

Amount”), that were withheld pursuant to the interim compensation procedures (the “Interim Compensation Procedures”) established by the Court’s order approving the *Motion by Debtors For Administrative Order Establishing Procedures For Interim Compensation And Reimbursement of Expenses of Professionals* [Docket no. 140] (the “Administrative Fee Order”).

These jointly administered cases involve, among other things, eight separate debtors, multiple parcels of real estate, multiple accounts containing millions of dollars in cash and securities, and the myriad contractual, statutory, regulatory and common law claims associated with the construction and operation of a hotel and luxury condominium complex in downtown Boston. With a total of over \$190,000,000 in non-insider claims as of the Petition Date (defined below), the legal and financial restructuring of the Debtors has been complex and contested by its principal creditor, Prudential (as defined below). As a result of M&K’s efforts, these cases have made substantial progress and are nearing a successful reorganization. On May 24, 2011, this Court approved the Debtors’ sale of their Hotel and Garage (as defined below) and approved the Debtors’ disclosure statement. Hearing on the confirmation of the Debtors’ plan of reorganization is scheduled for June 27, 2011.

In support of this application, M&K avers as follows:

JURISDICTION

1. This Court has jurisdiction to hear and determine this application pursuant to 28 U.S.C. §§ 1334 and 157. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue in this district with respect to this proceeding and the Third Application is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On April 28, 2010 (the "Petition Date"), SW Boston, General Trading, Sawyer Corporation, Stuart Street and Auto Sales filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Massachusetts (the "Court").

3. On June 4, 2010 (the "June 4 Petition Date" and with the Petition Date, the "Petition Dates"), General Land, Oliver Street and Arlington Street filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the Court.

4. By orders of the Court dated May 3, 2010 and June 10, 2010, the Debtors' cases are being jointly administered. The Debtors continue to operate as debtors and debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

5. On May 13, 2010, the Office of the United States Trustee appointed an Official Committee of Unsecured Creditors (the "Committee"). No trustee or examiner has been appointed in the Debtors' cases.

6. As of the Petition Date the Debtors' primary asset was a 26-story mixed use, residential, hotel, restaurant and retail building in downtown Boston, Massachusetts (the "W Hotel and Residences"). SW Boston was the owner and operator of the W Hotel and Residences, a building located at 100 Stuart Street, Boston, Massachusetts, that includes the "W" Hotel (the "Hotel"), 122 individual luxury condominium units (the "Condominiums"), a parking garage and valet parking service (the "Garage"), a restaurant and lobby bar (the "Restaurant"), a retail store, a health spa (the "Spa") and a yet to be completed theme bar (the "Theme Bar").

7. The Prudential Insurance Company of America ("Prudential") provided the initial construction financing for the W Hotel and Residences (the "Prudential Loan"). To secure SW

Boston's obligations under the Prudential Loan, SW Boston granted a first mortgage on the W Hotel and Residences. The City of Boston (the "City") provided supplemental financing in the amount of \$10,500,000 (the "City Loan") to fund the completion of the Restaurant, the Spa and the Theme Bar.

8. The remaining Debtors either provide management or related services to the Debtors or provided additional credit support to Prudential or the City on account of the Prudential Loan and/or City Loan:

- a. Auto Sales is a Massachusetts corporation which pledged its cash and marketable securities with an aggregate value of approximately \$224,000 to Prudential to secure SW Boston's obligations under the Prudential Loan;
- b. General Trading is a Massachusetts corporation which does business as Sawyer Enterprises providing administrative services for the Debtors' businesses as well as the businesses of various non-debtor affiliates of the Debtors and which pledged its cash and marketable securities with an aggregate value of approximately \$1.4 million to Prudential to secure SW Boston's obligations under the Prudential Loan;
- c. Stuart Street is a Delaware limited liability company that was formed as a single purpose entity and whose sole asset is its membership interests in SW Boston which it pledged to Prudential to secure SW Boston's obligations under the Prudential Loan;
- d. Sawyer Corporation is a Massachusetts corporation that owns approximately sixty-five percent (65%) of the membership interests in Stuart Street, which it also manages and which pledged cash and marketable securities

with a value of approximately \$6.9 million to Prudential to secure SW Boston's obligations under the Prudential Loan;

e. Oliver Street is a Massachusetts corporation which owns a certain piece of real property with an approximate value of \$2,000,000 and which granted Prudential a first mortgage on such property to secure SW Boston's obligations under the Prudential Loan and granted the City a second mortgage on such property to secure SW Boston's obligations under the City Loan;

f. General Land is a Massachusetts corporation which owns and manages multiple parking lots in Boston, Massachusetts and which granted Prudential a first mortgage on such parking lots to secure SW Boston's obligations under the Prudential Loan and granted the City a second mortgage on the same parking lots to secure SW Boston's obligations under the City Loan; and

g. Arlington Street Trust is a Massachusetts business trust that owns certain commercial real property in Boston, Massachusetts with an approximate value of \$1,850,000 which granted Prudential a first mortgage on such property to secure SW Boston's obligations under the Prudential Loan and the City a second mortgage on such property to secure SW Boston's obligations under the City Loan.

9. Due to, among other things, the global economic crisis, the state of the national capital markets and the accompanying turmoil in the residential real estate market, SW Boston engaged in discussions with Prudential regarding the restructuring of the Prudential Loan to reflect the changes in economic conditions. Unable to reach an agreement with Prudential, the

Debtors filed their Chapter 11 petitions in order to preserve their assets and their opportunity to reorganize.

10. M&K was employed, effective as of the Debtors' respective Petition Dates, as Chapter 11 bankruptcy counsel to the Debtors. M&K's first interim compensation application [Docket No. 313] (the "First Application") requested fees for the period of April 28, 2010 through August 31, 2010 (the "First Application Period") and was approved on November 30, 2010 [Docket No. 403]. M&K's second interim compensation application [Docket No. 444] (the "Second Application") requested fees for the period of September 1, 2010 through December 31, 2010 (the "Second Application Period") and was approved on March 14, 2011 [Docket No. 472]. M&K incorporates herein by reference the First and Second Applications with respect to the historical description of the Debtors.

EVENTS DURING THE THIRD APPLICATION PERIOD

11. The Debtors, assisted by M&K, made substantial progress towards their reorganization during the Third Application Period. Among other things, the Debtors filed a plan and disclosure statement, negotiated and signed an agreement for the sale of the Hotel and Garage for a gross purchase price of \$89,500,000, filed the pleadings necessary to seek Court approval of that sale, negotiated and signed an agreement to resolve the claim of Bovis Lend Lease LMB ("Bovis"), and began the process of addressing Prudential's motion to apply post-petition payments to interest, all while continuing to sell Condominiums, operate the Hotel and administer their respective bankruptcy cases in the face of nearly continuous opposition from Prudential. M&K's services were integral to the progress made by the Debtors.

12. Detailed descriptions of the significant events during the Third Application Period are included in the descriptions of M&K's services, below, but in summary, during the Third

Application Period M&K:

- Researched and analyzed the issues raised in and began drafting an opposition to Prudential's motion to apply post-petition payments to interest;
- Drafted, revised and filed a plan of reorganization (the "Plan") for all eight (8) Debtors, as well as the exhibits to the Plan;
- Drafted, revised and filed a Disclosure Statement in support of the Plan, and assisted the Debtors and their other professionals in the preparation of projections and other exhibits to the Disclosure Statement;
- Researched, drafted and filed SW Boston's brief with respect to Prudential's appeal of the Court's order on the extension of the Debtors' exclusivity period;
- Researched, drafted and filed a motion to dismiss Prudential's appeal of the Court's order denying Prudential's motion for relief from the automatic stay;
- Assisted SW Boston in the sale of the Hotel and Garage, including the preparation of confidentiality agreements and a virtual due diligence room;
- Assisted SW Boston in negotiating an agreement for the sale of the Hotel and Garage for a gross purchase price of \$89,500,000, and assisted SW Boston's special corporate counsel in preparing the purchase and sale agreement relating to that offer;
- Drafted and filed the various pleadings necessary to seek Court approval of the proposed sale of the Hotel and Garage;
- Assisted SW Boston in resolving legal matters attendant to the sale and lease of condominium units; and
- Continued to provide advice to the Debtors' on their financial operations and to assist the Debtors in complying with their duties as Chapter 11 debtors.

RETENTION OF H&K

13. On May 10, 2010, the Debtors filed the *Application to Employ Hanify & King, Professional Corporation as Counsel to the Debtors and Debtors-in-Possession* (the "M&K

Retention Application”)¹. On May 21, 2010, the Court entered an Order approving the M&K Retention Application (the “Order”). A copy of the Order is attached to this application as Exhibit A.

14. On June 18, 2010, the Debtors filed the *Application to Employ Hanify & King, Professional Corporation as Counsel to 30-32 Oliver Street Corporation, 131 Arlington Street Trust and General Land Corporation* (the “Supplemental Application”). On July 7, 2010, the Court entered an Order approving the Supplemental Application (the “Supplemental Order”). A copy of the Supplemental Order is attached to this application as Exhibit B.

15. On June 11, 2010, the Court entered the Administrative Fee Order and established the Interim Compensation Procedures. Pursuant to the Interim Compensation Procedures, professionals are permitted to be paid interim compensation on a monthly basis equal to ninety percent (90%) of fees requested and one hundred percent (100%) of expenses incurred. The Interim Compensation Procedures also provide that payment of the ten percent (10%) of the fees held back on a monthly basis may be requested in an interim fee application.

16. During the Third Application Period, M&K has served four (4) monthly fee statements (collectively the “Fee Statements”) seeking compensation for the services and expenses detailed in this Third Application. No objections to the Fee Statements have been raised. The amounts requested by the Fee Statements are as follows:

¹ Hanify & King, Professional Corporation changed its name to Murphy & King, Professional Corporation as of January 1, 2011.

Monthly Fee Statement Date	Period	100% of Fees and 100% of Expenses	90% of Fees and 100% of Expenses	Amount Paid
February 16, 2011	1/1/11 – 1/31/11	\$116,783.05	\$105,259.00	\$105,259.00
March 15, 2011	2/1/11 – 2/28/11	\$155,125.91	\$139,925.81	\$139,925.81
April 13, 2011	3/1/11 – 3/31/11	\$233,367.99	\$210,250.49	\$210,250.49
May 18, 2011	4/1/11 – 4/30/11	\$120,604.16	\$108,948.66	\$0.00 ²
Totals:		\$625,881.11	\$564,383.96	\$455,435.30

THE APPLICATION

17. M&K requests the entry of an order approving, on an interim basis, its fees for services rendered and its expenses incurred during the Third Application Period. During the Third Application Period, M&K rendered legal services, at its standard hourly billing rates, with a value of \$614,971.50, and incurred expenses in the amount of \$10,909.61, for a total amount of \$625,881.11. M&K rendered 1,347.7 hours of legal services during the Third Application Period at a blended hourly rate of \$456.31.

18. A statement containing the full names, initials, hourly rates and total amount of services provided by each attorney or paraprofessional who provided services in this matter is attached as Exhibit C. A biographical description of each M&K attorney who provided services is attached as Exhibit D. The rates charged by M&K are competitive with the rates charged by other Boston law firms that maintain large commercial bankruptcy practices.

19. Detailed summaries by category of the services rendered by M&K as counsel to the Debtors during the Third Application Period are attached Exhibits E through M. These

² It is assumed for purposes of this Third Application that ninety percent (90%) of M&K's fees and one hundred percent of its expenses for the April Fee Statement will be paid in due course according to the Interim Compensation Procedures, no objection to M&K's April Fee Statement having been received from the notice parties pursuant to the Interim Compensation Procedures.

detailed time records include: (i) the dates of all services rendered; (ii) detailed descriptions of the services rendered; (iii) the amount of time spent on the services, broken into detail; and (iv) the identity of the person rendering the services.

20. All services rendered by M&K for the Debtors during the Third Application Period were performed in connection with its representation of the Debtors in these Chapter 11 cases.

21. M&K also requests reimbursement of expenses incurred in connection with its representation of the Debtors during the Third Application Period. Disbursements have been summarized into one billing category and broken out by type and amount. A summary of disbursements is set forth in attached Exhibit N.

SERVICES RENDERED

22. The categories of services performed by M&K during the Third Application Period are as follows:

- I. *Services Relating to Matters Associated with Secured Claims (Exhibit E);*
- II. *Services Relating to Business Operations and Hotel and Garage Management (Exhibit F);*
- III. *Services Relating to Condo Sales and Asset Dispositions (Exhibit G);*
- IV. *Services Relating to Claims Administration and Resolution (Exhibit H);*
- V. *Services Relating to Plan and Disclosure Statement (Exhibit I);*
- VI. *Services Relating to Appeals (Exhibit J);*
- VII. *Services Relating to Hotel Sale (Exhibit K);*
- VIII. *Services Relating to Case Administration (Exhibit L);*
- IX. *Services Relating to Fee Statements and Applications (Exhibit M).*

23. Pursuant to MLBR 2016-1(d), a narrative description of the services performed by M&K follows.

Category I
Services Relating to Matters Associated with Secured Claims
(Exhibit E)

24. The first category of services rendered by M&K relates to matters associated with secured claims asserted against the Debtors.

25. During the Third Application Period, Prudential filed its *Motion of the Prudential Insurance Company of America For an Order Authorizing the Application of Payments Received During the Chapter 11 Cases to Payment of Postpetition Interest Pursuant to Section 506(b) of the Bankruptcy Code* (the "Motion to Pay Interest"). In the Motion to Pay Interest, Prudential asserts that it has been over-secured since the Petition Date, and is therefore entitled to apply the post-petition payments made by SW Boston to approximately \$23.6 million in post-petition interest. Since the Motion to Pay Interest implicates the amount of Prudential's claim, its resolution is an important part of the Debtors' bankruptcy cases and may affect the dividend to other creditors.

26. The issues raised in the Motion to Pay Interest implicate a range of factual and legal questions. Befitting a pleading with the potential impact of the Motion to Pay Interest, M&K conducted the extensive research necessary to analyze the legal questions in the Motion to Pay Interest. M&K worked with the Debtors and their professionals to address the factual questions raised in the Motion to Pay Interest, and to determine how the factual questions fit with the legal analysis provided by M&K. M&K reviewed and provided advice with respect to the factual analyses prepared by the Debtors' other professionals.

27. In an effort to both streamline the process of resolving the Motion to Pay Interest and to explore the possibility of an amicable resolution of that motion, M&K held various discussions with counsel to Prudential covering a range of issues relating to procedural and

factual issues associated with the Motion to Pay Interest.

28. M&K began to draft the Debtors' objection to the Motion to Pay Interest.

29. In rendering services relating to Matters Associated with Secured Claims, M&K attorneys and paralegals expended 75 hours for requested compensation at their adjusted and usual hourly rates of \$33,670, for an average hourly rate of \$448.93.

30. Pursuant to MLBR 2016-1(d)(1), the following summary chart is provided in connection with this category of services:

Attorney/Paralegal	Initials	Hourly Rate	Hours	Amount
Charles R. Bennett	CRB	\$575.00	3.7	\$2,127.50
D. Ethan Jeffery	DEJ	\$475.00	22.4	\$10,640.00
Harold B. Murphy	HBM	\$575.00	9.1	\$5,232.50
John C. Elstad	JCE	\$410.00	37.1	\$15,211.00
Margaret K. Pate	MKP	\$170.00	2.7	\$459.00
		TOTAL	75.0	\$33,670.00

Category II
Services Relating to Business Operations and Hotel and Garage Management
(Exhibit F)

31. The second category of services rendered by M&K relates to the Debtors' business operations and the third party management of the Hotel and Garage.

32. SW Boston was primarily operated pursuant to a number of third-party contracts relating to the Hotel, the Garage, the Restaurant and the Spa (the "Hotel and Amenities"). Third-party managers conduct the day-to-day operations of the Hotel and Amenities, collect funds from customers and compensate vendors on behalf of SW Boston.

33. In order to ensure orderly operation of the Hotel and Amenities during the Third

Application Period, M&K worked with SW Boston to address and resolve issues raised by the third-party managers. M&K provided advice and counsel to the Debtors relating to the operation of their businesses, their ongoing obligations to vendors and their dealings with creditors as well as other operational issues arising from the Chapter 11 filings following the Petition Date.

Significant time was spent negotiating modifications to the restaurant management agreement, which would ultimately play a significant role in the Hotel sale. M&K's efforts in this regard remained aimed at reducing costs and increasing revenue for the W Hotel and Residences.

34. In rendering services relating to Business Operations and Hotel and Garage Management, M&K attorneys and paralegals expended 33.9 hours for requested compensation at their adjusted and usual hourly rates of \$15,887.50, for an average hourly rate of \$468.66.

35. Pursuant to MLBR 2016-1(d)(1), the following summary chart is provided in connection with this category of services:

Attorney/Paralegal	Initials	Hourly Rate	Hours	Amount
Charles R. Bennett, Jr.	CRB	\$575.00	.3	\$172.50
D. Ethan Jeffery	DEJ	\$475.00	3.2	\$1,520.00
Harold B. Murphy	HBM	\$575.00	13.0	\$7,475.00
John C. Elstad	JCE	\$410.00	3.1	\$1,271.00
Jonathan F.X. O'Brien	JFO	\$380.00	13.3	\$5,054.00
Kathleen E. Cross	KEC	\$395.00	1.0	\$395.00
		TOTAL	33.9	\$15,887.50

Category III
Services Relating to Condo Sales and Asset Dispositions
(Exhibit G)

36. The third category of services rendered by M&K relates to the Debtors' asset dispositions and sales of condominium units.

37. The Condominium portion of the W Hotel and Residences include 122 luxury condominium units, with pre-construction pricing ranging from \$600,000 to over \$4,000,000. During the First Application Period, M&K filed a motion and obtained Court authority (the "Unit Sale Order") to continue to sell condominium units in the ordinary course of business, and in accordance with the procedure established by the parties. During the Third Application Period, M&K continued to work with SW Boston and its special real estate conveyancing counsel and the Debtors' real estate professionals in accordance with procedures established between and among the Debtors and Prudential for the efficient closing of post-petition condominium unit sales. M&K has continued, following the Petition Date, to assist where necessary to address bankruptcy and creditor related issues. During the Third Application Period, seven (7) condominium units were sold.

38. In rendering services relating to Condo Sales and Asset Dispositions, M&K attorneys expended 110.0 hours for requested compensation at their customary and usual hourly rates of \$53,427.50, for an average hourly rate of \$485.70.

39. Pursuant to MLBR 2016-1(d)(1), the following summary chart is provided in connection with this category of services:

Attorney/Paralegal	Initials	Hourly Rate	Hours	Amount
Charles R. Bennett	CRB	\$575.00	.6	\$345.00
D. Ethan Jeffery	DEJ	\$475.00	56.0	\$26,600.00
Harold B. Murphy	HBM	\$575.00	27.8	\$15,985.00
John C. Elstad	JCE	\$410.00	25.3	\$10,373.00
Thomas P. Harrison	TPH	\$415.00	.3	\$124.50
		TOTAL	110.0	\$53,427.50

Category IV
Services Relating to Claims Administration and Resolution
(Exhibit H)

40. The fourth category of services rendered by M&K relates to administration and resolution of claims asserted against the Debtors.

41. During the Third Application Period, M&K continued to work to resolve the claims of Bovis, the general contractor of the W Hotel and Residences. Bovis and SW Boston were parties to a prepetition contract for the construction of the Restaurant, Spa, heating, ventilation and air conditioning system and the Theme Bar.

42. While the base portions of the W Hotel and Residences were completed prior to the Petition Dates, certain punch list work and remaining build-out construction on the Spa was completed post-petition. In some instances, Bovis performed post-petition work on the W Hotel and Residences. In other instances, SW Boston employed other contractors. Due to among other things, changes in the City of Boston building code which required significant design changes and raised permitting issues, construction of the Theme Bar was halted soon after commencement.

43. Bovis asserted a claim for amounts due prior to the Petition Date in the

approximate amount of \$2,500,000. M&K engaged Bovis in negotiations concerning its asserted claims and successfully reached a resolution of such claims. M&K drafted a stipulation with Bovis and motion to approve same, which was approved by the Court on March 30, 2011. The resolution of Bovis' claims permitted SW Boston to obtain warranties for the building and to proceed with the Theme Bar Construction.

44. During the Third Application Period, M&K also conducted a preliminary analysis of other claims asserted against the Debtors' estate and engaged in discussions with creditors.

45. In rendering services relating to Claims Administration, M&K attorneys expended 110.8 hours for requested compensation at their customary and usual hourly rates of \$46,633.50, for an average hourly rate of \$420.88.

46. Pursuant to MLBR 2016-1(d)(1), the following summary chart is provided in connection with this category of services:

Attorney/Paralegal	Initials	Hourly Rate	Hours	Amount
Charles R. Bennett	CRB	\$575.00	.8	\$460.00
Christopher M. Condon	CMC	\$355.00	56.0	\$19,880.00
D. Ethan Jeffery	DEJ	\$475.00	33.4	\$15,865.00
Harold B. Murphy	HBM	\$575.00	13.8	\$7,935.00
John C. Elstad	JCE	\$410.00	4.9	\$2,009.00
Kathleen M. Halloran	KMH	\$255.00	1.9	\$484.50
		TOTAL	110.8	\$46,633.50

Category V
Services Relating to Plan and Disclosure Statement
(Exhibit I)

47. The fifth category of services rendered by M&K relates to the extension of the exclusivity deadline and formulation of the Debtors' plan of reorganization and associated disclosure statement.

48. These cases involve eight (8) separate debtors that have multiple businesses, multiple types of assets, and non-insider claims in excess of \$190,000,000 as of the Petition Date. The W Hotel and Residences is itself a complex combination of seven (7) discrete businesses with different operations and management contracts. In order to address these complex circumstances, and in anticipation of a vigorous opposition by Prudential, M&K carefully researched and considered the legal and factual issues attendant to a contested confirmation process for cases of this type, magnitude and complexity.

49. As set forth in Category VI, by Order dated October 15, 2010 (the "Exclusivity Order"), this Court extended the exclusive period for the Debtors to file a plan of reorganization. Prudential filed an appeal of the Exclusivity Order, which appeal is currently pending. During the Third Application Period, M&K prepared and filed a motion to further extend the deadline to solicit acceptances of the plan and, on May 4, 2011, over the objection of Prudential, the Court entered an Order extending the deadline to two days prior to the confirmation hearing.

50. The Debtors, with the assistance of M&K, formulated, drafted and filed a plan of reorganization (the "Plan") and associated disclosure statement (the "Disclosure Statement") which included background information about the Debtors, identified the classes into which creditors have been placed by the Plan and described the proposed treatment of each of those classes if the Plan is confirmed. The Plan and Disclosure Statement were the result of efforts by

the Debtors and M&K to provide for payment in full for holders of allowed claims.

51. The terms and structure of the Debtors' Plan changed as matters progressed during the Third Application Period. Initially, the Plan was premised on the retention of the Hotel and the continuing sales of condominiums in the ordinary course of business. As matters developed with the Razorbacks Owner LLC, an acquisition subsidiary of Pebblebrook Hotel Trust, which ultimately led to the signing of a purchase and sale agreement, the Plan had to be adapted to provide for the potential that the Hotel would be sold.

52. The Plan that was filed reflected two (2) alternative scenarios. The first scenario contemplated the sale of the Hotel, with the proceeds to be paid to Prudential. Under the first scenario, the Debtors would continue their efforts to sell the condominiums, with the condominium sale proceeds paid to creditors. In the event that the sale did not successfully occur, the second scenario contemplated that the Plan would be funded by the condominium sales, as well as the Hotel income and the sale or refinancing of the Hotel prior to December 31, 2016.

53. Under both scenarios, the Plan provided for the payment in full to the holders of allowed, non-insider claims. The Debtors, with the assistance of M&K and their other professionals, prepared detailed projections to demonstrate the Debtors' ability to pay allowed claims in full under either scenario. Significant time was spent in developing the treatment of Prudential's claim, as the Debtor's largest secured creditor, including (i) developing a new set of covenants, taking into account the existing covenants as appropriate, and (ii) establishing new minimum sales prices for the condominium units and other encumbered real estate. Similarly, significant time was spent to develop the treatment of the City of Boston's claim as the Debtors' second lienholder.

54. Throughout the Plan formulation and drafting process, M&K engaged in continuing discussions with most of the Debtors' major creditors regarding the Plan treatment provisions. On May 24, 2011, over yet another objection by Prudential, the Court approved the Debtors' Disclosure Statement, as amended, and the Debtors' proposed voting procedures and deadlines. A hearing on the confirmation of the Plan is scheduled for June 27, 2011.

55. In rendering services relating to Plan and Disclosure Statement, M&K attorneys expended 555.6 hours for requested compensation at their customary and usual hourly rates of \$266,845, for an average hourly rate of \$480.28.

56. Pursuant to MLBR 2016-1(d)(1), the following summary chart is provided in connection with this category of services:

Attorney/Paralegal	Initials	Hourly Rate	Hours	Amount
Andrew G. Lizotte	AGL	\$475.00	3.0	\$1,425.00
Charles R. Bennett	CRB	\$575.00	11.3	\$6,497.50
D. Ethan Jeffery	DEJ	\$475.00	190.1	\$90,297.50
Damien R. Savoie	DRS	\$285.00	1.0	\$285.00
Harold B. Murphy	HBM	\$575.00	154.8	\$89,010.00
John C. Elstad	JCE	\$410.00	189.0	\$77,490.00
Kathleen R. Cruickshank	KRC	\$415.00	1.3	\$539.50
Kathleen M. Halloran	KMH	\$255.00	5.1	\$1,300.50
		TOTAL	555.6	\$266,845.00

Category VI
Services Relating to Appeals
(Exhibit J)

57. The sixth category of services rendered by M&K relates to the two (2) appeals

filed by Prudential.

58. On November 1, 2010, Prudential filed an appeal of this Court's order extending the exclusivity period. During the Third Application Period, M&K conducted a thorough analysis of the associated issues and relevant caselaw and drafted an appellee brief on behalf of the Debtors.

59. On February 11, 2011, Prudential filed an appeal of this Court's order denying Prudential relief from the automatic stay (the "Order on Motion for Relief"). The Order on Motion for Relief denied relief from stay on the basis that the Debtors had made sufficient progress towards a confirmable plan of reorganization within a reasonable time. The Order on Motion for Relief was inherently interim because it was without prejudice to renewal of the motion in the event that a plan was filed that was patently unconfirmable or a plan was not confirmed in a reasonable amount of time. During the Third Application Period, M&K conducted a thorough analysis of the associated issues and relevant caselaw and drafted a motion to dismiss the appeal because the Order on Motion for Relief was not final and no grounds existed for an interlocutory appeal.

60. In rendering services relating to appeals, M&K attorneys expended 200.3 hours for requested compensation at their customary and usual hourly rates of \$75,523.50, for an average hourly rate of \$377.05.

61. Pursuant to MLBR 2016-1(d)(1), the following summary chart is provided in connection with this category of services:

Attorney/Paralegal	Initials	Hourly Rate	Hours	Amount
Charles R. Bennett	CRB	\$575.00	.4	\$230.00
Christopher M. Condon	CMC	\$355.00	.7	\$248.50
Damien R. Savoie	DRS	\$285.00	6.2	\$1,767.00
Harold B. Murphy	HBM	\$575.00	19.3	\$11,097.50
John C. Elstad	JCE	\$410.00	115.4	\$47,314.00
Kathleen M. Halloran	KMH	\$255.00	58.3	\$14,866.50
		TOTAL	200.3	\$75,523.50

Category VII
Services Relating to Hotel Sale
(Exhibit K)

62. The seventh category of services rendered by M&K relates to the sale of the hotel, garage operations and associated assets (the “Sale”) to Razorbacks Owner LLC (the “Purchaser”), an acquisition subsidiary of Pebblebrook Hotel Trust, a real estate investment trust listed on the New York Stock Exchange (NYSE symbol – PEB), for \$89,500,000.

63. During the Third Application Period, the Debtors, with the assistance of M&K, engaged in marketing efforts to identify potential purchasers, prepared and executed confidentiality agreements and facilitated due diligence by potential purchasers. After identifying the Purchaser, M&K engaged in extensive negotiations, ultimately resulting in a purchase and sale agreement for the sale of assets related to the Debtors’ hotel and garage operations. M&K drafted the associated pleadings and, on March 28, 2011, filed a motion seeking the Court’s authority for the Sale and the assumption and assignment of certain executory contracts and unexpired leases in conjunction with the Sale.

64. M&K worked closely with parties in interest to resolve certain objections which

were raised. On May 24, 2011, over the objection of Prudential, the Court approved the Sale. As a result of M&K's efforts, the Sale produced a significant recovery and immediate and substantial reduction in indebtedness, thereby enhancing the ability of the Debtors to satisfy their remaining indebtedness.

65. In rendering services relating to the hotel sale, M&K attorneys expended 164 hours for requested compensation at their customary and usual hourly rates of \$77,832.50, for an average hourly rate of \$474.59.

66. Pursuant to MLBR 2016-1(d)(1), the following summary chart is provided in connection with this category of services:

Attorney/Paralegal	Initials	Hourly Rate	Hours	Amount
Charles R. Bennett	CRB	\$575.00	.6	\$345.00
Christopher M. Condon	CMC	\$355.00	3.1	\$1,100.50
D. Ethan Jeffery	DEJ	\$475.00	8.2	\$3,895.00
Harold B. Murphy	HBM	\$575.00	61.4	\$35,305.00
John C. Elstad	JCE	\$410.00	90.7	\$37,187.00
		TOTAL	164.0	\$77,832.50

Category VIII
Services Relating to Case Administration
(Exhibit L)

67. The eighth category of services rendered by M&K relates to Case Administration.

68. As required in virtually all Chapter 11 cases, M&K provided general legal services to the Debtors that are customary and usual in such cases. These services included:

- a. Advising and representing the Debtors in connection with all aspects of their Chapter 11 cases;

- b. Drafting and seeking approval of various motions and pleadings not falling within the scope of one of the more specific categories listed in this Third Application, including, in particular, certain pleadings (and attending related hearings) associated with the administrative and clerical issues typical of any Chapter 11 case;
- c. Assisting the Debtors and Argus with respect to reporting and other obligations in bankruptcy and compliance with the requirements of the Office of the United States Trustee;
- d. Communicating regularly with creditors and parties-in-interest, including the Committee, with respect to the proceedings in the cases and the Debtors' reorganization efforts; and
- e. Reviewing and monitoring case status periodically to ensure compliance with deadlines, notice and service obligations.

69. M&K's services in this category also included conferences held, tasks performed, or Court authority sought with respect to issues that do not fall under another particular category below, but are in the nature of administrative or miscellaneous matters.

70. In rendering services relating to Case Administration M&K attorneys and paralegals expended 40.6 hours for requested compensation at their adjusted and usual hourly rates of \$21,450, for an average hourly rate of \$528.33.

71. Pursuant to MLBR 2016-1(d)(1), the following summary chart is provided in connection with this category of services:

Attorney/Paralegal	Initials	Hourly Rate	Hours	Amount
D. Ethan Jeffery	DEJ	\$475.00	7.1	\$3,372.50
Harold. B. Murphy	HBM	\$575.00	27.0	\$15,525.00
John C. Elstad	JCE	\$410.00	3.4	\$1,394.00
Kathleen M. Halloran	KMH	\$255.00	0.8	\$204.00
Kathleen R. Cruickshank	KRC	\$415.00	2.3	\$954.50
		TOTAL	40.6	\$21,450.00

Category IX
Services Relating to Fee Statements and Applications
(Exhibit M)

72. The ninth category of services rendered by M&K relates to fee statements and applications.

73. During the Third Application Period, in accordance with the Interim Compensation Procedures established by the Court, M&K maintained clear and accurate records of time and disbursements since the Petition Date and has served the four monthly Fee Statements set forth above. In connection with preparing its monthly Fee Statements, M&K organized and set forth its time records in accordance with the Interim Compensation Procedures, Fed. R. Bankr. P. 2016 and MLBR 2016-1. The Fee Statements appropriately request payment of ninety percent (90%) of fees for services rendered by M&K in these proceedings and one hundred percent (100%) of expenses incurred and include: the total time spent by each attorney with respect to each matter during the relevant time period, the hourly billable rate of each attorney, a categorized listing of expenses, and a detailed description of time expended in tenths of an hour. In addition to preparing its own Fee Statements on a monthly basis, M&K reviewed the monthly fee statements of other professionals and assisted the Debtors in addressing compensation issues in accordance with the Interim Compensation Procedures.

74. M&K also prepared the Second Application during the Third Application Period. The Second Application was the result of M&K's diligent efforts to comply with both the Interim Compensation Procedures, the applicable local rules and the Court's additional procedures regarding compensation of professionals. The Second Application included, among other things, (a) cumulative categorized listings of time expended by each attorney during the applicable period, (b) cumulative calculations of expenses incurred during the applicable period,

(c) comprehensive and detailed descriptions of the services rendered by M&K and the purposes therefore during the applicable period for each category with calculations including the total time expended in each category and the average hourly rate for services rendered, (d) biographical summaries for each professional and paraprofessional at M&K who rendered services on behalf of the Debtors, and (e) calculations of the total time expended by each professional and paraprofessional at M&K during the applicable application period. The Second Application was allowed without objection.

75. As is customary in large Chapter 11 cases, M&K coordinated the preparation and filing of each application with the other professionals of the Debtor and the Committee and reviewed the applications of other professionals both before and after their filing.

76. In rendering services relating to Fee Applications and Objections, M&K attorneys and paralegals expended 57.5 hours for requested compensation at their customary and usual hourly rates of \$23,702, for an average hourly rate of \$412.21.

77. Pursuant to MLBR 2016-1(d)(1), the following summary chart is provided in connection with this category of services:

Attorney/Paralegal	Initials	Hourly Rate	Hours	Amount
Harold B. Murphy	HBM	\$575.00	4.0	\$2,300.00
D. Ethan Jeffery	DEJ	\$475.00	5.7	\$2,707.50
John C. Elstad	JCE	\$410.00	32.1	\$13,161.00
Christopher M. Condon	CMC	\$355.00	15.3	\$5,431.50
Kathleen M. Halloran	KMH	\$255.00	0.4	\$102.00
		TOTAL	57.5	\$23,702.00

DISBURSEMENTS

78. Pursuant to Section 330(b) of the Bankruptcy Code, the Court may authorize that M&K be reimbursed for “actual, necessary expenses” incurred. During the Third Application Period, M&K has incurred such expenses totaling \$10,909.61. A summary of the expenses incurred for which reimbursement is herein sought is attached as Exhibit N. The amount of the expenses sought is consistent with MLBR, Appendix 2.

79. M&K has advanced all expenses sought herein. M&K has included in this Third Application only those items that it normally charges its clients in addition to its customary and usual fees, which are not included in M&K’s overhead.

RELIEF SOUGHT IS REASONABLE

80. The requirements for the approval of professional fees and related expenses have been set forth in *In re Boston & Maine Corp. v. Moore*, 776 F.2d 2 (1st Cir. 1985) as well as in significant detail in *In re Bank of New England Corp.*, 134 B.R. 450 (Bankr. D. Mass. 1991). Requested compensation must be reasonable and for actual and necessary services in compliance with 11 U.S.C. § 330(a)(1). *Boston & Maine Corp.*, 776 F.2d at 7. The United States Court of Appeals for the First Circuit has stated that it will determine the reasonableness of requested fees by utilizing the lodestar analysis. *Id.* at 6-7; *see also Grendel’s Den, Inc. v. Larkin*, 749 F.2d 945, 950 (1st Cir. 1984). Under the lodestar analysis, a threshold point of reference or “lodestar” is established. This is the number of hours reasonably spent by each attorney multiplied by his or her reasonable hourly rate. This lodestar can then be adjusted upward or downward to reflect a variety of factors. *Id.* at 7.

81. M&K’s compensation for the services rendered and reimbursement of expenses incurred in this matter are reasonable based on (i) the time and labor required, (ii) the complexity

of the legal questions presented, (iii) the skill required to perform the legal services, (iv) the customary compensation in this District, (v) the experience and ability of the attorneys providing services and (vi) the results achieved. *See In re First Software Corp.*, 79 B.R. 108, 112-13 (Bankr. D. Mass. 1987).

82. Pursuant to Section 330 of the Bankruptcy Code, the Court is authorized to award fees for services rendered and expenses incurred by attorneys and other professional persons representing debtors or official committees of unsecured creditors. Pursuant to Section 331 and the Court's Administrative Fee Order, these awards may be made on an interim basis.

83. Section 330(a)(3) of the Bankruptcy Code sets forth factors to be considered by the Bankruptcy Court in reviewing the fees of professionals: (i) the time spent; (ii) the rates charged; (iii) whether the services were necessary and beneficial to the administration of the case; (iv) whether the services were performed in a reasonable amount of time when considering the complexity, importance and nature of the particular task; and, (v) whether compensation is reasonable based upon customary fees charged by comparably skilled professionals in cases other than bankruptcy cases. As described above, each of these factors has been satisfied.

84. Establishing the lodestar at M&K's hourly rates is appropriate because M&K's hourly rates are reasonable and competitive with, and often lower than, rates charged by firms performing comparable services in the District of Massachusetts. M&K performed its services expeditiously and in a cost effective manner and the number of hours spent by M&K was reasonable given the circumstances. M&K's services were necessary to the administration of the Debtors' bankruptcy cases, and the estates derived a meaningful benefit from such services.

85. This Application complies with MLBR 2016-1.

NOTICE

86. In accordance with the Administrative Fee Order and the Interim Compensation Procedures, unless otherwise ordered by the Court, this application and any notice of a hearing on this Second Application will be served on: (a) the Office of the United States Trustee; (b) the Committee; (c) Prudential; (d) the City; (e) the Debtors' twenty (20) largest non-insider unsecured creditors; and (f) all parties who have filed a notice of appearance with the Clerk of the Court and requested such notice and has filed an appropriate certificate of service reflecting such service.

CONCLUSION

87. Based upon the foregoing, M&K's fees and expenses are reasonable and should be approved by the Court.

88. This is M&K's third interim application for the allowance of fees and reimbursement of expenses. Although every effort has been made to include all fees and expenses for the Third Application Period in this Third Application, some fees and expenses may not have been included and M&K expressly reserves the right to make further application for fees and expenses not included herein.

89. This Third Application is being prepared and submitted before all of the services of M&K to the Debtors are complete. M&K anticipates that further services will be rendered and requests for payment made by further applications will be made to the Court.

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WHEREFORE, M&K respectfully requests that the Court enter an Order:

- (i) Authorizing and approving payment on an interim basis to M&K in the amount of \$625,881.11, representing fees for services rendered in the aggregate amount of \$614,971.50 and reimbursement of actual and necessary expenses incurred in the amount of \$10,909.61 during the Second Application Period;
- (ii) Authorizing and directing the Debtors to pay M&K the Holdback Amount of \$61,497.15 pursuant to the Court's Administrative Fee Order; and
- (iii) Awarding to M&K such other and further relief as the Court deems just and proper in the circumstances.

Respectfully submitted,

**MURPHY & KING, P.C., Counsel to
SW Boston Hotel Venture, LLC, Auto Sales &
Service, Inc., General Trading Company, Frank
Sawyer Corporation, 100 Stuart Street, LLC,
General Land Corporation, 131 Arlington Street
Trust and 30-32 Oliver Street Corporation,**

/s/ Harold B. Murphy

Harold B. Murphy (BBO #326610)

Natalie B. Sawyer (BBO #660072)

MURPHY & KING, Professional Corporation

One Beacon Street, 21st Floor

Boston, Massachusetts 02108

Telephone: (617) 423-0400

Facsimile: (617) 423-0498

Email: nbs@murphyking.com

Dated: June 15, 2011

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EXHIBIT A

or required; and after due deliberation and good and sufficient cause appearing therefore, it is hereby **DETERMINED, ORDERED AND ADJUDGED**, that:

1. The Application is hereby approved and granted in its entirety.
2. The Debtors are hereby authorized to retain the law firm of Hanify & King, Professional Corporation on the terms and conditions set forth in the Application.
3. The retention of Hanify & King, Professional Corporation is approved as of the Petition Date.
4. The fees to be paid to Hanify & King, Professional Corporation, and expenses to be reimbursed, shall be as allowed and determined by this Court.

Dated: May 21, 2010

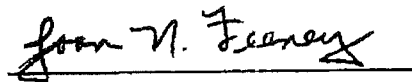

Joan N. Feeney
United States Bankruptcy Judge

EXHIBIT B

EXHIBIT C

Summary Statement for M&K's Third Interim Application

Attorney	Initials	Rate	Total Hours	Total Amount
Shareholders				
CHARLES R. BENNETT, JR.	CRB	\$575.00	17.7	\$10,177.50
KATHLEEN E. CROSS	KEC	\$395.00	1.0	\$395.00
THOMAS P. HARRISON	TPH	\$415.00	0.3	\$124.50
D. ETHAN JEFFERY	DEJ	\$475.00	326.1	\$154,897.50
ANDREW G. LIZOTTE	AGL	\$475.00	3.0	\$1,425.00
HAROLD B. MURPHY	HBM	\$575.00	330.2	\$189,865.50
Associates				
CHRISTOPHER M. CONDON	CMC	\$355.00	75.1	\$26,660.50
KATHLEEN R. CRUICKSHANK	KRC	\$415.00	3.6	\$1,494.00
JOHN C. ELSTAD	JCE	\$410.00	501.00	\$205,410.00
KATHLEEN M. HALLORAN	KMH	\$255.00	66.5	\$16,957.50
JONATHAN F. O'BRIEN	JFO	\$380.00	13.3	\$5,054.00
DAMIEN R. SAVOIE	DRS	\$285.00	7.2	\$2,052.00
Paralegal				
MARGARET K. PATE	MKP	\$170.00	2.7	\$459.00
Totals:			1347.7	\$614,972.00

EXHIBIT D

PROFESSIONAL BIOGRAPHIES

HAROLD B. MURPHY – Shareholder and Chairman of Bankruptcy and Financial Restructuring Group. Admissions: 1981, Commonwealth of Massachusetts also admitted to the United States District Court, the U.S. Court of Appeals and United States Supreme Court. Education: Harvard College (A.B., *cum laude*, 1977); Suffolk University Law School (J.D., 1981). Law Clerk to the U.S. Trustee, Districts of Maine, New Hampshire, Massachusetts and Rhode Island, 1980 – 1981; Law Clerk to the Hon. Thomas W. Lawless, Chief Judge, U.S. Bankruptcy Court, Boston, Massachusetts, 1981 – 1984. Member: Boston, Massachusetts and American Bar Associations. Listed in Best Lawyers in America for Bankruptcy and Insolvency expertise. PRACTICE AREAS: Bankruptcy and Financial Restructuring, Business Transaction and Insolvency Litigation.

CHARLES R. BENNETT, JR. – Shareholder. Admissions: 1974, Massachusetts. Other Bar and Court Admissions: Court of Appeals for the First Circuit; the United States District Court for the District of Massachusetts; the State of New Hampshire; the United States District Court for the District of New Hampshire; the State of Rhode Island; and the United States District Court for the District of Rhode Island. Education: Boston College (Boston College, 1970); Boston College Law School (J.D., 1974). Member: American Bar Association, Massachusetts Bar Association, and Boston Bar Association. PRACTICE AREAS: Bankruptcy Law; Commercial Litigation.

D. ETHAN JEFFERY – Shareholder. Admissions: 1996, Massachusetts. Other Bar and Court Admissions: Pennsylvania, U.S. District Court, Districts of Massachusetts, New Jersey, and the Eastern District of Pennsylvania, U.S. Court of Appeals, First and Third Circuits. Education: University of New Hampshire (B.A., 1987); Villanova Law School (J.D., 1991). Member: American Bar Association, Boston Bar Association, American Bankruptcy Institute. PRACTICE AREAS: Bankruptcy and Financial Restructuring

ANDREW G. LIZOTTE – Shareholder. Admissions: 1991, Massachusetts; 1992, U.S. District Court, District of Massachusetts and U.S. District Court, District of Connecticut. Education: Bryant College (B.S., 1986); Suffolk University (J.D., 1991). Summer Author, Suffolk University Law Review. Member, Suffolk Transnational Law Journal. Law Clerk to the Honorable James F. Queenan, Jr., United States Bankruptcy Court, District of Massachusetts. Certified Public Accountant, Rhode Island, 1988. Member: American Bar Association, Boston Bar Association, American Bankruptcy Institute. PRACTICE AREAS: Bankruptcy Law; Workouts.

THOMAS P. HARRISON - Shareholder, admitted to bar, 1986, Massachusetts. Education: Pennsylvania State University, (B.A. 1977); Villanova University, M.S. (1983) Suffolk University Law School, J.D. 1986; Boston University School of Law, LLB (1992). Member, Boston Bar Association, Real Estate Bar Association. Practice Areas: Business Law.

CHRISTOPHER M. CONDON – Associate. **Admissions:** 2002, Massachusetts; 2002 U.S. District Court for the District of Massachusetts; First Circuit Court of Appeals, 2007. **Education:** Washington and Lee University, (B.A. 1998); Boston University School of Law, J.D. cum laude, 2001. **Member:** American Bankruptcy Institute, Massachusetts Bar Association, and Boston Bar Association. **PRACTICE AREAS:** Bankruptcy Law.

JOHN C. ELSTAD – Associate. **Admissions:** 2002, Massachusetts; 2002, U.S. District Court for the District of Massachusetts; 2005 U.S. Court of Appeals for the Third Circuit. 2005 U.S. District Court for the Eastern District of Michigan. **Education:** University of Mississippi School of Law, *summa cum laude* (J.D. 2002); University of Toronto (M.A.Sc. 1987); McGill University (B.S. 1976). **Member:** American Bankruptcy Institute, Boston Bar Association. **PRACTICE AREAS:** Bankruptcy.

JONATHAN F.X. O'BRIEN – Associate. **Admissions:** 2000, New York, 2002, Paris, France, 2008, Massachusetts; **Education:** McGill University (B.A. 1995); Tulane University School of Law (J.D. 1999). **Member:** International Association of Young Lawyers, New England Canada Business Council, Massachusetts Bar Association, and Boston Bar Association. **PRACTICE AREAS:** Corporate Law and Commercial Real Estate.

KATHLEEN M. HALLORAN – Associate. **Admissions:** 2007, Massachusetts; 2010, U.S. District of Massachusetts. **Education:** Boston College Law School (J.D. 2007); Boston College (B.A. 2003). **Member:** Boston Bar Association; American Bar Association; Massachusetts Bar Association. **PRACTICE AREA:** Business Litigation.

DAMIEN SAVOIE – Associate. **Admissions:** 2009, Massachusetts; 2011, U.S. District Court for the District of Massachusetts; 2008, State of New York; 2008, U.S. Court of Appeals for the Second Circuit. **Education:** College of the Holy Cross (B.A., 1996), Wake Forest University School of Law (J.D., 2006). **Professional Involvement:** Boston Bar Association. **PRACTICE AREA:** Business Litigation.

MARGARET K. PATE – Paralegal. **Education:** College of the Holy Cross (B.A. 1998); Northeastern University (Paralegal Certification Program, 2003). Legal Assistant (Corporate/Real Estate, Bankruptcy), Boston Properties, Inc., 1999-2003; Legal Assistant (Commercial Real Estate), Goulston & Storrs, P.C., 2003-2006; Paralegal (Corporate/Real Estate), Hanify & King, 2006 – present.

EXHIBIT E

SERVICES RELATING TO CASH COLLATERAL AND MATTERS RELATED TO SECURED CLAIMS

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Hours</u>
01/06/11	DEJ	Brief review of cash collateral orders	.30
01/07/11	DEJ	Review 13 week rolling analysis	.20
01/10/11	DEJ	Review 13 week rolling budget	.20
01/14/11	DEJ	Telephone conference with D. Flanagan re: 13 week cash flow	.20
01/21/11	MKP	Perform registry of deeds search re: Isabella Street and Well/India Street properties for liens, encumbrances and ownership	1.20
01/25/11	DEJ	Conference with J. Elstad re: Prudential lien challenge	.20
01/25/11	MKP	Search registry of deeds and City of Boston Assessors office re: Well/India Street re: encumbrances, liens and ownership matters; conference with T. Harrison	1.50
01/26/11	DEJ	Review email from J. Elstad re: lien challenge	.10
01/26/11	JCE	Attention to filing lien challenge deadline stipulation, motion to approve and service of same; memos to counsel for Prudential and Committee	.20
01/26/11	JCE	Preparation of form of order for lien challenge deadline stipulation	.30
01/26/11	JCE	Preparation of lien challenge deadline stipulation	.60
01/26/11	JCE	Preparation of motion to approve lien challenge deadline stipulation	.80
04/06/11	DEJ	Review cases re: post-petition interest	1.60
04/15/11	DEJ	Review Prudential motion on post-petition interest; emails to H. Murphy re: same	.70
04/15/11	JCE	Review Prudential motion for post-petition interest	.80
04/18/11	DEJ	Conference with H. Murphy re: Prudential Motion for interest	.40
04/18/11	DEJ	Review Prudential motion to allow post-petition interest	.50
04/18/11	DEJ	Research re: property considered when determining entitlement to post-petition interest	2.60
04/18/11	HBM	Review Prudential's motion re: post-petition interest and motion re: scheduling; conference with E. Jeffrey re: same and issues and strategy	1.30
04/19/11	CRB	Review Prudential's motion for postpetition interest; conference with H. Murphy, and conference with E. Jeffery	2.10
04/19/11	DEJ	Telephone conference with L. Bloom and S. Dicus re: analysis of Prudential motion	.20
04/19/11	DEJ	Conference with C. Bennett re: Prudential motion for post-petition interest, issues, legal concepts, etc.	.40
04/19/11	DEJ	Draft and revise objection to motion to schedule 506(b)	2.30

		motion	
04/19/11	DEJ	Research re: determination of secured claims	2.30
04/19/11	HBM	Review and revise draft Opposition to Motion to Schedule Hearing	.40
04/19/11	JCE	Conference with H. Murphy, C. Bennett and E. Jeffery re: postpetition interest issue	.80
04/19/11	JCE	Attention to filing objection to scheduling post-petition interest motion on May 18	1.00
04/19/11	JCE	Caselaw analysis re: Section 506	1.30
04/20/11	CRB	Conference call with P. Griesmer and L. Bloom re: value and equity calculation	.40
04/20/11	CRB	Conference with H. Murphy and L. Bloom re: collateral value and Prudential claim	.60
04/20/11	DEJ	Telephone conference with L. Bloom re: calculation of Prudential claim	.20
04/20/11	DEJ	Conference with J. Elstad re: issues with Prudential motion	.30
04/20/11	DEJ	Review analysis of Prudential claim; telephone conference with L. Bloom re: same	.40
04/20/11	DEJ	Conference with H. Murphy re: Prudential interest motion	.50
04/20/11	DEJ	Conference call with P. Griesmer, L. Bloom and S. Dicus re: valuation issues	.70
04/20/11	DEJ	Research re: date for determining secured claims	1.80
04/20/11	HBM	Telephone call with L. Bloom re: issues and analysis re: Prudential motion	.40
04/20/11	HBM	Telephone call with P. Griesmer and Argus re: opposition to Prudential motion	.70
04/20/11	HBM	Work on outline with J. Elstad re: opposition; several conferences with J. Elstad re: same	.70
04/20/11	HBM	Conference with E. Jeffery re: preparation of outline of response to Prudential motion; email to Argus re: same; email to FTI re: same	.80
04/20/11	JCE	Preparation of outline of response to Prudential Motion	1.50
04/20/11	JCE	Caselaw analysis re: Prudential post-petition interest motion	1.90
04/21/11	DEJ	Conference with J. Elstad re: response to Prudential motion	.30
04/21/11	DEJ	Conference with H. Murphy re: response to Prudential motion	.40
04/21/11	DEJ	Telephone conference with P. Griesmer re: valuation issues	.60
04/21/11	DEJ	Review cases re: oversecured claim	.70
04/21/11	HBM	Review revised analysis re: value, sale and Prudential claim; telephone call with P. Griesmer re: same	.50
04/21/11	HBM	Work on outline of opposition to Prudential Motion	1.50
04/21/11	JCE	Preparation of outline of opposition to Prudential Motion	1.00
04/21/11	JCE	Caselaw analysis for postpetition interest issues	1.50
04/22/11	DEJ	Conference with H. Murphy re: response to interest rate motion; review cases re: same	1.10
04/22/11	DEJ	Research re: determination of secured claim	2.40

04/22/11	JCE	Caselaw analysis for postpetition interest issue	1.70
04/25/11	DEJ	Conference with H. Murphy re: Prudential interest rate issue	.50
04/25/11	HBM	Work on outline of opposition and plan memo; conference with J. Elstad re: same	1.00
04/25/11	JCE	Caselaw analysis for Section 506(b) issues; conference with H. Murphy re: same	4.10
04/26/11	JCE	Preparation of outline of objection to 506(b) motion	1.50
04/27/11	DEJ	Conference with J. Elstad re: cases re: Prudential interest motion	.30
04/27/11	JCE	Preparation of objection to Prudential 506(b) motion	1.20
04/27/11	JCE	Caselaw analysis for 506(b) issue	5.20
04/28/11	HBM	Review Prudential motion; conference with C. Bennett re: same; email re: same	.40
04/28/11	JCE	Conference with C. Bennett and E. Jeffery re: 506(b) issue	.50
04/28/11	JCE	Caselaw analysis for Section 506(b) issue	2.40
04/28/11	JCE	Preparation of objection to Prudential interest motion	3.20
04/29/11	CRB	Review case law regarding post petition interest	.60
04/29/11	HBM	Meeting with J. Elstad re: work, issues and opposition to Prudential's motion	.70
04/29/11	HBM	Review cases re: 506(b); conference with J. Elstad re: same	.70
04/29/11	JCE	Caselaw analysis for 506(b) issue	2.60
04/29/11	JCE	Preparation of objection to Prudential interest motion	3.00
			75.0

Attorney	Initials	Hourly Rate	Hours	Amount
Charles R. Bennett	CRB	\$575.00	3.7	\$2,127.50
D. Ethan Jeffery	DEJ	\$475.00	22.4	\$10,640.00
Harold B. Murphy	HBM	\$575.00	9.1	\$5,232.50
John C. Elstad	JCE	\$410.00	37.1	\$15,211.00
Paralegal				
Margaret K. Pate	MKP	\$170.00	2.7	\$459.00
		TOTAL	75.0	\$33,670.00

EXHIBIT F

SERVICES RELATING TO BUSINESS OPERATIONS AND HOTEL AND GARAGE MANAGEMENT

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Hours</u>
01/04/11	HBM	Review Starwood agreement; brief conference with C. Condon re: same	.80
01/05/11	HBM	Telephone call with K. Ahearn and client re: Starwood discussions	.30
01/05/11	HBM	Review additional information and analysis from D. Flanagan; telephone call with D. Flanagan re: same	.40
01/06/11	HBM	Review draft amendment; revisions to same; telephone calls with R. Lee re: same	.60
01/06/11	HBM	Review information and draft report sent by D. Flanagan; conference with D. Flanagan re: revisions and additions re: same	.80
01/07/11	DEJ	Review protective order; conference with H. Murphy re: same	.60
01/10/11	HBM	Telephone call with D. Flanagan re: hotel operations	.20
01/10/11	HBM	Review STR reports; conference with E. Jeffery re: same	.40
01/13/11	HBM	Telephone call with R. Lee re: Starwood issues	.30
01/14/11	DEJ	Telephone conference with D. Flanagan re: Hotel income sources	.20
01/14/11	HBM	Email to and from S. Kravetz re: Starwood issues	.30
01/14/11	JFO	Review proposed amendment to ██████████ Agreement; prepare first draft of amendment; review and revise to correspond to ██████████ Agreement terms	2.20
01/17/11	HBM	Work on amendment to ██████████ contract; review and revise draft amendment; conference with J. O'Brien re: revisions re: same; emails to client re: same	1.80
01/17/11	JFO	Review ██████████ Agreement and First Amendment to Agreement; review emailed notes from S. Kravetz; prepare initial draft amendment and review for conformity to ██████████ Agreement	2.20
01/17/11	JFO	Conference with H. Murphy, review and revised to show distribution priority	2.80
01/17/11	JFO	Review ██████████ Agreement to ensure no conflict between amendment and agreement; review and revise Agreement; conference with H. Murphy re updated language; final changes prepared; email to client	3.30
01/21/11	HBM	Telephone call with client re: issues re: contract	.60
01/21/11	HBM	Review issues re: executing contract; email to client; telephone call with client re: same	.80
01/24/11	DEJ	Review revised Theme Bar documents	.60

01/26/11	HBM	Follow-up with client re: resolution of contract dispute; email re: same	.50
01/26/11	HBM	Telephone call with R. Lee re: contract issues and proposed solutions re: same; email to S. Kravetz re: same	.60
01/26/11	KEC	Research and draft summary of treatment of bonuses by the Mass. Payment of Wages Act	1.00
01/28/11	HBM	Email re: contract issues	.30
02/01/11	DEJ	Telephone conference with D. Flanagan re: operational issues	.30
02/01/11	HBM	Emails to and from R. Lee re: contract issues and brief telephone call re: same	.30
02/07/11	HBM	Emails to and from client re: contract issues	.30
02/11/11	HBM	Telephone call with R. Lee re: variety of real estate and contract issues	.30
02/14/11	HBM	Review redraft of agreement re: contracts; email to counsel re: revisions	.40
02/14/11	HBM	Review issues re: CCJG amendment; emails re: same; telephone call with S. Kravetz	.50
02/16/11	DEJ	Review file re: CHM issues; email to S. Kravetz re: same	.30
02/17/11	HBM	Emails to and from client re: theme bar	.20
02/17/11	HBM	Telephone call with D. Flanagan re: variety of issues re: operations and sales	.30
02/18/11	DEJ	Review email re: Theme Bar issues	.20
02/18/11	HBM	Emails to and from client re: variety of issues re: operations, sales, etc.; telephone call with S. Kravetz re: same	.50
02/23/11	CRB	Attention to Employee issues	.30
02/23/11	HBM	Telephone call with client re: variety of issues re: operations and sales issues	.40
02/23/11	JFO	Review modifications to agreement proposed by client and conference with H. Murphy re: business points affected by recent changes; review updated draft prepared by R. Lee and confirm R. Lee changes acceptable; review original restaurant management agreement to confirm changes comply with prior document; conference with H. Murphy re: comments on changes and next steps	2.80
02/24/11	JCE	Memo to E. Jeffery re: operating contracts	.90
02/24/11	JCE	Review Starwood, restaurant and garage contracts	1.30
02/25/11	DEJ	Review emails re: [REDACTED] situation, meeting with City	.10
02/25/11	HBM	Telephone conference with D. Flanagan re: operations and issues	.30
02/25/11	HBM	Telephone call with D. Flanagan re: operations issues	.30
02/28/11	HBM	Emails re: contract; brief conference with E. Jeffery re: same	.20
03/04/11	DEJ	Review 13 week rolling cash flow	.20
03/11/11	DEJ	Review 13 week cash flow	.20
03/15/11	HBM	Review report from D. Flanagan re: financial operations; emails re: same	.30

03/18/11	DEJ	Review 13 week rolling cash flow	.20
03/24/11	DEJ	Telephone conference with client re: CCJG issues	.30
03/30/11	JCE	Preparation of motion to approve assumption and assignment of CCJG contract	.90
			33.9

Attorney	Initials	Hourly Rate	Hours	Amount
Charles R. Bennett, Jr.	CRB	\$575.00	.3	\$172.50
D. Ethan Jeffery	DEJ	\$475.00	3.2	\$1,520.00
Harold B. Murphy	HBM	\$575.00	13.0	\$7,475.00
John C. Elstad	JCE	\$410.00	3.1	\$1,271.00
Jonathan F.X. O'Brien	JFO	\$380.00	13.3	\$5,054.00
Kathleen E. Cross	KEC	\$395.00	1.0	\$395.00
TOTAL			33.9	\$15,887.50

EXHIBIT G

SERVICES RELATING TO CONDO SALES AND ASSET DISPOSITIONS

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Hours</u>
01/03/11	DEJ	Review email from L. Bloom re: confidentiality agreement; review same	.40
01/03/11	HBM	Telephone call from prospective purchaser re: case status	.30
01/03/11	HBM	Telephone call from potential investor; email re: same	.40
01/03/11	HBM	Telephone call with K. Ahearn and client re: condo marketing issues	.60
01/04/11	DEJ	Email to client re: condo financing	.20
01/04/11	DEJ	Telephone call with D. Flanagan re: unit sales, reporting	.20
01/04/11	DEJ	Review email from S. Bonneau re: condo financing; telephone call with S. Bonneau re: same	.30
01/04/11	HBM	Emails to and from K. Ahearn re: case status and strategy; telephone call re: same	.40
01/05/11	DEJ	Review email from A. Tantleff re: confidentiality agreement	.10
01/05/11	DEJ	Telephone conference with A. Tantleff re: confidentiality agreement	.30
01/05/11	HBM	Review draft confidentiality agreement; conference with E. Jeffery re: same	.30
01/06/11	CRB	Review reports of sale and activity regarding condominiums, conference call with H. Murphy and D. Flanagan	.60
01/06/11	DEJ	Review letter from E. Grillo re: information requests; email to S. Kravetz and D. Flanagan re: same	.30
01/06/11	DEJ	Telephone conference with H. Murphy, D. Flanagan and S. Kravetz re: Prudential document requests, open case issues, etc.	.40
01/06/11	DEJ	Review multiple revised draft confidentiality agreements	.70
01/06/11	HBM	Telephone call with FTI and S. Kravetz re: status	.50
01/07/11	DEJ	Telephone conference with L. Bloom re: confidentiality agreement	.20
01/07/11	DEJ	Telephone conference with D. Flanagan re: documents for Prudential	.20
01/07/11	DEJ	Online research re: potential investor	.30
01/07/11	DEJ	Review sales/leasing documents; review leases	.70
01/07/11	DEJ	Telephone conference with L. Bloom re: investor prospects, concepts & confidentiality issues	.70
01/07/11	DEJ	Conference call with D. Flanagan, K. Ahearn and S. Kravetz re: sales and leasing update	.80
01/07/11	HBM	Telephone call with potential investor	.30
01/07/11	HBM	Emails to and from FTI re: case status; review confirmation letter and reply re: same	.40
01/07/11	HBM	Meeting with K. Ahearn, client and D. Flanagan re: sale and other issues and strategy	1.80

01/10/11	DEJ	Draft letter to E. Grillo re: document production	.30
01/10/11	DEJ	Conference with H. Murphy re: Prudential requests	.30
01/10/11	DEJ	Telephone conferences with D. Flanagan re: Prudential requests	.40
01/10/11	DEJ	Review documents to be produced to Prudential; conference with H. Murphy re: same	1.20
01/10/11	HBM	Conference with E. Jeffery re: response to Prudential's document request	.30
01/10/11	HBM	Review multiple emails and attachments from D. Flanagan; emails re: same	.50
01/11/11	DEJ	Telephone conference with J. Hopkins re: condo financing	.20
01/11/11	HBM	Telephone call with prospective investor	.30
01/14/11	DEJ	Review email from L. Bloom and attached confidentiality agreement; reply to same	.40
01/14/11	HBM	Review memo from K. Hoffman; telephone call with K. Ahearn and client re: same	.90
01/19/11	HBM	Telephone call with D. Flanagan re: sales issues and status; brief conference with E. Jeffery re: same	.30
01/19/11	HBM	Telephone call with potential investor	.30
01/25/11	DEJ	Review and reply to email from D. Flanagan re: unit sales	.10
01/25/11	HBM	Telephone call with client and K. Ahearn re: sales; telephone call with D. Flanagan	.60
01/26/11	DEJ	Review email from D. Flanagan re: unit closings	.20
01/26/11	HBM	Emails re: penthouse sale; telephone call with D. Flanagan re: same	.40
01/26/11	HBM	Emails to and from client re: sale status	.40
01/27/11	HBM	Telephone call with D. Flanagan re: 2 penthouse sales and related issues; email re: same	.40
01/28/11	DEJ	Telephone call with H. Murphy re: unit sales	.20
01/28/11	HBM	Telephone call with D. Flanagan and S. Kravetz re: sales; telephone call with Prudential	1.00
02/02/11	HBM	Review and comment upon draft agreement from Edwards Angell; email re: same	.70
02/09/11	HBM	Telephone call from K. Ahearn re: variety of sales issues	.30
02/11/11	DEJ	Email to Prudential and City re: new purchase and sale agreements; assemble attachments	.40
02/14/11	HBM	Telephone call from bank re: financing of residence condo sales	.30
02/15/11	DEJ	Telephone conference with K. Ahearn re: case status, sales questions, open issues, etc.	.60
02/15/11	HBM	Telephone call with K. Ahearn re: sales issues, status and handling of bankruptcy issues	.60
02/17/11	HBM	Emails re: condo sales and lending issues	.30
02/18/11	DEJ	Review email from L. Rosenburgh re: Carmel; reply to same	.20
02/24/11	DEJ	Telephone conference with K. Ahearn re: Carmel	.20
02/24/11	DEJ	Telephone conference with E. Rainen re: Carmel closing	.20

