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

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.

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15 Affects:
16 All Debtors
17 Verity Health System of California, Inc.
18 Saint Louise Regional Hospital
19 St. Francis Medical Center
20 St. Vincent Medical Center
21 Seton Medical Center
22 O’Connor Hospital Foundation
23 Saint Louise Regional Hospital
24 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. 2:18-bk-20151-ER
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
Case No.: 2:18-bk-20168-ER
Case No.: 2:18-bk-20169-ER
Case No.: 2:18-bk-20171-ER
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

SUPPLEMENTAL DECLARATION OF
JAMES C. BEHRENS IN
CONNECTION WITH THE
RETENTION AND EMPLOYMENT OF
MILBANK LLP AS COUNSEL TO THE
OFFICIAL COMMITTEE OF
UNSECURED CREDITORS

[RELATES TO DOCKET NO. 566]

[No Hearing Required Unless Requested
Pursuant to Local Bankruptcy Rule 2014-1]



1 I, JAMES C. BEHRENS, under penalty of perjury, declare:

2 1. I am an associate attorney in the Financial Restructuring Group at Milbank
3 LLP, formerly known as Milbank, Tweed, Hadley & McCloy LLP ("Milbank"), counsel to the
4 Official Committee of Unsecured Creditors of Verity Health System of California, Inc., *et al.*
5 (the "Committee"), appointed in connection with the chapter 11 cases of the above-captioned debtors
6 and debtors-in-possession (the "Debtors") pending in the United States Bankruptcy Court for the
7 Central District of California.

8 2. I am authorized to make this declaration pursuant to section 1103 of title 11 of
9 the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), and Rules
10 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

11 3. On October 17, 2018, my Milbank colleague Gregory A. Bray submitted a
12 declaration (the "Initial Declaration") in support of the *Application of the Official Committee of*
13 *Unsecured Creditors Under 11 U.S.C. § 1103 and Fed. R. Bankr. P. 2014 and 5002, for Order*
14 *Authorizing Retention and Employment of Milbank, Tweed, Hadley & McCloy LLP as Counsel,*
15 *Effective as of September 14, 2018* [Docket No. 566] (the "Application").

16 4. No objections were filed to the Application and, pursuant to the *Order Under*
17 *11 U.S.C. § 1103 and Fed. R. Bankr. P. 2014 and 5002 Authorizing Retention and Employment of*
18 *Milbank, Tweed, Hadley & McCloy LLP as Counsel to the Official Committee of Unsecured*
19 *Creditors, Effective as of September 14, 2018* [Docket No. 778] (the "Retention Order"), the Court
20 granted the Application and approved Milbank's retention by the Committee, effective as of
21 September 14, 2018.

22 5. On February 1, 2019, my Milbank colleague Gregory A. Bray submitted a
23 supplemental declaration [Docket No. 1440] (the "First Supplemental Declaration") in connection
24 with Milbank's retention as the Committee's counsel.

25 6. I now hereby submit this declaration (the "Second Supplemental
26 Declaration") in connection with Milbank's retention as the Committee's counsel.

1 7. Unless otherwise stated in this Second Supplemental Declaration, I have
2 knowledge of the facts set forth herein and, if called as a witness, I could and would competently
3 testify thereto.

4 8. Pursuant to the Retention Order, Milbank must provide ten (10) business
5 days' notice to the United States Trustee and the Debtors before any increases in the rates set forth in
6 the Application are requested in a fee statement or fee application, and Milbank must file such notice
7 with the Court.

8 9. In accordance with the Retention Order, this Declaration shall constitute
9 notice to the U.S. Trustee, the Debtors, and all other parties in interest that, effective January 1,
10 2020, Milbank's standard hourly rates for attorneys and paraprofessionals (the "2020 Hourly
11 Rates"), will be as follows:

- 12 a. The hourly rates for partners range from \$1,215 per hour to \$1,615 per hour,
13 based upon a variety of factors, including seniority, distinction, and expertise
14 in one's field;
- 15 b. The hourly rates for counsel and special counsel range from \$1,175 per hour
16 to \$1,315 per hour;
- 17 c. The hourly rates for associates and senior attorneys range from \$475 per hour
18 to \$1,135 per hour; and
- 19 d. The hourly rates for paraprofessionals range from \$240 per hour to \$385 per
20 hour.

21 10. As set forth in the Application and the Initial Declaration, as well as in the
22 First Supplemental Declaration, Milbank's hourly rates are set at a level designed to fairly
23 compensate Milbank for the work of its attorneys and paraprofessionals. Milbank's hourly rates are
24 subject to periodic adjustment to reflect economic and other conditions and are consistent with the
25 rates charged by other firms rendering comparable services. In accordance with section 330(a)(3) of
26 the Bankruptcy Code, Milbank represents that the 2020 Hourly Rates, as set forth herein: (a) reflect
27 economic and other conditions, (b) are consistent with rates charged elsewhere, and (c) are
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1 reasonable based on the customary compensation charged by practitioners of comparable skill in
2 cases other than cases under the Bankruptcy Code. Milbank also certifies that the Committee has
3 consented to the 2020 Hourly Rates.


4 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is
5 true and correct to the best of my knowledge and belief.

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7 Executed on January 16, 2020

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By: 
James C. Behrens

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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*): **SUPPLEMENTAL DECLARATION OF JAMES C. BEHRENS IN CONNECTION WITH THE RETENTION AND EMPLOYMENT OF MILBANK LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS** 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*) January 16, 2020, 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*) January 16, 2020, 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*) January 16, 2020, 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.

January 16, 2020
Date

James C. Behrens
Printed Name

/s/ James C. Behrens
Signature

SERVICE LIST

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