

Trinitee G. Green (SBN 24081320)  
Polsinelli PC  
2950 N. Harwood, Suite 2100  
Dallas, Texas 75201  
Telephone: (214) 397-0030  
Facsimile: (214) 397-0033  
[tggreen@polsinelli.com](mailto:tggreen@polsinelli.com)

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](mailto:jeremy.johnson@polsinelli.com)

COUNSEL TO THE LIQUIDATING  
DEBTORS

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:

Northwest Senior Housing Corporation, *et al.*,<sup>1</sup>

Liquidating Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

**FINAL FEE APPLICATION OF  
FTI CONSULTING, INC. FOR THE PERIOD  
APRIL 14, 2022 THROUGH AND INCLUDING JUNE 13, 2023**

**A HEARING WILL BE CONDUCTED ON THIS MATTER ON AUGUST 23, 2023 AT 9:30 A.M. AT THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS, 1100 COMMERCE ST., 14TH FLOOR, COURTROOM NO. 2, DALLAS, TEXAS 75242.**

**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY-FOUR (24) DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

<sup>1</sup> The Liquidating Debtors in these chapter 11 cases, along with the last four digits of each Liquidating Debtor's federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation (2669)..



Name of Applicant:	<b>FTI Consulting, Inc..</b>
Authorized to Provide Professional Services to:	<b>Debtors and Debtors in Possession</b>
Date of Retention:	<b>April 14, 2022</b>
Period for which compensation and reimbursement is sought:	<b>April 14, 2022 through June 13, 2023</b> (the “Fee Period”)
Date of Entry of Retention Order:	<b>May 13, 2022 [Docket No. 227]</b>
Amount of Compensation sought as actual, reasonable, and necessary:	<b>\$2,886,003.50<sup>2</sup></b>
Amount of Expenses sought as actual, reasonable, and necessary:	<b>\$0.00</b>
Amount of Pre-Petition Retainer:	<b>\$250,000.00</b>
Blended Hourly Rate in this Application for all Timekeepers:	<b>\$857.60</b>
Blended Hourly Rate in this Application for all Professionals:	<b>865.76</b>
Compensation Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed:	<b>\$2,226,869.70</b>
Expenses Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed:	<b>0.00</b>
Number of Professionals Included in this Application:	<b>19</b>
Number of Professionals Included in this Application Not Included on the Staffing Plan:	<b>N/A</b>
Number of Professionals Included in this Application Billing Fewer than 15 Hours:	<b>6</b>
Voluntary Fee Reductions:	<b>\$150,537.94<sup>3</sup></b>
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this	<b>Yes. Engagement of FTI has covered 426 days, or 1 year, 2 months. During that time, FTI has raised its rates.</b>

<sup>2</sup> Includes estimated fees of \$9,800.00 for preparation of this final Fee Application incurred after the Effective Date.

<sup>3</sup> This amount was voluntarily reduced by FTI before submission of this fee application and thus the reduction is already reflected in the amount sought herein. Additionally, although FTI earned fees in the amount of \$520,819.00 for the period of December 1, 2022 to March 31, 2023, FTI requests allowance of only \$370,281.06, for this period, which is 18.514% of \$2,000,000, as contemplated by the Plan and required by the Confirmation Order (each as defined herein) as discussed more fully in paragraph 11 of this Application. Upon information and belief the pro rata shares of the \$2,000,000 amount are as follows: (i) Polsinelli, 59.232%; (ii) FTI Consulting Inc., 18.514%; (iii) Foley & Lardner, 22.233%; and (iv) Ankura, .0212%.

application using the rates originally disclosed in the retention application:	
Total Compensation Requested in this Final Fee Application (inclusive of estimated fees for preparing and prosecuting this Application)	<b>\$2,735,465.56</b>

This is the **FINAL** fee application filed in this case.

This is a(n):  Monthly  Interim  Final Application

**Summary of Monthly Fee Statements for Final Application Period**

Docket No.	Compensation Period	REQUESTED		PAID		OUTSTANDING	
		Fees	Expenses	Fees	Expenses	Fees	Expenses
428	04/14/22 - 05/31/22	\$678,267.50	\$ -	\$678,267.50	\$ -	\$0.00	\$ -
510	06/01/22 - 06/30/22	\$244,731.00	\$ -	\$244,731.00	\$ -	\$0.00	\$ -
601	07/01/22 - 07/31/22	\$281,972.00	\$ -	\$250,000.74	\$ -	\$31,971.26	\$ -
674	08/01/22 - 08/31/22	\$212,183.00	\$ -	\$198,135.20	\$ -	\$14,047.80	\$ -
716	08/01/22 - 09/30/22	\$287,693.00	\$ -	\$201,864.60	\$ -	\$85,828.40	\$ -
931	10/01/22 - 10/31/22	\$275,116.00	\$ -	\$120,000.00	\$ -	\$155,116.00	\$ -
986	11/01/22 - 11/30/22	\$209,029.00	\$ -	\$120,000.00	\$ -	\$89,029.00	\$ -
1099	12/01/22 - 12/31/22	\$193,151.00	\$ -	\$137,322.48	\$ -	\$55,828.52	\$ -
1347	01/01/23 - 01/31/23	\$170,879.50	\$ -	\$121,488.35	\$ -	\$49,391.15	\$ -
1403	02/01/23 - 02/28/23	\$90,123.00	\$ -	\$64,073.78	\$ -	\$26,049.22	\$ -
1466	03/01/23 - 03/31/23	\$66,665.50	\$ -	\$47,396.45	\$ -	\$19,269.05	\$ -
1517	04/01/23 - 04/30/23	\$54,487.00	\$ -	\$43,589.60	\$ -	\$10,897.40	\$ -
1648	05/01/23 - 05/31/23	\$51,933.50	\$ -	\$ -	\$ -	\$51,933.50	\$ -
N/A	06/01/23 - 06/13/23	\$59,972.50	\$ -	\$ -	\$ -	\$59,972.50	\$ -
<b>SUBTOTAL</b>		<b>2,876,203.50</b>	<b>\$ -</b>	<b>\$2,226,869.70</b>	<b>\$ -</b>	<b>\$649,333.80</b>	<b>\$ -</b>
Final Fee Application Preparation		9,800.00				9,800.00	
<b>GRAND TOTAL</b>		<b>\$ 2,886,003.50</b>		<b>\$ 2,226,869.70</b>		<b>\$ 659,133.80</b>	
Less: Reduction as discussed paragraph 10 of this Application.		\$ (150,537.94)				\$ (150,537.94)	
<b>ADJUSTED TOTAL</b>		<b>\$ 2,735,465.56</b>		<b>\$ 2,226,869.70</b>		<b>\$ 508,595.86</b>	

FTI Consulting, Inc. (“**FTI**”), submits this final fee application (the “**Application**”) for entry of an order substantially in the form attached hereto as Exhibit A (the “**Proposed Order**”), that (1) allows fees in the amount of \$2,886,003.50<sup>4</sup> and reimbursement of expenses in the amount of \$0.00 for the period of April 14, 2022 through and including June 13, 2023 (the “**Fee Period**”), and (2) authorizes and directs payment of the unpaid portion of the compensation for services rendered and the reimbursement of expenses incurred by FTI during the Fee Period. In support of the Application, FTI respectfully submits the following:

### **STATEMENT OF JURISDICTION**

1. This Court has jurisdiction to hear this Application pursuant to the provisions of 28 U.S.C. §§ 157 and 1334. This proceeding involves the administration of the respective estates and is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (B).

2. The predicates for the relief requested herein are: (a) 11 U.S.C. §§ 330 and 331; (b) Federal Rule of Bankruptcy Procedure 2016(a); (c) the *Guidelines for Compensation and Expense Reimbursement of Professionals*, as adopted by this Court; (d) the applicable provisions of the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “**U.S. Trustee Guidelines**”), adopted by the Office of the U.S. Trustee (the “**U.S. Trustee**”); and (e) the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 401], entered June 13, 2022 ((a) through (f) are collectively referred to herein as the “**Guidelines**.”

3. In support of this Application, FTI submits the *Certification of Chad Shandler in Support of the First Interim Fee Application of FTI Consulting, Inc. for Compensation and*

---

<sup>4</sup> Includes estimated fees of \$9,800.00 for preparation of this final Fee Application incurred after the Effective Date.

*Reimbursement of Expenses for the Period from April 14, 2022 through and including June 30, 2022* (the “**Shandler Certification**”), which is attached hereto as Exhibit B. In further support of this Application, FTI attaches the following exhibits: (1) Exhibit C – Summary of Time by Professionals; (2) Exhibit D – Summary of Time by Task Code; and (3) Exhibit E – Monthly Fee Application for the period June 1, 2023 through June 13, 2023 (“**Fourteenth Monthly Fee Application**”).

### **BACKGROUND**

4. On April 14, 2022 (the “**Petition**”), the Debtors filed voluntary petition commencing cases for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”).

5. The Debtors are operating their business and managing their properties as debtors in possession pursuant section 1107(a) and 1108 of the Bankruptcy Code.

6. On April 14, 2022, the Debtors filed the *Application of Debtors for Authority to Employ and Retain FTI Consulting, Inc, as Financial Advisors to the Debtors* [Docket No. 29].

7. On May 13, 2022, the Court entered the *Order Authorizing the Debtors to Employ and Retain FTI Consulting, Inc. to provide Financial Advisors to the Debtors Pro Tunc to April 14, 2022* [Docket 227] (the “**Retention Order**”). The Retention Order authorizes FTI Consulting to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

8. In accordance with the Retention Order the Debtors received the authority to employ and retain FTI on the terms set forth in the Application and Engagement Letter including:

- a. Prepare and assist the Debtors’ management with the preparation of projected financial statements and/or 13-week cash flow forecast;

- b. Formulate recapitalization and debt restructuring alternatives, if necessary;
- c. Prepare presentations to lender(s) relating to restructuring of obligations, if necessary, and
- d. Assist the Debtors and their counsel in negotiations with the Debtors' lender(s) regarding restructuring alternatives, if necessary.

9. Additional information regarding FTI and these Chapter 11 Cases, is set forth in the *Declaration of Chad Shandler in Support of the Application of Debtors for Authority to Employ and Retain FTI Consulting, Inc. as to Provide Expert Financial Services Nunc Pro Tunc to April 14, 2022* [Docket 29].

10. The approved Plan, as modified by the Confirmation Order, provides that holders of Professional Claims (as defined by the Plan) shall be subject to a cumulative cap of \$2,000,000 for the period of December 1, 2022 through March 31, 2023 on account of such claims. Specifically, holders of Professional Claims, other than Kurtzman Carson Consultants LLC, must share "Pro Rata in the \$2 million in the event such Professional Claims exceed the cap during the period of December 1, 2022 through March 31, 2023." Confirmation Order, ¶ 41.

#### **PRIOR MONTHLY STATEMENTS**

11. Pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 401] (the "**Interim Compensation Order**"), FTI has served upon the interested parties the following monthly statements for the following periods, each of which is incorporated herein by referenced in its entirety: April 14, 2022 through May 31, 2022 (the "**First Monthly Statement**"); June 1, 2022 through June 30, 2022 (the "**Second Monthly Statement**"); July 1, 2022 through July 31, 2022 (the "**Third Monthly Statement**"); August 1, 2022 through August 31, 2022 (the "**Fourth Monthly Statement**"); September 1, 2022 through September 30, 2022 (the "**Fifth Monthly Statement**");

**Statement”**); October 1, 2022 through October 31, 2022 (the **“Sixth Monthly Statement”**); November 1, 2022 through November 30, 2022 (the **“Seventh Monthly Statement”**); December 1, 2022 through December 30, 2022 (the **“Eighth Monthly Statement”**); January 1, 2023 through January 31, 2023 (the **“Ninth Monthly Statement”**); February 1, 2023 through February 28, 2023 (the **“Tenth Monthly Statement”**); March 1, 2023 through March 31, 2023 (the **“Eleventh Monthly Statement”**); April 1, 2023<sup>2</sup> through April 30, 2023 (the **“Twelfth Monthly Statement”**); May 1, 2023 through May 31, 2023 (the **“Thirteenth Monthly Statement”**).

12. In addition, FTI seeks allowance of compensation for professional services rendered for the period June 1, 2023 through June 13, 2023 (the **“Fourteenth Monthly Statement”** and collectively with the foregoing listed statements, the **“Monthly Statements”**) included herein. A summary of the total fees and expenses requested in each of FTI’s Monthly Statements is provided.

#### **SUMMARY OF SERVICES RENDERED**

13. FTI has reviewed the Debtors’ records and case pleadings relevant to the specific assignments to perform financial services, conducted research on topics relevant to specific assignments, prepared expert reports and other reports requested by the Debtors, reviewed analysis and financial data with the Debtors and counsel for the Debtors to ensure accuracy of information, provided expert testimony and litigation support where necessary, assisted the Debtors with financial consulting services, and performed all necessary professional services that are described and narrated in detail hereafter.



### **SUMMARY OF SERVICES BY PROJECT**

14. The services rendered by FTI during the Fee Period can be grouped into categories as set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth in the Monthly Statements. The professionals who rendered services relating to each category are identified along with the number of hours for each individual and the total compensation sought for each category in the Monthly Statements. Although every effort has been made to properly and consistently categorize the actual services provided into the appropriate category, certain tasks could properly be categorized into two or more task codes.

#### **Situation Assessment/Develop Work Plan (1.8 hours) and Project Monitoring and Supervision (4.8 hours)**

15. During the application period time was spent by FTI personnel in connection with the development of efficient and outcome-based engagement workstreams.

16. In connection with the foregoing services, FTI personnel expended 6.6 hours and earned compensation of \$6,061.50.

#### **Cash Forecasting and Treasury Management (399.4 hours)**

17. During the application period FTI performed services in connection with cash forecasting and treasury management and related matters, including but not limited to:

- a. Assist the Debtors in the preparation of budgets and cash flow forecasts;
- b. Assist the Debtors in the preparation of DIP Budgets;
- c. Assist the Debtors in communications with vendors to maintain the continuation of post-petition services and trade credit;

- d. Provide general assistance services relating to cash and accounts payable management.

18. In connection with the foregoing services, FTI personnel expended 399.4 hours and earned compensation of \$368,111.50.

**Analysis of Credit Agreements/Loan Documents (4.5 hours)**

19. During the application period time was spent by FTI personnel in connection with the review of the DIP credit agreement.

20. In connection with the foregoing services, FTI personnel expended 4.5 hours and earned compensation of \$4,958.50.

**POR/Plan Confirmation/Plan Implementation/Disclosure Statement (344.9)/Asset**

**Monetization/M&A/Refinancing (53.2 hours)//Liquidation Analysis (15.3**

**hours)/Financial Projections (210.6 hours)**

21. During the application period time was incurred by FTI personnel in connection with services relating to the review and analysis of the POR and Disclosure Statement, plan confirmation asset sale and related services including but not limited to:

22. Assist the Debtors in the preparation of services related to in connection with the POR and Disclosure Statement including the preparation of support and content review.

23. Assist the Debtors in the preparation and analysis in support of the plan confirmation and the sale of assets.

24. Attend the sale closing and related meetings with counsel and buyer.

25. Assist the Debtors in the analysis of various scenarios in support of a restructuring agreement.

26. Assist the Debtors in the preparation of various financial projection models.

27. In connection with the foregoing services, FTI personnel expended 769.1 hours and earned compensation of \$585,099.50.

**Post-Petition Accounting (136.5 hours)**

28. During the application period FTI analyzed the monthly statements of operation, balance sheet, cash flows and detailed general ledger transactions.

29. In connections with the foregoing services, FTI personnel expended 135.5 hours and earned compensation of \$138,743.50.

**Corporate Strategy Communications (444.6 hours)**

30. During the application period time was incurred by FTI professionals in connection with corporate strategy communications, including but not limited to:

- a. Monitor media and prepare coverage reports;
- b. Communication regarding press inquiries and related communications;
- c. Prepare reports on docket activity;
- d. Prepare disclosure statement hearing media coverage and provide notice letters to stakeholders.
- e. Prepare communications to internal stakeholders including vendors, residents, and employees.

31. In connection with the foregoing services, FTI personnel expended 444.6 hours and earned compensation of \$217,852.50.

**Prepare for and Attend Court Hearings (220.8 hours)**

32. During the application period, fees were incurred by FTI in connection with the preparation for and attendance in court hearings.

33. In connection therewith, FTI personnel expended 220.8 hours and earned compensation of \$216,676.00.

**Communication and Meetings with Counsel (86.1 hours)**

34. During the application period time was incurred by FTI personnel in connection with the communication and meetings with counsel.

35. Services with respect to this category include, but are not limited to, update meetings to discuss case issues and strategy.

36. In connection with the foregoing services, FTI personnel expended 86.1 hours and earned compensation of \$103,174.00.

**Communication and Meetings with Other Parties (53.6 hours) and Secured Creditors (24.7 hours)**

37. During the application period time was incurred by FTI personnel in connection with meetings with Secured Creditors and Other Parties to respond to information requests regarding DIP Budgets and projections.

38. In connection with the foregoing services, FTI personnel expended 78.3 hours and earned compensation of \$84,594.50.

**Monthly Operating Reports (103.9 hours)**

39. During the application period FTI personnel incurred 103.9 hours and earned compensation of \$102,437.50 in the preparation of monthly operating reports for the months of April 2022 through April 2023.

**SOFAs & SOALs (321.0 hours)**

40. During the application period FTI personnel incurred 348.6 hours and earned compensation of \$237,688.50 in the reconciliation of claims and the preparation of and revisions to the SOFA and SOALs.

**General Bankruptcy Reporting (45.1 hours)**

41. During the application period FTI personnel incurred 348.6 hours and earned compensation of \$42,992.00 in the connection with general bankruptcy reporting to information relating to first day motions and non-debtor related parties.

**Assistance with Miscellaneous Motions (26.3 hours)**

42. During the application period FTI personnel incurred 26.3 hours and earned compensation of \$26,439.50 in the connection with miscellaneous motions including providing assistance to counsel for the Debtors in the preparation of information to support briefs and various motions.

**Tax Issues (1.4 hours) and Other Reporting (145.1 hours)**

43. During the application period FTI personnel incurred 146.5 hours and earned compensation of \$132,573.00 in assistance with tax issues and other and other reporting including but not limited to the Debtor tax appeal, TDI financial disclosures, EMMA reporting, responses to the Landlord, UCC and Trustee's advisor's information requests.

**Intercompany/Related Party Transactions (3.4 hours)**

44. During the application period FTI personnel incurred 3.4 hours and earned compensation of \$2,623.50 in the connection with the analysis of intercompany and related party transactions.

**Claims Management, Reconciliation and Resolution (27.6 hours)**

45. During the application period FTI personnel incurred 27.6 hours and earned compensation of \$27,312.50 in the connection with the analysis of claims filed by Debtors' creditors and residents.

**Adversary Proceedings Preparation and Litigation (179.1 hours)/Potential Avoidance Actions & Litigation (27.9)/Data Preservation (2.9 hours)**

46. During the application period FTI personnel incurred 187.5 hours in connection with the response to requests for information relating to the ground lease litigation, avoidance matters including analysis of support in the preparation of expert reports.

47. In connection with the foregoing services, FTI personnel expended 209.9 hours and earned compensation of \$207,127.00.

**Retention Matters (7.1 hours)**

48. During the application period time was incurred by FTI personnel in connection with prepetition of retention documents.

49. In connection with the forgoing services, FTI personnel expended 7.1 hours and earned compensation of \$4,746.00.

**Insurance Issues (3.3 hours)**

50. During the application period time was incurred by FTI personnel in connection with assisting the Debtors in responding to UST inquiries regarding insurance coverage.

51. In connection with the forgoing services, FTI personnel expenses 3.3 hours and earned compensation of \$3,308.50.

**Billing/Staffing Reports (113.8 hours)**

52. During the application period time was incurred by FTI personnel in connection with the completion and review of monthly fee statements, the first interim and final fee applications and for the period from April 2022 through June 2023.

53. In connection with the foregoing services, FTI personnel expended 113.8 hours and earned compensation of \$96,399.00.<sup>5</sup>

**General Business Operations/Administration (32.4 hours)**

54. During the application period time was incurred by FTI personnel in connection with assisting the Debtors with various post-petition administrative and general business matters.

55. In connections with the foregoing services, FTI personnel expended 32.4 hours and earned compensation of \$38,823.00.

**Budget vs. Actual Reporting (312.7)**

56. During the application period time was incurred by FTI personnel in connection with the review and analysis of variances of actual results to budgets.

57. In connection with forgoing services, FTI personnel expended 312.7 hours and earned compensation of \$238,262.00.

**REQUEST FOR FINAL ALLOWANCE OF FEES AND EXPENSES**

58. Section 330 of the Bankruptcy Code authorizes the Court to award professional persons employed pursuant to Section 327 for reasonable compensation for actual and necessary services rendered and reimbursement for actual and necessary expenses incurred. *See* 11 U.S.C. §§ 327 and 330. As more fully stated below, FTI submits that the elements governing awards of

---

<sup>5</sup> Includes estimated fees of \$9,800.00 for preparation of this final Fee Application incurred after the Effective Date.





**EXHIBIT A**

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:

Northwest Senior Housing Corporation, *et al.*,<sup>6</sup>

Liquidating Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

**ORDER AUTHORIZING THE FINAL FEE APPLICATION OF FTI  
CONSULTING, INC. FOR ALLOWANCE AND PAYMENT OF FEES AND  
EXPENSES PROFESSIONALS FOR THE DEBTORS**

Upon the *Final Fee Application of FTI Consulting, Inc. for the Period from April 14, 2022 Through and Including June 13, 2023* (the “**Application**”)<sup>7</sup> of the Debtors for entry of an order authorizing the compensation of fees and reimbursement of expenses of FTI Consulting,

<sup>6</sup> The Liquidating Debtors in these chapter 11 cases, along with the last four digits of each Liquidating Debtor’s federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation (2669).

<sup>7</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.

Inc. as professionals for the Debtors; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that the venue of these chapter 11 cases and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and, after due deliberation, the Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and good and sufficient cause appearing therefore;

**IT IS HEREBY ORDERED THAT:**

1. The Application shall be, and hereby is, granted and approved as set forth herein.
2. FTI's fees in the amount of \$2,886,003.50 and reimbursement of expenses in the amount of \$0.00, for the period April 14, 2022 through and including June 13, 2023, are hereby allowed on an final basis.
3. The Liquidating Debtors and/or the Litigation Trustee (as defined in the Plan and the Confirmation Order) are authorized and directed to pay FTI all fees and expenses allowed pursuant to the Order.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**### END OF ORDER ###**

**EXHIBIT B**

Shandler Certification

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:

Northwest Senior Housing Corporation, *et al.*,<sup>8</sup>

Liquidating Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

**CERTIFICATION OF CHAD J. SHANDLER**

Chad J. Shandler, under penalty of perjury, certifies as follows:

1. I am a Senior Managing Director with the consulting firm of FTI Consulting, Inc. (“**FTI**”). I make this certification in accordance with (a) Paragraph I(G) of the *Guidelines for Compensation and Expense Reimbursement of Professionals*, as adopted by the United States Bankruptcy Court for the Northern District of Texas (the “**Local Guidelines**”) and (b) Rule 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

2. I have read the Final Fee Application of *FTI Consulting, Inc. for Allowance and Payment of Fees and Expenses as Financial Advisors to the Debtors and Debtors in Possession for the Period April 14, 2022 Through and Including June 13, 2023* (the “**Application**”). To the best of my knowledge, information, and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought in the Application is in conformity with the Local Guidelines, except as noted in the Application.

---

<sup>8</sup> The Liquidating Debtors in these chapter 11 cases, along with the last four digits of each Liquidating Debtor’s federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation (2669).

3. The compensation and expense reimbursement requested are billed at rates and in accordance with practices no less favorable than those customarily employed by FTI and generally accepted by FTI's clients.

4. No agreement or understanding exists between FTI and any third person for sharing of compensation, except allowed by 11 U.S.C. Section 504(b) and Bankruptcy Rule 2016 with respect to sharing of compensation between and among the shareholders of FTI.

Dated: July 28, 2023

/s/ Chad J. Shandler  
Chad J. Shandler  
Senior Managing Director  
FTI Consulting, Inc.

**EXHIBIT C**

**Summary of Timekeepers Included in This Fee Application**

Professional	Position	Billing Rate	Total Hours	Total Fees
Chesley, Rachel	Senior Managing Director	\$1,075 <sup>(1)</sup>	11.0	\$11,825.00
Chesley, Rachel	Senior Managing Director	\$970	22.3	21,631.00
Shandler, Chad	Senior Managing Director	1,325 <sup>(1)</sup>	208.4	276,130.00
Shandler, Chad	Senior Managing Director	1,200	348.6	418,320.00
Deluise, Kevin	Managing Director	1,055 <sup>(1)</sup>	459.3	484,561.50
Deluise, Kevin	Managing Director	960	544.7	522,912.00
Grove, Brian	Managing Director	800	6.0	4,800.00
Mahan, Jonathan	Managing Director	985 <sup>(1)</sup>	39.9	39,301.50
Mahan, Jonathan	Managing Director	910	136.1	123,851.00
McGregor, Cody	Managing Director	800	1.8	1,440.00
Probbber, Roberta	Managing Director	930	113.4	105,462.00
Adajian, Kyra	Senior Consultant	470	25.5	11,985.00
Baldo, Diana	Senior Consultant	525 <sup>(1)</sup>	40.8	21,420.00
Baldo, Diana	Senior Consultant	470	31.5	14,805.00
Leake, Nicola	Senior Consultant	695 <sup>(1)</sup>	4.1	2,849.50
Leake, Nicola	Senior Consultant	595	8.3	4,938.50
Lightstone, Serena	Senior Consultant	595	55.0	32,725.00
Luangkhot, Timothy	Senior Consultant	695 <sup>(1)</sup>	0.1	69.50
Luangkhot, Timothy	Senior Consultant	595	142.5	84,787.50
Shapiro, Jill	Director	835 <sup>(2)</sup>	53.1	44,338.50
Shapiro, Jill	Senior Consultant	750 <sup>(1)</sup>	270.4	202,800.00
Shapiro, Jill	Senior Consultant	655	470.7	308,308.50
Garces, Alysen	Consultant	475 <sup>(1)</sup>	5.0	2,375.00
Garces, Alysen	Consultant	430	2.3	989.00
Iglesias, Christina	Consultant	400 <sup>(1)</sup>	11.0	4,400.00
Iglesias, Christina	Consultant	370	4.2	1,554.00
Jasser, Riley	Consultant	400 <sup>(1)</sup>	183.7	73,480.00
Jasser, Riley	Consultant	375	1.5	562.50
Jasser, Riley	Consultant	370	101.0	37,370.00
Moffson, Alexander	Consultant	440	0.4	176.00
Siegel, Arlo	Consultant	370	1.8	666.00
Hellmund-Mora, Marili	Manager	325 <sup>(1)</sup>	22.0	7,150.00
Hellmund-Mora, Marili	Manager	300	27.4	8,220.00
<b>TOTAL</b>			<b>3353.8</b>	<b>\$2,876,203.50</b>
Final Fee Application Preparation				9,800.00
<b>GRAND TOTAL</b>			<b>3353.8</b>	<b>\$2,886,003.50</b>

<sup>(1)</sup> Reflects revised rates effective October 1, 2022

<sup>(2)</sup> Reflects promotions effective April 1, 2023



**EXHIBIT D**

**Summary of Compensation Requested by Project Category**

<b>Task Code</b>	<b>Task Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
1	Situation Assessment/Develop Work Plan	1.8	\$1,735.50
2	Project Monitoring & Supervision	4.8	4,326.00
3	Cash Forecasting/Treasury Management	399.4	368,111.50
4	Analysis of Credit Agreements/Loan Documents	4.5	4,958.50
5	Asset Monetization/M&A/Refinancing	53.2	58,557.50
6	Financial Projections	210.6	167,020.00
7	Post-petition Accounting	136.5	138,743.50
9	Corporate Strategy Communications.	444.6	217,852.50
10	Prepare for and Attend Court Hearings	220.8	216,676.00
12	Communications/Meetings with Counsel	86.1	103,174.00
13	Communications/Meetings with Secured Creditors	24.7	24,526.00
14	Communications/Meetings with Other Parties	53.6	60,068.50
15	Monthly Operating Reports	103.9	102,437.50
16	SOFAs & SOALs	321.0	237,688.50
17	General Bankruptcy Reporting	45.1	42,992.00
18	Assistance with Miscellaneous Motions	26.3	26,439.50
19	Tax Issues/Reporting	1.4	1,680.00
20	Other Reporting	145.1	130,893.00
21	Intercompany/Related Party Transactions	3.4	2,623.50
22	Claims Management, Reconciliation and Resolution	27.6	27,312.50
23	POR/Plan Confirmation/Plan Implementation/Disclosure Statement	344.9	344,577.00
24	Liquidation Analyses	15.3	14,945.00
26	Insurance Issues	3.3	3,308.50
27	Data Preservation/Migration	2.9	2,813.00
28	Adversary Proceedings Preparation and Litigation	179.1	175,081.00
31	Potential Avoidance Actions & Litigation	27.9	29,233.00
32	Retention Matters	7.1	4,746.00
33	Billing/Staffing Reports	113.8	86,599.00
35	General Business Operations/Administration	32.4	38,823.00
36	Budget vs. Actual Reporting	312.7	238,262.00
<b>SUBTOTAL</b>		<b>3,353.8</b>	<b>\$2,876,203.50</b>
Final Fee Application Preparation			9,800.00
<b>GRAND TOTAL</b>		<b>3,353.8</b>	<b>\$2,886,003.50</b>

**EXHIBIT E**

**Fourteenth Fee Application**  
**June 1, 2023 through June 13, 2023**

**NORTHWEST SENIOR HOUSING CORP., - CASE NO. 22-30659**  
**SUMMARY OF HOURS BY PROFESSIONAL**  
**FOR THE PERIOD JUNE 1, 2023 TO JUNE 13, 2023**

<b>Professional</b>	<b>Position</b>	<b>Billing Rate</b>	<b>Total Hours</b>	<b>Total Fees</b>
Shandler, Chad	Senior Managing Director	\$ 1,325	17.0	\$22,525.00
Deluise, Kevin	Managing Director	\$ 1,055	20.8	21,944.00
Shapiro, Jill	Director	\$ 835	18.1	15,113.50
Hellmund-Mora, Marili	Manager	\$ 325	1.2	390.00
<b>GRAND TOTAL</b>			<b>57.1</b>	<b>\$59,972.50</b>

**NORTHWEST SENIOR HOUSING CORP., - CASE NO. 22-30659**  
**SUMMARY OF HOURS BY TASK**  
**FOR THE PERIOD JUNE 1, 2023 TO JUNE 13, 2023**

<b>Task Code</b>	<b>Task Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
3	Cash Forecasting/Treasury Management	8.0	\$8,516.00
5	Asset Monetization/M&A/Refinancing	22.7	26,837.50
7	Post-petition Accounting	2.0	2,110.00
12	Communications/Meetings with Counsel	0.6	768.00
13	Communications/Meetings with Secured Creditors	0.5	662.50
23	POR/Plan Confirmation/Plan Implementation/Disclosure Statement	16.0	14,863.00
33	Billing/Staffing Reports	1.7	917.50
35	General Business Operations/Administration	1.2	1,536.00
36	Budget vs. Actual Reporting	4.4	3,762.00
<b>GRAND TOTAL</b>		<b>57.1</b>	<b>\$59,972.50</b>

**NORTHWEST SENIOR HOUSING CORP., - CASE NO. 22-30659  
DETAIL OF TIME ENTRIES  
FOR THE PERIOD JUNE 1, 2023 TO JUNE 13, 2023**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
3	6/1/2023	Deluise, Kevin	0.5	Review revised DIP budget through we 6/18.
3	6/1/2023	Shapiro, Jill	1.3	Update budget/pro fees analysis.
3	6/1/2023	Shapiro, Jill	0.3	Participate on call with K. DeLuise re: cash budget.
3	6/1/2023	Shandler, Chad	0.5	Review revised DIP cash flow forecast.
3	6/1/2023	Shandler, Chad	0.5	Respond to questions regarding DIP cash forecast.
3	6/2/2023	Deluise, Kevin	0.2	Short term cash forecast.
3	6/2/2023	Shandler, Chad	0.5	Finalize DIP cash forecast.
3	6/5/2023	Deluise, Kevin	0.4	Review docket for professional fees filings and update schedule.
3	6/5/2023	Shandler, Chad	0.5	Review professional fee analysis.
3	6/6/2023	Shapiro, Jill	0.8	Review independent director fee payments and calculate true up.
3	6/11/2023	Shandler, Chad	0.4	Correspondence with management regarding cash management.
3	6/12/2023	Deluise, Kevin	1.5	Analysis and coordination of payment of RX professional fees.
3	6/12/2023	Shapiro, Jill	0.2	Review independent director fees and determine amount for catch up.
3	6/13/2023	Deluise, Kevin	0.2	Investigate payments for validity.
3	6/13/2023	Deluise, Kevin	0.2	Respond to Debtor questions regarding Interco payments.
<b>3 Total</b>			<b>8.0</b>	
5	6/12/2023	Deluise, Kevin	2.7	Prepare sources and uses in accordance with PSA and other information for closing.
5	6/12/2023	Deluise, Kevin	1.1	Closing call with Polsinelli, Raymond James and Mintz Levin.
5	6/12/2023	Shandler, Chad	0.5	Discussion with B. Guy re: closing items.
5	6/12/2023	Shandler, Chad	0.5	Closing prep call between Debtor, Bondholders, and Purchaser.
5	6/12/2023	Shandler, Chad	1.0	Closing prep call between Debtor and Bondholders.
5	6/13/2023	Deluise, Kevin	0.5	Closing call among stakeholders and advisors.
5	6/13/2023	Deluise, Kevin	0.5	Closing call among stakeholders and advisors.
5	6/13/2023	Deluise, Kevin	0.5	Call with J Shapiro re: revised scheduled for closing.
5	6/13/2023	Deluise, Kevin	0.4	Analysis of AR/cash cutoff.
5	6/13/2023	Deluise, Kevin	2.2	Revise sources and uses.
5	6/13/2023	Deluise, Kevin	2.4	Revise supporting schedules for change in closing date.
5	6/13/2023	Deluise, Kevin	0.3	Closing call among stakeholders and advisors.
5	6/13/2023	Deluise, Kevin	0.5	Calls and follow up with BH advisor regarding sources and uses.
5	6/13/2023	Deluise, Kevin	0.9	Call regarding transition of operations and systems.
5	6/13/2023	Shandler, Chad	0.8	Discussions with K. DeLuise and J. Shapiro re: closing statement and related amounts.
5	6/13/2023	Shandler, Chad	2.3	Research and work related to pro-ration amounts between Debtor and purchaser.
5	6/13/2023	Shandler, Chad	0.8	Discussions with B. Guy re: closing amounts.
5	6/13/2023	Shandler, Chad	2.5	Closing calls between Debtor, Bondholders, and Purchaser.
5	6/13/2023	Shandler, Chad	0.8	Discussion with Raymond James re: distribution waterfall and holdback.
5	6/13/2023	Shandler, Chad	1.5	Review and review closing statement.
<b>5 Total</b>			<b>22.7</b>	
7	6/6/2023	Deluise, Kevin	1.0	Post petition accounting prep for May 2023.
7	6/7/2023	Deluise, Kevin	1.0	Professional fee analysis for May 2023 financial statements.
<b>7 Total</b>			<b>2.0</b>	
12	6/7/2023	Shandler, Chad	0.5	Weekly status call with management and counsel.
12	6/12/2023	Deluise, Kevin	0.1	Call with Bobby Guy, Polsinelli regarding cash position.
<b>12 Total</b>			<b>0.6</b>	
13	6/9/2023	Shandler, Chad	0.5	Respond to requests from bondholder advisor.
<b>13 Total</b>			<b>0.5</b>	
23	6/8/2023	Shandler, Chad	0.5	Discussion with D. Fields re: waterfall analysis.
23	6/9/2023	Deluise, Kevin	1.6	Update RX professional fee detail for Raymond James request.
23	6/10/2023	Shandler, Chad	1.4	Conference call with counsel and Mintz Levin and Raymond James to review closing statement.
23	6/12/2023	Deluise, Kevin	1.0	Closing call with Polsinelli and buyer representatives.
23	6/12/2023	Shapiro, Jill	1.1	Participate on closing coordination call.
23	6/12/2023	Shapiro, Jill	0.5	Participate call with K. DeLuise re: pro-rations.
23	6/12/2023	Shapiro, Jill	1.1	Participate on regroup closing call.

23	6/12/2023	Shapiro, Jill	0.8	Prepare information responsive to AR/collections request for closing materials.
23	6/12/2023	Shapiro, Jill	0.3	Review pro-ration calculation from buyer.
23	6/13/2023	Shapiro, Jill	2.3	Prepare information necessary for closing including updating closing statement, proration calculations.
23	6/13/2023	Shapiro, Jill	0.3	Participate on closing coordination call.
23	6/13/2023	Shapiro, Jill	0.9	Participate on closing coordination call.
23	6/13/2023	Shapiro, Jill	0.5	Update resident pro-ration calculation.
23	6/13/2023	Shapiro, Jill	0.5	Participate on closing coordination call.
23	6/13/2023	Shapiro, Jill	0.5	Participate on team call re: closing information.
23	6/13/2023	Shapiro, Jill	1.4	Prepare resident pro-ration calculation.
23	6/13/2023	Shapiro, Jill	0.8	Prepare information responsive to RBC requests in connection to closing.
23	6/13/2023	Shapiro, Jill	0.5	Participate on call with K. DeLuise re: remaining information for closing.
<b>23 Total</b>			<b>16.0</b>	
33	6/8/2023	Hellmund-Mora, Marili	1.2	Prepare the May fee application.
33	6/12/2023	Deluise, Kevin	0.5	Review May 2023 statement.
<b>33 Total</b>			<b>1.7</b>	
35	6/5/2023	Shandler, Chad	0.5	Weekly status call with J. Falldine.
35	6/9/2023	Deluise, Kevin	0.2	Address vendor issues.
35	6/12/2023	Shandler, Chad	0.5	Weekly status call with J. Falldine.
<b>35 Total</b>			<b>1.2</b>	
36	6/4/2023	Shapiro, Jill	1.7	Review actuals for the period ended May 28.
36	6/5/2023	Deluise, Kevin	0.4	Review 2 we 5/28 report.
36	6/5/2023	Shapiro, Jill	2.1	Prepare BVA for the period ended May 28.
36	6/6/2023	Shapiro, Jill	0.2	Update BVA.
<b>36 Total</b>			<b>4.4</b>	
<b>Grand Total</b>			<b>57.1</b>	