

1 SCOTT B. COHEN, SBA #014377
2 PATRICK A. CLISHAM, SBA #023154
3 **ENGELMAN BERGER, P.C.**
2800 NORTH CENTRAL AVENUE, SUITE 1200
PHOENIX, ARIZONA 85004

4 Ph: (602) 271-9090
5 Fax: (602) 222-4999
Email: sbc@eblawyers.com
Email: pac@eblawyers.com

6 Counsel for Debtor and Debtor in Possession
7 Continental Country Club, Inc., an Arizona Non-profit
corporation

8 **IN THE UNITED STATES BANKRUPTCY COURT**
9 **FOR THE DISTRICT OF ARIZONA**

10 In re:

11 CONTINENTAL COUNTRY CLUB,
12 INC., an Arizona Non-profit corporation,
13

14 EIN 86-0414438

15 Debtor.

Chapter 11 Proceeding

Case No. 3:21-bk-00956-EPB

16
17 **ENGELMAN BERGER, P.C.'S SEVENTH INTERIM APPLICATION**
18 **FOR ALLOWANCE AND PAYMENT OF FEES AND REIMBURSEMENT**
19 **OF EXPENSES FOR SERVICES RENDERED**
20 **AS BANKRUPTCY COUNSEL FOR THE DEBTOR**
21
22
23
24
25
26
27

SUMMARY

Applicant:	Engelman Berger, P.C.
Providing Professionals Services to:	Debtor
Date of Retention:	February 9, 2021
Period for which compensation is sought:	February 1, 2022 – March 31, 2022
Amount of compensation sought:	\$30,045.00
Amount of expense reimbursement sought:	\$4,091.21
Total hours billed during Seventh Application Period:	75.10
Summary of Timekeepers and Hours During Seventh Application Period:	
Scott B. Cohen, Partner	14.10 hours @ \$500/hr - \$ 7,050.00
Patrick A. Clisham, Partner	40.30 hours @ \$450/hr - \$18,135.00
Bradley D. Pack, Partner	3.60 hours @ \$400/hr - \$ 1,440.00
Cindy K. Solomon, Paralegal	17.10 hours @ \$200/hr - \$ 3,420.00
TOTAL:	\$30,045.00
Previously sought compensation:	\$58,002.00 under first interim application \$70,497.00 under second interim application \$20,895.00 under third interim application \$71,065.00 under fourth interim application \$58,485.00 under fifth interim application \$70,933.00 under sixth interim application
Previously sought expense reimbursement:	\$4,307.58 under first interim application \$1,767.03 under second interim application \$ 35.25 under third interim application \$2,345.37 under fourth interim application \$3,282.98 under fifth interim application \$8,859.95 under sixth interim application
Previously billed hours	161.60 under first interim application 176.10 under second interim application 57.10 under third interim application

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

	173.60 under fourth interim application 158.20 under fifth interim application 167.30 under sixth interim application
Amount paid to date:	\$62,309.58 under first interim application \$72,264.03 under second interim application \$20,930.25 under third interim application \$73,410.37 under fourth interim application \$61,767.98 under fifth interim application \$79,792.95 under sixth interim application
Retainer Funds Held by Engelman Berger, P.C.	\$-0-
Total compensation and expense reimbursement sought under EB Fee Application:	Fees: \$30,045.00 Costs: \$ 4,091.21 TOTAL: \$34,136.21

1 Engelman Berger, P.C. (“EB”), counsel for the Debtor and Debtor-in-Possession
2 Continental Country Club, Inc. (“Debtor”) hereby submits its seventh interim application for
3 allowance and payment of fees and reimbursement of expenses for services rendered as co-
4 counsel for the Debtor (the “Application”). This Application is submitted pursuant to 11 U.S.C.
5 §§330, 331, 503(a) and (b), and Rule 2016(a), Fed.R.Bankr.P.

6 In this Application, EB seeks: (1) approval and allowance of \$30,045.00 in fees and
7 \$4,091.21 in costs for a total of \$34,136.21, incurred from February 1, 2022 through March 31,
8 2022 (the “Seventh Application Period”); and (2) an order directing the Debtor to pay the
9 approved fees and costs, provided funds are available and such payment does not prejudice
10 other administrative claims of the estate. Any Order approving fees awarded by the Court
11 pursuant to this interim Application shall be interlocutory and subject to re-examination and
12 adjustment by the Court during the course of bankruptcy case, and the Court may order
13 disgorgement of any interim fees paid by the Debtor. The failure of a creditor or party in
14 interest, including Debtor, to object to this Application shall not preclude them from asserting
15 such objections upon EB’s filing of a final fee application.

16 In support of this Application, EB has submitted a detailed, itemized summary of the
17 services provided to the Debtor, which is attached hereto as **Exhibit “A”** and incorporated
18 herein by this reference, and states as follows:

19 **I. FACTS AND PROCEDURAL HISTORY**

20 **A. Parties and Jurisdiction.**

21 1. This Court has subject matter jurisdiction pursuant to 28 U.S.C. § 1334. This
22 Application constitutes a core proceeding under 28 U.S.C. § 157(b)(2). Venue is proper in this
23 Court pursuant to 28 U.S.C. §§ 1408 and 1409.

24 2. On February 9, 2021 (the “Petition Date”), the Debtor filed a voluntary petition
25 for relief under Chapter 11, Title 11, United States Code (the “Bankruptcy Code”).

26 3. No trustee, examiner, or official committee of unsecured creditors has been
27 appointed to date.

1 4. The Debtor applied to the Court for retention of EB as its bankruptcy counsel and
2 by order entered February 12, 2021, the Court approved the appointment of EB as the Debtor's
3 counsel. [DE 22].

4 5. EB made application for interim approval of its fees and costs from the Petition
5 Date through March 31, 2021, and by Order dated May 22, 2021 at DE 118, the Court approved
6 and allowed said fees and costs, subject to final order of the Court.

7 6. EB made application for interim approval of its fees and costs from April 1, 2021
8 through May 31, 2021, and by Order dated July 25, 2021 at DE 159, the Court approved and
9 allowed said fees and costs, subject to final order of the Court.

10 7. EB made application for interim approval of its fees and costs from June 1, 2021
11 through July 31, 2021, and by Order dated September 13, 2021 at DE 179, the Court approved
12 and allowed said fees and costs, subject to final order of the Court.

13 8. EB made application for interim approval of its fees and costs from August 1,
14 2021 through September 30, 2021, and by Order dated November 17, 2021 at DE 220, the Court
15 approved and allowed said fees and costs, subject to final order of the Court.

16 9. EB made application for interim approval of its fees and costs from October 1,
17 2021 through November 30, 2021, and by Order dated January 14, 2022 at DE 267, the Court
18 approved and allowed said fees and costs, subject to final order of the Court.

19 10. EB made application for interim approval of its fees and costs from December 1,
20 2021 through January 31, 2022, and by Order dated March 7, 2022 at DE 293, the Court
21 approved and allowed said fees and costs, subject to final order of the Court.

22 11. During the Seventh Application Period, EB performed services on the Debtor's
23 behalf, with the primary focus continuing to be advancement toward a consensual plan of
24 reorganization. A more detailed explanation of the work performed by EB can be found on
25 Exhibit A hereto.

26 12. Additionally, EB incurred out-of-pocket expenses on behalf of the Debtor for
27 necessary items set forth on Exhibit A hereto, which EB charged at the actual rates incurred

1 without markup.

2 13. EB has provided all of its monthly billing statements to the Debtor.

3 14. In accordance with the Order authorizing the Debtor to employ EB, EB has
4 received no payment directly from the Debtor for the fees and expenses incurred during the
5 Seventh Application Period.

6 **II. STATUS OF THE BANKRUPTCY CASE**

7 15. Since the Petition Date, Debtor has been managing its affairs and assets as
8 “debtor-in-possession.” The Debtor has made a concerted effort to implement promptly its
9 reorganization. In that regard, EB has assisted the Debtor with taking considerable action in
10 this Reorganization Case since the Filing Date, which actions are described in detail on
11 Exhibit “A” hereto. The Debtor met its deadline for filing its plan and disclosure statement,
12 and is actively taking steps to obtain approval of the disclosure statement and acceptances of
13 the plan.

14 16. EB is aware that Krupnik & Speas, PLLC, Debtor’s duly-appointed Special HOA
15 Counsel, and Warner Angle Hallam Jackson & Formanek PLC, duly-appointed Special
16 Litigation Counsel for the Debtor, have filed interim fee applications, which have been
17 approved by the Court, and said professionals will be filing further interim and final fee and
18 expense applications in this matter.

19 **III. ALLOWANCE OF COMPENSATION**

20 17. EB submits that the legal services rendered by it to the Debtor constitute a
21 substantial contribution to the estate, and EB is therefore entitled to compensation from the
22 estate, pursuant to § 330 of the Bankruptcy Code. The professional services rendered by EB
23 have required the expenditure of substantial time and effort. In total, more than **75 recorded**
24 **hours** have been devoted to this case by partners, associates, and staff of EB during the Seventh
25 Application Period. The average rate charged by EB for this matter, excluding paralegal time
26 is **\$459.00**. This Application seeks approval and payment of all amounts due and owing under
27 the attached billing statements.

1 18. Under the Bankruptcy Code, it is clear that the compensation a law firm would
2 receive in matters other than a reorganization case is a relevant standard for fixing the amount
3 of compensation allowed in a Chapter 11 case. The allowance and payment of fees sought
4 herein by EB is reasonable in light of compensation for comparable services for non-
5 reorganization cases,¹ and consistent with compensation paid to other law firms in the Phoenix
6 metropolitan area for legal services in comparable cases. EB submits that it has rendered
7 valuable professional services that have benefited, and will continue to benefit, the bankruptcy
8 estate and other parties-in-interest.

9 19. EB does not seek an allowance of compensation from the estate for any services
10 unrelated to the Debtor's case, or for any services not directly relating to the matters described
11 in the Application.

12 20. EB submits that all services rendered in this case have been at the request of the
13 Debtor and have been reasonable and necessary to protect the interests of the estate.

14 **WHEREFORE**, EB respectfully requests the entry of an order: (1) approving and
15 allowing \$30,045.00 in fees and \$4,091.21 in costs for a total of \$34,136.21 incurred during the
16 Seventh Application Period (from February 1, 2022 through March 31, 2022); (2) an order
17 directing the Debtor to pay the approved and allowed fees and costs, provided funds are
18 available and such payment does not prejudice other administrative claims of the estate; and (3)
19 directing that the fees awarded by the Court pursuant to this interim Application shall be
20 interlocutory and subject to re-examination and adjustment by the Court during the course of
21 bankruptcy case, and that the failure of a creditor or party in interest, including Debtor, to object
22 to this Application shall not preclude them from asserting such objections upon EB's filing of
23 a final fee application.

24
25
26
27 ¹ In addition to its representation of parties in Chapter 11 cases, EB maintains a general
law practice in areas of business law, civil litigation, and Debtor/creditor law.

EXHIBIT A

HISTORY BILL

Engelman Berger, P.C.
2800 North Central Avenue
Suite 1200
Phoenix, AZ 85004

Date: 04/11/2022
Page: 1

Invoice submitted to:
Continental Country Club, Inc.

Regarding: Continental Country Club, Inc.

Date	Description	Hours	Rate	Amount
ADVERSARY LITIGATION				
03/01/2022	SBC Communicate (with client) updated client reps on settlement talks.	0.50	500.00	250.00
03/01/2022	SBC Appear for/attend conference call regarding settlement with Warren including prep for call.	1.00	500.00	500.00
SUBTOTAL:		1.50		750.00
BUSINESS OPERATIONS				
03/17/2022	SBC Communicate (with client) emails to and from Tahilia re flood certificate for Sunwest (.2); Emails to and from Alissa for Sunwest re Flood certificate (.2).	0.40	500.00	200.00
SUBTOTAL:		0.40		200.00
CASE ADMINISTRATION				
02/01/2022	CKS Receive notification from attorney for Dr. Marshall Block of change in address on creditor list and edit creditor list.	0.10	200.00	20.00
02/02/2022	PAC Exchange with T. Murray concerning disclosures for 2021 financials.	0.20	450.00	90.00
02/03/2022	PAC Exchange with K. Mitchell concerning executive session minutes (.2); exchange with client and counsel for Sunwest concerning insurance certificates (.2).	0.40	450.00	180.00
02/07/2022	PAC Exchange with K. Rushing concerning Home Depot collection notice.	0.20	450.00	90.00
02/08/2022	PAC Review collection notice from Home Depot and call with collector concerning same.	0.20	450.00	90.00
02/14/2022	PAC Exchanges with client and Sunwest concerning status of flood cert requested.	0.20	450.00	90.00
02/16/2022	CKS Review draft of monthly operating report from K. Rushing and U.S. Trustee's Instructions for preparing same, and respond to K. Rushing's questions re same.	0.40	200.00	80.00
02/18/2022	CKS Review and assemble January 2022 monthly operating report and all exhibits for approval by P. Clisham and court filing.	1.50	200.00	300.00
02/18/2022	PAC Exchanges with client concerning monthly operating reporting and status of flood insurance (.2); call with T. Murray concerning flood insurance (.2).	0.40	450.00	180.00
02/22/2022	PAC Review and comment on draft form of operating report.	0.20	450.00	90.00
02/22/2022	CKS Upload January 2022 monthly operating report with all exhibits with Court and email to T. Murray for posting to portal.	0.40	200.00	80.00
02/25/2022	PAC Exchanges with T. Murray concerning flood insurance quote.	0.20	450.00	90.00
02/28/2022	PAC Exchange with client and broker concerning flood insurance.	0.20	450.00	90.00
03/01/2022	PAC Exchanges with client and Sunwest concerning status of flood	0.20	450.00	90.00

HISTORY BILL

Engelman Berger, P.C.
2800 North Central Avenue
Suite 1200
Phoenix, AZ 85004

Date: 04/11/2022
Page: 2

Invoice submitted to:
Continental Country Club, Inc.

Regarding: Continental Country Club, Inc.

Date	Description	Hours	Rate	Amount
03/09/2022	CKS insurance and pending certs. Receive notification from homeowner D. Wiegers that address has changed and edit same in Creditor Maintenance with Bankruptcy Court.	0.10	200.00	20.00
03/09/2022	PAC Multiple exchanges with counsel for Southwest, client and broker concerning flood cert request.	0.40	450.00	180.00
03/15/2022	CKS Review Official Report 426 regarding ownership in FGMC filed in August 2021 and email to K. Rushing re next report to be filed.	0.10	200.00	20.00
03/16/2022	BDP Review of notice of appeal and analyze impact on plan proceedings.	1.00	400.00	400.00
03/18/2022	PAC Review draft monthly reporting for February (.2); review and approve FGMC affiliate report for filing (.2).	0.40	450.00	180.00
03/18/2022	CKS Follow-up email to K. Rushing re 6-month report due on ownership of FGMC (.1); receive report from K. Rushing, review, and email to P. Clisham re approval of same for court filing (.2).	0.30	200.00	60.00
03/21/2022	CKS Review and assemble monthly operating report for Feb., 2022 and provide to P. Clisham for approval for court filing (1.5); upload same with Court and upload periodic report on FGMC, and request all be posted to portal (.5).	2.00	200.00	400.00
SUBTOTAL:		9.10		2,820.00

CASH COLLATERAL LITIGATION

03/17/2022	PAC Exchanges with client and counsel for Sunwest concerning updated cash collateral budget.	0.30	450.00	135.00
SUBTOTAL:		0.30		135.00

CLAIMS ADMINISTRATION & OBJECTIONS

02/15/2022	CKS Lodge with Court the Order Approving Compromise of claims with Flagstaff Golf Assoc. dba Aspen Valley Golf, with notice of lodging same.	0.30	200.00	60.00
02/22/2022	SBC Review/analyze Order approving Compromise with Aspen and circulated same.	0.40	500.00	200.00
SUBTOTAL:		0.70		260.00

EXECUTORY CONTRACTS

02/15/2022	PAC Prepare for hearing on Aspen compromise (.3); participate on hearing re: Aspen/City of Flagstaff contracts (.3); revise and finalize draft form of order for same (.3).	0.90	450.00	405.00
02/23/2022	PAC Exchanges with counsel for Aspen concerning order on	0.20	450.00	90.00

MMR

HISTORY BILL

Engelman Berger, P.C.
2800 North Central Avenue
Suite 1200
Phoenix, AZ 85004

Date: 04/11/2022
Page: 3

Invoice submitted to:
Continental Country Club, Inc.

Regarding: Continental Country Club, Inc.

Date	Description	Hours	Rate	Amount
	compromise.			
02/25/2022	PAC Exhcanges with R. Nussbaum and client group concerning implementation of Aspen settlement (.3); revise and circulate final draft operating agreement for FGMC (.3).	0.60	450.00	270.00
03/02/2022	SBC Review/analyze LFO ruling and ramifications for plan, strategy, litigation, etc.	1.10	500.00	550.00
03/02/2022	PAC Review and analyze ruling on LFO rejection issue (.4); email exchanges with client and co-counsels concerning same (.3).	0.70	450.00	315.00
03/02/2022	BDP Review ruling on motion to reject and draft proposed order re same; email to W Stapleton re same.	0.60	400.00	240.00
03/03/2022	PAC Exchanges with client concerning FGMC operating agreement and related issues (.2); exchange with client concerning assumption and payment of water contract and cure amount (.2).	0.40	450.00	180.00
03/07/2022	BDP Review order rejecting settlement agreement and legal research whether rejection order is final for purposes of appeal.	0.60	400.00	240.00
03/07/2022	PAC Review entered order granting rejection motion and setting status hearing (.1); consider plan timing and strategy related to same (.2).	0.30	450.00	135.00
03/08/2022	PAC Prep for and participate on call with A. Shaw concerning ruling on LFO rejection and implications for Travelers.	1.00	450.00	450.00
03/09/2022	PAC Review and markup draft of Things to Know for client related to Lake Elaine settlement rejection.	0.40	450.00	180.00
03/16/2022	SBC Communicate (with client) emails to Kathy and Jon regarding appeal.	0.30	500.00	150.00
03/16/2022	SBC Review/analyze Notice of Appeal filed by LFOs.	0.50	500.00	250.00
03/17/2022	BDP Analyze budget for appeal and effect on plan proceedings.	0.40	400.00	160.00
03/30/2022	BDP Work on statement of additional items to include in record on appeal.	1.00	400.00	400.00
SUBTOTAL:		9.00		4,015.00

FEE/EMPLOYMENT APPLICATIONS

02/03/2022	CKS Draft sixth interim fee and expense applications for Engelman Berger and Krupnik & Speas (fees/costs incurred December 1, 2021 - January 31, 2022) and notices of filing same.	2.60	200.00	520.00
02/03/2022	PAC Review and comment on EB Sixth fee application and related docs.	0.30	450.00	135.00
02/10/2022	PAC Attention to Krupnik fee application and related issues.	0.20	450.00	90.00
02/14/2022	CKS Work on and finalize 6th interim fee/expense application of Krupnik & Speas with notice of filing same, and email to L. Krupnik re redaction of certain billing records (.8); receive new redacted billing records and re-assemble pleadings for court filing, upload same with court and serve on all interested parties with email to T. Murray to post to portal (.5).	1.30	200.00	260.00
02/14/2022	PAC Attention to Krupnik fee application and litigation redaction issue.	0.20	450.00	90.00
02/16/2022	CKS Prepare certificates of no objection and proposed forms of order for	1.60	200.00	320.00

HISTORY BILL

Engelman Berger, P.C.
 2800 North Central Avenue
 Suite 1200
 Phoenix, AZ 85004

Date: 04/11/2022
 Page: 4

Invoice submitted to:
 Continental Country Club, Inc.

Regarding: Continental Country Club, Inc.

Date	Description	Hours	Rate	Amount
	approval of Engelman Berger's and of Krupnik & Speas' sixth interim fee applications.			
03/01/2022	CKS Verify on court docket that no objections were filed to Engelman Berger's sixth fee application and work with P. Clisham to finalize certificate of no objection and order re same.	0.20	200.00	40.00
03/01/2022	PAC Review and comment on CONO and order for EB 6th fee application.	0.20	450.00	90.00
03/08/2022	PAC Review and comment on CONO and order for Krupnik fee application.	0.20	450.00	90.00
03/09/2022	CKS Detailed email to M. Aaron re requirements on billings for MCA Financial's first interim fee application to be prepared.	0.20	200.00	40.00
03/22/2022	CKS Begin preparation of Engelman Berger's seventh interim fee and expense application and notice of filing same (.8); begin preparation of Krupnik & Speas' seventh interim fee and expense application and notice of filing same (.6)..	1.40	200.00	280.00
SUBTOTAL:		8.40		1,955.00

FINANCING

03/18/2022	PAC Review revised cash budget and forward to Sunwest for approval.	0.30	450.00	135.00
SUBTOTAL:		0.30		135.00

LITIGATION

03/02/2022	SBC Communicate (other external) consultant to EB re putative damages for litigation and plan confirmation.	0.20	500.00	100.00
03/03/2022	SBC Review/analyze emails from Warren re settlement and on the motion to reject/order.	0.50	500.00	250.00
03/03/2022	SBC Communicate (other external) with consultant regarding damages, if any, to LFO's, LFO's POC, and proper methodology as well as updated proposals.	0.60	500.00	300.00
03/08/2022	SBC Communicate (other external) with Augustus Shaw re status, litigation in state court, bankruptcy court's jurisdiction, scope of Judge Slayton's jurisdiction based on limited remand, and the Plan.	1.00	500.00	500.00
03/16/2022	SBC Communicate (with client) with consultant regarding damages work.	0.30	500.00	150.00
03/17/2022	SBC Review/analyze negotiation strategy with LFOs.	0.30	500.00	150.00
03/17/2022	SBC Review/analyze ramifications of appeal on plan process.	0.40	500.00	200.00
03/18/2022	SBC Communicate (with client) with Kathy and Jon re status of settlement talks with LOFs' counsel and constructive path forward.	0.70	500.00	350.00
03/18/2022	SBC Communicate (other external) with Warren Stapleton regarding continued efforts to settle the litigation, appeal, and plan dispute (global issues discussed).	1.00	500.00	500.00
03/21/2022	SBC Communicate (with client) regarding engineering costs, plan	1.00	500.00	500.00

HISTORY BILL

Engelman Berger, P.C.
 2800 North Central Avenue
 Suite 1200
 Phoenix, AZ 85004

Date: 04/11/2022
 Page: 5

Invoice submitted to:
 Continental Country Club, Inc.

Regarding: Continental Country Club, Inc.

<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
	options, and litigation.			
SUBTOTAL:		<u>6.00</u>		<u>3,000.00</u>
<u>NEGOTIATIONS</u>				
02/16/2022	SBC Review/analyze emails regarding negotiations with the lakefront homeowners and worked with Patrick Clisham on status and strategy.	0.40	500.00	200.00
SUBTOTAL:		<u>0.40</u>		<u>200.00</u>
<u>PLAN & DISCLOSURE STATEMENT</u>				
02/01/2022	PAC Exchanges with valuation consultant concerning status of plan process (.2); exchanges with K. Mitchell concerning status of lake/scope of work review (.2).	0.40	450.00	180.00
02/07/2022	PAC Prepare for and participate on executive session board meeting concerning lake elaine and plan related issues (2.6); exchanges with W. Stapleton concerning settlement meeting (no charge); attention to retention of engineering and planning consultant for settlement and plan (.3); exchange with client concerning same (.1).	3.00	450.00	1,350.00
02/08/2022	PAC Message exchange and call with W. Stapleton concerning settlement meeting with LFOs (.5); email to client group concerning same (.1).	0.60	450.00	270.00
02/10/2022	PAC Exchanges with W. Stapleton and client concerning LFO meeting planning.	0.30	450.00	135.00
02/11/2022	PAC Call with W. Stapleton concerning proposal for pre-meeting with LFOs (.5); exchanges and call with K. Mitchell concerning same (.3); review and comment on Mitchell drafts to board regarding same (.3); further exchanges with J. Held and K. Mitchell concerning same (.2).	1.30	450.00	585.00
02/12/2022	PAC Exchanges with client and W. Stapleton concerning LFO meeting.	0.20	450.00	90.00
02/13/2022	PAC Multiple exchanges with K. Mitchell and W. Stapleton concerning 2/14 LFO meeting.	0.30	450.00	135.00
02/14/2022	PAC Review Mitchell update on outcome of meeting with LFOs (.2); review strategy for progress on settlement with LFOs (.7).	0.90	450.00	405.00
02/15/2022	PAC Exchanges with client group concerning LFO positions (.3); call with J. Memich concerning status of plan (.2); call with W. Stapleton concerning LFO reaction to latest meeting and further settlement planning (.5); further exchanges with K. Mitchell concerning same (.5); call with K. Mitchell (.3); review and revise draft LFO communication (.5).	2.30	450.00	1,035.00
02/16/2022	PAC Review revised LFO draft communication and further exchanges with Mitchell and Held concerning same (.5); call with K. Mitchell	1.10	450.00	495.00

HISTORY BILL

Engelman Berger, P.C.
 2800 North Central Avenue
 Suite 1200
 Phoenix, AZ 85004

Date: 04/11/2022
 Page: 6

Invoice submitted to:
 Continental Country Club, Inc.

Regarding: Continental Country Club, Inc.

Date	Description	Hours	Rate	Amount
02/17/2022	PAC concerning same (.2); review LFO financial package prepared by Held (.2); exchanges with Held concerning disclosure of same (.2). Multiple exchanges with client regarding meetings with GSI and NCD.	0.40	450.00	180.00
02/18/2022	PAC Exchanges with client group and co-counsel concerning release of financials to LFO in context of settlement.	0.30	450.00	135.00
02/22/2022	PAC Exchanges with K. Mitchell and J. Held concerning LFO approach and related issues (.3); prepare for and participate on executive session board meeting regarding plan and LFO issues (1.4).	1.70	450.00	765.00
02/23/2022	PAC Exchanges with K. Mitchell concerning ongoing settlement communications and estimates.	0.40	450.00	180.00
02/24/2022	PAC Review current status with LFOs and potential cram down plan changes (.4); draft email to W. Stapleton concerning status of discussions and expanded financial disclosures (.2).	0.60	450.00	270.00
02/25/2022	PAC Multiple exchanges with client concerning estimates on plan options and LFO requests.	0.50	450.00	225.00
02/27/2022	PAC Exchanges with clients concerning LFO positioning and responses.	0.30	450.00	135.00
03/01/2022	PAC Prep and call with W. Stapleton concerning current status of LFO discussions (1.0); follow up call with J. Held and K. Mitchell concerning same (.4); review plan strategy with S. Cohen (.3).	1.70	450.00	765.00
03/03/2022	PAC Prep and participate on call with valuation expert concerning LFO damages (.8); exchange with K. Mitchell concerning LFO communications (.2); exchange with W. Stapleton and clients concerning latest settlement postures and map requests (.4).	1.20	450.00	540.00
03/03/2022	SBC Review/analyze plan and disclosure statement issues and timeline in light of the Court's ruling on the Motion to Reject.	0.30	500.00	150.00
03/07/2022	PAC Prepare for and participate on call with J. Held and K. Mitchell concerning LFO negotiations and plan strategy.	1.00	450.00	450.00
03/08/2022	PAC Multiple exchanges with K. Mitchell concerning LFO settlement communications and comments to same.	0.40	450.00	180.00
03/09/2022	PAC Exchanges with K. Mitchell and J. Held concerning latest LFO discussion points and ongoing disagreements.	0.30	450.00	135.00
03/10/2022	PAC Multiple exchanges with Held and Mitchell concerning final comments to TTK and LFO communications.	0.40	450.00	180.00
03/11/2022	PAC Call with counsel for Sunwest concerning status of bankruptcy and plan timing (.3); review update from K. Mitchell on LFO meeting (.2).	0.30	450.00	135.00
03/17/2022	PAC Meeting on strategy related to plan and appeal of LFO decision (.6); multiple exchanges with clients concerning LFO communications and strategy (.3).	0.90	450.00	405.00
03/17/2022	SBC Review/analyze plan drafting options based upon classification and treatment issues.	0.40	500.00	200.00
03/18/2022	PAC Prepare for and participate on call with W. Stapleton concerning status of LFO discussions and plan issues (1.2); call with K. Mitchell and J. Held as follow up to same (.6); preliminary review of cost estimates on plan options (.4); exchanges with client group concerning same (.2).	2.40	450.00	1,080.00

HISTORY BILL

Engelman Berger, P.C.
 2800 North Central Avenue
 Suite 1200
 Phoenix, AZ 85004

Date: 04/11/2022
 Page: 7

Invoice submitted to:
 Continental Country Club, Inc.

Regarding: Continental Country Club, Inc.

Date	Description	Hours	Rate	Amount
03/21/2022	PAC Review and edit Mitchell comments for 3/22 executive session (.3); call with W. Stapleton concerning LFO's attendance at executive session (.3); follow up exchanges with client concerning same (.2); call with J. Held and K. Mitchell regarding plan strategy and related issues (.7).	1.50	450.00	675.00
03/21/2022	CKS Prepare redlined version of First Amended Ch. 11 disclosure statement to include updates on Lake Elaine litigation, including order rejecting settlement agreement and appeal of same.	0.80	200.00	160.00
03/22/2022	PAC Prep for and participate with board in executive session.	0.80	450.00	360.00
03/24/2022	PAC Call with W. Stapleton concerning status of final plan analysis and LFO treatment (.3); review and exchange emails with NCD and client group concerning updated cost estimates for lake solutions (.3).	0.60	450.00	270.00
03/25/2022	PAC Prepare for and and participate on calls with NCD and client group reviewing cost estimates.	1.40	450.00	630.00
03/25/2022	CKS Continue to work on and prepare redlined amendments to Ch. 11 Disclosure Statement (First Amended).	2.00	200.00	400.00
03/28/2022	CKS Continue to redline First Amended Ch. 11 Disclosure Statement relating to actions taken post-bankruptcy.	1.80	200.00	360.00
03/28/2022	SBC Draft/revise amended disclosure statement.	1.10	500.00	550.00
03/29/2022	PAC Prepare draft form of chapter 7 liquidation analysis and email to client group concerning same (1.0); review updates and exchanges on cost estimates from NCD (.2).	1.20	450.00	540.00
03/31/2022	SBC Communicate (other outside counsel) telephone call with Mr. Shaw regarding the status of the SID litigation and the status of appeal and the status of settlement talks.	0.70	500.00	350.00
03/31/2022	SBC Communicate (with client) call with Jon and Kathy re liquidation analysis, plan and engineering issues, and feasibility issues.	1.00	500.00	500.00
03/31/2022	PAC Prepare for and participate on call with client group concerning plan cost estimates and liquidation analysis (1.4); further exchanges with client group concerning updated liquidation analysis (.3); call with A. Shaw regarding Traveler's interest in plan process (.5).	2.20	450.00	990.00
SUBTOTAL:		<u>39.00</u>		<u>16,575.00</u>
TOTAL FEES:		<u>75.10</u>		<u>30,045.00</u>

COST DISBURSEMENTS

02/01/2022	SBC AT&T TeleConference 1/5/2022			19.81
03/21/2022	SBC Natural Channel Design, Inc invoice CCC LE22-1			4,071.40
TOTAL COST DISBURSEMENTS:				<u>4,091.21</u>