

# **Exhibit D**

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF LOUISIANA  
LAFAYETTE DIVISION

IN RE:

PICCADILLY RESTAURANTS, LLC,  
*ET AL.*,

DEBTORS

\* CASE NO. 12-51127  
\*  
\* (JOINT ADMINISTRATION)<sup>1</sup>  
\*  
\* CHAPTER 11  
\*  
\* JUDGE ROBERT SUMMERHAYS

FOURTH INTERIM APPLICATION FOR COMPENSATION FOR THE PERIOD  
OF MAY 1, 2013 THROUGH SEPTEMBER 30, 2013, AND REIMBURSEMENT  
OF EXPENSES, BY THE LAW FIRM OF JONES WALKER LLP  
AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION

NOW INTO COURT, through undersigned counsel, comes the law firm of Jones Walker LLP ("Jones Walker," the "Firm," or the "Applicant"), counsel herein to the debtors and debtors-in-possession (collectively, the "Debtors"),<sup>2</sup> and, pursuant to 11 U.S.C. §§ 327 and 330, FED. R. BANKR. P. 2016, LBR 2016-1, and the *Order Granting Motion for an Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members* (P-231) submits this fourth application (the "Application") for entry of an order granting to it allowance and payment of compensation on account of the Firm's representation of the Debtors during the period from May 1, 2013 through September 30, 2013 (the "Fee Period"). The amount of this Application is Four Hundred Twenty-Four Thousand Seven Hundred Eighty-Six Dollars and 50/100 (\$424,786.50), for a total of 1,301.2 hours expended, and reimbursement of expenses in the aggregate amount of Nine Thousand Eight Hundred Twenty-Five Dollars and 01/100 (\$9,825.01). Further, by this

<sup>1</sup> Jointly administered with *In re Piccadilly Food Service, LLC*, 12-51128 (Bankr. W.D. La. 2012), and *In re Piccadilly Investments, LLC*, 12-51129 (Bankr. W.D. La. 2012).

<sup>2</sup> The debtors in these Chapter 11 cases include Piccadilly Restaurants, LLC, Piccadilly Food Service, LLC, and Piccadilly Investments, LLC.

Application, Jones Walker seeks payment in the amount of Eight-Four Thousand Nine Hundred Fifty-Seven Dollars and 30/100 (\$84,957.30), which is 20% of \$424,786.50. In support of this Application, Jones Walker represents as follows:

### **BACKGROUND**

1. On September 11, 2012 (the "Petition Date"), the Debtors filed for relief under Chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108.
2. The Debtors are jointly administrated pursuant to Bankruptcy Code § 105(a) and Bankruptcy Rule 1015(b) (collectively, this "Chapter 11 Case").
3. No trustee or examiner has been appointed. An Official Committee of Unsecured Creditors (the "Unsecured Creditors' Committee") was appointed in this Chapter 11 Case on October 23, 2012.
4. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core matter within the meaning of 28 U.S.C. § 157(b)(2).

### **THE ADMINISTRATIVE ORDER AND THE RETENTION OF JONES WALKER**

5. On September 21, 2012, Jones Walker filed an *Application to Employ Jones, Walker, Waechter, Poitevent, Carrere & Denegre, LLP as Counsel for the Debtors Nunc Pro Tunc to September 19, 2012* (P-104) (the "Retention Application"). This Court granted the Retention Application on an interim basis on the same day (P-111) and entered a final order approving the Retention Application on October 24, 2012 (P-245).

6. On October 22, 2012, this Court entered an *Order Granting Motion for an Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members* (P-231) (the "Administrative Order").

{N2722499.1}

7. Pursuant to the Administrative Order, on or before the fifteenth day of each month, a professional may submit a Fee Statement to the Service Parties. If no objection is made to the Fee Statement, the Debtors will be authorized to pay eighty percent (80%) of the fees and one hundred percent (100%) of the costs.

8. The Administrative Order further provides that approximately every four months, each of the Professionals will file an application for interim court approval and allowance of the compensation and reimbursement of expenses requested for the prior 4 months.

#### **PREVIOUS FEE APPLICATIONS AND FEE STATEMENTS**

9. This is the Fourth Fee Application filed by Jones Walker. On December 14, 2012, Jones Walker filed its *First Application for Compensation for the Period of September 18, 2012 Through October 31, 2012, and Reimbursement of Expenses by the Law Firm of Jones Walker Waechter Poitevent Carrere and Denegre, LLP as Counsel to the Debtors and Debtors-in-Possession* (P-400)(the "First Fee Application"). This Court granted the First Fee Application on January 11, 2013 (P-457). Pursuant to that Order, Jones Walker, on account of their representation of the Debtors and Debtors-in-Possession for the time period from September 19, 2012 through October 31, 2012, was allowed compensation in the total amount of \$268,944.00 for a total of 855.1 hours expended, and the reimbursement of expenses in the aggregate amount of \$14,079.55 for a total of \$283,023.55.

10. On March 4, 2013, Jones Walker filed its *Second Interim Application for compensation for the Period of November 1, 2012 through January 31, 2013, and Reimbursement of Expenses, by the Law Firm of Jones, Walker, Waechter, Poitevent, Carrere and Denegre, L.L.P. as Counsel to the Debtors and Debtors-in-Possession* (P-528)(the "Second Fee Application"). This Court granted the Second Fee Application on April 10, 2013. (P-714).  
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Pursuant to that Order, Jones Walker, on account of their representation of the Debtors and Debtors-in-Possession for the time period from November 1, 2012 through January 31, 2013, was allowed compensation in the total amount of \$261,846.00 for a total of 756 hours expended, and the reimbursement of expenses in the aggregate amount of \$26,642.54 for a total of \$288,488.54.

11. On June 14, 2013, Jones Walker filed its *Third Interim Application for Compensation for the Period of February 1, 2013 through April 30, 2013, and Reimbursement of Expenses by the Law Firm of Jones Walker LLP as Counsel to the Debtors and Debtors-in-Possession* (P-875)(the “Third Fee Application”). This Court granted the Third Fee Application on July 16, 2013 (P-936). Pursuant to that Order, Jones Walker, on account of their representation of the Debtors and Debtors-in-Possession for the time period from February 1, 2013 through April 30, 2013, was allowed compensation in the total amount of \$312,150.50 for a total of 1,009.17 hours expended, and the reimbursement of expenses in the aggregate amount of \$7,176.57 for a total of \$319,327.07.

12. On June 18, 2013, pursuant to the Administrative Order, Jones Walker served on the Service Parties its May Fee Statement. The May Fee Statement sought compensation in the amount of \$81,002.50 and reimbursement of expenses in the amount of \$713.41. Jones Walker did not receive any objection to the May Fee Statement. Therefore on July 2, 2013, pursuant to the Administrative Order, the Debtors paid Jones Walker 80% of the requested fees (\$65,515.41) and 100% of the requested expenses.

13. On July 15, 2013, pursuant to the Administrative Order Jones Walker served on the Service Parties its June Fee Statement. The June Fee Statement sought compensation in the amount of \$106,998.00 and reimbursement for expenses in the amount of \$2,222.58. Jones

Walker did not receive any objection to the June Fee Statement. Therefore, on July 26, 2013, pursuant to the Administrative Order, the Debtors paid Jones Walker 80% of the requested fees (\$87,820.98) and 100% of the requested expenses.

14. On August 15, 2013, pursuant to the Administrative Order Jones Walker served on the Service Parties its July Fee Statement. The July Fee Statement sought compensation in the amount of \$108,103.50 and reimbursement for expenses in the amount of \$723.26. Jones Walker did not receive any objection to the July Fee Statement. Therefore, on August 28, 2013, pursuant to the Administrative Order, the Debtors paid Jones Walker 80% of the requested fees (\$87,206.06) and 100% of the requested expenses.

15. On September 23, 2013, pursuant to the Administrative Order Jones Walker served on the Service Parties its August Fee Statement. The August Fee Statement sought compensation in the amount of \$70,702.50 and reimbursement for expenses in the amount of \$3,705.62. Jones Walker did not receive any objection to the August Fee Statement. Therefore, on October 11, 2013, pursuant to the Administrative Order, the Debtors paid Jones Walker 80% of the requested fees (\$63,474.42) and 100% of the requested expenses.

16. On October 15, 2013, pursuant to the Administrative Order Jones Walker served on the Service Parties its September Fee Statement. The September Fee Statement sought compensation in the amount of \$108,103.50 and reimbursement for expenses in the amount of \$723.26. Jones Walker did not receive any objection to the September Fee Statement. However, the Debtors have yet to pay the September Fee Statement.

#### **THIS FEE PERIOD**

17. The Fee Period at issue in this Application covers the period from May 1, 2013 through September 30, 2013.

### **RELIEF SOUGHT**

18. By this Application, Jones Walker seeks entry of an order granting to it allowance of the Firm's representation of the Debtors during the Fee Period in the aggregate amount of \$424,786.50 (sometimes referred to as the "Compensation Sought"), and reimbursement of expenses in the aggregate amount of \$9,825.01, each as detailed in the attached **Exhibit A**. Jones Walker further seeks payment of \$84,957.30 (20% of \$424,786.50).

### **COMPENSATION SOUGHT**

19. The Compensation Sought for the Fee Period aggregates to \$424,786.50 for 1,310.2 hours expended of legal services during the Fee Period.

20. Below is a breakdown of the work performed by each attorney and paraprofessional and the rates charged by each.

Attorney/Paralegal	Hours	Rate	Total Fee
Elizabeth J. Futrell	586.1	\$400.00	\$234,440.00
R. Patrick Vance	176.1	425.00	74,842.50
R. Lewis McHenry	.3	440.00	132.00
Rudolph R. Ramelli	2.3	465.00	1,069.50
Sidney F. Lewis	.7	395.00	276.50
Kevin O. Ainsworth	.4	295.00	118.00
Patrick L. McCune	53.9	230.00	12,397.00
Mark A. Mintz	249.2	240.00	59,808.00
Tyler J. Rench	24.9	230.00	5,727.00
Brittany M. Simpson	144.6	200.00	28,920.00
Bonnie Boudreaux	44.8	100.00	4,480.00

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Benjamin P. Casten	4.8	100.00	480.00
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21. The expenses and advances incurred in the representation of the Debtors for which the Firm seeks allowance aggregate \$9,825.01 as follows:

Cost Category	Total Costs
Copying @ .20 per page	\$359.60
Long Distance	1,019.96
Computer Legal Research	5,623.10
Delivery Services	297.65
Court Fees	264.30
Litigation Support (Discovery Expenses)	1,196.96
Other Professionals	521.79
Meals	542.65

#### **EXHIBIT A TO THE APPLICATION**

22. **Exhibit A** to this Application consists of the Firm's Fee Statements issued for the Fee Period. The Fee statement sets forth for each task for which compensation is sought, the date on which the Firm performed the task, the person or persons who performed it, the activity that occurred, the time required to perform the task, the compensation rate at which it was billed, and the fee billed. The Fee Statement also describes each cost incurred by the Firm, and the date on which each was incurred. Attached to **Exhibit A** are copies of invoices related to the expenses listed in paragraph 21 above.

23. For the purposes of this Application, the time devoted by the Firm to the representation has been categorized among 11 project categories as follows:

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Task Code	Summary	Hours	Fees
AAAR	Asset Analysis and Recovery	0.1	\$40.00
AD	Asset Disposition	11.5	4,600.00
BO	Business Operations	20.3	8,521.00
CA	Case Administration	395.8	115,624.00
CAAO	Claims Administration and Objections	231.9	64,941.50
FEA	Fee/Employment Applications	68.3	21,641.00
FEO	Fee/Employment Objections	7.2	2,922.50
FIN	Financing	31.6	12,849.50
LIT	Litigation	87.3	27,590.50
PADS	Plan and Disclosure Statement	412.6	156,896.50
TRVL	Travel	34.6	9,160.00
<b>Total</b>		<b>1,301.2</b>	<b>\$424,786.50</b>

#### Asset Analysis and Recovery

24. This task code category covers the Firm's legal work in recovering and identifying assets of the estate. Elizabeth J. Futrell (.1 hours) was the only attorney to log time to the AAAR category in the aggregate amount of \$40.00.

#### Asset Disposition

25. This task code category covers the Firm's legal work in identifying payments that are authorized to be paid post petition and the assets that are required to make such

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dispositions, as well as an analysis of leases to be rejected or assumed by the estate. Elizabeth J. Futrell (11.5 hours) is the only attorney who logged time to the AD category in the aggregate amount of \$4,600.00.

### **Business Operations**

26. This task code category covers the Firm's legal work in advising the Debtors on their post-petition obligations and operations, including issues related to the Debtors' office lease, workers' compensation and letter of credit issues. The following attorneys performed work within the BO category:

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	7.1	\$2,840.00
R. Patrick Vance	10.2	4,335.00
Rudolph Ramelli	2.3	1,069.50
Sidney F. Lewis	.7	276.50
Total	20.3	\$8,521.00

### **Case Administration**

27. This task code category includes the Firm's legal work in generally administering the case, and includes many activities including preparing various administrative orders necessary in a case such as this. The following attorneys and paralegals performed work within the CA task code category:

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	152.7	\$61,080.00
R. Patrick Vance	30.4	12,920.00

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Mark A. Mintz	96.0	23,040.00
Patrick L. McCune	4.00	920.00
Brittany M. Simpson	60.3	12,060.00
Tyler J. Rench	2.8	644.00
Bonnie Boudreaux	44.8	4,480.00
Benjamin Casten	4.8	480.00
Total	395.8	\$115,624.00

### Claims Administration and Objections

28. This task code category covers the Firm's review and analysis of proofs of claim asserted against the Debtors' estates, including work regarding the PACA claims, section 503(b)(9) claims, lease rejection claims and cure amounts. The following attorneys performed work within the CAAO task code category:

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	60.9	\$24,360.00
R. Patrick Vance	18.1	7,692.50
Brittany M. Simpson	60.8	12,160.00
Mark A. Mintz	46.3	11,112.00
Patrick L. McCune	23.2	5,336.00
Tyler J. Rench	9.5	2,185.00
Law Clerks	13.1	2,096.00
Total	231.9	\$64,941.50

### **Fee/Employment Applications**

29. This task code category includes the Firm's efforts with respect to the retention and fee applications of estate professionals, including but not limited to the Firm, the Financial Consultant, the Accountants, the Other Ordinary Course Professionals and the Claims Agent. The following attorneys performed work within the FEA category:

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	16.6	\$6,640.00
R. Patrick Vance	14.6	6,205.00
Mark A. Mintz	26.3	6,312.00
Tyler J. Rench	10.8	2,484.00
Total	68.3	\$21,641.00

### **Fee/Employment Objections**

30. This task code category covers the Firm's work in reviewing objections to fee and employment applications filed by other estate professionals. Elizabeth J. Futrell (5.5 hours) and R. Patrick Vance (1.7 hours) are the only attorneys to log time to the FEO task code category for fees in the aggregate amount of \$2,922.50.

### **Financing**

31. This task code category covers the Firm's work in securing post-petition financing and budgeting pursuant to the various DIP orders. Elizabeth J. Futrell (21.0 hours), R. Patrick Vance (10.3 hours), and Mark Mintz (.3 hours) are the only attorneys to log time to the FIN task code category for fees in the aggregate amount of \$12,849.50.

## Litigation

32. This task code category covers the Firm's efforts to identify litigation pending as of the petition date and preparing and filing appropriate notices of stay as well as responses to discovery issued by creditors related to the Plan. The following attorneys performed work within the LIT category:

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	19.8	\$7,920
R. Patrick Vance	20.1	8,542.50
Kevin Ainsworth	.4	118.00
Mark A. Mintz	20.0	4,800.00
Patrick McCune	26.7	6,141.00
Tyler Rench	.3	69.00
Total	87.3	\$27,590.50

## Plan and Disclosure Statement

33. This task code category includes the Firm's efforts in preparing for a plan and disclosure statement. The following attorneys performed work within the PADS category:

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	284.8	\$113,920.00
R. Patrick Vance	70.7	30,047.50
R. Lewis McHenry	.3	132.00
Mark A. Mintz	34.8	8,352.00
Brittany Simpson	20.5	4,100.00

Tyler Rench	1.5	345.00
Total	412.6	\$156,896.50

## Travel

34. This task code category includes the time that Firm attorneys spent travelling on behalf of the Debtors. All time on the Fee Statement on Exhibit A has been reduced by half from the full amount of time spent travelling. The following attorneys performed work within the TRVL task code.

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	6.1	\$2,440.00
Mark A. Mintz	25.5	6,120.00
Brittany Simpson	3.0	600.00
Total	34.6	\$9,160.00

## THE JOHNSON FACTORS AND SECTION 330 CRITERIA

35. Jones Walker submits that the services rendered by the Firm to the Debtors were of substantial benefit to the estate and satisfy the factors set forth in *Johnson v. Ga. Highway Express*, 488 F.2d 714 (5th Cir. 1974), and at 11 U.S.C. § 330, as explained below.

### i. The time and labor required

The professional fees for services rendered herein by Jones Walker to the Debtors total \$424,786.50 for a total of 1,301.20 hours expended, calculated at the hourly rates that have been approved by this Court, which are equal to or below the rates that the Firm typically charges its clients.

**ii. The novelty and difficulty of the questions presented**

The issues presented during this Fee Period were difficult as they required attorneys at Jones Walker to continue to implement actions on behalf of the Debtors in a very short time period. Jones Walker was faced with potentially novel questions related to the Debtors' leases, business operations, and plan issues.

**iii. The skill required to perform the legal services properly**

Jones Walker implemented a number of complex actions over a diversified field of activities to maintain and improve the Debtors' business position. Each of these steps required a high to moderate degree of skill.

**iv. The preclusion of other employment**

Jones Walker spent significant amount of time on the Chapter 11 Case, which time could not be spent on other files or other matters.

**v. The customary fee**

The rates at which Jones Walker seeks compensation are equal to or lower, with respect to some timekeepers, than the rates charged by the Firm to many of its clients. The Firm submits that the rates sought in this Fee Application are fair and reasonable and compare favorably to the rates charged by attorneys with similar expertise in comparable matters.

**vi. Whether the fee is fixed or contingent**

Jones Walker's rates are fixed by the hour, but are always subject to this Court's review for reasonableness under the Bankruptcy Code.

**vii. Time limitation imposed by the client or circumstances**

Jones Walker has had to implement a number of actions, often on a very short deadline.

**viii. The amount involved and the results obtained**

As a result of the Firm's efforts, the Debtors have concluded a DIP financing order, completed a deal with Merchants, the largest vendor of the Debtors, closed underperforming cafeterias, assumed leases, objected to 503(b)(9) claims, and begun the claims reconciliation process. The Debtors did file a plan of reorganization and continue to work towards plan confirmation.

**ix. The experience, reputation and ability of the professionals**

Jones Walker believes and respectfully submits that its attorney are highly regarded as experts in the areas of bankruptcy, insolvency and corporate reorganization in the State of Louisiana. The Firm has extensive experience in handling bankruptcy and insolvency matters.

**x. The undesirability of the Chapter 11 Case**

This matter was not particularly undesirable for Jones Walker.

**xi. The nature and length of the professional relationship**

Except as disclosed in the Affidavit of R. Patrick Vance that accompanied the Application to employ the Firm, Jones Walker had no relationship with the Debtors or their creditors before the Firm's retention to represent the Debtors.

**xii. Awards in similar cases**

Jones Walker submits that an order of compensation on the basis prayed for is consistent with awards made in similar cases in this district. Jones Walker further submits that the rates charged will reasonably compensate the Firm for the services provided, given the experience and expertise of its attorneys and paraprofessionals. The rates charged are typical of and, in some instances, are less than those that the Firm charges to other clients.

36. In addition, 11 U.S.C. § 330 provides that a court may award to a professional person pursuant to section 327 of the Bankruptcy Code the "reasonably compensation for

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actual, necessary services rendered by the . . . attorney and by any paraprofessional person employed by [him]; and . . . reimbursement for actual, necessary expenses.”

37. Under 11 U.S.C. § 330, relevant factors that the courts are to consider in determining reasonable awards of compensation include: (a) the time devoted to the services; (b) the rates charged for them; (c) whether or not the services were necessary to the administration of the case, or, when rendered, were beneficial towards completing it; (d) whether the services were performed in a reasonable amount of time in keeping with the complexity, important, and nature of the problem, issue or task addressed; (e) whether the professional is board certified or otherwise is demonstrably skilled and experienced bankruptcy practitioner; and (f) whether the compensation is reasonable in light of the compensation customarily charged by comparable practitioners in non-bankruptcy cases. *Id.*

### **CONCLUSION**

38. The Firm submits that the services it has provided to the Debtors and Debtors-in-Possession were of direct benefit to the estates and the administration of the Chapter 11 Case. For these reasons and those set forth above, the Compensation Sought is reasonable in light of professional services provided.

**WHEREFORE**, Jones Walker LLP, as counsel to the Debtors and Debtors in Possession, prays that an Order be entered:

(a) Granting to Jones Walker allowance of compensation on account of their representation herein of the Debtors for the time period from May 1, 2013 through September 30, 2013 in the total amount of \$424,786.50 for a total of 1,301.2 hours expended, and the reimbursement of expenses in the aggregate amount of \$9,825.01;

(b) Granting the Debtors the authority to pay Jones Walker 20% of the Compensation Sought, or \$84,957.30, in accordance with the Administrative Order; and  
{N2722499.1}

(c) For all other relief to which they are entitled in law and equity.

Respectfully Submitted

/s/ Mark A. Mintz

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**Attorneys for Piccadilly Restaurants, LLC  
Piccadilly Food Service, LLC and  
Piccadilly Investments, LLC**

# **Exhibit E**

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF LOUISIANA  
LAFAYETTE DIVISION

IN RE:

PICCADILLY RESTAURANTS, LLC,  
*ET AL.*,

DEBTORS

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\* (JOINT ADMINISTRATION)<sup>1</sup>  
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\* CHAPTER 11  
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\* JUDGE ROBERT SUMMERHAYS

**FIFTH INTERIM APPLICATION FOR COMPENSATION FOR THE PERIOD  
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AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION**

NOW INTO COURT, through undersigned counsel, comes the law firm of Jones Walker LLP (“Jones Walker,” the “Firm,” or the “Applicant”), counsel herein to the debtors and debtors-in-possession (collectively, the “Debtors”),<sup>2</sup> and, pursuant to 11 U.S.C. §§ 327 and 330, FED. R. BANKR. P. 2016, LBR 2016-1, and the *Order Granting Motion for an Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members* (P-231) submits this fifth application (the “Application”) for entry of an order granting to it allowance and payment of compensation on account of the Firm’s representation of the Debtors during the period from October 1, 2013 through April 30, 2014 (the “Fee Period”). The amount of this Application is Two Hundred Thirty-Two Thousand One Hundred Thirty-Nine Dollars and 50/100 (\$232,139.50), for a total of 739.8 hours expended, and reimbursement of expenses in the aggregate amount of Eight Thousand Two Hundred Fifty-Four Dollars and 37/100 (\$8,254.37). Further, by this Application, Jones Walker

<sup>1</sup> Jointly administered with *In re Piccadilly Food Service, LLC*, 12-51128 (Bankr. W.D. La. 2012), and *In re Piccadilly Investments, LLC*, 12-51129 (Bankr. W.D. La. 2012).

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seeks payment in the amount of Forty-Six Thousand Four Hundred Twenty-Seven Dollars and 90/100 (\$46,427.90), which is 20% of \$232,139.50. In support of this Application, Jones Walker represents as follows:

### **BACKGROUND**

1. On September 11, 2012 (the "Petition Date"), the Debtors filed for relief under Chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108.

2. The Debtors are jointly administrated pursuant to Bankruptcy Code § 105(a) and Bankruptcy Rule 1015(b) (collectively, this "Chapter 11 Case").

3. No trustee or examiner has been appointed. An Official Committee of Unsecured Creditors (the "Unsecured Creditors' Committee") was appointed in this Chapter 11 Case on October 23, 2012.

4. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core matter within the meaning of 28 U.S.C. § 157(b)(2).

### **THE ADMINISTRATIVE ORDER AND THE RETENTION OF JONES WALKER**

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{N2827440.2}

7. Pursuant to the Administrative Order, on or before the fifteenth day of each month, a professional may submit a Fee Statement to the Service Parties. If no objection is made to the Fee Statement, the Debtors will be authorized to pay eighty percent (80%) of the fees and one hundred percent (100%) of the costs.

8. The Administrative Order further provides that approximately every four months, each of the Professionals will file an application for interim court approval and allowance of the compensation and reimbursement of expenses requested for the prior 4 months.

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10. On March 4, 2013, Jones Walker filed its *Second Interim Application for compensation for the Period of November 1, 2012 through January 31, 2013, and Reimbursement of Expenses, by the Law Firm of Jones, Walker, Waechter, Poitevent, Carrere and Denegre, L.L.P. as Counsel to the Debtors and Debtors-in-Possession* (P-528)(the “Second Fee Application”). This Court granted the Second Fee Application on April 10, 2013. (P-714).  
{N2827440.2}

Pursuant to that Order, Jones Walker, on account of their representation of the Debtors and Debtors-in-Possession for the time period from November 1, 2012 through January 31, 2013, was allowed compensation in the total amount of \$261,846.00 for a total of 756 hours expended, and the reimbursement of expenses in the aggregate amount of \$26,642.54 for a total of \$288,488.54.

11. On June 14, 2013, Jones Walker filed its *Third Interim Application for Compensation for the Period of February 1, 2013 through April 30, 2013, and Reimbursement of Expenses by the Law Firm of Jones Walker LLP as Counsel to the Debtors and Debtors-in-Possession* (P-875)(the “Third Fee Application”). This Court granted the Third Fee Application on July 16, 2013 (P-936). Pursuant to that Order, Jones Walker, on account of their representation of the Debtors and Debtors-in-Possession for the time period from February 1, 2013 through April 30, 2013, was allowed compensation in the total amount of \$312,150.50 for a total of 1,009.17 hours expended, and the reimbursement of expenses in the aggregate amount of \$7,176.57 for a total of \$319,327.07.

12. On November 13, 2013, Jones Walker filed its *Fourth Interim Application for Compensation for the Period of May 1, 2013 through September 30, 2013, and Reimbursement of Expenses by the Law Firm of Jones Walker LLP as Counsel to the Debtors and Debtors-in-Possession* (P-1235)(the “Fourth Fee Application”). This Court granted the Fourth Fee Application on December 20, 2013 (P-1311). Pursuant to that Order, Jones Walker, on account of their representation of the Debtors and Debtors-in-Possession for the time period from May 1, 2013 through September 30, 2013, was allowed compensation in the total amount of \$424,786.50 for a total of 1,301.2 hours expended and the reimbursement of expenses in the aggregate amount of \$9,825.01 for a total of \$434,611.51.

13. On November 20, 2013, pursuant to the Administrative Order, Jones Walker served on the Service Parties its October Fee Statement. The October Fee Statement sought compensation in the amount of \$57,736.00 and reimbursement of expenses in the amount of \$1,058.20. Jones Walker did not receive any objection to the October Fee Statement. Therefore on April 17, 2014, pursuant to the Administrative Order, the Debtors paid Jones Walker 80% of the requested fees (\$46,188.80) and 100% of the requested expenses.

14. On December 31, 2013, pursuant to the Administrative Order Jones Walker served on the Service Parties its November Fee Statement. The November Fee Statement sought compensation in the amount of \$37,839.50 and reimbursement for expenses in the amount of \$1,119.39. Jones Walker did not receive any objection to the November Fee Statement. Therefore, on April 17, 2014, pursuant to the Administrative Order, the Debtors paid Jones Walker 80% of the requested fees (\$30,271.60) and 100% of the requested expenses.

15. On January 30, 2014, pursuant to the Administrative Order Jones Walker served on the Service Parties its December Fee Statement. The December Fee Statement sought compensation in the amount of \$34,677.50 and reimbursement for expenses in the amount of \$564.28. Jones Walker did not receive any objection to the December Fee Statement. Therefore, on April 17, pursuant to the Administrative Order, the Debtors paid Jones Walker 80% of the requested fees (\$27,742.00) and 100% of the requested expenses.

16. On February 17, 2014, pursuant to the Administrative Order Jones Walker served on the Service Parties its January Fee Statement. The January Fee Statement sought compensation in the amount of \$50,840.50 and reimbursement for expenses in the amount of \$2,927.38. Jones Walker did not receive any objection to the January Fee Statement.



Therefore, on April 17, 2014, pursuant to the Administrative Order, the Debtors paid Jones Walker 80% of the requested fees (\$40,672.40) and 100% of the requested expenses.

17. On March 20, 2014, pursuant to the Administrative Order Jones Walker served on the Service Parties its February Fee Statement. The February Fee Statement sought compensation in the amount of \$24,747.00 and reimbursement for expenses in the amount of \$993.12. Jones Walker did not receive any objection to the February Fee Statement. Therefore, on April 17, 2014, pursuant to the Administrative Order, the Debtors paid Jones Walker 80% of the requested fees (\$19,797.60) and 100% of the requested expenses.

18. On April 28, 2014, pursuant to the Administrative Order Jones Walker served on the Service Parties its March Fee Statement. The March Fee Statement sought compensation in the amount of \$18,892.00 and reimbursement for expenses in the amount of \$1,169.82. Jones Walker did not receive any objection to the March Fee Statement. The Debtor has yet to pay Jones Walker for its March Fee statement

19. On May 29, 2014, pursuant to the Administrative Order Jones Walker served on the Service Parties its April Fee Statement. The April Fee Statement sought compensation in the amount of \$7,407.00 and reimbursement for expenses in the amount of \$422.18. Jones Walker did not receive any objection to the April Fee Statement. The Debtor has yet to pay Jones Walker for its April Fee Statement

#### **THIS FEE PERIOD**

20. The Fee Period at issue in this Application covers the period from October 1, 2013 through April 30, 2014.

#### **RELIEF SOUGHT**

21. By this Application, Jones Walker seeks entry of an order granting to it allowance of the Firm's representation of the Debtors during the Fee Period in the aggregate  
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amount of \$232,139.50 (sometimes referred to as the "Compensation Sought"), and reimbursement of expenses in the aggregate amount of \$8,254.37, each as detailed in the attached **Exhibit A**. Jones Walker further seeks payment of \$46,427.90 (20% of \$232,139.50).

### **COMPENSATION SOUGHT**

22. The Compensation Sought for the Fee Period aggregates to \$232,139.50 for 739.8 hours expended of legal services during the Fee Period.

23. Below is a breakdown of the work performed by each attorney and paraprofessional and the rates charged by each.

Attorney/Paralegal	Hours	Rate	Total Fee
Elizabeth J. Futrell	191.3	\$400.00	\$76,520.00
R. Patrick Vance	152.8	425.00	64,940.00
A. Justin Ourso	3.4	415.00	1,411.00
Heather Kirk	8.4	215.00	1,806.00
Patrick L. McCune	108.7	230.00	25,001.00
Mark A. Mintz	238.6	240.00	57,264.00
Tyler J. Rench	8.4	230.00	1,932.00
Brittany M. Simpson	.2	200.00	40.00
Matthew A. Mantle	2.3	285.00	655.50
Bonnie Boudreaux	6.5	100.00	650.00
Benjamin P. Casten	2.3	100.00	230.00
Nicole Viator	7.4	100.00	740.00
Susan Major	9.5	100.00	950.00

24. The expenses and advances incurred in the representation of the Debtors for which the Firm seeks allowance aggregate \$8,254.37 as follows:

Cost Category	Total Costs
Copying @ .20 per page	<b>\$319.40</b>
Long Distance	<b>741.17</b>
Computer Legal Research	<b>1,123.29</b>
Court Fees	<b>438.20</b>
Litigation Support (Discovery Expenses)	<b>3,918.51</b>
Outside the Office Travel	<b>1,710.80</b>
Facsimile Services	<b>3.00</b>

#### **EXHIBIT A TO THE APPLICATION**

25. **Exhibit A** to this Application consists of the Firm's Fee Statements issued for the Fee Period. The Fee statement sets forth for each task for which compensation is sought, the date on which the Firm performed the task, the person or persons who performed it, the activity that occurred, the time required to perform the task, the compensation rate at which it was billed, and the fee billed. The Fee Statement also describes each cost incurred by the Firm, and the date on which each was incurred. Attached to **Exhibit A** are copies of invoices related to the expenses listed in paragraph 24 above.

26. For the purposes of this Application, the time devoted by the Firm to the representation has been categorized among 11 project categories as follows:

<b>Task Code</b>	<b>Summary</b>	<b>Hours</b>	<b>Fees</b>
AAAR	Asset Analysis and Recovery	0.0	\$0.00
AD	Asset Disposition	1.7	440.00
BO	Business Operations	27.7	11,347.50
CA	Case Administration	238.4	66,856.50
CAAO	Claims Administration and Objections	188.5	51,270.00
FEA	Fee/Employment Applications	33.9	9,977.00
FEO	Fee/Employment Objections	1.3	537.50
FIN	Financing	46.0	18,790.00
LIT	Litigation	20.2	8,366.50
PADS	Plan and Disclosure Statement	127.8	48,857.50
RFSP	Relief from Stay Proceedings	6.3	1,508.00
TRVL	Travel	48.0	14,189.00
<b>Total</b>		<b>739.80</b>	<b>\$232,139.50</b>

### **Asset Disposition**

27. This task code category covers the Firm's legal work in identifying payments that are authorized to be paid post petition and the assets that are required to make such dispositions, as well as an analysis of leases to be rejected or assumed by the estate. Elizabeth J. Futrell (.2 hours) and Mark Mintz (1.5 hours) are the only attorneys who logged time to the AD category in the aggregate amount of \$440.00.

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## Business Operations

28. This task code category covers the Firm's legal work in advising the Debtors on their post-petition obligations and operations, including issues related to the Debtors' office lease, workers' compensation and letter of credit issues. The following attorneys performed work within the BO category:

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	11.2	\$4,480.00
R. Patrick Vance	12.5	5,312.50
A. Justin Ourso	3.4	1,411.00
Mark A. Mintz	.6	144.00
Total	27.7	\$11,347.50

## Case Administration

29. This task code category includes the Firm's legal work in generally administering the case, and includes many activities including preparing various administrative orders necessary in a case such as this. The following attorneys and paralegals performed work within the CA task code category:

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	50.6	\$20,240.00
R. Patrick Vance	29.4	12,495.00
Mark A. Mintz	103.3	27,792.00
Patrick L. McCune	17.9	4,117.00
Brittany M. Simpson	.2	40.00

Attorney/Paralegal	Hours	Fee
Tyler J. Rench	.8	644.00
Heather Kirk	8.2	1,763.00
Matthew Mantle	2.3	655.50
Bonnie Boudreaux	6.5	650.00
Benjamin Casten	2.3	230.00
Nicole Viator	7.4	740.00
Susan Major	9.5	950.00
Total	238.4	\$66,856.50

### Claims Administration and Objections

30. This task code category covers the Firm's review and analysis of proofs of claim asserted against the Debtors' estates, including work regarding the PACA claims, section 503(b)(9) claims, lease rejection claims and cure amounts. The following attorneys performed work within the CAAO task code category:

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	17.5	\$7,000.00
R. Patrick Vance	22.4	9,520.00
Mark A. Mintz	57.2	13,728.00
Patrick L. McCune	89.0	20,470.00
Tyler J. Rench	2.4	552.00
Total	188.5	\$51,270.00

### **Fee/Employment Applications**

31. This task code category includes the Firm's efforts with respect to the retention and fee applications of estate professionals, including but not limited to the Firm, the Financial Consultant, the Accountants, the Other Ordinary Course Professionals and the Claims Agent. The following attorneys performed work within the FEA category:

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	.5	\$200.00
R. Patrick Vance	9.8	4,165.00
Mark A. Mintz	18.4	4,416.00
Tyler J. Rench	5.2	1,196.00
Total	33.9	\$9,977.00

### **Fee/Employment Objections**

32. This task code category covers the Firm's work in reviewing objections to fee and employment applications filed by other estate professionals. Elizabeth J. Futrell (.6 hours) and R. Patrick Vance (.7 hours) are the only attorneys to log time to the FEO task code category for fees in the aggregate amount of \$537.50.

### **Financing**

33. This task code category covers the Firm's work in securing post-petition financing and budgeting pursuant to the various DIP orders. Elizabeth J. Futrell (30.4 hours) and R. Patrick Vance (15.6 hours) are the only attorneys to log time to the FIN task code category for fees in the aggregate amount of \$18,790.00.

## **Litigation**

34. This task code category covers the Firm's efforts to identify litigation pending as of the petition date and preparing and filing appropriate notices of stay as well as responses to discovery issued by creditors related to the Plan. Elizabeth J. Futrell (6.4 hours), R. Patrick Vance (13.5 hours) and Patrick McCune (.3 hours) are the only attorneys to log time to the LIT task code for fees in the aggregate amount of \$8,366.50.

## **Plan and Disclosure Statement**

35. This task code category includes the Firm's efforts in preparing for a plan and disclosure statement. The following attorneys performed work within the PADS category:

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	<b>62.9</b>	<b>\$25,160.00</b>
R. Patrick Vance	<b>43.9</b>	<b>18,657.50</b>
Mark A. Mintz	<b>21.0</b>	<b>5,040.00</b>
Total	<b>127.8</b>	<b>\$48,857.50</b>

## **Relief from Stay Proceedings**

36. This task category includes the time that Firm attorneys spent responding to motions to lift the stay. The following attorneys performed work within the RFSP category:

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	<b>.1</b>	<b>\$25,160.00</b>
Heather Kirk	<b>.2</b>	<b>18,657.50</b>
Mark A. Mintz	<b>4.5</b>	<b>5,040.00</b>
Patrick McCune	<b>1.5</b>	<b>345.00</b>



Total	6.3	\$1,508.00
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### Travel

37. This task code category includes the time that Firm attorneys spent travelling on behalf of the Debtors. All time on the Fee Statement on Exhibit A has been reduced by half from the full amount of time spent travelling. The following attorneys performed work within the TRVL task code.

Attorney/Paralegal	Hours	Fee
Elizabeth J. Futrell	10.9	\$4,360.00
R. Patrick Vance	5.0	2,125.00
Mark A. Mintz	32.1	7,704.00
Total	48.0	\$14,189.00

### **THE JOHNSON FACTORS AND SECTION 330 CRITERIA**

38. Jones Walker submits that the services rendered by the Firm to the Debtors were of substantial benefit to the estate and satisfy the factors set forth in *Johnson v. Ga. Highway Express*, 488 F.2d 714 (5th Cir. 1974), and at 11 U.S.C. § 330, as explained below.

#### **i. The time and labor required**

The professional fees for services rendered herein by Jones Walker to the Debtors total \$232,139.50 for a total of 739.80 hours expended, calculated at the hourly rates that have been approved by this Court, which are equal to or below the rates that the Firm typically charges its clients.

**ii. The novelty and difficulty of the questions presented**

The issues presented during this Fee Period were difficult as they required attorneys at Jones Walker to continue to implement actions on behalf of the Debtors in a very short time period. Jones Walker was faced with potentially novel questions related to the Debtors' leases, business operations, and plan issues.

**iii. The skill required to perform the legal services properly**

Jones Walker implemented a number of complex actions over a diversified field of activities to maintain and improve the Debtors' business position. Each of these steps required a high to moderate degree of skill.

**iv. The preclusion of other employment**

Jones Walker spent significant amount of time on the Chapter 11 Case, which time could not be spent on other files or other matters.

**v. The customary fee**

The rates at which Jones Walker seeks compensation are equal to or lower, with respect to some timekeepers, than the rates charged by the Firm to many of its clients. The Firm submits that the rates sought in this Fee Application are fair and reasonable and compare favorably to the rates charged by attorneys with similar expertise in comparable matters.

**vi. Whether the fee is fixed or contingent**

Jones Walker's rates are fixed by the hour, but are always subject to this Court's review for reasonableness under the Bankruptcy Code.

**vii. Time limitation imposed by the client or circumstances**

Jones Walker has had to implement a number of actions, often on a very short deadline.

**viii. The amount involved and the results obtained**

As a result of the Firm's efforts, the Debtors have concluded a DIP financing order,

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completed a deal with Merchants, the largest vendor of the Debtors, closed underperforming cafeterias, assumed leases, objected to 503(b)(9) claims, and begun the claims reconciliation process. The Debtors did file a plan of reorganization and a plan was ultimately confirmed.

**ix. The experience, reputation and ability of the professionals**

Jones Walker believes and respectfully submits that its attorney are highly regarded as experts in the areas of bankruptcy, insolvency and corporate reorganization in the State of Louisiana. The Firm has extensive experience in handling bankruptcy and insolvency matters.

**x. The undesirability of the Chapter 11 Case**

This matter was not particularly undesirable for Jones Walker.

**xi. The nature and length of the professional relationship**

Except as disclosed in the Affidavit of R. Patrick Vance that accompanied the Application to employ the Firm, Jones Walker had no relationship with the Debtors or their creditors before the Firm's retention to represent the Debtors.

**xii. Awards in similar cases**

Jones Walker submits that an order of compensation on the basis prayed for is consistent with awards made in similar cases in this district. Jones Walker further submits that the rates charged will reasonably compensate the Firm for the services provided, given the experience and expertise of its attorneys and paraprofessionals. The rates charged are typical of and, in some instances, are less than those that the Firm charges to other clients.

39. In addition, 11 U.S.C. § 330 provides that a court may award to a professional person pursuant to section 327 of the Bankruptcy Code the "reasonably compensation for actual, necessary services rendered by the . . . attorney and by any paraprofessional person employed by [him]; and . . . reimbursement for actual, necessary expenses."

40. Under 11 U.S.C. § 330, relevant factors that the courts are to consider in determining reasonable awards of compensation include: (a) the time devoted to the services; (b) the rates charged for them; (c) whether or not the services were necessary to the administration of the case, or, when rendered, were beneficial towards completing it; (d) whether the services were performed in a reasonable amount of time in keeping with the complexity, important, and nature of the problem, issue or task addressed; (e) whether the professional is board certified or otherwise is demonstrably skilled and experienced bankruptcy practitioner; and (f) whether the compensation is reasonable in light of the compensation customarily charged by comparable practitioners in non-bankruptcy cases. *Id.*

### **CONCLUSION**

41. The Firm submits that the services it has provided to the Debtors and Debtors-in-Possession were of direct benefit to the estates and the administration of the Chapter 11 Case. For these reasons and those set forth above, the Compensation Sought is reasonable in light of professional services provided.

**WHEREFORE**, Jones Walker LLP, as counsel to the Debtors and Debtors in Possession, prays that an Order be entered:

(a) Granting to Jones Walker allowance of compensation on account of their representation herein of the Debtors for the time period from October 1, 2013 through April 30, 2014 in the total amount of \$232,139.50 for a total of 739.80 hours expended, and the reimbursement of expenses in the aggregate amount of \$8,254.37;

(b) Granting the Debtors the authority to pay Jones Walker 20% of the Compensation Sought, or \$46,427.90, in accordance with the Administrative Order; and

(c) For all other relief to which they are entitled in law and equity.

Respectfully Submitted

/s/ Mark A. Mintz

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ELIZABETH J. FUTRELL (#05863)

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