IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11 (Jointly Administered)
	)	
CHI-CHI'S INC., et al.,[2]	)	Case No. 03-13063 (CGC)
	)	
Debtors.	)	

FIRST MONTHLY APPLICATION OF STRADLING YOCCA CARLSON & RAUTH FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS SPECIAL CORPORATE COUNSEL TO DEBTORS FOR THE TIME PERIOD FROM THE PETITION DATES THROUGH OCTOBER 31, 2003

Name of Applicant:	Stradling Yocca Carlson & Rauth
Authorized to Provide Professional Services to:	The above-captioned debtors and debtors-in-possession
Date of Retention:	The Petition Dates
Period for which Compensation and Reimbursement is Sought:	October 8, 2003 through October 31, 2003; & October 21, 2003 through October 31, 2003
Collective Total of Fees Incurred During Application Period:	$151,921.00
Collective Amount of Compensation Sought as Actual, Reasonable and Necessary, Inclusive of 20% Holdback:	$121,536.80
Collective Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	$2,765.50
Total Request	$124,302.30 (80% of Fees, 100% of Expenses)

This is an: X interim X monthly __ final application.

The total time expended for fee application preparation is approximately 15.90 hours and the corresponding compensation requested is approximately $4,286.00.[3]

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[2] The related debtors consist of the following entities: Chi-Chi's, Inc., CCMR of Catonsville, Inc., CCMR of Cumberland, Inc., CCMR of Frederick, Inc., CCMR of Greenbelt, Inc., CCMR of Harford County, Inc., CCMR of Maryland, Inc., CCMR of Ritchie Highway, Inc., CCMR of Timonium, Inc., Chi-Chi's of West Virginia, Inc., CMM Dissolution, Inc., Koo Koo Roo, Inc., Maintenance Support Group, Inc., Koo Koo Roo Licensing Systems, Inc., The Hamlet Group, Inc., H.H. of Maryland, Inc., and H.H.K. of Virginia, Inc.

Prior Applications Filed:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
None					

[3] The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in SYC&R's subsequent fee applications.

Name of Professional Individual	Position, year assumed, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including Changes)	Total Hours Billed	Total Compensation
K. C. Schaaf	Shareholder; Member of Cal. Bar since 1973	$505.00	18.80	$ 9,494.00
Robert J. Kane	Shareholder; Member of Cal. Bar since 1972	$495.00	0.20	$ 99.00
Michael E. Flynn	Shareholder; Member of Cal. Bar since 1985	$440.00	56.10	$ 24,684.00
Michael A. Rule	Shareholder; Member of Cal. Bar since 1991	$375.00	96.60	$ 36,225.00
Mark L. Skaist	Shareholder; Member of Cal. Bar since 1991	$375.00	0.90	$ 337.50
Gary J. Vyneman	Shareholder; Member of Cal. Bar since 1994	$345.00	5.40	$ 1,863.00
Christopher D. Ivey	Shareholder; Member of Cal. Bar since 1994	$340.00	2.00	$ 680.00
Michael H. Mulroy	Of Counsel; Member of Cal. Bar since 1993	$375.00	8.90	$ 3,337.50
Eugene E. Mueller	Associate; Member of Cal. Bar since 1992	$330.00	9.00	$ 2,970.00
Brent N. Triff	Associate; Member of Cal. Bar since 1996	$305.00	110.50	$ 33,702.50
Matthew D. Short	Associate; Member of Cal. Bar since 1999	$230.00	1.70	$ 391.00
Michael A. Hedge	Associate; Member of Cal. Bar since 2000	$230.00	91.70	$ 21,091.00
Adam R. Jones	Associate; Member of Cal. Bar since 2002	$195.00	33.00	$ 6,435.00
Emily A. Feagle	Associate; Member of Cal. Bar since 2002	$195.00	28.50	$ 5,557.50
Lisa A. Latham	Paralegal since 1988	$170.00	2.20	$ 374.00
Laura St. Charles	Paralegal since 1997	$170.00	5.40	$ 918.00
Thomas W. Pascoe	Paralegal since 1994	$165.00	22.80	$ 3,762.00
TOTAL			**493.70**	**$151,921.00**
80% of Total				**$121,536.80**

Blended Rate $ 307.72

Pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Expense Reimbursement of Professionals and Committee Members, entered November 5, 2003, (the "Administrative Order"), Stradling Yocca Carlson & Rauth (herein "SYC&R" or the "Firm") hereby files its First Monthly Interim Application for Allowance of Compensation and Reimbursement of Expenses for the time period from the Petition Dates (defined hereinbelow) through October 31, 2003 (the "Application"). By this Application SYC&R seeks a monthly interim allowance of compensation for services rendered, which reflects the twenty percent (20%) interim holdback, and reimbursement of costs incurred, in the collective amount of $124,302.30[4], for the time period from the Petition Dates through October 31, 2003 (the "Application Period"). In support of this Application, SYC&R respectfully represents as follows:

Background

1. On October 8 and 21, 2003 (the "Petition Dates"), the Debtors filed their respective voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The Firm has been informed that the Debtors are continuing to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On December 8, 2003, this Court entered the "Order Authorizing Retention and Employment of Stradling Yocca Carlson & Rauth as Special Corporate Counsel," to the Debtors, effective as of the Petition Dates.

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[4] Please note that pursuant to the Administrative Order, the compensation requested by the Firm reflects the twenty percent (20%) interim holdback, which results in a reduction of the Firm's requested compensation in the amount of $30,384.20.

3. The restaurant industry segments in which Chi-Chi's[5], Koo Koo Roo[6] and the Hamlet Group[7] operate are all highly competitive. Key competitive factors in their respective industry segments are name identification, restaurant location, the quality and value of the food products offered, the quality and speed of service, and the appeal of the dining facilities. These factors are affected by trends in the restaurant industry, changes in the public's eating tastes, habits and preferences, demographic trends, spending and consumer traffic patterns, and local economic conditions. In order to remain competitive, the Debtors are required to promptly respond to the above factors, increases in food and labor costs, and pricing adjustments by their local and national competitors. The failure to quickly respond to changes in their respective industry segments can have an immediate and long-term detrimental effect on the Debtors' financial condition and results from operations.

4. In recent years, Chi-Chi's, Koo Koo Roo and the Hamlet Group have each encountered increased competition from numerous competitors, including those in quick-service, fast-casual and casual dining segments.

Compensation Paid and Its Source

5. All Services for which SYC&R requests compensation were performed for or on behalf of the Debtors.

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[5] All references made herein to "Chi-Chi's" shall be inclusive of the following entities: Chi-Chi's, Inc., CCMR of Catonsville, Inc., CCMR of Cumberland, Inc., CCMR of Frederick, Inc., CCMR of Greenbelt, Inc., CCMR of Harford County, Inc., CCMR of Maryland, Inc., CCMR of Ritchie Highway, Inc., CCMR of Timonium, Inc., Chi-Chi's of West Virginia, Inc. and Maintenance Support Group, Inc.

[6] All references made herein to "Koo Koo Roo" shall be inclusive of the following entities: CMM Dissolution, Inc., Koo Koo Roo, Inc. and Koo Koo Roo Licensing Systems, Inc.

[7] All references made herein to the "Hamlet Debtors" shall be inclusive of the following entities: The Hamlet Group, Inc., H.H. of Maryland, Inc., and H.H.K. of Virginia, Inc.

6. SYC&R has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between SYC&R and any other person other than the shareholders of SYC&R for the sharing of compensation to be received for services rendered in these cases.

Fee Statements

7. The fee statements, which contain daily time logs detailing the time spent by each attorney and paraprofessional, for the Application Period are attached hereto as Exhibits "A," "B" and "C," respectively.[8] To the best of SYC&R's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, Del.Bankr.LR 2016-2 and the Administrative Order. SYC&R's time reports are initially hand written by the attorney or paraprofessional performing the described services. The time reports are organized on a daily basis.

8. SYC&R's charges for its professional and paraprofessional services rendered to, and/or on behalf of, the Debtors are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code.

Actual and Necessary Expenses

9. A summary of actual and necessary expenses incurred by SYC&R for the Application Period is contained in the fee statements, which are appended hereto as Exhibits "A," "B" and "C," respectively. SYC&R customarily charges $0.20 per page for photocopying expenses, however, in order to comply with the guidelines promulgated by the Office of the United States Trustee, SYC&R has reduced its photocopying charge to $0.15 per page. SYC&R's

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[8] However, some professional and/or paraprofessional time that was spent during the Application Period may be reflected in a subsequent application.

photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client's account number into a device attached to the photocopier. SYC&R summarizes each client's photocopying charges on a daily basis.

10. SYC&R customarily charges $1.50 per page for out-going facsimile transmissions, however, in order to comply with the guidelines promulgated by the Office of the United States Trustee, SYC&R has reduced its facsimile charge to $1.00 per page. There is no additional charge for long distance telephone calls on faxes. The charge for an outgoing facsimile reflects SYC&R's calculation of the actual costs incurred by SYC&R for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. SYC&R does not charge the Debtors for fax receipts.

11. As for on-line legal research (e.g., LEXIS and WESTLAW), SYC&R charges the standard usage rates these providers charge for computerized legal research. SYC&R bills its clients the actual cash charged by such services, with no premium. Any volume discount received by SYC&R is passed on to the client.

12. SYC&R believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, SYC&R believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

13. The names of the shareholders and associates of SYC&R who have rendered professional services in these cases during the Application Period, as well as the paraprofessionals

of SYC&R who provided services to these attorneys during the Application Period, are set forth in Exhibits "A," "B" and "C."

14. SYC&R, by and through such persons, has assisted the Debtors in addressing numerous issues relative to the sale of their respective assets (i.e. performing due diligence, preparing exhibits to the asset purchase agreement, etc.), which are described and narrated in detail below.

Summary of Services Rendered By SYC&R To Chi-Chi's

15. The services rendered by SYC&R to, and/or on behalf of, Chi-Chi's during the Application Period can be grouped into the categories set forth below. SYC&R attempted to place the services provided in the category that best relates to such services, however, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. The services rendered by the professionals and paraprofessionals employed by SYC&R are generally described below. For a more detailed identification of the actual services provided by the Firm to, and/or on behalf of, Chi-Chi's, as well as the number of hours for each service performed, refer to the fee statement attached hereto as Exhibit "A."

A. General Corporate Work

During the Application Period, all of the services rendered by the Firm in this category were relative to the ongoing sale of the Chi-Chi's entity, through alternative asset and stock transactions, and the due diligence performed in connection therewith. The Firm expended a considerable amount of time in this category as a result of the due diligence performed by SYC&R, which consisted of (a) the review of numerous financial documents, (b) analyzing issues regarding the assignment and/or rejection of certain non-residential real property leases, (c) reviewing issues related to Chi-Chi's intellectual property, (d) obtaining and transmitting various

due diligence documents pursuant to the potential buyer's request, (e) the preparation of schedules that would be attachments to the asset and stock purchase agreements, (f) review and revision of the asset and stock purchase agreements and (g) conferences with numerous parties regarding the same. The schedules prepared by SYC&R detailed the various non-residential real property leases Chi-Chi's was a party to, as well as Chi-Chi's liabilities and assets that would be assumed by the buyer.

In addition to the foregoing efforts expended by SYC&R in connection with the ongoing sale of Chi-Chi's, the Firm also assisted Chi-Chi's in preparing certain documents to be filed with the Securities & Exchange Commission (e.g. a Form 8-K regarding Chi-Chi's bankruptcy filing). The Firm also prepared on behalf of Chi-Chi's the proxy statement, which would be transmitted to all of Chi-Chi's parent's shareholders, to be used regarding the sale of the Chi-Chi's entity, whether pursuant to the asset or stock purchase agreements.

Fees: $72,063.50 Total hours: 221.80

B. <u>TM-25-Chi-Chi's (Stylized Lettering)</u>

During the Application Period, the Firm's services for this category were limited to preparing the documentation for establishing registrant's continued use and incontestability of the trademark, to be filed with the United States Patent and Trademark Office.

Fees: $102.00 Total hours: 0.60

C. <u>TM-29-Chi-Chi's (Logo) (Chilies & Jalapeños)</u>

SYC&R's services for this category during the Application Period were limited to finalizing a trademark renewal filing.

Fees: $34.00 Total hours: 0.20

D. TM-42-Chi-Chi's (Logo)

The Firm's services for this category during the Application Period were limited to corresponding with Chi-Chi's Jordanian trademark counsel.

Fees: $17.00 Total hours: 0.10

Summary of Services Rendered By SYC&R To Koo Koo Roo

16. The services rendered by SYC&R to, and/or on behalf of, Koo Koo Roo during the Application Period can be grouped into the categories set forth below. SYC&R attempted to place the services provided in the category that best relates to such services, however, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. The services rendered by the professionals and paraprofessionals employed by SYC&R are generally described below. For a more detailed identification of the actual services provided by the Firm to, and/or on behalf of, Koo Koo Roo, as well as the number of hours for each service performed, refer to the fee statement attached hereto as Exhibit "B."

A. General Corporate Work

During the Application Period, all of the services rendered by the Firm in this category were relative to the sale of Koo Koo Roo's assets and the due diligence performed in connection therewith. The Firm expended a considerable amount of time in this category as a result of the due diligence performed by SYC&R, which consisted of (a) the review of numerous financial documents (e.g. UCC filings, etc.), (b) analyzing issues regarding the assignment and/or rejection of certain non-residential real property leases, (c) reviewing issues related to Koo Koo Roo's intellectual property and (d) obtaining and transmitting various due diligence documents pursuant to the potential buyer's request. Upon completing the review of the aforementioned issues, SYC&R began the preparation of schedules that would be attachments to the asset purchase

agreement. The schedules prepared by SYC&R detailed the various non-residential real property leases Koo Koo Roo was a party to, as well as Koo Koo Roo's liabilities and assets that would be assumed by the buyer. Additionally, SYC&R reviewed and revised the asset purchase agreement, as well as the amendment thereto, and conferred with numerous parties regarding the same.

In addition to the foregoing, the Firm assisted Koo Koo Roo in obtaining various certificates issued by certain taxing authorities (i.e. California Franchise Tax Board, Employment Development Department, etc.), which potentially were to be required in connection with the consummation of the asset purchase agreement.

Fees: $72,252.68 Total hours: 250.50

B. TM-42-The Vegetable Stand Salads

During the Application Period, the Firm's services for this category were limited to addressing issues relative to the filing for a renewal of a trademark.

Fees: $51.00 Total hours: 0.30

Summary of Services Rendered By SYC&R To The Hamlet Group

17. The services rendered by SYC&R to, and/or on behalf of, the Hamlet Group during the Application Period can be grouped into the categories set forth below. SYC&R attempted to place the services provided in the category that best relates to such services, however, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. The services rendered by the professionals and paraprofessionals employed by SYC&R are generally described below. For a more detailed identification of the actual services provided by the Firm to, and/or on behalf of, the Hamlet Group, as well as the number of hours for each service performed, refer to the fee statement attached hereto as Exhibit "C."

A. General Corporate

During the Application Period, the Firm assisted the Hamlet Group in addressing issues relative to the ongoing sale of its assets. In connection therewith, SYC&R prepared, reviewed and revised the draft asset purchase agreement and conferred with various parties regarding the same. In addition SYC&R assisted in compiling due diligence documents which would be reviewed by the potential buyer of the Hamlet Group's assets.

Fees: $6,791.22 Total hours: 19.80

B. TM-29-Little Chop

During the Application Period, the Firm's services for this category were limited to corresponding with the Hamlet Group regarding the renewal of a trademark.

Fees: $17.00 Total hours: 0.10

C. TM-29-Zucchini Zircles

During the Application Period, the Firm's services for this category were limited to corresponding with the Hamlet Group regarding the renewal of a trademark.

Fees: $17.00 Total hours: 0.10

D. TM-30-The Sunflower

During the Application Period, the Firm's services for this category were limited to corresponding with the Hamlet Group regarding the renewal of a trademark.

Fees: $17.00 Total hours: 0.10

E. TM-32-Hamlet's Premium Ale

During the Application Period, the Firm's services for this category were limited to corresponding with the Hamlet Group regarding the renewal of a trademark.

Fees: $17.00 Total hours: 0.10

Valuation of Services Performed On Behalf Of The Debtors

18. Attorneys and paraprofessionals of SYC&R expended a total of 493.70 hours in connection with these cases during the Application Period, as follows:

Name of Professional Individual	Hourly Billing Rate (including Changes)	Total Hours Billed	Total Compensation
K. C. Schaaf	$505.00	18.80	$ 9,494.00
Robert J. Kane	$495.00	0.20	$ 99.00
Michael E. Flynn	$440.00	56.10	$ 24,684.00
Michael A. Rule	$375.00	96.60	$ 36,225.00
Mark L. Skaist	$375.00	0.90	$ 337.50
Gary J. Vyneman	$345.00	5.40	$ 1,863.00
Christopher D. Ivey	$340.00	2.00	$ 680.00
Michael H. Mulroy	$375.00	8.90	$ 3,337.50
Eugene E. Mueller	$330.00	9.00	$ 2,970.00
Brent N. Triff	$305.00	110.50	$ 33,702.50
Matthew D. Short	$230.00	1.70	$ 391.00
Michael A. Hedge	$230.00	91.70	$ 21,091.00
Adam R. Jones	$195.00	33.00	$ 6,435.00
Emily A. Feagle	$195.00	28.50	$ 5,557.50
Lisa A. Latham	$170.00	2.20	$ 374.00
Laura St. Charles	$170.00	5.40	$ 918.00
Thomas W. Pascoe	$165.00	22.80	$ 3,762.00

19. The nature of work performed by the persons set forth above is contained in the fee statements, which are attached hereto as Exhibits "A," "B" and "C," respectively. The rates being charged are SYC&R's normal hourly rates for work of this character.

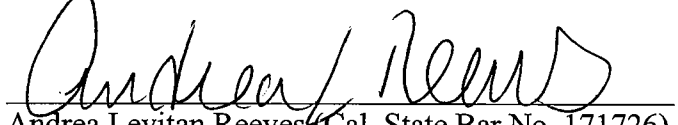
20. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by SYC&R is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a

case under this title. Moreover, SYC&R has reviewed the requirements of Del.Bankr.LR 2016-2 and believes that this Application complies with that Order.

WHEREFORE, the Firm respectfully requests that the Court enter an order awarding, on an interim basis, SYC&R the sum of $124,302.30,[9] in connection with the services it rendered to, and/or on behalf of, the Debtors during the Application Period, as set forth hereinabove.

Date: December 16, 2003

STRADLING YOCCA CARLSON & RAUTH



Andrea Levitan Reeves (Cal. State Bar No. 171726)
660 Newport Center Drive, Suite 1600
Newport Beach, California 92660
Telephone: (949) 725-4000
Facsimile: (949) 725-4100

Special Corporate Counsel to the Debtors and Debtors in Possession

[9] Please note that pursuant to the Administrative Order, the compensation requested by the Firm reflects the twenty percent (20%) interim holdback, which results in a reduction of the Firm's requested compensation in the amount of $30,384.20.

CHI-CHI'S:

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
General Corporate	221.80	$72,063.50
TM-25-Chi-Chi's (Stylized Lettering)	0.60	$102.00
TM-29-Chi-Chi's (Logo) (Chilies & Jalapeños)	0.20	$34.00
TM-42-Chi-Chi's (Logo)	0.10	$17.00
Totals	222.70	$72,216.50
Interim Holdback (20%)		$14,443.30
Total Request	**222.70**	**$57,773.20**

EXPENSE SUMMARY

Expense Category	Service Provider (If Applicable)	Total Expenses
Facsimile (outgoing faxes only)		$28.00
Reproduction ($.15/page)		$930.15
Attorney Support Service	Charles Baclet & Associates	$340.00
Patent & Trademark Filing Fees		$686.00
Delivery/Courier Service	Fedex	$65.45
Telephone Charges		$222.20
Working Meals		$97.60
Total		**$2,369.40**

KOO KOO ROO:

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
General Corporate	250.50	$72,966.00
TM_42-The Vegetable Stand Salads	0.30	$51.00
Totals	250.80	$73,017.00
Interim Holdback (20%)		$14,603.40
Total Request	**250.80**	**$58,413.60**

EXPENSE SUMMARY

Expense Category	Service Provider (If Applicable)	Total Expenses
Facsimile (outgoing faxes only)		$66.00
Reproduction ($.15/page)		$81.00
Telephone Charges		$2.01
Working Meals		$41.31
Delivery/Courier Service	Fedex	$36.36
Total		**$226.68**

THE HAMLET GROUP:

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
General Corporate	19.80	$6,619.50
TM-29-Little Chop	0.10	$17.00
TM-29-Zucchini Zircles	0.10	$17.00
TM-30-The Sunflower	0.10	$17.00
TM-32-Hamlet's Premium Ale	0.10	$17.00
Totals	20.20	$6,687.50
Interim Holdback (20%)		$1,337.50
Total Request	**20.20**	**$5,350.00**

EXPENSE SUMMARY

Expense Category	Service Provider (If Applicable)	Total Expenses
Facsimile (outgoing faxes only)		$4.00
Reproduction ($.15/page)		$0.90
Telephone Charges		$0.52
Attorney Support Service	Charles Baclet & Associates	$164.00
Total		**$169.42**

VERIFICATION

STATE OF CALIFORNIA :
:
COUNTY OF ORANGE :

Michael A. Rule, after being duly sworn according to law, deposes and says:

a) I am a shareholder with the law firm of Stradling Yocca Carlson & Rauth.

b) I have personally performed many of the legal services rendered by Stradling Yocca Carlson & Rauth, Special Corporate counsel to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of SYC&R.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have been informed and believe that the foregoing Application substantially complies with Del.Bankr.LR 2016-2.

Michael A. Rule

SWORN AND SUBSCRIBED
before me this 16th day of December, 2003.

Robert Piñon, Notary Public
My Commission Expires: April 6, 2007

ESI1 ROBERT PINON COMM. #1409553 Notary Public-California ORANGE COUNTY My Comm. Exp. April 6, 2007 ESI1

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11 (Jointly Administered)
	)	
CHI-CHI'S INC., et al.,[1]	)	Case No. 03-13063 (CGC)
	)	
Debtors.	)	

Objection Deadline: January 6, 2004 at 4:00 p.m. prevailing Eastern time
Hearing Date: to be scheduled (if necessary)

NOTICE OF FILING OF FEE APPLICATION

TO: United States Trustee
Counsel for the Creditors' Committee
Counsel to Debtors' Lenders
Parties Pursuant to the Administrative Order

Stradling Yocca Carlson & Rauth, Special Corporate Counsel to the debtors and debtors in possession in the above-captioned cases ("Debtors"), has filed its First Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Special Corporate Counsel to Debtors for the time period from the Petition Dates through October 31, 2003, seeking compensation for services rendered, inclusive of the twenty percent (20%) interim holdback, and reimbursement of costs incurred, in the collective amount of $124,302.30 (the "Application").

Objections or responses to the Application, if any, must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza,

[1] The related debtors consist of the following entities: Chi-Chi's, Inc., CCMR of Catonsville, Inc., CCMR of Cumberland, Inc., CCMR of Frederick, Inc., CCMR of Greenbelt, Inc., CCMR of Harford County, Inc., CCMR of Maryland, Inc., CCMR of Ritchie Highway, Inc., CCMR of Timonium, Inc., Chi-Chi's of West Virginia, Inc., CMM Dissolution, Inc., Koo Koo Roo, Inc., Maintenance Support Group, Inc., Koo Koo Roo Licensing Systems, Inc., The Hamlet Group, Inc., H.H. of Maryland, Inc., and H.H.K. of Virginia, Inc.

824 Market Street, 6th Floor, Wilmington, Delaware 19801, on or before **January 6, 2004, at 4:00 p.m. prevailing Eastern Time.**

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: counsel for the Debtors, Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esq.; Irell & Manella LLP, 840 Newport Center Drive, Suite 400, Newport Beach, California 92660, Attn: Alan J. Friedman, Esq.; Special Corporate counsel for the Debtors: Stradling Yocca Carlson & Rauth, 660 Newport Center Drive, Suite 1600, Newport Beach, California 92660, Attn: Michael A. Rule, Esq.; and the Office of the United States Trustee, 844 N. King Street, Wilmington, DE 19801.

A HEARING ON THE APPLICATION WILL BE HELD ONLY IF OBJECTIONS OR RESPONSES ARE FILED.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Date: December 17, 2003

IRELL & MANELLA LLP
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Alan J. Friedman
Mike D. Neue
John P. Schafer
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Telephone: (949) 760-0991
Facsimile: (949) 760-5200

and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.

Rachel L. Werkheiser

Laura Davis Jones (Bar No. 2436)
Bruce G. Grohsgal (Bar No. 3583)
Rachel Lowy Werkheiser (Bar No. 3753)
Sandra G. McLamb (Bar No. 4283)
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Wilmington, Delaware 19899-8705
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Counsel to the Debtors and Debtors in Possession

EXHIBIT A

STRADLING, YOCCA, CARLSON & RAUTH
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
660 NEWPORT CENTER DRIVE, SUITE 1600
NEWPORT BEACH, CALIFORNIA 92660-6441
TELEPHONE (949) 725-4000
FAX NUMBER (949) 725-4100

CHI-CHI'S INC.
2701 Alton Parkway
Irvine, CA 92606

Date: 11/28/03
Client: 14321
#1045

ATTN: Chris Seiber

Balance from Previous Statement:		66,996.18
Payments Received Through 10/07/03 - Thank you		(66,996.18)
Balance Forward:		0.00
Charges for Period Ending 10/31/03		
0000 GENERAL	74,472.55	
0025 (LOGO) (CHILIES)	38.00	
0034 TM-42-CHI-CHI'S (LOGO)	297.40	
0038 TM-25-CHI-CHI'S (STYLIZED LETTERING)	102.00	
Total Charges this Period:		74,909.95
Balance Due:		74,909.95

A DESCRIPTION OF THESE CHARGES IS SHOWN ON THE FOLLOWING PAGES

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0000 Re: GENERAL
Invoice: 198973-0000

DESCRIPTION OF SERVICES RENDERED

10/08/03	KCS	Telephone conferences re press release issues; review and revise same	.50
10/08/03	MEF	Telephone conference with M. Hedge re Chi-Chi's BK and Form 8-K; review draft of same	.80
10/08/03	CDI	Analysis of 8-K disclosure obligations and intra office conference with M. Hedge re 8-K	.60
10/08/03	GJV	Review of tax provisions in draft purchase agreement re Chi Chi's	.80
10/08/03	MAH	Phone conference with American Appraisal re fairness opinion matters	.20
10/08/03	MAH	Prepare and draft Form 4-K re bankruptcy filings related matters	1.70
10/08/03	MAH	Conference with M. Rule re analysis of transaction and related matters	.30
10/08/03	MAH	Review and analyze securities issues re structure of transaction	1.50
10/08/03	MAR	Chi-Chi's Letter of Intent to execute APA reviewed and signed	.70
10/08/03	MAR	Press release and 8-K for Chi-Chi's sale/filings prepared, edited and reviewed	1.40
10/08/03	MAR	Chi-Chi's APA terms reviewed	6.10
10/09/03	EEM	Continue drafting proxy statement re sale of Chi-Chi's assets; research and review precedents re same	3.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0000 Re: GENERAL
Invoice: 198973-0000

10/09/03	MAH	Coordinate Chi-Chi's filing matters re Form 8-K; conference with M. Rule re transaction matters	.70
10/09/03	MAR	8-K for Chi-Chi's Letter of Intent and chapter filing finalized and filed	.40
10/09/03	MAR	Terms of Chi-Chi's APA reviewed with management in detail	6.30
10/09/03	MAR	Research re various issues related to Chi-Chi's sale and public co. status	3.40
10/10/03	LAL	Review incoming trademark correspondence and route to docket clerk	.10
10/10/03	GJV	Review of tax comments to Asset Purchase Agreement; telephone conference with Hugh Hilton and M. Rule re discuss tax issues and comments	2.30
10/10/03	EEM	Review form of fairness opinion from American Appraisal Institute; revise proxy statement re same	2.60
10/10/03	MAR	Face-to-face negotiations with Chi-Chi's Buyer's counsel re APA issues	10.90
10/11/03	MHM	Review Chi Chi's Asset Purchase Agreement; attorney conference	3.50
10/11/03	ARJ	Review revised draft of Asset Purchase Agreement; draft Seller's and Buyer's Closing Checklist	5.40
10/11/03	MAR	Review comments from face-to-face meetings; Begin preparation of revised draft of Chi-Chi's APA incorporating multiple parties' comments	11.10

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0000 Re: GENERAL
Invoice: 198973-0000

10/12/03	MHM	Revise closing checklist	3.20
10/12/03	MHM	Review closing checklist	2.20
10/12/03	ARJ	Revise Seller's and Buyer's Closing Checklist and distribute to attorneys	1.50
10/12/03	MAH	Review diligence documents	1.40
10/12/03	MAH	Review, revise and distribute Asset Purchase Agreement	8.40
10/12/03	MAH	Conference with M. Rule re comments to Agreement and related matters	1.20
10/12/03	MAH	Review and coordinate schedule matters	1.60
10/12/03	MAR	Continue preparation of revised Chi-Chi's APA and send to client for review	6.30
10/13/03	LAL	Review weekly trademark docket	.30
10/13/03	GJV	Review and comment to tax provisions in APA for Chi Chi's	1.60
10/13/03	EEM	Continue revisions to draft proxy statement; telephone conferences with M. Mulroy, M. Hedge re same	2.80
10/13/03	MAH	Review and revise schedules to Asset Purchase Agreement; review and revise Asset Purchase Agreement; conference with M. Rule re same	3.30
10/13/03	MAR	Telephone call with Buyer's counsel re status of Chi-Chi's APA	.20
10/13/03	MAR	Meetings at client's offices re deal structure and ancillary transactions	3.60
10/13/03	MAR	Revise CC APA draft	3.10

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0000 Re: GENERAL
Invoice: 198973-0000

10/14/03	LAL	Review incoming trademark correspondence and route for docketing	.10
10/14/03	ARJ	Review and summarize Chi-Chi's Leases for inclusion in schedules	5.60
10/14/03	MAH	Phone conference with American Appraisal re fairness opinion and proxy matters; review summary of fairness opinion; conference with M. Rule re Asset Purchase Agreement; review same	.90
10/14/03	EAP	Revise lease summaries	4.10
10/14/03	MS	Review comments to Asset Purchase Agreement; analysis re employee benefit issues and conference with M. Rule re same	.70
10/14/03	MAR	Telephone call with client re tax, ERISA and other specialized areas of latest draft	3.20
10/14/03	MAR	Communication with specialists in-house and in-firm	2.40
10/14/03	MAR	Mark agreement to reflect comments	2.10
10/15/03	MLS	Conference with M. Hedge re miscellaneous issues re Chi Chi's	.90
10/15/03	MAH	Conference with M. Rule re analysis of transaction	.40
10/15/03	MAH	Prepare and draft Certificate of Designation	4.60
10/15/03	MAH	Conference with KC Schaaf re capitalization and related matters	.40
10/15/03	MAH	Review and analyze issues re transaction structure	1.40

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0000 Re: GENERAL
Invoice: 198973-0000

10/15/03	EAP	Create chart of use restrictions to be included in schedules; finalize Chi Chi's lease summaries	1.30
10/15/03	MS	Conference with M. Rule re tax issues and employee benefits issues in proposed transaction	.30
10/15/03	MAR	Meetings with A.G. Baril and other members of management recomments to APA	3.10
10/16/03	GJV	Review of proposed changes to tax provisions in draft of purchase agreement	.70
10/16/03	MAH	Conference with M. Rule re Asset Purchase Agreement	.70
10/16/03	MAH	Review and analyze license agreements re restrictions and related matters	2.30
10/16/03	MAH	Conference with KC Schaaf re analysis of transaction	.50
10/16/03	MAH	Review and revise Asset Purchase Agreement	5.60
10/16/03	MS	Conference with M. Rule re issues; telephone conference with M. Rule and HR Director re ERISA and employee issues	.70
10/16/03	MAR	Document review, investor research re potential C-C sale WWE transaction for parent equity	6.20
10/16/03	MAR	Preparation and review of Chi-Chi's schedules re APA	2.30
10/17/03	KCS	Review and revise proposed Purchase Agreement	1.80
10/17/03	CDI	Intra office conference with M. Hedge re CC tender offer rules and liability for noncompliance	.90

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0000 Re: GENERAL
Invoice: 198973-0000

10/19/03	KCS	Telephone conferences with Hugh Hilton re sale and pending matters	.50
10/20/03	KCS	Additional Board of Directors conference call re securities and related issues	.70
10/20/03	KCS	Attend Board of Director conference call	1.10
10/20/03	KCS	Additional telephone conferences with Hugh Hilton re sale and pending matters	1.20
10/20/03	MEF	Conferences with bankruptcy counsel and K. C. Schaaf re same	.70
10/20/03	MEF	Multiple conference calls to plan structure of sale of company	1.10
10/20/03	MEF	Analyze pros and cons of various transaction structures	1.20
10/20/03	EEM	Legal research per M. Rule re CC sale and NASD listing standards; telephone conference with M. Rule	.60
10/20/03	MAH	Conference with M. Rule re same	.30
10/20/03	MAH	Prepare and draft time and responsibility schedule pertaining to sale of Chi-Chi's and/or parent	.90
10/20/03	MAH	Review and analyze issues re tender offer	2.30
10/20/03	MAH	Review and analyze issues re going private transaction	1.10
10/20/03	MAR	Review and preparation of Schedules	1.70
10/20/03	MAR	Research and telephone conferences re C-C/parent beneficial shareholders and requirements for deregistration	3.10

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0000 Re: GENERAL
Invoice: 198973-0000

10/21/03	KCS	Attend Board of Directors call conferences re action items re same	1.00
10/21/03	MAH	Prepare for and attend board call re transaction; review and analyze issues re deregistration; phone conferences with transfer agent and proxy service representative re stockholder matters; conference with M. Flynn re same	3.40
10/21/03	MAR	Beneficial Holders research; Telephone conferences with Transfer Agent; Telephone conferences re 8-K events	3.10
10/22/03	KCS	Conferences re Chi-Chi's possible parent transaction, sale, securities and related issues	.50
10/22/03	MAH	Review and analyze securities issues re deregistration and/or sale; prepare and draft Form 8-K	.80
10/23/03	MEF	Conference with M. Hedge re Chi-Chi's possible parent transaction; analyze transfer agent search relating to deregistering under '34 Exchange Act	1.50
10/23/03	MAR	Discussion with J. Miller re issues surrounding ordinary course raises to management	.40
10/24/03	KCS	Conferences re structure of purchase transaction; telephone conference re Board of Directors meeting re same	1.00
10/24/03	CDI	Intra office conference with M. Hedge re records holders and call to SEC re delisting	.50
10/24/03	MAH	Phone conference with transfer agent re stockholder list	.50

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0000 Re: GENERAL
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10/24/03	MAH	Prepare and draft securities filings re Chi-Chi's possible parent transaction deregistration	1.10
10/24/03	MAH	Review and analyze issues re deregistration	1.80
10/24/03	MAH	Conference with M. Flynn re stockholder matters	.40
10/24/03	MAH	Attend board of directors conference call	.50
10/27/03	KCS	Conferences re Chi-Chi's/possible parent transactions, sale of stock, deregistration, Form 15 issues; review shareholder list re Form 15 filing issues	1.50
10/27/03	MAH	Prepare and draft Form 8-K; review and analyze issues re deregistration; phone conference with H. Hilton re 8-K	1.10
10/28/03	KCS	Telephone conferences re deregistration; telephone conference with Hugh Hilton re same	.40
10/28/03	KCS	Conferences re Chi'Chi's/possible parent transactions shareholder list and deregistration issues; review shareholder list; review Form 15 filing issues	2.70
10/28/03	KCS	Review Form 15; revise Form 15 analysis	.40
10/28/03	LAL	Review weekly trademark docket	.10
10/28/03	MAH	Prepare and draft required filings re deregistration	.80
10/28/03	MAH	Conference with K.C. Schaaf re analysis of same	.50
10/28/03	MAH	Phone conference with transfer agent re stockholder lists and related matters	.40

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0000 Re: GENERAL
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10/28/03	MAR	Telephone conferences with T. Baril re Chi-Chi's possible/parent transaction '34 Act requirements and disclosures; review of subsequent events	1.70
10/28/03	MAR	Telephone conferences with C. Seiber re C-C litigation matters and auditors' requests for information; review documents re same	1.80
10/29/03	KCS	Conferences re Chi-Chi's possible/parent transaction Form 15 shareholder list; attend Board of Directors meeting	1.50
10/29/03	MAH	Attend board conference call	.80
10/29/03	MAH	Review and analyze re facilitation of Chi-Chi's/parent sales and stock records re record holders	1.80
10/29/03	MAH	Phone conferences with transfer agent re same	.40
10/29/03	MAH	Conference with KC Schaaf re analysis of record holders and related matters	.70
10/29/03	MAH	Prepare and draft Form 8-K	2.10
10/30/03	KCS	Telephone conferences re Chi-Chi's/parent Stock Purchase Agreement; review and revise Stock Purchase Agreement; conferences re same; further review and revision of Stock Purchase Agreement	3.00
10/30/03	MAH	Phone conference with transfer agent re stockholder matters	.30
10/30/03	MAH	Prepare and draft Stock Purchase Agreement; coordinate matters re SEC filings	3.60
10/30/03	MAH	Coordinate matters re SEC filings	.30

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0000 Re: GENERAL
Invoice: 198973-0000

10/30/03	MAH	Conference with KC Schaaf re analysis of transaction and related matters	.60
10/30/03	MAH	Review and analyze loan agreement re restrictive covenants	.30
10/30/03	MAH	Review and revise Certificate of Designation	.80
10/30/03	MAH	Phone conference with H. Hilton	.20
10/30/03	MAH	Analyze issues re stockholders of record	.50
10/31/03	KCS	Attend Board of Director conference call re facilitation of Chi-Chi's/parent sales	1.00
10/31/03	MAH	Coordinate filing 8-K and Form 15 with SEC; review loan agreement re consent matters; conference with KC Schaaf re board matters	1.30

Total Fees: 72,063.50

DESCRIPTION OF DISBURSEMENT	AMOUNT
Meeting Expense(s)	36.76
Meals	60.84
Telephone Charges	32.64
FedEx	65.45
Telecommunications	231.56
Duplication	1217.80
Patent and Trademark Fee(s) - - Thomson & Thomson, INC	686.00
Attorney Support Service - - CSC Networks	78.00

Total Disbursements: 2,409.05

Total Due This Matter: 74,472.55

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STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0000 Re: GENERAL
Invoice: 198973-0000

Recap of Attorney Time

KCS	K. C. SCHAAF	18.80	hours at $ 505.00 =	9494.00
LAL	L. A. LATHAM	0.60	hours at $ 170.00 =	102.00
MEF	M. E. FLYNN	5.30	hours at $ 440.00 =	2332.00
MLS	M. L. SKAIST	0.90	hours at $ 375.00 =	337.50
MHM	M. H. MULROY	8.90	hours at $ 375.00 =	3337.50
CDI	C. D. IVEY	2.00	hours at $ 340.00 =	680.00
GJV	G. J. VYNEMAN	5.40	hours at $ 345.00 =	1863.00
ARJ	A. R. JONES	12.50	hours at $ 195.00 =	2437.50
EEM	E. E. MUELLER	9.00	hours at $ 330.00 =	2970.00
MAH	M. A. HEDGE	66.70	hours at $ 230.00 =	15341.00
EAP	E. A. FEAGLE	5.40	hours at $ 195.00 =	1053.00
MS	M. SHORT	1.70	hours at $ 230.00 =	391.00
MAR	M. A. RULE	84.60	hours at $ 375.00 =	31725.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0025 Re: (LOGO) (CHILIES)
Invoice: 198973-0025

DESCRIPTION OF SERVICES RENDERED

10/08/03	LAL	Finalize renewal filing for transmission to USPTO	.20

Total Fees: 34.00

DESCRIPTION OF DISBURSEMENT	AMOUNT
Duplication	4.00

Total Disbursements: 4.00

Total Due This Matter: 38.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0025 Re: (LOGO) (CHILIES)
Invoice: 198973-0025

Recap of Attorney Time

LAL	L. A. LATHAM	0.20 hours at $ 170.00 =	34.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0034 Re: TM-42-CHI-CHI'S (LOGO)
Invoice: 198973-0034

DESCRIPTION OF SERVICES RENDERED

10/15/03	LAL	Forward legalized change of address form to Jordanian trademark counsel	.10

Total Fees: 17.00

DESCRIPTION OF DISBURSEMENT	AMOUNT
Duplication	18.40
Attorney Support Service - - CSC Networks	262.00

Total Disbursements: 280.40

Total Due This Matter: 297.40

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0034 Re: TM-42-CHI-CHI'S (LOGO)
Invoice: 198973-0034

Recap of Attorney Time

LAL	L. A. LATHAM	0.10 hours at $ 170.00 =	17.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0038 Re: TM-25-CHI-CHI'S (STYLIZED LETTERING)
Invoice: 198973-0038

DESCRIPTION OF SERVICES RENDERED

10/15/03	LAL	Draft Affidavit of Continued Use and Incontestability	.30
10/16/03	LAL	Revise Declaration of Continuous Use and Incontestability	.30

Total Fees: 102.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14321-0038 Re: TM-25-CHI-CHI'S (STYLIZED LETTERING)
Invoice: 198973-0038

Recap of Attorney Time

LAL	L. A. LATHAM	0.60 hours at $ 170.00 =	102.00

EXHIBIT B

STRADLING, YOCCA, CARLSON & RAUTH
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
660 NEWPORT CENTER DRIVE, SUITE 1600
NEWPORT BEACH, CALIFORNIA 92660-6441
TELEPHONE (949) 725-4000
FAX NUMBER (949) 725-4100

KOO KOO ROO, INC.
2701 Alton Parkway
Irvine, CA 92606

Date: 11/28/03
Client: 14319
#1045

ATTN: Chris Seiber

Balance from Previous Statement:		30,105.80
Payments Received Through 10/07/03 - Thank you		(30,105.80)

Balance Forward:		0.00
Charges for Period Ending 10/31/03		
0000 GENERAL	73,252.68	
0009 TM-42-THE VEGETABLE STAND SALADS	51.00	
Total Charges this Period:		73,303.68

Balance Due:		73,303.68
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A DESCRIPTION OF THESE CHARGES IS SHOWN ON THE FOLLOWING PAGES

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14319-0000 Re: GENERAL
Invoice: 198945-0000

DESCRIPTION OF SERVICES RENDERED

10/08/03	RJK	Confer with MEF re COBRA issues	.20
10/08/03	MEF	Multiple telephone conferences with members of working group; negotiate and finalize asset purchase agreement	11.10
10/08/03	TWP	Travel to client's office to continue analysis of lease documents and drafting of summary	8.30
10/08/03	BNT	Various telephone conferences re disclosure schedules delivered at signing	.80
10/08/03	BNT	Various conference calls re status of transaction and open issues; attorney conferences with M. Flynn re same; review and revise drafts of KKR APA	6.20
10/08/03	BNT	Attorney conferences with M. Hedge re disclosure schedules	1.10
10/08/03	BNT	Pre-signing procedures	.20
10/08/03	ARJ	Draft and revise Schedules for Koo Koo Roo agreement	7.20
10/08/03	MAH	Prepare and draft schedules; conference with B. Triff re same; coordinate diligence and related matters	3.30
10/08/03	EAP	Draft confidentiality and non-disclosure agreement; review comments to disclosure schedules; prepare to visit company to review diligence	5.90
10/08/03	MAR	Schedules and exhibits for KKR sale prepared	2.20
10/09/03	MEF	Finalize asset purchase agreement; review schedules	3.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14319-0000 Re: GENERAL
Invoice: 198945-0000

10/09/03	BNT	Attorney conferences re preparation of disclosure schedules	1.00
10/09/03	BNT	Analysis of revised draft of APA; finalize same; attorney conference with M. Flynn re same	2.10
10/09/03	BNT	Various telephone conferences re transaction status	.40
10/09/03	LS	Research tax liens filings in California for Koo Koo Roo Corporation; arrange to obtain copies of Uniform Commercial Code (UCC) from the California and Delaware Secretary of State's per M. Hedge	1.80
10/09/03	ARJ	Review and revise schedules	2.20
10/09/03	MAH	Review and analyze diligence documents	2.10
10/09/03	MAH	Review and revise schedules to Asset Purchase Agreement	6.60
10/09/03	MAH	Conferences with B. Triff re same	.60
10/09/03	MAH	Phone conferences with C. Seiber re schedules and related matters	.90
10/09/03	EAP	Review and analyze lease assignment and use restrictions for Koo Koo Roo, Inc.; gather and send due diligence documents	9.70
10/09/03	MAR	Assist with preparation, review and editing of various KKR schedules relating to APA	1.70
10/10/03	MEF	Attend to disclosure schedules for delivery to Fuddruckers	1.80
10/10/03	TWP	Travel to client's office to review and analyze additional lease documents; draft summaries of lease documents	9.90

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14319-0000 Re: GENERAL
Invoice: 198945-0000

10/10/03	BNT	Finalize schedules and attorney conference with M. Hedge re same	1.50
10/10/03	BNT	Attorney conferences with M. Flynn and M. Hedge re disclosure schedules; review and revise same	2.20
10/10/03	BNT	Telephone conferences with Company personnel re production of additional documents for disclosure schedules; analysis of same	1.80
10/10/03	LS	Continue research into California Lien filings involving Koo Koo Roo, Inc.; office conference with M. Hedge re same	1.80
10/10/03	MAH	Conference with B. Triff re schedules and related matters	1.50
10/10/03	MAH	Prepare and draft schedules to Asset Purchase Agreement	4.00
10/10/03	MAH	Conference with M. Velarde re Asset Purchase Agreement	1.00
10/10/03	MAH	Review and analyze agreements re assignment provisions and related matters	3.10
10/11/03	MEF	Review draft of schedules; telephone conferences with B. Triff	3.70
10/11/03	BNT	Review and finalize disclosure schedules for KKR APA; various telephone conferences re same; analysis of recently produced contracts re same	5.80
10/11/03	MAH	Review and revise schedules to Asset Purchase Agreement; conference with B. Triff re same	1.10
10/12/03	BNT	Analysis of final schedules and comments from counsel to Fuddruckers re same; email inquiries re same	1.40

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14319-0000 Re: GENERAL
Invoice: 198945-0000

10/13/03	MEF	Review covenants for bankruptcy sale; analyze timetable	1.50
10/13/03	BNT	Emails and analysis and telephone conference with Company personnel re open disclosure schedule matters	1.30
10/13/03	BNT	Continue preparation of revised schedules; various conferences re same	2.30
10/13/03	BNT	Analysis of KKR APA re disclosure issues; telephone conferences with A. Friedman and M. Velarde re same	.60
10/13/03	BNT	Various attorney conferences re disclosure schedules and open transaction matters	.40
10/13/03	MAH	Review revised schedules; conference with B. Triff re analysis of schedules and related matters	.50
10/14/03	MEF	Review sale procedures motion; multiple telephone conferences with M. Velarde, A. Friedman, C. Lynch, B. Triff; review status of disclosure schedules	4.80
10/14/03	BNT	Analysis of due diligence requests from FR; various conferences and emails re same	.80
10/14/03	BNT	Meeting at Prandium with C. Seiber and S. Harvey re open issues on Assumed Liabilities and Excluded Assets schedules to KKR APA; prepare changes re same and analysis of supporting documents re same	8.20
10/14/03	BNT	Prepare correspondence to FR's counsel re same and re open issues	.70
10/14/03	BNT	Conform schedules re same	1.00

November 28, 2003

File No: 14319-0000 Re: GENERAL
Invoice: 198945-0000

10/14/03	MAR	Preparation and review of Koo Koo Roo APA Schedules	2.40
10/15/03	MEF	Conferences with M. Velarde, B. Triff; review draft of schedules; review email re proposed amendment to APA	2.30
10/15/03	BNT	Continue preparing and editing schedules and furnishing requested information to FR's counsel; various conferences, telephone conferences and emails re same	11.80
10/15/03	MAH	Conference with B. Triff re comments to schedules	.30
10/15/03	EAP	Review Koo Koo Roo disclosure schedules; create chart of use restrictions to be included in schedules; finalize Chi Chi's lease summaries	1.30
10/15/03	MAR	Schedules re: Intellectual Property for Koo Koo Roo prepared and reviewed	1.70
10/16/03	MEF	Review disclosure schedule issues with B. Triff; analyze open disclosure schedules	1.70
10/16/03	BNT	Continue preparing and editing schedules and furnishing requested information to FR's counsel; various conferences, telephone conferences and emails re same	9.20
10/16/03	LS	Research Uniform Commercial Code (UCC) filings involving Koo Koo Roo in Florida, Nevada, Delaware and Washington D.C.; office conference with B. Triff re same	.80
10/16/03	ARJ	Revise KKR Schedules to comply with comments re: leases; send copies of missing lease material to real estate counsel	5.90

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14319-0000 Re: GENERAL
Invoice: 198945-0000

10/16/03	MAR	Koo Koo Roo document preparation and review re: Buyer's diligence	1.10
10/17/03	MEF	Multiple conferences with B. Triff re disclosure schedule issues; analyze applicability of lease amendments to schedules	3.10
10/17/03	BNT	Continue preparing disclosure schedules; various conferences and telephone conferences re same	7.90
10/17/03	ARJ	Review and revise KKR lease schedules	5.20
10/17/03	MAR	Koo Koo Roo due diligence document preparation per Buyer's request list	1.20
10/18/03	BNT	Negotiate, revise and finalize schedules; various telephone conferences and emails re same	4.60
10/20/03	MEF	Telephone conferences with J. Gross re amendment to APA; review draft amendment; telephone conference with M. Velarde re same; telephone conference with counsel of potential buyer	2.70
10/20/03	MAR	Review and preparation of Schedules	1.70
10/21/03	MEF	Finalize amendment to APA; conferences with counsel for Fuddruckers; telephone conference with counsel for potential bidder; conferences with M. Velarde and B. Triff	2.70
10/21/03	BNT	Analyze and revise NDA sent by M. Velarde; telephone conference with M. Velarde re same	1.30
10/21/03	BNT	Various emails and conferences re transaction status	.70

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14319-0000 Re: GENERAL
Invoice: 198945-0000

10/21/03	BNT	Various emails and conferences re transaction status; various conference and emails re the deposit and client trust account	.40
10/21/03	BNT	Analysis of letter from potential bidder and attorney conference with M. Flynn re same	1.10
10/21/03	BNT	Telephone conference with BK counsel re same	.30
10/21/03	BNT	Telephone conferences with M. Velarde re process for NDA distribution and bidder assessment criteria	.80
10/22/03	MEF	Conferences with B. Triff; conferences with M. Velarde; prepare letter to bidder; review sales procedures order; attend to finalizing changes to schedules	4.20
10/22/03	BNT	Telephone conference with H. Hilton and M. Velarde re setting up and organizing data room	.40
10/22/03	BNT	Various telephone conferences and emails re status of sale order, new bidders and due diligence	2.60
10/22/03	BNT	Various telephone conferences with the company re due diligence of J. Menter's group	.80
10/22/03	BNT	Analysis of memo re same and prepare letter re same	.60
10/22/03	BNT	Attorney conferences with M. Flynn re same	.80
10/23/03	MEF	Telephone conferences with M. Velarde, B. Triff; analyze diligence requests of competing bidder; prepare response re same; meeting with B. Triff	2.20

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10/23/03	BNT	Meeting at corporate headquarters re organization of due diligence data room, and various conferences re same	8.30
10/23/03	BNT	Prepare and assemble master due diligence production list (items sent by SYCR to GS) and attorney conference with E. Feagle re same	.50
10/23/03	EAP	Review diligence documents; prepare binders of documents	4.40
10/24/03	MEF	Conferences with M. Velarde and B. Triff re third party bidders and due diligence matters	1.70
10/24/03	EAP	Review Koo Koo Roo schedules and supplemental due diligence index	1.80
10/27/03	LS	Office conference with B. Triff re obtaining Koo Koo Roo, Inc. good standing certificates	.10
10/28/03	BNT	Various conferences and emails re due diligence matters and re closing deliverables; attorney conference with K. C. Schaaf re same; prepare draft legal opinion re same	2.30
10/28/03	LS	Research Tax Clearance procedures from California EDD and Board of Equalization per B. Triff	.90
10/30/03	TWP	Begin research and analysis in connection with request from buyer's counsel for tax certificates from various taxing authorities; search Web sites of California Board of Equalization and Employment Development Department for additional information on procedures for obtaining certificates; telephone conference with Employment Development Department to obtain additional information; analyze forms and instructions for	3.30

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		obtaining certificates; telephone conference with California Franchise Tax Board to check on past tax filings; draft preliminary analysis memorandum; conference with attorney re status	
10/30/03	BNT	Analysis of American Appraisers opinion and engagement re consent issue; various emails re same	.30
10/30/03	BNT	Conference with T. Pascoe re closing deliveries and requirements for obtaining certain tax certificates	.10
10/30/03	BNT	Analysis of American Appraisers opinion and engagement re consent issue; various emails re same	.40
10/31/03	TWP	Follow up telephone conferences with California Franchise Tax Board, Employment Development Department and Board of Equalization re tax certificates; update analysis memorandum re tax certificates and conference with attorney re analysis	1.30

Total Fees: 72,966.00

DESCRIPTION OF DISBURSEMENT	AMOUNT
Meals	41.31
Telephone Charges	2.01
FedEx	36.36
Telecommunications	99.00
Duplication	108.00

Total Disbursements: 286.68

Total Due This Matter: 73,252.68

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14319-0000 Re: GENERAL
Invoice: 198945-0000

Recap of Attorney Time

RJK	R. J. KANE	0.20	hours at $ 495.00 =	99.00
MEF	M. E. FLYNN	46.50	hours at $ 440.00 =	20460.00
TWP	T. W. PASCOE	22.80	hours at $ 165.00 =	3762.00
BNT	B. N. TRIFF	95.00	hours at $ 305.00 =	28975.00
LS	L. ST. CHARLES	5.40	hours at $ 170.00 =	918.00
ARJ	A. R. JONES	20.50	hours at $ 195.00 =	3997.50
MAH	M. A. HEDGE	25.00	hours at $ 230.00 =	5750.00
EAP	E. A. FEAGLE	23.10	hours at $ 195.00 =	4504.50
MAR	M. A. RULE	12.00	hours at $ 375.00 =	4500.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14319-0009 Re: TM-42-THE VEGETABLE STAND SALADS
Invoice: 198945-0009

DESCRIPTION OF SERVICES RENDERED

10/16/03	LAL	Review email of specimens and forward to M. Rule for approval	.10
10/21/03	LAL	Review and clarify specimens to be used for trademark filing; hard copies of specimens requested	.20

Total Fees: 51.00
==========

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14319-0009 Re: TM-42-THE VEGETABLE STAND SALADS
Invoice: 198945-0009

Recap of Attorney Time

LAL	L. A. LATHAM	0.30 hours at $ 170.00 =	51.00

EXHIBIT C

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14318-0000 Re: GENERAL
Invoice: 198944-0000

10/30/03	MEF	Conference with B. Triff re transaction issues	.60
10/30/03	BNT	Attorney conference with M. Flynn re transaction status	.60
10/30/03	BNT	Prepare supplemental diligence index; assemble and arrange documents for same; attorney conference with A. Jones re same and re organization of documents and schedules	1.80
10/30/03	BNT	Prepare redline of THG APA for M. Velarde	1.00

Total Fees: 6,619.50

DESCRIPTION OF DISBURSEMENT	AMOUNT
Telephone Charges	.52
Telecommunications	6.00
Duplication	1.20
Attorney Support Service - - Charles Baclet & Associates	164.00

Total Disbursements: 171.72

Total Due This Matter: 6,791.22

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14318-0000 Re: GENERAL
Invoice: 198944-0000

Recap of Attorney Time

MEF	M. E. FLYNN	4.30 hours at $ 440.00 =	1892.00
BNT	B. N. TRIFF	15.50 hours at $ 305.00 =	4727.50

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14318-0001 Re: TM-29-LITTLE CHOP
Invoice: 198944-0001

DESCRIPTION OF SERVICES RENDERED

10/27/03	LAL	Send email to J. Nepsa requesting specimens for renewal filing	.10

Total Fees: 17.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14318-0001 Re: TM-29-LITTLE CHOP
Invoice: 198944-0001

Recap of Attorney Time

LAL	L. A. LATHAM	0.10 hours at $ 170.00 =	17.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14318-0002 Re: TM-30-THE SUNFLOWER
Invoice: 198944-0002

DESCRIPTION OF SERVICES RENDERED

10/27/03	LAL	Send email to J. Nepsa requesting specimens for renewal filing	.10

Total Fees: 17.00
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STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14318-0002 Re: TM-30-THE SUNFLOWER
Invoice: 198944-0002

Recap of Attorney Time

LAL	L. A. LATHAM	0.10 hours at $ 170.00 =	17.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14318-0003 Re: TM-29-ZUCCHINI ZIRCLES
Invoice: 198944-0003

DESCRIPTION OF SERVICES RENDERED

10/27/03	LAL	Send email to J. Nepsa requesting specimens for renewal filing	.10

Total Fees: 17.00
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STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14318-0003 Re: TM-29-ZUCCHINI ZIRCLES
Invoice: 198944-0003

Recap of Attorney Time

LAL	L. A. LATHAM	0.10 hours at $ 170.00 =	17.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14318-0004 Re: TM-32-HAMLET'S PREMIUM ALE
Invoice: 198944-0004

DESCRIPTION OF SERVICES RENDERED

10/27/03	LAL	Send email to J. Nepsa requesting specimens for renewal filing	.10

Total Fees: 17.00

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14318-0004 Re: TM-32-HAMLET'S PREMIUM ALE
Invoice: 198944-0004

Recap of Attorney Time

LAL	L. A. LATHAM	0.10 hours at $ 170.00 =	17.00

STRADLING, YOCCA, CARLSON & RAUTH
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
660 NEWPORT CENTER DRIVE, SUITE 1600
NEWPORT BEACH, CALIFORNIA 92660-6441
TELEPHONE (949) 725-4000
FAX NUMBER (949) 725-4100

THE HAMLET GROUP, INC.
2701 Alton Parkway
Irvine, CA 92606

Date: 11/28/03
Client: 14318
#1045

ATTN: Chris Seiber

Balance from Previous Statement:		0.00
Balance Forward:		0.00
Charges for Period Ending 10/31/03		
0000 GENERAL	6,791.22	
0001 TM-29-LITTLE CHOP	17.00	
0002 TM-30-THE SUNFLOWER	17.00	
0003 TM-29-ZUCCHINI ZIRCLES	17.00	
0004 TM-32-HAMLET'S PREMIUM ALE	17.00	
Total Charges this Period:		6,859.22
Balance Due:		6,859.22

A DESCRIPTION OF THESE CHARGES IS SHOWN ON THE FOLLOWING PAGES

STRADLING, YOCCA, CARLSON & RAUTH

November 28, 2003

File No: 14318-0000 Re: GENERAL
Invoice: 198944-0000

DESCRIPTION OF SERVICES RENDERED

10/22/03	BNT	Prepare redacted version of THG APA for prospective bidders; revise and edit environmental representations and telephone conference with M. Velarde re same	.80
10/23/03	MEF	Review correspondence re termination of Fuddruckers; conferences with M. Velarde and B. Triff re same	1.70
10/24/03	BNT	Analysis of draft LOI; prepare revisions to asset purchase agreement re same; analysis of KKR drafts re same	4.50
10/27/03	MEF	Conferences with B. Triff, K. C. Schaaf	2.00
10/27/03	BNT	Analysis of LOI; telephone conference with M. Velarde re same	.40
10/27/03	BNT	Attorney conferences with M. Flynn and K. C. Schaaf re transaction status	1.00
10/27/03	BNT	Analysis of revised asset purchase agreement	.40
10/28/03	BNT	Continue revising and editing THG revised agreement and letter of intent re same; attorney conference with K. C. Schaaf re same; telephone conferences with M. Velarde re same	1.70
10/29/03	BNT	Attorney conference with P. Murphy re Americal Appraisers opinion and engagement and analysis of consent language	.30
10/29/03	BNT	Telephone conferences with M. Velarde re letter of intent and asset purchase agreement; analysis of same and prepare revisions to same	2.60
10/29/03	BNT	Telephone conference with D. Daly re THG diligence binder; analysis of status of same	.40

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
CHI-CHI'S, INC., et al.,[1]	)	Case No. 03-13063 (CGC)
	)	(Jointly Administered)
Debtors.	)	

AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

Kathleen Forte Finlayson, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., counsel for the Debtors, in the above-captioned action, and that on the 17th day of December 2003, she caused a copy of the following documents to be served upon the attached service lists in the manner indicated:

Monthly Fee Application of Stradling Yocca Carlson & Rauth, Secial Corporate Counsel to the Debtors for the Period October 8-31, 2003

Kathleen Forte Finlayson

Sworn to and subscribed before
me this 17th day of December, 2003

Notary Public
My Commission Expires: 02/11/04

[1] The Debtors consist of the following entities: Chi-Chi's, Inc., CCMR of Catonsville, Inc., CCMR of Cumberland, Inc., CCMR of Frederick, Inc., CCMR of Greenbelt, Inc., CCMR of Harford County, Inc., CCMR of Maryland, Inc., CCMR of Ritchie Highway, Inc., CCMR of Timonium, Inc., Chi-Chi's of West Virginia, Inc., CMM Dissolution, Inc., Koo Koo Roo, Inc., Maintenance Support Group, Inc., and Koo Koo Roo Licensing Systems, Inc.

Chi-Chi's Fee App Service List
Case No. 03-13063
December 17, 2003
Document No. 85708
004 – Hand Delivery
004 – First Class Mail

(Debtors)
Laura Davis Jones, Esquire
Pachulski, Stang, Ziehl, Young & Jones P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Hand Delivery
(Parcels)
Vito I. DiMaio
Parcels, Inc.
10th & King Streets
P.O. Box 27
Wilmington, DE 19899

Hand Delivery
(United States Trustee)
David Klauder, Esquire
844 North King Street, Room 2207
Wilmington, DE 19801

Hand Delivery
(Counsel to Foothill)
Victoria W. Counihan
Greenberg Traurig LLP
The Brandywine Building
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William N. Lobel, Esquire
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