

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

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| In re: SC HEALTHCARE HOLDING, LLC, <i>et al.</i> , ¹ Debtors. | Chapter 11 Case No. 24-10443 (TMH) (Jointly Administered) Obj. Deadline: September 4, 2024 at 4:00 p.m. Hearing Date: September 24, 2024 at 11:00 a.m. |
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SUMMARY OF FIRST INTERIM FEE APPLICATION OF PORZIO, BROMBERG & NEWMAN, P.C., AS COUNSEL TO THE PATIENT CARE OMBUDSMAN, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF APRIL 18, 2024 THROUGH JUNE 30, 2024

Name of Applicant: Porzio, Bromberg & Newman, P.C.

Authorized to Provide Professional Services as: Counsel to Suzanne Koenig, Patient Care Ombudsman

Effective Date of Retention: May 24, 2024 *nunc pro tunc* to April 18, 2024

Period for Which Compensation and Reimbursement is Sought: April 18, 2024 through June 30, 2024

Amount of Compensation sought as actual, reasonable and necessary legal services rendered: \$137,337.50

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$879.72

This is a(n): monthly X interim final application

¹The 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.



Prior Applications:

| Monthly Fee Application Filing Date & Docket No. | Period Covered | Total Fees Requested | Total Expenses Requested | CNO Filing Date & Docket No. | Amount of Fees Authorized to be Paid (80%) | Amount of Expenses Authorized to be Paid (100%) |
|---|---------------------------------------|-----------------------------|---------------------------------|---|---|--|
| June 6, 2024 [Dkt. No. 513] | April 18, 2024 through April 30, 2024 | \$29,313.50 | \$50.00 | June 21, 2024 [Dkt. No. 548] | \$23,450.80 | \$50.00 |
| July 11, 2024 [Dkt. No. 658] | May 1, 2024 through May 31, 2024 | \$58,328.50 | \$502.00 | July 25, 2024 [Dkt. No. 716] | \$46,662.80 | \$502.00 |
| August 9, 2024 [Dkt. No. 743] | June 1, 2024 through June 30, 2024 | \$49,695.50 | \$327.72 | N/A | N/A | N/A |
| TOTALS: | | \$137,337.50 | \$879.72 | | \$70,113.60 | \$552.00 |

Compensation By Category for First Interim Compensation Period

| | First Monthly Application (April 18, 2024 through April 30, 2024) | | Second Monthly Application (May 1, 2024 through May 31, 2024) | | Third Monthly Application (June 1, 2024 through June 30, 2024) | | Total | |
|--|---|--------------------|--|--------------------|---|--------------------|---------------|---------------------|
| | Hours | Amount | Hours | Amount | Hours | Amount | Hours | Amount |
| Asset Analysis and Recovery | 0.10 | \$83.50 | 0.00 | \$0.00 | 0.30 | \$250.50 | 0.40 | \$334.00 |
| Asset Disposition | 6.30 | \$4,386.00 | 9.30 | \$4,397.50 | 2.70 | \$2,204.00 | 18.30 | \$10,987.50 |
| Assumption and Rejection of Leases and Contracts | 0.00 | \$0.00 | 0.00 | \$0.00 | 0.10 | \$83.50 | 0.10 | \$83.50 |
| Business Operations | 14.50 | \$8,155.50 | 2.20 | \$1,349.50 | 6.30 | \$5,110.50 | 23.00 | \$14,615.50 |
| Case Administration | 2.10 | \$825.00 | 15.00 | \$11,737.50 | 3.60 | \$1,969.00 | 20.70 | \$14,531.50 |
| Claims Administration and Objections | 1.10 | \$543.50 | 1.80 | \$1,200.00 | 0.80 | \$642.00 | 3.70 | \$2,385.50 |
| Fee/Employment Applications | 31.80 | \$14,151.00 | 21.40 | \$11,012.50 | 9.30 | \$3,873.00 | 62.50 | \$29,036.50 |
| Financing | 0.00 | \$0.00 | 27.40 | \$14,533.00 | 0.00 | \$0.00 | 27.40 | \$14,533.00 |
| Litigate | 0.00 | \$0.00 | 1.90 | \$1,561.00 | 0.00 | \$0.00 | 1.90 | \$1,561.00 |
| Non-Working Travel ¹ | 2.80 | \$1,169.00 | 3.00 | \$1,252.50 | 0.00 | \$0.00 | 5.80 | \$2,421.50 |
| Reporting | 0.00 | \$0.00 | 25.10 | \$11,285.00 | 61.70 | \$35,563.00 | 86.80 | \$46,848.00 |
| TOTAL: | 58.70 | \$29,313.50 | 107.10 | \$58,328.50 | 84.80 | \$49,695.50 | 250.60 | \$137,337.50 |

¹ Non-working travel billed at 50%.

Timekeeper Summary for First Interim Compensation Period

| Timekeeper | Position | 2024 Rate | First Monthly Application (April 18, 2024 through April 30, 2024) | | Second Monthly Application (May 1, 2024 through May 31, 2024) | | Third Monthly Application (June 1, 2024 through June 30, 2024) | | TOTAL | |
|-----------------------|--|-----------|---|--------------------|---|--------------------|--|--------------------|---------------|---------------------|
| | | | Hours | Amount | Hours | Amount | Hours | Amount | Hours | Amount |
| Robert M. Schechter | Principal in Bankruptcy Department since 2014, Member of NJ Bar since 2005 | \$835.00 | 15.10 ² | \$11,439.50 | 34.60 ³ | \$27,638.50 | 32.30 | \$26,970.50 | 82.00 | \$66,048.50 |
| Cheryl A. Santaniello | Principal in Bankruptcy Department since 2020, Member of DE Bar since 2007 | \$770.00 | 0.50 | \$385.00 | 0.00 | \$0.00 | 0.40 | \$308.00 | 0.90 | \$693.00 |
| Christopher P. Mazza | Associate in Bankruptcy Department since 2017, Member of NJ Bar since 2017 | \$580.00 | 10.30 | \$5,974.00 | 4.90 | \$2,842.00 | 0.00 | \$0.00 | 15.20 | \$8,816.00 |
| Dean M. Oswald | Associate in Bankruptcy Department since 2021, Member of NY Bar since 2022 | \$460.00 | 3.00 | \$1,380.00 | 42.10 | \$19,366.00 | 39.80 | \$18,308.00 | 84.90 | \$39,054.00 |
| Jenny Zhou | Law Clerk in Bankruptcy Department since 2023 | \$400.00 | 0.00 | \$0.00 | 0.00 | \$0.00 | 0.60 | \$240.00 | 0.60 | \$240.00 |
| Maria P. Dermatis | Paralegal in Bankruptcy Department since 2009 | \$370.00 | 9.70 | \$3,589.00 | 1.90 | \$703.00 | 0.20 | \$74.00 | 11.80 | \$4,366.00 |
| Jessica M. O'Connor | Paralegal in Bankruptcy Department since 2020 | \$330.00 | 14.30 | \$4,719.00 | 23.00 | \$7,590.00 | 11.50 | \$3,795.00 | 48.80 | \$16,104.00 |
| Peri N. Balala | Paralegal in Bankruptcy Department since 2015 | \$315.00 | 5.80 | \$1,827.00 | 0.60 | \$189.00 | 0.00 | \$0.00 | 6.40 | \$2,016.00 |
| TOTAL | | | 58.70 | \$29,313.50 | 107.10 | \$58,328.50 | 84.40 | \$49,511.50 | 250.60 | \$137,337.50 |

² 2.80 hours billed at a rate of \$417.50.

³ 3.00 hours billed at a rate of \$417.50.

Summary of Expenses for First Interim Compensation Period

| Disbursements | First Monthly Application (April 18, 2024 through April 30, 2024) | Second Monthly Application (May 1, 2024 through May 31, 2024) | Third Monthly Application (June 1, 2024 through June 30, 2024) | Total |
|--|--|--|---|-----------------|
| a) Filing/Court Fees Payable to Clerk of Court. (Admission Fees) | \$50.00 | \$0.00 | \$0.00 | \$50.00 |
| b) Computer Assisted Legal Research Westlaw, Lexis and a description of manner calculated. | \$0.00 | \$502.00 | \$251.00 | \$753.00 |
| c) Pacer Fees Payable to the Pacer Service Center for search and/or print. | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| d) Fax (with rates) No. of Pages ____ Rate per Page ____ (Max. \$1.00/pg.) | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| e) Case Specific Telephone / Conference Call Charges Exclusive of overhead charges. Court Appearances | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| f) In-House Reproduction Services Exclusive of overhead charges. | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| g) Outside Reproduction Services Including scanning services. | \$0.00 | \$0.00 | \$76.72 | \$76.72 |
| h) Other Research Title searches, UCC searches, Asset searches, Accurint. | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| i) Court Reporting / Deposition Services Transcripts. | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| j) Travel Mileage, rolls, airfare and parking | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| k) Courier & Express Carriers Overnight and personal delivery | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| l) Postage | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| m) Other (specify) | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| DISBURSEMENTS TOTAL | \$50.00 | \$502.00 | \$327.72 | \$879.72 |

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

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

Obj. Deadline: September 4, 2024 at 4:00 p.m.

Hearing Date: September 24, 2024 at 11:00 a.m.

**SUMMARY OF FIRST INTERIM FEE APPLICATION OF PORZIO, BROMBERG
& NEWMAN, P.C., AS COUNSEL TO THE PATIENT CARE OMBUDSMAN, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OF APRIL 18, 2024 THROUGH JUNE 30, 2024**

Porzio, Bromberg & Newman, P.C. ("Porzio"), counsel to Suzanne Koenig, the patient care ombudsman (the "Ombudsman") appointed in the above above-captioned chapter 11 cases of SC Healthcare Holding, LLC, *et al.* (collectively, the "Debtors"), hereby files its first interim fee application (the "Application") seeking entry of an order pursuant to section 331 of title 11 of the United States Code, 11 U.S.C. §§101 *et seq.*, as amended (the "Bankruptcy Code") for allowance of interim compensation in the amount of \$137,337.50 and reimbursement of expenses in the amount of \$879.72 for the period of April 18, 2024 through June 30, 2024 (the "Interim Compensation Period"), and in support thereof, Porzio respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B).

¹The 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. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409.

3. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-2.

BACKGROUND

4. On March 20, 2024, (the "Petition Date"), the Debtors each commenced the above-captioned Chapter 11 Cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

5. The Debtors, with the exception of some inactive entities, are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

6. On April 10, 2024, the U.S. Trustee filed the *Concurred in Application Regarding Order Pursuant to 11 U.S.C. § 333 and Fed. R. Bankr. P. 2007.2 Directing the Appointment of a Patient Care Ombudsman* [D.I. 136] (the "Ombudsman Application").

7. On April 10, 2024, the Court entered the *Order Pursuant to Pursuant to 11 U.S.C. § 333 and Fed. R. Bankr. P. 2007.2 Directing the Appointment of a Patient Care Ombudsman* [D.I. 137] (the "Ombudsman Order").

8. On April 16, 2024, the U.S. Trustee filed the *Notice of Appointment of Patient Care Ombudsman Under 11 U.S.C. § 333* [D.I. 160] (the "Ombudsman Appointment"), appointing Suzanne Koenig as the Ombudsman.

9. On May 8, 2024 the Ombudsman filed an application seeking the retention of Porzio as counsel for the Ombudsman *nunc pro tunc* to April 18, 2024 [D.I. 274] (the "Porzio

Retention Application"). A Certification of No Objection regarding the Porzio Retention Application was filed on May 23, 2024 [D.I. 350]. The Order approving the Porzio Retention Application was entered on May 24, 2024 [D.I. 364].

10. On April 9, 2024, the *Debtors filed the Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [D.I. 133] (the "Interim Compensation Motion"). The Order approving the Interim Compensation Motion was entered on April 23, 2024 [D.I. 235] (the "Interim Compensation Order"), which sets forth the procedures for interim compensation and reimbursement of expenses in these Chapter 11 Cases. Specifically, the Interim Compensation Order provides, among other things, that a Professional may file and serve a monthly fee application (the "Monthly Fee Application") on or after the tenth (10th) day of each month following the month for which compensation is sought. Provided that there are no objections to the Monthly Fee Application filed within fourteen (14) days after the service of a Monthly Fee Application, the Professional may file a certificate of no objection with the Court, after which the Debtors are authorized to pay such Professional eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested in such Monthly Fee Application. If an objection is filed to the Monthly Fee Application, then the Debtors are authorized to pay 80% of the fees and 100% of the expenses not subject to objection.

11. Furthermore, the Interim Compensation Order provides that, beginning with the approximate three-month period from the Petition Date and ending on June 30, 2024, and at three-month intervals thereafter (each, "Interim Fee Period"), each of the Retained Professionals (as defined in the Interim Compensation Order) must file with the Court and serve on the Notice Parties a request for interim Court approval and allowance, pursuant to section 331 of the

Bankruptcy Code, of the compensation and reimbursement of expenses sought in the Monthly Fee Applications filed during such three-month period. Further, each professional must file its first interim fee request on or before August 14, 2024 and the first interim fee request should cover the period from the Petition Date through June 30, 2024.

SERVICES PROVIDED BY PORZIO

12. During this Interim Compensation Period, Porzio, in its capacity as counsel for the Ombudsman, devoted time to the following:

a. Asset Analysis and Recovery

Fees: \$ 334.00 Hours: 0.40

Porzio analyzed certain pleadings and discovery related filings in connection with asset investigations including the Official Committee of Unsecured Creditors' Rule 2004 discovery notices.

b. Asset Disposition

Fees: \$10,987.50 Hours: 18.30

Porzio analyzed pleadings and attended hearings relating to the Debtors' sales of its various facilities. Porzio spent significant time analyzing sales related pleadings to ensure that language within the sale documents did not inappropriately impact the Ombudsman and her representatives from fulfilling their duties in connection with monitoring patient and resident issues and receiving information that could impact patient or resident interests and rights, including visiting the Debtors' facilities. Porzio held discussions with the other estate professionals to that same effect.

c. Assumption and Rejection of Leases and Contracts

Fees: \$83.50 Hours: 0.10

Porzio analyzed the notice of potential assumption and assignment of the Debtors' leases and executory contracts to determine if the notice impacted patient or resident interests or the rights

of the Ombudsman and her representatives in fulfilling their duties.

d. Business Operations

Fees: \$14,615.50 Hours: 23.00

Porzio analyzed pleadings filed by the Debtors relating to the Debtors' management of its facilities and operations, and organized and compiled spreadsheets and internal documents for ease of understanding the Debtors' corporate structure and execution of operational objectives as they relate to patient and resident care. Porzio used these internal documents in order to facilitate orderly oversight and engage in discussions with the Ombudsman and her representatives to assist them with monitoring the Debtors' operations, management of day-to-day affairs and ultimately patient and resident care. Information reviewed also included operational initiatives of the Debtors with respect to patient and resident care that the Debtors implemented across facilities. Such information was later utilized in the Ombudsman's First Report. Porzio continued to update the information it maintained during the Interim Compensation Period in light of the Debtors' sales and gathered useful information to assist the Ombudsman in fulfilling her role of monitoring patient and resident care and visiting the Debtors' facilities to observe that care first hand. Porzio's understanding and maintaining of this information was integral to its ability to provide the Ombudsman and her representatives with accurate record maintenance and valuable counsel.

e. Case Administration

Fees: \$14,531.50 Hours: 20.70

Porzio coordinated the filing of pleadings, such as notices of appearances and *pro hac vice* applications for its respective attorneys participating in this Case. During the Interim Period, Porzio held discussions with the Debtors regarding information sharing and confidentiality, and analyzed same as it related to the Ombudsman's duties and her ability to adequately fulfill her

obligations under the Bankruptcy Code. Porzio held discussions with the United States Trustee on matters such as the 341 Hearing and facility visits to also advance the Ombudsman's ability to adequately access information relating to patient and resident care and reporting. Porzio analyzed state and federal nursing home regulations in order to assist the Ombudsman and her representatives in providing informative and comprehensive reports that include detailed reviews of the Debtors' facilities and provision of health care services.

f. Claims Administration

Fees: \$2,385.50 Hours: 3.70

Porzio attended the 341 Hearing on behalf of the Ombudsman and provided her with a review and analysis of the matters covered at the hearing. Porzio also analyzed pleadings relating to the Bar Date in order to keep the Ombudsman informed on claims deadlines.

g. Fee/Employment Applications

Fees: \$29,036.50 Hours: 62.50

Porzio prepared retention applications and applications for compensation and/or reimbursement of expenses on behalf of Porzio, as counsel to the Ombudsman, and on behalf of SAK Management Services, LLC, which specializes in all phases of long-term care operations, skilled nursing, and senior living, particularly in turn-around situations and rescuing troubled facilities. Although the Ombudsman has vast experience in the health care field, she is not an attorney and requires the assistance of bankruptcy counsel with significant health care related experience.

h. Financing

Fees: \$14,533.00 Hours: 27.40

Porzio reviewed matters relating to the Debtors' finances and considered the potential

impact of financial issues on patient and resident care. Porzio also negotiated with the Debtors certain protections so that an adequate budget and process was secured to facilitate the Ombudsman's work and negotiated language to be incorporated into the DIP Motion, Interim Order, and Final Order. These protections were necessary to ensure that the Ombudsman and her professionals received commensurate treatment with the Debtors' other professionals throughout the bankruptcy process, so that their needed work to protect the interests of patients and residents, could be performed. Porzio spent significant time analyzing the Debtors' proposed budgets and DIP financing pleadings as part of this work. Porzio also attended hearings relating to significant financial issues in these cases, including matters before the Court relating to DIP financing and Bidding Procedures addressed during the Interim Compensation Period.

i. Litigation

Fees: \$1,561.00 Hours: 1.90

Porzio analyzed pleadings relating to the receivership dispute between the Debtors and X-Caliber Funding LLC.

j. Non-Working Travel

Fees: \$2,421.50 Hours: 5.80

Porzio traveled to attend certain hearings relating to financing and receivership issues on behalf of the Ombudsman.

k. Reporting

Fees: \$46,848.00 Hours: 86.80

This category includes services relating to compiling and analyzing data, as well as drafting, reviewing, revising and finalizing information to be included the Ombudsman's initial and second reports. The Ombudsman and her representatives visited twenty-nine (29) facilities

during the Interim Compensation Period in addition to maintaining oversight through monitoring of information on the Debtors' many facilities, and throughout this process the Ombudsman worked closely with Porzio to gather and utilize information to be included in reports. With respect to information sharing, the Ombudsman provided Porzio updates on the Debtors' facilities as she and her representatives would receive that information from the Debtors. Porzio would then utilize such information to assist with preparing the first and second Ombudsman's Reports. With respect to each of the facilities visited, at the conclusion of each visit one of the Ombudsman's representatives drafts a report, summarizing observations from the visit, related to the facility's day-to-day operations and patient and resident care. For example, each facility report contains observations related to, *inter alia*, the facility's compliance with the appropriate state's long term care facility regulations; resident treatment (which includes resident interview(s)); clinical and staffing services, emergency preparedness; and resident trust funds. Prior to filing the Ombudsman's Report, Porzio, the Ombudsman and her representatives carefully review and refine each facility report to convey helpful and necessary information, which is then incorporated into the Ombudsman's Report [*See* D.I. 523].

MONTHLY FEE APPLICATIONS

13. On June 6, 2024, Porzio filed its first monthly application for compensation and reimbursement of expenses [D.I. 513] (the "First Monthly Application"). By the First Monthly Application, Porzio sought approval of compensation of \$29,313.50 and reimbursement of expenses in the amount of \$50.00 for the period of April 18, 2024 through April 30, 2024. The deadline to object to the First Monthly Application was June 20, 2024. On June 21, 2024, Porzio filed a certificate of no objection to the First Monthly Application [D.I. 548].

14. On July 11, 2024, Porzio filed its second monthly application for compensation and reimbursement of expenses [D.I. 658] (the "Second Monthly Application"). By the Second Monthly Application, Porzio sought approval of compensation of \$58,328.50 and reimbursement of expenses in the amount of \$502.00 for the period of May 1, 2024 through May 31, 2024. The deadline to object to the Second Monthly Application was July 25, 2024. On July 26, 2024, Porzio filed a certificate of no objection to the Second Monthly Application [D.I. 716].

15. On August 9, 2024, Porzio filed its third monthly application for compensation and reimbursement of expenses [D.I. 743] (the "Third Monthly Application"). By the Third Monthly Application, Porzio sought approval of compensation of \$49,695.50 and reimbursement of expenses in the amount of \$327.72 for the period of June 1, 2024 through June 30, 2024. The deadline to object to the Third Monthly Application is August 23, 2024.

16. The total sum due to Porzio for professional services rendered on behalf of the Ombudsman during the Interim Compensation Period is \$137,337.50. A chart detailing the fees in each of the applications during the Interim Compensation Period, by professional and by category is attached as **Exhibit A**. Porzio submits that the professional services it rendered on behalf of the Ombudsman during this time were both reasonable and necessary.

17. Porzio incurred \$879.72 of expenses during the Interim Compensation Period. A chart detailing the specific disbursements during the Interim Compensation Period is attached hereto as **Exhibit B**.

18. The undersigned hereby attests that she has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements, including that travel time was not billed at more than half rate and copying charges were only \$.10 per page.

VALUATION OF SERVICES

19. Attorneys and paraprofessionals of Porzio have expended a total of 250.60 hours in connection with this matter during the Interim Compensation Period.

20. The amount of time spent by each of the professionals providing services to the Ombudsman for the Interim Compensation Period is set forth in **Exhibit A** hereto. The rates are Porzio's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Porzio for the Interim Compensation Period as counsel for the Ombudsman in these cases is \$137,337.50.

21. In accordance with the factors enumerated in Bankruptcy Code section 330, Porzio contends that the amount requested is fair and reasonable given (i) the complexity of these cases, (ii) the time expended, (iii) the nature and extent of the services rendered, (iv) the value of such services and (v) the costs of comparable services other than in a case under this title. Porzio's fees are reasonable and appropriate under the applicable legal standard, and should therefore be allowed.

22. Porzio believes that the time entries included in **Exhibit A** and the expense breakdown set forth in **Exhibit B** are in compliance with the requirements of Local Bankruptcy Rule 2016-2. Accordingly, by this Application, Porzio requests that the Court allow and approve payment of one hundred (100%) of the fees and expenses incurred by Porzio during the Interim Compensation Period of April 18, 2024 through June 30, 2024.

NOTICE

23. Notice of this Application will be given via first class mail to: (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 U.S. 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 (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@hklaw.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).

RESERVATION OF RIGHTS

24. Porzio does not waive, and expressly reserves its right to respond to any objections regarding this Application and the amounts sought hereunder.

NO PRIOR REQUEST

25. No previous request for the relief sought herein has been made to this Court to any other court.

WHEREFORE, Porzio respectfully requests pursuant to the procedures allowed in the Interim Compensation Order: (i) approval of allowance of interim compensation for necessary and valuable legal services rendered by Porzio to the Ombudsman in the sum of \$137,337.50 and reimbursement of expenses in the sum of \$879.72 for the period from April 18, 2024 through June 30, 2024; (ii) payment of the outstanding amount of such sums, including payment of any 20% holdback that was withheld from payment under the Monthly Fee Applications; and (iii) such other and further relief as is just and proper.

Date: August 14, 2024

/s/ Cheryl A. Santaniello
Cheryl A. Santaniello, Esq. (DE Bar No. 5062)
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300 Delaware Avenue, Suite 1220
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-and-

Robert M. Schechter, Esq. (*pro hac vice*)
Christopher P. Mazza, Esq. (*pro hac vice*)
Porzio, Bromberg & Newman, P.C.
100 Southgate Parkway
P.O. Box. 1997
Morristown, New Jersey 07962
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Email: cpmazza@pbnlaw.com

Counsel for the Patient Care Ombudsman

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

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

Obj. Deadline: September 4, 2024 at 4:00 p.m.

Hearing Date: September 24, 2024 at 11:00 a.m.

**DECLARATION OF CHERYL A. SANTANIELLO, IN SUPPORT OF THE
FIRST INTERIM FEE APPLICATION OF PORZIO, BROMBERG &
NEWMAN, P.C., AS COUNSEL TO THE PATIENT CARE OMBUDSMAN, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OF APRIL 18, 2024 THROUGH JUNE 30, 2024**

I, Cheryl A. Santaniello, under penalty of perjury, declare as follows:

1. I am a principal at the firm of Porzio, Bromberg & Newman, P.C. ("Porzio"), counsel to Suzanne Koenig, the patient care ombudsman (the "Ombudsman").

2. I have read the foregoing First Interim Fee Application of Porzio, Bromberg & Newman, P.C., Counsel to the Patient Care Ombudsman, for Allowance of Compensation and Reimbursement of Expenses for the Interim Compensation Period of April 18, 2024 through June 30, 2024 and know the contents thereof. The same contents are true to the best of my knowledge, except as to matters therein alleged to be upon information and belief, and as to those matters, I believe them to be true. I have personally performed many of the legal services rendered by Porzio and am thoroughly familiar with all other work performed on behalf of the Ombudsman by the attorneys and paraprofessionals in Porzio.

¹The 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.

3. In accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and Section 504 of the Title 11, United States Code, no agreement or understanding exists between Porzio and any other person for the sharing of compensation to be received in connection with the above-captioned case.

4. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware, and to the best of my knowledge, information and belief, this Application complies with Local Rule 2016-2.

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

Executed on August 14, 2024

/s/ Cheryl A. Santaniello
Cheryl A. Santaniello

EXHIBIT A

Compensation By Category for First Interim Compensation Period

| | First Monthly Application (April 18, 2024 through April 30, 2024) | | Second Monthly Application (May 1, 2024 through May 31, 2024) | | Third Monthly Application (June 1, 2024 through June 30, 2024) | | Total | |
|--|---|--------------------|--|--------------------|---|--------------------|---------------|---------------------|
| | Hours | Amount | Hours | Amount | Hours | Amount | Hours | Amount |
| Asset Analysis and Recovery | 0.10 | \$83.50 | 0.00 | \$0.00 | 0.30 | \$250.50 | 0.40 | \$334.00 |
| Asset Disposition | 6.30 | \$4,386.00 | 9.30 | \$4,397.50 | 2.70 | \$2,204.00 | 18.30 | \$10,987.50 |
| Assumption and Rejection of Leases and Contracts | 0.00 | \$0.00 | 0.00 | \$0.00 | 0.10 | \$83.50 | 0.10 | \$83.50 |
| Business Operations | 14.50 | \$8,155.50 | 2.20 | \$1,349.50 | 6.30 | \$5,110.50 | 23.00 | \$14,615.50 |
| Case Administration | 2.10 | \$825.00 | 15.00 | \$11,737.50 | 3.60 | \$1,969.00 | 20.70 | \$14,531.50 |
| Claims Administration and Objections | 1.10 | \$543.50 | 1.80 | \$1,200.00 | 0.80 | \$642.00 | 3.70 | \$2,385.50 |
| Fee/Employment Applications | 31.80 | \$14,151.00 | 21.40 | \$11,012.50 | 9.30 | \$3,873.00 | 62.50 | \$29,036.50 |
| Financing | 0.00 | \$0.00 | 27.40 | \$14,533.00 | 0.00 | \$0.00 | 27.40 | \$14,533.00 |
| Litigate | 0.00 | \$0.00 | 1.90 | \$1,561.00 | 0.00 | \$0.00 | 1.90 | \$1,561.00 |
| Non-Working Travel ¹ | 2.80 | \$1,169.00 | 3.00 | \$1,252.50 | 0.00 | \$0.00 | 5.80 | \$2,421.50 |
| Reporting | 0.00 | \$0.00 | 25.10 | \$11,285.00 | 61.70 | \$35,563.00 | 86.80 | \$46,848.00 |
| TOTAL: | 58.70 | \$29,313.50 | 107.10 | \$58,328.50 | 84.80 | \$49,695.50 | 250.60 | \$137,337.50 |

¹ Non-working travel billed at 50%.

Timekeeper Summary for First Interim Compensation Period

| Timekeeper | Position | 2024 Rate | First Monthly Application (April 18, 2024 through April 30, 2024) | | Second Monthly Application (May 1, 2024 through May 31, 2024) | | Third Monthly Application (June 1, 2024 through June 30, 2024) | | TOTAL | |
|-----------------------|--|-----------|---|--------------------|---|--------------------|--|--------------------|---------------|---------------------|
| | | | Hours | Amount | Hours | Amount | Hours | Amount | Hours | Amount |
| Robert M. Schechter | Principal in Bankruptcy Department since 2014, Member of NJ Bar since 2005 | \$835.00 | 15.10 ¹ | \$11,439.50 | 34.60 ² | \$27,638.50 | 32.30 | \$26,970.50 | 82.00 | \$66,048.50 |
| Cheryl A. Santaniello | Principal in Bankruptcy Department since 2020, Member of DE Bar since 2007 | \$770.00 | 0.50 | \$385.00 | 0.00 | \$0.00 | 0.40 | \$308.00 | 0.90 | \$693.00 |
| Christopher P. Mazza | Associate in Bankruptcy Department since 2017, Member of NJ Bar since 2017 | \$580.00 | 10.30 | \$5,974.00 | 4.90 | \$2,842.00 | 0.00 | \$0.00 | 15.20 | \$8,816.00 |
| Dean M. Oswald | Associate in Bankruptcy Department since 2021, Member of NY Bar since 2022 | \$460.00 | 3.00 | \$1,380.00 | 42.10 | \$19,366.00 | 39.80 | \$18,308.00 | 84.90 | \$39,054.00 |
| Jenny Zhou | Law Clerk in Bankruptcy Department since 2023 | \$400.00 | 0.00 | \$0.00 | 0.00 | \$0.00 | 0.60 | \$240.00 | 0.60 | \$240.00 |
| Maria P. Dermatis | Paralegal in Bankruptcy Department since 2009 | \$370.00 | 9.70 | \$3,589.00 | 1.90 | \$703.00 | 0.20 | \$74.00 | 11.80 | \$4,366.00 |
| Jessica M. O'Connor | Paralegal in Bankruptcy Department since 2020 | \$330.00 | 14.30 | \$4,719.00 | 23.00 | \$7,590.00 | 11.50 | \$3,795.00 | 48.80 | \$16,104.00 |
| Peri N. Balala | Paralegal in Bankruptcy Department since 2015 | \$315.00 | 5.80 | \$1,827.00 | 0.60 | \$189.00 | 0.00 | \$0.00 | 6.40 | \$2,016.00 |
| TOTAL | | | 58.70 | \$29,313.50 | 107.10 | \$58,328.50 | 84.40 | \$49,511.50 | 250.60 | \$137,337.50 |

¹ 2.80 hours billed at a rate of \$417.50.

² 3.00 hours billed at a rate of \$417.50.

EXHIBIT B

Summary of Expenses for First Interim Compensation Period

| Disbursements | First Monthly Application (April 18, 2024 through April 30, 2024) | Second Monthly Application (May 1, 2024 through May 31, 2024) | Third Monthly Application (June 1, 2024 through June 30, 2024) | Total |
|--|--|--|---|-----------------|
| n) Filing/Court Fees Payable to Clerk of Court. (Admission Fees) | \$50.00 | \$0.00 | \$0.00 | \$50.00 |
| o) Computer Assisted Legal Research Westlaw, Lexis and a description of manner calculated. | \$0.00 | \$502.00 | \$251.00 | \$753.00 |
| p) Pacer Fees Payable to the Pacer Service Center for search and/or print. | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| q) Fax (with rates) No. of Pages ____ Rate per Page ____ (Max. \$1.00/pg.) | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| r) Case Specific Telephone / Conference Call Charges Exclusive of overhead charges. Court Appearances | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| s) In-House Reproduction Services Exclusive of overhead charges. | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| t) Outside Reproduction Services Including scanning services. | \$0.00 | \$0.00 | \$76.72 | \$76.72 |
| u) Other Research Title searches, UCC searches, Asset searches, Accurint. | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| v) Court Reporting / Deposition Services Transcripts. | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| w) Travel Mileage, rolls, airfare and parking | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| x) Courier & Express Carriers Overnight and personal delivery | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| y) Postage | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| z) Other (specify) | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| DISBURSEMENTS TOTAL | \$50.00 | \$502.00 | \$327.72 | \$879.72 |

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

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

Obj. Deadline: September 4, 2024 at 4:00 p.m.

Hearing Date: September 24, 2024 at 11:00 a.m.

**NOTICE OF FIRST INTERIM FEE APPLICATION OF PORZIO, BROMBERG &
NEWMAN, P.C., AS COUNSEL TO THE PATIENT CARE OMBUDSMAN, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OF APRIL 18, 2024 THROUGH JUNE 30, 2024**

PLEASE TAKE NOTICE that on August 14, 2024, Porzio, Bromberg & Newman, P.C. ("Porzio"), counsel to Suzanne Koenig, the patient care ombudsman (the "Ombudsman"), pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [D.I. 235] (the "Interim Compensation Order") filed its First Interim Fee Application ("Application") seeking allowance of fees in the amount of \$137,337.50 and reimbursement of expenses in the amount of \$879.72 for the period of April 18, 2024 through June 30, 2024.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, objections if any, to the Application summarized above, must be filed with the Court and served on the undersigned counsel at the address set forth below and the additional Notice Parties (as defined in the Interim Compensation Order) so as to be actually received **on or before 4:00 p.m. (prevailing Eastern Time) on September 4, 2024:**

¹The 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.

Cheryl A. Santaniello, Esq. (DE Bar No. 5062)
Porzio, Bromberg & Newman, P.C.
300 Delaware Avenue, Suite 1220
Wilmington, DE 19801
Telephone: (302) 526-1235
Facsimile: (302) 416-6064
E-mail: casantaniello@pbnlaw.com

Robert M. Schechter, Esq. (*pro hac vice*)
Christopher P. Mazza, Esq. (*pro hac vice*)
Porzio, Bromberg & Newman, P.C.
100 Southgate Parkway
P.O. Box. 1997
Morristown, New Jersey 07962
Telephone: (973) 538-4006
Facsimile: (973) 538-5146
E-mail: rmschechter@pbnlaw.com
E-mail: cpmazza@pbnlaw.com

If no objections to the Application are timely filed and received in accordance with such notice, the Court may enter an order granting the Application without a hearing.

PLEASE TAKE FURTHER NOTICE that a hearing to consider this Application will be held on **September 24, 2024 at 11:00 a.m. (prevailing Eastern Time)** before the Honorable Thomas M. Horan, Judge at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom #6, Wilmington, Delaware 19801.

Dated: August 14, 2024

/s/ Cheryl A. Santaniello
Cheryl A. Santaniello

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

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

CERTIFICATE OF SERVICE

I hereby certify that on this 14th day of August, 2024, I caused to be filed with the Court electronically, and I caused to be served a true and correct copy of the *First Interim Fee Application of Porzio, Bromberg & Newman, P.C., as Counsel to the Patient Care Ombudsman, for Allowance of Compensation and Reimbursement of Expenses for the First Interim Compensation Period of April 18, 2024 Through June 30, 2024* (the "Application") upon the parties that are registered to receive notice via the Courts' CM/ECF notification system, and additional service was completed by U.S. First Class Mail on the parties listed on **Exhibit A**.

I further hereby certify that on this 14th day of August, 2024, I caused to be served a true and correct copy of the notice of the Application upon the parties listed in the attached **Exhibit B** via first class mail.

/s/ Cheryl A. Santaniello
Cheryl A. Santaniello

¹The 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.

EXHIBIT A

SC Healthcare Holding, LLC *et al.*
Attn: David R. Campbell
830 W. Trailcreek Drive
Peoria, IL 61614

Debtors

Winston & Strawn LLP
Attn: Gregory M. Gartland,
Daniel J. McGuire, Joel McKnight
Mudd
35 West Wacker Drive
Chicago, IL 60601

-and-

Winston & Strawn LLP
Attn: Carrie V. Hardman
200 Park Avenue
New York, NY 10166

Debtors' Counsel

Young Conaway Stargatt & Taylor,
LLP
Attn: Andrew L. Magaziner, Shella
Borovinskaya, Carol E. Cox
Rodney Square
1000 North King Street
Wilmington, DE 19801

Debtors' Counsel

Office of the United States Trustee
District of Delaware
Attn: Linda Richenderfer, Jon
Lipshie
844 King Street, Suite 2207
Lockbox 35
Wilmington, DE 19801

U.S. Trustee

Holland & Knight, LLP
Attn: Tyler Lane
511 Union Street, Ste. 2700
Nashville, Tennessee 37219

Counsel to Column Financial, Inc.

Norton Rose Fulbright US LLP
Attn: Robert M. Hirsh, Emily Hong
1301 Avenue of the Americas New
York, NY 10019

Counsel to DIP Lender

Landis Rath & Cobb LLP
Attn: Adam Landis, Rick Cobb
919 Market Street, Suite 1800
P.O. Box 2087
Wilmington, Delaware 19899

Counsel to Column Financial, Inc.

Morris James LLP
Attn: Eric J. Monzo
500 Delaware Avenue
Suite 1500
Wilmington, DE 19801

Counsel to DIP Lender

Greenberg Traurig, LLP
Attn: Nancy A. Peterman, Danny
Duerdoth
77 West Wacker Drive
Suite 3100
Chicago, IL 60601

-and-

Greenberg Traurig, LLP
Attn: Shari L. Heyen
1000 Louisiana Street
Suite 6700
Houston, TX 77002

-and-

Greenberg Traurig, LLP
Attn: Anthony W. Clark, Dennis A.
Meloro
222 Delaware Avenue
Suite 1600
Wilmington, DE 19801

*Counsel to the Official Committee
of Unsecured Creditors*

Exhibit B

Exhibit
Core/2002 Service List
Served via Mail

| Description | CreditorName | CreditorNoticeName | Address1 | Address2 | City | State | Zip |
|---|--|---|-------------------------------------|---|------------------|-------|------------|
| Bankruptcy Servicer for Ford Motor Credit Company, LLC | AIS Portfolio Services, LLC | Ford Motor Credit Company, LLC Department | 4515 N Santa Fe Ave. Dept. APS | | Oklahoma City | OK | 73118 |
| Prepetition Lenders | AMI Capital, Inc. | Servicing Department | 7200 Wisconsin Ave., Suite 200 | | Bethesda | MD | 20814 |
| Prepetition Lenders | Assistant Secretary of Housing/Federal Housing Commissioner, DHUD, Washington, DC ISAOA ATIMA | Lument Real Estate Capital, LLC | 10 W. Broad Street | 8th Floor | Columbus | OH | 43215 |
| Counsel for Rock Island County Treasurer and Rock Island County Health Department | Assistant State Attorney | State Attorney's Office | Austin Carlson | 1317 3rd Ave., 2nd Floor | Rock Island | IL | 61201 |
| Counsel to Lument Real Estate Capital LLC, f/k/a Lancaster Pollard Mortgage Company | Ballard Spahr LLP | Matthew G. Summers, Laurel D. Roglen, Margaret Vesper | 919 North Market Street, 11th Floor | | Wilmington | DE | 19801-3034 |
| Prepetition Lenders | Bank of Farmington | | 16 North Main | PO Box 320 | Farmington | IL | 61531 |
| Prepetition Lenders | Bank of Rantoul | | 201 E Champaign | | Rantoul | IL | 61866 |
| Prepetition Lenders | Berkadia Commercial Mortgage, LLC | | 323 Norristown Road, Suite 300 | | Ambler | PA | 19002 |
| Prepetition Lenders | Berkadia Commercial Mortgage, LLC and the Assistant Secretary for Housing-Federal Housing Commissioner, DHUD | c/o Berkadia Commercial Mortgage LLC | PO Box 557 | | Ambler | PA | 19002 |
| Prepetition Lenders | Better Bank of Chillicothe | | 900 N. 4th Street | | Chillicothe | IL | 61523-1708 |
| Prepetition Lenders | Better Banks | | 5600 S. Adams St. | | Bartonville | IL | 61607-1902 |
| Prepetition Lenders | Better Banks | | 201 N. 2nd St. | | Dunlap | IL | 61525-8001 |
| Counsel for X-Caliber Funding LLC | Blank Rome LLP | Kenneth J Ottaviano, Paige B Tinkham | 444 West Lake St Ste 1650 | | Chicago | IL | 60606 |
| Counsel for X-Caliber Funding LLC | Blank Rome LLP | Lawrence R Thomas III, Jordan L Williams | 1201 Market Street Ste 800 | | Wilmington | DE | 19801 |
| Counsel to McKesson Corporation, on behalf of itself and certain corporate affiliates | Buchalter, A Professional Corporation | Jeffrey K. Garfinkle | 18400 Von Karman Avenue, Suite 800 | | Irvine | CA | 92612 |
| Counsel to Wells Fargo Bank, N.A. | Burr & Forman LLP | J. Cory Falgowski | 222 Delaware Avenue, Suite 1030 | | Wilmington | DE | 19801 |
| Prepetition Lenders | Capital Funding, LLC | General Counsel | 1422 Clarkview Road | | Baltimore | MD | 21209 |
| Prepetition Lenders | Chase Bank | | 7707 N. Knoxville Ave. | | Peoria | IL | 61614-2080 |
| Counsel for Bank of Rantoul | Clingen Callow & McLean, LLC | John A. Lipinsky | 2300 Cabot Drive, Suite 500 | | Lisle | IL | 60532 |
| Prepetition Lenders | Community State Bank | | 625 SE 2nd Street | P.O. Box 78 | Galva | IL | 61434 |
| Prepetition Lenders | Community State Bank of Kewanee | | PO Box 549 | | Kewanee | IL | 61443 |
| Counsel for Omnicare, Inc. and its Affiliated Entities | Cooch and Taylor, P.A | R. Grant Dick IV | The Brandywine Building | 1000 N. West St., Suite 1500 | Wilmington | DE | 19801 |
| Prepetition Lenders | Credit Suisse | McGuireWoods LLP | Art Gambill | 1230 Peachtree Street, N.E., Suite 2100 | Atlanta | GA | 30309-3534 |
| Prepetition Lenders | Credit Suisse | Patrick Hart | 11 Madison Avenue | | New York | NY | 10010 |
| Prepetition Lenders | Credit Suisse | Sector Financial Inc. | Attn Healthcare Portfolio Manager | 5404 Wisconsin Avenue, Suite 410 | Chevy Chase | MD | 20815 |
| Delaware State AG and DOJ | Delaware Dept of Justice | Attorney General | Attn Bankruptcy Department | Carvel State Building, 820 N French St | Wilmington | DE | 19801 |
| DE Secretary of State | Delaware Secretary of State | Division of Corporations | Franchise Tax | PO Box 898 | Dover | DE | 19903 |
| DE State Treasury | Delaware State Treasury | | 820 Silver Lake Blvd., Suite 100 | | Dover | DE | 19904 |
| Counsel for Martin Brothers Distributing Company, Inc. | DLA Piper LLP | Aaron S. Applebaum, Emily C.S. Jones | 1201 North Market Street, Ste 2100 | | Wilmington | DE | 19801 |
| Prepetition Lenders | eCapital | Kincaid, Frame & Associates Co., LPA | Timothy J. Kincaid | 6151 Wilson Mills Road, Suite 310 | Highland Heights | OH | 44143 |
| Prepetition Lenders | eCapital | Legal Department | 20807 Biscayne Blvd, Suite 203 | | Aventura | FL | 33180 |
| Counsel for Omnicare, Inc. and its Affiliated Entities | Foley & Lardner, LLP | Geoffrey S. Goodman | 321 N. Clark St., Ste. 3000 | | Chicago | IL | 60654-4762 |
| Prepetition Lenders | Ford Credit | | PO Box 542000 | | Omaha | NE | 68154 |
| Counsel to Hickory Point Bank & Trust | Gellert Scali Busenkell & Brown, LLC | Michael Busenkell | 1201 North Orange Street, Suite 300 | | Wilmington | DE | 19801 |
| Prepetition Lenders | GMF Petersen Note LLC | c/o GMF Capital | Daniel Klodor | 650 Madison Avenue, Floor 22 | New York | NY | 10022 |
| Prepetition Lenders | GMF Petersen Note LLC | McDermott Will & Emery LLP | Brian R. Donnelly | 340 Madison Avenue | New York | NY | 10006 |

Exhibit
Core/2002 Service List
Served via Mail

| Description | CreditorName | CreditorNoticeName | Address1 | Address2 | City | State | Zip |
|--|--|---|--|--|------------------|-------|------------|
| Prepetition Lenders | Grandbridge Real Estate Capital LLC ISAOA/ATIMA | | 214 North Tryon Street | Suite 2000 | Charlotte | NC | 28202 |
| Counsel to Hickory Point Bank & Trust | Hart, Southworth & Witsman | Samuel J. Witsman | 1 North Old State Capitol Plaza | Suite 501 | Springfield | IL | 62701 |
| Prepetition Lenders | Hickory Point Bank | | 225 N Water St. | | Decatur | IL | 62523 |
| Prepetition Lenders | IHMVCU | | PO Box 810 | | Moline | IL | 61265 |
| Illinois Attorney General | Illinois Attorney General | Attn Bankruptcy Department | James R. Thompson Ctr | 100 W. Randolph St. | Chicago | IL | 60601 |
| IRS | Internal Revenue Service | Attn Susanne Larson | 31 Hopkins Plz Rm 1150 | | Baltimore | MD | 21201 |
| IRS | Internal Revenue Service | Centralized Insolvency Operation | 2970 Market St | | Philadelphia | PA | 19104 |
| Prepetition Lenders | KeyBank National Association as Servicer for an on behalf of Credit Suisse First Boston Mortgage Capital LLC | | 11501 Outlook Street | Suite 300 | Overland Park | KS | 66211 |
| Prepetition Lenders | Lancaster Pollard Mortgage Company | Loan Servicing | 65 East State Street, 16th Floor | | Columbus | OH | 43215 |
| Counsel to GMF Petersen Note, LLC | McDermott Will & Emery LLP | David R Hurst | The Brandywine Building | 1000 N West St Ste 1400 | Wilmington | DE | 19801 |
| Counsel to GMF Petersen Note, LLC | McDermott Will & Emery LLP | Kristin Going Stacy A Lutkus | One Vanderbilt Ave | | New York | NY | 10017-3852 |
| Attorneys for Hartford Fire Insurance Company and its affiliated sureties | McElroy, Deutsch, Mulvaney & Carpenter, LLP | Gary D. Bressler | 300 Delaware Avenue, Suite 1014 | | Wilmington | DE | 19801 |
| Prepetition Lenders | Midwest Bank of Western IL | | 200 E. Broadway | | Monmouth | IL | 61462-1871 |
| Counsel for Martin Brothers Distributing Company, Inc. | Nyemaster Goode, P.C. | Kristina M. Stanger | 700 Walnut Street, Ste 1600 | | Des Moines | IA | 50309 |
| Counsel for the Illinois Department of Healthcare and Family Services | Office of the Illinois Attorney General | John P. Reding Assistant AG | 115 South LaSalle Street | | Chicago | IL | 60603 |
| Counsel for National Fire & Marine Insurance Company and its Affiliated Entities | Phillips, McLaughlin & Hall, P.A. | John C. Phillips, Jr. and David A. Bilson | 1200 N. Broom Street | | Wilmington | DE | 19806 |
| Prepetition Lenders | Pillar Capital Finance LLC | FHA Servicing - Lauri Wrubel | 33 Bloomfield Hills Parkway, Suite 125 | | Bloomfield Hills | MI | 48304 |
| Prepetition Lenders | Pillar Capital Finance LLC | | 8120 Woodmont Avenue, Suite 860 | | Bethesda | MD | 20814 |
| Prepetition Lenders, Counsel to Bank of Farmington | Rafool & Bourne | Sumner A. Bourne | 401 Main St., Suite 1130 | | Peoria | IL | 61602 |
| Counsel for National Fire & Marine Insurance Company and its Affiliated Entities | Ropers Majeski | Andrew L. Margulis | 750 Third Avenue, 25th Floor | | New York | NY | 10017 |
| Prepetition Lenders | Secretary of Housing and Urban Development, ATIMA | | 451 7th Street. SW | | Washington | DC | 20410 |
| SEC Regional Office | Securities & Exchange Commission | NY Regional Office | Regional Director | 100 Pearl St., Suite 20- 100 | New York | NY | 10004-2616 |
| SEC Regional Office | Securities & Exchange Commission | PA Regional Office | Regional Director | One Penn Center 1617 JFK Boulevard Ste 520 | Philadelphia | PA | 19103 |
| SEC Headquarters | Securities & Exchange Commission | Secretary of the Treasury | 100 F St NE | | Washington | DC | 20549 |
| Prepetition Lenders | Solutions Bank | | 200 Main Street | PO Box 278 | Forreston | IL | 61030 |
| Prepetition Lenders, Counsel to Pillar Capital Finance LLC & Berkadia Commercial Mortgage, LLC | Troutman Pepper | Blair L. Schiff | 401 9th Street, N.W. Suite 1000 | | Washington | DC | 20004 |
| Counsel to Grandbridge Real Estate Capital LLC and Berkadia Commercial Mortgage LLC | Troutman Pepper Hamilton Sanders LLP | David M. Fournier, Heather P. Smillie | Hercules Plaza, Suite 5100 | 1313 N. Market Street, Suite 5100 | Wilmington | DE | 19801 |
| Counsel to Grandbridge Real Estate Capital LLC and Berkadia Commercial Mortgage LLC | Troutman Pepper Hamilton Sanders LLP | Matthew R. Brooks | 875 Third Avenue | | New York | NY | 10022 |
| US Attorney for District of Delaware | US Attorney for District of Delaware | US Attorney for Delaware | 1313 N Market Street | Hercules Building | Wilmington | DE | 19801 |
| Attorneys for the United States | US Department of Justice | Civil Division | J Zachary Balasko, Jae Won Ha & Miniard Culpepper Jr. | P.O. Box 875 Ben Franklin Station | Washington | DC | 20044-0875 |
| US Department of Justice | US Department of Justice | | 950 Pennsylvania Avenue, NW | | Washington | DC | 20530 |
| Counsel to Lument Real Estate Capital LLC, f/k/a Lancaster Pollard Mortgage Company | Vorys, Sater, Seymour and Pease LLP | Kari B. Coniglio, Carrie M. Brosius | 200 Public Square, Suite 1400 | | Cleveland | OH | 44114 |

Exhibit
 Core/2002 Service List
 Served via Mail

| Description | CreditorName | CreditorNoticeName | Address1 | Address2 | City | State | Zip |
|---------------------------------------|---------------------------------------|---------------------|---|----------|------------|-------|-------|
| Prepetition Lenders | Wells Fargo Bank National Association | WFMC Insurance | 1525 West WT Harris Blvd | | Charlotte | NC | 28262 |
| Counsel for Bank of Rantoul | Werb & Sullivan | Brian A. Sullivan | 1225 N. King Street, Suite 600 | | Wilmington | DE | 19801 |
| Prepetition Lenders | X-Caliber Capital Corp. | Loan Servicing | 3 West Main Street, Suite 103 | | Irvington | NY | 10533 |
| Counsel for Peterson Acquisitions LLC | Polsinelli PC | Michael V. DiPietro | 222 Delaware Avenue, Suite 1101 | | Wilmington | DE | 19801 |
| Counsel for Peterson Acquisitions LLC | Polsinelli PC | David E. Gordon | 1201 West Peachtree Street NW, Suite 1100 | | Atlanta | GA | 30309 |