

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

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 TENTH
INTERIM FEE APPLICATION FOR
COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT
OF COSTS AND EXPENSES
INCURRED AS COUNSEL TO THE
RECEIVER FOR THE PERIOD FROM
APRIL 1, 2019 THROUGH JUNE 30,
2019**

Motion Day: September 16, 2019

Objection Deadline: September 3, 2019

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 April 1, 2019 through June 30, 2019

Amount of compensation sought as actual, reasonable, and necessary \$1,353.60

Amount of expense reimbursement sought as actual, reasonable, and necessary \$1,711.61

This is an interim application.

Fees and Expenses Requested by Month

<u>Time Period</u>	<u>Fees Requested</u>	<u>Expenses Requested</u>
April 1, 2019 through April 30, 2019	\$1,116.00	\$1,255.78
May 1, 2019 through May 31, 2019	\$0.00	\$455.83
June 1, 2019 through June 30, 2019	\$237.60	\$0.00
<u>TOTAL</u>	\$1,353.60	\$1,711.61

Compensable Time by Professional
From April 1, 2019 through June 30, 2019

<u>Professional</u>	<u>Title</u>	<u>Grad. Year</u>	<u>Hours</u>	<u>Fees</u>
Cochran, Ryan K.	Partner	2000	0.3	\$118.80
Roth, Blake D.	Partner	2009	4.6	\$1,116.00
Malcom, Brian J.	Partner	2008	0.4	\$118.80

Compensation by Project Category
From April 1, 2019 through June 30, 2019

<u>Project Category</u>	<u>Hours</u>	<u>Fees</u>
Pre-Trial Pleadings and Motions; Court Mandated Conferences (L230)	0.4	\$118.80
Pre-Trial Pleadings and Motions; Other Written Motions/Submissions (L250)	4.6	\$1,116.00
Analysis and Advice (C300)	0.3	\$118.80

Expense Summary
From April 1, 2019 through June 30, 2019

<u>Month</u>	<u>Expense</u>	<u>Amount</u>
April 2019	Database Hosting - Review - User Licenses	\$413.14
April 2019	Air Courier Service	\$16.36
April 2019	Database Hosting - Review - User Licenses	\$413.14
April 2019	Database Hosting - Review - User Licenses	\$413.14
May 2019	UPS Shipping	\$42.69
May 2019	Database Hosting - Review - User Licenses	\$413.14

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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;
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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 TENTH INTERIM FEE
APPLICATION FOR COMPENSATION
FOR SERVICES RENDERED AND
REIMBURSEMENT OF COSTS AND
EXPENSES INCURRED AS COUNSEL
TO THE RECEIVER FOR THE
PERIOD FROM APRIL 1, 2019
THROUGH JUNE 30, 2019**

Motion Day: September 16, 2019

Objection Deadline: September 3, 2019

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 April 1, 2019 through June 30, 2019 (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. Pursuant to the Receiver Order, the Receiver has had exclusive jurisdiction and control over:

- a. Senior Solutions of Social Circle, LLC, Montgomery ALF, LLC and all of their respective assets, since entry of the Receiver Order;
- b. Oxtan Place of Douglas, LLC, d/b/a Oxtan Real Estate of Douglas, LLC, Gainesville ALF, LLC, and all of their respective assets, since January 25, 2017; and
- c. Waterford Place ALF, LLC and all of its assets, since April 6, 2017;
- d. Savannah ALF, LLC and all of its assets, since April 12, 2017;
- e. Rome ALF, LLC, Columbus ALF, LLC, and all of their respective assets, since April 26, 2017; and
- f. Opelika ALF, LLC and all of its respective assets, since June 2, 2017.

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

4. Since the Receiver’s appointment, the Receiver undertook a marketing and sale process for the assets comprising the Receivership Estate, took 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, which efforts culminated in the sale of substantially all assets of the Receivership Estate.

5. 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.

6. 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.

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

8. 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.

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

10. 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.

11. 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.

12. 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.

13. Attached as **Exhibit A** to this application are computerized time records reflecting the services provided by Waller during the Application Period.

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

15. To date, Waller has not taken any draws or otherwise been paid for services rendered to the Receiver during the Application Period.

DESCRIPTION OF SERVICES AND EXPENSES FOR APRIL 2019

16. During April 2019, Waller spent 3.6 hours providing services to the Receivership Estate, resulting in \$1,116.00 in fees and \$1,255.78 in expenses.

17. The services rendered by Waller during April 2019 were rendered by Waller professionals as follows:

<u>Professional</u>	<u>Hours</u>	<u>Fees</u>
Blake D. Roth	3.6	\$1,116.00

18. The services rendered by Waller during April 2019 were categorized by project category as follows:

<u>Project Category</u>	<u>Hours</u>	<u>Fees</u>
Pre-Trial Pleadings and Motions; Other Written Motions/Submissions (L250)	3.6	\$116.00

19. All services rendered by Waller during April 2019 were billed under general matters, billable evenly across each Receivership Entity.

20. The expenses incurred by Waller in connection with the services provide in April 2019 were as follows:

<u>Expense</u>	<u>Amount</u>
Database Hosting - Review - User Licenses	\$413.14
Air Courier Service	\$16.36
Database Hosting - Review - User Licenses	\$413.14
Database Hosting - Review - User Licenses	\$413.14

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

22. True and exact copies of Waller’s computerized records reflecting the foregoing are attached to this Interim Fee Application as Exhibit A and are incorporated in this paragraph by reference.

23. The services provided by Waller as set forth above are set forth in greater detail in the computerized records in Exhibit A.

DESCRIPTION OF SERVICES AND EXPENSES FOR MAY 2019

24. During May 2019, Waller spent 1.0 hours providing services to the Receivership Estate, resulting in \$0.00 in fees and \$455.83 in expenses.

25. The services rendered by Waller during May 2019 were rendered by Waller professionals as follows:

<u>Professional</u>	<u>Hours</u>	<u>Fees</u>
Roth, Blake D.	1.0	\$0.00

26. The services rendered by Waller during May 2019 were categorized by project category as follows:

<u>Project Category</u>	<u>Hours</u>	<u>Fees</u>
Pre-Trial Pleadings and Motions; Other Written Motions/Submissions (L250)	1.0	\$0.00

27. All services rendered by Waller during May 2019 were billed under general matters, billable evenly across each Receivership Entity.

28. The expenses incurred by Waller in connection with the services provide in May 2019 were as follows:

<u>Expense</u>	<u>Amount</u>
UPS Shipping	\$42.69
Database Hosting - Review - User Licenses	\$413.14

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

30. True and exact copies of Waller's computerized records reflecting the foregoing are attached to this Interim Fee Application as Exhibit A and are incorporated in this paragraph by reference.

31. The services provided by Waller as set forth above are set forth in greater detail in the computerized records in Exhibit A.

DESCRIPTION OF SERVICES AND EXPENSES FOR JUNE 2019

32. During June 2019, Waller spent 0.7 hours providing services to the Receivership Estate, resulting in \$237.60 in fees and \$0.00 in expenses.

33. The services rendered by Waller during June 2019 were rendered by Waller professionals as follows:

<u>Professional</u>	<u>Hours</u>	<u>Fees</u>
Ryan K. Cochran	0.3	\$118.80
Brian J. Malcom	0.4	\$118.80

34. The services rendered by Waller during June 2019 were categorized by project category as follows:

<u>Project Category</u>	<u>Hours</u>	<u>Fees</u>
Pre-Trial Pleadings and Motions; Court Mandated Conferences (L230)	0.4	\$118.80
Analysis and Advice (C300)	0.3	\$118.80

35. All services rendered by Waller during June 2019 were billed with respect to Montgomery ALF, LLC.

36. No expenses were incurred by Waller in connection with the services provide in June 2019.

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

38. True and exact copies of Waller's computerized records reflecting the foregoing are attached to this Interim Fee Application as **Exhibit A** and are incorporated in this paragraph by reference.

39. The services provided by Waller as set forth above are set forth in greater detail in the computerized records in **Exhibit A**.

TERMS AND CONDITIONS OF COMPENSATION

40. 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.

41. 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.

42. 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."

43. 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.

44. 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 **\$1,353.60** 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 **\$1,711.61** incurred in the rendering of such professional services on behalf of the Receiver during the Application Period.

45. During the Application Period, Waller rendered **5.3** hours of professional services, resulting in legal fees in the amount of **\$1,353.60** and associated reasonable and necessary expenses in the amount of **\$1,711.61**.

46. 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.

47. 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.

48. 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.

49. 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.

50. 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.

51. 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.

52. 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.

53. 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.

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

55. 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

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

57. The computerized time records reflecting the services provided by Waller during the Application Period are attached as **Exhibit A** to this Interim Fee Application.

CALCULATION OF TIME AND FEES

58. As set forth above, this Interim Fee Application covers the time period from April 1, 2019 through June 30, 2019.

59. 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.

60. As set forth in the attached exhibits, Waller's professionals and paraprofessionals have spent a total of **5.3** hours providing necessary legal services for the Receiver.

61. As a result, Waller requests compensation in the amount of **\$1,353.60** for actual, necessary legal services performed, all as set forth in greater detail above and in **Exhibit A** to this Interim Fee Application.

62. In addition, Waller has expended the sum of **\$1,711.61** for actual, necessary expenses incurred in representing the Receiver, all as set forth in greater detail above and in **Exhibit A** to this Interim Fee Application.

63. 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.

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

65. 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.

66. 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

67. 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.

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

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

NO PRIOR REQUEST

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

CONCLUSION

71. 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 B**, approving this Interim Fee Application.

Dated: August 15, 2019

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

WALLER LANSDEN DORTCH & DAVIS, LLP

Blake D. Roth

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

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Counsel for the Receiver

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SECURITIES AND EXCHANGE
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DWAYNE EDWARDS; TODD BARKER;
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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-

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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 August, 2019, 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 Tenth Interim Fee Application for Compensation for Services Rendered and Reimbursement of Costs and Expenses Incurred as Advisor to the Receiver for the Period From April 1, 2019 Through June 30, 2019* 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
beachcaremanagement@gmail.com

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

Dated: August 15, 2019

/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
ryan.cochran@wallerlaw.com

Counsel for the Receiver

EXHIBIT A
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

May 17, 2019
 Invoice 10717661
 Page 1
 Bill Through 04/30/19
 Billing Atty: R. Cochran

Our Matter # 021401.55623
 SEC Receivership

04/02/19	Communicate with T. Brasher and L. Douglas re: quarterly operating report L250	Roth, Blake D	0.10 hrs.	\$ 31.00
04/02/19	Work on quarterly operating report L250	Roth, Blake D	0.90 hrs.	\$ 279.00
04/11/19	Work on quarterly operating report L250	Roth, Blake D	0.20 hrs.	\$ 62.00
04/15/19	Work on quarterly operating report L250	Roth, Blake D	0.50 hrs.	\$ 155.00
04/29/19	Work on quarterly operating report L250	Roth, Blake D	1.10 hrs.	\$ 341.00
04/30/19	Finalize monthly operating report and exhibits to same and coordinate filing and service of same L250	Roth, Blake D	0.80 hrs.	\$ 248.00
Code Total:			3.60 hrs.	\$1,116.00
Total Fees for Professional Services				\$ 1,116.00

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
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Roth, Blake D	310.00	3.60	\$ 1,116.00
TOTAL		<u>3.60</u>	<u>\$ 1,116.00</u>

Disbursements

02/28/19	VENDOR: Lighthouse (Formerly Discovia) INVOICE#: 178663 DATE: 2/28/2019 Database Hosting - Culling - per GB Database Hosting - Review - per GB User Licenses - Relativity	\$ 413.14
03/05/19	Air Courier Service - (std rate) - Atlanta, GA, Georgia Secretary of State, February 22, 2019, (Hannah Hayes)	\$ 16.36
03/31/19	VENDOR: Lighthouse (Formerly Discovia) INVOICE#: 179497 DATE: 3/31/2019 Database Hosting - Culling - per GB Database Hosting - Review - per GB User Licenses - Relativity	\$ 413.14
04/30/19	VENDOR: Lighthouse (Formerly Discovia) INVOICE#: 180318 DATE: 4/30/2019 Database Hosting - Culling Database Hosting - Review User Licenses - Relativity	\$ 413.14
	Total Disbursements	\$ 1,255.78
	Total Fees and Disbursements on This Invoice	\$ 2,371.78
	PLEASE REMIT TOTAL AMOUNT DUE	\$ 2,371.78

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

June 19, 2019
 Invoice 10721503
 Page 1
 Bill Through 05/31/19
 Billing Atty: R. Cochran

Our Matter # 021401.55623
 SEC Receivership

05/15/19	(No Charge) Draft quarterly fee applications and coordinate filing and service of same L250	Roth, Blake D	1.00 hrs.	\$ 0.00
	Code Total:		1.00 hrs.	\$0.00
	Total Fees for Professional Services			\$ 0.00

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Roth, Blake D	310.00	1.00	\$ 0.00
TOTAL		1.00	\$ 0.00

Disbursements

05/15/19	UPS Shipping: Next Day Air Commercial, 5/15/2019, From Deborah A. Liles To Hon. Steven C. Manni Usdc District Of New Jersey, Newark, NJ,	\$ 42.69
05/31/19	VENDOR: Lighthouse (Formerly Discovia) INVOICE#: 181181 DATE: 5/31/2019 Database Hosting - Culling Database Hosting - Review User Licenses - Relativity	\$ 413.14

Total Disbursements.....	\$ 455.83
Total Fees and Disbursements on This Invoice	\$ 455.83
PLEASE REMIT TOTAL AMOUNT DUE	\$ 455.83

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

July 8, 2019
 Invoice 10723491
 Page 1
 Bill Through 06/30/19
 Billing Atty: R. Cochran

Our Matter # 021401.66399

Bank of Oklahoma Receivership Order (Montgomery)

06/10/19	Status update to L. Calligas and W. Jones (BOKF counsel) ahead of state court status conference C300	Cochran, Ryan K	0.30 hrs.	\$ 118.80
	Code Total:		0.30 hrs.	\$118.80
06/24/19	Prepare and plan for status conference set by court L230	Malcom, Brian J.	0.40 hrs.	\$ 118.80
	Code Total:		0.40 hrs.	\$118.80
Total Fees for Professional Services				\$ 237.60

Summary of Fees

Timekeeper	Rate / Hr	Hours	Amount
Cochran, Ryan K	396.00	0.30	\$ 118.80
Malcom, Brian J.	297.00	0.40	\$ 118.80
TOTAL		0.70	\$ 237.60
Total Fees and Disbursements on This Invoice			\$ 237.60
PLEASE REMIT TOTAL AMOUNT DUE			\$ 237.60

EXHIBIT B
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 TENTH INTERIM FEE APPLICATION FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF COSTS
AND EXPENSES INCURRED AS COUNSEL TO THE RECEIVER
FOR THE PERIOD FROM APRIL 1, 2019 THROUGH JUNE 30, 2019**

Upon consideration of *Waller Lansden Dortch & Davis, LLP's Tenth Interim Fee Application for Compensation for Services Rendered and Reimbursement of Costs and Expenses Incurred as Advisor to the Receiver for the Period From April 1, 2019 Through June 30, 2019*

(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 \$3,065.21, including compensation for necessary professional services rendered to the Receiver in the amount of \$1,353.60 and reimbursement for actual and necessary costs and expenses in the amount of \$1,711.61; and it is further
3. **ORDERED** that the Receiver is authorized to pay Applicant \$2,794.49 (such amount being \$1,353.60 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 \$1,711.61 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 \$2,794.49 without further order of this court at such times as the Receiver determines in his absolute discretion, 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: _____, 2019 _____

¹ Capitalized terms used in this order and not otherwise defined shall have the meanings ascribed to them in the Application.
4845-5607-6700.1