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*Attorneys for Michael F. Thomson, Chapter 11 Trustee*

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

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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

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**FIRST INTERIM APPLICATION OF DORSEY & WHITNEY LLP, COUNSEL  
FOR THE CHAPTER 11 TRUSTEE FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES PURSUANT TO 11 U.S.C. §§ 330, 331, AND 503,  
AND FED. R. BANKR. P. 2002 AND 2016**

**(NOVEMBER 27, 2018 THROUGH MARCH 31, 2019)**

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Dorsey & Whitney LLP (“Dorsey”), counsel for 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 and Reimbursement of Expenses*

(the “Fee Application”). This Fee Application is made pursuant to 11 U.S.C. §§ 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, Dorsey seeks an Order of the Court allowing compensation totaling \$238,298.75 and out-of-pocket expenses totaling \$7,289.96 incurred during the period November 27, 2018 through March 31, 2019 (the “Application Period”), for a total allowed administrative expense claim in the amount of \$245,588.71, which amount includes Dorsey’s voluntary reduction of fees in the amount of \$18,614.25. Further, to the extent sufficient funds exist, Dorsey requests that the Court enter an Order authorizing the Trustee to pay Dorsey the allowed compensation and to reimburse Dorsey for any unpaid expenses upon entry of an Order approving this Fee Application and in accordance with applicable law. In support hereof, Dorsey 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 (the “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 November 27, 2018, the Court entered an *Order* approving the Trustee's appointment as Chapter 11 Trustee of the Debtor. Docket No. 214.

5. 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.

*Dorsey's Employment*

6. On December 11, 2018, the Trustee filed an *Application of Michael F. Thomson, Chapter 11 Trustee, for Entry of an Order Authorizing the Employment of Dorsey & Whitney LLP as Counsel for the Trustee*. Docket No. 224.

7. On December 18, 2018, the Court entered an *Order* approving the Trustee's employment of Dorsey. Docket No. 237.

8. Dorsey has not received any retainer in connection with its role as counsel to the Trustee in this bankruptcy case.

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

10. Dorsey has not shared or agreed to share compensation or reimbursement awarded in this case with any other person except as among the partners and employees of the firm.

11. Dorsey has not made any agreements with the Trustee or other person or entity for compensation or reimbursement relating to this case which has not been disclosed to the Court.

12. This is the first application for compensation and reimbursement of expenses filed by Dorsey in this bankruptcy case.

### **THE PRESENT APPLICATION**

#### *Billing Methodology*

13. In this Fee Application, Dorsey is requesting compensation for services provided and reimbursement of expenses incurred during the Application Period. The Summary required by the United States Trustee Fee Guidelines is attached hereto as Exhibit A.

14. Dorsey's professionals bill their time on an hourly-rate basis, consistent with customary charges by comparably skilled practitioners in non-bankruptcy cases.

15. In rendering services and incurring expenses on behalf of the estates, Dorsey made reasonable efforts to use the most economical means available under the circumstances.

16. Given the education, experience, and expertise of the Dorsey professionals rendering services in this case, the rates charged are reasonable and similar to the rates that Dorsey charges to other clients for similar services.

17. The invoices attached hereto as Exhibits B–M contain a detailed and chronological list of the services provided by Dorsey's professionals during the Application Period. The invoice attached hereto as Exhibit N contains a detailed listing of expenses for which Dorsey seeks reimbursement.

18. Pursuant to the United States Trustee Fee Guidelines, and to account for the particular facts of this case, Dorsey has categorized the time spent performing services into different matters. The total amount billed by Dorsey's professionals for each of the below matters is as follows:

<b>Matter Number</b>	<b>Matter Name</b>	<b>Amount</b>
2	Asset Analysis and Recovery	\$11,289.00
3	Asset Disposition	\$50,738.00
4	Assumption and Rejection of Leases and Contracts	\$2,431.50
7	Business Operations	\$7,307.00
8	Case Administration	\$76,842.75
9	Claims Administration and Objections	\$7,988.00
10	Corporate Governance and Board Matters	\$15,215.75
12	Employment and Fee Applications	\$21,758.25
16	Meetings and Communications with Creditors	\$3,587.50
19	Real Estate	\$9,399.50
20	Relief from Stay and Adequate Protections	\$30,244.50
22	Tax	\$1,497.00
	Total For Services Rendered	\$238,298.75
	<b>TOTAL COMPENSATION REQUESTED</b>	<b>\$238,298.75</b>
24	Costs	\$7,289.96
	<b>TOTAL REIMBURSEMENT REQUESTED</b>	<b>\$7,289.96</b>
	<b>TOTAL AMOUNT REQUESTED</b>	<b>\$245,588.71</b>

*Voluntary Reductions*

19. During the Application Period, and in an exercise of its billing judgment, Dorsey voluntarily reduced the amount of compensation requested in the amount of \$18,614.25, which reductions are reflected on the invoices attached hereto as Exhibits C, F, H, I, and L.

*Summary of Services for Each Matter*

20. Below is a summary of the services rendered by Dorsey for each matter during the Application Period, as well as the names, billing rates, hours billed and total amount billed for each of Dorsey’s professionals relating to each matter.

A. *Matter 2—Asset Analysis and Recovery*

During the Application Period, the following Dorsey professionals provided services to the Trustee in this matter:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Peggy Hunt	Partner	\$460.00	9.20	\$4,232.00
Michael F. Thomson	Partner	\$395.00	0.40	\$158.00
Jessica G. McKinlay	Of Counsel	\$385.00	0.20	\$77.00
Megan K. Baker	Associate	\$335.00	8.10	\$2,713.50
John J. Wiest	Associate	\$315.00	12.30	\$3,874.50
Kathryn Shelton	Paralegal	\$225.00	0.30	\$67.50
Michelle Montoya	Paralegal	\$185.00	0.90	\$166.50
<b>TOTAL HOURS AND FEES FOR THIS MATTER:</b>			<b>31.40</b>	<b>\$11,289.00</b>

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

- Obtaining information about the Debtor’s assets, and strategizing maximizing the value of the assets.
- Working with The Claro Group to obtain an asset analysis and strategy for moving this case forward.
- Reviewing and analyzing liens on and interests in the real property titled in the name of the Debtor’s subsidiaries, including McMinnville, Fresno, Littleton, Elk Grove, and Gilbert, and working with counsel for parties claiming interests in the real property to resolve outstanding issues.
- Responding to an objection to the proof of claim filed by the Debtor in the bankruptcy case of Financially Fit Holding Corp.

**B. Matter 3—Asset Disposition**

During the Application Period, the following Dorsey professionals provided services to the Trustee in this matter:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Peggy Hunt	Partner	\$460.00	34.70	\$15,962.00
Mark. Durrant	Partner	\$415.00	31.60	\$13,114.00
Michael F. Thomson	Partner	\$395.00	10.60	\$4,187.00
Nathan S. Seim	Partner	\$395.00	2.50	\$987.50
Jessica G. McKinlay	Of Counsel	\$385.00	8.40	\$3,234.00
Paul Justensen	Senior Attorney	\$385.00	7.00	\$2,695.00
Megan K. Baker	Associate	\$335.00	17.40	\$5,829.00

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Megan K. Baker	Associate	\$167.50	9.00	\$1,507.50
John J. Wiest	Associate	\$315.00	2.30	\$724.50
Michelle Montoya	Paralegal	\$185.00	13.50	\$2,497.50
<b>TOTAL HOURS AND FEES FOR THIS MATTER:</b>			<b>137.00</b>	<b>\$50,738.00</b>

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

- Assisting the Trustee with asset disposition analysis and, when applicable, the sale of portions of the Debtor’s business and/or real property including:
  - Coordinating with the Court-approved listing agent regarding the pricing, marketing and sale of numerous properties;
  - Analyzing legal issues related to the sale of portions of the Debtors’ business and/or property;
  - Negotiating, drafting, reviewing, and revising letters of intent and purchase agreements; and
  - Drafting and filing pleadings for authorization of specific sales of property.

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

During the Application Period, the following Dorsey professionals provided services to the Trustee in this matter:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Peggy Hunt	Partner	\$460.00	0.50	\$230.00
Michael F. Thomson	Partner	\$395.00	0.60	\$237.00
Megan K. Baker	Associate	\$335.00	3.60	\$1,206.00
Michelle Montoya	Paralegal	\$185.00	4.10	\$758.50
<b>TOTAL HOURS AND FEES FOR THIS MATTER:</b>			<b>8.80</b>	<b>\$2,431.50</b>

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

- Analyzing various leases.
- Analyzing papers filed by Debtor’s former counsel related to Section 365 deadlines, drafting additional necessary papers, and attending hearings related to the same.

D. Matter 7—Business Operations

During the Application Period, the following Dorsey professionals provided services to the Trustee in this matter:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Rebecca J. Bernhard	Partner	\$530.00	0.90	\$477.00
Peggy Hunt	Partner	\$460.00	5.30	\$2,438.00
Michael F. Thomson	Partner	\$395.00	0.90	\$355.50
Jessica G. McKinlay	Of Counsel	\$385.00	1.00	\$385.00
Megan K. Baker	Associate	\$335.00	7.20	\$2,412.00
Michelle Montoya	Paralegal	\$185.00	6.70	\$1,239.50
<b>TOTAL HOURS AND FEES FOR THIS MATTER:</b>			<b>22.00</b>	<b>\$7,307.00</b>

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

- Providing legal advice to the Trustee on business operations, including related to obligations under leases.
- Analyzing WARN Act requirements and advising the Trustee regarding the same.

E. Matter 8—Case Administration

During the Application Period, the following Dorsey professionals provided services to the Trustee in this matter:



<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Peggy Hunt	Partner	\$460.00	87.00	\$40,020.00
Michael F. Thomson	Partner	\$395.00	4.80	\$1,896.00
Nathan S. Seim	Partner	\$395.00	0.20	\$79.00
Jessica G. McKinlay	Of Counsel	\$385.00	6.90	\$2,656.50
Jessica G. McKinlay	Of Counsel	\$192.50	32.70	\$6,294.75
Jessica G. McKinlay	Of Counsel	\$0.00	1.50	\$0.00
Megan K. Baker	Associate	\$335.00	40.50	\$13,567.50
Megan K. Baker	Associate	\$0.00	0.50	\$0.00
John J. Wiest	Associate	\$315.00	23.80	\$7,497.00
Sonya Russell	Paralegal	\$235.00	0.70	\$164.50
Moana DiFrancesco	Paralegal	\$225.00	0.30	\$67.50
Kathryn Shelton	Paralegal	\$225.00	0.30	\$67.50
Michelle Montoya	Paralegal	\$185.00	24.50	\$4,532.50
Michelle Montoya	Paralegal	\$0.00	0.30	\$0.00
<b>TOTAL HOURS AND FEES FOR THIS MATTER:</b>			<b>224.00</b>	<b>\$76,842.75</b>

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

- Attending meetings with the Trustee regarding case management.
- Preparing Statement of Financial Affairs and Schedules for several of Debtor’s subsidiaries that had filed Chapter 11 petitions prior to the Trustee’s appointment.
- Preparing pleadings and other documents related to the Trustee’s management of the Debtor’ subsidiaries, administrative issues, leases, and issues related to sales of real property, and advising the Trustee regarding the same.
- Reviewing and analyzing a motion to dismiss the McMinnville bankruptcy case, drafting a response to the motion, negotiating with counsel for the movant, and preparing for and participating in the hearing on the motion.
- Drafting the Trustee’s motions for substantive consolidation and memoranda and declarations in support thereof, responding to objections, negotiating with counsel for the objecting parties, preparing for and participating in a hearing, and drafting orders granting the motions and the related findings of fact and conclusions of law.

F. Matter 9—Claims Administration and Objections

During the Application Period, the following Dorsey professionals provided services to the Trustee in this matter:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Peggy Hunt	Partner	\$460.00	0.10	\$46.00
Michael F. Thomson	Partner	\$395.00	0.20	\$79.00
Nathan S. Seim	Partner	\$395.00	14.70	\$5,806.50
Megan K. Baker	Associate	\$335.00	5.20	\$1,742.00
Michelle Montoya	Paralegal	\$185.00	1.70	\$314.50
<b>TOTAL HOURS AND FEES FOR THIS MATTER:</b>			<b>21.90</b>	<b>\$7,988.00</b>

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

- Analyzing and responding to claims against property of the Debtor and the Debtor’s subsidiaries.

G. Matter 10— Corporate Governance and Board Matters

During the Application Period, the following Dorsey professionals provided services to the Trustee in this matter:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Michael F. Thomson	Partner	\$395.00	0.60	\$237.00
David T. Day	Senior Attorney	\$395.00	8.40	\$3,318.00
Natasha Wells	Associate	\$355.00	1.90	\$674.50
Megan K. Baker	Associate	\$335.00	3.00	\$1,005.00
Kathryn Shelton	Paralegal	\$225.00	36.50	\$8,212.50
Kathryn Shelton	Paralegal	\$112.50	14.90	\$1,676.25
Michelle Montoya	Paralegal	\$185.00	0.50	\$92.50
<b>TOTAL HOURS AND FEES FOR THIS MATTER:</b>			<b>65.80</b>	<b>\$15,215.75</b>

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

- Reviewing and analyzing the Debtor’s organizational documents, and advising the Trustee on management, corporate, and organizational issues resulting from the Trustee’s appointment.
- Preparing and updating corporate and organizational documents of the Debtor’s subsidiaries to reflect appointment of the Trustee, and filing necessary documentation in Illinois, Texas, California, Arizona, Oklahoma, Utah, and Oregon.

H. Matter 12—Employment and Fee Applications

During the Application Period, the following Dorsey professionals provided services to the Trustee in this matter:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Peggy Hunt	Partner	\$460.00	10.20	\$4,692.00
Peggy Hunt	Partner	\$230.00	1.40	\$322.00
Michael F. Thomson	Partner	\$395.00	0.20	\$79.00
Jessica G. McKinlay	Of Counsel	\$385.00	12.00	\$4,620.00
Jessica G. McKinlay	Of Counsel	\$192.50	19.50	\$3,753.75
Megan K. Baker	Associate	\$335.00	3.70	\$1,239.50
Megan K. Baker	Associate	\$167.50	4.00	\$670.00
John J. Wiest	Associate	\$315.00	4.80	\$1,512.00
John J. Wiest	Associate	\$157.50	10.60	\$1,669.50
Michelle Montoya	Paralegal	\$185.00	17.30	\$3,200.50
<b>TOTAL HOURS AND FEES FOR THIS MATTER:</b>			<b>83.70</b>	<b>\$21,758.25</b>

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

- Drafting applications seeking authorization for the Trustee to employ professionals to assist him with this case including for counsel, special counsel, accountants, and realtors.
- Legal analysis of proposed realtor listing agreements, and revising.
- Drafting the Trustee’s motion for fee procedures and related pleadings.
- Reviewing fee applications for counsel for the Committee and Rocky Mountain Advisory, LLC, and drafting fee applications for the Trustee’s professionals.

I. Matter 16—Meetings and Communications with Creditors

During the Application Period, the following Dorsey professionals provided services to the Trustee in this matter:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Peggy Hunt	Partner	\$460.00	5.50	\$2,530.00
Megan K. Baker	Associate	\$335.00	1.50	\$502.50
Michelle Montoya	Paralegal	\$185.00	3.00	\$555.00
<b>TOTAL HOURS AND FEES FOR THIS MATTER:</b>			<b>10.00</b>	<b>\$3,587.50</b>

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

- Assisting the Trustee in communicating with the Committee, creditors, and other parties regarding case status.
- Preparing for and attending meetings of creditors in bankruptcy cases of Debtor and Debtor’s subsidiaries.

J. Matter 19—Real Estate

During the Application Period, the following Dorsey professionals provided services to the Trustee in this matter:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Mark Durrant	Partner	\$415.00	11.30	\$4,689.50
Michael F. Thomson	Partner	\$395.00	0.50	\$197.50
Pamela M. Jorgensen	Senior Paralegal	330.00	10.00	\$3,350.00
Cecilia Hofmeister	Paralegal	220.00	0.40	\$132.00
Megan K. Baker	Associate	\$335.00	4.60	\$1,012.00
Michelle Montoya	Paralegal	\$185.00	0.10	\$18.50
<b>TOTAL HOURS AND FEES FOR THIS MATTER:</b>			<b>26.90</b>	<b>\$9,399.50</b>

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

- Researching and analyzing real estate issues related to real property, including obtaining and analyzing documents such as title reports and surveys.

K. Matter 20—Relief from Stay and Adequate Protection

During the Application Period, the following Dorsey professionals provided services to the Trustee in this matter:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Peggy Hunt	Partner	\$460.00	37.00	\$17,020.00
Michael F. Thomson	Partner	\$395.00	3.10	\$1,224.50
Jessica G. McKinlay	Of Counsel	\$385.00	7.00	\$2,695.00
Jessica G. McKinlay	Of Counsel	\$192.50	3.10	\$596.75
Megan K. Baker	Associate	\$335.00	18.40	\$6,164.00
Megan K. Baker	Associate	\$167.50	7.90	\$1,323.25
Michelle Montoya	Paralegal	\$185.00	6.60	\$1,221.00
<b>TOTAL HOURS AND FEES FOR THIS MATTER:</b>			<b>83.10</b>	<b>\$30,244.50</b>

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

- Analyzing motions for relief from stay filed in with regard to property at locations known as McMinnville, Trolley Square, Gilbert, and Littleton.
- Preparing objections thereto, and negotiating settlements regarding motions for relief from stay.
- Preparing for and attending hearings on motions, and preparing pleadings necessary to obtain Court approval of stipulations related thereto.

L. Matter 22—Tax

During the Application Period, the following Dorsey professionals provided services to the Trustee in this matter:

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
Peggy Hunt	Partner	\$460.00	1.60	\$736.00
Michael F. Thomson	Partner	\$395.00	0.40	\$158.00
Megan K. Baker	Associate	\$335.00	1.80	\$603.00

<u>NAME</u>	<u>TITLE</u>	<u>BILLING RATE</u>	<u>HOURS</u>	<u>FEES</u>
<b>TOTAL HOURS AND FEES FOR THIS MATTER:</b>			<b>3.80</b>	<b>1,497.00</b>

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

- Analyzing tax issues and preparation of an agreement related thereto.

*Expense Reimbursement*

21. The total amount of expense reimbursement that Dorsey seeks for the Application Period is \$7,289.96. Dorsey maintains that all incurred expenses were actual and necessary, and that the rates Dorsey charged in this case are the same rates that Dorsey charges all its clients for similar services. As detailed in the invoice attached hereto as Exhibit N, the actual and necessary expenses incurred during the Application Period were largely in the following categories:

- Filing fees.
- Process server and messenger charges.
- Costs associated with obtaining legal documents.
- Postage charges at the standard U.S. Postal Service rate.

22. The expenses incurred by Dorsey for which reimbursement is sought are consistent with all applicable rules and regulations, including 11 U.S.C. § 330 and the United States Trustee Fee Guidelines.

**REQUEST FOR ALLOWANCE AND AUTHORIZATION TO BE PAID**

23. By this Fee Application, Dorsey requests that the Court enter an Order allowing it compensation totaling \$238,298.75 and expenses totaling \$7,289.96 for the Application Period pursuant to 11 U.S.C. §§ 330, 331, and 503(b).

24. Further, to the extent sufficient funds exist, and only when such funds exist, Dorsey requests that the Court enter an Order authorizing the Trustee to pay Dorsey all allowed compensation and expenses upon entry of such Order.

**CERTIFICATION**

25. Dorsey certifies that the Trustee has reviewed the invoices for the Application Period and has advised Dorsey that he has no objections to the fees and expense reimbursements requested herein.

**CONCLUSION**

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

- (1) Dorsey be allowed pursuant to 11 U.S.C. §§ 330 and 331 compensation and expenses in the total amount of \$245,588.71, which includes \$238,298.75 for professional services rendered, and \$7,289.96 in expense reimbursement during the Application Period;
- (2) Such amounts be allowed as administrative expenses of the estate pursuant to 11 U.S.C. § 503(b)(2) and afforded priority under 11 U.S.C. § 507(a); and
- (3) The Trustee be authorized to pay such amounts from the estate, to the extent sufficient funds exist in the estate. Any payments made to Dorsey will be reported in the Trustee's monthly operating reports.

DATED this 15th day of April 2019.

**DORSEY & WHITNEY LLP**

/s/ Peggy Hunt  
Michael F. Thomson  
Peggy Hunt  
*Attorneys for 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**

<b><u>NAME OF APPLICANT:</u></b>	Fees Previously Requested:	\$0.00
Dorsey & Whitney LLP	Fees Previously Awarded:	\$0.00
111 South Main Street, 21st Floor	Expenses Previously Awarded:	\$0.00
Salt Lake City, UT 84111-2176	Retainer Paid:	\$0.00

**ROLE IN CASE:**  
 Counsel to Michael F. Thomson, Chapter 11 Trustee of the Debtor, from November 27, 2018 through Present

**CURRENT APPLICATION:**  
 Total Compensation Requested: \$238,298.75  
 Total Expenses Requested: \$7,289.96

<u>Partner/Of Counsel</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Amount</u>	<u>Year Admitted</u>
Rebecca J. Bernhard	0.90	\$530.00	\$477.00	2003 <sup>1</sup>
Peggy Hunt	191.10	\$460.00	\$87,906.00	1989 <sup>2</sup>
Peggy Hunt	1.40	\$230.00	\$322.00	
Mark Durrant	42.90	\$415.00	\$17,803.50	1999
Michael F. Thomson	22.30	\$395.00	\$8,808.50	2000 <sup>3</sup>
Nathan S. Seim	17.40	\$395.00	\$6,873.00	2009
Jessica G. McKinlay	35.50	\$385.00	\$13,667.50	2006
Jessica G. McKinlay	55.30	\$192.50	\$10,645.25	
Jessica G. McKinlay	1.50	\$0.00	\$0.00	
<b>TOTAL</b>	<b>368.30</b>		<b>\$146,502.75</b>	

**BLENDED PARTNER/OF COUNSEL HOURLY RATE: \$397.78**

<sup>1</sup> Ms. Bernhard was admitted to the Minnesota Bar in 2003 and the Utah Bar in 2018.

<sup>2</sup> Ms. Hunt was admitted to the Massachusetts Bar in 1989 and the Utah Bar in 1991.

<sup>3</sup> Mr. Thomson was admitted to the Nevada Bar in 2000 and the Utah Bar in 2003.

<u>Senior Attorney/Associate</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Amount</u>	<u>Year Admitted</u>
David T. Day	8.40	\$395.00	\$3,318.00	2008
Paul Justensen	7.00	\$385.00	\$2,695.00	2010
Natasha Wells	1.90	\$355.00	\$674.50	2014 <sup>4</sup>
Megan K. Baker	120.40	\$335.00	\$40,334.00	2014
Megan K. Baker	20.90	\$167.50	\$3,500.75	
Megan K. Baker	0.50	\$0.00	\$0.00	
John J. Wiest	43.20	\$315.00	\$13,608.00	2015
John J. Wiest	10.60	\$157.50	\$1,669.50	
<b>TOTAL</b>	<b>212.90</b>		<b>\$65,799.75</b>	

**BLENDED SENIOR ATTORNEY/ASSOCIATE HOURLY RATE: \$309.06**

<u>Paraprofessionals</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Amount</u>
Pamela M. Jorgensen	0.40	\$330.00	\$132.00
Sonya Russell	0.70	\$235.00	\$164.50
Kathryn Shelton	37.10	\$225.00	\$8,347.50
Kathryn Shelton	14.90	\$112.50	\$1,676.25
Moana DiFrancesco	0.30	\$225.00	\$67.50
Cecilia Hofmeister	4.60	\$220.00	\$1,012.00
Michelle Montoya	78.90	\$185.00	\$14,596.50
Michelle Montoya	0.30	\$0.00	\$0.00
<b>TOTAL</b>	<b>137.20</b>		<b>\$25,996.25</b>

**BLENDED PARAPROFESSIONAL HOURLY RATE: \$189.48**

<u>All Professionals</u>	<u>Total Hours</u>	<u>Total Amount</u>
	718.40	\$238,298.75

**BLENDED PROFESSIONALS HOURLY RATE: \$331.71**

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<sup>4</sup> Ms. Wells was admitted to the Tennessee Bar in 2014 and the Minnesota Bar in 2016.

# EXHIBIT B



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F. Thomson, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00002  
Asset Analysis and Recovery

**For Legal Services Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Legal Fees	\$11,289.00
<b>Total For Current Invoice</b>	<b>\$11,289.00</b>

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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00002**

**Asset Analysis and Recovery**

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**For Legal Services Rendered Through March 31, 2019**

12/10/18	J. McKinlay	Conference with J. Wiest concerning Financially Fit hearing on conversion to chapter 7	0.20	77.00
12/10/18	J. Wiest	Phone call with J. McKinlay re Financial Fit hearing	0.40	126.00
12/12/18	M. Montoya	Conference with J. Wiest regarding hearing on motion to convert Financially Fit case; analyze docket and court calendar in connection with same; email trustee and his counsel regarding conversion of Financially Fit case	0.10	18.50
12/12/18	M. Hunt	Meeting with RMA and trustee re adequate protection, LOI and other analysis	2.00	920.00
12/18/18	M. Hunt	Call with M. Hindley re McMinneville	0.20	92.00
12/20/18	M. Baker	Review loan documents of subsidiary	1.60	536.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00002  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 2

		entities and create chart of same		
12/21/18	M. Baker	Review loan documents of subsidiary entities for asset analysis	2.10	703.50
12/27/18	M. Hunt	Meeting with Claro Group re tasks and follow up with trustee (.5); review McMinneville motion to dismiss and statements and schedules and conference with trustee re same (.3); conference with A. Alberteen, O. Hacher and M. Hindley re museum issues (.9); follow up call with M. Hindley (.1)	1.80	828.00
01/16/19	M. Hunt	Conference with D. Brickley and follow up email with trustee; email with D. Bateman re Trolley lease for Claro	0.20	92.00
01/17/19	M. Thomson	Analyze files and documents, and identify entities for which documents needed from Parr Brown (.2); email correspondence with P. Hunt and Parr Brown regarding same (.2)	0.40	158.00
01/30/19	J. Wiest	Review objection to TFEC claim in Financially Fit case (.7); draft response to objection (1.0)	1.70	535.50
02/04/19	M. Montoya	Telephone conference with D. Bingham regarding Oregon real property issues; email M. Thomson and P. Hunt regarding phone conversation and returning D. Bingham's call	0.20	37.00
02/13/19	M. Hunt	Call with Claro Group and follow up with Trustee	0.70	322.00
02/25/19	J. Wiest	Meet with M. Thomson re response to objection to proof of claim in Financially Fit case	0.20	63.00
02/26/19	M. Montoya	Redacts exhibits to response to Financially Fit's objection to debtor's proof of claim	0.40	74.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00002  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 3

02/26/19	J. Wiest	Draft response to objection to TFEC proof of claim in Financially Fit bankruptcy case (3.1); finalize same (.2)	3.30	1,039.50
02/28/19	M. Hunt	Conference with Claro Group	1.20	552.00
02/28/19	J. Wiest	Correspondence with P. Hunt and M. Thomson re Financially Fit objection to proof of claim	0.20	63.00
03/01/19	M. Montoya	Conference with J. Wiest regarding hearing on objection to debtor's claim in Financially Fit case; review file in connection therewith	0.10	18.50
03/01/19	J. Wiest	Review Holland & Hart and Rocky Mountain Advisory fee applications and correspondence with P. Hunt and M. Thomson re same (1.0); review objections of P. Jones to proof of claim in Financially Fit case (.4)	1.40	441.00
03/01/19	M. Hunt	Review reply to claim Financially Fit claim objection, and conference with P. Jones; follow up email re call with P. Jones	0.40	184.00
03/04/19	M. Hunt	Correspondence with trustee re scheduling of Claro call and review information provided	0.20	92.00
03/04/19	J. Wiest	Meet with M. Thomson re proof of claim in Financially Fit case (.2); correspondence with D. Bateman re same (.4)	0.60	189.00
03/05/19	M. Hunt	Call with Claro Group (1.0); follow up correspondence and conference with trustee re meeting with committee; correspondence re same (.1)	1.10	506.00
03/05/19	J. Wiest	Phone conference with D. Bateman re documents in support of proof of claim in FFHC bankruptcy case (.3); correspondence with P. Hunt and M.	0.40	126.00

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

Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00002  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 4

		Thomson re same (.1)		
03/06/19	J. Wiest	Prepare for and participate in hearing on TFEC proof of claim in Financially Fit case	0.90	283.50
03/21/19	M. Montoya	Email C. Hurst regarding documents related to Bank of the West	0.10	18.50
03/21/19	K. Shelton	Email correspondence regarding and facilitate lien searches with CT Lien Solutions	0.30	67.50
03/22/19	J. Wiest	Review documents in support of proof of claim in Financially Fit case (1.5); correspondence with D. Bateman re same (.5)	2.00	630.00
03/25/19	M. Hunt	Review documents on McMinneville lien issues (.1); join conference with M. Baker, D. Bateman and trustee re McMinneville lien issues (1.0)	1.10	506.00
03/25/19	M. Baker	Conference with M. Thomson, P. Hunt and D. Bateman regarding liens on McMinneville property	1.20	402.00
03/25/19	M. Baker	Review and analyze documents related to Union lien on McMinneville property	1.30	435.50
03/28/19	M. Baker	Review title commitments for Fresno, Littleton, Elk Grove, and Gilbert (1.2); review potential issues with Littleton recording (.5); draft analysis of same (.2)	1.90	636.50
03/29/19	M. Hunt	Review Waterpark financial provided by museum and correspondence on same (.1); conference re credit card claims and follow up with trustee (.2)	0.30	138.00
03/29/19	J. Wiest	Review documents in support of proof of claim in FFHC case (.8); correspondence with P. Hunt and M. Thomson re same (.4)	1.20	378.00
<b>Subtotal for</b>				<b>11,289.00</b>

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00002  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 5

<b>Total for Legal Fees</b>	<b>\$11,289.00</b>
<b>Total This Invoice</b>	<b>\$11,289.00</b>

**Timekeeper Summary**

<b>Timekeeper</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
J. McKinlay	0.20	385.00	77.00
J. Wiest	12.30	315.00	3,874.50
M. Baker	8.10	335.00	2,713.50
M. Thomson	0.40	395.00	158.00
M. Hunt	9.20	460.00	4,232.00
K. Shelton	0.30	225.00	67.50
M. Montoya	0.90	185.00	166.50
<b>Total all Timekeepers</b>	<b>31.40</b>		<b>11,289.00</b>

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 C



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F. Thomson, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00003  
Asset Disposition

**For Legal Services Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Legal Fees	\$52,245.50
Less Voluntary Reduction	(\$1,507.50)
<b>Total For Current Invoice</b>	<b>\$50,738.00</b>

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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00003**

**Asset Disposition**

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**For Legal Services Rendered Through March 31, 2019**

11/30/18	M. Durrant	Review Cedar Park purchase documents and correspondence; prepare comments	1.50	622.50
11/30/18	M. Baker	Conference with P. Hunt regarding sale motion (.3); conference with M. Thomson regarding objection to motion to extend leases (.5); review documents for same (.4)	1.20	402.00
11/30/18	M. Durrant	Review Amendment 2 to Falls Event Center; prepare revisions; e-mail to M. Thomson	0.50	207.50
12/03/18	N. Seim	Review documents relating to sale of Cedar Park property, and correspondence with D. Billings regarding same	0.50	197.50
12/03/18	M. Baker	Draft motion for authorization to sell Cedar Park property	3.50	1,172.50
12/04/18	M. Baker	Revise motion to sell property	2.10	703.50

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
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April 15, 2019  
 Page 2

12/05/18	N. Seim	Review and analyze negotiations between debtor and Golf 6061 relating to Texas property (.9); conference with M. Thomson regarding same (.2)	1.10	434.50
12/08/18	M. Hunt	Review documents re Cedar sale motion	0.50	230.00
12/09/18	M. Hunt	Further review of Cedar Park transaction, including all documents (1.5); substantially revise draft motion to update with new information, conform to new documents obtained, and modify relief requested (2.2); correspondence with trustee, N. Seim and M. Baker re same (.1)	3.80	1,748.00
12/10/18	M. Baker	Revise motion for authority to effectuate sale of Cedar Park property	1.00	335.00
12/11/18	M. Baker	Revise motion to effectuate sale of real property; conferences with N. Seim regarding same (Billed at 1/2 time)	3.00	502.50
12/11/18	M. Durrant	Review Burr Ridge Purchase Agreement (1.4); prepare comments (1.4)	2.80	1,162.00
12/12/18	N. Seim	Review purchase agreement and other documents relating to sale of Cedar Park property to negotiate with Golf 6061	0.60	237.00
12/12/18	M. Durrant	Prepare Burr Ridge revised Purchase Agreement (.4); prepare redline and e-mail to M. Thomson (2.4)	2.80	1,162.00
12/12/18	M. Baker	Revise draft motion to effectuate sale of Cedar Hills property with new deal terms (Billed at 1/2 time)	1.30	217.75
12/12/18	N. Seim	Telephone conference with D. Nichols regarding purchase agreement for Cedar Park property and issues with sale	0.30	118.50
12/13/18	M. Montoya	Prepare notice of motion sell Cedar Park property (.4); telephone conference (multiple) with M. Baker in connection	0.60	111.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 3

		therewith (.1); prepare certificate of service (.1)		
12/13/18	J. McKinlay	Edit purchase and sale agreement for Burr Ridge property	2.10	808.50
12/13/18	M. Baker	Revise motion to effectuate sale of Cedar Park property	2.80	938.00
12/14/18	M. Baker	Revise motion to effectuate sale of Cedar Park property and related pleadings (Billed at 1/2 time)	1.70	284.75
12/14/18	M. Hunt	Call with M. Burke re potential buyer of several assets and follow up with Trustee (.4) ; follow up correspondence (.1)	0.50	230.00
12/17/18	M. Montoya	Prepare motion shorten time (.4); telephone conference and correspondence with M. Baker in connection therewith (.1); prepare order shortening time (.1)	0.60	111.00
12/17/18	M. Durrant	Weekly Falls meeting with broker	0.60	249.00
12/17/18	M. Baker	Revise motion to sell Cedar Park property and related pleadings (Billed at 1/2 time)	3.00	502.50
12/17/18	M. Hunt	Review and final revisions to Motion to sell Cedar Park (.2); conference with trustee re same and conference with M. Baker re addition information on deposit of funds (.3); review and substantially revise motion and declaration to include information on agreement with Golf and benefits to the estate (2.2)	2.70	1,242.00
12/17/18	M. Hunt	Attend meeting with JLL on property sale issues, follow up meeting with D. Bateman and trustee re tasks, and follow up with trustee (1.3); review emails from Cedar attorney, D. Bateman on McMinneville liens, and J. Anderson on Trolly lease; emails to M. Thomson on same (.2)	1.50	690.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 4

12/18/18	M. Montoya	Additional revisions to motion sell Cedar Park real property and related notice (.2); finalize and file sale pleadings including motion and order to shorten time (.5); telephone conference with bankruptcy court regarding filing of same (leave detailed message) (.1)	0.80	148.00
12/18/18	M. Hunt	Prepare for meeting with potential buyer of numerous assets	0.30	138.00
12/18/18	M. Hunt	Meet with potential buyer and follow up	1.10	506.00
12/18/18	M. Hunt	Correspondence re Cedar Park (.1); conference with M. Thomson re Cedar park, Gilbert and McMinneville issues (.1); revise declaration on Cedar Park and instructions to staff on finalizing and serving same (1.3); correspondence on Cedar Park issues (.1); review and revise notice of hearing, motion for OST, OST and final revisions to motion re Cedar Park (.6)	2.20	1,012.00
12/18/18	M. Montoya	Multiple revisions to: motion sell Cedar Park real property (.7); draft initial draft of declaration of M. Thomson in support (.5); notice of motion (.7); certificate of service (.1); motion shorten time (.3); and order short time (.2)	2.50	462.50
12/18/18	M. Montoya	Conference with M. Thomson regarding notice and exhibit issues on Cedar Park motion	0.20	37.00
12/18/18	M. Montoya	Compile exhibits to M. Thomson's declaration in support of Cedar Park sale motion	0.30	55.50
12/18/18	M. Montoya	Telephone conference with N. Seim regarding sale pleadings and revisions requested by D. Billings; make revisions	0.20	37.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 5

		and email N. Seim regarding same		
12/19/18	M. Montoya	Calendar the objection deadline and hearing date for the motion to sell Texas property	0.10	18.50
12/19/18	M. Hunt	Call with Buyer re Cedar Park	0.40	184.00
12/27/18	P. Justensen	Draft and revise letter of intent on sale of several assets; analysis of issues relating to the same	4.00	1,540.00
12/28/18	M. Hunt	Review and revise LOI, and correspondence with Trustee on same (1.3); correspondence with J. Wiest re research on break up fees (.1)	1.40	644.00
12/28/18	J. Wiest	Research case law on stalking horse breakup fees and expense reimbursement (1.5); draft memorandum to P. Hunt and M. Thomson re same (.8)	2.30	724.50
01/02/19	M. Montoya	Prepare binders for hearing on motion sell Cedar Park property	0.40	74.00
01/02/19	P. Justensen	Revise LOI on sale of numerous assets	0.50	192.50
01/02/19	M. Hunt	Conferences with chambers re Cedar Park motion (.1); analysis of motion and conference with trustee re same (.4); review marketing information sent by D. Nicolas and instruction to staff on same (.1)	0.60	276.00
01/03/19	M. Hunt	Review draft Cedar Settlement statement (.1); review documents sent by D. Nicholos, follow up with D. Nicholos and review further information provided (.4); prepare for hearing, including drafting proffer (1.0); attend hearing (.8); correspondence and conference with M. Baker re order and correspondence with Buyer's counsel (.2)	2.50	1,150.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 6

01/03/19	M. Baker	Draft proposed order granting motion to effectuate sale of real property	1.00	335.00
01/03/19	P. Justensen	Continue to revise letter of intent	1.80	693.00
01/03/19	M. Hunt	Conference with G. Miller re Gilbert, Elk Grove and potential buyer issues and follow up email to Trustee (.4); conference with trustee, joined by P. Justensen re revisions to prospect partners LOI, review further revisions and comment on same (.5)	0.90	414.00
01/04/19	M. Montoya	Telephone conference with M. Gonzales regarding closing documents	0.10	18.50
01/04/19	M. Baker	Revise and circulate proposed order granting motion to effectuate sale of real property to E. Ostrow and D. Billings for approval	0.40	134.00
01/04/19	P. Justensen	Continue to revise and draft letter of intent	0.70	269.50
01/04/19	M. Hunt	Review and give comments on Cedar Park order and instructions on service of same	0.10	46.00
01/04/19	M. Hunt	Review correspondence re potential buyer of several assets counteroffer, and conference with M. Thomson re same (.3); correspondence with M. Burke re counteroffer (.1)	0.40	184.00
01/04/19	M. Montoya	Revise order approving sale	0.30	55.50
01/07/19	M. Hunt	Conference with JLL and trustee re sale issues, followed up with conference with G. Miller and trustee, and then meeting with trustee (1.0); correspondence re LOI (.1); correspondence with M. Rose re Bricktown property (.1)	1.20	552.00
01/07/19	M. Durrant	Review Cedar Park closing documents and prepare comments (1.3); e-mail to M. Thomson (.1); conference call for property	1.90	788.50

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 7

		updates (.5)		
01/07/19	M. Thomson	Analyze proposed closing documents for Cedar Park transaction, and revise same	1.10	434.50
01/08/19	M. Durrant	Review revised Affidavit and Deed; e-mail to M. Thomson	0.30	124.50
01/09/19	M. Montoya	Finalize closing documents for M. Thomson's signature (.2); additional revisions to closing documents per M. Thomson's request (.2); prepare wire transfer form (.1)	0.50	92.50
01/09/19	M. Thomson	Analyze and revise closing documents for Cedar Park property, and numerous email correspondence with title company and buyer's attorney regarding same	2.40	948.00
01/09/19	M. Hunt	Conference with buyer's counsel on Cedar Park re order and email to M. Baker re same	0.10	46.00
01/09/19	M. Hunt	Correspondence with M. Burke re counter, and review email from trustee; review numerous emails on Cedar sale closing	0.10	46.00
01/10/19	M. Hunt	Review proposed counter and email to M. Burke re call	0.40	184.00
01/10/19	M. Thomson	Revise purchase agreement for sale of Burr Ridge property	1.60	632.00
01/11/19	M. Durrant	Prepare revised Burr Ridge agreement; prepare redline; e-mail to Buyer's counsel	1.10	456.50
01/14/19	M. Hunt	Correspondence related to and call with JLL on property sale update; conference with potential buyer, and follow up call with RMA	1.00	460.00
01/14/19	M. Durrant	Falls meeting; review and revise letters of intent for two transactions; e-mails to M. Thomson	1.00	415.00

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.

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

Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
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01/14/19	M. Thomson	Revise proposed LOI on Beaverton property	0.40	158.00
01/14/19	M. Thomson	Revise LOI on Clovis property (.5); multiple email correspondence with JLL regarding same (.3)	0.80	316.00
01/15/19	M. Hunt	Review RMA analysis of LOI, and conference with trustee re same	0.20	92.00
01/16/19	M. Hunt	Conference with Trustee re LOI issues and email to M. Burke	0.20	92.00
01/17/19	M. Hunt	Conference with M. Burke re LOI issues, and follow up with trustee	0.30	138.00
01/17/19	J. McKinlay	Email B. Anderson concerning marketing and sale of St. George (.1); Email B. Anderson concerning marketing and sale of Clovis (.1)	0.20	77.00
01/25/19	M. Hunt	Revise NDA for St. George potential purchaser and correspondence re same	0.80	368.00
01/28/19	M. Hunt	Correspondence with M. Burke re LOI	0.10	46.00
01/29/19	M. Durrant	Review LOI for Millikan Way; e-mail comments to M. Thomson; conference to discuss status of properties	1.30	539.50
01/31/19	M. Durrant	Review various Falls LOIs; prepare comments; e-mail to M. Thomson	1.80	747.00
02/01/19	M. Hunt	Call with M. Burke re offer, and follow up email	0.20	92.00
02/04/19	M. Montoya	Conference with M. Thomson and N. Seim regarding adequate protection issues	0.20	37.00
02/05/19	M. Montoya	Telephone conference with D. Bingham regarding Wings and Waves; email M. Thomson regarding same; conference with M. Thomson regarding same	0.20	37.00
02/05/19	M. Thomson	Revise NDA with potential purchaser	0.70	276.50

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
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02/12/19	M. Montoya	Telephone conference with D. Bateman regarding sale of Cedar Park property; email M. Thomson regarding same; conference with M. Thomson regarding same	0.20	37.00
02/12/19	M. Hunt	Conference with E. Jaminson re potential asset purchase and follow up email	0.10	46.00
02/19/19	M. Durrant	E-mail to Buyer's counsel regarding comments to Burr Ridge PSA	0.50	207.50
02/20/19	M. Hunt	Review email from M. Burke and correspondence with Trustee	0.10	46.00
02/21/19	M. Hunt	Conference with M. Burke re offer and conference with trustee (.2); read and analysis of Elk Grove offer, and email to trustee (.4); correspondence with RMA and then potential buyer re same (.2)	0.80	368.00
02/22/19	M. Hunt	Correspondence with D. Bateman re Elk Grove offer (.1); email to E. Jameson re McMinneville interest (.1); further correspondence with D. Bateman re Elk Grove offer and conference with Trustee re same, email to M. Burke (.2)	0.40	184.00
02/26/19	M. Hunt	Review NDA for potential McMinneville buyer and correspondence with trustee; call with trustee re same and email to E. Jameson	0.40	184.00
02/27/19	M. Durrant	Review Clovis LOI; prepare comments; e-mail to M. Thomson	0.90	373.50
02/28/19	M. Hunt	Correspondence with M. Burke and call to same; email with E. Jamison re McMinneville offer	0.10	46.00
03/01/19	M. Hunt	Conference with M. Burke re offer on Elk Grove, follow up call with trustee, and follow up correspondence	0.30	138.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
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03/01/19	M. Durrant	Review St. George purchase agreement; prepare comments	3.30	1,369.50
03/06/19	M. Hunt	Analysis of Tower offer, including review of trustee comments and RMA analysis; draft counter and correspondence on same; send counter to R. Cadwalter	1.00	460.00
03/06/19	M. Durrant	Prepare clean and redlined versions of St. George PSA (1.1); revise PSA to include M. Thomson comments (.4)	1.50	622.50
03/06/19	M. Thomson	Review real property documents, and revise purchase agreement for St. George property	1.50	592.50
03/07/19	M. Montoya	Prepare purchase agreement (truck and trailer)	0.60	111.00
03/07/19	M. Thomson	Revise purchase agreement with Roberts regarding truck and trailer	0.30	118.50
03/07/19	M. Hunt	Correspondence on Tower LOI	0.10	46.00
03/08/19	M. Hunt	Review Tower's counterproposal, conference with trustee, and respond to same ; correspondence re St. George sale issues ; follow up correspondence on Tower deal and call with M. Burke	0.60	276.00
03/11/19	M. Montoya	Telephone conference with N. Bergstrom regarding truck and trailer issues (leave detailed message); email N. Bergstrom regarding same; analyze file in connection therewith	0.20	37.00
03/11/19	M. Hunt	Join meeting on real estate issues and follow up (.8); call with Tower re psa terms and follow up (.5); conference with buyer for St. George (.7)	2.00	920.00
03/12/19	M. Hunt	Call with potential McMinneville buyer and follow up with Trustee	0.50	230.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
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03/13/19	M. Montoya	Analyze DMV reports; revise purchase agreement to include truck information from the DMV report	0.20	37.00
03/13/19	M. Hunt	Correspondence re Tower sale	0.10	46.00
03/14/19	M. Hunt	Conference with R. Cadwalder re Tower sale issues	0.30	138.00
03/15/19	M. Thomson	Analyze buyer's revisions to purchase agreement for St. George property, and draft further revisions to same	0.80	316.00
03/15/19	M. Durrant	Review Buyer revisions to purchase agreement; review revisions to St. George PSA from M. Thomson; e-mails to M. Thomson; review McMinnville spreadsheet	1.90	788.50
03/19/19	M. Durrant	Review Tower purchase documents; prepare comments; prepare redline; e-mail to M. Thomson	2.90	1,203.50
03/20/19	M. Hunt	Real estate disposition meeting with JLL, and follow up with trustee on numerous tasks, including JLL employment in McMinnville and call to Trolley re lease issues	1.40	644.00
03/20/19	J. McKinlay	Edit asset purchase agreement from Tower for Roseville, Littleton, Gilbert, Fresno, and Elk Grove	3.20	1,232.00
03/20/19	M. Durrant	Conference with all parties regarding Falls properties and review final St. George PSA (1.5); e-mails to M. Thomson and B. Anderson (.2)	1.70	705.50
03/21/19	M. Hunt	Initial review of marked up Tower PSA	0.50	230.00
03/21/19	J. McKinlay	Email K. Shelton concerning ordering UCC-1 searches	0.20	77.00
03/22/19	M. Hunt	Review and further revise Tower PSA and correspondence with trustee (1.0) ;	1.10	506.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
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		correspondence re same (.1)		
03/22/19	J. McKinlay	Email R. Cadwaller concerning Tower Asset Purchase Agreement	0.30	115.50
03/22/19	M. Baker	Revise draft purchase agreement with Tower	2.30	770.50
03/25/19	M. Montoya	Begin drafting motion approve sale of St. George property (2.0); multiple communications with M. Thomson and M. Baker in connection therewith (.5)	2.50	462.50
03/25/19	J. McKinlay	Telephone conference with R. Cadwallader concerning purchase agreement	0.30	115.50
03/25/19	M. Baker	Conferences with M. Montoya regarding sale motion (.3); review documents for same (.2)	0.50	167.50
03/26/19	M. Montoya	Continue drafting motion approve sale of St. George property	0.40	74.00
03/26/19	J. McKinlay	Edit McMinnville listing agreement with JLL (.5); email B. Anderson concerning signed listing agreements (.1); email B. Anderson concerning legal description (.1)	0.70	269.50
03/26/19	M. Thomson	Analyze DMV reports, and revise purchase agreement for Truck and Trailer	0.20	79.00
03/27/19	M. Montoya	Continue drafting motion sell St. George property (.3); prepare declaration of M. Thomson in support (.7); prepare notice of hearing (.4); prepare certificate of service for the pleadings (.5); prepare supplemental certificate of service for the notice (.2)	2.10	388.50
03/27/19	J. McKinlay	Analyze edits to Tower Purchase and Sale Agreement (.8); edit legal descriptions in Purchase and Sale Agreement (.6)	1.40	539.00
03/27/19	M. Durrant	Review revised PSA for Falls Tower Purchase Agreement; prepare comments;	0.40	166.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
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		e-mail to M. Thomson	
03/27/19	M. Baker	Review and compare revised versions of sale agreement with Tower	0.40 134.00
03/27/19	M. Baker	Review title policies on properties subject to potential sale to Tower	0.30 100.50
03/27/19	M. Thomson	Revise purchase agreement with Tower	0.80 316.00
03/27/19	M. Hunt	Review and comment on Tower PSA, and correspondence on same (1.1)	1.10 506.00
03/27/19	M. Montoya	Listen to voice message from M. Mimms regarding interest in Fresno properties (.1); listen to voice message from and return call to A. Feldman regarding interest in Gilbert property (.1); email correspondence with M. Thomson regarding phone conversations (.1)	0.30 55.50
03/28/19	M. Hunt	Review and analysis of modification to Tower PSA and correspondence on same	0.20 92.00
03/28/19	M. Baker	Revise purchase agreement with Tower Investments (.5); phone conference with M. Thomson regarding same (.4)	0.90 301.50
03/29/19	M. Hunt	Review revisions to Tower purchase agreement and correspondence on same	0.10 46.00
03/29/19	M. Durrant	Prepare draft McMinnville Purchase Agreement; e-mail to M. Thomson	2.90 1,203.50
03/29/19	M. Baker	Begin drafting motion to sell related to Tower Agreement (.5); correspondence relating to same (.2); research related to same (.3)	1.00 335.00
<b>Subtotal for</b>			<b>50,738.00</b>

**Total for Legal Fees \$50,738.00**

**Total This Invoice \$50,738.00**

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00003  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
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### Timekeeper Summary

<b>Timekeeper</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
J. McKinlay	8.40	385.00	3,234.00
J. Wiest	2.30	315.00	724.50
M. Durrant	31.60	415.00	13,114.00
M. Baker	17.40	335.00	5,829.00
M. Baker	9.00	167.50	1,507.50
M. Thomson	10.60	395.00	4,187.00
P. Justensen	7.00	385.00	2,695.00
M. Hunt	34.70	460.00	15,962.00
N. Seim	2.50	395.00	987.50
M. Montoya	13.50	185.00	2,497.50
<b>Total all Timekeepers</b>	<b>137.00</b>		<b>50,738.00</b>

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

# EXHIBIT D



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F. Thomson, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00004  
Assumption and Rejection of Leases and Contracts

**For Legal Services Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Legal Fees	\$2,431.50
<b>Total For Current Invoice</b>	<b>\$2,431.50</b>

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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00004**

**Assumption and Rejection of Leases and Contracts**

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**For Legal Services Rendered Through March 31, 2019**

11/29/18	M. Baker	Review objection to motion to extend time (.7); phone conference with G. Miller regarding same (.3)	1.00	335.00
12/04/18	M. Montoya	Correspondence with M. Baker regarding executory contract issues; analyze Schedule G in all related cases in connection therewith	0.30	55.50
12/28/18	M. Baker	Research related to lease extension issues	1.40	469.00
12/28/18	M. Hunt	Analysis of issues on 365 and email to M. Baker re research	0.20	92.00
12/31/18	M. Hunt	Correspondence with M. Baker re lease issues	0.10	46.00
01/02/19	M. Montoya	Prepare notice of continued hearing on motion extend time to assume or reject leases	0.40	74.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00004  
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April 15, 2019  
 Page 2

01/04/19	M. Hunt	Review and revise notice on lease assumption deadline motion and correspondence with M. Montoya re same	0.20	92.00
01/07/19	M. Montoya	Revise and finalize notice	0.20	37.00
01/16/19	M. Montoya	Email correspondence with D. Bateman regarding Trolley Square Lease; analyze P. Hunt's email in connection therewith	0.10	18.50
01/28/19	M. Montoya	Telephone conference with Judge Mosier's chambers regarding motion to extend time to assume or reject leases; email M. Thomson and P. Hunt regarding same	0.10	18.50
01/30/19	M. Montoya	Telephone conference (multiple) with Shannon in Judge Mosier's chambers regarding hearing on motion extend time (.1); prepare binder for hearing on motion (.3); email correspondence with M. Thomson regarding contracts; analyze Schedule G in connection therewith (.1); conference with M. Thomson regarding outcome of hearing and preparation of order (.1); prepare order (.3)	0.90	166.50
02/05/19	M. Montoya	Review signed order approving motion extend time to assume or reject leases; calendar deadline	0.10	18.50
02/06/19	M. Montoya	Prepare motion extend time to assume or reject lease (.6); telephone conference with bankruptcy court to schedule hearing (.1); prepare notice (.3); prepare supplemental certificate of service (.2)	1.20	222.00
02/06/19	M. Thomson	Revise motion to extend deadline to assume or reject corporate office lease, and multiple email correspondence regarding same	0.60	237.00
02/08/19	M. Baker	Phone conference with landlord representative regarding motion to extend	0.60	201.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00004  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 3

		time to assume or reject lease (.3); draft e-mail regarding same (.3)		
02/27/19	M. Montoya	Prepare order on motion to assume or reject WJ Gateway Lease (.2); prepare consent to extension of time (.3); file consent (.1); revise order (.1); file order (.1)	0.70	129.50
02/27/19	M. Baker	Correspondence with landlord regarding consent to extension of time to assume or reject (.3); review and revise order for same (.3)	0.60	201.00
02/28/19	M. Montoya	Review signed order granting motion to extend time to assume or reject West Jordan Gateway-CW Management Group's lease; calendar deadline for the trustee and his counsel	0.10	18.50
<b>Subtotal for</b>				<b>2,431.50</b>

<b>Total for Legal Fees</b>	<b>\$2,431.50</b>
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<b>Total This Invoice</b>	<b>\$2,431.50</b>
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### Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Baker	3.60	335.00	1,206.00
M. Thomson	0.60	395.00	237.00
M. Hunt	0.50	460.00	230.00
M. Montoya	4.10	185.00	758.50
<b>Total all Timekeepers</b>	<b>8.80</b>		<b>2,431.50</b>

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# EXHIBIT E



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F. Thomson, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00007  
Business Operations

**For Legal Services Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Legal Fees	\$7,307.00
<b>Total For Current Invoice</b>	<b>\$7,307.00</b>

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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00007**

**Business Operations**

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**For Legal Services Rendered Through March 31, 2019**

12/05/18	M. Montoya	Prepare order on critical vendor motion	0.40	74.00
12/06/18	M. Baker	Review and revise proposed order authorizing payment of critical vendors	0.40	134.00
12/07/18	M. Hunt	Review correspondence on merchant account and respond to same (.1); review section 341 and email to M. Thomson on same (.1); review LOI correspondence (.1)	0.30	138.00
12/19/18	J. McKinlay	Phone call with M. Thomson concerning merchant credit accounts (.3); phone call with D. Miller and M. Taunt concerning merchant credit account (.7)	1.00	385.00
01/02/19	M. Hunt	Correspondence with G. Taxman and trustee re Elk Grove lease issues (.1); analysis of elk grove issues, review stipulation on property, and email to Trustee re same (.5) review and mark up	1.60	736.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00007  
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April 15, 2019  
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		draft Elk Grove lease and correspondence with M. Durrant, trustee and G. Miller re same (.8); review M. Durrant's comments on Elk Grove lease and respond to same (.2)		
01/03/19	M. Hunt	Further revisions to Elk Grove lease, including correspondence with G. Miller re same, incorporation of RMA and M. Durrant comments	1.50	690.00
01/07/19	M. Hunt	Correspondence with G. Taxman re Elk Grove lease (.1); gather all revised lease documents, make final revisions, and draft cover email to G. Taxman (.3)	0.40	184.00
01/09/19	M. Hunt	Correspondence re Elk Grove Lease	0.10	46.00
01/11/19	M. Montoya	Analyze documents produced by RQN for operating agreements (1.0); scan and save organizational documents to centralize drive (.8); email K. Shelton regarding consents (.1); conference with M. Thomson regarding missing operating agreements; email C. Hurst at RQN regarding same (.1)	2.00	370.00
01/16/19	M. Hunt	Conference with R. Cadwallader re Elk Grove Lease and follow up email	0.40	184.00
01/18/19	M. Montoya	Prepare chart of entities for M. Thomson; email N. Bergstrom to obtain missing operating agreements; email correspondence with M. Thomson regarding same	0.60	111.00
01/23/19	M. Hunt	Correspondence with G. Taxman re Elk Grove lease	0.10	46.00
02/04/19	M. Montoya	Revise motion for premium financing (.3); revise order (.2); conference (multiple) with M. Thomson regarding same (.1)	0.60	111.00
02/04/19	M. Baker	Review agreements for financing of	1.00	335.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00007  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 3

		insurance policies (.6); review motion for compliance with local rules (.4)		
02/04/19	M. Thomson	Revise motion to approve insurance premium financing agreements, and related proposed order	0.40	158.00
02/05/19	M. Baker	Revise motion to approve financing for insurance premiums and proposed order granting same	2.90	971.50
02/06/19	M. Montoya	Telephone conference with M. Thomson regarding changes to financing pleadings and pleadings to extend time to assume or reject leases (.4); finalize and file pleadings (.5); telephone conference with M. Baker regarding filing of financing motion (.1); email E. Johnson regarding filing and service of pleadings (.1)	1.10	203.50
02/06/19	M. Baker	Review and revise motion, notice, and related pleadings for motion to approve financing agreements (.5)	0.50	167.50
02/06/19	M. Thomson	Revise motion to approve insurance premium finance agreements, and related pleadings, and email correspondence regarding same	0.50	197.50
02/06/19	M. Montoya	Correspondence (multiple) with M. Thomson and M. Baker regarding financing motion issues (.2); revise and finalize financing motion (.5); telephone conference with bankruptcy court to obtain hearing date (.1); prepare motion shorten time (.3); prepare order shortening time (.1); prepare notice (.3)	1.60	296.00
02/13/19	M. Hunt	Review changes to Elk Grove Lease and correspondence with M. Thomson	0.20	92.00
02/19/19	M. Montoya	Finalize and file order on motion for authority to enter into premium finance	0.10	18.50

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00007  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 4

		agreements		
02/19/19	M. Baker	Prepare for and attend hearing on motion to approve financing of insurance premiums for McMinnville (2.2); revise and finalize proposed order for same (.2)	2.40	804.00
02/19/19	M. Montoya	Prepare binders for hearing on financing motion; email correspondence with M. Thomson and M. Baker regarding same	0.20	37.00
02/26/19	R. Bernhard	Respond to M. Thomson email inquiry regarding WARN Act concerns	0.20	106.00
02/27/19	M. Montoya	Email correspondence with K. Shelton regarding The Falls at Elk Grove and The Falls at Roseville registration issues	0.10	18.50
02/27/19	R. Bernhard	Review location and employee list and WARN Act requirements; telephone conference with M. Thomson to discuss application of WARN Act	0.70	371.00
03/22/19	M. Hunt	Review correspondence on Elk Grove lease issues, conference with trustee, and follow up correspondence	0.30	138.00
03/29/19	M. Hunt	Review default notices on Gilbert and Littleton, correspondence with trustee and then D. Bateman re same	0.40	184.00
<b>Subtotal for</b>				<b>7,307.00</b>

<b>Total for Legal Fees</b>	<b>\$7,307.00</b>
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<b>Total This Invoice</b>	<b>\$7,307.00</b>
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### Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
J. McKinlay	1.00	385.00	385.00

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Michael F. Thomson, The Falls Event Center LLC  
Client-Matter No.: 508731-00007  
Invoice No.: \*\*\*\*\*

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<b>Timekeeper</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
R. Bernhard	0.90	530.00	477.00
M. Baker	7.20	335.00	2,412.00
M. Thomson	0.90	395.00	355.50
M. Hunt	5.30	460.00	2,438.00
M. Montoya	6.70	185.00	1,239.50
<b>Total all Timekeepers</b>	<b>22.00</b>		<b>7,307.00</b>

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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, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00008  
Case Administration

**For Legal Services Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Legal Fees	\$83,938.00
Less Voluntary Reduction	(\$7,095.25)
<b>Total For Current Invoice</b>	<b>\$76,842.75</b>

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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00008**

**Case Administration**

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**For Legal Services Rendered Through March 31, 2019**

11/26/18	M. Hunt	Meeting at UST office with UST and G. Miller re background (3.5); review and comment on trustee disclosure (.1); conference with M. Montoya re initial tasks (.2)	3.80	1,748.00
11/27/18	M. Montoya	Pull pleadings and prepare numerous binders for the trustee and his counsel	4.00	740.00
11/27/18	M. Hunt	Join meeting with unsecured creditors committee (.5); conference with M. Thomson re background, status and tasks, including follow up call with committee counsel (.5)	1.00	460.00
11/28/18	M. Hunt	Read motions for relief from stay and prepare for hearing (1.); attend hearing and post hearing meeting with G. Miller (1.8); correspondence re tasks and meetings (.2); conference with E. Ostrow re JLL	6.70	3,082.00

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Michael F. Thomson, The Falls Event Center LLC  
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		employment issues and follow up with M. Thomson (.2); correspondence with JLL (.1); numerous correspondence with M. Thomson on tasks (.2); analysis of management issues and conference with M. Thomson re same (.8); further analysis of employment issues and detailed email to trustee re same (.8); further analysis of management issues and outline management motion (1.5); email to M. Montoya re tasks (.3); correspondence with committee re stipulation on JLL employment and instructions on same (.1)		
11/29/18	M. Montoya	File notice of appearance for P. Hunt	0.10	18.50
11/29/18	M. Hunt	Analysis of certain administrative issues (.4); Conferences with M. Thomson re strategy and administrative issues (.6); review letter from R. Terry and request documents from RQN (.1); conference with D. Brickley of Claro Group and conference with M. Thomson re same (1.0); conference with potential purchaser and conference with M. Thomson (.5)	2.60	1,196.00
11/29/18	M. Montoya	File notice of appearance for J. Peterson	0.10	18.50
11/29/18	M. Montoya	Listen to audio from hearing on motion to consolidate; email correspondence with P. Hunt regarding same	0.30	55.50
11/30/18	M. Hunt	Prepare for meeting with B. Pickering (.3); attend meeting and post meeting conference with M. Thomson (1.9); prepare for meeting with M. Zumwalt, including call with D. Bateman (.5); correspondence with A. Maudsley re Elk Grove issues (.1); meeting with M. Zumwalt and follow up on same (2.3); correspondence with G. Taxman re foreclosure of Elk Grove and lease of	6.00	2,760.00

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Michael F. Thomson, The Falls Event Center LLC  
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		property (.1); conference with M. Baker re lease issues (.1); correspondence with M. Rose re Brickyard property sales, call on same and conference with Trustee (.2); email to J. Anderson re trolley lease (.1)		
12/03/18	M. Hunt	Meeting at RQN re transition (2.3); conference with J. Anderson re Trolley lease issues (.1); conference with E. Ostrow re JLL employment issues and correspondence with JLL re hearing (.3); correspondence with J. Anderson re Trolley rfs issues (.1); review and revise order on JLL employment, including emails to M. Rose (1.0)	3.80	1,748.00
12/04/18	M. Hunt	Correspondence with B. Anderson re JLL listing agreement issues (.4); correspondence with M. Taxman re Elk Grove and call with same (.3); call with M. Hindley re McMinnville issues and email to M. Thomson re same (.2)	0.90	414.00
12/04/18	M. Hunt	Prepare for hearing on employment application and motion to extend deadline to assume or reject, including reviewing motions and files and preparing notes (1.0); attend hearing (.7); conference with M. Thomson on same (.3)	2.00	920.00
12/06/18	M. Hunt	Call with M. Hindley re McMinnville property (.1); review letter from Arizona re Gilbert and email to trustee (.1); correspondence with trustee and J. McKinley re tasks (.1)	0.30	138.00
12/06/18	J. McKinlay	Draft consolidation Motion (2.3); review docket for The Falls Event Center, LLC (1.1); review docket for Financially Fit (.7); review docket for Bricktown (.4); review docket for Clovis (.6); review docket for Elk Grove (.6); review docket	8.60	1,655.50

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Michael F. Thomson, The Falls Event Center LLC  
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		for Fresno (.4); review docket for Gilbert (.7); review docket for McMinnville (.5); review docket for St. George (.7); review docket for Littleton (.6) (Billed at 1/2 time)		
12/07/18	J. McKinlay	Draft consolidation motion (1.4); analyze organizational documents for The Falls Event Center, LLC (1.7); analyze motions leading up to appointment of chapter 11 trustee (1.3); business entity search for related debtor-entities (.3) (Billed at 1/2 time)	4.70	904.75
12/08/18	M. Hunt	Correspondence with trustee re McMinnville issues and call from M. Hindley	0.10	46.00
12/10/18	M. Montoya	Email correspondence with P. Hunt regarding certain creditors; review file in connection therewith	0.20	37.00
12/10/18	M. Hunt	Correspondence with M. Thomson re tasks	0.10	46.00
12/11/18	M. Hunt	Correspondence re tasks and meetings (.2); correspondence with M. Hindley re meeting (.1); correspondence with J. McKinlay re tasks (.4)	0.70	322.00
12/12/18	M. Montoya	Download documents produced by Holland & Hart and save to localized drive	0.30	55.50
12/17/18	M. Hunt	Correspondence with D. Monson and C. Hurst and G. Miller re corporate organization papers; follow up email to trustee (.3); analysis of corporate structure issues (.1); review proposed MORs for non-debtor subsidiaries and conference with M. Thomson re same (.1); draft turn over letter to RQN and correspondence with Trustee re same (.3)	0.80	368.00
12/18/18	M. Montoya	Prepare binder of The Falls at Cedar Park organizational documents per P. Hunt's	0.20	37.00

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Michael F. Thomson, The Falls Event Center LLC  
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		request		
12/19/18	M. Montoya	Prepare statements and schedules for the Falls at Clovis	0.50	92.50
12/20/18	M. Montoya	Prepare statements and schedules for The Falls at Bricktown	0.30	55.50
12/20/18	M. Montoya	Conference with M. Thomson regarding revisions to Clovis' statements and schedules; email correspondence with J. Curtis and D. Bateman regarding additional information needed; make revisions	0.40	74.00
12/21/18	M. Montoya	Revise, finalize, and file statements and Schedules in Clovis	0.20	37.00
12/21/18	M. Hunt	Correspondence with M. Hindley	0.10	46.00
12/21/18	M. Montoya	Revise Statement of Financial Affairs	0.10	18.50
12/21/18	M. Montoya	Prepare statements and schedules for The Falls at Fresno	0.30	55.50
12/28/18	M. Hunt	Call to M. Hindley re motion to dismiss and follow up on same (.2); conference with M. Thomson re tasks and follow up on same (.2) ; correspondence with D. Brickley re communications with parties (.1)	0.50	230.00
12/28/18	M. Montoya	Telephone conference with B. Pulley regarding IRA issues	0.20	37.00
12/28/18	M. Baker	Review subpoena from J. Neubauer	0.20	67.00
12/28/18	M. Montoya	Conference with M. Thomson and P. Hunt regarding motion to dismiss; analyze file in connection therewith	0.20	37.00
12/31/18	M. Hunt	Correspondence with Trustee re Elk Grove issues	0.10	46.00
01/02/19	M. Hunt	Call to M. Hindley and follow up email re motion to dismiss McMinnville case (.2);	2.10	966.00

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		call to chambers re numerous hearings and rescheduling same, and email to trustee and M. Montoya re same (.3); team meeting re tasks, and follow up with trustee on Cedar Park issues (1.); review information from E. Monson on entity management issues and email to trustee re same (.1); follow up on numerous hearing issues, including emails with R. Terry and M. Montoya (.1); draft letter to Parr Brown re legal files and correspondence with trustee re same (.4)		
01/02/19	J. McKinlay	Meet with P. Hunt, M. Thomson, M. Baker, J. Wiest, M. Montoya concerning The Falls McMinnville motion for relief from stay, Motion to Consolidate cases, listing agreements	1.00	385.00
01/02/19	J. Wiest	Meet with M. Thomson, P. Hunt, M. Baker, M. Montoya, and J. McKinlay re motion for substantive consolidation, motion for fee procedures, motion for limited notice, and issues re real property	1.00	315.00
01/02/19	M. Baker	Conference regarding strategy and tasks with P. Hunt, M. Thomson, J. McKinley, J. Wiest and M. Montoya	1.00	335.00
01/03/19	M. Montoya	Save consents for various entities to localize drive for trustee and his counsel	0.30	55.50
01/03/19	M. Baker	Review video deposition for subpoena response (2.0); draft response to same (.5)	2.50	837.50
01/03/19	M. Hunt	Review final draft of letter to Parr Brown re document retention, and instructions to staff on same	0.10	46.00
01/04/19	M. Hunt	Numerous correspondence with J. McKinly and Trustee re numerous tasks	0.10	46.00
01/09/19	M. Thomson	Analyze summary of liens on real property	0.40	158.00

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		and consolidation issues		
01/09/19	M. Baker	Call to chambers regarding proposed order (.2); correspondence with R. Shanley regarding same (.1)	0.30	100.50
01/10/19	M. Hunt	Conference call on substantive consolidation and miscellaneous issues with trustee and RMA, and follow up with Trustee	1.00	460.00
01/10/19	J. McKinlay	Conference with M. Thomson concerning motion to consolidate debtors and nondebtors	0.20	77.00
01/10/19	M. Thomson	Analyze documents related to Elk Grove settlement and identify work needed	0.30	118.50
01/12/19	M. Hunt	Review numerous correspondence on several topics; email to M. Hindley re meeting; schedule numerous meetings	0.40	184.00
01/14/19	M. Hunt	Conference with M. Hindley re McMinnville motion to dismiss and follow up correspondence	0.10	46.00
01/17/19	M. Hunt	Meet with US Attorney and FBI	0.70	322.00
01/18/19	M. Montoya	File statements and schedules	0.10	18.50
01/18/19	M. Hunt	Conference with trustee re numerous tasks and strategy	0.20	92.00
01/18/19	M. Hunt	Review trustee's comments on fee procedure motion; follow up on notice issues ; review final papers provide comments and correspondence with J. Wiest re same	0.40	184.00
01/22/19	J. McKinlay	Draft memorandum in support of motion to consolidate (4.2); draft motion to consolidate (.8); edit opposition to Trustee's recommendation for dismissal of The Falls at Fresno (.2) (Billed at 1/2 time)	5.20	1,001.00

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01/28/19	J. McKinlay	Draft opposition to Evergreen's motion to dismiss McMinnville	1.90	731.50
01/29/19	M. Hunt	Review and substantially revise motion for consolidation	3.00	1,380.00
01/29/19	J. McKinlay	Edit opposition to motion to dismiss McMinnville bankruptcy case (.8); edit memorandum in support of motion to consolidate (1.0)	1.80	693.00
01/30/19	M. Montoya	Prepare binders for 2/12/18 hearings	1.00	185.00
01/30/19	M. Baker	Review case law related to substantive consolidation and summarize same	0.70	234.50
01/31/19	M. Hunt	Conference with M. Thomson re status and tasks	0.40	184.00
02/01/19	M. Hunt	Correspondence with Parr re document turnover issues, and correspondence with N. Seim re Union Home Loan	0.10	46.00
02/01/19	J. McKinlay	Edit memorandum in support of substantive consolidation (Billed at 1/2 time)	6.20	1,193.50
02/04/19	J. McKinlay	Email G. Miller and D. Bateman concerning financial situation for debtor to include in substantive consolidation motion (.2); edit memorandum (.7)	0.90	346.50
02/05/19	M. Hunt	Review numerous correspondence and correspondence with Trustee re same	0.20	92.00
02/08/19	M. Montoya	Update exhibits for hearings scheduled for 2/12/19	0.20	37.00
02/08/19	M. Montoya	Telephone conference with K. Tillou regarding Parr Brown documents and correspondence; email trustee and P. Hunt regarding receipt of flash drive with documents and issues related thereto	0.20	37.00
02/11/19	M. Montoya	Telephone conference with J. McKinlay	0.80	148.00

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		regarding certificate of service issues (.1); prepare certificate of service and supplemental certificate of service (TFEC) (.1); prepare certificate of service and supplemental certificate of service (Clovis) (.1); prepare certificate of service and supplemental certificate of service (Fresno) (.1); prepare certificate of service and supplemental certificate of service (Gilbert) (.1); prepare certificate of service and supplemental certificate of service (McMinnville) (.1); prepare certificate of service and supplemental certificate of service (St. George) (.1); prepare certificate of service and supplemental certificate of service (Littleton) (.1)		
02/11/19	J. McKinlay	Edit memorandum in support of consolidation (2.3); draft declaration in support of consolidation (1.3); draft motion to consolidate (.8) (Billed at 1/2 time)	4.40	847.00
02/11/19	M. Baker	Research issues for motion to limit notice (No charge)	0.50	0.00
02/11/19	M. Baker	Review documents produced by Parr Brown	0.50	167.50
02/11/19	M. Hunt	Review numerous emails on status of numerous items and conference with Trustee re same; correspondence with K. Tillou re Parr document turnover	0.60	276.00
02/11/19	M. DiFrancesco	Multiple communications with counsel regarding the Judge's requests for items to be discussed at the hearing on 2/12/19	0.30	67.50
02/12/19	M. Montoya	Conference with M. Thomson and M. Baker regarding documents produced by Parr Brown	0.40	74.00
02/12/19	J. McKinlay	Edit consolidation memorandum (.3); edit Trustee declaration in support of	0.70	269.50

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00008  
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Date	Attorney	Description	Hours	Amount
		consolidation (.4)		
02/12/19	M. Baker	Review documents produced by Parr Brown	5.10	1,708.50
02/12/19	N. Seim	Conference with M. Thomson regarding tasks in case	0.20	79.00
02/12/19	M. Montoya	Pull McMinnville docket and cash collateral pleadings filed in the debtor's case for P. Hunt in preparation for hearings on 2/12 (.3); conference with M. Thomson regarding outcome of hearing and actions needed in connection therewith (.1)	0.40	74.00
02/12/19	M. Montoya	Telephone conference with D. Bateman regarding tax issues in connection with motion to consolidate	0.10	18.50
02/13/19	M. Hunt	Review and revise facts for consolidation motion (2.8); correspondence re same (.3)	3.10	1,426.00
02/13/19	J. McKinlay	Edit consolidation memo	0.20	77.00
02/13/19	M. Baker	Review documents produced by Parr Brown	1.60	536.00
02/13/19	M. Hunt	Conference with M. Thomson re tasks	0.10	46.00
02/14/19	M. Hunt	Conference with M. Thomson re substantive consolidation issues; correspondence with M. Baker re same; read draft counterclaim papers and analysis of same (1.0); begin revising draft motion (3.1); review RMA comments and analysis (.5); further revision of documents (3.0)	7.60	3,496.00
02/14/19	M. Baker	Review chart of entities' obligations for motion to consolidate and correspondence with same	0.20	67.00
02/14/19	M. Baker	Review documents produced by Parr Brown	2.60	871.00
02/15/19	M. Montoya	Prepare declaration of G. Miller in support	2.50	462.50

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00008  
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of motion consolidate (.4); finalize and file motion for consolidation in numerous cases (.6); telephone conference (multiple) with J. McKinlay regarding consolidation pleadings (.3); finalize M. Thomson's declaration in support (.1); revise and finalize G. Miller's declaration (.1); email signed version of declarations to J. McKinlay for filing (.1); multiple correspondence with P. Hunt regarding consolidation pleadings (.2); email correspondence with D. Bateman regarding creditors for non-filing entities and conference with M. Thomson regarding service issues (.2); finalize and file memo in support of motion for consolidation in numerous cases (.3); finalize and file declarations of M. Thomson and G. Miller in support of motion for consolidation in numerous cases (.3)

02/15/19	J. McKinlay	Draft notice of motion to consolidate (.9); edit certificate of service for St. George (.2); edit certificate of service for Clovis (.2); edit certificate of service for Littleton (.2); edit certificate of service for Fresno (.2); edit certificate of service for McMinnville (.2); edit certificate of service for The Falls Event Center, LLC (.2); draft declaration of M. Thomson in support of motion to consolidate (.8); edit motion to consolidate (.7) (Billed at 1/2 time)	3.60	693.00
02/15/19	M. Baker	Review documents produced by Parr Brown	1.50	502.50
02/15/19	M. Thomson	Continue revising substantive consolidation memorandum	1.00	395.00
02/15/19	M. Thomson	Draft further revisions to substantive consolidation memorandum and related	2.20	869.00

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Michael F. Thomson, The Falls Event Center LLC  
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		declarations, and numerous email correspondence and conferences regarding same		
02/15/19	M. Hunt	Review trustee's comments on consolidation motion (.3); conference with RMA on Miller declaration for substantive consolidation motion (1.0); update motion with trustee and RMA comments (.8); update Miller declaration and correspondence re same (1.3); revise trustee declaration re information from company books and record (.5); finalize all documents, including substantial revision of legal analysis, incorporate all changes from declarations and to declarations, and correspondence re service issues (3.0)	6.90	3,174.00
02/15/19	M. Montoya	Pull pleadings from SEC case for consolidation motion; email correspondence with P. Hunt in connection therewith	0.10	18.50
02/18/19	M. Montoya	Pull creditor matrices and instruct C. Long on comparing for duplicates; email E. Johnson regarding service of consolidation pleadings; email correspondence with J. McKinlay (.3); telephone conference with M. Thomson regarding revisions to notice; make revisions and email clean and redline versions to P. Hunt (.2); additional revisions to notice per P. Hunt (.2)	0.70	129.50
02/18/19	M. Hunt	Correspondence with M. Montoya re notice on consolidation motion; review and revise same	0.20	92.00
02/19/19	M. Montoya	Analyze list of vendors and eliminate duplicates and vendors with no address; search for missing ZIP codes (1.9); revise certificates of service for notices and correspondence with J. McKinlay	3.50	647.50

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.

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

Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00008  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 13

		regarding same (1.0); correspondence and conference with C. Long and E. Johnson regarding service issues (.1); file notice in each case (.5)		
02/19/19	J. McKinlay	Edit Fresno certificate of service of notice (.1); edit Clovis certificate of service of notice (.1)	0.20	77.00
02/20/19	M. Montoya	File certificates of service for notice on motion to consolidate; conference with P. Hunt in connection therewith	0.30	55.50
02/20/19	M. Baker	Review documents produced by Parr Brown	0.50	167.50
02/21/19	M. Hunt	Correspondence with trustee re USDOJ requests	0.10	46.00
02/21/19	M. Baker	Review documents produced by Parr Brown	0.60	201.00
02/22/19	M. Hunt	Correspondence re case administration issues and conference with J. Wiest	0.10	46.00
02/25/19	M. Baker	Review documents produced by Parr Brown	1.90	636.50
02/26/19	M. Hunt	Correspondence with M. Thomson re Claro report; read emails on numerous case matters	0.20	92.00
02/26/19	M. Baker	Conference with M. Thomson regarding analysis of documents produced by Parr Brown	0.30	100.50
02/27/19	M. Montoya	Telephone conference with J. McKinlay regarding motion and notice	0.10	18.50
02/27/19	M. Montoya	Email correspondence with M. Thomson regarding orders; conference with M. Thomson regarding same	0.10	18.50
02/28/19	M. Hunt	Review emails on numerous matters and conferences with trustee re status of same;	0.60	276.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00008  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
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		follow up emails and calls and conferences re assignments		
03/04/19	M. Thomson	Analyze subpoena for email documents, and identify work needed to comply with same	0.30	118.50
03/05/19	M. Montoya	Calendar deadline to respond to subpoena	0.10	18.50
03/05/19	M. Hunt	Conferences with trustee re hearings and tasks (.1); prepare for fee procedure motion hearing, including reading all papers (.6); attend hearing on same and post hearing instructions to J. Wiest re order (.8); correspondence with J. Strain and J. Malpead re information requests (.2)	1.70	782.00
03/06/19	M. Hunt	Correspondence on consolidation issues	0.10	46.00
03/06/19	M. Hunt	Correspondence re meeting with UCC	0.20	92.00
03/07/19	M. Montoya	Review email from P. Hunt and M. Thomson's responsive e-mails; pull requested documents related to McMinnville; email to P. Hunt	0.20	37.00
03/08/19	M. Montoya	Conference with M. Thomson regarding service of consolidation pleadings issues	0.20	37.00
03/08/19	J. McKinlay	Analyze objection filed by Savings Life Insurance Co. to Trustee's substantive consolidation motion (.7); analyze objection filed by Evergreen (.7); email G. Miller and D. Bateman concerning objections to substantive consolidation motion (.1)	1.50	0.00
03/08/19	M. Hunt	Review numerous emails, and follow up with tasks	0.20	92.00
03/11/19	M. Montoya	Email correspondence with trustee and counsel regarding service issues on consolidation pleadings (.1); finalize and file certificate of service (.2); meeting with	1.10	203.50

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

Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00008  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 15

		trustee and counsel on responding to objections to consolidation motion (.8)		
03/11/19	M. Baker	Conference with M. Thomson, P. Hunt and M. Montoya regarding consolidation motion (.8); review objections and review cases for same (2.0)	2.80	938.00
03/11/19	M. Hunt	Begin review of substantive consolidation issues, and conference re reply	0.50	230.00
03/12/19	M. Hunt	Conference with S. Rodgers re secured claim on Austin Bluffs property, and conference with trustee and RMA	0.50	230.00
03/12/19	M. Baker	Draft reply in support of motion to consolidate	5.60	1,876.00
03/12/19	M. Thomson	Conference with M. Baker regarding legal theories asserted by Museum in opposition to consolidation motion, and issues to address in replying to same	0.40	158.00
03/12/19	M. Hunt	Conferences with trustee re substantive consolidation hearing prep; call with M. Hindley re exhibits for hearing (.7); follow up correspondence and conferences with M. Baker (.3)	1.00	460.00
03/13/19	M. Hunt	Begin reading museum papers opposing consolidation (.8); call with RMA re evidence for consolidation hearing (.5); call with Museum counsel re consolidation issues and follow up (.3); conference with M. Baker re exhibits and call with M. Hindley re stipulations on exhibits, follow up on same (.8); call with trustee re consolidation issues (.1); analysis of Austin Bluffs secured creditor claim, and conference with D. Bateman re same (.3); draft settlement proposal to same (.2); analysis of substantive consolidation reply brief issues, revise brief (2.3)	5.30	2,438.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00008  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
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03/13/19	M. Baker	Draft and revise reply in support of motion to consolidate (3.2); review exhibits for hearing (.6); conference with P. Hunt regarding same (.3) phone conference with P. Hunt and M. Hindley regarding same (.5)	4.50	1,507.50
03/14/19	M. Hunt	Conference with O. Haker and M. Hindley re consolidation issues and call to court (.5); draft G. Miller proffer (1.2); G. Miller witness prep (1.5); draft proffer for trustee (1.8); conference with trustee re hearing prep and follow up correspondence (.5); conference with S. Rogers re settlement, email to chambers re same (.3); attend to hearing prep, including correspondence on exhibits (.8)	6.60	3,036.00
03/14/19	M. Baker	Review and revise reply in support of motion to consolidate (.4); conference with P. Hunt regarding same (.1); review exhibits for same (.5); draft summary of secured promissory note issues (.5)	1.50	502.50
03/15/19	M. Hunt	Correspondence with chambers re substantive consolidation hearing; Correspondence re exhibits; brief conference with trustee re same	0.30	138.00
03/15/19	M. Baker	Research and draft analysis of standards for appointment of trustee (1.4); review exhibits for hearing (.5)	1.90	636.50
03/18/19	M. Montoya	Conference with M. Thomson regarding follow-up actions needed in connection with motion to consolidate (.1); analyze list provided by RMA and certificate of service (.2); conference with M. Thomson regarding service issues (.1); prepare declaration of M. Thomson concerning service of notice of motion to consolidate	1.30	240.50

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00008  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
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(.9)			
03/18/19	M. Hunt	Prepare for substantive consolidation hearing, including correspondence with objecting parties, outline of argument, and review testimony and exhibits for trustee and G. Miller (3.); attend consolidation hearing (1.7) ; conference with M. Hindley and O. Hacker re consolidation settlement (1.4)	6.10 2,806.00
03/19/19	M. Montoya	Calendar continued hearing dates	0.20 37.00
03/19/19	J. Wiest	Finalize and upload proposed order granting fee procedures motion (.1); meet with P. Hunt re consolidation findings of fact and order (.2)	0.30 94.50
03/19/19	M. Hunt	Correspondence re substantive consolidation issues, and conference with J. Wiest re findings and order	0.30 138.00
03/20/19	J. Wiest	Review Thomson and Miller declaration in support of motion to consolidate (2); draft proposed order and findings of fact and conclusions of law re same (.5)	2.50 787.50
03/21/19	S. Russell	Review documents and prepare for upload into document database	0.20 47.00
03/21/19	M. Baker	Review and coordinate review of documents in response to subpoena	0.50 167.50
03/21/19	M. Hunt	Call regarding government subpoenas and follow up on same (.3); correspondence re numerous tasks (.1)	0.40 184.00
03/22/19	M. Montoya	Analyze CT Lien Solutions' lien search results; create a summary for M. Thomson and J. McKinlay (.5); conference with M. Thomson re additional actions needed in connection therewith (.2)	0.70 129.50
03/22/19	J. Wiest	Review recording of hearing on motion for	3.90 1,228.50

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00008  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
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		consolidation (.8); draft findings of fact and conclusions of law in support of consolidation (3.1)		
03/22/19	M. Hunt	Review numerous correspondence re meetings and tasks and respond to same	0.30	138.00
03/22/19	K. Shelton	Email correspondence regarding facilitating lien searches	0.30	67.50
03/25/19	M. Montoya	Conference with J. Wiest regarding service issues on motion to consolidate; email P. Hunt regarding same and regarding declaration (.2); compare lien lists against creditor matrices and make note of how served (1.0); email the trustee and his counsel regarding same (.1); analyze list sent by D. Bateman and make note how additional parties served; email the trustee and his counsel regarding same (.4)	1.70	314.50
03/25/19	J. Wiest	Meet with M. Montoya and P. Hunt re declaration re service of consolidation motion (.3); review same (.2); phone conference and correspondence with D. Bateman re creditors of affiliated companies (.5); draft findings of fact and conclusions of law re consolidation motion (5.7)	6.70	2,110.50
03/25/19	M. Baker	Review documents relating to creditors of subsidiaries for certificate of service issues	0.40	134.00
03/25/19	M. Hunt	Conference with M. Montoya re consolidation notice issues, follow up with J. Wiest, and correspondence on what was requested by the court ; further review of correspondence and comment on same	0.40	184.00
03/25/19	M. Hunt	Meeting with RMA and trustee re operational and case task issues (1.); conference with L. Cayton re case issues (.4)	1.40	644.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00008  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
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03/26/19	M. Montoya	Conference with J. Wiest regarding service issues (.2); revise list of notice parties and update declaration regarding service (.3); revisions to consolidation order (.3)	0.80	148.00
03/26/19	J. Wiest	Meet with M. Montoya re declaration re service of consolidation motion (.4); revise the same (1); correspondence with M. Thomson and P. Hunt re same (.4); draft order on consolidation (3); revise findings of facts and conclusions of law in support of consolidation (.3)	5.10	1,606.50
03/26/19	M. Baker	Review documents for subpoena production	2.30	770.50
03/26/19	M. Thomson	Conference with M. Baker regarding subpoena response and privilege log issues	0.20	79.00
03/26/19	M. Hunt	Correspondence and conference with J. Wiest re consolidation motion issues	0.20	92.00
03/26/19	M. Hunt	Review and revise findings of fact and conclusions of law re substantive consolidation (1.7); review and revise supplemental notice declaration and correspondence with J. Wiest re same (.7); review and revise proposed order (.3)	2.70	1,242.00
03/26/19	S. Russell	Run privilege searches for privilege log; discussion with M. Baker regarding same	0.50	117.50
03/27/19	M. Hunt	Review investor message and correspondence with trustee re same (.1); conferences with M. Thomson re case tasks (.1)	0.20	92.00
03/27/19	J. Wiest	Revise order on consolidation, findings and conclusion re the order, and supplemental declaration of service (2.5); correspondence with P. Hunt, M. Thomson, and M. Montoya re the same (.5)	3.00	945.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00008  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
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03/27/19	M. Baker	Review documents responsive to subpoena	1.20	402.00
03/28/19	M. Montoya	File declaration of M. Thomson concerning service of notice of consolidation motion in the 7 cases	0.30	0.00
03/28/19	J. Wiest	Revise findings and conclusion in support of consolidation (1); correspondence with M. Thomson and P. Hunt re same (.3)	1.30	409.50
03/28/19	M. Baker	Review e-mails for subpoena response	0.30	100.50
03/28/19	M. Hunt	Review trustee's modification of consolidation papers and correspondence with J. Wiest re final revisions	0.30	138.00
03/29/19	M. Hunt	Review final redline of consolidation findings and conclusions and revise same, correspondence re same	0.50	230.00
<b>Subtotal for</b>				<b>76,842.75</b>

<b>Total for Legal Fees</b>	<b>\$76,842.75</b>
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<b>Total This Invoice</b>	<b>\$76,842.75</b>
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### Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
J. McKinlay	6.90	385.00	2,656.50
J. McKinlay	32.70	192.50	6,294.75
J. McKinlay	1.50	0.00	0.00
J. Wiest	23.80	315.00	7,497.00
M. Baker	40.50	335.00	13,567.50
M. Baker	0.50	0.00	0.00
M. Thomson	4.80	395.00	1,896.00
M. Hunt	87.00	460.00	40,020.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00008  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 21

<b>Timekeeper</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
N. Seim	0.20	395.00	79.00
M. DiFrancesco	0.30	225.00	67.50
S. Russell	0.70	235.00	164.50
K. Shelton	0.30	225.00	67.50
M. Montoya	24.50	185.00	4,532.50
M. Montoya	0.30	0.00	0.00
<b>Total all Timekeepers</b>	<b>224.00</b>		<b>76,842.75</b>

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, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00009  
Claims Administration and Objections

**For Legal Services Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Legal Fees	\$7,988.00
<b>Total For Current Invoice</b>	<b>\$7,988.00</b>

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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00009**

**Claims Administration and Objections**

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**For Legal Services Rendered Through March 31, 2019**

12/07/18	N. Seim	Further analysis of Golf 6061 claim	0.50	197.50
12/10/18	N. Seim	Long telephone conference with D. Billings regarding terms of proposed sale of Texas property (.5); review loan documents and other received information relating to same (1.0); analyze sale issues, and conference with M. Baker regarding motion (.3)	1.80	711.00
12/11/18	N. Seim	Telephone conference with B. Sargent at Rocky Mountain to discuss deal terms and yield protection issues (.3); telephone conference with buyer's counsel regarding timing (.2); telephone conference with D. Billings regarding same (.3); review additional information (.7); conference with M. Baker regarding sale motion and revised terms (.3); brief review and	2.30	908.50

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00009  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 2

Date	Client	Description	Hours	Amount
		comments of sale motion (.5)		
12/13/18	N. Seim	Several telephone conferences with D. Billings regarding terms of Cedar Park sale (.5); conference with M. Thomson regarding same (.2); final review of documents relating to same (.4)	1.10	434.50
12/14/18	N. Seim	Long correspondence with D. Billings regarding terms of proposed Cedar Park property (.4); follow-up telephone conference with same (.2); conference with M. Thomson regarding same (.1)	0.70	276.50
12/18/18	N. Seim	Review issues with sale motion, and conference with M. Baker regarding same (.5); telephone conference with D. Billings regarding same (.2)	0.70	276.50
01/04/19	M. Hunt	Review ecf on Trolley admin claim and request documents	0.10	46.00
01/11/19	M. Baker	Conference with M. Thomson regarding review of loan documents for museum proof of claim	0.40	134.00
01/14/19	M. Baker	Review loan documents related to McMinnville proof of claim	2.20	737.00
01/15/19	M. Thomson	Conference with M. Baker regarding Museum agreement documents and related legal issues	0.20	79.00
01/18/19	M. Baker	Draft memorandum analyzing museum claims, issues, and documents supporting same	2.60	871.00
02/01/19	N. Seim	Review and analyze documents regarding claim of Union Home Loans, and security for same	1.60	632.00
02/04/19	N. Seim	Conference with M. Thomson regarding Union Home claims (.3); review additional documents relating to value of properties	0.60	237.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00009  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 3

(.3)				
02/08/19	N. Seim	Long telephone conference with attorney for Union Homes regarding claims and properties securing the claims (.6); analyze issues with same (1.6)	2.20	869.00
02/12/19	N. Seim	Conference with M. Thomson regarding Union Homes liens and offer, property valuations, and outstanding issues (.4); prepare chart for same (1.1)	1.50	592.50
02/14/19	N. Seim	Conference with M. Thomson regarding Union Homes issues and property valuations (.2); telephone conference with attorney for Union Homes regarding same (.2)	0.40	158.00
02/22/19	N. Seim	Review email and listen to voicemail from J. Smith regarding Union homes, and analyze issues with relief from stay motion	0.50	197.50
03/08/19	M. Montoya	Analyze Baragoshi claim payoff issues and conference with M. Thomson regarding same	0.40	74.00
03/08/19	M. Montoya	Conduct research in connection with claim filed by Williamson County for ad valorem taxes (.5); conference with M. Thomson regarding same and regarding actions needed in connection therewith (.1); prepare letter to Williamson County regarding claims issues (.3); finalize same (.1)	1.00	185.00
03/25/19	M. Montoya	Conduct research regarding Trolley Square Ventures and GTR Source; email M. Thomson regarding same	0.30	55.50
03/25/19	N. Seim	Conference with M. Baker regarding Union Home loan documents and liens (.2); analyze issues with same (.4); correspondence with M. Baker	0.80	316.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00009  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 4

summarizing same (.2)

**Subtotal for** **7,988.00**

<b>Total for Legal Fees</b>	<b>\$7,988.00</b>
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<b>Total This Invoice</b>	<b>\$7,988.00</b>
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**Timekeeper Summary**

Timekeeper	Hours	Billed Rate	Amount
M. Baker	5.20	335.00	1,742.00
M. Thomson	0.20	395.00	79.00
M. Hunt	0.10	460.00	46.00
N. Seim	14.70	395.00	5,806.50
M. Montoya	1.70	185.00	314.50
<b>Total all Timekeepers</b>	<b>21.90</b>		<b>7,988.00</b>

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# EXHIBIT H



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F. Thomson, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00010  
Corporate Governance and Board Matters

**For Legal Services Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Legal Fees	\$16,892.00
Less Voluntary Reduction	(\$1,676.25)
<b>Total For Current Invoice</b>	<b>\$15,215.75</b>

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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00010**

**Corporate Governance and Board Matters**

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**For Legal Services Rendered Through March 31, 2019**

01/09/19	K. Shelton	Conferences with M. Montoya (.3); research regarding facilitating amendment filing; obtain Texas certificate of formation and revise amendment for filing (1.2); facilitate filing of same (.1)	1.60	360.00
01/09/19	M. Montoya	Conference (multiple) with M. Thomson regarding recording of Certificate of Amendment with the Texas Secretary of State; conference and corr with K. Shelton regarding same; email correspondence with M. Thomson regarding same	0.50	92.50
01/10/19	M. Thomson	Analyze corporate authorization issues, and email correspondence with K. Shelton regarding same and work needed	0.40	158.00
01/11/19	K. Shelton	Review and forward Texas amendment filing evidence; begin review of consents	0.50	112.50

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00010  
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01/14/19	M. Thomson	Analyze memorandum from K. Shelton regarding operating agreement and governance issues, and work needed to update same	0.20	79.00
01/14/19	K. Shelton	Review consents and operating agreements; prepare email correspondence to M. Thomson and M. Montoya regarding comments and action items	2.00	450.00
01/15/19	K. Shelton	Review operating agreements (1.0); prepare revised consents and amendments to operating agreements for The Falls entities (2.5)	3.50	787.50
01/16/19	K. Shelton	Continued preparation of resolutions and LLC amendment (1.5); email correspondence to M. Thomson and M. Montoya regarding same (.3); research state filings and requirements to amend managers (1.5)	3.30	742.50
01/17/19	K. Shelton	Email correspondence with M. Thomson and D. Day regarding consents and operating agreement amendments (.3); prepare state filings to update manager for Falls entities (2.2); email correspondence to M. Thomson and D. Day regarding same (.2)	2.70	607.50
01/18/19	K. Shelton	Email correspondence with M. Thomson; initial review of Falls at Trolley Square documents; review Oregon form of reinstatement	0.40	90.00
01/22/19	K. Shelton	Prepare consent of member and amendment to Operating Agreement for The Falls at Trolley Square (1.0); prepare reinstatement and reinstatement annual report for The Falls at McMinnville (1.1); email correspondence regarding same (.2)	2.30	517.50

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01/23/19	K. Shelton	Review and update consents regarding Trustee appointment date; review state filings; conference with D. Day	0.90	202.50
01/30/19	N. Wells	Research management auto-replacement upon Ch. 11 trustee appointment	1.90	674.50
01/30/19	D. Day	Review entity organizational documents and consent; provide comments on same	0.60	237.00
02/07/19	D. Day	Review consents and organizational documents and provide comments on same	2.80	1,106.00
02/07/19	K. Shelton	Conferences with D. Day (.2); review notes, Oregon and Texas filings and related information (1.3); email correspondence with CT and D. Day regarding Oregon and Texas filings (.3) (Billed at 1/2 time)	1.80	202.50
02/08/19	K. Shelton	Email correspondence with D. Day (.2); review organizational documents for The Falls entities (1.0); obtain and upload same (.8) (Billed at 1/2 time)	2.00	225.00
02/11/19	D. Day	Review consents and organizational documents and provide comments on same	2.10	829.50
02/11/19	K. Shelton	Conferences with D. Day (.2); research regarding and email correspondence with M. Thomson regarding registered agents (.3); obtain Illinois filing documents (.8); review and respond to D. Day email correspondence regarding documents (.5)	1.80	405.00
02/12/19	D. Day	Review and revise language in sample consent; conference with K. Shelton regarding same	0.40	158.00
02/12/19	K. Shelton	Conferences with D. Day (.5); finalize consents and operating agreement amendments for The Falls entities (5.4); research regarding and prepare final state jurisdiction filings (1.5) (Billed at 1/2	7.40	832.50

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Date	Client	Description	Hours	Amount
		time)		
02/13/19	D. Day	Review consents and filings and provide comments on same (1.6); conference with K. Shelton regarding same (.1)	1.70	671.50
02/13/19	K. Shelton	Conference with D. Day (.1); finalize consents and jurisdictional filings (1.0); conference with M. Thomson regarding same (.1); review Illinois articles (.5)	1.70	382.50
02/14/19	K. Shelton	Review Illinois amendment and related filings; email correspondence with M. Thomson regarding project status	0.30	67.50
02/19/19	M. Baker	Research Oregon dissolution statutes	0.70	234.50
02/19/19	K. Shelton	Review and obtain domestic filing documents from California and Arizona for The Falls at Elk Grove, Roseville and Gilbert entities (.6); draft resolutions and amendments to operating agreements (2.0)	2.60	585.00
02/20/19	K. Shelton	Finalize consents and prepare California and Arizona jurisdictional filings (.1); conference with D. Day (3.3); submit Colorado periodic report for The Falls at Austin Bluffs (.3) (Billed at 1/2 time)	3.70	416.25
02/21/19	K. Shelton	Facilitate Illinois, Oklahoma, Texas filings through CT and email correspondence regarding same (2.1); facilitate submissions of Utah information changes on-line and amendment filing (1.1)	3.20	720.00
02/22/19	K. Shelton	Review filing evidence from Illinois, Texas and Oklahoma; email correspondence to M. Thomson and M. Montoya	0.50	112.50
02/25/19	D. Day	Review consents and filings	0.80	316.00
02/25/19	K. Shelton	Obtain approval evidence for Utah entities; email correspondence regarding same;	0.60	135.00

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		conference with D. Day regarding additional documents		
02/26/19	K. Shelton	Conference and email correspondence with M. Thomson regarding California and Arizona filings and registered agent (.2); email correspondence and phone calls to Registered Agents (.3); revise California and Arizona filings (2.0); email correspondence with CT Corporation and facilitate filings in Arizona and California (.5); review and respond to email correspondence request for court order and Arizona urgency letter (.4)	3.40	765.00
02/27/19	K. Shelton	Email correspondence with M. Montoya and CT regarding court appointment for California filings (.1); prepare letter of urgency for Arizona filings and email correspondence with CT regarding Arizona submission (1.4)	1.50	337.50
02/28/19	M. Baker	Research issues related to reinstatement of McMinnville entity	1.10	368.50
02/28/19	K. Shelton	Email correspondence with CT regarding Arizona filing; email correspondence with M. Baker; facilitate filings of Statements of Information for Roseville and Elk Grove entities regarding new registered agent	0.80	180.00
03/01/19	K. Shelton	Review California Statement of Information filing evidence and email correspondence to M. Thomson regarding same	0.20	45.00
03/04/19	M. Baker	Draft analysis of administrative dissolution issues	0.70	234.50
03/05/19	K. Shelton	Review and forward Arizona filing confirmation regarding The Falls at Gilbert, LLC	0.10	22.50

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03/06/19	K. Shelton	Review Utah approval evidence regarding The Falls at Trolley Square; email correspondence to M. Thomson regarding same	0.20	45.00
03/07/19	M. Baker	Review organizational documents for Efalls	0.50	167.50
03/07/19	K. Shelton	Review and update documents for The Falls at McMinnville (.3); conference with M. Thomson (.2); facilitate Oregon filings regarding The Falls at McMinnville (.5); research regarding merger filings; email correspondence with M. Baker regarding same (.3)	1.30	292.50
03/08/19	K. Shelton	Email correspondence with CT Corporation regarding Oregon filings for McMinnville	0.20	45.00
03/11/19	K. Shelton	Review and forward Oregon filings regarding The Falls at McMinnville; email correspondence with CT regarding California filings	0.30	67.50
03/12/19	K. Shelton	Email correspondence with CT Corporation regarding California filings and follow-up regarding same; follow-up regarding filing evidence for statements of information and related charges	0.50	112.50
03/21/19	K. Shelton	Review and forward California filing evidence regarding The Falls at Elk Grove	0.10	22.50
<b>Subtotal for</b>				<b>15,215.75</b>

**Total for Legal Fees \$15,215.75**

**Total This Invoice \$15,215.75**

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**Timekeeper Summary**

<b>Timekeeper</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
N. Wells	1.90	355.00	674.50
M. Baker	3.00	335.00	1,005.00
M. Thomson	0.60	395.00	237.00
D. Day	8.40	395.00	3,318.00
K. Shelton	36.50	225.00	8,212.50
K. Shelton	14.90	112.50	1,676.25
M. Montoya	0.50	185.00	92.50
<b>Total all Timekeepers</b>	<b>65.80</b>		<b>15,215.75</b>

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# EXHIBIT I



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F. Thomson, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00012  
Employment and Fee Applications

**For Legal Services Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Legal Fees	\$28,173.50
Less Voluntary Reduction	(\$6,415.25)
<b>Total For Current Invoice</b>	<b>\$21,758.25</b>

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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00012**

**Employment and Fee Applications**

---

**For Legal Services Rendered Through March 31, 2019**

11/27/18	M. Montoya	Prepare declaration of P. Hunt in support of application employ Dorsey & Whitney	0.40	74.00
11/29/18	M. Montoya	Draft application to employ RMA (.7); prepare declaration of G. Miller in support (.3); prepare order (.2)	1.20	222.00
11/29/18	M. Montoya	Prepare stipulated order approving application employ real estate broker	1.00	185.00
11/30/18	M. Hunt	Review and revise JLL listing agreement, including analysis of same	0.80	368.00
12/03/18	M. Hunt	Final comments on JLL listing agreement and instructions to staff on same (.5); correspondence with trustee and JLL re same (.1)	0.60	276.00
12/04/18	M. Montoya	Revisions to stipulated order employ JLL; email correspondence with P. Hunt in	0.20	37.00

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		connection therewith		
12/04/18	M. Baker	Conference with P. Hunt regarding amended applications	0.10	33.50
12/04/18	M. Hunt	Final revisions to JLL proposed order and correspondence with the committee on same (.2); conference with M. Baker re amendments to JLL contracts suggested by the Judge and need for second amended applications for each debtor (.2)	0.40	184.00
12/04/18	M. Hunt	Review trustee's comments on listing JLL agreement, further revisions to incorporate same, and instructions to staff	0.30	138.00
12/07/18	M. Baker	Draft employment agreements with JLL for Clovis, Fresno, and Bricktown	1.50	502.50
12/08/18	M. Hunt	Review conflicts report and revise employment declaration; correspondence with M. Montoya re same (.6); follow up correspondence with M. Thomson re same (.1); correspondence with J. McKinlay re JLL employment issues (.1)	0.80	368.00
12/09/18	M. Hunt	Finish declaration on Dorsey employment application	1.30	598.00
12/10/18	M. Hunt	Meeting with JLL re properties and employment (1.0); follow up with M. Baker on listing agreements needed (.1)	1.10	506.00
12/11/18	M. Montoya	Revisions to employment application declaration; email correspondence with P. Hunt in connection therewith	0.30	55.50
12/11/18	M. Hunt	Finalize Dorsey employment declaration and instructions to C. Long on filing and service (.2); finalize application and amend proposed order, instructions to M. Montoya (.2); revise and comment on Claro engagement letter (.9); review email from trustee and further revise agreement	1.50	690.00

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		and send to trustee (.2)		
12/12/18	M. Baker	Draft agreements for subsidiary entities to employ JLL (2.0); draft application to employ JLL for main debtor case (2.0) (Billed at 1/2 time)	4.00	670.00
12/12/18	J. McKinlay	Edit JLL real estate listing agreements (.9); edit application to employ RMA (1.2); edit application to employ JLL (.5) (Billed at 1/2 time)	2.60	500.50
12/13/18	M. Baker	Draft applications to employ JLL in subsidiary bankruptcy cases	1.00	335.00
12/13/18	J. McKinlay	Draft orders approving applications to employ (1.3); edit Gil Miller application to employ (.5)	1.80	693.00
12/14/18	M. Hunt	Correspondence with J. McKinlay re JLL employment issues	0.10	46.00
12/14/18	J. McKinlay	Draft declaration of B. Anderson in support of Application to Employ (1.8); edit listing agreements (.8) (Billed at 1/2 time)	2.60	500.50
12/17/18	M. Montoya	Revisions to application employ The Claro Group (.5); revisions to affidavit in support (.3); prepare order (.2)	1.00	185.00
12/18/18	M. Montoya	Make revisions pleadings to employ Claro per email from J. Peterson and email M. Thomson regarding same (.3); prepare PDF redline and clean versions of pleadings and forward to M. Thomson, P. Hunt, and J. McKinlay per M. Thomson's request (.2)	0.50	92.50
12/18/18	J. McKinlay	Edit application (.5), affidavit (.6), and order (.3) for Claro	1.40	539.00
12/18/18	J. McKinlay	Edit listing agreement with JLL	0.40	154.00
12/19/18	M. Montoya	Finalize pleadings for employment of	0.60	111.00

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		Claro and email to the trustee and his counsel (.2); revisions to pleadings per J. McKinlay (.1); email correspondence with M. Thomson and correspondence with J. McKinlay regarding pleadings (.1); finalize and file same (.1); email filed documents to The Claro Group (.1)		
12/19/18	J. McKinlay	Edit Claro affidavit (.2); edit Claro application (.1)	0.30	115.50
12/19/18	M. Baker	Review proposed changes to agreements with JLL	0.30	100.50
12/20/18	M. Montoya	Preparation of amended declaration of G. Miller (.2); make revisions (.2)	0.40	74.00
12/20/18	M. Baker	Review proposed riders to listing agreements with JLL	0.80	268.00
12/20/18	J. McKinlay	Analyze proposed edits to each of the JLL Listing Agreements (.4); email B. Anderson concerning edits to JLL Listing Agreements (.1)	0.50	192.50
12/21/18	J. McKinlay	Edit listing agreement for Clovis (.6); edit listing agreement for Burr Ridge (.4); edit listing agreement for St. George (.3); edit listing agreement for Stone Oak (.7); edit listing agreement for Beaverton (.3); edit listing agreement for Cutten Road (.3); edit listing agreement for Austin Bluffs (.4) (Billed at 1/2 time)	3.00	577.50
12/21/18	M. Montoya	Finalize and file amended declaration of G. Miller; telephone conference with T. Coates at the bankruptcy court regarding hearing on application employ accountants (leave detailed message); telephone conference (2) with T. Coates; email correspondence with M. Thomson regarding same (.3); telephone conference with T. Coates (2) regarding hearing issues	1.10	203.50

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		(.1); prepare notice of hearing (.6); conference with M. Thomson regarding same; email P. Hunt and G. Miller regarding proposed hearing date (.1)		
12/27/18	M. Montoya	Finalize and file notice of hearing on application employ accountants	0.10	18.50
01/03/19	J. McKinlay	Edit application to employ Jones Lang LaSalle Americas, Inc. (.8); edit order granting application to employ Jones Lang LaSalle Americas, Inc. (.6); conference with A. Kushen concerning JLL listing agreements (.2)	1.60	616.00
01/04/19	M. Montoya	Telephone conference with J. McKinlay regarding listing agreements; save revised listing agreements (redline and clean versions) to NetDocs	0.50	92.50
01/04/19	J. McKinlay	Edit application to employ JLL in St. George case (.7); edit application to employ JLL in Clovis case (1.1); edit declaration of B. Anderson to employ JLL in St. George case (.6); edit declaration of B. Anderson to employ JLL in Clovis case (.8); edit order authorizing JLL employment in Clovis case (.5); edit order authorizing JLL employment in St. George case (.5); edit declaration of B. Anderson in application to employ JLL in The Falls Event Center (.3); review member consents concerning authority to file employment applications (.7) (Billed at 1/2 time)	5.20	1,001.00
01/04/19	M. Hunt	Correspondence with D. Brickley re hearing on motion to employ	0.10	46.00
01/04/19	M. Montoya	Compile copies of consents; email correspondence with the trustee and his counsel regarding same; analyze file and email in connection therewith	0.50	92.50

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01/08/19	J. McKinlay	Edit application to employ JLL at The Falls at St. George (.3); edit application to employ JLL at The Falls at Clovis (.2); edit Amended Declaration of B. Anderson in support of application to employ JLL at The Falls at St. George (.4); edit Amended Declaration of B. Anderson in support of application to employ JLL at The Falls at Clovis (.4); edit order approving JLL application The Falls at St. George (.2); edit order approving JLL application The Falls at Clovis (.2)	1.70	654.50
01/09/19	J. Wiest	Draft motion for interim fee application procedures (Billed at 1/2 time)	6.10	960.75
01/09/19	J. McKinlay	Edit application to employ JLL for The Falls Event Center, LLC bankruptcy case (.4); edit declaration of B. Anderson in support of application to employ JLL (.6); edit order to employ JLL for The Falls Event Center, LLC (.3)	1.30	500.50
01/10/19	J. Wiest	Draft order granting motion to establish fee procedures (1.6); draft notice of motion (1.0) (Billed at 1/2 time)	2.60	409.50
01/11/19	J. McKinlay	Edit JLL listing agreements	0.20	77.00
01/15/19	J. McKinlay	Edit employment application of JLL for The Falls Event Center, LLC (.3); edit order approving employment of JLL (.1)	0.40	154.00
01/17/19	M. Montoya	Revise order employ RMA	0.20	37.00
01/17/19	M. Hunt	Review and revise motion, notice and order on fee procedures and correspondence with trustee (Billed at 1/2 time)	1.40	322.00
01/18/19	M. Montoya	Prepare binders for hearings on applications for authorization to employ RMA and the Claro Group (.3); revise	0.50	92.50

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		order employ RMA (.1); revise order employ the Claro Group (.1)		
01/18/19	J. Wiest	Revise motion for fee procedures, notice, and proposed order (1.5); correspondence with P. Hunt and M. Thomson re same (.4) (Billed at 1/2 time)	1.90	299.25
01/22/19	M. Montoya	Prepare certificate of service for notice on fee procedures motion; email correspondence with trustee and his counsel regarding same	0.20	37.00
01/22/19	J. McKinlay	Edit order to employ RMA (.2) edit order to employ Claro (.2); email L. Cayton and E. Ostrow concerning order to employ RMA (.1)	0.50	192.50
01/22/19	J. Wiest	Revise motion for fee procedures and proposed order (.9); correspondence with P. Hunt and M. Thomson re same (.2)	1.10	346.50
01/22/19	M. Hunt	Prepare for hearing on RMA fee application, including reviewing law, conferences with trustee and RMA (1.2); prepare for hearing on Claro employment application, including reviewing all papers (.3); attend hearing on same (.7); revise draft order on RMA application to reflect hearing, and instructions to J. McKinlay on same and Claro group order (.3); comment on Claro order (.1)	2.60	1,196.00
01/22/19	M. Hunt	Correspondence with B. Wride re withdrawal issues (.1); correspondence with and short conference with J. Wiest re fee procedures motion, review draft as revised and further comment on same (.2)	0.30	138.00
02/04/19	J. McKinlay	Email B. Anderson concerning signed listing agreements for JLL	0.20	77.00
02/05/19	J. Wiest	Review and revise fee procedures motion	0.30	94.50

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		(.2); correspondence with M. Thomson, G. Miller, E. Ostrow, D. Brickley, M. Gardner, D. Bateman, and P. Hunt re same (.1)		
02/07/19	M. Montoya	Correspondence with M. Thomson regarding filing of fee procedures motion and related notice; finalize and file same	0.30	55.50
02/07/19	J. Wiest	Review and revise motion for fee procedures, notice, and order	0.80	252.00
02/08/19	J. Wiest	Review notice of motion for fee procedures	0.10	31.50
02/14/19	M. Montoya	Email correspondence with M. Thomson regarding employ special counsel; analyze e-mails and documents in connection therewith (.2); prepare application employ M   B Law Group as special counsel (1.0)	1.20	222.00
02/14/19	J. Wiest	Phone call with E. Ostrow re fee app procedure order	0.10	31.50
02/15/19	M. Montoya	Prepare certificate of service for RMA's first and final fee application for CRA; email correspondence with M. Thomson regarding same; file fee application	0.30	55.50
02/15/19	J. Wiest	Correspondence with E. Ostrow and M. Thomson re committee's professionals' first fee application	0.60	189.00
02/15/19	M. Montoya	Draft declaration of M. Farrell in support of application employ M   B Law Group (.4); prepare proposed order (.2)	0.60	111.00
02/18/19	J. McKinlay	Edit certificate of service for McMinnville	0.20	77.00
02/19/19	M. Montoya	Prepare application employ CKR Law Group as special counsel (.4); prepare declaration of C. Robinson in support (.4); prepare order (.1); email draft documents to C. Robinson for his review and revisions	1.00	185.00

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.



Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00012  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 9

		(.1)		
02/20/19	M. Montoya	Prepare binders for hearings on Holland & Hart and RMA's fee application; calendar objection deadline and hearing date; email correspondence and conference with P. Hunt in connection therewith	0.30	55.50
02/27/19	M. Montoya	Revise order granting motion establish fee procedures; email P. Hunt in connection therewith	0.40	74.00
02/27/19	J. Wiest	Amend fee procedures order	0.30	94.50
02/28/19	M. Montoya	Finalize and upload fee procedures order (.2); update hearing binder per email from P. Hunt (.2); review court's docket entry regarding hearing; email correspondence with P. Hunt regarding same (.1)	0.50	92.50
03/11/19	J. Wiest	Draft order granting fee procedures motion	0.80	252.00
03/11/19	J. McKinlay	Draft application to employ JLL as real estate broker for McMinnville in TFEC case (1.2); draft application to employ JLL as real estate broker for McMinnville in McMinnville case (.6); draft declaration of B. Anderson in support of application to employ JLL as real estate broker for McMinnville in TFEC case (.7); draft declaration of B. Anderson in support of application to employ JLL as real estate broker for McMinnville in McMinnville case (.4); draft order approving employment of JLL as real estate broker for McMinnville in McMinnville case (.4); draft order approving employment of JLL as real estate broker for McMinnville in TFEC case (.3); draft and edit McMinnville listing agreement (.8); email B. Anderson and A. Kushen concerning employment agreement (.2) (Billed at 1/2	4.60	885.50

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, The Falls Event Center LLC  
 Client-Matter No.: 508731-00012  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 10

Date	Client	Description	Hours	Amount
		time)		
03/12/19	M. Montoya	Prepare order on RMA's fee application; email correspondence with M. Thomson regarding same; email correspondence with G. Miller and D. Bateman regarding same; finalize and upload same	0.50	92.50
03/12/19	J. McKinlay	Edit Application to Employ JLL as Real Estate Broker for McMinnville	0.20	77.00
03/12/19	J. Wiest	Correspondence with P. Hunt and M. Thomson re fee procedures order	0.20	63.00
03/12/19	M. Thomson	Analyze docket and pleadings, and revise order on RMA's fee application	0.20	79.00
03/12/19	M. Hunt	Review and revise fee procedures order and email to J. Wiest	0.30	138.00
03/14/19	J. Wiest	Review and revise fee procedures order	0.40	126.00
03/18/19	J. Wiest	Correspondence with P. Hunt and M. Thomson re fee procedures order	0.10	31.50
03/19/19	M. Montoya	Conference with M. Thomson regarding outcome of hearing on RMA's fee application and actions needed in connection therewith; revise order; finalize and file same	0.30	55.50
03/19/19	J. McKinlay	Review edits from A. Kushen to JLL McMinnville employment application	0.40	154.00
03/20/19	J. McKinlay	Edit declaration of B. Anderson in support of JLL as real estate broker for McMinnville	0.40	154.00
03/21/19	M. Montoya	Begin drafting 1st fee application	0.50	92.50
03/26/19	M. Montoya	Continue drafting fee application	1.80	333.00
03/28/19	J. McKinlay	Edit McMinnville JLL application	0.50	192.50
03/29/19	M. Montoya	Revise employment pleadings related to employment of JLL for McMinnville	0.90	166.50

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, The Falls Event Center LLC  
 Client-Matter No.: 508731-00012  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 11

property to file in TFEC case (.2); Revise employment pleadings related to employment of JLL for McMinnville property to file in McMinnville case (.2); prepare notice of hearing (TFEC) (.2); prepare notice of hearing (McMinnville) (.2); telephone conference (2) with bankruptcy court to schedule hearings (.1)

03/29/19	J. McKinlay	Edit declaration to employ JLL for McMinnville (.3); edit declaration to employ JLL for TFEC for McMinnville property (.4); edit order on application to employ (.1); edit application to employ JLL in McMinnville case (.3); edit application to employ JLL in TFEC case for McMinnville property (.4) (Billed at 1/2 time)	1.50	288.75
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**Subtotal for** **21,758.25**

<b>Total for Legal Fees</b>	<b>\$21,758.25</b>
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<b>Total This Invoice</b>	<b>\$21,758.25</b>
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**Timekeeper Summary**

<b>Timekeeper</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
J. McKinlay	12.00	385.00	4,620.00
J. McKinlay	19.50	192.50	3,753.75
J. Wiest	4.80	315.00	1,512.00
J. Wiest	10.60	157.50	1,669.50
M. Baker	3.70	335.00	1,239.50
M. Baker	4.00	167.50	670.00
M. Thomson	0.20	395.00	79.00
M. Hunt	10.20	460.00	4,692.00

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Michael F. Thomson, The Falls Event Center LLC  
Client-Matter No.: 508731-00012  
Invoice No.: \*\*\*\*\*

April 15, 2019  
Page 12

<b>Timekeeper</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
M. Hunt	1.40	230.00	322.00
M. Montoya	17.30	185.00	3,200.50
<b>Total all Timekeepers</b>	<b>83.70</b>		<b>21,758.25</b>

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**

# EXHIBIT J



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F. Thomson, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00016  
Meetings and Communications with Creditors

**For Legal Services Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Legal Fees	\$3,587.50
<b>Total For Current Invoice</b>	<b>\$3,587.50</b>

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

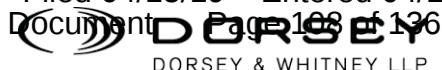
Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

(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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00016**

**Meetings and Communications with Creditors**

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**For Legal Services Rendered Through March 31, 2019**

12/12/18	M. Hunt	Attend 341 meeting for The Falls at Clovis	1.20	552.00
12/20/18	M. Hunt	Correspondence with M. Hindley re meeting and correspondence with trustee re investor communication issues (.1); review correspondence on statements and schedules and other tasks (.1)	0.20	92.00
12/27/18	M. Hunt	Attend 341 meetings for Fresno and Brickyard	0.80	368.00
12/27/18	M. Hunt	Email to committee counsel re communication issues	0.10	46.00
01/14/19	M. Montoya	Analyze statements, schedules, and related amendments, and make notes for § 341 meeting	3.00	555.00
01/14/19	M. Hunt	Conference with M. Thomson joined by P. Kuhn on 341 meeting for TFEC	0.10	46.00

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



Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00016  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 2

01/14/19	M. Hunt	Call with J. Smith re Union Home Loan issues, and follow up email	0.50	230.00
01/15/19	M. Hunt	Attend TFEC meeting of creditors	0.50	230.00
01/18/19	M. Hunt	Review email from committee counsel, conference with trustee and respond to same	0.10	46.00
01/30/19	M. Baker	Prepare for and attend meeting of creditors in Clovis case	1.50	502.50
03/08/19	M. Hunt	Correspondence re meeting with committee	0.20	92.00
03/11/19	M. Hunt	Prepare for committee call tomorrow	0.40	184.00
03/12/19	M. Hunt	Call with Committee and follow up with Trustee	1.40	644.00
<b>Subtotal for</b>				<b>3,587.50</b>

<b>Total for Legal Fees</b>	<b>\$3,587.50</b>
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<b>Total This Invoice</b>	<b>\$3,587.50</b>
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**Timekeeper Summary**

<b>Timekeeper</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
M. Baker	1.50	335.00	502.50
M. Hunt	5.50	460.00	2,530.00
M. Montoya	3.00	185.00	555.00
<b>Total all Timekeepers</b>	<b>10.00</b>		<b>3,587.50</b>

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 K



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F. Thomson, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00019  
Real Estate

**For Legal Services Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Legal Fees	\$9,399.50
<b>Total For Current Invoice</b>	<b>\$9,399.50</b>

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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00019**

**Real Estate**

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**For Legal Services Rendered Through March 31, 2019**

12/10/18	M. Durrant	Meeting with broker to discuss properties	1.20	498.00
12/14/18	M. Durrant	Conference with M. Thomson regarding McMinnville properties	0.40	166.00
12/21/18	M. Montoya	Correspondence and telephone conference with M. Baker regarding The Falls at Fresno real property issues	0.10	18.50
01/02/19	M. Baker	Review loan documents for McMinnville property	0.70	234.50
01/02/19	M. Durrant	Review Falls Center Lease and rider; e-mail comments to P. Hunt	1.70	705.50
01/03/19	M. Durrant	Review revisions to AIR Lease and Rider; provide indemnification language; e-mails to P. Hunt	0.70	290.50
01/04/19	M. Baker	Review subsidiary loan documents and update chart of same	2.10	703.50

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



Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00019  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 2

01/04/19	M. Durrant	Review McMinville property title and exception documents	0.70	290.50
01/07/19	M. Baker	Compile chart of outstanding liens and related issues for all properties owned by debtor and debtor subsidiaries	1.40	469.00
01/08/19	M. Baker	Review e-mail correspondence from title company regarding Fresno property	0.20	67.00
01/16/19	M. Thomson	Analyze notices of postponement of foreclosure sale on Fresno property	0.20	79.00
01/31/19	M. Baker	Review and draft analysis of loan documents with RLS on Gilbert and Littleton properties	2.80	938.00
02/04/19	M. Thomson	Multiple email correspondence with counsel for iBorrow and RMA regarding issues related to Elk Grove lease	0.30	118.50
02/13/19	M. Durrant	Conference regarding Falls properties; prepare San Antonio deal points; conference with attorney for Burr Ridge	2.30	954.50
02/18/19	M. Durrant	Review Elk Grove Estoppel form; comments to M. Thomson	0.50	207.50
02/19/19	M. Durrant	Review McMinnville survey; e-mails to P. Jorgensen regarding review of parcels	0.90	373.50
02/25/19	M. Durrant	Falls meeting	0.60	249.00
03/01/19	C. Hofmeister	Review title and survey to identify liens on each parcel	0.30	66.00
03/04/19	M. Durrant	Prepare St. George redline; e-mail to M. Thomson; meeting to discuss Falls properties	2.30	954.50
03/05/19	C. Hofmeister	Review title work to identify liens on particular parcels	0.20	44.00
03/08/19	C. Hofmeister	Review title and survey to determine which liens apply to which parcels	1.30	286.00

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

Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00019  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 3

03/11/19	C. Hofmeister	Review title and survey to confirm liens against certain parcels	0.90	198.00
03/11/19	P. Jorgensen	Conference with C. Hofmeister regarding project to list liens by property	0.40	132.00
03/12/19	C. Hofmeister	Review title and survey to determine liens against particular parcels	0.80	176.00
03/13/19	C. Hofmeister	Review title and survey to determine liens against particular parcels	0.20	44.00
03/14/19	C. Hofmeister	Draft chart to show liens on particular parcels	0.70	154.00
03/15/19	C. Hofmeister	Contact title company to get missing exception documents and coordinate update of tax section of title commitment	0.20	44.00
03/20/19	M. Baker	Review and analyze deeds of trust on McMinnville property	1.20	402.00
03/21/19	M. Baker	Review lien analysis on McMinnville property and conduct avoidance analysis on same	1.00	335.00
03/22/19	M. Baker	Conduct analysis of McMinnville liens	0.60	201.00
<b>Subtotal for</b>				<b>9,399.50</b>

**Total for Legal Fees \$9,399.50**

**Total This Invoice \$9,399.50**

### Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
M. Durrant	11.30	415.00	4,689.50
M. Baker	10.00	335.00	3,350.00
M. Thomson	0.50	395.00	197.50

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



Michael F. Thomson, The Falls Event Center LLC  
Client-Matter No.: 508731-00019  
Invoice No.: \*\*\*\*\*

April 15, 2019  
Page 4

<b>Timekeeper</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
P. Jorgensen	0.40	330.00	132.00
M. Montoya	0.10	185.00	18.50
C. Hofmeister	4.60	220.00	1,012.00
<b>Total all Timekeepers</b>	<b>26.90</b>		<b>9,399.50</b>

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

# EXHIBIT L



SALT LAKE CITY OFFICE  
801-933-7360

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Michael F. Thomson, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00020  
Relief from Stay and Adequate Protection

**For Legal Services Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Legal Fees	\$32,164.50
Less Voluntary Reduction	(\$1,920.00)
<b>Total For Current Invoice</b>	<b>\$30,244.50</b>

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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00020**

**Relief from Stay and Adequate Protection**

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**For Legal Services Rendered Through March 31, 2019**

12/03/18	M. Montoya	Calendar continued hearings on RLS Capital's motions for relief in The Falls at Gilbert and The Falls of Littleton	0.10	18.50
12/06/18	M. Hunt	Prepare for hearing for relief from stay, including analysis of issues and witnesses and conference with Trustee (.7); attend hearing for relief from stay on Gilbert and Littleton and follow up (1.0)	1.70	782.00
12/08/18	M. Hunt	Conference with G. Miller and D. Bateman re adequate protection and property issues	2.00	920.00
12/10/18	M. Hunt	Correspondence with R. Terry re meeting on motion and adequate protection	0.10	46.00
12/11/18	M. Hunt	Correspondence re Gilbert adequate protection	0.10	46.00
12/14/18	M. Hunt	Meeting with R. Terry re Gilbert and Littleton, and post meeting strategy (1.3);	2.00	920.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00020  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 2

		review information provided by G. Miller and prepare for R. Terry (.4); correspondence with R. Terry re adequate protection (.2); request additional organizational papers from G. Miller and correspondence with M. Thomson (.1)		
12/17/18	M. Hunt	Correspondence with R. Terry re adequate protection settlement offer	0.10	46.00
12/18/18	M. Hunt	Conference with R. Terry re Gilbert adequate protection (.1); attend preliminary hearing and conference with M. Thomson (.6)	0.70	322.00
12/18/18	J. McKinlay	Analyze motion for relief from the automatic stay for McMinnville	0.20	77.00
12/28/18	M. Montoya	Calendar deadline to object to M. Lui's motion for relief from stay filed in the Falls at McMinnville case for the trustee and his counsel	0.10	18.50
12/28/18	M. Montoya	Telephone conference with S. Allen regarding continuance on RLS Capital's motion for relief from stay; analyze S. Allen's email in connection with same and email M. Thomson and his counsel regarding same (The Falls at Gilbert)	0.20	37.00
12/28/18	M. Hunt	Call to J. Anderson and follow up on same (.2); conference with J. Anderson, followed by discussion with the Trustee, and correspondence with J. Anderson re stipulation on relief from stay (.4)	0.60	276.00
12/31/18	J. McKinlay	Draft opposition to motion for relief from stay	1.40	539.00
12/31/18	M. Montoya	Listen to voice message from S. Allen regarding continuance; forward to trustee and P. Hunt for response; telephone conference with S. Allen regarding	0.20	37.00

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.

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

Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00020  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 3

		continuance (leave detailed message); email S. Allen regarding same		
01/02/19	M. Hunt	Call with J. Anderson and follow up email on hearing for relief from stay and settlement	0.10	46.00
01/02/19	J. McKinlay	Draft opposition to relief from stay	0.90	346.50
01/04/19	M. Hunt	Review emails from RMA on Gilbert adequate protection and email to trustee re same	0.10	46.00
01/07/19	M. Montoya	Telephone conference with J. McKinlay regarding opposition to motion for relief from stay; revise certificate of service	0.30	55.50
01/07/19	J. McKinlay	Draft McMinnville opposition to motion for relief from stay (1.3); edit McMinnville opposition to motion for relief from stay (1.8) (Billed at 1/2 time)	3.10	596.75
01/07/19	M. Baker	Revise objection to motion for relief from stay (.5); research for same (.7); phone conference with J. McKinley regarding same (.2)	1.40	469.00
01/07/19	M. Thomson	Revise opposition to Liu's motion for relief from stay, and multiple email correspondence with J. McKinlay regarding same	1.40	553.00
01/07/19	M. Hunt	Review email from Trustee on Gilbert counterproposal; conferences with Trustee re R. Terry proposal on Gilbert, and draft counterproposal (.3); conference with J. Anderson re Trolley stay relief motion and email to Trustee (.3); draft proposal to J. Anderson on relief from stay stipulation (.3)	0.90	414.00
01/08/19	M. Hunt	Prepare for and attend hearing on Gilbert motion for relief from stay (1.); analysis of Trolley counteroffer, and conference with	4.30	1,978.00

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.

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



Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00020  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 4

		trustee re same (.4); call with J. Anderson (.3); settlement conference with J. Anderson on stay relief motion (.9); attend hearing on same (1.7)		
01/09/19	M. Hunt	Review correspondence, and email to J. Anderson on relief from stay stipulation and proposed notice	0.10	46.00
01/12/19	M. Hunt	Review and revise Trolley relief from stipulation, and correspondence with M. Thomson re same	1.00	460.00
01/14/19	M. Hunt	Review trustee's comments to Trolley relief from stay stipulation, incorporate changes, and correspondence with J. Anderson	0.30	138.00
01/15/19	M. Hunt	Conferences with J. Anderson and chambers re rfs stipulation and hearing on Trolley motion	0.40	184.00
01/16/19	M. Hunt	Analysis of Gilbert and Littleton adequate protection issues and draft offer	0.40	184.00
01/17/19	M. Hunt	Attend hearing on RLS relief from stay and follow up with committee counsel after (.5); conference with Trustee re potential settlement (.1); email to D. Bateman re same (.1); review J. Anderson revisions of Trolley rfs stipulation and analysis of same, conference with trustee, redline document, and email to J. Anderson (.4)	1.10	506.00
01/17/19	M. Baker	Review and draft summary of museum documents supporting proof of claim and security interest (1.5); review motion for relief from stay related to same (.6); conference with M. Thomson regarding issues related to same (.3)	2.40	804.00
01/18/19	M. Montoya	Prepare binders for pretrial conference on	0.20	37.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00020  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 5

		RLS's motion for relief from stay (The Falls at Gilbert)	
01/18/19	M. Baker	Review documents for response to motion for relief from stay filed by museum in McMinnville case	0.60 201.00
01/18/19	M. Hunt	Read correspondence on Gilbert/Littleton tax liability issues, and respond to same	0.10 46.00
01/18/19	M. Hunt	Conference with M. Burke re offer, and follow up with trustee	0.40 184.00
01/22/19	M. Hunt	Review correspondence from R. Terry re Gilbert and respond to same; call with R. Terry re stipulation (.2); prepare for and attend hearing on Gilbert rfs motion (.6); review email from J. Anderson and redline of stipulation, and correspondence with trustee (.1)	0.90 414.00
01/23/19	M. Thomson	Conference with M. Baker regarding issues to address in objection to Museum's motion for relief from stay	0.20 79.00
01/23/19	M. Baker	Draft response to motion for relief from stay filed by Museum in McMinnville case (Billed at 1/2 time)	4.30 720.25
01/24/19	M. Baker	Draft response to Evergreen's motion for relief from stay	2.60 871.00
01/25/19	M. Hunt	Review and revise stipulation on RLS motion for relief from stay	1.20 552.00
01/25/19	M. Baker	Draft objection to Museum's motion for relief from stay	2.40 804.00
01/28/19	M. Hunt	Review trustee's changes to Gilbert agreement, further modify same; correspondence re same; correspondence with J. Anderson re stipulation with Trolly and motion to extend lease deadline; correspondence with R. Terry re settlement	1.30 598.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00020  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
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01/28/19	M. Baker	Revise objection to motion for relief from stay filed by Museum	0.90	301.50
01/29/19	M. Hunt	Correspondence with R. Terry re Gilbert stipulation; correspondence with J. Anderson re Trolley	0.10	46.00
01/29/19	M. Baker	Revise and finalize objection to motion for relief from stay filed by Museum (Billed at 1/2 time)	3.60	603.00
01/29/19	M. Thomson	Revise opposition to museum creditors' motion for relief from stay, and conference with M. Baker regarding same	1.40	553.00
01/30/19	M. Hunt	Review R. Terry correspondence and conference with Trustee (.2); call with R. Terry re amendments to stipulation (.3); follow up on same (.2)	0.70	322.00
01/31/19	M. Hunt	Correspondence on Gilbert motion and on Trolly stipulation issues; review M. Baker analysis on RLS claims and correspondence on same	0.50	230.00
02/01/19	M. Hunt	Conference with R. Terry re Gilbert rfs motion and follow up with Trustee	0.40	184.00
02/05/19	M. Thomson	Review Liu's notice of continuance of hearing on motion for relief from stay without date	0.10	39.50
02/07/19	M. Baker	Review reply to motion for relief from stay (.5); research and analyze cases cited in same (.8)	1.30	435.50
02/08/19	M. Baker	Draft outline for hearing on motion for relief from stay	0.30	100.50
02/11/19	M. Hunt	Read all papers re Museum motion to dismiss and analysis of same; begin reading all papers on motion for Museum motion for relief from stay	2.00	920.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00020  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
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02/11/19	M. Baker	Draft outline for hearing on motion for relief from stay filed by Museum	1.00	335.00
02/12/19	M. Hunt	Finish reading Museum relief from stay papers and analysis of same (1.0); read exhibits (2.0); prepare for hearing, including conferences with trustee and M. Baker re arguments; attend hearing and post hearing meetings (2.0); review R. Terry revisions to RFS stipulation, further revise document, conference with trustee re same, and correspondence with R. Terry (1.0)	6.00	2,760.00
02/12/19	M. Baker	Assist with preparation for hearing on objection to motion for relief from stay	1.30	435.50
02/13/19	M. Hunt	Correspondence with chambers re Gilbert hearing; correspondence with J. Anderson re Trolley financial's	0.10	46.00
02/13/19	M. Baker	Draft objection to relief from stay filed by Abey Baraghoshi	2.50	837.50
02/18/19	M. Hunt	Correspondence and call with M. Hindley; correspondence with trustee re nondisclosure agreement, including review of same	0.30	138.00
02/20/19	M. Hunt	Conference with Trustee re Trolley lease issues; review settlement agreement; draft email to J. Anderson; correspondence with J. Anderson re same	0.40	184.00
02/21/19	M. Hunt	Call with J. Anderson re Trolley lease issues; correspondence with R. Terry re Gilbert and Littleton (.1); compare proposed Gilbert RFS stipulation with notes, modify same, email to trustee re same, and email to R. Terry re same (.4); analysis of Trolley issues and correspondence with Trustee (.1); revise proposed Littleton RFS stipulation,	1.10	506.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00020  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 8

		including review of contracts and corrections based on same, email to D. Bateman and trustee re same (.5)		
02/22/19	M. Montoya	Prepare notice of stipulations and notice of opportunity for hearing (1.3); email correspondence with P. Hunt and analyze stipulations in connection with same (.2); prepare certificate of service to file in TFEC (.1); prepare certificate of service to file in Gilbert (.1); prepare certificate of service to file in Littleton (.1)	1.80	333.00
02/22/19	M. Hunt	Correspondence with M. Thomson re Trolley (.1); finalize Gilbert and Littleton stipulations and correspondence with R. Terry and M. Montoya (.4); correspondence and conference with M. Thompson re Trolley notification, and draft same to J. Anderson (.4); correspondence with R. Terry on Gilbert and Littleton stipulations (.1)	1.00	460.00
02/22/19	M. Hunt	Call with M. Hindley re McMinneville status	0.10	46.00
02/22/19	M. Montoya	Finalize stipulation with RLS for M. Thomson's signature	0.10	18.50
02/25/19	M. Montoya	Revise notice and related certificates of service (.3); email correspondence with P. Hunt in connection therewith (.1); instruct E. Johnson and C. Long on preparation for mailing (.1)	0.50	92.50
02/25/19	J. McKinlay	Email P. Hunt concerning stipulations resolving relief from stay motions	0.20	77.00
02/25/19	M. Baker	Revise objection to motion for relief from stay by A. Baraghoshi	0.40	134.00
02/25/19	M. Hunt	Correspondence re Gilbert and Littleton stipulations and notices (.1);	1.90	874.00

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00020  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
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		correspondence with R. Terry re stipulations and conference with M. Thomson re same (.2); analysis of issues on stipulation, including form to bring to court (.3); revise notice of hearing (.6); draft facts for motion and email to J. McKinlay re finalizing same (.7)		
02/26/19	M. Montoya	Review e-mails from P. Hunt regarding stipulations and related motion and notice (.1); email cor with J. McKinlay regarding same (.1); telephone conference (2) with J. McKinlay regarding same (.3); email correspondence with P. Hunt and J. McKinlay regarding same (.1); conf with staff re noticing issues (.1)	0.70	129.50
02/26/19	J. McKinlay	Edit notice of motion to approve stipulations (1.2); draft motion to approve stipulations (2.1)	3.30	1,270.50
02/27/19	M. Montoya	Revise motion to approve stipulations with RLS and related notice	0.20	37.00
02/28/19	M. Montoya	Prepare binders for hearing on Baraghoshi's motion for relief from stay in the Clovis case per email from P. Hunt	0.40	74.00
02/28/19	J. McKinlay	Edit notice of Gilbert & Littleton stipulations (.3); edit motion approving Gilbert & Littleton stipulations (.7)	1.00	385.00
02/28/19	M. Baker	Finalize and file objection to motion for relief filed by A. Baraghoshi (.2); review committee's joinder to same (.2)	0.40	134.00
02/28/19	M. Montoya	Revisions to motion to approve stipulation and related notice (.1); finalize and file same (.2); instruct E. Johnson and C. Long on service issues (.1); revise certificates of service (.3); telephone conference with J. McKinlay regarding filing issues (.1); finalize certificate of service and email	1.00	185.00

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Michael F. Thomson, The Falls Event Center LLC  
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April 15, 2019  
 Page 10

		trustee and his counsel regarding filing of same (.2)		
03/05/19	M. Hunt	Read papers on Baraghoshi's relief from stay motion in preparation for hearing; read emails from creditor's counsel re same (.4); attend hearing (.2)	0.60	276.00
03/06/19	M. Hunt	Conference with M. Hindley re Museum motion issues, and follow up with trustee	0.20	92.00
03/07/19	M. Montoya	Calendar continued hearing on Baraghoshi's motion for relief from stay filed in the Clovis case for the trustee and his counsel	0.10	18.50
03/07/19	M. Baker	Phone conference with M. Thomson and P. Hunt regarding hearing on Museum's motion for relief (.4); review prior hearing on same (.5)	0.90	301.50
03/07/19	M. Hunt	Analysis of issues on Museum relief from stay motion, correspondence and call with trustee and M. Baker re same	0.40	184.00
03/19/19	M. Montoya	Prepare order approving stipulations with RLS	0.50	92.50
03/20/19	M. Montoya	Finalize and upload orders approving stipulations with RLS	0.20	37.00
03/20/19	M. Hunt	Review information on Waterpark account requested by museum; correspondence with museum counsel re information request review; revise Gilbert and Littleton relief from stay stipulation orders (.5); conference with Trolley re lease issues, and follow up with trustee and opposing counsel re same (.4)	0.90	414.00
03/22/19	M. Hunt	Correspondence with M. Hindley re Waterpark accounts and tax status	0.10	46.00
03/26/19	M. Hunt	Correspondence re Trolley issues	0.10	46.00

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Michael F. Thomson, The Falls Event Center LLC  
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April 15, 2019  
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03/27/19 M. Hunt	Correspondence and call to J. Anderson re Trolley lease issues; follow up call with J. Anderson	0.20	92.00
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<b>Subtotal for</b>	<b>30,244.50</b>
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<b>Total for Legal Fees</b>	<b>\$30,244.50</b>
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<b>Total This Invoice</b>	<b>\$30,244.50</b>
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**Timekeeper Summary**

<b>Timekeeper</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
J. McKinlay	7.00	385.00	2,695.00
J. McKinlay	3.10	192.50	596.75
M. Baker	18.40	335.00	6,164.00
M. Baker	7.90	167.50	1,323.25
M. Thomson	3.10	395.00	1,224.50
M. Hunt	37.00	460.00	17,020.00
M. Montoya	6.60	185.00	1,221.00
<b>Total all Timekeepers</b>	<b>83.10</b>		<b>30,244.50</b>

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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, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00022  
Tax

**For Legal Services Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Legal Fees	\$1,497.00
<b>Total For Current Invoice</b>	<b>\$1,497.00</b>

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

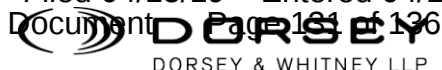
Wire Instructions:  
U.S. Bank National Association  
800 Nicollet Mall  
Minneapolis, MN 55402

(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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00022**

**Tax**

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**For Legal Services Rendered Through March 31, 2019**

01/18/19	M. Thomson	Analyze letter from Arizona Attorney General regarding transaction privilege tax issues, and telephone conference with RMA regarding same	0.40	158.00
03/27/19	M. Hunt	Analysis of tax exempt form provided by museum and comments on same	0.40	184.00
03/29/19	M. Baker	Draft, revise and finalize agreement regarding tax issues on McMinnville property	1.80	603.00
03/29/19	M. Hunt	Conference with trustee re museum's request for tax exempt form, and follow up with M. Hindley (.3); draft agreement re tax exempt form and correspondence with trustee and M. Baker re same (.8); follow up with M. Hindley (.1)	1.20	552.00
<b>Subtotal for</b>				<b>1,497.00</b>

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Michael F. Thomson, The Falls Event Center LLC  
Client-Matter No.: 508731-00022  
Invoice No.: \*\*\*\*\*

April 15, 2019  
Page 2

<b>Total for Legal Fees</b>	<b>\$1,497.00</b>
<b>Total This Invoice</b>	<b>\$1,497.00</b>

**Timekeeper Summary**

<b>Timekeeper</b>	<b>Hours</b>	<b>Billed Rate</b>	<b>Amount</b>
M. Baker	1.80	335.00	603.00
M. Thomson	0.40	395.00	158.00
M. Hunt	1.60	460.00	736.00
<b>Total all Timekeepers</b>	<b>3.80</b>		<b>1,497.00</b>

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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, The Falls Event Center LLC – Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

Client-Matter No.: 508731-00024  
Costs

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**For Disbursements and Services Charges Rendered Through March 31, 2019**

**INVOICE TOTAL**

Total For Current Disbursements and Service Charges	\$7,289.96
<b>Total For Current Invoice</b>	<b>\$7,289.96</b>

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, The Falls Event Center LLC –  
Legal  
111 S Main St.  
21st floor  
Salt Lake City, UT 84111

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

**Client-Matter No: 508731-00024**

**Costs**

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**For Disbursements and Service Charges Rendered Through March 31, 2019**

<b>Total for Legal Fees</b>	<b>\$0.00</b>
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**Disbursements and Service Charges**

Messenger Charges	100.00
Postage Charges	2,034.22
Filing Fee - CA SOS - Statement of Information California Filing The Falls at Roseville, LLC 03/12/19	20.00
Filing Fee - Utah Division of Corporations - Amendment to Certificate of Organization 02/21/19	112.00
Filing Fee - Colorado Secretary of State - State File report 02/20/19	10.00
Office of the Secretary of State of Texas - Texas Search Fees 02/11/19	3.08
Office of the Secretary of State of Texas - Texas Search Fees 02/11/19	1.03
Copies of Legal Documents - Oklahoma Secretary of State - Certified Copies 02/11/19	12.48

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Michael F. Thomson, The Falls Event Center LLC  
 Client-Matter No.: 508731-00024  
 Invoice No.: \*\*\*\*\*

April 15, 2019  
 Page 2

Copies of Legal Documents - Texas Office of the Secretary of State - Copy of Texas Certificate of Formation for The Falls at Cedar Park, LLC 01/10/19	1.03
Copies of Legal Documents - Office of the Secretary of State of Texas - Document Copy fees 01/14/19	1.03
Professional Service - CT Corporation - Certified copies of Articles of Organization - Illinois 02/13/19	161.31
Professional Service - CT Corporation - Texas Amendment fees 01/14/19	430.55
Professional Service - CT Corporation - For Oklahoma reinstatement and related filings 02/26/19	834.65
Professional Service - CT Corporation - Amendment fees for The Falls at Gilbert, LLC in Arizona 03/05/19	526.09
Professional Service - CT Corporation - Reinstatement, Domestic Representation, Amendment and Annul Report in Oregon for The Falls at McMinnville, LLC 03/12/19	1,220.19
Professional Service - CT Corporation - Filings for The Falls at Burr Ridge, LLC in Illinois 02/22/19	729.10
Professional Service - CT Corporation - Filings for The Falls at Cutten Road, LLC and The Falls at Stone Oak Parkway, LLC in Texas 02/22/19	861.10
Professional Service - Secretary of State of Texas - State Searches 01/17/19	2.05
Professional Service - Texas Secretary of State - Document Search Fee 01/23/19	2.05
ESI Processing @ \$50/GB	218.00
Hard Drives & Thumb Drives	10.00

<b>Total for Disbursements and Service Charges</b>	<b>\$7,289.96</b>
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<b>Total This Invoice</b>	<b>\$7,289.96</b>
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