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8 **UNITED STATES BANKRUPTCY COURT**
9 **SOUTHERN DISTRICT OF CALIFORNIA**

10 In re:
11 BORREGO COMMUNITY HEALTH
FOUNDATION,
12 Debtor and Debtor in Possession.

Case No.: 22-02384-LT11

Chapter 11

**SIXTEENTH MONTHLY FEE
APPLICATION OF FTI
CONSULTING, INC., FINANCIAL
ADVISOR TO THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE
AND PAYMENT OF INTERIM
COMPENSATION FOR THE
PERIOD JANUARY 1, 2024
THROUGH JANUARY 31, 2024**

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1 CSD 1143 (04/28/96)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF CALIFORNIA**

DEBTOR: Borrego Community Health Foundation
Petition Date: September 12, 2022
Case No. 22-02384

MONTHLY FEE APPLICATION SUMMARY

APPLICANT: FTI Consulting, Inc.
REPRESENTING: Official Committee of Unsecured Creditors

ORDER APPROVING EMPLOYMENT: Docket No. 242

Task Code	Category	Total Hours	Total Fees
1	Current Operating Results & Events	1.1	\$ 825.00
2	Cash & Liquidity Analysis	1.0	750.00
11	Prepare for and Attendance at Court Hearings	0.6	450.00
14	Analysis of Claims/Liabilities Subject to Compromise	29.0	21,750.00
16	POR & DS - Analysis, Negotiation and Formulation	4.9	3,675.00
24	Preparation of Fee Application	8.6	6,450.00
TOTAL		45.2	\$33,900.00

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF CALIFORNIA

In re: BORREGO COMMUNITY HEALTH FOUNDATION, Debtor and Debtor in Possession.	}	Chapter 11 Case Case No. 22-02384 Judge: Hon. Laura S. Taylor
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Monthly Fee Application

FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI” or the “Firm”), submits its Sixteenth Monthly Fee Application for Allowance and Payment of Interim Compensation (the “Application”) for the period January 1, 2024 – January 31, 2024 (the “Application Period”). In support of the Application, FTI respectfully represents as follows:

1. FTI is the financial advisor to the Official Committee of Unsecured Creditors (the “Committee”). FTI hereby applies to the Court for allowance and payment of interim compensation for services rendered during the Application Period.

2. FTI billed a total of \$34,142.93 during the Application Period. The total fees represent 45.2 hours expended during the Application Period. These fees and expenses are broken down as follows:

Application Period	Fees	Expenses	Total
January 1, 2024 – January 31, 2024	\$33,900.00	\$242.93	\$34,142.93

3. Accordingly, FTI seeks allowance of interim compensation in the total amount of \$27,362.93 at this time. This total is comprised as follows: \$27,120.00

1 (80% of fees totaling \$33,900.00 for services rendered), plus \$242.93 (100% of the
2 expenses incurred).

3 4. To date, FTI has received a total of \$961,470.41 in payment, which
4 represents 100% of cumulative fees for the Firm’s first and second interim fee periods,
5 100% of expenses in the Firm’s fifth monthly fee period, and 80% of cumulative fees
6 for the Firm’s eleventh, twelfth, and thirteenth monthly fee periods.

7 5. Attached as **Exhibit “A”** hereto is the name of each professional who
8 performed services in connection with this case (the “Case”) during the Application
9 Period at the blended hourly rate approved for FTI for this Case. Attached hereto as
10 **Exhibit “B”** is the detailed time and expense statements for the Application Period.

11 6. Attached as **Exhibit “C”** hereto is a schedule of the expense categories
12 and total expenses in each category for the Application Period that FTI seeks
13 reimbursement for. Attached hereto as **Exhibit “D”** are the expense records of FTI,
14 which provide a daily summary of the expenses for which FTI is seeking payment and
15 an itemization thereof.

16 7. The Firm has served a copy of this Application on the United States
17 Trustee (the “U.S. Trustee”), the Debtor, counsel to the Debtor, counsel to the Patient
18 Care Ombudsman, the United States of America, and the State of California, and
19 parties requesting special notice (collectively, the “Notice Parties”). The Application
20 was mailed by first class mail, postage prepaid, on or about March 5, 2024. Notice of
21 the filing of this Application was served on the Notice Parties by first class mail,
22 postage prepaid, on or about March 5, 2024.

23 8. Pursuant to this Court’s *Order on Debtor’s Motion for Entry of an Order*
24 *Establishing Procedures for Monthly Payment of Fees and Expense Reimbursement*
25 (the “Interim Compensation Procedures Order”) that was entered on or about
26 December 15, 2022 [Docket No. 299], the Debtor is authorized to make the payment
27 requested herein with a further hearing or order of this Court unless an objection to
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1 this Application is filed with the Court and served upon the Notice Parties within ten
2 (10) calendar days after the date of mailing of the Notice of this Application. If such
3 an objection is filed, the Debtor is authorized to pay 80% of the uncontested fees and
4 100% of the uncontested expenses without further order of the Court. If no objection
5 is filed, the Debtor is authorized to pay 80% of all fees requested in the Application
6 and 100% of the uncontested expenses without further order of the Court.

7 9. The interim compensation sought in this Application is not final. Upon
8 the conclusion of this Case, the Firm will seek fees and reimbursement of expenses
9 incurred for the totality of the services rendered in this Case. Any interim fees or
10 reimbursement of expenses approved by this Court and received by the Firm will be
11 credited against such final fees and expenses as may be allowed by this Court.

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WHEREFORE, FTI respectfully requests that the Debtor pay compensation to the Firm as requested herein pursuant to an in accordance with the terms of the Interim Compensation Procedures Order.

Dated: March 5, 2024

FTI CONSULTING, INC.

By /s/ Cynthia Nelson
Cynthia Nelson
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Los Angeles, CA 90071
Telephone: 213-689-1200
E-mail: cynthia.nelson@fticonsulting.com

*Financial Advisors to the Official Committee
of Unsecured Creditors of Borrego
Community Health Foundation*

Submitted By:

PACHULSKI STANG ZIEHL & JONES LLP

By /s/ Jeffrey N. Pomerantz
Jeffrey N. Pomerantz
Counsel to the Official Committee of
Unsecured Creditors

EXHIBIT A

EXHIBIT A
Summary of Hours by Professional for Application Period
(January 1, 2024 – January 31, 2024)

Professional	Position	Billing Rate	Total Hours	Total Fees
Zucker, Clifford	Senior Managing Director	\$ 750	6.0	\$ 4,500.00
Ganti, Narendra	Managing Director	750	6.3	4,725.00
Gray, Michael	Senior Consultant	750	25.6	19,200.00
Cho, Clare	Consultant	750	6.6	4,950.00
Hellmund-Mora, Marili	Manager	750	0.7	525.00
TOTAL			45.2	\$33,900.00

EXHIBIT B

EXHIBIT B
Detailed Time Statement for Application Period
(January 1, 2024 – January 31, 2024)

Task Category	Date	Professional	Hours	Activity
1	1/16/2024	Zucker, Clifford	0.6	Review and conduct analysis of 11/24 monthly operating report.
1	1/16/2024	Ganti, Narendra	0.5	Review November 2023 MOR.
1 Total			1.1	
2	1/12/2024	Zucker, Clifford	1.0	Review and analysis of cash activity and post-petition A/P.
2 Total			1.0	
11	1/17/2024	Ganti, Narendra	0.6	Attend confirmation hearing.
11 Total			0.6	
14	1/3/2024	Gray, Michael	0.7	Review status of claims objections and other resolutions.
14	1/4/2024	Gray, Michael	0.7	Update claims objection analysis for recent docket activity.
14	1/4/2024	Gray, Michael	0.3	Correspond with PSZJ re: claims.
14	1/4/2024	Gray, Michael	0.2	Participate in discussion with PSZJ re: claims.
14	1/5/2024	Gray, Michael	1.0	Participate in discussion with PSZJ re: claims.

14	1/5/2024	Gray, Michael	0.6	Review claims objection analysis prior to discussion with PSZJ.
14	1/8/2024	Gray, Michael	0.6	Conduct correspondences with PSZJ re: claims analysis and related objections.
14	1/8/2024	Gray, Michael	1.8	Prepare claim summary analysis for court update re: status of objections and outstanding claims.
14	1/9/2024	Gray, Michael	0.7	Conduct correspondences with creditors re: supplemental claim information.
14	1/9/2024	Gray, Michael	0.7	Update claim objection tracker.
14	1/9/2024	Gray, Michael	0.5	Review claim objection tracker.
14	1/10/2024	Gray, Michael	0.6	Review POCs of certain filed claims re: supporting diligence.
14	1/10/2024	Gray, Michael	0.4	Conduct correspondences with additional creditors re: supplemental claim information.
14	1/10/2024	Gray, Michael	0.9	Update Borrego claims summary.
14	1/11/2024	Ganti, Narendra	0.3	Review draft tax letter to creditors.
14	1/11/2024	Gray, Michael	0.6	Update analysis supporting summary re: status of claims objections and reconciliations.
14	1/11/2024	Gray, Michael	1.1	Prepare summary to be shared with court re: status of claims objections and reconciliations.
14	1/11/2024	Gray, Michael	1.2	Prepare disputed claims list re: Plan supplement.
14	1/11/2024	Gray, Michael	0.6	Summarize changes in disputed claims list from previous version.

14	1/12/2024	Zucker, Clifford	1.4	Review and analysis of claims activity and reconciliations.
14	1/12/2024	Gray, Michael	0.6	Review information provided by Ankura re: claims reconciliation.
14	1/12/2024	Gray, Michael	0.4	Update claims analysis for latest information provided by Ankura.
14	1/15/2024	Ganti, Narendra	0.6	Review document for request to creditors for W9, research number of claims and tax applications.
14	1/15/2024	Gray, Michael	0.4	Correspond with creditors re: claims.
14	1/15/2024	Gray, Michael	0.7	Review claims summary analysis in advance of discussion with PSZJ.
14	1/15/2024	Gray, Michael	0.9	Prepare claims summary analysis for discussion with PSZJ.
14	1/15/2024	Gray, Michael	0.6	Participate in discussion with PSZJ re: claims summary.
14	1/15/2024	Gray, Michael	0.3	Correspond with PSZJ re: claims.
14	1/15/2024	Gray, Michael	0.8	Revise claims summary analysis based on discussion with PSZJ.
14	1/16/2024	Gray, Michael	0.3	Review draft stipulation re: claim resolution.
14	1/16/2024	Gray, Michael	0.4	Correspond with creditors re: claims.
14	1/16/2024	Gray, Michael	0.3	Correspond with PSZJ re: claims.
14	1/16/2024	Gray, Michael	0.3	Correspond with claims agent re: claims.

14	1/17/2024	Gray, Michael	0.3	Provide supporting claim information to Ankura for reconciliation purposes.
14	1/17/2024	Gray, Michael	0.4	Provide update on claims status to team.
14	1/23/2024	Gray, Michael	0.4	Prepare correspondence to creditor re: claim withdrawal.
14	1/24/2024	Zucker, Clifford	1.2	Review and analysis of claims status.
14	1/26/2024	Gray, Michael	0.3	Correspond with claims agent re: amended claims.
14	1/26/2024	Gray, Michael	0.3	Review ordered stipulations.
14	1/29/2024	Gray, Michael	0.4	Review supporting materials provided by creditor re: claims resolution.
14	1/29/2024	Gray, Michael	0.2	Participate in discussion with Ankura and PSZJ re: claim resolution.
14	1/29/2024	Gray, Michael	0.3	Prepare summary on status of pending withdrawal and amended claims.
14	1/30/2024	Gray, Michael	0.6	Update claims analysis for latest ordered objections and stipulations.
14	1/30/2024	Gray, Michael	0.7	Review certain POC filed by creditor re: reconciliation and basis.
14	1/31/2024	Gray, Michael	0.6	Review claims analysis provided by Ankura re: initial distributions.
14	1/31/2024	Gray, Michael	0.5	Review certain claim and supporting information re: reconciliation.
14	1/31/2024	Gray, Michael	0.3	Review revised stipulation re: claim withdrawal.

14	1/31/2024	Ganti, Narendra	1.0	Review claims analysis.
14 Total			29.0	
16	1/2/2024	Ganti, Narendra	0.2	Review UST objection to POR and DS.
16	1/3/2024	Gray, Michael	0.3	Evaluate status of Plan solicitation.
16	1/5/2024	Zucker, Clifford	0.6	Participate in call with Ankura on case transition, liquidating trust issues.
16	1/5/2024	Zucker, Clifford	0.2	Participate in call with Counsel on plan confirmation and claims.
16	1/5/2024	Ganti, Narendra	0.6	Participate in call with Ankura to discuss POR and liquidating trust.
16	1/11/2024	Zucker, Clifford	0.3	Review comments to TIN solicitation letter and correspondence.
16	1/16/2024	Zucker, Clifford	0.4	Participate in call with Debtor on effective date and insurance coverage.
16	1/16/2024	Zucker, Clifford	0.3	Conduct review and analysis of Counsel correspondence on distribution.
16	1/16/2024	Ganti, Narendra	0.4	Participate in call with Insurance broker to discuss D&O insurance.
16	1/24/2024	Ganti, Narendra	1.0	Participate in meeting with Ankura to discuss liquidating trust.
16	1/26/2024	Ganti, Narendra	0.6	Participate in meeting with Dentons to discuss liquidating trust.
16 Total			4.9	

24	1/9/2024	Gray, Michael	0.5	Review draft December fee application and related exhibits.
24	1/9/2024	Cho, Clare	0.4	Prepare December fee application draft.
24	1/9/2024	Cho, Clare	1.5	Prepare December fee application exhibits.
24	1/9/2024	Hellmund-Mora, Marili	0.7	Update and finalize the November fee application.
24	1/10/2024	Ganti, Narendra	0.5	Review and revise December 2023 fee application.
24	1/16/2024	Cho, Clare	0.9	Begin preparation of interim fee application exhibits.
24	1/17/2024	Gray, Michael	0.3	Finalize and distribute draft December fee application.
24	1/17/2024	Cho, Clare	1.3	Prepare LEDES exhibit for third interim period.
24	1/17/2024	Cho, Clare	1.8	Prepare interim fee application exhibits.
24	1/17/2024	Cho, Clare	0.7	Prepare CSD1143 form for third interim period.
24 Total			8.6	
Grand Total			45.2	

EXHIBIT C

EXHIBIT C
SUMMARY OF EXPENSES
(January 1, 2024 – January 31, 2024)

Expense Type	Amount
Lodging	\$121.51
Meals	7.00
Transportation	114.42
Total	\$ 242.93

EXHIBIT D

EXHIBIT D
EXPENSE DETAIL
(January 1, 2024 – January 31, 2024)

Expense Type	Date	Professional	Expense Detail	Amount
Lodging	01/22/24	Ganti, Narendra	Lodging for 1/22/2024 through 1/23/2024 while attending meeting with Borrego Liquidating Trustee.	\$ 121.51
Lodging Total				\$ 121.51
Meals	01/22/24	Ganti, Narendra	Dinner while attending meeting with Borrego Liquidating Trustee.	4.00
Meals	01/23/24	Ganti, Narendra	Breakfast while attending meeting with Borrego Liquidating Trustee.	3.00
Meals Total				\$ 7.00
Transportation	01/23/24	Ganti, Narendra	Mileage for transportation while attending meeting with Borrego Liquidating Trustee.	84.42
Transportation	01/23/24	Ganti, Narendra	Tolls for transportation while attending meeting with Borrego Liquidating Trustee.	8.00
Transportation	01/26/24	Ganti, Narendra	Parking in DC while attending meeting with Borrego Liquidating Trustee.	22.00
Transportation Total				\$ 114.42
Grand Total				\$ 242.93