

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 [September 1 – September
 30, 2019]**

[No Hearing Required Pursuant to
 L.B.R. 2002-1(c)(1)]

1. Polsinelli PC (the “**Firm**”) submits its Monthly Fee Application (the

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).

POLSINELLI MONTHLY FEE
 APPLICATION - 1

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POLSINELLI
 1000 SECOND AVENUE, SUITE 3500
 SEATTLE, WA 98101



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1 **“Application”**) for Allowance and Payment of Interim Compensation and
2 Reimbursement of Expenses for the Period 09/01/2019-09/30/2019 (the
3 **“Application Period”**) for work performed for the Official Committee of
4 Unsecured Creditors (the **“Committee”**). In support of the Application, the Firm
5 respectfully represents as follows:

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

9 3. The Firm billed a total of \$14,276.45 in fees and expenses during the
10 Application Period. The total fees represent 28.30 hours expended during the
11 period covered by this Application. These fees and expenses break down as
12 follows:
13

Period	Fees	Expenses	Total
09/01/2019- 09/30/2019	\$14,049.50	\$226.95	\$14,276.45

14 4. Accordingly, the Firm seeks allowance of interim compensation in the
15 amount of a total of \$11,466.55 at this time. This total is comprised as \$11,239.60
16 (80% of the fees for services rendered) plus \$226.95 (100% of the expenses
17 incurred).
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21 POLSINELLI MONTHLY FEE
APPLICATION - 2

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SEATTLE, WA 98104 • (206) 393-5400

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

Application Period	Amount	Description
Monthly Fee Application, June 2019	\$40,313.00	80% of fees and 100% of expenses
Monthly Fee Application, July 2019	\$12,768.00	80% of fees and 100% of expenses
Total Paid to the Firm to Date	\$53,081.00	

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

Application Period	Amount	Description
Monthly Fee Application, June 2019	\$10,036.46	20% fee holdback
Monthly Fee Application, July 2019	\$3,092.50	20% fee holdback
Monthly Fee Application, August 2019	\$21,775.46	100% Fees and Expenses
Total Owed to the Firm to Date	\$34,904.42	

7. Attached as **Exhibit A** hereto is the name of each professional who performed services in connection with this Chapter 11 Case during the period covered by this Application and the hourly rate for each such professional. As described in the *First Supplemental Declaration of Jane Pearson in Support of the*

POLSINELLI MONTHLY FEE
APPLICATION - 3

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1 *Application to Employ Polsinelli PC as Counsel to the Official Committee of*
2 *Unsecured Creditors* filed August 29, 2019 [Dkt #550], **Polsinelli implemented a**
3 **new hourly rate structure effective September 9, 2019. The new hourly rates**
4 **for each of the professionals providing services for the Application Period are**
5 **the standard hourly rates charged by the Firm to other similarly situated**
6 **clients and on similar matters.** Exhibit A shows each professional's hourly rate
7 effective before September 9, 2019, and that professional's hourly rate effective
8 September 9, 2019. Attached hereto as **Exhibit B** are the detailed time and expense
9 statements for the Application Period.

10 8. The Firm has served a copy of this Application and Notice of the
11 Application on counsel to the Debtors and counsel to the secured creditors by
12 overnight/next day delivery on October 14, 2019,² and on the Debtors by email on
13 October 14, 2019 to Cary Rowan's attention at cary@astria.health, as they have
14 requested. Notice of the filing of this Application was served on the United States
15 of America, the State of Washington and any party who has requested special
16 notice in this Chapter 11 Case (the "**Notice Parties**") as of the date of the Notice.
17 The Notice was mailed by first class mail, postage prepaid, on October 14, 2019.

18
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20 ² The Office of the United States Trustee has waived service other than by ECF.

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

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

21 POL SINELLI MONTHLY FEE
 APPLICATION - 5

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

5
6 Dated: October 14, 2019

POLSINELLI PC

7 By /s/ Jane Pearson

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*

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21 POLSINELLI MONTHLY FEE
APPLICATION - 6

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EXHIBIT A

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, \$560*
Randy B. Soref	Shareholder	\$550, \$560*
Tanya Behnam	Associate	\$335, \$405*

**Reflects Rate Change During Application Period.*

EXHIBIT B

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

October 10, 2019
Invoice No: 1713716
File No: 103824-628101

Re: Astria Health - Committee Representation

Invoice Summary

Current Professional Services	\$14,049.50
Current Disbursements	<u>226.95</u>
Total Current Invoice - Due Upon Receipt	\$14,276.45
Previous Unpaid Invoices (PLEASE DISREGARD IF ALREADY PAID)	47,672.42
Payments Received	<u>(12,768.00)</u>
Total Amount (All unpaid balances are Due Immediately)	<u>\$49,180.87</u>

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



Invoice Detail

For Professional Services Through 9/30/19
File No. 103824-628101
Re: Astria Health - Committee Representation

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Professional Services

Date	Timekeeper	Description	Hours	Amount	Task Code
9/3/19	T. Behnam	Begin drafting First Interim Fee Application.	0.50	\$167.50	B160
9/3/19	J. Pearson	Respond to email from creditor Bushnell Plumbing regarding timing of initial distribution under a plan.	0.20	110.00	B150
9/3/19	J. Pearson	Review minute entry regarding hearing on Debtors' Motion for Adequate Assurance of Payment Terms to PacifiCorp (.1); review minute entry regarding Debtors' Motion to Extend Exclusivity (.1); review Debtors' Motion for Extension of Time to Assume or Reject Unexpired Leases of Nonresidential Real Property and supporting declaration (.3).	0.50	275.00	B110
9/3/19	J. Pearson	Review draft of Polsinelli's first interim fee application (.4); confer with Greg Kopacz regarding Sills Cummis July fee application (.1).	0.50	275.00	B160
9/4/19	J. Pearson	Supervise filing and service of Sills Cummis Monthly Fee Application for July 2019 and Notice (.6); supervise filing of Certificate of Service for BRG Monthly Fee Application for May 29-June 30, 2019 (.4); review order extending Debtors' exclusivity periods (.2).	1.20	660.00	B110
9/5/19	J. Pearson	Review Debtors' reply to US Trustee's objection to Piper Jaffray employment application (.2); review Debtors' Objection to LeClair motion for relief from stay (.2); review Debtors' objection to Estrella motion for relief from stay (.1).	0.50	275.00	B110
9/6/19	J. Pearson	Attend telephonic Committee meeting (.7); review financial reports from BRG in preparation for Committee meeting (.3).	1.00	550.00	B150



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9/7/19	J. Pearson	Review Becerril's opposition to Debtors Motion for Stay Pending Appeal (.2); review Becerril's supporting declaration (.2).	0.40	220.00	B110
9/9/19	J. Pearson	Review Kimel Declaration in Opposition to Motion for Stay Pending Appeal (.1); review docket entry for result of hearing on Debtors' Motion for Stay Pending Appeal regarding Becerril order (.1).	0.20	112.00	B110
9/10/19	J. Pearson	Review minute entry for hearing on Debtors' application to retain Piper Jaffray.	0.10	56.00	B110
9/11/19	J. Pearson	Review Order Denying Debtors' Motion for Stay Pending Appeal (.1); review Order Authorizing Employment of Piper Jaffray (.1).	0.20	112.00	B110
9/12/19	J. Pearson	Review Monthly Fee Application of Susan Goodman, Ombudsman (August).	0.10	56.00	B110
9/12/19	J. Pearson	Emails regarding telephonic Committee meeting.	0.20	112.00	B150
9/13/19	T. Behnam	Continue drafting First Interim Fee Application.	1.60	648.00	B160
9/13/19	J. Pearson	Review Order Granting Application to Approve Employment of Piper Jaffray as Debtors' Investment Banker.	0.20	112.00	B110
9/13/19	R.B. Soref	Review UST fee app guideline re blended rate and draft memo re same.	0.10	56.00	B110
9/17/19	J. Pearson	Email from Andrew Sherman regarding call with Piper Jaffray.	0.10	56.00	B150
9/18/19	J. Pearson	Emails regarding information for Polsinelli's First Interim Fee Application.	0.30	168.00	B160
9/19/19	J. Pearson	Confer with BRG regarding its monthly fee application for July/August.	0.10	56.00	B160



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9/20/19	J. Pearson	Email from Theorem Architecture asking about the status of the case.	0.10	56.00	B150
9/20/19	J. Pearson	Confer with BRG regarding filing and serving its monthly fee application today (.4); conform documents to local practice and supervise filing and service of BRG's second monthly fee application and notice (1.2); review and revise draft Certificate of Service and see to filing of same (.4); forward conformed copies of filings to BRG (.2); confer with Greg Kopacz regarding format for quarterly fee applications (.1).	2.30	1,288.00	B160
9/23/19	J. Pearson	Confer with Tanya Behnam regarding forwarding draft interim fee application to Sills Cummis (.2); confer with her regarding Polsinelli interim fee application (.2).	0.40	224.00	B160
9/23/19	J. Pearson	Review Estrella reply on motion for relief from stay (.1); review Order on TIAA Commercial Finance motion for relief from stay (.1); review order extending time to assume or reject unexpired leases of nonresidential real property (.1).	0.30	168.00	B110
9/23/19	R.B. Soref	Draft memo re deadlines for filing first interim fee application.	0.20	112.00	B110
9/23/19	R.B. Soref	Email re information to be included within first interim fee application.	0.10	56.00	B110
9/24/19	T. Behnam	Draft First Interim Fee Application.	1.30	526.50	B160
9/24/19	J. Pearson	Review docket entries regarding results of hearings on motion for relief from stay (Estrella and LeClair) (.2); review Debtors' Monthly Operating Statements, August 2019 (.3).	0.50	280.00	B110
9/25/19	T. Behnam	Draft August Monthly Fee Application and Notice.	1.60	648.00	B160
9/25/19	J. Pearson	Email from Andrew Sherman regarding scheduling telephonic Committee meeting with Debtors.	0.10	56.00	B150



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9/25/19	J. Pearson	Correspondence with Committee chair and co-counsel re Polsinelli monthly statement (.1); review, revise and supervise filing and service of Polsinelli's monthly fee application (August), notice of application (1.0).	1.10	616.00	B160
9/25/19	J. Pearson	Review docket entry regarding Bush Kornfeld monthly fee application.	0.10	56.00	B110
9/25/19	R.B. Soref	Draft memo re compliance with Court's interim compensation order for first interim fee application.	0.20	112.00	B110
9/25/19	R.B. Soref	Review/revise August monthly fee statement and notice.	0.20	112.00	B110
9/25/19	R.B. Soref	Review order re interim compensation procedures.	0.20	112.00	B110
9/25/19	R.B. Soref	Review/revise notice of errata re August monthly statement.	0.10	56.00	B110
9/26/19	J. Pearson	Respond to inquiry from creditor David Franklund.	0.30	168.00	B150
9/26/19	J. Pearson	Confer with co-counsel regarding timing on filing interim fee applications (.3); supervise filing and service of corrected Polsinelli monthly fee application and notice thereof (.3).	0.60	336.00	B160
9/27/19	T. Behnam	Draft First Interim Fee Application.	5.40	2,187.00	B160
9/27/19	J. Pearson	Emails with co-counsel regarding fee applications (.3); confer with Tanya Behnam regarding Polsinelli interim fee application (.5); review and supervise filing of certificate of service for Polsinelli Corrected monthly fee application (.3).	1.10	616.00	B160
9/27/19	R.B. Soref	Review/revise notice of first interim fee application.	0.20	112.00	B110
9/27/19	R.B. Soref	Review/revise first interim fee application and correspondence.	0.60	336.00	B110



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9/27/19	R.B. Soref	Review/revise exhibits to first interim fee applications and mandatory local rule forms.	0.40	224.00	B110
9/27/19	R.B. Soref	Review/revise proposed order re first interim fee application.	0.20	112.00	B110
9/28/19	T. Behnam	Revisions to First Interim Fee Application.	0.70	283.50	B160
9/28/19	J. Pearson	Revisions to Polsinelli First Interim Fee Application.	0.20	112.00	B160
9/30/19	J. Pearson	Review and revise first interim fee application (1.2); confer with Debtors' counsel and co-counsel regarding a hearing date on the interim professional fee applications (.3).	1.50	840.00	B160
9/30/19	R.B. Soref	Further revisions to first interim fee application and supporting exhibits.	0.30	168.00	B110

Total Professional Services

\$14,049.50

Timekeeper Summary

Timekeeper	Title	Hours	Rate	Amount
J. Pearson	Shareholder	10.10	560.00	\$5,656.00
J. Pearson	Shareholder	4.30	550.00	2,365.00
R.B. Soref	Shareholder	2.80	560.00	1,568.00
T. Behnam	Associate	10.60	405.00	4,293.00
T. Behnam	Associate	0.50	335.00	167.50
Total Professional Charges		28.30		\$14,049.50



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Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	7.10	\$3,950.00
B150	Meetings Of And Communications With Creditors	2.00	1,108.00
B160	Fee / Employment Applications	19.20	8,991.50
	Total Professional Charges	28.30	\$14,049.50

Disbursements

Date		Amount
09/04/19	Deliveries Invoice Date: 09/13/2019 Amount: 9.12 Cary Rowan Astria Health	\$9.12
09/04/19	Deliveries Invoice Date: 09/13/2019 Amount: 16.00 Sam Alberts Dentons US LLP	16.00
09/04/19	Deliveries Invoice Date: 09/13/2019 Amount: 16.00 Ian Hammel Mintz Levin Cohen Ferris Glovs	16.00
09/04/19	Deliveries Invoice Date: 09/13/2019 Amount: 16.00 Robert Hirsch Arent Fox LLP	16.00
09/20/19	Deliveries Invoice Date: 09/27/2019 Amount: 9.12 Cary Rowan Astria Health	9.12
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	Total Disbursements	\$226.95



For Professional Services Through 9/30/19
File No. 103824-628101
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Total Disbursements

226.95

Total Current Charges Due

\$14,276.45



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Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
07/29/19	1680762	\$50,349.46	\$0.00	\$40,313.00	\$10,036.46
08/13/19	1684328	15,860.50	0.00	12,768.00	3,092.50
09/25/19	1696055	21,775.46	0.00	0.00	21,775.46
Total of Prior Balance Due					\$34,904.42

*If a payment has already been made, thank you.



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

October 10, 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