

POLSINELLI PC

HONORABLE WHITMAN L. HOLT

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*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 NOVEMBER 1 –
 NOVEMBER 30, 2020**

[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

POLSINELLI
 1000 SECOND AVENUE, SUITE 3500



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1 **“Application”**) for Allowance and Payment of Interim Compensation and
2 Reimbursement of Expenses for the Period 11/1/2020-11/30/2020 (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 \$11,492.80 in fees and expenses during the
10 Application Period. The total fees represent 19.80 hours expended during the
11 period covered by this Application. These fees and expenses break down as
12 follows:
13

Period	Fees	Expenses	Total
11/1/2020- 11/30/2020	\$11,430.00	\$62.80	\$11,492.80

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17 4. Accordingly, the Firm seeks allowance of interim compensation in the
18 amount of \$9,206.80 at this time. This total is comprised as \$9,144.00 (80% of the
19 fees for services rendered) plus \$62.80 (100% of the expenses incurred).

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

21 POLSINELLI MONTHLY FEE
APPLICATION - 2



1	Application Period	Amount	Description
2	Monthly Fee Application, June 2019	\$50,349.46	100% of fees and expenses
3	Monthly Fee Application, July 2019	\$15,860.50	100% of fees and expenses
4	Monthly Fee Application, August 2019	\$21,775.46	100% of fees and expenses
5	Monthly Fee Application, September 2019	\$14,276.45	100% of fees and expenses
6	Monthly Fee Application, October 2019	\$14,478.72	100% of fees and expenses
7	Monthly Fee Application, November 2019	\$10,030.59	100% of fees and expenses
8	Monthly Fee Application, December 2019	\$8,972.30	100% of fees and expenses
9	Monthly Fee Application, January 2020	\$37,081.06	100% of fees and expenses
10	Monthly Fee Application, February 2020	\$8,318.62	100% of fees and expenses
11	Monthly Fee Application, March 2020	\$9,120.00	100% of fees and expenses
12	Monthly Fee Application, April 2020	\$4,446.64	100% of fees and expenses
13	Monthly Fee Application, May 2020	\$11,303.28	100% of fees and expenses
14	Monthly Fee Application, June	\$12,471.20	100% of fees and expenses

21 POLSINELLI MONTHLY FEE
APPLICATION - 3



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2020		
Monthly Fee Application, July 2020	\$31,637.10	100% of fees and expenses
Monthly Fee Application, August 2020	\$7,112.90	80% of fees and 100% of expenses
Total Paid to the Firm to Date	\$262,562.28	

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

Application Period	Amount	Description
Monthly Fee Application, August 2020	\$1,577.20	20% of fees
Monthly Fee Application, September 2020	\$11,748.60	100% of fees and expenses
Monthly Fee Application, October 2020	\$13,684.50	100% of fees and expenses
Total Owed to the Firm to Date	\$27,010.30	

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

POLSINELLI MONTHLY FEE
APPLICATION - 4



1 8. The Firm has served a copy of this Application and Notice of the
2 Application on counsel to the secured creditors by first class mail, postage prepaid,
3 on or about January 11, 2021,² and on the Debtors by email on January 11, 2021 to
4 Maxwell Owens's attention at Maxwell.owens@astria.health, as they have
5 requested. Notice of the filing of this Application was served on the United States
6 of America, the State of Washington and any party who has requested special
7 notice in this Chapter 11 Case (the "**Notice Parties**") as of the date of the Notice.
8 The Notice was mailed by first class mail, postage prepaid, on or about January 11,
9 2021.

10 9. Pursuant to this Court's *Order On Debtor's Motion Establishing*
11 *Procedures For Monthly And Interim Payment Of Fees And Expense*
12 *Reimbursement*, entered on August 6, 2019 [Dkt #453], the Debtors are authorized
13 to make the payment requested herein without a further hearing or order of this
14 Court unless an objection to this Application is filed with the Court and served
15 upon the counsel to the Committee, counsel to the secured creditors, and the U.S.
16 Trustee within fourteen (14) calendar days after the date of mailing of the Notice of
17 this Application. If such an objection is filed, the Debtors are authorized to pay
18 80% of the uncontested fees and 100% of the uncontested expenses without further
19

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

1 order of the Court. If no objection is filed, the Debtors are authorized to pay 80%
2 of all fees requested in the Application and 100% of the uncontested expenses
3 without further order of the Court.

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

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

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21 POLSINELLI MONTHLY FEE
APPLICATION - 6

 **POLSINELLI**
1000 SECOND AVENUE, SUITE 3500
SEATTLE, WA 98104 • (206) 393-5400

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1 Dated: January 11, 2021

POLSINELLI PC

2 By /s/ Jane Pearson

Jane Pearson, WSBA #12785

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Seattle, WA 98104

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Email: jane.pearson@polsinelli.com

*Co-Counsel for the Official Committee
of Unsecured Creditors*

21 POLSINELLI MONTHLY FEE
APPLICATION - 7

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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	\$590
Randy B. Soref	Shareholder	\$590
Tanya Behnam	Associate	\$380

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

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

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

Invoice Date: December 4, 2020
Invoice No: 1873513
Matter No: 103824-628101

*For Professional Services Through **November 30, 2020***

Client: Official Committee of Unsecured Creditors for Astria Health
Matter: Astria Health - Committee Representation

Total Current Fees	\$	11,430.00
Total Costs	\$	<u>62.80</u>
<i>Total Current Invoice</i>	\$	11,492.80
 Previous Balance Due	\$	<u>37,988.20</u>
 Due Upon Receipt	\$	<u>49,481.00</u>

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Time Detail

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Task</u>
11/04/20	Pearson, Jane	Initial review of Amended Chapter 11 Plan and Disclosure Statement (2.3); review Debtors' Reply regarding Disclosure Statement Objections and Notice of Filing Redline of Plan and Disclosure Statement (1.0).	3.30	\$1,947.00	B320
11/05/20	Pearson, Jane	Review Debtors' Objection to Cerner's Motion for Allowance of Administrative Expenses (.4); review Gallagher Declaration in Support of Debtors' Objection to Cerner Corporation's Motion for Administrative Claim (.2); review Stipulation Extending Authorization to Use Cash Collateral (.1).	0.70	413.00	B110
11/05/20	Pearson, Jane	Further review of Debtors' amended disclosure statement and plan.	1.70	1,003.00	B320
11/05/20	Pearson, Jane	Email from Andrew Sherman regarding plan update.	0.20	118.00	B150
11/06/20	Pearson, Jane	Email from Andrew Sherman with draft letter to be included in plan solicitation materials.	0.20	118.00	B150
11/06/20	Pearson, Jane	Email from Andrew Sherman to Debtors with letter to include in plan package (.1); email from Sam Maizel regarding same (.1); email from Andrew Sherman regarding additional term in order approving disclosure statement (.1); attend telephonic hearing on approval of Amended Disclosure Statement (.8).	1.10	649.00	B320
11/09/20	Pearson, Jane	Review Order Appointing Settlement Judge (for AHM's Motion for Allowance of Administrative Expenses).	0.10	59.00	B110
11/10/20	Pearson, Jane	Review Order re Settlement Conference Between Debtor and AHM, Inc. on Motion for Allowance of Postpetition Administrative Claim.	0.10	59.00	B110
11/10/20	Behnam, Tanya	Correspondence re October Monthly Fee Application.	0.20	76.00	B160
11/10/20	Pearson, Jane	Emails with BRG and supervise filing of Declaration of No Objection and proposed order in connection with BRG's fourth interim fee application (.4); email to BRG with signed order (.1).	0.50	295.00	B160

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Task</u>
11/11/20	Pearson, Jane	Review Stipulation Continuing Reply Deadline Related to Motion of SEIU Healthcare for Allowance and Payment of Administrative Expense Claims.	0.10	59.00	B110
11/11/20	Pearson, Jane	Further review of Amended Chapter 11 Plan and Disclosure Statement (.5); review Notice of Filing Written Disclosure Statement and Proposed Plan (.2).	0.70	413.00	B320
11/12/20	Pearson, Jane	Review Order Granting Joint Motion for Order Approving Disclosure Statement, etc.	0.40	236.00	B320
11/13/20	Pearson, Jane	Review Cerner's Motion for Relief from Stay to Allow Arbitration.	0.40	236.00	B110
11/13/20	Pearson, Jane	Email from Andrew Sherman regarding settlement with SEIU.	1.00	590.00	B150
11/16/20	Pearson, Jane	Email from Andrew Sherman regarding plan update.	0.30	177.00	B150
11/17/20	Soref, Randye B.	Follow up re interim fee statement.	0.10	59.00	B160
11/18/20	Pearson, Jane	Attend telephonic status conference.	0.70	413.00	B320
11/18/20	Behnam, Tanya	Draft Monthly Fee Application and Notice re same for October 2020.	1.00	380.00	B160
11/18/20	Pearson, Jane	Review Notice of Filing Written Disclosure Statement and Proposed Plan (.1); review Notice of Errata to Second Amended Plan, Ballots and Confirmation Hearing Notices (.3); review PCO's Eighth Interim Report (.3).	0.70	413.00	B110
11/18/20	Soref, Randye B.	Review/revise interim monthly fee application; notice and draft memo.	0.30	177.00	B160
11/20/20	Pearson, Jane	Email from Andrew Sherman regarding D&O Cause of Action agreement and GUC Distribution Trust Agreement.	1.00	590.00	B150
11/23/20	Pearson, Jane	Review docket entries regarding TIAA motion for payment of administrative expense originally scheduled for hearing today.	0.30	177.00	B110
11/24/20	Pearson, Jane	Review Order Granting Motion to Seal Settlement Agreement With SEIU (.1); review Joint Motion of Debtors and SEIU to Approve Settlement, and supporting declaration (.3).	0.40	236.00	B110
11/24/20	Pearson, Jane	Review email regarding Steve Sass (.2); participate in telephonic Committee meeting regarding plan issues (.5).	0.70	413.00	B150



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Task</u>
11/25/20	Pearson, Jane	Review Polsinelli monthly fee application (Oct.) and notice of application, and supervise filing and service of same.	1.00	590.00	B160
11/27/20	Pearson, Jane	Review Ex Parte Motion for Entry of Order Sealing Plan Settlement Term Sheet; Declaration of Michael Lane in Support Thereof (.2); review Fourth Renewed Motion for Entry of Order Enlarging Time Within Which Debtors May Remove Actions (.2).	0.40	236.00	B110
11/27/20	Pearson, Jane	Review Plan Supplements to the Second Amended Joint Chapter 11 Plan.	1.50	885.00	B320
11/30/20	Pearson, Jane	Email from Debtors' counsel with draft motion to assume and reject contracts with Cerner (.3); emails regarding same (.3); review Order Granting Motion to Seal Plan Settlement Term Sheet (.1).	0.70	413.00	B110

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pearson, Jane	Shareholder	18.20	\$590.00	\$10,738.00
Soref, Randy B.	Shareholder	0.40	590.00	236.00
Behnam, Tanya	Associate	1.20	380.00	456.00
Total		19.80		\$11,430.00

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
	On-Line Searches	1.00	62.80
Total Disbursements:			\$62.80



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Outstanding Invoices

<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Fees</u>	<u>Costs</u>	<u>Payments</u>	<u>Total Balance</u>
06/04/20	1800749	11,120.00	183.28	9,079.28	2,224.00
07/09/20	1812825	12,380.00	91.20	9,995.20	2,476.00
08/14/20	1829112	30,704.00	933.10	25,496.30	6,140.80
09/03/20	1836599	8,571.50	118.60	6,975.80	1,714.30
10/07/20	1851532	11,661.00	87.60	0.00	11,748.60
11/10/20	1863734	13,533.00	151.50	0.00	13,684.50
Total Previous Balance					\$37,988.20



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REMITTANCE

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