

WALLER LANSDEN DORTCH & DAVIS, LLP

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Counsel for the Receiver

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

DWAYNE EDWARDS; TODD BARKER;
SENIOR SOLUTIONS OF SOCIAL CIRCLE,
LLC; OXTON PLACE OF DOUGLAS, LLC,
d/b/a OXTON REAL ESTATE OF DOUGLAS,
LLC; ROME ALF, LLC; SAVANNAH ALF,
LLC; GAINESVILLE ALF, LLC; WATERFORD
PLACE ALF, LLC; MONTGOMERY ALF, LLC;
COLUMBUS ALF, LLC; and OPELIKA ALF,
LLC,

Defendants,

-and-

OXTON SENIOR LIVING, LLC; MANOR
HOUSE SENIOR LIVING, LLC; SUSAN
EDWARDS, a/k/a SUSAN ROGERS; SHARON
NUNAMAKER, a/k/a SHARON HADDEN; and
SDH DESIGN, LLC,

Relief Defendants.

Case No. 2:17-cv-393-ES-SCM

**SUMMARY OF WALLER LANSDEN
DORTCH AND DAVIS, LLP'S FIFTH
INTERIM FEE APPLICATION FOR
COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT
OF COSTS AND EXPENSES
INCURRED AS COUNSEL TO THE
RECEIVER FOR THE PERIOD FROM
JANUARY 1, 2018 THROUGH MARCH
31, 2018**

Motion Day: June 18, 2018

Objection Deadline: June 4, 2018

Name of Applicant:

Waller Lansden Dortch & Davis, LLP

Authorized to provide professional services to:

Derek Pierce, as court-appointed receiver

Date of Retention: March 29, 2017, effective as of January 20, 2017

Period for which compensation and reimbursement are sought January 1, 2018 through March 31, 2018

Amount of compensation sought as actual, reasonable, and necessary \$225,910.20

Amount of expense reimbursement sought as actual, reasonable, and necessary \$13,178.36

This is an interim application.

Fees and Expenses Requested by Month

<u>Time Period</u>	<u>Fees Requested</u>	<u>Expenses Requested</u>
January 1, 2018–January 31, 2018	\$58,314.00	\$7,930.86
February 1, 2018–February 28, 2018	\$62,767.20	\$4,463.24
March 1, 2018–March 31, 2018	\$104,829.00	\$784.26
<u>TOTAL</u>	<u>\$225,910.20</u>	<u>\$13,178.36</u>

Compensable Time by Professional
From January 1, 2018 through March 31, 2018

Timekeeper	Title	Graduation Year	Hourly Rate	Hours	Fees
Baker, Stephen C.	Partner		\$441	5.70	\$2,513.70
Bothma, Sarah F.	Associate		\$220.50	4.80	\$1,058.40
Cochran, Ryan K	Partner		\$396	203.20	\$79,675.20
Cronk, Chris T.	Paralegal		\$212	15.70	\$3,328.40
Gaston, Jon P	Partner		\$346	42.90	\$14,843.40
Hayes, Hannah E	Associate		\$212	11.50	\$2,416.80
Larremore, Kristen A.	Partner		\$342	67.10	\$22,948.20
Malcom, Brian J.	Partner		\$297	87.60	\$26,017.20
Morris, Shane P.	Partner		\$391.50	0.10	\$39.15
Parrish, Jeff D	Partner		\$418.50	0.20	\$83.70
Ramer, Jeanette L.	Paralegal		\$207	50.90	\$10,536.30
Roth, Blake D	Partner		\$310	151.10	\$45,833.50
Stone, Courtney K.	Associate		\$270	60.60	\$16,362.00
Yopp, Michael	Partner		\$508.50	0.50	\$254.25
Grand Total				701.90	\$225,910.20

Compensation by Project Category
From January 1, 2018 through March 31, 2018

Row Labels	Sum of Hrs/Qty	Sum of Billed Amt
Administration; Asset Disposition (B130)	117.1	\$46,371.60
Administration; Non-Working Travel (B195)	4	\$792.00
Operations; Business Operations (B210)	3.4	\$1,346.40
Claims and Plan; Claims Administration and Objections (B310)	0.2	\$42.40
Researching Law (C200)	71.7	\$20,328.30
Analysis and Advice (C300)	165.1	\$56,329.10
Third Party Communication (C400)	39.3	\$11,325.00
Case Assessment, Development and Administration; Fact Investigation/Development (L110)	2.4	\$712.80
Case Assessment, Development and Administration; Analysis and Strategy (L120)	6.6	\$1,960.20
Case Assessment, Development and Administration; Document/File Management (L140)	0.6	\$127.20
Case Assessment, Development and Administration; Other (L190)	60.6	\$18,619.50
Pre-Trial Pleadings and Motions; Court Mandated Conferences (L230)	4.1	\$1,623.60
Pre-Trial Pleadings and Motions; Dispositive Motions (L240)	2.3	\$683.10
Pre-Trial Pleadings and Motions; Other Written Motions/Submissions (L250)	117.2	\$39,264.70
Discovery; Other Discovery (L390)	25.9	\$7,692.30
Project Administration (P100)	3.6	\$763.20
Fact Gathering/Due Diligence; Real and Personal Property (P240)	10.3	\$2,132.10
Structure/Strategy/Analysis (P300)	1.2	\$372.00
Initial Document Preparation/Filing (P400)	51.4	\$12,190.10
Negotiation/Revision/Response (P500)	13.8	\$2,937.60
Completion/Closing (P600)	1.1	\$297.00
Grand Total	701.9	\$225,910.20

Expense Summary
From January 1, 2018 through March 31, 2018

<u>Month</u>	<u>Expense Description</u>	<u>Amount</u>
Jan. 2018	Long Distance Telephone Call	\$0.82
Jan. 2018	Conference Call	\$55.10
Jan. 2018	Legal Advertisements	\$904.40
Jan. 2018	Legal Advertisements	\$170.00
Jan. 2018	Copy Charges (21,893 @ .15 ea)	\$3,283.95
Jan. 2018	Long Distance Telephone Call	\$4.30
Jan. 2018	Legal Advertisements	\$170.00
Jan. 2018	Legal Advertisements	\$185.00
Jan. 2018	Legal Advertisements	\$165.00
Jan. 2018	Legal Advertisements	\$145.00
Jan. 2018	Legal Advertisements	\$180.00
Jan. 2018	UPS Shipping	\$29.67
Jan. 2018	UPS Shipping	\$32.60
Jan. 2018	UPS Shipping	\$29.67
Jan. 2018	UPS Shipping	\$2.41
Jan. 2018	Postage (1 @ 536.66 ea)	\$536.66
Jan. 2018	Copy Charges (3,990 @ .15 ea)	\$598.50
Jan. 2018	UPS Shipping	\$24.90
Jan. 2018	UPS Shipping	\$24.90
Jan. 2018	UPS Shipping	\$24.90
Jan. 2018	UPS Shipping	\$15.90
Jan. 2018	Long Distance Telephone Call	\$1.35
Jan. 2018	Airfare for Flight to NY for Hearing (Cochran)	\$343.96
Jan. 2018	Long Distance Telephone Call	\$1.00
Jan. 2018	Long Distance Telephone Call	\$1.97
Jan. 2018	Long Distance Telephone Call	\$0.50
Jan. 2018	Long Distance Telephone Call	\$1.77
Jan. 2018	Long Distance Telephone Call	\$1.00
Jan. 2018	Airfare for Flight to NY for Hearing (Roth)	\$469.96
Jan. 2018	VENDOR: Discovia Database Hosting	\$525.67
Feb. 2018	Long Distance Telephone Call	\$0.76
Feb. 2018	New Jersey Lawyers Fund for 2018 Annual Attorney Registration	\$212.00
Feb. 2018	Long Distance Telephone Call	\$0.71
Feb. 2018	Postage (282 @ .47 ea)	\$132.54
Feb. 2018	Copy Charges (282 @ .15 ea)	\$42.30

<u>Month</u>	<u>Expense Description</u>	<u>Amount</u>
Feb. 2018	Legal Advertisements	\$361.00
Feb. 2018	Legal Advertisements	\$361.00
Feb. 2018	Long Distance Telephone Call	\$1.40
Feb. 2018	Long Distance Telephone Call	\$1.01
Feb. 2018	Food Expense While Traveling	\$46.09
Feb. 2018	Transportation Services	\$58.86
Feb. 2018	Food Expense While Traveling	\$5.40
Feb. 2018	Food Expense While Traveling	\$5.45
Feb. 2018	Food Expense While Traveling	\$50.00
Feb. 2018	Conference Rooms for Auction	\$1,441.98
Feb. 2018	Food Expense While Traveling	\$7.98
Feb. 2018	Transportation Services	\$59.47
Feb. 2018	Airport Parking	\$89.00
Feb. 2018	Hotel Expense	\$532.56
Feb. 2018	Food Expense While Traveling	\$38.43
Feb. 2018	Long Distance Telephone Call	\$1.63
Feb. 2018	Long Distance Telephone Call	\$0.53
Feb. 2018	UPS Shipping	\$14.25
Feb. 2018	Copy Charges (660 @ .15 ea)	\$99.00
Feb. 2018	Long Distance Telephone Call	\$0.54
Feb. 2018	Long Distance Telephone Call	\$1.30
Feb. 2018	Hotel Expense	\$365.02
Feb. 2018	Delivery Services (1 @ 5.00 ea)	\$5.00
Feb. 2018	VENDOR: Discovia Database Hosting r	\$525.67
Feb. 2018	Long Distance Telephone Call	\$1.40
Feb. 2018	Long Distance Telephone Call	\$0.96
Mar. 2018	Long Distance Telephone Call	\$0.76
Mar. 2018	Long Distance Telephone Call	\$0.51
Mar. 2018	Conference Call	\$11.25
Mar. 2018	Long Distance Telephone Call	\$0.52
Mar. 2018	Postage (1 @ 1.68 ea)	\$1.68
Mar. 2018	Long Distance Telephone Call	\$4.01
Mar. 2018	Delivery Services (1 @ 5.00 ea)	\$5.00
Mar. 2018	UPS Shipping	\$23.74
Mar. 2018	Certified copies of Opelika Sale Order and Order Appointing Receiver	\$40.50
Mar. 2018	UPS Shipping (Refunded Cost Adjustment)	-\$3.06
Mar. 2018	UPS Shipping	\$39.76
Mar. 2018	UPS Shipping	\$34.09
Mar. 2018	UPS Shipping (Refunded Cost Adjustment)	-\$0.66

<u>Month</u>	<u>Expense Description</u>	<u>Amount</u>
Mar. 2018	Postage (283 @ .47 ea)	\$133.01
Mar. 2018	Copy Charges (283 @ .15 ea)	\$42.45
Mar. 2018	UPS Shipping	\$39.76
Mar. 2018	Long Distance Telephone Call	\$2.75
Mar. 2018	Long Distance Telephone Call	\$1.51
Mar. 2018	Long Distance Telephone Call	\$0.57
Mar. 2018	9 Certified copies of various Sale Orders and 8 Certified copies of Order Appointing Receiver	\$338.50
Mar. 2018	UPS Shipping	\$45.92
Mar. 2018	UPS Shipping	\$13.95
Mar. 2018	UPS Shipping (Refunded Cost Adjustment)	-\$11.37
Mar. 2018	Postage (1 @ 7.41 ea)	\$7.41
Mar. 2018	Postage (1 @ 6.70 ea)	\$6.70
Mar. 2018	Delivery Services (1 @ 5.00 ea)	\$5.00

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Counsel for the Receiver

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

DWAYNE EDWARDS; TODD BARKER;
SENIOR SOLUTIONS OF SOCIAL CIRCLE,
LLC; OXTON PLACE OF DOUGLAS, LLC,
d/b/a OXTON REAL ESTATE OF DOUGLAS,
LLC; ROME ALF, LLC; SAVANNAH ALF,
LLC; GAINESVILLE ALF, LLC; WATERFORD
PLACE ALF, LLC; MONTGOMERY ALF, LLC;
COLUMBUS ALF, LLC; and OPELIKA ALF,
LLC,

Defendants,

-and-

OXTON SENIOR LIVING, LLC; MANOR
HOUSE SENIOR LIVING, LLC; SUSAN
EDWARDS, a/k/a SUSAN ROGERS; SHARON
NUNAMAKER, a/k/a SHARON HADDEN; and
SDH DESIGN, LLC,

Relief Defendants.

Case No. 2:17-cv-393-ES-SCM

**WALLER LANSDEN DORTCH AND
DAVIS, LLP'S FIFTH INTERIM FEE
APPLICATION FOR COMPENSATION
FOR SERVICES RENDERED AND
REIMBURSEMENT OF COSTS AND
EXPENSES INCURRED AS COUNSEL
TO THE RECEIVER FOR THE
PERIOD FROM JANUARY 1, 2018
THROUGH MARCH 31, 2018**

Motion Day: June 18, 2018

Objection Deadline: June 4, 2018

Waller Lansden Dortch and Davis, LLP ("*Waller*"), counsel to the court-appointed receiver (the "*Receiver*") in the above-captioned civil action, submits this interim fee application (the "*Interim Fee Application*") for compensation for services rendered and reimbursement of

costs and expenses, pursuant to paragraphs 62 through 65 of the *Order Appointing Receiver* (Dkt. No. 7) (the “**Receiver Order**”), for compensation for services rendered and reimbursement of costs and expenses incurred during the period from January 1, 2018 through March 31, 2018 (the “**Application Period**”) as counsel to the Receiver and, in support of this application, Waller respectfully states as follows:

BACKGROUND

1. On January 20, 2017, the Securities and Exchange Commission (the “**SEC**”) filed the *Complaint* (Dkt. No. 1), commencing the above-captioned action.

2. On the same day, the SEC filed the *Plaintiff’s Motion for an Order to Show Cause, Temporary Restraining Order, Receiver, Asset Freeze, and Other Relief* (Dkt. No. 2).

3. Following a hearing on January 20, 2017, this court entered the *Order Appointing Receiver* (Dkt. No. 7) (the “**Federal Receiver Order**”), pursuant to which the Receiver was appointed in this case and Waller’s retention was authorized on an interim basis.

4. Pursuant to the Federal Receiver Order, the Receiver was:

- a. immediately granted exclusive jurisdiction and control over Senior Solutions of Social Circle, LLC, Montgomery ALF, LLC and all of their respective assets;
- b. upon the dismissal of certain chapter 11 bankruptcy cases, granted exclusive jurisdiction and control over Oxton Place of Douglas, LLC, d/b/a Oxton Real Estate of Douglas, LLC, Gainesville ALF, LLC, and all of their respective assets; and
- c. upon the entry of orders vacating the applicable State Receivership Orders, granted exclusive jurisdiction and control over Rome ALF, LLC,

Savannah ALF, LLC, Waterford Place ALF, LLC, Columbus ALF, LLC, Opelika ALF, LLC, and all of their respective assets.

5. On January 25, 2017, the United States Bankruptcy Court for the Northern District of Georgia entered: (a) an *Order for Dismissal* in the chapter 11 bankruptcy proceeding for Oxton Place of Douglas, LLC; and (b) an *Order for Dismissal* in the chapter 11 bankruptcy proceeding for Gainesville ALF, LLC.

6. As a result, Oxton Place of Douglas, LLC, Gainesville ALF, LLC, and all of their respective assets have been within the exclusive jurisdiction and control of the Receiver, since January 25, 2017.

7. On February 9, 2017, the Receiver caused to be filed the *Receiver's Application for Order Approving Employment of Waller Lansden Dortch & Davis, LLP as Counsel for Receiver, Nunc Pro Tunc to Appointment Date* (Dkt. No. 44).

8. On March 29, 2017, this court entered the *Order Approving Receiver's Application for Order Approving Employment of Waller Lansden Dortch & Davis, LLP as Counsel for Receiver, Nunc Pro Tunc to Appointment Date* (Dkt. No. 83), authorizing the Receiver's retention of Waller as counsel in this case, effective as of January 20, 2017.

9. On April 6, 2017, the Circuit Court of Montgomery County, Alabama entered an *Order Vacating Receivership* in the Waterford Place Case.¹

10. As a result, Waterford Place ALF, LLC and all of its assets have been within the exclusive jurisdiction and control of the Receiver, since April 6, 2017.

11. On April 12, 2017, the Superior Court for Chatham County, Georgia entered an *Order Vacating Receivership* in the Savannah Case.

¹ Capitalized terms used in this Interim Fee Application but not otherwise defined shall have the meanings ascribed to them in the interim fee application filed by Waller for the time period from October 1, 2016 through March 31, 2017.

12. As a result, Savannah ALF, LLC and all of its assets have been within the exclusive jurisdiction and control of the Receiver, since April 12, 2017.

13. On April 26, 2017, the Superior Court for Floyd County, Georgia entered a *Consent Order Vacating Receivership* in the Rome Case.

14. As a result, Rome ALF, LLC and all of its assets have been within the exclusive jurisdiction and control of the Receiver in this court, since April 26, 2017.

15. On April 26, 2017, the Superior Court for Muscogee County, Georgia entered an order vacating the receivership in the Columbus Case.

16. As a result, Columbus ALF, LLC and all of its assets have been within the exclusive jurisdiction and control of the Receiver in this court, since April 26, 2017.

17. On June 2, 2017, the United States District Court for the Middle District of Alabama entered an order vacating the receivership in the Opelika Case.

18. As a result, Opelika ALF, LLC and all of its assets have been within the exclusive jurisdiction and control of the Receiver in this court, since June 2, 2017.

19. At all times during the Application Period, the Receiver has undertaken to take exclusive possession and control of all assets comprising the Receivership Estate.

20. Since the Receiver's appointment, the Receiver has undertaken a marketing and sale process for the assets comprising the Receivership Estate, taken steps to assure the safety and security of the residents of each of the Receivership Entities, analyzed and prepared forward looking financials for each of the Receivership Entities, and otherwise made progress in stabilizing and normalizing the operations of each Receivership Entity.

21. In addition, the Receiver has been investigating the actions of the above-captioned defendants with respect to their operation of the Receivership Entities and, in particular, the allegations set forth in the Complaint.

22. As counsel to the Receiver, Waller has provided services facilitating and assisting the Receiver with the foregoing and generally assisting the Receiver in fulfilling his duties and obligations under the Federal Receiver Order.

23. To the extent services benefit only a single facility, Waller professionals have billed time solely to that facility.

24. To the extent services provided by Waller are of general benefit to all of the facilities, Waller has billed such time to a general matter with the intention of splitting the fees and costs associated with such services evenly across the facilities.

25. Waller maintains computerized time records of the time spent by all Waller professionals and paraprofessionals in connection with its representation of the Receiver.

26. Waller's computerized time records reflect the category of the services provided, the date services were performed, the name of the professionals and paraprofessionals who rendered the services, a description of the services provided, the amount of time expended, and the cost of such services.

27. As set forth in greater detail below, Waller's activities on behalf of the Receiver with respect to the Receivership Estate during the Application Period were substantial, beneficial, and necessary for the Receiver and the fulfillment of the Receiver's duties and obligations as receiver, and Waller's activities were in the best interests of the Receivership Estate.

28. Waller's activities on behalf of the Receiver are summarized for each month during the Application Period in each of the exhibits attached to this Interim Fee Application together with the contemporaneous time records for each such time period.

29. Attached as **Exhibit A** to this application is a summary of fees and expenses incurred for the time period from January 1, 2018 through and including January 31, 2018.

30. Attached as **Exhibit B** to this application is a summary of fees and expenses incurred for the time period from February 1, 2018 through and including February 28, 2018.

31. Attached as **Exhibit C** to this application is a summary of fees and expenses incurred for the time period from March 1, 2018 through and including March 31, 2018.

32. Waller's computerized time records reflecting the fees and expenses incurred during the Application Period are attached to this application as **Exhibit D**.

33. Waller has not previously submitted an interim fee application (or other fee application) for the Application Period.

34. To date, Waller has not taken any draws or otherwise been paid for services rendered to the Receiver, because the Receiver has determined that, at this time, funds are insufficient for such payments.

35. In addition, Waller was not paid during the course of the state court receiverships prior to the commencement of this action.

TERMS AND CONDITIONS OF COMPENSATION

36. Subject to this court's approval, Waller seeks payment on an hourly basis, plus reimbursement of actual, necessary expenses incurred by Waller during the Application Period.

37. The rates charged by Waller in this case are the same rates charged by Waller to its other clients, *less* a ten percent (10%) reduction as requested by the SEC.

38. Paragraph 64 of the Receiver Order provides that Quarterly Fee Applications “may be subject to a holdback in the amount of 20% of the amount of fees and expenses for each application filed with the court,” and that “[t]he total amounts held back during the course of the receivership will be paid out at the direction of the Court as part of the final fee application submitted at the close of the receivership.”

39. Waller has agreed that 20% of the fees sought to be approved in this Interim Fee Application shall be held back during the course of the receivership and paid out at the discretion of the court as part of the final fee application submitted at the close of the receivership.

40. By this Interim Fee Application, Waller seeks entry of an order granting interim approval, and directing payment, without further order of this court, at such times as the Receiver determines in his absolute discretion that funds are available, of (a) compensation in the amount of **\$225,910.20** for professional services rendered in aid of the Receiver during the Application Period as counsel to the Receiver (less a 20% holdback on the fees) and (b) reimbursement of actual and necessary out of pocket disbursements and charges in the amount of **\$13,178.36** incurred in the rendering of such professional services on behalf of the Receiver during the Application Period.

41. In exercising his discretion, the Receiver will take into account the cash reserves of each facility.

42. At present, the Receiver does not believe cash reserves will be sufficient to pay professional fees (as opposed to expenses) until a facilities has been sold.

43. During the Application Period, Waller rendered **701.90** hours of professional services, resulting in legal fees in the amount of **\$225,910.20** and associated reasonable and necessary expenses in the amount of **\$13,178.36**.

44. Summaries of the hours spent, the names of each professional and paraprofessional rendering services to the Receiver during the Application Period, the agreed upon discounted rates, and the total value of time incurred by each of the Waller professionals and paraprofessionals rendering services to the Receiver are attached to this Interim Fee Application.

45. Copies of the computer generated time entries reflecting the time recorded for these services, organized by matter and in project billing categories are attached to this Interim Fee Application.

46. A statement of expenses incurred by Waller during the Application Period in connection with the Waller's representation of the Receiver is attached to this Interim Fee Application.

47. Waller customarily charges \$0.20 per page for copying; however, at the request of the SEC, Waller is charging \$0.15 per page for copying in this case.

48. Waller is seeking compensation for services performed and reimbursement of actual and necessary out of pocket disbursements and charges during the Application Period solely in connection with Waller's representation of the Receiver in this action.

49. Waller has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with Waller's representation of the Receiver.

50. There are no agreements or understandings between Waller and any other person for the sharing of compensation to be received for services rendered as counsel to the Receiver during this case.

51. All services for which compensation is requested and expenses for which reimbursement is requested are reasonable, necessary, and were performed for and on behalf of the Receiver during the Application Period.

52. The fees and expenses incurred during the Application Period were incurred in the best interests of the Receivership Estate.

53. Waller is and remains a disinterested party and does not hold any adverse relationship with the Receiver, the Receivership Entities, or the Receivership Estate.

SERVICES PERFORMED

54. During the Application Period, Waller has provided significant professional services to the Receiver.

55. These services provided by Waller during the Application Period are summarized by month in **Exhibit A**, **Exhibit B**, and **Exhibit C** to this Interim Fee Application, and the computerized time records reflecting the services provided by Waller during the Application Period are attached as **Exhibit D** to this Interim Fee Application.

CALCULATION OF TIME AND FEES

56. This is Waller's third interim fee application for compensation and reimbursement of expenses.

57. This Interim Fee Application covers the time period from January 1, 2018 through March 31, 2018.

58. All professional services for which compensation is requested in this Interim Fee Application, and all reimbursement for expenses incurred, have been for services directly related to the Receiver, Receivership Entities, and Receivership Estate.

59. As set forth in the attached exhibits, Waller's professionals and paraprofessionals have spent a total of **701.90** hours providing necessary legal services for the Receiver.

60. As a result, Waller requests compensation in the amount of **\$225,910.20** for actual, necessary legal services performed, all as set forth in greater detail in **Exhibit A**, **Exhibit B**, **Exhibit C**, and **Exhibit D** to this Interim Fee Application.

61. In addition, Waller has expended the sum of **\$13,178.36** for actual, necessary expenses incurred in representing the Receiver, all as set forth in greater detail in **Exhibit A**, **Exhibit B**, **Exhibit C**, and **Exhibit D** to this Interim Fee Application.

62. In preparing this Interim Fee Application, Waller has calculated the amount of time spent by each attorney and paralegal in performing actual, necessary legal services for the Receiver.

63. The data used came directly from computer printouts that are kept on each Waller client.

64. The hourly rates charged are the hourly rates charged by Waller to its non-bankruptcy and bankruptcy clients, *less* the agreed upon ten percent (10%) reduction.

65. Waller worked to avoid any duplication of efforts between parties, and in instances where more than one attorney billed for a project, there was a need for multiple attorneys' involvement.

NOTICE

66. Waller has provided a copy of this Interim Fee Application (including all exhibits) and notice of this Interim Fee Application to: (a) the Receiver; (b) the SEC, (c) Dwayne Edwards; (d) Joseph Schramm, counsel for Todd Barker; and (f) all other parties in interest who have entered an appearance in this case and requested service of papers.

67. Waller has also caused this Interim Fee Application (including all exhibits) to be posted to the website maintained by the Receiver for this matter.

68. Given the relief sought in this Interim Fee Application, Waller submits that no other or further notice is necessary or required.

NO PRIOR REQUEST

69. No prior request for the relief sought in this Interim Fee Application has been made to this or any other court.

CONCLUSION

70. Based upon the foregoing, Waller respectfully requests that this court enter an order, substantially in the form attached to this Interim Fee Application as **Exhibit E**, approving this Interim Fee Application.

Dated: May 15, 2018

Respectfully submitted,

/s/ Blake D. Roth

Blake D. Roth

Ryan K. Cochran (admitted *pro hac vice*)

WALLER LANSDEN DORTCH & DAVIS, LLP

511 Union Street, Suite 2700

Nashville, Tennessee 37219

Telephone: 615.244.6380

Email: blake.roth@wallerlaw.com

Counsel for the Receiver

EXHIBIT A
DESCRIPTION OF SERVICES RENDERED FROM
JANUARY 1, 2018 THROUGH AND INCLUDING MARCH 31, 2018

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

DWAYNE EDWARDS; TODD BARKER;
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NUNAMAKER, a/k/a SHARON HADDEN; and
SDH DESIGN, LLC,

Relief Defendants.

Case No. 2:17-cv-393-ES-SCM

**DESCRIPTION OF WALLER
LANSDEN DORTCH AND DAVIS,
LLP'S SERVICES RENDERED AND
COSTS AND EXPENSES INCURRED
AS COUNSEL TO THE RECEIVER
FOR THE PERIOD FROM JANUARY 1,
2018 THROUGH AND INCLUDING
JANUARY 31, 2018**

Name of Applicant:	Waller Lansden Dortch & Davis, LLP
Authorized to provide professional services to:	Derek Pierce, as court-appointed receiver
Date of Retention:	March 29, 2017, effective as of January 20, 2017
Period for which compensation and reimbursement are sought	January 1, 2018 through and including January 31, 2018
Amount of compensation sought as actual, reasonable, and necessary	\$58,314.00
Amount of expense reimbursement sought as actual, reasonable, and necessary	\$7,930.86

**COMPENSABLE TIME BY PROFESSIONAL
FROM JANUARY 1, 2018 THROUGH AND INCLUDING JANUARY 31, 2018**

Columbus	3.30	\$1,253.50
Cochran, Ryan K	2.80	\$1,108.80
Ramer, Jeanette L.	0.10	\$20.70
Roth, Blake D	0.40	\$124.00

Douglas	1.90	\$709.40
Cochran, Ryan K	1.40	\$554.40
Roth, Blake D	0.50	\$155.00

Gainesville	181.30	\$583.10
Cochran, Ryan K	0.60	\$237.60
Ramer, Jeanette L.	0.50	\$103.50
Roth, Blake D	0.20	\$62.00

Montgomery	6.30	\$1,871.60
Cochran, Ryan K	2.70	\$1,069.20
Hayes, Hannah E	3.20	\$678.40
Roth, Blake D	0.40	\$124.00

Opelika	25.60	\$8,204.10
Cochran, Ryan K	10.90	\$4,316.40
Larremore, Kristen A.	5.80	\$1,983.60
Ramer, Jeanette L.	8.30	\$1,718.10
Roth, Blake D	0.60	\$186.00

Rome	0.80	\$254.20
Cochran, Ryan K	0.30	\$118.80
Cronk, Chris T.	0.20	\$42.40
Roth, Blake D	0.30	\$93.00

Savannah	2.30	\$902.20
Cochran, Ryan K	2.20	\$871.20
Roth, Blake D	0.10	\$31.00

Social Circle	8.60	\$2,347.20
Cochran, Ryan K	3.00	\$1,188.00
Ramer, Jeanette L.	5.60	\$1,159.20

Waterford Place	1.10	\$375.40
Cochran, Ryan K	0.40	\$158.40
Roth, Blake D	0.70	\$217.00

General Matters	130.10	\$41,993.30
Cochran, Ryan K	34.90	\$13,820.40
Cronk, Chris T.	4.90	\$1,038.80
Malcom, Brian J.	24.50	\$7,276.50
Parrish, Jeff D	0.20	\$83.70
Ramer, Jeanette L.	2.70	\$558.90
Roth, Blake D	55.80	\$17,298.00
Stone, Courtney K.	7.10	\$1,917.00

COMPENSATION BY PROJECT CATEGORY
FROM JANUARY 1, 2018 THROUGH AND INCLUDING JANUARY 31, 2018

Administration; Asset Disposition (B130)	32.3	\$12,790.80
Operations; Business Operations (B210)	2.1	\$831.60
Claims and Plan; Claims Administration and Objections (B310)	0.2	\$42.40
Researching Law (C200)	11.9	\$3,342.60
Analysis and Advice (C300)	8	\$2,829.60
Third Party Communication (C400)	18	\$4,859.60
Case Assessment, Development and Administration; Fact Investigation/Development (L110)	2.4	\$712.80
Case Assessment, Development and Administration; Analysis and Strategy (L120)	3.8	\$1,128.60
Case Assessment, Development and Administration; Other (L190)	13.2	\$4,072.40
Pre-Trial Pleadings and Motions; Court Mandated Conferences (L230)	4.1	\$1,623.60
Pre-Trial Pleadings and Motions; Dispositive Motions (L240)	2.3	\$683.10
Pre-Trial Pleadings and Motions; Other Written Motions/Submissions (L250)	57	\$19,127.40
Discovery; Other Discovery (L390)	8.2	\$2,435.40
Project Administration (P100)	0.2	\$42.40
Fact Gathering/Due Diligence; Real and Personal Property (P240)	3.1	\$641.70
Initial Document Preparation/Filing (P400)	1.3	\$417.60
Negotiation/Revision/Response (P500)	13.2	\$2,732.40
TOTAL	181.3	\$58,314.00

EXPENSES INCURRED
FROM JANUARY 1, 2018 THROUGH AND INCLUDING JANUARY 31, 2018

<u>Month</u>	<u>Expense Description</u>	<u>Amount</u>
Jan. 2018	Long Distance Telephone Call	\$0.82
Jan. 2018	Conference Call	\$55.10
Jan. 2018	Legal Advertisements	\$904.40
Jan. 2018	Legal Advertisements	\$170.00
Jan. 2018	Copy Charges (21,893 @ .15 ea)	\$3,283.95
Jan. 2018	Long Distance Telephone Call	\$4.30
Jan. 2018	Legal Advertisements	\$170.00
Jan. 2018	Legal Advertisements	\$185.00
Jan. 2018	Legal Advertisements	\$165.00
Jan. 2018	Legal Advertisements	\$145.00
Jan. 2018	Legal Advertisements	\$180.00
Jan. 2018	UPS Shipping	\$29.67
Jan. 2018	UPS Shipping	\$32.60
Jan. 2018	UPS Shipping	\$29.67
Jan. 2018	UPS Shipping	\$2.41
Jan. 2018	Postage (1 @ 536.66 ea)	\$536.66
Jan. 2018	Copy Charges (3,990 @ .15 ea)	\$598.50
Jan. 2018	UPS Shipping	\$24.90
Jan. 2018	UPS Shipping	\$24.90
Jan. 2018	UPS Shipping	\$24.90
Jan. 2018	UPS Shipping	\$15.90
Jan. 2018	Long Distance Telephone Call	\$1.35
Jan. 2018	Airfare for Flight to NY for Hearing (Cochran)	\$343.96
Jan. 2018	Long Distance Telephone Call	\$1.00
Jan. 2018	Long Distance Telephone Call	\$1.97
Jan. 2018	Long Distance Telephone Call	\$0.50
Jan. 2018	Long Distance Telephone Call	\$1.77
Jan. 2018	Long Distance Telephone Call	\$1.00
Jan. 2018	Airfare for Flight to NY for Hearing (Roth)	\$469.96
Jan. 2018	VENDOR: Discovia Database Hosting	\$525.67

SERVICES PERFORMED

1. From January 1, 2018 through and including January 31, 2018, Waller provided significant professional services to the Receiver in connection with the Receiver's duties and obligations.

2. These services provided by Waller during this period are summarized as follows:

I. Administration; Asset Disposition (B130).

3. Waller spent 32.3 hours at a cost of \$12,790.80 regarding matters associated with asset disposition. These services included, but were not limited to, coordinating the marketing and sale of substantially all assets of the Receivership Estate.

II. Operations; Business Operations (B210).

4. Waller spent 2.1 hours at a cost of \$831.60 regarding matters associated with business operations. These services included, but were not limited to, overseeing certain aspects of the ongoing operations of the Receivership Estate.

III. Claims and Plan; Claims Administration and Objections (B310).

5. Waller spent 0.2 hours at a cost of \$42.40 regarding matters associated with claims administration and objections. These services included, but were not limited to, reviewing claims filed pursuant to the claims process established in this case.

IV. Researching Law (C200).

6. Waller spent 11.9 hours at a cost of \$3,342.60 regarding matters associated with researching law. These services included, but were not limited to, researching applicable law regarding issues arising in the course of administering the Receivership Estate.

V. Analysis and Advice (C300).

7. Waller spent 8.0 hours at a cost of \$2,829.60 regarding matters associated with analysis and advice. These services included, but were not limited to, providing analysis and advice to the Receiver regarding various issues arising in the course of administering the Receivership Estate.

VI. Third Party Communication (C400).

8. Waller spent 18.0 hours at a cost of \$4,859.60 regarding matters associated with third party communication. These services included, but were not limited to, communicating with various third parties in connection with the sale of substantially all assets of the Receivership Estate.

VII. Case Assessment, Development and Administration; Fact Investigation/Development (L110)

9. Waller spent 2.4 hours at a cost of \$712.80 regarding matters associated with fact investigation and development. These services included, but were not limited to, reviewing facts and other evidence pertinent to issues arising in connection with the administration of the Receivership Estate.

VIII. Case Assessment, Development and Administration; Analysis and Strategy (L120).

10. Waller spent 3.8 hours at a cost of \$1,128.60 regarding matters associated with analysis and strategy. These services included, but were not limited to, reviewing and analyzing facts and issues arising in connection with the administration of the Receivership Estate.

IX. Case Assessment, Development and Administration; Other (L190).

11. Waller spent 13.2 hours at a cost of \$4,072.40 regarding matters associated with other case assessment, development, and administration. These services included, but were not limited to, assessing various issues arising in connection with the sale of substantially all assets of the Receivership Estate.

X. Pre-Trial Pleadings and Motions; Court Mandated Conferences (L230)

12. Waller spent 4.1 hours at a cost of \$1,623.60 regarding matters associated with court mandated conferences. These services included, but were not limited to, preparing for and

attending the hearing to consider approval of the bidding and sale procedures approved in this proceeding.

XI. Pre-Trial Pleadings and Motions; Dispositive Motions (L240)

13. Waller spent 2.3 hours at a cost of \$683.10 regarding matters associated with dispositive motions. These services included, but were not limited to, preparing pleadings in connection with relief sought in this receivership proceeding.

XII. Pre-Trial Pleadings and Motions; Other Written Motions/Submissions (L250).

14. Waller spent 57.0 hours at a cost of \$19,127.40 regarding matters associated with written motions and submissions. These services included, but were not limited to, preparing filings in connection with, among other things, the Receiver's proposed unwinding of the commingling of assets and the Receiver's quarterly operating report.

XIII. Discovery; Other Discovery (L390)

15. Waller spent 8.2 hours at a cost of \$2,435.40 regarding matters associated with discovery. These services included, but were not limited to, reviewing documents produced by third parties in connection with assessing potential claims against third parties.

XIV. Project Administration (P100)

16. Waller spent 0.2 hours at a cost of \$42.40 regarding matters associated with project administration. These services included, but were not limited to, overseeing the retention of security for certain facilities.

XV. Fact Gathering/Due Diligence; Real and Personal Property (P240).

17. Waller spent 3.1 hours at a cost of \$641.70 regarding matters associated with due diligence with respect to real and personal property. These services included, but were not limited to, addressing certain title issues arising in connection with the sale of substantially all assets of the Receivership Estate.

XVI. Initial Document Preparation/Filing (P400).

18. Waller spent 1.3 hours at a cost of \$417.60 regarding matters associated with initial document preparation and filing. These services included, but were not limited to, preparing documents for submission to regulatory authorities in connection with the sale of substantially all assets of the Receivership Estate.

XVII. Negotiation/Revision/Responses (P500).

19. Waller spent 13.2 hours at a cost of \$2,732.40 regarding matters associated with negotiation, revisions, and responses. These services included, but were not limited to, preparing, revising, and negotiating certain documents in connection with the sale of substantially all assets of the Receivership Estate.

COMPUTERIZED RECORDS

20. The data used for the foregoing descriptions came directly from computer printouts that are kept on each Waller client.

21. True and exact copies of Waller's computerized records reflecting the foregoing are appended to this **Exhibit D** and are incorporated in this paragraph by reference.

EXHIBIT B
DESCRIPTION OF SERVICES RENDERED FROM
FEBRUARY 1, 2018 THROUGH AND INCLUDING FEBRUARY 28, 2018

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

DWAYNE EDWARDS; TODD BARKER;
SENIOR SOLUTIONS OF SOCIAL CIRCLE,
LLC; OXTON PLACE OF DOUGLAS, LLC,
d/b/a OXTON REAL ESTATE OF DOUGLAS,
LLC; ROME ALF, LLC; SAVANNAH ALF,
LLC; GAINESVILLE ALF, LLC; WATERFORD
PLACE ALF, LLC; MONTGOMERY ALF, LLC;
COLUMBUS ALF, LLC; and OPELIKA ALF,
LLC,

Defendants,

-and-

OXTON SENIOR LIVING, LLC; MANOR
HOUSE SENIOR LIVING, LLC; SUSAN
EDWARDS, a/k/a SUSAN ROGERS; SHARON
NUNAMAKER, a/k/a SHARON HADDEN; and
SDH DESIGN, LLC,

Relief Defendants.

Case No. 2:17-cv-393-ES-SCM

**DESCRIPTION OF WALLER
LANSDEN DORTCH AND DAVIS,
LLP'S SERVICES RENDERED AND
COSTS AND EXPENSES INCURRED
AS COUNSEL TO THE RECEIVER
FOR THE PERIOD FROM FEBRUARY
1, 2018 THROUGH AND INCLUDING
FEBRUARY 28, 2018**

Name of Applicant:	Waller Lansden Dortch & Davis, LLP
Authorized to provide professional services to:	Derek Pierce, as court-appointed receiver
Date of Retention:	March 29, 2017, effective as of January 20, 2017
Period for which compensation and reimbursement are sought	February 1, 2018 through and including February 28, 2018
Amount of compensation sought as actual, reasonable, and necessary	\$62,767.20
Amount of expense reimbursement sought as actual, reasonable, and necessary	\$4,463.24

COMPENSABLE TIME BY PROFESSIONAL
FEBRUARY 1, 2018 THROUGH AND INCLUDING FEBRUARY 28, 2018

Columbus	4.00	\$1,474.30
Cochran, Ryan K	2.30	\$910.80
Gaston, Jon P	1.30	\$449.80
Ramer, Jeanette L.	0.10	\$20.70
Roth, Blake D	0.30	\$93.00

Douglas	12.20	\$4,362.20
Cochran, Ryan K	7.40	\$2,930.40
Gaston, Jon P	1.30	\$449.80
Ramer, Jeanette L.	1.00	\$207.00
Roth, Blake D	2.50	\$775.00

Gainesville	4.70	\$1,823.40
Cochran, Ryan K	4.50	\$1,782.00
Ramer, Jeanette L.	0.20	\$41.40

Montgomery	4.50	\$1,694.20
Cochran, Ryan K	3.30	\$1,306.80
Gaston, Jon P	0.70	\$242.20
Hayes, Hannah E	0.10	\$21.20
Roth, Blake D	0.40	\$124.00

Opelika	8.20	\$2,650.80
Cochran, Ryan K	2.30	\$910.80
Gaston, Jon P	2.00	\$692.00
Hayes, Hannah E	2.10	\$445.20
Larremore, Kristen A.	1.40	\$478.80
Roth, Blake D	0.40	\$124.00

Rome	1.40	\$440.20
Cochran, Ryan K	0.30	\$118.80
Cronk, Chris T.	0.20	\$42.40
Roth, Blake D	0.90	\$279.00

Savannah	5.10	\$1,937.40
Cochran, Ryan K	3.60	\$1,425.60
Gaston, Jon P	1.30	\$449.80
Roth, Blake D	0.20	\$62.00

Social Circle	8.40	\$2,997.30
Cochran, Ryan K	4.80	\$1,900.80
Malcom, Brian J.	1.50	\$445.50
Roth, Blake D	2.10	\$651.00

Waterford Place	1.90	\$635.80
Gaston, Jon P	1.30	\$449.80
Roth, Blake D	0.60	\$186.00

General Matters	139.40	\$44,751.60
Cochran, Ryan K	48.50	\$18,414.00
Cronk, Chris T.	1.60	\$339.20
Hayes, Hannah E	0.80	\$169.60
Malcom, Brian J.	35.80	\$10,632.60
Ramer, Jeanette L.	1.10	\$227.70
Roth, Blake D	51.10	\$14,833.50
Stone, Courtney K.	0.50	\$135.00

COMPENSATION BY PROJECT CATEGORY
FEBRUARY 1, 2018 THROUGH AND INCLUDING FEBRUARY 28, 2018

Administration; Asset Disposition (B130)	34.5	\$13,662.00
Administration; Non-Working Travel (B195)	4	\$792.00
Operations; Business Operations (B210)	0.5	\$198.00
Researching Law (C200)	15.6	\$4,619.70
Analysis and Advice (C300)	23.8	\$8,975.80
Third Party Communication (C400)	9	\$2,566.40
Case Assessment, Development and Administration; Analysis and Strategy (L120)	2.8	\$831.60
Case Assessment, Development and Administration; Document/File Management (L140)	0.6	\$127.20
Case Assessment, Development and Administration; Other (L190)	24.9	\$7,699.50
Pre-Trial Pleadings and Motions; Other Written Motions/Submissions (L250)	51.0	\$16,777.90
Discovery; Other Discovery (L390)	17.7	\$5,256.90
Fact Gathering/Due Diligence; Real and Personal Property (P240)	2.4	\$496.80
Initial Document Preparation/Filing (P400)	3	\$763.40
TOTAL	189.8	\$62,767.20

EXPENSES INCURRED
FEBRUARY 1, 2018 THROUGH AND INCLUDING FEBRUARY 28, 2018

Month	Expense Description	Amount
Feb. 2018	Long Distance Telephone Call	\$0.76
Feb. 2018	New Jersey Lawyers Fund for 2018 Annual Attorney Registration	\$212.00
Feb. 2018	Long Distance Telephone Call	\$0.71
Feb. 2018	Postage (282 @ .47 ea)	\$132.54
Feb. 2018	Copy Charges (282 @ .15 ea)	\$42.30
Feb. 2018	Legal Advertisements	\$361.00
Feb. 2018	Legal Advertisements	\$361.00
Feb. 2018	Long Distance Telephone Call	\$1.40
Feb. 2018	Long Distance Telephone Call	\$1.01
Feb. 2018	Food Expense While Traveling	\$46.09
Feb. 2018	Transportation Services	\$58.86
Feb. 2018	Food Expense While Traveling	\$5.40
Feb. 2018	Food Expense While Traveling	\$5.45
Feb. 2018	Food Expense While Traveling	\$50.00
Feb. 2018	Conference Rooms for Auction	\$1,441.98
Feb. 2018	Food Expense While Traveling	\$7.98
Feb. 2018	Transportation Services	\$59.47
Feb. 2018	Airport Parking	\$89.00
Feb. 2018	Hotel Expense	\$532.56
Feb. 2018	Food Expense While Traveling	\$38.43
Feb. 2018	Long Distance Telephone Call	\$1.63
Feb. 2018	Long Distance Telephone Call	\$0.53
Feb. 2018	UPS Shipping	\$14.25
Feb. 2018	Copy Charges (660 @ .15 ea)	\$99.00
Feb. 2018	Long Distance Telephone Call	\$0.54
Feb. 2018	Long Distance Telephone Call	\$1.30
Feb. 2018	Hotel Expense	\$365.02
Feb. 2018	Delivery Services (1 @ 5.00 ea)	\$5.00
Feb. 2018	VENDOR: Discovia Database Hosting r	\$525.67
Feb. 2018	Long Distance Telephone Call	\$1.40
Feb. 2018	Long Distance Telephone Call	\$0.96

SERVICES PERFORMED

1. From February 1, 2018 through and including February 28, 2018, Waller provided significant professional services to the Receiver in connection with the Receiver's duties and obligations.

2. These services provided by Waller during this period are summarized as follows:

I. Administration; Asset Disposition (B130).

22. Waller spent **34.5** hours at a cost of **\$13,662.00** regarding matters associated with asset disposition. These services included, but were not limited to, coordinating the marketing and sale of substantially all assets of the Receivership Estate.

II. Administration; Non-Working Travel (B195)

23. Waller spent **4.0** hours at a cost of **\$792.00** regarding matters associated with non-working travel. These services included, but were not limited to, non-working travel.

III. Operations; Business Operations (B210).

24. Waller spent **0.5** hours at a cost of **\$198.00** regarding matters associated with business operations. These services included, but were not limited to, overseeing certain aspects of the ongoing operations of the Receivership Estate.

IV. Researching Law (C200).

25. Waller spent **15.6** hours at a cost of **\$4,619.70** regarding matters associated with researching law. These services included, but were not limited to, researching applicable law regarding issues arising in the course of administering the Receivership Estate.

V. Analysis and Advice (C300).

26. Waller spent **23.8** hours at a cost of **\$8,975.80** regarding matters associated with analysis and advice. These services included, but were not limited to, providing analysis and

advice to the Receiver regarding various issues arising in the course of administering the Receivership Estate.

VI. Third Party Communication (C400).

27. Waller spent 9.0 hours at a cost of \$2,566.40 regarding matters associated with third party communication. These services included, but were not limited to, communicating with various third parties in connection with the sale of substantially all assets of the Receivership Estate.

VII. Case Assessment, Development and Administration; Analysis and Strategy (L120)

28. Waller spent 2.8 hours at a cost of \$831.60 regarding matters associated with analysis and strategy. These services included, but were not limited to, reviewing and analyzing facts and issues arising in connection with the administration of the Receivership Estate.

VIII. Case Assessment, Development and Administration; Document/File Management (L140)

29. Waller spent 0.6 hours at a cost of \$127.20 regarding matters associated with document and file management. These services included, but were not limited to, attending to various aspects of the publication notice provided in connection with the approved bidding and sale process in this proceeding.

IX. Case Assessment, Development and Administration; Other (L190).

30. Waller spent 24.9 hours at a cost of \$7,699.50 regarding matters associated with other case assessment, development, and administration. These services included, but were not limited to, assessing various issues arising in connection with the sale of substantially all assets of the Receivership Estate.

X. Pre-Trial Pleadings and Motions; Other Written Motions/Submissions (L250).

31. Waller spent 51.0 hours at a cost of \$16,777.90 regarding matters associated with written motions and submissions. These services included, but were not limited to, preparing filings in connection with, among other things, the Receiver's sale of substantially all assets of the Receivership Estate.

XI. Discovery; Other Discovery (L390)

32. Waller spent 17.7 hours at a cost of \$5,256.90 regarding matters associated with discovery. These services included, but were not limited to, reviewing documents produced by third parties in connection with assessing potential claims against third parties.

XII. Fact Gathering/Due Diligence; Real and Personal Property (P240).

33. Waller spent 2.4 hours at a cost of \$496.80 regarding matters associated with due diligence with respect to real and personal property. These services included, but were not limited to, addressing issues associated with the transfer of the real property in connection with the sale of substantially all assets of the Receivership Estate.

XIII. Initial Document Preparation/Filing (P400).

34. Waller spent 3.0 hours at a cost of \$763.40 regarding matters associated with initial document preparation and filing. These services included, but were not limited to, drafting initial documents in connection with the sale of substantially all assets of the Receivership Estate.

COMPUTERIZED RECORDS

35. The data used for the foregoing descriptions came directly from computer printouts that are kept on each Waller client.

36. True and exact copies of Waller's computerized records reflecting the foregoing are appended to this **Exhibit D** and are incorporated in this paragraph by reference.

EXHIBIT C
DESCRIPTION OF SERVICES RENDERED FROM
MARCH 1, 2018 THROUGH AND INCLUDING MARCH 31, 2018

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

DWAYNE EDWARDS; TODD BARKER;
SENIOR SOLUTIONS OF SOCIAL CIRCLE,
LLC; OXTON PLACE OF DOUGLAS, LLC,
d/b/a OXTON REAL ESTATE OF DOUGLAS,
LLC; ROME ALF, LLC; SAVANNAH ALF,
LLC; GAINESVILLE ALF, LLC; WATERFORD
PLACE ALF, LLC; MONTGOMERY ALF, LLC;
COLUMBUS ALF, LLC; and OPELIKA ALF,
LLC,

Defendants,

-and-

OXTON SENIOR LIVING, LLC; MANOR
HOUSE SENIOR LIVING, LLC; SUSAN
EDWARDS, a/k/a SUSAN ROGERS; SHARON
NUNAMAKER, a/k/a SHARON HADDEN; and
SDH DESIGN, LLC,

Relief Defendants.

Case No. 2:17-cv-393-ES-SCM

**DESCRIPTION OF WALLER
LANSDEN DORTCH AND DAVIS,
LLP'S SERVICES RENDERED AND
COSTS AND EXPENSES INCURRED
AS COUNSEL TO THE RECEIVER
FOR THE PERIOD FROM MARCH 1,
2018 THROUGH AND INCLUDING
MARCH 31, 2018**

Name of Applicant:	Waller Lansden Dortch & Davis, LLP
Authorized to provide professional services to:	Derek Pierce, as court-appointed receiver
Date of Retention:	March 29, 2017, effective as of January 20, 2017
Period for which compensation and reimbursement are sought	March 1, 2018 through and including March 31, 2018
Amount of compensation sought as actual, reasonable, and necessary	\$104,829.00
Amount of expense reimbursement sought as actual, reasonable, and necessary	\$784.26

COMPENSABLE TIME BY PROFESSIONAL
MARCH 1, 2018 THROUGH AND INCLUDING MARCH 31, 2018

Columbus	12.80	\$4,307.90
Baker, Stephen C.	0.60	\$264.60
Cochran, Ryan K	3.00	\$1,188.00
Cronk, Chris T.	0.20	\$42.40
Gaston, Jon P	2.30	\$795.80
Larremore, Kristen A.	3.60	\$1,231.20
Ramer, Jeanette L.	1.70	\$351.90
Roth, Blake D	1.40	\$434.00

Douglas	16.90	\$5,438.30
Baker, Stephen C.	0.60	\$264.60
Bothma, Sarah F.	1.00	\$220.50
Cochran, Ryan K	2.50	\$990.00
Cronk, Chris T.	0.20	\$42.40
Gaston, Jon P	2.30	\$795.80
Larremore, Kristen A.	5.60	\$1,915.20
Ramer, Jeanette L.	2.40	\$496.80
Roth, Blake D	2.30	\$713.00

Gainesville	10.50	\$3,392.85
Baker, Stephen C.	0.60	\$264.60
Bothma, Sarah F.	0.80	\$176.40
Cochran, Ryan K	2.50	\$990.00
Cronk, Chris T.	0.20	\$42.40
Larremore, Kristen A.	3.20	\$1,094.40
Morris, Shane P.	0.10	\$39.15
Ramer, Jeanette L.	1.70	\$351.90
Roth, Blake D	1.40	\$434.00

Montgomery	40.80	\$13,623.70
Baker, Stephen C.	0.60	\$264.60
Bothma, Sarah F.	2.50	\$551.25
Cochran, Ryan K	2.30	\$910.80
Cronk, Chris T.	0.20	\$42.40
Gaston, Jon P	24.50	\$8,477.00
Hayes, Hannah E	0.20	\$42.40
Larremore, Kristen A.	5.20	\$1,778.40
Ramer, Jeanette L.	1.80	\$372.60
Roth, Blake D	3.00	\$930.00

Montgomery (Cont'd)		
Yopp, Michael	0.50	\$254.25

Opelika	72.20	\$24,461.40
Baker, Stephen C.	0.30	\$132.30
Cochran, Ryan K	29.40	\$11,642.40
Cronk, Chris T.	3.20	\$678.40
Hayes, Hannah E	4.50	\$932.80
Larremore, Kristen A.	25.40	\$8,686.80
Ramer, Jeanette L.	5.10	\$1,055.70
Roth, Blake D	4.30	\$1,333.00

Rome	9.80	\$3,256.50
Baker, Stephen C.	0.60	\$264.60
Cochran, Ryan K	2.70	\$1,069.20
Cronk, Chris T.	0.20	\$42.40
Larremore, Kristen A.	3.20	\$1,094.40
Ramer, Jeanette L.	1.70	\$351.90
Roth, Blake D	1.40	\$434.00

Savannah	12.40	\$4,168.90
Baker, Stephen C.	0.60	\$264.60
Cochran, Ryan K	2.90	\$1,148.40
Cronk, Chris T.	0.20	\$42.40
Gaston, Jon P	2.30	\$795.80
Larremore, Kristen A.	3.40	\$1,162.80
Ramer, Jeanette L.	1.70	\$351.90
Roth, Blake D	1.30	\$403.00

Social Circle	12.50	\$4,086.95
Baker, Stephen C.	1.20	\$529.20
Bothma, Sarah F.	0.50	\$110.25
Cochran, Ryan K	3.30	\$1,306.80
Cronk, Chris T.	0.20	\$42.40
Larremore, Kristen A.	2.90	\$991.80
Ramer, Jeanette L.	2.50	\$517.50
Roth, Blake D	1.90	\$589.00

Waterford Place	21.90	\$7,361.10
Baker, Stephen C.	0.60	\$264.60
Cochran, Ryan K	4.70	\$1,861.20
Cronk, Chris T.	0.20	\$42.40
Gaston, Jon P	3.60	\$1,245.60
Larremore, Kristen A.	7.40	\$2,530.80
Ramer, Jeanette L.	2.50	\$517.50
Roth, Blake D	2.90	\$899.00

General Matters	121.00	\$34,731.40
Cochran, Ryan K	13.70	\$5,425.20
Cronk, Chris T.	4.00	\$848.00
Hayes, Hannah E	0.60	\$127.20
Malcom, Brian J.	25.80	\$7,662.60
Ramer, Jeanette L.	10.20	\$2,111.40
Roth, Blake D	13.70	\$4,247.00
Stone, Courtney K.	53.00	\$14,310.00

COMPENSATION BY PROJECT CATEGORY
MARCH 1, 2018 THROUGH AND INCLUDING MARCH 31, 2018

Administration; Asset Disposition (B130)	50.3	\$19,918.80
Operations; Business Operations (B210)	0.8	\$316.80
Researching Law (C200)	44.2	\$12,366.00
Analysis and Advice (C300)	133.3	\$44,523.70
Third Party Communication (C400)	12.3	\$3,899.00
Case Assessment, Development and Administration; Other (L190)	22.5	\$6,847.60
Pre-Trial Pleadings and Motions; Other Written Motions/Submissions (L250)	9.2	\$3,359.40
Project Administration (P100)	3.4	\$720.80
Fact Gathering/Due Diligence; Real and Personal Property (P240)	4.8	\$993.60
Structure/Strategy/Analysis (P300)	1.2	\$372.00
Initial Document Preparation/Filing (P400)	47.1	\$11,009.10
Negotiation/Revision/Response (P500)	0.6	\$205.20
Completion/Closing (P600)	1.1	\$297.00
TOTAL	330.8	\$104,829.00

EXPENSES INCURRED
MARCH 1, 2018 THROUGH AND INCLUDING MARCH 31, 2018

Month	Expense Description	Amount
Mar. 2018	Long Distance Telephone Call	\$0.76
Mar. 2018	Long Distance Telephone Call	\$0.51

Mar. 2018	Conference Call	\$11.25
Mar. 2018	Long Distance Telephone Call	\$0.52
Mar. 2018	Postage (1 @ 1.68 ea)	\$1.68
Mar. 2018	Long Distance Telephone Call	\$4.01
Mar. 2018	Delivery Services (1 @ 5.00 ea)	\$5.00
Mar. 2018	UPS Shipping	\$23.74
Mar. 2018	Certified copies of Opelika Sale Order and Order Appointing Receiver	\$40.50
Mar. 2018	UPS Shipping (Refunded Cost Adjustment)	-\$3.06
Mar. 2018	UPS Shipping	\$39.76
Mar. 2018	UPS Shipping	\$34.09
Mar. 2018	UPS Shipping (Refunded Cost Adjustment)	-\$0.66
Mar. 2018	Postage (283 @ .47 ea)	\$133.01
Mar. 2018	Copy Charges (283 @ .15 ea)	\$42.45
Mar. 2018	UPS Shipping	\$39.76
Mar. 2018	Long Distance Telephone Call	\$2.75
Mar. 2018	Long Distance Telephone Call	\$1.51
Mar. 2018	Long Distance Telephone Call	\$0.57
Mar. 2018	9 Certified copies of various Sale Orders and 8 Certified copies of Order Appointing Receiver	\$338.50
Mar. 2018	UPS Shipping	\$45.92
Mar. 2018	UPS Shipping	\$13.95
Mar. 2018	UPS Shipping (Refunded Cost Adjustment)	-\$11.37
Mar. 2018	Postage (1 @ 7.41 ea)	\$7.41
Mar. 2018	Postage (1 @ 6.70 ea)	\$6.70
Mar. 2018	Delivery Services (1 @ 5.00 ea)	\$5.00

SERVICES PERFORMED

1. From March 1, 2018 through and including March 31, 2018, Waller provided significant professional services to the Receiver in connection with the Receiver's duties and obligations.

2. These services provided by Waller during this period are summarized as follows:

I. Administration; Asset Disposition (B130).

3. Waller spent **50.3** hours at a cost of **\$19,918.80** regarding matters associated with the disposition of assets in these receivership cases. These services included, but were not limited

to, attending to matters arising in connection with the sale of substantially all assets of the Receivership Estate.

II. Operations; Business Operations (B210).

4. Waller spent 0.8 hours at a cost of \$316.80 regarding matters associated with business operations. These services included, but were not limited to, overseeing certain aspects of the ongoing operations of the Receivership Estate.

III. Researching Law (C200).

5. Waller spent 44.20 hours at a cost of \$12,366.00 regarding matters associated with researching law. These services included, but were not limited to, researching applicable law regarding issues arising in the course of administering the Receivership Estate.

IV. Analysis and Advice (C300).

6. Waller spent 133.3 hours at a cost of \$44,523.70 regarding matters associated with analysis and advice. These services included, but were not limited to, providing analysis and advice to the Receiver regarding various issues arising in the course of administering the Receivership Estate.

V. Third Party Communication (C400).

7. Waller spent 12.3 hours at a cost of \$3,899.00 regarding matters associated with third party communication. These services included, but were not limited to, communicating with various third parties in connection with the sale of substantially all assets of the Receivership Estate.

VI. Case Assessment, Development and Administration; Other (L190).

8. Waller spent 22.5 hours at a cost of \$6,847.60 regarding matters associated with other case assessment, development, and administration. These services included, but were not limited to, coordinating the sale of substantially all assets of the Receivership Estate.

VII. Pre-Trial Pleadings and Motions; Other Written Motions/Submissions (L250).

9. Waller spent 9.2 hours at a cost of \$3,359.40 regarding matters associated with other written motions and submissions. These services included, but were not limited to, preparing the motion to approve the Receiver's unwinding of pre-receivership commingling of assets.

VIII. Project Administration (P100)

10. Waller spent 3.4 hours at a cost of \$720.80 regarding matters associated with project administration. These services included, but were not limited to, addressing certain corporate matters arising in connection with the sale of substantially all assets of the Receivership Estate.

IX. Fact Gathering/Due Diligence; Real and Personal Property (P240)

11. Waller spent 4.8 hours at a cost of \$993.60 regarding matters associated with fact gathering and due diligence regarding real and personal property. These services included, but were not limited to, addressing title issues arising in connection with the sale of substantially all assets of the Receivership Estate.

X. Structure/Strategy/Analysis (P300)

12. Waller spent 1.2 hours at a cost of \$372.00 regarding matters associated with structure, strategy, and analysis. These services included, but were not limited to, reviewing and analyzing the commingling analysis performed by the Receiver.

XI. Initial Document Preparation/Filing (P400).

13. Waller spent 47.1 hours at a cost of \$11,009.10 regarding matters associated with initial document preparation and filing. These services included, but were not limited to, addressing certain issues arising with the title commitments in connection with the sale of substantially all assets of the Receivership Estate.

XII. Negotiation/Revision/Response (P500)

14. Waller spent 0.6 hours at a cost of \$205.20 regarding matters associated with negotiations, revisions, and responses. These services included, but were not limited to, negotiating final outstanding items with the purchaser's counsel prior to closing.

XIII. Completion/Closing (P600)

15. Waller spent 1.1 hours at a cost of \$297.00 regarding matters associated with closings. These services included, but were not limited to, addressing title issues relating to closing the sale of substantially all assets of the Receivership Estate.

COMPUTERIZED RECORDS

16. The data used for the foregoing descriptions came directly from computer printouts that are kept on each Waller client.

17. True and exact copies of Waller's computerized records reflecting the foregoing are appended to this Exhibit D and are incorporated in this paragraph by reference.

EXHIBIT D
WALLER INVOICES

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
FEDERAL ID No. 62-0479474

Healthcare Management Partners
Derek Pierce
1033 Demonbreun St Ste 300
Nashville, TN 37203

March 22, 2018
Invoice 10666100
Page 1
Bill Through 02/28/18
Billing Atty: R. Cochran

Our Matter # 021401.66331

Bank of Oklahoma Receivership Order (Columbus)

01/11/18	Discussion with R. Aschheim (SLM counsel) re: Receiver's request for information to support choice of bidder B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/18/18	Respond to SLM (Stalking Horse Bidders) due diligence requests B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/22/18	Attention to providing Agemark with form of Asset Purchase Agreement for making top bid B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/25/18	Discussion with M. Pardoll re: SLM offer B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/29/18	Discussion and email to R. Aschheim (SLM counsel) re: SLM termination of bid and deposit and break up fee B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
01/29/18	Communications with D. Pierce, M. Newman (Escrow agent), and R. Aschheim (SLM counsel) re: deposit and breakup fee B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
02/05/18	Revise and comment on Agemark's revisions to Asset Purchase Agreement to support topping bid B130	Cochran, Ryan K	1.80 hrs.	\$ 712.80
02/06/18	Analysis of Agemark topping bid and communicate re: escrow and receipt of deposit B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40

		Code Total:	3.60 hrs.	\$1,425.60
01/18/18	Make funding request to cover payroll B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/20/18	Make funds request of trustee B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
		Code Total:	0.20 hrs.	\$79.20
01/24/18	Discussion with B. Roth re: SLM termination of offer C300	Cochran, Ryan K	0.40 hrs.	\$ 158.40
01/26/18	Discuss Columbus bidding with D. Pierce C300	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/26/18	Discuss Columbus bidding with N. O'Neill (BOKF counsel) C300	Cochran, Ryan K	0.40 hrs.	\$ 158.40
02/23/18	Attention to analyzing letters from IRS proposing revocation of tax-exempt bond status and response thereto C300	Gaston, Jon P	0.40 hrs.	\$ 138.40
02/26/18	Attention to responding to IRS audit notice of determination of taxability of bonds and call with trustee's counsel re: same C300	Gaston, Jon P	0.60 hrs.	\$ 207.60
02/27/18	Attention to response to IRS audit letters re: determination of taxability, call with trustee's counsel re: same and call with SEC re: same C300	Gaston, Jon P	0.30 hrs.	\$ 103.80
		Code Total:	2.60 hrs.	\$964.60
01/16/18	Call to Columbus Water Works re: sale process C400	Roth, Blake D	0.20 hrs.	\$ 62.00
01/16/18	Call to R. Fuller re: sale motion C400	Roth, Blake D	0.20 hrs.	\$ 62.00
		Code Total:	0.40 hrs.	\$124.00
01/12/18	Review survey comment re: sewer easement on Columbus property P240	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
02/08/18	Correspond with C. Newman re: legal description for Columbus P240	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
		Code Total:	0.20 hrs.	\$41.40
02/28/18	Review and revise Receiver's deed for Agemark Buyer P400	Roth, Blake D	0.30 hrs.	\$ 93.00
		Code Total:	0.30 hrs.	\$93.00

Total Fees for Professional Services \$ 2,727.80

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	5.10	\$ 2,019.60
Gaston, Jon P	346.00	1.30	\$ 449.80
Roth, Blake D	310.00	0.70	\$ 217.00
Ramer, Jeanette L.	207.00	0.20	\$ 41.40
TOTAL		<hr/> 7.30	<hr/> \$ 2,727.80

Total Fees and Disbursements on This Invoice \$ 2,727.80

PLEASE REMIT TOTAL AMOUNT DUE \$ 2,727.80

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
 FEDERAL ID No. 62-0479474

Healthcare Management Partners
 Derek Pierce
 1033 Demonbreun St Ste 300
 Nashville, TN 37203

April 13, 2018
 Invoice 10667863
 Page 1
 Bill Through 03/31/18
 Billing Atty: R. Cochran

Our Matter # 021401.66331

Bank of Oklahoma Receivership Order (Columbus)

03/05/18	Work on deed to transfer title B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/14/18	Prepare for closing call with Agemark counsel and discuss closing checklist with counsel B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
03/15/18	Work on closing documents and responding to information requests from Agemark B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/16/18	Work on closing documents B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/19/18	Work on closing issues with title company and email to title company B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/20/18	Work on closing documents and closing checklist B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/21/18	Work on Receiver's closing documents and discuss closing checklist with K. Larremore B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/22/18	Work on closing documents re: receiver's deliverables B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/22/18	Work on closing documents re: receiver's deliverables B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80

03/22/18	Discuss vendor issues and closing date with F. Morales (Agemark counsel) B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/23/18	Work on Receiver's and Trustee's closing deliverables and communications re: form of receiver deed and vendor contracts B130	Cochran, Ryan K	0.90 hrs.	\$ 356.40
03/24/18	Discuss closing with R. Winters B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		3.00 hrs.	\$1,188.00
03/01/18	Attention to response to IRS audit letters re: determination of taxability; call with IRS re: same C300	Gaston, Jon P	0.50 hrs.	\$ 173.00
03/06/18	Attention to responding to IRS notices of proposed taxability of bonds C300	Gaston, Jon P	0.70 hrs.	\$ 242.20
03/07/18	Attention to responding to IRS notices of proposed taxability of bonds C300	Gaston, Jon P	0.30 hrs.	\$ 103.80
03/13/18	Attention to IRS notice of proposed issue response C300	Gaston, Jon P	0.80 hrs.	\$ 276.80
03/21/18	Begin preparing a closing task list; draft certain closing documents C300	Larremore, Kristen A.	0.70 hrs.	\$ 239.40
03/26/18	Draft a form transition agreement as requested by purchaser's counsel C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
03/27/18	Review withholding and other tax forms; revised deeds, and communicate w/ J. Remer & K. Larremore re same C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/27/18	Review comments to closing documents received from purchaser's counsel in order to finalize documentation for closing C300	Larremore, Kristen A.	0.50 hrs.	\$ 171.00
03/28/18	Review revisions to deeds, Telephone call with K. Larremore and R. Cochran re: title issues, and S. Morris re tax forms C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/28/18	Calls with purchaser's counsel re: various document and closing items and requests from purchaser's lender C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/28/18	Prepare additional closing documents related to real estate and other matters C300	Larremore, Kristen A.	0.40 hrs.	\$ 136.80
03/29/18	Review revised documents and comments from purchaser's counsel and requests for information and coordinate responses and return comments C300	Larremore, Kristen A.	1.00 hrs.	\$ 342.00
03/30/18	Review comments and documents circulated by Purchaser's counsel and prepared or updated by J. Ramer C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40

	Code Total:		6.20 hrs.	\$2,189.00
03/14/18	Prepare for and call with Agemark's counsel to go through items in preparation for closing C400	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
	Code Total:		0.30 hrs.	\$102.60
03/27/18	Communicate with K. Larremore re: global closing items; attention to same L190	Roth, Blake D	0.10 hrs.	\$ 31.00
	Code Total:		0.10 hrs.	\$31.00
03/08/18	Review and revise receiver's deed P400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/20/18	Draft ancillary closing documents P400	Roth, Blake D	1.00 hrs.	\$ 310.00
03/26/18	Correspond with M. Newman regarding various forms required for closing P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/26/18	Draft forms and affidavits for closing P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Correspond with C. Newman regarding closings statements; deed forms and revisions; title updates and closing requirements P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Several conferences with S. Baker regarding deeds and requested deed revisions P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Correspond with K. Larremore re title commitment, review title commitment, and closing statement P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/28/18	Correspond with G. Celentano, B. Roth, K. Larremore re: information needed to draft UCC releases for eight Alabama and Georgia facilities, search for prior UCCs and assemble releases and information to draft UCC releases for eight Alabama and Georgia facilities P400	Cronk, Chris T.	0.20 hrs.	\$ 42.40
03/28/18	Forward title commitment to C. Cronk, Conferences with S. Baker regarding deed language; court orders, deed revisions and title matters, and Prepare Georgia Broker's lien waivers P400	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
03/28/18	Review and revise partial release of mortgage P400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/29/18	Forward Georgia Broker lien waivers to M. Pardoll, correspond with C. Newman re same P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70

03/29/18	Telephone conferences with S. Baker and review updated title commitments P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/29/18	Revise deeds for sites and discuss revisions with M. Newman P400	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
Code Total:			3.20 hrs.	\$797.30
Total Fees for Professional Services				\$ 4,307.90

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	3.00	\$ 1,188.00
Gaston, Jon P	346.00	2.30	\$ 795.80
Roth, Blake D	310.00	1.40	\$ 434.00
Larremore, Kristen A.	342.00	3.60	\$ 1,231.20
Baker, Stephen C.	441.00	0.60	\$ 264.60
Ramer, Jeanette L.	207.00	1.70	\$ 351.90
Cronk, Chris T.	212.00	0.20	\$ 42.40
TOTAL		12.80	\$ 4,307.90

Total Fees and Disbursements on This Invoice	\$ 4,307.90
PLEASE REMIT TOTAL AMOUNT DUE	\$ 4,307.90

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
FEDERAL ID No. 62-0479474

Healthcare Management Partners
Derek Pierce
1033 Demonbreun St Ste 300
Nashville, TN 37203

March 22, 2018
Invoice 10666104
Page 1
Bill Through 02/28/18
Billing Atty: R. Cochran

Our Matter # 021401.66984

Oxton Place of Douglas Receivership

01/16/18	Discussion with R. Carter re: prospective bidder B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/16/18	Email to R. Carter (prospective bidder) re: requested information on sale process B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/16/18	Work on establishing escrow agreements with title company to accept Agemark deposit B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/18/18	Work on establishing escrow agreements from Agemark deposit B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/26/18	Email to Jason (Dr. Amin) re: Douglas auction B130	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/29/18	Email exchange with J. Roundtree (Dr. Amin counsel) re: submission of bid and deposit B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/01/18	Revise Asset Purchase Agreement and communication with Dr. Amin (new Bidder) B130	Cochran, Ryan K	3.70 hrs.	\$ 1,465.20
02/05/18	Discussion with R. Henry and J. Roundtree (Dr. Amin advisors) re: auction B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
02/05/18	Discussion with R. Henry and J. Roundtree (Dr. Amin advisors) re: auction			

	B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
02/05/18	Work on revising Asset Purchase Agreement to address title issues for prospective bidders (Amin and Agemark)			
	B130	Cochran, Ryan K	2.00 hrs.	\$ 792.00
02/05/18	Work with title company on title commitment			
	B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/05/18	Discuss title issue with J. Ramer and D. Pierce			
	B130	Cochran, Ryan K	0.50 hrs.	\$ 198.00
02/07/18	Calls with R. Henry and J. Roundtree re: bid of Dr. Amin			
	B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/12/18	Email L. Harrington (Agemark) re: form of Quitclaim Deed			
	B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		8.60 hrs.	\$3,405.60
02/07/18	Work on resolving title issues raised by title company			
	C300	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/23/18	Attention to analyzing letters from IRS proposing revocation of tax-exempt bond status and response thereto			
	C300	Gaston, Jon P	0.40 hrs.	\$ 138.40
02/26/18	Attention to responding to IRS audit notice of determination of taxability of bonds; call with trustee's counsel re: same			
	C300	Gaston, Jon P	0.60 hrs.	\$ 207.60
02/27/18	Attention to response to IRS audit letters re: determination of taxability; call with trustee's counsel re: same; call with SEC re: same			
	C300	Gaston, Jon P	0.30 hrs.	\$ 103.80
	Code Total:		1.50 hrs.	\$529.00
01/05/18	Draft letter to Judge Mannion re: bidding procedures order			
	C400	Roth, Blake D	0.40 hrs.	\$ 124.00
	Code Total:		0.40 hrs.	\$124.00
01/31/18	Communicate with L. Douglas re: payment of pre-receivership receivables			
	L190	Roth, Blake D	0.10 hrs.	\$ 31.00
02/05/18	Attention to title issues and communicate with issuer's counsel re: same			
	L190	Roth, Blake D	0.90 hrs.	\$ 279.00
02/07/18	Review and analyze lease and indenture re: potential solutions for certain title issues			
	L190	Roth, Blake D	1.20 hrs.	\$ 372.00
	Code Total:		2.20 hrs.	\$682.00
02/06/18	Correspond with M. Newman regarding title issues on Douglas facility			

	P240	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
02/07/18	Correspond with M. Newman (title agent) concerning Douglas facility title			
	P240	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
02/07/18	Correspond with R. Cochran re: Douglas facility title			
	P240	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
02/14/18	Review revised title commitment for Douglas facility transfer to Douglas			
	P240	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
Code Total:			1.00 hrs.	\$207.00
02/28/18	Review and revise Issuer's quit claim deed and communicate with title company re: same			
	P400	Roth, Blake D	0.10 hrs.	\$ 31.00
02/28/18	Review and revise Receiver's Deed			
	P400	Roth, Blake D	0.20 hrs.	\$ 62.00
02/28/18	Review and revise issuer's quitclaim deed			
	P400	Roth, Blake D	0.10 hrs.	\$ 31.00
Code Total:			0.40 hrs.	\$124.00
Total Fees for Professional Services				\$ 5,071.60

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	8.80	\$ 3,484.80
Gaston, Jon P	346.00	1.30	\$ 449.80
Roth, Blake D	310.00	3.00	\$ 930.00
Ramer, Jeanette L.	207.00	1.00	\$ 207.00
TOTAL		14.10	\$ 5,071.60
Total Fees and Disbursements on This Invoice			\$ 5,071.60
PLEASE REMIT TOTAL AMOUNT DUE			\$ 5,071.60

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
FEDERAL ID No. 62-0479474

Healthcare Management Partners
Derek Pierce
1033 Demonbreun St Ste 300
Nashville, TN 37203

April 13, 2018
Invoice 10667867
Page 1
Bill Through 03/31/18
Billing Atty: R. Cochran

Our Matter # 021401.66984

Oxton Place of Douglas Receivership

03/05/18	Work on deed to transfer title B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/14/18	Prepare for closing call with Agemark counsel and discuss closing checklist with counsel B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
03/15/18	Work on closing documents and responding to information requests from Agemark B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/16/18	Work on closing documents B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/19/18	Work on closing issues with title company and email to title company B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/20/18	Work on closing documents and closing checklist B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/21/18	Work on Receiver's closing documents and discuss closing checklist with K. Larremore B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/22/18	Work on closing documents re: receiver's deliverables B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/23/18	Work on Receiver's and Trustee's closing deliverables and communications re: form of receiver deed and vendor contracts B130	Cochran, Ryan K	0.90 hrs.	\$ 356.40

03/24/18	Work on email to Healthcare Management Partners of tasks needed to be done in advance of closing re: prorations B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
Code Total:			2.50 hrs.	\$990.00
03/01/18	Attention to response to IRS audit letters re: determination of taxability; call with trustee's counsel re: same; call with SEC re: same C300	Gaston, Jon P	0.50 hrs.	\$ 173.00
03/06/18	Attention to responding to IRS notices of proposed taxability of bonds C300	Gaston, Jon P	0.70 hrs.	\$ 242.20
03/07/18	Attention to responding to IRS notices of proposed taxability of bonds C300	Gaston, Jon P	0.30 hrs.	\$ 103.80
03/13/18	Attention to IRS notice of proposed issue response C300	Gaston, Jon P	0.80 hrs.	\$ 276.80
03/19/18	Review the asset purchase agreement and begin preparing a closing task list C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
03/20/18	Prepare a closing task list for the transaction C300	Larremore, Kristen A.	0.50 hrs.	\$ 171.00
03/21/18	Review the purchase agreement and prepare the closing task list; draft certain closing documents C300	Larremore, Kristen A.	2.00 hrs.	\$ 684.00
03/26/18	Draft a form transition agreement as requested by purchaser's counsel C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
03/27/18	Review withholding and other tax forms; revised deeds, and communicate w/ J. Remer & K. Larremore re same C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/27/18	Review comments to closing documents received from purchaser's counsel in order to finalize documentation for closing C300	Larremore, Kristen A.	0.50 hrs.	\$ 171.00
03/28/18	Review revisions to deeds, Telephone call with K. Larremore and R. Cochran re: title issues, and S. Morris re tax forms C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/28/18	Calls with purchaser's counsel regarding various document and closing items and requests from purchaser's lender C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/28/18	Prepare additional closing documents related to real estate and other matters C300	Larremore, Kristen A.	0.40 hrs.	\$ 136.80
03/29/18	Preparation of FIRPTA and state withholding forms C300	Bothma, Sarah F.	1.00 hrs.	\$ 220.50
03/29/18	Review revised documents and comments from purchaser's counsel and requests for information and coordinate responses and return comments			

	C300	Larremore, Kristen A.	1.00 hrs.	\$ 342.00
03/30/18	Review comments and documents circulated by Purchaser's counsel and prepared or updated by J. Ramer			
	C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
	Code Total:		9.20 hrs.	\$3,093.50
03/08/18	Communicate with issuer's counsel re: execution of quit claim deeds			
	C400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/08/18	Call with S. Cottingham re: issuer's quit claim deed			
	C400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/09/18	Communicate with issuer's counsel re: quit claim deeds; communicate with R. Cochran re: same			
	C400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/14/18	Prepare for and call with Agemark's counsel to go through items in preparation for closing			
	C400	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
	Code Total:		0.80 hrs.	\$257.60
03/27/18	Communicate with K. Larremore re: global closing items; attention to same			
	L190	Roth, Blake D	0.10 hrs.	\$ 31.00
	Code Total:		0.10 hrs.	\$31.00
03/08/18	Review and revise receiver's deed and quit claim deed			
	P400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/20/18	Draft ancillary closing documents			
	P400	Roth, Blake D	1.00 hrs.	\$ 310.00
03/26/18	Draft forms and affidavits for closing			
	P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Telephone conferences with M. Newman			
	P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/27/18	Correspond with M. Pardoll			
	P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/27/18	Correspond with C. Newman regarding closings statements; deed forms and revisions; title updates and closing requirements			
	P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Several conferences with S. Baker regarding deeds and requested deed revisions			
	P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Correspond with K. Larremore re title commitment, review title commitment, and closing statement			
	P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70

03/28/18	Correspond with G. Celentano, B. Roth, K. Larremore re: information needed to draft UCC releases for eight Alabama and Georgia facilities, search for prior UCCs and assemble releases and information to draft UCC releases for eight Alabama and Georgia facilities P400	Cronk, Chris T.	0.20 hrs.	\$ 42.40
03/28/18	Forward title commitment to C. Cronk, Conferences with S. Baker regarding deed language; court orders, deed revisions and title matters, and Prepare Georgia Broker's lien waivers P400	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
03/28/18	Review and revise partial release of mortgage P400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/29/18	Revise Lease Termination Agreements for three sites P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/29/18	Forward Georgia Broker lien waivers to M. Pardoll, correspond with C. Newman re same P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/29/18	Telephone conferences with S. Baker and review updated title commitments P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/29/18	Revise deeds for sites and discuss revisions with M. Newman P400	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
03/29/18	Draft lease termination agreement P400	Roth, Blake D	0.30 hrs.	\$ 93.00
03/29/18	Attention to proposed revisions to quit claim deed P400	Roth, Blake D	0.10 hrs.	\$ 31.00
Code Total:			4.30 hrs.	\$1,066.20
Total Fees for Professional Services				\$ 5,438.30

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	2.50	\$ 990.00
Baker, Stephen C.	441.00	0.60	\$ 264.60
Gaston, Jon P	346.00	2.30	\$ 795.80
Roth, Blake D	310.00	2.30	\$ 713.00
Larremore, Kristen A.	342.00	5.60	\$ 1,915.20
Bothma, Sarah F.	220.50	1.00	\$ 220.50
Ramer, Jeanette L.	207.00	2.40	\$ 496.80
Cronk, Chris T.	212.00	0.20	\$ 42.40
TOTAL		16.90	\$ 5,438.30
Total Fees and Disbursements on This Invoice			\$ 5,438.30
PLEASE REMIT TOTAL AMOUNT DUE			\$ 5,438.30

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
FEDERAL ID No. 62-0479474

Healthcare Management Partners
Derek Pierce
1033 Demonbreun St Ste 300
Nashville, TN 37203

March 22, 2018
Invoice 10666103
Page 1
Bill Through 02/28/18
Billing Atty: R. Cochran

Our Matter # 021401.66983

Gainesville ALF Receivership

01/11/18	Work on resolving discrepancy between survey and legal description in property description B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/11/18	Discussion with R. Aschheim (SLM counsel) re: Receiver's request for information to support choice of bidder B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/18/18	Respond to SLM (Stalking Horse Bidders) due diligence requests B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/22/18	Attention to providing Agemark with form of Asset Purchase Agreement for making topping bid B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
02/01/18	Communications with R. Aschheim (SLM counsel) re: responses to questions about auction B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/02/18	Revise Gainesville Asset Purchase Agreement for Agemark to submit topping bid B130	Cochran, Ryan K	1.50 hrs.	\$ 594.00
02/05/18	Revise and comment on Agemark's revisions to Asset Purchase Agreement to support topping bid B130	Cochran, Ryan K	1.80 hrs.	\$ 712.80
02/06/18	Analysis of Agemark topping bid and communicate re: escrow and receipt of deposit B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40

02/12/18	Discuss auction issue with Stalking Horse with B. Roth B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/12/18	Email to U. Rubin (SLM Bidder) re: Backup Bid B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
	Code Total:		5.10 hrs.	\$2,019.60
01/16/18	Call to R. Williams re: sale motion C400	Roth, Blake D	0.20 hrs.	\$ 62.00
	Code Total:		0.20 hrs.	\$62.00
01/11/18	Review legal descriptions and surveyor's comments for Gainesville site P240	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
02/08/18	Correspond with R. Cochran re: Gainesville legal description P240	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
	Code Total:		0.70 hrs.	\$144.90
Total Fees for Professional Services				\$ 2,226.50

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	5.10	\$ 2,019.60
Roth, Blake D	310.00	0.20	\$ 62.00
Ramer, Jeanette L.	207.00	0.70	\$ 144.90
TOTAL		6.00	\$ 2,226.50

Disbursements

01/09/18	VENDOR: Chris Cronk INVOICE#: 010022325708 DATE: 1/17/2018 Newspaper ad - GainesvilleALFPayment	\$ 180.00
	Total Disbursements.....	\$ 180.00
	Total Fees and Disbursements on This Invoice	\$ 2,406.50
	PLEASE REMIT TOTAL AMOUNT DUE	\$ 2,406.50

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
FEDERAL ID No. 62-0479474

Healthcare Management Partners
Derek Pierce
1033 Demonbreun St Ste 300
Nashville, TN 37203

April 13, 2018
Invoice 10667866
Page 1
Bill Through 03/31/18
Billing Atty: R. Cochran

Our Matter # 021401.66983

Gainesville ALF Receivership

03/05/18	Work on deed to transfer title B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/14/18	Prepare for closing call with Agemark counsel and discuss closing checklist with counsel B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
03/15/18	Work on closing documents and responding to information requests from Agremark B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/16/18	Work on closing documents B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/19/18	Work on closing issues with title company and email to title company B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/20/18	Work on closing documents and closing checklist B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/21/18	Work on Receiver's closing documents and discuss closing checklist with K. Larremore B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/22/18	Work on closing documents re: receiver's deliverables B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/23/18	Work on Receiver's and Trustee's closing deliverables and communications re: form of receiver deed and vendor contracts B130	Cochran, Ryan K	0.90 hrs.	\$ 356.40

03/24/18	Work on email to Healthcare Management Partners of tasks needed to be done in advance of closing re: prorations	B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
			Code Total:	2.50 hrs.	\$990.00
03/21/18	Prepare certain closing documents	C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/26/18	Draft a form transition agreement as requested by purchaser's counsel	C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
03/27/18	Review withholding and other tax forms; revised deeds, and communicate w/ J. Remer & K. Larremore re same	C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/27/18	Review comments to closing documents received from purchaser's counsel in order to finalize documentation for closing	C300	Larremore, Kristen A.	0.50 hrs.	\$ 171.00
03/28/18	Review revisions to deeds, Telephone call with K. Larremore and R. Cochran re: title issues, and S. Morris re tax forms	C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/28/18	Preparation of state withholding forms	C300	Bothma, Sarah F.	0.30 hrs.	\$ 66.15
03/28/18	Calls with purchaser's counsel re: various document and closing items and requests from purchaser's lender	C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/28/18	Prepare additional closing documents related to real estate and other matters	C300	Larremore, Kristen A.	0.40 hrs.	\$ 136.80
03/28/18	Review email re: real estate transaction tax forms; email S. Bothma re: same; confer with S. Baker	C300	Morris, Shane P.	0.10 hrs.	\$ 39.15
03/29/18	Preparation of FIRPTA and state withholding forms	C300	Bothma, Sarah F.	0.50 hrs.	\$ 110.25
03/29/18	Review revised documents and comments from purchaser's counsel and requests for information and coordinate responses and return comments	C300	Larremore, Kristen A.	1.00 hrs.	\$ 342.00
03/30/18	Review comments and documents circulated by Purchaser's counsel and prepared or updated by J. Ramer	C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
			Code Total:	4.40 hrs.	\$1,471.95
03/14/18	Prepare for and call with Agemark's counsel to go through items in preparation for closing	C400	Larremore, Kristen A.	0.30 hrs.	\$ 102.60

		Code Total:	0.30 hrs.	\$102.60
03/27/18	Communicate with K. Larremore re: global closing items; attention to same L190	Roth, Blake D	0.10 hrs.	\$ 31.00
		Code Total:	0.10 hrs.	\$31.00
03/08/18	Review and revise receiver's deed and quit claim deed P400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/20/18	Draft ancillary closing documents P400	Roth, Blake D	1.00 hrs.	\$ 310.00
03/26/18	Correspond with M. Newman regarding various forms required for closing P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/26/18	Draft forms and affidavits for closing P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Correspond with C. Newman regarding closings statements; deed forms and revisions; title updates and closing requirements P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Several conferences with S. Baker regarding deeds and requested deed revisions P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Correspond with K. Larremore re title commitment, review title commitment, and closing statement P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/28/18	Correspond with G. Celentano, B. Roth, K. Larremore re: information needed to draft UCC releases for eight Alabama and Georgia facilities, search for prior UCCs and assemble releases and information to draft UCC releases for eight Alabama and Georgia facilities P400	Cronk, Chris T.	0.20 hrs.	\$ 42.40
03/28/18	Forward title commitment to C. Cronk, Conferences with S. Baker regarding deed language; court orders, deed revisions and title matters, and Prepare Georgia Broker's lien waivers P400	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
03/28/18	Review and revise partial release of mortgage P400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/29/18	Forward Georgia Broker lien waivers to M. Pardoll, correspond with C. Newman re same P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/29/18	Telephone conferences with S. Baker and review updated title commitments P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/29/18	Revise deeds for sites and discuss revisions with M. Newman P400	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80

	3.20 hrs.	\$797.30
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Total Fees for Professional Services		\$ 3,392.85
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Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	2.50	\$ 990.00
Baker, Stephen C.	441.00	0.60	\$ 264.60
Morris, Shane P.	391.50	0.10	\$ 39.15
Roth, Blake D	310.00	1.40	\$ 434.00
Larremore, Kristen A.	342.00	3.20	\$ 1,094.40
Bothma, Sarah F.	220.50	0.80	\$ 176.40
Ramer, Jeanette L.	207.00	1.70	\$ 351.90
Cronk, Chris T.	212.00	0.20	\$ 42.40
TOTAL		10.50	\$ 3,392.85

Total Fees and Disbursements on This Invoice		\$ 3,392.85
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PLEASE REMIT TOTAL AMOUNT DUE		\$ 3,392.85
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WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
FEDERAL ID No. 62-0479474

Healthcare Management Partners
Derek Pierce
1033 Demonbreun St Ste 300
Nashville, TN 37203

March 22, 2018
Invoice 10666106
Page 1
Bill Through 02/28/18
Billing Atty: R. Cochran

Our Matter # 021401.73041

Montgomery ALF Receivership

01/09/18	Work on letter to issuer re: approval of quitclaim deed B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/16/18	Work on establishing escrow agreements with title company to accept Agemark deposits B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/24/18	Email to M. Pardoll (Broker) re: interest of Cantone in bidding on Cedars B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/26/18	Work on getting funds for security from Agemark and inform parties B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/06/18	Discussion with T. Longino (UMB counsel) re: A. Cantone Bid B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/06/18	Email exchange re: Cantone's bid and review Cantone proof of ability to close B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
02/06/18	Discussion with M. Cantone-Hanna re: bid B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/06/18	Provide M. Cantone draft of Escrow Agreement and Asset Purchase agreement for topping bid B130	Cochran, Ryan K	2.30 hrs.	\$ 910.80
02/12/18	Respond to M. Cantone questions re: auction B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/12/18	Discussion with T. Longino (UMB counsel) re: auction			

	B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/20/18	Email exchange with M. Cantone re: price and deposit B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		3.60 hrs.	\$1,425.60
01/22/18	Discussion with W. Tishler and D. Pierce re: continued security at facility B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/23/18	Discussion with F. Morales (Agemark counsel) re: fronting money for security at facility or boarding up facility B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/23/18	Prepare information for security for F. Morales B210	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/23/18	Communicate with T. Longino (UMB counsel) re: Agemark paying for security B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/24/18	Email to F. Morales (Agemark counsel) counsel re: security proposal at facility B210	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/25/18	Negotiations with F. Morales (Agemark counsel) re: Agemark funding security services at facility B210	Cochran, Ryan K	0.40 hrs.	\$ 158.40
02/05/18	Payment of security invoice B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		1.50 hrs.	\$594.00
01/29/18	Discussion with T. Longino re: bidding at auction C300	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/29/18	Analysis of issues related to UMB and Receivership Entities' documents C300	Cochran, Ryan K	0.60 hrs.	\$ 237.60
02/23/18	Attention to analyzing letters from IRS proposing revocation of tax-exempt bond status and response thereto C300	Gaston, Jon P	0.40 hrs.	\$ 138.40
02/27/18	Attention to response to IRS audit letters re: determination of taxability; call with trustee's counsel re: same; call with SEC re: same C300	Gaston, Jon P	0.30 hrs.	\$ 103.80
	Code Total:		1.60 hrs.	\$598.60
01/11/18	Draft letter re: quit claim deed and communicate with S. Pierce (issuer's counsel) re: same C400	Roth, Blake D	0.40 hrs.	\$ 124.00
01/16/18	Correspond with R. Cochran and W. Tishler (HMP) re: security company contract C400	Hayes, Hannah E	0.20 hrs.	\$ 42.40

01/17/18	Correspond with Workable Solutions (security company) re: deferred payment options and discuss options and next steps with R. Cochran C400	Hayes, Hannah E	0.50 hrs.	\$ 106.00
01/18/18	Follow up with telephone call to Workable Solutions re: payment deferment options C400	Hayes, Hannah E	0.20 hrs.	\$ 42.40
01/19/18	Follow up with Workable Solutions (security company) and R. Cochran re: payment deferment options C400	Hayes, Hannah E	0.20 hrs.	\$ 42.40
01/22/18	Telephone conversation with Workable Solutions (security company) and correspond with R. Cochran re: next steps C400	Hayes, Hannah E	0.40 hrs.	\$ 84.80
01/23/18	Correspond with R. Cochran re: original Workable Solutions security contract and correspond with Workable Solutions re: ideas for security schedule C400	Hayes, Hannah E	0.30 hrs.	\$ 63.60
01/24/18	Correspond with R. Cochran and W. Tishler (HMP) re: security company contract and scheduling C400	Hayes, Hannah E	0.10 hrs.	\$ 21.20
01/26/18	Correspond with Workable Solutions re: security schedule and payments C400	Hayes, Hannah E	0.20 hrs.	\$ 42.40
01/30/18	Discuss possible incident at Cedars facility with T. Works (Workable Solutions) and with R. Cochran C400	Hayes, Hannah E	0.90 hrs.	\$ 190.80
02/06/18	Communicate with M. Cantone re: process for making competing topping bid C400	Roth, Blake D	0.20 hrs.	\$ 62.00
02/14/18	Correspond with R. Cochran re: security service bills at Cedars facility C400	Hayes, Hannah E	0.10 hrs.	\$ 21.20
Code Total:			3.70 hrs.	\$843.20
01/25/18	Correspond with R. Cochran re: next steps with Workable Solutions P100	Hayes, Hannah E	0.10 hrs.	\$ 21.20
01/29/18	Discuss updates re: facility security with R. Cochran P100	Hayes, Hannah E	0.10 hrs.	\$ 21.20
Code Total:			0.20 hrs.	\$42.40
02/28/18	Review and revise issuer's quitclaim deed P400	Roth, Blake D	0.10 hrs.	\$ 31.00
02/28/18	Review and revise Issuer's quit claim deed and communicate with title company re: same P400	Roth, Blake D	0.10 hrs.	\$ 31.00

Code Total:	0.20 hrs.	\$62.00
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Total Fees for Professional Services		\$ 3,565.80
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Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	6.00	\$ 2,376.00
Gaston, Jon P	346.00	0.70	\$ 242.20
Roth, Blake D	310.00	0.80	\$ 248.00
Hayes, Hannah E	212.00	3.30	\$ 699.60
TOTAL		10.80	\$ 3,565.80

Disbursements

02/09/18	VENDOR: The Montgomery Independent INVOICE#: 0118-58 DATE: 2/9/2018 Notice of Publication	\$ 361.00
	Phone	\$ 7.91
	Total Disbursements	\$ 368.91
	Total Fees and Disbursements on This Invoice	\$ 3,934.71
	PLEASE REMIT TOTAL AMOUNT DUE	\$ 3,934.71

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
 FEDERAL ID No. 62-0479474

Healthcare Management Partners
 Derek Pierce
 1033 Demonbreun St Ste 300
 Nashville, TN 37203

April 13, 2018
 Invoice 10667869
 Page 1
 Bill Through 03/31/18
 Billing Atty: R. Cochran

Our Matter # 021401.73041

Montgomery ALF Receivership

03/05/18	Work on deed to transfer title B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/14/18	Prepare for closing call with Agemark counsel and discuss closing checklist with counsel B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
03/15/18	Work on closing documents and responding to information requests from Agemark B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/16/18	Work on closing documents B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/19/18	Work on closing issues with title company and email to title company B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/20/18	Work on closing documents and closing checklist B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/21/18	Work on Receiver's closing documents and discuss closing checklist with K. Larremore B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/23/18	Work on Receiver's and Trustee's closing deliverables and communications re: form of receiver deed and vendor contracts B130	Cochran, Ryan K	0.90 hrs.	\$ 356.40
03/24/18	Work on email to Healthcare Management Partners of tasks needed to be done in advance of closing re: prorations			

	B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
		Code Total:	2.10 hrs.	\$831.60
03/01/18	Attention to response to IRS audit letters re: determination of taxability; call with trustee's counsel re: same; call with SEC re: same C300	Gaston, Jon P	0.50 hrs.	\$ 173.00
03/05/18	Discuss IRS determination of taxability with J. Gaston C300	Cochran, Ryan K	0.20 hrs.	\$ 79.20
03/06/18	Attention to responding to IRS notices of proposed taxability of bonds C300	Gaston, Jon P	0.70 hrs.	\$ 242.20
03/07/18	Attention to responding to IRS notices of proposed taxability of bonds C300	Gaston, Jon P	0.30 hrs.	\$ 103.80
03/08/18	Attention to responding to IRS notices of proposed taxability of bonds C300	Gaston, Jon P	0.70 hrs.	\$ 242.20
03/09/18	Attention to responding to IRS notices of proposed taxability of bonds C300	Gaston, Jon P	0.50 hrs.	\$ 173.00
03/13/18	Attention to IRS notice of proposed issue response C300	Gaston, Jon P	0.80 hrs.	\$ 276.80
03/13/18	Prepare a closing task list for the Cedars facility C300	Larremore, Kristen A.	0.70 hrs.	\$ 239.40
03/14/18	Attention to IRS notice of proposed issue response C300	Gaston, Jon P	2.90 hrs.	\$ 1,003.40
03/19/18	Review the asset purchase agreement and prepare a closing task list for the closing C300	Larremore, Kristen A.	1.30 hrs.	\$ 444.60
03/21/18	Prepare certain closing documents C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/22/18	Attention to response to second IRS notice and power of attorney form C300	Gaston, Jon P	0.50 hrs.	\$ 173.00
03/23/18	Attention to responding to second IRS notice C300	Gaston, Jon P	0.40 hrs.	\$ 138.40
03/26/18	Attention to responding to second IRS notice C300	Gaston, Jon P	4.20 hrs.	\$ 1,453.20
03/26/18	Draft a form transition agreement as requested by purchaser's counsel C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
03/26/18	Analysis of use of proceeds for working capital C300	Yopp, Michael	0.50 hrs.	\$ 254.25
03/27/18	Review withholding and other tax forms; revised deeds, and communicate w/ J. Remer & K. Larremore re same C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/27/18	Review of rules for financing working capital with tax-exempt bond			

	proceeds C300	Bothma, Sarah F.	0.30 hrs.	\$ 66.15
03/27/18	Analyze working capital funding as improper use of bond proceeds and assertions raised by auditor as to requisitions; call with T. Longino re: same C300	Gaston, Jon P	4.70 hrs.	\$ 1,626.20
03/27/18	Review comments to closing documents received from purchaser's counsel in order to finalize documentation for closing C300	Larremore, Kristen A.	0.50 hrs.	\$ 171.00
03/28/18	Review revisions to deeds, Telephone call with K. Larremore and R. Cochran re: title issues, and S. Morris re tax forms C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/28/18	Review of rules for financing working capital with tax-exempt bond proceeds C300	Bothma, Sarah F.	1.90 hrs.	\$ 418.95
03/28/18	Attention to response to second IRS notice C300	Gaston, Jon P	1.70 hrs.	\$ 588.20
03/28/18	Calls with purchaser's counsel re: various document and closing items and requests from purchaser's lender C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/28/18	Prepare additional closing documents related to real estate and other matters C300	Larremore, Kristen A.	0.40 hrs.	\$ 136.80
03/29/18	Attention to response to second IRS notice C300	Gaston, Jon P	1.80 hrs.	\$ 622.80
03/29/18	Review revised documents and comments from purchaser's counsel and requests for information and coordinate responses and return comments C300	Larremore, Kristen A.	1.00 hrs.	\$ 342.00
03/30/18	Preparation of FIRPTA and state withholding forms C300	Bothma, Sarah F.	0.30 hrs.	\$ 66.15
03/30/18	Draft and submit response to second IRS notice C300	Gaston, Jon P	4.80 hrs.	\$ 1,660.80
03/30/18	Review comments and documents circulated by Purchaser's counsel and prepared or updated by J. Ramer C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
	Code Total:		33.20 hrs.	\$11,302.10
03/08/18	Communicate with issuer's counsel re: execution of quit claim deeds C400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/09/18	Communicate with issuer's counsel re: quit claim deeds; communicate with R. Cochran re: same C400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/14/18	Prepare for and call with Agemark's counsel to go through items in preparation for closing			

	C400	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/28/18	Communicate with indenture trustee's counsel re: covenant not to sue and issuer's quit claim deed			
	C400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/29/18	Correspond with T. Works (Workable Solutions) and R. Cochran re: security services invoices			
	C400	Hayes, Hannah E	0.20 hrs.	\$ 42.40
		Code Total:	1.00 hrs.	\$300.00
03/26/18	Call with J. Gaston re: response to Montgomery ALF IRS notices			
	L190	Roth, Blake D	0.30 hrs.	\$ 93.00
03/27/18	Communicate with K. Larremore re: global closing items; attention to same			
	L190	Roth, Blake D	0.10 hrs.	\$ 31.00
03/28/18	Attention to IRS issues			
	L190	Roth, Blake D	0.30 hrs.	\$ 93.00
		Code Total:	0.70 hrs.	\$217.00
03/08/18	Review and revise receiver's deed and quit claim deed			
	P400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/20/18	Draft ancillary closing documents			
	P400	Roth, Blake D	1.00 hrs.	\$ 310.00
03/26/18	Draft forms and affidavits for closing			
	P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Correspond with C. Newman regarding closings statements; deed forms and revisions; title updates and closing requirements			
	P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Several conferences with S. Baker regarding deeds and requested deed revisions			
	P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Correspond with K. Larremore re title commitment, review title commitment, and closing statement			
	P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/28/18	Correspond with G. Celentano, B. Roth, K. Larremore re: information needed to draft UCC releases for eight Alabama and Georgia facilities, search for prior UCCs and assemble releases and information to draft UCC releases for eight Alabama and Georgia facilities			
	P400	Cronk, Chris T.	0.20 hrs.	\$ 42.40
03/28/18	Forward title commitment to C. Cronk, Conferences with S. Baker regarding deed language; court orders, deed revisions and title matters, and Prepare Georgia Broker's lien waivers			
	P400	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
03/28/18	Review and revise partial release of mortgage			
	P400	Roth, Blake D	0.20 hrs.	\$ 62.00

03/29/18	Revise Lease Termination Agreements for three sites P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/29/18	Telephone conferences with S. Baker and review updated title commitments P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/29/18	Revise deeds for sites and discuss revisions with M. Newman P400	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
03/29/18	Review and revise lease termination agreement P400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/29/18	Attention to proposed revisions to quit claim deed P400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/29/18	Draft lease termination agreement P400	Roth, Blake D	0.30 hrs.	\$ 93.00
Code Total:			3.80 hrs.	\$973.00

Total Fees for Professional Services \$ 13,623.70

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Yopp, Michael	508.50	0.50	\$ 254.25
Cochran, Ryan K	396.00	2.30	\$ 910.80
Gaston, Jon P	346.00	24.50	\$ 8,477.00
Roth, Blake D	310.00	3.00	\$ 930.00
Larremore, Kristen A.	342.00	5.20	\$ 1,778.40
Baker, Stephen C.	441.00	0.60	\$ 264.60
Hayes, Hannah E	212.00	0.20	\$ 42.40
Bothma, Sarah F.	220.50	2.50	\$ 551.25
Ramer, Jeanette L.	207.00	1.80	\$ 372.60
Cronk, Chris T.	212.00	0.20	\$ 42.40
TOTAL		40.80	\$ 13,623.70

Disbursements

Phone	\$ 2.75
Postage	\$ 7.41
Total Disbursements	\$ 10.16
Total Fees and Disbursements on This Invoice	\$ 13,633.86
PLEASE REMIT TOTAL AMOUNT DUE	\$ 13,633.86

WALLER LANSDEN DORTCH & DAVIS, LLP
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Healthcare Management Partners
 Derek Pierce
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 Nashville, TN 37203

March 22, 2018
 Invoice 10666107
 Page 1
 Bill Through 02/28/18
 Billing Atty: R. Cochran

Our Matter # 021401.73042

Manor House of Opelika Receivership

01/04/18	Analysis of issues related to CON and License application caused by Affinity holding the license B130	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/05/18	Discuss CON and Licensure Application with M. Gossett (Buyer's counsel) B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/05/18	Work on letter to SHPDA re: CON Application B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/08/18	Email exchange with M. Gossett re: title objection B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/08/18	Work on letter to SHPDA to approve CHOW re: receivership auction process B130	Cochran, Ryan K	1.70 hrs.	\$ 673.20
01/08/18	Email exchange with M. Gossett re: SHPDA letter B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/08/18	Email exchange with W. Tishler re: 2018 License and provision to Legacy B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/09/18	Work on Seller's Title Response to Purchaser's Title Objection Letter B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/09/18	Work on letter to issuer re: approval of quitclaim deed B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/10/18	Work on Opelika's CHOW application and transmittal letter explaining			

	receivership and send same to Affinity for execution B130	Cochran, Ryan K	0.80 hrs.	\$ 316.80
01/10/18	Discuss CHOW application and proof of ability to close with M. Gossett (Purchaser's counsel) B130	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/11/18	Email to T. Waldrep (Agemark counsel) re: SHPDA application and Receiver's request for financial and regulatory information demonstrating ability to close transaction B130	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/12/18	Work on response to Purchaser's title objection B130	Cochran, Ryan K	1.00 hrs.	\$ 396.00
01/16/18	Resolve issue with title company and buyer related to title company's request for seller's affidavit B130	Cochran, Ryan K	1.50 hrs.	\$ 594.00
01/18/18	Work with D. Pierce on SHPDA CHOW Application B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/18/18	Email to M. Gossett (Buyer's counsel) re: title insurance and SHPDA CHOW Application B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/22/18	Attention to providing Agemark with form of Asset Purchase Agreement for making top bid B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/23/18	Discuss Stalking Horse Bidder's CHOW application wit D. Pierce B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/23/18	Work on SHPDA change of ownership from Legacy (Stalking Horse Bidder) B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/24/18	Work on SHPDA application requests from stalking horse bidder and communicate with M. Gossett (Legacy counsel) re: same B130	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/24/18	Provide TIP Proceeding Order to interested bidders B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/24/18	Work on organization structure chart for SHPDA application and send same to M. Gossett (Stalking Horse counsel) B130	Cochran, Ryan K	0.90 hrs.	\$ 356.40
01/26/18	Discussion with J. Rowland (Stalking Horse Bidder's counsel) re: auction of facility B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/29/18	Work on closing checklist B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/02/18	Discussion with M. Gossett re: Opelika title and closing B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
02/05/18	Discussion with M. Gossett (counsel to Stalking Horse Buyer) re: form of Trustee's Partial Release of Mortgage and provide examples			

	B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
02/09/18	Email to M. Gossett re: closing checklist B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/16/18	Work on Legacy's Licensure Application re: email to T. Waldrep and F. Morales re: signatures needed from Affinity and discuss same with M. Gossett (Legacy counsel) B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
02/19/18	Work on Section 3.02(i) Purchase Price Allocation B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
02/28/18	Email exchange with M. Gossett (Legacy counsel) re: form of deeds B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/28/18	Email exchange with B. Roth and J. Ramer re: form of quitclaim deed B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/28/18	Email exchange with P. Saba title company re: title B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
	Code Total:		12.50 hrs.	\$4,950.00
01/18/18	Make funding request to cover payroll B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/22/18	Communication with G. Taylor re: funds request and engagement of Whiteford Taylor B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/20/18	Make funds request of trustee B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		0.30 hrs.	\$118.80
01/04/18	Call with R. Cochran and W. Tishler regarding the license and CON status for the facility and the necessary regulatory inquiries C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
01/04/18	Review previously filed Opelika change of ownership filings for the CON and license as well as the Affinity signed license and CON transfer agreement C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
01/09/18	Begin reviewing updated survey and legal description for Opelika site C300	Ramer, Jeanette L.	0.70 hrs.	\$ 144.90
01/10/18	Review documentation provided by the purchaser for filing with regulators and respond to R. Cochran regarding the same C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
01/11/18	Review Affinity's response to request to sign SHPDA filing and provide guidance to R. Cochran regarding SHPDA's process C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
01/18/18	Review licensure change of ownership form and call B. Bolger in the legal department of Alabama Department of Public Health regarding			

	completion of the application in light of the receivership situation and Affinity holding the facility license			
	C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
01/23/18	Review the asset purchase agreement for all requirements outstanding in conjunction with the closing in order to prepare necessary documentation and facilitate necessary approvals			
	C300	Larremore, Kristen A.	0.90 hrs.	\$ 307.80
01/24/18	Discussion with M. Solomon (US Bank counsel) re: auction, TIP Proceeding, and employment of Whiteford Taylor			
	C300	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/26/18	Prepare a closing checklist based upon the items and steps to be completed under the Asset Purchase Agreement in conjunction with the closing			
	C300	Larremore, Kristen A.	0.50 hrs.	\$ 171.00
01/29/18	Finish reviewing the asset purchase agreement and preparing a task list for closing-related items and circulate to R. Cochran			
	C300	Larremore, Kristen A.	1.10 hrs.	\$ 376.20
01/31/18	Review ADPH licensure CHOW application and highlight by email information that will need to be provided to purchaser for the application; call to ADPH licensure director re: signatories on the application in light of the receivership context and manager holding the license			
	C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
02/19/18	Review proposed allocation of purchase price among assets being sold from a federal income tax perspective			
	C300	Gaston, Jon P	0.40 hrs.	\$ 138.40
02/19/18	Review the notice of successful bidders and the proposed tax allocation from the purchaser and coordinate further tax review with J. Gaston; review closing task list in order to determine necessary documents to be prepared for closing			
	C300	Larremore, Kristen A.	0.70 hrs.	\$ 239.40
02/22/18	Review tax allocation of purchase price			
	C300	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/22/18	Attention to proposed allocation of purchase price among assets being sold from a federal income tax perspective; call with accountant re: same			
	C300	Gaston, Jon P	1.30 hrs.	\$ 449.80
02/23/18	Attention to purchase price allocation			
	C300	Gaston, Jon P	0.30 hrs.	\$ 103.80
02/23/18	Review updated closing checklist provided by purchaser's counsel and coordinate with purchaser's counsel and R. Cochran re: the same			
	C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
	Code Total:		7.80 hrs.	\$2,591.90
01/04/18	Calls with counsel to SHPDA re: CON status and completion of change of ownership documentation to confirm required information and signatures in light of unusual structure and call to ADPH counsel to inquire re: the licensure change of ownership documentation			
	C400	Larremore, Kristen A.	0.80 hrs.	\$ 273.60

01/11/18	Draft letter re: quit claim deed and communicate with S. Pierce (issuer's counsel) re: same C400	Roth, Blake D	0.40 hrs.	\$ 124.00
02/14/18	Call to K. Norman director of licensure with ADPH to obtain clarification re: the licensure CHOW filing C400	Larremore, Kristen A.	0.10 hrs.	\$ 34.20
02/15/18	Call with S. Howard in ADPH legal division regarding licensure CHOW application questions and pass information provided along to R. Cochran C400	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
02/27/18	Coordinate and correspond with W. Tishler re: documents to be sent to Georgia Secretary of State for Opelika ALF good standing C400	Hayes, Hannah E	0.40 hrs.	\$ 84.80
02/28/18	Communicate with title company re: quitclaim deed C400	Roth, Blake D	0.20 hrs.	\$ 62.00
	Code Total:		2.20 hrs.	\$681.20
01/11/18	Call with R. Cochran re: license transfer issues re: Opelika L190	Roth, Blake D	0.20 hrs.	\$ 62.00
	Code Total:		0.20 hrs.	\$62.00
01/24/18	Review TIP Order re: compliance with Asset Purchase Agreement and Bidding Procedures L250	Cochran, Ryan K	0.20 hrs.	\$ 79.20
	Code Total:		0.20 hrs.	\$79.20
01/05/18	Prepare a cover letter for the SHPDA submission for the SCALF CON consistent with request from SHPDA's executive secretary and counsel and circulate to R. Cochran along with the necessary attachments P400	Larremore, Kristen A.	0.80 hrs.	\$ 273.60
01/08/18	Review revised cover letter for SHPDA filing describing the receivership and the transfer to Affinity and respond to R. Cochran re: the same P400	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
02/22/18	Prepare materials to be submitted to Georgia Secretary of State for Opelika ALF good standing and correspond with W. Tishler (HMP) re: the same P400	Hayes, Hannah E	0.80 hrs.	\$ 169.60
02/28/18	Preparation and compilation of reinstatement documents for Opelika ALF good standing; correspond with Georgia Secretary of State via email re: submission of reinstatement documents and circulate reinstatement documents via post mail P400	Hayes, Hannah E	0.90 hrs.	\$ 190.80
02/28/18	Review and revise issuer's quit claim deed P400	Roth, Blake D	0.20 hrs.	\$ 62.00

		Code Total:	3.00 hrs.	\$798.60
01/08/18	Review title objection letter P500	Ramer, Jeanette L.	1.00 hrs.	\$ 207.00
01/09/18	Begin reviewing title objection letter for Opelika site P500	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
01/10/18	Compare updated survey and current plat for Opelika site P500	Ramer, Jeanette L.	1.00 hrs.	\$ 207.00
01/11/18	Work on response to buyer's title objection letter for Opelika site P500	Ramer, Jeanette L.	2.80 hrs.	\$ 579.60
01/12/18	Prepare response to buyer's title objection letter for Opelika property P500	Ramer, Jeanette L.	2.30 hrs.	\$ 476.10
		Code Total:	7.60 hrs.	\$1,573.20
Total Fees for Professional Services				\$ 10,854.90

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	13.20	\$ 5,227.20
Gaston, Jon P	346.00	2.00	\$ 692.00
Roth, Blake D	310.00	1.00	\$ 310.00
Larremore, Kristen A.	342.00	7.20	\$ 2,462.40
Hayes, Hannah E	212.00	2.10	\$ 445.20
Ramer, Jeanette L.	207.00	8.30	\$ 1,718.10
TOTAL		33.80	\$ 10,854.90

Disbursements

01/12/18	UPS Shipping: Next Day Air Commercial, 1/12/2018, From Deborah A. Liles To Attention: Barry Ray Opelika Retirement Investors, Llc, Cleveland, TN	\$ 24.90
01/12/18	UPS Shipping: Next Day Air Commercial, 1/12/2018, From Deborah A. Liles To C/O Richard D. Faulk Baker, Donelson, Bearman, Caldwell, Chattanooga, TN	\$ 24.90
01/12/18	UPS Shipping: Next Day Air Commercial, 1/12/2018, From Deborah A. Liles To C/O Mary Margaret Go Baker, Donelson, Bearman, Caldwell, Chattanooga, TN	\$ 24.90
	Delivery	\$ 5.00
	Phone	\$ 1.00
Total Disbursements.....		\$ 80.70
Total Fees and Disbursements on This Invoice		\$ 10,935.60

PLEASE REMIT TOTAL AMOUNT DUE

\$ 10,935.60

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
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FEDERAL ID No. 62-0479474

Healthcare Management Partners
Derek Pierce
1033 Demonbreun St Ste 300
Nashville, TN 37203

April 13, 2018
Invoice 10667873
Page 1
Bill Through 03/31/18
Billing Atty: R. Cochran

Our Matter # 021401.73042

Manor House of Opelika Receivership

03/09/18	Work on tracking down facility loss runs for buyer's insurance application B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
03/12/18	Communication with F. Morales (Affinity counsel) and M. Gossett (Legacy counsel) re: insurance loss runs related to Legacy obtaining insurance B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/14/18	Discussion with M. Gossett, R. Faulkner, and A. Jordan (Legacy counsel) re: closing items B130	Cochran, Ryan K	0.50 hrs.	\$ 198.00
03/14/18	Work on closing items and gathering information needed for prorations B130	Cochran, Ryan K	1.80 hrs.	\$ 712.80
03/15/18	Work on closing documents and circulate to execution parties for review B130	Cochran, Ryan K	3.50 hrs.	\$ 1,386.00
03/16/18	Work on closing documents and prorations B130	Cochran, Ryan K	2.20 hrs.	\$ 871.20
03/16/18	Conference call with P. Saba (title agent) re: closing items B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
03/19/18	Work on UCC amendment B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
03/19/18	Respond to G. Taylor email re: closing documents B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/19/18	Work on closing documents and providing closing items to purchaser and			

	discuss closing to-do's with W. Tishler and K. Larremore B130 Cochran, Ryan K	3.50 hrs.	\$ 1,386.00
03/20/18	Work on closing documents re: escrow letter, closing statement, recordable documents, and prorations B130 Cochran, Ryan K	6.40 hrs.	\$ 2,534.40
03/21/18	Work on closing statement; discuss issuer's request for release with M. Gossett (Legacy counsel), work on coordinating form of documents and deliver to escrow agent, and work on rescheduling closing B130 Cochran, Ryan K	3.60 hrs.	\$ 1,425.60
03/22/18	Discussion with M. Solomon re: closing items B130 Cochran, Ryan K	0.20 hrs.	\$ 79.20
03/22/18	Work on closing item: closing statements, vendor issues, negotiations with M. Gossett (Legacy counsel) B130 Cochran, Ryan K	2.40 hrs.	\$ 950.40
03/23/18	Multiple negotiations with M. Gossett re: closing date B130 Cochran, Ryan K	0.70 hrs.	\$ 277.20
03/23/18	Work on closing prorations and vendor issues and transition documents B130 Cochran, Ryan K	3.00 hrs.	\$ 1,188.00
	Code Total:	29.00 hrs.	\$11,484.00
03/19/18	Make funding request to trustee for payroll and trade payables B210 Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:	0.10 hrs.	\$39.60
03/02/18	Discuss closing items: vehicle, deeds, and entry of sale order with M. Gossett (Legacy counsel) C300 Cochran, Ryan K	0.30 hrs.	\$ 118.80
03/14/18	Review Opelika closing task list and highlight items that require action by receiver or Waller for closing C300 Larremore, Kristen A.	1.30 hrs.	\$ 444.60
03/14/18	Prepare the closing documents for the sale transaction C300 Larremore, Kristen A.	2.00 hrs.	\$ 684.00
03/15/18	Call with R. Cochran to discuss the closing documents for the Opelika closing C300 Larremore, Kristen A.	0.20 hrs.	\$ 68.40
03/16/18	Call with title agent and purchaser's counsel to coordinate items for closing C300 Larremore, Kristen A.	1.00 hrs.	\$ 342.00
03/16/18	Review comments to closing documents provided by purchaser's counsel C300 Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/16/18	Prepare closing documentation; review lien searches and other information in preparation for closing and to determine how to coordinate for closing C300 Larremore, Kristen A.	3.00 hrs.	\$ 1,026.00

03/19/18	Review closing documents and prepare comments and updated versions thereof; review title commitment schedule B section 1 and prepare a mark-up C300	Larremore, Kristen A.	2.00 hrs.	\$ 684.00
03/19/18	Update closing checklist and coordinate outstanding items in preparation for closing C300	Larremore, Kristen A.	1.10 hrs.	\$ 376.20
03/20/18	Review and revise documents for closing and prepare signature pages for HMP's signature C300	Larremore, Kristen A.	2.00 hrs.	\$ 684.00
03/20/18	Go through the closing checklist to determine all outstanding items and coordinate with relevant parties to prepare for closing C300	Larremore, Kristen A.	1.80 hrs.	\$ 615.60
03/21/18	Review closing documents and finalize for closing C300	Larremore, Kristen A.	1.00 hrs.	\$ 342.00
03/23/18	Review final documents for closing with attachments and signatures; update certain exhibits and information in preparation for closing; review closing statement to work to finalize C300	Larremore, Kristen A.	1.30 hrs.	\$ 444.60
03/28/18	Review revisions to deeds, Telephone call with K. Larremore and R. Cochran re: title issues, and S. Morris re tax forms C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/28/18	Calls with purchaser's counsel to finalize items for closing C300	Larremore, Kristen A.	1.00 hrs.	\$ 342.00
03/28/18	Update and finalize documents for closing C300	Larremore, Kristen A.	1.30 hrs.	\$ 444.60
03/29/18	Review final updates to the documents in preparation for closing and coordinate with purchaser's counsel re: same C300	Larremore, Kristen A.	1.20 hrs.	\$ 410.40
03/29/18	Coordinate and follow-up with trustee's counsel to obtain final approvals and signed documents needed for closing C300	Larremore, Kristen A.	0.80 hrs.	\$ 273.60
03/29/18	Calls with D. Pierce re: outstanding trustee documents and covenant not to sue request from Issuer in order to move to closing C300	Larremore, Kristen A.	0.50 hrs.	\$ 171.00
03/30/18	Update and finalize the closing statement C300	Larremore, Kristen A.	0.50 hrs.	\$ 171.00
Code Total:			22.90 hrs.	\$7,877.70
03/01/18	Correspond with Secretary of State re: reinstatement of Opelika ALF C400	Hayes, Hannah E	0.10 hrs.	\$ 21.20
03/01/18	Call with J. Rowland (Buyer's counsel) re: status of sale order C400	Roth, Blake D	0.10 hrs.	\$ 31.00

03/07/18	Correspond with Secretary of State re: annual renewals for ALFs C400	Hayes, Hannah E	0.20 hrs.	\$ 42.40
03/08/18	Communicate with issuer's counsel re: execution of quit claim deeds C400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/14/18	Correspond with W. Tishler (HMP) re: documents for reinstatement of Manor House entity with Secretary of State C400	Hayes, Hannah E	0.10 hrs.	\$ 21.20
03/19/18	Correspond with R. Cochran re: Opelika entity reinstatement C400	Hayes, Hannah E	0.10 hrs.	\$ 21.20
03/20/18	Correspond with Secretary of State re: Manor House of Opelika reinstatement documents; correspond with W. Tishler re: receivership documents C400	Hayes, Hannah E	0.60 hrs.	\$ 127.20
03/22/18	Check on all ALF entities' annual renewal status; correspond with Secretary of State to confirm Manor House of Opelika reinstatement C400	Hayes, Hannah E	0.20 hrs.	\$ 42.40
03/23/18	Calls with Burr to finalize documents and other items for closing; coordinate with trustee and title agent re: closing items C400	Larremore, Kristen A.	1.00 hrs.	\$ 342.00
03/26/18	Multiple communications With S. Pierce re: releases and conveyance of deeds C400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/30/18	Calls with purchaser's counsel to finalize the closing statement and other exhibits to closing documents and to coordinate with title agent to make sure documents are ready for recording; C400	Larremore, Kristen A.	1.50 hrs.	\$ 513.00
Code Total:			4.20 hrs.	\$1,254.60
03/19/18	Attention to closing items L190	Roth, Blake D	0.50 hrs.	\$ 155.00
03/20/18	Communicate with R. Cochran re: delivery of Opelika Issuer's quitclaim deed L190	Roth, Blake D	0.10 hrs.	\$ 31.00
03/21/18	Communicate with S. Pierce re: quit claim deed; review issuer's invoice for fees and requested release; discuss same with R. Cochran L190	Roth, Blake D	0.40 hrs.	\$ 124.00
03/22/18	Attention to closing documents and issues L190	Roth, Blake D	0.50 hrs.	\$ 155.00
03/27/18	Communicate with K. Larremore re: closing items L190	Roth, Blake D	0.30 hrs.	\$ 93.00
03/28/18	Attention to closing items L190	Roth, Blake D	0.60 hrs.	\$ 186.00
03/29/18	Attention to closing issues L190	Roth, Blake D	0.60 hrs.	\$ 186.00

	Code Total:		3.00 hrs.	\$930.00
03/05/18	Correspond with Secretary of State re: reinstatement of Opelika ALF from administrative dissolution P100	Hayes, Hannah E	0.20 hrs.	\$ 42.40
03/06/18	Correspond with D. Pierce and W. Tishler re: annual renewals for ALFs P100	Hayes, Hannah E	0.20 hrs.	\$ 42.40
03/15/18	Draft and prepare reinstatement papers for Manor House of Opelika, LLC; coordinate signatures with W. Tishler (HMP) P100	Hayes, Hannah E	0.80 hrs.	\$ 169.60
03/16/18	Compile and transmit reinstatement materials for Manor House of Opelika, LLC to Secretary of State; correspond with Secretary of State re: reinstatement process P100	Hayes, Hannah E	1.90 hrs.	\$ 402.80
	Code Total:		3.10 hrs.	\$657.20
03/23/18	Attention to closing items and issues P300	Roth, Blake D	0.80 hrs.	\$ 248.00
	Code Total:		0.80 hrs.	\$248.00
03/19/18	Review of documents and prior filings and draft UCC3 collateral amendments for R. Cochran review P400	Cronk, Chris T.	1.50 hrs.	\$ 318.00
03/20/18	Calculate recording costs P400	Ramer, Jeanette L.	0.60 hrs.	\$ 124.20
03/20/18	Calculate taxes for 2018 prorations P400	Ramer, Jeanette L.	0.60 hrs.	\$ 124.20
03/20/18	Telephone conferences with R. Cochran P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/21/18	Follow up with M. Hardin at Title Company re: UCC question P400	Cronk, Chris T.	0.10 hrs.	\$ 21.20
03/21/18	Telephone conference with Probate Judge's office regarding recording costs P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/21/18	Telephone conferences with Tax Assessor's office regarding personal property taxes P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/21/18	Calculate property tax prorations for various closing dates P400	Ramer, Jeanette L.	0.60 hrs.	\$ 124.20
03/21/18	Revise Closing Statement P400	Ramer, Jeanette L.	0.60 hrs.	\$ 124.20
03/22/18	Contact title company and discuss UCC sufficiency with H. Holden			

	P400	Cronk, Chris T.	0.20 hrs.	\$ 42.40
03/22/18	Obtain information regarding personal property taxes P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/22/18	Calculate tax prorations for revised closing date P400	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
03/22/18	Revise closing statement P400	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
03/22/18	Telephone conferences with R. Cochran P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/23/18	Response from title company re: sufficiency of UCC1 language P400	Cronk, Chris T.	0.10 hrs.	\$ 21.20
03/23/18	Advise R. Cochran of response from title company re: sufficiency of UCC1 language P400	Cronk, Chris T.	0.10 hrs.	\$ 21.20
03/26/18	Correspond with R. Cochran re: closing P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/28/18	Locate and review of release and draft UCC amendments for R. Cochran and K. Larremore review P400	Cronk, Chris T.	0.90 hrs.	\$ 190.80
03/29/18	Edit UCC for R. Cochran and K. Larremore review P400	Cronk, Chris T.	0.30 hrs.	\$ 63.60
03/29/18	Correspond with K. Larremore regarding permitted encumbrances for Opelika site P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/29/18	Review Schedule B items for Opelika site P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/29/18	Attention to proposed revisions to quit claim deed P400	Roth, Blake D	0.10 hrs.	\$ 31.00
	Code Total:		8.40 hrs.	\$1,765.10
03/27/18	Negotiate final outstanding items with purchaser's counsel to prepare for closing P500	Larremore, Kristen A.	0.60 hrs.	\$ 205.20
	Code Total:		0.60 hrs.	\$205.20
Total Fees for Professional Services				\$ 24,461.40

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	29.40	\$ 11,642.40

Baker, Stephen C.	441.00	0.30	\$ 132.30
Roth, Blake D	310.00	4.30	\$ 1,333.00
Larremore, Kristen A.	342.00	25.40	\$ 8,686.80
Hayes, Hannah E	212.00	4.40	\$ 932.80
Ramer, Jeanette L.	207.00	5.10	\$ 1,055.70
Cronk, Chris T.	212.00	3.20	\$ 678.40
TOTAL		72.10	\$ 24,461.40

Disbursements

03/19/18	VENDOR: Blake Roth INVOICE#: 010023741200 DATE: 3/27/2018 Certified copies of Opelika Sale Order and Order Appointing Receiver	\$ 40.50
03/19/18	UPS Shipping: ZONE ADJUSTMENT Next Day Air, 3/19/2018, To Deborah A. Liles From Philip M. Saba Commonwealth Land Title Insurance C, Boston, MA,	\$ -3.06
03/20/18	UPS Shipping: Next Day Air Residential, Residential Surcharge, 3/20/2018, From Gen E. Celentano To Mary C. Hardin Jefferson Title, Birmingham, AL,	\$ 34.09
03/20/18	UPS Shipping: Commercial Adjustment, 3/20/2018, From Gen E. Celentano To Mary C. Hardin Jefferson Title, Birmingham, AL,	\$ -0.66
	Delivery - 2 @ 5.00	\$ 10.00
	Phone	\$ 1.27
	Postage - 2 @ 4.19	\$ 8.38
	Total Disbursements	\$ 90.52
	Total Fees and Disbursements on This Invoice	\$ 24,551.92
	PLEASE REMIT TOTAL AMOUNT DUE	\$ 24,551.92

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
 FEDERAL ID No. 62-0479474

Healthcare Management Partners
 Derek Pierce
 1033 Demonbreun St Ste 300
 Nashville, TN 37203

March 22, 2018
 Invoice 10666099
 Page 1
 Bill Through 02/28/18
 Billing Atty: R. Cochran

Our Matter # 021401.66330

Bank of Oklahoma Receivership Order (Rome)

01/16/18	Work on establishing escrow agreements with title company to accept Agemark deposits for topping bid B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/18/18	Work on establishing escrow agreements from Agemark deposits for topping bid B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		0.20 hrs.	\$79.20
01/18/18	Make funding request to cover payroll B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/20/18	Make funds request of trustee to cover payroll B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		0.20 hrs.	\$79.20
01/12/18	Review amended proof of claim, update claims spreadsheet and forward to R. Cochran and B. Roth B310	Cronk, Chris T.	0.20 hrs.	\$ 42.40
	Code Total:		0.20 hrs.	\$42.40
02/21/18	Address K. Stine claim that his client has a perfected lien in certain equipment C300	Cochran, Ryan K	0.20 hrs.	\$ 79.20

		Code Total:	0.20 hrs.	\$79.20
01/02/18	Call with W. Hoty (Floyd County attorney) re: sale motion C400	Roth, Blake D	0.30 hrs.	\$ 93.00
02/02/18	Contact Rome news paper re: publication of notice C400	Cronk, Chris T.	0.20 hrs.	\$ 42.40
02/27/18	Communicate with K. Stine re: Ascentium claim C400	Roth, Blake D	0.40 hrs.	\$ 124.00
		Code Total:	0.90 hrs.	\$259.40
02/21/18	Attention to potential lien claimants' claims L190	Roth, Blake D	0.50 hrs.	\$ 155.00
		Code Total:	0.50 hrs.	\$155.00
Total Fees for Professional Services				\$ 694.40

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	0.60	\$ 237.60
Roth, Blake D	310.00	1.20	\$ 372.00
Cronk, Chris T.	212.00	0.40	\$ 84.80
TOTAL		2.20	\$ 694.40
Total Fees and Disbursements on This Invoice			\$ 694.40
PLEASE REMIT TOTAL AMOUNT DUE			\$ 694.40

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
 FEDERAL ID No. 62-0479474

Healthcare Management Partners
 Derek Pierce
 1033 Demonbreun St Ste 300
 Nashville, TN 37203

April 13, 2018
 Invoice 10667862
 Page 1
 Bill Through 03/31/18
 Billing Atty: R. Cochran

Our Matter # 021401.66330

Bank of Oklahoma Receivership Order (Rome)

03/05/18	Work on deed to transfer title B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/14/18	Prepare for closing call with Agemark counsel and discuss closing checklist with counsel B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
03/15/18	Work on closing documents and responding to information requests from Agemark B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/16/18	Work on closing documents B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/19/18	Work on closing issues with title company and email to title company B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/20/18	Work on closing documents and closing checklist B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/21/18	Work on Receiver's closing documents and discuss closing checklist with K. Larremore B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/22/18	Work on closing documents re: receiver's deliverables B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/23/18	Work on Receiver's and Trustee's closing deliverables and communications re: form of receiver deed and vendor contracts B130	Cochran, Ryan K	0.90 hrs.	\$ 356.40

03/24/18	Discuss closing with R. Winters B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		2.60 hrs.	\$1,029.60
03/19/18	Make funding request to trustee for payroll and trade payables B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		0.10 hrs.	\$39.60
03/21/18	Prepare certain closing documents C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/26/18	Draft a form transition agreement as requested by purchaser's counsel C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
03/27/18	Review withholding and other tax forms; revised deeds, and communicate w/ J. Remer & K. Larremore re same C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/27/18	Review comments to closing documents received from purchaser's counsel in order to finalize documentation for closing C300	Larremore, Kristen A.	0.50 hrs.	\$ 171.00
03/28/18	Review revisions to deeds, Telephone call with K. Larremore and R. Cochran re: title issues, and S. Morris re tax forms C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/28/18	Calls with purchaser's counsel re: various document and closing items and requests from purchaser's lender C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/28/18	Prepare additional closing documents related to real estate and other matters C300	Larremore, Kristen A.	0.40 hrs.	\$ 136.80
03/29/18	Review revised documents and comments from purchaser's counsel and requests for information and coordinate responses and return comments C300	Larremore, Kristen A.	1.00 hrs.	\$ 342.00
03/30/18	Review comments and documents circulated by Purchaser's counsel and prepared or updated by J. Ramer C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
	Code Total:		3.50 hrs.	\$1,256.40
03/14/18	Prepare for and call with Agemark's counsel to go through items in preparation for closing C400	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
	Code Total:		0.30 hrs.	\$102.60
03/27/18	Communicate with K. Larremore re: global closing items; attention to same L190	Roth, Blake D	0.10 hrs.	\$ 31.00

			0.10 hrs.	\$31.00
	Code Total:			
03/08/18	Review and revise receiver's deed P400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/20/18	Draft ancillary closing documents P400	Roth, Blake D	1.00 hrs.	\$ 310.00
03/26/18	Correspond with M. Newman regarding various forms required for closing P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/26/18	Draft forms and affidavits for closing P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Correspond with C. Newman regarding closings statements; deed forms and revisions; title updates and closing requirements P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Several conferences with S. Baker regarding deeds and requested deed revisions P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Correspond with K. Larremore re title commitment, review title commitment, and closing statement P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/28/18	Correspond with G. Celentano, B. Roth, K. Larremore re: information needed to draft UCC releases for eight Alabama and Georgia facilities, search for prior UCCs and assemble releases and information to draft UCC releases for eight Alabama and Georgia facilities P400	Cronk, Chris T.	0.20 hrs.	\$ 42.40
03/28/18	Forward title commitment to C. Cronk, Conferences with S. Baker regarding deed language; court orders, deed revisions and title matters, and Prepare Georgia Broker's lien waivers P400	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
03/28/18	Review and revise partial release of mortgage P400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/29/18	Forward Georgia Broker lien waivers to M. Pardoll, correspond with C. Newman re same P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/29/18	Telephone conferences with S. Baker and review updated title commitments P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/29/18	Revise deeds for sites and discuss revisions with M. Newman P400	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
			3.20 hrs.	\$797.30
	Code Total:			
	Total Fees for Professional Services			\$ 3,256.50

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	2.70	\$ 1,069.20
Roth, Blake D	310.00	1.40	\$ 434.00
Larremore, Kristen A.	342.00	3.20	\$ 1,094.40
Baker, Stephen C.	441.00	0.60	\$ 264.60
Ramer, Jeanette L.	207.00	1.70	\$ 351.90
Cronk, Chris T.	212.00	0.20	\$ 42.40
TOTAL		<hr/> 9.80	\$ 3,256.50
Total Fees and Disbursements on This Invoice			\$ 3,256.50
PLEASE REMIT TOTAL AMOUNT DUE			\$ 3,256.50

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
FEDERAL ID NO. 62-0479474

Healthcare Management Partners
Derek Pierce
1033 Demonbreun St Ste 300
Nashville, TN 37203

March 22, 2018
Invoice 10666101
Page 1
Bill Through 02/28/18
Billing Atty: R. Cochran

Our Matter # 021401.66350

Bank of Oklahoma Receivership Order (Savannah)

01/03/18	Analysis of funding requests for mold remediation project and review of lien waivers and invoices B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/16/18	Work on establishing escrow agreements with title company to accept Agemark deposits for topping bid B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/18/18	Work on establishing escrow agreements from Agemark deposits for topping bid B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/23/18	Discussion with D. Pierce re: potential bidder (R. Cowart) B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/24/18	Discussion with R. Cowart (Potential bidder) re: Stalking Horse Auction and submitting qualified bid B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/24/18	Email to R. Cowart (potential bidder) re: bid process and needs B130	Cochran, Ryan K	1.00 hrs.	\$ 396.00
02/02/18	Work on revising Asset Purchase Agreement for potential topping bidders B130	Cochran, Ryan K	1.90 hrs.	\$ 752.40
02/04/18	Revise Asset Purchase Agreement to address R. Cowart and A. Skipper (potential bidder) comments and circulate to R. Cowart and A. Skipper B130	Cochran, Ryan K	1.00 hrs.	\$ 396.00
02/06/18	Provide A. Skipper and R. Cowart escrow information re: topping bid B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80

02/07/18	Discussion with R. Cowart and A. Skipper re: topping bid B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/21/18	Email to A. Skipper re: deposit B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
	Code Total:		5.40 hrs.	\$2,138.40
01/04/18	Make funding request of Trustee for mod remediation repairs B210	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/18/18	Make funding request to cover payroll B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/20/18	Make funds request of trustee B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		0.40 hrs.	\$158.40
02/23/18	Attention to analyzing letters from IRS proposing revocation of tax-exempt bond status and response thereto C300	Gaston, Jon P	0.40 hrs.	\$ 138.40
02/26/18	Attention to responding to IRS audit notice of determination of taxability of bonds; call with trustee's counsel re: same C300	Gaston, Jon P	0.60 hrs.	\$ 207.60
02/27/18	Attention to response to IRS audit letters re: determination of taxability; call with trustee's counsel re: same; call with SEC re: same C300	Gaston, Jon P	0.30 hrs.	\$ 103.80
	Code Total:		1.30 hrs.	\$449.80
01/09/18	Communicate with F. Morales (Affinity counsel) re: proper employer in settlement C400	Roth, Blake D	0.10 hrs.	\$ 31.00
02/02/18	Call with U.S. Attorney's office in Savannah re: sale process C400	Roth, Blake D	0.20 hrs.	\$ 62.00
	Code Total:		0.30 hrs.	\$93.00
Total Fees for Professional Services				\$ 2,839.60

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	5.80	\$ 2,296.80
Gaston, Jon P	346.00	1.30	\$ 449.80
Roth, Blake D	310.00	0.30	\$ 93.00
TOTAL		7.40	\$ 2,839.60

Total Fees and Disbursements on This Invoice \$ 2,839.60

PLEASE REMIT TOTAL AMOUNT DUE \$ 2,839.60

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
 FEDERAL ID No. 62-0479474

Healthcare Management Partners
 Derek Pierce
 1033 Demonbreun St Ste 300
 Nashville, TN 37203

April 13, 2018
 Invoice 10667864
 Page 1
 Bill Through 03/31/18
 Billing Atty: R. Cochran

Our Matter # 021401.66350

Bank of Oklahoma Receivership Order (Savannah)

03/05/18	Work on deed to transfer title B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/14/18	Prepare for closing call with Agemark counsel and discuss closing checklist with counsel B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
03/15/18	Work on closing documents and responding to information requests from Agemark B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/16/18	Work on closing documents B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/19/18	Work on closing issues with title company and email to title company B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/20/18	Work on closing documents and closing checklist B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/21/18	Work on Receiver's closing documents and discuss closing checklist with K. Larremore B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/22/18	Work on closing documents re: receiver's deliverables B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/22/18	Discuss vendor issues and closing date with F. Morales (Agemark counsel) B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60

03/23/18	Work on Receiver's and Trustee's closing deliverables and communications re: form of receiver deed and vendor contracts B130	Cochran, Ryan K	0.90 hrs.	\$ 356.40
03/24/18	Discuss closing with R. Winters B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/24/18	Work on email to Healthcare Management Partners of tasks needed to be done in advance of closing re: prorations B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
Code Total:			2.80 hrs.	\$1,108.80
03/19/18	Make funding request to trustee for payroll and trade payables B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
Code Total:			0.10 hrs.	\$39.60
03/01/18	Attention to response to IRS audit letters re: determination of taxability; call with trustee's counsel re: same; call with SEC re: same C300	Gaston, Jon P	0.50 hrs.	\$ 173.00
03/06/18	Attention to responding to IRS notices of proposed taxability of bonds C300	Gaston, Jon P	0.70 hrs.	\$ 242.20
03/07/18	Attention to responding to IRS notices of proposed taxability of bonds C300	Gaston, Jon P	0.30 hrs.	\$ 103.80
03/13/18	Attention to IRS notice of proposed issue response C300	Gaston, Jon P	0.80 hrs.	\$ 276.80
03/21/18	Prepare certain closing documents C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/23/18	Call with R. Cochran to discuss to do list items prior to closing and certain close documents being circulated to purchaser's counsel C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
03/26/18	Draft a form transition agreement as requested by purchaser's counsel C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
03/27/18	Review withholding and other tax forms; revised deeds, and communicate w/ J. Remer & K. Larremore re same C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/27/18	Review comments to closing documents received from purchaser's counsel in order to finalize documentation for closing C300	Larremore, Kristen A.	0.50 hrs.	\$ 171.00
03/28/18	Review revisions to deeds, Telephone call with K. Larremore and R. Cochran re: title issues, and S. Morris re tax forms C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/28/18	Calls with purchaser's counsel re: various document and closing items and requests from purchaser's lender C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60

03/28/18	Prepare additional closing documents related to real estate and other matters C300	Larremore, Kristen A.	0.40 hrs.	\$ 136.80
03/29/18	Review revised documents and comments from purchaser's counsel and requests for information and coordinate responses and return comments C300	Larremore, Kristen A.	1.00 hrs.	\$ 342.00
03/30/18	Review comments and documents circulated by Purchaser's counsel and prepared or updated by J. Ramer C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
Code Total:			6.00 hrs.	\$2,120.60
03/14/18	Prepare for and call with Agemark's counsel to go through items in preparation for closing C400	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
Code Total:			0.30 hrs.	\$102.60
03/27/18	Communicate with K. Larremore re: global closing items; attention to same L190	Roth, Blake D	0.10 hrs.	\$ 31.00
Code Total:			0.10 hrs.	\$31.00
03/20/18	Draft ancillary closing documents P400	Roth, Blake D	1.00 hrs.	\$ 310.00
03/26/18	Correspond with M. Newman regarding various forms required for closing P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/26/18	Draft forms and affidavits for closing P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Correspond with C. Newman regarding closings statements; deed forms and revisions; title updates and closing requirements P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Several conferences with S. Baker regarding deeds and requested deed revisions P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Correspond with K. Larremore re title commitment, review title commitment, and closing statement P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/28/18	Correspond with G. Celentano, B. Roth, K. Larremore re: information needed to draft UCC releases for eight Alabama and Georgia facilities, search for prior UCCs and assemble releases and information to draft UCC releases for eight Alabama and Georgia facilities P400	Cronk, Chris T.	0.20 hrs.	\$ 42.40
03/28/18	Forward title commitment to C. Cronk, Conferences with S. Baker regarding deed language; court orders, deed revisions and title matters, and Prepare Georgia Broker's lien waivers P400	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50

03/28/18	Review and revise partial release of mortgage P400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/29/18	Forward Georgia Broker lien waivers to M. Pardoll, correspond with C. Newman re same P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/29/18	Telephone conferences with S. Baker and review updated title commitments P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/29/18	Revise deeds for sites and discuss revisions with M. Newman P400	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
Code Total:			3.10 hrs.	\$766.30

Total Fees for Professional Services \$ 4,168.90

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	2.90	\$ 1,148.40
Gaston, Jon P	346.00	2.30	\$ 795.80
Roth, Blake D	310.00	1.30	\$ 403.00
Larremore, Kristen A.	342.00	3.40	\$ 1,162.80
Baker, Stephen C.	441.00	0.60	\$ 264.60
Ramer, Jeanette L.	207.00	1.70	\$ 351.90
Cronk, Chris T.	212.00	0.20	\$ 42.40
TOTAL		12.40	\$ 4,168.90

Total Fees and Disbursements on This Invoice \$ 4,168.90

PLEASE REMIT TOTAL AMOUNT DUE \$ 4,168.90

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
FEDERAL ID No. 62-0479474

Healthcare Management Partners
Derek Pierce
1033 Demonbreun St Ste 300
Nashville, TN 37203

March 22, 2018
Invoice 10666105
Page 1
Bill Through 02/28/18
Billing Atty: R. Cochran

Our Matter # 021401.73040

Manor House of Social Circle Receivership

01/08/18	Attention to stalking horse Purchaser's title objection and seller response to title objection letter B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/08/18	Discussion with J. Ramer re: re: stalking horse's title objection letter B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/10/18	Work on Seller's response to Stalking Horse Purchaser's title objection B130	Cochran, Ryan K	1.20 hrs.	\$ 475.20
01/11/18	Work on response to Stalking Horse Purchaser's Title Objection and contact title company re: resolving same B130	Cochran, Ryan K	0.70 hrs.	\$ 277.20
01/16/18	Respond to A. LaTourette (Stalking Horse counsel) due diligence question re: facility van B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/22/18	Attention to providing Agemark with form of Asset Purchase Agreement for making topping bid B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/30/18	Communicate with A. LaTourette (Stalking Horse counsel) re: auction procedure B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/31/18	Discussion with A. LaTourette (Stalking Horse counsel) re: auction process B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/02/18	Answer A. LaTourette (Stalking Horse counsel) question re: bid			

	procedures B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/05/18	Revise and comment on Agemark's revisions to Asset Purchase Agreement to support topping bid B130	Cochran, Ryan K	1.80 hrs.	\$ 712.80
02/06/18	Analysis of Agemark topping bid and communicate re: escrow and receipt of deposit B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
02/07/18	Discussion with A. LaTourette (Stalking Horse counsel) re: stalking horse's breakup fee credit B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/08/18	Telephone call with E. Weiss and A. LaTourette (Stalking Horse counsel) re: auction and bidding and proof of ability to close B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/08/18	Email to E. Weiss and A. LaTourette (Stalking Horse counsel) re: proof of ability to close B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/16/18	Email to A. LaTourette (Stalking Horse counsel) re: Backup Bid and deposit B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/19/18	Discussion with T. Longino re: sale B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/20/18	Email exchange with M. Cantone re: price and bidding B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		6.20 hrs.	\$2,455.20
02/19/18	Analysis of issues related to Stalking Horse Bidders return of deposit C300	Cochran, Ryan K	1.00 hrs.	\$ 396.00
02/21/18	Address K. Stine claim that his client (Ascentium) has a perfected lien in certain equipment C300	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/23/18	Analysis of Ascentium claim C300	Cochran, Ryan K	0.40 hrs.	\$ 158.40
	Code Total:		1.60 hrs.	\$633.60
02/13/18	Attention to Agermark asset purchase agreement and potential impact of auction L190	Roth, Blake D	0.20 hrs.	\$ 62.00
02/20/18	Attention to Ascentium issues with leased/financing equipment L190	Roth, Blake D	0.20 hrs.	\$ 62.00
02/21/18	Attention to potential lien claimants' claims L190	Roth, Blake D	0.50 hrs.	\$ 155.00
02/22/18	Communicate with W. Tishler re: Ascentium equipment			

	L190	Roth, Blake D	0.20 hrs.	\$ 62.00
02/23/18	Attention to Ascentium issues L190	Roth, Blake D	0.30 hrs.	\$ 93.00
02/26/18	Review and analyze sale documents filed with court and review discovery documents for documents in support of Ascentium claim L190	Malcom, Brian J.	1.50 hrs.	\$ 445.50
02/28/18	Attention to title issues and communicate with W. Tishler re: Ascentium claims L190	Roth, Blake D	0.40 hrs.	\$ 124.00
	Code Total:		3.30 hrs.	\$1,003.50
02/21/18	Finalize amended notice of successful bidders and order approving sale of substantially all assets of Senior Solutions of Social Circle L250	Roth, Blake D	0.30 hrs.	\$ 93.00
	Code Total:		0.30 hrs.	\$93.00
01/09/18	Work on response to title objection letter for Social Circle site P500	Ramer, Jeanette L.	3.00 hrs.	\$ 621.00
01/10/18	Prepare response to title objection letter for Social Circle site P500	Ramer, Jeanette L.	1.00 hrs.	\$ 207.00
01/10/18	Correspond with M. Newman regarding Social Circle site P500	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
01/10/18	Telephone conferences with R. Cochran re: response for Social Circle P500	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
01/11/18	Correspond with M. Newman re: Social Circle P500	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
01/11/18	Correspond with C. Newman re: Social Circle revised title commitment P500	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
01/11/18	Telephone conferences with R. Cochran regarding Social Circle title P500	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
01/11/18	Review revised title commitment for Social Circle P500	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
	Code Total:		5.60 hrs.	\$1,159.20
	Total Fees for Professional Services			\$ 5,344.50

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	7.80	\$ 3,088.80
Malcom, Brian J.	297.00	1.50	\$ 445.50

Roth, Blake D	310.00	2.10	\$ 651.00
Ramer, Jeanette L.	207.00	5.60	\$ 1,159.20
TOTAL		<u>17.00</u>	<u>\$ 5,344.50</u>

Disbursements

01/11/18	UPS Shipping: Next Day Air Commercial, 1/11/2018, From Gen E. Celentano To C/O Eric L. Weiss, E Social Circle Senior Center, Llc, Atlanta, GA	\$ 29.67
01/11/18	UPS Shipping: Next Day Air Commercial, Delivery Area Surcharge - Extended, 1/11/2018, From Gen E. Celentano Social Circle Senior Center, Llc, Waleska, GA	\$ 32.60
01/11/18	UPS Shipping: Next Day Air Commercial, 1/11/2018, From Gen E. Celentano To Aimee Latourette Schulten Ward Turner & Weiss, Llp, Atlanta, GA	\$ 29.67
01/11/18	UPS Shipping: Residential Adjustment, 1/11/2018, From Gen E. Celentano Social Circle Senior Center, Llc, Waleska, GA	\$ 2.41
01/13/18	UPS Shipping: Address Correction Next Day Air, 1/13/2018, Original Addressee: C/O Eric L. Weiss, E Social Circle Senior Center, Llc, Atlanta, GA	\$ 15.90
	Total Disbursements.....	\$ 110.25
	Total Fees and Disbursements on This Invoice	\$ 5,454.75
	PLEASE REMIT TOTAL AMOUNT DUE	\$ 5,454.75

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
 FEDERAL ID No. 62-0479474

Healthcare Management Partners
 Derek Pierce
 1033 Demonbreun St Ste 300
 Nashville, TN 37203

April 13, 2018
 Invoice 10667868
 Page 1
 Bill Through 03/31/18
 Billing Atty: R. Cochran

Our Matter # 021401.73040

Manor House of Social Circle Receivership

03/05/18	Work on deed to transfer title B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/14/18	Prepare for closing call with Agemark counsel and discuss closing checklist with counsel B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
03/15/18	Work on closing documents and responding to information requests from Agemark B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/16/18	Work on closing documents B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/19/18	Work on closing issues with title company and email to title company B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/20/18	Work on closing documents and closing checklist B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/21/18	Work on Receiver's closing documents and discuss closing checklist with K. Larremore B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/22/18	Work on closing documents re: receiver's deliverables B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/23/18	Work on Receiver's and Trustee's closing deliverables and communications re: form of receiver deed and vendor contracts B130	Cochran, Ryan K	0.90 hrs.	\$ 356.40

03/24/18	Work on email to Healthcare Management Partners of tasks needed to be done in advance of closing re: prorations B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
Code Total:			2.50 hrs.	\$990.00
03/21/18	Discuss motion to distribute proceeds sufficient to pay bonds with T. Longino C300	Cochran, Ryan K	0.50 hrs.	\$ 198.00
03/21/18	Prepare certain closing documents C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/22/18	Work on waterfall calculation with T. Brasher and D. Pierce C300	Cochran, Ryan K	0.20 hrs.	\$ 79.20
03/26/18	Review deed changes proposed by Buyer C300	Baker, Stephen C.	0.40 hrs.	\$ 176.40
03/26/18	Email exchange with R. Cochran C300	Baker, Stephen C.	0.20 hrs.	\$ 88.20
03/26/18	Conference with J. Ramer re: title issues C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/26/18	Draft form transition agreement as requested by purchaser's counsel C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
03/27/18	Review withholding and other tax forms; revised deeds, and communicate w/ J. Remer & K. Larremore re same C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/27/18	Review comments to closing documents received from purchaser's counsel in order to finalize documentation for closing C300	Larremore, Kristen A.	0.50 hrs.	\$ 171.00
03/28/18	Calls with purchaser's counsel re: various document and closing items and requests from purchaser's lender C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/28/18	Prepare additional closing documents related to real estate and other matters C300	Larremore, Kristen A.	0.40 hrs.	\$ 136.80
03/29/18	Preparation of FIRPTA and state withholding forms C300	Bothma, Sarah F.	0.50 hrs.	\$ 110.25
03/29/18	Review revised documents and comments from purchaser's counsel and requests for information and coordinate responses and return comments C300	Larremore, Kristen A.	1.00 hrs.	\$ 342.00
03/30/18	Review comments and documents circulated by Purchaser's counsel and prepared or updated by J. Ramer C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
Code Total:			5.30 hrs.	\$1,908.45

03/02/18	Discussion with J. Libermann (bondholder) re: distribution process C400	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/05/18	Communicate with J. Gerth and Department of Labor re: claims procedures C400	Roth, Blake D	0.50 hrs.	\$ 155.00
	Code Total:		0.60 hrs.	\$194.60
03/27/18	Communicate with K. Larremore re: global closing items; attention to same L190	Roth, Blake D	0.10 hrs.	\$ 31.00
	Code Total:		0.10 hrs.	\$31.00
03/08/18	Review and revise receiver's deed P400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/20/18	Draft ancillary closing documents P400	Roth, Blake D	1.00 hrs.	\$ 310.00
03/26/18	Draft forms and affidavits for closing P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/26/18	Correspond with C. Newman regarding closing requirements P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/27/18	Correspond with C. Newman regarding closings statements; deed forms and revisions; title updates and closing requirements P400	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
03/27/18	Several conferences with S. Baker regarding deeds and requested deed revisions P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/27/18	Correspond with K. Larremore re title commitment, review title commitment, and closing statement P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/28/18	Correspond with G. Celentano, B. Roth, K. Larremore re: information needed to draft UCC releases for eight Alabama and Georgia facilities, search for prior UCCs and assemble releases and information to draft UCC releases for eight Alabama and Georgia facilities P400	Cronk, Chris T.	0.20 hrs.	\$ 42.40
03/28/18	Forward title commitment to C. Cronk, Conferences with S. Baker regarding deed language; court orders, deed revisions and title matters, and Prepare Georgia Broker's lien waivers P400	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
03/28/18	Review and revise partial release of mortgage P400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/29/18	Forward Georgia Broker lien waivers to M. Pardoll, correspond with C. Newman re same P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/29/18	Telephone conferences with S. Baker and review updated title			

	commitments			
	P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/29/18	Revise deeds for sites and discuss revisions with M. Newman			
	P400	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
			<hr/>	
	Code Total:		4.00 hrs.	\$962.90
	Total Fees for Professional Services			\$ 4,086.95

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	3.30	\$ 1,306.80
Baker, Stephen C.	441.00	1.20	\$ 529.20
Roth, Blake D	310.00	1.90	\$ 589.00
Larremore, Kristen A.	342.00	2.90	\$ 991.80
Bothma, Sarah F.	220.50	0.50	\$ 110.25
Ramer, Jeanette L.	207.00	2.50	\$ 517.50
Cronk, Chris T.	212.00	0.20	\$ 42.40
		<hr/>	
TOTAL		12.50	\$ 4,086.95

Total Fees and Disbursements on This Invoice \$ 4,086.95

PLEASE REMIT TOTAL AMOUNT DUE \$ 4,086.95

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
 FEDERAL ID NO. 62-0479474

Healthcare Management Partners
 Derek Pierce
 1033 Demonbreun St Ste 300
 Nashville, TN 37203

March 22, 2018
 Invoice 10666102
 Page 1
 Bill Through 02/28/18
 Billing Atty: R. Cochran

Our Matter # 021401.66399

Bank of Oklahoma Receivership Order (Montgomery)

01/09/18	Work on letter to issuer re: approval of quitclaim deed B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/16/18	Work on establishing escrow agreements with title company to accept Agemark deposits for topping bids B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/18/18	Work on establishing escrow agreements from Agemark deposits for topping bids B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/22/18	Correspondence with cable television provider at facility re: affect of sale B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		0.40 hrs.	\$158.40
02/23/18	Attention to analyzing letters from IRS proposing revocation of tax-exempt bond status and response thereto C300	Gaston, Jon P	0.40 hrs.	\$ 138.40
02/26/18	Attention to responding to IRS audit notice of determination of taxability of bonds and call with trustee's counsel re: same C300	Gaston, Jon P	0.60 hrs.	\$ 207.60
02/27/18	Attention to response to IRS audit letters re: determination of taxability, call with trustee's counsel re: same and call with SEC re: same C300	Gaston, Jon P	0.30 hrs.	\$ 103.80
	Code Total:		1.30 hrs.	\$449.80

01/11/18	Draft letter re: Issuer's quit claim deed and communicate with S. Pierce (issuer's counsel) re: same C400	Roth, Blake D	0.40 hrs.	\$ 124.00
02/01/18	Communicate with W. Chancellor (potential bidder) re: auction process C400	Roth, Blake D	0.30 hrs.	\$ 93.00
02/06/18	Communicate with B. Morrison (potential bidder) re: auction process C400	Roth, Blake D	0.10 hrs.	\$ 31.00
Code Total:			0.80 hrs.	\$248.00
01/24/18	Attention to tax liens and priority of same L190	Roth, Blake D	0.30 hrs.	\$ 93.00
Code Total:			0.30 hrs.	\$93.00
02/28/18	Review and revise issuer's quitclaim deed P400	Roth, Blake D	0.10 hrs.	\$ 31.00
02/28/18	Review and revise Issuer's quit claim deed and communicate with title company re: same P400	Roth, Blake D	0.10 hrs.	\$ 31.00
Code Total:			0.20 hrs.	\$62.00
Total Fees for Professional Services				\$ 1,011.20

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	0.40	\$ 158.40
Gaston, Jon P	346.00	1.30	\$ 449.80
Roth, Blake D	310.00	1.30	\$ 403.00
TOTAL		3.00	\$ 1,011.20

Disbursements

02/09/18	VENDOR: The Montgomery Independent INVOICE#: 0118-59 DATE: 2/9/2018 Notice of Public Auction/Waterford Notice	\$ 361.00
Total Disbursements.....		\$ 361.00
Total Fees and Disbursements on This Invoice		\$ 1,372.20
PLEASE REMIT TOTAL AMOUNT DUE		\$ 1,372.20

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
FEDERAL ID No. 62-0479474

Healthcare Management Partners
Derek Pierce
1033 Demonbreun St Ste 300
Nashville, TN 37203

April 13, 2018
Invoice 10667865
Page 1
Bill Through 03/31/18
Billing Atty: R. Cochran

Our Matter # 021401.66399

Bank of Oklahoma Receivership Order (Montgomery)

03/05/18	Work on deed to transfer title B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/09/18	Work on CHOW application for Agemark B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/14/18	Prepare for closing call with Agemark counsel and discuss closing checklist with counsel B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
03/15/18	Work on closing documents and responding to information requests from Agemark B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/16/18	Work on closing documents B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/19/18	Work on closing issues with title company and email to title company B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/20/18	Work on closing documents and closing checklist B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/21/18	Work on Receiver's closing documents and discuss closing checklist with K. Larremore B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/22/18	Work on closing documents re: receiver's deliverables B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80

03/23/18	Work on Receiver's and Trustee's closing deliverables and communications re: form of receiver deed and vendor contracts B130	Cochran, Ryan K	0.90 hrs.	\$ 356.40
03/24/18	Discuss closing with R. Winters B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
	Code Total:		2.60 hrs.	\$1,029.60
03/19/18	Make funding request to trustee for payroll and trade payables B210	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/19/18	Make funding request re: foundation repair B210	Cochran, Ryan K	0.40 hrs.	\$ 158.40
	Code Total:		0.50 hrs.	\$198.00
03/01/18	Attention to response to IRS audit letters re: determination of taxability; call with trustee's counsel re: same; call with SEC re: same C300	Gaston, Jon P	0.50 hrs.	\$ 173.00
03/05/18	Attention to response due to IRS and position re: facility never opening as defense C300	Gaston, Jon P	1.30 hrs.	\$ 449.80
03/06/18	Attention to responding to IRS notices of proposed taxability of bonds C300	Gaston, Jon P	0.70 hrs.	\$ 242.20
03/06/18	Prepare a closing task list for the Waterford sale transaction C300	Larremore, Kristen A.	1.70 hrs.	\$ 581.40
03/07/18	Attention to responding to IRS notices of proposed taxability of bonds C300	Gaston, Jon P	0.30 hrs.	\$ 103.80
03/07/18	Review asset purchase agreement and finish preparing a closing task list including status of various items C300	Larremore, Kristen A.	2.20 hrs.	\$ 752.40
03/13/18	Attention to IRS notice of proposed issue response C300	Gaston, Jon P	0.80 hrs.	\$ 276.80
03/21/18	Prepare certain closing documents C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/26/18	Draft a form transition agreement as requested by purchaser's counsel C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
03/27/18	Review withholding and other tax forms; revised deeds, and communicate w/ J. Remer & K. Larremore re same C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30
03/27/18	Review comments to closing documents received from purchaser's counsel in order to finalize documentation for closing C300	Larremore, Kristen A.	0.50 hrs.	\$ 171.00
03/28/18	Review revisions to deeds, Telephone call with K. Larremore and R. Cochran re: title issues, and S. Morris re tax forms C300	Baker, Stephen C.	0.30 hrs.	\$ 132.30

03/28/18	Calls with purchaser's counsel regarding various document and closing items and requests from purchaser's lender C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/28/18	Prepare additional closing documents related to real estate and other matters C300	Larremore, Kristen A.	0.40 hrs.	\$ 136.80
03/29/18	Review revised documents and comments from purchaser's counsel and requests for information and coordinate responses and return comments C300	Larremore, Kristen A.	1.00 hrs.	\$ 342.00
03/30/18	Review comments and documents circulated by Purchaser's counsel and prepared or updated by J. Ramer C300	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/30/18	Review comments and documents circulated by Purchaser's counsel and prepared or updated by J. Ramer C300	Larremore, Kristen A.	0.20 hrs.	\$ 68.40
	Code Total:		11.30 hrs.	\$3,938.40
03/08/18	Communicate with issuer's counsel re: execution of quit claim deeds C400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/09/18	Communicate with issuer's counsel re: quit claim deeds; communicate with R. Cochran re: same C400	Roth, Blake D	0.30 hrs.	\$ 93.00
03/14/18	Work on letter to IRS re: proposed declaration of taxability C400	Cochran, Ryan K	1.60 hrs.	\$ 633.60
03/14/18	Prepare for and call with Agemark's counsel to go through items in preparation for closing C400	Larremore, Kristen A.	0.30 hrs.	\$ 102.60
03/26/18	Multiple communications With S. Pierce re: releases and conveyance of deeds C400	Roth, Blake D	0.30 hrs.	\$ 93.00
03/28/18	Communicate with indenture trustee's counsel re: requested covenant not to sue and issuer's quit claim deed C400	Roth, Blake D	0.30 hrs.	\$ 93.00
	Code Total:		2.90 hrs.	\$1,046.20
03/27/18	Communicate with K. Larremore re: global closing items; attention to same L190	Roth, Blake D	0.10 hrs.	\$ 31.00
	Code Total:		0.10 hrs.	\$31.00
03/08/18	Review and revise receiver's deed and quit claim deed P400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/20/18	Draft ancillary closing documents			

	P400	Roth, Blake D	1.00 hrs.	\$ 310.00
03/26/18	Draft forms and affidavits for closing P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/26/18	Correspond with C. Newman regarding closing requirements P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/27/18	Correspond with C. Newman regarding closings statements; deed forms and revisions; title updates and closing requirements P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Several conferences with S. Baker regarding deeds and requested deed revisions P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/27/18	Correspond with K. Larremore re title commitment, review title commitment, and closing statement P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/28/18	Correspond with G. Celentano, B. Roth, K. Larremore re: information needed to draft UCC releases for eight Alabama and Georgia facilities, search for prior UCCs and assemble releases and information to draft UCC releases for eight Alabama and Georgia facilities P400	Cronk, Chris T.	0.20 hrs.	\$ 42.40
03/28/18	Forward title commitment to C. Cronk, Conferences with S. Baker regarding deed language; court orders, deed revisions and title matters, and Prepare Georgia Broker's lien waivers P400	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
03/28/18	Review and revise partial release of mortgage P400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/29/18	Revise Lease Termination Agreements for three sites P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/29/18	Telephone conferences with S. Baker and review updated title commitments P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/29/18	Revise deeds for sites and discuss revisions with M. Newman P400	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
03/29/18	Correspond with M. Newman regarding payoff request P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/29/18	Correspond with K. Larremore regarding letter to request payoff P400	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/29/18	Correspond with C. Stone re tax liens P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/29/18	Attention to proposed revisions to quit claim deed P400	Roth, Blake D	0.10 hrs.	\$ 31.00
03/29/18	Draft lease termination agreement P400	Roth, Blake D	0.30 hrs.	\$ 93.00
03/29/18	Review and revise lease termination agreement			

P400	Roth, Blake D	0.10 hrs.	\$ 31.00
	Code Total:	4.50 hrs.	\$1,117.90
Total Fees for Professional Services			\$ 7,361.10

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	4.70	\$ 1,861.20
Gaston, Jon P	346.00	3.60	\$ 1,245.60
Roth, Blake D	310.00	2.90	\$ 899.00
Larremore, Kristen A.	342.00	7.40	\$ 2,530.80
Baker, Stephen C.	441.00	0.60	\$ 264.60
Ramer, Jeanette L.	207.00	2.50	\$ 517.50
Cronk, Chris T.	212.00	0.20	\$ 42.40
TOTAL		21.90	\$ 7,361.10

Total Fees and Disbursements on This Invoice \$ 7,361.10

PLEASE REMIT TOTAL AMOUNT DUE \$ 7,361.10

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511 UNION STREET, SUITE 2700
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FEDERAL ID No. 62-0479474

Healthcare Management Partners
Derek Pierce
1033 Demonbreun St Ste 300
Nashville, TN 37203

March 22, 2018
Invoice 10666098
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Bill Through 02/28/18
Billing Atty: R. Cochran

Our Matter # 021401.55623

SEC Receivership

01/02/18	Telephone call with M. Pardoll (Broker) re: marketing other brokers and ways to handle commissions of other brokers B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/02/18	Discussion with M. VanAmerigen (Colliers) re: sale process and auction B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/03/18	Email exchange with potential bidder re: overbid process B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/07/18	Circulate bidding procedures orders entered by court with request to post on EMMA to trustees and circulate to stalking horse bidders B130	Cochran, Ryan K	0.80 hrs.	\$ 316.80
01/08/18	Provide Bidding Procedures Orders to Stalking Horse Bidders, email to Healthcare Management Partners re: updating website with Bidding Procedures Orders, and email to C. Cronk re: Sale Notices for publication B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/08/18	Work on sale notices to be published with papers announcing sale B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/09/18	Review bidding procedures and outline auction process in preparation for call with Agemark B130	Cochran, Ryan K	0.80 hrs.	\$ 316.80
01/09/18	Prepare list of requested items to provide to stalking horse bidders to demonstrate evidence of their ability to close B130	Cochran, Ryan K	0.60 hrs.	\$ 237.60
01/09/18	Call with F. Morales, T. Waldrep (counsel for Agemark) and B. Roth re:			

	auction B130	Cochran, Ryan K	0.70 hrs.	\$ 277.20
01/09/18	Discussion with D. Pierce re: overbidding process for auctions B130	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/09/18	Provide information to indenture trustees to prepare EMMA notices B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
01/10/18	Email to all stalking horse purchasers requesting information to support argument that they have financial and regulatory ability to close transactions B130	Cochran, Ryan K	1.40 hrs.	\$ 554.40
01/10/18	Discussion with M. Pardoll re: potential bidder B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/11/18	Notice Letters to Issuers re: termination of LURA B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/12/18	Discussion with M. Pardoll re: interested Bidder B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/16/18	Work on request of title company to waive requirement for title affidavit B130	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/18/18	Work with title company re: requirements to insure title over LURA and free and clear by providing notice to junior lien holders and development authority B130	Cochran, Ryan K	0.80 hrs.	\$ 316.80
01/18/18	Email to K. Thurman (potential bidder) re: auction process B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/18/18	Telephone call with D. Pierce and K. Thurman (potential bidder) B130	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/22/18	Email exchange with C. Newman (Fidelity) re: title commitment requirements B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/23/18	Discussion with F. Morales (Stalking Horse Bidder) re: proof of financial ability to close B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/24/18	Work with title company addressing title company's concerns re: liens on facilities' real estate B130	Cochran, Ryan K	1.00 hrs.	\$ 396.00
01/25/18	Prepare for and attend conference call with title company B130	Cochran, Ryan K	0.80 hrs.	\$ 316.80
01/25/18	Negotiations with T. Waldrep re: confidentiality of disclosure of information on Affinity's ability to close B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/25/18	Discussion with M. Pardoll re: marketing for auction B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/26/18	Discussion with M. Pardoll (Broker) re: marketing at all the sales			

	B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/29/18	Discuss auction with L. Greenwood (SEC) B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/30/18	Revise letter to Qualified Bidders re: auction B130	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/30/18	Discussion with B. Roth re: notice to Bidders and conducting auction B130	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/30/18	Attention to notices re: change in hearing date B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/30/18	Address title company's questions re: tax liens B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/01/18	Analysis of information provided by Agemark in support of their ability to close on the facilities B130	Cochran, Ryan K	0.90 hrs.	\$ 356.40
02/02/18	Discussion with L. Harrington (Agemark counsel) re: Asset Purchase Agreements for topping bids and provide L. Harrington with title commitments for all facilities B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
02/05/18	Respond to Doug Humble inquiry re: auction B130	Cochran, Ryan K	0.10 hrs.	\$ 39.60
02/06/18	Discussion with M. Pardoll (Broker) re: auction and bidders B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
02/06/18	Provide Agemark with escrow instructions and agreements for topping bids on facilities B130	Cochran, Ryan K	1.10 hrs.	\$ 435.60
02/07/18	Communication with potential bidders and title company B130	Cochran, Ryan K	0.60 hrs.	\$ 237.60
02/09/18	Discuss auction and hearing with B. Roth re: filing of notice of service in newspapers and with EMMA and preparation of orders to be filed after auction B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/12/18	Communications with T. Waldrep and F. Morales (Agemark counsel) re: Auction procedures B130	Cochran, Ryan K	0.70 hrs.	\$ 277.20
02/12/18	Discussion with M. Pardoll re: auction B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/13/18	Prepare for auction B130	Cochran, Ryan K	3.30 hrs.	\$ 1,306.80
02/14/18	Work with W. Tishler re: Exhibits for hearing B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
02/19/18	Discuss closings of sales with K. Larremore B130	Cochran, Ryan K	0.20 hrs.	\$ 79.20

02/22/18	Discussion with F. Morales re: closing dates B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
	Code Total:		21.20 hrs.	\$8,395.20
02/14/18	Travel to Auction B195	Cochran, Ryan K	4.00 hrs.	\$ 792.00
	Code Total:		4.00 hrs.	\$792.00
01/18/18	Research factors and duties re bid selection C200	Stone, Courtney K.	3.70 hrs.	\$ 999.00
01/19/18	Research factors and duties re bid selection C200	Stone, Courtney K.	2.00 hrs.	\$ 540.00
01/22/18	Research law in support of [REDACTED] C200	Malcom, Brian J.	2.70 hrs.	\$ 801.90
01/23/18	Research law in support of [REDACTED] C200	Malcom, Brian J.	2.10 hrs.	\$ 623.70
01/26/18	Research factors and duties re bid selection C200	Stone, Courtney K.	0.80 hrs.	\$ 216.00
01/30/18	Research and confirm tax lien priority issues pursuant to state law C200	Stone, Courtney K.	0.60 hrs.	\$ 162.00
02/05/18	Research law in support of [REDACTED] C200	Malcom, Brian J.	3.50 hrs.	\$ 1,039.50
02/06/18	Complete bid selection research C200	Stone, Courtney K.	0.50 hrs.	\$ 135.00
02/09/18	Research law in support of [REDACTED] C200	Malcom, Brian J.	3.30 hrs.	\$ 980.10
02/12/18	Research law in support of [REDACTED] C200	Malcom, Brian J.	2.70 hrs.	\$ 801.90
02/16/18	Research law in support of [REDACTED] C200	Malcom, Brian J.	3.30 hrs.	\$ 980.10
02/28/18	Research law [REDACTED] C200	Malcom, Brian J.	2.30 hrs.	\$ 683.10
	Code Total:		27.50 hrs.	\$7,962.30
01/09/18	Exchange communications with R. Cochran re: draft communications to prospective bidders including suggested revisions for same C300	Parrish, Jeff D	0.20 hrs.	\$ 83.70

01/10/18	Discussion with T. Longino (US Bank) re: [REDACTED] C300	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/12/18	Strategize with R. Winters re: conducting auction C300	Cochran, Ryan K	0.40 hrs.	\$ 158.40
01/23/18	Communicate with Trustees re: retention of Whiteford Taylor C300	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/29/18	Discussion with D. Pierce re: potential bidders C300	Cochran, Ryan K	0.20 hrs.	\$ 79.20
02/07/18	Strategize with B. Roth re: Qualification of bidders and communication to bidders re: overbids C300	Cochran, Ryan K	0.80 hrs.	\$ 316.80
02/08/18	Plan auction with D. Pierce, W. Tishler, T. Brasher, and B. Roth and provide Qualified Bidders notice C300	Cochran, Ryan K	3.30 hrs.	\$ 1,306.80
02/09/18	Discuss auction with N. O'Neill C300	Cochran, Ryan K	0.30 hrs.	\$ 118.80
02/14/18	Prepare for auction and prepare supporting pleadings C300	Cochran, Ryan K	4.00 hrs.	\$ 1,584.00
02/14/18	Discussion with D. Tudor and L. Greenwood (SEC counsel) re: Auction proceedings and Qualified Bidders C300	Cochran, Ryan K	0.70 hrs.	\$ 277.20
02/23/18	Analysis of IRS notice on tax exempt status C300	Cochran, Ryan K	0.50 hrs.	\$ 198.00
02/26/18	Analysis with N. O'Neill re: response to IRS notice of taxability C300	Cochran, Ryan K	1.00 hrs.	\$ 396.00
02/26/18	Analysis of IRS notice re: determination of taxability C300	Cochran, Ryan K	1.00 hrs.	\$ 396.00
02/27/18	Separate discussions with L. Greenwood (SEC), T. Longino (UMB counsel), and N. O'Neill (BOKF counsel) re: IRS proposed findings on tax exempt status of bonds C300	Cochran, Ryan K	1.00 hrs.	\$ 396.00
02/28/18	Two discussions with court chambers re: proposed orders C300	Cochran, Ryan K	0.20 hrs.	\$ 79.20
Code Total:			13.90 hrs.	\$5,508.90
01/02/18	Communicate with notice parties re: dial-in information for Bidding Procedures Hearing; review proposed bidding procedures orders C400	Roth, Blake D	0.70 hrs.	\$ 217.00
01/05/18	Attention to bidding procedures order and notice of bidding procedures C400	Roth, Blake D	0.30 hrs.	\$ 93.00
01/08/18	Contact multiple publications and coordinate publishing of eight notices of sale			

	C400	Cronk, Chris T.	3.00 hrs.	\$ 636.00
01/09/18	Follow up with newspaper publishers and finalize publication of multiple notices of sale C400	Cronk, Chris T.	1.00 hrs.	\$ 212.00
01/09/18	Draft letters to Alabama issuers re: quit claim deeds C400	Roth, Blake D	0.80 hrs.	\$ 248.00
01/10/18	Coordinate last notice of sale publication with paper C400	Cronk, Chris T.	0.70 hrs.	\$ 148.40
01/12/18	Respond to inquiry from S. Fischer (Matrix Care) C400	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/16/18	Attention to escrow agreements and asset purchase agreements C400	Roth, Blake D	0.30 hrs.	\$ 93.00
01/17/18	Draft letters to issuers re: anticipated termination of land use restriction agreements and coordinate service of same C400	Roth, Blake D	1.50 hrs.	\$ 465.00
01/18/18	Communicate with C. Newman re: title commitments C400	Roth, Blake D	1.10 hrs.	\$ 341.00
01/19/18	Attention to title issues C400	Roth, Blake D	0.60 hrs.	\$ 186.00
01/26/18	Communicate with R. Babington (potential bidder) re: sale process C400	Roth, Blake D	0.20 hrs.	\$ 62.00
01/26/18	Communicate with Flemings (potential bidders) re: auction process C400	Roth, Blake D	0.10 hrs.	\$ 31.00
01/26/18	Communicate with J. Lewis (potential bidder) re: auction process C400	Roth, Blake D	0.10 hrs.	\$ 31.00
01/29/18	Draft letters to qualified bidders C400	Roth, Blake D	0.70 hrs.	\$ 217.00
01/30/18	Attention to letters to qualified bidders C400	Roth, Blake D	0.20 hrs.	\$ 62.00
01/31/18	Communicate with J. Skelton (potential bidder) re: auction process C400	Roth, Blake D	0.20 hrs.	\$ 62.00
02/05/18	Discuss Annual Registration procedure with W. Tishler (HMP); telephone call with Georgia Secretary of State to confirm Annual Registration deadlines C400	Hayes, Hannah E	0.70 hrs.	\$ 148.40
02/05/18	Communicate with C. Traylor re: auction process C400	Roth, Blake D	0.10 hrs.	\$ 31.00
02/05/18	Communicate with B. Pratt (potential bidder) re: auction process C400	Roth, Blake D	0.20 hrs.	\$ 62.00
02/06/18	Discussion with L. Rinehart (bondholder) C400	Cochran, Ryan K	0.10 hrs.	\$ 39.60

02/06/18	Call with B. Morrison (potential bidder) re: auction process C400	Roth, Blake D	0.40 hrs.	\$ 124.00
02/07/18	Communicate with qualified bidders re: auction process and procedures C400	Roth, Blake D	0.90 hrs.	\$ 279.00
02/08/18	Communicate with Qualified Bidders re: auction process C400	Roth, Blake D	1.50 hrs.	\$ 465.00
02/09/18	Follow up with W. Fishier (HMP) re: Georgia Secretary of State Company renewals C400	Hayes, Hannah E	0.10 hrs.	\$ 21.20
02/12/18	Attention to issues and questions regarding auction process C400	Roth, Blake D	0.90 hrs.	\$ 279.00
02/13/18	Follow up with papers re: affidavits of publication C400	Cronk, Chris T.	0.40 hrs.	\$ 84.80
02/14/18	Inventory of Affidavits of Publication and follow up with papers of outstanding affidavits and obtain and forward Douglas tear sheets to B. Roth C400	Cronk, Chris T.	0.60 hrs.	\$ 127.20
02/22/18	Call with C. Miller re: IRS determination issues C400	Roth, Blake D	0.40 hrs.	\$ 124.00
02/27/18	Call with C. Miller re: IRS issues C400	Roth, Blake D	0.20 hrs.	\$ 62.00
	Code Total:		18.10 hrs.	\$4,991.20
01/25/18	Review and analyze documents [REDACTED] L110	Malcom, Brian J.	2.40 hrs.	\$ 712.80
	Code Total:		2.40 hrs.	\$712.80
01/04/18	Review and analyze court filings and case status L120	Malcom, Brian J.	1.50 hrs.	\$ 445.50
01/24/18	Review and analyze pleadings in action to date re: sale of facilities and status of receivership L120	Malcom, Brian J.	2.10 hrs.	\$ 623.70
01/25/18	Review and analyze pleadings in action to date re: sale of facilities and status of receivership L120	Malcom, Brian J.	0.20 hrs.	\$ 59.40
02/27/18	Review [REDACTED] L120	Malcom, Brian J.	2.80 hrs.	\$ 831.60
	Code Total:		6.60 hrs.	\$1,960.20
02/07/18	Receipt and review of Affidavits of Publication L140	Cronk, Chris T.	0.40 hrs.	\$ 84.80

02/12/18	Receipt of affidavits of publication and invoices L140	Cronk, Chris T.	0.20 hrs.	\$ 42.40
	Code Total:		0.60 hrs.	\$127.20
01/03/18	Call with HMP re: commingling analysis and review report re: same L190	Roth, Blake D	1.00 hrs.	\$ 310.00
01/03/18	Communicate with R. Cochran re: status of objections to any bid procedures motions L190	Roth, Blake D	0.10 hrs.	\$ 31.00
01/04/18	Discuss bidding procedures and next steps with R. Cochran L190	Roth, Blake D	0.50 hrs.	\$ 155.00
01/04/18	Review commingling analysis and discuss same with R. Cochran L190	Roth, Blake D	2.10 hrs.	\$ 651.00
01/05/18	Review of publishers listings and deadlines and correspond with R. Cochran and B. Roth re: publication of sale notices L190	Cronk, Chris T.	0.20 hrs.	\$ 42.40
01/05/18	Call with D. Pierce, L. Douglas, and R. Cochran re: commingling analysis L190	Roth, Blake D	0.70 hrs.	\$ 217.00
01/09/18	Discuss status of case and proceeding toward sales L190	Roth, Blake D	0.40 hrs.	\$ 124.00
01/16/18	Attention to potential additional notice addresses for issuers L190	Roth, Blake D	1.10 hrs.	\$ 341.00
01/22/18	Attention to title issues L190	Roth, Blake D	0.20 hrs.	\$ 62.00
01/23/18	Attention to subpoena and response to same L190	Roth, Blake D	0.20 hrs.	\$ 62.00
01/24/18	Attention to title issues L190	Roth, Blake D	1.40 hrs.	\$ 434.00
01/24/18	Communicate with Whiteford Taylor re: [REDACTED] L190	Roth, Blake D	0.70 hrs.	\$ 217.00
01/24/18	Communicate with W. Tishler re: initial bid amounts L190	Roth, Blake D	0.10 hrs.	\$ 31.00
01/25/18	Attention to title issues L190	Roth, Blake D	1.80 hrs.	\$ 558.00
01/26/18	Attention to logistics for auctions L190	Roth, Blake D	0.20 hrs.	\$ 62.00
01/29/18	Research re: priority of Georgia and Alabama tax liens at request of title company L190	Roth, Blake D	1.10 hrs.	\$ 341.00
01/30/18	Attention to title issues relating to tax liens L190	Roth, Blake D	0.40 hrs.	\$ 124.00

01/30/18	Discuss auction process with R. Cochran L190	Roth, Blake D	0.40 hrs.	\$ 124.00
02/06/18	Communicate with R. Cochran re: potential additional bidders L190	Roth, Blake D	0.20 hrs.	\$ 62.00
02/06/18	Review letter from the SEC to the court re: status of case L190	Roth, Blake D	0.10 hrs.	\$ 31.00
02/07/18	Communicate with D. Pierce re: commingling analysis L190	Roth, Blake D	0.20 hrs.	\$ 62.00
02/07/18	Communicate with R. Cochran re: auctions L190	Roth, Blake D	0.50 hrs.	\$ 155.00
02/08/18	Communicate with D. Pierce re: status of various case matters L190	Roth, Blake D	0.40 hrs.	\$ 124.00
02/08/18	Attention to auction and sale process L190	Roth, Blake D	1.10 hrs.	\$ 341.00
02/09/18	Attention to title issues L190	Roth, Blake D	0.70 hrs.	\$ 217.00
02/13/18	Prepare for auctions and hearing L190	Roth, Blake D	4.30 hrs.	\$ 1,333.00
02/14/18	Prepare for auction and sale hearing L190	Roth, Blake D	4.50 hrs.	\$ 1,395.00
02/19/18	Attention to post-auction filings and issues L190	Roth, Blake D	2.00 hrs.	\$ 620.00
02/20/18	Attention to post-auction issues and communicate with R. Cochran re: same L190	Roth, Blake D	1.10 hrs.	\$ 341.00
02/23/18	Attention to IRS issues and outstanding tax (local and state) obligations to be paid at close L190	Roth, Blake D	2.10 hrs.	\$ 651.00
02/26/18	Attention to IRS issues L190	Roth, Blake D	0.50 hrs.	\$ 155.00
02/27/18	Attention to IRS issues L190	Roth, Blake D	1.00 hrs.	\$ 310.00
02/27/18	Attention to title issues L190	Roth, Blake D	0.30 hrs.	\$ 93.00
Code Total:			31.60 hrs.	\$9,776.40
02/16/18	Return travel from auctions L220	Roth, Blake D	6.50 hrs.	\$ 1,007.50
Code Total:			6.50 hrs.	\$1,007.50

01/02/18	Prepare for Bidding Procedures Hearing L230	Cochran, Ryan K	1.90 hrs.	\$ 752.40
01/03/18	Attend hearing on bidding procedures motion L230	Cochran, Ryan K	1.80 hrs.	\$ 712.80
01/03/18	Prepare for hearing on bidding procedures motion L230	Cochran, Ryan K	0.40 hrs.	\$ 158.40
Code Total:			4.10 hrs.	\$1,623.60
01/10/18	Research re: claims against accounting firms for breach of duty or contract L240	Malcom, Brian J.	1.40 hrs.	\$ 415.80
01/19/18	Research re: [REDACTED] L240	Malcom, Brian J.	0.90 hrs.	\$ 267.30
Code Total:			2.30 hrs.	\$683.10
01/02/18	Work on revisions to Whiteford Taylor employment application in response to SEC comments L250	Cochran, Ryan K	0.40 hrs.	\$ 158.40
01/03/18	Work on report of Receiver's analysis to unwind commingling L250	Cochran, Ryan K	2.30 hrs.	\$ 910.80
01/03/18	Attend hearing re: bidding procedures motion L250	Roth, Blake D	1.80 hrs.	\$ 558.00
01/03/18	Review and revise analysis of commingling L250	Roth, Blake D	3.80 hrs.	\$ 1,178.00
01/04/18	Work on declaration in support of unwinding commingling analysis L250	Cochran, Ryan K	2.20 hrs.	\$ 871.20
01/04/18	Email exchange with F. Morales re: Breakup Fee and contact with Court re: Breakup Fee L250	Cochran, Ryan K	0.50 hrs.	\$ 198.00
01/04/18	Attention to Decosimo invoices L250	Roth, Blake D	0.20 hrs.	\$ 62.00
01/05/18	Work on Declaration of D. Pierce in support of commingling analysis L250	Cochran, Ryan K	1.00 hrs.	\$ 396.00
01/05/18	Work on quarterly operating report L250	Roth, Blake D	3.00 hrs.	\$ 930.00
01/08/18	Work on quarterly operating report L250	Roth, Blake D	1.40 hrs.	\$ 434.00
01/08/18	Coordinate service of bidding procedures orders L250	Roth, Blake D	0.30 hrs.	\$ 93.00
01/09/18	Work on quarterly operating report L250	Cochran, Ryan K	0.80 hrs.	\$ 316.80

01/09/18	Review and analyze court filings and recent orders of court L250	Malcom, Brian J.	1.20 hrs.	\$ 356.40
01/09/18	Work on quarterly operating report L250	Roth, Blake D	1.20 hrs.	\$ 372.00
01/10/18	Work on Operating Report L250	Cochran, Ryan K	0.20 hrs.	\$ 79.20
01/10/18	Work on monthly operating report L250	Roth, Blake D	1.10 hrs.	\$ 341.00
01/11/18	Work on operating report L250	Cochran, Ryan K	1.00 hrs.	\$ 396.00
01/11/18	Work on quarterly operating report L250	Roth, Blake D	1.30 hrs.	\$ 403.00
01/16/18	Discussion with T. Longino (UMB counsel) re: Whiteford Taylor application and revise to incorporate comments and circulate L250	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/16/18	Work on quarterly operating report L250	Roth, Blake D	2.10 hrs.	\$ 651.00
01/17/18	Work on analysis and declaration in support of unwinding the commingling between facilities L250	Cochran, Ryan K	3.80 hrs.	\$ 1,504.80
01/17/18	Review and analyze court filings and recent orders of court L250	Malcom, Brian J.	0.90 hrs.	\$ 267.30
01/17/18	Work on quarterly operating report L250	Roth, Blake D	2.10 hrs.	\$ 651.00
01/17/18	Review and analyze commingling analysis L250	Roth, Blake D	1.10 hrs.	\$ 341.00
01/18/18	Telephone call with D. Pierce and L. Douglas to discuss commingling analysis L250	Cochran, Ryan K	0.30 hrs.	\$ 118.80
01/18/18	Work on quarterly operating report L250	Roth, Blake D	4.50 hrs.	\$ 1,395.00
01/19/18	Work on quarterly operating report L250	Roth, Blake D	0.60 hrs.	\$ 186.00
01/22/18	Work on quarterly operating report L250	Roth, Blake D	1.50 hrs.	\$ 465.00
01/23/18	Communicate with HMP re: status of cash flow analysis for quarterly operating report L250	Roth, Blake D	0.10 hrs.	\$ 31.00
01/23/18	Communicate with W. Tishler re: fees and expenses for quarterly operating report L250	Roth, Blake D	0.10 hrs.	\$ 31.00

01/24/18	Coordinate with Trustees re: retention of Whiteford Taylor L250	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/25/18	Work on declaration in support of unwinding comingling analysis L250	Cochran, Ryan K	1.50 hrs.	\$ 594.00
01/25/18	Work on quarterly operating report L250	Roth, Blake D	2.20 hrs.	\$ 682.00
01/25/18	Review and revise commingling analysis L250	Roth, Blake D	0.60 hrs.	\$ 186.00
01/25/18	Attention to Whiteford Taylor application L250	Roth, Blake D	0.50 hrs.	\$ 155.00
01/26/18	Work on commingling analysis L250	Cochran, Ryan K	2.00 hrs.	\$ 792.00
01/26/18	Review and analyze [REDACTED] L250	Malcom, Brian J.	0.90 hrs.	\$ 267.30
01/26/18	Finalize Whiteford Taylor application and coordinate filing of same L250	Roth, Blake D	0.30 hrs.	\$ 93.00
01/26/18	Work on quarterly operating report L250	Roth, Blake D	1.50 hrs.	\$ 465.00
01/29/18	Discussion with Chambers re: change in hearing date L250	Cochran, Ryan K	0.10 hrs.	\$ 39.60
01/29/18	Work on notices to creditors, trustees, stalking horse bidders, and bondholders of change in sale hearing date L250	Cochran, Ryan K	0.70 hrs.	\$ 277.20
01/29/18	Work on quarterly operating report L250	Roth, Blake D	1.50 hrs.	\$ 465.00
01/29/18	Draft notice re: rescheduled hearing, declaration of service re: same, and coordinate filing and service of same L250	Roth, Blake D	1.00 hrs.	\$ 310.00
01/30/18	Work on quarterly operating report L250	Roth, Blake D	1.50 hrs.	\$ 465.00
01/31/18	Work on quarterly operating report L250	Roth, Blake D	1.30 hrs.	\$ 403.00
02/01/18	Review and revise declaration in support of commingling analysis L250	Cochran, Ryan K	0.30 hrs.	\$ 118.80
02/01/18	Attention to commingling analysis and call with SEC re: same L250	Roth, Blake D	1.60 hrs.	\$ 496.00
02/01/18	Finalize quarterly operating report L250	Roth, Blake D	2.00 hrs.	\$ 620.00
02/02/18	Attention to commingling analysis L250	Roth, Blake D	1.00 hrs.	\$ 310.00
02/05/18	Review and revise commingling analysis and communicate with D.			

	Pierce, L. Douglas, T. Brasher, and R. Cochran re: same L250	Roth, Blake D	1.10 hrs.	\$ 341.00
02/07/18	Draft notice of successful bidders L250	Roth, Blake D	0.40 hrs.	\$ 124.00
02/08/18	Work on proffer/declaration of D. Pierce in support of Sale Motions and conclusion of auction L250	Cochran, Ryan K	2.60 hrs.	\$ 1,029.60
02/09/18	Work on D. Pierce proffer in support of sale motions L250	Cochran, Ryan K	1.00 hrs.	\$ 396.00
02/10/18	Work on D. Pierce proffer in support of auction L250	Cochran, Ryan K	1.40 hrs.	\$ 554.40
02/11/18	Work on D. Pierce proffer in support of auction L250	Cochran, Ryan K	3.50 hrs.	\$ 1,386.00
02/12/18	Work on declaration of D. Pierce in support of auction L250	Cochran, Ryan K	0.50 hrs.	\$ 198.00
02/12/18	Review and revise notice of successful bidder L250	Roth, Blake D	0.20 hrs.	\$ 62.00
02/12/18	Review and revise Pierce Declaration L250	Roth, Blake D	0.70 hrs.	\$ 217.00
02/13/18	Work on Exhibit to Notice of Successful Bidder re: auction results L250	Cochran, Ryan K	1.00 hrs.	\$ 396.00
02/13/18	Work on D. Pierce Declaration in Support of Auction L250	Cochran, Ryan K	2.00 hrs.	\$ 792.00
02/14/18	Draft quarterly fee applications L250	Roth, Blake D	3.00 hrs.	\$ 0.00
02/14/18	Draft declaration of service re: publication notice L250	Roth, Blake D	0.50 hrs.	\$ 155.00
02/14/18	Review EMMA notices in support of sale motions and draft declaration re: same L250	Roth, Blake D	0.90 hrs.	\$ 279.00
02/14/18	Review and revise Declaration of Derek Pierce in support of sale motions L250	Roth, Blake D	0.60 hrs.	\$ 186.00
02/15/18	Attend auction and sale hearing L250	Cochran, Ryan K	10.00 hrs.	\$ 3,960.00
02/15/18	Conduct auction and attend sale hearing approving results of same L250	Roth, Blake D	10.00 hrs.	\$ 3,100.00
02/19/18	Review proposed sale orders L250	Cochran, Ryan K	0.70 hrs.	\$ 277.20
02/21/18	Review and analyze revised commingling analysis L250	Roth, Blake D	0.70 hrs.	\$ 217.00
02/22/18	Attention to commingling analysis			

	L250	Roth, Blake D	0.30 hrs.	\$ 93.00
02/23/18	Review and analyze court order and motions filed L250	Malcom, Brian J.	0.20 hrs.	\$ 59.40
02/27/18	Review and finalize commingling analysis for transmission to indenture trustee's and communicate with indenture trustee's re: same L250	Roth, Blake D	1.00 hrs.	\$ 310.00
	Code Total:		104.00 hrs.	\$34,725.60
01/29/18	Review and analyze document [REDACTED] L390	Malcom, Brian J.	2.60 hrs.	\$ 772.20
01/30/18	Review and analyze document [REDACTED] L390	Malcom, Brian J.	3.00 hrs.	\$ 891.00
01/31/18	Review and analyze document [REDACTED] L390	Malcom, Brian J.	2.60 hrs.	\$ 772.20
02/01/18	Review and analyze document [REDACTED] L390	Malcom, Brian J.	3.00 hrs.	\$ 891.00
02/02/18	Review and analyze document [REDACTED] L390	Malcom, Brian J.	3.40 hrs.	\$ 1,009.80
02/06/18	Review file and find documents from [REDACTED] L390	Malcom, Brian J.	3.50 hrs.	\$ 1,039.50
02/07/18	Review [REDACTED] L390	Malcom, Brian J.	2.30 hrs.	\$ 683.10
02/14/18	Review file and documents [REDACTED] L390	Malcom, Brian J.	3.10 hrs.	\$ 920.70
02/15/18	Review [REDACTED] L390	Malcom, Brian J.	2.40 hrs.	\$ 712.80
	Code Total:		25.90 hrs.	\$7,692.30
01/24/18	Review copies of tax liens affecting properties P240	Ramer, Jeanette L.	1.00 hrs.	\$ 207.00
01/25/18	Conference call with title agents M. Newman, C. Newman, L. Tully, R. Cochran and B. Roth P240	Ramer, Jeanette L.	0.80 hrs.	\$ 165.60
01/25/18	Assemble copies of all recorded tax liens P240	Ramer, Jeanette L.	0.70 hrs.	\$ 144.90

02/02/18	Correspond with C. Newman regarding legal description errors P240	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
02/05/18	Telephone conferences with R. Cochran re: title commitments P240	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
02/05/18	Correspond with M. Newman (title agent) re: deeds, recorded agreements and restrictions P240	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
02/14/18	Correspond with R. Cochran P240	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
Code Total:			3.60 hrs.	\$745.20
01/19/18	Correspond with M. Newman re: property taxes and tax liens affecting sites P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
Code Total:			0.20 hrs.	\$41.40
Total Fees for Professional Services				\$ 86,744.90

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	83.40	\$ 32,234.40
Malcom, Brian J.	297.00	60.30	\$ 17,909.10
Parrish, Jeff D	418.50	0.20	\$ 83.70
Roth, Blake D	310.00	109.90	\$ 32,131.50
Hayes, Hannah E	212.00	0.80	\$ 169.60
Stone, Courtney K.	270.00	7.60	\$ 2,052.00
Ramer, Jeanette L.	207.00	3.80	\$ 786.60
Cronk, Chris T.	212.00	6.50	\$ 1,378.00
TOTAL		272.50	\$ 86,744.90

Disbursements

01/08/18	VENDOR: Chris Cronk INVOICE#: 010022297481 DATE: 1/17/2018 Legal Ads - Notice of Public Auction	\$ 904.40
01/08/18	VENDOR: Chris Cronk INVOICE#: 010022427261 DATE: 1/23/2018 Legal Ad	\$ 170.00
01/09/18	VENDOR: Chris Cronk INVOICE#: 010022427261 DATE: 1/23/2018 Legal Ad	\$ 170.00
01/09/18	VENDOR: Chris Cronk INVOICE#: 010022427261 DATE: 1/23/2018 Legal Ad	\$ 185.00
01/09/18	VENDOR: Chris Cronk INVOICE#: 010023098018 DATE: 2/27/2018 Corporate fees - newspaper ads	\$ 165.00

01/10/18	VENDOR: Chris Cronk INVOICE#: 010022428100 DATE: 1/23/2018 Newspaper publication	\$ 145.00
01/17/18	VENDOR: Ryan Cochran INVOICE#: 010022415081 DATE: 1/23/2018 SW Flight to NY for Hearing on February 16, 2018	\$ 343.96
01/29/18	VENDOR: Blake Roth INVOICE#: 010023300794 DATE: 3/13/2018 Airfare to attend auction and hearing in SEC v. Edwards	\$ 439.96
01/29/18	VENDOR: Blake Roth INVOICE#: 010023300794 DATE: 3/13/2018 Early bird boarding fee	\$ 30.00
01/31/18	VENDOR: Discovia (Liffey Thames Group, LLC) INVOICE#: 168358 DATE: 1/31/2018 Database Hosting - Culling - per GB Database Hosting - Review - per GB User Licenses - Relativity - per User	\$ 525.67
02/06/18	VENDOR: Ryan Cochran INVOICE#: 010022811882 DATE: 2/13/2018 Payment to New Jersey Lawyers Fund for 2018 Annual Attorney Registration to continue to practice Pro Hac in NJ	\$ 212.00
02/14/18	VENDOR: Ryan Cochran INVOICE#: 010023276366 DATE: 3/2/2018 R. Cochran and B. Roth lunch at Bills Bar & Burger while travelling to sale hearing	\$ 46.09
02/14/18	VENDOR: Ryan Cochran INVOICE#: 010023276366 DATE: 3/2/2018 Cab Fare from Airport to hotel while in NY for Sale Auction and Hearing	\$ 58.86
02/14/18	VENDOR: Blake Roth INVOICE#: 010023300794 DATE: 3/13/2018 Snack at Nashville airport	\$ 5.40
02/14/18	VENDOR: Blake Roth INVOICE#: 010023300794 DATE: 3/13/2018 Breakfast at Nashville airport	\$ 5.45
02/14/18	VENDOR: Blake Roth INVOICE#: 010023300794 DATE: 3/13/2018 Dinner at Dark Horse	\$ 50.00
02/15/18	VENDOR: Blake Roth INVOICE#: 010023300794 DATE: 3/13/2018 3 conference rooms at Hilton Newark Penn Station for use during auction of property	\$ 1,441.98
02/16/18	VENDOR: Blake Roth INVOICE#: 010023300794 DATE: 3/13/2018 Snack at LGA airport	\$ 7.98
02/16/18	VENDOR: Blake Roth INVOICE#: 010023300794 DATE: 3/13/2018 Taxi from hotel to airport	\$ 59.47
02/16/18	VENDOR: Blake Roth INVOICE#: 010023300794 DATE: 3/13/2018 Parking at airport	\$ 89.00
02/16/18	VENDOR: Blake Roth INVOICE#: 010023300794 DATE: 3/13/2018 Hotel	\$ 532.56
02/18/18	VENDOR: Ryan Cochran INVOICE#: 010023276366 DATE: 3/2/2018 Drinks/snacks while at hotel in NY for for Sale Auction and Hearing	\$ 38.43
02/21/18	UPS Shipping: Ground Commercial, 2/21/2018, From Gen E. Celentano Honorable Steven C. Mannion, Newark, NJ	\$ 14.25
02/26/18	VENDOR: Ryan Cochran INVOICE#: 010023276366 DATE: 3/2/2018	\$ 365.02

Mariott Hotel Stay while in NY for Sale Auction and Hearing

02/28/18	VENDOR: Discovia (Liffey Thames Group, LLC) INVOICE#: 169045 DATE: 2/28/2018 Database Hosting - Culling - per GB Database Hosting - Review - per GB User Licenses - Relativity - per User	\$ 525.67
	Photocopies - 26,825 @ 0.15	\$ 4,023.75
	Conference Call	\$ 55.10
	Phone	\$ 14.04
	Postage - 283 @ 2.36	\$ 669.20
	Total Disbursements	\$ 11,293.24
	Total Fees and Disbursements on This Invoice	\$ 98,038.14
	PLEASE REMIT TOTAL AMOUNT DUE	\$ 98,038.14

WALLER LANSDEN DORTCH & DAVIS, LLP
NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2700
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
615-244-6380
 FEDERAL ID No. 62-0479474

Healthcare Management Partners
 Derek Pierce
 1033 Demonbreun St Ste 300
 Nashville, TN 37203

April 13, 2018
 Invoice 10667861
 Page 1
 Bill Through 03/31/18
 Billing Atty: R. Cochran

Our Matter # 021401.55623
 SEC Receivership

03/05/18	Discussion with F. Morales (Agemark counsel) re: sale approval orders and closing dates B130	Cochran, Ryan K	0.30 hrs.	\$ 118.80
03/13/18	Coordinate closing checklist for facilities B130	Cochran, Ryan K	0.40 hrs.	\$ 158.40
	Code Total:		0.70 hrs.	\$277.20
03/03/18	Discuss commingling related research with R. Cochran and B. Roth C200	Stone, Courtney K.	0.40 hrs.	\$ 108.00
03/05/18	Research [REDACTED] C200	Malcom, Brian J.	0.50 hrs.	\$ 148.50
03/05/18	Research case law re unwinding of commingled funds C200	Stone, Courtney K.	12.20 hrs.	\$ 3,294.00
03/06/18	Research [REDACTED] C200	Malcom, Brian J.	0.80 hrs.	\$ 237.60
03/06/18	Research commingling related claims issues and discuss research re unwinding of commingled funds C200	Stone, Courtney K.	4.20 hrs.	\$ 1,134.00
03/07/18	Research [REDACTED] C200	Malcom, Brian J.	0.50 hrs.	\$ 148.50
03/08/18	Research [REDACTED] review discovery documents re: potential claims			

	C200	Malcom, Brian J.	0.50 hrs.	\$ 148.50
03/09/18	Research [REDACTED] C200	Malcom, Brian J.	0.80 hrs.	\$ 237.60
03/12/18	Research [REDACTED] C200	Malcom, Brian J.	1.60 hrs.	\$ 475.20
03/13/18	Research [REDACTED] C200	Malcom, Brian J.	1.40 hrs.	\$ 415.80
03/13/18	Research and analyze commingling case law and discuss with R. Cochran C200	Stone, Courtney K.	1.50 hrs.	\$ 405.00
03/14/18	Research [REDACTED] C200	Malcom, Brian J.	1.70 hrs.	\$ 504.90
03/15/18	Research [REDACTED] C200	Malcom, Brian J.	1.60 hrs.	\$ 475.20
03/16/18	Research [REDACTED] C200	Malcom, Brian J.	1.20 hrs.	\$ 356.40
03/19/18	Research [REDACTED] C200	Malcom, Brian J.	1.20 hrs.	\$ 356.40
03/20/18	Research, draft and revise commingling related claims motion C200	Stone, Courtney K.	2.50 hrs.	\$ 675.00
03/21/18	Research, draft and revise commingling motion C200	Stone, Courtney K.	3.90 hrs.	\$ 1,053.00
03/22/18	Research, draft and revise commingling related claims motion; Analyze relevant trust documents re motion C200	Stone, Courtney K.	3.50 hrs.	\$ 945.00
03/26/18	Research [REDACTED] C200	Malcom, Brian J.	1.40 hrs.	\$ 415.80
03/29/18	Research [REDACTED] C200	Malcom, Brian J.	1.20 hrs.	\$ 356.40
03/30/18	Research [REDACTED] C200	Malcom, Brian J.	1.60 hrs.	\$ 475.20
	Code Total:		44.20 hrs.	\$12,366.00
03/02/18	Discuss commingling analysis with M. Solomon (US Bank counsel) C300	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/02/18	Discuss commingling analysis with N. O'Neill C300	Cochran, Ryan K	0.10 hrs.	\$ 39.60

03/03/18	Email to C. Stone re: analysis of impact of commingling on a trustee's lien on proceeds C300	Cochran, Ryan K	0.30 hrs.	\$ 118.80
03/06/18	Analysis of impact of unwinding commingling on trustees' liens and court's equitable response to fraudulent transfers C300	Cochran, Ryan K	1.00 hrs.	\$ 396.00
03/07/18	Attend conference call with indenture trustees' counsel to discuss commingling analysis C300	Cochran, Ryan K	0.50 hrs.	\$ 198.00
03/07/18	Discuss with D. Pierce re: follow up to conference call on commingling C300	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/07/18	Discuss commingling with M. Solomon (U.S. Bank counsel) C300	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/07/18	Call with indenture trustees, R. Cochran, C. Stone, D. Pierce, T. Brasher and L. Douglas re: commingling analysis C300	Roth, Blake D	0.50 hrs.	\$ 155.00
03/07/18	Attend call re: Commingling Analysis C300	Stone, Courtney K.	0.50 hrs.	\$ 135.00
03/07/18	Draft Motion to Unwind Commingling C300	Stone, Courtney K.	6.30 hrs.	\$ 1,701.00
03/08/18	Draft and revise Motion to Unwind Commingling C300	Stone, Courtney K.	3.50 hrs.	\$ 945.00
03/09/18	Discussion with L. Greenwood re: IRS notices of taxability C300	Cochran, Ryan K	0.30 hrs.	\$ 118.80
03/09/18	Draft and revise motion re commingling of funds; Discuss same with R. Cochran C300	Stone, Courtney K.	3.50 hrs.	\$ 945.00
03/11/18	Draft and revise commingling analysis motion C300	Stone, Courtney K.	2.00 hrs.	\$ 540.00
03/12/18	Research and revise Motion to Unwind Commingling C300	Stone, Courtney K.	1.20 hrs.	\$ 324.00
03/14/18	Discussion with L. Greenwood re: IRS issues re: taxability C300	Cochran, Ryan K	0.10 hrs.	\$ 39.60
03/14/18	Research, draft and revise Motion to Unwind Commingling C300	Stone, Courtney K.	4.20 hrs.	\$ 1,134.00
03/15/18	Research, draft and revise Motion to Unwind Commingling C300	Stone, Courtney K.	2.50 hrs.	\$ 675.00
03/16/18	Review [REDACTED] C300	Cochran, Ryan K	1.20 hrs.	\$ 475.20
03/16/18	Analyze [REDACTED]			

	C300	Cochran, Ryan K	1.50 hrs.	\$ 594.00
03/16/18	Discuss commingling analysis with counsel for indenture trustees C300	Cochran, Ryan K	0.20 hrs.	\$ 79.20
03/20/18	Discuss [REDACTED] C300	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/22/18	Work on [REDACTED] C300	Cochran, Ryan K	0.80 hrs.	\$ 316.80
03/23/18	Discuss [REDACTED] C300	Cochran, Ryan K	0.40 hrs.	\$ 158.40
	Code Total:		31.30 hrs.	\$9,365.60
03/07/18	Attention to commingling analysis C400	Roth, Blake D	0.60 hrs.	\$ 186.00
03/14/18	Call to T. Richards (bondholder) re: sale status C400	Roth, Blake D	0.20 hrs.	\$ 62.00
03/21/18	Correspond with W. Tishler (HMP) re: annual renewals for all ALF entities and confirm via GA SoS website for each C400	Hayes, Hannah E	0.30 hrs.	\$ 63.60
03/21/18	Call with J. Sitra (bondholder) re: status of proceedings C400	Roth, Blake D	0.40 hrs.	\$ 124.00
	Code Total:		1.50 hrs.	\$435.60
03/01/18	Review and [REDACTED] L190	Malcom, Brian J.	2.10 hrs.	\$ 623.70
03/01/18	Communicate with R. Cochran re: ownership interests in defendants L190	Roth, Blake D	0.20 hrs.	\$ 62.00
03/02/18	Review and analyze [REDACTED] L190	Malcom, Brian J.	1.10 hrs.	\$ 326.70
03/05/18	Attention to commingling analysis and issues relating to same L190	Roth, Blake D	0.60 hrs.	\$ 186.00
03/05/18	Attention to deeds for receiver sales L190	Roth, Blake D	1.10 hrs.	\$ 341.00
03/06/18	Attention to new IRS notices re: bond issuances L190	Roth, Blake D	0.20 hrs.	\$ 62.00
03/07/18	Attention to sale orders L190	Roth, Blake D	0.30 hrs.	\$ 93.00
03/07/18	Attention to deeds for receiver sales L190	Roth, Blake D	0.20 hrs.	\$ 62.00

03/12/18	Call with bondholder re: sale process; attention to IRS issues; coordinate updates to website to reflect sale orders L190	Roth, Blake D	1.40 hrs.	\$ 434.00
03/13/18	Attention to IRS issues; attention to closing issues L190	Roth, Blake D	1.30 hrs.	\$ 403.00
03/14/18	Call re: sales to Agemark L190	Roth, Blake D	1.00 hrs.	\$ 310.00
03/14/18	Review draft responses to IRS L190	Roth, Blake D	0.30 hrs.	\$ 93.00
03/16/18	Attention to closing documents L190	Roth, Blake D	0.40 hrs.	\$ 124.00
03/19/18	Coordinate filing of sale orders in special proceedings pending in the middle district of Alabama, northern district of Georgia, middle district of Georgia, and southern district of Georgia L190	Roth, Blake D	0.40 hrs.	\$ 124.00
03/20/18	Research [REDACTED] [REDACTED] L190	Malcom, Brian J.	1.70 hrs.	\$ 504.90
03/21/18	Research [REDACTED] [REDACTED] L190	Malcom, Brian J.	1.80 hrs.	\$ 534.60
03/22/18	Research [REDACTED] [REDACTED] L190	Malcom, Brian J.	1.50 hrs.	\$ 445.50
03/23/18	Research [REDACTED] [REDACTED] L190	Malcom, Brian J.	1.60 hrs.	\$ 475.20
03/26/18	Coordinate filing of sale orders in special proceedings pending in Georgia and Alabama L190	Roth, Blake D	0.40 hrs.	\$ 124.00
03/29/18	Attention to closing items L190	Roth, Blake D	0.50 hrs.	\$ 155.00
Code Total:			18.10 hrs.	\$5,483.60
03/07/18	Outline motion to approve commingling analysis L250	Cochran, Ryan K	0.40 hrs.	\$ 158.40
03/16/18	Coordinate service of orders granting fee applications L250	Roth, Blake D	0.10 hrs.	\$ 31.00
03/19/18	Work on and revise motion to approve commingling analysis L250	Cochran, Ryan K	1.00 hrs.	\$ 396.00
03/21/18	Work on motion to approve commingling analysis			

	L250	Cochran, Ryan K	3.50 hrs.	\$ 1,386.00
03/22/18	Work on motion to approve commingling analysis L250	Cochran, Ryan K	0.50 hrs.	\$ 198.00
03/22/18	Discuss questions from M. Solomon and T. Longino on commingling analysis with D. Pierce L250	Cochran, Ryan K	0.50 hrs.	\$ 198.00
03/22/18	Review and analyze motion to approve unwinding of commingling L250	Roth, Blake D	1.90 hrs.	\$ 589.00
03/29/18	Draft supplement requested by court L250	Roth, Blake D	0.30 hrs.	\$ 93.00
03/30/18	Draft motion to seal L250	Roth, Blake D	1.00 hrs.	\$ 310.00
	Code Total:		9.20 hrs.	\$3,359.40
03/08/18	Correspond with W. Tishler re: annual renewals with Secretary of State; transmit renewal materials to W. Tishler P100	Hayes, Hannah E	0.30 hrs.	\$ 63.60
	Code Total:		0.30 hrs.	\$63.60
03/15/18	Forward title commitments and copies of title exception documents for eight properties to property to all parties P240	Ramer, Jeanette L.	2.70 hrs.	\$ 558.90
03/15/18	Correspond with M. Newman regarding upcoming closings P240	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
03/16/18	Telephone conference with K. Larremore P240	Ramer, Jeanette L.	0.10 hrs.	\$ 20.70
03/16/18	Telephone conference with Lee County Tax Commissioner re: property taxes P240	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/16/18	Correspond with R. Cochran and K. Larremore re: closings and title issues P240	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/19/18	Telephone conference with Lee County Revenue Commissioner's office P240	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/19/18	Compile information regarding property taxes, payment procedure and payment requirements P240	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
03/20/18	Correspond with M. Newman re: title commitments P240	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
	Code Total:		4.80 hrs.	\$993.60
03/23/18	Review updated Commingling Analysis			

	P300	Roth, Blake D	0.40 hrs.	\$ 124.00
		Code Total:	0.40 hrs.	\$124.00
03/16/18	Set up various forms required for Georgia properties P400	Ramer, Jeanette L.	1.20 hrs.	\$ 248.40
03/16/18	Correspond with M. Newman regarding title updates, final bid amounts, buyer entities and escrow matters P400	Ramer, Jeanette L.	0.70 hrs.	\$ 144.90
03/16/18	Correspond with R. Cochran re: closings and title issues P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/19/18	Correspond with M. Newman re: title commitments P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/19/18	Correspond with D. Pierce re: title commitments P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/19/18	Correspond with R. Cochran re: title commitments P400	Ramer, Jeanette L.	0.20 hrs.	\$ 41.40
03/19/18	Telephone conferences with K. Larremore P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/23/18	Revise tax prorations and Closing Statement P400	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
03/29/18	Revise Lease Termination Agreements for three sites P400	Ramer, Jeanette L.	0.30 hrs.	\$ 62.10
03/30/18	Assemble initial UCC1s, review of releases and draft sixteen UCC3 releases and attachments relating to UCC filings for eight Alabama and Georgia facilities for K. Larremore and R. Cochran review P400	Cronk, Chris T.	4.00 hrs.	\$ 848.00
03/30/18	Complete revisions to deeds P400	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
03/30/18	Correspond with C. Newman P400	Ramer, Jeanette L.	0.40 hrs.	\$ 82.80
03/30/18	Forward revised deeds to K. Larremore and R. Cochran P400	Ramer, Jeanette L.	0.50 hrs.	\$ 103.50
		Code Total:	9.40 hrs.	\$1,965.80
03/29/18	Research and review title commitment issues related to closing P600	Stone, Courtney K.	1.10 hrs.	\$ 297.00
		Code Total:	1.10 hrs.	\$297.00
	Total Fees for Professional Services			\$ 34,731.40

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	13.70	\$ 5,425.20
Malcom, Brian J.	297.00	25.80	\$ 7,662.60
Roth, Blake D	310.00	13.70	\$ 4,247.00
Hayes, Hannah E	212.00	0.60	\$ 127.20
Stone, Courtney K.	270.00	53.00	\$ 14,310.00
Ramer, Jeanette L.	207.00	10.20	\$ 2,111.40
Cronk, Chris T.	212.00	4.00	\$ 848.00
TOTAL		121.00	\$ 34,731.40

Disbursements

03/16/18	UPS Shipping: 2nd Day Air A.M. Commercial, 3/16/2018, From Deborah A. Liles To Hon. Steven C. Manni Usdc District Of New Jersey, Newark, NJ,	\$ 23.74
03/19/18	UPS Shipping: Next Day Air Commercial, 3/19/2018, From Deborah A. Liles To Philip M. Saba Commonwealth Land Title Insurance C, Boston, MA,	\$ 39.76
03/20/18	UPS Shipping: Next Day Air Commercial, 3/20/2018, From Deborah A. Liles To Hon. Steven C. Manni Usdc District Of New Jersey, Newark, NJ,	\$ 39.76
03/22/18	VENDOR: Blake Roth INVOICE#: 010023741200 DATE: 3/27/2018 9 Certified copies of various Sale Orders and 8 Certified copies of Order Appointing Receiver	\$ 338.50
03/22/18	UPS Shipping: Next Day Air Saver Commercial, 3/22/2018, From Deborah A. Liles To Deborah A. Liles Waller Lansden Dortch & Davis, Llp, Nashville, TN,	\$ 45.92
03/22/18	UPS Shipping: ZONE ADJUSTMENT Next Day Air Saver, 3/22/2018, To Deborah A. Liles From Deborah A. Liles Waller Lansden Dortch & Davis, Llp, Nashville, TN,	\$ 13.95
03/22/18	UPS Shipping: Shipping Charge Correction Next Day Air Saver, 3/22/2018, From Deborah A. Liles To Deborah A. Liles Waller Lansden Dortch & Davis, Llp, Nashville, TN,	\$ -11.37
	Photocopies - 283 @ 0.15	\$ 42.45
	Conference Call	\$ 11.25
	Phone	\$ 6.61
	Postage - 283 @ 0.47	\$ 133.01
	Total Disbursements	\$ 683.58
	Total Fees and Disbursements on This Invoice	\$ 35,414.98
	PLEASE REMIT TOTAL AMOUNT DUE	\$ 35,414.98

EXHIBIT E
PROPOSED FORM OF ORDER

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

Case No. 2:17-cv-393-ES-SCM

DWAYNE EDWARDS; TODD BARKER;
SENIOR SOLUTIONS OF SOCIAL CIRCLE,
LLC; OXTON PLACE OF DOUGLAS, LLC,
d/b/a OXTON REAL ESTATE OF DOUGLAS,
LLC; ROME ALF, LLC; SAVANNAH ALF,
LLC; GAINESVILLE ALF, LLC; WATERFORD
PLACE ALF, LLC; MONTGOMERY ALF, LLC;
COLUMBUS ALF, LLC; and OPELIKA ALF,
LLC,

Defendants,

-and-

OXTON SENIOR LIVING, LLC; MANOR
HOUSE SENIOR LIVING, LLC; SUSAN
EDWARDS, a/k/a SUSAN ROGERS; SHARON
NUNAMAKER, a/k/a SHARON HADDEN; and
SDH DESIGN, LLC,

Relief Defendants.

**ORDER APPROVING WALLER LANSDEN DORTCH AND DAVIS,
LLP'S FIFTH INTERIM FEE APPLICATION FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF COSTS
AND EXPENSES INCURRED AS COUNSEL TO THE RECEIVER
FOR THE PERIOD FROM JANUARY 1, 2018 THROUGH MARCH 31, 2018**

Upon consideration of *Waller Lansden Dortch & Davis, LLP's Fourth Interim Fee Application for Compensation for Services Rendered and Reimbursement of Costs and Expenses Incurred as Advisor to the Receiver for the Period from January 1, 2018 Through March 31,*

2018 (the “*Application*”)¹ filed by Waller Lansden Dortch & Davis, LLP (the “*Applicant*”); and upon consideration of all responses and objections to the Application; and upon finding that the relief requested in the Application should be granted, it is therefore

1. **ORDERED** that the Application is GRANTED; and it is further
2. **ORDERED** that the Applicant is awarded interim compensation for the Application Period in the total amount of \$239,088.56, including compensation for necessary professional services rendered to the Receiver in the amount of \$225,910.20 and reimbursement for actual and necessary costs and expenses in the amount of \$13,178.36; and it is further
3. **ORDERED** that the Receiver is authorized to pay Applicant \$193,906.52 (such amount being \$225,910.20 for compensation for necessary professional services rendered to the Receiver less a twenty percent (20%) holdback as permitted pursuant to paragraph 64 of the Receiver Order plus \$13,178.36 in actual and necessary costs and expenses incurred by the Applicant); and it is further
4. **ORDERED** the Receiver is granted authority to pay Applicant the sum of \$193,906.52 without further order of this court at such times as the Receiver determines in his absolute discretion, after taking into account the cash reserves of each facility, that sufficient funds are available; and it is further
5. **ORDERED** that this court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this order.

Dated: _____, 2018 _____

¹ Capitalized terms used in this order and not otherwise defined shall have the meanings ascribed to them in the Application.
4837-2178-6211.1

WALLER LANSDEN DORTCH & DAVIS, LLP

Blake D. Roth

Ryan K. Cochran (admitted *pro hac vice*)

511 Union Street, Suite 2700

Nashville, Tennessee 37219

Telephone: 615.244.6380

Email: blake.roth@wallerlaw.com

ryan.cochran@wallerlaw.com

Counsel for the Receiver

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

DWAYNE EDWARDS; TODD BARKER;
SENIOR SOLUTIONS OF SOCIAL CIRCLE,
LLC; OXTON PLACE OF DOUGLAS, LLC,
d/b/a OXTON REAL ESTATE OF
DOUGLAS, LLC; ROME ALF, LLC;
SAVANNAH ALF, LLC; GAINESVILLE
ALF, LLC; WATERFORD PLACE ALF,
LLC; MONTGOMERY ALF, LLC;
COLUMBUS ALF, LLC; and OPELIKA ALF,
LLC,

Defendants,

-and-

OXTON SENIOR LIVING, LLC; MANOR
HOUSE SENIOR LIVING, LLC; SUSAN
EDWARDS, a/k/a SUSAN ROGERS;
SHARON NUNAMAKER, a/k/a SHARON
HADDEN; and SDH DESIGN, LLC,

Relief Defendants.

Case No. 2:17-cv-393-ES-SCM

DECLARATION OF SERVICE

I, the undersigned, declare that on this 15th day of May, 2018, I caused a true and correct copy of the following documents to be filed with this court's CM/ECF system, and this court's

CM/ECF system electronically served all parties entitled to receive notice of the following documents:

1. *Waller Lansden Dortch & Davis, LLP's Fifth Interim Fee Application for Compensation for Services Rendered and Reimbursement of Costs and Expenses Incurred as Advisor to the Receiver for the Period from January 1, 2018 Through March 31, 2018* and all exhibits attached thereto; and
2. this Declaration of Service.

In addition, I caused true and correct copies of the foregoing to be served by regular United States mail, postage prepaid, and electronic mail on the following parties:

Dwayne Edwards
411 Georgia Avenue
North Augusta, South Carolina 29841
edwards1687@gmail.com

Joseph Schramm
FisherBroyles, LLP
100 Overlook Center, 2nd Floor
Princeton, NJ 08540
Email: joseph.schramm@fisherbroyles.com
(for defendant Todd Barker)

Dated: May 15, 2018

/s/ Blake D. Roth
Blake D. Roth
Ryan K. Cochran (admitted *pro hac vice*)
Waller Lansden Dortch & Davis, LLP
511 Union Street, Suite 2700
Nashville, Tennessee 37219
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ryan.cochran@wallerlaw.com

Counsel for the Receiver