



Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Christian & Small, LLP (“C&S”), counsel for the Official Committee of Unsecured Creditors (collectively, the “Committee”), hereby submits this *Fee Application of Christian & Small, LLP for Compensation for Services Rendered and Expenses Incurred for the Period From April 1, 2024, through May 1, 2024* (this “Fee Application”).<sup>1</sup> Specifically, C&S seeks final allowance of \$36,446.00 for the reasonable and necessary legal services that C&S rendered to the Committee during the Fee Period and allowance of \$66.03 for the actual and necessary expenses that C&S incurred in connection with such services during the Fee Period.

### **Background**

1. On March 14, 2023 (the “Petition Date”), each of the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing the instant case (the “Chapter 11 Case”). The Debtor managed and operated its businesses as debtor-in-possession under sections 1107 and 1108 of the Bankruptcy Code.

### **Relief Requested**

2. Pursuant to the Retention Order, C&S is entitled to compensation for fees incurred and reimbursement of expenses. During the Fee Application Period, C&S earned fees in the amount of \$36,446.00 and incurred expenses in the amount of \$66.03. All services for which compensation is requested by C&S were performed for or on behalf of the Committee.

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<sup>1</sup> The period from April 1, 2024, through May 1, 2024, is referred to herein as the “Fee Period.”

### **Itemization of Services Rendered and Disbursements Incurred**

3. Attached hereto as **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by C&S partners, associates, and paralegals during the Fee Period with respect to each of the project categories C&S established in accordance with its internal billing procedures. As reflected in **Exhibit A**, C&S incurred \$36,446.00<sup>2</sup> in fees during the Fee Period.

4. Attached hereto as **Exhibit B** is a schedule of C&S professionals and paralegals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Committee in connection with these chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$590.70<sup>3</sup>

5. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount billed with respect to each category of expenses for which C&S is seeking payment in this Fee Application. All of these disbursements comprise the requested sum for C&S's out-of-pocket expenses, which total \$66.03.

6. Attached hereto as **Exhibit D** are the time records of C&S, which provide a daily summary of the time spent by each C&S professional during the Fee Period as well as an itemization of expenses by project category.

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<sup>2</sup> Pursuant to the Court's *Final Order (A) Authorizing Postpetition Use of Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, (C) Scheduling a final Hearing Pursuant to Bankruptcy rule 4001(b) and (D) Granting Related Relief*, Docket No. 205, the Court granted the Debtor's DIP financing motion, which included a monthly carve out for the Committee's professionals in the amount of \$45,000.

<sup>3</sup> The blended hourly billing rate of \$590.70 for attorneys is derived by dividing the total fees for attorneys of \$36,446.00 by the total hours of 61.70 for those same attorneys.

### **Valuation of Services**

7. Attorneys and paraprofessionals of C&S have expended a total of 240.80 hours in connection with this matter during the Fee Application Period.

8. The amount of time spent by each attorney and paraprofessional providing services to the Committee for the Fee Application Period is fully set forth in detail in attached Exhibit A. The enumerated hourly rates are C&S's normal hourly rates for work of this character. The reasonable value of the services rendered by C&S as counsel for the Committee in the Chapter 11 Cases during the Fee Application Period is \$36,446.00.

9. C&S believes that the time entries and expense breakdown included in Exhibit A are in compliance with the requirements of Local Rule 2016-1.

10. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

### **Summary of Services**

11. The compensation C&S seeks is appropriate for the time spent in connection with representing the Committee in the Chapter 11 Cases, and sets forth a brief narrative description of the services rendered, for or on behalf of the Committee, as follows:

#### **A. B130 Asset Disposition**

12. C&S worked with the Debtor and Debtor's counsel concerning the sale of the Debtors' real property assets pursuant to a sale under section 363. C&S reviewed pleadings including asset purchase agreements and sale motions, attended hearings, and participated in negotiations concerning the sale.

#### **B. B140 Relief from Stay/Adequate Protection Proceedings**

13. C&S reviewed and advised the Committee concerning stay relief motions.

#### **C. B150 Meetings of and Communications with Creditors**

14. Attorneys for C&S participated in extended communications with various creditors and the Committee. C&S attorneys also fielded calls from counter-parties to restaurant leases concerning the sale process and bidding requirements and cures.

#### **D. B160 Fee/Employment Applications**

15. C&S attorneys reviewed all of the Debtor's professionals' retention applications and fee applications. Finally, C&S attorneys drafted and filed this Fee Application.

#### **E. B180 Avoidance Action Analysis**

16. C&S attorneys analyzed the Debtors' books and records to determine the strength and validity of avoidance actions and other causes of actions that will fund recovery for the general unsecured creditors.

#### **F. B185 Assumption/Rejection of Leases and Contracts**

17. Attorneys for C&S assisted the Committee in reviewing various leases in Alabama concerning the assumption of those leases pursuant to § 365.

#### **G. B310 Claims Administration and Objections**

18. Attorneys for C&S represented the Committee by reviewing claims, objecting to priority claims, responding to various calls from creditors concerning filing proofs of claims, and analyzing likely total claims after anticipated objections.

#### **H. B320 Plan and Disclosure Statement.**

19. C&S analyzed the Debtors' plan and disclosure statement, consulted with potential plan administrators, analyzed the potential recoveries for unsecured creditors, and negotiated unsecured creditors' rights under the plan.

20. In *Grant v. George Schumann Tire & Battery Co.*, 908 F.2d 874, 877 (11th Cir. 1990), the United States Court of Appeals for the Eleventh Circuit held that in determining the allowance of attorneys' fees and the reimbursement of expenses in a bankruptcy case, the bankruptcy court must consider:

- a. the nature and extent of the services rendered;
- b. the value of such services; and
- c. the factors set forth in *Johnson v. Ga. Hwy. Exp., Inc.*, 488 F.2d 714 (5th Cir. 1974).

21. Based on the Eleventh Circuit's criteria, C&S respectfully submits that the Court should approve and allow C&S's fees and the reimbursement of C&S's expenses in the amounts requested.

22. The Court may determine an objective estimate of the value of the services of the Committee's attorneys and paralegals by multiplying the number of hours such attorneys and paralegals reasonably expend on such services by each attorney's and paralegal's reasonable hourly rate. *See, e.g., Hensley v. Eckerhart*, 461 U.S. 424, 433 (1983); *Loranger v. Stierheim*, 10 F.3d 776, 781 (11th Cir. 1994); *Grant*, 908 F.2d at 879. Courts have referred to such an estimate as the "lodestar" figure. *See Grant*, 908 F.2d at 878. The hours included in the lodestar figure should be only those hours for which an attorney would be able to bill an ordinary, non-bankruptcy client. *See Norman v. Housing Authority of the City of Montgomery*, 836 F.2d 1292, 1301 (11th Cir. 1988). When fixing a fee award based on the lodestar analysis, courts consider the twelve factors enunciated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974).

23. The twelve *Johnson* factors are: (a) the time and labor expended; (b) the novelty and difficulty of the questions raised; (c) the skill required to properly perform the legal services rendered; (d) the attorney's opportunity costs in pressing the instant case; (e) the customary fee for like work; (f) the attorney's expectations at the outset of the case; (g) the time limitations imposed by the client or circumstances; (h) the amount in controversy and the results obtained; (i) the experience, reputation and ability of the attorney; (j) the undesirability of the case within the legal community in which the case arose; (k) the nature and length of the professional relationship between the attorney and client; and (l) attorneys' fee awards in similar cases.

24. The hours C&S has devoted to its representation of the Committee meet the above-stated criteria. As the time reports included in Exhibit A demonstrate, the individual attorneys and paralegals involved in C&S's representation of the Committee kept detailed, contemporaneous records of the time devoted to the Chapter 11 Cases. The time spent on each particular task is reasonable and comparable to the time C&S's professionals would have expended on behalf of a non-bankruptcy client. C&S seeks payment only for such documented and reasonable services.

25. The reasonable hourly rate to be applied to the time expended is the "prevailing market rate in the relevant legal community for similar services by lawyers of reasonably comparable skills, experience and reputation." *Norman*, 836 F.2d at 1299. The hourly rates C&S has charged the Committee are consistent with the rates C&S normally charges similarly situated non-bankruptcy clients for similar services. Based on all applicable criteria, C&S submits that the rates set forth herein are reasonable and are consistent with prevailing market rates in the relevant legal community for similar services by lawyers of comparable skill, experience and reputation.

26. C&S's time has been divided among eight different project categories:

- a. B130 Asset Disposition
- b. B140 Relief from Stay/Adequate Protection Proceedings
- c. B150 Meetings of and Communications with Creditors
- d. B160 Fee/Employment Applications
- e. B180 Avoidance Action Analysis
- f. B185 Assumption/Rejection of Leases and Contracts
- g. B310 Claims Administration and Objections
- h. B320 Plan and Disclosure Statement.



**Notice**

27. C&S will provide notice of this Fee Application in accordance with the Compensation Order. C&S submits that no other or further notice be given.

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WHEREFORE, C&S, in connection with services rendered on behalf of the Committee, respectfully requests final allowance of compensation for professional services rendered during the Fee Period, in the amount of \$36,446.00, and allowance of 100% of expenses incurred, in the amount of \$66.03.

Birmingham, Alabama  
Dated: June 17, 2024

*/s/ Bill D. Bensinger*

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Bill D. Bensinger

**CHRISTIAN & SMALL LLP**

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Birmingham, Alabama 35203

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*Counsel to the Official Committee of Unsecured Creditors*

**EXHIBIT A**

**Statement of Fees and Expenses By Project Category**

<b><u>Task</u></b>	<b><u>Hours</u></b>	<b><u>Value</u></b>
B130 Asset Disposition	1.20	\$714.00
B140 Relief from Stay/Adequate Protection Proceedings	1.20	\$714.00
B150 Meetings of and Communications with Creditors	0.40	\$238.00
B160 Fee/Employment Applications	4.40	\$2,618.00
B180 Avoidance Action Analysis	17.70	\$10,522.50
B185 Assumption/Rejection of Leases and Contracts	1.10	\$654.50
B310 Claims Administration and Objections	9.90	\$5,832.00
B320 Plan and Disclosure Statement.	<u>25.80</u>	<u>\$15,153.00</u>
	<b><u>61.70</u></b>	<b><u>\$36,446.00</u></b>

**EXHIBIT B**

**Attorneys' and Paralegals' Information**

The C&S attorneys and paralegals who rendered professional services in these cases during the Fee Period are:

<b><u>Timekeeper</u></b>	<b><u>Position</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Value</u></b>
Bill D. Bensinger	Partner	55.80	\$595.00	\$33,201.00
John W. Johnson	Partner	1.10	\$550.00	\$605.00
Thomas B. Humphries	Partner	<u>4.80</u>	\$550.00	<u>\$2,640.00</u>
		<b><u>61.70</u></b>		<b><u>\$36,446.00</u></b>

**EXHIBIT C**

**Summary of Actual and Necessary Expenses for the Fee Period**

Research costs	\$66.03
<b>Total</b>	<b><u>\$66.03</u></b>

**EXHIBIT D**

**Detailed Description of Time Records and Expenses**

# Christian Small

ATTORNEYS AND COUNSELORS

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 Birmingham, AL 35203-2696  
 Telephone 205.795.6588 Facsimile 205.328.7234

Federal Tax ID #63-1254348

Tara Team  
 Official Committee of Unsecured Creditors  
 Brink's U.S., a Division of Brink's, Incorporated  
 555 Dividend Drive  
 Coppell, TX 75019

Invoice Date 05/23/2024  
 Invoice Number 129236  
 Our File No. 021635-00002

Via Email: Tara.Team@brinksinc.com

BDB

**Premier Kings, Inc. bankruptcy  
 US Bankruptcy, No. District AL**

**PROFESSIONAL SERVICES RENDERED**

04/02/24	BDB	Review SoFA schedules and draft spreadsheet of all potential preference claims;	1.90 Hrs	1,130.50
04/03/24	BDB	Telephone call with M. Smith concerning status of plan;	0.20 Hrs	119.00
04/03/24	BDB	Compare claims register with preference targets to determine extent of new value defenses;	1.60 Hrs	952.00
04/03/24	BDB	Prepare for and attend hearing on stay relief;	1.20 Hrs	714.00
04/04/24	BDB	Review SoFA schedules and draft spreadsheet of all potential preference claims;	2.70 Hrs	1,606.50
04/04/24	BDB	Compare claims register with preference targets to determine extent of new value defenses;	2.60 Hrs	1,547.00
04/05/24	BDB	Compare claims register with preference targets to determine extent of new value defenses;	2.20 Hrs	1,309.00
04/05/24	TBH	Analysis of proposed engagement letter from the Plan Administrator (0.2); strategy re responding to McLane's plan release amendment request (0.2);	0.40 Hrs	220.00
04/09/24	BDB	Perform preference analysis of McLane Foodservice payments;	1.70 Hrs	1,011.50
04/09/24	BDB	Review schedules and SoFA and analyze prepetition payments to vendors;	0.90 Hrs	535.50
04/10/24	BDB	Review debtors' records and information provided by Aurora concerning claims in preparation for call;	1.50 Hrs	892.50
04/10/24	BDB	Edit draft engagement letter from plan administrator;	0.40 Hrs	238.00
04/10/24	BDB	Meeting with Aurora concerning claims and causes of action;	0.70 Hrs	416.50
04/10/24	TBH	Evaluate potential preference liability of McLane Foods;	0.20 Hrs	110.00
04/10/24	TBH	Review amended Chapter 11 plan;	0.20 Hrs	110.00
04/10/24	TBH	Strategy re information needed for potential post-confirmation causes of action (0.3); meeting with Aurora and Debtor representatives re information, books and records, needed by Plan Admin for postconfirmation work (1.0); strategy re postconfirmation preference claims to assert and timing as to the same (0.3);	1.60 Hrs	880.00
04/11/24	BDB	Telephone call with unsecured creditor concerning how to file a lease rejection claim and mail same a copy of the proof of claim form;	1.10 Hrs	654.50

04/11/24	BDB	Review follow up documentation concerning potential chapter 5 claims;	0.30 Hrs	178.50
04/12/24	BDB	Review claims register concerning priority claims objection and compare filed claims with cure schedule on related leases;	1.60 Hrs	952.00
04/15/24	BDB	Review plan language concerning potential section 550 claims against subsequent transferees;	0.90 Hrs	535.50
04/15/24	TBH	Strategy re potential claims for the Plan Admin to assert given the terms of the cash collateral order and the plan;	0.20 Hrs	110.00
04/17/24	BDB	Emails with J. Dutson and counsel for debtors concerning priority claims objection;	0.50 Hrs	297.50
04/17/24	BDB	Review updated spreadsheet from N. Wright concerning payments on priority claims;	0.80 Hrs	476.00
04/17/24	BDB	Follow up call with S. Solomon - creditor with rejection claim - concerning plan and disclosure statement and voting;	0.40 Hrs	238.00
04/17/24	BDB	Email with counsel for debtors concerning voting and committee support;	0.20 Hrs	119.00
04/18/24	BDB	Run multiple analysis of new value defense for McLane and email with debtors concerning committee's position on proposed plan language;	1.40 Hrs	833.00
04/18/24	BDB	Multiple emails with debtors' counsel and J. Dutson concerning edits to plan confirmation order;	0.50 Hrs	297.50
04/18/24	BDB	Review debtor's updates to priority claims payment schedules;	0.40 Hrs	238.00
04/19/24	BDB	Calls from four creditors concerning plan and disclosure statement and voting;	1.20 Hrs	714.00
04/19/24	BDB	Draft declaration for CRO concerning payment of priority claims;	0.70 Hrs	416.50
04/19/24	BDB	Email with proposed plan administrator concerning engagement letter;	0.30 Hrs	178.50
04/19/24	BDB	Email with J. Dutson concerning priority claim objection;	0.30 Hrs	178.50
04/22/24	BDB	Telephone call with creditor concerning voting;	0.30 Hrs	178.50
04/22/24	BDB	Multiple emails with committee concerning plan and disclosure statement and voting;	0.70 Hrs	416.50
04/22/24	BDB	Finalize drafts of objection to priority claims, declaration, and multiple exhibits and send same to debtors for review and execution;	3.00 Hrs	1,785.00
04/22/24	TBH	Analysis of plan and orders as to cash collateral and legal research re potential post-confirmation claims;	1.20 Hrs	660.00
04/22/24	TBH	Review communications with debtor's counsel re potential claim objections;	0.20 Hrs	110.00
04/23/24	BDB	Multiple emails with debtors and J. Dutson concerning plan confirmation order;	0.60 Hrs	357.00
04/23/24	BDB	Review proposed plan confirmation order and edit same;	1.20 Hrs	714.00
04/23/24	BDB	Review claims register to ensure no late filed priority claims;	0.40 Hrs	238.00
04/23/24	TBH	Review email from counsel for the debtors re revisions to proposed Plan Administrator's engagement letter;	0.10 Hrs	55.00
04/24/24	JWJ	Analysis of committee questions regarding D&O claims and applicability of policy to same;	0.90 Hrs	495.00
04/24/24	JWJ	Prepare email correspondence regarding applicability of policy to claims accruing prior to policy period;	0.20 Hrs	110.00
04/24/24	BDB	Multiple emails with plan administrator and debtors concerning engagement letter and plan confirmation;	0.70 Hrs	416.50
04/24/24	BDB	Finalize and file objection to priority claims;	0.90 Hrs	535.50
04/24/24	BDB	Review motion to sell assets to Newell-Berg Holdings AL;	0.60 Hrs	357.00
04/24/24	BDB	Review HyperAMS fee application;	0.60 Hrs	357.00
04/24/24	BDB	Emails with committee concerning plan confirmation order;	1.30 Hrs	773.50
04/25/24	BDB	Multiple emails with Debtors and J. Dutson concerning finalizing confirmation order and various confirmation hearing issues;	0.90 Hrs	535.50
04/25/24	BDB	Review Burger King amended objection;	1.00 Hrs	595.00
04/25/24	BDB	Work with Plan Administrator to finalize engagement letter;	0.80 Hrs	476.00
04/25/24	BDB	Review revised confirmation order;	0.70 Hrs	416.50
04/26/24	BDB	Conference call with I. Walker and J. Dutson concerning confirmation issues;	1.00 Hrs	595.00
04/26/24	BDB	Review additional objections to plan confirmation;	1.70 Hrs	1,011.50
04/26/24	TBH	Analysis of Second Amended Chapter 11 Plan terms, specifically including the releases included in the Plan;	0.70 Hrs	385.00
04/29/24	BDB	Draft and file fee application;	4.40 Hrs	2,618.00
04/30/24	BDB	Review plan support brief and objections to confirmation in preparation for confirmation hearing;	1.60 Hrs	952.00



04/30/24	BDB	Meeting with plan administrator concerning immediate action items for after appointment and litigation strategy;	2.40 Hrs	1,428.00
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**TOTAL PROFESSIONAL SERVICES \$34,780.00**

**DISBURSEMENTS**

04/04/24	Online Legal Research - BENSINGER, BILL	3.42
04/22/24	Online Legal Research - BENSINGER, BILL	18.83
04/23/24	UPS; Invoice 0000F21167164 dated 4/20/2024 Shipping Charges	39.79
04/26/24	Online Legal Research - BENSINGER, BILL	3.99

**TOTAL DISBURSEMENTS \$66.03**

**TIMEKEEPER SUMMARY**

Bensinger, Bill D.	53.00 Hrs	595.00	31,535.00
Johnson, John W.	1.10 Hrs	550.00	605.00
Humphries, Thomas B	4.80 Hrs	550.00	2,640.00

**INVOICE SUMMARY**

TOTAL PROFESSIONAL SERVICES	\$34,780.00
TOTAL DISBURSEMENTS	\$66.03
<b>TOTAL CHARGES FOR THIS INVOICE</b>	<b>\$34,846.03</b>

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Signature \_\_\_\_\_

# Christian Small

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Tara Team  
Official Committee of Unsecured Creditors  
Brink's U.S., a Division of Brink's, Incorporated  
555 Dividend Drive  
Coppell, TX 75019

Via Email: Tara.Team@brinksinc.com

Invoice Date 06/17/2024  
Invoice Number 129630  
Our File No. 021635-00002

BDB

**Premier Kings, Inc. bankruptcy  
US Bankruptcy, No. District AL**

**PROFESSIONAL SERVICES RENDERED**

05/01/24 BDB Prepare for and attend hearing on plan confirmation; 2.80 Hrs 1,666.00

**TOTAL PROFESSIONAL SERVICES \$1,666.00**

**TIMEKEEPER SUMMARY**

Bensinger, Bill D. 2.80 Hrs 595.00 1,666.00

**INVOICE SUMMARY**

TOTAL PROFESSIONAL SERVICES	\$1,666.00
TOTAL DISBURSEMENTS	\$0.00
<b>TOTAL CHARGES FOR THIS INVOICE</b>	<b>\$1,666.00</b>

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Signature \_\_\_\_\_