IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
RESTAURANTS ACQUISITION I, LLC,[1]	Case No. 15-12406 (KG)
Debtor.	**Objection Deadline: February 10, 2016 at 4:00 p.m.**

SUMMARY OF FIRST MONTHLY APPLICATION OF DUANE MORRIS LLP, AS COUNSEL TO THE DEBTOR AND DEBTOR-IN-POSSESSION, FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM DECEMBER 2, 2015 THROUGH DECEMBER 31, 2015

Name of Applicant:	**Duane Morris LLP** **222 Delaware Avenue, Suite 1600** **Wilmington, Delaware** **Telephone: (302) 657-4900**
Authorized to provide professional services to:	**Restaurants Acquisition I, LLC**
Date of Retention:	**January 4, 2016, *nunc pro tunc* to December 2, 2015**
Period for which compensation and reimbursement is sought:	**December 2, 2015 through December 31, 2015**
Amount of Compensation sought as actual, reasonable and necessary:	**$140,199.50 (80% of $112,159.60)**
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	**$3,838.30**

This is a(n): ☑ Monthly ☐ Interim ☐ Final application

[1] The Debtor's mailing address is 313 East Main Street, Suite 2, Hendersonville, TN and the last four digits of its tax identification number are 8761.

PRIOR APPLICATION HISTORY

			Requested		Monthly Statements		Certificate of No Objection / Signed Order
Application Title	Date Filed	Period Covered	Fees 100%	Expenses	Fees 80%	Expenses	
None							

SUMMARY OF PROFESSIONALS AND PARAPROFESSIONALS RENDERING SERVICES FROM DECEMBER 2, 2015 THROUGH DECEMBER 31, 2015

Name of Professional	Year Admitted	Title	Hours Spent	Hourly Rate	Charge
Sean J. Bellew	1997	Partner	33.80	$635.00	$21,463.00
Richard W. Riley	1988	Partner	2.80	$635.00	$1,778.00
Sommer L. Ross	2004	Partner	104.40	$540.00	$56,376.00
Jennifer A. Wieclaw	2001	Special Counsel	2.10	$615.00	$1,291.50
Walter W. Gouldsbury, III	2004	Associate	3.10	$435.00	$1,348.50
Jarret P. Hitchings	2011	Associate	106.10	$410.00	$43,501.00
Chad E. Odhner	2014	Associate	23.60	$320.00	$7,552.00
Beth Gruppo	N/A	Paralegal	0.30	$390.00	$117.00
Stephanie Lenkiewicz	N/A	Paralegal	31.50	$215.00	$6,772.50
TOTAL FEES			**307.70**		**$140,199.50**
Blended Rate				**$455.64**	

SUMMARY OF COMPENSATION BY PROJECT CATEGORY FOR THE PERIOD OF DECEMBER 2, 2015 THROUGH DECEMBER 31, 2015

Task Description	Hours	Fees
Asset Analysis and Recovery (001)	0.30	$117.00
Asset Disposition (002)	-	-
Assumption and Rejection of Leases and Contracts (003)	31.00	$15,191.00
Avoidance Action Analysis (004)	-	-
Business Operations (005)	4.00	$2,492.50
Case Administration (006)	80.60	$30,789.00
Claims Administration and Objections (007)	1.80	$517.00
Corporate Governance and Board Matters (008)	-	-
Employee Benefits and Pensions (009)	-	-
Employment Application (Applicant) (010)	11.40	$5,112.50
Employment Applications (Others) (011)	14.10	$5,861.00
Fee Application (Applicant) (012)	-	-
Fee Applications (Others) (013)	-	-
Employment and Fee Application Objections (014)	-	-
Financing/Cash Collateral (015)	41.40	$22,483.00
Hearings (016)	14.50	$7,658.50
Litigation: Contested Matters and Adversary Proceedings (017)	68.10	$31,302.50
Meetings and Communications with Creditors (018)	5.60	$2,925.00
Plan and Disclosure Statement (019)	-	-
Preference/Fraudulent Conveyance (020)	-	-
Real Estate (021)	-	-
Relief from Stay and Adequate Protection (022)	21.90	$9,288.50
Reporting (023)	8.60	$3,725.00

Tax (024)	4.40	$2,737.00
Valuation (025)	-	-
TOTAL	**307.70**	**$140.199.50**

EXPENSE SUMMARY FOR THE PERIOD OF
DECEMBER 2, 2015 THROUGH DECEMBER 31, 2015

Expense Category	Amount
Filing Fees	$1,717.00
Messenger Service	$55.00
Lexis Legal Research	$686.50
Westlaw Legal Research	$475.20
Pacer Federal Docket Costs	$74.80
Printing & Duplicating	$479.80
Conference Room Rental	$350.00
Total Disbursements	**$3,838.30**

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In re:	Chapter 11
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Debtor.	**Objection Deadline: February 10, 2016 at 4:00 p.m.**

FIRST MONTHLY APPLICATION OF DUANE MORRIS LLP, AS COUNSEL TO THE DEBTOR AND DEBTOR-IN-POSSESSION, FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM DECEMBER 2, 2015 THROUGH DECEMBER 31, 2015

Pursuant to 11 U.S.C. §§ 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Interim Compensation Order (defined below), Duane Morris LLP ("Applicant" or "Duane Morris"), counsel to Restaurants Acquisition I, LLC (the "Debtor"), the debtor and debtor-in-possession in the above-captioned chapter 11 case (the "Chapter 11 Case"), submits its first monthly application (the "Application") for allowance of compensation and reimbursement of expenses for the period of December 2, 2015 through December 31, 2015. By this Application, Duane Morris seeks a monthly allowance of compensation in the amount of $144,037.80. Applicant seeks payment of $112,159.60 (80% of the allowed fees) for the Fee Period (defined below) upon filing a certificate of no objection and/or resolution of any objection. Applicant also seeks expense reimbursement in the amount of $3,838.30. In support of this Application, Duane Morris respectfully states as follows:

BACKGROUND

1. On December 2, 2015 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

[1] The Debtor's mailing address is 313 East Main Street, Suite 2, Hendersonville, TN and the last four digits of its tax identification number are 8761.

2. The Debtor continues to operate its businesses and manage its property as a debtor and debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. No trustee, examiner, or statutory committee has been appointed in this Chapter 11 Case.

4. On January 4, 2016, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses For Retained Professionals* [Docket No. 101] (the "Interim Compensation Order").

5. Also on January 4, 2016, the Court enter an *Order Authorizing the Debtor to Retain and Employ Duane Morris LLP as Counsel to the Debtor and Debtor-in-Possession,* Nunc Pro Tunc *to the Petition Date* (the "Retention Order") [Docket No. 220]. The Retention Order authorizes Duane Morris to be compensated in accordance with the procedures set forth in 11 U.S.C. §§ 330 and 331, the applicable Bankruptcy Rules, the rules of this Court and any Order entered by this Court with respect to the compensation of professionals.

6. Through the Application, Duane Morris seeks allowance of compensation for professional services rendered for and on behalf of the Debtor for the period beginning December 2, 2015 through December 31, 2015 (the "Fee Period"). A detailed description of services rendered during the Fee Period is annexed hereto as **Exhibit A**. A schedule of expenses incurred during the Fee Period is annexed hereto as **Exhibit B.**

7. During the Fee Period, among other things, Applicant spent significant time assisting the Debtor with the initial stages of this Chapter 11 Case and attending to the immediate demands incident to the filing of a petition for relief. Specifically, Applicant finalized and coordinated filing of all of the Debtor's "first day" pleadings, including motions addressing the filing of Debtor's schedules and statement of financial affairs, payment of tax,

insurance, and employee wage obligations, payment and ongoing assurance of utility service, and the retention of Applicant and the Debtor's claims agent. Applicant also spent significant time negotiating with the Debtor's pre-petition lenders regarding the terms on which the Debtor would be able to use cash collateral on an interim and final basis during the course of the Chapter 11 Case. Applicant also filed a motion and supporting documents seeking authorization of such use. Applicant prepared for and attended the "first day" hearing. Applicant also assisted the Debtor in preparing initial case disclosure and reporting documents and corresponded with the Office of the United States Trustee regarding the same. Applicant corresponded with creditors regarding the Chapter 11 Case. Applicant negotiated on behalf of the Debtor with landlords and other vendors to address lease and contract issues concerning the Debtor's continued post-petition operations. Applicant also corresponded with utility provider regarding the continuation of services and adequate assurances of payment. In addition, Applicant attended to various taxation issues, and corresponded with taxing authorities regarding multiple issues. Applicant also assisted the Debtor in responding to a motion to transfer venue of this Chapter 11 Case and prepared an objection and supporting documents in connection therewith. Finally, Applicant assisted the Debtor with various stay-relief matters and providing to notice of the Chapter 11 Case to parties-in-interest.

8. Annexed hereto as **Exhibit C**, and made part hereof, is a *Certification of Sean J. Bellew, Esq.* submitted pursuant to section 504 of the Bankruptcy Code.

SUMMARY OF SERVICES BY PROJECT CATEGORY

9. The services rendered by Applicant during the Fee Period are grouped into the categories set forth in **Exhibit A**. The attorneys and paralegals that rendered services relating

to each category, along with the number of hours for each individual and the total compensation sought for each category, are listed in the attachments hereto.

EXPENSES

10. Applicant incurred reasonable and necessary out-of-pocket expenses in the sum of $3,838.30 in connection with rendering legal services to the Debtor during the Fee Period. A description of the expenses is set forth in **Exhibit B**. Such expenses may include computerized legal research, telecommunications and travel expenses. These expenses were necessary to effectively render legal services in these cases.

11. During the course of these cases, Applicant has incurred and paid its actual and necessary expenses.

VALUATION OF SERVICES & RELIEF REQUESTED

12. Attorneys and paraprofessionals employed by Applicant have expended a total of 307.70 hours in connection with this matter during the Fee Period detailed below.

13. The nature of the work performed by these persons is fully set forth in the detail attached hereto as **Exhibit A**. The hourly rates set forth in the summary pages preceding this Application are Applicant's hourly rates for work of this nature during the Fee Period.[2] The reasonable value of the services rendered by Duane Morris for the Fee Period as Counsel to the Debtor is $140,199.50.

14. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested by Applicant is fair and reasonable given (a) the complexity of the Chapter 11 Case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the cost of comparable services other than in a case under this title.

[2] Duane Morris' hourly rates are subject to annual increase, effective January 1 of each year.

15. This is Applicant's first monthly application pursuant to the Interim Compensation Order. No prior application has been made to this or any other Court for this Fee Period or for the allowance of fees and disbursements sought herein.

16. This Application covers the Fee Period. Duane Morris has and will continue to perform additional necessary services subsequent to December 31, 2015, for which Duane Morris will file subsequent fee applications.

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WHEREFORE, Applicant respectfully requests the Court grant the Application and allow Applicant's monthly fees in the amount of $140,199.50, less a twenty percent (20%) holdback in the amount of $28,039.90 for a total fee request in the amount of $112,159.60 for professional services rendered to and on behalf of the Debtor during the Fee Period, plus reimbursement of its actual, reasonable, and necessary expenses incurred in connection with services rendered during the Fee Period in the sum of $3,838.30, and that it be granted such other and further relief as the Court may deem just and proper.

Dated: January 20, 2016

DUANE MORRIS LLP

/s/ Jarret P. Hitchings

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