

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

Objection Deadline: July 1, 2024 at 4:00 p.m. (ET)
Hearing Date: To be determined if any objection is filed

**SUMMARY OF FIRST MONTHLY APPLICATION OF GREENBERG
TRAURIG, LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF SC HEALTHCARE HOLDING, LLC *ET AL.*
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
APRIL 10, 2024 THROUGH APRIL 30, 2024**

Name of Applicant:	Greenberg Traurig, LLP (“ <u>Greenberg Traurig</u> ”)
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	April 10, 2024
Period for Which Compensation and Reimbursement sought:	April 10, 2024 – April 30, 2024
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$947,925.00 (before discount) ² \$808,284.35 (after discount)
	Total Discount: \$139,640.65
Amount of Compensation for Which Payment is Sought Pursuant to this Application:	\$646,627.48 (80% of fees)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$4,241.12

¹ The last four digits of SC Healthcare Holding, LLC’s tax identification number are 2584. The mailing address for SC Healthcare Holding, LLC is c/o Petersen Health Care Management, LLC 830 West Trailcreek Dr., Peoria, IL 61614. Due to the large number of debtors in these Chapter 11 Cases, whose cases are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information is available on a website of the Debtors’ claims and noticing agent at www.kccllc.net/Petersen.

² As reflected in its retention application, Greenberg Traurig has agreed to give a 15% discount on its fees, except for non-working travel time.



This is a(n): Monthly Interim Final Application

This Application does not include any hours incurred in connection with preparation of this Application.

Prior applications: None.

COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position of the Application; Date of Bar Admission; Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Shareholders				
David B. Kurzweil	Shareholder; Member of the Georgia Bar since 1987; Area of Expertise: Bankruptcy.	\$1,795	34.00	\$61,030.00
Shari Heyen	Shareholder; Member of the Texas Bar since 1990; Area of Expertise: Bankruptcy	\$1,750	89.40	\$149,187.50
Nancy A. Peterman	Shareholder; Member of Illinois Bar since 1991; Member of the New York Bar since 2012. Area of Expertise: Bankruptcy.	\$1,670	61.10	\$96,192.00
Dennis A. Meloro	Shareholder; Member of Delaware Bar since 2003; Area of expertise: Bankruptcy.	\$1,475	21.90	\$32,302.50
Eric J. Howe	Shareholder; Member of Minnesota Bar since 2005; Area of expertise: Bankruptcy.	\$1,245	36.80	\$45,816.00
Ari Newman	Shareholder; Member of the Florida Bar since 2008; Area of Expertise: Bankruptcy.	\$1,075	8.80	\$9,460.00
Martin Kedziora	Shareholder; Member of the Illinois Bar since 2009; Area of Expertise: Litigation.	\$945	136.10	\$128,614.50

Name of Professional Person	Position of the Application; Date of Bar Admission; Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Danielle S. Kemp	Shareholder; Member of the Florida Bar since 2000; Area of Expertise: Bankruptcy.	\$775	89.20	\$65,255.00
Associates				
Jared Weir	Associate; Member of the Texas Bar since 2010; Area of Expertise: Litigation.	\$995	41.50	\$41,292.50
Matthew A. Petrie	Associate; Member of the Atlanta Bar since 2007; Area of Expertise: Bankruptcy.	\$975	77.00	\$75,075.00
Danny Duerdoth	Associate; Member of the Illinois Bar since 2016; Area of expertise: Bankruptcy.	\$970	107.90	\$104,663.00
Michael Besser	Associate; Member of the Texas Bar since 2017; Area of Expertise: Litigation.	\$945	6.10	\$5,764.50
Tyler Salway	Associate; Member of the Illinois Bar since 2018; Area of Expertise: Litigation.	\$905	9.40	\$8,507.00
Kristen Jacobsen	Associate; Member of the Texas Bar since 2017; Area of Expertise: Bankruptcy.	\$875	38.00	\$33,250.00
Andrew E. Richardson	Associate; Member of the Georgia Bar since 2021. Area of Expertise: Bankruptcy.	\$795	32.50	\$25,837.50
Maddie Toole	Associate; Member of the Illinois Bar since 2023; Area of Expertise: Litigation.	\$625	13.90	\$8,687.50
Lane McKell	Associate; Member of the Georgia Bar since 2022; Area of Expertise: Bankruptcy	\$550	51.30	\$28,215.00

Name of Professional Person	Position of the Application; Date of Bar Admission; Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Paralegals				
Gail Jamrok	Paralegal; joined the firm in 2006	\$515	11.80	\$6,077.00
Sandy Bratton	Paralegal; joined the firm in 2004.	\$495	31.60	\$15,642.00
Litigation Support				
Jason Temple	Litigation Support Director; joined the firm in 2003.	\$285	6.50	\$1,852.50
Melissa B. Davis	Litigation Analytics Consultant; joined the firm in 2021.	\$285	8.00	\$2,280.00
Gabe Wasserman	Litigation Support Project Manager; joined the firm in 2022.	\$215	13.60	\$2,924.00
Blended Rate for Shareholders:		\$1,231.63		
Blended Rate for Associates:		\$877.36		
Blended Rate for Paralegals:		\$500.44		
Blended Rate for Litigation Support:		\$251.12		
			Total:	\$7,056.50
			Discount:³	\$139,640.65
			Grand Total (after discount):	\$808,284.35

³ Because Greenberg Traurig already bills time traveled at 50% of its regular hourly rates pursuant to Local Rule 2016-2(d)(ix), it did not apply the 15% discount to worked performed under Task Code 922 (Non-Working Travel).

COMPENSATION BY PROJECT CATEGORY

Task Code	Project Category	Total Hours	Total Fees
803	Business Operations	3.20	\$4,950.00
804	Case Administration	29.00	\$39,659.50
809	Financing Matters & Cash Collateral	264.30	\$266,954.00
810	Litigation Matters	519.80	\$506,207.50
813	Fee/Employment Applications	7.50	\$8,073.50
831	Creditors' Committee – General	28.30	\$39,216.00
832	Creditor Inquiries	2.00	\$1,940.00
833	Court Hearings	27.70	\$41,997.50
834	General Corporate Matters	5.00	\$5,001.50
838	Sale of Property	2.70	\$4,539.50
922	Non-Working Travel (billed at 50%)	25.30	\$16,982.50
963	First Day Motions/Filings	5.30	\$5,765.00
964	Second Day Motions	6.30	\$6,638.50
Totals		926.4	\$947,925.00

EXPENSE SUMMARY

Expense Category	Total Expenses
Business Meals	\$39.42
Filing Fees	\$100.00
Local Travel	\$118.57
Messenger/Courier Services	\$200.00
Off-site Printing and Copying Charges	\$51.84
Professional & Legal	\$2,691.20
Travel and Lodging Out of Town	\$1,040.09
Total Disbursements:	\$4,241.12

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

Objection Deadline: July 1, 2024 at 4:00 p.m. (ET)

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**FIRST MONTHLY APPLICATION OF GREENBERG TRAUIG, LLP, COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
SC HEALTHCARE, LLC, *ET AL.* FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD FROM APRIL 10, 2024 THROUGH APRIL 30, 2024**

Greenberg Traurig, LLP (“**Greenberg Traurig**”), counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) in the above-captioned cases of the debtors and debtors in possession (the “**Debtors**”), hereby submits its first monthly application (the “**Application**”) for compensation and reimbursement of expenses for the period from April 10, 2024 through and including April 30, 2024 (the “**Application Period**”) pursuant to 11 U.S.C. §§ 330 and 331 (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-2 of the Local Rules of Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 235] (the “**Interim Compensation Order**”).

¹ The last four digits of SC Healthcare Holding, LLC’s tax identification number are 2584. The mailing address for SC Healthcare Holding, LLC is c/o Petersen Health Care Management, LLC 830 West Trailcreek Dr., Peoria, IL 61614. Due to the large number of debtors in these Chapter 11 Cases, whose cases are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information is available on a website of the Debtors’ claims and noticing agent at www.kccllc.net/Petersen.

By this Application, Greenberg Traurig seeks a monthly interim allowance of compensation in the amount of \$808,284.35 and actual expenses in the amount of \$4,241.12, for an aggregate total of \$812,525.47 in accordance with the Interim Compensation Order. Greenberg Traurig hereby seeks payment of \$646,627.48 (80% of the allowed fees) and reimbursement of expenses in the amount of \$4,241.12 (100% of allowed expenses), for an aggregate total payment of \$650,868.60 for the Application Period. As explained herein, the requested interim fee amount includes a discount of \$139,640.65 to reflect Greenberg Traurig's agreement of a 15% discount on all fees, except for non-working travel, which is already billed at a reduced rate of 50% pursuant to Local Rule 2016-2(d)(ix). In support of the Application, Greenberg Traurig respectfully represents as follows:

BACKGROUND

1. On March 20, 2024 (the "**Petition Date**"), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors continue in possession of their properties and management of their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been requested or appointed in these Cases.

2. The Debtors' cases are being jointly administered for procedural purposes only, pursuant to an order the Court entered on March 22, 2024 [Docket No. 79].

3. On April 9, 2024, the United States Trustee for the District of Delaware appointed the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code [Docket No. 131]. On April 10, 2024, the Committee met, organized and selected Greenberg Traurig as its proposed counsel.

4. On April 23, 2024, the Court entered the Interim Compensation Order.

5. On May 1, 2024, the Committee filed the *Application of the Official Committee of Unsecured Creditors of SC Healthcare Holding, LLC., et al. for Entry of an Order Authorizing the*

Employment and Retention of Greenberg Traurig, LLP as Counsel Nunc Pro Tunc to April 10, 2024 [Docket No. 263].

6. On May 21, 2024, the Court entered an order authorizing the employment and retention of Greenberg Traurig *nunc pro tunc* to April 10, 2024 [Docket No. 338].

COMPENSATION PAID AND ITS SOURCE

7. All services performed during the Application Period for which Greenberg Traurig is requesting compensation were performed for or on behalf of the Committee.

8. As of the date of this Application, Greenberg Traurig has not received any payment or any promise of payment for the services rendered from anyone in any capacity, nor is there an agreement in place between Greenberg Traurig and any person or otherwise in connection with the matters in this Application.

SUMMARY OF SERVICES RENDERED

9. This Application is the first monthly fee application filed by Greenberg Traurig in these cases. In connection with the professional services described below, by this Application, Greenberg Traurig seeks compensation in the amount of \$808,284.35 for the Application Period, which includes a discount of 15% on all fees, except for non-working travel time.

10. The services rendered during this Application Period by Greenberg Traurig professionals and paraprofessionals (the “**Professionals**”) are listed in the chart below.

11. The majority of services rendered by Greenberg Traurig during the Application Period as counsel to the Committee are summarized below. Each of the following is set forth in the invoice attached hereto as **Exhibit A**: (i) a description of the Professionals performing the services; (ii) the date the services were performed; (iii) a detailed description of the nature of the services and the related time expended; and (iv) a summary of the fees and hours of each

Professional listed by project category (which applicable categories are set forth below). Specifically, Greenberg Traurig rendered the following services during the Application Period as counsel to the Committee:

a) Business Operations (803)

Fees: \$4,950.00 Hours: 3.20

This category includes services related to reviewing and analyzing the critical vendors motion and chapter 11 exit strategies, corresponding with Debtors' counsel regarding insurance policies and related schedules and conferring with Debtors' counsel regarding the appointment of an independent board member.

b) Case Administration (804)

Fees: \$39,659.50 Hours: 29.00

This category includes services related to the general administration of these cases, including without limitation, maintaining a case calendar, coordinating workstreams between the Committee's professionals and analyzing key issues in these cases.

c) Financing Matters and Cash Collateral (809)

Fees: \$266,954.00 Hours: 264.30

This category includes services related to reviewing and analyzing all documents related to the DIP financing and objections to the DIP, researching the proposed priming of the liens for HUD-insured loans, drafting and revising the Committee's objection to the DIP, conducting a lien audit, preparing and maintaining a lien audit spreadsheet, analyzing the collateral packages of the Debtors' lenders and negotiating the terms of the DIP with key stakeholders.

d) Litigation Matters (810)

Fees: \$506,207.50 Hours: 519.80

This category includes services related to reviewing and developing the Committee's strategy for the motions [Docket Nos. 59, 60] (the "X-Caliber Motions") filed by X-Caliber Funding LLC ("X-Caliber"); researching case law in relation to the X-Caliber Motions, including, without limitation, standards for dismissing chapter 11 cases, appointment of chapter 11 trustee, court orders barring the filing of chapter 11 petitions, abstention standards and turnover; drafting and revising the Committee's omnibus objection to the X-Caliber Motions; drafting and revising various notices and requests in relation to discovery for the X-Caliber Motions; developing procedures and guidelines for reviewing documents produced in relation to the X-Caliber Motions; reviewing documents produced by the Debtors and X-Caliber; preparing and coordinating hearing binders for the hearing on the X-Caliber Motions; preparing for, coordinating and conducting the depositions of Mike Flanagan, Ed Smith, Mark Meyers and David Campbell; reviewing and revising the protective order.

e) Fee/Employment Applications (813)

Fees: \$8,073.50 Hours: 7.50

This category includes services related to drafting the retention application of Greenberg Traurig and all related documents and reviewing and revising the retention application of Province, LLC ("**Province**").

f) Creditors' Committee -- General (831)

Fees: \$39,216.00 Hours: 28.30

This category includes services related to meeting and communicating with the Committee, preparing and circulating agendas for Committee meetings, attending Committee meetings,

preparing and recording minutes for the Committee, preparing various materials for the Committee meeting, and drafting and revising the Committee's bylaws.

g) Creditor Inquiries (832)

Fees: \$1,940.00 Hours: 2.00

This category includes services related to responding to an inquiry from a creditor and attending the Debtors' 341 meeting.

h) Court Hearings (833)

Fees: \$41,997.50 Hours: 27.70

This category includes services relating to preparing for, and attending, hearings on behalf of the Committee.

i) General Corporate Matters (834)

Fees: \$5,001.50 Hours: 5.00

This category includes services related to drafting the Committee's initial diligence request to send to Debtors' counsel and corresponding with Debtors' counsel regarding the same.

j) Sale of Property (838)

Fees: \$4,539.50 Hours: 2.70

This category includes services relating to corresponding with Province and Debtors' counsel regarding the sale process and valuation, the bid procedures motion, the timing of the sale and the bar date.

k) Non-Working Travel (922) (Billed at 50%)

Fees: \$16,982.50 Hours: 25.30

This category includes travelling to and from Wilmington, Delaware to attend court hearings on behalf of the Committee. Pursuant to Local Rule 2016-2 (d)(ix), non-working travel time is billed at 50% of regular billing rates. The fees above reflect that reduction.

l) First Day Motions/Filings (963)

Fees: \$5,765.00 Hours: 5.30

This category includes services related to reviewing various first day motions and orders.

m) Second Day Motions (964)

Fees: \$6,638.50 Hours: 6.30

This category includes services related to reviewing and analyzing second day motions and drafting the Committee's omnibus objection to the second day motions.

SUMMARY OF EXPENSES

12. During the Application Period, Greenberg Traurig incurred or disbursed actual and necessary costs and expenses related to these cases in the aggregate amount of \$4,241.12. The expenses incurred include, among other things, business meals, filing fees, local travel, messenger/courier services, off-site printing/copying, professional and legal charges and travel and lodging out of town. A detailed description of the necessary costs and expenses incurred by Greenberg Traurig is attached hereto as **Exhibit B**.

13. Pursuant to Local Rule 2016-2, Greenberg Traurig represents as follows with regard to its charges for actual and necessary costs and expenses incurred during the Application Period:

- a. Copy Charges were \$.10 per page, which charge is reasonable and

customary in the legal industry and represents the costs of copy material, acquisition, maintenance, storage and operation of copy machines, together with a margin for recovery of related expenditures. In addition, Greenberg Traurig often utilizes outside copier services for high volume projects, and this Application seeks the recovery of those costs, if applicable;

- b. Incoming facsimiles are not billed;
- c. Out-going facsimiles are billed at the rate of \$1.00 per page. The cost represents operator time, maintaining several dedicated facsimile telephone lines, supplies and equipment, and includes a margin for recovery of related expenditures;
- d. Toll telephone charges are not billed; and
- e. Computer assisted legal research charges are billed at actual costs.

VALUATION OF SERVICES

14. Greenberg Traurig expended a total of 926.40 hours in connection with this matter during the Application Period. A list of the Professionals who billed time during the Application Period is set forth below. The nature of the work performed by the Professionals is detailed in **Exhibit A** of this Application.

15. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, the amounts requested herein for compensation and expense reimbursement are fair and reasonable given (a) the complexity of these cases, (b) the time expended by the attorneys and paraprofessionals at Greenberg Traurig, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

16. Greenberg Traurig hereby certifies that (i) it has reviewed the requirements of Local Rule 2016-2 and (ii) this Application complies with such rule.

17. Greenberg Traurig has provided a copy of this Application to the Notice Parties (as defined in the Interim Compensation Order).

CONCLUSION

WHEREFORE, Greenberg Traurig respectfully requests that (a) it be allowed compensation in the amount of \$808,284.35 for professional services rendered (which includes a 15% discount, except for non-working travel time) and reimbursement of expenses in the amount of \$4,212.12 for the Application Period; (b) the Court authorize the Debtors to pay Greenberg Traurig the amount of \$650,868.60, representing 80% of fees and 100% of expenses upon the filing of a certificate of no objection for the Application Period on an interim basis; and (c) the Court grant such other and further relief deemed appropriate under the circumstances.

[Remainder of page intentionally left blank.]

Dated: June 15, 2024

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)
222 Delaware Avenue, Ste. 1600
Wilmington, DE 19801
Telephone: (302) 661-7000
Facsimile: (302) 661-7360
Email: Melorod@gtlaw.com

-and-

Nancy A. Peterman (admitted *pro hac vice*)
Danny Duerdoth (admitted *pro hac vice*)
Greenberg Traurig, LLP
77 West Wacker Drive, Suite 3100
Chicago, Illinois 60601
Telephone: (312) 456-8400
Facsimile: (312) 456-8435
Emails: PetermanN@gtlaw.com
DuerdothD@gtlaw.com

**COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

CERTIFICATION OF COMPLIANCE WITH LOCAL RULE 2016-2

I, Nancy A. Peterman, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury:

1. I am a shareholder in the applicant firm, Greenberg Traurig, LLP, and have been admitted to the bar of the States of Illinois and New York.
2. I have personally performed some of the legal services rendered by Greenberg Traurig, LLP as counsel to the Committee and am generally familiar with all other work performed on behalf of the Committee by the lawyers and paraprofessionals in the firm.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the requirements of Local Rule 2016-2 and submit that the Application complies with such requirements.

Dated: June 15, 2024

/s/ Nancy A. Peterman
Nancy A. Peterman
77 West Wacker Drive, Suite 3100
Chicago, IL 60601
Telephone: (312) 456-8410
Facsimile: (312) 456-8435
Email: petermann@gtlaw.com

Exhibit A

(Fees)



Invoice No.: 1000682203
 File No. : 224973.010100
 Bill Date : June 6, 2024

SC Healthcare Holding Creditors Committe

INVOICE

Re: SC Healthcare Holding, LLC, et al.

Legal Services through April 30, 2024:

	\$	930,942.50
Less Courtesy Discount:	\$	(139,640.65)
Non-Working Travel (922)	\$	16,982.50 (Billed at 50%)
Total Fees:	\$	808,284.35

Expenses:

Business Meals	39.42	
Filing Fees	100.00	
Local Travel	118.57	
Messenger/Courier Services	200.00	
Off-site Printing and Copying Charges	51.84	
Professional & Legal	2,691.20	
Travel and Lodging Out of Town	1,040.09	
Total Expenses:	\$	4,241.12
Current Invoice:	\$	812,525.47

NAP:EDL

Invoice No.: 1000682203
 Matter No.: 224973.010100

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Description of Professional Services Rendered:

TASK CODE: 803 BUSINESS OPERATIONS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/15/24	Dennis A. Meloro	Review critical vendor motion.	0.20	295.00
04/19/24	Dennis A. Meloro	Review and comment on reservation of rights to second day motions for filing (.1); email with D. Duerdoth and call with R. Zerbe re: same (.1).	0.20	295.00
04/22/24	Shari L. Heyen	Follow up with Delaware corporate attorneys regarding bankruptcy filing authority.	0.20	350.00
04/26/24	Danny Duerdoth	Email debtors' counsel re: status GLPL insurance policy and insurance schedule.	0.30	291.00
04/26/24	Shari L. Heyen	Analysis regarding exit strategy.	1.10	1,925.00
04/26/24	Nancy A. Peterman	Telephone conference with D. McQuire re independent board member appointment.	0.20	334.00
04/27/24	Nancy A. Peterman	Telephone conference with D. McQuire re independent board members, CRO and other matters.	0.40	668.00
04/29/24	Danny Duerdoth	Email to Province re: debtors' revenue oversight.	0.30	291.00
04/30/24	Nancy A. Peterman	Exchange emails with Winston attorneys re appointment of independent board members (.20); review resume for such board member (.10).	0.30	501.00
Total Hours:			3.20	4,950.00

TIMEKEEPER SUMMARY FOR TASK CODE 803.

BUSINESS OPERATIONS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Shari L. Heyen	1.30	1,750.00	2,275.00
Dennis A. Meloro	0.40	1,475.00	590.00
Nancy A. Peterman	0.90	1,670.00	1,503.00
Danny Duerdoth	0.60	970.00	582.00
Total:	3.20	1,546.88	\$ 4,950.00

Invoice No.: 1000682203
 Matter No.: 224973.010100

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TASK CODE: 804 CASE ADMINISTRATION

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/10/24	Danny Duerdoth	Attend GT kick-off call with N. Peterman, S. Heyen, D. Kurzweil and D. Meloro re: next steps in bankruptcy cases (.6); draft case calendar (.8); draft GT task list (.6).	2.00	1,940.00
04/10/24	Shari L. Heyen	All-hands call regarding coordination of work streams.	0.60	1,050.00
04/10/24	David B. Kurzweil	Participate in all hands conference GT call regarding work streams	0.60	1,077.00
04/10/24	Dennis A. Meloro	Call with N. Peterman and S. Heyen re case generally.	0.50	737.50
04/10/24	Matthew A. Petrie	Review and analyze docket and first-day pleadings	2.30	2,242.50
04/11/24	Danny Duerdoth	Revise UCC contact list (.8); revise case calendar (.3); confer with GT teams re: next steps in chapter 11 cases (.5).	1.60	1,552.00
04/11/24	Shari L. Heyen	Telephone conference with U.S. Trustee regarding case overview.	0.60	1,050.00
04/11/24	Shari L. Heyen	Coordinate work streams with Province.	0.50	875.00
04/11/24	Dennis A. Meloro	Review notice of appearance for filing.	0.10	147.50
04/11/24	Nancy A. Peterman	Review and analysis of various information re case background.	1.50	2,505.00
04/11/24	Nancy A. Peterman	Determine initial case issues to be addressed by committee.	0.90	1,503.00
04/12/24	Danny Duerdoth	Confer with GT team re: next steps in bankruptcy cases.	0.50	485.00
04/12/24	Shari L. Heyen	Telephone conference with U.S. Trustee regarding case update.	0.60	1,050.00
04/12/24	Dennis A. Meloro	Call with N. Peterman re: first day pleadings and initial case issues.	0.80	1,180.00
04/14/24	Danny Duerdoth	Confer with GT team re: next steps in chapter 11 cases (.5); email debtors' counsel requesting extension on first days and second days (2.).	0.70	679.00
04/14/24	Nancy A. Peterman	Determine case strategy and issues to be addressed.	0.80	1,336.00
04/15/24	Danny Duerdoth	Confer with debtor professionals and committee professionals re: overview of chapter 11 cases (.3); coordinate revising case calendar with C. Greenberg (.1).	0.40	388.00
04/15/24	Shari L. Heyen	Kick-off call with Debtors' team regarding case overview.	0.30	525.00
04/15/24	Nancy A. Peterman	Call with CRO and Winston team regarding initial case issues.	0.50	835.00
04/16/24	Lane McKell	Review and analyze Declaration of David R. Campbell.	0.50	275.00
04/17/24	Shari L. Heyen	Telephone conference with Province regarding next steps.	0.40	700.00
04/17/24	Danielle S. Kemp	Exchange emails with N. Peterman re review of first day hearing audio.	0.50	387.50

Invoice No.: 1000682203
 Matter No.: 224973.010100

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04/17/24	Dennis A. Meloro	Call with N. Peterman re: open items for 4/23 hearing and pending objection deadlines.	0.40	590.00
04/17/24	Dennis A. Meloro	Call with D. Magaziner re: 4/23 hearing and open matters.	0.10	147.50
04/17/24	Nancy A. Peterman	Telephone conference with X-Caliber's counsel re case generally, receiverships and other issues.	0.50	835.00
04/18/24	Danny Duerdoth	Attend kickoff call with committee and debtor professionals (1.5.); confer with GT and Province teams re: next steps in chapter 11 cases (.5).	2.00	1,940.00
04/18/24	Shari L. Heyen	Kick-off call with CRO and Committee teams.	1.50	2,625.00
04/18/24	Nancy A. Peterman	Participate in initial meeting with Debtor professionals re case generally, sale process and other matters.	1.50	2,505.00
04/18/24	Nancy A. Peterman	Participate in call with Province team to discuss case strategy and focus for initial case stages.	0.50	835.00
04/20/24	Nancy A. Peterman	Draft email to Debtors re additional information requests.	0.40	668.00
04/22/24	Danny Duerdoth	Revise case calendar.	1.20	1,164.00
04/22/24	Nancy A. Peterman	Review and analyze Debtor's motion to dismiss MT4.	0.40	668.00
04/23/24	Danny Duerdoth	Revise case calendar.	0.50	485.00
04/29/24	Nancy A. Peterman	Analyze and determine key case issues.	0.70	1,169.00
04/30/24	Shari L. Heyen	Telephone conference with P. Navid regarding work streams and assets.	0.50	875.00
04/30/24	Dennis A. Meloro	Call with N. Peterman re: open matters on bid procedures and bar date.	0.20	295.00
04/30/24	Nancy A. Peterman	Determine case strategy and focus for GUC recovery to discuss with Province.	0.40	668.00
04/30/24	Nancy A. Peterman	Telephone conference with UST and S. Heyen re case generally, DIP financing, cash management, sale process and X-Caliber motions.	1.00	1,670.00
Total Hours:			29.00	39,659.50

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TIMEKEEPER SUMMARY FOR TASK CODE 804.

CASE ADMINISTRATION

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Shari L. Heyen	5.00	1,750.00	8,750.00
Danielle S. Kemp	0.50	775.00	387.50
David B. Kurzweil	0.60	1,795.00	1,077.00
Dennis A. Meloro	2.10	1,475.00	3,097.50
Nancy A. Peterman	9.10	1,670.00	15,197.00
Danny Duerdoth	8.90	970.00	8,633.00
Lane McKell	0.50	550.00	275.00
Matthew A. Petrie	2.30	975.00	2,242.50
Total:	29.00	1,367.57	\$ 39,659.50

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TASK CODE: 809 FINANCING MATTERS & CASH COLL

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/10/24	Sandy Bratton	Work on planning and strategy regarding lien audit project (.3); work on tracking spreadsheet development in connection with same (.9)	1.20	594.00
04/10/24	Danny Duerdoth	Reiview and summarize objections to to DIP motion for N. Peterman and S. Heyen (GT).	1.00	970.00
04/10/24	Shari L. Heyen	Review background facts regarding DIP funding (3.0); analysis of collateral package among various lenders (2.2).	5.20	9,100.00
04/10/24	David B. Kurzweil	Analyze Debtor in Possession financing motion (.7) and proposed order (1.0).	1.70	3,051.50
04/10/24	David B. Kurzweil	Analyze first day affidavit, case issues, and bankruptcy information for financing and priming issues of multiple pre-petition lenders	2.60	4,667.00
04/11/24	Sandy Bratton	Continued work on tracking spreadsheet development in connection with lien audit (2.1); review case pleadings and history in connection with same (1.3)	3.40	1,683.00
04/11/24	Shari L. Heyen	Research regarding priming by HUD insured lenders (1.6); review discovery stipulation among debtors and HUD insured lenders (.3); telephone conference with Province regarding DIP budget and objectionable features of the proposed DIP (.5); supplement DIP document request (.5).	2.90	5,075.00
04/11/24	David B. Kurzweil	Analyze for collateral packages for multiple lenders.	1.90	3,410.50
04/11/24	Ari Newman	Call with S. Heyen re priming issues (.2); review various financing related filings (.3).	0.50	537.50
04/11/24	Matthew A. Petrie	Analyze DIP documents (1.5) and draft objection to same (2.0).	3.50	3,412.50
04/12/24	Sandy Bratton	Continued work on tracking spreadsheet development in connection with lien audit (.4); continued review case pleadings and history in connection with same (.4); review documents received from Debtors and lenders in connection with lien audit (2.3)	3.10	1,534.50
04/12/24	Shari L. Heyen	Outline lien audit.	0.50	875.00
04/12/24	Shari L. Heyen	Draft portion of DIP objection re HUD issues.	1.00	1,750.00
04/12/24	David B. Kurzweil	Revise proposed objection to Debtor in Possession financing.	1.40	2,513.00
04/12/24	David B. Kurzweil	Coordinate document and lien review for extent, validity, and priority of pre-petition lenders liens	0.50	897.50
04/12/24	David B. Kurzweil	Work on due diligence request for lien audit.	0.30	538.50
04/12/24	David B. Kurzweil	Preparation of lien matrix review in order	0.40	718.00

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		to review documents		
04/12/24	David B. Kurzweil	Analyze proposed Debtor in Possession financing order and related objections.	0.90	1,615.50
04/12/24	Dennis A. Meloro	Review and analysis of DIP financing motion (.4), objections (.8), and debtors' reply thereto (.4).	1.60	2,360.00
04/12/24	Dennis A. Meloro	Emails with M. Petrie re: DIP financing objections.	0.60	885.00
04/12/24	Dennis A. Meloro	Call with M. Petrie re: DIP financing and potential objections.	0.30	442.50
04/12/24	Ari Newman	Review and analyzing DIP briefing and priming issues (.9); call with S. Heyen re DIP priming issues (.2).	1.10	1,182.50
04/12/24	Matthew A. Petrie	Draft objection to DIP financing.	4.70	4,582.50
04/12/24	Andrew E. Richardson	Analyze debtor corporate organizational filings made with the Illinois secretary of state in connection with the lien review	0.20	159.00
04/12/24	Andrew E. Richardson	Review and analyze Declaration of David R. Campbell in Support of Debtors' Chapter 11 Petitions and First Day Pleadings in connection with lien review	0.50	397.50
04/13/24	Sandy Bratton	Continued work on review of documents received from Debtors and lenders in connection with lien audit	4.40	2,178.00
04/13/24	Dennis A. Meloro	Continue to consider potential objections to DIP financing.	2.00	2,950.00
04/14/24	Shari L. Heyen	Outline responses to priming arguments advanced by HUD lenders and secured lenders (1.6); review and analysis of objections to the DIP by lenders who contest priming (.8).	2.40	4,200.00
04/14/24	Shari L. Heyen	Revise DIP objection to add additional objections regarding HUD and priming.	0.70	1,225.00
04/14/24	David B. Kurzweil	Review of Debtors' documents regarding extent, validity and priority regarding pre-petition lenders liens	2.10	3,769.50
04/14/24	David B. Kurzweil	Review and coordinate tasks for lien and document review for extent validity and priority of liens required by financing order	0.50	897.50
04/14/24	David B. Kurzweil	Review of comments and status of Debtor in Possession financing objection.	0.40	718.00
04/14/24	Ari Newman	Review and analyze HUD priming dispute case (1.7); draft insert for DIP Objection (1.2); correspondence with S. Heyen re same (.1).	3.00	3,225.00
04/14/24	Nancy A. Peterman	Review and comment on draft DIP financing objection.	0.30	501.00
04/14/24	Andrew E. Richardson	Review and analyze Declaration of David R. Campbell in Support of Debtors' Chapter 11 Petitions and First Day Pleadings in connection with lien review	1.90	1,510.50
04/14/24	Andrew E. Richardson	Analyze corporate organizational filings made with the Illinois secretary of state for each debtor in connection with the lien review	0.50	397.50

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04/15/24	Sandy Bratton	Continued work on review of documents received from Debtors and lenders in connection with lien audit	2.30	1,138.50
04/15/24	Shari L. Heyen	Prepare for call with Winston DIP team (.4); telephone conference with G. Gartland and D. McGuire regarding financing terms and objections (.6); revise DIP objection (.7).	1.70	2,975.00
04/15/24	David B. Kurzweil	Conference with Gartland and McGuire regarding Debtor in Possession financing and objections	0.60	1,077.00
04/15/24	David B. Kurzweil	Revisions to Debtor in Possession financing objection	0.70	1,256.50
04/15/24	David B. Kurzweil	Preparation of lien audit matrix for file review and extent, validity and priority of liens for 14 lenders.	0.40	718.00
04/15/24	David B. Kurzweil	Analyze limitations and deadlines imposed by Debtor in Possession financing order	0.60	1,077.00
04/15/24	David B. Kurzweil	Preparation for conference call with Debtors' counsel re DIP financing issues.	0.40	718.00
04/15/24	David B. Kurzweil	Review of emails and status regarding Debtor in Possession financing objections	0.20	359.00
04/15/24	David B. Kurzweil	Comment on Debtor in Possession financing objection	0.40	718.00
04/15/24	Ari Newman	Draft and revise DIP Objection insert re HUD primary issue (1.7); review and analyze relevant case law (1.1); call with S. Heyen re same (.2); review revised DIP Objection (.2).	3.20	3,440.00
04/15/24	Matthew A. Petrie	Revise objection to DIP financing motion (.8) and continued research regarding same (1.0).	1.80	1,755.00
04/15/24	Andrew E. Richardson	Review and analyze Bank of Farmington loan document closing binder (2.5); draft summary of lien perfection for Bank of Farmington (0.5)	3.00	2,385.00
04/16/24	Sandy Bratton	Continued work on review of documents received from Debtors and lenders in connection with lien audit, including analysis of loan documents and tracking of missing documentation and lien questions to be resolved	4.10	2,029.50
04/16/24	Shari L. Heyen	Telephone conference with D. McGuire and G. Gartland regarding hearings next week.	0.30	525.00
04/16/24	David B. Kurzweil	Coordinate review of documents for 14 lenders and multiple debtor entities to extent of validity and priority of liens	0.70	1,256.50
04/16/24	David B. Kurzweil	Analyze Debtors' documents produced for use in lien audit to determine extent of validity and priority of liens	1.20	2,154.00
04/16/24	David B. Kurzweil	Analyze Bank of Farmington documents for lien audit	0.50	897.50
04/16/24	Lane McKell	Review of documents in preparation for lien review.	0.70	385.00
04/16/24	Andrew E. Richardson	Review and analyze loan documents closing binder for eCapital credit facility	0.50	397.50

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04/16/24	Andrew E. Richardson	Review and analyze UCC lien search results for each debtor	0.70	556.50
04/16/24	Andrew E. Richardson	Continue reviewing and analyzing Bank of Farmington loan document closing binder (2.7); continue drafting summary of lien perfection for Bank of Farmington (0.9)	3.60	2,862.00
04/16/24	Andrew E. Richardson	Review and analyze loan documents closing binder for Column / Sector Financial credit facility	0.70	556.50
04/16/24	Andrew E. Richardson	Review and analyze loan documents closing binder for GMF credit facility	0.30	238.50
04/16/24	Andrew E. Richardson	Analyze corporate charter document for each debtor	0.80	636.00
04/17/24	Sandy Bratton	Continued work on review of documents received from Debtors and lenders in connection with lien audit, including analysis of loan documents and tracking of missing documentation and lien questions to be resolved	7.70	3,811.50
04/17/24	Shari L. Heyen	Revise DIP objection.	0.40	700.00
04/17/24	Shari L. Heyen	Prepare for (.3) and attend call with DIP lender's counsel (.4); update to Committee regarding same (.2).	0.90	1,575.00
04/17/24	David B. Kurzweil	Preparation for conference with lenders counsel regarding proposed Debtor in Possession order and related issues	0.30	538.50
04/17/24	David B. Kurzweil	Analyze stipulations for challenge issues contained in Debtor in Possession financing order	0.30	538.50
04/17/24	David B. Kurzweil	Conference with counsel for Debtor in Possession lender re objections for DIP financing.	0.40	718.00
04/17/24	David B. Kurzweil	Preparation for and conference with lien review team regarding missing documents, perfection issues, and further handling	0.50	897.50
04/17/24	Lane McKell	Review and analyze Community State Bank loan documents including the Loan Agreement and Promissory Note and Security Agreement.	0.80	440.00
04/17/24	Lane McKell	Review of various documents for lien review.	0.30	165.00
04/17/24	Lane McKell	Review loan documents and analyze issues for Bank of Farmington.	0.90	495.00
04/17/24	Ari Newman	Call with S. Heyen re DIP Objection issue (.1); draft and revise DIP Objection re Adequate Protection issues (.9).	1.00	1,075.00
04/17/24	Matthew A. Petrie	Analyze prepetition secured debt structure (3.8); Confer with S. Bratton regarding same (.7).	4.50	4,387.50
04/17/24	Andrew E. Richardson	Review and analyze Column / Sector Financial loan documents closing binder (1.5); draft lien perfection summary regarding Column / Financial (0.3)	1.80	1,431.00
04/17/24	Andrew E. Richardson	Continue reviewing and analyzing Bank of Farmington loan document closing binder	1.20	954.00

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		(0.9); continue drafting summary of lien perfection for Bank of Farmington (0.3)		
04/17/24	Andrew E. Richardson	Review and analyze Community State Bank loan documents closing binder	0.50	397.50
04/18/24	Sandy Bratton	Continued work on review of documents received from Debtors and lenders in connection with lien audit, including analysis of loan documents and tracking of missing documentation and lien questions to be resolved	4.80	2,376.00
04/18/24	Shari L. Heyen	Selected document review re lien audit.	1.30	2,275.00
04/18/24	David B. Kurzweil	Emails regarding Debtor in Possession financing deadlines	0.10	179.50
04/18/24	David B. Kurzweil	Analyze HUD documents and structure	1.20	2,154.00
04/18/24	David B. Kurzweil	Analyze deadlines contained in Debtor in Possession financing order	0.20	359.00
04/18/24	David B. Kurzweil	Analyze documents for Petersen Roseville LLC and related mortgages	0.40	718.00
04/18/24	David B. Kurzweil	Coordinate lien audit for challenge period	0.40	718.00
04/18/24	Lane McKell	Review and analyze loan documents including the Promissory Note and Security Agreement, Guaranty, Assignment of Leases and Rents, and Assignment of Life Insurance of Community State Bank.	4.00	2,200.00
04/18/24	Lane McKell	Review loan documents, including Credit and Security Agreement and DACAs for eCapital Healthcare (2.0) and analyze issues regarding same (.5).	2.50	1,375.00
04/18/24	Lane McKell	Analyze issues with Column Financial (.2) and Community State Bank (.2).	0.40	220.00
04/18/24	Lane McKell	Review of UCCs filed in connection with the eCapital Healthcare facility.	0.50	275.00
04/18/24	Matthew A. Petrie	Review and analyze prepetition loan documents (3.0); Conference with D. Kurzweil regarding update on lien audit (.4).	3.40	3,315.00
04/18/24	Andrew E. Richardson	Review and analyze loan documents closing binder for eCapital lender in connection with the lien perfection analysis	0.50	397.50
04/18/24	Andrew E. Richardson	Continue reviewing and analyzing closing binder loan documents for Column / Sector Financial in connection with the lien perfection analysis (2.3); continue drafting summary of lien perfection for Column / Sector Financial (0.5)	2.80	2,226.00
04/18/24	Andrew E. Richardson	Review and analyze LLC Agreements for each Debtor with respect to lien perfection analysis	0.70	556.50
04/19/24	Shari L. Heyen	Revise DIP objection and draft portions of the objection (.6); follow up with Committee member regarding DIP objection (.3).	0.90	1,575.00
04/19/24	Shari L. Heyen	Telephone conference with debtors' counsel regarding DIP (.5); telephone conference with JMB's counsel regarding DIP (.6).	1.10	1,925.00

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04/19/24	David B. Kurzweil	Analyze HUD documents and lien structure for multiple borrowers	0.90	1,615.50
04/19/24	David B. Kurzweil	Analyze issues for multiple lenders and debtors for lien audit challenge period	0.80	1,436.00
04/19/24	David B. Kurzweil	Analyze UCC filings for multiple lenders and borrower	1.30	2,333.50
04/19/24	David B. Kurzweil	Coordinate lien audit review for multiple lenders and borrowers	0.20	359.00
04/19/24	Lane McKell	Analyze issues regarding Column Financial.	0.50	275.00
04/19/24	Lane McKell	Review DACA and issues regarding same for eCapital Healthcare.	0.40	220.00
04/19/24	Lane McKell	Review UCCs for eCapital Healthcare facility.	3.00	1,650.00
04/19/24	Dennis A. Meloro	Review UST DIP objection.	0.10	147.50
04/19/24	Matthew A. Petrie	Review and analyze prepetition loan documents (5.2); Conference with D. Kurzweil regarding update on lien audit (.3)	5.50	5,362.50
04/19/24	Andrew E. Richardson	Continue reviewing and analyzing closing binder loan documents for Column / Sector Financial in connection with the lien perfection analysis (3.7); continue drafting summary of lien perfection for Column / Sector Financial (0.9)	4.60	3,657.00
04/22/24	David B. Kurzweil	Analyze structure for Macomb Jonesboro and South Elgin Loans	0.70	1,256.50
04/22/24	Lane McKell	Review documents including, loan agreement, promissory note, security agreement, mortgage, and guaranty for Hickory Point Bank facility (1.1) and analyze issues regarding same (1.6).	2.70	1,485.00
04/22/24	Lane McKell	Review documents, including the mortgage and assignment of rents for Solutions Bank facility (.3) and analyze issues regarding same (.4).	0.70	385.00
04/22/24	Lane McKell	Review UCC-1 financing statements for eCapital Healthcare Inc.	0.90	495.00
04/22/24	Matthew A. Petrie	Review and analyze prepetition loan documents regarding HUD loans	8.00	7,800.00
04/23/24	Shari L. Heyen	Email to/from JMB's counsel regarding DIP financing issues.	0.20	350.00
04/23/24	Shari L. Heyen	Telephone conference with D. Meloro regarding DIP order.	0.30	525.00
04/23/24	Shari L. Heyen	Telephone conference with P. Navid regarding financial review.	0.30	525.00
04/23/24	David B. Kurzweil	Analyze Granbridge documents for lien audit	0.60	1,077.00
04/23/24	David B. Kurzweil	Coordinate loan review team and issues for missing documents	0.30	538.50
04/23/24	David B. Kurzweil	Analyze eCapital loan documents for lien audit	0.80	1,436.00
04/23/24	Lane McKell	Review loan documents for Credit Suisse facility including the credit agreement and UCCs.	4.40	2,420.00
04/23/24	Lane McKell	Review documents including, the loan agreement, security agreement, guaranty	1.40	770.00

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Date	Client	Description	Hours	Amount
		agreement, and UCC financing statement for Solutions Bank facility (1.0) and analyze issues regarding same (.4).		
04/23/24	Lane McKell	Review loan documents for GMF facility including, the loan agreement, security agreement, pledge agreements, and guaranty agreements (1.0) and analyze issues regarding same (.8).	1.80	990.00
04/23/24	Dennis A. Meloro	Call with S. Heyen re: DIP financing and challenge period/budget.	0.10	147.50
04/23/24	Matthew A. Petrie	Review and analyze prepetition loan documents regarding Grandbridge HUD loans (7.5); Conference regarding lien audit updates (.3); Prepare summary of HUD loan structures (.9)	8.70	8,482.50
04/24/24	Shari L. Heyen	Prepare for call with Debtors' counsel regarding DIP outstanding objections (.4); telephone conference with D. McGuire regarding same (.5); email to D. McGuire and R. Hirsh confirming that the 30-day challenge period shall not apply (.4); update to N. Peterman regarding status of the DIP (.2).	1.50	2,625.00
04/24/24	David B. Kurzweil	Conference with Debtors' counsel regarding Debtor in Possession financing	0.50	897.50
04/24/24	David B. Kurzweil	Analyze UCC filings for multiple lenders	0.30	538.50
04/24/24	David B. Kurzweil	Preparation for conference with Debtor's counsel regarding Debtor in Possession financing	0.30	538.50
04/24/24	David B. Kurzweil	Review status of lien audit.	0.20	359.00
04/24/24	David B. Kurzweil	Review of emails to Debtors' counsel re DIP financing issues.	0.10	179.50
04/24/24	Lane McKell	Review loan documents for Credit Suisse facility including the credit agreement and UCCs.	3.00	1,650.00
04/24/24	Matthew A. Petrie	Review and analyze prepetition loan documents regarding Lument HUD loans (5.9); Conference with Debtors' counsel regarding DIP financing (.7); Correspondence regarding status of DIP issues (.5)	7.10	6,922.50
04/25/24	Shari L. Heyen	Telephone conference with R. Hirsh regarding objection to the DIP (.5); emails to/from R. Hirsh regarding same (.3); emails to/from D. McGuire regarding Committee's objection to the DIP (.4); draft issues list (.5).	1.70	2,975.00
04/25/24	David B. Kurzweil	Review of stipulations regarding lien audit and challenge issues	0.20	359.00
04/25/24	David B. Kurzweil	Conference with Lender's counsel regarding possible Debtor in Possession financing objections	0.50	897.50
04/25/24	David B. Kurzweil	Analyze objections to Debtor in Possession financing and related issues	0.40	718.00
04/25/24	Lane McKell	Review loan documents for GMF facility	2.50	1,375.00

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		including, the loan agreement, security agreement, pledge agreements, and guaranty agreements (1.6) and analyze issues regarding same (.9).		
04/25/24	Matthew A. Petrie	Review and analyze prepetition loan documents regarding Lument HUD loans (6.5); Conference with D. Kurzweil and L. McKell regarding lien audit status (.3)	6.80	6,630.00
04/26/24	Shari L. Heyen	Narrow Committee's objections to the DIP with R. Hirsch.	0.40	700.00
04/26/24	Shari L. Heyen	Update DIP issues list and open DIP objections.	0.60	1,050.00
04/26/24	Lane McKell	Review loan documents for GMF facility including, the loan agreement, security agreement, pledge agreements, guaranty agreements, and mortgages (2.7) and analyze issues regarding same (2.3).	5.00	2,750.00
04/26/24	Nancy A. Peterman	Review status of pending DIP objections and agreements reached.	0.40	668.00
04/26/24	Matthew A. Petrie	Prepare lien audit memorandum regarding summary of findings (3.0); Review and analyze prepetition loan documents (1.4)	4.40	4,290.00
04/27/24	Lane McKell	Review mortgages and UCC filings for GMF facility and analyze issues regarding same.	2.00	1,100.00
04/29/24	Shari L. Heyen	Review check list for lien audit.	0.30	525.00
04/29/24	Lane McKell	Review UCC filings for GMF facility and analyze issues regarding same.	5.30	2,915.00
04/29/24	Lane McKell	Review X-Caliber loan documents including the loan agreement, promissory note, DACA, and guaranty agreement for GMF facility (1.8); analyze issues re same (.6).	2.40	1,320.00
04/29/24	Dennis A. Meloro	Review Myers declaration in support of DIP financing.	0.70	1,032.50
04/29/24	Matthew A. Petrie	Review and analyze prepetition loan documents (7.5); Revise lien audit memorandum (.6)	8.10	7,897.50
04/29/24	Andrew E. Richardson	Continue reviewing and analyzing closing binder loan documents for Column / Sector Financial in connection with the lien perfection analysis (3.7); continue drafting summary of lien perfection for Column / Sector Financial (0.8)	4.50	3,577.50
04/30/24	Shari L. Heyen	Emails to/from D. McGuire regarding status of DIP negotiations with the other lenders.	0.50	875.00
04/30/24	Shari L. Heyen	Telephone conference with U.S. Trustee regarding open matters, DIP financing and cash management.	0.80	1,400.00
04/30/24	Shari L. Heyen	Review X-Caliber collateral package.	0.50	875.00
04/30/24	David B. Kurzweil	Analyze loan documents for multiple borrowers for lien audit (1.1); coordinate lien audit (.2); review of lien audit memo and spreadsheets (.8); analyze eCapital documents for lien audit (.4)	1.50	2,692.50
04/30/24	David B. Kurzweil	Analyze loan documents for Lument relationships for lien audit	1.20	2,154.00

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04/30/24	Lane McKell	Review loan documents including the loan agreement, promissory note, DACA, guaranty agreement, mortgages, and UCCs for GMF facility (1.9) and analyze issues regarding same (2.6).	4.50	2,475.00
04/30/24	Lane McKell	Analyze issues regarding Column Financial.	0.20	110.00
04/30/24	Matthew A. Petrie	Review and analyze prepetition loan documents regarding Lument HUD facilities (5.7); Conference with D. Kurzweil regarding analysis of prepetition liens (1.4); Revise lien audit memorandum (1.1).	8.20	7,995.00
04/30/24	Andrew E. Richardson	Continue reviewing and analyzing closing binder loan documents for Column / Sector Financial in connection with the lien perfection analysis (2.6); continue drafting summary of lien perfection for Column / Sector Financial (0.6)	3.20	2,544.00
			Total Hours:	264.30 266,954.00

TIMEKEEPER SUMMARY FOR TASK CODE 809

FINANCING MATTERS & CASH COLL

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Shari L. Heyen	26.40	1,750.00	46,200.00
David B. Kurzweil	33.00	1,795.00	59,235.00
Dennis A. Meloro	5.40	1,475.00	7,965.00
Ari Newman	8.80	1,075.00	9,460.00
Nancy A. Peterman	0.70	1,670.00	1,169.00
Danny Duerdoth	1.00	970.00	970.00
Lane McKell	50.80	550.00	27,940.00
Matthew A. Petrie	74.70	975.00	72,832.50
Andrew E. Richardson	32.50	795.00	25,837.50
Sandy Bratton	31.00	495.00	15,345.00
Total:	264.30	1,010.04	\$ 266,954.00

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/10/24	Danny Duerdoth	Summarize X-Caliber litigation and status of receiverships (.9); email M. Kedziora re same (.1).	1.00	970.00
04/11/24	Danny Duerdoth	Confer with N. Peterman and M. Kedziora (both GT) re: X-Caliber litigation (.5); email debtors' counsel re: same and status of receiverships (.2);	0.70	679.00
04/11/24	Shari L. Heyen	Emails to/from K. Stanger regarding deposition on April 16 and open items.	0.60	1,050.00
04/11/24	Martin Kedziora	Review draft protective order.	0.80	756.00
04/11/24	Martin Kedziora	Begin preparation for deposition of CRO.	1.10	1,039.50
04/11/24	Martin Kedziora	Review and analyze X-Caliber's motion to dismiss and related documents (2.7); analyze and develop arguments in response to same (2.1).	4.80	4,536.00
04/11/24	Nancy A. Peterman	Begin to analyze X-Caliber motions.	0.50	835.00
04/11/24	Tyler Salway	Strategize with M. Kedziora (GT) concerning Motion to Dismiss.	0.30	271.50
04/11/24	Maddie Toole	Research case law for response to X-Caliber's motions.	1.70	1,062.50
04/12/24	Danny Duerdoth	Confer with C. Hardman (WS) and M. Kedziora and S. Heyen (both GT) re: status of receiverships and X-Caliber litigation.	1.00	970.00
04/12/24	Danny Duerdoth	Review and analyze X-Caliber motions.	1.60	1,552.00
04/12/24	Shari L. Heyen	Review X-Caliber motion to dismiss (.5); telephone conference with Winston team regarding motion and depositions (.6).	1.10	1,925.00
04/12/24	Martin Kedziora	Prepare for deposition of Mr. Campbell.	2.80	2,646.00
04/12/24	Martin Kedziora	Analyze arguments and strategy related to X-Caliber's motion to dismiss bankruptcy.	2.50	2,362.50
04/12/24	Nancy A. Peterman	Determine strategy and arguments for X-Caliber motions.	1.30	2,171.00
04/12/24	Maddie Toole	Researching case law for response to X-Caliber's motions.	2.40	1,500.00
04/13/24	Danny Duerdoth	Research 1112(b) caselaw (5.0); outline committee's objection to X-Caliber motions (1.2)	6.20	6,014.00
04/13/24	Martin Kedziora	Analyze and develop arguments in response to X-Caliber's motion to dismiss bankruptcy.	3.80	3,591.00
04/14/24	Danny Duerdoth	Research 1112(b) "unusual circumstances" case law (2.3); draft bad faith section to committee's objection (3.2).	5.30	5,141.00
04/14/24	Martin Kedziora	Prepare for deposition of CRO.	1.70	1,606.50
04/14/24	Martin Kedziora	Analyze and develop arguments in response to X-Caliber's motion to dismiss.	4.50	4,252.50
04/14/24	Nancy A. Peterman	Review and analysis of summary of receivership research issues.	1.00	1,670.00
04/14/24	Nancy A. Peterman	Exchange emails with K. Stanger re	0.10	167.00

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		discovery and related issues.		
04/14/24	Maddie Toole	Research case law for response to emergency motion.	2.90	1,812.50
04/15/24	Danny Duerdoth	Continue drafting omnibus objection to X-Caliber motions (6.3); draft outline for April 16 deposition (1.1); email M. Kedziora (GT) re extension limits under Delaware local rules (.2); revise X-Caliber requests for production (.4).	8.00	7,760.00
04/15/24	Shari L. Heyen	Comment on discovery (.2); prepare for deposition tomorrow of CRO (1.0).	1.20	2,100.00
04/15/24	Shari L. Heyen	Prepare for deposition for April 16 with respect to DIP Financing.	0.60	1,050.00
04/15/24	Eric J. Howe	Telephone conference with N. Peterman (GT) to discuss X-Caliber motions to dismiss and for relief from turnover requirement (.4); review and analyze motions, including legal issues related to same (1.6)	2.00	2,490.00
04/15/24	Martin Kedziora	Review and comment on discovery requests related to motion to dismiss.	1.00	945.00
04/15/24	Martin Kedziora	Analyze and develop arguments in response to X-Caliber's motion to dismiss (1.7); review and analyze Debtor's outline/arguments (.5).	2.20	2,079.00
04/15/24	Martin Kedziora	Prepare for and analyze materials in preparation for deposition of CRO.	3.50	3,307.50
04/15/24	Danielle S. Kemp	Telephone call with M. Kedziora (GT) re document requests (.1); Draft Document Requests for X-Caliber Funding LLC (2.6)	2.70	2,092.50
04/15/24	Dennis A. Meloro	Review / analysis of X-Caliber's motion to dismiss.	0.60	885.00
04/15/24	Nancy A. Peterman	Continue to analyze arguments relating to X-Caliber motions.	1.00	1,670.00
04/15/24	Maddie Toole	Researching case law to prepare response to emergency motion to dismiss.	2.60	1,625.00
04/16/24	Danny Duerdoth	Finalize and deliver to X-Caliber requests for production (1.0): Draft list of questions for M. Kedziora (GT) re: Campbell deposition (1.2); emails to M. Kedziora (GT) re: facility information for deposition and witness and exhibit lists (.5); research chapter 11 trustee standards and turnover standards for objection to X-Caliber motions (3.2); draft chapter 11 trustee and turnover standards (3.5); revise objection based on comments from E. Howe (GT) (1.4).	10.80	10,476.00
04/16/24	Shari L. Heyen	Attend deposition of CRO.	8.50	14,875.00
04/16/24	Shari L. Heyen	Telephone conference with GT litigation team regarding motion for extension and discovery.	0.40	700.00
04/16/24	Eric J. Howe	Review and revise objection to X-Caliber motions related to dismissal, appointment of trustee, and turnover (6.3); legal research regarding same (2.7)	9.00	11,205.00

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04/16/24	Martin Kedziora	Evaluate and develop plan for additional discovery relevant to X-Caliber's motion to dismiss.	2.10	1,984.50
04/16/24	Martin Kedziora	Analyze documents in preparation for deposition of CRO.	0.80	756.00
04/16/24	Martin Kedziora	Prepare for and attend deposition of D. Campbell.	8.50	8,032.50
04/16/24	Danielle S. Kemp	Exchange emails with N. Peterman (GT) re Receiver discovery (.2); Draft Deposition Notice re Receiver M. Flanagan (.2); Draft Document Requests re Receiver M. Flanagan (.9)	1.30	1,007.50
04/16/24	Danielle S. Kemp	Telephone call with N. Peterman (GT) re X-Caliber Motion to Dismiss (.2); Draft and Research Motion to Continue Hearing re Motion to Dismiss (4.5)	4.70	3,642.50
04/16/24	Dennis A. Meloro	Call with N. Peterman (GT) re: X Caliber motion to dismiss and hearing.	0.40	590.00
04/16/24	Nancy A. Peterman	Continue to analyze receivership related issues, including arguments, research and witnesses.	2.70	4,509.00
04/16/24	Maddie Toole	Draft response to emergency motion to dismiss.	3.20	2,000.00
04/16/24	Maddie Toole	Review letters of intent for deposition.	1.10	687.50
04/17/24	Danny Duerdoth	Continue drafting chapter 11 trustee and turnover inserts for objection (2.1); draft insert to objection re: Big Shoulder distinctions (1.3); revise objection to X-Caliber motions (1.5); draft motion to expedite hearing on motion to adjourn hearing on X-Caliber motions (1.3).	6.20	6,014.00
04/17/24	Shari L. Heyen	Telephone conference with Delaware counsel regarding Delaware procedural issues for X-Caliber motions.	0.30	525.00
04/17/24	Shari L. Heyen	Telephone conference with P. Tinkham regarding objection to motion to dismiss (.5); update to Committee regarding same (.2).	0.70	1,225.00
04/17/24	Eric J. Howe	Draft objection to X-Caliber motion to dismiss and to excuse turnover (5.5); review and analyze Debtors' objection to same (.8); telephone conferences (2-3) with N. Peterman (GT) regarding same (.7); legal research regarding same (1.3)	8.30	10,333.50
04/17/24	Martin Kedziora	Revise response to X-Caliber's motion to dismiss.	1.70	1,606.50
04/17/24	Martin Kedziora	Analyze arguments and develop strategy for hearing on X-Caliber's motion to dismiss.	2.70	2,551.50
04/17/24	Danielle S. Kemp	Review M. Kedziora (GT) email re revisions to Motion to Adjourn X-Caliber Motions Hearing (.2); Revise Motion to Adjourn X-Caliber Motions Hearing (.5)	0.70	542.50
04/17/24	Dennis A. Meloro	Calls/email with N. Peterman (GT) re: X-Caliber motion to dismiss and response to same/scheduling hearing.	0.40	590.00

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04/17/24	Dennis A. Meloro	Review/analysis of debtors' objection to X-Caliber motion to dismiss or for trustee.	0.60	885.00
04/17/24	Dennis A. Meloro	Review draft committee objection to X-Caliber motion to dismiss or appoint trustee.	0.70	1,032.50
04/17/24	Nancy A. Peterman	Review and comment on draft objection to X-Caliber motions.	5.80	9,686.00
04/18/24	Eric J. Howe	Revise committee objection to X-Caliber motion, including incorporating committee member comments (4.2); prepare materials and arguments for hearing on same (1.7)	5.90	7,345.50
04/18/24	Martin Kedziora	Develop strategy and prepare for hearing on X-Caliber's motion to dismiss, including review of relevant documents (3.4); analyze X-Caliber's production of documents and deficiencies in same, and assess plan for addressing same (2.8); draft response to motion to dismiss and review relevant case law in connection with same (1.1); strategize regarding necessary discovery, witness and exhibit lists, and depositions (1.0).	8.30	7,843.50
04/18/24	Danielle S. Kemp	Telephone call with S. Heyen and M. Kedziora (both GT) re cross examining witnesses at hearing on X-Caliber motions (.4); Review X-Caliber Motions and Declarations (2.4); Review Debtor Response to X-Caliber Motions (2.2).	5.00	3,875.00
04/18/24	Dennis A. Meloro	Review (1.0) and comment (.2) on committee objection to X-Caliber motion to dismiss or appoint trustee.	1.20	1,770.00
04/18/24	Dennis A. Meloro	Review objection to X-Caliber motion for filing.	0.60	885.00
04/18/24	Dennis A. Meloro	Emails with M. Kedziora and S. Heyen (both GT) re: witness and exhibit list for 4/23 hearing.	0.60	885.00
04/18/24	Dennis A. Meloro	Review UST's responses to X-Caliber's section 543 and dismissal motions.	0.10	147.50
04/18/24	Nancy A. Peterman	Analyze X-Caliber liens and collateral package.	0.30	501.00
04/18/24	Nancy A. Peterman	Call with Receiver's counsel re deposition, document discovery and other issues.	0.30	501.00
04/18/24	Nancy A. Peterman	Final review and comment on objection to X-Caliber motions.	0.80	1,336.00
04/18/24	Tyler Salway	Review Receiver background information for deposition (1.0); Correspondence with M. Kedziora (GT) concerning depositions and outstanding discovery actions (.4).	1.40	1,267.00
04/19/24	Danny Duerdoth	Draft witness and exhibit list (.8); Confer with GT team re: next steps in X-Caliber litigation (1.0).	1.80	1,746.00
04/19/24	Shari L. Heyen	Review various documents regarding motion to dismiss.	1.70	2,975.00
04/19/24	Eric J. Howe	Review and analyze corporate authority of X-Caliber borrowers to file	1.00	1,245.00

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04/19/24	Gail L. Jamrok	Conduct on-line research related to appointment of receiver (2.1); correspond with S. Heyen (GT) regarding same (.3).	2.40	1,236.00
04/19/24	Martin Kedziora	Draft and comment on witness and exhibit list (1.0); work on discovery requests (.7); assess deficiencies in X-Caliber's production of documents and develop strategy to address same, prepare meet and confer letter (1.8); develop strategy and assess evidentiary issues for 4/23 hearing (2.7); assess topics and plan for additional depositions (1.5).	7.70	7,276.50
04/19/24	Danielle S. Kemp	Conference call with Committee counsel re Hearing on X-Caliber Motions (1.0); Telephone call with M. Kedziora (GT) and C. Hardman re Exhibit Lists, Depositions, and Hearing (.5).	1.50	1,162.50
04/19/24	Danielle S. Kemp	Continue reviewing filings re preparation of cross examination outlines	7.10	5,502.50
04/19/24	Tyler Salway	Prepare deposition notices (1.0)	1.00	905.00
04/19/24	Tyler Salway	Draft correspondence to opposing counsel re objections to discovery requests and depositions (.8).	0.80	724.00
04/19/24	Tyler Salway	Correspondence with M. Kedziora (GT) re depositions and outstanding discovery actions (.5)	0.50	452.50
04/19/24	Tyler Salway	Research caselaw concerning common interest privilege (1.5)	1.50	1,357.50
04/20/24	Danny Duerdoth	Confer with GT team re: X-Caliber document review.	0.90	873.00
04/20/24	Eric J. Howe	Review and analyze filing authorization issues	0.60	747.00
04/20/24	Kristen Jacobsen	Begin to organize documents for review.	0.50	437.50
04/20/24	Martin Kedziora	Analyze key documents/legal issues and prepare for evidentiary hearing on X-Caliber's motion to dismiss (4.3); address discovery issues and communications re same (1.5); strategize re 4/23 hearing (.8).	6.60	6,237.00
04/20/24	Danielle S. Kemp	Prepare for Flanagan Deposition (1.2); Prepare for J. Deines cross examination (3.0); Prepare for D. Campbell cross examination (3.9)	8.10	6,277.50
04/20/24	Tyler Salway	Call with M. Kedziora (GT) to strategize about open research needs.	0.20	181.00
04/20/24	Jason Temple	Conference with J. Weir (GT) to assist in processing and loading metadata into Relativity for review.	0.40	114.00
04/20/24	Gabe Wasserman	Coordinate with network team to create new Relativity workspace (1.0); upload client files to vendor and coordinate processing per J. Weir (GT) (1.1).	2.10	451.50
04/20/24	Jared Weir	Participate in call with S. Heyen (GT) regarding reviewing documents produced by other parties and address related issues.	0.80	796.00
04/21/24	Danny Duerdoth	Confer with GT team re: next steps in X-	2.50	2,425.00

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		Caliber litigation (.5); confer with C. Hardman (Winston) re: MT4 motion (.2); email summary of call and next steps re: MT4 motion to GT team (1.1); email to debtors' counsel re: MT4 motion (.3); review exhibits needed to be sent to parties in relation to X-Caliber motions (.4).		
04/21/24	Shari L. Heyen	Prepare for April 23 contested hearing regarding motion to dismiss filed by X-Caliber.	2.20	3,850.00
04/21/24	Eric J. Howe	Telephone conference with N. Peterman (GT) to discuss strategy related to X-Caliber motion to dismiss (.8); review and analyze transcripts to prepare for same (1.3); legal research regarding issues related to same (2.2); review and analyze loan and corporate documents related to same (1.6)	5.90	7,345.50
04/21/24	Martin Kedziora	Review and analyze appraisal reports and key documents (3.5); assess discovery issues and develop strategy and arguments re same (2.4); prepare for depositions (2.2); prepare for evidentiary hearing (.7).	8.80	8,316.00
04/21/24	Danielle S. Kemp	Telephone call with Debtors counsel re X-Caliber Hearing strategy (.7); Telephone call with GT team re X-Caliber Hearing strategy (.9); Telephone call with Province re valuations of X-Caliber properties (.8)	2.40	1,860.00
04/21/24	Danielle S. Kemp	Review new documents produced by X-Caliber on April 20th (5.1); Prepare for D. Campbell cross examination (2.2)	7.30	5,657.50
04/21/24	Dennis A. Meloro	Review X-Caliber's reply and declaration in support of dismissal.	0.40	590.00
04/21/24	Nancy A. Peterman	Determine argument and strategy for court hearing on X-Caliber motions.	4.20	7,014.00
04/21/24	Tyler Salway	Research on barring or striking witnesses and adverse inferences for failure to make witness available for depositions.	2.20	1,991.00
04/21/24	Gabe Wasserman	Download 6.5 GB deliverable (1.7); stage to network (1.7); decrypt and import into Relativity workspace per J. Weir (GT) (1.7).	5.10	1,096.50
04/22/24	Danny Duerdoth	Prepare hearing binder for chambers for April 23 hearing (1.3); coordinate delivery to chambers (.3); review and summarize SureFunding chapter 11 case (1.4).	3.00	2,910.00
04/22/24	Shari L. Heyen	Two telephone conferences with Debtors' counsel regarding motion to dismiss and coordination (.5); prepare for contested hearing on motion to dismiss (2.4); telephone conference with Debtors' counsel regarding MT4 status and continued hearing (.2); review exhibits filed last night by X-Caliber (.8); two telephone conferences with Blank Rome and Winston Strawn teams regarding scheduling order (.8); telephone conference with S. Ahmed	5.00	8,750.00

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		regarding same (.3).		
04/22/24	Eric J. Howe	Review and analyze multiple issues related to X-Caliber motions, including review and analysis of underlying loan documents (2.1); telephone conference with N. Peterman (GT) regarding same (.3)	2.40	2,988.00
04/22/24	Kristen Jacobsen	Diligence review of X-Caliber's production.	3.50	3,062.50
04/22/24	Gail L. Jamrok	Correspond with J. Weir (GT) regarding receiver research (.3); continue to index cases from receiver's CV (2.1) review and analysis of cases cited by receiver (3.4).	5.80	2,987.00
04/22/24	Martin Kedziora	Prepare for depositions of E. Smith and Receiver, analyze key documents in connection with same (4.1); review and comment on revised schedule (.2); conference calls with X-Caliber and other parties re same (.8); analyze evidentiary issues and develop strategy for hearing (1.5); analyze discovery issues (.9); review reply brief (.5).	8.00	7,560.00
04/22/24	Danielle S. Kemp	Telephone call with X-Caliber and Debtors re discovery schedule	0.90	697.50
04/22/24	Danielle S. Kemp	Meetings with GT team re hearing strategy (2.0); Continue to review documents produced by X-Caliber re prepare for hearing (4.0); Review X-Caliber Reply Motion (.7); Continue drafting Cross Examination Outlines for hearing (2.8)	9.50	7,362.50
04/22/24	Dennis A. Meloro	Call/emails with N. Peterman, S. Heyen (GT) re: discovery and hearing issues.	0.80	1,180.00
04/22/24	Dennis A. Meloro	Calls/emails with D. Magaziner re: hearings and discovery matters.	0.50	737.50
04/22/24	Nancy A. Peterman	Analyze and determine open discovery related issues.	1.00	1,670.00
04/22/24	Nancy A. Peterman	Several calls with Debtors re X-Caliber motions.	0.90	1,503.00
04/22/24	Nancy A. Peterman	Several calls with Debtors and X-Caliber's counsel to address discovery issues, hearing date and related matters.	0.60	1,002.00
04/22/24	Gabe Wasserman	Revise coding layout in Relativity workspace per J. Weir (GT).	0.50	107.50
04/22/24	Jared Weir	Conference calls with GT team re issues including reviewing documents (1.0); address issues related to evaluating Receiver's background (2.9); address issues related to review of documents produced by other parties (3.4).	7.30	7,263.50
04/23/24	Danny Duerdoth	Review and circulate pleadings from SureFunding bankruptcy cases (.4); chart out document production to date from debtors (1.3).	1.70	1,649.00
04/23/24	Shari L. Heyen	Review and comment on scheduling order.	0.50	875.00
04/23/24	Kristen Jacobsen	Diligence review.	2.30	2,012.50
04/23/24	Gail L. Jamrok	Correspond with J. Weir (GT) regarding upcoming document review and possible	0.40	206.00

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		new tools to speed up same.		
04/23/24	Martin Kedziora	Prepare outline for and attend hearing in front of Judge Horan (2.8); review and comment on scheduling order, correspond re same (.8); develop strategy for evidentiary hearing (1.0); assess and conference call with D. Meloro (GT) re evidentiary issues (.8); prepare for upcoming depositions (1.5).	6.90	6,520.50
04/23/24	Danielle S. Kemp	Review litigation strategy.	0.50	387.50
04/23/24	Danielle S. Kemp	Attention to multiple emails between counsel for Committee, Debtor and X-Caliber re Discovery Order	0.50	387.50
04/23/24	Nancy A. Peterman	Determine strategy for X-Caliber and related issues, including possible resolution.	1.00	1,670.00
04/23/24	Jared Weir	Participate in calls with GT team re issues including document review (0.6); review documents produced by other parties and address related issues (2.1).	2.70	2,686.50
04/24/24	Michael Besser	Conference call regarding document review to prepare for deposition.	0.90	850.50
04/24/24	Melissa B. Davis	Provide minimum production specs for incoming documents (1.2); Meeting with team to discuss review strategy (.2).	1.40	399.00
04/24/24	Danny Duerdoth	Revise and finalize Committee's discovery issues letter.	1.40	1,358.00
04/24/24	Shari L. Heyen	Instructions to team regarding deal structure and bankruptcy process.	0.60	1,050.00
04/24/24	Kristen Jacobsen	All-hands meeting regarding upcoming X-Caliber production.	0.80	700.00
04/24/24	Gail L. Jamrok	Conference Call re upcoming productions from receiver and debtors (.8); review and summarize productions to date (1.2); review and analyze spreadsheet of documents produced by debtors (.4); review docket and distribute relevant bankruptcy pleadings to document review team (.8).	3.20	1,648.00
04/24/24	Martin Kedziora	Analyze and prepare summary of key themes for evidentiary hearing (1.0); develop protocol and coordinate document review (1.5); assess and draft summary of outstanding discovery issues per 4/22 scheduling order (1.7); research and analyze privilege issues (.8); communications re document production and discovery (.8); prepare for depositions (1.0).	6.80	6,426.00
04/24/24	Danielle S. Kemp	Telephone call with GT litigation team re X-Caliber and Flanagan document review (.8); Attention to multiple emails re X-Caliber document production (.3)	1.10	852.50
04/24/24	Gabe Wasserman	Convert and import Debtor's Production documents per J. Weir (GT).	0.70	150.50
04/24/24	Jared Weir	Participate in calls with GT team about	3.00	2,985.00

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		issues related to document review (0.5); participate in call with M. Kedziora (GT) regarding issues including upcoming deposition and document productions (0.8); review documents produced by X-Caliber and Receiver and address related issues (1.7).		
04/25/24	Shari L. Heyen	Telephone conference with litigation team regarding production.	0.30	525.00
04/25/24	Shari L. Heyen	Telephone conference with litigation team regarding documents not produced by X-Caliber's counsel and next steps.	0.30	525.00
04/25/24	Kristen Jacobsen	Review pleadings related to X-Caliber's motion to dismiss for preparation for upcoming depositions related thereto.	1.80	1,575.00
04/25/24	Martin Kedziora	Assess and address discovery issues, communications re same (1.8); analyze key issues and develop strategy and topics for depositions (1.7).	3.50	3,307.50
04/25/24	Danielle S. Kemp	Review multiple emails re X-Caliber and Receiver document production (.3); Communicate with M. Kedziora (GT) re outstanding discovery issues and Receiver deposition (.3).	0.60	465.00
04/25/24	Dennis A. Meloro	Call with D. Magaziner re: discovery issues.	0.10	147.50
04/25/24	Dennis A. Meloro	Call with J. Weir (GT) re: discovery issues.	0.20	295.00
04/25/24	Jason Temple	Format images and metadata to be loaded into Relativity for review and searching (per J. Weir (GT)).	2.40	684.00
04/25/24	Jared Weir	Address issues related to reviewing document productions (1.8); participate in calls with D. Duerdoth and M. Davis (both GT) about issues related to document productions (0.3); participate in call with D. Meloro (GT) about issues relating to documents produced by other parties (0.2); participate in call with Debtors' counsel about ambiguity in Debtors productions (0.2); participate in calls with M. Kedziora (GT) about issues including upcoming depositions and document review and address related issues (0.6).	3.10	3,084.50
04/26/24	Michael Besser	Review relevant pleadings and document review protocol (1.0); begin review of documents in Relativity database (1.5).	2.50	2,362.50
04/26/24	Melissa B. Davis	Run textual near duplication on new documents (1.7); run email threading and create saved search with unique, inclusive documents plus attachments for review (1.8); create review batches (1.7).	5.20	1,482.00
04/26/24	Danny Duerdoth	Review (.7) and revise (1.0) protective order.	1.70	1,649.00
04/26/24	Eric J. Howe	Telephone conference with M. Kedziora (GT) regarding X-Caliber motion	0.30	373.50
04/26/24	Kristen Jacobsen	Review production from X-Caliber in	11.80	10,325.00

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		advance of deposition on 4/29.		
04/26/24	Martin Kedziora	Assess and address discovery issues (.8); multiple emails and conference calls with debtor's and X-Caliber's counsel re same (.7); develop plan and coordinate review of documents produced by X-Caliber and Receiver (1.2); develop strategy and outline for depositions of Receiver and Ed Smith (1.5).	4.20	3,969.00
04/26/24	Danielle S. Kemp	Review multiple emails re X-Caliber and Receiver productions.	0.40	310.00
04/26/24	Danielle S. Kemp	Continue drafting outline for Receiver deposition (1.5); Continue reviewing documents re Receiver deposition (2.0).	3.50	2,712.50
04/26/24	Nancy A. Peterman	Address discovery questions.	0.50	835.00
04/26/24	Jason Temple	Format and process client documents to be loaded into Relativity (per J. Weir).	3.70	1,054.50
04/26/24	Gabe Wasserman	Download, stage and import production documents into Relativity workspace for attorney review per J. Weir.	5.20	1,118.00
04/26/24	Jared Weir	Address issues related to processing and reviewing document productions by Receiver and X-Caliber (5.4); participate in calls with GT litigation support about processing and reviewing documents (1.0); participate in call with J. Davis (GT) about privilege issues (0.2); participate in calls with K. Jacobsen, D. Duerdoth, and M. Besser (all GT) about document review (0.6); participate in call with P. Navid about financial analysis (0.1); participate in calls with M. Kedziora (GT) about issues including document review and upcoming depositions (1.2).	8.50	8,457.50
04/27/24	Michael Besser	Continue review of documents in Relativity database.	2.70	2,551.50
04/27/24	Danny Duerdoth	Perform document review re: X-Caliber's production.	5.20	5,044.00
04/27/24	Danny Duerdoth	Continue revising protective order (1.6); draft cross-notices of deposition (.6).	2.20	2,134.00
04/27/24	Kristen Jacobsen	Review production from M. Flanagan (Receiver) in advance of deposition on 4/29.	8.80	7,700.00
04/27/24	Martin Kedziora	Review key documents and prepare for depositions of Receiver and Ed Smith (3.8); prepare for and conference call with FA (.6); assess outstanding discovery issues (.5).	4.90	4,630.50
04/27/24	Danielle S. Kemp	Conference call with M. Kedziora, J. Weir (both GT) and Province re X-Caliber and Flanagan document review.	0.70	542.50
04/27/24	Danielle S. Kemp	Review documents produced by X-Caliber and Receiver (1.7); Continue preparing for Receiver Deposition (1.8)	3.50	2,712.50
04/27/24	Dennis A. Meloro	Review, file Flanagan and Smith cross deposition notices (.2); email with D.	0.30	442.50

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		Duerdoth re: same (.1).		
04/27/24	Tyler Salway	Correspondence with M. Kedziora (GT) re upcoming depositions.	0.10	90.50
04/27/24	Jared Weir	Review documents produced by X-Caliber and Receiver and address related issues (5.3); participate in call with M. Besser (GT) regarding same (0.1); participate in call with D. Duerdoth (GT) re document review and related issues (0.2); participate in call with M. Kedziora (GT) re issues including document review (0.6).	6.20	6,169.00
04/28/24	Melissa B. Davis	Run textual near duplication on new documents received Saturday (.7); update email threading and create saved search with unique, inclusive documents plus attachments for review (.7).	1.40	399.00
04/28/24	Shari L. Heyen	All-hands call with litigation team and Province regarding X-Caliber's motion to dismiss (5); call with litigation team in preparation for depositions on April 29 and May 1 (1.0).	1.50	2,625.00
04/28/24	Kristen Jacobsen	Review production from M. Flanagan (Receiver) in advance of deposition on 4/29.	5.00	4,375.00
04/28/24	Martin Kedziora	Review materials and develop strategy and topics for depositions of Receiver and Ed Smith (2.9); prepare for and conference call with Province re same (.8); assess and address discovery issues, email and telephonic communications re same (1.2); analyze issues and develop strategy for hearing (1.2).	6.10	5,764.50
04/28/24	Danielle S. Kemp	Review documents re Flanagan deposition	2.70	2,092.50
04/28/24	Danielle S. Kemp	Telephone call with J. Weir, S. Heyen, M. Kedziora (all GT) and Province re document review (.8); Telephone call with M. Kedziora and J. Weir (GT) re deficiencies in X-Caliber and Flanagan document production (.3); review emails re X-Caliber and Flanagan document productions (.2); Telephone call with GT team re Flanagan deposition (1.1).	2.40	1,860.00
04/28/24	Nancy A. Peterman	Analyze privilege and confidentiality issues relating to certain discovery.	0.50	835.00
04/28/24	Nancy A. Peterman	Determine strategy for upcoming depositions.	1.10	1,837.00
04/28/24	Tyler Salway	Review documents produced for depositions.	0.40	362.00
04/28/24	Jared Weir	Participate in call with Province and GT attorneys re issues including upcoming depositions (0.7); participate in calls with M. Kedziora on issues including depositions (0.5); address issues related to X-Caliber's specious privilege claims (0.2); review documents produced by X-Caliber and	3.80	3,781.00

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04/28/24	Jared Weir	receiver and address related issues (2.4). Participate in calls with S. Heyen on issues including financial analysis.	0.20	199.00
04/28/24	Jared Weir	Review case issues for purposes of document review.	1.00	995.00
04/29/24	Shari L. Heyen	Respond to multiple questions from Committee member regarding April 29 deposition and provide information regarding same, including certain documents produced by X-Caliber.	0.80	1,400.00
04/29/24	Shari L. Heyen	Attend portion of M. Flanagan deposition (1.0); conference with Province and litigation team regarding May 1, 2024 deposition (.6).	1.60	2,800.00
04/29/24	Kristen Jacobsen	Review production from M. Flanagan (Receiver).	3.50	3,062.50
04/29/24	Martin Kedziora	Prepare for and attend deposition of Receiver (8.0); prepare witness list (.3); analyze documents and prepare for deposition of E. Smith (1.2); address discovery issues (.3)	9.80	9,261.00
04/29/24	Danielle S. Kemp	Attention to multiple emails re Updated Witness Lists, JLL Deposition, Discovery Issues	0.30	232.50
04/29/24	Danielle S. Kemp	Participate in the deposition of Michael Flanagan (Receiver) (8.0); Telephone calls with K. Stanger and M. Kedziora re Flanagan deposition (.3); Email Debtors re Flanagan Exhibits (.3)	8.60	6,665.00
04/29/24	Nancy A. Peterman	Review discovery related issues, including Flanagan (Receiver) deposition issues and questions throughout day.	0.40	668.00
04/29/24	Tyler Salway	Review documents produced for depositions.	1.00	905.00
04/29/24	Jared Weir	Review documents produced by X-Caliber and Receiver for purposes of depositions and upcoming hearing and address related issues (2.5); participate in calls with S. Heyen and M. Kedziora (both GT) re issues related to document productions (0.2); address issues related to privilege claims (1.7).	4.40	4,378.00
04/30/24	Shari L. Heyen	Emails to/from Committee member regarding upcoming deposition of JLL and status of hearings.	0.60	1,050.00
04/30/24	Eric J. Howe	Analyze issues related to X-Caliber collateral package and summarize same for GT litigation team	0.50	622.50
04/30/24	Martin Kedziora	Review and analyze JLL appraisals and other key documents in preparation for deposition of Ed Smith (4.1); develop deposition outline and strategy (4.1); review M. Myers declaration (.7).	8.80	8,316.00
04/30/24	Danielle S. Kemp	Attention to emails re valuations (.3); Telephone call with M. Kedziora (GT) re JLL	0.70	542.50

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		deposition (.2); Attention to emails re hearing strategy (.2)		
04/30/24	Danielle S. Kemp	Review M. Myers Declaration	0.30	232.50
04/30/24	Nancy A. Peterman	Review Province analysis of valuation information from various potential witnesses relating to X-Caliber motions.	0.70	1,169.00
04/30/24	Nancy A. Peterman	Review and analysis of Mark Myers declaration in support of DIP financing and in support of objections to X-Caliber motions.	0.30	501.00
04/30/24	Nancy A. Peterman	Determine strategy for deposition of JLL valuation expert.	1.00	1,670.00
04/30/24	Jared Weir	Address issues related to reviewing thousands of documents produced to the Committee recently.	0.50	497.50
			Total Hours:	519.80 506,207.50

TIMEKEEPER SUMMARY FOR TASK CODE 810.

LITIGATION MATTERS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Shari L. Heyen	28.50	1,750.00	49,875.00
Eric J. Howe	35.90	1,245.00	44,695.50
Martin Kedziora	134.90	945.00	127,480.50
Danielle S. Kemp	77.00	775.00	59,675.00
Dennis A. Meloro	7.50	1,475.00	11,062.50
Nancy A. Peterman	26.00	1,670.00	43,420.00
Michael Besser	6.10	945.00	5,764.50
Danny Duerdoth	61.20	970.00	59,364.00
Kristen Jacobsen	38.00	875.00	33,250.00
Tyler Salway	9.40	905.00	8,507.00
Maddie Toole	13.90	625.00	8,687.50
Jared Weir	41.50	995.00	41,292.50
Gail L. Jamrok	11.80	515.00	6,077.00
Melissa B. Davis	8.00	285.00	2,280.00
Gabe Wasserman	13.60	215.00	2,924.00
Jason Temple	6.50	285.00	1,852.50
Total:	519.80	973.85	\$ 506,207.50

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TASK CODE: 813 FEE/EMPLOYMENT APPLICATIONS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/10/24	Danny Duerdoth	Email C. Greenberg (GT) re drafting retention application for GT.	0.20	194.00
04/11/24	Dennis A. Meloro	Review GT pro hac motions for filing.	0.10	147.50
04/18/24	Danny Duerdoth	Revise GT's retention application.	4.50	4,365.00
04/22/24	Dennis A. Meloro	Review debtors' omnibus reply in support of retention applications, OCP, and interim comp procedures.	0.10	147.50
04/25/24	Danny Duerdoth	Revise Province's retention application.	0.50	485.00
04/26/24	Shari L. Heyen	Revise Province retention application (.5); telephone conference with Province regarding same (.2).	0.70	1,225.00
04/28/24	Danny Duerdoth	Revise retention applications for GT (.4) and Province (.3).	0.70	679.00
04/30/24	Danny Duerdoth	Revise retention application of GT (.2); Revise retention application of Province (.2).	0.40	388.00
04/30/24	Dennis A. Meloro	Review draft Province retention application.	0.30	442.50
Total Hours:			7.50	8,073.50

TIMEKEEPER SUMMARY FOR TASK CODE 813,

FEE/EMPLOYMENT APPLICATIONS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Shari L. Heyen	0.70	1,750.00	1,225.00
Dennis A. Meloro	0.50	1,475.00	737.50
Danny Duerdoth	6.30	970.00	6,111.00
Total:	7.50	1,076.47	\$ 8,073.50

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TASK CODE: 831 CREDITORS' COMMITTEE - GENERAL

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/10/24	Sandy Bratton	Prepare draft Bylaws for Creditors' Committee (.5) and emails relating to same (.1).	0.60	297.00
04/10/24	Danny Duerdoth	Coordinate interviews with financial advisors for committee position.	2.30	2,231.00
04/10/24	David B. Kurzweil	Revise proposed committee bylaws.	0.40	718.00
04/11/24	Nancy A. Peterman	Telephone conference with D. McQuire re committee issues.	0.30	501.00
04/12/24	Danny Duerdoth	Email committee member case update, case calendar and UCC contact list.	0.70	679.00
04/12/24	Shari L. Heyen	Review case pleadings in preparation for Committee meeting and pending litigation.	3.70	6,475.00
04/14/24	Nancy A. Peterman	Review and comment on Committee bylaws.	0.30	501.00
04/15/24	Danny Duerdoth	Coordinate new committee meeting.	0.40	388.00
04/15/24	Shari L. Heyen	Update to creditors committee regarding second day hearing and objections on deck (.2); respond to questions from creditors committee member regarding hearing (.3).	0.60	1,050.00
04/16/24	Danny Duerdoth	Revise committee bylaws based on comments from N. Peterman (GT) (1.4); draft agenda for 4/17 committee meeting (.3).	1.70	1,649.00
04/16/24	Shari L. Heyen	Answer questions from Committee members regarding receivership debtors.	0.30	525.00
04/17/24	Danny Duerdoth	Attend committee meeting.	1.00	970.00
04/17/24	Shari L. Heyen	Prepare for Committee call (.6); attend Committee call (1.0).	1.60	2,800.00
04/18/24	Danny Duerdoth	Attend committee meeting (.5); draft committee minutes (1.0).	1.50	1,455.00
04/18/24	Shari L. Heyen	Call with Committee regarding objection to motion to dismiss.	0.50	875.00
04/18/24	Nancy A. Peterman	Meet with Committee re case status, DIP financing, X-Caliber motions.	0.50	835.00
04/22/24	Nancy A. Peterman	Draft email update to Committee.	0.40	668.00
04/25/24	Shari L. Heyen	Review draft reports from Province.	0.50	875.00
04/26/24	Danny Duerdoth	Confer with Province team (P. Navid and A. Almeida) and GT team (N. Peterman and S. Heyen) re: committee presentation.	1.10	1,067.00
04/26/24	Danny Duerdoth	Draft summary of meeting of creditors for committee.	1.00	970.00
04/26/24	Nancy A. Peterman	Revise and comment on revised Province Committee presentation (.70); call with Province re same (.40).	1.10	1,837.00
04/28/24	Danny Duerdoth	Draft committee minutes for 4.11 meeting (.3); revise committee bylaws (.2).	0.50	485.00
04/29/24	Shari L. Heyen	Prepare for 4/30/24 Committee meeting.	0.60	1,050.00
04/30/24	Danny Duerdoth	Attend committee meeting (1.0); draft committee meeting minutes (.2).	1.20	1,164.00

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04/30/24	Danny Duerdoth	Email committee re: retention applications, bylaws and minutes.	0.30	291.00
04/30/24	Shari L. Heyen	Prepare for (.6) and attend (1.0) Committee meeting.	1.60	2,800.00
04/30/24	Shari L. Heyen	Provide comments to Province draft deck for the Committee.	0.60	1,050.00
04/30/24	Nancy A. Peterman	Review and analysis of Province presentation to committee re overview of Debtors' business.	0.90	1,503.00
04/30/24	Nancy A. Peterman	Prepare for (.60) and attend (1.0) Committee meeting.	1.60	2,672.00
04/30/24	Nancy A. Peterman	Call with Province team regarding analysis of potential assets.	0.50	835.00
			Total Hours:	28.30 39,216.00

TIMEKEEPER SUMMARY FOR TASK CODE 831

CREDITORS' COMMITTEE - GENERAL

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Shari L. Heyen	10.00	1,750.00	17,500.00
David B. Kurzweil	0.40	1,795.00	718.00
Nancy A. Peterman	5.60	1,670.00	9,352.00
Danny Duerdoth	11.70	970.00	11,349.00
Sandy Bratton	0.60	495.00	297.00
Total:	28.30	1,385.72	\$ 39,216.00

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TASK CODE: 832 CREDITOR INQUIRIES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/22/24	Danny Duerdoth	Email personal injury attorney re: appointment of creditors' committee.	0.10	97.00
04/26/24	Danny Duerdoth	Attend 341 meeting.	1.90	<u>1,843.00</u>
Total Hours:			2.00	1,940.00

TIMEKEEPER SUMMARY FOR TASK CODE 832,

CREDITOR INQUIRIES

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Danny Duerdoth	2.00	970.00	1,940.00
Total:	2.00	970.00	\$ 1,940.00

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TASK CODE: 833 COURT HEARINGS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/15/24	Shari L. Heyen	Respond to D. McGuire regarding April 23 hearing.	0.20	350.00
04/18/24	Shari L. Heyen	Prepare, with litigation team, for hearing on April 23, 2024.	2.20	3,850.00
04/18/24	Shari L. Heyen	Telephone conference with Province regarding open items and hearing on April 23, 2024.	0.50	875.00
04/18/24	Dennis A. Meloro	Call with S. Heyen (GT) re: witnesses/exhibits for 4/23 hearing.	0.20	295.00
04/19/24	Dennis A. Meloro	Review 4/23 hearing agenda.	0.10	147.50
04/19/24	Dennis A. Meloro	Review, file witness and exhibit list for 4/23 hearing.	0.30	442.50
04/19/24	Dennis A. Meloro	Review debtor witness and exhibit list for 4/23 hearing.	0.10	147.50
04/19/24	Nancy A. Peterman	Begin to prepare for court hearing on X-Caliber motions.	1.90	3,173.00
04/20/24	Shari L. Heyen	Hearing preparation for April 22.	0.70	1,225.00
04/20/24	Nancy A. Peterman	Prepare for court hearing, including review and analysis of CRO deposition transcript (1.9), relevant caselaw (2.3), all briefing (1.5) and other information (.50).	6.20	10,354.00
04/21/24	Dennis A. Meloro	Review X-Caliber's witness and exhibit list for 4/23 hearing.	0.10	147.50
04/21/24	Dennis A. Meloro	Prep call re: 4/23 hearing and open discovery issues with GT team.	0.80	1,180.00
04/21/24	Dennis A. Meloro	Call to D. Magaziner re: 4/23 hearing.	0.10	147.50
04/21/24	Dennis A. Meloro	Email with M. Kedziora (GT) re: 4/23 hearing exhibits.	0.10	147.50
04/21/24	Dennis A. Meloro	Call with D. Magaziner re: 4/23 hearing and scheduling matters.	0.10	147.50
04/22/24	Danny Duerdoth	Attend all-hands conference with attorneys for debtors, committee and X-Caliber re: status of April 23 hearing.	1.00	970.00
04/22/24	Danny Duerdoth	Attend status conference	0.50	485.00
04/22/24	Shari L. Heyen	Prepare for and attend scheduled conference with Judge Horan.	1.20	2,100.00
04/22/24	Martin Kedziora	Prepare for and attend status conference with the Court.	1.20	1,134.00
04/22/24	Danielle S. Kemp	Participate in status hearing	0.70	542.50
04/22/24	Dennis A. Meloro	All parties call re: 4/23 hearing, discovery, and scheduling matters.	0.30	442.50
04/22/24	Dennis A. Meloro	Attend 4/22 status and discovery hearing.	0.70	1,032.50
04/22/24	Nancy A. Peterman	Prepare for (.7) and attend (1.0) court hearing re X-Caliber motions and continuance of hearing.	1.70	2,839.00
04/23/24	Danny Duerdoth	Attend April 23 Omnibus hearing.	0.50	485.00
04/23/24	Shari L. Heyen	Prepare for(1.0) and attend (1.0) hearing in Delaware.	2.00	3,500.00
04/23/24	Danielle S. Kemp	Attend SC Healthcare Hearing	1.00	775.00

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04/23/24	Dennis A. Meloro	Prepare for (.7) and attend (1.0) 4/23 hearing.	1.70	2,507.50
04/23/24	Dennis A. Meloro	Review witness and declaration issues for upcoming hearing (2); emails with S. Heyen (GT) re: same (.1).	0.30	442.50
04/23/24	Dennis A. Meloro	Call with M. Kedziora (GT) re: witness issues for upcoming hearings.	0.10	147.50
04/23/24	Nancy A. Peterman	Attend court hearing.	1.00	1,670.00
04/29/24	Dennis A. Meloro	Review and file witness list for hearing (.1); emails with M. Kedziora (GT) re: same (.1).	0.20	295.00
			Total Hours:	27.70 41,997.50

TIMEKEEPER SUMMARY FOR TASK CODE 833.

COURT HEARINGS

Timekeeper Name	Hours Billed	Standard Rate	Standard Amount
Shari L. Heyen	6.80	1,750.00	11,900.00
Martin Kedziora	1.20	945.00	1,134.00
Danielle S. Kemp	1.70	775.00	1,317.50
Dennis A. Meloro	5.20	1,475.00	7,670.00
Nancy A. Peterman	10.80	1,670.00	18,036.00
Danny Duerdoth	2.00	970.00	1,940.00
Total:	27.70	1,516.16	\$ 41,997.50

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TASK CODE: 834 GENERAL CORPORATE MATTERS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/11/24	Danny Duerdoth	Draft GT's initial diligence request list.	3.20	3,104.00
04/12/24	Danny Duerdoth	Continue preparing initial diligence request list (1.0); deliver to debtors' counsel initial diligence requests of GT and Province (.1).	1.10	1,067.00
04/21/24	Danny Duerdoth	Emails with debtors re: outstanding diligence request items.	0.40	388.00
04/21/24	Dennis A. Meloro	Review corporate authority issues (.2); email with S. Heyen re: same (.1).	0.30	442.50
Total Hours:			5.00	5,001.50

TIMEKEEPER SUMMARY FOR TASK CODE 834

GENERAL CORPORATE MATTERS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Dennis A. Meloro	0.30	1,475.00	442.50
Danny Duerdoth	4.70	970.00	4,559.00
Total:	5.00	1,000.30	\$ 5,001.50

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TASK CODE: 838 SALE OF PROPERTY

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/16/24	Shari L. Heyen	Email to/from Province regarding sale process and valuation.	0.40	700.00
04/21/24	Shari L. Heyen	Communication with Province regarding valuations.	0.70	1,225.00
04/21/24	Shari L. Heyen	Emails to debtors' counsel requesting access to sale data room.	0.20	350.00
04/29/24	Shari L. Heyen	Telephone conference with D. McGuire regarding bid procedures, May 21, 2024 hearing and bar date motion.	0.30	525.00
04/29/24	Dennis A. Meloro	Call with N. Peterman (GT) re: bid procedures, sale, and related issues.	0.40	590.00
04/29/24	Dennis A. Meloro	Call with D. Magaziner re: bid procedures.	0.10	147.50
04/29/24	Nancy A. Peterman	Address issues relating to sale process and timing of same.	0.40	668.00
04/30/24	Nancy A. Peterman	Exchange emails with Winston attorneys regarding bid procedures motion, bar date motion and retention of W&D.	0.20	334.00
Total Hours:			2.70	4,539.50

TIMEKEEPER SUMMARY FOR TASK CODE 838,

SALE OF PROPERTY

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Shari L. Heyen	1.60	1,750.00	2,800.00
Dennis A. Meloro	0.50	1,475.00	737.50
Nancy A. Peterman	0.60	1,670.00	1,002.00
Total:	2.70	1,681.30	\$ 4,539.50

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TASK CODE: 922 TRAVEL

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/21/24	Shari L. Heyen	Travel from Houston to Delaware to attend court hearing.	4.00	3,500.00
04/21/24	Nancy A. Peterman	Travel to Delaware for court hearing.	4.00	3,340.00
04/22/24	Danielle S. Kemp	Travel to Delaware for hearing.	5.00	1,937.50
04/23/24	Shari L. Heyen	Travel from Delaware to Houston after hearing.	4.30	3,762.50
04/23/24	Danielle S. Kemp	Travel home from Delaware Hearing	5.00	1,937.50
04/23/24	Nancy A. Peterman	Travel to Chicago after hearing.	3.00	2,505.00
Total Hours:			25.30	16,982.50

TIMEKEEPER SUMMARY FOR TASK CODE 922

TRAVEL

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Shari L. Heyen	8.30	875.00	7,262.50
Danielle S. Kemp	10.00	387.50	3,875.00
Nancy A. Peterman	7.00	835.00	5,845.00
Total:	25.30		\$ 16,982.50

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 Matter No.: 224973.010100

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TASK CODE: 963 FIRST DAY MOTIONS/FILINGS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/11/24	Shari L. Heyen	Review selected first-day motions and orders for status.	0.80	1,400.00
04/13/24	Danny Duerdoth	Review and analyze first day motions and related interim orders (3.4); email recommendations re: first days to N. Peterman and S. Heyen (both GT) (1.1).	4.50	4,365.00
Total Hours:			5.30	5,765.00

TIMEKEEPER SUMMARY FOR TASK CODE 963,

FIRST DAY MOTIONS/FILINGS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Shari L. Heyen	0.80	1,750.00	1,400.00
Danny Duerdoth	4.50	970.00	4,365.00
Total:	5.30	1,087.74	\$ 5,765.00

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TASK CODE: 964 SECOND DAY MOTIONS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/12/24	Danny Duerdoth	Review and analyze relief requested in second day motions.	1.00	970.00
04/13/24	Danny Duerdoth	Continue reviewing and analyzing second day motions (.7); email recommendations re: same to N. Peterman and S. Heyen (both GT) (.4).	1.10	1,067.00
04/14/24	Nancy A. Peterman	Review and analysis of second day hearing motions and possible issues.	0.40	668.00
04/19/24	Danny Duerdoth	Draft omnibus objection to second day motions (.3); Draft issues list for second days (1.0).	1.30	1,261.00
04/20/24	Danny Duerdoth	Confer with Winston team (D. McGuire, C. Hardman, J. Mudd) and Province team (P. Navid, T. James and G. Garo Khachikian) re: second days.	0.20	194.00
04/21/24	Danny Duerdoth	Summarize status of second days for E. Howe (GT) (1.1); emails with debtors' counsel re: cash management (.3).	1.40	1,358.00
04/21/24	Eric J. Howe	Review and comment on second day orders	0.90	<u>1,120.50</u>
Total Hours:			6.30	6,638.50

TIMEKEEPER SUMMARY FOR TASK CODE 964

SECOND DAY MOTIONS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Eric J. Howe	0.90	1,245.00	1,120.50
Nancy A. Peterman	0.40	1,670.00	668.00
Danny Duerdoth	5.00	970.00	4,850.00
Total:	6.30	1,053.73	\$ 6,638.50

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TASK ACTIVITY GRAND TOTAL SUMMARY

<u>Task Code</u>	<u>Task Description</u>	<u>Hours</u>	<u>Standard Amount</u>
803	BUSINESS OPERATIONS	3.20	4,950.00
804	CASE ADMINISTRATION	29.00	39,659.50
809	FINANCING MATTERS & CASH COLL	264.30	266,954.00
810	LITIGATION MATTERS	519.80	506,207.50
813	FEE/EMPLOYMENT APPLICATIONS	7.50	8,073.50
831	CREDITORS' COMMITTEE - GENERAL	28.30	39,216.00
832	CREDITOR INQUIRIES	2.00	1,940.00
833	COURT HEARINGS	27.70	41,997.50
834	GENERAL CORPORATE MATTERS	5.00	5,001.50
838	SALE OF PROPERTY	2.70	4,539.50
922	TRAVEL	25.30	16,982.50
963	First Day Motions/Filings	5.30	5,765.00
964	Second Day Motions	6.30	6,638.50
	Total:	926.40	\$ 947,925.00

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TIMEKEEPER ACTIVITY GRAND TOTAL SUMMARY

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Standard Rate</u>	<u>Standard Amount</u>
Shari L. Heyen	81.10	1,750.00	141,925.00
Shari L. Heyen	8.30	875.00	7,262.50
Eric J. Howe	36.80	1,245.00	45,816.00
Martin Kedziora	136.10	945.00	128,614.50
Danielle S. Kemp	79.20	775.00	61,380.00
Danielle S. Kemp	10.00	387.50	3,875.00
David B. Kurzweil	34.00	1,795.00	61,030.00
Dennis A. Meloro	21.90	1,475.00	32,302.50
Ari Newman	8.80	1,075.00	9,460.00
Nancy A. Peterman	54.10	1,670.00	90,347.00
Nancy A. Peterman	7.00	835.00	5,845.00
Michael Besser	6.10	945.00	5,764.50
Danny Duerdoth	107.90	970.00	104,663.00
Kristen Jacobsen	38.00	875.00	33,250.00
Lane McKell	51.30	550.00	28,215.00
Matthew A. Petrie	77.00	975.00	75,075.00
Andrew E. Richardson	32.50	795.00	25,837.50
Tyler Salway	9.40	905.00	8,507.00
Maddie Toole	13.90	625.00	8,687.50
Jared Weir	41.50	995.00	41,292.50
Sandy Bratton	31.60	495.00	15,642.00
Gail L. Jamrok	11.80	515.00	6,077.00
Melissa B. Davis	8.00	285.00	2,280.00
Gabe Wasserman	13.60	215.00	2,924.00
Jason Temple	6.50	285.00	1,852.50
Total:	926.40	1,041.57	\$ 947,925.00

Exhibit B

(Expenses)

Invoice No.: 1000682203
 Re: SC Healthcare Holding, LLC, et al.
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Description of Expenses Billed:

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
04/19/24	VENDOR: Veritext LLC (2569) - ACH INVOICE#: 7346459 DATE: 4/19/2024 Case: In Re: SC Healthcare Holding LLC, Et Al. v.	\$ 2,691.20
04/19/24	VENDOR: Kemp, Danielle S. INVOICE#: 40490 DATE: 4/19/2024 Airfare; 04/19/2024 Bankruptcy Court Hearing; Merchant: American Airlines	\$ 711.19
04/22/24	VENDOR: Kemp, Danielle S. INVOICE#: 40490 DATE: 4/19/2024 Breakfast; 04/22/2024 Bankruptcy Court Hearing; Merchant: VooDoo Doughnut; Attendees: Danielle Kemp	\$ 7.27
04/22/24	VENDOR: Wright Express Financial Services Corpor INVOICE#: 00050124772 DATE: 5/1/2024 Pro Hac Vice Fee For Kemp and Kedziora ; Courts/Usdc-De on 4/22/2024 (Unique ID# 4A32114H2T5JAFJ48N)	\$ 100.00
04/22/24	VENDOR: Kemp, Danielle S. INVOICE#: 40490 DATE: 4/19/2024 Car Service/Taxi; 04/22/2024 Bankruptcy Court Hearing; Merchant: Uber	\$ 47.98
04/23/24	VENDOR: Kemp, Danielle S. INVOICE#: 40490 DATE: 4/19/2024 Breakfast; 04/23/2024 Bankruptcy Court Hearing; Merchant: Starbucks; Attendees: Danielle Kemp	\$ 3.25
04/23/24	VENDOR: Kemp, Danielle S. INVOICE#: 40490 DATE: 4/19/2024 Lunch; 04/23/2024 Bankruptcy Court Hearing; Merchant: Independence Prime; Attendees: Danielle Kemp	\$ 28.90
04/23/24	VENDOR: Kemp, Danielle S. INVOICE#: 40490 DATE: 4/19/2024 Car Service/Taxi; 04/23/2024 Bankruptcy Court Hearing; Merchant: Uber	\$ 70.59
04/23/24	VENDOR: Parcels, Inc. - ACH INVOICE#: 1078940 DATE: 4/23/2024 Sales Order #828252; Courier service on 4/23/24	\$ 100.00
04/23/24	VENDOR: Parcels, Inc. - ACH INVOICE#: 1078927 DATE: 4/23/2024 Sales Order #828216; Courier service on 4/23/24	\$ 100.00
04/23/24	VENDOR: Parcels, Inc. - ACH INVOICE#: 1078731 DATE: 4/23/2024 Sales Order #828244;Production Center on 4/23/24	\$ 51.84
04/23/24	VENDOR: Kemp, Danielle S. INVOICE#: 40490 DATE: 4/19/2024 Hotel; 04/23/2024 Bankruptcy Court Hearing; Merchant: Hotel Du Pont	\$ 328.90
	Total Expenses:	\$ 4,241.12

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

Objection Deadline: July 1, 2024 at 4:00 p.m. (ET)

Hearing Date: To be determined if any objection is filed

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that Greenberg Traurig, LLP, counsel to the Official Committee of Unsecured Creditors in the above-captioned cases, filed the *First Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Official Committee of Unsecured Creditors of SC Healthcare Holdings, LLC, et al., for Allowance of Compensation and Reimbursement of Expenses for the Period from April 10, 2024 through April 30, 2024* (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE THAT any response or objection to the Application must be filed with the Court on, or prior to, **July 1, 2024 at 4:00 p.m. (Prevailing Eastern Time)** and served upon: (a) the Debtors, 830 W. Trailcreek Drive, Peoria, IL 61614, Attn: David R. Campbell (dcampbell@getzlerhenrich.com); (b) co-counsel to the Debtors, Winston & Strawn LLP, 35 West Wacker Drive, Chicago, IL 60601, Attn.: Gregory M. Gartland (ggartland@winston.com), Daniel J. McGuire (dmcguire@winston.com), and Joel McKnight Mudd (jmudd@winston.com) and 200 Park Avenue, New York, NY 10166, Attn.: Carrie V. Hardman (chardman@winston.com) and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn.: Andrew L. Magaziner (amagaziner@ycst.com), Shella Borovinskaya (sborovinskaya@ycst.com), and Carol E. Cox (ccox@ycst.com); (c) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Linda Richenderfer (Linda.Richenderfer@usdoj.gov) and Jon Lipshie (Jon.Lipshie@usdoj.gov); (d) counsel to the Official Committee of Unsecured Creditors, Greenberg Traurig, LLP, 77 West Wacker Drive, Suite 3100, Chicago, IL 60601, Attn: Nancy A. Peterman (peterman@gtlaw.com) and Danny Duerdoth (duerdothd@gtlaw.com), and 1000 Louisiana Street, Suite 6700, Houston, TX 77002, Attn: Shari L. Heyen (shari.heyen@gtlaw.com), and 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801, Attn: Anthony W. Clark (anthony.clark@gtlaw.com) and Dennis A. Meloro

¹ The last four digits of SC Healthcare Holding, LLC’s tax identification number are 2584. The mailing address for SC Healthcare Holding, LLC is c/o Petersen Health Care Management, LLC 830 West Trailcreek Dr., Peoria, IL 61614. Due to the large number of debtors in these Chapter 11 Cases, whose cases are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information is available on a website of the Debtors’ claims and noticing agent at www.kccllc.net/Petersen.

(dennis.meloro@gtlaw.com); e) counsel to the DIP Lender, Norton Rose Fulbright US LLP, 1301 Avenue of the Americas, New York, NY 10019, Attn: Robert M. Hirsh (robert.hirsh@nortonrosefulbright.com) and Emily Hong (emily.hong@nortonrosefulbright.com) and Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19801, Attn: Eric J. Monzo (emonzo@morrisjames.com); and (f) counsel to Column Financial, Inc., Holland & Knight, LLP, 511 Union Street, Ste. 2700, Nashville, Tennessee 37219, Attn: Tyler Lane (tyler.layne@hkclaw.com) and Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, P.O. Box 2087, Wilmington, Delaware 19899, Attn: Adam Landis (landis@lrclaw.com) and Rick Cobb (cobb@lrclaw.com).

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS [DOCKET NO. 235], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED MONTHLY FEES AND 100% OF REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURES WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.

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Dated: June 15, 2024

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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Wilmington, DE 19801
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Facsimile: (302) 661-7360
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-and-

Nancy A. Peterman (admitted *pro hac vice*)
Danny Duerdoth (admitted *pro hac vice*)
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**COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**