

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE:	§ Chapter 11
	§
EVANGELICAL RETIREMENT	§ Case No. 23-07541
HOMES OF GREATER CHICAGO,	§
INCORPORATED d/b/a FRIENDSHIP	§
VILLAGE OF SCHAUMBURG,	§
	§
FEIN: 36-2815382,	§
	§
Debtor.	§ Hon. Timothy A. Barnes

**NOTICE OF FOURTH INTERIM FEE AND COST APPLICATION OF
POL SINELLI PC AS DEBTOR'S CO-COUNSEL FOR THE PERIOD
OF MARCH 1, 2024 THROUGH AND INCLUDING MAY 31, 2024**

PLEASE TAKE NOTICE THAT on June 27, 2024, the United States Bankruptcy Court for the Northern District of Illinois (the “**Court**”) entered a “Notice and Order Setting of Hearings Dates and Time for the Fourth Interim Fee Application for Compensation and Reimbursement of Expenses” [Dkt. No. 761] (the “**Order**”).

PLEASE TAKE NOTICE THAT pursuant to the Order, Polsinelli PC, as co-counsel for the Debtor, files the attached “Interim Fee Application” (as described in the Order) for the period of March 1, 2024 through and including May 31, 2024” on or before July 22, 2024, and any such Interim Fee Action so filed shall be set for hearing on Wednesday, August 21, 2024 at 10:00 a.m., either in courtroom 744 of the Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, Chicago, IL 60604, or electronically as described below.

Important: Only parties and their counsel may appear for presentment of the Motion electronically using Zoom for Government. All others must appear in person.

To appear by video, use this link: <http://www.zoom.com/>. Then enter the meeting ID and passcode.

To appear by telephone, call Zoom for Government at 1-669-254-5252 or 1-646-828-7666. Then enter the meeting ID and passcode.

Meeting ID and passcode. Meeting ID and passcode. The meeting ID for this hearing is 161 329 5276, and the passcode is 433658. The meeting ID and passcode can also be found on the judge’s page on the court’s web site.

Dated: July 22, 2024

EVANGELICAL RETIREMENT HOMES
OF GREATER CHICAGO, INCORPORATED
d/b/a Friendship Village of Schaumburg,
Debtor and Debtor-in-Possession

/s/ Trinitee G. Green

POLSINELLI PC

Trinitee G. Green (ARDC # 6323508)

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-and-

POLSINELLI PC

Jeremy R. Johnson (Admitted *Pro Hac Vice*)

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New York, New York 10016

Telephone: (212) 684-0199

Facsimile: (212) 684-0197

jeremy.johnson@polsinelli.com

*Counsel to the Debtor and Debtor in
Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE:	§ Chapter 11
	§
EVANGELICAL RETIREMENT	§ Case No. 23-07541
HOMES OF GREATER CHICAGO,	§
INCORPORATED d/b/a FRIENDSHIP	§
VILLAGE OF SCHAUMBURG,	§
	§
FEIN: 36-2815382,	§
	§
Debtor.	§ Hon. Timothy A. Barnes

**FOURTH INTERIM FEE AND COST APPLICATION OF
POL SINELLI PC AS DEBTOR’S CO-COUNSEL FOR THE PERIOD OF
MARCH 1, 2024 THROUGH AND INCLUDING MAY 31, 2024**

Name of Applicant:	Polsinelli PC (“ Polsinelli ”)
Date of Retention order:	July 7, 2023 [Dkt. No. 136]
Period for which compensation and reimbursement are sought:	March 1, 2024 through May 31, 2024
Compensation sought as actual, reasonable, and necessary:	\$605,676.40 (80% of the \$757,095.50 in fees incurred)
Expense Reimbursement sought as actual, reasonable, and necessary:	\$113.59 (100% of the expense reimbursement)
Deadline to object to Fourth Interim Fee Application	August 12, 2024

INTRODUCTION

1. Pursuant to sections 327, 330, and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, the *Order Authorizing Retention and Employment of Polsinelli PC as Co-Counsel to the Debtor Effective as*

of the Petition Date [Dkt. No. 136], the *Order Setting Interim Fee and Expense Reimbursement Procedures* [Dkt. No. 150], and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Illinois, Polsinelli, as co-counsel for Evangelical Retirement Homes of Greater Chicago, Incorporated, d/b/a Friendship Village of Schaumburg, debtor and debtor in possession herein (the “**Debtor**”), submits this (i) fourth interim fee application (the “**Fourth Interim Fee Application**”) for the interim (a) allowance and payment of compensation for the reasonable and necessary legal services rendered during the period from March 1, 2024 through and including May 31, 2024 (the “**Fourth Interim Period**”) and (b) reimbursement of the actual and necessary expenses that Polsinelli incurred on the Debtor’s behalf during the Fourth Interim Period.

BACKGROUND

2. Through the *Amended First Quarterly Fee and Cost Application of Polsinelli PC as Debtor Co-Counsel for the Period of June 9, 2023 through and Including August 31, 2023* [Dkt. No. 354] (the “**First Interim Fee Application**”), Polsinelli previously sought interim approval and allowance of compensation for services rendered and costs incurred on the Debtor’s behalf in the amount \$505,910.57 and payment of \$404,790.07 of that amount (comprised of 80% of the fees incurred and 100% of costs incurred from the Petition Date through August 31, 2023 (the “**First Interim Period**”)). On January 4, 2024, the Court entered its *Findings of Fact and Conclusions of Law in Support of Order Awarding to Polsinelli PC, Attorneys for Evangelical Retirement Homes of Greater Chicago, Inc., For Allowance and Payment of Interim Compensation and Reimbursement of Expenses* with respect to the First Interim Fee Application [Dkt. No. 442] (the “**First Interim Fee Order**”), wherein the Court allowed \$498,401.57 (comprised of fees totaling \$498,093.50 and costs totaling \$308.07) and authorized the Debtor to pay 80% of the total

fees allowed in the First Interim Fee Order.¹

3. Through its *Second Interim Fee and Cost Application of Polsinelli PC as Debtor's Co-Counsel for the Period of September 1, 2023 Through and Including November 30, 2023* [Dkt. No. 468] (the “**Second Interim Fee Application**”), Polsinelli previously sought interim approval and allowance of compensation for services rendered and costs incurred on the Debtor's behalf in the amount of \$990,675.34 and payment of \$794,060.64 of that amount (comprised of 80% of the fees incurred and 100% of the costs incurred from September 1, 2023 through November 30, 2023 (the “**Second Interim Period**”)). On February 14, 2024, the Court entered its Second Interim Fee Order, wherein the Court allowed \$879,606.34 (comprised of fees totaling \$872,004.50 and costs totaling \$7,601.84) and authorized the Debtor to pay Polsinelli 80% of the total fees allowed in the Second Interim Fee Order.

4. Through its *Third Interim Fee and Cost Application of Polsinelli PC as Debtor's Co-Counsel for the Period of December 1, 2023 Through and Including February 29, 2024* [Dkt. No. 601] (the “**Third Interim Fee Application**”), Polsinelli previously sought interim approval and allowance of compensation for services rendered and costs incurred on the Debtor's behalf in the amount of \$693,508.50 and payment of \$554,806.80 of that amount (comprised of 80% of the fees incurred and 100% of the costs incurred from December 1, 2023 through February 29, 2024 (the “**Third Interim Period**”)). On April 17, 2024, the Court entered its Third Interim Fee Order, wherein the Court allowed \$736,527.32 (comprised of fees totaling \$735,063.16 and costs totaling \$1,464.16) and authorized the Debtor to pay Polsinelli 80% of the total fees allowed in the Third

¹ The Court disallowed \$7,509.00 of the total amount of fees requested. Accordingly, because Polsinelli previously received payment of 80% of such disallowed fees, through its November Fee Statement, Polsinelli reduced its request for the allowance of fees incurred during the Second Interim Period by \$6,007.20. See Dkt. No. 459, FN 1.

Interim Fee Order.²

REQUEST FOR RELIEF

A. Fourth Interim Fee Application

5. By this Fourth Interim Fee Application, Polsinelli seeks interim approval and allowance of compensation for services rendered and costs incurred on the Debtor's behalf in the amount of \$605,676.40 (which is 80% of the \$757,095.50 time value of all services and costs rendered to the Debtor by Polsinelli in the Third Interim Period), plus approval and allowance of the \$113.59 in expenses incurred by Polsinelli for a total interim allowance of \$605,789.99.

6. Attached hereto as **Exhibit A** is the "Summary List of all Principal Activities During the Fourth Interim Period," which provides a break-down of the hours billed and fees sought for principal activities by task code and project category.

7. Attached hereto as **Exhibit B** is the *Tenth Monthly Fee Statement of Polsinelli PC for Compensation and Reimbursement of Expenses as Co-Counsel to the Debtor and Debtor in Possession from March 1, 2024 through March 31, 2024* [Dkt. No. 780] (the "**March Statement**"), which includes, among other things, time and cost statements presented by category of service rendered by Polsinelli to the Debtor in March 2024.

8. In the March Statement, Polsinelli requested interim allowance of fees in the amount of \$219,023.00 and payment of \$175,218.40 of those fees, which is 80% of the interim fees reflected in the December Statement.

² Through the Third Interim Fee Application, Polsinelli also requested allowance and payment of \$111,069.00 of compensation for legal services rendered during from September 1, 2023 to and through November 30, 2023 (the "**Second Interim Period**"), and the Court's Third Interim Fee Order requested fees that had been previously disallowed. Polsinelli reserves the right to renew its request for fees in the amounts of \$46,483.00 and \$2,787.00, which were disallowed for the reasons set forth in paragraphs 3 and 4 of the Second Interim Fee Order, respectively. As stated in its Third Interim Fee Application, Polsinelli will address these issues in connection with the final fee application to be filed in this Chapter 11 Case.

9. Attached hereto as **Exhibit C** is the *Eleventh Monthly Fee Statement of Polsinelli PC for Compensation and Reimbursement of Expenses as Co-Counsel to the Debtor and Debtor in Possession from April 1, 2024 through April 30, 2024* [Dkt. No. 781] (the “**April Statement**”), which includes, among other things, time and cost statements presented by category of service rendered by Polsinelli to the Debtor in April 2024.

10. In the April Statement, Polsinelli requested interim allowance of fees in the amount of \$300,255.50 and payment of \$240,204.40 of those fees, which is 80% of the interim fees reflected in the April Statement.

11. Attached hereto as **Exhibit D** is the *Twelfth Monthly Fee Statement of Polsinelli PC for Compensation and Reimbursement of Expenses as Co-Counsel to the Debtor and Debtor in Possession from May 1, 2024 through May 31, 2024* [Dkt. No. 782] (the “**May Statement**” and together with the March Statement and April Statement, the “**Fee Statements**”), which includes, among other things, time and cost statements presented by category of service rendered by Polsinelli to the Debtor in May 2024.

12. In the May Statement, Polsinelli requested interim allowance of fees in the amount of \$237,817.00 and payment of \$190,253.60 of those fees, which is 80% of the interim fees reflected in the May Statement, and reimbursement of \$113.59 of costs incurred by Polsinelli, which is 100% of the expenses reflected in the May Statement.

13. Polsinelli has not received any portion of the fees and costs requested to be paid in the Fee Statements. Accordingly, Polsinelli requests that the Court approve and allow under Bankruptcy Code section 331 the payments that Polsinelli has thus far applied for in the Fee Statements.

NOTICE

14. Notice of this Fourth Interim Fee Application will be served on: (a) the Office of the United States Trustee, Attn. Jeffrey Gansberg, 219 South Dearborn Street, Room 873, Chicago, IL 60604, Email: Jeffrey.L.Gansberg.usdoj.com; (b) counsel to the Bond Trustee, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Attn: Daniel S. Bleck and Timothy J. McKeon, One Financial Center Boston, MA 02111, Email: DSBleck@mintz.com and TJMcKeon@mintz.com; and (c) counsel to the Creditors' Committee, Crane, Simon, Clar & Goodman, Attn: Scott Clar, Esq, 135 S. LaSalle Street, Suite 3950, Chicago, IL 60603, Email: sclar@cranesimon.com.

WHEREFORE, Polsinelli respectfully requests that the Court enter an order: (i) approving and allowing Polsinelli's request for interim allowance of \$605,676.40 in compensation for fees earned and \$113.59 of expenses incurred in Fourth Interim Period; and (ii) granting to Polsinelli such further and additional relief that is just.

Dated: July 22, 2024
Chicago, Illinois

/s/ Trinitee G. Green
Trinitee G. Green (ARDC # 6323508)
POLSINELLI PC
150 N. Riverside Plaza, Suite 3000
Chicago, IL 60606
Telephone: (312) 819-1900
Facsimile: (312) 819-1910
tggreen@polsinelli.com

and

Jeremy R. Johnson (Admitted *Pro Hac Vice*)
POLSINELLI PC
600 3rd Avenue, 42nd Floor
New York, New York 10016
Telephone: (212) 684-0199
Facsimile: (212) 684-0197
jeremy.johnson@polsinelli.com

Co-Counsel to the Debtor and Debtor in Possession

EXHIBIT A

(Summary List of all Principal Activities During the Fourth Interim Period)

Project Category	Hours Billed	Fees Sought
Case Administration	25.60	\$ 18,991.50
Claims Administration & Objections	1.60	\$ 1,328.00
Corporate Governance & Board Matters	12.60	\$ 11,903.00
Court Hearings	15.30	\$ 16,915.00
Creditor Inquiries	9.70	\$ 7,790.00
Financing & Cash Collateral	19.90	\$ 19,504.50
Litigation & Other Contested Matters	260.10	\$ 208,767.50
Operations	39.90	\$ 35,836.00
Plan & Disclosure Statement (including business plan)	542.20	\$ 418,034.00
Polsinelli Fee Applications	24.30	\$ 18,026.00
	951.20	\$ 757,095.50

EXHIBIT B

(March Statement)



Chicago, IL 60606 | Phone: (312) 819-1900 www.polsinelli.com

Evangelical Retirement Homes of Greater Chicago,
Incorporated, d/b/a Friendship Village of Schaumburg
Michael Flynn
350 West Schaumburg Road
Schaumburg, IL 60194

Invoice Date: July 18, 2024
Invoice No: 2480819
Matter No: 122619-764706

*For Professional Services Through **March 31, 2024***

Client: Evangelical Retirement Homes of Greater Chicago, Incorporated, d/b/a Friendship Village of Schaumburg
Matter: Special Counsel on Bankruptcy Matters

Total Current Fees	\$ <u>219,023.00</u>
Due Upon Receipt	\$ <u>219,023.00</u>

*As of the above date, we are showing the above balances are open and unpaid.
This may not reflect other matters with alternative billing arrangements and does not reflect any unbilled fees and expenses.*

For questions regarding your account, please call (877) 577-7455 or email acctbilling@polsinelli.com For other inquiries, please contact Jeremy Johnson at (312) 819-1900 or jeremy.johnson@polsinelli.com Payment application may be delayed if remittance detail not provided. Sent to: accountingreceivables@polsinelli.com	Polsinelli's preferred payment method is ACH. ACH and Wire transfer instructions are: US Bank Acct: Polsinelli PC Reference Invoice # 2480819	If paying by check, please make check payable to: Polsinelli PC P.O. Box 878681 Kansas City, MO 64187-8681 Reference Invoice # 2480819
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**Evangelical Retirement Homes of Greater Chicago,
Incorporated, d/b/a Friendship Village of Schaumburg
Special Counsel on Bankruptcy Matters**

**Invoice Date:
Invoice No.:
Matter No.:**

**July 18, 2024
2480819
122619-764706**

Time Detail

B110 Case Administration

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
01/22/24	Teleconference with Bond Trustee re: update and case status.	JRJOH	0.50	\$590.00
02/05/24	Multiple teleconferences with T. Green re: case status and open items (0.5).	JRJOH	0.50	590.00
02/06/24	Teleconference with FSO and co-counsel re: open issues (0.5).	JRJOH	0.50	590.00
02/14/24	Teleconference with Bond Trustee counsel re: open issues and status.	JRJOH	1.20	1,416.00
02/19/24	Teleconference with co-counsel and financial advisor re: case status.	JRJOH	0.50	590.00
03/01/24	Exchange emails with B. Dopke regarding stipulated order and service (0.1); update case management file re numerous tasks and status as to each (0.4); email correspondence from courtroom deputy and telephone call to J. Johnson re same (0.1); begin notice and assign completion of same to L. Suprum (0.1).	TGGRE	0.70	581.00
03/04/24	Emails with B. Dopke re verification and outreach to M. Flynn (0.1); review pretrial scheduling order (0.1); attention to same inclusive of docketing requests (0.2); email correspondence to Cole Celenza re status of November budgeted, approved payments (0.1); telephone conference with B. Dopke (0.4).	TGGRE	0.90	747.00
03/05/24	Email correspondence from T. McKeon with availability for meet and confer and follow on to J. Johnson (0.1); email correspondence from T. McKeon regarding anticipated discovery responses and follow on to B. Dopke (0.1).	TGGRE	0.20	166.00
03/05/24	Follow up to Cole Celenza regarding unclassified residents list.	TGGRE	0.10	83.00
03/06/24	Email correspondence to L. Suprum regarding status of Disclosure Statement order and inquiry to courtroom deputy.	TGGRE	0.10	83.00
03/08/24	Review revised budget received from Cole Celenza (0.2); exchange emails with Cole Celenza regarding holdback amounts and Polsinelli fees (0.1); review/markup stipulated order received from Tim McKeon (0.2); discuss same with J. Johnson (0.1).	TGGRE	0.60	498.00
03/08/24	Review summaries of cases found by M. Riedl in consideration of potential arguments for Morrison brief (0.2); research re appellate briefs including reviews of form briefs (0.7); review transcript (1.2).	TGGRE	2.10	1,743.00
03/08/24	Telephone conference with J. Johnson regarding action items and coordinating call with B. Dopke (0.2); email correspondence to J. Nyberg and M. Flynn re open tasks (0.2).	TGGRE	0.40	332.00
03/10/24	Email correspondence to A. Champion re status of response to IL Department of Illinois delinquency letter.	TGGRE	0.10	83.00
03/10/24	Email correspondence with B. Dopke regarding coordination of information to be provided and to assist Bruce Dopke with logistics.	TGGRE	0.20	166.00
03/11/24	Multiple emails with counsel for Mintz regarding revised budget (0.2); review revised budget (0.1); telephone conferences with Cole Celenza regarding same (0.1); telephone conference with J. Johnson re additional edits (0.1); additional telephone conference with Mintz regarding multiple revisions to footnotes to budget (0.1);	TGGRE	0.60	498.00



**Evangelical Retirement Homes of Greater Chicago,
Incorporated, d/b/a Friendship Village of Schaumburg
Special Counsel on Bankruptcy Matters**

**Invoice Date:
Invoice No.:
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**July 18, 2024
2480819
122619-764706**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
03/11/24	Weekly standing meeting with bankruptcy team (0.5); begin to prepare notice of replacement budget (0.2); email correspondence to L. Suprum re same and regarding notice of withdrawal (0.1).	TGGRE	0.80	664.00
03/12/24	Multiple email correspondence and telephone conference with L. Suprum regarding disclosure statement order status (0.1); email correspondence with L. Suprum regarding email to be sent to Ms. McClendon and draft same (0.1); update calendar based on solicitation procedures order (0.1).	TGGRE	0.30	249.00
03/18/24	Email correspondence with M. Wyse regarding deadline to file fee application (0.1); telephone conference with Cole Celenza regarding same and re filing (0.1); review Third Interim fee application and brief discussion with Cole regarding procedure for requesting disallowed fees (0.1); file and circulate to Wyse (0.1).	TGGRE	0.40	332.00
03/22/24	Multiple emails with working group regarding scheduling (0.1); related attention to calendar (0.1).	TGGRE	0.20	166.00
03/25/24	Email correspondence with FVS board members regarding scheduling of depositions and calendar invites for same (0.1); related with L. Suprum and B. Dopke (0.1).	TGGRE	0.20	166.00
03/26/24	Email correspondence from Court's law clerk re scheduling and attention to calendar (0.1); review correspondence regarding court reporter and follow up with L. Suprum re status and to advise of new overflow time (0.1); revised depo schedule and email correspondence to L. Suprum regarding same and adjustments to calendar (0.1).	TGGRE	0.30	249.00
03/26/24	Review email correspondence and chart from buyer regarding claim to funds related to deposits (0.1); email correspondence to M. Wyse re same (0.1); exchange emails with Robert Dempsey and separately to M. Wyse regarding same (0.1).	TGGRE	0.30	249.00
03/26/24	Confirm court report services for confirmation hearing and discuss same with T. Green.	LMSUP	0.20	106.00
03/27/24	Prepare agenda for internal meeting with J. Johnson regarding various open tasks and upcoming items.	TGGRE	0.10	83.00
03/29/24	Review procedure on filing the appellate brief and appendix with the District Court (0.3); review the brief and appendix and prepare for filing (0.3); electronically file with the court and circulate file-stamped copies (0.2); Communications with Trinitee Green regarding same (0.1).	TJBAC	0.90	319.50
SUBTOTAL FOR B110 Case Administration			12.90	\$11,339.50

B145 Court Hearings

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
01/24/24	Prepare for and attend hearing on motion for standing.	JRJOH	1.20	\$1,416.00
01/31/24	Prepare for and attend status hearing.	JRJOH	0.50	590.00
02/14/24	Prepare for and attend court hearing on open FVS matters.	JRJOH	1.30	1,534.00
02/21/24	Prepare for and attend court hearings.	JRJOH	1.50	1,770.00
02/28/24	Prepare for (0.6); and attend adjourned cash collateral hearing (0.6).	JRJOH	1.20	1,416.00



**Evangelical Retirement Homes of Greater Chicago,
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Special Counsel on Bankruptcy Matters**

**Invoice Date:
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**July 18, 2024
2480819
122619-764706**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
	SUBTOTAL FOR B145 Court Hearings		5.70	\$6,726.00

B155 Creditor Inquiries

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
03/09/24	Multiple email correspondence with family member regarding notices, change of address and related issues (0.2); follow on email correspondence to Stretto (0.1).	TGGRE	0.30	\$249.00
03/18/24	Email correspondence from K. Peters (counsel for Leaf Capital) regarding value of collateral and amount of deficiency claim (0.1); prepare response subject to 408 (0.2).	TGGRE	0.30	249.00
03/18/24	Work on appellee brief, including reviewing applicable rule re length (0.2); research re possession (0.5), emails with M. Riedl re citations to possession section of draft brief (0.2); emails with word processing re upcoming deadline and planning for same (0.1); drafting sections of the argument and reviewing and revising statement of case (2.5); review of appellant's appendix and record on appeal (0.3); emails re same with M. Riedl (0.1); email correspondence to T. Backus regarding upcoming filing to confirm availability (0.1); continue to review transcript of ruling (0.2); prepare list of materials to print for next steps (0.1).	TGGRE	4.30	3,569.00
03/26/24	Voicemail from creditor and follow on email to M. Riedl (0.1); telephone conference with creditor regarding residency waitlist deposit (0.2); follow on to Cole Celenza re same (0.1).	TGGRE	0.40	332.00
03/27/24	Telephone call with creditor regarding plan and voting issues (0.1); and updated T. Green regarding outcome of same (0.1).	MJRIE	0.20	108.00
	SUBTOTAL FOR B155 Creditor Inquiries		5.50	\$4,507.00

B164 Polsinelli Fee Applications

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
03/04/24	Work on Third Interim Fee Application (0.9); email correspondence to M. Riedl regarding same and request update of background information (0.1).	TGGRE	1.00	\$830.00
03/05/24	Email correspondence with M. Riedl regarding third interim fee application (0.1); review and revise same (0.2).	TGGRE	0.30	249.00
03/05/24	Revising third interim fee application (1.0); and correspondence with T. Green re: same (0.1).	MJRIE	1.10	594.00
03/07/24	Follow up to billing department and separately to J. Johnson regarding bills for Third Interim Fee Application.	TGGRE	0.10	83.00
03/08/24	Work on Third Interim Fee Application, including detailed review of bills for Jan and Feb and emails to timekeepers for clarifying information.	TGGRE	2.70	2,241.00
03/11/24	Email to T. Green regarding preparation of third interim fee application and deadline to file same.	LMSUP	0.10	53.00
03/13/24	Correspondence with T. Green regarding monthly fee statement and third interim fee application	LMSUP	0.20	106.00



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2480819
122619-764706**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
03/15/24	Email correspondence with A. Champion regarding fee application deadline (0.1); brief call with J. Johnson regarding status of bills (0.1); multiple email correspondence to accounting regarding finalizing bills and revising certain entries (0.1); begin working on January and February fee statements (0.2); emails with accounting regarding December bill to be reran (0.1); revise and finalize December fee statement based on revised bill (0.5); work on Third Interim Fee Application, including consideration of reduction to be made based on disallowed fees in Second Interim Period (0.5); email correspondence to M. Riedl regarding corrected entries exhibits to Interim Application and updating related information (0.1); email correspondence to L. Suprum regarding finalized December statement to be filed and necessary update to Interim Fee Application and service to notice parties following filing (0.1).	TGGRE	1.80	1,494.00
03/15/24	Discuss preparation and filing of monthly and interim fee applications with T. Green	LMSUP	0.20	106.00
03/16/24	Work on bills for Third Interim Fee App (1.4); multiple email correspondence with Sheila McFall regarding bills and begin making changes per discussion (0.2).	TGGRE	1.60	1,328.00
03/17/24	Work on January and February bills, including emails with J. Johnson.	TGGRE	1.30	1,079.00
03/18/24	Email correspondence with L. Suprum regarding fee statement for January and provide information (0.1); prepare February fee statement (0.4); review January fee statement and revise same (0.1); work on Third Interim Fee Application, including attention to problem time entries (1.1); telephone conference with J. Johnson re fee application and voluntary write offs (0.1); multiple emails with M. Riedl regarding corrected time entry exhibits (0.2); email correspondence to accounting to request Exhibit A (0.1); email correspondence to L. Suprum re same and regarding finalizing (0.1); additional emails with L. Suprum re objection deadline issue and review interim compensation procedures order re same (0.2); review and sign off on application and finalized, assembled exhibits (0.2).	TGGRE	2.60	2,158.00
03/18/24	Review, revise, finalize, file and serve February fee statement of Polsinelli (0.6); discuss same with T. Green (0.1).	LMSUP	0.70	371.00
03/18/24	Review, revise, finalize, file and serve third interim fee application of Polsinelli (1.2); discuss same with T. Green (0.1).	LMSUP	1.30	689.00
03/18/24	Finalize, file and serve December fee statement of Polsinelli (0.4); discuss same with T. Green (0.1).	LMSUP	0.50	265.00
03/18/24	Prepare, finalize, file and serve January fee statement of Polsinelli (1.5); and discuss same with T. Green (0.1).	LMSUP	1.60	848.00
03/19/24	Email correspondence to L. Suprum regarding preparation of March fee statement.	TGGRE	0.10	83.00
03/20/24	Begin to draft March fee statement of Polsinelli.	LMSUP	0.30	159.00
SUBTOTAL FOR B164 Polsinelli Fee Applications			17.50	\$12,736.00

B190 Litigation & Other Contested Matters



**Evangelical Retirement Homes of Greater Chicago,
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2480819
122619-764706**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
01/03/24	Teleconference with Bond Trustee counsel re: settlement options.	JRJOH	0.30	\$354.00
01/04/24	Teleconference with FSO re: case status and options.	JRJOH	0.50	590.00
01/05/24	Teleconference with B. Dopke re: next steps.	JRJOH	0.20	236.00
01/05/24	Teleconference with Bond Trustee and financial professionals re: next steps.	JRJOH	0.60	708.00
01/06/24	Review Bond Trustee correspondence re: demand (0.4); teleconference with FSO counsel re: same (0.2)	JRJOH	0.60	708.00
01/21/24	Teleconference with B. Dopke re: motion for standing.	JRJOH	0.50	590.00
01/22/24	Edit objection to motion for standing.	JRJOH	0.50	590.00
01/29/24	Teleconference with Bond Trustee re: next steps.	JRJOH	0.40	472.00
02/08/24	Prepare for and attend a teleconference with UMB counsel re: cash collateral and open issues (0.6).	JRJOH	0.60	708.00
02/10/24	Emails with B. Dopke and related phone call to J. Johnson.	TGGRE	0.10	72.00
02/12/24	Teleconference with B. Dopke and Wyse Advisors re: open issues (0.3); teleconference with B. Dopke re: same (0.4).	JRJOH	0.70	826.00
02/23/24	Telephone conference with A. Ennis prior to call with Mintz to prepare for call (0.1); attend meeting with Mintz (0.4); follow on with S. Rabuck and Ennis (0.5); litigation strategy meeting with A. Ennis and discuss next steps (0.5); telephone conference with S. Clar regarding issues raised on call with Mintz (0.2); telephone conference with potential expert for trial (0.2); email correspondence to coordinate weekend meeting with team (0.1); telephone conference with J. Johnson re meeting with Mintz, litigation strategy discussions with A. Ennis and S. Rabuck and recommendations re same (0.3); emails with E. Kwok re real estate and briefly review information pertaining to encumbrances (0.1); exchange additional emails regarding meeting with potential expert and information needed (0.1); email correspondence to potential expert and with E. Kwok and coordinate meeting (0.1); propose litigation strategy and recommendations with J. Johnson (0.3).	TGGRE	2.90	2,088.00
02/24/24	Prepare for litigation meeting by reviewing discovery requests in comparison to FSO requests (0.2); email correspondence to M. Flynn (0.1); review APA definition of and provisions re books and records and email correspondence to A. Ennis re same (0.1); email to working group in advance of tomorrow's meeting to provide suggested changes to the discovery schedule and rationale, APA update, and coordination with M. Flynn update (0.2); exchange emails with M. Flynn (0.1); prepare for litigation meeting by preparing document for team that provides bond trustee's alleged potential claims and values, considerations of privilege, potential discovery to be served on bond trustee, settlement standard and case law information, and other strategic considerations to discuss (0.3); review Conseco and email correspondence to J. Johnson re potential support in response to UST objection (0.1); email correspondence to J. Switzer providing case background and outlining issues and upcoming fight re plan to request consult (0.2).	TGGRE	1.30	936.00
02/24/24	Reviewing RFP's directed at Debtor and FSO for potential overlap and duplicative requests (0.5); communicating same to T. Green (0.1).	MJRIE	0.60	318.00



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02/25/24	Email correspondence to E. Walker and separately to Scott Clar (0.1); emails with B. Dopke (0.1); research regarding litigation issues (1.5); communications to J. Johnson re findings (0.1); email correspondence to M. Riedl with cases (0.1); telephone conference with M. Riedl re assignment (0.5).	TGGRE	2.40	1,728.00
02/25/24	Analyzing standing motion (0.7) and response to standing motion (0.4); review cases cited by bond trustee, including McInerney (0.6).	MJRIE	1.70	901.00
02/27/24	Review draft discovery requests and provide comments (0.1); brief telephone conference with J. Johnson re same (0.1); provide responses to questions regarding each of the RFPs and ROGs (0.5).	TGGRE	0.70	504.00
02/29/24	Email correspondence with B. Dopke regarding discovery responses (0.1); email correspondence with S. Clar (0.1); telephone conference with B. Dopke and J. Johnson re discovery requests (0.5); follow on with J. Johnson (0.2); email correspondence to A. Ennis with respect to same (0.1); brief review of documents from B. Dopke and email correspondence to M. Riedl to assign preparation of a summary chart for B. Dopke regarding same (0.2); review decision circulated by Scott Clar and related pleadings underlying the decision (0.5); review 52 documents from B. Dopke (0.4); respond to questions from A. Ennis to assist with discovery responses by providing facts and strategy (0.2); review and markup discovery responses to RFPs (0.4); additional email correspondence with A. Ennis regarding objections (0.1); research re same (0.4).	TGGRE	3.20	2,304.00
03/01/24	Multiple email correspondence with A. Ennis regarding discovery responses and potential general objections (0.2); telephone conference with J. Johnson to review certain specific requests and to agree on approach for responses and strategy (0.4); telephone conference with A. Ennis to work through same (0.4); review and revise revised discovery responses, inclusive of flagging issues for J. Johnson (0.4); review M. Riedl's summary of caselaw (0.3); discuss discovery responses with J. Johnson and schedule meeting (0.2); meeting with J. Johnson to resolve open response questions and revise responses during call (0.3).	TGGRE	2.20	1,826.00
03/01/24	Continue to summarize materials for B. Dopke in timeline.	MJRIE	0.80	432.00
03/04/24	Revise timeline prepared by M. Riedl (0.2); send to B. Dopke with comments (0.1).	TGGRE	0.30	249.00
03/04/24	Completing timeline summarization of B. Dopke materials (0.8); correspondence with T. Green and B. Dopke re same (0.1).	MJRIE	0.90	486.00
03/05/24	Review and edit discovery responses.	JRJOH	1.60	2,088.00
03/05/24	Work on appellee brief relating to Morrison.	TGGRE	1.50	1,245.00
03/05/24	Researching standard of review for appeal of overrule of objection to sale.	MJRIE	1.30	702.00



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03/07/24	Continue drafting appellate brief, including standard of review section (0.7); research re mootness arguments and procedure for making same (1.9); telephone conference with M. Riedl regarding supplemental research (0.4); follow on email correspondence to M. Riedl with certain opinions for supplemental research and summary of assignment (0.2); research right for any reason rule (0.4); read and begin dissecting appellant brief (1.1); begin developing narrative and theme for brief (0.5); conduct research re Rule 8019 (0.4); email correspondence to M. Riedl regarding assignment to fact check statements in appellant brief against cited documents in record (0.2).	TGGRE	5.80	4,814.00
03/07/24	Discuss statutory mootness under 363(m) and applicability to Morrison appeal with T. Green (0.4).	MJRIE	0.40	216.00
03/08/24	Review of research on adversary proceeding v. contested matter and disputed property in sale order (0.5); drafting e-mail memorandum relating to same (0.3); researching recent Seventh Circuit cases on 363(m) (0.9); drafting e-mail memorandum summarizing state of law on 363(m) in Seventh Circuit (0.2); beginning to collect 363(m) cases (0.1).	MJRIE	2.00	1,080.00
03/09/24	Review Morrison sale objection and response pleadings.	TGGRE	0.70	581.00
03/10/24	Work on appellee brief by reading and summarizing and marking up transcript of oral ruling.	TGGRE	0.70	581.00
03/10/24	Begin verifying and categorizing authority cited by Morrison in appeal brief (3.0); case research into cited cases (0.9).	MJRIE	3.90	2,106.00
03/11/24	Continue verifying and categorizing authority cited by Morrison in Appellant's brief.	MJRIE	0.60	324.00
03/12/24	Finish summarizing, verifying, and annotating authority cited by counsel for Morrison Appellant Brief.	MJRIE	0.30	162.00
03/14/24	Finalizing internal citation and annotation of Morrison Appellant brief (1.2); sending same to T. Green (0.1); reviewing claim regarding financing factors being missing regarding lack of interest on amortization/depreciation payments (0.4); reviewing transcript regarding J. Barnes discussing security for performance of agreement (0.3); and drafting e-mail memorandum to T. Green regarding same (0.2).	MJRIE	2.20	1,188.00
03/16/24	Work on appellee brief and appendix.	TGGRE	1.40	1,162.00
03/17/24	Email correspondence with B. Dopke regarding discovery.	TGGRE	0.10	83.00
03/17/24	Work on appellee brief.	TGGRE	5.70	4,731.00
03/17/24	Review of morrison brief section re: adversary proceeding (0.1); and beginning research of same (0.2).	MJRIE	0.30	162.00
03/18/24	Email correspondence from M. Riedl regarding opinion by Barnes re adversary proceeding versus contested matter to determine interest of lien (0.1); review opinion and update brief to include citation and begin supplemental research (0.1).	TGGRE	0.20	166.00
03/18/24	Brief discussion with J. Johnson regarding privilege issues raised by B. Dopke (0.1); email correspondence to A. Ennis re same (0.1); additional related emails to coordinate meeting (0.1).	TGGRE	0.30	249.00



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03/18/24	Research into case law for necessity of adversary proceeding to decide contested 363(f) sale hearing (1.4); correspondence with T. Green re: same (0.3); drafting paragraph incorporating research for insertion into Appellee Brief (0.3); adding citations to drafted brief sections (0.5).	MJRIE	2.50	1,350.00
03/19/24	Teleconference with litigation team re: privilege issues.	JRJOH	0.40	522.00
03/19/24	Continue working on appellee brief, re-reading oral arguments of counsel (0.7); review citation edits prepared by M. Riedl and provide additional guidance (0.2); revise possession argument (0.5); study excel chart prepared by M. Riedl to fact check Appellant brief (0.3).	TGGRE	1.70	1,411.00
03/19/24	Morrison appeal citation and appendix work (0.9); review 11/8/23 transcript for statements made by Morrison counsel regarding briefing schedule (0.3); begin researching possession factors (1.3); correspondence with T. Green regarding brief changes (0.2); begin research into forfeiture of adversary proceeding argument (1.5).	MJRIE	4.20	2,268.00
03/20/24	Work on financing agreement argument of appellate brief, including reading cases relied on by Judge Barnes (2.1); email correspondence with M. Riedl regarding waiver of adversary proceeding and review summary of research (0.1); email correspondence with M. Riedl re possession research (0.1).	TGGRE	2.30	1,909.00
03/20/24	Finishing initial research on possession/ownership/control of personal property and fixtures (0.9); and drafting e-mail memorandum to T. Green re: same (0.4); finishing research on forfeiture of arguments on appeal (0.8).	MJRIE	2.10	1,134.00
03/21/24	Work on adversary proceeding argument of appellee brief (0.4); email correspondence to M. Riedl regarding additional research and cases needed for same (0.2); email correspondence to M. Riedl regarding section on bona fide dispute and adequate protection (0.2).	TGGRE	0.80	664.00
03/21/24	Correspondence with T. Green regarding outstanding research items for Morrison appeal (0.1); review of drafted sections for research context (0.2).	MJRIE	0.30	162.00
03/22/24	Teleconference with FSO re: meet and confer (0.3); prepare for and attend meet and confer (0.5).	JRJOH	0.80	1,044.00
03/22/24	Work on appellee brief section regarding section 363(f) and (p), including email correspondence to M. Riedl with instructions to complete same (0.6); review Rules 8014 and 8015 and make notes (0.2); revise factual background section to indicate where Appellant mischaracterized ruling in fact section (0.1).	TGGRE	0.90	747.00
03/23/24	Completing shell of section on 363(f) and adequate protection (0.9); including research into Seventh Circuit and N.D. Ill. case law of bonafide dispute (0.8); and sending same to T. Green for review (0.1).	MJRIE	1.80	972.00
03/24/24	Work on appellate brief including reviewing and revising M. Riedl's revisions to adequate protection and bona fide dispute argument (0.3); work on background section including docket nos. (0.4); begin drafting mootness section and review and revise formatting (0.6); review research from M. Riedl regarding adversary proceeding argument (0.2); update brief based on research (0.4).	TGGRE	1.90	1,577.00



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03/24/24	Researching case law on adversary proceeding and contested ownership (0.5); and waive through conduct of right to adversary proceeding (0.4).	MJRIE	0.90	486.00
03/25/24	Work on appellee brief including review of additional case provided by M. Riedl, review of Nov. 8 transcript and revisions to argument re adversary proceeding argument (0.9); work on possession argument (0.7); work on ownership argument (0.4); work on factual background section (0.9); telephone conference with M. Riedl regarding statutory mootness argument and appendix (0.5); continue to draft brief, including working on cites and appendix (2.8); work on brief, including mootness section, revising per Trinity 83 (0.8); email correspondence to M. Riedl re same (0.1); continue working on source documents and making notes for citations to be added and revise appendix to include (0.4); work on revising argument summary (0.6); continue to review and revise draft brief (1.0).	TGGRE	9.10	7,553.00
03/25/24	Telephone Conference with T. Green to discuss open issues on appeal and recent research (0.6); review of updated section on 363(m) (0.2); begin working on Appellee Brief appendix (2.0).	MJRIE	2.80	1,512.00
03/25/24	Update calendar with proposed depositions (0.2); discuss same with T. Green and B. Dopke (0.1)	LMSUP	0.30	159.00
03/26/24	Review appendix prepared by M. Riedl and exchange emails re same (0.2); continue drafting brief (2.1); email correspondence to M. Riedl regarding appendix (0.1); update appendix cover sheet with page ranges for each document in appendix (0.5); continue to work on brief, adding citations to appendix (1.2).	TGGRE	4.10	3,403.00
03/26/24	Finish putting together Appellee Appendix for Morrison Appeal (0.9); add transmitted Record cross reference cites (0.8); begin first thorough proofreading of Appellee brief (1.2)	MJRIE	2.90	1,566.00
03/26/24	Update proposed calendar invites for depositions per filed deposition notices	LMSUP	0.30	159.00
03/27/24	Work on appellee brief, continuing to add citations to appendix (4.2); email correspondence from counsel for Morrison regarding potential settlement and follow on to J. Johnson (0.1); email support regarding table of authorities and table of contents (0.1); begin revising summary of argument (0.2); email correspondence from word processing regarding table of authorities and follow on to M. Riedl (0.1).	TGGRE	4.70	3,901.00
03/27/24	Review of Final Form of appellee brief for compliance with Fed. R. Bankr. P. 8000's (0.7); and communication of outstanding issues regarding same to T. Green (0.1); second review of brief, adding comments on open issues (1.4); fix table of authorities (0.4).	MJRIE	2.60	1,404.00
03/28/24	Review Morrison brief.	JRJOH	1.20	1,566.00
03/28/24	Continue drafting brief, including proofing (0.6); revise financing agreement argument to include discussion of Streets & Beard and Fitch (0.5); continue working on brief in conjunction with rules regarding font, word count and length (3.7); work with M. Riedl on finishing touches to first draft including very careful review of rules (0.6); review and approve cover sheet (0.1).	TGGRE	5.50	4,565.00



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03/28/24	Updating table of authorities in light of recent changes (0.7); reformatting brief in compliance with Rule 8015 (0.5); making edits to certificate of compliance (0.2); creating cover pages for appendix and brief (0.4); proof brief (0.2).	MJRIE	2.00	1,080.00
03/29/24	Finalize and serve Morrison brief.	JRJOH	1.20	1,566.00
03/29/24	Final proof of appellee brief with cleanup edits (0.8); finalize for filing, including multiple exchanges with M. Riedl and T. Backus (0.4).	TGGRE	1.20	996.00
03/29/24	Creating final form of appendix (0.3); coordinating new cover sheets (0.2); reviewing table of contents for appendix (0.2); coordinating with T. Backus and T. Green regarding filing of Brief & appendix (0.2).	MJRIE	0.90	486.00
SUBTOTAL FOR B190 Litigation & Other Contested Matters			110.40	\$83,428.00

B200 Operations

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
01/03/24	Teleconference with M. Flynn re: process for returning option deposits to residents.	JRJOH	0.20	\$236.00
01/29/24	Teleconference with deal team re: prorations.	JRJOH	0.30	354.00
03/01/24	Email correspondence to A. Champion regarding telephone call to IL Department of Labor to discuss letter (0.1); multiple additional related email correspondence with A. Champion who provided updates and proposed next steps (0.1); email correspondence to Megan Fitz re same (0.1); follow up with Cole Celenza and Jeff Nyberg re status of payment to IL CCRC LLC (0.1); telephone conference with Cole Celenza re same (0.1).	TGGRE	0.50	415.00
03/01/24	Review and revise indemnity escrow exhibits [.4]; Correspondence with liquidating debtor regarding indemnity escrow documents to finalize [.2].	LFLOW	0.60	426.00
03/01/24	Complete authorized signers list and schedule for statements with information for FVS.	ELHOL	0.40	214.00
03/01/24	Conferred with T. Green and M. Pitz regarding Illinois Department of Labor notice of deficiency and exemption form.	ACHAM	0.40	266.00
03/01/24	Reviewed letter from Illinois department of labor related to equal pay registration certificate (.1); call to the Illinois department of labor regarding the same (.1).	ACHAM	0.20	133.00
03/06/24	Email correspondence from C. Celenza regarding buyer refusal to permit consultants to provide services (0.1); review consulting agreements (0.1); related emails with M. Flynn (0.1); telephone conference with Mike Flynn (0.2); update J. Johnson with summary of issues and background (0.1); discuss same with J. Johnson (0.1); exchange emails with Brian Shaw re same (0.1); telephone conference with B. Shaw (0.2); exchange emails with B. Shaw and E. Walker re consulting agreement issue (0.1); discuss same with J. Johnson (0.2).	TGGRE	1.30	1,079.00



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03/07/24	Telephone conference with E. Walker and B. Shaw re consulting agreement issue (0.3); memo to file re same (0.1); email correspondence to B. Shaw to follow up on tasks to be completed (0.1); email correspondence with B. Shaw re Cobra issue (0.1).	TGGRE	0.60	498.00
03/08/24	Review post-closing issues regarding COBRA benefits	RPDEM	1.60	1,520.00
03/08/24	Correspondence internally with deal team regarding COBRA follow up inquiries [.3].	LFLOW	0.30	213.00
03/10/24	Follow up email correspondence to M. Pitz related to Illinois Department of Labor notice and exemption form.	ACHAM	0.10	66.50
03/10/24	Email correspondence with T. Green regarding Illinois Department of Labor Notice and exemption form completion deadline.	ACHAM	0.20	133.00
03/11/24	Review issues regarding the provision of COBRA benefits post-closing pursuant to the terms of the APA (.7) review post-closing issues with the Change of Ownership regulatory filing (.7)	RPDEM	1.40	1,330.00
03/11/24	Email correspondence to R. Dimpsey and M. Flowers re CHOW application status (0.1); emails with D. Decelles and M. Flynn re same (0.1).	TGGRE	0.20	166.00
03/11/24	Correspondence internally with T. Green, R. Dempsey, J. Johnson regarding status of regulatory approvals and applications [.3]; correspondence with M. Murer regarding same and follow up inquiries [.2].	LFLOW	0.50	355.00
03/11/24	Email correspondence with M. Pitz related to Illinois Department of Labor exemption form completion.	ACHAM	0.20	133.00
03/12/24	Review post-closing issues around the provision of COBRA benefits (.9); review post-closing issues around the provision of workers compensation benefits and the related reserve accounts (.9)	RPDEM	1.80	1,710.00
03/12/24	Emails regarding COBRA coverage and wind down of business.	EBBRA	0.50	430.00
03/12/24	Email correspondence with Cole Celenza regarding collections question.	TGGRE	0.10	83.00
03/13/24	Review issues regarding workers compensation benefits (0.9); revise draft release and cessation agreement (1.2)	RPDEM	2.10	1,995.00
03/13/24	Work on agreement related to runoff of workers compensation insurance.	LETUC	0.80	756.00
03/15/24	Review and revise draft Cessation and Release Agreement	RPDEM	1.10	1,045.00
03/15/24	Continued work on agreement related to winddown of workers compensation.	LETUC	0.30	283.50
03/21/24	Review post-closing issues around accounts receivable collections	RPDEM	0.40	380.00
03/27/24	Multiple emails regarding inquiry from IL CCRC LLC as it relates to deposits.	TGGRE	0.20	166.00
03/28/24	Negotiate final issues for the Cessation and Release Agreement with Insurance Company related to the release of collateral for workers comp. claims	RPDEM	2.90	2,755.00
SUBTOTAL FOR B200 Operations			19.20	\$17,141.00

B230 Financing & Cash Collateral



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01/09/24	Teleconference with Wyse Advisors re: cash budget.	JRJOH	0.40	\$472.00
02/10/24	E-mail B. Dopke re: cash collateral issues (0.2).	JRJOH	0.20	236.00
02/12/24	Review e-mail from UMB counsel re: cash usage and respond (0.2); review cash budget (0.3); e-mail T. Green re: same (0.2).	JRJOH	0.70	826.00
02/19/24	Review cash collateral and DIP orders (1.2); outline cash collateral strategy (1.4).	JRJOH	2.60	3,068.00
02/27/24	Review cash collateral and DIP orders (1.2); outline cash collateral strategy (1.4).	JRJOH	2.60	3,068.00
03/01/24	Multiple email correspondence with T. McKeon re meeting concerning cash collateral (0.1); draft response to Tim McKeon with respect to UMB's attempt to defer hearing until April 30 (0.1); response from J. Johnson re same and send email to T. McKeon (0.1); telephone call to courtroom deputy (0.1); email correspondence to courtroom deputy re disagreement between debtor and UMB (0.1); additional email correspondence from T. McKeon and follow on with J. Johnson (0.1).	TGGRE	0.60	498.00
03/01/24	Correspondence with T. Green regarding notice of hearing for cash collateral motion.	LMSUP	0.10	53.00
03/04/24	Download and circulate order governing evidentiary hearing on cash collateral motion (0.1); review same (0.1); update calendar with pertinent deadlines (0.2); correspondence with T. Green regarding same (0.1).	LMSUP	0.50	265.00
03/04/24	Draft, finalize and file notice of cash collateral evidentiary hearing and certificate of service for same (1.0); circulate file-stamped copy and coordinate service of same with Stretto (0.2); correspondence with T. Green regarding same (0.1).	LMSUP	1.30	689.00
03/06/24	Teleconference with bondholders re: cash collateral budgets and negotiations (0.5); review former budgets and email traffic re: same (0.7).	JRJOH	1.20	1,566.00
03/06/24	Edit pretrial statement on cash collateral issues.	JRJOH	0.70	913.50
03/06/24	Telephone conference with J. Johnson prior to meet and confer (0.1); attend meet and confer with T. McKeon and L. Schoen (0.5); work on joint prehearing statement (1.1); discuss same with J. Johnson (0.2).	TGGRE	1.90	1,577.00
03/07/24	Review re-forecasted cash collateral budget.	JRJOH	0.60	783.00
03/07/24	Continue drafting pre-trial joint statement (1.1); gather relevant pleadings and materials for J. Johnson and provide same with draft statement for review and finalization (0.1); email correspondence from T. McKeon with settlement offer and follow on to J. Johnson re same (0.1); discuss settlement offer and counter with J. Johnson (0.2); email correspondence to T. McKeon with counter (0.2); exchange additional related emails (0.1); email correspondence to Mike Wyse re change to budget (0.1).	TGGRE	1.90	1,577.00
03/08/24	Edit stipulation re: cash collateral use.	JRJOH	0.40	522.00
03/09/24	E-mail Bond Trustee re: re-forecasted budget and negotiations re" cash collateral use (0.7); review same (0.3);	JRJOH	1.00	1,305.00



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2480819
122619-764706**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
03/10/24	Telephone conference with J. Johnson re status of discussions with Mintz (0.1); draft correspondence to Mintz re same (0.3); review markup of budget prepared by Mintz and respond to Tim McKeon with initial comment re same (0.1).	TGGRE	0.50	415.00
03/11/24	Update, finalize and file notice of replacement budget (0.5); circulate file-stamped copy (0.1); discuss same with T. Green (0.1).	LMSUP	0.70	371.00
03/11/24	Draft, finalize and file notice of withdrawal of cash collateral motion (0.5); circulate file-stamped copy (0.1); discuss same with T. Green (0.1).	LMSUP	0.70	371.00
03/11/24	Phone call to chambers updating on status of cash collateral	LMSUP	0.10	53.00
03/12/24	Phone call (0.2) and correspondence (0.2) with chambers and T. Green regarding status of cash collateral and cancellation of hearing on same	LMSUP	0.40	212.00
03/25/24	Email correspondence with S. Clar regarding budget and funds for Litigation Trust.	TGGRE	0.10	83.00
SUBTOTAL FOR B230 Financing & Cash Collateral			19.20	\$18,923.50

B260 Corporate Governance & Board Matters

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
01/09/24	Prepare for board meeting re: settlements discussions (1.4); attend board meeting re: same (1.1).	JRJOH	2.50	\$2,950.00
SUBTOTAL FOR B260 Corporate Governance & Board Matters			2.50	\$2,950.00

B320 Plan & Disclosure Statement (including business plan)

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
01/14/24	Teleconference with Wyse Advisors re: liquidation analysis (0.3); review same (0.8).	JRJOH	1.10	\$1,298.00
02/05/24	Review liquidation analysis (1.1); email client re: same (0.2).	JRJOH	1.30	1,534.00
02/05/24	Teleconference with T. Green re: liquidation analysis and open issues (0.4).	JRJOH	0.40	472.00
02/15/24	Teleconference with FSO re: confirmation issues.	JRJOH	1.20	1,416.00
02/20/24	Review plan and disclosure statement (3.0); outline confirmation and disclosure issues (1.5).	JRJOH	4.50	5,310.00
02/21/24	Teleconference with bondholders re: contested confirmation process (0.3); multiple teleconferences with T. Green re: same (1.2); teleconference with E. Walker re: same (0.5).	JRJOH	2.00	2,360.00
02/22/24	Multiple teleconferences re: plan confirmation and process (1.1); multiple teleconferences with T. Green re: same (1.4).	JRJOH	2.50	2,950.00
02/23/24	Multiple teleconferences with T. Green re: plan confirmation and process (0.8); review proposed discovery schedule (0.7); prepare for and attend teleconference with board re: confirmation issues (1.4).	JRJOH	2.90	3,422.00



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<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
02/25/24	Teleconferences with T. Green and B. Dopke re: plan confirmation and process (0.4); multiple teleconferences with T. Green re: same (0.6).	JRJOH	1.00	1,180.00
02/26/24	Teleconferences with T. Green re: contested plan issues, valuation and related items (0.3); review plan re: same (0.6); teleconference with co-counsel re: plan status (0.5).	JRJOH	1.40	1,652.00
02/27/24	Telephone conference with co-counsel re: plan confirmation process (0.7).	JRJOH	0.70	826.00
02/27/24	Review and analyze APA and Consulting Agreement regarding potential objections to Bond Trustee's written discovery requests relating to Plan Confirmation.	ENNIA	0.70	535.50
02/27/24	Review and analyze Bond Trustee's written discovery requests to Debtor and outline potential objections and responses regarding same.	ENNIA	0.80	612.00
02/27/24	Worked on written discovery requests to Bond Trustee regarding potential objections to Plan Confirmation.	ENNIA	1.40	1,071.00
02/28/24	Begin work on written responses and objections to Bond Trustee's requests for production relating to potential objections to Plan Confirmation.	ENNIA	1.20	918.00
02/29/24	Worked on responses and objections to Bond Trustee's requests for production of documents and interrogatories to Debtor relating to potential objections to Plan Confirmation.	ENNIA	5.20	3,978.00
03/01/24	Multiple teleconferences with co-counsel re: contested confirmation issues (1.3); review and edit discovery responses (0.6).	JRJOH	1.90	2,479.50
03/01/24	Telephone conference with J. Johnson re status of retention of appraiser and related issues (0.1); telephone conference with Scott Clar regarding recommendations for same (0.1); email correspondence to S. Clar to provide necessary information and present potential issue to be researched (0.2); additional emails with E. Kwok and potential appraiser (0.1); discuss same with J. Johnson (0.1).	TGGRE	0.60	498.00
03/01/24	Telephone conference with T. Green regarding objections and responses to Bond Trustee's written discovery to Debtor relating to potential objections to Plan Confirmation.	ENNIA	0.40	338.00
03/01/24	Continue work on responses to Bond Trustee's written discovery requests to Debtor relating to potential plan objections.	ENNIA	1.60	1,352.00
03/01/24	Continued research regarding US Trustee's objection to the FSO settlement (2.3); conferred with T. Green regarding the same (.4).	ACHAM	2.70	1,795.50
03/04/24	Email correspondence with J. Johnson regarding valuation inquiries from LEAF Capital (0.1); conduct basic research re value of van (0.1); review appraisal report and email correspondence to counsel for LEAF Capital (0.1); multiple additional emails with LEAF Capital (0.1); update memo to file re same (0.1); review solicitation overview and memo re ballot prepared by Stretto (0.2); exchange emails with Clarissa re same (0.1); prepare notice at the request of Stretto (0.2).	TGGRE	1.00	830.00
03/04/24	Finalize responses to Bond Trustee's written discovery requests regarding potential objections to Plan Confirmation.	ENNIA	0.20	169.00
03/06/24	Follow up email correspondence to S. Clar re solicitation letter.	TGGRE	0.10	83.00



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03/06/24	Correspondence with T. Green regarding status of disclosure statement order.	LMSUP	0.10	53.00
03/07/24	Continued research regarding US Trustee's objection to the FSO settlement.	ACHAM	1.40	931.00
03/07/24	Phone call to chambers regarding status of disclosure statement order (0.1); follow up with T. Green regarding same (0.1).	LMSUP	0.20	106.00
03/08/24	Email correspondence to. L. Suprum re status of communication with courtroom deputy.	TGGRE	0.10	83.00
03/08/24	Completed memo summarizing research regarding the U.S. Trustee's objection to the FSO settlement (1.0); email correspondence with T. Green regarding the same (0.1).	ACHAM	1.10	731.50
03/08/24	Correspondence with T. Green regarding disclosure statement order.	LMSUP	0.10	53.00
03/10/24	Review research summary prepared by A. Champion (0.2); email correspondence with A. Champion regarding same (0.1).	TGGRE	0.30	249.00
03/10/24	Email correspondence with T. Green regarding supplemental research related to the US Trustee's objection to the FSO settlement agreement.	ACHAM	0.20	133.00
03/11/24	Phone call to chambers regarding status of disclosure statement order	LMSUP	0.10	53.00
03/12/24	Numerous emails with Stretto regarding solicitation information (0.3); update confirmation hearing notice and provide same to Stretto for publication notice to begin (0.1); telephone conference with Clarrisa Cu regarding solicitation (0.1); telephone conference with Clarrisa re solicitation overview and mailing questions (0.4); related telephone conference with Cole Celenza (0.2); follow on with Clarissa Cu (0.1); email correspondence to Cole Celenza to provide update (0.1); email correspondence to A. Champion to request information from Solicitation Procedures to prepare for tomorrow's meeting (0.1); telephone conference with A. Champion regarding updates to solicitation materials (0.1); review publication notices and provide requested change to Stretto and advise re dates of publication (0.2); review further revised notices and provide additional change (0.1); email correspondence to S. Clar re solicitation letter status and email correspondence to A. Champion requesting task checklist (0.1); email correspondence from A. Champion regarding updated solicitation materials and provide same to Stretto (0.1); email correspondence to E. Walker, J. Johnson and S. Clar regarding plan supplement (0.1).	TGGRE	2.10	1,743.00
03/12/24	Revised solicitation materials to remove slip sheets, adjust signature pages, add in the date and docket number for the solicitation procedures order entered by the court, and finalize for solicitation (1.3); related email correspondence with T. Green (.3).	ACHAM	1.60	1,064.00
03/12/24	Work with T. Green and chambers on entry of disclosure statement order (.3); download and circulate entered order (.2).	LMSUP	0.50	265.00



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03/13/24	Meeting with Stretto (0.5); email correspondence with Scott Clar regarding solicitation letter and review and remove brackets from dates and advise Scott Clar (0.1); review follow on email from Stretto re outstanding solicitation tasks and email to Stretto with solicitation letter (0.1); review bond trustee responses to discovery in consideration of plan confirmation dispute (0.2); email correspondence to J. Johnson re same (0.1); review revised solicitation materials and provide final comment (0.1); telephone conference with S. Clar and related emails with Scott regarding notice to residents in multiple classes (0.1); draft same (0.5); email correspondence to A. Champion to add signature blocks (0.1); revise signature blocks (0.1); additional emails with Stretto regarding packaging of materials for residents in multiple classes (0.1).	TGGRE	2.00	1,660.00
03/13/24	Revised notice concerning solicitation materials (.1); related email correspondence with T. Green (.2).	ACHAM	0.30	199.50
03/14/24	Email correspondence with A. Champion regarding unsecured creditor trust agreement form.	TGGRE	0.10	83.00
03/14/24	Review and analyze possible waiver of attorney-client privilege based on correspondence from UMB's counsel alleging same.	ENNIA	0.70	591.50
03/14/24	Conducted preliminary research related to Unsecured Creditor Trust Agreement for plan supplement (.2); related mail correspondence with T. Green (.4).	ACHAM	0.60	399.00
03/18/24	Email correspondence with S. Clar and A. Champion re form of trust agreement (0.1); email correspondence to A. Champion regarding status of solicitation and post-solicitation tasks (0.1); review checklist and follow on to A. Champion regarding tasks to be completed (0.1); email correspondence to begin making arrangements for court reporter (0.1); email correspondence to A. Champion re confirmation brief (0.1).	TGGRE	0.50	415.00
03/18/24	Email correspondence with T. Green to confer regarding outstanding solicitation and confirmation actions.	ACHAM	0.20	133.00
03/18/24	Email correspondence with Stretto team to confirm solicitation was completed on 3/15 (0.1); link to the confirmation hearing notice was posted on the case website (0.1).	ACHAM	0.20	133.00
03/18/24	Email correspondence with S. Clar and T. Green regarding the unsecured creditor trust agreement contemplated in the plan.	ACHAM	0.20	133.00
03/18/24	Conducted preliminary research regarding confirmation brief (.1); related email correspondence with T. Green to confer regarding the same (.2).	ACHAM	0.30	199.50
03/18/24	Work with T. Green to coordinate and schedule court reporter services for confirmation hearing.	LMSUP	0.10	53.00
03/19/24	Email correspondence with Stretto re opt out election question.	TGGRE	0.10	83.00
03/19/24	Email correspondence from A. Champion regarding ND Illinois confirmation brief form (0.1); review form in comparison to standard brief form (0.1); begin working on confirmation brief (0.3); email correspondence to A. Champion re background section to be completed (0.1); briefly review COS re solicitation and email correspondence with Stretto re Exhibit O (0.1).	TGGRE	0.70	581.00



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<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
03/19/24	Participate in discussion with B. Dopke and J. Johnson regarding attorney-client privilege and work product doctrine issues.	ENNIA	0.80	676.00
03/19/24	Began drafting brief in support of confirmation (1.5); related email correspondence with T. Green (.2).	ACHAM	1.70	1,130.50
03/19/24	Reviewed certificate of service filed by Stretto for accuracy (1.3); related correspondence with T. Green (.2).	ACHAM	1.50	997.50
03/19/24	Correspondence with Stretto team re: plan inquiry from party in interest.	MJRIE	0.10	54.00
03/20/24	Continued drafting brief in support of confirmation.	ACHAM	1.00	665.00
03/21/24	Conducted follow up research related to the US Trustee's objection to FSO settlement agreement.	ACHAM	1.10	731.50
03/21/24	Finished drafting preliminary statement and background sections of brief in support of confirmation (.5); related email correspondence with T. Green (.1).	ACHAM	0.60	399.00
03/24/24	Email correspondence to A. Champion regarding plan supplement and instructions to request drafts from counsel for FSO and UCC.	TGGRE	0.10	83.00
03/24/24	Email correspondence with T. Green to confer regarding upcoming plan supplement deadline.	ACHAM	0.20	133.00
03/25/24	Follow up email correspondence with S. Clar and E. Walker regarding the upcoming deadline to file the plan supplement.	ACHAM	0.20	133.00
03/26/24	Email correspondence to A. Champion regarding confirmation brief.	TGGRE	0.10	83.00
03/26/24	Legal research regarding at issue waiver under Illinois state and federal law.	ENNIA	1.20	1,014.00
03/26/24	Correspondence to L. Moore regarding analysis needed to contradict alleged at issue waiver of attorney-client privilege.	ENNIA	0.30	253.50
03/26/24	Review cases cited by opposing counsel in support of their argument that privilege was waived.	LPMOO	0.20	106.00
03/27/24	Read motion to quash and send same to J. Johnson with brief summary (0.2); work on plan supplement, including reviewing plan supplement notice and updating (0.2); email correspondence to S. Clar and E. Walker regarding status of plan supplement documents (0.1); begin drafting notice of selection of unsecured creditor trust (0.2); multiple additional emails with S. Clar re plan supplement and email correspondence to A. Champion re same (0.1); additional emails with Scott Clar and E. Walker regarding draft settlement agreement (0.1); begin reviewing and marking up draft Unsecured Creditors Trust Agreement (0.4); provide proposed changes to definitions to S. Clar (0.1).	TGGRE	1.40	1,162.00
03/27/24	Review and analyze proposed motion to quash request for deposition of B. Dopke regarding potential implication on broader privilege analysis.	ENNIA	0.30	253.50
03/27/24	Review and analyze memorandum and case law regarding "at issue" waiver and advice of counsel defense for use in defending against UMB's claims of waiver of privilege.	ENNIA	0.70	591.50
03/27/24	Research and evaluate Illinois federal case law related to at issue waivers of the attorney-client privilege.	LPMOO	2.50	1,325.00
03/27/24	Prepared memo detailing key points from legal research related to at issue waivers of attorney-client privilege.	LPMOO	1.00	530.00



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03/27/24	Completed background sections of confirmation brief (.8); related email correspondence with T. Green (.1).	ACHAM	0.90	598.50
03/28/24	Email correspondence and telephone conference with S. Clar re Unsecured Creditors Trust (0.2); brief call with A. Champion re same (0.1); telephone conference with A. Champion to discuss confirmation hearing and related plans (0.2).	TGGRE	0.50	415.00
03/28/24	Review and analyze N.D. Illinois case law on "at issue" waiver of attorney-client privilege.	ENNIA	0.70	591.50
03/28/24	Review and revise memo via correspondence detailing key findings from legal research regarding at-issue waiver and waiver resulting from assertion of advice of counsel defense.	ENNIA	0.80	676.00
03/28/24	Call with T. Green to confer regarding upcoming confirmation hearing and preparation related thereto and contents of plan supplement due on April 4.	ACHAM	0.40	266.00
03/28/24	Conducted supplemental research related to anticipated confirmation objections.	ACHAM	0.80	532.00
03/28/24	Reviewed plan and notice of filing plan supplement in connection with filings of draft versions of the FSO Settlement and Contribution agreement, former residents' trust agreement, and unsecured creditors trust agreement (.3); related email correspondence with T. Green (.2).	ACHAM	0.50	332.50
03/29/24	Brief call with J. Johnson with update regarding settlement discussions with bondholders.	TGGRE	0.10	83.00
03/30/24	Email correspondence with B. Dopke and E. Walker regarding discovery (0.1); related telephone conference with J. Johnson (0.2).	TGGRE	0.30	249.00
SUBTOTAL FOR B320 Plan & Disclosure Statement (including business plan)			70.60	\$61,272.00
Totals			263.50	\$219,023.00



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Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bray, Elizabeth H.	Shareholder	0.50	\$860.00	\$430.00
Dempsey, Robert P.	Shareholder	11.30	950.00	10,735.00
Ennis, Andrew J.	Shareholder	9.30	765.00	7,114.50
Ennis, Andrew J.	Shareholder	7.70	845.00	6,506.50
Green, Trinitee G.	Shareholder	10.60	720.00	7,632.00
Green, Trinitee G.	Shareholder	94.50	830.00	78,435.00
Johnson, Jeremy	Shareholder	42.30	1,180.00	49,914.00
Johnson, Jeremy	Shareholder	11.00	1,305.00	14,355.00
Tucker McCubbin, Lauren E.	Shareholder	1.10	945.00	1,039.50
Champion, Ashley D.	Associate	18.80	665.00	12,502.00
Flowers, Maverick B.	Associate	1.40	710.00	994.00
Moore, Logan P.	Associate	3.70	530.00	1,961.00
Riedl, Michael J.	Associate	2.30	530.00	1,219.00
Riedl, Michael J.	Associate	37.10	540.00	20,034.00
Stinnett, Erika Holmes	Associate	0.40	535.00	214.00
Backus, Trista J.	Paralegal	0.90	355.00	319.50
Suprum, Lindsey M.	Paralegal	10.60	530.00	5,618.00
Totals		263.50		\$219,023.00

Task Summary

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
B110	Case Administration	12.90	11,339.50
B145	Court Hearings	5.70	6,726.00
B155	Creditor Inquiries	5.50	4,507.00
B164	Polsinelli Fee Applications	17.50	12,736.00
B190	Litigation & Other Contested Matters	110.40	83,428.00
B200	Operations	19.20	17,141.00
B230	Financing & Cash Collateral	19.20	18,923.50
B260	Corporate Governance & Board Matters	2.50	2,950.00
B320	Plan & Disclosure Statement (including business plan)	70.60	61,272.00
Total		263.50	\$219,023.00

EXHIBIT C

(April Statement)



Chicago, IL 60606 | Phone: (312) 819-1900 www.polsinelli.com

Evangelical Retirement Homes of Greater Chicago,
Incorporated, d/b/a Friendship Village of Schaumburg
Michael Flynn
350 West Schaumburg Road
Schaumburg, IL 60194

Invoice Date: July 18, 2024
Invoice No: 2480820
Matter No: 122619-764706

*For Professional Services Through **April 30, 2024***

Client: Evangelical Retirement Homes of Greater Chicago, Incorporated, d/b/a Friendship Village of Schaumburg
Matter: Special Counsel on Bankruptcy Matters

Total Current Fees	\$ <u>300,255.50</u>
Due Upon Receipt	\$ <u>300,255.50</u>

*As of the above date, we are showing the above balances are open and unpaid.
This may not reflect other matters with alternative billing arrangements and does not reflect any unbilled fees and expenses.*

For questions regarding your account, please call (877) 577-7455 or email acctbilling@polsinelli.com For other inquiries, please contact Jeremy Johnson at (312) 819-1900 or jeremy.johnson@polsinelli.com Payment application may be delayed if remittance detail not provided. Sent to: accountingreceivables@polsinelli.com	Polsinelli's preferred payment method is ACH. ACH and Wire transfer instructions are: US Bank Acct: Polsinelli PC Reference Invoice # 2480820	If paying by check, please make check payable to: Polsinelli PC P.O. Box 878681 Kansas City, MO 64187-8681 Reference Invoice # 2480820
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Time Detail

B110 Case Administration

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Email correspondence with B. Dopke regarding form of notice of withdrawal and provide same (0.1); additional email with B. Dopke regarding same (0.1).	TGGRE	0.20	\$166.00
04/02/24	Multiple emails with B. Dopke regarding scheduling and setting up meetings (0.1); email from creditor regarding notice received and follow on with Stretto and separately with D. Jackson regarding same (0.1); email correspondence to A. Champion regarding courtesy email to parties regarding overflow hearing date (0.1).	TGGRE	0.30	249.00
04/02/24	Correspondence with T. Green (.1) and counsel for the bond trustee, FSO, and the United States trustee (.1) regarding change in commencement time for the overflow confirmation hearing date.	ACHAM	0.20	133.00
04/02/24	Correspondence with T. Green regarding plan supplement	LMSUP	0.10	53.00
04/09/24	Attention to calendar, including docketing upcoming hearing and response deadline.	TGGRE	0.10	83.00
04/10/24	Prepare notice of objection (0.1); email correspondence to L. Suprum re same (0.1); email correspondence to M. Riedl re PHV motion including providing attorney information and form for same (0.1).	TGGRE	0.30	249.00
04/10/24	Drafting PHV for Andrew Ennis (0.4); and verifying admission information and pending matters (0.2).	MJRIE	0.60	324.00
04/11/24	Review motion for phv motion (0.1); emails with team regarding filing of same and local procedure to pay before file (0.1).	TGGRE	0.20	166.00
04/11/24	Final review of PHV motion (0.1); coordinating review with A. Ennis (0.1); and filing with paralegal L. Suprum (0.1).	MJRIE	0.30	162.00
04/11/24	Revise notice of objection to Bond Trustee's motion to compel (0.1); discuss same with T. Green (0.1).	LMSUP	0.20	106.00
04/11/24	Process payment of pro hac vice fee for Andrew Ennis (.1); finalize and file pro hac vice motion (.2); circulate file-stamped copy and discuss same (.2).	LMSUP	0.50	265.00
04/12/24	Numerous email correspondence with Ms. McClendon and L. Suprum re notice of hearing filed for Third Interim Fee Application (0.1); separate, related email correspondence from B. Dopke (0.1).	TGGRE	0.20	166.00
04/12/24	Correspondence with B. Dopke and T. Green regarding re-notice of hearing on Dopkelaw's third interim fee application	LMSUP	0.20	106.00
04/12/24	Correspondence with T. Green regarding notice of objection to Bond Trustee's motion to compel	LMSUP	0.10	53.00
04/12/24	Draft, finalize and file re-notice of hearing regarding Wyse Advisors' third interim fee application (0.4); circulate file-stamped copy and discuss same with T. Green (0.1); M. Wyse (0.1).	LMSUP	0.60	318.00
04/12/24	Work with T. Green and A. McClendon to address correcting Court's calendar with respect to hearing on third interim fee applications	LMSUP	0.50	265.00
04/12/24	Draft omnibus notice of hearing regarding debtor's professionals third interim fee applications (0.4); discuss same with T. Green (0.1).	LMSUP	0.50	265.00



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04/15/24	Email correspondence with L. Suprum re notice of objection to be filed, review as filed and follow on to B. Dopke (0.1); telephone conference with B. Dopke re same (0.1); case management and memo to file with updates on numerous issues, tasks, and live items (0.3).	TGGRE	0.50	415.00
04/15/24	Update e-binder for April 17 hearing (0.1); discuss same with T. Green (0.1).	LMSUP	0.20	106.00
04/15/24	Coordinate with A. Ennis and T. Green on appearance at April 17 hearing	LMSUP	0.10	53.00
04/16/24	Update e-binder for April 17 hearing and discuss same with T. Green	LMSUP	0.10	53.00
04/17/24	Draft motion for leave to exceed page limit (0.3); emails and discussion re same with S. Rabuck (0.3).	TGGRE	0.60	498.00
04/17/24	Discuss with J. Johnson potential motion to exceed page limit (0.1).	TGGRE	0.10	83.00
04/17/24	Review scheduling order on Bond Trustee's motion to compel (0.1); update calendar accordingly (0.1).	LMSUP	0.20	106.00
04/18/24	Email correspondence with B. Dopke re motion for leave and discuss same with J. Gansberg (0.1); revise for shortened notice (0.1); instructions to L. Suprum for filing (0.1).	TGGRE	0.30	249.00
04/21/24	Email correspondence to L. Suprum with list of upcoming filings and deadlines for each.	TGGRE	0.10	83.00
04/23/24	Review Court's calendar re motion to exceed page limit (0.1); email correspondence to B. Dopke and J. Johnson re same (0.1).	TGGRE	0.20	166.00
04/24/24	Email correspondence with B. Dopke and J. Johnson re hearing today and telephone conference with J. Johnson re same (0.1); emails with L. Suprum re witness and exhibit list (0.1).	TGGRE	0.20	166.00
04/26/24	Email correspondence to L. Suprum re filing and need to refile with signature.	TGGRE	0.10	83.00
04/30/24	Case management, including updating checklist of tasks and update memo to file.	TGGRE	0.20	166.00
SUBTOTAL FOR B110 Case Administration			8.00	\$5,356.00

B145 Court Hearings

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
04/16/24	Prepare for and attend hearing on motion to compel (0.5).	JRJOH	0.50	\$652.50
04/17/24	Prepare for and attend hearing on motion to compel (1.5).	JRJOH	1.50	1,957.50
04/17/24	Attend hearing on fee applications and motion to compel and take transcript style notes and support J. Johnson re bankruptcy issues, including any off-docket items (1.5).	TGGRE	1.50	1,245.00
04/24/24	Prepare for and attend hearing on open matters.	JRJOH	0.80	1,044.00
04/30/24	Attend hearing re confirmation with responsibility to handle any scheduling and deadline issues with respect thereto.	TGGRE	0.40	332.00
SUBTOTAL FOR B145 Court Hearings			4.70	\$5,231.00



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B155 Creditor Inquiries

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04/01/24	Telephone conference with Cole Celenza regarding wait list deposits, inclusive of follow on email correspondence with chart (0.2); follow up with wait list depositor via telephone (0.1); multiple additional emails from waitlist depositor creditor (0.1); briefly review contracts and proof of claim form (0.1); emails to Cole Celenza re same (0.1); respond to inquiry (0.1).	TGGRE	0.60	\$498.00
04/01/24	Respond to inquiry from creditor inquiring about chapter 11 plan.	MJRIE	0.10	54.00
04/03/24	Telephone conference with resident regarding numerous issues, including plan, contract, IL CCRC, and opt out form (0.3); return call of prospective resident regarding status as Class1 creditor and treatment under the plan (0.1).	TGGRE	0.40	332.00
04/03/24	Multiple telephone calls with creditor regarding bankruptcy case, plan and deposit (0.2); research regarding same, including emails with Stretto (0.1); follow up call and email correspondence to provide information and new solicitation package (0.1); email correspondence from M. Riedl regarding inquiry concerning opt out forms (0.1); new email correspondence from wait list depositing party (0.1); review data and provide response to same (0.1).	TGGRE	0.70	581.00
04/03/24	Call with current resident regarding solicitation and disclosure materials (0.2); and updating T. Green on status of inquiry (0.1).	MJRIE	0.30	162.00
04/11/24	Review Class 1 list concerning certain residents (0.1); call backs re same (0.1).	TGGRE	0.20	166.00
04/12/24	Multiple email correspondence with creditors regarding opt out forms and plan.	TGGRE	0.20	166.00
04/13/24	Telephone conference with depositor claimant re plan and confirmation process.	TGGRE	0.20	166.00
04/14/24	Emails with F. Eaves re dispute and potential resolution and related to Cole Celenza.	TGGRE	0.10	83.00
04/15/24	Significantly revise email communication to former resident family member.	TGGRE	0.20	166.00
04/22/24	Attention to multiple creditor inquiries (0.1).	TGGRE	0.10	83.00
04/26/24	Email correspondence from J. Nyberg re escrowed deposits and place call to family member of AL patient (0.1); telephone conference with family member and POA for MC patient (0.1); follow on email correspondence to M. Flynn and J. Nyberg (0.1).	TGGRE	0.30	249.00
04/29/24	Telephone conference with family member regarding escrow deposit (0.2); follow on email correspondence to M. Flynn and J. Nyberg re same (0.1); telephone conference with resident re class 6 ballot (0.1).	TGGRE	0.40	332.00
04/30/24	Email correspondence with Sheneka Barnett re status of case and rental agreement.	TGGRE	0.10	83.00
SUBTOTAL FOR B155 Creditor Inquiries			3.90	\$3,121.00

B164 Polsinelli Fee Applications



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04/02/24	Brief research regarding ND of Illinois authority concerning meaning of duplication of services (0.2); briefly review chart prepared by M. Riedl regarding disallowed duplication of services entries (0.2); email correspondence to M. Riedl regarding additional analysis and potential research pertaining to certain disallowed fees from second interim period (0.2).	TGGRE	0.60	\$498.00
04/12/24	Draft, finalize and file re-notice of hearing regarding Polsinelli third interim fee application (0.4); circulate file-stamped copy (0.1); discuss same with T. Green (0.1).	LMSUP	0.60	318.00
04/16/24	Discuss upcoming hearing with J. Johnson (0.1); prepare short outline for hearing (0.2).	TGGRE	0.30	249.00
04/17/24	Email correspondence to M. Riedl regarding ruling on fee application, March monthly fee statement, and next steps concerning fees disallowed for duplication of services.	TGGRE	0.10	83.00
04/18/24	Email correspondence with M. Riedl regarding monthly fee statements.	TGGRE	0.10	83.00
04/18/24	Reviewing shell fee March fee application for FVS (0.1); and creation of April fee shell motion (0.2).	MJRIE	0.30	162.00
04/19/24	Review Court's fee order and run calculations to determine amount approved for interim payment (0.1); email correspondence to Wyse Advisors re same (0.1).	TGGRE	0.20	166.00
04/19/24	Creating Eleventh Monthly Fee Application Shell (0.3).	MJRIE	0.30	162.00
SUBTOTAL FOR B164 Polsinelli Fee Applications			2.50	\$1,721.00

B190 Litigation & Other Contested Matters

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Review draft stipulation prepared by B. Dopke and provide preliminary comment as it relates to privilege.	TGGRE	0.10	\$83.00
04/02/24	Teleconference with T. Green re: Morrison appeal and next steps (0.4); review docket re: same (0.5); teleconference with Morrison counsel re: settlement (0.4).	JRJOH	1.30	1,696.50
04/02/24	Telephone conference with counsel for Morrison re potential settlement.	TGGRE	0.40	332.00
04/03/24	Teleconference with FSO and Committee counsel re: settlement (0.5); review settlement documentattion (0.4).	JRJOH	0.90	1,174.50
04/03/24	Prepare for and attend Nyberg deposition prep (1.2).	JRJOH	1.20	1,566.00
04/04/24	Prepare for and attend meet and confer with all parties re: discovery issues (0.5); teleconference with FSO counsel re: same (0.4).	JRJOH	0.90	1,174.50
04/05/24	Teleconference with T. Green re: Sheahan deposition (0.4); attend deposition (0.4).	JRJOH	0.80	1,044.00
04/05/24	Teleconference with T. Green re: deposition summaries (0.7); review same (0.8).	JRJOH	1.50	1,957.50
04/07/24	Prepare for (1.4); attend deposition preparation meeting (0.8).	JRJOH	2.20	2,871.00
04/09/24	Teleconference with internal team re: deposition status (1.0).	JRJOH	1.00	1,305.00



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04/09/24	Review of Motion to Compel by Bond Trustee (0.6); and summarizing for T. Green (0.2).	MJRIE	0.80	432.00
04/10/24	Prepare M. Wyse for deposition (1.0); review transcript summaries to prepare for same (0.5).	JRJOH	1.50	1,957.50
04/10/24	Multiple internal teleconferences to prepare for Dopke deposition demand (0.9); review motion to compel (0.5).	JRJOH	1.40	1,827.00
04/11/24	Email correspondence from A. Ennis and J. Johnson and follow on to S. Rabuck re research on common interest (0.1); email correspondence with B. Dopke re notice of objection (0.1).	TGGRE	0.20	166.00
04/11/24	Revise notice of objection to Bond Trustee's motion to compel (0.1); discuss same with T. Green (0.1).	LMSUP	0.20	106.00
04/12/24	Email correspondence to J. Johnson re reply brief filed by Morrison (0.1); email from J. Kramer and follow on call with J. Johnson to discuss response (0.1); review outline summary of Morrison brief (0.4); review brief in conjunction with outline summary (0.2); email correspondence to M. Riedl and J. Johnson re same (0.1);	TGGRE	0.90	747.00
04/12/24	Reviewing of Morrison Management Specialists Appellee Reply (1.8); verifying caselaw cited (0.4); drafting internal outline of Reply with comments for potential OA purposes (0.5).	MJRIE	2.70	1,458.00
04/15/24	Finalize and file notice of objection to bond trustee's motion to compel (0.2); circulate file-stamped copy and discuss same with T. Green (0.1).	LMSUP	0.30	159.00
04/16/24	Settlement teleconference with Morrison counsel (0.4).	JRJOH	0.40	522.00
04/16/24	Review research summary from M. Riedl (0.2); read letter from bond trustee and cited case re potential stay violation (0.2); email correspondence from S. Rabuck re same (0.1).	TGGRE	0.50	415.00
04/17/24	Email correspondence to A. Ennis prior to hearing on motion to compel to provide support and exchange emails regarding timing in relation to confirmation (0.2).	TGGRE	0.20	166.00
04/17/24	Meeting with working group regarding privilege issues and Court's impressions re same.	TGGRE	0.40	332.00
04/18/24	Teleconference with T. Green re: confirmation issues.	JRJOH	1.10	1,435.50
04/18/24	Research regarding prior bond trustee tactics with respect to third-party contributions to unsecured residents (0.5); compiling motions from other cases (0.6); summarizing initial research through e-mail draft to T. Green and J. Johnson (0.2).	MJRIE	1.30	702.00
04/19/24	Teleconference with Wyse Advisors re: liquidation analysis.	JRJOH	0.50	652.50
04/20/24	Email correspondence to A. Ennis and J. Johnson re strategic considerations with respect to motion to compel and privilege issues.	TGGRE	0.10	83.00
04/22/24	Teleconference with FSO counsel re: status and next steps.	JRJOH	0.60	783.00
04/22/24	Review and edit confirmation and reply brief.	JRJOH	5.00	6,525.00
04/22/24	Correspondence with T. Green regarding response to Bond Trustee's motion to compel	LMSUP	0.10	53.00
04/23/24	Edit confirmation and reply brief.	JRJOH	5.30	6,916.50
04/23/24	Teleconference with Wyse Advisors re: liquidation analysis (0.4); review same (0.7).	JRJOH	1.10	1,435.50



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04/24/24	Review and edit Liquidation analysis (0.8).	JRJOH	0.80	1,044.00
04/24/24	Email correspondence from A. Ennis re objection (0.1); review and revise same and send to B. Dopke (0.4)	TGGRE	0.50	415.00
04/25/24	Receive comments from B. Dopke and revise objection to motion to compel (0.1); email correspondence to A. Ennis re same (0.1).	TGGRE	0.20	166.00
04/26/24	Email correspondence with B. Dopke re response to motion to compel (0.1); finalize same for filing, including adding COS (0.2); email correspondence to L. Suprum with instructions to complete COS, file, and provide courtesy copy after filing (0.1).	TGGRE	0.40	332.00
04/26/24	Update, finalize, file and serve opposition to UMB motion to compel (.6); correspondence with T. Green regarding same (.1).	LMSUP	0.70	371.00
SUBTOTAL FOR B190 Litigation & Other Contested Matters			37.50	\$42,405.50

B200 Operations

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Review post-closing transaction issues around the collateral for potential workers compensation claims	RPDEM	0.40	\$380.00
04/01/24	Review APA as it relates to section 2.1 (0.1); email correspondence to IL CCRC LLC regarding same and with respect to Class 1 deposits to be repaid (0.3); email correspondence from Wintrust and follow on to R. Dempsey (0.1).	TGGRE	0.50	415.00
04/02/24	Review post-closing issues regarding the collateral for workers compensation claims	RPDEM	0.40	380.00
04/02/24	Email correspondence with M. Flynn regarding post-closing audit reporting requirements.	TGGRE	0.10	83.00
04/09/24	Review post-closing issues around the workers compensation collateral.	RPDEM	0.90	855.00
04/15/24	Analysis of endowment and prepay issues from closing in response to buyer reach out.	RBGUY	0.60	783.00
04/15/24	Email correspondence from B. Shaw regarding various post-closing issues (0.1); follow on to R. Dempsey with initial analysis and facts relating to deposit issue (0.1); multiple additional emails with R. Dempsey re issue raised by buyer and plan treatment of depositing parties, including calculating total deposit amounts (0.2).	TGGRE	0.40	332.00
04/15/24	Email correspondence with A. Ennis re deposition background (0.1); call with A. Ennis to discuss same and preparation for upcoming hearing (0.4); review ECF notice in Morrison appeal and attention to docketing of oral argument date (0.1); update J. Johnson re same (0.1).	TGGRE	0.70	581.00
04/15/24	Correspondence with buyer counsel regarding status of regulatory approvals and applications [.2]; correspondence with buyer counsel regarding status of executed closing ancillaries [.2]; review and revise closing checklist [.3];	LFLOW	0.70	497.00
04/16/24	Email correspondence to J. Nyberg and M. Flynn re status of escrow account.	TGGRE	0.10	83.00



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04/16/24	Email correspondence regarding medical records request and provide guidance.	TGGRE	0.10	83.00
04/17/24	Advising on endowment transfer for post-closing (.6); determining status on option deposits (.2).	RBGUY	0.80	1,044.00
04/17/24	Emails with J. Nyberg regarding status of escrow account (0.1); email correspondence to R. Dempsey regarding buyer issues and related emails with B. Shaw (0.1); discuss same with J. Johnson (0.1);	TGGRE	0.30	249.00
04/17/24	Meeting with M. Flynn re escrowed deposits and other deposit related issues (0.2); email correspondence to M. Wyse and C. Celenza regarding status of payments to buyer for consulting services (0.1); email correspondence with B. Guy regarding deposit issue raised by buyer and regarding option deposit status (0.2); email correspondence with B. Shaw (0.1).	TGGRE	0.60	498.00
04/17/24	Correspondence with buyer counsel regarding status of regulatory approvals and applications [.2]; correspondence with B. Guy, T. Green, and R. Dempsey regarding follow up inquiries by buyer counsel regarding endowment funds [.4].	LFLOW	0.60	426.00
04/18/24	Follow up correspondence with B. Guy, T. Green, and R. Dempsey regarding follow up inquiries by buyer counsel regarding endowment funds [.3]; correspondence with buyer counsel regarding execution and compilation of indemnity escrow agreement and closing ancillaries [.3]; review and compile executed indemnity escrow agreement [.4]	LFLOW	1.00	710.00
04/19/24	Assist in compiling closing binder and ensuring all executed closing documents have been received.	ELHOL	1.30	695.50
04/22/24	Review all closing documents and begin organizing and compiling all fully executed documents.	ELHOL	0.30	160.50
04/22/24	Follow up correspondence with B. Guy, T. Greene, and R. Dempsey regarding follow up inquiries by buyer counsel regarding endowment funds [.3]; correspondence with buyer counsel regarding execution and compilation of indemnity escrow agreement and closing ancillaries [.3]; review and compile executed indemnity escrow agreement [.4]	LFLOW	1.00	710.00
04/23/24	Advising on confirmation strategy arguments.	RBGUY	0.50	652.50
04/24/24	Review escrow account summary and email correspondence to J. Nyberg and M. Flynn re same (0.1); email correspondence to J. Nyberg regarding various payments to be made in near term including Kare Staffing payment (0.1).	TGGRE	0.20	166.00
04/26/24	Finalize cessation and release agreement	RPDEM	0.30	285.00
04/30/24	Follow up email correspondence to C. Celenza re status of payments and separate email correspondence to J. Nyberg and M. Flynn re payment to Kare Staffing (0.1); emails from M. Flynn and J. Nyberg and follow on to F. Eaves re same (0.1).	TGGRE	0.20	166.00
SUBTOTAL FOR B200 Operations			12.00	\$10,234.50

B310 Claims Administration & Objections

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
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04/09/24	Email correspondence with F. Eaves regarding dispute re late fees.	TGGRE	0.10	\$83.00
04/12/24	Review multiple documents and lengthy email from Kare Staffing regarding disputed late fees to consider response to F. Eaves (0.3); discuss same with C. Celenza (0.2).	TGGRE	0.50	415.00
04/16/24	Email correspondence to M. Flynn regarding dispute re late fees and potential settlement (0.1); make alternative proposals to J. Johnson and discuss same (0.1).	TGGRE	0.20	166.00
04/17/24	Discuss dispute with Kare Staffing and potential settlement with M. Flynn (0.1); review invoice detail and collections detail (0.1); discuss with J. Johnson (0.1); draft settlement offer and provide same to F. Eaves (0.5).	TGGRE	0.80	664.00
SUBTOTAL FOR B310 Claims Administration & Objections			1.60	\$1,328.00

B320 Plan & Disclosure Statement (including business plan)

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
04/01/24	Email correspondence from K. Peters (counsel for LEAF Capital) and follow on to J. Johnson (0.1); review proposed addendum re agreement and respond to K. Peters with comment (0.1); email correspondence to counsel for UMB, UCC, and UST re agreement with LEAF Capital (0.2).	TGGRE	0.40	\$332.00
04/01/24	Discussion with J. Johnson regarding strategy for addressing developing discovery dispute over alleged at issue waiver of attorney-client privilege.	ENNIA	0.40	338.00
04/01/24	Evaluate and analyze common legal interest protection relating to communications among counsel to FVS and FSO on various issues.	ENNIA	0.60	507.00
04/01/24	Reviewed draft FSO settlement and contribution agreement (.3); related correspondence from E. Walker (.1); related correspondence with T Green (.1).	ACHAM	0.50	332.50
04/02/24	Email correspondence from E. Walker regarding update with respect to global settlement discussions (0.1); gather various contracts and other documents in relation to potential settlement discussions (0.3).	TGGRE	0.40	332.00
04/02/24	Email correspondence to A. Champion regarding plan supplement (0.1); review definition of Retained Causes of Action and related provisions and determine not to include list of retained causes of action in plan supplement (0.1); emails with B. Dopke and E. Walker (0.1); markup draft of FSO settlement agreement (0.5); email correspondence to E. Walker regarding trust agreements and status of review with comments (0.1); work on plan supplement notice (0.1); email correspondence to L. Suprum re same and upcoming filing (0.1); email correspondence with S. Clar regarding Polsinelli comments to settlement agreement and request call (0.1).	TGGRE	1.20	996.00
04/02/24	Return email of counsel for former resident regarding voting.	TGGRE	0.10	83.00
04/02/24	Reviewed the Fourth Amended Plan to ascertain the definition of "retained causes of action" for the purposes of listing the same in the plan supplement (.3); related email correspondence with T. Green (.3).	ACHAM	0.30	199.50



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04/03/24	Email correspondence to B. Dopke, J. Johnson and S. Clar regarding communications with creditors regarding opt out forms.	TGGRE	0.10	83.00
04/03/24	Meeting with Scott Clar and E. Walker regarding settlement agreement and plan.	TGGRE	0.40	332.00
04/03/24	Correspondence with T. Green regarding research related to confirmation brief.	ACHAM	0.20	133.00
04/04/24	Email correspondence with Stretto re service of Plan Supplement.	TGGRE	0.10	83.00
04/04/24	Review revised settlement agreement and confirm with J. Johnson no changes (0.1); email correspondence with working group re same (0.1); email correspondence from S. Clar re additional change and revise same (0.1); work on plan supplement, including reviewing and revising trust agreements (1.0), email correspondence with A. Champion and L. Suprum (0.1); multiple emails to and with E. Walker and S. Clar regarding status of drafts (0.2); circulate redlines to working group and advise of timing of filing and cutoff time for additional comments (0.1); additional emails with S. Clar regarding trust agreements (0.1); review notice of plan supplement with exhibits prior to filing and provide comment (0.1).	TGGRE	1.90	1,577.00
04/04/24	Discussion with J. Johnson regarding at issue privilege waiver and potential subpoena to Polsinelli or motion to require disclosure of privileged legal analysis.	ENNIA	0.20	169.00
04/04/24	Correspondence with L. Suprum and T. Green to confer regarding the filing of the notice of plan supplement and related attachments.	ACHAM	0.30	199.50
04/04/24	Correspondence with T. Green to confer regarding the filing of the plan supplement.	ACHAM	0.20	133.00
04/04/24	Reviewed former resident and unsecured creditor trust agreements to be filed with the plan supplement (.2); related correspondence with T. Green (.2).	ACHAM	0.40	266.00
04/04/24	Reviewed draft FSO Settlement and Contribution agreement to be included in plan supplement (.1); related correspondence from T. Green (.1).	ACHAM	0.20	133.00
04/04/24	Correspondence from S. Rabuck, T. Green, and S. Clar regarding plan supplement filings.	ACHAM	0.40	266.00
04/04/24	Call and email correspondence with S. Clar regarding draft trust agreements to be included in the plan supplement.	ACHAM	0.30	199.50
04/04/24	Finalize and file notice of plan supplement (.7); circulate file-stamped copy (.1); correspondence with T. Green regarding same (.3).	LMSUP	1.10	583.00
04/05/24	Attend deposition of Jeff Nyberg and take detailed notes (5.4); attend part of M. Sheahen's deposition (1.5).	TGGRE	6.90	5,727.00
04/06/24	Telephone conference with E. Walker and S. Rabuck re depositions and issues related to confirmation (0.2); follow on with J. Johnson, inclusive of providing copies of prior emails to board members and other related information (0.2).	TGGRE	0.40	332.00
04/07/24	Meeting with J. Johnson and B. Dopke re upcoming depositions.	TGGRE	0.80	664.00



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04/08/24	Email correspondence with B. Dopke regarding deposition preparation of M. Wyse (0.1); email correspondence with J. Gansberg regarding plan supplement (0.1); multiple related emails with S. Clar (0.1); email to M. Riedl to request review and proof of trust agreements (0.1); review voting results and follow on to Stretto to request update regarding opt out status (0.1); email correspondence to S. Clar and E. Walker to provide update (0.1); attend Clark deposition (2.4); exchange emails with K. Peters re plan (0.1); carefully review and propose changes to the unsecured creditor trust agreement, including reviewing and incorporating edits of M. Riedl (0.6); email correspondence to J. Johnson outlining issues for consideration with respect to creditor trust agreement (0.2); begin reviewing and revising former residents trust agreement (0.3); telephone conference with S. Rabuck re deposition testimony concerning board meeting (0.1).	TGGRE	4.30	3,569.00
04/09/24	Attend deposition of Mike Flynn (5.1); attend deposition of Jean Schlinkman (1.0).	TGGRE	6.10	5,063.00
04/09/24	Email correspondence with B. Dopke regarding bond trustee request to depose counsel, Dopke (0.1); related communications with J. Johnson (0.1); email correspondence to A. Champion with assignment to start drafting order and separate email with S. Clar re opt out question (0.1); review cases provided by B. Dopke and summarize same for J. Johnson (0.3); numerous communications with B. Dopke and separately with J. Johnson regarding cases and next steps with respect to deposition of B. Dopke (0.3); email correspondence to M. Riedl upon receipt of notice of filing of motion to compel with instructions to briefly summarize motion (0.1); additional email communications regarding motion to compel, including with A. Ennis and J. Johnson (0.1).	TGGRE	1.10	913.00
04/09/24	Review and analyze Bond Trustee's motion to compel seeking the deposition of B. Dopke and asserting waiver of privilege over certain documents and evaluate potential arguments in response.	ENNIA	1.50	1,267.50
04/09/24	Review and analyze correspondence from B. Dopke and embedded legal authority regarding depositions of attorneys and procedure for appropriately preserving objections on the basis of privilege.	ENNIA	0.80	676.00
04/09/24	Discussion with Debtor's counsel team regarding Bond Trustee's motion to compel, arguments in response, and overall strategy for addressing the issues raised within the current schedule.	ENNIA	0.60	507.00
04/10/24	Discussion with B. Dopke regarding strategy for responding to Bond Trustee's motion to compel and potential impact on B. Dopke directly in light of request for his deposition.	ENNIA	0.50	422.50



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04/10/24	Attend UCC deposition (1.6); post-deposition debriefs with S. Clar (0.1) and separately with J. Johnson (0.2); review liquidation analyses, research and working notes related to same (0.4); email correspondence to summarize review and make prep suggestions to J. Johnson (0.2); attend deposition prep meeting re liquidation analysis and plan (0.4); email correspondence to plan supporters to coordinate meeting re confirmation (0.1); begin working on Flynn declaration in support of confirmation (0.7); email correspondence to B. Dopke re motion to compel (0.1); attend deposition of Mike Wyse (2.1); meeting with A. Ennis and J. Johnson re plan confirmation schedule, motion to compel, privilege and related issues (0.8); meeting with Cooley and DopkeLaw (0.8); follow on with B. Dopke (0.2).	TGGRE	7.70	6,391.00
04/10/24	Begin formulating arguments in response to Bond Trustee's motion to compel.	ENNIA	1.20	1,014.00
04/10/24	Review and analyze correspondence from J. Johnson providing factual background underlying issues in Bond Trustee's motion to compel.	ENNIA	0.60	507.00
04/10/24	Discussion with J. Johnson and T. Green regarding opposition to Bond Trustee's motion to compel	ENNIA	0.50	422.50
04/11/24	Review plan objections asserted in bond trustee and UST objections to disclosure statement and prepare working document related to same, inclusive of notes with preliminary responses to UST objections (0.5); email correspondence to A. Champion regarding anticipated bond trustee plan objections with assignment to complete replies to same (0.2); begin master document for confirmation preparation to prepare for group call to discuss presentation of case, inclusive of legal issues to address and evidence to be presented (0.4); telephone conference with A. Champion regarding prep work (0.2); email correspondence to J. Gansberg regarding open objections (0.1); discuss confirmation prep with J. Johnson (0.1); consider A. Champion's preliminary responses and questions with respect to expected UMB objections and schedule call to discuss (0.4).	TGGRE	1.90	1,577.00
04/11/24	Correspondence with J. Eng regarding background of and arguments in Bond Trustee's motion to compel and arguments in opposition to facilitate initial drafting of opposition brief.	ENNIA	0.70	591.50
04/11/24	Began drafting balloting declaration.	ACHAM	0.30	199.50
04/11/24	Conducted research related to potential confirmation objections from the Bond Trustee addressing the best interests of the creditors test, claims classification, and the fair and equitable test (1.2); related call (.2) and correspondence (.7) with T. Green.	ACHAM	2.10	1,396.50



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04/12/24	Meeting with J. Johnson to discuss unsecured creditor trust agreement and similar issues relating to residents trust agreement (0.3), as well as preliminary discussion re fair and equitable argument previously asserted by Bond Trustee (0.2); make additional revisions to unsecured creditor trust agreement (0.4); email correspondence to S. Clar re same (0.1); meeting with J. Gansberg regarding plan, creditor trust agreement, and other plan supplement items (0.8); make revisions and add comments to unsecured creditor trust agreement per call with Jeff Gansberg and Joshua Greene (0.2); email correspondence with Stretto regarding voting results and question re solicitation information (0.1); telephone conference with A. Champion regarding confirmation reply, research, declarations, and related tasks (0.5); review solicitation overview with Cole Celenza (0.1); meeting with Gregg (proposed trustee) and S. Clar re unsecured creditor trust agreement (0.3); make revisions to plan per request of UST (0.2); make additional revisions to trust agreement per comments of J. Gansberg (0.2); circulate clean and redline to E. Walker and S. Clar (0.1); meeting with Scott Clar, Sam Rabuck, B. Dopke and J. Johnson (0.8); follow on with B. Dopke (0.3).	TGGRE	4.60	3,818.00
04/12/24	Begin preparation for oral argument on Bond Trustee's motion to compel deposition of Bruce Dopke and the production of privileged materials.	ENNIA	1.30	1,098.50
04/12/24	Review and analyze legal research compiled regarding the common legal interest doctrine.	ENNIA	1.20	1,014.00
04/12/24	Begin analysis of UMB's Motion to Compel and strategize for response to same.	JJENG	1.30	1,046.50
04/12/24	Continued drafting confirmation order.	ACHAM	1.70	1,130.50
04/12/24	Call with T. Green to discuss confirmation brief, balloting certification, and confirmation order and related timelines.	ACHAM	0.50	332.50
04/13/24	Consider potential modifications to plan and voting implications (0.2); email correspondence to J. Johnson re same (0.1); telephone conference with J. Johnson to discuss (0.4).	TGGRE	0.70	581.00
04/13/24	Begin drafting reply to liquidation analysis and best interest of creditor argument.	TGGRE	1.20	996.00
04/14/24	Make additional edits to unsecured creditor trust agreement (0.2); revise former residents trust agreement (0.3); run redlines of both documents (0.1); circulate clean and redline copies with explanatory notes to working group and request comments (0.1); continue drafting argument regarding 1129(a)(7), inclusive of reviewing cases and adding cites (1.2); email correspondence to A. Champion to fill in missing cites (0.1); review estimated costs and expenses in relation to potential fair and equitable argument (0.1); consider potential issues and responses and email correspondence to J. Johnson re same (0.2); telephone conference with J. Johnson re confirmation issues (0.5).	TGGRE	2.80	2,324.00
04/14/24	Reviewed and revised best interest of creditors section of omnibus reply based on supplemental research (2.1); related correspondence with T. Green (.2).	ACHAM	2.30	1,529.50



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04/15/24	Meeting with S. Clar and J. Johnson re solicitation (0.2); follow on with J. Johnson (0.1); draft notice to Class 1 and Class 6 combined holders (0.2); emails with S. Clar re same (0.1); email correspondence to Stretto (0.1); working call with Clarissa to identify group of priority claim holders who will receive new notice and ballot (0.6); analyze list of names of creditors to receive ballots and notices re same (0.2); telephone conference with C. Celenza re same (0.2); continue to evaluate data and revise list of names and circulate same to Stretto (0.2); discuss with Clarissa of Stretto (0.1); preliminary review with revisions of draft balloting declaration (0.2); email correspondence to A. Champion with request pertaining to solicitation procedures and review and forward to JJ her response (0.1); additional telephone conference with Clarissa of Stretto regarding potential change to ballot (0.1); revise notice to clarify the original deadline that is being extended (0.1); review A. Champion's edits to liquidation argument, inclusive of additional revisions and comments for follow up clarification on case law (0.6); attend deposition of K. Rivera (1.4); update to J. Johnson re deposition (0.2); review spreadsheet prepared by Stretto to analyze multi-class notices that were distributed (0.1); email Clarrisa Cu re same (0.1); review notes from meeting with Jeff Gansberg and mark off resolved and addressed issues and further revise plan as appropriate (0.2); email correspondence to A. Champion re UST objections to plan and need to start preparing responses (0.2); review voting update from Stretto and inquire re Class 4 (0.1); email correspondence to L. Suprum to add solicitation procedures order to e-binder for upcoming hearing (0.1); work on best interest of creditors argument, including reviewing revisions by A. Champion and final revisions to draft section (0.4); review research re conversion argument and follow on to J. Johnson (0.1).	TGGRE	6.00	4,980.00
04/15/24	Discussion with J. Johnson and T. Green regarding strategy for oral argument on Bond Trustee's motion to compel.	ENNIA	0.30	253.50
04/15/24	Review and analyze key case law on at issue waiver, advice of counsel defense, and common legal interest doctrine applicable to parents and wholly-owned subsidiaries in preparation for oral argument on Bond Trustee's motion to compel.	ENNIA	1.50	1,267.50
04/15/24	Correspondence with T. Green related to Debtor's ability to waive the voting deadline under the solicitation procedures.	ACHAM	0.20	133.00
04/15/24	Began drafting injunction objection reply section of the confirmation brief (.2); related correspondence with T. Green (.2).	ACHAM	0.40	266.00
04/15/24	Finished drafting confirmation order.	ACHAM	2.80	1,862.00
04/15/24	Drafted balloting declaration (2.0); related correspondence with T. Green (.1).	ACHAM	2.10	1,396.50
04/15/24	Made revisions to the best interests of the creditors test reply section based on supplemental research (1.3); related correspondence with T. Green (.4).	ACHAM	1.70	1,130.50



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04/16/24	Review cases cited by A. Champion (0.2); multiple related email correspondence with A. Champion, including follow on work needed (0.2); work on confirmation declaration of M. Flynn (1.1); review and supplement confirmation preparation folder (0.3); review deposition transcripts in connection with confirmation declaration (0.2); drafting confirmation brief, focusing on 1123(b)(3)(A) (1.0); discuss evidence issues with J. Johnson (0.2).	TGGRE	3.40	2,822.00
04/16/24	Continue preparation for oral argument on Bond Trustee's motion to compel.	ENNIA	1.50	1,267.50
04/16/24	Discussion with Debtor's counsel regarding strategy for hearing on Bond Trustee's motion to compel deposition of B. Dopke.	ENNIA	0.40	338.00
04/16/24	Continue legal research regarding "at-issue" waiver and advice of counsel defense in preparation for hearing on Bond Trustee's motion to compel deposition of B. Dopke and other relief.	ENNIA	2.30	1,943.50
04/16/24	Correspondence with T. Green related to deposition transcripts for use in confirmation trial folder.	ACHAM	0.20	133.00
04/16/24	Revised best interests of the creditors test argument for confirmation brief.	ACHAM	1.30	864.50
04/16/24	Conducted supplemental research related to the best interests of the creditors test (.9) and issues related to conversion of a not for profit corporation (1).	ACHAM	1.90	1,263.50
04/16/24	Conducted supplemental research related to anticipated objections to the injunction provision in the plan.	ACHAM	1.40	931.00
04/17/24	Exchange multiple emails with S. Clar regarding trust agreement, including reminder re Exhibit A and to discuss plan condition precedent (0.1); review letter from proposed trustee and provide comment to S. Clar (0.1); post-hearing telephone conference with J. Johnson to discuss confirmation scheduling issues (0.2); review and revise argument on injunction, providing follow on comments to be addressed by A. Champion (0.4); review revised argument and provide additional comment (0.1); discuss confirmation evidence with J. Johnson (0.3); begin revising confirmation order drafted by A. Champion (0.8); email correspondence with A. Champion re death trap argument (0.1); continue revising order (0.8); email correspondence to A. Champion regarding order revisions (0.1); email correspondence with K. Peters regarding plan and settlement with respect to allowed claim of LEAF (0.1); work on death trap argument including research (0.8); email correspondence to A. Champion re same (0.1); additional emails with K. Peters (0.1).	TGGRE	4.10	3,403.00
04/17/24	Legal research regarding attorney-client privilege shared between parent and wholly-owned subsidiaries for use in opposition to Bond Trustee' motion to compel.	ENNIA	1.20	1,014.00
04/17/24	Participate in initial hearing on UMB's motion to compel deposition of B. Dopke and other relief.	ENNIA	1.50	1,267.50
04/17/24	Follow up discussion among Debtor's counsel regarding outcome of hearing on Bond Trustee's motion to compel and strategy for moving dispute forward ahead of updated confirmation hearing date.	ENNIA	0.40	338.00



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04/17/24	Plan and prepare for argument at initial hearing on UMB's motion to compel deposition of B. Dopke and other relief, including outline of procedural and substantive arguments to address based on Judge's direction.	ENNIA	1.60	1,352.00
04/17/24	Evaluate UMB's Motion to Compel (1.8), perform research (2.7), and begin drafting opposition to same (4.7).	JJENG	9.20	7,406.00
04/17/24	Completed supplemental research related to anticipated objections to the injunction provision in the plan.	ACHAM	1.50	997.50
04/17/24	Reviewed revisions and further revised injunction argument for confirmation brief to address comments from T. Green (.8); related correspondence with T. Green (.4).	ACHAM	1.20	798.00
04/17/24	Drafted response to UST "death trap" argument for confirmation brief based on research (2.0); related correspondence with T. Green (.2)	ACHAM	2.20	1,463.00
04/17/24	Began conducting supplemental research regarding anticipated US Trustee objection related to opt in and opt out classification of former residents in the Plan.	ACHAM	1.50	997.50
04/17/24	Revised injunction argument for confirmation brief (.3); related correspondence with T. Green (.1)	ACHAM	0.40	266.00
04/17/24	Review and revise notice and motion to exceed page limit for confirmation brief (.6); prepare order for same (.6); coordinate service and COS with Stretto (.3); correspondence with T. Green regarding same (.2).	LMSUP	1.70	901.00
04/18/24	Attend deposition of L. Kofkin.	TGGRE	1.80	1,494.00
04/18/24	Continue developing death trap argument including brainstorming, outlining arguments, and email correspondence to A. Champion requesting additional research for same (0.4); review California bankruptcy court decision re death trap plans (0.1); consider fair and equitable argument in bond trustee DS objection (0.3); review liquidation analysis in conjunction with analyzing argument and begin crafting potential response (0.3); email correspondence to associate for research re same (0.2); telephone conference with J. Gansberg (0.2); telephone conference with J. Johnson regarding fair and equitable standard and analysis and coordinate working group meeting for same (0.2); research re 1129(b)(2)(A) (1.7); meeting with J. Johnson re plan confirmation issues (1.0); email correspondence to Wyse Advisors re same (0.1); telephone conference with S. Rabuck (0.1); review additional research findings re death trap argument (0.1); email correspondence to L. Suprum and to S. Clar regarding upcoming amendment to plan supplement (0.1); read and make notes on bond trustee plan objection (2.3); emails with A. Champion regarding UST Objection (0.2); multiple emails with A. Champion regarding checklist of confirmation related tasks and status as to each (0.2); update memo to file for same (0.2); work on death trap argument (0.8); review voting results summary and email to Stretto re same including asking for total for Class 4 (0.1); prepare tabulation chart and ask Stretto to fill it in (0.1); work on confirmation brief (0.3); briefly discuss UMB plan objection with J. Johnson (0.1); prepare confirmation prep plan with updates and task list for B. Dopke and J. Johnson (0.5).	TGGRE	9.80	8,134.00



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04/18/24	Evaluate to outline key legal arguments in opposition to Bond Trustee's motion to compel.	ENNIA	0.80	676.00
04/18/24	Evaluate core facts supporting Debtor's opposition to Bond Trustee's motion to compel.	ENNIA	0.60	507.00
04/18/24	Continue drafting response in opposition to UMB's Motion to Compel.	JJENG	7.70	6,198.50
04/18/24	Correspondence with Stretto team regarding balloting declaration.	ACHAM	0.20	133.00
04/18/24	Revised response to UST "death trap" argument for confirmation brief based on research (1); related correspondence with T. Green (.4)	ACHAM	1.40	931.00
04/18/24	Reviewed objection to confirmation filed by UST (.8); related correspondence with T. Green (.4)	ACHAM	1.20	798.00
04/18/24	Download filed confirmation objections (0.1); add to e-binder (0.2).	LMSUP	0.30	159.00
04/18/24	Review, revise, finalize and file motion to exceed page limitation and order (.8); circulate file-stamped copy and coordinate service with Stretto (.2); correspondence with T. Green regarding same (.2).	LMSUP	1.20	636.00
04/19/24	Review email from T. Green re purchase price for parking parcel (0.1); review purchase agreement for parking parcel (0.1); review survey for parking parcel to confirm size of parcel (0.1); review title policy for parking parcel to confirm price (0.1); draft email to T. Green confirming price paid and size of the parking parcel (0.1).	EKWOK	0.50	525.00
04/19/24	Discussion with J. Eng regarding opposition to Bond Trustee's motion to compel.	ENNIA	0.40	338.00



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04/19/24	Exchange email correspondence with Scott Clar regarding unsecured creditor trust revision (0.1); emails with Stretto's securities team regarding calculating Class 4 voting results (0.1); email correspondence with Mike Wyse regarding meeting to discuss budget to actuals (0.1); email correspondence to L. Suprum re notice of amended plan supplement document, including request for redline (0.1); work on declaration in support of confirmation including settlement and review of deposition transcript of Flynn (1.5); email correspondence to Stretto re non-conforming ballots, if any (0.1); response from Stretto and follow on to consultant at buyer for information from resident attempting to opt out (0.1); communications with A. Champion regarding tasks, status and order of priority (0.2); review and revise notice of supplement to plan supplement and email with L. Suprum re same (0.1); review UMB objection re liquidation analysis and budget (0.2); email correspondence to J. Johnson and Wyse Advisors re same (0.1); telephone conference with A. Champion re status of a number of arguments and next steps (0.1); research re feasibility argument (0.4); meeting with Wyse Advisors (0.2); begin drafting feasibility argument (including standard) (0.3); meeting with Bruce and J. Johnson for T. Green to provide preliminary thoughts re UMB objection and discussion of same (0.5); cramdown research and writing of argument re same (2.1); email correspondence to M. Riedl re same, requesting research and assistance (0.2); emails with J. Gansberg re trust agreement an consider and provide explanation (0.1); update S. Clar re same (0.1); review purchase agreement and email correspondence to E. Kwok regarding same (0.1); follow on to J. Johnson and A. Ennis re evidence question (0.1); review and revise gerrymandering argument (0.4); provide comments to A. Champion re same (0.1).	TGGRE	7.40	6,142.00
04/19/24	Refine and finalize draft of opposition to motion to compel.	JJENG	2.90	2,334.50
04/19/24	Revised gerrymandering argument for confirmation brief (.2); reviewed claims detail to ascertain totals for claims scheduled versus filed with respect to former resident priority general unsecured claims and trade claims (1); related correspondence with T. Green (.3).	ACHAM	1.50	997.50
04/19/24	Drafted opt out argument for confirmation brief.	ACHAM	0.60	399.00
04/19/24	Correspondence with counsel for the UST regarding update as to non-conforming ballots and opt out forms.	ACHAM	0.20	133.00
04/19/24	Drafted gerrymandering argument for confirmation brief.	ACHAM	1.40	931.00
04/19/24	Began conducting research related to the US Trustee's assertion that the court lacks jurisdiction to approve aspects of the FSO Settlement Agreement.	ACHAM	1.30	864.50
04/19/24	Finalized death trap argument for confirmation brief (.2); related call (.1); and correspondence (.1) with T. Green.	ACHAM	0.40	266.00
04/19/24	Revised confirmation order (3.1); related correspondence with T. Green (0.1).	ACHAM	3.20	2,128.00
04/19/24	Revised response to U.S. Trustee's objection concerning the omission of Exhibit A from the Unsecured Creditors Trust Agreement to include docket citations (.1); related correspondence with T. Green (.1).	ACHAM	0.20	133.00



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04/19/24	Correspondence with T. Green to confer regarding confirmation brief strategy and argument priority.	ACHAM	0.30	199.50
04/19/24	Prepare redline version of revised Unsecured Creditors Trust Agreement (.1); draft, finalize and file notice of revised plan supplement (1.2); correspondence with T. Green and S. Clar regarding same (.2); circulate file-stamped copy (.1).	LMSUP	1.60	848.00
04/19/24	Work on e-binder for confirmation hearing	LMSUP	0.30	159.00
04/20/24	Email correspondence to A. Champion re potential additional argument in response to gerrymandering objection (0.1); continue crafting arguments in response to bond trustee objection (0.2); email correspondence with M. Riedl regarding research on cramdown issues (0.1); prepare for meeting with J. Johnson and A. Ennis to discuss plan confirmation evidence and next steps re motion to compel (0.2); attend and lead meeting (0.4); additional emails with A. Champion re gerrymandering argument (0.2); meeting with J. Johnson re confirmation declaration and plan related legal issues (0.3); at request of J. Johnson prepare short list of primary confirmation issues (0.2); review UST objection and update list for J. Johnson (0.3); telephone conference with J. Johnson re UST objections and evidence for declaration to prepare J. Johnson for discussion with B. Shaw (0.3); emails with A. Champion re preliminary research on jurisdictional issue (0.1); follow on with J. Johnson re discussion with B. Shaw (0.1); email to B. Shaw re same (0.1); continue working on analysis and considering evidentiary issues re unencumbered asset, including preparing memo to J. Johnson (0.5); update declaration to include fact related to same (0.1); continue working on brief (1.7); discuss discovery requests and supplemental response to ROGs with J. Johnson (0.2); consider new notice to Class 6 creditors (0.1); prepare same (0.2); email correspondence to S. Clar re same and separately to Stretto (0.1); emails with Stretto and A. Champion re former residents who opted out and calculate breakdown of allowed claims and update brief (0.2); briefly review J. Johnson markup of feasibility argument and begin incorporating certain changes (0.2).	TGGRE	5.80	4,814.00
04/20/24	Continued review of free ride section of Confirmation Brief (0.4); drafting e-mail memorandum regarding thoughts and potential avenues of research to bolster argument (0.5).	MJRIE	0.90	486.00
04/20/24	Continued research regarding the U.S. Trustee's jurisdictional/constitutional authority argument (2.0); related correspondence with T. Green (.2).	ACHAM	2.20	1,463.00
04/20/24	Reviewed amended schedules to confirm scheduled claim amounts for residents who elected to opt out (.1); related correspondence with T. Green (.4).	ACHAM	0.50	332.50
04/20/24	Revised gerrymandering argument for confirmation brief (.5); related correspondence with T. Green (.5).	ACHAM	1.00	665.00



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2480820
122619-764706**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
04/21/24	Work on brief (3.1); revise definition of exculpated party under Plan (0.1); email correspondence with A. Champion re tasks and status and assign additional tasks and provide instructions (0.2); email correspondence with J. Johnson and A. Ennis re plan discovery (0.1); email correspondence to M. Riedl to update and supplement authority in settlement section of brief (0.1); begin working on supplemental discovery re unencumbered assets, inclusive of email to B. Dopke (0.2); draft supplemental responses to RFPs and ROGS (0.2); emails to M. Flynn and B. Dopke re same (0.1); review Seventh Circuit cases re releases and revised paragraph in brief and provide comments for additional revisions (0.2); review cases re asset sales solely for benefit of secured creditor and revise argument (0.6); email correspondence from S. Clar and follow on to Clarissa of Stretto re notices to Class 6 holders (0.1); email correspondence to M. Riedl with update re same and expected phone calls (0.1); continue working on brief, beginning with omnibus reply section (0.7); review revised confirmation order and finalize draft and circulate to B. Dopke and J. Johnson (0.4); email correspondence to A. Champion re order and substantive comments for consideration (0.1); work on reply section including inserting completing arguments and reorganizing and working with word processing team (0.4); review summary of case found by M. Riedl (0.1); respond to group re same and advise on next steps for follow on research and crafting arguments (0.2); email correspondence to S. Clar and separately to B. Dopke and J. Johnson re research update (0.1); add verification page to discovery supplemental response (0.1).	TGGRE	7.20	5,976.00
04/21/24	Review and revise opposition to UMB's motion to compel deposition of B. Dopke and other relief.	ENNIA	0.70	591.50
04/21/24	Providing overview of research on status of both consensual and nonconsensual third-party release within Seventh Circuit (0.9); and principal cases therein (0.3); providing overview of Rule 9019 and 1123(b)(3)(A) standard within Seventh Circuit (0.4); begin updating section of brief on settlement (0.7); reading and analyzing Seventh Circuit case of Holly Marine (0.4); analyzing cases on settlements with non-estate property that was given to subordinate classes over objection of priority creditors (1.4); drafting e-mail summary for internal brief team (0.3).	MJRIE	4.40	2,376.00
04/21/24	Began drafting reply to U.S. Trustee's argument that the court lacks jurisdiction and constitutional authority to approve the FSO Settlement Agreement for the confirmation brief.	ACHAM	1.60	1,064.00
04/21/24	Revised confirmation brief sections on releases (debtor/ estate and third-party) based on Seventh Circuit law (.5); conducted research related to the same (2.3); related correspondence with T. Green (.4).	ACHAM	3.20	2,128.00
04/21/24	Reviewed former residents trust agreement and unsecured creditor trust agreement to confirm citations to the sections appointing the trustee for the confirmation brief (.1); related correspondence with T. Green (.4).	ACHAM	0.50	332.50
04/21/24	Correspondence with T. Green to confer regarding remaining arguments for the confirmation brief and filings due on April 25.	ACHAM	0.30	199.50



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04/21/24	Conducted supplemental research related to the reply to U.S. Trustee's argument that the court lacks jurisdiction and constitutional authority to approve the FSO Settlement Agreement for the confirmation brief.	ACHAM	1.10	731.50
04/21/24	Made further revisions to the gerrymandering argument for the confirmation brief (.2); related correspondence with T. Green (.2).	ACHAM	0.40	266.00
04/21/24	Correspondence with M. Reidl to confer regarding research results within the seventh circuit related to the confirmation brief.	ACHAM	0.60	399.00
04/22/24	Telephone conference with M. Flynn re unencumbered asset (0.2); communications with A. Ennis re supplemental responses (0.1); update J. Johnson re call with M. Flynn and communications with A. Ennis (0.1); revise supplemental responses including circulating to M. Flynn for review (0.2); work on argument section (1.0); discuss same with J. Johnson (0.1); review revised brief and make further revisions (0.6); review opt out argument (0.2); discuss same with A. Champion including instructions for revisions (0.1); email correspondence to M. Riedl re citation proof of brief (0.1); discuss potential broker declaration with J. Johnson (0.1); call with B. Dopke and J. Johnson re confirmation issues (0.3); email correspondence with Stretto and Cole re deficiency claim amount and review calculation and update brief with same (0.1); email correspondence to M. Wyse re status of liquidation analysis reconciliation and budget to actual and request call (0.1); continue working on brief (0.7); meeting with committee counsel, B. Dopke, J. Johnson and S. Rabuck (0.5); follow on with S. Rabuck (0.2); email correspondence from M. Flynn with signature pages and follow on to B. Dopke (0.1); email correspondence to E. Kwok regarding documents to potentially produce (0.1); work on brief, including review and revision of B. Dopke's ERTC insert (1.0); email correspondence from E. Kwok re documents re parking parcel and review same (0.1); email correspondence to S. Rabuck concerning supplemental production (0.1); continue drafting brief (1.8); telephone conference with J. Johnson re next steps before meet and confer request (0.1); discuss brief with J. Johnson (0.1); communications with A. Ennis re privilege analysis (0.1); review A. Champion's argument re jurisdictional authority and provide initial feedback (0.2); call re motion to compel (0.5); review Boy Scouts, draft argument re Boy Scouts and Plan not being a settlement, inclusive of research to review similar plan provisions in other cases (0.8); email correspondence to word processing to run redline of plan to track edits to resolve "deemed" objection (0.1); begin drafting argument re same (0.1); continue working on brief (1.0); revise plan (0.2); email correspondence to J. Gansberg re same (0.1); emails with Clarissa re late filed ballot and opt out form (0.1); work on M. Flynn declaration (0.2).	TGGRE	11.50	9,545.00
04/22/24	Review email from Trinitee Green regarding possession and receipt of survey and title policy (0.1); review file for date of receipt and sender of survey (0.1); review file for date of receipt and send of title policy (0.1); respond to Trinitee Green's follow up email regarding title proforma (0.1).	EKWOK	0.40	420.00



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04/22/24	Continue work on revisions and additions to brief in opposition to UMB's motion to compel asserting waiver of FVS's attorney-client privilege.	ENNIA	1.10	929.50
04/22/24	Participate in conference with working group regarding common interest privilege and potential waiver of attorney-client privilege for use in brief in opposition to UMB's motion to compel.	ENNIA	0.50	422.50
04/22/24	Correspondence with T. Green regarding supplemental discovery responses to UMB's written discovery and coordinating supplemental production of documents.	ENNIA	0.30	253.50
04/22/24	Correspondence to J. Eng regarding additional arguments for brief in opposition to UMB's motion to compel.	ENNIA	0.30	253.50
04/22/24	Continue editing section on settlement authority in plan to include Seventh Circuit authority (2.4); and compile cases and send to T. Green for review (0.2); proof stay violation section (0.3); continue research into bolstering pay to play argument (2.4); drafting e-mail memorandum regarding findings (0.3); reviewing schedules and SOFA for amount of intercompany claim listed on amended schedules (0.2); coordinating with A. Champion on saving research and authority (0.1); begin review of UST argument on SMJ and constitutional authority for settlement releases (0.4).	MJRIE	6.30	3,402.00
04/22/24	Correspondence with T. Green to confer regarding remaining confirmation brief sections and arguments.	ACHAM	0.60	399.00
04/22/24	Revised opt out argument for confirmation brief to include additional citation (.2); related correspondence with T. Green (.2).	ACHAM	0.40	266.00
04/22/24	Reviewed omnibus reply to disclosure statement objections to ascertain whether U.S. Trustee's objection to the opt out mechanism was marked as resolved prior to the disclosure statement hearing (.1); related correspondence with T. Green (.3).	ACHAM	0.40	266.00
04/22/24	Revised jurisdiction and constitutional authority reply for confirmation brief (.7); related call (.2) and correspondence (.2) with T. Green and related correspondence with M. Reidl (.2).	ACHAM	1.30	864.50
04/22/24	Drafted third party release reply to the U.S. Trustee's objection for confirmation brief (2.8); related correspondence with T. Green (.2).	ACHAM	3.00	1,995.00
04/22/24	Researched 7th Circuit third party release authority (.2) and updated confirmation brief to reflect the same (.2); related correspondence with T. Green (.2).	ACHAM	0.60	399.00
04/22/24	Conduct supplemental research (1.0) and draft of reply to the U.S. Trustee's jurisdictional argument (2.5).	ACHAM	3.50	2,327.50
04/22/24	Conducted further supplemental research related to the reply to U.S. Trustee's argument that the court lacks jurisdiction and constitutional authority to approve the FSO Settlement Agreement for the confirmation brief.	ACHAM	1.80	1,197.00
04/22/24	Researched 7th Circuit exculpation authority (.5) and updated confirmation brief to reflect the same (.2); related correspondence with T. Green (.2).	ACHAM	0.90	598.50
04/22/24	Discuss upcoming confirmation filings with T. Green	LMSUP	0.10	53.00



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04/23/24	Email correspondence with L. Suprum re WE list (0.1); email correspondence with J. Johnson re potential additional declaration (0.1); email correspondence to M. Riedl to assign drafting declarations (0.1); telephone conference with S. Rabuck regarding plan issue (0.1); review and incorporate J. Johnson's edits to brief (0.8); emails with A. Champion re brief edits (0.2); incorporate revisions from A. Champion into brief (0.2); work on M. Flynn's declaration in support of confirmation (1.1); discuss same with M. Flynn (0.1); emails to coordinate meeting to discuss declaration (0.1); meeting with S. Rabuck re supplemental production (0.3); telephone conference with J. Johnson re various confirmation issues (0.2); email correspondence with Wyse Advisors re budget to actual and liquidation analysis and set up meeting (0.1); work on objection re buyer contribution including research (1.7); meeting with M. Wyse and Cole Celenza re budget and liquidation analysis (0.3); work on jurisdictional argument for brief/reply (0.7); research and revise argument re buyer resident contribution (0.5); discuss settlement argument, declaration of Flynn, and additional strategic options for case with J. Johnson (0.3); email correspondence to M. Flynn re declaration (0.1); meeting with M. Flynn to discuss bankruptcy code confirmation requirements portion of declaration (0.3); meeting with J. Johnson and M. Flynn to discuss remainder of declaration (0.8); telephone conference with A. Champion to discuss UST objection and provide guidance on argument re same (0.2); telephone conference with M. Riedl re declaration of buyer (0.2); email correspondence from B. Dopke re privilege and discovery issues and follow on call with S. Rabuck (0.2); email correspondence to Stretto re voting report (0.1); work on settlement argument (1.8); review liquidation analysis and email correspondence to Cole Celenza re revisions needed (0.1); email correspondence to M. Flynn re objection of UMB re liquidation analysis and potential declaration (0.1); telephone conference with J. Johnson re potential meet and confer request (0.1).	TGGRE	10.90	9,047.00
04/23/24	Call with J. Johnson re plan confirmation and related issues and strategy (.5); reviewed bondholder confirmation objection re same (.3).	JLSWI	0.80	904.00
04/23/24	Continue work on brief in opposition to UMB's motion to compel asserting waiver of FVS's attorney-client privilege.	ENNIA	0.80	676.00
04/23/24	Revise Opposition to Motion to Compel.	JJENG	3.20	2,576.00
04/23/24	Research into nonestate settlement assets regarding Bankruptcy court SMJ and possible Stern issues (1.9); drafting e-mail memorandum summarizing results (0.4); proofing (0.2) and adding authority to draft section rebutting SMJ and Stern issues (0.2); begin drafting declaration of M. Wyse (0.3); begin declaration for buyer (0.2); complete drafting of buyer declaration (1.5) research related to Amsterdam House (0.8); pulling operative pleadings and contested APAs from Amsterdam (0.4); update M. Wyse declaration (0.1); update and incorporate comments, including proof of brief (1.6).	MJRIE	7.60	4,104.00
04/23/24	Conducted research regarding the U.S. Trustee's objections to release provisions.	ACHAM	2.70	1,795.50



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04/23/24	Drafted response to US Trustee's objection to estate release provision (2.0); related call (.2) and correspondence (.1) with T. Green	ACHAM	2.30	1,529.50
04/23/24	Revised injunction paragraph in confirmation brief (.3); related correspondence with T. Green (.2).	ACHAM	0.50	332.50
04/23/24	Finalized draft balloting declaration (.1); related correspondence with T. Green (.2) and C. Cu (.2).	ACHAM	0.50	332.50
04/23/24	Finalized response to the US Trustee's jurisdiction/authority argument (.8); related correspondence with T. Green (.4) and M. Reidl (.1).	ACHAM	1.30	864.50
04/23/24	Prepare witness and exhibit list for April 30 confirmation hearing (1.8); discuss same with T. Green and A. Champion (0.3).	LMSUP	2.10	1,113.00
04/24/24	Review and incorporate J. Johnson's edits into confirmation brief (0.5); email correspondence to A. Ennis re supplemental discovery (0.1); revise estate release argument and provide comments to A. Champion for further edits (0.3); email correspondence with M. Flynn re declaration and email correspondence with A. Ennis regarding various topics re discovery and privilege (0.1); review revised estate release argument and insert into brief (0.1); email correspondence with M. Wyse and Cole Celenza (0.1); additional emails with A. Ennis re meet and confer and response to motion to compel (0.1); telephone conference with M. Riedl re brief progress and authority cites (0.1); emails with A. Champion re balloting report and accepted late ballots (0.1); work on Flynn declaration, Buyer Declaration, brief and related emails with various parties (1.1); email correspondence with Stretto re voting report (0.1); review email correspondence from A. Champion to J. Gansberg with detailed update re late ballots and opt out forms (0.1); emails to B. Shaw re declaration and APA (0.1); telephone conference with S. Rabuck re supplemental production (0.1); related follow on with J. Johnson (0.1); numerous additional emails with A. Ennis, B. Dopke and S. Rabuck (0.2); email correspondence from Cole Celenza re potential change in anticipated distribution to bond trustee and follow on to Stretto re deficiency claim amount (0.1); finalize Flynn declaration and email to L. Suprum re same (with exhibits included) (0.2); calendar witness and exhibit list exchange per discussion with J. Johnson and email correspondence to team re same and re confirmation order (0.1); review liquidation analysis and run calculation re budget (0.1); discuss same with J. Johnson prior to call with financial advisor (0.1); call with Wyse Advisors re same (0.2); follow on with J. Johnson re numbers and re reply generally (0.1); review revised Liquidation Analysis and follow on to Stretto with update re Class 4 (0.1); begin to gather exhibits and provide same to L. Suprum for filing (0.1).	TGGRE	4.40	3,652.00
04/24/24	Legal research regarding need to include in privilege log post-filing correspondence and analysis and requirement to issue subpoena to compel deposition of a party's counsel.	ENNIA	1.50	1,267.50
04/24/24	Review and analyze correspondence from Bond Trustee's counsel raising and reasserting various discovery issues and evaluate strategy for response.	ENNIA	0.30	253.50



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04/24/24	Discussions with J. Johnson regarding strategic approach for upcoming meet and confer with Bond Trustee's counsel.	ENNIA	0.20	169.00
04/24/24	Review and revise opposition to Bond Trustee's motion to compel.	ENNIA	1.70	1,436.50
04/24/24	Thoroughly proof entire brief (3.1); providing copy of current brief to B. Dopke (0.1); coordinate with LSC the creation of the table of authorities (0.2); review Bond Trustee depositions for D&O policy questions (0.5) and provide excerpts to T. Green for insert into confirmation brief (0.1); research and change section on plan good faith from Fifth Circuit law to Seventh Circuit law (1.2); further coordination with LSC for updated table of authorities after overhaul of certain sections (0.2); updating Table of Authorities with flagged citations from LSC that looked incorrect (0.5); making global changes to citations in conformance with table of authorities (0.8).	MJRIE	6.70	3,618.00
04/24/24	Updated citations in brief (.1); related correspondence with T. Green (.4).	ACHAM	0.50	332.50
04/24/24	Correspondence with C. Cu to confer regarding outstanding, nonconforming, and late ballots.	ACHAM	0.70	465.50
04/24/24	Reviewed and incorporated comments to the balloting declaration from Stretto (.2); revised balloting declaration to address nonconforming ballots in accordance with the Solicitation procedures order (.4); related correspondence with C. Cu (.2).	ACHAM	0.80	532.00
04/24/24	Correspondence with T. Green to confer regarding nonconforming ballots and opt out forms.	ACHAM	0.50	332.50
04/24/24	Revised reply to US Trustee's objection to estate releases for confirmation brief (.4); related correspondence with T. Green (.2).	ACHAM	0.60	399.00
04/24/24	Revised confirmation brief to move longer string citations into footnotes (.2); related correspondence with T. Green (.2) and M. Riedl (.2)	ACHAM	0.60	399.00
04/24/24	Revised and finalized proposed confirmation order (.3); related correspondence with T. Green (.2).	ACHAM	0.50	332.50
04/24/24	Reviewed communications from Stretto (.2) and created summary of nonconforming and late filed ballots and opt out forms for the U.S. Trustee (.1); correspondence to the US Trustee updating the status of nonconforming ballots and opt out forms (.4).	ACHAM	0.70	465.50
04/24/24	Correspondence with T. Green re: exhibits to the confirmation brief.	ACHAM	0.20	133.00
04/24/24	Calls (.2) and correspondence (.1) with creditor that submitted unchecked opt out form to inquire as to whether they intended to check the "opt out" box.	ACHAM	0.30	199.50
04/24/24	Reviewed duplicative master ballots sent by Stretto (.2); redacted resident information from ballot and opt out forms to send to the US Trustee (.2).	ACHAM	0.40	266.00
04/24/24	Work on updates to confirmation hearing witness and exhibit list (.6); circulate for review and discuss same with T. Green (.1).	LMSUP	0.70	371.00
04/24/24	Review and finalize confirmation declaration and exhibits for filing (0.4); discuss same with T. Green (0.1).	LMSUP	0.50	265.00



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04/25/24	Incorporate certain of J. Johnson's comments to confirmation brief (0.6); email correspondence to J. Johnson re same (0.1); email correspondence to A. Champion with instructions for completion of J. Johnson's edits (0.1); work on brief and reply (4.6); telephone conference with J. Johnson re potential changes (0.3); continue working on revisions (0.4); email correspondence to Wyse Advisors re financial figures for reply (0.1); email correspondence with Cole re exhibit to reply (0.1); review balloting declaration and exhibits (0.1); discuss necessary changes with A. Champion (0.1); email correspondence to S. Rabuck re RTA and resend current draft (0.1); emails with U.S. Legal Support re change in hearing date and follow on to A. Champion to coordinate change (0.1); emails with Bruce re B. Dopke's ERTC argument for brief (0.1); emails with B. Shaw re declaration of buyer (0.1); email correspondence with M. Riedl re TOA (0.1); continue finalizing brief for filing (0.5); emails with Jeff Gansberg and follow on call with A. Champion re same (0.2); receive email correspondence from B. Shaw and follow on to L. Suprum re declaration to be filed (0.1).	TGGRE	7.80	6,474.00
04/25/24	Discussion with J. Johnson regarding next steps after meet and confer session with Bond Trustee's counsel.	ENNIA	0.20	169.00
04/25/24	Participate in meet and confer session with counsel for Bond Trustee and FSO's counsel regarding issues raised in Bond Trustee's motion to compel.	ENNIA	0.50	422.50
04/25/24	Continued work on opposition to Bond Trustee's motion to compel.	ENNIA	1.60	1,352.00
04/25/24	Discussion with counsel for FSO regarding discovery responses and coordination to address Bond Trustee's alleged discovery deficiencies.	ENNIA	0.50	422.50
04/25/24	Continue legal research regarding privilege logs reflecting post-filing correspondence between client and counsel or post-filing analysis performed by counsel.	ENNIA	0.60	507.00
04/25/24	Updating final version of plan confirmation Brief for Table of Authority compliance and accuracy (0.8); proofing last-minute additions to brief (0.2).	MJRIE	1.00	540.00
04/25/24	Made cleanup revisions to the confirmation brief (1.2); related correspondence with T. Green (.5)	ACHAM	1.70	1,130.50
04/25/24	Correspondence with T. Green and L. Suprum to confer regarding exhibits to the brief and other filings for April 25.	ACHAM	0.30	199.50
04/25/24	Confirmed quotations and citations in relation to the final edit of the confirmation brief (.2); related correspondence with T. Green (.4)	ACHAM	0.60	399.00
04/25/24	Follow up correspondence with L. Suprum regarding rescheduling court reporter for confirmation hearing.	ACHAM	0.10	66.50
04/25/24	Follow up correspondence with buyer's counsel regarding buyer's declaration to be filed in connection with confirmation brief.	ACHAM	0.10	66.50
04/25/24	Calls with J. Gansberg and J. Green regarding opt out ballots (.3); related calls with T. Green (.2); and correspondence with C. Cu (.1)	ACHAM	0.60	399.00
04/25/24	Updated voting chart for confirmation brief (.1); related correspondence with T. Green (.4) and C. Cu. (.2)	ACHAM	0.70	465.50



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04/25/24	Reviewed and finalized ballot declaration (.1); related calls (.4) and correspondence (.3) with C. Cu and call (.1) and correspondence (.2) with T. Green.	ACHAM	1.10	731.50
04/25/24	Reviewed U.S. Trustee objection to confirmation to confirm cases cited in his objection to the injunction provision (.1); related correspondence with T. Green (.2).	ACHAM	0.30	199.50
04/25/24	File confirmation declaration of Avraham Statt (.1); circulate file-stamped copy and discuss same with T. Green (.3).	LMSUP	0.40	212.00
04/25/24	Finalize and file confirmation brief (.6); circulate file-stamped copy and discuss same with T. Green (.2).	LMSUP	0.80	424.00
04/25/24	Finalize and file confirmation declaration of Mike Flynn (.4); circulate file-stamped copy and discuss same with T. Green (.2).	LMSUP	0.60	318.00
04/25/24	Work on updates to witness and exhibit list for April 30 hearing (0.3); discuss same with T. Green (0.1).	LMSUP	0.40	212.00
04/25/24	Coordinate and confirm court reporter services for rescheduled confirmation hearing (0.1); discuss same with A. Champion (0.1).	LMSUP	0.20	106.00
04/25/24	File voting declaration of Stretto (0.1); circulate file-stamped copy and discuss same with T. Green (0.2).	LMSUP	0.30	159.00
04/26/24	File executed confirmation declaration of Avraham Satt (0.1); circulate file-stamped copy of same (0.1).	LMSUP	0.20	106.00
04/29/24	Review A. Champion email to the UST and provide comment (0.1); email correspondence with K. Peters re status of confirmation order and hearing (0.1).	TGGRE	0.20	166.00
04/29/24	Review and analyze final, filed version of opposition to Bond Trustee's motion to compel in preparation for upcoming oral argument.	ENNIA	0.80	676.00
04/29/24	Call (.2) and correspondence (.5) with T. Green to discuss response to US Trustee's inquiry regarding opt out forms.	ACHAM	0.70	465.50
04/29/24	Correspondence to J. Gansberg and J. Green re: response to U.S. Trustee inquiry regarding opt out reporting.	ACHAM	0.10	66.50
04/29/24	Follow up correspondence with C. Cu regarding opt out forms received (.2).	ACHAM	0.20	133.00
04/29/24	Reviewed order verification of court reporter for confirmation hearing to confirm address and case information accuracy; related correspondence with T. Green.	ACHAM	0.10	66.50
04/30/24	Email correspondence to A. Champion re additional and supplemental research prior to hearing and telephone conference with J. Johnson re next steps in preparation for hearing and schedule meeting to discuss legal issues and strategies (0.1); email correspondence to J. Gansberg re confirmation discussion (0.1); revise witness and exhibit list (0.2); email correspondence from J. Johnson re confirmation prep and mechanics of presentation and related emails to counsel for UCC, B. Dopke and FSO (0.1); telephone conference with J. Johnson re same (0.2).	TGGRE	0.70	581.00
04/30/24	Compiling and categorizing relevant authority in preparation for confirmation hearing (0.5).	MJRIE	0.50	270.00
04/30/24	Correspondence with T. Green regarding filing of revised Former Residents Trust Agreement (.1); prepare notice for same (.4).	LMSUP	0.50	265.00



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SUBTOTAL FOR B320 Plan & Disclosure Statement (including business plan)			308.70	\$230,858.50
Totals			378.90	\$300,255.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dempsey, Robert P.	Shareholder	2.00	\$950.00	\$1,900.00
Ennis, Andrew J.	Shareholder	34.20	845.00	28,899.00
Green, Trinitee G.	Shareholder	143.10	830.00	118,773.00
Guy, Bobby	Shareholder	1.90	1,305.00	2,479.50
Johnson, Jeremy	Shareholder	30.30	1,305.00	39,541.50
Kwok, Emina	Shareholder	0.90	1,050.00	945.00
Switzer Jr., Jerry L.	Shareholder	0.80	1,130.00	904.00
Eng, Jennifer J.	Of Counsel	24.30	805.00	19,561.50
Champion, Ashley D.	Associate	84.20	665.00	55,993.00
Flowers, Maverick B.	Associate	3.30	710.00	2,343.00
Riedl, Michael J.	Associate	34.10	540.00	18,414.00
Stinnett, Erika Holmes	Associate	1.60	535.00	856.00
Suprum, Lindsey M.	Paralegal	18.20	530.00	9,646.00
Totals		378.90		\$300,255.50

Task Summary

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
B110	Case Administration	8.00	5,356.00
B145	Court Hearings	4.70	5,231.00
B155	Creditor Inquiries	3.90	3,121.00
B164	Polsinelli Fee Applications	2.50	1,721.00
B190	Litigation & Other Contested Matters	37.50	42,405.50
B200	Operations	12.00	10,234.50
B310	Claims Administration & Objections	1.60	1,328.00
B320	Plan & Disclosure Statement (including business plan)	308.70	230,858.50
Total		378.90	\$300,255.50

EXHIBIT D

(May Statement)



Chicago, IL 60606 | Phone: (312) 819-1900 www.polsinelli.com

Evangelical Retirement Homes of Greater Chicago,
Incorporated, d/b/a Friendship Village of Schaumburg
Michael Flynn
350 West Schaumburg Road
Schaumburg, IL 60194

Invoice Date: July 18, 2024
Invoice No: 2480853
Matter No: 122619-764706

*For Professional Services Through **May 31, 2024***

Client: Evangelical Retirement Homes of Greater Chicago, Incorporated, d/b/a Friendship Village of Schaumburg
Matter: Special Counsel on Bankruptcy Matters

Total Current Fees	\$	237,817.00
Total Costs	\$	<u>113.59</u>
Due Upon Receipt	\$	<u>237,930.59</u>

*As of the above date, we are showing the above balances are open and unpaid.
This may not reflect other matters with alternative billing arrangements and does not reflect any unbilled fees and expenses.*

For questions regarding your account, please call (877) 577-7455 or email acctbilling@polsinelli.com For other inquiries, please contact Jeremy Johnson at (312) 819-1900 or jeremy.johnson@polsinelli.com Payment application may be delayed if remittance detail not provided. Sent to: accountingreceivables@polsinelli.com	Polsinelli's preferred payment method is ACH. ACH and Wire transfer instructions are: US Bank Acct: Polsinelli PC Reference Invoice # 2480853	If paying by check, please make check payable to: Polsinelli PC P.O. Box 878681 Kansas City, MO 64187-8681 Reference Invoice # 2480853
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**Evangelical Retirement Homes of Greater Chicago,
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**Invoice Date:
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Time Detail

B110 Case Administration

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/01/24	Email correspondence with Cole Celenza regarding professional fees (0.1); telephone conference with Cole Celenza re same (0.2); discuss with J. Johnson and email to Cole Celenza (0.1).	TGGRE	0.40	\$332.00
05/02/24	Contact chambers regarding status of A. Ennis pro hac vice application	LMSUP	0.10	53.00
05/03/24	Email correspondence from A. Ennis re PHV motion and follow up to L. Suprum re same.	TGGRE	0.10	83.00
05/06/24	Communications with Trinitee Green regarding preparations for filing the 9019 motion.	TJBAC	0.10	35.50
05/07/24	Preparations for filing the Morrison 9019 settlement motion.	TJBAC	0.50	177.50
05/09/24	Email correspondence to L. Suprum re transcript request (0.1).	TGGRE	0.10	83.00
05/10/24	Multiple emails re potential continuance of confirmation including with M. Flynn, to B. Shaw, and to M. Wyse (0.1); attention to calendar re same (0.1); exchange emails with L. Suprum re transcript to be requested for FVS (0.1).	TGGRE	0.30	249.00
05/10/24	Attention to request for May 8 hearing transcripts (0.2); discuss same with T. Green (0.1).	LMSUP	0.30	159.00
05/15/24	Follow up with court reporter regarding May 8 hearing transcript	LMSUP	0.10	53.00
05/20/24	Correspondence with T. Green regarding motion to compel hearing transcript	LMSUP	0.10	53.00
05/23/24	Receive instruction from Trinitee Green regarding filing the motion to approve the Morrison Stipulation and including a certificate of service with service list. (.2) Review the notice, motion, proposed order and stipulation and prepare for filing. (.6) Prepare the required fillable order form. (.5) Review procedure for filing. (.3)	TJBAC	1.60	568.00
05/24/24	Email correspondence from J. Kramer re settlement motion and separate email from T. McKeon re same (0.1); related email correspondence to T. Backus re filing (0.1).	TGGRE	0.20	166.00
05/24/24	Finalize and electronically file the motion to approve the Morrison stipulation and proposed order. (.7) Provide Trinitee Green with filing confirmation. (.1)	TJBAC	0.80	284.00
SUBTOTAL FOR B110 Case Administration			4.70	\$2,296.00

B145 Court Hearings

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/08/24	Prepare for and attend hearing on motion to compel (1.4).	JRJOH	1.40	\$1,827.00
05/08/24	Attend and participate in hearing on Bond trustee's motion to compel.	ENNIA	2.00	1,690.00
05/13/24	Attend hearing with Judge Barnes to finalize order on Bond Trustee's motion to compel and address schedule for confirmation hearing.	ENNIA	0.40	338.00



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<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/14/24	Internal teleconference re: strategy issues.	JRJOH	0.40	522.00
05/20/24	Attend confirmation hearing and take detailed, transcript style notes (0.7).	TGGRE	0.70	581.00
SUBTOTAL FOR B145 Court Hearings			4.90	\$4,958.00

B155 Creditor Inquiries

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/07/24	Review of Creditor Inquiry e-mail (0.1).	MJRIE	0.10	\$54.00
05/21/24	Review confidential information provided by former resident re: patient inquiry.	MJRIE	0.20	108.00
SUBTOTAL FOR B155 Creditor Inquiries			0.30	\$162.00

B164 Polsinelli Fee Applications

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/13/24	Email correspondence to J. Johnson re upcoming fee application.	TGGRE	0.10	\$83.00
05/20/24	Review bills for upcoming fee application.	TGGRE	1.80	1,494.00
05/29/24	Review bills and address issues prior to submission.	TGGRE	2.40	1,992.00
SUBTOTAL FOR B164 Polsinelli Fee Applications			4.30	\$3,569.00

B190 Litigation & Other Contested Matters

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/01/24	Review and markup draft stipulation prepared by counsel for Morrison (0.3); email correspondence to J. Johnson re same (0.1); email correspondence to J. Kramer re preliminary comment to stipulation (0.1); draft motion to approve settlement and begin drafting order (1.3); email correspondence to M. Riedl to add cites to motion (0.1); email correspondence with T. McKeon re settlement and follow on call with J. Johnson (0.1); review and incorporate J. Johnson edits to stipulation and further revise same and request redline (0.2); discuss with J. Johnson issues re settlement and oral argument hearing date in relation to confirmation (0.2); email correspondence to J. Kramer re same (0.1); review motion to compel CLA and related emails (0.2).	TGGRE	2.70	\$2,241.00
05/01/24	Review of N.D. Ill. Text Order setting Oral Argument in Morrison Appeal (0.1); begin revising 9019 motion (0.5).	MJRIE	0.60	324.00
05/02/24	Review and provide comment to 9019 motion for M. Riedl to address (0.1); review revised motion (0.1); prepare order for 9019 motion (0.1); prepare email correspondence to counsel for UMB and Morrison inclusive of redline of stip, clean copy of stipulation and clean copy of draft motion and order (0.1); review UMB's markup of stipulation and provide comments to J. Johnson (0.1).	TGGRE	0.50	415.00
05/02/24	Finish revision of 9019 motion after incorporating T. Green comments (0.4).	MJRIE	0.40	216.00



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<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/03/24	Follow up to J. Johnson re Morrison stipulation (0.1); email correspondence with team re reply in support of motion to compel filed by UMB (0.1).	TGGRE	0.20	166.00
05/06/24	Email correspondence to counsel for UMB and counsel for Morrison re form of stipulation (0.1); email correspondence from J. Kramer re motion to be filed in district court and follow up with J. Kramer re status of stipulation and 9019 motion to be filed in chapter 11 (0.1); review and provide comments to same, inclusive of additional email exchange with J. Kramer (0.1); email correspondence from J. Kramer re proposed agreed order (0.1); review same and provide comments (0.1); email correspondence with local counsel to Morrison re filed motion to continue oral argument including hearing date (0.1); revise 9019 motion to update background to include motion filed in d. court (0.1); emails with L. Suprum and T. Backus re conversion of order to fillable format and upcoming filing (0.1).	TGGRE	0.80	664.00
05/07/24	Prepare for and attend meet and confer (0.9); coordinate re: motion to compel (0.6).	JRJOH	1.50	1,957.50
05/07/24	Email correspondence to J. Kramer re upcoming 9019 motion filing and request final comments, if any (0.1); email correspondence to T. Backus re status and timing of filing (0.1); additional emails with J. Kramer regarding stipulation and disagreement re amount of general unsecured claim (0.1); email correspondence from J. Kramer, including comments re amount and consider same including exchange with M. Riedl (0.1); review M. Riedl email and appellant brief re amount (0.1); email to J. Kramer with respect to same (0.1).	TGGRE	0.60	498.00
05/07/24	Reviewing language from Morrison appellate brief for incorporation into Rule 9019 motion (0.2); and communicating same to T. Green (0.1); compiling and preparing deposition transcripts in advance of motion to compel hearing (0.2).	MJRIE	0.50	270.00
05/08/24	Post hearing debrief with J. Johnson (0.2); meeting with Cooley and B. Dopke (0.5).	TGGRE	0.70	581.00
05/09/24	Review proposed order re motions to compel and provide comments (0.2); email correspondence with A. Ennis re same, including A. Ennis's preliminary comments and update re call with Mintz (0.1).	TGGRE	0.30	249.00
05/10/24	Conference with Andrew Ennis regarding upcoming document review.	TLDUB	0.30	124.50
05/12/24	Review and edit order on motion to compel Debtor discovery (0.4); multiple emails with A. Ennis re: comments to same (0.3).	JRJOH	0.70	913.50
05/13/24	Email correspondence from A. Ennis outlining discovery plan and respond with answers to questions where input was needed from bankruptcy team (0.1); additional related emails with A. Ennis and briefly discuss same with J. Johnson (0.1); follow up with J. Kramer re status of stipulation (0.1).	TGGRE	0.30	249.00
05/13/24	Download and save Order Granting in Part, and Denying In Part Bond Trustee's Motion To Compel Debtor's Production Of Documents And Testimony Of Bruce Dopke (0.1); discuss same with T. Green (0.1).	LMSUP	0.20	106.00



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<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/14/24	Meeting with A. Ennis and J. Johnson (0.5); meeting with A. Ennis re discovery (0.5); review search terms and propose additional terms for consideration (0.2); research re evidentiary issue re experts (0.1); summarize same for A. Ennis (0.2).	TGGRE	1.50	1,245.00
05/15/24	Email correspondence with A. Ennis and S. Rabuck re document collection and production.	TGGRE	0.10	83.00
05/15/24	Work to search email server regarding request for production of documents.	TLDUB	0.60	249.00
05/16/24	Assist Andrew Ennis with privilege log (0.4); emails with A. Ennis and M. Riedl re next steps for document review (0.1).	TGGRE	0.50	415.00
05/16/24	Search document review database to setup review queues for attorney review and correspondence with Andrew Ennis regarding same.	TLDUB	0.60	249.00
05/16/24	Work to process emails from server search for de-duplication and attorney review.	TLDUB	0.70	290.50
05/17/24	Review open issues re: meet and confer (0.7); edit outline on open issues (0.5).	JRJOH	1.20	1,566.00
05/17/24	Attend deposition of CLA's representative, Chris Manderfield (2.3); emails with J. Kramer (0.2); meeting with A. Ennis and M. Riedl re discovery and document review (0.5); follow on to A. Champion re same (0.1).	TGGRE	3.10	2,573.00
05/17/24	Begin court ordered document review.	MJRIE	0.70	378.00
05/17/24	Search document review database per attorney request in preparation of upcoming production.	TLDUB	0.60	249.00
05/20/24	Email correspondence from J. Kramer re settlement and related brief discussion with J. Johnson (0.1); review draft stipulation and summarize discussion with J. Johnson in memo to file (0.1); begin to review documents and emails with A. Ennis re same (0.5).	TGGRE	0.70	581.00
05/20/24	Coordinate additional review of documents received from Cooley in preparation of upcoming document production.	TLDUB	0.40	166.00
05/20/24	Work to setup review queues for attorney review in preparation of upcoming document production, and conference regarding same.	TLDUB	0.80	332.00
05/21/24	Review documents (9.5); discuss same with A. Ennis (0.3); email correspondence with J. Schlinkman to coordinate prep sessions (0.1); exchange emails with J. Kramer re settlement and stipulation (0.1).	TGGRE	10.00	8,300.00
05/21/24	Review documents for responsiveness in UMB litigation.	MJRIE	7.90	4,266.00
05/21/24	Search database regarding exclusion of non-relevant terms for attorney review in preparation of upcoming document production.	TLDUB	0.80	332.00



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05/22/24	Review short research memo from A. Champion re section 1112 and review related Colliers section (0.2); email to A. Champion re additional research re same (0.1); email correspondence from T. McKeon re stipulation revision (0.1); review revised stipulation and 9019 motion and make further revisions, including running redlines and circulating to J. Johnson (0.3); emails to Trista Backus and L. Suprum re filing (0.1); emails with A. Champion re research (0.1); telephone conference with J. Johnson re 1112 research (0.1); follow on with A. Champion (0.2); emails with Trista Backus re Morrison 9019 motion (0.1); finalize for filing (0.1).	TGGRE	1.40	1,162.00
05/22/24	Review documents (3.9); emails with team re same (0.1); discuss common interest with J. Johnson (0.1); follow on email correspondence to team re same (0.1); exchange emails with Tina re relativity and document review issues (0.1); telephone conference with Tina re same (0.1).	TGGRE	4.40	3,652.00
05/22/24	Continue document review in Relativity One pursuant to 5/13 Court Order.	MJRIE	1.30	702.00
05/22/24	Work to create searches for second review in preparation of upcoming production.	TLDUB	0.80	332.00
05/23/24	Multiple emails with T. Backus re 9019 motion and coordinating hearing date (0.1); emails with J. Kramer re scheduling (0.1); follow on to J. Johnson to discuss issue and various options to address same (0.1); brief call with J. Johnson re scheduling of hearing and request for hearing to be June 17 (0.1); revise motion to include shortened notice request (0.2); email correspondence with J. Kramer re same (0.1).	TGGRE	0.70	581.00
05/23/24	Document review (5.7); email correspondence with B. Dopke re privilege analysis (0.1); team meeting re document review (1.0); emails with witnesses re prep session (0.1).	TGGRE	6.90	5,727.00
05/23/24	Continue document review in Relativity.	MJRIE	2.60	1,404.00
05/23/24	Conference with Cooley regarding format of documents delivered for attorney review.	TLDUB	0.40	166.00
05/24/24	Discuss document review questions with J. Johnson (0.2); review documents (5.5); telephone conference with A. Ennis re same (0.2); emails with M. Riedl regarding review assignment (0.1); meeting with J. Johnson re privilege issues and strategic considerations re confirmation (0.3); additional call with A. Ennis and J. Johnson (0.3); continue reviewing documents (1.5); email to A. Ennis re document review questions (0.1).	TGGRE	8.20	6,806.00
05/24/24	Begin reviewing new document set in Relativity One.	MJRIE	1.70	918.00
05/24/24	Work to stage data from Cooley regarding attorney review.	TLDUB	0.40	166.00
05/25/24	Continue to review documents (7.3); including telephone conference with A. Ennis re same (0.4).	TGGRE	7.70	6,391.00
05/25/24	Work to search documents provided by Cooley for attorney review, and conference with case team regarding same.	TLDUB	0.70	290.50
05/26/24	Begin reviewing new documents received from Cooley/FSO (0.4); email communications to A. Ennis re issues with same (0.1).	TGGRE	0.50	415.00
05/26/24	Prepare documents for attorney review regarding upcoming document production.	TLDUB	1.80	747.00



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05/27/24	Email correspondence with Tina regarding documents received from Cooley (0.1); continue to review documents (6.4); email correspondence to M. Riedl regarding document review assignment (0.1).	TGGRE	6.60	5,478.00
05/27/24	Continue reviewing new document set in Relativity One in regard to 5/13 court ordered production.	MJRIE	2.60	1,404.00
05/28/24	Continue to review documents (7.9); discuss same with A. Ennis (0.2).	TGGRE	8.10	6,723.00
05/28/24	Finish reviewing dataset (5.9); e-mail correspondence with T. Green summarizing results and outstanding questions (0.2).	MJRIE	6.10	3,294.00
05/28/24	Conference with T. Green and A. Ennis regarding upcoming document production.	TLDUB	0.40	166.00
05/28/24	Prepare documents for upcoming production.	TLDUB	0.50	207.50
05/29/24	Telephone conference with A. Ennis re privilege descriptions and log (0.2); provide parties names and email addresses for distribution and production (0.1). additional email correspondence with A. Ennis relating to same, including A. Ennis request for me to review log before sending out (0.2); review log (0.2); telephone conference with A. Ennis regarding same (0.5).	TGGRE	1.20	996.00
05/29/24	Final review of open documents in review queue in advance of production deadline.	MJRIE	0.80	432.00
05/29/24	Finalize production for attorney review and coordinate delivery regarding same.	TLDUB	0.80	332.00
05/29/24	Work to load overlay from Cooley regarding redactions.	TLDUB	0.50	207.50
05/29/24	Work to create searches regarding attorney review for upcoming document production.	TLDUB	0.50	207.50
05/29/24	Review and create draft privilege log for attorney review.	TLDUB	0.20	83.00
05/30/24	Review Bond Trustee discovery responses (0.4); teleconference with T. Green re: same (0.4).	JRJOH	0.80	1,044.00
05/30/24	Review meet and confer request detailing issues related to production (0.2); discuss same with A. Ennis (0.4); assist A. Ennis with meet and confer issues raised by Bond Trustee, including providing responses for A. Ennis to consider (0.5).	TGGRE	1.10	913.00
05/30/24	Work to load incoming documents produced.	TLDUB	0.30	124.50
05/31/24	Consult with T. Green regarding Illinois Not For Profit Corporation Act and its shield against liability for directors, and legal research and analysis regarding same.	JPMAR	1.40	1,330.00
05/31/24	Evaluated effect of Illinois Not for Profit Corporation Act on potential D&O insurance coverage, per T. Green.	LETUC	0.30	283.50
SUBTOTAL FOR B190 Litigation & Other Contested Matters			112.20	\$82,934.00

B200 Operations

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/01/24	Finalize Cessation & Release Agreement related to Encore transaction post-closing release of workers comp. claim collateral	RPDEM	2.40	\$2,280.00



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05/02/24	Emails with B. Dopke and C. Celenza re past due bills (0.1); emails with IL CCRC LLC re escrow deposit (0.1).	TGGRE	0.20	166.00
05/03/24	Analysis of deposits issue for post-closing (.3); review of APA to determine what buyer is asking for (.2); advising on workarounds (.2).	RBGUY	0.70	913.50
05/03/24	Exchange numerous emails with Mike Flynn re rental depositor and issue re liability including consideration of facts, legal obligations and analysis (0.2); discuss with J. Johnson (0.2); email correspondence with RP Dempsey re same (0.1); exchange emails with Bobby Guy re deposit issue (0.1); additional related emails (0.1).	TGGRE	0.70	581.00
05/07/24	Review post-closing issues regarding the IL CCRC LLC transaction around deposits	RPDEM	1.20	1,140.00
05/07/24	Negotiating with buyer on deposit issues and on workers comp (.4); review of purchase agreement and schedules to confirm buyer position incorrect (.3).	RBGUY	0.70	913.50
05/07/24	Email correspondence with M. Flynn regarding resident deposits.	TGGRE	0.10	83.00
05/10/24	Review post-closing issues with Encore regarding deposits (0.3); calls with client regarding same (0.4).	RPDEM	0.70	665.00
05/10/24	Advising on post-closing transfer of endowment and on resident refund issue.	RBGUY	0.30	391.50
05/10/24	Email correspondence with M. Flynn and related with B. Guy and R. Dempsey re post closing items.	TGGRE	0.10	83.00
05/14/24	Email correspondence with Cole Celenza re resident inquiry concerning garage deposit.	TGGRE	0.10	83.00
05/17/24	Emails with J. Nyberg re workers comp funding and related with R.P. Dempsey.	TGGRE	0.10	83.00
05/17/24	Follow up correspondence with IL CCRC LLC counsel regarding status of CHOW licensing issues and former resident escrow agreement to finalize closing binder [.3].	LFLOW	0.30	213.00
05/20/24	Email correspondence to Cole Celenza re post-petition deposits (0.1); discuss same with J. Johnson (0.1); email correspondence to R.P. Dempsey re closing statement question (0.1); review actual to budget, variance report, and email correspondence to Cole Celenza re same (0.1); additional related emails with deal team re closing statement (0.1); emails with Jeff Nyberg (0.1).	TGGRE	0.60	498.00
05/21/24	Email correspondence to J. Nyberg and Cole Celenza re rental deposit inquiries.	TGGRE	0.10	83.00
05/23/24	Follow up correspondence with IL CCRC LLC counsel regarding follow up inquiry for resident escrow agreement to provide executed copy of agreement [.2]. Revise closing binder to provide to seller for their records [.2].	LFLOW	0.40	284.00
SUBTOTAL FOR B200 Operations			8.70	\$8,460.50

B230 Financing & Cash Collateral

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
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05/20/24	Email correspondence to J. Johnson re Cash Collateral budget and need for extension.	TGGRE	0.10	\$83.00
05/23/24	Email correspondence to Cole Celenza re budget.	TGGRE	0.10	83.00
05/24/24	Email correspondence with Cole Celenza and B. Dopke re budget (0.1); email correspondence to Polsinelli billing specialist re bills and follow on with J. Johnson (0.1); communications with J. Johnson re budget (0.1); review revised budget per J. Johnson's comments and email correspondence to Tim McKeon re same (0.1).	TGGRE	0.40	332.00
05/29/24	Briefly review hearing transcript and provide language to J. Johnson in connection with Debtor's response to Bond Trustee correspondence re budget.	TGGRE	0.10	83.00
SUBTOTAL FOR B230 Financing & Cash Collateral			0.70	\$581.00

B260 Corporate Governance & Board Matters

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/27/24	Multiple emails with B. Dopke re board meeting request (0.1); email correspondence to FVS board re same (0.1).	TGGRE	0.20	\$166.00
05/28/24	Emails with board members regarding board meeting (0.1); discuss with J. Johnson (0.1).	TGGRE	0.20	166.00
05/29/24	Email correspondence with B. Dopke regarding agenda and meeting to prepare for board meeting.	TGGRE	0.10	83.00
05/31/24	Prepare for and attend board meeting on confirmation strategy and open issues.	JRJOH	1.20	1,566.00
05/31/24	Prepare for board meeting, including supplemental research, to discuss agenda item related to settlement and related litigation, which will also be used in confirmation hearing presentation (2.7); telephone conference with J. Johnson re same (0.1); email correspondence to L. Tucker McCubbin re question concerning D&O claims and insurance (0.1); email correspondence to J. Martin re same (0.1); additional exchange with L. Tucker McCubbin (0.1); telephone conference with J. Johnson re same and regarding approach for presenting to board (0.2); review research of A. Champion (0.2); telephone conference with A. Champion (0.3); conduct follow on research (0.1); assign supplemental research to M. Riedl based on A. Champion and my findings (0.1); continue research related to settlement standards and evidence (1.4); attend board meeting (1.5); follow on call with B. Dopke (0.5); meeting with UST and B. Dopke (0.2); additional email correspondence and call with J. Gansberg (0.1); continue confirmation preparation by reviewing pleadings and marking up brief with additional arguments and cases (0.6); email correspondence with A. Champion regarding management fee and review findings from A. Champion (0.1).	TGGRE	8.40	6,972.00
SUBTOTAL FOR B260 Corporate Governance & Board Matters			10.10	\$8,953.00

B320 Plan & Disclosure Statement (including business plan)

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
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<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/01/24	Email correspondence to L. Suprum re residents trust agreement (0.1); review and revise notice of filing with respect to plan supplement (0.1); review as filed plan supplement and email courtesy copy to key parties (0.1); review plan supplement notice requirements and email correspondence to Stretto and separately to J. Johnson re same (0.1); brainstorming and strategy session with J. Johnson re confirmation hearing to prepare for meeting with plan supporters (1.0).	TGGRE	1.40	\$1,162.00
05/01/24	Plan and prepare for upcoming hearing on UMB's motion to compel based on arguments raised in principal motion and FVS's opposition.	ENNIA	2.30	1,943.50
05/01/24	Reviewed late-filed opt out forms (.1); related correspondence with S. Tu (.1).	ACHAM	0.20	133.00
05/01/24	Correspondence with T. Green to confer regarding potential follow up research for confirmation hearing.	ACHAM	0.20	133.00
05/01/24	Update, finalize and file notice of filing of clean and redline former residents trust agreement (.5); circulate file-stamped copy and discuss same with T. Green (.1).	LMSUP	0.60	318.00
05/02/24	Meeting with counsel for Committee and FSO, along with B. Dopke and J. Johnson re suggested mechanics of confirmation hearing, presentation of evidence, and other related considerations to determine and assign tasks and begin preparing (0.8); work on argument outline (1.8); email correspondence to A. Champion re assignment in connection with confirmation hearing prep (0.1); meeting with J. Johnson at which T. Green raised and discussed and T. Green and J. Johnson brainstormed particular confirmation arguments, strategic considerations, potential hurdles and T. Green proposed approaches for overcoming certain hurdles (0.8); continue working on oral argument outlines (0.5); begin detailed review of factual assertions and begin tracking evidence including building chart for same (1.2); email correspondence to M. Riedl for review of transcripts (0.1).	TGGRE	5.30	4,399.00
05/02/24	Began creating outline of potential counter arguments in preparation for confirmation hearing (1.8); related correspondence with T. Green (.2).	ACHAM	2.00	1,330.00
05/02/24	E-mail Correspondence w/ T. Green re: Flynn deposition transcript and necessary analysis of same (0.1); begin reviewing Bond Trustee authority in Plan Objection (0.2).	MJRIE	0.30	162.00
05/02/24	Organize research materials for confirmation hearing	LMSUP	0.10	53.00
05/03/24	Work on argument outlines (1.9); draft declaration of Mike Wyse (0.4); email correspondence to J. Johnson re same (0.1); emails to M. Riedl and A. Champion to request support in connection with preparing oral argument outlines (0.1).	TGGRE	2.50	2,075.00
05/03/24	Analyze Bond Trustee's reply in support of motion to compel and evaluate potential positions for oral argument.	ENNIA	1.40	1,183.00
05/03/24	Begin outline of oral argument on Bond Trustee's motion to compel.	ENNIA	0.70	591.50
05/03/24	Reviewed retention application and declaration for Bruce Dopke to review disclosures referenced in the Bond Trustee's objection in preparation for confirmation hearing (.4); related correspondence with T. Green (.2).	ACHAM	0.60	399.00



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05/03/24	Completed outline of potential counter arguments in preparation for confirmation hearing (2.7); related correspondence with T. Green (.1).	ACHAM	2.80	1,862.00
05/04/24	Begin reviewing Bond Trustee cited authority re: settlement and release issues	MJRIE	1.30	702.00
05/05/24	Compiling (0.5); and review of Bond Trustee settlement cases (1.2); drafting e-mail memorandum explaining cases relied on and any differences or negative facts (0.3).	MJRIE	2.00	1,080.00
05/06/24	Email correspondence to Mintz to request meet and confer re confirmation (0.1); additional related emails with Mintz and separately with B. Dopke (0.1).	TGGRE	0.20	166.00
05/06/24	Begin thorough review of relevant deposition transcripts for contested confirmation hearing as it relates to Bond Trustee objection regarding potential claims (4.9); and logging relevant provisions for evidentiary purposes (0.6).	MJRIE	5.50	2,970.00
05/06/24	Began drafting direct examination outline of Avraham Statt for confirmation hearing.	ACHAM	0.60	399.00
05/07/24	Email correspondence with B. Shaw re confirmation hearing with respect to buyer witness (0.1); discuss meet and confer with J. Johnson (0.2); review notes from meet and confer and provide responsive comments for J. Johnson consideration (0.2); review bond trustee discovery responses re expert disclosures and emails with B. Dopke and J. Johnson re same (0.2);	TGGRE	0.70	581.00
05/07/24	Correspondence to Debtor's counsel outlining potential strategy to resolve certain issues raised in Bond Trustee's motion to compel.	ENNIA	0.70	591.50
05/07/24	Continue work on outline of argument for hearing on Bond Trustee's motion to compel.	ENNIA	1.70	1,436.50
05/07/24	Discussion among Debtor's counsel regarding Bond Trustee's motion to compel and strategy and arguments for upcoming hearing.	ENNIA	0.50	422.50
05/07/24	Legal research regarding shared privilege among parents and subsidiaries and decisions regarding the obligation to include post-litigation counsel communications on a privilege log.	ENNIA	1.80	1,521.00
05/07/24	Coordinate with co-counsel and litigation support resources regarding collection and review of counsel's emails and documents.	ENNIA	0.60	507.00
05/07/24	Correspondence with T. Green to confer regarding confirmation hearing preparation.	ACHAM	0.20	133.00
05/07/24	Began drafting revised balloting declaration.	ACHAM	0.20	133.00
05/07/24	Finalized direct exam outline for Avi Satt (.2); related correspondence with T. Green (.1).	ACHAM	0.30	199.50
05/07/24	Revised declaration of M. Wyse to include explanation of further revisions made to liquidation analysis (.2); related correspondence with T. Green (.2).	ACHAM	0.40	266.00
05/08/24	Discussions among Debtor's counsel regarding plan to address court's ruling on motion to compel.	ENNIA	0.80	676.00
05/08/24	Prepare for hearing on Bond Trustee's motion to compel.	ENNIA	2.30	1,943.50



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05/08/24	Evaluate options, process, and timeline to address Court's ruling on motion to compel and impact on potential timing of confirmation hearing.	ENNIA	1.30	1,098.50
05/08/24	Review briefing and exhibits related to Bond Trustee's motion to compel in preparation for hearing on same.	ENNIA	2.10	1,774.50
05/08/24	Finished drafting revised balloting declaration.	ACHAM	1.20	798.00
05/09/24	Multiple emails with A. Champion and Clarrissa of Stretto re amended voting report (0.2); brief, preliminary review and revisions of amended declaration drafted by A. Champion (0.1).	TGGRE	0.30	249.00
05/09/24	Discussion with B. Dopke regarding collection of FVS-related emails from his email account.	ENNIA	0.30	253.50
05/09/24	Correspondence with J. Johnson and T. Green regarding Bond Trustee's draft of proposed or on motion to compel.	ENNIA	0.40	338.00
05/09/24	Participate in meet and confer with UMB's counsel regarding court's motion to compel order.	ENNIA	0.30	253.50
05/09/24	Review and analyze UMB's proposed order on motion to compel.	ENNIA	0.60	507.00
05/09/24	Reviewed and revised amended declaration of C. Cu (.5); related correspondence with C. Cu (.4) and T. Green (.4).	ACHAM	1.30	864.50
05/10/24	Evaluate and analyze necessary steps to identify, collect, review, and produce or log attorney emails from Debtor's counsel's email repositories in response to order on motion to compel.	ENNIA	1.60	1,352.00
05/10/24	Review and revise proposed order based on Judge Barnes's oral ruling after argument on Bond Trustee's motion to compel.	ENNIA	0.80	676.00
05/10/24	Coordinate with internal litigation support team regarding process for collecting and reviewing documents implicated in order on Bond Trustee's motion to compel.	ENNIA	0.40	338.00
05/10/24	Correspondence to and discussion with J. Johnson and T. Green regarding revisions to proposed order on Bond Trustee's motion to compel, timing of confirmation hearing, and plan for collecting and reviewing implicated documents.	ENNIA	0.80	676.00
05/10/24	Continued drafting counterargument outline for UMB objection in preparation for confirmation hearing.	ACHAM	0.50	332.50
05/11/24	Email correspondence with A. Ennis re stipulation in relation to confirmation.	TGGRE	0.10	83.00
05/12/24	Discussion with Bond Trustee's counsel regarding proposed order on motion to compel.	ENNIA	0.50	422.50
05/12/24	Review and analyze updated proposed order on Bond Trustee's motion to compel including agreed revisions from call among counsel.	ENNIA	0.30	253.50
05/12/24	Correspondence to Bond Trustee's counsel outlining basis for proposed revisions to proposed order on motion to compel.	ENNIA	0.40	338.00
05/12/24	Correspondence with J. Johnson and T. Green regarding revisions to proposed order, discussion with Bond Trustee's counsel regarding proposed order, and proposed final order reflecting compromise positions.	ENNIA	0.40	338.00
05/13/24	Correspondence with B. Dopke regarding proposed final order on Bond Trustee's motion to compel.	ENNIA	0.30	253.50



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05/13/24	Evaluate various steps to accomplish collection, review, and production of documents in response to Bond Trustee's motion to compel.	ENNIA	1.20	1,014.00
05/13/24	Correspondence with Bond Trustee's counsel to finalize proposed order ahead of hearing with Judge Barnes.	ENNIA	0.30	253.50
05/13/24	Email correspondence from B. Shaw re buyer testimony at confirmation hearing and logistics re same and follow on to A. Champion (0.1); attention to calendar re new confirmation hearing dates and related deadlines (0.1); email correspondence from A. Champion re courtroom reporter services and follow on with guidance (0.1); email correspondence to J. Johnson re confirmation deadlines and issue relating to expert report (0.1); emails to witnesses to confirm change in confirmation hearing date (0.1); emails to A. Ennis and J. Johnson re confirmation considerations to potentially address at today's hearing on motion to compel (0.1); email correspondence to counsel for UST, UCC, and FSO re meet and confer related to confirmation (0.1).	TGGRE	0.70	581.00
05/13/24	Correspondence to J. Johnson and T. Green outlining proposed process and timeline for collection of documents from various sources, review of materials, and production and logging regarding same.	ENNIA	0.70	591.50
05/13/24	Discussion with S. Rabuck regarding access to FSO email systems to collect documents implicated by decision on Bond Trustee's motion to compel to facilitate FVS's production of same.	ENNIA	0.50	422.50
05/13/24	Follow up correspondence with T. Green regarding updated cash budget for Wyse declaration.	ACHAM	0.20	133.00
05/13/24	Correspondence with T. Green to confer regarding testimony for confirmation hearing.	ACHAM	0.20	133.00
05/13/24	Correspondence with A. Champion regarding adjournment of confirmation hearing (.1); reschedule court reporter for new date (.1).	LMSUP	0.20	106.00
05/14/24	Telephone conference with J. Johnson to discuss issues to be addressed at meet and confer (0.2); email correspondence to A. Ennis re same (0.1); emails with B. Dopke and Cooley re meeting and coordinate same with broader group (0.1); email correspondence to Cole Celenza re updated cash (0.1).	TGGRE	0.50	415.00
05/14/24	Worked on search terms, date ranges, and list of sources and custodians for collection, review, and production or logging of materials regarding issues in Bond Trustee's motion to compel.	ENNIA	2.40	2,028.00
05/14/24	Discussion with T. Green and J. Johnson regarding evidentiary issues to address at meet and confer with Bond Trustee.	ENNIA	0.40	338.00
05/15/24	Review and analyze materials provided from B. Dopke relating to potential estate claims in conjunction with settlement dispute.	ENNIA	1.50	1,267.50
05/15/24	Coordinate with internal litigation support and involved attorneys regarding process to pull and organize attorney emails potentially responsive to order on Bond Trustee's motion to compel.	ENNIA	0.70	591.50
05/15/24	Review and analyze FSO privilege logs regarding documents specific to FVS that relate to topics at issue in Bond Trustee's motion to compel for potential adoption or incorporation in an FVS log.	ENNIA	2.70	2,281.50



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05/15/24	Email correspondence with B. Dopke re current draft of plan (0.1); email correspondence to A. Champion re status of tasks related to confirmation (0.1).	TGGRE	0.20	166.00
05/15/24	Review of April 29, 2024, Seventh Circuit case on "related to" jurisdiction in preparation for confirmation hearing in regard to UST Objection on alleged Non-Jurisdictional Settlement (0.4); and draft e-mail summary of case to T. Green and A. Champion (0.2).	MJRIE	0.60	324.00
05/15/24	Correspondence with T. Green to confer re: filing amending balloting declaration.	ACHAM	0.20	133.00
05/16/24	Email with B. Dopke re potential alternate plan and separate email correspondence to Cooley re meet and confer (0.1); email correspondence with A. Champion regarding amended balloting declaration (0.1); emails with A. Champion regarding tasks and status and follow on questions re same (0.1); work on direct examination outline re buyer testimony (0.4); emails to J. Johnson and separately to A. Champion re same (0.1); meeting with Cooley and B. Dopke re meet and confer (0.5).	TGGRE	1.30	1,079.00
05/16/24	Review and analyze hit reports across Polsinelli attorney emails and evaluate potential revisions to search terms or applicable time frames to manage scope of review process.	ENNIA	1.40	1,183.00
05/16/24	Review and analyze random sample of hit set among Polsinelli attorney emails and documents to confirm validity of search terms.	ENNIA	1.40	1,183.00
05/16/24	Continue review and analysis of FSO's prior privilege logs regarding privileged or common interest documents to be included on FVS log.	ENNIA	0.80	676.00
05/16/24	Correspondence with T. Green to confer regarding preparation for confirmation hearing and tasks related thereto.	ACHAM	0.40	266.00
05/16/24	Correspondence with J. Demma regarding claim data.	ACHAM	0.20	133.00
05/16/24	Reviewed asset purchase agreement in connection with preparation for confirmation hearing (.3); related correspondence with T. Green (.2).	ACHAM	0.50	332.50
05/16/24	Reviewed revised balloting declaration and updated exhibits (.4); related correspondence with J. Demma and Stretto team (.4); and T. Green (.2).	ACHAM	1.00	665.00
05/16/24	Correspondence with T. Green to confer regarding witness preparation for confirmation hearing.	ACHAM	0.20	133.00
05/16/24	File amended voting declaration, circulate file-stamped copy (0.1); discuss same with A. Champion (0.1).	LMSUP	0.20	106.00
05/17/24	Emails with A. Champion re various confirmation and plan related items, including need to contact parties who returned blank opt out forms and potentially amend balloting declaration (0.1); research re opt out and death trap argument (0.1); meet and confer (0.6); follow on with J. Johnson (0.2); telephone conference with B. Dopke regarding witnesses and UST call (0.2); telephone conference with J. Gansberg and B. Dopke (0.1); follow on with B. Dopke (0.2); emails with A. Champion re to gerrymandering argument (0.1).	TGGRE	1.60	1,328.00
05/17/24	Discussion with T. Green and M. Riedl regarding plan to address order on motion to compel, including necessary review and coding of potentially responsive documents.	ENNIA	0.50	422.50



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05/17/24	Participate in meet and confer discussion with counsel for all stakeholders regarding confirmation hearing and impact of forthcoming supplemental discovery.	ENNIA	0.50	422.50
05/17/24	Follow up correspondence with Stretto team regarding opt out forms submitted without opt out boxes checked.	ACHAM	0.20	133.00
05/17/24	Correspondence with T. Green to confer regarding opt out forms submitted without opt out box checked.	ACHAM	0.20	133.00
05/17/24	Correspondence with T. Green to confer regarding gerrymandering argument for confirmation hearing preparation.	ACHAM	0.60	399.00
05/17/24	Correspondence with T. Green to confer regarding research related to confirmation, specifically research related to the US Trustee's "death trap" argument.	ACHAM	0.20	133.00
05/17/24	Reviewed filed and scheduled claims report from Stretto and calculated the filed versus scheduled totals for class 5 and 6 claims.	ACHAM	0.50	332.50
05/17/24	Finished drafting UMB counterargument outline in preparation for confirmation hearing (1.5); related correspondence with T. Green (.1)	ACHAM	1.60	1,064.00
05/18/24	Email correspondence with B. Dopke re witnesses for confirmation and issues relating to same (0.1); telephone conference with J. Johnson to discuss same (0.1).	TGGRE	0.20	166.00
05/19/24	Email correspondence from B. Dopke re alternative plan terms (0.1); briefly discuss same with J. Johnson in advance of follow on call with working group (0.1); telephone conference with J. Johnson, B. Dopke and S. Rabuck re meet and confer follow up concerning confirmation hearing (0.3); separate follow on with J. Johnson and S. Rabuck (0.5).	TGGRE	1.00	830.00
05/19/24	Evaluate Bond Trustee's proposals regarding supplemental briefing schedule, expert disclosures, and board member testimony at confirmation hearing and advise J. Johnson regarding same.	ENNIA	0.60	507.00
05/19/24	Coordinate with litigation support team regarding scope of review set, access to additional documents from FSO servers, and necessary revisions to coding panel to facilitate efficient review and coding.	ENNIA	0.80	676.00
05/20/24	Review and analyze order on Bond Trustee's motion to compel regarding limitations on scope of review for responsive documents and necessary fields and information to be included in privilege log.	ENNIA	0.50	422.50
05/20/24	Begin review of a potentially responsive documents for potential production or privilege logging.	ENNIA	1.60	1,352.00
05/20/24	Attention to calendars for Polsinelli team and B. Dopke following hearing and court ruling re deadlines (0.2); memo to file re confirmation procedural and logistical issues to be addressed (0.1); follow up with A. Champion re plan to contact parties submitting questionable opt out forms (0.1); email to A. Champion re declaration for board member (0.1); meeting with J. Johnson re confirmation hearing (0.4); coordinate meeting with A. Ennis re same (0.1); work on declaration of board member (0.5);	TGGRE	1.50	1,245.00



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05/20/24	Coordinate with litigation support team and T. Green regarding review process, approach to coding and confirming privilege documents or documents requiring redaction, and potential review of additional documents from FSO servers.	ENNIA	1.80	1,521.00
05/20/24	Coordinate collection and ingestion of emails from B. Dopke's email system.	ENNIA	0.40	338.00
05/20/24	Follow up email correspondence to three residents who submitted opt out forms with unchecked boxes.	ACHAM	0.30	199.50
05/20/24	Reviewed transcript of J. Schlinkmann's deposition testimony (.9) and began drafting declaration of J. Schlinkman in support of confirmation (.6); related correspondence with T. Green (.4).	ACHAM	1.90	1,263.50
05/20/24	Correspondence with T. Green to confer regarding follow up with claimants who submitted opt out forms with unchecked boxes.	ACHAM	0.20	133.00
05/20/24	Follow up correspondence with J. Demma and Stretto team regarding contact information for opt out form to verify email address listed.	ACHAM	0.20	133.00
05/21/24	Multiple emails B. Dopke re: strategy (0.3); multiple emails with FSO counsel (0.3); internal teleconference regarding confirmation hearing strategy and planning (0.5).	JRJOH	1.10	1,435.50
05/21/24	Discussion with Debtor's counsel team regarding document review and preparation for confirmation hearing.	ENNIA	0.50	422.50
05/21/24	Team meeting re confirmation hearing, tasks related to same and evidence (0.8); meeting with S. Rabuck (0.2); memo to file (0.1); telephone conference with B. Dopke (0.4); follow on email correspondence to B. Dopke and J. Johnson re same and to schedule zoom meeting for tomorrow (0.1); meeting with S. Rabuck (0.4);	TGGRE	2.00	1,660.00
05/21/24	Review and analyze documents for potential production in response to order on Bond Trustee's motion to compel.	ENNIA	2.60	2,197.00
05/21/24	Began researching conversion and alternatives thereto (1.4); related correspondence with T. Green (.3).	ACHAM	1.70	1,130.50
05/21/24	Email correspondence with T. Green to confer regarding confirmation hearing logistics related to trial and exhibit binders.	ACHAM	0.20	133.00
05/22/24	Correspondence with T. Green regarding specific questions around documents encountered during review and analysis of potentially responsive materials related to Bond Trustee's motion to compel.	ENNIA	0.70	591.50
05/22/24	Telephone conference with B. Dopke re plan alternative (0.2); update J. Johnson (0.1); telephone conference with J. Gansberg (0.3); memo to file re same (0.1); telephone conference with J. Johnson to provide update re UST discussion (0.1).	TGGRE	0.80	664.00
05/22/24	Continue review and analysis of documents identified for potential responsiveness to order on Bond Trustee's motion to compel.	ENNIA	2.30	1,943.50
05/22/24	Call (.2) and correspondence (.3) with T. Green to confer regarding research related to section 1112 and the Seventh Circuit authority re same.	ACHAM	0.50	332.50
05/22/24	Finished researching section 1112 under 7th circuit.	ACHAM	5.70	3,790.50
05/23/24	Continue review and analysis of documents potentially responsive to order on Bond Trustee's motion to compel.	ENNIA	2.30	1,943.50



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05/23/24	Discussion with S. Rabuck regarding access to materials housed on FSO servers relating to FVS and responsive to order on Bond Trustee's motion to compel.	ENNIA	0.50	422.50
05/24/24	Discussions with T. Green regarding questions arising from review and analysis of potentially responsive emails for production in response to UMB's motion to compel.	ENNIA	0.70	591.50
05/24/24	Continue review and analysis of documents for applicable privilege or possible production to Bond Trustee in response to order on motion to compel.	ENNIA	1.30	1,098.50
05/24/24	Discussion with J. Johnson regarding privilege issues and broader preparation for confirmation hearing.	ENNIA	0.30	253.50
05/24/24	Continue review and analysis of prior privilege logs regarding potential adoption by FVS or inclusion of certain materials on a separate FVS log.	ENNIA	0.80	676.00
05/24/24	Conducted supplemental research related to confirmation concerning death trap argument raised by U.S. Trustee.	ACHAM	1.30	864.50
05/27/24	Review and analyze prior privilege logs produced in connection with 2004 and Plan Confirmation discovery requests regarding materials to be reviewed for potential production or logging on behalf of Debtor.	ENNIA	2.30	1,943.50
05/28/24	Analysis of work product issue on correspondence.	RBGUY	0.30	391.50
05/28/24	Discussion with T. Green regarding scope of document review and roles of various FSO employees with respect to FVS.	ENNIA	0.50	422.50
05/28/24	Review and analyze documents tagged for potential production or privilege to confirm scope of production and privilege log.	ENNIA	4.20	3,549.00
05/28/24	Discussion with T. Dube, Litigation Support Manager, regarding process for finalizing production and privilege log.	ENNIA	0.30	253.50
05/28/24	Review and revise preliminary privilege log based on prior review and production of documents.	ENNIA	1.20	1,014.00
05/28/24	Discussion with S. Rabuck, counsel for FSO, regarding common interest issues impacting upcoming production.	ENNIA	0.30	253.50
05/28/24	Discussion with T. Green regarding document review and production and privilege logging process.	ENNIA	0.30	253.50
05/29/24	Begin working on arguments for confirmation (1.1); working with A. Champion on confirmation logistics and need for additional meet and confer (0.3); discuss same with J. Johnson (0.1); telephone conference with B. Dopke re exhibits and pre-trial agreement re same (0.2); meeting with B. Dopke and J. Johnson re upcoming board meeting (0.5); confirmation hearing preparation (0.8); review A. Champion outline of UST potential counter-arguments and provide comments (0.3); email correspondence to A. Champion re next steps with respect to UST (0.1); begin pulling and printing key cases, including email correspondence to M. Riedl re certain cases (0.3); email correspondence to A. Champion re case for potential inclusion in argument (0.1); continue working on argument outline (0.3); review and revise email correspondence to be sent to UST prepared by A. Champion (0.1).	TGGRE	4.20	3,486.00
05/29/24	Worked on, finalized, and served Debtor's privilege log in response to Court's order on UMB's motion to compel.	ENNIA	4.20	3,549.00



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**July 18, 2024
2480853
122619-764706**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/29/24	Discussions with T. Green regarding privilege log structure and content.	ENNIA	0.50	422.50
05/29/24	Review and analyze documents identified for additional review or confirmation to finalize production set and privilege log.	ENNIA	2.90	2,450.50
05/29/24	Created outline of outstanding exhibit exchange issues based on prior evidentiary order of the court (.5); related correspondence with T. Green to confer regarding the same (.8)	ACHAM	1.30	864.50
05/29/24	Reviewed U.S. Trustee's plan objection and drafted email correspondence regarding remaining outstanding objections (.5); related correspondence with T. Green (.2).	ACHAM	0.70	465.50
05/29/24	Correspondence to J. Gansberg and J. Green regarding remaining U.S. Trustee plan objections.	ACHAM	0.10	66.50
05/29/24	Email correspondence with T. Green to confer regarding settlement research.	ACHAM	0.20	133.00
05/30/24	Review research re: plan confirmation issues (0.8).	JRJOH	0.80	1,044.00
05/30/24	Review and analyze final privilege log and produced documents regarding potential objections from Bond Trustee.	ENNIA	1.40	1,183.00
05/30/24	Email correspondence to B. Dopke re issues related to potential claims for argument purposes.	TGGRE	0.10	83.00
05/30/24	Work on confirmation hearing preparation, including supplemental and refresh research on confirmation issues (1.1); meeting with A. Dades re research re 1112 (0.3); follow on emails re same (0.1); discuss confirmation hearing prep with J. Johnson (0.2); reading and analyzing settlement cases to inform argument and presentation of evidence (2.1); begin brainstorming and preliminary drafting process for argument related to settlement (1.1); email correspondence to L. Suprum regarding case binder (0.1); discuss settlement presentation ideas with J. Johnson (0.3); additional settlement research, including expanding outside of Seventh Circuit (0.9).	TGGRE	6.20	5,146.00
05/30/24	Consolidating research on Seventh Circuit settlement standard (0.5); brief research into whether new cases governing settlement standard within plan have been issued (0.2).	MJRIE	0.70	378.00
05/30/24	Reviewed research notes related to conversion of a non-profit case without the consent of the debtor to locate relevant case authority as to whether section 1112(c) prohibition on conversion applies to liquidating debtors (.2); related correspondence with T. Green and A. Dade to confer regarding the same (.2)	ACHAM	0.40	266.00
05/30/24	Reviewed notes on 7th circuit case related to the applicability of the absolute priority rule to non-profit entities and citing cases of the same (.8); related correspondence with T. Green to confer regarding the same (.2).	ACHAM	1.00	665.00
05/30/24	Conducted supplemental research for plan confirmation.	ACHAM	1.90	1,263.50
05/30/24	Call to chambers regarding exhibit logistics for confirmation hearing.	ACHAM	0.10	66.50
05/30/24	Correspondence with T. Green regarding preparation of confirmation trial binder	LMSUP	0.10	53.00
05/31/24	Email correspondence to plan notice parties regarding follow on meet and confer item concerning exhibits (0.1).	TGGRE	0.10	83.00



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<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
05/31/24	Research re Illinois non profit fiduciary duties (2.5); various e-mails correspondence with T. Green regarding same (0.6); research parent-subsidiary fiduciary duties under Illinois law (0.5); researching Illinois special circumstances fiduciary duty (0.7).	MJRIE	4.30	2,322.00
05/31/24	Reviewed UMB plan objection and exhibits re management fees issue (.7); related correspondence with T. Green (.2).	ACHAM	0.90	598.50
05/31/24	Researched statutory and common law fiduciary duties owed by non-profit board members (.9); related correspondence with T. Green (.3).	ACHAM	1.20	798.00
05/31/24	Conducted supplemental research regarding opt out incentives in chapter 11 cases in connection with confirmation hearing preparation.	ACHAM	0.60	399.00
05/31/24	Call with T. Green regarding supplemental research for confirmation hearing.	ACHAM	0.30	199.50
05/31/24	Correspondence with T. Green regarding timing of exhibit delivery to the court for confirmation hearing.	ACHAM	0.20	133.00
05/31/24	Calls with chambers regarding the delivery of exhibits for confirmation hearing.	ACHAM	0.20	133.00
05/31/24	Work on index and binder of cases cited in confirmation brief	LMSUP	2.00	1,060.00
SUBTOTAL FOR B320 Plan & Disclosure Statement (including business plan)			162.90	\$125,903.50
Totals			308.80	\$237,817.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Tina L.	Project Manager	12.10	\$415.00	\$5,021.50
Dempsey, Robert P.	Shareholder	4.30	950.00	4,085.00
Ennis, Andrew J.	Shareholder	76.50	845.00	64,642.50
Green, Trinitee G.	Shareholder	117.40	830.00	97,442.00
Guy, Bobby	Shareholder	2.00	1,305.00	2,610.00
Johnson, Jeremy	Shareholder	9.10	1,305.00	11,875.50
Martin, James P.	Shareholder	1.40	950.00	1,330.00
Tucker McCubbin, Lauren E.	Shareholder	0.30	945.00	283.50
Champion, Ashley D.	Associate	37.80	665.00	25,137.00
Flowers, Maverick B.	Associate	0.70	710.00	497.00
Riedl, Michael J.	Associate	40.20	540.00	21,708.00
Backus, Trista J.	Paralegal	3.00	355.00	1,065.00
Suprum, Lindsey M.	Paralegal	4.00	530.00	2,120.00
Totals		308.80		\$237,817.00



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Task Summary

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
B110	Case Administration	4.70	2,296.00
B145	Court Hearings	4.90	4,958.00
B155	Creditor Inquiries	0.30	162.00
B164	Polsinelli Fee Applications	4.30	3,569.00
B190	Litigation & Other Contested Matters	112.20	82,934.00
B200	Operations	8.70	8,460.50
B230	Financing & Cash Collateral	0.70	581.00
B260	Corporate Governance & Board Matters	10.10	8,953.00
B320	Plan & Disclosure Statement (including business plan)	162.90	125,903.50
Total		308.80	\$237,817.00

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
05/29/24	U S Bank Visa - Miscellaneous hearing transcript	1.00	\$113.59
Total Disbursements:			\$113.59