

ORDERED.

Dated: September 13, 2024



Grace E. Robson
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
ORLANDO DIVISION
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IN RE:

Chapter 11 Cases

RED LOBSTER MANAGEMENT LLC,¹

Case No. 6:24-bk-02486-GER
Lead Case

RED LOBSTER RESTAURANTS LLC,
RLSV, INC.,
RED LOBSTER CANADA, INC.,
RED LOBSTER HOSPITALITY LLC,
RL KANSAS LLC,
RED LOBSTER SOURCING LLC,
RED LOBSTER SUPPLY LLC,
RL COLUMBIA LLC,
RL OF FREDERICK, INC.,
RED LOBSTER OF TEXAS, INC.,
RL MARYLAND, INC.,

Jointly Administered with
Case No. 6:24-bk-02487-GER
Case No. 6:24-bk-02488-GER
Case No. 6:24-bk-02489-GER
Case No. 6:24-bk-02490-GER
Case No. 6:24-bk-02491-GER
Case No. 6:24-bk-02492-GER
Case No. 6:24-bk-02493-GER
Case No. 6:24-bk-02494-GER
Case No. 6:24-bk-02495-GER
Case No. 6:24-bk-02496-GER
Case No. 6:24-bk-02497-GER

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are Red Lobster Management LLC (6889); Red Lobster Sourcing LLC (3075); Red Lobster Supply LLC (9187); RL Kansas LLC (2396); Red Lobster Hospitality LLC (5297); Red Lobster Restaurants LLC (4308); RL Columbia LLC (7825); RL of Frederick, Inc. (9184); RL Salisbury, LLC (7836); RL Maryland, Inc. (7185); Red Lobster of Texas, Inc. (1424); Red Lobster of Bel Air, Inc. (2240); RLSV, Inc. (6180); Red Lobster Canada, Inc. (4569); and Red Lobster International Holdings LLC (4661). The Debtors' principal offices are located at 450 S. Orange Avenue, Suite 800, Orlando, FL 32801.

RED LOBSTER OF BEL AIR, INC.,
RL SALISBURY, LLC,
RED LOBSTER INTERNATIONAL HOLDINGS LLC,

Case No. 6:24-bk-02498-GER
Case No. 6:24-bk-02499-GER
Case No. 6:24-bk-02500-GER

Debtors.

**ORDER APPROVING FINAL APPLICATION OF
ALVAREZ & MARSAL NORTH AMERICA, LLC, FOR
THE ALLOWANCE AND PAYMENT OF FEES AND EXPENSES
FOR THE PERIOD OF MAY 19, 2024 THROUGH SEPTEMBER 5, 2024**

THIS CASE came before the Court for hearing on September 5, 2024, at 10:00 a.m., in Orlando, Florida (the “Hearing”)² upon (i) the *Final Application of Alvarez & Marsal North America, LLC, for the Allowance and Payment of Fees and Expenses* for the period of May 19, 2024, through August 17, 2024 [ECF No. 927] (the “Final Fee Application”); (ii) the *Supplement to the Final Application of Alvarez & Marsal North America, LLC, For the Allowance and Payment of Fees and Expenses* for the period from August 17, 2024, through August 31, 2024 [ECF No. 1107] (the “Supplement”); and (iii) further supplement as announced by counsel for the Debtors at the Hearing for the period of September 1, 2024, through the conclusion of the Hearing (“Second Supplement” and together with the Final Fee Application and the Supplement, collectively, the “Application”). For the reasons stated on the record at the Hearing, which are incorporated herein, the Court, (i) having reviewed and considered the Application, (ii) finding that good and sufficient notice of the Application and the Hearing thereon has been provided to all creditors and other parties of interest, none of whom have objected to the award sought by A&M, including the U.S. Trustee, (iii) having heard the presentation of counsel at the Hearing, and (iv) being otherwise duly advised in the premises, does

ORDER as follows:

² Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Application (defined herein).

1. The Application is **APPROVED**.

2. On August 21, 2024, Alvarez & Marsal North America, LLC (“A&M”) filed its Final Fee Application requesting a final award of fees in the amount of \$7,087,402.00, including \$5,028,625.00 in actual fees for the period inclusive of May 19, 2024, through August 17, 2024, and \$2,058,777.00 in estimated fees through September 5, 2024, and expenses in the amount of \$346,523.57, including \$146,523.57 of actual expenses for the period inclusive of May 19, 2024, through August 10, 2024, and \$200,000.00 of estimated expenses through September 5, 2024 (the “Estimated Cost Amount”).

3. On September 3, 2024, A&M filed its Supplement requesting a final award of additional actual fees incurred in the amount of \$722,877.50 for the period inclusive of August 18, 2024, through August 31, 2024, and actual expenses processed in the amount of \$8,860.18 for the period inclusive of August 10, 2024, through August 24, 2024.

4. Additionally, as announced on the record at the Hearing, A&M requests a final award of actual fees and expenses incurred for the period inclusive of September 1, 2024, through September 5, 2024, which A&M has determined total \$251,212.50 for fees and \$24,836.57 for expenses incurred and processed.

5. In sum, A&M, by the Application, is presently seeking a final award of \$6,002,715.00 in fees and \$180,220.32 in expenses for a total award of \$6,182,935.32, of which \$5,559,702.25 has already been paid for the period inclusive of May 19, 2024, through September 5, 2024, pursuant to the *Order Authorizing the Debtors to (I) Retain Alvarez & Marsal North America, LLC to Provide the Debtors a Chief Executive Officer, a Chief Restructuring Officer, and Certain Additional Personnel, (II) Designate Jonathan Tibus as Chief Executive Officer, and (III) Designate Nicholas Haughey as Chief Restructuring Officer, in Each*

Case, Effective as of the Petition Date [ECF No. 384] (the “A&M Retention Order”).

6. A&M is awarded, on a final basis, \$6,002,715.00 as compensation for services rendered, \$180,220.32 as reimbursement for actual and necessary expenses incurred, and up to the Estimated Cost Amount for actual and necessary expenses incurred as set forth in paragraph 7 below, from May 19, 2024, through September 5, 2024, for a final award totaling \$6,182,935.32 plus an amount not to exceed the Estimated Cost Amount, as more fully set forth above.

7. A&M is authorized to withdraw from the Professional Fee Reserve (as such term is defined in the Final DIP Order³) the amount of \$623,233.07, which is the sum of: (a) the fees and expenses requested in the Final Fee Application and not yet paid in the amount of \$0; *plus* (b) the fees requested in the Supplement and not yet paid for the period inclusive of August 18, 2024 through August 31, 2024, in the amount of \$347,184.00; *plus* (c) the actual fees incurred and expenses incurred or processed in connection with the Second Supplement for the period inclusive of September 1, 2024 through September 5, 2024 in the amount of \$276,049.07. Additionally, A&M shall be entitled to withdraw from the Professional Fee Reserve costs up to the Estimated Cost Amount upon submission to the Debtors of the actual expenses incurred. Pursuant to the Final DIP Order and Confirmation Order, A&M is authorized to apply the remainder of its pre-petition retainer in the amount of \$397,158.00 to post-confirmation fees and expenses incurred.

8. In making the foregoing award, the Court has considered the criteria in section 330 of the Bankruptcy Code, the requirements of Bankruptcy Rule 2016, and the factors that

³ *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral on a Limited Basis, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief* [ECF No. 393].

govern the reasonableness of fees as set forth in *Grant v. George Schumann Tire & Battery Co.*, 908 F.2d 874 (11th Cir. 1990), *Matter of First Colonial Corp. of America*, 544 F.2d 1291 (5th Cir. 1977) and *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974), and finds that the amounts awarded herein represent reasonable compensation for actual and necessary services rendered and expenses incurred by Alvarez & Marsal North America, LLC.

9. Nothing in this Order amends, modifies, or supersedes the A&M Retention Order, which remains in full force and effect in all respects.

10. This Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

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(Paul Steven Singerman, Esq. is directed to serve a copy of this order on interested parties who are non-CM/ECF users and to file a proof of service within three days of entry of the order).