

EXHIBIT B

Dundon Declaration

DISINTERESTEDNESS AND ELIGIBILITY

1. In connection with the preparation of this Declaration, Dundon conducted a review of its contacts with the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors that were made reasonably known to Dundon. A listing of the parties reviewed is reflected on Exhibit 1 to this Declaration. Dundon's review, completed under my supervision, consisted of a query of the Exhibit 1 parties within an internal computer database containing names of individuals and entities that are recent, present, or former clients of Dundon.

2. Based on the results of its review, Dundon does not have a relationship with any of the parties on Exhibit 1 in matters related to these proceedings. To the best of my knowledge, Dundon does not hold or represent any interest adverse to the Committee, the Debtors, or their estates, nor does Dundon's involvement in these chapter 11 cases compromise its ability to continue its financial advisory services.

3. Dundon was informal financial adviser to an ad hoc group of certain unaffiliated creditors of the Debtors (the "**Ad Hoc Group**") in these cases. Inasmuch as the Ad Hoc Group had as a principal purpose to obtain the appointment of the Committee and for the Committee to take on collective advocacy for unsecured creditors thereupon, the Ad Hoc Group was disbanded upon the appointment of two of its three members to the Committee on July 3, 2019. Dundon has no obligations to, and is entitled to no compensation from, any former member of the Ad Hoc Group.

4. Further, as part of its diverse practice, Dundon appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' chapter 11 cases. Also, Dundon has performed in the past, and may perform in the future,

advisory consulting services for various attorneys and law firms, and has been represented by several attorneys, law firms and financial institutions, some of whom may be involved in these proceedings.

5. In addition, Dundon has in the past, may currently and will likely in the future be working with or against other professionals involved in these chapter 11 cases in matters unrelated to the Debtors and these chapter 11 cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests adverse to the bankruptcy estate, and none are in connection with these chapter 11 cases.

6. Dundon is not believed to be a “Creditor” with respect to fees and expenses of any of the Debtors within the meaning of section 101(10) of the Bankruptcy Code. Further, neither I nor any other member of the Dundon engagement team serving this Committee, to the best of my knowledge, is a holder of any outstanding debt instruments or shares of the Debtors’ stock.

7. As such, to the best of my knowledge, Dundon does not hold or represent any interest adverse to the Committee, the Debtors, or their estates, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code.

8. Moreover, Dundon is a “disinterested person” as that term is defined in 11 U.S.C. § 101(14) because Dundon and its Principals (i) are not creditors, equity security holders or insiders of the Debtors; (ii) are not and were not, within two years before the Petition Date, directors, officers, or employees of the Debtors; and (iii) do not have an interest materially adverse to the interest of the Debtors’ estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors or for any other reason.

9. It is Dundon’s policy and intent to update and expand its ongoing relationship

search for additional parties-in-interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, Dundon will promptly file a Bankruptcy Rule 2014(a) Supplemental Declaration.

PROFESSIONAL COMPENSATION

10. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the applicable U.S. Trustee guidelines and the local rules of this Court, Dundon will seek payment for compensation on an hourly basis, plus reimbursement of actual and necessary expenses incurred by Dundon, including internal and external legal and other professional fees related to this retention application and future fee applications as approved by the Court. Dundon's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application for the employment of Dundon. These hourly rates are adjusted periodically.

11. According to Dundon's books and records, during the ninety-day period prior to the Debtors' petition date, Dundon performed no professional services or incurred any reimbursable expenses on behalf of the Debtors.

12. To the best of my knowledge, (a) no commitments have been made or received by Dundon with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code and (b) Dundon has no agreement with any other entity to share with such entity any compensation received by Dundon in connection with these chapter 11 cases.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 25th day of July, 2019

/s/ Matthew Dundon

Matthew Dundon

EXHIBIT 1

NB: Except where indicated, this is the same party listing used by the Debtors in its application to employ Crowe & Dunleavy as counsel.

* Parties who have appeared in these cases

** Debtor professionals

*** Top 20 creditor list

Amarillo Memory Care LLC	Cox Communications Inc.
Arlington Heights Memory Care LLC	Crowe & Dunleavy*
Arlington ISD*	Crowley ISD*
Arlington REIT Tenant LLC	Crystal Lake REIT Tenant LLC
AT&T, Inc.	CSC
Baker Donelson Bearman Caldwell & Berkowitz	Curtis Group Architects Ltd.***
Bank of the Ozarks	CVS Pharmacy, Inc.
Bank SNB, a Division of Simmons Bank	Cypress Fairbanks ISD*
BB&T Equipment Finance Corporation	Cypresswood Memory Care LLC
BBVA Compass	Dallas County Utility & Reclamation District*
Bell Nunnally***	De Lage Landen Financial Services, Inc.
BMO Harris Bank, N.A.	De Lage Landen Public Finance, LLC
BMW Financial Services N.A., LLC	Denton County*
BOKF, D/B/A Bank of Texas	Denton Memory Care LLC
Bolingbrook REIT Tenant LLC	Dixon Hughes Goodman LLP***
Bradley Arant Boult Cummings LLP	Estate of J. Mennella*
Branch Banking and Trust Co.	Federal National Mortgage Association (Fannie Mae)*
Cannon & Cannon Inc.***	Fidelity [401(K)]***
Capital Center Land Condo Association Inc.***	Fidelity National Title Insurance Company
Carrollton Autumn Leaves LP	First National Bank of Wichita Falls, TX
Chicago Title Insurance Company	First Secure Community Bank*
Chicago Title Oklahoma Co.	Flower Mound Autumn Leaves LLP
Cigna Health and Life Insurance Company***	Fort Bend County*
Cinco Commercial Property Owners Association, Inc.*	Fort Mill Memory Care LLC
Cinco Ranch Memory Care LLC	Fossil Creek Memory Care LLC
Cintas Corporation	Franklin PSH Tenant, LLC
CliftonLarsonAllen LLP***	Frost Bank of Texas
CNA Insurance Paragon Asset Recovery Services Inc.***	GE Capital Corp.
Coinmach Corporation	Georgetown Memory Care, LLC
Community Trust Bank	Greenville Memory Care, LLC
Corinth Assisted Care LP	GSI Engineering, LLC***
Corinth Autumn Oaks LP	Gurnee Memory Care, LLC
	Haltom City*
	Hancock Whitney Bank*
	Harney Partners*

Harris County*
Hood, Diane*
Hunton Andrews Kurth LLP***
Iron Mountain Incorporated
JPMorgan Chase Bank, N.A.
KeyBank N.A.*
Lake Superior Contracting, LP
Lee's Summit Memory Care, LLC
Lewis, John P. Jr.*
McKesson Corporation
Mennella, Christine*
Monster Worldwide Inc***
Montgomery County (Texas)*
Naples Memory Care, LLC
NHI-REIT*
Nixon Peabody LLP
O'Brien Architects Inc.***
Ogletree, Deakins, Nash, Smoak & Stewart,
P.C.***
Origin Bank*
Orland Park Memory Care, LLC
Oswego Memory Care, LLC
Overland Park Memory Care, LLC
Paycom Payroll LLC
Pearland Memory Care, LLC
Perkins, Coie, Stone, Olson & Williams
Popp Hutcheson PLLC***
Richardson ISD*
Riverstone Memory Care, LLC
Sarasota Memory Care, LLC
SAS Architects & Planners***
Shadow Creek Ranch Commercial Owners
Association, Inc.*
Silverado Interest Holdings, LLC*
Simmons Bank
Smith Roberts Baldischwiler I, Inc.
South Austin Memory Care, LLC
Southwest Oklahoma City Memory Care,
LLC
State of Missouri*
State of Texas*
Stockbridge Memory Care, LLC
Stone Oak Memory Care, LLC
Susan Goodman*
TCF National Bank, N.A.*
Texas Capital Bank

The LaSalle Group, Inc.
The LaSalle Group, Inc. Ad Hoc Group of
Creditors*
The Village at Silver Sage***
TLG Family Management, LLC*
United Community Bank
Urban Land Holding, Inc.
US Foods, Inc.
Venice Memory Care, LLC
Veritex Community Bank*
Vernon Hills Memory Care, LLC
VMG Health***
Warren, Melvin Jr.*
Warren, Mitchell*
Wells Fargo Equipment Finance, Inc.
West Houston Memory Care, LLC
Westfield Bank FSB***
Westover Hills Memory Care, LLC
Williamson County*
Windward Memory Care, LLC
Xerox Corp.