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13 *Special Counsel for the Official Committee of*
14 *Unsecured Creditors*

15 **UNITED STATES BANKRUPTCY COURT**
16 **CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION**

17 In re
18 VERITY HEALTH SYSTEM OF
19 CALIFORNIA, INC., *et al.*,
20 Debtors and Debtors In Possession.

Lead Case No. 2:18-bk-20151-ER

Jointly Administered With:
Case No. 2:18-bk-20162-ER
Case No. 2:18-bk-20163-ER
Case No. 2:18-bk-20164-ER
Case No. 2:18-bk-20165-ER
Case No. 2:18-bk-20167-ER
Case No. 2:18-bk-20168-ER
Case No. 2:18-bk-20169-ER
Case No. 2:18-bk-20171-ER
Case No. 2:18-bk-20172-ER
Case No. 2:18-bk-20173-ER
Case No. 2:18-bk-20175-ER
Case No. 2:18-bk-20176-ER
Case No. 2:18-bk-20178-ER
Case No. 2:18-bk-20179-ER
Case No. 2:18-bk-20180-ER
Case No. 2:18-bk-20181-ER

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

Chapter 11 Cases
Judge: Hon. Ernest M. Robles

**SECOND INTERIM APPLICATION OF
ARENT FOX LLP FOR ALLOWANCE OF
COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED**

Hearing:
Date: August 5, 2020
Time: 10:00 a.m.
Location: Courtroom 1568
255 E. Temple St
Los Angeles, CA

Debtors and Debtors In Possession.



1 Name of Applicant: Arent Fox LLP
 2 Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors
 3 Date of Retention: March 5, 2019 (effective January 1, 2019)
 4 Period for which Compensation and Reimbursement are sought: May 1, 2019 through April 30, 2020
 5 Amount of Compensation sought as actual, reasonable, and necessary: \$77,062.00
 6 Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$44.18
 7
 8 This is a(n): X interim final application
 9

10 **SUMMARY OF PRIOR FEE APPLICATIONS FILED:**

| | | Total Amount Requested | | Total Amount Approved | | Total Amount Paid to Date | |
|------------------------|-----------------------|------------------------|----------------|-----------------------|----------------|---------------------------|---------------|
| Date Filed; Docket No. | Period Covered | Fees | Expenses | Fees | Expenses | Fees | Expenses |
| 07/24/20 2770 | 01/01/19- 04/30/19 | \$70,628.50 | \$38.25 | \$70,628.50 | \$38.25 | \$70,628.50 | \$0.00 |
| TOTAL: | | \$70,628.50 | \$38.25 | \$70,628.50 | \$38.25 | \$70,628.50 | \$0.00 |

1 Arent Fox LLP (“Arent Fox”), special counsel to the Official Committee of Unsecured
2 Creditors (the “Committee”) of Verity Health System of California, Inc., (“Verity”) and its debtor
3 affiliates (collectively, the “Debtors”), hereby submits its first application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532
4 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the
5 “Bankruptcy Rules”), (iii) Rule 2016-1 of the Local Rules of Bankruptcy Procedure for the
6 Central District of California (the “Local Rules”), (iv) the *Amended Order on Debtors’ Motion*
7 *Establishing Procedures for Monthly Payment of Fees and Expense Reimbursement* [Docket No.
8 826] (the “Compensation Order”), and (v) the United States Trustee’s *Guidelines for Reviewing*
9 *Applications for Compensation filed under 11 U.S.C. § 330*, effective May 17, 1996 (the
10 “Guidelines”) for allowance and approval of \$77,062.00 in fees and \$44.82 in expenses incurred
11 during the period of May 1, 2019 through April 30, 2020 (the “Compensation Period”) in the
12 course of its representation as special counsel to the Committee. In support of this Application,
13 Arent Fox respectfully represents as follows:

14
15 **PRELIMINARY STATEMENT**

16 1. Arent Fox has worked with purpose and diligence in advocating on behalf of the
17 Committee. As set forth in detail below, Arent Fox as special counsel provided healthcare and
18 regulatory advice, including analysis of the Debtors’ rights and obligations with respect to its
19 participation in the Hospital Quality Assurance Fee Program administered by the California
20 Department of Health Care Services (“QAF”) and sale and operational issues. Arent Fox
21 attorneys helped develop arguments and strategies designed to protect the rights of the Unsecured
22 Creditors to potential future QAF payments. Specifically, Arent Fox has worked with Milbank
23 LLP, counsel to the Committee, to coordinate payments of QAF managed care for O’Conner
24 Hospital and St. Louise Hospital into the Debtors’ estate.

1 **JURISDICTION**

2 2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
3 This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order
4 consistent with Article III of the United States Constitution.

5 3. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

6 4. The statutory bases for the relief requested herein are Bankruptcy Code sections
7 1103 and 330, Bankruptcy Rule 2016, and Local Rule 2016-1.

8 **BACKGROUND**

9 5. On August 31, 2018 (the "Petition Date"), each of the Debtors filed a voluntary
10 petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court
11 for the Central District of California (the "Court"). The Debtors continue to operate their
12 businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.
13 No trustee or examiner has been appointed in these cases. The Debtors' Monthly Operating
14 Report for April 2019 [Docket No. 2478] indicates that the Debtors are being operated at a loss
15 and that the Debtors ended the month of May 2019 with a bank balance of \$287,452,000. No
16 chapter 11 plan has yet been filed in these cases.

17 6. On September 14, 2018, the United States Trustee for the Central District of
18 California (the "U.S. Trustee") appointed the Committee.

19 7. On or around January 1, 2019, the Committee selected Arent Fox as its special
20 counsel.

21 8. On March 5, 2019, the Court entered its *Order Under 11 U.S.C. § 1103 and Fed.*
22 *R. Bankr. P. 2014 and 5002, Authorizing Retention and Employment of Arent Fox LLP as Special*
23 *Counsel to Official Committee of Unsecured Creditors* [Docket No. 1703] (the "Retention
24 Order"), pursuant to which the Firm was retained as special counsel to the Committee, *nunc pro*
25 *tunc* to January 1, 2019.

26 9. Arent Fox is a law firm employing over 450 lawyers. Arent Fox's financial
27 restructuring and bankruptcy group have extensive and diverse experience in the areas of
28

1 bankruptcy, insolvency, and debtor and creditor rights. Arent Fox attorneys often represent
2 committees in cases such as this.

3 10. As set forth herein and in the Declaration of Andrew I. Silfen (the "Silfen
4 Declaration"), the attorneys principally responsible for providing services to the Committee
5 during the Compensation Period were Robert M. Hirsh¹, Thomas E. Jeffry and Nicholas A.
6 Marten. Other Arent Fox attorneys and paraprofessionals rendered limited services on discreet
7 matters requiring their specialized expertise or when the principal attorneys were unavailable.
8 The background and qualifications of all Arent Fox attorneys and paraprofessionals who rendered
9 services to the Committee in connection with these cases are summarized in the professional
10 biographies attached as **Exhibit 5**.

11 11. Arent Fox made a concerted effort to provide effective representation as efficiently
12 as possible, including allocating work to attorneys with lower hourly rates. In general, tasks were
13 allocated among attorneys and paraprofessionals based upon their comparative expertise and in
14 light of their hourly billing rates.

15 12. The rates charged by Arent Fox professionals are comparable to those charged by
16 other experienced and skillful professionals with bankruptcy and non-bankruptcy practices in
17 similar firms. Excluding paraprofessionals, Arent Fox's blended hourly rate for professional
18 services rendered during the Compensation Period was \$968.96.

19 13. It is respectfully submitted that the services of Arent Fox were rendered in an
20 expeditious and efficient manner and were beneficial to the Committee, the creditors, and the
21 estates.

22 **RELIEF REQUESTED**

23 14. By this Application, Arent Fox seeks (i) interim allowance and award of
24 compensation for the professional services rendered by Arent Fox as attorneys during the
25 Compensation Period in the amount of \$77,062.00, representing 72.00 hours of professional
26 services and 17.60 hours of paraprofessional services; and (ii) reimbursement of actual and
27

28 ¹ Effective February 4, 2020, Mr. Hirsh was no longer employed by Arent Fox LLP.

1 necessary expenses incurred by Arent Fox during the Compensation Period in connection with the
2 rendition of such professional and paraprofessional services in the amount of \$44.18. Arent Fox
3 seeks payment of 100% of its fees and its expenses relating to services rendered during the
4 Compensation Period.

5 **SUMMARY OF EXHIBITS**

6 15. In support of this Application, as required under the Guidelines, Arent Fox hereby
7 submits Exhibits 1 through 5:

8 a. **Exhibit 1** is a summary, by activity category, of the services that Arent Fox
9 rendered during the Compensation Period.

10 b. **Exhibit 2** is a complete, chronological, line-item listing – sorted by activity
11 category – of the services that Arent Fox rendered during the Compensation Period. **Exhibit 2**
12 includes the name of the professional who rendered the services, the date the services were
13 rendered, the hours spent rendering the service, the total billed for the service, and a detailed
14 description of the services.

15 c. **Exhibit 3** is a summary of fees by professional. This summary sets forth the total
16 fees incurred by each timekeeper that worked on this case and sets forth each professional's
17 hourly rate and the total amount billed by the professional throughout the duration of these cases.

18 d. **Exhibit 4** summarizes the total reimbursable expenses that Arent Fox incurred
19 during the Compensation Period.

20 e. **Exhibit 5** is a compilation of the professional biographies of the professionals who
21 rendered services to the Committee during the Compensation Period. It includes the professional
22 education of each attorney and paraprofessional, the year of graduation, year admitted to practice
23 and relevant and specialized experience.

24 **SUMMARY OF SERVICES RENDERED**

25 16. This Application provides a brief summary of the services rendered by Arent Fox
26 on behalf of the Committee during the Compensation Period by category. While it is not possible
27 or practical to describe each and every activity undertaken by Arent Fox, Arent Fox has
28 maintained contemporaneous time records, which include a detailed chronology of the daily

1 services rendered describing the precise nature of the work, the specific tasks performed, and the
2 time expended by each attorney and paraprofessional.

3 17. To the best of Arent Fox's knowledge, this Application complies with sections 330
4 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines, Local Rule 2016-1, and
5 the Compensation Order.

6 **A. Committee and Debtor Communications, Conference**

7 Fees: \$33,005.50 Total Hours: 31.60

8 18. Arent Fox prepared for and participated in regular Committee conference calls to
9 provide an overview and recommendations with respect to legal and factual issues presented in
10 these cases, and other significant case issues and developments related to regulatory and
11 healthcare matters.

12 **B. Miscellaneous Motions and Objections**

13 Fees: \$28,171.00 Total Hours: 27.90

14 19. During the Compensation Period, Arent Fox spent considerable time investigating
15 issues related to QAF in connection with various pleadings before the Court, including the
16 pleadings related to the Debtors' exclusivity, the proposed sale to SGM, such as reviewing
17 proposed sales agreements and conditions of sale proposed by the Attorney General as it relates to
18 QAF obligations and payments. QAF issues investigated include the flow funds paid by Debtors
19 into the QAF and status of any futures disbursements out of the QAF, distributions of managed
20 care QAF payments received by the health plans into the Debtors' estate and other regulatory
21 matters.

22 **C. Professional Retention**

23 Fees: \$3,346.00 Total Hours: 6.00

24 20. During the Compensation Period, Arent Fox continued its ongoing duties to
25 review parties in interests and to disclose potential conflicts. In connection therewith, Arent Fox
26 prepared and filed a supplemental disclosure of connections to parties in interests.

1 **D. Fee Applications**

2 Fees: \$11,092.00 Total Hours: 22.60

3 21. This category includes time spent preparing and filing Arent Fox’s first interim
4 application for compensation and reimbursement of expenses (the “First Interim Fee
5 Application”) in accordance with the Compensation Order. Arent Fox also began drafting its
6 second interim application. Arent Fox also conducted internal discussions and discussions with
7 Committee professionals regarding interim fee applications.

8 **E. Travel**

9 Fees: \$1,447.50 Total Hours: 1.50

10 22. This category includes time spent traveling to and from mediation, which time has
11 been discounted by fifty percent.

12 23. As stated in the Hirsh Declaration, all services for which compensation is
13 requested by Arent Fox were performed for or on behalf of the Committee.

14 24. Arent Fox has received no payment and no promises for payment from any source
15 for services rendered or to be rendered in any capacity whatsoever in connection with the matters
16 covered by this Application for the Compensation Period. There is no agreement or
17 understanding between Arent Fox and any persons other than the partners of Arent Fox for the
18 sharing of compensation to be received for services rendered in these cases.

19 **STATUTORY BASIS FOR COMPENSATION**

20 25. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 330 and 331,
21 as supplemented by Federal Rule of Bankruptcy Procedure 2016. Arent Fox seeks compensation
22 for actual, necessary professional services rendered and reimbursement of reasonable expenses
23 incurred on behalf of the Committee during the Compensation Period.

24 26. Section 330(a)(1) of the Bankruptcy Code allows for the following: “(A)
25 reasonable compensation for actual, necessary services rendered by . . . [an] attorney and by any
26 paraprofessional person employed by such [attorney]; and (B) reimbursement for actual,
27 necessary expenses.”

28 Section 330(a)(3)(A) of the Bankruptcy Code provides that,

1 [i]n determining the amount of reasonable compensation to be
2 awarded . . . the court shall consider the nature, the extent, and the
3 value of such services, taking into account all relevant factors,
4 including (A) the time spent on such services; (B) the rates charged
5 for such services; (C) whether the services were necessary to the
6 administration of, or beneficial at the time at which the service was
7 rendered toward the completion of, a case under [Title 11]; (D)
8 whether the services were performed within a reasonable amount of
9 time commensurate with the complexity, importance, and nature of
10 the problem, issue, or task addressed; (E) with respect to a
11 professional person, whether the person is board certified or
12 otherwise has demonstrated skill and experience in the bankruptcy
13 field; and (F) whether the compensation is reasonable based on the
14 customary compensation charged by comparably skilled
15 practitioners in cases other than cases under this title [11].²

16 27. Congress intended that bankruptcy attorneys be compensated at the market rate for
17 comparable services in non-bankruptcy cases. See *In re Ames Dep't Stores, Inc.*, 76 F.3d 66, 71
18 (2d Cir. 1996) (citing *In re UNR Indus., Inc.*, 986 F.2d 207, 208–09 (7th Cir. 1993)). The policy
19 of 11 U.S.C. § 330 is to ensure that qualified attorneys will “not be deterred from taking
20 bankruptcy cases due to a failure to pay adequate compensation.” *Id.* at 210.

21 28. The court’s examination of the reasonableness of services rendered must be
22 conducted in an “objective manner, based upon what services a reasonable lawyer or legal firm
23 would have performed” *Ames Dep't Stores*, 76 F.3d at 72 (citing *In re Matter of Taxman*
24 *Clothing Co.*, 49 F.3d 310, 315 (7th Cir. 1995)).

25 29. Arent Fox believes that its billing rates in these cases, which reflects Arent Fox’s
26 customary billing rates, are “reasonable billing rates” for purposes of this Court’s determination
27 of the “reasonableness” of the fees for services rendered. Arent Fox’s customary billing rates
28 were disclosed in the retention papers and reviewed by this Court.

29 30. The rates charged by Arent Fox professionals are reasonable and are consistent
30 with customary rates charged by similar law firms. Indeed, it is submitted that the rates charged
31 are significantly less than many firms providing similar services. If the case was not a case under
32 the Bankruptcy Code, Arent Fox would charge and expect to receive, on a current basis, an
33 amount at least equal to the amounts requested herein for professional services.

34 _____
35 ² 11 U.S.C. § 330(a)(3).

1 **SUMMARY OF COSTS AND EXPENSES**

2 31. Arent Fox has incurred out-of-pocket disbursements during the Compensation
3 Period broken down into categories of charges itemized in **Exhibit 4**. Each charge incurred by
4 Arent Fox was necessary and was incurred as a direct result of Arent Fox's representation of the
5 Trustee.

6 32. The requested expenses incurred during the Compensation Period for a total of
7 \$38.25 are for PACER research (\$26.26) and mileage to and from mediation (\$17.92).

8 **NOTICE**

9 33. No trustee or examiner has been appointed in the chapter 11 cases. Pursuant to the
10 Compensation Order, notice of this Application and a copy of this application have been served
11 upon the Notice Parties (as defined in the Compensation Order). Arent fox LLP submits that, in
12 light of the relief requested, no other or further notice need be provided.

13 **ATTORNEY STATEMENT PURSUANT TO APPENDIX B GUIDELINES**

14 34. The following statement is provided pursuant to ¶ C.5. of the Appendix B
15 Guidelines.

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

18 **Answer:** No.

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

21 **Answer:** While the Committee has not requested a formal budget, Arent Fox has
22 kept the Committee apprised of Arent Fox's fees during the Compensation
23 Period—which included significant time devoted to issues related to the QAF as
discussed in paragraph 19 above.

- 24 c. **Question:** Have any of the professionals included in this fee application varied
25 their hourly rate based on the geographic location of the bankruptcy case?

26 **Answer:** No.

- 27 d. **Question:** Does the fee application include time or fees related to reviewing or
28 revising time records or preparing, reviewing, or revising invoices? (This is limited
to work involved in preparing and editing billing records that would not be

1 compensable outside of bankruptcy and does not include reasonable fees for
2 preparing a fee application.). If so, please quantify by hours and fees.

3 **Answer:** No.

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

6 **Answer:** No.

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

11 **Answer:** Arent Fox's customary annual rate increase went into effect January 1,
12 2020. Milbank LLP was made aware of Arent Fox's annual rate increases and
13 approved them on behalf of the Committee in advance.

13 **CONCLUSION**

14 35. As detailed above, based on its hourly rates, Arent Fox is seeking the allowance of
15 \$77,062.00 in fees incurred during the Compensation Period. In addition, Arent Fox is seeking
16 the allowance of \$44.18 in actual, necessary costs and expenses incurred during the
17 Compensation Period. In accordance with 11 U.S.C. § 330, Arent Fox submits that the amounts
18 requested herein are fair and reasonable given (a) the complexity of this case, (b) the time
19 expended, (c) the nature and extent of the services rendered, (d) the value of such services, and
20 (e) the costs of comparable services other than in a case under the Bankruptcy Code. Arent Fox
21 further submits that pursuant to the criteria normally examined in bankruptcy cases, and based
22 upon the factors considered in accordance with 11 U.S.C. § 330 and Rule 2016 of the Federal
23 Rules of Bankruptcy Procedure, the results achieved provide more than sufficient justification for
24 approval of the compensation sought by Arent Fox.

25
26 *[Remainder of page intentionally left blank.]*
27
28

1 **WHEREFORE**, Arent Fox respectfully requests that the Court:

2 (a) approve, on an interim basis, the allowance of \$77,062.00 for compensation for
3 professional services rendered to the Committee during the Compensation Period; and

4 (b) approve the reimbursement of Arent Fox's out-of-pocket expenses incurred in
5 connection with the rendering of such services during the Compensation Period, in the amount of
6 \$44.18.

7 Dated: July 14, 2020

AREN'T FOX LLP

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By: /s/ Aram Ordubegian

ARAM ORDUBEGIAN

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

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DECLARATION OF ANDREW I. SILFEN

I, Andrew I. Silfen, declare under penalty of perjury:

1. I am a partner in the Bankruptcy and Financial Restructuring Group at Arent Fox LLP ("Arent Fox"), a law firm which employs approximately 450 attorneys and maintains an office for the practice of law at 1301 Avenue , New York, NY 10019 as well as offices in Washington, DC, Los Angeles, CA, San Francisco, CA, and Boston, MA.

2. I have read the *Second Interim Application of Arent Fox LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred* (the "Application")¹ filed contemporaneously herewith. To the best of my knowledge, information and belief, the statements contained in the Application are true and correct. In addition, I believe that the Application complies with Rule 2016 of the *Local Rules of Bankruptcy Procedure for the Central District of California* (the "Local Rules"), and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the "Guidelines").

3. In connection therewith, I also hereby certify that:

- a. to the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought in the Application are permissible under the relevant rules, court orders and Bankruptcy Code provisions, except as specifically set forth herein;
- b. the fees and disbursements sought in the Application are billed at rates customarily employed by Arent Fox and generally accepted by Arent Fox's clients. In addition, none of the professionals seeking compensation varied their hourly rates based on the geographic location of the Debtors' cases;
- c. while the Committee has not requested a formal budget, Arent Fox has kept the Committee apprised of Arent Fox's fees during the Compensation Period;
- d. the Committee has reviewed this Application and has no objection;

¹ Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Interim Fee Application.

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- e. Arent Fox’s customary annual rate increase went into effect January 1, 2020. Milbank LLP was made aware of Arent Fox’s annual rate increases and approved them on behalf of the Committee in advance;
- f. Arent Fox is (i) not seeking compensation for fees spent preparing, reviewing and revising invoices that would not be compensable outside of bankruptcy and (ii) is not seeking compensation for fees spent reviewing or revising time records to redact privileged or confidential information;
- g. in providing a reimbursable expense, Arent Fox does not make a profit on that expense, whether the service is performed by Arent Fox in-house or through a third party;
- h. in accordance with Bankruptcy Rule 2016(a) and Bankruptcy Code section 504, no agreement or understanding exists between Arent Fox and any other person for the sharing of compensation to be received in connection with these chapter 11 cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules and Local Rules; and
- i. all services for which compensation is sought were professional services on behalf of the Committee and not on behalf of any other person.

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

Executed on July 14, 2020, in New York, New York.

By: /s/ Andrew I. Silfen
Andrew I. Silfen

EXHIBIT 1

**COMPENSATION BY PROJECT CATEGORY
 JANUARY 1, 2019 THROUGH APRIL 30, 2019**

| Project Category | Hours Billed | Fees Billed |
|--|---------------------|--------------------|
| Petition, Schedules, First Day Orders (01) | 0.00 | \$0.00 |
| Case Management and Operating Reports (02) | 0.00 | \$0.00 |
| Corporate and Business Matters (03) | 0.00 | \$0.00 |
| Investigation, Due Diligence, Analysis (04) | 0.00 | \$0.00 |
| Committee and Debtor Communications (05) | 31.60 | \$33,005.50 |
| Creditor Information Sharing and 1102 Services (06) | 0.00 | \$0.00 |
| Creditor Inquiries (07) | 0.00 | \$0.00 |
| Sale and Disposition of Assets (08) | 0.00 | \$0.00 |
| Asset Analysis and Recovery (09) | 0.00 | \$0.00 |
| Claims Administration and Objections (10) | 0.00 | \$0.00 |
| Miscellaneous Motions and Objections (11) | 27.90 | \$28,171.00 |
| Adversary Proceedings (12) | 0.00 | \$0.00 |
| Professional Retention (13) | 6.00 | \$3,346.00 |
| Fee Applications (14) | 22.60 | \$11,092.00 |
| Cash Collateral and DIP Financing (15) | 0.00 | \$0.00 |
| Disclosure Statement and Plan Matters (16) | 0.00 | \$0.00 |
| Wage Employee Benefits, Severance, Pensions (17) | 0.00 | \$0.00 |
| Real Estate (18) | 0.00 | \$0.00 |
| Automatic Stay and Section 362 and 363 Matters (19) | 0.00 | \$0.00 |
| Equipment Lessors and Non Real Estate Leases (20) | 0.00 | \$0.00 |
| Utilities and Regulatory Matters (21) | 0.00 | \$0.00 |
| Chapter 5 Litigation, Collection, Investigation (22) | 0.00 | \$0.00 |
| Executory Contracts and Related Matters (23) | 0.00 | \$0.00 |
| Tax (Federal, State, Local and Corporate) (24) | 0.00 | \$0.00 |
| NOL's and Tax Attributes (25) | 0.00 | \$0.00 |
| Plan or Restructuring Support Agreement (26) | 0.00 | \$0.00 |
| Environmental Matters (27) | 0.00 | \$0.00 |
| Debtor Communications/Negotiations (28) | 0.00 | \$0.00 |
| Travel (29) | 1.50 | \$1,447.50 |
| TOTAL | 89.60 | \$77,062.00 |

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EXHIBIT 2

INVOICE

AREN FOX LLP

1717 K Street, NW

Washington, DC 20006-5344

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Special Healthcare Counsel to the Unsecured Creditors
Committee of Verity Health System of California Inc.
New York, NY 10019

Invoice Number 1989331
Invoice Date 06/18/20
Client Number 039862

| Category | Hours | Total |
|---|-------|-----------|
| FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL 30, 2020 | | |
| 00000 General | .00 | 44.18 |
| 00005 Committee and Debtor Communications, Conference | 31.60 | 33,005.50 |
| 00011 Miscellaneous Motions and Objections | 27.90 | 28,171.00 |
| 00013 Professional Retention | 6.00 | 3,346.00 |
| 00014 Fee Applications | 22.60 | 11,092.00 |
| 00029 Travel | 1.50 | 1,447.50 |
| Totals | 89.60 | 77,106.18 |

00000 General
18 JUNE 2020

Invoice Number 1989331
Page 2

RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: APRIL 30, 2020

FOR CHARGES:

| | | |
|----------|---|-------|
| 10/03/19 | OTHER DATABASE SEARCH PACER 03986200000 cwla | 4.03 |
| 10/03/19 | OTHER DATABASE SEARCH PACER 03986200001tj | 10.53 |
| 10/04/19 | OTHER DATABASE SEARCH PACER 03986200000 cwla | 11.70 |

TOTAL FOR: Other Database Search 26.26

| | | |
|----------|--|-------|
| 09/09/19 | PARKING AND/OR MILEAGE THOMAS E. JEFFRY, MILEAGE, ATTEND MEDICATION FROM:: 1606 22ND STREET, MANHATTAN BEACH, CA, USA TO:: 2029 CENTURY PARK EAST, LOS ANGELES, CA, USA TO:: 1606 22ND STREET, MANHATTAN BEACH, CA, USA | 17.92 |
|----------|--|-------|

TOTAL FOR: Parking and/or Mileage 17.92

| | | |
|--------------------------|-------|---------|
| CURRENT CHARGES | ----- | 44.18 |
| SUBTOTAL FOR THIS MATTER | | \$44.18 |

RE: Committee and Debtor Communications, Conference
Calls and

FOR PROFESSIONAL SERVICES RENDERED THROUGH: APRIL 30, 2020

| Date | Timekeeper | | Hours | Value |
|----------|------------|---|-------|----------|
| ----- | ----- | | ----- | ----- |
| 05/06/19 | TE Jeffry | Attend weekly status call with UCC. | .5 | 482.50 |
| 05/13/19 | TE Jeffry | Attend weekly UCC phone call. | .4 | 386.00 |
| 05/14/19 | TE Jeffry | Weekly UCC Weekly Call. | .5 | 482.50 |
| 05/16/19 | RM Hirsh | Multiple email correspondence with counsel and FA for the Committee regarding same and regulatory strategy. | .5 | 510.00 |
| 05/20/19 | TE Jeffry | Attend Weekly UCC Meeting. | .4 | 386.00 |
| 05/20/19 | TE Jeffry | Review agenda/prepare for UCC call. | .2 | 193.00 |
| 05/24/19 | RM Hirsh | Telephone conference with Committee counsel and T. Jeffrey regarding QAF issues and regulatory strategy. | 1.7 | 1,734.00 |
| 05/24/19 | TE Jeffry | Telephone conference with Mr. Shinderman and R. Hirsch. | .5 | 482.50 |
| 05/28/19 | TE Jeffry | Attend Weekly Call of UCC. | .5 | 482.50 |
| 06/03/19 | RM Hirsh | Review/analysis FTI report for Committee call (.50); Attend Committee call. | 1.1 | 1,122.00 |
| 06/03/19 | TE Jeffry | Review agenda and FTI report. | .2 | 193.00 |
| 06/03/19 | TE Jeffry | Attend weekly call of UCC. | .4 | 386.00 |
| 06/10/19 | TE Jeffry | Attend weekly meeting of UCC. | .5 | 482.50 |
| 06/17/19 | TE Jeffry | Attend weekly UCC status call. | .8 | 772.00 |
| 06/20/19 | TE Jeffry | Review and reply to special meeting agenda. | .2 | 193.00 |
| 06/24/19 | TE Jeffry | Attend weekly UCC update call. | .5 | 482.50 |
| 07/08/19 | TE Jeffry | Review agenda and prepare for UCC call. | .1 | 96.50 |
| 07/08/19 | TE Jeffry | Attend weekly UCC call. | .2 | 193.00 |
| 07/15/19 | TE Jeffry | Review FTI report and agenda for meeting of UCC. | .2 | 193.00 |
| 07/15/19 | TE Jeffry | Attend weekly-status call of UCC. | .3 | 289.50 |
| 07/22/19 | RM Hirsh | Attend Committee call regarding status of case and strategy. | 1.1 | 1,122.00 |
| 07/22/19 | TE Jeffry | Attend Weekly Call of UCC. | .3 | 289.50 |
| 07/29/19 | TE Jeffry | Review agenda and prepare for weekly call of UCC. | .2 | 193.00 |
| 07/29/19 | TE Jeffry | Attend weekly call of UCC. | .6 | 579.00 |
| 08/02/19 | TE Jeffry | Correspond with Mr. Behrens. | .2 | 193.00 |
| 08/05/19 | TE Jeffry | Review agenda of accompanying materials to prepare for U.C.C. meeting. | .3 | 289.50 |
| 08/05/19 | RM Hirsh | Attend Committee call regarding various case regulatory issues. | 1.1 | 1,122.00 |
| 08/12/19 | RM Hirsh | Attend Committee call regarding status and various case issues. | 1.1 | 1,122.00 |
| 08/12/19 | TE Jeffry | Review agenda and FTI report to prepare for weekly meeting of UCC. | .3 | 289.50 |
| 08/12/19 | TE Jeffry | Attend weekly UCC conference call. | .7 | 675.50 |
| 08/19/19 | TE Jeffry | Review agenda and prepare for weekly UCC call. | .2 | 193.00 |

00005 Committee and Debtor Communications, Con
18 JUNE 2020

Invoice Number 1989331
Page 4

| | | | | | |
|----------|----|--------|---|-----|----------|
| 08/19/19 | TE | Jeffry | Attend weekly conference call of UCC. | .5 | 482.50 |
| 08/29/19 | TE | Jeffry | Attend telephone conference meeting of UCC. | .5 | 482.50 |
| 09/03/19 | TE | Jeffry | Review agenda and documents. | .3 | 289.50 |
| 09/03/19 | TE | Jeffry | Attend weekly call of UCC. | .2 | 193.00 |
| 09/11/19 | TE | Jeffry | Review agenda and notes in preparation for meeting of UCC. | .2 | 193.00 |
| 09/11/19 | TE | Jeffry | Attend meeting of UCC. | .7 | 675.50 |
| 09/16/19 | RM | Hirsh | Attend Committee call regarding status of case and strategy. | .4 | 408.00 |
| 09/16/19 | TE | Jeffry | Attend weekly UCC call. | .3 | 289.50 |
| 09/16/19 | TE | Jeffry | Review agenda for weekly call and outline of arguments objecting to disclosure statement. | .3 | 289.50 |
| 09/23/19 | RM | Hirsh | Attend Committee call regarding various case issues and strategy. | 1.1 | 1,122.00 |
| 09/23/19 | TE | Jeffry | Review agenda for UCC weekly call. | .1 | 96.50 |
| 09/23/19 | TE | Jeffry | Attend weekly update call of UCC. | .4 | 386.00 |
| 09/27/19 | TE | Jeffry | Attend UCC call. | .8 | 772.00 |
| 10/07/19 | RM | Hirsh | Attend Committee call regarding status of case and various issues. | .6 | 612.00 |
| 10/07/19 | TE | Jeffry | Review agenda and prepare for UCC status call. | .2 | 193.00 |
| 10/07/19 | TE | Jeffry | Attend weekly status call for UCC. | .4 | 386.00 |
| 10/14/19 | TE | Jeffry | Reply to Mr. Behrens regarding rescheduled UCC call | .1 | 96.50 |
| 10/16/19 | TE | Jeffry | Attend weekly UCC call | .7 | 675.50 |
| 10/16/19 | RM | Hirsh | Attend Committee call regarding various case issues , status and strategy. | .5 | 510.00 |
| 10/21/19 | RM | Hirsh | Attend Committee call regarding various case regulatory issues; status and strategy. | .6 | 612.00 |
| 10/21/19 | TE | Jeffry | Attend weekly status call of UCC | .3 | 289.50 |
| 10/21/19 | TE | Jeffry | Review agenda for UCC call | .1 | 96.50 |
| 11/04/19 | RM | Hirsh | Attend Committee call regarding status of case and strategy. | .5 | 510.00 |
| 02/24/20 | AI | Silfen | Participate in committee call. | .2 | 273.00 |
| 03/19/20 | TE | Jeffry | Telephone conference with Committee regarding proposal by state to use beds. | .3 | 304.50 |
| 03/19/20 | TE | Jeffry | Attend UCC conference call with Company. | .7 | 710.50 |
| 03/19/20 | AI | Silfen | Participate in committee call. | .6 | 819.00 |
| 03/19/20 | AI | Silfen | Various emails regarding transactions with state | .5 | 682.50 |
| 03/20/20 | TE | Jeffry | Committee communications and call re support for motion to approve St. Vincent's lease. | .3 | 304.50 |
| 03/20/20 | AI | Silfen | Telephone call, conference, review document, telephone call regarding lease and transactions. | .7 | 955.50 |
| 04/06/20 | AI | Silfen | Review pleadings, documents, telephone call, conference, telephone call. | 1.1 | 1,501.50 |
| 04/16/20 | AI | Silfen | Conference regarding open issues. | .3 | 409.50 |

00005 Committee and Debtor Communications, Con
18 JUNE 2020

Invoice Number 1989331
Page 5

| | | | | | |
|----------|----|--------|--|-----|----------|
| 04/17/20 | AI | Silfen | Review documents, review pleadings, conference regarding regulatory and open issues. | 1.3 | 1,774.50 |
|----------|----|--------|--|-----|----------|

CURRENT FEES

33,005.50

TIMEKEEPER TIME SUMMARY

Andrew I. Silfen 4.7 at \$1365.00 = 6,415.50
Robert Hirsh 10.3 at \$1020.00 = 10,506.00
Thomas E. Jeffry 1.3 at \$1015.00 = 1,319.50
Thomas E. Jeffry 15.3 at \$965.00 = 14,764.50

TOTALS 31.6 33,005.50

SUBTOTAL FOR THIS MATTER

\$33,005.50

RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: APRIL 30, 2020

| Date | Timekeeper | | Hours | Value |
|----------|------------|--|-------|----------|
| ----- | ----- | | ----- | ----- |
| 05/06/19 | TE Jeffry | Reply to R. Hirsch regarding QAF status. | .1 | 96.50 |
| 05/13/19 | TE Jeffry | Review agenda and prepare for Committee call | .1 | 96.50 |
| 05/16/19 | RM Hirsh | Work on QAF issues. | .7 | 714.00 |
| 05/21/19 | RM Hirsh | Work on QAF issues and strategy. | 1.1 | 1,122.00 |
| 05/24/19 | TE Jeffry | Review e-mails from Millbank regarding analysis of QAF issues. | .2 | 193.00 |
| 05/24/19 | RM Hirsh | Attend to research regarding QAF issues. | .5 | 510.00 |
| 05/29/19 | TE Jeffry | Telephone call with R. Hirsh. | .1 | 96.50 |
| 07/10/19 | RM Hirsh | Work on issues relating to Committee Response to Debtors Second Exclusivity Motion. | .9 | 918.00 |
| 07/16/19 | RM Hirsh | Work on various case issues and strategy. | 1.1 | 1,122.00 |
| 08/05/19 | TE Jeffry | Review proposed order approving joint case management and scheduling stipulation in UMB bank case. | .2 | 193.00 |
| 08/05/19 | TE Jeffry | Review email from Mr O'Donnell with draft QAF brief. | .2 | 193.00 |
| 08/05/19 | RM Hirsh | Work on QAF issues. | 2.1 | 2,142.00 |
| 08/06/19 | RM Hirsh | Continued work on QAF issues and strategy. | 3.3 | 3,366.00 |
| 08/07/19 | RM Hirsh | Continued work on QAF issues and strategy. | 3.6 | 3,672.00 |
| 08/09/19 | TE Jeffry | Plan for mediation. | .4 | 386.00 |
| 08/19/19 | RM Hirsh | Work on QAF issues. | .6 | 612.00 |
| 08/20/19 | TE Jeffry | Research HQAF process for purposes of amending the draft brief and other regulatory issues. | 1.8 | 1,737.00 |
| 09/04/19 | TE Jeffry | Review and execute Confidentiality Agreement. | .2 | 193.00 |
| 09/04/19 | TE Jeffry | Communications regarding preparation with FTI. | .2 | 193.00 |
| 09/05/19 | TE Jeffry | Communication with Mr. Liubicic at Milbank regarding QAF arguments and Gardens case. | .2 | 193.00 |
| 09/17/19 | TE Jeffry | Review and analyze DHCS Supplemental Objection to SGM sale; outline regulatory issues. | 2.8 | 2,702.00 |
| 09/17/19 | TE Jeffry | Draft and send detailed comments to Milbank regarding DHCS Supplemental Objection to SGM sale with analysis on potential implications. | 1.6 | 1,544.00 |
| 09/17/19 | TE Jeffry | Legal research related to Medi-Cal overpayments and QAF. | 1.0 | 965.00 |
| 09/18/19 | TE Jeffry | Review updated Response to DHCS Objection. | .4 | 386.00 |

00011 Miscellaneous Motions and Objections
18 JUNE 2020

Invoice Number 1989331
Page 7

| | | | | | |
|----------|----|--------|--|-----|----------|
| 09/18/19 | TE | Jeffry | Communication with Mr. O'Donnell and other Milbank attorneys regarding Committee's reply to DHCS objections. | .2 | 193.00 |
| 09/25/19 | TE | Jeffry | Telephone calls regarding location of QAF expert. | .5 | 482.50 |
| 09/25/19 | TE | Jeffry | Reply to e-mail from Mr. Liubicic regarding QAF expert. | .1 | 96.50 |
| 10/02/19 | TE | Jeffry | Telephone call to Mr. Witz at CHA re possible QAF experts. | .3 | 289.50 |
| 10/07/19 | TE | Jeffry | Correspond with Mr. Behrens regarding regulatory agenda. | .2 | 193.00 |
| 10/08/19 | RM | Hirsh | Work on issues regarding California Dept of Health Care Services's Emergency Motion to Stay the Sale of the Medi-Cal Provider Agreements; incorporate T. Jeffrey points. | 1.6 | 1,632.00 |
| 03/12/20 | AI | Silfen | Conference with T. Jeffrey re regulatory issues. | .2 | 273.00 |
| 03/19/20 | TE | Jeffry | Communication with A. Silfen regarding St. Vincent's/Seton proposal and Stafford Act. | .2 | 203.00 |
| 03/27/20 | TE | Jeffry | Reply to question from Mr. Shinderman regarding staffing through locum tenens agencies. | .3 | 304.50 |
| 04/03/20 | TE | Jeffry | Review memorandum re SGM and Seton Medical Center sale. | .2 | 203.00 |
| 04/09/20 | AI | Silfen | Review notice. Conference regarding notice. | .7 | 955.50 |

CURRENT FEES

28,171.00

TIMEKEEPER TIME SUMMARY

| | | | | |
|------------------|------|----------------|-----------|--|
| ----- | | | | |
| Andrew I. Silfen | .9 | at \$1365.00 = | 1,228.50 | |
| Robert Hirsh | 15.5 | at \$1020.00 = | 15,810.00 | |
| Thomas E. Jeffry | .7 | at \$1015.00 = | 710.50 | |
| Thomas E. Jeffry | 10.8 | at \$965.00 = | 10,422.00 | |
| | ---- | | ----- | |
| TOTALS | 27.9 | | 28,171.00 | |

SUBTOTAL FOR THIS MATTER

\$28,171.00

00013 Professional Retention
 18 JUNE 2020

Invoice Number 1989331
 Page 8

RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: APRIL 30, 2020

| Date | Timekeeper | | Hours | Value |
|----------|---------------|--|-------|----------|
| ----- | ----- | | ----- | ----- |
| 02/07/20 | YL Li | Review docket for status of A. Ordubegian's appearance in the case as special counsel; confirm whether a notice of appearance is required with D. Flahaut, and respond to L. Indelicato re same. | .6 | 153.00 |
| 04/14/20 | NA Marten | Review and analyze pleadings for parties-in-interest in connection with supplemental declaration. | 2.3 | 1,506.50 |
| 04/15/20 | NA Marten | Call with J.Behrens regarding parties-in-interest for supplemental declaration. | .2 | 131.00 |
| 04/16/20 | NA Marten | Meeting regarding supplemental declaration with A.Silfen (0.3); communication with Y.Cruz and L.Indelicato regarding supplemental declaration (0.6). | .9 | 589.50 |
| 04/16/20 | LA Indelicato | Draft Supplemental Declaration in Support of Arent Fox's Retention Application. | 1.6 | 704.00 |
| 04/17/20 | NA Marten | Confer with L.Indelicato regarding supplemental disclosure. | .2 | 131.00 |
| 04/23/20 | NA Marten | Communication with general counsel regarding sale parties for supplemental disclosure. | .1 | 65.50 |
| 04/24/20 | NA Marten | Coordinate conflicts search for supplemental declaration. | .1 | 65.50 |

CURRENT FEES -----
 3,346.00

TIMEKEEPER TIME SUMMARY

| | | | | |
|--------------------|------|----|------------|----------|
| Nicholas A. Marten | 3.8 | at | \$655.00 = | 2,489.00 |
| Lisa Indelicato | 1.6 | at | \$440.00 = | 704.00 |
| Yvonne Li | .6 | at | \$255.00 = | 153.00 |
| | ---- | | | ----- |
| TOTALS | 6.0 | | | 3,346.00 |

SUBTOTAL FOR THIS MATTER \$3,346.00

00014 Fee Applications
 18 JUNE 2020

Invoice Number 1989331
 Page 9

RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: APRIL 30, 2020

| Date | Timekeeper | | Hours | Value |
|----------|---------------|---|-------|----------|
| ----- | ----- | | ----- | ----- |
| 05/08/19 | NA Marten | Communication with counsel for the Committee regarding the interim fee applications (0.1); communication with E.Rodriguez regarding the invoices for the interim fee application (0.1). | .2 | 118.00 |
| 05/09/19 | NA Marten | Communication with general counsel for the Committee regarding interim fee applications (0.1); review and revise invoices for monthly fee applications (1.3). | 1.4 | 826.00 |
| 05/26/19 | NA Marten | Confer with L.Indelicato regarding interim fee application deadline. | .1 | 59.00 |
| 05/28/19 | LA Indelicato | Work on interim fee application of Arent Fox. | 2.3 | 943.00 |
| 06/03/19 | LA Indelicato | Draft fee application. | 1.4 | 574.00 |
| 06/14/19 | LA Indelicato | Discussions with Nick Marten re fee application (.2); revise and circulate fee application for comment (1.3); prepare exhibits to fee application (2.1). | 3.6 | 1,476.00 |
| 06/17/19 | LA Indelicato | Research of admission info for billers. | .8 | 328.00 |
| 07/03/19 | LA Indelicato | Discussion with Nick Marten regarding fee application. | .1 | 41.00 |
| 07/08/19 | TE Jeffry | Review and revise Fee Application | .8 | 772.00 |
| 07/11/19 | NA Marten | Review and revise first interim fee application for Arent Fox. | 1.3 | 767.00 |
| 07/18/19 | NA Marten | Review and analyze draft of interim fee application (0.4); communication with C.Wong and L.Indelicato regarding the same (0.2); review and revise draft of Committee chair declaration in support of interim fee application (0.3); confer with C.Wong and L.Indelicato regarding revisions to the interim fee application (0.3). | 1.2 | 708.00 |
| 07/18/19 | LA Indelicato | Draft declaration in support (.9) and finalize fee application (1.6). | 2.5 | 1,025.00 |
| 07/19/19 | NA Marten | Communication with general counsel for the Committee regarding drafts of Arent Fox's interim fee application (0.3); review and revise the interim fee application exhibits (0.2); communication with R.Hirsh regarding the same (0.1). | .6 | 354.00 |
| 10/28/19 | LA Indelicato | Prepare to draft interim fee application; discussions with Nick Marten, Yvonne Li and Rob Hirsh re same. | .5 | 205.00 |

00014 Fee Applications
 18 JUNE 2020

Invoice Number 1989331
 Page 10

| | | | | | |
|----------|----|------------|---|-----|--------|
| 04/22/20 | NA | Marten | Communication with L.Indelicato regarding drafting of fee application. | .4 | 262.00 |
| 04/27/20 | LA | Indelicato | Draft fee application. | 2.2 | 968.00 |
| 04/28/20 | NA | Marten | Communication with L.Indelicato regarding Verity fee application. | .3 | 196.50 |
| 04/29/20 | NA | Marten | Communication with A.Silfen L.Indelicato regarding status of fee application (0.5); review and analyze interim fee order and case status for schedule for interim hearings (0.4). | .9 | 589.50 |
| 04/29/20 | LA | Indelicato | Continued to draft fee application (.8); discuss with Nick Marten and Andrew Silfen (.3). | 1.1 | 484.00 |
| 04/30/20 | LA | Indelicato | Correspond with Nick Marten and Andrew Silfen regarding fee application (.3); revise same (.6). | .9 | 396.00 |

CURRENT FEES

 11,092.00

TIMEKEEPER TIME SUMMARY

| | | | | |
|--------------------|------|----|------------|-----------|
| Thomas E. Jeffry | .8 | at | \$965.00 = | 772.00 |
| Nicholas A. Marten | 1.6 | at | \$655.00 = | 1,048.00 |
| Nicholas A. Marten | 4.8 | at | \$590.00 = | 2,832.00 |
| Lisa Indelicato | 4.2 | at | \$440.00 = | 1,848.00 |
| Lisa Indelicato | 11.2 | at | \$410.00 = | 4,592.00 |
| | ---- | | | ----- |
| TOTALS | 22.6 | | | 11,092.00 |

SUBTOTAL FOR THIS MATTER

\$11,092.00

00029 Travel
18 JUNE 2020

Invoice Number 1989331
Page 11

RE: Travel

FOR PROFESSIONAL SERVICES RENDERED THROUGH: APRIL 30, 2020

| Date | Timekeeper | | Hours | Value |
|----------|------------|--|-------|----------|
| ----- | ----- | | ----- | ----- |
| 09/09/19 | TE Jeffry | Travel to and from mediation. (Billed at 50%)) | 1.5 | 1,447.50 |

CURRENT FEES

1,447.50

TIMEKEEPER TIME SUMMARY

| | | | |
|------------------|-------|---------------|----------|
| Thomas E. Jeffry | 1.5 | at \$965.00 = | 1,447.50 |
| | ----- | | ----- |
| TOTALS | 1.5 | | 1,447.50 |

SUBTOTAL FOR THIS MATTER

\$1,447.50

039862 Special Healthcare Counsel to the Unsecu
18 JUNE 2020

Invoice Number 1989331
Page 12

SUMMARY OF CHARGES

| | |
|-----------------------------------|----------------|
| TOTAL FOR: Other Database Search | 26.26 |
| TOTAL FOR: Parking and/or Mileage | 17.92 |
| | ----- |
| TOTAL CHARGES | \$44.18 |

| | Area of Expertise, Year Admitted | Hours | Rate (\$) | Amount (\$) |
|------------------------------------|----------------------------------|--------------|-----------|------------------|
| Partner | | | | |
| Andrew I. Silfen | BR, 1986 (NJ), 1987 (NY) | 5.60 | 1365.00 | 7,644.00 |
| Robert Hirsh | BR, 1998 (NY & NJ) | 25.80 | 1020.00 | 26,316.00 |
| Thomas E. Jeffrey | | 2.00 | 1015.00 | 2,030.00 |
| Thomas E. Jeffrey | | 28.40 | 965.00 | 27,406.00 |
| ASSOCIATES | | | | |
| Nicholas A. Marten | | 5.40 | 655.00 | 3,537.00 |
| Nicholas A. Marten | | 4.80 | 590.00 | 2,832.00 |
| Blended Rate for Attorneys: 968.96 | | | | |
| PARAPROFESSIONALS | | | | |
| Lisa Indelicato | BR | 5.80 | 440.00 | 2,552.00 |
| Lisa Indelicato | BR | 11.20 | 410.00 | 4,592.00 |
| Yvonne Li | | .60 | 255.00 | 153.00 |
| | | 89.60 | | 77,062.00 |

BF: Banking and Finance
 BR: Bankruptcy and Reorganization
 CORP: Corporate
 EMPL: Employment Law
 ERISA: ERISA & Employee Benefits
 HEALTH: Health Law
 INTL: International Law
 LDR: Litigation Dispute Resolution
 RE: Real Estate

039862 Special Healthcare Counsel to the Unsecu
18 JUNE 2020

Invoice Number 1989331
Page 14

| | |
|---------------------------------|----------------------|
| CURRENT CHARGES FOR ALL MATTERS | 44.18 |
| CURRENT FEES FOR ALL MATTERS | 77,062.00 |
| TOTAL AMOUNT OF THIS INVOICE | \$77,106.18 ===== |
| REMAINING RETAINER BALANCE: | \$.00 |

ARENT FOX LLP

1717 K Street, NW

Washington, DC 20006-5344

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Special Healthcare Counsel to the Unsecured Creditors
Committee of Verity Health System of California Inc.
New York, NY 10019

Invoice Number 1989331
Invoice Date 06/18/20
Client Number 039862

- - REMITTANCE COPY - -

PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$77,106.18

PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:

Arent Fox LLP
P.O. Box 644672
Pittsburgh, PA 15264-4672

WIRING INSTRUCTIONS (if applicable):

Bank: PNC BANK
Address: 800 17th Street NW
Washington, DC 20006
ABA#: 031000053 (for Wires only)
ABA#: 054000030 (for ACH only)
SWIFT CODE: PNCCUS33 (for international use)
Account #: 5559763933
Beneficiary Name: Arent Fox LLP
Beneficiary Address: 1717 K Street, NW
Washington, DC 20006

Please reference the following:

Client # 039862
Client Name Special Healthcare Counsel to the Unsecured Credito
Invoice Number 1989331

All invoices are due upon receipt.

Balance due reflects payments received through invoice date.

Any time, disbursements, and charges relating to this matter not shown above will appear on next month's bill.

EXHIBIT 3

**COMPENSATION BY TIMEKEEPER
MAY 1, 2019 THROUGH APRIL 30, 2020**

| Name of Professional Person | Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice, Area of Expertise | Hourly Billing Rate (including changes) | Total Billed Hours | Total Compensation |
|-----------------------------|---|---|--------------------|--------------------|
| Andrew I. Silfen | Partner since 2003. Member of NY bar since 1987. Bankruptcy and Financial Restructuring. | \$1365 | 5.60 | \$7,644.00 |
| Robert M. Hirsh | Former Partner. Joined firm in 2005 and departed February 2020. Member of NY and NJ bar since 1998. Bankruptcy and Financial Restructuring. | \$1020 | 25.80 | \$26,316.00 |
| Thomas E. Jeffry | Partner since 2009. Member of CA bar since 1986. Health Care. | \$1015 | 2.00 | \$2,030.00 |
| | | \$965 | 28.40 | \$27,406.00 |
| Nicholas A. Marten | Joined firm as an associate in 2016. Member of the NY and NJ bars since 2012. Bankruptcy and Financial Restructuring. | \$655 | 5.40 | \$3,537.00 |
| | | \$590 | 4.80 | \$2,832.00 |
| Lisa Indelicato | Bankruptcy Senior Paralegal Specialist. | \$440 | 5.80 | \$2,552.00 |
| | | \$410 | 11.20 | \$4,592.00 |
| Yvonne Li | Paralegal. Bankruptcy and Financial Restructuring. | \$255 | 0.60 | \$153.00 |
| TOTAL | | | 89.60 | \$77,062.00 |

Blended rate (excluding paraprofessionals): \$968.96

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EXHIBIT 4

EXPENSE SUMMARY
MAY 1, 2019 THROUGH APRIL 30, 2020

| Expense Category | Service Provider (if applicable) | Total Expenses |
|-------------------------|---|-----------------------|
| Other Database Search | PACER | \$26.26 |
| Parking and/or Mileage | | \$17.92 |
| TOTAL | | \$ 44.18 |

Detailed descriptions of Arent Fox’s expenses are included in **Exhibit 2** to this application.

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EXHIBIT 5

BIOGRAPHIES



Andrew I. Silfen

MANAGING PARTNER, NEW YORK

Andrew is the Managing Partner of the New York office and leads the Bankruptcy & Financial Restructuring practice.



Practices & Industries

Fashion & Retail Law
Long Term Care & Senior Living
Bankruptcy & Financial Restructuring
Complex Litigation
Finance

Bar & Court Admissions

New York
US District Court, Eastern District of New York
US District Court, Northern District of New York
US District Court, Southern District of New York

Education

New York University School of Law , LL.M. (corporate)
Brooklyn Law School , JD (Moot Court Honor Society)
Brandeis University , BA (cum laude)

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Andrew has extensive experience in all aspects of financial restructurings, distressed situations, and bankruptcy. Andrew has a renowned practice representing creditors' committees, indenture trustees, agents, and bondholders in bankruptcy proceedings, as well as acquirors of and investors in troubled, distressed, and bankrupt companies. Andrew has extensive experience representing strategic and control investors. He has played a prominent role in large and small restructurings and bankruptcies throughout the United States, and his broad-based practice and experience have enabled him to devise unique and innovative solutions to complex matters.

Client Work

Andrew's recent matters have included:

- Representation of an indenture trustee and/or collateral agents in Vantage Drilling Company, Claire's Stores, Inc., Cenveo, Inc., First Flo Corporation, David's Bridal, Inc., Orexigan Therapeutics Inc., Rex Energy Corporation, 21st Century Oncology Holdings, Inc., Sabine Oil & Gas Corp., BPZ Energy, Inc., LINN Energy, L.L.C., Halcon Resources Corp., LINC USA GP, Endeavor Operations Corporation, Goodrich Petroleum Corp., Dynegy Holdings LLC, Caesars Entertainment Operation Company, Washington Mutual, Inc., ATA Airlines, Plainwell Inc., Dana Corporation, R.H. Donnelley Corp., Simmons Company, Fremont General Corporation, Propex Inc., Pliant Corporation, TOUSA, Inc., HomeBanc Corp., Portrait Corporation of America Inc., Vesta Insurance Group Inc., United Air Lines, Silver State Bancorp, Maxxim



Medical and Lodgian Inc. bankruptcy proceedings.

- Represented indenture trustees in enforcement litigation involving Algeco Scottsman Global Financial PLC and Merrimack Pharmaceuticals Inc.
- Representation of creditors' committees in high-profile bankruptcy proceedings in such industries as oil and gas; energy; mining and exploration; retail and fashion; publishing; manufacturing; cosmetics and beauty supplies; healthcare and assisted living; automotive; telecommunications and integrated communications providers; e-commerce, internet and technology; life sciences; pharmaceuticals; and hotel and hospitality.
- Representation of creditors' committee in Cengage Learning, Inc., Allied Nevada Corporation, Energy and Exploration Partners, Rooster Energy, Ltd., and Shoreline Energy, LLC.
- Representation of creditors' committees in Chapter 9 proceeding of Kennewick Public Hospital District.
- Represented transportation and midstreamer counterparties in Bonanza Creek, Inc. bankruptcy proceeding.
- Represented The Continental Insurance Company in chapter 15 proceedings of Hanjin Shipping Co.
- Represented gas transportation counterparts and project developer in PREPA Promesa proceeding in Puerto Rico.
- Representation of sellers and purchasers of debt and equity positions of troubled, distressed and bankrupt business entities and acquirors and purchasers of assets of insolvent and bankrupt entities in such industries as metals manufacturing; telecommunications; cosmetics manufacturing; retail and fashion; e-commerce and technology; healthcare and hospitality.
- Representation of Official Retired Employees Committee in Eastman Kodak Company bankruptcy proceedings.
- Advising financially healthy companies on implementing changes in their capital structure to enhance enterprise value.
- Representation of court-appointed fiduciaries such as creditor trustees, liquidation trustees, and plan administrators.

Professional Activities

Andrew is a chairman and trustee of the executive committee of the New York Institute of Credit, and a fellow of the American Bar Foundation. He is also a member of the board of directors of the Association of Insolvency and Restructuring Advisors, which has a membership of 2,600; he was only the second lawyer to be selected to the board at that time. He also serves on two subcommittees for the American Bar Association: the Subcommittee on Indentures and Bankruptcy and the Subcommittee on Bankruptcy Committees. Andrew also is a member of the



Turnaround Management Association and Brooklyn Law School's Barry L. Zaretsky Annual Bankruptcy Roundtable Steering Committee.

Publications, Presentations & Recognitions

Andrew and the Bankruptcy & Financial Restructuring practice were honored as a Recognized Practitioner by Chambers USA as being among the best bankruptcy practices in the United States in 2014. Andrew was also recognized as a leading municipal finance bankruptcy attorney in *Legal 500 US* in 2014 and 2015. In 2016, Andrew received three Turnaround Atlas Awards from the Global M&A Network: Mining & Restructuring of the Year – Allied Nevada Gold Corp, Cross Border Turnaround of the Year/Mid Markets – Advance Watch Company, and Corporate Turnaround of the Year/Large – Exide Technologies Chapter 11 Reorganization. In 2017, Andrew received the Turnaround Atlas Award for Turnaround of the Year for Energy Exploration Partners Chapter 11 Plan of Reorganization.

Andrew has lectured frequently on current restructuring, bankruptcy, and investing issues. He has also contributed to various publications and seminar materials on various restructuring and bankruptcy topics.

His recent published works include:

- [In the Third Circuit, an Intercreditor Agreement Means What it Says.](#) *Pratt's Journal of Bankruptcy Law*, January 2020
- Co-author of the chapter, "Creditor and Equity Committees," *Reorganizing Failing Businesses, Third Edition*
- ["The Energy Future Holding Corp. Decision: Validating Tender Offer and Limiting the Application of Confirmation Requirements in Bankruptcy Settlements."](#) *Pratt's Journal of Bankruptcy Law*, July/August 2015.
- ["Clarifying TruPS Holders' Exercise Of Remedial Rights,"](#) *Law360*; October 2014
- ["A 3rd Circ. Opinion On Third-Party Releases,"](#) *Law360*; August 2014
- ["Valuing Claims in Multi-Debtor Cases: Aggregation of Collateral on the Rise,"](#) *ABFJournal*; May/June 2014
- "Validating A Holder's Right to Elect Chapter 7 Trustee," *Law360*; August 2012
- "Section 1102 Adds Uncertainty to Creditors and Equity Committees," *Bankruptcy Court Decisions, Weekly News & Comment*; Sept. 13, 2005, co-written with Heike M. Vogel
- "BABCPA Provisions Impact Committees from Multiple Angles," *Bankruptcy Court Decisions, Weekly News & Comment*; Sept. 27, 2005, co-written with Heike M. Vogel
- "The BABCPA: Provisions Affecting Official Committees of Unsecured



Creditors and their Membership,” *Bankruptcy Reform 2005: Expert Analyses Examining & Predicting the Impact on the Commercial Practitioner*, LRP Publications; 2005, co-written with Heike M. Vogel

- “Who is Your Client? Counseling the Officers and Directors When You Represent the Debtor,” ABI Spring Conference; May 2005
- “Reallocation Plans and Unlocking Value For Unsecured Creditors,” Plan of Reorganization Conference, Association of Insolvency and Restructuring Advisors; 2004
- “Equity Investing in Distressed and Troubled Companies,” 20th Annual Restructuring Conference, Association of Insolvency and Restructuring Advisors; 2004
- “Sharing A Piece of the Bankruptcy Pie: Asset and Plan Distribution Reallocation,” Winter Leadership Conference Educational Materials, American Bankruptcy Institute; 2003
- “Creativity and § 1129 (a): Confirmation of Administratively Insolvent Debtor,” *ABI Journal*; September 2003
- “The Role of Examiner, 19th Annual Restructuring Conference,” Association of Insolvency and Restructuring Advisors; 2003
- “Fighting for Paper: Secured Lenders’ Interests in Leases and Encumbered Property,” The Nassau Academy of Law Annual Bankruptcy Update, Nassau Academy of Law; 2003
- “Deconstructing Timbers-Application of Adequate Protection Payments,” Winter Leadership Conference Educational Materials, American Bankruptcy Institute; 2000
- “Non-Debtor Releases for Plan Funders, Investors and Other Contributors to a Reorganization, Cracking the Code - A Newsletter of Insolvency Issues,” American Bankruptcy Institute; 2000



Robert M. Hirsh

PARTNER

Robert has extensive experience in all aspects of financial restructuring and bankruptcy issues.



Practices & Industries

Long Term Care & Senior Living
Real Estate

Bankruptcy & Financial
Restructuring

Complex Litigation
Finance

Bar & Court Admissions

New Jersey

New York

US District Court, District of
New Jersey

Supreme Court of New Jersey

New York State Court of Appeals

US District Court, Eastern
District of New York

US District Court, Northern
District of New York

US District Court, Southern
District of New York

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Robert's practice focuses on DIP financing, debtor-in-possession financing, exit financing, and distressed specialty situation financing. He also focuses on Chapter 11 creditor representation, work-outs, and restructurings. He represents unsecured creditors' committees, creditor trusts, bondholders, noteholders and indenture trustees throughout the country. He also has diverse experience in various industries – particularly health care, long-term care, and senior living, as well as manufacturing and hospitality. Robert is skilled at developing unique solutions to complex matters.

Client Work

Currently, Robert represents the Official Committee of Unsecured Creditors in EBH Topco, LLC in Delaware, as well as the DIP Lender in Videology, Inc., also pending in the District of Delaware. Robert is currently representing creditors' committees across the country in high-profile bankruptcy proceedings in such industries as mining, oil and gas, e-commerce, Internet and technology, manufacturing, and health care.

Recent representations include:

- Representation of the DIP Lender in Aerogroup International, Inc.
- Representation of the Official Committee of Unsecured Creditors in Allied Nevada Corporation, et al., one of the largest gold and silver mine chapter 11 bankruptcy filings, which filed in March 2015.



District of Texas

Education

Brooklyn Law School , JD
Brandeis University , BA (cum
laude)

- Representation of the Official Committee of Unsecured Creditors in Energy & Exploration Partners, Inc., an oil and energy company in Texas.
- Representation of creditors' committee in the bankruptcy proceeding of Cengage Learning, Inc. Cengage filed for Chapter 11 protection on July 2, 2013, with approximately \$7.5 billion in assets, making it the largest Chapter 11 filing of 2013. Cengage emerged from bankruptcy on March 31, 2014.
- Represented Morgan Industries Corporation and Hunter Maine Corporation as Debtor's counsel in a successful restructuring and sale.

Professional Activities

Robert is a member of the American Bankruptcy Institute, the Association of Insolvency and Restructuring Advisors, the Equipment Leasing and Finance Association, the Eastern Association of Equipment Lessors, and the New York State Bar Association.

Publications, Presentations & Recognitions

Robert's publications and presentations include:

- Co-author, [Why Businesses Should Consider Serving on an Official Committee of Unsecured Creditors](#), July 2018
- "Economic Agglomeration And Bankruptcy In The Retail Sector: The Domino Effect," *CRF News*, Credit Research Foundation, 3rd Qtr. 2016 (co-author George Angelich)
- "Crumbs Court Deals Protection for Trademark Licensees in Bankruptcy"; *Intellectual Property & Technology Law Journal*; February 2015
- "Hot Topics in Chapter 9 Bankruptcy Cases - What Trade Creditors Need to Know to be Protected" CRF Credit & Accounts Receivable Open Forum; October 22, 2013
- "Where is Bankruptcy Headed and How Can the Process Be Improved" Credit Research Foundation, March Forum Presentation (Los Angeles, CA); March 20, 2012
- Lectured on Toolbox Issues for Financial Advisory Firms, Association of Insolvency and Restructuring Advisors, 27th Annual Bankruptcy and Restructuring Conference (Boston, MA); June 8, 2011
- "Litigation in Complex Bankruptcies," Association of Insolvency and Restructuring Advisors, 9th Annual Advanced Restructuring and Plan of Reorganization Conference (New York, NY); November 15, 2010
- "Commercial Real Estate: The Next Wave in the Global Credit Crisis?," Association of Insolvency and Restructuring Advisors, 8th Annual Advanced Restructuring and Plan of Reorganization Conference (New York, NY);



November 16, 2009

- "Lenders Under Fire: Strategies for and Defenses to Extracting Money from Lenders in Consumer and Business Cases," American Bankruptcy Institute 14th Annual Southeast Bankruptcy Workshop (Hilton Head Island, SC); July 30, 2009
- "Real Estate Bankruptcies: What's Happening Now, and What's Next? Dealing with the Litigation Wave in Residential and Commercial Cases," American Bankruptcy Institute 20th Annual Winter Leadership Conference (Tucson, AZ); December 5, 2008
- "Bankruptcy Claims – Should You Feel Safe Selling Your Claims?" *Credit and Financial Management Review*; September 2008
- "Lessors Rejoice – Bankruptcy Reform May Reduce the Cost of Defaulted Leases," *Equipment Leasing Today*; June 2007
- "2007 Legal Update: Staying Afloat on a Sea of Legal Changes," Equipment Leasing and Finance Association Legal Forum (Miami, FL); May 7, 2007
- "The New Bankruptcy Act of 2005 ... What Everyone Must Know" and "The New Preference Pitfalls," Bank Leumi (New York, NY); September 29, 2005
- "Bankruptcy Update: Let's Discuss What's New," Equipment Leasing Association Legal Forum (Miami, FL); May 30, 2004
- "Developments and Issues in Equipment Leasing," GE Commercial Finance (Danbury, CT); March 25, 2004



Thomas E. Jeffry Jr.

PARTNER

Tom counsels health care provider clients on business and regulatory compliance matters, including providing advice on investigations, corporate integrity programs, and transactions.



Practices & Industries

Health Care
Long Term Care & Senior Living
Privacy, Cybersecurity & Data Protection

Bar & Court Admissions

California
Supreme Court of the United States
US Court of Appeals, 9th Circuit
US District Court, Northern District of California
US District Court, Central District of California
US District Court, Eastern District of California

Education

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Tom brings over 30 years of experience to help health industry clients successfully address their business challenges and navigate through their regulatory compliance issues. Tom represents hospital systems and other types of providers, with joint ventures and strategic affiliations, corporate governance and reorganizations, the development and construction of health facilities, mergers and acquisitions, as well as drafting and negotiating contracts.

Tom also handles regulatory matters, including Stark, federal and state fraud and abuse, licensing, corporate practice prohibitions, health information technology, privacy and data security, Medicare and other payor issues, and matters related to clinical research.

He has extensive experience in corporate governance, nonprofit tax and antitrust issues related to integrated delivery systems, health information technology, bioethics, privacy and security, and HIPAA regulations. Tom also represents health care clients under investigation by or subject to administrative proceedings by state or federal agencies.

Client Work

Tom's representative matters include:

- Merger and Acquisitions/Affiliations of hospital, health systems, medical groups/provider networks, and California Health Care Districts;



- Conducted compliance investigations related to HIPAA breaches, Stark, billing and coding alleged violations, investigator misconduct, medical waste disposal, medical office building leases, and physician agreements for hospitals and community clinics;
- Prepared Corrective Action Plans and Voluntary Disclosures for hospitals;
- Developed Physician-Hospital Affiliations including:
 - Radiology outpatient Joint Venture;
 - Integrated outpatient services provided through hospital outpatient clinics or hospital sponsored foundations;
 - Accountable Care Organizations;
 - Physician recruitment arrangements;
 - Co-Management agreements;
 - On Call arrangements; and
 - Hospital-based specialist services agreements.
- Creation or reorganization of community clinics, specialty medical groups (emergency, orthopedic, cardiology and oncology), non-profit and government hospitals, and telehealth ventures; and
- Assisted two separate hospitals in the development and operation of hospital sponsored graduate medical education programs including the preparation of PLAs, Master Affiliation Agreement, faculty and resident agreements compliant with ACGME requirements.

Previous Work

Prior to joining Arent Fox, Tom was a partner at a large international law firm in the health law department. Previously, he served as city attorney for Jackson, California, and as county counsel for Alpine County, California. Prior to becoming a lawyer, Tom worked for a major medical specialty society as its communications director.

Professional Activities

Tom is an active member of the American Bar Association, the American Health Lawyers Association, and the Health Care Compliance Association. He previously served as the vice chairman of the California Medical Association Foundation.

As a former co-chair of the Policy Advisory Group for the Workgroup on Electronic Data Interchange (WEDI), Tom worked with a coalition of stakeholders to provide input to the initial HIPAA Privacy Rule.



Publications, Presentations & Recognitions

Tom was recognized as a “Pro Bono Champion” by the American Health Lawyers Association’s Public Interest Committee for his dedication and commitment to providing pro bono services in the health law field. He was also recognized for his work with the 2015 Special Olympics World Summer Games.

Since 2014, Tom has been recognized as a Southern California *Super Lawyer*. He has also been ranked in *Chambers USA*. Tom is the author of numerous articles and is a regular speaker.

Publications and presentations include:

- “Hot Topics: Examining New Developments and Persistent Questions,” Costa Mesa and San Francisco Medical Staff Leaders and the Law Conferences, February 28 and March 6, 2020
- “False Claims Act and Peer Review: What to Expect in 2019,” Costa Mesa and San Francisco Medical Staff Leaders and the Law Conferences, February 1 and March 1, 2019
- “How Medical Staffs Should Approach Social media, Texting and Telemedicine,” Costa Mesa and San Francisco Medical Staff Leaders and the Law Conferences, February 2 and March 2, 2018
- “Ethical Issues for Healthcare Lawyers,” Los Angeles County Bar Association, December 14, 2017
- Moderator, Bisnow’s 5th Annual Los Angeles Healthcare Forum, Los Angeles, CA, December 2, 2015
- “HIPAA: Risks and Enforcement Concerns,” *Practicing Law Institute’s Health Care Litigation and Risk Management Answer Book 2015*
- “[Webinar on the Importance of Protecting Your Health Care Organization Against a Cybercrime Attack!](#),” October 23, 2014
- “Closing the Deal in the Healthcare M&A Sector: Tips for Clients and Attorneys,” Chapter in “Navigating Health Care Transactions – Leading Lawyers on Conducting Due Diligence and Developing Effective Deal Strategy for Health Care Clients,” *Aspatore Inside the Minds Series*, July 2013
- Moderator, Bisnow’s Orange County Healthcare Real Estate Summit, Newport Beach, CA, May 31, 2013
- “HIPPA Enforcement: OCR on the Doorstep,” 9th Annual Healthcare Law Compliance Symposium, Los Angeles, CA, October 4, 2012
- “An Overview of Recent Challenges to Hospital Transactions: Is the FTC Really More Aggressive?” *Becker’s Hospital Review*, May 1, 2012
- “Invasion of the RACs, Stories and Strategies from the Front Line,” American Health Lawyers Association In-House Counsel Program, June 27,



2010

- "Compliance Corrective Action Plans: Why and How," Health Care Compliance Association West Coast Regional Conference, June 18, 2010
- "Structuring, Implementing and Monitoring Service Contracts: A Team Sport of Compliance, Quality, Legal, and Human Resources," Health Care Compliance Association Compliance Institute, April 19, 2010
- ["The HITECH Act and You: Things to Know to Maximize the Benefits and Minimize the Pain," HITECH: Is Your Hospital Ready for this Opportunity? presented by the Hospital Association of Southern California, California Hospital Association, and Arent Fox LLP, January 2010](#)
- "New Privacy Laws Impacting the Health Care Work Place, California Hospital Association Labor and Employment Law" seminar, November 2009
- ["Doing Business With \(or as\) a Distressed Company," California Society for Health Care Attorneys Fall Seminar, November 2009](#)
- Red Flag Rules Compliance Deadline Approaches: Providers should focus on identity theft prevention program implementation, February 9, 2009
- "When Does the Medicare Secondary Payer Rule Prevent Medicare Coverage of Clinical Trial 'Complications'?" *Health Lawyers News*, March 1, 2008
- "Charities' Support of Commercial Clinical Research," *Taxation of Exempts*, Sept./Oct. 2007
- FTC Delays Enforcement of Red Flag Rules to May 1, 2009, October 23, 2008
- New California Laws Strengthen Patient Privacy, October 3, 2008
- FTC Releases Restrictive New Prerecorded Telemarketing Rules: Prior written, signed agreements, automated opt-out mechanisms to be required, HIPAA exempt, August 25, 2008
- Health Care Providers: Don't Miss the Red Flags, August 19, 2008
- "Health Care Regulatory and Compliance Update," Co-hosted with Hospital Association of Southern California, May 20, 2008
- AIRI Annual Meeting on Increasing Revenue Streams, September 1, 2007
- Clinical Trials Coverage – Dashed Expectations, But Stay Tuned, July 13, 2007
- Hospital Association of Southern California Healthcare Regulatory Compliance Update, May 1, 2007
- California Association of Health Plans on Managing the Press after an Incident, March 1, 2007
- "Pay for Performance," Healthcare Financial Management Association, March 1, 2007



- “Financial Incentives and Gainsharing: Pay for Performance and Gainsharing Legal Issues,” The Second National Pay for Performance Summit, Los Angeles, California, February 15, 2007
- 13th Annual HIPAA Summit on EHR Acquisition, Implementation and Monitoring legal issues, September 1, 2006
- Health Care Compliance Association 12th Annual Compliance Institute on joint ventures in imaging centers, April 1, 2006
- “PFP and Financial Incentives and Legal Issues: Basic Legal Issues in Implementing Healthcare Incentives and Pay for Performance Programs,” National Pay for Performance Summit, Los Angeles, California, February 7, 2006
- 3rd National Conference on Medical Affairs on Implementation of Medicare Part D, December 1, 2005
- AIRI 44th Annual Meeting on Legal Issues Affecting Research Institutes, September 1, 2005
- Gainsharing Opportunities Expand for Physicians and Hospitals, June 22, 2005
- 10th Annual Health Care Compliance Association on HIPAA and Research, June 1, 2005
- Los Angeles County Bar Association on Physician Practice Revenues, April 1, 2005
- Healthcare Information and Management Systems Society-Southern California Chapter Meeting on Sarbanes-Oxley, October 1, 2004

Life Beyond the Law

An active volunteer in his community, Tom is a member and former past president of a local Rotary Club and embraces the motto of “Service Above Self.” He has a passion for landscape, architectural and human interest digital photography. As an amateur savory chef, Tom enjoys preparing food in his kitchen and paring with one of the wines he collects.



Nicholas A. Marten

ASSOCIATE

Nick is an Associate in the Bankruptcy & Financial Restructuring practice, where he focuses on corporate reorganization and bankruptcy matters.



Practices & Industries

Bankruptcy & Financial
Restructuring

Bar & Court Admissions

New York

US District Court, District of
New Jersey

US District Court, Southern
District of New York

US District Court, Eastern
District of New York

Education

St. John's University
School of Law , LL.M.

Hofstra University School of
Law , JD

California State Polytechnic
University, Pomona , BA

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Nick represents committees of unsecured creditors, secured creditors, unsecured creditors, liquidating trustees, and indenture trustees.

Client Work

Nick's client work includes:

- Representation of the Official Committee of Unsecured Creditors in the restructuring of Shoreline Energy LLC
- Representation of a creditor in the Chapter 11 bankruptcy case of Bonanza Creek Energy Inc.

Previous Work

Immediately prior to joining Arent Fox, Nick served as a law clerk to the Honorable Robert D. Drain, U.S. Bankruptcy Judge for the Southern District of New York. With Judge Drain, he gained experience working on large complex Chapter 11 cases, such as *The Great Atlantic & Pacific Tea Company, Inc.*, and attended numerous mediations.

Nick also served as a law clerk to the Honorable Robert E. Grossman, U.S. Bankruptcy Judge for the Eastern District of New York. While attending the St. John's Bankruptcy LL.M. program, Nick interned with the Honorable Stuart M.



Bernstein, U.S. Bankruptcy Judge for the Southern District of New York.

Professional Activities

Nick is a member of the:

- Turnaround Management Association
- American Bankruptcy Institute

He also participates as a judge in the preliminary rounds of the annual Conrad B. Duberstein Bankruptcy Moot Court Competition.

Life Beyond the Law

Nick is an avid baseball fan and enjoys cooking, hiking, bicycling, and photography.

PROOF OF SERVICE OF DOCUMENT

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

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

A true and correct copy of the foregoing document entitled (*specify*): SECOND INTERIM APPLICATION OF ARENT FOX LLP FOR 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*) July 14, 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*) July 14, 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*) July 14, 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.

July 14, 2020
Date

James C. Behrens
Printed Name

/s/ James C. Behrens
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
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- **Jacob Beiswenger** jbeiswenger@omm.com, jacob-beiswenger-5566@ecf.pacerpro.com;swarren@omm.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
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- **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
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- **Lauren A Deeb** lauren.deeb@nelsonmullins.com, maria.domingo@nelsonmullins.com
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- **Kerry L Duffy** kduffy@bzbm.com, cchou@bzbm.com
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