

CSD 1001A [07/01/18]

Name, Address, Telephone No. & I.D. No.

Samuel R. Maizel (SBN 1893010)
TANIA M. MOYRON (SBN 235736)
DENTONS US LLP
601 South Figueroa Street, Suite 2500
Los Angeles, California 90017-5704
Telephone: 213 623 9300



UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF CALIFORNIA
325 West F Street, San Diego, California 92101-6991

In Re

Borrego Community Health Foundation

BANKRUPTCY NO. 22-02384-LT11

Date of Hearing: June 12, 2024

Time of Hearing: 10:00 a.m.

Debtor.

Name of Judge: Laura S. Taylor

ORDER ON

Stipulation By the Post- Effective Date Debtor, The Liquidating Trustee, the Co-Liquidating Trustee, and the California Department of Health Care Services Resolving the Joint Motion for Enhancement of Estate Professional Fees

The court orders as set forth on the continuation pages attached and numbered 2 through 2 with exhibits, if any, for a total of 7 pages. Motion/Application Docket Entry No. 1375.

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DATED: May 21, 2024

Judge, United States Bankruptcy Court



On May 17, 2024, Borrego Community Health Foundation filed a "Second Stipulation By and Among the Post-Effective Date Debtor, the Liquidating Trustee, the Official Committee of Unsecured Creditors, and the California Department of health Care Services Resolving the Joint Motion for Enhancement of Estate Professional Fees" (the "Stipulation").

IT IS HEREBY ORDERED:

1. That the Stipulation, attached hereto as Exhibit A, is approved in its entirety.
2. That the terms and conditions of the Stipulation shall be binding upon the parties and are hereby full incorporated into this Order by reference.

EXHIBIT A

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
213 623 9300

1 SAMUEL R. MAIZEL (Bar No. 189301)
samuel.maizel@dentons.com
2 TANIA M. MOYRON (Bar No. 235736)
tania.moyron@dentons.com
3 REBECCA M. WICKS (Bar No. 313608)
rebecca.wicks@dentons.com
4 DENTONS US LLP
601 South Figueroa Street, Suite 2500
5 Los Angeles, California 90017-5704
Telephone: 213 623 9300
6 Facsimile: 213 623 9924

7 Attorneys for the Post-Effective Date
Debtor and the Liquidating Trustee

8 Jeffrey N. Pomerantz (Bar No. 143717)
9 Steven W. Golden (Pro Hac Vice)
PACHULSKI STANG ZIEHL & JONES LLP
10 10100 Santa Monica Blvd., 13th Floor
Los Angeles, California 90067
11 Telephone: 310 277 6910
Facsimile: 310 201 0760
12 Email: jpomerantz@pszjlaw.com
sgolden@pszjlaw.com

13 Attorneys to the Co-Liquidating Trustee

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

16 In re
17 BORREGO COMMUNITY
18 HEALTH FOUNDATION,
19 Debtor and Debtor in Possession.

Case No. 22-02384-11
Chapter 11 Case
Judge: Honorable Laura S. Taylor

**STIPULATION BY AND AMONG THE
POST-EFFECTIVE DATE DEBTOR,
THE LIQUIDATING TRUSTEE, THE
CO-LIQUIDATING TRUSTEE, AND
THE CALIFORNIA DEPARTMENT OF
HEALTH CARE SERVICES
RESOLVING THE JOINT MOTION
FOR ENHANCEMENT OF ESTATE
PROFESSIONAL FEES**

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25 Borrego Community Health Foundation, the debtor and debtor in possession
26 (prior to the effective date of the Plan (defined below), the “Debtor,” and after the
27 effective date, the “Post-Effective Date Debtor”) in the above-captioned chapter 11
28 bankruptcy case, the Liquidating Trustee (the “Liquidating Trustee”) of the Borrego

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
213 623 9300

1 Community Health Foundation Liquidating Trust (the “Liquidating Trust”)
2 established pursuant to the *First Amended Joint Combined Disclosure Statement and*
3 *Chapter 11 Plan of Liquidation of Borrego Community Health Foundation* [Docket
4 No. 1168] (the “Plan”), confirmed by the order [Docket No. 1273] entered January 25,
5 2024 (the “Confirmation Order”), and that certain Liquidating Trust Agreement, dated
6 as of February 14, 2024 (the “Liquidating Trust Agreement”), the Co-Liquidating
7 Trustee of the Liquidating Trust (the “Co-Liquidating Trustee”), and the California
8 Department of Health Care Services (“DHCS” and collectively with the Post-
9 Effective Date Debtor, the Liquidating Trustee, and the Co-Liquidating Trustee, the
10 “Parties”) hereby enter this *Stipulation By and Among the Post-Effective Date Debtor,*
11 *the Liquidating Trustee, the Co-Liquidating Trustee, and the California Department*
12 *of Health Care Services Resolving the Joint Motion for Enhancement of Estate*
13 *Professional Fees* (the “Stipulation”). In support of the Stipulation, the Parties refer
14 to the following recitals:

15 **RECITALS**

16 WHEREAS, on September 12, 2022, the Debtor filed a voluntary petition for
17 relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”)
18 commencing the above referenced bankruptcy case in the United States Bankruptcy
19 Court for the Southern District of California (the “Court”);

20 WHEREAS, on January 25, 2024, the Court entered the Confirmation Order,
21 which provides:

22 All final applications for payment of Professional Fee Claims must be Filed
23 with this Court and served on the Debtor, the Liquidating Trustee, the Co-
24 Liquidating Trustee, and the U.S. Trustee on or before 45 days after the
effective Date or such later date as may be agreed to by the Liquidating Trustee.

25 Confirmation Order at ¶ 31.

26 WHEREAS, on March 29, 2024, the Debtor and the Official Committee of
27 Unsecured Creditors filed the *Joint Motion for Enhancement of Estate Professional*
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1 Fees [Docket No. 1353] (the “Fee Enhancement Motion”),¹ which requests the
2 approval and allowance of a fee augmentation in an amount calculated to compensate
3 each estate professional at their regular, non-reduced hourly rate;

4 WHEREAS, the deadline to file an objection to the Fee Enhancement Motion
5 was originally set for April 12, 2024 (the “Objection Deadline”) and was subsequently
6 extended to May 3, 2024 [Docket Nos. 1361, 1362], and further extended to May 17,
7 2024 [Docket No. 1370, 1371];

8 WHEREAS, DHCS raised concerns regarding enhancing fees incurred by
9 certain services related to the DHCS Settlement and services provided by certain
10 professionals (the “Potential Objection”); and

11 WHEREAS, the Parties have agreed to resolve the Potential Objection as set
12 forth herein.

13 **STIPULATION**

14 **NOW THEREFORE**, subject to approval of the Court, the Parties hereby
15 agree and stipulate as follows:

16 1. The Estate Professionals have agreed to reduce the Fee Enhancement
17 sought by the Fee Enhancement Motion from \$1,406,252.35 to \$1,250,000.

18 2. Subject to Court approval of the Fee Enhancement Motion, the Estate
19 Professionals shall allocate the Fee Enhancement, as reduced by this Stipulation, *pro*
20 *rata*, as follows: (i) Dentons to receive \$502,072.11; (ii) Ankura to receive
21 \$469,031.91; (iii) Pachulski to receive \$190,904.13; and (iv) FTI to receive
22 \$87,991.85.

23 3. Subject to Court approval of this Stipulation, DHCS will not file an
24 objection to the Fee Enhancement Motion.

25 4. The Court shall retain jurisdiction over all matters relating to the
26 interpretation and enforcement of this Stipulation.

27 _____
28 ¹ Capitalized terms not defined herein have the definitions ascribed in the Fee Enhancement
Motion.

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
213 623 9300

1 **IT IS SO STIPULATED.**

2 SEEN AND AGREED:

3

4 Dated: May 17, 2024

DENTONS US LLP
SAMUEL R. MAIZEL
TANIA M. MOYRON

By: /s/ Tania M. Moyron
Tania M. Moyron

Attorneys for the Post-Effective Date
Debtor and the Liquidating Trustee

5

6 Dated: May 17, 2024

PACHULSKI STANG ZIEHL & JONES
LLP
Jeffrey N. Pomerantz
Steven W. Golden

By: /s/ Steven W. Golden
Steven W. Golden

Attorneys for the Co-Liquidating Trustee

7

8 Dated: May 17, 2024

ROB BONTA
Attorney General of California
BENJAMIN G. DIEHL
Supervising Deputy Attorney General

By: /s/ Darin L. Wessel
Darin L. Wessel

DARIN L. WESSEL
GRANT LIEN
Deputy Attorneys General
Attorneys for Creditor California
Department of Health Care Services

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DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
213 623 9300

United States Bankruptcy Court
Southern District of California

In re:
BORREGO COMMUNITY HEALTH FOUNDATION,
Debtor

Case No. 22-02384-LT
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0974-3
Date Rcvd: May 21, 2024

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The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
^	Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.
#	Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 23, 2024:

Recip ID	Recipient Name and Address
db	BORREGO COMMUNITY HEALTH FOUNDATION,, 587 Palm Canyon Dr., Suite 208, Borrego Springs, CA 92004
aty	+ Dentons US LLP, 601 S. Figueroa Street, Suite 2500, Los Angeles, CA 90017-5709
aty	+ Higgs Fletcher & Mack LLP, 401 West A Street, #2600, San Diego, CA 92101-7913
aty	+ Samuel Ruven Maizel, Dentons US LLP, 601 South Figueroa Street, Suite 2500, Los Angeles, CA 90017-5709
cr	+ AB Staffing Solutions, LLC, c/o Bryan Cave Leighton Paisner LLP, c/o Mark Mersel and Olivia Scott, 1920 Main Street, Ste. 1000, Irvine, CA 92614 UNITED STATES 92614-7276
pty	+ Angelea Nguyen, Kcc, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245-5614
cr	+ Anna Navarro, c/o Small Law PC, 501 W. Broadway, Ste. 1360, 501 W. Broadway, Ste. 1360 San Diego, CA 92101-8566
cr	+ Desert AIDS Project dba DAP Health, 1695 N. SUNRISE WAY, Palm Springs, CA 92264, UNITED STATES OF AMERICA 92262-3701
intp	Family Health Centers of San Diego, 823 Gateway Circle Way, San Diego, CA 92102
cr	+ Greenway Health, LLC, c/o Law Office of Christine E. Baur, 4653 Carmel Mountain Road, Suite 308 #332, San Diego, CA 92130-6650
ombh	+ Jacob Nathan Rubin, 4955 Van Nuys Boulevard #308, Sherman Oaks, CA 91403-1811
cr	+ James Wermers, 10851 Calavo Drive, La Mesa, CA 91941-5705
cr	+ John Bertram, c/o Cook Street Office LP, 41-865 Broadwalk, Suite 101, Palm Desert, CA 92211-9031
cr	Matthew Jennings, Treasurer Tax Collector, P.O. Box 12005, Riverside, CA 92502-2205
cr	McKesson Corporation, on behalf of itself and cert, c/o Buchalter, Attn: Jeffrey K. Garfinkle, 18400 Von Karman Ave., Suite 800 Irvine, CA 92612-0514
cr	+ Pioneer Funding Group, LLC, 232 W. 116th St., Box 1735, New York, NY 10026-9000
cr	+ Pourshirazi & Youssefi Dental Corporation, Brinkman Law Group, PC, 543 Country Club Dr., Suite B, Wood Ranch, CA 93065-7696
pty	#+ Sarah Rogers, 5346 Grandridge Rd, El Cajon, CA 92020-7727
cr	+ Starr Indemnity & Liability Company, c/o Christopher Celentino, Esq., Dinsmore & Shohl LLP, 655 W. Broadway, Suite 800, San Diego, CA 92101-8482
cr	+ U.S. Department of Health and Human Services, U.S. Attorney's Office, 880 Front Street, Room 6293, San Diego, CA 92101-8807
cr	+ Wells Fargo Bank, N.A., d/b/a/ Wells Fargo Auto, 3160 Crow Canyon Place, Suite 215, San Ramon, CA 94583-1110

TOTAL: 21

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
aty	+ Email/Text: cornelius@thecalaw.com	May 21 2024 22:41:35	Alexandre Ian Cornelius, 23801 Calabasas Rd., Suite 100, Calabasas, CA 91302-1568
cr	+ Email/PDF: acg.acg.ebn@aisinfo.com	May 21 2024 22:40:43	Ally Bank, c/o AIS Portfolio Services, LLC, 4515 N Santa Fe Ave. Dept. APS, Oklahoma City, OK 73118-7901
cr	+ Email/Text: notices@crgfinancial.com	May 21 2024 22:41:00	CRG Financial LLC, 84 Herbert Ave, Building B - Suite 202, Closter, NJ 07624-1344
cr	Email/Text: fred.glass@fairharborcapital.com	May 21 2024 22:41:00	FAIR HARBOR CAPITAL LLC, PO Box 237037, New York, NY 10023, US
cr	Email/Text: sbse.cio.bnc.mail@irs.gov	May 21 2024 22:41:00	Internal Revenue Service, U.S. Attorney's Office, 880 Front St., Rm. 6293, San Diego, CA 92101
cr	+ Email/Text: schristianson@buchalter.com		

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		May 21 2024 22:41:00	Oracle America, Inc. SII to NetSuite, Inc., Buchalter PC, c/o Shawn M. Christianson, 425 Market St., Suite 2900, San Francisco, Ca 94105-2491
cr	Email/Text: carriereandt@gmail.com	May 21 2024 22:41:00	Ramona Crossings, LLC, Attn: Carrie Arendt, 14908 Gavan Vista Road, Poway, CA 92064
cr	^ MEBN	May 21 2024 22:35:50	San Diego Treasurer-Tax Collector, 1600 Pacific Hwy Rm 162 Attn BK Desk, San Diego, CA 92101-2477

TOTAL: 8

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
aty		Feldesman Tucker Leifer Fidell LLP
aty		Hooper, Lundy & Bookman, P.C.
aty		Theodora Oringher, PC
cr		Argo Partners
op		Creative Media Group, LLC
intp		David B Golubchik
op		FORVIS, LLP
sp		Hooper, Lundy & Bookman, P.C.
op		Jarrard Phillips Cate & Hancock
cr		Ramin Amani
cr		WIPFLI, LLP

TOTAL: 11 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: May 23, 2024 Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 21, 2024 at the address(es) listed below:

Name	Email Address
Ali Mojdehi	on behalf of Creditor Inland Valley Investments LLC amojdehi@btlaw.com, jgertz@btlaw.com;arego@btlaw.com;melissa.turpin@btlaw.com;docketinglitin@btlaw.com
Ali Mojdehi	on behalf of Creditor Premier Healthcare Management Inc. amojdehi@btlaw.com, jgertz@btlaw.com;arego@btlaw.com;melissa.turpin@btlaw.com;docketinglitin@btlaw.com
Ali Mojdehi	on behalf of Creditor Promenade Square LLC amojdehi@btlaw.com, jgertz@btlaw.com;arego@btlaw.com;melissa.turpin@btlaw.com;docketinglitin@btlaw.com
Ali Mojdehi	on behalf of Creditor DRP Holdings LLC amojdehi@btlaw.com, jgertz@btlaw.com;arego@btlaw.com;melissa.turpin@btlaw.com;docketinglitin@btlaw.com

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Allison Rego
on behalf of Creditor Inland Valley Investments LLC arego@btlaw.com, melissa.turpin@btlaw.com, docketinglitin@btlaw.com

Allison Rego
on behalf of Creditor Premier Healthcare Management Inc. arego@btlaw.com, melissa.turpin@btlaw.com, docketinglitin@btlaw.com

Allison Rego
on behalf of Creditor Promenade Square LLC arego@btlaw.com, melissa.turpin@btlaw.com, docketinglitin@btlaw.com

Allison Rego
on behalf of Creditor DRP Holdings LLC arego@btlaw.com, melissa.turpin@btlaw.com, docketinglitin@btlaw.com

Andrew B. Still
on behalf of Creditor California Physicians' Service dba Blue Shield of California astill@swlaw.com kcollins@swlaw.com

Andrew B. Still
on behalf of Creditor Blue Shield of California Promise Health Plan astill@swlaw.com kcollins@swlaw.com

Anthony Bisconti
on behalf of Interested Party San Ysidro Health tbisconti@bklwlaw.com docket@bklwlaw.com;7657482420@filings.docketbird.com

Anthony Dutra
on behalf of Creditor Desert AIDS Project dba DAP Health adutra@hansonbridgett.com SSingh@hansonbridgett.com

Anthony Dutra
on behalf of Creditor Philip D. Szold M.D., Inc. dba La Mesa Pediatrics adutra@hansonbridgett.com, SSingh@hansonbridgett.com

Bernard M. Hansen
on behalf of Creditor Premier Healthcare Management Inc. bernardmhansen@sbcglobal.net

Cheryl Skigin
on behalf of Creditor Ally Bank caskigin@earthlink.net ca.ecf@aislegaltrac.com

Christine E. Baur
on behalf of Creditor Greenway Health LLC christine@baurbklaw.com, admin@baurbklaw.com

Christine M. Fitzgerald
on behalf of Attorney Christine M. Fitzgerald christine@thersfirm.com maria@thersfirm.com; amy@thersfirm.com

Daren Brinkman
on behalf of Creditor Pourshirazi & Youssefi Dental Corporation firm@brinkmanlaw.com 7764052420@filings.docketbird.com

Darin L. Wessel
on behalf of Defendant CALIFORNIA DEPARTMENT OF HEALTH CARE SERVICES by and through its Director, Michelle Baass darin.wessel@doj.ca.gov

Darin L. Wessel
on behalf of Creditor CALIFORNIA DEPARTMENT OF HEALTH CARE SERVICES by and through its Director, Michelle Baass darin.wessel@doj.ca.gov

Dean T. Kirby, Jr.
on behalf of Creditor Ramona Crossings LLC dkirby@fsl.law, jwilson@fsl.law

Gerald N. Sims
on behalf of Creditor BETA Risk Management Authority jerrys@psdslaw.com bonniec@psdslaw.com

Gerald N. Sims
on behalf of Creditor BETA Healthcare Group jerrys@psdslaw.com bonniec@psdslaw.com

Haeji Hong
on behalf of United States Trustee United States Trustee Haeji.Hong@usdoj.gov USTP.Region15@usdoj.gov, tiffany.l.carroll@usdoj.gov

Hala Hammi
on behalf of Creditor James Wermers hala.hammi@fennellaw.com

Helen Yang
on behalf of Interested Party Inland Empire Health Plan helen.yang@squirepb.com helen-h-yang-8259@ecf.pacerpro.com; PHX_DCKT@squirepb.com

Jeffrey Garfinkle
on behalf of Creditor McKesson Corporation on behalf of itself and certain corporate affiliates jgarfinkle@buchalter.com, lverstegen@buchalter.com; docket@buchalter.com

Jeffrey Garfinkle
on behalf of Interested Party McKesson Corporation jgarfinkle@buchalter.com lverstegen@buchalter.com; docket@buchalter.com

Jeffrey N. Pomerantz
on behalf of Attorney Pachulski Stang Ziehl & Jones LLP jpomerantz@pszjlaw.com scho@pszjlaw.com

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Jeffrey N. Pomerantz
on behalf of Other Prof. FTI Consulting Inc. jpomerantz@pszjlaw.com, scho@pszjlaw.com

Jeffrey N. Pomerantz
on behalf of Creditor Committee Official Committee of Unsecured Creditors of Borrego Community Health Foundation
jpomerantz@pszjlaw.com;tkapur@pszjlaw.com;sgolden@pszjlaw.com scho@pszjlaw.com

Keith H. Rutman
on behalf of Creditor Waleed Stephen D.D.S. krutman@krutmanlaw.com

Kelly Ann Mai Khanh Tran
on behalf of Creditor Anna Navarro kelly@smalllawcorp.com emma@smalllawcorp.com

Kenneth K. Wang
on behalf of Defendant CALIFORNIA DEPARTMENT OF HEALTH CARE SERVICES by and through its Director, Michelle
Baass Kenneth.Wang@doj.ca.gov, anthony.conklin@doj.ca.gov

Kenneth K. Wang
on behalf of Creditor CALIFORNIA DEPARTMENT OF HEALTH CARE SERVICES by and through its Director, Michelle
Baass Kenneth.Wang@doj.ca.gov, anthony.conklin@doj.ca.gov

Kirsten Martinez
on behalf of Creditor Wells Fargo Bank N.A., d/b/a/ Wells Fargo Auto kirsten.martinez@bonialpc.com,
Notices.Bonial@ecf.courtdrive.com

Leslie Gardner
on behalf of Creditor U.S. Department of Health and Human Services leslie.gardner2@usdoj.gov
brenda.seyler@usdoj.gov;Efile.dkt.civ@usdoj.gov

Leslie Gardner
on behalf of Creditor Internal Revenue Service leslie.gardner2@usdoj.gov brenda.seyler@usdoj.gov;Efile.dkt.civ@usdoj.gov

Michael B. Reynolds
on behalf of Creditor California Physicians' Service dba Blue Shield of California mreynolds@swlaw.com kcollins@swlaw.com

Michael B. Reynolds
on behalf of Creditor Blue Shield of California Promise Health Plan mreynolds@swlaw.com kcollins@swlaw.com

Michael I. Gottfried
on behalf of Creditor Tower Energy Group Inc. mgottfried@elkinskalt.com,
rzur@elkinskalt.com,cavila@elkinskalt.com,1648609420@filings.docketbird.com

Randy B. Soref
on behalf of Interested Party Family Health Centers of San Diego rsoref@polsinelli.com

Shawn Christianson
on behalf of Creditor Oracle America Inc. SII to NetSuite, Inc. schristianson@buchalter.com, cmcintire@buchalter.com

Steven W Golden
on behalf of Creditor Committee Official Committee of Unsecured Creditors of Borrego Community Health Foundation
sgolden@pszjlaw.com

Susan C. Stevenson
on behalf of Creditor BETA Healthcare Group sstevenson@psdslaw.com bonniec@psdslaw.com

Tania M. Moyron
on behalf of Debtor BORREGO COMMUNITY HEALTH FOUNDATION tania.moyron@dentons.com,
derry.kalve@dentons.com;DOCKET.GENERAL.LIT.LOS@dentons.com

Tania M. Moyron
on behalf of Attorney Dentons US LLP tania.moyron@dentons.com
derry.kalve@dentons.com;DOCKET.GENERAL.LIT.LOS@dentons.com

Tania M. Moyron
on behalf of Plaintiffs BORREGO COMMUNITY HEALTH FOUNDATION tania.moyron@dentons.com,
derry.kalve@dentons.com;DOCKET.GENERAL.LIT.LOS@dentons.com

Teddy Kapur
on behalf of Creditor Committee Official Committee of Unsecured Creditors of Borrego Community Health Foundation
tkapur@pszjlaw.com;jpomerantz@pszjlaw.com;sgolden@pszjlaw.com

United States Trustee
ustp.region15@usdoj.gov

Van C. Durrer, II
on behalf of Attorney Skadden Arps, Slate, Meagher & Flom LLP van.durrer@skadden.com,
rebecca.ritchie@skadden.com;andrea.bates@skadden.com;brigitte.travaglini@skadden.com;van-durrer-7974@ecf.pacerpro.com

William P. Fennell
on behalf of Creditor James Wermers william.fennell@fennelllaw.com
luralene.schultz@fennelllaw.com;wpf@ecf.courtdrive.com;samantha.larimer@fennelllaw.com;naomi.cwalinski@fennelllaw.com;
Hala.Hammi@fennelllaw.com

District/off: 0974-3
Date Rcvd: May 21, 2024
TOTAL: 52

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