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6
7 *Counsel for the Official Committee of
Unsecured Creditors of Verity Health System of
California, Inc., et al.*

8
9 **UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION**

10 In re:
11 VERITY HEALTH SYSTEM OF CALIFORNIA,
12 INC., *et al.*,
13 Debtors and Debtors In Possession.

- 14
15 Affects:
- 16 All Debtors
 - 17 Verity Health System of California, Inc.
 - 18 O’Connor Hospital
 - 19 Saint Louise Regional Hospital
 - 20 St. Francis Medical Center
 - 21 St. Vincent Medical Center
 - 22 Seton Medical Center
 - 23 O’Connor Hospital Foundation
 - 24 Saint Louise Regional Hospital
Foundation
 - 25 St. Francis Medical Center of
Lynwood Foundation
 - 26 St. Vincent Foundation
 - 27 St. Vincent Dialysis Center, Inc.
 - 28 Seton Medical Center Foundation
 - Verity Business Services
 - Verity Medical Foundation
 - Verity Holdings, LLC
 - De Paul Ventures, LLC
 - De Paul Ventures - San Jose Dialysis, LLC

Debtors and Debtors In Possession.

Lead Case No. 18-20151
Jointly Administered With:
CASE NO.: 2:18-bk-20162-ER
CASE NO.: 2:18-bk-20163-ER
CASE NO.: 2:18-bk-20164-ER
CASE NO.: 2:18-bk-20165-ER
CASE NO.: 2:18-bk-20167-ER
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CASE NO.: 2:18-bk-20172-ER
CASE NO.: 2:18-bk-20173-ER
CASE NO.: 2:18-bk-20175-ER
CASE NO.: 2:18-bk-20176-ER
CASE NO.: 2:18-bk-20178-ER
CASE NO.: 2:18-bk-20179-ER
CASE NO.: 2:18-bk-20180-ER
CASE NO.: 2:18-bk-20181-ER

Chapter 11 Cases

Hon. Ernest M. Robles

**THIRD INTERIM APPLICATION OF
MILBANK LLP FOR APPROVAL AND
ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
INCURRED**

Hearing:

Date: January 15, 2020
Time: 10:00 a.m.
Location: Courtroom 1568
255 E. Temple St
Los Angeles, CA



1 Name of applicant: Milbank LLP
2 Authorized to provide
3 professional services to: Official Committee of Unsecured Creditors
4 Date of retention: Order entered on November 6, 2018, retaining Milbank
nunc pro tunc to September 14, 2018
5 Period for which compensation
6 and reimbursement are sought: May 1, 2019 – August 31, 2019
7 Amount of compensation
Requested: \$1,737,707.50 (100%)
8 Amount of expense reimbursement
9 Requested: \$16,974.39 (100%)

10 This is an: X interim _____ final application.

11 This is the third interim fee application filed by Milbank LLP in these cases.
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**THIRD INTERIM FEE APPLICATION OF MILBANK LLP
AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF VERITY HEALTH SYSTEM OF CALIFORNIA, INC., ET AL.
(MAY 1, 2019 – AUGUST 31, 2019)**

Name	Practice Group (Year Admitted)	Hourly Rate	Total Hours	Fees ¹
Gregory A. Bray	Financial Restructuring Partner (1984)	\$1,540.00	45.10	\$63,294.00
Russell Kestenbaum	Tax Partner (1999)	\$1,540.00	5.30	\$0.00
Joel Krasnow	Executive Compensation and Employee Benefits Partner (1990)	\$1,540.00	1.00	\$0.00
Robert Liubicic	Litigation Partner (1999)	\$1,540.00	105.50	\$162,470.00
Mark Shinderman	Financial Restructuring Partner (1988)	\$1,540.00	304.30	\$468,622.00
Dennis O'Donnell	Financial Restructuring Of Counsel (1992)	\$1,250.00	328.80	\$411,000.00
Alexandra Achamallah	Litigation Associate (2017)	\$735.00	166.30	\$122,230.50
Najeh Baharun	Global Corporate Associate (2012)	\$985.00	82.40	\$81,164.00
James Behrens	Financial Restructuring Associate (2011)	\$955.00	400.20	\$382,191.00
Daniel Denny	Financial Restructuring Associate (2005)	\$995.00	15.60	\$0.00
Rachel Franzoia	Financial Restructuring Associate (2013)	\$920.00	4.70	\$0.00
Katherine Pierucci	Litigation Associate (2014)	\$920.00	50.80	\$46,736.00
Christina Skaliks	Tax Associate (2015)	\$875.00	0.70	\$0.00
Noel Velasco	Litigation Technology Specialist	\$350.00	19.90	\$0.00
Jenifer Gibbs	Case Manager	\$350.00	15.70	\$0.00
Jacqueline Brewster	Legal Assistant	\$290.00	25.60	\$0.00
Jae Yeon Cecilia Kim	Legal Assistant	\$235.00	0.20	\$0.00
Charmaine Thomas	Legal Assistant	\$300.00	17.60	\$0.00
Ricky Windom	Legal Assistant	\$300.00	66.00	\$0.00
Total		\$1,049.53 (blended rate)²	1,655.70	\$1,737,707.50³

¹ The amounts in this column include discounts reflected in Milbank's monthly statements filed during the Third Interim Compensation Period.

² The blended rate excluding paraprofessionals is \$1,150.27 per hour.

³ This amount is net of an aggregate discount of **\$81,331.50 (approximately 4.5%)**, which includes discounts reflected in Milbank's monthly statements filed during the Third Interim Compensation Period.

**THIRD INTERIM FEE APPLICATION OF MILBANK LLP
AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF VERITY HEALTH SYSTEM OF CALIFORNIA, INC., ET AL.
(MAY 1, 2019 – AUGUST 30, 2019)**

BILLING CODE	ACTIVITY	HOURS	FEES
44393.00003	Asset Analysis and Recovery	719.90	\$797,674.50
44393.00004	Asset Disposition	87.10	\$81,020.00
44393.00005	Assumption and Rejection of Leases and Contracts	8.40	\$8,197.50
44393.00006	Avoidance Action Analysis	89.50	\$99,112.50
44393.00008	Business Operations	18.60	\$20,512.50
44393.00009	Case Administration	123.50	\$66,496.00
44393.00010	Claims Administration and Objections	44.70	\$52,577.50
44393.00012	Employee Benefits and Pensions	11.90	\$14,406.50
44393.00013	Employment and Fee Applications	27.10	\$26,159.00
44393.00014	Employment and Fee Application Objections	4.00	\$3,820.00
44393.00015	Financing and Cash Collateral	115.10	\$145,270.50
44393.00016	Hearings (Preparation and Attendance)	10.80	\$10,432.00
44393.00017	Litigation	4.60	\$4,393.00
44393.00018	Committee Meetings & Communications with Members	95.40	\$122,875.00
44393.00019	Committee Organizational Documents & Administration	44.20	\$52,500.50
44393.00020	Communications with Committee Advisors	43.90	\$56,400.50
44393.00021	Meetings & Communications with Creditors	23.90	\$23,468.00
44393.00022	Communications with Debtors	27.40	\$38,862.00
44393.00025	Plan and Disclosure Statement	121.20	\$155,125.00
44393.00028	Relief from Stay and Adequate Protection	26.10	\$26,800.50
44393.00030	Tax	8.40	\$12,936.00
	Less Timekeeper Reductions from Monthly Fee Statements		(\$81,331.50)
	Total	1,655.70	\$1,737,707.50⁴

⁴ This amount is net of an aggregate discount of \$81,331.50 (approximately 4.5%), which includes discounts reflected in Milbank's monthly statements filed during the Third Interim Compensation Period.

1 **THIRD INTERIM FEE APPLICATION OF MILBANK LLP**
2 **AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS**
3 **OF VERITY HEALTH SYSTEM OF CALIFORNIA, INC., ET AL.**
 (MAY 1, 2019 – AUGUST 31, 2019)

DISBURSEMENTS	AMOUNT
Color Copies	\$143.50
Court Search	\$1,606.30
Court/Clerical Services	\$1,207.00
Express Mail	\$304.64
Filing Fees	\$1,441.00
Lexis	\$3,037.00
Photocopies	\$0.10
Printing	\$1,221.20
Telephone	\$353.71
Westlaw	\$7,659.94
TOTAL DISBURSEMENTS	\$16,974.39

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8 *California, Inc., et al.*

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CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION

10 In re:
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14 Affects:

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Chapter 11 Cases

Hon. Ernest M. Robles

**THIRD INTERIM APPLICATION OF
MILBANK LLP FOR APPROVAL AND
ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
INCURRED**

Hearing:

Date: January 15, 2020
Time: 10:00 a.m.
Location: Courtroom 1568
255 E. Temple St
Los Angeles, CA

1 **TO THE HONORABLE ERNEST M. ROBLES, UNITED STATES BANKRUPTCY JUDGE,**
2 **THE UNITED STATES TRUSTEE, AND ALL PARTIES ENTITLED TO NOTICE:**

3 Milbank LLP, formerly Milbank, Tweed, Hadley & McCloy LLP (“Milbank”),
4 counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Verity Health
5 System of California, Inc. and its affiliated debtors in possession in the above-captioned cases
6 (collectively, the “Debtors”), hereby submits its application (the “Application”), pursuant to
7 sections 330 and 331 of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as
8 amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the
9 “Bankruptcy Rules”), Local Bankruptcy Rule 2016-1 (the “Local Rules”), the United States Trustee
10 Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of
11 Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective
12 November 1, 2013 (the “U.S. Trustee Guidelines”), and the Amended Order on Debtors’ Motion
13 Establishing Procedures for Monthly Payment of Fees and Expense Reimbursement [Docket No.
14 826] (the “Interim Compensation Order”), for interim approval and allowance of (i) compensation
15 for professional services rendered to the Committee from May 1, 2019 through and including August
16 31, 2019 (the “Third Interim Compensation Period”), and (ii) reimbursement of expenses incurred in
17 connection with such services; and in support thereof respectfully represents as follows:
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21 **I.**
INTRODUCTION

22 **A. Preliminary Statement**

23 1. Milbank has worked with purpose and diligence in advocating on behalf of the
24 Committee. As set forth in detail below, Milbank attorneys spent a particularly significant amount
25 of time analyzing whether Hospital Quality Assurance Fees (“QAF fees”), certain bank accounts,
26 and certain properties were subject to secured creditors’ liens before ultimately filing two adversary
27 complaints against secured creditors regarding the validity, priority, and extent of their liens.
28

1 Milbank then prosecuted these adversary actions, which included drafting summary judgment
2 motions and participating in a mediation before Hon. Martin Barash.

3 2. Milbank also advised the Committee with regard to the SGM sale, including
4 by (i) reviewing and commenting on the Debtors' proposed sale order; (ii) reviewing and analyzing
5 issues related to QAF fees; (iii) reviewing issues related to the transfer of Medicare and Medicaid
6 provider agreements; (iv) reviewing the reports from the consultant hired by the California Attorney
7 General; and (v) strategizing regarding how best to address issues presented by the California
8 Attorney General with regard to the sale.

9
10 3. During the Third Interim Compensation Period, Milbank attorneys continued
11 to litigate the Committee's appeal of the Court's final debtor in possession financing ("DIP
12 Financing") order before the District Court and prepared documents related to the Committee's
13 appeal of the DIP Financing order to the Ninth Circuit.

14
15 4. Milbank attorneys also reviewed and evaluated a proposed order and other
16 documents related to the Debtors' transition from financing their cases via a debtor-in-possession
17 financing loan to financing their cases from cash collateral.

18 5. Finally, Milbank attorneys conducted extensive analysis regarding issues
19 presented by the Debtors' plan and disclosure statement, including substantive consolidation.

20
21 6. All of these efforts have required Milbank to work closely with the Committee
22 and to keep the Committee informed throughout the Debtors bankruptcy cases. Milbank has also
23 worked extensively with the Committee's financial advisor, FTI Consulting, Inc., as well as with the
24 Debtors and the Debtors' advisors, and the other stakeholders in these cases, always with the goal of
25 maximizing returns for unsecured creditors.

1 **B. Jurisdiction**

2 7. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157
3 and 1334. Venue of the chapter 11 cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This
4 matter is a core proceeding under 28 U.S.C. § 157(b)(2). The statutory predicates for the relief
5 sought herein are sections 330 and 331 of the Bankruptcy Code.
6

7 **C. Background**

8 8. Debtors. On August 31, 2018 (the “Petition Date”), the Debtors commenced
9 the above-captioned chapter 11 cases in this Court. The Debtors’ chapter 11 cases have been
10 consolidated for procedural purposes and are being jointly administered pursuant to Rule 1015(b) of
11 the Bankruptcy Rules. The Debtors are authorized to operate their businesses and manage their
12 properties as debtors in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code.
13 No trustee or examiner has been appointed in the chapter 11 cases. The Debtors’ Monthly Operating
14 Report for October 2019 [Docket No. 3730] indicates that the Debtors are being operated at a loss
15 and that the Debtors ended the month of October 2019 with a bank balance of \$173,171,000. The
16 Debtors filed their proposed *Debtors’ Chapter 11 Plan of Liquidation* on September 3, 2019.
17

18 9. Creditors’ Committee. On September 14, 2018, the United States Trustee for
19 the Central District of California (the “U.S. Trustee”) appointed the Committee.⁵
20

21 10. Authorization for Milbank’s Retention. On November 6, 2018, the Court
22 issued its *Order Under 11 U.S.C. § 1103 and Fed. R. Bankr. P. 2014 and 5002, Authorizing*
23 *Retention and Employment of Milbank, Tweed, Hadley & McCloy LLP as Counsel to Official*
24 *Committee of Unsecured Creditors, Effective as of September 14, 2018* [Docket No. 778] (the
25

26
27 ⁵ The Committee is currently comprised of the following entities: (1) Aetna Life Insurance Company; (2) Allscripts
28 Healthcare, LLC; (3) California Nurses Association; (4) Iris Lara; (5) Medline Industries; (6) the Pension Benefit
Guaranty Corporation; (7) SEIU United Healthcare Workers West; (8) Sodexo Operations, LLC; and (9) St. Vincent IPA
Medical Corporation.

1 “Retention Order”), authorizing Milbank’s retention as counsel for the Committee in these cases.

2 The Retention Order authorized Milbank to receive compensation pursuant to the procedures set
3 forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines,
4 the Interim Compensation Order, and the orders of this Court.

5
6 11. Third Interim Compensation Period. In accordance with the Interim
7 Compensation Order, Milbank submitted the following monthly fee statements (each, a “Fee
8 Statement”) seeking interim compensation and reimbursement of expenses:

- 9 (a) On June 27, 2019, Milbank filed and served on the Notice Parties (as defined in the
10 Interim Compensation Order) its ninth fee statement for the period from May 1, 2019
11 through and including May 31, 2019 (the “Ninth Fee Statement”) [Docket No. 2635],
12 incorporated herein by this reference. The Ninth Fee Statement sought (i) allowance
13 of \$468,619.50⁶ as compensation for services rendered and (ii) reimbursement of
14 \$3,025.94 in expenses. As of the date hereof, Milbank has received a total of
15 \$377,921.54, which represents payment of (i) 80% of Milbank’s fees; and (ii) 100%
16 of the expenses incurred pursuant to the Ninth Fee Statement.
- 17 (b) On July 29, 2019, Milbank filed and served on the Notice Parties its tenth fee
18 statement for the period from June 1, 2019 through and including June 30, 2019 (the
19 “Tenth Fee Statement”) [Docket No. 2816], incorporated herein by this reference.
20 The Tenth Fee Statement sought (i) allowance of \$466,696.00⁷ as compensation for
21 services rendered and (ii) reimbursement of \$7,354.57 in expenses. As of the date
22 hereof, Milbank has received a total of \$380,711.37, which represents payment of
23 (i) 80% of Milbank’s fees and (ii) 100% of the expenses incurred pursuant to the
24 Tenth Fee Statement.
- 25 (c) On September 3, 2019, Milbank filed and served on the Notice Parties its eleventh fee
26 statement for the period from July 1, 2019 through and including July 31, 2019 (the
27 “Eleventh Fee Statement”) [Docket No. 2990], incorporated herein by this reference.
28 The Eleventh Fee Statement sought (i) allowance of \$270,494.00⁸ as compensation
for services rendered and (ii) reimbursement of \$1,504.66 in expenses. As of the date
hereof, Milbank has received a total of \$217,899.86, which represents payment of (i)
80% of Milbank’s fees and (ii) 100% of the expenses incurred pursuant to the
Eleventh Fee Statement.
- (d) On September 30, 2019, Milbank filed and served on the Notice Parties its twelfth fee
statement for the period from August 1, 2019 through and including August 31, 2019
(the “Twelfth Fee Statement”) [Docket No. 3184], incorporated herein by this

⁶ Milbank voluntarily reduced its fees by 4.2% (i.e., \$20,430.00). The \$468,619.50 amount is net of this 4.2% reduction.

⁷ Milbank voluntarily reduced its fees by 4.3% (i.e., \$21,139.00). The \$466,696.00 amount is net of this 4.3% reduction.

⁸ Milbank voluntarily reduced its fees by 4.6% (i.e., \$12,918.00). The \$270,494.00 amount is net of this 4.6% reduction.

1 reference. The Twelfth Fee Statement sought (i) allowance of \$531,898.00⁹ as
2 compensation for services rendered and (ii) reimbursement of \$5,089.22 in expenses.
3 As of the date hereof, Milbank has received a total of \$430,607.62, which represents
4 payment of (i) 80% of Milbank's fees and (ii) 100% of the expenses incurred
5 pursuant to the Twelfth Fee Statement.

6 12. In accordance with the Interim Compensation Order and as reflected in the
7 foregoing summary, in the Third Interim Compensation Period Fee Statements, Milbank has
8 requested an aggregate payment of \$1,407,140.39 and has received \$1,407,140.39.

9 13. No Fee Sharing Agreement. Milbank has not entered into any agreement,
10 express or implied, with any other party for the purpose of fixing or sharing fees or other
11 compensation to be paid for professional services rendered in these cases.

12 14. No promises have been received by Milbank or any member thereof as to
13 compensation in connection with these cases other than in accordance with the provisions of the
14 Bankruptcy Code.

15 15. Efficiency and Staffing. Milbank has made every effort to be efficient in
16 these cases. Milbank holds weekly telephonic meetings with the Committee to keep the Committee
17 informed, and in order to make these meetings as efficient as possible, it is Milbank's practice to
18 circulate an agenda in advance that includes summaries of relevant pleadings. Milbank also holds a
19 weekly pre-call with the Committee's financial advisors, FTI Consulting, Inc., in order to narrow the
20 issues for discussion and otherwise streamline the weekly Committee meetings.

21 16. Milbank has staffed its team leanly, with four core restructuring attorneys:
22 Gregory Bray, Mark Shinderman, Dennis O'Donnell, and James Behrens. Milbank will occasionally
23 bring in specialists on an as-needed basis to assist with specific issues such as employee benefit
24 questions. Milbank has frequently written off time for attorneys who billed only a small number of
25 hours with regard to these cases in any particular month.
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28 _____
⁹ Milbank voluntarily reduced its fees by 4.8% (i.e., \$26,844.50). The \$531,898.00 amount is net of this 4.8% reduction.

1 17. The experience of Milbank’s core team has allowed Milbank to work
2 efficiently. Milbank has avoided preparing extraneously detailed memoranda. Milbank attorneys
3 have had conversations and meetings with the Debtors’ advisors about how to move these cases
4 along as quickly and efficiently as possible. Such conversations and meetings are kept at a high
5 level, with only the minimum number of Milbank attorneys in attendance. Finally, Milbank has
6 made efforts to negotiate compromises where possible, in order to avoid costly disputes that would
7 drain money from the estate and result in lower returns to creditors.

9 **II.**
10 **APPLICATION**

11 18. By this Application, Milbank seeks interim allowance of (a) compensation for
12 professional services rendered by Milbank, as counsel for the Committee, during the Third Interim
13 Compensation Period and (b) reimbursement of expenses incurred by Milbank in connection with
14 such services.

15 19. Specifically, Milbank seeks approval of \$1,737,707.50 as compensation for
16 legal services rendered on behalf of the Committee during the Third Interim Compensation Period
17 and \$16,974.39 for reimbursement of expenses incurred in connection with the rendering of such
18 services, for a total award of \$1,754,681.89.¹⁰

19
20 20. Pursuant to the Interim Compensation Order, Milbank has received payment
21 of \$1,407,140.39 during the Third Interim Compensation Period. Pursuant to this Application,
22 Milbank seeks further payment of \$347,541.50, which amount represents the portion of Milbank’s
23 fees for legal services rendered and expenses incurred during the Third Interim Compensation Period
24 not previously paid to Milbank.

27 ¹⁰ The foregoing amounts reflect certain voluntary reductions of Milbank’s fees totaling \$83,331.50 (approximately
28 4.5%). However, Milbank reserves the right to seek the allowance of all or a portion of such reduced fees and expenses
at a later date.

1 21. The fees sought by Milbank in this Application reflect an aggregate of
2 1,655.70 hours of attorney and paraprofessional time spent and recorded in performing services for
3 the Committee during the Third Interim Compensation Period, at a blended average hourly rate of
4 \$1,049.53 for both professionals and paraprofessionals. The blended hourly rate solely for
5 professionals is \$1,150.27.
6

7 22. Milbank rendered to the Committee all services for which compensation is
8 sought solely in connection with these cases and in furtherance of the duties and functions of the
9 Committee.

10 23. Milbank maintains computerized records of the time expended in the
11 rendering of the professional services required by the Committee. These records are maintained in
12 the ordinary course of Milbank's practice. For the convenience of the Court and parties in interest, a
13 billing summary for services rendered during the Third Interim Compensation Period is attached as
14 part of the cover sheet to this Application, setting forth the name of each attorney and
15 paraprofessional for whose work on these cases compensation is sought, each attorney's year of bar
16 admission, the aggregate amount of time expended by each such attorney or paraprofessional, the
17 hourly billing rate for each such attorney or paraprofessional at Milbank's current billing rates, and
18 an indication of the individual amounts requested as part of the total amount of compensation
19 requested. In addition, set forth in the billing summary is additional information indicating whether
20 each attorney is a partner, of counsel, senior attorney, or associate, and each attorney's area of
21 concentration. The compensation requested by Milbank is based on the customary compensation
22 charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code.
23
24

25 24. Milbank also maintains computerized records of all expenses incurred in
26 connection with the performance of professional services. A billing summary for expenses incurred
27
28

1 during the Third Interim Compensation Period is attached as part of the cover sheet to this
2 Application, setting forth the amounts for which reimbursement is sought by type of expense.

3
4 **III.**
SUMMARY OF PROFESSIONAL SERVICES RENDERED

5 25. To provide an orderly summary of the services rendered on behalf of the
6 Committee by Milbank, and in accordance with the U.S. Trustee Guidelines, Milbank has
7 established the following separate project billing categories in connection with these cases:

- 8 44393.00002 – Expenses
9 44393.00003 – Asset Analysis and Recovery
10 44393.00004 – Asset Disposition
11 44393.00005 – Assumption and Rejection of Leases and Contracts
12 44393.00006 – Avoidance Action Analysis
13 44393.00007 – Budgeting (Case)
14 44393.00008 – Business Operations
15 44393.00009 – Case Administration
16 44393.00010 – Claims Administration and Objections
17 44393.00011 – Corporate Governance and Board Matters
18 44393.00012 – Employee Benefits and Pensions
19 44393.00013 – Employment and Fee Applications
20 44393.00014 – Employment and Fee Application Objections
21 44393.00015 – Financing and Cash Collateral
22 44393.00016 – Hearings (Preparation and Attendance)
23 44393.00017 – Litigation
24 44393.00018 – Committee Meetings and Communications with Members
25 44393.00019 – Committee Organizational Documents and Administration
26 44393.00020 – Communications with Committee Advisors
27 44393.00021 – Meetings and Communications with Creditors
28 44393.00022 – Communications with Debtors
44393.00023 – Communications with Other Constituencies
44393.00024 – Non-Working Travel
44393.00025 – Plan and Disclosure Statement
44393.00026 – Real Estate
44393.00027 – Regulatory Matters
44393.00028 – Relief from Stay and Adequate Protection
44393.00029 – Reporting
44393.00030 – Tax
44393.00031 – Valuation

24 26. The following summary is intended only to highlight key services rendered by
25 Milbank in certain project billing categories where Milbank has expended a considerable number of
26 hours on behalf of the Committee and is not meant to be a detailed description of all of the work
27 performed. Detailed descriptions of the day-to-day services provided by Milbank and the time
28

1 expended performing such services in each project billing category were attached to and filed as
2 exhibits to the Third Interim Compensation Period Fee Statements, which are incorporated herein by
3 reference. Such detailed descriptions show that Milbank was heavily involved in the performance of
4 services for the Committee on a daily basis, including night and weekend work.

5
6 **A. Asset Analysis and Recovery - 00003**

7 27. During the Third Interim Compensation Period, Milbank attorneys reviewed
8 and analyzed what assets the Debtors had in their estates, how these assets related to each other,
9 which assets were encumbered by liens, which assets were unencumbered, and how best these assets
10 could be monetized in order to bring money into the Debtors' estates and maximize returns to
11 creditors.

12 28. Milbank attorneys spent a particularly significant amount of time analyzing
13 whether QAF fees, certain bank accounts, and certain properties were subject to the secured
14 creditors' liens. Milbank attorneys had extensive conversations with advisors for the secured
15 creditors and advisors for the Debtors before ultimately filing two adversary complaints against
16 secured creditors regarding the validity, priority, and extent of their liens. Milbank then prosecuted
17 these adversary actions, which included drafting summary judgment motions. At the end of the
18 Third Interim Compensation Period, Milbank attorneys devoted time to preparation of extensive
19 mediation briefing in advance of an all-day mediation before Hon. Martin Barash.
20

21 29. In addition to the above, Milbank attorneys reviewed and evaluated the
22 Debtors' proposed settlement with creditor Premier, Inc. Milbank attorneys also held discussions
23 regarding this settlement with the Debtors' advisors and with the Committee's financial advisors at
24 FTI Consulting, Inc. ("FTI") before advising the Committee with regard to this settlement.
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1 **B. Asset Disposition - 00004**

2 30. This category includes time Milbank attorneys, in conjunction with the
3 Committee's financial advisors at FTI, spent related to the sale of St. Francis, St. Vincent, Seton, and
4 Seton Coastside hospitals to Strategic Global Management ("SGM").

5 31. With regard to the SGM sale, these efforts included (i) reviewing and
6 commenting on the proposed sale order; (ii) reviewing and analyzing issues related to QAF fees;
7 (iii) reviewing issues related to the transfer of Medicare and Medicaid provider agreements;
8 (iv) reviewing the reports from the consultant hired by the California Attorney General; and
9 (v) strategizing regarding how best to address issues presented by the California Attorney General
10 with regard to the sale.

11 **C. Assumption and Rejection of Leases and Contracts - 00005**

12 32. Milbank attorneys devoted time to review and analysis related to the
13 assumption and assignment of contracts and collective bargaining agreements as part of the SGM
14 sale. Milbank attorneys also spent time finalizing a proposed order approving the settlement
15 between the Debtors and St. Vincent IPA that the Committee had helped broker in the months
16 leading up to the Third Interim Compensation Period.

17 **D. Avoidance Action Analysis - 00006**

18 33. During the Third Interim Compensation period, Milbank attorneys devoted
19 time to investigating potential avoidance actions and related actions. This included taking discovery,
20 reviewing produced documents, and analyzing potential claims.

21 **E. Case Administration - 00009**

22 34. During the Third Interim Compensation Period, Milbank paraprofessionals
23 maintained internal filing, record-keeping, docket-monitoring, and calendaring systems in order to
24 organize and keep track of the documents filed in these cases, ongoing projects, and upcoming
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1 deadlines. Milbank paraprofessionals organized pleadings in order to ensure easy access by Milbank
2 attorneys.

3 35. Milbank attorneys devoted time during the Third Interim Compensation
4 Period to developing and refining a strategy for the chapter 11 cases. In doing so, Milbank
5 performed case law research in order to evaluate alternative paths and engaged in internal
6 discussions and communications with the Committee and its professionals to develop a strategy that
7 would maximize recoveries for unsecured creditors.
8

9 **F. Claims Administration and Objections - 00010**

10 36. Milbank attorneys devoted substantial time to extensive review, analysis, and
11 discussions with various parties in interest related to class claim motions and the responses thereto
12 during the Third Interim Compensation Period. Milbank attorneys also devoted time to analyzing
13 whether certain claims should be entitled to priority under the Debtors' chapter 11 plan.
14

15 **G. Financing and Cash Collateral - 00015**

16 37. During the Third Interim Compensation Period, Milbank attorneys continued
17 to litigate the Committee's appeal of the Court's final debtor in possession financing ("DIP
18 Financing") order. This involved the preparation and filing of a motion to expedite the appeal in the
19 District Court, review of the District Court's dismissal of the appeal, and drafting of documents
20 related to the Committee's appeal of the DIP Financing order to the Ninth Circuit.
21

22 38. Also during the Third Interim Compensation Period, Milbank attorneys
23 reviewed and evaluated a proposed order and other documents related to the Debtors' transition from
24 financing their cases via a debtor-in-possession financing loan to financing their cases from cash
25 collateral.
26
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28

1 **H. Hearings (Preparation and Attendance) - 00016**

2 39. During the Third Interim Compensation Period, Milbank attorneys prepared
3 for and appeared at a number of court hearings. To prepare for each hearing, Milbank attorneys
4 reviewed and analyzed pleadings and related documents and correspondence, conducted factual and
5 legal research, and, in certain instances, prepared responsive pleadings, exhibits, and argument
6 outlines. Following the conclusion of each hearing, Milbank promptly advised the Committee of the
7 pertinent rulings.
8

9 **I. Committee Meetings and Communications with Members - 00018**

10 40. During the Third Interim Compensation Period, the Committee regularly held
11 weekly telephonic meetings during which Milbank provided updates to the Committee on the
12 chapter 11 process and developments in the cases and solicited input from Committee members with
13 respect to various matters pending before the Court. As the circumstances warranted, from time to
14 time, Milbank also organized additional meetings with the Committee.
15

16 41. In connection with these meetings, Milbank typically prepared a proposed
17 agenda to guide the discussion. In addition, Milbank periodically prepared and distributed various
18 materials for the Committee's review. Milbank attorneys also reviewed and commented on
19 materials that FTI prepared for the Committee.
20

21 **J. Communications with Committee Advisors - 00020**

22 42. Milbank regularly engaged in communications with the Committee's financial
23 advisor, FTI, regarding various issues in order to discuss responses to pleadings, craft and revise
24 strategies, and coordinate workflow.

25 **K. Plan and Disclosure Statement - 00025**

26 43. During the Third Interim Compensation Period, Milbank attorneys conducted
27 extensive analysis and engaged in several discussions with the Debtors' advisors, with FTI, and with
28

1 the Committee regarding issues presented by the Debtors' plan and disclosure statement, including
2 substantive consolidation.

3
4 **IV.**
ALLOWANCE OF COMPENSATION

5 44. The professional services rendered by Milbank have required a high degree of
6 professional competence and expertise to address, with skill and dispatch, the numerous issues
7 requiring evaluation and action by the Committee. The services rendered to the Committee were
8 performed efficiently, effectively, and economically, and the results obtained to date have benefited
9 the unsecured creditors of each of the Debtors' estates.

10
11 45. The allowance of interim compensation for services rendered and
12 reimbursement of expenses in chapter 11 cases is expressly provided for in section 331 of the
13 Bankruptcy Code:

14 Any professional person . . . may apply to the court not more than once every
15 120 days after an order for relief in a case under this title, or more often if the
16 court permits, for such compensation for services rendered . . . as is provided
under section 330 of this title.

17 46. With respect to the level of compensation, section 330(a)(1)(A) of the
18 Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person
19 "reasonable compensation for actual, necessary services rendered[.]" Section 330(a)(3), in turn,
20 provides that:

21 In determining the amount of reasonable compensation to be awarded to
22 . . . [a] professional person, the court shall consider the nature, the extent, and
23 the value of such services, taking into account all relevant factors, including –

- 24 (A) the time spent on such services;
25 (B) the rates charged for such services;
26 (C) whether the services were necessary to the administration of, or
27 beneficial at the time which the service was rendered toward the
28 completion of, a case under this title;

- 1 (D) whether the services were performed within a reasonable amount of
2 time commensurate with the complexity, importance, and nature of the
3 problem, issue, or task addressed;
- 4 (E) with respect to a professional person, whether the person is board
5 certified or otherwise has demonstrated skill and expertise in the
6 bankruptcy field; and
- 7 (F) whether the compensation is reasonable based on the customary
8 compensation charged by comparably skilled practitioners in cases
9 other than cases under this title.

10 47. The Congressional policy expressed above provides for adequate
11 compensation in order to continue to attract competent professionals to bankruptcy cases. In re
12 Drexel Burnham Lambert Group, Inc., 133 B.R. 13, 20 (Bankr. S.D.N.Y. 1991) (“Congress’
13 objective on requiring that the market, not the Court, establish attorneys’ rates was to ensure that
14 bankruptcy cases were staffed by appropriate legal specialists.”); In re Busy Beaver Bldg. Ctrs., Inc.,
15 19 F.3d 833, 850 (3d Cir. 1994) (“Congress rather clearly intended to provide sufficient economic
16 incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts.”) (citation
17 and internal quotation marks omitted).

18 48. In the Ninth Circuit, the primary method used to determine a reasonable fee in
19 bankruptcy cases is to calculate a “lodestar” by multiplying the number of hours reasonably
20 expended by a reasonable hourly rate. See, e.g., In re Manoa Fin. Co., Inc., 853 F.2d 687, 691 (9th
21 Cir. 1988) (“A compensation award based on a reasonable hourly rate multiplied by the number of
22 hours actually and reasonably expended is presumptively a reasonable fee.”). Courts are permitted
23 to adjust the lodestar up or down using a “multiplier” based on the criteria listed in section 330 and
24 consideration of the factors listed in Kerr v. Screen Extras Guild, Inc., 526 F.2d 67, 70 (9th Cir.
25 1975) to the extent that the Kerr factors are not already subsumed within the initial calculation of the
26 loadstar. In re Buckridge, 367 B.R. 191, 202 (Bankr. C.D. Cal. 2007) (citing cases). Milbank
27 respectfully submits that the hourly rates for its attorneys and paraprofessionals, and the number of
28 hours worked by its attorneys and professionals, are reasonable and appropriate in view of the

1 circumstances of these chapter 11 cases and the successful results Milbank has achieved on behalf of
2 the Committee thus far. In addition, Milbank respectfully submits that the consideration of the Kerr
3 factors should result in this Court's allowance of the full compensation requested:

- 4
- 5 (A) The Time and Labor Required. The professional services rendered by Milbank on
6 behalf of the Committee have required the continuous expenditure of substantial time
7 and effort, under time pressures that sometimes required the performance of services
8 late into the evening and, on a number of occasions, over weekends and holidays.
9 The services rendered required a high degree of professional competence and
10 expertise in order to be administered with skill and dispatch.
- 11
- 12 (B) The Novelty and Difficulty of Questions. Novel and complex issues have arisen, and
13 will continue to arise, in the course of the chapter 11 cases. In these cases, as in many
14 others in which the firm is involved, Milbank's effective advocacy and creative
15 approach to problem-solving have helped to clarify and resolve difficult issues and
16 will continue to prove beneficial.
- 17
- 18 (C) The Skill Requisite to Perform the Legal Services Properly. Milbank believes that its
19 recognized expertise in the area of financial restructuring, its ability to draw from
20 highly-experienced professionals in other areas of its practice such as employment,
21 asset divestiture, litigation, tax, intellectual property, and finance and its practical
22 approach to the resolution of issues help maximize the distributions to the unsecured
23 creditors of each of the Debtors.
- 24
- 25 (D) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case.
26 Due to the size of Milbank's financial restructuring department and the firm as a
27 whole, Milbank's representation of the Committee has not precluded the acceptance
28 of new clients. However, the number of matters needing attention on a continuous
basis has required numerous Milbank attorneys, across multiple practice groups, to
commit significant portions of their time to the chapter 11 cases.
- (E) The Customary Fee. The compensation sought herein is based upon Milbank's
normal hourly rates for services of this kind. Milbank respectfully submits that the
compensation sought herein is not unusual given the magnitude of the chapter 11
cases and the time dedicated to the representation of the Committee. Such
compensation is commensurate with fees Milbank has been awarded in other cases, as
well as with fees charged by other attorneys of comparable experience.
- (F) Whether the Fee Is Fixed or Contingent. Milbank charges customary hourly rates, as
adjusted annually, for the time expended by its attorneys and paraprofessionals in
representing the Committee, and Milbank's fee is not outcome dependent.
- (G) Time Limitations Imposed by Client or Other Circumstances. As stated above,
Milbank has been required to attend to various issues as they have arisen in the
chapter 11 cases. Often, Milbank has had to perform these services under significant
time constraints requiring attorneys and paraprofessionals assigned to the chapter 11
cases to work evenings and on weekends.

- 1 (H) The Amount Involved and Results Obtained. The Committee represents the interests
2 of unsecured creditors of each of the Debtors that, in the aggregate, hold unsecured
3 claims estimated to be valued in the hundreds of millions of dollars. The
4 Committee's participation, with Milbank's counsel and guidance, has greatly
5 contributed to the efficient administration and prospects for reorganization of the
6 chapter 11 cases.
- 7 (I) The Experience, Reputation and Ability of the Attorneys. Milbank has a
8 sophisticated and nationally recognized corporate reorganization and financial
9 restructuring practice, and Milbank attorneys involved in this representation have
10 played a major role in numerous complex restructurings including, for example, the
11 chapter 11 cases of Lehman Brothers Holdings Inc., Pacific Gas & Electric Company,
12 Breitburn Energy Partners LP, Remington Arms Company, California Proton
13 Treatment Center, The Great Atlantic & Pacific Tea Company, Inc., Vertellus
14 Specialties, Inc., Cengage Learning, Inc., Dex Media Holdings, Inc., and Relativity
15 Media, Inc. Milbank's experience enables it to perform the services described herein
16 competently and expeditiously.
- 17 (J) The "Undesirability" of the Case. The chapter 11 cases are not undesirable but, as
18 already indicated, require a significant commitment of time from many Milbank
19 attorneys.
- 20 (K) Nature and Length of Professional Relationship. Milbank was selected as the
21 Committee's counsel shortly after the Committee's formation, on September 14,
22 2018, and was retained *nunc pro tunc* to that date pursuant to an order of the Court
23 dated November 6, 2018. Milbank has been rendering services continuously to the
24 Committee since the Committee was formed, and Milbank has rendered such services
25 in a necessary and appropriate manner.
- 26 (L) Awards in Similar Cases. As stated above, Milbank's requested compensation is
27 commensurate with fees Milbank has been awarded in other cases, as well as with
28 fees charged by other attorneys of comparable experience.

49. The total time spent by Milbank attorneys and paraprofessionals during the
Third Interim Compensation Period was 1,655.70 hours and has a fair market value of
\$1,737,707.50. Milbank submits that, as demonstrated by this Application and supporting exhibits,
its services were rendered economically and without unnecessary duplication of efforts. In addition,
the work involved, and thus the time expended, was carefully assigned in consideration of the
experience and expertise required for each particular task.

V.
EXPENSES

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3 50. Milbank has incurred a total of \$16,974.39 in expenses in connection with
4 representing the Committee during the Third Interim Compensation Period. Milbank records all
5 expenses incurred in connection with its performance of professional services. Detailed descriptions
6 of these expenses were attached and filed as exhibits to the Third Interim Compensation Period Fee
7 Statements, which are incorporated herein by this reference.

8
9 51. Throughout the Third Interim Compensation Period, Milbank has been keenly
10 aware of cost considerations and has tried to minimize the expenses charged to the Debtors' estates.

11 52. Milbank's policy is to charge its clients in all areas of practice for expenses,
12 other than fixed and routine overhead expenses, incurred in connection with representing its clients.
13 The expenses charged to Milbank's clients include, among other things, telephone toll and other
14 charges, regular mail and express mail charges, special or hand delivery charges, photocopying
15 charges, out-of-town travel expenses, local transportation expenses, expenses for working meals,
16 computerized research charges, and transcription costs.

17
18 53. Milbank charges the Committee for these expenses at rates consistent with
19 those charged to Milbank's other bankruptcy clients, which rates are equal to or less than the rates
20 charged by Milbank to its non-bankruptcy clients. Milbank seeks reimbursement from the Debtors
21 at the following rates for the following expenses: (i) ten cents (\$0.10) per page for photocopying;
22 (ii) ten cents (\$0.10) per page for black and white printing; and (iii) twenty-five cents (\$.25) per page
23 for color printing.

24
25 54. In accordance with section 330 of the Bankruptcy Code and the U.S. Trustee
26 Guidelines, Milbank seeks reimbursement only for the actual cost of such expenses to Milbank.¹¹

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¹¹ The cost of expenses Milbank is seeking reflects any discounted rates based on volume or other discounts which
Milbank anticipates receiving from certain outside vendors; however, Milbank does not perform a retrospective

1 55. In providing or obtaining from third parties services which are reimbursable
2 by clients, Milbank does not include in such reimbursable amount any costs of investment,
3 equipment, or capital outlay.

4 56. Milbank regularly charges its non-bankruptcy clients for ordinary business
5 hourly fees and expenses for secretarial, library, word processing, and other staff services because
6 such items are not included in the firm’s overhead for the purpose of setting billing rates. However,
7 Milbank is not seeking reimbursement of hourly fees of its secretarial services.

9
10 **VI.**
11 **NOTICE**

12 57. No trustee or examiner has been appointed in the chapter 11 cases. Pursuant
13 to the Interim Compensation Order, notice of this Application and a copy of this application have
14 been served upon the Notice Parties (as defined in the Interim Compensation Order). Milbank
15 submits that, in light of the relief requested, no other or further notice need be provided.

16 **VII.**
17 **ATTORNEY STATEMENT PURSUANT TO APPENDIX B GUIDELINES**

18 58. The following statement is provided pursuant to ¶ C.5. of the Appendix B
19 Guidelines.

20 (a) **Question:** Did you agree to any variations from, or alternatives to, your standard or
21 customary billing rates, fees or terms for services pertaining to this engagement that
22 were provided during the application period?

23 **Answer:** No.

24 (b) **Question:** If the fees sought in this fee application as compared to the fees budgeted
25 for the time period covered by this fee application are higher by 10% or more, did
26 you discuss the reasons for the variation with the client?

27 **Answer:** While the Committee has not requested a formal budget, Milbank has kept
28 the Committee apprised of Milbank’s fees during the Third Interim Compensation
Period—which included significant time devoted to representing the Committee’s
interests with regard to the SGM sale, litigating the Committee’s appeal of the DIP
financing order, and reviewing the Debtors’ transition from debtor-in-possession

reconciliation of any “year-end” adjustments (positive or negative) to the actual discounted cost of such expenses.

1 financing to financing from cash collateral—and the Committee has not objected to
2 Milbank’s fees.

- 3 (c) **Question:** Have any of the professionals included in this fee application varied their
4 hourly rate based on the geographic location of the bankruptcy case?

5 **Answer:** No.

- 6 (d) **Question:** Does the fee application include time or fees related to reviewing or
7 revising time records or preparing, reviewing, or revising invoices? (This is limited to
8 work involved in preparing and editing billing records that would not be compensable
9 outside of bankruptcy and does not include reasonable fees for preparing a fee
10 application.). If so, please quantify by hours and fees.

11 **Answer:** Yes. Milbank incurred fees for approximately 0.7 hours for time spent
12 preparing and filing monthly fee statements with the content and in the format
13 required by the Interim Compensation Order, at a cost of approximately \$3,080.00.
14 The amount of fees for time spent preparing and filing monthly fee statements
15 represents less than 1% of the total fees requested for the Third Interim Compensation
16 Period.

- 17 (e) **Question:** Does this fee application include time or fees for reviewing time records to
18 redact any privileged or other confidential information? If so, please quantify by
19 hours and fees.

20 **Answer:** Yes. Milbank incurred fees for approximately 9.5 hours for time spent
21 reviewing time records to redact any privileged or other confidential information, at a
22 cost of approximately \$9,072.50. The amount of fees for time reviewing time records
23 to redact any privileged or other confidential information represents less than 1% of
24 the total fees requested for the Third Interim Compensation Period.

- 25 (f) **Question:** If the fee application includes any rate increases since retention: (i) Did
26 your client review and approve those rate increases in advance? (ii) Did your client
27 agree when retaining the law firm to accept all future rate increases? If not, did you
28 inform your client that they need not agree to modified rates or terms in order to have
you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Answer: Milbank did not change its rates for this matter during the applicable period.

VIII. CONCLUSION

WHEREFORE, Milbank respectfully requests that the Court enter an order:

- (i) allowing Milbank (a) interim compensation for professional services rendered as counsel for the
Committee during the Third Interim Compensation Period in the amount of \$1,737,707.50; and
(b) reimbursement of expenses incurred in connection with rendering such services in the aggregate
amount of \$16,974.39, for a total award of \$1,754,681.89; (ii) authorizing and directing the Debtors

1 to pay (to the extent not previously paid in accordance with the Interim Compensation Order) to
2 Milbank \$347,541.50 which is an amount equal to the difference between (a) this \$1,754,681.89
3 award; and (b) \$1,407,140.39, the total of all amounts that the Debtors have previously paid to
4 Milbank pursuant to the Interim Compensation Order for services rendered and expenses incurred
5 during the Third Interim Compensation Period; and (iii) granting such further relief as is just.
6

7
8
9 DATED: December 23, 2019

MILBANK LLP

10
11 /s/ Mark Shinderman
12 GREGORY A. BRAY
13 MARK SHINDERMAN
14 JAMES C. BEHRENS

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Counsel for the Official Committee of
Unsecured Creditors of Verity Health System of
California, Inc., et al.

DECLARATION OF MARK SHINDERMAN

I, Mark Shinderman, declare as follows:

1. I am a partner in the law firm of Milbank LLP (“Milbank”), attorneys of record for the Official Committee of Unsecured Creditors (the “Committee”) of Verity Health System of California, Inc. and its affiliated debtors in possession in the above-captioned cases (collectively, the “Debtors”). The following is within my personal knowledge and if called upon as a witness I could and would testify competently thereto. I am submitting this declaration in support of the *Third Interim Application of Milbank LLP for Approval and Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred* (the “Application”).

2. I have reviewed the requirements of Local Bankruptcy Rule 2016-1 and believe that the Application complies with the requirements of that rule.

3. In the ordinary course of its business, Milbank keeps a record of all time expended by its professionals and para-professionals in the rendering of professional services on a computerized billing system as follows: at or near the time the professional services are rendered, attorneys and other professionals of Milbank either (i) record in writing on a time sheet the client name and/or internally-assigned matter number, the duration of time expended, and a description of the nature of the services performed, or (ii) input the time record, including the client/matter number, duration of time expended, and description of the nature of the services performed directly into Milbank’s computer billing system. For the professionals who record their time on a written time sheet as set forth in (i) above, the information contained on the time sheets is subsequently entered into Milbank’s computer billing system. Milbank’s computer billing system computes the time expended by each professional by their applicable billing rate to calculate the associated fee. Milbank conducts its business in reliance on the accuracy of these business records.

4. Milbank tracks reimbursable expenses in a similar manner as set forth above for professional services (i.e., Milbank enters the expenses into its computer billing system at or around the time the expense is incurred).

1 5. I have reviewed Milbank's monthly fee statements for chapter 11 services rendered in
2 connection with its representation of the Committee in these cases (Docket Nos. 2635, 2816, 2990,
3 and 3184), which include detailed time entries and descriptions of reimbursable expenses.

4 6. Attached as Exhibit 1 hereto are the firm biographies of the attorneys responsible for
5 services in this case.

6 7. I participated in preparing the Application. To the best of my knowledge,
7 information, and belief, the facts in the Application are true and correct.

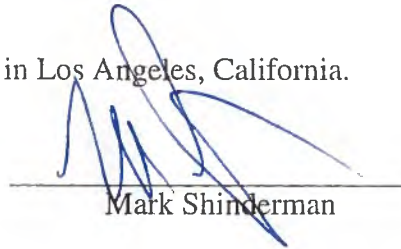
8

9 I declare under penalty of perjury of the laws of the United States of America that the
10 foregoing is true and correct.

11 Executed this 20th day of December, 2019 in Los Angeles, California.

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Mark Shinderman

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EXHIBIT 1

Milbank

Gregory A. Bray

Partner

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Los Angeles, CA 90067-3019



Gregory Bray is a partner in the Los Angeles office of Milbank LLP and a member of the firm's Financial Restructuring Group.

Primary Focus & Experience

Gregory Bray has a diverse national practice and extensive experience representing debtors and creditors in out-of-court workouts and reorganization cases in a wide variety of industries including education, defense, automotive, media, construction, retail, apparel, healthcare, oil and gas, telecommunications, project finance, energy, subprime lending and leasing, franchises, manufacturing and high technology. Mr. Bray plays a key role in his matters often representing the company or committees comprised of creditors that are the "fulcrum" holders of debt of the Company.

His clients include hedge funds, private equity funds, money center banks, financial institutions, lender syndicates comprised of first and second lien lenders, trustees and receivers, creditors' committees and equity securities holders. He frequently advises funds making control investments in, and potential purchasers of, financially distressed companies, both in and out of court. He also advises lenders in the structuring and documentation of high risk loans and debtor-in-possession loans, and the board of directors of public companies in financial distress with respect to corporate governance and fiduciary duty issues. He has also advised the FDIC on certain policy and structuring matters with respect to Title II of the Dodd-Frank Reform Act.

Education

Loyola Law School, J.D.
University of California at Los Angeles, B.A.

Admissions

California
New York
US Court of Appeals for the Second Circuit
US Court of Appeals for the Ninth Circuit

Mr. Bray has more than thirty years' experience in transactions and litigations related to the restructuring of companies in numerous industries. His clients frequently engage him for matters with unique issues that do not have precedent and require creative thinking, consensus building and good judgment. He has prevailed for his clients in cases leading to published decisions concerning valuation, reinstatement, new value and "loan to own" lender liability. His representative experience includes matters such as:

- Pacific Gas & Electric Company (Official Committee of Unsecured Creditors)
- Verity Health System (Official Committee of Unsecured Creditors)
- Remington Arms Company (Company)
- California Proton Treatment Center (Senior Secured Lenders)
- Walter Industries (Ad Hoc Committee of Senior Noteholders)
- Breitburn Energy Partners LP (Official Committee of Unsecured Creditors)
- Seadrill Partners LLC (Agent and Steering Committee of Senior Secured Lenders)
- Verso Corporation (Informal Committee of First Lien Lenders)
- Haggen Holdings, LLC, et al. (Purchaser)
- The Great Atlantic & Pacific Tea Company, Inc. (A&P) (Purchaser)
- Education Management Company, Inc. (Senior Secured Lenders)
- IAP Worldwide Services (Company)
- Cengage Learning, Inc. (Senior Secured Lenders)
- Evergreen International (Agent and Senior Secured Lenders)
- Contech Construction Products Inc. (Senior Secured Lenders)
- Hawker Beechcraft (Senior Noteholders)
- Heckler & Koch (Senior Noteholders)
- Spansion, Inc. (Plan Investor)
- JL French (Debtors)
- Young Broadcasting (Senior Secured Lenders)
- Midway Games (Official Creditors Committee)
- WL Homes (Agent and Lenders)
- Lehman Brothers (Official Unsecured Creditors Committee)
- America Home Mortgage (Repo Party; Lender)

- Delphi Corporation (Plan Investor)
- General Motors Acceptance Corporation (Investor)
- Nellson Nutraceutical, Inc. (Agent for First and Second Lien Credit Facilities)
- Radnor Holdings (Secured Creditor/Credit Bidder)
- AES Londonderry (Granite Ridge) (Lenders and Investors)
- NEG/Brazos (Agent)
- WorldCom, Inc (Ad Hoc Committee and Creditor)
- Delta Airlines (Aircraft Lender)
- Northwest Airlines (Aircraft Lender)

Recognition & Accomplishments

Mr. Bray's reputation in the legal marketplace has earned him top rankings from publications and directories, including: *The Best Lawyers in America*; *Guide to the World's Leading Insolvency and Restructuring Lawyers*; *IFLR1000*; *Chambers USA* (restructuring and finance); *Law & Politics Magazine* as one of the Super Lawyers in Southern California (restructuring); and the *Legal 500 USA*. He is AV rated by Martindale-Hubbell and a past recipient of the "Outstanding Restructuring Lawyer" by *Turnarounds & Workouts*.

Mr. Bray is a Fellow in the American College of Bankruptcy. He has spoken and written on various restructuring topics, including valuation, reinstatement, distressed investing and "loan to own" lender liability. He recently co-authored a chapter entitled "Evaluating strategic debt buybacks: How to pursue effective de-leveraging strategies" in *Navigating Today's Environment: The Directors' and Officers' Guide to Restructuring*. He is admitted to practice in the State of California, the District of Columbia and the State of New York.

Milbank

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Russell Kestenbaum is a partner in the New York office of Milbank LLP and Practice Group Leader of the firm's Tax Group.

Primary Focus & Experience

A partner since 2007, Mr. Kestenbaum's practice focuses on advising on tax issues relating to bankruptcies and out of court debt restructurings, the tax aspects of initial public offerings, mergers and acquisitions (both domestic and cross-border), structuring for private equity funds, and debt issuances.

Mr. Kestenbaum counsels a wide range of clients including Arrow Electronics, The Carlyle Group, Cerberus Capital Partners, Deutsche Bank, Goldman Sachs, JPMorgan Chase, Towers Watson, Harbinger Capital, AerCap, Vector Group, Prosieben, Silver Point, Strategic Value Partners and EIF. He also represents various court appointed creditors' committees, including those in the Lehman, Enron, Refco, Eastman Kodak, A&P and Winn-Dixie bankruptcy proceedings.

Most recently Mr. Kestenbaum represented Lightsquared Inc., Station Casinos and Internet Corporation in their Chapter 11 cases and counseled significant creditor groups in the bankruptcy cases of Nortel Networks, Lyondell Chemicals, American Airlines and Capmark. He represented Towers Perrin in its merger of equals with Watson Wyatt Worldwide, Catalyst Health Solutions, Inc. in its merger with SXC Health Solutions Corp., and Sovereign Bank in its merger with Santander.

Education

Benjamin N. Cardozo, J.D.

State University of New York at Albany, B.A.

Admissions

New York

California

Recognition & Accomplishments

Mr. Kestenbaum is a past member of the Executive Committee of the New York State Bar Association Tax Section, where he co-chaired the Committee on Bankruptcy and Operating Losses and authored several reports. He is a vice chair of the ABA Public Utility, Communications and Transportation Industries Section where he has co-authored semi-annual reports each year. Articles by Mr. Kestenbaum appear in several publications including *The Tax Lawyer*, *Tax Strategies for Corporate Acquisitions* published by the Practising Law Institute and the *Annual Survey of Bankruptcy Law*.

Mr. Kestenbaum has been a panelist at the NYSBA Tax Sections Annual Conference, a speaker at the ABA Annual Tax Conference and frequents as a guest lecturer on tax issues in M&A Transactions at Columbia Law School and Fordham Law School.

Mr. Kestenbaum received his B.A. from SUNY Albany and earned his J.D. with honors from the Benjamin N. Cardozo School of Law, where he was the executive editor of the *Cardozo Arts & Entertainment Law Journal* and a member of the *Order of the Coif*.

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Joel Krasnow is a partner in the New York office of Milbank LLP and a member of the firm's Executive Compensation and Employee Benefits Group.

Primary Focus & Experience

Mr. Krasnow's practice includes all aspects of compensation and benefits law, with a particular focus on ERISA's fiduciary rules. He regularly advises clients concerning the ERISA aspects of investment products designed for pension plans and the structuring of such products, representing sponsors, underwriters and investors. He also advises clients on the fiduciary obligations imposed on plan fiduciaries, including the impact of ERISA's prohibited transaction rules, and has obtained, on behalf of clients, Department of Labor exemptions from ERISA's prohibited transaction rules.

Mr. Krasnow also has significant experience in executive compensation matters, the benefit aspects of merger and acquisition transactions and ERISA-related litigation.

Recognition & Accomplishments

Mr. Krasnow co-authored "Application of Plan Asset Rules to Plan Investments and Contributions" in the ERISA Fiduciary Law treatise (BNA Books 2006, Supp. 2011) and "ERISA's New '25%' Test -- What's in it for Private Equity Fund Sponsors and Institutional Investors?" in the *Venture Capital and Private Equity Yearbook 2006/07* (Euromoney Yearbooks, 2006). He is listed in *The Best Lawyers in America* for Employee Benefits Law.

Education

Columbia Law School, J.D.

Touro College, B.S.

Admissions

New York

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Robert Liubicic is a partner in the Los Angeles office of Milbank LLP and a member of the firm's Litigation & Arbitration Group.

Primary Focus & Experience

Mr. Liubicic's practice is diversified, with an emphasis on complex commercial, securities, corporate control and bankruptcy litigation. He has extensive experience representing a broad range of financial institutions, as well as corporations in industries including energy, chemicals, telecommunications, gaming, insurance, manufacturing, retailing and pharmaceuticals, in all manner of disputes before courts, arbitral tribunals and self-regulatory organizations.

Some of Mr. Liubicic's representative matters include:

- Representation of numerous US subsidiaries of Vitro S.A.B. de C.V., one of the world's largest manufacturers of glass products, in defending against involuntary chapter 11 bankruptcy petitions brought by a group of institutional bondholders in the Northern District of Texas. The petitions were held invalid by the US Bankruptcy Court following expedited discovery and trial
- Representation of some of the nation's leading mutual fund advisors in various litigation and pre-litigation matters involving the 1933 Act, 1934 Act,

Education

Columbia Law School, J.D.

Cornell University, B.S.

Admissions

California

New York

US Court of Appeals for the Second Circuit

US Court of Appeals for the Ninth Circuit

US Court of Appeals for the Eleventh Circuit

US District Court for the Southern District of New York

US District Court for the Central District of California

Clerkships

Honorable Wilfred Feinberg, US Court of Appeals for the Second Circuit (1998-1999)

Honorable Robert A. Katzmann, US Court of Appeals for the Second Circuit (1999-2000)

and claims of excessive fees under the Investment Company Act of 1940

- Representation of the Official Committee of Unsecured Creditors in the Lehman Brothers bankruptcy
- Representation of private equity fund Cerberus Capital Management and its affiliates in defending a claim brought by United Rentals, which sought to compel Cerberus' affiliates to close on a \$7 billion merger. Following an expedited trial, the Delaware Chancery Court held that Cerberus' affiliates were not obligated to close the transaction. See *United Rentals, Inc. v. RAM Holdings, Inc.*, C.A. No. 3360-CC, 937 A.2d 810 (Del. Ch. 2007)
- Representation of major energy producers in a UNCITRAL price reopener arbitration involving hundreds of millions of dollars, including presentation of evidence at an eleven-day hearing before an arbitral panel
- Representation of a boutique investment bank and broker-dealer in a NASD (FINRA) disciplinary proceeding alleging unlawful profit-sharing in connection with the allocation of "hot" IPO shares, resulting in the dismissal of all claims following a seventeen-day hearing before a NASD panel
- Representation of a major wireless communication provider in an expedited merger litigation in Delaware Chancery Court, resulting in a complete victory following trial
- Multiple arbitrations for a leading investment bank taken to hearing in connection with various corporate control, executive employment and international law issues

Recognition & Accomplishments

Mr. Liubicic was a James Kent Scholar at Columbia Law School, where he received the *Whitney North Seymour Medal* for trial practice. He was appointed to the pro bono panel of the US Court of Appeals for the Second Circuit in 2009.

Milbank

Mark Shinderman

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Mark Shinderman is a partner in the Los Angeles office of Milbank LLP and a member of the firm's Financial Restructuring Group.

Primary Focus & Experience

Mark Shinderman has almost 30 years of experience restructuring companies inside and outside of bankruptcy in numerous industries, directing bankruptcy-related litigation, and handling the purchase of assets out of bankruptcy. He often represents ad hoc committees of lenders and bondholders and creditors' committees, as well as debtors, purchasers of assets from troubled companies, key vendors, equity sponsors, and other important constituents in insolvency situations. He also has represented numerous clients involved in litigation and transactions in which the counterparty may be in financial distress, helping the clients mitigate potential insolvency risk. *Chambers USA 2017* reports that a client has called him "top-notch".

Mr. Shinderman's engagements have involved companies in a diverse group of industries such as apparel, consumer products and services, ecommerce, energy, finance, healthcare, media and entertainment, real estate, retail, technology, and transportation. He has played a significant role in numerous high profile insolvency cases and out-of-court restructurings, such as: Vertellus Specialties Inc., Cengage, Dex Media, Ocean Rig, Blockbuster; William Lyon Homes; American Capital; MSR Resort Golf; Relativity Media; Real Mex; Gatehouse; EveryWare; and Select Staffing, among other engagements. Mr. Shinderman also represents Fortune 500 companies, banks, hedge funds, and other financial institutions throughout the country.

Education

Harvard University, J.D.
Georgetown University, B.S. / B.A.

Admissions

California
US Court of Appeals for the Ninth Circuit

IFLR1000 cites Mr. Shinderman as a “...strong, organized team leader who can get the different constituents in a deal to the finish line, a finish line that represents the best for his client. Supremely accessible, persuasive and commercial, Mark is tops in terms of technical expertise and innovation, but excels to an even greater extent in managing the process of restructuring.”

Mr. Shinderman is a member of the Board of Directors of Students Run L.A., a nonprofit organization committed to serving at-risk youth in Los Angeles. He previously served as Board President for five (5) years. He serves on the Board of Trustees of Kehillat Israel.

Recognition & Accomplishments

Mr. Shinderman is a Fellow of the American College of Bankruptcy, and was named by *Turnarounds & Workouts* as one of the nation’s dozen ‘Outstanding Restructuring Lawyers’ of 2013 and again in 2017. He has been recognized in *Chambers USA*, *The Best Lawyers in America*, and in *California Super Lawyer*. He is a frequent lecturer at bankruptcy and distressed investing conferences throughout the country and has authored numerous articles on bankruptcy-related issues.

Mr. Shinderman received his law degree from Harvard Law School (*cum laude*), and his B.S.B.A. from Georgetown University (*summa cum laude*). He is a member of the State Bar of California, Los Angeles County Bar Association, Financial Lawyers Conference, Panel of Bankruptcy Mediators, California Bankruptcy Forum, and the American Bankruptcy Institute. For the last 18 years, he has served as a mediator in the Los Angeles Bankruptcy Court’s pro bono mediation program.

Milbank

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Dennis O'Donnell has been of counsel in Milbank's Financial Restructuring Group since 2007 and is based in the firm's New York office.

Primary Focus & Experience

Mr. O'Donnell has extensive experience in corporate reorganization and bankruptcy-related litigation matters, and has represented debtors, lenders, official and unofficial committees, significant creditors, equity holders, examiners, and acquirors in chapter 11 cases, loan restructurings and out-of-court workouts.

His representations have included the following:

- Representing the official committee of unsecured creditors in the chapter 11 cases of Lehman Brothers Holdings, Inc., Refco Inc., Enron Corp., Winn-Dixie Stores, and Internet Corp.
- Representing the debtors and debtors in possession in the Lernout & Hauspie, Rexene Corp., RCM Global Long Term Capital Appreciation Fund, Hagerstown Fiber, and WRT Energy Corp. chapter 11 cases
- Representing ad hoc committees (of note holders or lenders) in the chapter 11 cases or out-of-court restructurings related to MPower Corp., Maxim Crane, Horizon Natural Resources Co., Geo Specialty Chemicals, Inc, Delta Air Lines, Inc., and Transeastern LLC

Education

Benjamin N. Cardozo School of Law, J.D.

Haverford College, B.A.

Admissions

New York

US District Court for the Southern District of New York

US District Court for the Eastern District of Michigan

US District Court for the Western District of Wisconsin

- Representing agents and/or secured lenders in various out-of-court restructurings or chapter 11 cases, including that of BLT, Great Basin Gold, Interco, Inc., Zale Corp., Leslie Fay Cos., Polymer, Inc., HomeBanc Corp., Journal Register Co., and Grede Foundries, Inc.
- Representing hedge fund clients as significant stakeholder and/or potential plan funders in the chapter 11 cases of Magellan Health Services, Inc., WestPoint Stevens, Inc., Interstate Bakeries Corp., and Seitel, Inc.
- Representing avoidance action defendants, including (i) a group of 19 major financial institutions in the chapter 11 cases of TOUSA, Inc.; and (ii) a major UK financial institution in the chapter 11 cases of Maxwell Communications plc
- Representing the corporate governance examiner in the Olympia & York chapter 11 cases

Recognition & Accomplishments

Mr. O'Donnell has appeared in federal courts throughout the United States, including before the United States Supreme Court, the Second Circuit Court of Appeals, the Third Circuit Court of Appeals, the Fourth Circuit Court of Appeals, the Ninth Circuit Court of Appeals and numerous district and bankruptcy courts. He has spoken widely on bankruptcy topics and is a contributor to *Colliers on Bankruptcy*. Mr. O'Donnell received his Juris Doctor from Benjamin R. Cardozo School of Law in 1991, where he was articles editor for the *Cardozo Law Review*. He received a B.A., in Classics and Philosophy, from Haverford College in 1979.

Milbank

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Alexandra Achamallah is an associate in the Los Angeles office of Milbank LLP and a member of the firm's Litigation & Arbitration Group.

Recognition & Accomplishments

Ms. Achamallah received a B.A. in Political Science from UCLA and a J.D. from UC Irvine School of Law.

During law school, she was a Lead Article Editor for the *UC Irvine Law Review*, served as a judicial extern to Justice Raymond J. Ikola, and earned Pro Bono High Honors for completing over 200 hours of pro bono work.

Education

*University of California, Irvine
School of Law, J.D.*

*University of California at Los
Angeles, B.A.*

Admissions

California

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Najeh Baharun is an associate in the Los Angeles office of Milbank LLP and a member of the firm's Global Corporate Group, focusing his practice on transactional representations and general corporate matters.

Recognition & Accomplishments

Mr. Baharun earned his J.D. from the University of Southern California Gould School of Law and earned his M.B.A. from the University of Southern California Marshall School of Business. While at the University of Southern California, he participated in the Hale Moot Court Honors Program and served as Vice President of the Student Bar Association and President of the Black Law Students Association.

Mr. Baharun earned his B.S. in Finance, Real Estate, and Law, with honors, from California State University Long Beach. He is proficient in Arabic.

Education

USC Gould School of Law, J.D.
*University of Southern California
Marshall School of Business, M.B.A.*
*California State University at Long
Beach, B.S.*

Admissions

California

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James Behrens is an associate in the Los Angeles office of Milbank LLP and a member of the firm's Financial Restructuring Group.

Primary Focus & Experience

Mr. Behrens specializes in bankruptcy and restructuring law and represents a wide variety of stakeholders in insolvency situations and in-court and out-of-court restructurings.

Recognition & Accomplishments

Prior to joining Milbank, Mr. Behrens clerked for the Honorable Deborah J. Saltzman, United States Bankruptcy Court Central District of California. During law school, he externed for the Honorable Geraldine Mund, a bankruptcy judge in the Central District of California.

Mr. Behrens was named a Southern California Rising Star for Bankruptcy & Creditor/Debtor Rights by *Super Lawyers Magazine* for 2015 - 2018. He is a member of the American Bankruptcy Institute and the Turnaround Management Association. He recently served as Chairman of the Beverly Hills Bar Association's Bankruptcy Law Section.

Mr. Behrens received his J.D. from UCLA Law School, where he was Chief Managing Editor of the *UCLA Pacific Basin Law Journal*. Mr. Behrens earned an M.A. from University of Chicago and a B.A. from Princeton University.

Education

UCLA School of Law, J.D.
University of Chicago, M.A.
Princeton University, B.A.

Admissions

California
US District Court for the Central District of California
US District Court for the Northern District of California
US District Court for the Eastern District of California
US District Court for the Southern District of California
US Court of Appeals for the Ninth Circuit

Clerkships

Honorable Deborah J. Saltzman, United States Bankruptcy Court Central District of California (2011-2013)

Mr. Behrens has participated in speaking engagements and authored numerous articles, including:

- Nuts and Bolts of Chapter 11 Plan Confirmation, *Financial Lawyers Conference* MCLE Program, October 18, 2019
- Just What the Doctor Ordered – Latest Cases in Healthcare, *Los Angeles Bankruptcy Forum* MCLE program, April 1, 2019
- Emerging and Settled (if any) Chapter 9 Issues, *Beverly Hills Bar Association* MCLE program, April 7, 2016 (moderator)
- 8 Reasons We Don't See More Chapter 9 Bankruptcies, *Law360*, December 5, 2014
- Shoulda Put A Lien On It – 4 Advantages of Security, *Law360*, November 26, 2014
- Don't Fear the 363 Sale, Fear the Delay that Follows It: Asset Sales and Confirmation Delays in Large Chapter 11s, *ABI Journal*, March 2014 (selected for republication in *Best of ABI 2014: The Year in Business Bankruptcy*)

Milbank

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Daniel B. Denny is an associate in the Los Angeles office of Milbank LLP and a member of the firm's Financial Restructuring Group.

Primary Focus & Experience

Daniel Denny has over 10 years of business restructuring and distressed-asset acquisition experience. Mr. Denny has counseled debtor and creditor clients on varied matters including chapter 11 reorganizations, corporate governance and fiduciary duty issues, fraudulent transfer and preference litigation, and out-of-court workouts such as deed-in-lieu transactions and non-judicial foreclosures. Recent representations include clients in retail, financial services, public and private utilities, construction, health care, homebuilding, entertainment, gaming, consumer goods and government contract sectors.

Recognition & Accomplishments

Mr. Denny is a frequent speaker on restructuring and work-out subjects. In early 2019, he spoke at the American Bankruptcy Institute's 2019 Bankruptcy Battleground West on *Structuring Enforceable Bankruptcy-Remote, Special-Purpose Entities in Commercial Real Estate Finance*.

Daniel is currently a member of the board of directors of the Los Angeles Bankruptcy Forum.

Mr. Denny received his J.D. *magna cum laude* from Notre Dame Law School, where he served as Executive Managing Editor of the *Notre Dame Law Review*. He received his M.A. *cum laude* from Gordon-Conwell Theological Seminary and B.A. *magna cum laude* from Wheaton College.

Education

Notre Dame Law School, J.D.

Gordon-Conwell Theological Seminary, M.A.

Wheaton College, B.A.

Admissions

California

Milbank

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As an associate in the firm's Financial Restructuring Group, Ms. Franzoia specializes in bankruptcy law and represents a wide variety of stakeholders in insolvency situations and in-court and out-of-court restructurings.

Recognition & Accomplishments

Ms. Franzoia received her JD from UCLA School of Law, where she was the managing editor of the *UCLA Entertainment Law Review*. She earned a B.A., *cum laude*, in Communication Studies from UCLA.

Education

UCLA School of Law, J.D.

University of California at Los Angeles, B.A.

Admissions

California

Milbank

Katie Pierucci

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Katie Pierucci is an associate in the Los Angeles office of Milbank LLP and a member of the firm's Litigation and Arbitration Group.

Primary Focus & Experience

Ms. Pierucci's practice focuses on complex commercial litigation in federal and state court.

Recognition & Accomplishments

Ms. Pierucci graduated *magna cum laude* from UC Irvine School of Law where she served as a lead article editor for the *UC Irvine Law Review* and participated in the Moot Court program. She received an M.A. in Management from Wake Forest University Graduate School of Business and a B.A. in History from Davidson College.

Education

*University of California, Irvine
School of Law, J.D.*

Wake Forest University, M.A.

Davidson College, B.A.

Admissions

California

*US Court of Appeals for the Tenth
Circuit*

Clerkships

*Honorable Jerome A. Holmes, US
Court of Appeals for the Tenth
Circuit (August 2015 – August 2016)*

Milbank

Christina Skaliks

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Christina Skaliks is an associate in the New York office of Milbank LLP and a member of the firm's Tax Group.

Primary Focus & Experience

Ms. Skaliks counsels public and privately held companies, financial institutions, corporate executives, and creditors' committees on a broad array of executive compensation and employee benefit matters.

Recognition & Accomplishments

Ms. Skaliks received her J.D. from New York University School of Law, where she served as an Executive Editor for the *Journal of International Law and Politics* and a board member of the Latin American Law Students Association.

Education

New York University School of Law, J.D.

University of Texas, B.A.

Admissions

New York

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

2029 Century Park E, 33rd Floor, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled (*specify*): THIRD INTERIM APPLICATON OF MILBANK LLP FOR APPROVAL AND ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) December 23, 2019, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) December 23, 2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) December 23, 2019, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

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

December 23, 2019 Ricky Windom
Date *Printed Name*

/s/ Ricky Windom
Signature

SERVICE LIST

(Via NEF)

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