

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

MIDWEST CHRISTIAN VILLAGES, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 24-42473-659

Jointly Administered

Objection Deadline: April 8, 2025

Hearing Date: April 22, 2025

Hearing Time: 11:00 a.m. (CT)

Location: Courtroom 7 North

**SUMMARY SHEET OF SECOND INTERIM FEE APPLICATION OF
DENTONS US LLP FOR ALLOWANCE AND PAYMENT OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED AS COUNSEL TO THE DEBTORS FOR THE PERIOD FROM
NOVEMBER 1, 2024 THROUGH FEBRUARY 28, 2025**

Name of Applicant:	Dentons US LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	August 16, 2024, effective as of July 16, 2024
Period for which Compensation and Expense Reimbursement are Sought in this Interim Application:	November 1, 2024 through February 28, 2025
Total Amount of Compensation and Expense Reimbursement Sought to be Allowed in this Interim Application:	\$1,400,582.93

¹ The address of the Debtors headquarters is 2 Cityplace Dr, Suite 200, Saint Louis, MO 63141-7390. The last four digits of the Debtors' federal tax identification numbers are: (i) Midwest Christian Villages, Inc. [5009], (ii) Hickory Point Christian Village, Inc. [7659], (iii) Lewis Memorial Christian Village [3104], (iv) Senior Care Pharmacy Services, LLC [1176], (v) New Horizons PACE MO, LLC [4745], (vi) Risen Son Christian Village [9738], (vii) Spring River Christian Village, Inc. [1462], (viii) Christian Homes, Inc. [1562], (ix) Crown Point Christian Village, Inc. [4614], (x) Hoosier Christian Village, Inc. [3749], (xi) Johnson Christian Village Care Center, LLC [8262], (xii) River Birch Christian Village, LLC [7232], (xiii) Washington Village Estates, LLC [9088], (xiv) Christian Horizons Living, LLC [4871], (xv) Wabash Christian Therapy and Medical Clinic, LLC [2894], (xvi) Wabash Christian Village Apartments, LLC [8352], (xvii) Wabash Estates, LLC [8743], (xviii) Safe Haven Hospice, LLC [6886], (xix) Heartland Christian Village, LLC [0196], (xx) Midwest Senior Ministries, Inc. [3401]; (xxi) Shawnee Christian Nursing Center, LLC [0068]; and (xxii) Safe Haven Hospice, LLC [6886].



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Total Amount of Compensation Sought to be Allowed in this Interim Application:	\$1,389,106.50
Total Amount of Expense Reimbursement Sought to be Allowed in this Interim Application	\$11,476.43
Compensation Sought in this Interim Application and Already Paid But Not Yet Allowed:	\$820,458.62
Expense Reimbursement Sought in this Interim Application and Already Paid But Not Yet Allowed:	\$9,112.26
Blended Rate in this Interim Application for Attorneys:	\$893.26
Blended Rate in this Interim Application for All Paraprofessionals:	\$441.00
Blended Rate in this Interim Application for All Timekeepers:	\$842.85
Number of Professionals Included in this Interim Application:	25
Number of Professionals Billing Fewer than 15 Hours to the Case During this Period:	10
This is a(n): ___ monthly <u>X</u> interim ___ final application	

UNITED STATES BANKRUPTCY COURT
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**SECOND INTERIM APPLICATION OF DENTONS US LLP FOR ALLOWANCE AND
PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL
TO THE DEBTORS FOR THE PERIOD FROM
NOVEMBER 1, 2024 THROUGH FEBRUARY 28, 2025**

Dentons US LLP (“**Dentons**”), counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby submits this second interim application (this “**Application**”) pursuant to sections 330(a) and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rules 2016-1 and 2016-2 of the Local Rules of Bankruptcy Procedure for the Eastern District of Missouri (the “**Local Rules**”), and the Guidelines for Reviewing

² The address of the Debtors headquarters is 2 Cityplace Dr, Suite 200, Saint Louis, MO 63141-7390. The last four digits of the Debtors’ federal tax identification numbers are: (i) Midwest Christian Villages, Inc. [5009], (ii) Hickory Point Christian Village, Inc. [7659], (iii) Lewis Memorial Christian Village [3104], (iv) Senior Care Pharmacy Services, LLC [1176], (v) New Horizons PACE MO, LLC [4745], (vi) Risen Son Christian Village [9738], (vii) Spring River Christian Village, Inc. [1462], (viii) Christian Homes, Inc. [1562], (ix) Crown Point Christian Village, Inc. [4614], (x) Hoosier Christian Village, Inc. [3749], (xi) Johnson Christian Village Care Center, LLC [8262], (xii) River Birch Christian Village, LLC [7232], (xiii) Washington Village Estates, LLC [9088], (xiv) Christian Horizons Living, LLC [4871], (xv) Wabash Christian Therapy and Medical Clinic, LLC [2894], (xvi) Wabash Christian Village Apartments, LLC [8352], (xvii) Wabash Estates, LLC [8743], (xviii) Safe Haven Hospice, LLC [6886], (xix) Heartland Christian Village, LLC [0196], (xx) Midwest Senior Ministries, Inc. [3401]; (xxi) Shawnee Christian Nursing Center, LLC [0068]; and (xxii) Safe Haven Hospice, LLC [6886].

Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the “**U.S. Trustee Guidelines**”), for (a) interim approval and allowance of compensation for professional services rendered from November 1, 2024 through and including February 28, 2025 (the “**Compensation Period**”) in the amount of \$1,389,106.50, and (b) reimbursement of actual and necessary expenses incurred during the Compensation Period in the amount of \$11,476.43. In support of this Application, Dentons respectfully states as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Eastern District of Missouri (the “**Court**”) has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 9.01(B) of the Local Rules of the United States District Court for the Eastern District of Missouri. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. §157(b).

BACKGROUND

A. The Debtors’ Chapter 11 Cases

2. On July 16, 2024 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief pursuant to chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Missouri (the “**Court**”).

3. The Debtors continue in the operation and management of their business as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The U.S. Trustee appointed an official committee of unsecured creditors (the “**Committee**”) on August 8, 2024 [Docket No. 121]. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases (the “**Chapter 11 Cases**”).

4. A detailed description of the Debtors' business and the events leading up to the filing of these chapter 11 cases can be found in the *First Day Declaration of Kathleen (Kate) Bertram* [Docket No. 3] (the "**First Day Declaration**"), incorporated by reference herein.

5. The Debtors filed these Chapter 11 Cases to pursue one or more going concern sales and/or going concern affiliates for each of their facilities. As of the date of the filing of this Motion, the Debtors have closed the sales for nine out of twelve of their facilities.

B. Retention of Dentons US LLP as Counsel to the Debtors

6. On July 16, 2024, the Debtors filed the *Application for Entry of an Order Authorizing the Retention and Employment of Dentons US LLP as Attorneys for the Debtors and Debtors in Possession, Effective as of the Petition Date* [Docket No. 26] (the "**Retention Application**"). On August 16, 2024, the Court approved the Retention Application and entered the *Final Order Authorizing the Retention and Employment of Dentons US LLP as Attorneys for the Debtors and Debtors in Possession, Effective as of the Petition Date* [Docket No. 154] (the "**Retention Order**").

7. The Retention Order authorized the Debtors to compensate and reimburse Dentons in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable order or procedures of the Court. The Retention Order also authorized the Debtors to compensate Dentons at its ordinary and customary hourly rates charged for services of the type rendered in these Chapter 11 Cases and to reimburse Dentons for its actual and necessary out-of-pocket expenses incurred, pending further application to the Court.

C. Dentons' Monthly Fee Statements and Requests for Payment during the Compensation Period

8. On December 9, 2024, Dentons submitted its fifth monthly fee statement (the "**Fifth Monthly Fee Statement**") seeking (i) interim allowance of \$371,168.16 for the total

amount of fees and expenses related to Dentons' work during the period of November 1, 2024 through and including November 30, 2024; (ii) payment in the amount of \$292,418.00, which is equal to 80% of the total amount of compensation (\$365,522.50) sought for actual and necessary legal services rendered to the Debtors during the period; and (iii) reimbursement in the amount of \$5,645.66 for actual and necessary costs and expenses incurred by Dentons in connection with such services during the period. No objections were received with respect to the Fifth Monthly Fee Statement.

9. On January 21, 2025, Dentons submitted its sixth monthly fee statement (the "**Sixth Monthly Fee Statement**") seeking (i) interim allowance of \$166,018.15 for the total amount of fees and expenses related to Dentons' work during the period of December 1, 2024 through and including December 31, 2024; (ii) payment in the amount of \$130,061.60, which is equal to 80% of the total amount of compensation (\$162,577.00) sought for actual and necessary legal services rendered to the Debtors during the period; and (iii) reimbursement in the amount of \$3,441.15 for actual and necessary costs and expenses incurred by Dentons in connection with such services during the period. No objections were received with respect to the Sixth Monthly Fee Statement.

10. On February 21, 2025, Dentons submitted its seventh monthly fee statement (the "**Seventh Monthly Fee Statement**") seeking (i) interim allowance of \$495,916.95 for the total amount of fees and expenses related to Dentons' work during the period of January 1, 2025 through and including January 31, 2025; (ii) payment in the amount of \$396,713.20, which is equal to 80% of the total amount of compensation (\$495,891.50) sought for actual and necessary legal services rendered to the Debtors during the period; and (iii) reimbursement in the amount of \$25.45 for actual and necessary costs and expenses incurred by Dentons in connection with such services

during the period. No objections were received with respect to the Seventh Monthly Fee Statement.

11. On March 11, 2025, Dentons submitted its eighth monthly fee statement (the “**Eighth Monthly Fee Statement**”) seeking (i) interim allowance of \$367,479.67 for the total amount of fees and expenses related to Dentons’ work during the period of February 1, 2025 through and including February 28, 2025; (ii) payment in the amount of \$292,092.40, which is equal to 80% of the total amount of compensation (\$365,115.50) sought for actual and necessary legal services rendered to the Debtors during the period; and (iii) reimbursement in the amount of \$2,364.17 for actual and necessary costs and expenses incurred by Dentons in connection with such services during the period. The objection period for the Seventh Monthly Fee Statement expires March 25, 2025. No objections have been received to the Seventh Monthly Fee Statement to date.

D. Dentons’ Prior Interim Applications

12. Pursuant to the Interim Compensation Order, on November 15, 2024, Dentons submitted the First Interim Fee Application covering the time period of July 16, 2024 through October 31, 2024 which sought fees of \$1,541,636.50 and expenses of \$19,011.24 (the “**First Interim Application**”) [Docket No. 461].

13. The First Interim Application was granted on December 19, 2024 pursuant to the *Order Approving First Interim Fee Application of Dentons US LLP for Allowance and Payment of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors for the Period from July 16, 2024 through October 31, 2024* [Docket No. 529].

SUPPORTING DOCUMENTS

14. Attached hereto as **Exhibit A** is the Declaration of Robert Richards (the “**Richards Declaration**”) regarding Dentons’ compliance with the Fee Guidelines.

15. Attached hereto as **Exhibit B** is a summary of Dentons’ monthly fee statements for the Compensation Period.

16. Attached hereto as **Exhibit C** is a schedule of all Dentons attorneys, paraprofessionals and other non-legal staff who have performed services for the Debtors during the Compensation Period, the capacities in which each individual is employed by Dentons, the department in which each individual practices, the hourly billing rate charged by Dentons for services performed by such individuals, the year in which each attorney was first licensed to practice law, where applicable, and the aggregate number of hours expended in this matter and fees billed in connection therewith.

17. Dentons maintains computerized records of the time spent by all Dentons attorneys and paraprofessionals in connection with the prosecution of these chapter 11 cases. Attached hereto as **Exhibit D** is a schedule of Dentons’ computerized time records billed during the Compensation Period using project categories hereinafter described in the format specified by the Fee Guidelines.³

18. Attached hereto as **Exhibit E** is summary of the expenses for which Dentons is seeking reimbursement and a summary specifying the categories of expenses included in the schedule and the total amount for each such expense category.

19. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Interim Application, Dentons reserves the right to request additional

³ Dentons will provide itemized time records upon request.

compensation for such services and reimbursement of such expenses in a future application to the Court.

**SUMMARY OF SERVICES PERFORMED BY
DENTONS DURING THE COMPENSATION PERIOD**

20. During the Compensation Period, Dentons devoted substantial resources and rendered significant professional services to ensure that the Debtors would be able to seamlessly operate their business in chapter 11, manage and maximize the value of their estates, including through the sale of substantially all of the Debtors' facilities. The following is a summary of the significant professional services rendered by Dentons during the Compensation Period, organized in accordance with Dentons' internal time-tracking system, and broken down by project or task codes:

a. Asset Disposition/363 Asset Sales (Task Code 1003)
Fees: \$1,083,863.50; Total Hours: 1,304.80

- Conferred with the Debtors and their advisors including Ziegler as investment banker regarding the marketing and sale process and related matters, including timeline and strategy with respect to the same, and advised the Debtors in connection therewith.
- Negotiated and finalized Asset Purchase Agreements and Operations Transition Agreements for each facility.
- Revised and finalized sale orders for each of the four prevailing order and present to Court for entry in November 2024.
- Review and verify seller entity organizational documents and prepare sale documents for seller regarding Carmi Clinic.
- Prepare for document execution and escrow closing regarding Carmi Clinic.
- Conduct full day in person auction and then in solicitation of senior final sealed bids.
- Analysis of sealed bids and update bid summary charts.

- Analysis of sale documents for compliance with state reporting statutes.
 - Analysis of title and survey issues for each facility.
 - Drafted title documents.
 - Correspondence with team members and external parties regarding backup bidder issues and escrow deposits.
 - Preparation for closing of each facility to applicable buyers.
- b. Automatic Stay (Task Code 1004)
Fees: \$10,751.00; Total Hours: 11
- Drafted letters to various parties regarding the automatic stay and the parties' obligations under the same.
 - Reviewed motions to lift the automatic stay, drafted, revised and finalized objections to same, and conferred with counsel for moving parties to negotiate stipulations in resolution to the motions to lift the automatic stay.
 - Analyzed and addressed complex insurance and self-insured retention issues related to the automatic stay.
- c. Bar Date Motion and Claims Issues (Task Code 1005)
Fees: \$35,999.00; Total Hours: 41.80
- Analyze filed proofs of claim and conducted research related to the same.
 - Drafted, revised, and filed omnibus claim objection.
 - Conferred with the Debtors and the Debtors' advisors regarding the claims reconciliation process, and advised the Debtors in connection therewith.
 - Responding to various claimants' inquiries regarding scheduled claims and filed proofs of claim.
- d. Case Administration (Task Code 1006)
Fees: \$26,616.50; Total Hours: 34.30
- Prepared and maintained work-in-progress list outlining the responsibilities of the Dentons team and the Debtors' other advisors.

- Reviewed newly filed pleadings on the docket and summarized same for the Dentons team and for client.
- e. Chapter 11 Plan/Confirmation/Implementation/Plan Supplement (Task Code 1007)
Fees: \$10,639.00; Total Hours: 12.60
- Drafted motions for extension of Debtors Chapter 11 plan exclusivity periods.
 - Discussions with Bond Trustee and Creditors Committee regarding extension of exclusivity periods.
 - Conducted research for various plan-related legal issues.
- f. Corporate Governance/Securities (Task Code 1008)
Fees: \$11,682.50; Total Hours: 12
- Drafted materials in preparation for meetings of the Debtors' board of directors.
 - Participated in meetings with Debtors' board of directors.
 - Prepared various resolutions and review of operating agreements and organizational charts.
 - Winddown of non-debtor foundation entity.
- g. Customer/Vendor Issues and Reclamation/503(b)(9) Claims (Task Code 1009)
Fees: \$2,830.00; Total Hours: 4
- Attended to various vendor-related matters, including negotiating, reviewing, and revising vendor agreements, corresponding with vendors regarding the status of their claims, and providing a matrix of critical vendor payments to certain parties in interest pursuant to the Critical Vendor Order.
 - Conferred with the Debtors and their advisors regarding vendor-related matters and advised the Debtors in connection therewith.
- h. DIP Financing/Cash Management (Task Code 1010)
Fees: \$8,543.00; Total Hours: 10.30
- Conferred with the Debtors and their advisors regarding the DIP budget advised the Debtors in connection therewith.
 - Draft notice of extended DIP budget.

- Reviewed payoff documents for the DIP in connection with various sale transactions.
- i. Employee Issues (Task Code 1012)
Fees: \$20,739.00; Total Hours: 21.40
- Conferred with the Debtors and the Debtors' advisors regarding various employee matters, including compensation, paid time off, pensions, severance, workers' compensation, employee status and claims, and other matters, and advised the Debtors in connection therewith.
 - Reviewed claims filed by employees, and conferred with the Debtors and their advisors regarding same.
 - Researched regarding liability of employers under Code Section 457(b) plans.
- j. Executory Contracts / Leases (Non-Real Property Issues) (Task Code 1013)
Fees: \$6,166.50; Total Hours: 6.10
- Conferred with Debtors and their advisors regarding executory contracts and leases and strategy for the assumption and assignment of same.
 - Reviewed Debtors' executory contracts for potential assignment issues and conducted research regarding same.
 - Coordinated list of contracts to be assumed and assigned with the Debtors and the Debtors' advisors and reconciled the cure costs of same.
 - Drafted, revised and filed notices of contracts to be assumed and assigned, and corresponded with counsel to various contract counterparties regarding same and the status of their contracts.
 - Drafted, revised, and filed motion to reject certain executory contracts.
- k. General Case Strategy (including Client/Team calls) (Task Code 1014)
Fees: \$67,694.00; Total Hours: 64.20
- Conferred with the Debtors and their advisors regarding case strategy, pending and upcoming matters, filings, key dates, and deadlines and advised the Debtors in connection therewith at client request, including daily calls for most of the interim application period.

- Conducted internal Dentons team calls and meetings to discuss case strategy and case progress regarding asset sales and related items.
- l. Hearing and Court Matters (Task Code 1015)
Fees: \$9,963.00; Total Hours: 9.60
- Prepared for and represented the Debtors at hearings, including other omnibus hearings.
 - Conferred and coordinated with the Debtors and their advisors in preparation for various hearings regarding various related matters and advised the Debtors in connection therewith.
 - Drafted, revised and finalized proposed orders in connection with various motions.
- m. Real Property Leases/Real Estate Lease Issues (Task Code 1018)
Fees: \$9,555.50; Total Hours: 18.70
- Prepared real estate disclosures and reviewed real property contracts in preparation for various sale transactions, and advised the Debtors in connection therewith.
 - Reviewed and organized forms for closing and with title company.
 - Corresponded with purchasers in preparation for facility closings.
 - Reviewed and analyzed incoming data and data site.
- n. Regulatory/Healthcare Issues (Task Code 1020)
Fees: \$37,959.50; Total Hours: 38.40
- Drafted and reviewed self-report in lieu of health care ombudsman.
 - Engaged in discussions regarding procedures for handling documents and ensuring compliance with legal standards.
 - Conferred with Debtors regarding the motion to retain and destroy documents and the implications of retaining or destroying documents.
 - Drafted motion to retain and destroy documents and research case law on the same.
- o. Retention/Fee Application: OCPs (Task Code 1021)
Fees: \$83.50; Total Hours: .10

- Conferred with the Debtors and their advisors regarding Ordinary Course Professional report.
- p. Retention/Fee Applications: Retained Professionals Non Dentons (Task Code 1022)
Fees: \$9,673.00; Total Hours: 12.60
- Reviewed fee statements submitted by various professionals retained by the Debtors and the Creditors' Committee.
 - Drafted, analyzed and filed monthly compensation reports of Healthcare Management Partners.
 - Drafted, revised and finalized interim fee application and order on the same for B.C. Ziegler and Company, and conferred with the respective professionals and their counsel regarding same.
- q. Retention/Fee Application: Dentons (Task Code 1023)
Fees: \$14,280.00; Total Hours: 23.80
- Prepared Dentons monthly and interim fee statements and proposed order on interim fee statement.
 - Discussions regarding fee applications.
- r. Schedules/Statement of Financial Affairs/2015.3 Report (Task Code 1024)
Fees: \$83.50; Total Hours: 0.10
- Conferred regarding the Schedules and Statements.
- s. Secured Creditor Issues/Meetings/Communications (Task Code 1025)
Fees: \$4,764.00; Total Hours: 4.40
- Conferred with the DIP lender and their advisors with regard to various DIP lending related issues and sale closings.
- t. Unsecured Creditors Issues/Meetings/Communications/UCC (Task Code 1027)
Fees: \$14,889.00; Total Hours: 15.30
- Conferred with the Committee and their advisors with regard to various general bankruptcy case issues, including status of facility sales, and provide case updates.
 - Analysis re claims and second omnibus claims objection.
- u. US Trustee/Monthly Operating Report (Task Code 1028)
Fees: \$2,331.50; Total Hours: 2.60

- Prepared monthly operating reports and discussions of the same with Debtors' counsel.

21. The professional services performed predominantly by partners, counsel, and associates of Dentons were rendered by the Restructuring, Corporate, Labor and Employment, Real Estate, Litigation, and Benefits & Executive Compensation Departments in various offices. Dentons has a preeminent Restructuring practice and enjoys a national reputation for its expertise in financial reorganizations and restructurings of troubled entities.

22. The professional services performed by Dentons on behalf of the Debtors during the Compensation Period required an aggregate expenditure of approximately 1,648.10 hours by Dentons' partners, counsel, associates, and paraprofessionals. Of the aggregate time expended, approximately 813.80 recorded hours were expended by partners and counsel of Dentons, approximately 650.60 recorded hours were expended by associates, and approximately 183.70 recorded hours were expended by paraprofessionals of Dentons. Of the twenty-five (25) Dentons attorneys who billed time, eight (8) billed fewer than 15 hours to this matter. Of the six (6) Dentons paraprofessionals who billed time, two (2) billed fewer than 15 hours to this matter.

23. During the Compensation Period, Dentons billed the Debtors for time expended by attorneys based on hourly rates ranging from \$410.00 to \$1,240.00 per hour for attorneys. Allowance of compensation in the amount requested would result in a blended hourly billing rate for Dentons attorneys in this Interim Application of approximately \$893.26 (based on 1,464.40 recorded hours for attorneys at Dentons' agreed billing rates in effect at the time of the performance of services).

24. Additionally, certain of Dentons' attorney hourly rates have increased in 2025. In the ordinary course business, Dentons adjusts its standard billing rates firmwide on an annual basis.

Effective as of January 1, 2025, Dentons' billing rates for lawyers and paraprofessionals who may work on matters related to the above-captioned case will be as follows:

Timekeeper Name	2025 Billing Rate
Anna Metrakos	\$940
Arthur Bersin	\$450
Caitlin L. Gray	\$570
Clay Taylor	\$1,100
Edna Dianne Thomas-Nichols	\$525
Elysa Chew	\$950
George L. Medina	\$525
Henry Thomas	\$855
Jacob Margolies	\$495
Jiasheng Xu	\$815
Karen M. Jordan	\$865
Katharina E. Babich	\$925
Martin J. Moderson	\$1,095
Michael Montgomery, Jr.	\$935
Richard Majczinger	\$605
Robert E. Richards	\$1,070
Samantha Ruben	\$950
Sarah M. Schrag	\$950
Seth D. Becker	\$605
Stephanie Liptak	\$430
Stephen J. O'Brien	\$1,110
Tara McDowell	\$180
Thomas K. Vandiver	\$1,240
Vanessa Madrigal	\$940

25. Dentons submits that this Interim Application satisfies Bankruptcy Code Section 330 and the factors for reasonableness of attorney's fees from *Johnson v. Georgia Highway Express, Inc.*, 488 F. 2d 718 (5th Cir. 1974), as outlined below:

a. **The Time and Labor Required.** Dentons' attorneys and paraprofessionals have expended 1,648.10 hours during the Compensation Period in the representation of the Debtors. All of the time spent was necessary and appropriate for the representation of the Debtors in these cases to ensure that the Debtors maximized the value of their estates to the benefit of the Debtors' creditors. This is especially true when considering the urgency of the tasks and issues that arose in these chapter 11 cases during the Compensation Period, including, among other things, drafting procedural and operational motions, finalizing the multiple complex sale of the Debtors' facilities and attending to issues arising from the same and preparing to close those transactions for each of the facilities. Dentons submits that the hours spent were reasonable given the size and complexity of these cases, the significant and often urgent legal and business issues raised, and the numerous pleadings filed in these cases. All of the services performed were necessary to assist the Debtors in fulfilling their statutory duties and proceeding through these chapter 11 cases in an expeditious and efficient manner. Dentons has additionally made every effort to avoid any unnecessary duplication of time or services.

b. **The Novelty and Difficulty of the Questions Involved.** These chapter 11 cases involve a significant number of complex issues in the areas of restructuring, sales, corporate finance, tax, insurance, and labor law. These cases are a large and complex restructuring, involving significant outstanding debt-funded obligations as of the Petition Date, significant obligations to vendors and contract counterparties, and the sale of substantially all of the Debtors' assets to certain purchasers. Dentons' effective advocacy and creative approach helped clarify and resolve a number of complex issues as described in this Interim Application.

Each of the thirteen properties to be sold had been structured and operated as a standalone unique operating business in a highly regulated industry with an array of varying services and contractual resident agreements, separate licensing from federal, state and local governments and agencies, participation and provider agreements under Medicare and Medicaid programs, social service and medical components with various level of care from independent living to assisted living and skilled nursing and separate local markets spread out over four states. Each of the closings had complications. Significant interactions with federal and state agencies on approvals or other related entities were required for the regulated facilities.

c. **The Skill to Perform the Professional Services Properly.** Dentons believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Dentons' practice, and its creative approach to the resolution of issues has contributed to the successful administration of these cases and benefitted the Debtors' estates and creditors. Due to the nature and complexity of the legal issues presented in these cases, Dentons was required to exhibit a high degree of legal skill in areas related to, among others, bankruptcy, litigation, labor, insurance, acquisitions, and other corporate matters. Additionally, Dentons' strong working relationship with the legal and financial advisors retained on behalf of the various interested parties involved in these cases enabled Dentons to work with such professionals towards consensual resolutions of many of the issues that have arisen thus far in these cases. Dentons respectfully submits that its professionals have provided substantial benefits to the Debtors and their estates during the Compensation Period.

d. **The Preclusion of Other Employment by the Professional Due to Acceptance of the Case.** Due to the size of Dentons' restructuring department, Dentons' representation of the Debtors did not preclude its acceptance of new clients.

e. **The Customary Fee.** The rates charged by Dentons attorneys, paraprofessional, and other-non legal staff in these chapter 11 cases are the same rates charged by Dentons in connection with non-bankruptcy work. The professional fee sought herein are based upon Dentons' normal hourly rates for services of this kind. Dentons respectfully submits that the professional fees sought herein are not unusual given the magnitude and complexity of these cases and time expended in representing the Debtors, and are commensurate with fee Dentons, has been awarded in other cases, as well with professional fees charged by other attorneys of comparable experience.

f. **Whether the Fee is Fixed or Contingent.** Dentons' fees in these chapter 11 cases are based upon the hourly billing rates of Dentons' attorneys and paraprofessionals. As in all bankruptcy cases, however, pursuant to §§ 330 and 331 of the Bankruptcy Code, fees for professionals employed under §§ 327 of the Bankruptcy Code are subject to court approval and the availability of funds in the Debtors' estates. In this limited sense, Dentons' fees are contingent in nature.

g. **Time Limitations Imposed by the Client or the Circumstances.** Many of the matters Dentons has handled for the Debtors have been on an expedited basis, including first day motions. Dentons guided the Debtors through the early stages of these chapter 11 cases with speed and efficiency and has helped to preserve the value of the Debtors' assets and businesses.

h. **The Amount Involved and the Results Obtained.** During the Compensation Period, Dentons assisted the Debtors' efforts to, among other things, conduct a sale and marketing process for the sale of substantially all of the Debtors assets. Dentons submits that the fees requested in this Interim Application are

reasonable and appropriate when considering the results obtained on behalf of the Debtors thus far.

i. **The Experience, Reputation and Ability of the Professionals.** Dentons has an extensive, diversified experience and expertise, including Dentons' recognized expertise in the field of debtors' protections, creditors' rights, and the administration of cases under chapter 11 of the Bankruptcy Code. Dentons' experience enabled it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of restructuring, Dentons called upon the expertise of its partners and associates in other practice areas to perform the wide-ranging scope of legal work necessitated by these chapter 11 cases, including corporate, tax, labor, and litigation work.

j. **The Undesirability of the Case.** Dentons does not consider these cases to be undesirable. Dentons did discount its rates considering the charitable nature of the Debtors.

k. **The Nature and Length of the Professional Relationship with the Client.** Dentons has acted as counsel to the Debtors since 2008 and has rendered services continuously to the Debtors.

l. **Awards in Similar Cases.** Dentons submits that the fees and expenses for which it seeks compensation and reimbursement in this Interim Application are not excessive and are commensurate with the rates awarded in similar cases in the United States Bankruptcy Court for similar services rendered and results obtained.

ACTUAL AND NECESSARY DISBURSEMENTS OF DENTONS

26. Dentons has disbursed \$11,476.43 as expenses incurred in providing professional services during the Compensation Period. These expenses are reasonable and necessary and were essential to, among other things, timely respond to motions and objections filed in the Debtors' chapter 11 cases and the overall administration of the cases.

27. Certain disbursements are not included in Dentons' overhead for the purpose of setting billing rates. Dentons has made every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors and their estates and creditors.

REQUESTED COMPENSATION SHOULD BE ALLOWED

28. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of § 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a Court may award a professional employed under § 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

- (A) In determining the amount of reasonable compensation to be awarded to [a] professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including – the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

29. In the instant case, Dentons submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Interim Application were necessary for and beneficial to the preservation and maximization of value for all

stakeholders. The compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

30. In sum, the services rendered by Dentons were necessary and beneficial to the Debtors' estates and were consistently performed in a timely manner commensurate with the types of issues involved in these chapter 11 cases. Accordingly, approval of the compensation for professional services and reimbursement of expenses sought in this Interim Application is warranted.

NOTICE

31. Notice of this Application has been provided in accordance with the Local Bankruptcy Rules and Local Guidelines.

CONCLUSION

32. Dentons respectfully requests that the Court (i) award interim allowance of Dentons' compensation for professional services rendered during the Compensation Period in the amount of \$1,400,582.93, consisting of \$1,389,106.50 in fees and \$11,476.43 in actual and necessary expenses, in all instances as incurred during the Compensation Period, and that such allowance be without prejudice to Dentons' right to seek additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of this Interim Application, (ii) direct payment of the difference between the amounts allowed and any amounts previously paid pursuant to the Interim Compensation Order, and (iii) grant such other and further relief as is just and proper.

Dated: March 21, 2025
St. Louis, Missouri

Respectfully submitted,

DENTONS US LLP

/s/ Stephen O'Brien

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EXHIBIT A

RICHARDS DECLARATION

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

MIDWEST CHRISTIAN VILLAGES, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 24-42473-659

Jointly Administered

Objection Deadline: April 8, 2025

Hearing Date: April 22, 2025

Hearing Time: 11:00 a.m. (CT)

Location: Courtroom 7 North

**DECLARATION OF ROBERT RICHARDS
IN SUPPORT OF THE SECOND INTERIM FEE APPLICATION
OF DENTONS US LLP FOR ALLOWANCE AND PAYMENT
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE DEBTORS
FOR THE PERIOD NOVEMBER 1, 2024 THROUGH FEBRUARY 28, 2025**

I, Robert Richards, being duly sworn, state the following under penalty of perjury:

1. I am a partner of the law firm Dentons US LLP (“**Dentons**”). Dentons maintains an office at, among other places, St. Louis, Missouri and Chicago, Illinois. There are no disciplinary proceedings pending against me.

¹ The address of the Debtors headquarters is 2 Cityplace Dr, Suite 200, Saint Louis, MO 63141-7390. The last four digits of the Debtors’ federal tax identification numbers are: (i) Midwest Christian Villages, Inc. [5009], (ii) Hickory Point Christian Village, Inc. [7659], (iii) Lewis Memorial Christian Village [3104], (iv) Senior Care Pharmacy Services, LLC [1176], (v) New Horizons PACE MO, LLC [4745], (vi) Risen Son Christian Village [9738], (vii) Spring River Christian Village, Inc. [1462], (viii) Christian Homes, Inc. [1562], (ix) Crown Point Christian Village, Inc. [4614], (x) Hoosier Christian Village, Inc. [3749], (xi) Johnson Christian Village Care Center, LLC [8262], (xii) River Birch Christian Village, LLC [7232], (xiii) Washington Village Estates, LLC [9088], (xiv) Christian Horizons Living, LLC [4871], (xv) Wabash Christian Therapy and Medical Clinic, LLC [2894], (xvi) Wabash Christian Village Apartments, LLC [8352], (xvii) Wabash Estates, LLC [8743], (xviii) Safe Haven Hospice, LLC [6886], (xix) Heartland Christian Village, LLC [0196], (xx) Midwest Senior Ministries, Inc. [3401]; (xxi) Shawnee Christian Nursing Center, LLC [0068]; and (xxii) Safe Haven Hospice, LLC [6886].

2. I have reviewed the *Second Interim Fee Application of Dentons US LLP for Allowance and Payment of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors for the Period November 1, 2024 through February 28, 2025* (the “**Interim Application**”) filed contemporaneously herewith. To the best of my knowledge, information and belief, the statements contained in the Interim Application are true and correct. In addition, I believe the Interim Application complies with the Local Bankruptcy Rules.

3. In connection therewith, I also hereby certify that:

- a. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Interim Application are permissible under the relevant rules, court orders and Bankruptcy Code provisions;
- b. the fees and disbursements sought in the Interim Application are billed at rates customarily employed by Dentons and generally accepted by Dentons’ clients. In addition, none of the professionals seeking compensation varied their hourly rates based on the geographic location of the Debtors’ cases;
- c. the application includes approximately 17.20 hours (\$10,942.50 in fees) for reviewing or revising Dentons’ time records and invoices;
- d. during the Compensation Period, Dentons increased its rates for its professionals or paraprofessionals, as further described in the Interim Application;
- e. in providing a reimbursable expense, Dentons does not make a profit on that expense, whether the services is performed by Dentons in-house or through a third party;
- f. in accordance with Bankruptcy Rule 2016(a) and Bankruptcy Code § 504, no agreement or understanding exists between Dentons and any other person for the sharing of compensation to be received with these chapter 11 cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules; and
- g. all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: March 21, 2025

/s/ Robert Richards

Robert Richards
DENTONS US LLP

EXHIBIT B

SUMMARY OF MONTHLY FEE STATEMENTS

SECOND INTERIM FEE APPLICATION

Date Served	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Amount Outstanding
		Fees	Expenses	Fees (80%)	Expenses (100%)	Fees	Expenses	
8/22/24	7/16/24 7/31/24	\$290,162.00 ¹	\$600.00	\$232,129.60	\$600.00	\$290,162.00	\$600.00	\$0.00
9/17/24	08/1/24 08/31/24	\$487,777.50	\$6,426.79	\$390,222.00	\$6,426.79	\$487,777.50	\$6,426.79	\$0.00
10/17/24	09/1/24 – 09/30/24	\$518,109.50	\$10,944.74	\$414,487.60	\$10,944.74	\$518,109.50	\$10,944.74	\$0.00
11/8/24	10/1/24 – 10/31/24	\$245,587.50	\$1,039.71	\$196,470.00	\$1,039.71	\$245,543.31 ²	\$1,039.71	\$0.00
Total for First Interim Fee Application		\$1,541,636.50	\$19,011.24	\$1,233,309.20	\$19,011.24	\$1,541,636.50	\$19,011.24	\$0.00
12/9/2024	11/1/24- 11/30/24	\$365,522.50	\$5,645.66	\$292,418.00	\$5,645.66	\$293,646.72	\$5,645.66	\$71,875.78
1/21/2025	12/1/24- 12/31/24	\$162,577.00	\$3,441.15	\$130,061.60	\$3,441.15	\$130,098.70	\$3,441.15	\$32,478.30
2/21/2025	1/1/25- 1/31/25	\$495,891.50	\$25.45	\$396,713.20	\$25.45	\$396,713.20	\$25.45	\$99,178.30
3/10/2025	2/1/25- 2/18/25	\$365,115.50	\$2,364.17	\$292,092.40	\$2,364.17	\$0.00	\$0.00	\$367,479.67
Total for Second Interim Fee Application		\$1,389,106.50	\$11,476.43	\$1,111,285.20	\$11,476.43	\$820,458.62	\$9,112.26	\$571,012.05

Summary of Any Objections to Monthly Fee Statements: None

Compensation Sought in this Application Not Yet Paid: \$571,012.05

¹ The First Monthly Fee Statement applied \$1,152.00 of the remaining retainer, reducing fees owed to \$289,010.00.

² A write-off of \$44.19 was done on attorney fees.

EXHIBIT C

**COMPENSATION BY PROFESSIONAL
NOVEMBER 1, 2024 THROUGH FEBRUARY 28, 2025**

The attorneys who rendered professional services in these chapter 11 cases from November 1, 2024 through February 28, 2025 (the “**Fee Period**”) are as follows:¹

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Katharina E. Babich	Partner	EB&EC	4/24/1992	\$925.00	11.70	\$10,822.50
Ramy Fayed	Partner	Healthcare	12/11/2001	\$1,040.00	1.00	\$1,040.00
Karen M. Jordan	Partner	Corporate, Tax, Private Client	09/27/2000	\$800.00/\$865.00	172.00	\$141,571.50
Martin J. Moderson	Partner	EB&EC	04/30/1983	\$1,095.00	5.10	\$5,584.50
Whitney Mosby	Partner	Restructuring, Insolvency and Bankruptcy	11/08/2002	\$765.00	4.50	\$3,442.50
Stephen J. O'Brien	Partner	Commercial Litigation	11/01/1991	\$1,025.00/\$1,110.00	12.80	\$13,324.00
Robert E. Richards	Partner	Restructuring, Insolvency and Bankruptcy	01/01/1989	\$1,020.00/\$1,070.00	177.40	\$183,918.00
Clay Taylor	Partner	Restructuring, Insolvency and Bankruptcy	11/05/2001	\$965.00/\$1,100.00	70.60	\$73,623.50
Thomas K. Vandiver	Partner	Real Estate	01/01/1977	\$1,145.00/\$1,240.00	358.70	\$430,405.00
Asher Bersin	Associate	Real Estate	9/13/2023	\$410.00/\$450.00	214.30	\$95,455.00
Vanessa Madrigal	Associate	Corporate, Tax, Private Client	11/10/2021	\$770.00/\$940.00	75.40	\$68,173.00
Anna Metrakos	Associate	Employee Benefits and Compensation	05/06/1999	\$940.00	4.50	\$4,230.00
Henry Thomas	Associate	Restructuring, Insolvency and Bankruptcy	12/05/2023	\$855.00	2.10	\$1,795.50
Jiasheng (Jenny) Xu	Associate	Corporate, Tax and Private Client	12/01/2023	\$815.00	18.30	\$14,914.50
Caitlin L. Gray	Managing Associate	Real Estate	09/18/2019	\$505.00/\$570.00	136.40	\$76,155.50

¹ Any 2025 rate increases are also indicated in the table.

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Jacob Margolies	Managing Associate	Litigation and Dispute Resolution	09/15/2021	\$495.00	4.20	\$2,079.00
Samantha Ruben	Managing Associate	Restructuring, Insolvency and Bankruptcy	11/07/2019	\$835.00/\$950.00	78.50	\$69,388.50
Michael Montgomery	Senior Managing Associate	Healthcare	05/17/2017	\$935.00	45.20	\$42,262.00
Sarah M. Schrag	Senior Managing Associate	Restructuring, Insolvency and Bankruptcy	12/2/2016	\$900.00/\$950.00	71.70	\$69,910.00
Stephanie Liptak	Paralegal	Real Estate	N/A	\$430.00	1.60	\$688.00
George L. Medina	Senior Paralegal	Restructuring, Insolvency and Bankruptcy	N/A	\$465.00/\$525.00	44.20	\$21,447.00
Dianne Thomas-Nichols	Senior Paralegal	Restructuring, Insolvency and Bankruptcy	N/A	\$470.00/\$525.00	24.20	\$11,786.50
Mary Kay Ciziunas	Research Specialist	Knowledge Management & Practice Innovation	N/A	\$440.00	2.30	\$1,012.00
Richard Majczinger	Paralegal Specialist	Real Estate	N/A	\$540.00/\$605.00	61.40	\$37,088.50
Tara McDowell	Project Coordinator	Real Estate	N/A	\$160.00/\$180.00	50.00	\$8,990.00
TOTAL					1,648.10	\$1,389,106.50

EXHIBIT D

**COMPENSATION BY MATTER
NOVEMBER 1, 2024 THROUGH FEBRUARY 28, 2025**

TASK CODE	PROJECT CATEGORY	TOTAL BILLED HOURS	TOTAL COMPENSATION
1003	Asset Disposition/363 Sales	1,304.80	\$1,083,863.50
1004	Automatic Stay	11.00	\$10,751.00
1005	Bar Date Motion and Claims Issues	41.80	\$35,999.00
1006	Case Administration	34.30	\$26,616.50
1007	Chapter 11 Plan/Confirmation/Implementation/Plan Supplement	12.60	\$10,639.00
1008	Corporate Governance/Securities	12.00	\$11,682.50
1009	Customer/Vendor Issues and Reclamation/503(b)(9) Claims	4.00	\$2,830.00
1010	DIP Financing/Cash Management	10.30	\$8,543.00
1012	Employee Issues	21.40	\$20,739.00
1013	Executory Contracts/Leases/(Non-Real Property Issues)	6.10	\$6,166.50
1014	General Case Strategy (Including Client/Team Calls)	64.20	\$67,694.00
1015	Hearings and Court Matters	9.60	\$9,963.00
1018	Real Property/Real Estate Lease Issues	18.70	\$9,555.50
1020	Regulatory/Healthcare Issues	38.40	\$37,959.50
1021	Retention/Fee Application: OCPs	0.10	\$83.50
1022	Retention/Fee Applications: Retained Professionals	12.60	\$9,673.00

TASK CODE	PROJECT CATEGORY	TOTAL BILLED HOURS	TOTAL COMPENSATION
1023	Retention/Fee Applications: Dentons	23.80	\$14,280.00
1024	Schedules/SOFAs/2015.3 Report	0.10	\$83.50
1025	Secured Creditor Issues/Meetings/Communications	4.40	\$4,764.00
1027	Unsecured Creditors Issues/Meetings/Communications/UCC	15.30	\$14,889.00
1028	US Trustee/Monthly Operating Report	2.60	\$2,331.50
TOTAL		1,648.10	\$1,389,106.50

EXHIBIT E

**EXPENSE SUMMARY
NOVEMBER 1, 2024 THROUGH FEBRUARY 28, 2025**

EXPENSE CATEGORY	AMOUNT
Lexis/Westlaw	\$2,273.59
Meals	\$2,294.94
Delivery, Federal Express & Postage	\$738.81
Airfare	\$1,120.70
Ground Transportation	\$396.77
Lodging	\$2,593.12
Mileage	\$770.50
Court Reporter – MCV Auction	\$1,288.00
TOTAL	\$11,476.43