

LF 2016 (6/15)

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: Berkeley Research Group, LLC ("BRG")Position of Applicant: Financial Advisor to the Official Committee of Unsecured CreditorsApplication Number: Fifth ☒ Interim ☐ 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 15, 2019
- II. Dates Covered by this Application: September 1, 2020 to 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
See Exhibit A Attached.		\$		\$ 0.00
		\$		\$ 0.00
		\$		\$ 0.00
		\$		\$ 0.00
		\$		\$ 0.00
		\$		\$ 0.00
Totals			0.00	\$ 0.00

- 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]*: \$ 0.00
- V. Total of Compensation and Reimbursement requested: \$ 50,731.00



☒ Yes ☐ No ☐ N/A (If answer is NO, attach an explanation.)

☐ Yes ☐ No ☒ N/A (If answer is NO, attach an explanation.)

☐ Yes ☒ No (If answer is YES, attach an explanation.)

- 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*).

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.

Name: Christopher J. Kearns
Position: Managing Director
Address: 810 7th Ave. Ste 4100, New York, NY 10019
Phone: 212.782.1409
Fax: 646.786.1405
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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: Berkeley Research Group, LLC ("BRG")Position of Applicant: Financial Advisor to the Official Committee of Unsecured CreditorsApplication Number: Final ☐ Interim ☒ 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 15, 2019
- II. Dates Covered by this Application: May 29, 2019 to 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
See Exhibit A Attached.		\$		\$ 0.00
		\$		\$ 0.00
		\$		\$ 0.00
		\$		\$ 0.00
		\$		\$ 0.00
		\$		\$ 0.00
Totals			0.00	\$ 0.00

- 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]*: \$ 0.00
- V. Total of Compensation and Reimbursement requested: \$ 768,613.50

☒ Yes ☐ No ☐ N/A (If answer is NO, attach an explanation.)

☐ Yes ☐ No ☒ N/A (If answer is NO, attach an explanation.)

☐ Yes ☒ No (If answer is YES, attach an explanation.)

- 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*).

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: March 1, 2021 /s/ Christopher J. Kearns

Name: Christopher J. Kearns *(Signature of Applicant)*

Position: Managing Director

Address: 810 7th Ave. Ste 4100, New York, NY 10019

Phone: 212.782.1409

Fax: 646.786.1405

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10 *Attorneys for the Official Committee of*
Unsecured Creditors

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

13 In re
14 ASTRIA HEALTH, *et al.*,¹
Debtor and Debtor
15 In Possession.

Lead Case No. 19-01189-11

Jointly Administered

**SUMMARY TO FIFTH INTERIM
AND FINAL APPLICATION OF
BERKELEY RESEARCH GROUP,
LLC FOR AWARD OF**

17
18 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-
19 11), SHC Medical Center - Toppenish (19-01190-11), SHC Medical Center -
Yakima (19-01192-11), Sunnyside Community Hospital Association (19-01191-
20 11), Sunnyside Community Hospital Home Medical Supply, LLC (19-01197-11),
Sunnyside Home Health (19-01198-11), Sunnyside Professional Services, LLC
21 (19-01199-11), Yakima Home Care Holdings, LLC (19-01201-11), and Yakima
HMA Home Health, LLC (19-01200-11).

**COMPENSATION FOR SERVICES
RENDERED AND
REIMBURSEMENT OF EXPENSES
PURSUANT TO 11 USC § 330 FOR
THE INTERIM FEE PERIOD
SEPTEMBER 1, 2020 THROUGH
JANUARY 15, 2021 AND FOR THE
FINAL FEE PERIOD MAY 29, 2019
THROUGH JANUARY 15, 2021**

Name of Applicant:	Berkeley Research Group LLC (“ <u>BRG</u> ”)
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the “ <u>Committee</u> ”)
Date of Retention:	July 15, 2019 <i>nunc pro tunc</i> to May 29, 2019
Period for which <i>Interim</i> compensation and reimbursement is sought:	September 1, 2020 through January 15, 2021
Amount of <i>Interim</i> compensation sought as actual, reasonable, and necessary:	\$50,731.00 ²
Amount of <i>Interim</i> expense reimbursement sought as actual, reasonable, and necessary:	\$0.00

² Pursuant to the BRG *Application for Order Approving Employment* and the accompanying declaration of Christopher J. Kearns, (Docket No. 312 and 313 respectively) for purposes of this engagement, in the event that BRG’s total fees divided by actual hours charged (the “Blended Hourly Rate”) exceeds \$495 per hour, we will lower our fees by the amount the Blended Hourly rate exceeds \$495 per hour multiplied by the actual hours charged. Accordingly, we have reduced our fees for the Interim Fee Period by \$9,657.50 and for the Final Fee Period by \$124,783.00 as indicated on Exhibit A.

1 Total amount of *Interim* fees and **\$50,731.00**
2 expense reimbursement sought as
actual reasonable and necessary:

3 Period for which *Final* compensation May 29, 2019 through January 15, 2021³
4 and reimbursement is sought:

5 Amount of *Final* compensation \$768,613.50
6 sought as actual, reasonable, and
necessary:

7 Amount of *Final* expense \$0.00⁴
8 reimbursement sought as actual,
reasonable, and necessary:

9 Total amount of *Final* fees and **\$768,613.50**
10 expense reimbursement sought as
actual reasonable and necessary:

11 This is an: ____ monthly X interim X final application
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19 ³ The Interim Fee Period and the Final Fee Period include time spent after the
20 Effective Date under the Professional Retention/ Fee Application Preparation task
code in preparation of the Final Fee Application.

21 ⁴ BRG incurred expenses during the Final Fee Period of \$823.72 for which we are
not seeking reimbursement.

Attachment A – Summary of Prior Applications Filed

<i>Application</i>			<i>Requested</i>	<i>CNO/ Order</i>	<i>Awarded</i>	<i>Paid to Date</i>	<i>Total Unpaid</i>
Date Filed/ Docket No.	Period Covered		Total Fees & Expenses	Date Filed/ Docket No.	Fees & Expenses	Fees	Fees and Expenses
8/23/2019 Dkt No 530	5/29/2019- 6/30/2019	Fees Expenses	\$76,725.00 \$0.00	N/A	\$76,725.00 \$0.00	\$76,725.00 \$0.00	\$0.00
9/20/2019 Dkt No 615	7/1/2019- 8/31/2019	Fees Expenses	\$117,315.00 \$0.00	N/A	\$117,315.00 \$0.00	\$117,315.00 \$0.00	\$0.00
<i>1st Interim Subtotal</i>		<i>Fees</i>	<i>\$194,040.00</i>	<i>11/6/2019 Dkt No 745</i>	<i>\$194,040.00</i>	<i>\$194,040.00</i>	<i>\$ 0.00</i>
<i>1st Interim Subtotal</i>		<i>Expenses</i>	<i>\$ 0.00</i>	<i>N/A</i>	<i>\$ 0.00</i>	<i>\$ 0.00</i>	<i>\$ 0.00</i>
10/28/2019 Dkt No 719	9/1/2019- 9/30/2019	Fees Expenses	\$46,080.50 \$0.00	N/A	\$46,080.50 \$0.00	\$46,080.50 \$0.00	\$0.00
12/6/2019 Dkt No 805	10/1/2019- 10/31/2019	Fees Expenses	\$19,293.00 \$0.00	N/A	\$19,293.00 \$0.00	\$19,293.00 \$0.00	\$0.00
1/24/2020 Dkt No 942	11/1/2019- 12/31/2019	Fees Expenses	\$73,458.00 \$0.00	N/A	\$73,458.00 \$0.00	\$73,458.00 \$0.00	\$0.00
<i>2nd Interim Subtotal</i>		<i>Fees</i>	<i>\$138,831.50</i>	<i>3/9/2020 Dkt No 1089</i>	<i>\$138,831.50</i>	<i>\$138,831.50</i>	<i>\$ 0.00</i>
<i>2nd Interim Subtotal</i>		<i>Expenses</i>	<i>\$ 0.00</i>	<i>N/A</i>	<i>\$ 0.00</i>	<i>\$ 0.00</i>	<i>\$ 0.00</i>

Summary of Prior Applications Filed (cont.)

<i>Application</i>			<i>Requested</i>	<i>CNO</i>	<i>Awarded</i>	<i>Paid to Date</i>	<i>Total Unpaid</i>
Date Filed/ Docket No.	Period Covered		Total Fees & Expenses		Fees & Expenses	Fees	Fees and Expenses
2/26/2020 Dkt No 1072	1/1/2020- 1/31/2020	Fees Expenses	\$31,828.50 \$0.00	N/A	\$31,828.50 \$0.00	\$31,828.50 \$0.00	\$0.00
4/24/2020 Dkt No 1224	2/1/2020- 3/31/2020	Fees Expenses	\$96,624.00 \$0.00	N/A	\$96,624.00 \$0.00	\$96,624.00 \$0.00	\$0.00
5/18/2020 Dkt No 1288	4/1/2020- 4/30/2020	Fees Expenses	\$30,640.50 \$0.00	N/A	\$30,640.50 \$0.00	\$30,640.50 \$0.00	\$0.00
<i>3rd Interim Subtotal</i>		<i>Fees</i>	<i>\$159,093.00</i>	<i>7/1/2020 Dkt No. 1459</i>	<i>\$159,093.00</i>	<i>\$159,093.00</i>	<i>\$ 0.00</i>
<i>3rd Interim Subtotal</i>		<i>Expenses</i>	<i>\$ 0.00</i>	<i>N/A</i>	<i>\$ 0.00</i>	<i>\$ 0.00</i>	<i>\$ 0.00</i>
7/24/2020 Dkt No 1583	5/1/2020- 5/31/2020	Fees Expenses	\$66,082.50 \$0.00	N/A	\$66,082.50 \$0.00	\$66,082.50 \$0.00	\$0.00
8/7/2020 Dkt No 1638	6/1/2020- 6/30/2020	Fees Expenses	\$34,056.00 \$0.00	N/A	\$34,056.00 \$0.00	\$34,056.00 \$0.00	\$0.00
9/25/2020 Dkt No 1830	7/1/2020- 8/31/2020	Fees Expenses	\$125,779.50 \$0.00	N/A	\$125,779.50 \$0.00	\$113,840.10 \$0.00	\$11,939.40 \$0.00
<i>4th Interim Subtotal</i>		<i>Fees</i>	<i>\$225,918.00</i>	<i>11/10/2020 Dkt No. 1984</i>	<i>\$225,918.00</i>	<i>\$213,978.60</i>	<i>\$11,939.40</i>
<i>4th Interim Subtotal</i>		<i>Expenses</i>	<i>\$ 0.00</i>	<i>N/A</i>	<i>\$ 0.00</i>	<i>\$ 0.00</i>	<i>\$ 0.00</i>

Summary of Prior Applications Filed (cont.)

<i>Application</i>			<i>Requested</i>	<i>CNO</i>	<i>Awarded</i>	<i>Paid to Date</i>	<i>Total Unpaid</i>
1/26/2021 Dkt No 2287	9/1/2020- 10/31/2020	Fees Expenses	\$25,245.00 \$0.00	N/A	\$20,196.00 \$0.00	\$20,196.00 \$0.00	\$5,049.00 \$0.00
1/26/2021 Dkt No 2289	11/1/2020- 12/31/2020	Fees Expenses	\$11,682.00 \$0.00	N/A	\$9,345.00 \$0.00	\$9,345.60 \$0.00	\$2,336.40 \$0.00
Total			\$754,809.50		\$747,424.10	\$735,484.70	\$19,324.80

EXHIBIT A

Exhibit A: Fees By Professional

For the Period 9/1/2020 through 2/26/2021

Professional	Title	Billing Rate	Hours	Fees
C. Kearns	Managing Director	\$1,095.00	8.5	\$9,307.50
C. Kearns	Managing Director	\$1,150.00	0.5	\$575.00
J. Vizzini	Managing Director	\$850.00	35.0	\$29,750.00
J. Vizzini	Managing Director	\$925.00	7.2	\$6,660.00
J. Wu	Managing Consultant	\$465.00	5.2	\$2,418.00
K. Hendry	Case Assistant	\$180.00	13.3	\$2,394.00
K. Hendry	Case Assistant	\$185.00	3.9	\$721.50
M. Haverkamp	Case Manager	\$260.00	7.5	\$1,950.00
M. Haverkamp	Case Manager	\$275.00	11.4	\$3,135.00
V. Triana	Case Assistant	\$150.00	5.1	\$765.00
V. Triana	Case Assistant	\$155.00	17.5	\$2,712.50
Total			115.1	\$60,388.50
Agreed Upon Discount			\$495	Maximum Blended Rate
				(\$9,657.50)
Total Requested Fees				\$50,731.00
Blended Rate				\$440.76

Exhibit A: Fees By Professional

For the Period 5/29/2019 through 2/26/2021

Professional	Title	Billing Rate	Hours	Fees
C. Kearns	Managing Director	\$1,050.00	45.5	\$47,775.00
C. Kearns	Managing Director	\$1,095.00	49.9	\$54,640.50
C. Kearns	Managing Director	\$1,150.00	0.5	\$575.00
H. Mendez	Case Assistant	\$150.00	29.4	\$4,410.00
J. Blum	Case Assistant	\$150.00	1.3	\$195.00
J. Blum	Case Assistant	\$155.00	9.5	\$1,472.50
J. Vizzini	Managing Director	\$785.00	195.6	\$153,546.00
J. Vizzini	Managing Director	\$850.00	284.4	\$241,740.00
J. Vizzini	Managing Director	\$925.00	7.2	\$6,660.00
J. Wu	Consultant	\$400.00	87.6	\$35,040.00
J. Wu	Managing Consultant	\$415.00	279.3	\$115,909.50
J. Wu	Managing Consultant	\$465.00	311.6	\$144,894.00
K. Hendry	Case Assistant	\$180.00	15.3	\$2,754.00
K. Hendry	Case Assistant	\$185.00	3.9	\$721.50
M. Haverkamp	Case Assistant	\$205.00	11.6	\$2,378.00
M. Haverkamp	Case Manager	\$250.00	27.5	\$6,875.00
M. Haverkamp	Case Manager	\$260.00	27.0	\$7,020.00
M. Haverkamp	Case Manager	\$275.00	11.4	\$3,135.00
N. Vazza	Case Assistant	\$150.00	17.7	\$2,655.00
P. Osborne	Managing Director	\$740.00	0.8	\$592.00
T. Fanta	Associate	\$295.00	58.0	\$17,110.00

Berkeley Research Group, LLC

Invoice for the 5/29/2019 - 2/26/2021 Period

Professional	Title	Billing Rate	Hours	Fees
T. Fanta	Senior Associate	\$310.00	41.9	\$12,989.00
V. Triana	Case Assistant	\$150.00	5.1	\$765.00
V. Triana	Case Assistant	\$155.00	17.5	\$2,712.50
W. Epstein	Managing Director	\$860.00	31.2	\$26,832.00
Total			1,570.7	\$893,396.50
Agreed Upon Discount		\$495	Maximum Blended Rate	
Total Requested Fees				\$768,613.50
Blended Rate				\$489.34

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

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

NARRATIVE SUMMARY
(Required by LBR 2016-1(b)(1)(A) where
requested compensation exceeds \$10,000.00)

Name of Applicant: Berkeley Research Group, LLC ("BRG")
Position of Applicant: Financial Advisor to the Official Committee of Unsecured Creditors
Application Number: Fifth/Final

I. Background of the Case:

See attached narrative.

II. Financial Condition of the Estate:

A. **Profit and Loss:** (\$7,430,397) through YTD December 31, 2020
B. **Amount of Cash on Hand or on Deposit:** \$21,933,299.00
C. **Amount of Accrued Unpaid Administrative Expenses:** \$3,422,854.00
D. **Amount of Unencumbered Funds in the Estate:** \$0.00

III. Status of the Case:

See attached narrative.

IV. Description of Tasks or Projects for which Compensation is Sought:

See attached narrative.

V. If a Chapter 11 Case:

A. Status of the Plan and Disclosure Statement:

The order confirming the Modified Second Amended Joint Chapter 11 Plan of Reorganization was entered on December 23, 2020. The effective date of the Plan occurred on January 15, 2021.

B. Status of Submission of Monthly Operating Statements:

Filed by Debtors through January 15, 2021 (filed on February 3, 2021)

C. **Payment of Quarterly U.S. Trustee Fees:** Paid through 9/30/2020

VI. Other Information:

The financial information herein is based on the Debtors' Jan-Dec 2020 MORs and the MOR filed for the January 1-15 2021 period. The Accrued Unpaid Administrative Expenses reflect Post-Petition A/P. Whether that amount includes some professional fees and expenses should be verified by the Debtors.

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2 *vice*)
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Telephone: (206) 393-5415
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10 *Attorneys for the Official Committee of*
11 *Unsecured Creditors*

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

13 In re
14 ASTRIA HEALTH, *et al.*,¹
Debtor and Debtor
15 In Possession.

Lead Case No. 19-01189-11

Jointly Administered

**SUPPLEMENTAL NARRATIVE TO
FIFTH INTERIM AND FINAL FEE
APPLICATION OF BERKELEY
RESEARCH GROUP, LLC FOR**

17
18 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-
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 -
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HMA Home Health, LLC (19-01200-11).

**AWARD OF COMPENSATION FOR
SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
PURSUANT TO 11 USC § 330 FOR
THE INTERIM FEE PERIOD
SEPTEMBER 1, 2020 THROUGH
JANUARY 15, 2021 AND FOR THE
FINAL FEE PERIOD MAY 29, 2019
THROUGH JANUARY 15, 2021**

Name of Applicant:	Berkeley Research Group LLC (“ <u>BRG</u> ”)
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the “ <u>Committee</u> ”)
Date of Retention:	July 15, 2019 <i>nunc pro tunc</i> to May 29, 2019
Period for which <i>Interim</i> compensation and reimbursement is sought:	September 1, 2020 through January 15, 2021
Amount of <i>Interim</i> compensation sought as actual, reasonable, and necessary:	\$50,731.00 ²
Amount of <i>Interim</i> expense reimbursement sought as actual, reasonable, and necessary:	\$0.00

² Pursuant to the BRG *Application for Order Approving Employment* and the accompanying declaration of Christopher J. Kearns, (Docket No. 312 and 313 respectively) for purposes of this engagement, in the event that BRG’s total fees divided by actual hours charged (the “Blended Hourly Rate”) exceeds \$495 per hour, we will lower our fees by the amount the Blended Hourly rate exceeds \$495 per hour multiplied by the actual hours charged. Accordingly, we have reduced our fees for the Interim Fee Period by \$9,657.50 and for the Final Fee Period by \$124,783.00 as indicated on Exhibit A.

1 Total amount of *Interim* fees and **\$50,731.00**
2 expense reimbursement sought as
actual reasonable and necessary:

3 Period for which *Final* compensation May 29, 2019 through January 15, 2021³
4 and reimbursement is sought:

5 Amount of *Final* compensation \$768,613.50
6 sought as actual, reasonable, and
necessary:

7 Amount of *Final* expense \$0.00⁴
8 reimbursement sought as actual,
reasonable, and necessary:

9 Total amount of *Final* fees and **\$768,613.50**
10 expense reimbursement sought as
actual reasonable and necessary:

11 This is an: ____ monthly X interim X final application
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19 ³ The Interim Fee Period and the Final Fee Period include time spent after the
20 Effective Date under the Professional Retention/ Fee Application Preparation task
code in preparation of the Final Fee Application.

21 ⁴ BRG incurred expenses during the Final Fee Period of \$823.72 for which we are
not seeking reimbursement.

1 Berkeley Research Group, LLC (“BRG”) financial advisor to the Official
2 Committee of Unsecured Creditors (the “Committee” or “UCC”) of the above-
3 captioned debtors and debtors-in-possession (collectively, the “Debtors”), submits
4 its fifth interim and final fee application (the “Application”), attached hereto and
5 incorporated by reference, for an order, substantially in the form of Local Form
6 2016D attached hereto as **Exhibit F**, pursuant to sections 105(a), 330 and 331
7 chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016
8 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule
9 2016-1 of the United States Bankruptcy Court of the Eastern District of Washington
10 Local Rules (the “Local Rules”), the *Order on Debtors’ Motion Establishing*
11 *Procedures for Monthly and Interim Payment of Fees and Expense Reimbursement*
12 (the “Interim Compensation Order”), entered August 6, 2019, and the United States
13 Trustee’s Guidelines for Reviewing Applications for Compensation and
14 Reimbursement of Expenses filed under 11 U.S.C. § 330, effective January 30, 1996
15 (the “U.S. Trustee Guidelines”) seeking (a) the allowance of reasonable
16 compensation for professional services rendered by BRG to the Committee during
17 the period from September 1, 2020 through January 15, 2021 (the “Interim Fee
18 Period”); (b) reimbursement of actual and necessary charges and disbursements
19 incurred by BRG during the Interim Fee Period in the rendition of required
20 professional services on behalf of the Committee; (c) the allowance of reasonable
21 compensation for professional services rendered by BRG to the Committee during

1 the period from May 29, 2019 through January 15, 2021 (the “Final Fee Period”)⁵;
2 and (d) reimbursement of actual and necessary charges and disbursements incurred
3 by BRG during the Final Fee Period in the rendition of required professional
4 services on behalf of the Committee. In support of this Application, BRG represents
5 as follows:

6 **JURISDICTION**

7 1. The United States Bankruptcy Court for the Eastern District of
8 Washington (the “Court”) has jurisdiction over the Application pursuant to 28
9 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§
10 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).
11 The Committee confirms consent, pursuant to Bankruptcy Rule 7008, to the entry
12 of a final order by the Court in connection with this Application to the extent that it
13 is later determined that the Court, absent consent of the parties, cannot enter final
14 orders or judgements in connection herewith consistent with Article III of the
15 United States Constitution.

16 2. The statutory bases for the relief requested herein are sections 105(a),
17 330, 331, and 503(b) of the Bankruptcy Code, Bankruptcy Rule 2016, and Local
18 Rule 2016-1.

19
20

⁵ As previously noted, the Interim Fee Period and the Final Fee Period include
21 time spent after the Effective Date under the Professional Retention/ Fee
Application Preparation task code in preparation of the Final Fee Application.

1 **BACKGROUND AND STATUS OF THE CASE**

2 3. On May 6, 2019 (the “Petition Date”), each of the Debtors filed a
3 voluntary petition for relief under chapter 11 of the Bankruptcy Code with the
4 Court. The Debtors continue to operate their businesses and manage their properties
5 as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy
6 Code. No trustee or examiner has been appointed in these cases, although a Patient
7 Care Ombudsman has been appointed. A detailed description of the Debtors’
8 businesses, capital structure, and the events leading to the commencement of these
9 Cases is contained in the *Declaration of John M. Gallagher in Support of*
10 *Emergency First-Day Motions* (Docket No. 21) and is incorporated herein by
11 reference.

12 4. On May 23, 2019 (the “Formation Date”), the Office of the United
13 States Trustee for the Eastern District of Washington (the “U.S. Trustee”) appointed
14 seven of the Debtors’ largest unsecured creditors to serve as members of the
15 Committee. The Committee is presently comprised of the following seven
16 members: (i) CHS/Community Health Systems, Inc., (ii) LocumTenens.com, LLC,
17 (iii) Community Health of Central Washington, (iv) Medtronic USA, Inc., (v)
18 Morrison Management Specialists, Inc., (vi) Apogee Physicians, and (vii) Boston
19 Scientific.

20 5. On the Formation Date, the Committee selected Sills Cummis & Gross
21 P.C. (“Sills”) and Polsinelli PC (“Polsinelli”) to serve as its co-counsel, and on May

1 29, 2019, selected BRG to serve as its financial advisor. On July 15, 2019, this
2 Court entered an order authorizing the retention of BRG as financial advisor to the
3 Committee, *nunc pro tunc* to May 29, 2019.

4 6. On July 7, 2020, the Debtors filed the *Joint Chapter 11 Plan of*
5 *Reorganization of Astria Health and its Debtor Affiliates* (as amended, the “Plan”)
6 and the related Disclosure Statement. The Debtors filed revisions to the Plan and
7 Disclosure Statement on November 4, 2020, and November 11, 2020 and a further
8 modification on December 22, 2020. On November 12, 2020, the Court entered an
9 order approving the Disclosure Statement and on December 23, 2020, the Court
10 entered an order confirming the Plan. On January 15, 2021, the Effective Date of
11 the Plan occurred.

12 7. To the best of BRG’s knowledge the Debtors have filed all necessary
13 Monthly Operating Reports and the U.S. Trustee fees are fully paid through the
14 quarter ending September 30, 2020, in accordance with the Bankruptcy Code.

15 **FEE PROCEDURES ORDER**

16 8. On August 6, 2019, this Court signed the Interim Compensation Order.
17 Pursuant to the Interim Compensation Order, on the twenty-fifth (25) day of each
18 full calendar month (the “Fee Filing Period”) following the month for which
19 compensation and reimbursement is sought (the “Compensation Period”), each
20 Professional seeking interim compensation shall file with the Court a monthly
21 application (each a “Monthly Fee Application”) pursuant to section 330 and 331 of

1 the Bankruptcy Code for interim approval and allowance of compensation for
2 services rendered and reimbursement of expenses during the Compensation Period.
3 Each Notice Party shall have fourteen (14) days after service of a Monthly Fee
4 Application to review the Monthly Fee Application and object thereto (the
5 “Objection Deadline”). Upon the expiration of the Objection Deadline: (i) if no
6 objections have been filed, the Debtors shall then be authorized to pay such
7 Professional eighty percent (80%) of the fees and one hundred percent (100%) of
8 the expenses requested in the Monthly Fee Application or (ii) if an objection to a
9 Monthly Fee Application has been filed, the Professional shall be entitled to eighty
10 percent (80%) of the fees and one hundred percent (100%) of the expenses not
11 subject to that objection.

12 **SUMMARY OF SERVICES RENDERED**

13
14 9. BRG is a global strategic advisory and expert consulting firm that
15 provides independent expert testimony, litigation and regulatory support,
16 authoritative studies, strategic advice, advisory services relating to restructuring and
17 turnaround situations, due diligence, valuation, and capital markets, and document
18 and data analytics to major law firms, businesses, including Fortune 500
19 corporations, government agencies, and regulatory bodies around the world.

20 10. Since being retained by the Committee, BRG has rendered professional
21 services to the Committee as requested and as necessary and appropriate in
furtherance of the interests of the unsecured creditors of the Debtors’ estates. BRG

1 respectfully submits that the professional services that it rendered on behalf of the
2 Committee were necessary and have directly benefited the creditor constituents
3 represented by the Committee and have contributed to the effective administration
4 of these cases.

5 11. BRG submits that the interim and final fees applied for herein for
6 professional services rendered in performing services for the Committee in this
7 proceeding are fair and reasonable in view of the time spent, the extent of work
8 performed, the nature of the Debtors' capitalization structure and financial
9 condition, the Debtors' financial accounting resources and the results obtained.
10 BRG's fees typically are based on the actual hours charged at BRG's standard
11 hourly rates, which are in effect when the services are rendered. As discussed, and
12 agreed to with the Committee, for purposes of this engagement, in the event that
13 BRG's total fees divided by actual hours charged (the "Blended Hourly Rate")
14 exceeds \$495 per hour, we will lower our fees by the amount the Blended Hourly
15 rate exceeds \$495 per hour multiplied by the actual hours charged.

16 12. As noted in the *Declaration of Christopher J. Kearns in Support of*
17 *Application for Order Approving Employment and Retention of Berkeley Research*
18 *Group, LLC as Financial Advisor to the Official Committee of Unsecured Creditors*
19 *Nunc Pro Tunc to May 29, 2019*, "In the ordinary course of business, BRG
20 periodically revises its hourly rates to reflect promotions and other changes in
21 personnel responsibilities, increases in experience, and increases in the cost of doing

1 business.” As of January 1, 2020, July 1, 2020, and January 1, 2021 the hourly rates
2 for certain staff increased. The new rates can be found in **Exhibit A: Fees by**
3 **Professional**. However, BRG is still subject to a maximum blended hourly rate of
4 \$495 per hour and thus the rate changes have had little to no effect on the fees
5 charged to the Debtors.

6 13. BRG expended an aggregate of 115.1 hours during the Interim Fee
7 Period and 1,570.7 during the Final Fee Period, substantially all of which was
8 expended by the professional staff of BRG. The work involved, and thus the time
9 expended, was carefully assigned in light of the experience and expertise required
10 for a particular task. A small staff was utilized to optimize efficiencies and avoid
11 redundant efforts. The staff of the Debtors or their advisors has been utilized where
12 practical and prudent.

13 14. BRG believes that there has been no duplication of services between
14 BRG and any other consultants or accountants to the bankruptcy estate.

15 15. BRG’s per diem rates for professionals of comparable experience,
16 before the Blended Hourly Rate discount BRG agreed to in this proceeding, are at
17 or below those of firms we consider our competitors. We believe that the
18 compensation in this Application is based on the customary compensation charged
19 by comparably skilled professionals in cases other than cases under Title 11.

20 16. Because BRG’s core staff consists of senior professionals who
21 performed a vast amount of the work, time spent communicating internally and

1 reviewing the work product of junior associates was kept to a minimum.
2 Additionally, because of the experience of BRG's professionals, in many instances
3 only three or fewer BRG representatives attended meetings, hearings, or conference
4 calls or performed specific functions.

5 17. No agreement or understanding exists between BRG and any other
6 person for the sharing of compensation received or to be received for services
7 rendered in connection with the chapter 11 cases, except for internal agreements
8 among employees of BRG regarding the sharing of revenue or compensation.
9 Neither BRG nor any of its employees has entered into an agreement or
10 understanding to share compensation with any entity as described in Bankruptcy
11 Rule 2016.

12 18. BRG, in accordance with the Bankruptcy Rules and the Local Rules,
13 will be charging travel time at 50% of the time incurred. No travel time has been
14 incurred during the Final Fee Period.

15 19. Attached as **Exhibit B** are summaries of the hours expended by BRG
16 professionals for each category of services (task code) for the Interim Fee Period
17 and the Final Fee Period. BRG's time records for the Interim Fee Period are
18 attached hereto as **Exhibit C**. These records include daily time logs describing the
19 time spent by each BRG professional and administrative-level person in these cases.
20 BRG's First through Fourth Interim Fee Applications and First through Thirteenth
21 Monthly Fee Applications (Delineated above in the Summary to Fifth Interim and

1 Final Application of Berkeley Research Group, LLC for Award of Compensation
2 for Services Rendered and Reimbursement of Expenses Pursuant to 11 USC § 330
3 for the Interim Fee Period September 1, 2020 through January 15, 2021 and for the
4 Final Fee Period May 29, 2019 through January 15, 2021) are hereby incorporated
5 by reference.

6 20. BRG also maintains records of all actual and necessary out-of-pocket
7 expenses incurred in connection with the rendition of its professional services.
8 BRG incurred actual out-of-pocket expenses of \$823.72 in connection with the
9 rendition of the professional services to the Committee during the Final Fee Period,
10 for which BRG is not seeking reimbursement.

11 21. Attached hereto as **Exhibit D** is the *Summary Supporting Application*
12 *for Compensation for Services or Reimbursement of Expenses* (Local Form 2016B).
13 Also attached hereto is **Exhibit E**, the *Statement of Money or Property Received or*
14 *Promised in Connection with this Case Other than by Application or a Plan* (Local
15 Form 2016A).

16 22. The general summary of the services rendered by BRG during the Final
17 Fee Period based on tasks and number of hours, before the agreed upon discount, is
18 set forth below.

19 **Asset Acquisition/ Disposition – Task Code 01**

20 23. Time charged to this task code relates to BRG's review of the Debtors'
21 draft bid procedures, bidder outreach tracker, various sale related motions, orders,

1 and memoranda, various indications of interest, reviewing updates on the various
2 aspects of the sale of additional real estate assets, and reviewing net asset sale
3 proceeds. Additional time was spent preparing updates to the UCC related to the
4 sale process and communicating with the Debtors, Debtors' professionals, Counsel,
5 and the Committee regarding the sale process.

6 24. BRG has expended 23.4 hours on this category for a fee of \$20,673.50.

7 **DIP Financing – Task Code 04**

8 25. Time charged to this task code relates BRG's time spent analyzing the
9 Debtors' DIP financing, including review of DIP Budgets and related liquidity
10 based upon underlying assumptions. Specific tasks included (i) analysis of the draft
11 and final DIP Credit Agreement; (ii) analysis of the draft and final replacement DIP
12 Credit Agreement; (iii) analysis of the DIP Orders on the initial DIP as well as the
13 replacement DIP and objection thereto; (iv) development of a DIP Budget variance
14 reporting template; (v) preparation of weekly variance analyses of actual cash flows
15 to the DIP Budget; (vi) analysis of changes in operating status of various facilities;
16 (vii) preparation of reports for Counsel and the Committee with respect to the DIP
17 financing and cash flows, and (viii) participation in meetings and calls with the
18 Debtors, their professionals, the DIP Lender, the professionals representing the
19 secured lenders and the Official Committee of Unsecured Creditors, related thereto.

20 26. BRG has expended 328.3 hours on this category for a fee of
21 \$180,857.00.

1 **Professional Retention/ Fee Application Preparation – Task Code 05**

2 27. Time charged to this task code relates to BRG's preparation and editing
3 of its retention application, first through thirteenth monthly fee applications
4 (covering the May 2019 – December 2020 periods), preparation of BRG's first
5 through fourth interim fee applications, and preparation of the fifth interim and final
6 fee application.

7 28. BRG has expended 197.7 hours on this category for a fee of \$53,191.50.

8 **Attend Hearings/ Related Activities – Task Code 06**

9 29. Time charged to this task code relates to BRG's telephonic attendance
10 at the hearing regarding DIP replacement and the confirmation hearing and review
11 of hearing-related documents.

12 30. BRG has expended 4.7 hours on this category for a fee of \$2,595.00.

13 **Interaction/ Meetings with Debtors/ Counsel – Task Code 07**

14 31. Time charged to this task code primarily relates to BRG's participation
15 in calls and correspondence with the Debtors, Debtors' Counsel, and the Debtors'
16 other advisors with respect to the DIP Budget, COVID-19 funding, liquidity,
17 financial performance, the RCM turnaround process, case management, and filed
18 Plan and Disclosure Statement and related projections.

19 32. BRG has expended 45.0 hours on this category for a fee of \$34,902.50.
20
21

Interaction/ Meetings with Creditors – Task Code 08

33. Time charged to this task code relates to BRG's communications and conference calls with, and development of reports for, the Committee and Counsel (Sills Cummis and Polsinelli) to discuss and review various analyses and presentation materials prepared by BRG for the Committee as well as correspondence related to: (i) DIP budgets, related issues, and liquidity; (ii) status of the refinance and sales process; (iii) monthly operating performance and key operating trends; (iv) the Plan of Reorganization and Disclosure Statement and valuation; (v) adversary proceedings; (vi) claims and estimated recoveries; (vii) the Committee's response to diligence requests; (viii) the Debtor's retention of an investment banker; and (ix) providing financial and operating updates on the status of the case, case issues and next steps.

34. BRG has expended 210.2 hours on this category for a fee of \$151,922.50.

Employee Issues/ KEIP – Task Code 09

35. Time charged to this task code primarily related to BRG's analysis of insider compensation, including the review of market comparables, preparation of follow up questions for the Debtors, as well as reconciling insider compensation to actual cash flows and the DIP Budget.

36. BRG has expended 7.4 hours on this category for a fee of \$6,030.50.

Recovery/ SubCon/ Lien Analysis – Task Code 10

37. Time charged to this task code primarily related to BRG's preparation and review of a hypothetical recovery analysis, review of pre-petition senior debt balances, and review of fund flows and liens related to the Committee's challenge rights.

38. BRG has expended 6.4 hours on this category for a fee of \$5,089.00.

Claim Analysis/ Accounting – Task Code 11

39. Time charged to this task code primarily related to BRG's preparation and review of the summary of claims, review of the Debtors' administrative claims analysis and other claim estimates.

40. BRG has expended 10.6 hours on this category for a fee of \$7,765.50.

Statements and Schedules – Task Code 12

41. Time charged to this task code primarily relates to BRG's review of the Debtors' statements of financial affairs ("Statements"), schedules of assets and liabilities ("Schedules") and Monthly Operating Reports ("MOR's") and updates thereto, including (i) analyzing and summarizing data received for each Debtor entity, (ii) evaluating Company's MOR's for each month of the case, and comparing historical results to Company forecast, and (iii) preparing related analyses and reporting to Counsel and the Committee.

42. BRG has expended 63.6 hours on this category for a fee of \$30,158.50.

1 **Executory Contracts/ Leases – Task Code 14**

2 43. Time charged to this task code primarily relates to BRG’s review of the
3 lease agreement related to Yakima hospital and the vendor contract
4 assumption/rejection motion, and correspondence thereon.

5 44. BRG has expended 3.6 hours on this category for a fee of \$3,158.00.

6 **Analysis of Historical Results – Task Code 17**

7 45. Time charged to this task code relates to BRG’s review of the Debtors’
8 monthly financial results and key performance metrics and periodic reporting to
9 Counsel and the Committee thereon. Specifically, BRG (i) analyzed multi-year
10 financial performance by hospital; (ii) accounts receivable and monthly operating
11 trends and performance for the Debtors’ hospitals; and (iii) quality of earnings
12 report prepared by an independent third party.

13 46. BRG has expended 279.7 hours on this category for a fee of
14 \$139,291.50.

15 **Operating and Other Reports – Task Code 18**

16 47. Time charged to this task code relates to BRG’s review of Company’s
17 MOR for August 2020.

18 48. BRG has expended 0.4 hours on this category for a fee of \$340.00.

19 **Cash Flow/ Cash Management Liquidity – Task Code 19**

20 49. Time charged to this task code relates to BRG’s review of the Debtors’
21 efforts in regards to liquidity and AR collections as undertaken by the Debtors’

1 revenue cycle management (“RCM”) advisors, Gaffey, and reporting to the Counsel
2 and the Committee thereon.

3 50. BRG has expended 6.5 hours on this category for a fee of \$4,811.00.

4 **Projections/ Business Plan/ Other – Task Code 20**

5 51. Time charged to this task code relates to BRG’s review and analysis of
6 the Debtors’ preliminary five-year projection model and strategic business plan for
7 Sunnyside Hospital as well as the additional financial data pertaining to the
8 evaluation of the proposed Plan of Reorganization. BRG also spent time preparing
9 a comprehensive report for Counsel and the Committee regarding the Debtors’ five-
10 year projections and participating in calls and communicating with the Debtors, the
11 Debtors’ advisors, Counsel, and the Committee thereon.

12 52. BRG has expended 78.5 hours on this category for a fee of \$48,212.00.

13 **Plan of Reorganization/ Disclosure Statement – Task Code 27**

14 53. Time charged to this task code relates to the review and analysis of the
15 Debtors’ Plan of Reorganization and Disclosure Statement, Plan proposals, and the
16 Plan settlement agreement. Specifically, time was spent on the preparation and
17 review of (i) financial analyses to evaluate the Plan of Reorganization proposals
18 from the Debtors and a senior lender; (ii) counter proposals and counter proposal
19 scenario analyses; (iii) recovery analyses for the unsecured creditors; (iv) review of
20 the Committee’s objection to the motion to extend exclusivity and the Disclosure
21 Statement objection. BRG also reviewed and analyzed a variety of issues impacting

1 the plan confirmation, including those related to senior lenders, vendors, the
2 liquidation trust, and debt payoff. Further time was spent in discussions related to
3 the Plan of Reorganization, Disclosure Statement, and settlement with various
4 parties in interest.

5 54. BRG has expended 111.3 hours on this category for a fee of \$97,173.50.

6 **Valuation Analysis – Task Code 28**

7 55. Time charged to this task code relates to the review and analysis of the
8 valuation of Astria's hospital facilities and non-operating assets in relation to
9 settlement of the Plan of Reorganization and the related distributable value. Time
10 was also spent communicating with and reporting to Counsel and the Committee in
11 relation to the valuation analyses.

12 56. Specifically, time was spent (i) researching and evaluating Debtor
13 financial and operating information in regard to the development of the valuation
14 analysis; (ii) researching development of comparable transactions; (iii) preparing
15 and reviewing the preliminary valuation analysis and related narrative commentary;
16 (iv) updating the valuation analysis and related schedules for projections and
17 additional information related to the Plan of Reorganization and Disclosure
18 Statement; and (v) preparing the valuation report and related presentation for the
19 Committee.

20 57. BRG has 170.5 hours on this category for a fee of \$91,825.00.

21

1 **Planning – Task Code 31**

2 58. Time charged to this task code principally relates to the preparation and
3 update of BRG's work and staffing plans as it relates to the Debtors cases and
4 analyses provided to the Committee.

5 59. BRG has expended 0.6 hours on this category for a fee of \$471.00.

6 **Document Review – Task Code 32**

7 60. This task code relates to time spent by BRG reviewing the docket for
8 relevant filings that would highlight case issues and the review of financial
9 documents posted to the data site to determine those requiring additional analysis,
10 including motions and status conference reports regarding the Yakima hospital
11 closure, vendor contracts, and refinancing documents.

12 61. BRG has expended 22.3 hours on this category for a fee of \$14,929.00.

13 **ACTUAL AND NECESSARY EXPENSES**

14 62. BRG incurred actual out-of-pocket expenses of \$823.72 in connection
15 with the rendition of the professional services to the Committee during the Final
16 Fee Period, for which BRG is not seeking reimbursement.

17 63. BRG's billing rates do not include charges for photocopying, telephone
18 and facsimile charges, computerized research, travel expenses, "working meals,"
19 secretarial overtime, postage, and certain other office services, because the needs of
20 each client for such services differ. BRG believes that it is fairest to charge each
21

1 client only for the services actually used in performing services for such client.
2 BRG endeavors to minimize these expenses to the fullest extent possible.

3 64. In providing a reimbursable service such as copying or telephone, BRG
4 does not make a profit on that service. In charging for a particular service, BRG
5 does not include in the amount for which reimbursement is sought the amortization
6 of the cost of any investment, equipment, or capital outlay. In seeking
7 reimbursement for service which BRG justifiably purchased or contracted for from
8 a third party, BRG requests reimbursement only for the amount billed to BRG by
9 such third party vendor and paid by BRG to that vendor.

10 **NOTICE AND NO PRIOR APPLICATION**

11 65. BRG has not provided this Application to the Committee for review,
12 however BRG provided all monthly fee applications pertaining to the Interim and
13 Final Fee Periods to the Committee for review and approval prior to the filing
14 thereof. With respect to these amounts, as of the date of the Application, BRG has
15 received payment in the amount of \$735,484.70 with respect to the Final Fee Period,
16 which is inclusive of \$29,541.60 received pertaining to the Interim Fee Period, and
17 no previous application for the relief sought herein has been made to this or any
18 other Court.

19
20 *[Remainder of the page left intentionally blank]*
21

1 **WHEREFORE**, BRG respectfully requests: (a) that it be allowed on an
2 interim basis (i) fees in the amount of \$50,731.00 for reasonable, actual and
3 necessary services rendered by it on behalf of the Committee during the Interim Fee
4 Period and (ii) reimbursement of \$0.00 for reasonable, actual and necessary
5 expenses incurred during the Interim Fee Period; (b) that it be allowed on a final
6 basis (i) fees in the amount of \$768,613.50 for reasonable, actual and necessary
7 services rendered by it on behalf of the Committee during the Final Fee Period and
8 (ii) reimbursement of \$0.00 for reasonable, actual and necessary expenses incurred
9 during the Final Fee Period; (c) that the Debtors be authorized and directed to
10 immediately pay to BRG the amount of \$33,128.80 which is equal to the sum of
11 100% of BRG's fees and expenses incurred during the Final Fee Period that remain
12 unpaid, and (c) and granting such other and further relief as the Court may deem
13 just and proper.

14 Dated: March 1, 2021

BERKELEY RESEARCH GROUP, LLC

15 /s/ Christopher J. Kearns

CHRISTOPHER J. KEARNS

16 Managing Director

810 Seventh Avenue, Suite 4100

17 New York, NY 10019

18 T: 212.782.1409

EXHIBIT B



Exhibit B: Fees By Task Code

For the Period 9/1/2020 through 2/26/2021

Task Code	Hours	Fees
01. Asset Acquisition/Disposition	2.2	\$1,943.50
04. DIP Financing	5.9	\$4,745.50
05. Professional Retention Fee Application Preparation	68.0	\$20,265.50
06. Attend Hearings/Related Activities	0.9	\$887.50
07. Interaction/Meetings with Debtors/Counsel	0.4	\$340.00
08. Interaction/Meetings with Creditors	2.4	\$2,113.50
11. Claim Analysis/Accounting	2.6	\$2,259.00
14. Executory Contracts/Leases	1.9	\$1,615.00
17. Analysis of Historical Results	0.3	\$139.50
18. Operating and Other Reports	0.4	\$340.00
19. Cash Flow/Cash Management Liquidity	0.7	\$325.50
27. Plan of Reorganization/Disclosure Statement	28.5	\$24,568.00
32. Document Review	0.9	\$846.00
Total	115.1	\$60,388.50
Agreed Upon Discount	\$495	Maximum Blended Rate
		(\$9,657.50)
Total Requested Fees		\$50,731.00
Blended Rate		\$440.76



Exhibit B: Fees By Task Code

For the Period 5/29/2019 through 2/26/2021

Task Code	Hours	Fees
01. Asset Acquisition/Disposition	23.4	\$20,673.50
04. DIP Financing	328.3	\$180,857.00
05. Professional Retention Fee Application Preparation	197.7	\$53,191.50
06. Attend Hearings/Related Activities	4.7	\$2,595.00
07. Interaction/Meetings with Debtors/Counsel	45.0	\$34,902.50
08. Interaction/Meetings with Creditors	210.2	\$151,922.50
09. Employee Issues/KEIP	7.4	\$6,030.50
10. Recovery/SubCon/Lien Analysis	6.4	\$5,089.00
11. Claim Analysis/Accounting	10.6	\$7,765.50
12. Statements and Schedules	63.6	\$30,158.50
14. Executory Contracts/Leases	3.6	\$3,158.00
17. Analysis of Historical Results	279.7	\$139,291.50
18. Operating and Other Reports	0.4	\$340.00
19. Cash Flow/Cash Management Liquidity	6.5	\$4,811.00
20. Projections/Business Plan/Other	78.5	\$48,212.00
27. Plan of Reorganization/Disclosure Statement	111.3	\$97,173.50
28. Valuation Analysis	170.5	\$91,825.00
31. Planning	0.6	\$471.00
32. Document Review	22.3	\$14,929.00

Task Code		Hours	Fees
Total		1,570.7	\$893,396.50
Agreed Upon Discount	<div>\$495</div>	Maximum Blended Rate	(\$124,783.00)
Total Requested Fees			\$768,613.50
Blended Rate			\$489.34

EXHIBIT C

Exhibit C: Time Detail

For the Period 9/1/2020 through 2/26/2021

Date	Professional	Hours	Description
01. Asset Acquisition/Disposition			
10/2/2020	J. Vizzini	0.6	Reviewed draft motion for private sale of medical office building prepared by Debtors.
10/2/2020	J. Vizzini	0.1	Reviewed email from Counsel (A. Sherman of Sills Cummis) regarding sale of medical office building.
10/5/2020	C. Kearns	0.3	Reviewed motion to sell the medical office building.
10/6/2020	J. Vizzini	0.1	Reviewed email from Counsel (A. Sherman of Sills Cummis) regarding sale of hospital facility.
10/20/2020	J. Vizzini	1.0	Responded to inquiry from Counsel (A. Sherman of Sills Cummis) regarding net asset sale proceeds and senior balances.
10/20/2020	J. Vizzini	0.1	Reviewed email from Counsel regarding estimated net proceeds from asset sale and updated senior debt balances for payoff.
Task Code Total Hours		2.2	
04. DIP Financing			
9/2/2020	J. Vizzini	0.2	Reviewed actual to DIP budget variance report for the week ended August 21, 2020
9/9/2020	J. Vizzini	0.2	Reviewed actual to DIP budget variance report for the week ended August 28, 2020.
9/17/2020	J. Vizzini	0.2	Reviewed actual to DIP budget variance report for the week ended September 4, 2020.
10/15/2020	J. Vizzini	1.1	Reviewed actual cash flows related to corporate overhead payments.
10/15/2020	J. Vizzini	0.4	Reviewed updated DIP budget through October 23, 2020 pursuant to cash collateral extension.
10/19/2020	J. Vizzini	0.5	Reviewed actual to DIP budget variance reports for the weeks ended October 2 and October 9, 2020.
10/20/2020	J. Vizzini	0.3	Reviewed updated DIP budget through January 1, 2021 pursuant to cash collateral extension.
10/20/2020	J. Vizzini	0.2	Reviewed docket for relevant filings related to cash collateral extension.

Date	Professional	Hours	Description
04. DIP Financing			
10/30/2020	J. Vizzini	0.2	Reviewed actual to DIP budget variance reports for the weeks ended October 23, 2020.
11/20/2020	J. Vizzini	0.2	Reviewed actual to DIP Budget variance report for the week ending Nov 6.
11/24/2020	J. Vizzini	0.2	Reviewed actual to DIP Budget variance report for the week ending Nov 13.
12/11/2020	J. Wu	0.7	Reviewed the Company's updated DIP budget variance analysis.
12/11/2020	J. Vizzini	0.2	Reviewed actual to DIP budget variance report for week ending December 4, 2020.
12/11/2020	J. Vizzini	0.2	Reviewed actual to DIP budget variance report for week ending November 20, 2020.
12/11/2020	J. Vizzini	0.2	Reviewed actual to DIP budget variance report for week ending November 27, 2020.
12/18/2020	J. Vizzini	0.9	Reviewed loan document related to potential refinancing of DIP and prepetition secured debt with new lender.
Task Code Total Hours		5.9	
05. Professional Retention Fee Application Preparation			
9/16/2020	K. Hendry	1.1	Reviewed documents for July - August fee application.
9/21/2020	M. Haverkamp	1.2	Edited July-August fee statement.
9/22/2020	J. Vizzini	0.4	Reviewed draft of Eleventh Monthly Fee Application.
9/23/2020	K. Hendry	2.9	Prepared July - August fee application.
9/23/2020	M. Haverkamp	0.8	Edited July-August fee statement.
9/23/2020	K. Hendry	0.2	Continued to prepare July - August fee application.
9/24/2020	K. Hendry	1.0	Prepared July - August fee application.
9/24/2020	M. Haverkamp	0.7	Reviewed updated July-August fee statement.
9/30/2020	J. Vizzini	0.2	Prepared narrative section related to financial condition of the estate for Fourth Interim Fee Application.
10/7/2020	K. Hendry	2.9	Prepared Fourth Interim Fee Application.
10/7/2020	K. Hendry	0.9	Continued to prepare fourth interim fee application.

Date	Professional	Hours	Description
05. Professional Retention Fee Application Preparation			
10/8/2020	M. Haverkamp	2.2	Edited Fourth Interim Fee Application.
10/8/2020	K. Hendry	1.5	Prepared Fourth Interim Fee Application.
10/12/2020	M. Haverkamp	1.6	Edited Fourth Interim Fee Application.
10/12/2020	K. Hendry	1.4	Prepared Fourth Interim Fee Application.
10/13/2020	J. Vizzini	1.1	Reviewed draft of Fourth Interim Fee Application.
10/13/2020	K. Hendry	0.6	Edited fourth interim fee application per J. Vizzini edits.
10/14/2020	M. Haverkamp	1.0	Reviewed updated Fourth Interim Fee Application.
10/14/2020	K. Hendry	0.8	Prepared Fourth Interim Fee Application.
11/20/2020	V. Triana	2.0	Prepared September-October fee application.
11/23/2020	V. Triana	2.1	Prepared September-October fee application.
12/4/2020	V. Triana	1.0	Prepared September-October fee application.
1/4/2021	V. Triana	0.5	Prepared November fee application.
1/6/2021	V. Triana	1.4	Prepared September-October fee application.
1/6/2021	M. Haverkamp	0.8	Edited September-October fee application.
1/6/2021	J. Vizzini	0.3	Reviewed fee application for September-October 2020.
1/14/2021	V. Triana	1.2	Edited November-December fee application.
1/14/2021	V. Triana	0.6	Drafted fourteenth and final monthly fee application.
1/15/2021	V. Triana	1.0	Prepared final fee application.
1/19/2021	V. Triana	2.3	Prepared fourteenth monthly and final fee application.
1/20/2021	V. Triana	1.0	Edited November-December fee application.
1/20/2021	V. Triana	1.0	Prepared September-October fee application.
1/20/2021	M. Haverkamp	0.9	Edited November-December fee application.
1/20/2021	M. Haverkamp	0.6	Edited September-October fee application.
1/21/2021	M. Haverkamp	0.8	Edited November-December fee application.

Berkeley Research Group, LLC

Invoice for the 9/1/2020 - 2/26/2021 Period

Date	Professional	Hours	Description
05. Professional Retention Fee Application Preparation			
1/21/2021	V. Triana	0.8	Prepared November-December fee application.
1/21/2021	V. Triana	0.6	Prepared September-October fee application.
1/21/2021	M. Haverkamp	0.4	Reviewed September-October fee application.
1/22/2021	M. Haverkamp	0.8	Reviewed November-December fee application.
1/22/2021	J. Vizzini	0.5	Reviewed twelfth fee application.
1/22/2021	J. Vizzini	0.4	Reviewed thirteenth fee application.
1/22/2021	V. Triana	0.3	Edited November-December fee application.
1/25/2021	V. Triana	0.8	Edited September-October fee application.
1/25/2021	V. Triana	0.6	Edited November-December fee application.
1/25/2021	M. Haverkamp	0.5	Finalized monthly fee applications for September-December for filing.
1/25/2021	M. Haverkamp	0.5	Reviewed notices for twelfth and thirteenth monthly fee applications.
2/4/2021	J. Vizzini	0.5	Reviewed final fee application.
2/4/2021	K. Hendry	0.3	Updated final fee application.
2/22/2021	J. Vizzini	0.4	Reviewed final fee application.
2/26/2021	K. Hendry	2.9	Prepared final fee application.
2/26/2021	J. Vizzini	2.9	Reviewed final fee application.
2/26/2021	M. Haverkamp	2.8	Continued editing final fee application.
2/26/2021	V. Triana	2.8	Continued preparing final fee application.
2/26/2021	M. Haverkamp	2.7	Edited final fee application.
2/26/2021	J. Vizzini	2.1	Continued to review final fee application.
2/26/2021	V. Triana	1.4	Prepared final fee application.
2/26/2021	V. Triana	1.2	Continued preparing final fee application.
2/26/2021	K. Hendry	0.7	Continued preparing final fee application.
2/26/2021	M. Haverkamp	0.6	Continued editing final fee application.

Berkeley Research Group, LLC

Invoice for the 9/1/2020 - 2/26/2021 Period

Date	Professional	Hours	Description
05. Professional Retention Fee Application Preparation			
2/26/2021	C. Kearns	0.5	Reviewed final fee application.
Task Code Total Hours		68.0	
06. Attend Hearings/Related Activities			
12/19/2020	C. Kearns	0.5	Reviewed final documents, including refinancing in advance of confirmation hearing.
12/23/2020	J. Vizzini	0.4	Participated in confirmation hearing via conference call.
Task Code Total Hours		0.9	
07. Interaction/Meetings with Debtors/Counsel			
10/15/2020	J. Vizzini	0.4	Prepared update for Counsel based on discussions with Debtors' CRO (M. Lane and M. Schwarzmann).
Task Code Total Hours		0.4	
08. Interaction/Meetings with Creditors			
12/4/2020	J. Vizzini	0.4	Participated in call with Counsel (A. Sherman and B. Mankovetskiy of Sills Cummis) and Committee to discuss status of vendor causes of action and mediation regarding former CEO.
12/16/2020	J. Vizzini	1.4	Prepared update email for Committee related to potential debt payoff prior to Plan confirmation.
12/16/2020	C. Kearns	0.3	Held call with Sills (A. Sherman of Sills Cummis) re: possible refinancing.
12/16/2020	J. Vizzini	0.3	Participated in call with Counsel (A. Sherman of Sills Cummis) regarding potential debt takeout prior to Plan confirmation and impact on UCC settlement.
Task Code Total Hours		2.4	
11. Claim Analysis/Accounting			
10/19/2020	J. Vizzini	1.4	Reviewed draft settlement agreement with vendor and related vendor service contract.
11/13/2020	J. Vizzini	0.6	Reviewed email from Counsel (A. Sherman of Sills Cummis) and related documents regarding proposed settlement of SEIU claims on behalf of members under the WARN Act and applicable CBA.
11/20/2020	J. Vizzini	0.4	Reviewed updated version of claims register and detail provided by Debtors.
12/7/2020	C. Kearns	0.2	Reviewed status of key vendor claims.
Task Code Total Hours		2.6	

Berkeley Research Group, LLC

Invoice for the 9/1/2020 - 2/26/2021 Period

Date	Professional	Hours	Description
14. Executory Contracts/Leases			
12/9/2020	J. Vizzini	0.8	Reviewed Debtors' objection to vendor's motion to allow arbitration.
12/9/2020	J. Vizzini	0.3	Reviewed Debtors' motion to assume and reject key vendor's contracts.
12/17/2020	J. Vizzini	0.8	Reviewed key vendor's objection to Debtors' motion to assume contracts.
Task Code Total Hours		1.9	
17. Analysis of Historical Results			
12/19/2020	J. Wu	0.3	Reviewed YTD October financial data for Toppenish and Sunnyside.
Task Code Total Hours		0.3	
18. Operating and Other Reports			
9/30/2020	J. Vizzini	0.4	Reviewed MOR for August.
Task Code Total Hours		0.4	
19. Cash Flow/Cash Management Liquidity			
12/7/2020	J. Wu	0.7	Reviewed updates to data room to find on files related to Company cash flow and performance metrics.
Task Code Total Hours		0.7	
27. Plan of Reorganization/Disclosure Statement			
9/9/2020	J. Vizzini	0.3	Reviewed Plan settlement proposal markup provided by Counsel to senior lender.
9/10/2020	J. Vizzini	0.3	Held discussion with Counsel (A. Sherman and B. Mankovetskiy of Sills Cummis) regarding Debtors' Plan settlement counter proposal.
9/10/2020	C. Kearns	0.3	Held status call with Sills Cummis (A. Sherman) re: response to Plan term sheet.
9/10/2020	C. Kearns	0.2	Reviewed latest Plan term sheet from senior lender.
9/11/2020	J. Vizzini	0.3	Reviewed Plan settlement proposal markup prepared by Committee Counsel.
9/11/2020	C. Kearns	0.2	Reviewed redline to Plan term sheet re: Committee response.
9/14/2020	C. Kearns	0.5	Held call with the Committee to discuss latest senior lender's Plan proposal and Committee response.
9/14/2020	J. Wu	0.5	Participated with Counsel (A. Sherman of Sills Cummis) in update call for Unsecured Creditors Committee regarding Plan settlement.

Date	Professional	Hours	Description
27. Plan of Reorganization/Disclosure Statement			
9/22/2020	J. Vizzini	0.2	Held discussion with Counsel (A. Sherman and B. Mankovetskiy of Sills Cummis) regarding Debtors' Plan settlement counter proposal.
9/22/2020	C. Kearns	0.2	Reviewed latest settlement proposal to resolve the case.
9/24/2020	J. Vizzini	0.2	Reviewed draft of Plan settlement agreement outlining agreed terms with Debtors and senior lender.
9/30/2020	J. Vizzini	0.2	Reviewed further markup of Plan settlement agreement received from senior lender.
10/1/2020	J. Vizzini	0.1	Reviewed email from Counsel (A. Sherman of Sills Cummis) regarding update on Plan settlement status based on discussions with Debtors.
10/2/2020	J. Vizzini	0.1	Reviewed email from Counsel (A. Sherman of Sills Cummis) regarding update on Plan settlement status based on discussions with Debtors and follow up emails from Committee.
10/12/2020	J. Vizzini	1.7	Reviewed draft of First Amended Plan of Reorganization with comments from UCC Counsel.
10/12/2020	J. Wu	1.0	Reviewed First Amended Plan of Reorganization.
10/12/2020	C. Kearns	0.5	Reviewed draft Plan of Reorganization.
10/15/2020	J. Vizzini	1.2	Held discussion with CRO (M. Lane and M. Schwarzmann) regarding letter received from Counsel to senior lender regarding support of Plan.
10/15/2020	J. Vizzini	0.6	Held follow up discussion with Counsel (A. Sherman and B. Mankovetskiy of Sills Cummis) regarding letter received from Counsel to senior lender regarding support of Plan).
10/15/2020	C. Kearns	0.6	Participated in status call with Sills (A. Sherman & B. Mankovetskiy) and local Counsel re: letter from senior lender Counsel on Plan related issues.
10/15/2020	J. Vizzini	0.4	Reviewed letter from Counsel to senior lender regarding support of proposed Plan.
10/15/2020	J. Vizzini	0.3	Held discussion with Counsel (A. Sherman and B. Mankovetskiy of Sills Cummis) regarding letter received from Counsel to senior lender regarding support of Plan.
10/15/2020	C. Kearns	0.3	Reviewed status of analysis of issues raised in the letter from senior lender.
10/16/2020	J. Vizzini	0.4	Reviewed management agreement related to issues raised by senior lender Counsel with respect to Plan.
10/19/2020	J. Wu	0.6	Participated in Astria status update call for Unsecured Creditors Committee with Counsel (A. Sherman of Sills Cummis) re: Plan process.

Berkeley Research Group, LLC

Invoice for the 9/1/2020 - 2/26/2021 Period

Date	Professional	Hours	Description
27. Plan of Reorganization/Disclosure Statement			
10/19/2020	J. Vizzini	0.6	Participated in call with Counsel (A. Sherman and B. Mankovetskiy of Sills Cummis) and Committee for update regarding Plan settlement and process.
10/19/2020	C. Kearns	0.6	Participated in call with the Committee and Sills Cummis (B. Mankovetskiy, A. Sherman) re: senior lender Plan related issues.
10/19/2020	J. Vizzini	0.6	Reviewed financing summary provided by Debtors' investment banker regarding exit financing.
10/19/2020	J. Vizzini	0.4	Participated in call with Counsel (A. Sherman and B. Mankovetskiy of Sills Cummis) regarding Plan settlement agreements.
10/19/2020	C. Kearns	0.4	Participated in status call with Sills Cummis (B. Mankovetskiy, A. Sherman) re: senior lender "Plan settlement" proposal.
10/19/2020	J. Vizzini	0.3	Reviewed email from Counsel regarding Debtors' proposed response to letter from secured lender and Plan process.
10/19/2020	C. Kearns	0.2	Reviewed vendor's litigation status as it relates to Plan settlement.
10/19/2020	J. Vizzini	0.1	Reviewed email from Counsel to senior lender regarding terms for Debtors' CEO required for Plan settlement.
10/21/2020	C. Kearns	1.8	Reviewed analysis of refinance scenario based on preliminary indications from the Debtors.
10/21/2020	C. Kearns	0.4	Held call with Sills team (A. Sherman and B. Mankovetskiy of Sills Cummis) to discuss possible refinancing scenarios for exit.
10/21/2020	J. Vizzini	0.4	Held discussion with Counsel (A. Sherman and B. Mankovetskiy of Sills Cummis) regarding letter received from Counsel to senior lender regarding support of Plan.
10/21/2020	C. Kearns	0.2	Held call with a potential replacement lender.
10/22/2020	J. Vizzini	1.6	Reviewed Plan of Reorganization documents related to separate Plan proposed by senior lender.
10/22/2020	J. Wu	1.1	Reviewed First Amended Plan of Reorganization.
10/22/2020	J. Vizzini	0.1	Reviewed email update from Counsel (A. Sherman of Sills Cummis) regarding status conference and separate plan proposed by senior lender.
10/23/2020	C. Kearns	0.5	Reviewed Plan proposed by senior lender.
10/23/2020	J. Vizzini	0.2	Prepared email to Counsel (A. Sherman of Sills Cummis) regarding separate Plan proposed by senior lender.

Date	Professional	Hours	Description
27. Plan of Reorganization/Disclosure Statement			
10/27/2020	J. Vizzini	0.1	Reviewed email from Counsel (A. Sherman of Sills Cummis) regarding update regarding proposed resolution to Plan issues raised by senior lender.
11/5/2020	J. Vizzini	0.1	Reviewed email from Counsel (A. Sherman of Sills Cummis) regarding update on resolution of Plan related issues.
11/6/2020	J. Vizzini	0.1	Reviewed draft of UCC letter supporting Plan of Reorganization.
11/12/2020	J. Vizzini	0.2	Reviewed docket for relevant filings related to Disclosure Statement and Plan confirmation.
11/16/2020	J. Vizzini	0.1	Reviewed email from Counsel (A. Sherman of Sills Cummis) regarding update on Plan supplement.
11/19/2020	J. Vizzini	0.2	Participated in call with UCC Counsel (A. Sherman of Sills Cummis) regarding liquidation trust.
11/24/2020	J. Vizzini	0.5	Reviewed GUC Distribution Trust Agreement.
11/24/2020	J. Vizzini	0.4	Participated in call with Committee (A. Sherman of Sills Cummis) regarding liquidation trust.
11/24/2020	J. Vizzini	0.2	Reviewed D&O Cause of Action Agreement.
11/24/2020	J. Vizzini	0.1	Reviewed email from Counsel (A. Sherman of Sills Cummis) regarding D&O Cause of Action and GUC Distribution Trust Agreements.
12/7/2020	J. Vizzini	1.1	Reviewed email from Counsel (A. Sherman of Sills Cummis) re: related objection to Plan filed by key vendor.
12/14/2020	J. Vizzini	0.8	Reviewed Memorandum of Law in Support of Confirmation of Second Amended Joint Chapter 11 Plan and Response to Objections.
12/14/2020	J. Vizzini	0.1	Reviewed docket for filings relevant to Plan confirmation.
12/16/2020	J. Vizzini	0.7	Held discussion with Debtors' CRO (M. Lane) regarding potential debt takeover relative to Plan confirmation and effectiveness.
12/16/2020	J. Vizzini	0.2	Reviewed docket for filings relevant to Plan confirmation.
12/17/2020	J. Vizzini	0.3	Reviewed email from UCC Counsel (A. Sherman of Sills Cummis) providing update to Committee regarding Plan confirmation process and refinancing update.
12/17/2020	J. Vizzini	0.2	Reviewed email from Debtors' Counsel regarding proposal from third party to pay off existing DIP and secured debt as part of Plan confirmation.
12/18/2020	J. Vizzini	0.7	Reviewed modified Plan that reflects changes related to refinancing.

Berkeley Research Group, LLC

Invoice for the 9/1/2020 - 2/26/2021 Period

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Date	Professional	Hours	Description
27. Plan of Reorganization/Disclosure Statement			
12/18/2020	J. Vizzini	0.4	Reviewed draft confirmation order that reflects changes related to refinancing.
12/18/2020	J. Wu	0.3	Reviewed revised Plan regarding changes related to potential refinancing.
12/18/2020	J. Vizzini	0.2	Reviewed docket for filings relevant to Plan confirmation.
12/18/2020	J. Vizzini	0.1	Reviewed email from Counsel (A. Sherman of Sills Cummis) to Committee regarding modified Plan and confirmation order.
12/23/2020	J. Vizzini	0.7	Reviewed modified second Plan of Reorganization and confirmation order reflecting changes with respect to refinancing, revised GUC settlement and Cerner claims.
Task Code Total Hours		28.5	
32. Document Review			
12/17/2020	C. Kearns	0.3	Reviewed status of potential refinancing of Lapis' debt.
12/18/2020	J. Vizzini	0.3	Reviewed escrow agreement related to potential refinancing.
12/18/2020	J. Vizzini	0.2	Reviewed investment banker engagement letter regarding fee upon termination of agreement.
1/4/2021	J. Vizzini	0.1	Reviewed docket for filings relevant to Plan confirmation and effective date.
Task Code Total Hours		0.9	
Total Hours		115.1	

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

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

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

Name of Applicant: Berkeley Research Group, LLC ("BRG")
 Position of Applicant: Financial Advisor to the Official Committee of Unsecured Creditors
 Application Number: Fifth Interim

Sequential #		Applied for	Awarded	Received
A Receipts other than by Application (<i>Transfer from (b) of Application LF 2016A</i>)	Date Compensation Expenses			N/A \$ _____ \$ _____
Prior Application # <u>1</u>	Date Compensation Expenses	<u>10/4/2019</u> \$ <u>194,040.00</u> \$ <u>0.00</u>	<u>11/6/2019</u> \$ <u>194,040.00</u> \$ <u>0.00</u>	<u>11/13/2019</u> \$ <u>194,040.00</u> \$ <u>0.00</u>
Prior Application # <u>2</u>	Date Compensation Expenses	<u>1/27/2020</u> \$ <u>138,831.50</u> \$ <u>0.00</u>	<u>3/9/2020</u> \$ <u>138,831.50</u> \$ <u>0.00</u>	<u>3/18/2020</u> \$ <u>138,831.50</u> \$ <u>0.00</u>
Prior Application # <u>3</u>	Date Compensation Expenses	<u>6/1/2020</u> \$ <u>159,093.00</u> \$ <u>0.00</u>	<u>7/1/2020</u> \$ <u>159,093.00</u> \$ <u>0.00</u>	<u>7/23/2020</u> \$ <u>159,093.00</u> \$ <u>0.00</u>
Present Application (<i>Transfer totals from III & IV of Application</i>) # _____	Date Compensation Expenses	\$ _____ \$ _____		
Totals	Compensation Expenses	\$ _____ \$ _____	\$ _____ \$ _____	\$ _____ \$ _____
B	Total Comp. + Exp.	\$ _____	\$ _____	\$ _____

SUMMARY SUPPORTING APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

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

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

Name of Applicant: Berkeley Research Group, LLC ("BRG")
 Position of Applicant: Financial Advisor to the Official Committee of Unsecured Creditors
 Application Number: Fifth Interim

Sequential #		Applied for	Awarded	Received
A Receipts other than by Application (<i>Transfer from (b) of Application LF 2016A</i>)	Date Compensation Expenses			N/A \$ _____ \$ _____
Prior Application # <u>4</u>	Date Compensation Expenses	<u>10/15/2020</u> \$ <u>225,918.00</u> \$ <u>0.00</u>	<u>11/10/2020</u> \$ <u>225,918.00</u> \$ <u>0.00</u>	<u>1/27/2021</u> \$ <u>213,978.60</u> \$ <u>0.00</u>
Prior Application # _____	Date Compensation Expenses	_____ \$ _____ \$ _____	_____ \$ _____ \$ _____	_____ \$ _____ \$ _____
Prior Application # _____	Date Compensation Expenses	_____ \$ _____ \$ _____	_____ \$ _____ \$ _____	_____ \$ _____ \$ _____
Present Application (<i>Transfer totals from III & IV of Application</i>) # <u>5</u>	Date Compensation Expenses	<u>3/1/2021</u> \$ <u>50,731.00</u> \$ <u>0.00</u>		
Totals	Compensation Expenses	\$ <u>768,613.50</u> \$ <u>0.00</u>	\$ <u>717,882.50</u> \$ <u>0.00</u>	\$ <u>705,943.10</u> \$ <u>0.00</u>
B	Total Comp. + Exp.	\$ <u>768,613.50</u>	\$ <u>717,882.50</u>	\$ <u>705,943.10</u>

SUMMARY SUPPORTING APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

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

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

Name of Applicant: Berkeley Research Group, LLC ("BRG")
 Position of Applicant: Financial Advisor to the Official Committee of Unsecured Creditors
 Application Number: Fifth/Final



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	\$ <u>0.00</u>
(2)	Amount received before the order for relief by attorney or firm for services and costs	\$ <u>0.00</u>
(3)	Amount received after the order for relief by attorney or firm for services and costs	\$ <u>0.00</u>
(4)	Value of any property or service given to attorney or firm as payment of fees and costs Description:	\$ <u>0.00</u>
(5)	Total of entries 1, 2, 3 and 4	\$ <u>0.00</u>
(6)	Amount remaining in client trust account	\$ _____

(b) Amount applied to filing fee and services \$ 0.00
(Subtract entry (a)(6) from entry (a)(5))

(c) Money promised: \$ 0.00
 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))* \$ 0.00

(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 F

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

In re:

ASTRIA HEALTH, et al

Debtor(s)

Case No. 19-01189-11

**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**

THIS MATTER HAVING come before the Court on the # Fifth (☐ interim ☒ final)
application of Berkeley Research Group, LL dated March 1, 2021, 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	\$ <u>768613.50</u>
Reimbursement in the amount of	\$ <u>0.00</u>
Bank fees	\$ <u>0.00</u>
TOTAL	\$ <u>768613.5</u>

* 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	\$ 705943.10
Reimbursement	\$ 0.00
Bank fees	\$ 0.00
Total	\$ 705943.1

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	\$	0

///End of Order///

Presented by:

/s/ Jane Pearson
Jane Pearson, Polsinelli PC
1000 Second Ave., Ste 3500, Seattle, WA 98104
206.393.5400

(Signature/address/phone)