

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

In re:	)	Chapter 11
	)	
OTB HOLDING LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 25-52415 (SMS)
	)	
	)	
Debtors.	)	(Jointly Administered)
	)	

**SUMMARY OF FIRST INTERIM APPLICATION FOR  
ALLOWANCE OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES  
INCURRED BY KING & SPALDING LLP, COUNSEL TO THE DEBTORS,  
FOR THE PERIOD OF MARCH 4, 2025 THROUGH JUNE 30, 2025**

Name of applicant:	King & Spalding LLP
Services Provided to:	Debtors and Debtors in Possession
Name of Certifying Professional:	Jeffrey R. Dutson
Date of Application to Employment:	March 7, 2025 [Docket No. 44]
Date of Order Authorizing Employment:	March 10, 2025, effective as of March 4, 2025 [Docket No. 88]
Period for this Application:	March 4, 2025 through June 30, 2025
Amount of Compensation Sought:	\$3,020,023.00
Amount of Expense Reimbursement:	\$22,512.28
Amount of Original Retainer:	\$425,030.00

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, include: OTB Holding LLC (3213), OTB Acquisition LLC (8500), OTB Acquisition of New Jersey LLC (1506), OTB Acquisition of Howard County LLC (9865), Mt. Laurel Restaurant Operations LLC (5100), OTB Acquisition of Kansas LLC (9014), OTB Acquisition of Baltimore County, LLC (6963). OTB Holding LLC's service address is One Buckhead Plaza, 3060 Peachtree Road, NW, Atlanta, GA 30305.



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Current Balance of Retainer:	\$11,750.00
Blended Hourly Rate for Attorneys in this Application:	\$1,349.26
This is an Interim / Final Application	Interim

Payment of Monthly Fee Statements

Time Period	Fees Requested	Expenses Requested	Date of Payment	Fees Paid	Expenses Paid
March 4, 2025 through March 31, 2025	\$1,010,491.50	\$13,812.92	April 22, 2025	\$1,010,491.50	\$13,812.92
April 1, 2025 through April 30, 2025	\$586,182.00	\$4,927.87	May 21, 2025	\$586,182.00	\$4,927.87
May 1, 2025 through May 31, 2025	\$927,547.00	\$3,658.78	June 20, 2025	\$927,547.00	\$3,658.78
June 1, 2025 through June 30, 2025	\$495,802.50 <sup>2</sup>	\$112.71	July 29, 2025	\$495,802.50	\$112.71
<b>Total</b>	<b>\$3,020,023.00</b>	<b>\$22,512.28</b>		<b>\$3,020,023.00</b>	<b>\$22,512.28</b>

*[Remainder of Page Intentionally Blank]*

<sup>2</sup> Pursuant to the Second Amended and Restated Asset Purchase Agreement, dated as of May 6, 2025, by and between the Debtors, as sellers, and OTB Hospitality, LLC, as buyer (the “Stalking Horse Purchaser”) attached as Exhibit A (the “APA”) to the *Notice of Filing of Prevailing Bidder APA* [Docket No. 350], the Debtors and the Stalking Horse Purchaser entered into (i) that certain Transition Services Agreement, dated as of May 30, 2025 (the “Transition Services Agreement”) and (ii) that certain Master Interim Management Agreement (the “Interim Management Agreement”), whereby the Stalking Horse Purchaser agreed to reimburse the Debtors for, among other things, attorneys’ fees incurred in the provision of transition related services in the amount of \$116,394.50 for the month of June 2025. K&S has included such fees in this Application.

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In re:	)	Chapter 11
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OTB HOLDING LLC, <i>et al.</i> ,	)	Case No. 25-52415 (SMS)
	)	
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Debtors.	)	(Jointly Administered)
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**FIRST INTERIM APPLICATION FOR  
ALLOWANCE OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES  
INCURRED BY KING & SPALDING LLP, COUNSEL TO THE DEBTORS,  
FOR THE PERIOD OF MARCH 4, 2025 THROUGH JUNE 30, 2025**

King & Spalding LLP (“K&S”), counsel to the above captioned debtors and debtors in possession (collectively, the “Debtors”) in these Chapter 11 Cases (as defined below), hereby files this *First Interim Application for Allowance of Attorneys’ Fees and Reimbursement of Expenses Incurred by King & Spalding LLP, Counsel to the Debtors for the Period of March 4, 2025 Through June 30, 2025* (this “Application”) seeking allowance of compensation and reimbursement of expenses 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 (the “Bankruptcy Rules”), and the *Second Amended and Restated General Order 26-2019, Procedures for Complex Chapter 11 Cases*, dated February 6, 2023 (the “Complex Case Procedures”) for the period from March 4, 2025 through June 30, 2025 (the “Application Period”). K&S submits this Application for (a) allowance of reasonable compensation for professional services rendered by K&S to the Debtors and the Stalking Horse Purchaser in the amount of \$3,020,023.00, and

(b) reimbursement of actual and necessary charges and disbursements incurred by K&S in the rendition of required professional services on behalf of the Debtors in the amount of \$22,512.28. This Application meets all of the requirements set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the “UST Guidelines”). In support of this Application, K&S respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the Northern District of Georgia, Atlanta Division (the “Court”) has jurisdiction over these cases and this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The predicates for the relief requested herein are sections 105, 327(a), and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, Rule 9013-2 of the Local Rules of the United States Bankruptcy Court for the Northern District of Georgia (the “Local Rules”), and Procedure J of the Complex Case Procedures.

### **BACKGROUND**

3. On March 4, 2025 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the Court (collectively, the “Chapter 11 Cases”). The Debtors have continued in possession of their properties and have continued to operate and manage their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner in these cases.

4. The factual background relating to the Debtors' commencement of these cases is set forth in the *Declaration of Jonatham M. Tibus in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 18] (the "First Day Declaration") filed on or about the Petition Date and incorporated herein by reference.

5. On March 7, 2025, the Court entered the *Order (I) Directing Joint Administration of Related Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 45] (the "Joint Administration Order") authorizing the joint administration and procedural consolidation of the Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b).

6. On March 17, 2025, the United States Trustee (the "U.S. Trustee") appointed the official committee of unsecured creditors (the "Committee"). *See Appointment and Notice of Appointment of Committee of Creditors Holding Unsecured Claims* [Docket No. 111].

7. This Application has been prepared in accordance with the UST Guidelines.

8. K&S represents that the Debtors has received and reviewed this Application. The Debtors have found that this Application accurately represents the work done by K&S on its behalf and approve the request for interim approval of the compensation and reimbursement sought in this Application.

9. The Debtors have filed their monthly operating reports for all periods through June 30, 2025 and have paid all quarterly U.S. Trustee fees to date.

10. On July 1, 2025, the Debtors filed the *Debtors' Joint Chapter 11 Plan as of July 1, 2025* [Docket No. 493] (the "Plan") (as amended by the *Debtors' Amended Joint Chapter 11 Plan as of July 21, 2025* filed on July 21, 2025 [Docket No. 522]) and the *Disclosure Statement with Respect to the Joint Chapter 11 Plan Dated as of July 1, 2025* [Docket No. 494] (the "Disclosure").

Statement”) (as amended by the *Disclosure Statement with Respect to the Amended Joint Chapter 11 Plan Dated as of July 21, 2025* filed on July 21, 2025 [Docket No. 523]) with the Court.

### **RETENTION OF K&S**

11. On March 7, 2025, the Debtors filed the *Debtors’ Application for Authority to Retain King & Spalding LLP as Counsel to the Debtors-in-Possession, Effective as of the Petition Date* [Docket No. 44] (the “Retention Application”) to perform legal services necessary to enable the Debtors to maximize the value of their estates through the Chapter 11 Cases.<sup>3</sup> On March 10, 2025, the Court entered the *Order Authorizing the Debtors to Retain King & Spalding LLP as Counsel to the Debtors-in-Possession, Effective as of the Petition Date* [Docket No. 88] (the “Retention Order”) authorizing the Debtors to retain K&S as their counsel under the terms set forth in the Retention Application.

12. The terms and conditions of employment and compensation are set forth in the engagement letter attached as Exhibit A to the Retention Application.

### **COMPENSATION PAID AND ITS SOURCES**

13. All services for which K&S seeks compensation were performed for or on behalf of the Debtors.

14. There is no agreement or understanding between K&S and any other person except for the partners of K&S for the sharing of compensation to be received for the services rendered in this case.

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<sup>3</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Retention Application.

**REQUESTED FEES AND REIMBURSEMENT OF DISBURSEMENTS**

15. In connection with its efforts during the Application Period, K&S now seeks interim allowance of \$3,020,023.00 in fees calculated at the hourly billing rates of the firm's personnel who have worked on this case, and \$22,512.28 in charges and disbursements of actually and necessarily expenses incurred by K&S while providing services to the Debtors during the Application Period.

16. Pursuant to the terms of the Complex Case Procedures, K&S has submitted monthly statements for services rendered during the Application Period and has received payments in respect of such monthly statements totaling \$3,042,535.28, of which \$3,020,023.00 has been applied to fees and \$22,512.28 has been applied to expenses.

17. Prior to the Petition Date, K&S received a retainer from the Debtor in connection with this representation. A portion of such retainer was applied to K&S's pre-petition fees and expenses associated with this representation and the balance of the retainer is currently \$11,750.00.

18. **Exhibit A** attached hereto sets forth the time spent and the work performed by each attorney and paraprofessional for the Application Period. To the best of K&S's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, the UST Guidelines, and the Complex Case Procedures.

19. K&S's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services in a case other than under the Bankruptcy Code.

**ACTUAL AND NECESSARY EXPENSES**

20. A summary of the actual and necessary expenses incurred by K&S for the Application Period is attached hereto as **Exhibit B**. K&S submits that all such expenses were necessarily incurred, are reasonable in amount, and represent only the actual costs incurred.

21. K&S's charges for expenses to the Debtors are determined in the same manner as for clients in non-bankruptcy cases. Out-of-pocket expenses incurred by K&S are charged to a client if the expenses incurred for the client are otherwise necessary in connection with services rendered for such particular client. K&S does not factor general overhead expenses into disbursements charged to clients in connection with Chapter 11 cases.

22. K&S customarily charges \$0.75 per page for color photocopies and \$0.10 per page for greyscale photocopies. K&S's operational team which handles photocopy requests records the number of copies made and summarizes each client's photocopying charges on a daily basis.

23. K&S charges its clients for the actual expenses related to business meals and travel. In these Chapter 11 Cases, this is generally comprised of the transportation costs between K&S's Atlanta office and the Court to attend and present at scheduled hearings.

24. K&S believes the foregoing rates are the market rates generally employed by the majority of law firms when charging their clients for such services.

25. K&S has made every effort to minimize its expenses in these Chapter 11 Cases. All of the expenses for which allowance and payment are requested by K&S in this Application are reasonable and necessary and were incurred during the Application Period.



**PROFESSIONAL SERVICES RENDERED**

26. In accordance with the UST Guidelines, all K&S professionals kept a contemporaneous record of time spent rendering services and separated tasks in billing increments of one-tenth (0.10) of an hour.

27. **Exhibit C** attached to this Application is a summary of the legal services which K&S rendered to the Debtors during the Application Period divided by project category. The services rendered by K&S during the Application Period can be grouped into the categories set forth in **Exhibit C**. K&S attempted to place the services performed in the category that best relates to the services provided. However, because certain services may relate to more than one category, services pertaining to one category may in fact be included in another category. The actual detailed daily time entries for all work performed by the attorneys and paraprofessionals who rendered services during the Application Period are attached as **Exhibit D**. Such time entries are organized by subject matter category as required by the UST Guidelines.

28. K&S has represented the Debtors with respect to various matters arising in the Debtors' Chapter 11 Cases. Among other things, K&S has advised the Debtors with respect to its (a) successful transition to operating in Chapter 11; (b) fulfillment of the various reporting obligations in connection with the commencement of the case, including the preparation of schedules, statements of financial affairs, and monthly operating reports; (c) negotiating and documenting the DIP Facility; (d) the successful sale of substantially all of the Debtors' assets; (e) establishing claim bar dates; and (f) the filing of its Chapter 11 Plan and Disclosure Statement.

### **INDEXING OF TASKS BY PROJECT CATEGORY**

29. As annexed to this Application, K&S has organized its time records by activity codes in accordance with the UST Guidelines. Generally, each of the time entries of the attorneys and paralegals of K&S have been indexed into one of the following categories:<sup>4</sup>

- B110 Case Administration:** Coordination and compliance activities not specifically covered by another category.
- B130 Asset Disposition:** Preparation of documents and pleadings for and negotiations in relation to the bidding procedures, de minimis asset sales, leases, amendments, abandonment, and transaction work related to asset disposition.
- B140 Relief from Stay/Adequate Protection Proceedings:** Matters relating to termination or continuation of automatic stay under 11 U.S.C. 362 and motions for adequate protection under 11 U.S.C. 361.
- B150 Meetings of and Communications with Creditors:** Preparation for and attendance of meetings and communications with creditors, including the Committee.
- B160 Fee/Employment Applications:** Preparation of employment, fee statements and fee applications.
- B185 Assumption/Rejection of Leases and Contracts:** Analyses of leases and executory contracts, preparation of motions and pleadings to assume or reject the same, and negotiations with respect to cure costs.
- B190 Other Contested Matters (excluding assumption/rejection motions):** Activities relating to research and the preparation of potential contested hearings to objecting creditors.
- B210 Business Operations:** Issues related to general business operations, including, without limitation, employee, vendor, ordinary course professionals, maintenance and other business-related issues.

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<sup>4</sup> The following task codes and time categories are the primary categories in which time was billed by K&S during the Application Period and may not reflect every single time category in which time was billed during such time as reflected on **Exhibit C**.

- B230 Financing/Cash Collections:** Matters related to cash collateral, liquidity analyses, and the negotiation and drafting of documents in relation to the DIP Facility.
- B250 Real Estate:** Negotiation of leases with landlords for unexpired leases to be assumed.
- B310 Claims Administration and Objections:** Attention to specific claim inquiries, including with respect to the analyses, objections and allowances of various claims.
- B320 Plan and Disclosure Statement:** Draft, review, revise and negotiate the Plan and Disclosure Statement and corresponding exhibits and attachments.
- B410 General Bankruptcy Advice/Opinions:** Correspondence with the Advisors (as defined below), and other parties regarding the bankruptcy filing, case strategy, research, and related issues.
- B510 Hearings:** Preparation for, attendance and presentation at scheduled hearings.
- B520 UST Matters:** Correspondence with the U.S. Trustee with respect to various inquires and preparation for the section 341 meeting of creditors.
- B550 Sale Process:** Drafting and negotiation of sale related documents, preparation of the sale of substantially all of the Debtors' assets, including, but not limited to, conducting the auction, and preparing pleadings for the closing of the sale.
- B560 Litigation/Adversary Proceedings:** Attention to matters involving pre-petition or post-petition litigation to which the Debtors are a party.

### **DESCRIPTION OF SERVICES**

#### **Case Administration (Task Code B110)**

30. During the Application Period, K&S assisted and counseled the Debtors on matters concerning all aspects of the administration of these cases, and conducted numerous conferences with the Debtors' representatives, including Jonathan Tibus as Chief Restructuring Officer (the "CRO"), Alvarez & Marsal North America, LLC ("A&M") which provided additional personnel,

and Hilco Corporate Finance, LLC, as the Debtors' investment banker ("Hilco," and together with the CRO and A&M, the "Advisors").

31. K&S assisted the Debtors with the filing of the First Day Pleadings (as defined in the First Day Declaration) on March 5, 2025, and prepared for and attended the hearing to consider the First Day Pleadings on March 7, 2025. Proceeding from such, K&S assisted with the preparation of the Debtors' second day motions and responded to multiple inquiries from creditors and interested parties regarding the filing and status of the Chapter 11 Cases, prepared various orders resulting from the first day hearings in these cases and conducted discussions relating to the publishing of notice of the Debtors' chapter 11 filings. K&S regularly communicated with Kurtzman Carson Consultants LLC d/b/a Verita Global ("Verita"), the Debtors' claims, noticing, solicitation and administrative agent, regarding service issues in these cases, and conducted discussions relating to the status of open issues.

32. K&S assisted the Debtors with the review and filing of their monthly operating reports and conducted discussions with the Debtors' representatives, counsel for the DIP Lender (as defined in the First Day Declaration), and counsel for the Committee regarding various open issues related to the administration of these Chapter 11 Cases.

33. K&S conducted research regarding various issues, assisted the Debtors with filing their schedules of assets and liabilities, and statements of financial affairs, conducted discussions regarding, and assisted with the preparation of, various motions and orders during the Application Period as identified above.

34. K&S expended **530.0 hours** in this category and is requesting **\$585,105.00** for the services rendered in this category.

**Asset Disposition (Task Code B130)**

35. K&S facilitated the Debtors' negotiations with the Stalking Horse Purchaser on the terms of a stalking horse asset purchase agreement, which was executed on March 7, 2025. K&S assisted the Debtors in responding to the due diligence requests of several bidders with respect to contracts, leases, trademarks, domain names, and other assets until the Bid Deadline (as defined in the *Debtors' Motion for Entry of an Order Pursuant to 11 U.S.C. §§ 105, 363 and 365 (I) Authorizing and Scheduling an Auction at Which Debtors Will Solicit the Highest or Best Bid for the Sale of Substantially All of Debtors' Assets, (II) Approving Bidding Procedures Related to Conduct of Auction, (III) Approving Bid Protections, (IV) Approving the Form and Manner of Notices of (A) Proposed Sale of the Debtors' Assets, the Auction and the Sale Hearing, and (B) Proposed Assumption and Assignment of Executory Contracts and Leases, (V) Approving the Sale of the Assets to the Party Submitting the Highest or Best Bid, and (VI) Granting Related Relief* (the "Bidding Procedures Motion") [Docket No. 62]). Throughout the Application period, K&S engaged in frequent communications with the Debtors' Advisors, the Committee's counsel, and various creditors of the Debtors regarding the sale and marketing process.

36. In preparation for the potential sale of the substantially all of the Debtors' assets, K&S drafted, negotiated, and revised the Bidding Procedures Motion and corresponding order seeking authority to schedule an auction at which the Debtors would solicit the highest or best bid for the sale of substantially all of the Debtors' assets and approval of the Bidding Procedures (as defined in the Bidding Procedures Motion). K&S communicated with the Debtors' Advisors, the Committee, the Stalking Horse Purchaser's counsel, and various interested parties relating to the

same and presented the Bidding Procedures Motion at a hearing which was approved by the Court on April 3, 2025.

37. K&S also sought approval of procedures with respect to the sale of certain de minimis assets and corresponded with certain parties relating to the same.

38. K&S expended **312.9 hours** in this category and is requesting **\$331,730.50** for the services rendered in this category.

**Relief from Stay/Adequate Protection Proceedings (Task Code B140)**

39. K&S reviewed multiple motions for relief from the automatic stay filed by ZIG Irving, LLC [Docket Nos. 107 and 227], Kristina Ferrell, Individually and as Representative of the Estate of Jonathan Ferrell, and J.D. Ferrell [Docket No. 319], Hector Francisco Vancini, Jr., Individually and as Next Friend of Hector Vancini, Sr.; Delilah Vancini, Individually; Bianca Vancini, Individually; and Julietta Vanizini, Individually [Docket No. 409], and Emily Izaguirre [Docket No. 463], and assisted the Debtors with negotiating resolutions and preparing responses to the same. K&S also held multiple conference calls with each claimant's counsel to discuss such stay motions and conducted legal research with respect to same.

40. K&S expended **12.5 hours** in this category and is requesting **\$14,245.00** for the services rendered in this category.

**Meeting of and Communications with Creditors (Task Code B150)**

41. K&S corresponded regularly with and held multiple conference calls with the Committee's counsel regarding the status of numerous matters, including, without limitation, the sale and marketing process, the claims bar dates, and the Chapter 11 Plan and Disclosure Statement.

42. Throughout the Application Period, K&S responded to various creditors' inquiries ranging from the First Day Pleadings, Critical Vendor Claims, 503(b)(9) Claims, the establishment of claims bar dates, and the sale and marketing process. K&S was also present at and, and helped prepare the Debtors for, the meeting of the creditors held on March 31, 2025 and April 21, 2025.

43. K&S expended **80.6 hours** in this category and is requesting **\$105,377.00** for the services rendered in this category.

**Fee/Employment Applications (Task Code B160)**

44. K&S prepared and filed multiple retention applications as well as supporting declarations and corresponding orders approving such applications, including, without limitation, with respect to K&S, as Debtors' counsel, Hilco, as the Debtors' investment banker, A&M, Hilco Real Estate, LLC ("HRE"), as real estate consultants and advisors to the Debtors, and Verita, as the Debtors' claims, noticing, solicitation and administrative agent. K&S also prepared monthly fee and expense statements to confirm compliance with the UST Guidelines as well as the redaction of certain privileged and confidential information.

45. K&S expended **107.9 hours** in this category and is requesting **\$112,993.50** for the services rendered in this category.

**Assumption/Rejection of Leases and Contracts (Task Code B185)**

46. During the Application Period, K&S reviewed and analyzed the Debtors' contracts and leases and conferred with the Debtors' Advisors and management regarding the rejection of certain executory contracts and unexpired non-residential leases. K&S prepared motions seeking to reject certain executory contracts and unexpired leases determined by the Debtors to be unnecessary to the administration of these Chapter 11 Cases and burdensome to the estate. K&S

assisted the Debtors' Advisors in the determination and negotiation of cure amounts with the counsel of certain landlords and contract counterparties and worked expeditiously to resolve numerous official and unofficial objections to the cure amounts.

47. Throughout the Application Period, K&S prepared multiple cure notices and worked with counterparties to resolve outstanding cure objections. After the closing of the sale, K&S continued to interface with counsel for certain landlords and contract counterparties in response to inquiries regarding, *inter alia*, the assumption or rejection of the respective contracts or leases, disputed cure amounts, and other related questions.

48. K&S expended **282.3** hours in this category and is requesting **\$284,132.00** for the services rendered in this category.

**Other Contested Matters (excluding assumption/rejection motions) (Task Code B190)**

49. During the Application Period, K&S provided advice and analysis regarding other contested matters affecting the estates not otherwise covered by the foregoing task codes. This included, without limitation, correspondence with counsel to Utility Providers objecting to the proposed adequate assurance of payment, research on the validity of certain claims, and preparation for potential evidentiary hearings and/or potential contested hearings.

50. K&S expended **65.6** hours in this category and is requesting **\$66,774.50** for the services rendered in this category.

**Business Operations (Task Code B210)**

51. During the Application Period, K&S conducted a variety of conference calls with respect to the Debtors' business operations and corresponded regularly with management and the Debtors' Advisors with respect to vendor, maintenance, and insurance related issues. K&S



reviewed, analyzed, and drafted multiple documents related to such issues, including without limitation, vendor agreements, independent contractor agreements, and related business contracts.

52. To facilitate the Debtors' business operations in these Chapter 11 Cases, K&S also prepared a motion seeking approval for procedures to retain and compensate certain professionals utilized in the ordinary course of business and the related filings thereto.

53. K&S expended **99.3** hours in this category and is requesting **\$124,922.00** for the services rendered in this category.

**Financing/Cash Collections (Task Code B230)**

54. K&S corresponded regularly with the DIP Lender, the Debtors' Advisors, and the Committee's counsel regarding financing, funding and budget issues and regularly reviewed and analyzed cash flow forecasts and updated Budget (as defined in the *Final Order (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing; (II) Granting (A) Liens and Superpriority Administrative Expense Claims and (B) Adequate Protection; (III) Authorizing Use of Cash Collateral; (IV) Modifying the Automatic Stay; and (V) Granting Related Relief* [Docket No. 191]). K&S drafted, negotiated, and closed the DIP Credit Agreement (as defined in the DIP Motion (as defined in the First Day Declaration)) and amendments thereto, as well as corresponding orders approving entry into the same. K&S also reviewed and analyzed objections to the DIP Motion and held multiple conference calls with respect to addressing and the ultimate resolution of the same.

55. K&S expended **106.3** hours in this category and is requesting **\$154,428.50** for the services rendered in this category.

**Real Estate (Task Code B250)**<sup>5</sup>

56. During the Application Period, upon the request of the Debtors, K&S assisted HRE in negotiations with landlords to modify leases, and prepared agreements and amendments thereto.

57. K&S expended **57.0** hours in this category and is requesting **\$60,654.00** for the services rendered in this category.

**Claims Administration and Objections (Task Code B310)**

58. On numerous occasions, K&S communicated with A&M on the claims reconciliation process and corresponded with creditors regarding their alleged claims and spent time reviewing, analyzing and conducting research with respect to such claims. K&S prepared a motion seeking approval for omnibus claims objection procedures and filed objections to certain claims during the Application Period.

59. K&S expended **66.6** hours in this category and is requesting **\$61,420.50** for the services rendered in this category.

**Plan and Disclosure Statement (including Business Plan) (Task Code B320)**

60. K&S drafted, reviewed, negotiated, revised and ultimately filed the Plan and corresponding Disclosure Statement, and participated in several conference calls with the Debtors' other advisors and the Committee's counsel in these Chapter 11 Cases regarding the same. K&S also drafted, reviewed and analyzed related materials, including solicitation materials and exhibits to the Plan and Disclosure Statement.

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<sup>5</sup> Services rendered involving the rejection of leases, including, but not limited to, the review of leases, drafting of motions, preparation of related documents for the rejection of such leases, and communication with counsel to landlords were billed under the Task Code B185.

61. K&S expended **163.4** hours in this category and is requesting **\$196,401.50** for the services rendered in this category.

**General Bankruptcy Advice/Opinions (Task Code B410)**

62. K&S conducted research on various bankruptcy related issues and discussed such issues with the Debtors' Advisors.

63. K&S expended **53.3** hours in this category and is requesting **\$74,001.00** for the services rendered in this category.

**Hearings (Task Code B510)**

64. During the Application Period, K&S prepared for, attended and presented at several hearings.

65. K&S expended **114.0** hours in this category and is requesting **\$125,796.50** for the services rendered in this category.

**UST Matters (Task Code B520)**

66. K&S corresponded and held several conference calls with the U.S. Trustee regarding certain filings and inquiries raised with respect to these Chapter 11 Cases. K&S was also present at and helped prepare the Debtors for, the initial Debtor interview held on March 21, 2025.

67. K&S expended **11.4** hours in this category and is requesting **\$14,529.50** for the services rendered in this category.

**Sale Process (Task Code B550)**

68. During the Application Period, K&S conferred with the Debtors' Advisors, the Stalking Horse Purchaser, the Committee's counsel, other stakeholders, and interested purchasers

with respect to a potential sale of substantially all of the Debtors' assets. K&S assisted with the drafting and negotiation of non-disclosure agreements and the creation of a data room for potential buyers. K&S also drafted, negotiated and revised multiple asset purchase agreements and related documents, exhibits and schedules with the Stalking Horse Purchaser, and one other bidder, which ultimately led to the successful consummation of a sale of substantially all of the Debtors' assets. In accordance with the Bidding Procedures (as defined in the Bidding Procedures Motion), K&S prepared for, and conducted a successful auction on May 6, 2025 at its office which concluded after several rounds of robust and competitive bidding and approximately doubled the value of the starting bid. K&S assisted the Debtors in closing the sale that maximized the value of the Debtors' estates on May 30, 2025.

69. K&S expended **477.4** hours in this category and is requesting **\$579,239.50** for the services rendered in this category.

**Litigation/Adversary Proceedings (Task Code B560)**

70. During the Application Period, K&S drafted numerous documents in relation to litigation related matters, such as suggestions of bankruptcy and cease and desist demand letters. In preparation of such documents, K&S also conducted research on the underlying issues in relation to the Debtors' Chapter 11 Cases.

71. K&S expended **71.2** hours in this category and is requesting **\$91,457.50** for the services rendered in this category.

### **VALUATION OF SERVICES**

72. Attorneys and professionals of K&S expended a total of **2,641.2** hours in connection with this case during the Application Period. The reasonable value of those services is **\$3,020,023.00** based on the hourly rates set forth on **Exhibit A**.

73. This is K&S's first request for an award of interim compensation in this case. No previous application has been made to this or any other court for the relief requested herein.

74. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by K&S is fair and reasonable given (a) the initial posture of this case and the nature of this reorganization; (b) the issues arising in connection with the sale of the Debtor's assets and the objections raised in connection with the sale; (c) the time and labor required to represent the Debtor effectively; (d) the nature and extent of services rendered; (e) K&S's experience, reputation and ability; (f) the value of K&S's services; and (g) the cost of comparable services other than in a case under the Bankruptcy Code.

75. The compensation sought herein is based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code.

76. K&S has reviewed the requirements of the UST Guidelines and believes that this Application complies in all material respects with those requirements. To the extent this Application does not comply in every respect with the requirements of such guidelines, K&S respectfully requests a waiver for any such technical non-compliance.

### **COMPLIANCE WITH RULE 2016 OF THE BANKRUPTCY RULES**

77. In accordance with Rule 2016 of the Federal Rules of Bankruptcy Procedure, K&S hereby states that (a) all services for which compensation is sought herein were rendered to the

Debtors solely in connection with its Chapter 11 Cases and not on behalf of any committee, individual creditor or other person; (b) to date on a post-petition basis K&S has received only those payments made to it by the Debtors pursuant to the Complex Case Procedures;<sup>6</sup> (c) no agreement or understanding exists between K&S and any other person for the sharing of compensation to be received for services rendered in or in connection with this case; and (d) no division of compensation will be made by K&S, except as between members of K&S, and no agreement prohibited by 18 U.S.C. § 155 or section 504 of the Bankruptcy Code has been made.

### **NOTICE**

78. Notice of this Application has been provided to the Limited Service List. In light of the nature of the relief requested, the Debtors submit that no further notice is necessary.

### **NO PRIOR REQUEST**

79. No prior request for the relief sought in this Application has been made to this or any other court.

### **CONCLUSION**

**WHEREFORE**, K&S respectfully requests that the Court enter an Order substantially in the form attached hereto as **Exhibit E**: (i) providing that for the period from March 4, 2025 through June 30, 2025, an interim allowance be made to K&S in the sum of **\$3,020,023.00** as compensation

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<sup>6</sup> In accordance with the Transition Services Agreement and Interim Management Agreement, the Buyer is responsible for reimbursing the Debtors for fees and expenses incurred in connection with transition services provided by the Debtors or their professionals. K&S provided two invoices related to transition services for the month of June 2025 to the Buyer and instructed the Buyer to pay the Debtors those amounts directly as a fee and expense reimbursement for transition services performed. However, contrary to the instruction, the Buyer instead paid K&S directly for those two invoices, which totaled approximately \$120,000.00. Rather than correct the Buyer's mistake and remit the funds to the Debtors (only for the Debtors to then send the money back to K&S), K&S consulted with counsel to the U.S. Trustee and counsel to the Committee and retained the funds received directly from the Buyer and applied them to the outstanding invoices payable by the Debtors.

for necessary and reasonable professional services rendered and the sum of **\$22,512.28** for reimbursement of actual and necessary costs and expenses, (ii) authorizing and directing the Debtors pay K&S the sum of **\$3,020,023.00** as compensation for necessary and reasonable professional services rendered and **\$22,512.28** for reimbursement of actual and necessary costs and expenses in full in cash, less any amounts previously received by K&S, during the Application Period, and (iii) for such other and further relief as this Court may deem just and proper.

*[Remainder of Page Intentionally Left Blank]*

Date: August 8, 2025  
Atlanta, GA

Respectfully submitted,

KING & SPALDING LLP

/s/ Jeffrey R. Dutson

Jeffrey R. Dutson

Georgia Bar No. 637106

Brooke L. Bean

Georgia Bar No. 764552

Alice Kyung Won Song

Georgia Bar No. 692753

**KING & SPALDING LLP**

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Email: [asong@kslaw.com](mailto:asong@kslaw.com)

*Counsel for the Debtors in Possession*



**Exhibit A**

**OTB HOLDING LLC, et al.**

**Application Period  
March 4, 2025 Through June 30, 2025**

<b>Timekeeper</b>	<b>Year Admitted to Practice</b>	<b>Hours Billed</b>	<b>2025 Hourly Rate</b>	<b>Total Compensation</b>
<b>Partners</b>				
Baber, Bruce	1979	1.2	\$1,780.00	\$2,136.00
Choy, Sam	1992	8.4	\$1,860.00	\$15,624.00
Dutson, Jeff	2010	389.6	\$1,655.00	\$644,788.00
Fishel, Michael	2012	46.9	\$1,540.00	\$72,226.00
Fontham, Jack	1996	6.2	\$1,620.00	\$10,044.00
Fowler Jr., Daniel	2017	6.0	\$1,380.00	\$8,280.00
Furman, Kathryn	1995	3.7	\$1,820.00	\$6,734.00
Kitchens, Madison	2010	1.2	\$1,420.00	\$1,704.00
McCarthy, Katie	1987	2.7	\$1,420.00	\$3,834.00
Primrose, Sarah	2012	163.5	\$1,500.00	\$245,250.00
Stricklin, Cliff	1991	0.3	\$1,820.00	\$546.00
Wozniak, Peter	2007	1.5	\$1,300.00	\$1,950.00
<b>Totals</b>		<b>631.2</b>	<b>-</b>	<b>\$1,013,116.00</b>
<b>Counsel</b>				
Emmanuel, Ariel	2017	0.1	\$1,470.00	\$147.00
O'Brien, Kevin	2009	1.8	\$1,435.00	\$2,583.00
<b>Totals</b>		<b>1.9</b>	<b>-</b>	<b>\$2,730.00</b>
<b>Associates</b>				
Adams, Christian	2024	307.1	\$805.00	\$247,215.50
Baker, Britney	2018	31.2	\$1,330.00	\$41,496.00
Bean, Brooke	2021	621.6	\$1,210.00	\$752,136.00
Bello, Nancy	2017	68.2	\$1,395.00	\$95,139.00
Coleman, Christopher	2018	39.2	\$1,330.00	\$52,136.00
Eby Lowe, Christopher	2015	1.4	\$1,260.00	\$1,764.00
Harris, Anne	2012	3.3	\$1,245.00	\$4,108.50
Johnston, Sam,	2023	0.4	\$925.00	\$370.00
Kim, Taeyeong	2023	284.3	\$925.00	\$262,977.50
Neilson, R. Hale	2019	39.6	\$1,210.00	\$47,916.00

Shepherd, George	2023	2.0	\$925.00	\$1,850.00
Smith, Matthew	2021	33.3	\$1,045.00	\$34,798.50
Song, Alice Kyung Won	2024	570.5	\$805.00	\$459,252.50
<b>Totals</b>		<b>2002.1</b>		<b>\$2,001,159.50</b>

**Paraprofessionals**

Amico Olchaskey, Angela	N/A	1.7	\$485.00	\$824.50
Britt, Marie	N/A	3.2	\$510.00	\$1,632.00
Rodriguez, Yadir	N/A	1.1	\$510.00	\$561.00
<b>Totals</b>		<b>6.0</b>		<b>\$3,017.50</b>

	<b>Total Billed Hours</b>	<b>Total Compensation</b>
<b>Total Attorneys and Paraprofessionals</b>	<b>2,641.2</b>	<b>\$3,020,023.00</b>

<b>Blended Hourly Rate for Attorneys and Paraprofessionals</b>	<b>\$1,264.50</b>
<b>Blended Hourly Rate for Attorneys</b>	<b>\$1,349.26</b>
<b>Blended Hourly Rate for Paraprofessionals</b>	<b>\$501.67</b>

**Exhibit B**

**OTB HOLDING LLC, *et al.***

**Summary of Disbursements and Charges**

**Application Period  
March 4, 2025 Through June 30, 2025**

<b>Disbursements</b>	<b>Amount</b>
Business Meals	\$823.28
Cabfare	\$383.79
Color Copies	\$4,459.50
Court Reporter	\$1,510.50
Document Retrieval	\$1,198.91
Document Delivery	\$404.15
Duplicating Costs	\$169.90
Filing Fees	\$12,605.00
Lien Searches	\$103.25
UCC-3 Filing Fees	\$854.00
<b>TOTAL</b>	<b>\$22,512.28</b>

**Exhibit C**

**Project Categories**

**Application Period: March 4, 2025 Through June 30, 2025**

<b><u>Task Code</u></b>	<b><u>Hours</u></b>	<b><u>Value</u></b>
B110 Case Administration	530.0	\$583,105.00
B120 Asset Analysis and Recovery	2.5	\$3,520.00
B130 Asset Disposition	312.9	\$331,730.50
B140 Relief from Stay / Adequate Protection Proceedings	12.5	\$14,245.00
B150 Meetings of and Communications with Creditors	80.6	\$105,377.00
B160 Fee / Employment Applications	107.9	\$112,993.50
B170 Fee / Employment Objections	0.6	\$483.00
B185 Assumption / Rejection of Leases and Contracts	282.3	\$284,132.00
B190 Other Contested Matters (excluding assump / rej. motions)	65.6	\$66,774.50
B210 Business Operations	99.3	\$124,922.00
B220 Employee Benefits / Pensions	10.9	\$17,339.50
B230 Financing / Cash Collections	106.3	\$154,428.50
B250 Real Estate	57.0	\$60,654.00
B260 Board of Directors Matters	5.9	\$7,898.00
B310 Claims Administration and Objections	66.6	\$61,420.50
B320 Plan and Disclosure Statement (including Business Plan)	163.4	\$196,401.50
B410 General Bankruptcy Advice / Opinions	53.3	\$74,001.00
B420 Restructurings	0.2	\$185.00
B510 Hearings	114.0	\$125,796.50
B520 UST Matters	11.4	\$14,529.50
B530 Reporting	9.4	\$9,389.50
B550 Sale Process	477.4	\$579,239.50
B560 Litigation / Adversary Proceedings	71.2	\$91,457.50
<b>Total</b>	<b>2,641.2</b>	<b>\$3,020,023.00</b>

**Exhibit D**

**OTB HOLDING LLC, *et al.***

**Detailed Time Entries**

**Application Period**

**March 4, 2025 Through June 30, 2025**

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

OTB Holding LLC

Invoice No. 10793921  
Invoice Date 04/07/25  
Client No. 38110  
Matter No. 230001

RE: OTB Restructuring

For questions, contact:  
Jeff Dutson +1 404 572 2803

For Professional Services Rendered through 03/31/25:

Fees	\$	1,010,491.50
Expenses		13,812.92
<b>Total this Invoice</b>	<b>\$</b>	<b>1,024,304.42</b>

*Payment is Due Upon Receipt*

38110 OTB Holding LLC  
 230001 OTB Restructuring  
 04/07/25

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## PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours
03/04/25	B Bean	B110	Finalize pleadings and file chapter 11 cases	2.0
03/04/25	M Britt	B110	Filing voluntary petitions for non-individuals filing for bankruptcy for requisite companies with supporting documents	2.0
03/04/25	J Dutson	B110	Finalize first day motions (1.0); revisions to declarations (.5); communications with client regarding chapter 11 filing (.5)	2.0
03/04/25	A Song	B110	Compile petitions for filing	2.0
03/05/25	C Adams	B110	Attend to, revise, and upload first day bankruptcy filings	4.9
03/05/25	C Adams	B510	Research 503(b)(9) motions in preparation for First Day Hearing	0.5
03/05/25	C Adams	B510	Draft and revise scripts for KCC Retention Application, PACA, 503(b)(9) and First Lease Rejection in preparation of First Day Hearing	3.1
03/05/25	C Adams	B510	Research Judge Sigler transcripts and related information in preparation for First Day Hearing	1.6
03/05/25	C Adams	B510	Review NDGA lease rejection motions in preparation for First Day Hearing	2.8
03/05/25	B Bean	B110	Finalize and file first day motions (4.5); prepare letter to landlords (.5); confer with client regarding vendor letter (.1); review revised bidding procedures motion (.6); call with client regarding vendor issue (.4)	6.1
03/05/25	B Bean	B520	Call with U.S. Trustee's office regarding first day motions (.2); confer with U.S. Trustee regarding 341 meeting and initial debtor interview (.3)	0.5
03/05/25	B Bean	B510	Confer with court staff regarding first day hearing	0.2
03/05/25	B Bean	B510	Prepare script for first day hearing and confer with K&S team to prepare for first day hearing	9.2
03/05/25	N Bello	B230	Revise and finalize DIP motion, order and declaration for filing (3.0); review precedent (.5); draft talking points on DIP (2.5)	6.0
03/05/25	C Coleman	B160	Work with J. Dutson to review and revise retention application and related conflicts review (3.6); revise and finalize HCF and A&M retention applications (.8); communications with J. Tibus and T. Stratton re declarations in support of same (.3); communications with conflicts department and certain billing attorneys with respect to confirming potential matches on conflicts review (.7); communications with finance department concerning K&S fees and retainer received prior to	7.3

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Date	Timekeeper	Task	Description	Hours
			filing of bankruptcy petitions (.5); research legal support for relief related to claims agent retention application in preparation for first day hearing (1.4)	
03/05/25	J Dutson	B110	Calls with client regarding open items (.5); communications with landlord's counsel (.4); revisions to first day declarations (1.0)	1.9
03/05/25	J Dutson	B510	Prepare for first day hearing (5.2); draft first day outline (2.0)	7.2
03/05/25	J Dutson	B160	Review and revise retention applications	1.9
03/05/25	J Dutson	B230	Revisions to DIP Motion and DIP Order and remaining first day motions	1.4
03/05/25	D Fowler	B110	Attention to filing and correspondence related to the same	0.2
03/05/25	T Kim	B130	Review revised APA (.5); revise APA schedule (1.0); revise bidding procedures motion (1.0); draft summary of APA terms (.7)	3.2
03/05/25	T Kim	B110	Compile first day dockets (.3); call with A. Song regarding objection tracker and revisions to orders in preparation for first day hearing (.6); draft tracker for first day hearing reservations (.6)	1.5
03/05/25	M Smith	B410	Research recent DIP Orders in NDGA in preparation of First Day Hearing (1.7); research recent proffer scripts (.4); revise first day hearing talking points script (.3)	2.4
03/05/25	A Song	B110	Draft and revise first day declaration (1.5); review and revise DIP declaration (.3); review and revise DIP motion and order (.3); draft and revise request for expedited hearing (.5); assist with filing first day motions (1.5); correspondence with K&S team regarding time keeping rules (.6); draft notice of DIP budget (.5); review and revise first day agenda (.7); confer with C. Adams and M. Smith on NDGA case law (.5); attend conference call with Hilco, A&M, J. Dutson and B. Bean (.5); create case calendar (.5); correspondence with K&S team regarding the aforementioned (.3)	7.7
03/05/25	A Song	B510	Research first day transcripts (1.5); prepare script for first day hearing (2.5); prepare first day hearing materials (2.0); attend conference call with T. Kim on first day hearing preparation (.5); discuss logistics of first day hearing with B. Bean (.5)	7.0
03/06/25	C Adams	B510	Prepare for, travel to, and attend First Day Hearing for On The Border	4.0
03/06/25	C Adams	B110	Research notice of hearing	0.2
03/06/25	C Adams	B160	Review and compile retention applications (K&S, A&M, and HCF) for filing	0.5



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Date	Timekeeper	Task	Description	Hours
03/06/25	B Bean	B520	Attend calls with U.S. Trustee and J. Dutson regarding first day motions	1.0
03/06/25	B Bean	B160	Revise KCC Retention Order	0.4
03/06/25	B Bean	B510	Prepare for and attend hearing	7.0
03/06/25	B Bean	B110	Revise first day orders and confer with K&S team regarding the same (3.5); confer with A&M regarding operational issues (.5); prepare e-mail to Chambers regarding revised orders (.1)	4.1
03/06/25	N Bello	B230	Emails with J. Dutson and M. Smith re DIP order precedent	0.2
03/06/25	M Britt	B110	Prepare applications to employ for Hilco Corporate Finance, LLC and Alvarez & Marsal North America, LLC filing (.4); communications with B. Bean regarding applications to employ for Hilco Corporate Finance, LLC and Alvarez & Marsal North America, LLC (.2)	0.6
03/06/25	C Coleman	B160	Revise and finalize HCF and A&M retention applications (.8); communications with J. Dutson and J. Tibus re same (.3); communications with J. Dutson re K&S retention application (.5); communications with B. Bean and KCC team re revised declaration in support of KCC retention application (.5)	2.1
03/06/25	J Dutson	B510	Prepare for and attend first day hearing	6.0
03/06/25	J Dutson	B110	Review revised first day orders	0.8
03/06/25	J Dutson	B130	Calls with Buyer's counsel regarding APA issues (.5); call with client regarding same (.4); review revised APA (.7)	1.6
03/06/25	A Emmanuel	B230	Coordinate closing deliverables for initial funding of DIP credit agreement	0.1
03/06/25	D Fowler	B110	Attention to correspondence related to bankruptcy filings	0.2
03/06/25	T Kim	B510	Prepare for first day hearing (.8); attend first day hearing (2.0)	2.8
03/06/25	T Kim	B110	Call with B. Bean and A. Song regarding revision to orders for first day motions (.6); revise orders for first day motions (1.3)	1.9
03/06/25	T Kim	B110	Correspondence with A. Song regarding billing process	0.1
03/06/25	T Kim	B130	Revise schedule to APA	0.6
03/06/25	T Kim	B130	Revise bidding procedures motion (3.1); call with J. Dutson regarding the same (.1)	3.2
03/06/25	T Kim	B185	Summary and analysis of executory status of contracts (2.0); correspondence with B. Bean regarding analysis (.1)	2.1

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Date	Timekeeper	Task	Description	Hours
03/06/25	S Primrose	B410	Review and analyze communications re: potential stay violation (.5); research stay violations (2.1); compile responses to stay violations (1.3)	3.9
03/06/25	M Smith	B410	Research challenge periods, correspondence regarding same	0.9
03/06/25	A Song	B510	Prepare materials for and attend hearing	4.8
03/06/25	A Song	B520	Attend conference call with US Trustee's Office to discuss first day motions	0.8
03/06/25	A Song	B110	Draft, review, and revise first day orders (4.0); assist in filing orders (.5); fill out required forms and submit order for first day hearing transcript (.4)	4.9
03/06/25	A Song	B110	Confer with billing analyst and correspondence regarding implementation of appropriate time keeping rules	0.4
03/07/25	C Adams	B160	Update retention applications to include certificates of service	0.9
03/07/25	C Adams	B110	Review, compile, and file bidding procedures order	0.2
03/07/25	C Adams	B185	Review contracts to determine if executory and draft summary of findings for K&S team	1.1
03/07/25	B Bean	B185	Confer with C. Adams regarding executory contract review	0.2
03/07/25	B Bean	B110	Revise first day orders and finalize for upload (1.5); confer with chambers regarding first day orders (.8)	2.3
03/07/25	B Bean	B520	Confer with U.S. Trustee and client regarding first day orders	0.7
03/07/25	B Bean	B210	Revise draft of Employee KERP Letter and confer with J. Dutson regarding the same	0.4
03/07/25	B Bean	B130	Confer with Porter Hedges regarding APA exhibits (.4); review revise escrow agreement and confer with client and Porter Hedges regarding the same (.4)	0.8
03/07/25	M Britt	B110	Communications with B. Bean and A. Song regarding Bankruptcy Clerk request and direction for filings	0.1
03/07/25	M Britt	B110	Prepare King & Spalding LLP retention application for filing (.2); prepare certificate of service for A&M and HCF for filing (.2); communications with B. Bean regarding applications (.1)	0.5
03/07/25	C Coleman	B160	Revise K&S retention application in accordance with comments from J. Dutson and finalize application (1.0); review further revisions from C. Adams to retention application and corresponding certificate of service (.5)	1.5
03/07/25	J Dutson	B130	Revisions to APA (2.0); revisions to Bidding	6.9

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Date	Timekeeper	Task	Description	Hours
			Procedures (1.0); communications with buyer's counsel regarding same (.5); review revisions to APA Exhibits (.5); calls with client regarding APA and execution (.6); review revisions to first day orders (.5); attention to sale process (.4); review buyer's changes to APA (.5); calls with buyer's counsel and client regarding same (.5); review and comment on notice of hearing (.4)	
03/07/25	T Kim	B130	Revise bidding procedures motion	0.1
03/07/25	T Kim	B130	Correspondence with J. Dutson regarding revised bidding procedures motion (.1); correspondence with Buyer's counsel regarding the same (.1); correspondence with B. Bean regarding service requirement regarding bidding procedures motion (.1)	0.3
03/07/25	T Kim	B110	Review updated dockets	0.1
03/07/25	T Kim	B110	Draft request for transcript	0.5
03/07/25	S Primrose	B410	Emails re: stay violations (.5); review information and data re: potential stay violations (2.4); discuss stay violations with J. Dutson (.2); compile responses for stay violations (2.1)	5.2
03/07/25	S Primrose	B150	Prepare for and attend call with interested creditors	0.4
03/07/25	S Primrose	B185	Review and research contracts for use in determining status	3.8
03/07/25	S Primrose	B210	Discuss waste removal issues with A. Papai (.2); review, analyze, and revise Master Services Agreement and follow up re: the same (1.3)	1.5
03/07/25	M Smith	B130	Research recent APAs	0.2
03/07/25	A Song	B210	Draft, review, and revise KERP motion, proposed KERP order, and KERP declaration	2.0
03/07/25	A Song	B130	Review and revise bidding procedures motion and order	1.0
03/07/25	A Song	B185	Analyze five contracts and research case law to discern whether contracts are executory	3.5
03/07/25	A Song	B110	Assist in filing of bidding procedures motion and first day orders (1.0); create case calendar by reviewing orders, the bankruptcy code, and bankruptcy rules for purposes of tracking milestones and deadlines (1.5); correspondence with K&S team regarding the aforementioned (.5)	3.0
03/08/25	J Dutson	B130	Communications with team regarding sale issues	0.5
03/08/25	S Primrose	B110	Emails with client re: necessary services and contracts	0.3
03/09/25	C Adams	B210	Revise Ordinary Course Professionals motion in accordance with A&M comments	0.8

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Date	Timekeeper	Task	Description	Hours
03/09/25	B Bean	B210	Revise KERP Employee Letter	0.4
03/09/25	A Song	B110	Finalize escrow agreement (.1); confer with B. Bean and J. Dutson regarding case (.1)	0.2
03/10/25	C Adams	B160	Revise retention orders	0.4
03/10/25	B Bean	B210	Prepare and attend call with J. Dutson and A&M regarding operational concerns	0.5
03/10/25	B Bean	B130	Confer with bank regarding escrow account (.2); review revised APA schedules and confer with T. Kim regarding the same (1.0); review and revise de minimis asset sale procedures motion in accordance with J. Dutson's comments (.5)	1.7
03/10/25	B Bean	B150	Prepare for and attend call with client and vendor (.5); call with creditor regarding bankruptcy filing (.3); review and provide comments to vendor letter (.3)	1.1
03/10/25	B Bean	B520	Confer with U.S. Trustee regarding revised first day orders and initial debtor interview	0.6
03/10/25	B Bean	B210	Review and revise KERP Motion (1.4); review retention orders and confer with A. Song and C. Coleman regarding the same (.6); review and provide comment on draft OCP Motion (.8); confer with client regarding KERP Motion (.2); revise KERP Motion in accordance with J. Dutson's comments (.4); revise employee KERP letter in accordance with J. Dutson's comments (.2)	3.6
03/10/25	B Bean	B110	Confer with J. Dutson regarding status of various items (.3); prepare for and attend call with client, A&M and KCC regarding schedules preparation (.5); revise first day orders (.4); confer with client regarding vendor mapping (.3); confer with KCC regarding service related questions (.4); review and revise notices of hearing (.4)	2.3
03/10/25	C Coleman	B160	Revise and finalize retention application orders (1.6); communications with B. Bean re same (.4)	2.0
03/10/25	J Dutson	B130	Revise bidding procedures issues	0.8
03/10/25	J Dutson	B210	Review and comment on KERP Motion (.6); review prior KERP motions (.5)	1.1
03/10/25	J Dutson	B110	Communications with team regarding wage issue (.5); communications with chambers regarding objection deadlines and hearing issues (.5); review and comment on second day motions (1.0)	2.0
03/10/25	D Fowler	B110	Attention to NDA comments and responses to the same	0.4
03/10/25	T Kim	B130	Review revised APA (.5); continue drafting APA schedule (.5); correspondence with A&M team regarding the same (.3); review comments from PH	2.0

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 230001 OTB Restructuring  
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Invoice No. 10793921  
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Date	Timekeeper	Task	Description	Hours
			team on schedule (.5); correspondence with K&S US team regarding the same (.2)	
03/10/25	T Kim	B110	Review updated dockets	0.3
03/10/25	T Kim	B110	Review updated orders (.2); revise case calendar based on updates (.2)	0.4
03/10/25	S Primrose	B185	Review and analyze relevant contracts for use in determining enforceability and desirability (4.7); emails with A&M and K&S teams re: contract enforcement (.5)	5.2
03/10/25	S Primrose	B410	Review emails re: vendors (.4); advise re: contract issues (.3); research contract and vendor issues (.4)	1.1
03/10/25	S Primrose	B210	Discuss vendor issues with team (.2); review and analyze critical vendor order (.4); draft critical vendor agreements (2.2); emails re: critical vendor agreement (.5)	3.3
03/10/25	G Shepherd	B130	Correspondence with Hilco regarding NDA	0.2
03/10/25	M Smith	B410	Research recent key employee retention orders, send same to team	1.3
03/10/25	A Song	B130	Coordinate execution of escrow agreement and related schedules (.5); review and revise De Minimis Sale Motion (.5)	1.0
03/10/25	A Song	B110	Prepare for and attend meeting with Verita, A&M, and B.Bean regarding preparation of schedules and statements (.5); upload retention orders to PACER (.3); correspondence with K&S team regarding aforementioned (1.0)	1.8
03/10/25	A Song	B160	Review and revise retention application orders	1.0
03/10/25	A Song	B185	Review and analyze five contracts to discern whether executory (1.0); search for and review underlying software agreements and conduct case law research regarding same (2.5); summarize analysis for S. Primrose's review (1.0)	4.5
03/10/25	A Song	B210	Review and revise KERP Motion and Declaration	0.5
03/10/25	A Song	B150	Prepare for and attend meeting with Wasserstrom	0.5
03/10/25	A Song	B510	Draft and revise notice of hearings for Bidding Procedures Motion and Second Day Hearing	1.5
03/11/25	C Adams	B130	Review APA and update schedules for Porter Hedges team	1.2
03/11/25	C Adams	B160	Revise and review Supplemental Declaration	0.2
03/11/25	C Adams	B160	Draft supplemental declaration for KCC reflecting Verita conflict update	0.9
03/11/25	C Adams	B160	Revise Ordinary Course Professionals Motion in accordance with B. Bean's comments	0.6
03/11/25	B Bean	B130	Call with K&S team and A&M team regarding	4.2

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Date	Timekeeper	Task	Description	Hours
			APA schedules (.8); calls with T. Kim regarding APA Schedules (1.4); revise OCP, KERP and Sale Procedures Motion in connection with client's comments and finalize the same for filing (2.0)	
03/11/25	B Bean	B110	Prepare and attend call with A&M team regarding Initial Debtor Interview requests (.5); call with client regarding insurance related questions (.8); review and finalize creditor matrix (.5); file pleadings and confer with KCC regarding service (.9); review notice of hearing and confer with A. Song and J. Dutson regarding the same (.4)	3.1
03/11/25	B Bean	B560	Confer with local counsel in Michigan regarding suggestion of bankruptcy (.2); review and provide comments to suggestion of bankruptcy (.2)	0.4
03/11/25	B Bean	B520	Confer with U.S. Trustee regarding revised Orders and creditor matrix	0.4
03/11/25	J Dutson	B150	Respond to inquires from creditors	0.5
03/11/25	J Dutson	B230	Revise Subordination Agreement	0.4
03/11/25	J Dutson	B210	Review and revise KERP motion (1.5); review and comment on OCP motion (.5)	2.0
03/11/25	J Dutson	B130	Review and comment on De Minimis Asset Sale Motion	1.0
03/11/25	J Dutson	B520	Prepare for IDI and review related documents (.5); communications with team regarding creditors matrix and review same (.7)	1.2
03/11/25	D Fowler	B110	Attention to NDA review and send comments to G. Shepherd (.5); attention to preservation of license agreement (.4)	0.9
03/11/25	S Johnston	B230	Correspondence with B. Bean, T. Kim, and A. Song regarding litigations schedules (.2) Correspondence with A. Emmanuel regarding DIP Credit Agreement (.2)	0.4
03/11/25	T Kim	B130	Call with K&S team regarding comments from Porter Hedges on APA schedule (.5); Call with A&M team regarding schedules to APA (.6); follow up call with B. Bean (.6); follow up call with A. Song (.4); review comments from PH regarding APA schedule (.5); draft tracker on inquiries on from PH regarding APA schedules (2.0); revise APA schedules (3.2)	7.8
03/11/25	S Primrose	B150	Discuss matter with creditor landlord	0.3
03/11/25	S Primrose	B410	Review and respond to emails re: lease issues (.5); attention to landlord issues and research status of such leases (1.0)	1.5
03/11/25	S Primrose	B210	Review and analyze vendor contracts and information for use in assisting company with	7.5



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Date	Timekeeper	Task	Description	Hours
			ongoing operations (3.0); prepare for and attend multiple calls with internal and A&M team re: vendor issues (1.5); prepare for and attend call with various vendors re: ongoing terms and operations (1.5); research and draft notice of stay violation for creditor (1.5)	
03/11/25	G Shepherd	B130	Correspondence with K&S Team (.2); correspondence with Hilco (.2); draft NDA (.4)	0.8
03/11/25	M Smith	B410	Research wage payment vendor, correspondence with S. Primrose and J. Dutson regarding same	2.4
03/11/25	A Song	B130	Supplement APA lease schedules (5.5); attend internal conference call with C. Adams and T. Kim on updating APA lease schedules (.5); attend external conference call with A&M regarding same (.5)	6.5
03/11/25	A Song	B560	Draft suggestion of bankruptcy for litigation in Michigan and correspondence regarding same	0.8
03/11/25	A Song	B110	Review filed orders to create list of deadlines to ensure timely action (1.2); draft and revise notice of hearing for April 1 hearing and correspondence regarding same (1.5); prepare for and attend conference call with A&M and B. Bean in preparation for the Initial Debtor Interview (.5); assist in filing OCP, KERP, and De Minimis Sale Motions, and Notice of Hearing (.5); correspondence regarding aforementioned and confer with B. Bean regarding the same (.3)	4.0
03/12/25	C Adams	B130	Finalize review of APA schedules for Porter Hedges team	2.4
03/12/25	C Adams	B160	Confer with KCC team regarding Supplemental Declaration	0.2
03/12/25	B Bean	B130	Prepare for and confer with T. Kim regarding APA Schedules	1.3
03/12/25	B Bean	B150	Review objection from utility provider and confer with client and creditor regarding the same (.3); confer with court staff regarding creditor matrix (.5)	0.8
03/12/25	B Bean	B210	Confer with P. Wozniak and client regarding employee letter (.5); confer with client regarding insurance questions (.6); revise employee letter in accordance with P. Wozniak's comments and confer with client regarding the same (.5)	1.6
03/12/25	B Bean	B110	Prepare for and attend weekly call with Debtor professionals (.5); confer with A. Song and J. Dutson regarding filing of creditor matrix (.3); confer with Verita regarding service questions (.3)	1.1
03/12/25	J Dutson	B520	Respond to inquiries from UST	0.4

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Date	Timekeeper	Task	Description	Hours
03/12/25	J Dutson	B110	Call with S. Primrose regarding automatic stay violations (.5); attend meeting with debtor professionals regarding various issues (.5)	1.0
03/12/25	J Dutson	B130	Review APA schedules	0.5
03/12/25	J Dutson	B210	Communications with team regarding insurance issues (.5); review documents related to same (.3)	0.8
03/12/25	T Kim	B130	Review and Revise APA schedules (5.1); call with J. Dutson and B. Bean regarding the same (.5); follow up call with B. Bean regarding the same (.4); call with A. Song regarding outstanding litigation for company (.4); multiple correspondence with B. Bean regarding APA schedules (.4)	6.8
03/12/25	T Kim	B150	Call with distributor of alcohol to OTB restaurant (.2); correspondence with distributor regarding the same (.1)	0.3
03/12/25	S Primrose	B185	Review and analyze contracts with vendors and other service providers (3.2); prepare for and attend multiple calls with internal team and client re: business issues (1.5); research contract terms for use in determining rejection issues (.6)	5.3
03/12/25	S Primrose	B150	Prepare for and attend call with vendor (.7); review and analyze gift card agreement (.7)	1.4
03/12/25	M Smith	B410	Call with S. Primrose and J. Dutson regarding EWA agreement, follow up correspondence regarding same	0.3
03/12/25	A Song	B110	Review Utility Service Provider's request and coordinate with A&M on potential options (.3); correspondence regarding same (.1); keep internal record of reservation and potential resolution (.2); create reservation and objections tracker to ensure timely attendance to issue (.2)	0.8
03/12/25	A Song	B110	Confer with B. Bean on next steps including timelines, drafting, and filing proposed final orders (.2); draft and revise Notice of Filing of Creditor Matrix and Consolidated Top 30 List (.9); prepare for and attend weekly Debtor's professionals' call (.4)	1.5
03/12/25	A Song	B130	Review leases and related documents in data room and summarize findings to update APA schedules (3.0); attend internal conference call with T. Kim on outstanding litigation for purposes of updating APA schedules (.4); search court dockets for open and ongoing litigations in Texas (.2)	3.6
03/12/25	P Wozniak	B220	Research and prepare strategy for KERP and in-office requirement (.3); prepare edits to KERP letter (.5)	0.8



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Date	Timekeeper	Task	Description	Hours
03/13/25	C Adams	B160	Confer with KCC team regarding Supplemental Declaration (.1); revise the same in accordance with KCC team comments (.3); file the same (.1)	0.5
03/13/25	B Bean	B520	Confer with US Trustee regarding KERP Motion (.2); confer with client and US Trustee regarding critical vendor reporting (.3)	0.5
03/13/25	B Bean	B110	Confer with E. Raab regarding IDI requests (.2); confer with client regarding insurance issues (.3); review notice of filing and provide comments thereto (.4); review motion for request of stay and provide comments thereto (.8); calls with A&M team regarding bankruptcy related questions (.4)	2.1
03/13/25	B Bean	B230	Follow up with lender regarding amendment to intercreditor agreement	0.1
03/13/25	B Bean	B150	Confer with landlord's counsel and client regarding property inspection	0.4
03/13/25	B Bean	B130	Prepare for and confer with T. Kim regarding APA Schedules (.8); call with client and K&S team regarding APA Schedules (1.3); confer with client regarding question on APA (.2); review T. Kim's analysis of legal question in connection with APA Schedules (.4); confer with counsel to stalking horse bidder regarding APA schedules (.2)	2.9
03/13/25	J Dutson	B110	Review correspondence regarding automatic stay violations	0.5
03/13/25	J Dutson	B130	Review APA Schedules and related documents (.5); call with client regarding status and strategy for sale process (.5)	1.0
03/13/25	J Dutson	B150	Calls with counsel to Rangers regarding contract (.5); return calls from creditors (.7); call with landlord's counsel regarding status of case (.5)	1.7
03/13/25	D Fowler	B110	Attention to license agreement and emails to T. Kim regarding the same	0.5
03/13/25	T Kim	B130	Call with B. Bean regarding APA schedules (.3); call with A&M, B. Bean and C. Rockwood regarding APA schedules (1.0); multiple follow up calls with B. Bean regarding the same (1.0); multiple correspondence with A. Song regarding the APA schedules (.5); conduct due diligence on postpetition contracts (2.0); conduct due diligence of prepetition contracts (1.0); continue revising schedules of APA (3.9)	9.7
03/13/25	S Primrose	B410	Research payment contract issues	1.6
03/13/25	S Primrose	B210	Revise agreement with waste management company and emails re: the same (.7); communications from vendors and other interested parties re: company	3.2

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Date	Timekeeper	Task	Description	Hours
			operations and agreements (1.2); communications with On the Border team re: business operations issues (1.3)	
03/13/25	S Primrose	B185	Review business contracts to determine relationship status and strategy	1.2
03/13/25	S Primrose	B120	Attention to stay issues with creditors and vendors including contract analysis	2.1
03/13/25	A Song	B160	Research other dockets in NDGA to discern practices in relation to retention applications (.3); confer with B. Bean on approach on retention applications and tasks in relation to case administration (.2)	0.5
03/13/25	A Song	B110	Review and revise notice of filing, discuss with J. Dutson regarding same, and correspondence regarding same (.3); draft and revise proposed final orders and correspondence regarding same (1.5); prepare and file creditor matrix and top 30 creditors list for filing (.5); revise service list (.2); document informal reservations, objections, proposed resolutions, track resolution status, and communicate summary to B. Bean (1.4)	3.9
03/13/25	A Song	B130	Update and revise APA schedules and communicate regarding same	5.1
03/14/25	B Bean	B190	Review motion for stay relief and confer with client regarding the same	0.6
03/14/25	B Bean	B230	Confer with DIP Lender regarding amendment to ICA	0.1
03/14/25	B Bean	B150	Prepare for and attend call with utility provider (.5); confer with utility provider regarding proposed resolution to objection (.2)	0.7
03/14/25	B Bean	B110	Attend call with prepetition lender regarding status of case (.5); confer with A&M and US Trustee regarding IDI related deliverables (2.0); confer with Verita regarding service update (.1); confer with C. Adams regarding global notes (.3)	2.9
03/14/25	B Bean	B130	Call with A. Papai regarding APA Schedules (.2); confer with T. Kim regarding declaration ISO bidding procedures (.3); confer with T. Kim, client and Porter Hedges regarding revised Schedules (.5)	1.0
03/14/25	J Dutson	B130	Review proposed NDA (.3); calls with Buyer's counsel regarding open issues (.5)	0.8
03/14/25	J Dutson	B110	Call with client regarding status and strategy (.6); review IDI requests and related materials (.6)	1.2
03/14/25	J Dutson	B150	Respond to inquiries from creditors (1.0); review and revise response letters to creditors (.7)	1.7
03/14/25	T Kim	B130	Revise APA schedule (1.7); correspondence with B.	2.1

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Date	Timekeeper	Task	Description	Hours
			Bean and A. Song regarding the same (.1); call with B. Bean regarding the same (.3)	
03/14/25	T Kim	B130	Prepare Hilco declaration in support of bidding procedures	0.6
03/14/25	S Primrose	B110	Discuss case with A. Papai (.2); emails with client and team re: outstanding case issues and general business operations (.2)	0.4
03/14/25	S Primrose	B185	Review and analyze relevant contracts	0.7
03/14/25	S Primrose	B210	Draft demand letter for stay violation to recover wrongly withheld funds (1.5); emails with A&M and company re: business operations and vendor payments (1.2); analysis re: current vendors and operations (.8)	3.5
03/14/25	A Song	B130	Review lease documents and revises APA schedules (4.0); discuss with B. Bean and T. Kim regarding same (.4); correspondence regarding same (.1)	4.5
03/14/25	A Song	B110	Prepare for and attend meeting with Utility Service provider regarding unofficial objection (.3); research NDGA precedents for declarations or affidavits (.5); review relief from stay motion and create tracker for same (.4); confer with B. Bean and C. Adams case (.2); review bidding procedures orders for potential issues (.3)	1.7
03/14/25	A Song	B130	Review bidding procedures orders for potential issues	0.3
03/15/25	C Adams	B130	Research Declaration in Support of Bidding Procedures	1.5
03/15/25	B Bean	B110	Confer with A. Papai regarding Schedules and Statements	0.1
03/15/25	S Primrose	B110	Review emails re: case status (.2); follow up re: automatic stay issues (.2)	0.4
03/16/25	B Bean	B130	Begin review of revised APA Schedules	0.4
03/16/25	T Kim	B130	Review local rules on motions and pleadings (.2); draft declaration in support of bidding procedures (.4)	0.6
03/16/25	A Song	B130	Search NDGA dockets for declarations in relation to bidding procedures motions and orders (.1); review bidding procedures redline and summarize changes for review (1.0)	1.1
03/16/25	A Song	B130	Search for and review leases, related documents, and revise APA schedules to reflect stalking horse bidder's comments accordingly	6.0
03/17/25	C Adams	B185	Research contract rejection precedent	0.6
03/17/25	C Adams	B110	Draft Global Notes for schedules, subject to review by B. Bean	1.8

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Date	Timekeeper	Task	Description	Hours
03/17/25	B Bean	B130	Confer with A. Song regarding APA Schedules (.6); confer with T. Kim regarding APA Schedules (.3); review precedent on declaration for bidding procedures (.4)	1.3
03/17/25	B Bean	B150	Confer with various creditors regarding objections to pleadings	0.3
03/17/25	B Bean	B210	Review draft independent contractor agreements and provide comments thereto	0.6
03/17/25	B Bean	B110	Confer with A. Song regarding ongoing workstreams (.4); review vendor agreements and provide comments thereto (1.5); prepare for and attend calls with claims agent and A&M regarding schedules and statements (1.1); confer with C. Adams regarding global notes (.2); confer with J. Dutson regarding IDI requirements and other workstreams (.3); diligence and confer with J. Dutson regarding priority claims question (1.0); confer with client regarding revisions to various pleadings (.4); review draft NDA and provide comments thereto (.6)	5.5
03/17/25	C Coleman	B160	Communications with A&M team re list of parties for supplementary conflicts reporting purposes (.3); review and analyze list of parties for supplementary conflicts reporting purposes (.8)	1.1
03/17/25	J Dutson	B130	Calls with Buyer's counsel regarding open issues	0.5
03/17/25	J Dutson	B110	Call with creditor's counsel (.4); attention to reclamation claims (.5); attention to IDI documents (.6); respond to inquiries from creditors (.4)	1.9
03/17/25	T Kim	B130	Review precedent cases for declarations in support of bidding procedures (.7); update APA schedule with new postpetition contracts (.7); summary and analysis of updated dockets and update case calendar (.5); continue drafting Stratton declaration in support of bidding procedures (2.2)	4.1
03/17/25	T Kim	B120	Call with A&M regarding SOFA and Schedule	0.4
03/17/25	S Primrose	B210	Review and comment on contracts and agreements for vendors to assist debtors in their operations (1.1); review and respond to emails re: business operations from Company and team (.3)	1.4
03/17/25	S Primrose	B110	Review and respond to emails re: case status from company and K&S team	0.5
03/17/25	A Song	B130	Search for and review lease documents to update schedules (2.0); summarize findings and correspondence regarding same (1.3); revise schedules and circulate updated draft according to feedback (.3)	3.6

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Date	Timekeeper	Task	Description	Hours
03/17/25	A Song	B210	Draft and revise independent contractor agreements	1.0
03/17/25	A Song	B110	Summarize landlord comments in bidding procedures order (1.0); collect loan documents to share with Unsecured Creditors' Committee (.4); prepare for and attend conference call with A&M, B. Bean and T. Kim (.4); prepare for and attend conference call with A&M, Verita, and B. Bean on schedules and SOFAs (.5); draft and revise nondisclosure agreement for committee (.6); correspondence with K&S team regarding conflicts (.2); document and analyze informal objections and feedback to proposed orders for the lease rejection motion and bidding procedures motion and correspondence regarding same (1.0); draft form reclamation demand response letter and correspondence regarding same (.4); correspondence with K&S team regarding the aforementioned (.5)	5.0
03/17/25	A Song	B110	Review software implementation contracts and related master service agreements, research related case law, summarize analysis and correspondence regarding same	1.8
03/18/25	C Adams	B190	Draft tax abatement letter for review by B. Bean	0.9
03/18/25	C Adams	B130	Review and revise Stratton Declaration in Support of Bidding Procedures	0.7
03/18/25	C Adams	B160	Review updated conflicts list	0.5
03/18/25	B Bean	B520	Confer with U.S. trustee regarding IDI deliverables	0.5
03/18/25	B Bean	B185	Review revised lease rejection order and provide comments thereto	0.5
03/18/25	B Bean	B110	Confer with client and C. Adams regarding tax abatement letter (.3); review and revise tax abatement letter (.4); confer with J. Dutson regarding ongoing workstreams (.5); confer with K&S team regarding vendor agreements and revise in accordance with S. Primroses comments (.6); confer with client regarding demand for reclamation (.2); confer with A. Song regarding Schedules and SOFAs (.2); call with client regarding ongoing workstreams (.2)	2.4
03/18/25	B Bean	B230	Confer with lenders' counsels regarding amendment to subordination agreement and coordinate closing with respect thereto	0.8
03/18/25	B Bean	B160	Confer with C. Adams and C. Coleman regarding retention application	0.1
03/18/25	B Bean	B130	Review APA schedules and mark up T. Kim's issues list (1.0); finalize APA Schedules for delivery	2.8

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Date	Timekeeper	Task	Description	Hours
			pursuant to APA (1.5); review revised De Minimis Asset Sale Procedures Order and confer with K&S team and client regarding the same (.3)	
03/18/25	B Bean	B150	Correspond with claimant regarding stay relief motion (.5); review and revise engagement agreement and confer with J. Dutson regarding the same (1.1)	1.6
03/18/25	C Coleman	B160	Communications with K&S and Hilco real estate team re retention application (.5); review and analyze potential parties in interest list and communications with C. Adams re preparing same for Hilco (.6)	1.1
03/18/25	J Dutson	B110	Respond to inquiries from creditors (.5); call with client regarding status and strategy (.4); review research regarding bidding protections (.6)	1.5
03/18/25	T Kim	B160	Review K&S retention application (.2); review complex case procedures for the N.D. of Ga. (.2)	0.4
03/18/25	T Kim	B130	Review comments from PH regarding APA schedules (.5); review and revise schedules (1.6)	2.1
03/18/25	T Kim	B130	Review comments to de minimis asset sale procedures order (.1); revise de minimis asset sale procedures order (.5); continue drafting Teri declaration in support of bidding procedures (2.6); review and revise the same (.5)	3.7
03/18/25	T Kim	B150	Review voice messages from creditors (.2); return call from creditors (.6)	0.8
03/18/25	S Primrose	B185	Discuss contract issues with S. Medley (.5); review and analyze contracts related to business operations and potential stay violations (1.1)	1.6
03/18/25	S Primrose	B210	Review and comment on InfoSync contract (1.6); emails re: contract (.2); discuss contract with B. Bean (.2)	2.0
03/18/25	S Primrose	B150	Attention to McFarlin stay violation issue	0.3
03/18/25	S Primrose	B560	Draft suggestion of bankruptcy (.5); research local Texas procedures (.5); emails re: collection efforts (.5); discuss matter with B. Bean (.1); coordinate filing with team (.2)	1.8
03/18/25	Y Rodriguez	B560	Assist team with finalization and submission to Court Notice of Bankruptcy (McFarlin v On the Border)	0.5
03/18/25	A Song	B230	Compile executed amendment to intercreditor agreement and correspondence regarding same	0.3
03/18/25	A Song	B310	Research precedents for, draft, and revise bar date motion (1.0); discuss with B. Bean issues related to the bar date motion and pending litigation for the SOFA schedules (.2)	1.2



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Date	Timekeeper	Task	Description	Hours
03/18/25	A Song	B310	Draft bar date motion	2.4
03/18/25	A Song	B150	Revise nondisclosure agreement and prepare list of documents to share with the Committee	0.4
03/18/25	A Song	B185	Draft and revise proposed order for lease rejection motion, communicate details and correspondence regarding same	0.6
03/18/25	A Song	B130	Review and revise the APA schedules to reflect comments (.8); correspondence regarding same with the Debtors, A&M, and internally (.4); review comments to APA schedules made by stalking horse's counsel (.2)	1.4
03/18/25	A Song	B110	Draft and revise reclamation demand response letter and correspondence regarding same (.8); track and communicate status of unofficial objections (.3); review and revise independent contractor agreements and correspondence regarding same (.3)	1.4
03/19/25	C Adams	B130	Review contracts for APA schedule	0.3
03/19/25	C Adams	B160	Coordinate conflicts for HCF real estate retention	0.1
03/19/25	C Adams	B190	Revise Tax Abatement Letter in accordance with B. Bean's comments (.2); review objections to Utilities Motion and draft summary for K&S team (.9); draft tracker of utilities objections (.4)	1.5
03/19/25	B Bean	B230	Confer with DIP Lender's counsel regarding comments to DIP Order	0.1
03/19/25	B Bean	B130	Review and revise APA Amendment (1.5); prepare for and attend call with Porter Hedges regarding APA Schedules (1.1); confer with T. Kim regarding VDR (.2); confer with Hilco regarding APA Schedules (.2)	3.0
03/19/25	B Bean	B150	Confer with counsel to creditor regarding adequate assurance objection (.3); confer with interested parties regarding lease rejection motion (.2); confer with UCC counsel regarding NDA and loan files (.3)	0.8
03/19/25	B Bean	B230	Confer with N. Bello regarding Final DIP Order	0.2
03/19/25	B Bean	B110	Revise vendor agreement in accordance with S. Primrose's comments (.4); prepare for and attend weekly call with Debtors' professionals (.5); confer with claims agent regarding proofs of claim (.1); confer with C. Adams, J. Dutson and client regarding tax abatement letter (.4); confer with client regarding vendor agreements (.4); revise NDA in accordance with J. Dutson's comments (.3); confer with J. Dutson regarding file sharing with Committee (.2)	2.3
03/19/25	B Bean	B520	Confer with U.S. Trustee regarding KERP Motion	0.1

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Date	Timekeeper	Task	Description	Hours
03/19/25	B Bean	B190	Review C. Adam's summary of utilities objection and confer with client regarding the same (.3); confer with client regarding prepetition claims (.2); prepare analysis for J. Dutson regarding utility contract (.4)	0.9
03/19/25	N Bello	B230	Review and revise draft final DIP order	1.0
03/19/25	C Coleman	B160	Revise and finalize potential parties in interest list	0.5
03/19/25	J Dutson	B150	Communications with Ranger's counsel regarding contract (.4); communications with committee counsel (.4)	0.8
03/19/25	J Dutson	B110	Multiple calls with client regarding status and strategy	0.7
03/19/25	J Dutson	B110	Review revisions to APA schedule (.5); prepare for potential objection to Bidding Procedures (.7)	1.2
03/19/25	J Dutson	B160	Communications regarding Hilco retention	0.4
03/19/25	T Kim	B130	Review and revise APA schedules (2.1); draft PH comment tracker for APA schedules (3.0); call with B. Bean regarding the same (.5); follow up call with A. Song regarding the same (.3); call with A&M team regarding the same; call with PH team regarding the same (.5); continue to conduct diligence on contracts to be included in APA schedule (2.5); multiple correspondence with A&M team regarding the same (.5)	9.4
03/19/25	T Kim	B110	Review utilities motion objection	0.2
03/19/25	S Primrose	B410	Attention to issues with service providers and emails re: the same (.8); draft letter to automatic stay violator (.7)	1.5
03/19/25	S Primrose	B210	Review and comment on Infosync proposal (1.0); emails re: proposal (.3)	1.3
03/19/25	S Primrose	B110	Monitor case updates	0.2
03/19/25	S Primrose	B410	Discuss case status with A. Papai (.3); review and respond to emails re: contracts (.5); review contracts for company (1.3)	2.1
03/19/25	M Smith	B410	Research issues relating to DIP/sale process, correspondence with J. Dutson, B. Bean, N. Bello regarding same	3.4
03/19/25	A Song	B130	Attend conference call with company regarding schedules	0.5
03/19/25	A Song	B310	Review and revise Bar Date Motion	0.9
03/19/25	A Song	B130	Confer with T. Kim on revision of APA (.3); prepare for and attend call with Stalking Horse counsel, T. Kim, and B. Bean (.4); update schedules (3.5)	4.2



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Date	Timekeeper	Task	Description	Hours
03/19/25	A Song	B210	Revise independent contractor agreement	0.4
03/19/25	A Song	B150	Compile documents to share with Committee	0.4
03/19/25	A Song	B110	Attend external conference call with Stalking Horse counsel on hearing scheduling (.2); attend weekly Debtors' professional call (.3); review and revise nondisclosure agreement (.3)	0.8
03/19/25	A Song	B190	Review objection to utility motion and track internally for potential resolution (.5); review adequate assurance request to utility motion, summarize and correspondence regarding same (.5)	1.0
03/20/25	C Adams	B170	Review adequate assurance objection and update tracker regarding same	0.6
03/20/25	B Bean	B110	Confer with J. Dutson regarding hearing date (.1); confer with client regarding PACA claims (.2); confer with client regarding utility contract (.2); confer with A. Song regarding service monitoring (.2); confer with J. Dutson regarding tax issue (.1); confer with client and S. Primrose regarding vendor agreements (.7); confer with A. Song regarding reclamation claim and review draft response letter (.4); confer with corporate team regarding preparation of SOFAs (.2); call with J. Dutson regarding a revised hearing date and confer with the court regarding the same (.4)	2.5
03/20/25	B Bean	B190	Confer with J. Dutson and client regarding adequate assurance objection (.4); confer with C. Adams regarding adequate assurance tracker (.1)	0.5
03/20/25	B Bean	B160	Call with J. Tibus regarding engagement agreement and revise the same in accordance with J. Tibus' and J. Dutson's comments	0.6
03/20/25	B Bean	B210	Confer with client regarding vendor agreements and contractor agreements	0.4
03/20/25	B Bean	B310	Review and provide comments to bar date motion (1.0); confer with K&S, client and U.S. Trustee regarding critical vendor reporting (.4); provide insurance endorsements to US Trustee (.2)	1.6
03/20/25	B Bean	B130	Review and response to T. Kim's questions on Schedules (.7); call with T. Kim regarding revisions to APA (.5); confer with J. Dutson, client and interested parties regarding changes to De Minimis Asset Sale Order (.5); review revised APA Schedules and provide comments thereto (.7)	2.4
03/20/25	B Bean	B185	Confer with interested party regarding lease rejection motion	0.1
03/20/25	C Coleman	B160	Communications with B. Bean re Hilco Real Estate commercial services agreement (.4);	0.8

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Date	Timekeeper	Task	Description	Hours
			communications with C. Adams re precedent for Hilco Real Estate retention applications (.4)	
03/20/25	J Dutson	B150	Respond to inquiries from creditors (.4); communications with counsel to creditors committee (.5)	0.9
03/20/25	J Dutson	B130	Review proposed revisions to APA	0.8
03/20/25	J Dutson	B110	Communications with DIP Lenders' counsel regarding hearing schedule (.2); attention to service related issues (.4); review research regarding DIP Objections (.5)	1.1
03/20/25	T Kim	B150	Call with creditors regarding bankruptcy case and status update	0.3
03/20/25	T Kim	B130	Revise APA schedule (3.0); call with B. Bean regarding the same (.3); call with A. Song regarding the same (.2); multiple correspondence with A&M team regarding the same (.5)	4.0
03/20/25	T Kim	B130	Revise APA based on amendments (.8); call with B. Bean regarding the same (.2)	1.0
03/20/25	S Primrose	B560	Review and analyze notices re: potential litigation issues (1.4); discuss case status with A. Papai (.4)	1.8
03/20/25	S Primrose	B210	Review and analyze contracts with vendors and comment re: the same (3.2); draft letter re: potential stay violation to vendor (1.2); discuss case with J. Dutson (.1); review emails from company re: business needs and operations (.8)	5.3
03/20/25	M Smith	B410	Research various DIP and sale objection issues	4.3
03/20/25	A Song	B550	Revise APA schedules (.5); confer with T. Kim regarding schedules (.2)	0.7
03/20/25	A Song	B210	Revise additional independent contractor agreements	2.1
03/20/25	A Song	B310	Revise bar date motion	1.3
03/20/25	A Song	B185	Review and revise proposed lease objection order	0.3
03/20/25	A Song	B110	Confer with B. Bean on case updates (.2); attend call re: statements and schedules (.3); draft reclamation response letter and correspondence regarding same (.3); search state court dockets for litigations involving debtors, document and summarize findings for preparation of statements and schedules, correspondence regarding same (5.2); review and circulate insurance endorsements in preparation for initial debtors' interview (.3); review unofficial objection to bid procedures motion (.4)	6.7
03/21/25	C Adams	B190	Draft summary of utilities objections	0.4
03/21/25	C Adams	B160	Research Hilco retention applications (.4); begin	0.9

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Date	Timekeeper	Task	Description	Hours
			drafting Hilco Real Estate, LLC retention application (.5)	
03/21/25	B Bean	B150	Call with creditor regarding PACA claim (.3); confer with creditor regarding DIP Order (.2)	0.5
03/21/25	B Bean	B110	Attend and take notes at IDI Meeting (1.3); confer with the Court regarding a hearing date (.2); confer with corporate team and A&M regarding Schedules and SOFAs (.3); prepare detailed responses regarding open Schedule and SOFA questions (.5); research emergency relief motions and confer with A. Song regarding the same (1.0); review sharefile folder for UCC and confer with A. Song regarding the same (.4)	3.7
03/21/25	B Bean	B110	Confer with A&M team and client regarding ordinary course professionals	0.5
03/21/25	B Bean	B130	Confer with client and interested parties regarding de minimis asset sale motion (.2); review T. Kim's issue list on APA Schedules and provide guidance with respect thereto (.7)	0.9
03/21/25	C Coleman	B160	Review and analyze Hilco Real Estate retention application precedent (.4); communications with C. Adams re drafting Hilco Real Estate retention application (.2)	0.6
03/21/25	J Dutson	B160	Respond to inquiries from client regarding OCP motion	0.4
03/21/25	J Dutson	B150	Respond to inquiries from creditors (.7); respond to inquiries from landlords (.5)	1.2
03/21/25	J Dutson	B230	Review final DIP order	0.3
03/21/25	J Dutson	B110	Attend and prepare for IDI Meeting (2.1); communications with Cross First regarding status and prepare for same (.7); respond to inquiries from regulator (.4); review committee's issues list (.7)	3.9
03/21/25	T Kim	B185	Review of rejected Maryland lease and correspondence with J. Dutson regarding second lease rejection motion	0.1
03/21/25	T Kim	B130	Revise APA schedule (2.1); correspondence with A&M team regarding the same (.1); call with B. Bean regarding the same (.2)	2.4
03/21/25	T Kim	B130	Review APA regarding designation rights (.5); summary and analysis of areas of revision in asset purchase agreement (.7); revise APA (1.4)	2.6
03/21/25	T Kim	B130	Revise de minimis asset sale procedures order	0.5
03/21/25	S Primrose	B210	Review and comment on contracts with service provider	0.4
03/21/25	A Song	B110	Prepare for and attend IDI (2.5); review document	6.0

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Date	Timekeeper	Task	Description	Hours
			request from Committee's financial advisor and prepare documents (3.5)	
03/21/25	A Song	B210	Review and revise independent contractor agreements	0.3
03/22/25	B Bean	B110	Review Global Notes and provide comments to C. Adams (.8); confer with client and Hilco regarding UCC information request (.2); confer with client regarding IDI requests (.1); confer with client regarding operational contract (.2); review Motion to Shorten Notice and provide my comments thereto (.7)	2.0
03/22/25	B Bean	B190	Confer with J. Dutson and client regarding stay relief motion	0.2
03/22/25	B Bean	B150	Prepare for and attend call with UCC's counsel and K&S regarding DIP Issues List	1.0
03/22/25	B Bean	B210	Review multiple Independent Contractor Agreements and provide comments thereto	0.6
03/22/25	B Bean	B230	Confer with N. Bello regarding DIP Issues	0.3
03/22/25	B Bean	B130	Review T. Kim's draft A&R APA and provide comments thereto	1.6
03/22/25	N Bello	B230	Email revised draft interim DIP order to PH team (.1) and committee (.1); review issues lists (.5); review research re: DIP issues (.3); attend call with UCC counsel (1.2)	2.2
03/22/25	J Dutson	B110	Call with Committee counsel regarding issues list and prepare for same (1.0); communications with committee counsel regarding open items (.5)	1.5
03/22/25	J Dutson	B230	Communications with DIP Lender regarding issues list (.4); draft proposed response for DIP Issues (.4); review pre-petition loan documents (.5); draft issues grid for DIP (.5); additional communications with DIP lender regarding challenge period (.4)	2.2
03/22/25	T Kim	B130	Correspondence with A. Papai, A. Song and PH regarding outstanding items on APA schedules	0.5
03/22/25	M Smith	B190	Research challenge periods and 506(c) issues	2.7
03/22/25	A Song	B110	Draft and revise expedited hearing motion	3.2
03/22/25	A Song	B190	Review interested parties' comments to pleadings and correspondence regarding same	0.6
03/22/25	A Song	B210	Revise independent contractor agreement	0.5
03/23/25	C Adams	B110	Revise Global Notes in accordance with B. Bean's comments	0.5
03/23/25	C Adams	B160	Draft Notice of Filing of Revised Exhibit B to Ordinary Course Professionals Motion	0.5
03/23/25	B Bean	B110	Review revised Global Notes and confer with J.	0.7

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Date	Timekeeper	Task	Description	Hours
			Dutson and client regarding the same (.4); confer with A. Song regarding research workstream (.1); review draft notice of filing and confer with C. Adams and J. Dutson regarding the same (.2)	
03/23/25	B Bean	B520	Confer with J. Dutson and US Trustee regarding information request	0.3
03/23/25	B Bean	B185	Review T. Kim's draft of lease rejection motion and provide comments thereto	0.5
03/23/25	B Bean	B210	Review consultant agreement and provide comments thereto	0.6
03/23/25	B Bean	B150	Confer with landlord's counsel regarding lease (.1); confer with opposing counsel and J. Dutson regarding stay relief motion (.3)	0.4
03/23/25	B Bean	B130	Review interested parties' comments to Bidding Procedures Order and prepare responses thereto	1.4
03/23/25	J Dutson	B110	Review and comment on Global Notes (.5); communications with DIP Lender regarding issues list (.5); review issues list and analysis (.6)	1.6
03/23/25	J Dutson	B210	Review and comment on IC agreement	0.3
03/23/25	J Dutson	B210	Review employee descriptions for KERP	0.4
03/23/25	T Kim	B185	Draft second lease rejection motion and order (2.6); correspondence with B. Bean regarding the same (.1)	2.7
03/23/25	T Kim	B130	Revise APA schedules	0.8
03/23/25	A Song	B210	Revise independent contractor agreement and correspondence regarding same	0.2
03/24/25	C Adams	B110	Review Bidding Procedures Order and update case calendar regarding deadlines	0.8
03/24/25	C Adams	B160	Draft Hilco Real Estate Retention Application (2.7); revise in accordance with C. Coleman's comments (1.1)	3.8
03/24/25	B Bean	B190	Review utility objections and prepare summary for client	1.3
03/24/25	B Bean	B185	Review revised lease rejection motion and confer with J. Dutson and T. Kim regarding the same	0.6
03/24/25	B Bean	B210	Review revised independent contractor agreements and confer with the Company regarding the same (.5); review escrow payment notice and confer with client regarding the same (.2)	0.7
03/24/25	B Bean	B150	Call with landlord counsel regarding bidding procedures (.3); confer with utility provider regarding request for adequate assurance (.1)	0.4
03/24/25	B Bean	B310	Call with Verita regarding Bar Date Motion	0.2
03/24/25	B Bean	B130	Prepare for and meet with J. Dutson regarding	6.5

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Date	Timekeeper	Task	Description	Hours
			bidding procedures and amended and restated purchase agreement (1.5); revise APA and Bidding Procedures in connection with J. Dutson's comments (4.6); call with stalking horse counsel regarding bidding procedures and DIP Order (.4)	
03/24/25	B Bean	B110	Prepare for and attend call with client and Verita regarding Schedules (.6); call with client regarding various workstreams (.4); confer with client regarding vendor contract (.1)	1.1
03/24/25	N Bello	B230	Attend call with PH team re: DIP issues list (.5), review responses to same (.5); revise final DIP order (3.8), email J. Dutson re: same (.2)	5.0
03/24/25	C Coleman	B190	Review precedent regarding resolution of utilities adequate assurance dispute(.4); draft email to B. Bean re same (.2)	0.6
03/24/25	C Coleman	B160	Review and analyze latest draft of retention agreement and redline against prior draft (1.0); review and revise draft of Hilco Real Estate retention application (3.7); review local precedent, local rules, and complex case procedures (1.2); communications with C. Adams re draft (.6)	6.5
03/24/25	J Dutson	B110	Multiple calls with client regarding status and strategy (.6); respond to inquiries from creditors (.5)	1.1
03/24/25	J Dutson	B150	Draft response to Committee regarding open issues	0.4
03/24/25	J Dutson	B520	Review issues list from UST office and communications regarding same	0.5
03/24/25	J Dutson	B230	Call with DIP Lender regarding issues list (.5); review prior DIP Orders regarding committee issues (.6)	1.1
03/24/25	J Dutson	B130	Review issues list regarding Bidding Procedures and APA (.5); attention to Bidding Procedures (.5); communications with counsel to Cross First regarding sale (.3)	1.3
03/24/25	T Kim	B185	Revise second lease rejection motion (2.6); correspondence with B. Bean regarding follow up comments regarding the same (.1) correspondence with J. Dutson regarding the same (.1)	2.8
03/24/25	T Kim	B130	Conduct due diligence on pre and postpetition contracts (1.0); correspondence with A&M team regarding the same (.1)	1.1
03/24/25	S Primrose	B210	Review and respond to emails re: matter (.5); review and comment on vendor contracts (1.0)	1.5
03/24/25	S Primrose	B110	Discuss case status and vendor issues with A. Papai	0.2
03/24/25	A Song	B185	Research for motions in preparation of lease rejection motion	2.4



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Date	Timekeeper	Task	Description	Hours
03/24/25	A Song	B210	Review and revise independent contractor agreements and correspondence regarding same	1.0
03/24/25	A Song	B230	Review DIP order	0.3
03/24/25	A Song	B110	Prepare for and attend meeting with Verita and A&M on schedules and statements (.5); review precedents to draft and revise amended notice of hearing (.6); confer with B. Bean on case (.6); review and revise motion to shorten notice for bar date motion (.4); complete exhibit for escrow agreement and circulate draft (.5); review interested parties' comments to pleadings and reservations (.5)	3.1
03/24/25	A Song	B310	Revise and review bar date motion and correspondence regarding same	1.1
03/24/25	A Song	B130	Review APA	0.3
03/25/25	C Adams	B190	Revise Utilities Settlement Agreement for B. Bean (.6); research NDGA and other court precedent on timekeeping requirements for real estate advisors retained by the debtor in a chapter 11 case (1.5)	2.1
03/25/25	B Bean	B150	Confer with Committee Counsel regarding information requests	0.2
03/25/25	B Bean	B520	Confer with client and US Trustee regarding IDI follow up requests	0.3
03/25/25	B Bean	B110	Confer with court regarding hearing dates (.3); confer with A. Papai regarding professional fee payment (.1); review Notice of Hearing and provide comments thereto (.4); confer with court regarding notice of hearing (.1); review and revise Lease Modification Agreement (.4); review proposed final orders and confer with Committee regarding the same (1.0); review revised OCP Exhibit (.2)	2.5
03/25/25	B Bean	B520	Prepare for and attend call with US Trustee regarding outstanding issues	0.5
03/25/25	B Bean	B150	Prepare for and attend call with claimant regarding stay relief motion (.4); call with landlord counsel regarding case (.3)	0.7
03/25/25	B Bean	B110	Attend call with DIP Lender regarding second day orders	0.4
03/25/25	B Bean	B190	Attention to various utility objections	1.1
03/25/25	B Bean	B560	Confer with S. Primrose regarding litigation	0.2
03/25/25	B Bean	B550	Revise Bidding Procedures Order and confer with J. Dutson regarding the same (1.4); revise APA and confer with client regarding the same (1.0); confer with J. Dutson regarding APA and Bidding Procedures (.4)	2.8
03/25/25	N Bello	B230	Further rounds of revisions to final DIP order (3.8),	4.4

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Date	Timekeeper	Task	Description	Hours
			calls/emails with J.Dutson re: same (.4), email PH team re: same (.2)	
03/25/25	C Coleman	B160	Meet with J. Dutson to discuss Hilco Real Estate retention application draft (.5); communications with C. Adams re additional research related to retention application (.6); make additional edits to draft (1.8); communications with client re draft (.4)	3.3
03/25/25	J Dutson	B110	Communications with DIP Lender's counsel regarding committee issues (.5); review issues list and revise same (.6); review comments to Bidding Procedures and other motions (1.1)	2.2
03/25/25	J Dutson	B130	Review revise APA	0.6
03/25/25	J Dutson	B520	Communications with UST counsel regarding first day motions	0.5
03/25/25	J Dutson	B150	Call with claimant regarding stay relief and prepare for same (.8); communications with committee regarding potential settlement (.5); communications with committee regarding ordinary course first day motions (.5)	1.8
03/25/25	J Dutson	B510	Prepare for second day hearing	0.8
03/25/25	J Dutson	B230	Attention to potential additional financing and review of Credit agreement	0.8
03/25/25	T Kim	B185	Correspondence with PH team regarding comments to lease rejection motion	0.1
03/25/25	T Kim	B130	Multiple correspondence with A&M team and B. Bean regarding outstanding contracts and APA schedules (.5); revise APA schedule (1.5); correspondence with PH team regarding extension of deadline for schedules (.1)	2.1
03/25/25	S Primrose	B150	Attention to creditor issues (.2); prepare for and attend call with creditor (.2)	0.4
03/25/25	S Primrose	B150	Review and analyze notice from creditor re: mechanic's lien (.2); review communications from vendors re: outstanding debts (.2)	0.4
03/25/25	S Primrose	B560	Review notices re: litigation (.3); research mechanic's lien issue and other issues related to litigation (.8); communicate with K&S, company, and A&M team re: litigation (.4)	1.5
03/25/25	G Shepherd	B420	Correspondence with K&S Team (.1); correspondence with Hilco (.1)	0.2
03/25/25	A Song	B110	Revise and update proposed final orders for first day motions (3.1); draft, revise, and file amended notice of hearing (1.1)	4.2
03/25/25	A Song	B150	Prepare certificates of formation of each debtor to share with the Committee	0.5



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Date	Timekeeper	Task	Description	Hours
03/26/25	C Adams	B210	Revise OCP supplemental declaration and file the same	0.3
03/26/25	C Adams	B190	Research whether creditor can file a lien under Colorado law even after company filed for bankruptcy	2.5
03/26/25	B Bean	B110	Prepare and attend weekly professional call (.5); attend meeting with client and J. Dutson regarding 341 meeting preparation (.3); confer with client regarding business operations (.2); coordinate filing of second omnibus lease rejection motion (.2); confer with Verita and J. Dutson regarding bar date motion (.3)	1.5
03/26/25	B Bean	B190	Confer with S. Primrose regarding DIP objections (.3); confer with client regarding comments to second day orders (1.0)	1.3
03/26/25	B Bean	B130	Revise Bidding Procedures Order	0.6
03/26/25	B Bean	B150	Prepare for and attend meeting with Committee regarding second day orders (1.5); prepare responses to Committee's issues list and confer with client and J. Dutson regarding the same (1.5); prepare for and attend call with DIP Lender regarding DIP and Bidding Procedures (.6); attention to resolving utility objections (1.5); confer with client regarding landlord outreach (.2); confer with landlords regarding the case (.2); Confer with Committee and DIP Lender regarding retention (.3); confer with claimant and client regarding prepetition PACA balance (.2); confer with landlords regarding lease rejection motion (.2); confer with Committee regarding outstanding issues following call (.9)	7.1
03/26/25	N Bello	B230	Attend call with PH and K&S teams re: DIP issues (1.0); emails with J. Dutson and S. Primrose re: hearing prep (.4), call with S. Primrose re: same (.1); revise DIP order (.6); begin drafting outline/reply in support of DIP (2.7)	4.8
03/26/25	C Coleman	B160	Communications with A. Papai and J. Tibus re execution version of HRE engagement letter (.5); revise retention application and send draft to HRE team for review (.8); communications with HRE team regarding retention application (.4); review and analyze HRE comments to retention application (.9); draft email to J. Dutson summarizing comments (.5)	3.1
03/26/25	J Dutson	B230	Call with DIP Lender's counsel regarding DIP Order	0.5
03/26/25	J Dutson	B110	Call with client regarding 341 meeting (.3); call with Debtors' advisors regarding status and strategy	0.8

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Date	Timekeeper	Task	Description	Hours
			(.5)	
03/26/25	J Dutson	B150	Review comments to First Day Orders (.6); analysis of potential committee resolution (1.0); revise Proposed Orders (.4); prepare summary of open issues for potential resolution (.5); communications with landlords regarding pending motions (.4); additional communications with parties in interest regarding DIP resolution (.5)	3.4
03/26/25	D Fowler	B130	Attention to final slate of NDAs from prospective buyers	0.6
03/26/25	T Kim	B160	Correspondence with A. Song regarding fee application procedures (.2); call with A. Song regarding the same (.8); review complex case procedures regarding the same (.4)	1.4
03/26/25	T Kim	B185	Correspondence with PH team, B. Bean and A&M team regarding filing second lease rejection motion	0.2
03/26/25	T Kim	B130	Correspondence with A&M team regarding outstanding contracts for schedules (.2); continue diligence and revise APA schedules (.8)	1.0
03/26/25	S Primrose	B560	Investigate potential violation issues (.5); draft communications to potential stay violators (.5); review and respond to emails from company, K&S, and A&M teams re: stay issues (.3)	1.3
03/26/25	S Primrose	B210	Review and analyze contract for use in commenting on critical vendor agreement (.9); update and revise critical vendor agreement (.9); email with A&M team re: vendor issues (.3)	2.1
03/26/25	S Primrose	B230	Discuss DIP financing with J. Dutson (.3); review and analyze DIP Motion and proposed order along with potential revisions (1.2); prepare testimony outline for J. Tibus in preparation for DIP hearing (3.4); review emails from A&M team, K&S team, and potential objectors re: DIP (.3)	5.2
03/26/25	G Shepherd	B130	Correspondence with K&S Team (.1); correspondence with Hilco (.2); draft NDAs (.4)	0.7
03/26/25	A Song	B150	Confer with Committee counsel on first day orders (.9); address comments provided by Committee counsel regarding first day orders (.4)	1.3
03/26/25	A Song	B110	Review Committee comments on proposed final orders and discuss resolution with B. Bean regarding same (.6); draft and revise notice of filings for proposed final orders and correspondence regarding same (5.1); communicate with billing analyst, T. Kim and B. Bean on timekeeping (.8); attend weekly Debtors' professionals' call (.3); correspondence on service list (.4); review and	8.6

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Date	Timekeeper	Task	Description	Hours
			summarize letters from IRS and correspondence regarding same (1.0); circulate internally bridge loan documents (.1); prepare second lease rejection motion (.3)	
03/26/25	A Song	B210	Arrange for execution of independent contractor agreement and correspondence regarding same	0.5
03/26/25	A Song	B520	Share draft final orders with the UST	0.3
03/27/25	C Adams	B190	Research regarding mechanics' liens and Colorado law for S. Primrose (1.7); review contractual agreement to determine payment obligations for Company (.7)	2.4
03/27/25	B Bean	B130	Revise Bidding Procedures Order in connection with Committee's comments (.4); confer with T. Kim regarding APA Schedules and review proposed responses regarding the same (1.6)	2.0
03/27/25	B Bean	B310	Review revised bar date order and confer with A. Song and J. Dutson regarding the same	1.3
03/27/25	B Bean	B150	Prepare for and attend call with Committee regarding Bid Procedures and DIP Motion (.7); confer with client and various utility providers regarding adequate assurance requests (.7); confer with Committee's counsel regarding issues list for orders (.2)	1.6
03/27/25	B Bean	B185	Confer with C. Adams regarding contract rejection motion	0.2
03/27/25	B Bean	B110	Review revised first day orders and confer with A. Song regarding the same (1.5); call with client regarding tax questions (.1); confer with J. Dutson and client regarding PACA claims (.4); prepare tracker for pleadings (.4); confer with the court regarding hearing availability (.2); confer with A. Song regarding Agenda (.1)	2.7
03/27/25	B Bean	B190	Calls with client regarding contested issues (.3); confer with S. Primrose regarding evidentiary preparation (.2); review and comments on testimony outline (.7)	1.2
03/27/25	N Bello	B230	Attend call with UCC counsel and K&S team re: DIP issues (.5); revise DIP order (1.0); draft reply to Committee's objection (1.5)	3.0
03/27/25	C Coleman	B160	Communications with HRE team re HRE retention application and HRE comments thereto (.3); communications with B. Bean and J. Dutson re satisfaction of additional requirements before filing retention application (.4); review and analyze the latest draft of retention application to ensure comments conform to draft (1.0)	1.7

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Date	Timekeeper	Task	Description	Hours
03/27/25	J Dutson	B230	Communications with Cross First Bank's counsel regarding DIP (.5); attention to resolution of objections to DIP Facility (1.5); communications with committee counsel regarding DIP issues (1.0)	3.0
03/27/25	J Dutson	B110	Revisions to DIP Order and other first day orders (1.2); review financial reporting (.3)	1.5
03/27/25	J Dutson	B130	Review research regarding bidding protections	1.1
03/27/25	T Kim	B150	Review correspondence and message from creditor (.2); call with creditors on questions and inquiries (.3)	0.5
03/27/25	T Kim	B510	Review draft notice of filing modified proposed orders in preparation for upcoming hearing (.5); revise draft notices (1.6); correspondence with A. Song regarding the same (.1)	2.2
03/27/25	T Kim	B130	Review precedent case for R. Klein declaration	0.4
03/27/25	T Kim	B130	Revise declaration in support of bidding procedures (1.7); correspondence with J. Dutson and B. Bean regarding the same (.1)	1.8
03/27/25	T Kim	B130	Continue conducting diligence on requests from Buyer counsel regarding APA schedule (3.8); multiple correspondence with K&S and A&M team regarding the same (.6); call with B. Bean and A. Fine regarding APA schedules (.6); revise APA schedules (1.0); draft response to diligence and APA schedule inquiry from Buyer counsel (1.6)	7.6
03/27/25	S Primrose	B410	Research mechanic's lien issues (.8); review and respond to emails re: creditor issues (.2)	1.0
03/27/25	S Primrose	B210	Review and respond to emails re: business issues (.3); review and respond to emails re: vendor, stay, and employee issues (.4); research employee issues (.3)	1.0
03/27/25	S Primrose	B230	Update testimony script for DIP hearing (1.6); review and respond to emails re: DIP issues (.4); review updated DIP documents (.5); review underlying financing documents (.5); research DIP issues (.3)	3.3
03/27/25	S Primrose	B550	Confer with K&S team re: bidding procedures issues (.2); review and analyze relevant documents related to bidding procedures and sale process (.4); prepare for hearing re: bidding procedures (.5)	1.1
03/27/25	M Smith	B190	Review DIP orders for avoidance carveouts, correspondence with N. Bello regarding same	0.4
03/27/25	A Song	B150	Prepare for and attend meeting with Committee on DIP and Bidding Procedures	0.9
03/27/25	A Song	B310	Revise bar date motion	1.8

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Date	Timekeeper	Task	Description	Hours
03/27/25	A Song	B210	Coordinate execution of independent contractor agreements	0.5
03/27/25	A Song	B110	Summarize requests from the IRS for internal review (.6); prepare notice of hearing and solicit availabilities for hearing in April (1.0); revise orders to reflect Committee comments and correspondence regarding same (3.0); prepare agenda for April hearings and correspondence regarding same (1.5)	6.1
03/28/25	C Adams	B185	Draft motion to reject contract	2.7
03/28/25	C Adams	B110	Preparing OCP exhibit for filing and file the same	0.3
03/28/25	B Bean	B310	Review comments to bar date motion and confer with A. Song regarding the same	0.6
03/28/25	B Bean	B150	Confer with Committee regarding NDA	0.2
03/28/25	B Bean	B130	Call with T. Kim regarding Schedules	0.6
03/28/25	B Bean	B110	Confer with Court regarding hearing (.1); review and comment on Agenda and confer with T. Kim regarding the same (.4); confer with C. Adams regarding OCP Exhibit (.2); confer with C. Adams regarding filing OCP Exhibit (.3)	1.0
03/28/25	N Bello	B230	Attend call with J. Dutson and S. Primrose re: hearing prep for DIP Motion (.5); emails with the Committee and K&S teams regarding same (.5); research re: "non-trade Avoidance Actions" (.8), email J. Dutson re: same (.2)	2.0
03/28/25	C Coleman	B130	Communications with J. Dutson re Hilco real estate retention application (.3); draft emails to Porter Hedges team re same (.2)	0.5
03/28/25	J Dutson	B520	Call with UST regarding upcoming hearings	0.4
03/28/25	J Dutson	B130	Multiple calls with client regarding resolution of committee objections regarding Bidding Procedures (1.0); multiple calls with DIP Lender regarding same (1.0)	2.0
03/28/25	J Dutson	B230	Revisions to DIP Order	0.9
03/28/25	J Dutson	B110	Review revisions to first day orders (.9); call with team regarding hearing preparation (.5); analysis of DIP research (1.0)	2.4
03/28/25	J Dutson	B110	Call with Cross First Bank regarding sale process	0.5
03/28/25	J Dutson	B150	Call with committee counsel regarding first day motions (1.0); respond to inquiries from creditors (.3); review communications from Landlords (.3)	1.6
03/28/25	T Kim	B510	Review and revise draft hearing agenda (2.0); call with B. Bean regarding the same (.2); correspondence with A. Song regarding the same (.2)	2.4
03/28/25	T Kim	B510	Research for preparation for DIP hearing (.6);	0.7

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Date	Timekeeper	Task	Description	Hours
			correspondence with S. Primrose regarding the same (.1)	
03/28/25	T Kim	B130	Review redline of APA schedule (.3); correspondence with A&M team regarding the same (.2); conduct diligence on outstanding contracts (.4); revise amended APA (.2); correspondence with J. Dutson regarding the same (.1)	1.2
03/28/25	S Primrose	B410	Begin drafting cease and desist letter (.4); review and respond to emails re: business issues with employees related to bankruptcy case (.3)	0.7
03/28/25	S Primrose	B130	Prepare and draft testimony outline for Bidding Procedures hearing (1.1); review Bidding Procedures Motion and suggested revisions to Order (1.0); review and respond to emails from K&S team and other interested parties re: sale process and related procedural issues (.4)	2.5
03/28/25	S Primrose	B230	Prepare outline for DIP hearing (3.2); prepare for and attend call with J. Dutson and N. Bello re: matter (.5)	3.7
03/28/25	Y Rodriguez	B560	Assist team with reviewing online docket system for purposes of confirming status of dismissal	0.2
03/28/25	M Smith	B190	Research various DIP issues	0.5
03/28/25	A Song	B110	Review and revise orders (3.5); review and revises notice of filings and correspondence regarding same (2.5); review and revise hearing agendas and correspondence regarding same (1.0); correspondence regarding aging accounts receivable with the US Trustee (.3); emails regarding cure schedule and hearing date with the Company, service with KCC (.5); emails regarding Bar Date Motion with DIP Lender's counsel (.4)	8.2
03/28/25	A Song	B150	Prepare for and attend call on first day orders with Committee counsel	1.3
03/29/25	B Bean	B110	Review notice of hearing and confer with A. Song regarding the same (.2); confer with K&S team regarding notice of filings and other workstreams (.3)	0.5
03/29/25	N Bello	B230	Revise final DIP order (.3), emails with Committee, DIP Lender, and K&S team re: same (.5), emails with S. Primrose re: hearing (.3)	1.1
03/29/25	J Dutson	B110	Review comments to revised orders (.4); calls with client regarding status and strategy (.4); further calls with counsel to DIP Lender regarding landlord issues (.3)	1.1
03/29/25	J Dutson	B130	Revisions to Bidding Procedures Order (.4); communications with committee regarding potential	2.1



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Date	Timekeeper	Task	Description	Hours
			resolutions (.5); research regarding bidding protections (.8); review prior bidding procedures orders (.4)	
03/29/25	J Dutson	B150	Communications with landlords regarding objections (.3); prepare for 341 meeting (.5)	0.8
03/29/25	J Dutson	B230	Revise DIP Order (.4); further revisions to DIP Order (.4); communications with DIP Lender regarding same (.5)	1.3
03/29/25	J Dutson	B510	Prepare for potentially contested hearing	1.0
03/29/25	T Kim	B130	Review prepetition contract to be added to APA schedule	0.2
03/29/25	T Kim	B510	Review and revise notice of filing revised order and agenda for upcoming hearing (.9); correspondence with B. Bean regarding the same (.1)	1.0
03/29/25	S Primrose	B130	Prepare outline for Bidding Procedures hearing for R. Klein testimony	1.4
03/29/25	S Primrose	B230	Review and respond to emails re: DIP issues (.4); prepare for DIP hearing and compile script for J. Tibus evidentiary hearing (2.8); research legal issues related to DIP (1.2)	4.4
03/29/25	M Smith	B550	Research bid protection precedent	1.1
03/29/25	A Song	B110	Revise notice of hearing for second lease rejection motion and correspondence regarding same (.2); emails regarding first day orders (.2); emails regarding bidding procedures order and DIP order (.5)	0.9
03/30/25	B Bean	B190	Review revised letter agreement and prepare issues list for J. Dutson's review (.3); confer with J. Dutson regarding PACA claimant (.1)	0.4
03/30/25	B Bean	B310	Revise Bar Date Motion in connection with comments from UCC and DIP Lender	1.4
03/30/25	B Bean	B160	Review agreed order regarding retention applications and provide comments thereto	0.6
03/30/25	B Bean	B110	Review and revise first day orders in accordance with interested parties' comments (1.5); confer with A. Song regarding first day order (.2); review Committee's comments to first day orders and prepare issues list with respect thereto (1.0); review DIP Lender's comments to first day orders and confer with J. Dutson and client regarding the same (.3); confer with client regarding Committee's comments to first day orders (.3); review notice of filings of proposed orders and provide comments thereto (.8)	4.1
03/30/25	B Bean	B150	Confer with landlord's counsel regarding lease rejection	0.1

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Date	Timekeeper	Task	Description	Hours
03/30/25	B Bean	B510	Begin draft of hearing script and prepare for hearing	1.5
03/30/25	B Bean	B510	Review and revise Hearing Agenda (.7); confer with A. Song regarding hearing preparation (.2)	0.9
03/30/25	N Bello	B230	Draft reply in support of DIP (1.5); emails with UCC re: DIP order (.3), emails with S. Primrose re: hearing (.2)	2.0
03/30/25	T Kim	B510	Revise notice for upcoming hearing (.3); correspondence with B. Bean regarding the same (.1)	0.4
03/30/25	S Primrose	B130	Review and respond to emails from K&S team re: Bidding Procedures issues (.4); update materials to prepare for potential contested hearing including outline for testimony re: sale process and bidding procedures (1.2)	1.6
03/30/25	S Primrose	B230	Review and respond to emails from team re: DIP hearing and potential objections (.5); prepare materials for hearing including updated outline for testimony (1.1)	1.6
03/30/25	M Smith	B130	Research bid protection precedent	2.7
03/30/25	A Song	B510	Prepare documents for April 1 Hearing	1.0
03/30/25	A Song	B110	Attention to matters concerning proposed orders to be entered in preparation of April 1 Hearing and correspondence regarding same (2.0); review and summarize case milestones and correspondence regarding same (1.0)	3.0
03/30/25	A Song	B160	Draft agreed order regarding retention applications and correspondence regarding same	1.2
03/31/25	C Adams	B510	File documents and revise proposed order in connection with hearing set for April 1st (.8); draft scripts in preparation of hearing and revise in accordance with B. Bean's comments (1.2)	2.0
03/31/25	B Bean	B510	Review C. Adam's draft of hearing script and provide comments thereto (.6); finalize hearing script for April 1 hearing and prepare for hearing (2.0); confer with client and UST regarding follow up IDI requests (.2)	2.8
03/31/25	B Bean	B130	Revise Bidding Procedures Motion and confer with J. Dutson regarding the same	1.4
03/31/25	B Bean	B110	Calls with A. Papai regarding on going workstreams (.4); revise second day orders in connection with parties' comments (.5); review milestone calendar and provide comments to client (.8); review proposed final revised orders for filing (1.3); review final agenda and amended agenda for filing (.5); confer with Verita regarding service questions (.2); review and comment on motion to authorize	4.2



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Date	Timekeeper	Task	Description	Hours
			electronic equipment and coordinate filing / upload of order (.5)	
03/31/25	B Bean	B150	Call with prepetition lender regarding contested issue (.4); call with claimant regarding PACA claim (.2); correspond with UCC regarding second day orders (.6); confer with client and utility provider regarding objection to utilities motion (.4)	1.6
03/31/25	B Bean	B520	Confer with UST regarding second day orders	0.3
03/31/25	B Bean	B190	Confer with S. Primrose regarding evidentiary preparation	0.4
03/31/25	B Bean	B150	Attend 341 meeting virtually (1.0); prepare for and attend call regarding schedules and statements (.5); review Committee comments to NDA (.3)	1.8
03/31/25	N Bello	B230	Review committee DIP objection (.5); revise draft reply (2.0); emails with K&S team, UCC, CrossFirst re: final DIP order (.5); review landlord objections (.8); draft reply in response to landlord objections (4.0)	7.8
03/31/25	T Kim	B130	Review prepetition contract for APA schedule (.7); revise APA schedule (.4); correspondence with A&M team regarding the same revise APA (.1); multiple call and correspondence with J. Dutson regarding the same (.4); review and revise APA (1.2); correspondence with PH team and A&M team regarding revised APA (.3)	3.1
03/31/25	T Kim	B510	Review and compile final notices in preparation for upcoming hearing	0.7
03/31/25	S Primrose	B210	Attention to automatic stay and vendor issues (.3); draft email to automatic stay violator (.2)	0.5
03/31/25	S Primrose	B230	Prepare for DIP hearing by reviewing relevant documents, suggested changes, and other drafts and filings (1.6); review and respond to emails re: DIP hearing from A&M and K&S team (.6); update testimony outline (.9); begin reviewing objections (.4); discuss matter with B. Bean (.2); review docket and filings (.2)	3.9
03/31/25	S Primrose	B210	Follow up re: outstanding vendor issues and emails re: the same	0.3
03/31/25	S Primrose	B130	Prepare for Bidding Procedures hearing by compiling materials and reviewing relevant documents (2.1); update outline for testimony re: sale process and bidding procedures (1.8); review emails from K&S team re: sale process and bidding procedures issues (.2)	4.1
03/31/25	S Primrose	B560	Review and respond to emails re: litigation and stay violations	0.2

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Date	Timekeeper	Task	Description	Hours
03/31/25	Y Rodriguez	B560	Continue to assist team with reviewing online docket system for purposes of confirming status of dismissal	0.4
03/31/25	G Shepherd	B130	Correspondence with K&S Team on sale process	0.1
03/31/25	A Song	B510	Prepare for hearing (1.5); summarize comments by parties in interest to and corresponding changes made to orders in preparation of script for hearing (1.4)	2.9
03/31/25	A Song	B110	Prepare electronic equipment motion (1.2); prepare and file notice of filing proposed orders (5.0); prepare, revise, and file amended hearing agenda (1.0); prepare for and attend meeting with A&M and Verita on statements and schedules (.5)	7.7
03/31/25	A Song	B160	Revise agreed order modifying retention applications	0.5
03/31/25	A Song	B190	Comment on utilities settlement letter	0.5
				<hr/> 875.6

#### TIMEKEEPER SUMMARY

Timekeeper	Status	Hours
Jeff Dutson	Partner	105.9
Daniel Fowler	Partner	2.8
Sarah Primrose	Partner	117.9
Peter Wozniak	Partner	0.8
Ariel Emmanuel	Counsel	0.1
Christian Adams	Associate	54.7
Brooke Bean	Associate	180.3
Nancy Bello	Associate	39.5
Christopher Coleman	Associate	32.7
Sam Johnston	Associate	0.4
Taeyeong Kim	Associate	113.9
George Shepherd	Associate	2.0
Matthew Smith	Associate	22.6
Alice Kyung Won Song	Associate	197.7
Marie Britt	Paralegal	3.2
Yadir Rodriguez	Paralegal	1.1
Total		<hr/> 875.6

#### Expenses Incurred

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**Expenses Incurred**

03/01/25	Document Delivery - VENDOR: Courthouse News Service INVOICE#: INV2016609 DATE: 3/1/2025 document downloads	10.00
03/04/25	Filing Fees - VENDOR: Bean, Brooke INVOICE#: 7273983903121345 DATE: 3/12/2025 OTB filing fees	12,166.00
03/07/25	Filing Fees - VENDOR: Adams, Christian INVOICE#: 7284463203121345 DATE: 3/12/2025 Filing fees from the Northern District of GA for OTB matter	199.00
03/08/25	Document Delivery - VENDOR: Georgia Messenger Service, Inc. INVOICE#: 2820-542 DATE: 3/8/2025 ATL - Georgia Messenger Courier Services.	57.96
03/10/25	Document Retrieval - VENDOR: Taylor, Jeremy INVOICE#: 7284546503121345 DATE: 3/12/2025 Hearing transcript	928.81
03/11/25	Filing Fees - VENDOR: Bean, Brooke INVOICE#: 7288923303121345 DATE: 3/12/2025 Filing fee for OTB matter	199.00
03/14/25	VENDOR: Cogency Global Inc. INVOICE#: 101947651 DATE: 3/14/2025 UCC search	103.25
03/14/25	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 329658-125DDF032225 DATE: 3/22/2025 General Counsel - Virtual Dining Operations, LLC - Orlando - FL	34.47
03/19/25	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 329658-125DDF032225 DATE: 3/22/2025 Catherine E. M. Kort - Linde Inc. - Danbury - CT	36.71
03/20/25	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 329658-125DDF032225 DATE: 3/22/2025 General Counsel - Ottimate - Oakland - CA	43.40
03/21/25	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 329658-135DDF032925 DATE: 3/29/2025 Bradley S. Shraiberg - Shraiberg Page P.A. - Boca Raton - FL	34.32
Total Expenses		13,812.92

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

OTB Holding LLC

Invoice No.	10793921
Invoice Date	04/07/25
Client No.	38110
Matter No.	230001

RE: OTB Restructuring

For questions, contact:  
Jeff Dutson +1 404 572 2803

## REMITTANCE

*Please return this page with your remittance.*

---

**Amount Due This Invoice**

**\$1,024,304.42**

*Payment is Due Upon Receipt*

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

OTB Holding LLC

Invoice No. 10801189  
Invoice Date 05/09/25  
Client No. 38110  
Matter No. 230001

RE: OTB Restructuring

For questions, contact:  
Jeff Dutson +1 404 572 2803

For Professional Services Rendered through 04/30/25:

Fees	\$	586,182.00
Expenses		4,927.87
<b>Total this Invoice</b>	<b>\$</b>	<b>591,109.87</b>

*Payment is Due Upon Receipt*

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# PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours
03/30/25	J Dutson	B130	Multiple revisions to Bidding Procedures Order (0.5); additional negotiations with parties regarding proposed resolution (0.6); communications with client regarding same (0.6)	1.7
03/30/25	J Dutson	B510	Prepare for potential contested hearing	0.9
03/30/25	J Dutson	B230	Communications with DIP Lender regarding potential contested hearing (0.6); multiple rounds of revisions to DIP Order (0.6)	1.2
03/30/25	J Dutson	B150	Call with Committee counsel regarding retention applications (0.3); communications with committee counsel regarding proposed consensual resolutions (0.7)	1.0
03/30/25	J Dutson	B160	Attention to Hilco and A&M retention order changes	0.6
03/31/25	J Dutson	B230	Revisions to DIP order (0.4); legal research regarding DIP Issues (0.4)	0.8
03/31/25	J Dutson	B230	Call with client regarding status and strategy (0.4); further negotiations with DIP Lender and Committee regarding open issues (0.8); multiple calls with CrossFirst counsel (0.4); review waterfall analysis regarding proposed stub rent (0.3)	1.9
03/31/25	J Dutson	B510	Prepare for hearing	1.4
03/31/25	J Dutson	B150	Prepare for and attend 341 meeting (3.0); communications with PACA claimant and prepare for same (0.5); review objections filed by landlords (0.9); review Committee draft objections (0.3)	4.7
03/31/25	J Dutson	B130	Analysis regarding Bid Protections in other cases (0.8); communications with HILCO team regarding same (0.4); multiple rounds of revisions to the APA (0.7); communications with Stalking Horse regarding same (0.7); review revised bidding procedures (0.5)	3.1
04/01/25	C Adams	B210	Revise OCP Declaration (0.2); confer with A&M team regarding same (0.2)	0.4
04/01/25	B Bean	B130	Prepare for and attend call with T. Kim, A. Song and client regarding contract cure schedule (0.5); revise bidding procedures order in accordance with J. Dutson's comments and confer with DIP Lender's counsel and client regarding the same (0.6); finalize A&R APA and coordinate execution of the same (0.4)	1.5
04/01/25	B Bean	B150	Confer with creditors regarding stalking horse APA and Bidding Procedures	0.5

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Date	Timekeeper	Task	Description	Hours
04/01/25	B Bean	B510	Prepare for, present at and attend second day hearing (4.7); review final orders for uploading (0.5)	5.2
04/01/25	B Bean	B210	Confer with client and C. Adams regarding OCP Declarations	0.1
04/01/25	B Bean	B190	Attention to various utility objections	0.8
04/01/25	B Bean	B110	Review final notice of filing and revised orders ahead of filing (0.6); confer with claims agent regarding service questions (0.2); review revised agenda and coordinate delivery of the same to chambers (0.4); review April 3 Agenda and provide comments thereto (0.5); review notice of continued 341 meeting and provide comments thereto (0.2)	1.9
04/01/25	N Bello	B230	Emails with B. Bean re: final DIP order (0.2), review notice of revised order (0.1), finalize reply brief and email J. Dutson re: same (3.0)	3.3
04/01/25	J Dutson	B110	Review revised orders (0.5); review revised resolution documents (1.0)	1.5
04/01/25	J Dutson	B190	Attend to resolution of objections	0.5
04/01/25	J Dutson	B130	Multiple revisions to 506(c) provisions	0.4
04/01/25	J Dutson	B150	Communications with various counsel to Landlords (0.5); communications with counsel to Cross First (0.3)	0.8
04/01/25	J Dutson	B510	Prepare for and attend second day hearing (3.5); prepare for potential contested hearing regarding stub rent (1.0)	4.5
04/01/25	T Kim	B130	Review correspondence regarding revisions to APA with buyer's counsel (0.2); review prepetition contract for revisions to APA schedule (0.2); conduct diligence on prepetition franchise agreements and contracts (1.8); multiple correspondence with A&M team regarding updated contract schedule (0.3); prepare executed version of APA (1.0); review and revise APA schedules (1.0)	4.5
04/01/25	T Kim	B510	Prepare for hearing (0.6); attend April 1 hearing (1.0); prepare notice for agenda for April 3 hearing (0.8); draft script for upcoming hearing (0.4)	2.8
04/01/25	T Kim	B185	Call with A&M team regarding cure schedule on APA contracts	0.3
04/01/25	S Primrose	B230	Draft proffer for J. Tibus (2.6); review and analyze objections to proposed DIP Order and requested relief (2.2); review local rules, evidentiary rules, and bankruptcy rules in preparation for hearing (1.1); review and analyze relevant documents in preparation for potentially contested DIP hearing (2.2); review and respond to emails from K&S team	8.5

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 230001 OTB Restructuring  
 05/09/25

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Date	Timekeeper	Task	Description	Hours
			and A&M team re: DIP, hearing, and related responses (0.4)	
04/01/25	S Primrose	B130	Coordinate re: Bidding Procedures and resolved matters in preparation for hearing	0.2
04/01/25	A Song	B130	Prepare executed APA (0.4); attend meeting with A&M regarding cure schedule (0.3)	0.7
04/01/25	A Song	B310	Internal correspondence on bar date motion	0.2
04/01/25	A Song	B190	Prepare executed utilities settlement agreement (0.3); communicate with N. Bello regarding stub rent issue in Eleventh Circuit (0.2)	0.5
04/01/25	A Song	B510	Prepare for and attend hearing	3.5
04/01/25	A Song	B110	Prepare and file orders permitted (2.0); prepare notice of 341 meeting (0.8); internal correspondence on agreed order for retention applications (0.5); prepare and file notice of filings for APA, bidding procedures order, and DIP order (2.0); prepare and file notice of filing of utilities order (0.8)	6.1
04/02/25	C Adams	B110	Review and file Declaration of Richard Klein	0.4
04/02/25	B Bean	B150	Revise Committee NDAs and confer with committee professionals and client regarding the same (0.7); confer with Committee regarding proposed final orders (0.3)	1.0
04/02/25	B Bean	B190	Attention to utility provider objections	0.4
04/02/25	B Bean	B110	Review filing version of Bar Date Motion and confer with A. Song regarding the same (0.7); calls with client regarding various workstreams (0.7); review vendor agreement and provide comments thereto (0.8); review various notice of filings (0.2); review and revise Agenda for filing (0.6); prepare for and attend weekly professionals call (0.3)	3.3
04/02/25	B Bean	B130	Confer with T. Kim regarding APA Schedules (0.1); confer with J. Dutson regarding cure notice (0.1); prepare for and attend call with T. Kim regarding APA Schedules (0.7); confer with Porter Hedges regarding APA Schedules (0.4); review proposed cure schedule (0.3); review declaration and provide comments thereto and coordinate filing regarding the same (0.6); revise Bidding Procedures Order and confer with J. Dutson regarding the same (0.8)	3.0
04/02/25	B Bean	B510	Prepare hearing script for April 3 hearing and prepare for hearing (1.1); confer with A. Song regarding preparation for hearing (0.4)	1.5
04/02/25	B Bean	B130	Review and revise script for Bidding Procedures	2.0
04/02/25	N Bello	B230	Research re: billing date v. accrual method (0.6), revise reply per S. Primrose comments (0.3), prepare summary of changes to final DIP order in	2.6



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Date	Timekeeper	Task	Description	Hours
			advance of DIP hearing (1.7)	
04/02/25	J Dutson	B130	Review revised bidding procedures order	0.5
04/02/25	J Dutson	B230	Prepare for final DIP hearing and bidding procedures hearing	2.0
04/02/25	J Dutson	B150	Review and revise response to Landlord objections (1.5); negotiations with various parties regarding stub rent (1.0)	2.5
04/02/25	J Dutson	B110	Attend professionals call (0.5); calls with DIP Lender's counsel regarding potential resolution (0.5); communications with client regarding hearing (0.5)	1.5
04/02/25	D Fowler	B550	Revise NDAs and send comments to G. Shepherd	0.6
04/02/25	T Kim	B510	Continue drafting script for April 3 hearing (3.8); review and revise April 3 hearing agenda (0.4); correspondence with B. Bean regarding the same (0.1); call with B. Bean regarding script (0.4)	4.7
04/02/25	T Kim	B130	Review revisions to bidding procedures order and amended and restated asset purchase agreement	1.5
04/02/25	T Kim	B130	Review and revise Klein declaration in support of bidding procedures (0.7); correspondence with R. Klein and HCF team regarding the same (0.1); correspondence with J. Dutson regarding the same (0.1)	0.9
04/02/25	T Kim	B130	Review and revise APA schedule (1.4); review prepetition contract regarding the same (0.4); call with B. Bean regarding the same (0.4); call with A&M team regarding APA schedules and contracts (0.5)	2.7
04/02/25	S Primrose	B230	Review and respond to emails re: DIP issues from K&S team (0.3); review and revise response to landlord objections (0.8); update proffer for J. Tibus (0.4); prepare for and attend hearing prep session with J. Tibus (0.7); discuss matter with K&S team (0.2)	2.4
04/02/25	S Primrose	B410	Review and respond to emails re: business and vendor issues from K&S and A&M teams	0.3
04/02/25	S Primrose	B410	Review research re: landlord issues	0.4
04/02/25	A Song	B110	Revise Agreed Order (0.7); attend weekly Debtors' professionals' call (0.5); prepare Notice of Filing of Revised DIP Budget (1.0); prepare revised milestone tracker reflecting updated pleadings (1.2); prepare and execute NDA (0.3); prepare Notice of Hearing for Bar Date Motion (1.0); emails with Hilco Declarant on Electronic Equipment Order (0.2)	4.9
04/02/25	A Song	B310	Emails on Bar Date Motion with UCC and DIP	0.8

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Date	Timekeeper	Task	Description	Hours
			Lender's Counsel	
04/02/25	A Song	B510	Prepare for April 3 Hearing (1.3); confer with B. Bean on hearing prep (0.3); prepare April 3 Hearing Agenda (0.5)	2.1
04/02/25	A Song	B130	Confer with Company on cure notice	0.5
04/03/25	C Adams	B130	Review insurance policies in connection with APA	1.2
04/03/25	B Bean	B110	Review Amended Agenda and confer with A. Song regarding the same (0.2); confer with court regarding filing (0.1); review and approve final orders for upload (0.6); confer with Verita regarding proof of claim and service question (0.2); confer with A. Song and T. Kim regarding anticipated workstreams (0.2)	1.3
04/03/25	B Bean	B130	Revise Bidding Procedures Order and confer with client and creditors regarding the same (0.6); call with creditor regarding Bidding Procedures (0.2)	0.8
04/03/25	B Bean	B230	Confer with client regarding DIP Budget and review the same	0.4
04/03/25	B Bean	B130	Prepare for, present at and attend DIP and bidding procedures hearing	4.6
04/03/25	B Bean	B190	Review utility resolution agreement and confer with client regarding the same	0.5
04/03/25	N Bello	B230	Attend final DIP hearing	1.5
04/03/25	J Dutson	B130	Prepare for and attend bidding procedures and DIP hearing	7.3
04/03/25	D Fowler	B550	Attention to NDAs and emails to G. Shepherd regarding same	0.2
04/03/25	T Kim	B110	Review precedent case for [REDACTED]	0.2
04/03/25	T Kim	B130	Call with B. Bean regarding response to PH and requests on APA schedules (0.4); conduct diligence based on PH request (1.0); review and revise APA schedule (0.2)	1.6
04/03/25	T Kim	B130	Attend bidding procedure, DIP and utilities second day hearing	0.9
04/03/25	T Kim	B160	Call with A. Song regarding fee applications	0.3
04/03/25	S Primrose	B110	Review and respond to emails re: case status and hearing from K&S team	0.2
04/03/25	A Song	B110	Prepare orders and notices for filing	1.3
04/03/25	A Song	B160	Review March prebill and emails regarding same	2.2
04/03/25	A Song	B520	Emails regarding critical vendor reporting with the US Trustee's Office	0.3
04/03/25	A Song	B230	Prepare and file Notice of Filing of Revised DIP Budget	0.8

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Date	Timekeeper	Task	Description	Hours
04/03/25	A Song	B130	Prepare for and attend bidding procedures and DIP hearing	4.5
04/04/25	C Adams	B160	Review and revise Hilco Real Estate application and send draft to C. Coleman	0.8
04/04/25	C Adams	B230	Draft First and Second Borrowing Notices and research DIP Agreement regarding same; review and revise in accordance with B. Bean and J. Dutson's comments (1.1); send the same to A&M team for review, confer with A&M team regarding same and revise in accordance with A&M team comments (0.3)	1.4
04/04/25	B Bean	B150	Confer with creditors regarding questions on case	0.1
04/04/25	B Bean	B190	Confer with client regarding utility objections	0.2
04/04/25	B Bean	B110	Prepare for and attend call with A. Song and T. Kim regarding anticipated workstreams (1.1); prepare for and call with client regarding insurance-related questions (0.6)	1.7
04/04/25	B Bean	B230	Confer with client regarding Borrowing Notice (0.2); review draft Borrowing Notices and provide comments thereto (0.5)	0.7
04/04/25	B Bean	B130	Prepare for and attend call with client and DIP Lender's counsel regarding Cure Schedule (0.4); review draft sale notice and confer with A. Song regarding the same (0.4)	0.8
04/04/25	C Coleman	B160	Refresh and revise draft of Hilco real estate application (0.4); review and compare disclosures to ensure consistency (0.1); communications with J. Dutson re same (0.1); iterative communications with E. Broderick re committee comments to Hilco real estate application and possible resolutions to issues in respect of same (0.6); communications with A. Papai re same (0.4); iterative communications with in-house counsel team at Hilco real estate re same (0.9); revise draft of Hilco real estate retention application to conform with committee comments and resolutions (0.5); circulate redlines for final approval from client, committee, and Hilco (0.4);	3.4
04/04/25	J Dutson	B160	Communications with various parties regarding HILCO retention application	0.4
04/04/25	J Dutson	B110	Update call with lender and prepare for same (0.4); respond to inquiries from client (0.3)	0.7
04/04/25	J Dutson	B110	Confer with team regarding [REDACTED]	0.3
04/04/25	J Dutson	B150	Respond to inquiries from creditors	0.3
04/04/25	T Kim	B160	Review revised prebill	0.2

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Date	Timekeeper	Task	Description	Hours
04/04/25	T Kim	B110	Review precedent [REDACTED] (0.5); call with B. Bean and A. Song regarding draft [REDACTED] (0.4)	0.9
04/04/25	T Kim	B130	Draft spreadsheet tracker for diligence request from PH (2.5); conduct diligence based on request from PH (1.5); correspondence with A&M team regarding the same (0.2); correspondence with B. Bean regarding the same (0.3); all hands call with PH and A&M team regarding APA schedules (0.3)	4.8
04/04/25	S Primrose	B210	Review and respond to emails from vendors and other interested parties re: bankruptcy process	0.3
04/04/25	A Song	B160	Review and revise March invoice for fee application	2.3
04/04/25	A Song	B110	Emails with Verita on service list (0.3); update milestones tracker (1.5); prepare request for April 3 Hearing Transcript (0.3); prepare notices (0.6)	2.7
04/04/25	A Song	B130	Prepare Auction Notice (0.5); attend call with A&M regarding cure schedule (0.5); attend call with Porter Hedges and A&M on cure schedules and APA schedules (0.2)	1.2
04/04/25	A Song	B110	Confer with T. Kim and B. Bean on [REDACTED]	0.5
04/05/25	C Adams	B110	File retention application and upload order	0.3
04/05/25	C Adams	B160	Review, revise and compile Hilco Real Estate retention application and order	1.5
04/05/25	B Bean	B185	Confer with client and C. Adams regarding Motion to Reject Contracts	0.4
04/05/25	B Bean	B160	Review and comment on fee cover letter	0.3
04/05/25	B Bean	B110	Confer with C. Adams regarding update to Global Notes (0.1); review and comment on Notice of Filing (0.2)	0.3
04/05/25	C Coleman	B160	Communications with E. Broderick re finalized draft of Hilco real estate retention application (0.2); communications with in-house counsel for Hilco real estate re same (0.2); communications with C. Adams re formatting issues with draft and the fixing of same (0.2)	0.6
04/06/25	C Adams	B130	Review APA schedules and executory contract disclosures and revise the same	2.6
04/06/25	C Adams	B185	Revise motion to reject contracts and add new contracts to be rejected (1.3); draft motion to shorten notice in connection with the same (0.8)	2.1
04/06/25	B Bean	B130	Call with T. Kim regarding APA Schedules (0.3); confer with client regarding the same (0.1)	0.4
04/06/25	B Bean	B150	Confer with creditor regarding bar date motion	0.1
04/06/25	C Coleman	B185	In connection with email from J. Tibus, analyze	0.4

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Date	Timekeeper	Task	Description	Hours
			APA window, as set forth in sale and financing documents, for buyer to determine go-forward leases in connection with statutory window to assume or reject leases (0.3); communications with J. Dutson and J. Tibus re same (0.1)	
04/06/25	T Kim	B130	Review response from A&M team regarding diligence request for PH (1.0); conduct diligence on outstanding contracts and requests from PH team (1.5); review and revise APA schedules (1.3)	3.8
04/06/25	A Song	B160	Revise March Fee Letter	0.2
04/07/25	C Adams	B210	Review OCP Declaration correspondence and update tracker regarding same	0.3
04/07/25	C Adams	B150	Review Section 341 meeting for list of creditors to contact	1.4
04/07/25	C Adams	B130	Revise Global Notes in accordance with B. Bean's comments	1.1
04/07/25	C Adams	B185	Review and revise Notice of Cure Amounts and Proposed Assumption & Assignment of Executory Contracts and Leases and revise the same in accordance with B. Bean's comments	0.4
04/07/25	C Adams	B185	Review and revise Motion to Shorten Notice and Motion to Reject in accordance with B. Bean's comments (0.9); revise the same in accordance with A&M comments (0.1)	1.0
04/07/25	B Bean	B130	Prepare for and attend call with T. Kim and A&M team regarding diligence requests from stalking horse (0.8); confer with T. Kim regarding APA Schedules (0.4); review and provide comment on cure notice (0.8); review and revise APA Schedules and confer with T. Kim regarding the same (0.4)	2.4
04/07/25	B Bean	B185	Confer with creditor's counsel regarding rejection motion (0.1); review and revise Motion to Reject Contracts and Motion to Shorten Notice (1.1); confer with client regarding the same (0.2)	1.4
04/07/25	B Bean	B110	Attend call with A. Song and A&M team regarding Schedules and Statements (0.5); review list of milestones and provide comments thereto (0.8); revise notice of filing and confer with A. Song regarding the same (0.4); confer with client regarding contract question (0.2); confer with A. Song and client regarding SOFA review (0.3); review and revise draft of Global Notes (0.4); call with J. Dutson regarding ongoing work streams (0.2); confer with S. Primrose and client regarding vendor agreement (0.3)	3.1
04/07/25	B Bean	B110	Prepare for and attend call with T. Kim and A. Song	0.5

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Date	Timekeeper	Task	Description	Hours
			regarding [REDACTED]	
04/07/25	N Bello	B230	Review summary of DIP milestones	0.3
04/07/25	J Dutson	B150	Respond to inquiries from creditors (0.4); respond to inquiries regarding schedules (0.4)	0.8
04/07/25	T Kim	B150	Call with creditor (0.2); correspondence with B. Bean regarding the same (0.1)	0.3
04/07/25	T Kim	B130	Review and revise APA schedules (1.0); continue diligence on contracts (2.0); revise responses to PH diligence request (1.6); call with A&M team regarding the same (0.5) follow up call with B. Bean regarding the same (0.3)	5.4
04/07/25	T Kim	B185	Conduct diligence on recent draft of executory contract cure cost exhibit (1.9); review and revise executory contract cure cost tracker and schedule (1.0)	2.9
04/07/25	T Kim	B110	Review [REDACTED] precedent (0.8); call with B. Bean and A. Song regarding the same (0.6); begin drafting [REDACTED] (0.3)	1.7
04/07/25	S Primrose	B210	Review contract with vendor (0.3); review and respond to emails from B. Bean re: matter (0.1)	0.4
04/07/25	A Song	B130	Review leases for APA schedules (0.1); attend call with A&M on cure schedule and APA schedule (0.5)	0.6
04/07/25	A Song	B310	Revise Bar Date Order and Notice of Form of Proof of Claim	0.7
04/07/25	A Song	B110	Confer with A&M and Verita on SOFAs and Schedules (0.5); correspondence with A&M on updated case, DIP, and APA milestones (0.3)	0.8
04/07/25	A Song	B110	Attend internal call with B. Bean and T. Kim on [REDACTED] (0.6); [REDACTED] (3.2)	3.8
04/07/25	A Song	B160	Review and revise invoice (2.6); finalize March fee letter (0.2)	2.8
04/08/25	C Adams	B185	Revise Motion to Shorten Notice and Motion to Reject Executory Contracts in accordance with Porter Hedges' comments	0.5
04/08/25	C Adams	B210	Review correspondence regarding OCP declarations and revise OCP declaration tracker	0.3
04/08/25	B Bean	B185	Review comments to rejection motion and confer with C. Adams regarding the same (0.6); confer with committee regarding rejection motion (0.2)	0.8
04/08/25	B Bean	B110	Multiple calls with client regarding ongoing workstreams (1.0); confer with client regarding Global Notes (0.2); confer with client regarding	2.6



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Date	Timekeeper	Task	Description	Hours
			lease related questions (0.2); confer with client and J. Dutson regarding insurance (0.5); confer with client and S. Primrose regarding vendor contract (0.5); confer with D. Fowler and client regarding schedules and SOFAs (0.2)	
04/08/25	B Bean	B130	Confer with client and stalking horse's counsel regarding cure notice (1.5); call with stalking horse's counsel regarding APA Schedules (0.3); confer with A. Papai regarding the same (0.5)	2.3
04/08/25	B Bean	B160	Confer with client and J. Dutson regarding monthly invoice (0.2); confer with J. Dutson regarding fee applications (0.2)	0.4
04/08/25	B Bean	B150	Confer with creditor's counsel regarding stay relief motion	0.1
04/08/25	B Bean	B210	Review OCP declarations and respond to questions related thereto	0.3
04/08/25	J Dutson	B110	Review and comment on global notes and other schedules issues	0.9
04/08/25	T Kim	B110	Continue drafting [REDACTED] (3.0); review [REDACTED] for drafting purposes (0.5); review filed dockets for [REDACTED] (1.0)	4.5
04/08/25	T Kim	B130	Continue contract diligence for APA schedule (2.0); call with B. Bean regarding the same (0.3); correspondence with A&M team regarding the same (0.2); review and revise APA schedule (0.5)	3.0
04/08/25	S Primrose	B210	Review and respond to emails re: vendor issues (0.4); discuss matter with B. Bean (0.2)	0.6
04/08/25	A Song	B110	[REDACTED] (1.0); review precedents and related documents in [REDACTED] (1.2)	2.2
04/08/25	A Song	B550	Research and review precedents for transition services agreement (1.5); track case timelines and deadlines (0.3)	1.8
04/09/25	C Adams	B185	Review and revise Motion to Reject in accordance with J. Dutson's comments	0.7
04/09/25	C Adams	B185	Draft cure objection tracker, review cure objections, and update with new cure notice objections	0.9
04/09/25	C Adams	B185	Prepare Motion to Reject and Motion to Shorten for filing and file the same	0.9
04/09/25	C Adams	B110	Revise Global Notes in accordance with A&M comments (0.5); review correspondence regarding SOFAs and schedules (0.2)	0.7
04/09/25	C Adams	B110	Review and file documents	0.4
04/09/25	C Adams	B210	Review OCP Declaration submitted by OCP (0.2); revise tracker and upload the same (0.3)	0.5

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Date	Timekeeper	Task	Description	Hours
04/09/25	B Bean	B185	Confer with C. Adams regarding cure objection tracker (0.3); confer with counterparties and client regarding cure objections (0.5)	0.8
04/09/25	B Bean	B185	Confer with committee and J. Dutson regarding rejection motion and motion to shorten (0.4); revise rejection motion and motion to shorten and coordinate filing with C. Adams (1.0); confer with the Court regarding Motion to Shorten (0.2)	1.6
04/09/25	B Bean	B150	Call with creditors' counsel regarding stay relief motion	0.2
04/09/25	B Bean	B110	Prepare for and attend call with client and Verita regarding statement and schedules (0.9); prepare for and attend weekly professionals call (0.5); confer with J. Dutson and client regarding vendor agreement (0.4); call with J. Dutson regarding ongoing workstreams (0.2); confer with client regarding insurance related questions (0.4); confer with client regarding contract (0.2); confer with claimant via e-mail regarding stay relief motion (0.2); review SOFAs and confer with J. Dutson regarding the same (1.0); revise Global Notes in accordance with discussion with client (0.6); review license question and confer with J. Dutson regarding the same (0.5)	4.9
04/09/25	J Dutson	B110	Review and comment on motions	1.0
04/09/25	J Dutson	B130	Attention to sale issues	0.4
04/09/25	T Kim	B130	Review comments from PH regarding APA schedule (0.3); review and revise APA schedule (0.5); call with B. Bean regarding the same (0.3); call with PH team and B. Bean regarding the same (0.3); draft answers to diligence request from PH (0.5); continue contract diligence in response to request from PH (1.8); call with A&M team regarding the same (0.2)	3.9
04/09/25	T Kim	B110	Continue drafting [REDACTED] (2.5); review [REDACTED] for drafting purposes (0.5); review filed dockets for [REDACTED] (0.9)	3.9
04/09/25	A Song	B110	[REDACTED] (3.0); review and analyze case law [REDACTED] (2.5)	5.5
04/09/25	A Song	B110	Prepare for and attend call with A&M and Verita on statements and schedules (0.7); prepare statements and schedules and correspond with A&M regarding same (0.5); prepare for and attend Debtors' professionals' weekly call (0.3)	1.5
04/10/25	C Adams	B185	Review and revise form of notice and file the same	0.5



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Date	Timekeeper	Task	Description	Hours
04/10/25	C Adams	B185	Review correspondence related to cure objections and revise tracker regarding same	0.6
04/10/25	C Adams	B210	Review OCP declaration and file the same (0.3); revise OCP declaration tracker (0.2)	0.5
04/10/25	C Adams	B110	Review Global Notes prior to sending out	0.3
04/10/25	B Bean	B210	Confer with C. Adams regarding OCP declarations	0.1
04/10/25	B Bean	B150	Confer with counterparties regarding cure objections	0.3
04/10/25	B Bean	B310	Review comments to bar date order and confer with J. Dutson regarding the same	0.5
04/10/25	B Bean	B110	Confer with court and C. Adams regarding Motion to shorten notice (0.3); revised proposed order for motion to shorten notice and notice of hearing (0.2)	0.5
04/10/25	B Bean	B110	Call with client regarding insurance (0.3); revise global notes and confer with client regarding the same (0.2)	0.5
04/10/25	B Bean	B210	Confer with client regarding vendor request (0.1); confer with S. Primrose regarding vendor agreement (0.2)	0.3
04/10/25	J Dutson	B110	Communications with team regarding Schedules and SOFAs	0.5
04/10/25	T Kim	B150	Call with creditor (0.2); correspondence with B. Bean regarding the same (0.1)	0.3
04/10/25	T Kim	B110	Continue drafting and revising [REDACTED] (2.5); review [REDACTED] (0.6); review filed dockets for [REDACTED] (1.0)	4.1
04/10/25	S Primrose	B210	Review and analyze service related contracts for debtor (1.5); revise contract amendment (1.1); review and respond to emails from K&S and A&M team re: matter (0.3)	2.9
04/10/25	A Song	B110	Correspondence on April 3 Hearing transcript with transcriber and K&S team (0.2); update calendar for upcoming hearing dates (0.2); review weekly Critical Vendor reporting and circulate with UCC counsel and UST (0.3)	0.7
04/10/25	A Song	B110	Review APA and related documents for purposes of [REDACTED] (1.7); [REDACTED] (5.0)	6.7
04/11/25	C Adams	B185	Review correspondence regarding cure objections and review proof of claims/adequate assurance requests regarding same (0.3); update cure objection and adequate assurance tracker (0.3); review and coordinate with A&M team regarding discrepancies (0.3)	0.9
04/11/25	C Adams	B110	Review correspondence regarding SOFAs and	0.5

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Date	Timekeeper	Task	Description	Hours
			Global Notes	
04/11/25	B Bean	B110	Prepare for and attend call with client regarding insurance (0.5); revise bar date order and confer with creditor and J. Dutson regarding the same (0.6); review and respond to questions related to schedules and sofas (0.6)	1.7
04/11/25	B Bean	B150	Prepare for and attend call with client and CrossFirst bank regarding status update	0.5
04/11/25	B Bean	B130	Prepare for and attend call with A. Song, T. Kim and client regarding APA Schedules (0.6); call with T. Kim and purchaser's counsel regarding APA Schedules (0.4); confer with C. Adams regarding cure objections (0.2); confer with J. Dutson and Porter Hedges regarding APA Schedules (0.3); revise responses to diligence requests and confer with client and Porter Hedges regarding the same (0.4)	1.9
04/11/25	T Kim	B110	Continue revising and drafting [REDACTED] (2.5); correspondence with B. Bean regarding the same (0.1)	2.6
04/11/25	T Kim	B130	Call with K&S and A&M team regarding request list sent from Purchaser counsel (0.8); review and comment on PH diligence request list (0.8)	1.6
04/11/25	S Primrose	B210	Revise and comment on vendor agreement	0.6
04/11/25	A Song	B130	Review updated contract cure schedule and APA schedules and correspondence regarding same (0.9); prepare for and attend call on contract cure schedule and APA schedule (0.8)	1.7
04/11/25	A Song	B110	Circulate April 3 Hearing transcript with K&S team (0.1); track service of pleadings (1.9); review lien search results and confer with A&M in preparation of statements and schedules (0.4)	2.4
04/12/25	C Adams	B110	Review correspondence related to SOFAs	0.1
04/12/25	B Bean	B310	Review comments to Bar Date Order and confer with J. Dutson regarding the same	0.3
04/12/25	J Dutson	B150	Communications with creditors	0.3
04/12/25	T Kim	B130	Review updates to diligence request tracker (0.1); update tracker for PH (0.2); correspondence with Ph regarding the same (0.1)	0.4
04/13/25	B Bean	B110	Revise global notes (0.4); confer with C. Adams regarding cure objection (0.1); confer with D. Fowler regarding questions in connection with statements and schedules (0.2)	0.7
04/14/25	C Adams	B550	Review and discuss Master Interim Management Agreement project with B. Bean (0.2); begin drafting same (0.1)	0.3

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Date	Timekeeper	Task	Description	Hours
04/14/25	C Adams	B150	Review correspondence regarding Global Notes and SOFAs	0.2
04/14/25	C Adams	B185	Review cure objections, revise cure objection tracker and forward cure objection information to A&M team and review erroneous cure objection, correspond with A&M team regarding same	1.8
04/14/25	B Bean	B110	Confer with K&S team, client and claims agent regarding Schedules and Statements (2.0); revise global notes in accordance with client's comments (1.0); confer with client and US Trustee regarding IDI deliverables (0.2); review notice of filing (0.1)	3.3
04/14/25	B Bean	B150	Prepare correspondence to utility provider regarding termination of services	0.5
04/14/25	B Bean	B550	Prepare and attend call with counsel to stalking horse regarding sale process (0.5); prepare and attend call with Flaherty regarding liquor licenses (0.5); confer with J. Dutson and A. Song regarding auction script (0.3); confer with C. Adams regarding TSA (0.3)	1.6
04/14/25	B Bean	B190	Confer with C. Adams and various counterparties regarding cure objections (1.0); confer with J. Dutson and landlord's counsel regarding the Bar Date Order (0.4); revise Bar Date Order in accordance with landlord's comments and confer with client and landlord's counsel regarding the same (0.8)	2.2
04/14/25	J Dutson	B110	Call with client regarding liquor licenses (0.5); attend to sale process issues (1.0)	1.5
04/14/25	D Fowler	B410	Communications with B. Bean regarding tenure of directors and officers	1.5
04/14/25	T Kim	B130	Draft responses to diligence request from PH (1.2); call with B. Bean regarding the same (0.2); correspondence with A&M team regarding the same (0.1)	1.5
04/14/25	T Kim	B110	Review precedent case regarding [REDACTED]	0.7
04/14/25	S Primrose	B410	Review and respond to emails re: contract issues from A&M team	0.3
04/14/25	A Song	B130	Review Stalking Horse request regarding cure schedule and APA schedule	0.2
04/14/25	A Song	B110	Draft notice of filing (0.7); draft hearing agenda (1.1); prepare for and attend call with A&M and Verita on Statements and Schedules (0.8); review SOFA and SOAL tracker and emails with K&S Team and A&M Team regarding same (0.4); confer with B. Bean on case progress (0.2); correspondence with Verita team on service of	3.6

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Date	Timekeeper	Task	Description	Hours
			pleadings (0.2); review docket for upcoming deadlines and milestones (0.2)	
04/14/25	A Song	B510	Prepare for hearing	0.5
04/14/25	A Song	B550	Research auction procedures and scripts (0.9); review Bidding Procedures Motion and Order in preparation for drafting auction rules (1.0); draft Auction Rules (0.1)	2.0
04/15/25	C Adams	B110	Review correspondence related to SOFAs and Global Notes and review the same	0.2
04/15/25	C Adams	B210	Review OCP declarations received, revise OCP declaration tracker, and confer with A&M team regarding same	0.2
04/15/25	C Adams	B185	Review cure objection tracker and revise with new incoming objections and send to A&M team for review	0.6
04/15/25	C Adams	B550	Continue drafting Master Interim Management Agreement and revise the same in accordance with B. Bean's comments	2.1
04/15/25	B Bean	B190	Review revised cure tracker and provide comments thereto (0.4); confer with creditors regarding cure objections (0.3)	0.7
04/15/25	B Bean	B110	Revise Bar Date Order and finalize for filing (0.7); review final Agenda and confer with A. Song regarding the same (0.3); review revised Schedules and SOFAs (1.0)	2.0
04/15/25	B Bean	B510	Prepare hearing script and confer with J. Dutson regarding the same	1.6
04/15/25	B Bean	B550	Review draft TSA and provide comments thereto	0.7
04/15/25	B Bean	B130	Prepare for and attend call with client, T. Kim and A. Song regarding diligence requests	0.8
04/15/25	T Kim	B130	Review response from A&M regarding PH diligence request (0.5); continue drafting responses to PH diligence request (0.5); call with A&M regarding APA schedule (1.0); continue contract diligence regarding the same (2.0); review and revise APA schedule (0.8)	4.8
04/15/25	S Primrose	B410	Review and respond to emails from A&M team and contract parties re: contracts and business issues (0.4); prepare for and confer with A&M team (0.4)	0.8
04/15/25	A Song	B185	Review Lease Rejection Motion in relation to landlord inquiries	0.3
04/15/25	A Song	B130	Attend call with A&M on Stalking Horse's feedback re: cure schedules and APA schedules (0.9); confer with C. Adams on TSA (0.1); review objections to cure schedule (0.5)	1.5

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Date	Timekeeper	Task	Description	Hours
04/15/25	A Song	B110	Review updated statements and schedules tracker (0.6); prepare Notice of Filing for Bar Date order (0.4); prepare Agenda for April 16 Hearing (0.4); prepare orders for motions to be heard on April 16 (0.4); track service of pleadings (0.2)	2.0
04/15/25	A Song	B510	Prepare materials for hearing	1.0
04/15/25	A Song	B550	Draft Auction Rules and script	1.0
04/16/25	C Adams	B185	Review cure objections and revise cure objection tracker; confer with A&M team regarding same (0.5); review A&M team comments and draft responses for objectors (0.5)	1.0
04/16/25	C Adams	B210	File OCP declaration and confer with OCP regarding same	0.3
04/16/25	C Adams	B110	Review SOFAs issues list and correspondence related to same	0.3
04/16/25	C Adams	B110	Revise Global Notes in accordance with A&M team comments	0.3
04/16/25	B Bean	B210	Confer with C. Adams regarding ordinary course professionals	0.1
04/16/25	B Bean	B110	Prepare for and attend weekly professionals call (0.5); prepare for and attend call regarding schedules and statements (0.7); prepare for and attend call with J. Dutson and client regarding insurance questions (0.5); review and provide comments to Schedules and Statements (0.5); review and revise global notes (0.4)	2.6
04/16/25	B Bean	B510	Prepare for and attend hearing	3.0
04/16/25	T Kim	B185	Review objection to executory cure schedule	0.4
04/16/25	T Kim	B130	Call with A. Song regarding outstanding items on APA schedule (0.7); call with B. Bean regarding the same (0.2); review and revise APA schedule (0.5); review and revise response chart to PH diligence request (0.3); continue contract diligence request (1.2); call with A&M team regarding the same (0.2); multiple correspondence with PH team regarding the same (0.3)	3.4
04/16/25	T Kim	B510	Attend hearing	0.4
04/16/25	S Primrose	B210	Review emails from A&M and other interested parties re: contracts and outstanding business operational issues	0.2
04/16/25	A Song	B150	Call with former employee and correspondence with K&S Team and A&M regarding same	0.5
04/16/25	A Song	B510	Prepare for and attend hearing	0.8
04/16/25	A Song	B110	Correspondence with Verita, K&S Team, and the Committee on Service List (0.3); review and revise	3.2

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Date	Timekeeper	Task	Description	Hours
			Global Notes (0.4); prepare orders for filing (1.0); research precedents in relation to and prepare Bar Date Notices (0.5); prepare for and attend call with A&M and Verita on statements and schedules (0.6); attend weekly Debtors' professionals call (0.4)	
04/16/25	A Song	B130	Confer with T. Kim on APA schedules	0.7
04/17/25	C Adams	B210	Correspond with Kane Russell team regarding OCP declaration	0.1
04/17/25	C Adams	B250	Review Hilco Real Estate lease modification project with B. Baker (0.3); begin reviewing lease agreements/amendments and drafting lease modifications (1.1)	1.4
04/17/25	C Adams	B185	Review A&M analysis of cure objections filed, summarize, and correspond with objectors (0.9); revise cure objection tracker (0.2); confer with A&M team regarding additional cure objections (0.3); review additional cure objections and correspondence related to same (0.9)	2.3
04/17/25	C Adams	B110	Review Global Notes and SOFAs as well as correspondence related to same	0.9
04/17/25	B Baker	B250	Discuss OTB lease modifications with J. Dutson, B. Bean, and C. Adams (0.8); review lease modification form, deal term sheets, dataroom, and precedent examples (2.8)	3.6
04/17/25	B Bean	B190	Confer with client and counterparties regarding cure objections	0.6
04/17/25	B Bean	B250	Confer with B. Baker regarding lease modification agreements	0.3
04/17/25	B Bean	B210	Confer with C. Adams regarding ordinary course professional declarations	0.2
04/17/25	B Bean	B150	Confer with creditors regarding sale	0.2
04/17/25	B Bean	B110	Prepare for and attend call with client regarding 341 meeting (0.5); calls with client and claims agent to finalize Schedules and Statements (2.0); review and provide comments to Schedules and Statements and confer with J. Dutson regarding the same (2.0); undertake final review of Schedules and Statements and file the same (1.5); review insurance related issues and confer with client regarding the same (0.2)	6.2
04/17/25	B Bean	B130	Update responses to diligence requests from Stalking Horse Bidder	0.7
04/17/25	J Dutson	B110	Review and comment on schedules and sofas for each debtor (1.5); call with client regarding payment issues (0.4)	1.9
04/17/25	J Dutson	B150	Communications with client regarding 341	1.6



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Date	Timekeeper	Task	Description	Hours
			preparation (0.6); respond to inquiries from creditors (0.4); calls with creditors from 341 meeting (0.6)	
04/17/25	J Dutson	B110	Call with client regarding [REDACTED]	0.4
04/17/25	J Dutson	B130	Call with Buyer's counsel regarding licenses and prepare for same	0.8
04/17/25	T Kim	B130	Review updated responses to PH diligence request (0.3); continue contract diligence (0.5); review and revise APA schedule (0.3); catch-up call with B. Bean regarding the same (0.2); catch-up call with A. Song regarding the same (0.7)	2.0
04/17/25	S Primrose	B210	Review and comment on changes to contract (0.5); discuss matter with A. Papai (0.3); draft contract with vendor (1.4); review and respond to emails re: matter (0.2)	2.4
04/17/25	A Song	B110	Correspondence with Verita on Bar Date Notices (0.2); attend call with A&M and Verita in preparation for statements and schedules (0.6); review and summarize Committee's retention application (1.0); prepare schedules and statements for filing (1.6)	3.4
04/17/25	A Song	B185	Correspondence with K&S Team on Cure Schedules and objections	0.3
04/17/25	A Song	B520	Correspondence on weekly critical vendor reporting with UST	0.1
04/17/25	A Song	B150	Correspondence on weekly critical vendor reporting with Committee counsel (0.1); correspondence with Brinker (0.2)	0.3
04/18/25	C Adams	B185	Revise cure objection tracker after correspondence with objectors and new cure objections received and correspond with A&M team regarding same	1.6
04/18/25	C Adams	B210	Correspond with A&M team regarding outstanding OCP declarations	0.1
04/18/25	C Adams	B250	Finish lease modification agreements and review of leases/amendments for Tyler and Little Rock OTB locations (1.4); create and revise tracker regarding same (0.2); revise the same in accordance with B. Baker's comments (0.6); review and discuss lease documentation/interpretation issue with B. Baker (0.6)	2.8
04/18/25	B Baker	B250	Discuss OTB lease modifications with C. Adams (0.7); review and comment on lease modification agreement drafts (4.0)	4.7
04/18/25	B Bean	B150	Call with secured lender and its professionals	0.4
04/18/25	B Bean	B160	Confer with A. Song regarding professional fee payments	0.2

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Date	Timekeeper	Task	Description	Hours
04/18/25	B Bean	B110	Review filed schedules and statements and confer with client and A. Song regarding preparation for 341 meeting (0.8); confer with claims agent regarding Bar Date service (0.2); confer with client regarding lease related questions (0.2)	1.2
04/18/25	B Bean	B130	Confer with client regarding updated APA Schedules (0.3); revise APA Schedules and confer with client and stalking horse's counsel regarding the same (0.8)	1.1
04/18/25	B Bean	B190	Confer with client and counterparties regarding cure cost objections	1.1
04/18/25	S Primrose	B410	Discuss matter with B. Bean (0.3); review and respond to emails re: matter (0.2); update contract (0.4); discuss matter with A. Papai (0.4)	1.3
04/18/25	A Song	B110	Correspondence with Verita and A&M on filed schedules (0.5); prepare payment instruction form for Verita (0.5); internal correspondence on UCC retention applications (0.5)	1.5
04/18/25	A Song	B150	Prepare for 341 Meeting	0.5
04/19/25	J Dutson	B150	Review communications from committee counsel and document request (0.4); communications with client regarding same (0.3)	0.7
04/21/25	C Adams	B185	Review formal and informal cure objections filed/received and revise cure objection tracker and correspond with the A&M team regarding same	2.0
04/21/25	C Adams	B250	Revise lease modification agreements in accordance with B. Baker's comments and update tracker and confer with A&M/Hilco teams regarding same	0.6
04/21/25	B Baber	B560	Review message from S. Petty and demand letter regarding "Local Cantina"	0.2
04/21/25	B Baber	B560	Internet research regarding Local Cantina marks and use and brief conference with K. McCarthy regarding same	0.3
04/21/25	B Baker	B185	Review updated drafts and comments to lease modification agreements (1.0); email correspondence with Hilco and A&M teams concerning lease modification agreements (.6)	1.6
04/21/25	B Bean	B110	Review payment instruction forms and confer with A. Song and escrow bank regarding the same (0.5); confer with claims agent regarding service questions (0.1); review proof of publication and confer with A. Song and claims agent regarding the same (0.5)	1.1
04/21/25	B Bean	B150	Attend and take notes at 341 Meeting	1.4
04/21/25	B Bean	B190	Prepare for and attend call with committee	2.8



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Date	Timekeeper	Task	Description	Hours
			professionals regarding information requests (0.7); call with client regarding the same (0.2); confer with client and counterparties regarding cure objections (0.7); review and revise cure objection tracker (0.2); confer with J. Dutson regarding discovery requests and review documents for production (1.0)	
04/21/25	B Bean	B550	Review and revise draft Interim Management Agreement and confer with client regarding the same	1.1
04/21/25	J Dutson	B110	Prepare for and attend 341 Meeting (2.0); call with Committee regarding information requests (0.5); call with stalking horse regarding same (0.5); attend to committee document production (0.7)	3.7
04/21/25	T Kim	B130	Conduct contract diligence (0.1); correspondence with B. Bean regarding diligence results (0.1)	0.2
04/21/25	A Song	B150	Prepare for and attend conference call with Committee counsel on information requests (0.9); follow up on requests for [REDACTED] and internal correspondence regarding same (0.4)	1.3
04/21/25	A Song	B130	Review and revise APA Schedules	1.2
04/21/25	A Song	B550	Revise auction rules	0.9
04/21/25	A Song	B110	Prepare payment instruction forms	0.9
04/21/25	A Song	B310	Review Bar Date Notice Publication proof	0.5
04/22/25	C Adams	B210	Review OCP order/declaration to determine if payments can be made (0.2); review and revise Littler OCP declaration (0.2)	0.4
04/22/25	C Adams	B185	Draft Supplemental Cure Notice (1.3); revise in accordance with B. Bean's comments (0.5)	1.8
04/22/25	C Adams	B185	Review and revise cure objection and adequate assurance tracker in accordance with new formal and informal objections received (2.8)	2.8
04/22/25	C Adams	B250	Review Corpus Christi lease to determine responsibility for payment of real property taxes (0.8); review lease to determine if required to pay legal fees of landlord (0.9); correspond with A&M team regarding same (0.3)	2.0
04/22/25	B Bean	B210	Confer with C. Adams regarding OCP Declarations	0.2
04/22/25	B Bean	B130	Confer with stalking horse purchaser counsel and client regarding comments to APA Schedules (0.6); review revised APA Schedules and confer with A. Song and client regarding the same (0.8); review draft of Supplemental Cure Notice and provide comments thereto (0.9)	2.3

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Date	Timekeeper	Task	Description	Hours
04/22/25	B Bean	B110	Prepare for and attend calls with J. Dutson regarding workstreams (0.5); confer with client and C. Adams regarding real property questions (0.4); confer with J. Dutson and client regarding operational questions (0.2); confer with client regarding US Trustee fees (0.3)	1.4
04/22/25	B Bean	B160	Confer with J. Dutson and A. Song regarding committee employment applications	0.3
04/22/25	B Bean	B190	Confer with client and counterparties regarding cure objections (1.1); confer with J. Dutson and client regarding document requests from committee (0.6); confer with A. Emmanuel and N. Bello regarding committee requests (0.3)	2.0
04/22/25	N Bello	B230	Compile UCC drafts of DIP order	0.5
04/22/25	J Dutson	B110	Call with stalking horse counsel regarding challenge (0.5); respond to information requests from committee (0.7); calls with committee counsel regarding same and challenge resolution (0.6); review prior correspondence regarding DIP Negotiations (0.7)	2.5
04/22/25	D Fowler	B260	Attention to corporate governance matters and board meetings	0.4
04/22/25	K McCarthy	B560	Confer regarding advice to client addressing letter received from Local Cantina	0.5
04/22/25	S Primrose	B210	Review and respond to emails re: matter (0.2); review updated contract with key counter party (0.2); discuss matter with A. Papai (0.2)	0.6
04/22/25	A Song	B550	Revise auction rules (0.1); revise APA schedules (0.8)	0.9
04/22/25	A Song	B110	Prepare payment instruction form and correspondence with A&M regarding same	0.2
04/23/25	C Adams	B250	Review correspondence related to Lease Modification Agreements	0.1
04/23/25	C Adams	B185	Review correspondence and invoices related to cure objections and update cure objection tracker (0.6); review and revise supplemental cure notice and send to A&M team for review (0.2); confer with objectors regarding documentation for each cure objection filed (0.6)	1.4
04/23/25	C Adams	B550	Prepare for and participate in call discussing TSA strategy (0.6); revise TSA in accordance with A&M and Company comments (1.7)	2.3
04/23/25	C Adams	B210	File OCP declaration for Littler Mendelson PC and revise OCP declaration tracker (0.4) and correspond with A&M regarding outstanding OCP declarations (0.2); review Flaherty OCP declaration and file the	0.9

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			same (0.3)	
04/23/25	B Baber	B560	E-mail exchanges regarding draft response to Local Cantina letter	0.2
04/23/25	B Bean	B550	Prepare for and attend call with client regarding TSA (0.9); confer with stalking horse's counsel regarding APA Schedules and Cure Notice (0.5)	1.4
04/23/25	B Bean	B160	Review A. Song's summary of retention applications and confer with A. Song regarding the same	0.3
04/23/25	B Bean	B110	Attend weekly professionals call (0.4); review supplemental cure schedules and confer with A. Song and client regarding the same (0.6)	1.0
04/23/25	B Bean	B210	Confer with C. Adams and OCPs regarding OCP Declarations	0.4
04/23/25	B Bean	B190	Confer with counterparties and client regarding cure objections	0.6
04/23/25	B Bean	B260	Confer with J. Dutson regarding Board related issues and prepare documentation regarding the same	1.2
04/23/25	J Dutson	B550	Call with client regarding TSA (0.4); review revisions to same (0.4); attention to resolution of committee challenge (1.0); call with stalking horse regarding same (0.4); communications with committee counsel regarding challenge (0.7)	2.9
04/23/25	J Dutson	B110	Attend weekly status and strategy call	0.5
04/23/25	K McCarthy	B560	Draft letter in response to Local Cantina complaint re OTB use of "local cantina"	1.0
04/23/25	S Primrose	B210	Emails with A. Papai re: matter (0.1); discuss matter with A. Papai (0.2); follow up re outstanding business issues (0.2)	0.5
04/23/25	A Song	B150	Correspondence with landlord counsel on store locations	0.5
04/23/25	A Song	B110	Correspondence with K&S and A&M team on UCC (0.5); prepare for and attend Debtors' professionals' meeting (0.5)	1.0
04/23/25	A Song	B130	Review Supplemental Cure Schedule and APA Schedule, and internal correspondence regarding same	0.7
04/24/25	C Adams	B210	Confer with A&M team regarding outstanding OCP declarations and objection periods	0.1
04/24/25	C Adams	B185	Review correspondence related to cure objections as well as A&M analysis and update tracker regarding same	1.5
04/24/25	C Adams	B250	Review landlord comments with B. Baker to Tyler store location lease modification agreement and	1.4

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Date	Timekeeper	Task	Description	Hours
			revise the same in accordance with her comments (1.3); confer with Hilco and A&M team regarding same (0.1)	
04/24/25	B Baber	B560	Prepare edits to draft letter to Local Cantina counsel and message to K. McCarthy regarding same	0.3
04/24/25	B Baber	B560	Review Internet materials regarding On the Border and Local Cantina	0.2
04/24/25	B Baker	B250	Review landlord comments to lease modification agreement (0.8); discuss and review updated draft of lease modification agreement (1.1); email correspondence with Hilco and A&M teams concerning the same (0.3)	2.2
04/24/25	B Bean	B190	Confer with several counterparties and C. Adams regarding cure objections	1.6
04/24/25	B Bean	B110	Confer with claims agent regarding service questions (0.2); confer with client regarding insurance related issue (0.3)	0.5
04/24/25	B Bean	B550	Confer with stalking horse purchaser's counsel regarding APA Schedules and Cure Notice (0.2); draft TSA and revise Interim Management Agreement (1.5)	1.7
04/24/25	J Dutson	B190	Attention to resolution of committee challenge	0.5
04/24/25	J Dutson	B550	Call with Cross First regarding sale	0.5
04/24/25	J Dutson	B550	Communications with client regarding sale process (0.4); communications with manager regarding status (0.4); multiple communications with stalking horse regarding sale (0.6); call with client regarding stalking horse (0.3)	1.7
04/24/25	K McCarthy	B560	Draft response to cease and desist letter	1.0
04/24/25	S Primrose	B210	Review and respond to emails from team re: matter	0.3
04/24/25	A Song	B130	Revise APA schedules	0.4
04/25/25	C Adams	B185	Review cure objection correspondence and revised figures from A&M and update tracker with same	1.3
04/25/25	B Baker	B250	Review and discuss additional landlord comments to lease modification agreement (1.4); email correspondence with Hilco and A&M teams concerning the same (0.6)	2.0
04/25/25	B Bean	B550	Calls with J. Dutson regarding proposed amendment to NDAs (0.5); call with A. Papai regarding Cure Notice (0.2); review final Cure Notice and confer with client and A. Song regarding filing the same (0.6); draft proposed amendment and review APA regarding the same (2.4); confer with client regarding cure objections (0.2); confer with client and stalking horse purchaser regarding TSA and	4.4

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Date	Timekeeper	Task	Description	Hours
			Interim Management Agreement (0.5)	
04/25/25	B Bean	B550	Review declaration provided by stalking horse and confer with J. Dutson regarding the same	0.2
04/25/25	B Bean	B230	Review Borrowing Notice and confer with client regarding the same	0.2
04/25/25	J Dutson	B550	Calls and emails with Cross First and other parties regarding sale process (0.8); communications with client regarding same (0.4)	1.2
04/25/25	A Song	B110	Correspondence with K&S team and Verita on additional noticing (0.2); prepare Supplemental Cure Notice for filing (0.6)	0.8
04/26/25	J Dutson	B550	Review potential APA amendment and correspondence regarding same (0.5); review and revise documents related to sale process (0.7)	1.2
04/27/25	B Baker	B185	Revise lease modification agreement (0.6); email correspondence with Hilco and A&M teams concerning proposed execution version of lease modification agreement (0.2)	0.8
04/27/25	J Dutson	B550	Revisions to Sale Process document (0.5); communications with parties in interest regarding sale process (1.1); communications with client regarding same (0.5)	2.1
04/28/25	C Adams	B210	Correspond with A&M team regarding outstanding OCP declarations	0.1
04/28/25	C Adams	B250	Review correspondence regarding lease modification agreement and review the finalized agreement	0.2
04/28/25	C Adams	B185	Review and revise cure objection tracker (0.5); correspond with A&M team regarding same (0.1)	0.6
04/28/25	B Baker	B250	Review landlord comments (0.2); revise lease modification agreement (0.7); email correspondence with Hilco and A&M teams concerning proposed execution version of lease modification agreement (0.2)	1.1
04/28/25	B Bean	B110	Confer with client and J. Dutson regarding insurance (0.4); review contract and confer with client and S. Primrose regarding the same (0.4); call with client regarding on going workstreams (0.3)	1.1
04/28/25	B Bean	B190	Confer with client and K&S team regarding intellectual property issue (0.2); confer with client and counterparties regarding cure objections (2); review motion for stay relief and confer with J. Dutson and client regarding the same (0.4)	2.6
04/28/25	J Dutson	B110	Respond to inquiries from creditors	0.4
04/28/25	J Dutson	B230	Emails regarding DIP issues (0.5); communications	0.9

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Date	Timekeeper	Task	Description	Hours
			with client regarding funding and review DIP documents (0.4)	
04/28/25	J Dutson	B550	Multiple calls with parties in interest regarding sale process (1.0); communications with client regarding sale process (0.4)	1.4
04/28/25	S Primrose	B410	Review and revise contract (0.7); review and respond to emails from A&M team re: contracts and operations (0.2)	0.9
04/28/25	A Song	B110	Summarize content of motion for relief from stay and circulate internally (0.6); prepare Payment Request Form and correspondence with A&M regarding same (0.2); review case timeline and upcoming deadlines and correspondence with K&S team regarding same (0.3)	1.1
04/28/25	A Song	B160	Attention to fee application	2.7
04/29/25	C Adams	B185	Review cure objection correspondence and analysis (0.4); revise cure tracker regarding same (0.1); correspond with objectors regarding cure objections (0.1); correspond with A&M team regarding cure objections and revised figures (0.2)	0.8
04/29/25	C Adams	B110	Review and discuss MORs and Global Notes for March with B. Bean	0.2
04/29/25	C Adams	B250	Review and revise draft Lease Modification Agreement and correspondence related to same	0.3
04/29/25	C Adams	B210	Review OCP correspondence and revise tracker regarding same (0.3); review docket for objections related to OCPs to determine if Company can pay OCPs (0.2); discuss revising Exhibit for new ordinary course professional with B. Bean (0.1); review OCP Declaration and file the same (0.5)	1.1
04/29/25	B Bean	B190	Confer with client and counterparties regarding cure objections (0.5); prepare and facilitate correspondence regarding violation of stay to utility provider and confer with client regarding the same (0.6)	1.1
04/29/25	B Bean	B260	Prepare for and attend board call	0.7
04/29/25	B Bean	B550	Confer with stalking horse regarding APA Schedules	0.1
04/29/25	B Bean	B110	Confer with client regarding insurance related questions (0.2); review vendor agreement and provide comments to S. Primrose (0.3); review and comment on Global Notes (0.5)	1.0
04/29/25	J Dutson	B550	Review communications regarding Cure Costs (0.4); attend to Stalking Horse declaration and related items (0.4); multiple communications with parties in interest and client regarding sale process	2.2



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Date	Timekeeper	Task	Description	Hours
			(1.4)	
04/29/25	J Dutson	B260	Prepare for and attend parent board call	1.0
04/29/25	J Dutson	B110	Respond to inquiries regarding insurance	0.4
04/29/25	D Fowler	B260	Attention to board call	0.3
04/29/25	K McCarthy	B560	See to finalizing Local Cantina response letter (0.1); send Local Cantina response letter (0.1)	0.2
04/29/25	S Primrose	B410	Review and revise critical vendor agreement related to insurance (1.3); review and respond to emails re: matter (0.4)	1.7
04/29/25	A Song	B110	Correspondence with A&M regarding UST fees (0.2); internal correspondence regarding case logistics (0.1)	0.3
04/29/25	A Song	B210	Prepare Notice of Filing for OCP Exhibit and correspondence with A&M and K&S regarding same (0.9); prepare same for filing (0.3)	1.2
04/30/25	C Adams	B185	Review cure objection correspondence and analysis and update cure objection tracker with same (1.6); confer with A&M team regarding same (0.3)	1.9
04/30/25	C Adams	B530	Review A&M drafts of notes and monthly operating reports and provide comments and revisions (1.1); review revise notes and monthly operating reports in accordance with J. Dutson's comments and send to A&M team for review (1.3)	2.4
04/30/25	C Adams	B110	Review and revise Monthly Operating Reports and Global Notes and file same	0.9
04/30/25	B Bean	B190	Review notice of lien, conduct research regarding the same and confer with K&S team regarding the same	0.6
04/30/25	B Bean	B185	Confer with client and counterparty regarding rejected lease (0.2); confer with C. Adams regarding cure objection (0.2)	0.4
04/30/25	B Bean	B550	Confer with escrow agent and A. Song regarding escrow deposit	0.2
04/30/25	B Bean	B110	Review and provide comments to various versions of Monthly Operating Reports (2.4); confer with C. Adams, client and J. Dutson regarding the same (0.6); confer with client regarding ordinary course professionals and respond to questions in connection therewith (0.4)	3.4
04/30/25	J Dutson	B550	Communications with counsel to potential bidder	0.5
04/30/25	J Dutson	B110	Call with Stalking Horse purchaser regarding status (0.5); attend weekly professionals call regarding status and strategy (0.5); review and comment on MOR (0.5); communications with team regarding same (0.4)	1.9

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Date	Timekeeper	Task	Description	Hours
04/30/25	S Primrose	B210	Review and comment on contract changes (0.9); review and respond to emails from team re: matter (0.3)	1.2
04/30/25	A Song	B130	Revise APA Schedules	0.6
04/30/25	A Song	B190	Review Notice of Lis Pendens and correspondence re: same with K&S team and A&M	0.3
04/30/25	A Song	B110	Correspondence with Truist and A&M regarding UST (0.2); prepare for and attend weekly Debtors' professionals call (0.3)	0.5
				<hr/> 521.2

#### TIMEKEEPER SUMMARY

Timekeeper	Status	Hours
Bruce Baber	Partner	1.2
Jeff Dutson	Partner	76.8
Daniel Fowler	Partner	3.0
Katie McCarthy	Partner	2.7
Sarah Primrose	Partner	27.0
Christian Adams	Associate	66.8
Britney Baker	Associate	16.0
Brooke Bean	Associate	131.1
Nancy Bello	Associate	8.2
Christopher Coleman	Associate	4.4
Taeyeong Kim	Associate	78.1
Alice Kyung Won Song	Associate	105.9
Total		<hr/> 521.2

#### Expenses Incurred

04/30/25	Color Copies -	4,459.50
04/30/25	Duplicating Costs	169.90
04/01/25	Cabfare - VENDOR: Song, Alice Kyung Wo INVOICE#: 7333142904031327 DATE: 4/3/2025 Uber from courthouse to office for OTB hearing	31.81
04/01/25	Document Delivery - VENDOR: Courthouse News Service INVOICE#: INV2018333 DATE: 4/1/2025 Document downloads	10.00
04/03/25	Cabfare - VENDOR: Song, Alice Kyung Wo INVOICE#: 7339035204091308 DATE: 4/9/2025 Uber from courthouse to office for OTB hearing	39.97



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**Expenses Incurred**

04/03/25	Cabfare - VENDOR: Bean, Brooke INVOICE#: 7393147405081232 DATE: 5/8/2025 Uber to courthouse for OTB hearing	38.77
04/04/25	Cabfare - VENDOR: Bean, Brooke INVOICE#: 7393147405081232 DATE: 5/8/2025 Uber to courthouse for OTB hearing	40.48
04/16/25	Cabfare - VENDOR: Bean, Brooke INVOICE#: 7393147405081232 DATE: 5/8/2025 Uber to courthouse for OTB hearing	38.77
04/18/25	Cabfare - VENDOR: Bean, Brooke INVOICE#: 7393147405081232 DATE: 5/8/2025 Uber from courthouse to office for OTB hearing	34.49
04/21/25	Cabfare - VENDOR: Jeffrey R. Dutson INVOICE#: 7393636105081232 DATE: 5/8/2025 Uber to courthouse for OTB Creditor Meeting	31.11
04/29/25	Cabfare - VENDOR: Jeffrey R. Dutson INVOICE#: 7393636105081232 DATE: 5/8/2025 Uber to office for OTB Creditor Meeting	33.07
Total Expenses		<hr/> 4,927.87

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

OTB Holding LLC

Invoice No. 10801189  
Invoice Date 05/09/25  
Client No. 38110  
Matter No. 230001

RE: OTB Restructuring

For questions, contact:  
Jeff Dutson +1 404 572 2803

## REMITTANCE

*Please return this page with your remittance.*

---

**Amount Due This Invoice**

**\$591,109.87**

*Payment is Due Upon Receipt*

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

OTB Holding LLC

Invoice No. 10807127  
Invoice Date 06/05/25  
Client No. 38110  
Matter No. 230001

RE: OTB Restructuring

For questions, contact:  
Jeff Dutson +1 404 572 2803

For Professional Services Rendered through 05/31/25:

Fees	\$	927,547.00
Expenses		3,658.78
<b>Total this Invoice</b>	<b>\$</b>	<b>931,205.78</b>

*Payment is Due Upon Receipt*

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# **PROFESSIONAL SERVICES**

<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
05/01/25	C Adams	B185	Review correspondence and revise cure objection tracker with updated information	0.6
05/01/25	C Adams	B190	Research unclaimed property priority status and consequences of state collection efforts	3.4
05/01/25	B Bean	B550	Calls with J. Dutson and client regarding sale process (0.8); review bid package (0.5); prepare draft APA in connection with bid package and update exhibits (3.2); prepare draft adequate assurance distribution (0.7); review and revise escrow agreement (1.0); confer with escrow agent regarding the same (0.3); confer with J. Dutson regarding sale process and prepare analysis in connection thereto (1.4); confer with K&S team regarding auction (0.2)	8.1
05/01/25	B Bean	B110	Confer with client regarding several ongoing workstreams (0.6); review insurance agreement and prepare summary for client regarding the same (0.8)	1.4
05/01/25	B Bean	B190	Confer with client and counterparty regarding cure objections	0.7
05/01/25	J Dutson	B550	Communications with Salud's counsel regarding bid (0.9); attention to sale process (0.5); communications regarding potential escrow with Truist (0.9); review and revise escrow agreement (0.9); calls and emails with client regarding deposit for bidder (0.7); communications with Salud regarding same (0.4); respond to creditor inquiries (0.5); review and comment on adequate assurance information (0.7)	5.5
05/01/25	S Primrose	B410	Attention to stay issue by reviewing litigation documents (0.5); conduct research re: stay issues (1.4); review and respond to emails re: matter (0.3)	2.2
05/01/25	A Song	B550	Confer with C. Adams on sale process and schedule (0.3); review contract and revise APA schedules accordingly (0.5); review and draft Escrow Agreement (1.0)	1.8
05/01/25	A Song	B150	Correspondence with UCC Counsel regarding Critical Vendor reporting	0.1
05/01/25	A Song	B520	Correspondence with UST re: Critical Vendor Reporting	0.1
05/01/25	A Song	B110	Review case timeline and correspondence with B. Bean regarding same (0.3); confer with B. Bean on Stalking Horse and DIP Lender counsel (0.1)	0.4
05/01/25	A Song	B190	Research Notice of Lis Pendens in relation to	3.3

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Date	Timekeeper	Task	Description	Hours
			automatic stay and summarize analysis and findings for K&S team	
05/02/25	C Adams	B550	Review and coordinate adequate assurance information release to requesting parties	0.3
05/02/25	C Adams	B185	Review and update cure objection tracker with resolved objections, adequate assurance requests and ongoing correspondence	0.5
05/02/25	B Bean	B550	Confer with potential bidders and client regarding sale process (2.3); revise and finalize APA Schedules and confer with Stalking Horse counsel regarding the same (0.6); confer with K&S team regarding auction (0.4); review potential bid and provide markup thereto (1.9); confer with client and K&S team regarding liquor license issue (0.3); confer with A. Song regarding sale declaration (0.3); prepare APA Schedules Initial Overbid and confer with client regarding the same (0.5); review and revise stalking horse bid and confer with K&S team regarding the same (2.0); prepare and finalize adequate assurance package for distribution (1.2)	9.5
05/02/25	B Bean	B150	Prepare for and attend call with creditor and client	0.5
05/02/25	J Dutson	B550	Communications with Salud's counsel regarding bid (1.0); communications with Committee regarding bids (0.4); review Salud bid (0.4); review and revise subsequent Salud Bid (2.9); call with Cross first (0.4); prepare for auction (2.4); communications with stalking horse (0.5); communications with Debtors' advisors regarding status and strategy (0.7); review documents related to liquor license issue (0.5); call with client regarding same (0.3)	9.5
05/02/25	M Fishel	B560	Review background information and preliminary issues in connection with stay violation relating to liquor license (0.4); correspondence with H. Neilson relating to same (0.1)	0.5
05/02/25	R Neilson	B560	Coordinate with team regarding liquor license nonrenewal matter (1.0); research bases to pursue Howard County Board and/or Maryland Comptroller in connection with nonrenewal of liquor license and nondisbursement of funds (1.2)	2.2
05/02/25	S Primrose	B410	Discuss matter with J. Dutson (0.1); review and respond to emails re: matter (0.4); research stay issue (1.6); discuss contract issues with B. Bean (0.2); attention to contract termination issue and review contracts related to the same (0.5)	2.8
05/02/25	M Smith	B560	Correspondence with H. Neilson regarding MD liquor license adversary proceeding research (0.1); Call regarding same (0.3)	0.4

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Date	Timekeeper	Task	Description	Hours
05/02/25	A Song	B210	Review contracts and confer with B. Bean regarding same	0.8
05/02/25	A Song	B150	Confer with creditor on proof of claim	0.1
05/02/25	A Song	B550	Confer with B. Bean and J. Dutson on multiple occasions on Auction logistics and Sale Declaration (1.0); prepare for auction (0.8); review APA and summarize analysis re: liens (2.0); confer with A&M and K&S team on APA (0.6); revise APA (1.0)	5.4
05/02/25	A Song	B160	Review revised invoice and internal correspondence regarding same	0.2
05/03/25	B Bean	B550	Review and revise APA for qualified bids and confer with client and J. Dutson regarding the same (2.2); analyze APA-related questions and provide response to client (0.7)	2.9
05/03/25	J Dutson	B550	Call with client team regarding Revised Salud APA and Revised Stalking Horse APA (0.5); revisions to Stalking Horse APA and communications regarding same (1.9); revisions to Salud APA and communications regarding same (1.8)	4.2
05/03/25	J Dutson	B560	Attend to potential liquor license litigation	0.5
05/03/25	M Fishel	B190	Review follow up analysis relating to stay violation relating to liquor license (0.2) correspondence with H. Neilson relating to same (0.1); correspondence with J. Dutson relating to same (0.1)	0.4
05/03/25	R Neilson	B560	Research bases to pursue Howard County Licensing Board and/or Maryland Comptroller in connection with nonrenewal of liquor license and nondisbursement of tax funds (6.7); coordinate with M. Fishel and M. regarding the same (1.5); Draft adversary complaint (4.2)	12.4
05/03/25	M Smith	B560	Research for MD liquor license adversary proceeding (2.6); Correspondence with H. Neilson regarding research results (0.2); Research 525(a) TROs and related caselaw (1.0); Research local rules and proper parties for TRO (0.6)	4.4
05/03/25	A Song	B550	Correspondence with K&S team re: permitted liens and APA (0.9); revise APA (0.1); review documents in preparation of Sale Declaration (0.7)	1.7
05/03/25	A Song	B210	Review contracts and APA to analyze possibility of termination of contracts and correspondence with K&S team re: same	3.1
05/04/25	B Bean	B550	Prepare for and attend call regarding sale process and APAs (0.5); revise APA and confer with Stalking horse and J. Dutson regarding the same (0.6); prepare final draft of auction script and bid	3.5

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Date	Timekeeper	Task	Description	Hours
			tracker for J. Dutson's review (1.1); review adequate assurance financials and confer with A. Papai regarding the same (0.4); review A. Song's analysis of contract rejection and confer with A. Song and S. Primrose regarding the same (0.6); prepare auction rules and confer with J. Dutson regarding the same (0.3)	
05/04/25	J Dutson	B550	Revisions to APA and review revised stalking horse (1.5); revisions to auction rules (0.4); communications with bidders regarding auction and sale process (1.0); prepare for auction (1.5); calls with client regarding same (0.5); review bidding procedures order (0.3); draft auction script (0.8)	6.0
05/04/25	M Fishel	B560	Multiple calls and correspondence with H. Neilson regarding analysis relating to stay violation relating to liquor license (0.5); review docket relating to service confirmation (0.1); call with A. Papai to discuss underlying facts relating to liquor license issues (0.3); review and revise draft pleadings relating to same (1.4)	2.3
05/04/25	R Neilson	B560	Correspond with A. Papai regarding background of liquor license nonrenewal (0.5); coordinate with M. Fishel regarding liquor license nonrenewal (0.5); Correspond with M. Smith regarding various research matters (0.7); Revise and finalize draft adversary complaint (0.9); research caselaw for show cause and TRO motions (4.2); draft and finalize show cause motion and accompanying documents (4.2); draft and revise TRO application and accompanying documents (2.4); email to J. Dutson and team with finalized draft documents (0.2)	13.6
05/04/25	M Smith	B560	Research real party in interest standard and proper plaintiff for AP	0.3
05/04/25	A Song	B550	Prepare for and attend call with Stalking Horse counsel on APA	0.6
05/05/25	C Adams	B550	Research auction disclosures and draft summary for B. Bean regarding same	1.8
05/05/25	C Adams	B185	Review cure objection correspondence and revise cure objection tracker regarding same	0.2
05/05/25	C Adams	B550	Review adequate assurance draft and related correspondence and update tracker regarding same	0.2
05/05/25	B Bean	B550	Prepare for and attend call with Committee regarding sale process (0.6); prepare for and attend call with bidder regarding APA and sale process (0.5); finalize auction script and bid tracker for J. Dutson (1.6); confer with client, K&S team and	10.1

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Date	Timekeeper	Task	Description	Hours
			qualified bidders regarding auction (1.8); revise auction rules in connection with client's comments (0.4); review revised Stalking Horse APA multiple times, prepare issues list and confer with client and J. Dutson regarding the same (1.6); review auction notice and provide comments thereto (0.4); confer with Committee regarding qualified bids and auction (1.7); confer with bidders regarding adequate assurance information (0.4); confer with C. Adams regarding research regarding auction process (0.5); prepare revised APA Schedules and confer with client and Bidders regarding the same (0.6)	
05/05/25	B Bean	B210	Confer with client regarding operational questions	0.2
05/05/25	J Dutson	B560	Attend to liquor license renewal dispute	1.5
05/05/25	J Dutson	B550	Prepare for auction (4.5); multiple revisions to APAs and communications with buyers (3.5); communications with committee regarding APAs and sale process (1.2); calls with client regarding same (1.2)	10.4
05/05/25	M Fishel	B560	Call with T. Barr, T. McMinnville, S. Medley, A. Papai, and H. Neilson to discuss background relating to Maryland alcohol license issues (0.4); correspondence with H. Neilson relating to next steps and pleadings relating to same (0.4); correspondence with J. Dutson relating to same (0.1); review multiple updates relating to same (0.5)	1.4
05/05/25	D Fowler	B550	Attention to correspondence related to auction	0.2
05/05/25	T Kim	B550	Catch-up call with B. Bean on sale process and next steps	0.4
05/05/25	R Neilson	B560	Conduct research in connection with stay violation demand letter	2.0
05/05/25	R Neilson	B560	Compile client tax payment data for submission to opposing counsel	1.5
05/05/25	R Neilson	B560	Coordinate with team regarding ongoing issue with Maryland liquor license	1.7
05/05/25	R Neilson	B560	Draft demand letter regarding stay violation	2.7
05/05/25	S Primrose	B210	Review and comment on contract issues (0.4); review and respond to emails re: intellectual property issues (0.4)	0.8
05/05/25	A Song	B185	Analyze rejection of contract in relation to treatment of IP under bankruptcy law and research and review case law for same	0.9
05/05/25	A Song	B550	Prepare for auction and confer with B. Bean and J. Dutson regarding same (3.8); draft and file notice of Auction and internal correspondence regarding	6.6



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Date	Timekeeper	Task	Description	Hours
			same (0.9); draft Sale Declaration (1.5); research backup bidder APA filings (0.4)	
05/05/25	A Song	B150	Call creditors regarding bankruptcy	0.1
05/06/25	C Adams	B185	Review cure objection related correspondence and correspond to same (0.2); update cure objection tracker (0.1)	0.3
05/06/25	C Adams	B550	Prepare for, attend to and take notes for OTB Holding's auction	1.5
05/06/25	B Bean	B550	Prepare for, attend and participate in auction (5.0); review and finalize revised APA and relevant filings following auction (1.1)	6.1
05/06/25	J Dutson	B110	Review and revise notices	0.4
05/06/25	J Dutson	B550	Prepare for and attend auction (6.5); review revised APAs (0.5)	7.0
05/06/25	J Dutson	B520	Respond to inquiries from UST	0.2
05/06/25	T Kim	B150	Review voice mail and follow up request from creditor (0.2) call with creditors (0.2)	0.4
05/06/25	T Kim	B550	Draft notice of prevailing bidder and backup bidder (1.5); prepare for and attend auction (1.6)	3.1
05/06/25	T Kim	B110	Review updated dockets	0.6
05/06/25	R Neilson	B560	Coordinate with team regarding tax payment data for submission to opposing counsel	0.6
05/06/25	R Neilson	B560	Correspond with opposing counsel regarding tax payment data	0.4
05/06/25	R Neilson	B560	Review aggregated client tax payment data prior to submitting to opposing counsel	1.0
05/06/25	A Song	B185	Draft Second Contract Rejection Motion and Motion to Expedite (1.5); review and search for underlying contracts (0.5) review Complex Chapter 11 Procedures in preparation for Motion to Expedite (0.3); correspondence with K&S team regarding same (0.5)	2.8
05/06/25	A Song	B550	Prepare for and attend auction (2.9); prepare executed APA with Stalking Horse and related documents thereto (1.0); draft Notice of Filing Prevailing Bidder APA (0.6); draft Sale Declaration (0.9)	5.4
05/06/25	A Song	B550	Prepare and file Notice of Filings for Auction related results and correspondence with Prevailing Bidder counsel re: same	0.5
05/06/25	A Song	B190	Summarize analysis regarding validity of lien and bankruptcy process	0.6
05/07/25	C Adams	B185	Review correspondence related to cure objections and adequate assurance objections and update	0.3

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Date	Timekeeper	Task	Description	Hours
			tracker regarding same	
05/07/25	C Adams	B160	Research final fee applications for B. Bean	0.8
05/07/25	C Adams	B550	Review sale objection correspondence and update tracker regarding same	0.2
05/07/25	B Bean	B185	Review Lease Rejection Motion and Motion to Expedite and confer with A. Song, client and other parties in interest regarding the same	2.0
05/07/25	B Bean	B210	Confer with A. Papai on operational questions	0.6
05/07/25	B Bean	B550	Meet with J. Dutson regarding sale objection issues (0.5); prepare for and attend weekly professional call update (0.5); distribute adequate assurance information (0.4); confer with T. Kim regarding insurance issue (0.5); confer with various parties regarding cure amounts (0.7); review C. Adam's research regarding unclaimed property and confer with C. Adams regarding the same (1.1); confer with J. Dutson regarding adequate assurance financials (0.3); review revised First Amendment to Escrow Agreement and confer with client regarding the same (0.2)	4.2
05/07/25	B Bean	B160	Confer with C. Adams regarding Hilco Fee Application	0.3
05/07/25	J Dutson	B110	Call with buyer regarding [REDACTED]	0.5
05/07/25	J Dutson	B310	Communications regarding US Foods claim	0.3
05/07/25	J Dutson	B550	Attend to adequate assurance issues (0.5); call with advisors regarding status and strategy (0.5); review escrow agreement (0.4); review and revise press release (0.5); call with client regarding same (0.3); communications with Buyer regarding same (0.2); review adequate assurance information (0.3); attend to waterfall items (0.5); communications with committee's counsel regarding APA and claims (0.4)	3.6
05/07/25	M Fishel	B560	Review update to license issue	0.1
05/07/25	T Kim	B150	Call with creditor regarding claim	0.1
05/07/25	T Kim	B185	Legal Research on liability of debtor regarding property insurance post lease rejection (2.6); call with B. Bean regarding the same (0.4); summary and correspondence with B. Bean regarding the same (0.7)	3.7
05/07/25	T Kim	B550	Review second amended and restated asset purchase agreement and notice of prevailing bidder and backup bidder	0.7
05/07/25	R Neilson	B560	Coordinate with client contact regarding status updates	0.5

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Date	Timekeeper	Task	Description	Hours
05/07/25	R Neilson	B560	Coordinate with team regarding status of potential settlement of liquor license matter	0.5
05/07/25	S Primrose	B185	Review and respond to emails re: contract issues	0.5
05/07/25	A Song	B150	Correspondence with UCC counsel on APA (0.2); confer with creditors on case (0.3); review leases and related documents and confer with landlord counsel, K&S team, and A&M re: same (0.9)	1.4
05/07/25	A Song	B185	Revise Second Contract Rejection Motion and Motion to Expedite, confer with B. Bean and J. Dutson re: same (1.9); correspondence with client regarding same (0.5); review contracts and additional documents re: same (0.4)	2.8
05/07/25	A Song	B550	Draft Sale Declaration	1.6
05/07/25	A Song	B110	Prepare payment instruction form and correspondence with A&M and Truist on same (0.4); review case timeline and docket (0.2); attend weekly Debtor's professionals meeting (0.5)	1.1
05/07/25	A Song	B190	Review objections and research related rejections	0.2
05/08/25	C Adams	B550	Draft form TSA for Pappas review (1.0); revise in accordance with B. Bean's comments (0.2)	1.2
05/08/25	C Adams	B160	Draft Hilco Corporate Finance final fee application	3.0
05/08/25	C Adams	B185	Review cure invoices and correspond with A&M team regarding cure invoices	0.4
05/08/25	C Adams	B310	Research unsecured claim issue in connection with unpaid wages and draft summary for B. Bean and J. Dutson	1.3
05/08/25	B Bean	B110	Draft [REDACTED] and confer with T. Kim regarding the same	3.8
05/08/25	B Bean	B550	Prepare for and attend call with M. Fishel regarding cure amounts (0.4); review and comment on Sale Order (1.2); confer with M. Smith regarding research in connection with sale (0.2); confer with client regarding good faith deposit (0.1); review proposed TSA schedules and provide comments thereto (0.9)	2.8
05/08/25	B Bean	B185	Review and finalize filing version of Motion to Rejection Contracts and confer with A. Song regarding the same	0.6
05/08/25	J Dutson	B550	Attention to strategy for sale hearing (1.1); respond to inquiries from creditors committee (0.4); review and revise Sale Order (0.5); respond to inquiries from creditors (0.5); review Backup Bid APA (0.5); calls with client regarding sale process (0.5)	3.5
05/08/25	M Fishel	B185	Call with J. Dutson to discuss lease and cure related issues (0.1); follow up call with B. Bean relating to	1.1

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Date	Timekeeper	Task	Description	Hours
			same (0.5); review summary chart (0.4); review correspondence from J. Wolfshohl relating to cure resolution and review update relating to same (0.1)	
05/08/25	T Kim	B260	Review and comment on presentation deck in connection with APA	0.2
05/08/25	T Kim	B110	Draft [REDACTED] (2.5); review [REDACTED] (0.8); correspondence with B. Bean regarding the same (0.1)	3.4
05/08/25	T Kim	B150	Return call with creditor	0.1
05/08/25	T Kim	B550	Review precedent declarations in support of the sale (0.6); review draft sale order (0.5); begin draft of declaration in support of sale order (0.5)	1.6
05/08/25	R Neilson	B560	Coordinate with opposing counsel and team to confirm client receipt of liquor license	0.5
05/08/25	M Smith	B550	Research sale orders where sale order approved a backup bidder in the same order as the primary bidder	1.2
05/08/25	A Song	B185	Prepare Second Rejection Motion and related pleadings	1.5
05/08/25	A Song	B150	Correspondence with the UST and UCC counsel on Critical Vendor Reporting	0.2
05/08/25	A Song	B550	Draft and revise sale declaration and internal correspondence regarding same (2.3); summarize deadlines and milestones and internal correspondence regarding same (0.5); review APA in preparation of Closing Checklist (0.5)	3.3
05/08/25	A Song	B160	Review and revise April fee application and internal correspondence re: same	1.4
05/09/25	C Adams	B185	Strategize with M. Fishel regarding cure objections (0.4); correspond with A&M and objectors regarding cure objections (2.1)	2.5
05/09/25	B Baker	B250	Call with A&M concerning lease modification agreement (0.3); review email correspondence concerning lease modification agreements (1.0)	1.3
05/09/25	B Bean	B550	Call with client and K&S team regarding APA and related documents (0.5); confer with client and J. Dutson regarding sale related documents (0.2); confer with landlords and counsel to Stalking Horse Bidder regarding cure amounts (0.5); confer with J. Dutson regarding research question (0.2); begin review of sale declaration (0.4); begin review of sale objections (0.2)	2.0
05/09/25	B Bean	B150	Prepare correspondence notifying creditor of stay violation (1.0); confer with client and S. Primrose regarding the same (0.2); confer with counterparties	2.4

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Date	Timekeeper	Task	Description	Hours
05/09/25	J Dutson	B550	and client regarding cure objections (0.7); attend and take notes on call with secured lender (0.5) Communications regarding TSA (0.5); call with Cross First (0.5); call with committee's counsel (0.5); review and revise Sale Order (1.8); respond to communications from creditors (0.4); prepare for sale hearing (0.5); emails with creditors committee regarding sale proceeds (0.4)	4.6
05/09/25	M Fishel	B185	Call with C. Adams to discuss go forward steps relating to cure reconciliation and strategy relating to same (0.2); call with A. Papai relating to same (0.2); review draft template emails to various lease counter parties and comment on same (0.2); correspondence with various lease counterparties relating to cure issues (0.4); correspondence with J. Dutson relating to same (0.1); review updates to same (0.4)	1.5
05/09/25	T Kim	B550	Review and revise draft declaration in support of sale order (3.5); review precedent cases in preparation for the same (0.9); correspondence with B. Bean regarding the same (0.1)	4.5
05/09/25	S Primrose	B560	Review and respond to emails re: matter (0.4); review litigation notice and related information (0.4); revise letter re: stay violation (0.4)	1.2
05/09/25	A Song	B190	Review service documents and correspondence with client, K&S team, and Verita regarding same	0.6
05/09/25	A Song	B160	Attention to fee application	2.0
05/09/25	A Song	B550	Review Sale Order and revise Sale Declaration accordingly (1.3); review and comment on Closing Checklist and internal correspondence on same (2.1); draft and prepare Notice of Filing Backup Bidder APA and related documents for filing (1.2)	4.6
05/09/25	A Song	B110	Research [REDACTED]	0.3
05/10/25	C Adams	B550	Summarize sale objections for B. Bean and J. Dutson	0.7
05/10/25	C Adams	B550	Review sale objections and update tracker regarding same	0.6
05/10/25	C Adams	B185	Review lease and related agreements to determine if Debtors are responsible for late fees	0.6
05/10/25	C Adams	B185	Review correspondence related to cure objections, A&M analysis of cure objections, update cure objection tracker and correspond with objectors regarding same	2.8
05/10/25	B Baker	B250	Email correspondence with C. Adams regarding lease modification agreements	0.1
05/10/25	J Dutson	B550	Communications with team regarding sale strategy	0.6

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Date	Timekeeper	Task	Description	Hours
			and other items	
05/10/25	M Fishel	B185	Review updates to cure issues and correspondence with C. Adams relating to same	0.5
05/10/25	A Song	B150	Correspondence with UCC counsel on Backup Bidder APA	0.1
05/11/25	C Adams	B185	Review additional lease for late fees and draft summary to B. Bean and M. Fishel	0.2
05/11/25	C Adams	B550	Revise sale objection summaries in accordance with B. Bean's comments and review Bidding Procedures Order regarding publication of Adequate Assurance Information	0.4
05/11/25	B Bean	B550	Review sale objections and revise summaries accordingly (0.3); review insurance contract and confer with client regarding the same (0.4); confer with J. Dutson regarding sale order (0.3); correspondence regarding cure objections (0.3); conduct analysis regarding sale order (0.4)	1.7
05/11/25	J Dutson	B550	Revisions to Sale Order (0.5); communications with client regarding same (0.7); prepare for sale hearing (0.7); additional revisions to Sale Order (0.4)	2.3
05/11/25	M Fishel	B185	Review updates to cure issues	0.2
05/12/25	C Adams	B185	Correspond with A&M team regarding late fees in cure objection (0.1); review correspondence related to cure objections and update tracker regarding same (3.1)	3.2
05/12/25	C Adams	B550	Review sale objection summaries with J. Dutson and B. Bean and strategize regarding same (0.5); review additional sale objection and update tracker with additional objection filed (0.2)	0.7
05/12/25	C Adams	B190	Review and strategize unclaimed property issue with B. Bean and J. Dutson	0.3
05/12/25	C Adams	B250	Revise Lease Modification Agreement (Greenwood) in accordance with B. Baker's comments and update tracker regarding same	0.4
05/12/25	C Adams	B250	Update Lease Modification Agreement tracker and strategize regarding project with B. Baker and A. Song (0.5); begin drafting Lease Modification Agreements for B. Baker's review (2.9)	3.4
05/12/25	C Adams	B130	Research [REDACTED] and draft summary for B. Bean	0.7
05/12/25	B Baker	B250	Review and comment on LMAs (1.2); email correspondence concerning the same (0.5)	1.7
05/12/25	B Bean	B110	Review and revise notice of filing (0.2); prepare for and attend call with client regarding several workstreams (0.5); confer with client regarding	1.2



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Date	Timekeeper	Task	Description	Hours
			bank accounts (0.3); confer with client regarding board minutes (0.2)	
05/12/25	B Bean	B550	Confer with K&S team regarding sale objections and responses thereto (1.8); correspond with client and stalking horse purchaser regarding sale objections (0.8); review proposed resolution to sale objection and provide comments thereto (1.1); confer with C. Adams regarding research question (0.3); confer with C. Adams regarding cure objections (0.5); review and revise draft Sale Declaration and confer with K&S team regarding the same (1.1); review closing checklist and provide comments thereto (0.6); revise Sale Order and confer with K&S team regarding the same (1.4)	7.6
05/12/25	B Bean	B190	Confer with S. Primrose regarding demand letter	0.2
05/12/25	B Bean	B160	Review and revise final fee application for investment banker	1.1
05/12/25	J Dutson	B185	Review correspondence and objections regarding cure costs	1.1
05/12/25	J Dutson	B550	Call with Cross First counsel regarding sale (0.5); attend to objection responses (1.5); attention to sale order (0.8); communications with Buyer's counsel regarding same (0.8)	3.6
05/12/25	M Fishel	B185	Review updates to multiple cure related issues and correspondence with counterparties relating to same (2.2); correspondence with C. Adams relating to same (0.2); correspondence with J. Dutson relating to same (0.1)	2.5
05/12/25	T Kim	B550	Review comments on declaration in support of Sale Order (0.4); revise declaration in support of Sale Order (1.1)	1.5
05/12/25	S Primrose	B560	Review and respond to emails re: stay violation (0.5); attention to notice and relevant filings (0.7)	1.2
05/12/25	M Smith	B550	Research various 363(f) issues in connection with CrossFirst sale objection	4.2
05/12/25	A Song	B310	Review proofs of claim and confer with Verita on same	0.4
05/12/25	A Song	B250	Review lease documents and draft lease modification agreements accordingly (1.6) confer with C. Adams and B. Baker re: same (0.2)	1.8
05/12/25	A Song	B550	Research objections and replies to sale motion (2.0); draft reply to objection (0.9)	2.9
05/12/25	A Song	B550	Comment on Closing Checklist and internal correspondence re: same (1.2); review and revise Sale Declaration and internal correspondence re: same (1.6); draft and prepare Notice of Filing Sale	4.3



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Date	Timekeeper	Task	Description	Hours
			Order (1.5)	
05/13/25	C Adams	B185	Draft Second Supplemental Notice of Cure Amounts and send to M. Fishel for review	0.6
05/13/25	C Adams	B185	Review correspondence regarding cure objections, update tracker, and confer with opposing counsel regarding same (3.4); strategize with M. Fishel and B. Bean regarding same (0.3); prepare for and participate in call with A&M team regarding outstanding cure objections (0.3); call with opposing counsel regarding cure objection (0.1)	4.1
05/13/25	C Adams	B250	Revise LMAs in accordance with B. Baker's comments and update LMA tracker regarding same	1.0
05/13/25	C Adams	B550	Research adequate assurance issues and draft response to sale objections	3.2
05/13/25	B Baker	B250	Review and comment on LMAs (3.4); email correspondence concerning the same (1.1)	4.5
05/13/25	B Bean	B550	Prepare for and attend call with CrossFirst's regarding sale hearing	0.5
05/13/25	B Bean	B550	Prepare for and attend call with stalking horse purchaser regarding sale hearing (0.5); confer with M. Fishel regarding cure objections (0.4); review proposed language for Sale Order and provide comments thereto (0.8); confer with objecting parties regarding sale objections (0.6); confer with A. Song and C. Adams regarding hearing preparation (0.4); confer with buyer and client regarding sale objections (1.2); revise closing checklist in accordance with J. Dutson's comments and confer with client regarding the same (0.6); review Pappas Declaration and provide comments thereto (0.2); confer with counterparties regarding adequate assurance (0.2); review Committee's comments to Sale Order and begin summary thereof (1.1); review landlord's comments to sale order (0.6); prepare for sale hearing (0.8); review cure objection tracker and confer with C. Adams regarding the same (0.4); begin review and revisions to Omnibus Reply (1.2)	9.0
05/13/25	B Bean	B110	Confer with client regarding various workstreams	0.4
05/13/25	N Bello	B110	Call with J. Dutson re: [REDACTED] (0.2), research re: same (1.5)	1.7
05/13/25	J Dutson	B550	Calls with Buyer's counsel regarding hearing (0.5); communications with client regarding strategy for sale hearing (1.0); review and comment on revisions to sale order (0.5)	2.0
05/13/25	J Dutson	B550	Call with CrossFirst regarding objections (0.5);	2.8

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Date	Timekeeper	Task	Description	Hours
			review sale objections and cure costs resolutions (1.1); attention to CrossFirst response (0.8); communications with CrossFirst regarding payoff (0.4)	
05/13/25	J Dutson	B150	Respond to inquiries from creditors	0.5
05/13/25	M Fishel	B550	Work session with B. Bean and C. Adams to discuss revisions to sale order (0.2); call with J. Dutson and B. Bean to discuss cure issues in connection with upcoming sale hearing (0.2); call with J. Wolfshohl, E. English, J. Dutson and B. Bean to discuss upcoming sale hearing (0.5)	0.9
05/13/25	M Fishel	B185	Work session with C. Adams relating to cure updates (0.2); continue to review updates relating to same (2.3)	2.5
05/13/25	T Kim	B550	Review filed objections to sale of debtor assets	0.2
05/13/25	T Kim	B150	Call with creditor entity	0.2
05/13/25	S Primrose	B410	Review and analyze critical vendor agreement and comment re: the same (0.7); review and respond to emails re: outstanding bankruptcy issues (0.6); begin drafting suggestion of bankruptcy and review local procedures re: the same (0.4); discuss matter with B. Bean (0.2); review litigation documents (0.3); review emails re: tax issues (0.2)	2.4
05/13/25	A Song	B550	Draft Agenda for Sale Hearing and correspondence re: same (1.1); research liquor license issue in relation to Sale Order (1.6); research case law and contested sales in preparation for Reply in Support of Sale Order (1.6); draft and revise Reply in Support of Sale Order and confer with B. Bean re: same (4.5)	8.8
05/13/25	A Song	B150	Confer with A&M and landlord counsel on cure schedule (0.3); review lease documents in relation to same (0.2)	0.5
05/13/25	A Song	B550	Review CrossFirst Objection to Sale (0.4); confer with C. Adams on objections and replies (0.5)	0.9
05/14/25	C Adams	B550	Revise Sale Hearing agenda	1.1
05/14/25	C Adams	B250	Revise LMAs in accordance with B. Baker's comments (0.5); update LMA tracker regarding same (0.2); correspond with A&M and Hilco teams regarding drafts (0.2)	0.9
05/14/25	C Adams	B185	Update Second Notice of Supplemental Cure Amounts	0.6
05/14/25	C Adams	B185	Review correspondence related to cure objections, correspond with counterparties regarding withdrawals of cure objections and cure objections, and revise tracker regarding same	1.9

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Date	Timekeeper	Task	Description	Hours
05/14/25	B Baker	B250	Review and comment on LMAs (1.1); email correspondence concerning the same (0.2)	1.3
05/14/25	B Bean	B110	Prepare for and attend professional's call (0.6); confer with court and K&S team regarding omnibus hearing (0.2); calls with client regarding multiple workstreams (0.3)	1.1
05/14/25	B Bean	B550	Revise and finalize Omnibus Reply to Sale Objections and confer with K&S team regarding the same (2.6); confer with J. Dutson and interested parties regarding proposed revisions to Sale Order (0.9); confer with Hilco regarding Declaration ISO sale, including making revisions thereto (1.2); revise Sale Order and confer with J. Dutson, Buyer and client regarding the same (2.6); review A. Song's research regarding liquor license research (0.5); revise TSA and Interim Management Agreement and confer with client regarding the same (0.4); review and revise Agenda (0.6)	8.8
05/14/25	N Bello	B110	Revise [REDACTED]	2.0
05/14/25	J Dutson	B110	Prepare for and attend Sale Hearing (5.5); call with client regarding funds flow (0.5); review and revise sale order and communications with client regarding same (0.7); review revised declarations and comment on same (0.7); review and revise draft response to objections (0.8); multiple calls and emails with committee and Cross First regarding objection (1.1)	9.3
05/14/25	M Fishel	B185	Continue to review updates relating to cure resolutions (2.1); multiple calls with opposing counsel relating to resolution of same (0.8)	2.9
05/14/25	T Kim	B110	Review [REDACTED] (0.5); draft [REDACTED] (0.4)	0.9
05/14/25	T Kim	B110	Review updates to [REDACTED]	0.2
05/14/25	T Kim	B110	Review updated dockets in bankruptcy case (0.4); review objections made in connection with Sale (0.7)	1.1
05/14/25	T Kim	B550	Review and revise declaration in support of sale	1.0
05/14/25	S Primrose	B560	Attention to stay violation issue (0.8); review and respond to emails re: matter (0.5); prepare for and conference with A. Papai re: matter (0.5); research response options (0.5)	2.3
05/14/25	A Song	B110	[REDACTED] and confer with N. Bello re: same	0.4
05/14/25	A Song	B110	Attend weekly Debtors' professional' call	0.5

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Date	Timekeeper	Task	Description	Hours
05/14/25	A Song	B250	Review term sheet for lease modification agreements (0.2); draft lease modification agreement accordingly (0.4)	0.6
05/14/25	A Song	B550	Revise Sale Hearing Agenda and confer with C. Adams re: same (1.0); analyze whether certain taxes are assumed liabilities under APA (1.0); revise Reply in Support of Sale Order and confer with B. Bean regarding same (1.4); summarize analysis regarding liquor licenses in Sale Order and internal correspondence re: same (1.5); review court procedures regarding appearance in preparation for Sale Hearing (0.5); correspondence with Verita on Backup Bidder (0.3); revise Sale Declaration and internal correspondence re: same (1.0); prepare script for Sale Hearing (2.0)	8.7
05/15/25	C Adams	B185	Correspond with opposing counsel and A&M team regarding outstanding cure objections, update tracker regarding same	3.0
05/15/25	C Adams	B185	Review and revise Second Supplemental Notice of Cure Amounts in accordance with K&S team comments and upload the same	1.0
05/15/25	C Adams	B530	Review and revise amended agenda (0.3); draft revised status report for court regarding cure objections (0.4)	0.7
05/15/25	C Adams	B250	Research lease agreement to determine if notice to landlord is required before payment of taxes (0.4); confer with opposing counsel regarding same (0.1)	0.5
05/15/25	C Adams	B250	Review LMA correspondence (0.2); revise LMAs in accordance with B. Baker's comments and correspond with A&M and Hilco teams regarding lease modification agreements (2.4); revise LMA tracker regarding same (0.1)	2.7
05/15/25	B Baker	B110	Review and comment on LMAs (0.6); email correspondence concerning the same (0.3)	0.9
05/15/25	B Bean	B550	Prepare for and attend call with client and Buyer regarding TSA (1.0); review and revise sale hearing transcript (1.4); review comments to sale order and confer with client and J. Dutson regarding the same (0.9); revise Sale Order multiple times and confer with J. Dutson, client, Buyer and interested parties regarding the same (3.4); prepare for sale hearing (1.2); confer with Hilco regarding Declaration and prepare the same for filing (0.6); confer with A. Song and C. Adams regarding amended agenda (0.2); confer with objecting party to resolve sale objection (0.8); review notice of filing and provide comments thereto (0.2)	9.7

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Date	Timekeeper	Task	Description	Hours
05/15/25	N Bello	B110	██████████ (4.0); research re: same (0.7), draft email to J. Dutson re: same (0.5)	5.2
05/15/25	J Dutson	B550	Prepare for sale hearing (4.3); multiple calls and emails regarding open objections (1.1); call with Buyer regarding transition services agreement (0.7); call with Buyer's counsel regarding sale order (0.5); review and revise sale order (0.8); emails and calls regarding committee settlement (0.8)	8.2
05/15/25	M Fishel	B185	Review updates to multiple cure related issues and correspondence with counterparties relating to same (2.8); correspondence with C. Adams relating to same (0.5); correspondence with J. Dutson relating to same (0.3); multiple calls with opposing counsel for lease counterparties (0.5); call with A. Papai relating to same (0.2); review cure objection summary draft (0.2)	4.5
05/15/25	T Kim	B110	Continue drafting ██████████ (1.9); call with B. Bean regarding the same (0.2); correspondence with N. Bello regarding the same (0.1)	2.2
05/15/25	T Kim	B150	Call with creditor	0.2
05/15/25	S Primrose	B410	Prepare for and attend call with A. Papai (0.3); review and respond to emails re: matter (0.1)	0.4
05/15/25	A Song	B185	Draft Third Contract Rejection Motion	0.4
05/15/25	A Song	B150	Review and communicate with UST and UCC counsel re: Critical Vendor Reporting	0.1
05/15/25	A Song	B550	Prepare Sale Hearing Agenda for filing (0.6); prepare Sale Order and internal correspondence re: same (0.6); draft and revise script for Sale Hearing (3.3); prepare for Hearing and confer with B. Bean re: same (2.8); draft and revise Amended Hearing Agenda (1.3); prepare Sale Declarations for filing (0.7); draft and prepare Notice of Filing Modified Proposed Sale Order and internal correspondence re: same (1.0)	10.3
05/16/25	C Adams	B185	Revise Second Cure Notice in accordance with B. Bean's comments and file the same	0.2
05/16/25	C Adams	B185	Review correspondence with opposing counsel regarding outstanding cure objections and correspond regarding same (1.7); update tracker regarding same (0.2)	1.9
05/16/25	C Adams	B250	Revise LMAs in accordance with B. Baker's comments and update LMA tracker regarding same (0.2); discuss and review landlord's comments to LMA with B. Baker and revise same (0.9); correspond with Hilco and A&M regarding same	1.2

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Date	Timekeeper	Task	Description	Hours
			(0.1)	
05/16/25	C Adams	B550	Prepare for and attend to Sale Hearing	2.7
05/16/25	B Baker	B250	Review and comment on LMAs (1.4); email correspondence concerning the same (0.4)	1.8
05/16/25	B Bean	B550	Prepare for and attend sale hearing (5.0); revise sale order and confer with K&S team, client and interested parties regarding the same (1.6); confer with buyer and client regarding closing calls (0.2); confer with court regarding sale order (0.2)	7.0
05/16/25	J Dutson	B550	Prepare for and attend sale hearing (5.5); review and revise final sale order and communications with client regarding same (0.7); attend to sale closing matters (0.7); call with client regarding strategy (0.5)	7.4
05/16/25	M Fishel	B185	Review updates to multiple cure related issues and correspondence with counterparties relating to same (1.1); review update from sale hearing (0.2)	1.3
05/16/25	T Kim	B550	Attend sale hearing	1.2
05/16/25	T Kim	B110	Continue [REDACTED] (1.4); correspondence with N. Bello regarding [REDACTED] (0.1)	1.5
05/16/25	T Kim	B550	Review updated dockets in preparation for Sale Hearing	0.2
05/16/25	A Song	B250	Revise lease modification agreement and internal correspondence re: same	1.0
05/16/25	A Song	B550	Prepare for and attend Sale Hearing (3.0); prepare Sale Order for filing (0.3)	3.3
05/16/25	A Song	B185	Prepare Second Contract Rejection Order for filing and internal correspondence re: same	0.2
05/17/25	B Bean	B110	Confer with client regarding IRS requests (0.1); confer with claims agent regarding service question (0.1)	0.2
05/19/25	C Adams	B250	Review and revise LMAs in accordance with B. Baker's comments (1.2); update LMA tracker regarding same (0.3); correspond with A&M and Hilco regarding same (0.2)	1.7
05/19/25	C Adams	B185	Correspond with cure objectors regarding outstanding cure objections; revise cure objection tracker (1.5); strategize with M. Fishel regarding same (0.2); draft notice of hearing regarding cure objections (0.9); review outstanding cure objections with A&M team (0.2); revise notice of hearing regarding cure objections in accordance with B. Bean's comments (0.2)	3.0



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Date	Timekeeper	Task	Description	Hours
05/19/25	B Baker	B250	Review and comment on LMAs (2.0); email correspondence with K&S team and A&M/Hilco teams concerning the same (0.5)	2.5
05/19/25	B Bean	B110	Confer with client and U.S. Trustee regarding monthly operating reports (0.2); confer with Verita regarding service questions (0.2); review payment instruction forms and provide comments thereto (0.2); confer with US Trustee and Committee regarding new accounts (0.2); respond to client regarding open questions (0.2); calls with client regarding ongoing workstreams (0.4); confer with J. Dutson regarding open questions (0.3); confer with creditor regarding lease question (0.1)	1.8
05/19/25	B Bean	B550	Prepare for and attend call with client regarding claim reconciliation process (0.7); prepare for and attend call with client and Truist regarding new accounts (0.6); prepare for and attend call with client regarding TSA (0.8); confer with K&S team regarding cure related issues (0.7); confer with client regarding TSA and Interim Management Agreement (0.6); revise TSA and Interim Management Agreement in accordance with client's comments (1.5)	4.9
05/19/25	J Dutson	B110	Review notice of default	0.3
05/19/25	J Dutson	B550	Communications with buyer's counsel regarding closing items (0.5); attention to new accounts (0.4)	0.9
05/19/25	M Fishel	B185	Work session with C. Adams relating to outstanding cures (0.2); review multiple updates to same (0.5); calls with opposing counsel relating to same (0.7); review updates to cures (0.5)	1.9
05/19/25	T Kim	B110	Continue drafting [REDACTED] [REDACTED] [REDACTED] (4.0); review [REDACTED] [REDACTED] (1.0); correspondence and call with B. Bean regarding the same (0.3)	5.3
05/19/25	S Primrose	B560	Attention to litigation and emails re: the same	0.3
05/19/25	A Song	B250	Revise Lease Modification Agreement and internal correspondence re: same	0.4
05/19/25	A Song	B550	Review Closing Checklist and confer with B. Bean re: same (0.4); correspondence with A&M and K&S team on closing preparation (0.3); review APA schedules in preparation for contract assignment and rejection (0.3); search and review precedents in preparation of drafting Officer's Certificate and confer with B. Bean re: same (0.5); prepare Officer's Certificate (1.3); research precedents for	3.3



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Date	Timekeeper	Task	Description	Hours
			Readjustment Motion in Georgia (0.5)	
05/19/25	A Song	B185	Draft and revise Third Contract Rejection Motion and internal correspondence re: same	1.4
05/19/25	A Song	B110	Prepare payment instruction forms and internal correspondence re: same (0.3); confer with C. Adams on Hearing in relation to Cure Objections (0.3); prepare for and attend call with A&M on claims and confer with B. Bean re: same (0.7); prepare for and attend call with Truist, A&M, and K&S on account management (0.5); prepare for and attend call with A&M and client on liquor licenses, TSA, and management agreement (0.5)	2.3
05/20/25	C Adams	B250	Review LMA correspondence and revise tracker regarding same	0.2
05/20/25	C Adams	B160	Research final fee applications for A&M and draft summary for B Bean	1.3
05/20/25	C Adams	B185	Review correspondence related to cure objections and update tracker regarding same (1.9); review list provided by A&M and edit the same and correspond with A&M regarding comments (0.5)	2.4
05/20/25	C Adams	B110	Prepare filing version of Notice of Hearing and file the same	0.6
05/20/25	C Adams	B185	Prepare for and attend call with A&M, Porter Hedges and Pappas regarding contract cures (0.7); strategize with B. Bean and J. Dutson regarding same (0.1)	0.8
05/20/25	B Baker	B250	Email correspondence with K&S team concerning status of LMAs	0.2
05/20/25	B Bean	B110	Confer with client regarding insurance related issues (0.3); confer with creditor regarding insurance related question (0.2); review engagement letter and provide comments thereto (0.2); confer with A. Song regarding claims objection pleadings (0.3); confer with client regarding KYC related questions (0.2)	1.2
05/20/25	B Bean	B550	Prepare for and attend closing checklist call (0.5); review TSA and Interim Management Agreement with J. Dutson and revise each agreement accordingly (1.4); call with client and buyer regarding contract review process (0.6); review and prepare analysis in connection with sale related question (0.6); confer with client regarding several sale related questions (0.7); review notice of hearing and provide comments thereto (0.4); confer with client regarding TSA (0.5)	4.7
05/20/25	S Choy	B220	Review 401k matters	1.0

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Date	Timekeeper	Task	Description	Hours
05/20/25	J Dutson	B110	Communications [REDACTED]	0.4
05/20/25	J Dutson	B150	Respond to inquiries from creditors	0.5
05/20/25	J Dutson	B550	Call with team regarding TSA/Management Agreement (0.5); calls with client regarding status and strategy (0.7); attend to closing items (1.0)	2.2
05/20/25	M Fishel	B185	Review multiple updates to cures (1.4); calls and correspondence with opposing counsel relating to same (0.4); call with A. Papai relating to same (0.1)	1.9
05/20/25	T Kim	B150	Call with creditor regarding OTB bankruptcy	0.1
05/20/25	S Primrose	B410	Confer with A. Papai re: matter	0.1
05/20/25	S Primrose	B150	Review and respond to emails from stay violating creditor	0.3
05/20/25	A Song	B190	Review Motion for Relief from Stay (0.7); correspondence and summary re: same with A&M, K&S, and client (0.9)	1.6
05/20/25	A Song	B310	Research on claims adjustment procedures and internal correspondence re: same	1.0
05/20/25	A Song	B110	Prepare payment instruction forms and correspondence with A&M, K&S, and Truist re: same	0.7
05/20/25	A Song	B185	Attend call with PH, Stalking Horse, and A&M on leases and contracts	0.7
05/20/25	A Song	B550	Correspondence with A&M and client re: Closing Checklist (0.1); revise Officer's Certificate and confer with B. Bean re: same (0.9); confer with A&M re: title transfer documents at Closing (0.2); attend Closing Checklist call (0.3); prepare KYC items and correspondence with Truist team re: same (0.5); prepare Closing deliverables and correspondence with PH re: same (0.5)	2.5
05/21/25	C Adams	B250	Strategize with B. Baker regarding LMAs (0.2); review LMAs with J. Dutson (0.3); draft LMAs and update tracker regarding same (2.5)	3.0
05/21/25	C Adams	B185	Review cure objection correspondence and tracker, correspond with objectors, and update tracker regarding same (1.8); strategize with M. Fishel regarding same (0.3); call with counterparty regarding outstanding cure amounts (0.2); call with additional counterparty regarding withdrawal of cure objection (0.1)	2.4
05/21/25	A Amico Olchaskey	B550	Draft UCC terminations and revisions to same	1.2
05/21/25	B Baker	B250	Email correspondence with K&S team and A&M/Hilco teams concerning LMAs	0.6
05/21/25	B Bean	B110	Prepare for and attend call with S. Choy and client regarding wind down (0.6); prepare for and attend	2.4

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Date	Timekeeper	Task	Description	Hours
			call with creditor regarding insurance claim (0.6); prepare for and attend call with client regarding post-closing insurance requirements (0.8); confer with client regarding insurance related question (0.2); confer with J. Dutson regarding request to approve transaction fee (0.2)	
05/21/25	B Bean	B550	Confer with buyer regarding sale documents (0.3); confer with P. Wozniak regarding labor question (0.2); confer with A. Song regarding closing deliverables (0.2); review draft consent and provide comments thereto (0.4); confer with liquor counsel regarding the TSA (0.2); review draft UCC-3 terminations and confer with A. Song regarding the same (0.6); confer with C. Adams regarding hearing notice (0.2); review and markup closing checklist and confer with buyer regarding certain closing deliverables (0.5); confer with buyer and client regarding closing checklist call (0.2); calls with client regarding ongoing workstreams (0.4)	3.2
05/21/25	N Bello	B110	Research re: [REDACTED] (0.8), email J. Dutson re: same (0.5)	1.3
05/21/25	S Choy	B110	Review benefit plan transition matters (1.0); telephone conference with E. Rojas, A. Papai et al. regarding benefit plan matters (.6)	1.6
05/21/25	J Dutson	B150	Respond to inquiries from creditors	0.5
05/21/25	J Dutson	B190	Communications regarding tort claims	0.5
05/21/25	J Dutson	B550	Communications regarding post-closing items (0.5); review research regarding post-closing items (0.4); review and revise post-closing document (2.0); review and comment on closing checklist (0.4)	3.3
05/21/25	M Fishel	B185	Review multiple updates to cures (0.9); calls and correspondence with opposing counsel relating to same (0.9); review further revised cure notice update (0.4)	2.2
05/21/25	T Kim	B110	Review comments on [REDACTED]	0.3
05/21/25	M Smith	B110	Research [REDACTED]	0.2
05/21/25	A Song	B190	Prepare for and attend call with landlord counsel on insurance	0.2
05/21/25	A Song	B550	Prepare various Closing deliverables (3.1); confer with B. Bean re: same and correspondence with PH, A&M, client, and K&S team re: same (1.0) attend call with A&M and client on post-Closing insurance and liquor licenses (0.5)	4.6
05/21/25	A Song	B310	Research and review claims objections procedures (1.5); draft Claims Objection (1.8)	3.3

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Date	Timekeeper	Task	Description	Hours
05/22/25	C Adams	B185	Review cure objection correspondence and update tracker regarding same (1.5); call with contract counterparty regarding outstanding cure objection (0.4); draft agreement with counterparty regarding tax issue and revise in accordance with M. Fishel's comments (0.5); correspond with Porter Hedges team regarding same (0.3); correspond with A&M team regarding questions about tax liability (0.1)	2.8
05/22/25	C Adams	B185	Revise notice of hearing and update contract counterparties with outstanding objections regarding same	0.3
05/22/25	C Adams	B160	Review and prepare fee request for A&M	1.3
05/22/25	C Adams	B510	Draft notice of hearing cancellation and revise in accordance with B. Bean's comments	0.7
05/22/25	C Adams	B250	Revise LMA in accordance with B. Baker's comments (0.5); draft revised LMA per updated LMA term sheet (0.4); revise LMA tracker regarding same (0.3)	1.2
05/22/25	B Baker	B250	Email correspondence with K&S team and A&M/Hilco teams concerning LMAs	0.3
05/22/25	B Bean	B550	Prepare for and attend call with client and Buyer regarding sale documents and closing checklist (1.0); confer with buyer regarding closing checklist call (0.1); calls with client regarding sale documents (0.2); confer with Truist representative regarding KYC items (0.1); review proposed sale documents and confer with A. Song regarding the same (0.6); confer with A. Papai regarding payoff letter (0.1); confer with P. Wozniak regarding labor related questions (0.2); provide comments to notice of cancellation of hearing and confer with C. Adams regarding the same (0.4); review summary of de minimis asset procedures and confer with A. Song regarding the same (0.4); call with client regarding funds flow (0.2)	3.3
05/22/25	B Bean	B110	Prepare for and attend call with client regarding insurance related issues (0.7); confer with client regarding insurance question (0.2)	0.9
05/22/25	J Dutson	B550	Call regarding Insurance and Bonding issues (0.5); call with Buyer team regarding TSA and Management agreement and prepare for same (0.9); call with Buyer team regarding checklist (0.5); attend to outstanding closing items (0.9); communications with committee regarding closing (0.3)	3.1
05/22/25	M Fishel	B185	Review multiple updates to cures (0.7); calls and correspondence with opposing counsel relating to	2.1

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Date	Timekeeper	Task	Description	Hours
			same (1.0); correspondence with C. Adams relating to same (0.4)	
05/22/25	A Harris	B220	Review and analysis of employee payment issue (0.2) and research the same (0.4)	0.6
05/22/25	A Song	B550	Review ancillary documents and correspondence re: same (1.0); prepare for and attend call with Stalking Horse, Porter Hedges, and A&M (0.8); correspondence with Truist re: escrow deliverables (0.4)	2.2
05/22/25	A Song	B150	Correspondence with UCC counsel and UST re: Critical Vendor payments	0.1
05/22/25	A Song	B310	Revise Omnibus Objection (1.6); draft Omnibus Declaration (2.7)	4.3
05/22/25	A Song	B130	Correspondence re: De Minimis Asset Sales Procedures with K&S team	0.7
05/22/25	A Song	B185	Draft Third Lease Rejection Motion (1.5); review and revise Third Contract Rejection Motion (1.0)	2.5
05/23/25	C Adams	B185	Correspond with Porter Hedges, cure objectors and K&S team regarding Notice of Cancelled Hearing (0.3); review and prepare Notice of Cancelled Hearing for filing (0.1); and file the same (0.2)	0.6
05/23/25	B Bean	B550	Confer with A. Song and P. Wozniak regarding labor related questions in connection with closing (0.2); confer with A. Song regarding TSA and Interim Management Agreement (0.1); call with A. Papai regarding ongoing workstreams (0.2); review Lease Rejection Motion and provide comments thereto (0.4)	0.9
05/23/25	C Coleman	B260	Review and analyze latest draft of transition services agreement (0.8); review and analyze latest draft of interim management agreement (0.8); draft email to J. Dutson summarizing transition services agreement and interim management agreement (0.5)	2.1
05/23/25	J Dutson	B550	Call regarding potential store closures (0.5); review and revise closing documents (0.6); communications with committee regarding closing documents (0.4); communications with creditors (0.5); prepare for closing (0.9)	2.9
05/23/25	J Dutson	B110	Review notice of cancellation (0.3); communications with chambers regarding same (0.2)	0.5
05/23/25	J Dutson	B230	Call with Porter Hedges regarding budget and closing items	0.7
05/23/25	A Harris	B220	Research payroll questions	1.4
05/23/25	A Song	B550	Review comments to the Officer's Certificate and correspondence with K&S and PH re: same (0.7);	2.2

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Date	Timekeeper	Task	Description	Hours
			review UCC comments to the TSA and MA and correspondence re: same (0.5); prepare for and attend call with Flaherty and company on liquor licenses (0.5); prepare for and attend call with A&M on store closures in relation to Closing (0.5)	
05/23/25	A Song	B310	Research and review Omnibus Objection Motions (1.3); draft Omnibus Objection Motion (0.8)	2.1
05/23/25	P Wozniak	B220	Prepare strategy regarding final day pay obligations	0.4
05/24/25	B Bean	B550	Confer with P. Wozniak, client and A. Song regarding labor related questions (0.4); review revised TSA and Interim Management Agreement and revise in accordance with J. Dutson's comments (0.9); confer with client and Buyer regarding the same (0.2)	1.5
05/24/25	J Dutson	B550	Review and comment on Funds Flow (0.7); review PH comments to TSA and Management agreement (0.5); revisions to TSA and Management Agreement (1.1); correspondence regarding Parent guaranty (0.4); additional revisions to closing documents (0.5)	3.2
05/24/25	A Harris	B220	Continue to research payroll questions (0.6) and draft email response regarding the same (0.5)	1.1
05/24/25	A Song	B550	Summarize changes made to TSA and IMA and internal correspondence re same	0.8
05/25/25	B Bean	B550	Confer with J. Dutson regarding TSA	0.1
05/25/25	J Dutson	B550	Attention to closing items	1.3
05/26/25	B Bean	B110	Review [REDACTED]	2.2
05/26/25	B Bean	B550	Confer with Committee regarding TSA and Interim Management Agreement (0.2); review closing deliverables and confer with A. Song regarding the same (0.3)	0.5
05/26/25	J Dutson	B550	Communications with client regarding closing (0.4); communications with committee regarding same (0.6); attend to closing items (0.9)	1.9
05/26/25	T Kim	B185	Review post-petition contracts	0.3
05/26/25	A Song	B550	Correspondence with client and PH re: Closing items	0.4
05/27/25	C Adams	B185	Review outstanding cure objections and related correspondence and correspond regarding same (1.3); call with objecting party regarding discrepancy in cure amount (0.2); update cure objection tracker regarding same (0.2); discuss and strategize remaining cure objections with M. Fishel and B. Bean (0.2); correspond with A&M team regarding outstanding objections (0.2); review and revise cure forgiveness agreement (0.3)	2.4



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Date	Timekeeper	Task	Description	Hours
05/27/25	B Bean	B110	Prepare for and attend call with client and committee [REDACTED]	0.5
05/27/25	B Bean	B185	Review revised Third Omnibus Contract Rejection Motion and provide comments thereto (0.5); confer with A. Song regarding Motion to Extend Deadline to Assume or Reject (0.2)	0.7
05/27/25	B Bean	B550	Prepare for and attend calls with client regarding transition services and closing process (1.5); prepare for and attend call with Buyer's counsel regarding sale (0.5); prepare for and attend call with client, Buyer and Buyer's counsel regarding interim management agreement and TSA (0.7); prepare for and attend closing checklist call (0.5); review comments to TSA and Interim Management Agreement, revise the same and confer with client and K&S team regarding the same (2.3); review notice of designation rights assets and provide comments thereto (1.0); confer with client regarding cure related issue (0.2); confer with Buyer's counsel regarding closing deliverables (0.6); confer with P. Wozniak and client regarding labor related question (0.3); review revised closing checklist and confer with A. Song regarding the same (0.3)	7.9
05/27/25	J Dutson	B550	Call regarding employee transition (0.5); attend to open closing items (1.5); call with client regarding closing (0.5); respond to inquiries from client (0.5); review revised MA and TSA (1.5); respond to inquiries from creditors (0.5)	5.0
05/27/25	J Dutson	B110	Call with Committee [REDACTED]	0.5
05/27/25	M Fishel	B185	Work session with B. Bean to discuss various cure issues (0.1); review various updates to cure issues (0.9)	1.0
05/27/25	K Furman	B410	Telephone call with J. Dutson	0.3
05/27/25	A Harris	B220	Review and analyze EEO-1 question	0.2
05/27/25	S Primrose	B560	Review and respond to emails re: stay issues	0.4
05/27/25	A Song	B210	Prepare independent contractor agreement and correspondence with K&S team and client re: same	0.2
05/27/25	A Song	B185	Prepare for and attend Closing Checklist Call with Stalking Horse and A&M (0.7); review Closing Checklist open items and correspondence with PH re: same (0.4); Revise Third Lease Rejection Motion in relation to store closure at Closing (0.8); draft Notice of Contracts in preparation for Closing (1.3); revise Third Contract Rejection Motion in preparation for Closing (0.9); prepare for Closing (1.5); prepare for and attend call with Stalking	8.6

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Date	Timekeeper	Task	Description	Hours
			Horse, PH, and A&M on TSA and Closing (0.7); review contract schedules and APA schedules (2.3)	
05/27/25	A Song	B110	Research [REDACTED] and assumption and assignment periods (1.0); review research and internal correspondence re: same (0.6)	1.6
05/27/25	P Wozniak	B220	Prepare strategy regarding EEO obligations	0.3
05/28/25	C Adams	B185	Correspond with remaining cure objectors regarding outstanding objections and update cure objection regarding same (1.9); review contracts to determine if included on notices (0.3)	2.2
05/28/25	C Adams	B185	Review and revise contract rejection motion and populate exhibits with rejected contracts	1.4
05/28/25	C Adams	B160	Correspond with Hilco team regarding final fee application	0.1
05/28/25	C Adams	B160	Review, research and revise A&M fee application in accordance with B. Bean's comments	2.7
05/28/25	B Bean	B550	Call with broker regarding post-closing insurance (0.5); prepare for and attend weekly professionals call (0.5); prepare for and attend closing checklist call (0.7); prepare for and attend call with client regarding insurance (0.5); review several closing documents and provide comments thereto (2.0); confer with client regarding written consent and relevant closing documents (0.4); review comments to, and revise, Interim Management Agreement and TSA and confer with client, buyer and committee regarding the same (4.3); confer with client and Truist regarding post-closing accounts (0.4); review escrow agreement and provide comments thereto (0.8); confer with A. Song and C. Adams regarding contract schedule (0.2); review insurance certificates and confer with client regarding the same (0.6); review joint escrow instructions and provide comments thereto (0.2); confer with buyer regarding closing deliverables and revise closing checklist in connection therewith (0.5)	11.6
05/28/25	N Bello	B110	Research re: [REDACTED]	2.3
05/28/25	J Dutson	B550	Call regarding GL insurance (0.5); call regarding other insurance (0.5); call with T. Meyers regarding bank accounts (0.4); call with client regarding account trust agreement (0.5); emails with client regarding same (0.3); review Trust Agreement (0.5); call with buyer regarding closing checklist (0.5); review revisions to closing documents (1.5); communications regarding parent guaranty (0.6); communications with committee regarding termination provisions (0.4); further revisions to	7.1



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Date	Timekeeper	Task	Description	Hours
			TSA and management agreement (1.4)	
05/28/25	M Fishel	B185	Review various updates to cure issues and tracker relating to same	0.6
05/28/25	K Furman	B550	Review TSA and telephone call with J. Dutson regarding same	0.4
05/28/25	T Kim	B550	Contact with transportation company in connection with potential sale of property (0.6); correspondence with J. Dutson and B. Bean regarding the same (0.2)	0.8
05/28/25	K O'Brien	B210	Analyze proposed "windup endorsement"	1.2
05/28/25	A Song	B210	Prepare independent consulting agreement and correspondence re: same	0.9
05/28/25	A Song	B550	Prepare for and attend call with A&M and broker re: insurance post-Closing (0.6); prepare for and attend Closing Checklist call with A&M, PH, and Stalking Horse (0.3); prepare for and attend weekly Debtor's professionals' call (0.5); review APA schedules and Contract schedules and correspondence re: same (2.5); correspondence with A&M re: Third Contract Rejection Motion in preparation for Closing (0.3); prepare and review various deliverables in anticipation of Closing and confer with B. Bean re: same (3.5); review various exhibits and schedules and flag any issues (1.7)	9.4
05/28/25	A Song	B110	Draft motion [REDACTED] (1.2); confer with [REDACTED] (0.2)	1.4
05/29/25	C Adams	B185	Draft Motion to Extend Assumption & Rejection Period	3.1
05/29/25	C Adams	B185	Correspond regarding cure objections and update tracker regarding same (1.1); strategize with M. Fishel regarding cure objections (0.2); correspond with A&M and review service list regarding late cure objection (0.3); strategize with J. Dutson and B. Bean regarding outstanding objections (0.2)	1.8
05/29/25	C Adams	B160	Correspond with HCF team regarding final fee application (0.2); review and revise HCF final fee application (0.7)	0.9
05/29/25	B Bean	B185	Review revised contract rejection motion and provide comments thereto (0.3); confer with client regarding the same (0.3)	0.6
05/29/25	B Bean	B550	Calls with several parties in connection with closing of the sale, review and revise several closing documents, including the interim management agreement and TSA, and review revised closing checklist (8.4); review and revise resignation letter (0.2); review executed documents and provide comments thereto in anticipation of closing (0.5)	9.1

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05/29/25	B Bean	B185	Review and provide comments to motion to extend deadline to reject leases and confer with C. Adams regarding the same	0.8
05/29/25	N Bello	B110	Research re: insurance issues	4.5
05/29/25	J Dutson	B550	Attend closing checklist call (0.5); multiple communications with Buyer and Buyer's counsel regarding management agreement (2.0); review and revise management agreement and TSA (1.5); confer with client regarding closing (1.5); calls with Liquor License counsel (0.5); attention to negotiations of closing documents (2.1); communications with committee regarding closing documents (1.0); attend to research regarding closing requirements (1.2)	10.3
05/29/25	C Eby Lowe	B210	Conference with J. Dutson and M. Kitchens regarding liquor license provisions in interim management agreement (0.5); revise agreement (0.9)	1.4
05/29/25	M Fishel	B185	Correspondence with C. Adams relating to various updates relating to cure issues (0.2); review summary of same (0.1); review updates to same (0.5); review designation list (0.1)	0.9
05/29/25	K Furman	B410	Telephone call with J. Dutson regarding TSA and management agreement (0.5); review same (1.7); related email correspondence (0.3); update call (0.3)	2.8
05/29/25	T Kim	B310	Call with claimant regarding claim deadline	0.3
05/29/25	T Kim	B185	Review outstanding contracts for designation asset list (0.5); correspondence and call with B. Bean regarding the same (0.2)	0.7
05/29/25	M Kitchens	B210	Attend meetings with J. Dutson and C. Eby concerning liquor licenses (0.3) and revise Interim Management Agreement (0.9)	1.2
05/29/25	K O'Brien	B210	Analyze insurance issues	0.6
05/29/25	S Primrose	B410	Attention to stay violation and related business issues	0.2
05/29/25	A Song	B550	Attend calls with Stalking Horse, PH, and A&M in preparation for closing (1.0); review and comment on various Closing deliverables and update checklist accordingly (5.0); various correspondence with PH, A&M, client, and K&S re: Closing related items (1.5);	7.5
05/29/25	A Song	B210	Revise resignation letter (0.2); revise Consulting Services Agreement and internal correspondence re: same (0.9)	1.1
05/30/25	C Adams	B160	Review and revise Hilco final fee application in accordance with B. Bean's and J. Dutson's	1.6

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Date	Timekeeper	Task	Description	Hours
			comments (0.8); review and revise A&M final fee application in accordance with B. Bean's comments (0.7); correspond with A&M regarding final fee application (0.1)	
05/30/25	C Adams	B185	Correspond with remaining outstanding cure objectors and update tracker regarding same (1.1); strategize with A&M team regarding same (0.2); strategize with M. Fishel regarding same (0.1)	1.4
05/30/25	C Adams	B185	Review and revise Motion to Extend Assumption Deadline in accordance with J. Dutson and B. Bean's comments	1.1
05/30/25	C Adams	B530	Review and compile monthly operating reports and global notes and file the same (0.8)	0.8
05/30/25	A Amico Olchaskey	B550	File UCC terminations	0.2
05/30/25	B Bean	B160	Revise fee application for investment banker and confer with C. Adams regarding the same	0.6
05/30/25	B Bean	B185	Confer with client and purchaser regarding lease rejection motion and coordinate filing of the same	0.6
05/30/25	B Bean	B530	Review Monthly Operating Reports and Global Notes and confer with client regarding the same (1.5); review filing versions of Monthly Operating Reports (0.5); review exclusivity extension motion and confer with client and C. Adams regarding the same (0.7)	2.7
05/30/25	B Bean	B550	Calls with several parties in connection with closing of the sale, review and revise closing documents, update closing punchlist and coordinate closing of the Sale	5.3
05/30/25	J Dutson	B550	Multiple communications with client regarding transition services issues (1.5); review and revise management agreement (1.9); calls with Buyer's counsel regarding same (0.5); communications with committee regarding closing (1.0); review funds flow (0.4); review A&M fee application (0.5); review Hilco fee application (0.5); calls with Liquor License counsel (0.4); attend to closing and post-closing items (2.0)	8.7
05/30/25	M Fishel	B185	Correspondence with C. Adams relating to various updates relating to cure issues (0.1); review updates to same (0.5)	0.6
05/30/25	K Furman	B410	Email correspondence and telephone call with J. Dutson regarding changes to management agreement	0.2
05/30/25	T Kim	B185	Review contract for designation asset list	0.1
05/30/25	S Primrose	B410	Attention to stay violation issues	0.3
05/30/25	A Song	B110	Revise [REDACTED]	0.6

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Date	Timekeeper	Task	Description	Hours
05/30/25	A Song	B160	Attention to fee application	1.8
05/30/25	A Song	B150	Correspondence with UCC counsel, UST, A&M, and K&S team on critical vendor reporting	0.2
05/30/25	A Song	B185	Prepare and file Third Lease Rejection Motion	0.3
05/30/25	A Song	B550	Review and comment on closing related documents as necessary (3.2); draft and prepare Notice of Closing of Sale for filing (1.0); attention to Closing and post-Closing matters (2.1)	6.3
05/31/25	C Adams	B160	Review and revise A&M fee app in accordance with A&M comments	0.8
05/31/25	C Adams	B530	Review MORs and correspond with A&M team regarding same	0.2
05/31/25	A Amico Olchaskey	B550	Review recorded UCC terminations	0.3
				<hr/> 795.5

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# **TIMEKEEPER SUMMARY**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>
Sam Choy	Partner	2.6
Jeff Dutson	Partner	149.3
Michael Fishel	Partner	33.8
Daniel Fowler	Partner	0.2
Kathryn Furman	Partner	3.7
Madison Kitchens	Partner	1.2
Sarah Primrose	Partner	15.4
Peter Wozniak	Partner	0.7
Kevin O'Brien	Counsel	1.8
Christian Adams	Associate	102.6
Britney Baker	Associate	15.2
Brooke Bean	Associate	178.2
Nancy Bello	Associate	17.0
Christopher Coleman	Associate	2.1
Christopher Eby Lowe	Associate	1.4
Anne Harris	Associate	3.3
Taeyeong Kim	Associate	37.1
R. Neilson	Associate	39.6
Matthew Smith	Associate	10.7
Alice Kyung Won Song	Associate	177.9
Angela Amico Olchaskey	Paralegal	1.7
Total		<hr/> 795.5

# **Expenses Incurred**

05/06/25	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 329658-195DDF051025 DATE: 5/10/2025 Eric Swanson - Pappas Brothers - Houston - TX	16.32
05/07/25	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 329658-195DDF051025 DATE: 5/10/2025 Eric Swanson - Pappas Brothers - Houston - TX	16.66
05/08/25	Business Meals - VENDOR: Compass Group USA, Inc. dba Flik INVOICE#: 1550002441 DATE: 5/8/2025 OTB Hospitality LLP - Lunch at Auction (5/6/2025) for 28 Participants	823.28
05/13/25	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 329658-205DDF051725 DATE: 5/17/2025 - Appliance Repair Pro LLC - Highlands Ranch - CO	72.60
05/16/25	Cabfare - VENDOR: Jeffrey R. Dutson INVOICE#: 7433102605211307 DATE: 5/21/2025 Uber to courthouse for OTB hearing	35.81

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**Expenses Incurred**

05/17/25	Cabfare - VENDOR: Jeffrey R. Dutson INVOICE#: 7433102605211307 DATE: 5/21/2025 Uber from courthouse to office for OTB hearing	27.21
05/18/25	Court Reporter - VENDOR: Veritext LLC INVOICE#: 8317472 DATE: 5/18/2025 Court reporter for OTB auction	1,510.50
05/19/25	Document Retrieval - VENDOR: Taylor, Jeremy INVOICE#: 7432982005211307 DATE: 5/21/2025 Hearing transcript	270.10
05/19/25	Cabfare - VENDOR: Bean, Brooke INVOICE#: 7443015305281305 DATE: 5/28/2025 Uber from office to courthouse for OTB hearing	32.30
05/30/25	VENDOR: Cogency Global Inc. INVOICE#: 102049079 DATE: 5/30/2025 UCC Filings	854.00
	Total Expenses	<hr/> 3,658.78

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

OTB Holding LLC

Invoice No.	10807127
Invoice Date	06/05/25
Client No.	38110
Matter No.	230001

RE: OTB Restructuring

For questions, contact:  
Jeff Dutson +1 404 572 2803

## REMITTANCE

*Please return this page with your remittance.*

---

**Amount Due This Invoice**

**\$931,205.78**

*Payment is Due Upon Receipt*

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

OTB Holding LLC

Invoice No. 10816635  
Invoice Date 07/11/25  
Client No. 38110  
Matter No. 230001

RE: OTB Restructuring

For questions, contact:  
Jeff Dutson +1 404 572 2803

For Professional Services Rendered through 06/30/25:

Fees	\$	379,408.00
Expenses		112.71
<b>Total this Invoice</b>	<b>\$</b>	<b>379,520.71</b>

*Payment is Due Upon Receipt*



38110 OTB Holding LLC  
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# PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours
06/01/25	B Bean	B160	Review revised fee application for A&M and confer with C. Adams regarding the same	1.0
06/02/25	C Adams	B160	Revise A&M fee application (0.5); research fee applications (0.9)	1.4
06/02/25	B Bean	B160	Revise completion fee application and confer with client regarding the same (0.5); review and revise Hilco final fee application and confer with C. Adams regarding the same (0.6)	1.1
06/02/25	B Bean	B140	Confer with J. Dutson regarding stay relief motions	0.1
06/02/25	B Bean	B110	Confer with A. Song regarding consulting agreement (0.1); confer with chambers and client regarding hearing dates (0.3)	0.4
06/02/25	B Bean	B185	Confer with client regarding contract rejection issues	0.6
06/02/25	J Dutson	B550	Attention to post-closing items	1.1
06/02/25	T Kim	B110	Review updated dockets	0.2
06/02/25	S Primrose	B410	Discuss matter with B. Bean (0.2); review docket and emails regarding matter (0.2); begin preparing suggestion of bankruptcy (0.2)	0.6
06/02/25	A Song	B310	Draft Claims Objection Procedures Motion	1.4
06/02/25	A Song	B550	Attention to post-closing matters	1.9
06/02/25	A Song	B210	Revise contractor agreement	0.5
06/03/25	C Adams	B160	Correspond with Hilco team regarding Hilco final fee application (0.1); review and revise same (0.5)	0.6
06/03/25	C Adams	B185	Draft Stipulation Motion and Order regarding Warwick lease rejection issue	2.1
06/03/25	B Bean	B140	Prepare for and attend meeting with J. Dutson and A. Song regarding stay relief motions (0.5); confer with A. Song regarding the same (0.2)	0.7
06/03/25	B Bean	B110	Confer with client, Hilco and court regarding hearing dates	0.2
06/03/25	B Bean	B320	Revise Plan term sheet and confer with committee regarding the same	0.8
06/03/25	B Bean	B185	Call with client regarding contract rejection (0.4); revise contract rejection motion and confer with client regarding the same (0.4); confer with various parties regarding stipulation and finalize draft stipulation (0.4)	1.2
06/03/25	B Bean	B110	Confer with client regarding insurance related issues and review bonds in connection with the same	0.7

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Date	Timekeeper	Task	Description	Hours
06/03/25	J Dutson	B320	Revisions to plan term sheet	0.5
06/03/25	J Dutson	B550	Attend to post-closing items	0.5
06/03/25	J Dutson	B140	Call with counsel regarding stay relief motions	0.5
06/03/25	J Dutson	B150	Communications with creditors	0.4
06/03/25	A Song	B160	Attention to payment of UCC fees (0.3); review and revise May invoice (0.7)	1.0
06/03/25	A Song	B310	Draft Omnibus Claims Objection Procedures Motion and correspondence with K&S team regarding same	3.4
06/03/25	A Song	B550	Prepare Closing Set	0.8
06/03/25	A Song	B320	Review and revise Plan Exclusive Period Motion	0.8
06/03/25	A Song	B140	Confer with K&S team on Relief from Stay Motions	0.4
06/04/25	B Bean	B160	Revise Hilco Final Fee Application	0.2
06/04/25	B Bean	B140	Confer with landlord's counsel regarding motion for stay relief	0.2
06/04/25	B Bean	B210	Review TPA Agreement and confer with J. Dutson regarding the same	0.6
06/04/25	B Bean	B320	Prepare for and attend call with client and K&S team regarding plan term sheet	0.7
06/04/25	B Bean	B185	Revise contract rejection motion	0.6
06/04/25	S Choy	B220	Review 401k audit requirements and 401k information	0.9
06/04/25	J Dutson	B320	Call with client regarding plan term sheet (0.4) ; revisions to same (0.4); plan negotiations (0.4)	1.2
06/04/25	J Dutson	B185	Attend to contract rejection	0.3
06/04/25	T Kim	B185	Review Warwick stipulation and agreed order	0.2
06/04/25	S Primrose	B410	Attention to creditor issues and emails with K&S team regarding the same	0.2
06/04/25	A Song	B150	Review floor plans and surveys in relation to landlord inquiry (0.6); review insurance policies (0.2)	0.8
06/04/25	A Song	B140	Draft responses to motions for relief from stay	0.9
06/04/25	A Song	B190	Draft suggestion of bankruptcy (0.5); correspondence with B. Bean and S. Primrose regarding same (0.2);	0.7
06/04/25	A Song	B160	Attention to May fee application	2.4
06/04/25	A Song	B320	Attend meeting with A&M on plan term sheet (0.6); research case law on third-party opt-out releases (1.9)	2.5
06/05/25	B Bean	B110	Prepare for and attend call with client regarding wind-down tasks	0.5

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Date	Timekeeper	Task	Description	Hours
06/05/25	B Bean	B320	Review and revise solicitation procedures motion and plan (5.0); review A. Song's research regarding plan releases (0.8)	5.8
06/05/25	N Bello	B320	Revise plan	3.5
06/05/25	S Choy	B220	Review 401k information (0.8); telephone conference with E. Rojas, A. Papai, B. Bean et al. regarding 401k matters (0.5)	1.3
06/05/25	J Dutson	B320	Call with client regarding plan term sheet	0.5
06/05/25	T Kim	B320	Review and revise disclosure statement (4.0); multiple correspondence and calls with B. Bean regarding the same (0.6)	4.6
06/05/25	S Primrose	B210	Review updates regarding outstanding issues related to creditors	0.1
06/05/25	S Primrose	B560	Coordinate with C. Strickland for Colorado filing	0.2
06/05/25	A Song	B160	Attention to fee application	2.1
06/05/25	A Song	B140	Confer with K&S team and movant's counsel regarding stay relief motions	0.5
06/05/25	A Song	B520	Correspondence with UST and UCC counsel regarding critical vendor reporting	0.1
06/05/25	A Song	B320	Research releases in relation to plan (1.6); review research regarding same (0.5); draft analysis regarding same (1.0)	3.1
06/06/25	B Bean	B320	Review and revise draft Plan of Reorganization (5.1); confer with T. Kim regarding Disclosure Statement (0.3); confer with A. Song and J. Dutson regarding exclusivity period (0.4)	5.8
06/06/25	S Choy	B220	Review 401k matters	0.6
06/06/25	J Dutson	B150	Communications with committee regarding critical vendor	0.4
06/06/25	T Kim	B320	Call with A. Song regarding exclusivity period	0.2
06/06/25	T Kim	B320	Continue drafting disclosure statement (2.4); correspondence with B. Bean regarding the same (0.1)	2.5
06/06/25	A Song	B160	Review and revise HCF fee application and prepare same for filing	1.6
06/06/25	A Song	B110	Attention to hearing scheduling (0.2); review docket (0.2); correspondence with Truist and A&M regarding escrow (0.1)	0.5
06/06/25	A Song	B310	Revise Claims Objection Procedures Motion and confer with B. Bean regarding same	1.3
06/06/25	A Song	B320	Confer with K&S team on exclusivity periods (0.8); research exclusive periods (1.8); summarize findings and analysis for internal review (0.9)	3.5
06/07/25	T Kim	B320	Continue drafting disclosure statement	1.0

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Date	Timekeeper	Task	Description	Hours
06/08/25	B Bean	B320	Begin review of revised disclosure statement (0.5); confer with committee regarding plan term sheet (0.1)	0.6
06/08/25	T Kim	B320	Continue drafting disclosure statement (1.9); correspondence with B. Bean regarding the same (0.1)	2.0
06/09/25	B Bean	B140	Call with K&S team and claimant regarding stay relief motion	0.5
06/09/25	B Bean	B220	Confer with client and EGPS regarding 401(k)	0.1
06/09/25	B Bean	B185	Confer with landlord regarding stipulation	0.2
06/09/25	B Bean	B320	Confer with J. Dutson regarding plan (0.2); review and revise draft disclosure statement (3.4)	3.6
06/09/25	J Dutson	B320	Call with committee counsel regarding plan term sheet	0.5
06/09/25	J Dutson	B140	Call with movant regarding stay relief	0.4
06/09/25	T Kim	B110	Revise consulting services agreement	1.4
06/09/25	T Kim	B320	Review and revise solicitation procedures motion, order, and related exhibits	3.2
06/09/25	S Primrose	B560	Finalize Suggestion of Bankruptcy and coordinate filing	0.5
06/09/25	A Song	B550	Review and revise Closing Set and internal correspondence re: same	0.8
06/09/25	A Song	B560	Review and revise suggestion of bankruptcy	0.6
06/10/25	B Bean	B160	Review A&M invoice and confer with A. Papai regarding the same	0.2
06/10/25	B Bean	B550	Review and revise closing set index	0.3
06/10/25	B Bean	B110	Confer with T. Kim regarding VDR	0.1
06/10/25	B Bean	B140	Confer with claimant regarding stay relief motion	0.5
06/10/25	J Dutson	B320	Review and revise chapter 11 plan of liquidation	1.5
06/10/25	J Dutson	B140	Call regarding stay relief motion	0.5
06/10/25	T Kim	B320	Review revisions to disclosure statement (0.3); correspondence with B. Bean regarding revisions to solicitation procedures motion (0.2)	0.5
06/10/25	T Kim	B110	Revise consulting services agreement (0.3); multiple correspondence with J. Dutson and B. Bean regarding the same (0.2); correspondence with consultant regarding the same (0.1)	0.6
06/10/25	T Kim	B110	Correspondence with D. Arthur regarding VDR file download (0.3); coordinate work stream regarding company contracts (0.4); correspondence with B. Bean regarding the same (0.1)	0.8
06/11/25	C Adams	B310	Prepare for and participate in call with K&S team and A&M team regarding priority and	1.3

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Date	Timekeeper	Task	Description	Hours
			administrative claims and strategize regarding same (1.0); review A&M analysis of priority and administrative claims (0.3)	
06/11/25	C Adams	B310	Review proofs of claim and relevant statutes and draft summary of bases for claim for B. Bean and A&M team's review (2.1); review and discuss the same with B. Bean (0.2)	2.3
06/11/25	B Bean	B110	Calls with client regarding ongoing workstreams	0.2
06/11/25	B Bean	B140	Confer with H. Peters regarding research on stay relief issue (0.5); confer with A. Song regarding objection to stay relief motion (0.5); confer with stay relief claimants regarding continuance (0.2)	1.2
06/11/25	B Bean	B185	Confer with landlord regarding stipulation (0.2); confer with C. Adams regarding claim review (0.2); revise the stipulation and confer with landlord regarding the same (0.4); confer with ecolab regarding the same (0.2)	1.0
06/11/25	B Bean	B210	Review OCP Declaration and confer with client and A. Song regarding the same	0.2
06/11/25	B Bean	B210	Prepare for and attend call with client re: claim administration	0.7
06/11/25	J Dutson	B320	Attend to plan negotiations and term sheet	1.1
06/11/25	T Kim	B110	Correspondence with Hilco and D. Arthur regarding remaining files on VDR site	0.2
06/11/25	A Song	B110	Review docket and confer internally re: timeline	0.3
06/11/25	A Song	B310	Prepare for and attend call with A&M on claims reconciliation process (1.1); internal correspondence re: same (0.2)	1.3
06/11/25	A Song	B210	Review and revise OCP Declaration (0.6); draft and revise NOF for OCP Exhibit (0.7); correspondence with K&S team and A&M re: same (0.3)	1.6
06/11/25	A Song	B550	Revise Closing Set Index	0.3
06/12/25	C Adams	B190	Research liquor license issue and relevant lease provision and draft summary for K&S team	4.2
06/12/25	B Bean	B320	Call with client regarding plan timing (0.1); confer with J. Dutson regarding the same (0.1); revise solicitation procedures motion (3.1)	3.3
06/12/25	B Bean	B185	Revise contract rejection motion and confer with client regarding the same (0.4); coordinate filing of contract rejection motion (0.1); revise notice of hearing and provide comments thereto (0.1)	0.6
06/12/25	B Bean	B190	Confer with C. Adams regarding research	0.3
06/12/25	B Bean	B160	Confer with client regarding claims agent invoice	0.1
06/12/25	J Dutson	B320	Review and revise plan of liquidation (3.2); revise	4.4

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Date	Timekeeper	Task	Description	Hours
			term sheet for plan and communications regarding same (0.8); review revisions to term sheet and communications with client regarding same (0.4)	
06/12/25	A Song	B110	Prepare payment instruction forms (0.3); review docket and update trackers in relation to timelines (0.2)	0.5
06/12/25	A Song	B320	Review liquidating plans and related documents	0.4
06/12/25	A Song	B185	Prepare and revise Notice of Filing for Rejection Motions (0.8); review and revise Third Contract Rejection Motion (1.0); confer with B. Bean re: same (0.3); confer with C. Adams in relation to rejected lease and liquor licenses (0.3)	2.4
06/12/25	A Song	B550	Prepare and review Closing Set	1.5
06/12/25	C Stricklin	B560	Review and approve pleading for filing in Colorado district court	0.3
06/13/25	C Adams	B185	Review and prepare filing version of stipulation and file the same	0.3
06/13/25	C Adams	B190	Research bankruptcy court treatment of rights of first refusal and draft summary for B. Bean (1.6); review and strategize with J. Dutson regarding same (0.2)	1.8
06/13/25	B Bean	B320	Revise Solicitation Procedures Motion and confer with J. Dutson regarding the same	1.3
06/13/25	B Bean	B110	Prepare for and attend call with collateral provider regarding insurance related issues (0.5); confer with client regarding the same (0.2); review C. Adam's research and confer with him regarding the same (0.5)	1.2
06/13/25	B Bean	B310	Prepare multiple claim objections, revise the same in connection with J. Dutson's comments and coordinate filing of the same (6.8); provide feedback to client regarding certain secured and priority claims (0.4)	7.2
06/13/25	J Dutson	B320	Revise plan of liquidation (4.5); communications with client regarding same (0.5); review committee's comments to term sheet (0.4)	5.4
06/13/25	J Dutson	B110	Call regarding OTB Group and insurance related issues	0.4
06/13/25	S Primrose	B560	Review and respond to emails re: matter	0.2
06/13/25	A Song	B310	Review case law and revise Objection Procedures Motion (0.8) and correspondence with K&S and A&M re: same (0.3); review claims register and claims (0.5); review and revise Objections (1.7)	3.3
06/14/25	B Bean	B110	Confer with client regarding liquor license reporting and ordinary course professional related questions	0.2



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Date	Timekeeper	Task	Description	Hours
06/16/25	C Adams	B320	Prepare for and attend call regarding plan timing and wind-down process	0.8
06/16/25	C Adams	B190	Coordinate with M. Fishel regarding tax authority letter and correspond with opposing counsel regarding same (0.2); research lease rejection issue (0.2); coordinate release of letter to Dallas County Tax Office (0.1)	0.5
06/16/25	C Adams	B160	Review and revise A&M fee application in accordance with A&M comments (1.1); review and revise in accordance with B. Bean's comments (0.3); revise in accordance with J. Dutson's comments (0.2); prepare filing version and notice of hearing and file the same (0.8)	2.4
06/16/25	B Bean	B520	Confer with US Trustee regarding MORs	0.1
06/16/25	B Bean	B320	Confer with T. Kim regarding Disclosure Statement (0.3); confer with A. Papai regarding tax payments (0.2); revise draft Disclosure Statement and confer with J. Dutson regarding the same (4.0)	4.5
06/16/25	B Bean	B110	Prepare for and attend call with Debtors' professionals (0.6); calls with client regarding various workstreams (0.4); review and revise workstreams tracker (0.3); review payment instruction form (0.1)	1.4
06/16/25	B Bean	B160	Review and revise A&M Fee Application and confer with C. Adams regarding the same (0.6); confer with A. Song regarding OCP Reporting (0.2)	0.8
06/16/25	J Dutson	B320	Call with client regarding plan timing (0.5); extensive revisions to plan (1.9); communications with committee regarding plan (0.3)	2.7
06/16/25	M Fishel	B185	Call with J. Wolfshohl, B. Bean and C. Adams to discuss cure resolution process (0.4); review issues in connection with same (0.2)	0.6
06/16/25	T Kim	B320	Research precedent disclosure statement case regarding substantive consolidation language (2.1); call with B. Bean regarding the same (0.2); correspondence with J. Dutson regarding the same (0.1)	2.4
06/16/25	T Kim	B110	Correspondence with B. Bean regarding consulting contract (0.1); review and revise contract and prepare for execution (0.3); correspondence with consultant regarding the same (0.1)	0.5
06/16/25	A Song	B320	Prepare for and attend meeting with A&M on plan timing and wind-down process (1.0); review plan and internal correspondence re: same (0.5)	1.5
06/16/25	A Song	B110	Review docket and prepare tracker on workstreams (0.8); prepare and execute payment instruction	1.1



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Date	Timekeeper	Task	Description	Hours
			forms (0.3)	
06/16/25	A Song	B110	Attention to cancellation of Ohio Workers' Compensation policy and confer internally re: same	1.7
06/16/25	A Song	B550	Review and comment on Closing Set	0.3
06/16/25	A Song	B210	Draft OCP Notice	0.3
06/17/25	C Adams	B185	Draft Unexpired Lease Rejection Motion (1.6); draft Executory Contract Rejection Motion (1.2)	2.8
06/17/25	B Bean	B310	Conduct research and confer with client regarding claim objections (1.6); call with claimant regarding claim objection (0.2)	1.8
06/17/25	B Bean	B140	Confer with claimant regarding stay relief motion	0.4
06/17/25	B Bean	B110	Prepare for and attend call with 401(k) provider regarding wind-down (0.5); confer with H. Peters regarding research (0.5); confer with client regarding MORs (0.1); confer with client and insurer regarding insurance issue (0.2); confer with client and tax authorities regarding payment of taxes (0.4); call with client regarding various workstreams (0.4); review insurance cancellation notice and confer with A. Song regarding various insurance issues (0.2); respond to client's question regarding liquor licenses (0.2); prepare agenda for professional's call (0.2)	2.7
06/17/25	B Bean	B320	Confer with J. Dutson regarding Disclosure Statement (0.4); prepare plan timeline and confer with J. Dutson regarding the same (0.5)	0.9
06/17/25	S Choy	B320	Telephone conference with 401k administrator et al. regarding plan termination matter; emails with 401k administration regarding plan matters (0.5); review plan information (0.3)	0.8
06/17/25	J Dutson	B110	Call regarding 401k winddown	0.4
06/17/25	J Dutson	B320	Revisions to Plan term sheet (0.8); communications with committee regarding plan issues (0.5)	1.3
06/17/25	T Kim	B110	Continue work regarding files from virtual data room	0.2
06/17/25	T Kim	B320	Revise disclosure statement regarding substantive consolidation (2.9); review precedent case regarding the same (0.5); correspondence with B. Bean regarding the same (0.1)	3.5
06/17/25	A Song	B110	Prepare payment instruction forms and correspondence re: same (0.2); review and update workstream tracker (0.1); review escrow agreement and correspondence re: same (0.3)	0.6
06/17/25	A Song	B320	Research claim priorities	0.3
06/18/25	C Adams	B110	Prepare for and attend call regarding wind-down	0.6

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Date	Timekeeper	Task	Description	Hours
06/18/25	B Bean	B130	Confer with H. Peters regarding de minimis asset sale notice and revise proposed notice	0.4
06/18/25	B Bean	B520	Confer with U.S. Trustee and Committee regarding claims objections procedures	0.1
06/18/25	B Bean	B110	Prepare for and attend call with client regarding wind-down (0.6); prepare for and attend call with K&S and administrator regarding 401(k) (0.4); review and revise workstream list and confer with A. Song and J. Dutson regarding the same (0.5); confer with A. Song regarding insurance related issues (0.2); review notice to TPA and provide comments thereto (0.3)	2.0
06/18/25	B Bean	B310	Review comments from client to claims objection procedures and confer with A. Song regarding the same	0.6
06/18/25	S Choy	B220	Telephone conference with Lincoln Financial et al. regarding 401k matters (0.4); review 401k termination documents (0.4)	0.8
06/18/25	J Dutson	B110	Attend wind down call (0.4); attend 401k call (0.5); review open items and workstreams (0.4)	1.3
06/18/25	J Dutson	B320	Communications with committee counsel regarding plan issues	0.4
06/18/25	T Kim	B110	Continue work on exporting files from VDR to local system (1.8); correspondence with D. Arthur regarding the same (0.1); correspondence with B. Bean regarding signature for consulting agreement (0.1); compile signature pages for execution and correspondence with relevant parties regarding the same (0.5)	2.5
06/18/25	T Kim	B320	Review revisions to disclosure statement (0.4); review revisions to solicitation procedures motion (0.3)	0.7
06/18/25	S Primrose	B210	Review and respond to emails re: business issues, leases, and stay violations	0.5
06/18/25	A Song	B140	Review and summarize Motion for Stay Relief for internal review	0.3
06/18/25	A Song	B110	Prepare for and attend meeting with A&M and S. Medley re: winddown (0.5); draft Notice to Gallagher Basset regarding Third Party Administration Agreement (0.7); attention to cancellation of Ohio Workers' Compensation Policy (1.3)	2.5
06/18/25	A Song	B110	Update workstream tracker and confer with J. Dutson and B. Bean re: same	0.6
06/18/25	A Song	B310	Review and revise Omnibus Claims Procedures Motion	0.6

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Date	Timekeeper	Task	Description	Hours
06/18/25	A Song	B210	Draft OCP Notice	1.3
06/19/25	B Bean	B210	Review and provide comment to OCP statement	0.2
06/19/25	B Bean	B320	Review Committee's comments to Plan and confer with client and J. Dutson regarding the same (1.5); confer with T. Kim regarding revised Plan (0.4); finalize draft of Solicitation Procedures Motion and confer with J. Dutson regarding the same (3.1); review T. Kim's draft of revised Plan and provide comments thereto (2.6)	7.6
06/19/25	B Bean	B310	Confer with A. Song regarding claims objection	0.5
06/19/25	S Choy	B220	Review 401k termination matters	0.4
06/19/25	J Dutson	B320	Review and respond to committee comments to plan (0.7); call with client regarding same (0.3); revise plan (1.4); review disclosure statement (1.0)	3.4
06/19/25	T Kim	B320	Review and revise plan of liquidation based on comments from Committee and J. Dutson (4.5); correspondence with B. Bean regarding the same (0.1)	4.6
06/19/25	T Kim	B150	Call with creditor	0.1
06/19/25	A Song	B210	Revise OCP Quarterly statement and correspondence re: same (0.5); correspondence with A&M re: potential solutions for withheld services (0.2)	0.7
06/19/25	A Song	B110	Prepare payment instruction forms and correspondence re: same	0.2
06/20/25	B Bean	B310	Review Committee's comments to claims objection procedures motion and confer with J. Dutson regarding the same	0.3
06/20/25	B Bean	B140	Confer with client and claimants regarding stay relief motions	1.4
06/20/25	B Bean	B320	Prepare for and attend call with claims agent regarding Plan timeline (0.4); confer with client and claims agent regarding the same (0.5); review revised Plan and provide comments thereto (0.6); confer with Committee and client regarding Plan and Solicitation Procedures Motion (1.2); review revised Disclosure Statement and provide comments thereto (2.4)	5.1
06/20/25	J Dutson	B320	Call with team regarding plan timeline (0.5); revise plan (1.5)	2.0
06/20/25	J Dutson	B140	Call with claimant regarding stay relief motion (0.5); call regarding Izaguirre motion with claimant (0.4)	0.9
06/20/25	J Dutson	B110	Call with A. Papai regarding health care claims (0.4); call with committee counsel regarding same	1.5

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Date	Timekeeper	Task	Description	Hours
			(0.3); communications regarding TSA insurance issues (0.8)	
06/20/25	T Kim	B320	Review revisions to plan based on comments from UCC (0.6); review changes to solicitation procedures motion (0.5); call with claims agent regarding timeline for plan of liquidation (0.2); revise disclosure statement (1.7); correspondence with B. Bean regarding the same (0.1)	3.1
06/20/25	T Kim	B310	Correspondence with A. Song regarding claim objection and related declarations	0.1
06/20/25	S Primrose	B210	Review and respond to emails re: business issues	0.5
06/20/25	A Song	B110	Review and update workstream tracker and confer with B. Bean re: same (0.4); confer with A&M and UST re: critical vendor reporting (0.3); prepare payment instruction forms (0.3)	1.0
06/20/25	A Song	B110	Attention to cancellation of workers' compensation policies	1.7
06/20/25	A Song	B140	Confer with movant's counsel on Motion for Stay Relief (0.2); correspondence with Verita re: service on same (0.3); confer with S. Medley and A&M re: same (0.5)	1.0
06/20/25	A Song	B320	Confer with Verita on plan related timeline (0.3); update Solicitation Procedures Motion (0.9)	1.2
06/20/25	A Song	B310	Draft Second Omnibus Objection (2.4); confer with B. Bean re: same (0.2); review UCC comments on Omnibus Objection Procedures Motion and revise same (2.1)	4.7
06/21/25	B Bean	B160	Confer with J. Dutson regarding questions on fee applications	0.2
06/21/25	B Bean	B320	Review Committee's new issues list and prepare revised version for purposes of updating plan and confer with T. Kim and J. Dutson regarding the same	0.9
06/21/25	J Dutson	B320	Call with Committee counsel regarding plan (0.3); communications with team regarding plan issues (0.3); call with client regarding same (0.3); review revised plan (0.4)	1.3
06/22/25	B Bean	B160	Prepare analysis of monthly compensation procedures and confer with J. Dutson regarding the same	0.3
06/22/25	B Bean	B320	Review revised Plan and provide revised draft to J. Dutson	1.3
06/22/25	B Bean	B110	Review payment instruction form and provide comments thereto	0.1
06/22/25	T Kim	B320	Revise comments from UCC regarding plan (0.5);	2.9

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Date	Timekeeper	Task	Description	Hours
			revise plan of liquidation (2.3); correspondence with B. Bean regarding the same (0.1)	
06/23/25	B Bean	B320	Confer with T. Kim, client and A. Song regarding liquidation analysis (0.4); confer with J. Dutson regarding changes to Plan (0.5); revise Solicitation Procedures Motion in accordance with changes to the Plan and confer with J. Dutson regarding the same (2.0)	2.9
06/23/25	B Bean	B130	Prepare draft sale notice and confer with J. Dutson regarding the same	0.3
06/23/25	B Bean	B160	Confer with J. Dutson and T. Kim regarding fee applications (0.3)	0.3
06/23/25	B Bean	B110	Prepare for and attend call with client regarding ongoing workstreams (0.5); prepare for and attend call with broker regarding insurance related issues (0.5)	1.0
06/23/25	S Choy	B220	Review 401k termination matters	0.2
06/23/25	J Dutson	B110	Attend Wind Down Call (0.4); revisions to Plan and Disclosure Statement (1.3); call with committee counsel regarding open issues on plan (0.4); attention to A&M retention issues (0.5)	2.6
06/23/25	T Kim	B160	Research on precedent case regarding fee applications (1.7); correspondence with B. Bean regarding the same (0.1)	1.8
06/23/25	T Kim	B320	Review revisions to plan and disclosure statement (0.7); research on precedent for liquidation analysis (0.9); correspondence with B. Bean and A. Song regarding the same (0.1)	1.7
06/23/25	S Primrose	B210	Review and respond to emails re: outstanding business issues	0.2
06/23/25	A Song	B320	Prepare for and attend call with A&M and Company on Plan and winddown (0.4); research liquidation analysis in plans (0.4); revise Solicitation Procedures Motion (0.9)	1.7
06/23/25	A Song	B110	Attention to cancellation of workers' compensation policy (0.2); prepare for and attend call with Lockton on administration of workers' compensation claims (0.2)	0.4
06/23/25	A Song	B110	Review and update workstreams tracker and confer with B. Bean re: same (0.4); attention to payment (0.3)	0.7
06/23/25	A Song	B310	Revise Omnibus Objection Procedures Motion and correspondence with A&M and Verita re: same	0.6
06/24/25	C Adams	B185	Update fourth contract rejection motion with rejected contracts (0.5); draft fifth contract rejection motion (1.7)	2.2

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Date	Timekeeper	Task	Description	Hours
06/24/25	B Bean	B320	Revise Plan and Disclosure Statement and confer with J. Dutson and T. Kim regarding the same	2.8
06/24/25	B Bean	B310	Confer with various parties regarding claims objection procedures	0.5
06/24/25	B Bean	B185	Review and revise lease and contract rejection motions	0.7
06/24/25	B Bean	B520	Confer with client and US Trustee regarding monthly bank statements and monthly operating reports	0.6
06/24/25	B Bean	B110	Review workstream lists and provide comments thereto (0.4); confer with J. Dutson regarding case timeline (0.1); review notice of hearing and provide comments thereto (0.1)	0.6
06/24/25	J Dutson	B320	Revise plan summary (1.1); review revisions to plan (0.6); call with client regarding timing (0.3); communications with committee regarding plan (0.4); analysis regarding plan issues (1.0)	3.4
06/24/25	T Kim	B320	Draft high level summary for plan of liquidation (3.0); revise disclosure statement (2.4); correspondence with B. Bean and J. Dutson regarding the same (0.1)	5.5
06/24/25	A Song	B210	Review utility claim and correspondence with Travelers and A&M re: same	0.3
06/24/25	A Song	B110	Review and update workstream tracker (0.5); confer with Truist and A&M on payments (0.3)	0.8
06/24/25	A Song	B310	Attention to Omnibus Claims Procedures Motion (0.7); prepare Notice of Hearing for same (0.9)	1.6
06/25/25	B Bean	B320	Confer with J. Dutson regarding changes to Plan (0.1); revise Plan and confer with client and Committee regarding the same (0.8); confer with various parties in interest regarding Disclosure Statement hearing date (0.2); revise Disclosure Statement and confer with client regarding the same (1.4)	2.5
06/25/25	B Bean	B185	Confer with J. Dutson and client regarding contract and lease rejection motions	0.4
06/25/25	B Bean	B110	Confer with A. Song regarding insurance related workstreams (0.2); prepare agenda for bi-weekly call (0.2)	0.4
06/25/25	J Dutson	B320	Call with committee counsel regarding plan (0.4); revisions to Plan and communications regarding same (0.8)	1.2
06/25/25	T Kim	B320	Review revisions to disclosure statement and plan of liquidation (0.7); correspondence with B. Bean regarding cramdown provision (0.2); revise	2.1

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Date	Timekeeper	Task	Description	Hours
			disclosure statement (1.0); review liquidation analysis (0.2)	
06/25/25	S Primrose	B210	Review and respond to emails re: outstanding business issues	0.2
06/25/25	A Song	B110	Review and update workstreams tracker	0.4
06/25/25	A Song	B110	Attention to cancellation of workers' compensation policy	0.3
06/26/25	C Adams	B110	Prepare for and participate in call regarding OTB wind-down process	0.6
06/26/25	B Bean	B140	Confer with A. Song regarding stay relief motions	0.3
06/26/25	B Bean	B110	Prepare for and attend call with client regarding various workstreams (0.7); review workstream list and provide comments thereto (0.3); confer with broker regarding insurance related issues (0.2); comment on notice of hearing (0.2); confer with A. Song regarding insurance related questions (0.2)	1.6
06/26/25	B Bean	B210	Confer with J. Dutson regarding OCP statement	0.2
06/26/25	B Bean	B320	Confer with Committee regarding hearing date (0.1); revise plan timeline and confer with J. Dutson regarding the same (0.2); revise disclosure statement in accordance with client's comments and confer with Committee regarding the same (0.7)	1.0
06/26/25	B Bean	B310	Confer with claimants regarding claims objections	0.6
06/26/25	S Choy	B220	Review benefit plan matters	0.4
06/26/25	J Dutson	B320	Communications regarding disclosure statement	0.5
06/26/25	T Kim	B320	Review comments to plan from UCC	0.3
06/26/25	A Song	B210	Research OCP reporting and revise OCP quarterly statement	0.4
06/26/25	A Song	B110	Prepare for and attend call with A&M and S. Medley on winddown (0.5); attention to policy cancellation (0.4)	0.9
06/26/25	A Song	B110	Draft and revise Notice of Omnibus Hearings (0.8); draft July 15 Hearing Agenda (1.0)	1.8
06/26/25	A Song	B110	Confer with B. Bean on workstreams	0.4
06/26/25	A Song	B310	Draft and revise claims objection	1.1
06/27/25	B Bean	B320	Confer with J. Dutson regarding solicitation procedures (0.2); confer with committee, client and claims agent regarding revised Plan Timeline (0.2)	0.4
06/27/25	B Bean	B110	Review notice of hearing and provide comments thereto (0.2); call with client regarding various workstreams (0.2)	0.4
06/27/25	J Dutson	B320	Call with committee counsel regarding plan (0.4); review plan timeline (0.3)	0.7



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Date	Timekeeper	Task	Description	Hours
06/27/25	J Dutson	B150	Respond to inquiries from creditors	0.4
06/27/25	J Dutson	B110	Review communications regarding contracts	0.4
06/27/25	T Kim	B320	Research precedent cases in 11th circuit regarding exculpation language (0.7); research precedent cases in S.D. N.Y. regarding exculpation language (0.6); summary and analysis of research findings (0.5); correspondence with J. Dutson regarding the same (0.1)	1.9
06/27/25	A Song	B140	Draft proposed order for stay relief	0.7
06/27/25	A Song	B110	Review and update workstreams list (0.4); revise and prepare Notice of Omnibus Hearing for filing (0.3)	0.7
06/27/25	A Song	B310	Revise Claim Objection	0.5
06/28/25	B Bean	B310	Review and revise claims objection and confer with A. Song regarding the same	0.5
06/28/25	B Bean	B110	Confer with C. Adams regarding healthcare question	0.2
06/28/25	S Choy	B220	Review annual reports for health and welfare plans	0.4
06/28/25	J Dutson	B320	Call with committee counsel regarding plan (0.5); second call with committee counsel regarding plan (0.5); revisions to plan and emails to client regarding same (1.0)	2.0
06/29/25	C Adams	B110	Review UnitedHealthcare policies and procedures regarding claim reimbursement once policy ends and draft summary for B. Bean	2.5
06/29/25	C Adams	B185	Review and draft notices of hearing for contract rejection motion and lease rejection motion (0.6); revise in accordance with B. Bean's comments (0.2)	0.8
06/29/25	B Bean	B140	Review and revise proposed stay relief order and confer with A. Song regarding the same	0.2
06/29/25	B Bean	B320	Review Committee's comments to Disclosure Statement and Solicitation Procedures Motion and revise as needed (0.9); confer with client regarding revised Plan (0.1)	1.0
06/29/25	B Bean	B185	Revise lease and contract rejections motions, confer with client and C. Adams regarding the same (0.3); review notices of hearing for the same (0.2)	0.5
06/29/25	B Bean	B110	Prepare Agenda for call with client (0.2); review C. Adam's analysis of healthcare policy (0.2)	0.4
06/29/25	J Dutson	B320	Attention to plan matters	0.7
06/29/25	A Song	B550	Attention to Closing Set	0.2
06/29/25	A Song	B310	Revise claim objection and correspondence re: same	0.4
06/29/25	A Song	B140	Revise proposed order and correspondence re: same	0.6
06/30/25	C Adams	B530	Review and compile monthly operating reports and	0.8

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Date	Timekeeper	Task	Description	Hours
			file the same	
06/30/25	C Adams	B185	Correspond with landlords regarding return of keys for rejected location	0.4
06/30/25	C Adams	B110	Prepare for and attend OTB wind-down meeting with A&M and OTB teams	0.6
06/30/25	C Adams	B185	Prepare filing versions of lease and contract rejection motions and file the same	0.7
06/30/25	B Bean	B210	Review and revise OCP Statement and confer with J. Dutson and client regarding the same	0.6
06/30/25	B Bean	B110	Prepare for and attend call with debtors' professionals (0.8); review and comment on notice of omnibus hearing and confer with the court and other parties in interest regarding hearing dates (0.4)	1.2
06/30/25	B Bean	B530	Review and revise Global Notes for MORs (0.5); review MORs prior to filing and confer with C. Adams regarding the same (1.3)	1.8
06/30/25	B Bean	B320	Review and finalize Plan, Disclosure Statement and Solicitation Procedures Motion for filing (5.3); confer with Committee and client regarding the same (1.4)	6.7
06/30/25	J Dutson	B310	Review and revise claim objections	0.3
06/30/25	J Dutson	B110	Call with client regarding wind down items	0.4
06/30/25	J Dutson	B320	Final revisions to plan (1.0); communications with client regarding same (0.4); review and comment on Disclosure Statement (0.5); review and comment on Solicitation Motion (0.8); communications with committee regarding plan issues (0.4); further revisions to the plan (0.4)	3.5
06/30/25	T Kim	B320	Review and revise disclosure statement (1.0); review and revise solicitation procedure motion and order (1.1); correspondence with B. Bean regarding the same (0.1)	2.2
06/30/25	A Song	B110	Prepare for and attend call with A&M and S. Medley re: winddown (0.6); revise letter to TPA (0.4)	1.0
06/30/25	A Song	B110	Update workstreams tracker (0.7); revise and prepare OCP reporting for filing (0.5); draft and prepare notice of hearing for filing (0.5)	1.7
06/30/25	A Song	B140	Revise Proposed Order for Stay Relief Motion	0.3
06/30/25	A Song	B320	Research trust agreements (0.2); draft Notice of Hearing for Solicitation Procedures Motion (0.5)	0.7
06/30/25	A Song	B550	Attention to Closing Set	0.8
06/30/25	A Song	B310	Revise objection	0.6
				<hr/> 340.9

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#### TIMEKEEPER SUMMARY

Timekeeper	Status	Hours
Sam Choy	Partner	5.8
Jeff Dutson	Partner	50.9
Michael Fishel	Partner	0.6
Sarah Primrose	Partner	3.2
Cliff Stricklin	Partner	0.3
Christian Adams	Associate	29.7
Brooke Bean	Associate	109.0
Nancy Bello	Associate	3.5
Taeyeong Kim	Associate	53.5
Alice Kyung Won Song	Associate	84.4
Total		<hr/> 340.9

#### Expenses Incurred

06/13/25	Filing Fees - VENDOR: Clerk of Court, Douglas County INVOICE#: 061325 DATE: 6/13/2025 C/M is 38110-230001	41.00
06/16/25	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 329658-255DDF062125 DATE: 6/21/2025 - Dallas County, Texas Tax Office - Dallas - TX	36.95
06/26/25	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 329658-265DDF062825 DATE: 6/28/2025 - BWC Mail Processing Canter - Columbus - OH	34.76
	Total Expenses	<hr/> 112.71

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

OTB Holding LLC

Invoice No. 10816635  
Invoice Date 07/11/25  
Client No. 38110  
Matter No. 230001

RE: OTB Restructuring

For questions, contact:  
Jeff Dutson +1 404 572 2803

## REMITTANCE

*Please return this page with your remittance.*

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**Amount Due This Invoice**

**\$379,520.71**

*Payment is Due Upon Receipt*

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

OTB Holding LLC

Invoice No. 10810936  
Invoice Date 06/20/25  
Client No. 38110  
Matter No. 230002

RE: Transition Services

For questions, contact:  
Jeff Dutson +1 404 572 2803

For Professional Services Rendered through 06/18/25:

Fees	\$	29,055.00
<b>Total this Invoice</b>	<b>\$</b>	<b>29,055.00</b>

*Payment is Due Upon Receipt*

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230002 Transition Services  
06/20/25

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# PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
06/02/25	B Bean	Prepare for and attend call with client regarding insurance related issues	0.9
06/02/25	J Dutson	Call with client regarding remaining contract/DRA issues	0.9
06/02/25	A Song	Attend meeting on insurance	0.5
06/03/25	C Adams	Review and correspond with cure objectors regarding cure amounts and withdrawals of objections (0.7); update cure objection tracker regarding same (0.2)	0.9
06/03/25	C Adams	Research regarding insurance issues	1.4
06/03/25	B Bean	Confer with client regarding insurance related issues and review bonds in connection with the same	0.7
06/03/25	J Dutson	Call with client regarding transition issues	0.4
06/03/25	A Song	Attend meeting with S. Medley, A&M, and J. Price on insurance and contracts	0.5
06/04/25	B Bean	Confer with committee and client regarding hearing date (0.2); confer with client and landlord's counsel regarding lease question (0.2); confer with client, J. Dutson and Buyer regarding insurance related issues (1.0); confer with Buyer regarding HR related matters (0.2)	1.6
06/04/25	J Dutson	Calls regarding insurance issues	0.3
06/04/25	M Fishel	Review updates to various cure issues	0.4
06/04/25	J Fontham	Teleconference regarding insurance issues	0.2
06/05/25	J Dutson	Review insurance analysis	0.4
06/05/25	M Fishel	Review various updates to cure claims	0.5
06/05/25	J Fontham	Analyze Pappas insurance policies and OTB insurance policies; draft summary of coverages and attendant risks; follow up correspondence	2.8
06/05/25	A Song	Review insurance related documents and provide analysis re: same (1.0); review organizational documents and summarize analysis re: same (0.7); prepare for and attend call with E. Rojas, A&M, and OTB on insurance issues (0.5)	2.2
06/06/25	C Adams	Correspond with cure objectors regarding outstanding issues	0.1
06/06/25	B Bean	Prepare for and attend call with Buyer and Buyer's broker regarding insurance related issues (1.1); confer with client regarding insurance related transition issues (0.5)	1.6
06/06/25	J Dutson	Call with buyer regarding insurance issues and prepare for same (0.5); analysis and communications regarding open insurance items (0.3)	0.8
06/06/25	J Fontham	Teleconference and correspondence regarding insurance issues	0.4
06/06/25	A Song	Prepare for and attend call with Buyer, A&M, and insurance brokers on insurance issues (0.2)	0.2
06/09/25	B Bean	Prepare for and attend call with client regarding insurance-	1.1

38110 OTB Holding LLC  
230002 Transition Services  
06/20/25

Invoice No. 10810936  
Page 3

Date	Timekeeper	Description	Hours
		related transition issues (0.5); call with Flaherty regarding liquor license questions (0.2); confer with J. Dutson and client regarding the same (0.2); confer with client regarding insurance related issues (0.2)	
06/09/25	J Dutson	Call regarding Transition services and insurance issues	0.5
06/10/25	C Adams	Correspond with cure objectors (1.6); update cure tracker (0.2); strategize with M. Fishel regarding same (0.2); correspond with A&M team regarding payments made to cure objector (0.1)	2.1
06/10/25	B Bean	Confer with landlord regarding operational question	0.1
06/11/25	C Adams	Review A&M correspondence related to cure objections and correspond with cure objectors regarding same (1.2); update cure objection tracker (0.1); strategize with M. Fishel regarding same (0.1)	1.4
06/11/25	B Bean	Confer with client and J. Dutson regarding liquor license question and prepare analysis regarding the same	0.6
06/12/25	B Bean	Confer with Buyer's counsel regarding liquor license reporting	0.1
06/13/25	C Adams	Correspond with PH about cure notice (0.1); review correspondence related to cure objections and update tracker regarding same (0.3); review tax letter agreement and provide commentary for K&S team (0.4)	0.8
06/13/25	M Fishel	Review various updates relating to cure issues	0.3
			<hr/> 24.7

#### TIMEKEEPER SUMMARY

Timekeeper	Status	Hours
Jeff Dutson	Partner	3.3
Michael Fishel	Partner	1.2
Jack Fontham	Partner	3.4
Christian Adams	Associate	6.7
Brooke Bean	Associate	6.7
Alice Kyung Won Song	Associate	3.4
Total		<hr/> 24.7



# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

OTB Holding LLC

Invoice No. 10810936  
Invoice Date 06/20/25  
Client No. 38110  
Matter No. 230002

RE: Transition Services

For questions, contact:  
Jeff Dutson +1 404 572 2803

## REMITTANCE

*Please return this page with your remittance.*

---

**Amount Due This Invoice**

**\$29,055.00**

*Payment is Due Upon Receipt*

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

OTB Holding LLC

Invoice No. 10816636  
Invoice Date 07/11/25  
Client No. 38110  
Matter No. 230002

RE: Transition Services

For questions, contact:  
Jeff Dutson +1 404 572 2803

For Professional Services Rendered through 06/30/25:

Fees	\$	87,339.50
<b>Total this Invoice</b>	<b>\$</b>	<b>87,339.50</b>

*Payment is Due Upon Receipt*

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 230002 Transition Services  
 07/11/25

Invoice No. 10816636  
 Page 2

# PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours
06/02/25	C Adams	B185	Review correspondence related to cure objections and correspondence regarding same (1.6); correspondence with opposing counsel regarding cure objection withdrawals (0.2); update cure objection tracker (0.3)	2.1
06/03/25	C Adams	B185	Review and revise Stipulation	0.4
06/03/25	M Fishel	B185	Review updates to various cure issues	0.5
06/03/25	T Kim	B185	Call with B. Bean regarding additional contracts (0.2); correspondence with A&M team regarding the same (0.5)	0.7
06/06/25	M Fishel	B185	Review various updates to cure claims	0.3
06/09/25	C Adams	B185	Review and correspond with outstanding cure objectors (1.4); update cure objection tracker regarding same (0.1); strategize with M. Fishel, B. Bean, and J. Dutson regarding outstanding objections and withdrawals (0.3)	1.8
06/09/25	M Fishel	B185	Review various updates relating to cure issues	0.3
06/10/25	M Fishel	B185	Call with J. Wolfshohl to discuss outstanding cure issues (0.2); review issues in connection with same (0.3)	0.5
06/11/25	M Fishel	B185	Review various updates relating to cure issues	0.3
06/12/25	C Adams	B185	Correspond with objectors regarding outstanding cure objections and update cure objection tracker regarding same	0.4
06/12/25	C Adams	B185	Draft Fourth Supplemental Cure Notice and send to Porter Hedges team for review (1.1); revise in accordance with B. Bean's comments (0.3)	1.4
06/12/25	B Bean	B185	Confer with Ecolab, Committee, trustee and landlord regarding stipulation	0.5
06/12/25	M Fishel	B185	Review various updates relating to cure issues	0.4
06/16/25	C Adams	B190	Prepare for and attend call regarding designation rights period and outstanding cure objections	0.4
06/16/25	C Adams	B185	Prepare for and attend call regarding designation rights period	0.4
06/16/25	C Adams	B185	Correspond with objectors regarding outstanding rejections and update tracker regarding same	0.6
06/16/25	B Bean	B110	Confer with Court, client and Porter Hedges regarding evidentiary hearing (0.3); confer with client and Porter Hedges regarding liquor license reporting (0.2)	0.5
06/16/25	B Bean	B185	Call with K&S team and Porter Hedges regarding Designation Rights Assets (0.5); confer with Porter	1.1

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 230002 Transition Services  
 07/11/25

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Date	Timekeeper	Task	Description	Hours
			Hedges regarding assignment agreements and Designation Rights Assets (0.6)	
06/16/25	J Dutson	B110	Call with Buyer's counsel regarding DRA and hearing (0.4); preparation for contested hearing (0.6)	1.0
06/16/25	A Song	B110	Attend call with PH on DRA and cure	0.4
06/17/25	C Adams	B110	Draft notice of hearing and correspond with Porter Hedges team regarding same (0.7); revise in accordance with B. Bean's comments (0.2); research local rules regarding requirements for hearing (0.4)	1.3
06/17/25	C Adams	B185	Correspond with Porter Hedges team regarding Third Supplemental Notice (0.1); correspond with outstanding cure objectors regarding objections (1.5); prepare for and participate in call with M. Fishel and B. Bean regarding strategy for cure objections and evidentiary hearing (0.3); correspond with Porter Hedges team regarding pending assumption & assignment issue with leased location (0.3); call with Porter Hedges regarding Third Supplemental Notice (0.1); revise supplemental notice in accordance with Porter Hedges' comments (0.3)	2.6
06/17/25	B Bean	B190	Confer with K&S team regarding evidentiary hearing (0.4); review and provide comments to notice of evidentiary hearing (0.2)	0.6
06/17/25	B Bean	B185	Call with M. Fishel and C. Adams regarding cure objections (0.3); confer with Porter Hedges regarding evidentiary hearing (0.2); confer with Porter Hedges regarding Designation Rights Assets and related issues (0.3)	0.9
06/17/25	J Dutson	B110	Communications with buyer's counsel regarding assumption hearing and DRA (0.4); attention to DRA insurance issues (0.3)	0.7
06/17/25	M Fishel	B185	Work session with B. Bean and C. Adams to discuss upcoming evidentiary hearing (0.2); review issues in connection with same (0.3); review correspondence from B. Bean relating to same (0.1); attention to various cure updates and evaluation of next steps in connection with upcoming cure evidentiary hearing (1.1)	1.7
06/17/25	J Fontham	B110	Analyze insurance documents; correspondence regarding same	0.4
06/18/25	C Adams	B185	Revise third supplemental cure notice in accordance with additional Porter Hedges team comments (0.2); confer with Porter Hedges team regarding notice of hearing (0.2); prepare filing version of Notice of Hearing and file the same (0.3)	0.7

38110 OTB Holding LLC  
 230002 Transition Services  
 07/11/25

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Date	Timekeeper	Task	Description	Hours
06/18/25	C Adams	B185	Draft brief in response to Realty Income Corporation's outstanding cure objection and legal fee request	4.4
06/18/25	C Adams	B185	Correspond with outstanding cure objectors and update tracker regarding same	1.3
06/18/25	B Bean	B190	Confer with C. Adams regarding evidentiary hearing	0.2
06/18/25	J Dutson	B110	Attention to insurance issues under TSA (0.4); review documents for contract assumption hearing (0.5); attention to resolution of objections for contract assumption under DRA (0.8)	1.7
06/18/25	M Fishel	B185	Review multiple updates to cure objections and issues in connection with upcoming hearing	0.5
06/18/25	J Fontham	B110	Analyze general liability and automobile insurance policies; draft summary of insuring provisions; teleconference and correspondence regarding same	1.6
06/19/25	C Adams	B185	Correspond with cure objectors, A&M team and K&S team regarding cure objections (1.2); update tracker regarding same (0.2)	1.4
06/19/25	C Adams	B185	Review and revise brief regarding Realty Income Corporation's cure objection (0.7); strategize with B. Bean regarding same (0.1)	0.8
06/19/25	B Bean	B110	Confer with various counterparties and Porter Hedges regarding Designation Rights Assets and related issues (0.6)	0.6
06/19/25	T Kim	B185	Review motion, stipulation and order and revisions made to same regarding third lease rejection (0.7); review correspondence with M. Power and B. Bean regarding the same (0.3)	1.0
06/20/25	C Adams	B190	Revise brief	0.6
06/20/25	C Adams	B185	Revise contract and lease rejection motions	0.6
06/20/25	C Adams	B185	Strategize with K&S team regarding outstanding cure objections (0.6); correspond with outstanding cure objectors (0.5); update tracker regarding same (0.2); formulate plan of attack for hearing with B. Bean and update K&S team regarding same (0.7); correspond with Porter Hedges regarding objections (0.3)	2.3
06/20/25	C Adams	B190	Draft Exhibit list and Witness list in preparation of hearing	0.4
06/20/25	B Bean	B110	Begin review of reply brief to cure objections and provide comments thereto (1.5); confer with K&S team and Porter Hedges regarding Designation Rights Assets (0.3)	1.8
06/20/25	M Fishel	B185	Review multiple updates to cure objections and	0.9

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230002 Transition Services  
07/11/25

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Date	Timekeeper	Task	Description	Hours
			issues in connection with upcoming hearing (0.4); review proposed reply to Realty Income Objection (0.5)	
06/20/25	J Fontham	B110	Correspondence regarding insurance endorsements	0.2
06/21/25	C Adams	B185	Review correspondence from A&M and K&S teams regarding lease assumption issue (0.2); correspond with RTF Urban Renewal landlord regarding new build issue (0.1)	0.3
06/21/25	B Bean	B185	Call with client regarding lease rejections (0.2); confer with client via e-mail regarding lease rejections (0.1); confer with C. Adams regarding the same (0.1)	0.4
06/21/25	M Fishel	B185	Review multiple updates to cure objections and issues in connection with upcoming hearing	0.2
06/22/25	C Adams	B190	Revise witness and exhibit lists in accordance with B. Bean's comments and send to J. Dutson for review	0.3
06/22/25	C Adams	B185	Review and revise lease rejection motion in accordance with A&M/Pappas team comments (0.4); revise in accordance with B. Bean's comments and send to A&M team for review (0.2)	0.6
06/22/25	C Adams	B185	Correspond and strategize with K&S team regarding outstanding objections (0.2); correspond with PH team regarding additional waived cure amounts (0.3)	0.5
06/22/25	B Bean	B110	Review and revise witness and exhibit list (0.3); confer with Porter Hedges regarding Cure Objections (0.2); confer with Committee regarding outstanding objections (0.2)	0.7
06/22/25	M Fishel	B185	Review multiple updates to cure objections and issues in connection with upcoming hearing	0.4
06/23/25	C Adams	B510	Review and draft amended notice of hearing	0.4
06/23/25	C Adams	B185	Update K&S team regarding outstanding cure objections (0.1); revise rejection motion in accordance with A&M comments (0.2); correspond with outstanding objectors regarding cure objections and update cure objection tracker regarding same (1.5); correspond with Porter Hedges team regarding supplemental cure notice and additional waived amounts (0.2); strategize with B. Bean and M. Fishel regarding same (0.3); review and research Realty Income Corporation's objections to determine if REIT can be broken up (0.2)	2.5
06/23/25	C Adams	B185	Prepare for and participate in call with K&S, A&M and OTB teams regarding wind-down process and strategy (0.4); prepare for and participate in call	0.8

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07/11/25

Invoice No. 10816636  
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Date	Timekeeper	Task	Description	Hours
			with Porter Hedges team regarding Realty Income cure objection, evidentiary hearing strategy, and supplemental cure amounts (0.4)	
06/23/25	C Adams	B185	Revise Notice of Assumed and Rejected Contracts in accordance with B. Bean's comments (0.3); correspond with A&M and PH teams regarding supplemental cure notice and notice of assumption/rejection (0.2); revise the same in accordance with A&M and PH comments (0.8); file the Supplemental Cure Notice and Notice of Filing of Assumed and Rejected Contracts (0.2)	1.5
06/23/25	C Adams	B185	Revise Third Supplemental Cure Notice in accordance with Porter Hedges' team comments and circulate the same to A&M, K&S & PH teams (0.9); draft notice of filing of assumed and rejected contracts (0.8)	1.7
06/23/25	B Bean	B110	Prepare for and attend call with Buyer's counsel regarding cure objections (0.6); confer with Court regarding evidentiary hearing date (0.1); review and finalize cure notice and assumption notice and confer with Buyer's counsel, C. Adams and M. Fishel regarding the same (1.5)	2.2
06/23/25	M Fishel	B185	Call with J. Wolfshohl, B. Bean and C. Adams to discuss upcoming cure hearing (0.2); follow up with B. Bean relating to same (0.1); review various drafts relating to lease designation and cures (0.5); review multiple updates and correspondence relating to cure issues (1.1)	1.9
06/23/25	J Fontham	B110	Review endorsements and related policy language; correspondence regarding same	0.5
06/24/25	C Adams	B510	Revise Amended Notice of Hearing in accordance with B. Bean's and M. Fishel's comments (0.6); correspond with K&S and Porter Hedges team and attend to filing of the same (0.4)	1.0
06/24/25	C Adams	B185	Correspond with cure objectors regarding outstanding cures (0.8); correspond with Porter Hedges team regarding same (0.3); strategize with B. Bean and M. Fishel regarding same (0.3); update cure objection tracker regarding same (0.2); call with outstanding objector (0.2)	1.8
06/24/25	B Bean	B110	Attention to resolving remaining cure objections, including conferring with landlord's counsel and Buyer's counsel regarding the same (0.7); review Amended Notice of Hearing and provide comments thereto (0.2); confer with C. Adams and counterparty regarding contract rejection question (0.2)	1.1



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 230002 Transition Services  
 07/11/25

Invoice No. 10816636  
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Date	Timekeeper	Task	Description	Hours
06/24/25	M Fishel	B185	Review multiple updates to cure issues (0.7); correspondence with B. Bean and C. Adams relating to same (0.2)	0.9
06/25/25	C Adams	B185	Review and revise Fourth and Fifth Contract Rejection Motions	0.9
06/25/25	C Adams	B185	Review Realty Income cure objection and adequate assurance objection withdrawal (0.2); strategize with K&S team regarding outstanding objections (0.4); correspond with Porter Hedges team and outstanding cure objectors regarding remaining cure objections (0.3); update cure objection tracker regarding same (0.2)	1.1
06/25/25	C Adams	B185	Review Assignment and Assumption (Post-Petition Contracts) and Assignment & Assumption Agreements to ensure all assumed contracts are present and draft summary for B. Bean regarding same (0.7); review and update agreements for missing contracts (0.3)	1.0
06/25/25	B Bean	B110	Attention to cure objections, including conferring with landlords' counsels regarding withdrawal of cure objection (1.2); call with Buyer's counsel regarding outstanding cure objections (0.1); review and revise assignment agreements and confer with C. Adams and Buyer's counsel regarding the same (0.7)	2.0
06/25/25	M Fishel	B185	Review various updates relating to cure issues and correspondence with B. Bean and C. Adams relating to same	0.9
06/26/25	C Adams	B185	Draft notice of cancelled hearing (0.3); revise in accordance with B. Bean's comments (0.1); strategize with K&S team regarding remaining outstanding cure objections (0.3); review and revise contract rejection motions in accordance with A&M team comments (0.6); correspond with cure objectors regarding delinquent issues and other matters (0.8); draft signature packet for assignment and assumption agreements (0.1)	2.2
06/26/25	B Bean	B110	Attention to resolving cure objections, including conferring with Buyer's counsel and landlords' counsel regarding the same (1.0); confer with client regarding assignment agreements and coordinate execution of the same (0.2)	1.2
06/26/25	B Bean	B185	Confer with C. Adams and client regarding contract and lease rejection motions (0.2); review revised contract rejection motion and make comments thereto (0.4)	0.6
06/26/25	M Fishel	B185	Review various cure updates and correspondence	0.3

38110 OTB Holding LLC  
230002 Transition Services  
07/11/25

Invoice No. 10816636  
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Date	Timekeeper	Task	Description	Hours
			relating to same	
06/26/25	J Fontham	B110	Correspondence regarding insurance endorsements	0.1
06/27/25	C Adams	B185	Correspond with cure objectors regarding outstanding objectors and update tracker regarding same (1.2); draft Fourth Supplemental Cure Notice (0.5); revise in accordance with B. Bean's comments (0.1); correspond with A&M and PH teams regarding Fourth Notice (0.3); update contract rejection motion (0.2); correspond and strategize with K&S team regarding hearing and objection withdrawals (0.2); revise notice of cancelled hearing and file the same (0.3)	2.8
06/27/25	C Adams	B185	Revise Supplemental DRA Notice in accordance with Porter Hedges' comments and prepare filing versions for review (0.5) Attend to filing of Supplemental DRA Notice, Notice of Cancelled Hearing, and Fourth Supplemental Cure Notice and correspond with K&S, Porter Hedges and A&M teams regarding same (0.3)	0.8
06/27/25	B Bean	B110	Confer with C. Adams, M. Fishel and Porter Hedges regarding Designation Rights Assets, including the review and comment on various pleadings (0.9); attention to resolving cure objections (0.4)	1.3
06/27/25	M Fishel	B185	Review various cure updates and correspondence relating to same	0.8
06/27/25	A Song	B110	Review assignment agreements and correspondence with A&M and PH re: same (0.5); attention to execution of assignment agreements for DRA end (0.3)	0.8
06/28/25	B Bean	B550	Attention to execution of Assignment and Assumption Agreements	0.1
06/30/25	C Adams	B185	Correspond with Porter Hedges team, K&S team and contract counterparties regarding updated cure amounts (1.6); call with Cole Schotz team regarding waived cure amount (0.2); update cure objection tracker (0.2); prepare Fifth Supplemental Cure Notice (0.5)	2.5
06/30/25	B Bean	B110	Review Fifth Supplemental Cure Notice and confer with C. Adams regarding cure related issues (0.5)	0.5
06/30/25	M Fishel	B185	Review updates to cure issues	0.5
				<hr/> 83.3

38110 OTB Holding LLC  
230002 Transition Services  
07/11/25

Invoice No. 10816636  
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**TIMEKEEPER SUMMARY**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>
Jeff Dutson	Partner	3.4
Michael Fishel	Partner	11.3
Jack Fontham	Partner	2.8
Christian Adams	Associate	46.6
Brooke Bean	Associate	16.3
Taeyeong Kim	Associate	1.7
Alice Kyung Won Song	Associate	1.2
Total		<hr/> 83.3

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

OTB Holding LLC

Invoice No.	10816636
Invoice Date	07/11/25
Client No.	38110
Matter No.	230002

RE: Transition Services

For questions, contact:  
Jeff Dutson +1 404 572 2803

## REMITTANCE

*Please return this page with your remittance.*

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**Amount Due This Invoice**

**\$87,339.50**

*Payment is Due Upon Receipt*

**Exhibit E**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

In re:	)	Chapter 11
	)	
OTB HOLDING LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 25-52415 (SMS)
	)	
	)	
Debtors.	)	(Jointly Administered)
_____	)	

**ORDER ON FIRST INTERIM APPLICATION FOR  
ALLOWANCE OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES  
INCURRED BY KING & SPALDING LLP, COUNSEL TO THE DEBTORS,  
FOR THE PERIOD OF MARCH 4, 2025 THROUGH JUNE 30, 2025**

Upon consideration of the *First Interim Application for Allowance of Attorneys' Fees and Reimbursement of Expenses Incurred by King & Spalding LLP, Counsel to the Debtors, for the Period of March 4, 2025 Through June 30, 2025* (the "Application"), for (a) allowance of reasonable compensation for professional services rendered by King & Spalding LLP ("K&S") to

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, include: OTB Holding LLC (3213), OTB Acquisition LLC (8500), OTB Acquisition of New Jersey LLC (1506), OTB Acquisition of Howard County LLC (9865), Mt. Laurel Restaurant Operations LLC (5100), OTB Acquisition of Kansas LLC (9014), OTB Acquisition of Baltimore County, LLC (6963). OTB Holding LLC's service address is One Buckhead Plaza, 3060 Peachtree Road, NW, Atlanta, GA 30305.

the Debtors for the period from March 4, 2025 through June 30, 2025 (the “Application Period”), and (b) reimbursement of actual and necessary charges and disbursements incurred by K&S in the rendition of required professional services on behalf of the Debtors during the Application Period; and a hearing regarding the Application having been held on [●], 2025; and good and sufficient cause appearing therefore; and capitalized terms used in this Order being given the same meanings as are ascribed to those terms in the Application, it is hereby ORDERED as followed:

1. The Application [Docket No. [●]] is hereby granted in its entirety.
2. An interim allowance shall be made to K&S in the sum of **\$3,020,023.00** as compensation for necessary and reasonable professional services rendered during the Application Period and the sum of **\$22,512.28** for reimbursement of actual and necessary costs and expenses incurred during the Application Period.
3. K&S is authorized to apply against such amounts the amounts that have been and subsequent to the Application, were paid to it by the Debtors in respect of the Application Period pursuant to the Complex Case Procedures.
4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
6. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the requirements of Bankruptcy Rule 6004(a), the Local Rules, and the Complex Case Procedures are satisfied by such notice.



7. The court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

8. Counsel for the Debtors, through Kurtzman Carson Consultants, LLC d/b/a Verita Global (“Verita”) shall, within three (3) days of the entry of this Order, cause a copy of this Order to be served by electronic mail or first class mail, as applicable, on all parties served with the Application, and Verita shall file promptly thereafter a certificate of service confirming such service.

[END OF ORDER]

Prepared and presented by:

/s/Jeffrey R. Dutson

Jeffrey R. Dutson

Georgia Bar No. 637106

Brooke L. Bean

Georgia Bar No. 764552

Alice Kyung Won Song

Georgia Bar No. 692753

**KING & SPALDING LLP**

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Atlanta, Georgia 30309

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*Counsel for the Debtors in Possession*