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.	)	

Objections Due: June 3, 2004 at 4:00 p.m. prevailing Eastern time
Hearing Date: to be scheduled (if necessary)

SIXTH MONTHLY APPLICATION OF IRELL & MANELLA LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS GENERAL INSOLVENCY COUNSEL TO DEBTORS FOR THE PERIOD FROM MARCH 1, 2004 THROUGH MARCH 31, 2004

Name of Applicant:	**Irell & Manella LLP ("Irell")**
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	December 11, 2003 (effective as of the commencement of the Debtors' cases)
Period for Which Compensation and Reimbursement is Sought:	March 1, 2004 through March 31, 2004
Amount of Compensation Sought to be Allowed as Actual, Reasonable and Necessary:	$236,427.50
Amount of Expenses Sought to be Allowed as Actual, Reasonable and Necessary:	$11,198.27
Total Amount Irell Requests to be Paid:	$200,340.27 (80% of Fees, 100% of Expenses)

[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., Koo Koo Roo Licensing Systems, Inc., The Hamlet Group, Inc., H.H. of Maryland, Inc., and H.H.K. of Virginia, Inc.

This is an: _X_interim __ final application

PRIOR MONTHLY FEE APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Costs	Approved Cost Subject to 20% Hold Back	Approved Fees
1/09/04	10/08/03 – 10/31/03	$201,964.50	$15,929.16	Full amount	Full amount
2/13/04	11/01//03 – 11/30/03	$317,016.00	$11,365.59	Full amount	Full Amount
2/13/04	12/01/03 – 12/31/03	$228,060.50	$9,256.98	Full amount	Full amount
3/02/04	1/01/04 – 1/31/04	$239,782.00	$6,596.78	Full amount	Full amount
5/13/04	2/01/04 – 2/29/04	$211,010.50	$3,106.90	Pending	Pending

PRIOR QUARTERLY FEE APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees Previously Held Back	Requested Costs Previously Held Back	Approved Costs	Approved Fees
3/15/04	4th Quarter, 2003	$149,408.20	None	Full Amount	Full Amount

PROFESSIONALS

Name of Professional Person	Position at Irell, Number of Years in that Position, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (Including Changes)	Total Hours Billed	Total Compensation
William N. Lobel	Irell Partner since 2000, Member of CA Bar since 1980, Bankruptcy	$660.00	87.00	$57,420.00
Alan J. Friedman	Irell Partner since 2000, Member of CA Bar since 1987, Bankruptcy	$580.00	184.60	$107,068.00
Thomas A. Kirschbaum	Irell Partner since 1997, Member of CA Bar since 1977, Taxation/Labor & Employment	$555.00	29.80	$16,539.00
Roy S. Geiger	Irell Partner since 1986, Member of CA Bar since 1979, Real Estate	$550.00	3.90	$2,145.00
Gary A. Pemberton	Former Irell Of Counsel, Member of CA Bar since 1986, Litigation/Bankruptcy	$520.00	.70	$364.00
Mike D. Neue	Irell Associate since 2000, Member of CA Bar since 1995, Bankruptcy	$460.00	.80	$368.00
Zoila E. Villacorta	Irell Associate since 2000, Member of CA Bar since 1997, Taxation/Labor & Employment	$395.00	2.30	$908.00
John P. Schafer	Irell Associate since 2001, Member of CA Bar since 1999, Bankruptcy	$375.00	96.20	$36,075.00
Harry J. Schulz III	Irell Associate since 1999 Member of CA Bar since 1999, Litigation	$375.00	4.10	$1,537.00
Mark Afrasiabi	Irell Associate since 2003, Member of CA Bar since 2001, Bankruptcy	$295.00	25.50	$7,522.00
Matthew C. Heyn	Irell Associate since 2003, Member of CA Bar since 2003, Bankruptcy	$240.00	27.00	$6,480.00
TOTAL			**461.90**	**$236,427.00**

Blended Rate: $511.86

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Amount
(100) Asset Analysis & Recovery	5.50	$3,163.50
(200) Asset Disposition	116.30	$58,741.50
(300) Business Operations	17.20	$8,756.50
(400) Case Administration	7.10	$3,858.00
(500) Claims Administration & Objections	74.80	$41,885.00
(600) Employee Benefits/Pensions	69.80	$39,872.50
(700) Fee/Employment Applications	20.20	$8,813.50
(800) Fee/Employment Objections	6.10	$3,507.50
(900) Financing	3.70	$2,386.00
(1000) Litigation	93.90	$44,546.50
(1100) Meeting of Creditors	1.90	$1,118.00
(1200) Plan and Disclosure Statement	5.50	$3,262.00
(1800) Tax Issues	0.2	$141.00
(2000) Relief From Stay Proceedings	25.80	$9,596.00
(2100) Services for Other Professionals	13.80	$6,779.50

EXPENSE SUMMARY

Expense Category	Service Provider (If Applicable)	Total Expense
Air Freight & Messenger Services		$21.00
Computer Research	Lexis, Westlaw, miscellaneous databases	$603.00
Internal Photocopy Costs		$330.00
Telecopier Charges ($1.00/page)		$38.00
Internal Long Distance Phone		$82.00
External Long Distance		
Postage		
Out of Town Meals		$246.00
Working Meals		
Parking/Mileage		$40.00
Lodging		$915.00
Auto Rental/Taxi		$338.00
Air/Train/Bus Fares		$8,564.00
Rental of Meeting Space/Equipment for Creditor Meeting		
Miscellaneous Word Processing Charges		
Conference Call Charges		$17.00
TOTAL		**$11,198.00**

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CHI-CHI'S, INC., et al.,[1]	)	Case No. 03-13063 (CGC)
	)	(Jointly Administered)
Debtors.	)	
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SIXTH MONTHLY APPLICATION OF IRELL & MANELLA LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS GENERAL INSOLVENCY COUNSEL TO DEBTORS FOR THE PERIOD FROM MARCH 1, 2004 THROUGH MARCH 29, 2004

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 Procedures (the "Bankruptcy Rules"), rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Bankruptcy Rules"), and the Court's Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures For Interim Compensation and Expense Reimbursement of Professionals and Committee Members approved on November 5, 2003 (the "Compensation Order"), Irell & Manella LLP ("Irell"), hereby files this application for an order awarding monthly interim allowance of reasonable compensation with respect to the chapter 11 cases (the "Cases") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for professional legal services rendered to the Debtors in the amount of $236,427.50 together with reimbursement for actual and necessary expenses incurred in the amount of $11,198.27 (the "Application") for the period from March 1, 2004

[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., Koo Koo Roo Licensing Systems, Inc., The Hamlet Group, Inc., H.H. of Maryland, Inc., and H.H.K. of Virginia, Inc.

through and including March 31, 2004 (the "Application Period"). In support of the Application, Irell respectfully represents as follows:

1. Pursuant to an Order approved by this Court on December 11, 2003, Irell was employed pursuant to sections 327 and 328 of the Bankruptcy Code to serve as general insolvency counsel to the Debtors in connection with the Cases (the "Retention Order"), effective as of October 8, 2003, the date of the filing of the Cases (the "Petition Date"). The Retention Order authorized Irell to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses it incurred. At all relevant times, Irell has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtors.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. Pursuant to the procedures set forth in the Compensation Order, professionals may request monthly compensation and reimbursement and interested parties may object to such request. If no interested party objects to a professional's request for compensation within twenty (20) days after the date of service of the request, such professional may submit to the Court a certification of no objection and the Debtors are then authorized to pay the applicable professional 80% of the fees requested and 100% of the expenses incurred. Once a quarter, the professionals may file a quarterly interim fee application summarizing the three monthly fee applications covered thereby. The Court may hold a hearing on each quarterly interim fee application and, if approved, the Debtors are authorized to pay the applicable professional the 20% of allowed fees held back pursuant to the Compensation Order. All fees are subject to the filing and approval of a final fee application.

4. All services for which compensation is requested by Irell were performed for or on behalf of the Debtors and not on behalf of any committee, creditor or other person in the Cases.

5. Except as otherwise approved by the Court pursuant to the Compensation Order, during the Application Period, Irell 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 Cases. There is no agreement or understanding between Irell and any other person, other than members of Irell, for the sharing of compensation to be received for services rendered in the Cases.

Fee Statements

6. To the best of Irell's knowledge, the Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and the Compensation Order.

7. Irell's fee statement for the Application Period is attached to the Application as Exhibit "A." The statement contains daily time logs describing the time spent by each attorney and paraprofessional during the Application Period. Irell's time reports are initially prepared by the attorney or paraprofessional performing the described services. The time reports are organized on a daily basis. Irell is particularly sensitive to issues of "lumping," and unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. Irell's charges for its professional services 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

8. A statement of the actual and necessary expenses incurred by Irell during the Application Period is also included as part of Exhibit "A." Irell customarily charges $0.15 per page for internal photocopying expenses. Irell's photocopying machines automatically record the number of copies made when the person performing the copying services enters the client's account number into a device attached to the photocopier. Irell summarizes each client's photocopying charges on a daily basis. Whenever feasible, Irell sends large copying projects to an outside copy service that charges a reduced rate for photocopying (usually between $0.07 and $0.15 per page).

9. Irell normally charges $1.65 per page for out-going facsimile transmissions but has reduced that amount to $1.00 per page, which includes any long distance tolls. The charge for outgoing facsimiles reflects Irell's calculation of the actual costs incurred by Irell for the machines, supplies and extra labor expenses associated with sending facsimiles, which are reasonable in relation to the amount charged by outside vendors who provide similar services. Irell does not charge the Debtors for facsimiles received.

10. Regarding providers of on-line legal research (e.g., LEXIS and WESTLAW), Irell charges the standard usage rates these providers charge for computerized legal research. Irell bills its clients the actual amount charged by such service providers, with no premium. Any volume discount received by Irell is passed on to the client.

11. Irell believes the foregoing expense rates are the market rates that the majority of law firms charge clients for such services. In addition, Irell 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.

Services Rendered

12. Attorneys who rendered service to the Debtors during the Application Period, in order of billing rates, are William N. Lobel, Alan J. Friedman, Thomas A. Kirschbaum, Roy S. Geiger, Gary A. Pemberton, Mike D. Neue, Zoila E. Villacorta, John P. Schafer, Harry J. Schulz III, Mark Afrasiabi, and Matthew C. Heyn.

13. The services rendered by Irell during the Application Period can be grouped into the categories set forth below. The attorneys and paraprofessional who rendered services relating to each category are identified, along with detailed time entries, in Exhibit "A."

Asset Analysis & Recovery

14. Irell incurred time in this project category in connection with the identification and analysis of the Debtors' assets and the status of such recoveries, which included an analysis of potential claims against the Debtors' various insurance carriers and suppliers that could lead to recoveries for the benefit of the Debtors' estates, as well as potential limitations on such claims and recoveries, and analysis of issues regarding remaining liquor licenses.

Fees: $3,163.50 Total Hours: 5.50

Asset Disposition

15. Irell incurred time in this project category in connection with the Debtors' efforts to liquidate their assets and restructure their operations, which included working on and advising the client on issues related to the hearing on approval of the sale of Hamlet, working on issues related to the closing of the sale of Hamlet, working on issues and advising the client with respect to issues pertaining to the potential sale of Chi-Chi's, working on insurance issues relating to Koo Koo Roo, developing and carrying out strategies and drafting documents relating to the termination of various remaining leases of non-residential real property, and working on

issues relating to the sale of various liquor licenses. In carrying out the above described tasks, Irell gathered and reviewed data, analyzed various issues related to the above matters, conducted conference calls with the client, engaged in negotiations with counsel for potential purchasers of some or all of the Debtors' assets, prepared correspondence and negotiated with the relevant parties with respect to such matters, and drafted pleadings in connection with the above matters.

Fees: $58,741.50 Total Hours: 116.30

Business Operations

16. Irell incurred time in this project category in connection with addressing the Debtors' ongoing operational issues as a debtor-in-possession, which included addressing restaurant manager issues, analysis of issues arising from the continued operation of certain restaurants, working on issues related to proposed lease rejections, advising the client and developing a plan of action with respect to other landlord related issues, advising the client and developing a plan of action with respect to retention of certain liquor licenses and other liquor license issues, and conferring with the client and preparing correspondence regarding the above issues.

Fees: $8,756.00 Total Hours: 17.20

Case Administration

17. Irell incurred time in this project category in connection with addressing issues relating to upcoming deadlines and hearing, and responding to inquiries from creditors regarding the status of the Debtors' cases.

Fees: $3,858.50 Total Hours: 7.10

Claims Administration & Objections

18. Irell incurred time in this project category in connection with analyzing and developing a plan of action with respect to the administration of and payment of Hepatitis A

related claims, including developing and implementing a mitigation plan and satisfaction of the Debtor's self-insured retention, working on mediation related issues, negotiating with and addressing dispute with the Debtors' insurance carriers, developing a plan of action with respect to the settlement of certain Hepatitis A claimants' claims, analyzing various insurance coverage issues, analyzing various claims asserted by landlords, including cure obligations and claims for rejection damages, research and analyze issues regarding the recharacterization or validity of certain claims, and working on issues relating to the bar dates. In carrying out the above described tasks, Irell gathered and reviewed data, analyzed various documents related to the above matters, conducted conference calls with the client, engaged in negotiations with counsel for potential purchasers of some or all of the Debtors' assets, prepared correspondence and negotiated with the relevant parties with respect to such matters, and drafted pleadings in connection with the above matters.

Fees: $41,885.00 Total Hours: 74.80

Employee Benefits/Pension

19. Irell incurred time in this project category in connection with working on issues related to the Debtors' key employee retention plan, including analyzing issues related to the Debtors' severance and retention policies and disability fund, conducting research with respect to the above issues, working on issues regarding alleged unpaid severance obligations, conferring with the client regarding such issues, and preparing correspondence and engaging in telephonic conversations regarding such issues.

Fees: $39,872.50 Total Hours: 69.80

Fee/Employment Applications

20. Irell incurred time in this project category in connection with preparing its monthly fee application for the period February 1, 2004 through February 29, 2004 and the fee

applications of the Debtors' various special litigation counsel, Irell's first quarterly fee application, and working on other fee application issues.

Fees: $8,813.50 Total Hours: 20.20

Fee/Employment Objections

21. Irell incurred time in this project category in connection with analyzing objections to its fee applications, preparing correspondence regarding same, and resolving such issues.

Fees: $3,507.50 Total Hours: 6.10

Financing

22. Irell incurred the majority of its time in this project category in connection with resolving issues concerning the DIP agreement and the sale of Hamlet and other issues raised by the Debtors' DIP lender.

Fees: $2,386.00 Total Hours: 3.70

Litigation

23. Irell incurred time in this project category in connection with the analysis and development and implementation a plan of action to address claims arising from the Hepatitis A outbreak, including working on relief from stay issues, analyzing issues and developing a plan of action with respect to litigation against the suppliers, and identifying and analyzing potential indemnification claims that would arise in the litigation, analysis of strategies regarding insurance coverage and potential litigation against the insurance carries, analysis and research issues regarding choice of law, and working on issues regarding discovery in the various litigation matters. In carrying out the above described tasks, Irell conferred with the Debtors' management, various third-parties, including the Debtors' insurance carriers, and potential claimants and their counsel, and reviewed and prepared correspondence regarding the same.

Fees: $44,546.50 Total Hours: 93.90

Plan and Disclosure Statement

24. Irell incurred time in this project category in connection with reviewing and analyzing issues related to the structure of the plan of reorganization being developed by the Debtors and preparing a motion to extend the Debtors' exclusivity period.

Fees: $3,262.00 Total Hours: 5.50

Relief From Stay Proceedings

25. Irell incurred time in this project category in connection with issues relating to litigation commenced with respect to the Hepatitis A outbreak, most notably the negotiation and preparation of stipulations regarding relief from stay with respect to certain Hepatitis A actions, the analysis of issues presented at an upcoming hearing on relief from stay, and conducting research regarding with respect to the above issues. In carrying out the above functions, Irell conferred with the client, the Debtors' insurance carriers, the Debtors' various special counsels and professionals employed to deal with the Hepatitis A outbreak, and opposing counsel regarding the above matters.

Fees: $9,596.50 Total Hours: 25.80

Services for Other Professionals

26. Irell incurred time in this project category in connection with various issues regarding the employment of other professions in the ordinary course, including a public relations specialist, various liquor license brokers, and additional professionals employed specifically to deal with the Hepatitis A outbreak, and the preparation of the other professional fee applications.

Fees: $6,779.50 Total Hours: 13.80

27. Irell incurred less than two and one half hours in time in connection with the following project categories: Tax Issues (0.10 hours) and Meeting of Creditors (1.90 hours).

28. Attorneys and paraprofessionals have expended a total of 461.90 hours in connection with this matter during the Application Period, which is fully set forth in Exhibit "A," as follows:

Name of Professional Person	Hourly Billing Rate (Including Changes)	Total Hours Billed	Total Compensation
William N. Lobel	$660.00	87.00	$57,420.00
Alan J. Friedman	$580.00	184.60	$107,068.00
Thomas A. Kirschbaum	$555.00	29.80	$16,539.00
Roy S. Geiger	$550.00	3.90	$2,145.00
Gary A. Pemberton	$520.00	.70	$364.00
Mike D. Neue	$460.00	.80	$368.00
Zoila E. Villacorta	$395.00	2.30	$908.00
John P. Schafer	$375.00	96.20	$36,075.00
Harry J. Schulz III	$375.00	4.10	$1,537.00
Mark Afrasiabi	$295.00	25.50	$7,522.00
Matthew C. Heyn	$240.00	27.00	$6,480.00

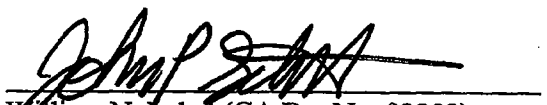
29. The hourly rates charged are Irell's normal hourly rates for work of this character. The reasonable value of the services rendered by Irell to the Debtors during the Application Period is $236,427.50. Irell believes that the time entries included in Exhibit "A" comply with the requirements of Local Rule 2016-2. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of the 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 chapter 11 of the Bankruptcy Code.

WHEREFORE, Irell respectfully requests that the Court allow $236,427.50 in fees as compensation for necessary professional services rendered by Irell to the Debtors during the

Application Period, and $11,198.27 for reimbursement of actual necessary costs and expenses incurred by Irell during the Application Period, for a total allowed amount of $247,625.77 and that, pursuant to the Compensation Order, the Debtors be authorized to pay Irell $189,142.00, which represents 80% of the fees allowed, and $11,198.27, which represents 100% of the expenses allowed, for a total of $200,340.27, and that the Court grant such other and further relief as the Court may deem just and proper.

Dated: May 14, 2004

IRELL & MANELLA LLP



William N. Lobel (CA Bar No. 93202)
Alan J. Friedman (CA Bar No. 132580)
John P. Schafer (CA Bar No. 205638)
840 Newport Center Drive, Suite 400
Newport Beach, CA 92660
Telephone: (949) 760-0991
Facsimile: (949) 760-5200
General Insolvency Counsel to the Debtors

VERIFICATION

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

John P. Schafer, after being duly sworn according to law, deposes and says:

1. I am an Associate with the applicant law firm Irell & Manella LLP ("Irell") and have been admitted to appear before this Court.

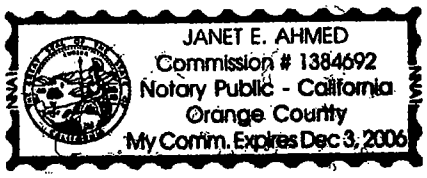
2. I have personally performed many of the legal services rendered by Irell as general insolvency counsel to Chi-Chi's, Inc., CCMR of Catonsville, Inc., CCMR of Cumberland, Inc., CCMR of Frederick, Inc., CCMR of Greenbelt, Inc., CCMR of Harford County, Inc., CCMR of Maryland, Inc., CCMR of Ritchie Highway, 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. (the "Debtors"), debtors and debtors-in-possession, and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of Irell.

3. I have reviewed the foregoing Sixth Monthly Application Of Irell & Manella LLP For Compensation For Services Rendered And Reimbursement Of Expenses As General Insolvency Counsel To Debtors For The Period From March 1, 2004 Through March 31, 2004 (the "Application") and the facts set forth therein are true and correct to the best of my knowledge, information, and belief. Moreover, I have reviewed the requirements of rule 2016-2

of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and submit that the Application substantially complies with the provisions thereof.

John P. Schafer

SWORN TO AND SUBSCRIBED before me this 13th day of May 2004



Notary Public
My Commission Expires: 12/3/2006