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6 Attorneys for Chapter 7 Trustee,
William A. Leonard, Jr.
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8 UNITED STATES BANKRUPTCY COURT
9 DISTRICT OF NEVADA

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11 In re) CASE NO. BK-S-09-22035-LBR (Lead Case)
12 CONSOLIDATED RESORTS, INC., et al.,) (Jointly Administered with Case Nos.
13 Debtor.) 09-22030 through 09-22043)
14) Chapter 7
15)

16 Affects:) **SUPPLEMENTAL DECLARATION OF**
 All Debtors) **JAMES P. HILL IN SUPPORT OF**
 Destinations Unlimited, LLC, 09-22030) **SULLIVAN, HILL, LEWIN, REZ &**
17 Consolidated Realty, Inc., 09-22031) **ENGEL'S SECOND INTERIM**
 Consolidated Media, LLC, 09-22032) **APPLICATION FOR COMPENSATION**
18 CRI Travel Holdings, LLC, 09-22033) **AS COUNSEL FOR CHAPTER 7**
 Consolidated Resorts Travel, LLC, 09-22034) **TRUSTEE – RELATING TO RE-**
19 Consolidated Resorts, Inc., 09-22035) **ALLOCATION OF CHARGES IN FIRST**
20 Consolidated Maui, Inc., 09-22036) **INTERIM FEE APPLICATION**
 Consolidated Kona, Inc., 09-22037)
21 Lahaina Ticket Company, Inc., 09-22038) Date: September 1, 2010
22 Soleil PS, LLC, 09-22039) Time: 3:00 p.m.
 Soleil LV, LLC, 09-22040) Ctrm: LBR - Courtroom 1
23 Consolidated Tahiti, Inc., 09-22041) Foley Federal Building
 Consolidated Orlando, Inc., 09-22042) 300 Las Vegas Blvd. South
24 Consolidated Tickets, LLC, 09-22043) Las Vegas, NV 89101
Judge: Hon. Linda B. Riegler

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1 I, James P. Hill, declare as follows:

2 1. I am a shareholder with the law firm of Sullivan, Hill, Lewin, Rez & Engel (“Sullivan
3 Hill”), which has been employed as general bankruptcy counsel for William A. Leonard, Jr., Chapter
4 7 trustee (“Trustee”) in the Consolidated Resorts, Inc. related bankruptcy cases, BK-S-09-22035-
5 LBR (Lead Case), jointly administered with case numbers 09-22030 through 09-22043. As the head
6 of Sullivan Hill’s insolvency law department, and as the lead supervising attorney for the Trustee in
7 these Chapter 7 cases, I have direct and firsthand knowledge of the facts contained in this
8 declaration, and if called upon as a witness, I could and would competently testify to such facts. I
9 make this supplemental declaration in support of the above-captioned fee application (“Second
10 Interim Fee Application”).

11 2. On February 18, 2010, Sullivan Hill filed its first interim fee application (“First Interim
12 Fee Application”) (Docket No. 313). Thereafter, the Court has entered various orders allowing a
13 portion of the fees and costs requested therein. As described in the First Interim Fee Application, the
14 Trustee allocated on an interim basis the fees and costs at issue:

- 15 a. to a given secured creditor when applicable;
- 16 b. to specific estates when applicable; or
- 17 c. otherwise, to the estate of Consolidated Resorts, Inc., as the primary corporate
18 administrative entity and the parent company of all except one of the Debtors.

19 See the First Interim Fee Application, pp. 9-10.

20 3. On August 6, 2010, Sullivan Hill filed its Second Interim Fee Application (Docket No.
21 503). As described therein, the Trustee used the allocation parameters described above to allocate
22 among the estates the fees and costs at issue in the Second Interim Fee Application. The allocation
23 in the Second Interim Fee Application included additional billing categories more extensive and
24 detailed than those used in the First Interim Fee Application; involved a more rigorous application of
25 the allocation criteria set forth above; and in general resulted in an allocation of charges among the
26 estates consistent with the activities performed and the benefits to the respective estates in as fair a
27 fashion as the Trustee and his counsel believe possible in large, complex bankruptcy proceedings
28 like these cases.

1 4. After the filing of the Second Interim Fee Application, the Trustee and Sullivan Hill re-
2 visited Sullivan Hill’s fees and costs addressed in the First Interim Fee Application, and re-allocated
3 certain of the fees and costs to bring the allocations used in the First Interim Fee Application into
4 line with the allocation procedures employed in the Second Interim Fee Application.

5 5. Attached as Exhibit “A” hereto is a chart showing the fees and costs addressed in the
6 First Interim Fee Application. Columns “B” and “C” show the allocations of the fees and costs
7 among the estates as set forth initially in the First Interim Fee Application. Columns “E” and “F”
8 show the allocations of the fees and costs among the estates as the Trustee has now allocated them in
9 order to make the allocations consistent between the First Interim Fee Application and the Second
10 Interim Fee Application. The total amount of fees set forth in the First Interim Fee Application is
11 the same notwithstanding the reallocations of the time to the various categories. This reallocation
12 exercise achieves the fairest allocation of expenses of administration to the various estates and
13 ensures that the estates which benefited from the activities of the Trustee’s counsel bear their
14 respective fair aliquot share of the burden of the expenses in the same manner as set forth in Sullivan
15 Hill’s Second Interim Fee Application.

16 I declare under penalty of perjury that the foregoing is true and correct and that this
17 declaration was executed on August 27, 2010 at San Diego, California.

18 /s/ James P. Hill
19 James P. Hill

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EXHIBIT A

	A	B	C	D	E	F
1	FIRST INTERIM FEE APPLICATION					
2	INITIAL			NEW		
3	CATEGORY	HOURS	FEES	SOURCE OF PAYMENT	HOURS	FEES
4	Chapter 7 General Administration	649.8	\$207,748.50	Consolidated Resorts, Inc Consolidated Maui, Inc. Consolidated Kona, Inc. Soleil LV, LLC Consolidated Tahiti, Inc.	638.3	\$ 204,158.00
5	Concord Servicing	84.7	\$27,493.00	Consolidated Orlando, Inc. GMAC Consolidated Resorts, Inc. Soleil LV, LLC Consolidated Tahiti, Inc. Consolidated Maui, Inc. Consolidated Kona, Inc.	86.2	\$ 27,710.50
6	Coordinated Sale	691	\$257,986.00	Consolidated Realty, Inc.	684.0	\$ 255,861.50
7	GMAC - Concord Servicing	34.8	\$14,468.00	GMAC	34.8	\$ 14,468.00
8	HSBC - Concord Servicing	7.2	\$2,946.50	HSBC	7.0	\$ 2,851.50
9	Liberty Bank - Concord Servicing	5.1	\$2,245.00	Liberty Bank	5.3	\$ 2,340.00
10	Textron - Concord Servicing	8.8	\$3,265.00	Textron	8.8	\$ 3,265.00
11	GMAC - General	108.3	\$36,540.50	Consolidated Resorts, Inc. Consolidated Resorts, Inc. Consolidated Maui, Inc. Consolidated Kona, Inc. Soleil LV, LLC Consolidated Tahiti, Inc.	87.1	\$ 29,857.50
12	GMAC - Relief from Stay	57.1	\$21,534.00	Consolidated Orlando, Inc.	57.1	\$ 21,534.00
13	Regal Palms	52.1	\$16,837.50	Consolidated Orlando Consolidated Tahiti, Inc.	68.4	\$ 22,107.00
14	Tahiti Village	17.7	\$5,464.50	Soleil LV, LLC Consolidated Resorts, Inc. Consolidated Maui, Inc. Consolidated Kona, Inc.	30.9	\$ 9,477.00
15	HSBC - General	20.7	\$6,950.00	Soleil LV, LLC Consolidated Resorts, Inc. Consolidated Maui, Inc. Consolidated Kona, Inc.	16.6	\$ 5,720.00
16	HSBC - Relief from Stay	49.8	\$17,298.50	Soleil LV, LLC Consolidated Resorts, Inc. Consolidated Maui, Inc.	49.8	\$ 17,298.50
17	Liberty Bank - General	12.5	\$3,985.00	Soleil LV, LLC Consolidated Resorts, Inc. Consolidated Maui, Inc.	12.5	\$ 3,985.00
18	Liberty Bank - Relief from Stay	0.5	\$175.00	Soleil LV, LLC	0.5	\$ 175.00
19	Textron - General	112	\$35,829.00	Consolidated Resorts, Inc. Consolidated Resorts, Inc. Consolidated Maui, Inc.	63.3	\$ 21,490.50
20	Textron - Relief from Stay	1.4	\$490.00	Soleil PS, LLC	1.4	\$ 490.00
21	Kauai Sands	34.9	\$12,100.00	Consolidated Maui, Inc.	78.8	\$ 25,044.00
22	Palm Springs	0.8	\$292.50	Soleil PS, LLC Consolidated Resorts, Inc. Consolidated Realty, Inc.	6.9	\$ 2,215.00
23	Nevada State Bank - General	43.7	\$14,139.00	Soleil, LV, LLC Consolidated Resorts, Inc. Consolidated Realty, Inc.	43.7	\$ 14,139.00
24	Nevada State Bank - Vehicles	69.2	\$21,588.50	Soleil, LV, LLC	69.2	\$ 21,588.50

	A	B	C	D	E	F
1	FIRST INTERIM FEE APPLICATION					
2	INITIAL			NEW		
3	CATEGORY	HOURS	FEES	SOURCE OF PAYMENT	HOURS	FEES
				Consolidated Resorts, Inc.		
				Consolidated Realty, Inc.		
25	Furniture, Fixtures & Equipment	25.7	\$7,696.00	Soleil, LV, LLC	24.7	\$ 7,551.00
26	Soleil LV - Relief From Stay	2.3	\$795.00	Soleil LV, LLC	2.3	\$ 795.00
27	Nevada State Court Litigation	4.4	\$1,525.00	Consolidated Resorts, Inc.	4.4	\$ 1,525.00
				Consolidated Resorts, Inc.		
				Consolidated Maui, Inc.		
28	Leases & Contracts	101.2	\$30,924.50	Soleil LV, LLC	98.1	\$ 29,862.00
29	Lahaina Ticket Co.	39	\$13,031.00	Lahaina Ticket Co	40.6	\$ 13,479.00
30	Bonds/Miscellaneous Insurance	2.1	\$967.50	Consolidated Resorts, Inc.	11.3	\$ 3,722.50
31	Utilities	12.8	\$4,747.50	Consolidated Resorts, Inc.	12.8	\$ 4,747.50
32	Kiosk Lease	0	\$0.00	Consolidated Realty, Inc.	3.0	\$ 1,032.50
33	Hawaii Imperial Vacation Club	0	\$0.00	Consolidated Resorts, Inc.	1.8	\$ 572.50
34	Fee Applications	62.5	\$17,690.50	Consolidated Resorts, Inc.	62.5	\$ 17,690.50
35		2312.1	\$786,753.00		2312.1	\$ 786,753.00