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ATTORNEYS FOR THE DEBTORS  
AND DEBTORS IN POSSESSION

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

<b>In re:</b>	§	<b>Case No. 09-37010 (SGJ)</b>
	§	
<b>ERICKSON RETIREMENT COMMUNITIES, LLC, et al.<sup>1</sup></b>	§	<b>Chapter 11</b>
	§	
<b>Debtors.</b>	§	<b>(Jointly Administered)</b>
	§	
	§	<b>Hearing Date: July 15, 2010 at 2:30 p.m.</b>

**FIRST INTERIM AND FINAL APPLICATION OF DLA PIPER LLP (US) FOR A  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OCTOBER 19, 2009 TO MAY 31, 2010**

**FEE APPLICATION COVERSHEET**

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<sup>1</sup> The Debtors in these chapter 11 cases are Erickson Retirement Communities, LLC, Ashburn Campus, LLC, Columbus Campus, LLC, Concord Campus GP, LLC, Concord Campus, LP, Dallas Campus GP, LLC, Dallas Campus, LP, Erickson Construction, LLC, Erickson Group, LLC, Houston Campus, LP, Kansas Campus, LLC, Littleton Campus, LLC, Novi Campus, LLC, Senior Campus Services, LLC, Warminster Campus GP, LLC, Warminster Campus, LP.

Fee Application	First Interim and Final Fee Application
Applicant:	DLA Piper LLP (US)
Time Period:	October 19, 2009 through May 31, 2010
Capacity:	Attorneys for Debtor and Debtor in Possession
Amounts Previously Paid:	
Fees	\$ 3,548,041.31
Expenses	\$ 174,873.93
Total	\$ \$3,722,915.24
Amount Requested to Allow:	
Fees	\$ 6,829,486.62
Expenses	\$ 443,362.08
Total	\$ 7,272,848.70
Fees Requested:	
Attorneys	\$ 312,720.12
Paralegals	\$ 28,660.00
Total	\$ \$341,380.12
Number of Hours:	
Attorneys	10,694.90
Paralegals	796.30
Staff	183.50
Total	11,674.70
Highest Rate:	
Attorneys	\$ 940.00
Paralegals	\$ 316.68
Lowest Rate:	
Attorneys	\$ 325.00
Paralegals	\$ 185.00
Average Rate:	
Attorneys	\$ 632.50
Paralegals	\$ 250.84
Summary of Time Billed by Attorneys:	See Exhibit C
Summary of Expenses by Type	See Exhibit D

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<b>ERICKSON RETIREMENT COMMUNITIES, LLC, et al.<sup>1</sup></b>	§	<b>Chapter 11</b>
	§	
<b>Debtors.</b>	§	<b>(Jointly Administered)</b>
	§	
	§	<b>Hearing Date: July 15, 2010 at 2:30 p.m.</b>
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**FIRST INTERIM AND FINAL APPLICATION OF DLA PIPER LLP (US)  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD OCTOBER 19, 2009 TO MAY 31, 2010**

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<sup>1</sup> The Debtors in these chapter 11 cases are Erickson Retirement Communities, LLC, Ashburn Campus, LLC, Columbus Campus, LLC, Concord Campus GP, LLC, Concord Campus, LP, Dallas Campus GP, LLC, Dallas Campus, LP, Erickson Construction, LLC, Erickson Group, LLC, Houston Campus, LP, Kansas Campus, LLC, Littleton Campus, LLC, Novi Campus, LLC, Senior Campus Services, LLC, Warminster Campus GP, LLC, Warminster Campus, LP.

Name of Applicant: DLA Piper LLP (US)

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: October 19, 2009

Period for Which Compensation and Reimbursement is Sought: October 19, 2009 through May 31, 2010

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$6,829,486.62

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$443,362.08

This is a(n): \_\_\_\_\_ monthly  interim  final application

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Attorneys for the Debtors  
and Debtors in Possession

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

<b>In re:</b>	§	<b>Case No. 09-37010 (SGJ)</b>
	§	
<b>ERICKSON RETIREMENT COMMUNITIES, LLC, et al.<sup>1</sup></b>	§	<b>Chapter 11</b>
	§	
<b>Debtors.</b>	§	<b>(Jointly Administered)</b>
	§	
	§	<b>Hearing Date: July 15, 2010 at 2:30 p.m.</b>

**FIRST INTERIM AND FINAL APPLICATION OF DLA PIPER LLP (US)  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD OCTOBER 19, 2009 TO MAY 31, 2010**

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<sup>1</sup> The Debtors in these chapter 11 cases are Erickson Retirement Communities, LLC, Ashburn Campus, LLC, Columbus Campus, LLC, Concord Campus GP, LLC, Concord Campus, LP, Dallas Campus GP, LLC, Dallas Campus, LP, Erickson Construction, LLC, Erickson Group, LLC, Houston Campus, LP, Kansas Campus, LLC, Littleton Campus, LLC, Novi Campus, LLC, Senior Campus Services, LLC, Warminster Campus GP, LLC, Warminster Campus, LP.

DLA Piper LLP (US) ("DLA Piper"), counsel to the above-captioned debtors and debtors in possession (the "Debtors"), hereby makes this first interim and final application (the "Application"), pursuant to sections 330 and 331 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2016.1 of the Local Rules of Practice and Procedure of the United States Bankruptcy Court for the Northern District of Texas (the "Local Rules") for allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection with its services rendered to the Debtors for the period from October 19, 2009 through May 31, 2010 (the "Compensation Period"). In support of the Application, DLA Piper respectfully represents as follows:

#### **PRELIMINARY STATEMENT**

These chapter 11 cases were commenced on October 19, 2009. During the chapter 11 cases, the Debtors continued to operate and management their nationwide consortium of continuing care retirement communities (the "Retirement Communities"). Over 23,000 residents live in the Retirement Communities.

DLA Piper guided the Debtors through a fast-paced chapter 11 process. The speed of the chapter 11 process allowed the Debtors to preserve and maximize value for creditors of the Debtors' estates. In less than 7 months, DLA Piper assisted the Debtors in achieving a successful reorganization. Among other things, DLA Piper assisted the Debtors in accomplishing the following: (i) stabilized the Debtors' business operations; (ii) obtained postpetition financing on reasonable terms to assist in funding the Debtors' operations during the chapter 11 proceedings; (iii) continued excellent patient care for residents during the chapter 11 cases; (iv) safeguarded residents' refundable initial entrance deposits during the chapter 11

proceedings; (v) achievement of a substantial \$365 million all cash bid price for substantially all of the Debtors' assets at a competitive auction; (vi) negotiation and solicitation of a plan that was accepted by all 50 classes of creditors that voted; (vii) confirmation of the plan in 6 months; and (viii) consummation of the sale of substantially all of the Debtors' assets in less than 7 months.

DLA Piper believes that the hours expended and expenses associated with the services rendered in accomplishing these above successes were reasonable and necessary. Accordingly, DLA Piper requests that the Court approve DLA Piper's request for payment of its fees and expenses incurred during these chapter 11 cases.

### **JURISDICTION**

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are Bankruptcy Code sections 330 and 331, Bankruptcy Rule 2016 and Local Rule 2016.1.

### **BACKGROUND**

4. On October 19, 2009 (the "Petition Date"), the Debtors commenced these cases by each filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code.
5. The Debtors remain in possession of their assets and continue to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.
6. On November 2, 2009, the Office of the United States Trustee appointed a committee of unsecured creditors (the "Committee") in these cases. No trustee or examiner has been appointed.

7. The factual background regarding each of the Debtors, including their current and historical business operations and the events precipitating these chapter 11 filings, is set forth in detail in the Affidavit of Paul Rundell in Support of First Day Motions [Dkt. Nos. 15, 27], and is incorporated herein by reference.

8. By order dated November 24, 2009, DLA Piper was retained as counsel for the Debtors (the “DLA Retention Order”) [Dkt. No. 370], attached hereto as Exhibit A.

9. On November 13, 2009, the Debtors filed the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and the related disclosure statement [Dkt. Nos. 293 and 292, respectively].

10. An auction (the “Auction”) to determine who would acquire substantially all of the Debtors’ assets was held on December 22, 2009. After 18 hours of negotiations and spirited bidding, Redwood-ERC Senior Living Holdings, LLC, a Maryland limited liability company, was determined to be the successful bidder at the Auction with a final all cash bid price of \$365 million. The final bid price was significantly higher than the initial stalking horse bid, which was not an all-cash bid. Accordingly, DLA Piper assisted the Debtors in maximizing the value of their assets.

11. On several subsequent occasions, the Debtors filed amended plans and related disclosure statements with the Court which reflected various negotiations, compromises and agreements with certain parties in interest.

12. On March 8, 2010, the Debtors filed the Debtors’ Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as amended and supplemented, the “Plan”) and the Disclosure Statement for the Debtors’ Fourth Amended Joint Plan of



Reorganization Under Chapter 11 of the Bankruptcy Code (as amended and supplemented, the “Disclosure Statement”) [Dkt. Nos. 1005 and 1001, respectively].

13. On March 8, 2010, the Court entered an order, among other things, (a) approving the adequacy of the Disclosure Statement, (b) establishing procedures for solicitation and tabulation of votes to accept or reject the Plan, and (c) fixing the date, time and place for the Plan Confirmation Hearing for use by the Debtors in soliciting acceptances or rejections of the Plan from holders of Allowed Claims as of the Voting Record Date in an Impaired Class or Classes who may or may not be entitled to vote on the Plan [Dkt. No. 1007].

14. On March 12, 2010, the Debtors commenced solicitation of creditors’ acceptance of the Plan. All classes of creditors that voted on the Plan, voted to accept the Plan. See Declaration of Balloting Agent [Dkt. No. 1324].

15. The Plan Confirmation Hearing was held on April 15, 2010. On April 16, 2010, the Court entered an order (“Plan Confirmation Order”) confirming the Plan and overcoming objections to the Plan [Dkt. No. 1355]. The Court entered the amended Plan Confirmation Order on April 22, 2010 [Dkt. No. 1373].

16. The sale of the Debtors’ assets pursuant to the terms of the Plan has been consummated. The effective date of the Plan occurred on April 30, 2010.

### **RELIEF REQUESTED**

17. By this Application, DLA Piper seeks entry of an order, substantially in the form attached hereto as Exhibit B, approving: (a) final<sup>2</sup> allowance of compensation for professional services rendered by DLA Piper, as attorneys for the Debtors, for the Compensation Period in the

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<sup>2</sup> Accordingly, due to the fast-paced nature of these chapter 11 cases, an interim application was not previously filed. This Application serves as DLA’s first interim and final application for compensation and reimbursement of expenses.

amount of \$6,829,486.62, representing 11,674.70 hours of professional services; and  
(b) reimbursement of actual and necessary costs and expenses incurred by DLA Piper during the  
Compensation Period in the amount of \$443,362.08.

18. A summary of the partners, counsel, associates and paraprofessionals who performed services on behalf of the Debtors during the Compensation Period, including the hours of services performed by each such person, the rates charged by DLA Piper for the services of each such person, the total value of the services performed by each person and the total value of the services performed by DLA Piper during the Compensation Period is annexed hereto as Exhibit C.

19. A summary of the services performed by DLA Piper on behalf of the Debtors, arranged by project codes, is annexed hereto as Exhibit D.

20. A summary of the actual, out-of-pocket costs and expenses incurred by DLA Piper in connection with its representation of the Debtors is annexed hereto as Exhibit E. These costs and expenses have been incurred in accordance with DLA Piper's customary practice of charging clients for those expenses clearly related to and required by particular matters, rather than including such charges as part of DLA Piper's hourly rates.

21. More detailed itemization of the services performed and time spent and expenses incurred in connection with DLA Piper's representation of the Debtors during the Compensation Period is provided in the time and disbursement records annexed hereto as Exhibit F. Such records are made contemporaneously with the rendition of services by the person rendering such services and in the ordinary course of DLA Piper's billing practices.

22. All services performed and expenses incurred by DLA Piper for which compensation or reimbursement is requested herein were performed or incurred for and on behalf of the Debtors, and were not for any other person or entity.

**SUMMARY DESCRIPTION OF SERVICES PERFORMED**

23. During the course of these chapter 11 cases, DLA Piper performed, among others, the following services:

- Advised the Debtors with respect to their rights, powers and duties as debtors and debtors in possession in the continued management and operation of their businesses and assets;
- Attended meetings and negotiated with representatives of creditors and other parties in interest and advising and consulting on the conduct of cases, including all of the legal and administrative requirements of operating in chapter 11;
- Took all necessary action to protect and preserve the Debtors' estates, including prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the estates, negotiations concerning litigation in which the Debtors may be involved and objections to claims filed against the estates;
- Prepared, on behalf of the Debtors, motions, applications, answers, orders, reports, and papers necessary to the administration of the estates;
- Prepared and negotiated on the Debtors' behalf plan(s) of reorganization, disclosure statement(s), and all related agreements and/or documents and took any necessary action on behalf of the Debtors to obtain confirmation of the final plan;
- Advised the Debtors in connection with the sale of their assets and taking all steps necessary to maximize the value of the Debtors' assets for the benefit of creditors;
- Performed other necessary legal services and provided other necessary legal advice to the Debtors in connection with these chapter 11 cases; and
- Appeared before this Court and the United States Trustee, and protected the interests of the Debtors' estates before the Court and the United States Trustee.

24. Since the Petition Date, DLA Piper has worked with the Debtors' secured creditors, Committee and other significant parties in interest, to efficiently and effectively administer the Debtors' chapter 11 cases. Ultimately, these efforts culminated in the successful confirmation and consummation of a consensual plan of reorganization which resulted in the sale of substantially all of the assets of the Debtors' business on a going concern basis. DLA Piper accomplished, among others, the following for the Debtors:

- Stabilized business operations.
- Maintained excellent patient care for residents during the chapter 11 cases.
- Safeguarded residents' refundable initial entrance deposits during the chapter 11 proceedings.
- Achieved of a \$365 million all cash bid price at auction for substantially all of the Debtors' assets. Thus, allowing for a greater recovery for creditors of the Debtors' estates.
- Negotiation and solicitation of the Plan which was accepted by all 50 classes of creditors that voted.
- Confirmation of the Plan in approximately six months.
- Consummated the proposed sale under the Plan in less than 7 months.

25. Services rendered by DLA Piper during the Compensation Period have been grouped into project categories (each a "Project Category"). The number of hours and total compensation requested for each Project Category during the Compensation Period is set forth in Exhibit D. Below is a general non-exhaustive description of each Project Category to which time was billed during the Compensation Period.

**Meetings and Communications with Creditors (Project Code B150)**

- This Project Category includes time billed by DLA Piper professionals in preparing for and attending the meeting of creditors, the Bankruptcy Code section 341(a) meeting and other creditors' meetings, and responding to numerous inquiries from creditors.

**Fee/Employment Applications (Project Code B160)**

- This Project Category includes time billed by DLA Piper professionals and paraprofessionals with respect to addressing any and all matters related to preparing conflicts checklists, reviewing conflicts reports, and drafting applications to retain various professionals. This Project Category also includes all matters related to billing issues and preparation of applications for allowance of compensation and reimbursement of expenses.

**Fee/Employment Objections (Project Code B170)**

- This Project Category includes time billed by DLA Piper professionals in reviewing and objecting to the employment and fee statements of other professional, including objection to creditors' committee's financial advisor's fees.

**Assumption/Rejection of Leases and Contracts (Project Code B185)**

- This Project Category includes time billed by DLA Piper professionals in addressing matters related to contracts and unexpired leases, including assumption, cure and rejection issues. Professionals worked on reviewing various executory contracts and unexpired leases and drafted a response the the HealthMedx motion to compel assumption.

**Non-Working Travel (Project Code B195)**

- This Project Category includes nonworking travel time billed by DLA Piper professionals in connection with meetings with lenders, the Auction, and attendance at hearings held by the Court during these chapter 11 cases. DLA Piper billed the Debtors at 50% of the regular hourly rates for all time allocated to this Project Category.

**Business Operations (Project Code B210)**

- This Project Category includes time billed by DLA Piper professionals in providing general assistance and advice to the Debtors related to debtor-in-possession business operations in chapter 11, including their management and employees, the effect of the bankruptcy proceedings on the Debtors' business operations, cash management, communications with regulators, the rights and objections of debtors in possession, and interpretation of orders.

**Other Contested Matters (Project Code B190)**

- This Project Category includes time billed by DLA Piper professionals in working on matters related to contested motions and matters, including, but not limited to a cash collateral motion, bid procedures motion, initial entrance deposits motion, objection to motion to appoint an examiner in these cases, objection to rule 2004 motions, and preparation for the DIP financing hearing.

**Employee Benefits/Pensions (Project Code B220)**

- This Project Category includes time billed by DLA Piper professionals in reviewing issues such as severance, retention, 401k coverage and continuance of benefit plans.

**Financing/Cash Collections (Project Code B230)**

- This Project Category includes time billed by DLA Piper professionals related to matters arising under Bankruptcy Code sections 361, 363 and 364, including cash collateral, DIP financing, and secured claims and loan document analysis.

**Tax Issues (Project Code B240)**

- This Project Category includes time billed by DLA Piper professionals in analyzing and addressing issues related to federal, state, and local tax liability, payments, return preparation, assessments, tax aspects of assets dispositions, tax implications of plan, and tax disputes.

**Real Estate (Project Code B250)**

- This Project Category includes time billed by DLA Piper professionals in reviewing and analyzing real estate-related matters, including purchase agreements and lease provisions.

**Board of Directors Matters (Project Code B260)**

- This Project Category includes time billed by DLA Piper professionals in preparation of materials for and attendance at Board of Directors meetings; analysis, advice regarding corporate governance issues and review and preparation of corporate documents, and preparation of board resolutions related to bankruptcy filing.

**Claims Administration and Objections (Project Code B310)**

- This Project Category includes time billed by DLA Piper professionals in working on matters related to specific claim inquiries; analyses, objections and allowances of claims.

**Plan and Disclosure Statement (Project Code B320)**

- This Project Category includes time billed by DLA Piper professionals in matters related to formulation, presentation, regulatory approvals, and confirmation of the plan; compliance with the plan confirmation order, related orders and rules; disbursement and case closing activities, except those related to the allowance and objections to allowance of claims.

**Restructurings (Project Code B420)**

- This Project Category includes time billed by DLA Piper professionals with respect to analysis, consultation and drafting in connection with the restructuring of agreements, including financing agreements.

**Researching Law (Project Code C200)**

- This Project Category includes time billed by DLA Piper professionals with respect to research and analysis with respect to various issues presented in the cases.

**Other Case Assessment, Development, and Administration (Project Code L190)**

- This Project Category includes time billed by DLA Piper professionals with respect to various tasks related to various litigation matters in these chapter 11 cases.

**Other Written Motions/Submissions (Project Code L250)**

- This Project Category includes time billed by DLA Piper professionals with respect to matters related to drafting various miscellaneous motions and other submissions in the cases.

**Document Production (Project Code L320)**

- This Project Category includes time billed by DLA Piper professionals with respect to document requests.

**Written Motions/Submissions (Project Code L430)**

- This Project Category includes time billed by DLA Piper professionals with respect to matters related to drafting various motions and other submissions in the cases.

26. DLA Piper respectfully submits that the professional services rendered by it for and on behalf of the Debtors were necessary and have contributed to the effective administration of the Debtors' cases.

27. DLA Piper respectfully submits that the services rendered, as set forth below, and expenses incurred for the Compensation Period for which DLA Piper seeks compensation and reimbursement are reasonable.

- (a) Time and labor required: DLA Piper expended hours of professional time on behalf of the Debtors during the Compensation Period. The services required by the Debtors during this case imposed significant time demands upon DLA Piper's attorneys and often necessitated work beyond normal business hours.
- (b) Novelty and difficulty of questions and matters resolved: This case and the legal issues presented therein have required a high level of professional

skill and expertise from professionals within DLA Piper's insolvency and other groups.

- (c) The reputation and skill of the attorneys providing the services: As noted above, DLA Piper has drawn upon the skill of some of its most experienced attorneys in rendering its services to the Debtor during the Compensation Period.
- (d) Preclusion of other employment: Given DLA Piper's size, DLA Piper's representation of the Debtors has not precluded employment by other clients. This case has, however, required considerable time commitments from several DLA Piper attorneys.
- (e) Fees charged and fees awarded in similar cases: The fees sought by DLA Piper in this Application are commensurate with fees awarded to DLA Piper in other cases and the fees charges by comparable law firms.
- (f) Time limitations: This case has required DLA Piper to perform a vast variety of services and address numerous different issues on behalf of the Debtors, often under significant time constraints.
- (g) Whether the fee is fixed or contingent: All fees sought by professionals under sections 330 and 331 of the Bankruptcy Code are contingent prior to approval by the Bankruptcy Court.
- (h) The "undesirability" of the case: Representation of the Debtors in this case is not undesirable. As noted above, however, DLA Piper's representation of the Debtors in this case has required a significant commitment of time and effort by several of DLA Piper's staff.
- (i) The results obtained: DLA Piper respectfully submits that this case has been successfully resolved by obtaining confirmation of a consensual Plan and implementing the transactions contemplated therein
- (j) The Debtors' and DLA Piper's professional relationship: On or about March 9, 2009, the Debtors selected DLA Piper to represent them with respect to bankruptcy and restructuring alternatives.

28. Further, DLA Piper has assigned the work performed in this case to attorneys having the experience and specialization to perform the services required efficiently and properly. The partners, counsel and associates providing the services for which compensation is sought pursuant to this Application specialize in the fields of insolvency, corporate finance, and



litigation. Moreover, DLA Piper, as a general practice, seeks to use the services of law clerks and legal assistants supervised by attorneys whenever appropriate in order to limit costs and more efficiently utilize the services of attorneys. DLA Piper has followed this practice with respect to the services rendered to the Debtors wherever possible.

29. Finally, in rendering services to and on behalf of the Debtors, DLA Piper has taken every care to provide the legal services as efficiently as possible and to avoid duplication of services. In this regard, as much as possible, day-to-day legal work, including, but not limited to, drafting of pleadings, memoranda, stipulations, agreements and correspondence has been performed by junior to mid-level associates.

30. DLA Piper has not shared or agreed to share compensation or reimbursement to be awarded in this case with any other person.

31. DLA Piper has submitted monthly fee statements in accordance with the terms of this Court's order, dated November 24, 2009, establishing procedures for monthly compensation and reimbursement of expenses of professionals (the "Fee Order"), and has been paid a total of \$3,548,041.31 in fees and \$174,873.93 in expenses, during the Compensation Period.

***Preparation of Application***

32. DLA Piper estimates that approximately 30 hours were spent preparing this fee application. The Debtors will submit a final invoice to the Debtors for this amount no later than July 14.

33. Accordingly, by this Application, DLA Piper seeks the allowance of the full amount of its fees and expenses for the Compensation Period, and payment of the unpaid balance of \$3,279,070.19 in fees and \$268,709.15 in expenses. DLA Piper will further reduce its request

for payment of fees and reimbursement of expenses for the Compensation Period by any amount that DLA Piper may hereafter receive for this period under the terms of the Fee Order.

**NOTICE**

34. Notice of the relief requested herein and of the relief requested by the Debtors' other professionals in their respective applications for allowance of compensation, has been served on all parties required to be served pursuant to the Fee Order, including the Office of the United States Trustee, the Debtors, the Committee and all parties who have filed notices of appearance and requested such notice.

**WHEREFORE**, DLA Piper respectfully requests an order:

- (a) approving the final allowance of \$6,829,486.62 for compensation for professional services rendered by DLA Piper during the Compensation Period;
- (b) approving the reimbursement of DLA Piper's actual, out-of-pocket expenses for the Compensation Period in the amount of \$443,362.08;
- (c) authorizing and directing the Debtors to pay DLA Piper's approved fees and approved expenses for the Compensation Period, less any amounts previously or hereafter paid for such fees and expenses under the terms of the Fee Order;
- (d) authorizing the Debtor to pay DLA Piper's "holdbacks" from the itemized fee statements submitted monthly during the Compensation Period; and granting such other and further relief as this Court deems just and proper.

Dated: June 14, 2010

By: Vincent P. Slusher  
Vincent P. Slusher  
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- and -

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Attorneys for the Debtors and Debtors in  
Possession

**Exhibit A**

DLA Retention Order

**ENTERED**

TAWANA C. MARSHALL, CLERK  
THE DATE OF ENTRY IS  
ON THE COURT'S DOCKET



The following constitutes the ruling of the court and has the force and effect therein described.

United States Bankruptcy Judge

Signed November 24, 2009

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

In re:	§	CASE NO. 09-37010 (SGJ)
	§	
ERICKSON RETIREMENT	§	CHAPTER 11
COMMUNITIES, LLC, <i>et al.</i> <sup>1</sup>	§	Jointly Administered
	§	
Debtors.	§	

**ORDER PURSUANT TO 11 U. S. C. § 327 AND  
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014 AUTHORIZING  
DEBTORS IN POSSESSION TO RETAIN DLA PIPER LLP (US) AS COUNSEL TO  
THE DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the "Application")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for an order, pursuant to sections 327(a), 330, 331, and 1107(b) of title 11 of the United States Code (the "Bankruptcy Code"), authorizing, but not

<sup>1</sup> The Debtors in these chapter 11 cases are Erickson Retirement Communities, LLC, Ashburn Campus, LLC, Columbus Campus, LLC, Concord Campus GP, LLC, Concord Campus, LP, Dallas Campus GP, LLC, Dallas Campus, LP, Erickson Construction, LLC, Erickson Group, LLC, Houston Campus, LP, Kansas Campus, LLC, Littleton Campus, LLC, Novi Campus, LLC, Senior Campus Services, LLC, Warminster Campus GP, LLC, Warminster Campus, LP.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

directing, the Debtors to retain the firm of DLA Piper LLP (US) (“DLA Piper”) as bankruptcy counsel in their chapter 11 cases as of October 19, 2009 (the “Petition Date”); and upon the Declaration of Thomas R. Califano in Support of Application to Employ and Retain DLA Piper LLP (US) as Counsel to Debtors and Debtors in Possession, annexed to the Application as Exhibit A; and due and adequate notice of the Application having been given; and it appearing that no other or further notice need be provided; and the Court being satisfied that DLA Piper is a “disinterested person” as such term is defined under Bankruptcy Code section 101(14), as modified by section 1107(b); and it appearing that no other or further notice need be provided; and it appearing that the relief requested by this Application is in the best interest of these estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. Pursuant to Bankruptcy Code sections 327(a) and 1107(b), the Debtors hereby are authorized to retain DLA Piper as their attorneys under a general retainer in these chapter 11 cases and DLA Piper is authorized to perform the services set forth in the Application.
3. Debtors’ retention of DLA Piper is hereby approved effective nunc pro tunc to the Petition Date, as defined in the Application.
4. DLA Piper shall be compensated in accordance with procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Federal Rules of Bankruptcy Procedure, the Local Rules, and such other procedures as may be fixed by Order of this Court.
5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

**###End of Order###**

**Exhibit B**

Proposed Form of Order

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

<b>In re:</b>	§	<b>Case No. 09-37010 (SGJ)</b>
	§	
<b>ERICKSON RETIREMENT COMMUNITIES, LLC, et al.<sup>1</sup></b>	§	<b>Chapter 11</b>
	§	
<b>Debtors.</b>	§	<b>(Jointly Administered)</b>
	§	

**ORDER APPROVING FIRST INTERIM AND FINAL APPLICATION  
OF DLA PIPER LLP (US) FOR ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
OCTOBER 19, 2009 TO MAY 31, 2010**

DLA Piper LLP (US) (“DLA Piper”), counsel to the above-captioned debtors and debtors in possession (the “Debtors”), pursuant to sections 330 and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Federal Rule of Bankruptcy Procedure 2016, and the Order Pursuant to 11 U.S.C. §§ 105(a) and 332 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered on November 24, 2009 [Dkt. No. 367] (the “Interim Compensation Procedures Order”), filed its First Interim and Final Fee Application (the “Final Fee Application”) for approval, allowance and payment of compensation in the amount of \$6,829,486.62 and reimbursement for expenses in the amount of \$443,362.08 incurred as counsel for the Debtors for the period from October 19, 2009 through May 31, 2010 (the “Compensation Period”). Pursuant to monthly fee requests and the Interim

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<sup>1</sup> The Debtors in these chapter 11 cases are Erickson Retirement Communities, LLC, Ashburn Campus, LLC, Columbus Campus, LLC, Concord Campus GP, LLC, Concord Campus, LP, Dallas Campus GP, LLC, Dallas Campus, LP, Erickson Construction, LLC, Erickson Group, LLC, Houston Campus, LP, Kansas Campus, LLC, Littleton Campus, LLC, Novi Campus, LLC, Senior Campus Services, LLC, Warminster Campus GP, LLC, Warminster Campus, LP.



Compensation Procedures Order, \$3,548,041.31 has been paid toward the amount requested for fees and \$174,873.93 has been paid toward the amount requested for expenses. DLA seeks payment of the remaining amount of \$3,547,779.34 through approval of the Final Fee Application.

The Court, finding that (1) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (2) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; (3) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (4) notice of the Final Fee Application was sufficient under the circumstances, and no objections have been received; (5) the relief sought in the Final Fee Application is in the best interests of the Debtors, their creditors, and all parties in interest; and (6) the legal and factual bases set forth in the Final Fee Application establish just cause for the relief granted herein;

**IT IS HEREBY ORDERED THAT:**

1. The Final Fee Application is approved, and the fees and expenses requested in the Final Fee Application are allowed in the amount of \$6,829,486.62 for payment of compensation and \$443,362.08 for reimbursement for expenses incurred as counsel for the Debtors for the period from October 19, 2009 through May 31, 2010.

2. The Debtors are authorized to pay the balance of DLA's fees and expenses requested in the Final Fee Application in the amount of \$3,547,779.34.

3. This Order shall be immediately effective and enforceable upon its entry, and the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and enforcement of this Order.

**Exhibit C**

**SUMMARY OF HOURLY FEES BY PROFESSIONAL FOR  
THE PERIOD OCTOBER 19, 2009 THROUGH MAY 31, 2010**

<b><u>Name</u></b>	<b><u>Position</u></b>	<b><u>Rate</u><sup>1</sup></b>	<b><u>Hours</u><sup>2</sup></b>	<b><u>Fees</u></b>
Theodore Altman	Partner	940.00	0.30	282.00
Rich Ashley III	Partner	725.00	15.10	10,947.50
Rich Ashley III	Partner	685.00	14.40	9,864.00
Thomas R. Califano	Partner	865.00	541.40	468,311.00
Thomas R. Califano	Partner	835.00	327.30	273,295.50
Jesse A. Criz	Partner	700.00	1.50	1,050.00
John T. Cusack	Partner	865.00	584.70	505,765.50
John T. Cusack	Partner	835.00	458.80	383,098.00
Brian K. Doyle	Partner	690.00	33.00	22,770.00
Kristin H. R. Franceschi	Partner	725.00	10.40	7,540.00
Kristin H. R. Franceschi	Partner	750.00	18.70	14,025.00
Ross Green	Partner	725.00	300.40	217,790.00
Ross Green	Partner	700.00	233.60	163,520.00
Timothy E. Hoeffner	Partner	690.00	0.40	276.00
Jennifer D. Homer	Partner	665.00	183.40	121,961.00
Jennifer D. Homer	Partner	675.00	33.90	22,882.50
Michael D. Hynes	Partner	700.00	113.60	79,520.00
Michael D. Hynes	Partner	740.00	275.60	203,944.00
Jeremy R. Johnson	Partner	695.00	202.00	140,390.00
Jeremy R. Johnson	Partner	730.00	84.50	61,685.00

<sup>1</sup> Hourly billing rates were adjusted on January 1, 2010. Billing rates are reviewed annually and changes are made based on firm management's direction. These rates are established after considering published surveys, and communication with vice presidents from the law firm groups within our banking facility. They are intended to reflect where our peers are in 2009 and where they are likely to be positioned in 2010. They also reflect feedback from Practice Group Leaders and other members of senior management.

<sup>2</sup> As referenced above, DLA Piper's professionals and paraprofessionals bill fees in six minute increments, but due to internal accounting procedures, once voluntary write-offs are calculated, certain timekeepers may include values to the hundredth of an hour.

<u>Name</u>	<u>Position</u>	<u>Rate</u> <sup>1</sup>	<u>Hours</u> <sup>2</sup>	<u>Fees</u>
Leeann K. Kelly-Judd	Partner	655.00	12.50	8,187.50
C. Kevin Kobbe	Partner	660.00	0.20	132.00
Robyn Goldman Koyner	Partner	610.00	63.70	38,857.00
Joseph H. Langhirt	Partner	775.00	9.20	7,130.00
Joseph H. Langhirt	Partner	800.00	0.30	240.00
R. Kenneth MacCallum	Partner	785.00	6.70	5,259.50
Keith Medansky	Partner	705.00	0.60	423.00
Paolo Morante	Partner	785.00	0.30	235.50
Paul S. Novak	Partner	660.00	3.10	2,046.00
Kathy J. Owen	Partner	670.00	1.00	670.00
Marilyn A. Pearson	Partner	635.00	1.60	1,016.00
Lee Sheller	Partner	650.00	1.70	1,105.00
Vince Slusher	Partner	625.00	681.60	426,000.00
Vince Slusher	Partner	605.00	367.60	222,398.00
George B. South III	Partner	830.00	22.10	18,343.00
Kenneth G. Starling	Partner	780.00	72.30	56,394.00
Kenneth G. Starling	Partner	755.00	12.50	9,437.50
Naftali Weg	Partner	640.00	1.70	1,088.00
Bruce J. Wein	Partner	910.00	7.70	7,007.00
Bruce J. Wein	Partner	940.00	1.50	1,410.00
Jonathan A. Ciner	Of Counsel	695.00	31.30	21,753.50
Jonathan A. Ciner	Of Counsel	720.00	12.00	8,640.00
Adrian B. Copiz	Of Counsel	550.00	0.70	385.00
Bob Hertel	Of Counsel	635.00	2.50	1,587.50
Heidi C. Salow	Of Counsel	585.00	1.50	877.50
Peter DeHaven Sharp	Of Counsel	710.00	43.90	31,169.00
Peter DeHaven Sharp	Of Counsel	670.00	52.80	35,376.00
Robin C. Tarr	Of Counsel	690.00	13.70	9,453.00
David A. Alexander	Associate	490.00	4.90	2,401.00
Adam G. Arnett	Associate	390.00	5.30	2,067.00
Christopher J. Baum	Associate	445.00	88.50	39,382.50
Christopher J. Baum	Associate	370.00	8.30	3,071.00
Eliot T. Burriss	Associate	565.00	14.20	8,023.00

<u>Name</u>	<u>Position</u>	<u>Rate</u> <sup>1</sup>	<u>Hours</u> <sup>2</sup>	<u>Fees</u>
Eliot T. Burriss	Associate	520.00	21.90	11,388.00
Dale K. Cathell	Associate	545.00	5.50	2,997.50
Annie Chen	Associate	385.00	19.60	7,546.00
William D. Currie	Associate	445.00	268.50	119,482.50
William D. Currie	Associate	370.00	390.80	144,596.00
Jill Marie Czeschin	Associate	510.00	3.90	1,989.00
C. Craig Dolly Jr.	Associate	565.00	119.50	67,517.50
C. Craig Dolly Jr.	Associate	600.00	414.80	248,880.00
Karen J. Francis	Associate	610.00	271.40	165,554.00
Matthew A. Goldberg	Associate	510.00	15.30	7,803.00
Kiran N. Gore	Associate	385.00	0.90	346.50
Rachel A. Gupta	Associate	610.00	496.50	302,865.00
Jonathan R. Helton	Associate	565.00	7.70	4,350.50
Jonathan R. Helton	Associate	600.00	6.40	3,840.00
Zachary Q. Hoard	Associate	435.00	2.50	1,087.50
James R. Irving	Associate	390.00	1.10	429.00
Robert A. Johnston Jr.	Associate	445.00	122.00	54,290.00
Jason M. Karaffa	Associate	540.00	150.80	81,432.00
Jason M. Karaffa	Associate	475.00	112.90	53,627.50
Jonathan A. Kohl	Associate	565.00	11.10	6,271.50
So-Eun Lee	Associate	335.00	57.70	19,329.50
Eric A. Lerner	Associate	655.00	27.70	18,143.50
Devorah Maho Lewin	Associate	460.00	0.50	230.00
Julie Lyakhovetskaya	Associate	385.00	23.60	9,086.00
Patrick E. McDermott	Associate	470.00	5.90	2,773.00
Patrick E. McDermott	Associate	420.00	11.20	4,704.00
Mike McMahan	Associate	385.00	55.80	21,483.00
David B. Mislner	Associate	385.00	20.00	7,700.00
Seth Moore	Associate	565.00	150.10	84,806.50
Seth Moore	Associate	610.00	161.70	98,637.00
Frank Ikonero Mugabi	Associate	560.00	13.20	7,392.00
Nicole Ciszak Murphy	Associate	575.00	162.20	93,265.00
Nicole Ciszak Murphy	Associate	610.00	129.20	78,812.00

<u>Name</u>	<u>Position</u>	<u>Rate</u> <sup>1</sup>	<u>Hours</u> <sup>2</sup>	<u>Fees</u>
Callie J. Robinson	Associate	435.00	10.30	4,480.50
Vincent J. Roldan	Associate	710.00	0.30	213.00
Vincent J. Roldan	Associate	670.00	0.20	134.00
Melissa Rubin Roth	Associate	565.00	8.50	4,802.50
Camisha L. Simmons	Associate	540.00	566.40	305,856.00
Camisha L. Simmons	Associate	520.00	443.40	230,568.00
Ellen Elizabeth Smith	Associate	325.00	4.70	1,527.50
Ellen Elizabeth Smith	Associate	385.00	4.70	1,809.50
Rachel V. Stevens	Associate	560.00	0.90	504.00
Andy Zollinger	Associate	335.00	223.20	74,772.00
Chiann Bao	Associate	495.00	175.70	86,971.50
Brian A. Hartstein	Associate	420.00	0.20	84.00
Kristin J. Rosella	Associate	540.00	104.30	56,322.00
Kristin J. Rosella	Associate	475.00	268.80	127,680.00
Neil G. Shelton	Associate	435.00	280.90	122,191.50
Neil G. Shelton	Associate	375.00	133.00	49,875.00
Mark C. Smith	Associate	430.00	49.60	21,328.00
Mark C. Smith	Associate	495.00	10.40	5,148.00
O'Brien Kelley	Attorney	485.00	52.00	25,220.00
Jose Sanchez	Law Clerk	385.00	14.00	5,390.00
Gabriella Zborovsky	Law Clerk	385.00	101.00	38,885.00
Laurie V. Davis	Paralegal	265.00	0.80	212.00
Laurie V. Davis	Paralegal	255.00	2.60	663.00
Robert T. Ware	Paralegal	240.00	97.30	23,352.00
Robert T. Ware	Paralegal	225.00	182.70	41,107.50
Robert T. Ware	Paralegal	316.68	7.50	2,375.12
Elizabeth Arno	Paralegal	290.00	4.00	1,160.00
Elizabeth Arno	Paralegal	285.00	0.50	142.50
Ronald Carlton	Paralegal	275.00	1.10	302.50
William H. Coleman	Paralegal	295.00	150.00	44,250.00
William H. Coleman	Paralegal	290.00	88.00	25,520.00
Ruth A. Cordes	Paralegal	275.00	2.20	605.00
William Lee Countryman	Paralegal	235.00	5.60	1,316.00

<u>Name</u>	<u>Position</u>	<u>Rate</u> <sup>1</sup>	<u>Hours</u> <sup>2</sup>	<u>Fees</u>
Carla K Dixon	Paralegal	255.00	22.20	5,661.00
Frank Gonzalez	Paralegal	280.00	0.90	252.00
Deb Javins	Paralegal	265.00	7.10	1,881.50
Lisa A. Ketterman	Paralegal	260.00	1.50	390.00
Adam K. Long	Paralegal	235.00	8.20	1,927.00
Adam K. Long	Paralegal	220.00	9.30	2,046.00
Jacqueline Rodriguez	Paralegal	245.00	9.50	2,327.50
Rita Marie Slager	Paralegal	270.00	36.20	9,774.00
Rita Marie Slager	Paralegal	260.00	33.20	8,632.00
Jason H. Weiss	Paralegal	185.00	1.70	314.50
Diane Williams	Paralegal	265.00	33.00	8,745.00
Wendy Young	Paralegal	275.00	42.30	11,632.50
Gayle Zwerling	Paralegal	255.00	48.90	12,469.50
Bobby G. Smith	Librarian	270.00	3.00	810.00
Michelle Creary	Discovery Specialist	310.00	30.70	9,517.00
Senad Djencic	Discovery Specialist	235.00	6.90	1,621.50
Len Singbiel	Discovery Specialist	235.00	0.60	141.00
James M. Bekier	Departed Timekeeper	235.00	142.30	33,440.50
	<b>Total:</b>		<b>11,674.70</b>	<b>6,829,486.62</b>

**Exhibit D**

**SUMMARY OF SERVICES PROVIDED BY PROJECT CATEGORY  
FOR THE PERIOD OCTOBER 19, 2009 THROUGH MAY 31, 2010<sup>1</sup>**

<b>Task Code</b>	<b>Activity</b>	<b>Hours</b>	<b>Fees</b>
B110	Case Administration	751.50	420,266.00
B120	Asset Analysis and Recovery	28.30	13,983.00
B130	Asset Deposition	1,409.30	783,472.00
B140	Relief from Stay/Adequate Protection Proceedings	48.40	21,993.50
B150	Meetings of and Communications with Creditors	36.90	21,620.50
B160	Fee/Employment Applications	221.70	98,370.00
B170	Fee/Employment Objections	60.90	29,678.50
B180	Avoidance Action Analysis	12.60	5,738.50
B185	Assumption/Rejection of Leases and Contracts	178.00	98,790.50
B190	Other Contested Matters	1,436.10	882,977.00
B195	Non-Working Travel	209.60	144,192.50
B210	Business Operations	88.10	60,610.00
B220	Employee Benefits/Pensions	56.00	37,786.50
B230	Financing/Cash Collections	845.10	565,562.50
B240	Tax Issues	173.00	106,916.50
B250	Real Estate	679.80	501,475.00
B260	Board of Directors Matters	92.20	68,620.00
B310	Claims Administration and Objections	199.30	111,664.00
B320	Plan and Disclosure Statement	2,060.40	1,291,787.50
B400	Bankruptcy-Related Advice	20.40	7,599.00
B410	General Bankruptcy Advice/Opinions	25.00	11,108.50
B420	Restructurings	41.90	21,488.50
C100	Fact Gathering	20.30	8,459.50
C200	Researching Law	219.90	91,120.50

<sup>1</sup> Copies of the records for individual project Categories are available from DLA Piper upon request.

<b>Task Code</b>	<b>Activity</b>	<b>Hours</b>	<b>Fees</b>
C300	Analysis and Advice	18.10	7,932.00
L110	Fact Investigation/Development	43.50	20,680.50
L120	Analysis/Strategy	115.90	68,330.00
L130	Experts/Consultants	3.60	2,250.00
L140	Document/File Management	51.80	18,147.50
L160	Settlement/Non-Binding ADR	33.40	18,681.50
L190	Other Case Assessment, Development and Administration	231.00	164,372.00
L210	Pleadings	89.90	39,185.50
L220	Preliminary Injunctions/Provisional Remedies	45.90	15,376.50
L230	Court Mandated Conferences	23.20	13,975.00
L240	Dispositive Motions	76.60	39,271.00
L250	Other Written Motions/Submissions	351.80	156,451.00
L270	Attendance at Hearings	72.40	46,210.50
L310	Written Discovery	39.30	23,004.00
L320	Document Production	980.30	520,173.00
L330	Depositions	91.60	46,388.50
L340	Expert Discovery	8.10	4,941.00
L350	Discovery Motions	23.10	7,274.50
L390	Other Discovery	105.10	30,619.50
L410	Fact Witnesses	4.10	1,045.50
L430	Written Motions/Submissions	184.60	92,849.00
L440	Other Preparation/Support	65.00	30,555.50
L450	Trial and Hearing Attendance	24.10	16,400.50
L510	Appellate Motions/Submissions	2.80	938.00
P200	Fact Gathering/Due Diligence	10.80	7,442.00
P210	Corporate Review	3.50	2,625.00
P220	Tax Issues	12.80	9,240.00
P240	Real and Personal Property	0.80	268.00
P250	Employee/Labor	2.20	1,814.00
P280	Other	0.10	27.50
P300	Structure/Strategy/Analysis	5.60	2,591.00
P400	Initial Document Preparation/Filing	17.90	6,623.00



<b>Task Code</b>	<b>Activity</b>	<b>Hours</b>	<b>Fees</b>
P500	Negotiation/Revision/Responses	4.00	3,000.00
P600	Completion/Closing	8.80	2,799.50
P700	Post-Completion/Post-Closing	0.50	142.50
No Task Code	No Task Code	7.80	2,582.12
	<b>Total:</b>	<b>11,674.70</b>	<b>6,829,486.62</b>

**Exhibit E**

**SUMMARY OF EXPENSES BY CATEGORY  
FOR THE PERIOD OCTOBER 19, 2009 THROUGH MAY 31, 2010**

<b>Description</b>	<b>Billed Amount</b>
Delivery Services	7,071.62
Out-of-Town Travel	509.65
Filing/Recording Fees	17,430.50
Transcripts	10,646.85
Witness Expenses	80.00
Local Travel	1,148.38
Meals	27,569.54
Off-site Duplicating	14,804.89
Long Distance Telephone	454.16
Facsimile	96.94
Color Photocopying	3,971.25
Lexis Charges	9,160.53
Westlaw Charges	71,077.31
Duplicating	22,037.40
Internet Services	77.16
Car Service/Taxi	19,794.05
Hotel	21,298.43
Rail Service	2,340.00
Mileage Reimbursement/Parking	1,304.00
Air Fare	61,531.15
Car Rental	866.50
Court Costs	2,404.00
Video Cassettes	30.00
Temporary Personnel	140,765.00
On-Line Researching	2,178.32
Luncheon Meeting	2,064.71
Commercial Printing	2,311.70
Document Retrieval	229.45
Courtlink	108.59
<b>Total</b>	<b>\$ 443,362.08</b>

**Exhibit F**

Time Entries and Itemized Expenses

**Exhibit G**

Declaration/Certification