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*Attorneys 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

**FINAL FEE APPLICATION OF SILLS
 CUMMIS & GROSS P.C. AS COUNSEL
 TO THE OFFICIAL COMMITTEE OF
 UNSECURED CREDITORS FOR
 ALLOWANCE OF COMPENSATION**

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).

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**AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES
INCURRED FOR THE PERIOD FROM
MAY 23, 2019, THROUGH AND
INCLUDING JANUARY 15, 2021**

SUMMARY COVER SHEET

Name of applicant:	Sills Cummis & Gross P.C.
Name of client:	The Official Committee of Unsecured Creditors of Astria Health, <i>et al.</i>
Time period covered by this application:	May 23, 2019 – January 15, 2021
Petition Date:	May 6, 2019
Retention Date:	May 23, 2019
Date of order approving employment:	July 5, 2019 ²
Total compensation approved by interim order to date:	\$556,217.25 ³
Total expenses approved by interim order to date:	\$8,443.07
Total compensation paid to date (including pursuant to monthly compensation procedures):	\$853,080.92
Total expenses paid to date (including pursuant to monthly compensation procedures):	\$9,974.65
Blended rate for all attorneys:	\$495.00
Blended rate for all timekeepers:	\$495.00 ⁴
Number of professionals included in the Final Fee Application:	11
If applicable, difference between fees budgeted and compensation sought for the Total Compensation Period:	N/A
Number of professionals billing fewer than 15 hours to the case during the Total Compensation Period:	3

² The Firm's employment was approved *nunc pro tunc* to May 23, 2019.

³ The order approving the Firm's Third Interim Fee Application inadvertently approved an extra \$60 above the amount requested. However, the Firm was not paid this extra amount.

⁴ The Firm did not use any non-attorney paraprofessionals during the billing period.

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Are any rates higher than those approved or disclosed at retention?	No. ⁵
If yes, calculate and disclose the total compensation sought in the Total Compensation Period using the rates originally disclosed in the retention application.	N/A

Sills Cummis & Gross P.C. (the “**Firm**”) submits its Final Fee Application (the “**Final Application**”) seeking final approval of compensation for the professional services rendered by the Firm on behalf of the Official Committee of Unsecured Creditors (the “**Committee**”) of Astria Health, *et al.* (the “**Debtors**”) and reimbursement of actual and necessary expenses incurred by the Firm in the amount of \$1,146,438.83⁶ for the period from May 23, 2019 through and including January 15, 2021 (the “**Total Compensation Period**”). In support of this Final Application, the Firm submits the declaration of Andrew Sherman (the “**Sherman Declaration**”), which is attached as **Exhibit A** and incorporated by reference, and respectfully represents as follows:

⁵ As noted in the *Declaration of Andrew H. Sherman in Support of Official Committee of Unsecured Creditors’ Application for Order Approving Employment of Sills Cummis & Gross P.C. Nunc Pro Tunc to May 23, 2019* [Dkt # 286] (the “**Declaration**”), the Firm agreed that its blended hourly rate for each month will be capped at \$495.

⁶ During the Total Compensation Period, the Firm’s fees and expenses actually totaled \$1,618,540.33. However, as noted in the Declaration, the Firm agreed that its blended hourly rate for each month will be capped at \$495. As a result of such discount, the Firm’s fees and expenses were reduced to \$1,146,438.83.

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JURISDICTION

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2 1. The United States Bankruptcy Court for the Eastern District of
3 Washington (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C.
4 §§ 157 and 1334. The Committee confirms consent, pursuant to Rule 7008 of the
5 Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), to the entry of
6 a final order by the Court in connection with this Final Application to the extent
7 that it is later determined that the Court, absent consent of the parties, cannot enter
8 final orders or judgments in connection herewith consistent with Article III of the
9 United States Constitution. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

10 2. The statutory bases for the relief requested are sections 330 and 331 of
11 title 11 of the United States Code (the “**Bankruptcy Code**”), Bankruptcy Rule
12 2016, and Rule 2016-1 of the Bankruptcy Local Rules for the Eastern District of
13 Washington (the “**Local Rules**”).

14 3. The Firm seeks Court authority to be paid from the Debtors’ estates for
15 any and all fees and expenses incurred and recognizes that all such fees and
16 expenses are subject to Court order after notice and a hearing pursuant to 11 U.S.C.
17 §§ 330 and 331.

BACKGROUND

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19 4. On May 6, 2019 (the “**Petition Date**”), the Debtors filed voluntary
20 petitions for relief under chapter 11 of the Bankruptcy Code, commencing the

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1 above-captioned chapter 11 cases (the “Cases”).

2 5. The Debtors have continued in possession of their property and to
3 operate and maintain their businesses as debtors in possession under Bankruptcy
4 Code sections 1107(a) and 1108.

5 6. No trustee or examiner has been appointed in the Cases.

6 7. On May 23, 2019, the Office of the United States Trustee appointed
7 the Committee [Dkt. #135].

8 8. The Committee held its first meeting on May 23, 2019, and at that
9 meeting, selected the Firm and Polsinelli PC as its proposed co-counsel.

10 9. On June 17, 2019, the Committee filed that certain *Application for*
11 *Order Approving Employment Nunc Pro Tunc to May 23, 2019* [Dkt. # 285], which
12 sought entry of an order authorizing the employment and retention of the Firm as
13 the Committee’s counsel.

14 10. On July 5, 2019, the Court entered an *Order Authorizing Retention and*
15 *Employment of Sills Cummis & Gross P.C. as Co-Counsel to the Official*
16 *Committee of Unsecured Creditors Nunc Pro Tunc to May 23, 2019* (the
17 “**Retention Order**”) [Dkt. # 371], a copy of which is attached as **Exhibit B.**

18 11. On December 22, 2020, Debtors filed the *Modified Second Amended*
19 *Joint Chapter 11 Plan of Reorganization of Astria Health and its Debtor Affiliates*
20 [Dkt. # 2196] (the “**Plan**”).

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12. On December 23, 2020, the Court entered the *Order Confirming Modified Second Amended Joint Chapter 11 Plan of Reorganization of Astria Health and its Debtor Affiliates* [Dkt. # 2217] (the “**Confirmation Order**”).

13. The effective date of the Plan occurred on January 15, 2021. *See Notice of Occurrence of Effective Date of Modified Second Amended Joint Chapter 11 Plan of Reorganization of Astria Health and its Debtor Affiliates* [Dkt. # 2264],

14. **Exhibit K** includes information regarding cash on hand or on deposit, the amount and nature of accrued unpaid administrative expenses, the amount of unencumbered funds in the estates, and key steps completed and remaining until the Cases can be closed.

PRIOR INTERIM APPLICATIONS

15. On October 8, 2019, the Firm filed the *First Interim Fee Application of Sills Cummis & Gross P.C. as Co-Counsel to the Official Committee of Unsecured Creditors for the Period from May 23, 2019 Through and Including August 31, 2019* (“**First Interim Fee Application**”) [Dkt. # 677]. In the First Interim Fee Application, the Firm sought interim allowance of compensation for services rendered of \$233,169.75 and reimbursement of expenses of \$3,068.95.

16. On October 31, 2019, the Court entered the *Order Awarding Compensation for Services Rendered and Reimbursement of Expenses Pursuant to 11 U.S.C. §330 or §331, and Approving the Payment of Bank Fees* [Dkt. #736] (the

1 **“First Interim Fee Application Order”**). The First Interim Fee Application Order
2 allowed \$233,169.75 as compensation for services rendered and the reimbursement
3 of \$3,068.95 in expenses.

4 17. On January 28, 2020, the Firm filed the *Second Interim Fee*
5 *Application of Sills Cummis & Gross P.C. as Co-Counsel to the Official Committee*
6 *of Unsecured Creditors for the Period from September 1, 2019 Through and*
7 *Including November 30, 2019* (the **“Second Interim Fee Application”**) [Dkt.
8 #972]. In the Second Interim Fee Application, the Firm sought interim allowance
9 of compensation for services rendered of \$127,165.50 and reimbursement of
10 expenses of \$182.60.

11 18. On or around March 10, 2020, the Court entered the *Order Awarding*
12 *Compensation for Services Rendered and Reimbursement of Expenses Pursuant to*
13 *11 U.S.C. §330 or §331, and Approving the Payment of Bank Fees* (**“Second**
14 **Interim Fee Application Order”**) [Dkt. #1090]. The Second Interim Fee
15 Application Order allowed compensation for services rendered in the amount of
16 \$127,165.50 and reimbursement of expenses in the amount of \$182.60.

17 19. On May 29, 2020, the Firm filed the *Third Interim Fee Application of*
18 *Sills Cummis & Gross P.C. as Co-Counsel to the Official Committee of Unsecured*
19 *Creditors for the Period from December 1, 2019 Through and Including March 31,*
20 *2020* (**“Third Interim Fee Application”**) [Dkt. # 1318]. In the Third Interim Fee

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1 Application, the Firm sought interim allowance of compensation for services
2 rendered of \$195,822.00 and reimbursement of expenses of \$5,191.52.

3 20. On July 1, 2020, the Court entered the *Order Awarding Compensation*
4 *for Services Rendered and Reimbursement of Expenses Pursuant to 11 U.S.C. §330*
5 *or §331, and Approving the Payment of Bank Fees* (“**Third Interim Fee**
6 **Application Order**”) [Dkt. #1458]. The Third Interim Fee Application Order
7 allowed compensation for services rendered in the amount of \$195,882.00⁷ and
8 reimbursement of expenses of \$5,191.52.

9 21. For the postpetition period, the Firm has billed as follows:

Application Period	Fees	Expenses	Total
5/23/19 – 6/30/19	\$178,769.25	\$3,014.84	\$181,784.09
7/1/19 – 7/31/19	\$24,403.50	\$12.50	\$24,416.00
8/1/19 – 8/31/19	\$29,997.00	\$41.61	\$30,038.61
9/1/19 – 9/30/19	\$18,463.50	\$1.03	\$18,464.53
10/1/19 – 10/31/19	\$18,414.00	\$33.48	\$18,447.48
11/1/19 – 11/30/19	\$90,288.00	\$148.09	\$90,436.09
12/1/19 – 12/31/19	\$64,251.00	\$4,941.46	\$69,192.46
1/1/20 – 1/31/20	\$88,803.00	\$239.22	\$89,042.22
2/1/20 – 2/29/20	\$12,424.50	\$0.00	\$12,424.50
3/1/20 – 3/31/20	\$30,343.50	\$10.84	\$30,354.34
4/1/20 – 4/30/20	\$15,444.00	\$0.00	\$15,444.00

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20 ⁷ The Third Interim Fee Application Order inadvertently approved an extra \$60
21 above the amount requested.

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1	5/1/20 – 5/31/20	\$52,371.00	\$7.63	\$52,378.63
2	6/1/20 – 6/30/20	\$35,640.00	\$27.21	\$35,667.21
3	7/1/20 – 7/31/20	\$107,761.50	\$460.06	\$108,221.56
4	8/1/20 – 8/31/20	\$63,607.50	\$273.83	\$63,881.33
5	9/1/20 – 9/30/20	\$44,797.50	\$254.53	\$45,052.03
6	10/1/20 – 10/31/20	\$63,756.00	\$508.32	\$64,264.32
7	11/1/20 – 11/30/20	\$79,101.00	\$128.86	\$79,229.86
8	12/1/20 – 12/31/20	\$106,573.50	\$731.07	\$107,304.57
9	1/1/21 – 1/15/21	\$10,395.00	\$0.00	\$10,395.00
10	Total Billed to Date	<u>\$1,135,604.25</u>	<u>\$10,834.58</u>	<u>\$1,146,438.83</u>

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

Compensation Period	Amount	Description
5/23/19 – 6/30/19	\$181,784.09	100% of fees and expenses
7/1/19 – 7/31/19	\$24,416.00	100% of fees and expenses
8/1/19 – 8/31/19	\$30,038.61	100% of fees and expenses
9/1/19 – 9/30/19	\$18,464.53	100% of fees and expenses
10/1/19 – 10/31/19	\$18,447.48	100% of fees and expenses
11/1/19 – 11/30/19	\$90,436.09	100% of fees and expenses
12/1/19 – 12/31/19	\$69,192.46	100% of fees and expenses
1/1/20 – 1/31/20	\$89,042.22	100% of fees and expenses
2/1/20 – 2/29/20	\$12,424.50	100% of fees. No expenses were incurred during this period.
3/1/20 – 3/31/20	\$30,354.34	100% of fees and expenses
4/1/20 – 4/30/20	\$15,444.00	100% of fees. No expenses were incurred during this period.

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1	5/1/20 – 5/31/20	\$52,378.63	100% of fees and expenses
2	6/1/20 – 6/30/20	\$28,539.21	80% of fees (\$28,512.00) and 100% of expenses (\$27.21)
3	7/1/20 – 7/31/20	\$86,669.26	80% of fees (\$86,209.20) and 100% of expenses (\$460.06)
4	8/1/20 – 8/31/20	\$51,159.83	80% of fees (\$50,886.00) and 100% of expenses (\$273.83)
5	9/1/20 – 9/30/20	\$12,751.20	Approximately 28% of fees (\$12,496.67) and 100% of expenses (\$254.53)
6	10/1/20 – 10/31/20	\$51,513.12	80% of fees (\$51,004.80) and 100% of expenses (\$508.32)
7	11/1/20 – 11/30/20	***	***
8	12/1/20 – 12/31/20	***	***
9	1/1/21 – 1/15/21	***	***
10	Total Paid to the Firm to Date	\$863,055.57	

23. To date, the Firm is owed as follows:

Application Period	Amount	Description
6/1/20 – 6/30/20	\$7,128.00	20% of fees
7/1/20 – 7/31/20	\$21,552.30	20% of fees
8/1/20 – 8/31/20	\$12,721.50	20% of fees
9/1/20 – 9/30/20	\$32,300.83	Approximately 72% of fees
10/1/20 – 10/31/20	\$12,751.20	20% of fees

*** The Firm has not yet received any payments on account of these fee applications. If any payments are subsequently received, such payments will be reconciled with any award granted by this Court.

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1	11/1/20 – 11/30/20	\$79,229.86	100% of fees (\$79,101.00) and expenses (\$128.86)
2	12/1/20 – 12/31/20	\$107,304.57	100% of fees (\$106,573.50) and expenses (\$731.07)
3	1/1/21 – 1/15/21	\$10,395.00	100% of fees. No expenses were incurred during this period.
4			
5	Total Owed to the Firm	\$283,383.26	

RELIEF REQUESTED

24. The Firm requests that the Court enter an order (the “**Order**”), substantially in the form attached as **Exhibit L**: (a) approving this Final Application; (b) awarding the Firm final approval for professional services provided during the Total Compensation Period in the amount of \$1,135,604.25 and reimbursement of expenses in the amount of \$10,834.58; (c) authorizing and directing the Debtors to remit payment to the Firm for any unpaid fees and expenses; and (d) granting such other relief as is appropriate under the circumstances.

SUMMARY OF THE FIRM’S REQUESTED COMPENSATION AND REIMBURSEMENT OF EXPENSES

25. During the Total Compensation Period, the Firm expended a total of 2,294.15 hours of recorded time for services rendered, resulting in fees of

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1 \$1,135,604.25,⁹ which amounts to a blended rate of \$495. The Firm respectfully
2 submits that its fees for the Total Compensation Period are reasonable.

3 26. When recording its time during this engagement, the Firm placed all
4 time entries for fees into various categories, consisting of: Asset Analysis and
5 Recovery (101); Asset Disposition (102); Business Operations (103); Case
6 Administration (104); Claims Administration and Objections (105); Employee
7 Benefits/Pensions (106); Fee/Employment Applications (107); Fee/Employment
8 Objections (108); Financing (109); Litigation (Other than Avoidance Action
9 Litigation (110); Avoidance Action Litigation (111); Meetings of Creditors (112);
10 Plan and Disclosure Statement (113); Relief from Stay Proceedings (114); Travel
11 (116); Litigation Consulting (121). Inevitably, certain time entries do not fit neatly
12 into any one category while other time entries cross over into more than one
13 category. The Firm therefore, has done its best to place time entries into categories
14 which accurately reflect the work performed.

15 27. A summary of compensation requested by project category for the
16 Total Compensation Period is attached as **Exhibit C.**

17 28. A summary of expense reimbursement requested by category for the
18 Total Compensation Period is attached as **Exhibit D.**

19 ⁹ During the Total Compensation Period, the Firms fees actually totaled \$1,607,705.75.
20 However, as noted in the Declaration, the Firm agreed that its blended hourly rate for each month
will be capped at \$495. See Declaration ¶ 11.

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29. Pursuant to Local Rule 2016-1(b)(1)(B-C), an itemization of services rendered and an itemization of expenses (the “**Invoices**”) are attached as **Exhibit E**.

30. A summary of the timekeepers included in this Application (“**UST Form 11-330-B**”) is attached as **Exhibit F**.

31. Information about the Firm’s customary and comparable compensation (“**UST Form 11-330-A**”) is attached as **Exhibit G**.

32. Pursuant to Local Rule 2016, Local Form 2016 (“**LF 2016**”) summarizing the Total Compensation Period is attached as **Exhibit H**.

33. As required by LF 2016, a *Statement of Money or Property Received or Promised in Connection with this Case Other Than By Application or Plan*, Local Form 2016(A) (“**LF 2016A**”), is attached as **Exhibit I**.

34. As required by LF 2016, a *Summary Supporting Application for Compensation for Services or Reimbursement of Expenses*, Local Form 2016(B) (“**LF 2016B**”), is attached as **Exhibit J**.

35. Pursuant to Local Rule 2016-1(b)(1)(A), a *Narrative Summary*, Local Form 2016(C) (“**LF 2016C**”), is attached hereto as **Exhibit K**.

DESCRIPTION OF SERVICES

36. The services the Firm rendered during the Total Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided

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1 in the attached **Exhibit E**.

2 37. Asset Analysis and Recovery

3 Fees: \$85,217.00* Hours: 113.6

4 38. This category includes time spent: (a) conducting complex,
5 multifaceted research and analysis regarding potential recovery actions against third
6 parties, including the Debtors' former revenue cycle manager and certain of the
7 Debtors' directors/officers; (b) reviewing documents produced in connection with
8 such investigations; (c) addressing issues related to a stipulation granting the
9 Committee standing to pursue certain causes of action; (d) conducting analysis
10 regarding the quality of earnings report commissioned by the Debtors; and (e)
11 communicating with the Debtors' professionals, the Committee, the Committee's
12 other advisors, counsel for certain secured parties, and other third parties regarding
13 the foregoing and related matters.

14 39. Asset Disposition

15 Fees: \$172,819.00* Hours: 242.9

16 40. This category includes time spent in connection with all matters
17 relating to the disposition, and other post-petition uses of, property of the Debtors'
18 estates, including time spent: (a) analyzing the Debtors' motion to approve bidding
19 procedures, the proposed bidding procedures, the proposed bidding procedures

20 * Such amount reflects the Firm's fees before the application of the \$495 hourly fee discount.

* Such amount reflects the Firm's fees before the application of the \$495 hourly fee discount.

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1 order, the proposed sale order, and the proposed asset purchase agreement; (b)
2 drafting a related objection and conducting related research and negotiations; (c)
3 analyzing objections filed by third parties; (d) analyzing potential strategic
4 transactions for some or all of the Debtors' assets; (e) analyzing issues relating to
5 the potential assumption/rejection of executory contracts and unexpired leases; (f)
6 addressing issues related to the Debtors' proposed closure and/or leasing of their
7 Yakima facilities, including analyzing the Debtors' motion to seal and drafting an
8 objection thereto; (g) analyzing issues related to the Debtors' proposed private sale
9 of certain office space; (h) attending numerous hearings related to the foregoing;
10 and (i) communicating with Debtors' counsel, the Committee, the Committee's
11 other advisors, counsel to the Debtors' secured lenders, the U.S. Trustee and other
12 third parties regarding the foregoing and related issues.

13 41. Business Operations

14 Fees: \$38,293.00* Hours: 51.2

15 42. This category includes time spent: (a) analyzing the Debtors' financial
16 performance, projections, operating results, liquidity position, management
17 structure, cash management system and organizational structure; (b) addressing
18 issues related to the Debtors' collection of accounts receivables and budget
19 variances; and (c) communicating with Debtors' counsel, the Committee and the

20 * Such amount reflects the Firm's fees before the application of the \$495 hourly fee discount.

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Committee's other advisors regarding the foregoing and related issues.

43. Case Administration

Fees: \$173,806.50* Hours: 252.2

44. This category includes time spent, among other things: (a) attending hearings and court conferences; (b) drafting materials for and providing updates to the Committee members; (c) attending Committee meetings; (d) analyzing motions, applications and proposed orders, drafting related objections, and conducting related negotiations; (e) analyzing the Debtors' Schedules and Statements of Financial Affairs; (f) drafting the Committee's by-laws; (g) drafting a motion and proposed order establishing information sharing procedures; (h) drafting a non-disclosure agreement relating to information to be provided by the Debtors; (i) analyzing materials from the Debtors regarding case options; (j) responding to creditor queries; (k) addressing matters of general import and scheduling; and (l) communicating with the Debtors' professionals, the Committee's other advisors and the United States Trustee regarding the foregoing and related matters.

45. Claims Administration and Objections

Fees: \$168,718.00* Hours: 235.4

46. This category includes time spent analyzing claims and related liens asserted against the Debtors' estates and potential objections, challenges and

* Such amount reflects the Firm's fees before the application of the \$495 hourly fee discount.

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1 counterclaims thereto, including time spent: (a) analyzing and investigating the
2 liens of certain of the Debtors' alleged prepetition secured creditors, reviewing
3 related loan and security documents (including deposit account control
4 agreements), conducting related research and drafting a related memorandum for
5 the Committee; (b) drafting a stipulation relating to the Committee's "challenge"
6 rights; (c) analyzing issues related to certain potential WARN claims against the
7 Debtors' estates; (d) analyzing prepetition claims paid pursuant to "first day"
8 orders; (e) conducting research regarding the scope of 507(b) priority claims; (f)
9 analyzing issues related to claims for paid time off; (g) addressing issues related to
10 certain alleged administrative expense claims; (h) addressing certain claims asserted
11 by Cerner and related arbitration issues; (i) preparing for and attending mediation
12 regarding certain claims and drafting a related mediation statement; and (j)
13 communicating with Debtors' counsel, the Committee and counsel for certain
14 creditors regarding the foregoing and related issues, including certain settlement
15 discussions.

16 47. Employee Benefits/Pensions

17 Fees: \$25,546.50* Hours: 40.1

18 48. This category includes time spent: (a) analyzing issues regarding the
19 compensation of certain of the Debtors' insiders and the Debtors' motion to file

20 _____
* Such amount reflects the Firm's fees before the application of the \$495 hourly fee discount.

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1 such information under seal; (b) drafting an objection thereto and conducting
2 related research; (c) analyzing the Debtors' contracts regarding the provision of
3 certain management services; (d) analyzing certain severance issues; and (e)
4 communicating with the Debtors' professionals regarding the foregoing and related
5 issues.

6 49. Fee/Employment Applications

7 Fees: \$92,663.00* Hours: 159.5

8 50. This category includes time spent: (a) preparing the Firm's retention
9 application and assisting in the preparation of the retention applications for the
10 Committee's other professionals; (b) preparing the Firm's monthly and interim fee
11 applications and assisting in the preparation of the fee applications of the
12 Committee's other professionals; and (c) communicating with the U.S. Trustee, the
13 Committee's other advisors and the Debtors' counsel regarding the foregoing and
14 related matters.

15 51. Fee/Employment Objections

16 Fees: \$38,319.50* Hours: 62.1

17 52. This category includes time spent: (a) analyzing applications to retain
18 the Debtors' professionals; (b) drafting an objection to the Debtors' application to
19 retain an investment banker and conducting negotiations to consensually resolve
20

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1 such objection; and (c) analyzing the declarations filed by the Debtors' proposed
2 ordinary course professionals.

3 53. Financing

4 Fees: \$205,924.00* Hours: 298.6

5 54. This category includes time spent analyzing and addressing financing
6 issues, including time spent: (a) analyzing the Debtors' initial proposed post-
7 petition financing arrangement (including the proposed budget), the motion seeking
8 approval thereof, and related documents and agreements; (b) drafting an objection
9 to the Debtors' proposed post-petition financing arrangement and conducting
10 related research and negotiations; (c) analyzing objections filed by other parties; (d)
11 analyzing the Debtors' financing stipulation with certain secured parties; (e)
12 reviewing numerous loan documents and UCC filings; (f) analyzing and addressing
13 issues related to the potential refinancing, extension or replacement of the Debtors'
14 initial post-petition financing arrangement, as well as analyzing alternative options
15 and transactions (including obtaining exit financing); (g) drafting an objection to
16 the Debtors' motion to obtain replacement post-petition financing and conducting
17 related research and negotiations; (h) analyzing objections filed by third parties; (i)
18 attending multiple hearings and conferences related to the foregoing; and (j)
19 communicating with the Debtors' professionals, the Committee and its other

20 * Such amount reflects the Firm's fees before the application of the \$495 hourly fee discount.

21 SILLS CUMMIS
FINAL FEE APPLICATION

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advisors, and counsel to various lenders regarding the foregoing and related matters.

55. Litigation (Other than Avoidance Action Litigation)

Fees: \$29,862.50* Hours: 43.8

56. This category includes time spent: (a) analyzing issues related to the WSNA adversary proceeding; (b) analyzing issues and attending hearings related to the SBA adversary proceeding; (c) analyzing issues related to the WARN Act litigation; and (d) drafting document requests, analyzing related discovery issues and reviewing materials produced in response to discovery requests.

57. Avoidance Action Litigation

Fees: \$900.00* Hours: 1.2

58. This category includes time spent analyzing adversary proceeding issues.

59. Meetings of Creditors

Fees: \$3,541.50 Hours: 4.5

60. This category includes time spent analyzing certain proposed plan supplement documents and addressing other issues.

61. Plan and Disclosure Statement

Fees: \$546,764.50* Hours: 756.1

* Such amount reflects the Firm's fees before the application of the \$495 hourly fee discount.

* Such amount reflects the Firm's fees before the application of the \$495 hourly fee discount.

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62. This category includes time spent: (a) analyzing issues and conducting negotiations in connection with and related to various proposed plans of reorganization (and a related restructuring support agreement) and liquidation, including valuation, plan structure, debt reinstatement, release, estoppel, D&O claims, solicitation, GUC distribution trust, and confirmation issues; (b) drafting a related objection; (c) analyzing a potential settlement proposed by the Debtors and preparing a counterproposal; (d) analyzing plan objections filed by third parties; (e) reviewing and analyzing the Debtors' proposed disclosure statement and conducting related research and negotiations; (f) drafting an objection to the proposed disclosure statement; (g) engaging in discovery and reviewing materials produced by the Debtors and certain secured parties regarding plan issues; (h) addressing solicitation issues, including revising the proposed ballots and drafting a Committee letter regarding solicitation; (i) reviewing and analyzing the memorandum in support of plan confirmation and the proposed confirmation order; (j) analyzing the Debtors' motion to extend their exclusivity periods and objections thereto; (k) reviewing and revising the proposed disclosure statement order; (l) addressing issues relating to potential plan structures and other alternatives for the Debtors to exit bankruptcy; (m) drafting the GUC distribution trust agreement; (n) drafting the D&O cause of action agreement; (o) analyzing plan supplement

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documents; (p) attending hearings related to the foregoing; and (q) communicating with the Committee, the Committee's other advisors, the Debtors' advisors, counsel for certain secured parties, and others regarding the foregoing and related issues.

63. Relief from Stay Proceedings

Fees: \$5,142.00* Hours: 7.0

64. This category includes time spent: (a) analyzing the Debtors' motion to enforce the automatic stay and conducting research related to an alleged violation of the automatic stay; (b) analyzing motions seeking relief from the automatic stay and a motion appealing an order granting relief from the automatic stay; and (c) attending a related hearing.

65. Travel (Billed at 50%)

Fees: \$19,498.75 Hours: 24.75

66. This category includes time spent traveling to and from Yakima for various hearings and status conferences.

67. Litigation Consulting

Fees: \$690.00* Hours: 1.2

68. This category includes time spent reviewing materials provided by Debtors' counsel in connection with discovery matters.

* Such amount reflects the Firm's fees before the application of the \$495 hourly fee discount.

* Such amount reflects the Firm's fees before the application of the \$495 hourly fee discount.

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**THE FIRM'S REQUESTED COMPENSATION AND
REIMBURSEMENT OF EXPENSES SHOULD BE ALLOWED**

69. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and reimbursement of their expenses and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation and reimbursement of expenses. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. §330(a)(1). Section 330 also sets forth the criteria for the award of such compensation of fees and reimbursement of expenses:

In determining the amount of reasonable compensation to be awarded to an examiner, trustee under chapter 11, or professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

1. the time spent on such services;
2. the rates charged for such services;
3. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
4. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
5. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
6. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

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1 11 U.S.C. §330(a)(3).

2 70. This Final Application substantiates the total amount that the Firm
3 seeks for fees and expenses in accordance with each element of the customary
4 standards applied to fee applications for the Total Compensation Period.

5 71. Prior to the enactment of the Bankruptcy Code, the rule with respect to
6 compensation requests in the Ninth Circuit was that the Bankruptcy Court should
7 award attorneys' fees in accordance with a "strict rule of economy test." *In re THC*
8 *Financial Corp.*, 659 F.2d 951, 955 n.2 (9th Cir.1981), *cert. denied*, 456 U.S. 977
9 (1982). This is no longer the law. The legislative history to section 330 of the
10 Bankruptcy Code indicates that Congress was primarily concerned with protecting
11 the public interest in the smooth, efficient operation of the bankruptcy system by
12 encouraging competent bankruptcy specialists to remain in the field. *First Nat'l*
13 *Bank of Chi. v. Committee of Creditors Holding Unsecured Claims (In re*
14 *Powerline Oil Co.)*, 71 B.R. 767, 770 (9th Cir. B.A.P. 1986); *In re Baldwin-United*
15 *Corp.*, 79 B.R. 321, 346 (Bankr. S.D. Ohio 1987). Toward this end, Congress
16 specifically disavowed notions of economy of administration and provided that
17 compensation in bankruptcy cases should be comparable to what is charged in
18 nonbankruptcy matters. *Id.* at 346.

19 72. "A customary review of a fee application under § 330 starts with a
20 determination of the 'lodestar,' by multiplying a reasonable number of hours

21 SILLS CUMMIS
FINAL FEE APPLICATION

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1 expended by a reasonable hourly rate. *In re Eliapo*, 298 B.R. 392, 398 (B.A.P. 9th
2 Cir. 2003), *aff'd in part, rev'd in part and remanded*, 468 F.3d 592 (9th Cir. 2006)
3 (citing *Unsecured Creditors' Comm. v. Puget Sound Plywood, Inc.*, 924 F.2d 955,
4 960 (9th Cir.1991)). "The lodestar formula is a means of putting a market rate on
5 particular legal services rendered in a case." *Id* (citing *Hensley v. Eckerhart*, 461
6 U.S. 424, 433 (1983)). "Although the lodestar method presents the 'primary' and
7 'customary' approach, it is not the exclusive method for calculating reasonable fees
8 under § 330, and § 330 does not mandate its use." *Id*.

9 73. Under the lodestar approach, the Court is to determine the number of
10 hours reasonably expended in an attorney's representation of a debtor and multiply
11 such number by a reasonable hourly rate for the services performed. *See Del. Valley*
12 *Citizens' Council for Clear Air*, 478 U.S. at 565; *In re Powerline Oil Co.*, 71 B.R.
13 at 770. A reasonable hourly rate is presumptively the rate the marketplace pays for
14 the services rendered. *Missouri v. Jenkins by Agyei*, 491 U.S. 274, 109 S. Ct. 2463,
15 2469 (1989); *Burgess v. Klenske (In re Manoa Fin. Co., Inc.)*, 853 F.2d 687, 691
16 (9th Cir.1988). Recognizing that the determination of an appropriate "market rate"
17 for the services of a lawyer is inherently difficult, the Supreme Court stated:

18 Market prices of commodities and most services are determined by
19 supply and demand. In this traditional sense there is no such thing as a
20 prevailing market rate for the service of lawyers in a particular
community. The type of services rendered by lawyers, as well as its
experience, skill, and reputation, varies extensively -- even within a

21 SILLS CUMMIS
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1 law firm. Accordingly, the hourly rates of lawyers in private practice
2 also vary widely. The fees charged often are based on the product of
3 hours devoted to the representation multiplied by the lawyer's
4 customary rate.

5 *Blum v. Stenson*, 465 U.S. 886, 895 n.11 (1984).

6 74. The Supreme Court has stated that a reasonable attorney's fee "means
7 a fee that would have been deemed reasonable if billed to affluent plaintiffs by its
8 own attorneys." *Missouri v. Jenkins by Agyei*, 109 S.Ct. at 2470 (quoting *City of*
9 *Riverside v. Rivera*, 477 U.S. 561, 591 (1986) (Rehnquist, J. dissenting)).
10 Accordingly, a reasonable hourly rate is the hourly amount to which attorneys in
11 the area with comparable skill, experience and reputation typically would be
12 entitled as compensation. *Blum v. Stenson*, 465 U.S. at 895 n.11.

13 75. The Firm respectfully submits that the services for which it seeks
14 compensation in this Final Application were, at the time rendered, necessary for
15 and beneficial to the Committee and the creditors of the estates, and were rendered
16 to protect and preserve the Debtors' estates. The Firm further believes that it
17 performed the services for the Committee economically, effectively, and efficiently,
18 and that the results obtained benefited not only the Committee, but also the
19 Debtors' estates and the Debtors' other constituents. The Firm further submits that
20 the compensation requested herein is reasonable in light of the nature, extent, and
21 value of such services to the Committee and all parties in interest.

22 76. The Firm believes that the expenses for which it seeks reimbursement

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FINAL FEE APPLICATION

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1 in this Final Application were reasonable, actual, and necessary, and are of the kind
2 customarily billed to non-bankruptcy clients.

3 77. The Firm's Creditor's Rights/Bankruptcy Reorganization practice
4 group is comprised of attorneys who specialize in matters of insolvency,
5 reorganization and bankruptcy law and are well-qualified to represent the
6 Committee.

7 78. The Firm respectfully submits that the hourly rates for its attorneys are
8 reasonable and appropriate in the relevant community and in view of the
9 circumstances of the Debtors' bankruptcy cases. The Firm respectfully submits that
10 its hourly rates for its attorneys are comparable to those charged by similarly
11 experienced and skilled professionals, with bankruptcy and non-bankruptcy
12 practices, in the Eastern District of Washington. The Firm's hourly rates have been
13 approved in numerous similar chapter 11 cases. Compensation for the foregoing
14 services is commensurate with the complexity, importance and nature of the
15 problems, issues or tasks involved. The Firm respectfully submits that the foregoing
16 establishes that the Firm's fees and expenses are reasonable.

17 79. The services performed by the Firm were largely rendered by the
18 Firm's Creditor's Rights/Bankruptcy Reorganization practice group. The Firm has a
19 prominent practice in this area and enjoys a national reputation for its expertise in
20 financial reorganizations and restructurings. The attorneys at the Firm have

21 SILLS CUMMIS
FINAL FEE APPLICATION

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1 represented either the debtor or the creditor's committee in many chapter 11 cases.
2 Overall, the Firm brings a particularly high level of skill and knowledge which has
3 inured to the benefit of the Committee and all stakeholders.

4 80. The substantial efforts and achievements of the Committee occurring
5 over the Total Compensation Period required significant resources of the Firm for
6 the benefit of the unsecured creditors. The Firm drafted pleadings, researched the
7 relevant legal and factual issues involved in these Cases, advised the Committee
8 and its other professionals on options and solutions to complex problems, and,
9 when necessary, prepared to litigate unresolved issues. In addition, the Firm worked
10 diligently to ensure that the Committee was appropriately informed of all case
11 updates through Committee calls and email reports.

12 81. Accordingly, the Firm respectfully submits that its services during the
13 Total Compensation Period warrant approval of the requested fees and expenses on
14 an interim and final basis.

15 82. The Firm has not received a retainer in these Cases.

16 83. No agreement or understanding exists between the Firm and any other
17 entity for sharing of any compensation or reimbursement in these Cases.

18 84. No previous application for the relief sought herein has been made to
19 this or any other court.

20 **WHEREFORE**, the Firm respectfully requests that the Court enter an order:

21 SILLS CUMMIS
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- 1 (i) approving this Final Application;
- 2 (ii) approving on a final basis, \$1,135,604.25 in fees and \$10,834.58 in
- 3 expenses, for a total of \$1,146,438.83;
- 4 (iii) authorizing payment from the Debtors to the Firm of all unpaid amounts
- 5 requested in this Final Application; and
- 6 (iv) granting such other and further relief as the Court deems just and proper.
- 7

8 Dated: February 26, 2021

POLSINELLI PC

9 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

-and-

Andrew H. Sherman (*pro hac vice*)
Boris Mankovetskiy (*pro hac vice*)
SILLS CUMMIS & GROSS P.C.
One Riverfront Plaza
Newark N.J. 07102
Telephone: (973) 643-7000
Email: asherman@sillscummis.com
bmankovetskiy@sillscummis.com

*Attorneys for the Official Committee of
Unsecured Creditors*

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FINAL FEE APPLICATION

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Exhibit A

SILLS CUMMIS & GROSS P.C.

HONORABLE WHITMAN HOLT

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*Attorneys 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

**DECLARATION OF ANDREW
SHERMAN IN SUPPORT OF FINAL FEE
APPLICATION OF SILLS CUMMIS &
GROSS P.C. AS COUNSEL TO 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).

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

2. I have reviewed the *Final Fee Application of Sills Cummis & Gross P.C. as Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation and for Reimbursement of Actual and Necessary Expenses Incurred for the Period from May 23, 2019, Through and Including January 15, 2021* (the “**Final Application**”). To the best of my knowledge, information, and belief, the

1 statements contained in the Final Application are true and correct. In addition, I
2 believe the Final Application reasonably complies with Local Rule 2016-1 and the
3 U.S. Trustee Guidelines.

4 3. In connection therewith, I hereby certify that:

- 5 a) to the best of my knowledge, information, and belief, formed after
6 reasonable inquiry, the fees and disbursements sought in the Final
7 Application are permissible under the relevant rules, court orders, and
8 Bankruptcy Code provisions, except as specifically set forth herein;
9 b) except to the extent disclosed in the Final Application, the fees and
10 disbursements sought in the Final Application are billed at rates
11 customarily employed by the Firm and generally accepted by the
12 Firm's clients;
13 c) in providing a reimbursable expense, the Firm does not make a profit
14 on that expense, whether the service is performed by the Firm in-house
15 or through a third party;
16 d) in accordance with Bankruptcy Rule 2016 and 11 U.S.C. § 504, no
17 agreement or understanding exists between the Firm and any other
18 person for the sharing of compensation to be received in connection
19 with the above case except as authorized pursuant to the Bankruptcy
20 Code, the Bankruptcy Rules, and the Local Rules; and
21 e) all services for which compensation is sought were professional
services on behalf of the Committee and not on behalf of any other
person.

4. The Firm responds to the following questions in the Department of
Justice *Appendix B Guidelines for Reviewing Applications for Compensation and
Reimbursement of Expenses Filed Under United States Code by Attorneys in
Larger Chapter 11 Cases* in compliance with section C(5) as follows:

- a) **Question:** Did you agree to any variations from, or alternatives to,
your standard or customary billing rates, fees or terms for services
pertaining to this engagement that were provided during the
application period? If so, please explain.

Response: Yes. The Firm agreed to discount its fees such that its blended hourly rate for each month will be capped at \$495.

- b) **Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: N/A

- c) **Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

- d) **Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Response: No.

- e) **Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

- f) If the fee application includes any rate increases since retention:

- i. **Question:** Did your client review and approve those rate increases in advance?

Response: N/A. Although the *standard* hourly rates of the Firm's attorneys working on this matter increased each year, effective as of October 1 (the start of the Firm's new fiscal year), as noted above, for this engagement, the Firm's fees are subject to a \$495 blended hourly rate cap.

- ii. **Question:** Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

1 **Response:** N/A. The Committee did not agree to be bound by
2 all future rate changes and the Firm agreed to the \$495 blended
 hourly rate cap .

3 I certify under penalty of perjury under the laws of the United States that, to
4 the best of my knowledge and after reasonable inquiry, the foregoing is true and
5 correct.

6
7 Dated: February 26, 2021

/s/ Andrew Sherman
 Andrew Sherman

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Exhibit B

So Ordered.

Dated: July 5th, 2019



Frank L. Kurtz
 Frank L. Kurtz
 Bankruptcy Judge

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

IN RE:

ASTRIA HEALTH, et al.
 Debtors.¹

Lead Case No. 19-01189-11

Jointly Administered

**ORDER AUTHORIZING RETENTION
 AND EMPLOYMENT OF SILLS
 CUMMIS & GROSS P.C. AS CO-
 COUNSEL TO THE OFFICIAL
 COMMITTEE OF UNSECURED
 CREDITORS *NUNC PRO TUNC* TO
 MAY 23, 2019**

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), SHC Holdeo, 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 (19-19-01200-11).

ORDER



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1 THIS MATTER having come before the Court upon the Official Committee
2 of Unsecured Creditors' (the "Committee") *Application for Order Approving*
3 *Employment Nunc Pro Tunc to May 23, 2019* (the "Application"), requesting
4 authority to retain Sills Cummis & Gross P.C. ("Sills") as the Committee's
5 co-counsel in these bankruptcy cases pursuant to section 1103 of chapter 11 of title
6 11 of the United States Code (the "Bankruptcy Code"), Rule 2014 of the Federal
7 Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2014-1 of the
8 Local Rules of the United States Bankruptcy Court for the Eastern District of
9 Washington (the "Local Rules") [Docket No. 285]; and upon the Declaration of
10 Andrew H. Sherman (the "Sherman Declaration") in support of the Application
11 [Docket No. 286]; and upon the Declaration of Justin Pitt (the "Pitt Declaration")
12 in support of the Application [Docket No. 287]; and the Court having reviewed the
13 Application, its supporting materials, and any responses thereto; and the Court
14 having found and concluded that (i) it has jurisdiction over this matter pursuant to
15 28 U.S.C. §§ 157 and 1334, (ii) this matter is a core proceeding pursuant to
16 28 U.S.C. § 157(b)(2), (iii) venue is proper in this District pursuant to 28 U.S.C.
17 §§ 1408 and 1409, (iv) notice of the Application was sufficient under the
18 circumstances and no further notice is necessary, and (v) the legal and factual bases
19 set forth in the Application, the Sherman Declaration, and the Pitt Declaration
20 establish just cause for the relief granted in this Order; and this Court having
21 determined that (a) granting the relief requested in the Application as set forth in

1 this Order is in the best interests of the Committee and the bankruptcy estates,
2 (b) Sills does not represent any entity having an adverse interest in connection with
3 these cases, as required by 11 U.S.C. § 1103(b), and it and its Members, Of
4 Counsels, and Associates do not represent or hold any interest adverse to the
5 Committee or the bankruptcy estates and are disinterested under 11 U.S.C. § 101
6 (14), and (c) the Application and its supporting materials are in compliance with
7 the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the
8 Local Rules; and after due deliberation; and sufficient cause appearing therefore;

9 **IT IS HEREBY ORDERED AS FOLLOWS:**

10 1. The Application is granted.

11 2. The Committee is authorized to retain and employ Sills as its
12 co-counsel pursuant to 11 U.S.C. § 1103, Bankruptcy Rule 2014, and Local Rule
13 2014-1 *nunc pro tunc* to May 23, 2019 on the terms set forth in the Application
14 and the Sherman Declaration.

15 3. Sills shall be compensated for its services and reimbursed for any
16 related expenses in accordance with 11 U.S.C. §§ 330 and 331, the applicable
17 provisions of the Bankruptcy Rules and the Local Rules, and any Orders of this
18 Court.

19 4. The terms and conditions of this Order shall be effective and
20 enforceable immediately upon its entry.
21

1 5. The Court shall retain jurisdiction with respect to all matters arising
2 from or related to the implementation of this Order.

3 ///End of Order///

4 Submitted by:

5
6 SILLS CUMMIS & GROSS P.C.

7 /s/Andrew H. Sherman

8 Andrew H. Sherman
9 Boris Mankovetskiy
10 One Riverfront Plaza
Newark, NJ 07102
Telephone: (973) 643-6982
E-mail: asherman@sillscummis.com
bmankovetskiy@sillscummis.com

11 POLSINELLI PC

12 /s/Jane Pearson

13 Jane Pearson, WSBA #12785
14 1000 Second Avenue, Suite 3500
Seattle, WA 98104
Telephone: (206) 393-5415
E-mail: jane.pearson@polsinelli.com

15 *Proposed Co-Counsel for the*
16 *Official Committee of Unsecured Creditors*
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Exhibit C

Summary of Compensation Requested by Project Category

Task Code	Project Category	Hours Billed	Fees Sought
101	Asset Analysis and Recovery	113.6	\$85,217.00
102	Asset Disposition	242.9	\$172,819.00
103	Business Operations	51.2	\$38,293.00
104	Case Administration	252.2	\$173,806.50
105	Claims Administration and Objections	235.4	\$168,718.00
106	Employee Benefits/Pensions	40.1	\$25,546.50
107	Fee/Employment Applications	159.5	\$92,663.00
108	Fee/Employment Objections	62.1	\$38,319.50
109	Financing	298.6	\$205,924.00
110	Litigation (Other than Avoidance Action Litigation)	43.8	\$29,862.50
111	Avoidance Action Litigation	1.2	\$900.00
112	Meetings of Creditors	4.5	\$3,541.50
113	Plan and Disclosure Statement	756.1	\$546,764.50
114	Relief from Stay Proceedings	7.0	\$5,142.00
116	Travel	24.75	\$19,498.75
121	Litigation Consulting	1.2	\$690.00
Total (at Standard Rates)		2,294.15	\$1,607,705.75
Total (After Application of \$495 Blended Hourly Rate Discount		2,294.15	\$1,135,604.25

Exhibit D

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Summary of Expense Reimbursement Requested by Category	
Category	Amount
Airfare/Lodging	\$6,037.31
Litigation Support Vendors	\$1,517.00
Meals	\$530.55
Telephone	\$271.21
Online Research	\$1,607.20
Taxi/Car Rental/Gas	\$871.31
<u>Total</u>	<u>\$10,834.58</u>

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Exhibit E

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SILLS CUMMIS & GROSS

A PROFESSIONAL CORPORATION

THE LEGAL CENTER
ONE RIVERFRONT PLAZA
NEWARK, NEW JERSEY 07102-5400
(973) 643-7000

Page 1
Inv# 1755921
Date 06/27/19
08650116.000001 - AHS

Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS		
101 - ASSET ANALYSIS AND RECOVERY.						
05/27/19	BM	101	Analysis regarding Debtors' revenue cycle issues and potential claims against revenue cycle vendor.	0.90		
05/28/19	BM	101	Analysis regarding Debtors' pre-petition acquisition of Yakima and Toppenish facilities and financing of same.	1.60		
05/31/19	AHS	101	Call with proposed special counsel re: Cerner issues.	0.30		
TASK TOTAL 101				2.80		2,051.00
102 - ASSET DISPOSITION.						
05/27/19	BM	102	Analysis regarding potential sale process and retention of investment banker.	0.80		
TASK TOTAL 102				0.80		580.00
103 - BUSINESS OPERATIONS.						
05/24/19	BM	103	Analysis of issues regarding Debtors' organizational structure and pre-petition capital structure.	1.70		

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05/28/19	BM	103	Analysis of issues regarding debtors' cash management system.	0.80	
05/29/19	BM	103	Analysis regarding Debtors' management structure.	0.60	
05/30/19	BM	103	Analysis of issues regarding status CMS's position regarding Sunnyside status as critical care hospital and potential violation of section 525.	0.70	
TASK TOTAL 103				3.80	2,755.00

104 - CASE ADMINISTRATION

05/23/19	AHS	104	Initial calls and emails with counsel for Debtors and Debtors' CRO after retention to discuss initial steps.	0.40	
05/24/19	AHS	104	Review and revise by-laws and send to Committee for review and comment along with quick status update.	0.70	
		104	Review and analysis of initial relief requested by Debtors (wages, cash management) and have memo drafted to Committee re: relief requested and analysis thereof.	1.10	
		104	Emails with Committee members re: by-law issues.	0.30	
05/24/19	BM	104	Analysis regarding initial document requests to the Debtors.	0.70	
		104	Attend to proposed Committee by-laws.	0.70	
		104	Attend to matters regarding establishing financial advisor selection process.	0.60	
		104	Analysis of first day pleadings and orders.	2.60	
05/24/19	REB	104	Draft Committee by-laws.	0.80	

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		104	Draft email to Committee regarding background matters and financial advisor interviews.	0.60
		104	Review First Day Declaration.	0.90
05/26/19	GAK	104	Review first day declaration.	1.80
		104	Begin drafting first day memorandum.	1.60
05/27/19	GAK	104	Work on memorandum summarizing first day pleadings.	2.10
		104	Review cash management motion and order.	1.30
		104	Review wage motion and order.	0.70
		104	Review utilities motion and order.	0.60
		104	Review patient confidentiality motion and order.	0.40
		104	Review schedules and SOFAs motion and order.	0.30
		104	Review joint administration motion and order.	0.20
05/28/19	AHS	104	Call with Committee member re: by-laws and initial concerns.	0.50
05/28/19	BM	104	Attend to pro hac vice application.	0.30
05/28/19	GAK	104	Work on first day memo.	2.20
		104	Revise first day memo based on comments of A. Sherman and B. Mankovetskiy.	1.90
		104	Review recent docket filings.	0.50
		104	Communications with Debtors' counsel regarding upcoming hearings and deadlines.	0.40
05/29/19	AHS	104	Prepare for and attend Committee meeting re: status update and selection of financial advisors.	2.80
		104	Initial call with BRG upon selection and discuss work plan.	0.40

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		104	Call with counsel for Debtors re: CMS issues relating to Sunnyvale and follow up email re: same.	0.30	
05/29/19	BM	104	Attend Committee meeting and financial advisor interviews.	1.70	
		104	Attend initial call with Committee's financial advisors regarding work plan.	0.50	
		104	Analysis regarding Debtors' request to file disclosure of insider compensation under seal and Committee's objection to same.	0.50	
05/29/19	GAK	104	Work on 1102 motion.	0.10	
05/29/19	LFH	104	Analyze case and district procedures issues.	0.50	
05/30/19	AHS	104	Follow up call with BRG re: operations and financing.	0.40	
05/30/19	GAK	104	Work on 1102 motion; communications with local counsel regarding same.	0.90	
		104	Communications with KCC regarding Committee website issues.	0.30	
		104	Review proposal information from KCC regarding website hosting.	0.20	
05/31/19	GAK	104	Emails with KCC regarding Committee website.	0.40	
		104	Emails with Debtors regarding Committee website.	0.20	
		104	Review KCC proposal.	0.30	
		104	Work on 1102 motion.	1.40	
		TASK TOTAL 104		35.10	21,881.50

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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

05/28/19	BM	105	Analysis regarding pre-petition claims paid pursuant to the first day orders.	1.20	
TASK TOTAL 105				1.20	870.00

106 - EMPLOYEE BENEFITS/PENSIONS

05/28/19	AHS	106	Review and analysis of email from counsel to Debtors re: insider compensation schedule.	0.30	
		106	Research re: standards for sealing and alleged confidential information.	0.80	
05/29/19	AHS	106	Review of motion to seal compensation and call with counsel for Debtors re: same.	0.60	
05/29/19	GAK	106	Review notice of intent to compensate insiders and motion to seal insider compensation.	0.40	
		106	Research regarding Bankruptcy Code 107 issues.	3.60	
		106	Review US Trustee's objection to motion to seal.	0.10	
TASK TOTAL 106				5.80	3,504.00

107 - FEE/EMPLOYMENT APPLICATIONS

05/24/19	AHS	107	Calls and emails with various FA firms re: retention issues and interview process by Committee.	0.40	
05/27/19	AHS	107	Emails to financial advisors setting interview schedule based on input from Committee members.	0.60	

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05/28/19	AHS	107	Review and revise application for pro hac admission and supporting declaration.	0.30	
		107	Email to Committee re: financial advisor interviews and send materials as requested.	0.30	
05/28/19	REB	107	Local rule research re: pro hac requirements.	0.80	
		107	Draft email re: financial advisor interviews and materials.	0.90	
05/29/19	LFH	107	Confer with B. Mankovetskiy regarding retention issues.	0.30	
		107	Review and analyze local rules and forms regarding professional retention.	0.70	
		107	Analyze retention issues.	0.80	
		107	Prepare retention application.	0.70	
05/30/19	LFH	107	Analyze retention application issues.	0.70	
		107	Prepare retention application.	0.90	
		107	Confer with co-counsel regarding retention application coordination.	0.20	
05/31/19	AHS	107	Calls re: potential retention of investment banker.	0.30	
05/31/19	LFH	107	Prepare retention application.	0.80	
		107	Analyze retention application issues.	0.80	
TASK TOTAL 107				9.50	5,829.50

109 - FINANCING.

05/23/19	AHS	109	Address issues re: upcoming hearing on DIP financing and call with S. Maizel re: same.	0.40	
05/24/19	AHS	109	Review and analysis of DIP financing issues and effect on general unsecured creditors.	0.80	

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		109	Call with counsel for DIP lender re: UCC issues regarding financing and requesting form of order.	0.30
		109	Call with counsel for Debtors re: DIP financing issues.	0.30
05/24/19	GAK	109	Review DIP motion and DIP loan documents.	2.20
		109	Review DIP objections.	0.70
05/28/19	BM	109	Analysis of DIP financing motion, interim order and DIP loan agreement.	2.20
		109	Analysis regarding Committee's objections to final DIP order.	1.10
05/28/19	REB	109	Review and revise proposed final DIP order.	8.30
05/29/19	AHS	109	Calls with counsel for DIP lender and call to counsel for UMB/Lapis re: UCC concerns with financing.	0.60
05/29/19	BM	109	Analysis and revisions of proposed final DIP financing order.	2.30
05/29/19	REB	109	Review and revise proposed DIP final order.	3.40
05/30/19	AHS	109	Review and revise form of DIP financing order and send to parties for review and comment.	1.20
		109	Emails and calls with BRG re: DIP financing order and fees to be charged.	0.40
05/30/19	BM	109	Attend to proposed form of final DIP order and related documents.	1.40
		109	Call with BRG regarding DIP financing and financial projections.	0.60
05/30/19	REB	109	Revise proposed final DIP order.	0.70

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05/31/19	AHS	109	Review of comments to DIP financing order as circulated by counsel to UMB/Lapis.	0.80	
		109	Call with counsel for DIP Lender.	0.40	
		109	Calls and emails with Debtors' counsel re: DIP financing issues, UMB/Lapis issues, investment banker, retention.	0.40	
		109	Follow up re: comments by counsel to DIP order and analysis of potential resolution of open issues.	0.80	
TASK TOTAL 109				29.30	18,878.50

113 - PLAN AND DISCLOSURE STATEMENT

05/27/19	BM	113	Analysis of issues regarding Debtors' proposed stand alone reorganization and feasibility thereof.	1.10	
TASK TOTAL 113				1.10	797.50

114 - RELIEF FROM STAY PROCEEDINGS

05/28/19	BM	114	Analysis regarding motion to enforce automatic stay against LRS.	0.60	
05/29/19	BM	114	Attend to proposed form of order granting motion to enforce stay against LRS.	0.30	
		114	Appear at hearing on emergency motion to enforce stay.	0.80	
		114	Analysis of LRS' response to motion to enforce automatic stay.	0.30	
TASK TOTAL 114				2.00	1,450.00

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TOTAL FEES	91.40	\$58,597.00
TOTAL FEES at Blended Rate of \$495	91.40	\$45,243.00

TASK CODE SUMMARY

101	Asset Analysis and Recovery	2.80	2,051.00
102	Asset Disposition	0.80	580.00
103	Business Operations	3.80	2,755.00
104	Case Administration	35.10	21,881.50
105	Claims Administration and Objections	1.20	870.00
106	Employee Benefits/Pensions	5.80	3,504.00
107	Fee/Employment Applications	9.50	5,829.50
109	Financing	29.30	18,878.50
113	Plan and Disclosure Statement	1.10	797.50
114	Relief from Stay Proceedings	2.00	1,450.00
TOTAL FEES		91.40	\$58,597.00
TOTAL FEES at Blended Rate of \$495		91.40	\$45,243.00

FEE RECAP

AHS	Andrew H. Sherman	Member	\$795.00	17.20	13,674.00
BM	Boris Mankovetskiy	Member	\$725.00	26.60	19,285.00
LFH	Lucas F. Hammonds	Of Counsel	\$575.00	6.40	3,680.00
REB	Rachel E. Brennan	Associate	\$545.00	16.40	8,938.00
GAK	Gregory A. Kopacz	Associate	\$525.00	24.80	13,020.00

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TOTAL FEES**91.40****\$58,597.00****TOTAL FEES at Blended Rate of \$495****91.40****\$45,243.00**

DISBURSEMENT DETAIL

E107

05/29/19	E107	Pacer	1.00
05/29/19	E107	Pacer	0.90
05/29/19	E107	Pacer	1.10
05/29/19	E107	Pacer	0.90
05/29/19	E107	Pacer	2.80
05/29/19	E107	Pacer	0.70
05/29/19	E107	Pacer	3.00
05/29/19	E107	Pacer	3.00
05/29/19	E107	Pacer	0.20
05/29/19	E107	Pacer	0.60
05/29/19	E107	Pacer	0.20
05/29/19	E107	Pacer	1.10
05/29/19	E107	Pacer	0.10
05/29/19	E107	Pacer	3.00
05/29/19	E107	Pacer	0.50
05/29/19	E107	Pacer	0.50
05/29/19	E107	Pacer	0.10
05/29/19	E107	Pacer	0.20
05/29/19	E107	Pacer	0.40
05/29/19	E107	Pacer	0.10
05/29/19	E107	Pacer	0.10
05/29/19	E107	Pacer	3.00
05/29/19	E107	Pacer	0.10
05/29/19	E107	Pacer	0.30

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05/29/19	E107	Pacer	0.10
05/29/19	E107	Pacer	3.00
05/29/19	E107	Pacer	0.60
05/29/19	E107	Pacer	0.20
05/29/19	E107	Pacer	1.50

TOTAL DISBURSEMENTS **\$29.30**

DISBURSEMENT RECAP

Code	Description	Units	Total
E107	Pacer	29.00	29.30

TOTAL DISBURSEMENTS **\$29.30**

TOTAL THIS INVOICE* **\$45,272.30**

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$58,597.00)** and fees at **Blended Rate** of \$495 (**\$45,243.00**) apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS		
101 - ASSET ANALYSIS AND RECOVERY						
06/05/19	BM	101	Analysis regarding Debtors' potential causes of action against revenue cycle vendor and proposed retention of Bass Berry as special counsel.	0.80		
06/11/19	BM	101	Analysis regarding claims against RCM vendor and terms of special counsel retention.	0.80		
06/19/19	BM	101	Call with BBS attorneys regarding potential claims against RCM vendor and BBS retention.	0.50		
06/25/19	BM	101	Attend to issues regarding Debtors' process for transition to a new RCM vendor and collections issues.	0.70		
TASK TOTAL 101				2.80	2,030.00	
102 - ASSET DISPOSITION						
06/18/19	AHS	102	Address issues re: seal order.	0.20		
TASK TOTAL 102				0.20	159.00	

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103 - BUSINESS OPERATIONS

06/10/19	BM	103	Analysis regarding Debtors' financial and operational reporting.	0.60	
06/28/19	BM	103	Attend to issues regarding Debtors' operating and financial performance and case direction toward reorganization or sale transaction.	0.80	
TASK TOTAL 103				1.40	1,015.00

104 - CASE ADMINISTRATION

06/01/19	GAK	104	Markup proposed KCC agreement regarding case website.	0.80	
06/03/19	BM	104	Attend to 1102 motion and agreement with KCC.	0.50	
		104	Attend to issues obtaining responses to Committee's information requests from Debtors.	0.40	
06/03/19	GAK	104	Work on 1102 motion and proposed order.	0.90	
06/03/19	LFH	104	Review and analyze first day pleadings and affidavit regarding case status and background, debtor organization and capital structure, case strategy, and related issues.	1.40	
06/04/19	AHS	104	Calls and emails re: confidentiality agreement and review of draft of same.	0.40	
		104	Prepare for and attend telephonic status conference.	0.60	
		104	Call with G. Dyer after status conference re: financing, retention and sealing issues.	0.30	
06/04/19	BM	104	Draft NDA for information to be provided by Debtors to Committee.	1.20	

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		104	Analysis and revisions of Debtors' comments to proposed confidentiality agreement.	0.70
		104	Attend telephonic status conference scheduled by the Court.	0.40
06/04/19	LFH	104	Review and analyze Committee by-laws.	0.80
		104	Revise and finalize Committee by-laws.	0.40
06/05/19	BM	104	Attend to resolution of issues regarding proposed NDA and revisions of same.	0.80
		104	Review BRG's presentation to Committee.	0.20
		104	Attend Committee call.	0.70
06/06/19	BM	104	Prepare an update memo to the Committee.	0.60
06/07/19	BM	104	Attend to confidentiality agreement for Debtors' sharing of information with Committee.	0.60
06/10/19	GAK	104	Review and analyze OCP Motion and related documents.	0.80
		104	Communications with B. Mankovetskiy regarding KCC website agreement.	0.30
06/10/19	LFH	104	Analyze Committee by-laws and case administration issues.	0.60
06/11/19	AHS	104	Prepare for and attend telephonic status conference.	0.40
06/11/19	BM	104	Call with Debtors' counsel regarding pending matters.	0.60
		104	Attend telephonic status conference set by Court regarding omnibus hearing.	0.40
06/11/19	GAK	104	Finalize 1102 motion for filing with the Bankruptcy Court and to incorporate comments of team.	1.30
06/11/19	REB	104	Prepare documents and cases for hearing on 6/13/19.	2.70

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06/12/19	AHS	104	Emails with counsel for Debtors and exhibits for hearing.	0.40
06/12/19	BM	104	Attend to Committee's exhibits in connection with 6/13/19 evidentiary hearing.	0.50
06/12/19	REB	104	Review BRG presentation and draft email to Committee re: same.	0.40
06/14/19	GAK	104	Call KCC regarding case notification issues.	0.10
06/14/19	LFH	104	Confer with B. Mankovetskiy regarding case strategy issues.	0.20
		104	Analyze case strategy issues.	0.60
06/17/19	AHS	104	Status email to Committee and follow up re: same.	0.40
06/17/19	GAK	104	Revise 1102 motion based on comments of B. Mankovetskiy.	1.70
06/21/19	AHS	104	Review and revise 1102 motion and have filed.	0.30
		104	Call with BRG re: financials and status and follow up with Debtors and CRO re: same.	0.60
		104	Prepare for and attend meeting with Committee re: DIP, ex officio and Bass Berry.	0.70
06/21/19	BM	104	Attend Committee call.	0.70
		104	Call with BRG regarding pending matters.	0.40
		104	Attend to issues regarding admission of SEIU as an ex officio member of the Committee.	0.60
06/21/19	GAK	104	Draft email to Committee members regarding motion re: information sharing procedures.	0.60

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06/21/19	LFH	104	Prepare ex officio committee member and confidentiality agreement.	0.90	
06/24/19	BM	104	Analysis regarding Debtors' filed schedules and SOFA and UST's questions regarding same.	0.90	
		104	Attend to Debtors' comments to 1102 motion.	0.30	
		104	Attend to proposed form of agreement in connection with SEIU's joining the Committee as ex officio member.	0.50	
06/24/19	GAK	104	Revise proposed order for 1102 motion based on comments of debtors' counsel.	1.50	
06/24/19	LFH	104	Revise SEIU ex officio Committee member and confidentiality agreement.	1.40	
		104	Analyze Committee by-laws and ex officio member issues.	0.70	
		104	Prepare SEIU ex officio Committee member and confidentiality agreement.	3.30	
06/24/19	REB	104	Draft Joinder to Debtors' objection to Oxarc assumption motion.	0.40	
06/27/19	GAK	104	Email and call local counsel regarding 1102 proposed order.	0.30	
06/28/19	AHS	104	Call with BRG re: investment banker issues and financial update.	0.30	
TASK TOTAL 104				37.50	23,660.50

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

06/12/19	BM	105	Analysis regarding scope of 507(b) claims.	0.80	
		105	Analysis regarding deposit account control agreements of various alleged secured creditors.	1.10	

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06/19/19	BM	105	Analysis regarding PTO and CBA issues.	0.80	
06/24/19	BM	105	Analysis regarding Debtors' motion to approve payment of certain mechanics' liens and to seek reimbursement from state grant.	0.70	
		105	Attend to revisions of proposed form of order approving payment of certain mechanic's lien.	0.50	
		105	Attend to issues regarding Inland Northwest Health Services' Motion Setting Deadline for Sunnyside Community Hospital Associates to Assume or Reject Executory Contract and for Administrative Expense Priority.	0.60	
		105	Analysis regarding objection to Oxarc's motion to compel assumption or rejection and Committee's joinder therein.	0.60	
06/24/19	REB	105	Review Debtors' grant motion and related exhibits and draft reservation language to include in order.	2.40	
06/25/19	BM	105	Attend to revisions of proposed form of order regarding reimbursement from behavioral center grant.	0.60	
06/25/19	REB	105	Review and revise emergency grant payment order.	0.40	

TASK TOTAL 105 8.50 5,658.50

106 - EMPLOYEE BENEFITS/PENSIONS

06/04/19	BM	106	Analysis regarding objection to Debtors' motion to seal insider compensation disclosures.	0.60	
06/04/19	LFH	106	Analyze seal motion and response issues.	0.70	

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		106	Research seal motion issues including sealing and disclosure requirement issues.	2.30
		106	Review and analyze motion to seal.	0.80
06/05/19	LFH	106	Revise objection to seal motion.	2.10
		106	Review and analyze motion to seal and notice of payments to insiders.	0.60
		106	Research sealing and disclosure requirements, including under local rules.	2.20
		106	Confer with B. Mankovetskiy regarding seal motion issues and strategy.	0.30
		106	Analyze seal motion objection issues.	1.30
		106	Prepare objection to seal motion.	4.60
06/06/19	AHS	106	Call and emails with counsel for Debtors re: motion to seal.	0.30
06/06/19	LFH	106	Revise stipulation resolving motion to seal.	0.90
		106	Revise objection to motion to seal and prepare accompanying exhibits	0.90
		106	Prepare draft stipulation resolving motion to seal.	1.70
06/07/19	AHS	106	Calls and emails with counsel for Debtors re: motion to seal and DIP financing and have objections finalized and filed.	0.80
06/07/19	BM	106	Attend to Committee's objection to Debtors' motion to seal.	0.70
06/11/19	BM	106	Analysis regarding Debtors' reply to objections to motion to seal insider compensation disclosures.	0.60
06/12/19	BM	106	Attend to potential resolution of Debtors' motion to seal.	0.60
06/12/19	REB	106	Research sealing motion issues.	3.40
06/13/19	BM	106	Analysis regarding stipulation resolving motion to seal.	0.40

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		106	Attend to resolution of Committee's objection to motion to seal.	0.80	
06/17/19	AHS	106	Address union issues and emails re: same.	0.30	
06/18/19	BM	106	Attend to issues regarding Debtors' proposed post-petition execution of CBAs and employees' PTO program.	1.20	
		106	Attend to proposed form of stipulation resolving motion to seal.	0.40	
06/24/19	AHS	106	Review of form of confidentiality agreement for ex officio status and send out to counsel for union.	0.40	
TASK TOTAL 106				28.90	17,706.50

107 - FEE/EMPLOYMENT APPLICATIONS

06/03/19	BM	107	Attend to retention applications for Committee's professionals.	0.60	
06/03/19	LFH	107	Prepare retention application and retention affidavit.	1.70	
		107	Review petition, first day affidavit, and first day filings regarding related parties and application issues.	0.90	
		107	Analyze retention application issues.	1.10	
		107	Coordinate with Berkeley Research Group regarding financial advisor retention application issues.	0.30	
06/04/19	BM	107	Analysis regarding Debtors' proposed terms of employment of Bass Berry as special counsel.	0.70	
06/06/19	LFH	107	Revise retention application materials.	0.90	
		107	Analyze retention issues.	0.30	

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06/07/19	LFH	107	Prepare and revise retention application/local form.	0.80
		107	Analyze retention and interested party review issues.	1.20
		107	Prepare Sherman declaration in support of retention application.	3.90
		107	Analyze retention application supporting declaration issues and U.S. Trustee guideline issues.	0.70
06/10/19	LFH	107	Prepare Pitt retention declaration.	2.20
		107	Revise Sherman declaration in support of retention.	2.60
		107	Prepare and revise proposed order granting retention application.	0.80
06/11/19	AHS	107	Review and finalize retention application and supporting affidavit and send to Committee for approval.	0.70
06/11/19	BM	107	Attend to Silks' retention application.	0.70
06/11/19	LFH	107	Prepare correspondence with Committee regarding retention documents and case administration.	0.40
		107	Analyze retention issues.	0.80
		107	Confer with A. Sherman and B. Mankovetskiy regarding retention issues.	0.20
		107	Revise and finalize retention application materials for execution and filing.	2.30
06/12/19	LFH	107	Finalize Sherman retention declaration.	0.30
06/17/19	AHS	107	Revise and finalize retention application and have filed.	0.40
		107	Emails re: PCO appointment.	0.20
06/17/19	BM	107	Attend to issues regarding Bass Berry's proposed engagement as special counsel.	0.60

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06/17/19	LFH	107	Coordinate with co-counsel regarding retention application filing issues.	0.20	
		107	Finalize retention materials for filing and service.	0.50	
06/19/19	BM	107	Analysis regarding BBS's revised proposed engagement letter and retention pleadings.	0.70	
		107	Attend to revisions of proposed BSS engagement letter.	0.70	
06/20/19	BM	107	Attend to comments to BBS retention agreement.	0.40	
06/21/19	LFH	107	Coordinate with BRG regarding BRG retention application issues.	0.30	
		107	Review BRG retention documents.	0.80	
06/26/19	AHS	107	Email from UST re: retention issues and draft response re: same.	0.30	
		107	Emails re: form of order for retention.	0.20	
06/26/19	BM	107	Attend to issues regarding Debtors' proposed retention of Butler Snow as ordinary course professional.	0.30	
06/27/19	BM	107	Call with Piper Jaffray regarding potential engagement by Debtors as investment banker.	0.90	
		107	Call with BBS regarding claims against RCM vendor and BBS retention.	0.40	
06/28/19	BM	107	Follow up call with key stakeholders and Piper Jaffray regarding investment banker selection.	0.60	
		107	Call with JMB's counsel regarding investment banker selection issues.	0.30	
		107	Call with BRG regarding investment banker selection issues.	0.30	
TASK TOTAL 107				32.20	19,991.00

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108 - FEE/EMPLOYMENT OBJECTIONS

06/03/19	BM	108	Attend to issues regarding Debtors' selection of investment banker.	0.60
06/04/19	AHS	108	Call and email re: Bass Berry retention issues.	0.30
06/06/19	AHS	108	Calls and emails with counsel to Bass Berry re: retention issues.	0.30
06/11/19	AHS	108	Call with Bass Berry re: retention issues.	0.30
		108	Call with Bass Berry re: retention issues and concerns of Committee.	0.60
06/12/19	GAK	108	Review and analysis regarding the Debtors' amended application to retain KCC.	0.60
06/13/19	AHS	108	Prepare for and attend call with Bass Berry re: retention issues and follow up re: same with counsel for Debtors.	0.40
06/17/19	AHS	108	Call and email re: Bass Berry issues.	0.20
06/17/19	GAK	108	Review amended motion to retain ordinary course professionals.	0.20
06/19/19	AHS	108	Calls and address issues re: Bass Berry retention and contingency agreement.	0.30
06/20/19	GAK	108	Review proposed order and declaration regarding Ordinary Course Professional Retention Motion.	0.20
06/21/19	AHS	108	Emails and follow up re: Bass Berry retention issues and revised form of retainer letter re: Committee comments.	0.30
06/24/19	AHS	108	Email from counsel to JMB re: Sills retention issues and respond to same.	0.40
06/25/19	AHS	108	Further emails from counsel to JMB re: retention issues.	0.30

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06/26/19	AHS	108	Review of emails re: investment banker qualifications.	0.30	
06/26/19	GAK	108	Draft email to Debtors' counsel regarding proposed retention of Butler Snow.	0.60	
		108	Review numerous OCP Declarations filed by the Debtors' professionals and prepare summary of same for B. Mankovetskiy.	1.20	
		108	Review proposed order authorizing employment of the Debtors' local counsel	0.10	
06/27/19	AHS	108	Review of materials forwarded re: selection of investment banker and call with counsel for Debtors and Piper Jaffrey re: investment banker qualifications.	1.20	
		108	Calls and emails re: Bass Berry retention issues.	0.30	
		108	Call with S. Maizel re: investment banker issues and call with counsel for Lapis re: same in advance of call with banker.	0.60	
06/27/19	BM	108	Call with Lapis' counsel regarding Debtors' proposed investment banker retention.	0.40	
06/28/19	AHS	108	Calls with counsel for Debtors and counsel for JMB and counsel for Lapis re: selection of investment banker and follow up re: same.	1.40	
06/28/19	GAK	108	Review and summarize OCP declarations.	0.90	
		108	Call with Debtors' counsel regarding Butler Snow OCP application.	0.10	
TASK TOTAL 108				12.10	8,496.50

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109 - FINANCING

06/02/19	BM	109	Analysis regarding Lapis' proposed revised final DIP financing order and Committee's responses.	1.80
06/03/19	AHS	109	Review of proposed form of DIP order as circulated by counsel for Lapis and email to counsel for Debtors re: same.	0.80
		109	Calls with counsel for DIP lender and counsel for Lapis re: proposed form of DIP order.	0.70
		109	Review and revise proposed form of DIP order in response to comments from Lapis and circulate such proposed form to counsel for Lapis and counsel for the Debtors for review and comment.	1.40
06/03/19	BM	109	Attend to issues regarding Debtors' cash flow projections and the timing of the second draw under the DIP facility.	0.80
		109	Analysis of witness and exhibit lists filed in connection with DIP financing hearing.	0.30
		109	Attend to potential resolution of issues with JMB and Lapis and revisions of proposed final DIP order.	1.40
06/03/19	REB	109	Review proposed DIP order comments from Lapis and revise DIP order to incorporate Committee comments.	5.90
06/04/19	AHS	109	Call to counsel for Debtors and Lapis in advance of hearing.	0.20
		109	Calls with parties, including counsel for DIP Lender, re: results of status conference and agreement with Lapis.	0.70
06/04/19	BM	109	Analysis regarding Debtors' potential settlement with Lapis.	0.80

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		109	Attend to issues regarding potential resolution of Committee's objections to final DIP financing order.	1.10
		109	Analysis regarding UST's comments to proposed form of final DIP financing order.	0.60
06/04/19	REB	109	Draft objection to DIP Financing order.	5.40
06/05/19	AHS	109	Prepare for and attend Committee meeting re: DIP financing issues and other Committee business.	1.10
		109	Call with BRG in advance of Committee call.	0.40
		109	Call with counsel for Debtors re: DIP financing issues.	0.80
		109	Review of BRG materials and send to Committee in advance of call.	0.30
		109	Analysis of DIP financing issues and internal conferences re: same in response to potential agreement with Lapis, DIP lender.	1.30
		109	Review of form of DIP order as circulated by counsel to DIP lender and analysis re: same.	0.60
06/05/19	BM	109	Attend call with Debtors counsel regarding pending matters.	0.60
		109	Attend to potential resolution of Committee's objections to final DIP order with JMB and the Debtors.	0.70
		109	Attend to revisions of proposed form of DIP financing order.	0.90
		109	Analysis of 2017 bond financing documents.	2.20
		109	Analysis of January 2019 term loan documents.	1.30
		109	Analysis of Banner Bank loan documents.	1.40

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		109	Analysis of MidCap loan documents.	1.60
		109	Analysis regarding Committee's objection to final DIP financing order.	1.10
06/05/19	REB	109	Review DIP Motion, declaration in support and Lapis objection.	2.90
		109	Draft DIP financing objection.	7.10
		109	Research regarding issues in DIP Financing objection.	3.10
06/06/19	AHS	109	Call with counsel for JMB re: DIP order.	0.50
		109	Review of revised form of DIP financing order and circulate to parties for review and comment.	0.70
		109	Calls and emails with counsel for Debtors re: DIP financing issues and motion to seal.	0.30
		109	Review and revise objection to DIP financing to have circulated to Committee for consideration.	1.20
06/06/19	BM	109	Attend to issues regarding treatment of PMSIs under proposed final DIP order.	0.30
		109	Attend to JMB's revisions of proposed final DIP order and comment on same.	1.20
		109	Analysis regarding Committee's objections to Lapis' requests for adequate protection.	1.20
		109	Call with Lapis' counsel regarding DIP financing issues.	0.60
		109	Call with Debtors' counsel regarding final DIP financing order issues.	0.60
		109	Analysis and revisions of Committee's objection to final DIP order.	1.40
06/06/19	REB	109	Review emails regarding revisions to DIP financing order.	0.40
		109	Draft objection to DIP financing motion.	2.70

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		109	Call with JMB and Debtors re: proposed final DIP order.	0.60
		109	Revise proposed order re: comments form DIP financing call with JMB and Debtors.	0.60
		109	Revise DIP financing objection re: update from call with JMB and Debtors.	4.60
06/07/19	AHS	109	Review of filed objections to DIP financing and analysis re: same.	0.70
06/07/19	BM	109	Attend to revisions of proposed consensual DIP financing order with Debtors and Lapis.	1.30
		109	Attend to Committee's objection to Lapis' requests for additional adequate protection.	1.60
06/07/19	REB	109	Review Lapis objection to DIP financing order.	0.80
		109	Draft outline re: committee reply to Lapis DIP objection.	0.50
		109	Update proposed final order.	0.80
		109	Review DIP objection and cases cited therein.	1.40
06/09/19	REB	109	Draft reply to Lapis objection to DIP financing motion.	2.60
06/10/19	AHS	109	Attend call with counsel for DIP lender re: financing order.	0.40
06/10/19	BM	109	Analysis regarding 9th Circuit's law on 506(c).	0.80
		109	Analysis regarding Lapis' objection to final DIP.	1.40
		109	Attend to Committee's reply to Lapis' objection to final DIP financing order.	1.30

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		109	Analysis of documents uploaded by Debtors to data room in connection with DIP financing motion.	0.70
06/10/19	REB	109	Draft reply to Lapis DIP objection.	3.20
06/11/19	AHS	109	Review and revise reply to DIP financing motion and have same filed.	0.70
		109	Calls with counsel for MidCap re: objection to DIP financing and exchange emails to resolve objection.	0.80
		109	Call with BRG re: financial update, DIP financing issues and hearing issues.	0.50
06/11/19	BM	109	Attend to Committee's reply to Lapis' objection to final DIP order.	0.90
		109	Analysis regarding MidCap's objection to final DIP financing order.	0.70
		109	Attend to resolution of MidCap's objection to final DIP order.	0.80
		109	Attend to proposed form of final DIP financing order.	1.10
		109	Analysis regarding UMB's response to Committee's objection to adequate protection requests.	0.90
		109	Analysis regarding Debtors omnibus reply to objections to final DIP financing order.	1.20
06/11/19	LFH	109	Research and analyze collateral surcharge issues.	1.30
06/11/19	REB	109	Review reply to Lapis DIP Objection.	0.20
		109	Review filings re: DIP Financing Motion and proposed order.	3.60
		109	Research re: 507(b) priority issues.	0.40

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06/12/19	AHS	109	Review of documents and pleadings relating to motion to approve DIP financing and motion to seal and prepare outline for hearing.	4.20
		109	Review of stipulation of facts for DIP financing hearing and emails re: same.	0.60
		109	Meetings with counsel for Debtors and CRO in advance of hearing and to prepare for same.	0.80
06/12/19	BM	109	Analysis regarding guaranty agreements executed by various debtors in connection with UMB and Lapis facilities.	1.40
		109	Attend to proposed language resolving MidCap's objection to final DIP order.	0.40
		109	Prepare for 6/13/19 evidentiary hearing on final DIP order and motion to seal.	2.80
06/12/19	LFH	109	Research and analyze section 506(c) surcharge issues.	2.70
		109	Analyze DIP and cash collateral issues.	0.80
		109	Prepare summary of section 506(c) surcharge issues and case law.	2.30
06/12/19	REB	109	Research re: 507(b) issues.	1.60
		109	Review documents in data room pertaining to Lapis debt.	1.20
06/13/19	AHS	109	Attend hearing re: approval of DIP financing.	3.10
		109	Prepare for hearing and meetings with counsel for Debtors and counsel for UMB, Lapis and JMP.	2.10
		109	Calls and emails with counsel for Debtors re: form of order.	0.30
06/13/19	BM	109	Meeting with JMB's and Debtors' counsel regarding final DIP financing hearing.	1.40

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		109	Attend to preparation for evidentiary hearing on final DIP order.	1.20	
		109	Appear at 6/13/19 omnibus hearing.	3.20	
		109	Attend to proposed form of final DIP order memorializing MidCap resolution.	0.60	
		109	Attend to proposed form of final DIP order based on the outcome of the hearing.	0.90	
		109	Analysis regarding extended cash flow projections and the necessity and timing for second draw under the DIP facility.	0.60	
06/13/19	REB	109	Review revised MidCap language in DIP order.	0.80	
06/14/19	AHS	109	Email to Committee re: results of hearing and follow up re: same.	0.40	
06/14/19	BM	109	Attend to revisions of proposed form of final DIP order.	0.80	
06/17/19	BM	109	Attend to comments to form of final order approving DIP financing.	0.90	
06/25/19	BM	109	Analysis of materials provided by Debtors in connection with selection of investment banker.	0.50	
TASK TOTAL 109				132.40	87,645.00

116 – TRAVEL (50% of Non-working travel billed)

06/12/19	AHS	116	Travel to Washington for hearing on DIP financing motion. (5.00)	2.50	
06/12/19	BM	116	Non-working travel to 6/16/19 hearing in Yakima, WA. (6.00)	3.00	
06/13/19	AHS	116	Travel from Washington after hearing. (8.00)	4.00	

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06/13/19	BM	116	Non-working travel. (8.50)	4.25	
			TASK TOTAL 116	13.75	10,423.75
			TOTAL FEES	269.75	\$176,785.75
			TOTAL FEES at Blended Rate of \$495	269.75	\$133,526.25

TASK CODE SUMMARY

101	Asset Analysis and Recovery	2.80	2,030.00
102	Asset Disposition	0.20	159.00
103	Business Operations	1.40	1,015.00
104	Case Administration	37.50	23,660.50
105	Claims Administration and Objections	8.50	5,658.50
106	Employee Benefits/Pensions	28.90	17,706.50
107	Fee/Employment Applications	32.20	19,991.00
108	Fee/Employment Objections	12.10	8,496.50
109	Financing	132.40	87,645.00
116	Travel	13.75	10,423.75
	TOTAL FEES	269.75	\$176,785.75
	TOTAL FEES at Blended Rate of \$495	269.75	\$133,526.25

FEE RECAP

AHS	Andrew H. Sherman	Member	\$795.00	47.50	37,762.50
BM	Boris Mankovetskiy	Member	\$725.00	90.95	65,938.75
LFH	Lucas F. Hammonds	Of Counsel	\$575.00	59.00	33,925.00

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REB	Rachel E. Brennan	Associate	\$545.00	60.10	32,754.50
GAK	Gregory A. Kopacz	Associate	\$525.00	12.20	6,405.00

TOTAL FEES	269.75	\$176,785.75
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TOTAL FEES at Blended Rate of \$495	269.75	\$133,526.25
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DISBURSEMENT DETAIL

E105

05/29/19	E105	Telephone	63.27
06/05/19	E105	Telephone	22.62

E107

06/03/19	E107	Pacer	0.10
06/03/19	E107	Pacer	1.60
06/03/19	E107	Pacer	0.10
06/03/19	E107	Pacer	0.20
06/03/19	E107	Pacer	0.50
06/03/19	E107	Pacer	0.10
06/03/19	E107	Pacer	0.10
06/03/19	E107	Pacer	0.20
06/03/19	E107	Pacer	0.60
06/03/19	E107	Pacer	0.20
06/03/19	E107	Pacer	0.70
06/03/19	E107	Pacer	0.20
06/03/19	E107	Pacer	0.40
06/03/19	E107	Pacer	0.20
06/03/19	E107	Pacer	0.20
06/03/19	E107	Pacer	0.20

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06/03/19	E107	Pacer	0.20
06/03/19	E107	Pacer	0.20
06/03/19	E107	Pacer	0.20
06/03/19	E107	Pacer	0.20
06/03/19	E107	Pacer	0.20
06/03/19	E107	Pacer	0.20
06/03/19	E107	Pacer	0.40
06/03/19	E107	Pacer	0.20
06/04/19	E107	Pacer	0.10
06/04/19	E107	Pacer	1.70
06/05/19	E107	Pacer	0.10
06/05/19	E107	Pacer	3.00
06/05/19	E107	Pacer	0.70
06/05/19	E107	Pacer	0.20
06/05/19	E107	Pacer	0.30
06/05/19	E107	Pacer	2.50
06/05/19	E107	Pacer	1.80
06/05/19	E107	Pacer	0.20
06/05/19	E107	Pacer	0.30
06/05/19	E107	Pacer	0.10
06/05/19	E107	Pacer	0.70
06/05/19	E107	Pacer	0.20
06/05/19	E107	Pacer	0.40
06/05/19	E107	Pacer	3.00
06/05/19	E107	Pacer	3.00
06/05/19	E107	Pacer	0.70
06/05/19	E107	Pacer	0.20
06/05/19	E107	Pacer	0.40
06/05/19	E107	Pacer	0.10

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06/05/19	E107	Pacer	3.00
06/05/19	E107	Pacer	0.10
06/05/19	E107	Pacer	1.80
06/05/19	E107	Pacer	1.50
06/05/19	E107	Pacer	0.20
06/05/19	E107	Pacer	0.80
06/05/19	E107	Pacer	3.00
06/05/19	E107	Pacer	0.40
06/05/19	E107	Pacer	0.40
06/05/19	E107	Pacer	0.50
06/05/19	E107	Pacer	1.90
06/05/19	E107	Pacer	0.50
06/05/19	E107	Pacer	0.40
06/05/19	E107	Pacer	0.30
06/05/19	E107	Pacer	0.90
06/05/19	E107	Pacer	1.30
06/05/19	E107	Lexis	9.96
06/05/19	E107	Lexis	163.24
06/06/19	E107	Pacer	2.80
06/06/19	E107	Pacer	0.40
06/06/19	E107	Pacer	0.20
06/06/19	E107	Pacer	0.60
06/06/19	E107	Pacer	0.20
06/06/19	E107	Pacer	0.60
06/06/19	E107	Pacer	0.10
06/06/19	E107	Pacer	0.10
06/06/19	E107	Pacer	1.80
06/07/19	E107	Pacer	0.10

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06/07/19	E107	Pacer	1.90
06/10/19	E107	Pacer	3.00
06/10/19	E107	Pacer	0.90
06/10/19	E107	Pacer	0.10
06/10/19	E107	Pacer	0.10
06/10/19	E107	Pacer	3.00
06/10/19	E107	Pacer	0.20
06/10/19	E107	Pacer	0.10
06/11/19	E107	Pacer	0.10
06/11/19	E107	Pacer	2.00
06/11/19	E107	Pacer	0.10
06/11/19	E107	Pacer	0.30
06/11/19	E107	Pacer	2.40
06/11/19	E107	Pacer	0.30
06/11/19	E107	Lexis	16.35
06/11/19	E107	Lexis	0.83
06/12/19	E107	Lexis	8.86
06/12/19	E107	Lexis	49.00
06/17/19	E107	Pacer	0.10
06/17/19	E107	Pacer	2.50
06/21/19	E107	Pacer	3.00
06/21/19	E107	Pacer	3.00
06/21/19	E107	Pacer	0.10
06/21/19	E107	Pacer	0.40
06/21/19	E107	Pacer	0.10
06/21/19	E107	Pacer	0.20

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E109

06/13/19	E109	Local travel (taxi/car service/car rental)	27.21
06/13/19	E109	Local travel (gas)	126.16
06/30/19	E109	Local travel (taxi/car service/car rental)	91.56
06/30/19	E109	Local travel (taxi/car service/car rental)	82.56
06/30/19	E109	Local travel (taxi/car service/car rental)	82.86
06/30/19	E109	Local travel (taxi/car service/car rental)	73.86

E110

06/12/19	E110	Out-of-town travel (airfare)	778.00
06/12/19	E110	Out-of-town travel (airfare)	778.00
06/13/19	E110	Local travel (lodging)	196.60
06/13/19	E110	Local travel (lodging)	199.03

E111

06/12/19	E111	Meals (travel)	54.00
06/12/19	E111	Meals (travel)	9.05
06/13/19	E111	Meals (travel)	39.82
06/13/19	E111	Meals (travel)	30.80
06/13/19	E111	Meals (travel)	4.00

TOTAL DISBURSEMENTS

\$2,985.54

DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	2.00	85.89
E107	Lexis	100.00	326.14
E109	Local travel (taxi/car service/car rental, gas)	6.00	484.21
E110	Local travel (airfare, lodging)	4.00	1,951.63

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Code	Description	Units	Total
E111	Meals (travel)	5.00	137.67
TOTAL DISBURSEMENTS			\$2,985.54
TOTAL THIS INVOICE			\$136,511.79*

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Discounted Rates* (**\$176,785.75**) and fees at *Blended Rate* of \$495 (**\$133,526.25**) apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

HOURS

101 - ASSET ANALYSIS AND RECOVERY

07/09/19	BM	101	Attend to issues regarding pursuit of claims against former revenue cycle vendor.	0.60	
07/25/19	BM	101	Analysis of issues regarding CMS' refusal to process cost report underpayment to the Debtors and the estates' response.	0.70	
TASK TOTAL 101				1.30	942.50

102 - ASSET DISPOSITION

07/10/19	GAK	102	Review Debtors' objection to motion to set deadline to reject executory contracts.	0.30	
07/11/19	AHS	102	Calls and emails with counsel to Lapis re: banker and sale issues and follow up with Debtors re: same.	0.40	
07/12/19	AHS	102	Attend call with Committee and follow up re: same.	0.80	
07/22/19	AHS	102	Address issues re: Piper and financial performance.	0.30	

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07/31/19	BM	102	Attend to issues regarding Debtors' financial performance and potential pivot to sale process.	0.90	
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TASK TOTAL 102				2.70	2,002.50
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103 - BUSINESS OPERATIONS

07/01/19	BM	103	Attend to issues regarding Debtors' financial performance and retention of investment banker.	1.10	
		103	Prepare correspondence to Debtors regarding budget variances and collection issues.	0.40	
07/03/19	BM	103	Analysis regarding Debtors' financial reporting.	0.40	
		103	Attend to issues regarding RCM transition to Gaffey.	0.70	
07/10/19	BM	103	Attend to issues regarding variance reports and compliance with DIP credit agreement covenants.	0.70	
07/11/19	BM	103	Call with BRG regarding debtors' financial performance.	0.40	
07/16/19	AHS	103	Address financial performance issues, including calls with counsel for Debtors and BRG.	0.40	
07/23/19	BM	103	Attend to Debtors' financial reporting and collection issues.	1.10	
07/24/19	GAK	103	Review Debtors' motion regarding adequate assurance of payment issues.	0.20	
07/26/19	BM	103	Update call with Debtors' professionals regarding financial performance and pending matters.	1.10	

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		103	Analysis regarding written questions regarding financial issues to Debtors' CRO from BRG and Lapis.	0.30	
07/31/19	BM	103	Attend Gaffey update call regarding RCM issues.	1.10	
		103	Call with BRG regarding revenue cycle issues.	0.30	
TASK TOTAL 103				8.20	5,933.00

104 - CASE ADMINISTRATION

07/01/19	BM	104	Call with Lapis' counsel regarding pending matters.	0.40	
07/02/19	BM	104	Analysis of BRG's report on filed schedules and SOFAs.	0.50	
07/03/19	BM	104	Prepare a status report for the Committee.	0.60	
07/09/19	AHS	104	Call with counsel for Debtors and counsel for JMB re: retention of Bass Berry, banker issues.	0.40	
		104	Email to Committee re: status update.	0.30	
07/09/19	BM	104	Prepare correspondence to Committee regarding pending matters.	0.40	
07/09/19	GAK	104	Communications with KCC regarding establishment of Committee website.	0.20	
07/10/19	GAK	104	Draft email to Committee chair regarding agreements to be executed.	0.50	
07/11/19	BM	104	Attend Committee call.	0.70	
07/11/19	GAK	104	Attention to email from Committee chair regarding ex officio member agreement.	0.10	

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07/12/19	AHS	104	Review of documents and attend call with BRG re: financial summary and to prepare for meeting with Committee.	0.50
		104	Prepare for and attend call with counsel for DIP lender, Debtors and Lapis re: financial performance and sale issues and insider comp issues.	1.20
07/15/19	GAK	104	Email local counsel re: order on Committee information sharing procedures.	0.20
07/17/19	BM	104	Call with Lapis' counsel regarding pending matters.	0.40
07/17/19	GAK	104	Draft email to Committee Members re: bar date issues.	0.50
		104	Review case docket regarding upcoming matters scheduled for hearing.	0.40
07/18/19	AHS	104	Email to Committee re: bar date.	0.20
07/18/19	GAK	104	Prepare email to Committee members regarding bar date and related issues.	0.50
		104	Call KCC and chambers in connection with bar date and related issues.	0.10
		104	Analyze Debtors' motion to establish compensation procedures.	0.60
07/19/19	BM	104	Call with Debtors, Lapis and DIP lender professionals regarding pending matters.	1.10
07/19/19	GAK	104	Email KCC regarding set up of Committee website.	0.10
07/22/19	GAK	104	Communications with KCC regarding proposed Committee website.	0.30
		104	Review proposed Committee website.	0.40
07/23/19	BM	104	Attend to motion regarding adequate assurance deposit sought by PacifiCorp.	0.60

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07/24/19	BM	104	Analysis and revisions of BRG's presentation to Committee.	0.40	
07/25/19	GAK	104	Respond to committee email re: bar date issues.	0.40	
07/30/19	GAK	104	Call Debtors' counsel regarding interim compensation procedures order.	0.20	
07/31/19	BM	104	Call with Debtors' counsel regarding pending matters.	0.30	
TASK TOTAL 104				12.50	8,344.50

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

07/09/19	BM	105	Analysis regarding objection to INHS's motion to compel assumption or rejection of contract.	0.40	
07/17/19	BM	105	Attend to stipulation with Lapis regarding filing of proof of claim.	0.30	
07/17/19	GAK	105	Review notice regarding Piper retention.	0.20	
TASK TOTAL 105				0.90	612.50

106 - EMPLOYEE BENEFITS/PENSIONS

07/01/19	BM	106	Attend to motion to amend wages order.	0.20	
07/03/19	BM	106	Attend to issues regarding stipulation resolving motion to seal insider compensation schedule.	0.30	
07/10/19	AHS	106	Calls and emails re: insider compensation stipulation.	0.30	
07/30/19	BM	106	Analysis regarding reasonableness of insider compensation based on Debtors' disclosures.	0.60	

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07/31/19	BM	106	Attend to issues regarding Debtors insider compensation.	0.80
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TASK TOTAL 106	2.20	1,616.00
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107 - FEE/EMPLOYMENT APPLICATIONS

07/02/19	BM	107	Analysis regarding Debtors' proposed engagement agreement with Piper Jaffray.	0.80
07/03/19	BM	107	Attend to revisions of proposed engagement letter with PJ.	0.80
07/08/19	BM	107	Call with Lapis' counsel regarding investment banker issues.	0.50
07/09/19	AHS	107	Review of monthly compensation motion.	0.20
07/09/19	BM	107	Attend to revisions of proposed motion and order to establish interim compensation procedures.	0.70
07/10/19	BM	107	Attend to issues regarding engagement of investment banker for dual track process.	0.60
07/12/19	BM	107	Attend to issues regarding investment banker retention.	0.60
07/17/19	AHS	107	Calls and emails re: Bass Berry retention issues.	0.20
07/17/19	BM	107	Analysis regarding Debtors' motion to retain Piper.	0.50
		107	Analysis regarding Committee's objections to Debtors' motion to retain Piper.	0.60
07/29/19	BM	107	Attend to issues regarding objection to Piper retention.	0.40

TASK TOTAL 107	5.90	4,305.50
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108 - FEE/EMPLOYMENT OBJECTIONS

07/01/19	GAK	108	Review declaration in support of debtors' retention of Butler Snow and mark up same.	0.40
		108	Communications with Debtors' counsel regarding retention of Butler Snow.	0.10
07/02/19	GAK	108	Review revised OCP declaration from Debtors' counsel and communications with Debtors' counsel regarding same.	0.30
07/03/19	GAK	108	Review ordinary course professional declarations and communications with Debtors' counsel re: same.	0.20
07/08/19	GAK	108	Communications with Debtors' counsel regarding ordinary course professional retention applications.	0.30
07/09/19	AHS	108	Calls and emails with counsel for Bass Berry and counsel for Debtors re: Bass Berry retention issues, call with counsel for DIP lender re: same.	1.10
07/11/19	AHS	108	Calls and emails to address Bass Berry retention issues.	0.40
07/11/19	GAK	108	Review and summarize ordinary course professional declarations.	0.90
07/12/19	AHS	108	Calls and emails to address Bass Berry retention issues.	0.30
07/16/19	GAK	108	Discussion with B. Mankovetskiy regarding objection to the Debtors' motion to retain an investment banker.	0.40
07/22/19	BM	108	Analysis regarding limited objection to Piper retention.	0.50

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07/25/19	GAK	108	Call with B. Mankovetskiy regarding potential objection to the retention of the Debtors' investment banker.	0.10	
07/30/19	GAK	108	Drafting objection to motion to retain Piper Jaffray.	2.10	
07/31/19	GAK	108	Draft objection to the Debtors' motion to retain Piper Jaffray.	2.70	
TASK TOTAL 108				9.80	5,731.00

109 - FINANCING

07/01/19	AHS	109	Calls with counsel for Lapis re: financial performance and banker retention issues and follow up email re: same.	0.80	
07/02/19	BM	109	Analysis of DIP credit agreement and final DIP financing order regarding certain covenants and events of default.	0.80	
07/09/19	AHS	109	Review of BRG presentation as sent.	0.30	
07/11/19	AHS	109	Review of variance report, address covenant issues and follow up with BRG re: same.	0.40	
07/12/19	AHS	109	Call with counsel for Debtors re: financial performance and sale issues.	0.20	
07/12/19	BM	109	Attend to issues regarding permitted variance under the DIP credit agreement.	0.70	
07/17/19	AHS	109	Call with counsel for Lapis re: financial performance and potential sale issues.	0.70	
07/17/19	BM	109	Attend to issues regarding Debtors' financial performance and permitted budget variances.	0.60	
07/24/19	AHS	109	Calls and emails with counsel for Debtors re: financial performance issues.	0.30	

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07/26/19	AHS	109	Prepare for and attend call with counsel for Debtors and counsel for Lapis re: financial performance.	0.40	
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TASK TOTAL 109	5.20	3,987.00
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114 - RELIEF FROM STAY PROCEEDINGS

07/26/19	AHS	114	Review of letter re: stay violation; research re: same and review of revised letter.	0.60	
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TASK TOTAL 114	0.60	477.00
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TOTAL FEES	49.30	\$33,951.50
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TOTAL FEES at Blended Rate of \$495	49.30	\$24,403.50
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TASK CODE SUMMARY

101	Asset Analysis and Recovery	1.30	942.50
102	Asset Disposition	2.70	2,002.50
103	Business Operations	8.20	5,933.00
104	Case Administration	12.50	8,344.50
105	Claims Administration and Objections	0.90	612.50
106	Employee Benefits/Pensions	2.20	1,616.00
107	Fee/Employment Applications	5.90	4,305.50
108	Fee/Employment Objections	9.80	5,731.00
109	Financing	5.20	3,987.00

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114	Relief from Stay Proceedings	0.60	477.00
TOTAL FEES		49.30	\$33,951.50
TOTAL FEES at Blended Rate of \$495		49.30	\$24,403.50

FEE RECAP

AHS	Andrew H. Sherman	Member	\$795.00	10.70	8,506.50
BM	Boris Mankovetskiy	Member	\$725.00	25.90	18,777.50
GAK	Gregory A. Kopacz	Associate	\$525.00	12.70	6,667.50
TOTAL FEES				49.30	\$33,951.50
TOTAL FEES at Blended Rate of \$495				49.30	\$24,403.50

DISBURSEMENT DETAIL

E107					
07/10/19	E107	Pacer			3.00
07/10/19	E107	Pacer			0.40
07/17/19	E107	Pacer			0.10
07/18/19	E107	Pacer			2.20
07/18/19	E107	Pacer			3.00
07/18/19	E107	Pacer			0.10
07/18/19	E107	Pacer			0.70
07/18/19	E107	Pacer			3.00
TOTAL DISBURSEMENTS					\$12.50

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DISBURSEMENT RECAP

Code	Description	Units	Total
E107	Pacer	8.00	12.50
TOTAL DISBURSEMENTS			<u>\$12.50</u>
TOTAL THIS INVOICE			<u><u>\$24,416.00*</u></u>

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Discounted Rates* (\$33,951.50) and fees at *Blended Rate* of \$495 (\$24,403.50) apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS	
102 - ASSET DISPOSITION.					
08/16/19	AHS	102	Calls and emails with counsel for Debtors and counsel for Lapis re: Piper retention issues and possible resolution of same.	0.40	
TASK TOTAL 102				0.40	318.00
103 - BUSINESS OPERATIONS.					
08/01/19	BM	103	Analysis of issues regarding insider compensation and management company fees.	1.10	
		103	Analysis regarding Debtors' response to requests for information regarding financial performance and collections issues.	0.80	
08/02/19	BM	103	Attend to issues regarding insider compensation.	0.70	
08/07/19	BM	103	Analysis regarding debtors' post-petition accounts payable.	0.30	
		103	Call with BRG regarding Debtors' financial reporting.	0.50	

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08/08/19	BM	103	Analysis regarding Debtors' updated cash flow projections.	0.30	
08/13/19	BM	103	Analysis regarding debtors' productions in connection with questions relating to payments to management company.	0.80	
08/19/19	BM	103	Attend to issues regarding Debtors' financial performance and collections.	0.70	
TASK TOTAL 103				5.20	3,770.00

104 - CASE ADMINISTRATION

08/01/19	BM	104	Analysis of BRG's UCC update report.	0.20	
08/02/19	GAK	104	Call J. Moe of Dentons regarding Interim Compensation Procedures Order.	0.10	
08/06/19	BM	104	Call with Lapis' counsel regarding pending matters.	0.70	
08/06/19	GAK	104	Email local counsel regarding interim compensation procedures order.	0.10	
08/07/19	BM	104	Call with Debtors' professionals regarding pending matters.	0.70	
08/08/19	BM	104	Prepare a status update for the Committee.	0.30	
08/21/19	GAK	104	Communications with creditors re: proof of claim issues.	0.80	
08/22/19	GAK	104	Draft emails to creditors regarding improperly filed proofs of claim.	1.30	
		104	Call with creditor regarding improperly filed proofs of claim.	0.20	
08/23/19	GAK	104	Emails with creditor re: proof of claim issues.	0.30	

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08/29/19	GAK	104	Call with creditor re: case status.	0.10	
TASK TOTAL 104				4.80	2,900.00

106 - EMPLOYEE BENEFITS/PENSIONS

08/05/19	BM	106	Analysis regarding revised agreed form of order granting the motion to seal insider compensation disclosures.	0.20	
TASK TOTAL 106				0.20	145.00

107 - FEE/EMPLOYMENT APPLICATIONS

08/08/19	GAK	107	Drafting first consolidated fee application.	3.20	
08/10/19	GAK	107	Work on May-June fee application.	0.60	
08/12/19	GAK	107	Work on fee application.	0.20	
08/13/19	GAK	107	Finalize May/June fee application.	0.80	
08/14/19	AHS	107	Review and finalize first fee application.	0.30	
08/14/19	GAK	107	Work on consolidated fee application.	1.80	
08/15/19	GAK	107	Email U.S. Trustee regarding fee application.	0.10	
08/20/19	LFH	107	Analyze fee application issues.	0.20	
08/22/19	GAK	107	Review BRG fee application.	0.70	
08/26/19	GAK	107	Work on second fee application.	1.70	
08/29/19	GAK	107	Communications with A. Sherman regarding fee application.	0.10	
TASK TOTAL 107				9.70	5,183.50

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108 - FEE/EMPLOYMENT OBJECTIONS.

08/01/19	BM	108	Analysis regarding objection to Piper retention.	0.60
08/01/19	GAK	108	Drafting objection to retention application of Piper Jaffray and conducting related research.	7.40
08/02/19	BM	108	Attend to objection to Piper retention.	0.90
08/02/19	GAK	108	Update objection to the Debtors' investment banker retention application.	2.30
08/03/19	AHS	108	Review and revise objection to Piper retention and address financial issues necessary for objection.	0.80
08/05/19	AHS	108	Review and revise objection to Piper retention and send to committee for review and consideration.	1.10
08/05/19	BM	108	Attend to objection to Piper retention application.	0.80
08/05/19	GAK	108	Update Piper Jaffray objection to include analysis provided by Financial Advisor and review DIP budget and analysis regarding same.	6.20
08/06/19	AHS	108	Calls with counsel for Lapis re: Piper Jaffray issues.	0.40
08/06/19	BM	108	Attend to issues regarding potential resolution of Committee's objections to Piper retention.	1.10
		108	Prepare an update for the Committee regarding Piper retention issues.	0.30
08/07/19	BM	108	Attend to issues regarding potential settlement of objections to Piper retention.	0.70
08/07/19	GAK	108	Review supplemental declaration in support of Piper Jaffray retention.	0.30

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		108	Review supplemental notice with respect to objection deadline.	0.10
08/08/19	GAK	108	Communications with local counsel regarding Piper objection.	0.10
08/09/19	BM	108	Call with Lapis' counsel regarding Piper retention issues.	0.60
08/12/19	GAK	108	Research for Piper Objection and update analysis based on same.	1.80
08/13/19	BM	108	Call with Debtors' counsel regarding potential resolution of objection to Piper retention.	0.40
		108	Analysis and revisions of proposed revised Piper engagement letter.	0.70
08/13/19	GAK	108	Update Piper objection based on additional discussions with Debtors' counsel.	2.20
08/14/19	BM	108	Analysis and revisions of proposed modified Piper engagement letter.	1.10
		108	Attend to issues regarding potential resolution of Committee's objection to Piper retention.	0.70
08/14/19	GAK	108	Communications with B. Mankovetskiy and local counsel regarding Piper objection.	0.40
08/15/19	AHS	108	Emails to Debtors' counsel re: Piper retention and continued issues of Committee and follow up calls and emails with Debtors' counsel and counsel for Lapis.	0.60
08/15/19	BM	108	Attend to issues regarding potential resolution of Committee's objections to proposed Piper retention.	1.10
08/16/19	GAK	108	Review OCP declaration and draft email to B. Mankovetskiy re: same.	0.30

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08/19/19	BM	108	Analysis regarding UST's objection to Piper retention application.	0.40	
08/19/19	GAK	108	Communications with team re: Piper objection.	0.30	
08/20/19	GAK	108	Review U.S. Trustee's objection to Piper Jaffray retention application.	0.20	
08/21/19	GAK	108	Review and summarize White & Company OCP Declaration.	0.30	
08/22/19	GAK	108	Review amended engagement letter for Piper Jaffray	0.30	
TASK TOTAL 108				34.50	20,775.50

109 - FINANCING.

08/02/19	AHS	109	Attend update call with counsel for Debtors and Lapis.	0.70	
		109	Follow up call with counsel for Lapis.	0.20	
08/03/19	GAK	109	Review DIP and summarize milestones for A. Sherman.	0.80	
08/08/19	BM	109	Call with Debtors' and JMB's counsel regarding amendment to DIP financing agreement.	0.60	
TASK TOTAL 109				2.30	1,570.50

113 - PLAN AND DISCLOSURE STATEMENT.

08/13/19	BM	113	Attend to issues regarding resolution of Committee's concerns with Debtors' motion to extend exclusivity.	0.60	
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08/14/19	AHS	113	Review of motion to extend exclusivity periods and calls with counsel for Debtors re: same; email to Committee re: exclusivity and fee application issues.	0.60	
08/27/19	AHS	113	Review of declaration in support of exclusivity extension and email to Committee re: upcoming meeting and exclusivity issues.	0.60	
08/29/19	AHS	113	Email update to Committee re: upcoming meeting.	0.20	
TASK TOTAL 113				2.00	1,548.00
114 - RELIEF FROM STAY PROCEEDINGS					
08/02/19	BM	114	Analysis regarding pending lift stay motions.	0.80	
08/13/19	BM	114	Attend to pending motions for relief from stay.	0.70	
TASK TOTAL 114				1.50	1,087.50
TOTAL FEES				60.60	\$37,298.00
TOTAL FEES at Blended Rate of \$495				60.60	\$29,997.00

TASK CODE SUMMARY

102	Asset Disposition	0.40	318.00
103	Business Operations	5.20	3,770.00
104	Case Administration	4.80	2,900.00

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106	Employee Benefits/Pensions	0.20	145.00
107	Fee/Employment Applications	9.70	5,183.50
108	Fee/Employment Objections	34.50	20,775.50
109	Financing	2.30	1,570.50
113	Plan and Disclosure Statement	2.00	1,548.00
114	Relief from Stay Proceedings	1.50	1,087.50

TOTAL FEES	60.60	\$37,298.00
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TOTAL FEES at Blended Rate of \$495	60.60	\$29,997.00
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FEE RECAP

AHS	Andrew H. Sherman	Member	\$795.00	5.90	4,690.50
BM	Boris Mankovetskiy	Member	\$725.00	19.40	14,065.00
LFH	Lucas F. Hammonds	Of Counsel	\$575.00	0.20	115.00
GAK	Gregory A. Kopacz	Associate	\$525.00	35.10	18,427.50

TOTAL FEES	60.60	\$37,298.00
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TOTAL FEES at Blended Rate of \$495	60.60	\$29,997.00
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DISBURSEMENT DETAIL

E105

06/21/19	E105	Telephone	14.73
07/09/19	E105	Telephone	2.44
07/12/19	E105	Telephone	1.46
07/12/19	E105	Telephone	14.88

E107

08/20/19	E107	Pacer	1.00
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08/20/19	E107	Pacer	3.00
08/20/19	E107	Pacer	0.10
08/20/19	E107	Pacer	0.10
08/20/19	E107	Pacer	0.10
08/20/19	E107	Pacer	3.00
08/20/19	E107	Pacer	0.40
08/20/19	E107	Pacer	0.40

TOTAL DISBURSEMENTS **\$41.61**

DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	4.00	33.51
E107	Pacer	8.00	8.10

TOTAL DISBURSEMENTS **\$41.61**

TOTAL THIS INVOICE **\$30,038.61***

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$37,298.00)** and fees at **Blended Rate** of \$495 (**\$29,994.00**) apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS	
102 - ASSET DISPOSITION					
09/02/19	BM	102	Analysis regarding assumption/rejection of non-residential real property leases.	0.60	
09/10/19	BM	102	Attend to issues regarding potential strategic transaction process for some or all of the Debtors' assets.	1.20	
TASK TOTAL 102				1.80	1,305.00
103 - BUSINESS OPERATIONS					
09/05/19	AHS	103	Review of BRG updated report and emails re: same.	0.40	
09/05/19	BM	103	Analysis regarding Debtors' financial reporting.	0.60	
09/06/19	AHS	103	Prepare for and attend Committee call re: status issues.	0.80	
		103	Call with BRG in advance of call with Committee.	0.40	
		103	Calls and emails to Debtors' counsel re: PJ presentation and address issues re: revenue cycle.	0.30	

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09/06/19	BM	103	Call with BRG regarding financial reporting and operational issues.	0.30
09/09/19	BM	103	Analysis regarding Debtors' financial reporting.	0.60
09/10/19	AHS	103	Call with counsel for Debtors re: call with Piper and financial performance issues.	0.40
09/10/19	BM	103	Analysis regarding issues relating to transition of systems from Cerner.	0.80
09/11/19	AHS	103	Call with counsel for Union re: case status.	0.40
09/11/19	BM	103	Attend to issues regarding Debtors' revenue cycle performance and Gaffey's efforts.	0.70
09/12/19	AHS	103	Emails with Debtors' counsel re: meeting with Piper re: financing and sale.	0.20
		103	Email to Committee and address meeting with Debtors and Piper.	0.30
09/13/19	AHS	103	Emails re: setting meeting with Debtors and Piper.	0.30
09/13/19	BM	103	Attend to issues regarding proposed supplemental utility deposits pursuant to Section 366 of Bankruptcy Code.	0.40
09/16/19	AHS	103	Calls and email with counsel for Debtors re: meeting with Committee and financial performance.	0.30
09/17/19	AHS	103	Call with Debtors and Piper re: financial performance and sales process.	0.70
		103	Call with CRO re: operational issues and sales process.	0.50
09/17/19	BM	103	Attend to issues regarding Debtors' financial performance and alternative case exit strategies.	0.70
09/25/19	BM	103	Call with BRG regarding Debtors' financial reports.	0.30

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09/29/19	BM	103	Analysis of Debtors' financial and operational reporting in preparation for call with management.	0.60	
TASK TOTAL 103				10.00	7,600.00

104 - CASE ADMINISTRATION

09/04/19	GAK	104	Call with creditor regarding case status.	0.30	
09/06/19	BM	104	Attend Committee telephonic meeting.	0.70	
09/10/19	AHS	104	Call with counsel for Cerner re: estate based claims.	0.40	
09/12/19	GAK	104	Call with creditor regarding case status.	0.10	
09/17/19	AHS	104	Call with BRG re: preparation for call with Debtors and Piper.	0.40	
09/17/19	BM	104	Call with BRG regarding pending matters.	0.30	
		104	Attend Committee call with Piper and Debtors' professionals.	0.90	
09/18/19	GAK	104	Communications with KCC regarding website.	0.10	
09/23/19	BM	104	Respond to creditors inquiries regarding case status.	0.40	
09/25/19	BM	104	Prepare a status report to Committee.	0.30	
09/27/19	BM	104	Attend to preparation for call with Debtors' management regarding results of operations and strategic alternatives.	0.60	
TASK TOTAL 104				4.50	3,218.50

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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

09/02/19	BM	105	Analysis regarding potential settlement with Pacific Power.	0.70	
TASK TOTAL 105				0.70	507.50

107 - FEE/EMPLOYMENT APPLICATIONS

09/03/19	GAK	107	Update July fee application to incorporate comments of A. Sherman.	0.90	
09/04/19	GAK	107	Update fee application to reflect new payment information.	0.20	
		107	Communications with local counsel regarding fee application.	0.10	
		107	Draft email to U.S.T. regarding fee application.	0.10	
09/10/19	BM	107	Appear at telephonic hearing on Piper retention application.	0.60	
09/11/19	BM	107	Attend to form of order approving Piper Jaffray's retention application.	0.20	
09/11/19	GAK	107	Work on first interim fee application.	0.30	
09/18/19	GAK	107	Call local counsel regarding fee application.	0.10	
09/19/19	GAK	107	Email A. Sherman regarding fee application issues.	0.20	
09/20/19	GAK	107	Draft August fee application.	1.40	
09/25/19	GAK	107	Work on quarterly fee application, including drafting notice thereof and completing exhibits thereto.	3.60	
09/26/19	GAK	107	Communications with FA and local counsel regarding interim fee application issues.	0.30	
		107	Draft fee application.	5.40	

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09/27/19	GAK	107	Work on quarterly fee application.	2.70	
TASK TOTAL 107				16.10	8,612.50

108 - FEE/EMPLOYMENT OBJECTIONS.

09/05/19	BM	108	Analysis of Debtors' response to UST's objection to Piper employment application.	0.30	
09/06/19	GAK	108	Review Debtors' response to U.S.T. Objection re: Piper Jaffray retention.	0.10	
09/26/19	GAK	108	Analyze and summarize OCP declaration.	0.40	
		108	Communications with B. Mankovetskiy regarding OCP declaration.	0.10	
TASK TOTAL 108				0.90	532.50

113 - PLAN AND DISCLOSURE STATEMENT.

09/03/19	BM	113	Attend to resolution of informal objections to motion to extend exclusivity.	0.60	
09/19/19	BM	113	Attend to issues regarding potential plan structure and alternative strategic transaction to exit bankruptcy.	0.80	
TASK TOTAL 113				1.40	1,015.00

114 - RELIEF FROM STAY PROCEEDINGS.

09/03/19	BM	114	Analysis regarding motion for stay pending appeal of order granting stay relief to terminate physician contract.	0.40	
09/05/19	BM	114	Attend to issues regarding pending stay relief motions and responses thereto.	0.60	

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09/09/19	BM	114	Appear at telephonic hearing on motion for stay pending appeal.	0.90	
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TASK TOTAL 114	1.90	1,377.50
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TOTAL FEES	37.30	\$24,168.50
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TOTAL FEES at Blended Rate of \$495	37.30	\$18,463.50
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TASK CODE SUMMARY

102	Asset Disposition	1.80	1,305.00
103	Business Operations	10.00	7,600.00
104	Case Administration	4.50	3,218.50
105	Claims Administration and Objections	0.70	507.50
107	Fee/Employment Applications	16.10	8,612.50
108	Fee/Employment Objections	0.90	532.50
113	Plan and Disclosure Statement	1.40	1,015.00
114	Relief from Stay Proceedings	1.90	1,377.50

TOTAL FEES	37.30	\$24,168.50
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TOTAL FEES at Blended Rate of \$495	37.30	\$18,463.50
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FEE RECAP

AHS	Andrew H. Sherman	Member	\$795.00	5.80	4,611.00
BM	Boris Mankovetskiy	Member	\$725.00	15.10	10,947.50
GAK	Gregory A. Kopacz	Associate	\$525.00	16.40	8,610.00

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TOTAL FEES	37.30	\$24,168.50
TOTAL FEES at Blended Rate of \$495	37.30	\$18,463.50

DISBURSEMENT DETAIL

E105			
08/08/19	E105	Telephone	1.03
TOTAL DISBURSEMENTS			\$1.03

DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	1.00	1.03
TOTAL DISBURSEMENTS			\$1.03
TOTAL THIS INVOICE			\$18,464.53*

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$24,168.50)** and fees at **Blended Rate of \$495 (\$18,463.50)** apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS
102 - ASSET DISPOSITION				
10/23/19	AHS	102	Call with Debtors' counsel re: sale issues.	0.20
10/23/19	BM	102	Attend to issues regarding sale process and potential closure of Yakima facility.	0.80
10/24/19	AHS	102	Calls with counsel for Union and counsel for Lapis re: sales process update and efforts re: sale issues.	0.70
		102	Call with counsel for Debtors re: sales process and refinancing issues.	0.40
10/24/19	BM	102	Attend to issues regarding Debtors' financial condition and sale process.	0.80
10/25/19	AHS	102	Review of teaser and sales draft material and calls re: same.	0.40
		102	Calls after Committee meeting re: sale process issues.	0.30
10/25/19	BM	102	Attend to issues regarding establishing sale process for Debtors' assets.	0.70
10/29/19	AHS	102	Calls to counsel for Debtors and follow up re: bidding procedures motion.	0.30
		102	Call with UST re: sale issues.	0.30

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10/30/19	BM	102	Attend to issues regarding sale process and exit financing.	0.80	
TASK TOTAL 102				5.70	4,470.00

103 - BUSINESS OPERATIONS.

10/01/19	BM	103	Analysis regarding Debtors' financial reporting and presentation to Committee.	0.90	
10/11/19	BM	103	Analysis regarding ombudsman's report and staffing issues.	0.60	
10/15/19	AHS	103	Calls and emails with Debtor's counsel and CRO to address ongoing losses and Yakima issues.	0.40	
		103	Emails with Committee members re: ongoing losses.	0.30	
10/18/19	BM	103	Analysis regarding Debtors' financial reporting.	0.60	
10/21/19	BM	103	Attend to issues regarding collections of accounts receivable and budget variances.	0.70	
10/30/19	BM	103	Attend to matters regarding Debtors' financial performance and operational issues.	1.10	
10/31/19	BM	103	Analysis regarding financial update report to Committee.	0.50	
TASK TOTAL 103				5.10	3,877.50

104 - CASE ADMINISTRATION.

10/02/19	BM	104	Attend to issues regarding management's presentation to Committee on go forward case options and strategy.	0.90	
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10/18/19	GAK	104	Review notification regarding upcoming status conference.	0.10	
10/23/19	AHS	104	Calls and emails with Committee members re: status issues.	0.40	
		104	Call from counsel to Cerner and follow up emails re: same.	0.30	
10/24/19	BM	104	Prepare a status report to the Committee.	0.40	
		104	Call with Debtors' counsel regarding pending matters.	0.60	
10/25/19	AHS	104	Prepare for and attend Committee meeting re: sales process and potential restructuring.	0.80	
10/31/19	BM	104	Analysis regarding potential closure of Yakima and standalone reorganization of Toppenish and Sunnyside.	0.80	
TASK TOTAL 104				4.30	3,317.50

107 - FEE/EMPLOYMENT APPLICATIONS

10/01/19	GAK	107	Drafting first interim fee application and exhibits thereto; communications with local counsel regarding same.	2.70	
10/02/19	BM	107	Attend to SC&G interim fee application.	0.60	
10/02/19	GAK	107	Work on first interim fee application; communications with local counsel, BRG and Sills team regarding same; call with J. Moe of Dentons regarding fee application timing issues.	5.50	
10/07/19	GAK	107	Prepare August fee application.	3.80	
10/08/19	GAK	107	Finalize August fee application for filing.	0.40	
		107	Finalize interim fee application for filing, including drafting new exhibits M-1 and M-2.	1.80	

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		107	Emails with local counsel and email U.S. Trustee regarding fee applications.	0.40	
10/23/19	GAK	107	Email to A. Sherman regarding fee application.	0.30	
10/30/19	GAK	107	Draft proposed order approving interim fee application and communications with team re: same.	0.60	
TASK TOTAL 107				16.10	8,975.00

109 - FINANCING.

10/07/19	BM	109	Attend to issues regarding potential plan exit financing and alternative strategic transactions and DIP financing timeline.	1.30	
10/11/19	AHS	109	Respond to questions from Committee members re: quality of earnings.	0.30	
10/11/19	BM	109	Attend to issues regarding solicitation of potential exit financing and status of QOE report.	0.40	
TASK TOTAL 109				2.00	1,522.50

113 - PLAN AND DISCLOSURE STATEMENT.

10/14/19	BM	113	Analysis of issues regarding termination of exclusivity under 1121(d).	0.80	
10/16/19	BM	113	Analysis regarding partial closure of Debtors' facilities and alternative plan structures.	1.30	
10/28/19	BM	113	Analysis of issues regarding termination of exclusivity and alternative exit strategies.	0.90	
TASK TOTAL 113				3.00	2,250.00

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114 - RELIEF FROM STAY PROCEEDINGS.

10/03/19	BM	114	Attend to pending motions for relief from automatic stay.	0.60	
10/17/19	BM	114	Analysis regarding pending stay relief motions.	0.40	
TASK TOTAL 114				1.00	750.00
TOTAL FEES				37.20	\$25,162.50
TOTAL FEES at Blended Rate of \$495				37.20	\$18,414.00

TASK CODE SUMMARY

102	Asset Disposition	5.70	4,470.00
103	Business Operations	5.10	3,877.50
104	Case Administration	4.30	3,317.50
107	Fee/Employment Applications	16.10	8,975.00
109	Financing	2.00	1,522.50
113	Plan and Disclosure Statement	3.00	2,250.00
114	Relief from Stay Proceedings	1.00	750.00
TOTAL FEES		37.20	\$25,162.50
TOTAL FEES at Blended Rate of \$495		37.20	\$18,414.00

FEE RECAP

AHS	Andrew H. Sherman	Member	\$825.00	5.10	4,207.50
BM	Boris Mankovetskiy	Member	\$750.00	16.50	12,375.00

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GAK	Gregory A. Kopacz	Associate	\$550.00	15.60	8,580.00
TOTAL FEES				37.20	\$25,162.50
TOTAL FEES at Blended Rate of \$495				37.20	\$18,414.00

DISBURSEMENT DETAIL

E105

09/06/19	E105	Telephone	17.80
09/25/19	E105	Telephone	1.32
10/24/19	E105	Telephone	3.68
10/25/19	E105	Telephone	10.68

TOTAL DISBURSEMENTS	\$33.48
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DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	4.00	33.48

TOTAL DISBURSEMENTS	\$33.48
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TOTAL THIS INVOICE	\$18,447.48*
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*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$25,162.50)** and fees at **Blended Rate** of \$495 (**\$18,414.00**) apply.

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Inv# 1763444
Date 12/27/19
08650116.000001 - AHS

Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS	
101 - ASSET ANALYSIS AND RECOVERY					
11/08/19	REB	101	Call with Debtors re: sale and exit finance process and follow up with BRG re: same.	1.10	
11/20/19	BM	101	Analysis regarding quality of earnings report commissioned by Debtors.	0.90	
TASK TOTAL 101				2.00	1,329.50
102 - ASSET DISPOSITION					
11/01/19	BM	102	Analysis regarding Debtors' proposed motion to approve bidding procedures and related relief.	1.20	
11/02/19	BM	102	Attend to revisions of proposed bidding procedures motion.	0.80	
11/02/19	REB	102	Review and revise bidding procedures motion.	5.80	
11/04/19	AHS	102	Prepare for and attend call with BRG re: sales and financing issues.	0.30	
		102	Review of sale/bidding procedures motion and call with counsel for Debtors re: same.	0.40	

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		102	Email to Committee re: sale and exclusivity issues.	0.50
		102	Review of revised bid procedures and send to Debtors for review.	0.40
11/04/19	BM	102	Attend to issues regarding Debtors' proposed dual track process for stand alone restructuring and sales of assets.	1.30
		102	Attend to proposed bidding procedures and related documents.	1.40
11/04/19	REB	102	Review and revise bidding procedures and bidding procedures order.	7.20
11/05/19	AHS	102	Address sale and bidding procedures and review of drafts as circulated.	0.60
11/05/19	BM	102	Attend to revisions of proposed bidding procedures, form of order and related documents.	1.40
11/07/19	AHS	102	Calls and emails with counsel for Debtors, JMB and Lapis re: exclusivity and sales issues.	0.80
11/07/19	BM	102	Attend to issues regarding sale process for Debtors' assets.	0.90
11/08/19	BM	102	Call with Debtors' professionals regarding refinancing and sale processes.	1.10
11/11/19	BM	102	Analysis of issues regarding potential alternatives for disposition of Yakima facility.	0.80
11/12/19	AHS	102	Review of form APA, incorporate comments and send by Debtors for review.	0.70
		102	Call with counsel for Debtors re: status report and filing same and address issues re: status report and sales/refinancing process.	0.80
11/12/19	BM	102	Analysis and revisions of Debtors' proposed template APA for sale process.	2.10

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		102	Analysis and revisions of Debtors' proposed bidding procedures and related documents.	1.60
11/12/19	REB	102	Review and revise revised bidding procedures and proposed order.	1.60
11/13/19	AHS	102	Review of revised bid procedures and circulate for review and comment.	0.80
11/13/19	BM	102	Attend to proposed form of APA, bidding procedures and related documents.	1.90
11/13/19	REB	102	Review and revise revised bidding procedures and proposed order.	4.80
11/15/19	BM	102	Attend to sale process issues.	1.10
11/20/19	AHS	102	Initial review of bid procedures as filed.	0.30
		102	Further review of revised bid procedures and send to all parties for review and comment.	0.40
		102	Calls and emails with counsel for Debtors and JMB re: bid procedures and credit bid issues.	0.60
11/20/19	BM	102	Attend to revisions of bidding procedures, form APA, and related documents.	1.90
11/20/19	REB	102	Review emails re: bidding procedures.	0.70
		102	Review as-filed bidding procedures motion, order, bidding procedures, APA.	0.80
		102	Review and revise bidding procedures.	5.00
11/21/19	AHS	102	Call with counsel for Debtors re: bidding issues.	0.40
		102	Email to counsel re: bidding procedures and follow up call with counsel for JMB.	0.50
		102	Review of as filed bid procedures and address response thereto based on rejection of many Committee comments.	0.70

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11/21/19	BM	102	Attend to revisions of bidding procedures, form of APA, proposed form of order and related documents.	2.20
		102	Call with counsel to UMB and Lapis regarding sale process issues.	0.70
		102	Attend to update report to Committee regarding sale process issues.	0.50
11/21/19	REB	102	Review as-filed bidding procedures motion, order, bidding procedures, APA.	3.30
		102	Draft email to Committee regarding bidding procedures motion.	4.10
11/22/19	AHS	102	Address issues re: response to sale motion and prior statements by Lapis.	0.40
		102	Calls and emails with parties re: potential resolution of sale procedure issues.	0.80
		102	Inquire into status conference and email to parties re: same.	0.50
11/22/19	BM	102	Call with UMB/Lapis regarding proposed bidding procedures.	0.80
		102	Attend to issues regarding disposition of the Yakima facility.	0.90
		102	Attend to issues regarding potential resolution of objections to bidding procedures motion.	1.60
11/22/19	REB	102	Call with UMB/Lapis re: bidding procedures motion and follow up with A. Sherman and B. Mankovetskiy re: same.	1.60
		102	Draft motion for a status conference on bidding procedures motion.	0.70
		102	Draft objection to bidding procedures motion.	4.10
		102	Draft email to debtors re: issues list in connection with bidding procedures motion.	1.90

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11/23/19	AHS	102	Calls and emails with counsel for Lapis re: bidding issues and follow up re: same.	0.40
11/23/19	REB	102	Review DIP loan agreement in connection with objection to bidding procedures motion.	1.20
11/24/19	AHS	102	Call with counsel for Debtors re: bid procedures issues.	0.50
11/24/19	BM	102	Call with Debtors regarding bidding procedures issues.	0.60
11/25/19	BM	102	Attend to issues regarding potential resolution of objections to bidding procedures motion.	1.30
		102	Attend to revisions of proposed form of APA and bidding procedures.	1.20
		102	Attend to UST's comments regarding proposed bid procedures.	0.40
		102	Prepare an update to Committee regarding sale process issues.	0.40
11/25/19	REB	102	Draft objection to bidding procedures motion.	3.40
		102	Revise bidding procedures, proposed sale order and APA.	2.90
11/26/19	AHS	102	Call with counsel for Lapis/UMB re: bid procedures and follow up re: same.	0.50
11/26/19	BM	102	Calls with UMB's and Lapis' counsel regarding sale process issues.	0.90
		102	Attend to revisions of proposed bidding procedures and form of APA.	1.40
11/26/19	REB	102	Review revised bidding procedures and order from UMB/Lapis.	0.90
		102	Draft objection to bidding procedures motion.	2.20

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11/27/19	BM	102	Attend to revisions of proposed bidding procedures and related documents.	1.10	
		102	Attend to Committee's objection to bidding procedures motion.	0.90	
11/27/19	REB	102	Review emails regarding bidding procedures, proposed order and revised APA.	1.40	
		102	Draft objection to bidding procedures motion.	6.40	
11/30/19	BM	102	Call with Debtors' counsel regarding bidding procedures motion.	0.60	
TASK TOTAL 102				104.30	69,772.50

103 - BUSINESS OPERATIONS.

11/01/19	BM	103	Analysis and revisions of financial update to Committee.	0.60	
11/08/19	BM	103	Analysis regarding Debtors' reporting on financial and operating results.	0.50	
11/13/19	BM	103	Attend to issues regarding Debtors' financial reporting.	0.70	
11/20/19	AHS	103	Review and analysis of Riveron report.	0.40	
11/27/19	BM	103	Analysis regarding Debtors' financial and operating reporting.	0.80	
TASK TOTAL 103				3.00	2,280.00

104 - CASE ADMINISTRATION.

11/03/19	BM	104	Analysis regarding Debtors' motion to extend exclusivity.	0.70	
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11/04/19	BM	104	Prepare a status update report to the Committee.	0.60
11/05/19	REB	104	Review second exclusivity motion and other relevant filings, including first exclusivity motion and order and DIP order in connection with drafting exclusivity objection.	3.30
		104	Draft objection to exclusivity.	3.60
11/06/19	BM	104	Call with Lapis' counsel regarding pending matters.	0.60
11/06/19	REB	104	Draft objection to Debtors' exclusivity motion.	6.90
11/07/19	BM	104	Attend to Committee's status report in connection with status conference scheduled by the Court.	1.20
11/07/19	REB	104	Draft status report in advance of November status conference.	4.80
		104	Review and incorporate BRG presentation re financial updates into status report.	0.90
11/08/19	BM	104	Attend to the Committee's report in connection with case status conference.	1.10
11/11/19	AHS	104	Calls with counsel for Debtors and Lapis re: status report issues and upcoming status conference.	0.80
		104	Review and revise status report and email to Committee re: status and report issues.	0.80
11/11/19	BM	104	Attend to Committee's status report for the Court.	0.80
		104	Prepare a status update for the Committee.	0.70
11/11/19	REB	104	Revise status report in connection with upcoming status conference.	2.90
11/12/19	AHS	104	Review of PCO report and emails re: same.	0.40

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11/12/19	BM	104	Calls with UMB/Lapis' counsel regarding status conference issues.	0.70	
		104	Analysis regarding ombudsman report.	0.70	
11/13/19	AHS	104	Email to Committee re: status issues.	0.30	
		104	Calls with counsel to Lapis re: filing of status report, sales process and address issues re: filing of report.	0.40	
11/13/19	BM	104	Attend to Committee report in connection with status conference.	0.80	
11/14/19	AHS	104	Review of status report and prepare for hearing.	2.40	
11/14/19	BM	104	Attend to preparation for status hearing.	1.60	
11/14/19	REB	104	Update status report and prepare other documents for status conference.	0.70	
11/15/19	AHS	104	Meet with counsel for Debtor and counsel for JMB re: status conference issues, DIP compliance and sales/refinancing process.	2.70	
		104	Prepare for and attend status conference.	1.60	
11/15/19	BM	104	Meetings with Debtors and secured creditors regarding pending matters.	2.10	
		104	Appear at status hearing.	1.40	
11/18/19	GAK	104	Review notice regarding monthly status conferences and omnibus hearings and update case calendar regarding same.	0.30	
11/22/19	BM	104	Attend to motion requesting a status conference with the Court in advance of hearing on bidding procedures motion.	0.90	
11/25/19	AHS	104	Call with BRG re: status update and refinancing/sale issues.	0.30	
TASK TOTAL 104				47.00	32,337.00

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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

11/22/19	BM	105	Attend to issues regarding potential resolution of credit bid and lien challenge issues with UMB and Lapis.	1.30	
11/26/19	BM	105	Attend to issues regarding investigation of UMB's and Lapis' claims and liens.	1.10	
TASK TOTAL 105				2.40	1,800.00

109 - FINANCING

11/08/19	BM	109	Analysis of Debtors' CIMs for refinancing and sale processes.	0.90	
11/11/19	BM	109	Attend to issues regarding DIP financing maturity and go forward options.	0.80	
11/15/19	BM	109	Analysis of issues regarding potential exit financing and plan of reorganization structure.	1.20	
		109	Attend to issues regarding extension of DIP financing maturity.	0.80	
11/21/19	BM	109	Analysis regarding Debtors' refinancing process update.	0.80	
11/22/19	BM	109	Attend to issues regarding maturity of DIP financing facility and alternative options for continued financing of the cases.	1.20	
11/25/19	BM	109	Call with BRG regarding financing issues.	0.50	
11/27/19	BM	109	Analysis of issues regarding refinancing process.	0.70	
TASK TOTAL 109				6.90	5,175.00

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113 - PLAN AND DISCLOSURE STATEMENT.

11/04/19	BM	113	Analysis regarding objection to motion to extent exclusivity.	0.80	
		113	Attend to issues regarding Debtors' budget variances and operational issues.	0.90	
11/05/19	AHS	113	Calls and emails with counsel for Lapis and counsel for the Debtors re: exclusivity issues and carving out the Committee from any extension.	0.60	
11/05/19	BM	113	Attend to issues regarding Committee's objection to motion to extent exclusivity.	1.10	
11/06/19	AHS	113	Calls and emails with counsel for Lapis and counsel for Debtors re: request for exclusivity and Debtors' proposal to carve out Committee and Lapis.	1.20	
11/06/19	BM	113	Attend to Committee's objection to Debtors' motion to extend exclusivity.	1.60	
		113	Attend to issues regarding potential resolution of objections to exclusivity motion.	0.70	
11/07/19	AHS	113	Review and revise status report.	1.60	
11/07/19	BM	113	Attend to Committee's objection to motion to extend exclusivity.	1.10	
11/08/19	BM	113	Attend to resolution of objections to Debtors' motion to extend exclusivity.	1.10	
11/11/19	BM	113	Analysis regarding exit financing issues and potential plan structure.	1.10	
TASK TOTAL 113				11.80	9,105.00

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116 – TRAVEL (50% of Non-working travel billed).

11/14/19	AHS	116	Travel to Yakima for status conference. (6.00)	3.00	
11/16/19	AHS	116	Travel back from hearing. (4.00)	2.00	
TASK TOTAL 116				5.00	4,125.00

TOTAL FEES	182.40	\$125,924.00
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TOTAL FEES at Blended Rate of \$495	182.40	\$90,288.00
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TASK CODE SUMMARY

101	Asset Analysis and Recovery	2.00	1,329.50
102	Asset Disposition	104.30	69,772.50
103	Business Operations	3.00	2,280.00
104	Case Administration	47.00	32,337.00
105	Claims Administration and Objections	2.40	1,800.00
109	Financing	6.90	5,175.00
113	Plan and Disclosure Statement	11.80	9,105.00
116	Travel	5.00	4,125.00

TOTAL FEES	182.40	\$125,924.00
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TOTAL FEES at Blended Rate of \$495	182.40	\$90,288.00
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FEE RECAP

AHS	Andrew H. Sherman	Member	\$825.00	29.80	24,585.00
BM	Boris Mankovetskiy	Member	\$750.00	68.10	51,075.00
REB	Rachel E. Brennan	Associate	\$595.00	84.20	50,099.00

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GAK	Gregory A. Kopacz	Associate	\$550.00	0.30	165.00
TOTAL FEES				182.40	\$125,924.00
TOTAL FEES at Blended Rate of \$495				182.40	\$90,288.00

DISBURSEMENT DETAIL

E105					
11/04/19	E105	Telephone		0.73	
E107					
11/06/19	E107	Lexis		38.47	
11/26/19	E107	Lexis		76.95	
E109					
11/16/19	E109	Local travel (taxi)		31.94	
TOTAL DISBURSEMENTS					\$148.09

DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	1.00	0.73
E107	Lexis	2.00	115.42
E109	Local travel (taxi)	1.00	31.94
TOTAL DISBURSEMENTS			\$148.09
TOTAL THIS INVOICE			\$90,436.09*

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$125,924.00)** and fees at **Blended Rate of \$495 (\$90,288.00)** apply.

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Date 01/28/20
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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS
102 - ASSET DISPOSITION				
12/02/19	AHS	102	Calls and emails re: bid procedures and potential resolution of issues.	0.40
12/02/19	BM	102	Attend to revisions of proposed bidding procedures and accompanying documents.	1.40
		102	Analysis regarding TIAA's objection to bidding procedures.	0.60
		102	Analysis regarding consumer privacy ombudsman issues in connection with proposed sale of Debtors' assets.	0.80
		102	Analysis regarding MedOne's objection to bidding procedures motion.	0.60
12/03/19	BM	102	Attend to issues regarding resolution of Committee's objection to bidding procedures motion.	0.90
		102	Attend to revised proposed bidding procedures and order.	0.90
12/03/19	REB	102	Review revised bidding procedures, proposed order, and APA.	0.80
12/04/19	BM	102	Attend to issues regarding bidding procedures hearing.	0.70

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		102	Attend to UST's comments to proposed modified bidding procedures.	0.40
		102	Analysis regarding responses to TIAA and MedOne's objections to bidding procedures motion.	0.70
		102	Analysis regarding modification of template asset purchase agreement to address protection of personally identifiable information in connection with sale of debtors' assets.	0.60
		102	Attend to resolution of filed objections to bidding procedures motion.	0.60
		102	Attend to issues regarding Yakima operations and potential closure issues.	0.80
12/04/19	REB	102	Research re: sale of certain assets subject to proposed bidding procedures.	2.10
12/05/19	BM	102	Appear at telephonic hearings on motions to extend exclusivity and approve bidding procedures.	0.80
		102	Analysis of post-hearing revised forms of bidding procedures, order and related documents.	0.60
12/11/19	BM	102	Attend to issues regarding sale process.	0.70
12/20/19	BM	102	Attend to issues regarding sale process.	0.90
12/23/19	BM	102	Attend to issues regarding sale and refinancing processes.	1.10
12/23/19	GAK	102	Analysis of bidding procedures order.	0.80
12/26/19	BM	102	Attend to issues regarding sale process.	1.20
12/27/19	AHS	102	Review of expressions of interest and emails re: same.	0.30
12/30/19	AHS	102	Email to Committee re: status update.	0.70

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		102	Call with counsel for Debtors re: sales process update and follow up with BRG re: same.	0.70	
		102	Call with counsel for Union re: Yakima issues and call to counsel for Debtors re: same.	0.40	
12/31/19	AHS	102	Calls and emails with counsel for Debtors, counsel for union and follow up re: expressions of interest and analysis re: same.	1.10	
		102	Emails with UST re: sales process.	0.10	
TASK TOTAL 102				21.70	15,943.00

103 - BUSINESS OPERATIONS

12/06/19	BM	103	Attend to issues regarding Debtors' financial reporting.	0.40	
12/16/19	BM	103	Analysis regarding Debtors' written responses to questions regarding financial projections.	0.40	
TASK TOTAL 103				0.80	600.00

104 - CASE ADMINISTRATION

12/03/19	REB	104	Review Lapis prepetition loan documents and UCC searches.	1.60	
12/06/19	BM	104	Call with Debtors' counsel regarding pending matters.	0.60	
12/08/19	BM	104	Prepare a status update for Committee.	0.80	
12/12/19	BM	104	Attend telephonic Committee meeting.	0.70	

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12/30/19	BM	104	Call with Debtors' professionals regarding pending matters.	0.80
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TASK TOTAL 104	4.50	3,127.00
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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

12/03/19	BM	105	Attend to issues regarding investigation of UMB/Lapis' pre-petition claims and liens.	0.80
12/03/19	MDL	105	Internal conference with B. Mankovetskiy and e-mails with R. Brennan; initial review of documents.	0.30
12/06/19	BM	105	Attend to issues regarding investigation of UMB/Lapis' pre-petition liens and claims.	0.70
12/06/19	MDL	105	E-mails and internal conference with B. Mankovetskiy; e-mails with R. Brennan; review loan documentation in connection with investigation of prepetition liens.	0.60
12/06/19	REB	105	Call re: lien investigation.	0.20
		105	Review MidCap and Banner pre-petition loan documents.	0.70
12/18/19	REB	105	Review Lapis loan documents, including re: granting clauses.	3.60
12/19/19	BM	105	Analysis of issues regarding investigation of potential challenges to UMB/Lapis pre-petition claims and liens.	1.70
12/22/19	MDL	105	Review loan documentation in connection with investigation of prepetition liens.	0.30
12/23/19	BM	105	Attend to issues regarding investigation of potential challenges to asserted pre-petition secured claims.	0.90
12/28/19	MDL	105	Review loan documents in connection with investigation of prepetition liens.	0.20

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12/29/19	MDL	105	Review loan documents in connection with investigation of prepetition liens and prepare memo regarding same.	1.20	
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TASK TOTAL 105				11.20	7,247.50
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107 - FEE/EMPLOYMENT APPLICATIONS

12/19/19	GAK	107	Work on September fee application.	0.50	
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TASK TOTAL 107				0.50	275.00
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109 - FINANCING

12/04/19	AHS	109	Address issues re: Yakima closure, bid procedures hearing and DIP financing.	0.30	
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12/06/19	AHS	109	Calls with counsel for Lapis re: DIP financing proposal, review of document re: same and call to Debtors' counsel re: update.	0.80	
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12/06/19	BM	109	Attend to issues regarding DIP financing maturity.	0.80	
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		109	Analysis regarding Lapis' proposal for replacement financing.	0.90	
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12/06/19	REB	109	Review DIP order re: fees and interest.	1.40	
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12/07/19	AHS	109	Review of Lapis DIP financing proposal, BRG outline and call with counsel for Debtors re: same.	0.70	
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12/08/19	BM	109	Attend to issues regarding DIP financing maturity and potential alternative paths forward.	1.10	
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12/09/19	AHS	109	Review of Lapis DIP proposal and calls with counsel for Lapis and counsel for Debtors re: proposal and economics.	0.80	
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		109	Calls and emails with BRG re: Lapis DIP proposal.	0.30
12/09/19	BM	109	Call with Debtors' counsel and Lapis' counsel regarding proposed replacement financing.	0.70
		109	Analysis of issues regarding replacement DIP financing.	1.20
12/10/19	BM	109	Prepare an update to Committee regarding DIP financing issues.	0.50
		109	Attend to issues regarding potential alternatives to Lapis' proposed replacement DIP financing.	0.90
12/11/19	BM	109	Attend to issues regarding continued financing of Debtors' cases past December 31, 2019.	1.30
12/13/19	AHS	109	Initial review of pleadings re: financing.	0.60
		109	Calls and emails with counsel for Debtors, counsel for JMB and counsel for Lapis re: replacement DIP financing issues.	0.70
12/13/19	BM	109	Attend to issues regarding continued DIP financing.	1.20
		109	Analysis regarding Debtors' motion to approve replacement financing from Lapis.	1.60
12/13/19	REB	109	Review new DIP facility and proposed DIP order.	1.10
12/14/19	AHS	109	Calls and emails with counsel for Lapis re: DIP issues.	0.40
		109	Review of proposed order, credit agreement and send revised versions of drafts to counsel for Debtors and counsel for Lapis.	0.90
12/14/19	BM	109	Analysis and revisions of Lapis credit agreement and proposed form of order.	2.20

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12/14/19	REB	109	Review replacement DIP facility and proposed order.	4.40
12/15/19	AHS	109	Email from counsel to Lapis re: DIP issues and email in response to all parties.	0.30
12/15/19	BM	109	Analysis regarding Lapis' responses to Committee's proposed revisions of Lapis DIP loan documents.	0.90
		109	Analysis regarding Committee's objection to Debtors' motion to approve Lapis financing.	1.20
12/15/19	REB	109	Draft objection to replacement DIP motion.	7.20
12/16/19	AHS	109	Review and revise response to DIP financing motion.	1.40
12/16/19	BM	109	Analysis regarding Debtors' financial projections and proposed financing covenants.	0.80
		109	Attend to objection to motion to approve replacement DIP financing.	1.90
		109	Attend to potential resolution of the Committee's objections to proposed Lapis DIP financing.	1.20
		109	Attend to revisions of proposed credit agreement and form of order in connection with replacement DIP financing.	1.60
		109	Prepare an update to Committee regarding proposed replacement DIP financing.	0.60
12/16/19	REB	109	Review and revise objection to Replacement DIP Motion.	7.30
12/17/19	AHS	109	Finalize DIP financing response and have filed.	0.80
12/17/19	BM	109	Attend to objection to DIP financing motion.	1.60

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	109	Analysis regarding cross-examination of witnesses in connection with hearing on DIP financing motion.	1.10	
	109	Prepare for hearing on motion to approve Lapis replacement financing.	1.90	
	109	Analysis regarding UST's objection to DIP financing motion.	0.40	
	109	Analysis of Debtors' notice of errata in connection with DIP financing motion.	0.60	
12/17/19	REB	109	Review documents including proposed replacement DIP facility and original DIP facility in preparation for hearing.	5.10
		109	Review objection to replacement DIP financing.	1.10
12/18/19	AHS	109	Email to Committee re: results of hearing and next steps.	0.30
		109	Prepare for hearing re: DIP financing and use of cash collateral.	2.60
		109	Attend hearing re: DIP financing and use of cash collateral.	4.60
12/18/19	BM	109	Meeting with Debtors' and Lapis' counsel regarding potential resolution of Committee's objections to replacement DIP financing motion.	0.80
		109	Appear at hearing on replacement DIP financing motion.	4.60
		109	Analysis regarding Committee's position and potential continuation of objections on open issues based on the interim hearing on DIP financing.	0.80
		109	Attend to preparation for DIP financing hearing.	0.90

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		109	Prepare an update to Committee regarding DIP financing issues.	0.70	
12/19/19	BM	109	Analysis regarding proposed revised drafts of the Astria replacement DIP loan agreement and order.	1.40	
		109	Analysis and revisions of Debtors' proposed revised replacement DIP loan agreement and order.	1.60	
12/19/19	REB	109	Review revised interim DIP order and replacement facility.	2.10	
12/20/19	BM	109	Attend to post-hearing revisions of Lapis loan agreement, order and related documents.	0.90	
12/20/19	REB	109	Review revised DIP documents.	0.90	
12/23/19	GAK	109	Review DIP Order.	0.80	
TASK TOTAL 109				84.80	59,859.50

113 - PLAN AND DISCLOSURE STATEMENT

12/04/19	BM	113	Attend to revision of proposed form of order extending exclusivity.	0.30	
TASK TOTAL 113				0.30	225.00

116 – TRAVEL (50% of Non-working travel billed)

12/17/19	AHS	116	Travel to hearing re: DIP financing and cash collateral. (6.00)	3.00	
12/18/19	AHS	116	Travel back from hearing re: DIP financing and use of cash collateral. (6.00)	3.00	
TASK TOTAL 116				6.00	4,950.00

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TOTAL FEES	129.80	\$92,227.00
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TOTAL FEES at Blended Rate of \$495	129.80	\$64,251.00
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TASK CODE SUMMARY

102	Asset Disposition	21.70	15,943.00
103	Business Operations	0.80	600.00
104	Case Administration	4.50	3,127.00
105	Claims Administration and Objections	11.20	7,247.50
107	Fee/Employment Applications	0.50	275.00
109	Financing	84.80	59,859.50
113	Plan and Disclosure Statement	0.30	225.00
116	Travel	6.00	4,950.00
TOTAL FEES		129.80	\$92,227.00
TOTAL FEES at Blended Rate of \$495		129.80	\$64,251.00

FEE RECAP

AHS	Andrew H. Sherman	Member	\$825.00	25.20	20,790.00
BM	Boris Mankovetskiy	Member	\$750.00	60.30	45,225.00
REB	Rachel E. Brennan	Associate	\$595.00	39.60	23,562.00
MDL	Marc D. Leve	Of Counsel	\$575.00	2.60	1,495.00
GAK	Gregory A. Kopacz	Associate	\$550.00	2.10	1,155.00
TOTAL FEES				129.80	\$92,227.00
TOTAL FEES at Blended Rate of \$495				129.80	\$64,251.00

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DISBURSEMENT DETAIL

E107

12/16/19	E107	Lexis	76.96
12/20/19	E107	Lexis	30.78

E109

11/14/19	E109	Local travel (taxi)	12.36
11/15/19	E109	Local travel (rental car)	138.19
11/16/19	E109	Local travel (taxi)	11.83
12/18/19	E109	Local travel (rental car)	147.89
12/19/19	E109	Local travel (taxi)	12.53

E110

11/14/19	E110	Out-of-town travel (air fare)	677.20
11/14/19	E110	Out-of-town travel (air fare)	677.20
11/15/19	E110	Local travel (lodging)	240.98
11/15/19	E110	Local travel (lodging)	130.42
12/17/19	E110	Local travel (lodging)	209.94
12/17/19	E110	Local travel (lodging)	209.94
12/17/19	E110	Out-of-town travel (air fare)	691.00
12/17/19	E110	Out-of-town travel (air fare)	691.00
12/18/19	E110	Out-of-town travel (air fare)	279.00
12/18/19	E110	Out-of-town travel (air fare)	279.00

E111

11/14/19	E111	Meals (travel)	38.65
11/14/19	E111	Meals (travel)	19.05
11/14/19	E111	Meals (travel)	10.98
11/15/19	E111	Meals (travel)	10.56
11/15/19	E111	Meals (travel)	20.72

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12/17/19	E111	Meals (travel)	17.22
12/18/19	E111	Meals (travel)	186.35
12/18/19	E111	Meals (travel)	66.25
12/18/19	E111	Meals (travel)	5.39
12/18/19	E111	Meals (travel)	5.83
12/18/19	E111	Meals (travel)	11.88

E124			
11/16/19	E124	Other (travel - rental car gas)	8.91
12/18/19	E124	Other (travel - rental car gas)	23.45

TOTAL DISBURSEMENTS			\$4,941.46
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DISBURSEMENT RECAP

Code	Description	Units	Total
E107	Lexis	2.00	107.74
E109	Local travel (taxi/rental car)	6.00	322.80
E110	Local travel (air fare/lodging)	10.00	4,085.68
E111	Meals (travel)	11.00	392.88
E124	Other (travel)	1.00	32.36

TOTAL DISBURSEMENTS			\$4,941.46
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TOTAL THIS INVOICE	\$69,192.46*
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*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$92,227.00)** and fees at **Blended Rate** of \$495 (**\$64,251.00**) apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS	
101 - ASSET ANALYSIS AND RECOVERY.					
01/09/20	BM	101	Attend to stipulation granting Committee standing to pursue certain actions.	1.20	
01/15/20	BM	101	Attend to Committee standing stipulation.	0.60	
TASK TOTAL 101				1.80	1,350.00
102 - ASSET DISPOSITION.					
01/03/20	BM	102	Attend to issues regarding Debtors' motion to seal and purported prohibition on sharing the underlying motion with Committee members.	1.60	
		102	Analysis regarding Debtors motion to close Yakima facility.	1.30	
01/04/20	AHS	102	Review of sealing and closure motion and have opposition drafted.	0.80	
01/04/20	REB	102	Draft objection letter re: sealing motion.	5.80	
		102	Review sealing motion and underlying motion and emails in connection therewith.	1.10	

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01/05/20	AHS	102	Review and revise opposition to sealing motion and review of case law re: same.	1.10
		102	Emails with Committee and members re: sealing opposition.	0.30
01/05/20	BM	102	Attend to Committee's response to Debtors' motion to seal.	0.90
01/05/20	REB	102	Draft objection letter to sealing motion.	4.90
01/06/20	AHS	102	Emails and calls with Committee and Committee members re: sealing and closure issues strategies to approach hearings.	1.40
		102	Prepare for and attend hearing with Court on sealing issues.	0.90
		102	Calls with Debtors counsel and Court law clerk re: sealing issues and follow up re: same.	0.80
		102	Call with counsel for Debtors re: sealing issues.	0.40
		102	Prepare for and attend follow up hearing with Court and emails and call to Committee members in response to Court ruling.	0.80
		102	Further review and analysis of sealing issues and review of notice from Court.	1.20
01/06/20	BM	102	Attend to issues regarding Debtors' motion to seal and the Committee's objection.	1.10
		102	Attend telephonic conference with the Court regarding sealing Yakima closure motion.	0.80
		102	Calls with Debtors counsel regarding potential resolution of object to motion to seal.	0.80

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		102	Attend to issues regarding proposed closure plan for Yakima facility and financial impact on the estates.	1.20
01/07/20	AHS	102	Calls with Committee members re: sealing/closure issues and follow up to prepare for upcoming hearing.	1.10
01/07/20	BM	102	Attend to issues regarding proposed Yakima closure.	1.30
01/08/20	AHS	102	Prepare for and attend hearing re: sealing and closure issues.	2.80
01/08/20	BM	102	Attend telephonic hearing on motion to authorize closure of Yakima facility.	1.70
		102	Analysis regarding proposed form of order approving Yakima closure.	0.80
		102	Analysis regarding DOH's and AG's comments to proposed Yakima closure order.	0.50
		102	Attend to issues regarding sale and refinancing process and updated budget.	1.20
01/09/20	AHS	102	Call with creditors re: closure issues and with Debtors' counsel re: same; review of WARN notices.	0.80
01/10/20	AHS	102	Review of motion for reconsideration and Court order re: argument for reconsideration hearing.	0.80
		102	Emails with Committee and Committee members re: reconsideration motion.	0.40
		102	Call with creditor re: closure issues.	0.30
01/10/20	BM	102	Analysis regarding WSNA's motion for reconsideration of order authorizing Yakima closure.	0.60
01/13/20	BM	102	Analysis regarding response to motion for reconsideration of Yakima closure motion.	0.90

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01/14/20	AHS	102	Attend to hearing re: reconsideration of Yakima closing and follow up with Debtors' counsel re: same.	0.80
01/14/20	BM	102	Appear at telephonic hearing on motion for reconsideration of order approving Yakima closure.	2.30
01/15/20	AHS	102	Call with Debtors' counsel re: sale and closure issues and follow up with BRG re: sale and closure issues.	0.80
01/15/20	BM	102	Attend to issues regarding sale and refinancing process.	0.80
01/16/20	BM	102	Attend to issues regarding Debtors' proposed amendment of sale bidding procedures order.	0.80
01/17/20	AHS	102	Emails re: revised sale schedule, review same and review budget and follow up emails re: budget and upcoming hearing.	0.60
01/17/20	BM	102	Attend to issues regarding proposed modified sale timeline.	0.70
01/20/20	BM	102	Attend to issues regarding proposed revised sale process timeline and potential refinancing alternatives.	0.90
01/21/20	AHS	102	Call from counsel to Owens and Minor re: sale issues and cure issues.	0.30
01/22/20	AHS	102	Calls with counsel for creditors re: sale and cure issues and follow up re: same.	0.40
01/24/20	AHS	102	Call with S. Maizel to address sale and financing issues.	0.30
01/29/20	BM	102	Attend to issues regarding sale process and potential refinancing in connection with an internal restructuring.	1.10

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01/31/20	BM	102	Attend to issues regarding disposition of Yakima clinics.	0.80	
TASK TOTAL 102				51.00	37,703.50

103 - BUSINESS OPERATIONS.

01/09/20	BM	103	Analysis regarding Debtors' financial reporting.	0.60	
01/13/20	BM	103	Attend to issues regarding accrual of post-petition administrative expense claims.	0.60	
		103	Analysis regarding Debtors' financial reporting.	0.40	
01/16/20	BM	103	Attend to issues regarding Debtors' cash flow projections based on closure of Yakima.	0.70	
TASK TOTAL 103				2.30	1,725.00

104 - CASE ADMINISTRATION.

01/06/20	GAK	104	Attention to case calendar.	0.10	
01/16/20	BM	104	Prepare an update report for the Committee.	0.60	
01/21/20	BM	104	Analysis regarding Debtors' status report.	0.40	
01/21/20	GAK	104	Update case calendar.	0.20	
01/22/20	AHS	104	Prepare for and attend status conference with Court.	0.90	
01/22/20	BM	104	Attend telephonic status conference with the Court.	0.30	
01/29/20	GAK	104	Update case calendar.	0.10	
TASK TOTAL 104				2.60	1,937.50

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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

01/03/20	REB	105	Draft standing stipulation re: certain estate based claims.	0.70
01/06/20	MDL	105	Internal conference with B. Mankovetskiy regarding loan documents; exchange e-mails with B. Mankovetskiy.	0.20
01/07/20	BM	105	Attend to issues regarding investigation of pre-petition liens.	1.20
01/08/20	MDL	105	Internal conference with B. Mankovetskiy and exchange e-mails regarding lien investigation.	0.20
		105	Review correspondence and loan and security documents in connection with investigation of prepetition liens.	1.50
		105	Work on lien investigation memo.	0.60
01/09/20	BM	105	Attend to issues regarding investigation of pre-petition liens.	0.80
01/09/20	MDL	105	Review comments, notes and loan documents.	0.70
		105	Prepare memo and e-mail to B. Mankovetskiy regarding Banner Bank loans.	1.10
		105	Review loan and security documents.	0.90
		105	Prepare memo regarding loan documents.	0.40
01/10/20	REB	105	Draft stipulation re: committee lien and additional objection timeline.	2.80
01/12/20	MDL	105	Review loan and security documents in connection with investigation of prepetition liens and work on memo regarding same.	0.90
01/13/20	MDL	105	Exchange emails with B. Mankovetskiy.	0.10

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		105	Review loan agreements, security agreements and each UCC filing; review and analyze Lapis, UMB and Washington Authority documents.	3.10
		105	Prepare memo and email to B. Mankovetskiy in connection with investigation of prepetition liens.	1.50
01/13/20	REB	105	Draft stipulation regarding Committee challenge period with respect to UMB/Lapis liens.	2.80
01/14/20	BM	105	Analysis of issues regarding potential challenge to bond trustee's liens.	2.20
01/14/20	MDL	105	Review documents and revise memo regarding lien investigation.	0.40
		105	Review and analyze loan and security documents and email to B. Mankovetskiy regarding same.	0.60
		105	Exchange emails with B. Mankovetskiy regarding document review.	0.10
01/14/20	REB	105	Draft committee challenge deadline stipulation.	0.70
		105	Review Lapis August 2017 loan agreement and November 2017 bond issuance and related documents.	3.30
01/15/20	BM	105	Attend to issues regarding investigation of pre-petition liens.	1.40
01/15/20	BSC	105	Research and review case law regarding UCC financing statement requirements in connection with potential claim objection.	4.30
01/15/20	MDL	105	Review Astria-Lapis credit documents revise memo.	1.70

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		105	Review memo and loan documents, exchange emails with B. Mankovetskiy and B. Coven, begin review of case.	0.30
01/15/20	REB	105	Review UMB/Lapis loan documents and cases re: UCC issues in connection therewith.	3.80
01/16/20	AHS	105	Address issues re: possible lien avoidance and sale schedule.	0.70
01/16/20	BM	105	Attend to proposed stipulation regarding Committee's challenge rights.	1.10
01/16/20	BSC	105	Research statutes, case law and commentary regarding effectiveness of UCC-3 assignments in relation to possible claim objection.	5.70
01/16/20	MDL	105	Review and compile UCC filings,	1.30
		105	Prepare memo regarding Lapis loan.	0.40
		105	Internal conference and exchange emails with B. Mankovetskiy regarding Lapis loan.	0.20
		105	Review Astria loan and security documents and UCC filings relating to Lapis 2019 loan.	1.00
01/16/20	REB	105	Revise committee Lapis/UMB challenge stipulation.	1.80
01/17/20	BM	105	Attend to issues regarding investigation of potential challenges to pre-petition liens.	1.10
01/17/20	BSC	105	Review UCC Article 9 provisions and commentary regarding validity of UCC-3 assignments in connection with refinancing for purpose of evaluating possible claim objection.	4.80
01/17/20	MDL	105	Revise and complete review of UCC finance statement filings, email to B. Mankovetskiy	0.70

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01/18/20	BSC	105	Research and evaluate UCC-3 assignment issue in relation to possible claim objection.	2.90
01/19/20	BM	105	Call with Lapis' counsel regarding issues relating to investigation of pre-petition liens.	0.70
01/19/20	MDL	105	Review and analyze Lapis loan documents, Oak Rock and other cases and treatises.	1.10
		105	Prepare memo regarding Lapis loan documents.	0.60
01/20/20	BM	105	Analysis regarding potential challenges to pre-petition liens.	1.90
01/20/20	BSC	105	Review amended and restated security agreement and UCC Article 9 research in connection with potential claim objection.	2.80
01/20/20	MDL	105	Review memo and loan documents and review case; internal conference and email exchanges with B. Coven regarding same.	0.70
		105	Internal conference with B. Mankovetskiy and review agreements and other documents.	0.20
01/21/20	BM	105	Attend to issues regarding vacating deadline for counterparties to file cure objections.	0.60
		105	Attend to proposed stipulation regarding Committee's challenge rights.	0.80
01/22/20	BM	105	Attend to revisions of proposed stipulation regarding Committee challenge rights.	0.70
		105	Call with UMB and Lapis counsel regarding lien investigation.	0.70
01/22/20	MDL	105	Internal conference with B. Mankovetskiy and review loan documents.	0.20

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		105	Review loan and security documents in connection with investigation of prepetition liens.	1.30
		105	Prepare memo regarding prepetition liens.	0.80
01/23/20	MDL	105	Review loan and security documents in connection with investigation of prepetition liens.	1.20
		105	Prepare memo regarding lien investigation and email to B. Mankovetskiy.	0.70
01/24/20	BM	105	Attend to potential resolution of challenge issues with respect to pre-petition liens.	1.30
		105	Analysis regarding U.S.'s objection to potential assumption and assignment of provider agreement.	0.60
01/24/20	MDL	105	Exchange several emails with B. Mankovetskiy; review memo; review cases and loan documents.	0.40
		105	Internal conference with B. Mankovetskiy regarding lien investigation.	0.10
01/25/20	MDL	105	Review loan documents and notes; revise memo.	0.80
01/26/20	BM	105	Analysis regarding investigation of pre-petition liens.	0.70
01/26/20	MDL	105	Review loan and security documents.	1.00
		105	Complete memo regarding MidCap and Banner and email to B. Mankovetskiy.	0.90
01/27/20	BM	105	Attend to stipulation resolving and preserving challenge issues with respect to pre-petition liens.	0.80
01/28/20	BM	105	Attend to issues regarding stipulation regarding Committee's challenge rights.	0.80
01/28/20	MDL	105	Review memo and correspondence and internal conference with B. Mankovetskiy.	0.20

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01/28/20	REB	105	Draft memo re: lien challenge and UCC 3 amendment.	5.20	
01/29/20	BM	105	Attend to memorandum to Committee regarding lien investigation.	0.80	
01/29/20	REB	105	Draft memo re: lien challenge and UCC 3 amendment.	2.10	
TASK TOTAL 105				90.70	59,564.00

107 - FEE/EMPLOYMENT APPLICATIONS

01/02/20	GAK	107	Work on October Fee Application.	1.60	
01/03/20	GAK	107	Email local counsel regarding fee application; email U.S. Trustee regarding same.	0.20	
01/10/20	GAK	107	Draft November Fee Application and Notice of Fee Application.	1.40	
01/15/20	GAK	107	Various communications with local counsel and billing team and email U.S. Trustee regarding November fee application.	0.20	
01/21/20	GAK	107	Work on second interim fee application.	3.10	
01/22/20	GAK	107	Draft exhibits for interim fee application.	3.40	
01/23/20	GAK	107	Work on second interim fee application	0.80	
01/24/20	GAK	107	Work on second interim fee application.	1.60	
01/27/20	AHS	107	Review and revise 2nd interim fee application and circulate to committee for review and consideration.	0.50	
		107	Review and revise 2nd interim fee application and send to the Committee for review and approval.	0.80	
01/27/20	GAK	107	Work on second interim fee application.	4.30	

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01/28/20	GAK	107	Finalize second interim fee application for filing.	0.20	
TASK TOTAL 107				18.10	10,312.50
109 - FINANCING.					
01/09/20	BM	109	Attend to issues regarding Debtors' proposed revised budget.	0.70	
01/16/20	BM	109	Attend to issues regarding final DIP financing hearing.	0.60	
01/17/20	AHS	109	Further research re: lien perfection issues.	0.90	
		109	Emails with counsel re: call re: perfection and review of draft stipulation.	0.40	
01/17/20	BM	109	Attend to issues regarding final DIP financing order and proposed extended budget.	1.10	
01/19/20	BM	109	Analysis of issues regarding Debtors' proposed roll-forward DIP budget.	0.60	
01/20/20	BM	109	Attend to issues regarding proposed final DIP financing order.	0.60	
01/22/20	AHS	109	Calls and emails with counsel for UMB/Lapis re: challenge period and stipulation to address potential challenges.	0.60	
		109	Review and circulate revised draft of challenge stipulation and send same to BRG for review and comment.	0.40	
01/23/20	AHS	109	Further review of lien challenge stipulation and email to Committee re: same.	0.80	
		109	Emails with counsel for UMB re: stipulation and emails with BRG and counsel for Debtors re: amount of claim for lien challenge stipulation.	0.40	

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01/27/20	AHS	109	Calls and emails with counsel for Lapis and UMB re: challenge stipulation, emails to counsel for Debtors re: same and circulate execution copy of stipulation.	0.60	
01/28/20	AHS	109	Review of draft motion to approve challenge stipulation motion and calls and emails re: finalizing and filing challenge stipulation.	0.60	
01/29/20	AHS	109	Review of final memo re: lien investigation and email to Committee re: lien issues and final form of stipulation.	0.50	
01/29/20	BM	109	Attend to issues regarding further interim DIP financing order and budget.	1.20	
01/30/20	AHS	109	Prepare for and attend hearing re: challenge stipulation.	0.40	
		109	Follow up calls re: budget issues and DIP financing issues.	0.50	
01/30/20	BM	109	Attend to issues regarding DIP financing order and budget issues.	1.10	
01/31/20	AHS	109	Calls and emails with counsel for Debtors and BRG re: budget for upcoming DIP hearing and open issues with Lapis.	0.60	
TASK TOTAL 109				12.60	9,952.50
113 - PLAN AND DISCLOSURE STATEMENT					
01/31/20	BM	113	Analysis regarding Debtors' motion to extend exclusivity.	0.30	
TASK TOTAL 113				0.30	225.00

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TOTAL FEES	179.40	\$122,770.00
TOTAL FEES at Blended Rate of \$495	179.40	\$88,803.00

TASK CODE SUMMARY

101	Asset Analysis and Recovery	1.80	1,350.00
102	Asset Disposition	51.00	37,703.50
103	Business Operations	2.30	1,725.00
104	Case Administration	2.60	1,937.50
105	Claims Administration and Objections	90.70	59,564.00
107	Fee/Employment Applications	18.10	10,312.50
109	Financing	12.60	9,952.50
113	Plan and Disclosure Statement	0.30	225.00
TOTAL FEES		179.40	\$122,770.00
TOTAL FEES at Blended Rate of \$495		179.40	\$88,803.00

FEE RECAP

AHS	Andrew H. Sherman	Member	\$825.00	26.70	22,027.50
BM	Boris Mankovetskiy	Member	\$750.00	51.90	38,925.00
BSC	Brian S. Coven	Member	\$750.00	20.50	15,375.00
REB	Rachel E. Brennan	Associate	\$595.00	35.00	20,825.00
MDL	Marc D. Leve	Of Counsel	\$575.00	28.10	16,157.50
GAK	Gregory A. Kopacz	Associate	\$550.00	17.20	9,460.00

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TOTAL FEES	179.40	\$122,770.00
TOTAL FEES at Blended Rate of \$495	179.40	\$88,803.00

DISBURSEMENT DETAIL

E105

11/22/19	E105	Telephone	6.37
11/24/19	E105	Telephone	2.71
12/12/19	E105	Telephone	12.54
12/12/19	E105	Telephone	13.62

E107

01/04/20	E107	Lexis	7.61
01/04/20	E107	Lexis	68.31
01/04/20	E107	Lexis	128.06

TOTAL DISBURSEMENTS	\$239.22
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DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	4.00	35.24
E107	Lexis	3.00	203.98
TOTAL DISBURSEMENTS			\$239.22

TOTAL THIS INVOICE	\$89,042.22*
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*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$122,770.00)** and fees at **Blended Rate of \$495 (\$88,803.00)** apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS
102 - ASSET DISPOSITION				
02/01/20	BM	102	Call with Debtors' professionals regarding disposition of Yakima clinics.	0.70
02/03/20	BM	102	Attend to issues regarding proposed revised sale milestones.	0.40
		102	Attend to issues regarding sale/refinancing process.	1.40
02/03/20	GAK	102	Draft email to Committee regarding sale timeline and related issues.	0.80
02/12/20	BM	102	Attend to issues regarding disposition of remaining Yakima assets.	0.70
02/13/20	BM	102	Attend to issues regarding disposition of Yakima clinics.	0.70
02/14/20	AHS	102	Call with Committee member re: asset sales.	0.30
02/18/20	AHS	102	Review of email re: real estate broker and call to Debtors' counsel re: same.	0.40
02/18/20	BM	102	Attend to issues regarding sale/refinancing process.	0.60

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		102	Attend to issues regarding Debtors' proposed retention of real estate brokers.	0.50	
02/18/20	GAK	102	Review Broker materials from the Debtors' CRO	0.40	
02/19/20	GAK	102	Draft memo to Committee regarding sale process and the Debtors' proposed retention of marketers.	1.80	
02/24/20	BM	102	Attend to issues regarding sale/refinancing process.	0.60	
02/27/20	AHS	102	Review of emails and follow up on sale/refi issues in preparation for upcoming Committee meeting.	0.40	
02/28/20	AHS	102	Call with M. Lane to follow up on sale refinancing issues.	0.40	
02/28/20	BM	102	Attend to issues regarding refinancing/sale process.	1.20	
TASK TOTAL 102				11.30	7,987.50

103 - BUSINESS OPERATIONS

02/01/20	BM	103	Analysis of Debtors' models and projections regarding Yakima clinics.	0.40	
02/24/20	BM	103	Analysis regarding Debtors' financial reporting.	0.60	
TASK TOTAL 103				1.00	750.00

104 - CASE ADMINISTRATION

02/04/20	GAK	104	Update case calendar.	0.10	
02/19/20	AHS	104	Call with Debtors' counsel re: status.	0.30	
02/25/20	BM	104	Call with BRG regarding pending matters.	0.50	

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02/28/20	AHS	104	Call with BRG prior to Committee meeting.	0.20	
		104	Prepare for and attend Committee meeting and follow up with member after meeting.	0.70	
02/28/20	BM	104	Attend Committee telephonic meeting.	0.50	
TASK TOTAL 104				2.30	1,795.00

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

02/03/20	BM	105	Analysis of issues regarding WARN claims.	1.20	
02/12/20	AHS	105	Email re: WARN issues.	0.40	
02/12/20	BM	105	Analysis of issues regarding WARN adversary proceeding.	1.40	
02/13/20	BM	105	Call with UST regarding WARN claims issues.	0.30	
TASK TOTAL 105				3.30	2,505.00

107 - FEE/EMPLOYMENT APPLICATIONS

02/23/20	GAK	107	Work on December fee application.	0.70	
02/24/20	GAK	107	Work on December fee application.	0.50	
		107	Communications with billing department regarding fee application issues.	0.50	
02/25/20	GAK	107	Finalize December fee application for filing.	0.20	
TASK TOTAL 107				1.90	1,045.00

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109 - FINANCING

02/01/20	BM	109	Attend to issues regarding further interim DIP financing order and budget.	1.10	
02/03/20	BM	109	Attend to proposed interim replacement DIP financing order and budget.	0.80	
		109	Call with Lapis' counsel regarding DIP financing issues.	0.60	
02/04/20	AHS	109	Address issues re: interim DIP financing order, budget and hearing for February 5th.	0.40	
02/04/20	BM	109	Attend to further interim cash collateral order and budget.	0.70	
02/05/20	AHS	109	Attend telephonic hearing re: DIP financing.	0.40	
02/05/20	BM	109	Attend to revisions of proposed second interim DIP financing order.	0.60	
02/24/20	BM	109	Attend to issues regarding final DIP financing order.	0.70	
TASK TOTAL 109				5.30	4,035.00
TOTAL FEES				25.10	\$18,117.50
TOTAL FEES at Blended Rate of \$495				25.10	\$12,424.50

TASK CODE SUMMARY

102	Asset Disposition	11.30	7,987.50
103	Business Operations	1.00	750.00
104	Case Administration	2.30	1,795.00
105	Claims Administration and Objections	3.30	2,505.00

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107	Fee/Employment Applications	1.90	1,045.00
109	Financing	5.30	4,035.00

TOTAL FEES	25.10	\$18,117.50
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TOTAL FEES at Blended Rate of \$495	25.10	\$12,424.50
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FEE RECAP

AHS	Andrew H. Sherman	Member	\$825.00	3.90	3,217.50
BM	Boris Mankovetskiy	Member	\$750.00	16.20	12,150.00
GAK	Gregory A. Kopacz	Associate	\$550.00	5.00	2,750.00

TOTAL FEES	25.10	\$18,117.50
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TOTAL FEES at Blended Rate of \$495	25.10	\$12,424.50
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TOTAL THIS INVOICE		\$12,424.50*
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*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$18,117.50)** and fees at **Blended Rate** of \$495 (**\$12,424.50**) apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS
102 - ASSET DISPOSITION				
03/05/20	BM	102	Attend to issues regarding status of sale/refinancing process and alternative case exit strategies.	1.20
03/18/20	BM	102	Attend to issues regarding disposition of remaining Yakima assets.	0.60
03/24/20	BM	102	Attend to filed objections to rejection motions.	0.60
		102	Attend to issues regarding disposition of remaining Yakima assets.	0.70
03/24/20	GAK	102	Review stipulation between Debtors and Lapis regarding real estate broker.	0.20
03/26/20	AHS	102	Emails with creditor re: sale process and assumption/assignment deadlines.	0.30
		102	Review of Yakima lease proposal and follow up re: same with counsel for Debtors and BRG.	0.70
03/26/20	BM	102	Analysis regarding Debtors' lease proposal to State of Washington regarding lease of Yakima facility.	0.90
03/27/20	AHS	102	Calls and follow up on Yakima lease issues.	0.30

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03/29/20	AHS	102	Email to Committee re: Yakima lease issues and follow up emails re: same	0.50	
03/29/20	BM	102	Attend to issues regarding interim lease with DOH for Yakima facility and motion to approve same.	2.20	
03/30/20	AHS	102	Review of lease addendum and emails re; same	0.40	
		102	Emails with counsel to creditor and counsel to Debtors re: assumption/assignment and cure deadlines and withdrawal of same	0.30	
03/30/20	BM	102	Attend to issues regarding lease of Yakima facility to DOH.	0.90	
03/30/20	GAK	102	Review Debtors' Emergency Motion to Lease medical center to the State of Washington in response to the COVID-19 Pandemic.	0.30	
03/31/20	AHS	102	Attend telephonic hearing re: lease of Yakima facility	0.80	
		102	Review of Yakima lease pleadings in advance of hearing	0.30	
		102	Email follow up re: assumption/assignment issues	0.20	
03/31/20	BM	102	Appear at hearing on motion to approve interim lease for Yakima facility with DOH.	0.70	
03/31/20	GAK	102	Review notice regarding emergency hearing on leasing of Astria facility in connection with COVID-19 response and email A. Sherman and B. Mankovetskiy regarding same.	0.30	
TASK TOTAL 102				12.40	9,425.00

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103 - BUSINESS OPERATIONS

03/02/20	BM	103	Analysis regarding Lapis' requests to Debtors for governance changes and related issues.	0.70	
		103	Analysis regarding proposed modifications of CRO employment agreement.	0.60	
03/11/20	BM	103	Analysis regarding Debtors' financial condition and cash flow projections.	0.80	
03/18/20	BM	103	Analysis regarding Debtors' cash flow projections.	0.70	
03/20/20	BM	103	Attend to issues regarding Debtors' cash flow projections and valuation issues.	0.80	
03/31/20	BM	103	Attend to issues regarding Debtors' financial projections and impact of COVID-19 on plan issues.	1.10	
TASK TOTAL 103				4.70	3,525.00

104 - CASE ADMINISTRATION

03/09/20	AHS	104	Call with US Trustee re: administrative expenses and follow up re: same.	0.30	
03/11/20	BM	104	Attend to issues regarding corporate governance changes and strategic alternatives.	0.90	
		104	Call with BRG regarding pending matters.	0.60	
03/12/20	BM	104	Attend to issues regarding records preservation issues at Yakima.	0.60	
03/13/20	BM	104	Attend telephonic Committee meeting.	0.70	
03/13/20	GAK	104	Review notice regarding upcoming hearing re: COVID-19.	0.10	

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03/16/20	AHS	104	Review of filed status report and emails re: same with Committee members.	0.40
03/16/20	BM	104	Analysis of Debtors' filed status report.	0.40
03/16/20	GAK	104	Update case calendar.	0.10
		104	Review debtors' status update for upcoming hearing.	0.20
03/18/20	AHS	104	Emails with Debtors and Debtors' counsel re: outstanding administrative claims and attend status conference with Court.	0.60
03/18/20	BM	104	Appear at telephonic omnibus hearing.	0.90
03/18/20	REB	104	Review and summarize pleadings in adversary proceeding filed by WSNA.	3.80
03/19/20	AHS	104	Email to Committee re: WARN act adversary proceeding.	0.30
03/23/20	BM	104	Respond to creditors inquiries regarding status of the case.	0.40
03/24/20	BM	104	Attend to issues regarding corporate governance.	0.60
03/28/20	AHS	104	Call with counsel for Debtors and CRO re: cash collateral, financial update and Cerner issues.	0.60
03/28/20	BM	104	Call with Debtors' professionals regarding pending matters.	0.60
03/29/20	BM	104	Prepare a status update for the Committee.	0.40
03/31/20	AHS	104	Review of BRG report, emails re: same and send to Committee for review along with status update	0.50
03/31/20	GAK	104	Review notice regarding cancelation of various deadlines relating to the sale process and update case calendar.	0.30

TASK TOTAL 104

13.30

9,448.50

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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

03/17/20	BM	105	Analysis regarding omnibus reply to objections to motion to reject Yakima contracts.	0.60	
03/22/20	AHS	105	Email with Committee member re: WARN issues.	0.30	
TASK TOTAL 105				0.90	697.50

107 - FEE/EMPLOYMENT APPLICATIONS

03/11/20	GAK	107	Communications with A. Sherman regarding December fee application.	0.20	
03/16/20	GAK	107	Draft Notice of January fee application.	0.70	
		107	Draft January fee application.	1.90	
03/30/20	GAK	107	Work on February fee application.	1.80	
TASK TOTAL 107				4.60	2,530.00

108 - FEE/EMPLOYMENT OBJECTIONS

03/24/20	GAK	108	Review OCP declaration.	0.30	
		108	Draft email to B. Mankovetskiy regarding OCP declaration.	0.30	
03/28/20	GAK	108	Review Debtors' application to retain real estate broker.	0.30	
TASK TOTAL 108				0.90	495.00

109 - FINANCING

03/06/20	BM	109	Attend to issues regarding final DIP financing hearing.	0.60	
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03/09/20	GAK	109	Review Debtors' notice regarding DIP financing.	0.10	
03/18/20	AHS	109	Review of draft financing order as circulated.	0.30	
03/18/20	BM	109	Attend to proposed third interim DIP financing order and budget.	1.20	
03/19/20	BM	109	Attend to potential resolution of Committee's objection to final cash collateral order.	1.60	
03/19/20	GAK	109	Review third interim DIP Order	0.40	
TASK TOTAL 109				4.20	3,072.50

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

03/11/20	BM	110	Analysis regarding WSNA adversary proceeding.	0.80	
03/19/20	BM	110	Analysis of issues regarding WSNA adversary proceeding.	1.20	
TASK TOTAL 110				2.00	1,500.00

113 - PLAN AND DISCLOSURE STATEMENT

03/06/20	BM	113	Analysis of issues regarding potential internal restructuring.	1.10	
03/08/20	AHS	113	Call with counsel for Debtors re: update and call with BRG re: financing and plan issues.	0.70	
03/09/20	BM	113	Attend to issues regarding potential plan of reorganization in light of the state of refinancing/sale process outcomes.	1.10	
03/10/20	BM	113	Analysis of issues regarding potential restricting support agreement with Lapis.	1.10	

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03/11/20	AHS	113	Initial review of draft RSA and plan term sheet.	0.40
		113	Call from counsel to Debtors re: plan and Lapis issues.	0.20
		113	Call with BRG re: plan issues and status.	0.40
03/11/20	BM	113	Analysis regarding proposed Lapis plan term sheet.	1.40
03/12/20	AHS	113	Email to Committee re: plan and RSA issues.	0.20
		113	Review of RSA and plan term sheet and calls and emails to counsel for Lapis re: same.	0.40
03/12/20	BM	113	Attend to issues regarding proposed RSA and plan term sheet.	1.70
03/13/20	AHS	113	Call with counsel for Lapis re: draft RSA and plan term sheet.	0.40
		113	Committee meeting re: plan issues and proposed RSA/term sheet.	0.50
03/13/20	BM	113	Analysis of issues regarding proposed RSA, plan term sheet and alternative plan structures.	1.60
03/16/20	AHS	113	Call with BRG re: status update and plan term sheet issues.	0.40
		113	Analysis re: plan term sheet and possible response.	0.30
03/16/20	BM	113	Attend to issues regarding plan of reorganization.	1.30
		113	Call with BRG regarding plan issues.	0.50
03/17/20	BM	113	Attend to proposed RSA and plan issues.	1.10
03/18/20	BM	113	Attend to issues regarding alternatives to proposed Lapis plan structure.	1.10

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03/24/20	BM	113	Attend to issues regarding plan of liquidation.	1.20	
03/25/20	BM	113	Attend to issues regarding proposed RSA and plan term sheet.	1.20	
TASK TOTAL 113				18.30	14,017.50
TOTAL FEES				61.30	\$44,711.00
TOTAL FEES at Blended Rate of \$495				61.30	\$30,343.50

TASK CODE SUMMARY

102	Asset Disposition	12.40	9,425.00
103	Business Operations	4.70	3,525.00
104	Case Administration	13.30	9,448.50
105	Claims Administration and Objections	0.90	697.50
107	Fee/Employment Applications	4.60	2,530.00
108	Fee/Employment Objections	0.90	495.00
109	Financing	4.20	3,072.50
110	Litigation (Other than Avoidance Action Litigation)	2.00	1,500.00
113	Plan and Disclosure Statement	18.30	14,017.50
TOTAL FEES		61.30	\$44,711.00
TOTAL FEES at Blended Rate of \$495		61.30	\$30,343.50

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FEE RECAP

AHS	Andrew H. Sherman	Member	\$825.00	11.00	9,075.00
BM	Boris Mankovetskiy	Member	\$750.00	39.00	29,250.00
REB	Rachel E. Brennan	Associate	\$595.00	3.80	2,261.00
GAK	Gregory A. Kopacz	Associate	\$550.00	7.50	4,125.00

TOTAL FEES

61.30 \$44,711.00

TOTAL FEES at Blended Rate of \$495

61.30 \$30,343.50

DISBURSEMENT DETAIL

E105

02/28/20	E105	Telephone	8.33
03/08/20	E105	Telephone	0.67
03/11/20	E105	Telephone	1.84

TOTAL DISBURSEMENTS

\$10.84

DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	3.00	10.84

TOTAL DISBURSEMENTS

\$10.84

TOTAL THIS INVOICE

\$30,354.34*

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$44,711.00)** and fees at **Blended Rate of \$495 (\$30,343.50)** apply.

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Date 05/14/20
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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

HOURS

101 - ASSET ANALYSIS AND RECOVERY

04/24/20	BM	101	Attend to proposed stipulation granting Committee standing to pursue certain causes of action on behalf of estates.	0.60	
TASK TOTAL 101				0.60	450.00

102 - ASSET DISPOSITION

04/01/20	BM	102	Analysis regarding proposed final lease agreement between Yakima and DOH.	1.10	
		102	Analysis regarding proposed form of order approving interim Yakima lease with DOH.	0.30	
04/02/20	BM	102	Attend to issues regarding Yakima lease with DOH.	0.60	
04/03/20	GAK	102	Review order regarding lease of Astria Medical Center.	0.10	
04/07/20	AHS	102	Emails with Committee member re: Yakima lease issues.	0.30	

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04/24/20	BM	102	Attend to issues regarding cancelation of bidding procedures.	0.40	
04/26/20	GAK	102	Review notification regarding cancelation of bid procedures deadlines.	0.10	
04/28/20	AHS	102	Review of information re: potential real estate sales.	0.40	
04/28/20	BM	102	Attend to issues regarding Debtors' proposed private sale of certain real property.	0.90	
TASK TOTAL 102				4.20	3,162.50

104 - CASE ADMINISTRATION

04/02/20	GAK	104	Review notice regarding April 15 hearing.	0.10	
04/10/20	GAK	104	Update case calendar.	0.10	
04/13/20	BM	104	Analysis regarding Debtors' proposed status report.	0.70	
04/15/20	GAK	104	Review Debtors' status report.	0.30	
04/16/20	BM	104	Prepare a status update for Committee.	0.60	
04/26/20	GAK	104	Update case calendar.	0.10	
04/27/20	GAK	104	Update case calendar.	0.10	
04/28/20	BM	104	Attend to update report to Committee.	0.40	
04/29/20	BM	104	Call with Debtors' counsel regarding pending matters.	0.80	
		104	Call with BRG regarding pending matters.	0.60	
04/30/20	REB	104	Summarize recent pleadings in adversary proceeding re: nurses association complaint.	0.70	
TASK TOTAL 104				4.50	3,126.50

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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

04/14/20	BM	105	Analysis regarding Yakima Heart Center's administrative claim motion.	0.40	
04/24/20	BM	105	Attend to pending motions seeking allowance of administrative expense claims.	0.70	
04/24/20	GAK	105	Review motions seeking payment of administrative expense claims.	0.20	
04/26/20	GAK	105	Review notices regarding administrative expense claim motions.	0.20	
TASK TOTAL 105				1.50	1,045.00

107 - FEE/EMPLOYMENT APPLICATIONS

04/06/20	GAK	107	Begin working on third interim fee application.	3.80	
TASK TOTAL 107				3.80	2,090.00

109 - FINANCING

04/07/20	GAK	109	Review DIP order.	0.40	
04/10/20	BM	109	Attend to issues regarding final DIP financing hearing.	0.60	
04/13/20	BM	109	Attend to DIP financing and cash flow forecast issues.	1.20	
04/14/20	AHS	109	Review of final DIP financing order, call with counsel for Lapis and emails re: counsel for Debtors re: same.	0.70	
		109	Emails with BRG re: final cash collateral order and budget.	0.20	

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04/14/20	BM	109	Analysis regarding Debtors cash flow forecast model.	0.80	
		109	Analysis and revisions of proposed form of final DIP financing order.	1.30	
04/15/20	AHS	109	Prepare for and attend telephonic hearing re: replacement DIP financing and status conference.	0.50	
04/16/20	GAK	109	Review final DIP order.	0.50	
TASK TOTAL 109				6.20	4,575.00

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

04/16/20	BM	110	Analysis of issues regarding WSNA litigation.	0.80	
		110	Call with Debtors' counsel regarding WSNA litigation.	0.60	
TASK TOTAL 110				1.40	1,050.00

111 - AVOIDANCE ACTION LITIGATION

04/30/20	BM	111	Attend to issues regarding WSNA adversary proceeding.	1.20	
TASK TOTAL 111				1.20	900.00

113 - PLAN AND DISCLOSURE STATEMENT

04/07/20	BM	113	Analysis regarding valuation issues in connection with plan of reorganization.	1.10	
04/09/20	BM	113	Attend to issues regarding potential structure of a plan of liquidation.	0.90	

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04/10/20	BM	113	Analysis regarding Debtors' appraisals of property.	0.80	
04/13/20	BM	113	Attend to issues regarding plan of reorganization.	0.90	
04/15/20	BM	113	Attend to issues regarding final DIP financing order.	1.20	
04/29/20	AHS	113	Attend call with Debtors counsel re: plan, sales, financing and follow up re: same.	1.10	
		113	Attend call with BRG re: plan and sale issues.	0.60	
04/29/20	BM	113	Attend to issues regarding plan of reorganization.	1.20	
TASK TOTAL 113				7.80	5,977.50
TOTAL FEES				31.20	\$22,376.50
TOTAL FEES at Blended Rate of \$495				31.20	\$15,444.00

TASK CODE SUMMARY

101	Asset Analysis and Recovery	0.60	450.00
102	Asset Disposition	4.20	3,162.50
104	Case Administration	4.50	3,126.50
105	Claims Administration and Objections	1.50	1,045.00
107	Fee/Employment Applications	3.80	2,090.00
109	Financing	6.20	4,575.00
110	Litigation (Other than Avoidance Action Litigation)	1.40	1,050.00
111	Avoidance Action Litigation	1.20	900.00

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113	Plan and Disclosure Statement	7.80	5,977.50
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TOTAL FEES	31.20	\$22,376.50
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TOTAL FEES at Blended Rate of \$495	31.20	\$15,444.00
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FEE RECAP

AHS	Andrew H. Sherman	Member	\$825.00	3.80	3,135.00
BM	Boris Mankovetskiy	Member	\$750.00	20.70	15,525.00
REB	Rachel E. Brennan	Associate	\$595.00	0.70	416.50
GAK	Gregory A. Kopacz	Associate	\$550.00	6.00	3,300.00

TOTAL FEES	31.20	\$22,376.50
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TOTAL FEES at Blended Rate of \$495	31.20	\$15,444.00
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TOTAL THIS INVOICE		\$15,444.00*
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*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Discounted Rates* (\$22,376.50) and fees at *Blended Rate* of \$495 (\$15,444.00) apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS
101 - ASSET ANALYSIS AND RECOVERY				
05/11/20	AHS	101	Emails re: claims against revenue cycle vendor.	0.40
05/11/20	BM	101	Analysis regarding investigation of potential causes of action against former revenue cycle manager.	1.10
05/12/20	BM	101	Attend to issues regarding investigation of potential causes of action against former revenue cycle vendor.	0.80
05/13/20	AHS	101	Call with counsel for Lapis re: revenue cycle claim issues.	0.30
05/13/20	BM	101	Attend to issues regarding obtaining Committee standing to pursue certain estate-based claims.	0.90
05/13/20	BSC	101	Review and analyze the former revenue cycle manager contracts regarding potential claims and assumption/rejection issues.	4.80
05/14/20	BSC	101	Contract review and research regarding potential claims and assumption/rejection issues.	5.70

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05/15/20	BM	101	Analysis regarding potential causes of action against former revenue cycle manager.	1.90
		101	Attend to issues regarding investigation of potential estate-based causes of action.	1.20
05/15/20	BSC	101	Document review and analysis regarding possible limitations on liability of former revenue cycle manager.	5.20
05/18/20	BM	101	Attend to issues regarding stipulation granting Committee standing to pursue certain claims.	0.70
		101	Analysis of issues in connection with investigation of certain estate-based claims.	1.10
05/18/20	BSC	101	Research and analysis of arbitrability issues relating to investigation of potential claims against former revenue cycle manager.	4.30
05/19/20	BSC	101	Research and evaluation of potential core claims against former revenue cycle manager.	4.60
05/20/20	BSC	101	Review and evaluate contract documents entered into with former revenue cycle manager and research rejection, assumption and claims issues in connection with same.	6.80
05/21/20	BM	101	Analysis regarding investigation of potential causes of action against former revenue cycle vendor.	1.40
05/21/20	BSC	101	Research factual background questions and potential claims theories in connection with investigation of potential causes of action against former revenue cycle manager.	6.20
05/22/20	AHS	101	Address issues re: possible claims against revenue cycle vendor.	0.40

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05/22/20	BSC	101	Research and analysis relating to potential causes of action against former revenue cycle manager.	2.20	
05/26/20	BSC	101	Legal research regarding potential claims against vendor.	4.80	
05/27/20	BSC	101	Research arbitration issues relating to potential claims against former vendor.	1.20	
05/28/20	BM	101	Analysis regarding investigation of potential claims against former revenue cycle vendor.	0.80	

TASK TOTAL 101				56.80	42,682.50
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102 - ASSET DISPOSITION

05/05/20	BM	102	Attend to issues regarding disposition of Yakima real estate.	0.90	
05/06/20	GAK	102	Review Debtors' motion to conduct private sale.	0.40	
05/07/20	BM	102	Attend to issues regarding disposition of remaining real estate assets.	0.80	
05/10/20	GAK	102	Review Debtors' motion to reject leases and contracts.	0.20	
05/18/20	GAK	102	Review motion to reject.	0.10	

TASK TOTAL 102				2.40	1,660.00
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103 - BUSINESS OPERATIONS

05/15/20	AHS	103	Review of BRG materials and call with prospective counsel re: revenue cycle claim issues.	0.70	
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TASK TOTAL 103				0.70	577.50
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104 - CASE ADMINISTRATION

05/01/20	AHS	104	Call with Committee member re: status.	0.20	
05/04/20	BM	104	Attend telephonic Committee meeting.	0.60	
05/07/20	BM	104	Call with BRG regarding pending matters.	0.40	
05/11/20	AHS	104	Email and call with G. Dyer re: administrative claims and plan issues.	0.20	
		104	Call with counsel for Lapis and UMB re: plan and financing issues.	0.50	
05/11/20	BM	104	Call with counsel to Lapis and UMB regarding pending matters.	0.60	
		104	Call with BRG regarding pending matters.	0.60	
05/12/20	BM	104	Call with Debtors' counsel regarding pending matters.	0.40	
05/13/20	BM	104	Call with Lapis' counsel regarding Committee standing issues.	0.40	
05/15/20	BM	104	Attend to Committee update report.	0.30	
05/18/20	GAK	104	Review Debtors' status report.	0.20	
05/19/20	AHS	104	Attend status conference with Court and follow up re: SBA lawsuit and guidance from Court.	0.90	
05/19/20	BM	104	Appear at omnibus hearing.	0.50	
05/21/20	GAK	104	Update case calendar.	0.20	
05/26/20	BM	104	Call with BRG regarding pending matters.	0.50	
05/26/20	GAK	104	Update case calendar.	0.10	
05/29/20	AHS	104	Call from counsel to nurses union re: status and plan issues.	0.20	
05/30/20	GAK	104	Update case calendar.	0.10	
TASK TOTAL 104				6.90	5,205.00

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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

05/03/20	GAK	105	Attention to administrative expense claim motion of SCG Capital; email team regarding same.	0.20	
05/14/20	GAK	105	Review motion to allow late filed proof of claim.	0.10	
05/22/20	BM	105	Analysis regarding reserved potential challenges to Lapis' liens.	1.10	
		105	Attend to stipulation with Cardinal Health regarding setoffs.	0.60	
05/23/20	GAK	105	Review Debtors stipulation with Cardinal regarding setoff.	0.10	
05/26/20	BM	105	Attend to objection to SCG's motion to allow administrative claim.	0.50	
		105	Analysis regarding reserved challenges to Lapis's liens and security interest.	0.90	
05/29/20	BM	105	Attend to motion to establish administrative claims bar date.	0.70	
TASK TOTAL 105				4.20	3,070.00

107 - FEE/EMPLOYMENT APPLICATIONS

05/06/20	GAK	107	Work on March fee application.	1.80	
05/07/20	GAK	107	March fee application.	0.40	
05/08/20	GAK	107	Drafting third interim fee application and preparing related exhibits.	5.30	
05/13/20	GAK	107	Communications with billing regarding fee application issues.	0.50	
05/14/20	GAK	107	Attention to fee application issues.	0.20	
05/20/20	GAK	107	Communications with local counsel regarding interim fee application issues.	0.20	

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05/21/20	GAK	107	Attention to fee application issues.	0.10	
05/23/20	GAK	107	Work on April fee application.	1.40	
05/25/20	GAK	107	Work on third interim fee application.	1.40	
		107	Communications with BRG regarding fee applications.	0.30	
		107	Review compensation procedures order.	0.20	
05/26/20	GAK	107	Attention to third interim fee application.	0.20	
05/27/20	GAK	107	Finalize interim fee application.	4.90	
05/28/20	AHS	107	Review, revise and circulate 3rd interim fee application.	0.80	
05/28/20	GAK	107	Incorporate comments of A. Sherman into final fee application.	0.30	
		107	Final review of interim fee application.	0.70	
TASK TOTAL 107				18.70	10,505.00

108 - FEE/EMPLOYMENT OBJECTIONS

05/06/20	REB	108	Research re: MBNF investigation.	3.20	
05/11/20	GAK	108	Review Debtors' counsel's fee application.	0.20	
05/16/20	GAK	108	Review PCO's fee applications.	0.20	
05/23/20	GAK	108	Review Debtors' April fee statement.	0.10	
TASK TOTAL 108				3.70	2,179.00

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

05/13/20	BM	110	Analysis regarding Debtors' complaint against SBA and motion for TRO.	1.20	
05/14/20	AHS	110	Review of draft SBA complaint.	0.30	
05/19/20	BM	110	Analysis regarding Yakima HMA's complaint against the Debtors.	0.60	

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05/26/20	BM	110	Attend to issues regarding WARN litigation.	0.70	
TASK TOTAL 110				2.80	2,122.50

113 - PLAN AND DISCLOSURE STATEMENT

05/04/20	AHS	113	Attend Committee call re: case status and plan issues.	0.60	
05/04/20	BM	113	Analysis regarding valuation issues in connection with plan of reorganization.	0.90	
05/05/20	BM	113	Analysis of issues regarding plan of reorganization.	0.80	
05/06/20	BM	113	Analysis regarding enterprise valuation issues for purposes of confirmation of a plan.	1.40	
05/08/20	BM	113	Analysis regarding enterprise valuation issues and distributable value in connection with plan of reorganization.	1.40	
05/11/20	AHS	113	Call with BRG re: plan and financing issues.	0.50	
05/12/20	AHS	113	Call with counsel for Debtors re: plan issues, claim issues and follow up with counsel for Lapis.	0.70	
05/20/20	BM	113	Analysis regarding Debtors' proposed stipulation regarding plan process.	0.40	
05/23/20	GAK	113	Attention to stipulation regarding deadline to file plan and disclosure statement.	0.10	
05/26/20	AHS	113	Review of BRG presentation re: preliminary valuation issues.	0.30	
		113	Follow up call with BRG re: preliminary valuation issues.	0.60	

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05/26/20	BM	113	Attend to issues regarding valuation of the Debtors in connection with plan process.	1.30	
05/29/20	BM	113	Attend to issues regarding preliminary waterfall analysis of potential recoveries.	0.60	
TASK TOTAL 113				9.60	7,382.50
TOTAL FEES				105.80	\$75,384.00
TOTAL FEES at Blended Rate of \$495				105.80	\$52,371.00

TASK CODE SUMMARY

101	Asset Analysis and Recovery	56.80	42,682.50
102	Asset Disposition	2.40	1,660.00
103	Business Operations	0.70	577.50
104	Case Administration	6.90	5,205.00
105	Claims Administration and Objections	4.20	3,070.00
107	Fee/Employment Applications	18.70	10,505.00
108	Fee/Employment Objections	3.70	2,179.00
110	Litigation (Other than Avoidance Action Litigation)	2.80	2,122.50
113	Plan and Disclosure Statement	9.60	7,382.50
TOTAL FEES		105.80	\$75,384.00
TOTAL FEES at Blended Rate of \$495		105.80	\$52,371.00

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FEE RECAP

AHS	Andrew H. Sherman	Member	\$825.00	7.60	6,270.00
BM	Boris Mankovetskiy	Member	\$750.00	29.00	21,750.00
BSC	Brian S. Coven	Member	\$750.00	45.80	34,350.00
REB	Rachel E. Brennan	Associate	\$595.00	3.20	1,904.00
GAK	Gregory A. Kopacz	Associate	\$550.00	20.20	11,110.00

TOTAL FEES	105.80	\$75,384.00
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TOTAL FEES at Blended Rate of \$495	105.80	\$52,371.00
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DISBURSEMENT DETAIL

E105

03/13/20	E105	Telephone	7.27
03/16/20	E105	Telephone	0.36

TOTAL DISBURSEMENTS	\$7.63
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DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	2.00	7.63

TOTAL DISBURSEMENTS	\$7.63
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TOTAL THIS INVOICE	\$52,378.63*
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*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$75,384.00)** and fees at **Blended Rate of \$495 (\$52,371.00)** apply.

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Inv# 1779005
Date 07/15/20
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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS
101 - ASSET ANALYSIS AND RECOVERY				
06/01/20	BM	101	Analysis regarding investigation of potential claims against former revenue cycle vendor.	0.80
06/02/20	BSC	101	Claims investigation pertaining to vendor.	3.60
06/03/20	BM	101	Attend to issues regarding stipulation with DIP lender regarding PPP funds.	0.80
06/05/20	AHS	101	Review of form of order re: PPP and emails re: same; review of recent opinion re: PPP issues.	0.70
06/05/20	BSC	101	Evaluate potential fraud claim against vendor.	3.10
06/08/20	BSC	101	Research Washington law relating to potential tort claims.	3.80
06/09/20	BM	101	Attend to issues regarding investigation of potential causes of action against former revenue cycle vendor.	1.10
06/10/20	BSC	101	Research law on interpretation and enforceability of consequential damage limitation.	2.40

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06/11/20	BSC	101	Legal research pertaining to exceptions applicable to vendor's contractual liability limitation.	2.20	
06/12/20	BM	101	Analysis regarding potential causes of action against former revenue cycle vendor.	0.80	
06/12/20	BSC	101	Research relating to possible state law fraud claim against debtor counterparty.	1.70	
06/16/20	BSC	101	Research potential common law deceptive practice claim against contract party.	1.40	
06/17/20	BSC	101	Research standing requirements for potential statutory claim by debtor.	0.80	
06/18/20	BSC	101	Research regarding dispute resolution provisions relating to potential claim against vendor.	1.10	
06/19/20	BSC	101	Research regarding claim subject to contractual limitation of liability clause.	0.70	
06/22/20	BSC	101	Legal research and analysis regarding possible consumer protection claim.	0.80	
TASK TOTAL 101				25.80	19,402.50

102 - ASSET DISPOSITION

06/01/20	BM	102	Attend to pending motions to reject contracts and leases.	0.70	
06/08/20	BM	102	Attend to proposed forms of orders granting motions to approve private sales of real estate assets.	0.70	
06/16/20	BM	102	Analysis regarding proposed private sale of medical office condominium.	1.10	
06/22/20	BM	102	Analysis regarding proposed private sale of ARMC real estate.	0.70	

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06/23/20	BM	102	Attend to issues regarding sale process and alternatives to exit chapter 11.	1.20	
TASK TOTAL 102				4.40	3,300.00

103 - BUSINESS OPERATIONS

06/22/20	BM	103	Analysis regarding Debtors' financial reporting.	0.60	
TASK TOTAL 103				0.60	450.00

104 - CASE ADMINISTRATION

06/02/20	BM	104	Prepare a status update for the Committee.	0.40	
06/02/20	GAK	104	Update case calendar.	0.10	
06/03/20	BM	104	Appear at omnibus hearing and hearing on preliminary injunction against SBA.	1.20	
		104	Call with Debtors' counsel regarding pending matters.	0.60	
06/05/20	GAK	104	Review motion to establish administrative expense bar date; update case calendar.	0.30	
06/10/20	BM	104	Call with Debtors' counsel regarding pending matters.	0.30	
06/11/20	AHS	104	Call from proposed counsel to PCO and call to Debtors' counsel re: same.	0.70	
06/11/20	GAK	104	Update case calendar.	0.20	
06/12/20	GAK	104	Review Debtors' motion to establish a bar date and draft email to the Committee Members summarizing same.	1.60	
06/16/20	BM	104	Attend to issues regarding extension of Debtors' deadline to file plan.	0.60	

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06/16/20	GAK	104	Review Debtors' status report.	0.20	
06/17/20	AHS	104	Attend telephonic hearing re: rejection motion, admin. claim, PCO and status conference.	2.20	
		104	Call with Debtors' counsel re: upcoming hearing.	0.20	
		104	Review of pleadings regarding hearing, including status report.	1.20	
06/17/20	BM	104	Attend to proposed stipulation extending plan filing deadline.	0.40	
06/17/20	GAK	104	Review stipulation regarding deadline to file Plan/Disclosure Statement.	0.20	
06/18/20	GAK	104	Review recent orders entered and update case calendar.	0.40	
06/19/20	GAK	104	Draft email to Committee regarding administrative expense bar date, including specific instructions for them to follow to properly file a claim and determine whether the bar date applies to them.	1.60	
06/26/20	GAK	104	Update case calendar.	0.20	
06/29/20	GAK	104	Update case calendar.	0.10	
06/30/20	GAK	104	Update case calendar.	0.10	
TASK TOTAL 104				12.80	8,922.50

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

06/01/20	BM	105	Attend to issues regarding proposed motion to set administrative claims bar date.	0.90	
06/02/20	AHS	105	Review of administrative bar date issues and emails with UST re: same.	0.40	

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06/02/20	BM	105	Attend to proposed form of order setting first interim administrative claims bar date.	0.60	
06/03/20	AHS	105	Call with Debtors' counsel to address bar date issues and review of email from UST re: same.	0.60	
06/04/20	BM	105	Attend to resolution of UST's comments to administrative claims bar date order.	0.70	
06/09/20	BM	105	Attend to Debtors' proposed motion to establish supplemental bar date.	0.80	
06/10/20	AHS	105	Call with counsel for Debtors re: revenue cycle vendor claims.	0.20	
06/10/20	BM	105	Attend to issues regarding resolution of comments to proposed form of order establishing supplemental bar date.	0.80	
06/12/20	BM	105	Attend to issues regarding WARN litigation.	0.40	
06/15/20	BM	105	Attend to pending motions for allowance of administrative expenses.	0.60	
06/19/20	AHS	105	Email to Committee re: administrative claim bar date and plan issues.	0.50	
TASK TOTAL 105				6.50	5,002.50

107 - FEE/EMPLOYMENT APPLICATIONS

06/01/20	GAK	107	Finalize April fee application.	0.90	
06/02/20	GAK	107	Communications with local counsel regarding fee application.	0.10	
06/17/20	GAK	107	Review correspondence from Debtors' advisors regarding fee application information.	0.10	
		107	Review associated fee applications and payment information.	0.50	

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		107	Draft response regarding fee application information.	0.70	
06/28/20	GAK	107	Work on May fee application materials.	2.20	
06/29/20	GAK	107	Finalize May application for filing.	0.20	

TASK TOTAL 107				4.70	2,585.00
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108 - FEE/EMPLOYMENT OBJECTIONS

06/14/20	GAK	108	Review retention applications of the PCO's proposed professionals.	0.20	
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TASK TOTAL 108				0.20	110.00
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110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

06/01/20	BM	110	Attend to Debtors' reply to SBA's opposition to motion for preliminary injunction.	0.80	
		110	Analysis regarding SBA's opposition to motion for preliminary injunction.	0.60	
06/02/20	BM	110	Analysis of issues in connection with Debtors' litigation with SBA regarding PPP application.	0.80	
06/03/20	AHS	110	Prepare for hearing re: rejection of contracts and preliminary injunction against SBA.	2.10	
			Attend hearing re: rejection of contracts and preliminary injunction against SBA and follow up with Debtors' counsel re: same.	1.20	
06/05/20	BM	110	Attend to proposed form of order granting preliminary injunction against SBA.	0.30	

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		110	Attend to proposed stipulation with Lapis and UMB regarding PPP funds.	0.40	
06/09/20	BM	110	Attend to revised proposed form of order granting preliminary injunction against SBA.	0.40	
06/19/20	BM	110	Attend to issues regarding PPP litigation.	0.60	
TASK TOTAL 110				7.20	5,647.50

113 - PLAN AND DISCLOSURE STATEMENT

06/12/20	BM	113	Attend to issues in connection with potential contested plan confirmation process.	1.60	
06/18/20	AHS	113	Call with BRG re: plan and valuation issues.	0.40	
06/30/20	AHS	113	Initial review of plan and send to Committee with general email outlines.	0.80	
06/30/20	BM	113	Analysis regarding Debtors draft plan of reorganization.	1.60	
06/30/20	LFH	113	Prepare draft correspondence to Committee regarding Debtors' draft plan of reorganization.	0.70	
		113	Confer with B. Mankovetskiy regarding Debtors' draft plan.	0.30	
		113	Review and analyze Debtors' draft plan of reorganization.	1.80	
		113	Prepare summary of key plan terms for Committee.	1.70	
		113	Analyze plan confirmation and objection issues.	0.90	
TASK TOTAL 113				9.80	6,765.00

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TOTAL FEES	72.00	\$52,185.00
TOTAL FEES at Blended Rate of \$495	72.00	\$35,640.00

TASK CODE SUMMARY

101	Asset Analysis and Recovery	25.80	19,402.50
102	Asset Disposition	4.40	3,300.00
103	Business Operations	0.60	450.00
104	Case Administration	12.80	8,922.50
105	Claims Administration and Objections	6.50	5,002.50
107	Fee/Employment Applications	4.70	2,585.00
108	Fee/Employment Objections	0.20	110.00
110	Litigation (Other than Avoidance Action Litigation)	7.20	5,647.50
113	Plan and Disclosure Statement	9.80	6,765.00
TOTAL FEES		72.00	\$52,185.00
TOTAL FEES at Blended Rate of \$495		72.00	\$35,640.00

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FEE RECAP

AHS	Andrew H. Sherman	Member	\$825.00	11.20	9,240.00
BM	Boris Mankovetskiy	Member	\$750.00	23.90	17,925.00
BSC	Brian S. Coven	Member	\$750.00	21.60	16,200.00
LFH	Lucas F. Hammonds	Of Counsel	\$625.00	5.40	3,375.00
GAK	Gregory A. Kopacz	Associate	\$550.00	9.90	5,445.00

TOTAL FEES	72.00	\$52,185.00
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TOTAL FEES at Blended Rate of \$495	72.00	\$35,640.00
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DISBURSEMENT DETAIL

E105

05/04/20	E105	Telephone	18.33
05/11/20	E105	Telephone	4.65
05/12/20	E105	Telephone	4.23

TOTAL DISBURSEMENTS	\$27.21
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DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	3.00	27.21

TOTAL DISBURSEMENTS	\$27.21
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TOTAL THIS INVOICE	\$35,667.21*
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*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$52,185.00)** and fees at **Blended Rate of \$495 (\$35,640.00)** apply.

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Inv# 1781267
Date 08/13/20
08650116.000001 - AHS

Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS		
101 - ASSET ANALYSIS AND RECOVERY						
07/01/20	BSC	101	Research regarding potential statutory claim against contract party.	3.10		
07/03/20	BSC	101	Research and evaluate potential deceptive practice claims against vendor.	2.80		
07/06/20	AHS	101	Email follow up on PPP monies.	0.20		
07/13/20	BSC	101	Review and evaluate potential claims against vendor.	3.70		
TASK TOTAL 101				9.80	7,365.00	
104 - CASE ADMINISTRATION						
07/06/20	GAK	104	Update case calendar.	0.20		
07/07/20	BM	104	Attend telephonic Committee meeting.	0.90		
07/14/20	GAK	104	Review notice from chambers regarding upcoming conference.	0.10		
07/17/20	BM	104	Analysis regarding Debtors' draft interim status report and the Committee's comments thereto.	0.70		
		104	Attend to revisions of draft status report.	0.60		

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07/17/20	LFH	104	Review draft status report.	0.40	
		104	Revise draft status report.	0.40	
07/21/20	AHS	104	Attend telephonic status conference.	0.90	
		104	Prepare for status conference (review of pleadings) and follow up emails with Debtors' counsel after conference.	0.60	
07/21/20	BM	104	Attend telephonic status conference with Court.	0.90	
07/25/20	BM	104	Call with Debtors' counsel regarding pending matters.	0.60	
07/26/20	GAK	104	Update case calendar.	0.10	
07/27/20	BM	104	Call with BRG regarding pending matters.	0.40	
		104	Attend telephonic committee meeting.	0.80	
07/27/20	LFH	104	Review monthly operating reports.	0.60	
TASK TOTAL 104				8.20	6,007.50

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

07/17/20	GAK	105	Review motions seeking allowance of administrative claims.	0.10	
07/21/20	GAK	105	Review and analyze numerous motions seeking payment of administrative expense claims.	0.70	
07/22/20	BM	105	Analysis regarding filed motions for allowance of administrative expense claims.	0.90	
07/22/20	GAK	105	Attention to numerous administrative expense claim motions.	0.80	
07/23/20	BM	105	Analysis regarding administrative and priority claims.	0.80	
TASK TOTAL 105				3.30	2,155.00

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107 - FEE/EMPLOYMENT APPLICATIONS

07/01/20	GAK	107	Attention to fee application order.	0.30	
07/15/20	GAK	107	Attention to fee application issues.	0.30	
07/16/20	GAK	107	Attention to fee application issues.	0.60	
TASK TOTAL 107				1.20	660.00

109 - FINANCING

07/29/20	BM	109	Attend to issues regarding extension of authorization to use cash collateral.	0.60	
07/30/20	GAK	109	Review Debtors' stipulation regarding use of cash collateral.	0.10	
		109	Review order approving stipulation.	0.10	
TASK TOTAL 109				0.80	560.00

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

07/28/20	LFH	110	Confer with A. Sherman and B. Mankovetskiy regarding plan discovery issues.	0.30	
		110	Review and analyze revised document requests to Debtors, Lapis, and UMB.	0.60	
		110	Revise document requests to Debtors, Lapis, and UMB.	0.90	
		110	Analyze Plan deposition and interrogatory issues.	0.40	
		110	Analyze plan discovery strategy issues.	0.60	
07/29/20	LFH	110	Analyze plan discovery issues.	0.70	
07/30/20	LFH	110	Analyze plan discovery issues.	0.60	

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07/31/20	LFH	110	Review Debtors' initial document production.	0.70	
TASK TOTAL 110				4.80	3,000.00

112 - MEETINGS OF CREDITORS

07/30/20	BM	112	Attend to Committee's objection to proposed disclosure statement and solicitation procedures.	0.80	
TASK TOTAL 112				0.80	600.00

113 - PLAN AND DISCLOSURE STATEMENT

07/01/20	AHS	113	Review and analysis of plan as circulated by counsel for Debtors.	2.60	
		113	Attend call with BRG re: plan issues.	0.50	
07/01/20	BM	113	Call with BRG regarding Debtors' proposed draft plan.	0.70	
		113	Attend to issues regarding Debtors' draft disclosure statement and motion to approve same.	1.80	
07/01/20	LFH	113	Confer with B. Mankovetskiy regarding plan issues.	0.30	
		113	Confer with A. Sherman regarding plan issues.	0.20	
		113	Call with A. Sherman, B. Mankovetskiy, Polsinelli, and BRG team regarding plan issues.	0.50	
		113	Review and analyze case background documents with respect to proposed plan.	0.70	
		113	Review and analyze draft plan.	1.60	

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	113	Review and analyze draft disclosure statement.	0.80	
	113	Analyze plan information request issues.	0.70	
	113	Prepare draft letter to debtors regarding plan issues and information requests.	0.40	
07/02/20	AHS	113	Review and analysis of plan and disclosure statement and impact on GUC.	2.70
	113	Review of 9th circuit case law re: issues raised in Debtors' plan.	0.80	
	113	Emails with Debtors' counsel re: plan issues.	0.20	
07/02/20	BM	113	Analysis of issues regarding Debtors' proposed draft plan and potential alternative structures.	1.60
	113	Analysis regarding initial document requests to the Debtors in connection with proposed draft plan and disclosure statement.	0.90	
07/02/20	LFH	113	Confer with A. Sherman regarding plan and confirmation issues.	0.30
	113	Prepare draft letter regarding plan issues and information requests.	2.90	
	113	Revise draft letter to debtors regarding plan and information request issues.	1.30	
	113	Confer with B. Mankovetskiy regarding letter to debtors regarding plan and information request issues.	0.20	
	113	Review and analyze draft disclosure statement.	0.90	
	113	Analyze plan structure issues.	1.20	
	113	Correspond with A. Sherman and B. Mankovetskiy regarding draft letter to debtors regarding plan issues.	0.20	

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		113	Review and analyze draft plan.	0.40
07/03/20	AHS	113	Revise letter to Debtors' counsel re: plan issues and send out.	0.80
		113	Call with Debtors' counsel re: plan issues.	0.50
		113	Analysis re: plan and disclosure statement.	1.40
		113	Review of 9th circuit case law re: confirmation issues raised by Debtors' plan.	1.10
		113	Email to Committee re: plan issues.	0.30
07/03/20	BM	113	Attend to letter to Debtors' in response to draft proposed plan and disclosure statement.	0.80
		113	Attend to issues regarding discovery to Debtors, UMB and Lapis in connection with plan confirmation process.	0.70
		113	Call with Debtors' counsel regarding plan issues.	0.40
07/03/20	LFH	113	Correspond with BRG team regarding revisions to draft letter to debtors regarding plan issues.	0.20
		113	Analyze plan opposition issues.	0.40
		113	Revise draft letter to debtors regarding plan and information request issues.	1.40
		113	Confer with A. Sherman and B. Mankovetskiy regarding plan and disclosure statement issues.	0.20
		113	Analyze plan and disclosure statement issues.	0.80
07/06/20	AHS	113	Review and analysis of 5 year model as forwarded and analysis of plan issues based on document.	1.10
07/06/20	BM	113	Analysis of issues regarding Debtors' financial projections.	0.70

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07/06/20	LFH	113	Review and analyze plan.	0.70
		113	Review and analyze disclosure statement.	0.80
		113	Review and analyze BRG financial analysis.	0.60
		113	Research and analyze valuation issues.	0.90
		113	Research and analyze confirmation issues.	1.10
07/07/20	AHS	113	Call with BRG re: plan and valuation issues.	0.50
		113	Committee meeting re: plan and valuation issues.	0.60
		113	Call with Committee member re: plan issues.	0.30
07/07/20	LFH	113	Prepare for call with BRG team regarding plan issues.	0.40
		113	Analyze DIP financing hearing transcript issues.	0.40
		113	Review and analyze replacement DIP financing hearing transcript.	0.60
		113	Analyze prior Debtor statements regarding valuation.	0.40
		113	Review and analyze draft plan.	0.90
		113	Review and analyze draft disclosure statement.	1.10
		113	Analyze plan structure issues.	0.80
		113	Call with A. Sherman, B. Mankovetskiy, BRG team, and Polsinelli team regarding plan issues.	0.60
		113	Call with Committee regarding plan issues.	0.70
07/08/20	BM	113	Analysis regarding Debtors' filed proposed plan and disclosure statement.	1.80
		113	Analysis regarding 9th Circuit law on third party releases.	0.70

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		113	Analysis regarding Committee's objections to motion to approve disclosure statement.	0.80
		113	Analysis regarding impairment status of reinstated debt under 9th Circuit law.	0.60
		113	Analysis regarding Debtors' motion to approve disclosure statement and solicitation procedures.	0.60
07/08/20	GAK	113	Review motion to approve disclosure statement and email team regarding same.	0.40
07/08/20	LFH	113	Research and analyze disclosure statement information adequacy issues.	2.80
		113	Review and analyze filed disclosure statement.	0.90
		113	Confer with A. Sherman regarding plan and disclosure statement issues.	0.20
		113	Analyze plan and disclosure statement issues.	0.90
07/09/20	LFH	113	Analyze disclosure statement and plan discovery issues.	0.60
		113	Confer with B. Mankovetskiy regarding plan and disclosure statement issues.	0.70
		113	Analyze third party release issues.	0.80
		113	Research and analyze disclosure adequacy issues.	0.90
		113	Research and analyze plan confirmability issues.	1.20
		113	Analyze disclosure statement strategy issues.	0.80
07/10/20	AHS	113	Review of response by Debtors' counsel re: initial discovery issues.	0.30
		113	Further analysis of plan and disclosure statement and strategy to approach same.	1.10

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07/10/20	BM	113	Analysis regarding Debtors' responses to Committee's initial document requests.	0.60
07/10/20	LFH	113	Confer with B. Mankovetskiy regarding plan and disclosure statement issues.	0.20
		113	Analyze plan and disclosure statement strategy issues.	0.80
		113	Review and analyze debtors' response to plan and disclosure statement issue/discovery request letter.	0.30
		113	Analyze disclosure statement and plan discovery issues.	0.60
		113	Analyze plan classification and impairment issues.	0.60
07/11/20	BM	113	Call with Debtors' counsel regarding plan issues.	0.50
07/11/20	LFH	113	Call with Debtors' counsel regarding plan and disclosure statement issues and procedure.	0.50
07/13/20	AHS	113	Review of information and attend call with BRG re: plan and valuation issues.	0.80
		113	Email with UST re: plan issues.	0.10
		113	Further analysis of plan issues based on call with BRG.	0.70
07/13/20	BM	113	Analysis regarding Debtors' projections and valuation issues.	1.10
		113	Call with BRG regarding plan issues.	0.60
07/13/20	LFH	113	Analyze liquidation analysis.	0.40
		113	Call with BRG team regarding plan and projection issues.	0.90
		113	Review and analyze disclosure statement.	0.70
		113	Analyze disclosure statement and plan procedure issues.	0.40

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		113	Analyze disclosure statement and plan opposition strategy issues.	0.60
		113	Analyze debt reinstatement issues.	0.40
		113	Analyze third party release issues.	0.60
		113	Research and analyze plan-related privilege issues.	0.70
07/14/20	AHS	113	Call with UST re: plan issues.	0.30
07/14/20	LFH	113	Confer with B. Mankovetskiy regarding plan issues.	0.30
07/15/20	BM	113	Analysis regarding Committee's objections to proposed plan and disclosure statement.	1.10
07/15/20	LFH	113	Review and analyze postpetition financing transcripts with respect to valuation issues.	0.90
		113	Analyze valuation and liquidation analysis issues.	0.80
		113	Analyze disclosure statement issues.	0.90
		113	Analyze plan opposition strategy issues.	0.80
		113	Review and analyze plan.	0.60
07/16/20	AHS	113	Review of valuation issues and analysis re: same.	0.60
07/16/20	BM	113	Analysis regarding Debtors' financial projections and potential valuation issues in connection with contested plan confirmation.	1.10
07/16/20	LFH	113	Conferences with A. Sherman and B. Mankovetskiy regarding disclosure statement objection issues.	0.40
		113	Research and analyze plan-related discovery issues.	0.80
		113	Analyze disclosure statement objection issues.	1.20
		113	Analyze plan opposition issues.	0.90

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		113	Research and analyze valuation issues.	2.30
07/17/20	AHS	113	Address issues re: confirmation objections and discovery.	0.60
07/17/20	BM	113	Attend to issues regarding discovery in connection with plan confirmation process.	1.10
07/17/20	LFH	113	Analyze plan discovery issues.	0.80
		113	Analyze disclosure statement objection issues.	0.90
		113	Research and analyze valuation issues.	0.80
07/18/20	BM	113	Call with Debtors' counsel regarding plan issues.	0.60
07/18/20	LFH	113	Review revisions to Debtors' status update regarding plan and disclosure statement.	0.20
07/20/20	AHS	113	Review of email from counsel to Debtors re: status report.	0.20
		113	Analysis re: valuation issues and status report for Court.	0.60
07/20/20	BM	113	Attend to first set of document requests to the Debtors, UMB and Lapis.	2.30
07/20/20	LFH	113	Analyze plan discovery issues.	0.70
		113	Analyze disclosure statement objection issues.	0.60
07/21/20	AHS	113	Review of valuation materials and call with BRG re: plan valuation issues.	0.80
07/21/20	BM	113	Call with BRG regarding plan issues.	0.60
		113	Analysis regarding Committee's objection to proposed disclosure statement.	1.10
		113	Attend to Committee's discovery requests to plan proponents.	0.80
07/21/20	LFH	113	Prepare draft document requests to Lapis.	1.20

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		113	Confer with B. Mankovetskiy regarding disclosure statement opposition and plan discovery issues.	0.30
		113	Review and analyze plan with respect to discovery request issues.	1.20
		113	Analyze discovery issues.	0.90
		113	Analyze disclosure statement response issues.	0.80
07/22/20	AHS	113	Analysis of issues re: disclosure statement objection and plan issues.	0.70
07/22/20	LFH	113	Confer with A. Sherman regarding disclosure statement response issues.	0.20
		113	Analyze disclosure statement response issues.	0.80
		113	Analyze discovery issues.	0.80
		113	Review and analyze disclosure statement with respect to disclosure statement response issues.	1.10
		113	Review and analyze plan with respect to discovery issues.	0.90
		113	Review and analyze case documents with respect to plan discovery issues.	0.60
		113	Prepare draft document requests to Lapis.	3.10
07/23/20	LFH	113	Prepare disclosure statement response.	0.80
		113	Conferences with B. Mankovetskiy regarding discovery and disclosure statement response issues.	0.40
		113	Prepare draft Lapis document requests.	2.90
		113	Revise Lapis document requests.	1.30
		113	Prepare UMB document requests.	1.20
		113	Prepare document requests to Debtors.	0.90
		113	Revise document requests to UMB.	0.40

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		113	Revise document requests to Debtors.	0.40
		113	Analyze disclosure statement response issues.	0.70
07/24/20	AHS	113	Address issues re: plan discovery and timing.	0.30
07/24/20	BM	113	Attend to discovery requests to the Debtors, UMB and Lapis.	1.30
		113	Analysis regarding Committee's objection to proposed disclosure statement.	0.90
		113	Attend to issues regarding Debtors' initial document productions in response to Committee's informal requests.	0.70
07/24/20	LFH	113	Prepare limited objection to disclosure statement.	2.90
		113	Analyze disclosure statement objection issues.	1.40
		113	Review and analyze plan with respect to confirmation and disclosure issues.	0.90
		113	Review and analyze disclosure statement and exhibits with respect to disclosure issues.	1.20
07/25/20	AHS	113	Call with counsel for Debtors re: plan issues.	0.50
07/27/20	AHS	113	Review and revise discovery requests for Debtors, Lapis and UMB.	2.70
		113	Call with BRG re: plan and valuation issues.	0.70
		113	Attend Committee meeting re: plan issues and strategy issues.	1.30
07/27/20	LFH	113	Call with Sils team, BRG team, and Committee regarding disclosure statement and plan issues.	0.60

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		113	Confer with B. Mankovetskiy regarding disclosure statement objection issues.	0.20
		113	Analyze plan opposition issues.	1.20
		113	Analyze disclosure statement objection issues.	1.10
		113	Review and analyze disclosure statement and exhibits with respect to limited objection.	0.80
		113	Review and analyze plan with respect to disclosure statement objection and plan opposition issues.	0.70
		113	Analyze disclosure statement revision issues.	0.90
		113	Prepare Committee letter for inclusion in solicitation materials.	1.40
		113	Prepare limited objection to disclosure statement.	4.80
07/28/20	AHS	113	Review and revise objection to disclosure statement and revisions to Committee letter in opposition to plan.	3.20
07/28/20	BM	113	Attend to Committee's objection to proposed Disclosure Statement and accompanying exhibits.	1.40
		113	Attend to document requests to Debtors, UMB and Lapis.	1.20
07/28/20	LFH	113	Analyze solicitation and discovery schedule issues.	0.40
		113	Analyze disclosure statement revision issues.	0.80
		113	Prepare proposed disclosure statement revisions.	2.90
		113	Revise Committee letter for solicitation materials.	0.40

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		113	Confer with A. Sherman and B. Mankovetskiy regarding disclosure statement objection and strategy issues.	0.40
		113	Research and analyze disclosure statement issues.	2.10
		113	Revise disclosure statement objection.	0.70
		113	Prepare disclosure statement objection.	4.60
07/29/20	AHS	113	Review and revise draft objection to disclosure statement, comments to disclosure statement and draft Committee letter.	2.80
07/29/20	BM	113	Attend to Committee's objection to disclosure statement and accompanying exhibits.	0.90
07/29/20	LFH	113	Conferences with A. Sherman and B. Mankovetskiy regarding disclosure statement objection revision issues.	0.40
		113	Review and analyze revised disclosure statement objection.	0.40
		113	Review and analyze revised proposed disclosure statement revisions.	0.40
		113	Review and analyze disclosure statement and exhibits with respect to proposed revisions.	0.70
		113	Analyze valuation issues.	0.60
		113	Analyze confirmation issues.	0.80
		113	Revise disclosure statement objection.	1.40
		113	Revise proposed revisions to disclosure statement.	0.80
		113	Review and analyze DIP hearing transcript with respect to valuation statements.	0.70

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		113	Review and analyze DIP declarations regarding valuation statements.	0.60	
		113	Analyze plan structure issues.	0.40	
		113	Revise disclosure statement objection and Committee letter in light of co-counsel comments.	0.90	
		113	Analyze plan release issues.	0.40	
07/30/20	AHS	113	Review and finalizing draft objection to DS, revised DS and Committee letter.	1.30	
		113	Research and review of case law re: judicial estoppel.	0.80	
07/30/20	BM	113	Analysis regarding UST's objection to disclosure statement.	0.40	
07/30/20	LFH	113	Confer with A. Sherman and B. Mankovetskiy regarding disclosure statement objection issues.	0.30	
		113	Research and analyze judicial estoppel issues.	2.60	
		113	Revise objection to disclosure statement.	0.80	
		113	Finalize disclosure statement objection materials.	0.70	
		113	Analyze plan opposition strategy issues.	0.40	
07/31/20	AHS	113	Address plan and valuation issues.	0.70	
07/31/20	LFH	113	Analyze plan discovery issues.	0.80	
		TASK TOTAL 113		187.70	127,982.50

121 - LITIGATION CONSULTING

07/24/20	CJF	121	Review e-mails regarding collection of emails from Dentons.	0.10	
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		121	Review document production by Dentons and attend to loading of same.	0.80	
07/30/20	CJF	121	Analyze issues regarding status of document review team.	0.20	
		TASK TOTAL 121		1.10	632.50
		TOTAL FEES		217.70	\$148,962.50
		TOTAL FEES at Blended Rate of \$495		217.70	\$107,761.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	9.80	7,365.00
104	Case Administration	8.20	6,007.50
105	Claims Administration and Objections	3.30	2,155.00
107	Fee/Employment Applications	1.20	660.00
109	Financing	0.80	560.00
110	Litigation (Other than Avoidance Action Litigation)	4.80	3,000.00
112	Meetings of Creditors	0.80	600.00
113	Plan and Disclosure Statement	187.70	127,982.50
121	Litigation Consulting	1.10	632.50
	TOTAL FEES	217.70	\$148,962.50
	TOTAL FEES at Blended Rate of \$495	217.70	\$107,761.50

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FEE RECAP

AHS	Andrew H. Sherman	Member	\$825.00	36.20	29,865.00
BM	Boris Mankovetskiy	Member	\$750.00	38.40	28,800.00
BSC	Brian S. Coven	Member	\$750.00	9.60	7,200.00
LFH	Lucas F. Hammonds	Of Counsel	\$625.00	128.60	80,375.00
CJF	Charles J. Falletta	Member	\$575.00	1.10	632.50
GAK	Gregory A. Kopacz	Associate	\$550.00	3.80	2,090.00

TOTAL FEES

217.70

\$148,962.50

TOTAL FEES at Blended Rate of \$495

217.70

\$107,761.50

DISBURSEMENT DETAIL

E105

05/13/20	E105	Telephone	1.41
05/15/20	E105	Telephone	5.76
06/10/20	E105	Telephone	1.60

E107

07/07/20	E107	Pacer	0.10
07/07/20	E107	Pacer	3.00
07/07/20	E107	Pacer	2.30
07/07/20	E107	Pacer	9.00
07/07/20	E107	Pacer	0.10
07/08/20	E107	Lexis	37.01
07/09/20	E107	Lexis	18.49
07/13/20	E107	Lexis	18.49
07/15/20	E107	Pacer	0.10
07/15/20	E107	Pacer	0.10

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07/15/20	E107	Pacer	3.00
07/16/20	E107	Lexis	129.46
07/28/20	E107	Lexis	55.47
07/28/20	E107	Pacer	0.10
07/28/20	E107	Pacer	3.00
07/28/20	E107	Pacer	3.00
07/28/20	E107	Pacer	1.90
07/28/20	E107	Pacer	0.20
07/30/20	E107	Lexis	166.47

TOTAL DISBURSEMENTS **\$460.06**

DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	3.00	8.77
E107	Lexis	19.00	451.29

TOTAL DISBURSEMENTS **\$460.06**

TOTAL THIS INVOICE **\$108,221.56***

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$148,962.50)** and fees at **Blended Rate** of \$495 (**\$107,761.50**) apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS	
101 - ASSET ANALYSIS AND RECOVERY					
08/26/20	BM	101	Analysis regarding valuation of potential claims against former revenue cycle vendor.	0.70	
08/27/20	BM	101	Analysis regarding valuation of potential claims against former revenue cycle vendor.	0.60	
TASK TOTAL 101				1.30	975.00
102 - ASSET DISPOSITION					
08/12/20	BM	102	Analysis regarding omnibus motion to reject contracts.	0.40	
08/28/20	LFH	102	Analyze Dava transaction issues.	0.70	
TASK TOTAL 102				1.10	737.50
104 - CASE ADMINISTRATION					
08/11/20	BM	104	Attend telephonic Committee meeting.	0.60	
08/12/20	GAK	104	Update case calendar.	0.20	

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08/13/20	AHS	104	Review of contract rejection motion and email to Committee re: same.	0.30	
		104	Call with J. Pearson re: CN issues and follow up re: same.	0.30	
08/15/20	GAK	104	Update case calendar.	0.10	
08/18/20	GAK	104	Review order regarding disclosure statement deadlines and key dates.	0.20	
08/19/20	AHS	104	Attend telephonic status conference.	0.40	
		104	Review of status report as filed and prepare for hearing.	0.80	
08/19/20	BM	104	Analysis of Debtors' ninth status report.	0.40	
08/19/20	GAK	104	Update case calendar.	0.10	
08/20/20	LFH	104	Prepare summary of WSNA settlement and related issues for Committee.	1.60	
		104	Confer with B. Mankovetskiy regarding proposed WSNA settlement.	0.20	
		104	Review and analyze motion to approve WSNA settlement.	0.40	
		104	Review and analyze proposed WSNA settlement agreement.	0.80	
08/21/20	GAK	104	Update case calendar.	0.10	
08/24/20	BM	104	Call with Debtors' counsel regarding pending matters.	0.40	
08/24/20	GAK	104	Update case calendar.	0.20	
08/28/20	GAK	104	Update case calendar.	0.10	
08/30/20	GAK	104	Update case calendar.	0.20	
TASK TOTAL 104				7.40	5,070.00

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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

08/12/20	BM	105	Analysis regarding objections to pending administrative expense claim requests.	0.70	
08/14/20	BM	105	Analysis regarding objections to pending motions to allow administrative expense claims.	0.80	
08/19/20	AHS	105	Review of motion to settle WSNA claim/adversary proceeding and call with counsel for Debtors re: same.	1.20	
08/20/20	AHS	105	Review of settlement agreement re: nurses and call with Debtors' counsel re: same.	0.80	
08/24/20	BM	105	Analysis regarding Debtors' objections to asserted administrative expense claims.	0.60	
08/27/20	BM	105	Analysis regarding Debtors' objections to asserted administrative expense claims.	0.40	
TASK TOTAL 105				4.50	3,525.00

107 - FEE/EMPLOYMENT APPLICATIONS

08/04/20	GAK	107	Work on June fee application.	1.30	
08/05/20	GAK	107	Work on June fee application.	1.60	
08/07/20	GAK	107	Finalize June fee application for filing.	0.20	
08/21/20	GAK	107	Work on July fee application.	1.20	
08/28/20	GAK	107	Finalize July fee application.	0.60	
TASK TOTAL 107				4.90	2,695.00

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

08/04/20	LFH	110	Analyze plan discovery issues.	0.80	
		110	Review initial Debtor document production.	0.70	

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08/06/20	LFH	110	Analyze document production issues.	0.40
		110	Review initial Debtor document production regarding plan.	0.90
08/07/20	LFH	110	Analyze plan discovery issues.	0.60
		110	Conference with B. Mankovetskiy, M. Olinsky, and G. Reid regarding plan discovery and document review issues.	0.90
		110	Review debtors' initial document production.	0.90
08/07/20	MSO	110	Introductory briefing and review of materials.	1.10
08/10/20	LFH	110	Analyze plan discovery issues.	0.90
		110	Review debtors' initial production.	0.80
08/11/20	LFH	110	Confer with G. Reid regarding plan document review issues.	0.40
		110	Analyze plan discovery and document review issues.	0.90
		110	Analyze document review issues.	0.70
08/12/20	LFH	110	Analyze discovery issues.	0.60
		110	Review debtors' initial production.	0.90
08/13/20	LFH	110	Review debtors' initial production.	0.60
08/19/20	BM	110	Analysis regarding Debtors' motion to approve settlement with WSNA and proposed settlement agreement.	1.10
08/20/20	BM	110	Attend to issues regarding proposed WSNA settlement.	0.80
08/21/20	LFH	110	Review and analyze Debtors' initial plan production.	1.20
08/24/20	LFH	110	Analyze plan discovery issues.	0.60
08/26/20	LFH	110	Review and analyze Debtors' initial plan production.	0.50

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08/28/20	LFH	110	Review and analyze Debtors' initial plan production.	0.70	
		110	Analyze plan discovery issues.	0.80	
TASK TOTAL 110				17.80	11,500.00

113 - PLAN AND DISCLOSURE STATEMENT

08/01/20	AHS	113	Call with counsel for Debtors re: plan settlement issues.	0.50	
08/01/20	BM	113	Call with Debtors' counsel regarding plan issues.	0.50	
08/03/20	AHS	113	Call with Debtors' counsel re: plan settlement issues.	0.50	
08/03/20	BM	113	Call with BRG regarding plan issues.	0.30	
		113	Attend to issues regarding plan-related discovery.	0.70	
08/04/20	BM	113	Attend to issues regarding discovery process with Debtors and Lapis Parties in connection with proposed plan.	0.90	
08/04/20	LFH	113	Analyze plan opposition issues.	0.80	
08/05/20	BM	113	Analysis of issues regarding potential settlement of Committee's plan objections.	1.10	
08/07/20	BM	113	Attend to issues regarding discovery and confirmation schedule.	0.80	
		113	Analysis regarding potential settlement of Committee's objections to proposed plan.	1.30	
		113	Attend to stipulation continuing disclosure statement hearing.	0.20	
08/07/20	GER	113	Kick off call with M. Olinsky, B. Mankovetskiy and L. Hammonds.	0.90	
		113	Review and analyze Disclosure Statement.	0.80	

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		113	Review and analyze Plan of Reorganization.	0.70
		113	Review background materials in preparation for kick off call with B. Mankovetskiy, L. Hammonds, and M. Olinsky.	1.20
08/07/20	LFH	113	Confer with B. Mankovetskiy regarding plan opposition and discovery issues.	0.20
		113	Analyze plan opposition issues.	0.80
08/08/20	AHS	113	Review and analysis of settlement proposal as sent by Debtors, UMB and Lapis and send same to Committee for review.	0.80
		113	Attend call with counsel for Debtors, UMB and Lapis re: plan settlement issues.	0.60
08/08/20	BM	113	Analysis regarding Debtors' settlement proposal to resolve Committee's plan objections.	0.80
08/09/20	AHS	113	Call with BRG re: plan settlement issues and further analysis re: same and drafting response.	0.70
08/09/20	BM	113	Call with BRG regarding plan issues.	0.40
08/09/20	GAK	113	Review stipulation regarding disclosure statement and related dates and deadlines.	0.20
08/10/20	BM	113	Analysis regarding potential waterfall scenarios based on alternative settlement and litigation outcomes.	1.20
		113	Draft proposed settlement term sheet regarding proposed plan.	1.40
08/10/20	GER	113	Review and analyze Committee's July 3 letter to Debtors re: Plan and Disclosure Statement.	0.80
		113	Review and analyze Committee's Objection to Disclosure Statement	1.10

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		113	Review and analyze Committee's Document Requests to Debtor.	0.60
		113	Document review platform overview meeting.	0.50
08/10/20	LFH	113	Analyze confirmation and opposition issues.	0.70
		113	Review plan with respect to discovery issues.	0.60
08/11/20	AHS	113	Further review and revision to draft term sheet and send to BRG for review and comment.	2.60
08/11/20	BM	113	Analysis of issues regarding potential settlement of Committee's objections to proposed plan.	1.30
08/11/20	GAK	113	Review notice regarding disclosure statement hearing.	0.10
08/11/20	GER	113	Call with L. Hammonds re: strategy for document review.	0.40
		113	Review and analyze Debtors' Response to Committee's July 3 letter.	0.70
		113	Draft outline of key issues and potential questions for 30(b)(6) deposition.	1.60
08/11/20	LFH	113	Review and analyze debtors' settlement proposal.	0.40
		113	Analyze plan settlement offer issues.	0.30
		113	Review and analyze debtors' initial production.	1.40
08/12/20	AHS	113	Further review and revision to plan term sheet and circulate to Debtors and Lapis for review and comment.	2.80
		113	Calls with counsel for Lapis and Debtors re: plan term sheet and issues therein.	0.50

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		113	Attend Committee call re: plan issues.	0.60
08/12/20	BM	113	Attend to issues regarding potential settlement of Committee's plan objections.	1.30
		113	Attend to proposed settlement term sheet.	0.80
08/12/20	LFH	113	Call with Committee and Committee professionals regarding Debtors' plan settlement offer and strategy issues.	0.60
		113	Review and analyze plan counterproposal term sheet.	0.40
		113	Prepare for Committee call regarding plan strategy.	0.30
08/13/20	GER	113	Continue review and analysis of debtors' document production for issues relating to classifying/categorizing debt of each individual debtor as consolidated.	2.90
08/13/20	LFH	113	Analyze plan opposition issues.	0.40
08/14/20	AHS	113	Address issues re: potential settlement and extension of deadlines.	0.40
08/14/20	GER	113	Continue review and analysis of debtors' document production for issues pertaining to valuation.	3.30
		113	Continue review and analysis of debtors' document production for issues relating to release of D&O claims.	2.80
08/17/20	AHS	113	Address DS hearing and adjournment issues.	0.20
08/17/20	BM	113	Attend to issues regarding potential settlement structures and continuation of discovery deadlines in connection with Committee's plan objections.	1.60
08/20/20	GER	113	Review and analyze debtors' document production for evidence re: valuation methodology.	1.20

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08/21/20	BM	113	Attend to issues regarding potential settlement of Committee's plan objections.	1.10
08/21/20	GER	113	Identify documents in debtors' document production relevant to decision to release D&O claims.	0.90
		113	Identify documents in debtors' document production re: justification for exculpation of secured creditors.	0.80
08/21/20	LFH	113	Analyze potential plan settlement issues.	0.40
08/24/20	AHS	113	Review and analysis of plan proposal as circulated by counsel to Lapis.	1.60
		113	Call with BRG re: plan term sheet issues.	0.60
		113	Email to Committee re: plan settlement issues.	0.60
		113	Call with counsel for Debtors re: plan settlement issues.	0.50
08/24/20	BM	113	Analysis regarding potential global settlement of plan issues with Debtors and Lapis parties.	1.30
		113	Analysis regarding UST's comment to proposed plan and disclosure statement.	0.60
		113	Attend to proposed revisions of plan settlement term sheet.	0.90
		113	Call with BRG regarding potential plan settlement issues.	0.40
08/24/20	GER	113	Review and analyze debtors' document production in preparation for depositions.	1.80
08/24/20	LFH	113	Analyze plan offer issues.	0.60
08/25/20	AHS	113	Review and analysis of plan term sheet and begin to construct a counter offer.	2.80
		113	Call with counsel for Lapis and counsel for Debtors re: plan settlement issues.	0.80

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08/25/20	BM	113	Analysis regarding potential alternative plan settlement structures.	0.90
		113	Call with counsel to Debtors and Lapis parties regarding plan issues.	0.60
08/25/20	GER	113	Review and analyze debtors' document production for information pertaining to valuation.	1.60
08/25/20	LFH	113	Review and analyze Debtors' initial plan production.	3.40
08/26/20	AHS	113	Call with BRG re: plan.	0.40
		113	Further analysis to plan settlement issues.	0.80
08/26/20	BM	113	Attend to issues regarding potential plan settlement.	1.30
08/26/20	GER	113	Review and analyze documents for information pertaining to valuation.	1.20
08/27/20	BM	113	Attend to issues regarding potential plan settlement.	1.40
08/27/20	GER	113	Review and analyze documents produced by debtor in connection with coordinating independent valuation analysis.	1.90
08/28/20	AHS	113	Analysis and call with B. Mankovetskiy re: plan settlement issues.	0.80
		113	Call with counsel for Lapis re: plan settlement issues.	0.40
08/28/20	BM	113	Attend to issues regarding potential plan settlement with Debtors and Lapis parties.	1.60
		113	Analysis and revisions of proposed plan settlement term sheet.	1.10
08/28/20	GER	113	Review and analyze documents produced by debtor pertaining to valuation.	2.20
08/29/20	AHS	113	Analysis re: potential settlement issues.	0.60

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		113	Calls with counsel for Lapis and BRG re: settlement issues re: plan.	0.80	
08/30/20	AHS	113	Calls with counsel for Lapis and follow with BRG re: plan issues.	0.80	
		113	Address issues re: adjournment of disclosure statement hearing and stipulation re: same; send document to Committee for review.	0.30	
08/31/20	AHS	113	Address issues re: extension of DS hearing.	0.20	
08/31/20	GER	113	Analysis of valuation issues in preparation for expert depositions.	1.90	
TASK TOTAL 113				91.40	62,382.50

121 - LITIGATION CONSULTING

08/07/20	CJF	121	Analyze issues regarding document review and training for document review team.	0.10	
TASK TOTAL 121				0.10	57.50

TOTAL FEES	128.50	\$86,942.50
TOTAL FEES at Blended Rate of \$495	128.50	\$63,607.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	1.30	975.00
102	Asset Disposition	1.10	737.50
104	Case Administration	7.40	5,070.00
105	Claims Administration and Objections	4.50	3,525.00
107	Fee/Employment Applications	4.90	2,695.00

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110	Litigation (Other than Avoidance Action Litigation)	17.80	11,500.00
113	Plan and Disclosure Statement	91.40	62,382.50
121	Litigation Consulting	0.10	57.50
TOTAL FEES		128.50	\$86,942.50
TOTAL FEES at Blended Rate of \$495		128.50	\$63,607.50

FEE RECAP

AHS	Andrew H. Sherman	Member	\$825.00	26.00	21,450.00
BM	Boris Mankovetskiy	Member	\$750.00	33.30	24,975.00
MSO	Mark S. Olinsky	Member	\$750.00	1.10	825.00
LFH	Lucas F. Hammonds	Of Counsel	\$625.00	29.80	18,625.00
CJF	Charles J. Falletta	Member	\$575.00	0.10	57.50
GAK	Gregory A. Kopacz	Associate	\$550.00	6.40	3,520.00
GER	Gregory E. Reid	Of Counsel	\$550.00	31.80	17,490.00
TOTAL FEES				128.50	\$86,942.50
TOTAL FEES at Blended Rate of \$495				128.50	\$63,607.50

DISBURSEMENT DETAIL

E105					
08/07/20	E105	Telephone			6.83
E118					
07/31/20	E118	Litigation support vendors (Logikcull project hosting and upload processing)			267.00
TOTAL DISBURSEMENTS					\$273.83

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DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	1.00	6.83
E118	Litigation support vendors (Logikcull)	1.00	267.00
TOTAL DISBURSEMENTS			\$273.83
TOTAL THIS INVOICE			\$63,881.33*

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Discounted Rates* (\$86,942.50) and fees at *Blended Rate* of \$495 (\$63,607.50) apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS	
101 - ASSET ANALYSIS AND RECOVERY					
09/04/20	BM	101	Attend to issues regarding claims against former revenue cycle vendor.	0.90	
09/21/20	BM	101	Analysis regarding treatment of claims against former revenue cycle vendor.	1.10	
TASK TOTAL 101				2.00	1,500.00
102 - ASSET DISPOSITION					
09/03/20	GAK	102	Review motions to reject contracts and leases.	0.20	
09/23/20	BM	102	Attend to issues regarding proposed disposition of certain real estate assets.	0.70	
09/30/20	BM	102	Attend to issues regarding proposed disposition of certain real estate assets.	0.70	
TASK TOTAL 102				1.60	1,160.00

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103 - BUSINESS OPERATIONS

09/02/20	BM	103	Analysis regarding Debtors' financial reporting.	0.60	
09/09/20	BM	103	Analysis regarding Debtors' financial reporting.	0.40	
09/30/20	BM	103	Analysis regarding Debtors' financial reporting.	0.40	
TASK TOTAL 103				1.40	1,050.00

104 - CASE ADMINISTRATION

09/01/20	GAK	104	Update case calendar.	0.30	
09/22/20	AHS	104	Initial review of draft status report.	0.40	
09/22/20	BM	104	Analysis and revisions of Debtors proposed 10th status report.	0.60	
		104	Prepare a status update for Committee.	0.60	
09/24/20	AHS	104	Review of pleadings in advance of hearing re: status and admin. claims.	0.80	
		104	Attend hearing re: status conference and admin. claims.	1.80	
09/25/20	GAK	104	Attention to case calendar.	0.20	
09/28/20	GAK	104	Update case calendar.	0.10	
09/30/20	GAK	104	Attention to fee application issues.	0.20	
TASK TOTAL 104				5.00	3,815.00

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

09/02/20	BM	105	Analysis regarding pending objections to motions for allowance of administrative claims.	0.70	
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09/17/20	BM	105	Attend to issues regarding claims administration process.	0.60	
09/22/20	BM	105	Analysis regarding replies to pending motions for allowance of administrative claims.	0.70	
09/25/20	BM	105	Attend to issues regarding resolution of pending administrative expense motions.	0.60	
TASK TOTAL 105				2.60	1,950.00

107 - FEE/EMPLOYMENT APPLICATIONS

09/02/20	GAK	107	Attention to fee application issues.	0.30	
09/08/20	GAK	107	Attention to fee application issues.	0.40	
09/14/20	GAK	107	Email A. Sherman regarding fee application issues.	0.20	
09/24/20	GAK	107	Attention to August fee application.	0.40	
09/27/20	GAK	107	Work on August fee application.	0.90	
09/28/20	GAK	107	Work on August fee application.	0.90	
09/29/20	GAK	107	Finalize August fee application.	0.40	
TASK TOTAL 107				3.50	1,925.00

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

09/03/20	LFH	110	Analyze plan discovery issues.	0.60	
09/04/20	LFH	110	Review initial Debtor plan production.	0.40	
09/08/20	BM	110	Attend to issues regarding approval of settlement of WSNA adversary proceeding.	0.70	
09/09/20	LFH	110	Review and analyze Debtor plan settlement counterproposal.	0.90	
		110	Analyze plan settlement counterproposal issues.	0.80	

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		110	Confer and correspond with A. Sherman and B. Mankovetskiy regarding Debtor plan settlement counterproposal issues.	0.30	
		110	Prepare synopsis of Debtor plan settlement counterproposal for Committee.	1.30	
09/14/20	LFH	110	Call with Committee regarding revised plan settlement term sheet.	0.80	
		110	Analyze potential plan settlement issues.	0.40	
		TASK TOTAL 110		6.20	3,962.50

113 - PLAN AND DISCLOSURE STATEMENT

09/03/20	BM	113	Attend to issues regarding potential global settlement of plan issues.	1.20	
09/03/20	LFH	113	Analyze plan settlement issues.	0.30	
		113	Review plan and disclosure statement.	0.40	
		113	Review plan settlement proposal materials.	0.40	
09/04/20	BM	113	Analysis regarding potential resolution of Committee's objections to proposed plan.	1.80	
09/09/20	AHS	113	Review of plan term sheet and email to Committee re: same.	1.20	
09/09/20	BM	113	Attend to issues regarding potential resolution of Committee's plan objections.	1.30	
		113	Analysis regarding valuation issues in connection with Debtors' proposed plan.	0.70	
09/09/20	LFH	113	Review and analyze plan in light of Debtor plan settlement counterproposal.	0.60	
		113	Analyze asset valuation issues.	0.90	
		113	Analyze plan modification issues.	0.40	
09/10/20	AHS	113	Call with counsel for Lapis and further review of revised term sheet.	0.80	

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		113	Call with counsel for Debtors re: plan term sheet.	0.40
		113	Further review of draft term sheet and proposed changes for Committee consideration.	0.60
		113	Call with BRG re: plan term sheet.	0.40
09/10/20	BM	113	Analysis regarding Lapis' and Debtors' proposed revised settlement term sheet.	0.80
		113	Attend to issues regarding potential global settlement with the Debtors and Lapis regarding plan of reorganization.	1.20
		113	Attend to revisions of proposed plan settlement term sheet.	0.70
09/11/20	AHS	113	Address issues re: plan term sheet.	0.40
09/11/20	BM	113	Attend to issues regarding proposed plan settlement.	1.70
09/13/20	AHS	113	Emails with Committee members re: plan term sheet issues.	0.20
		113	Review and send revised term sheet to Committee for review and comment.	0.30
09/13/20	BM	113	Attend to revisions of proposed plan settlement term sheet.	1.10
09/14/20	AHS	113	Prepare for and attend Committee meeting re: plan issues.	0.80
		113	Follow up on plan issues after Committee call.	0.70
		113	Revisions to term sheet based on Committee meeting.	0.80
		113	Emails to counsel for Lapis and Debtors re: plan term sheet issues.	0.20

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09/14/20	BM	113	Analysis regarding potential range of recoveries to general unsecured creditors based on alternative plan settlement scenarios.	0.70
		113	Attend to revisions of proposed plan settlement term sheet.	0.90
09/15/20	AHS	113	Calls and emails with counsel for Debtor and counsel for Lapis re: plan settlement issues.	0.70
09/15/20	BM	113	Analysis of issues regarding potential global settlement with Debtors and Lapis.	1.30
09/16/20	BM	113	Analysis regarding proposed settlement of Committee's plan objections.	0.70
09/17/20	BM	113	Analysis regarding proposed plan settlement.	0.90
09/18/20	AHS	113	Emails re: disclosure statement hearing.	0.20
09/18/20	BM	113	Attend to issues regarding potential plan settlement.	1.60
09/21/20	AHS	113	Calls and emails re: plan settlement issues.	0.30
09/21/20	BM	113	Attend to issues regarding proposed plan settlement.	1.20
09/21/20	GAK	113	Review stipulation regarding disclosure statement and litigation deadlines.	0.20
09/22/20	AHS	113	Review and revise status report.	0.70
		113	Email to Committee re: plan settlement issues.	0.80
		113	Calls with counsel for Debtors re: plan issues.	0.20
		113	Email to Committee re: plan settlement issues.	0.80
09/22/20	BM	113	Attend to issues regarding proposed plan settlement.	1.20

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09/23/20	AHS	113	Calls and follow up re: plan settlement issues.	0.60
		113	Email and call to UST re: plan settlement issues.	0.20
		113	Follow up emails with Committee members re: plan settlement issues.	0.60
		113	Review and revise plan settlement term sheet and send to Committee for review and comment.	1.10
		113	Send draft plan term sheet to counsel for Lapis and counsel for Debtors.	0.20
		113	Review of comments to status report and have sent to Debtors for review.	0.40
09/23/20	BM	113	Attend to issues regarding proposed plan settlement.	1.10
		113	Analysis and revisions of proposed settlement term sheet with Debtors and Lapis parties.	0.80
09/23/20	LFH	113	Review and analyze settlement term proposal communications.	0.20
		113	Review and analyze updated settlement term sheet.	0.40
		113	Review and analyze plan in light of updated settlement term sheet.	0.90
		113	Analyze plan modification issues.	0.80
		113	Review disclosure statement in light of revised settlement term sheet.	0.60
		113	Analyze disclosure statement revision issues.	0.40
		113	Analyze GUC Distribution Trust issues.	0.30
09/24/20	BM	113	Analysis regarding modifications of proposed plan based on proposed settlement of Committee's objections.	1.20

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09/24/20	LFH	113	Review and analyze current draft of plan.	0.70
		113	Review and analyze current draft of disclosure statement.	0.40
		113	Analyze plan update and case timeline issues.	0.20
		113	Analyze plan revision issues.	0.60
		113	Revise plan in light of updated settlement term sheet.	0.40
09/25/20	BM	113	Attend to issues regarding proposed plan settlement and modifications of proposed plan and disclosure statement.	1.60
09/25/20	LFH	113	Review updated settlement term sheet for plan revisions.	0.30
		113	Analyze plan revision issues.	0.60
		113	Analyze GUC Distribution Trust structure issues.	0.40
		113	Revise plan in light of plan settlement.	0.90
09/28/20	LFH	113	Analyze plan revision issues.	0.40
		113	Revise draft plan.	0.80
09/29/20	BM	113	Attend to issues regarding proposed plan settlement and modifications of proposed plan and disclosure statement.	2.10
09/29/20	LFH	113	Analyze plan revision issues in light of settlement term sheet.	0.60
		113	Analyze general plan revision issues.	0.80
		113	Review settlement term sheet with respect to GUC Distribution trust funding issues.	0.20
		113	Analyze GUC Distribution Trust asset issues.	0.30
		113	Review draft plan with respect to settlement integration.	0.60

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		113	Review current draft of disclosure statement.	0.40	
		113	Analyze solicitation issues.	0.30	
		113	Revise draft first amended plan.	1.20	
09/30/20	AHS	113	Emails re: disclosure statement hearing and continuance.	0.20	
		113	Review of revised term sheet and emails with BRG re: same.	0.80	
09/30/20	BM	113	Attend to issues regarding proposed plan settlement and modifications of proposed plan and disclosure statement.	1.90	
09/30/20	LFH	113	Analyze plan mechanics in light of settlement terms.	0.60	
		113	Review plan revisions integrating settlement terms and related changes.	0.80	
		113	Analyze plan revision issues with respect to incorporation of settlement term sheet.	0.90	
		113	Update plan definitions to account for settlement term sheet terms.	3.20	
		113	Revise plan in light of updated definitions incorporating settlement term sheet terms.	2.20	
		113	Analyze plan claim reconciliation procedure issues.	0.70	
		113	Analyze further plan revision issues.	0.60	
		TASK TOTAL 113		68.20	48,992.50
		TOTAL FEES		90.50	\$64,355.00
		TOTAL FEES at Blended Rate of \$495		90.50	\$44,797.50

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TASK CODE SUMMARY

101	Asset Analysis and Recovery	2.00	1,500.00
102	Asset Disposition	1.60	1,160.00
103	Business Operations	1.40	1,050.00
104	Case Administration	5.00	3,815.00
105	Claims Administration and Objections	2.60	1,950.00
107	Fee/Employment Applications	3.50	1,925.00
110	Litigation (Other than Avoidance Action Litigation)	6.20	3,962.50
113	Plan and Disclosure Statement	68.20	48,992.50
TOTAL FEES		90.50	\$64,355.00
TOTAL FEES at Blended Rate of \$495		90.50	\$44,797.50

FEE RECAP

AHS	Andrew H. Sherman	Member	\$825.00	17.60	14,520.00
BM	Boris Mankovetskiy	Member	\$750.00	37.00	27,750.00
LFH	Lucas F. Hammonds	Of Counsel	\$625.00	31.20	19,500.00
GAK	Gregory A. Kopacz	Associate	\$550.00	4.70	2,585.00
TOTAL FEES				90.50	\$64,355.00
TOTAL FEES at Blended Rate of \$495				90.50	\$44,797.50

DISBURSEMENT DETAIL

E105
09/08/20 E105 Telephone 4.53

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E118			
08/31/20	E118	Litigation support vendors (Logikcull project hosting)	250.00
TOTAL DISBURSEMENTS			\$254.53

DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	1.00	4.53
E118	Litigation support vendors (Logikcull)	1.00	250.00
TOTAL DISBURSEMENTS			\$254.53
TOTAL THIS INVOICE			\$45,052.03

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Discounted Rates* (**\$64,355.00**) and fees at *Blended Rate* of \$495 (**\$44,797.50**) apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

HOURS

101 - ASSET ANALYSIS AND RECOVERY

10/02/20	BM	101	Analysis regarding Debtors proposed private sale of certain real property.	0.60	
10/19/20	BM	101	Analysis regarding potential settlement of claims with former revenue cycle vendor.	0.70	
TASK TOTAL 101				1.30	1,033.50

102 - ASSET DISPOSITION

10/02/20	AHS	102	Review of motion re: MOB, email to Committee re: same.	0.60	
10/02/20	REB	102	Summarize draft motion to sell MOB.	1.10	
10/06/20	AHS	102	Review of motion re: MOB, emails re: same with Lapis and Debtors and email to Committee re: motion.	0.80	
10/06/20	BM	102	Analysis regarding proposed private sale of Debtors' real estate.	0.70	
10/07/20	AHS	102	Follow up re: sale of MOB and emails re: same; review of final version of motion.	0.60	

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10/07/20	BM	102	Analysis regarding revisions to proposed form of order approving sale of MOB and other real property.	0.60	
10/14/20	GAK	102	Analysis regarding proposed private sale.	0.30	
10/19/20	BM	102	Analysis regarding proposed form of order approving private sale of real property.	0.40	
10/20/20	AHS	102	Review of draft sale order re: MOB and emails re: same.	0.80	
10/20/20	BM	102	Attend to issues regarding allocation of real estate sale proceeds.	0.70	
		102	Analysis regarding proposed revised MOB sale order.	0.40	
TASK TOTAL 102				7.00	5,634.50

103 - BUSINESS OPERATIONS

10/27/20	BM	103	Analysis of issues regarding potential claims against AHM and executive team transition issues.	0.80	
TASK TOTAL 103				0.80	636.00

104 - CASE ADMINISTRATION

10/01/20	BM	104	Prepare a status update for the Committee.	0.60	
10/07/20	AHS	104	Call with Committee member re: plan issues.	0.30	
10/13/20	GAK	104	Update case calendar.	0.20	
10/14/20	BM	104	Analysis of issues regarding allegations of misconduct by Debtors' management.	0.80	
10/15/20	BM	104	Call with BRG regarding pending matters.	0.30	

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		104	Analysis of issues regarding allegations of misconduct by Debtors' management.	0.80
10/16/20	BM	104	Call with Debtors' counsel regarding management misconduct allegations.	0.70
10/19/20	BM	104	Call with BRG regarding pending matters.	0.40
		104	Analysis regarding Debtors' responses regarding allegations of improper conduct of Debtors' CEO.	0.80
		104	Attend telephonic Committee meeting.	0.50
10/21/20	AHS	104	Calls and emails with counsel for Lapis re: status conference and sale of building; emails re: form of order for real property sales.	0.80
		104	Attend status conference and follow up calls with counsel for Lapis re: same.	1.10
10/21/20	BM	104	Attend telephonic Court status conference.	0.70
10/22/20	BM	104	Call with Debtors' and Lapis Parties' counsel regarding management issues.	0.60
10/25/20	GAK	104	Review cash collateral order and email team regarding same.	0.20
10/27/20	BM	104	Attend to issues regarding proposed resolution of Debtors' management change issues.	1.10
		104	Prepare a report to Committee regarding proposed resolution of Debtors' management issues.	0.70
10/27/20	LFH	104	Analyze corporate governance/board action issues.	0.30
10/29/20	BM	104	Attend Court status conference.	0.30
TASK TOTAL 104				11.20 9,020.00

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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

10/01/20	BM	105	Attend to issues regarding pending motions to allow administrative claims.	0.70	
10/07/20	AHS	105	Call to Debtors' counsel re: MOB and administrative claims and review of information re: claims.	0.50	
10/07/20	BM	105	Analysis regarding potential resolution of pending objections to administrative claims.	0.80	
10/08/20	AHS	105	Review of materials re: Apogee administrative claim and call with counsel for Debtors re: same.	0.80	
10/08/20	BM	105	Call with Debtors' counsel regarding mediation of administrative claims.	0.60	
10/14/20	AHS	105	Call with Apogee re: admin. claim issues and follow up re: same.	0.40	
10/23/20	BM	105	Analysis regarding rejection of AHM contract and alleged severance claims.	0.90	
10/28/20	BM	105	Analysis regarding Debtors' proposed settlement with Apogee.	0.20	
TASK TOTAL 105				4.90	4,065.50

106 - EMPLOYEE BENEFITS/PENSIONS

10/15/20	BM	106	Analysis regarding Debtors' contracts with AHM for provisions of management personnel.	1.10	
10/25/20	AHS	106	Review of management and severance issues.	0.60	
10/28/20	AHS	106	Review of letter agreement with J. Gallagher and call to M. Sirota re: same.	0.40	
TASK TOTAL 106				2.10	1,769.50

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107 - FEE/EMPLOYMENT APPLICATIONS

10/19/20	GAK	107	Email A. Sherman regarding fee application issue.	0.10	
10/26/20	GAK	107	Attention to fee application issues.	0.50	
TASK TOTAL 107				0.60	375.00

109 - FINANCING

10/12/20	BM	109	Attend to issues regarding continued use of cash collateral.	0.60	
10/19/20	BM	109	Attend to issues regarding continued use of cash collateral.	0.70	
TASK TOTAL 109				1.30	1,033.50

113 - PLAN AND DISCLOSURE STATEMENT

10/01/20	AHS	113	Email to Committee re: plan issues.	0.30	
10/01/20	BM	113	Analysis regarding revisions of plan of reorganization.	1.40	
10/01/20	LFH	113	Revise plan in light of updated settlement term sheet.	1.90	
		113	Analyze plan revision issues in light of updated settlement term sheet.	0.90	
		113	Review and analyze plan settlement correspondence.	0.40	
		113	Review and analyze updated plan settlement term sheet.	0.60	

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		113	Review and analyze case documents with respect to plan and disclosure statement revision.	0.80
		113	Confer with B. Mankovetskiy regarding plan and disclosure statement revision issues.	0.20
10/02/20	AHS	113	Call with Committee member re: plan issues.	0.30
		113	Emails to Committee re: plan issues.	0.40
10/04/20	GAK	113	Review notice regarding disclosure statement hearing and stipulation regarding pertinent disclosure statement deadlines.	0.20
10/06/20	LFH	113	Analyze plan revision issues.	0.80
		113	Update plan in light of plan settlement term sheet.	0.70
		113	Analyze disclosure statement revision issues.	0.60
10/07/20	BM	113	Analysis regarding revisions of proposed plan of reorganization.	1.10
10/09/20	AHS	113	Address revisions form of plan and emails re: same.	0.30
10/09/20	BM	113	Analysis and revisions of proposed amended plan of reorganization and disclosure statement.	1.80
10/09/20	LFH	113	Revise draft plan.	3.90
		113	Research and analyze 9th Circuit cause of action reservation issues.	0.90
		113	Compare filed plan to plan settlement term sheet with respect to plan revision issues.	0.80
		113	Correspond with A. Sherman and B. Mankovetskiy regarding plan revision issues.	0.20

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		113	Analyze plan revision issues in light of GUC Distribution Trust structure.	1.20
		113	Analyze revised plan implementation means.	0.70
		113	Analyze plan settlement integration and definition update issues.	0.80
		113	Analyze disclosure statement update issues.	0.90
		113	Review and analyze disclosure statement with respect to revision issues in light of updated draft plan.	0.80
10/11/20	LFH	113	Revise draft plan of liquidation.	1.90
10/12/20	AHS	113	Review and revise plan of reorganization and circulate to Committee, Debtors and Lapis for review and consideration.	2.60
10/12/20	BM	113	Analysis and revisions of proposed amended plan of reorganization.	1.10
10/12/20	LFH	113	Revise draft plan in light of comments from A. Sherman and B. Mankovetskiy.	1.90
		113	Prepare revised disclosure statement in light of revisions to plan.	3.80
		113	Confer with A. Sherman and B. Mankovetskiy regarding plan revision issues.	0.30
		113	Analyze plan revision issues.	0.90
		113	Analyze disclosure statement revision issues.	0.80
		113	Review filed disclosure statement with respect to revision issues.	0.70
10/13/20	BM	113	Analysis regarding proposed revisions of amended disclosure statement.	0.80
10/13/20	LFH	113	Revise disclosure statement to conform with updated plan.	3.80

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		113	Analyze disclosure statement revision issues.	1.20
		113	Analyze Committee plan settlement disclosure statement insert issues.	0.40
		113	Analyze solicitation and confirmation issues.	0.70
		113	Analyze plan and disclosure statement consistency issues.	0.80
		113	Analyze solicitation procedure issues.	0.40
10/14/20	AHS	113	Review of letter from Lapis.	0.30
		113	Email from Committee member re: plan issues and follow up call re: same.	0.40
		113	Analysis, email to address allegations in Lapis letter.	1.10
10/14/20	BM	113	Analysis of issues in connection with Lapis Parties' letter to Debtors withdrawing support for proposed joint plan.	0.90
10/14/20	LFH	113	Review and analyze correspondence from Lapis regarding plan status.	0.20
		113	Review updated plan and disclosure statement in light of Lapis plan support correspondence.	0.40
		113	Analyze plan and disclosure statement update issues in light of Lapis plan support correspondence.	0.40
10/15/20	AHS	113	Further analysis of letter from Lapis and call with BRG re: same.	0.70
		113	Email and call with UST re: letter from Lapis.	0.20
		113	Call with counsel for Lapis re: letter and management issues.	0.40

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		113	Address issues to respond to email from UST re: valuation issues.	0.30
		113	Analysis re: letter from Lapis and email to Committee re: same scheduling meeting.	0.60
10/15/20	LFH	113	Analyze plan strategy issues in light of Lapis correspondence regarding plan support.	0.60
		113	Confer with B. Mankovetskiy regarding Lapis plan support letter issues.	0.20
10/16/20	AHS	113	Calls and emails with counsel for Lapis re: letter.	0.70
10/16/20	BM	113	Attend to issues regarding allegations of misconduct by Debtors' management and alternative plan process.	1.20
		113	Call with Lapis' counsel regarding management and plan issues.	0.50
10/16/20	LFH	113	Review and analyze debtor comments to plan.	0.40
		113	Prepare summary of Debtor plan comment issues.	0.40
		113	Analyze further plan modification issues.	0.30
10/17/20	AHS	113	Call with Debtors' counsel to address Lapis letter, management and plan issues.	0.70
10/18/20	AHS	113	Call with counsel for Lapis re: letter and management issues and address changes to plan as proposed.	0.80
10/19/20	AHS	113	Prepare for and attend Committee meeting re: plan and management issues.	0.70
		113	Review of emails from counsel for Debtors and Lapis re: plan and management issues and email to Committee re: same.	0.80
		113	Call with BRG re: plan and management issues.	0.50

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		113	Emails to Committee re: plan and management issues.	0.30
		113	Review of settlement term sheet re: claims against vendor.	0.60
10/19/20	BM	113	Attend to issues regarding proposed revisions of draft plan of reorganization.	1.20
		113	Analysis regarding potential alternative sources of plan exit financing.	0.60
10/19/20	LFH	113	Review and analyze updated plan.	0.70
		113	Confer with B. Mankovetskiy regarding plan revision issues.	0.20
		113	Analyze Lapis plan/management settlement offer issues.	0.40
		113	Analyze vendor settlement issues.	0.40
		113	Analyze plan finalization issues.	0.60
		113	Analyze confirmation issues.	0.40
		113	Revise draft plan.	0.90
10/20/20	AHS	113	Call with Debtors' counsel re: JMB financing and emails with BRG re: same.	0.50
10/20/20	BM	113	Analysis regarding potential alternative plan structure and exit financing.	1.10
10/21/20	AHS	113	Call with BRG and review of document re: refinancing options.	0.60
10/21/20	BM	113	Call with BRG regarding plan issues.	0.40
		113	Analysis regarding potential alternative plan exit financing scenarios.	0.90
10/22/20	AHS	113	Calls with counsel for Lapis and counsel for Debtors re: management and plan issues.	0.80
		113	Review of revised version of plan.	0.60
10/22/20	BM	113	Analysis regarding Lapis Parties' proposed modified plan of reorganization.	1.30

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		113	Attend to potential resolution of management issues raised by Lapis Parties.	0.70
10/22/20	LFH	113	Revise draft Lapis plan to restore joint plan and address Lapis issues.	0.60
		113	Review and analyze draft Lapis plan.	0.90
		113	Analyze Lapis plan revision issues.	0.80
		113	Revise draft Lapis plan.	2.60
		113	Confer with B. Mankovetskiy regarding plan revision issues.	0.20
		113	Further revise draft Lapis plan.	0.90
		113	Analyze joint plan restoration issues.	0.60
		113	Analyze further plan revision issues.	0.40
10/23/20	BM	113	Attend to revisions of Lapis' proposed modified plan.	1.10
10/23/20	LFH	113	Confer with B. Mankovetskiy regarding plan revisions.	0.20
		113	Analyze plan revision issues.	0.80
		113	Revise plan.	2.10
10/28/20	BM	113	Analysis regarding revisions of draft plan and disclosure statement based on proposed resolution of management issues,	1.10
10/29/20	AHS	113	Attend status conference re: plan issues.	0.40
		113	Emails and calls re: plan revisions, administrative claims.	0.60
10/29/20	LFH	113	Analyze plan revision issues.	0.70
		113	Review and analyze updated version of plan.	0.60
		113	Analyze disclosure statement update issues.	0.40
10/30/20	AHS	113	Call with counsel for Lapis re: plan issues.	0.90
10/30/20	BM	113	Attend to revisions of proposed amended plan and disclosure statement.	1.80

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		113	Call with Lapis' counsel regarding plan issues.	0.80	
10/30/20	LFH	113	Call with A. Sherman, B. Mankovetskiy, and Lapis counsel regarding plan revision issues.	0.90	
		113	Revise disclosure statement in light up updated plan incorporating Lapis revisions.	3.40	
		113	Analyze plan update issues.	0.60	
		113	Analyze disclosure statement update issues.	0.80	
		113	Review and analyze updated plan incorporating Lapis revisions.	0.80	
10/31/20	AHS	113	Call with counsel for Debtors and counsel for Lapis re: plan issues.	0.70	
		113	Review of version of plan and DS in advance of call with Debtor's counsel and Lapis.	0.60	
10/31/20	LFH	113	Call with A. Sherman, B. Mankovetskiy, Debtor counsel, and Lapis counsel regarding plan and disclosure statement issues.	0.80	
		113	Analyze plan and disclosure statement finalization issues.	0.60	
TASK TOTAL 113				99.60	73,710.00
TOTAL FEES				128.80	\$97,277.50
TOTAL FEES at Blended Rate of \$495				128.80	\$63,756.00

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TASK CODE SUMMARY

101	Asset Analysis and Recovery	1.30	1,033.50
102	Asset Disposition	7.00	5,634.50
103	Business Operations	0.80	636.00
104	Case Administration	11.20	9,020.00
105	Claims Administration and Objections	4.90	4,065.50
106	Employee Benefits/Pensions	2.10	1,769.50
107	Fee/Employment Applications	0.60	375.00
109	Financing	1.30	1,033.50
113	Plan and Disclosure Statement	99.60	73,710.00
TOTAL FEES		128.80	\$97,277.50
TOTAL FEES at Blended Rate of \$495		128.80	\$63,756.00

FEE RECAP

AHS	Andrew H. Sherman	Member	\$895.00	26.40	23,628.00
BM	Boris Mankovetskiy	Member	\$795.00	38.60	30,687.00
LFH	Lucas F. Hammonds	Of Counsel	\$675.00	61.20	41,310.00
REB	Rachel E. Brennan	Associate	\$650.00	1.10	715.00
GAK	Gregory A. Kopacz	Associate	\$625.00	1.50	937.50
TOTAL FEES				128.80	\$97,277.50
TOTAL FEES at Blended Rate of \$495				128.80	\$63,756.00

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DISBURSEMENT DETAIL

E107			
10/09/20	E107	Lexis	8.32
E118			
09/30/20	E118	Litigation support vendors (Logikcull - September)	250.00
10/31/20	E118	Litigation support vendors (Logikcull - October)	250.00
TOTAL DISBURSEMENTS			\$508.32

DISBURSEMENT RECAP

Code	Description	Units	Total
E107	Lexis	1.00	8.32
E118	Litigation support vendors (Logikcull)	2.00	500.00
TOTAL DISBURSEMENTS			\$508.32
TOTAL THIS INVOICE			\$64,264.32*

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Discounted Rates* (\$97,277.50) and fees at *Blended Rate* of \$495 (\$63,756.00) apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS	
101 - ASSET ANALYSIS AND RECOVERY					
11/04/20	BM	101	Analysis regarding potential D&O claims and preservation thereof under plan.	1.20	
11/09/20	BM	101	Analysis regarding preserved causes of action under proposed plan.	0.80	
11/23/20	LFH	101	Analyze AHM claim and mediation issues.	0.90	
11/30/20	BM	101	Attend to issues regarding notice of circumstances to D&O carriers.	0.90	
TASK TOTAL 101				3.80	2,913.00
102 - ASSET DISPOSITION					
11/30/20	BM	102	Analysis regarding motion to assume/reject certain contracts between Debtors and Cerner.	2.10	
11/30/20	LFH	102	Review and analyze draft motion to assume and reject Cerner contracts.	0.60	
		102	Review and analyze Cerner contracts.	0.60	
		102	Research and analyze contract rejection issues.	0.70	

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102	Analyze contract assumption and rejection issues.	0.80
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TASK TOTAL 102	4.80	3,492.00
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103 - BUSINESS OPERATIONS

11/03/20	BM	103	Attend to issues regarding transition from AHM and rejection of AHM contract.	0.60
11/10/20	BM	103	Call with Debtors and Lapis Parties counsel regarding management issues.	0.40
11/17/20	BM	103	Analysis regarding proposed leaseback agreement for MOB.	0.40
		103	Analysis regarding proposed consulting agreement with J. Gallagher.	0.40

TASK TOTAL 103	1.80	1,431.00
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104 - CASE ADMINISTRATION

11/02/20	GAK	104	Review notice regarding upcoming hearing and email A. Sherman and B. Mankovetskiy regarding same.	0.20
11/05/20	BM	104	Prepare a status update for Committee.	0.60
11/09/20	BM	104	Attend to issues regarding proposed mediation with AHM and proposed form of mediation order.	0.60
11/10/20	GAK	104	Review cash collateral order and email A. Sherman and B. Mankovetskiy regarding same.	0.20
11/13/20	LFH	104	Analyze GUC Distribution Trust issues.	0.40
		104	Prepare summary of proposed settlement with SEIU for Committee.	0.70

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		104	Review and analyze proposed SEIU settlement documents.	0.80	
11/18/20	BM	104	Attend telephonic status conference with the Court.	0.70	
11/18/20	GAK	104	Update case calendar.	0.20	
11/24/20	BM	104	Attend telephonic Committee meeting.	0.60	
11/24/20	LFH	104	Creditor inquiries.	0.70	
11/25/20	GAK	104	Review notice regarding upcoming hearing.	0.10	
11/30/20	GH	104	Review Cerner Motion regarding arbitration.	0.40	
		104	Research regarding arbitration in bankruptcy context.	3.30	
		104	Telephone conference with B. Mankovetskiy regarding Cerner issues.	0.20	
TASK TOTAL 104				9.70	7,105.00

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

11/04/20	BM	105	Analysis regarding potential mediation of disputes with AHM.	0.70	
11/05/20	BM	105	Analysis regarding objection to Cerner's motion to allow administrative claim and supporting declaration.	0.80	
11/09/20	BM	105	Attend to issues regarding treatment of ordinary course of business administrative claims and applicable bar dates.	0.30	
11/13/20	BM	105	Analysis regarding Cerner's motion to compel arbitration.	0.70	
		105	Analysis regarding proposed settlement agreement with SEIU.	0.80	
11/20/20	BM	105	Attend to issues regarding proposed settlement of administrative claims.	0.40	

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11/23/20	AHS	105	Review of AHM issues and draft mediation statement.	0.60	
11/23/20	BM	105	Attend to issues regarding mediation statement in connection with mediation of disputes with AHM/Gallagher.	1.30	
11/24/20	AHS	105	Further review and emails re: mediation brief.	0.60	
11/24/20	BM	105	Attend to issues regarding mediation statement in connection with AHM/Gallagher mediation.	1.30	
11/30/20	AHS	105	Review of issues re: Cerner motion and review of agreements re: same.	0.80	
		105	Calls with counsel for Lapis and counsel for Debtors re: Cerner assumption/rejection issues and arbitration issues.	0.80	
		105	Call with counsel for Debtors, Lapis, UMB re: Cerner assumption/rejection and arbitration issues.	0.70	
11/30/20	BM	105	Analysis regarding opposition to Cerner's motion to compel arbitration.	1.90	
		105	Call with Debtors' and Lapis' counsel regarding Cerner issues.	0.50	
		105	Attend to preparation for mediation with AHM.	1.20	

TASK TOTAL 105 13.40 11,003.00

106 - EMPLOYEE BENEFITS/PENSIONS

11/13/20	AHS	106	Review of SEIU settlement issues and email to Committee re: same.	0.60	
TASK TOTAL 106				0.60	537.00

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110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

11/23/20	LFH	110	Analyze AHM issues.	0.40	
11/24/20	LFH	110	Analyze Gallagher mediation and estate claim issues.	0.80	
11/30/20	LFH	110	Analyze AHM/Gallagher mediation issues.	0.40	
TASK TOTAL 110				1.60	1,080.00

112 - MEETINGS OF CREDITORS

11/02/20	BM	112	Analysis regarding plan proponents' proposed revisions of draft amended plan, disclosure statement and related documents, and Committee's comments thereto.	1.10	
11/04/20	BM	112	Analysis regarding Debtors' omnibus reply to disclosure statement objections.	0.70	
		112	Analysis regarding US DOJ's proposed language for disclosure statement regarding provider agreements.	0.40	
11/12/20	BM	112	Attend to issues regarding plan supplement documents.	0.90	
11/18/20	BM	112	Attend to revisions of settlement term sheet with Lapis and Debtors.	0.60	
TASK TOTAL 112				3.70	2,941.50

113 - PLAN AND DISCLOSURE STATEMENT

11/01/20	AHS	113	Address revisions to revised plan and email to Debtors counsel re: requested changes to language.	0.80	
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11/01/20	BM	113	Analysis regarding Debtors' proposed revisions to draft amended plan and disclosure statement.	0.90
11/01/20	LFH	113	Review and analyze Debtor comments to draft plan.	0.90
11/02/20	AHS	113	Call with counsel for Debtors and Lapis re: plan and revision issues.	1.40
		113	Call with counsel for Lapis re: plan issues.	0.20
		113	Calls and follow up on plan issues based on documents just received.	0.80
11/02/20	BM	113	Call with counsel to Debtors and Lapis Parties regarding plan issues.	1.40
11/02/20	LFH	113	Analyze plan revision issues.	0.60
		113	Review and analyze Debtors' comments to plan and disclosure statement.	0.30
		113	Call with Debtors' counsel, Lapis counsel, A. Sherman and B. Mankovetskiy regarding plan and disclosure statement.	1.40
11/03/20	BM	113	Attend to issues regarding proposed treatment of PPP claim with SBA under the plan.	0.40
		113	Analysis and revisions regarding proposed amended plan and related documents.	1.30
11/03/20	LFH	113	Analyze plan and disclosure statement revision issues.	0.60
		113	Review Debtors' updates to plan and disclosure statement.	0.80
11/04/20	AHS	113	Further review of revised plan and address release issues.	0.80
		113	Call with Debtors counsel and Lapis re: plan issues.	0.70

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11/04/20	BM	113	Call with Debtors' and Lapis' counsel regarding plan issues.	0.80
		113	Analysis and revisions of proposed amended plan and related documents.	1.90
11/04/20	LFH	113	Call with counsel to Debtors, counsel to Lapis Parties, A. Sherman, and B. Mankovetskiy regarding plan and disclosure statement issues.	0.70
		113	Review Debtors' update to plan.	0.60
		113	Analyze disclosure statement revision issues.	0.30
		113	Analyze solicitation and confirmation issues.	0.70
		113	Review form notices of confirmation hearing and non-voting status.	0.40
		113	Analyze plan revision issues.	0.40
		113	Revise plan in light of Debtors' update.	0.70
		113	Coordinate with Debtors' counsel regarding plan and disclosure statement revision issues.	0.20
11/05/20	AHS	113	Address issues re: final forms of ballot, proposed form of order and comments from Committee re: disclosure statement.	1.20
11/05/20	BM	113	Analysis regarding potential size of convenience class and applicable thresholds.	0.40
		113	Analysis regarding Debtors' responses to remaining UST objections to disclosure statement.	0.40
		113	Attend proposed revisions of proposed disclosure statement order, ballots and notices.	0.70

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		113	Analysis regarding proposed order approving disclosure statement and solicitation procedures.	0.80
11/05/20	LFH	113	Review and analyze draft disclosure statement order.	1.90
		113	Analyze solicitation and tabulation issues.	0.80
		113	Review and analyze draft ballots.	0.90
		113	Coordinate with Debtors' counsel regarding plan and disclosure statement issues.	0.60
		113	Revise draft disclosure statement order.	1.60
		113	Analyze solicitation and confirmation schedule issues.	0.30
		113	Revise draft ballots.	0.60
11/06/20	AHS	113	Attend hearing re: approval of disclosure statement.	0.90
11/06/20	BM	113	Attend telephonic hearing on approval of disclosure statement.	0.90
		113	Analysis regarding post-hearing revisions to plan, disclosure statement and related documents.	1.10
11/06/20	LFH	113	Analyze solicitation issues.	0.40
		113	Revise draft Committee solicitation letter.	0.40
		113	Prepare draft modifications to disclosure statement order.	0.40
		113	Prepare draft Committee solicitation letter.	1.20
		113	Review and analyze proposed Lapis Parties plan edits.	0.40
11/09/20	BM	113	Attend to revisions of disclosure statement, solicitation procedures order and related documents.	0.90
11/09/20	LFH	113	Review and analyze updated disclosure statement order.	0.60

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		113	Review and analyze updated plan and disclosure statement.	0.70
		113	Review and analyze updated notices and ballots.	0.60
		113	Analyze solicitation issues.	0.60
11/10/20	AHS	113	Call with counsel for Debtors and Lapis re: management and plan issues.	0.60
11/10/20	BM	113	Attend to proposed revisions of plan documents.	1.30
11/10/20	LFH	113	Review and analyze updated disclosure statement.	1.20
		113	Analyze solicitation and confirmation issues.	0.60
		113	Review and analyze updated plan.	1.40
11/11/20	BM	113	Attend to revisions of amended plan documents.	0.90
11/12/20	LFH	113	Analyze term sheet update issues.	0.60
		113	Analyze D&O cause of action issues.	0.40
		113	Analyze plan supplement document preparation issues.	0.60
		113	Prepare draft GUC Distribution Trust Agreement for Plan Supplement.	1.90
		113	Analyze plan supplement issues.	0.30
11/13/20	BM	113	Attend to issues regarding plan supplement documents.	0.90
11/13/20	LFH	113	Analyze plan supplement issues.	0.80
11/14/20	GAK	113	Review disclosure statement order and emails to A. Sherman and B. Mankovetskiy regarding same.	0.50
11/14/20	LFH	113	Prepare summary of plan release issues.	0.40
		113	Analyze plan release issues.	0.90

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11/15/20	BM	113	Analysis regarding corrections of release provisions of filed proposed plan and related documents.	0.80
11/15/20	LFH	113	Confer with B. Mankovetskiy regarding plan modification issues.	0.20
		113	Analyze D&O cause of action retention and pursuit issues.	0.60
		113	Analyze plan release issues.	0.60
		113	Analyze plan modification issues.	0.70
11/16/20	AHS	113	Call with counsel for UMB/Lapis re: plan issues.	0.20
		113	Call with counsel for Debtors re: plan and release issues.	0.50
		113	Email to Committee re: plan update.	0.40
		113	Call with committee member re: plan issues.	0.20
11/16/20	BM	113	Analysis regarding Debtors' proposed revisions to release provisions of amended plan.	0.40
		113	Analysis regarding revised settlement term sheet with Lapis Parties.	0.70
		113	Analysis regarding modifications of proposed amended plan and related documents.	1.10
		113	Analysis regarding D&O causes of action agreement with Lapis and Debtors.	0.90
		113	Analysis regarding GUC distribution trust agreement.	0.80
		113	Call with Debtors' and Lapis' counsel regarding plan modifications.	0.50

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11/16/20	LFH	113	Call with Lapis Parties' attorneys regarding D&O Cause of Action agreement and solicitation issues.	0.30
		113	Prepare correspondence to Committee regarding plan supplement issues.	0.60
		113	Update Term Sheet for plan supplement.	1.80
		113	Call with Debtors' and Lapis Parties' counsel regarding plan modification issues.	0.50
		113	Prepare GUC Distribution Trust Agreement.	0.60
		113	Call with A. Sherman and B. Mankovetskiy regarding plan modification issues.	0.20
		113	Analyze plan supplement issues.	0.40
		113	Prepare summary of plan modification issues for Committee.	0.30
		113	Review plan with respect to release issues and potential remedies.	0.60
		113	Revise released parties definition.	0.40
		113	Prepare D&O Cause of Action Agreement for plan supplement.	0.80
11/17/20	AHS	113	Emails and calls re: plan release issues.	0.50
11/17/20	BM	113	Attend to draft notice of filing of proposed plan modifications and comments thereto.	0.70
		113	Attend to issues regarding modifications of proposed amended plan and related documents.	0.90
		113	Attend to issues regarding plan supplement.	0.80
11/17/20	LFH	113	Prepare draft D&O Cause of Action Agreement for plan supplement.	1.90
		113	Review and analyze proposed Debtor modifications to plan.	0.40
		113	Analyze plan modification issues.	0.60

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		113	Revise proposed released parties definition.	0.60
		113	Review plan with respect to release issues.	0.40
		113	Review draft notice of proposed plan modifications.	0.30
		113	Revise draft notice of proposed plan modifications.	0.40
		113	Analyze GUC Distribution Trust issues.	0.60
		113	Prepare GUC Distribution Trust Agreement.	0.80
		113	Revise D&O Cause of Action Agreement for plan supplement.	0.80
		113	Research and analyze D&O cause of action retention issues.	0.90
		113	Coordinate with Debtors' counsel regarding plan modification issues.	0.40
		113	Confer with B. Mankovetskiy regarding Term Sheet update and D&O Cause of Action Agreement issues.	0.30
11/18/20	AHS	113	Attend status conference and follow up calls with Debtors' counsel re: notice.	0.90
		113	Review notice of errata and emails re: same.	0.40
11/18/20	BM	113	Analysis regarding draft GUC distribution trust agreement.	1.20
		113	Analysis regarding notice of errata in connection with distributed solicitation materials.	0.70
		113	Attend to draft D&O causes of action agreement with Lapis and Debtors.	1.10
11/18/20	LFH	113	Update term sheet for filing with Plan Supplement.	3.20

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		113	Prepare draft GUC Distribution Trust Agreement.	2.60
		113	Review draft notice of errata.	0.20
		113	Analyze notice of errata issues.	0.20
		113	Revise notice of errata.	0.40
		113	Review and analyze plan with respect to GUC Distribution Trust issues.	0.80
11/19/20	AHS	113	Call with BRG re: plan issues.	0.40
11/19/20	BM	113	Call with BRG regarding plan issues.	0.20
		113	Attend to issues regarding plan supplement.	0.80
		113	Analysis regarding revisions of D&O causes if action agreement.	0.60
		113	Analysis regarding GUC Distribution Trust agreement.	0.70
11/19/20	LFH	113	Analyze Term Sheet update finalization issues.	0.40
		113	Review Lapis Parties' comments to D&O Cause of Action Agreement.	0.30
		113	Analyze D&O Cause of Action Agreement finalization issues.	0.40
		113	Revise GUC Distribution Trust Agreement.	1.60
		113	Revise D&O Cause of Action Agreement.	0.80
		113	Prepare GUC Distribution Trust Agreement.	1.60
		113	Analyze GUC Distribution Trust issues.	0.90
		113	Review Lapis Parties' comments to updated Term Sheet.	0.30
11/20/20	AHS	113	Emails with Committee and members re: trust agreement, POC and liquidating trustee.	0.60

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11/20/20	BM	113	Attend to draft motion to file Lapis settlement term sheet under seal.	0.40
		113	Attend to plan supplement documents.	1.90
11/20/20	LFH	113	Analyze plan supplement finalization issues.	0.70
		113	Analyze D&O Cause of Action Agreement issues.	0.40
		113	Prepare summary of D&O Cause of Action Agreement and GUD Distribution Trust Agreement for Committee.	0.90
11/23/20	BM	113	Attend to plan supplement documents.	1.80
		113	Analysis regarding CMS's proposed revisions to plan.	0.60
11/23/20	LFH	113	Coordinate with Debtors' counsel and Lapis Parties' counsel regarding plan supplement finalization issues.	0.60
		113	Review and analyze draft sealing motion for Term Sheet.	0.60
		113	Call with R. Jareck regarding D&O Cause of Action Agreement issues.	0.20
		113	Revise D&O Cause of Action Agreement.	0.80
		113	Confer with B. Mankovetskiy regarding plan supplement issues.	0.20
		113	Revise draft sealing motion for Term Sheet.	0.90
		113	Analyze plan supplement issues.	0.70
11/24/20	AHS	113	Committee meeting re: plan issues and follow up emails re: same.	0.70
		113	Further review of plan supplement documents.	0.50
		113	Call with S. Sass re: liquidating trustee role and email to Committee re: same.	0.30

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11/24/20	BM	113	Attend to issues regarding selection of GUC Distribution Trustee and oversight committee.	0.30	
		113	Attend to plan supplement documents.	1.10	
		113	Attend to revisions of GUC distribution trust agreement.	0.60	
11/24/20	LFH	113	Update GUC Distribution Trust Agreement in light of GUC Distribution Trustee selection.	0.40	
		113	Review draft GUC Distribution Trust Agreement in light of GUC Distribution Trustee selection.	0.60	
		113	Coordinate with Debtors' counsel and Lapis Parties' counsel on plan supplement issues.	0.40	
		113	Analyze GUC Distribution Trust Agreement issues.	0.70	
		113	Committee call in anticipation of Plan Supplement filing.	0.50	
11/25/20	BM	113	Attend to plan supplement documents.	0.90	
11/25/20	LFH	113	Analyze GUC Distribution Trust issues.	0.60	
		113	Analyze plan supplement finalization issues.	0.60	
11/30/20	LFH	113	Research and analyze contract severability issues.	1.20	
TASK TOTAL 113				120.40	88,365.00
TOTAL FEES				159.80	\$118,867.50
TOTAL FEES at Blended Rate of \$495				159.80	\$79,101.00

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TASK CODE SUMMARY

101	Asset Analysis and Recovery	3.80	2,913.00
102	Asset Disposition	4.80	3,492.00
103	Business Operations	1.80	1,431.00
104	Case Administration	9.70	7,105.00
105	Claims Administration and Objections	13.40	11,003.00
106	Employee Benefits/Pensions	0.60	537.00
110	Litigation (Other than Avoidance Action Litigation)	1.60	1,080.00
112	Meetings of Creditors	3.70	2,941.50
113	Plan and Disclosure Statement	120.40	88,365.00
TOTAL FEES		159.80	\$118,867.50
TOTAL FEES at Blended Rate of \$495		159.80	\$79,101.00

FEE RECAP

AHS	Andrew H. Sherman	Member	\$895.00	17.10	15,304.50
BM	Boris Mankovetskiy	Member	\$795.00	58.40	46,428.00
GH	George R. Hirsch	Member	\$750.00	3.90	2,925.00
LFH	Lucas F. Hammonds	Of Counsel	\$675.00	79.20	53,460.00
GAK	Gregory A. Kopacz	Associate	\$625.00	1.20	750.00
TOTAL FEES				159.80	\$118,867.50
TOTAL FEES at Blended Rate of \$495				159.80	\$79,101.00

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DISBURSEMENT DETAIL

E105			
10/19/20	E105	Telephone	7.09
E107			
11/04/20	E107	Lexis	34.88
11/17/20	E107	Lexis	78.51
11/17/20	E107	Lexis	8.38
TOTAL DISBURSEMENTS			<u>\$128.86</u>

DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	1.00	7.09
E107	Lexis	3.00	121.77
TOTAL DISBURSEMENTS			<u>\$128.86</u>
TOTAL THIS INVOICE			<u><u>\$79,229.86*</u></u>

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Discounted Rates* (\$97,277.50) and fees at *Blended Rate* of \$495 (\$79,101.00) apply.

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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS	
101 - ASSET ANALYSIS AND RECOVERY					
12/07/20	BM	101	Analysis regarding potential D&O claims and insurance coverage.	0.80	
12/14/20	BM	101	Analysis of issues regarding preservation of D&O claims.	0.70	
TASK TOTAL 101				1.50	1,192.50
102 - ASSET DISPOSITION					
12/02/20	BM	102	Analysis regarding motion to assume/reject Cerner contracts.	0.90	
12/06/20	LFH	102	Review and analyze draft motion to assume and reject Cerner contracts.	0.40	
12/07/20	BM	102	Analysis regarding Lane declaration in support of motion to assume Cerner BSA.	0.30	
		102	Analysis regarding motion to assume/reject Cerner contracts.	0.80	
12/09/20	BM	102	Attend to issues regarding potential resolution of motion to reject/assume Cerner contracts.	1.30	

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12/16/20	BM	102	Analysis regarding Cerner's objection to motion to assume/reject contracts.	0.60	
12/17/20	BM	102	Appear at hearing on Debtors' motion to assume / reject Cerner contracts.	0.60	
TASK TOTAL 102				4.90	3,847.50

103 - BUSINESS OPERATIONS

12/04/20	BM	103	Analysis regarding proposed consulting agreement with J. Gallagher.	0.40	
TASK TOTAL 103				0.40	318.00

104 - CASE ADMINISTRATION

12/01/20	BM	104	Call with Debtors' and Lapis' counsel regarding pending matters.	0.90	
12/02/20	LFH	104	Creditor inquiry.	0.30	
12/03/20	BM	104	Call with Debtors' and Lapis' counsel regarding pending matters.	0.60	
12/04/20	AHS	104	Attend Committee call re: plan and AHM issues.	0.60	
12/04/20	BM	104	Attend telephonic Committee meeting.	0.50	
12/04/20	GAK	104	Update case calendar.	0.10	
12/04/20	LFH	104	Call with Committee regarding plan and Gallagher/AHM mediation issues.	0.50	
		104	Review and analyze correspondence from Dr. Drazin regarding claims and plan.	0.30	
		104	Prepare response to Dr. Drazin regarding claims and plan inquiry.	0.90	
12/08/20	BM	104	Call with Debtors' and Lapis' counsel regarding pending matters.	1.00	

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12/09/20	BM	104	Call with Debtors' and Lapis' counsel regarding pending matters.	0.40	
12/09/20	GAK	104	Update case calendar.	0.10	
12/10/20	BM	104	Call with Debtors and Lapis' counsel regarding pending matters.	0.40	
		104	Analysis regarding proposed consulting agreements with Gallagher and Rowan.	0.60	
12/11/20	GAK	104	Review Debtors' stipulation regarding voting timeline.	0.10	
12/14/20	GAK	104	Update case calendar.	0.30	
12/15/20	BM	104	Analysis regarding proposed revised Gallagher consulting agreement.	0.60	
12/16/20	BM	104	Attend Court status conference.	1.70	
12/16/20	GAK	104	Review Debtors' proposed settlement with Siemens and emails A. Sherman regarding same.	0.20	
12/17/20	BM	104	Appear at Court status conference regarding plan issues.	0.90	
		104	Prepare an update report for Committee.	0.70	
12/19/20	BM	104	Call with Debtors' counsel regarding pending matters.	0.40	
		104	Prepare an update report to the Committee.	0.60	
12/21/20	GAK	104	Review and analyze proposed plan confirmation order.	0.40	
12/24/20	GAK	104	Review confirmation order and calendar pertinent dates; review stipulation regarding use of cash collateral.	0.30	
12/31/20	GAK	104	Review Debtors' Motion to Extend Deadline to Assume/Reject Leases and email A. Sherman regarding same.	0.20	
TASK TOTAL 104				13.60	10,343.00

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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

12/01/20	AHS	105	Calls with counsel for Debtors and Lapis re: Cerner issues.	1.10
		105	Further research and diligence re: Cerner motion and claims.	1.20
12/01/20	BM	105	Attend to issues regarding mediation of AHM and Gallagher claims.	1.20
		105	Analysis regarding Cerner-related issues.	1.30
12/01/20	GH	105	Telephone conference with B. Mankovetskiy and L. Hammonds regarding Cerner arbitration issue.	0.30
		105	Research regarding arbitration issue regarding Cerner.	2.30
		105	Telephone conference with L. Hammonds re: Cerner.	0.30
		105	Follow-up telephone conference with L. Hammonds regarding Cerner.	0.20
		105	Continue to review relevant case law regarding arbitration issue.	1.90
		105	Analysis for opposition to relief from Stay Motion regarding arbitration.	1.30
12/01/20	LFH	105	Confer with B. Mankovetskiy regarding Cerner arbitration issues.	0.40
		105	Confer with G. Hirsch regarding 9th Circuit arbitration issues.	0.40
		105	Call with B. Mankovetskiy regarding 9th Circuit arbitration issues.	0.30
		105	Call with G. Hirsch regarding Cerner arbitration issues.	0.20
		105	Confer with B. Mankovetskiy regarding Cerner arbitration motion.	0.30

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	105	Review and analyze Cerner arbitration motion.	0.80	
	105	Research and analyze contract severability issues.	1.20	
	105	Research and analyze arbitration provision enforcement issues.	1.60	
	105	Research and analyze arbitration unconscionability issues.	0.60	
	105	Review and analyze Cerner contracts.	0.90	
	105	Review and analyze Cerner claim and administrative expense motion.	0.80	
	105	Review and analyze objection to Cerner administrative expense motion.	0.70	
	105	Analyze mediation objection issues.	0.80	
	105	Prepare summary of Cerner issues.	1.20	
	105	Call with B. Mankovetskiy and G. Hirsch regarding Cerner arbitration issues.	0.50	
12/02/20	BM	105	Call with Lapis and Debtors' counsel regarding Cerner issues.	0.50
	105	Analysis regarding opposition to Cerner arbitration motion.	0.70	
	105	Analysis regarding objections to Cerner's claims.	0.80	
12/02/20	GH	105	Further research regarding arbitration issues.	2.80
	105	Telephone conference with L. Hammonds regarding Cerner issues.	0.30	
12/02/20	LFH	105	Analyze Cerner arbitration issues.	0.40
	105	Call with Debtors' counsel, Lapis Parties' counsel, A. Sherman, and B. Mankovetskiy regarding Cerner arbitration and claim issues.	0.50	

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12/03/20	BM	105	Analysis regarding AHM/Gallagher claims and objections thereto.	1.40
		105	Analysis regarding Cerner contracts.	1.60
		105	Analysis regarding objection to Cerner's motion to compel arbitration.	0.80
12/03/20	LFH	105	Analyze Cerner arbitration and litigation issues.	0.80
12/04/20	AHS	105	Address Cerner issues and draft objection to arbitration motion.	0.70
		105	Attend mediation with Judge Corbitt re: AHM issues and follow up with parties re: same.	1.70
12/04/20	BM	105	Attend initial mediation session regarding AHM.	1.20
		105	Prepare for AHM/Gallagher mediation.	1.10
		105	Analysis regarding Cerner-related issues.	1.30
		105	Analysis regarding Banner Bank's motion for allowance of administrative expense claim.	0.40
12/04/20	LFH	105	Analyze Gallagher mediation issues.	0.60
12/06/20	LFH	105	Analyze Cerner arbitration issues.	0.60
		105	Review and analyze draft objection to Cerner arbitration motion.	0.60
12/07/20	AHS	105	Attend mediation re: AHM issues.	0.40
		105	Review of draft pleadings re: Cerner claims and arbitration.	0.40
		105	Call with counsel for Cerner and counsel for Debtor re: Cerner issues and possible resolution.	0.80
12/07/20	BM	105	Attend call with mediator regarding AHM/Gallagher mediation.	0.40

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		105	Analysis regarding potential settlement with AHM/Gallagher.	0.90
		105	Analysis regarding objection to Cerner's claims.	0.90
		105	Analysis regarding objection to Cerner motion to compel arbitration.	1.10
12/07/20	LFH	105	Analyze AHM mediation issues.	0.60
		105	Review and analyze draft objection to Cerner arbitration motion.	0.60
		105	Analyze Cerner strategy issues.	0.70
12/08/20	AHS	105	Emails re: mediation of C. Lewis claim and follow up re: same.	0.30
12/08/20	BM	105	Attend to issues regarding mediation of C. Lewis claims.	0.70
		105	Attend to issues regarding potential settlement with AHM.	0.90
		105	Attend to issues regarding Cerner claims.	0.70
12/09/20	AHS	105	Call with UST re: plan objection issues.	0.50
12/09/20	BM	105	Attend to issues regarding AHM mediation and potential settlement.	1.60
		105	Analysis regarding proposed Weaver settlement.	0.60
12/10/20	AHS	105	Attend hearing re: Cerner lift stay and arbitration motion.	2.20
		105	Review of pleadings re: Cerner and prepare for hearing.	0.50
12/10/20	BM	105	Appear at telephonic hearing on Cerner motion to compel arbitration.	1.40
		105	Attend continued mediation regarding AHM.	0.30
		105	Analysis regarding Debtor's proposed settlement with Premier.	0.30

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		105	Attend to issues regarding potential settlement with AHM/Gallagher.	1.70
12/11/20	BM	105	Attend to proposed settlement with AHM/Gallagher.	1.10
		105	Analysis and revisions of draft stipulation regarding settlement with AHM.	0.80
		105	Analysis regarding AHM's proposed revisions of settlement stipulation.	0.40
		105	Attend to issues regarding proposed settlement of Premier's claims.	0.30
12/11/20	LFH	105	Analyze AHM settlement issues.	0.80
		105	Review draft AHM settlement stipulation.	0.60
		105	Confer with B. Mankovetskiy regarding AHM settlement stipulation issues.	0.20
		105	Revise draft AHM settlement stipulation.	2.90
12/14/20	BM	105	Analysis and revisions of draft settlement stipulation with AHM/Gallagher.	1.10
		105	Analysis regarding Lapis Parties' and Debtors' comments to AHM settlement stipulation.	0.40
		105	Analysis regarding AHM's proposed revisions of settlement stipulation.	0.30
12/14/20	LFH	105	Analyze AHM settlement issues.	0.60
12/15/20	AHS	105	Emails and review of documents re: AHM settlement.	0.40
12/16/20	BM	105	Attend to issues regarding proposed settlement stipulation with AHM.	1.20
		105	Analysis regarding asserted Cerner cure issues.	0.70
		105	Attend to issues regarding mediation and proposed settlements of Ford and Lewis claims.	0.80

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		105	Call with Debtors' and Lapis' counsel regarding Cerner issues.	0.40	
12/17/20	BM	105	Analysis regarding proposed consent order regarding assumption of Cerner EMR contract.	0.60	
12/18/20	BM	105	Attend to settlement stipulation with AHM/Gallagher.	0.70	
TASK TOTAL 105				73.40	56,406.00

106 - EMPLOYEE BENEFITS/PENSIONS

12/03/20	AHS	106	Review of materials re: mediation and emails with J. Pearson re: same.	0.30	
TASK TOTAL 106				0.30	268.50

107 - FEE/EMPLOYMENT APPLICATIONS

12/03/20	GAK	107	Begin drafting September fee application.	0.50	
12/04/20	AHS	107	Review and revise fee application and email to UST re: rate increase.	0.30	
12/04/20	GAK	107	Work on September fee application.	1.20	
		107	Draft declaration regarding rate change.	1.30	
12/07/20	GAK	107	Prepare October fee application.	1.30	
12/08/20	GAK	107	Communication with local counsel regarding declaration and October fee application.	0.10	
12/18/20	GAK	107	Communications with team regarding fee applications.	0.20	
12/29/20	GAK	107	Attention to fee application issues.	0.20	
TASK TOTAL 107				5.10	3,268.50

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109 - FINANCING

12/17/20	BM	109	Analysis of proposed term sheet, credit agreement and related documents from MultiCare for proposed exit financing.	2.30	
12/17/20	LFH	109	Review and analyze Multicare financing proposal.	0.70	
		109	Review and analyze Multicare credit agreement.	0.60	
12/18/20	BM	109	Analysis regarding proposed resvised MultiCare loan documents.	1.70	
TASK TOTAL 109				5.30	4,057.50

113 - PLAN AND DISCLOSURE STATEMENT

12/01/20	AHS	113	Call with counsel for Debtors and Lapis re: AHM mediation issues.	1.00	
12/02/20	AHS	113	Further research and diligence re: Cerner issues.	1.30	
		113	Call with counsel for Debtor and Lapis re: Cerner issues and follow up emails re: same.	0.50	
12/02/20	BM	113	Attend to issues regarding plan modifications to address objections to confirmation.	1.40	
12/03/20	AHS	113	Review of Cerner contracts and emails to Debtors' counsel re: same.	0.80	
		113	Research re: Cerner issues and emails to counsel for Lapis and Debtors re: same.	1.10	
		113	Call with counsel for Debtors, Lapis and UMB re: Cerner issues.	0.70	

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12/03/20	LFH	113	Analyze confirmation issues.	0.30
12/04/20	AHS	113	Review of plan objection pleadings.	1.30
12/04/20	BM	113	Analysis regarding HHS and USSBA objections to plan confirmation.	0.60
		113	Analysis regarding State of Washington objection to plan confirmation.	0.40
		113	Attend to issues regarding plan modifications.	1.20
		113	Analysis regarding Premier's objection to plan confirmation.	0.30
		113	Analysis regarding US Trustee's objection to plan confirmation.	0.70
		113	Analysis regarding Cerner's objection to plan confirmation.	0.70
12/04/20	LFH	113	Prepare summary of Cerner plan objection for Committee.	0.40
		113	Review and analyze Cerner plan objection.	0.60
		113	Analyze Cerner objection response issues.	0.30
		113	Analyze confirmation issues.	0.60
12/07/20	AHS	113	Calls with counsel for Debtors and counsel for Lapis re: AHM mediation issues.	0.80
12/07/20	LFH	113	Analyze confirmation issues.	0.70
		113	Review and analyze plan and plan supplement regarding insurance policy issues.	0.60
12/08/20	AHS	113	Review of plan objections.	0.30
		113	Call with counsel for Debtors, UMB and Lapis re: plan objections.	1.00
12/08/20	BM	113	Attend to issues regarding resolution of objections to proposed plan.	1.30
12/09/20	AHS	113	Call with Debtors' counsel and Lapis re: Cerner issues.	0.50

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12/09/20	BM	113	Call with UST regarding plan objections.	0.40
		113	Attend to issues regarding resolution of plan confirmation objections.	1.40
12/09/20	GAK	113	Review notice regarding preliminary hearing for plan confirmation and email A. Sherman regarding same.	0.20
12/09/20	LFH	113	Analyze U.S. Trustee objection resolution issues.	0.40
		113	Confer with B. Mankovetskiy regarding U.S. Trustee objection to plan.	0.30
		113	Review and analyze U.S. Trustee objection to plan.	0.70
12/10/20	AHS	113	Attend mediation with Judge Corbitt and follow up emails and calls with parties re: same.	0.60
12/10/20	BM	113	Attend to issues regarding resolution of objections to plan confirmation.	1.30
		113	Analysis regarding draft memorandum in support of confirmation and response to objections.	1.20
12/10/20	LFH	113	Review and analyze objections to plan confirmation.	1.20
		113	Analyze plan objection response issues.	1.10
		113	Research and analyze exculpation and limitation of liability issues.	2.30
		113	Review and analyze draft confirmation brief.	1.80
		113	Revise draft confirmation brief.	1.30
		113	Analyze confirmation order issues.	0.60
		113	Review and analyze plan and plan supplement with respect to confirmation issues.	0.80

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		113	Coordinate with plan proponents regarding confirmation brief and order issues.	0.30
12/11/20	AHS	113	Address AHM issues and review of stipulation and comments re: same.	0.60
12/11/20	BM	113	Analysis regarding draft Lane Declaration in support of confirmation.	0.60
		113	Analysis and revisions of draft confirmation brief and responses to plan objections.	1.20
12/11/20	LFH	113	Review plan documents with respect to confirmation order issues.	0.40
		113	Analyze release scope issues.	0.30
		113	Analyze claim preservation issues.	0.30
		113	Update draft confirmation brief.	0.60
		113	Review and analyze revised draft confirmation brief from Debtors.	0.90
		113	Analyze confirmation order issues.	0.30
		113	Analyze confirmation issues.	0.80
12/13/20	AHS	113	Review of email and draft stipulation re: AHM; emails re: same and scope of release.	0.50
12/13/20	LFH	113	Review and analyze AHM plan objection.	0.60
12/14/20	AHS	113	Calls and emails re: AHM issues, consulting agreement and possible settlement.	0.60
12/14/20	BM	113	Analysis regarding AHM's objection to plan confirmation.	0.60
		113	Analysis of issues regarding administrative claims and cure reserves under the proposed plan.	0.70
12/14/20	LFH	113	Analyze confirmation issues.	0.60
		113	Review and analyze confirmation objections.	0.40

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12/15/20	BM	113	Analysis regarding reply to AHM's objection to confirmation.	0.90
12/16/20	AHS	113	Attend hearing re: Cerner issues.	1.90
		113	Call with counsel for Debtors and Lapis re: Cerner issues.	0.40
		113	Call with BRG re: plan issues.	0.40
12/16/20	BM	113	Analysis regarding proposed form of confirmation order.	1.10
		113	Call with Debtors' counsel regarding confirmation issues.	0.30
12/16/20	LFH	113	Review and analyze draft confirmation order.	1.70
		113	Analyze confirmation issues.	0.40
		113	Review plan support documents.	0.60
		113	Review plan objections.	0.60
		113	Analyze confirmation hearing issues.	0.30
		113	Revise draft confirmation order.	1.30
12/17/20	AHS	113	Review of MultiCare documents and emails re: same.	1.40
		113	Attend hearing re: Cerner assumption issues.	1.10
		113	Attend status conference re: plan issues.	1.60
		113	Calls with counsel for Debtors and Lapis re: MultiCare issues.	0.70
		113	Email to Committee re: MultiCare issues, follow up re: same; emails with BRG re: MultiCare issues.	0.60
12/17/20	BM	113	Analysis and revisions of proposed form of confirmation order.	1.20
		113	Analysis of issues in connection with proposed MultiCare transaction.	1.30

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		113	Attend to issues regarding Cerner's objection to confirmation and cure amount in connection with assumption of EMR contract.	1.30
		113	Attend to issues regarding potential resolution of Cerner's objection to confirmation.	1.10
12/17/20	LFH	113	Analyze plan supplement document revision issues in light of Multicare proposal.	0.80
		113	Review and analyze escrow agreement.	0.60
		113	Analyze plan revision issues in light of Multicare financing proposal.	1.10
12/18/20	AHS	113	Attend confirmation hearing.	1.80
		113	Review of objections and prepare for hearing.	0.50
		113	Address confirmation issues in light of Multicare transaction and emails re: same.	0.80
12/18/20	BM	113	Attend to revisions of proposed form of confirmation order memorializing resolutions of certain objections.	0.50
		113	Analysis regarding plan modifications in connection with proposed MultiCare transaction.	1.20
		113	Analysis regarding proposed resolution of Cerner's objection to confirmation and cure payment for assumed EMR contract.	1.10
		113	Analysis regarding Committee's proposed terms of consenting to modified plan based on MultiCare transaction.	0.90
		113	Appear at initial plan confirmation hearing.	1.80
12/18/20	LFH	113	Review and analyze Multicare transaction escrow agreement.	0.40

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		113	Analyze confirmation order issues.	0.60
		113	Analyze GUC distribution trust agreement revision issues.	0.70
		113	Review and analyze GUC distribution trust agreement in light of plan updates.	0.90
		113	Analyze updated Committee plan proposal issues.	0.30
		113	Review and analyze proposed Multicare financing documents.	0.90
		113	Analyze plan update issues.	0.70
		113	Analyze confirmation issues.	0.60
12/19/20	AHS	113	Review of modified plan and related documents.	1.60
		113	Calls and emails with Debtors' counsel re: plan consideration issues and email to Committee re: same.	0.80
12/19/20	BM	113	Analysis and revisions regarding proposed modified plan of liquidation, confirmation order and MultiCare transaction documents.	2.90
		113	Analysis regarding draft declaration of M. Lane on plan feasibility issues.	0.70
12/19/20	LFH	113	Review and analyze modified draft plan.	0.80
		113	Review and analyze updated draft confirmation order.	0.70
		113	Confer with B. Mankovetskiy regarding updated draft plan and confirmation order.	0.20
		113	Revise updated confirmation order.	0.90
		113	Analyze modified Committee plan proposal issues in light of potential Multicare financing.	0.60
		113	Analyze confirmation order revision issues.	0.40
		113	Analyze plan revision issues.	0.40

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		113	Call with Debtors' counsel, A. Sherman, and B. Mankovetskiy regarding plan issues.	0.40
12/20/20	AHS	113	Review of revised confirmation documents.	0.40
		113	Email to Committee re: confirmation issues.	0.20
12/20/20	BM	113	Analysis and revisions regarding proposed modified plan of liquidation, confirmation order and MultiCare transaction documents.	3.30
		113	Attend to issues regarding proposed settlement of Cerner's objection to confirmation.	0.90
		113	Analysis regarding revised supplemental Lane declaration in support of confirmation.	0.40
12/20/20	LFH	113	Review and analyze updated plan.	0.30
		113	Review and analyze updated confirmation order.	0.30
		113	Review and analyze draft Lane declaration in support of plan.	0.20
12/21/20	AHS	113	Calls and emails re: confirmation issues and MultiCare transaction.	0.40
		113	Attend further adjourned confirmation hearing.	0.70
		113	Attend further adjourned hearing.	0.40
		113	Follow up call with counsel for Debtors, UMB and Lapis re: Cerner and confirmation issues.	0.40
12/21/20	BM	113	Appear at continued confirmation hearing.	0.40
		113	Attend to issues regarding potential settlement of Cerner's objection to confirmation and cure issues.	1.20

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		113	Attend to issues regarding proposed modified confirmation order and MultiCare transaction documents.	1.10
		113	Call with Debtors' and Lapis' counsel regarding plan issues.	0.30
12/21/20	LFH	113	Review updated plan documents as filed.	0.40
		113	Analyze plan document issues.	0.30
		113	Analyze confirmation issues.	0.40
12/22/20	AHS	113	Review of revised plan and comments from various parties.	0.80
		113	Emails with Debtors' counsel and Lapis re: plan issues and comments, including call with counsel for Lapis.	0.70
12/22/20	BM	113	Attend to issues regarding proposed settlement of Cerner's objection to confirmation.	0.80
		113	Analysis regarding proposed revisions of modified plan of liquidation, confirmation order and MultiCare transaction documents.	1.30
12/22/20	LFH	113	Review Cerner comments to confirmation order.	0.30
12/23/20	AHS	113	Email to Committee re: results of confirmation hearing.	0.20
		113	Attend confirmation hearing.	0.40
		113	Review of emails re: confirmation resolutions with Cerner and language re: same.	0.40
12/23/20	BM	113	Appear at continued confirmation hearing.	0.40
		113	Attend to revisions of the proposed form of confirmation order.	0.70

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113	Attend to issues regarding proposed resolution of Cerner's objection to confirmation.	0.70	
TASK TOTAL 113		110.80	86,440.00
TOTAL FEES		215.30	\$166,141.50
TOTAL FEES at Blended Rate of \$495		215.30	\$106,573.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	1.50	1,192.50
102	Asset Disposition	4.90	3,847.50
103	Business Operations	0.40	318.00
104	Case Administration	13.60	10,343.00
105	Claims Administration and Objections	73.40	56,406.00
106	Employee Benefits/Pensions	0.30	268.50
107	Fee/Employment Applications	5.10	3,268.50
109	Financing	5.30	4,057.50
113	Plan and Disclosure Statement	110.80	86,440.00
TOTAL FEES		215.30	\$166,141.50
TOTAL FEES at Blended Rate of \$495		215.30	\$106,573.50

FEE RECAP

AHS	Andrew H. Sherman	Member	\$895.00	41.60	37,232.00
BM	Boris Mankovetskiy	Member	\$795.00	94.10	74,809.50
GH	George R. Hirsch	Member	\$750.00	9.40	7,050.00

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LFH	Lucas F. Hammonds	Of Counsel	\$675.00	63.50	42,862.50
GAK	Gregory A. Kopacz	Associate	\$625.00	6.70	4,187.50
TOTAL FEES				215.30	\$166,141.50
TOTAL FEES at Blended Rate of \$495				215.30	\$106,573.50

DISBURSEMENT DETAIL

E105

11/16/20	E105	Telephone	8.43
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E107

12/01/20	E107	Lexis	178.17
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12/01/20	E107	Lexis	17.79
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12/10/20	E107	Lexis	26.68
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E118

11/30/20	E118	Litigation support vendors (Logikcull project hosting)	250.00
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12/31/20	E118	Litigation support vendors (Logikcull project hosting)	250.00
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TOTAL DISBURSEMENTS			\$731.07
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DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	1.00	8.43
E107	Lexis	3.00	222.64
E118	Litigation support vendors (Logikcull)	2.00	500.00

SILLS CUMMIS & GROSS

A PROFESSIONAL CORPORATION

THE LEGAL CENTER
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(973) 643-7000

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Date 01/25/21
08650116.000001 - AHS

TOTAL DISBURSEMENTS

\$731.07

TOTAL THIS INVOICE

\$107,304.57*

*Total includes fees at ***Blended Rate***. Per Retention
Application, lesser of fees at *Discounted Rates* (**\$166,141.50**)
and fees at *Blended Rate* of \$495 (**\$106,573.50**) apply.

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Date 02/04/21
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Official Committee of Unsecured Creditors of Astria Health
c/o Justin D. Pitt, Interim Committee Chair
CHSPSC, LLC
4000 Meridian Blvd.
Franklin, TX 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS	
102 - ASSET DISPOSITION					
01/12/21	BM	102	Analysis regarding motion to dispose of certain records.	0.20	
TASK TOTAL 102				0.20	159.00
104 - CASE ADMINISTRATION					
01/11/21	LFH	104	Update GUC Distribution Trust agreement.	0.60	
		104	Analyze GUC Distribution Trust update issues.	0.60	
		104	Review GUC Distribution Trust agreement.	0.40	
		104	Analyze post-effective date issues.	0.80	
01/14/21	GAK	104	Review Debtors' Motion to Dispose of Patient Records.	0.10	
01/15/21	BM	104	Attend to issues regarding plan effective date and establishment of GUC Distribution Trust.	1.20	
		104	Prepare an update report to Committee.	0.40	

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01/15/21	LFH	104	Analyze effective date issues.	0.40	
TASK TOTAL 104				4.50	3,224.50

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

01/06/21	BM	105	Analysis regarding Banner Bank's claims and proposed stipulation regarding same.	0.60	
01/15/21	BM	105	Analysis regarding proposed stipulation regarding VK Powell's claims and related documents.	0.70	
TASK TOTAL 105				1.30	1,033.50

107 - FEE/EMPLOYMENT APPLICATIONS

01/04/21	GAK	107	Prepare November fee application.	2.20	
01/15/21	GAK	107	Attention to fee application issues.	0.20	
TASK TOTAL 107				2.40	1,500.00

113 - PLAN AND DISCLOSURE STATEMENT

01/04/21	AHS	113	Email and follow up re: MultiCare closing and effective date.	0.20	
		113	Email re: MultiCare closing issues.	0.20	
01/04/21	BM	113	Attend to issues regarding satisfaction of conditions to plan effective date.	0.80	
01/04/21	LFH	113	Analyze post-confirmation and effective date issues.	0.70	
01/06/21	BM	113	Attend to GUC Distribution Trust organizational issues.	0.90	
		113	Attend to issues regarding satisfaction of conditions to plan effective date.	0.60	

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01/11/21	AHS	113	Call with liquidating trustee re: effective date issues and funding of trust.	0.30	
		113	Call with counsel for Debtors re: effective date and MultiCare issues.	0.40	
01/11/21	BM	113	Attend to GUC Distribution Trust Agreement.	0.80	
		113	Attend to issues regarding plan effective date and establishment of GUC Distribution Trust.	1.20	
01/11/21	LFH	113	Call with A. Sherman, B. Mankovetskiy, and S. Sass regarding effective date issues.	0.20	
		113	Review and analyze plan and confirmation order for relevant effective date and GUC Distribution Trust information.	0.80	
01/12/21	AHS	113	Emails and calls re: effective date and funding of trust.	0.30	
01/12/21	BM	113	Attend to issues regarding plan effective date and funding of GUC Distribution Trust.	0.90	
01/12/21	LFH	113	Analyze effective date issues.	0.40	
01/13/21	BM	113	Attend to issues regarding satisfaction of conditions to plan effective date and establishment of GUC Distribution Trust.	1.10	
01/14/21	LFH	113	Review and analyze confirmation order with respect to effective date issues.	0.40	
01/15/21	AHS	113	Address issues re: effective date and email to Committee re: same.	0.50	
01/15/21	GAK	113	Review Confirmation Order and GUC Trust Agreement regarding key dates, deadlines and next steps.	1.90	
TASK TOTAL 113				12.60	9,584.00

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TOTAL FEES	21.00	\$15,501.00
TOTAL FEES at Blended Rate of \$495	21.00	\$10,395.00

TASK CODE SUMMARY

102	Asset Disposition	0.20	159.00
104	Case Administration	4.50	3,224.50
105	Claims Administration and Objections	1.30	1,033.50
107	Fee/Employment Applications	2.40	1,500.00
113	Plan and Disclosure Statement	12.60	9,584.00
TOTAL FEES		21.00	\$15,501.00
TOTAL FEES at Blended Rate of \$495		21.00	\$10,395.00

FEE RECAP

AHS	Andrew H. Sherman	Member	\$895.00	1.90	1,700.50
BM	Boris Mankovetskiy	Member	\$795.00	9.40	7,473.00
LFH	Lucas F. Hammonds	Of Counsel	\$675.00	5.30	3,577.50
GAK	Gregory A. Kopacz	Associate	\$625.00	4.40	2,750.00
TOTAL FEES				21.00	\$15,501.00
TOTAL FEES at Blended Rate of \$495				21.00	\$10,395.00
TOTAL THIS INVOICE					\$10,395.00*

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$15,501.00)** and fees at **Blended Rate** of \$495 (**\$10,395.00**) apply.

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Exhibit F

7866889

Summary of Timekeepers Included in the Total Compensation Period							
Name	Title	Primary Practice Group	Year of First Bar Admission	Total Fees Billed	Total Hours Billed	Hourly Rate Billed	No. of Rate Increases Since Case Inception
Andrew Sherman	Member	Bankruptcy	1991	\$77,865.00	87.0	\$895	2
				\$168,382.50	204.1	\$825	
				\$69,244.50	87.1	\$795	
Boris Mankovetskiy	Member	Bankruptcy	2001	\$159,397.50	200.5	\$795	2
				\$325,725.00	434.3	\$750	
				\$129,013.75	177.95	\$725	
Brian Coven	Member	Corporate	1982	\$73,125.00	97.5	\$750	N/A
George Hirsch	Member	Bankruptcy	1977	\$9,975.00	13.3	\$750	N/A
Mark Olinsky	Member	Litigation	1982	\$825.00	1.1	\$750	N/A
Charles Falletta	Member	Litigation	1996	\$690.00	1.2	\$575	N/A
Gregory Reid	Member	Litigation	2008	\$17,490.00	31.8	\$550	N/A
Lucas Hammonds	Of Counsel	Bankruptcy	2008	\$141,210.00	209.2	\$675	2
				\$121,875.00	195.0	\$625	
				\$37,720.00	65.6	\$575	
Marc Leve	Of Counsel	Corporate	1984	\$17,652.50	30.7	\$575	N/A
Rachel Brennan	Associate	Bankruptcy	2012	\$715.00	1.1	\$650	2
				\$99,067.50	166.5	\$595	
				\$41,692.50	76.5	\$545	
Gregory Kopacz	Associate	Bankruptcy	2010	\$8,625.00	13.8	\$625	2
				\$54,285.00	98.7	\$550	
				\$53,130.00	101.2	\$525	
Total (at Standard Rates)				\$1,607,705.75	2,294.15		
Total (After Application of \$495 Blended Hourly Rate Discount)				\$1,135,604.25	2,294.15		

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Exhibit G

7866889

Category of Timekeeper	Blended Hourly Rate	
	Billed Firm-Wide in 2020 (Excluding Restructuring Matters)	Billed in Connection with this Final Application ²
Senior Member Partner/Shareholder	\$711.76	\$777.76
Junior Member	\$551.56	\$550.00
Of Counsel	\$526.31	\$636.28
Senior Associate	\$411.62	\$562.51
All Timekeepers Aggregated (Before Application of \$495 Blended Rate Cap)	\$542.54	\$700.78
All Timekeepers Aggregated (After Application of \$495 Blended Rate Cap)	N/A	\$495.00

² As noted in the Declaration, the Firm agreed that its blended hourly rate for this engagement is subject to a \$495 monthly blended rate cap.

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Exhibit H

7866889

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

Case Name: In re Astria Health, et al. Case Number: 19-01189-11

**APPLICATION FOR AWARD OF COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES PURSUANT TO 11 USC 330, AND FOR
APPROVAL OF THE PAYMENT OF BANK FEES**

Name of Applicant: Sills Cummis & Gross P.C.

Position of Applicant: Counsel to the Official Committee of Unsecured Creditors

Application Number: Final

The undersigned applicant applies to the court for an award or allowance of compensation for services rendered and for reimbursement of expenses incurred in the above entitled case pursuant to 11 USC 330 (*or USC 331 if an interim application*), and for approval of the payment of bank fees pursuant to sections 363 and 503(b). This application is supported by the following information and attached documents.

- I. (*If applicant is employee of trustee, debtor in possession or creditors committee*)
Date of Entry of Order Approving Employment: July 5, 2019 (nunc pro tunc to May 23, 2019)
- II. Dates Covered by this Application: May 23, 2019 – January 15, 2021
- III. The name, position, hourly rate, total time spent and amount requested for all compensation for services rendered by each person covered by this application, in connection with this case, is as follows (*if this is the FIRST Application, include ALL time and amounts, both pre- and post-petition in this Application*):

Name	Position	Hourly Rate	Total Time	Amount Requested
Andrew Sherman	Member	\$795-895	378.2	\$315,492.00
Boris Mankovetskiy	Member	\$725-\$795	812.75	\$614,136.25
Brian Coven	Member	\$750	97.5	\$73,125.00
George Hirsch	Member	\$750	13.3	\$9,975.00
Mark Olinsky	Member	\$750	1.1	\$825.00
Charles Falletta	Member	\$575	1.2	\$690.00
Gregory Reid	Member	\$550	31.8	\$17,490.00
Lucas Hammonds	Of Counsel	\$575-\$675	469.8	\$300,805.00
Marc Leve	Of Counsel	\$575	30.7	\$17,652.50
Rachel Brennan	Associate	\$545-\$650	244.1	\$141,475.00
Gregory Kopacz	Associate	\$525-\$625	213.7	\$116,040.00
Total			2,294.15	\$1,607,705.75 ¹
TOTAL at \$495 Cap			2,294.15	\$1,135,604.25

¹ As noted in the Declaration of Andrew H. Sherman in Support of Official Committee of Unsecured Creditors' Application for Order Approving Employment of Sills Cummis & Gross P.C. Nunc Pro Tunc to May 23, 2019 [Dkt. #286], the Firm agreed that its blended hourly rate will be capped at \$495.
7871462

- IV. Total amount of REIMBURSEMENT of expenses requested by this application in connection with this case *[if this is the **FIRST** Application, include **ALL** costs (including filing fees), both pre- and post-petition]*: \$ 10,834.58
- V. Total of Compensation and Reimbursement requested: \$1,146,438.83
- VI. *(If applicant is a trustee)* The maximum amount of compensation allowable under 11 USC 326(a) is: \$ **N/A**
- VII. *(If applicant is an employee of trustee, debtor in possession or creditors committee).* All compensation for services rendered and reimbursement of expenses incurred for which award is sought were necessary to the administration of the case, beneficial to the estate, and does not include any unnecessary duplication of services. **Yes.**
- VIII. *(If applicant is the attorney for the debtor)* All compensation for services rendered and reimbursement for expenses incurred for which award is sought for representing the interests of the debtor(s) were necessary and beneficial to the debtor(s) in connection with the case. **N/A**
- IX. Compensation or reimbursement previously received has been shared with another entity, or an agreement or understanding exists between the applicant and any other entity for sharing of compensation received or to be received for services rendered in or in connection with this case, except as a member or regular associate of a firm of lawyers. **No.**
- X. Attached to this application, and made part of this application are the following supporting documents:
- a. Statement of Money or Property Received or Promised Other than by Applicant *(required in all cases, LF 2016A)*;
 - b. Summary Supporting Application for Compensation for Services or Reimbursement of Expenses *(required in all cases, LF 2016B)*;
 - c. Itemization of Services Rendered *(required; itemization must be by project category if cumulative compensation exceeds \$10,000)*;
 - d. Itemization of Expenses *(required)*; and
 - e. Narrative Summary *(required if cumulative compensation exceeds \$10,000, LF 2016C)*.
- XI. Bank Fees: \$ 0.00

The undersigned Applicant states under penalty of perjury that the representations contained in this application and attachments are true and correct to the best of the applicant's knowledge and belief.

DATED: February 26, 2021 _____

(Signature of Applicant)

Name: Andrew Sherman

Position: Member

Address: One Riverfront Plaza, Newark NJ 07102

/s/ Andrew Sherman

Phone: 973.643.7000

Fax: 973.643.6500

Email: asherman@sillscummis.com

APPLICATION FOR COMPENSATION AND REIMBURSEMENT - 2

Exhibit I

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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

Case Name: _____ Case Number: _____

**STATEMENT OF MONEY OR PROPERTY RECEIVED OR PROMISED
IN CONNECTION WITH THIS CASE OTHER THAN BY APPLICATION OR A PLAN**

Name of Applicant: _____
Position of Applicant: _____
Application Number: _____

No Money or property was received or promised other than by application as a part of a Chapter 13 Plan.

(a) Money or things of value received other than by application or as part of a Chapter 13 Plan:

- | | | |
|-----|---|----------|
| (1) | Amount received by attorney or firm for filing fee | \$ _____ |
| (2) | Amount received before the order for relief by attorney or firm for services and costs | \$ _____ |
| (3) | Amount received after the order for relief by attorney or firm for services and costs | \$ _____ |
| (4) | Value of any property or service given to attorney or firm as payment of fees and costs
Description: _____ | \$ _____ |
| (5) | Total of entries 1, 2, 3 and 4 | \$ _____ |
| (6) | Amount remaining in client trust account | \$ _____ |

(b) Amount applied to filing fee and services
(Subtract entry (a)(6) from entry (a)(5)) \$ _____

(c) Money promised: \$ _____
Nature of arrangement for promise of payment: _____

(d) Total amount and value of all money or property received or promised other than by Application or a Chapter 13 Plan *(items (a)(5) and (c))* \$ _____

(e) Other Items *(Value and description of any liens, guarantees, security interests or promissory notes):* _____

(f) Source of Payment of Promise *(If other than the debtor, identify entity and relationship to the debtor):* _____

STATEMENT OF MONEY OR PROPERTY RECEIVED

Exhibit J

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7866889

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

Case Name: _____ Case Number: _____

**SUMMARY SUPPORTING APPLICATION FOR COMPENSATION FOR
SERVICES OR REIMBURSEMENT OF EXPENSES**

Name of Applicant: _____
 Position of Applicant: _____
 Application Number: _____

Sequential #		Applied for	Awarded	Received
A Receipts other than by Application (Transfer from (b) of Application LF 2016A)	Date Compensation Expenses			_____ \$ _____ \$ _____
Prior Application #_____	Date Compensation Expenses	_____ \$ _____ \$ _____	_____ \$ _____ \$ _____	_____ \$ _____ \$ _____
Prior Application #_____	Date Compensation Expenses	_____ \$ _____ \$ _____	_____ \$ _____ \$ _____	_____ \$ _____ \$ _____
Prior Application #_____	Date Compensation Expenses	_____ \$ _____ \$ _____	_____ \$ _____ \$ _____	_____ \$ _____ \$ _____
Present Application (Transfer totals from III & IV of Application) #_____	Date Compensation Expenses	_____ \$ _____ \$ _____		
Totals	Compensation Expenses	\$ _____ \$ _____	\$ _____ \$ _____	\$ _____ \$ _____
B	Total Comp. + Exp.	\$ _____	\$ _____	\$ _____

SUMMARY SUPPORTING APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES

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Exhibit K

7866889

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

Case Name: _____ Case Number: _____

NARRATIVE SUMMARY
(Required by LBR 2016-1(b)(1)(A) where
requested compensation exceeds \$10,000.00)Name of Applicant: _____
Position of Applicant: _____
Application Number: _____**I. Background of the Case:****II. Financial Condition of the Estate:**

- A. Profit and Loss:** _____
- B. Amount of Cash on Hand or on Deposit:** _____
- C. Amount of Accrued Unpaid Administrative Expenses:** _____
- D. Amount of Unencumbered Funds in the Estate:** _____

III. Status of the Case:**IV. Description of Tasks or Projects for which Compensation is Sought:****V. If a Chapter 11 Case:**

- A. Status of the Plan and Disclosure Statement:**
- B. Status of Submission of Monthly Operating Statements:**
- C. Payment of Quarterly U.S. Trustee Fees:** _____

VI. Other Information:

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Exhibit L

7866889

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

In re:

Case No.

**ORDER AWARDING COMPENSATION
FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
PURSUANT TO 11 U.S.C. §330 or §331,
AND APPROVING THE PAYMENT OF
BANK FEES**

Debtor(s)

THIS MATTER HAVING come before the Court on the # _____ (☐interim ☐ final)
application of _____ dated _____, docket # _____, notice
docket # _____ and certificate of service docket # _____, for an order allowing compensation
for services rendered and reimbursement of expenses in the above entitled case; and the court
being fully advised in the premises:

NOW THEREFORE the below listed amounts are hereby allowed and awarded as compensation
and reimbursement pursuant to 11 USC §330 or §331, and approved as bank fees pursuant to
§363 and §503(b), to the above-named applicant and are authorized to be disbursed or
transferred from funds of the above entitled estate, subject to the availability of funds and the
provision of any confirmed plan. *

Compensation in the amount	\$ _____
Reimbursement in the amount of	\$ _____
Bank fees	\$ _____
TOTAL	\$ _____

* If for first application, includes compensation earned pre-petition and filing fees and other costs incurred pre-petition.

ORDER AWARDING COMPENSATION - 1

Summary of all prior awards and approvals on previous applications:

Compensation	\$ _____
Reimbursement	\$ _____
Bank fees	\$ _____
Total	\$ _____

Disbursement information for this award:

Received directly from debtor by application (if for first application)	\$ _____
To be paid by transfer from attorney trust account:	\$ _____
To be paid by trustee	\$ _____
Total	\$ _____

///End of Order///

Presented by:

(Signature/address/phone)