

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

SC HEALTHCARE HOLDING, LLC *et al.*,

Debtors,¹

Chapter 11

Case No. 24-10443 (TMH)

Jointly Administered

Ref. Docket Nos. 757, 758, 759 & 760

**CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER APPROVING
FIRST INTERIM FEE APPLICATIONS OF THE DEBTORS' PROFESSIONALS**

The undersigned hereby certifies as follows:

On August 14, 2024, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *First Interim Fee Application of the Debtors’ Professionals for the Period From March 20, 2024, Through and Including June 30, 2024* [Docket No. 757] (the “First Interim Fee Application”). The First Interim Fee Application sought approval of fees and reimbursement of expenses for the following professionals retained by the Debtors in these chapter 11 cases (collectively, the “Professionals”):

- Young Conaway Stargatt & Taylor, LLP (“Young Conaway”), co-counsel to the Debtors;
- Winston & Strawn LLP (“Winston”), co-counsel to the Debtors;
- Duane Morris LLP, special counsel to the Debtors; and
- Kurtzman Carson Consultants LLC, d/b/a Verita Global, the Debtors’ administrative advisor.

¹ The last four digits of SC Healthcare Holding, LLC’s tax identification number are 2584. The mailing address for SC Healthcare Holding, LLC is c/o Petersen Health Care Management, LLC 830 West Trailcreek Dr., Peoria, IL 61614. Due to the large number of debtors in these Chapter 11 Cases, whose cases are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information is available on a website of the Debtors’ claims and noticing agent at <http://www.kccllc.net/Petersen>.



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Objections to the First Interim Fee Application, if any, were due on or before September 4, 2024 at 4:00 p.m. (ET) (the “Objection Deadline”). The Debtors did not receive any responses or objections to the First Interim Fee Application and, accordingly, on September 5, 2024, the Debtors filed the *Certification of Counsel Regarding Omnibus Order Approving First Interim Fee Applications of the Debtors’ Professionals* [Docket No. 807] (the “Interim Fee Order COC”). A proposed form of order (the “Proposed Order”) approving the Interim Fee Application was attached to the Interim Fee Order COC as Exhibit 1.

Prior to the Objection Deadline, the Debtors received informal responses to the First Interim Fee Application from the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”). In resolution thereof, Young Conaway and Winston agreed to certain fee and expense reductions, as reflected in the Proposed Order.

Following the submission of the Interim Fee Order COC, the Court provided the Debtors’ professionals with comments to the Interim Fee Application. The Proposed Order has been revised to reflect voluntary reductions that address the Court’s comments, as reflected in **Exhibit 1** hereto (the “Revised Proposed Order”).

WHEREFORE, as no other responses or objections were received to the Interim Fee Application and the Revised Proposed Order reflects comments received from the Court, the Debtors respectfully requests that the Court enter the Revised Proposed Order at its earliest convenience without further notice or a hearing.

Dated: September 20, 2024
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Andrew L. Magaziner

Andrew L. Magaziner (No. 5426)
Shella Borovinskaya (No. 6758)
Carol E. Thompson (No. 6936)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: amagaziner@ycst.com
sborovinskaya@ycst.com
cthompson@ycst.com

and

WINSTON & STRAWN LLP

Daniel J. McGuire (admitted *pro hac vice*)
Gregory M. Gartland (admitted *pro hac vice*)
35 W. Wacker Drive
Chicago, IL 60601
Telephone: (713) 651-2600
Facsimile: (312) 558-5700
T: (312) 558-5600
Email: dmccguire@winston.com
Email: ggartland@winston.com

and

Carrie V. Hardman (admitted *pro hac vice*)
200 Park Avenue
New York, New York 10166
Telephone: (212) 294-6700
Facsimile: (212) 294-4700
Email: chardman@winston.com

*Counsel for the Debtors and Debtors in
Possession*

EXHIBIT 1

Revised Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SC HEALTHCARE HOLDING, LLC *et al.*,

Debtors, 1

Chapter 11

Case No. 24-10443 (TMH)

Jointly Administered

Ref. Docket Nos. 757, 758, 759 & 760

**OMNIBUS ORDER APPROVING FIRST INTERIM FEE
APPLICATIONS OF THE DEBTORS' PROFESSIONALS**

Upon consideration of the first interim fee application (collectively, the “First Interim Fee Application”) of certain professionals (collectively, the “Professionals”), a list of which is attached hereto as **Exhibit A**, retained by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) in these chapter 11 cases, for allowance of compensation and reimbursement of expenses on an interim basis, and it appearing to this Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the compensation earned and expenses incurred were reasonable and necessary; and that the notice of the First Interim Fee Application was appropriate; and after due deliberation and sufficient good cause appearing therefor,

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IT IS HEREBY ORDERED THAT:

1. The First Interim Fee Application is APPROVED with respect to the amounts set forth on Exhibit A hereto.
2. The Professionals are granted allowance of compensation in the amounts set forth on Exhibit A hereto.
3. The Professionals are allowed the reimbursement of reasonable and necessary expenses in the amounts set forth on Exhibit A hereto.
4. The Debtors are authorized and directed to remit payment to the Professionals in the amounts set forth on Exhibit A hereto, less all amounts previously paid on account of such fees and expenses.
5. This Order shall be deemed a separate order for each Professional and the appeal of any order with respect to any Professional shall have no effect on the authorized fees and expenses of any other Professional.
6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

EXHIBIT A

SC HEALTHCARE HOLDINGS, LLC

Case No. 24-10443 (TMH)

Chart of Interim Fee Applications

Professional & Role in Case	Interim Compensation Period & Interim Fee Application	Interim Fees Requested	Voluntary Reduction	Interim Expenses Requested	Voluntary Reduction	Interim Fees Approved	Interim Expenses Approved
Young Conaway Stargatt & Taylor, LLP, Co-Counsel to the Debtors	3/20/24-6/30/24 D.I. 757 & 758	\$597,497.50	\$3,888.00	\$16,913.21	\$116.25	\$593,609.50	\$16,796.96
Winston & Strawn LLP, Counsel to the Debtors ¹	3/20/24-5/31/24 D.I. 757 & 759	\$2,316,595.25	\$3,342.00	\$42,635.28	\$2,401.89	\$2,313,253.25	\$40,233.39
Duane Morris LLP, Special Counsel to the Debtors ²	5/1/24-6/30/24 D.I. 757 & 760	\$357,605.50	\$215.00	\$0.00	N/A	\$357,386.50	\$0.00
Kurtzman Carson Consultants LLC, d/b/a Verita Global, Administrative Advisor	4/1/24-6/30/24 D.I. 757	\$336,685.52	N/A	\$0.00	N/A	\$336,685.52	\$0.00

¹ To address comments from the U.S. Trustee, inadvertent mathematical errors and comments received from the Court, Winston & Strawn has reduced its fees by \$3,342.00 resulting in a reduction in fees from \$2,316,595.25 to \$2,313,253.25 and has reduced its expenses by \$2,401.89 resulting in a reduction in expenses from \$42,635.28 to \$40,233.39.

² To address inadvertent mathematical errors and comments received from the Court, Duane Morris has reduced its fees by \$215.00 resulting in a reduction in fees from \$357,605.50 to \$357,386.50.