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

In re:	Bankruptcy No. 18-25116
THE FALLS EVENT CENTER, LLC,	Chapter 11
Debtor.	Honorable R. Kimball Mosier

**FIRST INTERIM FEE APPLICATION OF HOLLAND & HART LLP, COUNSEL FOR
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
(JULY 26, 2018 THROUGH NOVEMBER 26, 2018)**

Holland & Hart LLP (“**H&H**”), local counsel for the Official Committee of Unsecured Creditors of The Falls Event Center LLC (the “**Committee**”), respectfully submits its First Interim Fee Application (the “**Application**”) pursuant to sections 328, 330, 331, and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”), Rules 2002(c)(2) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the Chapter 11 Trustee’s Motion for an Order Establishing Compensation Procedures [Docket

No. 316], and the Guidelines for Applications for Compensation and Reimbursement of Expenses promulgated by the Office of the United States Trustee (the “**UST Guidelines**”), allowing and awarding interim compensations for services rendered to the Committee (i) for fees earned in the amount of \$113,516.50 and (ii) reimbursement for expenses incurred in the amount of \$2,150.05, for the period between July 26, 2018 through November 26, 2018 (the “**Compensation Period**”). In further support of the Motion, H&H states as follows:

Status of the Case

1. On July 11, 2018 (the “**Petition Date**”), The Falls Event Center LLC (the “**Debtor**”) commenced this case by filing a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

2. The Court appointed a Chapter 11 trustee on November 27, 2018.

3. The Committee selected H&H as its counsel, and on August 2, 2018, the Committee filed its Application for Entry of an Order Authorizing the Employment and Retention of H&H as its Counsel [Docket No. 37], and the Court entered the Retention Order on August 10, 2018 [Docket No. 48].

Jurisdiction, Venue, and Statutory Predicates

4. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is core within the meaning of 28 U.S.C. § 157(b)(2).

5. The statutory bases for the relief requested herein are sections 328(a), 330, and 331 of the Bankruptcy Code.

Prior Applications for Compensation and Reimbursement

6. This is H&H’s first interim application for interim compensation. No prior application for compensation and reimbursement has been filed in this case.

H&H’s Application

7. This Application has been prepared in accordance with the Revised UST Guidelines on attorney timekeeping, billing and budgeting procedures.

8. H&H seeks interim compensation for professional services provided to the Debtor during the Compensation Period in the amount of \$113,516.50 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of \$2,150.05. During the Compensation Period, H&H attorneys and staff expended a total of 414.40 hours for which compensation is requested.

9. H&H has not received any payments to date for its services rendered.

10. Attached hereto as **Exhibit 1** is a detailed billing record substantiating the Application in an open and searchable electronic format.

11. The following professional employees of H&H have performed services on behalf of the Committee during the Compensation Period:

SUMMARY BY TIMEKEEPER

Name	Title	Fees Billed	Hours Billed	Hourly Rate	Number of Rate Increases
Jeffrey Steele	Partner	\$972.90	2.30	\$423.00	N/A
Sherilyn A. Olsen	Partner	\$666.90	1.90	\$351.00	N/A
Doyle S. Byers	Partner	\$31,289.20	86.80	\$360.47	N/A
Steve M. Lau	Associate	\$177.00	0.60	\$295.00	N/A
Ellen E. Ostrow	Associate	\$71,734.00	275.90	\$260.00	N/A

Ed Schroeder	Paralegal	\$8,676.50	46.90	\$185.00	N/A
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12. H&H categorized its professionals' time, in accordance with its internal billing procedures, based on the issue or task on which the professional provided services, as explained in more detail below.¹ These categories appear as follows:

SUMMARY OF TASK CODES²

Task Code³	Project Category	Hours Billed	Fees Sought
BK76	Asset Analysis and Recovery	--	--
BK77	Asset Disposition	--	--
BK09	Assumption and Rejection of Leases and Contracts (Executory Contract Litigation) ⁴	--	--

¹ In accordance with its internal billing procedures, H&H uses particular task codes, and in an effort to comply with the Timekeeping Order, H&H attempted to match the internal task codes with those recommended by the UST Guidelines.

² H&H did not provide services in all task code categories during the Compensation Period. Categories in which no services were performed during the Compensation Period are marked with "--".

³ The Task Codes are numbered based on H&H's internal billing procedures.

⁴ H&H has arranged its time and service entries by project categories based on its internal billing procedure task codes. To the extent an H&H task code differs from that provided by the UST Guidelines, the variation is in name only and indicated in parenthesis.

BK17	Avoidance Action Analysis (Lien Avoidance Actions Under 11 U.S.C. Section 522, 544, and 545)	--	--
L150	Budgeting	--	--
BK97	Business Operations	--	--
BK79	Case Administration	370.20	\$100,450.60
BK80	Claims Administration and Objections	--	--
BK41	Corporate Governance and Board Matters (Board of Directors)	10.00	\$3,269.20
BK81	Employee Benefits and Pensions	--	--
BK82	Employment and Fee Applications	1.20	\$312.00
BK83	Employment and Fee Application Objections	--	--
BK06	Financing and Cash Collateral (Cash Collateral Matters)	14.60	\$4,035.80
BK85	Litigation	--	--
BK99	Meetings and Communications with Creditors (Meeting of Creditors)	--	--
BK86	Plan and Disclosure Statement	--	--
RE	Real Estate	--	--
BK05	Relief from Stay and Adequate Protection (Relief from Stay Matters)	18.40	\$5,448.90
BK03	Reporting (Postpetition Completion of Required Bankruptcy Related Forms)	--	--
BK94	Tax (Tax Issues)	--	--
BK95	Valuation	--	--

13. Descriptions of the professional services rendered in each category are as follows:

a. *Corporate Governance – Task Code BK41*

This category identifies services rendered analyzing and advising the Committee regarding the Debtor’s corporate governance and responding to the U.S. Trustee’s Motion to Dismiss.

The following H&H professionals performed services during the Compensation Period in this category:

Name	Title	Rate	Total Hours	Total Fees
Jeffrey Steele (JPS)	Partner	\$423.00	2.3	\$972.90
Doyle S. Byers (DSB)	Partner	\$360.47	2.7	\$996.30
Ellen E. Ostrow (EEO)	Associate	\$260.00	5.0	\$1,300.00
Total:			10	\$3,269.20

b. *Case Administration – Task Code BK79*

This category includes all work performed in connection with bankruptcy-related administrative responsibilities. During the Compensation Period, H&H spent time (a) advising the Committee regarding the U.S. Trustee’s motions to appoint a Chapter 11 trustee and motion to dismiss; (b) advising the Committee regarding necessary filings as the case proceeds; (b) analyzing and resolving issues regarding general case administration; (c) preparing for and attending hearings; and (d) communicating with various parties regarding the status of the case.

The following H&H professionals performed services during the Compensation Period in this category:

Name	Title	Rate	Total Hours	Total Fees
Doyle S. Byers (DSB)	Partner	\$360.47	75.80	\$27,230.20

Sherilyn A. Olsen (SAO)	Partner	\$351.00	1.90	\$666.90
Steve M. Lau (SML)	Associate	\$295.00	0.60	\$177.00
Ellen E. Ostrow (EEO)	Associate	\$260.00	245.00	\$63,700.00
Edward Schroeder (ES)	Paralegal	\$185.00	46.9	\$8,676.50
Total:			370.2	\$100,450.60

c. *Relief from Stay and Adequate Protection – Task Code BK05*

This category identifies services rendered reviewing and addressing motions for relief from stay. During the Compensation Period, H&H reviewed and analyzed the Debtor’s interest in its subsidiaries and various motions for relief filed in the subsidiary cases and the Debtor’s case and attended the hearings regarding the same.

Name	Title	Rate	Total Hours	Total Fees
Doyle S. Byers (DSB)	Partner	\$360.47	6.0	\$2,250.90
Ellen E. Ostrow (EEO)	Associate	\$260	12.3	\$3,198.00
Total:			18.3	\$5,448.90

d. *Employment and Fee Applications – Task Code BK82*

This category includes all work performed in employment of professionals and related motions. During the Compensation Period, H&H reviewed and advised the Committee regarding the applications of professionals that the Debtor sought to employ.

The following H&H professionals performed services during the Compensation Period in this category:

Name	Title	Rate	Total Hours	Total Fees
Ellen E. Ostrow (EEO)	Associate	\$260	1.2	\$312.00
Total:			1.2	\$312.00

e. *Financing and Cash Collateral (Cash Collateral Matters) – Task Code BK06*

This category captures time expended addressing cash collateral and financing matters. During the Compensation Period, H&H spent time reviewing the debtor's proposed cash collateral order and budget, and attending a hearing on the motion to use cash collateral.

The following H&H professional performed services during the Compensation Period in this category:

Name	Title	Rate	Total Hours	Total Fees
Doyle S. Byers (DSB)	Partner	\$360.47	2.2	\$811.80
Ellen E. Ostrow (EEO)	Associate	\$260	12.4	\$3,224.00
		Total:	14.6	\$4,035.80

14. During the Compensation Period, H&H incurred actual and necessary expenses in the total amount of \$2,150.05 in connection with its professional services rendered to the Committee for filing fees. *See* Exhibit 1 at 25–26 for a detailed report showing each expense.

15. All services performed and expenses incurred for which compensation or reimbursement is requested were actually performed or incurred, and they were performed or incurred for and on behalf of the Debtor and not for the benefit of any other person or entity.

16. In the opinion of the undersigned, all such services actually benefited the Debtor's estate.

17. In the opinion of the undersigned, H&H's fees earned and expenses incurred in the Compensation Period are fair and reasonable in light of the services rendered and the price for similar services in this market.

18. In addition, H&H agreed to provide a 10% discount on fees billed by partners within the firm, which discount has been applied and is reflected in the total compensation sought.

19. H&H has not shared or agreed to share compensation or reimbursement awarded in this case with any other person except as among the members and employees of H&H.

20. H&H has not made any agreements with the Debtor or others for compensation or reimbursement.

21. Attorneys at H&H have, when warranted, inquired of all attorneys employed by H&H with respect to those matters initially disclosed to the Court in the Application pursuant to Bankruptcy Rule 2014 and have determined, after reviewing the results of that inquiry, that no further disclosure is warranted at this time.

22. As of the Petition Date, H&H has not received any payment from the Debtor.

23. No previous request for relief sought herein has been made to this or any other Court.

CONCLUSION

WHEREFORE, H&H respectfully requests: (1) that compensation and reimbursement be awarded to H&H in the total amount of \$115,666.55, which includes \$113,516.50 for professional services rendered and \$2,150.05 for expenses incurred during the Compensation Period; (2) that such amounts be allowed a priority administrative expense of the estate pursuant to 11 U.S.C. §§ 503(b)(2) and 507(a)(1); (3) that pursuant to 11 U.S.C. §§ 330 and 331, the

Debtor be authorized and directed to pay such amounts; and (4) granting such other legal or equitable relief as the Court deems appropriate.

Dated: February 15, 2019

Respectfully submitted,

HOLLAND & HART LLP

/s/ Ellen E. Ostrow _____

Doyle S. Byers

Ellen E. Ostrow

*Counsel for Official Committee of
Unsecured Creditors*

DECLARATION

I, Ellen E. Ostrow, of and for H&H, do hereby declare under penalty of perjury that the statements contained herein are true and correct to the best of my knowledge, information and belief.

Salt Lake City, Utah

Dated February 15, 2019

/s/ Ellen E. Ostrow _____

Ellen E. Ostrow

HOLLAND & HART LLP

Counsel for Official Committee of Unsecured Creditors

EXHIBIT 1

Holland & Hart LLP

ATTORNEYS AT LAW

DENVER * BOULDER
DENVER TECH CENTER
ASPEN
BILLINGS
BOISE * CHEYENNE

PLEASE REMIT TO:
P. O. BOX 17283
DENVER, CO 80217-0283
TELEPHONE (303) 295-8000
FACSIMILE (303) 295-8261

JACKSON HOLE
LAS VEGAS * SANTA FE
CARSON CITY * RENO
SALT LAKE CITY
WASHINGTON D.C.

February 15, 2019

UCC of Falls Event Center Timothy Clay Chair of UCC 7906 N. Fawver Road Dakota, IL 61018	Invoice No. H&H Ref. No. Client No. Attorney:	1708753 3067562 103387 EEOstrow
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Regarding: Matter No. 0001 - Committee for Falls Event Center

Invoice Summary

Current fees	\$113,516.50
Current disbursements	\$2,150.05
Current charges this invoice	\$115,666.55

Thank you for your prompt payment. Questions regarding this invoice should be directed to the attorney responsible for your account, or Carla Norton, Billing Specialist in our Salt Lake City office, at (801) 799-5815.

Due On Receipt

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Itemized Fees

Description of Work	Date	Tkpr	Hours
<u>BK05 Relief From Stay Matters</u>			
Brief review of motion for relief from stay filed by iBorrow;	08/02/18	EEO	0.30
Review motion for relief from stay filed by iBorrow and correspondence with EEOstrow regarding the same;	08/03/18	DSB	0.50
Email to committee regarding motion for relief from stay filed by iBorrow (0.5); conference with Mr. Leigh regarding motion for relief (0.1);	08/03/18	EEO	0.60
Email to committee regarding motion for relief from stay (0.7); email to Ms. Maudsley regarding appraisal (0.1); review appraisal on the Falls at Elk Grove (0.4);	08/06/18	EEO	1.20
Review and analyze appraisal obtained by iBorrow;	08/07/18	EEO	1.50
Review motion for relief, or in the alternative, motion to dismiss the Falls at Elk Grove, and supporting documents (1.0); review debtor's schedules regarding St. George property and potential interest held by iborrow (0.2); draft joinder and objections to iBorrow's motion for relief (0.6); email to DSByers regarding substantive consolidation (0.1); email to committee regarding objection to motions for relief (0.2); email to debtor's counsel regarding objection to motion for relief and request for appraisal (0.2);	08/19/18	EEO	2.30
Review correspondence from debtor's counsel, and email to iBorrow's counsel regarding extension for response to motion for relief;	08/19/18	EEO	0.20
Review appraisal on Elk Groves, and email to debtor's counsel regarding 341 testimony;	08/20/18	EEO	0.20
Review objection to motions for relief (1.4); analyze law regarding standing in related bankruptcy case, and conference with DSByers regarding the same (1.3); revise joinders and coordinate filing (0.5);	08/22/18	EEO	3.20
Analyze issue regarding standing of committee in related bankruptcy cases and conference with EEOstrow regarding the same (0.6); review and edit joinder in objection to motion for relief from stay and conference with EEOstrow regarding the same (0.2);	08/22/18	DSB	0.80
conference with Mr. Wride regarding objections to Motion	08/22/18	EEO	0.20

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
for relief;			
Review Trolley Square motion for relief, and email to Messrs. Wride and Anderson regarding the same (0.8); draft joinder in opposition to motion for relief (0.2);	09/17/18	EEO	1.00
Conferences with debtor's counsel regarding status and motion for relief from stay filed by iBorrow (0.2); conference with Ms. Maudsley regarding extension, and follow up email (0.1);	10/09/18	EEO	0.30
Conference with counsel for debtor regarding strategy with respect to Elk Grove property;	10/09/18	DSB	0.50
Correspondence regarding scheduling of meeting with debtor and Mr. Miller to discuss status of specific properties and potential resolution of dispute with iBorrow (0.8); prepare for and participate in telephone conference with committee (0.8);	10/10/18	DSB	1.60
Conference with Mr. Leigh regarding objection to iBorrow's motion for relief;	10/18/18	EEO	0.10
Conference with Mr. Terry regarding motion for relief in Littleton case (0.3);	10/23/18	EEO	0.30
Analyze status of proposed stipulation regarding motion for stay relief from iBorrow, and conference with EEOstrow regarding the same in preparation for hearing;	10/30/18	DSB	0.60
Review correspondence from committee, and draft response (0.6); review proposed order on stipulation with iBorrow, and email to DSByers regarding the same (0.3);	10/31/18	EEO	0.90
Review proposed stipulation and settlement regarding iBorrow's motion for relief from stay and proposed order, and prepare for hearing on motion (1.0); attend hearing on stay relief motion (0.6); correspondence with counsel for the debtor and iBorrow regarding order approving the same (0.5);	10/31/18	DSB	2.10
<u>BK06 Cash Collateral Matters</u>			
Conference with Mr. Wride regarding status and cash collateral motion (0.2); conference with MLBurton regarding status and strategy (0.3); draft email to committee regarding status and rates (0.4);	07/27/18	EEO	0.90

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
Review motion to use cash collateral and related agreements and conference with Ms. Cayton and Mr. Leigh regarding the same (2.1); conference with Mr. Sanderson regarding potential objection to cash collateral and motion to appoint trustee (0.5); email to Mr. Leigh regarding extension to object and questions regarding cash collateral (0.4);	07/30/18	EEO	3.00
Correspondence with Mr. Sanderson and EEOstrow regarding motion to appoint chapter 11 trustee and strategy with respect to the case;	07/30/18	DSB	0.40
Send follow up email to Mr. Leigh regarding potential objection to motion to use cash collateral (0.2); conference with MLBurton regarding budget to cash collateral, and review local rules regarding the same (0.5); review correspondence from Mr. Johnson regarding cash collateral motion, and email to MLBurton and DSByers regarding the same (0.6); conference with Mr. Sanderson regarding cash collateral and status (0.4); email to Mr. Johnson regarding cash collateral motion (0.4); analyze merchant agreements, and draft objection to motion to cash collateral (1.9); conference with Messrs. Leigh and Johnson regarding cash collateral motion (0.3); email to Messrs. Leigh and Johnson regarding agreement on motion for cash collateral (0.3); email to committee regarding status of motion for cash collateral and agreement with debtor (0.4);	07/31/18	EEO	5.00
Conference with Mr. Sanderson and EEOstrow regarding potential objection to motion regarding cash collateral (0.4); analyze agreements and security interest in cash collateral, and correspondence with debtor's counsel regarding the same (0.4);	07/31/18	DSB	0.80
Conference call with committee members and correspondence regarding the same;	08/01/18	DSB	1.00
Review proposed order on cash collateral and related emails, and email to Mr. Johnson regarding the same (0.3); review and respond to multiple emails to committee regarding status of cash collateral motion, hearing, and strategy (1.6);	08/01/18	EEO	3.50
<u>BK41 Corporate Governance and Board Matters</u> Analyze issues of corporate governance for the debtor and conference with EEOstrow regarding the same;	08/10/18	DSB	0.80

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
	<u>Itemized Fees</u>		
Email to debtor's counsel regarding operating agreement;	08/10/18	EEO	0.40
Correspondence with debtor's counsel regarding corporate authority of debtor;	08/13/18	DSB	0.30
Conference with Mr. Sanderson regarding status (0.4); conference with DSByers regarding the same (0.3); email to committee regarding status (0.3);	08/24/18	EEO	1.00
Analyze issues regarding control of the debtor and conference and correspondence with EEOstrow and committee members regarding the same;	08/24/18	DSB	0.50
Analyze strategy for case and involvement of committee and correspondence with EEOstrow and committee members regarding the same;	08/29/18	DSB	0.60
Analyze issues regarding authority of debtor and correspondence with EEOstrow and committee members regarding the same;	08/30/18	DSB	0.50
Telephone conference with EEOstrow and DSByers regarding questions with respect to governance of Utah limited liability company; review of company operating agreement and articles of organization with regard to same;	09/06/18	JPS	1.50
Conferences with JPSteele regarding operating agreement (0.5); analyze operating agreement, trustee's motion to dismiss, and deposition testimony regarding authority (1.9); conference with debtor's counsel regarding authority and resolution of the same (0.4); conference with DSByers regarding strategy to address authority issue raised by U.S. Trustee (0.5);	09/06/18	EEO	3.30
Finish review of company operating agreement and discuss various approaches with EEOstrow;	09/07/18	JPS	0.80
Conference with JPSteele regarding LLC articles of organization;	09/07/18	EEO	0.30
<u>BK79 Case Administration</u>			
Conference with Mr. Sanderson regarding direction of case (0.7); emails to DSByers and MLBurton regarding discount and representation (0.3); draft application to retain, declaration, and proposed order (0.5); complete internal process for retention as committee counsel (0.5);	07/26/18	EEO	2.00

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
Leave message with debtor's counsel regarding cash collateral (0.1); email to MLBurton and DSByers regarding rates (0.2); review recent filing of subsidiary (0.2);	07/26/18	EEO	0.50
Correspondence regarding cash collateral stipulation;	08/01/18	DSB	0.80
Conference with committee regarding hearing and status (1.0); conference with committee regarding strategy in responding to motion to appoint trustee and status (1.2); prepare for and attend hearing on cash collateral and meet with Ms. Cayton and Messrs. Leigh and Johnson (1.6); review Trustee's motion to appoint chapter 11 trustee (0.5); finalize application to retain and related pleadings, and email to committee regarding the same (0.5); review correspondence from Mr. Sanderson, and respond (0.4); email to Mr. Leigh regarding operating agreement (0.1);	08/01/18	EEO	3.70
Draft bylaws for committee (1.1); conference with Ms. Cayton regarding committee members (0.2); leave messages with new committee members (0.2); coordinate setting up of website for creditor information (1.2);	08/02/18	EEO	2.70
Correspondence with EEOstrow regarding strategy of case (0.3); review and edit draft bylaws and conference with EEOstrow regarding the same (0.6);	08/03/18	DSB	0.90
Revise and finalize committee bylaws and email to committee regarding the same (1.2); review correspondence from Mr. Sanderson and related note (0.4); review correspondence from Ms. Mathews (0.1); coordinate committee website (0.3); calendar 2004 exams of management (0.1); email to MLBurton and DSByers regarding strategy (0.3);	08/03/18	EEO	2.40
Analyze law regarding appointment of chapter 11 trustee (3.4); draft memorandum to committee regarding appointment of chapter 11 trustee (0.6); conference with Mr. Pulley regarding stepping off committee, and email to Ms. Cayton and Mr. Clay regarding the same (0.2);	08/05/18	EEO	4.20
Conference with EEOstrow regarding status of case;	08/06/18	DSB	0.30
Finalize memorandum regarding [REDACTED] motion to appoint trustee (2.1); conference with Mr. Leigh regarding status and additional document requests (0.3); conference with MLBurton regarding status and strategy	08/06/18	EEO	3.60

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
(0.3); review proposed revisions to bylaws (0.3); conference with creditor regarding status (0.3); conference with DSByers regarding status (0.3);			
Conference with EEOstrow regarding questions for debtor and strategy of case;	08/07/18	DSB	0.60
Review correspondence from committee members, and respond (1.2); conference with Mr. Clay regarding status (0.2); conferences with Mr. Leigh regarding debtor's strategy moving forward, and meeting with Pickering (0.4); conference with DSByers regarding questions for the debtor (0.6);	08/07/18	EEO	2.40
Prepare outline for meeting with Messrs. Pickering and Viernes (1.5); review correspondence from Mr. Sanderson regarding memorandum on trustee's motion to appoint (0.4); follow up on website creation (0.2); emails to debtor's counsel regarding members of LLC and meeting with Messrs. Pickering and Viernes (0.4); review and respond to emails from committee regarding telephonic conference (0.3);	08/08/18	EEO	2.80
Analyze questions for Mr. Pickering and conference with EEOstrow regarding the same;	08/08/18	DSB	0.40
Review correspondence from committee regarding Even Stevens, and respond (0.7); prepare for meeting and attend meeting with Messrs. Pickering and Viernes (3.1); conference with Mr. Clay regarding [REDACTED] (0.2); review correspondence from Ms. Mathews regarding [REDACTED] (0.3); leave message with creditor regarding inquiry (0.1); coordinate website (0.2); conference with DSByers regarding status and strategy (0.3); review Pickering CV (0.2);	08/09/18	EEO	5.10
Conference with EEOstrow regarding status and strategy of case (0.3); correspondence with committee members regarding various issues (0.6);	08/09/18	DSB	0.90
Review motion to extend time to file schedules; review schedules submitted by subsidiaries;	08/10/18	EEO	0.20
Review memorandum from EEOstrow regarding meeting with Mr. Pickering and conference with EEOstrow regarding	08/10/18	DSB	2.10

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the same (0.8); correspondence with debtor's counsel regarding the same (0.3); analyze potential solutions to concerns raised by Trustee's motion to appoint chapter 11 trustee and conference with EEOstrow regarding the same (1.0);			
Draft memorandum regarding meeting with Messrs. Pickering and Viernes, review operating agreement, and conference with DSByers regarding same (2.7); review and calendar notices of 2004 exam (0.3); request to debtor's counsel regarding documents (0.4); review correspondence from Mr. Sanderson and conference with DSByers regarding the same (0.5); conference with reference for Mr. Viernes (0.2); email to DSByers and MLBurton regarding notice of appearances in related cases (0.2); email to RWSmith regarding proxy (0.2);	08/10/18	EEO	4.50
Analyze SEC final judgment and consents, and draft background to objection to motion to appoint trustee;	08/12/18	EEO	4.00
Analyze law regarding current v. past management under 1104(a) analysis;	08/12/18	EEO	1.40
Conference with EHoney regarding website (0.2); investigate background of Messrs. Pickering and Viernes (1.3); draft introduction to objection to U.S. Trustee's appointment of a Chapter 11 trustee (1.5); draft fact section to objection (1.5); continue legal analysis regarding current versus previous management (0.3);	08/13/18	EEO	4.80
Email to committee regarding telephone conference [REDACTED] (0.5); conference with DSByers regarding status and deposition of management (0.5); exchange messages with Mr. Sanderson (0.2); telephone conference with Mr. Williams regarding email (0.1);	08/13/18	EEO	1.30
Calendar depositions of Down and others;	08/13/18	EEO	0.20
Analyze status of discovery with debtor's management and conference with EEOstrow regarding the same;	08/13/18	DSB	0.50
Review correspondence from Mr. Sanderson [REDACTED] (0.2); draft email to committee regarding agenda for telephone conference (0.2); draft argument section of brief regarding standard to apply (3.6);	08/14/18	EEO	4.00

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Itemized Fees

Description of Work	Date	Tkpr	Hours
Attend depositions of Messrs. Larson, Viernes,, and Bergstrom, and subsequent conference with Ms. Cayton and debtor's counsel;	08/14/18	EEO	5.40
Prepare for and attend conference with committee regarding status and strategy (0.9); draft meeting minutes, and email to committee (0.3); send calendar invite for recurring meeting (0.1);	08/14/18	EEO	1.30
Continue draft of objection to motion to appoint trustee (1.4); conferences with Mr. Wride regarding status and objection to motion (0.4); email to debtor's counsel regarding document requests (0.1); draft email to debtor's counsel regarding proposed stipulation, and conference with DSByers regarding the same (1.2); analyze law regarding trustee's burden under 1104(e), and revise objection (1.2); brief review of schedules filed by debtor (0.5); review resolutions removing Down and appointing Pickering (0.8);	08/15/18	EEO	5.60
Analyze proposed stipulation and draft objection to motion to appoint trustee and conferences with EEOstrow regarding the same;	08/15/18	DSB	0.40
Conference with Mr. Sanderson regarding proposed declaration (0.4); conference with Mr. Clay regarding declaration (0.1); conference with debtor's counsel regarding objections to trustee's motion and additional information (0.5); review correspondence from Ms. Mathews regarding transfers to insiders (0.2); continue draft of argument section in objection to trustee's motion (2.6);	08/16/18	EEO	3.80
Analyze strategy related to objection to motion to appoint trustee and conferences with EEOstrow regarding the same (1.4); conferences and correspondence with committee members regarding strategy (0.8);	08/16/18	DSB	2.20
Review objection filed by creditor (0.2); conference with DSByers regarding [REDACTED] (0.3); continue review of schedules filed by debtor (0.3);	08/16/18	EEO	0.80
Conference with DSByers regarding timing of objection and continued discovery (0.3); email to Ms. Cayton regarding the same (0.1); review correspondence from financial consultant (0.2); continue draft of objection (0.5);	08/17/18	EEO	1.10

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
Analyze strategy for timing of discovery and objection to motion to appoint trustee and conference with EEOstrow regarding the same;	08/17/18	DSB	0.50
Finalize argument section of draft objection to motion to appoint trustee, and email to DSByers regarding the same;	08/18/18	EEO	5.30
Draft email to committee regarding objection, and schedules and statement of financial affairs (1.2); review schedules and statement of financial affairs (0.8); revise objection (0.2);	08/18/18	EEO	2.20
Review correspondence from unsecured creditor, and conference with unsecured creditor regarding status of case;	08/19/18	EEO	0.20
Calendar rescheduled depositions;	08/19/18	EEO	0.10
Prepare for and attend deposition of Mr. Pickering (2.7); prepare for and attend 341 meetings of The Falls and subsidiaries (5.7); conference with Mr. Clay regarding status (0.3); conference with DSByers regarding status (0.2);	08/20/18	EEO	8.90
Review, analyze, and edit objection to U.S. Trustee's motion to appoint Chapter 11 trustee (2.8); conference and correspondence with EEOstrow regarding strategy related to the same (0.6); correspondence with debtor's counsel regarding debtor's objection (0.3); analyze substantive consolidation and correspondence with EEOstrow regarding the same (0.2);	08/20/18	DSB	3.90
Attend portion of 341 meeting, and conferences with EEOstrow regarding the same;	08/20/18	DSB	2.30
Email to committee regarding [REDACTED];	08/20/18	EEO	0.30
Review comments from Mr. Sanderson and DSByers on objection; email to committee regarding objection and draft declaration from Mr. Pickering;	08/20/18	EEO	0.70
Conference with Mr. Sanderson regarding objection (0.7); review declaration filed by debtor and objection (0.6); revise committee objection and coordinate filing (1.1);	08/21/18	EEO	2.40
Coordinate external drive for document sharing (0.2); review correspondence from U.S. Trustee, and respond (0.1); begin review of BRG accounting (0.3);	08/21/18	EEO	0.60

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
Request External folder for EEOstrow;	08/21/18	EBS	0.50
Review and edit latest draft of objection to motion to appoint trustee and conference with EEOstrow regarding the same;	08/21/18	DSB	0.60
Prepare for and attend 341 meeting of financially fit (1.5); review correspondence from committee regarding document requests (0.2); continue review of BRG preliminary report (0.7);	08/22/18	EEO	2.40
Send update to committee regarding pleadings filed and status;	08/23/18	EEO	0.40
Prepare for and attend deposition of Mr. Sullivan;	08/23/18	EEO	2.50
Conference with EBS Schroeder regarding maintenance of external drive and website;	08/23/18	EEO	0.30
Set up External folder (0.3); invite users (0.3); conference with EEOstrow about External folder and website (0.2); research website (0.5); move documents to External folder (0.2);	08/23/18	EBS	1.50
Download motion from docket and upload to external folder;	08/24/18	EBS	0.30
Review correspondence from Mr. Sanderson regarding status and strategy;	08/27/18	EEO	0.20
Review pleadings and attend preliminary hearing (1.8); review motion for relief filed by Trolley Square and debtor's recent filings regarding authorization (1.2); review correspondence from Mr. Haker and respond (0.2); review schedules and attend 341 hearing on the Falls at McMinnville (1.9); attend meeting with Mr. Haker and debtor regarding lease to Evergreen (1.8); conference with debtor's counsel regarding nondisclosure and document production (0.3); review correspondence from EBS Schroeder regarding external drive and website (0.3);	08/28/18	EEO	7.50
Review docket for new documents;	08/28/18	EBS	0.20
Revise information to provide on website, and email to EHoney regarding the same (1.2); review correspondence from Mr. Sanderson, and conference with DSByers regarding the same (0.4); review correspondence from Dr. Shay, and telephone conference regarding the same (0.3);	08/29/18	EEO	1.90

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
Upload documents to external folder; organize external pleadings folder;	08/29/18	EBS	0.50
Conference with Dr. Shay regarding status;	08/30/18	EEO	0.20
Calendar deadlines, and reach out to EHoney regarding website;	08/30/18	EEO	0.20
Email to committee regarding status update and agenda for upcoming telephone conference; conference with DSByers regarding the same;	08/30/18	EEO	0.50
Review docket (0.3); upload documents (0.2); organize external folder (0.3);	08/30/18	EBS	0.80
Review correspondence from Mr. Sanderson, and conference with DSByers regarding the same; email to committee in response [REDACTED];	08/30/18	EEO	0.40
Review correspondence from Ms. Matthews, and respond;	08/31/18	EEO	0.30
Delete user from external folder; upload documents to external folder;	08/31/18	EBS	0.50
Analyze issues regarding motion to dismiss case from U.S. Trustee and corespondence with EEOstrow and committee members regarding the same;	08/31/18	DSB	0.50
Upload documents from docket;	09/04/18	EBS	0.20
Conference with committee regarding status, and draft and send meeting minutes;	09/04/18	EEO	1.40
Telephone conference with committee members regarding strategy of case;	09/04/18	DSB	1.20
Attend deposition of Ms. Johnston (1.4); review and analyze trustee's motion to dismiss (1.2); conference with Mr. Wride regarding status (0.3); email to committee regarding agenda for telephone conference. and conference with DSByers regarding the same (0.2);	09/04/18	EEO	3.10
Conference with Mr. Sanderson (0.2); conference with DSByers regarding motion to dismiss (0.3);	09/05/18	EEO	0.50
Docket review;	09/06/18	EBS	0.20
Analyze strategy relating to motion to dismiss and conferences and correspondence with EEOstrow and Mr.	09/06/18	DSB	1.60

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
Write regarding the same;			
Email to Ms. Cayton regarding deposition;	09/06/18	EEO	0.10
Analyze strategy with respect to pending motions and conference with EEOstrow regarding the same;	09/07/18	DSB	0.60
Conference with Trustee's office regarding motion to dismiss, and email to DSByers regarding the same (0.3); review correspondence from Mr. Sanderson, and respond (0.2); review correspondence from Ms. Cayton regarding hearing (0.1);	09/07/18	EEO	0.60
Review correspondence from DSByers and respond;	09/09/18	EEO	0.20
Review docket for documents to upload;	09/10/18	EBS	0.10
Prepare for and participate in deposition of Mr. D. Down and possible deposition of Ms. Knight (2.7); participate in deposition of Mr. S. Down (3.5); office conference with Ms. Cayton and Mr. Miller regarding case and possible resolutions to disputes (0.8);	09/10/18	DSB	7.00
Conference with DSByers regarding depositions and status of motion to dismiss;	09/11/18	EEO	0.40
Upload documents to external folder;	09/11/18	EBS	0.50
Correspondence with Mr. Sanderson regarding telephone conference with Mr. Pickering; correspondence with Ms. Cayton regarding discovery schedule;	09/11/18	DSB	0.40
Prepare for and attend Status Conference hearing on The Falls Event Center (1.7); correspond with EEOstrow regarding same (0.2);	09/12/18	SAO	1.90
Conference with unsecured creditor regarding status;	09/13/18	EEO	0.10
Review correspondence from Mr. Sanderson and respond;	09/14/18	EEO	0.30
Docket review;	09/14/18	EBS	0.10
Conference with EEOstrow regarding status of case and strategy with respect to pending motions;	09/14/18	DSB	0.30
Conference with Mr. Sanderson (0.6); review audio from motion to dismiss hearing (0.3);	09/15/18	EEO	0.90
Upload documents from Pacer (0.3); review and upload	09/17/18	EBS	0.80

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
documents from the docket (0.5);			
Conference with DSByers regarding strategy [REDACTED] (0.4); finish review of audio recording from motion to dismiss (0.4); analyze law regarding authority to file petition and ratification (3.0);	09/17/18	EEO	3.80
Attend deposition of Ms. Knight (2.5); review correspondence from committee, and coordinate telephone conference (0.3); email to Mr. Miller regarding telephone conference with committee (0.2); continue draft objection to motion to dismiss (1.1);	09/18/18	EEO	4.10
Conference with EEOstrow regarding strategy for case and telephone conference with Mr. Miller and committee;	09/18/18	DSB	0.30
Conference with Dr. Wolwhend (0.2); analyze documents filed with the division of corporations (0.5); analyze limited liability law regarding membership (0.5); continue draft of objection (1.8);	09/19/18	EEO	3.00
Download organization documents from Utah Division; docket review;	09/19/18	EBS	1.00
Analyze strategy regarding objection to motion (1.0); conference with DSByers and debtor's counsel regarding strategy (0.8); conference call with committee and conference with DSByers regarding the same (1.0); analyze law regarding operating agreement (1.5);	09/20/18	EEO	4.30
Analyze legal arguments and strategy related to U.S. Trustee's pending motions, and conferences with EEOstrow regarding the same (1.2); telephone conference with debtor's counsel regarding pending motions and debtor's position regarding the same (0.8); participate in part of telephone conference with committee (0.5);	09/20/18	DSB	2.50
Review, edit, and revise objection to motion to dismiss for lack of proper authorization;	09/20/18	SML	0.60
Conference with Ms. Monson regarding stipulated facts and objection (0.3); conference with Mr. Kuhn regarding telephone conferences with Trustee and motion to dismiss (0.2); review stipulated facts between debtor and trustee (0.4); analyze law regarding ratification (4.6); finalize objection (4.9);	09/21/18	EEO	10.40

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
Review and edit objection to motion to dismiss bankruptcy case and conference with EEOstrow regarding the same;	09/21/18	DSB	1.20
Conference with Mr. Leigh, and email to committee regarding telephone conference with Mr. Miller;	09/24/18	EEO	0.20
Review docket and email EEOstrow;	09/25/18	EBS	0.10
Email to committee regarding update and telephone conference with Mr. Miller (0.4); review correspondence from committee regarding status, and conference with DSByers regarding the same (0.4); coordinate telephone conference with Mr. Miller (0.1);	09/26/18	EEO	0.90
Prepare for and attend hearing on motion for relief from stay (1.2); conference with Mr. Miller regarding status (1.8); conference with committee and Mr. Miller regarding status (1.2); draft notice of rescheduled hearing, and email to parties regarding the same (0.2);	09/27/18	EEO	4.40
Review docket, upload documents, add folder in external folder;	09/27/18	EBS	0.50
Review correspondence regarding change of hearing date; draft notice of rescheduled hearing, and send email regarding the same;	09/28/18	EEO	0.30
Conference with Mr. Sanderson regarding title reports and status (0.4); review pleadings and case law for hearing (4.0); prepare hearing outline (0.5);	10/02/18	EEO	4.90
Upload documents to External folder; download title files and upload to the external folder;	10/02/18	EBS	0.90
Draft outline for oral argument on motion to dismiss (1.2); analyze case law cited by trustee regarding ratification and doctrine of laches (0.8);	10/02/18	EEO	2.00
Analyze law regarding standing of creditor and U.S. trustee (1.0); prepare oral argument and review case law for hearing (5.3); attend hearing on motion to dismiss (2.0);	10/03/18	EEO	8.30
Conference with Mr. Haker regarding McMinnville (0.8); email to DSByers regarding telephone conference with Mr. Haker (0.2); email to committee regarding [REDACTED] (0.1);	10/03/18	EEO	1.10

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Description of Work	Date	Tkpr	Hours
Upload files to external folder;	10/03/18	EBS	0.40
Prepare for and attend hearing on motion to dismiss bankruptcy case and correspondence with committee regarding the same;	10/03/18	DSB	2.30
Review debtor's amended schedules and statement of financial affairs (0.8); attend continued 341 meeting (1.4); review related entity dockets and calendar motions for relief objection deadlines and 341 meetings (0.3); prepare for and attend meeting with Messrs. Miller, Johnson, Haker, and Hindley regarding McMinnville property (1.4); conference with DSByers regarding status (0.2); review property records (1.0);	10/04/18	EEO	5.10
Review correspondence from the committee regarding claims;	10/04/18	EEO	0.30
Download title files and reduce them for zip drives to email;	10/04/18	EBS	0.50
Review title reports for Bricktown, Elk Grove, and St. George (1.8); conference with Mr. Sanderson regarding property interests and status (0.7); email to committee regarding status, and email to DSByers regarding the same (0.4); analyze law regarding date of perfection and preference period (0.9); conference with Mr. Sanderson regarding security interests in subsidiaries (0.1);	10/08/18	EEO	3.90
Download title files and reduce them for zip drives to email;	10/08/18	EBS	2.70
Revise website, and conference with MLBurton regarding the same (1.8); conference with EHoney regarding website (0.2); conference with EBSchroeder regarding website (0.2); conference with Mr. Sanderson regarding status (0.1); review confidentiality agreement and conference with DSByers regarding the same (0.9); email to committee regarding agenda for next telephone conference (0.4); conference with DSByers regarding status and strategy (0.3);	10/09/18	EEO	3.90
Conference with EEOstrow regarding strategy;	10/09/18	DSB	0.30
Telephone conferenc with committee regarding status (1.7); email to committee regarding meeting minutes (0.4);	10/10/18	EEO	2.10
Attend meeting with Messrs. Miller and Bateman and debtor's counsel regarding financial condition of debtor (2.6); conference with EHoney regarding website, and revise	10/11/18	EEO	3.50

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
disclaimer (0.5); conference with DSByers regarding strategy (0.4)			
Prepare for, and attend, meeting with dbtor's counsel, Messrs. Miller and Bateman, EEOstrow, and others regarding financial information relative to properties owned by subsidiaries of debtor (3.0); conferences with EEOstrow regarding strategy of case (0.4); correspondence to Ms. Maudsley regarding extension on objection deadline to motion for relief from stay (0.1);	10/11/18	DSB	3.50
Attend meeting with Messrs. Miller and Bateman and counsel regarding financial condition of the debtor (2.8); review and email title reports to debtor's counsel (0.5); review correspondence from committee regarding status (0.3); review correspondence from EHoney regarding website (0.2); review proposed order from debtor's counsel (0.2); coordinate telephone conference with committee regarding report from Mr. Miller (0.3); conference with DSByers regarding strategy (0.2);	10/12/18	EEO	4.50
Meeting with debtor and its counsel regarding analysis of properties (2.8); conferences with EEOstrow regarding strategy for case and meeting with committee (.30); correspondence with Ms. Maudsley regarding deadline extension (.10); correspondence with committee members regarding [REDACTED] (.10);	10/12/18	DSB	3.30
Review docket for documents to upload;	10/12/18	EBS	0.10
Review dockets in subsidiary cases and coordinate update to external drive (0.4); revise website and email to EHoney regarding the same (1.2); review correspondence from debtor's counsel regarding Fresno, and email to Mr. Sanderson regarding the same (0.3);	10/15/18	EEO	1.90
Download documents from Pacer and upload to external folder;	10/15/18	EBS	0.40
Review status of website for creditors and conference with EEOstrow regarding the same (0.3); correspondence with Ms. Maudsley regarding extension for objection to motion for stay relief (0.2); conference with EEOstrow regarding status and strategy of case (0.4);	10/15/18	DSB	0.90
Prepare for and conference with committee regarding status	10/16/18	EEO	2.20

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Description of Work	Date	Tkpr	Hours
and strategy (2.0); draft meeting minutes (0.2);			
Review and analyze analysis provided by debtor for possible projections on Elk Grove property (0.4); prepare for and participate in telephone conference with committee (1.2); conference with EEOstrow regarding strategy (0.3);	10/16/18	DSB	1.90
Prepare for and attend 341 meeting of the Falls at St. George and Littleton (1.0); emails regarding telephone conference with Messrs. Miller and Pickering (0.2); conference with DSByers regarding status (0.2); email to EHoney and conference with ESchroeder regarding website (0.2);	10/17/18	EEO	1.60
Download title documents (.3), reduce their size and email (.4); review website information (5.5);	10/17/18	EBS	6.20
Correspondence with committee and EEOstrow regarding various items including meeting with Messrs Pickering and Miller;	10/17/18	DSB	0.60
Review website information (3.1); upload documents to website (.8);	10/18/18	EBS	4.90
Conference with ESchroeder regarding website (0.2); review correspondence from the committee regarding status (0.3); review monthly operating report (0.2);	10/19/18	EEO	0.70
Upload documents and update website (1.3); conference with EEOstrow on website and begin making updates to the site (1.6); download documents from subsidiary bankruptcies and upload to the external folder (1.2);	10/19/18	EBS	4.10
Correspondence with committee members regarding strategy of case;	10/20/18	DSB	0.30
Review correspondence from the committee, and email to DSByers regarding the same; briefly review motion for a appointment of board;	10/21/18	EEO	0.70
Prepare for and attend telephone conference with committee (1.7); review and draft joinders to objections to motion for relief (0.9); email to debtor's counsel regarding status (0.2); review Messrs. Miller and Bergstrom's projections for Elk Grove (0.7);	10/22/18	EEO	3.50
Upload documents to website for subsidiary bankruptcies;	10/22/18	EBS	0.50

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
Prepare for and participate in telephone conference with committee regarding strategy of case and correspondence regarding the same;	10/22/18	DSB	1.50
Correspondence with committee members and EEOstrow regarding questions for proponents of various plan approaches and strategy for telephone conference with Messrs. Miller and Pickering (0.6); analyze draft correspondence to unsecured creditors (0.4);	10/23/18	DSB	1.00
Conferences with multiple creditors regarding status and general bankruptcy process (0.6); conference with DSByers regarding status and strategy (0.7); review and revise email correspondence proposed by committee (1.6);	10/23/18	EEO	2.90
Prepare for and attend hearing on status conference, and subsequent conference with debtor's counsel and Mr. Miller (2.4); conference with Mr. Miller and debtor's counsel regarding strategy, and telephone conference with Ms. Cayton (1.2); telephone conference with Ms. Cayton regarding meeting with committee (0.2); prepare for and conference with committee regarding status and strategy (2.2);	10/24/18	EEO	6.00
Correspondence from Mr. Haker regarding McMinville (0.2); prepare for, and attend, status conference with court and post-hearing conference with debtor's counsel and Mr. Miller regarding case (2.4); additional meeting with debtor's counsel and Mr. Miller, and telephone conference with Ms. Cayton regarding status of case and possible strategies (1.2); prepare for and telephone conference with committee regarding status and strategy of case (2.2); telephone conference with Ms. Cayton and EEOstrow regarding scheduling meeting with committee (0.2);	10/24/18	DSB	6.20
Analyze strategy and conference with EEOstrow regarding the same (.50); telephone conference with Mr. Miller and debtor's counsel regarding scheduling meeting to discuss viability of various options (0.3); correspondence with committee members regarding status and strategy of case (0.3); conference with EEOstrow and Mr. Wride regarding debtor's intentions in case, and extended conference with EEOstrow regarding the same (0.8);	10/25/18	DSB	1.90
Conference with Mr. Miller and debtor's counsel regarding	10/25/18	EEO	0.80

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
meeting with Mr. Pickering (0.3); analyze case strategy and prepare communication to committee (0.5);			
Conference with Mr. Wride regarding status (0.4); review correspondence from Ms. Cayton and respond (0.1); conference with committee member regarding status (0.2);	10/25/18	EEO	0.70
Review dockets and send to EEOstrow for review;	10/25/18	EBS	1.00
Review correspondence from the committee and debtor's counsel and respond;	10/25/18	EEO	0.40
Conference with Mr. Pickering regarding proposed plan (1.5); conference with committee (1.5); conference with Mr. Hindley regarding McMinnville (0.1); review McMinnville motion to dismiss and notice of hearing (0.4); conference with DSByers regarding strategy (0.8); review correspondence from committee and respond (0.4);	10/26/18	EEO	4.70
Review Google for website listing;	10/26/18	EBS	1.60
Conference with Mr. Pickering and EEOstrow regarding proposed plan (1.5); conference with committee (1.5); analyze possible stipulation to appoint trustee (0.2); conference with EEOstrow regarding strategy (0.8); correspondence with committee members and Mr. Miller (0.4);	10/26/18	DSB	4.40
Prepare for and attend conference with committee and Messrs. Miller and Pickering regarding liquidation v. reorganization (2.6); conference with committee regarding [REDACTED], and subsequent telephone conference with Ms. Cayton (1.2); leave message with and Mr. D. Miller regarding appointment of trustee (0.1); analyze case strategy (0.3);	10/29/18	EEO	4.40
Research on Search Engine Optemization;	10/29/18	EBS	0.90
Conference with Mr. D. Miller;	10/29/18	EEO	0.30
Prepare for, and conference with, committee and Messrs. Miller and Pickering regarding potential strategies of liquidation or reorganization (2.8); conference with committee regarding potential stipulation to appoint trustee and extended telephone conference with committee and Ms. Cayton regarding the same (1.2); analyze strategy of various open matters in case (0.3); conference with Mr. Miller	10/29/18	DSB	4.60

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Description of Work	Date	Tkpr	Hours
regarding possible appointment as trustee (0.3);			
Conference with Mr. Thatcher (0.4); email to committee regarding stipulating to Chapter 11 trustee (0.5); revise draft stipulation, and conference with DSByers regarding the same (1.2);	10/30/18	EEO	2.10
Research on Search Engine Optimization;	10/30/18	EBS	1.40
Correspondence with committee regarding possible stipulation to appointment of trustee and analyze strategy regarding the same;	10/30/18	DSB	1.20
Analyze strategy regarding potential stipulation to appoint trustee and correspondence with committee and EEOstrow regarding the same (0.6); conference with Mr. Kuhn regarding the same (0.2);	10/31/18	DSB	0.80
Revise draft correspondence to committee (0.3); conference with Mr. Morgan regarding motion and hearing date on appointment of Chapter 11 trustee (0.1); review correspondence from committee regarding Chapter 11 trustee (0.2); email to committee regarding potential chapter 11 trustee (0.2);	11/01/18	EEO	0.80
Download monthly operating reports from docket and upload them to the external folder and website (1.3); review dockets for all subsidiaries (0.8); download all dockets and create chart (1.1); review documents needed to upload (0.2); download docket from Falls Event Center and Elk Grove, and add documents to external folder and website (1.1);	11/01/18	EBS	4.50
Correspondence with committee members regarding strategy of case and appointment of trustee, and conferences with EEOstrow regarding the same;	11/01/18	DSB	1.60
Conference with Mr. Miller regarding correspondence to investors (0.3); review multiple correspondence from committee and draft response (3.9);	11/01/18	EEO	4.20
Review correspondence from Mr. Haker, conference with DSByers regarding the same, and respond (0.4); multiple conferences and correspondence with chapter 11 trustee candidates (1.4); analyze proof of claim filed by Evergreen Museum (0.3); email to committee regarding agenda for telephone conference (0.2);	11/02/18	EEO	2.30

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Description of Work	Date	Tkpr	Hours
Download documents from docket and upload them to the external folder and website;	11/02/18	EBS	3.00
Analyze correspondence with Mr. Haker and draft reply and correspondence with EEOstrow regarding the same;	11/02/18	DSB	0.30
Review proposed orders regarding stipulation with iBorrow and endorse (0.4); review materials from potential Chapter 11 candidates (0.3); conference with Mr. Thatcher regarding potential trustee (0.3); conference with committee regarding status and Chapter 11 trustee candidates (2.3); draft and email meeting minutes (0.2); review correspondence from committee regarding status (0.3); conference with Mr. Morgan regarding chapter 11 trustee candidates (0.1);	11/05/18	EEO	3.90
Conference with Mr. Thatcher as possible candidate for Chapter 11 trustee (0.3); conference with committee and various potential candidates (2.3); analyze strategy with respect to various issues, including stipulation with iBorrow, motion to retain broker and responding to museum request for NDA and, conference with EEOstrow regarding the same (0.5);	11/05/18	DSB	3.10
Conference with multiple investors regarding status (1.0); conference with Mr. Sanders regarding Chapter 11 trustee appointment (0.1); conference with Mr. Henrich (0.1); review correspondence from Mr. Thatcher regarding rates (0.2); review correspondence from Mr. Sanderson and committee (0.5); review dockets and calendar deadlines (0.3); conference with debtor's counsel regarding JLL retention, iBorrow, and Chapter 11 candidates (0.3); conference with DSByers regarding strategy (0.5);	11/06/18	EEO	3.00
Download docket information;	11/06/18	EBS	0.60
Analyze outstanding issues and correspondence with committee members regarding the same (0.5); conference with debtor's counsel regarding iBorrow lease agreement, museum discovery, and possible trustee candidates (0.3);	11/06/18	DSB	0.80
Review correspondence from committee (0.2); conference with investor regarding status (0.2); email to Messrs. Haker and Hindley regarding status (0.1);	11/07/18	EEO	0.50
Download docket documents to external folder and upload same to website;	11/07/18	EBS	0.40

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Description of Work	<u>Itemized Fees</u>	Date	Tkpr	Hours
Review and revise committee correspondence to U.S. Trustee regarding Chapter 11 candidates, and conference with MLBurton regarding the same;		11/08/18	EEO	1.10
Review all dockets;		11/08/18	EBS	0.30
Conference with investor regarding status (0.2); conference with Mr. Morgan regarding appointment of trustee, and correspondence regarding the same (0.4); email to committee regarding status (0.2);		11/09/18	EEO	0.80
Review dockets for new filed documents;		11/09/18	EBS	0.30
Conference with Mr. Sanderson (0.2); review correspondence from Ms. Cayton and respond (0.2); conference with Mr. Johnson regarding status (0.1);		11/12/18	EEO	0.50
Prepare for, and attend, hearing on motion to appoint a trustee and motions for relief from stay;		11/13/18	DSB	1.20
Conference investors regarding status (0.4); review correspondence from committee, and respond (0.2);		11/14/18	EEO	0.60
Multiple conferences with U.S. Trustee's office regarding potential Chapter 11 candidates (0.8); email to committee regarding same (0.5); conferences and emails to Messrs. Brickley and Thatcher (0.5); review correspondence from committee and respond (0.3);		11/15/18	EEO	2.10
Review emails and website or email capability;		11/15/18	EBS	0.10
Review dockets for new pleadings and financial statements;		11/15/18	EBS	0.70
Coordinate telephone conference with committee (0.3); conference with committee regarding status (0.2); conference with committee and Mr. Layng (0.4);		11/16/18	EEO	0.90
Download monthly operating reports to the external folder and upload them to the website;		11/16/18	EBS	1.00
Review court dockets for updating website; calendar deadlines for objections;		11/17/18	EEO	0.80
Review correspondence from committee, and draft response; conference with DSByers regarding the same;		11/19/18	EEO	1.10
Download docket documents and upload to the website;		11/19/18	EBS	0.90

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<u>Description of Work</u>	<u>Date</u>	<u>Tkpr</u>	<u>Hours</u>
Review correspondence from committee, and edit draft response and conference with EEOstrow regarding the same;	11/19/18	DSB	0.30
Review pending pleadings, including motion to pay, extend rejection period, and motion to dismiss, and email to committee regarding status and upcoming deadlines;	11/20/18	EEO	1.40
Email correspondence with Mr. Thatcher regarding candidacy for trustee; correspondence with EEOstrow and committee members regarding status of appointment of trustee and various tasks;	11/20/18	DSB	0.50
Conference with U.S. Trustee regarding appointment of Chapter 11 trustee; prepare correspondence on behalf of committee to investors, and email to committee regarding the same;	11/21/18	EEO	1.00
Add document numbers and dates to the documents on the website (0.6); finalize the document numbers and dates on the website documents (0.8); review dockets (0.3);	11/21/18	EBS	1.70
Email correspondence with committee members regarding [REDACTED] (0.3); edit draft correspondence to creditors of estate (0.3);	11/21/18	DSB	0.60
Analyze law regarding vote on Chapter 11 trustee, and email to committee regarding the same;	11/23/18	EEO	0.80
Analyze strategy given appointment of trustee and correspondence with committee members and EEOstrow regarding the same;	11/23/18	DSB	0.30
Review applications to employ JLL, and draft limited objection; email to Mr. Johnson regarding the same;	11/25/18	EEO	0.50
Review correspondence from committee and respond (0.3); conference with DSByers regarding strategy (0.4); leave message with and emails to Mr. Thomson regarding telephone conference with committee (0.2); draft memorandum to committee regarding election of Chapter 11 trustee and request for election (1.0);	11/26/18	EEO	1.90
Analyze strategy for case and conference with EEOstrow regarding the same;	11/26/18	DSB	0.40

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<u>Itemized Fees</u>			
Description of Work	Date	Tkpr	Hours
BK82 Fee/Employment Applications			
Prepare for and attend hearing on motion to retain;	09/04/18	EEO	1.00
Review application to employ JLL;	11/01/18	EEO	0.20
Total Current Fees:			\$113,516.50

<u>Timekeeper Summary</u>				
Timekeeper	Tkpr ID	Rate	Hours	Amount
EBSchroeder	2634	185.00	46.90	8,676.50
SAOlsen	5169	351.00	1.90	666.90
SMLau	5608	295.00	0.60	177.00
DSByers	5654	360.47	86.80	31,289.20
JPSteele	5924	423.00	2.30	972.90
EEOstrow	5929	260.00	275.90	71,734.00
			414.40	\$113,516.50

<u>Task Summary</u>			
Task	Description	Hours	Amount
BK05	Relief From Stay Matters	18.40	5,448.90
BK06	Cash Collateral Matters	14.60	4,035.80
BK41	Corporate Governance and Board Matters	10.00	3,269.20
BK79	Case Administration	370.20	100,450.60
BK82	Fee/Employment Applications	1.20	312.00
BK86	Plan and Disclosure Statement	0.00	0.00
Total:		414.40	\$113,516.50

<u>Disbursements</u>			
Expense Code	Description	Date	Amount
E115	VENDOR: CitiCourt; INVOICE#: 89052; Certified copy of transcript of Brooks Pickering	08/31/18	244.26
E115	VENDOR: CitiCourt, Inc; INVOICE#: 89007; Certified copy of transcript of Spencer Viernes, Neal Bergstrom, Nathan Larsen	08/31/18	468.22
E115	VENDOR: CitiCourt; INVOICE#: 89113; Certified Copy of Transcript - David Sullivan	08/31/18	248.75

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Expense Code	Description	Disbursements	Date	Amount
E115	VENDOR: CitiCourt; INVOICE#: 89190; Kim Johnston		09/06/18	278.40
E115	VENDOR: CitiCourt; INVOICE#: 89318; David Down		09/14/18	213.43
E115	VENDOR: CitiCourt; INVOICE#: 89324; Steven Downs		09/14/18	312.96
E115	VENDOR: CitiCourt; INVOICE#: 89520; Susan Barlow Knight		09/27/18	374.03
E115	VENDOR: UtahInteractive; INVOICE#: 2910806;		09/30/18	10.00
Total Current Disbursements:				\$2,150.05

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February 15, 2019

UCC of Falls Event Center Timothy Clay Chair of UCC 7906 N. Fawver Road Dakota, IL 61018	Invoice No. H&H Ref. No. Client No. Attorney:	1708753 3067562 103387 EEOstrow
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Regarding: Matter No. 0001 - Committee for Falls Event Center

Invoice Summary

Current fees	\$113,516.50
Current disbursements	\$2,150.05
Current charges this invoice	\$115,666.55

Due On Receipt

Please return this page with your remittance.