

POLSINELLI PC

HONORABLE FRANK L. KURTZ

Jane Pearson, WSBA #12785
 1000 Second Avenue, Suite 3500
 Seattle, WA 98104
 Telephone: (206) 393-5415
 Email: jane.pearson@polsinelli.com
*Co-Counsel for the Official
 Committee of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
 EASTERN DISTRICT OF WASHINGTON**

IN RE:

ASTRIA HEALTH, et al.

Debtors.¹

Chapter 11

Lead Case No. 19-01189-11
 Jointly Administered

**MONTHLY FEE APPLICATION OF
 POLSINELLI PC FOR ALLOWANCE
 AND PAYMENT OF INTERIM
 COMPENSATION AND
 REIMBURSEMENT OF EXPENSES FOR
 THE PERIOD [May 23-June 30, 2019²]**

¹ The Debtors, along with their case numbers, are: 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).

² The Application includes the Firm's request for interim compensation and reimbursement of expenses for a short time period in May, 2019 (5/23/19-5/31/19) which period of time was prior to the entry of the *Order on Debtor's Motion Establishing Procedures For Monthly And Interim Payment Of Fees And Expense* POLSINELLI MONTHLY FEE APPLICATION - 1

POLSINELLI
 1000 SECOND AVENUE, SUITE 3500



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1. Polsinelli PC (the “**Firm**”) submits its Monthly Fee Application (the “**Application**”) for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period 05/23/2019-06/30/2019 (the “**Application Period**”) for work performed for the Official Committee of Unsecured Creditors (the “**Committee**”). In support of the Application, the Firm respectfully represents as follows:

2. The Firm is local counsel to the Committee. The Firm hereby applies to the Court for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred during the Application Period.

3. The Firm billed a total of \$50,349.46 in fees and expenses during the Application Period. The total fees represent 95.90 hours expended during the period covered by this Application. These fees and expenses break down as follows:

Period	Fees	Expenses	Total
05/23/2019- 06/30/2019	\$50,183.00	\$166.46	\$50,349.46

Reimbursement, entered on August 5, 2019 [Docket No. 433]. Future applications will seek interim compensation and reimbursement of expenses for one month only.

POLSINELLI MONTHLY FEE
APPLICATION - 2

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1 4. Accordingly, the Firm seeks allowance of interim compensation in the
2 amount of a total of \$40,312.86 at this time. This total is comprised as \$40,146.40
3 (80% of the fees for services rendered) plus \$166.46 (100% of the expenses
4 incurred).

5 5. For the postpetition period, the Firm has been paid to date as follows:

Application Period	Amount	Description
Total Paid to the Firm to Date	\$0	N/A

6
7
8 6. To date, the Firm is owed as follows (excluding amounts owed
9 pursuant to this Application):

Application Period	Amount	Description
Total Owed to the Firm to Date	\$0	N/A

11 7. Attached as **Exhibit A** hereto is the name of each professional who
12 performed services in connection with this Chapter 11 Case during the period
13 covered by this Application and the hourly rate for each such professional.

14 Attached hereto as **Exhibit B** are the detailed time and expense statements for the
15 Application Period.

16 8. The Firm has served a copy of this Application on the Debtors, counsel
17 to the Debtors, counsel to the secured creditors, and the Office of the United States
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21 POLSINELLI MONTHLY FEE
APPLICATION - 3

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1 Trustee (the “U.S. Trustee”). The Application was mailed by first class mail,
2 postage prepaid, on August 7, 2019. Notice of the filing of this Application was
3 served on the foregoing parties as well as the United States of America, the State of
4 Washington and any party who has requested special notice in this Chapter 11 Case
5 (the “Notice Parties”) as of the date of the Notice. The Notice was mailed by first
6 class mail, postage prepaid, on August 7, 2019.

7 9. Pursuant to this Court’s *Order On Debtor’s Motion Establishing*
8 *Procedures For Monthly And Interim Payment Of Fees And Expense*
9 *Reimbursement*, entered on August 6, 2019 [Docket No. 453], the Debtors are
10 authorized to make the payment requested herein without a further hearing or order
11 of this Court unless an objection to this Application is filed with the Court and
12 served upon the counsel to the Committee, counsel to the secured creditors, and the
13 U.S. Trustee within ten (10) calendar days after the date of mailing of the Notice of
14 this Application. If such an objection is filed, the Debtors are authorized to pay
15 80% of the uncontested fees and 100% of the uncontested expenses without further
16 order of the Court. If no objection is filed, the Debtors are authorized to pay 80%
17 of all fees requested in the Application and 100% of the uncontested expenses
18 without further order of the Court.

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21 POLSINELLI MONTHLY FEE
APPLICATION - 4


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1 10. The interim compensation and reimbursement of expenses sought in
2 this Application is not final. Upon the conclusion of this Chapter 11 Case, the Firm
3 will seek fees and reimbursement of the expenses incurred for the totality of the
4 services rendered in this Case. Any interim fees or reimbursement of expenses
5 approved by this Court and received by the Firm (along with any retainer) will be
6 credited against such final fees and expenses as may be allowed by this Court.

7 **WHEREFORE**, the Firm respectfully requests that the Debtors pay
8 compensation to the Firm as requested herein pursuant to and in accordance with the
9 terms of the *Order On Debtors' Motion Establishing Procedures For Monthly And*
10 *Interim Payment Of Fees And Expense Reimbursement*.

11
12 Dated: August 7, 2019

POLSINELLI PC

13 By /s/ Jane Pearson

14 Jane Pearson, WSBA #12785
15 1000 Second Avenue, Suite 3500
16 Seattle, WA 98104
17 Telephone: (206) 393-5415
18 Email: jane.pearson@polsinelli.com
19 Co-Counsel for the Official Committee
20 of Unsecured Creditors

21 POLSINELLI MONTHLY FEE
APPLICATION - 5

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SEATTLE, WA 98104 • (206) 393-5400

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EXHIBIT A TO MONTHLY FEE APPLICATION OF POLSINELLI PC
PROFESSIONALS PROVIDING SERVICES FOR THE APPLICATION PERIOD

<i>Name of Professional</i>	<i>Title</i>	<i>Hourly Rate</i>
Jane Pearson	Shareholder	\$550
Randy B. Soref	Shareholder	\$550
Caryn Wang	Associate	\$340

EXHIBIT B TO MONTHLY FEE APPLICATION OF POLSINELLI PC
DETAILED TIME AND EXPENSE STATEMENTS FOR THE APPLICATION PERIOD

[See Attached]



2049 Century Park East, Suite 2900 Los Angeles, CA 90067 | Phone: (310) 556-1801 www.polsinelli.com

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Official Committee of Unsecured Creditors for Astria Health
Justin D. Pitt, Chair
c/o Community Health Systems, Inc.
4000 Meridian Blvd.
Franklin, TN 37067
Justin_Pitt@chs.net

July 29, 2019
Invoice No: 1680762
File No: 103824-628101

Re: Astria Health - Committee Representation

Invoice Summary

Current Professional Services	\$50,183.00
Current Disbursements	<u>166.46</u>
Total Current Invoice - Due Upon Receipt	\$50,349.46

Questions regarding payments or accounts, please call 1-877-577-7455 or acctbilling@polsinelli.com.
For other inquiries, please contact **Randy B. Soref** at (310) 556-1801 or rsoref@polsinelli.com.

Please make checks payable to
Polsinelli LLP
P.O. Box 878681
Kansas City, MO 64187-8681
Wire Instructions:
US Bank
Acct: **Polsinelli LLP**
Acct #: 145592400157
ABA #: 101000187
SWIFT Code - USBKUS44IMT
Please reference Invoice No.

Due Upon Receipt

Late Payment Charge: 1% per month may be charged on outstanding balances
Polsinelli PC, Polsinelli LLP in California



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Professional Services

Date	Timekeeper	Description	Hours	Amount	Task Code
5/23/19	R.B. Soref	Correspondence re selection as committee local counsel (multiple) and next steps.	0.30	\$165.00	B110
5/23/19	R.B. Soref	Correspondence re employment application.	0.20	110.00	B160
5/24/19	J. Pearson	Review, revise pro hac vice applications and related documents, and confer with Sills Cummis regarding same.	1.20	660.00	B110
5/24/19	J. Pearson	Emails from Committee members re Committee formation.	0.30	165.00	B150
5/24/19	J. Pearson	Review proposed Committee bylaws.	0.50	275.00	B110
5/24/19	J. Pearson	Work on organizational matters re Committee formation.	1.40	770.00	B110
5/24/19	R.B. Soref	Emails with Sills Cummis re Pro Hac Vice applications.	0.10	55.00	B110
5/28/19	J. Pearson	Revisions to Pro Hac Vice applications and confer with co-counsel regarding same.	0.50	275.00	B110
5/28/19	J. Pearson	Confer with co-counsel regarding tomorrow's telephonic status conference.	0.50	275.00	B230
5/28/19	J. Pearson	Review email to Committee regarding tomorrow's meeting.	0.30	165.00	B150
5/28/19	J. Pearson	Internal emails regarding retention matters.	1.00	550.00	B160
5/28/19	C. Wang	Begin drafting Polsinelli retention application (1.4); call with R. Soref regarding same (.1).	1.50	510.00	B160



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5/28/19	R.B. Soref	Follow up re disclosures and correspondence re Polsinelli employment application.	0.50	275.00	B160
5/29/19	J. Pearson	Attend Committee interviews with financial advisors.	1.30	715.00	B150
5/29/19	J. Pearson	Telephonic appearance at hearing on Debtors' motion to impose automatic stay.	0.70	385.00	B190
5/29/19	J. Pearson	Confer with courtroom deputy regarding objection deadlines for DIP financing and Cash Collateral motions.	0.40	220.00	B230
5/29/19	J. Pearson	Finalize pro hac vice applications and notices of appearance.	0.40	220.00	B110
5/29/19	J. Pearson	Review order on motion to impose automatic stay, and forward to co-counsel.	0.40	220.00	B190
5/29/19	J. Pearson	Emails with Andrew Sherman regarding objection to Debtors' motion to seal filing regarding insider compensation (.3); emails with Debtors' counsel regarding same (.6); voicemail to chambers that Committee intends to file an objection to the motion (.1).	1.00	550.00	B190
5/29/19	J. Pearson	Emails with Boris Mankovetskiy regarding applications, deadlines and hearing dates re insider compensation (.6); confer with Thomas Buford regarding same (.3).	0.90	495.00	B160
5/29/19	C. Wang	Call with Sills Cummis regarding Committee retention applications (.1); messages regarding same (.1).	0.20	68.00	B160
5/30/19	J. Pearson	Confer with Gregory Kopacz regarding section 1102 motion.	0.30	165.00	B110
5/30/19	J. Pearson	Review of bankruptcy case claims docket re claims filed to date.	0.50	275.00	B110



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5/30/19	J. Pearson	Work on Polsinelli retention matters,	1.20	660.00	B160
5/30/19	C. Wang	Continue drafting Polsinelli retention application and supporting documents (1.2); call with J. Pearson regarding same (.1); call with L. Hammonds regarding same (.1).	1.40	476.00	B160
5/31/19	J. Pearson	Continue work on Polsinelli retention application.	1.80	990.00	B160
5/31/19	J. Pearson	Review Trustee's motion for approval of scheduling order.	0.10	55.00	B110
5/31/19	J. Pearson	Review OXARC's motion for assumption of executory contract (.3); review Inland Northwest Health Services' motion to assume executory contract (.3).	0.60	330.00	B190
5/31/19	C. Wang	Continue drafting Polsinelli retention application and supporting documents (3.7); emails regarding same (0.2); review and analysis of conflicts report for same (.8).	4.70	1,598.00	B160
5/31/19	R.B. Soref	Correspondence with C. Wang re disclosures for Polsinelli employment application.	0.10	55.00	B160
6/3/19	J. Pearson	Review/revise Polsinelli retention application.	1.60	880.00	B160
6/3/19	J. Pearson	Review of proofs of claim filed.	0.60	330.00	B110
6/3/19	J. Pearson	Telephone conference with court clerk regarding upcoming status conference and hearings (.3); confer with co-counsel regarding same (.3).	0.60	330.00	B230
6/3/19	R.B. Soref	Review master mailing matrix and conflict search breakdown provided by debtor's counsel in preparation of employment application.	0.20	110.00	B160
6/4/19	J. Pearson	Emails with US Trustee's office regarding DIP Motion (.2); attend telephonic status conference on final hearing on use of cash collateral and DIP lending (.5).	0.70	385.00	B230



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6/4/19	J. Pearson	Emails regarding Committee matters.	0.40	220.00	B110
6/4/19	J. Pearson	Further review and revision of Polsinelli retention application.	1.00	550.00	B160
6/4/19	J. Pearson	Brief review of info on proofs of claim filed (.3); review the following recent filings: Debtors' List of Witnesses and Exhibits for hearing on DIP financing motion (.2), UMB Bank's List of Witnesses and Exhibits for hearing on DIP financing motion (.2), Order Approving Agreed Scheduling Order (.1), Dentons' retention application and supporting declaration (.3), Motion for Notice regarding filing deadlines and hearing schedule for DIP financing motion (.1), Pro Hac Vice Orders for Boris Mankovetskiy and Andrew Sherman (.1), and further review of Debtors' DIP financing motion (.2).	1.50	825.00	B110
6/5/19	J. Pearson	Review analysis from BRG.	0.30	165.00	B110
6/5/19	J. Pearson	Attend telephonic Committee meeting.	0.60	330.00	B150
6/5/19	J. Pearson	Email from US Trustee's office regarding scheduling order deadline relating to Debtor's retention of special counsel.	0.10	55.00	B110
6/5/19	J. Pearson	Confer with Sills Cummis regarding objection to DIP financing motion.	0.20	110.00	B230
6/5/19	R.B. Soref	Correspondence re objection to DIP financing motion (multiple).	0.20	110.00	B230
6/6/19	J. Pearson	Revise Polsinelli retention application.	0.80	440.00	B160
6/6/19	J. Pearson	Emails regarding Committee matters.	0.50	275.00	B110
6/6/19	J. Pearson	Review draft objections to DIP Motion and provide comments.	0.50	275.00	B230
6/7/19	J. Pearson	Committee emails regarding draft responses to DIP financing.	0.30	165.00	B150



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6/7/19	J. Pearson	Emails regarding draft stipulation resolving motion to seal.	0.20	110.00	B190
6/7/19	J. Pearson	Review draft responses to DIP financing and motion to file under seal (1.0); finalize responses (.4).	1.40	770.00	B230
6/10/19	J. Pearson	Review and execute Confidentiality Agreement.	0.40	220.00	B110
6/10/19	J. Pearson	Review 6/7 filings and submit corrections (.5); confer with Sills Cummis regarding same (.3); confer with David Guess regarding same (.1).	0.90	495.00	B230
6/10/19	J. Pearson	Brief review of entries regarding proofs of claim filed (.3); review order regarding ombudsman (.1).	0.40	220.00	B110
6/10/19	J. Pearson	Review draft reply to Lapis DIP objection.	0.30	165.00	B230
6/11/19	J. Pearson	Review draft reply brief to Lapis objection to DIP financing and email to Sills Cummis regarding same (.7); participate in telephonic status conference regarding final hearing on DIP motion (.8); revise and finalize Committee's reply for final hearing on DIP motion (.5); review other responsive filings (1.0).	3.00	1,650.00	B230
6/11/19	J. Pearson	Revisions to Polsinelli retention application.	3.70	2,035.00	B160
6/11/19	J. Pearson	Email from Sills Cummis to Committee regarding retention application.	0.10	55.00	B160
6/11/19	C. Wang	Continue drafting Polsinelli employment application (1.8); continue review and analysis of conflicts report for same (0.7).	2.50	850.00	B160
6/11/19	R.B. Soref	Review updated conflicts list and correspondence re inclusion in application to employ Polsinelli.	0.30	165.00	B160
6/11/19	R.B. Soref	Review Polsinelli employment application and draft memo with revisions regarding declarations in support.	0.30	165.00	B160



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6/11/19	R.B. Soref	Draft memo re Polsinelli employment application re conflicts disclosures; committee chair declaration.	0.20	110.00	B160
6/11/19	R.B. Soref	Review Sills Cummis draft employment application and supporting pleadings.	0.10	55.00	B160
6/12/19	J. Pearson	Email from Sills Cummis to Committee with BRG update.	0.20	110.00	B150
6/12/19	J. Pearson	Follow up regarding voice mail message from chambers regarding whether we will be offering exhibits at tomorrow's final hearing on DIP motion (.8); prepare exhibits and exhibit list (2.3); revise and finalize exhibit list (.3); review emails with opposing counsel regarding tomorrow's hearings (.5); review and finalize notebooks for tomorrow's hearings (.5).	4.40	2,420.00	B230
6/12/19	R.B. Soref	Draft memos re additional disclosures and revisions to declarations.	0.20	110.00	B160
6/12/19	R.B. Soref	Continue work on Polsinelli employment application.	0.30	165.00	B160
6/12/19	R.B. Soref	Further conflict review re disclosures to be included with declaration in support of employment application and correspondence re same.	0.30	165.00	B160
6/13/19	J. Pearson	Court appearance at final hearing on DIP motion (4 hours travel time not billed).	4.30	2,365.00	B230
6/14/19	J. Pearson	Continue work on Polsinelli employment application.	5.70	3,135.00	B160
6/14/19	J. Pearson	Email from Sills Cummis to Committee with status report.	0.10	55.00	B150
6/14/19	C. Wang	Finish drafting Polsinelli employment application (.5); finish review and analysis of conflicts report for same (1.4).	1.90	646.00	B160



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6/14/19	R.B. Soref	Review revised Committee counsel employment pleadings and additional conflicts reports (.1); correspondence re additional conflicts (.1); UST billing categories and declarations in support (.1).	0.30	165.00	B160
6/17/19	J. Pearson	Review US Trustee's Motion for Appointment of Patient Care Ombudsman and supporting documents.	0.30	165.00	B110
6/17/19	J. Pearson	Work on Polsinelli retention application (4.3); review, finalize and correspondence re Sills Cummis retention application (2.2).	6.50	3,575.00	B160
6/17/19	J. Pearson	Review email update from Sills Cummis to Committee.	0.30	165.00	B150
6/18/19	J. Pearson	Work on Polsinelli retention application (6.1); email application and related documents to Committee (.3); emails from Committee members regarding same (.1).	6.50	3,575.00	B160
6/18/19	R.B. Soref	Email re fee application and disclosures.	0.10	55.00	B160
6/19/19	J. Pearson	Finalize Polsinelli retention application.	1.60	880.00	B160
6/19/19	J. Pearson	Review final DIP order.	0.40	220.00	B230
6/20/19	J. Pearson	Attend meeting of creditors (4 hours travel time not billed).	2.00	1,100.00	B110
6/21/19	J. Pearson	Review draft retention letter for possible special counsel for Debtors (.3); confer with BRG regarding its retention application (.7); prepare BRG retention application for filing (1.2).	2.20	1,210.00	B160
6/21/19	J. Pearson	Review BRG financial update.	0.30	165.00	B150
6/21/19	J. Pearson	Review and finalize Committee's motion for order establishing information sharing procedures.	0.90	495.00	B110



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6/21/19	J. Pearson	Participate in telephonic Committee meeting.	0.60	330.00	B160
6/24/19	J. Pearson	Emails with BRG regarding retention application (.8); review and correct format to local practice and finalize same (.9); email conformed versions of filings to BRG (.2).	1.90	1,045.00	B160
6/24/19	J. Pearson	Review Debtors' objection to Oxarc motion to compel assumption/rejection (.4); review and finalize Committee joinder (.3); follow up regarding INHS' motion to compel (.3).	1.00	550.00	B185
6/24/19	J. Pearson	Telephone call from Debtor's counsel requesting language to include in the retention orders (.2); confer with co-counsel regarding same (.2).	0.40	220.00	B160
6/24/19	J. Pearson	Respond to email from creditor Theorem Architecture regarding service by mail, schedules and statements.	0.50	275.00	B150
6/25/19	J. Pearson	Review the following recent filings: Debtors' Emergency Motion to Pay Certain Mechanics Lien Holders, and related documents (.5), order uploaded by Debtors' counsel on Bush Kornfeld retention application (.1), declarations submitted by ordinary course professionals (.3); review and finalize certificates of service for earlier filings (.3).	1.20	660.00	B110
6/26/19	J. Pearson	Respond to inquiry from US Trustee's office regarding Polsinelli retention application (.3); confer with Andrew Sherman regarding communications with Lender's counsel regarding form of order (.3).	0.60	330.00	B160
6/26/19	J. Pearson	Review the following recent filings: order approving Bush Kornfeld retention (.1), notices of appearance filed by Joe Shickich and Don Boyd (.2), scheduling order entered on Debtors' Emergency Motion to Pay Certain Mechanics Lien Holders (.2); calendar items on scheduling order (.1).	0.60	330.00	B110



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6/27/19	J. Pearson	Voicemail and email from Greg Kopacz (Sills Cummis) regarding form of order on Committee's motion for order on information sharing procedures.	0.30	165.00	B110
6/27/19	J. Pearson	Work on entry of orders authorizing Committee's employment of Sills Cummis and Polsinelli.	1.30	715.00	B160
6/27/19	J. Pearson	Voicemail from creditor Therapeutic Resources regarding filing proof of claim.	0.10	55.00	B150
6/27/19	R.B. Soref	Follow up re objections to employment application and order approving.	0.10	55.00	B170
6/28/19	J. Pearson	Follow-up re order on Committee's employment of Sills Cummis (.2); follow-up re filing of declaration of no objections to Committee's employment of Polsinelli (.1).	0.30	165.00	B160
Total Professional Services				\$50,183.00	

Timekeeper Summary

Timekeeper	Title	Hours	Rate	Amount
J. Pearson	Shareholder	79.90	550.00	\$43,945.00
R.B. Soref	Shareholder	3.80	550.00	2,090.00
C. Wang	Associate	12.20	340.00	4,148.00
Total Professional Charges		95.90		\$50,183.00



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Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	14.80	\$8,140.00
B150	Meetings Of And Communications With Creditors	4.30	2,365.00
B160	Fee / Employment Applications	55.00	27,688.00
B170	Fee / Employment Objections	0.10	55.00
B185	Assumption / Rejection Of Leases And Contracts	1.00	550.00
B190	Other Contested Matters (Excluding Assumption/reje	2.90	1,595.00
B230	Financing / Cash Collections	17.80	9,790.00
	Total Professional Charges	95.90	\$50,183.00

Disbursements

Date		Amount
06/13/19	Jane Pearson Travel to Yakima for Hearing	\$166.46
	Total Disbursements	\$166.46
Total Disbursements		<u>166.46</u>
Total Current Charges Due		<u><u>\$50,349.46</u></u>



2049 Century Park East, Suite 2900 Los Angeles, CA 90067 | Phone: (310) 556-1801 www.polsinelli.com

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Official Committee of Unsecured Creditors for Astria Health
Justin D. Pitt, Chair
c/o Community Health Systems, Inc.
4000 Meridian Blvd.
Franklin, TN 37067
Justin_Pitt@chs.net

July 29, 2019
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For other inquiries, please contact **Randy B. Soref** at (310) 556-1801 or rsoref@polsinelli.com.

Please make checks payable to
Polsinelli LLP
P.O. Box 878681
Kansas City, MO 64187-8681
Wire Instructions:
US Bank
Acct: **Polsinelli LLP**
Acct #: 145592400157
ABA #: 101000187
SWIFT Code - USBKUS44IMT
Please reference Invoice No.

Late Payment Charge: 1% per month may be charged on outstanding balances
Polsinelli PC, Polsinelli LLP in California