

Michael F. Thomson (#9707)
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Chapter 11 Trustee

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

In re:

THE FALLS EVENT CENTER LLC; THE
FALLS AT GILBERT, LLC; THE FALLS
AT ST. GEORGE, LLC; THE FALLS AT
FRESNO, LLC; THE FALLS AT CLOVIS,
LLC; THE FALLS OF LITTLETON, LLC;
THE FALLS AT CUTTEN ROAD, LLC;
THE FALLS AT STONE OAK PARKWAY,
LLC; THE FALLS AT BEAVERTON, LLC;
AND THE FALLS AT ROSEVILLE, LLC

Consolidated Debtors.

Bankr. Case Nos.

18-25116; 18-25419; 18-26653; 18-27713;
18-28140; and 18-27111

(Substantively Consolidated Under Case No.
18-25116)

Chapter 11

The Honorable R. Kimball Mosier

**FIRST APPLICATION OF MICHAEL F. THOMSON, CHAPTER 11 TRUSTEE, FOR
INTERIM COMPENSATION PURSUANT TO 11 U.S.C. §§ 326, 330, 331 AND 503, AND
FED. R. BANKR. P. 2002 AND 2016 (NOVEMBER 27, 2018 THROUGH MARCH 31, 2019)**

Michael F. Thomson, the duly appointed Chapter 11 Trustee (the “Trustee”) for The Falls Event Center LLC (“TFEC” or the “Debtor”), hereby submits this *First Interim Application for Compensation* (the “Fee Application”). This Fee Application is made pursuant to 11 U.S.C. §§ 326, 330, 331, and 503, Federal Rules of Bankruptcy Procedure 2002 and 2016, the applicable Local Rules of this Court, and the Fee Guidelines of the United States Trustee.

Through this Fee Application, the Trustee seeks an Order of the Court allowing the Trustee a commission calculated under 11 U.S.C. § 326, totaling \$104,126.37 incurred during the period November 27, 2018 through March 31, 2019 (the “Application Period”), which is less than the actual, necessary and reasonable services provided, totaling \$111,758.50, all of which benefited the consolidated estate. The Trustee requests that the Court determine that all fees actually and necessarily incurred be allowed under 11 U.S.C. § 330, and that he be authorized to include the difference between his allowed commission and his actual fees in future requests for commission calculated under 11 U.S.C. § 326. Finally, to the extent sufficient funds exist, the Trustee requests that the Court enter an Order authorizing the Trustee to pay the Trustee the allowed commission upon entry of an Order approving this Fee Application and in accordance with applicable law. In support hereof, the Trustee represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Fee Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

General

2. On July 11, 2018, TFEC filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (“Petition Date”). Docket No. 1.

3. The Official Committee of Unsecured Creditors (“Committee”) was formed in TFEC’s case on July 27, 2018. Docket No. 28.

4. On April 9, 2019, the Court entered *Orders* substantively consolidating the above-captioned entities with TFEC as of the Petition Date, finding among other things, that the entities were alter egos of TFEC.

Trustee's Employment

5. On November 26, 2018, the United State Trustee filed an Application for an *Order Approving the Appointment of Chapter 11 Trustee*. Docket No. 212.

6. The appointment of the Trustee was approved by the Court on November 27, 2018. Docket No. 214.

7. The Trustee has not received any retainer in connection with his role as Trustee.

8. All services performed incurred for which compensation is sought were performed for and on behalf of the consolidated estate and not for any other person or entity.

9. The Trustee has not shared or agreed to share compensation or reimbursement awarded in this case with any person or entity, other than as a partner in his law firm, which is authorized to serve as his legal counsel.

10. The Trustee has not made any agreements with the Debtor or any other person or entity for compensation relating to this case which has not been disclosed to the Court.

11. This is the first application for compensation filed by the Trustee in this consolidated bankruptcy case.

THE PRESENT APPLICATION

Billing Methodology

12. In this Fee Application, the Trustee is requesting a commission under 11 U.S.C. § 326 based on monies disbursed or turned over in this case by the Trustee to non-debtor parties in

interest during the Application Period. The Summary required by the United States Trustee Fee Guidelines is attached hereto as Exhibit A.

13. Although the Trustee is compensated based on the commission set forth in 11 U.S.C. § 326, the Trustee has provided a detailed account of his services during the Application Period, billed on an hourly-rate basis. The Trustee has billed trustee services on a basis consistent with customary charges by comparably skilled practitioners.

14. In rendering trustee services on behalf of the consolidated estate, the Trustee made reasonable efforts to use the most economical means available under the circumstances.

15. Given the education, experience, and expertise of the Trustee, the rates charged are reasonable.

Services Performed on Behalf of the Consolidated Estate

16. The invoices attached hereto as Exhibits B–N contain a detailed and chronological list of trustee services during the Application Period.

17. The Trustee has categorized the time spent performing services for the estate into matters. The amount billed by the Trustee for each matter during the Application Period is as follows:

Matter Number	Matter Name	Amount
2	Asset Analysis and Recovery	\$14,378.00
3	Asset Disposition	\$20,538.50
4	Assumption and Rejection of Leases and Contracts	\$1,501.00
7	Business Operations	\$20,430.00
8	Case Administration	\$20,669.50
9	Claims Administration and Objections	\$3,329.00
10	Corporate Governance and Board Matters	\$1,817.00
12	Employment and Fee Applications	\$5,102.50
16	Meetings and Communications with Creditors	\$4,290.50
19	Real Estate	\$5,688.00

Matter Number	Matter Name	Amount
20	Relief from Stay and Adequate Protections	\$8,803.50
21	Reporting	\$3,138.50
22	Tax	\$2,072.50
	TOTAL TRUSTEE SERVICES	\$111,758.50

Summary of Services for Each Matter

18. The Trustee performed work beneficial to the consolidated estate with the matters listed herein. A summary of each specific matter is provided below, including the billing rate, hours billed, and total amount billed for the Trustee. A detailed explanation of all services rendered during the Application Period is set forth in the invoices attached hereto as Exhibits B–N.

A. *Matter 2—Asset Analysis and Recovery*

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	36.40	\$14,378.00
TOTAL HOURS AND FEES FOR THIS MATTER:			36.40	\$14,738.00

As detailed in the invoice attached hereto as Exhibit B, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Reviewing documents and meeting and corresponding with various case professionals and regarding Debtor’s real property interests.
- Analyzing restructuring issues.
- Meeting and corresponding with counsel regarding defending the proof of claim filed by the Debtor in the bankruptcy case of Financially Fit Holding Corp.

- Meeting with counsel regarding substantive consolidation, reviewing pleadings related thereto, and negotiating with counsel for parties opposed to substantive consolidation.

B. Matter 3—Asset Disposition

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	51.20	20,224.00
Michelle Montoya	Paralegal	\$185.00	1.70	314.50
TOTAL HOURS AND FEES FOR THIS MATTER:			52.90	\$20,538.50

As detailed in the invoice attached hereto as Exhibit C, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Reviewing and revising letters of intent, proposed purchase agreements, pleadings, and other documents related to the sale of real property of the Debtor’s subsidiaries.
- Negotiating with proposed buyers of real property.
- Corresponding and meeting with realtor, counsel, and other professionals regarding numerous properties.

C. Matter 4— Assumption and Rejection of Leases and Contracts

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	3.80	\$1,501.00
TOTAL HOURS AND FEES FOR THIS MATTER:			3.80	\$1,501.00

As detailed in the invoice attached hereto as Exhibit D, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Reviewing and analyzing various leases.

- Corresponding with counsel regarding lease issues and actions needed in connection therewith.

D. Matter 7—Business Operations

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	51.30	20,263.50
Michelle Montoya	Paralegal	\$185.00	0.90	166.50
TOTAL HOURS AND FEES FOR THIS MATTER:			52.20	\$20,430.00

As detailed in the invoice attached hereto as Exhibit E, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Monitoring the Debtor’s finances, including payments to vendors, transfers between accounts, opening accounts for subsidiaries, authorizing and initiating payroll, and reviewing and signing checks for business operations.
- Meeting and corresponding with company employees, vendors, and landlords.
- Obtaining or maintaining proper insurance coverage for the Debtor’s operations.
- Corresponding with accountants, counsel, and other parties related to business operation issues.

E. Matter 8—Case Administration

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	48.30	19,078.50
Michelle Montoya	Paralegal	\$185.00	8.60	1,591.00
TOTAL HOURS AND FEES FOR THIS MATTER:			56.90	\$20,669.50

As detailed in the invoice attached hereto as Exhibit F, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Meeting with various case professionals regarding initial case issues, transfer of information upon appointment of the Trustee, and actions needed going forward.
- Meeting and corresponding with counsel for the Committee.
- Reviewing and revising statements and schedules of Debtor’s subsidiaries that had previously filed bankruptcy, and preparing for and attending meetings of creditors of subsidiaries in bankruptcy.
- Reviewing and revising pleadings related to substantive consolidation of Debtor and the Debtor’s subsidiaries.

F. Matter 9—Claims Administration and Objections

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	8.10	\$3,199.50
Michelle Montoya	Paralegal	\$185.00	0.70	\$129.50
TOTAL HOURS AND FEES FOR THIS MATTER:			8.80	\$3,329.00

As detailed in the invoice attached hereto as Exhibit G, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Analyzing files and documents concerning numerous tax claims, wage claims, and claims against property of the Debtor and the Debtor’s subsidiaries and conferences with counsel and accountants regarding actions needed in connection therewith.

G. Matter 10— Corporate Governance and Board Matters

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	4.60	\$1,817.00
TOTAL HOURS AND FEES FOR THIS MATTER:			4.60	\$1,817.00

As detailed in the invoice attached hereto as Exhibit H, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Analyzing corporate governance documents and issues, and conferring with counsel regarding actions needed in connection therewith.
- Reviewing and executing corporate and organizational documents for the Debtor’s subsidiaries to reflect appointment of the Trustee.

H. Matter 12—Employment and Fee Applications

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	11.70	\$4,621.50
Michelle Montoya	Paralegal	\$185.00	2.60	\$481.00
TOTAL HOURS AND FEES FOR THIS MATTER:			14.3	\$5,102.50

As detailed in the invoice attached hereto as Exhibit I, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Reviewing and revising pleadings to employ professionals including counsel, special counsel, advisors, accountants, realtors, etc.
- Reviewing and revising pleadings related to professional fee procedures.
- Reviewing fee applications of professionals.
- Attending hearings on employment and fee applications.

I. Matter 16—Meetings and Communications with Creditors

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	10.30	\$4,068.50
Michelle Montoya	Paralegal	\$185.00	1.20	\$222.00
TOTAL HOURS AND FEES FOR THIS MATTER:			11.50	\$4,290.50

As detailed in the invoice attached hereto as Exhibit J, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Communicating with the Committee, creditors, and other parties regarding case status.
- Preparing for and conducting and/or attending meetings of creditors in bankruptcy cases of Debtor and Debtor’s subsidiaries.

J. Matter 19—Real Estate

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	14.40	\$5,688.00
TOTAL HOURS AND FEES FOR THIS MATTER:			14.4	\$5,688.00

As detailed in the invoice attached hereto as Exhibit K, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Meeting and corresponding with counsel and other professionals regarding issues related to real property of Debtor’s subsidiaries.
- Analyzing documents concerning real property of Debtor’s subsidiaries, including titles, surveys, etc.

K. Matter 20—Relief from Stay and Adequate Protection

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	22.10	\$8,729.50
Michelle Montoya	Paralegal	\$185.00	0.40	\$74.00
TOTAL HOURS AND FEES FOR THIS MATTER:			22.50	\$8,803.50

As detailed in the invoice attached hereto as Exhibit L, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Reviewing motions for relief from stay in bankruptcy cases of McMinnville, Trolley Square, Gilbert, and Littleton, conferring with counsel regarding responses thereto, negotiating with counsel for movants, preparing for and attending hearings on motions, and reviewing and revising pleadings necessary to obtain Court approval of stipulations related thereto.

L. Matter 21—Reporting

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	6.40	\$2,528.00
Michelle Montoya	Paralegal	\$185.00	3.30	\$610.50
TOTAL HOURS AND FEES FOR THIS MATTER:			9.70	\$3,138.50

As detailed in the invoice attached hereto as Exhibit M, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Meeting and corresponding with accounts regarding generating, revising, and executing monthly operating reports.

M. Matter 22—Tax

During the Application Period, the following trustee services were provided to the consolidated estate:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Trustee	\$395.00	5.20	\$2,054.00
Michelle Montoya	Paralegal	\$185.00	0.10	\$18.50
TOTAL HOURS AND FEES FOR THIS MATTER:			5.30	\$2,072.50

As detailed in the invoice attached hereto as Exhibit N, the fees incurred during the Application Period for this matter were largely incurred providing the following services:

- Meeting and corresponding with accountants and counsel regarding tax issues, tax returns, and tax abatement.

Summary of Trustee Receipts and Disbursements—Calculation of Commission

19. The following table is a summary of the receipts and disbursements which the Trustee has received and disbursed on behalf of the consolidated estate:

RECEIPTS COLLECTED	AMOUNT
Operations	\$2,468,420.99
Sale of Assets	\$179,532.50
Interest & refunds	\$231,770.09
TOTAL RECEIPTS	\$2,879,723.58
DISBURSEMENTS	AMOUNT
Operations	\$2,601,082.33
Debt Service/Secured loan payment	\$70,023.14
Professional Fees/U.S. Trustee Fees	\$24,773.47
TOTAL DISBURSEMENTS	\$2,695,878.94
CASH ON HAND AS OF MARCH 31, 2019	\$827,468.18

From the date of his appointment through March 31, 2019, the Trustee has disbursed a total of \$2,695,878.94. Pursuant to 11 U.S.C. § 326, the maximum commission allowable on the funds disbursed as of March 31, 2019 is as follows:

25% on the first \$5,000	\$1,250.00
10% of the next \$45,000	\$4,500.00
5% of the next \$950,000	\$47,500.00
3% of the next \$1,695,878.94	\$50,876.37
Maximum Allowable Compensation	\$104,126.37

REQUEST FOR ALLOWANCE AND AUTHORIZATION TO BE PAID

20. The Trustee requests that the Court enter an Order allowing him a commission in the amount of \$104,126.37, which is the maximum commission he is entitled under 11 U.S.C. § 326 (the “Commission”). This Commission is less than the actual and necessary fees incurred for the Application Period totaling \$111,758.50 (the “Total Trustee Fees”). The Trustee maintains that Total Trustee Fees incurred are reasonable and have been beneficial to the

consolidated estate and, thus, are allowable under 11 U.S.C. § 330. While based on disbursements made to date, the Commission is limited to \$104,126.37, the Trustee requests that the Court allow the Total Trustee Fees at this time under section 330, and the Trustee will include the difference in the amount of \$7,650.63 as part of a future application. To the extent sufficient funds exist, and only when such funds exist, the Trustee requests that the Court enter an Order authorizing the Trustee to pay the Trustee the Commission. Any such payment will be reported in the Trustee's monthly operating reports.

CONCLUSION

WHEREFORE, the Trustee respectfully requests an Order from the Court providing that:

- (1) Total Trustee Fees incurred in the amount of \$111,758.50 be allowed under 11 U.S.C. § 330 as being actual, necessary and reasonable and beneficial for the consolidated estate.
- (2) Based on distributions made to date, a Commission in the total amount of \$104,126.37 be allowed for trustee services rendered during the Application Period under 11 U.S.C. § 326. The Trustee may request the difference between the Total Trustee Fees and the Commission under 11 U.S.C. § 326 as part of his commission in future applications;
- (3) Such amounts be allowed as administrative expenses of the estate pursuant to 11 U.S.C. § 503(b) and afforded priority under 11 U.S.C. § 507(a); and
- (4) The Trustee be authorized to pay the allowed Commission from the consolidated estate to the extent sufficient funds exist in the consolidated estate. Any such payments are to be reported in the Trustee's monthly operating reports.

DATED this 15th day of April 2019.

/s/ Michael F. Thomson

Michael F. Thomson
Chapter 11 Trustee

EXHIBIT A

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

In re: THE FALLS EVENT CENTER LLC, Debtor.	Bankr. Case No. 18-25116 Chapter 11 The Honorable R. Kimball Mosier
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UNITED STATES TRUSTEE FEE GUIDELINES SUMMARY

NAME OF APPLICANT:

Michael F. Thomson, Trustee
 111 South Main Street, 21st Floor
 Salt Lake City, UT 84111-2176

Fees Previously Requested:	\$0.00
Fees Previously Awarded:	\$0.00
Expenses Previously Awarded:	\$0.00
Retainer Paid:	\$0.00

ROLE IN CASE:

Chapter 11 Trustee from November 27, 2018 through Present

CURRENT APPLICATION:

Total Compensation Requested:	\$111,758.50
Total Expenses Requested:	\$0.00

<u>Professional</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Amount</u>
Michael F. Thomson	273.80	\$395.00	108,151.00
TOTAL	273.80		108,151.00

BLENDDED HOURLY RATE FOR TRUSTEE: \$395.00

<u>Paraprofessionals</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Amount</u>
Michelle Montoya	19.50	\$185.00	\$3,607.50
TOTAL	19.50		\$3,607.50

BLENDDED PARAPROFESSIONAL HOURLY RATE: \$185.00

<u>All Professionals</u>	<u>Total Hours</u>	<u>Total Amount</u>
	293.30	\$111,758.50

BLENDDED PROFESSIONALS HOURLY RATE: \$381.04

EXHIBIT B



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00002
Asset Analysis and Recovery

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$14,378.00
Total For Current Invoice	\$14,378.00

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00002

Asset Analysis and Recovery

For Legal Services Rendered Through March 31, 2019

11/29/18	M. Thomson	0.90	355.50	Telephone conference with Doug Brickley regarding restructuring issues
11/29/18	M. Thomson	0.30	118.50	Telephone conference with S. Orme regarding investment bank issues
11/30/18	M. Thomson	2.80	1,106.00	Review documents and prepare for meeting with M. Zumwalt (.8); meeting with M. Zumwalt (2.0)
11/30/18	M. Thomson	2.40	948.00	Review documents in preparation for meeting with B. Pickering (.4); meeting with B. Pickering (2.0)
11/30/18	M. Thomson	0.60	237.00	Telephone conference with A. Baraghoshi regarding Clovis property issues
12/04/18	M. Thomson	0.60	237.00	Telephone conference with Doug Brickley regarding financial advisory proposal and restructuring analysis issues
12/18/18	M. Thomson	0.10	39.50	Review and revise letter to RQN regarding

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.



Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00002
 Invoice No.: *****

April 15, 2019
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				providing documents/files
12/18/18	M. Thomson	0.20	79.00	Conference with P. Hunt regarding survey issues and value of McMinnville properties
12/18/18	M. Thomson	0.60	237.00	Review and analyze real property documents related to Clovis, Bricktown, and Fresno properties
12/20/18	M. Thomson	0.10	39.50	Email correspondence with Claro Group regarding work needed to analyze reorganization possibilities
12/20/18	M. Thomson	0.20	79.00	Review files and documents, and email correspondence with M. Baker regarding Clovis lien issues
12/20/18	M. Thomson	0.30	118.50	Multiple email correspondence with company and counsel regarding business valuation issues
12/21/18	M. Thomson	1.40	553.00	Meeting with accountants and counsel regarding various asset and valuation issues, and work needed going forward
12/21/18	M. Thomson	0.40	158.00	Review analyses prepared by RMA and Pickering, and email correspondence with Claro regarding same
12/26/18	M. Thomson	0.20	79.00	Email correspondence with US Trustee regarding 341 and consolidation issues
12/26/18	M. Thomson	0.20	79.00	Email correspondence with Claro regarding valuation issues
12/27/18	M. Thomson	0.40	158.00	Call with Claro Group regarding restructuring analysis issues
12/27/18	M. Thomson	0.40	158.00	Review files and documents in preparation for conference call with museum parties
12/27/18	M. Thomson	1.00	395.00	Conference call with museum counsel regarding McMinnville issues, and conference with P. Hunt after same
01/02/19	M. Thomson	0.30	118.50	Review memorandum from M. Baker regarding McMinnville debt issues, and

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.



Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00002
 Invoice No.: *****

April 15, 2019
 Page 3

				follow up conference regarding same
01/03/19	M. Thomson	0.30	118.50	Review files and documents regarding TFEC trust deed issues, and email correspondence with counsel regarding same and work needed
01/07/19	M. Thomson	0.40	158.00	Phone call with RMA and counsel regarding issues related to Gilbert, Trolley, and McMinnville
01/07/19	M. Thomson	0.20	79.00	Review online bank account transactions regarding Amex, and email correspondence with RMA regarding same
01/08/19	M. Thomson	0.40	158.00	Telephone conference with M. Rose and client regarding Bricktown property issues
01/08/19	M. Thomson	0.20	79.00	Email correspondence with Claro regarding Trolley Square issues
01/15/19	M. Thomson	0.10	39.50	Email correspondence with P. Hunt regarding Parr Brown document production issues
01/16/19	M. Thomson	0.20	79.00	Email correspondence with Claro Group
01/17/19	M. Thomson	0.10	39.50	Review email from Millegan to SEC
01/17/19	M. Thomson	0.20	79.00	Email correspondence with B. Anderson regarding waterpark valuation issues
01/18/19	M. Thomson	0.10	39.50	Email correspondence with P. Hunt regarding Financially Fit issues
01/18/19	M. Thomson	0.20	79.00	Review and revise objection to dismissal of Fresno case
01/22/19	M. Thomson	1.00	395.00	Meeting with Claro Group regarding restructuring analysis issues and work needed
01/29/19	M. Thomson	0.20	79.00	Email correspondence with Claro Group regarding status of financial analysis and work needed
01/29/19	M. Thomson	0.20	79.00	Review FF's objection to TFEC proof of claim, and email correspondence with J.

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				Wiest and RMA regarding drafting response to same
01/30/19	M. Thomson	1.70	671.50	Conference call with Claro and N. Bergstrom regarding Trolley Square issues
01/31/19	M. Thomson	0.30	118.50	Multiple email correspondence with Claro and N. Bergstrom regarding restructuring analysis issues
02/02/19	M. Thomson	0.20	79.00	Email correspondence with Claro regarding restructuring analysis issues
02/05/19	M. Thomson	0.30	118.50	Multiple email correspondence with Claro and N. Bergstrom, and review related documents
02/06/19	M. Thomson	0.30	118.50	Multiple email correspondence with Claro and N. Bergstrom regarding restructuring analysis
02/12/19	M. Thomson	0.20	79.00	Email correspondence with Claro regarding restructuring analysis issues
02/12/19	M. Thomson	0.30	118.50	Review two documents produced by Parr, and conference M. Baker regarding same and work needed
02/13/19	M. Thomson	0.90	355.50	Conference with Claro Group regarding restructuring analysis issues, and prepare for same (.8); conference with P. Hunt after same regarding work needed going forward (.1)
02/18/19	M. Thomson	1.10	434.50	Review Trolley Square analysis from Claro, and conference call with Claro regarding same
02/19/19	M. Thomson	0.10	39.50	Email correspondence with Museum counsel regarding NDA
02/21/19	M. Thomson	0.10	39.50	Email correspondence with Claro regarding restructuring analysis
02/21/19	M. Thomson	0.20	79.00	Review documents regarding Trolley Square, and email correspondence with RMA regarding information needed

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02/22/19	M. Thomson	0.50	197.50	Review and analyze information from Claro and Trolley stipulation regarding reorganization issues, and email correspondence with P. Hunt regarding same
02/25/19	M. Thomson	0.10	39.50	Conference with J. Wiest regarding issues to address in responding to FF's objection to claim filed by TFEC
02/26/19	M. Thomson	0.20	79.00	Conference with M. Baker regarding TFEC trust deed issues
02/26/19	M. Thomson	0.20	79.00	Review draft opposition to Financially Fit trustee's objection to TFEC claim, and email correspondence with J. Wiest regarding same
02/28/19	M. Thomson	1.50	592.50	Conference call with Claro regarding restructuring analysis and related issues
03/01/19	M. Thomson	0.10	39.50	Email correspondence with counsel regarding discussions with FF trustee about TFEC claim
03/01/19	M. Thomson	0.10	39.50	Email correspondence with M. Johnson regarding check received from SAIF
03/04/19	M. Thomson	0.10	39.50	Conference with J. Wiest regarding work needed on FF claim and trustee's objection to same
03/04/19	M. Thomson	0.20	79.00	Email correspondence with TS Ventures regarding lease issues
03/04/19	M. Thomson	1.20	474.00	Review and analyze updated analysis from Claro and multiple email correspondence regarding same
03/05/19	M. Thomson	1.20	474.00	Prepare for call with Claro (.2); call with Claro regarding restructuring analysis/options (1.0)
03/05/19	M. Thomson	0.10	39.50	Email correspondence with J. Wiest regarding evidence for claim filed against FF

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03/05/19	M. Thomson	0.60	237.00	Review updated Claro analysis, and multiple email correspondence regarding same
03/06/19	M. Thomson	0.20	79.00	Email correspondence with Claro regarding meeting with UCC
03/06/19	M. Thomson	0.30	118.50	Multiple email correspondence with P. Hunt regarding McMinnville issues and Museum's requests for documents
03/06/19	M. Thomson	0.20	79.00	Multiple email correspondence with P. Hunt regarding McMinnville issues
03/07/19	M. Thomson	0.20	79.00	Review documents regarding emails retained by company, and email correspondence regarding server issues
03/08/19	M. Thomson	0.20	79.00	Email correspondence with Claro and P. Hunt regarding meeting with UCC
03/11/19	M. Thomson	0.20	79.00	Conference with P. Hunt regarding UCC meeting issues
03/11/19	M. Thomson	0.10	39.50	Email correspondence with RMA regarding company server and document retention issues
03/11/19	M. Thomson	0.30	118.50	Telephone conference with Claro regarding restructuring analysis issues
03/11/19	M. Thomson	0.30	118.50	Review Claro analysis and conference with P. Hunt regarding same
03/11/19	M. Thomson	0.40	158.00	Review and analyze bank records regarding payments to TFM, and email correspondence with RMA regarding same
03/12/19	M. Thomson	0.10	39.50	Email correspondence with RMA regarding TFEC payments to Museum
03/12/19	M. Thomson	0.10	39.50	Email correspondence regarding property held by FF
03/15/19	M. Thomson	0.20	79.00	Review legal memorandum on trust deeds in favor of TFEC

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03/15/19	M. Thomson	1.20	474.00	Review and analyze McMinnville survey and lien analysis
03/15/19	M. Thomson	0.60	237.00	Review files and documents and prepare for hearing on substantive consolidation motion
03/15/19	M. Thomson	0.10	39.50	Telephone conference with P. Hunt regarding substantive consolidation hearing issues
03/18/19	M. Thomson	0.90	355.50	Prepare for and attend settlement meeting with counsel for Museum
03/20/19	M. Thomson	0.10	39.50	Email correspondence with RMA regarding potential avoidance claims
03/22/19	M. Thomson	0.10	39.50	Review news article regarding bankruptcy filing by Even Stevens
03/22/19	M. Thomson	0.30	118.50	Review UCC search results and conference with M. Montoya regarding same
03/25/19	M. Thomson	0.40	158.00	Review analysis of investor funds received relative to McMinnville deeds of trust, and email correspondence with counsel regarding same and work needed
03/26/19	M. Thomson	0.20	79.00	Analyze DMV documents regarding Volvo, and email correspondence with N. Bergstrom regarding same
03/26/19	M. Thomson	0.20	79.00	Email correspondence regarding credit card global settlement issues
03/29/19	M. Thomson	0.30	118.50	Telephone conference with Origami Capital regarding potential claims in Visa/MC settlement
03/29/19	M. Thomson	0.20	79.00	Multiple email correspondence with counsel regarding issues related to claim filed in FF case, and work needed going forward

Total Hours 36.40

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Total for Legal Fees \$14,378.00

Total This Invoice \$14,378.00

Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	36.40	395.00	14,378.00
Total all Timekeepers	36.40		14,378.00

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EXHIBIT C



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00003
Asset Disposition

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$20,538.50
Total For Current Invoice	\$20,538.50

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00003

Asset Disposition

For Legal Services Rendered Through March 31, 2019

11/27/18	M. Thomson	0.30	118.50	Review emails and documents from Doug Monson regarding Cedar Park sale and closing issues
11/27/18	M. Thomson	0.40	158.00	Telephone conference with Doug Monson regarding Cedar Park closing issues
11/27/18	M. Thomson	0.20	79.00	Telephone conference with David Leigh regarding Bricktown listing agreement issues
11/27/18	M. Thomson	2.40	948.00	Meeting with RMA and JLL regarding real property and related issues
11/28/18	M. Thomson	0.20	79.00	Email correspondence with M. Rose regarding Bricktown issues (.1); telephone conference with M. Rose regarding same (.1)
11/28/18	M. Thomson	0.40	158.00	Multiple email correspondence regarding TFEC trust deed issues

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Michael F Thomson, Chapter 11 Trustee for the F
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11/28/18	M. Thomson	0.40	158.00	Review Cedar Park trust deed and note, and email correspondence with Doug Monson regarding same
11/29/18	M. Thomson	0.60	237.00	Telephone conference with potential buyer of assets, and conference with P. Hunt after same
11/29/18	M. Thomson	0.20	79.00	Email correspondence with Dell Nichols regarding Cedar Park closing extension issues
11/29/18	M. Thomson	0.60	237.00	Review emails and documents from RQN regarding Cedar Park sale issues, and email correspondence with RQN and M. Durrant regarding same
11/29/18	M. Thomson	0.30	118.50	Telephone conference with Dell Nichols regarding Cedar Park issues
11/30/18	M. Thomson	0.30	118.50	Conference with M. Baker regarding Trolley Square lease issues and work needed
11/30/18	M. Thomson	0.30	118.50	Review and sign Addendum 2 to Cedar Park agreement, and multiple email correspondence with realtor and counsel regarding Cedar Park closing issues
12/03/18	M. Thomson	0.30	118.50	Revise JLL listing agreement
12/03/18	M. Thomson	0.20	79.00	Multiple email correspondence with realtor
12/05/18	M. Thomson	0.20	79.00	Multiple email correspondence with investment banker and potential party interested in businesses
12/06/18	M. Thomson	0.40	158.00	Review and analyze LOI for certain assets of debtor, and email correspondence with counsel and RMA regarding same
12/10/18	M. Thomson	0.30	118.50	Revise motion to approve sale of Cedar Park property
12/10/18	M. Thomson	1.10	434.50	Meeting with JLL regarding real property issues

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12/10/18	M. Thomson	0.30	118.50	Conference with P. Hunt regarding Cedar Park sale issues and work needed
12/11/18	M. Thomson	0.10	39.50	Email correspondence with M. Baker regarding Cedar Park sale issues
12/11/18	M. Thomson	0.20	79.00	Conference with M. Baker regarding Cedar Park sale motion issues
12/12/18	M. Thomson	0.30	118.50	Conference with M. Baker regarding Cedar Park sale motion issues and work needed
12/12/18	M. Thomson	0.20	79.00	Email correspondence with counsel for buyer in Cedar Park transaction regarding closing date issues
12/13/18	M. Thomson	0.30	118.50	Review and analyze proposed purchase agreement for Burr Ridge property
12/13/18	M. Thomson	0.30	118.50	Multiple email correspondence with counsel for buyer of Cedar Park property regarding closing timing issues, and email correspondence with M. Baker in connection with same
12/14/18	M. Thomson	0.30	118.50	Review and revise motion to authorize sale of Cedar Park property and release lien
12/14/18	M. Thomson	0.30	118.50	Multiple email correspondence with counsel for buyer and realtor regarding Cedar Park property and closing issues
12/17/18	M. Thomson	0.10	39.50	Email correspondence with buyer's attorney regarding Cedar Park sale and motion/hearing issues
12/17/18	M. Thomson	0.20	79.00	Conference with M. Baker regarding Cedar Park motion and work needed
12/17/18	M. Thomson	0.10	39.50	Email correspondence with N. Bergstrom and M. Montoya regarding potential sale of vehicle and trailer
12/18/18	M. Thomson	0.50	197.50	Review and revise motion to authorize sale of Cedar Park property and related pleadings, and multiple email correspondence with P. Hunt regarding

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				same
12/18/18	M. Thomson	1.40	553.00	Review and revise motion to authorize sale of Cedar Park property and related exhibits, declaration, notice, motion to shorten time, OST, and certificates of service
12/18/18	M. Thomson	1.40	553.00	Conference call with parties regarding LOI, review documents in preparation for same, and meeting with P. Hunt and RMA after same
12/19/18	M. Thomson	0.20	79.00	Multiple email correspondence with buyer's counsel regarding Cedar Park transaction
12/19/18	M. Thomson	0.60	237.00	Conference call with Cedar Park buyer and counsel regarding transaction and bankruptcy process issues (.3); draft amendment 3 to purchase agreement, and multiple email correspondence with buyer's counsel and broker regarding same (.3)
12/19/18	M. Montoya	0.10	18.50	Email copies of sale pleadings in response to M. Thomson's email
12/21/18	M. Thomson	0.10	39.50	Email correspondence with P. Justensen regarding LOI issues
12/27/18	M. Thomson	0.70	276.50	Conference with P. Justensen issues regarding LOI and responding to same
01/02/19	M. Thomson	0.50	197.50	Review revisions to LOI, and draft further revisions to same
01/02/19	M. Thomson	0.40	158.00	Conference with P. Hunt regarding Cedar Park sale hearing issues, and multiple email correspondence with realtor regarding same
01/03/19	M. Thomson	0.50	197.50	Multiple conferences and email correspondence with counsel regarding LOI issues and revisions needed
01/03/19	M. Thomson	0.20	79.00	Review and revise outline for presentation at hearing on Cedar Park sale motion
01/03/19	M. Thomson	0.10	39.50	Email correspondence with counsel regarding JLL listing agreement issues

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01/03/19	M. Thomson	1.10	434.50	Prepare for and attend hearing on motion to approve effectuation of sale of Cedar Park real property
01/04/19	M. Thomson	0.20	79.00	Review draft order approving motion regarding Cedar Park sale, and email correspondence regarding same
01/04/19	M. Thomson	1.10	434.50	Draft further revisions to LOI, and multiple email correspondence with counsel and RMA regarding same
01/04/19	M. Thomson	0.30	118.50	Review and revise listing agreements with JLL, and email correspondence with counsel regarding same
01/04/19	M. Thomson	0.30	118.50	Email correspondence and telephone conference with counsel regarding LOI issues
01/07/19	M. Montoya	0.10	18.50	Verify accuracy of numbers in settlement statement; email correspondence with M. Thomson regarding same
01/08/19	M. Thomson	0.20	79.00	Email correspondence with title company regarding Cedar Park closing issues
01/09/19	M. Thomson	0.30	118.50	Multiple email correspondence with title company and counsel regarding Cedar Park closing issues
01/09/19	M. Thomson	0.10	39.50	Email correspondence with G. Miller regarding Fresno property issues
01/09/19	M. Thomson	0.20	79.00	Review updated LOI from potential buyer
01/11/19	M. Thomson	0.20	79.00	Email correspondence with JLL regarding Burr Ridge issues
01/11/19	M. Thomson	0.20	79.00	Review draft LOI on Beaverton property, and email correspondence with JLL regarding same
01/11/19	M. Montoya	0.30	55.50	Save various versions of listing agreements to NetDocs; email correspondence with J. McKinlay regarding same

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01/12/19	M. Thomson	0.10	39.50	Email correspondence with counsel and RMA regarding LOI issues
01/14/19	M. Thomson	0.70	276.50	Review and analyze amended LOI from potential buyer (.3); conference call with potential buyer and counsel regarding same (.4)
01/15/19	M. Thomson	0.30	118.50	Review analysis of updated LOI from potential buyer, and conference with P. Hunt regarding same
01/16/19	M. Thomson	0.30	118.50	Multiple email correspondence with RMA and counsel regarding LOI issues (.2); conference with P. Hunt regarding same (.1)
01/17/19	M. Thomson	0.10	39.50	Conference with P. Hunt regarding discussions with counsel for potential buyer
01/17/19	M. Thomson	0.30	118.50	Review and sign listing agreements for Clovis and St. George, and multiple email correspondence with JLL regarding same and marketing issues
01/18/19	M. Thomson	0.20	79.00	Conference with P. Hunt regarding discussions with counsel for potential buyer, and work needed going forward
01/23/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding St. George marketing issues
01/24/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding St. George property showing
01/25/19	M. Thomson	0.20	79.00	Multiple email correspondence with JLL regarding St. George marketing issues
01/25/19	M. Thomson	0.20	79.00	Review and approve NDA for St. George property
01/28/19	M. Thomson	0.40	158.00	Review files and documents, and draft revisions to LOI
01/31/19	M. Thomson	0.20	79.00	Multiple email correspondence with JLL regarding St. George marketing and NDA

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Date	Name	Rate	Amount	Description
				issues
01/31/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding St. George NDA
01/31/19	M. Thomson	0.30	118.50	Multiple email correspondence with JLL and counsel regarding offers received on properties
02/01/19	M. Thomson	0.50	197.50	Review and revise LOI on Beaverton, and email correspondence with JLL regarding same
02/01/19	M. Thomson	0.40	158.00	Review and revise comments on St. George LOI, and email correspondence with JLL and counsel regarding same
02/01/19	M. Thomson	0.10	39.50	Telephone conference with P. Hunt regarding LOI issues
02/04/19	M. Thomson	0.10	39.50	Email correspondence with B. Anderson regarding St. George and potential buyers
02/05/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding Beaverton property issues
02/05/19	M. Thomson	0.90	355.50	Telephone conference with potential buyer regarding interest in purchasing properties (.7); multiple email correspondence with JLL regarding same (.2)
02/06/19	M. Thomson	0.10	39.50	Email correspondence with potential buyer
02/07/19	M. Thomson	0.20	79.00	Email correspondence with potential buyer
02/07/19	M. Montoya	0.10	18.50	Email correspondence with M. Thomson regarding NDA
02/08/19	M. Thomson	0.40	158.00	Multiple email correspondence with potential buyer and RMA regarding NDA and financial information disclosure issues
02/12/19	M. Thomson	0.40	158.00	Review email from potential buyer for McMinnville property, revise NDA, and conference with P. Hunt regarding same
02/12/19	M. Montoya	0.60	111.00	Prepare notice of sale of Cedar Park real property

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02/13/19	M. Thomson	0.20	79.00	Review files and documents, and revise report of sale of Cedar Park real property
02/13/19	M. Thomson	0.20	79.00	Email correspondence with counsel and JLL regarding Burr Ridge issues/questions from potential buyer
02/13/19	M. Thomson	0.30	118.50	Review offer on San Antonio property, and email correspondence with JLL and M. Durrant regarding same
02/14/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding St. George issues
02/14/19	M. Thomson	0.20	79.00	Email correspondence with potential buyer of properties
02/15/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding counteroffer on San Antonio property
02/15/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding PSA issues on Burr Ridge property
02/19/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding Clovis property
02/21/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding St. George issues
02/22/19	M. Thomson	0.60	237.00	Review and analyze LOI on Elk Grove and multiple email correspondence with P. Hunt and RMA regarding same
02/22/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding Roseville property
02/26/19	M. Thomson	0.40	158.00	Review and analyze LOI on Clovis property
02/26/19	M. Thomson	0.40	158.00	Review revised NDA with party interested in McMinnville, and conference with P. Hunt regarding same (.3); email correspondence with party's counsel regarding same (.1)
03/01/19	M. Thomson	0.40	158.00	Telephone conference with potential buyer of properties

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03/04/19	M. Thomson	0.30	118.50	Review Roseville title report and trust deeds, and email correspondence with interested buyer regarding same
03/04/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding Burr Ridge issues
03/04/19	M. Thomson	0.20	79.00	Review and analyze LOI on 5 properties
03/04/19	M. Thomson	0.20	79.00	Review and analyze updated LOI on Elk Grove
03/05/19	M. Thomson	0.10	39.50	Review email from party interested in purchasing property
03/05/19	M. Thomson	0.40	158.00	Review RMA's analysis of LOI, and multiple email correspondence regarding same
03/05/19	M. Montoya	0.30	55.50	Listen to voice message regarding interest in real property; forward to trustee and his counsel for response; review email regarding same and forward to the trustee and his counsel; multiple email correspondence; email correspondence with M. Thomson in connection therewith
03/06/19	M. Thomson	0.30	118.50	Draft further revisions to response to LOI, and email correspondence regarding same
03/06/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding Clovis issues
03/06/19	M. Thomson	0.90	355.50	Review and revise response to LOI on five properties (.4); review real property documents and lien analyses in connection with same (.2); multiple email correspondence with counsel regarding same (.3)
03/06/19	M. Thomson	0.10	39.50	Email correspondence with potential buyer of properties
03/07/19	M. Thomson	0.50	197.50	Multiple email correspondence with potential buyer regarding document requests

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03/07/19	M. Thomson	0.20	79.00	Email correspondence with N. Bergstrom and JLL regarding St. George issues
03/07/19	M. Thomson	0.30	118.50	Analyze files and documents regarding vehicle issues, and email correspondence with M. Montoya regarding drafting purchase agreement for truck and trailer
03/08/19	M. Thomson	0.40	158.00	Review comments to LOI from potential buyer, and telephone conference with P. Hunt regarding responding to same
03/08/19	M. Thomson	0.30	118.50	Multiple email correspondence with JLL and counsel regarding St. George purchase agreement issues
03/08/19	M. Thomson	0.40	158.00	Review financial documents, and numerous email correspondence with counsel and potential buyer of properties
03/11/19	M. Thomson	0.50	197.50	Conference call with potential buyer and counsel
03/11/19	M. Thomson	0.10	39.50	Email correspondence with potential buyer
03/11/19	M. Thomson	0.80	316.00	Conference call with St. George buyer and counsel regarding purchase agreement issues
03/11/19	M. Thomson	0.50	197.50	Conference call with potential buyer and counsel
03/11/19	M. Thomson	0.20	79.00	Review and revise listing agreement and related documents for McMinnville
03/12/19	M. Thomson	0.40	158.00	Conference call with potential buyer and counsel
03/13/19	M. Thomson	0.20	79.00	Email correspondence with buyer's attorney and P. Hunt regarding purchase agreement terms
03/15/19	M. Thomson	0.40	158.00	Review and analyze title reports on Gilbert and Littleton, and email correspondence with potential buyer regarding same
03/16/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00003
 Invoice No.: *****

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Date	Name	Hours	Rate	Description
				real property and marketing issues
03/19/19	M. Thomson	0.30	118.50	Review proposed PSA from Tower, and multiple email correspondence with counsel regarding same
03/19/19	M. Thomson	0.20	79.00	Email correspondence with counsel regarding McMinnville listing agreement issues
03/21/19	M. Thomson	0.20	79.00	Multiple email correspondence with counsel regarding UCC issues
03/21/19	M. Montoya	0.10	18.50	Email correspondence with M. Thomson regarding contract; email B. Anderson regarding same
03/22/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding McMinnville listing agreement issues
03/22/19	M. Thomson	0.30	118.50	Review emails regarding Tower transaction, and telephone conference with P. Hunt regarding same
03/22/19	M. Thomson	3.70	1,461.50	Review and revise PSA with Tower (3.3); numerous email correspondence and conferences with counsel regarding same (.4)
03/22/19	M. Thomson	0.40	158.00	Numerous email correspondence with Tower and counsel regarding transaction and lease issues
03/22/19	M. Thomson	0.20	79.00	Review STG PSA and identify document disclosure deadlines (.1); review emails from title company regarding opening of escrow (.1)
03/22/19	M. Thomson	0.20	79.00	Review emails and documents from JLL regarding Clovis, and email correspondence with counsel regarding same
03/22/19	M. Thomson	0.20	79.00	Further review of revisions to Tower PSA
03/25/19	M. Thomson	0.30	118.50	Review draft marketing materials for McMinnville, and email correspondence with JLL regarding same

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00003
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April 15, 2019
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03/25/19	M. Thomson	0.10	39.50	Email correspondence with JLL regarding Texas properties
03/26/19	M. Thomson	0.40	158.00	Review company documents and identify documents to deliver to St. George buyer per contract terms
03/26/19	M. Thomson	0.20	79.00	Review issues related to web sites owned by TFEC, and email correspondence with potential buyer regarding same
03/26/19	M. Thomson	0.10	39.50	Email correspondence with M. Durrant regarding drafting PSAs for Clovis and McMinnville
03/26/19	M. Thomson	0.20	79.00	Review and sign final listing agreement with JLL, and email correspondence with JLL and counsel regarding same
03/27/19	M. Thomson	0.60	237.00	Review Tower's comments to PSA, identify work needed, and email correspondence with counsel regarding same
03/27/19	M. Thomson	0.20	79.00	Email correspondence with counsel regarding Clovis and McMinnville PSA issues
03/27/19	M. Thomson	0.60	237.00	Review and analyze title report documents for proposed Tower transaction, and conference with M. Baker regarding same and work needed
03/28/19	M. Thomson	0.50	197.50	Review updated title reports, and draft further revisions to Tower PSA
03/28/19	M. Thomson	0.30	118.50	Conference with M. Baker regarding legal description issues, and further revisions needed to Tower PSA
03/29/19	M. Thomson	0.40	158.00	Review updated PSA with Tower, and multiple email correspondence with counsel regarding same
03/29/19	M. Thomson	0.20	79.00	Review draft PSA for McMinnville, and email correspondence with counsel regarding same

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Michael F Thomson, Chapter 11 Trustee for the F
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03/29/19	M. Thomson	0.40	158.00	Review exhibits to Tower PSA and identify information needed, and multiple email correspondence with counsel, RMA, and K. Hunt regarding same
03/29/19	M. Thomson	0.20	79.00	Conference with M. Baker regarding drafting motion to approve Tower PSA
03/29/19	M. Montoya	0.10	18.50	Analyze email from A. Shelton regarding values of truck and trailer; email M. Thomson regarding same

Total Hours 52.90

Total for Legal Fees \$20,538.50

Total This Invoice \$20,538.50

Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	51.20	395.00	20,224.00
M. Montoya	1.70	185.00	314.50
Total all Timekeepers	52.90		20,538.50

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EXHIBIT D



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00004
Assumption and Rejection of Leases and Contracts

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$1,501.00
Total For Current Invoice	\$1,501.00

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00004

Assumption and Rejection of Leases and Contracts

For Legal Services Rendered Through March 31, 2019

12/03/18	M. Thomson	0.10	39.50	Review Trolley proposal and email correspondence with P. Hunt regarding same
12/03/18	M. Thomson	0.30	118.50	Telephone conference with J. Anderson regarding Trolley Square issues
12/05/18	M. Thomson	0.20	79.00	Multiple email correspondence with Trolley's counsel and company regarding lease payment issues
12/06/18	M. Thomson	0.20	79.00	Email correspondence with P. Hunt and M. Baker regarding lease issues
12/18/18	M. Thomson	0.30	118.50	Review email and proposed exhibits from TS attorney
12/27/18	M. Thomson	0.20	79.00	Conference with P. Hunt regarding lease issues and work needed
01/02/19	M. Thomson	0.40	158.00	Review and analyze Elk Grove lease issues, and conferences with P. Hunt and RMA

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00004
 Invoice No.: *****

April 15, 2019
 Page 2

				regarding same
01/02/19	M. Thomson	0.50	197.50	Review revisions to proposed Elk Grove lease, and multiple email correspondence with counsel regarding same
01/30/19	M. Thomson	0.70	276.50	Prepare for and attend hearing on motion to extend deadline to assume or reject nonresidential real property leases
01/30/19	M. Thomson	0.10	39.50	Revise order extending deadline to assume or reject nonresidential real property leases
02/08/19	M. Thomson	0.30	118.50	Telephone conference with M. Baker regarding corporate office lease issues, and follow up email correspondence regarding same
02/11/19	M. Thomson	0.20	79.00	Revise email to corporate office landlord regarding motion to extend deadline to assume or reject lease
02/12/19	M. Thomson	0.10	39.50	Email correspondence with corporate office landlord
02/27/19	M. Thomson	0.20	79.00	Review bankruptcy code, and email correspondence with M. Baker and M. Swan regarding motion to extend deadline to assume or reject corporate office lease

Total Hours 3.80

Total for Legal Fees \$1,501.00

Total This Invoice \$1,501.00

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Michael F Thomson, Chapter 11 Trustee for the F
Client-Matter No.: 508661-00004
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April 15, 2019
Page 3

Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	3.80	395.00	1,501.00
Total all Timekeepers	3.80		1,501.00

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

EXHIBIT E



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00007
Business Operations

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$20,430.00
Total For Current Invoice	\$20,430.00

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00007

Business Operations

For Legal Services Rendered Through March 31, 2019

11/28/18	M. Thomson	0.30	118.50	Review proposed gateway processing agreement, and email correspondence with RMA regarding same
11/28/18	M. Thomson	0.10	39.50	Attend to bond issues
11/28/18	M. Thomson	0.90	355.50	Meeting with G. Miller at Wells Fargo regarding DIP account issues
11/29/18	M. Thomson	0.90	355.50	Review and sign company checks, and email correspondence with RMA regarding same
11/29/18	M. Thomson	0.20	79.00	Review addendum to Gateway Processing Services Agreement, and email correspondence with N. Bergstrom regarding same
12/03/18	M. Thomson	0.20	79.00	Email correspondence with RMA regarding payroll issues
12/03/18	M. Thomson	0.20	79.00	Work on bank account issues

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Michael F Thomson, Chapter 11 Trustee for the F
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12/03/18	M. Thomson	0.10	39.50	Email correspondence with N. Bergstrom
12/04/18	M. Thomson	0.20	79.00	Email correspondence with RMA and M. Baker regarding critical vendor motion and work needed
12/04/18	M. Thomson	0.10	39.50	Review and sign final checks for two employees
12/04/18	M. Thomson	0.70	276.50	Initiate wire for payroll at Wells Fargo Bank branch
12/04/18	M. Thomson	2.20	869.00	Meeting with company employees at corporate office
12/05/18	M. Thomson	0.40	158.00	Review and analyze emails and documents regarding Colorado liquor license issues, and email correspondence with counsel regarding same
12/06/18	M. Thomson	0.10	39.50	Review order on critical vendor motion, and email correspondence with counsel regarding same
12/06/18	M. Thomson	0.10	39.50	Email correspondence with N. Bergstrom regarding Colorado liquor license issues
12/06/18	M. Thomson	0.30	118.50	Email correspondence and phone call with David Leigh regarding merchant account issues
12/06/18	M. Thomson	0.30	118.50	Review and sign checks
12/07/18	M. Thomson	0.60	237.00	Telephone conference with merchant account company (.4); telephone conference with David Leigh after same (.2)
12/07/18	M. Thomson	0.20	79.00	Email correspondence with N. Bergstrom and RMA regarding merchant account issues
12/07/18	M. Thomson	0.30	118.50	Telephone conference with BMS regarding debtor subsidiary bank account issues
12/07/18	M. Montoya	0.30	55.50	Telephone conference with S. Owens at Wells Fargo and M. Thomson regarding

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Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00007
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April 15, 2019
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Date	Name	Rate	Amount	Description
				bank account issues
12/10/18	M. Thomson	0.60	237.00	Meeting with Wells Fargo regarding bank account issues
12/10/18	M. Thomson	0.30	118.50	Work on bank account opening and transfer issues
12/11/18	M. Thomson	0.80	316.00	Work on bank account access and debit card issues, and multiple email correspondence with company and RMA regarding same
12/11/18	M. Thomson	0.40	158.00	Review and analyze health insurance renewal issues, and multiple email correspondence with N. Bergstrom and RMA regarding same
12/11/18	M. Montoya	0.10	18.50	Email copy of order on critical vendors motion to the trustee, his counsel, and his accountants
12/12/18	M. Thomson	0.60	237.00	Meeting with banker at Wells Fargo regarding account issues
12/12/18	M. Thomson	0.30	118.50	Review and sign company checks, and email correspondence with J. Curtis and accounts payable regarding same
12/12/18	M. Thomson	0.10	39.50	Email correspondence with N. Bergstrom regarding merchant account hold issues
12/12/18	M. Thomson	0.40	158.00	Set up bank account view access for key personnel, and email correspondence regarding same
12/13/18	M. Thomson	0.10	39.50	Email correspondence with David Leigh regarding merchant account issues
12/13/18	M. Thomson	0.60	237.00	Conference call with merchant account and counsel (.4); follow up call with David Leigh after same (.2)
12/13/18	M. Thomson	0.30	118.50	Review and sign company checks
12/13/18	M. Thomson	0.40	158.00	Multiple email correspondence with N. Bergstrom and David Leigh regarding

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Michael F Thomson, Chapter 11 Trustee for the F
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				merchant account issues
12/14/18	M. Thomson	0.20	79.00	Email correspondence with N. Bergstrom regarding merchant account issues
12/17/18	M. Thomson	0.10	39.50	Email correspondence with N. Bergstrom regarding merchant account issues
12/17/18	M. Thomson	0.20	79.00	Email correspondence with Accounts Payable and RMA regarding debit card issues
12/18/18	M. Thomson	0.20	79.00	Email correspondence with N. Bergstrom and David Leigh regarding merchant account issues
12/19/18	M. Thomson	0.30	118.50	Review payroll documents, and email correspondence with RMA regarding same
12/19/18	M. Thomson	0.70	276.50	Transfer funds to payroll account, and initiate wire transfer at Wells Fargo branch
12/19/18	M. Thomson	0.70	276.50	Conference call with merchant account company and counsel regarding merchant processing issues (.3); phone calls with J. McKinlay before and after same regarding work needed (.4)
12/19/18	M. Thomson	0.20	79.00	Review and sign company checks, and email correspondence with RMA regarding same
12/19/18	M. Montoya	0.20	37.00	Telephone conference with D. Bateman regarding checks; conference with M. Thomson regarding same; conference with Gygi regarding same
12/21/18	M. Thomson	0.50	197.50	Review and sign checks for operations
12/21/18	M. Thomson	0.40	158.00	Analyze issues related to investor requests for valuations, and email correspondence with company and counsel regarding same
12/21/18	M. Thomson	0.10	39.50	Review and sign ACH form for vendor, and email correspondence with RMA and company regarding same

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Michael F Thomson, Chapter 11 Trustee for the F
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12/27/18	M. Thomson	0.20	79.00	Review payment request and related invoice, and email correspondence with company regarding same
12/28/18	M. Thomson	0.10	39.50	Email correspondence regarding Colorado liquor license issues
12/31/18	M. Thomson	0.10	39.50	Email correspondence with P. Hunt and iBorrow regarding Elk Grove issues
01/02/19	M. Thomson	0.20	79.00	Update online banking preferences, and email correspondence with RMA and company employee regarding same
01/02/19	M. Montoya	0.10	18.50	Email correspondence with N. Bergstrom regarding order appointing trustee for Colorado liquor renewal
01/03/19	M. Thomson	0.40	158.00	Review email and documents from N. Bergstrom regarding liability insurance issues, and email correspondence with RMA regarding same
01/03/19	M. Thomson	0.60	237.00	Effectuate fund and wire transfers for payroll, and multiple email correspondence with accounting personnel regarding same
01/04/19	M. Thomson	0.40	158.00	Review and analyze documents related to insurance proposals, and multiple email correspondence with N. Bergstrom and RMA regarding same
01/07/19	M. Thomson	0.30	118.50	Review files and documents regarding insurance policy renewal issues, and email correspondence regarding same
01/07/19	M. Thomson	0.30	118.50	Review and sign check for business operations
01/07/19	M. Thomson	0.20	79.00	Multiple email correspondence regarding waterpark vendor issues
01/07/19	M. Thomson	0.20	79.00	Email correspondence regarding additional payroll wire needed (.1); review online bank account regarding same (.1)

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Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00007
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01/08/19	M. Thomson	0.60	237.00	Attend to banking issues, including wire transfer at bank branch
01/08/19	M. Thomson	0.40	158.00	Telephone conference with David Bateman regarding Trolley Square issues and work needed
01/09/19	M. Thomson	0.20	79.00	Email correspondence with RMA and N. Bergstrom regarding operations issues
01/10/19	M. Thomson	0.20	79.00	Review and sign checks for operations
01/11/19	M. Thomson	0.10	39.50	Email correspondence with N. Bergstrom regarding vendor payment issues
01/12/19	M. Thomson	0.10	39.50	Email correspondence with P. Hunt regarding Trolley Square issues
01/14/19	M. Thomson	0.30	118.50	Multiple email correspondence with company and RMA regarding operations issues
01/14/19	M. Thomson	0.20	79.00	Email correspondence with merchant account processing company
01/14/19	M. Thomson	0.30	118.50	Review and sign checks for operations
01/16/19	M. Thomson	0.30	118.50	Review Wells Fargo account activity, review email correspondence regarding payroll issues, and transfer funds to payroll account from operating account
01/17/19	M. Thomson	0.50	197.50	Initiate payroll wire at Wells Fargo, and multiple email correspondence regarding same
01/17/19	M. Thomson	0.10	39.50	Email correspondence with RMA regarding insurance issues
01/17/19	M. Thomson	0.30	118.50	Multiple email correspondence with RMA regarding St. George operations issues
01/17/19	M. Thomson	0.40	158.00	Telephone conference with Wells Fargo regarding payroll wire transfer issues, and multiple email correspondence with N. Bergstrom regarding same

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Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00007
 Invoice No.: *****

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01/17/19	M. Montoya	0.20	37.00	Telephone conference with N. Bergstrom regarding wire for payroll; conference with M. Thomson regarding same; email wire printout to N. Bergstrom
01/18/19	M. Thomson	0.50	197.50	Attend to payroll wire issues and Wells Fargo branch, and multiple email correspondence with N. Bergstrom regarding same
01/18/19	M. Thomson	0.10	39.50	Email correspondence with K. Hunt
01/22/19	M. Thomson	0.40	158.00	Review and sign checks for operations
01/23/19	M. Thomson	0.30	118.50	Review and sign checks for operations (.2); email correspondence with J. Curtis in connection with same (.1)
01/23/19	M. Thomson	0.30	118.50	Multiple email correspondence with employees, RMA, and counsel regarding Elk Grove issues
01/24/19	M. Thomson	0.20	79.00	Analyze prepayment schedule for Elk Grove
01/24/19	M. Thomson	0.20	79.00	Review documents related to new vendors, and email correspondence with RMA and company regarding same
01/24/19	M. Thomson	0.20	79.00	Email correspondence with N. Bergstrom and RMA regarding Trolley Square stipulation, and work needed going forward
01/25/19	M. Thomson	0.30	118.50	Telephone conference with L. Evensen regarding prepayment for event at Trolley
01/25/19	M. Thomson	0.40	158.00	Review and analyze draft motion and order to approve insurance policies at McMinnville, and email correspondence regarding same
01/28/19	M. Thomson	0.20	79.00	Review Wells Fargo accounts and transactions
01/28/19	M. Thomson	0.20	79.00	Email correspondence with N. Bergstrom regarding Elk Grove issues

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Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00007
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01/30/19	M. Thomson	0.10	39.50	Email correspondence with N. Bergstrom regarding operation check issues
01/30/19	M. Thomson	0.40	158.00	Review and sign checks for operations
01/30/19	M. Thomson	0.20	79.00	Review Wells Fargo account transactions
01/30/19	M. Thomson	0.40	158.00	Multiple email correspondence and conferences with counsel regarding Elk Grove lease issues (.3); email correspondence with N. Bergstrom regarding same (.1)
01/31/19	M. Thomson	0.30	118.50	Initiate wire for Trolley stipulated payment at Wells Fargo
01/31/19	M. Thomson	0.20	79.00	Email correspondence regarding Clovis rent and insurance issues
01/31/19	M. Thomson	0.10	39.50	Email correspondence with RMA regarding Clovis issues
02/01/19	M. Thomson	0.20	79.00	Email correspondence with company and RMA regarding Elk Grove event issues
02/04/19	M. Thomson	0.40	158.00	Review payroll documents and attend to wire transfer at Wells Fargo branch
02/04/19	M. Thomson	0.10	39.50	Email correspondence with L. Evensen regarding event at Trolley Square
02/05/19	M. Thomson	0.90	355.50	Review Elk Grove financials, and multiple email correspondence with iBorrow's counsel regarding same and lease term issues (.6); review and analyze proposed revisions to lease agreement by iBorrow's counsel (.3)
02/05/19	M. Thomson	1.60	632.00	Review and revise updated motion and order to approve insurance premium financing agreements, and multiple email correspondence with M. Baker, lender, and N. Bergstrom regarding same (1.4); conference with M. Baker regarding additional revisions needed (.2)

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY

Michael F Thomson, Chapter 11 Trustee for the F
Client-Matter No.: 508661-00007
Invoice No.: *****

April 15, 2019
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02/05/19	M. Thomson	0.20	79.00	Review quote for insurance on Clovis property, and email correspondence regarding same
02/06/19	M. Thomson	0.20	79.00	Email correspondence regarding Clovis and Elk Grove insurance issues
02/08/19	M. Thomson	0.20	79.00	Multiple email correspondence regarding Elk Grove real property insurance issues
02/08/19	M. Thomson	0.10	39.50	Email correspondence with Elk Grove landlord's attorney regarding lease and insurance issues
02/12/19	M. Thomson	0.20	79.00	Email correspondence with RMA and iBorrow's counsel regarding Elk Grove lease and insurance issues
02/12/19	M. Thomson	0.50	197.50	Review and sign checks related to operations (.3); email correspondence and telephone conference with RMA regarding same (.2)
02/13/19	M. Thomson	0.90	355.50	Review and revise Elk Grove lease documents, and multiple email correspondence with iBorrow's counsel regarding same
02/13/19	M. Thomson	0.10	39.50	Email correspondence regarding Clovis insurance issues
02/14/19	M. Thomson	0.30	118.50	Initiate wire at Wells Fargo for Elk Grove lease payments
02/14/19	M. Thomson	0.20	79.00	Multiple email correspondence with counsel for Elk Grove landlord regarding lease payment and insurance issues
02/14/19	M. Thomson	0.30	118.50	Multiple email correspondence with N. Bergstrom regarding investor communications issues
02/15/19	M. Thomson	0.20	79.00	Review Clovis insurance information, and email correspondence with L. Cayton regarding same

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02/15/19	M. Thomson	0.40	158.00	Review and analyze email and documents from N. Bergstrom regarding property management issues
02/15/19	M. Thomson	0.20	79.00	Review bank account transactions
02/19/19	M. Thomson	0.30	118.50	Conference with M. Baker in preparation for hearing on motion to approve insurance premium financing agreements
02/19/19	M. Thomson	0.80	316.00	Prepare for and attend hearing on motion to approve insurance premium financing agreements
02/19/19	M. Thomson	0.40	158.00	Review payroll documents, and facilitate transfer of funds and wire transfer to payroll company at Wells Fargo
02/19/19	M. Thomson	0.10	39.50	Revise order granting motion to approve insurance premium financing agreements
02/20/19	M. Thomson	0.20	79.00	Telephone conference with P. Hunt regarding Trolley lease issues (.1); review email to Trolley's counsel regarding same (.1)
02/20/19	M. Thomson	0.40	158.00	Review and sign checks for operations, and multiple email correspondence regarding same
02/22/19	M. Thomson	0.20	79.00	Email correspondence with RMA regarding Trolley operations issues
02/25/19	M. Thomson	0.40	158.00	Review and analyze booking and prepayment information for Trolley location, and multiple email correspondence with RMA regarding same
02/26/19	M. Thomson	0.20	79.00	Email correspondence with L. Evensen regarding Trolley issues
02/26/19	M. Thomson	0.40	158.00	Review and sign checks for operations, and email correspondence with RMA regarding same
02/26/19	M. Thomson	0.50	197.50	Review files and documents, and multiple email correspondence with counsel

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				regarding WARN Act issues
02/26/19	M. Thomson	0.20	79.00	Email correspondence with N. Bergstrom regarding St. George issues
02/26/19	M. Thomson	0.10	39.50	Email correspondence with RMA regarding Trolley issues
02/27/19	M. Thomson	0.40	158.00	Review documents regarding employee information (.1); telephone conference with employment counsel regarding WARN Act and related issues (.3)
02/27/19	M. Thomson	0.20	79.00	Review order granting motion to approve insurance premium financing agreements, and email correspondence with finance company regarding same
02/27/19	M. Thomson	0.20	79.00	Review Elk Grove lease documents regarding lease, tax, and insurance payment issues and deadlines
02/27/19	M. Thomson	0.60	237.00	Review and analyze documents regarding insurance premium financing agreements and related payments, and multiple email correspondence with company and RMA regarding same
02/28/19	M. Thomson	0.10	39.50	Email correspondence with accounts payable regarding insurance premium issues
02/28/19	M. Thomson	0.10	39.50	Review email from L. Evensen and return phone call
02/28/19	M. Thomson	0.20	79.00	Review documents and calendar regarding payments needed for Trolley, Elk Grove, Littleton, and Gilbert locations
03/01/19	M. Thomson	0.20	79.00	Email correspondence with new owner of Elk Grove property regarding assignment of lease and rent payment issues
03/01/19	M. Thomson	0.20	79.00	Multiple email correspondence with employees regarding business license issues
03/04/19	M. Thomson	0.40	158.00	Review documents regarding March 5

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Michael F Thomson, Chapter 11 Trustee for the F
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				payroll, and initiate wire transfer at Wells Fargo
03/04/19	M. Thomson	0.50	197.50	Multiple email correspondence with RMA regarding payroll wire issues, and meet with banker at Wells Fargo regarding same
03/05/19	M. Thomson	0.80	316.00	Conference call with Trolley landlord regarding lease issues (.5); follow up call with RMA regarding same (.3)
03/06/19	M. Thomson	0.10	39.50	Review correspondence from First Insurance Funding
03/07/19	M. Thomson	0.30	118.50	Review and sign checks for operations
03/08/19	M. Thomson	0.20	79.00	Telephone conference with L. Evensen regarding Trolley Square event issues
03/08/19	M. Thomson	0.40	158.00	Analyze documents regarding operations at Trolley Square, and email correspondence with RMA regarding same and financial projections
03/11/19	M. Thomson	0.20	79.00	Multiple email correspondence with company and RMA regarding Trolley Square issues
03/12/19	M. Thomson	0.10	39.50	Email correspondence with L. Evensen
03/14/19	M. Thomson	1.50	592.50	Meetings with TFEC managers and RMA regarding status of case and operations issues
03/14/19	M. Thomson	0.20	79.00	Email correspondence with TS landlord
03/14/19	M. Thomson	0.10	39.50	Review bank account transactions
03/15/19	M. Thomson	0.20	79.00	Review RMA analysis of Trolley Square prepayments and upcoming events
03/15/19	M. Thomson	0.10	39.50	Telephone conference with K. Hunt
03/18/19	M. Thomson	0.20	79.00	Review and sign California Payee Data Record, and email correspondence with company and RMA regarding same
03/18/19	M. Thomson	0.10	39.50	Email correspondence with TS landlord

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03/19/19	M. Thomson	0.30	118.50	Review payroll request and amounts, and transfer funds to payroll account
03/19/19	M. Thomson	0.20	79.00	Initiate wire transfer for payroll at bank branch
03/19/19	M. Thomson	0.40	158.00	Multiple email correspondence with A/P department regarding payroll wire issues, and second visit to Wells Fargo branch regarding same
03/19/19	M. Thomson	0.20	79.00	Review and sign checks for operations
03/20/19	M. Thomson	0.10	39.50	Review and sign final payroll check, and email correspondence with RMA and company regarding same
03/20/19	M. Thomson	0.20	79.00	Conference with counsel regarding discussions with Trolley landlord
03/25/19	M. Thomson	0.90	355.50	Meeting with counsel and RMA regarding miscellaneous open issues and work needed
03/25/19	M. Thomson	0.10	39.50	Email correspondence with TS landlord
03/26/19	M. Thomson	0.20	79.00	Review email from N. Bergstrom regarding operations issues, and draft response to same
03/26/19	M. Thomson	0.10	39.50	Email correspondence with N. Bergstrom regarding Trolley issues
03/26/19	M. Thomson	0.20	79.00	Review email from Trolley landlord's attorney, and email correspondence with counsel regarding same
03/27/19	M. Thomson	0.20	79.00	Email correspondence regarding TS issues and scheduled events
03/29/19	M. Thomson	0.20	79.00	Review and sign checks for operations
03/29/19	M. Thomson	0.10	39.50	Email correspondence with K. Hunt regarding operations and sale issues

Total Hours 52.20

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Total for Legal Fees \$20,430.00

Total This Invoice \$20,430.00

Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	51.30	395.00	20,263.50
M. Montoya	0.90	185.00	166.50
Total all Timekeepers	52.20		20,430.00

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EXHIBIT F



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00008
Case Administration

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$20,669.50
Total For Current Invoice	\$20,669.50

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00008

Case Administration

For Legal Services Rendered Through March 31, 2019

11/26/18	M. Thomson	0.80	316.00	Review and revise verified statement of trustee, trustee declaration, and acceptance of appointment documents
11/26/18	M. Thomson	3.90	1,540.50	Meeting with G. Miller and US Trustee, and conference with P. Hunt after same
11/26/18	M. Thomson	0.40	158.00	Prepare for meeting with G. Miller and US Trustee
11/26/18	M. Montoya	0.40	74.00	Conference with M. Thomson and P. Hunt regarding actions needed
11/26/18	M. Montoya	0.50	92.50	Revise and finalize pleadings related to acceptance of appointment of trustee; telephone conference and email correspondence with L. Huston regarding same
11/26/18	M. Montoya	0.30	55.50	Telephone conference (3) with G. Adams regarding bond issues; telephone conference (2) with B. Schott regarding

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				same; conference with M. Thomson regarding same
11/27/18	M. Thomson	0.10	39.50	Review bond documents
11/27/18	M. Thomson	0.10	39.50	Email correspondence with G. Miller regarding bank account issues
11/27/18	M. Thomson	0.20	79.00	Multiple email correspondence with David Leigh regarding transition issues
11/27/18	M. Thomson	0.30	118.50	Multiple email correspondence with RMA regarding document issues
11/27/18	M. Thomson	0.80	316.00	Meeting with P. Hunt regarding case generally and work needed
11/27/18	M. Thomson	0.30	118.50	Telephone conference with counsel for Unsecured Creditors' Committee regarding application to employ realtor and general case issues
11/27/18	M. Thomson	0.90	355.50	Conference call with Unsecured Creditors' Committee and counsel
11/27/18	M. Thomson	0.30	118.50	Telephone conference with M. Hindley regarding McMinnville issues
11/27/18	M. Thomson	0.10	39.50	Review pleadings regarding trustee appointment
11/27/18	M. Montoya	0.20	37.00	Listen to voice message from and return call to G. Adams regarding bond (leave message) (.1); telephone conference with B. Schott regarding issuance of bond and email B. Schott regarding same (.1)
11/28/18	M. Thomson	0.10	39.50	Email correspondence with B. Pickering
11/28/18	M. Thomson	0.10	39.50	Email correspondence with E. Ostrow
11/28/18	M. Montoya	0.20	37.00	Conference with M. Thomson regarding bond and actions needed in connection therewith; email G. Miller and J. Curtis regarding payment of invoice for the bond; prepare letter to send original bond to UST
11/29/18	M. Thomson	0.10	39.50	Email correspondence with P. Hunt

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Michael F Thomson, Chapter 11 Trustee for the F
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				regarding corporate organization documents
11/29/18	M. Thomson	2.50	987.50	Analyze and identify work needed in case, and multiple email correspondence with P. Hunt regarding same
11/29/18	M. Montoya	0.30	55.50	Prepare binder of deposition transcripts for the trustee and his counsel
11/29/18	M. Montoya	0.10	18.50	File notice of appearance for M. Thomson (Clovis)
11/29/18	M. Montoya	0.10	18.50	File notice of appearance for M. Thomson (Bricktown)
11/29/18	M. Montoya	0.10	18.50	File notice of appearance for M. Thomson (Fresno)
11/29/18	M. Montoya	0.10	18.50	File notice of appearance for M. Thomson (Littleton)
11/29/18	M. Montoya	0.10	18.50	File notice of appearance for M. Thomson (St. George)
11/29/18	M. Montoya	0.10	18.50	File notice of appearance for M. Thomson (McMinville)
11/29/18	M. Montoya	0.10	18.50	File notice of appearance for M. Thomson (Gilbert)
11/29/18	M. Montoya	0.10	18.50	File notice of appearance for M. Thomson (Elk Grove)
12/03/18	M. Thomson	2.10	829.50	Meeting with RQN regarding case generally and transitioning files/information
12/03/18	M. Montoya	0.30	55.50	Telephone conference with M. Campbell at Caselink Web regarding account issues (leave detailed message); email M. Campbell regarding same (.1); telephone conference (2) with S. Owens at Wells Fargo regarding account issues; conference with M. Thomson regarding same (.2)
12/04/18	M. Thomson	0.30	118.50	Conference with P. Hunt regarding results of today's hearings and work needed going forward

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12/04/18	M. Thomson	0.10	39.50	Review email from P. Hunt regarding call with Museum counsel
12/04/18	M. Montoya	0.20	37.00	Analyze wage motion and conference with M. Thomson regarding same
12/05/18	M. Thomson	0.50	197.50	Attend to wire transfer to Trolley Square
12/05/18	M. Thomson	0.10	39.50	Review email from M. Zumwalt
12/05/18	M. Thomson	0.20	79.00	Email correspondence with company employee and RMA regarding IRA valuation and investor issues
12/06/18	M. Thomson	0.20	79.00	Email correspondence with P. Hunt and L. Cayton regarding 341 issues
12/06/18	M. Montoya	0.10	18.50	Calculate and calendar deadline for trustee to respond to notice of proposed assessment and two year avoidance deadline
12/07/18	M. Thomson	0.30	118.50	Telephone conference with S. Owen regarding debtor bank account issues
12/07/18	M. Montoya	0.50	92.50	Telephone conference with M. Campbell at Caselink Web and M. Thomson regarding software issues and setting up additional accounts (.2); telephone conference with M. Wisbey at Caselink Web and M. Thomson regarding same (.3)
12/07/18	M. Montoya	0.50	92.50	Calendar dates and deadlines for trustee and his counsel pursuant to email from J. McKinlay; review notices of meetings of creditors in connection therewith
12/10/18	M. Thomson	0.60	237.00	Telephone conference with M. Farrell regarding pending lawsuits in Oregon
12/10/18	M. Montoya	0.20	37.00	Begin filling out application for TrustWorks software
12/11/18	M. Thomson	0.30	118.50	Review Clovis docket, and multiple email correspondence with RMA regarding 341 and SOFA/Schedules issues
12/11/18	M. Thomson	0.20	79.00	Review information from N. Bergstrom for

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				schedules/SOFA
12/11/18	M. Thomson	0.10	39.50	Email correspondence with L. Cayton regarding rescheduled 341 for TFEC
12/12/18	M. Thomson	2.40	948.00	Meeting with G. Miller and David Bateman regarding various property/facility issues and work needed going forward
12/12/18	M. Thomson	0.10	39.50	Review order converting Financially Fit case to Chapter 7
12/12/18	M. Thomson	1.60	632.00	Prepare for and attend Clovis 341
12/12/18	M. Thomson	0.10	39.50	Review emails from E. Ostrow
12/12/18	M. Montoya	0.20	37.00	Pull proof of claim filed in the Falls at Brickville case and email to M. Thomson; pull pleadings recently filed in the Falls at McMinnville case and email to trustee and his counsel
12/13/18	M. Thomson	0.10	39.50	Review order granting Rule 2004 motion filed by Neubauer
12/13/18	M. Thomson	0.20	79.00	Review email from attorney Steck, and telephone conference with David Leigh regarding same
12/14/18	M. Thomson	0.10	39.50	Email correspondence with company employee regarding Texas registered agent issues
12/14/18	M. Thomson	0.30	118.50	Identify work needed in subsidiary cases, and email correspondence with RMA and N. Bergstrom regarding preparing statements and schedules
12/14/18	M. Thomson	0.40	158.00	Analyze consolidation issues, and conference with M. Baker regarding same and work needed
12/14/18	M. Thomson	0.10	39.50	Review email from M. Steck regarding subpoena issues
12/17/18	M. Thomson	0.70	276.50	Conferences with David Bateman and P. Hunt regarding various issues in case and

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				work needed going forward
12/17/18	M. Thomson	0.30	118.50	Review subpoena issued by M. Steck and email correspondence with N. Bergstrom and M. Farrell regarding same
12/19/18	M. Thomson	0.40	158.00	Telephone conference with David Leigh regarding case and file transition issues
12/20/18	M. Thomson	0.10	39.50	Email correspondence with N. Bergstrom regarding statements and schedules of subsidiaries
12/20/18	M. Thomson	0.40	158.00	Review Clovis organizational documents, and revise Clovis SOFA and Schedules
12/20/18	M. Thomson	0.20	79.00	Email correspondence with staff and RMA regarding investor communication issues
12/28/18	M. Thomson	0.30	118.50	Conference with P. Hunt regarding consolidation issues, and email correspondence with RMA regarding same
12/28/18	M. Thomson	0.10	39.50	Email correspondence with M. Baker regarding responding to Neubauer subpoena
12/31/18	M. Montoya	0.10	18.50	Calendar deadline to object to UST's recommendation for dismissal in The Falls at Bricktown and The Falls at Fresno cases for the trustee and his counsel
01/02/19	M. Thomson	0.30	118.50	Multiple email correspondence with P. Hunt regarding various hearing and objection deadline issues, and conference with P. Hunt regarding same
01/02/19	M. Thomson	1.00	395.00	Meeting with Dorsey team regarding case generally and work needed
01/02/19	M. Montoya	0.10	18.50	Calendar new dates and deadlines for the trustee and his counsel per email from P. Hunt
01/02/19	M. Montoya	1.00	185.00	Meeting with trustee and his counsel regarding actions needed in the immediate future

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01/02/19	M. Montoya	0.10	18.50	Pull forms of motions for substantive consolidation and email to J. McKinlay
01/02/19	M. Montoya	0.30	55.50	Pull forms of motions to limit notice and email to M. Baker
01/03/19	M. Thomson	0.10	39.50	Email correspondence with M. Baker regarding subpoena response issues
01/09/19	M. Thomson	0.60	237.00	Telephone conference with G. Miller regarding Cedar Park and Trolley issues
01/09/19	M. Montoya	0.20	37.00	Email correspondence (multiple) with M. Thomson regarding creditor address issues; update creditor's address pursuant to email correspondence
01/10/19	M. Thomson	0.40	158.00	Attend to various banking issues
01/10/19	M. Thomson	1.20	474.00	Meeting with P. Hunt and RMA regarding substantive consolidation issues (1.0); telephone conference with J. McKinlay regarding same and work needed (.2)
01/10/19	M. Montoya	0.10	18.50	Save fully executed closing documents to centralized drive
01/14/19	M. Thomson	0.20	79.00	Telephone conference with M. Hindley and P. Hunt regarding motion to dismiss and related issues
01/14/19	M. Thomson	0.20	79.00	Email correspondence with RMA regarding MOR and quarterly fee issues
01/14/19	M. Montoya	0.20	37.00	Save additional operating agreements to centralized drive; email correspondence with N. Bergstrom regarding same
01/17/19	M. Thomson	0.40	158.00	Review and revise draft consents for subsidiary LLCs, and conference with David Day regarding same
01/17/19	M. Thomson	0.80	316.00	Meeting with J. Malpede and J. Strain regarding investigation of Mr. Down
01/18/19	M. Thomson	0.20	79.00	Review and sign Fresno statements and schedules

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01/18/19	M. Thomson	0.20	79.00	Review email from E. Ostrow, and conference with P. Hunt regarding responding to same
01/22/19	M. Thomson	0.10	39.50	Email correspondence with counsel regarding objection to dismissal of Fresno case
01/24/19	M. Thomson	0.30	118.50	Review draft motion and memorandum for substantive consolidation, and email correspondence with counsel regarding same
01/28/19	M. Thomson	0.20	79.00	Email correspondence with counsel regarding objecting to motion to dismiss McMinnville case
01/29/19	M. Thomson	0.30	118.50	Review and revise opposition to museum creditors' motion to dismiss McMinnville case
01/29/19	M. Thomson	0.20	79.00	Email correspondence with BMS/Stretto regarding bank account issues
01/29/19	M. Thomson	0.20	79.00	Meeting with David Bateman regarding miscellaneous issues and work needed
01/29/19	M. Thomson	0.20	79.00	Email correspondence with counsel regarding consolidation issues
01/31/19	M. Thomson	0.40	158.00	Conference with P. Hunt regarding various pending issues and work needed
01/31/19	M. Thomson	0.20	79.00	Review documents to produce to Trolley Square per stipulation, and email correspondence with RMA regarding same
01/31/19	M. Thomson	0.10	39.50	Review email and attached letter from UCC counsel
02/01/19	M. Thomson	0.10	39.50	Email correspondence with counsel regarding substantive consolidation issues
02/01/19	M. Thomson	0.10	39.50	Email correspondence with P. Hunt regarding documents requested from Parr Brown

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02/04/19	M. Thomson	0.20	79.00	Meeting with RMA regarding miscellaneous issues
02/04/19	M. Thomson	0.20	79.00	Review redline of substantive consolidation motion
02/04/19	M. Thomson	0.60	237.00	Further revisions to consolidation motion
02/05/19	M. Thomson	0.30	118.50	Multiple email correspondence regarding additional revisions needed to substantive consolidation motion
02/11/19	M. Thomson	0.40	158.00	Conference with P. Hunt regarding multiple pending issues in case and work needed going forward
02/13/19	M. Thomson	0.40	158.00	Meeting with G. Miller regarding case issues and work needed
02/13/19	M. Thomson	0.20	79.00	Multiple email correspondence with counsel regarding consolidation issues
02/14/19	M. Thomson	0.20	79.00	Conference with P. Hunt regarding substantive consolidation issues
02/14/19	M. Thomson	0.20	79.00	Email correspondence with local counsel regarding Oregon litigation
02/14/19	M. Thomson	0.30	118.50	Review and begin revising substantive consolidation memorandum
02/15/19	M. Montoya	0.60	111.00	Misc. case administration
02/18/19	M. Thomson	0.40	158.00	Review and revise notice of hearing on substantive consolidation motion, and multiple email correspondence in connection with same
02/19/19	M. Thomson	0.30	118.50	Review and revise certificates of service for each debtor case regarding motion for substantive consolidation
02/21/19	M. Thomson	0.20	79.00	Review email regarding document request, and email correspondence with counsel regarding same
02/22/19	M. Thomson	0.20	79.00	Email correspondence with counsel regarding objection deadlines next week

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.



Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00008
 Invoice No.: *****

April 15, 2019
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				and work needed
02/22/19	M. Thomson	0.50	197.50	Telephone conference with P. Hunt regarding Elk Grove LOI, stipulations with RLS, and Trolley Square issues
02/22/19	M. Montoya	0.10	18.50	Telephone conference (multiple) with R. Snow regarding noticing issues
02/26/19	M. Montoya	0.20	37.00	Listen to voice message from M. Pearson regarding notices she has received; review Schedules and matrix in connection therewith; return call (leave message) (.1); telephone conference with M. Pearson (.1)
02/26/19	M. Montoya	0.20	37.00	Email J. Bouzos regarding Trust Works (.1); misc. case administration (.1)
02/27/19	M. Thomson	0.10	39.50	Review RQN's motion to withdraw as debtor's counsel, and related proposed order
02/27/19	M. Thomson	0.30	118.50	Call with BMS/Stretto regarding trustee bank account issues
02/28/19	M. Thomson	0.20	79.00	Conference with M. Baker regarding consolidation issues and legal research needed
02/28/19	M. Montoya	0.10	18.50	Update creditor address per creditor request
03/01/19	M. Montoya	0.10	18.50	Review order granting motion withdraw as counsel for the debtor; update information in Caselink Web
03/04/19	M. Thomson	0.80	316.00	Meeting with G. Miller regarding multiple issues in case and work needed
03/05/19	M. Thomson	0.10	39.50	Review emails regarding funds transferred to estates' metropolitan bank accounts
03/06/19	M. Montoya	0.40	74.00	Telephone conference with J. Bouzos regarding transferring funds
03/07/19	M. Thomson	0.30	118.50	Review email and documents from RMA regarding subpoena
03/07/19	M. Montoya	0.10	18.50	Telephone conference with J. Bouzos regarding W-9 signing issues; email M.

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Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00008
 Invoice No.: *****

April 15, 2019
 Page 11

				Thomson regarding same
03/08/19	M. Thomson	0.50	197.50	Review and analyze American Savings objection to consolidation motion, and email correspondence with counsel regarding same
03/11/19	M. Thomson	0.50	197.50	Meeting with P. Hunt and G. Miller regarding substantive consolidation issues and work needed
03/11/19	M. Thomson	0.80	316.00	Meeting with counsel regarding substantive consolidation objections and work needed to respond to same and prepare for hearing
03/11/19	M. Thomson	0.20	79.00	Email correspondence with Museum counsel and P. Hunt regarding NDA issues
03/12/19	M. Thomson	0.20	79.00	Conference with P. Hunt regarding substantive consolidation issues
03/12/19	M. Thomson	0.30	118.50	Review and analyze Aubertine declaration regarding tax issues on McMinnville property
03/12/19	M. Thomson	0.20	79.00	Conference with P. Hunt regarding substantive consolidation issues
03/13/19	M. Thomson	0.30	118.50	Multiple email correspondence with counsel regarding substantive consolidation issues
03/14/19	M. Thomson	0.70	276.50	Meeting with P. Hunt regarding consolidation hearing and related issues, discussion with opposing counsel, and work needed generally
03/15/19	M. Thomson	0.30	118.50	Review exhibits for hearing on substantive consolidation, and email correspondence with RMA and counsel regarding same
03/18/19	M. Thomson	2.50	987.50	Prepare for and attend hearing on substantive consolidation motion
03/18/19	M. Thomson	0.30	118.50	Revise declaration regarding service of notice of motion for substantive consolidation

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00008
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April 15, 2019
 Page 12

03/19/19	M. Thomson	0.20	79.00	Review email from UST regarding Claro report, and draft response to same
03/20/19	M. Thomson	0.50	197.50	Meeting with P. Hunt regarding various issues in case and work needed
03/20/19	M. Thomson	0.30	118.50	Conference with M. Baker regarding work needed to respond to subpoenas
03/20/19	M. Thomson	0.10	39.50	Review draft order on RLS stipulations, and email correspondence with counsel regarding same
03/21/19	M. Thomson	0.10	39.50	Email correspondence with counsel regarding subpoena response issues and work needed
03/25/19	M. Thomson	0.20	79.00	Review emails and documents regarding substantive consolidation issues
03/25/19	M. Thomson	0.40	158.00	Telephone conference with L. Cayton regarding issues related to Claro report and UCC
03/27/19	M. Thomson	0.10	39.50	Conference with P. Hunt regarding miscellaneous issues and work needed
03/27/19	M. Thomson	0.50	197.50	Review and revise FOF/COL, order, and declaration concerning substantive consolidation
03/28/19	M. Thomson	0.30	118.50	Review further revisions to FOF/COL on substantive consolidation, and email correspondence with counsel regarding same
03/29/19	M. Thomson	0.30	118.50	Review waterpark financial analysis documents from Museum counsel, and email correspondence with counsel and accountants regarding same and work needed
03/29/19	M. Thomson	0.20	79.00	Review bank account statements

Total Hours 56.90

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00008
 Invoice No.: *****

April 15, 2019
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Total for Legal Fees	\$20,669.50
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Total This Invoice	\$20,669.50
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Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	48.30	395.00	19,078.50
M. Montoya	8.60	185.00	1,591.00
Total all Timekeepers	56.90		20,669.50

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

EXHIBIT G



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00009
Claims Administration and Objections

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$3,329.00
Total For Current Invoice	\$3,329.00

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00009

Claims Administration and Objections

For Legal Services Rendered Through March 31, 2019

11/27/18	M. Thomson	0.30	118.50	Telephone conference with David Billings regarding Cedar Park lien and closing issues, and potential settlement of same
11/27/18	M. Thomson	0.20	79.00	Review claims filed Nov 26
11/29/18	M. Thomson	0.30	118.50	Conference with N. Seim regarding secured claim and Cedar Park issues
12/06/18	M. Thomson	0.30	118.50	Review letter from Arizona Department of Revenue and claims filed by Arizona and California, and email correspondence with RMA regarding same
12/11/18	M. Thomson	0.10	39.50	Review notice of lien filed in Bricktown case by Oklahoma County Treasurer
12/11/18	M. Thomson	0.40	158.00	Conference with N. Seim regarding negotiations with Cedar Park lender and making counteroffer on same
12/12/18	M. Thomson	0.10	39.50	Review claim filed by CKR Law Group

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00009
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April 15, 2019
 Page 2

12/17/18	M. Montoya	0.10	18.50	Listen to voice message from and return call to Cristina at Single 88 regarding amounts owed by the debtor (leave detailed message)
12/19/18	M. Montoya	0.10	18.50	Telephone conference with Cristina at Single88 regarding claim (leave detailed message)
12/20/18	M. Thomson	0.10	39.50	Review Clovis promissory note
01/07/19	M. Thomson	0.10	39.50	Review claim filed 1-4-19
01/07/19	M. Thomson	0.30	118.50	Review Trolley's administrative claim, and conference with P. Hunt regarding same
01/11/19	M. Thomson	0.20	79.00	Review amended claim filed by State of Arizona, and email correspondence with accountants regarding same
01/11/19	M. Thomson	0.30	118.50	Conference with M. Baker regarding Museum claim issues and work needed, and email correspondence regarding same
01/15/19	M. Thomson	0.10	39.50	Review amended claim filed by Arizona Department of Revenue
01/15/19	M. Thomson	0.20	79.00	Multiple email correspondence with P. Hunt and RMA regarding Union Home Loans issues
01/16/19	M. Thomson	0.10	39.50	Review claim filed by CVB in St. George case
01/18/19	M. Thomson	0.50	197.50	Review email and documents from attorney for Union Home Loans, and email correspondence and conferences with counsel regarding same and work needed
01/23/19	M. Thomson	0.10	39.50	Review claim filed by Bexar County, TX
01/24/19	M. Thomson	0.10	39.50	Review claim 516
01/31/19	M. Thomson	0.20	79.00	Review and analyze memorandum analyzing liens on Gilbert and Littleton properties, and related notes

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.



Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00009
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02/04/19	M. Thomson	0.40	158.00	Review legal memorandum regarding liens in favor of Union, and conference with N. Seim regarding same and work needed
02/04/19	M. Montoya	0.10	18.50	Listen to voice message from and return call to Walter regarding wage claim (leave detailed message) (.1); telephone conference with Walter regarding same (.1)
02/08/19	M. Montoya	0.10	18.50	Email correspondence with W. Simmons regarding wage claim issues
02/12/19	M. Thomson	0.20	79.00	Conference with N. Seim regarding Union lien and claim issues
02/20/19	M. Thomson	0.10	39.50	Review claim number 2 in Clovis case
02/21/19	M. Thomson	0.10	39.50	Conference with N. Seim regarding Union secured claim issues
03/08/19	M. Thomson	0.10	39.50	Review amended claim filed by IRS
03/08/19	M. Thomson	0.30	118.50	Review and analyze Claim 517 filed by Williamson County, review Cedar Park closing documents, and draft email to M. Montoya regarding work needed
03/08/19	M. Thomson	0.10	39.50	Revise letter to counsel for Williamson County regarding property tax and proof of claim issues
03/08/19	M. Thomson	0.10	39.50	Review email and document from Baraghoshi counsel regarding POC amount
03/11/19	M. Montoya	0.30	55.50	Telephone conference with W. Simmons regarding wage claim (leave detailed message); email correspondence (multiple) W. Simmons regarding same; email correspondence with M. Thomson regarding same; review file in connection therewith
03/12/19	M. Thomson	0.10	39.50	Review real property tax claim filed in Clovis
03/12/19	M. Thomson	0.20	79.00	Review claim 518 filed by IRS, and email

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.



Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00009
 Invoice No.: *****

April 15, 2019
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				correspondence with RMA regarding same
03/12/19	M. Thomson	0.10	39.50	Review withdrawal of claims filed by Williamson County, Texas
03/13/19	M. Thomson	0.10	39.50	Review accountants' analysis of American Savings' note and interest calculations
03/14/19	M. Thomson	0.10	39.50	Review claim 519
03/21/19	M. Thomson	0.20	79.00	Review files and documents regarding Museum's claims, and email correspondence with counsel and RMA regarding same
03/22/19	M. Thomson	0.20	79.00	Multiple email correspondence with RMA and counsel regarding Fairfield and McMinnville issues
03/25/19	M. Thomson	0.10	39.50	Review analysis of GTR
03/25/19	M. Thomson	1.10	434.50	Meeting with RMA and counsel regarding McMinnville lien issues and work needed
03/28/19	M. Thomson	0.20	79.00	Review issues regarding Littleton trust deed, and email correspondence with counsel regarding same
03/28/19	M. Thomson	0.30	118.50	Review claims filed by Union Home in Fresno and McMinnville cases
Total Hours		8.80		

Total for Legal Fees	\$3,329.00
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Total This Invoice	\$3,329.00
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Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	8.10	395.00	3,199.50

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

Michael F Thomson, Chapter 11 Trustee for the F
Client-Matter No.: 508661-00009
Invoice No.: *****

April 15, 2019
Page 5

Timekeeper	Hours	Billed Rate	Amount
M. Montoya	0.70	185.00	129.50
Total all Timekeepers	8.80		3,329.00

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY

EXHIBIT H



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00010
Corporate Governance and Board Matters

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$1,817.00
Total For Current Invoice	\$1,817.00

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00010

Corporate Governance and Board Matters

For Legal Services Rendered Through March 31, 2019

12/03/18	M. Thomson	0.20	79.00	Conference with M. Baker regarding Cedar Park corporate authority and organization issues
12/17/18	M. Thomson	0.40	158.00	Review and analyze corporate consent documents, and email correspondence with P. Hunt regarding same
01/04/19	M. Thomson	0.30	118.50	Multiple email correspondence with counsel regarding corporate governance issues
01/18/19	M. Thomson	0.20	79.00	Conference with P. Hunt regarding corporate governance issues, and email correspondence with corporate counsel regarding same
01/18/19	M. Thomson	0.40	158.00	Analyze summary of TFEC subsidiaries' managers and organization documents, and conference with M. Montoya regarding same and work needed

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00010
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April 15, 2019
 Page 2

01/23/19	M. Thomson	0.20	79.00	Multiple email correspondence with counsel regarding work needed to update manager for subsidiaries
01/29/19	M. Thomson	0.10	39.50	Email correspondence with corporate counsel regarding LLC organization document issues
01/30/19	M. Thomson	0.40	158.00	Review and analyze issues raised by corporate counsel concerning updating management of subsidiary LLCs, and draft responses to same
01/31/19	M. Thomson	0.20	79.00	Review and analyze legal memorandum regarding corporate governance issues
02/07/19	M. Thomson	0.20	79.00	Multiple email correspondence with counsel regarding subsidiary corporate documentation issues
02/11/19	M. Thomson	0.30	118.50	Multiple email correspondence with corporate counsel regarding revisions to corporate authority documents
02/13/19	M. Thomson	0.60	237.00	Review and sign LLC consent and amendment documents
02/26/19	M. Thomson	0.50	197.50	Review and sign corporate governance documents for Roseville, Elk Grove and Gilbert, and multiple email correspondence with K. Shelton regarding same
02/27/19	M. Thomson	0.10	39.50	Review and sign letter to Arizona corporations department
03/07/19	M. Thomson	0.20	79.00	Conference with counsel regarding McMinnville issues
03/07/19	M. Thomson	0.30	118.50	Review notices from Utah SOS, and multiple email correspondence with counsel regarding same
Total Hours		4.60		

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Michael F Thomson, Chapter 11 Trustee for the F
Client-Matter No.: 508661-00010
Invoice No.: *****

April 15, 2019
Page 3

Total for Legal Fees \$1,817.00

Total This Invoice \$1,817.00

Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	4.60	395.00	1,817.00
Total all Timekeepers	4.60		1,817.00

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

EXHIBIT I



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00012
Employment and Fee Applications

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$5,102.50
Total For Current Invoice	\$5,102.50

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00012

Employment and Fee Applications

For Legal Services Rendered Through March 31, 2019

11/27/18	M. Montoya	0.60	111.00	Prepare application employ Dorsey & Whitney (.4); prepare order (.2)
11/28/18	M. Thomson	0.40	158.00	Review statement of qualifications from Claro Group and email correspondence regarding same
11/28/18	M. Thomson	0.30	118.50	Review statement of qualifications from Claro Group
11/28/18	M. Montoya	0.30	55.50	Conference with M. Thomson regarding employing RMA; begin drafting application employ RMA
11/30/18	M. Thomson	0.30	118.50	Conferences with P. Hunt regarding realtor employment and listing agreement issues and work needed
12/04/18	M. Thomson	0.30	118.50	Multiple email correspondence with P. Hunt, realtor, and counsel for creditors regarding application to employ JLL and related hearing

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY

Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00012
 Invoice No.: *****

April 15, 2019
 Page 2

12/08/18	M. Thomson	0.40	158.00	Multiple email correspondence regarding employment application issues
12/10/18	M. Thomson	0.30	118.50	Revise pleadings to employ Dorsey as counsel
12/11/18	M. Thomson	0.20	79.00	Revise application to employ counsel, and email correspondence regarding same
12/11/18	M. Thomson	0.20	79.00	Review draft engagement letter from Claro Group, and revisions to same
12/12/18	M. Thomson	0.30	118.50	Further revisions to Claro engagement letter, and email correspondence with Claro regarding same
12/13/18	M. Thomson	0.20	79.00	Review Claro Group's revisions to engagement letter, and email correspondence with Claro Group regarding same
12/13/18	M. Thomson	0.20	79.00	Revise application to employ RMA
12/17/18	M. Thomson	0.10	39.50	Review Claro's draft fee application documents and email correspondence regarding same
12/18/18	M. Thomson	0.60	237.00	Review and revise application to employ Claro Group and related affidavit and order
12/19/18	M. Thomson	0.10	39.50	Email correspondence with RMA regarding application to employ issues
12/19/18	M. Thomson	0.10	39.50	Email correspondence with Claro regarding application to employ issues
12/20/18	M. Thomson	0.50	197.50	Revise amended declaration in support of application to employ RMA, and email correspondence in connection with same
12/21/18	M. Thomson	0.20	79.00	Finalize amended RMA declaration, and email correspondence in connection with same
01/02/19	M. Montoya	0.10	18.50	Pull forms of fee procedure motions and email to J. Wiest

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY

Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00012
 Invoice No.: *****

April 15, 2019
 Page 3

01/03/19	M. Thomson	0.10	39.50	Email correspondence with counsel regarding JLL employment issues
01/17/19	M. Thomson	0.10	39.50	Conference with P. Hunt regarding issues related to fee procedures motion
01/18/19	M. Thomson	0.60	237.00	Review and revise motion to establish professionals' compensation procedures and related notice, and multiple email correspondence with counsel regarding same
01/18/19	M. Thomson	0.10	39.50	Revise draft orders approving employment of RMA and Claro
01/22/19	M. Thomson	0.30	118.50	Conferences (2) with P. Hunt regarding Claro and RMA employment application hearing issues
01/22/19	M. Thomson	0.50	197.50	Review files and documents, and prepare for hearings on RMA and Claro employment applications
01/22/19	M. Thomson	0.70	276.50	Attend hearings on RMA and Claro employment applications
01/22/19	M. Thomson	0.10	39.50	Revise order granting application to employ RMA
01/22/19	M. Thomson	0.20	79.00	Revise motion to approve fee procedures
01/23/19	M. Thomson	0.10	39.50	Review and revise order granting application to employ Claro
01/29/19	M. Montoya	0.10	18.50	Review signed order granting application employ RMA; enter information into Caselink Web
02/05/19	M. Thomson	0.20	79.00	Revise fee procedures motion, and email correspondence with J. Wiest regarding same
02/07/19	M. Thomson	0.20	79.00	Multiple email correspondence with counsel regarding fee procedures motion and related issues
02/13/19	M. Thomson	0.30	118.50	Review first and final fee application of

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00012
 Invoice No.: *****

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Date	Trustee	Hours	Rate	Description
				RMA as CRA for debtor
02/15/19	M. Montoya	0.10	18.50	Email correspondence with B. Reece regarding fee procedures motion
02/19/19	M. Thomson	0.60	237.00	Review engagement agreement with CKR regarding tax appeal issues and email correspondence with C. Robinson regarding same (.2); revise application to employ CKR as special counsel, and related declaration and order (.4)
02/27/19	M. Thomson	0.20	79.00	Review and revise order on fee procedures motion
03/01/19	M. Thomson	0.10	39.50	Email correspondence regarding fee applications filed by RMA and UCC counsel
03/05/19	M. Thomson	0.80	316.00	Attend hearing on motion to approve fee application procedures
03/11/19	M. Montoya	0.10	18.50	Calendar deadline to submit order on fee procedures motion for the trustee and his counsel
03/12/19	M. Thomson	0.10	39.50	Revise order on fee procedures motion
03/15/19	M. Thomson	0.40	158.00	Review files and documents, and email correspondence with Claro regarding fees/costs
03/19/19	M. Thomson	0.10	39.50	Revise order on fee procedures motion
03/19/19	M. Thomson	0.80	316.00	Prepare for and attend hearing on fee applications of RMA and UCC counsel
03/21/19	M. Montoya	0.10	18.50	Review signed order approving fee applications; email correspondence with M. Thomson regarding same
03/21/19	M. Montoya	1.00	185.00	Find sample fee applications for financial advisor
03/26/19	M. Montoya	0.20	37.00	Conference with and Email M. Thomson regarding trustee fee issues
03/29/19	M. Thomson	0.40	158.00	Review and revise applications to employ

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Michael F Thomson, Chapter 11 Trustee for the F
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JLL regarding McMinnville property, and related declarations and orders

Total Hours 14.30

Total for Legal Fees \$5,102.50

Total This Invoice \$5,102.50

Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	11.70	395.00	4,621.50
M. Montoya	2.60	185.00	481.00
Total all Timekeepers	14.30		5,102.50

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

EXHIBIT J



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00016
Meetings and Communications with Creditors

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$4,290.50
Total For Current Invoice	\$4,290.50

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00016

Meetings and Communications with Creditors

For Legal Services Rendered Through March 31, 2019

12/06/18	M. Thomson	0.20	79.00	Telephone conference with investor regarding case generally
12/21/18	M. Thomson	0.40	158.00	Review emails regarding committee request for debtor to send communications to investors, and multiple email correspondence with company and committee counsel regarding same
12/27/18	M. Thomson	1.10	434.50	Prepare for and attend 341s for Bricktown and Fresno cases
12/28/18	M. Thomson	0.30	118.50	Telephone conference with K. Whitehall
01/08/19	M. Montoya	0.10	18.50	Calendar 341 meetings
01/14/19	M. Thomson	0.20	79.00	Review email/letter from G. Summe to Judge Mosier, and email correspondence regarding same
01/14/19	M. Thomson	0.30	118.50	Telephone conferences with P. Kuhn regarding 341 issues

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Michael F Thomson, Chapter 11 Trustee for the F
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April 15, 2019
Page 2

01/15/19	M. Thomson	0.40	158.00	Prepare for and conduct rescheduled 341 in TFEC
01/15/19	M. Montoya	0.10	18.50	Listen to voice message from and return call to D. Denton regarding notices he has been receiving in duplicate
01/18/19	M. Thomson	1.00	395.00	Review files and documents, and draft status update email to investors
01/23/19	M. Thomson	0.40	158.00	Revise email to TFEC investors, and multiple email correspondence regarding same
01/24/19	M. Thomson	0.10	39.50	Email correspondence with investor
01/28/19	M. Montoya	0.50	92.50	Prepare binders for 341 meetings in the Falls at Clovis case for the trustee and his counsel
01/30/19	M. Thomson	1.10	434.50	Review files and documents, and conference with RMA, in preparation for Clovis meeting of creditors (.6); attend Clovis meeting of creditors (.5)
01/31/19	M. Thomson	0.10	39.50	Email correspondence with P. Hunt regarding email received from creditor Liu
02/01/19	M. Thomson	0.20	79.00	Review emails from investors
02/01/19	M. Thomson	0.10	39.50	Listen to voice mails from investors
02/05/19	M. Thomson	0.30	118.50	Telephone conference with B. Pulley
02/07/19	M. Thomson	0.10	39.50	Review email from Trolley's counsel regarding document production issues
02/11/19	M. Thomson	0.20	79.00	Multiple email correspondence with counsel for Trolley and RMA regarding document production request issues
02/12/19	M. Thomson	0.30	118.50	Review documents for supplemental production to Trolley Square
02/14/19	M. Thomson	0.10	39.50	Listen to voice mail from investor, and email correspondence with M. Montoya regarding providing requested information

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Michael F Thomson, Chapter 11 Trustee for the F
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April 15, 2019
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02/14/19	M. Montoya	0.20	37.00	Listen to voice message from and return call to investor regarding documents needed; email M. Thomson regarding same
02/15/19	M. Thomson	0.40	158.00	Review email and proposed NDA from Museum's counsel, and correspondence with P. Hunt regarding same
02/19/19	M. Montoya	0.30	55.50	Telephone conference with investor K. Whitehall regarding case status and issues; email M. Thomson regarding same
02/21/19	M. Thomson	0.30	118.50	Telephone conference with W. Hurstrunner
03/08/19	M. Thomson	0.20	79.00	Review email from investor to RMA, and email correspondence with counsel regarding same
03/12/19	M. Thomson	0.40	158.00	Review files and documents in preparation for conference call with UCC and Claro
03/12/19	M. Thomson	1.40	553.00	Conference call with Claro and UCC
03/26/19	M. Thomson	0.50	197.50	Draft email to investors regarding Claro analysis
03/27/19	M. Thomson	0.20	79.00	Finalize email to investors
Total Hours		11.50		

Total for Legal Fees	\$4,290.50
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Total This Invoice	\$4,290.50
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Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	10.30	395.00	4,068.50
M. Montoya	1.20	185.00	222.00
Total all Timekeepers	11.50		4,290.50

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EXHIBIT K



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00019
Real Estate

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$5,688.00
Total For Current Invoice	\$5,688.00

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00019

Real Estate

For Legal Services Rendered Through March 31, 2019

11/27/18	M. Thomson	0.10	39.50	Email correspondence with M. Durrant regarding real estate issues
11/27/18	M. Thomson	0.10	39.50	Review letter from A. Baraghoshi to US Trustee's office
11/28/18	M. Thomson	0.50	197.50	Meeting with M. Durrant regarding case generally, real estate issues, and work needed going forward
11/29/18	M. Thomson	0.70	276.50	Conference with P. Hunt regarding real estate, consolidation, and transition issues
12/03/18	M. Thomson	0.40	158.00	Multiple email correspondence with M. Baker and realtor regarding Cedar Park closing and addendum issues, and revise and sign addendum
12/05/18	M. Thomson	0.20	79.00	Review proposed PSA for Burr Ridge property, and email correspondence with M. Durrant regarding same

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Michael F Thomson, Chapter 11 Trustee for the F
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April 15, 2019
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12/14/18	M. Thomson	0.20	79.00	Conference with M. Durrant regarding McMinnville property issues
12/14/18	M. Thomson	0.40	158.00	Review appraisal on Cedar Park, and multiple email correspondence with realtor regarding same
12/17/18	M. Thomson	0.70	276.50	Meeting with JLL regarding real estate issues and work needed going forward
12/17/18	M. Thomson	0.20	79.00	Review bids for ALTA surveys at McMinnville, and email correspondence with M. Durrant regarding same
12/18/18	M. Thomson	0.20	79.00	Conference with P. Hunt regarding McMinnville issues
12/18/18	M. Thomson	0.20	79.00	Email correspondence with M. Durrant regarding survey proposals
01/04/19	M. Thomson	0.40	158.00	Review and analyze drafts of Elk Grove lease and rider, and multiple email correspondence with counsel regarding same
01/04/19	M. Thomson	0.20	79.00	Email correspondence with counsel regarding McMinnville lien issues
01/07/19	M. Thomson	0.30	118.50	Review updated spreadsheet from JLL regarding real estate issues
01/07/19	M. Thomson	0.50	197.50	Conference call with JLL regarding real estate issues
01/08/19	M. Thomson	0.20	79.00	Multiple email correspondence regarding Fresno title commitment issues
01/11/19	M. Thomson	0.30	118.50	Review parcel description issues, and multiple email correspondence with JLL regarding McMinnville survey issues
01/14/19	M. Thomson	0.70	276.50	Meeting with JLL regarding real estate issues (.5); email correspondence in preparation for same (.2)
01/15/19	M. Thomson	0.30	118.50	Multiple email correspondence with JLL and engineering company regarding survey

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Michael F Thomson, Chapter 11 Trustee for the F
Client-Matter No.: 508661-00019
Invoice No.: *****

April 15, 2019
Page 3

				issues
01/22/19	M. Thomson	0.10	39.50	Email correspondence with B. Anderson regarding real estate issues
01/25/19	M. Thomson	0.20	79.00	Multiple email correspondence with JLL regarding real estate issues
01/29/19	M. Thomson	0.40	158.00	Meeting with B. Anderson regarding status of real estate marketing and related issues
02/01/19	M. Thomson	0.30	118.50	Multiple email correspondence with P. Hunt and counsel for Elk Grove regarding lease negotiation issues
02/04/19	M. Thomson	0.70	276.50	Meeting with JLL regarding real estate marketing/negotiation issues
02/04/19	M. Thomson	0.20	79.00	Review and sign listing agreements with JLL
02/07/19	M. Thomson	0.20	79.00	Email correspondence with broker and engineer regarding survey issues
02/13/19	M. Thomson	0.60	237.00	Meeting with JLL regarding real estate and marketing issues
02/14/19	M. Thomson	0.20	79.00	Email correspondence with JLL and counsel regarding McMinnville survey issues
02/15/19	M. Thomson	0.30	118.50	Review and analyze email and documents from JLL regarding McMinnville value issues
02/20/19	M. Thomson	0.40	158.00	Revise estoppel certificate for Elk Grove lease, and email correspondence with counsel regarding same
02/21/19	M. Thomson	0.40	158.00	Review and sign proposed final version of estoppel certificate for Elk Grove lease, and related documents, and email correspondence with Landlord's attorney regarding same
02/25/19	M. Thomson	0.50	197.50	Meeting with JLL and M. Durrant regarding real estate and marketing issues

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Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00019
 Invoice No.: *****

April 15, 2019
 Page 4

02/26/19	M. Thomson	0.30	118.50	Review email from City of Roseville regarding property access issues, and email correspondence with N. Bergstrom regarding same
03/04/19	M. Thomson	0.70	276.50	Meeting with JLL regarding real estate issues and work needed
03/04/19	M. Thomson	0.20	79.00	Email correspondence regarding Roseville issues
03/11/19	M. Thomson	0.50	197.50	Meeting with JLL regarding status of real estate and marketing issues, and work needed going forward
03/20/19	M. Thomson	1.20	474.00	Meeting with JLL regarding real estate and marketing issues
03/26/19	M. Thomson	0.20	79.00	Review title report on McMinnville property, and email correspondence with counsel regarding same

Total Hours 14.40

Total for Legal Fees \$5,688.00

Total This Invoice \$5,688.00

Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	14.40	395.00	5,688.00
Total all Timekeepers	14.40		5,688.00

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

EXHIBIT L



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00020
Relief from Stay and Adequate Protection

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$8,803.50
Total For Current Invoice	\$8,803.50

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00020

Relief from Stay and Adequate Protection

For Legal Services Rendered Through March 31, 2019

11/28/18	M. Thomson	1.80	711.00	Attend hearing on motions for relief from stay in Littleton and Gilbert cases, and meetings with P. Hunt and G. Miller after same regarding relief from stay and real estate issues
11/28/18	M. Thomson	0.80	316.00	Conference with P. Hunt regarding relief from stay issues concerning Gilbert and Littleton, and prepare for hearing on same
12/06/18	M. Thomson	0.60	237.00	Review and analyze creditor's appraisal for Gilbert property, and conference with P. Hunt regarding same and relief from stay hearing issues
12/12/18	M. Thomson	0.20	79.00	Review motion for relief from stay filed by Liu
12/14/18	M. Thomson	1.30	513.50	Meeting with creditor's counsel regarding relief from stay motions filed on Littleton and Gilbert properties, and conference with P. Hunt and G. Miller after same

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Michael F Thomson, Chapter 11 Trustee for the F
 Client-Matter No.: 508661-00020
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April 15, 2019
 Page 2

12/18/18	M. Thomson	0.20	79.00	Conference with P. Hunt regarding issues related to settlement talks on Littleton and Gilbert properties, and hearing on relief from stay
12/28/18	M. Thomson	0.30	118.50	Review Liu's notice of motion for relief from stay, and email correspondence with counsel regarding work needed to object to motion
01/02/19	M. Thomson	0.30	118.50	Review creditor's counteroffer on Gilbert property, and multiple email correspondence with counsel and RMA regarding same
01/03/19	M. Montoya	0.10	18.50	Update calendar to reflect new objection deadline and hearing date on Evergreen's motion for relief from stay in McMinnville case
01/07/19	M. Thomson	0.30	118.50	Review settlement offer from Trolley and conference with P. Hunt regarding same and responding to same
01/07/19	M. Thomson	0.60	237.00	Review documents related to Littleton and Gilbert settlement offers, and RMA's analysis of same (.3); conference with P. Hunt regarding drafting counteroffer, and revise counteroffer terms (.3)
01/08/19	M. Thomson	0.60	237.00	Review and analyze creditor's settlement counteroffer regarding Gilbert and Littleton, and conference with P. Hunt regarding same
01/08/19	M. Thomson	0.80	316.00	Review counteroffer from Trolley Square, and conference with P. Hunt regarding same
01/08/19	M. Thomson	0.70	276.50	Telephone conference with counsel for Trolley Square, and draft follow up email regarding settlement terms
01/08/19	M. Thomson	0.10	39.50	Review Museum's objection to Liu motion for relief from stay

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY

Michael F Thomson, Chapter 11 Trustee for the F
Client-Matter No.: 508661-00020
Invoice No.: *****

April 15, 2019
Page 3

01/08/19	M. Thomson	0.70	276.50	Conference call with counsel for Trolley Square regarding relief from stay motion issues and potential settlement of same
01/08/19	M. Thomson	2.30	908.50	Hearing on Trolley Square's motion for relief from stay, and related settlement negotiations
01/10/19	M. Thomson	0.20	79.00	Email correspondence with A. Baraghoshi regarding request for relief from stay on Clovis property
01/10/19	M. Thomson	0.20	79.00	Review email and proposed notice from J. Anderson, and conference with P. Hunt regarding same
01/14/19	M. Thomson	0.30	118.50	Revise proposed stipulation with Trolley on motion for relief from stay
01/15/19	M. Thomson	0.20	79.00	Review Gilbert and Littleton relief from stay settlement correspondence, and email correspondence with P. Hunt regarding same
01/16/19	M. Thomson	0.30	118.50	Conferences (2) with P. Hunt regarding Gilbert and Littleton settlement and counteroffer issues
01/16/19	M. Montoya	0.10	18.50	Calendar deadline to object to Evergreen's motion for relief from stay and related hearing for the trustee and his counsel
01/17/19	M. Thomson	0.30	118.50	Review additional revisions to stipulation proposed by Trolley, and conference with P. Hunt regarding same and further changes needed
01/17/19	M. Thomson	0.10	39.50	Conference with P. Hunt regarding settlement negotiations with lender on Littleton and Gilbert properties
01/18/19	M. Thomson	0.10	39.50	Conference with P. Hunt regarding Museum's motion to seal documents related to motion for relief from stay
01/22/19	M. Thomson	0.30	118.50	Attend hearing on RLS motion for relief

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Michael F Thomson, Chapter 11 Trustee for the F
Client-Matter No.: 508661-00020
Invoice No.: *****

April 15, 2019
Page 4

				from stay on Gilbert property
01/23/19	M. Thomson	0.30	118.50	Review updated stipulation with Trolley and related notice, and email correspondence with P. Hunt regarding same
01/24/19	M. Thomson	0.20	79.00	Review correspondence from investors to court regarding motion to seal documents filed by Museum
01/25/19	M. Thomson	0.40	158.00	Review and revise stipulation concerning RLS motion for relief from stay on Gilbert property
01/30/19	M. Thomson	0.30	118.50	Conference with P. Hunt regarding negotiations with lender on Gilbert and Littleton properties, and work needed
01/31/19	M. Thomson	0.20	79.00	Multiple email correspondence with P. Hunt regarding Gilbert and Littleton settlement discussions
02/01/19	M. Thomson	0.20	79.00	Telephone conference with P. Hunt regarding negotiations with counsel for Gilbert/Littleton creditors
02/07/19	M. Thomson	0.40	158.00	Review summary of Museum's arguments in reply to objections to motion for relief from stay, and multiple email correspondence with M. Baker regarding same and work needed
02/12/19	M. Thomson	2.80	1,106.00	Prepare for and attend hearing on Museum's motion for relief from stay and motion to dismiss, and conferences with Museum counsel after same
02/12/19	M. Thomson	0.30	118.50	Review additional changes by creditor to stipulation regarding Gilbert, and conference with P. Hunt regarding same
02/13/19	M. Thomson	0.10	39.50	Email correspondence with M. Baker regarding responding to motion for relief from stay on Clovis property

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY

Michael F Thomson, Chapter 11 Trustee for the F
Client-Matter No.: 508661-00020
Invoice No.: *****

April 15, 2019
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02/13/19	M. Montoya	0.10	18.50	Calendar final hearing on Evergreen's motion for relief from stay for the trustee and his counsel
02/22/19	M. Thomson	0.30	118.50	Review updated stipulation regarding Gilbert property, and email correspondence with P. Hunt and RMA regarding same
02/22/19	M. Thomson	0.30	118.50	Review revised stipulation regarding Littleton property, and email correspondence with P. Hunt and RMA regarding same
02/25/19	M. Thomson	0.50	197.50	Review and sign final versions of stipulations with RLS (.1); review documents and attend to payments to RLS per stipulations via wire transfer (.4)
02/25/19	M. Montoya	0.10	18.50	Calculate amounts due under stipulations and email M. Thomson regarding same
02/26/19	M. Thomson	0.30	118.50	Review and revise opposition to motion for relief from stay on Clovis property
02/27/19	M. Thomson	0.30	118.50	Revise motion to approve stipulations with RLS on motions for relief from stay
02/28/19	M. Thomson	0.60	237.00	Draft further revisions to motion and notice to approve stipulations with RLS, and multiple email correspondence with counsel regarding same
03/04/19	M. Thomson	0.20	79.00	Review email from creditor's counsel on Clovis motion for relief from stay, and email correspondence regarding same
03/05/19	M. Thomson	0.20	79.00	Attend hearing on creditor's motion for relief from stay on Clovis property
03/07/19	M. Thomson	0.20	79.00	Conference with counsel regarding hearing on Museum's motion for relief from stay and work needed to prepare for same
03/12/19	M. Thomson	0.20	79.00	Telephone conference with counsel for American Savings regarding adequate protection issues

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Michael F Thomson, Chapter 11 Trustee for the F
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03/13/19	M. Thomson	0.20	79.00	Telephone conference with P. Hunt regarding counteroffer on adequate protection proposal to American Savings
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Total Hours 22.50

Total for Legal Fees \$8,803.50

Total This Invoice \$8,803.50

Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	22.10	395.00	8,729.50
M. Montoya	0.40	185.00	74.00
Total all Timekeepers	22.50		8,803.50

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EXHIBIT M



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00021
Reporting

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$3,138.50
Total For Current Invoice	\$3,138.50

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00021

Reporting

For Legal Services Rendered Through March 31, 2019

12/03/18	M. Thomson	0.20	79.00	Email correspondence with J. Curtis regarding MOR issues
12/14/18	M. Thomson	0.30	118.50	Multiple email correspondence with B. Sergeant and J. Curtis regarding November MOR issues
12/17/18	M. Thomson	0.50	197.50	Review and revise November MOR
12/20/18	M. Thomson	0.30	118.50	Review draft statements and schedules for Bricktown, and email correspondence with N. Bergstrom regarding same
12/21/18	M. Montoya	0.30	55.50	File monthly operating reports for the debtor, The Falls at Clovis, The Falls at Littleton, and The Falls at St. George
01/11/19	M. Montoya	0.50	92.50	Update wire transfer with gross to net distribution
01/15/19	M. Thomson	0.40	158.00	Review draft MORs for TFEC, St. George, and Clovis

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Michael F Thomson, Chapter 11 Trustee for the F
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April 15, 2019
 Page 2

01/16/19	M. Thomson	0.20	79.00	Review and sign MORs
01/16/19	M. Montoya	0.50	92.50	Print and file monthly operating reports in TFEC, Clovis, Littleton, and St. George
01/18/19	M. Thomson	0.20	79.00	Review and sign Fresno November and December MORs
01/18/19	M. Montoya	0.10	18.50	File November and December monthly operating reports
02/04/19	M. Thomson	0.10	39.50	Email correspondence with RMA regarding MOR issues
02/04/19	M. Montoya	0.10	18.50	Email correspondence with D. Bateman regarding Form 2; email correspondence with M. Thomson regarding same
02/07/19	M. Montoya	0.30	55.50	Telephone conference with J. Bouzos at Stretto regarding corporate restructuring software
02/07/19	M. Montoya	0.10	18.50	Update deposit of funds from sale of Cedar Park real property per discussion with trustee
02/12/19	M. Montoya	0.10	18.50	Conference with M. Thomson regarding reporting issues
02/14/19	M. Thomson	0.30	118.50	Multiple email correspondence with RMA regarding MOR issues
02/14/19	M. Montoya	0.10	18.50	Email correspondence with C. Barfuss regarding fees and expenses accrued in January; email correspondence with M. Thomson regarding same
02/14/19	M. Montoya	0.20	37.00	Pull and redact copies of account statements; email to accountants for preparation of Monthly Operating Report
02/15/19	M. Thomson	0.60	237.00	Review and revise January MORs
02/15/19	M. Thomson	1.20	474.00	Review and revise January MORs, and multiple email correspondence with RMA regarding same

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Michael F Thomson, Chapter 11 Trustee for the F
Client-Matter No.: 508661-00021
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April 15, 2019
Page 3

02/15/19	M. Thomson	0.50	197.50	Final review of January MORs and execute same
02/15/19	M. Montoya	0.40	74.00	File monthly operating reports
02/26/19	M. Thomson	0.30	118.50	Review and sign MORs for Elk Grove and Gilbert
03/07/19	M. Thomson	0.30	118.50	Review and revise McMinnville MORs, and email correspondence with RMA regarding same
03/07/19	M. Montoya	0.10	18.50	File MORs in The Falls at McMinnville
03/12/19	M. Montoya	0.20	37.00	Redact bank statement for MOR; email correspondence with M. Thomson regarding same; email correspondence with B. Sargent at BRG regarding statement for MOR
03/18/19	M. Thomson	0.20	79.00	Email correspondence with accountants regarding MOR issues
03/19/19	M. Thomson	0.80	316.00	Review, revise, and sign MORs for TFEC and debtor subsidiaries
03/19/19	M. Montoya	0.30	55.50	File monthly operating reports
	Total Hours	9.70		

Total for Legal Fees	\$3,138.50
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Total This Invoice	\$3,138.50
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Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	6.40	395.00	2,528.00
M. Montoya	3.30	185.00	610.50
Total all Timekeepers	9.70		3,138.50

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EXHIBIT N



SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No.: 508661-00022
Tax

For Legal Services Rendered Through March 31, 2019

INVOICE TOTAL

Total For Current Legal Fees	\$2,072.50
Total For Current Invoice	\$2,072.50

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

(This account is only for Wire/ACH payments)
ABA Routing Number: 091000022
Account Number: 1047-8339-8282
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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SALT LAKE CITY OFFICE
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F Thomson, Chapter 11 Trustee for the Falls
Event
Center
111 South Main St., 21st Floor
Salt Lake City, UT 84111

April 15, 2019
Invoice No. *****

Client-Matter No: 508661-00022

Tax

For Legal Services Rendered Through March 31, 2019

11/29/18	M. Thomson	0.80	316.00	Telephone conference with C. Robinson regarding Oregon tax appeal issues, and follow up correspondence regarding same
12/20/18	M. Thomson	0.10	39.50	Email correspondence with Oregon counsel regarding property tax appeal issues
12/21/18	M. Thomson	0.70	276.50	Review emails and documents from C. Robinson regarding county tax appeal issues, and telephone conference with C. Robinson regarding same
12/27/18	M. Thomson	0.20	79.00	Review claim filed by Yamhill County, and email correspondence with C. Robinson regarding same
01/08/19	M. Thomson	0.20	79.00	Multiple email correspondence with RMA regarding tax issues
01/16/19	M. Thomson	0.20	79.00	Email correspondence with RMA and P. Hunt regarding tax issues

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Michael F Thomson, Chapter 11 Trustee for the F
Client-Matter No.: 508661-00022
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April 15, 2019
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01/16/19	M. Thomson	0.30	118.50	Conference with P. Hunt regarding tax issues, and email correspondence with RMA regarding same
01/17/19	M. Thomson	0.20	79.00	Review files and documents, and email correspondence with E. Williams regarding tax issues
01/18/19	M. Thomson	0.30	118.50	Conference with P. Hunt regarding Arizona and Colorado tax issues, and email correspondence with accountant regarding same
01/23/19	M. Thomson	0.20	79.00	Email correspondence with RMA regarding tax return and K-1 issues
01/30/19	M. Thomson	0.20	79.00	Review email and documents from RMA regarding tax abatement issues, and sign letter to IRS regarding same
02/11/19	M. Montoya	0.10	18.50	Email correspondence with D. Bateman regarding tax issues
02/19/19	M. Thomson	0.20	79.00	Review Arizona tax returns, and email correspondence with RMA regarding same
02/21/19	M. Thomson	0.20	79.00	Review draft motion for abeyance in McMinnville property tax appeal, and email correspondence with local counsel regarding same
02/25/19	M. Thomson	0.20	79.00	Review correspondence from Arizona regarding tax return issues, and email correspondence with RMA regarding same
03/04/19	M. Thomson	0.20	79.00	Review and sign amended tax returns for Arizona, and email correspondence with RMA regarding same
03/11/19	M. Thomson	0.10	39.50	Review correspondence from Oregon tax authority
03/29/19	M. Thomson	0.60	237.00	Review proposed tax application documents and related documents from Museum, and conference with P. Hunt regarding same

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Michael F Thomson, Chapter 11 Trustee for the F
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03/29/19	M. Thomson	0.30	118.50	Review and revise agreement with Museum regarding tax exemption form, and email correspondence with counsel regarding same
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Total Hours 5.30

Total for Legal Fees \$2,072.50

Total This Invoice \$2,072.50

Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Thomson	5.20	395.00	2,054.00
M. Montoya	0.10	185.00	18.50
Total all Timekeepers	5.30		2,072.50

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