

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

In re:

PREMIER KINGS, INC., *et al.*,¹
Debtors.

(Chapter 11)

Case No. 23-02871-TOM

Jointly Administered

FINAL FEE APPLICATION FOR COMPENSATION AND EXPENSES

1. Name of Applicant: Cole Schotz P.C.
2. Date Application for Employment was filed: October 26, 2023 (Docket No. 39)
3. Date of Order Authorizing Employment: November 29, 2023 (Docket No. 267)
4. Professional Services Provided to: Debtors and Debtors in Possession
5. Period for Which Compensation is Sought: February 1, 2024 – May 3, 2024
6. Amount of Compensation Sought: \$304,633.25
7. Amount of Expenses Sought: \$2,312.16
8. This is a: Final Application
9. This is the first application filed in this case by this professional.
10. Total aggregate amount of compensation and expenses allowed to date: \$0.00²
11. The aggregate amount of compensation and expenses paid to date: \$140,320.95³

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification numbers, are: Premier Kings, Inc. (3932); Premier Kings of Georgia, Inc. (9797); and Premier Kings of North Alabama, LLC (9282). The Debtors' address is 7078 Peachtree Industrial Blvd., Suite #800, Peachtree Corners, GA 30071.

² Related solely to the time period of February 1, 2024 through May 3, 2024. Pursuant to Docket No. 650 (the "Interim Fee Order"), \$842,449.80 of fees and expenses have previously been approved and paid.

³ Related solely to the time period of February 1, 2024 through May 3, 2024. Pursuant to the Interim Fee Order, \$842,449.80 of fees and expenses have previously been approved and paid.



230287124061800000000002

Dated: June 18, 2024.
Birmingham, Alabama

/s/ Jesse S. Vogtle, Jr.
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-and-

COLE SCHOTZ P.C.

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**Admitted Pro Hac Vice*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

In re:

PREMIER KINGS, INC., *et al.*,¹

Debtors.

(Chapter 11)

Case No. 23-02871-TOM

Jointly Administered

**FINAL FEE APPLICATION OF COLE SCHOTZ P.C.
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FEBRUARY 1, 2024 THROUGH MAY 3, 2024**

Pursuant to sections 327, 330, and 331 of chapter 11 of Title 11 of the United States Code (11 U.S.C. §§101 *et seq.*, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the *Order Authorizing the Retention and Employment of Cole Schotz P.C. as Attorneys for the Debtors and Debtors in Possession Retroactive to the Petition Date*, dated November 29, 2023 [Docket No. 267] (the “Retention Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated November 29, 2023 [Docket No. 266] (the “Interim Compensation Order”) Cole Schotz P.C. (“Cole Schotz”), counsel for Premier Kings, Inc., and its debtor affiliates as debtors and debtors in possession in the above-captioned chapter 11 cases (each a “Debtor” and collectively, the “Debtors”), hereby submits this *Final Fee Application of Cole Schotz P.C. for Compensation for Services and Reimbursement of Expenses for the Period February 1, 2024*

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification numbers, are: Premier Kings, Inc. (3932); Premier Kings of Georgia, Inc. (9797); and Premier Kings of North Alabama, LLC (9282). The Debtors’ address is 7078 Peachtree Industrial Blvd., Suite #800, Peachtree Corners, GA 30071.

Through May 3, 2024 (the “Fee Application”).² Specifically, Cole Schotz seeks (i) final allowance and payment of \$304,633.25 for the reasonable and necessary legal services that Cole Schotz rendered during the Fee Period to the Debtors; and (ii) final allowance and payment of \$2,312.16 for the actual and necessary expenses that Cole Schotz incurred in connection with such services during the Fee Period, and (iii) final approval of all fees and expenses previously approved in the Interim Fee Order.

BACKGROUND

1. On October 25, 2023 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thus commencing the above captioned chapter 11 cases (the “Chapter 11 Cases”). The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code.

RELIEF REQUESTED

2. Pursuant to the Retention Order, Cole Schotz is entitled to approval of compensation for fees incurred and reimbursement of expenses. During the Fee Period, Cole Schotz earned reasonable and necessary fees in the amount of \$304,633.25 and incurred expenses in the amount of \$2,312.16. All services for which compensation is requested by Cole Schotz were performed for or on behalf of the Debtors.

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 Cole Schotz partners, associates and paralegals during the Fee Period with respect to each of the project categories Cole Schotz established in accordance

² The period from February 1, 2024 through and including May 3, 2024 is referred to herein as the “Fee Period.”

with its internal billing procedures. As reflected in Exhibit “A”, Cole Schotz incurred \$304,633.25 in fees during the Fee Period.

4. Attached hereto as **Exhibit “B”** is a schedule of Cole Schotz professionals and paralegals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors 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.

5. Attached hereto as **Exhibit “C”** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Cole Schotz is seeking payment in this Fee Application. All of these disbursements comprise the requested sum for Cole Schotz’s out-of-pocket expenses, which total \$2,312.16.

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

VALUATION OF SERVICES

7. Attorneys and paraprofessionals of Cole Schotz have expended a total of 420.70 hours in connection with the Chapter 11 Cases during the Fee Period.

8. The amount of time spent by each attorney and paraprofessional providing services to the Debtors for the Fee Period is fully set forth in detail in attached Exhibits “A” and “B”. The enumerated hourly rates are Cole Schotz’s normal hourly rates for work of this character. The reasonable value of the services rendered by Cole Schotz as counsel for the Debtors in the Chapter 11 Cases during the Fee Period is \$304,633.25.

9. Cole Schotz 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 this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

11. This Fee Application covers the period from February 1, 2024 through and including May 3, 2024.

SUMMARY OF SERVICES

12. The compensation Cole Schotz seeks is appropriate for the time spent in connection with representing the Debtors in the Chapter 11 Cases and set forth below are brief narrative descriptions of the services rendered for, or on behalf of, the Debtors:

A. Asset Acquisitions/Business Combinations – Among other services provided in this category during the Fee Period, Cole Schotz prepared, edited and negotiated multiple documents to complete the corporate aspects of the multiple sales. During the Fee Period, Cole Schotz provided services in the total amount of 24.20 hours on tasks within this category.

B. Asset Dispositions, Sales, Uses, and Leases (Section 363) - Among other services provided in this category during the Fee Period, Cole Schotz engaged in numerous communications with the Debtors and co-counsel, counsel Wells Fargo as Agent for Prepetition Lender Group and multiple other parties with respect to finalizing the asset sales. Cole Schotz also closed the transaction and obtained an order approving the sale at a sale hearing. During the Fee Period, Cole Schotz provided services in the total amount of 45.90 hours on tasks within this category.

C. Automatic Stay Matters/Litigation - Among other services provided in this category during the Fee Period, Cole Schotz communicated with the Debtors and co-counsel, and counsel for movants that filed lift stay motions, and settled the matters by consent. During the Fee Period, Cole Schotz provided services in the total amount of 5.40 hours on tasks within this category.

D. Bank Claims and Litigation Matters - Among other services provided in this category during the Fee Period, Cole Schotz communicated with the Debtors and co-counsel regarding certain lien issues. During the Fee Period, Cole Schotz provided services in the total amount of 1.60 hours on tasks within this category.

E. Business Operations – Among other services provided within this category, Cole Schotz consulted with Aurora on business operation issues. During the Fee Period, Cole Schotz provided services in the total amount of 0.90 hours on tasks within this category.

F. Case Administration - Among other services provided in this category during the Fee Period, Cole Schotz drafted, reviewed and edited various pleadings with the Bankruptcy Court; attended and participated in various hearings and required proceedings; and communicated with counsel for various interested parties about the case status, the case strategy and the resolution of various issues. Cole Schotz also communicated with the Court's staff and the Bankruptcy Administrator about administrative issues. During the Fee Period, Cole Schotz provided services in the total amount of 5.10 hours on tasks within this category.

G. Cash Collateral and DIP Financing - Among other services provided in this category during the Fee Period, Cole Schotz communicated with the Debtors, co-

counsel and counsel for the Prepetition Agent regarding the cash collateral order and cash collateral budgets. During the Fee Period, Cole Schotz provided services in the total amount of 9.30 hours on tasks within this category.

H. Claims Analysis, Administration and Objections - Among other services provided in this category during the Fee Period, Cole Schotz reviewed and analyzed relevant proofs of claim filed by various parties. During the Fee Period, Cole Schotz provided services in the total amount of 11.80 hours on tasks within this category.

I. Committee Matters and Creditor Meetings - communicated with the unsecured creditors' committee counsel on multiple aspects of the Debtors' chapter 11 cases. During the Fee Period, Cole Schotz provided services in the total amount of 4.6 hours on tasks within this category.

J. Disclosure Statement/Voting Issues - Among other services provided in this category during the Fee Period, Cole Schotz engaged in numerous conversations and correspondences with various parties regarding the disclosure statement and the content thereof. During the Fee Period, Cole Schotz provided services in the total amount of 5.80 hours on tasks within this category.

K. Employee Matters - Among other services provided in this category during the Fee Period, Cole Schotz communicated with Debtors regarding employee issues in connection with the close of the sales. During the Fee Period, Cole Schotz provided services in the total amount of 0.50 hours on tasks within this category.

L. Executory Contracts - Among other services provided in this category during the Fee Period, Cole Schotz communicated with the Debtors, co-counsel and contract counterparty counsel regarding the assumption and rejection of executory

contracts in connection with the store sales. During the Fee Period, Cole Schotz provided services in the total amount of 9.20 hours on tasks within this category.

M. Fee Application Matters/Objections - Among other services provided in this category during the Fee Period, Cole Schotz prepared monthly fee statements. During the Fee Period, Cole Schotz provided services in the total amount of 21.70 hours on tasks within this category.

N. General – Among other services provided in this category during the Fee Period, Cole Schotz addressed a variety of non-recurring issues related to all aspects of the bankruptcy cases. During the Fee Period, Cole Schotz provided services in the total amount of 1.80 hours on tasks within this category.

O. Leases (Real Property) – Among other services provided in this category during the Fee Period, Cole Schotz communicated with the Debtors, co-counsel and counsel for lessees and purchasers regarding the assumption, rejection and core costs for real property leases. During the Fee Period, Cole Schotz provided services in the total amount of 5.60 hours on tasks within this category.

P. Litigation/ Gen. (Except Automatic Stay Relief) - Among other services provided in this category during the Fee Period, Cole Schotz addressed contested matters that did not fall squarely into other categories including, but not limited to, landlord objections, state court actions and the adversary proceeding filed in this case. During the Fee Period, Cole Schotz provided services in the total amount of 12.20 hours on tasks within this category.

Q. Non-Working Travel Time – Among other services provided in this category during the Fee Period, this category includes all travel time in connection with

the Chapter 11 Cases. Cole Schotz billed fifty percent of the total of the non-working travel time. During the Fee Period, Cole Schotz provided services in the total amount of 18.90 hours on tasks within this category.

R. Preferences and Avoidance Actions - Among other services provided in this category during the Fee Period, Cole Schotz discussed potential avoidance actions with counsel for the plan administrator. During the Fee Period, Cole Schotz provided services in the total amount of 1.20 hours on tasks within this category.

S. Preparation for and Attendance at Hearings - Among other services provided in this category during the Fee Period, Cole Schotz prepared for presenting numerous motions and responding to various objections throughout these cases. During the Fee Period, Cole Schotz provided services in the total amount of 56.70 hours on tasks within this category.

T. Liquidation Plan - Among other services provided in this category during the Fee Period, Cole Schotz engaged in the drafting and negotiation of the later confirmed liquidation plan. During the Fee Period, Cole Schotz provided services in the total amount of 164.30 hours on tasks within this category.

U. Retention Matters – Among other services provided in this category during the Fee Period, Cole Schotz communicated with the Debtors, co-counsel and multiple ordinary course professionals regarding the retention applications, retention orders and professional fee budgets. During the Fee Period, Cole Schotz provided services in the total amount of 9.80 hours on tasks within this category.

V. Tax/General - Among other services provided in this category during the Fee Period, Cole Schotz reviewed and communicated with the Debtors regarding

various tax related issues. During the Fee Period, Cole Schotz provided services in the total amount of 3.20 hours on tasks within this category.

W. Bankruptcy Administrator Matters and Meetings – Among other services provided in this category during the Fee Period, Cole Schotz addressed issues raised by the Bankruptcy Administrator’s office. During the Fee Period, Cole Schotz provided services in the total amount of 0.50 hours on tasks within this category.

X. Vendor Matters – Among other services provided in this category during the Fee Period, Cole Schotz communicated with counsel for Burger King and respective counsel for critical vendors regarding various issues. During the Fee Period, Cole Schotz provided services in the total amount of 0.50 hours on tasks within this category.

13. 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).

14. Based on the Eleventh Circuit’s criteria, Cole Schotz respectfully submits that the Court should approve and allow Cole Schotz’s fees and the reimbursement of Cole Schotz’s expenses in the amounts requested.

15. 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.

16. The hours Cole Schotz has devoted to its representation of the Debtors meets the above-stated criteria. As the time reports included in Exhibit "A" demonstrate, the individual attorneys and paralegals involved in Cole Schotz's representation of the Debtors 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 Cole Schotz's professionals would have expended on behalf of a non-bankruptcy client. Cole Schotz seeks payment only for such documented and reasonable services. Based on applicable criteria, Cole Schotz 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.

17. Further, as set forth herein, Cole Schotz has spent substantial time representing the Debtors - which time could have been devoted to other opportunities. The services Cole Schotz has provided through its highly qualified professionals have allowed the Debtors to move through the Chapter 11 Cases at a very fast pace, achieve its goals to date and to comply with the short time lines imposed on the Debtors at the start of this Chapter 11 Cases. Thus far, the Chapter 11 Cases has been successful in large part due to the services Cole Schotz has provided and the Debtors has consummated the sale of substantially all of its assets. Therefore, Cole Schotz requests the entry of an order approving this Fee Application as set forth herein.

NOTICE

18. The Debtors will provide notice of this Fee Application in accordance with the Interim Compensation Order. The Debtors submit that no other or further notice be given.

Dated: June 18, 2024.
Birmingham, Alabama

/s/ Jesse S. Vogtle, Jr.
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Attorneys for the Debtors and Debtors-in-Possession

**Admitted Pro Hac Vice*

EXHIBIT "A"

**SUMMARY OF EXPENSES EARNED FOR SERVICES RENDERED BY PROJECT
CATEGORY BY COLE SCHOTZ AS COUNSEL FOR DEBTORS AND DEBTORS-IN-
POSSESSION FOR THE FINAL APPLICATION PERIOD**

PROJECT CODES	HOURS	AMOUNT
Asset Acquisitions/Business Combinations	24.20	\$21,296.00
Asset Dispositions, Sales, Uses, and Leases (Section 363)	45.90	\$31,554.00
Automatic Stay Matters/Litigation	5.40	\$4,104.50
Bank Claims and Litigation Matters	1.60	\$1,272.00
Business Operations	0.90	\$715.50
Case Administration	5.10	\$3,843.50
Cash Collateral and DIP Financing	9.30	\$7,393.50
Claims Analysis, Administration and Objections	11.80	\$9,381.00
Committee Matters and Creditor Meetings	4.60	\$3,657.00
Disclosure Statement/Voting Issues	5.80	\$3,509.00
Employee Matters	0.50	\$358.50
Executory Contracts	9.20	\$5,792.00
Fee Application Matters/Objections	21.70	\$11,633.50
General	1.80	\$1,584.00
Leases (Real Property)	5.60	\$4,452.00
Litigation/ Gen. (Except Automatic Stay Relief)	12.20	\$9,699.00
Non-Working Travel Time	18.90	\$7,512.75
Preferences and Avoidance Actions	1.20	\$954.00
Preparation for and Attend Hearings	56.70	\$43,764.50
Reorganization Plan	164.30	\$121,920.50
Retention Matters	9.80	\$6,897.50
Tax/General	3.20	\$2,544.00
U.S. Trustee Matters and Meetings	0.50	397.50
Vendor Matters	0.50	\$397.50
TOTAL	420.70	\$304,633.25

EXHIBIT "B"

**SUMMARY OF FEES EARNED FOR SERVICES RENDERED BY COLE SCHOTZ'S
PROFESSIONALS AS COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE FINAL APPLICATION PERIOD**

PROFESSIONAL	TITLE	HOURS	HOURLY RATE	TOTAL
Gary H. Leibowitz	Member	199.80	\$795.00	\$158,841.00
Gary H. Leibowitz*	Member	9.60	\$397.50	\$3,816.00
Irving E. Walker	Member	76.10	\$795.00	\$60,499.50
Irving E. Walker*	Member	9.30	\$397.50	\$3,696.75
Roger M. Iorio	Member	26.00	\$880.00	\$22,880.00
Stacy L. Newman	Member	20.10	\$725.00	\$14,572.50
H.C. Jones III	Associate	44.30	\$540.00	\$23,922.00
J. Michael Pardoe	Associate	24.50	\$495.00	\$12,127.50
Marissa A. Mastroianni	Member	0.20	\$600.00	\$120.00
Pauline Z. Ratkowiak	Paralegal	10.80	\$385.00	\$4,158.00
TOTALS		420.70		\$304,633.25

*Billed at ½ Rate

EXHIBIT "C"

**SUMMARY OF EXPENSES EARNED FOR SERVICES RENDERED BY PROJECT
CATEGORY BY COLE SCHOTZ AS COUNSEL FOR DEBTORS AND DEBTORS-IN-
POSSESSION FOR THE FINAL APPLICATION PERIOD**

EXPENSES	TOTAL
Copies	\$44.70
Court Fees	\$127.00
Outside Printing	\$0
Telephone	\$0
Online Research	\$124.31
Delivery Services/Messengers	\$0
Postage	\$0
Local Travel	\$0
Out of Town Travel	\$0
Meals	\$0
Court Fees	\$0
Other	\$0
Travel - Airfare	\$506.11
Travel - Car Service	\$0
Travel - Lodging	\$1,409.64
Data Host	\$24.00
Travel - Meals	\$76.40
Corporate Document Retrieval	\$0
TOTAL	\$2,312.16

EXHIBIT "D"

**SUMMARY OF ACTUAL EXPENSES AND NECESSARY EXPENSES INCURRED BY
COLE SCHOTZ AS COUNSEL FOR DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE FINAL APPLICATION PERIOD**

PREMIER KINGS, INC.
 112 SOUTH TRYON STREET, SUITE 1770
 CHARLOTTE, NC 28284

Invoice Date: March 6, 2024
 Invoice Number: 970952
 Matter Number: 65533-0002

Re: CHAPTER 11

FOR PROFESSIONAL SERVICES THROUGH FEBRUARY 29, 2024

ASSET DISPOSITIONS, SALES, USES, AND LEASES (SECTION 363)			23.00	16,388.50
<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/24	PVR	EMAIL FROM AND TO S. NEWMAN AND RESEARCH RE: SAMPLES OF PRIVATE SALE MOTIONS	0.80	308.00
02/01/24	SLN	DRAFT SALE MOTION, INCLUDING REVIEW NEWELL APA, BROKER MATERIALS AND LIEN SEARCHES (3.2);	3.20	2,320.00
02/01/24	IEW	EMAILS WITH CLIENT REGARDING ISSUES WITH BKC REGARDING REMOVAL OF BRINKS SAFES (.1); EMAILS WITH RRG COUNSEL AND CLIENT REGARDING RRG CONDITIONS FOR RELEASE OF ESCROW FUNDS (.2)	0.30	238.50
02/02/24	SLN	REVISIONS TO NEWELL-BERG SALE MOTION (1.7); REVIEW I. WALKER COMMENTS TO NEWELL-BERG SALE MOTION (.2); CORRESPONDENCE WITH CLIENT REGARDING DRAFT MOTION AND OPEN ISSUES (.1);	2.00	1,450.00
02/02/24	IEW	REVIEW/REVISE DRAFT MOTION FOR SALE OF REAL PROPERTY (.8); EMAILS WITH CLIENT REGARDING SAME (.1)	0.90	715.50
02/02/24	IEW	EMAILS WITH RRG COUNSEL AND R. IORIO REGARDING RELEASE OF ESCROW FUNDS (.1); CONFER WITH R. IORIO REGARDING SAME AND REVIEW MOSAIC REVISED LETTER CONSENTING TO RELEASE OF ESCROW FUNDS (.2)	0.30	238.50
02/05/24	SLN	CORRESPONDENCE WITH I. WALKER AND AMP REGARDING DRAFT LAWRENCEBURG SALE MOTION (.2);	0.40	290.00
02/05/24	IEW	EMAILS WITH CLIENT AND S. NEWMAN REGARDING SALE OF LAWRENCEBURG REAL PROPERTY (.2); EMAILS WITH CLIENT REGARDING MARCUS & MILLCHAP AGREEMENT (.2)	0.40	318.00
02/05/24	IEW	REVIEW ASSET PURCHASE AGREEMENTS AND CLOSING STATEMENTS TO ADVISE CLIENT ON POST-CLOSING "TRUE-UP" PROCESS FOR MOSAIC AND BULLDOG SALES (.2); CALL WITH B. TILLIS REGARDING ALLOCATION OF PAYABLES FOLLOWING CLOSINGS (.1)	0.30	238.50
02/05/24	IEW	REVIEW REVISED LETTERS FOR RELEASE OF MOSAIC FUNDS IN THE RRG ESCROW ACCOUNT	0.10	79.50
02/06/24	PVR	EMAIL TO S. NEWMAN AND RETRIEVE AND REVIEW PRIVATE SALE MOTION FILED IN NOGIN MATTER	0.20	77.00

COLE SCHOTZ P.C.

Re: CHAPTER 11
Client/Matter No. 65533-0002

Invoice Number 970952
March 6, 2024
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/06/24	PVR	EMAIL FROM AND TO S. NEWMAN AND RESEARCH RE: SAMPLE MOTIONS TO RETAIN BROKER WITH RESPECT TO A SALE	1.70	654.50
02/07/24	IEW	EMAILS WITH LANDLORD COUNSEL REGARDING PAYMENT OF POST-CLOSING LEASE OBLIGATIONS (.2); REVIEW EMAILS REGARDING ESCROW AGENT WIRE FROM RRG ESCROW ACCOUNT;	0.20	159.00
02/07/24	IEW	EMAILS WITH S. NEWMAN REGARDING RESOLUTION OF CURE COST DISPUTES (.1); EMAILS WITH S. NEWMAN REGARDING SALE OF REAL PROPERTY AND RELATED PAPERS (.1)	0.20	159.00
02/08/24	SLN	CORRESPONDENCE WITH CS AND AMP REGARDING LAWRENCEBURG SALE MOTION (.3);	0.30	217.50
02/08/24	IEW	DRAFT FIRST NOTICE OF SALE OF LIMITED VALUE ASSETS AND EMAILS WITH CLIENT REGARDING SAME (.7); MULTIPLE EMAILS AND CALL WITH CLIENT TO FINALIZE SAME (.2); FINALIZE NOTICE OF PROPOSED SALE AND EMAIL TO E. RAY FOR FILING (.2); FOLLOW UP CALLS AND EMAILS WITH CLIENT REGARDING SALE OF LIMITED VALUE ASSETS TO RRG AND AN ANTICIPATED ADDITIONAL SALE (.3)	1.40	1,113.00
02/09/24	SLN	REVISIONS TO LAWRENCEBURG SALE MOTION AND APA (.3); EMAIL TO I. WALKER REGARDING OPEN ISSUES (.1); EMAIL TO L. KENDALL REGARDING NEW HOPE LISTING AGREEMENT (.1);	0.50	362.50
02/09/24	IEW	DRAFT BILL OF SALE FOR SALE OF LIMITED VALUE ASSETS TO BKC AND FOR GENERAL USE IN OTHER SIMILAR SALES	0.40	318.00
02/09/24	IEW	REVIEW AND PROVIDE COMMENTS TO DRAFT MOTION FOR SALE OF REAL PROPERTY (.2); EMAILS WITH R. IORIO REGARDING BILL OF SALE OF LIMITED VALUE ASSETS (.1)	0.20	159.00
02/11/24	SLN	CORRESPONDENCE WITH CS TEAM REGARDING SALE MOTION (.1);	0.10	72.50
02/12/24	SLN	CORRESPONDENCE WITH LENDER AND I. WALKER REGARDING SALE MOTION (.2); FOLLOW UP CORRESPONDENCE WITH I. WALKER (.1); CORRESPONDENCE WITH AMP (.1); REVISIONS TO SALE MOTION (.2);	0.60	435.00
02/12/24	IEW	EMAILS WITH LENDERS' COUNSEL AND S. NEWMAN REGARDING MOTION FOR SALE OF LAWRENCEBURG TN PROPERTY	0.20	159.00
02/13/24	GHL	REVISE R/E SALE MOTION	1.10	874.50
02/13/24	SLN	CORRESPONDENCE WITH LENDER REGARDING SALE MOTION (.2); REVISIONS TO SALE MOTION (.1); EMAIL TO I. WALKER (.1);	0.40	290.00
02/13/24	IEW	TEAMS MEETING WITH CLIENT REGARDING SALE OF NEW HOPE REAL PROPERTY AND PROFESSIONALS BEING CONSIDERED FOR SAME (.3); REVIEW AND REVISE APPLICATION TO EMPLOY M&M AS BROKER FOR THE SALE OF THE LAWRENCEBURG PROPERTY (.5); EMAILS WITH S. NEWMAN REGARDING SAME (.1)	0.90	715.50

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/14/24	SLN	CORRESPONDENCE WITH I. WALKER REGARDING LAWRENCEBURG SALE MOTION (.2); CORRESPONDENCE WITH E. RAY REGARDING FILING (.2); EMAIL TO AMP REGARDING APA (.1); CORRESPONDENCE WITH AGENT REGARDING SALE MOTION (.2);	0.70	507.50
02/14/24	HCJ	REVIEW RETENTION APP FOR REAL ESTATE BROKER AND SALE MOTION AND ANALYZE NOTICE AND SERVICE REQUIREMENTS; COMMUNICATIONS WITH S.NEWMAN RE: SAME	0.50	270.00
02/14/24	IEW	CALL AND EMAILS WITH CLIENT REGARDING RRG FAILUARE TO PAY AMOUNTS PAST DUE UNDER APA AND PROPOSED COURSE OF ACTION (.3); PREPARE DEMAND LETTER AS REQUIRED BY APA AND SEND TO CLIENT FOR REVIEW (.5); EMAIL DEMAND LETTER TO RRG AND COUNSEL (.1)	0.90	715.50
02/15/24	SLN	CORRESPONDENCE WITH AGENT AND I. WALKER REGARDING LAWRENCEBURG SALE MOTION (.2); CORRESPONDENCE WITH AMP REGARDING APA (.2);	0.40	290.00
02/15/24	IEW	EMAILS WITH LENDERS' COUNSEL, S. NEWMAN AND CLIENT REGARDING MOTION TO SELL LAWRENCEBURG PROPERTY (.2)	0.20	159.00
02/15/24	IEW	REVIEW EMAIL FROM CLIENT WITH SUPPORTING INFORMATION FOR AMOUNTS OWED BY RRG AND CALL WITH CLIENT REGARDING SAME (.2); EMAIL TO RRG PROVIDING SUPPORTING INFORMAITON FOR DEMAND LETTER (.2); FOLLOW-UP EMAILS WITH RRG AND COUNSEL AND CLIENT, AND CALL WITH CLIENT REGARDING SAME TO SETTLE AMOUNTS OWED BY RRG (.5)	0.90	715.50
02/19/24	IEW	TRANSMIT SALE CLOSING DOCUMENTS (ASSIGNMENTS) TO COUNSEL FOR PREMIER HOLDINGS AS REQUESTED	0.50	397.50
02/22/24	IEW	DRAFT SECOND NOTICE OF LIMITED VALUE ASSETS SALE (.8); EMAILS WITH CLIENT REGARDING SAME (.1)	0.90	715.50
02/23/24	JMP	REVIEW MOTION FOR SETTLEMENT.	0.20	99.00
02/24/24	IEW	TRANSMIT SALE DOCUMENTS (ASSIGNMENTS) TO COUNSEL FOR PREMIER HOLDINGS AS REQUESTED	0.40	318.00
02/28/24	IEW	EMAILS WITH CLIENT REGARDING SECOND NOTICE OF LIMITED VALUE ASSETS SALE AND CONFIRMING NO OBJECTION AND ABILITY TO CLOSE (.1); DRAFT BILL OF SALE ()	0.10	79.50

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/28/24	IEW	EMAIL CLIENT REGARDING SALE OF NEW HOPE PROPERTY (.1); REVIEW CLIENT INFORMATION REGARDING STATUS OF SALE EFFORTS (.1)	0.20	159.00

AUTOMATIC STAY MATTERS/LITIGATION	0.10	79.50
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/26/24	IEW	EMAILS WITH CLIENT REGARDING BUTLER LITIGATION AND LIMITED RELIEF FROM STAY	0.10	79.50

BUSINESS OPERATIONS	0.90	715.50
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/14/24	GHL	PREPARE FOR AND ATTEND BOARD MEETING RE: WIND DOWN	0.90	715.50

CASE ADMINISTRATION	1.20	947.00
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/09/24	IEW	CALL WITH CLIENT AND GARY L. TO REVIEW ALL ACTION ITEMS FOR THE CHAPTER 11 CASE	0.80	636.00
02/16/24	SLN	TELEPHONE CALL WITH H&K REGARDING FILING AND SERVICE (.1);	0.10	72.50
02/19/24	IEW	EMAILS WITH CLIENT REGARDING ACTION ITEMS AND PROGRESS TO ACHIEVE SAME	0.20	159.00
02/26/24	IEW	REVIEW CURRENT ORDERS AND OTHER COURT FILINGS TO MONITOR CASE	0.10	79.50

CASH COLLATERAL AND DIP FINANCING	1.30	1,033.50
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/16/24	IEW	EMAILS WITH GARY L. REGARDING PLAN AND CASH COLLATERAL BUDGET	0.10	79.50
02/29/24	GHL	REVIEW AND ANALYZE CASH COLLATERAL ORDERS AND CONTINUED USE FOR WIND DOWN	1.20	954.00

CLAIMS ANALYSIS, ADMINISTRATION AND OBJECTIONS	0.60	477.00
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/24	IEW	EMAILS WITH LENDERS' COUNSEL AND CLIENT REGARDING POTENTIAL SETTLEMENT OF CLAIMS AGAINST DISPUTED CLAIMS RESERVE FUND	0.20	159.00
02/19/24	IEW	REVIEW CLIENT ANALYSIS OF BKC CLAIMS RECONCILIATION EFFORTS AND CALL WITH CLIENT AND GARY L. REGARDING SAME	0.40	318.00

DISCLOSURE STATEMENT/VOTING ISSUES	3.20	2,034.00
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
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COLE SCHOTZ P.C.

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/11/24	IEW	REVIEW AND REVISE DISCLOSURE STATEMENT	0.50	397.50
02/15/24	IEW	CONFER WITH GARY L. REGARDING DISCLOSURE STATEMENT (.2)	0.20	159.00
02/16/24	IEW	REVIEW BEST INTEREST ANALYSIS FOR DISCLOSURE STATEMENT AND EMAILS WITH GARY L. REGARDING REVISIONS (.4); CONFER WITH GARY L. REGARDING REVISIONS TO SAME (.1)	0.50	397.50
02/27/24	HCJ	REVIEW/ANALYZE DRAFT PLAN AND DISCLOSURE STATEMENT; BEGIN DRAFTING DISCLOSURE STATEMENT ORDER	2.00	1,080.00

EXECUTORY CONTRACTS **4.50** **3,110.50**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/24	HCJ	EMAILS WITH B.TILLIS RE: POTENTIAL REJECTION OF EXECUTORY CONTRACTS	0.20	108.00
02/01/24	HCJ	EMAILS WITH L.KENDALL, B.TILLIS, AND J.MAGEE RE: POTENTIAL LEASE REJECTIONS	0.20	108.00
02/02/24	SLN	CORRESPONDENCE WITH HOLDINGS COUNSEL REGARDING CURE OBJECTION (.1);	0.10	72.50
02/02/24	HCJ	EMAILS WITH J.MAGEE, B.TILLIS, AND L.KENDALL RE: POTENTIAL REJECTION OF CERTAIN LEASES	0.30	162.00
02/02/24	IEW	EMAILS WITH CLIENT REGARDING ISSUES CONCERNING REMOVAL OF BRINKS SAFE FROM SOLD STORES (.1); REVIEW CLIENT EMAIL TO BKC REGARDING AMOUNTS PAID AND DUE (.1)	0.10	79.50
02/05/24	HCJ	ANALYSIS OF POTENTIAL REJECTION OF LEASES AND OTHER CONTRACTS	0.30	162.00
02/07/24	SLN	CORRESPONDENCE WITH CS AND AMP REGARDING HOLDINGS CURE OBJECTION AND RESOLUTION (.4); DRAFT STIPULATION RESOLVING HOLDINGS CURE OBJECTION (1.7); EMAIL DRAFT TO I. WALKER (.1);	2.20	1,595.00
02/07/24	HCJ	REVIEW OF RESPONSE TO SECOND OMNIBUS MOTION TO REJECT LEASES	0.20	108.00

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/12/24	IEW	EMAILS WITH CLIENT REGARDING ISSUES WITH BKC ON CURE AMOUNTS AND REVIEW APA AND SETTLEMENT AGREEMENT TO ADVISE CLIENT REGARDING SAME (.6); EMAILS WITH CLIENT REGARDING ADVICE REGARDING ASSUMPTION OR ASSIGNMENT OF DEFERRED STORE LEASES UNDER THE BULLDOG APA (.2); REVIEW ORDER APPROVING REJECTION OF LEASES (.1)	0.90	715.50

FEE APPLICATION MATTERS/OBJECTIONS			0.50	192.50
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/12/24	PVR	EMAIL FROM AND TO G. LEIBOWITZ RE: JANUARY INVOICE AND DRAFT THIRD MONTHLY (JANUARY) FEE APPLICATION	0.50	192.50

GENERAL			1.80	1,584.00
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/24	RMI	REVIEW REVISED DRAFT OF MOSAIC RELEASE AND CONFIRMATION LETTER AND CORRESPONDENCE WITH CLIENT RE: SAME	0.50	440.00
02/02/24	RMI	CORRESPONDENCES WITH COUNSEL FOR MOSAIC	0.20	176.00
02/02/24	RMI	REVIEW COMMENTS TO ESCROW RELEASE LETTER	0.20	176.00
02/02/24	RMI	TELEPHONE CALL AND CORRESPONDENCE WITH M. THALER	0.40	352.00
02/05/24	RMI	FINALIZE RELEASE OF ESCROW AGREEMENTS	0.30	264.00
02/07/24	RMI	CORRESPONDENCE TO ESCROW AGENT	0.20	176.00

LEASES (REAL PROPERTY)			0.20	159.00
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/01/24	IEW	EMAILS WITH HC JONES REGARDING ADDITIONAL LEASES FOR REJECTION MOTIONS	0.10	79.50
02/07/24	IEW	REVIEW LANDLORD RESPONSE TO MOTION TO REJECT LEASES AND EMAIL WITH E. RAY REGARDING HANDLING OF HEARING ON MOTION TO REJECT	0.10	79.50

LITIGATION/ GEN. (EXCEPT AUTOMATIC STAY RELIEF)			3.30	2,623.50
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/14/24	IEW	EMAILS AND CALL WITH CLIENT REGARDING INSURANCE AND OTHER MATTERS RELATED TO EMPLOYEE TRUCK ACCIDENT	0.10	79.50
02/14/24	IEW	EMAILS WITH COUNSEL FOR PREMIER HOLDINGS REGARDING STATUS OF NEGOTIATIONS OVER DISPUTED CLAIMS RESERVE FUND	0.10	79.50

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/15/24	IEW	REVIEW DRAFT STIPULATION FOR RESOLUTION OF CLAIMS AGAINST DISPUTED CLAIMS RESERVE FUND, AND EMAILS WITH HOLDINGS COUNSEL AND CLIENT REGARDING SAME (.4); FOLLOW-UP EMAILS WITH CLIENT AND COUNSEL FOR HOLDINGS AND SECURED LENDERS REGARDING SAME (.3)	0.70	556.50
02/21/24	IEW	EMAILS WITH MEDIATOR (T. CORBETT) AND OTHER PARTIES REGARDING STATUS OF MEDIATION OVER DISPUTED CLAIMS RESERVE	0.40	318.00
02/22/24	IEW	REVIEW AND REVISE DRAFT RULE 9019 MOTION AND EMAILS WITH CO-COUNSEL REGARDING SAME	0.60	477.00
02/22/24	IEW	REVIEW AND REVISE STIPULATION SETTling DISPUTED CLAIM RESERVE LITIGATION (.5); EMAILS TO COUNSEL FOR LENDERS AND HOLDINGS, AND TO CLIENT REGARDING SAME (.1); EMAILS WITH LENDERS' COUNSEL AND CO-COUNSEL REGARDING PROCEDURE FOR NOTICE OF STIPULATION AND ORDER RESOLVING DISPUTED CLAIMS RESERVE ACCOUNT (.2)	0.80	636.00
02/22/24	IEW	EMAILS WITH CO-COUNSEL REGARDING MOTION FOR APPROVAL OF SETTLEMENT OF DISPUTED CLAIMS RESERVE FUND (.2); EMAILS WITH OTHER COUNSEL REGARDING PLAN TO FILE RULE 9019 MOTION (.1)	0.30	238.50
02/24/24	IEW	EMAILS WITH CLIENT REGARDING NOTICE OF HEARING IN STATE COURT LITIGATION V. ONE OF THE DEBTORS, AND EMAIL TO LOCAL COUNSEL TO ADD TO CREDITOR MATRIX AND FILE NOTICE OF BANKRUPTCY	0.20	159.00
02/26/24	IEW	EMAILS WITH E. RAY REGARDING STATUS CONFERENCE ON DISPUTED CLAIMS RESERVE LITIGATION (.1)	0.10	79.50

PREPARATION FOR AND ATTENDANCE AT HEARINGS			2.20	1,216.00
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/07/24	PVR	REVIEW DOCKET AND UPDATE CASE CALENDAR RE: FEBRUARY 26, 2024 HEARING RE: MOTION FOR RELIEF FROM STAY FILED BY CREDITOR FORD MOTOR CREDIT COMPANY, LLC	0.20	77.00
02/15/24	PVR	RETRIEVE AND REVIEW NEWELL SALE MOTION, MARCUS MILLICHAP RETENTION APPLICATION AND NOTICE OF HEARING AND UPDATE CASE CALENDAR RE: MARCH 11, 2024 HEARING	0.40	154.00
02/20/24	PVR	RETRIEVE AND REVIEW ORDER REQUIRING NOTICE AND HEARING ON DISCL. STATEMENT AND UPDATE CASE CALENDAR RE: HEARING DATE AND OBJECTION DEADLINE	0.20	77.00
02/23/24	PVR	RETRIEVE AND REVIEW 9019 SETTLEMENT MOTION FILED IN MAIN CASE AND ADV. PROCEEDING AND NOTICE RE: STATUS CONFERENCE ON COMPLAINT AND UPDATE CASE CALENDAR RE: HEARING DATE	0.20	77.00
02/26/24	GHL	PREAPRE FOR HEARING ON RJ FEE APP AND LIFT STAY AND EMAILS TO E.RAY RE: SAME	0.90	715.50

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/26/24	PVR	REVIEW DOCKET RE: STATUS OF 2/26/24 HEARING AND UPDATE CASE CALENDAR RE: RESCHEDULED MATTERS TO 3/11/24 HEARING	0.30	115.50

REORGANIZATION PLAN			75.20	59,733.00
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/02/24	GHL	PREPARE PLAN OF LIQUIDATION	6.80	5,406.00
02/05/24	GHL	PREPARE AND REVISE PLAN OF LIQUIDATION	7.10	5,644.50
02/06/24	GHL	PREPARE AND REVISE PLAN	6.60	5,247.00
02/06/24	IEW	REVIEW AND REVISE CHAPTER 11 PLAN AND EMAILS WITH GARY L. REGARDING SAME	1.00	795.00
02/07/24	GHL	PREPARE DISCLOSURE STATEMENT	7.40	5,883.00
02/07/24	HCJ	REVIEW L.KENDALL COMMENTS TO PLAN OF LIQUIDATION	0.20	108.00
02/08/24	GHL	PREPARE AND REVISE DISCLOSURE STATEMENT	7.50	5,962.50
02/08/24	GHL	CALL WITH J.DUTSON RE: PLAN AND WIND DOWN BUDGET	0.40	318.00
02/09/24	GHL	REVISE PLAN AND DISCLOSURE STATEMENT	5.10	4,054.50
02/09/24	GHL	CALL WITH L.KENDALL RE: WIND DOWN AND PLAN	0.70	556.50
02/11/24	GHL	PREPARE AND REVISE DISCLOSURE STATEMENT AND LIQUIDATION ANALYSIS	4.10	3,259.50
02/12/24	GHL	REVISE DISCLOSURE STATEMENT	4.90	3,895.50
02/13/24	GHL	PREPARE AND REVISE BEST INTEREST TEST	2.10	1,669.50
02/14/24	GHL	REVISE DISCLOSURE STATEMENT AND LIQUIDATION ANALYSIS	2.10	1,669.50
02/14/24	GHL	CALLS AND EMAILS WITH J.DUTSON AND L.KENDALL RE: WIND DOWN BUDGET AND REVISE PLAN AND DISCLOSURE STATEMENT AGAIN RE: SAME	2.10	1,669.50
02/15/24	GHL	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT AND LIQUIDATION ANALYSIS AND ANALYZE COMMENTS FROM COMMITTEE AND LENDERS RE: SAME AND CASH COLLATERAL BUDGET FOR WIND-DOWN	9.50	7,552.50
02/15/24	IEW	TEAMS MEETING WITH GARY L. AND LENDERS' COUNSEL REGARDING TERMS OF CHAPTER 11 PLAN AND WIND-DOWN BUDGET (.6); CALL WITH CLIENT REGARDING SAME (.2); FOLLOW-UP EMAILS WITH GARY L. REGARDING SAME (.2)	1.00	795.00
02/20/24	IEW	REVIEW LENDERS' COMMENTS ON FILED CHAPTER 11 PLAN AND ADD MY NOTES TO COMMENT ON POTENTIAL WAYS TO REACH AGREEMENT	0.40	318.00
02/21/24	GHL	PREPARE MOTION AND ORDER TO EXTEND EXCLUSIVITY	3.10	2,464.50
02/21/24	IEW	REVIEW LENDERS' FURTHER REVISED PLAN	0.20	159.00
02/22/24	GHL	REVISE MOTION AND ORDER TO EXTEND EXCLUSIVITY	1.50	1,192.50
02/23/24	GHL	REVISE PLAN AGAIN WITH LENDER SUGGESTED REVISIONS	0.80	636.00
02/23/24	GHL	CALL WITH MARK SMITH RE: PLAN ADMINISTRATOR ROLE	0.30	238.50

COLE SCHOTZ P.C.

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/24/24	IEW	REVIEW EMAILS WITH LENDERS' REGARDING PLAN NEGOTIATIONS	0.20	159.00
02/29/24	IEW	CONFER WITH GARY L. REGARDING PLAN NEGOTIATIONS AND CASH COLLATERAL MATTERS	0.10	79.50

RETENTION MATTERS **8.00** **5,849.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/05/24	SLN	CORRESPONDENCE WITH I. WALKER, AMP AND MARCUS REGARDING RETENTION APPLICATION (.2);	0.40	290.00
02/06/24	SLN	CORRESPONDENCE WITH CO-COUNSEL REGARDING MARCUS & MILLICHAP RETENTION APPLICATION (.2);	0.20	145.00
02/07/24	SLN	DRAFT MARCUS & MILLICHAP RETENTION APPLICATION, REVIEW OF LISTING AGREEMENT AND CORRESPONDENCE WITH MARCUS & MILLICHAP REGARDING OPEN ISSUES (3.2); FOLLOW UP CORRESPONDENCE WITH I. WALKER (.2);	3.40	2,465.00
02/08/24	SLN	CORRESPONDENCE WITH MARCUS & MILLICHAP REGARDING RETENTION APPLICATION (.3);	0.30	217.50
02/08/24	IEW	EMAILS WITH S. NEWMAN AND E. RAY REGARDING EMPLOYMENT OF REAL ESTATE BROKER AND RELATED MATTERS (.1); EMAILS WITH CLIENT AND LENDERS' COUNSEL REGARDING SAME (.1)	0.10	79.50
02/09/24	SLN	REVISIONS TO MARCUS & MILLICHAP RETENTION APPLICATION (.4); EMAIL TO I. WALKER REGARDING OPEN ISSUES (.1); EMAIL TO CLIENT REGARDING LISTING AGREEMENT (.1);	0.60	435.00
02/09/24	IEW	EMAILS WITH M&M REGARDING APPLICATION TO EMPLOY M&M FOR REAL ESTATE SALE (.1); REVIEW AND REVISE APPLICATION TO EMPLOY M&M AND EMAILS WITH STACY N. REGARDING SAME (.3)	0.40	318.00
02/12/24	SLN	CORRESPONDENCE WITH HOLLAND KNIGHT REGARDING M&M RETENTION APPLICATION (.2); CORRESPONDENCE WITH M&M REGARDING DECLARATION AND DISCLOSURES (.1); CORRESPONDENCE WITH AMP REGARDING LISTING AGREEMENTS (.1); REVISIONS TO M&M RETENTION APPLICATION (.2);	0.60	435.00
02/12/24	IEW	EMAILS WITH CLIENT AND S. NEWMAN REGARDING APPLICATION TO EMPLOY REAL ESTATE BROKER	0.20	159.00
02/13/24	SLN	CORRESPONDENCE WITH I. WALKER AND M&M REGARDING RETENTION APPLICATION AND OPEN ISSUES (.5); CORRESPONDENCE WITH CO-COUNSEL REGARDING POTENTIAL PARTIES IN INTEREST LIST (.2); REVISIONS TO M&M RETENTION APPLICATION (.2); CORRESPONDENCE WITH E. RAY REGARDING M&M RETENTION APPLICATION AND OPEN ISSUES (.1);	1.00	725.00

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/14/24	SLN	CORRESPONDENCE WITH E. RAY REGARDING M&M RETENTION APPLICATION AND LOCAL PRACTICE (.3); REVISIONS TO M&M RETENTION APPLICATION (.2); CORRESPONDENCE WITH M&M REGARDING RETENTION APPLICATION AND DECLARATION (.2); CORRESPONDENCE WITH E. RAY REGARDING FILING (.1);	0.80	580.00

U.S. TRUSTEE MATTERS AND MEETINGS	0.50	397.50
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/16/24	IEW	CALL WITH GREG BAKER REGARDING CALCULATION OF B.A. FEES (.2)	0.20	159.00
02/20/24	IEW	CALL WITH G. BAKER REGARDING CASH MANAGEMENT MATTERS AND PROPER CALCULATION OF B.A. FEES (.2); FOLLOW-UP CALL WITH CLIENT AND ERIC R. REGARDING SAME (.1)	0.30	238.50

VENDOR MATTERS	0.50	397.50
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/09/24	IEW	EMAILS WITH CLIENT REGARDING ISSUE WITH VENDOR REGARDING TERMINATION OF SERVICES	0.10	79.50
02/13/24	IEW	EMAILS WITH CLIENT REGARDING VENDOR CLAIM ISSUES ARISING AFTER TERMINATION OF SERVICES, AND REVIEW CONTRACTS REGARDING SAME (.2); EMAILS WITH VENDOR REGARDING SAME (.2)	0.40	318.00

TOTAL HOURS 127.00

PROFESSIONAL SERVICES:	\$96,937.50
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TIMEKEEPER SUMMARY

<u>NAME</u>	<u>TIMEKEEPER TITLE</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Gary H. Leibowitz	Member	76.20	795.00	60,579.00
H.C. Jones, III	Member	3.90	540.00	2,106.00
Irving E. Walker	Member	22.10	795.00	17,569.50
J. Michael Pardoe	Associate	0.20	495.00	99.00
Pauline Z. Ratkowiak	Paralegal	4.50	385.00	1,732.50
Roger M. Iorio	Member	1.80	880.00	1,584.00
Stacy L. Newman	Member	18.30	725.00	13,267.50

Total	127.00	\$96,937.50
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COLE SCHOTZ P.C.

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COST SUMMARY

<u>Description</u>	<u>AMOUNT</u>
COURT FEES	18.20
TRAVEL - LODGING	295.58
TRAVEL- MILEAGE/TOLLS	23.00
DATA HOST	6.00
TOTAL COSTS	\$342.78

TOTAL SERVICES AND COSTS:	\$ 97,280.28
PREVIOUS BALANCE DUE:	\$ <u>298,584.45</u>
TOTAL DUE INCLUDING PREVIOUS BALANCE:	\$ <u>395,864.73</u>

PREMIER KINGS, INC.
 112 SOUTH TRYON STREET, SUITE 1770
 CHARLOTTE, NC 28284

Invoice Date: April 4, 2024
 Invoice Number: 973188
 Matter Number: 65533-0002

Re: CHAPTER 11

FOR PROFESSIONAL SERVICES THROUGH MARCH 31, 2024

ASSET ACQUISITIONS/BUSINESS COMBINATIONS 10.50 9,240.00

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/05/24	RMI	DRAFTING ASSIGNMENT DOCUMENT; CORRESPONDENCE WITH COUNSEL FOR BUYER	0.40	352.00
03/12/24	RMI	DRAFTING ASSIGNMENT AND ASSUMPTION AGREEMENT	0.40	352.00
03/18/24	RMI	CORRESPONDENCES RE: BURGER KING LEASE	0.30	264.00
03/19/24	RMI	REVIEW BK DRAFT OF LEASE	1.50	1,320.00
03/25/24	RMI	WORK ON REAL ESTATE SALE DOCUMENTS AND CONFERENCE CALL WITH BUYERS COUNSEL	2.20	1,936.00
03/26/24	RMI	DRAFTING NEWELL TRANSFER DOCUMENTS	1.80	1,584.00
03/27/24	RMI	WORK ON CLOSING DOCUMENTS AND OPEN ISSUES RE: SALE TO NEWELL	2.50	2,200.00
03/28/24	RMI	CALLS AND EMAILS RE: OPEN ISSUES ON NEWELL-BERG ACQUISITION	0.50	440.00
03/29/24	RMI	REVISIONS TO CLOSING DOCUMENTS AND CORRESPONDENCES WITH TITLE	0.90	792.00

ASSET DISPOSITIONS, SALES, USES, AND LEASES (SECTION 363) 6.60 5,027.00

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/01/24	IEW	LETTER AND CALL WITH BULLDOG COUNSEL REGARDING DETERMINATION OF DEFERRED STORES TO ASSUME AND REJECT (.3); CONFER WITH HC JONES REGARDING MOTION TO REJECT LEASES (.2); EMAILS WITH CLIENT AND CS TEAM REGARDING BULLDOG FINAL DETERMINATION AND IMPACT ON CURE COSTS TO BE PAID AND NOT PAID (.2)	0.70	556.50
03/04/24	JMP	CALL WITH H. JONES, G. LEIBOWITZ AND I. WALKER TO DISCUSS ACTION ITEMS.	0.20	99.00
03/04/24	IEW	CONFER WITH HC JONES REGARDING MOTION TO REJECT LEASES BULLDOG DESIGNATED FOR REJECTION (.3); EMAIL TO BULLDOG COUNSEL RESPONDING TO NOTICE DESIGNATING LEASES FOR ASSUMPTION AND REJECTION (.1); EMAIL TO CLIENT REGARDING MOTION TO REJECT LEASES (.1)	0.50	397.50

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Client/Matter No. 65533-0002

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April 4, 2024
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/07/24	SLN	EMAIL FROM PREPETITION AGENT REGARDING PROPOSED SALE ORDER;	0.10	72.50
03/08/24	SLN	CORRESPONDENCE WITH CS TEAM AND PREPETITION AGENT REGARDING PROPOSED SALE ORDER;	0.20	145.00
03/08/24	IEW	EMAILS WITH LENDERS' COUNSEL REGARDING SALE OF LAWRENCEBURG PROPERTY (.1); EMAILS WITH CLIENT REGARDING SALE OF LIMITED VALUE ASSETS (.1)	0.20	159.00
03/09/24	SLN	CORRESPONDENCE WITH LENDER REGARDING SALE ORDER;	0.20	145.00
03/10/24	SLN	CORRESPONDENCE WITH LENDER REGARDING SALE ORDER (.2);	0.20	145.00
03/11/24	SLN	CORRESPONDENCE WITH LENDER REGARDING SALE ORDER (.1);	0.10	72.50
03/11/24	JMP	CONFER WITH H. JONES, G. LEIBOWITZ, AND I. WALKER REGARDING ACTION ITEMS.	0.20	99.00
03/11/24	IEW	HEARING ON SALE OF LAWRENCEBURG PROPERTY AND OTHER MATTERS (BY TELEPHONE) (.6); DRAFT REVISED ORDER APPROVING SALE AND CONFER WITH GARY L. REGARDING SAME (.4); FURTHER REVISE ORDER AND EMAIL TO LENDERS' COUNSEL FOR COMMENT (.2)	1.20	954.00
03/11/24	IEW	CONFER WITH GARY L. REGARDING SALE OF LAWRENCEBURG PROPERTY ISSUES (.1); CONFER WITH ERIC RAY TO REVIEW ISSUES FOR HEARING TODAY (.4); REVIEW MATTERS FOR HEARING TODAY TO PREPARE FOR SAME (.1)	0.60	477.00
03/12/24	SLN	CORRESPONDENCE WITH CO-COUNSEL REGARDING M&M ORDER AND SALE ORDER (.1); FOLLOW UP CORRESPONDENCE WITH M&M (.1);	0.20	145.00
03/12/24	IEW	REVIEW EMAILS FROM LENDERS' COUNSEL REGARDING PROPOSED FORM OF ORDERS AND OTHER MATTERS (.1); EMAIL TO CO-COUNSEL TO UPLOAD ORDER APPROVING SALE OF LAWRENCEBURG PROPERTY (.1)	0.20	159.00
03/22/24	IEW	EMAILS WITH CLIENT AND R. IORIO REGARDING CLOSING FOR SALE OF LAWRENCEBURG PROPERTY	0.20	159.00
03/25/24	JMP	CONFER H. JONES G. LEIBOWITZ AND I. WALKER REGARDING UPDATES AND ACTION ITEMS IN MATTER.	0.10	49.50
03/26/24	IEW	EMAILS WITH CLIENT REGARDING POST-CLOSING SALE MATTERS	0.20	159.00
03/27/24	IEW	EMAILS WITH R. IORIO AND BUYER'S TITLE COMPANY TO ATTEMPT TO GET TITLE COMPANY TO ACCEPT THE ORDER APPROVING THE SALE TO PERMIT CLOSING	0.30	238.50
03/27/24	IEW	REVIEW DRAFT CLOSING DOCUMENTS AND EMAILS FOR SALE OF LAWRENCEBURG PROPERTY (.3); EMAILS AND TEAMS CALL WITH R. IORIO REGARDING SAME (.3); EMAIL TO WELLS FARGO COUNSEL REGARDING WELLS FARGO LIEN RELEASE (.1)	0.70	556.50
03/29/24	IEW	REVIEW AND RESPOND TO EMAILS REGARDING CLOSING OF SALE OF LAWRENCEBURG	0.20	159.00

COLE SCHOTZ P.C.

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Client/Matter No. 65533-0002

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April 4, 2024
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/31/24	IEW	EMAILS WITH R. IORIO REGARDING LAWRENCEBURG SALE CLOSING AND TITLE INSURANCE MATTERS	0.10	79.50

AUTOMATIC STAY MATTERS/LITIGATION **2.20** **1,637.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/04/24	JMP	REVIEW MOTION FOR RELIEF FROM STAY.	0.10	49.50
03/04/24	GHL	WORK ON FMC AND NEW LIFT STAY RE; INSURANCE PROCEEDS FOR INJURED PATRON	1.50	1,192.50
03/05/24	PVR	RETRIEVE AND REVIEW NOTICE OF FILING HEARING AND C. EDWIN MOTION FOR RELIEF FROM STAY AND UPDATE CASE CALENDAR RE: APRIL 3, 2024 HEARING	0.20	77.00
03/06/24	IEW	REVIEW MOTION FOR RELIEF FROM STAY FILED BY CHRISTY SLACK AND EMAIL CO-COUNSEL AND CLIENT TO OPPOSE THE REQUESTED RELIEF (.3); FOLLOW-UP EMAILS REGARDING SAME AND REVIEW CREDITOR'S WITHDRAWAL OF LIFT STAY MOTION (.1)	0.40	318.00

BANK CLAIMS AND LITIGATION MATTERS **1.60** **1,272.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/27/24	GHL	REVIEW LENDER GROUP BALLOTS FROM KCC AND SOLICITATION PACKAGE	1.60	1,272.00

CASE ADMINISTRATION **0.60** **349.50**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/14/24	HCJ	REVIEW OF DOCKET AND RECENT FILINGS	0.50	270.00
03/14/24	IEW	EMAILS WITH CLIENT REGARDING CASE ADMINISTRATION MATTER	0.10	79.50

CASH COLLATERAL AND DIP FINANCING **7.00** **5,565.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/01/24	GHL	REVIEW AND ANALYZE R/E SALES AND PROJECTED PROCEEDS, AND RE-WORK WIND DOWN BUDGET RE: SAME	3.70	2,941.50
03/01/24	GHL	EMAILS FROM J.DUTSON RE; WINDDOWN	0.20	159.00
03/01/24	IEW	REVIEW CASH COLLATERAL ORDERS AND CONFER WITH GARY L. REGARDING CASH COLLATERAL MATTERS	0.50	397.50
03/05/24	GHL	CALL WITH G.BAKER RE: REVISED WIND DOWN BUDGET	0.40	318.00
03/07/24	GHL	REVISE BUDGET THROUGH CONFIRMATION	1.70	1,351.50
03/12/24	GHL	CALL WITH AMP RE: WIND DOWN BUDGET AND CASH ISSUES	0.50	397.50

CLAIMS ANALYSIS, ADMINISTRATION AND OBJECTIONS **8.20** **6,519.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/05/24	GHL	ANALYZE SCHUSTER ENTERPRISES CLAIM TO INSURANCE PROCEEDS FROM FIRE AGAINST LENDER CLAIMS	2.00	1,590.00

COLE SCHOTZ P.C.

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Invoice Number 973188
April 4, 2024
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/06/24	GHL	EMAILS AND CALLS WITH GUNBY AND DUTSON RE: INSURANCE ISSUES FOR FIRE DAMAGED LOCATION	0.50	397.50
03/08/24	IEW	EMAILS WITH CLIENT AND ERIC RAY REGARDING NEW ACCIDENT CLAIM AND RESPONSE TO DEMAND FROM CLAIMANT'S COUNSEL	0.10	79.50
03/22/24	GHL	REVIEW CLAIMS AND SCHEDULES RE: SOLICITATION AND COMPARE WITH KCC SCHEDULES	3.50	2,782.50
03/28/24	GHL	REVIEW SCHEDULES AND POCS RE: PRIORITY CLAIM ISSUES	2.10	1,669.50

DISCLOSURE STATEMENT/VOTING ISSUES **2.60** **1,475.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/13/24	PVR	EMAIL TO G. LEIBOWITZ, I. WALKER, H. JONES AND M. PARDOE AND RETRIEVE BANKRUPTCY ADMINISTRATOR'S LIMITED OBJECTION TO DEBTOR'S DISCLOSURE STATEMENT	0.20	77.00
03/19/24	IEW	REVIEW EMAILS WITH COUNSEL FOR LENDERS AND PREMIER HOLDINGS REGARDING PLAN AND DISCLOSURE STATEMENT, AND EMAILS WITH GARY L. AND ERIC RAY REGARDING SAME TO FINALIZE PRIOR TO HEARING	0.40	318.00
03/21/24	HCJ	REVIEW OF AMENDED DISCLOSURE STATEMENT AND SOLICITATION PACKAGES	2.00	1,080.00

EXECUTORY CONTRACTS **4.00** **2,160.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/01/24	HCJ	REVIEW SALE DOCUMENTS AND PLEADINGS IN CONNECTION WITH PREPARING MOTION TO REJECT LEASES	1.50	810.00
03/04/24	HCJ	DRAFT THIRD OMNIBUS MOTION TO REJECT LEASES	2.50	1,350.00

FEE APPLICATION MATTERS/OBJECTIONS **1.70** **1,105.50**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/11/24	GHL	REVIEW AND REVISE FEE STATEMENT	0.40	318.00
03/11/24	PVR	EMAIL FROM AND TO G. LEIBOWITZ AND DRAFT COLE SCHOTZ 4TH (FEBRUARY) MONTHLY FEE STATEMENT	0.60	231.00
03/19/24	GHL	REVIEW AND REVISE FIRST FEE APPS	0.70	556.50

LEASES (REAL PROPERTY) **3.00** **2,385.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/04/24	IEW	REVIEW AND REVISE DRAFT MOTION TO REJECT LEASES DESIGNATED FOR REJECTION BY BULLDOG (.4) AND EMAILS AND CALLS WITH CLIENT AND ERIC RAY REGARDING SAME (.3); FINALIZE MOTION AND SEND TO E. RAY FOR FILING (.1)	0.80	636.00
03/05/24	IEW	CALL WITH CLIENT AND EMAIL WITH R. IORIO REGARDING ASSUMPTION AND ASSIGNMENT AGREEMENT FOR 2 ADDITIONAL STORES BULLDOG DESIGNATED FOR ASSUMPTION	0.10	79.50

COLE SCHOTZ P.C.

Re: CHAPTER 11
Client/Matter No. 65533-0002

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April 4, 2024
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/06/24	IEW	EMAILS WITH R. IORIO AND BULLDOG COUNSEL REGARDING ASSIGNMENT AND ASSUMPTION AGREEMENT FOR TWO DEFERRED STORE LEASES	0.10	79.50
03/12/24	IEW	EMAILS WITH CLIENT AND COUNSEL FOR BULLDOG REGARDING EXECUTION OF ASSIGNMENT AND ASSUMPTION AGREEMENT FOR TWO DEFERRED STORE LEASES ASSUMED BY BULLDOG AND PAYMENT OF CURE COSTS	0.20	159.00
03/13/24	IEW	QUICK REVIEW OF BKC EMAIL WITH PROPOSED LEASE FOR NEW HOPE PROPERTY AND EMAILS WITH CLIENT REGARDING SAME	0.30	238.50
03/20/24	IEW	REVIEW CLIENT EMAILS REGARDING NEGOTIATIONS WITH BKC OVER TERMS OF NEW HOPE LEASE	0.10	79.50
03/25/24	IEW	CALL WITH BULLDOG COUNSEL REGARDING HEARING ON MOTION TO REJECT LEASES (.2); REVIEW BULLDOG AGREEMENT REGARDING SAME AND OBJECTION FILED BY PREMIER HOLDINGS (.3); EMAIL TO CLIENT REGARDING HEARING ON MOTION TO REJECT (.1)	0.60	477.00
03/26/24	GHL	WORK ON NEW HOPE LEASE	0.50	397.50
03/27/24	IEW	REVIEW AND RESPOND TO MULTIPLE EMAILS ABOUT ATTEMPTS TO NEGOTIATE LEASE WITH BKC FOR NEW HOPE STORE (.2); CALL WITH R. IORIO REGARDING SAME (.1)	0.30	238.50

LITIGATION/ GEN. (EXCEPT AUTOMATIC STAY RELIEF) 0.30 238.50

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/12/24	IEW	REVIEW ORDER APPROVING SETTLEMENT OF COMPLAINT V. HOLDINGS AND DISBURSEMENT OF DISPUTED CLAIMS RESERVE (.1); EMAIL TO CLIENT WITH INSTRUCTIONS FOR DISBURSEMENT OF FUNDS PURSUANT TO COURT ORDER (.2)	0.30	238.50

NON-WORKING TRAVEL TIME 9.60 3,816.00

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/19/24	GHL	TRAVEL TO AL FOR HEARING	4.70	1,868.25
03/20/24	GHL	RETURN TRAVEL AFTER HEARING	4.90	1,947.75

PREPARATION FOR AND ATTENDANCE AT HEARINGS 16.30 12,753.50

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/05/24	IEW	EMAILS WITH CO-COUNSEL AND CS TEAM REGARDING PREPARATION FOR HEARINGS ON SALE OF LAWRENCEBURG PROPERTY AND STATUS CONFERENCE ON ADVERSARY PROCEEDING	0.20	159.00
03/06/24	PVR	RETRIEVE AND REVIEW NOTICE OF FILING HEARING AND J. STRAPPY-DANIELS MOTION FOR RELIEF FROM STAY AND THIRD MOTION RE: REJECTION OF UNEXPIRED LEASES AND UPDATE CASE CALENDAR RE: APRIL 3, 2024 HEARING	0.30	115.50
03/07/24	GHL	PREPARE FOR DS HEARING	2.20	1,749.00

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/11/24	GHL	PREPARE I.WALKER FOR LAWRENCEBURG SALE HEARING	0.50	397.50
03/14/24	PVR	REVIEW DOCKET AND UPDATE CASE CALENDAR RE: MATTERS SCHEDULED FOR MARCH 20, 2024 AND APRIL 3, 2024 HEARINGS	0.20	77.00
03/18/24	GHL	PREPARE FOR HEARING ON DS	4.40	3,498.00
03/19/24	GHL	PREPARE FOR HEARING ON DS AND EXCLUSIVITY	4.20	3,339.00
03/20/24	GHL	PREPARE FOR AN ATTEND HEARING AND REVISE ORDERS AFTER HEARING PER COURT	4.30	3,418.50

REORGANIZATION PLAN **30.00** **22,711.50**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/06/24	GHL	REVIEW AND ANALYZE PROPOSED PLAN CHANGES FROM LENDERS AND COMMITTEE	0.80	636.00
03/06/24	HCJ	REVIEW OF LENDER EDITS TO PLAN OF LIQUIDATION	0.30	162.00
03/06/24	GHL	REVIEW AND REVISE FILED PLAN	2.20	1,749.00
03/07/24	IEW	REVIEW LENDERS' REQUESTED REVISIONS TO CHAPTER 11 PLAN AND PROVIDE COMMENTS TO GARY L ON OPEN ISSUES (.4)	0.40	318.00
03/12/24	GHL	REVISIONS TO PLAN AND DISCLOSURE STATEMENT	2.60	2,067.00
03/12/24	IEW	TEAMS MEETING WITH LENDERS' COUNSEL AND GARY L. TO RESOLVE OPEN ISSUES ON PLAN	0.20	159.00
03/14/24	GHL	REVIEW PLAN AND BUDGET EDITS FROM J.DUTSON AND ANALYZE SAME	1.40	1,113.00
03/15/24	GHL	PREPARE DS ORDER, NOTICE OF HEARING; NOTICE OF NON-VOTONG STATUS, AND CONFORM WITH PLAN AND DS	5.10	4,054.50
03/18/24	GHL	REVIEW AND REVISE DS AND PLAN	4.70	3,736.50
03/20/24	HCJ	EMAILS WITH CLAIMS AGENT RE: PLAN SOLICITATION PACKAGES	0.20	108.00
03/20/24	IEW	REVIEW REVISED CHAPTER 11 PLAN AND EMAIL RECOMMENDED CHANGES TO GARY L. AND ERIC R. (.4); CALLS WITH GARY L. REGARDING SAME (.2)	0.60	477.00
03/21/24	GHL	PREPARE SOLICITATION WITH KCC	2.20	1,749.00
03/21/24	GHL	PREPARE WINDDOWN BUDGET FOR FILING	0.40	318.00
03/21/24	PVR	RETRIEVE AND REVIEW ORDER EXTENDING EXCLUSIVE PERIODS AND UPDATE CASE CALENDAR RE: EXPIRATION OF DEBTORS' EXCLUSIVE PERIOD TO FILE A PLAN AND TO SOLICIT ACCEPTANCE OF PLAN	0.30	115.50
03/21/24	PVR	RETRIEVE AND REVIEW SECOND AMENDED PLAN, NOTICE OF SECOND AMENDED PLAN COMPARISON AND SOLICITATION PROCEDURES ORDER AND UPDATE CASE CALENDAR RE: CONFIRMATION HEARING AND PLAN CONFIRMATION OBJECTION DEADLINE	0.30	115.50
03/26/24	GHL	REVIEW INFORMAL PLAN OBJECTION FROM MCLANE AND ANALYZE SAME IN PLAN	1.90	1,510.50

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/28/24	GHL	LEGAL RESEARCH AND PREPARE CONFIRMATION MEMO	3.40	2,703.00
03/28/24	HCJ	REVIEW OF PLAN AND DISCLOSURE STATEMENT AND OTHER BACKGROUND MATERIALS IN PREPARATION FOR DRAFTING MOTION IN SUPPORT OF PLAN CONFIRMATION	3.00	1,620.00

RETENTION MATTERS	1.50	810.00
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/21/24	HCJ	REVIEW OF ISSUES PERTAINING TO RETENTION APPLICATIONS AND ORDINARY COURSE PROFESSIONALS; COMMUNICATIONS WITH LOCAL COUNSEL RE: SAME	1.50	810.00

TOTAL HOURS 105.70

PROFESSIONAL SERVICES:	\$77,064.50
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TIMEKEEPER SUMMARY

<u>NAME</u>	<u>TIMEKEEPER TITLE</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Gary H. Leibowitz	Member	59.60	795.00	47,382.00
Gary H. Leibowitz	Member	9.60	397.50	3,816.00
H.C. Jones, III	Member	11.50	540.00	6,210.00
Irving E. Walker	Member	10.80	795.00	8,586.00
J. Michael Pardoe	Associate	0.60	495.00	297.00
Pauline Z. Ratkowiak	Paralegal	2.10	385.00	808.50
Roger M. Iorio	Member	10.50	880.00	9,240.00
Stacy L. Newman	Member	1.00	725.00	725.00
Total		105.70		\$77,064.50

COST SUMMARY

<u>Description</u>	<u>AMOUNT</u>
TRAVEL - CAR SERVICE	103.14
TRAVEL - LODGING	665.73
COURT FEES	0.50
DATA HOST	6.00
PHOTOCOPYING / PRINTING / SCANNING	1.20
TOTAL COSTS	\$776.57

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TOTAL SERVICES AND COSTS:	\$	77,841.07
PREVIOUS BALANCE DUE:	\$	<u>257,787.08</u>
TOTAL DUE INCLUDING PREVIOUS BALANCE:	\$	<u>335,628.15</u>

PREMIER KINGS, INC.
 112 SOUTH TRYON STREET, SUITE 1770
 CHARLOTTE, NC 28284

Invoice Date: May 3, 2024
 Invoice Number: 975575
 Matter Number: 65533-0002

Re: CHAPTER 11

FOR PROFESSIONAL SERVICES THROUGH APRIL 30, 2024

ASSET ACQUISITIONS/BUSINESS COMBINATIONS 13.70 12,056.00

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/01/24	RMI	DRAFTING AFFIDAVIT AND CORRESPONDENCES RE: SAME	0.40	352.00
04/01/24	RMI	CORRESPONDENCES WITH L. KENDALL RE: BROKERAGE COMMISSION	0.20	176.00
04/02/24	RMI	PROVIDE COMMENTS TO 100 PETER LANE NEW HOPE LEASE	0.90	792.00
04/02/24	RMI	WORK ON OPEN CLOSING ISSUES FOR SALE OF PROPERTY TO NEWELL AND REVISIONS TO CLOSING DOCUMENTS	2.30	2,024.00
04/03/24	RMI	WORK ON OPEN ISSUES AND FINALIZE PURCHASE AND SALE DOCUMENTS	1.70	1,496.00
04/04/24	RMI	DRAFTING NEWELL PURCHASE AGREEMENT	1.20	1,056.00
04/04/24	RMI	REVIEW NEWELL LOI	0.30	264.00
04/05/24	RMI	WORK ON NEWELL PURCHASE AGREEMENT	0.90	792.00
04/09/24	RMI	DRAFTING REAL ESTATE PURCHASE AGREEMENT	2.80	2,464.00
04/11/24	RMI	CORRESPONDENCES RE: NEWELL PURCHASE AND WORK ON DOCUMENTS	0.80	704.00
04/12/24	RMI	CORRESPONDENCES FROM BUYERS COUNSEL AND REVIEW CLOSING DOCS	0.80	704.00
04/17/24	RMI	CORRESPONDENCES RE: NEWELL SALE	0.20	176.00
04/18/24	RMI	CORRESPONDENCES RE: NEWELL BERG SALE	0.40	352.00
04/22/24	RMI	CORRESPONDENCES WITH COUNSEL RE: NEWELL PURCHASE	0.30	264.00
04/24/24	RMI	CORRESPONDENCES WITH COUNSEL FOR NEWELL BERG	0.30	264.00
04/25/24	RMI	CORRESPONDENCE WITH BUYERS COUNSEL	0.20	176.00

ASSET DISPOSITIONS, SALES, USES, AND LEASES (SECTION 363) 16.30 10,138.50

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/01/24	GHL	ANALYZE REVISED NEW HOPE SALE ISSUES	1.10	874.50
04/01/24	IEW	EMAILS WITH BROKER, R. IORIO, AND CLIENT REGARDING CLOSING FOR SALE OF LAWRENCEBURG AND COMPENSATION OF BROKER FOR SAME	0.20	159.00

COLE SCHOTZ P.C.

Re: CHAPTER 11
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Invoice Number 975575
May 3, 2024
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/03/24	IEW	EMAILS WITH CLIENT AND CS TEAM REGARDING POTENTIAL SALE OF NEW HOPE PROPERTY	0.20	159.00
04/04/24	IEW	EMAILS WITH CLIENT REGARDING SALE OF NEW HOPE PROPERTY (.2); MULTIPLE EMAILS WITH GARY L. AND MICHAEL P. REGARDING DRAFTING MOTION FOR SALE OF NEW HOPE AND APPLICATION TO EMPLOY BROKER FOR SAME (.3)	0.50	397.50
04/05/24	GHL	WORK ON NEW HOPE SALE AND LEASE AGREEMENTS	2.50	1,987.50
04/05/24	JMP	DRAFT/REVISE MOTION TO SELL NEW HOPE ALABAMA PROPERTY AND ASSOCIATED EMPLOYMENT APPLICATION.	1.50	742.50
04/05/24	JMP	DRAFT/REVISE MOTION TO SELL NEW HOPE ALABAMA PROPERTY AND ASSOCIATED EMPLOYMENT APPLICATION.	3.40	1,683.00
04/05/24	JMP	DRAFT/REVISE MOTION TO SELL NEW HOPE ALABAMA PROPERTY AND ASSOCIATED EMPLOYMENT APPLICATION.	0.50	247.50
04/05/24	IEW	REVIEW PREMIER HOLDINGS COMPLAINT V. RRG, AND EMAIL TO CLIENT REGARDING SAME	0.20	159.00
04/05/24	IEW	EMAILS WITH LENDERS' COUNSEL REGARDING CLOSING OF SALE OF LAWRENCEBURG PROPERTY	0.10	79.50
04/05/24	IEW	EMAILS WITH CLIENT, ROGER I. AND M. PARDOE (SEPARATELY) REGARDING SALE OF NEW HOPE PROPERTY	0.30	238.50
04/11/24	IEW	REVIEW AND RESPOND TO EMAILS REGARDING TERMINATION OF DISCUSSION WITH BKC FOR POTENTIAL LEASE OF NEW HOPE, DUE TO SALE OF THE PROPERTY	0.20	159.00
04/17/24	IEW	REVIEW BKC ISSUE AND SETTLEMENT AGREEMENT TO ADVISE CLIENT OF SAME (.4); CONFER WITH GARY L. REGARDING SAME (.1); EMAILS WITH CLIENT REGARDING SAME (.2)	0.70	556.50
04/19/24	JMP	DRAFT/REVISE NEW HOPE SALE MOTION.	0.90	445.50
04/19/24	IEW	EMAILS WITH CS TEAM REGARDING MOTION FOR SALE OF NEW HOPE PROPERTY	0.10	79.50
04/22/24	JMP	FINALIZE NEW HOPE SALE MOTION AND CORRESPOND WITH I. WALKER AND MARCUS & MILLICHAP REGARDING THE SAME MULTIPLE TIMES.	2.60	1,287.00
04/22/24	IEW	REVIEW AND REVISE MOTION FOR SALE OF NEW HOPE AND EMAIL TO CLIENT TO COMPLETE MISSING INFORMATION (.2); MULTIPLE EMAILS WITH R. IORIO, M. PARDOE AND CLIENT REGARDING FINALIZING SALE MOTION AND APPLICATION TO EMPLOY BROKER (.2)	0.40	318.00
04/23/24	JMP	FINALIZE HYPERAMS FEE APPLICATION.	0.50	247.50
04/23/24	IEW	EMAILS WITH LANDLORD COUNSEL AND CLIENT REGARDING ISSUE OVER CURE PAYMENT FOR STORE SOLD TO BULLDOG (.2); FOLLOW-UP EMAILS REGARDING SAME (.1)	0.30	238.50

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04/25/24	IEW	EMAILS WITH CLIENT AND BROKER REGARDING AMENDMENT TO AGREEMENT FOR SALE OF NEW HOPE PROPERTY	0.10	79.50

AUTOMATIC STAY MATTERS/LITIGATION **3.10** **2,388.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/01/24	GHL	REVIEW AND ANALYZE LIFT STAY MOTIONS RE: POSSIBLE CONSENT	0.50	397.50
04/01/24	HCJ	REVIEW MOTIONS TO LIFT STAY AND DRAFT CONSENT ORDERS	0.30	162.00
04/01/24	IEW	REVIEW MOTIONS FOR RELIEF FROM STAY SCHEDULED FOR APRIL 3 HEARING, AND EMAILS WITH CLIENT AND ERIC RAY REGARDING SAME	0.20	159.00
04/03/24	GHL	WORK ON NEW HOPE DEAL	2.10	1,669.50

CASE ADMINISTRATION **3.30** **2,547.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/11/24	GHL	PREPARE FOR DOCUMENT AND ANALYSES TRANSFER TO PLAN ADMIN	3.00	2,385.00
04/22/24	HCJ	REVIEW WIND DOWN BUDGET AND RELATED DOCUMENTS	0.30	162.00

CASH COLLATERAL AND DIP FINANCING **1.00** **795.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/02/24	GHL	REVIEW AND ANALYZE APRIL 3 CASH FLOW	0.80	636.00
04/23/24	IEW	EMAILS WITH CLIENT AND COUNSEL FOR LENDERS REGARDING CASH COLLATERAL BUDGET AND WIND-DOWN BUDGET	0.20	159.00

CLAIMS ANALYSIS, ADMINISTRATION AND OBJECTIONS **3.00** **2,385.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/12/24	GHL	REVIEW OF SCHEDULED AND POCS FOR PRIORITY CLAIMS AND PAYMENT	1.90	1,510.50
04/24/24	IEW	CALLS AND EMAILS TO REVIEW, REVISE AND FINALIZE INFORMATON FOR COMMITTEE OBJECTION TO DISPUTED CLAIMS	0.60	477.00
04/25/24	IEW	CALLS (SEPARATELY) WITH COUNSEL FOR LENDERS AND BKC TO ATTEMPT TO RESOLVE ISSUE WITH RESPECT TO BKC ADMINISTRATIVE CLAIM FOR PROPERTY TAXES	0.50	397.50

COMMITTEE MATTERS AND CREDITOR MEETINGS **4.60** **3,657.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/10/24	GHL	CONFERENCE CALL WITH AMP AND B.BENSINGER RE: CAUSES OF ACTION	0.80	636.00

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/10/24	GHL	PREPARE DISCOVERY STRATEGY AND PROTOCOL FOR ADVERSARY CASE	3.80	3,021.00

EMPLOYEE MATTERS **0.50** **358.50**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/12/24	IEW	EMAILS WITH CLIENT AND MARISSA M. REGARDING RESPONSE TO DEPARTMENT OF LABOR INQUIRIES CONCERNING FORMER EMPLOYEES	0.20	159.00
04/13/24	MAM	CORRESPOND WITH CO-COUNSEL REGARDING USDOL INQUIRY.	0.20	120.00
04/13/24	IEW	EMAILS WITH MARISSA M. AND CLIENT REGARDING RESPONDING TO DEPT. OF LABOR INQUIRIES	0.10	79.50

EXECUTORY CONTRACTS **0.70** **521.50**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/01/24	SLN	CORRESPONDENCE WITH I. WALKER REGARDING CURE NOTICE;	0.20	145.00
04/08/24	SLN	CORRESPONDENCE WITH CO-COUNSEL REGARDING LEASE (.1);	0.10	72.50
04/18/24	SLN	CORRESPONDENCE WITH CS AND H&K TEAMS REGARDING LANDLORD (.2);	0.20	145.00
04/23/24	IEW	EMAILS WITH BKC COUINSEL AND CLIENT REGARDING BKC CLAIM FOR POSTPETITION PROPERTY TAXES OWED FOR SOLD STORES	0.20	159.00

FEE APPLICATION MATTERS/OBJECTIONS **16.30** **8,365.50**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/01/24	SLN	CORRESPONDENCE WITH M&M REGARDING CLOSING AND COMMISSION (.2);	0.20	145.00
04/02/24	JMP	DRAFT/REVISE FEE APPLICATION FOR MARCUS & MILLICHAP.	0.20	99.00
04/02/24	JMP	DRAFT/REVISE FEE APPLICATION FOR MARCUS & MILLICHAP.	1.90	940.50
04/02/24	JMP	DRAFT/REVISE FEE APPLICATION FOR MARCUS & MILLICHAP.	2.80	1,386.00
04/02/24	JMP	DRAFT/REVISE FEE APPLICATION FOR MARCUS & MILLICHAP.	0.30	148.50
04/03/24	JMP	EMAIL REPRESENTATIVE FROM MARCUS & MILLICHAMP REGARDING FEE APPLCATION.	0.20	99.00
04/03/24	JMP	DRAFT REVISE FEE APPLCATIONS.	0.40	198.00
04/03/24	JMP	EMAIL AURORA REGARDING FEE APPLCATION.	0.20	99.00
04/03/24	JMP	DRAFT REVISE FEE APPLCATIONS.	0.10	49.50
04/03/24	JMP	DRAFT REVISE FEE APPLCATIONS.	0.60	297.00
04/03/24	SLN	CORRESPONDENCE WITH M&M REGARDING FEE APPLICATION (.1);	0.10	72.50
04/03/24	IEW	REVIEW AND REVISE FINAL FEE APPLICATION FOR BROKER FOR SALE OF LAWRENCEBURG	0.30	238.50

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04/04/24	JMP	EMAIL LOCAL COUNSEL REGARDING FEE APPLICATION.	0.20	99.00
04/04/24	JMP	EMAIL LOCAL COUNSEL REGARDING FEE APPLICATION.	0.20	99.00
04/04/24	JMP	FINALIZE MARCUS & MILLICHAP FEE APPLICATION	0.40	198.00
04/04/24	IEW	EMAILS WITH HYPERAMS AND CLIENT REGARDING INVOICE FOR VALUATION SERVICES AND FEE APPLICATION PROCESS (.2); CALL WITH CLIENT REGARDING SAME (.1)	0.30	238.50
04/09/24	GHL	REVIEW AND REVISE MONTHLY FEE STATEMENT	0.30	238.50
04/09/24	PVR	EMAIL FROM AND TO G. LEIBOWITZ AND DRAFT CS MARCH MONTHLY FEE STATEMENT	1.20	462.00
04/16/24	JMP	DRAFT/REVISE FEE APPLICATION FOR HYPERAMS.	2.30	1,138.50
04/16/24	IEW	REVIEW HYPERAMS INVOICES AND EMAIL THEM REGARDING FINAL INVOICE INCLUDING APPRAISAL FEE	0.10	79.50
04/17/24	JMP	EMAIL I. WALKER REGARDING FEE APPLICATION FOR HYPERAMS.	0.20	99.00
04/17/24	JMP	DRAFT/REVISE FEE APPLICATION FOR HYPERAMS.	2.20	1,089.00
04/18/24	JMP	DRAFT/REVISE FEE APPLICATION FOR HYPERAMS.	1.30	643.50
04/18/24	IEW	REVIEW AND REVISE APPLICATION FOR COMPENSATION OF HYPERAMS, AND EMAILS WITH MICHAEL P. REGARDING SAME	0.20	159.00
04/22/24	JMP	FINALIZE HYPERAMS, LLC FEE APPLICATION AND CORRESPOND WITH LOCAL COUNSEL/HYPERAMS PERSONNEL REGARDING THE SAME.	0.10	49.50

LEASES (REAL PROPERTY) 2.40 1,908.00

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/01/24	IEW	PREPARE FOR HEARING ON MOTION TO REJECT LEASES SCHEDULED FOR APRIL 3, INCLUDING REVIEW OF MOTION AND OBJECTION (.1), AND EMAILS WITH CLIENT AND E. RAY REGARDING SAME (.2)	0.30	238.50
04/01/24	IEW	EMAILS WITH LANDLORD COUNSEL REGARDING PAYMENT OF CURE COSTS FOR LEASE ASSUMED BY BULLDOG	0.20	159.00
04/02/24	IEW	TEAMS MEETING WITH CLIENT AND CO-COUNSEL TO PLAN AND PREPARE FOR HEARING ON APRIL 3 ON MOTION TO REJECT LEASES AND LIFT STAY MOTIONS (.2); EMAILS WITH CO-COUNSEL AND COUNSEL FOR PREMIER HOLDINGS AND BULLDOG REGARDING PROPOSED SETTLEMENT OF OBJECTION (.2)	0.40	318.00
04/03/24	IEW	REVIEW PROPOSED ORDER WITH PREMIER HOLDINGS COMMENTS TO SETTLE MOTION TO REJECT LEASES	0.20	159.00
04/03/24	IEW	ATTEND HEARING ON MOTION TO REJECT LEASES (BY TELEPHONE	0.50	397.50

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/18/24	GHL	ANALYZE INSURANCE PROCEED DISPUTE BETWEEN LL AND LENDER GROUP AND ADVISE AMP RE SAME	0.80	636.00

LITIGATION/ GEN. (EXCEPT AUTOMATIC STAY RELIEF) 8.60 6,837.00

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/08/24	GHL	REVIEW SOFA AND SCHEDULES RE: CAUSES OF ACTION IN PREP FORM CALL WITH B.BENSINGER	2.50	1,987.50
04/19/24	GHL	CALLS AND EMAILS WITH J.JOHNSON, P.BATTISTA AND B.BENSINGER RE: CONFIRMATION ISSUES	1.20	954.00
04/19/24	GHL	PREPARE FOR CONFIRMATION	4.90	3,895.50

NON-WORKING TRAVEL TIME 4.00 1,590.00

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/30/24	IEW	TRAVEL TO BIRMINGHAM ALABAMA FOR CONFIRMAITON HEARING	4.00	1,590.00

PREFERENCES AND AVOIDANCE ACTIONS 1.20 954.00

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/02/24	GHL	REVIEW AND ANALYZE MCLANE PREFERENCE ISSUES	1.20	954.00

PREPARATION FOR AND ATTENDANCE AT HEARINGS 33.60 26,384.00

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/03/24	PVR	RETRIEVE AND REVIEW FIRST INTERIM FEE APPLICATIONS FOR HOLLAND & KNIGHT, COLE SCHOTZ AND AURORA AND UPDATE CASE CALENDAR RE: MAY 13, 2024 HEARING	0.20	77.00
04/05/24	IEW	EMAIL TO CS TEAM REGARDING PREPARATION FOR CONFIRMATION HEARING AND PRECEDING MATTERS	0.10	79.50
04/18/24	GHL	PREPARE FOR CONFIRMATION HEARING	5.50	4,372.50
04/18/24	IEW	EMAILS AND CALL WITH GARY L. REGARDING CONFIRMATION ISSUES (.1); MULTIPLE EMAILS WITH CLIENT RELATING TO CONFIRMATION HEARING PREPARATION AND RELATED MATTERS (.2); REVIEW MATERIALS TO PREPARE FOR CONFIRMATION (.2)	0.50	397.50
04/18/24	IEW	TEAMS MEETING WITH CLIENT AND CS TEAM TO PREPARE FOR CONFIRMATION HEARING	0.90	715.50
04/18/24	IEW	PREPARE FOR CONFIRMATION HEARING, INCLUDING WORKING WITH CLIENT TO PREPARE EXHIBITS FOR HEARING	0.50	397.50
04/22/24	IEW	REVIEW EXHIBITS FOR CONFIRMATION HEARING (.2); BEGIN PREPARING WITNESS OUTLINE FOR CONFIRMATION (.8); REVIEW AND REVISE DRAFT CONFIRMATION ORDER AND EMAILS TO COUNSEL FOR LENDERS AND COMMITTEE FOR COMMENT (.7)	1.70	1,351.50

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04/23/24	IEW	MULTIPLE EMAILS WITH CLIENT REGARDING PREPARATION FOR CONFIRMATION	0.30	238.50
04/23/24	IEW	MULTIPLE EMAILS WITH LENDERS' COUNSEL AND COMMITTEE COUNSEL RELATING TO PREPARATION FOR CONFIRMATION HEARING (.3); EMAILS WITH CLIENT AND KCC, AND CO-COUNSEL REGARDING VOTING AND PREPARATION FOR CONFIRMATION (.3); CALL WITH CLIENT TO PREPARE FOR CONFIRMATION HEARING (.3)	0.90	715.50
04/24/24	GHL	PREPARE FOR CONFIRMATION INCLUDING TAX ISSUES AND BETS INTEREST TEST	1.00	795.00
04/24/24	IEW	PREPARE FOR CONFIRMATION, INCLUDING REVIEW AND REVISION OF EXHIBITS AND EMAILS WITH CLIENT AND CO-COUNSEL REGARDING SAME	2.30	1,828.50
04/25/24	PVR	UPDATE CASE CALENDAR RE: CONFIRMATION HEARING AND RETRIEVE TWO CONFIRMATION OBJECTIONS	0.20	77.00
04/25/24	PVR	RETRIEVE AND REVIEW COMMITTEE OMNIBUS OBJ. TO SATISFIED, RECLASSIFIED & DUPLICATE CLAIMS AND UPDATE CASE CALENDAR RE: JUNE 10, 2024 HEARING	0.20	77.00
04/25/24	GHL	MULTIPLE EMAILS AND CALLS WITH LENDER AND BKC COUNSEL AND PREP FOR CONFIRMATION	4.20	3,339.00
04/25/24	IEW	PREPARE FOR CONFIRMATION HEARING, INCLUDING MULTIPLE EMAILS AND CALL WITH CLIENT AND GARY L. REGARDING SAME (3.4); CALL WITH CO-COUNSEL TO PREPARE FOR CONFIRMATION (.5)	3.90	3,100.50
04/25/24	IEW	REVIEW AND REVISE DRAFT CONFIRMATION ORDER FROM LENDERS' COUNSEL AND EMAILS WITH OTHER COUNSEL REGARDING SAME	0.50	397.50
04/25/24	IEW	CONFER WITH GARY L. REGARDING CONFIRMATION HEARING (.5)	0.50	397.50
04/26/24	GHL	CONFIRMATION PREP	2.20	1,749.00
04/26/24	IEW	MULTIPLE EMAILS WITH CO-COUNSEL AND CLIENT REGARDING PREPARATION FOR CONFIRMATION (.8); REVIEW MATERIALS FOR SAME, INCLUDING FINALIZING EXHIBITS (.8)	1.20	954.00
04/27/24	IEW	PREPARE FOR CONFIRMATION HEARING (.2); REVISE BRIEF IN SUPPORT OF CONFIRMATION (.7)	0.90	715.50
04/28/24	IEW	PREPARE FOR CONFIRMATION HEARING	2.10	1,669.50
04/29/24	IEW	CONFERENCE CALLS WITH L. KENDALL AND NICK W. TO PREPARE FOR CONFIRMATION HEARING	0.90	715.50
04/29/24	IEW	PREPARE FOR CONFIRMATION HEARING	1.90	1,510.50
04/30/24	PVR	RETRIEVE AND REVIEW NOTICE OF HEARING ON FIRST INTERIM FEE APPLICATION FOR CHRISTIAN & SMALL LLP AND UPDATE CASE CALENDAR RE: JUNE 10, 2024 HEARING	0.20	77.00
04/30/24	IEW	PREPARE FOR CONFIRMATION HEARING	0.80	636.00
REORGANIZATION PLAN			58.10	38,763.00

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04/01/24	GHL	LEGAL RESEARCH RE: SUBSTANTIVE CONSOLIDATION	1.90	1,510.50
04/01/24	IEW	BEGIN TO PLAN AND PREPARE FOR CONFIRMATION HEARING	0.40	318.00
04/02/24	GHL	WORK ON BALLOT ISSUES AND REVIEW SAME RE: KCC	0.80	636.00
04/02/24	IEW	TEAMS MEETING WITH CLIENT AND CO-COUNSEL TO PLAN AND PREPARE FOR CONFIRMATION HEARING	0.20	159.00
04/02/24	IEW	EMAILS WITH CREDITOR COUNSEL AND CLIENT REGARDING PROPOSED AMENDMENT TO PLAN AND REQUEST BY COMMITTEE FOR RELEVANT INFORMATION REGARDING SAME	0.20	159.00
04/03/24	GHL	ANALYZE BALLOTS	1.10	874.50
04/04/24	GHL	LEGAL RESEARCH RE: AL CONFIRMATION ELEMENTS	3.20	2,544.00
04/05/24	GHL	PREPARE WATERFALL FOR POTENTIAL SETTLEMENT DISCUSSIONS	1.00	795.00
04/09/24	GHL	REVIEW BOARD MINUTES AND AGENDA	0.90	715.50
04/09/24	GHL	BOARD CALL RE: SALE OF NEW HOPE AND CONFIRMATION	0.70	556.50
04/16/24	GHL	PREPARE FOR CONFIRMATION	7.40	5,883.00
04/17/24	IEW	EMAILS WITH CLIENT REGARDING INSURANCE CHECK AND NEW HOPE SALE (.2); CONFER WITH GARY L. REGARDING SELECTED PLAN ISSUES (.1)	0.20	159.00
04/18/24	HCJ	ATTEND CALL WITH G.LEIBOWITZ, I.WALKER, L.KENDALL, AND N.WRIGHT RE: PREPARATION FOR PLAN CONFIRMATION HEARING	0.50	270.00
04/18/24	GHL	EMAILS WITH BENSINGER, DUTSON AND JOHN SO RE MCLANE OBJECTIONS AND ANALYZE SAME	0.70	556.50
04/18/24	HCJ	REVIEW PLAN AND DISCLOSURE STATEMENT, FIRST DAY DECLARATION, AND OTHER RELATED MATERIALS IN CONNECTION WITH PREPARING TO DRAFT MEMORANDUM IN SUPPORT OF PLAN CONFIRMATION	2.50	1,350.00
04/19/24	HCJ	REVISE OUTLINE OF MEMORANDUM IN SUPPORT OF CONFIRMATION AND REVIEW CASELAW AND OTHER 11TH CIRCUIT MATERIALS RE: SAME	2.00	1,080.00
04/19/24	HCJ	COMMUNICATIONS WITH I.WALKER AND E.RAY RE: HEARING ON PLAN CONFIRMATION	0.20	108.00
04/19/24	IEW	DRAFT ORDER CONFIRMING PLAN	0.50	397.50
04/19/24	IEW	CALLS WITH NICK WRIGHT TO REVIEW, REVISE AND UPDATE BEST INTEREST EXHIBIT (1.0); PREPARE FOR CONFIRMATION, INCLUDING REVIEW OF EVIDENCE NEEDED (.4)	1.40	1,113.00
04/20/24	IEW	CONFER WITH GARY L. REGARDING PLAN ISSUES	0.20	159.00
04/20/24	IEW	EMAILS WITH LENDERS' COUNSEL REGARDING REQUEST FOR EXTENSION OF VOTING DEADLINE FOR LENDERS	0.20	159.00
04/21/24	IEW	DRAFT CONFIRMATION ORDER	1.30	1,033.50
04/22/24	HCJ	REVIEW OF MCLANE RESERVATION OF RIGHTS IN RESPONSE TO PLAN CONFIRMATION AND EMAIL FROM MCLANE COUNSEL RE: SAME	0.20	108.00

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04/22/24	HCJ	REVIEW PROPOSED ORDER CONFIRMING PLAN	0.50	270.00
04/22/24	HCJ	DRAFT MEMORANDUM IN SUPPORT OF CONFIRMATION OF CHAPTER 11 PLAN	4.50	2,430.00
04/22/24	HCJ	REVIEW BEST INTERESTS OF CREDITORS TEST AND COMMUNICATIONS WITH I.WALKER AND N.WRIGHT RE: SAME	0.30	162.00
04/22/24	HCJ	CALL WITH I.WALKER RE: MEMO IN SUPPORT OF PLAN CONFIRMATION	0.30	162.00
04/22/24	IEW	REVIEW MCLANE FILING RESERVING POTENTIAL OBJECTION TO CONFIRMATION ORDER (.1); EMAILS WITH BKC COUNSEL REGARDING POTENTIAL LIMITED OBJECTION TO ENSURE PAYMENT TO BKC OF POSTPETITION PROPERTY TAXES OWED (.1)	0.20	159.00
04/22/24	IEW	CONFER WITH HC JONES REGARDING PREHEARING MEMORANDUM IN SUPPORT OF CONFIRMATION (.4); EMAILS WITH CLIENT AND CO-COUNSEL REGARDING EXHIBITS AND OTHER PREPARATION FOR CONFIRMATION (.4)	0.80	636.00
04/23/24	HCJ	DRAFT/REVISE MEMORANDUM IN SUPPORT OF CONFIRMATION OF PLAN OF LIQUIDATION	3.00	1,620.00
04/23/24	HCJ	PREPARE FOR CONFIRMATION HEARING	2.00	1,080.00
04/23/24	IEW	REVIEW PLAN ADMINISTRATOR'S DRAFT ENGAGEMENT LETTER AND EMAILS TO CLIENT AND COUNSEL FOR LENDERS AND COMMITTEE REGARDING SAME (.2); REVIEW LENDERS' REVISED DRAFT OF ENGAGEMENT LETTER (.1)	0.30	238.50
04/24/24	HCJ	REVIEW/ANALYZE RESPONSE AND LIMITED OBJECTION FILED BY RRJ OF JACKSONVILLE	0.20	108.00
04/24/24	HCJ	EDIT/REVISE BRIEF IN SUPPORT OF PLAN CONFIRMATION	2.10	1,134.00
04/24/24	HCJ	REVIEW/ANALYZE OBJECTION TO PLAN CONFIRMATION FILED BY UCC	0.30	162.00
04/24/24	IEW	CALL WITH CLIENT REGARDING CONFIRMATION MATTERS (.3); REVIEW VOTING (.1)	0.40	318.00
04/24/24	IEW	REVIEW OBJECTIONS TO CONFIRMATION AND EMAILS WITH OTHER COUNSEL AND CLIENT REGARDING SAME	0.30	238.50
04/25/24	HCJ	PREPARE FOR CONFIRMATION HEARING	3.50	1,890.00
04/25/24	HCJ	EDIT REVISE MEMO IN SUPPORT OF CONFIRMATION	3.50	1,890.00
04/26/24	HCJ	EDIT/REVISE MEMORANDUM IN SUPPORT OF PLAN CONFIRMATION	2.20	1,188.00
04/26/24	IEW	CALL WITH COUNSEL FOR LENDERS AND BKC TO ATTEMPT TO RESOLVE DISPUTE (.5); FOLLOW-UP EMAILS WITH CLIENT AND OTHER COUNSEL REGARDING SAME (.4)	0.90	715.50
04/26/24	IEW	REVIEW/REVISE MEMORANDUM IN SUPPORT OF CONFIRMATION (1.6); EMAILS AND CALL (SEPARATELY) WITH HC JONES AND CO-COUNSEL REGARDING SAME (.2)	1.80	1,431.00
04/26/24	IEW	TEAMS MEETING WITH COUNSEL FOR LENDERS AND COMMITTEE TO DISCUSS CONFIRMATION ISSUE	0.50	397.50
04/29/24	JMP	REVIEW OBJECTIONS TO PLAN AND REPLIES.	0.70	346.50

COLE SCHOTZ P.C.

Re: CHAPTER 11
Client/Matter No. 65533-0002

Invoice Number 975575
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/29/24	IEW	EMAILS WITH CO-COUNSEL REGARDING EDITS TO CONFIRMATION ORDER (.2)	0.20	159.00
04/29/24	IEW	EMAILS WITH COUNSEL FOR PREPETITION AGENT AND CLIENT REGARDING CONFIRMATION MATTERS (.2)	0.20	159.00
04/30/24	HCJ	REVIEW REVISED PROPOSED CONFIRMATION ORDER AND COMMUNICATIONS BETWEEN INTERESTED PARTIES RE: SAME	0.50	270.00
04/30/24	IEW	CALL AND EMAILS WITH PREPETITION AGENT COUNSEL REGARDING RESOLUTION OF OPEN ISSUES FOR CONFIRMATION (.3); EMAILS WITH BKC COUNSEL REGARDING RESOLUTION OF BKC ISSUE AND REVISIONS TO CONFIRMATION ORDER (.2); REVISE CONFIRMATION ORDER TO FIX CERTAIN ERRORS IN SAME (.6); EMAILS WITH CLIENT REGARDING TERMS OF RESOLUTION OF CONFIRMATION ISSUES (.1)	1.20	954.00

RETENTION MATTERS **0.30** **238.50**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/05/24	IEW	REVIEW AND REVISE APPLICATION TO EMPLOY MARCUS & MILLICHAP AS BROKER FOR SALE OF NEW HOPE PROPERTY, AND EMAILS WITH M. PARDOE REGARDING SAME	0.30	238.50

TAX/GENERAL **3.20** **2,544.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/11/24	GHL	REVIEW AND ANALYZE TAX ISSUE FROM P.BATTSISTA AND J.DUTSOM	2.10	1,669.50
04/18/24	GHL	ANALYZE BKC TAX CLAIM DISPUTE	1.10	874.50

TOTAL HOURS 173.90

PROFESSIONAL SERVICES: \$122,430.50

TIMEKEEPER SUMMARY

<u>NAME</u>	<u>TIMEKEEPER TITLE</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Gary H. Leibowitz	Member	61.20	795.00	48,654.00
H.C. Jones, III	Member	28.90	540.00	15,606.00
Irving E. Walker	Member	4.00	397.50	1,590.00
Irving E. Walker	Member	39.40	795.00	31,323.00
J. Michael Pardoe	Associate	23.70	495.00	11,731.50
Marissa A. Mastroianni	Member	0.20	600.00	120.00
Pauline Z. Ratkowiak	Paralegal	2.00	385.00	770.00
Roger M. Iorio	Member	13.70	880.00	12,056.00

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<u>NAME</u>	<u>TIMEKEEPER TITLE</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Stacy L. Newman	Member	0.80	725.00	580.00
	Total	173.90		\$122,430.50

COST SUMMARY

<u>Description</u>	<u>AMOUNT</u>
COURT FEES	26.10
ONLINE RESEARCH	124.31
DATA HOST	6.00
PHOTOCOPYING / PRINTING / SCANNING	43.50
TRAVEL - AIR FARE	311.97
TOTAL COSTS	\$511.88

TOTAL SERVICES AND COSTS:	\$ 122,942.38
PREVIOUS BALANCE DUE:	\$ <u>257,735.37</u>
TOTAL DUE INCLUDING PREVIOUS BALANCE:	\$ <u>380,677.75</u>

PREMIER KINGS, INC.
 112 SOUTH TRYON STREET, SUITE 1770
 CHARLOTTE, NC 28284

Invoice Date: June 5, 2024
 Invoice Number: 978266
 Matter Number: 65533-0002

Re: CHAPTER 11

FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2024

FEE APPLICATION MATTERS/OBJECTIONS 3.20 1,970.00

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/01/24	PVR	UPDATE CHART OF PROFESSIONAL FEES AND RETRIEVE FILED MARCH FEE APPLICATIONS FOR HOLLAND & KNIGHT AND FOR AURORA	0.30	115.50
05/03/24	PVR	EMAIL FROM AND TO G. LEIBOWITZ RE: DRAFT COLE SCHOTZ MARCH FEE STATEMENT AND CORRESPONDING INVOICE	0.10	38.50
05/05/24	PVR	EMAIL TO G. LEIBOWITZ AND DRAFT COLE SCHOTZ APRIL MONTHLY FEE STATEMENT	0.50	192.50
05/06/24	PVR	RETRIEVE FILED COLE SCHOTZ 5TH MFS AND UPDATE CASE CALENDAR RE: OBJECTION DEADLINE	0.20	77.00
05/06/24	PVR	EMAIL TO G. LEIBOWITZ AND RETRIEVE AND REVIEW BANKRUPTCY ADMINISTRATOR'S STATEMENT OF REVIEW OF COLE SCHOTZ FIRST INTERIM FEE APPLICATION	0.20	77.00
05/06/24	GHL	REVISE FEE STATEMENTS	0.70	556.50
05/13/24	PVR	EMAIL FROM AND TO G. LEIBOWITZ RE: COLE SCHOTZ APRIL FEE STATEMENT	0.10	38.50
05/13/24	GHL	PREPARE FOR AND ATTEND VIRTUAL HEARING FOR FIRST INTERIM FEE APPS	1.10	874.50

NON-WORKING TRAVEL TIME 5.30 2,106.75

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/01/24	IEW	TRAVEL BACK FROM BIRMINGHAM AL	5.30	2,106.75

PREPARATION FOR AND ATTENDANCE AT HEARINGS 4.60 3,411.00

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/01/24	IEW	PREPARE FOR HEARING (1.6); ATTEND CONFIRMATION HEARING (1.2)	2.80	2,226.00
05/01/24	GHL	ATTEND CONFIRMATION HEARING VIRTUALLY	1.00	795.00
05/02/24	PVR	RETRIEVE AND REVIEW CHRISTY SLACK'S MOTION FOR RELIEF FROM STAY AND NOTICE OF HEARING AND UPDATE CASE CALENDAR RE: MAY 21, 2024 HEARING	0.20	77.00

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/07/24	PVR	UPDATE CASE CALENDAR AND RETRIEVE ADDITIONAL MATTERS SCHEDULED FOR MAY 13, 2024 HEARING	0.20	77.00
05/09/24	IEW	EMAILS AND CALL WITH CLIENT TO REVIEW TRANSFER OF FUNDS TO PLAN ADMINISTRATOR TO CONFIRM COMPLIANCE WITH PLAN	0.20	159.00
05/30/24	PVR	REVIEW DOCKET AND UPDATE CASE CALENDAR RE: JULY 10, 2024 HEARING FOR 375 W. ARENAS AVI-ROSS, LLC'S APPLICATION FOR ADMINISTRATIVE EXPENSES	0.20	77.00

REORGANIZATION PLAN **1.00** **713.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/01/24	PVR	EMAIL TO G. LEIBOWITZ, I. WALKER, H. JONES AND M. PARDOE AND RETRIEVE CONFIRMATION ORDER	0.20	77.00
05/02/24	IEW	REVIEW AND RESPOND TO EMAILS REGARDING REMAINING ACTION ITEMS (.3); REVIEW AND EDIT NOTICE OF EFFECTIVE DATE (.2); EMAILS WITH CLIENT REGARDING PAYMENTS REQUIRED BEFORE DECLARING EFFECTIVE DATE AND REVIEW CONFIRMATION ORDER REGARDING SAME (.3)	0.80	636.00

TOTAL HOURS 14.10

PROFESSIONAL SERVICES: \$8,200.75

TIMEKEEPER SUMMARY

<u>NAME</u>	<u>TIMEKEEPER TITLE</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Gary H. Leibowitz	Member	2.80	795.00	2,226.00
Irving E. Walker	Member	5.30	397.50	2,106.75
Irving E. Walker	Member	3.80	795.00	3,021.00
Pauline Z. Ratkowiak	Paralegal	2.20	385.00	847.00
Total		14.10		\$8,200.75

COST SUMMARY

<u>Description</u>	<u>AMOUNT</u>
COURT FEES	82.20
TRAVEL - CAR SERVICE	44.00
TRAVEL - LODGING	448.33
TRAVEL- MILEAGE/TOLLS	24.00
TRAVEL - MEALS	76.40

COLE SCHOTZ P.C.

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<u>Description</u>	<u>AMOUNT</u>
DATA HOST	6.00
TOTAL COSTS	\$680.93

TOTAL SERVICES AND COSTS:	\$ 8,881.68
PREVIOUS BALANCE DUE:	\$ <u>157,742.78</u>
TOTAL DUE INCLUDING PREVIOUS BALANCE:	\$ <u>166,624.46</u>