

1 GREGORY A. BRAY (Bar No. 115367)  
gbray@milbank.com  
2 MARK SHINDERMAN (Bar No. 136644)  
mshinderman@milbank.com  
3 JAMES C. BEHRENS (Bar No. 280365)  
jbehrens@milbank.com  
4 MILBANK LLP  
2029 Century Park East, 33rd Floor  
5 Los Angeles, CA 90067  
Telephone: (424) 386-4000/Facsimile: (213) 629-5063

6 *Counsel for the Official Committee of*  
7 *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.

- 14 Affects:
- 15  All Debtors
  - 16  Verity Health System of California, Inc.
  - 17  O’Connor Hospital
  - 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
  - 26  Lynwood Foundation
  - 27  St. Vincent Foundation
  - 28  St. Vincent Dialysis Center, Inc.
  - 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-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

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

Hearing:

Date: March 31, 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: September 1, 2019 – December 31, 2019  
7 Amount of compensation  
Requested: \$2,413,896.00 (100%)  
8 Amount of expense reimbursement  
9 Requested: \$67,377.90 (100%)

10 This is an:  X  interim \_\_\_\_\_ final application.

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

Name	Practice Group (Year Admitted)	Hourly Rate	Total Hours	Fees <sup>1</sup>
Gregory A. Bray	Financial Restructuring Partner (1984)	\$1,540.00	35.00	\$53,900.00
Russell Kestenbaum	Tax Partner (1999)	\$1,540.00	3.20	\$0.00
Robert Liubicic	Litigation Partner (1999)	\$1,540.00	98.40	\$142,450.00
Mark Shinderman	Financial Restructuring Partner (1988)	\$1,540.00	444.30	\$684,222.00
Dennis O'Donnell	Financial Restructuring Of Counsel (1992)	\$1,250.00	549.20	\$686,500.00
Alexandra Achamallah	Litigation Associate (2017)	\$735.00	174.80	\$116,497.50
Emile Ayoub	Litigation Associate (2016)	\$830.00	0.10	\$0.00
James Behrens	Financial Restructuring Associate (2011)	\$955.00	372.70	\$355,928.50
		\$477.50 <sup>2</sup>	2.00	\$0.00
Daniel Denny	Financial Restructuring Associate (2005)	\$995.00	273.50	\$264,670.00
Rachel Franzoia	Financial Restructuring Associate (2013)	\$920.00	2.50	\$0.00
Mackenzie Gansert	Litigation Associate (2019)	\$450.00	33.40	\$0.00
Lena Mandel	Financial Restructuring Contract Attorney (1991)	\$1,080.00	0.90	\$0.00
Ben Nicholson	Litigation Associate (2017)	\$735.00	30.30	\$14,553.00
Christina Skaliks	Tax Associate (2015)	\$875.00	0.10	\$0.00
Jeff Snyder	Financial Restructuring Associate (2019)	\$450.00	211.50	\$95,175.00
Ayana Sumiyasu	Litigation Associate (2015)	\$875.00	15.70	\$0.00
Jenifer Gibbs	Case Manager	\$350.00	47.80	\$0.00
Jacqueline Brewster	Legal Assistant	\$290.00	53.00	\$0.00
Richard Cosentino	Legal Assistant	\$360.00	2.00	\$0.00
Jae Yeon Cecilia Kim	Legal Assistant	\$235.00	22.80	\$0.00
Ishmael Taylor- Kamara	Legal Assistant	\$300.00	9.20	\$0.00
Charmaine Thomas	Legal Assistant	\$300.00	58.00	\$0.00

<sup>1</sup> The amounts in this column include discounts reflected in Milbank's monthly statements filed during the Fourth Interim Compensation Period.

<sup>2</sup> 50% of the applicable professional's normal hourly rate for time charged to non-working travel.

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Name	Practice Group (Year Admitted)	Hourly Rate	Total Hours	Fees <sup>1</sup>
Ricky Windom	Legal Assistant	\$300.00	111.50	\$0.00
Theartis Everett	Litigation Technology Specialist	\$350.00	2.50	\$0.00
Ken Yan	Litigation Technology Analyst	\$305.00	0.50	\$0.00
<b>Total</b>		<b>\$944.81 (blended rate)<sup>3</sup></b>	<b>2,554.90</b>	<b>\$2,413,896.00<sup>4</sup></b>

<sup>3</sup> The blended rate excluding paraprofessionals is \$1,073.99 per hour.

<sup>4</sup> This amount is net of an aggregate discount of **\$167,155.00 (approximately 6.5%)**, which includes discounts reflected in Milbank's monthly statements filed during the Fourth Interim Compensation Period.

**FOURTH INTERIM FEE APPLICATION OF MILBANK LLP  
AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
OF VERITY HEALTH SYSTEM OF CALIFORNIA, INC., ET AL.  
(SEPTEMBER 1, 2019 – DECEMBER 31, 2019)**

BILLING CODE	ACTIVITY	HOURS	FEES
44393.00003	Asset Analysis and Recovery	253.10	\$251,636.50
44393.00004	Asset Disposition	593.10	\$655,450.00
44393.00005	Assumption and Rejection of Leases and Contracts	1.70	\$1,623.50
44393.00006	Avoidance Action Analysis	5.30	\$8,162.00
44393.00008	Business Operations	2.20	\$2,125.00
44393.00009	Case Administration	185.80	\$92,048.50
44393.00010	Claims Administration and Objections	67.10	\$55,794.50
44393.00012	Employee Benefits and Pensions	19.60	\$21,501.00
44393.00013	Employment and Fee Applications	31.70	\$32,151.00
44393.00014	Employment and Fee Application Objections	3.80	\$3,629.00
44393.00015	Financing and Cash Collateral	300.10	\$324,241.50
44393.00016	Hearings (Preparation and Attendance)	93.80	\$102,998.50
44393.00017	Litigation	430.60	\$410,139.00
44393.00018	Committee Meetings & Communications with Members	89.00	\$117,535.00
44393.00020	Communications with Committee Advisors	36.70	\$48,207.50
44393.00021	Meetings & Communications with Creditors	8.60	\$11,840.00
44393.00022	Communications with Debtors	20.40	\$28,753.00
44393.00024	Non-Working Travel	2.00	\$955.00
44393.00025	Plan and Disclosure Statement	407.10	\$409,200.50
44393.00028	Relief from Stay and Adequate Protection	3.20	\$3,060.00
	<b>Less Timekeeper Reductions from Monthly Fee Statements</b>		<b>(\$167,155.00)</b>
	<b>Total</b>	<b>2,554.90</b>	<b>\$2,413,896.00<sup>5</sup></b>

<sup>5</sup> This amount is net of an aggregate discount of **\$167,155.00 (approximately 6.5%)**, which includes discounts reflected in Milbank's monthly statements filed during the Fourth Interim Compensation Period.

1                                   **FOURTH 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.**  
                                      **(SEPTEMBER 1, 2019 – DECEMBER 31, 2019)**

<b>DISBURSEMENTS</b>	<b>AMOUNT</b>
Color Copies	\$670.75
Court Search	\$39.30
Court/Clerical Services	\$944.50
Entertainment (Incl Meals)	\$882.21
Express Mail	\$401.31
Filing Fees	\$505.00
Lexis	\$29,374.00
Library Research	\$170.00
Outside Messenger	\$204.49
Outside Word Processing	\$33.21
Photocopies	\$9.30
Postage	\$7.85
Printing	\$2,786.40
Telephone	\$661.45
Westlaw	\$30,688.13
<b>TOTAL DISBURSEMENTS</b>	<b>\$67,377.90</b>

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 Verity Holdings, LLC  
 De Paul Ventures, LLC  
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Debtors and Debtors In Possession.

Lead Case No. 18-20151  
Jointly Administered With:  
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CASE NO.: 2:18-bk-20163-ER  
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Chapter 11 Cases

Hon. Ernest M. Robles

**FOURTH INTERIM APPLICATON OF  
MILBANK LLP FOR APPROVAL AND  
ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES  
INCURRED**

Hearing:

Date: March 31, 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 September 1, 2019 through and including  
16 December 31, 2019 (the “Fourth Interim Compensation Period”), and (ii) reimbursement of expenses  
17 incurred in connection with such services; and in support thereof respectfully represents as follows:  
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21 **I.**  
22 **INTRODUCTION**

23 **A. Preliminary Statement**

24 1. Milbank has worked with purpose and diligence in advocating on behalf of the  
25 Committee. As set forth in detail below, Milbank attorneys spent a particularly significant amount  
26 of time representing the Committee’s interests with regard to the SGM sale, the Committee’s appeal  
27 of the DIP financing order, litigation with secured creditors, reviewing the Debtors’ agreements with  
28 secured creditors for financing from cash collateral, and objecting to the Debtors’ disclosure



1 statement. Milbank also devoted resources to assisting the Debtors in the sale process, as well as  
2 helping to facilitate the resolution of contested issues between the Debtors and third parties.

3           2. With regard to the SGM sale, Milbank attorneys (i) strategized regarding how  
4 best to address issues presented by the California Attorney General with regard to the sale;  
5 (ii) reviewed and analyzed issues related to the transfer of Medicare and Medi-Cal provider  
6 agreements, including recoupment issues; (iii) filed pleadings and participated in hearings related to  
7 the sale; (iv) participated in discussions with various parties when it became clear that SGM would  
8 not close the sale; and (v) participated in sale-related litigation, including SGM's appeals of sale-  
9 related orders to the District Court.  
10

11           3. During the Fourth Interim Compensation Period, Milbank attorneys continued  
12 to litigate the Committee's appeal of the final debtor in possession financing order's waiver of  
13 section 506 and 552 protections before to the Ninth Circuit and devoted significant time to briefing  
14 the issues on appeal.  
15

16           4. Milbank attorneys also continued to devote time to litigation with the Debtors'  
17 secured creditors regarding the validity and extent of the secured creditors' liens. This included an  
18 all-day mediation before Hon. Martin Barash, preparation and filing of first amended complaints,  
19 and research and analysis related to the drafting of oppositions to the secured creditors' motions to  
20 dismiss.  
21

22           5. During the Fourth Interim Compensation Period, Milbank attorneys also  
23 reviewed and evaluated stipulations and proposed orders 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, which involved extensive discussions with the Debtors and secured creditors, as well as  
26 the preparation and filing of multiple pleadings related to cash collateral.  
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1           6.       Finally, Milbank attorneys conducted extensive analysis regarding issues  
2 presented by the Debtors' plan and disclosure statement and ultimately drafted and filed an  
3 opposition to the Debtors' disclosure statement.

4           7.       All of these efforts have required Milbank to work closely with the Committee  
5 and to keep the Committee informed throughout the Debtors' bankruptcy cases. Milbank has also  
6 worked extensively with the Committee's financial advisor, FTI Consulting, Inc., as well as with the  
7 Debtors and the Debtors' advisors, and the other stakeholders in these cases, always with the goal of  
8 maximizing returns for unsecured creditors.  
9

10 **B.       Jurisdiction**

11           8.       This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157  
12 and 1334. Venue of the chapter 11 cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This  
13 matter is a core proceeding under 28 U.S.C. § 157(b)(2). The statutory predicates for the relief  
14 sought herein are sections 330 and 331 of the Bankruptcy Code.  
15

16 **C.       Background**

17           9.       Debtors. On August 31, 2018 (the "Petition Date"), the Debtors commenced  
18 the above-captioned chapter 11 cases in this Court. The Debtors' chapter 11 cases have been  
19 consolidated for procedural purposes and are being jointly administered pursuant to Rule 1015(b) of  
20 the Bankruptcy Rules. The Debtors are authorized to operate their businesses and manage their  
21 properties as debtors in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code.  
22 No trustee or examiner has been appointed in the chapter 11 cases. The Debtors' Monthly Operating  
23 Report for October 2019 [Docket No. 3730] indicates that the Debtors are being operated at a loss  
24 and that the Debtors ended the month of October 2019 with a bank balance of \$173,171,000. The  
25 Debtors filed their proposed *Debtors' Chapter 11 Plan of Liquidation* on September 3, 2019.  
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1           10.    Creditors' Committee. On September 14, 2018, the United States Trustee for  
2 the Central District of California (the "U.S. Trustee") appointed the Committee.<sup>6</sup>

3           11.    Authorization for Milbank's Retention. On November 6, 2018, the Court  
4 issued its *Order Under 11 U.S.C. § 1103 and Fed. R. Bankr. P. 2014 and 5002, Authorizing*  
5 *Retention and Employment of Milbank, Tweed, Hadley & McCloy LLP as Counsel to Official*  
6 *Committee of Unsecured Creditors, Effective as of September 14, 2018* [Docket No. 778] (the  
7 "Retention Order"), authorizing Milbank's retention as counsel for the Committee in these cases.

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

11           12.    Fourth Interim Compensation Period. In accordance with the Interim  
12 Compensation Order, Milbank submitted the following monthly fee statements (each, a "Fee  
13 Statement") seeking interim compensation and reimbursement of expenses:

14           (a)    On October 30, 2019, Milbank filed and served on the Notice Parties (as defined in  
15 the Interim Compensation Order) its thirteenth fee statement for the period from  
16 September 1, 2019 through and including September 30, 2019 (the "Thirteenth Fee  
17 Statement") [Docket No. 3505], incorporated herein by this reference. The Thirteenth  
18 Fee Statement sought (i) allowance of \$686,753.50<sup>7</sup> as compensation for services  
19 rendered and (ii) reimbursement of \$19,460.85 in expenses. As of the date hereof,  
20 Milbank has received a total of \$568,863.65, which represents payment of (i) 80% of  
21 Milbank's fees; and (ii) 100% of the expenses incurred pursuant to the Thirteenth Fee  
22 Statement.

23           (b)    On November 27, 2019, Milbank filed and served on the Notice Parties its fourteenth  
24 fee statement for the period from October 1, 2019 through and including October 31,  
25 2019 (the "Fourteenth Fee Statement") [Docket No. 3711], incorporated herein by  
26 this reference. The Fourteenth Fee Statement sought (i) allowance of \$834,631.50<sup>8</sup> as  
27 compensation for services rendered and (ii) reimbursement of \$26,353.55 in  
28 expenses. As of the date hereof, Milbank has received a total of \$694,058.75, which

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

<sup>7</sup> Milbank voluntarily reduced its fees by 4.6% (i.e., \$33,430.00). The \$686,753.50 amount is net of this 4.6% reduction.

<sup>8</sup> Milbank voluntarily reduced its fees by 8.9% (i.e., \$81,293.00). The \$834,631.50 amount is net of this 8.9% reduction.

1 represents payment of (i) 80% of Milbank's fees and (ii) 100% of the expenses  
2 incurred pursuant to the Fourteenth Fee Statement.

3 (c) On December 18, 2019, Milbank filed and served on the Notice Parties its fifteenth  
4 fee statement for the period from November 1, 2019 through and including November  
5 30, 2019 (the "Fifteenth Fee Statement") [Docket No. 3824], incorporated herein by  
6 this reference. The Fifteenth Fee Statement sought (i) allowance of \$490,059.50<sup>9</sup> as  
7 compensation for services rendered and (ii) reimbursement of \$9,351.66 in expenses.  
8 As of the date hereof, Milbank has received a total of \$401,399.26, which represents  
9 payment of (i) 80% of Milbank's fees and (ii) 100% of the expenses incurred  
10 pursuant to the Fifteenth Fee Statement.

11 (d) On February 4, 2020, Milbank filed and served on the Notice Parties its sixteenth fee  
12 statement for the period from December 1, 2019 through and including December 31,  
13 2019 (the "Sixteenth Fee Statement") [Docket No. 4047], incorporated herein by this  
14 reference. The Sixteenth Fee Statement sought (i) allowance of \$402,451.50<sup>10</sup> as  
15 compensation for services rendered and (ii) reimbursement of \$12,211.84 in  
16 expenses. As of the date hereof, Milbank has received a total of \$334,173.04, which  
17 represents payment of (i) 80% of Milbank's fees and (ii) 100% of the expenses  
18 incurred pursuant to the Sixteenth Fee Statement.

19 13. In accordance with the Interim Compensation Order and as reflected in the  
20 foregoing summary, in the Fourth Interim Compensation Period Fee Statements, Milbank has  
21 requested an aggregate payment of \$1,998,494.70 and has received \$1,998,494.70.

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

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

28 16. Efficiency and Staffing. Milbank has made every effort to be efficient in  
these cases. Milbank holds weekly telephonic meetings with the Committee to keep the Committee  
informed, and in order to make these meetings as efficient as possible, it is Milbank's practice to

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<sup>9</sup> Milbank voluntarily reduced its fees by 6.0% (i.e., \$31,305.50). The \$490,059.50 amount is net of this 6.0% reduction.

<sup>10</sup> Milbank voluntarily reduced its fees by 5.0% (i.e., \$21,126.50). The \$402,451.50 amount is net of this 5.0% reduction.

1 circulate an agenda in advance that includes summaries of relevant pleadings. Milbank also holds a  
2 weekly pre-call with the Committee's financial advisors, FTI Consulting, Inc., in order to narrow the  
3 issues for discussion and otherwise streamline the weekly Committee meetings.

4 17. Milbank has staffed its team leanly, with four core restructuring attorneys:  
5 Gregory Bray, Mark Shinderman, Dennis O'Donnell, and James Behrens. Milbank will occasionally  
6 bring in specialists on an as-needed basis to assist with specific issues such as employee benefit  
7 questions. Milbank has frequently written off time for attorneys who billed only a small number of  
8 hours with regard to these cases in any particular month.

9 18. The experience of Milbank's core team has allowed Milbank to work  
10 efficiently. Milbank has avoided preparing extraneously detailed memoranda. Milbank attorneys  
11 have had conversations and meetings with the Debtors' advisors about how to move these cases  
12 along as quickly and efficiently as possible. Such conversations and meetings are kept at a high  
13 level, with only the minimum number of Milbank attorneys in attendance. Finally, Milbank has  
14 made efforts to negotiate compromises where possible, in order to avoid costly disputes that would  
15 drain money from the estate and result in lower returns to creditors.

16  
17  
18 **II.**  
19 **APPLICATION**

20 19. By this Application, Milbank seeks interim allowance of (a) compensation for  
21 professional services rendered by Milbank, as counsel for the Committee, during the Fourth Interim  
22 Compensation Period and (b) reimbursement of expenses incurred by Milbank in connection with  
23 such services.

24 20. Specifically, Milbank seeks approval of \$2,413,896.00 as compensation for  
25 legal services rendered on behalf of the Committee during the Fourth Interim Compensation Period  
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1 and \$67,377.90 for reimbursement of expenses incurred in connection with the rendering of such  
2 services, for a total award of \$2,481,273.90.<sup>11</sup>

3           21. Pursuant to the Interim Compensation Order, Milbank has received payment  
4 of \$1,998,494.70 during the Fourth Interim Compensation Period. Pursuant to this Application,  
5 Milbank seeks further payment of \$482,779.20, which amount represents the portion of Milbank's  
6 fees for legal services rendered and expenses incurred during the Fourth Interim Compensation  
7 Period not previously paid to Milbank.

8           22. The fees sought by Milbank in this Application reflect an aggregate of  
9 2,554.90 hours of attorney and paraprofessional time spent and recorded in performing services for  
10 the Committee during the Fourth Interim Compensation Period, at a blended average hourly rate of  
11 \$944.81 for both professionals and paraprofessionals. The blended hourly rate solely for  
12 professionals is \$1,073.99.

13           23. Milbank rendered to the Committee all services for which compensation is  
14 sought solely in connection with these cases and in furtherance of the duties and functions of the  
15 Committee.

16           24. Milbank maintains computerized records of the time expended in the  
17 rendering of the professional services required by the Committee. These records are maintained in  
18 the ordinary course of Milbank's practice. For the convenience of the Court and parties in interest, a  
19 billing summary for services rendered during the Fourth Interim Compensation Period is attached as  
20 part of the cover sheet to this Application, setting forth the name of each attorney and  
21 paraprofessional for whose work on these cases compensation is sought, each attorney's year of bar  
22 admission, the aggregate amount of time expended by each such attorney or paraprofessional, the  
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27 <sup>11</sup> The foregoing amounts reflect certain voluntary reductions of Milbank's fees totaling \$167,155.00 (approximately  
28 6.5%). 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 hourly billing rate for each such attorney or paraprofessional at Milbank's current billing rates, and  
2 an indication of the individual amounts requested as part of the total amount of compensation  
3 requested. In addition, set forth in the billing summary is additional information indicating whether  
4 each attorney is a partner, of counsel, senior attorney, or associate, and each attorney's area of  
5 concentration. The compensation requested by Milbank is based on the customary compensation  
6 charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code.  
7

8 25. Milbank also maintains computerized records of all expenses incurred in  
9 connection with the performance of professional services. A billing summary for expenses incurred  
10 during the Fourth Interim Compensation Period is attached as part of the cover sheet to this  
11 Application, setting forth the amounts for which reimbursement is sought by type of expense.  
12

13 **III.**  
**SUMMARY OF PROFESSIONAL SERVICES RENDERED**

14 26. To provide an orderly summary of the services rendered on behalf of the  
15 Committee by Milbank, and in accordance with the U.S. Trustee Guidelines, Milbank has  
16 established the following separate project billing categories in connection with these cases:  
17

18 44393.00002 – Expenses  
19 44393.00003 – Asset Analysis and Recovery  
20 44393.00004 – Asset Disposition  
21 44393.00005 – Assumption and Rejection of Leases and Contracts  
22 44393.00006 – Avoidance Action Analysis  
23 44393.00007 – Budgeting (Case)  
24 44393.00008 – Business Operations  
25 44393.00009 – Case Administration  
26 44393.00010 – Claims Administration and Objections  
27 44393.00011 – Corporate Governance and Board Matters  
28 44393.00012 – Employee Benefits and Pensions  
44393.00013 – Employment and Fee Applications  
44393.00014 – Employment and Fee Application Objections  
44393.00015 – Financing and Cash Collateral  
44393.00016 – Hearings (Preparation and Attendance)  
44393.00017 – Litigation  
44393.00018 – Committee Meetings and Communications with Members  
44393.00019 – Committee Organizational Documents and Administration  
44393.00020 – Communications with Committee Advisors  
44393.00021 – Meetings and Communications with Creditors  
44393.00022 – Communications with Debtors  
44393.00023 – Communications with Other Constituencies

1 44393.00024 – Non-Working Travel  
2 44393.00025 – Plan and Disclosure Statement  
3 44393.00026 – Real Estate  
4 44393.00027 – Regulatory Matters  
5 44393.00028 – Relief from Stay and Adequate Protection  
6 44393.00029 – Reporting  
7 44393.00030 – Tax  
8 44393.00031 – Valuation

9 27. The following summary is intended only to highlight key services rendered by  
10 Milbank in certain project billing categories where Milbank has expended a considerable number of  
11 hours on behalf of the Committee and is not meant to be a detailed description of all of the work  
12 performed. Detailed descriptions of the day-to-day services provided by Milbank and the time  
13 expended performing such services in each project billing category were attached to and filed as  
14 exhibits to the Fourth Interim Compensation Period Fee Statements, which are incorporated herein  
15 by reference. Such detailed descriptions show that Milbank was heavily involved in the  
16 performance of services for the Committee on a daily basis, including night and weekend work.

17 **A. Asset Analysis and Recovery - 00003**

18 1. During the Fourth Interim Compensation Period Milbank attorneys continued  
19 to have extensive conversations with advisors for the secured creditors and advisors for the Debtors  
20 regarding the validity and extent of the secured creditors' liens. As part of these negotiations,  
21 Milbank attorneys prepared for, and participated in, an all-day mediation before Hon. Martin Barash.  
22 This mediation did not result in a global resolution, so Milbank attorneys drafted and filed first  
23 amended complaints in the relevant adversary proceedings. The secured creditors filed motions to  
24 dismiss these complaints. Milbank attorneys devoted a significant amount of time to drafting  
25 oppositions to these motions to dismiss and continued discussions with the secured creditors related  
26 to this litigation.

27 2. During the Fourth Interim Compensation Period, Milbank attorneys also  
28 continued to hold discussions with MOB Financing, LLC and MOB Financing II, LLC regarding



1 which assets of the Debtors' assets were encumbered by liens and which assets were unencumbered.  
2 These discussions remain ongoing, but significant progress has been made, and Milbank is  
3 optimistic that a consensual resolution regarding these issues can be reached, which would avoid the  
4 costs of litigation.

5  
6 **B. Asset Disposition - 00004**

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

10 4. With regard to the SGM sale, Milbank attorneys (i) strategized regarding how  
11 best to address issues presented by the California Attorney General with regard to the sale;  
12 (ii) reviewed and analyzed issues related to the transfer of Medicare and Medi-Cal provider  
13 agreements, including recoupment issues; (iii) filed pleadings and participated in hearings related to  
14 the sale; (iv) participated in discussions with various parties when it became clear that SGM would  
15 not close the sale; and (v) participated in sale-related litigation, including SGM's appeals of sale-  
16 related orders to the District Court.

17  
18 **C. Case Administration - 00009**

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

24  
25 6. Milbank attorneys devoted time during the Fourth Interim Compensation  
26 Period to developing and refining a strategy for the chapter 11 cases. In doing so, Milbank  
27 performed case law research in order to evaluate alternative paths and engaged in internal  
28

1 discussions and communications with the Committee and its professionals to develop a strategy that  
2 would maximize recoveries for unsecured creditors.

3 **D. Claims Administration and Objections - 00010**

4 7. Milbank attorneys devoted substantial time to extensive review, analysis, and  
5 discussions with various parties in interest related to claims filed in the Debtors cases during the  
6 Fourth Interim Compensation Period. Milbank attorneys also drafted and filed an omnibus objection  
7 to claims filed by secured creditors and continued to seek a consensual resolution with the Debtors  
8 and the secured creditors regarding claim-related issues.

10 **E. Financing and Cash Collateral - 00015**

11 8. During the Fourth Interim Compensation Period, Milbank attorneys continued  
12 to litigate the Committee's appeal of the Court's final debtor in possession financing ("DIP  
13 Financing") before the Ninth Circuit.

15 9. Also during the Fourth Interim Compensation Period, Milbank attorneys  
16 reviewed and evaluated stipulations and proposed orders related to the Debtors' transition from  
17 financing their cases via a debtor-in-possession financing loan to financing their cases from cash  
18 collateral. This involved extensive discussions with the Debtors and secured creditors, as well as  
19 Milbank attorneys' preparation and filing of multiple pleadings related to cash collateral.

21 **F. Hearings (Preparation and Attendance) - 00016**

22 10. During the Fourth Interim Compensation Period, Milbank attorneys prepared  
23 for and appeared at a number of court hearings. To prepare for each hearing, Milbank attorneys  
24 reviewed and analyzed pleadings and related documents and correspondence, conducted factual and  
25 legal research, and, in certain instances, prepared responsive pleadings, exhibits, and argument  
26 outlines. Following the conclusion of each hearing, Milbank promptly advised the Committee of the  
27 pertinent rulings.  
28

1 **G. Litigation - 00017**

2 11. Milbank attorneys devoted significant time to litigation in the Fourth Interim  
3 Compensation Period. The litigation activity was primarily related to analyzing arguments raised by  
4 secured creditors in their motions to dismiss the Committee's first amended complaints in two  
5 adversary proceedings, performing legal research related to these arguments, and then drafting,  
6 reviewing, and revising oppositions to the motions to dismiss. Milbank attorneys also spent time  
7 during the Fourth Interim Compensation Period drafting status reports related to the adversary  
8 proceedings.  
9

10 **H. Committee Meetings and Communications with Members - 00018**

11 12. During the Fourth Interim Compensation Period, the Committee regularly  
12 held weekly telephonic meetings during which Milbank provided updates to the Committee on the  
13 chapter 11 process and developments in the cases and solicited input from Committee members with  
14 respect to various matters pending before the Court. As the circumstances warranted, from time to  
15 time, Milbank also organized additional meetings with the Committee.  
16

17 13. In connection with these meetings, Milbank typically prepared a proposed  
18 agenda to guide the discussion. In addition, Milbank periodically prepared and distributed various  
19 materials for the Committee's review. Milbank attorneys also reviewed and commented on  
20 materials that FTI prepared for the Committee.  
21

22 **I. Communications with Committee Advisors - 00020**

23 14. Milbank regularly engaged in communications with the Committee's financial  
24 advisor, FTI, regarding various issues in order to discuss responses to pleadings, craft and revise  
25 strategies, and coordinate workflow.  
26  
27  
28

1 **J. Plan and Disclosure Statement - 00025**

2 15. During the Fourth Interim Compensation Period, Milbank attorneys conducted  
3 extensive analysis and engaged in several discussions with the Debtors’ advisors, with FTI, and with  
4 the Committee regarding issues presented by the Debtors’ plan and disclosure statement. Following  
5 such analysis and discussions, Milbank attorneys prepared and filed an objection to the Debtors’  
6 disclosure statement.  
7

8 **IV.**  
9 **ALLOWANCE OF COMPENSATION**

10 16. The professional services rendered by Milbank have required a high degree of  
11 professional competence and expertise to address, with skill and dispatch, the numerous issues  
12 requiring evaluation and action by the Committee. The services rendered to the Committee were  
13 performed efficiently, effectively, and economically, and the results obtained to date have benefited  
14 the unsecured creditors of each of the Debtors’ estates.

15 17. The allowance of interim compensation for services rendered and  
16 reimbursement of expenses in chapter 11 cases is expressly provided for in section 331 of the  
17 Bankruptcy Code:  
18

19 Any professional person . . . may apply to the court not more than once every  
20 120 days after an order for relief in a case under this title, or more often if the  
21 court permits, for such compensation for services rendered . . . as is provided  
22 under section 330 of this title.

23 18. With respect to the level of compensation, section 330(a)(1)(A) of the  
24 Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person  
25 “reasonable compensation for actual, necessary services rendered[.]” Section 330(a)(3), in turn,  
26 provides that:

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

- 1 (A) the time spent on such services;
- 2 (B) the rates charged for such services;
- 3 (C) whether the services were necessary to the administration of, or  
4 beneficial at the time which the service was rendered toward the  
5 completion of, a case under this title;
- 6 (D) whether the services were performed within a reasonable amount of  
7 time commensurate with the complexity, importance, and nature of the  
8 problem, issue, or task addressed;
- 9 (E) with respect to a professional person, whether the person is board  
10 certified or otherwise has demonstrated skill and expertise in the  
11 bankruptcy field; and
- 12 (F) whether the compensation is reasonable based on the customary  
13 compensation charged by comparably skilled practitioners in cases  
14 other than cases under this title.

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

23 20. In the Ninth Circuit, the primary method used to determine a reasonable fee in  
24 bankruptcy cases is to calculate a “lodestar” by multiplying the number of hours reasonably  
25 expended by a reasonable hourly rate. See, e.g., In re Manoa Fin. Co., Inc., 853 F.2d 687, 691 (9th  
26 Cir. 1988) (“A compensation award based on a reasonable hourly rate multiplied by the number of  
27 hours actually and reasonably expended is presumptively a reasonable fee.”). Courts are permitted  
28 to adjust the lodestar up or down using a “multiplier” based on the criteria listed in section 330 and  
consideration of the factors listed in Kerr v. Screen Extras Guild, Inc., 526 F.2d 67, 70 (9th Cir.

1 1975) to the extent that the Kerr factors are not already subsumed within the initial calculation of the  
2 loadstar. In re Buckridge, 367 B.R. 191, 202 (Bankr. C.D. Cal. 2007) (citing cases). Milbank  
3 respectfully submits that the hourly rates for its attorneys and paraprofessionals, and the number of  
4 hours worked by its attorneys and professionals, are reasonable and appropriate in view of the  
5 circumstances of these chapter 11 cases and the successful results Milbank has achieved on behalf of  
6 the Committee thus far. In addition, Milbank respectfully submits that the consideration of the Kerr  
7 factors should result in this Court's allowance of the full compensation requested:  
8

- 9 (A) The Time and Labor Required. The professional services rendered by Milbank on  
10 behalf of the Committee have required the continuous expenditure of substantial time  
11 and effort, under time pressures that sometimes required the performance of services  
12 late into the evening and, on a number of occasions, over weekends and holidays.  
The services rendered required a high degree of professional competence and  
expertise in order to be administered with skill and dispatch.
- 13 (B) The Novelty and Difficulty of Questions. Novel and complex issues have arisen, and  
14 will continue to arise, in the course of the chapter 11 cases. In these cases, as in many  
15 others in which the firm is involved, Milbank's effective advocacy and creative  
16 approach to problem-solving have helped to clarify and resolve difficult issues and  
will continue to prove beneficial.
- 17 (C) The Skill Requisite to Perform the Legal Services Properly. Milbank believes that its  
18 recognized expertise in the area of financial restructuring, its ability to draw from  
19 highly-experienced professionals in other areas of its practice such as employment,  
20 asset divestiture, litigation, tax, intellectual property, and finance and its practical  
21 approach to the resolution of issues help maximize the distributions to the unsecured  
22 creditors of each of the Debtors.
- 23 (D) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case.  
24 Due to the size of Milbank's financial restructuring department and the firm as a  
25 whole, Milbank's representation of the Committee has not precluded the acceptance  
26 of new clients. However, the number of matters needing attention on a continuous  
27 basis has required numerous Milbank attorneys, across multiple practice groups, to  
28 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.

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

21. The total time spent by Milbank attorneys and paraprofessionals during the  
Fourth Interim Compensation Period was 2,554.90 hours and has a fair market value of  
\$2,413,896.00. Milbank submits that, as demonstrated by this Application and supporting exhibits,

1 its services were rendered economically and without unnecessary duplication of efforts. In addition,  
2 the work involved, and thus the time expended, was carefully assigned in consideration of the  
3 experience and expertise required for each particular task.

4  
5 **V.**  
**EXPENSES**

6 22. Milbank has incurred a total of \$67,377.90 in expenses in connection with  
7 representing the Committee during the Fourth Interim Compensation Period. Milbank records all  
8 expenses incurred in connection with its performance of professional services. Detailed descriptions  
9 of these expenses were attached and filed as exhibits to the Fourth Interim Compensation Period Fee  
10 Statements, which are incorporated herein by this reference.

11  
12 23. Throughout the Fourth Interim Compensation Period, Milbank has been  
13 keenly aware of cost considerations and has tried to minimize the expenses charged to the Debtors'  
14 estates.

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

21  
22 25. Milbank charges the Committee for these expenses at rates consistent with  
23 those charged to Milbank's other bankruptcy clients, which rates are equal to or less than the rates  
24 charged by Milbank to its non-bankruptcy clients. Milbank seeks reimbursement from the Debtors  
25 at the following rates for the following expenses: (i) ten cents (\$0.10) per page for photocopying;  
26 (ii) ten cents (\$0.10) per page for black and white printing; and (iii) twenty-five cents (\$.25) per page  
27 for color printing.  
28



1 26. In accordance with section 330 of the Bankruptcy Code and the U.S. Trustee  
2 Guidelines, Milbank seeks reimbursement only for the actual cost of such expenses to Milbank.<sup>12</sup>

3 27. In providing or obtaining from third parties services which are reimbursable  
4 by clients, Milbank does not include in such reimbursable amount any costs of investment,  
5 equipment, or capital outlay.  
6

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

11  
12 **VI.**  
**NOTICE**

13 29. No trustee or examiner has been appointed in the chapter 11 cases. Pursuant  
14 to the Interim Compensation Order, notice of this Application and a copy of this application have  
15 been served upon the Notice Parties (as defined in the Interim Compensation Order). Milbank  
16 submits that, in light of the relief requested, no other or further notice need be provided.  
17

18 **VII.**  
**ATTORNEY STATEMENT PURSUANT TO APPENDIX B GUIDELINES**

19 30. The following statement is provided pursuant to ¶ C.5. of the Appendix B  
20 Guidelines.  
21

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

25 **Answer:** No.  
26

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27 <sup>12</sup> The cost of expenses Milbank is seeking reflects any discounted rates based on volume or other discounts which  
28 Milbank anticipates receiving from certain outside vendors; however, Milbank does not perform a retrospective  
reconciliation of any "year-end" adjustments (positive or negative) to the actual discounted cost of such expenses.

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

4 **Answer:** While the Committee has not requested a formal budget, Milbank has kept  
5 the Committee apprised of Milbank's fees during the Fourth Interim Compensation  
6 Period—which included significant time devoted to representing the Committee's  
7 interests with regard to the SGM sale, litigating the Committee's appeal of the DIP  
8 financing order, litigating the Committee's adversary actions against secured  
9 creditors, reviewing the Debtors' agreements with secured creditors for financing  
10 from cash collateral; and objecting to the Debtors' disclosure statement—and the  
11 Committee has not objected to Milbank's fees.

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

14 **Answer:** No.

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

20 **Answer:** Yes. Milbank incurred fees for approximately 1.8 hours for time spent  
21 preparing and filing monthly fee statements with the content and in the format  
22 required by the Interim Compensation Order, at a cost of approximately \$1,953.00.  
23 The amount of fees for time spent preparing and filing monthly fee statements  
24 represents less than 1% of the total fees requested for the Fourth Interim  
25 Compensation Period.

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

**Answer:** Yes. Milbank incurred fees for approximately 11.2 hours for time spent  
reviewing time records to redact any privileged or other confidential information, at a  
cost of approximately \$10,696.00. The amount of fees for time reviewing time  
records to redact any privileged or other confidential information represents less than  
1% of the total fees requested for the Fourth Interim Compensation Period.

(f) **Question:** If the fee application includes any rate increases since retention: (i) Did  
your client review and approve those rate increases in advance? (ii) Did your client  
agree when retaining the law firm to accept all future rate increases? If not, did you  
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.

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**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 Fourth Interim Compensation Period in the amount of \$2,413,896.00; and (b) reimbursement of expenses incurred in connection with rendering such services in the aggregate amount of \$67,377.90, for a total award of \$2,481,273.90; (ii) authorizing and directing the Debtors to pay (to the extent not previously paid in accordance with the Interim Compensation Order) to Milbank \$482,779.20 which is an amount equal to the difference between (a) this \$2,481,273.90 award; and (b) \$1,998,494.70, the total of all amounts that the Debtors have previously paid to Milbank pursuant to the Interim Compensation Order for services rendered and expenses incurred during the Fourth Interim Compensation Period; and (iii) granting such further relief as is just.

DATED: March 10, 2020

MILBANK LLP

/s/ Mark Shinderman  
GREGORY A. BRAY  
MARK SHINDERMAN  
JAMES C. BEHRENS

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 *Fourth 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. 3505, 3711, 3824,  
3 and 4047), 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 I declare under penalty of perjury of the laws of the United States of America that the  
9 foregoing is true and correct.

10 Executed this 6<sup>th</sup> day of March, 2020 in Los Angeles, California.

  
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Mark Shinderman

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**EXHIBIT 1**

Milbank

**Gregory A. Bray**  
Partner

[gbray@milbank.com](mailto:gbray@milbank.com)  
T: +1 424.386.4470

2029 Century Park East  
33rd Floor  
Los Angeles, CA 90067-3019



As a partner in the firm's Financial Restructuring Group, 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.

#### Primary Focus & Experience

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.

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)

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#### 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*

- Seadrill Partners LLC (Agent and Steering Committee of Senior Secured Lenders)
- Verso Corporation (Informal Committee of First Lien Lenders)
- Hagen 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 was selected as an "Outstanding Restructuring Lawyer" for 2007 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**

**Russell J. Kestenbaum**  
Partner

[rkestenbaum@milbank.com](mailto:rkestenbaum@milbank.com)  
T: +1 212.530.5790

55 Hudson Yards  
New York, NY 10001-2163



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.

### 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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### Education

*Benjamin N. Cardozo, J.D.*  
*State University of New York at Albany, B.A.*

### Admissions

*New York*  
*Connecticut*

Milbank

**Robert J. Liubicic**  
Partner

[rliubicic@milbank.com](mailto:rliubicic@milbank.com)  
T: +1 424.386.4525

2029 Century Park East  
33rd Floor  
Los Angeles, CA 90067-3019



As a partner in the firm's Litigation & Arbitration Group, Rob 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.

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, 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;

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### Education

*Columbia University, 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 Eastern District of New York*  
*US District Court for the Central District of California*

- Representation of a major wireless communication provider in an expedited merger litigation in Delaware Chancery Court, resulting in a complete victory following trial; and
- Multiple arbitrations for a leading investment bank taken to hearing in connection with various corporate control, executive employment and international law issues.

Prior to joining Milbank, Mr. Liubicic was an associate at Wachtell, Lipton, Rosen & Katz.

### **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**  
Partner

[mshinderman@milbank.com](mailto:mshinderman@milbank.com)  
T: +1 424.386.4411

2029 Century Park East  
33rd Floor  
Los Angeles, CA 90067-3019



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.

*IFLR 1000* 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*, *IFLR1000*, *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

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### Education

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

### Admissions

*California*  
*US Court of Appeals for the Ninth Circuit*

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

**Dennis C. O'Donnell**  
Of Counsel

[dodonnell@milbank.com](mailto:dodonnell@milbank.com)  
T: +1 212.530.5287

55 Hudson Yards  
New York, NY 10001-2163



Dennis C. O'Donnell has been Of Counsel in Milbank's Financial Restructuring Group since 2007 and is based in the firm's New York Office. Prior to joining Milbank in 2001, Mr. O'Donnell spent ten years as a litigator at two New York-based *AmLaw 100* law firms.

### 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.
- representing agents and/or secured lenders in various out-of-court restructurings or chapter 11 cases, including that of 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;

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### Education

*Benjamin N. Cardozo, J.D.*  
*Haverford College, B.A.*

### Admissions

*New York*  
*US District Court for the Eastern District of 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*  
*[Admissions3]*

### **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

**Alexandra Achamallah**  
Associate

[aachamallah@milbank.com](mailto:aachamallah@milbank.com)  
T: +1.424.386.4325

2029 Century Park East  
33rd Floor  
Los Angeles, CA 90067-3019



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.

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### Education

*University of California – Irvine,  
J.D.*

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

### Admissions

*California*

Milbank

**Emile Ayoub**

Associate

[eayoub@milbank.com](mailto:eayoub@milbank.com)

T: +1.424.386.4571

2029 Century Park East  
33rd Floor  
Los Angeles, CA 90067-3019



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

**Primary Focus & Experience**

Emil Ayoub's practice focuses on complex commercial litigation in federal and state court.

**Recognition & Accomplishments**

Mr. Ayoub graduated *magna cum laude* from the University of California, Irvine School of Law, where he served as a Lead Article Editor and Notes Editor on the *UC Irvine Law Review*. Mr. Ayoub was also an oral advocate semi-finalist and the recipient of Runner-Up Best Brief in UC Irvine's Moot Court program. He earned a B.A. in Economics and a minor in Global Studies from the University of California, Los Angeles.

Mr. Ayoub is a former law clerk to the Honorable Roslynn R. Mauskopf, US District Court for the Eastern District of New York (2016-2017).

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**Education**

*University of California – Irvine, J.D.*

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

**Admissions**

*California*

Milbank

**James C. Behrens**  
Associate

[jbehrens@milbank.com](mailto:jbehrens@milbank.com)  
T: +1.424.386.4436

2029 Century Park East  
33rd Floor  
Los Angeles, CA 90067-3019



As an associate in the firm's Financial Restructuring Group, 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 of the United States Bankruptcy Court for the Central District of California. During law school, he externed for the Honorable Geraldine Mund of the United States Bankruptcy Court for 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 - 2019. 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 was one of forty participants in the "Next Generation Program" for up-and-coming bankruptcy practitioners at the 2019 National Conference of Bankruptcy Judges in Washington, DC.

Mr. Behrens received his J.D. from UCLA School of Law, 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.

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
- 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

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### Education

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

### Admissions

*California*  
*U.S. District Court for the Central District of California*  
*U.S. District Court for the Northern District of California*  
*U.S. District Court for the Eastern District of California*  
*U.S. District Court for the Southern District of California*  
*U.S. Court of Appeals for the Ninth Circuit*

### Clerkships

*Honorable Deborah J. Saltzman, U.S. Bankruptcy Court for the Central District of California (2011-2013)*

- 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

**Daniel B. Denny**  
Associate

[ddenny@milbank.com](mailto:ddenny@milbank.com)  
T: +1 424.386.4302

2029 Century Park East  
33rd Floor  
Los Angeles, CA 90067-3019



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

Mr. Denny's restructuring practice encompasses a wide range of experience in representing debtors, creditor groups and acquirers in distressed settings.

### Recognition & Accomplishments

Mr. Denny is currently a member of the board of directors of the Los Angeles Bankruptcy Forum and an active member of the Financial Lawyers Conference and American Bankruptcy Institute. He is a frequent speaker and author on matters relating to bankruptcy and remedies.

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.

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### Education

*Notre Dame Law School, J.D.*

*Gordon-Conwell Theological Seminary, M.A.*

*Wheaton College, B.A.*

### Admissions

*California*

# Milbank

## Rachel Franzoia

Associate

[rfranzoia@milbank.com](mailto:rfranzoia@milbank.com)

T: +1 424.386.4307

2029 Century Park East  
33rd Floor  
Los Angeles, CA 90067-3019



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.

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### Education

*UCLA School of Law, J.D.*

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

### Admissions

*California*

Milbank

## MacKenzie Gansert

Associate

[mgansert@milbank.com](mailto:mgansert@milbank.com)

T: +1 424.386.4323

2029 Century Park East  
33rd Floor  
Los Angeles, CA 90067-3019



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

### Recognition & Accomplishments

Ms. Gansert earned her J.D., *cum laude*, from Georgetown University Law Center and her Masters in Economic Law from Sciences Po (Paris). She also received her B.A., *magna cum laude*, in Political Economy from the University of Southern California, with a minor in French.

While in law school, Ms. Gansert was a Law Fellow in the Georgetown Law Fellow Program, served as a 2L Editor for the *Georgetown Law and Technology Review*, and was Co-President of the Jewish Law Students Association. Ms. Gansert also worked as a law clerk on the Senate Judiciary Committee for ranking member Senator Dianne Feinstein.

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### Education

*Georgetown University Law Center, J.D.*

*Sciences Po (Paris), Masters in Economic Law*

*University of Southern California, B.A.*

### Admissions

*California*

**Milbank**

**Lena Mandel**  
Senior Attorney

[lmandel@milbank.com](mailto:lmandel@milbank.com)  
T: +1 212.530.5076

55 Hudson Yards  
New York, NY 10001-2163



Lena Mandel is a senior attorney in the New York office of Milbank and a member of the firm's Financial Restructuring Group.

### Primary Focus & Experience

Ms. Mandel's practice focuses on representing clients in both in- and out-of-court financial restructurings. Over the years, she has represented numerous debtors, creditors' committees, ad hoc groups, individual creditors and purchasers of assets in courts throughout the US. Her significant representations include Thomsom McKinnon Securities, Forstman & Co., Harnischfeger Industries, Dairy Mart, ASARCO, the official committees of unsecured creditors of Enron Corp., Lehman Brothers, Refco, Fleming, Winn-Dixie, and Kodak, in addition to various banks and hedge funds.

### Recognition & Accomplishments

Ms. Mandel is the author of numerous publications, including articles published in the *New York Law Journal* and chapters in *Collier's Business Workout Guide* and *Collier's International Business Insolvency Guide*.

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### Education

*Rutgers University, J.D.*

*Columbia University, M.S.*

*Jewish Theological Seminary of America, M.A.*

*Teachers College, B.A.*

### Admissions

*New York*



**Milbank**

**Ben Nicholson**

Associate

[bnicholson@milbank.com](mailto:bnicholson@milbank.com)

T: +1 424.386.4336

2029 Century Park East  
33rd Floor  
Los Angeles, CA 90067-3019



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

**Recognition & Accomplishments**

Mr. Nicholson received a B.A. in English and Philosophy from State University of New York at Binghamton and a J. D. from UCLA School of Law.

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**Education**

*UCLA School of Law, J.D.*

*State University of New York at  
Binghamton, B.A.*

**Admissions**

*California*

Milbank

**Christina Skaliks**

Associate

[cskaliks@milbank.com](mailto:cskaliks@milbank.com)

T: +1 212.530.5282

55 Hudson Yards  
New York, NY 10001-2163



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.

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**Education**

*New York University, J.D.*

*University of Texas, B.A.*

**Admissions**

*New York*

Milbank

**Jeff Snyder**

Associate

[jsnyder@milbank.com](mailto:jsnyder@milbank.com)

T: +1 424.386.4342

2029 Century Park East  
33rd Floor  
Los Angeles, CA 90067-3019



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

**Recognition & Accomplishments**

Mr. Snyder earned his J.D. from UC Berkeley School of Law and received his A.B. from Dartmouth College.

While in law school, he was named a member of the Order of the Coif, served as an editor for the *Berkeley Business Law Journal*, and received the Jurisprudence Award and Prosser Prize for academic achievement.

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**Education**

*UC Berkeley School of Law, J.D.*

*Dartmouth College, A.B.*

**Admissions**

*California*

Milbank

**Ayana Sumiyasu**  
Associate

[asumiyasu@milbank.com](mailto:asumiyasu@milbank.com)  
T: +1 424.386.4569

2029 Century Park East  
33rd Floor  
Los Angeles, CA 90067-3019



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

### Recognition & Accomplishments

Ms. Sumiyasu graduated *magna cum laude* from the University of California, Irvine School of Law, where she served as a Lead Article Editor on the *UC Irvine Law Review*. She earned her B.A. in Political Science from Yale University.

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### Education

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

Yale University, B.A.

### Admissions

California

## 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, 33<sup>rd</sup> Floor, Los Angeles, CA 90067.**

A true and correct copy of the foregoing document entitled (*specify*): FOURTH INTERIM APPLICATION 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*) March 10, 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*) March 10, 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*) March 10, 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.

March 10, 2020  
Date

Ricky Windom  
Printed Name

/s/ Ricky Windom  
Signature

**SERVICE LIST**

(Via NEF)

- **Alexandra Achamallah** aachamallah@milbank.com, rliubicic@milbank.com
- **Melinda Alonzo** ml7829@att.com
- **Robert N Amkraut** ramkraut@foxrothschild.com
- **Kyra E Andrassy** kandrassy@swelawfirm.com,  
lgarrett@swelawfirm.com;gcruz@swelawfirm.com;jchung@swelawfirm.com
- **Simon Aron** saron@wrslawyers.com
- **Lauren T Attard** lattard@bakerlaw.com, agrosso@bakerlaw.com
- **Allison R Axenrod** allison@claimsrecoveryllc.com
- **Richard T Baum** rickbaum@hotmail.com, rickbaum@ecf.inforuptcy.com
- **Cristina E Bautista** cristina.bautista@kattenlaw.com, ecf.lax.docket@kattenlaw.com
- **James Cornell Behrens** jbehrens@milbank.com,  
gbray@milbank.com;mshinderman@milbank.com;dodonnell@milbank.com;jbrewster@milbank.com;JWeber@  
milbank.com
- **Ron Bender** rb@lnbyb.com
- **Bruce Bennett** bbennett@jonesday.com
- **Peter J Benvenuti** pbenvenuti@kellerbenvenuti.com, pjbenven74@yahoo.com
- **Leslie A Berkoff** lberkoff@moritthock.com, hmay@moritthock.com
- **Steven M Berman** sberman@slk-law.com, mceriale@shumaker.com
- **Stephen F Biegenzahn** efile@sfblaw.com
- **Karl E Block** kblock@loeb.com, jvazquez@loeb.com;ladocket@loeb.com;kblock@ecf.courtdrive.com
- **Dustin P Branch** branchd@ballardspahr.com, carolod@ballardspahr.com;hubenb@ballardspahr.com
- **Michael D Breslauer** mbreslauer@swsslaw.com,  
wyones@swsslaw.com;mbreslauer@ecf.courtdrive.com;wyones@ecf.courtdrive.com
- **Chane Buck** cbuck@jonesday.com
- **Lori A Butler** butler.lori@pbgc.gov, efile@pbgc.gov
- **Howard Camhi** hcamhi@ecjlaw.com, tcastelli@ecjlaw.com;amatsuoka@ecjlaw.com
- **Barry A Chatz** barry.chatz@saul.com, jurate.medziak@saul.com
- **Shirley Cho** scho@pszjlaw.com
- **Shawn M Christianson** cmcintire@buchalter.com, schristianson@buchalter.com
- **Louis J. Cisz** lcisz@nixonpeabody.com, jzic@nixonpeabody.com
- **Leslie A Cohen** leslie@lesliecohenlaw.com, jaime@lesliecohenlaw.com;olivia@lesliecohenlaw.com
- **Marcus Colabianchi** mcolabianchi@duanemorris.com
- **Kevin Collins** kevin.collins@btlaw.com, Kathleen.lytle@btlaw.com
- **Joseph Corrigan** Bankruptcy2@ironmountain.com
- **David N Crapo** dcrapo@gibbonslaw.com, elrosen@gibbonslaw.com
- **Mariam Danielyan** md@danielyanlawoffice.com, danielyan.mar@gmail.com
- **Brian L Davidoff** b davidoff@greenbergglusker.com,  
calendar@greenbergglusker.com;jking@greenbergglusker.com
- **Aaron Davis** aaron.davis@bryancave.com, kat.flaherty@bryancave.com
- **Lauren A Deeb** lauren.deeb@nelsonmullins.com, maria.domingo@nelsonmullins.com
- **Daniel Denny** ddenny@milbank.com
- **Anthony Dutra** adutra@hansonbridgett.com
- **Kevin M Eckhardt** kevin.eckhardt@gmail.com, keckhardt@hunton.com
- **Lei Lei Wang Ekvall** lekvall@swelawfirm.com,  
lgarrett@swelawfirm.com;gcruz@swelawfirm.com;jchung@swelawfirm.com
- **David K Eldan** david.eldan@doj.ca.gov, cynthia.gomez@doj.ca.gov
- **Andy J Epstein** taxcpaesq@gmail.com
- **Richard W Esterkin** richard.esterkin@morganlewis.com
- **Christine R Etheridge** christine.etheridge@ikonfin.com
- **M Douglas Flahaut** flahaut.douglas@arentfox.com

- **Michael G Fletcher** mfletcher@frandzel.com, sking@frandzel.com
- **Joseph D Frank** jfrank@fgllp.com, mmatlock@fgllp.com;csmith@fgllp.com;jkleinman@fgllp.com;csucic@fgllp.com
- **William B Freeman** bill.freeman@kattenlaw.com, nicole.jones@kattenlaw.com,ecf.lax.docket@kattenlaw.com
- **John-Patrick M Fritz** jpf@lnbyb.com, JPF.LNBYB@ecf.inforuptcy.com
- **Eric J Fromme** efromme@tocounsel.com, lchapman@tocounsel.com
- **Amir Gamliel** amir-gamliel-9554@ecf.pacerpro.com, cmallahi@perkinscoie.com;DocketLA@perkinscoie.com
- **Jeffrey K Garfinkle** jgarfinkle@buchalter.com, docket@buchalter.com;dcyrankowski@buchalter.com
- **Thomas M Geher** tmg@jmbm.com, bt@jmbm.com;fc3@jmbm.com;tmg@ecf.inforuptcy.com
- **Lawrence B Gill** lgill@nelsonhardiman.com, rrange@nelsonhardiman.com;ksherry@nelsonhardiman.com;mmarkwell@nelsonhardiman.com
- **Paul R. Glassman** pglassman@sycr.com
- **Matthew A Gold** courts@argopartners.net
- **Eric D Goldberg** eric.goldberg@dlapiper.com, eric-goldberg-1103@ecf.pacerpro.com
- **Marshall F Goldberg** mgoldberg@glassgoldberg.com, jbailey@glassgoldberg.com
- **Richard H Golubow** rgolubow@wghlawyers.com, pj@wghlaw.com;jmartinez@wghlawyers.com;Meir@virtualparalegalservices.com
- **David M. Guess** guessd@gtlaw.com
- **Anna Gumport** agumport@sidley.com
- **Melissa T Harris** harris.melissa@pbgc.gov, efile@pbgc.gov
- **James A Hayes** jhayes@zinserhayes.com, jhayes@jamesahayesapl.com
- **Michael S Held** mheld@jw.com
- **Lawrence J Hilton** lhilton@onellp.com, lthomas@onellp.com,info@onellp.com,rgolder@onellp.com,lhyska@onellp.com,nlichtenberger@onellp.com
- **Robert M Hirsh** rhirsh@lowenstein.com
- **Florice Hoffman** fhoffman@socal.rr.com, floricehoffman@gmail.com
- **Lee F Hoffman** leehoffmanjd@gmail.com, lee@fademlaw.com
- **Michael Hogue** hogue@gtlaw.com, SFOLitDock@gtlaw.com;navarrom@gtlaw.com
- **Matthew B Holbrook** mholbrook@sheppardmullin.com, mmanns@sheppardmullin.com,amartin@sheppardmullin.com
- **David I Horowitz** david.horowitz@kirkland.com, keith.catuara@kirkland.com;terry.ellis@kirkland.com;elsa.banuelos@kirkland.com;ivon.granados@kirkland.com
- **Virginia Hoyt** scif.legal.bk@scif.com
- **Brian D Huben** hubenb@ballardspahr.com, carolod@ballardspahr.com
- **Joan Huh** joan.huh@cdtfa.ca.gov
- **Benjamin Ikuta** bikuta@hml.law
- **Lawrence A Jacobson** laj@cohenandjacobson.com
- **John Mark Jennings** johnmark.jennings@kutakrock.com, mary.clark@kutakrock.com
- **Monique D Jewett-Brewster** mjb@hopkinscarley.com, eamaro@hopkinscarley.com
- **Crystal Johnson** M46380@ATT.COM
- **Gregory R Jones** gjones@mwe.com, rnhunter@mwe.com
- **Jeff D Kahane** jkahane@duanemorris.com, dmartinez@duanemorris.com
- **Steven J Kahn** skahn@pszyjw.com
- **Cameo M Kaisler** salembier.cameo@pbgc.gov, efile@pbgc.gov
- **Ivan L Kallick** ikallick@manatt.com, ihernandez@manatt.com
- **Ori Katz** okatz@sheppardmullin.com, cshulman@sheppardmullin.com;ezisholtz@sheppardmullin.com;lsegura@sheppardmullin.com
- **Payam Khodadadi** pkhodadadi@mcguirewoods.com, dkiker@mcguirewoods.com
- **Christian T Kim** ckim@dumas-law.com, ckim@ecf.inforuptcy.com
- **Jane Kim** jkim@kellerbenvenuti.com
- **Monica Y Kim** myk@lnbrb.com, myk@ecf.inforuptcy.com

- **Gary E Klausner** gek@lnbyb.com
- **David A Klein** david.klein@kirkland.com
- **Nicholas A Koffroth** nick.koffroth@dentons.com, chris.omeara@dentons.com
- **Joseph A Kohanski** jkohanski@bushgottlieb.com, kprestegard@bushgottlieb.com
- **David S Kupetz** dkupetz@sulmeyerlaw.com, dperez@sulmeyerlaw.com;dperez@ecf.courtdrive.com;dkupetz@ecf.courtdrive.com
- **Jeffrey S Kwong** jsk@lnbyb.com, jsk@ecf.infortupty.com
- **Darryl S Laddin** bkrfilings@agg.com
- **Robert S Lampl** advocate45@aol.com, rlisarobinsonr@aol.com
- **Richard A Lapping** richard@lappinglegal.com
- **Paul J Laurin** plaurin@btlaw.com, slmoore@btlaw.com;jboustani@btlaw.com
- **Nathaniel M Leeds** nathaniel@mitchelllawsf.com, sam@mitchelllawsf.com
- **David E Lemke** david.lemke@wallerlaw.com, chris.cronk@wallerlaw.com;Melissa.jones@wallerlaw.com;cathy.thomas@wallerlaw.com
- **Lisa Lenherr** llenherr@wendel.com, bankruptcy@wendel.com
- **Elan S Levey** elan.levy@usdoj.gov, tiffany.davenport@usdoj.gov
- **Kerri A Lyman** klyman@mwe.com, lbates@mwe.com
- **Tracy L Mainguy** bankruptcycourtnotices@unioncounsel.net, tmainguy@unioncounsel.net
- **Samuel R Maizel** samuel.maizel@dentons.com, alicia.aguilar@dentons.com;docket.general.lit.LOS@dentons.com;tania.moyron@dentons.com;kathryn.howard@dentons.com;joan.mack@dentons.com;derry.kalve@dentons.com
- **Alvin Mar** alvin.mar@usdoj.gov, dare.law@usdoj.gov
- **Craig G Margulies** Craig@MarguliesFaithlaw.com, Vicky@MarguliesFaithlaw.com;Helen@MarguliesFaithlaw.com;Angela@MarguliesFaithlaw.com
- **Hutchison B Meltzer** hutchison.meltzer@doj.ca.gov, Alicia.Berry@doj.ca.gov
- **John J Menchaca (TR)** jmenchaca@menchacacpa.com, ca87@ecfcbis.com;igaeta@menchacacpa.com
- **Christopher Minier** becky@ringstadlaw.com, arlene@ringstadlaw.com
- **John A Moe** john.moe@dentons.com, glenda.spratt@dentons.com
- **Susan I Montgomery** susan@simontgomerylaw.com, assistant@simontgomerylaw.com;simontgomerylawecf.com@gmail.com;montgomerysr71631@notify.bestcase.com
- **Monserrat Morales** Monsi@MarguliesFaithLaw.com, Vicky@MarguliesFaithLaw.com;Helen@marguliesfaithlaw.com;Angela@MarguliesFaithlaw.com
- **Kevin H Morse** kmorse@clarkhill.com, blambert@clarkhill.com
- **Marianne S Mortimer** mmartin@jmbm.com
- **Tania M Moyron** tania.moyron@dentons.com, chris.omeara@dentons.com;nick.koffroth@dentons.com;Sonia.martin@dentons.com;Isabella.hsu@dentons.com;lee.whidden@dentons.com;Jacqueline.whipple@dentons.com
- **Alan I Nahmias** anahmias@mbnlawyers.com, jdale@mbnlawyers.com
- **Akop J Nalbandyan** jnalbandyan@LNtriallawyers.com, cbautista@LNtriallawyers.com
- **Jennifer L Nassiri** jennifernassiri@quinnemanuel.com
- **Charles E Nelson** nelsonc@ballardspahr.com, wassweilerw@ballardspahr.com
- **Sheila Gropper Nelson** shedoesbkaw@aol.com
- **Mark A Neubauer** mneubauer@carltonfields.com, mlrodriguez@carltonfields.com;smcloughlin@carltonfields.com;schau@carltonfields.com;NDunn@carltonfields.com;ecfla@carltonfields.com
- **Fred Neufeld** fneufeld@sycr.com, tingman@sycr.com
- **Nancy Newman** nnewman@hansonbridgett.com, ajackson@hansonbridgett.com;calendarclerk@hansonbridgett.com
- **Bryan L Ngo** bngo@fortislaw.com, BNgo@bluecapitallaw.com;SPicariello@fortislaw.com;JNguyen@fortislaw.com;JNguyen@bluecapitallaw.com
- **Abigail V O'Brient** avobrient@mintz.com, docketing@mintz.com;DEHashimoto@mintz.com;nleali@mintz.com;ABLevin@mintz.com



- **John R OKeefe** jokeefe@metzlewis.com, slohr@metzlewis.com
- **Scott H Olson** solson@vedderprice.com, scott-olson-2161@ecf.pacerpro.com,ecfsfdocket@vedderprice.com,nortega@vedderprice.com
- **Giovanni Orantes** go@gobklaw.com, gorantes@orantes-law.com,cmh@gobklaw.com,gobklaw@gmail.com,go@ecf.inforuptcy.com;orantesgr89122@notify.bestcase.com
- **Keith C Owens** kowens@foxrothschild.com, khoang@foxrothschild.com
- **R Gibson Pagter** gibson@ppilawyers.com, ecf@ppilawyers.com;pagterr51779@notify.bestcase.com
- **Paul J Pascuzzi** ppascuzzi@ffwplaw.com
- **Lisa M Peters** lisa.peters@kutakrock.com, marybeth.brukner@kutakrock.com
- **Christopher J Petersen** cjpetersen@blankrome.com, gsolis@blankrome.com
- **Mark D Plevin** mplevin@crowell.com, cromo@crowell.com
- **Steven G. Polard** spolard@ch-law.com, calendar-lao@rmkb.com;melissa.tamura@rmkb.com;anthony.arriola@rmkb.com
- **David M Powlen** david.powlen@btlaw.com, pgroff@btlaw.com
- **Christopher E Prince** cprince@lesnickprince.com, jmack@lesnickprince.com;cprince@ecf.courtdrive.com
- **Lori L Purkey** bareham@purkeyandassociates.com
- **William M Rathbone** wrathbone@grsm.com, jmydlandevans@grsm.com;sdurazo@grsm.com
- **Jason M Reed** Jason.Reed@Maslon.com
- **Michael B Reynolds** mreynolds@swlaw.com, kcollins@swlaw.com
- **J. Alexandra Rhim** arhim@hrhlaw.com
- **Emily P Rich** erich@unioncounsel.net, bankruptcycourtnotices@unioncounsel.net
- **Robert A Rich** , candonian@huntonak.com
- **Lesley A Riis** lriis@dpmclaw.com
- **Debra Riley** driley@allenmatkins.com
- **Jason E Rios** jrios@ffwplaw.com
- **Julie H Rome-Banks** julie@bindermalter.com
- **Mary H Rose** mrose@buchalter.com
- **Gregory A Rougeau** grougeau@brlawssf.com
- **Megan A Rowe** mrowe@dsrhealthlaw.com, lwestoby@dsrhealthlaw.com
- **Nathan A Schultz** nschultz@goodwinlaw.com
- **Mark A Serlin** ms@swllplaw.com, mor@swllplaw.com
- **Seth B Shapiro** seth.shapiro@usdoj.gov
- **David B Shemano** dshemano@shemanolaw.com
- **Joseph Shickich** jshickich@riddellwilliams.com
- **Mark Shinderman** mshinderman@milbank.com, dmuhrez@milbank.com;dlbatie@milbank.com
- **Kyrsten Skogstad** kskogstad@calnurses.org, rcraven@calnurses.org
- **Michael St James** ecf@stjames-law.com
- **Andrew Still** astill@swlaw.com, kcollins@swlaw.com
- **Jason D Strabo** jstrabo@mwe.com, cfuraha@mwe.com
- **Sabrina L Streusand** Streusand@slollp.com
- **Ralph J Swanson** ralph.swanson@berliner.com, sabina.hall@berliner.com
- **Michael A Sweet** msweet@foxrothschild.com, swillis@foxrothschild.com;pbasa@foxrothschild.com
- **James M Toma** james.toma@doj.ca.gov, teresa.depaz@doj.ca.gov
- **Gary F Torrell** gtorrell@health-law.com
- **United States Trustee (LA)** ustpreion16.la.ecf@usdoj.gov
- **Cecelia Valentine** cecelia.valentine@nlrb.gov
- **Jason Wallach** jwallach@ghplaw.com, g33404@notify.cincompass.com
- **Kenneth K Wang** kenneth.wang@doj.ca.gov, Jennifer.Kim@doj.ca.gov;Stacy.McKellar@doj.ca.gov;yesenia.caro@doj.ca.gov
- **Phillip K Wang** phillip.wang@rimonlaw.com, david.kline@rimonlaw.com
- **Sharon Z. Weiss** sharon.weiss@bclplaw.com, raul.morales@bclplaw.com
- **Adam G Wentland** awentland@tocounsel.com, lkwon@tocounsel.com
- **Latonia Williams** lwilliams@goodwin.com, bankruptcy@goodwin.com

- **Michael S Winsten** mike@winsten.com
- **Jeffrey C Wisler** jwisler@connollygallagher.com, dperkins@connollygallagher.com
- **Neal L Wolf** nwolf@hansonbridgett.com, calendarclerk@hansonbridgett.com, lchappell@hansonbridgett.com
- **Claire K Wu** ckwu@sulmeyerlaw.com,  
mviramontes@sulmeyerlaw.com;ckwu@ecf.courtdrive.com;ckwu@ecf.inforuptcy.com
- **Steven D Wyllie** steven.wyllie@nlrb.gov
- **Hatty K Yip** hatty.yip@usdoj.gov
- **Andrew J Ziaja** aziaja@leonardcarder.com,  
sgroff@leonardcarder.com;msimons@leonardcarder.com;lbadar@leonardcarder.com
- **Rose Zimmerman** rzimmerman@dalycity.org

**SERVICE LIST**  
(Via First Class Mail)

**Verity Health System of California, Inc.**  
2040 E. Mariposa Avenue  
El Segundo, CA 90245

**Samuel R. Maizel**  
Dentons US LLP  
601 South Figueroa Street  
Suite 2500  
Los Angeles, CA 90017

**Attorney General of California**  
Xavier Becerra  
California Department of Justice  
1300 "I" Street  
Sacramento, CA 95814

**U.S. Dept. of Health & Human Services**  
Angela M. Belgrove, Esq.  
90 7th Street, Suite 4-500  
San Francisco, CA 94103-6705

**United States Department of Justice**  
Ben Franklin Station  
PO Box 683  
Washington DC 20044

**United States Attorney's Office**  
Federal Building, Room 7516  
300 North Los Angeles Street  
Los Angeles, CA 90012

**Office of the United States Trustee**  
915 Wilshire Blvd, Suite 1850  
Los Angeles, CA 90017

**SERVICE LIST**  
(Via FedEx Overnight)

**The Honorable Ernest M. Robles**  
United States Bankruptcy Court  
Central District of California  
Edward R. Roybal Federal Building and Courthouse  
255 E. Temple Street, Suite 1560/Courtroom 1568  
Los Angeles, CA 90012-3300

**SERVICE LIST**  
(Via Email)

**Attorneys for Chapter 11 Debtors and Debtors in Possession**

Samuel R. Maizel – [samuel.maizel@dentons.com](mailto:samuel.maizel@dentons.com)

John A. Moe, II – [john.moe@dentons.com](mailto:john.moe@dentons.com)

Tania M. Moyron – [tania.moyron@dentons.com](mailto:tania.moyron@dentons.com)

**Attorneys for the Office of the United States Trustee**

Hatty K. Yip – [hatty.yip@usdoj.gov](mailto:hatty.yip@usdoj.gov)