

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

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In re:	)	CHAPTER 11
	)	
KG WINDDOWN, LLC, <i>et al.</i> , <sup>1</sup>	)	
	)	CASE NO. 20-11723 (MG)
Debtors.	)	
	)	(Jointly Administered)

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**ORDER GRANTING APPLICATIONS FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED FOR THE PERIOD JULY 28, 2020 THROUGH JUNE 7, 2021**

Upon consideration of (i) *Second and Final Application of Alston & Bird LLP for Allowance of Fees and Reimbursement of Expenses as Counsel for the Debtors and Debtors In Possession (I) For the Period November 1, 2020 through June 7, 2021; and (II) for the Period July 28, 2020* (the “**Alston Fee Application**,” Dkt. 475); (ii) *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* (the “**Davis & Gilbert Fee Application**,” Dkt. 476); (iii) *First and Final Application of Mackinac Partners, LLC for Allowance of Fees and Reimbursement of Expenses as Chief Restructuring Officer for the Debtors for the Period August 14, 2020 through June 7, 2021* (the “**Mackinac Fee Application**,” Dkt. 477); and (iv) *First and Final Application for Allowance of Compensation for Services Rendered by Keen-Summit Capital Partners LLC as Real Estate Advisor for the Debtors* (the “**Keen-Summit Fee Application**,” Dkt. 478, together

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number (if any), include: KG 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 60<sup>th</sup> St Holdings Winddown, LLC (9997); KG Broadway Winddown, LLC (4335); KG Hamptons Winddown, LLC (0423) and KG Payroll Winddown, LLC (0807). For the purpose of these chapter 11 cases, the service address for the Debtors is: 12 Penns Trail, Suite 125, Newton, PA 18940.

with the Alston Fee Application, Davis & Gilbert Fee Application, and Mackinac Fee Application, the “**Applications**”); and a hearing having been held before this Court to consider the Applications on December 16, 2020; and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(6) and (c)(2); and no objections having been filed; and sufficient cause having been shown therefore, it is hereby;

**ORDERED**, that the Applications are granted to the extent set forth herein and in the attached Schedule; and it is further

**ORDERED**, that the Applications are granted on a final basis for (a) compensation for professional services rendered during the Fee Period and (b) reimbursement for actual and necessary expenses incurred during the Fee Period, in the amounts set forth in the attached Schedule; and it is further,

**ORDERED**, that payment of all fees awarded pursuant to this Order shall be subject to the terms and conditions of: (A) The Initial Order (I) Authorizing the Debtors to Make Specified Distributions to Buyer, DIP Lender and Allowed Administrative Expense Claims; (II) Dismissing the Debtors’ Chapter 11 Cases; (III) Establishing Procedures with Respect to Final Fee Applications; (IV) Authorizing the Debtor Entities to be Dissolved in Accordance with Applicable State Law; and (V) Granting Related Relief (Dkt. 499) (the “Initial Dismissal Order”); (B) Stipulation Regarding Revised Proposed Order of Dismissal (the “Stipulation”) (Dkt. 486), including the Claims Waterfall Schedule annexed thereto as Exhibit A; and (C) the Final Order: (I) *Authorizing The Debtors To Obtain Postpetition Financing*; (II) *Authorizing The Debtors To Use Cash Collateral*; (III) *Granting Adequate Protection To The Prepetition Secured Parties*; (IV) *Granting Liens And Providing Claims With Superpriority Administrative Expense Status*; (V)

*Modifying The Automatic Stay; And (VI) Granting Related Relief* (Dkt. 304), as modified by the Stipulation and/or Initial Dismissal Order; and it is further

**ORDERED**, that with respect to the Alston & Bird LLP Application approved pursuant to this Order, Alston & Bird LLP is hereby authorized and directed to release the amount \$822,500.00 from the Professional Fee Escrow and disburse same to Alston & Bird LLP on account of the fees awarded herein; and it is further

**ORDERED**, that with respect to the Davis & Gilbert Fee Application, Davis & Gilbert is hereby authorized and directed to release the amount of \$32,901.00 from the retainer held in accordance with the *Order Pursuant to Section 327(e) of the Bankruptcy Code and Bankruptcy Rule 2014 Authorizing the Retention and Employment of Davis and Gilbert LLP as Special Counsel to the Debtors Effective as of the Petition Date* (Dkt. 223) (the “**Retainer**”); and it is further

**ORDERED**, that Davis & Gilbert LLP shall promptly return the sum of \$5,378.50 of the Retainer to the Debtors; and it is further

**ORDERED**, that the Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

**IT IS SO ORDERED.**

Dated: June 14, 2021  
New York, New York

/s/ Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge

Case No.: 20-11723 (MG)

**CURRENT INTERIM FEE PERIOD**

**Schedule A**

Case Name: In re KG WINDDOWN, LLC, *et al.* November 1, 2020 – June 7, 2021 or such other period as set forth in the applicable Application

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid <sup>2</sup>	(8) Expenses Requested	(9) Expenses to be Paid for Current Fee Period <sup>3</sup>
Alston & Bird LLP	May 14, 2021  Docket No. 475	\$976,143.50 <sup>4</sup>	\$976,143.50	\$976,143.50	\$546,992.50	\$1,522,991.67	\$3,619.68	\$3,475.35 <sup>5</sup>
Davis & Gilbert LLP	May 14, 2021  Docket No. 476	\$38,401.00	\$32,901.00 <sup>6</sup>	\$32,901.00	\$0.00	\$32,901.00	\$5,245.50	\$5,245.50
Mackinac Partners, LLC	May 14, 2021  Docket No. 477	\$1,013,417.50	\$1,013,417.50	\$1,013,417.50	\$0.00	\$1,013,417.50	\$894.97	\$863.00 <sup>7</sup>
Keen- Summit Capital Partners LLC	May 14, 2021  Docket No. 478	\$33,606.25	\$23,606.25 <sup>8</sup>	\$23,606.25	\$0.00	\$23,606.25	\$0.00	\$0.00

DATE ON WHICH ORDER WAS SIGNED: June 14, 2021

INITIALS: MG, USBJ

<sup>2</sup> The payment of all fees awarded herein shall subject to the terms and conditions of this Order.

<sup>3</sup> The payment of all expenses awarded herein shall subject to the terms and conditions of this Order.

<sup>4</sup> This amount includes a reduction of fees in the amount of \$10,000 as agreed to with the U.S. Trustee's Office.

<sup>5</sup> This amount includes a reduction in the amount of \$144.33 as requested by the Court.

<sup>6</sup> This amount includes a reduction in the amount of \$500.00 as agreed to with the U.S. Trustee's Office and a reduction in the amount of \$5,000 as requested by the Court.

<sup>7</sup> This amount includes a reduction in the amount of \$31.97 as requested by the Court.

<sup>8</sup> This amount includes a reduction in the amount of \$10,000 as requested by the Court.

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**FEE APPLICATION TOTALS**

**Schedule B**

Case Name: In re KG WINDDOWN, LLC, *et al.*

<b>(1) Applicant</b>	<b>(2) Total Fees Requested</b>	<b>(3) Total Fees Paid<sup>9</sup></b>	<b>(4) Total Expenses Requested</b>	<b>(5) Total Expenses Paid</b>
Alston & Bird LLP	\$2,246,586.50	\$2,240,636.00	\$16,463.14	\$16,318.81
Davis & Gilbert LLP	\$69,876.00	\$64,376.00	\$5,257.50	\$5,245.50
Mackinac Partners, LLC	\$1,013,417.50	\$1,013,417.50	\$894.97	\$863.00
Keen-Summit Capital Partners LLC	\$33,606.25	\$23,606.25	\$0.00	\$0.00

DATE ON WHICH ORDER WAS SIGNED: June 14, 2021

INITIALS: MG, USBJ

<sup>9</sup> The payment of all fees awarded herein shall subject to the terms and conditions of this Order.