50
11/28/11	BJS	Review Asset Purchase Agreement regarding insurance proceeds	0.10	675.00	\$67.50
Task Code Total			0.40		\$270.00
Bankruptcy Litigation [L430]					
11/04/11	BJS	Review motion to extend removal period	0.10	675.00	\$67.50
11/04/11	BJS	Review critical dates memo and discuss with Margaret L. Oberholzer	0.10	675.00	\$67.50
11/17/11	BJS	Review critical dates and discuss with Margaret L. Oberholzer	0.10	675.00	\$67.50
11/18/11	BJS	Various emails with Kathleen P. Makowski regarding omnibus hearing	0.10	675.00	\$67.50
11/18/11	BJS	Review agenda and discuss with Margaret L. Oberholzer	0.10	675.00	\$67.50
11/21/11	MLM	Review 11/22 hearing agenda	0.10	245.00	\$24.50
11/21/11	BJS	Review amended agenda and discuss with Margaret L. Oberholzer	0.10	675.00	\$67.50
11/29/11	BJS	Review critical dates memo and discuss with Margaret L. Oberholzer	0.10	675.00	\$67.50

Task Code Total			0.80	\$497.00	
Case Administration [B110]					
11/01/11	MLM	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	245.00	\$24.50
11/01/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings	0.20	245.00	\$49.00
11/02/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	245.00	\$24.50
11/02/11	MLM	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	245.00	\$24.50
11/03/11	MLM	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	245.00	\$49.00
11/03/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	245.00	\$24.50
11/04/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.20	245.00	\$49.00
11/07/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	245.00	\$24.50
11/08/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	245.00	\$24.50
11/09/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	245.00	\$24.50
11/10/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.20	245.00	\$49.00
11/11/11	CAK	Review documents and organize to file.	0.10	235.00	\$23.50
11/11/11	MLM	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	245.00	\$49.00
11/14/11	MLM	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	245.00	\$24.50
11/14/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	245.00	\$24.50
11/15/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	245.00	\$24.50
11/16/11	MLM	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	245.00	\$24.50
11/17/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.10	245.00	\$24.50
11/18/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	245.00	\$24.50
11/23/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	245.00	\$24.50
11/28/11	MLM	Review daily correspondence and pleadings and forward to the appropriate parties	0.20	245.00	\$49.00
11/28/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	245.00	\$24.50
11/29/11	CJB	Maintain document control.	1.10	165.00	\$181.50

11/29/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings; circulate same	0.40	245.00	\$98.00
11/30/11	MLM	Review daily correspondence and pleadings and forward to the appropriate parties	0.10	245.00	\$24.50
11/30/11	MLM	Research and update critical dates memorandum with respect to recently filed pleadings	0.10	245.00	\$24.50

Task Code Total			4.50		\$1,013.50
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Claims Admin/Objections[B310]

11/02/11	BJS	Various emails with J. Dornbush regarding claims.	0.10	675.00	\$67.50
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Task Code Total			0.10		\$67.50
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Compensation Prof. [B160]

09/14/11	LDJ	Review and finalize interim fee application (June 2011)	0.30	895.00	\$268.50
09/26/11	LDJ	Review and revise interim fee application (July 2011)	0.30	895.00	\$268.50
09/26/11	LDJ	Review and finalize third quarterly fee application	0.30	895.00	\$268.50
11/17/11	CAK	Review and update August Fee Application.	0.30	235.00	\$70.50
11/29/11	CAK	Coordinate posting, filing and service of August Fee Application.	0.20	235.00	\$47.00
11/29/11	WLR	Prepare Sept. 2011 fee application	0.70	550.00	\$385.00
11/29/11	MLM	Finalize and coordinate filing of PSZ&J's August 2011 fee application (.3); prepare and coordinate service of same (.2)	0.50	245.00	\$122.50

Task Code Total			2.60		\$1,430.50
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Comp. of Prof./Others

11/03/11	BJS	Review Bingham invoice	0.10	675.00	\$67.50
11/23/11	BJS	Review RLF fee application	0.10	675.00	\$67.50

Task Code Total			0.20		\$135.00
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Financial Filings [B110]

11/09/11	BJS	Review operating report	0.10	675.00	\$67.50
11/30/11	BJS	Review operating report	0.10	675.00	\$67.50

Task Code Total			0.20		\$135.00
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Plan & Disclosure Stmt. [B320]

11/02/11	BJS	Telephone call with counsel for ACE regarding plan	0.30	675.00	\$202.50
11/03/11	BJS	Various emails with S. Gordon regarding ACE	0.10	675.00	\$67.50
11/03/11	BJS	Various emails with W. Sinkulak regarding ACE	0.10	675.00	\$67.50
11/04/11	BJS	Various emails with W. Sinkulak regarding insurance coverage	0.10	675.00	\$67.50
11/04/11	BJS	Telephone call with W Sinkulak regarding insurance coverage language in plan/disclosure statement	0.30	675.00	\$202.50
11/10/11	BJS	Various emails with R. Steiglitz regarding Alley proposal	0.10	675.00	\$67.50
11/10/11	BJS	Various emails with counsel for ACE regarding disclosure statement language	0.10	675.00	\$67.50
11/16/11	BJS	Various emails with R. Steiglitz regarding disclosure statement	0.10	675.00	\$67.50
11/17/11	BJS	Various emails with W. Sinkulah regarding ACE	0.10	675.00	\$67.50
11/18/11	BJS	Various emails with RS regarding disclosure statement	0.10	675.00	\$67.50
11/28/11	BJS	Various emails with S. Gordon regarding disclosure statement	0.10	675.00	\$67.50
11/28/11	BJS	Various emails with W. Sinkulak regarding ACE	0.10	675.00	\$67.50
11/29/11	BJS	Various emails with B. Boe regarding disclosure statement update	0.10	675.00	\$67.50

Task Code Total

1.70

\$1,147.50

Total professional services:

10.50

\$4,696.00**Costs Advanced:**

11/01/2011	RE	(17 @0.10 PER PG)		\$1.70
11/02/2011	RE	(63 @0.10 PER PG)		\$6.30
11/02/2011	RE2	SCAN/COPY (31 @0.10 PER PG)		\$3.10
11/02/2011	RE2	SCAN/COPY (32 @0.10 PER PG)		\$3.20
11/03/2011	RE	(63 @0.10 PER PG)		\$6.30
11/07/2011	RE	(16 @0.10 PER PG)		\$1.60
11/07/2011	RE	(17 @0.10 PER PG)		\$1.70
11/11/2011	RE	(31 @0.10 PER PG)		\$3.10
11/14/2011	RE	(10 @0.10 PER PG)		\$1.00
11/16/2011	RE	(535 @0.10 PER PG)		\$53.50
11/21/2011	RE2	SCAN/COPY (5 @0.10 PER PG)		\$0.50
11/23/2011	RE	(14 @0.10 PER PG)		\$1.40
11/25/2011	RE2	SCAN/COPY (31 @0.10 PER PG)		\$3.10
11/25/2011	RE2	SCAN/COPY (50 @0.10 PER PG)		\$5.00
11/28/2011	RE	(175 @0.10 PER PG)		\$17.50
11/29/2011	PO	85481.00002 :Postage Charges for 11-29-11		\$7.52
11/29/2011	RE	(54 @0.10 PER PG)		\$5.40
11/29/2011	RE	(64 @0.10 PER PG)		\$6.40

11/29/2011	RE2	SCAN/COPY (8 @0.10 PER PG)	\$0.80
11/30/2011	PAC	Pacer - Court Research	\$46.40
11/30/2011	RE	(35 @0.10 PER PG)	\$3.50

Total Expenses: **\$179.02**

Summary:

Total professional services	\$4,696.00
Total expenses	\$179.02
Net current charges	<u>\$4,875.02</u>
 Net balance forward	 \$120,802.39
 Total balance now due	 \$125,677.41

BJS	Sandler, Bradford J.	3.30	675.00	\$2,227.50
CAK	Knotts, Cheryl A.	0.60	235.00	\$141.00
CJB	Bouzoukis, Charles J.	1.10	165.00	\$181.50
LDJ	Jones, Laura Davis	0.90	895.00	\$805.50
MLM	McGee, Margaret L.	3.90	245.00	\$955.50
WLR	Ramseyer, William L.	0.70	550.00	\$385.00
		<u>10.50</u>		<u>\$4,696.00</u>

Task Code Summary

		Hours	Amount
AD	Asset Disposition [B130]	0.40	\$270.00
BL	Bankruptcy Litigation [L430]	0.80	\$497.00
CA	Case Administration [B110]	4.50	\$1,013.50
CO	Claims Admin/Objections[B310]	0.10	\$67.50
CP	Compensation Prof. [B160]	2.60	\$1,430.50
CPO	Comp. of Prof./Others	0.20	\$135.00
FF	Financial Filings [B110]	0.20	\$135.00
PD	Plan & Disclosure Stmt. [B320]	1.70	\$1,147.50
		<u>10.50</u>	<u>\$4,696.00</u>

Expense Code Summary

Pacer - Court Research	\$46.40
Postage [E108]	\$7.52
Reproduction Expense [E101]	\$109.40
Reproduction/ Scan Copy	\$15.70
	<hr/>
	\$179.02

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

CB Holding Corp., et al.,

Debtors.

Chapter 11

Case No. 10-13683 (MFW)

Jointly Administered

CERTIFICATE OF SERVICE

I, Bradford J. Sandler, hereby certify that on the 24th day of January, 2012, I caused a copy of the following documents to be served on the individuals on the attached service list in the manner indicated:

Notice of Filing of Fee Application;

Twelfth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Counsel to the Official Committee of Unsecured Creditors, for the Period from November 1, 2011 through November 30, 2011; Exhibit A.

/s/ Bradford J. Sandler
Bradford J. Sandler, Esq. (Bar No. 4142)

CB Holding Corp. Fee Application Service List

Case No. 10-13683 (MFW)

Doc. No. 167461

01 – Interoffice Delivery

02 - Hand Delivery

01 - First Class Mail

(Counsel to Official Committee of Unsecured Creditors)

Bradford J. Sandler, Esq.

Pachulski Stang Ziehl & Jones LLP

919 N. Market Street, 17th Floor

Wilmington, DE 19899

Interoffice Delivery

(Counsel to Official Committee of Unsecured Creditors)

Jeffrey N. Pomerantz, Esq.

Jason S. Pomerantz, Esq.

Pachulski Stang Ziehl & Jones LLP

Hand Delivery

(United States Trustee)

Juliet Sarkessian, Esq.

Office of the United States Trustee

J. Caleb Boggs Federal Building

844 King Street, Suite 2207

Wilmington, DE 19801

Hand Delivery

(Counsel for Debtors)

Christopher M. Samis, Esq.

Mark D Collins, Esq.

Richards Layton & Finger P.A.

920 North King Street

Wilmington, DE 19801

First Class Mail

(Counsel to Debtors)

Maya Peleg, Esq.

Joel H Levitan, Esq.

Richard A Stieglitz, Jr., Esq.

Cahill Gordon & Reindell LLP

Eighty Pine Street

New York, NY 10005