

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

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In re:	§	
	§	
GAINESVILLE HOSPITAL DISTRICT	§	Case No. 17-40101
D/B/A NORTH TEXAS MEDICAL	§	Chapter 9
CENTER	§	
	§	
Debtor.	§	<b><u>HEARING DATE: July 18, 2018</u></b>
		<b><u>HEARING TIME: 3:45 p.m.</u></b>

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**THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS’ MOTION FOR VALIDATION AND APPROVAL OF COMPENSATION FOR SERVICES AND REIMBURSEMENT FOR EXPENSES OF SILLS CUMMIS & GROSS P.C.**

TO THE HONORABLE BRENDA T. RHOADES, U.S. BANKRUPTCY JUDGE:

Sills Cummis & Gross P.C. (“Sills Cummis”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), the duly-appointed committee of unsecured creditors in the above-captioned bankruptcy case of Gainesville Hospital District d/b/a North Texas Medical Center (the “Debtor”), respectfully requests entry of an order validating and approving Sills Cummis’s fees for its professional services and reimbursement for its expenses for the time period July 1, 2017 through June 30, 2018 (the “Motion”). In support of this Motion, Sills Cummis submits the following:

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
  
2. On January 27, 2017 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 9 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of Texas (the “Bankruptcy Court”), thereby commencing the above-captioned municipal debt adjustment case (the “Bankruptcy

Case”). The Bankruptcy Court held a hearing on February 28, 2017 on the Debtor’s qualification under the Bankruptcy Code, and on March 1, 2017, the Bankruptcy Court entered its *Order for Relief* [Dkt. No. 77].

3. On February 1, 2017, the United States Trustee formed the Committee in the Bankruptcy Case [Dkt. No. 38]. On February 21, 2017, the Committee filed its *Application to Retain and Employ Sills Cummis & Gross P.C. as Attorneys for the Official Committee of Unsecured Creditors of Gainesville Hospital District Effective as of February 7, 2017* [Dkt. No. 63] (the “Retention Application”).

4. On April 10, 2017, the Bankruptcy Court entered an *Order Approving Application to Retain and Employ Sills Cummis & Gross P.C. as Attorneys for the Official Committee of Unsecured Creditors of Gainesville Hospital District Effective as of February 7, 2017* [Dkt. No. 108] (the “Retention Order”), a copy of which is attached as Exhibit 1 to the accompanying Exhibit A, the *Declaration of Andrew H. Sherman in Support of the Official Committee of Unsecured Creditors’ Motion for Validation and Approval of Compensation for Services and Reimbursement for Expenses of Sills Cummis & Gross P.C.*

5. The Retention Order provides in pertinent part that “Sills [Cummis] shall be compensated and its expenses reimbursed by the Debtor pursuant to 11 U.S.C. § 943(b) upon confirmation of a plan of adjustment filed herein, or otherwise consented to by the Debtor[.]” (Retention Order, p.2.)

6. All services for which compensation is requested by Sills Cummis were performed for or on behalf of the Committee pursuant to the Retention Application and the Retention Order.

7. On July 28, 2017, the Debtor initiated a bond validation suit (the “Validation

Petition”) in the form of an adversary proceeding by filing its *Original Complaint/Petition for Expedited Declaratory Judgment* [Adv. Case No. 17-04072, Dkt. No. 1] (the “Validation Petition Date”) with the Bankruptcy Court.

8. The Validation Petition sought to establish and validate the Debtor’s authority to issue limited tax general obligation refunding bonds, from time to time in one or more series as may be necessary (the “Bonds”), pursuant to Chapter 1207 of the Texas Government Code, to restructure and refinance the Debtor’s general or special obligations identified in the Validation Petition (the “Obligations”).

9. After a hearing on the Validation Petition on August 21, 2017 the Bankruptcy Court entered the Declaratory Judgment (the “Judgment”) [Adv. Case No. 17-04072, Dkt. No. 22] on August 22, 2017, authorizing the Debtor to issue Bonds to restructure and refinance the Debtor’s Obligations.

10. The Judgment provides, among other things, as follows:

Article 717k-3 of Vernon’s Annotated Texas Civil Statutes (“717k-3”), approved and effective on June 14, 1969, was in effect at the time of the Election<sup>[1]</sup> and applies to the [Debtor]. 717k-3 was later codified under Chapter 1207, Texas Government Code (together with its predecessor statute, 717-k-3, the “Refunding Law”).

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The following obligations qualify as general or special obligations of the [Debtor] under the Refunding Law and may lawfully be paid with refunding bonds issued pursuant to the [Debtor’s] powers under the Refunding Law:

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(c) The Prepetition and Unpaid Postpetition Obligations,

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<sup>1</sup> Capitalized terms in this paragraph 10 that are otherwise undefined in this Motion shall have the meanings ascribed to them in the Judgment.

consisting of (1) other Budgeted Expenses, Employee Obligations, Prepetition Obligations, and other postpetition obligations that are not paid by either the DIP Loan or Subsequent DIP Indebtedness[,] (2) the associated costs and fees related to such obligations under the Chapter 9 Proceeding, and (3) issuance costs of the Bonds refunding such obligations.

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Upon a satisfactory showing to this Court that the amounts the [Debtor] is obligated to pay in satisfaction of one or more of the Obligations<sup>[2]</sup> which, in whole or in part, do not qualify for immediate refunding at the time this Court signs its final judgment prayed for herein, are at that time (1) due and owing in the amounts submitted, (2) sufficiently definite to qualify for refunding under the Refunding Law, and (3) that such amounts do not exceed the “not to exceed” amounts set forth in the [Validation] Petition, such amounts, by a signed and entered order of this Court, will be deemed legally binding, incontestable liabilities of the [Debtor], the [Debtor] may issue Bonds that meet the requirements of the parameters heretofore established[.]

(Judgment, ¶¶ 7, 16, 16(c), (hhh).)

11. As set forth in the Validation Petition and the Judgment, the Debtor is authorized to issue Bonds to restructure and refinance the Prepetition and Unpaid Postpetition Obligations, in the aggregate principal amount “not to exceed” \$6,000,000. (Validation Petition, p.33; Judgment, ¶ (dd).)

12. In accordance with the Judgment, Sills Cummis submits this Motion for the Bankruptcy Court’s validation and approval of its fees and expenses for the time period July 1, 2017 to June 30, 2018 for payment as Prepetition and Unpaid Postpetition Obligations.

13. As set forth in detail on the invoice attached to the Sherman Declaration as Exhibit 2, Sills Cummis incurred a total of \$29,068.00 in fees and \$41.73 in expenses on behalf of the Committee in connection with legal services rendered from July 1, 2017 to June 30, 2018.

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<sup>2</sup> Defined in the Judgment as including Prepetition and Unpaid Postpetition Obligations. (Judgment, ¶ 16(f).)

14. Sills Cummis submits that the Debtor is obligated to pay to Sills Cummis a total of \$29,068.00 for professional services rendered as \$41.73 for reimbursement for its expenses during the time period July 1, 2017 through June 30, 2018, and that such amounts, which were not due and owing at the time of the entry of the Judgment, are currently due and owing.

15. Sills Cummis further submits that such amounts, which are “Prepetition and Unpaid Postpetition Obligations” as defined in the Judgment, (i) are sufficiently definite to qualify for refunding under the Refunding Law, and (ii) when taken together with all other applicable Prepetition and Unpaid Postpetition Obligations, will not require the Debtor to issue Bonds in an aggregate principal amount of more than \$6,000,000 in order to be restructured and refinanced in accordance with the Judgment.

16. Sills Cummis has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity in connection with the matters covered by this Motion during the relevant period. There is no agreement or understanding between Sills Cummis and any other person other than the Members, Of Counsel, and/or Associates of Sills Cummis for the sharing of compensation to be received for services rendered in this Bankruptcy Case.

17. Sills Cummis reserves the right to amend the amounts listed in this Motion, or file supplements or amendments thereto, in the event that additional professional services were rendered or costs incurred during the applicable period or otherwise that were not included in this Motion or any other application, if expenses incurred or payments received which were either not processed in advance of this Motion or inadvertently not requested or taken into account, or for any other reason. In the event such amendments or supplements are required, Sills Cummis reserves the right to seek such additional fees or expenses in any fee application.

WHEREFORE, Sills Cummis respectfully requests that the Bankruptcy Court (a) grant its Motion for validation and approval of compensation for its services in the amount of \$29,068.00 and reimbursement of its expenses in the amount of \$41.73 for the time period July 1, 2017 through June 30, 2018 as Prepetition and Unpaid Postpetition Obligations and (b) order that such amounts are deemed legally binding, incontestable liabilities of the District, and that the District may issue Bonds to satisfy the Prepetition and Unpaid Postpetition Obligations that meet the requirements of the parameters established in the Judgment, including the \$29,068.00 in compensation and \$41.73 in expenses requested by Sills Cummis.

Dated: July 12, 2018

MUNSCH HARDT KORF & HARR, P.C.  
500 N. Akard Street, Suite 3800  
Dallas, Texas 75201-6659  
Telephone: (214) 855-7500  
Facsimile: (214) 855-7584  
E-mail: [klippman@munsch.com](mailto:klippman@munsch.com)

By: /s/ Kevin M Lippman  
Kevin M. Lippman  
Texas Bar No. 00784479

-and-

SILLS CUMMIS & GROSS P.C.  
One Riverfront Plaza  
Newark, NJ 07102  
Telephone: (973) 643-7000  
Facsimile: (973) 643-6500  
E-mail: [asherman@sillscummis.com](mailto:asherman@sillscummis.com)

By: /s/ Andrew H. Sherman  
Andrew H. Sherman  
*Admitted Pro hac vice*

ATTORNEYS FOR THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on the 12th day of July, 2018, he caused a true and correct copy of the foregoing to be served electronically on those parties requesting electronic service through the Court's ECF system.

/s/ Thomas Berghman  
Thomas D. Berghman, Esq.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

In re:	§	
	§	
GAINESVILLE HOSPITAL DISTRICT	§	Case No. 17-40101
D/B/A NORTH TEXAS MEDICAL	§	
CENTER	§	
	§	Chapter 9
Debtor.	§	

**DECLARATION OF ANDREW H. SHERMAN IN SUPPORT OF THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS’ MOTION FOR  
VALIDATION AND APPROVAL OF COMPENSATION FOR SERVICES AND  
REIMBURSEMENT FOR EXPENSES OF SILLS CUMMIS & GROSS P.C.**

I, Andrew H. Sherman, hereby declare the following under penalty of perjury:

1. I am over 21 years of age and am competent to make this declaration under penalty of perjury (the “Declaration”). I am a Member of Sills Cummis & Gross P.C. (“Sills Cummis”), counsel to the Official Committee of Unsecured Creditors in this Bankruptcy Case.<sup>1</sup>

2. This Declaration is made in connection with *The Official Committee of Unsecured Creditors Motion for Validation and Approval of Compensation for Services and Reimbursement of Expenses of Sills Cummis & Gross P.C.* (the “Motion”), dated July 10, 2018, requesting payment of compensation and reimbursement of expenses for the period commencing July 1, 2017 through and including June 30, 2018.

3. I declare that I have read the Motion.

4. I declare that Sills Cummis was retained as counsel to the Committee by Order entered on April 10, 2017, effective as of February 7, 2017, to represent the Committee in this Bankruptcy Case.

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<sup>1</sup> All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.



5. I declare that the professional services rendered and expenses incurred during the time period July 1, 2017 through June 30, 2018 for and on behalf of the Committee pursuant to the Retention Application and the Retention Order (a copy of which is attached hereto as Exhibit A), set forth in detail on the invoice attached hereto as Exhibit B, are summarized as follows:

<u>Applicable Time Period</u>	<u>Fees</u>	<u>Expenses</u>
July 1, 2017 – June 30, 2018	\$29,068.00	\$41.73

6. I declare that, to the best of my knowledge, information, and belief, formed after reasonable inquiry, and based, among other things, on my review of the Judgment and representations of the Debtor’s attorneys in this Bankruptcy Case, the compensation and expense reimbursement sought in the Motion were not due and owing at the time of the entry of the Judgment, and are currently due and owing.

7. I declare that, to the best of my knowledge, information, and belief, formed after reasonable inquiry, and based, among other things, on my review of the Judgment and representations of the Debtor’s attorneys in this Bankruptcy Case, the compensation and expense reimbursement sought in the Motion (i) are “Prepetition and Unpaid Postpetition Obligations” of the Debtor as defined in the Judgment; (ii) sufficiently definite to qualify for refunding under the Refunding law; and (iii) when taken together with all other applicable Prepetition and Unpaid Postpetition Obligations, will not require the Debtor to issue Bonds in an aggregate principal amount of more than \$6,000,000 in order to be restructured and refinanced in accordance with the Judgment.

8. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge. If I were called to testify, I would testify competently to the facts set forth in this Declaration. I am authorized to submit this Declaration on behalf of the Committee.

**FURTHER AFFIANT SAYETH NAUGHT.**

Signed: /s/ Andrew H. Sherman  
Andrew H. Sherman

# **EXHIBIT 1**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

In re:	§	
	§	
	§	Case No. 17-40101
GAINESVILLE HOSPITAL DISTRICT	§	
D/B/A NORTH TEXAS MEDICAL CENTER,	§	Chapter 9
	§	
Debtor.	§	
	§	
	§	

**ORDER APPROVING APPLICATION TO RETAIN AND EMPLOY  
SILLS CUMMIS & GROSS P.C. AS ATTORNEYS FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS OF GAINESVILLE  
HOSPITAL DISTRICT EFFECTIVE AS OF FEBRUARY 7, 2017**  
[Related Docket Nos. 63, 85, 86, 87, 91, 95]

CAME ON FOR HEARING, on March 28, 2017 (the “Hearing”), the *Application to Retain and Employ Sills Cummis & Gross P.C. As Attorneys for the Official Committee of Unsecured Creditors of Gainesville Hospital District Effective as of February 7, 2017* [Doc. 63] (the “Application”), filed by the Official Committee of Unsecured Creditors (the “Committee”), whereby the Committee seeks authority to employ Sills Cummis & Gross P.C. (“Sills”) as its bankruptcy counsel in the above-styled and numbered Chapter 9 bankruptcy case (the “Bankruptcy Case”) of Gainesville Hospital District d/b/a North Texas Medical Center (the “Debtor”).

On March 6, 2017, the Debtor filed its *Limited Objection to Application for Order Authorizing Employment of Munsch Hardt Kopf & Harr, P.C., as Attorneys for the Official Committee of Unsecured Creditors and Application to Retain and Employ Sills Cummis & Gross P.C. as Attorneys for the Official Committee of Unsecured Creditors* [Doc. No. 85] (the “Debtor’s Objection”). On March 21, 2017, the Attorney General of Texas (the “Texas AG”)

filed its *Limited Objection to Application for Order Authorizing Employment of Munsch Hardt Kopf & Harr, P.C., as Attorneys for the Official Committee of Unsecured Creditors and Application to Retain and Employ Sills Cummis & Gross P.C. as Attorneys for the Official Committee of Unsecured Creditors and Joinder in Debtor's Objection Thereto* [Doc. No. 87] (the "Texas AG Objection"). On March 27, 2017, UHS of Delaware, Inc. filed its *Joinder in Debtor's and Attorney General of Texas' Limited Objections to Application for Order Authorizing Employment of Munsch Hardt Kopf & Harr, P.C., as Attorneys for the official Committee of Unsecured Creditors and Application to Retain and Employ Sills Cummis & Gross P.C. as Attorneys for the Official Committee of Unsecured Creditors* (the "UHS Objection", together with the Debtor's Objection and the Texas AG Objection, the "Objections") [Doc. No. 95].

The Court, having considered the Application, the Objections, the arguments made and the evidence presented at the hearing on the Application, and after finding that service and notice of the Application and the hearing thereon was sufficient and appropriate under the circumstances, and that Sills is disinterested and has no conflict of interest with respect to representing the Committee, and after due deliberation thereon, concludes that the Application should be approved. Accordingly, it is hereby:

ORDERED that the Application is APPROVED as provided herein; it is further

ORDERED that the Committee is authorized to retain and employ Sills as its bankruptcy counsel effective as of February 7, 2017 pursuant to 11 U.S.C. §§ 901(a), 1102(a)(1) and 1103(a); it is further

ORDERED that Sills shall be compensated and its expenses reimbursed by the Debtor pursuant to 11 U.S.C. § 943(b) upon confirmation of any plan of adjustment filed herein, or

otherwise consented to by the Debtor; and it is further

ORDERED that this Order is without prejudice to the right of the Debtor or any other party in interest to object to the reasonableness of any of the fees or services for which compensation may be sought by Sills; it is further

ORDERED that the Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Application.

Signed on 4/10/2017

 SR  
\_\_\_\_\_  
HONORABLE BRENDA T. RHOADES,  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT 2**

**SILLS CUMMIS & GROSS**

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Gainesville Hospital Official Committee  
 of Unsecured Creditors  
 c/o Morrison Management Specialists, Inc.  
 Attn: Jerry G. Carpenter, Committee Chairman  
 4721 Morrison Drive, Suite 300  
 Mobile, AL 36609

FEI # 22-1920331

Re: Creditors' Committee

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For legal services rendered through June 30, 2018.

				HOURS
<b>104 - CASE ADMINISTRATION</b>				
07/07/17	AHS	104	Call with Committee re: case status and bond issues and follow up re: same with counsel for Debtor.	0.80
07/07/17	BM	104	Attend committee conference call.	0.70
07/10/17	AHS	104	Prepare for and attend call with counsel for Debtor re: refunding litigation and notice issues.	0.70
07/31/17	BM	104	Prepare a report to Committee regarding declaratory judgment action and case status.	0.80
08/16/17	BM	104	Analysis of issues and responses to opposition to Debtor's request for entry of declaratory judgment in connection with issuance of refunding bonds.	1.20
		104	Call with Debtor's counsel regarding coordination of trial in declaratory judgment action.	0.70
10/25/17	BM	104	Prepare update to Committee regarding status of bond issuance.	0.50



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01/31/18	AHS	104	Emails re: alleged termination of management agreement.	0.30
02/07/18	AHS	104	Email to Committee re: claim issues and management company status.	0.30
02/07/18	BM	104	Attend to issues regarding debtor's termination of existing management agreement, negotiation of a new management agreement and conducting the next round of bond issuance to pay remaining claims.	1.20
04/05/18	AHS	104	Update call with counsel to the Debtor and review of email to Committee.	0.30
06/12/18	LFH	104	Analyze case administration issues and fee validation issues and review docket regarding same.	0.60

**TASK TOTAL 104 8.10 4,189.50**

**105 - CLAIMS ADMINISTRATION AND OBJECTIONS**

07/06/17	AHS	105	Review of draft petition as circulated and emails with Debtor's counsel re: same; identify issues re: open trade payables and notice issues.	1.10
07/06/17	BM	105	Analysis regarding claims reconciliation process.	0.80
07/07/17	BM	105	Attend to issues regarding claims reconciliation process.	0.90
07/13/17	AHS	105	Review and revise draft creditor notice and circulate same to Debtor for review.	0.40
07/13/17	BM	105	Attend to issues regarding debt validation lawsuit and claims reconciliation process in the bankruptcy case.	1.10

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07/20/17	BM	105	Attend to issues regarding debt validation action.	0.80
09/07/17	BM	105	Attend to issues regarding Debtor's bond issuance process and reconciliation of claims of trade creditors.	0.80
10/26/17	AHS	105	Review of documents re: bond issuance and stipulation with AG and call with co-counsel re: hearing; calls with counsel for Debtor re: payment of claims and bond issues.	0.80
10/27/17	BM	105	Attend to issues regarding payment of claims from the proceeds of the first bond issue.	1.30
10/31/17	AHS	105	Emails re: resolution of disputed claims and bond issues.	0.30
11/01/17	BM	105	Attend to issues regarding process for reconciliation of disputed general unsecured claims.	0.60
11/03/17	AHS	105	Calls and emails re: disputed claim issues and email to Committee re: same.	0.40
11/03/17	BM	105	Attend to issues regarding claims reconciliation process.	0.80
11/17/17	AHS	105	Call with counsel for Debtor re: disputed claim issues, reconciliation issues and email to Committee re: process to resolve disputed claims.	0.70
11/17/17	BM	105	Attend to issues regarding claims reconciliation process.	0.70
12/08/17	AHS	105	Calls and emails re: disputed claim issues.	0.30
01/10/18	BM	105	Attend to issues regarding claims reconciliation process.	1.10

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06/19/18	LFH	105	Analyze fee validation issues and review draft fee validation motion.	0.50	
<b>TASK TOTAL 105</b>				<b>13.40</b>	<b>6,983.00</b>
<b>107 - FEE/EMPLOYMENT APPLICATIONS</b>					
12/01/17	BM	107	Analysis regarding Committee's response to Debtor's motion to pay Debtor's professionals.	0.70	
04/16/18	LFH	107	Review and analyze judgment and case documents regarding fee validation issues.	0.70	
		107	Analyze fee validation issues.	0.80	
04/17/18	LFH	107	Review fee statements, adversary proceeding judgment, and related documents with respect to bond proceeds and fee validation issues.	1.20	
		107	Analyze fee validation and related motion issues.	0.70	
		107	Prepare and revise fee validation motion.	2.90	
		107	Prepare declaration in support of fee validation motion.	0.90	
04/19/18	LFH	107	Revise fee validation motion.	1.40	
		107	Analyze fee validation issues and review judgment and relevant case documents regarding same.	0.60	
<b>TASK TOTAL 107</b>				<b>9.90</b>	<b>3,980.50</b>

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**109 - FINANCING**

07/06/17	BM	109	Prepare a list of questions/information requests to debtor in connection with proposed bond refunding process and validation lawsuit.	0.70
		109	Analysis regarding debtor's proposed petition for declaratory judgment in connection with issuance of refunding bonds and ancillary documents.	2.90
		109	Analysis of issues regarding impact of debtor's proposed petition for declaratory judgment on creditors and due process issues.	1.40
07/07/17	BM	109	Attend to issues regarding Committee's concerns in connection with proposed declaratory judgment action.	1.30
07/11/17	BM	109	Attend to issues regarding debtor's proposed petition for declaratory judgment in connection with issuance of refunding bonds and ancillary documents.	1.30
07/13/17	BM	109	Attend to revisions of proposed form of notice of commencement of declaratory judgment adversary proceeding.	0.70
07/14/17	BM	109	Attend to issues regarding notice and claims reconciliation process in connection with issuance of refunding bonds.	1.10
07/17/17	BM	109	Attend to issues regarding proposed declaratory action in connection with issuance of refunding bonds.	1.20
07/18/17	BM	109	Attend to issues regarding proposed notice of commencement of debt validation lawsuit and reservation of rights.	1.10

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07/26/17	BM	109	Attend to issues regarding declaratory judgment action.	0.70	
07/31/17	BM	109	Analysis regarding filed declaratory judgment action in connection with issuance of refunding bonds and ancillary documents.	1.40	
08/15/17	AHS	109	Calls and emails with K. Lippman re: upcoming hearing and strategy issues.	0.40	
08/21/17	AHS	109	Prepare for and attend hearing regarding declaratory judgment by telephone and follow up with K. Lippman re: same re: next steps for Committee.	4.80	
10/23/17	BM	109	Analysis regarding debtor's motion to authorize issuance of first series of bonds.	0.80	
10/25/17	BM	109	Analysis regarding proposed stipulation in connection with issuance of first series of bonds and motion to approve same.	1.80	
11/17/17	BM	109	Analysis of issues regarding issuance of second tranche of bonds.	0.80	
11/28/17	BM	109	Analysis of issues regarding debtor's motion regarding second bond issuance.	1.20	
<b>TASK TOTAL 109</b>				<b>23.60</b>	<b>12,202.00</b>

**110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)**

07/28/17	AHS	110	Review of complaint as filed and emails re: same.	0.30	
08/14/17	BM	110	Attend to issues regarding Committee's position in connection with declaratory judgment hearing.	1.10	
08/16/17	BM	110	Analysis of Debtor's proposed witness and exhibit lists for declaratory action trial.	0.20	

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08/18/17	BM	110	Analysis regarding AG's response to declaratory judgment complaint.	0.50	
08/21/17	BM	110	Analysis of opposition to request for entry of declaratory judgment order in the debt validation lawsuit.	1.30	
<b>TASK TOTAL 110</b>				<b>3.40</b>	<b>1,713.00</b>

<b>TOTAL FEES</b>	<b>58.40</b>	<b>\$29,068.00</b>
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**TASK CODE SUMMARY**

104	Case Administration	8.10	4,189.50
105	Claims Administration and Objections	13.40	6,983.00
107	Fee/Employment Applications	9.90	3,980.50
109	Financing	23.60	12,202.00
110	Litigation (Other than Avoidance Action Litigation)	3.40	1,713.00

<b>TOTAL FEES</b>	<b>58.40</b>	<b>\$29,068.00</b>
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**FEE RECAP**

BM	Boris Mankovetskiy	\$495.00	36.20	17,919.00	
AHS	Andrew H. Sherman	\$595.00	11.90	7,080.50	
LFH	Lucas F. Hammonds	\$395.00	10.30	4,068.50	
<b>TOTAL FEES</b>				<b>58.40</b>	<b>\$29,068.00</b>

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 NEWARK, NEW JERSEY 07102-5400  
 (973) 643-7000

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## DISBURSEMENT DETAIL

### E105

07/07/17	E105	Telephone	6.82
07/10/17	E105	Telephone	2.87
08/11/17	E105	Telephone	2.17
11/17/17	E105	Telephone	2.08
04/05/18	E105	Telephone	1.49

### E106

12/13/17	E106	Online research	0.70
12/13/17	E106	Online research	2.70
12/13/17	E106	Online research	0.30
12/13/17	E106	Online research	0.10
12/13/17	E106	Online research	0.70
12/13/17	E106	Online research	2.30
04/16/18	E106	Online research	0.10
04/16/18	E106	Online research	0.90
04/16/18	E106	Online research	2.90
04/16/18	E106	Online research	0.90
04/16/18	E106	Online research	0.30
04/17/18	E106	Online research	0.10
04/17/18	E106	Online research	3.00
04/17/18	E106	Online research	2.90
04/17/18	E106	Online research	0.30
04/17/18	E106	Online research	0.10
04/17/18	E106	Online research	2.90
04/17/18	E106	Online research	0.90
04/17/18	E106	Online research	1.10

# SILLS CUMMIS & GROSS

A PROFESSIONAL CORPORATION

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04/17/18	E106	Online research	0.10
04/17/18	E106	Online research	0.70
04/17/18	E106	Online research	2.30
<b>TOTAL DISBURSEMENTS</b>			<b>\$41.73</b>

**DISBURSEMENT RECAP**

<b>Code</b>	<b>Description</b>	<b>Units</b>	<b>Total</b>
E105	Telephone	5.00	15.43
E106	Online research	263.00	26.30
<b>TOTAL DISBURSEMENTS</b>			<b>\$41.73</b>

**TOTAL THIS INVOICE** **\$29,109.73**