

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

In re:)	Chapter 11
)	
CB HOLDING CORP., <u>et al.</u> , ¹)	Case No. 10-13683 (MFW)
)	
)	Jointly Administered
Debtors.)	
)	Objection Deadline: 2/21/12 at 4:00 p.m.
)	

**SUMMARY OF FOURTEENTH 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 DECEMBER 1, 2011, THROUGH AND INCLUDING DECEMBER 31, 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 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: December 1 through and
including December 31, 2011

Amount of Compensation sought as
actual, reasonable, and necessary (excluding holdback): \$84,695.00

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$219.81

This is a X monthly ___ interim ___ final application

The total time expended for the preparation of Cahill's prior monthly statement application and fourth interim fee application was approximately 5.10 hours, and the corresponding compensation requested is approximately \$2,939.30.²

² 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 ³	\$3,974.29 ⁴	\$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 ⁵	\$1,852.77	\$170,540.72	\$1,852.77

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

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

⁵ 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.

			Requested		Approved	
Date Filed	Type	Period Covered	Fees	Expenses	Fees	Expense
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	\$397,134.00	\$2,583.40
January 10, 2012	Monthly	11/1/2011-11/30/2011	\$34,001.90	\$17.10	N/A	N/A

SERVICES PROVIDED

Name of Professional	Year of Obtaining License to Practice and Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Joel H. Levitin	1987 - Partner	\$995.00	23.70	\$23,581.50
Stephen J. Gordon	1994 - Of Counsel	\$715.00	42.80	\$30,602.00
Richard A. Stieglitz	2004 - Associate	\$675.00	38.40	\$25,920.00
Maya Peleg	2009 - Associate	\$455.00	2.60	\$1,183.00
Meghan McDermott	2011 - Associate	\$368.00	8.50	\$3,128.00
Jonathan Bricklin	Paraprofessional	\$187.00	1.50	\$280.50
Total: \$84,695.00				
Blended Rate: \$720.81				

COMPENSATION BY PROJECT CATEGORY

Task Code	Description	Hours	Amount
B130	Asset Disposition	5.10	\$2,420.20
B150	Meetings & Communications with Creditors	2.30	\$1,668.50
B160	Fee/Employment Applications & Objections	5.10	\$2,939.30
B210	Business Advice & Operations	4.80	\$3,432.00
B230	Financing and Cash Collateral	9.90	\$9,338.50
B310	Claims Administration	0.50	\$337.50
B320	Plan and Disclosure Statement	89.80	\$64,559.00
	Total:	117.50	\$84,695.00

EXPENSE SUMMARY

Expenses	Amount
Copying	\$147.70
Delivery Services/Messengers	\$18.34
Local Travel	\$32.77
Velo Bind	\$21.00
Total:	\$219.81

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)	Jointly Administered
Debtors.)	Objection Deadline: 2/21/12 at 4:00 p.m.
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**FOURTEENTH 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 DECEMBER 1, 2011, THROUGH AND INCLUDING DECEMBER 31, 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.

Cahill Gordon & Reindel LLP (“Cahill”), counsel to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), respectfully files this Fourteenth Monthly Fee and Expense Statement (this “Monthly Statement”) for the period from December 1, 2011, through and including December 31, 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 SOUGHT²

9. By this Monthly Statement, Cahill requests payment of \$67,756.00, 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

² 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 \$84,695.00.

10. By this Monthly Statement, Cahill also requests payment of \$219.81, representing 100% of expenses incurred. A detailed summary of expenses by type is attached hereto as Exhibit B.³

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.

³ In accordance with the Local Rules, Cahill has not included \$220.50 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. 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 participated in multiple discussions with various parties regarding the Plan and the Disclosure Statement and drafted multiple revised versions thereof.

17. Moreover, Cahill has spent time revising ballot and solicitation forms in response to comments from the United States Trustee.

ACTUAL AND NECESSARY EXPENSES

18. 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.

19. 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.⁴ Cahill's policy is to charge clients the actual cost of computer-assisted legal research and not to charge for incoming facsimiles.

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

20. 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 \$84,695.00 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 \$219.81 for actual, reasonable, and necessary expenses incurred during the same period; (b) authorize and direct the Debtors to pay to Cahill the amount of \$67,756.00, 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 31, 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
Facsimile: (212) 269-5420
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> , ¹)	Case No. 10-13683 (MFW)
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Debtors.)	
)	Objection Deadline: 2/21/12 at 4:00 p.m.
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**NOTICE OF FOURTEENTH MONTHLY FEE
APPLICATION OF CAHILL GORDON & REINDEL LLP**

PLEASE TAKE NOTICE that on January 31, 2012, Richards, Layton & Finger, P.A. on behalf of Cahill Gordon & Reindel LLP (the “Applicant”) filed the attached **Fourteenth Monthly Fee and Expense Statement of Cahill Gordon & Reindel LLP for 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.

for Services Rendered and Reimbursement of Expenses Incurred as Counsel to Debtors for the Period from December 1, 2011, Through and Including December 31, 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, 11th 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, 17th 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 **February 21, 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 31, 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.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

-and-

Joel H. Levitin
Richard A. Stieglitz Jr.
Maya Peleg
CAHILL GORDON & REINDEL LLP
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 31, 2012

Re: CHARLIE BROWN'S ACQUISITION CORP.
CHAPTER 11
Cahill Gordon & Reindel Statement of January 30, 2012
for Services during the month of December, 2011

SUMMARY OF CODES

		<u>Hours</u>	<u>Amount</u>
B130	Asset Disposition	5.10	2,420.20
B150	Meetings & Communications with Creditors	2.30	1,668.50
B160	Fee/Employment Applications & Objections	5.10	2,939.30
B210	Business Advice & Operations	4.80	3,432.00
B230	Financing and Cash Collateral	9.90	9,338.50
B310	Claims Administration	.50	337.50
B320	Plan and Disclosure Statement	89.80	64,559.00
		<hr/>	<hr/>
		117.50	84,695.00

Re: B130 Asset Disposition

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/01/11	STIEGLITZ, R	Discussing post-closing CB issues.	.30	202.50
12/02/11	MCDERMOTT, M	Multiple comm. with attorney from Keyport, and M. Redo re: Keyport LL and required closing docs.	.30	110.40
12/05/11	MCDERMOTT, M	Review of Allentown PA (.3). Multiple emails to team re. license and agreement (.2). Email client with info on license (.1).	.60	220.80
12/05/11	STIEGLITZ, R	Emails with CRG regarding cb post-closing requests of buyer.	.20	135.00
12/05/11	STIEGLITZ, R	Emails regarding liquor license sale issues.	.20	135.00
12/05/11	PELEG, M	Attn to liquor license issue.	.20	91.00
12/09/11	MCDERMOTT, M	Multiple comm. with attorney for Berwyn LL re. consent to transfer (.3). Comm with team re status of LL (.3).	.60	220.80
12/09/11	STIEGLITZ, R	Emails regarding liquor license sales.	.20	135.00
12/09/11	PELEG, M	Call with M. McDermott and M. Redo re: liquor licenses.	.20	91.00
12/13/11	MCDERMOTT, M	Tel. C. with attorney from Keyport (.2). Multiple comm. with M. Redo re. Keyport license (.2).	.40	147.20
12/13/11	STIEGLITZ, R	Emails regarding go-forward plans with liquor license sales.	.30	202.50
12/15/11	MCDERMOTT, M	Review of liquor licenses and docket to update schedule.	.30	110.40

Re: B130 Asset Disposition

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/15/11	STIEGLITZ, R	Emails with M. McDermott and S. Gordon re: liquor license sales status.	.20	135.00
12/15/11	PELEG, M	Call with M. Foerslsch Middletown landlord.	.20	91.00
12/19/11	MCDERMOTT, M	Multiple comm. w/ M. Redo re. LL closings, including Langhorne, and Tinton Falls.	.30	110.40
12/26/11	STIEGLITZ, R	Emails with Bugaboo buyer counsel re amendments to operating agreements.	.20	135.00
12/29/11	MCDERMOTT, M	Tel. C. with attorney for Langhorne license (.2). Multiple comm. w/ M. Redo re. Langhorne license (.2).	.40	147.20
Totals			<hr/> 5.10	<hr/> \$2,420.20

B130 Asset Disposition Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
STIEGLITZ, R	1.60	675.00	1,080.00
PELEG, M	.60	455.00	273.00
MCDERMOTT, M	2.90	368.00	1,067.20
Totals	<hr/> 5.10		<hr/> \$2,420.20

Re: B150 Meetings & Communications with Creditors

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/14/11	STIEGLITZ, R	Call with UST to discuss status.	.10	67.50
12/22/11	STIEGLITZ, R	Discussion with RLF re: UST fees issues.	.30	202.50
12/22/11	PELEG, M	Call w/G. Lembo re: UST fees.	.20	91.00
12/23/11	STIEGLITZ, R	Review of case on UST fee issue (.3); discuss same with J. Levitin (.2); internal emails and to CRG (.2).	.70	472.50
12/27/11	LEVITIN, JH	Call w/client group re: UST fee issue.	.50	497.50
12/27/11	STIEGLITZ, R	Call with CRG, RLF, and Ed Schwartz to discuss UST fee issues (.4); related emails with UST (.1).	.50	337.50
Totals			2.30	\$1,668.50

B150 Meetings & Communications with Creditors Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
LEVITIN, JH	.50	995.00	497.50
STIEGLITZ, R	1.60	675.00	1,080.00
PELEG, M	.20	455.00	91.00
	<hr/>		<hr/>
Totals	2.30		\$1,668.50

Re: B160 Fee/Employment Applications & Objections

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/01/11	MCDERMOTT, M	Draft 4th interim fee statement for CGR (.5). Review and revise (.2).	.70	257.60
12/05/11	MCDERMOTT, M	Review 4th interim fee statement, and arrange for filing.	.20	73.60
12/05/11	STIEGLITZ, R	Review fee application.	.10	67.50
12/05/11	PELEG, M	Review interim application.	.10	45.50
12/12/11	PELEG, M	Attn to fee issue.	.20	91.00
12/13/11	MCDERMOTT, M	Draft CGR monthly fee statement (.5). Review and further revise (.2).	.70	257.60
12/17/11	PELEG, M	Work on fee statement.	1.50	682.50
12/26/11	STIEGLITZ, R	Review and comment on draft fee statement.	.40	270.00
12/28/11	LEVITIN, JH	Disc's w/C. Boucher re: fee issues.	.80	796.00
12/29/11	LEVITIN, JH	Review of fee schedule.	.40	398.00
Totals			<u>5.10</u>	<u>\$2,939.30</u>

B160 Fee/Employment Applications & Objections Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
LEVITIN, JH	1.20	995.00	1,194.00
STIEGLITZ, R	.50	675.00	337.50
PELEG, M	1.80	455.00	819.00
MCDERMOTT, M	1.60	368.00	588.80
Totals	<hr/> 5.10		<hr/> \$2,939.30

Re: B210 Business Advice & Operations

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/01/11	STIEGLITZ, R	Call with C. Boucher to discuss open issues.	.40	270.00
12/02/11	STIEGLITZ, R	Calls with D. Lipke (.1) and (.1) B. Sandler regarding wind-down issues; related calls and emails with client (.4)	.60	405.00
12/04/11	STIEGLITZ, R	Emails with CRG regarding waterfall and wind-down issues (.4); related call with B. Sandler (.2).	.60	405.00
12/05/11	LEVITIN, JH	Corresp. re: status of deal.	.30	298.50
12/05/11	STIEGLITZ, R	Various emails with lenders, client, and UCC regarding wind-down.	.40	270.00
12/06/11	STIEGLITZ, R	Emails regarding wind-down issues and related review of schedules.	.10	67.50
12/12/11	LEVITIN, JH	Disc's w/M. Maselli re: status.	.30	298.50
12/12/11	STIEGLITZ, R	Discussing case wind-down issues with J. Levitin.	.40	270.00
12/12/11	STIEGLITZ, R	Call with D. Lipke regarding case issues and next steps.	.70	472.50
12/13/11	STIEGLITZ, R	Calls, emails, and meetings with J. Levitin and others re: wind-down.	.30	202.50
12/14/11	STIEGLITZ, R	Discussing wind-down issues with J. Levitin.	.20	135.00
12/15/11	STIEGLITZ, R	Emails with multiple utility counsel regarding adequate assurance issues.	.40	270.00
12/17/11	STIEGLITZ, R	Review of hearing agenda.	.10	67.50

Re: B210 Business Advice & Operations

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
			4.80	\$3,432.00

B210 Business Advice & Operations Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
LEVITIN, JH	.60	995.00	597.00
STIEGLITZ, R	4.20	675.00	2,835.00
	<hr/>		<hr/>
Totals	4.80		\$3,432.00

Re: B230 Financing and Cash Collateral

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/01/11	LEVITIN, JH	Attn. to budget issues and review of same.	.80	796.00
12/01/11	STIEGLITZ, R	Review of updated budget draft and discuss with CRG.	.60	405.00
12/02/11	STIEGLITZ, R	Call with CRG regarding budget and status (.3); related emails (.2).	.50	337.50
12/05/11	LEVITIN, JH	Disc's w/C. Boucher re: open budget issues and strategy.	1.00	995.00
12/09/11	STIEGLITZ, R	Emails regarding go-forward budget issues and related calls (.3); discussing same with E. Schwartz (.2).	.50	337.50
12/12/11	LEVITIN, JH	Review of budget and related documents.	.50	497.50
12/13/11	LEVITIN, JH	Disc's w/M. Maselli re: budget issues.	.50	497.50
12/13/11	LEVITIN, JH	Review of research re: budget issues.	1.00	995.00
12/13/11	LEVITIN, JH	Disc's w/C. Boucher re: budget and negotiations.	.50	497.50
12/13/11	LEVITIN, JH	Reviewing budget.	.80	796.00
12/14/11	LEVITIN, JH	Disc's w/C. Boucher and G. Lembo re: lender position.	.50	497.50
12/14/11	LEVITIN, JH	Disc's w/M. Maselli re: lender proposal.	.80	796.00
12/14/11	LEVITIN, JH	Disc's w/M. Maselli and D. Kehler re: lender proposal.	.40	398.00
12/23/11	LEVITIN, JH	Review of budget.	.50	497.50

Re: B230 Financing and Cash Collateral

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/23/11	LEVITIN, JH	Disc's. w/C. Boucher re: budget issues.	.50	497.50
12/27/11	LEVITIN, JH	Call w/CRG re: budget issues.	.50	497.50
Totals			9.90	\$9,338.50

B230 Financing and Cash Collateral Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
LEVITIN, JH	8.30	995.00	8,258.50
STIEGLITZ, R	1.60	675.00	1,080.00
	<hr/>		<hr/>
Totals	9.90		\$9,338.50

Re: B310 Claims Administration

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/21/11	STIEGLITZ, R	Discussing claims issues with CRG (.3) and RLF (.2).	.50	337.50
Totals			_____	_____
			.50	\$337.50

B310 Claims Administration Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
STIEGLITZ, R	.50	675.00	337.50
Totals	.50		\$337.50

Re: B320 Plan and Disclosure Statement

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/05/11	STIEGLITZ, R	Revising DS.	.10	67.50
12/08/11	LEVITIN, JH	Corresp. to D. Lipke re: open issues.	1.00	995.00
12/09/11	GORDON, SJ	Reviewed plan related materials	.70	500.50
12/12/11	LEVITIN, JH	Disc's w/D. Lipke re: open issues on plan.	.60	597.00
12/12/11	LEVITIN, JH	Disc's w/C. Boucher re: plan issues.	.40	398.00
12/14/11	LEVITIN, JH	Review of distribution analysis and disc's w/CRG re: same.	.80	796.00
12/15/11	LEVITIN, JH	Attn. to plan revisions w/S. Gordon.	.80	796.00
12/15/11	STIEGLITZ, R	Discussing revised plan and DS with J. Levitin and S. Gordon (.2); emails with C. Boucher regarding related deliverables (.3).	.50	337.50
12/15/11	GORDON, SJ	Revised Plan and disclosure statement and reviewed materials re: same (4.9); met with J. Levitin re: plan issues (0.4); emails with R. Stieglitz, M. McDermott and GCG re: plan and disclosure statement issues (0.8).	6.10	4,361.50
12/16/11	LEVITIN, JH	Review of proposed revised plan language.	1.00	995.00
12/16/11	LEVITIN, JH	Disc's w/D. Lipke re: open issues.	.30	298.50
12/16/11	LEVITIN, JH	Disc's w/C. Boucher re: open issues.	.30	298.50

Re: B320 Plan and Disclosure Statement

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/16/11	STIEGLITZ, R	Emails regarding revised DS internally (.3); related informational collection emails with CRG (.2).	.50	337.50
12/16/11	GORDON, SJ	Revised Plan and disclosure statement (4.5); emails with R. Stieglitz and J. Levitin re: disclosure statement issues and reviewed materials re: same (0.5).	5.00	3,575.00
12/17/11	STIEGLITZ, R	Call with CRG re: DS (.7); review of schedules (.5).	1.20	810.00
12/17/11	BRICKLIN, J	Revise Plan.	1.50	280.50
12/18/11	STIEGLITZ, R	Review and comment on revised plan and DS (2.2); related internal emails and calls (.4) and with client (.2) and RLF (.1).	2.90	1,957.50
12/18/11	STIEGLITZ, R	Review and comment on revised Liquidation Analysis (.4); related calls and emails with CRG (.4).	.80	540.00
12/18/11	GORDON, SJ	Emails with R. Stieglitz, CRG and the Company re: plan and disclosure statement issues and reviewed materials re: same.	1.20	858.00
12/19/11	MCDERMOTT, M	Review broken out ballots and exhibits to the disclosure statement and run comparisons.	.40	147.20
12/19/11	MCDERMOTT, M	Review amendment to disclosure statement and update information re. liquor licenses, private sale and auctions against docket, and agreements (1.6). Review and further revise (.5). Update list of orders in amendment to DS (.5).	2.60	956.80

Re: B320 Plan and Disclosure Statement

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/19/11	LEVITIN, JH	Revising plan and disclosure statement language.	2.50	2,487.50
12/19/11	LEVITIN, JH	Disc's w/D. Lipke re: status.	.20	199.00
12/19/11	LEVITIN, JH	Corresp. to board re: status.	.30	298.50
12/19/11	LEVITIN, JH	Disc's w/S. Gordon and R. Stieglitz re: plan revisions.	.50	497.50
12/19/11	STIEGLITZ, R	Meeting with J. Levitin and S. Gordon to discuss revised plan (.6); review of multiple turns of changes to plan and DS (.8); related emails internally (.2) and with D. Lipke (.1).	1.70	1,147.50
12/19/11	STIEGLITZ, R	Review of final version of liquidation analysis (.4); discussing same internally (.2) and with CRG (.1).	.70	472.50
12/19/11	GORDON, SJ	Revised Plan and disclosure statement (6.3); meetings and t/cs with J. Levitin and R. Stieglitz re: plan and disclosure statement (0.6); emails with R. Stieglitz and M. McDermott re: disclosure statement issues (0.6).	7.50	5,362.50
12/20/11	STIEGLITZ, R	Review of revised draft of DS (.4); discuss internally and with CRG (.2).	.60	405.00
12/20/11	GORDON, SJ	Revised disclosure statement (3.4); t/cs and emails with CRG and R. Stieglitz re: disclosure statement issues and reviewed materials re: same (1.1).	4.50	3,217.50
12/21/11	LEVITIN, JH	Prep. for and call w/lender and committee counsel re: plan drafting.	1.00	995.00

Re: B320 Plan and Disclosure Statement

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/21/11	STIEGLITZ, R	Call with Veder and Pachulski regarding plan and DS revisions (1); related internal follow-up (.3).	1.30	877.50
12/21/11	GORDON, SJ	Conference call with banks and committee re: plan and disclosure statement (1.0); reviewed materials re: plan and disclosure statement and revised same (3.0).	4.00	2,860.00
12/22/11	GORDON, SJ	Reviewed materials regarding Plan and disclosure statement.	1.70	1,215.50
12/23/11	LEVITIN, JH	Review of proposed indemnification agreement.	1.00	995.00
12/23/11	STIEGLITZ, R	Review of lender comments to Plan and DS (1); discussing same with J. Levitin and S. Gordon (.4); related emails to CRG (.3); call to Aberman (.2).	1.90	1,282.50
12/23/11	GORDON, SJ	Revised plan and disclosure statement (4.8); t/cs and emails with R. Stieglitz and Vedder re: plan issues (0.5); reviewed materials re: plan and disclosure statement (1.2).	6.50	4,647.50
12/26/11	STIEGLITZ, R	Revising plan and DS (2.6); discussing same with J. Levitin (.3); related emails with Lipke (.2).	3.10	2,092.50
12/26/11	STIEGLITZ, R	Review and comment on draft indemnity agreement for Plan.	.40	270.00
12/26/11	GORDON, SJ	Emails with Vedder and R. Stieglitz re: plan issues and reviewed materials re: same.	1.00	715.00

Re: B320 Plan and Disclosure Statement

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/27/11	LEVITIN, JH	Revising indemnification agreement and corresp. re: same.	.80	796.00
12/27/11	STIEGLITZ, R	Emails with Vedder (.5) and client group (.4) re Plan and DS drafts; related emails re plan fund issues (.8); related calls with CRG (.5).	2.20	1,485.00
12/27/11	STIEGLITZ, R	Review of revised indemnity agreement (.4); discuss same with J. Levitin (.4).	.80	540.00
12/27/11	GORDON, SJ	Emails with R. Stieglitz and Vedder re: plan and disclosure statement issues and reviewed proposed revisions.	1.90	1,358.50
12/28/11	LEVITIN, JH	Disc's w/C. Boucher (2 x) re: indemnification issues.	.40	398.00
12/28/11	LEVITIN, JH	Review remaining plan issues w/R. Stieglitz.	.40	398.00
12/28/11	STIEGLITZ, R	Revising plan and DS and review of multiple drafts from comments from lenders and others (2.5); related calls and emails with lenders (.5) and CRG (.8); emails with J. Levitin (.4).	4.20	2,835.00
12/28/11	STIEGLITZ, R	Revising DS order and related documents (.5); discussing with GCG (.2).	.70	472.50
12/28/11	GORDON, SJ	Emails with Vedder and R. Stieglitz re: plan issues and reviewed materials re: same.	1.10	786.50
12/29/11	LEVITIN, JH	Review of UST plan issues.	.80	796.00

Re: B320 Plan and Disclosure Statement

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
12/29/11	STIEGLITZ, R	Finalize Plan and DS for filing (1); review and comment on related notices (.5); revising DS order (.2) and discuss same with GCG (.3); related emails with CRG (.2) and Lipke (.2); discussing same with J. Levitin (.4).	2.80	1,890.00
12/29/11	GORDON, SJ	Emails with R. Stieglitz and UST re: Plan and ballot issues and reviewed materials re: same.	.60	429.00
12/30/11	MCDERMOTT, M	Revise three ballots per comments from R. Stieglitz and GCG, and review revisions (.7). Revise notice exhibits w/ comments from GCG (.3).	1.00	368.00
12/30/11	STIEGLITZ, R	Revising plan, DS, order and related documents in response to UST comments (1.5); internal discussion re: same (.3); related emails with CRG (.2).	2.00	1,350.00
12/30/11	GORDON, SJ	Emails with R. Stieglitz and M. McDermott re: plan and ballot issues and reviewed materials re: same.	1.00	715.00
Totals			89.80	\$64,559.00

B320 Plan and Disclosure Statement Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
LEVITIN, JH	13.10	995.00	13,034.50
GORDON, SJ	42.80	715.00	30,602.00
STIEGLITZ, R	28.40	675.00	19,170.00
MCDERMOTT, M	4.00	368.00	1,472.00
BRICKLIN, J	1.50	187.00	280.50
Totals	89.80		\$64,559.00

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

<u>NAME</u>	<u>TITLE</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
LEVITIN, J	Partner	995.00	23.70	23,581.50
GORDON, S	Counsel	715.00	42.80	30,602.00
STIEGLITZ, R	Associate	675.00	38.40	25,920.00
PELEG, M	Associate	455.00	2.60	1,183.00
MCDERMOTT, M	Associate	368.00	8.50	3,128.00
BRICKLIN, J	Legal Assistant	187.00	1.50	280.50
	Total		117.50	\$84,695.00

Disbursements and other charges posted through December 31, 2011:

E101	Copying	147.70
E107	Delivery Services/Messengers	18.34
E109	Local Travel	32.77
E124	Velo Bind	21.00
Total Disbursements		<hr/> \$219.81

Exhibit B

<u>EXP CODE</u>	<u>DISBURSEMENTS AND CHARGES</u>	<u>AMOUNT</u>
	Reproduction	147.70
	Air Freight Delivery Charge	18.34
	Local Transportation	32.77
	Velo Bind	21.00
	MATTER TOTAL:	219.81

January 31, 2012

<u>EXP CODE</u>	<u>DATE</u>	<u>NAME</u>	<u>CATEGORY</u>	<u>AMOUNT</u>
E101	12/15/11	EQUITRAC	REPRODUCTION 12/09 - 12/15	37.20
E101	12/29/11	EQUITRAC	REPRODUCTION 12/27 - 12/29	110.50
				<hr/> 147.70
E107	12/26/11	GORDON	FEDEX 1226 INV. #773055906 INV.DATE 12/19/11	18.34
E109	12/28/11	DIAL	Dial01/18/2012*A3439333*STIEGLITZ RICHARD	32.77
E124	12/15/11	MAIL	Velobind 12/10 - 12/15	12.00
E124	12/29/11	MAIL	VELOBIND 12/27 - 12/29	9.00
				<hr/> 21.00
			MATTER TOTAL:	<hr/> 219.81