EXHIBIT "A"

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
CHI-CHI'S, INC., *et al.*,	)	Case No. 03-13063 (JLP)
	)	
Debtors.	)	(Jointly Administered)
	)	

Hearing Date: Only if Objections are filed
Objection Deadline: April 11, 2005 @ 4:00 p.m.

FIFTEENTH MONTHLY FEE APPLICATION OF JASPAN SCHLESINGER HOFFMAN LLP, CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD JANUARY 1, 2005 THROUGH JANUARY 31, 2005

Name of Applicant:	Jaspan Schlesinger Hoffman LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	December 12, 2003 *nunc pro tunc* to October 20, 2003
Period for which compensation and reimbursement is sought	January 1, 2005 through January 31, 2005
Amount of Compensation sought as actual, reasonable, and necessary:	$2,300.00
Amount of expense reimbursement sought as actual, reasonable, and necessary:	$238.34

This is a: __X__ Monthly ____ Quarterly _____ Final Application

If this is not the first application filed, disclose the following for each prior application:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
12/19/03	10/20/03 to 11/30/03	$14,720.00	$141.40	$14,720.00	$141.40
01/20/04	12/01/03 to 12/01/03	$5,089.00	$64.11	$5,089.00	$64.11
02/12/04	01/01/04 to 01/31/04	$12,822.00	$211.53	$12,822.00	$211.53
3/10/04	02/01/04 to 02/29/04	$10,464.00	$878.40	Pending	Pending
04/13/04	03/01/04 to 03/31/04	$10,115.0	$437.07	Pending	Pending
05/07/04	04/01/04 to 04/30/04	$6,967.00	$682.16	Pending	Pending
06/14/04	05/01/04 to 05/31/04	$9,662.00	$775.20	Pending	Pending
07/26/04	06/01/04 to 06/30/04	$11,137.00	$337.75	Pending	Pending
08/18/04	07/01/04 to 07/31/04	$11,144.00	$164.19	Pending	Pending
10/13/04	08/01/04 to 08/31/04	$7,654.00	$693.24	Pending	Pending
11/16/04	09/01/04 to 09/30/04	$5,670.00	$330.35	Pending	Pending
11/16/04	10/1/04 to 10/31/04	$6,595.00	$371.18	Pending	Pending
01/13/05	11/01/04 to 11/30/04	$9,018.00	$146.55	Pending	Pending
03/21/05	12/01/04 to 12/31/04	$2,495.00	$49.75	Pending	Pending

Jaspan Schlesinger Hoffman's time and requested compensation in preparing this Fourteenth Monthly Fee Application will appear on a subsequent application.

ATTACHMENT
TO FEE APPLICATION

Name of Professional Person	**Position of the Applicant, Number of Years in that Position at Current or Prior Firms; Year of Obtaining License to Practice; Area of Expertise**	**Hourly Billing Rate**	**Total Billed Hours (Nov. 1, 2004 through Nov. 30, 2004)**	**Total Compensation**
Frederick B. Rosner	Member for 2 years; Admitted to New York (1987) and Delaware Bar (2000); Bankruptcy Department	$350.00	1.20	$420.00
Laurie Schenker Polleck	Practicing for 16 years; Admitted to Pennsylvania (1988); New Jersey Bar (1995); District of Columbia (2000) and Delaware Bar (2002) Bankruptcy Department	$250.00	3.20	$800.00
Jennifer Taylor	Practicing for 4 years; Admitted to Pennsylvania (2001) and New Jersey (2001); Bankruptcy Department	$250.00	.40	$100.00
Cacia M. Gilfillian	Paralegal for 3 years, Bankruptcy Department	$140.00	1.80	$252.00
Elizabeth O'Byrne	Paralegal for 17 years, Bankruptcy Department	$140.00	2.90	$406.00
Michelle C. Cobb	Paralegal for 4 years, Bankruptcy Department	$140.00	2.30	$322.00

Total Amount of Fees: $2,300.00

Total Number of Hours: 11.8 hours

Blended Hourly Rate: $211.44

COMPENSATION BY PROJECT CATEGORY

Task	Project Category (Examples)	Total Hours	Total Fees
	Asset Analysis and Recovery		
	Asset Disposition	1.40	$350.00
	Business Operations	.20	$70.00
	Case Administration	1.70	$408.00
	Claims Administrations and Objection	1.5	$265.00
	Financing		
	(7-A) JSH Fee Applications	4.10	$640.00
	(7-B) Co-Counsel Fee Applications	2.20	$352.00
	(7-C) Other Fee Applications	.30	$75.00
	Litigation	.40	$140.00
	TOTAL	**11.80**	**$2,300.00**

EXPENSE SUMMARY

Expense Category (Examples)	**Service Provider (if applicable)**	**Total Expenses**
Copying Expenses		$238.34
TOTAL		**$238.34**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
CHI-CHI'S, INC., *et al.*,	)	Case No. 03-13063 (JLP)
	)	
Debtors.	)	(Jointly Administered)
	)	
		Hearing Date: Only if Objections are filed
		Objection Deadline: April 11, 2005 @ 4:00 p.m.

FIFTEENTH MONTHLY FEE APPLICATION OF JASPAN SCHLESINGER HOFFMAN LLP, CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD JANUARY 1, 2005 THROUGH JANUARY 31, 2005

Pursuant to section 331 of Title 11 of the United States Code (the Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 5, 2003 (the "Administrative Order"), Jaspan Schlesinger Hoffman LLP ("JSH"), as co-counsel to the Official Committee of Unsecured Creditors, hereby respectfully submits this Fourteenth Monthly Fee Application for allowance and payment of compensation for professional services rendered and reimbursement of expenses for the period January 1, 2005 through January 31, 2005 (the "Fee Period"). By this Application, JSH seeks payment of compensation in the amount of $1,840.00 (which is 80% of $2,300.00) for professional services rendered during the Fee Period and reimbursement of actual and necessary expenses incurred and posted during the Fee Period in the amount of $238.34, for a total of $2,078.34 for the Fee Period. In support of this Application, JSH respectfully represents as follows:

Background

1. On October 8, 2003 (the "Petition Date"), each of the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors' chapter 11 cases are procedurally consolidated pursuant to an Order of this Court.

2. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2) as a matter concerning the administration of the Debtors' estates.

3. On October 20, 2003, the Office of the United States Trustee appointed an Official Committee of Unsecured Creditors pursuant to 11 U.S.C. § 1102 (the "Committee"). Thereafter, the Committee selected the law firm Akin, Gump, Strauss Hauer & Feld, LLP as its primary counsel and JSH as local counsel.

4. On November 10, 2003, the Official Committee of Unsecured Creditors filed its Application for Order Authorizing Employment and Retention of Jaspan Schlesinger Hoffman LLP as Local Counsel nunc pro tunc to October 20 2003. The Order was entered on December 12, 2003 [Docket No. 332].

5. Pursuant to the procedures set forth in the Administrative Order, professionals may request monthly compensation and reimbursement of expenses, and interested parties may object to such requests. If no interested party timely objects to a professional's request, the Debtors are authorized to pay the professional eighty-percent (80%) of the fees and one hundred-percent (100%) of the expenses requested in the monthly fee application. The Debtors are authorized to pay the remaining twenty (20%) percent of the compensation for professional services rendered (the "Holdback") after the Court conducts a fee hearing (the "Fee Hearing"). Accordingly, JSH requests payment of $1,840.00 as compensation for professional

services, $49.74 for reimbursement of expenses incurred during the Fee Period, and payment of $499.00 as the Holdback upon the Court's approval at the Fee Hearing.

Professional Fees and Actual and Necessary Disbursements of JSH

6. Pursuant to Del. Bankr. L.R. 2016-2 (c) and in accordance with Local Form 102, annexed hereto are: (i) a schedule setting forth all JSH professionals and paraprofessionals who performed services in these chapter 11 cases during the Fee Period, the capacity in which each such professional is employed by JSH, the department in which each individual practices, the hourly billing rate charged by JSH for services performed by such individual, the aggregate number of hours expended in these cases and fees billed therefor, and the year in which each professional first was licensed to practice law; (ii) a summary of JSH's time records billed during the Fee Period using the applicable project codes; and (iii) a schedule setting forth the actual and necessary expenses that JSH incurred during the Fee Period and for which reimbursement is sought.(Annexed hereto as Exhibit "B")

7. During the Fee Period, JSH's professionals rendered actual and necessary services to the Committee in the amount of $2,300.00. The professional services performed by JSH on behalf of the Committee during the Fee Period required an aggregate expenditure of **11.80** recorded hours by JSH's members, counsel, associates and paraprofessionals. Of the aggregate time expended, 1.20 recorded hours were expended by partners and counsel of JSH, 3.60 recorded hours were expended by associates, and 7.00 recorded hours were expended by paraprofessionals and staff of JSH. During the Fee Period, JSH's hourly billing rates for attorneys ranged from $250.00 to $350.00 per hour. JSH's itemized time records for professionals and paraprofessionals performing services for the Committee during the Fee Period are annexed hereto as Exhibit "A".

8. This is JSH's Fourteenth Monthly Fee Application.

WHEREFORE, JSH respectfully requests (i) payment in the amount of $1,840.00 which represents 80% of the fees for professional services rendered during the Fee Period, and (ii) reimbursement for actual and necessary expenses JSH incurred during the Fee Period in the amount of $238.48 for a total of $2,078.48.

Dated: March 21, 2005

JASPAN SCHLESINGER HOFFMAN LLP

By: /s/ Laurie Schenker Polleck
Laurie Schenker Polleck (No. 4300)
913 Market Street, 12th Floor
Wilmington, DE 19801
Telephone: (302) 351-8000
Facsimile: (302) 351-8010

Delaware Counsel for the Official
Committee of Unsecured Creditors

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
CHI-CHI'S, INC., *et al.*,	)	Case No. 03-13063 (JLP)
	)	
Debtors.	)	(Jointly Administered)

DECLARATION OF FREDERICK B. ROSNER, ESQUIRE

State of Delaware)
)
County of New Castle)

ss

Frederick B. Rosner, being duly sworn, deposes and says:

1. I am a member of the firm Jaspan Schlesinger Hoffman LLP ("JSH"), co-counsel for the Official Committee of Unsecured Creditors (the "Committee"), which maintains offices for the practice of law at 913 Market Street, 12th Floor, Wilmington, DE 19801.

2. I have read the foregoing Fourteenth Monthly Application of Jaspan Schlesinger Hoffman LLP, co-counsel for the Official Committee of Unsecured Creditors, for Allowance and Payment of Compensation for Services Rendered and Reimbursement of Expenses. I have personally performed many of the legal services rendered by JSH and am familiar with the other work performed on behalf of the Committee by the attorneys and paralegals in the firm. To the best of my knowledge, information and belief, the statements contained in the Application are true and correct.

3. In accordance with Bankruptcy Rule 2016(a) and §504 of the Bankruptcy Code, no agreement or understanding exists between JSH and any other person for the sharing of compensation to be received in connection with the above cases. All services for which compensation is sought by JSH

were professional services performed for or on behalf of the Committee and not on behalf of any other person.

/s/ Frederick B. Rosner
Frederick B. Rosner

Sworn and subscribed before me
this 21st day of March, 2005
/s/ Laurie Schenker Polleck
Laurie Schenker Polleck (#4300)
Attorney at Law

JASPAN SCHLESINGER HOFFMAN LLP
300 Garden City Plaza,5th Floor
Garden City, NY 11530
516 746-8000

March 16, 2005

Bill Number 25243
File Number 098860

Akin Gump Strauss Hauer & Feld LLP
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201
Att: Charles R. Gibbs, Esq

FOR PROFESSIONAL SERVICES

Re: Creditors' Committee / Chi-Chi's Inc.
File Number 098860-041559

DISBURSEMENTS

01/13/05	Postage	$7.74
01/13/05	Postage	$33.00
01/25/05	Postage	$11.90
01/25/05	Postage	$33.00
01/25/05	Postage	$2.40
01/13/05	Copying Expense	$63.00
01/25/05	Copying Expense	$41.40
01/25/05	Copying Expense	$17.10
01/25/05	Copying Expense	$27.00
01/25/05	Copying Expense	$1.80

TOTAL DISBURSEMENTS $238.34

MATTER TOTAL $238.34

FOR PROFESSIONAL SERVICES

Re: Chi-Chi's-Asset Disposition
File Number 098860-415592

OFFICIAL COMMITTEE OF UNSECURE

LEGAL SERVICES

Thru January 31, 2005

01/26/05	LSP	Review motion to authorize sale of real property pursuant to designation rights agreement (.4); review designation rights agreement (.9); review proposed order regarding same (.1)	1.40	
			TOTAL LEGAL SERVICES	$350.00

LEGAL SERVICES SUMMARY

Polleck, Laurie Schenker	Associate	1.40	Hrs	250.00 /hr	$350.00
		1.40			$350.00

MATTER TOTAL $350.00

FOR PROFESSIONAL SERVICES

Re: Chi-Chi's-Business Operations
File Number 098860-415593

LEGAL SERVICES

Thru January 31, 2005

01/26/05	FBR	Review monthly operating report (.2)	0.20	
			TOTAL LEGAL SERVICES	$70.00

LEGAL SERVICES SUMMARY

Rosner, Frederick B.	Partner	0.20	Hrs	350.00 /hr	$70.00
		0.20			$70.00

MATTER TOTAL $70.00

FOR PROFESSIONAL SERVICES

Re: Chi-Chi-Case Administration

OFFICIAL COMMITTEE OF UNSECURE

File Number 098860-415594

LEGAL SERVICES

Thru January 31, 2005

01/05/05	FBR	Review docket (.1)	0.10	
01/11/05	JXT	Review motion to authorize payment of rent into escrow regarding Mallafun Amusements (.4)	0.40	
01/12/05	FBR	Review docket (.1)	0.10	
01/18/05	FBR	Review docket (.1)	0.10	
01/21/05	MXR	Review incoming pleadings and orders	0.20	
01/24/05	MXR	Review incoming pleadings and orders	0.20	
01/26/05	FBR	Review docket (.1)	0.10	
01/27/05	FBR	Review docket (.1)	0.10	
01/28/05	MXR	Review incoming pleadings and orders.	0.20	
01/31/05	FBR	Review docket (.1)	0.10	
01/31/05	MXR	Review incoming pleadings and orders	0.10	
		TOTAL LEGAL SERVICES		$408.00

LEGAL SERVICES SUMMARY

Rosner, Frederick B.	Partner	0.60 Hrs	350.00 /hr		$210.00
Taylor, Jennifer	Associate	0.40 Hrs	250.00 /hr		$100.00
Rust, Michelle X	Paralegal	0.70 Hrs	140.00 /hr		$98.00
		1.70			$408.00

MATTER TOTAL $408.00

FOR PROFESSIONAL SERVICES

Re: Chi-Chi's-Claims Administration and Objection

File Number 098860-415595

LEGAL SERVICES

OFFICIAL COMMITTEE OF UNSECURE

Thru January 31, 2005

01/05/05	LSP	Review motion to approve compromise and settlement of hepatitis claimants (.5)	0.50	
01/13/05	MXR	Telephone message from Creditor(landlord) regarding Administrative Claim procedures(.2)	0.20	
01/14/05	MXR	Another Telephone message from Creditor(landlord) regarding Administrative Claim procedures(.3); researched answers to creditor's questions(.5)	0.80	
		TOTAL LEGAL SERVICES		$265.00

LEGAL SERVICES SUMMARY

Polleck, Laurie Schenker	Associate	0.50 Hrs	250.00 /hr	$125.00
Rust, Michelle X	Paralegal	1.00 Hrs	140.00 /hr	$140.00
		1.50		$265.00

MATTER TOTAL $265.00

FOR PROFESSIONAL SERVICES

Re: Chi-Chi Case/ Litigation

File Number 098860-415600

LEGAL SERVICES

Thru January 31, 2005

01/27/05	FBR	Review memo from co-counsel regarding case status (.3)	0.30	
01/31/05	FBR	Review order resolving hepatitis claims (.1)	0.10	
		TOTAL LEGAL SERVICES		$140.00

LEGAL SERVICES SUMMARY

Rosner, Frederick B.	Partner	0.40 Hrs	350.00 /hr	$140.00
		0.40		$140.00

MATTER TOTAL $140.00

OFFICIAL COMMITTEE OF UNSECURE

FOR PROFESSIONAL SERVICES

Re: Chi-Chi / Employment Application- Jaspan (7A)
File Number 098860-415617

LEGAL SERVICES

Thru January 31, 2005

01/12/05	EMO	Prepare Jaspan Schlesinger Hoffman's thirteenth monthly fee application for November 2004 (.8); prepare certificate of service (.2).	1.00
01/13/05	LSP	Review and revise Jaspan's November 2004 monthly fee application (.3)	0.30
01/13/05	MXR	Update Critical Dates Calendar for Jaspan's 13th Monthly Fee Application Objection Deadline	0.10
01/13/05	EMO	Revise thirteenth monthly fee application of Jaspan Schlesinger Hoffman (.2); e-file monthly fee application (.2); copy and effectuate service to all parties on the 2002 service list (.6).	1.00
01/24/05	LSP	Review and revise Jaspan's December fee application (.3)	0.30
01/25/05	EMO	Prepare notice for Jaspan's fourteenth monthly fee application (.2); e-file the fee application with the Bankruptcy Court (.2); copy and serve fee application and notice to all parties in interest (.5)	0.90
01/31/05	MXR	Reviewed Interim Fee Order regarding Quarterly Fee Applications to determine due dates for 2005(.2) updated fee application tracking chart(.3)	0.50

TOTAL LEGAL SERVICES $640.00

LEGAL SERVICES SUMMARY

Polleck, Laurie Schenker	Associate	0.60	Hrs	250.00 /hr	$150.00
Rust, Michelle X	Paralegal	0.60	Hrs	140.00 /hr	$84.00
O'Bryne, Elizabeth M.	Paralegal	2.90	Hrs	140.00 /hr	$406.00
		4.10			$640.00

MATTER TOTAL $640.00

FOR PROFESSIONAL SERVICES

Re: Chi Chi- Employment Application- Co-Counsel (7B)

OFFICIAL COMMITTEE OF UNSECURE

File Number 098860-415618

LEGAL SERVICES

Thru January 31, 2005

01/12/05	CMG	Email traffic with Lorraine Dillion from Giuliani Captial (formerly E&Y) regarding the Supplemental Affidavit of Name Change (.2); draft a certificate of service regardig same (.2); electronically file the Supplemental Affidavit of the Name Change (.2); cause service of same (.4)	1.00	
01/24/05	LSP	Review and revise Akin Gump's December fee application (.3); review certificate of no objection regarding 13th monthly application of same (.1)	0.40	
01/25/05	CMG	Preparation and electronic filing of certificate of no objection regarding 13th monthly application of Akin Gump (.3); service of same (.4); e-mail to Heidi Cohenour of Akin Gump confirming same (.1)	0.80	
		TOTAL LEGAL SERVICES		$352.00

LEGAL SERVICES SUMMARY

Gilfillian, Cacia M.	Paralegal	1.80 Hrs	140.00 /hr	$252.00
Polleck, Laurie Schenker	Associate	0.40 Hrs	250.00 /hr	$100.00
		2.20		$352.00

MATTER TOTAL $352.00

FOR PROFESSIONAL SERVICES

Re: Chi-Chi/ Employment Application- Others (7C)

File Number 098860-415819

LEGAL SERVICES

Thru January 31, 2005

01/05/05	LSP	Review Pachulski's November fee application (.3)	0.30	
		TOTAL LEGAL SERVICES		$75.00

OFFICIAL COMMITTEE OF UNSECURE

LEGAL SERVICES SUMMARY

Polleck, Laurie Schenker	Associate	0.30	Hrs	250.00 /hr	$75.00
		0.30			$75.00

MATTER TOTAL $75.00

$2,300.00

TOTAL THIS BILL ~~$1,330.00~~

PREVIOUS BILLS OUTSTANDING

79374	06/14/2004	$527.61
79374	06/14/2004	$225.00
79374	06/14/2004	$175.00
79374	06/14/2004	$1,060.00
79374	06/14/2004	$1,937.00
79374	06/14/2004	$1,747.00
79374	06/14/2004	$900.00
79374	06/14/2004	$50.00
82688	12/27/2004	$290.73
82688	12/27/2004	$1,580.43
82688	12/27/2004	$92.96
82688	12/27/2004	$420.21
82688	12/27/2004	$1,348.93
82688	12/27/2004	$1,047.73
82688	12/27/2004	$139.45
82692	08/18/2004	$773.99
82692	08/18/2004	$6,648.36
82692	08/18/2004	$210.12
82692	08/18/2004	$294.18
82692	08/18/2004	$157.60
82692	08/18/2004	$78.80
82692	08/18/2004	$500.10
82692	08/18/2004	$699.72
82692	08/18/2004	$499.05
82692	08/18/2004	$52.53
82692	08/18/2004	$1,313.28
82692	08/18/2004	$80.46
82693	12/27/2004	$891.44
82693	12/27/2004	$3,262.26

OFFICIAL COMMITTEE OF UNSECURE

82693	12/27/2004	$94.83
82693	12/27/2004	$94.83
82693	12/27/2004	$132.77
82693	12/27/2004	$1,319.13
82693	12/27/2004	$1,326.72
82693	12/27/2004	$1,106.71
82693	12/27/2004	$47.42
82693	12/27/2004	$71.13
82694	11/16/2004	$84.56
82694	11/16/2004	$1,817.96
82694	11/16/2004	$592.62
82694	11/16/2004	$501.45
82694	11/16/2004	$227.93
82694	11/16/2004	$136.76
82694	11/16/2004	$633.65
82694	11/16/2004	$1,230.44
82694	11/16/2004	$547.04
82694	11/16/2004	$45.59
82694	11/16/2004	$182.35
83347	01/20/2005	$50.00
84755	01/13/2005	$38.39
84755	01/13/2005	$281.10
84755	01/13/2005	$144.39
84755	01/13/2005	$226.73
84755	01/13/2005	$75.00
84755	01/13/2005	$325.00
		$38,338.44

TOTAL DUE $39,668.44

Disbursements incurred for which bills have not been received or which have not been processed as of the date hereof will be billed in due course

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
CHI-CHI'S, INC., *et al.*,	)	Case No. 03-13063 (JLP)
	)	
Debtors.	)	(Jointly Administered)
	)	

Hearing Date: Only if Objections are filed
Objection Deadline: April 12, 2005 @ 4:00 p.m.

AMENDED* SIXTEENTH MONTHLY FEE APPLICATION OF JASPAN SCHLESINGER HOFFMAN LLP, CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FEBRUARY 1, 2005 THROUGH FEBRUARY 28, 2005

Name of Applicant:	Jaspan Schlesinger Hoffman LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	December 12, 2003 *nunc pro tunc* to October 20, 2003
Period for which compensation and reimbursement is sought	February 1, 2005 through February 28, 2005
Amount of Compensation sought as actual, reasonable, and necessary:	$5,023.00
Amount of expense reimbursement sought as actual, reasonable, and necessary:	**$1,023.38**

This is a: __X__ Monthly ____ Quarterly _____ Final Application

If this is not the first application filed, disclose the following for each prior application:

* Amended to reflect the expenses have not been applied to a retainer and that the holdback amount is $1004.60 (not $499.00).

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
12/19/03	10/20/03 to 11/30/03	$14,720.00	$141.40	$14,720.00	$141.40
01/20/04	12/01/03 to 12/01/03	$5,089.00	$64.11	$5,089.00	$64.11
02/12/04	01/01/04 to 01/31/04	$12,822.00	$211.53	$12,822.00	$211.53
3/10/04	02/01/04 to 02/29/04	$10,464.00	$878.40	Pending	Pending
04/13/04	03/01/04 to 03/31/04	$10,115.0	$437.07	Pending	Pending
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1/25/05	12/01/04 to 12/31/04	$2,495.00	$49.75	Pending	Pending
3/21/05	1/01/05 to 1/31/05	$2,300.00	$238.34	Pending	Pending

Jaspan Schlesinger Hoffman's time and requested compensation in preparing this Fourteenth Monthly Fee Application will appear on a subsequent application.

ATTACHMENT
TO FEE APPLICATION

Name of Professional Person	**Position of the Applicant, Number of Years in that Position at Current or Prior Firms; Year of Obtaining License to Practice; Area of Expertise**	**Hourly Billing Rate**	**Total Billed Hours (Nov. 1, 2004 through Nov. 30, 2004)**	**Total Compensation**
Frederick B. Rosner	Member for 2 years; Admitted to New York (1987) and Delaware Bar (2000); Bankruptcy Department	$350.00	.6	$210.00
Laurie Schenker Polleck	Practicing for 16 years; Admitted to Pennsylvania (1988); New Jersey Bar (1995); District of Columbia (2000) and Delaware Bar (2002) Bankruptcy Department	$250.00	13.1	$3,275.00
Jamie Ottaviano	First Year Associate	$180.00	1.00	$180.00
Cacia M. Gilfillian	Paralegal for 3 years, Bankruptcy Department	$140.00	4.3	$602.00
Christina Garvine	Paralegal for 7 years, Bankruptcy Department	$140.00	.20	$28.00
Michelle C. Cobb	Paralegal for 4 years, Bankruptcy Department	$140.00	5.2	$728.00

Total Amount of Fees: $5,023.00

Total Number of Hours: 24.4 hours

Blended Hourly Rate: $205.86

COMPENSATION BY PROJECT CATEGORY

Task	Project Category (Examples)	Total Hours	Total Fees
	Asset Analysis and Recovery	1.7	$425.00
	Asset Disposition	.6	$170.00
	Business Operations	.4	$100.00
	Case Administration	3.1	$760.00
	Claims Administrations and Objection	7.4	$1,850.00
	(7-A) JSH Fee Applications	1.80	$252.00
	(7-B) Co-Counsel Fee Applications	8.2	$1,188.00
	(7-C) Other Fee Applications	1.20	$278.00
	TOTAL	**24.4**	**$5,023.00**

EXPENSE SUMMARY

Expense Category (Examples)	**Service Provider (if applicable)**	**Total Expenses**
Copying Expenses		$379.35
Postage Expenses		$624.53
Court Reporting Services		$19.50
TOTAL		**$1023.38**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	) Chapter 11
	)
CHI-CHI'S, INC., *et al.*,	) Case No. 03-13063 (JLP)
	)
Debtors.	) (Jointly Administered)
	)
	Hearing Date: Only if Objections are filed
	Objection Deadline: April 12, 2005 @ 4:00 p.m.

AMENDED SIXTEENTH MONTHLY FEE APPLICATION OF JASPAN SCHLESINGER HOFFMAN LLP, CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FEBRUARY 1, 2005 THROUGH FEBRUARY 28, 2005

Pursuant to section 331 of Title 11 of the United States Code (the Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 5, 2003 (the "Administrative Order"), Jaspan Schlesinger Hoffman LLP ("JSH"), as co-counsel to the Official Committee of Unsecured Creditors, hereby respectfully submits this Sixteenth Monthly Fee Application for allowance and payment of compensation for professional services rendered and reimbursement of expenses for the period February 1, 2005 through February 28, 2005 (the "Fee Period"). By this Application, JSH seeks payment of compensation in the amount of $4,018.40 (which is 80% of $5,023.00) for professional services rendered during the Fee Period and reimbursement of actual and necessary expenses incurred and posted during the Fee Period in the amount of **$1023.38** for a total of **$5,041.78** for the Fee Period. In support of this Application, JSH respectfully represents as follows:

Background

1. On October 8, 2003 (the "Petition Date"), each of the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors' chapter 11 cases are procedurally consolidated pursuant to an Order of this Court.

2. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2) as a matter concerning the administration of the Debtors' estates.

3. On October 20, 2003, the Office of the United States Trustee appointed an Official Committee of Unsecured Creditors pursuant to 11 U.S.C. § 1102 (the "Committee"). Thereafter, the Committee selected the law firm Akin, Gump, Strauss Hauer & Feld, LLP as its primary counsel and JSH as local counsel.

4. On November 10, 2003, the Official Committee of Unsecured Creditors filed its Application for Order Authorizing Employment and Retention of Jaspan Schlesinger Hoffman LLP as Local Counsel nunc pro tunc to October 20 2003. The Order was entered on December 12, 2003 [Docket No. 332].

5. Pursuant to the procedures set forth in the Administrative Order, professionals may request monthly compensation and reimbursement of expenses, and interested parties may object to such requests. If no interested party timely objects to a professional's request, the Debtors are authorized to pay the professional eighty-percent (80%) of the fees and one hundred-percent (100%) of the expenses requested in the monthly fee application. The Debtors are authorized to pay the remaining twenty (20%) percent of the compensation for professional services rendered (the "Holdback") after the Court conducts a fee hearing (the "Fee Hearing"). Accordingly, JSH requests payment of **$4,018.40** as compensation for professional

services, **$1,023.88** applied to the retainer for reimbursement of expenses incurred during the Fee Period, and payment of **$1,004.60** as the Holdback upon the Court's approval at the Fee Hearing.

Professional Fees and Actual and Necessary Disbursements of JSH

6. Pursuant to Del. Bankr. L.R. 2016-2 (c) and in accordance with Local Form 102, annexed hereto are: (i) a schedule setting forth all JSH professionals and paraprofessionals who performed services in these chapter 11 cases during the Fee Period, the capacity in which each such professional is employed by JSH, the department in which each individual practices, the hourly billing rate charged by JSH for services performed by such individual, the aggregate number of hours expended in these cases and fees billed therefor, and the year in which each professional first was licensed to practice law; (ii) a summary of JSH's time records billed during the Fee Period using the applicable project codes; and (iii) a schedule setting forth the actual and necessary expenses that JSH incurred during the Fee Period and for which reimbursement is sought.(Annexed hereto as Exhibit "B")

7. During the Fee Period, JSH's professionals rendered actual and necessary services to the Committee in the amount of **$5,023.00**. The professional services performed by JSH on behalf of the Committee during the Fee Period required an aggregate expenditure of **24.4** recorded hours by JSH's members, counsel, associates and paraprofessionals. Of the aggregate time expended, .6 recorded hours were expended by partners and counsel of JSH, 14.1 recorded hours were expended by associates, and 9.7 recorded hours were expended by paraprofessionals and staff of JSH. During the Fee Period, JSH's hourly billing rates for attorneys ranged from $250.00 to $350.00 per hour. JSH's itemized time records for professionals and paraprofessionals performing services for the Committee during the Fee Period are annexed hereto as Exhibit "A".

8. This is JSH's Sixteenth Monthly Fee Application.

WHEREFORE, JSH respectfully requests (i) payment in the amount of $4,018.40 which represents 80% of the fees for professional services rendered during the Fee Period, and (ii) reimbursement for actual and necessary expenses JSH incurred during the Fee Period in the amount of **$1,023.38** for a total of **$5,041.78**.

Dated: March 22, 2005

JASPAN SCHLESINGER HOFFMAN LLP

By: /s/ Laurie Schenker Polleck
Laurie Schenker Polleck (No. 4300)
913 Market Street, 12th Floor
Wilmington, DE 19801
Telephone: (302) 351-8000
Facsimile: (302) 351-8010

Delaware Counsel for the Official
Committee of Unsecured Creditors

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
CHI-CHI'S, INC., *et al.*,	)	Case No. 03-13063 (JLP)
	)	
Debtors.	)	(Jointly Administered)

DECLARATION OF FREDERICK B. ROSNER, ESQUIRE

State of Delaware)
)
County of New Castle)

ss

Frederick B. Rosner, being duly sworn, deposes and says:

1. I am a member of the firm Jaspan Schlesinger Hoffman LLP ("JSH"), co-counsel for the Official Committee of Unsecured Creditors (the "Committee"), which maintains offices for the practice of law at 913 Market Street, 12th Floor, Wilmington, DE 19801.

2. I have read the foregoing Fourteenth Monthly Application of Jaspan Schlesinger Hoffman LLP, co-counsel for the Official Committee of Unsecured Creditors, for Allowance and Payment of Compensation for Services Rendered and Reimbursement of Expenses. I have personally performed many of the legal services rendered by JSH and am familiar with the other work performed on behalf of the Committee by the attorneys and paralegals in the firm. To the best of my knowledge, information and belief, the statements contained in the Application are true and correct.

3. In accordance with Bankruptcy Rule 2016(a) and §504 of the Bankruptcy Code, no agreement or understanding exists between JSH and any other person for the sharing of compensation to be received in connection with the above cases. All services for which compensation is sought by JSH

were professional services performed for or on behalf of the Committee and not on behalf of any other person.

/s/ Frederick B. Rosner
Frederick B. Rosner

Sworn and subscribed before me
this 22nd day of March, 2005
/s/ Laurie Schenker Polleck
Laurie Schenker Polleck (#4300)
Attorney at Law