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Honorable Frank L. Kurtz

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9 *Proposed Attorneys for the Official Committee*
10 *of Unsecured Creditors*

11 UNITED STATES BANKRUPTCY COURT
12 EASTERN DISTRICT OF WASHINGTON

13 In re

Lead Case No. 19-01189-11

14 ASTRIA HEALTH, et al.,

Jointly Administered

15 Debtors.¹

16 DECLARATION OF CHRISTOPHER J.
17 KEARNS IN SUPPORT OF
18 APPLICATION OF OFFICIAL
19 COMMITTEE OF UNSECURED
20 CREDITORS' FOR ORDER
21 AUTHORIZING EMPLOYMENT OF
BERKELEY RESEARCH GROUP, LLC
AS FINANCIAL ADVISOR, *NUNC PRO*
TUNC TO MAY 29, 2019

22
23
24
25 ¹ The Debtors, along with their case numbers, are as follows: Astria Health (19-01189-11), Glacier Canyon, LLC (19-01193-11), Kitchen and Bath Furnishings, LLC (19-01194-11), Oxbow Summit, LLC (19-01195-11), SHS Holdco, LLC (19-01196-11), SHC Medical Center - Toppenish (19-01190-11), SHC Medical Center - Yakima (19-01192-11), Sunnyside Community Hospital Association (19-01191-11), Sunnyside Community Hospital Home Medical Supply, LLC (19-01197-11), Sunnyside Home Health (19-01198-11), Sunnyside Professional Services, LLC (19-01199-11), Yakima Home Care Holdings, LLC (19-01201-11), and Yakima HMA Home Health, LLC (19-01200-11).

DECLARATION OF CHRISTOPHER J. KEARNS-1

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1 pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been
2 appointed in these cases.

3 4. On May 23, 2019 (the "Formation Date"), the United States Trustee for the
4 Eastern District of Washington (the "U.S. Trustee") appointed seven of the Debtors' largest
5 unsecured creditors to serve as members of the Committee. The Committee is presently
6 comprised of the following members: (i) CHS/Community Health Systems, Inc., (ii)
7 LocumTenens.com, LLC, (iii) Community Health of Central Washington, (iv) Medtronic USA,
8 Inc., (v) Morrison Management Specialists, Inc., (vi) Apogee Physicians, and (vii) Boston
9 Scientific.
10

11 5. On the Formation Date, the Committee selected Sills Cummis & Gross P.C.
12 ("Sills") and Polsinelli PC ("Polsinelli") to serve as its co-counsel (together "Counsel") and on
13 May 29, 2019, selected BRG to serve as its Financial Advisor.
14

15 **QUALIFICATIONS OF PROFESSIONALS**

16 6. BRG is well-suited to act as financial advisor to the Committee in the above-
17 captioned chapter 11 cases (the "Cases"). BRG's Corporate Finance practice has a wealth of
18 experience in providing financial advisory services in restructuring scenarios and enjoys an
19 excellent reputation for services it has rendered in large and complex chapter 11 cases on behalf
20 of debtors and creditors throughout the United States. BRG's Corporate Finance practice
21 consists of financial, management consulting, accounting, and other professionals who specialize
22 in providing restructuring, transaction advisory, litigation support, solvency, and valuation
23 assistance and providing a focus on viable solutions that maximize value for companies and
24 creditors, typically in distressed business settings. BRG has acted as financial advisor, crisis
25 manager, and corporate officer in middle market to large multinational restructurings across a

DECLARATION OF CHRISTOPHER J. KEARNS-3

69210892.1

1 wide array of industries. BRG's services include forensic analysis, plan development and
2 implementation, and advice on sale/merger transactions. Moreover, the professionals at BRG
3 have assisted and advised debtors, creditors, creditors' committees, bondholders, investors, and
4 others in numerous bankruptcy cases, including Verity Health System of California; 21st
5 Century Oncology Holdings, Peabody Energy Corporation, Orexigen Therapeutics, Inc., Sabine
6 Oil & Gas Corp., Walnut Hill Medical Center (a.k.a Walnut Hill Physicians' Hospital, LLC),
7 The Weinstein Company, Aralez Pharmaceuticals, Quicksilver Resources, Inc., Walter Energy,
8 Arch Coal, Real Industry, Inc., M & G USA Corporation, Chrysler (a.k.a. Old Carco LLC), MF
9 Global Holdings, Ltd., Molycorp Inc., Nine West Holdings, Inc., Vitamin World, Inc., Reichhold
10 Holdings US, Inc., Refco, Inc., Tropicana Entertainment, LLC, Spiegel Inc., W.R. Grace, Penson
11 Worldwide, SemGroup, and Nortel.⁴
12

13
14 7. On May 29, 2019, the Committee formally engaged BRG to perform financial
15 advisory and litigation support services in connection with the Cases. Since its retention by the
16 Committee, BRG has become familiar with the Debtors' businesses and financial affairs and is
17 therefore particularly qualified to serve as the Committee's financial advisor.

18 **SERVICES TO BE RENDERED**

19 8. BRG will provide such financial advisory services to the Committee and its legal
20 advisors as deemed appropriate and necessary in order to advise the Committee during the course
21 of these Chapter 11 Cases. BRG intends to communicate regularly with the Committee and its
22 legal advisors to ensure that the actual financial advisory services performed are appropriate
23 based on the status of the case and needs of the Committee.
24
25

⁴ The professionals were employed in certain of these engagements prior to joining BRG.

1 9. The services to be rendered by BRG, which services may be subject to
2 modification at the Committee's request, are necessary to enable the Committee to faithfully
3 execute its statutory duties to unsecured creditors. The services to be provided by BRG will be
4 at the request and direction of the Committee, so as to avoid duplicative efforts among the
5 Committee's professionals retained in this case. I understand that the Committee believes it is
6 necessary to employ BRG as its financial advisor to render the foregoing professional services.
7 In light of BRG's substantial experience and expertise and the complex nature of the Debtors'
8 business and financial affairs, BRG is well qualified to advise the Committee in these bankruptcy
9 cases.
10

11 10. Subject to further order of this Court, the Committee has requested that BRG
12 render the following financial advisory services:
13

14 i. Advise and assist the Committee in its analysis and monitoring of the
15 historical, current and projected financial affairs of the Debtors, including,
16 schedules of assets and liabilities and statement of financial affairs;

17 ii. Advise and assist the Committee with respect to any debtor-in-possession
18 financing arrangements and/or use of cash;

19 iii. Scrutinize cash disbursements on an on-going basis for the period
20 subsequent to the commencement of these cases;

21 iv. Prepare and issue periodic monitoring reports to enable the Committee to
22 evaluate effectively the Debtors' performance, ability to realize or settle claims
23 for avoidance actions, 363 sale process, and subsequent wind-down activities on
24 an ongoing basis;

25 v. Advise and assist the Committee and counsel in reviewing and evaluating
any court motions (including any assumption or rejection motions or objections
thereto), applications, or other forms of relief filed or to be filed by the Debtors,
or any other parties-in-interest;

vi. Analyze the Debtors' and non-Debtor affiliates' assets (tangible and
intangible) and possible recoveries to creditor constituencies under various
scenarios;

DECLARATION OF CHRISTOPHER J. KEARNS-5

69210892.1

1 vii. Develop strategies to maximize recoveries from the Debtors' assets and
2 advise and assist the Committee with such strategies;

3 viii. As appropriate and in concert with the Committee's other professionals,
4 analyze and monitor any prior sale processes and transactions and assess the
5 reasonableness of the process and the consideration received;

6 ix. Monitor Debtors' claims management process, analyze claims, analyze
7 guarantees, and summarize claims by entity;

8 x. Advise and assist the Committee in identifying and/or reviewing any
9 preference payments, fraudulent conveyances, and other potential causes of action
10 that the Debtors' estates may hold against insiders and/or third parties;

11 xi. Review and provide analysis of any bankruptcy plan and disclosure
12 statement relating to the Debtors including, if applicable, the development and
13 analysis of any bankruptcy plans proposed by the Committee;

14 xii. Advise and assist the Committee in its assessment of the Debtors'
15 employee needs and related costs, to insure they are appropriate in the context of
16 the case;

17 xiii. Analyze both historical and ongoing intercompany and/or related party
18 transactions of the Debtors and non-Debtor affiliates;

19 xiv. Advise and assist the Committee in the evaluation of the Debtors'
20 operations and/or investments;

21 xv. Attend Committee meetings, court hearings, and auctions as may be
22 required;

23 xvi. Work with the Debtors' tax advisors to ensure that any restructuring or
24 sale transaction is structured to minimize tax liabilities to the estate;

25 xvii. Provide other services as may be requested from time to time by the
 Committee and its counsel, consistent with the role of a financial advisor.

1 **PROFESSIONAL COMPENSATION**

2 11. The terms and conditions of BRG’s proposed retention were negotiated between
3 the Committee and BRG, and reflect the parties’ mutual agreement as to the substantial efforts
4 that will be required in this engagement.
5

6 12. BRG has advised the Committee that it will charge its standard hourly rates in
7 effect when services are performed for professional services rendered, plus reimbursement of
8 actual and necessary expenses incurred by BRG. As an accommodation to the Committee, for
9 purposes of this engagement, and with respect to the services to be provided, BRG has agreed
10 that it will not exceed a blended rate of \$495 per hour, i.e. in the event that our total fees divided
11 by actual hours charged (the “Blended Hourly Rate”) exceeds \$495/hour, BRG will discount its
12 fees by the amount the Blended Hourly Rate exceeds \$495/hour multiplied by the actual hours
13 charged.
14

15 13. The hourly rates charged by BRG for the services provided by its personnel differ
16 based upon, among other things, each professional’s level of experience, geographic
17 differentials, and types of services being provided. In the ordinary course of business, BRG
18 periodically revises its hourly rates to reflect promotions and other changes in personnel
19 responsibilities, increases in experience, and increases in the cost of doing business. Rates are
20 typically adjusted annually and shall be noted on the invoices for the first time period in which
21 the revised rates become effective.
22

23 14. The current standard hourly rates for the BRG professionals anticipated to be
24 assigned to this engagement are as follows:
25

DECLARATION OF CHRISTOPHER J. KEARNS-7

69210892.1

Managing Director	\$775 - \$1,050
Director	\$595 - \$815
Staff	\$275 - \$720
Support staff	\$125 - \$275

The rates for the BRG professionals anticipated to be assigned to this engagement are as follows: Christopher Kearns (\$1,050), Peter Chadwick (\$995), Joseph Vizzini (\$785), and Jay Wu (\$390). BRG believes that our standard hourly rates are at or below those of firms we consider our peers and that our fees will be commensurate with the fees charged to our other clients and in other cases of this size (provided such clients are billed hourly).

15. Consistent with the firm's policy with respect to its other clients, BRG will charge for all other services provided and for other charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, travel and lodging expenses, business meals, costs of reproduction, research, communications, our legal counsel, any applicable sales or excise taxes and other direct expenses. Internal costs or overhead cost and document production services (including regular secretarial and word processing time) will not be charged for separately. With respect to airfare, BRG will seek reimbursement only to the extent of the cost of economy-type tickets prevailing on the date of travel.

16. BRG will also request compensation for any time and expenses (including, without limitation, reasonable legal fees and expenses) that may be incurred in considering or responding to discovery requests or other requests for documents or information, or in participating as a witness or otherwise in any legal, regulatory, or other proceedings, including, without limitation, those other than the instant matter, as a result of BRG's performance of these services.

DECLARATION OF CHRISTOPHER J. KEARNS-8

69210892.1

1 17. BRG intends to apply to the Court for payment of compensation and
2 reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code,
3 the Bankruptcy Rules, the Local Rules, the 1996 guidelines established by the U.S. Trustee (the
4 “UST Guidelines”), and the terms of any order establishing procedures for interim compensation
5 that may be entered in these Cases.
6

7 18. Notwithstanding anything in this Application to the contrary, BRG shall (i) to the
8 extent that, with the prior written consent of the Committee, it uses the services of independent
9 contractors or subcontractors (the “Contractors”) in these cases, pass-through the cost of
10 Contractors to the Debtors at the same rate that BRG pays the Contractors; (ii) seek
11 reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same
12 conflict checks as required for BRG; and (iv) file with the Court such disclosures required by
13 Bankruptcy Rule 2014.
14

15 **DISINTERESTEDNESS OF PROFESSIONALS**

16 19. BRG is a “disinterested person” as that term is defined in section 101(14) of the
17 Bankruptcy Code because BRG:

- 18 i. is not a creditor, equity security holder or insider of the Debtors;
19 ii. has not been, within three years before the date of the filing of the
20 Debtors’ chapter 11 petitions, (i) an investment banker for a security of the Debtors or (ii) an
21 attorney for such an investment banker in connection with the offer, sale, or issuance of a
22 security of the Debtors;
23 iii. is not and was not, within two years before the Petition Date, a director,
24 officer, or employee of the Debtors; and
25

DECLARATION OF CHRISTOPHER J. KEARNS-9

69210892.1

1 iv. do not have an interest materially adverse to the interest of the Debtors’
2 estates or of any class of creditors or equity security holders, by reason of any direct or indirect
3 relationship to, connection with, or interest in the Debtors or for any other reason.

4 20. Moreover, to the best of my knowledge, information and belief formed after
5 reasonable inquiry, BRG has no interests that are materially adverse to the Debtors’ estates or the
6 creditors in these Chapter 11 Cases.

7 21. To determine BRG’s relationship with the parties-in-interest identified by the
8 Committee to BRG, in preparing this Declaration, I caused the names of the parties set forth in
9 **Exhibit B1**, which is attached hereto, to be submitted to BRG’s internal conflicts procedures.
10 This list was compiled by reviewing various documents submitted by the Debtors’ counsel to the
11 Court, including their retention documents. Accordingly, we are relying on the accuracy and
12 completeness of the information in connection with our conflict review and disclosure. Only
13 individuals and entities that are party to active matters are considered in determining conflicts.
14 To the best of my knowledge, information and belief, neither I nor BRG has any connection with
15 or holds any interest adverse to the Debtors, their estates, creditors, shareholders, or any other
16 party in interest herein or their respective attorneys in the matters for which BRG is proposed to
17 be employed, except that BRG has provided other consulting services, and may in the future
18 provide such services, to certain of the Debtors’ creditors or other parties-in-interest unrelated to
19 the Debtors’ cases.

20 22. As set forth in **Exhibit B2**, which is attached hereto, BRG has certain
21 relationships with certain parties-in-interest in these cases, but such relationships are unrelated to
22 either the Debtors or these cases. To the best of my knowledge, no services have been provided
23 to these parties in interest that involve the Debtors’ cases, nor does BRG’s involvement in these
24
25

DECLARATION OF CHRISTOPHER J. KEARNS-10

69210892.1

1 cases compromise its ability to continue such consulting services. Except as otherwise set forth
2 in **Exhibit B2**, none of the clients listed therein represents a source of BRG revenue accounting
3 for greater than 1% of revenue in the trailing 12-month period.

4
5 23. Further, as part of its diverse practice, BRG appears in numerous cases,
6 proceedings and transactions that involve many different professionals, including attorneys,
7 accountants and financial consultants, who may represent claimants and parties-in-interest in the
8 Debtors' Cases. Also, BRG has performed in the past, and may perform in the future, advisory
9 consulting services for various attorneys and law firms, and has been represented by several
10 attorneys and law firms, some of whom may be involved in these proceedings. In addition, BRG
11 has in the past, may currently and will likely in the future be working with or against other
12 professionals involved in these cases in matters unrelated to the Debtors and these cases. Based
13 on our current knowledge of the professionals involved, and to the best of my knowledge, none
14 of these relationships create interests materially adverse to the Debtors in matters upon which
15 BRG is to be employed, and none are in connection with these cases.

17 24. None of the engagements set forth in Exhibit B-2 are related to these cases. In an
18 abundance of caution, BRG also hereby discloses that it is currently retained as the Financial
19 Advisor to the debtors in the bankruptcy cases of *In re: Verity Health System of California, Inc.,*
20 *et al* (Case No. 2:18-bk-20151-ER) for which Dentons US LLP (Debtors' counsel in these
21 Cases) is retained as counsel to the debtors.

23 25. From time to time, BRG may be asked to value and manage the liquidation of
24 assets of investment funds. Such investment funds could, from time to time, take positions in
25 debt or equity of the Debtors, without BRG's knowledge or consent. BRG has no pecuniary
interest in such investment funds, nor will BRG profit from the value realized from the sale of

DECLARATION OF CHRISTOPHER J. KEARNS-11

69210892.1

1 their assets. To the extent any employee of BRG is utilized for valuation expertise on behalf of
2 the Committee (and accordingly given access to such confidential information) that employee
3 will not perform any valuation work on any debt or equity securities of the Debtors for any
4 investment fund for the duration of this engagement. Under such circumstances, if BRG is
5 providing valuation work on any debt or equity securities of the Debtors for any investment fund
6 for the duration of this engagement, then the BRG employee undertaking such work will be
7 restricted and have no access to the confidential information of the Debtors.
8

9 26. To the extent I discover any additional facts bearing on the matters described
10 herein and required to be disclosed during the period of the Committee's retention of BRG, I will
11 supplement the information contained in this Declaration.
12

13 27. To the best of my knowledge, BRG has not been engaged to assist any entity or
14 person other than the Committee on matters relating to, or in connection with, these cases. If this
15 Court approves the proposed employment of BRG by the Committee, then BRG will not accept
16 any engagement or perform any services in these cases for any entity or person other than the
17 Committee. BRG may, however, continue to provide professional services to, and engage in
18 commercial or professional relationships with, entities or persons that may be creditors of the
19 Debtors in these cases; provided, however, that such services do not and will not relate to, or
20 have any direct connection with, these cases.
21

22 28. I am not related or connected to and, to the best of my knowledge, BRG is not
23 related or connected to any United States Bankruptcy Judge or District Judge for the Eastern
24 District of Washington, or the U.S. Trustee or to any employee in the offices thereof.
25

26 29. No promises have been received by BRG nor any employee thereof as to payment
or compensation in connection with these cases other than in accordance with the provisions of

DECLARATION OF CHRISTOPHER J. KEARNS-12

69210892.1

1 the Bankruptcy Code. Except for internal agreements among the employees and independent
2 contractors of BRG regarding the sharing of revenue or compensation, neither BRG nor any of
3 its employees or independent contractors has entered into an agreement or understanding to share
4 compensation as described in Bankruptcy Rule 2016.
5

6 30. Immediately upon its selection, BRG commenced work on several time-sensitive
7 matters and promptly devoted substantial resources to these cases pending submission and
8 approval of the Application. In order to allow BRG to be compensated for work performed prior
9 to and after the submission of the Application, the Committee has sought authorization to
10 employ BRG as soon as reasonably practicable, with BRG's retention effective *nunc pro tunc* to
11 May 29, 2019.
12

13 31. I understand that the Committee believes that BRG's employment is in the best
14 interests of the Debtors and their estates and creditors. Because of BRG's extensive experience
15 in business reorganizations and mergers and acquisitions as well as its familiarity with the
16 Debtors' business operations, BRG is exceptionally well qualified to serve as its financial
17 advisor.
18

19 32. The foregoing constitutes the statement of BRG pursuant to sections 504 and
20 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016(b) and 5002, and Local Rule
21 2014-1. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is
22 true and correct to the best of my knowledge and belief.
23

24 Dated: June 21, 2019
25 New York, NY

Berkeley Research Group, LLC

/s/ Christopher J. Kearns
Christopher J. Kearns
Managing Director

DECLARATION OF CHRISTOPHER J. KEARNS-13

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Exhibit B-1

LIST OF POTENTIAL PARTIES IN INTEREST

Debtors/DBAs/FKAs

Astria Health f/k/a Sunnyside Healthcare
Glacier Canyon, LLC
Kitchen and Bath Furnishings, LLC
Oxbow Summit, LLC
SHC Holdco, LLC f/k/a Sanovida, LLC
SHC Medical Center - Toppenish d/b/a
Toppenish Community Hospital, d/b/a
Astria Tomppenish Hospital
SHC Medical Center - Yakima d/b/a Astria
Regional Medical Center
Sunnyside Community Hospital Association
d/b/a Sunnyside Community Hospitals &
Clinics, d/b/a Astria Sunnyside Hospital
Sunnyside Community Hospital Home Medical
Supply, LLC
Sunnyside Home Health d/b/a Astria Home
Health
Sunnyside Professional Services, LLC
Yakima HMA Home Health LLC d/b/a Astria
Home Health
Yakima Home Care Holdings, LLC

Non-Debtor Affiliates and their DBAs

AH NP1
AH NP2
AH NP3
AH NP4
AH NP5
AH NP6
AH NP7
AH NP8
AH NPP
Bridal Dreams, LLC
Caravan Health ACO. 19, LLC d/b/a Astria
Health Clinically Integrated Network, LLC
Depot Plus
Home Supply, LLC
Kitchen Appliance, LLC
Northwest Health, LLC
Pacific Northwest ASC Management
Sunnyside Hospital Foundation

Sunnyside Hospital Service Corp.
Sunnyside Medical Center, LLC
Wedded Bliss, LLC
Yakima HMA Physician Management, LLC

Directors, Officers, and Trustees

Aaron Grigg
Ana Garcia
Beth Ortega
Brian Gibbons
Carrie Story
Cary Rowan
Cus Arteaga
Cynthia Lewis
Daniel Burtnett
Darlene Picatti
Darrin Cook
David Shoemaker
Dawn R. O'Polka
Derek Kieta, MD
Eric Jensen
Eric Stokes
James Abbenhaus
Joe Ketterer
John Adkinson
John Anderson
John Gallagher
Jonathan G. Mercer
Kyla Wright
Les Abercrombie III
Lori Alvord
Mark Hartman
Mark Silverstein
Mary Ann Bliesner
Maureen Adkinson
Maxine Janis
Michael Lane
Michael Long
Noel Moxley
Peggy Brewer
Rhonda Wellner
Richard Edgerly

Ryan Maxwell
Sara Williamson
Steve Young
Terra Palomarez
Tom Strohm

Debtor Professionals

Bush Kornfeld LLP
Dentons US, LLP
Kurtzman Carson Consultants LLC ("KCC")

Management Services Provider

AHM, Inc.

Secured Creditors

Banner Bank
GE HFS LLC
JMB Financial Advisors
Lapis Advisers, LP
MidCap Financial Trust
MidCap Funding IV Trust
UMB Bank, N.A.

Banks

Bank of America
Banner Bank
Heritage Bank
Lower Valley Credit Union
US Bank
Wells Fargo

30 Largest Unsecured Creditors

Allied Universal Security Svcs
Apogee Medical Management
Biotronik Inc.
Boston Scientific Corporation
Central Washington Family Medicine
Cerner Corporation
Community Health System
CompHealth Associates Inc.
Davita Renal Treatment Centers - WE
Derek Weaver
Earl Architects
Fastaff, LLC
GE Healthcare Equipment Finance
GE Healthcare IITS USA Corp.
GE Healthcare WI

Healthtech Management Services
Johnson & Johnson Health Care Systems, Inc.
Locum Tenens.com
Medefis Consolidated
Medline Dept 1080
Medpartners HMA LLC
Medtronic USA Inc.
Morrison Management Specialist
Pacific Power
Physicians Insurance
Stryker Orthopaedics
Theorem Architecture
Washington Emergency Room
Washington State Healthcare Authority
Zimmer US Inc

Other Creditor

All Points Capital Corporation
American College of Cardiology Foundation
American West Bank
Baxter Healthcare Corporation
First Republic Bank
General Electric Capital Corporation
Home Security Bank
Johnson & Johnson Finance Corporation
Leasing Associates of Barrington, Inc.
MB Financial Bank, N.A.
McCommon Leasing Company
Med One Capital Funding, LLC
Navitas Credit Corp.
Olympus America, Inc.
Ortho-Clinical Diagnostics, Inc.
Riverbank
Siemens Diagnostics Finance Co., LLC
Space Investment Partners
Stryker Sales Corporation
Washington Health Care Facilities Authority
Wintrust Equipment Finance

Lienholder

American West Bank Holdings, Inc.
ASD Specialty Healthcare LLC
Corporation Service Company
Fidelity Title Company
First American Title Insurance Company
MBI Construction Services, Inc.
Schreiner Title Company

Union

SEIU Healthcare 1199NW
Washington State Nurses Association

Utilities

Allstream
Benton REA
Cascade Natural Gas
CenturyLink
Charter
City of Grandview
City of Prosser
City of Sunnyside
City of Toppenish
City of Union Gap
City of Wapato
City of Yakima
Consolidated Communications
DirecTV
Dish
IGI Resources, Inc.
Pacific Power
Sound Telecom
Stericycle
Terrace Heights Sewer Dist.
Wide Hollow Development
Yakima County Public Services
Yakima Waste Systems, Inc.

Vendors

Copiers Northwest, Inc.
Favorite Healthcare Staffing
Theorem Architecture PLLC
VK Powell Construction, LLC

Committee Professionals

Sills Cummis & Gross P.C.
Polsinelli PC

Office of the US Trustee

Brian H. Moran
Bryan People
Gary W. Dyer
Glori J. Gibford
Gregory M. Garvin
James Perkins
Jeannie S. Olivas

Jose D. Colon
Phyllis J. Packwood
Roy D. Hilmer

Bankruptcy Judges

Hon. Frank L. Kurtz
Hon. Frederick P. Corbit
District Court Judges
Hon. Edward F. Shea
Hon. Fred Van Sickle
Hon. John T. Rodgers
Hon. Justin L. Quackenbush
Hon. Lonny R. Suko
Hon. Mary K. Dimke
Hon. Robert H. Whaley
Hon. Rosanna Malouf Peterson
Hon. Salvador Mendoza Jr.
Hon. Stanley A. Bastian
Hon. Thomas O. Rice
Hon. William Freeming Nieleln

Other Interested Parties

Advanced Transfusion Services
Engage f/k/a Inland Northwest Health Services
Healthcare Resource Group, Inc.
Jim McCommon
Milroy Emergency Group, PLLC
OXARC, Inc.
TIAA Commercial Finance
Yakima Valley Memorial Hospital

Exhibit B-2

List of parties in interest, or affiliates thereof that currently engage, or are serving in matters with BRG, sorted by their relationship to the Debtor

Secured Creditors

GE HFS LLC

Banks

Bank of America

US Bank

Wells Fargo

30 Largest Unsecured Creditors

Boston Scientific Corporation

Community Health System

Davita Renal Treatment Centers - WE

GE Healthcare Equipment Finance

GE Healthcare IITS USA Corp.

GE Healthcare WI

Johnson & Johnson Health Care Systems, Inc.

Stryker Orthopaedics

Zimmer US Inc

Other Creditor

Baxter Healthcare Corporation

General Electric Capital Corporation

Johnson & Johnson Finance Corporation

Olympus America, Inc.

Siemens Diagnostics Finance Co., LLC

Stryker Sales Corporation

Utilities

CenturyLink

Charter

DirectTV