

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF UTAH

In re:)	First and Final Application for
)	Compensation of
)	Chief Restructuring Advisor
)	and Rocky Mountain Advisory
)	
THE FALLS EVENT CENTER LLC,)	Bankruptcy No. 18-25116
)	
)	
Debtor.)	(Chapter 11)
)	

FIRST AND FINAL APPLICATION OF CHIEF RESTRUCTURING
 ADVISOR AND ROCKY MOUNTAIN ADVISORY FOR ALLOWANCE OF
 COMPENSATION AS AN ADMINISTRATIVE EXPENSE

The application of Gil A. Miller, Chief Restructuring Advisor (“Applicant”), and Rocky Mountain Advisory, Accountants for the Chief Restructuring Advisor of the above referenced estate, respectfully represents:

1. On the 11th day of July 2017, the above referenced debtor filed a Chapter 11 Petition. On the 26th day of November, 2018, Michael F. Thomson was appointed as the Chapter 11 Trustee.
2. Pursuant to an Application with the Court dated August 30, 2018, your Applicant was employed as Chief Restructuring Advisor and subsequently as the Accountants for the estate of the above named debtor.
3. Pursuant to 11 U.S.C. § 328, Applicant makes this application for an allowance for reasonable compensation for services rendered by Applicant in this proceeding from August 27, 2018, through and including November 26, 2018.
4. All services for which Applicant seeks compensation were performed for and on behalf of said bankruptcy estate and not on behalf of any other estate or individual creditor or other person, and no agreement or understanding exists between Applicant and any other persons for division of compensation.

SUMMARY OF SERVICES RENDERED

5. Applicant has rendered professional services as Chief Restructuring Advisor and his Accountants, including but not limited to the following summary, with additional detail found in the attached detailed invoice:

a. ACCOUNTING – Analysis of Debtor’s books and records. Review and approval of cash disbursements, payroll and other transactions and supporting documentation. Bank account monitoring and setup of accounting signatories and authorizations.

b. ASSET DISPOSITION – Work on sale of certain properties including non-operating properties, implementing listing agreements, handling objection and closing issues and work with brokers and agents.

c. BUSINESS ANALYSIS – Prepared various calculations and amortizations of secured debt to determine property liabilities and ongoing secured debt obligations. Prepared individual property analyses of profitability, financial position and cash flow projections. Prepared feasibility and profitability analyses. Prepared cash flow budgets and review of strategies. Meetings with unsecured creditors committee to review and discuss property cash flow and profitability analyses to determine course of action. Analyzed and determined equity ownership by property. Analyzed historical performance of properties to determine projections of revenue, expenses and cash flows.

d. BUSINESS OPERATIONS – Work with Debtor on operations of event centers, including issues related to payroll, leases, cash management and revenue. Worked with vendors, lessors and creditors on operating issues. Negotiated with lenders related to operating properties and provided related information and disclosures. Directing and supervising operational activities of the Debtor’s employees. Analyzed financial issues related to operations to determine courses of actions.

e. CASE ADMINISTRATION – Preparation of statements of financial affairs and bankruptcy schedules. Preparation of monthly operating reports. Meetings

and contacts with the United States Trustee. Administration of the Debtor's general affairs and compliance activities.

f. CLAIMS ADMINISTRATION – worked with creditors and investors on claims process, including responding to inquiries and requests. Provided claims documentation, information and instructions to investors and creditors.

g. TAX ISSUES – Analyze tax returns for forms K-1 information and prepared information for subsequent filing of tax returns. Correspondence with state taxing authorities.

COMPENSATION PAID AND/OR PROMISED AND ITS SOURCE

6. Your Applicant has received no payment and no promise for payment from any other source for services rendered or to be rendered in any capacity in connection with this case. Your Applicant previously received retainers as allowed under its Chief Restructuring Advisor agreement. Those retainers have been returned to the estate as requested by the Court.

7. There is no agreement or understanding between your Applicant and any other person for the sharing of the compensation to be received for the services rendered in this case.

PERSONNEL

8. The following Rocky Mountain Advisory, LLC personnel billed time in this application. Total time billed by each person by project is included in Exhibit A.

<u>Personnel</u>	<u>Hourly Rate</u>
Gil Miller	395
David Bateman	280
John Curtis	280
Elizabeth Williams	235

Brock Sargent	220
Josh Gifford	220
Jordan Colohan	210
Nicole Donahoo	140
Saralyn Broadbent	80

DISBURSEMENTS

9. Your Applicant has been required to spend \$527.46 as Chief Restructuring Advisor for the period August 27, 2018 through November 26, 2018, for copying documents, travel expenses, and for other actual and necessary expenses as outlined in detail on the itemizations of actual expenses attached hereto (Exhibit A). Accordingly, the disbursements as Chief Restructuring Advisor for the period August 27, 2018 through November 26, 2018 are \$527.46.

EVALUATION OF SERVICES

10. For the period August 27, 2018, through November 26, 2018, your Applicant has rendered services valued at \$213,417.00 as Chief Restructuring Advisor in connection with the above matters. This amount is based on services having been performed by various members of your Applicant's accounting firm and are itemized in detail on the attached time summary (Exhibit A). Services have been rendered at the reasonable rates identified in the attached time summary. Such rates are comparable to those charged by other accounting firms for comparable accounting services in the Salt Lake City, Utah accounting community for the time period indicated herein.

WHEREFORE, your Applicant prays that it be awarded and paid the sum of \$213,417.00 for compensation of professional accounting services together with \$527.46 for reimbursement of expenses incurred by your Applicant as Chief Restructuring Advisor in this case for a total amount due of \$213,944.46 for the period

August 27, 2018 through November 26, 2018. Your Applicant also requests payment of said approved fees and expenses.

DATED this 13th day of February, 2019.

A handwritten signature in cursive script, appearing to read "G. Miller", is written over a horizontal line.

Gil A. Miller
Rocky Mountain Advisory, LLC
Chief Restructuring Advisor

VERIFICATION

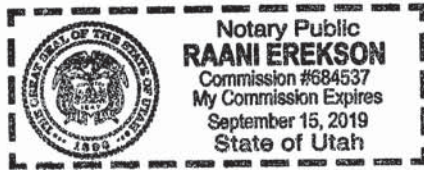
STATE OF UTAH)
 : ss.
County of Salt Lake)

Gil A. Miller, being first duly sworn, says that he is a member of the accounting firm of Rocky Mountain Advisory, LLC, The Applicant named in the foregoing First Interim Application for Compensation for Chief Restructuring Advisor, that he has read the foregoing Application and knows the contents thereof, and that the same is true to his own knowledge.



Gil A. Miller

SUBSCRIBED AND SWORN to before me this 13th day of February, 2019.





Notary Public

CERTIFICATE OF SERVICE – BY NOTICE OF ELECTRONIC FILING (CM/ECF)

I hereby certify that on the 15th day of February 2019, I electronically filed the **FIRST AND FINAL APPLICATION OF CHIEF RESTRUCTURING ADVISOR AND ROCKY MOUNTAIN ADVISORY FOR ALLOWANCE OF COMPENSATION AS AN ADMINISTRATIVE EXPENSE** with the United States Bankruptcy Court for the District of Utah by using the CM/ECF system. I further certify that the parties of record in this case, as identified below, are registered CM/ECF users and will be served through the CM/ECF system.

- James W. Anderson jwa@clydesnow.com, jritchie@clydesnow.com; atrujillo@clydesnow.com
- Megan K Baker baker.megan@dorsey.com, long.candy@dorsey.com
- David P. Billings dbillings@fabianvancott.com, jwinger@fabianvancott.com; mdewitt@fabianvancott.com
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- Mary Margaret Hunt hunt.peggy@dorsey.com, long.candy@dorsey.com
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- Chad Rasmussen chad@alpinalegal.com, contact@alpinalegal.com
- Michael S. Steck michael@clariorlaw.com
- Mark S. Swan mark@swanlaw.net
- Richard C. Terry richard@tjblawyers.com, cbcecf@yahoo.com
- Michael F. Thomson thomson.michael@dorsey.com, montoya.michelle@dorsey.com; ventrello.ashley@dorsey.com
- Michael F. Thomson tr thomson.michael@dorsey.com, UT17@ecfcbis.com; montoya.michelle@dorsey.com
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov

- John J. Wiest wiest.john@dorsey.com
- Brent D. Wride bwride@rqn.com, docket@rqn.com;pbrown@rqn.com

CERTIFICATE OF SERVICE – MAIL, OTHER

I hereby certify that on the 15th day of February 2019, I caused to be served a true and correct copy of the foregoing **FIRST AND FINAL APPLICATION OF CHIEF RESTRUCTURING ADVISOR AND ROCKY MOUNTAIN ADVISORY FOR ALLOWANCE OF COMPENSATION AS AN ADMINISTRATIVE EXPENSE** as follows:

Mail Service – By regular first class United States Mail, postage fully pre-paid, addressed to:

Rocky Mountain Advisory, LLC
Attn: Gil A. Miller
215 South State Street Ste 550
Salt Lake City, UT 84111

Richard N. Bauer
1789 Bella Lago Drive
Clermont, FL 34711-4634

Bexar County
C/o David G. Aevoet
Linebarger Goggan Blair & Sampson, LLP
711 Navarro St, Ste 300
San Antonio, TX 78205

Albert B Clark
696 East 1220 North
Orem, UT 84097

Richard W. Johnston
6855 S. Havana St. #275
Centennial, CO 80112-3813

Jones Lang LaSalle Americas, Inc.
200 East Randolph Drive
Attention: Regional Counsel
Chicago, IL 60601

Meilin Liu
2601 Blanding Avenue, C307
Alameda, CA 94501-1579

State of Oregon
Department of Revenue
955 Center St NE
Salem, OR 97301-2555

The Claro Group, LLC
711 Louisiana Street, Suite 2100
Houston, TX 77002

/s/ Erin Johnson

EXHIBIT A



215 South State Street
 Suite 550
 Salt Lake City, UT 84111
 801.428.1600

Mike Thomson, Trustee
 Dorsey & Whitney
 111 South Main Street, Suite 2100
 Salt Lake City, UT 84111

February 15, 2019
 Invoice # 13676

Billing for: 08/27/18 to 11/26/18

RE: The Falls Event Center LLC Bankruptcy Estate

Professional Services Summary

Name	Hours	Rate	
Gil A. Miller	198.80	395.00	\$78,526.00
David N. Bateman	241.40	280.00	\$67,592.00
John H. Curtis	60.40	280.00	\$16,912.00
Brock Sargent	126.10	220.00	\$27,742.00
Elizabeth Williams	8.80	235.00	\$2,068.00
Josh Gifford	54.00	220.00	\$11,880.00
Jordan Colohan	38.50	210.00	\$8,085.00
Nicole Donahoo	2.20	140.00	\$308.00
Saralyn Broadbent	3.80	80.00	\$304.00

Professional Services Detail

Date	Init.	Description	Hours	
<u>Accounting</u>				
09/10/18	JHC	Meeting at the Falls with N. Larsen and N. Bergstrom to obtain checks, review and discuss basis for payments and other logistical issues (.9). Reviewed supporting documentation for checks and provided for G. Miller signatures (.3). Setup online bank account view-only access for J. O'Brien and provided necessary information (.4).	1.60	\$448.00
09/11/18	JHC	Reviewed email correspondence regarding questions on amended statements and schedules and responded regarding asset values (.4). Discussed MOR issues with B. Sargent and directed in preparation of the same (.4).	0.80	\$224.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
09/19/18	JHC	Met at offices of Financially Fit with J. Neubauer to obtain Falls Event Center documents and files (.2). Retrieved Falls Event Center documents from Financially Fit offices and cursory review of documents (.8). Searched Falls documents for eFalls documents and responded to G. Miller regarding findings (.5).	1.50	\$420.00
09/20/18	JHC	Reviewed email correspondence and responded with information related to the Falls St. George statements and schedules.	0.40	\$112.00
09/21/18	JHC	Reviewed email correspondence related to additional bankruptcy petitions of Falls subsidiaries and responded.	0.40	\$112.00
09/24/18	JHC	Reviewed documentation support for substantial checks to pay operating expenses, reviewed the same with G. Miller and directed S. Broadbent in sending checks (1.2). Reviewed bankruptcy petition and provided response to G. Miller regarding signing the same (.4).	1.60	\$448.00
	DNB	Call with D. Heninger to discuss accounting issues and discussion of same with J. Curtis and G. Miller.	0.80	\$224.00
09/26/18	JHC	Call with D. Heninger regarding monthly operating reports and data needed for the same, monthly closing of the books and other financial and accounting issues related to bankruptcy reporting (.5). Setup online banking for D. Heninger to provide view-only access to bank accounts and bank records (.3). Reviewed initial financial report for St. George and provided information and data to G. Miller in setting up new bank accounts (.5). Assisted R. Erekson with setup of new bank accounts (.4).	1.70	\$476.00
10/02/18	JHC	Updated bank account information to allow J. O'Brien access to bank statements; retrieved and provided bank statements to J. O'Brien.	0.50	\$140.00
10/04/18	JHC	Reviewed amended statements and schedules to prepare G. Miller for 341 meeting of creditors.	0.40	\$112.00
10/08/18	JHC	Reviewed supporting invoices and documentation for checks and approved the same for G. Miller signature (.4). Email correspondence with J. O'Brien regarding bank accounts and bank records needed (.2). Searched for bank information for US Trustee (.2).	0.80	\$224.00
10/09/18	JHC	Met with G. Bollinger to approve and have checks signed and reviewed support for additional payments.	0.30	\$84.00
10/18/18	JHC	Transferred money to payroll account to allow for payroll to be paid (.2). Reviewed various checks and supporting documents related to Falls operating expenses (.4).	0.60	\$168.00
11/01/18	JHC	Reviewed and approved checks and invoices for payment and signature by G. Miller.	0.50	\$140.00
11/08/18	JHC	Reviewed Falls Event Center checks and supporting documentation prior to G. Miller signature.	0.60	\$168.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
11/12/18	DNB	Correspondence with D. Heninger and N. Bergstrom regarding October financials and related issues and review of updated deferred revenue schedule (1.3). Compiling information for initial meeting with Trustee and discussion of same with G. Miller (1.5).	2.80	\$784.00
11/13/18	DNB	Meeting with broker regarding property listings and follow up on requests related to same.	2.80	\$784.00
11/19/18	JHC	Reviewed checks and invoices to approve for G. Miller signature (.6). Followed up with Falls employees for additional support and inquiries regarding vendor payments (.3). Directed R. Erekson in compilation of check support (.3).	1.20	\$336.00
SUBTOTAL:			[19.30	\$5,404.00]

Asset Disposition

11/07/18	GAM	Work on counter offer for Golf 6061 closing at Cedar Park, including detailed counter proposal.	0.70	\$276.50
11/08/18	GAM	Handle closing objection issues for Cedar Park (.2). Handle JLL listing agreement issues with counsel (.2).	0.40	\$158.00
11/09/18	GAM	Correspondence with counsel regarding listing agreements and Cedar Park closing.	0.20	\$79.00
11/13/18	GAM	Meet with JLL to discuss status of property sales.	0.50	\$197.50
	BS	Prepared documents and analyses requested by JLL.	1.20	\$264.00
11/15/18	GAM	Work on Cedar Park release price counter proposal.	0.30	\$118.50
	DNB	Handling various requests from JLL regarding operating and non-operating properties and conversations with N. Bergstrom and G. Miller regarding same.	2.80	\$784.00
11/16/18	GAM	Handle Burr Ridge property offer.	0.30	\$118.50
11/19/18	GAM	Review and respond to correspondence regarding Cedar Park sale.	0.20	\$79.00
11/20/18	GAM	Meet with JLL to discuss current property sales status.	0.50	\$197.50
	DNB	Meeting with JLL regarding property listings and follow up on outstanding requests for broker.	2.40	\$672.00
11/26/18	GAM	Communications with JLL and trustee regarding tomorrow's status meeting (.1). Communications with D. Monson and trustee regarding Cedar Park sale (.2).	0.30	\$118.50
SUBTOTAL:			[9.80	\$3,063.00]

Business Analysis

09/05/18	DNB	Began calculation of debt on various properties and review of property related documents provided by N. Bergstrom (3.3). Meetings with G. Miller regarding various legal issues (.4).	3.70	\$1,036.00
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Mike Thomson, Trustee

February 15, 2019

Date	Init.	Description	Hours	
09/06/18	DNB	Meeting with G. Miller to discuss case status (.5). Importing Falls QuickBooks files for analysis (1.7). Meetings with staff to discuss preparation of amortization schedules in preparation for amending statements and schedules (1.3). Reviewing loan document, promissory notes and trust deeds related to properties owned at time of filing and extracting relevant information for amortization schedules from same (5.8).	9.30	\$2,604.00
	BS	Prepared analysis of the Debtor's balance sheet and prepared balance sheet organized by property (3.3). Reviewed promissory notes and other loan documents provided by the Debtor to identify and analyze loan balances as of the petition date (4.1).	7.40	\$1,628.00
09/07/18	DNB	Continued work on initial draft of amortization schedules for inclusion in amended statements and schedules and meetings with staff and CRA regarding same (6.9). Call with counsel to discuss administration issues (.3). Meeting with N. Larsen to discuss administrative issues (.3). Pulling notes with guarantees and discussion of same with counsel (.6).	8.10	\$2,268.00
	BS	Continued work on reviewing promissory notes and other loan documents provided by the Debtor to identify and analyze loan balances as of the petition date (3.1). Prepared updated property equity schedule to include in the Debtor's amended statements and schedules (3.8).	6.90	\$1,518.00
09/11/18	JC	Call with D. Bateman to discuss task (.1). Analyze QuickBooks files and evaluate impact of Even Stevens adjusting journal entries (.9). Prepare email to D. Bateman with findings (.1).	1.10	\$231.00
09/13/18	BS	Prepared summary schedule of ownership of The Falls Event Center, LLC, taken from the 2013 tax return.	1.60	\$352.00
	DNB	Continued work in preparing a six month budget for the Falls.	2.10	\$588.00
09/17/18	DNB	Began analysis of overhead allocation between the various Falls entities and discussion of same with N. Bergstrom (2.1). Compilation of information requested by iBorrow (.7). Review Trolley Square financials for profitability analysis (1.1).	3.90	\$1,092.00
	BS	Began work on preparing event center profitability analysis.	4.50	\$990.00
09/18/18	BS	Continued work on preparing event center profitability analysis.	3.30	\$726.00
09/19/18	DNB	Meetings with B. Sargent to discuss location profitability analysis and review of calculations of same (2.7). Meeting with G. Miller and counsel to discuss priority issues (2.1). Review and discuss payroll with G. Miller and coordinate payment of same with N. Bergstrom (.8).	5.60	\$1,568.00
	BS	Completed event center profitability analysis.	3.40	\$748.00
09/27/18	DNB	Continued work on preparation of six month budget and projections for the various entities.	2.40	\$672.00

Mike Thomson, Trustee

February 15, 2019

Date	Init.	Description	Hours	
10/03/18	DNB	Meeting with G. Miller and counsel to discuss results of hearing and work needing to be performed (1.7). Updating property spreadsheet with information received from broker price opinions and other documents (1.2). Research related to equity ownership interests and calls with K. Johnston to discuss same (2.4).	5.30	\$1,484.00
10/05/18	DNB	Continued work on preparing one page property summaries and discussed same with G. Miller.	2.10	\$588.00
	JHC	Calculated the debt balance for the Falls at Littleton and provided estimated asset value information to C. Hurst for preparation of statements and schedules.	0.60	\$168.00
10/08/18	BS	Compiled and organized source documents and prepared equity and cash flow analysis for the following properties: St. George, Gilbert, and Roseville.	5.50	\$1,210.00
	DNB	Follow up and analyze issues raised by L. Cayton at 341 meeting (3.4). Meeting with B. Sargent regarding property analyses to be prepared (.3). Call with A. Patel regarding Clovis property (.2).	3.90	\$1,092.00
	JC	Analyze ownership, stock certificates and Schedules K-1 to determine ownership percentages.	2.70	\$567.00
10/09/18	GAM	Communications with counsel and staff regarding property values, property information sheets and board voting procedures (.9). Call with counsel regarding agenda for Thursday meetings (.4). Call with staff regarding member voting analysis (.2). Call with counsel regarding Gulf 60-61 settlement proposal (.1).	1.60	\$632.00
	BS	Compiled and organized source documents and prepared equity and cash flow analysis for the following properties: Littleton, Fresno, Trolley Square, Burr Ridge, Clovis, and Beaverton.	7.20	\$1,584.00
	DNB	Status call and meetings with D. Leigh and S. Viernes (1.3). Research related to and preparation of property summary sheets for various holdings and meetings with staff regarding same (4.8). Handling issues related to 2017 1099 errors (.4).	6.50	\$1,820.00
	JC	Meet with D. Bateman and D. Leigh to discuss ownership analysis status (.1). Continue analyzing ownership structure of The Falls by reviewing stock certificates, Schedules K-1, and other related documents (1.4). Correspond with IRA administrator to resolve investor matter (.6).	2.10	\$441.00
10/10/18	GAM	Emails with counsel regarding property and bond issue meeting (.2). Emails with broker and counsel regarding Cedar Park sale (.2).	0.40	\$158.00
	BS	Continued work on property analyses by analyzing title reports, historical financial statements and other source documents.	5.90	\$1,298.00
	DNB	Review and revise property-by-property analyses in preparation for meeting with counsel (2.9). Meetings with N. Bergstrom and J. O'Brien to discuss same and corrections to 2017 1099s (3.8).	6.70	\$1,876.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
10/10/18	JG	Review 2017 Form K-1s and detail ownership percentages in a spreadsheet.	0.90	\$198.00
10/11/18	GAM	Prepare for and meet with counsel and UCC to discuss cash property and its equity and operating positions (3.1). Respond to various creditors, investors, and counsel regarding case administration issues (.9). Review latest BPOs from JLL (.2).	4.20	\$1,659.00
	BS	Prepared for Friday meeting by updating property analyses and adding to source document analysis.	6.70	\$1,474.00
	DNB	Preparing documents and schedules for meeting to discuss various properties and meetings with staff regarding same (1.8). Meeting with counsel, staff and unsecured creditor committee counsel regarding financial analyses of properties (2.4). Call with D. Heninger regarding 1099 amendment and research related to same (.5). Meetings and calls regarding investor request for re-registration of security for tax purposes (1.1). Call with P. Moore regarding property foreclosure notice and meeting with G. Miller to discuss same (.4). Meetings with staff to discuss ownership reconciliation and review of schedules prepared related to same (2.2). Follow up with JLL on issues related to broker price opinions (.8).	9.20	\$2,576.00
	JC	Meet with D. Bateman to discuss findings related to equity ownership analysis and revise schedules accordingly (1.8). Review individual stock issuance data in source documents and analyze names, ownership percentages, and units in Schedules K-1 and stock certificate spreadsheets (3.4). Compile updated analysis findings into new analysis spreadsheets (.8). Discuss revised and updated analyses with D. Bateman and make additional revisions to schedules based on further discussions (.5). Discuss certificate review with J. Gifford and review all stock certificates to identify name discrepancies in spreadsheet (2.3).	8.80	\$1,848.00
	JG	Reconcile common stock certificates to master spreadsheet.	1.60	\$352.00
10/12/18	JC	Continue making revisions to analysis schedules for D. Bateman review (2.4). Meet with D. Bateman to discuss revisions and make final revisions before meeting (.2). Discuss task with J. Gifford and review individual stock certificates to determine number of unit ownership of each investor (.8).	3.30	\$693.00
	DNB	Meeting with G. Miller and B. Anderson (.9). Preparation for meetings with counsel and G. Miller to discuss various issues (1.5). Meeting with G. Miller and counsel to discuss share ownership and proposed voting procedures (2.3). Meetings with G. Miller, counsel and counsel for the unsecured creditors committee	8.40	\$2,352.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
		counsel regarding financial information for operating properties (2.9). Meeting with K. Applegate regarding re-registration issue for claimant and calls with claimant and custodian regarding same (.8).		
10/12/18	JG	Reconcile common stock certificates to master spreadsheet including name and number of units.	2.00	\$440.00
10/15/18	DNB	Preparation for and meetings with B. Wride, G. Miller and R. Terry regarding potential foreclosures (1.9). Working on compilation of documents requested by potential buyers (3.2). Status update meetings with G. Miller (.5).	5.60	\$1,568.00
	JC	Discuss ownership analysis with D. Bateman and begin preparing updated analysis schedule.	0.90	\$189.00
10/16/18	DNB	Reviewing ownership analysis and calls and meetings with staff and K. Johnston regarding same (1.6). Discuss Elk Grove projections with N. Bergstrom and forward to counsel (.7). Continued work on document production for potential buyers (3.9). Call with E. Maurer regarding site visits (.1).	6.30	\$1,764.00
	JC	Discuss equity ownership analysis with D. Bateman and prepare updated schedules based on discussion.	3.90	\$819.00
	JG	Exporting P&L's for each property by month from 2013-2018 from QuickBooks.	2.10	\$462.00
10/17/18	DNB	Pulling and reviewing title reports provided by the Unsecured Creditors Committee (1.3). Call with B. Good regarding potential transition of Elk Grove and gathering documents related to same (2.1). Finalize ownership analysis and discuss same with staff and G. Miller (.9). Call with G. Miller, D. Leigh and B. Pickering (.5).	4.80	\$1,344.00
	JC	Update equity analysis schedule.	0.20	\$42.00
10/18/18	DNB	Preparation for and investor call with G. Miller (1.3). Working on compiling information for document request from potential buyers and subpoena (.9).	2.20	\$616.00
	JC	Update ownership analysis schedule.	0.20	\$42.00
	BS	Prepared updates and changes to property analyses by analyzing additional documents provided and implementing into analysis.	3.20	\$704.00
10/19/18	JC	Prepare ownership analysis schedule in multiple formats and correspond with G. Miller and counsel.	0.60	\$126.00
	BS	Completed work on preparing updates and changes to property analyses.	3.30	\$726.00
10/23/18	DNB	Work on updates to property analyses based on title reports received.	1.80	\$504.00
10/24/18	BS	Prepared analysis of payment dates and invoice dates for each secured loan across all properties.	6.70	\$1,474.00
	JG	Creating database of QuickBooks transaction detail including all 2011 transactions.	2.30	\$506.00

Mike Thomson, Trustee

February 15, 2019

Date	Init.	Description	Hours	
10/26/18	DNB	Begin review of property analysis prepared by B. Pickering and discuss same with G. Miller and B. Sargent.	1.50	\$420.00
	BS	Reviewed and analyzed McMinnville title report documents (2.1). Began analyzing B. Pickering projections and compiling notes and questions (1.8). Prepared updates and changes to property analysis (1.2).	5.10	\$1,122.00
	JG	Populating database of QuickBooks transaction detail 2012-2015 transactions.	3.50	\$770.00
10/29/18	DNB	Analysis of B. Pickering projections and discussions of same with G. Miller and B. Sargent (3.8). Meetings with the Unsecured Creditors Committee and counsel to discuss B. Pickering projections (2.8). Responding to requests from broker and potential buyers for information (.3).	6.90	\$1,932.00
	BS	Completed analysis of B. Pickering proposal (4.1). Drafted summary and detailed memorandum containing notes, observations, and questions (2.1). Prepared analyses and compiled information to include in memoranda (1.5).	7.70	\$1,694.00
	GAM	Prepare for and attend US Trustee meeting to discuss property analyses (2.2). Call with potential buyers regarding possible sale (.5). Discuss initial reaction to B. Pickering's proposal and edit, send out (1.6). Call with counsel to discuss B. Pickering's proposal (2.8). Call with counsel regarding JLL filing and iBorrow settlement (.2). Return calls and emails regarding operational issues, agreements pending, and motion to support trustee (.4).	8.20	\$3,239.00
	JG	Populate database of QuickBooks transaction detail 2016 - 2017.	2.20	\$484.00
10/30/18	BS	Analyzed updated B. Pickering projections and prepared updates to memorandum.	2.10	\$462.00
	JG	Populate database with general ledger data for 2017 - 2018 (1.8). Meet with D. Bateman regarding next steps (.4). Reconcile net income per database to QuickBooks report (1.6). Create queries for cash transactions by vendor, cash transaction debit accounts (1.5).	5.30	\$1,166.00
10/31/18	BS	Prepared updates to the analysis and memorandum regarding B. Pickering updated projections.	0.80	\$176.00
	JG	Creating queries for cash transactions with full detail (1.7). Creating query for accounts payable transactions and related expenses (1.9).	3.60	\$792.00
11/01/18	DNB	Review profitability of Elk Grove with staff (.5). Meeting with staff to discuss cash disbursement and receipt summaries (.8).	1.30	\$364.00
	BS	Prepared analysis of Elk Grove unearned revenue, future cash flows, and lease expense.	3.10	\$682.00

Mike Thomson, Trustee

February 15, 2019

Date	Init.	Description	Hours	
11/01/18	JG	Create query for cash transactions with no name (2.1). Categorize accounts by expense account type (3.3). Categorize accounts by account split type (1.8).	7.20	\$1,584.00
11/02/18	DNB	Preparation for and meeting with staff and G. Miller to discuss financial viability of Elk Grove under various scenarios and call with potential buyers related to same.	2.30	\$644.00
	BS	Meeting with G. Miller and D. Bateman to discuss Elk Grove lease expense analysis (.4). Prepared updated and changes to analysis (3.1).	3.50	\$770.00
	GAM	Meet with staff to discuss viability of Elk Grove short term lease (.5). Communications with tax appeal counsel regarding McMinnville (.2). Review and respond to Museum counsel regarding trustee appointment (.1). Communications with JLL regarding listing prices and values (.2).	1.00	\$395.00
	JG	Reconcile accounts payable transactions to cash transactions (4.1). Categorize transactions by account name (2.3).	6.40	\$1,408.00
11/05/18	JG	Export queries to excel and reconcile total cash transactions to ending cash balance, total AP transactions to ending AP balance, and no name transactions to no name line item (2.4). Filter transactions to categorize uncategorized transactions (1.3).	3.70	\$814.00
11/06/18	BS	Drafted email and compiled source documents to respond to counsel's request for additional information on McMinnville property legal descriptions.	0.50	\$110.00
	JG	Categorize asset purchase transactions (3.4). Join queries with union query including accounts payable transactions by name and cash transactions by name (1.6). Export union query to excel and reconcile to cash transactions detail and accounts payable by name totals (1.4).	6.40	\$1,408.00
11/07/18	BS	Updated individual property analysis sheets with current listing prices.	0.20	\$44.00
	DNB	Research balance of Financially Fit receivable and correspondence with N. Bergstrom and counsel regarding same.	1.20	\$336.00
	JG	Reconcile accounts payable within total transactions hitting cash to total accounts payable transactions (2.3). Categorizing payroll transactions, undeposited funds, and intercompany transfers (2.5).	4.80	\$1,056.00
11/08/18	JG	Revise cash transactions and accounts payable transactions queries.	1.60	\$352.00
11/09/18	JG	Reconciling queries in excel.	0.40	\$88.00
11/14/18	DNB	Download updated QuickBooks file and prepared financial statements requested by R. Terry (1.4). Began review of monthly cash flow by location since petition (1.8).	3.20	\$896.00
11/15/18	DNB	Handling issues related to IRA Services request and discussion of same with K. Johnston (.8). Began analysis of October 2018 financial performance against budget (1.8).	2.60	\$728.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
11/16/18	DNB	Analysis of October financial results against budget (1.6). Began preparation of database report totaling cash disbursements by vendor (.8).	2.40	\$672.00
11/19/18	BS	Updated property tax figures in the property analysis to reflect recently assessed taxes.	1.30	\$286.00
11/20/18	BS	Reviewed property tax invoices provided by Debtor and updated property tax line items in property analyses (1.8). Call with Solano County to discuss Fairfield property tax notice and prepared follow-up email with Debtor (.3).	2.10	\$462.00
SUBTOTAL:			[305.10	\$76,773.00]

Business Operations

09/07/18	GAM	Call with S. Viernes regarding cash management issues (.4). Call with counsel regarding cash management issues (.2). Discussions with staff regarding amended schedules (.5). At Bank of the West, close DIP accounts and transfer funds to Wells Fargo DIP; at Wells Fargo, close all non-debtor subsidiary accounts into main DIP account and change over all account ownership and signing authority to CRA (2.9). Meet with L. Cayton to discuss cash management, dismissed motion, and case progress (1.2). Meet with S. Viernes to discuss current case issues and strategy (1.9). Respond to numerous emails from counsel and US Trustee regarding document requests, deposition scheduling, early Falls operational agreement (.3). Call with N. Bergstrom regarding operations protocol, staffing, and operational issues to involve CRA (.3). Set up online banking with Wells Fargo representative and staff (.4). Handle EMI health insurance payment issues (.1). Review and comment on L. Cayton's stipulated facts (.2).	8.40	\$3,318.00
09/10/18	GAM	Review counsel comments on action against Bank of the West and others (.2). Attend depositions at US Trustee office, including meeting with US Trustee and UCC counsel (2.0). Review draft amended statements and schedules (.3). Attend S. Down deposition (2.9). Review edits to civil contempt motion regarding Bank of the West (.2).	5.60	\$2,212.00
09/11/18	GAM	Meeting with S. Viernes to discuss each operating and non-operating property (2.8). Correspondence and phone call with counsel regarding August cash disbursements (.3).	3.10	\$1,224.50
	DNB	Meeting with N. Bergstrom at Falls offices to discuss operational issues, history and policies and procedures (5.5). Update meeting with G. Miller regarding operational issues (.6).	6.10	\$1,708.00

Mike Thomson, Trustee

February 15, 2019

Date	Init.	Description	Hours	
09/12/18	GAM	Correspondence with counsel regarding tasks completed since appointment in preparation for status hearing today (.4). Meet with B. Pickering and S. Viernes regarding assignment of manager role and resignation (.8).	1.20	\$474.00
	DNB	Preparation for and meeting with N. Bergstrom, N. Larson and D. Heninger to discuss operational and accounting issues at the Falls offices.	4.70	\$1,316.00
09/13/18	GAM	Review and sign payables (.2). Discuss operational issues with staff and protocols for moving forward (.8). Handle resolution issue regarding manager changes and resignation, including calls and emails with counsel and S. Viernes (1.1). Handle various operational issues, including spending limits, debit card use, six month projections, contractual obligations (.9).	3.00	\$1,185.00
09/14/18	GAM	Discussions and emails with counsel and staff regarding Pickering transaction issues.	1.10	\$434.50
	DNB	Meetings with G. Miller and call with N. Bergstrom related to operational issues including renewal of liquor license and financial analysis of various event centers.	1.30	\$364.00
09/17/18	GAM	Prepare agenda for today's transition call with B. Pickering and S. Viernes (.9). Call with B. Pickering, S. Viernes, and counsel regarding transition of duties and ongoing consulting work (2.0). Review Trolley Square Ventures lease proposal and discuss with counsel, staff and N. Bergstrom (.3). Respond to document request issues from US Trustee (.2). Review and respond to operational issues email from N. Bergstrom (.2).	3.60	\$1,422.00
09/18/18	GAM	Attend S. Knight deposition (3.0). Call with N. Bergstrom and D. Bateman regarding operational issues (.6). Call with B. Pickering to prepare for today's investor call (.5). Prepare for and attend investor call (1.5). Correspondence with D. Nichols regarding property listings and status of offers (.2). Discuss various operational issues, including profitability by site, with staff (.3).	6.10	\$2,409.50
	DNB	Preparation for and meeting with Falls accounting and operational staff to discuss budgets (3.7). Call with N. Bergstrom and G. Miller to discuss operational issues raised by N. Bergstrom (.5).	3.70	\$1,036.00
09/19/18	GAM	Call with JLL broker to discuss Falls property listing (.5). Prepare for and attend meeting with counsel to discuss dismissal motion, trustee motion, pending foreclosures, and other immediate need issues (2.3). Meet with Trolley Square Ventures people to discuss possible workout scenarios for lease (.8). Update call with counsel regarding US Trustee meeting and additional disclosure (1.0). Call with investor dentist in Phoenix regarding case update (.2). Handle payroll transfer and wire issues (.2).	5.00	\$1,975.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
09/20/18	GAM	At Wells Fargo, effectuate wire transfer for payroll (.5). Call with creditor Abey regarding Clovis note and solution (.3). Work on offer letter to Clovis creditor and send (1.1). Research Clovis lender payments, note, and RV park rent issues (.9). Emails and calls with counsel regarding additional disclosure issues for Ray Quinney (.8). Call with US Trustee regarding withdrawal of trustee motion and investigative issues (.2). Call with staff regarding Trolley Square lease, Clovis bankruptcy and secured lender status and operational issues (1.0). Call with FBI regarding record and investigative requests (.2). Call with counsel regarding Ray Quinney disclosure, Trolley response, and broker needs (.3). Call with Burrow counsel regarding negotiated settlement (.2). Review and edit consulting agreement draft from Spencer and discuss with counsel (.6).	6.10	\$2,409.50
	DNB	Calls with G. Miller, D. Leigh and N. Bergstrom regarding negotiations related to Clovis and Trolley Square properties and analysis of profitability of same (5.1). Handling issues related to funding of payroll wire (.8). Call to P. Moore regarding rents on Clovis property and correspondence related to same (.8).	6.70	\$1,876.00
09/21/18	GAM	Emails with secured lender with offers to settlement and foreclosure issues; discuss same with counsel (.8). Call with Gulf 60-61 lender counsel regarding payoff release prices; discuss same with counsel and consultant (.4). Call with investor B. Baer regarding case status (.5). Calls with US Trustee and Ray Quinney regarding disclosure issues (.6). Correspondence with staff regarding Trolley Square, Littleton, and Clovis properties (.3). Work on bankruptcy petitions for Clovis and Littleton (.3). Review and approve Trolley response to lift stay (.3). Review and comment on opposition response to dismiss case (.3). Correspondence with FBI regarding subpoena and meeting set up (.2). Correspondence with brokers regarding sold properties and BPO's (.2).	3.90	\$1,540.50
	JC	Review documents obtained from The Falls filing cabinet and compile relevant documents into email to counsel.	2.40	\$504.00
09/24/18	GAM	Meet with staff to discuss operational issues (.4). Correspondence with US Trustee regarding broker, D. Nichols (.1). Review Oregonian stay regarding McMinnville (.1). Review and approve new language regarding amended equity security holder list (.1). Communications with counsel regarding postponed dismissal hearing (.1). Review and respond to numerous emails regarding foreclosure actions, investigative issues and Fresno timing issues	1.90	\$750.50

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
		(.3). Work on issues relating to Littleton Bankruptcy filing today (.4). Correspondence with U.S. Trustee regarding D. Nichols (.1). Work on Cedar Park sale documents and terms (.3).		
09/24/18	ND	Reviewed and indexed documents produced by client regarding the various property and proposed property locations.	2.20	\$308.00
09/25/18	GAM	Case update call with counsel and B. Pickering and visit to McMinnville (1.2). Meet with staff, N. Bergstrom, and counsel to discuss Trolley Square operations and lease issue (8). Meet with staff to develop matter property data sheet (1.5). Sign Littleton petition and other bankruptcy paperwork (.1). Respond to numerous operational issues, including signing all payables (.6). Respond to US Trustee and counsel regarding questions raised in recent bankruptcy filings and schedules (.3).	4.50	\$1,777.50
	DNB	Meetings with G. Miller, D. Leigh and N. Bergstrom regarding potential modifications to Trolley Square lease and other operational issues (1.6). Meeting with G. Miller to discuss compilation of property related data and preparation of schedules related to same (3.2). Handling vendor payment issues and other operational issues with Falls staff (1.4). Handling issues related to setup of Divvy account for cash management (.3).	6.50	\$1,820.00
09/26/18	GAM	Call with JLL realtors regarding McMinnville property details (.8). Meet with staff to discuss operational issues raised by N. Bergstrom, NDA for JLL, and the other investigative issues (.6). Communications with Abbey and US Trustee regarding Clovis secured debt (.6). Review and execute amended Equity Security Holders list (.2). Set up DIP accounts for St. George and Littleton (1.0). Respond to numerous emails from counsel, interested parties, and creditors (.9).	4.10	\$1,619.50
	DNB	Researching information related to Texas properties refinance (2.3). Discussions with N. Bergstrom and G. Miller related to operational, accounting and personnel issues and handling of same (3.5).	5.80	\$1,624.00
09/27/18	GAM	Attend Trolley Square lift stay preliminary hearing (.9). Prepare for and attend UCC call (2.1). Meet with counsel to discuss St. George financial findings, UCC call and status of operational property accounting (.8). Call to several lenders and email correspondence (.2). Work on issues relating to Cedar Park sale and release price from secured lender (.7). Correspondence with broker and review of preliminary BPOs (.8). Correspondence with investors and interested parties regarding case issues, investigative matters and lender issues (.6).	6.10	\$2,409.50

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
09/28/18	GAM	Work on gathering all workpapers and notices for CRO Admin binder (1.1). Review/execute payables (.2). Call with broker regarding Cedar Park (.1). Correspondence with broker regarding BPOs for various properties (.3). Review J.W. Millegan correspondence sent from US Trustee (.3).	2.00	\$790.00
	DNB	Correspondence and calls with N. Bergstrom to discuss operational and hiring issues.	1.30	\$364.00
10/01/18	GAM	Call with counsel regarding Cedar Park release price and Gulf 60-61 agreement (.5). At corporate office, meet with K. Johnston to better understand investor communications and fires; call with counsel regarding same (1.5).	2.00	\$790.00
	DNB	Preparation for and meeting with K. Johnston at Falls offices to review physical and electronic investor files.	4.30	\$1,204.00
10/02/18	GAM	Respond to investor inquiry (.1). Prepare for and meet with counsel and staff to discuss weekly case status with B. Pickering (1.4). Respond to various investor emails and phone call regarding claim forms and case status (1.2). Prepare agenda for meeting with Ray Quinney after hearing tomorrow (.3). Meet with staff to discuss the iBorrow secured notes (.4). Call with counsel regarding Bricktown sale and dismissed hearing (.2). Approve various pleadings for filing in ancillary bankruptcy case (.2).	3.80	\$1,501.00
	DNB	Call with D. Monson and D. Leigh to discuss Cedar Park sale (.3). Meeting with G. Miller to discuss documentation needed for call with iBorrow and began compilation of same (.8). Meeting with G. Miller, D. Leigh and call with B. Pickering and S. Viernes to discuss operational issues (1.2). Call with K. Johnston and review of correspondence related to 1099 discrepancy for 2017 and research of same issue (.8). Discussed issues related to credit card payments with N. Bergstrom and G. Miller (.5). Compilation of investor contact list from available sources and discussions related to investor database with K. Johnston (3.1).	6.70	\$1,876.00
10/04/18	GAM	Call with Erik Maurer at Wedgewood Hospitality Group regarding potential transaction with the Falls (.5). Prepare for and attend continued Falls 341 meeting with US Trustee (1.7). Meet with Evergreen museum counsel to discuss McMinville situation and possible solutions (.9). Meet with FBI and US AG regarding Falls subpoena (1.8). At Wells Fargo, initiate wire for payroll (.4). Attend investor call (1.0).	5.10	\$2,014.50
	DNB	Research information related to iBorrow and call with G. Miller and iBorrow to discuss same (2.3). Preparation for and meeting with counsel, G. Miller and FBI to discuss subpoena (2.1). Assist	7.80	\$2,184.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
		with drafting email with claim form (.3). Began process of reconciling stock certificate holders with K-1 recipients and discussions of same with K. Johnston (2.7).		
10/05/18	GAM	Meet with staff to discuss property evaluations form format for next week's meeting with counsel and to discuss research steps to determine members of debtor LLC (.8). Meet with staff to discuss 341 meeting requests and comments of US Trustee (1.0). Correspondence with The Falls staff and professionals regarding claims process and communications with investors (.3). Execute payables (.1). Correspondence with U.S. Trustee regarding 341 meeting requests (.1). Correspondence with counsel and broker regarding Cedar Park closing (.2). Correspondence with counsel regarding iBorrow settlement (.2). Read and respond to J. Neubauer email and declaration (.4). Review September operating results (.2). Review and respond to various emails regarding property values (.5). Respond to U.S. Trustee email (.1).	3.90	\$1,540.50
	JC	Discuss upcoming tasks with D. Bateman (.3). Review emails from G. Miller and K. Johnston (.2). Discuss K. Johnston email with D. Bateman and research tax matters related to investor IRAs (1.6).	2.10	\$441.00
10/08/18	GAM	Review Elk Grove title report (.1). Discuss IRA distributions issue with staff for response to investor (.1). Discuss and approve various operating issues with staff (.2). Determine copies needed for ES files and other subpoenaed documents (.2). Respond to investor emails and phone calls (.3). Correspondence with counsel and broker regarding Cedar Park sale (.2).	1.10	\$434.50
10/10/18	JC	Meet with D. Bateman to discuss current equity analysis findings (.3). Review emails related to investor IRA matter and correspond with D. Bateman accordingly (.3). Discuss necessary task with J. Gifford and capture capital percentages from Schedules K-1 in analysis (.6). Continue reviewing The Falls ownership documents related to stock certificates, Schedules K-1, and other documents, and prepare additional analyses based on discussion with D. Bateman (6.3).	7.50	\$1,575.00
10/12/18	GAM	Prepare for and attend meeting to discuss board creation procedures (3.5). Prepare for and attend meeting with counsel and UCC to discuss operating property values and performance (2.5). Review and approve schedule amendment TFEC matter (.2). Correspondence with former employees and investors regarding case status (.3). Review and forward new title reports from UCC (.2).	6.70	\$2,646.50
	DNB	Other meetings with counsel and N. Bergstrom regarding operational and financial issues.	0.70	\$196.00

Mike Thomson, Trustee

February 15, 2019

Date	Init.	Description	Hours	
10/15/18	GAM	Prepare for and meet with counsel for RLS Capital to discuss Littleton and Gilbert debt and operations (1.0). Work on operational issues involving Fresno bankruptcy filings, Trolley Square lease proposal, Elk Grove/iBorrow UCC negotiations, Falls-wide projections for operating centers (1.4).	2.40	\$948.00
10/16/18	GAM	Correspondence with counsel and staff regarding Bricktown bankruptcy filing, Trolley Square subpoena, workers comp insurance premiums, investor relations position, Cedar Park Amendment, Gulf 60-61 counter offer, member consents for St. George and Littleton, UCC property update documents, and outstanding title work (1.1).	1.10	\$434.50
10/17/18	DNB	Handling issues related to credit card processing (.8). Working with K. Johnston on re-registration requests (.8).	1.60	\$448.00
10/18/18	GAM	Work on issues relating to changes in board selection motion (.2). Investor call (.5). Finalize board motion (.2). Correspondence with counsel and staff regarding iBorrow settlement (.3). Respond to operational issue emails (.3). Discuss operational disruption issues caused by J.W. Millegan with counsel (.2). Respond to US Trustee regarding 341 follow-up guidance (.1). Respond to McMinnville publisher of News - Register regarding inaccurate fact reporting (.2).	2.00	\$790.00
	DNB	Working on payroll funding issues (.9). Call with FigPay to discuss credit card processing (.2).	1.10	\$308.00
	SB	Compiled payment documentation for check approval.	1.20	\$96.00
10/19/18	DNB	Correspondence with N. Bergstrom regarding various operational issues.	0.40	\$112.00
10/22/18	DNB	Calls with D. Leigh regarding Trolley Square subpoenas (.4). Working with Falls staff on compilation of subpoenaed documents and analysis of same (2.7). Review and produce documents requested by potential buyers (2.1). Correspondence with various Falls personnel regarding investor and operational issues (.6).	5.80	\$1,624.00
	GAM	Return various investor, creditors, and counsel emails regarding sale of properties, leased equipment, iBorrow settlement, Trolley Square hearing extension, McMinnville potential financing, investor calls and updates, potential buyers of Bricktown, Clovis and Burr Ridge, Littleton/Gilbert stay hearing.	2.10	\$829.50
10/23/18	DNB	Compile and produce documents requested by potential buyers (1.3). Research related to potential lien on Ogden property (1.7). Research issues related to tax payments and calls with Falls staff regarding same (.9).	3.90	\$1,092.00
	GAM	Attend Littleton Lift Stay preliminary hearing (.5). Meet with counsel regarding Financially Fit building sale and discuss claim with staff (.5). Review JLL employment motion and edit (.3).	1.90	\$750.50

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
		Meet with staff regarding operational issues (.2). Correspondence with J. Neubauer regarding McMinnville and SteveDown.com domain (.2). Call with JLL broker B. Anderson regarding retention (.1). Correspondence with counsel regarding Golf 60-61 settlement (.1).		
10/24/18	DNB	Preparation for and meetings with J. Neubauer, A. Baraghoshi, D. Leigh and G. Miller regarding McMinnville property and other operational issues (4.1). Meeting with G. Miller and counsel to discuss status hearing (.7). Calls with Falls staff to discuss operations and specific property issues (.6). Review Even Stevens invoices (.3). Work with staff on QuickBooks report extraction (.5).	6.20	\$1,736.00
10/26/18	DNB	Calls with N. Bergstrom and meetings with G. Miller to discuss operational issues and property sales issues.	1.80	\$504.00
	GAM	Discuss various operational issues and reorganizational ideas with staff (.8). Calls with museum counsel to discuss McMinnville situation (.2). Calls with counsel regarding pressing deadlines, B. Pickering plan, and JLL retention issues (.9). Communication with D. Nichols regarding Cedar Park closing (.1).	2.00	\$790.00
10/30/18	DNB	Prepare wire to Trolley Ventures (.2). Meeting with B. Anderson with JLL and follow up on requests from same (1.2). Call with N. Bergstrom (.1).	1.50	\$420.00
	GAM	Review and approve iBorrow settlement (.2). Handle payroll tax payment issues (.1). Discuss operational issues with staff (.2). Work on Clovis bankruptcy information (.1). Review and sign Clovis consent of sole member (.1).	0.70	\$276.50
10/31/18	DNB	Research related to payroll tax issues and discussion of same with N. Bergstrom.	0.90	\$252.00
	GAM	Call with Oregon attorney regarding Mulligan and Museum cases (.8). Call with counsel regarding JW Mulligan lawsuit (.2). Discuss operational issues with staff (.4). Attend hearing to settle iBorrow dispute (.8). Work on settlement of JW Mulligan lawsuit (.2).	2.40	\$948.00
11/01/18	DNB	Update meetings with G. Miller and N. Bergstrom regarding operational issues (.9). Review and process payroll transfer (.3). Meetings and calls with G. Miller and N. Bergstrom regarding personnel issues (.7).	1.90	\$532.00
	GAM	Work on investor email regarding investor call and trustee stipulation, including consulting with UCC and counsel (.6). Communications with Oregon counsel regarding JW Mulligan lawsuit (.2). Call with counsel regarding J. Neubauer requests (.2). Correspondence with museum counsel regarding McMinnville property listing (.1). Work on issues relative to Cedar Park sale (.4).	1.50	\$592.50

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
11/01/18	SB	Compiled payment documentation for check approval.	1.10	\$88.00
11/02/18	DNB	Handling processing of Falls payroll.	0.30	\$84.00
	GAM	At Wells Fargo, initiate payroll wire (.4). Handle operational questions and issues with staff (.4).	0.80	\$316.00
11/05/18	GAM	Correspondence with counsel regarding exclusivity period (.1). Work on revisions to JLL employment application (.3). Approve various pleadings and execute consent agreements (.3).	0.70	\$276.50
11/06/18	DNB	Preparation for JLL meeting (.3). Research information related to Littleton liquor license and discuss same with N. Bergstrom, K. Johnston and G. Miller (.8). Work with staff on requests from counsel related to property legal descriptions (1.1).	2.20	\$616.00
	GAM	Prepare for and meet with JLL to discuss status of listings, priorities, and list prices (.6). Email and call with iBorrow counsel regarding introduction of Partners to iBorrow principal (.3). Handle operational issues, including Elk Grove transaction, property management, insurance issues, Cedar Park sale issues, Financially Fit A/R regarding insurance premiums, Cedar Park consent document (.9).	1.80	\$711.00
11/08/18	DNB	Call with Littleton City clerk regarding liquor license renewal.	0.60	\$168.00
	SB	Compiled check documentation for payment approval.	0.90	\$72.00
11/09/18	SB	Compiled check documentation for payment approval.	0.60	\$48.00
11/12/18	GAM	Handle operational issues, including ADP potential claim, ELK Grove transition, and Cedar Park sale.	0.40	\$158.00
11/14/18	GAM	Review and respond to counsel correspondence regarding Cedar Park sale, S. Down subpoena, Trolley Square settlement, and other operational issues.	0.60	\$237.00
11/16/18	DNB	Work with N. Bergstrom on insurance issues.	0.30	\$84.00
11/19/18	GAM	At Wells Fargo, initiate payroll wire.	0.50	\$197.50
11/26/18	DNB	Update meetings and calls with G. Miller and N. Bergstrom regarding trustee appointment and operational issues related to Elk Grove and preparing a related October financial summary.	2.40	\$672.00
SUBTOTAL:			[213.70	\$70,486.00]

Case Administration

08/27/18	GAM	Review and execute CRA agreement.	0.20	\$79.00
08/28/18	GAM	Attend hearing on trustee motion.	1.50	\$592.50
08/29/18	GAM	Call with counsel regarding declaration and employment appointment (.1). Review and execute declaration and send to counsel (.1).	0.20	\$79.00
08/30/18	DNB	Meeting with G. Miller and J. Curtis to discuss case background.	0.40	\$112.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
08/30/18	GAM	Meet with D. Bateman and J. Curtis to discuss initial meeting and workplan (.3). Call and email with counsel regarding employment hearing and meeting to discuss initial workplan (.4).	0.70	\$276.50
08/31/18	DNB	Meeting with counsel, G. Miller and J. Curtis to discuss case strategy and coordination of meetings with Falls staff for next week.	2.20	\$616.00
	JHC	Meeting with counsel regarding case issues, reorganization, various tasks and overview of history and future work to be completed.	2.60	\$728.00
	GAM	Prepare agenda for today's initial meeting of CRA and counsel (.8). Meet with counsel to discuss current issues, objectives, assignments, and deadlines, including follow-up discussions. (3.1).	3.90	\$1,540.50
09/04/18	DNB	Meeting with N. Bergstrom , N. Larsen and counsel to discuss modifications to the Statements and Schedules.	6.50	\$1,820.00
	JHC	Meeting at Ray Quinney offices with N. Larsen, corporate controller, and N. Bergstrom, director of operations and counsel for Debtor to discuss various issues relative to the bankruptcy statements and schedules, monthly operating reports and case issues (2.4). Meeting with N. Larsen to prepare and work on monthly operating report for July 2018 (1.3). Drafted and prepared July monthly operating report and various schedules thereto, including analysis of Debtor's cash transactions (1.7).	5.40	\$1,512.00
	GAM	Attend hearing on employment application and meet with US Trustee to discuss top priorities for US Trustee (1.5). Meet with counsel to discuss operating statements, amendments to statements and schedules, and other priorities for the US Trustee and court, including formation of independent board (2.9). Meet with counsel to discuss and research authority issue and state statutes (1.8).	6.20	\$2,449.00
09/05/18	JHC	Drafted and prepared monthly operating report for July based on Debtor's records (2.1). Prepared and reconciled cash transactions and other transactions of the Debtor to prepare monthly operating report (.8). Prepared various subschedules of monthly operating report for July (1.1). Requested additional information from N. Larsen and incorporated into monthly operating report (.8). Directed B. Sargent in work on Debtor's reporting (.3).	5.10	\$1,428.00
	GAM	Prepare for and meet with US Trustee to discuss dismissal motion and alternatives (2.0). Meet with counsel to discuss meeting with US Trustee and status of US Trustee reports and amendments to schedules, including next steps by counsel regarding US Trustee deposition need, items to cover in dismissal response (1.5). Meeting with counsel and CRO to discuss dismissed motion, trustee motion, and next steps (1.8). Meet with staff to discuss tax return member information (.3).	5.60	\$2,212.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
09/05/18	BS	Prepared Elk Grove July monthly operating report.	1.10	\$242.00
09/06/18	JHC	Meeting with M. Larsen, financial controller, to review various aspects and subschedules of the monthly operating report for July and made updates (1.1). Revised and updated monthly operating report for July (.6). Met with G. Miller to review and discuss monthly operating report for July (.4). Obtained additional information and made revisions to the monthly operating report for July (.9). Prepared final monthly operating report for July and submitted to Debtor's counsel for filing (.4).	3.40	\$952.00
	GAM	Prepare for and meet with SEC regarding The Falls bankruptcy and consequences of case dismissal (1.5). Meet with RQN and teleconference with S. Viernes regarding SEC meeting and next steps (1.2). Conference call with counsel and B. Pickering regarding dismissal and trustee motions (.7). Call with D. Wadley regarding update on dismissal and trustee motions (.6). Call from D. Nichols regarding real estate status and background (.2). Review US Trustee monthly reports, edit and execute (.3). Correspondence with counsel and US Trustee regarding deposition schedule and stipulation for trustee motion (.3). Oversee and meet with staff and amended schedules and debt issues (.2). Discussions and correspondence with counsel regarding filing of St. George petition (.3).	5.30	\$2,093.50
09/07/18	JHC	Prepared request for financial information for August monthly operating report and provided to N. Larsen (.3). Discussed case and financial issues with G. Miller and D. Bateman (.3). Call with N. Bergstrom regarding bank accounts and change in signer (.2). Meeting with G. Miller regarding accounts, contacted Wells Fargo Bank and implemented online access (.4). Setup and provided online banking access to N. Larsen (.4).	1.60	\$448.00
09/10/18	BS	Began preparing August operating report.	0.40	\$88.00
	DNB	Review revised statements and schedules against list of issues from the US Trustee's Office.	1.30	\$364.00
09/11/18	DNB	Review and finalize the revised statements and schedules and discuss same with G. Miller.	0.70	\$196.00
	BS	Prepared August operating report from Debtor's accounting and bank records (2.1). Began preparing Elk Grove August operating report (.3). Began preparing Gilbert August operating report (.3). Began preparing McMinnville August operating report (.3).	3.00	\$660.00
	GAM	Review and sign amended schedules (.2). Meet with US Trustee to discuss case status dismissal motion and trustee motion (1.0). Meet with counsel to discuss US Trustee meeting, dismissal motion and trustee motion (1.3).	2.50	\$987.50

Mike Thomson, Trustee

February 15, 2019

Date	Init.	Description	Hours	
09/12/18	GAM	Prepare for and attend status conference hearing; meet with US Trustee and counsel after hearing (2.2). Call with realtor, Dell Nichols regarding case status (.2).	2.40	\$948.00
	BS	Completed draft of Elk Grove August operating report (.5). Completed draft of Gilbert August operating report (.9). Completed draft of McMinnville August operating report (.9).	2.30	\$506.00
09/13/18	BS	Continued work on preparing August operating report.	1.20	\$264.00
09/14/18	BS	Completed TFEC August operating report, including various sub-schedules reconciliation's and analyses (3.6). Completed Elk Grove August operating report (.8). Completed Gilbert August operating report (.8). Completed McMinnville August operating report (.8).	6.00	\$1,320.00
	DNB	Reviewing and revising monthly operating reports.	0.80	\$224.00
	GAM	Discussion with staff regarding MOR presentations (.2). Review/sign all debtor MORs (.2).	0.40	\$158.00
09/17/18	JHC	Reviewed email correspondence regarding monthly operating reports and discussed the same with D. Bateman including information for subsequent filings.	0.50	\$140.00
09/18/18	JHC	Reviewed St. George draft schedules prepared by N. Bergstrom, compiled debt and property information and provided to E. Monson for completion of St. George schedules (.5). Reviewed correspondence related to second liens on St. George property and followed up (.2).	0.70	\$196.00
	GAM	Discussion with US Trustee regarding trustee motion (.5). Call with counsel regarding trustee motion and dismissal motion (.4). Correspondence and call with counsel regarding US Trustee email regarding potential conflict (.3). Calls and correspondence with US Trustee and counsel regarding set-up meeting to discuss dismissal actions (.3).	1.50	\$592.50
09/19/18	JHC	Reviewed pleading regarding St. George second lien and provided updated information and amounts to C. Hurst for St. George statements and schedules (.5). Reviewed data and provided additional information to C. Hurst for bankruptcy statements and schedules (.4).	0.90	\$252.00
	GAM	Meet with US Trustee staff to discuss trustee motion and Ray Quinney representation issues (1.9). Work on preparing place for US Trustee regarding new board creation process and communicate with US Trustee regarding same (1.2).	3.10	\$1,224.50
	JC	Inventory and retrieve documents with J. Curtis.	1.60	\$336.00
09/20/18	DNB	Review and comment on St. George statements and schedules in preparation for filing.	0.50	\$140.00

Mike Thomson, Trustee

February 15, 2019

Date	Init.	Description	Hours	
09/27/18	JHC	Reviewed St. George initial financial report and provided revisions to E. Monson (.6). Directed R. Erekson with setup of new accounts (.3). Reviewed and provided insurance policies to US Trustee's office (.3).	1.20	\$336.00
10/03/18	JHC	Attended all-hands meeting at Ray Quinney with counsel, G. Miller and D. Bateman to discuss overall work to be done relative to implementation of Board, resolution of issues raised by Judge Mosier and division of work and tasks going forward.	2.10	\$588.00
	GAM	Call with broker regarding Cedar Park title report issues (.3). Attend dismissal hearing and have discussions with US Trustee and creditors (2.0). Meet with counsel to discuss dismissal hearing, formation of board, and all outstanding case issues and assignments (2.3).	4.60	\$1,817.00
10/04/18	GAM	Prepare for and attend continued Falls 341 meeting with US Trustee.	1.70	\$671.50
10/05/18	DNB	Handling issues related to potentially incorrect 1099s (.8). Call with N. Bergstrom regarding various operational issues and research related to same (.8). Discussion of tax related requests with E. Williams (.4). Meeting with G. Miller and J. Curtis to discuss issues raised at 341 hearing and began addressing same (2.3).	4.30	\$1,204.00
	JHC	Meeting with G. Miller and D. Bateman regarding questions and information requested at the 341 meeting of creditors and status of work on various fronts (1.1). Prepared files for September monthly operating reports (.6).	1.70	\$476.00
10/09/18	JHC	Reviewed Littleton statement of financial affairs and schedules, provided revision, reviewed revised statements and approved for filing (1.1). Requested information for St. George monthly operating report (.3). Prepared St. George monthly operating report (.4).	1.80	\$504.00
10/10/18	GAM	Call with counsel and US Trustee regarding amending schedules (.4). Call with J. Neubauer regarding schedules (.2).	0.60	\$237.00
10/11/18	BS	Began preparing September operating report.	1.40	\$308.00
10/12/18	JHC	Prepared monthly operating reports and various sub-schedules and data for the Falls at St. George, Elk Grove, McMinnville and Gilbert.	2.20	\$616.00
10/15/18	JHC	Reviewed the Falls Event Center monthly operating report, sub-schedules and related documents for September 2018 and provided comments to B. Sargent (.7). Reviewed monthly operating reports for September 2018 with G. Miller (.6). Reviewed bankruptcy petition and initial financial report documents for Fresno and provided comments to counsel (.6). Prepared and revised September monthly operating report for St.	3.70	\$1,036.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
		George (.5). Prepared and revised September monthly operating report for Elk Grove (.4). Prepared and revised September monthly operating report for McMinnville (.5). Prepared and revised September monthly operating report for Gilbert (.4).		
10/15/18	BS	Completed preparing September operating report, including sub-schedules, reconciliations, revisions and accounting analysis.	5.90	\$1,298.00
	GAM	Review and execute US Trustee MORs for all entities.	1.00	\$395.00
10/17/18	JHC	Meeting with G. Miller to prepare for 341 meeting of creditors (.2). Calls and email correspondence with D. Leigh and N. Bergstrom regarding insurance notice and motion to finance insurance policies (.4).	0.60	\$168.00
	GAM	Prepare for St. George 341 meeting and attend 341 (.9). Prepare for Littleton 341 meeting and attend (.9). Meet with counsel to discuss upcoming calendar of events (.5). Update call with B. Pickering (.5). Work on finalizing board motion and exhibits (.4).	3.20	\$1,264.00
10/24/18	GAM	Meet with counsel and staff regarding J. Neubauer meeting and B. Pickering call (.9). Prepare for and attend status hearing and meet with US Trustee and UCC after hearing (1.5). Meet with counsel to discuss case alternatives and options (.8). Meet with counsel and UCC to discuss status hearing and cash heading forward; call with US Trustee regarding same (1.3). Respond to creditor, counsel, and staff emails regarding property sales, potential buyers, JLL employment, operational issues (1.1). Review US Trustee draft stipulation and respond to US Trustee (.4).	6.00	\$2,370.00
10/25/18	GAM	Call with M. Hindley regarding Evergreen motions (.3) Review further revisions to proposed stipulation and discuss with counsel (.4). Call with UCC and counsel regarding meeting with B. Pickering (.3). Communications with JLL regarding Burr Ridge offer (.2). Calls with counsel regarding B. Pickering presentation to debtor and UCC (.2).	1.40	\$553.00
10/26/18	GAM	Correspondence with the US Trustee regarding property informational meeting (1). Review September bank statements (.2).	0.30	\$118.50
11/06/18	JHC	Reviewed bank accounts, retrieved and redacted bank statements for all Falls Debtors and generated bank reconciliations to accompany monthly operating reports (1.1). Email correspondence with D. Heninger regarding data needed for monthly operating report (.2). Email correspondence with Creditors Committee counsel and Debtor's counsel regarding estimated fees for monthly operating reports (.3).	1.60	\$448.00
	BS	Began preparing Bricktown October operating report (.2). Began preparing Elk Grove October operating report (.1). Began preparing Fresno October operating report (.2). Began preparing Gilbert October operating report (.1). Began preparing	1.10	\$242.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
		McMinnville October operating report (.1). Began preparing St. George October operating report (.2). Began preparing Littleton October operating report (.2).		
11/07/18	GAM	Organize transition file for trustee.	0.50	\$197.50
	BS	Continued work on preparing Elk Grove October operating report (.2). Continued work on preparing Bricktown October operating report (.3). Continued work on preparing Fresno October operating report (.3). Continued work on preparing Gilbert October operating report (.2). Continued work on preparing McMinnville October operating report (.2). Continued work on preparing St. George October operating report (.2). Continued work on preparing Littleton October operating report (.3).	1.70	\$374.00
11/09/18	GAM	Review and sign payables.	0.20	\$79.00
11/12/18	BS	Continued work on preparing October operating report by inputting all cash receipts and disbursements and reconciling.	3.20	\$704.00
	GAM	Prepare documentation and speak with staff regarding trustee transition.	0.70	\$276.50
11/13/18	DNB	Continued compilation of current outstanding issues to discuss with trustee.	0.70	\$196.00
	JHC	Reviewed monthly operating reports for seven wholly owned subsidiaries and provided comments to B. Sargent related to completion.	0.70	\$196.00
	BS	Completed preparing draft of TFEC monthly operating report (1.1). Completed preparing draft of Bricktown monthly operating report (.2). Completed preparing draft of Elk Grove monthly operating report (.2). Completed preparing draft of Fresno monthly operating report (.2). Completed preparing draft of Gilbert monthly operating report (.2). Completed preparing draft of McMinnville monthly operating report (.2). Completed preparing draft of St. George monthly operating report (.2). Completed preparing draft of Littleton monthly operating report (.2).	2.50	\$550.00
	GAM	Attend hearing regarding motion to appoint trustee (.5) Correspondence with US Trustee regarding trustee selections (.1).	0.60	\$237.00
11/14/18	BS	Completed monthly operating report.	2.00	\$440.00
	JHC	Reviewed Falls Event Center monthly operating report and discussed change to unearned revenue with B. Sargent (.8). Final review of subsidiary monthly operating reports for seven entities and provided to G. Miller for signature (.4).	1.20	\$336.00
	GAM	Call with M. Hindley regarding trustee appointment (.1). Review and sign all US Trustee MORs (.4).	0.50	\$197.50
11/15/18	DNB	Finalize agenda for anticipated meeting with trustee and discuss same with G. Miller.	0.30	\$84.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
11/15/18	GAM	Respond to US Trustee requests for confirmation.	0.50	\$197.50
	BS	Prepared schedule of event bookings to provide to US Trustee.	1.10	\$242.00
11/16/18	GAM	Finalize transition memo for trustee (.7). Call with N. Augustine (.8). Review monthly bank statements (.1).	1.60	\$632.00
	DNB	Finalize memorandum for trustee transition and discuss same with G. Miller.	1.50	\$420.00
11/19/18	GAM	Speak with US Trustee regarding 341 meetings and trustee appointment.	0.30	\$118.50
11/20/18	GAM	Complete trustee transition memo.	0.20	\$79.00
11/21/18	GAM	Respond to various emails regarding operational issues, trustee transition meeting, JLL listing agreement.	0.70	\$276.50
11/26/18	JHC	Prepared claims register listing for G. Miller and discussed in preparation for meeting with Trustee (.3). Prepared fee summary for G. Miller for meeting with M. Thomson, Trustee (.3).	0.60	\$168.00
	GAM	Prepare for and meet with trustee and US Trustee regarding case background and transition (3.4). Review and respond to J. Neubauer email to staff (.1).	3.50	\$1,382.50
SUBTOTAL:			[152.90	\$47,810.00]

Claims Administration

10/03/18	GAM	Respond to investor, creditor, and interested party emails.	0.70	\$276.50
10/04/18	JHC	Prepared email to investor creditors to provide claim form, claim filing instructions and claim bar date (.5). Responded to various investor inquiries related to claim forms and questions on case (.4).	0.90	\$252.00
10/05/18	JHC	Responded to various investor inquiries regarding claim forms and case questions.	0.60	\$168.00
10/08/18	JHC	Responded to emails from investor with inquiries regarding claim forms, case issues and claims questions.	0.50	\$140.00
10/09/18	JHC	Email correspondence and calls with investors regarding claim forms and claims issues.	0.30	\$84.00
10/10/18	GAM	Respond to investor emails regarding claim forms and other case issues.	0.40	\$158.00
10/11/18	JHC	Calls with various investors regarding claims inquiries and questions (.4). Responded to investor emails related to claims and case inquiries (.4).	0.80	\$224.00
10/12/18	JHC	Calls with various investors regarding proof of claim form questions, case questions and specific investor claims questions.	0.60	\$168.00
10/18/18	JHC	Calls with investors regarding claim questions.	0.30	\$84.00
10/22/18	JC	Calls with IRA Services Trust Company and investor counsel to discuss re-registration documents.	0.40	\$84.00

Mike Thomson, Trustee

February 15, 2019

Date	Init.	Description	Hours	
10/23/18	JHC	Phone calls and email correspondence with multiple investors regarding claims form questions, case questions and various requests and inquiries.	0.80	\$224.00
	DNB	Call with investor to discuss claim form and case status.	0.40	\$112.00
	GAM	Respond to investor relations emails.	0.40	\$158.00
10/24/18	GAM	Call with investor, Larry Key, regarding his investment story and details.	0.60	\$237.00
10/25/18	DNB	Review information for Trolley Square subpoena and discuss same with D. Leigh (1.0). Working with Falls staff to compile information requested by potential buyers (1.3). Review correspondence from J. Neubauer regarding amended statements and schedules (.3).	2.60	\$728.00
10/26/18	JHC	Calls with various investors regarding claim forms, claim calculations and other case issues.	0.40	\$112.00
	DNB	Calls with investors regarding motions filed and follow up with K. Johnston and staff regarding same.	1.30	\$364.00
10/29/18	GAM	Call with investor SV Dental.	0.20	\$79.00
10/30/18	GAM	Respond to investor A. Perencin.	0.10	\$39.50
10/31/18	JHC	Calls and email correspondence with various investors regarding claim forms and other issues.	0.60	\$168.00
11/01/18	JHC	Investor calls and emails regarding claims and case questions.	0.30	\$84.00
	GAM	Review and respond to investor emails regarding case status (.8). Call with investor G. Summe (1.6).	2.40	\$948.00
11/02/18	JHC	Calls with investors regarding claim form questions and confirmation of claim form filings with the bankruptcy Court.	0.30	\$84.00
	GAM	Meet with counsel and Cedar Park counsel to discuss release price and claim issues (1.5). Various calls with investors regarding case status (.3). Work on Cedar Park claim of Golf 6061 with staff (.4).	2.20	\$869.00
11/05/18	JHC	Calls with investors regarding claim form and case questions.	0.30	\$84.00
11/06/18	JHC	Prepared email to all investors and other interested parties regarding withdrawal of motion to appoint a board of managers and reminder of claim filing deadline.	0.50	\$140.00
11/07/18	JHC	Responded to investor requests and inquiries resulting from notification sent to all investors (.3). Confirmed investor claim filings and responded to inquiring investors (.2). Provided claim forms and information to investors (.2).	0.70	\$196.00
	GAM	Calls with investor B. Large.	0.40	\$158.00
11/08/18	GAM	Responses to investor G. Summe emails.	0.20	\$79.00
11/12/18	GAM	Review claims register and discuss with staff (.3). Communications with investor, J Griffin (.2).	0.50	\$197.50
	JC	Call with investors regarding proof of claim forms.	0.40	\$84.00
11/13/18	JHC	Responded to investor email inquiries related to claim submission and case issues.	0.50	\$140.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
11/13/18	GAM	Call with investor L. Key.	0.60	\$237.00
11/14/18	JHC	Calls with investors J. Young and S. Rutkowski regarding claims questions and inquiries (.4). Retrieved and prepared text-searchable claims register for K. Johnston to respond to investor inquiries (.3).	0.70	\$196.00
11/15/18	JHC	Call with investor Hirshbrunner regarding claim and case questions.	0.20	\$56.00
11/16/18	JC	Call with investors regarding proof of claim form.	0.30	\$63.00
11/19/18	GAM	Review and sign claim form in FF bankruptcy (.1). Respond to investor email of G. Summe (.1).	0.20	\$79.00
11/21/18	GAM	Handle issue related to Financial Fit proof of claim.	0.10	\$39.50
SUBTOTAL:			[23.70	\$7,594.00]

Tax Issues

08/27/18	EW	Meet with G. Miller to discuss case (.4). Phone call with CPA regarding tax issues (.2).	0.70	\$164.50
	GAM	Discuss 2017 tax returns with staff and provide contact information for tax preparer.	0.20	\$79.00
09/05/18	EW	Various emails and phone calls with D. Barnhurst regarding tax returns and investor list (.3). Review The Falls Event Center, LLC, tax returns (.2).	0.50	\$117.50
09/06/18	EW	Discuss eFalls with D. Bateman (.1). Review eFalls tax returns (.3). Various emails with D. Barnhurst and G. Miller (.2).	0.60	\$141.00
09/07/18	EW	Compile and review eFalls Corporation tax documents and investor list (.5). Phone call and email with G. Miller regarding same (.1).	0.60	\$141.00
09/13/18	EW	Evaluate eFalls Corporation 2013 tax return for pass through activity (.2). Phone call with D. Barnhurst regarding same (.1). Various emails with M. Grigg regarding tax returns (.2). Evaluate The Falls Event Center 2013 K-1's (.8). Discuss K-1 schedule with B. Sargent (.1). Review K-1 schedule and update same (.5). Multiple discussions with G. Miller regarding K-1's (.2).	2.10	\$493.50
09/18/18	EW	Analyze tax returns and K-1's for disregarded entities reported on The Falls Event Center's 2017 tax return (.5). Email D. Bateman regarding same (.1). Various discussions with D. Bateman regarding tax reporting of The Falls' subsidiaries (.3).	0.90	\$211.50
10/02/18	EW	Discuss Oregon tax notice with D. Bateman.	0.10	\$23.50
10/03/18	EW	Phone call to Oregon Bankruptcy Unit regarding payroll tax notice.	0.10	\$23.50
10/05/18	EW	Verify K-1 information (.1). Phone call with California FTB (.2).	0.30	\$70.50
10/10/18	EW	Phone call with CA FTB regarding tax documents (.1). Prepare CA power of attorney and electronic transmission forms (.4). Phone call with Oregon regarding tax documents (.1).	0.60	\$141.00

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	
10/12/18	EW	Phone call with Oregon Department of Revenue (.2). Prepare Oregon Power of Attorney in response to same (.3). Compile tax forms for submission to California FTB (.1). Email same to California FTB (1). Evaluate 2015 CA use tax return (.1). Email same to D. Bateman (.1). Update tax files (.1).	1.00	\$235.00
10/22/18	EW	Compile and email power of attorney to Oregon Department of Revenue.	0.30	\$70.50
11/01/18	EW	Analyze Arizona tax notice and call Arizona Department of Revenue regarding same.	0.40	\$94.00
11/09/18	DNB	Work on California tax issues with E. Williams.	0.50	\$140.00
11/13/18	EW	Email California Department of Revenue regarding tax claim.	0.10	\$23.50
11/19/18	EW	Phone call with Oregon Department of Revenue regarding payroll taxes (.4). Email Oregon Bankruptcy Unit regarding same (.1).	0.50	\$117.50
SUBTOTAL:			[9.50	\$2,287.00]

Total for professional services rendered 734.00 \$213,417.00

Expenses

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Copies</u>	
09/30/18	RE	Copying cost (95 copies at \$.15 per copy)		\$14.25
10/31/18	RE	Copying cost (175 copies at \$.15 per copy)		\$26.25
SUBTOTAL:			[\$40.50]

Ground Transportation

10/19/18	GAM	Ground transportation in Chicago to bank to wire payroll.		\$30.54
	GAM	Ground transportation in Chicago to return to hotel from bank.		\$25.93
SUBTOTAL:			[\$56.47]

Meals

10/16/18	GAM	Working lunch.		\$12.86
10/18/18	GAM	Working lunch in preparation for meeting		\$12.79
10/29/18	GAM	Working lunch.		\$12.86

Mike Thomson, Trustee

February 15, 2019

<u>Date</u>	<u>Init.</u>	<u>Description</u>	
SUBTOTAL:			[\$38.51]

Mileage

09/11/18	DNB	Mileage to Falls offices for meeting with N. Bergstrom	\$17.03
09/12/18	DNB	Mileage to Falls offices for meeting with N. Bergstrom	\$17.03
09/18/18	DNB	Mileage to Falls for meeting with N. Bergstrom	\$17.03
10/04/18	DNB	Mileage to client site for meeting with K. Johnston.	\$17.03
10/10/18	DNB	Mileage to Falls office for meeting with Neal.	\$17.03
11/05/18	GAM	Meeting with K. Johnston at the corporate office.	\$5.65
SUBTOTAL:			[\$90.80]

Parking

09/07/18	GAM	Parking for meeting	\$4.00
09/12/18	GAM	Parking for meeting	\$4.00
09/13/18	GAM	Parking for hearing	\$2.00
09/19/18	GAM	Parking for meeting	\$4.00
09/30/18	RE	Parking	\$4.00
10/04/18	GAM	Parking for hearing	\$4.00
10/25/18	RE	Parking for hearing.	\$4.00
10/30/18	GAM	Parking - hearing and meetings	\$25.53
	RE	Parking for hearing	\$4.00
10/31/18	RE	Parking	\$10.00
11/01/18	RE	Parking for hearing	\$4.00
SUBTOTAL:			[\$69.53]

Postage

09/12/18	RE	FedEx envelopes to The Falls in Fresno, Gilbert, and McMinnville.	\$80.69
09/14/18	RE	FedEx to The Falls at Littleton	\$26.04
09/26/18	RE	FedEx to The Falls at McMinnville	\$28.55
09/30/18	RE	Postage	\$23.97
10/26/18	RE	Charges to FedEx check to Littleton.	\$31.98
10/31/18	RE	Postage	\$40.42
SUBTOTAL:			[\$231.65]

Mike Thomson, Trustee

February 15, 2019

Total expenses	\$527.46
Total new charges	\$213,944.46
Balance due	\$213,944.46

Client funds transactions

Previous balance of Retainer	\$0.00
9/5/2018 Payment to account from The Falls Event Center. Check No. Wire	\$50,000.00
10/5/2018 Payment to account from The Falls Event Center	\$75,000.00
11/1/2018 Payment to account from The Falls Event Center. Check No. 2420	\$75,000.00
1/24/2019 Withdrawal from account paid to The Falls Event Center by Check #14005	(\$200,000.00)
New balance of Retainer	\$0.00
