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PROPOSED ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

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

In re:

**SEARS METHODIST RETIREMENT
SYSTEM, INC., *et al.*¹**

Debtors.

§
§
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CASE NO. 14-32821-11

CHAPTER 11

Joint Administration Pending

**MOTION FOR ORDER AUTHORIZING
RETENTION OF PROFESSIONALS UTILIZED BY
DEBTORS IN ORDINARY COURSE OF BUSINESS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by their proposed attorneys, DLA Piper LLP (US), hereby move (the “Motion”) this Court for entry of an order, substantially in the form attached hereto as Exhibit A, pursuant to sections 105(a) and 327 of title 11 of the United States Code (the “Bankruptcy Code”), authorizing the retention of professionals used by the Debtors in the ordinary course of their businesses (the “Motion”). In support of this Motion, the Debtors respectfully represent as follows:

¹ The debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: Sears Methodist Retirement System, Inc. (6330), Canyons Senior Living, L.P. (8545), Odessa Methodist Housing, Inc. (9569), Sears Brazos Retirement Corporation (8053), Sears Caprock Retirement Corporation (9581), Sears Methodist Centers, Inc. (4917), Sears Methodist Foundation (2545), Sears Panhandle Retirement Corporation (3233), Sears Permian Retirement Corporation (7608), Sears Plains Retirement Corporation (8233), Sears Tyler Methodist Retirement Corporation (0571) and Senior Dimensions, Inc. (4016). The mailing address of each of the debtors, solely for purposes of notices and communications, is 2100 Ross Avenue 21st Floor, c/o Paul Rundell,

Jurisdiction and Venue

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory basis for the relief requested herein are Bankruptcy Code sections 105(a) and 327.

Background

4. On June 10, 2014 (the “Petition Date”), the Debtors commenced these cases by each filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code.
5. The Debtors remain in possession of their assets and continue to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.
6. No trustee, examiner or committee of creditors has been appointed in these cases.
7. The factual background regarding each of the Debtors, including their current and historical business operations and the events precipitating these chapter 11 filings, is set forth in detail in the Declaration of Paul B. Rundell in Support of First Day Motions, filed substantially contemporaneously herewith and incorporated herein by reference.

Relief Requested

8. The Debtors customarily retain the services of various attorneys, accountants, tax professionals and other professionals to represent them in matters arising in the ordinary course of their business (the “Ordinary Course Professionals”). A list of current Ordinary Course Professionals is annexed as Annex A to the proposed Order accompanying this Motion.²

Dallas, Texas 75201.

²As discussed more fully below, the Debtors reserve the right to amend or supplement this list in the future.

9. By this Motion, the Debtors seek authorization (a) to retain the Ordinary Course Professionals under Bankruptcy Code sections 105(a) and 327 for matters that do not directly relate to the Debtors' administration of these cases, without the necessity of a separate, formal retention application approved by this Court for each Ordinary Course Professional, and (b) to compensate the Ordinary Course Professionals for postpetition services rendered, subject to certain limits set forth below, without the necessity of additional Court approval. In contrast, the Debtors will file individual retention applications for any professionals that the Debtors seek to employ in connection with the administration of their chapter 11 cases.

10. The Debtors wish to continue to employ and retain the Ordinary Course Professionals to render services to their estates that are similar to those rendered before the commencement of these chapter 11 cases. Although the automatic stay and other issues in these cases may decrease the Debtors' need for certain Ordinary Course Professionals' services, the Debtors cannot now quantify that need. Moreover, the number of Ordinary Course Professionals renders it impractical and inefficient for the Debtors and this Court to address the proposed retention of Ordinary Course Professionals on an individual basis.

11. Accordingly, consistent with the dimensions of these cases and the geographic diversity of the Debtors' businesses, the Debtors request that they be permitted to employ and retain the Ordinary Course Professionals on terms substantially similar to those in effect prior to the Petition Date, but subject to the terms described below.

Payment of Fees and Expenses

12. The Debtors propose that they be permitted to pay, without formal application to the Court by any Ordinary Course Professional, one-hundred percent (100%) of the interim fees and disbursements to each of the Ordinary Course Professionals upon the submission to the

Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date so long as such interim fees and disbursements do not exceed a total of \$30,000 per month per Ordinary Course Professional, and no more than \$250,000 per Ordinary Course Professional for the duration of these chapter 11 cases. The Debtors also propose that such payments be allocated among the Debtors according to their relative revenue (the “Allocation Formula”).

13. The Debtors propose that, except as detailed in paragraph 12 above, payments to a particular Ordinary Course Professional would become subject to Court approval pursuant to an application for an allowance of compensation and reimbursement of expenses under Bankruptcy Code sections 330 and 331 if such payments exceed \$30,000 per month or \$250,000 for that Ordinary Course Professional for the entire duration of these chapter 11 cases.

Submission of Rule 2014 Affidavit

14. By this Motion, the Debtors request that all Ordinary Course Professionals be excused from submitting separate applications for proposed retention. The Debtors recognize, however, the importance of providing the Court and the Office of the United States Trustee information about each Ordinary Course Professional who is an attorney (“Attorney Professionals”).

15. The Debtors thus propose that while they be permitted to continue to employ, retain, and compensate all Ordinary Course Professionals identified on Annex A to the proposed order, each Attorney Professional be required to file with the Court and serve upon the United States Trustee for the Northern District of Texas (the “United States Trustee”), Wells Fargo Bank, N.A. as master trustee and bond trustee (the “Obligated Group Bond Trustee”), and all other secured lenders to any of the Debtors (the “Lenders”), any committee of unsecured

creditors appointed in these cases, and the undersigned counsel to the Debtors, an Affidavit of Attorney Professional within thirty (30) days of the entry of an order granting this Motion.³

16. The Debtors further request that the United States Trustee and any committee of unsecured creditors appointed in these cases be given twenty (20) days from the date of service of an Attorney Professional's affidavit to object to the retention of such Attorney Professional (the "Objection Deadline"). Objections, if any, shall be served upon (i) the relevant Attorney Professional, (ii) the Office of the United States Trustee for the Northern District of Texas, (iii) counsel to the Obligated Group Bond Trustee and counsel to the Lenders, (iv) counsel to any committee of unsecured creditors appointed in these cases, and (v) undersigned counsel to the Debtors, on or before the Objection Deadline. If any such objection cannot be resolved within twenty days of service, the matter will be scheduled for hearing before the Court for a date mutually agreeable to the relevant Attorney Professional, the Debtors, and the objecting party. If no objection is submitted on or before the Objection Deadline, or if any objection submitted is timely resolved as set forth above, the Debtors request that, without further order of the Court, the employment, retention and compensation of the Ordinary Course Professional be deemed approved.

Additional Ordinary Course Professionals

17. The Debtors also request authorization to employ and retain additional Ordinary Course Professionals as necessary, in the ordinary course of their business ("Additional Ordinary Course Professionals"): (a) without the need to file individual retention applications and (b) without the need for any further hearing or notice to any other party, by filing with the Court a supplement (the "Supplement") to Annex A to the proposed Order.⁴

³ A form of "Affidavit of Proposed Professional" is attached to the proposed Order as Annex B.

⁴ For purposes of complying with the Rule 2014 Affidavit procedures set forth above, the timing requirements for

18. The Debtors propose that, as with the Ordinary Course Professionals discussed above, the United States Trustee, the Obligated Group Bond Trustee, the Lenders, and any committee of unsecured creditors appointed in these cases be given twenty (20) days after service of each Additional Attorney Professional's affidavit to object to the retention of such Additional Attorney Professional. If no objection is submitted pursuant to the objection procedures described above, the Debtors shall be authorized to retain such Additional Attorney Professional.

19. The Debtors submit that the retention of the Ordinary Course Professionals and the payment of interim compensation on the basis set forth herein is in the best interests of the Debtors' estates. While generally the Ordinary Course Professionals with whom the Debtors have previously dealt wish to provide services to the Debtors on an ongoing basis, many might be unwilling to do so if they are only able to be paid on a regular basis only through a cumbersome, formal application process. If the Debtors lose the expertise, experience and institutional knowledge of these Ordinary Course Professionals, the Debtors' estates undoubtedly will incur significant and unnecessary expenses, as the Debtors will be forced to retain other professionals without similar background and expertise.

Basis for Relief

20. Because the Ordinary Course Professionals' employment relates only indirectly to the Debtors' responsibilities, because the Ordinary Course Professionals are afforded only marginal discretion in performing their work, and because the Ordinary Course Professionals will not be involved in administering these chapter 11 cases, the Debtors do not believe that the Ordinary Course Professionals are "professionals" within the meaning of section 327 of the

Additional Attorney Professionals to file and serve an Affidavit of Attorney Professional will run from the Debtors' filing of the Supplement.

Bankruptcy Code, whose retention must be approved by the Court. See In re Sieling Assocs. Ltd. P'ship, 128 B.R. 721, 723 (Bankr. E.D. Va. 1991) (“[i]t is only those who deal with the actual reorganization of the debtor (rather than the ongoing business of the debtor) who are required to be employed under § 327 and whose applications for payment must be approved by the Court”) (quoting Comm. of Asbestos-Related Litigants and/or Creditors v. Johns-Manville Corp. (In re Johns-Manville Corp.), 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986)); In re D'Lites of Am., Inc., 108 B.R. 352, 355 (Bankr. N.D. Ga. 1989) (finding that section 327 approval is not necessary for a professional person “who provides services to debtor that are necessary regardless of whether petition was filed”); In re Madison Mgmt. Grp., Inc., 137 B.R. 275, 283 (Bankr. N.D. Ill. 1992) (explaining that retention and court approval under section 327 is only required for professionals whose occupation plays a central role in the administration of the bankruptcy case).

21. Nevertheless, out of an abundance of caution, the Debtors seek the relief requested in this Motion to avoid any later controversy about the Debtors’ employing and paying the Ordinary Course Professionals during the pendency of these chapter 11 cases. The Debtors will seek specific Court authority under section 327 of the Bankruptcy Code to employ any other professionals involved in the actual administration of these chapter 11 cases.

22. The Debtors submit that their proposed employment of the Ordinary Course Professionals and the payment of compensation on the basis set forth above is in the best interests of the Debtors’ estates and creditors.

23. Courts in this and other districts have granted the same or similar relief to debtors in other large chapter 11 cases. See, e.g., In re R.E. Loans, LLC, et al., Case No. 11-35865 (Bankr. N.D. Tex. Oct. 28, 2011); In re Erickson Retirement Cmtys., et al., Case No. 09-37010

(Bankr. N.D. Tex. Jan. 22, 2010); In re Pilgrim's Pride Corp., et al., Case No. 08-45664 (Bankr. N.D. Tex. Dec. 31, 2008); In re Mirant Corp., et al., Case No. 03-46590 (Bankr. N.D. Tex. Aug. 4, 2003); In re Spectrum Jungle Labs Corp. et al., Case No 09-50455 (Bankr. W.D. Tex. Mar. 4, 2009).

Notice

24. Notice of this Motion has been provided to (a) the Office of the United States Trustee for the Northern District of Texas; (b) the Office of the Attorney General of the State of Texas; (c) each of the Debtor's twenty (20) largest unsecured creditors; (d) counsel to Wells Fargo Bank, N.A. as trustee; (e) counsel to UMB Bank, N.A., as trustee; (f) counsel to the Debtors' prepetition secured lenders. The Debtors submit that, in light of the nature of the relief requested, no other or further notice is necessary or required.

Conclusion

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit A, authorizing the Debtors to: (i) retain the Ordinary Course Professionals without the necessity of a separate, formal retention application approved by this Court for each Ordinary Course Professional; (ii) compensate the Ordinary Course Professionals for postpetition services rendered, subject to the limitations set forth above and in the attached Exhibit A, without the necessity of additional Court approval; and (iii) granting such other and further relief as is just and proper.

Dated: June 10, 2014
Dallas, Texas

DLA PIPER LLP (US)

By: /s/ Vincent P. Slusher
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vincent.slusher@dlapiper.com
Andrew Zollinger, State Bar No. 24063944
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Proposed Attorneys for the Debtors
and Debtors in Possession

Exhibit A

Proposed Order

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

In re: SEARS METHODIST RETIREMENT SYSTEM, INC., <i>et al.</i>¹ Debtors.	§ § § § § § §	CASE NO. 14-32821-11 CHAPTER 11 Joint Administration Pending
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**ORDER AUTHORIZING EMPLOYMENT AND
RETENTION OF PROFESSIONALS UTILIZED
BY DEBTORS IN ORDINARY COURSE OF BUSINESS**

Upon the Motion For an Order Authorizing Retention of Professionals in Utilized by Debtors in Ordinary Course of Business, dated June 10, 2014 (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for an order

¹ The debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: Sears Methodist Retirement System, Inc. (6330), Canyons Senior Living, L.P. (8545), Odessa Methodist Housing, Inc. (9569), Sears Brazos Retirement Corporation (8053), Sears Caprock Retirement Corporation (9581), Sears Methodist Centers, Inc. (4917), Sears Methodist Foundation (2545), Sears Panhandle Retirement Corporation (3233), Sears Permian Retirement Corporation (7608), Sears Plains Retirement Corporation (8233), Sears Tyler Methodist Retirement Corporation (0571) and Senior Dimensions, Inc. (4016). The mailing address of each of the debtors, solely for purposes of notices and communications, is 2100 Ross Avenue 21st Floor, c/o Paul Rundell, Dallas, Texas 75201.

² Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

authorizing (i) the employment and retention of professionals utilized by Debtors in the ordinary course of business (collectively, the “Ordinary Course Professionals”), and (ii) the payment of interim compensation and reimbursement of expenses to such Ordinary Course Professionals in the manner customarily made by the Debtors; and all as more fully set forth in the Motion; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409, and due and proper notice of the Motion having been provided to the necessary parties; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and all of the proceedings had before the Court; and no objections having been received; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Motion is GRANTED; and it is further

ORDERED that pursuant to Bankruptcy Code sections 327 and 105, the Debtors be, and they hereby are, authorized and empowered to employ and retain the Ordinary Course Professionals listed on the attached Annex A; and it is further

ORDERED that subject to the limitations set forth below, the Debtors are authorized to pay to the extent included in the budget attached to the relevant cash collateral order, pursuant to the Allocation Formula, without formal application to the Court by any Ordinary Course Professional, the full billed amounts of the interim fees and disbursements of each Ordinary

Course Professional upon submission to the Debtors of an invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date and calculated in accordance with such Ordinary Court Professional's standard billing practices (without prejudice to the Debtors' right to dispute any such invoices); provided, however, that no compensation paid to an Ordinary Course Professional shall be final until the retention of such Ordinary Course Professional is authorized as a final matter pursuant to the procedures described below; and it is further

ORDERED that payments to an Ordinary Course Professional shall be subject to the approval of the Court in accordance with Bankruptcy Code sections 330 and 331 if payments to such Ordinary Court Professional exceed \$30,000 in any one month or \$250,000 during the entire case. The compensation paid to the Ordinary Course Professionals described in the foregoing sentence shall nonetheless become subject to the approval of the Court in accordance with Bankruptcy Code sections 330 and 331 if it exceeds the limits set forth therein. In all other respects, such Ordinary Course Professionals shall be treated as an Ordinary Course Professional and their retention shall be governed by this Order; and it is further

ORDERED that approximately every one-hundred and twenty (120) days, the Debtors shall file a statement with the Court (the "Statement") and serve such Statement upon the Office of the United States Trustee, Wells Fargo Bank, N.A., as master trustee and bond trustee (the "Obligated Group Bond Trustee") and all other secured lenders (the "Lenders"), and counsel to any committee of unsecured creditors appointed in these cases. The Statement shall include the following information for each Ordinary Course Professional: (a) the name of the Ordinary Course Professional; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by the Ordinary Course Professional during the one hundred

and twenty (120) days; and (c) a general description of the services rendered by the Ordinary Course Professional; and it is further

ORDERED that within five (5) days after entry of this Order, the Debtors shall serve this Order upon each Ordinary Course Professional. Not later than thirty (30) days after entry of this Order, each Ordinary Course Professional who is an attorney ("Attorney Professional") shall file with the Court, and serve upon the Office of the United States Trustee, counsel to the Obligated Group Bond Trustee, counsel to the Lenders, counsel to any committee of unsecured creditors appointed in these cases, and counsel to the Debtors, a verified statement pursuant to Rule 2014 of the Federal Rules of Bankruptcy Procedure, substantially in the form of the statement attached hereto as Annex B (the "Disclosure Statement"), including an explanation of prepetition services rendered and postpetition services to be provided to the Debtors; and it is further

ORDERED that the United States Trustee, the Obligated Group Bond Trustee, the Lenders, and any committee of unsecured creditors appointed in these cases shall have twenty (20) days after the receipt of such statement, or such other time as may be agreed to by the relevant Attorney Professional or ordered by the Court (the "Objection Deadline"), to object to the retention of the relevant Attorney Professional. Objections, if any, shall be served upon (i) the Attorney Professional, (ii) the Office of the United States Trustee, (iii) counsel to any committee of unsecured creditors appointed in these cases, and (iv) counsel to the Obligated Group Bond Trustee, (v) counsel to the Lenders, and (vi) counsel to the Debtors, on or before the Objection Deadline. If any such objection cannot be resolved within twenty (20) days of service, the matter shall be scheduled for hearing before the Court at the next regularly-scheduled omnibus hearing or other date otherwise agreeable to the Attorney Professional, the Debtors and the objecting party. If no objection is submitted on or before the Objection Deadline, or if any

objection submitted is timely resolved as set forth above, then without further order of the Court the employment, retention and compensation of the Attorney Professional shall be deemed approved; and it is further

ORDERED that the Debtors are authorized, without need for further hearing or order of the Court, to employ and retain Attorney Professionals not presently listed in Annex A (“Additional Ordinary Course Professionals”) by filing with the Court a supplement to Annex A (the “Supplement”). The Supplement shall list the name and estimated monthly fee of the Additional Ordinary Course Professional, along with a brief description of the services to be rendered and shall otherwise comply with the terms of this Order. For purposes of complying with the verified statement requirement, the thirty (30) day requirement for Additional Ordinary Course Professionals who are attorneys to file a Disclosure Statement shall run from the filing of the Supplement with the Court, but all other requirements shall remain the same; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

ORDERED that this Court will retain jurisdiction to address all disputes related to the interpretation or enforcement of this Order.

###End of Order###

ANNEX A

Name	Address	Description of Service	Avg. Monthly Invoice
Cantey Hanger	Cantey Hanger Plaza 600 West 6th Street, Suite 300 Fort Worth, TX 76102-3685	Litigation counsel	\$1,000
Carls, McDonald & Dalrymple	Barton Oaks Plaza One 901 South Mopac Expressway, Suite 280 Austin, TX 78746	Regulatory and business counsel	\$18,000
Chatelle and Associates	4545 Golf Vista Drive Austin, TX 78730	Media and communications	\$4,000
CliftonLarsonAllen	5001 Spring Valley Road, Suite 600W Dallas, TX 75244	Auditing	\$30,000
Thompson & Knight	One Arts Plaza 1722 Routh Street, Suite 1500 Dallas, TX 75201	Tax, real estate and bond counsel	\$10,000
Zurovec PLLC (Darrell Zurovec)	One Westlake Plaza 1705 S. Capital of Texas Highway, Suite 100 Austin, TX 78746	Healthcare counsel	\$2,000

ANNEX B

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

In re:	§	CASE NO. 14-[•]
	§	
SEARS METHODIST RETIREMENT	§	CHAPTER 11
SYSTEM, INC., <i>et al.</i>¹	§	Joint Administration Pending
	§	
Debtors.	§	

AFFIDAVIT OF [Insert Full Name of Firm]

STATE OF **[Insert]**)
) ss:
COUNTY OF **[Insert]**)

[AFFIANT], being duly sworn, deposes and says:

I am a **[member/shareholder]** of the law firm of **[Insert Full Name]**(“**[Insert Abbreviation for Firm]**”), which maintains offices at **[Insert Address]**.

1. Neither I, **[Insert Abbreviation for Firm]**, nor any partner, associate or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtor-in-possession (the “Debtors”), their creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee or any person employed in the Office of the United States Trustee, except as set forth in this affidavit.

2. **[Insert Abbreviation for Firm]**, through myself and other attorneys of the firm, has represented and advised the Debtors with respect to **[Fill in Description of**

1 The debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: Sears Methodist Retirement System, Inc. (6330), Canyons Senior Living, L.P. (8545), Odessa Methodist Housing, Inc. (9569), Sears Brazos Retirement Corporation (8053), Sears Caprock Retirement Corporation (9581), Sears Methodist Centers, Inc. (4917), Sears Methodist Foundation (2545), Sears Panhandle Retirement Corporation (3233), Sears Permian Retirement Corporation (7608), Sears Plains Retirement Corporation (8233), Sears Tyler Methodist Retirement Corporation (0571) and Senior Dimensions, Inc. (4016). The mailing address of each of the debtors, solely for purposes of notices and communications, is 2100 Ross Avenue 21st Floor, c/o Paul Rundell, Dallas, Texas 75201.

Aspects] of the Debtors' businesses.

3. The Debtors have requested, and **[Insert Abbreviation for Firm]** has agreed, to continue to represent the Debtors pursuant to section 327 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with respect to such matters. Additionally, the Debtors have requested, and **[Insert Abbreviation for Firm]** proposes, to render the following services to the Debtors:

[Insert Services]

4. **[Insert Abbreviation for Firm]**'s current customary hourly rates are **[Insert Fee Scale]**. In the normal course of business, **[Insert Abbreviation for Firm]** revises its regular hourly rates on **[Insert Date]** of each year and requests that, effective **[Insert Date]** of each year, the aforementioned rates be revised to the regular hourly rates which will be in effect at that time.

5. In connection with these cases, **[Insert Abbreviation for Firm]** has rendered services to the Debtors that have not yet been billed or that have been billed but for which payment has not been received. The value of such services does not exceed \$ **[Insert Amount]**.

6. Except as set forth herein, no promises have been received by **[Insert Abbreviation for Firm]** as to compensation in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules and orders of this Court.

7. **[Insert Abbreviation for Firm]** has no agreement with any entity to share any compensation received from the Debtors.

8. **[Insert Abbreviation for Firm]** and its partners and other members may

have in the past represented, currently represent, and may in the future represent entities that are creditors of the Debtors in matters totally unrelated to the matters with respect to which **[Insert Abbreviation for Firm]** is to be engaged by the Debtors. However, neither I, **[Insert Abbreviation for Firm]**, nor any partner or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates in the matters upon which **[Insert Abbreviation for Firm]** is to be engaged.

9. The foregoing constitutes the statement of **[Insert Abbreviation for Firm]** pursuant to Bankruptcy Code sections 329 and 504 and Fed. R. Bankr. P. 2014 and 2016(b).

[Name of Affiant]

Sworn to and subscribed
before me this __
day of _____, 2014

Notary Public