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6 Attorneys for the Post-Effective Date Debtors
7 and Special Counsel to the Liquidating Trustee

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

10 In re

11 VERITY HEALTH SYSTEM OF
CALIFORNIA, INC., *et al.*,

12 Debtors and Debtors In
13 Possession.

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

Hon. Judge Ernest M. Robles

**POSTCONFIRMATION STATUS REPORT
AND REQUEST FOR ORDER AUTHORIZING
LIQUIDATING TRUSTEE TO PAY
PROMPTLY ALLOWED PROFESSIONAL
CLAIMS IN ACCORDANCE WITH THE
FINAL COMPENSATION ORDERS AND
PLAN OF LIQUIDATION**

Hearing:

Date: TBD

Time: TBD

Location: Courtroom 1568

255 E. Temple St., Los Angeles, CA

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1 The Post-Effective Date Debtors and the Liquidating Trustee (the “Liquidating Trustee”) of
2 the VHS Liquidating Trust (the “Liquidating Trust”), established pursuant to the *Modified Second*
3 *Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition*
4 *Secured Creditors, and the Committee* [Docket No. 5466] (the “Plan”)¹ confirmed by the order
5 [Docket No. 5504] (the “Confirmation Order”) entered August 14, 2020, and that certain
6 Liquidating Trust Agreement, dated as of September 5, 2020 [Docket No. 6043] (the “Trust
7 Agreement”), hereby submit this Postconfirmation Status Report,² pursuant to the Plan,
8 Confirmation Order, and Rule 3020-1(b) of the Local Bankruptcy Rules of the United States
9 Bankruptcy Court for the Central District of California.

10 **I.**

11 **INTRODUCTION**

12 On September 4, 2020 (the “Effective Date”), the Plan became effective as set forth in the
13 notice filed with this Court. *See* Docket No. 6044. On or about the Effective Date, as set forth in
14 more detail below, the Debtors substantially consummated the Plan, distributing substantially all
15 of their assets—approximately \$495 million of net distributable value—to (i) the bond trustees on
16 account of their allowed secured claims, (ii) other creditors to the extent of their allowed secured
17 claims, (iii) creditors that held, as of the Effective Date, allowed administrative or priority claims,
18 (iv) the Liquidating Trust to establish the various reserves and funds required under the Plan and
19 approved by this Court, pursuant to the Confirmation Order, (v) holders of allowed employee
20 claims, (vii) holders of allowed capitation refund claims, and (viii) the Post-Effective Date Debtors
21 to establish the Operating Account for the Post-Effective Date Debtors required under the Plan and
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23
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25

26 ¹ Unless otherwise defined herein, all capitalized terms have the definitions set forth in the Plan.

27 ² Concurrently herewith, the Post-Effective Date Debtors and Liquidating Trust have filed an
28 *Application for Order Setting Hearing on Shortened Notice*, which requests, among other things,
that the Court set a hearing on this Status Report on December 28, 2020, at 10:00 a.m.

1 approved by this Court, pursuant to the Confirmation Order. A summary of the payments and
 2 distributions made on the Effective Date, or shortly thereafter, are as follows:

3	Payments to Bond Trustees (Secured Claims)	\$ 370,349,799
4	Payments to Other Secured Creditors	2,444,750
	Payment of Allowed Administrative/Priority Claims	8,031,440
5	Payments to Liquidating Trustee	88,579,441
	Total Payments on Effective Date	\$ 469,405,430
6	Payment of Allowed Administrative Claims between Plan Confirmation and Effective Date	16,138,075
7	Payment of Allowed Employee and Capitation Claims after Effective Date	6,936,399
8	Funding of Post-Effective Date Debtors Operating Budget	2,500,000
	Total Payments under Plan on or about Effective Date	\$ 494,979,904

9 A summary of the distributions to the Liquidating Trust for various reserves required by the Plan
 10 are as follows:

		Payments to Liquidating Trustee on Effective Date
Class	Designation / Description	
2.1B	Administrative Claims (<i>Section 15.3</i>)	\$ 63,678,100
2.2	Professional Claims (<i>Section 7.9</i>)	14,087,293
2.3	Statutory Fees (<i>Section 7.9</i>)	603,270
7.8	Funding of LT Administration Account	3,500,000
1A	Priority Non-Tax Claims	3,710,778
	Subtotal	\$ 85,579,441

17 In addition to the foregoing, on the Effective Date, the Debtors transferred to the Liquidating Trust
 18 approximately \$3 million as a reserve to ensure the Post-Effective Date Debtors could adequately
 19 pay the self-insured retention on various insured claims, if required to do so.

20 **II.**

21 **SCHEDULE OF DEBTS, CLAIMS, AND PAYMENTS**

22 The Post-Effective Date Debtors and the Liquidating Trustee respectfully provide further
 23 disclosure and detail below concerning the amount that has been paid to each class of Claims
 24 designated under the Plan:

25 ///

26 ///

27 ///

28

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Class Description	Claims under Plan	Professional Fees & Stub Interest	Total Net Paydown Prior to / On Effective Date	Total Net Paydown after Effective Date	Remaining Claims
	+	+	-	-	=
1B Secured PACE Tax Financing Claims	\$ 42,700,000	\$ -	\$ (42,700,000)	\$ -	\$ -
2 Secured 2017 Revenue Notes Claims	42,000,000	143,464	(42,143,464)	-	-
3 Secured 2015 Revenue Notes Claims	160,000,000	237,192	(160,237,192)	-	-
4 Secured 2005 Revenue Bond Claims	259,445,000	2,956,830	(125,971,722)	(39,760,183)	96,669,926
5 Secured MOB I Financing Claims	46,363,096	307,685	(46,670,781)	-	-
6 Secured MOB II Financing Claims	20,061,919	79,612	(20,141,532)	-	-
7 Secured Mechanics Lien Claims	2,444,750	-	(2,444,750)	-	-
8 General Unsecured Claims	tbd	-	-	-	-
9 Insured Claims	tbd	-	-	-	-
10 2016 Data Breach Claims	n/a	-	-	-	-
11 Subordinated General Unsecured Claims	n/a	-	-	-	-
12 Interests	n/a	-	-	-	-
Subtotals	\$ 573,014,765	\$ 3,724,784	\$ (440,309,441)	\$ (39,760,183)	\$ 96,669,926

In addition to the classes of claims and interests designated by the Plan, the Plan also required payment of various Administrative Claims, Professional Claims, Statutory Fees, and Priority Tax Claims. A summary of these payments follows:

A. FILED AND ORDINARY COURSE ADMINISTRATIVE CLAIMS

Section 15.3 of the Plan established an Administrative Claims Reserve. The Post-Effective Date Debtors initially estimated that Administrative Claims to be filed by the Administrative Claims Bar Date would total approximately \$14 million, and that ordinary course Administrative Claims, which did not require any filing by a claimant, would total approximately \$38.7 million. See Docket No. 5468, Ex. D, at 1-2. Pursuant to the express terms of the Confirmation Order, the Court approved the establishment of the Administrative Claims Reserve, in the amount of \$52,749,000, as the sole source of payment for the aggregate amount of all allowed Administrative Claims (not including the deposit in the amount of \$30 million related to the SGM Sale, which is also held in a separate, segregated reserve). See Confirmation Order, ¶ 24 at 36.

On or about the Effective Date, the Debtors paid approximately \$21,871,168 to Holders of Administrative Claims³ that had been allowed as of the Effective Date, and transferred \$63,678,100

³ The foregoing amount includes \$2,000,000 paid to California Nurses Association (“CNA”) and \$500,000 paid to Toyon Associates, Inc. (“Toyon”) on the Effective Date. The Section 15.3 Exhibit filed with the Court anticipated that \$850,000 of the CNA amount would be paid prior to the Effective Date. The Section 15.3 Exhibit included a reserve of \$250,000 for Toyon, but a settlement subsequently was reached with Toyon in the amount of \$500,000, as authorized by an order [Docket No. 6048] of the Court.

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1 to the Liquidating Trust to create the reserves in the amounts required by the Confirmation Order.
2 Since the Effective Date, the Liquidating Trust has paid an additional \$15,964,170 to Holders of
3 Administrative Claims allowed after the Effective Date, for total payments to Administrative
4 Claimants of \$37,835,338. Currently, there is approximately \$17,713,930 in the Administrative
5 Claims Reserve to be used to pay all remaining Administrative Claims (not including the deposit
6 in the amount of \$30 million related to the SGM Sale held in a separate, segregated account).

7 Since the Effective Date, the amount of the ordinary course Administrative Claims that have
8 been asserted is higher than anticipated, including employee benefit claims and out-of-network
9 claims. While the Post-Effective Date Debtors and the Liquidating Trustee continue to analyze the
10 amounts of the ordinary course Administrative Claims as they are submitted by claimants, it
11 appears, based on submitted claims to-date, that the amount of the ordinary course Administrative
12 Claims that have been submitted currently exceed the amount of ordinary course Administrative
13 Claims that was approved by the Court as part of the Administrative Claims Reserve, pursuant to
14 the Confirmation Order, by approximately \$11 million. Further, based on current projections, it
15 appears that, over time, the ordinary course Administrative Claims may ultimately exceed the
16 Administrative Claims Reserve by as much as \$26.5 million.

	Reserves under Plan	Paid Prior to / On Effective Date	Reserves Sent to Trustee	Net Paid after Effective Date, through Nov 30	Current Net Payables	Estimate of Future Claims / Future Release of SGM Claim	Estimated Net Current Position
2.1B Claims	+	-	=	-	-	-	=
Filed Administrative Claims	\$ 15,174,133	\$ (5,733,093)	\$ 9,441,041	\$ (419,679)	\$ -	\$ (9,021,361)	\$ -
Ordinary Course Administrative Claims	40,375,134	(16,138,075)	24,237,059	(15,544,491)	(7,568,368)	(27,697,087)	(26,572,887)
SGM Filed Administrative Claim	30,000,000	-	30,000,000	-	-	(30,000,000)	-
Subtotals	\$ 85,549,268	\$ (21,871,168)	\$ 63,678,100	\$ (15,964,170)	\$ (7,568,368)	\$ (66,718,448)	\$ (26,572,887)

21 The Post-Effective Date Debtors and the Liquidating Trustee intend to provide an additional
22 analysis to the Court with respect to Administrative Claims after further review, which is expected
23 in the first quarter of 2021.

24 **B. PROFESSIONAL CLAIMS**

25 For the Professional Claims not yet fixed and Allowed by the Court prior to or on the
26 Effective Date, the Plan established a Professional Claim Reserve. See Plan, § 7.9(b) at 50. On the
27 Effective Date, the Debtors transferred \$14.1 million to the Liquidating Trust to fund the
28 Professional Claim Reserve. Since the Effective Date, approximately \$11.3 million was paid to

1 Holders of Professional Claims on account of fees earned, and expenses incurred, prior to the
2 Effective Date.

3 On December 17, 2020, the Court entered orders [Docket Nos. 6332, 6333] (the “Final
4 Compensation Orders”) awarding fees and expenses to Holders of Professional Claims through the
5 Effective Date. There are sufficient funds remaining to pay the unpaid fees and expenses allowed
6 by the Final Compensation Orders, which are as follows:

		Remaining Allowed Professional Claims
Class	Debtor Professionals (7)	
2.2	Dentons US LLP	\$ 819,665
2.2	Berkeley Research Group, LLC	762,359
2.2	Jeffer Mangels Butler & Mitchell LLP	29,833
2.2	Davis Wright Tremaine LLP	161,681
2.2	Bartko Zankel Bunzel & Miller	202,028
2.2	Nelson Hardiman, LLP	68,939
2.2	Pachulski Stang Ziehl & Jones LLP	197,660
	UCC Professionals (3)	
2.2	Milbank LLP	293,260
2.2	FTI Consulting, Inc.	256,039
2.2	Arent Fox LLP	14,618
	Patient Care Ombudsman Professionals (3)	
2.2	Dr. Jacob Rubin, MD, FACC	52,215
2.2	Dr. Tim Stacy DNP, ACNP-BC	26,338
2.2	Levene, Neale, Bender, Yoo & Brill L.L.	10,544
	Subtotal	\$ 2,895,180

19 **C. STATUTORY FEES AND PRIORITY TAX CLAIMS**

20 Approximately \$33,343 of California taxes have been paid post-Effective Date, including
21 \$24,230 of California franchise taxes and \$9,113 of additional sales taxes.

22 **D. DISPUTED UNCLASSIFIED CLAIMS AND DISPUTED CLASS 1A CLAIMS**

23 The Disputed Unclassified Claims and Disputed Class 1A Claims Reserve contains funds
24 to pay Disputed Unclassified Claims and Disputed Class 1A Claims once such Claims are allowed.
25 On the Effective Date, the Debtors paid \$2.1 million to Medline, Cardinal, US Foods, and Cochlear
26 Americas, on account of § 503(b)(9) Claims. On the Effective Date, the Debtors’ transferred
27 \$3,710,778 into the Disputed Unclassified Claims and Disputed Class 1A Claims Reserve. Since
28 the Effective Date, \$1.7 million has been paid to Holders of § 503(b)(9) Claims from this reserve.

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1 The Estate Professionals are at the preliminary stages of analyzing other claims that will be paid
2 from this reserve, but anticipate at this time that the Disputed Unclassified Claims and Disputed
3 Class 1A Claims Reserve holds sufficient funds to satisfy such claims once allowed.

4 **III.**

5 **POSTCONFIRMATION TAX LIABILITIES**

6 The Post-Effective Date Debtors are not aware of any tax liabilities accrued post-Effective
7 Date.

8 **IV.**

9 **PROJECTIONS CONCERNING ABILITY TO COMPLY WITH TERMS OF THE PLAN**

10 Since the Effective Date, the Post-Effective Date Debtors, the Liquidating Trustee, and the
11 Responsible Officer (collectively, the “Estate Professionals”) began to wind-down the Estates and
12 comply with the terms of the Plan. The Estate Professionals have conducted the following activities
13 in accordance with the Plan: (i) dissolution of certain entities; (ii) services performed under the
14 Interim Agreements and Transition Services Agreements; (iii) disposition of Marillac;
15 (iv) resolution of rejection of certain transition services Executory Agreements; (v) analysis of
16 various categories of Claims; (vi) preparation of Plan projections; (vii) preparation of 990 filings
17 for all Debtor entities dated July 31, 2020; (viii) wind-down the Debtors’ IT systems;
18 (ix) substantially completed the transfer to storage in accordance with the Document Retention
19 Order of approximately 111,330 cubic feet of physical documents and an additional twelve
20 terabytes of electronic data; and (x) largely finalized the termination and transition of the Debtors
21 various retirement plans, including completing audits, filing final 5500s and transferring virtually
22 all assets under the various VMF 401k plans and Verity Health Defined Contribution Plans.

23 The Post-Effective Date Debtors also performed under the Interim Agreements and
24 Transition Services Agreements post-Effective Date. In connection therewith: (i) in early
25 November 2020, Prime obtained its hospital and pharmacy licenses and provided notice of the
26 termination of the relevant Interim Agreements related to SFMC; (ii) the Post-Effective Date
27 Debtors anticipate that AHMC will obtain its hospital and pharmacy licenses in the first quarter of
28 2021 and that it will be able to terminate its relevant Interim Agreement related to Seton; and, (iii)

1 during the Interim Agreement and Transition Services Agreement periods, (a) the Post-Effective
2 Date Debtors invoiced Prime total costs associated with Transition Services Agreement and the
3 SFMC Interim Agreement of almost \$1.6 million and received payments thereon of approximately
4 \$100,000, with a current outstanding balance of approximately \$1.5 million, and (b) the Post-
5 Effective Date Debtors invoiced AHMC total costs associated with Transition Services Agreement
6 and the Seton Interim Agreement of almost \$2.5 million and received payments thereon of \$2.1
7 million, with a current outstanding balance of approximately \$400,000. The Post-Effective Date
8 Debtors anticipate receiving payment from Prime this week.

9 The Estate Professionals anticipate additional and final wind-down to occur in early 2021.
10 To date, the Debtors have spent \$6.8 million in support of the Interim Agreements, the Transition
11 Services Agreements, and wind-down, including more than \$4 million in payroll or independent
12 contractors costs, more than \$2 million in pharmacy costs in support of the Interim Agreements,
13 and approximately \$500,000 in post-Effective Date professional fees. The Debtors anticipate
14 spending an additional \$1.6 million to complete the wind-down, which is consistent with the Plan
15 and related budget that was approved by the Court as part of the Confirmation Order.

16 **V.**

17 **ESTIMATED DATE OF FINAL DECREE**

18 The Court confirmed the Plan less than four months ago. Given that substantially all of the
19 Debtors' assets were transferred on the Effective Date, and approximately \$469 million of net
20 distributable value was distributed on the Effective Date, the Estate Professionals submit that the
21 Plan was substantially consummated on the Effective Date. There is outstanding litigation against
22 various third parties that is at its preliminary stages and may continue beyond 2021. Consequently,
23 it is premature, at this point, to estimate a date of a final decree.

24 **VI.**

25 **REQUEST TO PAY ALLOWED PROFESSIONAL CLAIMS PURSUANT TO PLAN**

26 The Liquidating Trustee respectfully requests an order authorizing the Liquidating Trust to
27 promptly pay allowed Professional Claims in accordance with the Plan. *See* Plan, § 2.2 at 22-23.
28 As set forth above, the Plan established a Professional Claim Reserve for the prompt payment of

1 allowed Professional Claims pursuant to the Final Compensation Orders entered on December 17,
2 2020. *See id.*, § 7.9(b) at 50. While the Liquidating Trustee understands that the Plan already
3 authorizes payment of the allowed Professional Claims from the Professional Claims Reserve, the
4 Liquidating Trustee requests an order confirming that it is immediately authorized to pay the
5 allowed Professional Claims, particularly in light of the fact that the projections indicate that
6 ordinary course allowed Administrative Claims will exceed the amount in the Administrative
7 Claims Reserve.

8 The Plan contemplated the possibility that asserted Administrative Claims may exceed the
9 Administrative Claims Reserve, and provided that “[n]o Holder of an Administrative Claim shall
10 have recourse for any deficiency in the payment of its Administrative Claim against any of the
11 Released Parties, the Post-Effective Date Debtors, the Post-Effective Date Board of Directors, the
12 Liquidating Trustee, the Post-Effective Date Committee, or the Liquidating Trust.” Plan, § 15.3 at
13 69. The foregoing provision is critical to the Plan as it ensures, among other things, that other
14 provisions of the Plan are not disturbed, particularly provisions of the Plan which provide for the
15 payment of certain claims solely from designated reserves and sources, and require that, as assets
16 are collected by the Liquidating Trust, “at least 95% of the gross amount of such collections shall
17 be deposited into the Plan Fund to be paid to the 2005 bond trustee for application against the First
18 Priority Trust Beneficial Interests until the 2005 Revenue Bonds Diminution Claim is paid in full,
19 and the remainder of such gross collections may be retained by the Liquidating Trust and deposited
20 into the Liquidating Trust[.]” *See id.*, §§ 7.8, 7.9 and 15.3. The foregoing provision is also critical
21 to the Plan because the agreement of the 2005 Revenue Bonds Trustee and the Master Trustee to
22 partially subordinate its all-asset Secured 2005 Revenue Bonds Claim, pursuant to the Plan, was
23 contingent upon the approval of the provisions of the Plan which limit the payment of certain lower
24 priority claims, such as Administrative Claims, only from designated reserves and sources.

25 Based on the foregoing provisions and construct of the Plan, the operation and amount of
26 the Administrative Claims Reserve was fully disclosed and expressly approved by the Court, as
27 well as issues related to payments to professionals from the Professional Claims Reserve. *See id.*,
28 §§ 2.1 at 22, 2.2 at 22-23, 7.9 at 50, 15.3, at 69; *see also* Docket Nos. 5288 at 11-13, 13-16; 5385

1 at 29, 70-79, 82-82; 5475 at 12-13, 25-26, 40; Confirmation Order at 2, 10, 16, 36; Aug. 12, 2020
2 Hr'g Tr. at 72-73, 104-105. Consequently, the Administrative Claims Reserve projections should
3 have no bearing on the Plan provisions that require payment to professionals from the Professional
4 Claims Reserve in an amount equal to 100% of such allowed Professional Claim promptly after
5 entry of the Final Compensation Orders. See Plan, §§ 2.2, 7.9, 15.3.

6 The Liquidating Trustee is mindful of the dedicated efforts made by professionals in these
7 Cases and concerns related to year-end payment. To avoid any delay in payments to be made
8 pursuant to the Final Compensation Orders and Plan, the Liquidating Trustee has concurrently filed,
9 herewith, an application to shorten time to conduct a status conference on December 28, 2020, at
10 10:00 a.m. (Pacific Time). Alternatively, if the Court is not available, the Liquidating Trustee
11 requests the entry of an order without a hearing and a status conference to be held in January 2021,
12 at the Court's convenience.

13 WHEREFORE, the Trustee respectfully requests that, following the status conference, the
14 Court enter an order (i) authorizing the Liquidating Trustee to pay all allowed Professional Claims
15 from the Professional Claim Reserve without seeking further relief from this Court, (ii) setting a
16 further post-confirmation status conference to be held in 120 days or as soon thereafter as is
17 convenient to the Court, and (iii) providing such other relief that the Court deems just and proper.

18 Dated: December 21, 2020

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NICHOLAS A. KOFFROTH

21 By /s/ Tania M. Moyron
Tania M. Moyron

22 Attorneys for the Post Effective Date Debtors
23 and Special Counsel to the Liquidating
24 Trustee

25 Dated: December 21, 2020

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27 By /s/ Mark Shinderman
Mark Shinderman

28 Attorneys for the Liquidating Trustee