

1 GREGORY A. BRAY (Bar No. 115367)
gbray@milbank.com
2 MARK SHINDERMAN (Bar No. 136644)
mshinderman@milbank.com
3 ROBERT J. LIUBICIC (Bar No. 271465)
rliubicic@milbank.com
4 JAMES C. BEHRENS (Bar No. 280365)
jbehrens@milbank.com
5 MILBANK LLP
2029 Century Park East, 33rd Floor
6 Los Angeles, CA 90067
Telephone: (424) 386-4000/Facsimile: (213) 629-5063
7 *Counsel for the Official Committee of Unsecured*
Creditors of Verity Health System of California, Inc., et al.
8

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

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

- 14 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. 2:18-bk-20151-ER
Jointly Administered With:
CASE NO.: 2:18-bk-20162-ER
CASE NO.: 2:18-bk-20163-ER
CASE NO.: 2:18-bk-20164-ER
CASE NO.: 2:18-bk-20165-ER
CASE NO.: 2:18-bk-20167-ER
CASE NO.: 2:18-bk-20168-ER
CASE NO.: 2:18-bk-20169-ER
CASE NO.: 2:18-bk-20171-ER
CASE NO.: 2:18-bk-20172-ER
CASE NO.: 2:18-bk-20173-ER
CASE NO.: 2:18-bk-20175-ER
CASE NO.: 2:18-bk-20176-ER
CASE NO.: 2:18-bk-20178-ER
CASE NO.: 2:18-bk-20179-ER
CASE NO.: 2:18-bk-20180-ER
CASE NO.: 2:18-bk-20181-ER

Chapter 11 Cases

Hon. Ernest M. Robles

**STIPULATION ESTIMATING CLAIMS
OF INTEGRITY HEALTHCARE, LLC
SOLELY FOR VOTING PURPOSES**



1 This *Stipulation Estimating Claims of Integrity Healthcare, LLC Solely for Voting Purposes*
2 (this “Stipulation”) is entered into by and between the Official Committee of Unsecured Creditors in
3 the above-captioned jointly administered cases (the “Committee”) and Integrity Healthcare, LLC
4 (“Integrity,” and together with the Committee, the “Parties”), through undersigned counsel, with
5 respect to the following:

6 **RECITALS**

7 WHEREAS, on August 31, 2018 (the “Petition Date”), each of the above-captioned debtors
8 and debtors in possession (the “Debtors”) filed a voluntary petition with this Court for relief under
9 chapter 11 of the Bankruptcy Code;

10 WHEREAS, since the commencement of their cases, the Debtors have been operating their
11 businesses as debtors in possession pursuant to §§ 1107 and 1108;

12 WHEREAS, on September 14, 2018, the Office of the United States Trustee appointed the
13 Committee;

14 WHEREAS, on November 8, 2018, the Court granted Debtors’ motion to reject a Health
15 System Management Agreement (the “Management Agreement”) under which Integrity provided
16 management services to Debtor Verity Health System of California, Inc. (the “Rejection Motion”) [Docket No. 254], ordering that the Management Agreement be rejected effective August 31, 2018 [Docket No. 794];

19 WHEREAS, on February 11, 2019, the Court entered its order setting the deadline for filing
20 proofs of claim as April 1, 2019 (the “Bar Date Order”) [Docket No. 1528];

21 WHEREAS, on March 27, 2019, Integrity filed proofs of claim nos. 4588, 4297-4301, 4590,
22 4592-93, 4595, 4598, 4600, 4603, 4605, 4607-08, and 4610 (collectively, the “Claim”) for, among
23 other things, a general unsecured claim in the amount of \$826,219,034, plus certain contingent and
24 unliquidated amounts arising under the Management Agreement, as further set forth in the Claim;

25 WHEREAS, on July 2, 2020, the Debtors and other Plan Proponents filed the *Second Amended*
26 *Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured*
27 *Creditors, and the Committee* (the “Plan”) [Docket No. 4993] and the *Disclosure Statement*
28

1 *Describing the Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the*
2 *Debtors, the Prepetition Secured Creditors, and the Committee* [Docket No. 4994];

3 WHEREAS, on July 2, 2020, the Court entered the *Order Approving: (I) Proposed Disclosure*
4 *Statement; (II) Solicitation And Voting Procedures; (III) Notice And Objection Procedures For*
5 *Confirmation Of Amended Joint Plan; (IV) Setting Administrative Claims Bar Date; And (V) Granting*
6 *Related Relief* [Docket No. 4997], which permits the Debtors (or the Committee, if permitted by the
7 Debtors) to object to any claim solely for Plan voting purposes by filing a determination motion no
8 later than the Voting Objection Deadline of July 23, 2020;

9 WHEREAS, the Debtors authorized the Committee to file a determination motion objecting to
10 the Claim solely for Plan voting purposes;

11 WHEREAS, through this Stipulation, the Parties have agreed to estimate the Claim at
12 \$100,000,000 solely for Plan voting purposes.


13 **STIPULATION**

14 NOW, THEREFORE, the Parties, by and through their respective counsel agree as follows:

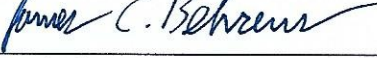
- 15 1. This Stipulation is subject to Court approval.
- 16 2. The Claim is estimated at \$100,000,000 solely for Plan voting purposes. For the
17 avoidance of doubt, all Parties' rights with respect to the Claim for all other purposes are expressly
18 reserved.
- 19 3. This Stipulation may be executed by facsimile or electronic mail in counterparts, and
20 it shall not be necessary that the signatures of, or on behalf of, each party appear on each
21 counterpart, but it shall be sufficient that the signature of, or on behalf of, each party appear on one
22 or more counterparts, all counterparts of which shall collectively constitute a single document.

23
24 *[Remainder of page intentionally left blank]*
25
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28

1 **Integrity Healthcare, LLC**

2 By: 
3 Bruce Bennett
4 Peter S. Saba
5 Jones Day
6 Counsel to Integrity Healthcare, LLC

7 **Official Committee of Unsecured Creditors**

8 By: 
9 Gregory A. Bray
10 Mark Shinderman
11 Robert J. Liubicic
12 James C. Behrens
13 Milbank LLP
14 Counsel to the Official Committee of Unsecured Creditors

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PROOF OF SERVICE OF DOCUMENT

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

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

A true and correct copy of the foregoing document entitled (*specify*): **STIPULATION ESTIMATING CLAIMS OF INTEGRITY HEALTHCARE, LLC SOLELY FOR VOTING PURPOSES** 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 23, 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 23, 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 23, 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 23, 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
- **Keith Patrick Banner** kbanner@greenbergglusker.com,
sharper@greenbergglusker.com;calendar@greenbergglusker.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
- **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
- **Stephen F Biegenzahn** efile@sfblaw.com
- **Karl E Block** kblock@loeb.com, jvazquez@loeb.com;ladocket@loeb.com;kblock@ecf.courtdrive.com
- **J Scott Bovitz** bovitz@bovitz-spitzer.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@mrlip.com,
bankruptcy@mrlip.com;camhihr98234@notify.bestcase.com;echun@mrlip.com;jkissinger@mrlip.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, Tabitha.davis@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** bdavidoff@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
- **Kerry L Duffy** kduffy@bzbm.com, cchou@bzbm.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, stena@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
- **Barbara R Gross** barbara@bgross.law, luz@bgross.law
- **David M. Guess** guessd@gtlaw.com
- **Anna Gumport** agumport@sidley.com
- **Mary H Haas** maryhaas@dwt.com, melissastobel@dwt.com;laxdocket@dwt.com
- **Craig N Haring** charing@blankrome.com, arc@blankrome.com
- **Melissa T Harris** harris.melissa@pbgc.gov, efile@pbgc.gov
- **James A Hayes** jhayes@zinserhayes.com, jhayes@jamesahayesaplc.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
- **Marshall J Hogan** mhogan@swlaw.com, knestuk@swlaw.com
- **Michael Hogue** hogue@gtlaw.com, SFOLitDock@gtlaw.com;navarrom@gtlaw.com
- **Matthew B Holbrook** mholbrook@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
- **Carol A Igoe** cigoe@calnurses.org, ttschneaux@calnurses.org
- **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, lsegura@sheppardmullin.com
- **Gerald P Kennedy** gerald.kennedy@procopio.com, kristina.terlaga@procopio.com; calendaring@procopio.com; efile-bank@procopio.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@lnrb.com, myk@ecf.inforuptcy.com
- **Benjamin R King** bking@loeb.com, karnote@loeb.com; ladocket@loeb.com; bking@ecf.courtdrive.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; gmccoy@bushgottlieb.com
- **Jolene E Kramer** bankruptcycourtnotices@unioncounsel.net, jkramer@unioncounsel.net
- **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.inforuptcy.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@steptoe.com, #-FirmPSDocketing@Steptoe.com; nmorneault@Steptoe.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
- **Kevin Meek** kmeek@robinskaplan.com, kevinmeek32@gmail.com; kmeek@ecf.inforuptcy.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
- **Montserrat 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; kathryn.howard@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** shedoesbklaw@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
- **Matthew J Olson** olson.matthew@dorsey.com, stell.laura@dorsey.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;pagterrr51779@notify.bestcase.com
- **Paul J Pascuzzi** ppascuzzi@ffwplaw.com, docket@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
- **Jeffrey M. Reisner** jreisner@steptoe.com, #-FirmPSDocketing@Steptoe.com;klyman@steptoe.com;nmorneault@Steptoe.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, docket@ffwplaw.com
- **Julie H Rome-Banks** julie@bindermlter.com
- **Mary H Rose** mrose@buchalter.com
- **Douglas B Rosner** drosner@goulstonstorrs.com
- **Gregory A Rougeau** grougeau@brlawfsf.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
- **Rebecca J Winthrop** rebecca.winthrop@nortonrosefulbright.com, diana.cardenas@nortonrosefulbright.com
- **Jeffrey C Wisler** jwisler@connollygallagher.com, dperkins@connollygallagher.com
- **Neal L Wolf** nwolf@hansonbridgett.com, lhappell@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, hatty.k.yip@usdoj.gov
- **Andrew J Ziaja** aziaja@leonardcarder.com,
sgroff@leonardcarder.com;msimons@leonardcarder.com;lbadar@leonardcarder.com
- **Rose Zimmerman** rzimmerman@dalcycity.org

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

John A. Moe, II – john.moe@dentons.com

Tania M. Moyron – tania.moyron@dentons.com

Nick Koffroth – nick.koffroth@dentons.com

Attorneys for Integrity Healthcare, LLC

Bruce S. Bennett – bbennett@jonesday.com

Benjamin Rosenblum – brosenblum@JonesDay.com

Peter S. Saba – psaba@jonesday.com