

DAVIS & GILBERT LLP

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*Special Counsel to Debtors and
Debtors in Possession*

**UNITED STATE BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	
)	Chapter 11
K.G.WINDDOWN, LLC, <i>et al.</i> , ¹)	
)	Case No.: 20-11723 (MG)
Debtors.)	
)	(Jointly Administered)

**SUMMARY SHEET OF SECOND AND FINAL APPLICATION
OF DAVIS & GILBERT LLP, SPECIAL COUNSEL TO
DEBTORS, FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES (I) FOR THE PERIOD NOVEMBER 1, 2020 THROUGH MARCH
31, 2021 AND (II) FOR THE PERIOD JULY 28, 2020 THROUGH MARCH 31, 2021**

SUMMARY SHEET

Name of Applicant:	Davis & Gilbert, LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	July 28, 2020, <i>nunc pro tunc</i> , to October 14, 2020
Role in the Case:	Special corporate counsel to Debtors

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are K.G. Winddown, LLC (8556); KG USA Winddown, LLC (1682); KG III Winddown LLC (2613); KG LV Winddown, LLC (9805); KG Florida Winddown, LLC (9385); KG Puerto Rico Winddown, LLC (0901); KG AC Winddown, LLC (5082); KG Products Winddown, LLC (0303); KG LI Restaurant Group Winddown, LLC (1623); KG LI Winddown, LLC (1488); KG Franchise Winddown, LLC (0565); KG 60th St Holdings Winddown, LLC (9997); KG Broadway Winddown, LLC (4335); KG Hamptons Winddown, LLC (0423) and KG Payroll Winddown, LLC (collectively, the “**Debtors**”)

Current Period For Which Compensation and Reimbursement is Sought:	November 1, 2020 through March 31, 2021
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$38,401.00
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$5,245.50
Final Period For Which Compensation and Reimbursement is Sought:	July 28, 2020 through March 31, 2021
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$69,876.00
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$5,245.50

This is a: ___ Monthly___ Interim X Final Application

PRIOR MONTHLY FEE STATEMENTS

Monthly Fee Statement	Total Fees Requested	Total Expenses Requested	Objection Deadline	Amount of Fees Paid or to be Paid (100%)	Amount of Expenses Paid or to be Paid	Amount of Holdback Fees Sought
N/A						

PRIOR INTERIM FEE APPLICATIONS

First Interim Fee Application Period	Total Fees Requested	Total Expenses Requested	Order/ Cert. of No Objection Filing Date	Amount of Fees Paid or to be Paid (100%)	Amount of Expenses Paid or to be Paid	Amount of Holdback Fees Sought
July 28, 2020 through October 31, 2020	\$31,475.00	\$12.00	Dkt 385	\$31,475.00	\$0.00	Insert amount. List \$0.00 if nothing.

N/A					
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**DAVIS & GILBERT LLP SUMMARY OF PROFESSIONALS RENDERING SERVICES
FROM NOVEMBER 1, 2020 THROUGH MARCH 31, 2021**

Name of Professional	Position of the Applicant, Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
Brian Gallagher	Partner	\$810.00	24.80	\$20,088.00
Brian Gallagher	Partner	\$830.00	14.00	\$11,620.00
Massimo Giugliano	Counsel	\$610.00	4.30	\$2,623.00
Jessica Ho	Associate	\$575.00	.60	\$345.00
Total Professional Time:			43.70	\$34,676.00

**DAVIS & GILBERT LLP SUMMARY OF PARAPROFESSIONALS RENDERING
SERVICES FROM NOVEMBER 1, 2020 THROUGH MARCH 31, 2021**

Name of Professional	Position of the Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Desiree Warner	Paralegal	\$260.00	.80	\$208.00
Desiree Warner	Paralegal	\$270.00	7.20	\$1,944.00
George Vanarthos	Paralegal	\$260.00	2.00	\$520.00
George Vanarthos	Paralegal	\$270.00	3.90	\$1,053.00
Total Paralegal Time:			13.90	\$3,725.00
Grand Total (including professional time):			57.60	\$38,401.00

**DAVIS & GILBERT LLP SUMMARY OF PROFESSIONALS RENDERING SERVICES
FROM JULY 28, 2020 THROUGH MARCH 31, 2021,**

Name of Professional	Position of the Applicant, Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
Brian Gallagher	Partner	\$810.00	60.50	\$49,005.00
Brian Gallagher	Partner	\$830.00	14.00	\$11,620.00
Brooke Singer	Partner	\$670.00	.30	\$201.00
Joseph DiMiceli	Partner	\$770.00	.20	\$154.00
Massimo Giugliano	Counsel	\$610.00	4.50	\$2,745.00
Andrew Edelen	Associate	\$570.00	.20	\$114.00
Marc Rogers	Associate	\$575.00	2.20	\$1,265.00
Jessica Ho	Associate	\$575.00	.60	\$345.00
Total Professional Time:			82.50	\$65,449.00

**DAVIS & GILBERT LLP SUMMARY OF PARAPROFESSIONALS RENDERING
SERVICES FROM JULY 28, 2020 THROUGH MARCH 31, 2021,**

Name of Professional	Position of the Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Desiree Warner	Paralegal	\$260.00	.80	\$208.00
Desiree Warner	Paralegal	\$270.00	7.20	\$1,944.00
George Vanarthos	Paralegal	\$260.00	2.00	\$520.00
George Vanarthos	Paralegal	\$270.00	3.90	\$1,053.00
Candida Hilton	Paralegal	\$260.00	2.50	\$650.00
Tara Suhay	Paralegal	\$260.00	.20	\$52.00
Total Paralegal Time:			16.60	\$4,427.00
Grand Total (including professional time):			99.10	\$69,876.00

**COMPENSATION BY PROJECT CATEGORY
FROM NOVEMBER 1, 2020 THROUGH MARCH 31, 2021**

Project Category	Total Hours	Total Fees
Trademark and Licensing Agreements	4.1	\$3,373.00
Assistance with Bankruptcy Court Filings	6.6	\$5,346.00
Document Review and Analysis	10.5	\$8,465.20
Preparation of Corporate Documents and Filings	21.7	\$10,089.80
Bankruptcy Court Hearings	3.00	\$2,430.00
Fee/Employment Applications	11.7	\$8,697.00
TOTAL:	57.6	\$38,401.00

**COMPENSATION BY PROJECT CATEGORY
FROM JULY 1, 2020 THROUGH MARCH 31, 2021**

Project Category	Total Hours	Total Fees
Trademark and Licensing Agreements	15.1	\$10,837.00
Assistance with Bankruptcy Court Filings	28.4	\$23,004.00
Document Review and Analysis	19.00	\$14,696.20
Preparation of Corporate Documents and Filings	21.7	\$10,089.80
Bankruptcy Court Hearings	3.00	\$2,430.00
Fee/Employment Applications	11.9	\$8,819.00
TOTAL:	99.10	\$69,876.00

**EXPENSE SUMMARY
FROM NOVEMBER 1, 2020 THROUGH MARCH 31, 2021**

Expense Category (Examples)	Total Expenses
Filing Fees	\$5,245.50
TOTAL:	\$5,245.50

**EXPENSE SUMMARY
FROM JULY 28, 2020 THROUGH MARCH 31, 2021**

Expense Category (Examples)	Total Expenses
Filing Fees	\$5,245.50
TOTAL:	\$5,245.50

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**UNITED STATE BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	
)	Chapter 11
K.G. WINDDOWN, LLC, <i>et al.</i> , ²)	
)	Case No.: 20-11723 (MG)
Debtors.)	
)	(Jointly Administered)

SECOND AND FINAL APPLICATION OF DAVIS & GILBERT LLP, SPECIAL COUNSEL TO DEBTORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES (I) FOR THE PERIOD NOVEMBER 1 ,2020 THROUGH MARCH 31, 2021 AND (II) FOR THE PERIOD JULY 28, 2020 THROUGH MARCH 31, 2021

Davis & Gilbert LLP (the “D&G”) hereby submits its Second and Final Application (the “Application”) as special corporate counsel to Debtors, for (i) the final allowance of compensation and reimbursement of expenses for the period November 1, 2020 through March 31, 2021 (the “Current Compensation Period”) and (ii) final allowance of compensation and reimbursement of expenses for the period July 28, 2020 through March 31, 2021 (the “Final Compensation Period”), pursuant to sections 330 and 331 of title 11 of the United States Code, as amended (the “Bankruptcy Code”); Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are K.G. Winddown, LLC (8556); KG USA Winddown, LLC (1682); KG III Winddown LLC (2613); KG LV Winddown, LLC (9805); KG Florida Winddown, LLC (9385); KG Puerto Rico Winddown, LLC (0901); KG AC Winddown, LLC (5082); KG Products Winddown, LLC (0303); KG LI Restaurant Group Winddown, LLC (1623); KG LI Winddown, LLC (1488); KG Franchise Winddown, LLC (0565); KG 60th St Holdings Winddown, LLC (9997); KG Broadway Winddown , LLC (4335); KG Hamptons Winddown, LLC (0423) and KG Payroll Winddown, LLC (collectively, the “**Debtors**”)

Rules”); Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”); the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases, dated January 29, 2013 (the “Local Guidelines”); and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (together with the Local Guidelines, the “Guidelines”).

By this Second and Final Application, D&G seeks (i) final allowance of compensation in the amount of \$38,401.00 representing 100% of the compensation earned by D&G during the Current Compensation Period; (ii) reimbursement of expenses in the amount of \$5,245.50, representing 100% of the expenses incurred by D&G during the Current Compensation Period; (iii) final allowance of compensation in the amount of \$69,876.00 representing 100% of the compensation earned by D&G during the Final Compensation Period; and (iv) reimbursement of expenses in the amount of \$5,245.50, representing 100% of the expenses incurred by D&G during the Final Compensation Period. In support hereof, D&G respectfully represents the following:

JURISDICTION

1. This Bankruptcy Court has subject matter jurisdiction over this First Interim Application pursuant to 28 U.S.C. § 1334. This Second and Final Application constitutes a core proceeding under 28 U.S.C. § 157(b)(2)(A) and (B).

FACTUAL BACKGROUND

2. On July 28, 2020 (the “Petition Date”), Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

3. Debtors are operating their businesses and managing their properties as debtors in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or official committee of unsecured creditors has been appointed in these chapter 11 cases.

4. On October 14, 2020, the Bankruptcy Court approved Debtors' retention of D&G as special corporation counsel *nunc pro tunc* to July 28, 2020 [Docket No. 223].

5. D&G has received no prior payment or promises for payment from any source for services rendered during the Current Compensation Period. No agreement or understanding exists between D&G and any other person for the sharing of any compensation to be received for services rendered by D&G in Debtors' chapter 11 cases.

6. All services for which compensation is requested by D&G pursuant to this Application were performed for or on behalf of Debtors in these chapter 11 cases.

7. This is D&G's second and final fee application.

COMPENSATION AND REIMBURSEMENT OF EXPENSES

8. D&G submits this Application to the Court for allowance of reasonable fees for actual and necessary professional services and for reimbursement of actual and necessary out-of-pocket expenses incurred in representing Debtors during the Current Compensation Period and Final Compensation Period in connection with providing advice on corporate matters. All services and costs for which D&G seeks compensation and reimbursement were performed for, or on behalf of, Debtors during the Current Compensation Period and Final Compensation Period.

9. In connection with the foregoing, D&G billed a total of \$38,401.00 in fees in connection with its efforts on behalf of Debtors during the Current Compensation Period and \$69,876.00 in fees with its efforts on behalf of the Debtors during the Final Compensation Period. By this Application, D&G seeks: ((i) final allowance of compensation in the amount of \$38,401.00

representing 100% of the compensation earned by D&G during the Current Compensation Period; (ii) reimbursement of expenses in the amount of \$5,245.50, representing 100% of the expenses incurred by D&G during the Current Compensation Period; (iii) final allowance of compensation in the amount of \$69,876.00 representing 100% of the compensation earned by D&G during the Final Compensation Period; and (iv) reimbursement of expenses in the amount of \$5,245.50, representing 100% of the expenses incurred by D&G during the Final Compensation Period.

10. Attached hereto as Exhibit A are D&G's billing records for the Current Compensation Period.

11. Exhibit A contains a summary with the names of each D&G professional and paraprofessional that rendered services to Debtors during the Current Compensation Period, their customary billing rates, the time expended by each professional and paraprofessional, and the total value of time charged by each professional and paraprofessional. D&G charged its customary hourly rates for tasks performed during the Current Compensation Period, which rates are consistent with hourly rates charged by other law firms in similar chapter 11 cases. The compensation requested does not exceed the reasonable value of the services rendered.

12. In addition, Exhibit A contains a detailed listing of time recorded for services rendered, as well as a detailed narrative description of the services provided by project task category on a daily basis during the Current Compensation Period.

13. Furthermore, a breakdown of expenses incurred and disbursed by D&G during the Current Compensation Period is also contained in Exhibit A. D&G has incurred out-of-pocket expenses during the Current Compensation Period in the amount of \$5,245.50. This sum is broken down into categories of charges, including, *inter alia*, filing fees, travel-related expenses,

telecommunications charges, printing/reproduction charges, and computerized legal research. D&G's rate for duplication is \$.25 per page.

14. Exhibit B contains a summary with the names of each D&G professional and paraprofessional that rendered services to Debtors during the Final Compensation Period, their customary billing rates, the time expended by each professional and paraprofessional, and the total value of time charged by each professional and paraprofessional. D&G charged its customary hourly rates for tasks performed during the Current Compensation Period, which rates are consistent with hourly rates charged by other law firms in similar chapter 11 cases. The compensation requested does not exceed the reasonable value of the services rendered.

15. In addition, Exhibit B contains a detailed listing of time recorded for services rendered, as well as a detailed narrative description of the services provided by project task category on a daily basis during the Final Compensation Period.

16. Furthermore, a breakdown of expenses incurred and disbursed by D&G during the Final Compensation Period is also contained in Exhibit B. D&G has incurred out-of-pocket expenses during the Final Compensation Period in the amount of \$5,245.50. This sum is broken down into categories of charges, including, *inter alia*, filing fees, travel-related expenses, telecommunications charges, printing/reproduction charges, and computerized legal research. D&G's rate for duplication is \$.25 per page.

17. Although every effort was made to include all fees and expenses from the Current Compensation Period in this Application, some fees and expenses from the Current Compensation Period and Final Compensation Period may not be included in this Application due to delays in processing time and receipt of invoices for expenses or for preparation of this Application subsequent to the Current Compensation Period and Final Compensation Period. Accordingly,

D&G reserves the right to make further applications to the Court for allowance of fees and expenses not included herein related to this Application.

18. D&G believes that the Application and the description of services set forth herein for work performed are in compliance with the requirements of Local Rule 2016-2 and the applicable guidelines and requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Guidelines.

**ANALYSIS AND NARRATIVE DESCRIPTION OF
SERVICES RENDERED AND TIME EXPENDED**

19. Section 330(a) of the Bankruptcy Code provides, in pertinent part, that bankruptcy courts may award “reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional employed by any such person.” 11 U.S.C. § 330(a)(1)(A). The professionals requesting compensation from the bankruptcy estate bear the burden of demonstrating to the Bankruptcy Court that the services performed and fees incurred were reasonable.

20. In determining the amount of reasonable compensation to be awarded, the Court shall consider, pursuant to 11 U.S.C. § 330(a)(3), the nature, extent, and the value of such services, taking into account all relevant factors, including: (a) the time spent on such services, (b) the rates charged for such services, (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title, (d) whether the services were performed within a reasonable time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed, and (e) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title. *See* 11 U.S.C. § 330(A)-(E).

21. As set forth on Exhibit A, during the Current Compensation Period, D&G rendered professional services in the amount of \$38,401.00. D&G believes it is appropriate for it to be compensated for the time spent in connection with these matters, and sets forth a brief narrative description of the services rendered for or on behalf of the Debtor and the time expended, organized by project task categories, as follows:

TRADEMARK AND LICENSING AGREEMENTS

22. During the Current Compensation Period, D&G spent approximately eight percent of its time analyzing and providing legal advice in connection with Debtors' trademarks and licensing and sublicensing agreements. Such advice included, among other things, an analysis of Debtors' rights under certain licensing agreements and their ability to assign such rights to a third-party purchaser.

23. The total compensation requested for professional services rendered in this category for the Current Compensation Period is \$3,373.00 for 4.1 hours of reasonable and necessary legal services.

ASSISTANCE WITH BANKRUPTCY COURT FILINGS

24. During the Current Compensation Period, D&G spent approximately thirteen percent of its time reviewing and assisting in the preparation of various filings with the Bankruptcy Court, including production of documents required to be produced. Such assistance was necessary for compiling the necessary factual history concerning Debtors and related joint venture entities and certain credit agreements.

25. The total compensation requested for professional services rendered in this category for the Current Compensation Period is \$5,346.00 for 6.6 hours of reasonable and necessary legal services.

DOCUMENT REVIEW AND ANALYSIS

26. During the Current Compensation Period, D&G spent approximately twenty-two percent of its time reviewing and providing legal advice with regard to Debtors extensive contracts, including, without limitation, Debtors' management agreements and Debtors' and certain joint venture entities' operating agreements. Such analysis and advice was provided to Debtors' bankruptcy counsel in connection with the marketing of Debtors' assets in bankruptcy.

27. The total compensation requested for professional services rendered in this category for the Current Compensation Period is \$8,645.20 for 10.5 hours of reasonable and necessary legal services.

PREPARATION OF CORPORATE DOCUMENTS AND FILINGS

28. During the Current Compensation Period, D&G spent approximately twenty-five percent of its time preparing and filing name change applications and related authorizing resolutions in connection with the required change of Debtors names as authorized by the Court [Docket No. 401].

29. The total compensation requested for professional services rendered in this category for the Current Compensation Period is \$10,089.80 for 21.7 hours of reasonable and necessary legal services.

BANKRUPTCY COURT HEARINGS

30. During the Current Compensation Period, D&G spent approximately seven percent of its time attending Court hearings.

31. The total compensation requested for professional services rendered in this category for the Current Period is \$2,430.00 for 3.00 hours of reasonable and necessary services.

FEE/EMPLOYMENT APPLICATIONS

32. During the Current Compensation Period, D&G spent approximately twenty-five percent of its amount of time attending to its retention as special counsel to Debtors.

33. The total compensation requested for professional services rendered in this category for the Current Compensation Period is \$8,697.00 for 11.7 hours of reasonable and necessary legal services

34. D&G believes that the reasonable value of the professional services rendered on behalf of Debtors for this Current Compensation Period is \$38,401.00.

35. D&G also requests approval of actual expenses it incurred on behalf of Debtors during the period covered by this Current Application in the sum of \$5,245.50, the details of which are submitted herewith as Exhibit A. The actual expenses billed to or incurred by D&G during the period covered by this Application include those for mail and/or air courier charges, photocopying charges, electronic research and PACER services, telecommunications services, and transcript fees, all of which D&G has billed in a manner and at rates consistent with charges made generally to the firm's other clients but at no time exceeding amounts allowable by the Court and filing fees that were charged in connection with the required filings with various state agencies in connection with the name changes.

36. As outlined above, the attorneys and paraprofessionals who worked on this case on behalf of Debtors have various levels of expertise. From time to time these individuals have consulted with each other and other professionals involved in this case with regard to various issues arising therein, which D&G submits is the most efficient manner in which to represent Debtors, as opposed to representation by a single attorney who would then be required to research and familiarize themselves with each and every legal issue that arises.

37. D&G reserves all rights, claims and remedies with respect to payment of the full amount of fees incurred during the Second Interim Compensation Period.

CONCLUSION

WHEREFORE, D&G respectfully requests the following relief: (a) final allowance and payment of (i) compensation in the amount of \$38,401.00 representing 100% of the compensation earned by D&G during the Current Compensation Period (ii) reimbursement of expenses in the amount of \$5,245.50, representing 100% of the expenses incurred by D&G during the Current Compensation Period; (iii) compensation in the amount of \$69,876.00 representing 100% of the compensation earned by D&G during the Final Compensation Period; and (iv) reimbursement of expenses in the amount of \$5,245.50, presenting 100% of the expenses incurred by D&G during the Final Compensation Period; and (b) such other and further relief as may be appropriate under the circumstances.

Dated: New York, NY
May 14, 2021

By: /s/Brian R. Gallagher
Brian R. Gallagher
DAVIS & GILBERT LLP
1675 Broadway
New York, New York 10019
Telephone: (212) 468-4816
Facsimile: (212) 468-4888

*Special Counsel to Debtors
and Debtors in Possession*

**UNITED STATE BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)
) Chapter 11
K.G. WINDDOWN , LLC, *et al.*,³)
) Case No.: 20-11723 (MG)
Debtors.)
) (Jointly Administered)

CERTIFICATION

I, Brian R. Gallagher, make the following certification, pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases, dated January 29, 2013 (the “Local Guidelines”), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (and together with the Local Guidelines, the “Guidelines”) with respect to the Second and Final Application of Davis & Gilbert LLP (“D&G”), Special Counsel to the Debtors, for Compensation and Reimbursement of Expenses (i) for the Period November 1, 2020 through March 31, 2021 and (ii) for the Period July 28, 2020 through March 31, 2021 (the “Application”).

1. I am a partner of D&G.
2. I have read the Application. To the best of my knowledge, information, and belief formed after reasonable inquiry, the Application complies with the Guidelines, and falls within such Guidelines. Except to the extent fees or disbursements are prohibited by the Guidelines, fees

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and disbursements sought are charged in accordance with practices customarily employed by D&G and generally accepted by D&G clients.

3. To the best of my knowledge, in providing a reimbursable service, D&G does not make a profit on that service, whether the service is performed by D&G in-house or through a third party.

4. I certify that the United States Trustee, Debtors and counsel for the Debtors are each being provided with a copy of this Second and Final Application.

5. By this certification, D&G does not waive or release any rights or entitlements it has under the order of this Court dated October 14, 2020, approving D&G's retention as special counsel to the Debtor, *nunc pro tunc* to July 28, 2020.

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

Dated: New York, New York
May 14, 2021

/s/ Brian R. Gallagher
Brian R. Gallagher

EXHIBIT A



1740 Broadway T: 212.468.4800 www.dglaw.com
New York, NY 10019 F: 212.468.4888

EIN # 13-1504385

Il Mulino USA, LLC
136 East 57th Street
New York, NY 10022

November 5, 2020
Bill Number 389625
File Number 023577

Attn: Jerry Katzoff

FOR PROFESSIONAL SERVICES RENDERED

Through October 31, 2020

Bankruptcy proceeding

File Number 023577-0022-000

07/30/20	BG	Attendance on call with Alston Bird, Brian Galligan, Jerry Katzoff re; operational issues (1.00); attention to Firsttrust loan documents (1.0)	2.00 Hrs
07/31/20	BG	Compile documents requested for bankruptcy attorneys (2.0); review and comment on structure chart (.50)	2.50 Hrs
08/04/20	BG	Attention to Sublicense Agreements (1.00); emails to J. Katzoff (.30); review Creditor motion and email to Alston Bird re: comments (1.00)	2.30 Hrs
08/05/20	BG	Respond to Alston Bird questions re; JVs (1.30); review creditor motion and email comments to Alston Bird with related documents (1.50)	2.80 Hrs
08/06/20	BG	Attention to client letter (.50); respond to Alston Bird re: KG IM management questions (.70)	1.20 Hrs
08/07/20	BG	Respond to KG IM management questions raised by Alston Bird(1.0); review King Affidavit (.50)	1.50 Hrs
08/10/20	BG	Attendance on call with Alston Bird and J. Katzoff re: CRO	0.50 Hrs
08/11/20	BG	Attendance on call with Alston Bird and J. Katzoff re: CRO (.50); review structure chart (.20); review CRO documents (.30)	1.00 Hrs
08/12/20	BG	Attendance on call with Alston Bird and J. Katzoff re: CRO motions (.80); attendance on call with B. Galligan, J. Katzoff and Alston Bird (1.30); call with Alston Bird re: stipulation (.30)	2.40 Hrs



08/13/20	BG	Review revised CRO Stipulation (.30); attendance on call with Alston & Bird and J.Katzoff (.50); revise CRO Stipulation as revised by Creditor counsel (.40); attention to requested information and documents on GFB Corp and IM LLC-I (1.00)	2.20 Hrs
08/14/20	BG	Respond to request for documents on IMNY GS (1.0); attention to affiliations schedule (.30)	1.30 Hrs
08/17/20	BG	Attention to IMNY GS documents	0.40 Hrs
08/18/20	BG	Respond to Alston Bird chart on entities managing restaurants	0.50 Hrs
08/19/20	BG	Review Declarations; comments to same	0.70 Hrs
09/25/20	BG	Conference with G. Catalanello and W. Hao re: case	0.50 Hrs
09/28/20	MR	Review IM/BSP loan agreement; correspond with Mr. Gallagher regarding exercise of rights and remedies by BSP.	1.00 Hrs
09/30/20	JAD	Telephone call with B. Gallagher re drag-along rights	0.20 Hrs
10/05/20	BG	Call with Gerard Catalanello and Craig Boucher regarding case and corporate questions	0.40 Hrs
10/05/20	MR	Attention to diligence regarding collateral assignments; correspond with Mr. Gallagher regarding same.	1.00 Hrs
10/12/20	BG	Attendance on call with G. Catalanello, G. Boucher and investment bankers re: structure (.40); call with G. Catalanello re: structure write-up and license agreement issues (.40); prepare structure outline for potential bidders (.50)	1.30 Hrs
10/13/20	BG	Prepare outline on structure points for potential bidders	1.50 Hrs
10/16/20	BG	Review and respond to structure summary prepared by investment bankers (.40); respond to questions re: Eat in Boca LLC (.30)	0.70 Hrs
10/16/20	CH	Due diligence for status of TM portfolio	1.20 Hrs
10/20/20	BG	Review and respond to License Agreement questions raised by investment bankers	1.50 Hrs
10/21/20	ASE	Attention to issues re: license agreement	0.20 Hrs
10/21/20	BG	Conference with B. Singer (D&G trademark attorney) re: License Agreement (.30); emails to B. Singer re: interpretation of License Agreement (.40); call with investment bankers and Alston Bird re: license issues (.50); call with Alston Bird re: License Agreement issues (.50); call with Licensor counsel re: License issues and documents (1.0); review License Agreements and related issues (1.30); compile requested license and related documents (1.0)	5.00 Hrs



DAVIS & GILBERT LLP

ATTORNEYS AT LAW

10/21/20	CH	Attention to trademark issues	1.30 Hrs
10/21/20	BES	Il Mulino New York Uptown - Trademark maintenance; Review specimens	0.30 Hrs
10/22/20	TS	IL MULINO NEW YORK UPTOWN - Docket Combined Declaration of Use and Incontestability Under Sections 8 and 15.	0.20 Hrs
10/26/20	BG	Conference with B. Singer re: license/trademark questions	0.50 Hrs
10/28/20	BG	Compile documents in response to BSP document requests (1.0); multiple emails with Alston Bird re: same (.70)	1.70 Hrs
10/28/20	MXG	Review Il Mulino bankruptcy docket; correspond with B. Gallagher, re: fee application.	0.20 Hrs
10/28/20	MR	Attention to Il Mulino documentation; correspond with Mr. Gallagher regarding same.	0.20 Hrs
10/30/20	BG	Respond to Alston Bird requests for franchise documents (.50); call with Brian Galligan re: same (.30)	0.80 Hrs
10/31/20	BG	Respond to requests from Alston Bird for operating documents	0.50 Hrs

SUBTOTAL LEGAL SERVICES \$31,475.00

OTHER CHARGES

Through October 31, 2020

Duplicating \$12.00

SUBTOTAL OTHER CHARGES \$12.00

MATTER TOTAL \$31,487.00

TOTAL LEGAL SERVICES \$31,475.00

TOTAL OTHER CHARGES \$12.00

TOTAL THIS BILL \$31,487.00



Davis+Gilbert LLP
1675 Broadway
New York, NY 10019
212 468 4800
dglaw.com

EIN # 13-1504385

Il Mulino USA, LLC
136 East 57th Street
New York, NY 10022

March 23, 2021
Bill Number: 396557
File Number: 023577-0022-000

Attn: Jerry Katzoff

FOR PROFESSIONAL SERVICES RENDERED
Through March 18, 2021

Bankruptcy proceeding

11/02/20	BG	Respond to requests from Alston Bird requests for documents (.50); multiple emails with Geoffrey Williams re: same; (.40); emails to/from Brian Galligan re: franchise and employment agreements (.40); emails to S. Raia' lawyers re: requested operating agreements (.30)	1.60 Hrs
11/03/20	BG	Emails with Raia counsel re: requested operating agreements (.30); emails to Alston Bird re: same (.20); email to B. Galligan re: franchise documents (.10)	0.60 Hrs
11/03/20	MXG	Review form fee application (.10); correspond with B. Gallagher, re: fee application (.10).	0.20 Hrs
11/04/20	BG	Review the License Agreement schedule prepared by Alston Bird; (.40); provide comments to same (.40); produce requested documents (.40); emails to Alton Bird re: same	1.50 Hrs
11/05/20	BG	Call with Geoffrey Williams (Alston) re: Franchise documents (.30); emails and calls with B. Galligan re: same (.50); calls and emails with Eat in Boca counsel re: operating agreement and structure (.50); emails to Alston Bird re: same (.30); attention to fee application (1.4)	3.00 Hrs
11/06/20	BG	Respond to Alston Bird questions re; Firstrust loans; (.50); prepare fee application (1.0)	1.50 Hrs
11/06/20	MXG	Review draft fee application (.40); revise same (.70); call with L. Salcedo, re: same (.20); confer with B. Gallagher, re: same (.20).	1.50 Hrs
11/09/20	BG	Attention to fee application	0.50 Hrs



11/09/20	MXG	Further review draft fee application (.30); further revise same (1.60); revise billing codes and allocations for same (.30); correspond with B. Gallagher, re: same (.20).	2.40 Hrs
11/10/20	BG	Finalize fee application (.50); emails with Alston Bird re: same (.30); emails with Alston Bird re: Long Island mortgage documents (.50)	1.30 Hrs
11/10/20	MXG	Review revise fee application.	0.20 Hrs
11/11/20	BG	Attention to numerous Alston Bird emails re: documents; emails with B. Galligan re: same	1.00 Hrs
11/12/20	BG	Emails with Alston Bird re: requested documents (.50); emails to B. Galligan re: same (.50)	1.00 Hrs
11/13/20	BG	Respond to Alston Bird document requests (.40); emails with B. Galligan re: same (.30)	0.70 Hrs
11/18/20	BG	Emails with Alston Bird re: IM Dallas LTD and prior license agreement and history	0.40 Hrs
11/20/20	BG	Attention to document spreadsheet (.30); call with G. Williams and P. Waite re same (.40)	0.70 Hrs
12/02/20	BG	Emails with Alston Bird re; leases	0.40 Hrs
12/08/20	BG	Respond to Alston Bird request for documents	0.30 Hrs
12/10/20	BG	Respond to Alston Bird document questions re: IL Mulino USA	0.50 Hrs
12/11/20	BG	Attention to requested Firstrust documents(.50); attendance on call with Bankruptcy court;(,50); emails to Alston Bird re: Funding II lien(.70)	1.70 Hrs
12/15/20	BG	Attention to document requests from Alston Bird	0.50 Hrs
12/16/20	BG	Emails to Alston Bird re; KG IM Management(.30); response to Alston Bird requests for documents and background re: 20 th street license and Firstrust rights; (.70); call with Will Hao re: Firstrust and 20th Street (.30)attendance at bankruptcy hearing (2.5)	3.80 Hrs
12/18/20	DW	Attention to status of KG IM Management LLC in Delaware.	0.40 Hrs
12/29/20	BG	Review draft court order re: name changes (.40); emails with Alston Bird re: same (.40); review organizational documents for debtor entities (.50); emails to D. Wasser re: same (.30)	1.60 Hrs
12/30/20	BG	Attention to corporate amendments (.40); prepare name change resolutions (.80)	1.20 Hrs
12/30/20	DW	Attention to corporate name amendments.	0.40 Hrs
12/31/20	BG	Attention to name change resolutions (.60); emails with J. Ho re: same (.20); email to Alston Bird (.20)	1.00 Hrs
12/31/20	JLH	Review and comment on name change resolutions	0.60 Hrs



12/31/20	GV	Draft certificates of amendment.	2.00 Hrs
01/04/21	BG	Attention to name change issues (.40); emails to Alston Bird re: same (.20); revise name change resolutions (.20)	0.80 Hrs
01/04/21	DW	Attention to KG IM certificates of amendments for multiple entities.	1.70 Hrs
01/05/21	BG	Review Certificate of Amendments (.30); comments to same (.20); email to Alston Bird (.20)	0.70 Hrs
01/05/21	GV	Draft certificates of amendment changing certain entities names.	2.20 Hrs
01/05/21	DW	Revise KG IM certificates of amendments for multiple entities.	1.20 Hrs
01/06/21	GV	Draft documents related to name changes.	1.70 Hrs
01/11/21	BG	Conference with W. Hao (Alston Bird) re: Wonderful Restaurant LLC	0.30 Hrs
01/19/21	BG	Emails to Alston Bird re: name change documents	0.30 Hrs
01/20/21	BG	Attention to asset transfer issues (1.0); emails to Altson Bird (.30)	1.30 Hrs
01/27/21	BG	Call from First Trust counsel (.20); call with Alston Bird re: liquor license/name issues (.30)	0.50 Hrs
01/28/21	BG	Attention to License Agreement questions (1.0); email to Alston Bird (0.3).	1.30 Hrs
01/31/21	BG	Review agreements for management and license issues for Pasta Perfect and IM 60th Street (1.0) emails to Alston Bird re: same	1.30 Hrs
02/01/21	BG	Attention to name changes (.30); attention to investor issues (1.0); review Alston Bird letter (.30)	1.60 Hrs
02/03/21	BG	Attention to name change issues (.30); emails to Alston Bird re: same (.20)	0.50 Hrs
02/03/21	DW	Attention to multiple amendments filed in Delaware.	1.10 Hrs
02/04/21	BG	Emails to Alston Bird re: name changes (.50); review IM Broadway documents (.20)	0.70 Hrs
02/04/21	DW	Attention to multiple name amendment filings and registered agent notices.	0.80 Hrs
02/08/21	DW	Attention to filing for KG III WINDDOWN, LLC with the state of New York.	0.40 Hrs
02/11/21	DW	Attention to DE corporate filing.	0.40 Hrs
02/12/21	BG	Attention to IM Broadway filings (.20); emails to Alston Bird re: same (.20)	0.40 Hrs
02/12/21	DW	Submit name change filing.	0.40 Hrs



02/17/21	BG	Emails to Alston Bird re: Broadway and Puerto Rico entities	0.30 Hrs
02/17/21	DW	Attention to tax statement and filing IMNY, PUERTO RICO, LLC.	0.40 Hrs
02/18/21	DW	Attention to certified copy evidencing the filing of KG PUERTO RICO WINDOWN, LLC with the state of Delaware.	0.40 Hrs
03/03/21	DW	Attention to certified evidence of filing for KG PUERTO RICO WINDOWN, LLC in DE.	0.40 Hrs
03/17/21	BG	Attention to fee application	3.00 Hrs
03/18/21	BG	Attention to fee application	1.00 Hrs

SUBTOTAL LEGAL SERVICES \$38,401.00

OTHER CHARGES

Through March 18, 2021

Corporate Services/Registration \$5,245.50

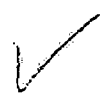
SUBTOTAL OTHER CHARGES \$5,245.50

TOTAL THIS BILL \$43,646.50



Ten Bank Street, Suite 560, White Plains, NY 10606 ~ P.914.949.9188 ~ F.914.949.9618 ~ www.unitedcorporate.com

PROJECT # KGPUE14753
C/M# 23577-0022-000



INVOICE # P936647
DATE February 18, 2021

Desiree Warner, Paralegal
Davis & Gilbert LLP
1675 Broadway
New York, NY 10019

DESCRIPTION OF SERVICES	AMOUNT
STATE LEVEL DISBURSEMENTS	
KG PUERTO RICO WINDDOWN, LLC / State Filing / DE	350.00
KG PUERTO RICO WINDDOWN, LLC / Franchise Tax Payment / DE	567.50
SERVICES	200.00
in paying owed taxes to get back into good standing and filing amendment document	

Thank you for the opportunity to be of service. If you have any questions or concerns regarding your request or this invoice, please call me.

Maria R. Fischetti, Ext 609 - mariaf@unitedcorporate.com

SUBTOTAL \$1,117.50
SALES TAX -
ADVANCE PAID -
TOTAL DUE \$1,117.50

Invoice is payable to *United Corporate Services, Inc.* upon receipt.
ACH Debit / e-Check payments accepted. Please contact us for details.
Past due amounts over 30 days are subject to 1.5% monthly finance charge.



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PROJECT # KGIII14666
C/M # 23577-0022-000

INVOICE # P935054
DATE February 08, 2021

Desiree Warner, Paralegal
Davis & Gilbert LLP
1675 Broadway
New York, NY 10019

DESCRIPTION OF SERVICES	AMOUNT
STATE LEVEL DISBURSEMENTS	
KG III Winddown, LLC / State Filing / NY	95.00
SERVICES	115.00
in filing amendment document	

Thank you for the opportunity to be of service. If you have any questions or concerns regarding your request or this invoice, please call me.

Maria R. Fischetti, Ext 609 - mariaf@unitedcorporate.com

SUBTOTAL \$210.00
SALES TAX -
ADVANCE PAID -
TOTAL DUE \$210.00

Invoice is payable to *United Corporate Services, Inc.* upon receipt.
ACH Debit / e-Check payments accepted. Please contact us for details.
Past due amounts over 30 days are subject to 1.5% monthly finance charge.

Vendor # 100311
Date Rec'd: 2/12
Voucher #:
Date Entered:
Entered by: 268597

Page 1 of 1



Q129311

 **United Corporate Services, Inc.**

Ten Bank Street, Suite 560, White Plains, NY 10606 ~ P.914.949.9188 ~ F.914.949.9618 ~ www.unitedcorporate.com

PROJECT # IMBRO15979
C/M # 23577-002-000

INVOICE # P935862
DATE February 11, 2021

Desiree Warner, Paralegal
Davis & Gilbert LLP
1675 Broadway
New York, NY 10019

DWARNER

DESCRIPTION OF SERVICES	AMOUNT
STATE LEVEL DISBURSEMENTS	
IM BROADWAY, LLC / State Filing / DE / Kent	350.00
STATUTORY AGENT	
IM BROADWAY, LLC / Incorporation Representation / DE 2/2021 through 1/2022	198.00
SERVICES	115.00
in filing renewal and revival	

Thank you for the opportunity to be of service. If you have any questions or concerns regarding your request or this invoice, please call me.

María R. Fischetti, Ext 609 - mariaf@unitedcorporate.com

SUBTOTAL	\$663.00
SALES TAX	-
ADVANCE PAID	-
TOTAL DUE	\$663.00

Invoice is payable to *United Corporate Services, Inc.* upon receipt.
ACH Debit / e-Check payments accepted. Please contact us for details.
Past due amounts over 30 days are subject to 1.5% monthly finance charge.

Vendor # 10037 Page 1 of 1
Date Rec'd: 2/12
Voucher #: _____
Date Entered: _____
Entered by: 268512 2/17



Q129312



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PROJECT # KGFR14752
C/M # 23577-0022-000

INVOICE # P934492
DATE February 03, 2021.

Desiree Warner, Paralegal
Davis & Gilbert LLP
1675 Broadway
New York, NY 10019

DESCRIPTION OF SERVICES	AMOUNT
STATE LEVEL DISBURSEMENTS	
KG FRANCHISE WINDDOWN, LLC / State Filing / DE	350.00
SERVICES	115.00
In filing amendment document	

Thank you for the opportunity to be of service. If you have any questions or concerns regarding your request or this invoice, please call me.

Maria R. Fischetti, Ext 609 - mariaf@unitedcorporate.com

SUBTOTAL \$465.00
SALES TAX -
ADVANCE PAID -
TOTAL DUE \$465.00

Invoice is payable to *United Corporate Services, Inc.* upon receipt.
ACH Debit / e-Check payments accepted. Please contact us for details.
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Q129287



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PROJECT #: KG60T14751
C/M #: 23577-0022-000

INVOICE # P934493
DATE February 03, 2021

Desiree Warner, Paralegal
Davis & Gilbert LLP
1675 Broadway
New York, NY 10019

DESCRIPTION OF SERVICES	AMOUNT
STATE LEVEL DISBURSEMENTS	
KG 60TH ST HOLDINGS WINDDOWN, LLC / State Filing / DE	350.00
SERVICES	115.00
in filing amendment document	

Thank you for the opportunity to be of service. If you have any questions or concerns regarding your request or this invoice, please call me.

Maria R. Fischetti, Ext 609 - mariaf@unitedcorporate.com

SUBTOTAL	\$465.00
SALES TAX	-
ADVANCE PAID	-
TOTAL DUE	\$465.00

Invoice is payable to *United Corporate Services, Inc.* upon receipt.
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PROJECT # KGWIN14750
C/M # 23577-0022-000

INVOICE # P934495
DATE February 03, 2021

Desiree Warner, Paralegal
Davis & Gilbert LLP
1675 Broadway
New York, NY 10019

DESCRIPTION OF SERVICES	AMOUNT
STATE LEVEL DISBURSEMENTS	-
KG WINDDOWN, LLC / State Filing / DE	350.00
SERVICES	115.00
in filing amendment document	

Thank you for the opportunity to be of service. If you have any questions or concerns regarding your request or this invoice, please call me.

Maria R. Fischetti, Ext 609 - mariaf@unitedcorporate.com

SUBTOTAL	\$465.00
SALES TAX	-
ADVANCE PAID	-
TOTAL DUE	\$465.00

#100311

Invoice is payable to *United Corporate Services, Inc.* upon receipt.
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PROJECT # KGUSA14749
C/IN # 23577-0022-000

INVOICE # P934496
DATE February 03, 2021

Desiree Warner, Paralegal
Davis & Gilbert LLP
1675 Broadway
New York, NY 10019

DESCRIPTION OF SERVICES	AMOUNT
STATE LEVEL DISBURSEMENTS	
KG USA WINDDOWN, LLC / State Filing / DE	350.00
SERVICES	115.00
in filing amendment document	

Thank you for the opportunity to be of service. If you have any questions or concerns regarding your request or this invoice, please call me.

Maria R. Fischetti, Ext 609 - mariaf@unitedcorporate.com

SUBTOTAL	\$465.00
SALES TAX	-
ADVANCE PAID	-
TOTAL DUE	\$465.00

100311

Invoice is payable to *United Corporate Services, Inc.* upon receipt.
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Past due amounts over 30 days are subject to 1.5% monthly finance charge.

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Ten Bank Street, Suite 560, White Plains, NY 10606 P.914.949.9188 F.914.949.9618 www.unitedcorporate.com

PROJECT # KGPRO14747
L/IN # 23577-0022-000

INVOICE # P934497
DATE February 03, 2021

Desiree Warner, Paralegal
Davis & Gilbert LLP
1675 Broadway
New York, NY 10019

DESCRIPTION OF SERVICES	AMOUNT
STATE LEVEL DISBURSEMENTS	
KG PRODUCTS WINDDOWN, LLC / State Filing / DE	350.00
SERVICES	115.00
in filing amendment document	

Thank you for the opportunity to be of service. If you have any questions or concerns regarding your request or this invoice, please call me.

Maria R. Fischetti, Ext 609 - mariaf@unitedcorporate.com

SUBTOTAL	\$465.00
SALES TAX	-
ADVANCE PAID	-
TOTAL DUE	\$465.00

Invoice is payable to *United Corporate Services, Inc.* upon receipt.
ACH Debit / e-Check payments accepted. Please contact us for details.
Past due amounts over 30 days are subject to 1.5% monthly finance charge.

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#268514



 **United Corporate Services, Inc.**

Ten Bank Street, Suite 560, White Plains, NY 10606 ~ P.914.949.9188 ~ F.914.949.9618 ~ www.unitedcorporate.com

PROJECT # KGLVW14746
C/Inv # 23577-0022-000.

INVOICE # P934499
DATE February 03, 2021

Desiree Warner, Paralegal
Davis & Gilbert LLP
1675 Broadway
New York, NY 10019

DESCRIPTION OF SERVICES	AMOUNT
STATE LEVEL DISBURSEMENTS	
KG LV WINDDOWN, LLC / State Filing / DE	350.00
SERVICES	115.00
in filing amendment document	

Thank you for the opportunity to be of service. If you have any questions or concerns regarding your request or this invoice, please call me.

Maria R. Fischetti, Ext 609 - mariaf@unitedcorporate.com

SUBTOTAL	\$465.00
SALES TAX	-
ADVANCE PAID	-
TOTAL DUE	\$465.00

Invoice is payable to *United Corporate Services, Inc.* upon receipt.
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Past due amounts over 30 days are subject to 1.5% monthly finance charge.



1/03/21
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Ten Bank Street, Suite 560, White Plains, NY 10606 P.914.949.9188 F.914.949.9618 www.unitedcorporate.com

PROJECT # KGHAM14745
C/M # 23577-0022-000

INVOICE # P934500
DATE February 03, 2021

Desiree Warner, Paralegal
Davis & Gilbert LLP
1675 Broadway
New York, NY 10019

DESCRIPTION OF SERVICES	AMOUNT
STATE LEVEL DISBURSEMENTS	
KG HAMPTONS WINDDOWN, LLC / State Filing / DE	350.00
SERVICES	115.00
In filing amendment document.	

Thank you for the opportunity to be of service. If you have any questions or concerns regarding your request or this invoice, please call me.

Maria R. Fischetti, Ext 609 - mariaf@unitedcorporate.com

SUBTOTAL \$465.00
SALES TAX -
ADVANCE PAID -
TOTAL DUE \$465.00

Invoice is payable to *United Corporate Services, Inc.* upon receipt.
ACH Debit / e-Check payments accepted. Please contact us for details.
Past due amounts over 30 days are subject to 1.5% monthly finance charge.

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★ 268516

