IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
Yardbird Group LLC, *et al.*,[1]	Case No. 26-11479 (BLS)
Debtors.	(Jointly Administered)
	Obj. Deadline: October 13, 2026 at 4:00 p.m. (ET) **Hearing Date: October 20, 2026 at 10:00 a.m. (ET)**

APPLICATION OF THE DEBTORS TO RETAIN AND EMPLOY POTTER ANDERSON & CORROON LLP AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014(a) AND 2016, AND LOCAL RULE 2014-1, EFFECTIVE AS OF THE PETITION DATE

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Proposed Order"), authorizing the Debtors to retain Potter Anderson & Corroon LLP ("Potter Anderson") as counsel to the Debtors, effective as of the Petition Date (as defined below). In support of this application (this "Application"), the Debtors rely on the declaration of M. Blake Cleary, attached hereto as **Exhibit B** (the "Cleary Declaration"), and respectfully state as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (this "Court") has jurisdiction over the above-captioned chapter 11 cases (these "Chapter 11 Cases"), the Debtors, property of the Debtors' estates, and these matters under 28 U.S.C. §§ 157 and 1334 and the

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: Yardbird Group LLC (7139); Southern Operations, LLC (5384); Yardbird Beverly Hills, LLC (9735); Yardbird DFW, LLC (2545); Yardbird DC, LLC (2651); Yardbird Chicago, LLC (6273); Yardbird Denver LLC (8819), YB Las Vegas, LLC (4071), Yardbird DFW Management LLC (8949), Yardbird DFW Concession LLC (1952), and The Bird Singapore LLC (8264). The location of the Debtors' service address in these chapter 11 cases is 3355 Las Vegas Boulevard South, Las Vegas, Nevada 89109.

Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Pursuant to rule 9013-1(f) of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), the Debtors consent to the entry of a final order with respect to this Motion if it is determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. Venue of these Chapter 11 Cases in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein are section 327(a) of title 11 of the United States Code (the "Bankruptcy Code"), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Local Rule 2014-1.

GENERAL BACKGROUND

5. On September 21, 2026 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief pursuant to chapter 11 of the Bankruptcy Code. These Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). *See* Docket No. 40. The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made, and no official committees have been appointed in these Chapter 11 Cases.

6. The Debtors own and operate "Yardbird Southern Table & Bar," an award-winning polished casual dining concept offering a modern take on traditional Southern American cuisine. Beyond its famed fried chicken, Yardbird is known for its weekend brunch, chef-curated bourbon

dinners, and an award-winning mixology program and extensive wine list, all served in an inviting, open atmosphere anchored by signature floor-to-ceiling windows and open kitchens. Event dining and catering represent a significant portion of the Debtors' revenue, complementing the Debtors' three operating restaurant locations in Dallas, Texas; Washington, D.C.; and Chicago, Illinois, and two licensed locations in Las Vegas, Nevada and Singapore.

7. Additional factual background regarding the Debtors, including their business operations, their corporate and capital structure, and the events leading to the filing of these Chapter 11 Cases is set forth in the Declaration of *Albert Altro in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 2] (the "First Day Declaration"), which is incorporated herein by reference.[2]

SERVICES TO BE PROVIDED

8. The services of Potter Anderson are necessary to enable the Debtors to faithfully execute their duties as debtors and debtors in possession in these Chapter 11 Cases. Subject to Court approval, the professional services that Potter Anderson will render may include, but shall not be limited to:

a. Advising the Debtors of their rights, powers, and duties as debtors and debtors in possession under chapter 11 of the Bankruptcy Code;

b. Taking action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of actions commenced against the Debtors in the Chapter 11 Cases, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors;

c. Appearing in Court and at any meeting required by the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") and any meeting of creditors at any given time on behalf of the Debtors as their counsel;

d. Assisting with any disposition of the Debtors' assets by sale or otherwise;

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

e. Preparing, on behalf of the Debtors, motions, applications, answers, orders, reports, and papers in connection with the administration of the Debtors' estates;

f. Preparing any chapter 11 plan;

g. Preparing the disclosure statement and any related documents and pleadings necessary to solicit votes on any chapter 11 plan;

h. Prosecuting on behalf of the Debtors any proposed plan and seeking approval of all transactions contemplated therein and, in any amendments, thereto; and

i. Performing all other services assigned by the Debtors to Potter Anderson. To the extent Potter Anderson determines that such services fall outside of the scope of services historically or generally performed by the firm in a bankruptcy proceeding, Potter Anderson will file a supplemental declaration pursuant to Bankruptcy Rule 2014.

RELIEF REQUESTED

9. By this Application, the Debtors seek to retain and employ Potter Anderson pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rule 2014-1 as counsel in connection with the commencement and prosecution of these Chapter 11 Cases, effective as of the Petition Date.

BASIS FOR RELIEF

10. Under section 327(a) of the Bankruptcy Code, a debtor in possession "with the court's approval, may employ one or more attorneys . . . that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor in possession] in carrying out [its] duties under this title." 11 U.S.C. § 327(a). Such employment may be based on "any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on fixed or percentage fee basis, or on a contingent fee basis." 11 U.S.C. § 328(a).

11. The Debtors seek to retain Potter Anderson because of its attorneys' extensive expertise and knowledge in the fields of corporate law, business reorganizations, and restructuring under chapter 11 of the Bankruptcy Code, its expertise, experience, and knowledge practicing

before this Court, its proximity to this Court, its ability to respond quickly to emergency hearings and other emergency matters in this Court, and because Potter Anderson's appearance before this Court will be efficient and cost effective for the Debtors' estates. In addition, in preparing for these Chapter 11 Cases, Potter Anderson has become familiar with the Debtors' business and affairs, and many of the potential legal issues that may arise in the context of these Chapter 11 Cases. Accordingly, the Debtors believe that Potter Anderson is both well-qualified and uniquely able to represent them in these Chapter 11 Cases in an efficient and timely manner.

12. Potter Anderson's representation is in accordance with section 327(a) of the Bankruptcy Code. Section 327(a) of the Bankruptcy Code provides for the retention of counsel where counsel does not possess any interest materially adverse to the Debtors and are disinterested persons. Based on the Cleary Declaration and as set forth below, the Debtors submit that Potter Anderson is disinterested as that term is defined in the Bankruptcy Code. Accordingly, the Debtors submit that Potter Anderson's representation of the Debtors is permissible under section 327 of the Bankruptcy Code and is in the best interests of all creditors of the Debtors' estates.

13. By separate application, the Debtors are also seeking to employ (i) Traverse LLC to provide the Debtors' with a chief restructuring officer and additional personnel, as necessary, (ii) Soravine Advisors, as investment banker, and (iii) Kurtzman Carson Consultants, LLC dba Verita Global, as administrative advisor.[3] The Debtors understand the division of responsibility between the professionals and intend to monitor carefully these and any other professionals to ensure a clear delineation of their respective duties and roles so as to prevent duplicative efforts. The Debtors recognize that efficient coordination of efforts among the Debtors' professionals will greatly add to the effective administration of the Chapter 11 Cases.

[3] The Debtors may seek to retain additional professionals should circumstances warrant.

PROFESSIONAL COMPENSATION

14. Potter Anderson intends to apply to the Court for compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any administrative compensation order entered in these Chapter 11 Cases. Subject to those provisions, the Debtors propose to pay Potter Anderson its customary hourly rates in effect from time to time as set forth in the Cleary Declaration. The Debtors submit that these rates are reasonable.

15. The current standard hourly rates charged by Potter Anderson's professionals and paraprofessionals currently anticipated to be staffed on this matter are as follows:

Billing Category	**Hourly Rates**
Partner	$890 - $1,350
Associates	$540 - $785
Paraprofessionals	$405

16. The Debtors understand that Potter Anderson's hourly rates are set at a level designed to compensate Potter Anderson fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions (which adjustments will be reflected in the first Potter Anderson fee application following such adjustments) and are consistent with the rates charged elsewhere.

17. Consistent with the firm's policy with respect to its other clients, Potter Anderson will charge the Debtors for all charges and disbursements incurred in rendering services to the Debtors. These customary items include, among other things, photocopying, facsimiles, travel, business meals, computerized research, postage, witness fees, and other fees related to trials and

hearings. Internal or overhead costs and document production services (including regular secretarial and word processing time) will not be charged separately.

18. The Debtors retained Potter Anderson pursuant to that certain engagement letter dated August 3, 2026 (the "Engagement Agreement"). In accordance with the Engagement Agreement, prior to the Petition Date, as set forth in greater detail in the Cleary Declaration, the Debtors made a payment to Potter Anderson to serve as a retainer (the "Retainer") and to cover fees and expenses actually incurred, as well as anticipated to be incurred, in connection with and in contemplation of the Chapter 11 Cases. Prior to the Petition Date and as set forth in the Cleary Declaration, Potter Anderson drew down fully on the Retainer to cover fees and expenses actually incurred.

19. Other than as set forth in the Cleary Declaration, no arrangement is proposed between the Debtors and Potter Anderson for compensation to be paid in these Chapter 11 Cases. Potter Anderson has informed the Debtors that, except for sharing arrangements among the partners of Potter Anderson, it has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

BANKRUPTCY RULE 2014 DISCLOSURES AND DISINTERESTEDNESS

20. To the best of the Debtors' knowledge, and except as is disclosed in the Cleary Declaration, Potter Anderson is a "disinterested person" under section 101(14) of the Bankruptcy Code.

21. Potter Anderson does not currently represent any entity in matters related to these Chapter 11 Cases. Potter Anderson may represent or may have represented certain parties with interests in these Chapter 11 Cases on matters wholly unrelated. As set forth in the Cleary

Declaration, Potter Anderson has conducted, and continues to conduct, research into its relations with the Debtors, its creditors, its equity security holders, and other parties in interest. As part of this inquiry, Potter Anderson obtained the names of individuals or entities that may be parties in interest in these Chapter 11 Cases (the "Potential Parties in Interest"). Potter Anderson then entered the names of the Potential Parties in Interest into a computer database containing the names of all clients and conflict information concerning the clients of Potter Anderson. This inquiry revealed that certain of the Potential Parties in Interest were current or former Potter Anderson clients (the list of such clients is referred to herein as the "Client Match List"). Through the information generated from the above-mentioned computer inquiry, and through follow-up inquiries with Potter Anderson's attorneys responsible for certain clients listed on the Client Match List, Potter Anderson determined that any representation of the clients on the Client Match List by Potter Anderson concerned matters unrelated to these Chapter 11 Cases. All such relationships are disclosed in the Cleary Declaration.

22. While Potter Anderson has undertaken, and continues to undertake, efforts to identify connections with the Debtors and other parties in interest, it is possible that connections with some parties in interest have not yet been identified. Should Potter Anderson, through its continuing efforts or as these Chapter 11 Cases progress, learn of any new connections of the nature described above, Potter Anderson will so advise the Court.

23. Potter Anderson and certain of its members, counsel, and associates may have in the past represented, may currently represent, and likely in the future will represent parties in interest of the Debtors' Chapter 11 Cases in connection with matters unrelated to the Debtors and the Debtors' Chapter 11 Cases.

RETENTION EFFECTIVE AS OF THE PETITION DATE

24. The Debtors request approval of the employment of Potter Anderson as their counsel effective as of the Petition Date. Such relief is warranted by the circumstances presented by these Chapter 11 Cases. The Third Circuit has identified "time pressure to begin service" and absence of prejudice as factors favoring retroactive retention. *See In re Arkansas Co.*, 798 F.2d 645, 650 (3d Cir. 1986); *see also In re Indian River Homes, Inc.*, 108 B.R. 46, 52 (Bankr. D. Del. 1989). The complexity, intense activity, and speed that has characterized these Chapter 11 Cases has necessitated that Potter Anderson focus immediate attention on time-sensitive matters and promptly devote substantial resources to the affairs of the Debtors, pending submission and approval of the Application.

25. Accordingly, the Debtors submit that Potter Anderson's representation of the Debtors is permissible under section 327 of the Bankruptcy Code and is in the best interests of all creditors of the estates.

NOTICE

26. Notice of this Application will be provided to: (a) the Office of the U.S. Trustee for the District of Delaware; (b) the holders of the twenty (20) largest unsecured claims against the Debtors; (c) the DIP Secured Parties; (d) the Prepetition Secured Parties; (e) CNB; and (f) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

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CONCLUSION

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as may be just and proper.

Date: September 29, 2026

/s/ Albert Altro
Name: Albert Altro
Title: Chief Restructuring Officer

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
Yardbird Group LLC, *et al.*,	Case No. 26-11479 (BLS)
Debtors.[1]	(Jointly Administered)
	Objection Deadline: October 13, 2026 at 4:00 p.m. (ET) **Hearing Date: October 20, 2026 at 10:00 a.m. (ET)**

NOTICE OF APPLICATION OF THE DEBTORS TO RETAIN AND EMPLOY POTTER ANDERSON & CORROON LLP AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014(a) AND 2016, AND LOCAL RULE 2014-1, EFFECTIVE AS OF THE PETITION DATE

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the "Debtors"), filed the *Application of the Debtors to Retain and Employ Potter Anderson & Corroon LLP as Counsel to the Debtors and Debtors in Possession Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rule 2014-1, Effective as of the Petition Date* (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 in writing, filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801, on or before **October 13, 2026 at 4:00 p.m. (ET)** (the "Objection Deadline"), and served upon and received by the undersigned proposed counsel for the Debtors.

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: Yardbird Group LLC (7139); Southern Operations, LLC (5384); Yardbird Beverly Hills, LLC (9735); Yardbird DFW, LLC (2545); Yardbird DC, LLC (2651); Yardbird Chicago, LLC (6273); Yardbird Denver LLC (8819), YB Las Vegas, LLC (4071), Yardbird DFW Management LLC (8949), Yardbird DFW Concession LLC (1952), and The Bird Singapore LLC (8264). The location of the Debtors' service address in these chapter 11 cases is 3355 Las Vegas Boulevard South, Las Vegas, Nevada 89109.

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 Brendan L. Shannon at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6th Floor, Courtroom No. 1, Wilmington, Delaware 19801 on **October 20, 2026 at 10:00 a.m. (ET).**

IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: September 29, 2026
Wilmington, Delaware

POTTER ANDERSON & CORROON LLP

/s/ Katelin A. Morales

M. Blake Cleary (No. 3614)
Brett M. Haywood (No. 6166)
Katelin A. Morales (No. 6683)
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Proposed Counsel for Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
Yardbird Group LLC, *et al.*,[1]	Case No. 26-11479 (BLS)
Debtors.	(Jointly Administered)
	Re: Docket No.__

ORDER AUTHORIZING THE DEBTORS TO RETAIN AND EMPLOY POTTER ANDERSON & CORROON LLP AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014(a) AND 2016, AND LOCAL RULE 2014-1, EFFECTIVE AS OF THE PETITION DATE

Upon the application (the "Application")[2] of the above-captioned debtors and debtors in possession (the "Debtors") pursuant to 11 U.S.C. § 327(a) to retain and employ Potter Anderson & Corroon LLP ("Potter Anderson") as counsel, effective as of the Petition Date; and upon consideration of the Cleary Declaration; and the Court having jurisdiction pursuant to sections 157 and 1334 of Title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of Title 28 of the United States Code; and the Court being satisfied that notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Cleary Declaration, that Potter Anderson does not represent or hold any

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[2] Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Application.

interest adverse to the Debtors as to the matters upon which Potter Anderson has been and is to be employed, and that Potter Anderson is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interest of the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application and the Cleary Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT,

1. The Application is GRANTED as set forth herein.

2. Pursuant to section 327(a) of the Bankruptcy Code, the Debtors are hereby authorized and empowered to employ Potter Anderson as counsel in these Chapter 11 Cases on the terms set forth in the Application, the Engagement Agreement, and the Cleary Declaration, effective as of the Petition Date.

3. Potter Anderson shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, Local Rules, and such other procedures as may be fixed by order of this Court.

4. Notwithstanding anything to the contrary in the Application, Potter Anderson shall not seek reimbursement of expenses for office supplies.

5. Notwithstanding anything to the contrary in the Application, Potter Anderson shall not seek reimbursement of any fees or costs arising from the defense of any of Potter Anderson's monthly fee statements or fee applications in these Chapter 11 Cases.

6. To the extent that Potter Anderson, in any fee application, seeks reimbursement of charges incurred by Potter Anderson in connection with providing overtime secretarial assistance, all parties' rights to object to the allowance of such charges are reserved.

7. The Debtors and Potter Anderson are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

EXHIBIT B

Declaration of M. Blake Cleary

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
Yardbird Group LLC, *et al.*,[1]	Case No. 26-11479 (BLS)
Debtors.	(Jointly Administered)

DECLARATION OF M. BLAKE CLEARY OF POTTER ANDERSON & CORROON LLP IN SUPPORT OF APPLICATION OF THE DEBTORS TO RETAIN AND EMPLOY POTTER ANDERSON & CORROON LLP AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014(a) AND 2016, AND LOCAL RULE 2014-1, EFFECTIVE AS OF THE PETITION DATE

I, M. Blake Cleary, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner of the firm of Potter Anderson & Corroon LLP ("Potter Anderson"), which maintains an office for the practice of law at 1313 N. Market Street, Wilmington, Delaware 19801. I am an attorney-at-law, duly admitted and in good standing to practice in the State of Delaware and the United States District Court for the District of Delaware.

2. I make this declaration (this "Declaration") pursuant to section 327 of title 11 of the United States Code (the "Bankruptcy Code"), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") in support of the

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: Yardbird Group LLC (7139); Southern Operations, LLC (5384); Yardbird Beverly Hills, LLC (9735); Yardbird DFW, LLC (2545); Yardbird DC, LLC (2651); Yardbird Chicago, LLC (6273); Yardbird Denver LLC (8819), YB Las Vegas, LLC (4071), Yardbird DFW Management LLC (8949), Yardbird DFW Concession LLC (1952), and The Bird Singapore LLC (8264). The location of the Debtors' service address in these chapter 11 cases is 3355 Las Vegas Boulevard South, Las Vegas, Nevada 89109.

accompanying application (the "Application")[2] of the Debtors to retain and employ Potter Anderson as their counsel.

3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires amendment or modification upon Potter Anderson's completion of further analysis or as additional information becomes available to Potter Anderson, a supplemental declaration will be submitted to the Court.

4. Subject to the approval of this Court and in compliance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, the Local Rules, and any other applicable orders of this Court, Potter Anderson intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases, plus reimbursement of actual, necessary expenses and other charges incurred by Potter Anderson during these Chapter 11 Cases. The current standard hourly rates charged by Potter Anderson's professionals and paraprofessionals currently anticipated to be staffed on this matter are as follows:

Billing Category	**Hourly Rates**
Partner	$890 - $1,350
Associates	$540 - $785
Paraprofessionals	$405

5. The hourly rates set forth above are Potter Anderson's standard hourly rates for work of this nature. These rates are set at a level designed to compensate Potter Anderson fairly for the work of their attorneys and paralegals and to cover fixed and routine overhead expenses. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions.

[2] Capitalized terms not defined herein shall have the meanings given to them in the Application.

6. Consistent with the firm's policy with respect to its other clients, Potter Anderson will charge the Debtors for all charges and disbursements incurred in rendering services to the Debtors. These customary items include, among other things, telephone and telecopier toll and other charges, regular mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Potter Anderson will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to Potter Anderson's other clients or as previously fixed by this Court. Potter Anderson believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread these expenses among all clients.

7. In accordance with the Engagement Agreement, Potter Anderson received a retainer (the "Retainer") in the aggregate amount of $465,000.00 in connection with the planning and preparation of documents and its proposed postpetition representation of the Debtors in these Chapter 11 Cases.

8. In the ninety (90) days prior to the Petition Date, Potter Anderson received the payments identified on **Exhibit 4** hereto to Potter Anderson in connection with various restructuring alternatives and bankruptcy preparation. As set forth on **Exhibit 4** hereto, prior to the Petition Date, Potter Anderson drew down on the Retainer to pay fees and expenses actually incurred through the Petition Date. Potter Anderson has reconciled its prepetition fees and expenses, and there is no remaining Retainer balance.

9. Neither I, Potter Anderson, nor any partner, counsel, associate, or other attorney at Potter Anderson, insofar as I have been able to ascertain, has in the past represented the Debtors'

largest creditors, any significant beneficiaries of the Debtors (holding 5% or more of the beneficial interest in the Debtors), or any Potential Party in Interest, except as hereinafter set forth.

10. In preparing this Declaration, Potter Anderson has used a set of procedures established by the firm to ensure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding retention of professionals by a debtor under the Bankruptcy Code. In that regard, Potter Anderson obtained a list of names and entities who may be parties in interest in these Chapter 11 Cases, including *inter alia*, the Debtors, the non-debtor affiliated entities, the Debtors' top 20 unsecured creditors, the current officers and directors of the Debtors, and other significant parties in interest (the "Potential Parties in Interest"). A list of the Potential Parties in Interest is attached hereto as **Exhibit 1**.

11. Potter Anderson maintains and systematically updates its conflicts system database (the "Conflict Database") in the regular course of its business, and it is the regular practice of Potter Anderson to make and maintain these records. The Conflict Database maintained by Potter Anderson is designed to include (i) every matter on which it is now or has been engaged, (ii) the entity by which it is now or has been engaged, (iii) the identity of related parties, (iv) the identity of adverse parties, and (v) the attorney at Potter Anderson that is knowledgeable about the matter. It is the policy of Potter Anderson that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflict Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and the related and adverse parties. Accordingly, the Conflict Database is updated for every new matter undertaken by Potter Anderson and the results of those searches are reviewed by Potter Anderson's Conflicts Department. The scope of the system is a

function of the completeness and accuracy of the information submitted to the attorney opening a new matter.

12. To the extent that any parties run through the Conflicts Database are a "hit," the Conflicts Department contacts the responsible attorneys for the matters yielding "hits" to determine if the "hits" pose actual conflicts of interest and to determine the existence of waivers. It is the policy of Potter Anderson that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflicts Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and the related adverse parties. The list of the Potential Parties in Interest was run through the Conflicts Database.

13. Potter Anderson has in the past represented, currently represents, and/or may in the future represent, in matters wholly unrelated to the Debtors or these Chapter 11 Cases, certain Potential Parties in Interest (including, without limitation, those entities set forth on **Exhibit 2**, attached hereto, who are current clients or are affiliates thereof, and those entities or affiliates thereof set forth on **Exhibit 3**, attached hereto, who have been represented by Potter Anderson within the last five (5) years). With the exception of J.P. Morgan Chase Bank, N.A. and certain affiliates thereof (collectively, "J.P. Morgan"), I do not believe that any single matter is a major engagement that, alone or in the aggregate with other engagements for the same entity, involves the billing of fees in excess of one percent (1%) of Potter Anderson's annual fees billed over the past twelve months. Potter Anderson represents J.P. Morgan in certain litigation, corporate advisory, and bankruptcy matters unrelated to the Debtors or these Chapter 11 Cases.

14. As a result of Potter Anderson's review of the Conflict Database and Parties in Interest List, Potter Anderson concluded that La Cienega Partners LP (the "Landlord"), an

unsecured creditor of the Debtors, is an affiliate of Simon Property Group, Inc. ("Simon"). Potter Anderson currently represents, and in the past has represented, Simon on a variety of matters unrelated to these Chapter 11 Cases. Simon is represented by separate counsel in these Chapter 11 Cases. *See* Docket No. 28. Potter Anderson received a limited waiver from Simon to file and prosecute a motion to reject the Debtors' lease with the Landlord. Any position with respect to the Landlord's claim(s) against the Debtors will be handled by separate conflicts counsel or any official committee of unsecured creditors, if appointed. I do not believe that Potter Anderson's current or prior representation of Simon precludes Potter Anderson from meeting the disinterestedness standard under the Bankruptcy Code.

15. Based on the foregoing, I believe that Potter Anderson is "disinterested" as that term is defined in section 101(14) of the Bankruptcy Code and does not represent an interest that is adverse to the Debtors' estates.

16. I do not believe there is any connection or interest (as such terms are used in section 101(14) of the Bankruptcy Code and Bankruptcy Rule 2014(a)) between Potter Anderson and (i) any attorney employed by the Office of the United States for the District of Delaware or (ii) any counsel, accountants, financial consultants, and investment bankers who represent or may represent claimants or other parties in interest in these Chapter 11 Cases. In addition, as part of its practice, Potter Anderson appears in cases, proceedings, and transactions involving many different attorneys, counsel, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and parties in interest in these Chapter 11 Cases. Potter Anderson has not and will neither represent any such entities in relation to these Chapter 11 Cases nor have any relationship with any such entities that would be adverse to the Debtors or their interests in the matters upon which Potter Anderson is to be employed.

17. The proposed employment of Potter Anderson is not prohibited by or improper under Bankruptcy Rule 5002. I am not related to any United States Bankruptcy Judge or District Court Judge for the District of Delaware or to the United States Trustee for such district or any employee in the office thereof. One of Potter Anderson's partners, Kevin Shannon, is the brother of the Honorable Brendan Linehan Shannon, Judge of the United States Bankruptcy Court for the District of Delaware. Potter Anderson has instituted the appropriate measures, consistent with the Code of Conduct for United States Judges, so that Potter Anderson attorneys may appear in front of Judge Shannon. To the best of my knowledge, no other attorney at Potter Anderson is a relative of, or currently has a connection with, the bankruptcy judges for the District of Delaware that would render the employment of Potter Anderson as Debtors' counsel improper.

18. Except as set forth herein, and based upon the information available to me, based on a reasonable inquiry, neither I, Potter Anderson, nor any partner, counsel or associate thereof, insofar as I have been able to ascertain, (i) is a creditor, an equity security holder, or an insider of the Debtors, (ii) is or was, within two (2) years prior to the Petition Date, a director, officer, or employee of the Debtors, or (iii) has an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason. Based upon the information available to me, I believe that Potter Anderson is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

19. No promises have been received by Potter Anderson, or by any partner, counsel, or associate thereof, as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local

Rules. Potter Anderson has no agreement with any other entity to share with such entity any compensation received by Potter Anderson.

20. All filing fees in these Chapter 11 Cases have been paid in full.

21. The services to be rendered include all those services set forth in the Application.

22. Potter Anderson has no agreement with any entity to share any compensation received by Potter Anderson, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

23. Potter Anderson shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

Date: September 29, 2026

/s/ M. Blake Cleary
M. Blake Cleary (No. 3614)

Exhibit 1

Parties in Interest List[1]

[1] Parties that would be included under multiple categories are included only once on this list.

Debtors
Yardbird Group, LLC
Southern Operations, LLC
Yardbird Beverly Hills, LLC
Yardbird DFW, LLC
Yardbird DC, LLC
Yardbird Chicago, LLC
Yardbird Denver LLC
YB Las Vegas, LLC
Yardbird DFW Management, LLC
Yardbird DFW Concessions, LLC
The Bird Singapore LLC

Non-Debtor Affiliates
The Bird Singapore Pte. Ltd. (Singapore)

Top 20 Unsecured Creditors
BP CRF 901 New York Avenue LLC
Internal Revenue Service
Inkind Cards Inc.
RN 120 Company, LLC/SNB 120 Owner, LLC
TC Uptown Office Tower, LLC/ MCPP
Park District Office, LLC
CSC Leasing Co.
Lot 28 Owner LLC
1600 Lenox LLC
La Cienega Partners LP
Allied Global Marketing
Jacob Gray
Sysco North Texas, Inc.
Ramp Business Corporation
Sysco Chicago, Inc.
Edward Don & Company, LLC
Windy City Signs and Graphics
Support305
Sysco Baltimore LLC
Hospitality Service Group
Open Table, Inc.

Lenders
Brightwood Capital SBIC III, LP
Brightwood Loan Services LLC
City National Bank of Florida

Utility Providers
Direct TV, LLC
Comcast Cable Communications, LLC
RingCentral, Inc.
Granite Telecommunications, LLC
Breezeline
Slang AI
ComEd Commonwealth Edison Company
FPL Florida Power & Light Company
Pepco Potomac Electric Power Company
SoCalGas Southern California Gas Company
Peoples Gas System, Inc
Gas South, LLC
TECO Peoples Gas
Washington Gas Light Company
LA Department of Water and Power
(LRS) Lakeshore Recycling Systems LLC
Extrity, LLC
ADT Security Services

Significant Vendors
VCR Restaurant Ventures, LLC
The Chefs Warehouse West Coast, LLC
Sysco South Florida, Inc.
Sysco Corporation
Toast, Inc.
Restaurant365, LLC
Paylocity Holding Corporation
Puzzle Solutions LLC
The Restaurant Assistants

Insurance Carriers
ARC Excess & Surplus, LLC
Liberty Mutual Insurance Company
CHUBB
Crum & Forster Insurance Company
Tokio Marine Holdings, Inc.
Blue Cross Blue Shield Association
Principal National Life Insurance Co

Debtors' Professionals
Traverse LLC
Potter Anderson & Corroon LLP
Soravine Advisors LLC
Verita Global

Other Professionals
Cohn Reznick
Dine Technology
Higgs Fletcher and Mack LLP
Albert Altro
Adam Paul
Spencer Fane LLP
Darrow Everett LLP
5W Public Relations, LLC

Litigation Parties
Andres Vizcarra

Current Equity Holders
TriSpan RS YB LLC
Yardbird Group MIP, LLC

Banks
J.P. Morgan Chase

Taxing and Regulatory Authorities
Illinois Department of Revenue
City of Chicago Department of Finance
Texas Comptroller of Public Accounts
DC Office of Tax and Revenue
California Department of Tax and Fee Administration
Florida Department of Revenue
Miami-Dade County Tax Collector
City of Miami Beach Finance Department
Cook County Treasurer
Dallas County Tax Office
LA County Treasurer and Tax Collector
LA County Assessor / Treasurer Tax Collector
California Franchise Tax Board
Texas Workforce Commission
Illinois Department of Employment Security
DC Department of Employment Services
California Employment Development Dept.
City of Beverly Hills Finance Department

U.S. Trustee's Office – District of Delaware
Andrew R. Vara
Benjamin Hackman
Christine Green
Denis Cooke
Diane Giordano
Dion Wynn
Edith A. Serrano
Elizabeth Thomas
Fang Bu
Hannah M. McCollum
Holly Dice
James R. O'Malley
Jane Leamy
Jonathan Lipshie
Jonathan Nyaku
Joseph Cudia
Joseph McMahon
Juliet Sarkessian
Lauren Attix
Linda Casey
Linda Richenderfer
Michael Panacio
Nyanquoi Jones
Ramona Harris
Richard Schepacarter
Rosa Sierra-Fox
Shakima L. Dortch

Bankruptcy Judges & Clerks
Judge Brendan L. Shannon
Judge Craig T. Goldblatt
Judge J. Kate Stickles
Judge Karen B. Owens
Judge Laurie Selber Silverstein
Judge Mary F. Walrath
Judge Thomas M. Horan
Claire Brady
Marquietta Lopez
Nickita Barksdale
Demitra Yeager
Cacia Batts
Lora Johnson
Rachel Bello
Jill Walker
Laurie Capp
Laura Haney
Danielle Gadson
Amanda Hrycak
Al Lugano

Exhibit 2[1] - Current Clients

JP Morgan Chase Bank
Simon Property Group, Inc.

[1] Parties that are both current clients and former clients of Potter Anderson are listed only on Exhibit 2 – Current Clients.

Exhibit 3 - Former Clients

None.

Exhibit 4

Accounting Summary of Payments

In accordance with the engagement agreement dated August 3, 2026 (the "Engagement Agreement"), Potter Anderson received a retainer (the "Retainer") in the aggregate amount of $465,000.00 in connection with the planning and preparation of documents and its proposed postpetition representation of the Debtors. In the ninety (90) days before the Petition Date, the Debtors paid Potter Anderson's fees and expenses in the following amount for services provided to the Debtors in connection with various restructuring alternatives and bankruptcy preparation as well as other services, including corporate work. As of the Petition Date, the balance of the Retainer is $0.00.

Invoice Date	Period Covered	Payment Date	Amount	Payment Type	Retainer Balance
	Retainer	8/6/2026	$75,000.00	Wire	$75,000
	Retainer	8/24/2026	$75,000.00	Wire	$150,000
8/27/2026	8/3/2026 to 8/14/2026	8/27/2026	$71,480.00	From Retainer	$78,520.00
	Retainer	8/31/2026	$75,000.00	Wire	$153,520.00
9/10/2026	8/15/2026 to 8/31/2026	9/10/2026	$139,887.50[1]	From Retainer	$13,362.50
	Retainer	9/14/2026	$120,000.00	Wire	$133,632.50
	Retainer	9/18/2026	$120,000.00	Wire	$253,632.50
9/18/2026	9/1/2026 to 9/11/2026	9/18/2026	$144,848.70	From Retainer	$108,738.80
9/24/2020	9/12/2026 to 9/20/2026	9/25/2020	$108,783.80	From Retainer	$0

[1] This amount includes petition filing fees of $19,118.00.