

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

In re:	)	Chapter 11
	)	
CB HOLDING CORP., <u>et al.</u> , <sup>1</sup>	)	Case No. 10-13683 (MFW)
	)	
	)	Jointly Administered
Debtors.	)	
	)	<b>Objection Deadline: 4/11/12 at 4:00 p.m.</b>
	)	<b>Hearing Date: 4/18/12 at 10:30 a.m.</b>

**NOTICE OF FIFTH INTERIM FEE APPLICATION REQUEST**

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

Name of Applicant: Richards, Layton & Finger, P.A.

Authorized to Provide Professional Services to: the above-captioned debtors and debtors in possession

Date of Retention: December 13, 2010, *nunc pro tunc* to November 17, 2010

Period for which compensation and reimbursement is sought: November 1, 2011 through January 31, 2012<sup>2</sup>

Amount of Compensation sought as actual, reasonable and necessary: \$51,201.50

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$5,372.26

This is (a)n:  interim  final application

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<sup>2</sup> Richards, Layton & Finger, P.A.'s November 2011, December 2011 and January 2012 monthly fee applications are incorporated herein by reference.

Summary of Fee Applications for Compensation Period:

Docket No. Date Filed	Period Covered	Requested		Approved/ Pending Approval		Holdback Fees Requested
		Fees	Expenses	Fees (80%)	Expenses (100%)	Fees (20%)
Docket No. 1147 Date Filed: 12/28/11	11/1/11 - 11/30/11	\$18,644.00	\$891.74	\$14,915.20	\$891.74	\$3,728.80
Docket No. 1190 Date Filed: 1/25/12	12/1/11 - 12/31/11	\$12,779.50	\$850.97	\$10,223.60	\$850.97	\$2,555.90
Docket No. 1223 Date Filed: 2/22/12	1/1/12 - 1/31/12	\$19,778.00	\$3,629.55	\$15,822.40	\$3,629.55	\$3,955.60
<b>TOTALS:</b>		\$51,201.50	\$5,372.26	\$40,961.20	\$5,372.26	\$10,240.30

Summary of Any Objections to Fee Applications: None.

PLEASE TAKE NOTICE that, pursuant to the Court's *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated December 13, 2010 [Docket No. 168] (the "Interim Compensation Order"), objections, if any, to the Interim Fee Application must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties (as defined in the Interim Compensation Order) so as to be received by **April 11, 2012 at 4:00 p.m.** If no timely objections are filed to the Interim Fee Application, the Court may enter an order granting the Interim Fee Application without a hearing.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Interim Fee Application will be held before The Honorable Mary F. Walrath at the Bankruptcy Court, 824 Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801 on **April 18, 2012 at 10:30 a.m.**

Dated: March 16, 2012  
Wilmington, Delaware

Respectfully submitted,

/s/ Tyler D. Semmelman

Mark D. Collins (No. 2981)

Christopher M. Samis (No. 4909)

Tyler D. Semmelman (No. 5386)

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*Attorneys for the Debtors and  
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