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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.*,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 in the above-captioned bankruptcy cases (the “**Debtors**”), has filed the **Ninth 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 January 1, 2023 through January 31, 2023** (the “**Application**”) with the United States Bankruptcy Court for the Northern District of Texas (the “**Bankruptcy Court**”), Earle Cabell Federal Building 100 Commerce St., 14th Floor, Courtroom 1, Dallas, Texas .

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:

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.



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: 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: March 10, 2023
Dallas, Texas

POLSINELLI PC

/s/ Liz Boydston

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Trinitee G. Green (SBN 24081320)
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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)

**NINTH 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 JANUARY 1, 2023 THROUGH JANUARY 31, 2023**

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>January 1, 2023 through January 31, 2023</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$170,879.50</u>
80% of Amount of Compensation sought as actual, reasonable and necessary:	<u>\$136,703.60</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$0.00</u>
Number of Professionals Included in this Application:	<u>5</u>
Number of Professionals Billing Less Than 15 Hours to the Case During this Period:	<u>1</u>
Blended Rate for All Timekeepers in this Application:	<u>\$894.66</u>
This is a(n):	<u>✓</u> Monthly <u> </u> Interim <u> </u> Final application

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

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.

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
August 1, 2022 – August 31, 2022	\$212,183.00	\$0.00	\$212,183.00
September 1, 2022 – September 30, 2022	\$287,693.00	\$0.00	\$287,693.00
October 1, 2022 – October 31, 2022	\$275,116.00	\$0.00	\$275,116.00
November 1, 2022 – November 30, 2022	\$209,029.00	\$0.00	\$209,029.00
December 1, 2022 – December 31, 2022	\$193,151.00	\$0.00	\$193,151.00
January 1, 2023 – January 31, 2023	\$170,879.50	\$0.00	\$170,879.50

**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)

**NINTH 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 JANUARY 1, 2023 THROUGH JANUARY 31, 2023**

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 January 1, 2023 through January 31, 2023 (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 191.0 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 \$170,879.50, 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 - Detailed Time Entries by Task Code; (iv) Exhibit D – Summary of Expenses by Category; and (v) Exhibit E – Detailed Description of Expenses.

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 \$170,879.50, 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 January 1, 2023 through January 31, 2023.

Dated: March 10, 2023

Respectfully submitted,

/s/ Chad J. Shandler

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

**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: March 10, 2023

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 JANUARY 1, 2023 TO JANUARY 31, 2023

Professional	Position	Billing Rate	Total Hours	Total Fees
Shandler, Chad	Senior Managing Director	\$ 1,325	34.3	\$45,447.50
Deluise, Kevin	Managing Director	\$ 1,055	73.9	77,964.50
Shapiro, Jill	Senior Consultant	\$ 750	41.1	30,825.00
Jasser, Riley	Consultant	\$ 400	41.2	16,480.00
Hellmund-Mora, Marili	Manager	\$ 325	0.5	162.50
GRAND TOTAL			191.0	\$170,879.50

Exhibit B

EXHIBIT B

NORTHWEST SENIOR HOUSING CORP., - CASE NO. 22-30659

SUMMARY OF HOURS BY TASK

FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

Task Code	Task Description	Total Hours	Total Fees
3	Cash Forecasting/Treasury Management	27.6	\$28,647.50
5	Asset Monetization/M&A/Refinancing	3.7	4,902.50
7	Post-petition Accounting	13.5	14,242.50
9	Corporate Strategy Communications.	41.2	16,480.00
10	Prepare for and Attend Court Hearings	35.6	39,067.50
12	Communications/Meetings with Counsel	3.0	3,975.00
15	Monthly Operating Reports	5.3	5,500.00
17	General Bankruptcy Reporting	0.8	844.00
20	Other Reporting	13.4	10,904.00
23	POR/Plan Confirmation/Plan Implementation/Disclosure Statement	18.4	19,229.00
33	Billing/Staffing Reports	7.8	8,593.00
35	General Business Operations/Administration	4.2	4,971.00
36	Budget vs. Actual Reporting	16.5	13,523.50
GRAND TOTAL		191.0	\$170,879.50

Exhibit C

EXHIBIT C
NORTHWEST SENIOR HOUSING CORP., - CASE NO. 22-30659
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

Task Category	Date	Professional	Hours	Activity
3	11/20/2022	Deluise, Kevin	0.1	Follow up on status of DIP advance.
3	11/20/2022	Deluise, Kevin	1.4	Revise DIP budget at the direction of counsel.
3	1/3/2023	Shapiro, Jill	4.9	Rollforward cash budget based on recent trends and unpaid disbursements.
3	1/4/2023	Deluise, Kevin	0.2	Follow up on rent payment/disbursement from escrow matter.
3	1/4/2023	Deluise, Kevin	0.4	Respond to stalking horse information request.
3	1/4/2023	Shandler, Chad	0.5	Review revised cash flow forecast.
3	1/4/2023	Deluise, Kevin	3.1	Review/analyze revised and extended budget.
3	1/5/2023	Shandler, Chad	0.5	Review issues re: rent payment.
3	1/5/2023	Shandler, Chad	1.0	Review revised cash flow forecast and provide comments.
3	1/5/2023	Shandler, Chad	0.4	Review revised cash flow forecast.
3	1/5/2023	Deluise, Kevin	2.5	Review/analyze revised and extended budget.
3	1/6/2023	Shandler, Chad	0.3	Discussion with J. Johnson (Polsinelli) re: cash flow forecast.
3	1/7/2023	Shandler, Chad	0.5	Review revised cash flow forecast.
3	1/8/2023	Shandler, Chad	0.5	Review revised cash flow forecast.
3	1/9/2023	Shapiro, Jill	0.2	Respond to UCC request re: pro fees.
3	1/9/2023	Shapiro, Jill	0.5	Review budgeted bonus payout.
3	1/9/2023	Deluise, Kevin	0.9	Revise/update DIP Budget.
3	1/9/2023	Shapiro, Jill	0.4	Update and finalize budget.
3	1/9/2023	Shandler, Chad	1.0	Work on cash flow forecast through April 30.
3	1/10/2023	Deluise, Kevin	0.5	Correspondence with Polsinelli re: reconciliation and payment of UCC professional fees
3	1/10/2023	Shapiro, Jill	0.2	Prepare information responsive to UCC professional fee question.
3	1/11/2023	Shapiro, Jill	0.1	Review amended DIP motion.
3	1/11/2023	Deluise, Kevin	0.7	Review revised DIP motion and update DIP exhibit.
3	1/12/2023	Shandler, Chad	0.2	Discussion with J. Johnson (Polsinelli) re: professional fees.
3	1/12/2023	Shapiro, Jill	0.1	Prepare RX professional fee analysis.
3	1/12/2023	Shapiro, Jill	0.1	Update budget.
3	1/13/2023	Shandler, Chad	0.3	Respond to questions re: DIP budget.
3	1/15/2023	Shandler, Chad	0.2	Correspondence re: January rent.
3	1/18/2023	Deluise, Kevin	0.3	Prepare and circulate DIP funding request.
3	1/18/2023	Shandler, Chad	0.2	Review DIP funding request.
3	1/19/2023	Deluise, Kevin	0.3	Correspondence with Lifespace re: confirming amount and timing of property taxes.
3	1/20/2023	Deluise, Kevin	0.2	Additional correspondence with Lifespace re: confirming amount and timing of property taxes.
3	1/23/2023	Deluise, Kevin	0.4	Calculate UST fees.
3	1/23/2023	Deluise, Kevin	0.4	Respond to UCC information request re: professional fees.
3	1/26/2023	Deluise, Kevin	0.4	Attention to vendor electronic payment issues.
3	1/26/2023	Deluise, Kevin	1.8	Review docket for RX professional fee statement; review statements for payment and prepare transmittals to Lifespace for payment.
3	1/26/2023	Deluise, Kevin	0.3	Review weekly cash reporting.
3	1/30/2023	Deluise, Kevin	0.5	Address operating lease vendor pre and post treatment.
3	1/30/2023	Deluise, Kevin	0.3	Prepare analysis and respond to emails regarding RX professional fees authorized for payment.
3	1/30/2023	Deluise, Kevin	0.2	Respond to Lifespace re: Vendor pass through of personal property taxes.
3	1/31/2023	Deluise, Kevin	0.6	Investigate variances to budget and calculate authorized amount of professional fees due.
3 Total			27.6	
5	1/2/2023	Shandler, Chad	0.4	Draft response to questions from stalking horse re: PR work.
5	1/2/2023	Shandler, Chad	0.4	Review correspondence re: personnel.
5	1/3/2023	Shandler, Chad	0.3	Discussion with N. Hirschfield (Lifespace) re: information requests.
5	1/4/2023	Shandler, Chad	0.4	Discussion with FTI Team re: status of requests from interested parties.
5	1/23/2023	Shandler, Chad	0.7	Work on information request/list of questions from RBC.
5	1/26/2023	Shandler, Chad	1.2	Draft response to questions from RBC/Bay9.
5	1/30/2023	Shandler, Chad	0.3	Review RBC follow up requests.
5 Total			3.7	

EXHIBIT C
NORTHWEST SENIOR HOUSING CORP., - CASE NO. 22-30659
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

7	11/20/2022	Deluise, Kevin	0.3	Review changes in accounting in Escrow accounting.
7	11/20/2022	Deluise, Kevin	2.8	Review/analyze October 2022 accounting results.
7	1/5/2023	Deluise, Kevin	0.5	Ground lease escrow accounting; calls with Lifespace staff re: payment of Jan 2023 ground lease payment.
7	1/19/2023	Deluise, Kevin	0.2	Organize Dec 2022 financial information.
7	1/20/2023	Deluise, Kevin	2.6	Review and analyze Dec 2022 financial statements including top side BK adjustments.
7	1/23/2023	Deluise, Kevin	1.1	Cash flow analysis Dec 2022.
7	1/23/2023	Deluise, Kevin	2.0	Dec 2020 post petition accounting top side adjustments including supporting analysis.
7	1/23/2023	Deluise, Kevin	0.7	Review and analyze Dec 2022 post petition AP and accrued expenses.
7	1/24/2023	Deluise, Kevin	2.8	Dec 2022 post petition accounting support for MOR.
7	1/25/2023	Deluise, Kevin	0.5	RX Professional fee analysis.
7 Total			13.5	
9	1/6/2023	Jasser, Riley	3.8	Attend Edgemere Chapter 11 Case Court Hearing to gather intelligence re: Lease Cure Amount and Extension of Sale and Confirmation Deadlines on January 6, 2022.
9	1/6/2023	Jasser, Riley	1.7	Prepare Docket Report on Edgemere's Chapter 11 case on January 6, 2022.
9	1/6/2023	Jasser, Riley	1.3	Prepare Monitoring Report on Edgemere's Chapter 11 case on January 6, 2022.
9	1/6/2023	Jasser, Riley	0.7	Prepare Report re: Edgemere Chapter 11 Case Court Hearing on January 6, 2022.
9	1/10/2023	Jasser, Riley	3.2	Attend Edgemere Chapter 11 Case Status Conference to gather intelligence re: Proposed Amended Plan Deadlines and Outstanding Disagreements on January 10, 2022.
9	1/12/2023	Jasser, Riley	3.9	Attend Edgemere Chapter 11 Case Status Conference to gather intelligence re: Proposed Amended Plan Deadlines and Amended DIP Budget on January 12, 2022.
9	1/12/2023	Jasser, Riley	2.8	Draft Edgemere Chapter 11 Case Update to inform Microsite on January 12, 2022.
9	1/13/2023	Jasser, Riley	0.9	Draft Edgemere Chapter 11 Case Update to inform Microsite on January 13, 2022.
9	1/13/2023	Jasser, Riley	1.8	Prepare Docket Report re: Edgemere Chapter 11 Case on January 13, 2023.
9	1/13/2023	Jasser, Riley	1.4	Prepare Monitoring Report re: Edgemere Chapter 11 Case on January 13, 2023.
9	1/20/2023	Jasser, Riley	1.8	Prepare Docket Report re: Edgemere Chapter 11 Case on January 20, 2023.
9	1/20/2023	Jasser, Riley	1.3	Prepare Monitoring Report re: Edgemere's Chapter 11 Case on January 20, 2023.
9	1/23/2023	Jasser, Riley	3.8	Attend first half of Edgemere Chapter 11 Case Hearing to gather intelligence re: Property Condition Cure on January 23, 2023.
9	1/23/2023	Jasser, Riley	3.7	Attend second half of Edgemere Chapter 11 Case Hearing to gather intelligence re: Property Condition Cure on January 23, 2023.
9	1/24/2023	Jasser, Riley	3.8	Attend Edgemere Chapter 11 Case Hearing to gather intelligence re: Property Condition Cure on January 24, 2023.
9	1/25/2023	Jasser, Riley	0.7	Prepare Report re: Edgemere Chapter 11 Case Property Condition Cure Hearings to inform Communications Team on January 25, 2023.
9	1/27/2023	Jasser, Riley	1.3	Draft Edgemere Chapter 11 Case Update to inform Microsite on January 27, 2023.
9	1/27/2023	Jasser, Riley	1.3	Prepare Docket Report re: Edgemere Chapter 11 Case on January 27, 2023.
9	1/27/2023	Jasser, Riley	1.4	Prepare Monitoring Report re: Edgemere Chapter 11 Case on January 27, 2023.
9	1/31/2023	Jasser, Riley	0.6	Draft Edgemere Chapter 11 Case Update to inform Microsite on January 31, 2023.
9 Total			41.2	

EXHIBIT C
NORTHWEST SENIOR HOUSING CORP., - CASE NO. 22-30659
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

10	1/6/2023	Shandler, Chad	5.0	Attend court hearing.
10	1/6/2023	Deluise, Kevin	2.4	Attend hearing.
10	1/6/2023	Shapiro, Jill	2.5	Participate (telephonically) in hearing.
10	1/10/2023	Shapiro, Jill	1.3	(Partial) Participate (telephonically) in hearing.
10	1/10/2023	Shandler, Chad	1.0	Attend court hearing.
10	1/10/2023	Deluise, Kevin	0.6	Attend hearing.
10	1/11/2023	Shandler, Chad	0.5	Conference call with counsel to prepare for DIP hearing.
10	1/11/2023	Shapiro, Jill	0.5	Participate on hearing prep call.
10	1/11/2023	Shapiro, Jill	1.4	Prepare analysis re: capex in connection with hearing prep.
10	1/11/2023	Deluise, Kevin	1.4	Prepare for hearing including analysis of DIP budget.
10	1/11/2023	Shandler, Chad	1.0	Review DIP motions, order and related objections.
10	1/12/2023	Shapiro, Jill	0.6	(Partial) Participate (telephonically) in hearing.
10	1/12/2023	Shandler, Chad	4.0	Attend court hearing.
10	1/12/2023	Deluise, Kevin	3.5	Attend hearing.
10	1/12/2023	Shandler, Chad	0.7	Respond to questions from counsel re: professionals fees and historic allocations.
10	1/19/2023	Deluise, Kevin	0.6	Attend hearing.
10	1/19/2023	Shapiro, Jill	1.9	Participate (telephonically) in hearing.
10	1/23/2023	Shapiro, Jill	0.9	(Partial) Participate telephonically in hearing.
10	1/23/2023	Shandler, Chad	2.5	Attend court hearing.
10	1/24/2023	Shandler, Chad	1.5	Attend court hearing.
10	1/25/2023	Shapiro, Jill	1.0	(Partial) Participate telephonically in hearing.
10	1/25/2023	Shandler, Chad	0.8	Attend court hearing.
10 Total			35.6	
12	1/4/2023	Shandler, Chad	0.4	Discussion with B. Guy (Polsinelli) re: status update.
12	1/4/2023	Shandler, Chad	0.5	Weekly status call with counsel (Polsinelli) and management (Lifespace).
12	1/11/2023	Shandler, Chad	0.5	Weekly status call with counsel (Polsinelli) and management (Lifespace).
12	1/18/2023	Shandler, Chad	0.2	Weekly status call with counsel (Polsinelli) and management (Lifespace).
12	1/25/2023	Shandler, Chad	0.5	Weekly status call with counsel (Polsinelli) and management (Lifespace).
12	1/30/2023	Shandler, Chad	0.7	Discussion with J. Johnson (Polsinelli) re: status update and UCC professional fees.
12	1/31/2023	Shandler, Chad	0.2	Discussion with J. Johnson (Polsinelli) re: UCC fee payment.
12 Total			3.0	
15	1/10/2023	Deluise, Kevin	1.0	Set up Dec 2022 MOR templates.
15	1/17/2023	Deluise, Kevin	0.2	Follow up Nov 2022 MOR filing.
15	1/23/2023	Deluise, Kevin	0.9	Insider transaction analysis.
15	1/24/2023	Deluise, Kevin	1.2	Dec 2022 MOR prep.
15	1/24/2023	Shapiro, Jill	0.3	Prepare information in connection with MOR re: insider transactions.
15	1/25/2023	Deluise, Kevin	1.4	Dec 2022 MOR preparation.
15	1/30/2023	Deluise, Kevin	0.3	Finalize Dec 2022 MOR for filing.
15 Total			5.3	
17	11/20/2022	Deluise, Kevin	0.8	Continue work on 2015.3 reports.
17 Total			0.8	
20	1/3/2023	Shapiro, Jill	0.9	Prepare bridge to prior budget re: overlapping period.
20	1/3/2023	Shapiro, Jill	0.3	Review counsel (Polsinelli) request re: escrow.
20	1/4/2023	Shapiro, Jill	0.4	Participate on call with FTI team re: cash flow.
20	1/4/2023	Shapiro, Jill	0.9	Prepare analysis re: receipts.
20	1/4/2023	Shapiro, Jill	0.9	Prepare analysis re: rent escrow and late fees.
20	1/4/2023	Shapiro, Jill	3.7	Update cash budget and prepare adjustments in connection with unpaid disbursements.
20	1/5/2023	Shapiro, Jill	0.6	Review escrow activity and prepare analysis.
20	1/5/2023	Shapiro, Jill	1.4	Update and QC budget.
20	1/6/2023	Shapiro, Jill	0.2	Finalize budget.
20	1/6/2023	Shapiro, Jill	0.4	Respond to counsel (Polsinelli) resident related question.
20	1/12/2023	Deluise, Kevin	0.7	Reconcile restricted cash accounts.
20	1/23/2023	Shapiro, Jill	0.2	Review UCC fee questions.
20	1/24/2023	Shapiro, Jill	0.5	Prepare UCC fee analysis.
20	1/24/2023	Deluise, Kevin	0.5	Update Dec 2022 occupancy stats for monthly reporting package.
20	1/25/2023	Deluise, Kevin	1.3	Attend hearing.
20	1/25/2023	Shapiro, Jill	0.2	Prepare updated UCC fee analysis.
20	1/30/2023	Deluise, Kevin	0.3	Finalize Dec 2022 monthly reporting package for distribution.
20 Total			13.4	

EXHIBIT C
NORTHWEST SENIOR HOUSING CORP., - CASE NO. 22-30659
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

23	11/20/2022	Deluise, Kevin	0.2	Respond to Mintz/RBC information request.
23	1/3/2023	Deluise, Kevin	0.2	Respond to information request from Polsinelli re: EF's in escrow.
23	1/3/2023	Deluise, Kevin	0.4	Respond to RBC information request.
23	1/4/2023	Deluise, Kevin	0.2	Respond to Polsinelli inquiry re: entrance fees in escrow.
23	1/5/2023	Deluise, Kevin	0.3	Respond to Polsinelli specific questions re: Resident claims.
23	1/5/2023	Deluise, Kevin	1.0	Respond to questions regarding fixed assets and other due diligence questions.
23	1/6/2023	Deluise, Kevin	0.2	Respond to Polsinelli specific questions re: Resident claims.
23	1/9/2023	Deluise, Kevin	0.3	Respond to Polsinelli questions regarding POR/DS.
23	1/9/2023	Deluise, Kevin	2.2	Respond to RBC information request including updating tracker.
23	1/10/2023	Deluise, Kevin	1.2	Fulfill information requests including redaction of same.
23	1/11/2023	Deluise, Kevin	2.3	Respond to due diligence requests.
23	1/11/2023	Deluise, Kevin	0.4	Updates to executory contract schedules including calls with Polsinelli.
23	1/12/2023	Deluise, Kevin	0.5	Re: Executory contracts follow up on cure schedules for Polsinelli.
23	1/12/2023	Deluise, Kevin	0.3	Respond to due diligence questions re: furniture and equipment.
23	1/17/2023	Deluise, Kevin	0.1	Respond to additional due diligence open items.
23	1/17/2023	Deluise, Kevin	0.4	Respond to urgent RBC information request regarding entrance fee contracts.
23	1/18/2023	Deluise, Kevin	0.2	Correspondence with Lifespace re: payroll data for information request.
23	1/19/2023	Deluise, Kevin	1.0	Respond to information request. Review, redact and upload.
23	1/20/2023	Deluise, Kevin	1.1	Respond to information request. Review, redact and upload.
23	1/20/2023	Deluise, Kevin	0.2	Review furniture and equipment detail for APA.
23	1/23/2023	Deluise, Kevin	0.2	Review and upload additional due diligence responses.
23	1/24/2023	Deluise, Kevin	0.3	Respond to UCC request re: prof fees reconciliation.
23	1/25/2023	Deluise, Kevin	0.7	Respond to due diligence information APA requests re: fixed assets.
23	1/26/2023	Deluise, Kevin	0.3	Respond to due diligence requests re: APA.
23	1/26/2023	Deluise, Kevin	0.5	Respond to due diligence requests re: APA.
23	1/27/2023	Deluise, Kevin	0.3	Due diligence follow ups.
23	1/30/2023	Deluise, Kevin	0.8	Due diligence follow ups.
23	1/30/2023	Deluise, Kevin	0.6	Respond to additional questions regarding furniture and equipment list for APA.
23	1/30/2023	Shapiro, Jill	0.4	Review follow up diligence questions.
23	1/31/2023	Deluise, Kevin	0.9	Respond to Polsinelli re: various matters.
23	1/31/2023	Deluise, Kevin	0.5	Respond to stalking horse due diligence requests.
23	1/31/2023	Shapiro, Jill	0.2	Review counsel request re: resident mapping.
23 Total			18.4	
33	1/23/2023	Hellmund-Mora, Marili	0.5	Update and finalize the December fee application.
33	1/3/2023	Deluise, Kevin	3.2	Prepare/review 2nd interim fee statement; July - Sept revisions, analysis and narrative write up.
33	1/6/2023	Shandler, Chad	0.8	Review second interim fee application.
33	1/10/2023	Deluise, Kevin	1.4	Review FTI Dec 2022 fee app.
33	1/11/2023	Shandler, Chad	0.8	Review December monthly fee statement.
33	1/24/2023	Shandler, Chad	0.3	Review analysis regarding payment of UCC professional fees.
33	1/30/2023	Shandler, Chad	0.3	Review UCC professional fee analysis.
33	1/31/2023	Shandler, Chad	0.5	Address UCC professional fee payment.
33 Total			7.8	
35	1/3/2023	Shandler, Chad	0.3	Discussion with J. Falldine (Edgemere ED)
35	1/6/2023	Shandler, Chad	0.4	Discussion with J. Falldine (Edgemere ED) re: entrance fee and apartment renovations.
35	1/9/2023	Deluise, Kevin	0.4	Correspond with creditors.
35	1/9/2023	Shandler, Chad	0.5	Weekly status call with J. Falldine (Edgemere ED).
35	1/10/2023	Deluise, Kevin	0.4	Review docket for monthly fee apps.
35	1/10/2023	Deluise, Kevin	0.2	Vendor management follow up with vendors to continue services.
35	1/12/2023	Deluise, Kevin	0.3	Review docket and other correspondence regarding sub debt financing.
35	1/23/2023	Shandler, Chad	0.5	Weekly status call with J. Falldine (Edgemere ED).
35	1/25/2023	Deluise, Kevin	0.3	Perform various administrative tasks.
35	1/27/2023	Deluise, Kevin	0.6	Follow up on various administrative matters.
35	1/31/2023	Shandler, Chad	0.3	Review cash variance report.
35 Total			4.2	

EXHIBIT C
NORTHWEST SENIOR HOUSING CORP., - CASE NO. 22-30659
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

36	1/10/2023	Shapiro, Jill	0.5	Prepare analysis of actuals for period ending 1/8.
36	1/11/2023	Shapiro, Jill	2.2	Prepare analysis of actuals for period ending 1/8.
36	1/12/2023	Shapiro, Jill	3.2	Prepare analysis of actuals for period ending 1/8.
36	1/12/2023	Shapiro, Jill	1.2	Prepare BVA report for the period ending 1/8.
36	1/12/2023	Deluise, Kevin	0.6	Review/analyze variance reporting for 2 we 1/8/2023.
36	1/13/2023	Shapiro, Jill	0.3	Finalize BVA report for the period ending 1/8.
36	1/17/2023	Shandler, Chad	0.3	Review bi-weekly cash variance report.
36	1/18/2023	Shapiro, Jill	0.2	Finalize BVA.
36	1/18/2023	Deluise, Kevin	0.2	Respond to questions regarding BvA we 1/8.
36	1/26/2023	Shapiro, Jill	3.8	Prepare budget v. actual analysis for the period ended 1/22.
36	1/26/2023	Deluise, Kevin	0.6	Review variance analysis 2 we 1/23.
36	1/27/2023	Deluise, Kevin	0.3	Review follow ups re: payroll reporting for report pe 1/23.
36	1/27/2023	Shapiro, Jill	0.4	Review payroll information in connection with BVA.
36	1/30/2023	Shapiro, Jill	0.2	Finalize BVA.
36	1/30/2023	Deluise, Kevin	0.5	Respond to variance analysis follow ups.
36	1/31/2023	Shapiro, Jill	1.0	Reconcile BVA differences.
36	1/31/2023	Deluise, Kevin	1.0	Working session with FTI team to review variances to budget.
36 Total			16.5	
Grand Total			191.0	

Exhibit D