

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
LUCKY BUCKS, LLC, et al.,	)	Case No. 23-10758 (KBO)
OpCo Debtors. ¹	)	(Jointly Administered)
	)	Obj. Deadline: November 10, 2023 at 4:00 p.m. (ET)
	)	Hearing Date: November 29, 2023 at 9:30 a.m. (ET)

**SUMMARY OF FINAL FEE APPLICATION OF M3 ADVISORY PARTNERS, LP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE OPCO
DEBTORS FOR THE CASE PERIOD FROM JUNE 8, 2023 THROUGH OCTOBER 2,
2023**

Name of Applicant:	M3 Advisory Partners, LP
Authorized to Provide Professional Services to:	The OpCo Debtors
Date of Retention:	July 24, 2023 <i>nunc pro tunc</i> to June 8, 2023
Case period for which compensation and reimbursement is sought:	June 8, 2023 through October 2, 2023
Amount of Final Compensation sought as actual, reasonable and necessary:	\$2,451,508.00 ²
Amount of Final Expense Reimbursement sought as actual, reasonable and necessary:	\$2,891.06
Amount of Compensation paid to date as actual, reasonable and necessary:	\$1,561,052.40 (which represents 80% of compensation for the First, Second and Third Monthly Fee Applications)

¹ The OpCo Debtors in these chapter 11 cases (the “Chapter 11 Cases”), along with the last four digits of each OpCo Debtor’s federal identification number, include: (i) Lucky Bucks, LLC (“Lucky Bucks”) (4376) and (ii) Lucky Bucks HoldCo, LLC (“HoldCo” and, together with Lucky Bucks, the “OpCo Debtors”) (0081). The OpCo Debtors’ primary mailing address is 5820 Live Oak Parkway, Suite 300, Norcross, Georgia 30093.

²The Application (as defined herein) reflects M3’s request for an additional \$43,127.50 for approximate fees incurred and expected to be incurred after the Effective Date (as defined herein) in connection with M3’s preparation of this Application. For the avoidance of doubt, this Application is seeking approval only for compensation and expenses incurred by the OpCo Debtors, and excludes Holdings.

Amount of Expense Reimbursement paid to date
as actual, reasonable and necessary:

\$2,465.02 (which represents 100% of expenses
incurred during the First, Second and Third Monthly
Fee Application periods)

This is a: ____ monthly X final application

Prior applications (OpCo Debtors):

Application	Date Filed	Period Covered	Requested Fees/Expenses	Approved Fees/Expenses
First Monthly Fee Application	7/31/2023	6/8/2023-6/30/2023	\$425,577.52	\$425,577.52
Second Monthly Fee Application	8/21/2023	7/1/2023-7/31/2023	\$641,654.74	\$641,654.74
Third Monthly Fee Application	9/21/2023	8/1/2023-8/31/2023	\$496,285.16	\$496,285.16
Fourth Monthly Fee Application	10/20/2023	9/1/2023-10/2/2023	\$366,078.04	CNO due November 10, 2023

**SUMMARY OF BILLING BY PROFESSIONAL FOR THE CASE PERIOD FROM
JUNE 8, 2023 THROUGH OCTOBER 2, 2023 (OpCo Debtors)**

Name of Professional Person	Initials	Position of the Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Lyle Bauck	LB	Managing Director	\$1,150.00	378.9	\$435,735.00
Keshav Lall	KL	Managing Director	\$1,150.00	431.4	\$496,110.00
William Murphy	WM	Senior Director	\$895.00	13.9	\$12,440.50
Zachary Barbieri	ZB	Director	\$875.00	179.4	\$156,975.00
Daniel Weisman	DW	Vice President	\$750.00	754.9	\$566,175.00
Timothy Hickey	TH	Senior Associate	\$650.00	134.2	\$87,230.00
Timothy Hickey	TH	Associate	\$550.00	301.8	\$165,990.00
Tyler Koch	TK	Associate	\$550.00	732.8	\$403,040.00
Brennan Lytle	BL	Associate	\$550.00	22.5	\$12,375.00
Grant Goldstein	GG	Associate	\$550.00	0.4	\$220.00
Grant Goldstein	GG	Analyst	\$450.00	25.2	\$11,340.00
Richard Easterly	RE	Analyst	\$450.00	135.0	\$60,750.00
		Total for OpCo Debtors:		3,110.4	\$2,408,380.50
		Blended Rate:	\$774.30		

**COMPENSATION BY PROJECT CATEGORY FOR THE CASE PERIOD FROM JUNE
8, 2023 THROUGH OCTOBER 2, 2023 (OpCo Debtors)**

Project Category	Total Hours	Total Fees
Bankruptcy Motions / Filings	265.8	\$206,620.00
Business Operations	487.7	\$401,401.50
Cash Flow Model / Cash Collateral / DIP	841.3	\$613,687.50
Court Hearings / Preparation	166.7	\$153,920.00
Disclosure Statement / Plan of Reorganization	430.6	\$382,220.00
Fee Application	233.1	\$154,421.50
Meetings, Communication and Data Requests for Creditor Advisors	450.1	\$342,522.50
Monthly Operating Reports	235.1	\$153,587.50
Total for OpCo Debtors	3,110.4	\$2,408,380.50

**EXPENSE SUMMARY FOR THE CASE PERIOD FROM JUNE 8, 2023 THROUGH
OCTOBER 2, 2023 (OpCo Debtors)**

Expenses Category	Total Expenses
Meals	\$1,207.61
Transportation	\$1,460.03
Conference Calls / Other	\$223.42
Total for OpCo Debtors	\$2,891.06

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LUCKY BUCKS, LLC, et al.,	)	Case No. 23-10758 (KBO)
OpCo Debtors. ¹	)	(Jointly Administered)
	)	Obj. Deadline: November 10, 2023 at 4:00 p.m. (ET)
	)	Hearing Date: November 29, 2023 at 9:30 a.m. (ET)

**FINAL FEE APPLICATION OF M3 ADVISORY PARTNERS, LP FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE CASE
PERIOD FROM JUNE 8, 2023 THROUGH OCTOBER 2, 2023**

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and in accordance with (i) the *Order Authorizing and Approving the Employment and Retention of M3 Advisory Partners, LP as Financial Advisor for the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 202] (the “Retention Order”), (ii) the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief* [Docket No. 150], (iii) the *Findings of Fact, Conclusions of Law, and Order Confirming the OpCo Debtors’ Joint Chapter 11 Plan and Approving the Disclosure Statement As It Relates Thereto for Case Nos. 23-10757 and 23-10758* [Docket No. 214] (the “Confirmation Order”) and (iv) the *First Amended Joint Chapter 11 Plan of Lucky Bucks, LLC and Lucky Bucks HoldCo, LLC* [Docket No. 187] (the “OpCo Plan”), for final allowance of compensation for professional services rendered and

¹ The OpCo Debtors in these chapter 11 cases (the “Chapter 11 Cases”), along with the last four digits of each OpCo Debtor’s federal identification number, include: (i) Lucky Bucks, LLC (“Lucky Bucks”) (4376) and (ii) Lucky Bucks HoldCo, LLC (“HoldCo”) and, together with Lucky Bucks, the “OpCo Debtors”) (0081). The OpCo Debtors’ primary mailing address is 5820 Live Oak Parkway, Suite 300, Norcross, Georgia 30093.

reimbursement of actual and necessary expenses incurred for the period from June 8, 2023 through October 2, 2023 (the “Case Period”), M3 Advisory Partners, LP (“M3”) hereby applies this Final Fee Application (the “Application”) with the Court for final approval and allowance of compensation in the amount of \$2,451,508.00 for professional services rendered, and reimbursement in the amount of \$2,891.06 of actual and necessary expenses incurred, during the Case Period, including any and all holdbacks. Pursuant to the Interim Compensation Order, and as detailed in the chart below, M3 filed four monthly applications that have not been heard by the Court for final approval. See Docket Nos. 217, 227, 241 & 283 (collectively, the “Monthly Applications”).

MONTHLY FEE APPLICATION			REQUESTED FEES AND EXPENSES		APPROVED FEES AND EXPENSES		HOLDBACK
Application Docket No. Date Filed	CNO Docket No. Date Filed	Period Covered	Requested Fees (80%)	Requested Expenses (100%)	Approved Fees (80%)	Approved Expenses (100%)	Fee Holdback (20%)
First Monthly D.I. 217 7/31/23	D.I. 228 8/22/23	6/8/23-6/30/23	\$425,222.40	\$355.12	\$425,222.40	\$355.12	\$106,305.60
Second Monthly D.I. 227 8/21/23	D.I. 236 9/12/23	7/1/23-7/31/23	\$640,010.00	\$1,664.74	\$640,010.00	\$1,664.74	\$160,002.50
Third Monthly D.I. 241 9/21/23	D.I. 265 10/12/23	8/1/23-8/31/23	\$495,820.00	\$465.16	\$495,820.00	\$465.16	\$123,955.00
Fourth Monthly D.I. 283 10/20/23	Due 11/10/23	9/1/23-10/2/23	\$365,652.00	\$426.04	TBD (CNO due 11/10/23)		

BACKGROUND

A. The Chapter 11 Cases

1. On June 8, 2023, the OpCo Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in this Court. The Chapter 11 Cases are being jointly administered solely for procedural purposes pursuant to Bankruptcy Rule 1015(b).

2. On July 28, 2023, the Court entered the Confirmation Order confirming the OpCo Plan.

3. On October 2, 2023, (the “Effective Date”), the OpCo Plan became effective. *See* Docket No. 253.

B. The Retention of M3

4. Pursuant to the Retention Order, M3 was retained as financial advisor to the OpCo Debtors in connection with these chapter 11 cases *nunc pro tunc* to June 8, 2023. The Retention Order authorizes M3 to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

5. All services for which compensation is requested herein by M3 were performed for or on behalf of the OpCo Debtors.

SUMMARY OF SERVICES RENDERED

6. Attached as **Exhibit A** to each of the previously filed Monthly Applications was a detailed summary of fees incurred by professional during the applicable Monthly Application. The total amount of fees for professional services rendered by M3 to the OpCo Debtors during the Case Period, which is comprised of the previously filed the Monthly Applications, is \$2,451,508.00.

7. The services rendered by M3 during the Case Period are grouped into the categories set forth in **Exhibit B** to each of the previously filed Monthly Applications. The professionals

who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, are reflected in Exhibit C to each of the previously filed Monthly Applications. The following paragraphs describe the primary services rendered by M3 to the OpCo Debtors during the Case Period, which includes all of the previously filed Monthly Applications.

Code 1 – Bankruptcy Motion / Filings (\$206,620.00; 265.8 hours)

8. During the Case Period, M3 assisted the OpCo Debtors in tasks related to preparing, analyzing and filing motions and other reports as required by the court or the Plan documents.

Code 2 – Business Operations (\$401,401.50; 487.7 hours)

9. During the Case Period, M3 incurred time on tasks related to the OpCo Debtors' operations, including but not limited to assisting with review of key performance indicators, accounting operations, preparing materials for and attending board, creditor, and third party business discussions.

Code 3 – Cash Flow Model / Cash Collateral / DIP (613,687.50; 841.3 hours)

10. During the Case Period, M3 incurred time on cash flow model related tasks including, but not limited to, preparing the short-term and long-term cash forecasts, creating weekly cash flow variance reports, vendor issues including reconciliation of outstanding balances, and discussions with management related to cash management and post petition payment approvals.

Code 4 – Court Hearings / Preparation (\$153,920.00; 166.7 hours)

11. During the Case Period, M3 incurred time preparing for and attending court hearings, including the first day hearing and confirmation hearing.

Code 5 – Disclosure Statement / Plan of Reorganization (\$382,220.00; 430.6 hours)

12. During the Case Period, M3 incurred time discussing case issues, preparing responses to third party diligence requests, and providing input on the emergence arrangements.

Code 6 – Fee Application (\$154,421.50; 233.1 hours)

13. During the Case Period, M3 incurred time with respect to M3's fee application.

Code 7 – Meetings, Communications and Data Requests for Creditor Advisors (342,522.50; 450.1 hours)

14. During the Case Period, M3 incurred time preparing ad-hoc analyses to support creditor diligence requests including but not limited to preparation of machine contract, acquisition, and performance summaries as well as preparing for and participating in weekly operating update meetings.

Code 8 – Monthly Operating Reports (\$153,587.50; 235.1 hours)

15. During the Case Period, M3 incurred time with respect to preparing monthly operating reports and supporting schedules.

DISBURSEMENTS

16. **Exhibit D** attached to each of the previously filed Monthly Applications contained a detailed statement of expenses paid by M3 during the Case Period, showing the amount of \$2,891.06 due for reimbursement of expenses. The expenses are broken down into categories of charges, which may include, among other things, the following charges: airfare, lodging, meals, transportation, and other expenses.

VALUATION OF SERVICES

17. The professionals of M3 have expended a total of 3,110.4 hours, respectively, in connection with this matter during the Case Period.

18. The amount of time spent by each of the professionals providing services to the OpCo Debtors for the Case Period is fully set forth on **Exhibit A** to each of the previously filed Monthly Applications. These are M3's normal hourly rates of compensation for work of this character. The reasonable value of services rendered by M3 for the Case Period as financial advisor to the OpCo Debtors in these chapter 11 cases is \$2,451,508.00.

19. M3 believes that the time entries set forth on **Exhibit C** and the expense breakdown set forth on **Exhibit D** to each of the previously filed Monthly Applications are in compliance with the requirements of Local Rule 2016-2.

20. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code. This Application covers the period from June 8, 2023 through and including October 2, 2023.

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CONCLUSION

WHEREFORE, M3 requests: (i) final allowance of compensation in the sum of \$2,451,508.00² for necessary professional services rendered to the OpCo Debtors during the Case Period, and reimbursement of actual and necessary costs and expenses incurred of \$2,891.06 during the Case Period; (ii) payment of the outstanding balance of all amounts not paid to date ; and (iii) such other and further relief as the Court may deem just and proper.

Dated: October 20, 2023

M3 ADVISORY PARTNERS, LP

/s/ Keshav Lall

Keshav Lall

Managing Director, M3 Advisory Partners, LP

² The Application reflects M3's request for an additional \$43,127.50 for approximate fees incurred and expected to be incurred after the Effective Date in connection with M3's preparation of this Application.

CERTIFICATION OF COMPLIANCE WITH LOCAL RULE 2016-2

I, Keshav Lall, hereby certify as follows:

1. I am a Managing Director in the applicant firm of M3 Advisory Partners, LP (“M3”).

2. I have personally performed many of the services rendered by M3, as financial advisor to the OpCo Debtors, and am generally familiar with all other work performed on behalf of the OpCo Debtors by the professionals in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief. Moreover, I have reviewed the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and submit that the Application complies with such requirements.

Dated: October 20, 2023

M3 ADVISORY PARTNERS, LP

/s/ Keshav Lall

Keshav Lall

Managing Director, M3 Advisory Partners, LP

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FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
	)	Case No. 23-10758 (KBO)
LUCKY BUCKS, LLC, <i>et al.</i> ,	)	
	)	(Jointly Administered)
Debtors. ¹	)	
	)	Objection Deadline: November 10, 2023 at 4:00 p.m. (ET)
	)	Hearing Date: November 29, 2023 at 9:30 a.m. (ET)
	)	

NOTICE OF FINAL FEE APPLICATION AND HEARING

PLEASE TAKE NOTICE that M3 Advisory Partners, LP (the “Applicant”) has today filed the attached *Final Fee Application of M3 Advisory Partners, LP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to the OpCo Debtors for the Case Period from June 8, 2023 through October 2, 2023* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be made in accordance with the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief* [Docket No. 150] (the “Interim Compensation Order”) and the *Findings of Fact, Conclusions of Law, and Order Confirming the OPCO Debtors’ Joint Chapter 11 Plan and Approving the Disclosure Statement as it Relates Thereto for Case Nos. 23-10757 and 23-10758*, dated July 28, 2023 [Docket No. 214], and must be filed with the Clerk of the Court, 824 North Market Street,

¹ The Debtors in these chapter 11 cases (the “Chapter 11 Cases”), along with the last four digits of each Debtor’s federal identification number, include: (i) Lucky Bucks, LLC (“Lucky Bucks”) (4376); (ii) Lucky Bucks HoldCo, LLC (“HoldCo” and, together with Lucky Bucks, the “OpCo Debtors”) (0081), and (iii) Lucky Bucks Holdings LLC (“Holdings” and, together with the OpCo Debtors, the “Debtors”) (3221). The Debtors’ primary mailing address is 5820 Live Oak Parkway, Suite 300, Norcross, Georgia 30093.

3rd Floor, Wilmington, Delaware 19801 by no later than **November 10, 2023 at 4:00 p.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE that if any objections to the Application are received, the Application and such objections shall be considered at a hearing before The Honorable Karen B. Owens, United States Bankruptcy Judge for the District of Delaware, at the Court, 824 North Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801 on **November 29, 2023 at 9:30 a.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

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Dated: October 20, 2023
Wilmington, Delaware

/s/ Matthew P. Milana

Russell C. Silberglied (No. 3462)
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- and -

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