

## Fill in this information to identify the case:

Debtor Gas-Mart USA, Inc.  
 United States Bankruptcy Court for the: Western District of  
 Missouri Case number 15-41915-abf11

## Proof of Interim Administrative Claim

Read the instructions before filling out this form. Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of March 31, 2016.

### Part 1: Identify the Claim

1. Who is the current creditor?	<u>Brown &amp; Ruprecht PC</u> Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? <u>Brown &amp; Ruprecht PC</u> Name <u>2323 Grand Blvd., Suite 1100</u> Number Street <u>Kansas City</u> <u>MO</u> <u>64108</u> City State ZIP Code Contact phone <u>816-292-7000</u> Contact email <u>fwendt@briawkc.com</u>	Where should payments to the creditor be sent? (if different) _____ Name _____ Number Street _____ City State ZIP Code Contact phone _____ Contact email _____ Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

**Part 2:** Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? ☐ No  
☒ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: 4 4 5 5

7. How much is the claim? \$ 13,661.56. Does this amount include interest or other charges?  
☒ No  
☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges.

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  
 Attach redacted copies of any documents supporting the claim.  
 Limit disclosing information that is entitled to privacy, such as health care information.  
Conflicts Counsel for Debtors

9. Is this claim based on a lease? ☒ No  
☐ Yes. Attach a copy of the lease and any amendments thereto.

10. Is this claim subject to a right of setoff? ☒ No  
☐ Yes. Identify the property: \_\_\_\_\_

11. Is all or part of the claim entitled to administrative priority under 11 U.S.C. § 503(b)? ☐ No  
☒ Yes. Check all that apply:

	Amount entitled to priority
<input type="checkbox"/> Actual, necessary costs and expenses of preserving the estate under 11 U.S.C. § 503(b)(1)(A).	\$ _____
<input type="checkbox"/> Any tax incurred by the estate, whether secured or unsecured, including property taxes for which liability is in rem, in personam or both, except a tax of a kind specified in section 507(a)(8). 11 U.S.C. § 503(b)(1)(B).	\$ _____
<input type="checkbox"/> Any fine, penalty or reduction in credit relating to a tax of a kind specified in section 503(b)(1)(B). 11 U.S.C. § 503(b)(1)(C).	\$ _____
<input checked="" type="checkbox"/> Compensation and reimbursement awarded under section 330(a). 11 U.S.C. § 503(b)(2).	\$ _____
<input type="checkbox"/> The actual, necessary expenses, other than compensation and reimbursement specified in section 503(b)(3)(A)-(F). 11 U.S.C. § 503(b)(3).	\$ _____
<input type="checkbox"/> Reasonable compensation for professional services rendered by an attorney or an accountant of an entity whose expense is allowable under section 503(b)(3)(A)-(E). 11 U.S.C. § 503(b)(4).	\$ _____
<input type="checkbox"/> The fees and mileage payable chapter 119 of title 28. 11 U.S.C. § 503(b)(6).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)( ) that applies.	\$ _____

\* Amounts are subject to adjustment on 4/01/16 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

**The person completing this proof of claim must sign and date it. FRBP 9011(b).**

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.**

Check the appropriate box:

- ☒ I am the creditor.  
☐ I am the creditor's attorney or authorized agent.  
☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.  
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Administrative Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Administrative Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 06 15 2016  
 MM / DD / YYYY

s/s Frank Wendt  
 Signature

**Print the name of the person who is completing and signing this claim:**

Name Frank Wendt  
 First name Middle name Last name

Title Treasurer

Company Brown & Ruprecht PC  
 Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 2323 Grand Blvd., Suite 1100  
 Number Street

Kansas City MO 64108  
 City State ZIP Code

Contact phone 816-292-7000 Email fwendt@briawkc.com

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MISSOURI  
KANSAS CITY DIVISION**

IN THE MATTER OF	)	
	)	Case No. BK 15-41915-11
GAS-MART USA, INC. et al.,	)	(Lead Case)
	)	
Debtors. <sup>1</sup>	)	Chapter 11

**EXPLANATION OF CLAIM**

Document #695 –	Order of the Court Granting the Interim Application for Compensation for Brown & Ruprecht PC	\$47,711.30
	Payments	32,500.00
	Net	15,211.30
Invoice to May 31, 2016 (not yet approved by Court)		13,661.56
Total to 5/31/2016		\$28,872.86

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<sup>1</sup> Gas-Mart USA, Inc., debtor and debtor-in-possession in Case BK 15-41915-11, Aving-Rice, LLC, debtor and debtor-in-possession in Case BK 15-41917-11, Fran Transport & Oil Co., debtor and debtor-in-possession in Case BK 15-41918-11, G&G Enterprises, LLC, debtor and debtor-in-possession in Case BK 15-41919-11, and Fuel Service Mart, Inc., debtor and debtor-in-possession in Case BK 15-42930-11 (collectively referred to herein as "Debtors").



**Frank Wendt**

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**Sent:** Monday, March 21, 2016 3:35 PM  
**To:** mow\_bkecf@mow.uscourts.gov  
**Subject:** RE: 15-41915-abf11 Compensation granted

**\*\*\*NOTE TO PUBLIC ACCESS USERS\*\*\*** Judicial Conference of the United States policy permits attorneys of record and parties in a case (including pro se litigants) to receive one free electronic copy of all documents filed electronically, if receipt is required by law or directed by the filer. PACER access fees apply to all other users. To avoid later charges, download a copy of each document during this first viewing. However, if the referenced document is a transcript, the free copy and 30-page limit do not apply.

**U.S. Bankruptcy Court**

**Western District of Missouri**

Notice of Electronic Filing

The following transaction was received from Greene, Sharon entered on 3/21/2016 at 12:33 PM CDT and filed on 3/21/2016

**Case Name:** Gas-Mart USA, Inc.

**Case Number:** 15-41915-abf11

**Document Number:** 695

**Docket Text:**

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Order of the Court Granting the Interim Application for Compensation for Brown & Ruprecht PC, Conflicts Counsel for Debtors, Fees awarded: \$47196.50, Expenses awarded: \$514.80; Awarded on 3/21/2016. It is so ORDERED by /s/ Arthur B. Federman

**The moving party is to serve this order on parties not receiving electronic notice but entitled to notice pursuant to Fed. R. Bankr. P. 2002, Local Rule 2002-1 and other applicable law.**

File the Certificate of Service and relate it to the **epo** category.

*This Notice of Electronic Filing is the Official ORDER for this entry. No document is attached.*

(Related document(s)[626] Application for Compensation) (Greene, Sharon)

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**BROWN & RUPRECHT** PC

ATTORNEYS AT LAW

2323 Grand Boulevard, Suite 1100  
 Kansas City, MO 64108-2670  
 816-292-7000  
 Fax: 816-292-7050  
 www.brllawkc.com

Federal ID #43-1063434

January 31, 2016

Gas-Mart U.S.A., Inc.  
 c/o Paul Hoffmann  
 Stinson Leonard Street  
 1201 Walnut Street, Suite 2900  
 Kansas City, MO 64106-2150

FLW  
 Invoice No: 289259  
 Client No: 14455  
 Matter No: 002  
 Page Number: 1

For Professional Services Rendered  
 Through January 31, 2016

Re: Gas-Mart USA-Ch.11 Debtor Representation

6/28/15	FLW	.50	Conference with Paul Hoffmann re Chapter 11 filing and counsel to handle conflicts of Stinson and history of company (.50) (NO CHARGE).	
6/29/15	FLW	.90	Correspondence from Mark Shaiken re transmittal of documents from attorney for UMB with UCC searches and IRS tax lien and review (.60); receive and review John Tittle document regarding lien priorities (.30).	315.00
6/30/15	FLW	.40	Prepare engagement letter and submit to client (.40) (NO CHARGE).	
6/30/15	FLW	1.50	Prepare motion for employment and affidavit to transmit to Paul Hoffmann (1.50) (NO CHARGE).	
7/01/15	FLW	.50	Revise application for employment of and declaration of conflicts counsel and correspondence with Paul Hoffmann and Nick Zluticky re additional conflict and inclusion in application (.50) (NO CHARGE).	
7/02/15	FLW	.70	Receive and review executed engagement letters (.10) (NO CHARGE); correspondence from Paul Hoffman and N. Zluticky re filings and approval of motion to be special conflicts counsel (.20) (NO CHARGE); revise and file motion to be special conflicts counsel (.40)	245.00

		(NO CHARGE); receive various pleadings and direction to review UMB Bank security position, review of documents and UCC information received (.70).	
7/03/15	FLW	3.50 Obtain and review relevant first day motions re UMB Bank; review of documents containing UCC searches and lawsuits for UMB and correspondence with P. Hoffmann re filings (3.50).	1,225.00
7/05/15	FLW	4.50 Obtain and review documents and memo to P. Hoffmann re defaults in original loan UMB documents (4.50).	1,575.00
7/06/15	FLW	5.40 Correspondence with P. Hoffmann re UMB loan documents and lien position, hearing and meeting (.30); review motion to dismiss and prepare for meeting and hearing (.40); meeting with client and first day motions hearing (4.70).	1,890.00
7/08/15	FLW	.30 Review docket for pending matters and consider notice of motions (.30).	105.00
7/09/15	FLW	.40 Conference with P. Hoffmann re US Trustee matters and UMB DIP matters (.30); correspondence to P. Hoffmann re conflicts litigation in case (.10).	140.00
7/10/15	FLW	4.50 Prepare for hearing, receive late-filed objections by Wells Fargo, attend hearing, review and preparation of arguments, conference with clients re AmCon grocery transaction and considerations and return from Court (4.50).	1,575.00
7/12/15	FLW	.60 Review AmCon information and correspondence to P. Hoffmann re motion to approve and request copy of motion to approve DIP in Word with background facts already available (.60).	210.00
7/13/15	FLW	1.30 Conference with attorney for UMB re AmCon proposal (.30); conference with Eric Johnson re DIP motion and AmCon proposal (.30); conference with clients re AmCon proposal (.30); correspondence with Jay Selanders re locate attorney for AmCon at Kutak (.10); memo re drafting motion to approve AmCon financing and conference re same (.30).	455.00
7/15/15	FLW	1.30 Conference with Jeff Wegner re AmCom financing papers and initial drafting proposed motion to approve (1.10); correspondence from Jeff Wegner re AmCom requirements and forward to client (.20).	455.00
7/23/15	FLW	1.10 Conference with Paul Hoffmann re Citgo worked out, tabling grocery store company deal and prepaying AmCon, Wells Fargo's position on pending motions (.50); telephone call to Sherri Wattenberger (.10); conference with Steve Sutton re Wells Fargo position on first	385.00



		day matters (.20); conference with Eric Johnson and Wells Fargo position preliminary (.30).	
7/24/15	FLW	.60 Correspondence from attorney for Wells Fargo re not objecting to P. 66 consignment subject to terms of order, various correspondence with client and Steve Sutton re same and conference with S. Sutton re DIP and P. 66 consignment orders and correspondence with Nick Zluticky re same (.60).	210.00
7/25/15	FLW	.40 Receive comments of Wells Fargo attorney to P. 66 agreement and changes and various correspondence re whether any debt is rolled up (.40).	140.00
7/26/15	FLW	1.60 Conference with Steve Sutton re P. 66 consignment proposed order and Wells Fargo stipulation possible for adequate protection to avoid MFR litigation and various correspondence with same and correspondence to client re adequate protection discussions and Wells Fargo objecting to P. 66 consignment order (1.60).	560.00
7/27/15	FLW	1.70 Conference with Nick Zluticky re language requested by Wells Fargo in final cash collateral order and request for payment of adequate protection be in order and not including for other secured creditors (.30); various correspondence with Steve Sutton and with debtors re negotiating agreed language for consignment order (.70); conference with Steve Sutton re consignment order and DIP order and language (.30); correspondence to Steve Sutton confirming terms of adequate protection stipulation (.40).	595.00
7/28/15	FLW	5.10 Attend hearing (4.00); outline agreements on Wells Fargo adequate protection stipulation and initial drafting (1.10).	1,785.00
7/30/15	FLW	.20 Correspondence with Paul Hoffmann re posting Wells Fargo documents on website and status of stipulation (.20).	70.00
8/03/15	FLW	.10 Correspondence from Steve Sutton re Wells Fargo will draft initial stipulation for review by debtors (.10).	35.00
8/04/15	FLW	.40 Review various pleadings and update on status of case and issues (.40).	140.00
8/07/15	FLW	.90 Correspondence with Nick Zluticky re service of orders (.20); correspondence with P. Hoffmann re Wells Fargo on documents, requesting copies of exhibits from hearing, title report status (.30); further correspondence re exhibits from hearing requested by Wells Fargo (.20); conference with attorney for Wells Fargo re status (.10);. correspondence to P. Hoffmann re same	315.00

		(.10).	
8/07/15 FLW	.80	Conference with Steve Sutton re hearing exhibits and status of proposed adequate protection stipulation and terms (.30); review exhibits from July 20 hearing relating to asset valuation and secured creditors (.30); conference with Paul Hoffmann - will not attend hearings on the 14th and 25th (.20).	280.00
8/10/15 FLW	.60	Correspondence with Paul Hoffmann re exhibits and electronic data base for all exhibits and review (.20); conference with Steve Sutton re documents from Wells Fargo and Stipulation (.20); correspondence re title reports status (.20).	210.00
8/18/15 FLW	.50	Conference with Steve Sutton re Wells Fargo documents and adequate protection stipulation and status (.30); correspondence to Sharon Stolte and Paul Hoffmann re uploading documents and adequate protection (.20).	175.00
8/19/15 FLW	2.40	Conference with Paul Hoffmann re supplemental conflicts check and confirm representation on conflict parties identified (.20) (NO CHARGE); memo re completion of firm's third supplemental conflict as to all other parties not already searched and no conflicts located (.30) (NO CHARGE); preliminary review of stipulation with Wells Fargo (.30); various conferences with Steve Sutton re documents and issues with uploading and send to our firm and initial review of Wells Fargo documents (1.70); correspondence with client re Wells Fargo stipulation status (.10); conference with Steve Sutton re title report status and timing or presenting stipulation at 8/25 hearings (.20); review recent pleadings (.30).	840.00
8/20/15 FLW	1.60	Correspondence re Wells Fargo documents and direction to insure uploaded as soon as possible (.30); continue review of documents and initial review of W.F. stipulation (1.30).	560.00
8/21/15 FLW	.20	Correspondence with Paul Hoffmann re status of conflict creditors and August 25 hearing (.20).	70.00
8/24/15 FLW	1.50	Receive and review petition against principals of the debtor and consider if action adversely impacts debtor's reorganization (.40); continue reviewing Wells Fargo documents for loans (1.10).	525.00
8/25/15 FLW	.30	Receive court orders re hearing results and review recent pleadings (.30).	105.00
8/28/15 FLW	.40	Receive and review brief on imposing stay on Johnson County action and receive and review	140.00



Court order and decision to allow action to proceed as to Georges on Counts II, II and III and consider impact on matters involving Wells Fargo (.40).

8/31/15	FLW	.20	Review suggestions in support of motion to enforce stay (.20).	70.00
9/03/15	FLW	.40	Conference with attorney for Wells Fargo re action by Bank against David George form of stipulation, accounts receivable (.40).	140.00
9/04/15	FLW	2.00	Redrafting proposed stipulation for adequate protection with Wells Fargo and prepare and forward to client re review and respond to questions (2.00).	700.00
9/07/15	FLW	.50	Correspondence to attorney for Wells Fargo re state court action filed, request to dismiss without prejudice and confirm only Johnson County, Kansas acting pending by Wells Fargo and review docket (.30); correspondence to John Tittle re Wells Fargo question about operating reports (.20).	175.00
9/08/15	FLW	.40	Conference with John Tittle and Marcus re Wells Fargo request for breakdown of A/R and month end for June and July only available, consider adequate protection stipulation and timing of payments and issues (.40).	140.00
9/08/15	FLW	.20	Correspondence from Steve Sutton re Wells Fargo refusal to dismiss action as bankruptcy could be dismissed (.20).	70.00
9/09/15	FLW	.40	Correspondence with Paul Hoffmann re accounts receivable information and adequate protection matters and coordination with treatment of other creditors (.40).	140.00
9/10/15	FLW	.50	Investigate and review Wells Fargo Johnson County, Kansas action against Fran Transport and allegations of same (.50).	175.00
9/10/15	FLW	.20	Receive information from Wells Fargo re insurance certificates and correspondence to clients re same (.20).	70.00
9/18/15	FLW	.20	Correspondence to Paul Hoffmann re Wells Fargo documents now being uploaded to case website and status of Adequate Protection Stipulation (.20).	70.00
9/21/15	FLW	2.30	Finalize proposed W.F. stipulation and correspondence with client (1.20); telephone conference with P. Hoffmann re coordinate reports on A/R to lenders, action to remove Johnson County, Kansas case and procedure, status of case and critical issues (.70); correspondence with client and with Steve Sutton re insurance certificates (.20); correspondence with client re finalize proposal (.20).	805.00
9/22/15	FLW	.60	Revise stipulation and correspondence to Steve Sutton with redline of changes and	210.00

notify will remove action against Fran if not dismissed (.50); correspondence to P. Hoffmann re removal of Fran Transport action will be necessary (.10).

9/23/15	FLW	.20	Correspondence from John Tittle and response re NASB lease for Illinois location and notice of landlord of sale of real estate and possible new lease (.20).	70.00
9/23/15	FLW	.40	Conference with Brenden McPherson re Illinois suit involving NASB and settlement (.40).	140.00
9/24/15	FLW	.60	Conference with Steve Sutton re request Wells Fargo reconsider and dismiss without prejudice Wells Fargo state court action to avoid unnecessary costs and deadline for removal and report to client (.40); response by Wells Fargo refusing to dismiss and notice to client will remove (20).	210.00
9/25/15	FLW	3.40	Prepare notice of removal from Johnson County District Court with all exhibits and filing in Federal Court and in Johnson County (2.00); revise motion to transfer venue to WDMO Bankruptcy Court and filing of pleadings (1.20); conference with Steve Sutton re Fran Transport removal and transfer and will not contest removal and transfer (.20).	1,190.00
9/25/15	FLW	.50	Receive client A/R report requested by Wells Fargo, review, correspondence to client and transmit to Wells Fargo counsel with explanation (.50).	175.00
9/28/15	FLW	.20	Correspondence with Steve Sutton re motion to transfer to Missouri and status of adequate protection stipulation (.20).	70.00
9/29/15	FLW	.30	Prepare notice for motion for interdistrict transfer (.30).	105.00
9/30/15	FLW	.30	Prepare notice of non-evidentiary hearing and file and service instructions (.30).	105.00
10/01/15	FLW	.40	Prepare and file corporate ownership statement in Kansas adversary for Fran Transport (.40).	140.00
10/05/15	FLW	3.00	Redrafting stipulation with Wells Fargo to include references to actual exhibits by Exhibit Letter and Bates number and revise other language to reserve debtors' rights (2.60); revise notice of hearing on Kansas motion to transfer venue in Fran Transport action and filing (.40).	1,050.00
10/06/15	FLW	.60	Correspondence with attorney for Wells Fargo re request for more details on A/R reports (.30); correspondence with John Tittle re request and issues with information not available in form requested (.30).	210.00
10/12/15	FLW	.30	Conference with Tom Franklin re agreement on NASA leasing of station and request copy and state court judgment and agreement (.30).	105.00



10/12/15	FLW	.90	Prepare final and references to exhibits in Wells Fargo stipulation, prepare redline and correspondence to Steve Sutton for authorization to include signature (.90).	315.00
10/13/15	FLW	3.20	Draft motion to approve joint stipulation with Wells Fargo re adequate protection (2.80); prepare proposed order approving joint stipulation (.40).	1,120.00
10/19/15	FLW	.30	Conference with Paul Hoffmann re case changes and unable to pay adequate protection and meeting with creditors to consider options and sale (.30).	105.00
10/22/15	FLW	.30	Conference with Steve Sutton re pending matters and comments from court hearing (.30).	105.00
10/22/15	FLW	.40	Correspondence from Wells Fargo attorney re request permission to provide Bank records to sales agent, correspondence with John Tittle re same (.20); correspondence with Wells Fargo re information available from sales process and including Wells Fargo in process (.20).	140.00
10/23/15	FLW	.30	Confirm approval for Wells Fargo to share bank records on Debtor will sales agent and confirm Wells Fargo request to see documents on consultant (.30).	105.00
10/27/15	FLW	.40	Receipt of information requested by Wells Fargo and confidentiality agreement and correspondence with client re changes (.40).	140.00
11/06/15	FLW	1.20	Finalize papers and exhibits for motion to approve joint stipulation with Wells Fargo and filing (1.20).	420.00
11/06/15	FLW	.50	Conference with Steve Sutton re missed adequate protection payments, conference with client re insufficient funds and correspondence to Steve Sutton re same (.40); report to John Tittle re Wells Fargo stipulation (1.40).	175.00
11/10/15	FLW	.20	Memo to Mr. Palmer re transfer of Wells Fargo case to Missouri and order needed (.20).	70.00
11/10/15	BLP	1.70	Research the standard for transferring an adversary action from one bankruptcy court to another (.70); prepare and revise a propose order to transfer an adversary action from bankruptcy court in the District of Kansas to the Western District of Missouri (1.00).	331.50
11/11/15	FLW	.40	Correspondence with Wells Fargo attorney re confirm no objection to KTA settlement and report to client (.20); correspondence to Steve Sutton with agreed order transferring Fran Transportation to Missouri (.20).	140.00
11/15/15	FLW	1.40	Prepare summary of exhibits for Wells Fargo Stipulation and revise motion to approve joint stipulation and forward to Steve Sutton	490.00



		for approval and revisions and memo re filing (1.40).	
11/16/15	FLW	.20 Conference with P. Hoffmann re adequate protection payments and financial status of debtor and likely sale (.20).	70.00
11/16/15	FLW	.40 Correspondence to Steve Sutton re update on financial status of debtor and sale procedures (.30); correspondence with Susan Franklin re status of order transferring Fran case to Missouri (.40).	140.00
11/17/15	FLW	.50 Correspondence with Susan Franklin; revise transfer order and upload (.30); correspondence to parties re moving Wells Fargo Stipulation for adequate protection and objection to new hearing date (.20).	175.00
11/18/15	FLW	.20 Correspondence and conference re procedures for moving hearing and notice and correspondence with Steve Sutton re same (.20).	70.00
11/19/15	FLW	.20 Correspondence with attorney for Wells Fargo and P. Hoffmann re will not attend hearing on 11/20 as no conflict matters remain on docket (.20).	70.00
11/21/15	FLW	.20 Memo re Kansas adversary action and transfer (.20).	70.00
12/01/15	FLW	.30 Correspondence from client re authorize reports to Wells Fargo (.10); receive updated cash flow projections and provide to Wells Fargo counsel (.20).	105.00
12/02/15	FLW	.20 Conference with Steve Sutton re status of case and title reports (.20).	70.00
12/02/15	FLW	.20 Report to client re Wells Fargo action against Fran Transport now before W.D.MO. Court (.20).	70.00
12/03/15	FLW	.30 Notice of telephone conference on Wells Fargo matter and correspondence with Steve Sutton re Wells Fargo not pursuing case and possible stay (.30).	105.00
12/04/15	FLW	4.50 Review of conflict results and various conferences and completing conflicts analysis (4.50) (NO CHARGE).	
12/04/15	FLW	5.30 Complete conflicts review and work to clear cases and prepare disclosure information (5.00) (NO CHARGE).	
12/04/15	FLW	.20 Correspondence requiring information to Wells Fargo and correspondence to GlassRatner re request to receive documents to be sent to Wells Fargo (.20).	70.00
12/07/15	FLW	3.20 Continue review and conclude conflicts analysis; prepare first supplementary declaration of affidavit in support of application for employment (3.20) (NO CHARGE).	
12/07/15	FLW	.70 Review filing of Fuel Service Mart and	245.00

		prepare Entry of Appearance (.50); conference with UMB attorney re sale motion on file and Wells Fargo position (.20).	
12/08/15	FLW	.40 Revisions to First Amended Declaration in Support of Application for Approval of Employment of attorneys (.40) (NO CHARGE).	
12/08/15	FLW	1.00 Conference with attorney for Wells Fargo re title reports and status (.20); correspondence with client re obtaining copies of title reports (.10); review sale motion in detail and correspondence to attorney for Wells Fargo re same (.40); correspondence to client re status of avoidance actions against Wells Fargo and investigation (.20); conference with Paul Hoffmann re title report documents (.10).	350.00
12/09/15	FLW	.50 Receive titles reports on properties in which Wells Fargo has lien, review and transmit to Steve Sutton both links and copies of reports only (.50).	175.00
12/10/15	FLW	.50 Conference with Steve Sutton re sale procedures and motion, definition of lender should include Wells Fargo, sales agent consultation, qualified bids and segregation of A/R and receivables, marshaling issues with Aving Rice and UMB first, form of APA (.50).	175.00
12/14/15	FLW	.50 Conference with P. Hoffmann re Wells Fargo comments, lender's expanded A/R and inventory in bids and disagreement over extent of lien after UMB and explanation of reserve concept that would address marshaling and reserve rights over proceeds, APAs status, and case status and administrative costs (.50).	175.00
12/14/15	FLW	.20 Conference with Steve Sutton re sale procedures and APA (.20).	70.00
12/14/15	FLW	1.00 Correspondence to Steve Sutton re respond to questions raised after consulting with counsel and determine position of other (.80); correspondence to client re status of avoidance actions investigation and impact on APA procedures (.20).	350.00
12/15/15	FLW	1.00 Conference with Steve Sutton re Wells Fargo objections to sale procedures and objections (.30); telephone call to Paul Hoffmann re sale procedures re North American Savings lease rejection motion and review email response (.10); receive SNSCC objection, Gas Mart witness and exhibit list, review and arrange for notebook at hearing (.30); conference with P. Sinclair re Wells Fargo avoidance action, investigation and potential claims and status of application for court approval of retention (.30).	350.00



12/16/15	FLW	.50	Memo re documents for hearing, review notebook for hearing and prepare for same (.50).	175.00
12/16/15	FLW	1.50	Review of proposed order and attachments to confirm provisions as to Wells Fargo and confirm presentation of status re any avoidance claims (.70); conference with P. Hoffmann re Fran Transport, petition date, A/R, inventory and Polsinelli as special counsel for avoidance claims (.30); conference with S. Sutton re information from Eric Johnson re UMB secured position and Aving Rice inventory, Debtor's investigation of avoidance claims and will review order with client (.30); telephone conference with Steve Sutton re accept order terms and agree to continue hearing on stipulation (.20).	525.00
12/17/15	FLW	2.70	To court re sale procedures motion (2.20); various correspondence to P. Hoffmann re request for copies of exhibits, status of confidentiality agreement, copy of bid referred to in Court (.30), correspondence with Steve Sutton re exhibits and sale matters (.20).	945.00
12/17/15	FLW	.60	Conference with Steve Sutton re exhibits at hearing and request same (.20); receive and review federal tax lien (.20); various correspondence with Sharon Greene re hearing in Wells Fargo adversary action removed from Kansas (.20).	210.00
12/18/15	FLW	1.10	Prepare for and attend court telephone hearing on Wells Fargo action against Fran and agreement of Wells Fargo to dismiss (.40); review proposed stipulation and corrections and correspondence with client re approval of paying costs of removal, correspondence to attorney for Wells Fargo re approve and changes in documents (.70).	385.00
12/22/15	FLW	1.20	Review Wells Fargo comments to APA and correspondence re same (.30); conference with Steve Sutton re approve changes but need more information on receivables and confirm if excluded from sale (.20); conference with Scott Hill re APA (.20); conference with P. Hoffmann re conference with attorney for Odessa landlord (.30); confirm no sale of A/R and proceedings to liquidate same and changes to APA (.20).	420.00
12/23/15	FLW	.20	Receive Wells Fargo notice of senior liens and correspondence to Paul Sinclair re proposed special counsel for Wells Fargo avoiding actions (.20).	70.00
12/26/15	FLW	1.00	Review Wells Fargo notice of senior liens and various correspondence re consider objections	350.00

		deadline based on avoidance actions and receipt of avoidable transfers to consider options (.60); correspondence to Steve Sutton re option to preserve positions pending sales (.40).	
12/28/15	FLW	.50 Correspondence with attorney for Wells Fargo re possible additional company to assist in locating bidders and correspondence with client re same (.30); correspondence from attorney for Wells Fargo re credit bidding and preservation that Wells Fargo reviewed and is holding avoidable transfers and review (.20).	175.00
12/29/15	FLW	1.50 Conference with Steve Sutton re Wells Fargo stipulation, sales agent and avoidance claims (.50); conference with Steve Sutton and Paul Hoffmann re NRC, sale issues and background and avoidable transfer (.70); conference with Paul Hoffmann re North American Motion for Relief (.30).	525.00
12/30/15	FLW	.20 Correspondence re Asset Purchase Agreement and telephone call to Steve Sutton re Wells Fargo position (.20).	70.00
12/31/15	FLW	.40 Receive various correspondence re the senior lienholder chart for sale procedures and review (.40).	140.00
1/04/16	FLW	.80 Preparing objection to NASB Motion and preparing Wells Fargo Stipulation in Sale (.80).	280.00
1/05/16	FLW	.20 Correspondence between debtor and Wells Fargo re Asset Purchase Agreement (.20).	70.00
1/06/16	FLW	.80 Work on Wells Fargo stipulation on asset purchase procedures and review multiple correspondence (.80); work on fees application (.60) (NO CHARGE).	280.00
1/07/16	FLW	3.80 Preparation of Stipulation with Wells Fargo re credit bidding and payment issues (3.00); conference with Steve Sutton re same (.20); correspondence to Steve Sutton re approval (.10); transmittal to attorneys for UMB and creditors' committee re request review and approval (.20); conference with Eric Johnson re additions to stipulation and Wells Fargo matters (.30).	1,330.00
1/08/16	FLW	2.50 Receive substantially revised Wells Fargo Stipulation from UMB counsel and review and correspondence to attorney for Wells Fargo (.40); correspondence with Sun Life and note Sun Life not joining Stipulation (.20); review Wells Fargo comments to UMB (.30); correspondence from Creditor's Committee re additional provision from initial draft, send Committee comment to UMB and Wells Fargo counsel, send current UMB draft to Committee	875.00



counsel and compare status (.40); various correspondence with Paul Hoffmann re UMB provisions in Wells Fargo Stipulation to confirm debtor's position on UMB provisions (.30); correspondence with Eric Johnson re Committee request to have separate stipulation and concerns (.30); conference with Steve Sutton re Stipulation and need to contact Paul Hoffmann to get information re bidders status (.20); review revised Stipulation, correspondence with Paul Sinclair and request additional provision, review changes and correspondence to Steve Sutton re additional provisions and conference re same (.40).

1/08/16	FLW	.70	Conferences with UMB counsel re final version, correspondence with attorneys for parties in Stipulation to confirm authorized to file (.40); conference with Sharon Greene re procedures for Stipulation, Order and submission to Court after confirming all approvals and final form (.30).	245.00
1/10/16	FLW	.40	Review hearing agenda, correspondence to Sharon Greene re hearing and correspondence with Paul Hoffmann re attendance at hearing (.40).	140.00
1/11/16	FLW	.50	Preparation of fee application (.60) (NO CHARGE); drafting objections to North American's Motion for relief (.50).	175.00
1/14/16	FLW	2.60	Review NorAm motion and notice, review lease, review stalking horse bid, request information from CFO re status of lease payments and continue to draft objections to NorAm Motion (2.50); telephone call to P. Hoffmann re follow up (.10).	910.00
1/16/16	FLW	.10	Receive correspondence re North American Savings contact information for purchaser (.10).	35.00
1/19/16	FLW	1.70	Preparation of binder for hearing on NorAm motion and upon sale motion and Wells Fargo matters (1.30); correspondence with Tom Franklin re NorAm lease and sale agreement and confidentiality agreement and correspondence to client re same (.40).	595.00
1/20/16	FLW	2.30	Conference with Nick Zluticky re witness and exhibits to add to Debtors' lists for NorAm and status of sale process and issues (.40); arrange conference with client (.10); preparation of notebook of pleadings and exhibits for hearing and review further objections (1.40); correspondence to Marcus Morgan re Store #61 un-branding costs (.20); correspondence with Tom Franklin re witness and exhibits (.20).	805.00

1/21/16	FLW	5.30	Review pleadings for Wells Fargo re sale motion and Wells Fargo limited objections, review agenda and joint motion to approve stipulation with Wells Fargo, correspondence to Steve Sutton re continue or withdraw motion on adequate protection, correspondence from Steve re agree to continuance and review of sale agreement for possible objections and correspondence to Nick re agenda (.90); correspondence from NorAm attorney re exhibits and case costs on Store #61 lease, multiple correspondence re requesting documents, receive and review alleged sale agreement, preparation for hearing on cure costs and motion to reject, conference with Tom Franklin re cure costs, sale agreement and hearing, review of exhibits for NorAm (3.50); conference with John Tittle and David George re Store #61 and terms of agreements, options and recommendation to Wells Fargo (.50); correspondence to client re cure amount objection and options and response (.40).	1,855.00
1/22/16	FLW	5.10	Prepare for hearing on NorAm Motion and argument (.60); to Court, attend sale hearings and return to office (4.50).	1,785.00
1/25/16	FLW	.80	Conference with Nick Zluticky re procedures for resolving NorAm matter (.20); correspondence to client re request confirmation of cure amounts and of fence costs (.20); conference with T. Franklin re cure cost issues and documentation (.20); correspondence to client re report status (.20).	280.00
1/26/16	FLW	2.40	Correspondence with Tom Franklin re attorney fees and fence costs and possible cure amount agreement and procedures (.20); review NorAm landlord fee request and terms of lease and correspondence to client (.20); telephone calls to John Tittle and Nick Zluticky to determine status of sale agreement with NorAm and correspondence to John Tittle re cure costs (.20); multiple conferences with client re cure costs for NorAm lease (.50); conference with client re titles from Wells Fargo for closing of Sentinel sale and correspondence with Steve Sutton and telephone calls re same and status of sales orders (.40); conference with Tom Franklin re cure costs for Store #61 (.30); multiple correspondence with client and VP of Operations re city code violation and repair of fence by closing and city acknowledgment that fence complies with code (.30);	840.00



correspondence to Tom Franklin re confirming agreement (.30).

1/27/16	FLW	7.30	Telephone conference with Tom Franklin re issue appears to have arisen and uncertain as to matter (.20); multiple correspondence to Gas-Mart representative re confirmation that real estate taxes not paid on lease (.30); conference with client representative and Nick Zluticky re lenders/buyer issues with cure amounts and with real estate taxes but still unsure of final position of lenders/buyer (.30); to court and meeting with UMB counsel and with Nick Zluticky re sale order status and disagreement with sale of Store #61 with level of cure costs and level that could be agreed to and conferences with Tom Franklin and further with lender's counsel (.40); attend hearing and uncertainty of cure amounts and need to determine buyer's position and conference with attorney for UMB re extent of difference and cost and Sun Life most exposure under various agreements and return to office (1.30); draft motion to extend time to assume or reject lease with NorAm and proposed order (1.20); attend conference with lenders on NorAm cure costs and Sun Life disagreement and buyer's requirement that 2015 and 2016 pro rata taxes be paid adding \$50 to cure costs per asset purchase agreement and consider requirements if offer to assume lease and assign to Buyer to resolve issues (.40); draft correspondence to NorAm re options, obtain approvals from client and from lenders and conference with attorney for UMB (.70); conference with NorAm attorney re purchase agreement issues, taxes creating huge problem and confirm rejection of no agreement to take less and agree that no claim against Debtor and no claim against buyer for real estate taxes, alternatives, rejection issues (.50); send correspondence with approved proposals for Store #61 (.20); telephone conference with attorney for UMB re rejection issues and meeting and equipment and need to confirm agreement with proposal to NorAm (.30); telephone call and conference with attorney for Sun Life re proposal and need to also confirm agreed alternatives so issue can be considered by NorAm (.20); receive and review confirmations and correspondence to client re report status (.30); attempt to reach NorAm counsel on status to extend time to assume or reject lease and report to Court re unable to	2,555.00
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confirm if motion to extend time will be filed as no consent yet (.40); consideration of approved form of stalking horse asset purchase agreement for agreed amendments and procedures in agreement (.40); confirm no transmittals from NorAm on extending right to assume or reject (.20).

1/28/16 FLW 3.40 Various correspondence with client about fence and correspondence with lenders about fence and status (.40); correspondence confirming PPRE agrees to remove Store #61 from sale package (.10); correspondence to attorney for NorAm re no response to proposal by 10:00 a.m. and will assume offer is rejected and proceed with order (.20); telephone call to Tom Franklin's cell and office to insure that rejection was intentional (.20); conference with Tom Franklin re confirm not accepting offer, not contesting sale order, filed 546 notice of security agreement and debtors' position that no objection to sale and sale free and clear of interests and dispute over priority an issue of three claiming creditors (.30); conference with client re NorAm position and sale order and possession and rejection issues (.30); review notice of perfection of landlord possessory lien under Illinois law (.20); review correspondence and proposed sale order and correspondence to court re confirm NorAm does not intend to request a hearing on the order (.30); prepare proposed order on NorAm's motion to reject lease and correspondence to client re request approval of proposal in order for possession next Thursday and reserving all claims (.90); prepare for hearing on sale order and NorAm 546 notice (.50). 1,190.00

1/29/16 FLW 2.10 Correspondence and conference with client re hearing (.30); correspondence and conference with attorney for UMB re Order on Motion to Reject Lease by NorAm (.20); attend telephone conference on order (.40); correspondence with attorney for Sun Life (.10); revise order and correspondence to Tom Franklin and Eric Johnson (.20); correspondence with T. Franklin re questions regarding stay relief, keys and rent and correspondence with client re same (.30); conference with client re plan to have everything out by Thursday if funding available, Kevin Lott procedures and contact information for PPRE (.30); correspondence from attorney for NorAm re order on Motion to Reject and questions and correspondence with 735.00



client re same (.30).

SUMMARY OF PROFESSIONAL SERVICES

	RATE	HOURS	AMOUNT
FRANK WENDT	350.00	133.90	46,865.00
BRIAN L. PALMER	195.00	1.70	331.50
		135.60	47,196.50

COSTS (\*Combined)

7/02/15	Public access to court electronic records search	21.20
7/02/15	Public access to court electronic records search	10.10
7/10/15	Parking for Court	3.00
8/05/15	Public access to court electronic records search	6.70
9/16/15	Public access to court electronic records search	7.20
9/25/15	Filing fee - US Bankruptcy Court, District of Kansas - Wells Fargo Petition.	350.00
10/12/15	Public access to court electronic records search	3.00
11/06/15	Public access to court electronic records search	6.40
12/04/15	Public access to court electronic records search	9.40
1/04/16	Public access to court electronic records search	2.50
1/31/16	Copying Charges	95.30
TOTAL COSTS ADVANCED		514.80

INVOICE TOTAL	47,711.30
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# Western District of Missouri Claims Register

[15-41915-abf11 Gas-Mart USA, Inc.](#)

**Judge:** Arthur B. Federman

**Chapter:** 11

**Office:** Kansas City

**Last Date to file claims:**

**Trustee:**

**Last Date to file (Govt):**

<b>Creditor:</b> (15702883) Brown & Ruprecht PC <b>(ADMINISTRATIVE)</b> 2323 Grand Blvd., Suite 1100 Kansas City, MO 64108	<b>Claim No: 134</b> <i>Original Filed</i> Date: 06/15/2016 <i>Original Entered</i> Date: 06/15/2016	<b>Status:</b> <i>Filed by:</i> CR <i>Entered by:</i> Frank Wendt <i>Modified:</i>
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Admin claimed: \$28872.86							

**History:**

<a href="#"><u>Details</u></a>	<a href="#"><u>134-</u></a>	<a href="#"><u>1</u></a>	06/15/2016	Claim #134 filed by Brown & Ruprecht PC, Admin claimed: \$28872.86 (Wendt, Frank )
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**Description:** (134-1) Administrative Expense for Conflicts Counsel

**Remarks:**

## Claims Register Summary

**Case Name:** Gas-Mart USA, Inc.

**Case Number:** 15-41915-abf11

**Chapter:** 11

**Date Filed:** 07/02/2015

**Total Number Of Claims:** 1

<b>Total Amount Claimed*</b>	
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<b>Total Amount Allowed*</b>	
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\*Includes general unsecured claims

**The values are reflective of the data entered. Always refer to claim documents for actual amounts.**

	Claimed	Allowed
Secured		
Priority		
Administrative	\$28872.86	