

Trinitee G. Green (SBN 24081320)
Polsinelli PC
2950 N. Harwood, Suite 2100
Dallas, Texas 75201
Telephone: (214) 397-0030
Facsimile: (214) 397-0033
tggreen@polsinelli.com

Jeremy R. Johnson (Admitted *Pro Hac Vice*)
Brenna A. Dolphin (Admitted *Pro Hac Vice*)
Polsinelli PC
600 3rd Avenue, 42nd Floor
New York, New York 10016
Telephone: (212) 684-0199
Facsimile: (212) 684-0197
jeremy.johnson@polsinelli.com
bdolphin@polsinelli.com

COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Northwest Senior Housing Corporation, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that FTI Consulting, Inc. (the “**Applicant**”), financial advisor to the debtors and debtors in possession (the “**Debtors**”) in the above-captioned bankruptcy cases (the “**Chapter 11 Cases**”) has filed the **Third Monthly Fee Application of FTI Consulting, Inc. for Compensation and Reimbursement of Expenses as Financial Advisor to the Debtors and Debtors in Possession for the Period from July 1, 2022 through July 31, 2022** (the “**Application**”) with the United States Bankruptcy Court for the Northern District of Texas (the “**Bankruptcy Court**”) in the Chapter 11 Cases.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be filed with the Bankruptcy Court in accordance with the local rules and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 401] (the “**Compensation Order**”) and served no later than 21 days after service of the Application (the “**Objection Deadline**”) upon the following parties (the “**Notice Parties**”): (a) Northwest Senior Housing Corporation, 8523 Thackery Street, Dallas (attn: Nick Harshfield); (b) counsel to the Debtors, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201 (attn: Trinitee G. Green) and 600 3rd Avenue, 42nd Floor, New York, NY 10016 (attn: Jeremy R. Johnson and Brenna A. Dolphin); (c) counsel to UMB Bank N.A., as Trustee, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, MA 02111 (attn:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation (2669). The Debtors’ mailing address is 8523 Thackery Street, Dallas, Texas 75225.



Daniel Bleck); (d) proposed counsel to the official committee of unsecured creditors, Foley & Lardner, 2021 McKinney Avenue, Ste. 1600, Dallas, Texas 75201 (attn: Stephen A. McCartin, Thomas C. Scannell, and Mark C. Moore); (e) the Office of the United States Trustee for the Northern District of Texas (Dallas Division) Earle Cabell Federal Building, 1100 Commerce Street, Room 976 Dallas, Texas 75242 (attn: Lisa Lambert); and (f) counsel for Intercity Investment Properties, Inc., Jackson Walker LLP, 2323 Ross Ave., Suite 600 Dallas, Texas 75201 (attn: Michael S. Held, Jennifer F. Wertz, and J. Machir Stull) and Levenfeld Pearlstein, LLC, 2 North LaSalle Street, Suite 1300, Chicago, IL 60602 (attn: Elizabeth B. Vandesteeg; Harold D. Israel; and Eileen M. Sethna).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served, and received, the objecting party and the Applicant shall have fourteen (14) days after service of the objection to reach a resolution. If the parties are unable to reach a resolution within the fourteen (14) day period, the Applicant may either: (i) file a response to the objection with the Court or (ii) forego payment of fees subject to the objection until the next Interim Fee Application Request (as defined in the Compensation Order) hearing or final fee application hearing.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE APPLICATION WILL BE DEEMED APPROVED AND THE APPLICANT WILL BE ENTITLED TO PAYMENT OF 80% OF ITS REQUESTED FEES AND 100% OF ITS REQUESTED EXPENSES WITHOUT FURTHER NOTICE OR HEARING.

Dated: September 1, 2022
Dallas, Texas

POLSINELLI PC

/s/ Trinitee G. Green

Trinitee G. Green (SBN 24081320)
2950 N. Harwood, Suite 2100
Dallas, Texas 75201
Telephone: (214) 397-0030
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– and –

Jeremy R. Johnson (Admitted *Pro Hac Vice*)
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COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Northwest Senior Housing Corporation, *et al.*,²
Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

**THIRD MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
AS FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM JULY 1, 2022 THROUGH JULY 31, 2022**

Name of Applicant:	<u>FTI Consulting, Inc.</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>May 13, 2022, <i>nunc pro tunc</i> to April 14, 2022</u>
Period for which compensation and reimbursement is sought:	<u>July 1, 2022 through July 31, 2022</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$281,972.00</u>
80% of Amount of Compensation sought as actual, reasonable and necessary:	<u>\$225,577.60</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$0.00</u>
Number of Professionals Included in this Application:	<u>8</u>
Number of Professionals Billing Less Than 15 Hours to the Case During this Period:	<u>4</u>
Blended Rate for All Timekeepers in this Application:	<u>\$837.96</u>

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation (2669). The Debtors' mailing address is 8523 Thackery Street, Dallas, Texas 75225.

This is a(n):

☒ Monthly ☐ Interim ☐ Final
application

This is the **Third** monthly fee application filed by FTI Consulting, Inc. in this case.

SUMMARY OF MONTHLY FEE APPLICATIONS

Compensation Period	Requested Fees	Requested Expenses	Total
April 14, 2022 – May 30, 2022	\$678,267.50	\$0.00	\$678,267.50
June 1, 2022 – June 30, 2022	\$244,731.00	\$0.00	\$244,731.00
July 1, 2022 – July 31, 2022	\$281,972.00	\$0.00	\$281,972.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Northwest Senior Housing Corporation, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

**THIRD MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
AS FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM JULY 1, 2022 THROUGH JULY 31, 2022**

FTI Consulting, Inc. (“**FTI**”), financial advisor to the debtors and debtors in possession (the “**Debtors**”) in the above-captioned cases (the “**Chapter 11 Cases**”), submits its third monthly fee application (the “**Application**”) for approval pursuant to Sections 330 and 331 of Title 11 of the United States Code (the “**Bankruptcy Code**”) of its monthly compensation and reimbursement of expenses for the period from July 1, 2022 through July 31, 2022 (the “**Compensation Period**”). In support thereof, FTI respectfully represents as follows:

I. JURISDICTION AND VENUE

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

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

3. The statutory and other predicates for the relief requested herein are Bankruptcy Code sections 105(a) and 331; and the *Order Establishing Procedures for Interim Compensation*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation (2669). The Debtors’ mailing address is 8523 Thackery Street, Dallas, Texas 75225.

and Reimbursement of Expenses of Professionals [Docket No. 401] entered in these Chapter 11 Cases.

II. BACKGROUND

4. On April 14, 2022 (the “**Petition Date**”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”).

5. The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). *See* Docket No. 88. The Debtors continue to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

6. On April 28, 2022, the Office of the United States Trustee for the Northern District of Texas (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors (the “**Committee**”) pursuant to Bankruptcy Code section 1102(a)(1). *See* Docket No. 135.

7. No trustee or examiner has been appointed.

8. The factual background regarding the Debtors and the events leading to the filing of the above-referenced Chapter 11 Cases is set forth in the *Declaration of Nick Harshfield in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* (the “**First Day Declaration**”) [Docket No. 7], which is incorporated herein by reference.

9. On May 13, 2022, this Court entered an order approving the retention of FTI as financial advisor to the Debtors, *nunc pro tunc* to the Petition Date [Docket No. 227].

III. FEES AND EXPENSES

10. FTI has continuously rendered services to the Debtors during the Compensation Period, totaling 336.5 hours of professional time. The services of FTI are necessary to enable the Debtors to execute faithfully their duties as debtors and debtors in possession. FTI has provided, and will continue to provide, services to the Debtors including the following:

- (a) assistance in the preparation of financial information for distribution to creditors and others, including, but not limited to, cash flow projections and budgets, cash receipts and disbursement analysis, analysis of various asset and liability accounts, and analysis of proposed transactions for which Court approval is sought;
- (b) assistance to the Debtors in the preparation of financial-related disclosures required by the Court, including the Debtors' Schedules of Assets and Liabilities, Statements of Financial Affairs and Monthly Operating Reports;
- (c) assistance to the Debtors with information and analyses required pursuant to the Debtors' use of cash collateral including, but not limited to, preparation for hearings regarding the use of cash collateral;
- (d) assistance and advice to the Debtors with respect to the identification of core business assets and the disposition of assets;
- (e) assistance with the identification of executory contracts and leases and performance of cost/benefit evaluations with respect to the affirmation or rejection of each;
- (f) assistance regarding the evaluation of the present level of operations and identification of areas of potential cost savings, including overhead and operating expense reductions and efficiency improvements;
- (g) assistance in the evaluation and analysis of avoidance actions, including fraudulent conveyances and preferential transfers;
- (h) assistance to Debtors' management team and counsel focused on the coordination of resources related to the reorganization effort;
- (i) develop strategy, including communications, relating to residents, former residents, vendors, and employees;
- (j) analysis of creditor claims by type, entity, and individual claim, including assistance with development of databases, as necessary, to track such claims;
- (k) assistance in the preparation of information and analysis necessary for the confirmation of a plan of reorganization in these Chapter 11 Cases; and
- (l) rendering such other general business consulting or such other assistance as Debtors' management or counsel may deem necessary consistent with the role of a financial advisor to the extent that it would not be duplicative of services provided by other professionals in this proceeding.

11. The total sum due to FTI for professional services rendered on behalf of the Debtors for the Compensation Period is \$281,972.00, 80% of which will be due and payable immediately

upon approval of this Application. FTI submits that the professional services it rendered on behalf of the Debtors during this time were reasonable and necessary under the circumstances.

12. FTI expended no costs on behalf of the Debtors during the Compensation Period.

13. In support of its Applications, FTI attaches the following exhibits: (i) Exhibit A – Summary of Time by Professionals; (ii) Exhibit B – Summary of Time by Task Code; (iii) Exhibit C – Detail of Time Entries by Task Code and (iv) Exhibit D – Declaration of Chad J. Shandler.

14. The undersigned hereby attests that he has reviewed the requirements of the *United States Bankruptcy Court for the Northern of Texas Guidelines for Compensation and Expense Reimbursement of Professionals* (the “**Guidelines**”) and this Application conforms to such requirements.

WHEREFORE, FTI requests that the Court approve the Application, pursuant to 11 U.S.C. §§ 330 and 331, granting it interim compensation for professional services rendered in the amount of \$281,972.00 80% of which is to be paid upon the filing of a certificate of no objection, and the sum of \$0.00 for reimbursement of actual and necessary costs expended as financial advisor to the Debtors for the period from July 1, 2022 through July 31, 2022.

Dated: September 1, 2022

Respectfully submitted,

/s/ Chad J. Shandler

Chad J. Shandler
Senior Managing Director
FTI Consulting, Inc.

Exhibit A

EXHIBIT A
NORTHWEST SENIOR HOUSING CORP., - CASE NO. 22-30659
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD JULY 1, 2022 TO JULY 31, 2022

Professional	Position	Billing Rate	Total Hours	Total Fees
Shandler, Chad	Senior Managing Director	\$1,200	50.4	\$60,480.00
Deluise, Kevin	Managing Director	960	85.5	82,080.00
Mahan, Jonathan	Managing Dir	910	42.4	38,584.00
Probbler, Roberta	Managing Dir	930	7.1	6,603.00
Leake, Nicola	Senior Consultant	595	0.7	416.50
Shapiro, Jill	Senior Consultant	655	135.1	88,490.50
Jasser, Riley	Consultant	370	10.4	3,848.00
Hellmund-Mora, Marili	Manager	300	4.9	1,470.00
GRAND TOTAL			336.5	\$281,972.00

Exhibit B

EXHIBIT B
NORTHWEST SENIOR HOUSING CORP., - CASE NO. 22-30659
SUMMARY OF HOURS BY TASK
FOR THE PERIOD JULY 1, 2022 TO JULY 31, 2022

Task Code	Task Description	Total Hours	Total Fees
1	Situation Assessment/Develop Work Plan	0.3	\$178.50
2	Project Monitoring & Supervision	3.3	3,069.00
3	Cash Forecasting/Treasury Management	14.7	13,178.00
6	Financial Projections	148.9	114,610.50
7	Post-petition Accounting	9.5	9,120.00
9	Corporate Strategy Communications.	11.1	4,499.00
10	Prepare for and Attend Court Hearings	2.0	2,400.00
12	Communications/Meetings with Counsel	6.5	7,364.00
13	Communications/Meetings with Secured Creditors	1.1	1,320.00
14	Communications/Meetings with Other Parties	3.4	4,080.00
15	Monthly Operating Reports	12.2	11,760.00
16	SOFAs & SOALs	0.9	864.00
20	Other Reporting	20.4	21,757.50
22	Claims Management, Reconciliation and Resolution	1.7	1,632.00
23	POR/Plan Confirmation/Plan Implementation/Disclosure Statement	16.3	15,222.50
24	Liquidation Analyses	3.8	3,648.00
26	Insurance Issues	0.8	768.00
28	Adversary Proceedings Preparation and Litigation	3.3	3,792.00
31	Potential Avoidance Actions & Litigation	20.8	20,945.00
33	Billing/Staffing Reports	9.5	6,030.00
35	General Business Operations/Administration	5.6	6,312.00
36	Budget vs. Actual Reporting	40.4	29,422.00
GRAND TOTAL		336.5	\$281,972.00

Exhibit C

EXHIBIT C
NORTHWEST SENIOR HOUSING CORP., - CASE NO. 22-30659
DETAIL OF TIME ENTRIES
FOR THE PERIOD JULY 1, 2022 TO JULY 31, 2022

Task Category	Date	Professional	Hours	Activity
1	7/25/2022	Leake, Nicola	0.2	Review workplan and next steps.
1	7/25/2022	Leake, Nicola	0.1	Review workplan and next steps.
1 Total			0.3	
2	7/11/2022	Probbler, Roberta	1.3	Review potential cost saving aletrnatives in projections.
2	7/12/2022	Probbler, Roberta	0.5	Meeting with Debtors regarding projections.
2	7/14/2022	Probbler, Roberta	1.5	Review variances in projections.
2 Total			3.3	
3	7/1/2022	Deluise, Kevin	0.2	Correspondence with Bond Counsel relating to DIP funding request.
3	7/5/2022	Probbler, Roberta	0.6	Review Budget v. Actual for w/e 7/3.
3	7/6/2022	Deluise, Kevin	0.4	Calls and emails with Lifespace re: cash management and acceleration of AP processing.
3	7/6/2022	Probbler, Roberta	0.3	Review/analyze financial statements and cash flows re: favorable variances, timing vs. permanent.
3	7/8/2022	Deluise, Kevin	0.3	Correspondence with Lifespace and Mintz Levin re: DIP advance and appropriate bank account.
3	7/8/2022	Shandler, Chad	0.3	Discussion with the FTI team re: DIP financing funding wire.
3	7/11/2022	Deluise, Kevin	0.8	Respond to Lifespace regarding various vendor inquiries including landscape services, IT provider and supplier 503b9 eligibility.
3	7/11/2022	Deluise, Kevin	0.1	Project cash balances re: timing of DIP draw.
3	7/13/2022	Deluise, Kevin	0.2	Respond to Lifespace email re: master contract liability issues.
3	7/14/2022	Deluise, Kevin	0.5	Follow-up on office equipment lease missed payments and review past due invoices.
3	7/14/2022	Shapiro, Jill	0.2	Review payment history re: copier rental.
3	7/19/2022	Shapiro, Jill	0.7	Prepare analysis to determine DIP need.
3	7/19/2022	Deluise, Kevin	0.6	Project out DIP advance requirements.
3	7/19/2022	Shandler, Chad	0.4	Review analysis re: potential cash needs.
3	7/20/2022	Shapiro, Jill	0.3	Prepare update to cash flow budget in connection with amended cash collateral budget.
3	7/20/2022	Shandler, Chad	0.7	Review revised cash flow forecast and assumptions.
3	7/20/2022	Deluise, Kevin	0.4	Commence updated 13 week projections.
3	7/20/2022	Deluise, Kevin	0.3	FTI team update call.
3	7/20/2022	Shapiro, Jill	0.4	Participate on team call re: cash flow.
3	7/22/2022	Mahan, Jonathan	0.2	Review cash flow assumptions and development.
3	7/23/2022	Leake, Nicola	0.4	Call with Lifespace management re: Edgemere cash activity reports.
3	7/24/2022	Shapiro, Jill	2.0	Roll-forward cash flow actuals.
3	7/25/2022	Shandler, Chad	0.3	Review revised DIP cash flow forecast.
3	7/25/2022	Deluise, Kevin	0.2	Respond to Polsinelli inquiry re: contract Vendor payment status and claim amount.
3	7/25/2022	Deluise, Kevin	0.3	Prep for 13 week projections we 11/5.
3	7/25/2022	Deluise, Kevin	0.4	Accounts payable analysis and correspondence with Lifespace.
3	7/25/2022	Shapiro, Jill	0.2	Review latest AP aging.
3	7/26/2022	Deluise, Kevin	0.3	E mail correspondence with Lifespace and Polsinelli re: equipment lessor payment status and review of contracts.
3	7/27/2022	Deluise, Kevin	0.1	Correspondence with Lifespace re: consolidated billing issue and contractor.
3	7/28/2022	Deluise, Kevin	0.5	Calculate UST fees and provide payment directions to Lifespace.
3	7/28/2022	Deluise, Kevin	0.8	Research and correspondence with Lifespace regarding credit card payments and vendor management.
3	7/28/2022	Deluise, Kevin	0.3	Review KCC June 2022 invoice in comparison to budget.
3	7/28/2022	Deluise, Kevin	0.2	Respond to Lifespace re: Landscape vendor amounts due.
3	7/29/2022	Deluise, Kevin	0.6	Respond to Polsinelli re: reconcile pre and post analysis for contractor, equipment lessor and landscaper.
3	7/29/2022	Deluise, Kevin	0.2	Call with Landscape vendor.
3 Total			14.7	
6	7/10/2022	Shapiro, Jill	2.9	Update projections to include actual results through May 2022.

6	7/11/2022 Shapiro, Jill	0.5	Prepare analysis re: projection to actual.
6	7/11/2022 Mahan, Jonathan	0.2	Review Executive Director's schedule of proposed savings.
6	7/11/2022 Mahan, Jonathan	0.5	Discuss Edgemere projections with the FTI team.
6	7/11/2022 Mahan, Jonathan	0.3	Discuss projection updates with the FTI team.
6	7/11/2022 Mahan, Jonathan	0.2	Discuss projection updates with the FTI team
6	7/11/2022 Mahan, Jonathan	0.2	Discuss Edgemere projections with the FTI team.
6	7/11/2022 Mahan, Jonathan	0.1	Review and respond to questions re: projection to actual variances.
6	7/11/2022 Mahan, Jonathan	0.1	Review comments re: community potential cost savings.
6	7/11/2022 Shapiro, Jill	1.5	Update projections to include actual results through May 2022.
6	7/11/2022 Shapiro, Jill	2.1	Review trailing averages to update projections.
6	7/11/2022 Shapiro, Jill	1.6	Update projection assumptions based on latest results.
6	7/11/2022 Shapiro, Jill	3.4	Prepare and analyze projection to actual.
6	7/11/2022 Shapiro, Jill	0.8	Review proposed cost savings initiatives re: projections.
6	7/11/2022 Shapiro, Jill	0.7	Prepare questions re: projection to actual.
6	7/12/2022 Shapiro, Jill	0.4	Review and prepare updates to projections.
6	7/12/2022 Mahan, Jonathan	0.5	Discuss projections with the FTI team.
6	7/12/2022 Mahan, Jonathan	0.2	Review variance analysis and commentary.
6	7/12/2022 Mahan, Jonathan	0.5	Meeting with Executive Director to discuss projections.
6	7/12/2022 Mahan, Jonathan	0.3	Call with RBC to discuss rent roll and lease.
6	7/12/2022 Shandler, Chad	0.5	Discussion with the FTI team re: potential cost savings analysis.
6	7/12/2022 Shapiro, Jill	0.5	Discussion with the FTI team re: potential cost savings analysis.
6	7/12/2022 Shapiro, Jill	0.3	Prepare question list re: projections.
6	7/12/2022 Shapiro, Jill	2.9	Update projection assumptions.
6	7/13/2022 Shapiro, Jill	0.3	Meet with the FTI team to discuss revised projections.
6	7/13/2022 Mahan, Jonathan	0.3	Meet with the FTI team to discuss revised projections.
6	7/13/2022 Shapiro, Jill	0.2	Incorporate updates to the projection assumptions.
6	7/13/2022 Shapiro, Jill	4.5	Update projection assumptions.
6	7/14/2022 Shapiro, Jill	1.0	Review rate assumptions re: projections.
6	7/14/2022 Mahan, Jonathan	1.0	Review rent roll and IL discounts.
6	7/14/2022 Shapiro, Jill	2.2	Update projection assumptions.
6	7/15/2022 Shapiro, Jill	0.8	Review discounts by level of care in connection with projections.
6	7/15/2022 Mahan, Jonathan	0.5	Prepare analysis re: IL monthly service fees.
6	7/15/2022 Mahan, Jonathan	1.5	Prepare analysis of IL monthly service fees.
6	7/15/2022 Mahan, Jonathan	0.9	Prepare monthly service fee analysis.
6	7/15/2022 Shapiro, Jill	1.4	Review salaries to determine updated assumptions.
6	7/16/2022 Shapiro, Jill	5.1	Review expenses to determine updated assumptions.
6	7/17/2022 Shapiro, Jill	0.5	Review expenses to determine updated assumptions.
6	7/18/2022 Mahan, Jonathan	0.1	Debrief with the FTI team re: projections call with Company.
6	7/18/2022 Shapiro, Jill	1.2	Review projections in preparation for client call.
6	7/18/2022 Shapiro, Jill	0.6	Review proposed cost reductions in preparation for client call.
6	7/18/2022 Shapiro, Jill	0.1	Debrief with the FTI team re: projections call with Company.
6	7/18/2022 Shapiro, Jill	0.3	Prepare updated information request.
6	7/18/2022 Shapiro, Jill	0.9	Update projections following meeting with client.
6	7/18/2022 Mahan, Jonathan	0.2	Review and provide comments to projections.
6	7/18/2022 Mahan, Jonathan	0.5	Review and validate proposed cost savings.
6	7/18/2022 Mahan, Jonathan	0.2	Review updated projection assumptions.
6	7/18/2022 Mahan, Jonathan	0.9	Review potential cost savings.
6	7/18/2022 Mahan, Jonathan	0.9	Review revenue projection assumptions.
6	7/18/2022 Shandler, Chad	0.5	Prepare for projection meeting with management.
6	7/18/2022 Shandler, Chad	0.7	Review trending analysis.
6	7/18/2022 Mahan, Jonathan	0.6	Review projection assumptions.
6	7/18/2022 Mahan, Jonathan	0.4	Prepare analysis of AL monthly fees.
6	7/18/2022 Mahan, Jonathan	1.2	Meeting with Lifespace, Executive Director re: projections.
6	7/18/2022 Mahan, Jonathan	0.6	Review projection questions for Company.
6	7/18/2022 Mahan, Jonathan	0.4	Review projection questions for Company.
6	7/18/2022 Mahan, Jonathan	0.5	Prepare analysis of MC monthly fees.
6	7/18/2022 Mahan, Jonathan	1.7	Review refreshed projections and update revenue assumptions.
6	7/18/2022 Mahan, Jonathan	0.5	Review projections and update SNF revenue assumptions.
6	7/18/2022 Shapiro, Jill	4.8	Review and update projections.
6	7/18/2022 Shapiro, Jill	1.0	Update projections and prepare information request.
6	7/18/2022 Shapiro, Jill	1.6	Prepare expense bridge.
6	7/18/2022 Shapiro, Jill	0.3	Prepare for call with Debtors re: projections.

6	7/18/2022 Shapiro, Jill	1.2	Participate in call with the Debtors re: projections.
6	7/19/2022 Shapiro, Jill	0.7	Prepare updates to projections based on proposed cost reductions.
6	7/19/2022 Shapiro, Jill	1.0	Prepare wage analysis.
6	7/19/2022 Mahan, Jonathan	0.5	Review and QC adjusted projections.
6	7/19/2022 Mahan, Jonathan	0.2	Review call notes from client call re: updated assumptions.
6	7/19/2022 Mahan, Jonathan	0.2	Review next steps re: completion of projections.
6	7/19/2022 Shandler, Chad	1.2	Review impact of cost reductions on operating projections.
6	7/19/2022 Mahan, Jonathan	1.0	Review departmental non-wage expense projections.
6	7/19/2022 Mahan, Jonathan	1.0	Meeting with Lifespace re: projection assumption questions.
6	7/19/2022 Mahan, Jonathan	0.7	Review non-wage expense projections.
6	7/19/2022 Mahan, Jonathan	1.3	Perform detailed review of revenue projections.
6	7/19/2022 Mahan, Jonathan	0.3	Review the non-wage expense projections.
6	7/19/2022 Mahan, Jonathan	0.4	Prepare unit mix pricing analysis.
6	7/19/2022 Mahan, Jonathan	1.0	Review projection bridge.
6	7/19/2022 Mahan, Jonathan	1.7	Prepare rent roll analysis.
6	7/19/2022 Shapiro, Jill	0.5	Participate in meeting with team to review projections.
6	7/19/2022 Shapiro, Jill	2.4	Update projections based on conversation with Lifespace.
6	7/19/2022 Shapiro, Jill	1.0	Participate in team meeting to review projections.
6	7/19/2022 Shapiro, Jill	2.4	Update projections and prepare wage analysis.
6	7/19/2022 Shapiro, Jill	3.3	Prepare expense bridge.
6	7/19/2022 Shapiro, Jill	1.1	Participate on call with Lifespace re: Edgemere projections questions and discounts.
6	7/20/2022 Shapiro, Jill	0.3	Discuss projection bridge with the FTI team.
6	7/20/2022 Shapiro, Jill	1.4	Prepare expense bridge.
6	7/20/2022 Mahan, Jonathan	0.3	Discuss projection bridge with the FTI team.
6	7/20/2022 Mahan, Jonathan	0.2	Prepare rent roll analysis.
6	7/20/2022 Mahan, Jonathan	0.1	Update unit mix in rent roll analysis.
6	7/20/2022 Shandler, Chad	0.8	Review status of revisions to projection assumptions.
6	7/20/2022 Mahan, Jonathan	1.1	Review draft of projections.
6	7/20/2022 Shapiro, Jill	3.3	Prepare expense bridge compared to prior projection update.
6	7/20/2022 Shapiro, Jill	2.6	Prepare expense bridge re: changes in assumptions.
6	7/20/2022 Shapiro, Jill	2.3	Prepare bridge re: updated revenue assumptions.
6	7/21/2022 Shapiro, Jill	0.9	Process revisions to projections.
6	7/21/2022 Shapiro, Jill	0.7	Review and update detailed expense bridge.
6	7/21/2022 Shapiro, Jill	1.0	Meet with FTI team to review revised operating projections and assumptions.
6	7/21/2022 Shapiro, Jill	1.3	Summarize updated projections.
6	7/21/2022 Shandler, Chad	1.0	Meet with FTI team to review revised operating projections and assumptions.
6	7/21/2022 Mahan, Jonathan	1.5	Review projections and bridge.
6	7/21/2022 Mahan, Jonathan	1.0	Review updated projections and bridge.
6	7/21/2022 Mahan, Jonathan	0.2	Coordinate with team re: completion of updated projection report.
6	7/21/2022 Mahan, Jonathan	0.6	Review projections updates.
6	7/21/2022 Shapiro, Jill	4.7	Prepare detailed analysis of costs and bridge from prior projections.
6	7/21/2022 Shapiro, Jill	2.2	Prepare report re: projections.
6	7/21/2022 Shapiro, Jill	0.9	Update projections.
6	7/22/2022 Mahan, Jonathan	0.1	Review updated operating projection report.
6	7/22/2022 Shapiro, Jill	0.4	Prepare updated report.
6	7/22/2022 Shapiro, Jill	0.3	Update report re: new assumptions.
6	7/22/2022 Shapiro, Jill	1.0	QC updated projection model.
6	7/22/2022 Mahan, Jonathan	0.5	Review updated projection report.
6	7/22/2022 Mahan, Jonathan	0.3	Review assumptions included in projection report.
6	7/22/2022 Mahan, Jonathan	0.4	Provide comments to projections report.
6	7/22/2022 Shandler, Chad	0.7	Review revised operating model.
6	7/22/2022 Shandler, Chad	0.8	Review revised operating model report.
6	7/22/2022 Mahan, Jonathan	0.8	Review draft projection report.
6	7/22/2022 Mahan, Jonathan	1.0	Review projection report revisions.
6	7/22/2022 Mahan, Jonathan	0.5	Review final projection report draft.
6	7/22/2022 Mahan, Jonathan	0.3	Finalize draft report and supporting model.
6	7/22/2022 Shandler, Chad	1.4	Review revised operating projections and related report and provided comments.
6	7/22/2022 Shapiro, Jill	1.0	Update report per comments.
6	7/22/2022 Shapiro, Jill	1.1	Prepare waterfall analysis.
6	7/22/2022 Shapiro, Jill	5.4	Update report and bridge based on comparison to prior projections.

6	7/22/2022	Shapiro, Jill	1.5	Clean projections model for circulation.
6	7/22/2022	Shapiro, Jill	0.3	Finalize draft report and supporting model with team.
6	7/23/2022	Mahan, Jonathan	0.4	Meeting with Company to review projection report.
6	7/23/2022	Shapiro, Jill	0.4	Participate in meeting with the Debtors re: projections.
6	7/23/2022	Shandler, Chad	0.5	Conference call with Debtors to review operating projections.
6	7/25/2022	Shapiro, Jill	0.2	Prepare projection scenario analysis.
6	7/25/2022	Mahan, Jonathan	0.2	Review outstanding items in connection with projections.
6	7/25/2022	Mahan, Jonathan	0.1	Update projections workplan.
6	7/25/2022	Mahan, Jonathan	0.1	Prepare workplan re: scenario analysis.
6	7/25/2022	Mahan, Jonathan	0.2	Review projection occupancy assumptions.
6	7/25/2022	Mahan, Jonathan	1.5	Prepare additional schedules for report.
6	7/25/2022	Mahan, Jonathan	0.4	Prepare additional schedules for report and QC draft.
6	7/25/2022	Shapiro, Jill	0.1	Prepare info request list.
6	7/25/2022	Shapiro, Jill	1.4	Prepare projection scenario analysis.
6	7/25/2022	Shapiro, Jill	3.8	Update detailed bridge re: changes in benefits.
6	7/25/2022	Shapiro, Jill	0.2	Participate on team call re: open items.
6	7/26/2022	Mahan, Jonathan	0.1	Review CapEx projections.
6	7/26/2022	Shandler, Chad	1.0	Review revised projection analysis and associated report.
6	7/26/2022	Mahan, Jonathan	0.3	Review updates to the report.
6	7/26/2022	Mahan, Jonathan	0.6	Prepare revised schedules for report.
6	7/26/2022	Mahan, Jonathan	0.7	Update report and finalize draft.
6	7/26/2022	Shandler, Chad	1.2	Review revised projection analysis and related report and provided comments.
6	7/28/2022	Mahan, Jonathan	0.9	Revise projections and accompanying report.
6	7/28/2022	Shandler, Chad	0.4	Correspondence with management re: revised projection report.
6	7/29/2022	Mahan, Jonathan	0.1	Provide comments to projection report.
6	7/29/2022	Shandler, Chad	0.7	Provide comments to updated projections and related assumptions.
6	7/29/2022	Mahan, Jonathan	0.4	Finalize projection report for Committee.
6	7/29/2022	Shandler, Chad	1.0	Review and finalize updated projections and model assumptions.
6	7/29/2022	Shandler, Chad	0.6	Discussion with Polsinelli re: updated projections.
6 Total			148.9	
7	7/5/2022	Deluise, Kevin	0.5	Provide analysis and support for June 2022 financials.
7	7/7/2022	Deluise, Kevin	0.1	Follow up re: UMB sweep of debt service reserve funds.
7	7/14/2022	Deluise, Kevin	0.4	Correspondence with Lifespace re: debt service restricted funds setoff.
7	7/15/2022	Deluise, Kevin	0.6	Review post petition Inter-co analysis including call with Polsinelli.
7	7/18/2022	Deluise, Kevin	2.8	Review and analyze June 2022 balance sheet including prior period adjustments.
7	7/18/2022	Deluise, Kevin	1.9	Review and analyze June 2022 operating statement including recording proposed adjustments.
7	7/18/2022	Deluise, Kevin	1.4	Review and analyze June 2022 and cumulative Interco transactions and balances.
7	7/18/2022	Deluise, Kevin	1.6	Review and analyze June 2022 cash flows and reconcile to the balance sheet.
7	7/21/2022	Deluise, Kevin	0.2	E-mail correspondence with Lifespace re: June 2022 adjustments.
7 Total			9.5	
9	7/1/2022	Jasser, Riley	1.0	Prepare docket report for filings on 7/1/22
9	7/1/2022	Jasser, Riley	1.0	Prepare media coverage report re: case developments on 7/1/22.
9	7/8/2022	Jasser, Riley	1.0	Prepare docket filings report for 7/8/22
9	7/8/2022	Jasser, Riley	1.0	Prepare media coverage report for 7/8/22.
9	7/8/2022	Probbler, Roberta	0.7	Review list of potential cost savings.
9	7/15/2022	Jasser, Riley	1.0	Prepared docket report for 7/15/22.
9	7/15/2022	Jasser, Riley	1.0	Prepare media coverage report on case developments 7/15/22.
9	7/22/2022	Jasser, Riley	1.0	Prepare docket filings report for 7/22/22
9	7/22/2022	Jasser, Riley	1.4	Prepare media coverage report for 7/22/22
9	7/29/2022	Jasser, Riley	1.0	Prepare docket report re: filings on 7/29/22
9	7/29/2022	Jasser, Riley	1.0	Prepare media coverage report re: case developments on 7/39/22.
9 Total			11.1	
10	7/20/2022	Shandler, Chad	2.0	Attend court hearing.
10 Total			2.0	
12	7/6/2022	Shandler, Chad	0.7	Weekly status call with counsel and management.
12	7/6/2022	Shapiro, Jill	0.2	Participate on call with Counsel re: UCC requests.
12	7/6/2022	Probbler, Roberta	0.5	Status update meeting with Counsel and Debtors.
12	7/13/2022	Shandler, Chad	0.5	Weekly status call with Counsel and management.
12	7/13/2022	Shandler, Chad	0.6	Discussion with Polsinelli re: status update and outstanding items.

12	7/19/2022	Shandler, Chad	0.8	Discussion with Polsinelli re: strategy.
12	7/20/2022	Shandler, Chad	0.5	Weekly status call with Counsel and management.
12	7/26/2022	Shandler, Chad	0.5	Discussion with Counsel re: litigation.
12	7/27/2022	Shandler, Chad	0.3	Discussion with Polsinelli re: weekly management call.
12	7/28/2022	Shandler, Chad	0.5	Discussion with Polsinelli re: timeline.
12	7/28/2022	Shandler, Chad	0.2	Discussion with Polsinelli re: updated projections and resident finance committee.
12	7/29/2022	Shandler, Chad	0.4	Discussion with Polsinelli re: strategy.
12	7/29/2022	Deluise, Kevin	0.8	Call with Polsinelli re: various open matters with information request, vendor management and claims reconciliation.
12 Total			6.5	
13	7/19/2022	Shandler, Chad	0.6	Discussion with RBC re: RSA.
13	7/21/2022	Shandler, Chad	0.5	Conference call with bondholder professionals to discuss RSA.
13 Total			1.1	
14	7/11/2022	Shandler, Chad	0.7	Weekly status call with the Debtors.
14	7/18/2022	Shandler, Chad	0.5	Weekly status call with the Debtors.
14	7/18/2022	Shandler, Chad	0.8	Review analyses for management meeting.
14	7/18/2022	Shandler, Chad	1.2	Meeting with the Debtors re: potential cost savings.
14	7/31/2022	Shandler, Chad	0.2	Review responses to ICI questions re: pre-petition balances/payments.
14 Total			3.4	
15	7/6/2022	Deluise, Kevin	0.3	SQLC June report prep.
15	7/6/2022	Deluise, Kevin	0.7	Edgemere June report prep.
15	7/7/2022	Deluise, Kevin	0.1	Respond to UST request for information re: May 2022 MOR.
15	7/7/2022	Shandler, Chad	0.2	Review US Trustee comments to operating report versus DIP report.
15	7/8/2022	Deluise, Kevin	1.2	Respond to UST request for information re: May 2022 MOR.
15	7/8/2022	Deluise, Kevin	0.4	Call with Polsinelli to discuss content of response.
15	7/12/2022	Deluise, Kevin	0.4	Prepare for June 2022 MOR including format templates and prepare information request for Litespace.
15	7/14/2022	Deluise, Kevin	1.0	Prepare for June 2022 MOR.
15	7/15/2022	Deluise, Kevin	1.3	Review June 2022 reports for MOR preparation.
15	7/19/2022	Deluise, Kevin	1.3	Analyze June AR aging and reconcile to GL.
15	7/19/2022	Deluise, Kevin	2.2	Analyze June AP aging and reconcile to GL.
15	7/19/2022	Deluise, Kevin	1.5	Prepare June 2022 monthly reporting package.
15	7/21/2022	Deluise, Kevin	0.7	Finalize June 2022 MOR and submit for filing.
15	7/22/2022	Deluise, Kevin	0.9	Respond to information request from Levenfeld Pearlstein re: MOR variances.
15 Total			12.2	
16	7/12/2022	Deluise, Kevin	0.1	Schedule G and matrix updates.
16	7/20/2022	Deluise, Kevin	0.4	Schedule F & G amendments.
16	7/21/2022	Deluise, Kevin	0.4	Review data from KCC re: Amended schedule F & G
16 Total			0.9	
20	7/5/2022	Deluise, Kevin	0.3	Inter-company reporting process and template.
20	7/6/2022	Deluise, Kevin	1.1	Comply with DIP order re: May 2022 monthly reporting.
20	7/6/2022	Shapiro, Jill	0.5	Provide occupancy support for monthly reporting package.
20	7/7/2022	Deluise, Kevin	1.3	Inter-company analysis to identify reporting criteria and set up template.
20	7/7/2022	Deluise, Kevin	1.6	Intercompany analysis - April activity.
20	7/7/2022	Deluise, Kevin	1.4	Intercompany analysis - May activity.
20	7/8/2022	Deluise, Kevin	0.6	Intercompany cash reporting and follow-ups with Litespace.
20	7/8/2022	Shapiro, Jill	0.4	Prepare reporting re: occupancy and escrow.
20	7/12/2022	Shandler, Chad	1.0	Review initial draft of POR.
20	7/13/2022	Shandler, Chad	0.5	Discussion with the FTI team re: exhibits for POR.
20	7/14/2022	Shandler, Chad	0.8	Review draft Plan of Reorganization.
20	7/15/2022	Shandler, Chad	1.5	Review draft plan of reorganization.
20	7/15/2022	Shandler, Chad	2.0	Review draft Disclosure Statement.
20	7/18/2022	Shandler, Chad	0.5	Conference call with Polsinelli re: RSA negotiations.
20	7/19/2022	Shandler, Chad	1.0	Review draft plan support agreement.
20	7/21/2022	Deluise, Kevin	0.6	Prepare DIP Reporting Package and submit for distribution.
20	7/22/2022	Shandler, Chad	0.3	Discussion with Polsinelli re: RSA.
20	7/22/2022	Shandler, Chad	0.2	Discussion with Polsinelli re: RSA.
20	7/27/2022	Shandler, Chad	1.1	Review revised term sheet.
20	7/29/2022	Deluise, Kevin	2.4	Draft memo and analysis re: Intercity and Mintz information request.
20	7/31/2022	Shandler, Chad	1.3	Review revised draft Plan of Reorganization.

20 Total		20.4	
22	7/5/2022 Deluise, Kevin	0.2	Review assignment documents from equipment finance company to new party.
22	7/7/2022 Deluise, Kevin	0.3	Review documents and provide additional notice party information to KCC.
22	7/18/2022 Deluise, Kevin	0.1	Follow up with KCC re: updating matrix.
22	7/22/2022 Deluise, Kevin	1.1	Respond to Polsinelli inquiry re: unpaid invoices for contract vendor. Prepared analysis and forward to Lifespace for additional information.
22 Total		1.7	
23	7/7/2022 Deluise, Kevin	1.1	Liquidation and dissolution of SQLC and subsidiaries.
23	7/11/2022 Deluise, Kevin	0.1	Correspondence with Polsinelli re: disclosure statement.
23	7/12/2022 Deluise, Kevin	0.2	Call with Polsinelli re: disclosure statement.
23	7/12/2022 Deluise, Kevin	2.4	Review and populate draft of disclosure statement.
23	7/13/2022 Mahan, Jonathan	0.3	Review schedules for POR and Disclosure Statement.
23	7/13/2022 Deluise, Kevin	0.7	Review and populate disclosure statement exhibits.
23	7/13/2022 Deluise, Kevin	0.4	Review draft of RSA.
23	7/14/2022 Shandler, Chad	1.0	Review projections for POR and Disclosure Statement.
23	7/14/2022 Deluise, Kevin	0.2	Review Seniority Inc. and SQLC dissolution accounting.
23	7/14/2022 Deluise, Kevin	0.6	Review 5 year projections.
23	7/14/2022 Deluise, Kevin	0.5	Set up liquidation analysis template.
23	7/14/2022 Mahan, Jonathan	0.2	Meet with the FTI team to discuss projection schedule for Disclosure Statement.
23	7/14/2022 Shapiro, Jill	0.2	Discuss Disclosure Statement projections with team.
23	7/14/2022 Shapiro, Jill	0.4	Prepare projections for Disclosure Statement.
23	7/15/2022 Shapiro, Jill	0.2	Prepare schedules in connection with disclosure statement projections.
23	7/15/2022 Shapiro, Jill	1.1	Finalize disclosure statement projections.
23	7/15/2022 Shandler, Chad	0.7	Review projections for POR and Disclosure Statement.
23	7/15/2022 Mahan, Jonathan	0.2	Review projection disclosure schedules.
23	7/15/2022 Mahan, Jonathan	1.0	Review Plan and Disclosure Statement.
23	7/15/2022 Shandler, Chad	0.1	Review projections for POR and Disclosure Statement.
23	7/15/2022 Deluise, Kevin	1.0	Review cash flow projections.
23	7/15/2022 Deluise, Kevin	1.1	Review redline version of POR.
23	7/15/2022 Mahan, Jonathan	0.2	Review projection disclosure schedules.
23	7/15/2022 Shapiro, Jill	0.6	Prepare projections for Disclosure Statement.
23	7/28/2022 Deluise, Kevin	1.2	Respond to Mintz inquiries re: interco balance.
23	7/30/2022 Deluise, Kevin	0.6	Reconcile pre-petition AP to POC.
23 Total		16.3	
24	7/20/2022 Deluise, Kevin	0.5	Commence preparation of liquidation analysis.
24	7/21/2022 Deluise, Kevin	0.6	Continuing work on liquidation analysis.
24	7/22/2022 Deluise, Kevin	2.0	Additional preparation and analysis.
24	7/25/2022 Deluise, Kevin	0.7	Continuing work on liquidation analysis.
24 Total		3.8	
26	7/7/2022 Deluise, Kevin	0.3	Respond to Mintz Levin request re: insurance claim information re: freeze damage.
26	7/14/2022 Deluise, Kevin	0.5	Correspondence with Mintz Levin re: freeze damage claim.
26 Total		0.8	
28	7/6/2022 Deluise, Kevin	0.3	Assist counsel in Intercity litigation prep.
28	7/14/2022 Shandler, Chad	1.0	Conference call with Counsel re: response to ICI subpoena.
28	7/14/2022 Shandler, Chad	0.6	Coordinate response to ICI subpoena.
28	7/15/2022 Deluise, Kevin	0.3	Respond to Intercity subpoena.
28	7/21/2022 Deluise, Kevin	0.1	Respond to Intercity subpoena.
28	7/22/2022 Shandler, Chad	1.0	Prepare information to be sent to counsel in response to ICI subpoena.
28 Total		3.3	
31	7/8/2022 Shandler, Chad	0.3	Discussion with Polsinelli re: litigation.
31	7/11/2022 Shandler, Chad	0.8	Review subpoena from ICI counsel.
31	7/11/2022 Shandler, Chad	0.8	Review revised cost savings analysis prepared by management.
31	7/25/2022 Deluise, Kevin	0.4	Respond to separate inquiries from Polsinelli re: Intercity invoices etc..
31	7/27/2022 Deluise, Kevin	5.0	Intercity Subpoena response upload files to FTP site.
31	7/28/2022 Mahan, Jonathan	0.4	Transfer files in connection with litigation.
31	7/28/2022 Deluise, Kevin	0.4	Intercity information request re: MOR pre petition reconciliation .
31	7/28/2022 Mahan, Jonathan	0.5	Upload files to FTP site for litigation.
31	7/28/2022 Shandler, Chad	1.3	Review interrogatory responses and provide comments.
31	7/28/2022 Deluise, Kevin	2.2	Respond to Intercity information request re: upload J drive files.

31	7/28/2022	Deluise, Kevin	0.5	Respond to Intercity information request re: call with L Wilson, FTI Counsel.
31	7/28/2022	Deluise, Kevin	1.1	Respond to Intercity information request re: read preservation demand and response.
31	7/29/2022	Mahan, Jonathan	0.1	Transfer files in connection with litigation.
31	7/29/2022	Mahan, Jonathan	0.1	Locate files in connection with litigation.
31	7/29/2022	Deluise, Kevin	3.6	Upload files to FTP site re: Intercity.
31	7/30/2022	Deluise, Kevin	2.2	Upload files to FTP site.
31	7/31/2022	Shandler, Chad	1.1	Work on response to ICI subpoena re: email searches.
31 Total			20.8	
33	7/5/2022	Deluise, Kevin	0.2	Review revisions to the June fee application.
33	7/8/2022	Deluise, Kevin	0.4	Review the April May fee application.
33	7/8/2022	Hellmund-Mora, Marili	0.7	Prepare the June fee application to ensure compliance with bankruptcy guidelines.
33	7/8/2022	Shandler, Chad	0.6	Research topics raised by ICI counsel re: FTI first interim fee application.
33	7/11/2022	Hellmund-Mora, Marili	0.6	Incorporate updates to the June fee application to ensure compliance with bankruptcy guidelines.
33	7/12/2022	Hellmund-Mora, Marili	0.9	Update the June fee application exhibits to ensure compliance with bankruptcy guidelines.
33	7/13/2022	Deluise, Kevin	0.4	Review updated June fee application.
33	7/13/2022	Hellmund-Mora, Marili	0.7	Revise the June fee application.
33	7/19/2022	Deluise, Kevin	1.2	Review and provide comments to the June fee application.
33	7/19/2022	Hellmund-Mora, Marili	0.9	Revise the exhibits for the June fee application.
33	7/21/2022	Deluise, Kevin	0.2	Received and reviewed FTI CNO.
33	7/27/2022	Deluise, Kevin	0.1	Follow up on June 2022 fee application.
33	7/29/2022	Deluise, Kevin	1.5	Review and provide comments to the updated June fee application.
33	7/29/2022	Hellmund-Mora, Marili	1.1	Incorporate updates to the June fee application.
33 Total			9.5	
35	7/1/2022	Shandler, Chad	0.4	Participate in discussion with the Debtors re: operational changes.
35	7/6/2022	Deluise, Kevin	0.8	Working with client re: restoration in services from telephone/Internet provider.
35	7/6/2022	Shandler, Chad	0.2	Discussion with the Debtors re: operating model.
35	7/6/2022	Shandler, Chad	0.3	Review draft analysis from the Debtors re: operating model.
35	7/7/2022	Deluise, Kevin	0.5	Follow up with client re: restoration of telephone, internet services and equipment supplier.
35	7/8/2022	Deluise, Kevin	0.4	Working with supply vendor to restore to credit terms.
35	7/22/2022	Shandler, Chad	0.7	Review objection to Ankura retention.
35	7/25/2022	Shandler, Chad	1.0	Discussion with Lifespace re: marketing and sales programs/plans.
35	7/25/2022	Shandler, Chad	0.4	Weekly status call with the Debtors.
35	7/25/2022	Shandler, Chad	0.3	Correspond with management re: apartment pricing.
35	7/28/2022	Shandler, Chad	0.3	Discussion with the Debtors re: resident finance committee.
35	7/29/2022	Shandler, Chad	0.3	Discussion with the Debtors re: community/marketing program with schools.
35 Total			5.6	
36	7/1/2022	Shapiro, Jill	1.7	Participate in working session with the FTI team re: BVA.
36	7/1/2022	Prober, Roberta	1.7	Participate in working session with the FTI team re: BVA.
36	7/1/2022	Deluise, Kevin	0.3	Review and edit VA 2 we 6/26; distribute to parties in interest for review.
36	7/1/2022	Shapiro, Jill	1.9	Prepare BVA for the period ended June 26.
36	7/5/2022	Deluise, Kevin	0.6	Review/analyze cash activity reporting process.
36	7/5/2022	Deluise, Kevin	0.4	Budget v. actual reporting for we 7/3.
36	7/5/2022	Deluise, Kevin	0.8	Budget v. actual analysis and revisions to reporting for we 6/26.
36	7/6/2022	Deluise, Kevin	0.3	Review and analyze cash management system in an effort to streamline the reporting process.
36	7/6/2022	Shapiro, Jill	0.3	Call with FTI team re: streamlining the reporting process.
36	7/6/2022	Shapiro, Jill	1.4	Prepare budget v. actual analysis for period ended 6/26.
36	7/7/2022	Shapiro, Jill	0.2	Participate in team meeting re: cash position.
36	7/7/2022	Shapiro, Jill	1.9	Prepare budget v. actual analysis for the period ended July 10.
36	7/8/2022	Shapiro, Jill	0.2	Update BVA analysis.
36	7/8/2022	Shapiro, Jill	3.2	Prepare budget v. actual analysis.
36	7/10/2022	Shapiro, Jill	0.7	Prepare budget v. actual analysis.
36	7/13/2022	Shapiro, Jill	0.3	Review and update BVA report.
36	7/13/2022	Deluise, Kevin	0.8	Review VA we 7/10.
36	7/13/2022	Shapiro, Jill	2.5	Prepare budget v. actual analysis.
36	7/13/2022	Shapiro, Jill	3.8	Reconcile bank activity with GL and update BVA.

36	7/15/2022	Shapiro, Jill	0.3	Review BVA.
36	7/15/2022	Deluise, Kevin	0.6	Review VA 2 we 7/13.
36	7/15/2022	Shandler, Chad	0.4	Review cash flow variance report.
36	7/15/2022	Shapiro, Jill	0.8	Finalize actual cash activity.
36	7/15/2022	Shapiro, Jill	1.0	Prepare BVA reporting package.
36	7/18/2022	Deluise, Kevin	0.1	Follow up with client on status of review.
36	7/18/2022	Shapiro, Jill	0.2	Update budget v. actual.
36	7/20/2022	Deluise, Kevin	0.8	Review actual cash activity reports for we 7/24.
36	7/24/2022	Shapiro, Jill	3.3	Update cash budget based on actual results to date.
36	7/25/2022	Shapiro, Jill	0.3	Review variances and update report.
36	7/25/2022	Deluise, Kevin	1.3	Review/analyze budget v actual we 7/24.
36	7/26/2022	Deluise, Kevin	0.2	Review/analyze data re: we 7/24.
36	7/27/2022	Deluise, Kevin	0.1	Review/analyze we 7/24.
36	7/28/2022	Deluise, Kevin	0.3	Close out we 7/24 follow ups.
36	7/28/2022	Shapiro, Jill	5.5	Prepare analysis re: cash flow actuals.
36	7/28/2022	Shapiro, Jill	1.5	Prepare variance report for the period ended 7/24.
36	7/29/2022	Deluise, Kevin	0.5	Review budget v actual analysis we 7/24.
36	7/29/2022	Shandler, Chad	0.2	Review budget v. actual cash reporting.
36 Total			40.4	
Grand Total			336.5	

Exhibit D

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Northwest Senior Housing Corporation, *et al.*,⁴
Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

DECLARATION OF CHAD J. SHANDLER

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with employees of its affiliates (all of which are wholly-owned by its parent company and employees), its wholly owned subsidiaries, and independent contractors, “**FTI**”), a restructuring advisory services firm with numerous offices throughout the country.

2. I have personally performed many of the professional services rendered by FTI as financial advisor to the above-captioned debtors and debtors in possession (the “**Debtors**”) and am familiar with all other work performed on behalf of the Debtors by the professionals and other employees at FTI.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief.

4. I have reviewed *United States Bankruptcy Court for the Northern of Texas Guidelines for Compensation and Expense Reimbursement of Professionals* and believe that the Application for FTI complies with same. In addition, I believe that the Application complies with Bankruptcy Local Rule 2016-1.

⁴ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation (2669). The Debtors’ mailing address is 8523 Thackery Street, Dallas, Texas 75225.

5. In connection therewith, I hereby certify that:
- a. to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
 - b. except to the extent disclosed in the Application, the fees and disbursements sought in the Application are billed at rates customarily employed by FTI and generally accepted by FTI's clients;
 - c. in providing a reimbursable expense, FTI does not make a profit on that expense, whether the service is performed by FTI in-house or through a third party;
 - d. in accordance with Bankruptcy Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between FTI and any other person for the sharing of compensation to be received in connection with the above case except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Bankruptcy Local Rules; and
 - e. all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

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

Dated: September 1, 2022

Respectfully submitted,

/s/ Chad J. Shandler

Chad J. Shandler
Senior Managing Director
FTI Consulting, Inc.