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*Attorneys for the Post Effective Date Debtors*

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

IN RE:

ASTRIA HEALTH, *et al.*

Debtors and Debtors in  
 Possession.<sup>1</sup>

Lead Case No. 19-01189-11  
 (Jointly Administered)

**FINAL APPLICATION OF DENTONS  
 US LLP, AS DEBTORS' COUNSEL,  
 FOR FEES AND EXPENSE  
 REIMBURSEMENT, INCLUDING FOR  
 THE FIFTH INTERIM PERIOD  
 SEPTEMBER 1, 2020 THROUGH  
 JANUARY 15, 2021; DECLARATION  
 OF SAMUEL R. MAIZEL**

<sup>1</sup> 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), SHC 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).

FINAL FEE APPLICATION OF  
 DENTONS US LLP

- 1 - 19-01189-11  
 DENTONS US LLP  
 601 SOUTH FIGUEROA STREET, SUITE 2500  
 LOS ANGELES, CA 90017-5704  
 T 213-623-9300 / F 213-623-9924

I.

**INTRODUCTION**

Dentons US LLP (“Dentons”) was bankruptcy counsel to Astria Health (“Astria”), a Washington nonprofit public benefit corporation, and to the above-referenced twelve affiliated debtors, debtors and debtors in possession (the “Debtors”), in these jointly administered chapter 11 cases (the “Cases”). Since being retained, Dentons has worked closely with the Debtors in all aspects of the Cases, which were complex given the structure and size of the Debtors. Dentons now is serving as counsel to the post “Effective Date”<sup>2</sup> Debtors.

As set forth in this *Final Application of Dentons US LLP, as Debtors’ Counsel, for Fees and Reimbursement of Expenses Including for the Period September 1, 2020, through January 15, 2021* (the “Final Application”), this Final Application covers not only the most recent four-and-one-half months of Dentons’ work, but also presents an overview of work previously performed so as to cover the entire period from the petition date of May 6, 2019, through January 15, 2021.

For the period September 1, 2020, through January 15, 2021 (the “Fifth Interim Period”), Dentons seeks an award of \$1,624,344.30 in fees and \$21,941.10, *plus additional invoices totaling \$1,806.00*,<sup>3</sup> for a total of \$23,747.10 in expenses for

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<sup>2</sup> As explained below, the Effective Date was January 15, 2021.

<sup>3</sup> On February 25, 2021, Dentons received four invoices from a court reporter for transcribing hearing transcripts in December 2020.

1 a total of \$1,648,091.40, on which \$537,107.87 has been paid and on which the  
2 balance due is \$1,110,983.53.

3 For the period May 6, 2019, through August 31, 2020, Dentons requests the  
4 Court to affirm its prior awards totaling \$3,740,055.56 in fees and \$50,240.55 in  
5 expenses, all of which has been paid.

6 For the entire period of May 6, 2019, through January 15, 2021, the fees are  
7 \$5,364,409.86 and the expenses are \$80,661.30, a total of \$5,445,071.16.

## 8 II.

### 9 REVIEW OF DENTONS' REPRESENTATION

10 Astria filed for bankruptcy protection on May 6, 2019 primarily because of  
11 cash flow issues caused by the alleged failure of a vendor to enact a workable revenue  
12 cycle system. Dentons prepared and obtained quick approval of the appropriate  
13 "first-day" motions, and then obtained Debtor in Possession financing from JMB  
14 Capital Partners ("JMB") over the opposition of its largest secured creditor, Lapis  
15 Advisers, LP ("Lapis").

16 The Debtors then began reorganizing its internal revenue cycle operations, and  
17 retained Piper Jaffray & Co., now known as Piper Sandler & Co. ("Piper") to serve  
18 as their investment banker beginning in late July 2019 to provide assistance in, among  
19 other things, sourcing and coordinating a refinancing or alternative sale transaction  
20 that would support the Debtors' continued operations. To support Piper's efforts, in  
21 November 2019 the Debtors sought and obtained approval of a motion setting sale

1 and refinancing procedures. Although Piper contacted hundreds of potential lenders  
2 or buyers, there was no interest in maintaining operations at Astria Regional Medical  
3 Center (“ARMC”), the Debtors’ facility in Yakima. In January 2020, and the Debtors  
4 sought and obtained the Court’s permission to close ARMC over the vigorous  
5 objection of the Washington State Nurses Association.

6 In December 2019, when certain fees were required to be paid to JMB, the  
7 Debtors sought and obtained replacement DIP financing from Lapis. Given the  
8 difficulties which arose by March 2020 in the Capital Markets because of the  
9 COVID-19 pandemic, it became apparent that no refinancing or sale could be  
10 obtained in time to allow the Debtors to emerge from bankruptcy. Thus, the Debtors  
11 entered into negotiations with Lapis to provide exit financing, to which Lapis agreed.

12 Also in March 2020, Dentons negotiated a contract to lease ARMC to the State  
13 of Washington to allow ARMC to be used to treat patients during the  
14 pandemic. Although the State never utilized ARMC for patient care, the Debtors  
15 were paid a significant amount by the State to have it available.

16 Thereafter, the Debtors entered into an agreement with Cushman & Wakefield  
17 and Almon Commercial Real Estate to market ARMC and an adjacent Medical  
18 Office Building for sale. In October 2020, the Debtors sold ARMC and the Medical  
19 Office Building for \$20 million.

20 The Debtors, along with Lapis as a co-proponent, filed a plan of reorganization  
21 in June 2020, and during the summer of 2020 the Debtors, represented by Dentons,

1 negotiated with the Unsecured Creditors' Committee (the "Committee") and Lapis  
2 over the treatment of unsecured creditors under the plan. By November 2020, the  
3 Debtors, the Committee and Lapis had settled over the treatment of the general  
4 unsecured creditors and filed an amended plan, but within a week of the proposed  
5 date for confirmation of the plan, the Debtors and Lapis were approached by  
6 Multicare Health System ("Multicare"), a multi-billion healthcare system with more  
7 than a dozen hospitals in Washington State, to provide alternative exit  
8 financing. Lapis and the Debtors quickly pivoted and within two weeks had reached  
9 an agreement with Multicare allowing confirmation of the *Modified Second Amended*  
10 *Joint Plan of Reorganization of Astria Health and its Debtor Affiliates* ("Modified  
11 Second Amended Joint Plan") on December 24, 2020 and payment in full of Lapis  
12 by Multicare. The Effective Date of the Modified Second Amended Plan was  
13 January 15, 2021

14 Judge Frank Kurtz summarized the professional qualities and expertise that  
15 Dentons brought to the cases, stating:

16 "I think that when this case first came on board, I was concerned  
17 that it would be a difficult matter for the Court . . . and as it's turned  
18 out, it's not been such a matter. The reason for that is the extreme  
19 professionalism of all of the counsel who've been involved in the case.  
20 Counsel for the creditors, committee counsel for the principal creditors  
21 in the case, and particularly . . . counsel for the debtors [Dentons], have

1 all exhibited a high degree of professionalism and competency. The  
2 Court never went into a hearing without all of the information it needed  
3 for the hearing and with all the briefing it needed for the hearing. That's  
4 not always the case. And so, I want to say that on the record."

5 **III.**

6 **GENERAL BACKGROUND**

7 In accordance with the information required by Local Form 2016C, Dentons  
8 provides the following background:

9 **A. Astria's Statewide Healthcare System**<sup>4</sup>

10 At the inception of these cases, the Astria healthcare system, headquartered in  
11 the heart of Yakima Valley, Washington, provided medical services to patients who  
12 generally reside in Yakima County and Benton County, Washington. It was the  
13 largest non-profit healthcare system based in Eastern Washington, with annual  
14 revenues of approximately \$240 million. Astria was the parent non-profit  
15 organization of SHC Medical Center - Yakima ("Yakima"), Sunnyside Community  
16 Hospital Association ("Sunnyside") and SHC Medical Center - Toppenish  
17 ("Toppenish") (collectively, the "Hospitals"), as well as the parent of outpatient  
18 Astria Health Centers (14 medical clinics and 24 specialty clinics), Ambulatory  
19 Surgical Center, Astria Hearing And Speech, and Astria Home Health And Hospice,

20 \_\_\_\_\_  
21 <sup>4</sup> The *Declaration of John M. Gallagher in Support of First Day Motions* [Docket No. 4] provides more detailed information on the Debtors.

1 with healthcare sites and providers conveniently located in towns and cities  
2 throughout the region. As of the petition date, collectively, they had 315 licensed  
3 beds, three active emergency rooms, and a host of medical specialties.

4 At the inception of these cases, overall, the Astria healthcare system provided  
5 medical treatment to approximately 346,400 patients annually, including  
6 approximately 7,344 who spent at least one night in its Hospitals during the year.

7 The importance of the Astria healthcare system to the health and welfare of the  
8 people of the Yakima Valley is best exemplified by the facts that Astria operated:  
9 the *only* neurosurgery program in Yakima County; the *only* hospital in Sunnyside,  
10 Washington; the *only* hospital in Toppenish, Washington; and the *only* obstetric  
11 services in the Lower Valley of Yakima County (both at Sunnyside and Toppenish).

12 **B. Financial Overview as of the Petitions' Date**

13 As of May 6, 2019, the Debtors collectively had a total of approximately  
14 \$72 million of outstanding secured debt. A significant portion of their outstanding  
15 principal debt was pursuant to credit agreements to which SHC Holdco, Yakima,  
16 Toppenish, and either Astria or Yakima Home Care, were all borrowers, and certain  
17 of their non-filing affiliates were either co-borrowers or guarantors, and whose assets  
18 all served as security.

19 As of the date of the Voluntary Petitions, the Debtors collectively had a total  
20 of approximately \$95 million in unsecured debt, not including amounts owed among  
21 the Debtors, affiliates and subsidiaries.

1 **C. Financial Status of Chapter 11 Debtors**

2 In accordance with Local Form 2016C, Dentons provides the following  
3 information *as of December 31, 2020* (which was the last full month of the  
4 bankruptcy cases): As to the Debtors' profit and loss position, Debtors's EBITDA  
5 was \$1,629,277. The Debtor's cash on hand was \$27,872,848. The amount of the  
6 Debtors' postpetition accounts payable was \$6,652,070. The Debtors had no  
7 unencumbered funds in the estates.

8 **D. The Plan of Reorganization and Disclosure Statement, Monthly**  
9 **Operating Reports and U.S. Trustee Fees**

10 In accordance with the information required by Local Form 2016C, a *Joint*  
11 *Chapter 11 Plan of Reorganization of Astria Health and Its Debtor Affiliates* (the  
12 "Joint Plan") [Docket No. 1471] and a disclosure statement [Docket No. 1472] were  
13 filed on July 7, 2020. A *First Amended Joint Chapter 11 Plan of Reorganization of*  
14 *Astria Health and Its Debtor Affiliates* (the "First Amended Joint Plan") [Docket No.  
15 1967] and a disclosure statement [Docket No. 1968] were filed on November 4, 2020.  
16 On November 11, 2020, the Debtors filed the *Second Amended Joint Chapter 11 Plan*  
17 *of Reorganization of Astria Health and Its Debtor Affiliates* (the "Second Amended  
18 Joint Plan") [Docket No. 1986] and a disclosure statement (the "Disclosure  
19 Statement") [Docket No. 1987].  
20  
21

1 A hearing on the Disclosure Statement filed November 4th was held on  
2 November 6, 2020. On November 12, 2020, the Court entered an order [Docket No.  
3 1991] approving the Disclosure Statement (filed November 11, 2020).

4 The Debtors confirmed the Debtor's Modified Second Amended Joint Plan on  
5 December 23, 2020 [Docket No. 2217].

6 The Debtors' have filed *Monthly Operating Reports* [Docket Nos. 310, 409,  
7 521, 626, 701, 768, 847, 955, 1075, 1174, 1248, 1347, 1455, 1582, 1728, 1829, 1962,  
8 2072, 2216, 2309, 2310] for each month the case has been in bankruptcy.

9 The Debtors are current on their payments of U.S. Trustee Fees.

#### 10 IV.

### 11 **DENTONS' REQUEST FOR FEES AND REIMBURSEMENT OF EXPENSES**

#### 12 **A. Dentons' Appointment as Debtors' Counsel**

13 On May 31, 2019, Dentons filed *Debtors' Application to Approve Employment*  
14 *of Dentons US LLP as Debtors' Counsel Nunc Pro Tunc to May 6, 2013* [Docket  
15 No. 194] ("Dentons' Employment Application"). On July 8, 2019, the Court entered  
16 its *Order Granting Application Approving Employment of Dentons US LLP as*  
17 *Counsel for Debtors Nunc Pro Tunc to May 6, 2019* [Docket No. 377], ("Dentons  
18 Employment Order") authorizing Dentons' employment.

#### 19 **B. Fees and Expenses Sought by Dentons US LLP**

20 Dentons files this Final Application, seeking an order from this Court: (1)  
21 allowing interim compensation for services rendered and expenses incurred during

the Fifth Interim Period, in the total amount of \$1,648,091.40 comprising fees of \$1,624,344.30 and expenses of \$23,747.10, on which Dentons has been paid \$537,107.87, and on which the balance due Dentons is \$1,110,983.53.

More specifically, in accordance with the information required by Local Form 2016B, the amount of fees and costs sought and paid in accordance with Dentons' four Monthly Fee Applications [Docket Nos. 1954, 2044, 2142 and 2330] are as follows:

**Breakdown of Amounts Paid and Initial 20% Holdback**  
**Application September 1, 2020 – January 15, 2021**

<b><u>Application Period</u></b>	<b><u>Total Paid to Dentons</u></b> <b>80% Fees / 100% Costs</b>	<b><u>Amount Owed</u></b>
Sixteenth Monthly Fee Application (September 2020)	\$162,107.87	\$40,259.35
Seventeenth Monthly Fee Application (October 2020)	\$375,000.00	\$16,971.12
Eighteenth Monthly Fee Application (November 2020)	\$0.00	\$318,091.09
Nineteenth Monthly Fee Application (December 2020 - January 15, 2021)	\$0.00	\$733,855.97
<b>Sub-total</b>	<b>\$537,107.87</b>	<b>\$1,109,177.53</b>
Invoices from Court Reporter received 2/25/21 for work performed in December 2020		\$1,806.00
<b>Total</b>	<b>\$537,107.87</b>	<b>\$1,110,983.53</b>

During the entirety of the case, and for the Fifth Interim Period, Dentons has reduced its fees, as appropriate and/or in accordance with Dentons' agreement with the Debtors, including:

- Because the Debtors are nonprofit institutions serving a charitable mission, Dentons capped all attorneys' hourly rates at \$800 per hour and provided a 15% discount on all standard hourly billing rates for attorneys whose hourly rates are less than \$800, no matter the standard rate for the timekeeper, resulting in a fee reduction for the Fifth Interim Period of more than \$300,000 when compared to Dentons' standard hourly rates. The reduced hourly rates for all five interim fee periods totals more than \$1,000,000 when compared to Dentons' standard hourly rates.

**C. Summary of Hours and Fees**

The following fees have been incurred and billed in the Debtors' thirteen cases:

**Summary of Hours and Fees for Each Debtor**

**Application Period: September 1, 2020 - January 15, 2021**

Debtors	Hours	Fees
Astria Health (19-01189-11)	2420.10	\$1,411,493.41
SHC Medical Center - Toppenish (19-01190-11)	1.70	\$590.43
SHC Medical Center - Yakima (19-01192-11)	175.40	\$111,930.24
Sunnyside Community Hospital Association (19-01191-11)	50.30	\$30,625.26

Debtors	Hours	Fees
Sunnyside Community Home Medical Supply	6.10	\$4,880.00
SBA Adversary Proceeding	127.40	\$58,159.17
WSNA v. Astria Health	9.20	\$6,665.79
<b>TOTAL</b>	<b>2790.20</b>	<b>\$1,624,344.30</b>

**D. Professionals and Hourly Rates**

In compliance with Local Form 2016A, Dentons provides the following information for the Fifth Interim Period: the names of all of the attorneys and paraprofessionals who have been responsible for providing services to the Debtors, their hourly rate, total number of hours spent on the case and total fees charged as a result of services they each provided to the Debtors, is attached hereto as Exhibit "A."

In general, tasks were allocated among the professionals and paraprofessionals based upon their comparative expertise, taking into consideration the knowledge and experience of Dentons' professionals and paraprofessionals. Dentons represented the Debtors as effectively and efficiently as possible during the Fifth Interim Period.

Resumes on the background and qualifications of each of the attorneys who rendered services to the Debtors during the Fifth Interim Period are attached collectively hereto as Exhibit "B."

**E. Previously Paid Compensation**

Dentons was paid \$934,183.65 in fees and \$6,673.65 in expenses on its *First Interim Application of Dentons US LLP, as Debtors' Counsel, for Fees and*

1 *Reimbursement of Expenses for the Period May 6, 2019, through August 31, 2019*  
2 [Docket No. 668].

3 Dentons was paid \$730,649.25 in fees and \$10,160.82 in expenses on its  
4 *Second Interim Application of Dentons US LLP, as Debtors' Counsel, for Fees and*  
5 *Reimbursement of Expenses for the Period September 1, 2019, through*  
6 *December 31, 2019* [Docket No. 1087].

7 Dentons was paid \$1,080,057.61 in fees and \$17,409.95 in expenses on its  
8 *Third Interim Application of Dentons US LLP, as Debtors' Counsel, for Fees and*  
9 *Reimbursement of Expenses for the Period January 1, 2019, through April 30, 2019*  
10 [Docket No. 1656].

11 Dentons was paid \$995,175.05 in fees and \$22,669.78 in expenses on its  
12 *Fourth Interim Application of Dentons US LLP as Debtors' Counsel for Fees and*  
13 *Reimbursement of Expenses for the Period May 1, 2020, through August 31, 2020*  
14 [Docket No. 2030]

15 As already noted, Dentons has been paid \$537,107.87 in fees and expenses for  
16 the Fifth Interim Period, with a balance due Dentons of \$1,110,983.53.

17 In summary, Dentons has incurred the following fees and expenses during the  
18 period May 6, 2019, through January 15, 2021:

Period	Fees	Expenses
First Interim Period (05/06/19-08/31/19)	\$934,183.65	\$6,673.65
Second Interim Period (09/01/19-12/31/19)	\$730,649.25	\$10,160.82
Third Interim Period (01/01/20-04/30/20)	\$1,080,057.61	\$17,409.95

Period	Fees	Expenses
Fourth Interim Period (05/01/20-08/31/20)	\$995,175.05	\$22,669.78
Fifth Interim Period (09/01/20-01/15/21)	\$1,624,344.30	\$23,747.10
<b>TOTAL</b>	<b>\$5,364,409.86</b>	<b>\$80,661.30</b>

In regard to a request from the Office of the U.S. Trustee, Dentons has prepared as best as it is able to do so the Form entitled: *Customary and Comparable Compensation Disclosures with Fee Applications*, attached as Exhibit "C." Dentons does not have the ability to complete Column 2 in the Chart, but represents that -- in the majority of non-bankruptcy cases in which Dentons provides services -- the fees in those other cases are billed at hourly rates not lower than and normally higher than the hourly rates charged by Dentons in this case. There was no change in the rates charged by Dentons during the case.

**F. Project Billing**

Dentons has classified all services performed for each of the 13 Debtors, into 33 Categories Of Service ("Task Codes"). Dentons attempted to place the services performed in the appropriate Task Code that best related to the service provided. Dentons has attached as Exhibit "D" a chart *for each Debtor*, specifying the hours and fees incurred by each Task Code.

During the course of Dentons' representation of the Debtors during the Fifth Interim Period, Dentons performed the services described in this Final Application, and as set forth in the time and descriptions of services attached as Exhibits "E," "F,"

1 “G” & “H.” However, *because certain services may relate to one or more Task*  
2 *Codes, services arguably pertaining to one Task Code may, in fact, be included in*  
3 *another Task Code.*

4 More specifically, in accordance with Local Form 2016, Dentons has  
5 categorized the services it has performed for the 13 Debtors during the Fifth Interim  
6 Period into the following 33 separate Task Codes (**not all of which were utilized**)  
7 for each Debtor:

Task Code	Description of Task Codes
AGI	Attorney General Issues
B100	Administration ( <i>Pro Hac Vice</i> Appls, Critical Dates Memos; “all-hands” conference calls; Requests for Notice; and Master Lists)
B110	Case Administration (including PCO; Schedules and SOFA)
B120	Asset Analysis and Recovery
B130	Asset Disposition (including work on Asset Purchase Agreements)
B140	Relief from Stay/Adequate Protection Proceedings (including automatic stay issues, stay violations)
B150	Meetings of and Communications with Creditors (including Formation of the UCC; 341(a) Meeting; Committee calls)
B160	Fee Applications/Employment Applications (including Billing Issues); Budgeting
B170	Fee Objections/Employment Objections
B180	Avoidance Action Analysis
B185	Assumption/Rejection of Leases and Contracts
B190	Other Contested Matters (excluding Assumption/Rejection Motions, First Day Motions, Notices of Stay)
B195	Non-Working Travel
B200	Operations (Licenses, Beds; Patient Records; Patient Refunds; Physicians Billing; Delta Dental)

<b>Task Code</b>	<b>Description of Task Codes</b>
B210	Business Operations (including Critical Vendors, Credit card issues; Reclamation Claims; Mechanics Liens; Cash Management Motion; Patient Refund Motion; Managed Care Issues)
B220	Employee Pension & Profit Sharing Plans/Defined Benefit Plans/401k Plans (and any other retirement plans)
B230	Financing/Cash Collateral (including Meetings with Prepetition Lenders; negotiating DIP Financing; Bond Issues)
B240	Tax Issues
B250	Real Estate
B260	Board of Directors Matters
B300	Claims and Plan
B310	Claims Administration and Objections (including Mechanics Liens; PACA)
B320	Plan and Disclosure Statement
B400	Bankruptcy-Related Advice (Work Product Analysis)
B410	General Bankruptcy Advice/Opinions
B420	Restructurings
INS	Insurance (including Workers Compensation Claims, Marillac, Old Republic, D&O Insurance)
MED/CMS	Medicare/CMS Issues
MED/DHCS	Medicare/DHCS Issues
REP	Reporting (MORs)
VAL	Valuation
EMP	Employee related issues (including employment, union contracts, wages, WARN Act Notices, severance, payroll issues; insider compensation; KERP & KIEP; Union issues)
APP	Appellate Work

1 **G. Guidelines Pursuant to which this Final Application Has Been Prepared**

2 Dentons submits this Final Application in accordance with the Fee Procedures  
3 Order, the United States Trustee Guidelines for Reviewing Applications for  
4 Compensation and Reimbursement of Expenses Filed under § 331<sup>5</sup>, and the Local  
5 Bankruptcy Rules of the United States Bankruptcy Court for the Eastern District of  
6 Washington (“LBR”).

7 **H. Overview of Dentons’ Work in Behalf of the Debtors**

8 During the Fifth Interim Period, Dentons has performed myriad tasks,  
9 including one related to:

- 10 1. Confirmation of the Modified Second Amended Join Plan.
- 11 2. Assumption and assignment of executory contracts and unexpired  
12 leases.
- 13 3. The third and fourth renewed motions to enlarge time within which the  
14 Debtors may remove actions.
- 15 4. The third and fourth motions to extend time to assume or reject  
16 unexpired leases of nonresidential real property.
- 17 5. Prosecuting the Adversary Complaint against the United States Small  
18 Business Administration.

19  
20 \_\_\_\_\_  
21 <sup>5</sup> Unless specified otherwise, all Debtor’s section references are to the Bankruptcy Code, 11 U.S.C. §§ 101-1532, and all “Rule” references are to the Federal Rules of Bankruptcy Procedure.

1           6.     Resolution of the Adversary Proceeding filed by Washington State  
2 Nurses Association Against SHC Medical Center - Yakima.

3           7.     The third, fourth and fifth motions authorizing rejection of certain  
4 motions to reject executory contracts and unexpired leases of real property.

5           8.     The motion for an order approving private sale of property (the Astria  
6 Medical Office Plaza and ARMC).

7           9.     Stipulations extending authorization to use cash collateral.

8           10.    Motions for allowance or disallowance of administrative expense  
9 claims.<sup>6</sup>

10          11.    Review and filing of *Monthly Operating Reports*.

11          12.    Review of the *Patient Care Ombudsman Reports*.

12          13.    Preparing *Status Conference Reports* and attending Status Conferences.

13          14.    Preparing Fee Applications, Including preparation of Dentons interim  
14 and monthly fee applications, and reviewing other professionals applications.

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15  
16          <sup>6</sup> Filed on Behalf of Bruce A. Epps, Brian Fischer, UnitedHealthcare Insurance Com-  
17 pany, Cynthia Lewis, Phillips Health Care, First Choice Network, Inc., Microsoft  
18 Corporation, Washington State Hospital Association, TIAA Commercial Financial,  
19 Inc., GE Precision Health Care, LLC, Jennifer Ford, M.D., Abbott Laboratories, Inc.,  
20 Horizon Mental Health Management, LLC, Timothy B. Icenogle, M.D., C.P.R. Bard,  
21 Debra A. Titus, FNP-C, Siemens Financial Services, Inc., Yakima HMA Physician  
Management, Inc., LLC, Premier, Inc., DeVita, Inc., Nuance Communications, Inc.,  
Intuitive Surgical, Inc., Norance Sinkula, Advance Transfusion Services, Bay Street  
Properties, LLC, Premier Rehab, LLC, Cerner Corporation, SCIU Health Care, and  
Responses, Objections, and Stipulations Extending Time for AHM, Inc., Medwin  
Capital Funding, LLC, Morrison Management Specialties, Inc.

1 As demonstrated below, the accumulated skill and background of the Dentons'  
2 partners, counsel, associates and paraprofessionals have worked to the advantage of  
3 the Debtors and their estates.

4 V.

5 **REVIEW AND CERTIFICATION**

6 **A. Client Review**

7 Dentons has previously provided the Debtors with copies of the Dentons' four  
8 previous monthly fee applications, and is providing to the Debtors this Final  
9 Application.

10 **B. Certification of Counsel**

11 The undersigned counsel, on behalf of Dentons, certifies that, in accordance  
12 with the attached *Declaration of Samuel R. Maizel*:

- 13 • Mr. Maizel has read this Final Application;
- 14 • The compensation and expense reimbursement requested are billed at  
15 rates, in accordance with practices, no less favorable than those  
16 customarily employed by Dentons and generally accepted by Dentons'  
17 clients;
- 18 • At all relevant times, Dentons has been a disinterested person as that  
19 term is defined in § 101(14) and has not represented or held an interest  
20 adverse to the interest of the Debtors.

- 1           • In accordance with the representation required by Local Form 2016,  
2           neither Dentons nor any members of Dentons has any agreement or  
3           understanding of any kind or nature to divide, pay over or share any  
4           portion of the fees or expenses to be awarded to Dentons with any other  
5           person or attorney except as among the members and associates of  
6           Dentons;
- 7           • In accordance with the representation required by Local Form 2016, to  
8           the best of the knowledge, information and belief of Mr. Maizel, formed  
9           after reasonable inquiry, no time has been billed to the Debtors outside  
10          the scope of work authorized by the Order authorizing employment of  
11          the Firm;
- 12          • In accordance with the representation required by Local Form 2016, all  
13          compensation for services rendered and reimbursement for expenses  
14          incurred, for which an award is sought for representing the interests of  
15          the Debtors, were necessary and beneficial to the Debtors in connection  
16          with the case; and
- 17          • To the best of the knowledge, information and belief of Mr. Maizel,  
18          formed after reasonable inquiry, the compensation and expense  
19          reimbursement sought herein is in conformity with the Fee Procedures  
20          Order, the LBR and the Guidelines of the Office of the United States  
21          Trustee.

1 VI.

2 **DESCRIPTION OF SERVICES**

3 Because all work in this case is highly integrated, and because the attached  
4 monthly statements explain in detail all the work performed by Dentons, Dentons has  
5 identified and will describe -- by way of the narrative set forth below in accordance  
6 with Local Form 2016 -- the following key services provided by Dentons during the  
7 Fifth Interim Period:

8 **A. Confirmation of the Modified Second Amended Joint Plan**

9 Dentons negotiated the terms of its Joint Plan with its co-plan proponents,  
10 Lapis and JMB, together with Lapis and the Debtors, the "Plan Proponents"). On  
11 July 7, 2020, the Plan Proponents filed the Joint Plan [Docket No. 1471] and related  
12 disclosure statement [Docket No. 1472]. Also on July 7, 2020, the Plan Proponents  
13 filed a *Notice of Hearing and Joint Motion for an Order Approving: (I) Proposed*  
14 *Disclosure Statement; (II) Solicitation and Voting Procedures; (III) Notice and*  
15 *Objection Procedures for Confirmation of Joint Plan of Reorganization; and*  
16 *(IV) Granting Related Relief* [Docket No. 1473].

17 After the Joint Plan was filed, the Plan Proponents continued to negotiate the  
18 terms of the Joint Plan with the Committee. While those negotiations continued, the  
19 Debtors continued on several occasions the hearing date to consider its disclosure  
20 statement, ultimately to November 6, 2020. [See Docket Nos. 1652, 1694, 1753,  
21 1801, 1818, 1869].

1 Prior to the continued hearing on the disclosure statement, the Plan Proponents  
2 filed their First Amended Joint Plan [Docket No. 1967] and related disclosure  
3 statement [Docket No. 1968]. Following the hearing on November 11, 2020, the  
4 Plan Proponents filed on November 11th their Second Amended Joint Plan [Docket  
5 No. 1986] and related Disclosure Statement [Docket No. 1987].

6 On November 12, 2020, the Court entered an order [Docket No. 1991]  
7 approving the Disclosure Statement filed on November 11, 2020.

8 Following the Court's approval of the Disclosure Statement, Dentons  
9 continued to negotiate the terms of the Second Amended Joint Plan with the  
10 Committee and other interested parties. On November 18, 2020, the Debtors filed a  
11 *Notice of Filing of Proposed Revisions to Second Amended Plan, Ballots and*  
12 *Confirmation Hearing Notices* [Docket No. 2003] and *Notice of Errata to Second*  
13 *Amended Plan, Ballots and Confirmation Hearing Notices* [Docket No. 2007]. The  
14 Plan Proponents also published notices of approval of the Disclosure Statement and  
15 the confirmation hearing and filed certificates of publication of the same [Docket No.  
16 2027].

17 On November 25, 2020, the Debtors filed a *Notice of Filing Certain Plan*  
18 *Supplements to the Second Amended Joint Chapter 11 Plan of Reorganization of*  
19 *Astria Health and its Debtor Affiliates* [Docket No. 2043] (the "Plan Supplement").  
20 Dentons further supplemented this Plan Supplement and revised the list of rejected  
21

1 executory contracts and unexpired leases on multiple occasions, as explained below.  
2 [See Docket Nos. 2082, 2189].

3 The Plan Proponents received several objections to confirmation of the Second  
4 Amended Joint Plan [see Docket Nos. 2065, 2066, 2067, 2068, 2069, 2077, 2125,  
5 2126, 2130, 2144, 2146]. In response, on December 11, 2020, the Plan Proponents  
6 filed the *Memorandum of Law in Support of Confirmation of Second Amended Joint*  
7 *Chapter 11 Plan and Response to Objections* [Docket No. 2124] and on  
8 December 20, 2020, the *Supplemental Declaration of Michael Lane in Support of*  
9 *Confirmation of Modified Second Amended Joint Chapter 11 Plan of Reorganization*  
10 [Docket No. 2190].

11 In late 2020, Dentons negotiated with Multicare Health System (“Multicare”)  
12 to provide exit financing to the Debtors. Dentons negotiated the terms of the exit  
13 financing and a revised the Second Amended Joint Plan with Multicare, Lapis and  
14 the Committee. Also, in the weeks leading up to confirmation, Dentons drafted a  
15 substantially modified the Second Amended Joint Plan and incorporated comments  
16 from Multicare, Lapis and the Committee.

17 A day before the scheduled confirmation hearing, on December 22, 2020, the  
18 Plan Proponents filed their Modified Second Amended Joint Plan [Docket No. 2196]  
19 and *Notice of Filing Amended Plan Supplement to the Modified Second Amended*  
20 *Joint Chapter 11 Plan of Reorganization of Astria Health and its Debtor Affiliates*  
21 [Docket No. 2197], attaching the Multicare Credit Agreement and Exit Loan Escrow

1 Agreement. Dentons also continued to negotiate a revised form of *Order Confirming*  
2 *Modified Second Amended Joint Chapter 11 Plan of Reorganization of Astria Health*  
3 *and its Debtor Affiliates* with Lapis, Multicare and the Committee and lodged three  
4 versions of the proposed order [Docket Nos. 2198, 2206, 2215].

5 On December 23, 2020, the Court held a hearing to consider confirmation of  
6 the Modified Second Amended Joint Plan and entered the *Order Confirming*  
7 *Modified Second Amended Joint Chapter 11 Plan of Reorganization of Astria Health*  
8 *and its Debtor Affiliates* [Docket No. 2217]. That same day, the Debtors filed the  
9 *Notice of Confirmation of Chapter 11 Plan* [Docket No. 2218].

10 The Modified Second Amended Joint Plan became effective January 15, 2021.

11 **B. Assumption and Assignment**

12 Pursuant to § 365 and in conjunction with the Debtors' plan, the Debtors  
13 worked diligently to identify those executory contracts and unexpired leases  
14 necessary to ensuring the success of their reorganization efforts, as well as the  
15 amounts necessary to cure any defaults.

16 As noted above, on November 25, 2020, the Debtors filed the Plan  
17 Supplement, which, *inter alia*, provided a *Schedule of Assumed Agreements* attached  
18 thereto as Exhibit "A." This *Schedule of Assumed Agreements* provided the parties'  
19 names, contract details, and the dollar amounts the Debtors believed were necessary  
20 to cure any defaults.

1 After initial feedback from various parties, on December 4, 2020, the Debtors  
2 then filed *Notice Of Filing Amended Schedule Re Certain Plan Supplements To The*  
3 *Second Amended Joint Chapter 11 Plan Of Reorganization Of Astria Health And Its*  
4 *Debtor Affiliates* [Docket No. 2082], attaching an amended *Schedule of Assumed*  
5 *Agreements* as Exhibit “A.” Pursuant to the terms to the Modified Second Amended  
6 Joint Plan (at 49), parties had ten (10) days to file objections to assumption and/or  
7 cure amounts.

8 Since at least July 22, 2020, the Debtors have been in communication with  
9 various parties to ensure a smooth assumption process. Among these parties was  
10 Nuance Communications, Inc. On December 18, 2020, the Debtors filed their  
11 *Stipulation Between Debtors And Nuance Communications, Inc. Resolving*  
12 *Administrative Claim And Cure Claim* [Docket No. 2182], and the Court entered the  
13 *Agreed Order Approving Stipulation Between Debtors And Nuance*  
14 *Communications, Inc. Resolving Administrative Expense Claim And Cure Claim*  
15 [Docket No. 2200].

16 Additionally, the Debtors had ongoing discussions with DaVita, Inc., on behalf  
17 of its subsidiaries Renal Treatment Centers–West, Inc., and Total Renal Care, Inc.  
18 (collectively, “DaVita”) regarding assumption and cure obligations. On December  
19 17, 2020, DaVita filed *DaVita, Inc.’s Objection To Cure Amount Identified In*  
20 *Debtors’ Amended Schedule Of Assumed Agreements* [Docket No. 2082] [Docket  
21 No. 2166] (the “DaVita Cure Objection”). On February [3], 2021, the Debtors and

1 DaVita filed a stipulation resolving both DaVita's Cure Objection, as well as  
2 DaVita's *Motion, Pursuant to 11 U.S.C. § 503(b)(1)(A), for Payment of*  
3 *Administrative Expense Claim* [Docket No. 1549] (the "DaVita Admin Claim").

4 After further discussion with other parties, on February 2, 2021, the Debtors  
5 filed a *Notice Of Supplemental Information Related To Notice Of Filing Amended*  
6 *Schedule Re Certain Plan Supplements To The Second Amended Joint Chapter 11*  
7 *Plan Of Reorganization Of Astria Health And Its Reorganized Debtor Affiliates*  
8 [Docket No. 2304], providing supplemental information to clarify and confirm that  
9 the Debtors intended to and have assumed certain contracts identified in Exhibit "A"  
10 attached thereto. Collectively, these executory agreements and unexpired leases  
11 became effective on the Effective Date.

12 With the exception of various ongoing matters with Cerner Corporation not  
13 referenced herein, the Debtors believe they have addressed all outstanding issues  
14 related to the assumption of the Debtors' executory agreements and unexpired leases,  
15 as well as their cure amounts.

16 Pursuant to Section IV.B.1 of the Modified Second Amended Joint Plan and  
17 Section II.15(a) of the confirmation order, all executory agreements and unexpired  
18 leases not specifically assumed were rejected on the Effective Date. Pursuant Section  
19 IV.B.2 of the Modified Second Amended Joint Plan and Section II.15(c) of the  
20 confirmation order, the deadline to file rejection damages passed on January 22,  
21 2021.

1 **C. Third and Fourth Renewed Motions to Enlarge Time within which**  
2 **Debtor May Remove Actions**

3 The Debtors have been involved in at least ten (10) claims or causes of action  
4 in civil actions (the “Actions”). The Debtors have sought additional time to analyze  
5 some or all of those Actions to determine whether to remove any of those Actions  
6 and to analyze whether litigation is the prudent means to resolve these potential  
7 claims.

8 To that end, on July 29, 2020, the Debtors filed the *Debtors’ Notice of Third*  
9 *Renewed Motion and Third Renewed Motion for Entry of an Order Enlarging the*  
10 *Time within which the Debtors May Remove Actions; Declaration of Cary Rowan*  
11 [Docket No. 1617] (the “Fourth Removal Extension Motion”).

12 After no objections were received during the objection period set forth in the  
13 Fourth Removal Extension Motion, the Court entered on September 28, 2020, the  
14 *Order Enlarging the Time within which the Debtors May Remove Actions* [Docket  
15 No. 1844], extending the date to November 27, 2020, without prejudice to the  
16 Debtors requesting a further extension.

17 On November 27, 2020, the Debtors filed the *Debtors’ Notice of Fourth*  
18 *Renewed Motion and Fourth Renewed Motion for Entry of an Order Enlarging the*  
19 *Time Within Which the Debtors May Remove Actions; Declaration of Cary Rowan*  
20 [Docket No. 2048] (the “Fifth Removal Extension Motion”).  
21

1 After no objections were received during the objection period set forth in the  
2 Fifth Removal Extension Motion, the Court entered on December 23, 2020, the  
3 *Order Enlarging the Time Within Which the Debtors May Remove Actions* [Docket  
4 No. 2208], extending the date to March 25, 2021, without prejudice to the Debtors  
5 requesting a further extension.

6 The Debtors anticipate making those decisions shortly.

7 **D. Third and Fourth Motions to Extend Time to Assume or Reject**  
8 **Unexpired Leases of Nonresidential Real Property**

9 On August 31, 2020, Dentons timely filed the *Debtors' Motion for Entry of an*  
10 *Order Extending the Time to Assume or Reject Unexpired Lease of Nonresidential*  
11 *Real Property* [Docket Nos. 1754, 1756] and notice of the same [Docket No. 1757].  
12 On September 22, 2020, Dentons filed a *Declaration of No Objections re: Debtors'*  
13 *Motion for Entry of an Order Extending the Time to Assume or Reject Unexpired*  
14 *Lease of Nonresidential Real Property* [Docket No. 1811] and *Proposed Order*  
15 *Extending the Time to Assume or Reject Unexpired Lease of Nonresidential Real*  
16 *Property* [Docket No. 1812]. On September 28, 2020, the Court entered the *Order*  
17 *Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real*  
18 *Property* [Docket No. 1847], through November 30, 2020.

19 On December 1, 2020, Dentons filed the *Debtors' Motion for Entry of an*  
20 *Order Nunc Pro Tunc to November 30, 2020, Extending the Time to Assume or Reject*  
21 *Unexpired Leases of Nonresidential Real Property* [Docket No. 2052] and notice of

1 the same [Docket No. 2053]. On December 28, 2020, Dentons filed a *Declaration*  
2 *of No Objections and Request for Entry of an Order Granting Extension of Time to*  
3 *Assume or Reject Unexpired Leases* [Docket No. 2220] and *Proposed Order*  
4 *Extending the Time to Assume or Reject Unexpired Lease of Nonresidential Real*  
5 *Property* [Docket No. 2221]. On December 29, 2020, the Court entered an *Order*  
6 *Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real*  
7 *Property* [Docket No. 2226], through December 30, 2020.

8 On December 30, 2020, Dentons timely filed the *Debtors' Motion for Entry of*  
9 *an Order Extending the Time to Assume or Reject Unexpired Lease of Nonresidential*  
10 *Real Property* [Docket No. 2227] and notice of the same [Docket No. 2228]. On  
11 January 22, 2021, Dentons filed a *Declaration of No Objections and Request for*  
12 *Entry of an Order Granting Extension of Time to Assume or Reject Unexpired Leases*  
13 *re: Debtors' Motion for Entry of an Order Extending the Time to Assume or Reject*  
14 *Unexpired Leases of Nonresidential Real Property* [Docket No. 2227] and *Notice of*  
15 *Debtors' Motion for Entry of an Order Extending the Time to Assume or Reject*  
16 *Unexpired Leases of Nonresidential Real Property* [Docket No. 2228] [Docket  
17 No. 2276] and *Proposed Order Extending the Time to Assume or Reject Unexpired*  
18 *Lease of Nonresidential Real Property* [Docket No. 2277]. On January 22, 2021, the  
19 Court entered an *Order Extending Time to Assume or Reject Unexpired Leases of*  
20 *Nonresidential Real Property* [Docket No. 2281], through the Effective Date.

1 **E. Preparation and Filing of Adversary Complaint against the United**  
2 **States Small Business Administration**

3 On May 15, 2020, the Debtors filed an adversary complaint [Docket No. 1278;  
4 Adv. Pro. Docket No. 1] against the United States Small Business Administration  
5 (the “SBA”) acting through Jovita Carranza in her capacity as the Administrator of  
6 the SBA (the “Administrator,” and together with the SBA, the “Defendants”) arising  
7 out of Banner Bank’s denial, at the direction of the SBA acting through the  
8 Administrator, of two of the Debtors’ applications for loans under the Paycheck  
9 Protection Program (“PPP”), which is part of what Congress enacted and the  
10 President signed in the “Coronavirus Aid, Relief, And Economic Security Act” (the  
11 “CARES Act”), Public Law 116-136, solely because the applicants are debtors in  
12 bankruptcy. The Debtors also filed a motion requesting a temporary restraining order  
13 [Adv. Pro. Docket No. 2]. The parties filed an *Agreed Order Regarding Scheduling*  
14 *and Reservation of PPP Funds* [Adv. Pro. Docket No. 13], which the Court entered  
15 after hearing on May 19, 2020. After further briefing [Adv. Pro. Docket Nos. 15, 16,  
16 18], and a hearing held on June 3, 2020, the Court granted the Debtors’ request for  
17 temporary restraining order and preliminary injunction [Adv. Pro. Docket No. 22].

18 The parties further stipulated [Adv. Pro. Docket No. 25] to stay litigation  
19 pending appeal, and the Defendants filed a *Motion for Mandatory Withdrawal of*  
20 *Reference* [Adv. Pro. Docket No. 26] and a notice of appeal [Adv. Pro. Docket  
21 No. 28]. The Debtors filed a notice of cross-appeal [Adv. Pro. Docket No. 34], as

1 well as an *Opposition to Motion for Mandatory Withdrawal of Reference* [Adv. Pro.  
2 Docket No. 35].

3 Both parties have filed their *Designations of Record* and *Statement of Issues*  
4 [Adv. Pro. Docket Nos. 38, 44, 45].

5 The Defendants filed their opening brief [App. Docket No. 13] before the  
6 United States District Court for the Eastern District of Washington (the “District  
7 Court”), as have the Debtors [App. Docket Nos. 14, 15]. The Defendants also filed  
8 a reply [Adv. Pro. Docket No. 40] in support of their *Motion for Mandatory*  
9 *Withdrawal of Reference* [Adv. Pro. Docket No. 26], which was then referred to the  
10 District Court, along with a *Letter to the Court by Whitman L. Holt re: Motion for*  
11 *Mandatory Withdrawal of Reference* [Adv. Pro. Docket No. 41].

12 The Defendants then filed *Appellants’ Response and Reply Brief* [App. Docket  
13 No. 18], as well as their *Notice of Supplemental Authority* [App. Docket No. 21]. The  
14 Debtors filed their *Reply Brief of Appellees/Cross-Appellants* [App. Docket No. 24].  
15 The Defendants then filed the *Appellants’ Surreply Brief* [App. Docket No. 25].

16 All matters remain pending before the District Court.

17 **F. Resolution of Adversary Proceeding Filed by Washington State Nurses**  
18 **Association against SHC Medical Center - Yakima**

19 On January 31, 2020, the Washington State Nurses Association (“WSNA”)  
20 filed a complaint [Docket No. 1 in Adversary Proceeding No. 20-180005-WLH]<sup>7</sup>

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21 <sup>7</sup> All docket references in this Section H refer to Adversary Proceeding No. 20-180005-WLH.  
FINAL FEE APPLICATION OF DENTONS US LLP  
DENTONS US LLP - 31 -  
601 SOUTH FIGUEROA STREET, SUITE 2500  
LOS ANGELES, CALIFORNIA 90017-5704  
T 213-623-9300 / F 213-623-9924

1 against ARMC and Astria (collectively, “Defendants”) alleging violations of the  
2 Worker Adjustment and Retraining Notification (“WARN”) Act and the Washington  
3 state wage-hour law. WSNA represents nurses who worked at ARMC when -- as  
4 explained above -- ARMC closed in January 2020.

5 On March 4, 2020, Dentons filed a *Notice of Motion and Motion to Dismiss*  
6 *the Adversary Proceeding* with a *Memorandum of Points & Authorities* [Docket  
7 No. 6], asking the Court to dismiss with prejudice WSNA’s Complaint. In support  
8 of Defendants’ motion to dismiss, Dentons also prepared and filed Defendants’  
9 *Request for Judicial Notice in Support of Their Motion to Dismiss the Adversary*  
10 *Proceeding* [Docket No. 7].

11 In the motion, Dentons argued that the WARN Act claims should be dismissed  
12 because Defendants were “liquidating fiduciaries” and thus not “employers,” within  
13 the meaning of the WARN Act. Dentons also argued that the state law claims should  
14 be dismissed because: WSNA lacked associational standing to pursue the claims;  
15 Section 301 of the Labor Management Relations Act preempted WSNA’s state law  
16 claims; and the Bankruptcy Code preempts WSNA’s state law claims.

17 WSNA filed *Washington State Nurses Association’s Objection to Defendants’*  
18 *Motion to Dismiss* [Docket No. 13], and Dentons filed a *Reply to Washington State*  
19 *Nurses Association’s Objection and in Support of Defendants’ Motion to Dismiss the*  
20 *Adversary Proceeding* [Docket No. 19]. On April 15, 2020, the Court held oral  
21 argument on the motion to dismiss and took the motion under advisement. On

1 April 21, 2020, the Court issued its oral decision, granting the motion to dismiss with  
2 prejudice as to Counts 2 and 3 (the Washington state wage-hour law claims) and  
3 denying the motion to dismiss as to WSNA's WARN Act claim, subsequently  
4 entering an Order on *Defendant's Motion to Dismiss Modifying Scheduling Order*  
5 [Docket No. 29].

6 On multiple occasions in February and March 2020, Dentons met  
7 telephonically with counsel for WSNA to discuss and prepare a *Joint Status Report*  
8 *and Discovery Plan* [Docket No. 10], which the parties filed on March 13, 2020, also  
9 filing a *Stipulated Protective Order* [Docket No. 14]. On March 18, 2020, Dentons  
10 attended a status conference to discuss and enter a *Scheduling Order* [Docket  
11 No. 16], including on limited discovery pending the defendants' motion to dismiss.  
12 Dentons prepared and filed on April 23, 2020, a *[Proposed] Revised Scheduling*  
13 *Order* [Docket No. 27] entered on April 30, 2020 [Docket No. 30], which clarified  
14 some deadlines in the prior Scheduling Order.

15 Dentons prepared and served *Responses and Objections to Washington State*  
16 *Nurses Association's First Set of Discovery Requests (as Limited by Court Order and*  
17 *Agreement)* [Docket No. 17] on April 3, 2020. After the Court's ruling on the motion  
18 to dismiss, Dentons worked on preparing responses and objections to WSNA's  
19 remaining discovery requests.

20 Dentons also prepared an *Answer* [Docket No. 31], filed on May 5, 2020.  
21

1 On behalf of Defendants, Dentons engaged in settlement discussions with  
2 WSNA. In late June 2020, the parties agreed to extend all discovery deadlines while  
3 they finalized the terms of a settlement agreement. The parties reached a final  
4 settlement agreement in July. Dentons drafted and filed on July 28, 2020, a *Motion*  
5 *to Approve Compromise and Settlement Pursuant to FRBP 9019 Between the*  
6 *Debtors' and Washington State Nurses Association and Resolving Adversary*  
7 *Proceeding* [Docket No. 34], and a *Motion to Seal* related exhibits [Docket No. 35].

8 The Bankruptcy Court held a hearing on the settlement on September 8, 2020  
9 and approved the settlement the next day [Docket No. 43], which resolved the  
10 adversary proceeding in its entirety. Dentons continued to advise the Debtors on the  
11 final calculations and payments of the settlement proceeds and on related issues.

12 **G. The Debtor's Motions to Reject Executory Contracts and Unexpired**  
13 **Leases Including Third, Fourth and Fifth Motions Authorizing**  
14 **Rejection of Executory Contracts and Unexpired Leases**

15 In order to halt the accrual of administrative costs associated with certain  
16 contracts and leases, the Debtors filed on August 12, 2020 and September 2, 2020,  
17 three separate omnibus motions to reject certain executory contracts and unexpired  
18 leases of real property under § 365 [Docket Nos. 1658, 1665, 1765, 1766] (the  
19 "Rejection Motions").

20 The Debtors presented their Rejection Motions at hearings on September 24,  
21 2020.

1 The Court entered orders granting the Rejection Motions on September 28,  
2 2020 [Docket Nos. 1908, 1909, and 1910].

3 **H. Motion for Order Authorizing Private Sale of Property (the Astria**  
4 **Medical Office Plaza and ARMC)**

5 Dentons prepared and filed on October 7, 2020, the *Motion to Sell Property*  
6 *under Section 363(b) of Real Property Commonly Known as Astria Medical Office*  
7 *Plaza and ARMC* [Docket No. 1891 and 1892], on which the Court entered on  
8 October 26, 2020, its *Order Granting Motion for an Order Approving Private Sale*  
9 *under Section 363(b)* [Docket No. 1950]

10 **I. Stipulations Extending Authorization to Use Cash Collateral**

11 Dentons negotiated with Lapis for multiple extensions of time to use cash  
12 collateral, most recently through January 16, 2021.

13 On October 12, 2020, Dentons filed a *Stipulation Extending Authorization to*  
14 *Use Cash Collateral* [Docket No. 1900] and proposed order granting the same  
15 [Docket No. 1901]. The Court entered an order granting the same on October 20,  
16 2020 [Docket No. 1929], extending the Debtors' time to use cash collateral through  
17 October 21, 2020.

18 On October 19, 2020, Dentons filed a *Stipulation Extending Authorization to*  
19 *Use Cash Collateral* [Docket No. 1921] and proposed order granting the same  
20 [Docket No. 1922]. The Court entered an order granting the same on October 20,  
21

2020 [Docket No. 1934], extending the Debtors' time to use cash collateral through November 4, 2020.

On November 5, 2020, Dentons filed a *Stipulation Extending Authorization to Use Cash Collateral* [Docket No. 1971] and proposed order granting the same [Docket No. 1972]. The Court entered an order granting the same on November 9, 2020 [Docket No. 1981], extending the Debtors' time to use cash collateral through December 18, 2020.

Finally, on December 23, 2020, Dentons filed a *Stipulation Extending Authorization to Use Cash Collateral* [Docket No. 2212] and proposed order granting the same [Docket No. 2213]. The Court entered an order granting the same on December 23, 2020 [Docket No. 2214], extending the Debtors' time to use cash collateral through January 16, 2021.

**J. Motions for Allowance of Administrative Expenses**

More than thirty (30) parties (the "Claimants")<sup>8</sup> filed various motions for allowance of administrative expense claims under §§ 503(b)(1)(A) (the "Admin Claims"). The Debtors have successfully negotiated most of these Claims, are in

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<sup>8</sup> Filed on Behalf of Bruce A. Epps, Brian Fischer, UnitedHealthcare Insurance Company, Cynthia Lewis, Phillips Health Care, First Choice Network, Inc., Microsoft Corporation, Washington State Hospital Association, TIAA Commercial Financial, Inc., GE Precision Health Care, LLC, Jennifer Ford, M.D., Abbott Laboratories, Inc., Horizon Mental Health Management, LLC, Timothy B. Icenogle, M.D., C.P.R. Bard, Debra A. Titus, FNP-C, Siemens Financial Services, Inc., Yakima HMA Physician Management, Inc., LLC, Premier, Inc., DeVita, Inc., Nuance Communications, Inc., Intuitive Surgical, Inc., Norance Sinkula, Advance Transfusion Services, Bay Street Properties, LLC, Premier Rehab, LLC, Cerner Corporation, SCIU Health Care, and Responses, Objections, and Stipulations Extending Time for AHM, Inc., Medwin Capital Funding, LLC, Morrison Management Specialties, Inc.

1 ongoing negotiations with a few other Claimants, have filed responses or limited  
2 responses to various Claims, and have otherwise resolved the outstanding issues of  
3 many other Claims, such that the Debtors expect to present agreed orders.

4 Among those contested matters, the Court appointed the Honorable Judge  
5 Frederick P. Corbit as settlement judge [Docket No. 1852] regarding the Claims of  
6 Apogee Medical Management Inc. [Docket No. 1217], Cynthia Lewis [Docket No.  
7 1493], Jennifer Ford [Docket No. 1517], and AHM, Inc. [Docket No. 1615]. These  
8 matters were set for mediation conferences [Docket Nos. 1896, 1907, 1946, 1985].  
9 The Debtors successfully mediated all four matters and the Court has already entered  
10 agreed orders for three of these matters [Docket Nos. 2201, 2237, 2238]. Likewise,  
11 the Debtors recently filed the *Notice of Filing Settlement Agreement and General*  
12 *Release of Claims Between the Reorganized Debtors and Cynthia Lewis* [Docket No.  
13 2302], and uploaded the related agreed order [Docket No. 2303].

14 **K. Review and Filing Monthly Operating Reports**

15 Dentons continued to assist the Debtors in the preparation and filing of  
16 *Monthly Operating Reports* on: September 24, 2020, for August [Docket No. 1829];  
17 October 30, 2020, for September [Docket No. 1962]; December 4, 2020, for October  
18 [Docket No. 2072]; December 23, 2020 for November [Docket No. 2216]; February  
19 3, 2021 for December [Docket No. 2309]; and, February 3, 2021, for January [Docket  
20 No. 2310].

1 **L. Reviewing Patient Care Ombudsman Reports**

2 Dentons has reviewed each of the *Patient Care Ombudsman Reports* [Docket  
3 Nos. 463, 464 and 465, filed on August 9, 2019; Docket No. 682 filed on October 9,  
4 2019; Docket Nos. 686 and 687 filed on October 11, 2019; Docket No. 750 filed on  
5 November 11, 2019; Docket Nos. 855 and 687 filed on December 31, 2019; Docket  
6 No. 1031 filed on February 13, 2020; Docket No. 1042 filed on February 19, 2020;  
7 and Docket No. 1205 filed on April 20, 2020; Docket No. 1355 and 1356 filed on  
8 June 5, 2020; Docket No. 1484 filed on July 14, 2020; and Docket No. 1793 filed on  
9 September 14, 2020]; and Docket No. 2009 filed on November 18, 2020.

10 **M. Preparing Status Conference Report and Attending Status Conferences**

11 Dentons prepared and filed a *Status Report* on September 23, 2020 [Docket  
12 No. 1817], in regard to the Tenth Status Conference held on September 24, 2020  
13 [Docket No. 1832]: Dentons appeared at Status Conferences on September 24, 2020;  
14 October 21, 2020; October 29, 2020; November 18, 2020; and December 16, 2021

15 **N. Fee Applications, Including Preparation of Dentons' Interim and**  
16 **Monthly Applications, and Reviewing Other Professionals' Applications**

17 **1. Review of Other Professionals' Fee Applications**

18 During this Fifth Interim Period, Dentons reviewed, and where requested,  
19 provided assistance and/or guidance to other Professionals in the preparation of their  
20 Applications, which Applications were filed by: Kurtzman Carson Consultants LLC  
21 as "noticing agent" for the Debtors; Bush Kornfeld, LLP, as co-counsel for the

Debtors; Sills, Cummis & Gross, P.C., as counsel to the Committee; Polsinelli PC as co-counsel for the Committee; Berkeley Research Group, LLC, as financial advisors to the Committee; and Piper as the Debtors' Investment Banker.

**2. Preparation of Dentons' Monthly Fee Applications**

Dentons prepared and filed on July 12, 2019, the *Motion to Establish Procedures for Monthly and Interim Payment of Fees and Expense Reimbursement* [Docket No. 389], on which the Court entered, on August 6, 2019, its Fee Procedure Order [Docket No. 453].

In accordance with the Fee Procedures Order, Dentons prepared and filed *Monthly Fee Applications* on September 22, 2020, for August [Docket No. 1813]; on October 28, 2020, for September [Docket No. 1953]; on November 25, 2020, for October [Docket No. 2039]; on December 15, 2020, for November [Docket No. 2141]; and on February 16, 2021, for December and January [Docket No. 2330].

**3. Preparation of Dentons' Fourth Interim Application and Final Application**

Dentons prepared and filed during this Fifth Interim Period, the *Fourth Interim Application of Dentons US LLP as Debtors' Counsel for Fees and Expense Reimbursement for the Period May 1, 2020, through August 31, 2020* ("Fourth Interim Application"), filed on November 24, 2020 [Docket No. 2030], on which this Court entered an Order approving the Fourth Interim Application on February 17,

2021 [Docket No. 2340]. Dentons was paid \$995,175.05 in fees and \$22,669.78 in expenses on that Fourth Interim Application.

Dentons commenced work on this Fifth Application during the Fifth Interim Period.

## VII.

### **COSTS AND SUMMARY OF EXPENSES**

The Fee Guidelines require that an application seeking reimbursement of expenses include a summary identifying all expenses by category. In accordance with the information required by Local Form 2016, Dentons provides the following information: the total costs and expenses incurred during the Fifth Interim Period for which Dentons seeks reimbursement is \$23,747.10.

The amount of expenses incurred by Dentons each month during the application period was \$1,055.48 in September, \$2,488.44 in October, \$8,506.60 in November, and \$9,890.58 in December and January, for a total of \$21,941.10, plus additional invoices received in February 2021 totaling \$1,806.00.

To assist the Court in reviewing Dentons' request for reimbursement of the expenses incurred in connection with its representation of the Debtors during the Fifth Interim Period -- and in accordance with the information required by Local Form 2016 -- Dentons' general categories of costs and expenses for which it seeks reimbursement by this Application are described below; the requested expenses are charged at rates customarily applied to Dentons' debtor clients:

As required by Local Form 2016, itemized Statements on expenses incurred

Costs/Expenses	Amount Billed
Copies	\$18.10
Legal Research (Westlaw/Lexis)	\$19,265.74
Transcripts	\$1,854.00
Fedex/Postage/Delivery/Service of Process/Litigation Support Vendors	\$803.26
Sub-total	\$21,941.10
Additional Invoices received 2/25/21	\$1,806.00 <sup>9</sup>
<b>Total</b>	<b>\$23,747.10</b>

during the Fifth Interim Period are appended to the end of each of the Monthly Statements attached to this Final Application.

## VIII.

### LEGAL ARGUMENT

In determining the amount of allowable fees under § 330, courts are to be guided by the same “general principles” as are to be applied in determining awards under the federal fee-shifting statutes, with “some accommodation to the peculiarities of bankruptcy matters.” *In re Manoa Finance Co., Inc.*, 853 F.2d 687, 691 (9th Cir. 1988); *see Meronk v. Arter & Hadden, LLP (In re Meronk)*, 249 B.R. 208, 213 (B.A.P. 9th Cir. 2000) (reiterating that *Manoa Finance* is the controlling authority and characterizing the factor test identified in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974) and *Kerr v. Screen Extras Guild, Inc.*, 526 F.2d

<sup>9</sup> As noted in Footnote 3, on February 25, 2021, Dentons received four invoices from a court reporter for transcribing transcripts in December 2020.

1 67, 70 (9th Cir. 1975), *cert. denied*, 425 U.S. 951 (1976), as an “obsolete laundry  
2 list” now subsumed within more refined analyses).

3 The Supreme Court has evaluated the lodestar approach and endorses its usage.  
4 In *Hensley v. Eckerhart*, 461 U.S. 424 (1983), a civil rights case, the Supreme Court  
5 held that while the Johnson factors might be considered in setting fees, the lodestar  
6 amount subsumed many of those factors. *Hensley*, at 434, n. 9. The following year,  
7 another civil rights case, *Blum v. Stenson*, 465 U.S. 886 (1984), provided the so-  
8 called lodestar calculation: “The initial estimate of a reasonable attorney’s fee is  
9 properly calculated by multiplying the number of hours reasonably expended on the  
10 litigation times a reasonable hourly rate... Adjustments to that fee then may be made  
11 as necessary in the particular case.” *Blum*, 465 U.S. at 888.

12 Then, in 1986, the Supreme Court more explicitly indicated that the factors  
13 relevant to determining fees should be applied using the lodestar approach, rather  
14 than an ad hoc approach. While holding that the attorney’s fee provision of the Clean  
15 Air Act, 42 U.S.C. § 7401, *et seq.*, should be interpreted like that of the Civil Rights  
16 Act, the Supreme Court expressly rejected the ad hoc application of the factors set  
17 forth in Johnson and thus Kerr, stating that “the lodestar figure includes most, if not  
18 all, of the relevant factors constituting a ‘reasonable’ attorney’s fee...” *Pennsylvania*  
19 *v. Del. Valley Citizens’ Council for Clean Air*, 478 U.S. 546, 563-66 (1986); *see also*  
20 *Blanchard v. Bergeron*, 489 U.S. 87, 94 (1989) (“we have said repeatedly that the  
21 initial estimate of a reasonable attorney’s fee is properly calculated by multiplying

1 the number of hours reasonably expended on the litigation times a reasonable hourly  
2 rate”).

3 While the lodestar approach is the primary basis for determining fee awards  
4 under the federal fee-shifting statutes and Bankruptcy Code, some of the *Johnson/*  
5 *Kerr* factors, previously applied in an ad hoc fashion, can still apply in calculating  
6 the appropriate hourly rate to use under the lodestar approach. *In re Charles Russell*  
7 *Buckridge, Jr.*, 367 B.R. 191, 201 (C.D. Cal. 2007) (“a court is permitted to adjust  
8 the lodestar up or down using a multiplier based on the criteria listed in § 330 and its  
9 consideration of the *Kerr* factors not subsumed within the initial calculations of the  
10 lodestar”); *see also Dang v. Cross*, 422 F.3d 800, 812 (9th Cir. 2005) (court may  
11 “adjust the lodestar amount after considering other factors that bear on the  
12 reasonableness of the fee”); *Unsecured Creditors’ Comm. v. Puget Sound Plywood,*  
13 *Inc.*, 924 F.2d 955, 960 (9th Cir. 1991) (“Although *Manoa* suggests that starting with  
14 the ‘lodestar’ is customary, it does not mandate such an approach in all cases . . . Fee  
15 shifting cases are persuasive, but due to the uniqueness of bankruptcy proceedings,  
16 they are not controlling.”).

17 Dentons respectfully submits that the hourly rates for its attorneys and  
18 paraprofessionals are reasonable and appropriate in the relevant community and in  
19 view of the circumstances of this case and the successful results thus far achieved by  
20 Dentons achieved on behalf of the Debtors. By this Final Application, Dentons  
21 requests that the Court approve the allowance of compensation and the

1 reimbursement of expenses during the Fifth Interim Period. The full scope of the  
2 services provided and the related expenses incurred are fully described herein and/or  
3 in the attached Billing Statements, Exhibits “E,” “F,” “G” & “H.” All services for  
4 which Dentons requests compensation were performed for or on behalf of the  
5 Debtors.

6 The professional services and related expenses for which Dentons requests  
7 allowance of compensation and reimbursement of expenses were rendered and  
8 incurred in connection with this case in the discharge of Dentons’ professional  
9 responsibilities as attorneys for the Debtors in this chapter 11 case. Dentons’ services  
10 were necessary and beneficial to the Debtors and their estates, creditors and other  
11 parties in interest.

12 In accordance with the factors enumerated in § 330, the amount requested by  
13 Dentons is fair and reasonable given (a) the complexity of the case, (b) the time  
14 expended, (c) the nature and extent of the services rendered, (d) the value of such  
15 services, and (e) the costs of comparable services other than in a case under the  
16 Bankruptcy Code.

17 Therefore, for the reasons set forth above, Dentons respectfully submits that  
18 the foregoing establishes that Dentons’ requested fees and expenses are reasonable  
19 and appropriate and should be approved by this Court.  
20  
21

1 IX.

2 CONCLUSION

3 Dentons requests entry of an order awarding fees of \$1,624,344.30 and  
4 \$23,747.10 in expenses for the Fifth Interim Period, for a total of \$1,648,091.40, on  
5 which \$537,107.87 has been paid and on which the balance payable to Dentons is  
6 \$1,110,983.53.

7  
8 Dentons requests the Court affirm its prior awards of \$3,740,055.56 in fees  
9 and \$50,240.55 in expenses for the period May 6, 2019 through August 31, 2020.

10 In total, for the entire period of May 6, 2019, through January 15, 2021,  
11 Dentons requests fees totaling \$5,364,409.86 and expenses totaling \$80,661.30, for  
12 a total of \$5,445,071.16.

13 Dated: March 1, 2021

/s/ Samuel R. Maizel

14 SAMUEL R. MAIZEL (Admitted *Pro Hac Vice*)

SAM J. ALBERTS (WSBA #22255)

15 DENTONS US LLP

16 *Counsel For Post Effective Date Debtors*

1                                    **DECLARATION OF SAMUEL R. MAIZEL**

2            I, Samuel R. Maizel, declares as follows.

3            1.        I am a partner with the law firm of Dentons US, LLP (the “Firm” or  
4            “Dentons”), attorneys of record for Astria Health and its twelve affiliates, debtors  
5            and debtors in possession in these procedurally consolidated cases. I am also the  
6            billing attorney for Dentons with regard to this matter. The following is within my  
7            personal knowledge, and if called upon as a witness, I could and would testify  
8            competently with respect thereto. I am submitting this declaration in support of  
9            *Final Application of Dentons US LLP, as Debtors’ Counsel, for Fees and Expense*  
10           *Reimbursement Including for the Period September 1, 2020 through January 15,*  
11           *2021* (the “Final Application”).

12           2.        By way of the Final Application, Dentons seeks an interim allowance of  
13           fees totaling \$1,624,344.30 and reimbursement of expenses totaling \$23,747.10, for  
14           a total of \$1,648,091.40, on which \$537,107.87 has been paid on Dentons’ Monthly  
15           Fee Applications, and the balance due is \$1,110,983.53.

16           3.        The expenses incurred during the Fifth Interim Period are \$23,747.10.

17           4.        In addition, because the Debtors are nonprofit institutions serving a  
18           charitable mission, Dentons capped all attorneys’ hourly rates at \$800 per hour and  
19           provided a 15% discount on all standard hourly billing rates for attorneys whose  
20           hourly rates are less than \$800, no matter the standard rate for the timekeeper,  
21           resulting in fee reductions of more than \$300,000 when compared to Dentons’

1 standard hourly rates. The fee reduction for all five interim fee periods totals more  
2 than \$1,000,000 when compared to Dentons' standard hourly rates.

3 5. As explained in this Final Application, Dentons has received payment  
4 of \$537,107.87 in fees and expenses incurred during the Fifth Interim Period, on  
5 which the balance due Dentons is \$1,110,983.53.

6 6. On behalf of Dentons, I certify that:

- 7 • I have read this Final Application;
- 8 • The compensation and expense reimbursement requested are billed at  
9 rates, in accordance with practices, no less favorable than those  
10 customarily employed by Dentons and generally accepted by Dentons'  
11 clients;
- 12 • At all relevant times, Dentons has been a disinterested person as that  
13 term is defined in § 101(14) and has not represented or held an interest  
14 adverse to the interest of the Debtors;
- 15 • Neither Dentons nor any members of Dentons has any agreement or  
16 understanding of any kind or nature to divide, pay over or share any  
17 portion of the fees or expenses to be awarded to Dentons with any other  
18 person or attorney except as among the members and associates of  
19 Dentons;
- 20 • To the best of my knowledge, information, and belief, formed after  
21 reasonable inquiry, no time has been billed to the Debtors outside the

1 scope of work authorized by the Order authorizing employment of the  
2 Firm;

- 3 • All compensation for services rendered and reimbursement for expenses  
4 incurred for which award is sought for representing the interests of the  
5 Debtors were necessary and beneficial to the Debtors in connection with  
6 the case; and
- 7 • To the best of my knowledge information and belief, formed after  
8 reasonable inquiry, the compensation and expense reimbursement  
9 sought herein is in conformity with the LBR, the Compensation  
10 Guidelines for the United States Bankruptcy Court for the Central  
11 District of California and the Guidelines of the Office of the United  
12 States Trustee, except as otherwise noted herein.

13 7. Dentons, in its representation of the Debtors has worked mightily to  
14 meet the requirements of this large case. Dentons has prepared and finalized  
15 numerous filings in this chapter 11 case, commenced and defended motions, and  
16 corresponded with professionals on various issues. Dentons has advised the Debtors  
17 with respect to this case and various corporate matters. The foregoing services  
18 included services from lawyers at Dentons that specialize in restructuring and other  
19 specialties.

20 8. In the ordinary course of its business, the Firm keeps a record of all time  
21 expended by its professionals and para-professionals in the rendering of professional

1 services on a computerized billing system as follows: At or near the time the  
2 professional services are rendered, attorneys and other professionals of the Firm  
3 either: (1) record in writing on a time sheet the client/matter name or number, the  
4 duration of time expended, and a description of the nature of the services performed,  
5 or (2) input the time record, including the client/matter number, duration of time  
6 expended, a description of the nature of the services performed directly into the  
7 Firm's computer billing system. For the professionals who record their time using  
8 written time sheets, the information contained in the time sheets is then transcribed  
9 into the Firm's computer billing system. The Firm's computer billing system keeps  
10 a record of all time spent on a client/matter, the professional providing the services  
11 and a description of the services rendered. The Firm's computer billing system  
12 computes the time expended by each professional by the respective professional's  
13 billing rate (or, in this case, the professionals' discounted billing rate) to calculate the  
14 amount of the fee associated. The Firm conducts its business in reliance on the  
15 accuracy of such business records. In addition, the Firm also computes the blended  
16 rate in this case and bills the lesser of the blended rate or the discounted hourly rates.

17 9. I have reviewed the Firm's Monthly Statements for chapter 11 services  
18 rendered in connection with its representation of the Debtors in this case during the  
19 Fifth Interim Period, a copy of each of which Statements is attached to this  
20 Declaration as Exhibits "E," "F," "G" and "H."

1           10. It is the Firm's usual practice to allocate work and assignments in an  
2 efficient manner to achieve an effective result. As demonstrated in Final Application,  
3 the practice has been followed in this case.

4           11. At any time a reimbursable charge is incurred on behalf of a client, such  
5 photocopy expenses, and the like, employees of the Firm keep a written record of the  
6 file number for which the charges were expended and a brief description of the nature  
7 of the expense. These records are also transcribed into the computer system which,  
8 together with the records of time spent providing professional services, are  
9 transcribed onto monthly bills.

10           12. With respect to costs for the reproduction of documents, the photocopy  
11 operator must manually enter in the system the coded "client" number and "matter"  
12 number assigned to that particular case and the number of photocopies made.

13           13. An itemized statement of expenses is appended to each of the attached  
14 Monthly Statements.

15           14. Attached as Exhibit "A" hereto is a list of attorneys and professionals  
16 who have been responsible for providing services to the Debtors, the year admitted  
17 to practice for each attorney, their rate, total number of hours spent on the case and  
18 total fees charge. Attached as Exhibit "B" hereto are the Resumes of all the  
19 professionals who have worked on the case.

20           15. Attached as Exhibit "C" is the form entitled: *Customary and*  
21 *Comparable Compensation Disclosures with Fee Application*. Dentons does not

1 have the ability to complete Column 2 in the Chart, but I represent that -- in the  
2 majority of non-bankruptcy cases in which Dentons provides services -- the fees in  
3 those other cases are billed at rates not lower than and normally higher than the hourly  
4 rates charged by Dentons in this case. There was no change in hourly rates charged  
5 by Dentons during the case.

6 16. Exhibit "D" consists of seven separate charts, one for each Debtor,  
7 itemizing the hours and fees incurred for each Debtor by Task Codes. As already  
8 noted, Exhibits "E," "F," "G" and "H" consists of Fee Statements with Expenses, for  
9 each of the monthly periods, between September 1, 2020, and January 15, 2021.

10 17. I have reviewed the Fee Procedures Order [Docket No. 453] and the  
11 requirements of Local Bankruptcy Rule 2016-1. The Final Application complies  
12 with the Fee Procedures Order and Local Bankruptcy Rule 2016-1.

13 18. I participated in preparing, am familiar with, and have read the Final  
14 Application. To the best of my knowledge, information and belief, the facts in the  
15 Final Application are true and correct.

1 I declare under penalty of perjury and the laws of the United States of America  
2 that the foregoing is true and correct.

3 Executed this 1<sup>st</sup> day of March.

4 /s/ Samuel R. Maizel  
5 SAMUEL R. MAIZEL  
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**EXHIBITS**

- A. List of Attorneys and Professionals who have been responsible for providing services to the Debtors, the year admitted to practice for each attorney, their rate, total member of hours spent on the case and total fees charged.
- B. Resumes of Professionals.
- C. Customary and Comparable Compensation Disclosures with Fee Application.
- D. Seven charts, one for each Debtor, itemizing the hours and fees incurred for each Debtor by Task Codes.
- E. Fee Statements<sup>10</sup> for September, 2020.
- F. Fee Statements for October, 2020.
- G. Fee Statements for November, 2020.
- H. Fee Statements for December/January, 2020.

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<sup>10</sup> An itemization of expenses for each month is at the end of each set of Monthly Statements.

# EXHIBIT A

**EXHIBIT A**

**DENTONS' ATTORNEYS / PROFESSIONALS FOR ALL DEBTORS**

**Final Application Period: September 2020 - January 15, 2021**

<b><u>Professionals</u></b>	<b><u>Title</u></b>	<b><u>Hourly Rate</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>
Samuel R. Maizel	Partner	\$800.00	492.9	\$394,320.00
Sam Alberts	Partner	\$800.00	309.6	\$247,440.00
C. Montgomery	Partner	\$800.00	112.6	\$90,080.00
S. Clark	Partner	\$800.00	3.8	\$3,040.00
J. Hay	Partner	\$800.00	2.5	\$2,000.00
S. McCandless	Partner	\$800.00	55.6	\$44,480.00
G. Weinreich	Partner	\$800.00	25.0	\$20,000.00
E. Rehbock	Partner	\$800.00	35.6	\$28,480.00
C. Janney	Partner	\$752.25	56.3	\$42,351.73
A. Shiran	Partner	\$607.75	15.9	\$9,663.26
John A. Moe, II	Partner	\$599.25	28.6	\$17,138.68
T. Moyron	Partner	\$599.25	1.0	\$599.25
G. Goldberg	Partner	\$582.25	4.0	\$2,329.01
G. Miller	Associate	\$556.75	462.6	\$257,553.45
C. Doherty	Associate	\$522.75	4.5	\$2,352.38
E. Bass	Associate	\$501.50	.8	\$401.20
M. Zeefe	Counsel	\$497.25	74.2	\$36,896.03
N. Morales	Associate	\$493.00	7.1	\$3,500.30
D. Cook	Associate	\$471.75	182.7	\$86,188.90
J. Fisher	Associate	\$416.50	3.6	\$1,499.40
S. Schrag	Associate	\$403.75	597.3	\$241,160.46
S. Schrag	Associate	\$382.50	2.0	\$765.00
T. Koshak	Associate	\$374.00	.7	\$261.80
M. Smith	Associate	\$369.75	21.7	\$8,023.59
G. Gollomp	Associate	\$331.50	16.8	\$5,569.20
D. Pina	Paralegal	\$323.00	16.3	\$5,264.30

<u>Professionals</u>	<u>Title</u>	<u>Hourly Rate</u>	<u>Total Hours</u>	<u>Total Fees</u>
J. Patel	Associate	\$318.75	.5	\$159.38
G. Medina	Paralegal	\$301.75	38.4	\$11,587.28
K.M. Howard	Paralegal	\$280.50	215.9	\$60,559.95
E. Guidice	Researcher	\$280.50	.2	\$56.10
R. Lewis	Paralegal	\$267.50	.2	\$53.55
K.M. Howard	Paralegal	\$263.50	.4	\$105.40
<b>Total</b>			<b>2790.2</b>	<b>\$1,624,344.30</b>

# EXHIBIT B-1

# Samuel R. Maizel

## Partner



Partner

Los Angeles

D +1 213 892 2910

samuel.maizel@dentons.com

## Overview

Samuel Maizel is a partner in Dentons' Restructuring, Insolvency and Bankruptcy group. His practice includes bankruptcy matters and financial restructuring in- and out-of-court in all industries, and he leads the firm's healthcare industry restructuring efforts nationwide. In chapter 11 cases, he has served as lead counsel to debtors, trustees, and creditors' committees, as well as serving as a trustee, examiner, patient care ombudsman, and consumer privacy ombudsman. He has represented many buyers and sellers of assets in chapter 11 cases. In chapter 9 cases, Sam has represented local hospital districts and other governmental units, as debtor's counsel and as counsel to creditors' committees.

Before joining Dentons, Sam was a partner in a national bankruptcy firm, and previous to that he represented the federal government in bankruptcy, district, and appellate courts nationwide as a trial attorney in the US Department of Justice's Commercial Litigation Branch. He has also served in US Army's The Judge Advocate General's Corps, including service in Operation Desert Shield/Desert Storm, for which he was awarded the Bronze Star Medal. Previously he served as an Infantry Officer in the 101st Airborne Division and the 3rd US Infantry Regiment (The Old Guard).

Sam has lectured extensively, is widely published, and been interviewed on television and radio on bankruptcy topics. Every year since 2007, he has been named a "Super Lawyer" in an annual region-wide peer survey, an honor bestowed on only 5% of Southern California attorneys; holds an AV Preeminent Peer Rating, Martindale-Hubbell's highest recognition for ethical standards and legal ability; and was named a "Best Lawyer in America" for Healthcare in the 21st edition of Best Lawyers in America. He is based in Los Angeles.

## Experience

### Significant Recent Cases

- **Verity Health System of California, Inc.** (Chapter 11 - Central District of California, August 2018-present): Sam leads the firm's representation of this parent not-for-profit company and 16 related entities, including 6 significant operating hospitals, in the second largest hospital bankruptcy case in American history. The firm has already secured court approval of the sale of two hospitals for \$235 million, over the objections of various

parties, including the California Attorney General.

- **Astria Health** (Chapter 11 - Washington): Representing Astria Health System in a recent filing of 13 related chapter 11 cases. Located in Yakima, Washington, the health system includes three operating acute care hospitals.
- **Air Force Village West, Inc. dba Altavita** (Chapter 11 – California): Representing Air Force Village West, Inc., in chapter 11 proceedings that will pave the way for the sale of its continuing care retirement community. The Riverside, CA–based company, which does business as Altavita Village, filed in the US Bankruptcy Court for the Central District of California. They have lined up a stalking horse bidder, with the consent of the secured creditors, to sell the 220 acre facility for \$58 million in cash and assumption of certain liabilities. A bid procedures motion was approved on May 14, 2019, with an auction to be held on or about June 5, 2019.
- **Gardens Regional Medical Center & Hospital, Inc.** (Chapter 11 - Central District of California, June 2016-October 2018): Sam led the representation of this 137 bed not-for-profit hospital in Hawaiian Gardens, California in a liquidating bankruptcy case. The hospital was initially sold under section 363 of the Bankruptcy Code in a very successful auction (the purchase price went from \$8.5 million to \$19.5 million). The California Attorney General approved the sale but imposed such onerous economic conditions on the buyer that the sale failed and the hospital was closed. It was sold again, now as a closed hospital, for approximately \$7 million, over the objection of the Attorney General. The case resulted in three published opinions, all on cutting edge issues of bankruptcy law, and a distribution to unsecured creditors.
- Sam served as Chapter 11 Trustee in the bankruptcy case of Carefree Willows, Inc. in Las Vegas, Nevada (Chapter 11 - District of Nevada, 2015-2016). Sam was appointed after five years had failed to produce a resolution of a hotly contested single asset real estate case. In less than six months Sam was able to negotiate a settlement between the parties, and confirm a plan of reorganization which paid the general unsecured creditors in full, allowed equity to retain ownership and to pay the secured debt over \$50 million pursuant to a settlement.
- **San Diego Hospice & Palliative Care** (Chapter 11 – Southern District of California, 2013 -2015): Sam led the representation of the official committee representing unsecured creditors in the bankruptcy of a large hospice and home health provider in San Diego, California. The hospice filed for bankruptcy protection as a result of ongoing operational losses and disputes with Medicare & Medicaid over payments under the Medicare program. The committee counsel wrote and was the co-proponent under the liquidating Chapter 11 plan. Sam led the negotiations with the federal government over its \$112 million claim, which resulted in a 100% distribution to non-governmental unsecured creditors.
- **Gordian Medical, Inc., dba American Medical Technologies** (Chapter 11 – Central District of California, 2012-2015 ): Sam led the representation of a privately owned, durable medical supplier in Irvine, California, which provides wound-care dressings and supplies to more than 4,000 nursing homes, hospices, and other facilities in 49 states. Gordian filed bankruptcy after a complete suspension of Medicare payments. The bankruptcy court confirmed a successful restructuring led by a new value contribution from the owners and leaving equity in control of the company. The plan provided for 100% distribution to non-governmental creditors, and resolved over \$100 million in claims asserted by the Centers for Medicare & Medicaid Services, the IRS and the California Franchise Tax Board.
- **Victor Valley Community Hospital** (Chapter 11 – Central District of California, 2010 - 2013): Sam led the representation of this not-for-profit hospital in Riverside, California. The hospital was initially sold under section 363 of the Bankruptcy Code in a very successful auction. However, the California Attorney General denied the sale. After two years in Chapter 11, and multiple efforts to sell the hospital were stymied, including by government agencies, the hospital was successfully sold, resulting in a confirmed liquidating plan, a significant distribution to unsecured creditors and the hospital continuing to provide services to its community.
- **S&B Surgery Center** (Chapter 11 – Central District of California, 2009 - 2010): Sam led the representation of an ambulatory surgery center in Beverly Hills, California, that was forced into bankruptcy by the collapse and closure of Century City Doctor's Hospital. The bankruptcy court confirmed a plan that was a "true" reorganization in less than eight months, resulting in equity remaining in control of the company, and a

significant distribution to trade creditors.

## Additional Debtor Representations

- Sam represented the Chapter 11 debtors in American Hospice, Inc. and related entities, Health Plan of the Redwoods, Health Source Medical Group, Inacom, Pacific Eyenet, and Delta Entertainment.
- Sam represents the Chapter 9 debtor in West Contra Costa Healthcare District.

## Additional Trustee Roles

- Sam served as the Chapter 11 Trustee in the cases of Agesong Genesis, LLC, dba Agesong University, and Mayacamas Holdings, LLC, both in San Francisco, California.

## Additional Creditors' Committee Counsel Representations

- Sam represented the Creditors' Committees in Adair County Hospital District, Hawaii Medical Center, Pacifica Hospital of the Valley, Pleasant Care Corporation, Mariner Post-Acute Network, West Contra Costa Healthcare District, Valley Health System, Palm Drive Healthcare District, and Associated Physicians of St. Johns.

## Additional Miscellaneous Representations and Roles

- Sam represented individual creditors in Sun Healthcare Group, NewCare Health Corporation, Integrated Health Services, Assisted Living Concepts, Alpha Healthcare Foundation, FPA Medical Management, MedPartners Provider Network.
- Sam served as counsel to hospital purchasers in Karykeion and Santa Paula Memorial Hospital.
- Sam served as patient care ombudsman and consumer privacy ombudsman in Upland Surgical Institute.
- Sam served as an Examiner in Metropolitan Mortgage & Securities.
- Sam acted as special counsel to the Chapter 11 debtors in Intrepid USA and Fairmont General Hospital, and to the SEC Receiver in Comprehensive Care of Oakland, LLC.
- Sam led the representation of the National Association of Attorneys General (46 states and six territories that were parties to the master settlement agreement with the tobacco industry) since 2000 and as part of that engagement served as counsel to governmental entities in Alliance Tobacco and Carolina Tobacco.
- Sam led the out-of-court restructuring of Health Line Clinical Laboratories.
- Sam served as counsel to the Chapter 7 trustee in Rodeo Canon and Chapter 11 trustee in Estate Financial.

# Recognition

## Honors and Awards

- Ranked for Outstanding Restructuring Lawyers by Turnarounds & Workouts (December 2019)
- Ranked for Bankruptcy and Restructuring in California by *Chambers USA* (2019)
- Ranked for Healthcare in California by *Chambers USA* (2015-2019)
- Recognized by *Best Lawyers in America* (2015-2020), the leading peer-review-based directory of legal practitioners, for Bankruptcy and Creditor Debtor Rights/Insolvency and Reorganization Law, Health Care Law and Litigation - Bankruptcy

- Recognized for Bankruptcy in Southern California in *Super Lawyers* magazine (2007-present)
- Recommended for Healthcare - Service Providers by *The Legal 500 US* (2016)
- Listed in *Los Angeles Magazine's* Best Lawyers list for Bankruptcy and Health Care Law (2016)
- Recognized with the Martindale-Hubbell AV Preeminent Rating, Martindale-Hubbell's highest ranking in both legal ability and ethical standards

## In the Media

- "The coronavirus pandemic impact on a hospital bankruptcy," *The Bond Buyer*, April 30, 2020
- "How coronavirus broke America's healthcare system," *Financial Times*, April 30, 2020
- "Astria Health to reorganize, not sell, as the coronavirus affects markets," *Yakima Herald*, April 28, 2020
- "Verity Cleared to Sell Two Hospitals," *The Deal*, April 13, 2020
- "Officials scramble for Seton," *The Daily Journal*, March 6, 2020
- "Daly City Fights to Save Hospital," NBC Bay Area, March 5, 2020
- "County officials: Daly City hospital could shut down as soon as next week," *San Francisco Examiner*, March 4, 2020
- "San Mateo County Holds Emotional Meeting About Closing Seton Medical Center," CBS Bay Area, March 4, 2020
- "San Mateo County Meeting on Seton Medical Center," *Peninsula TV*, March 4, 2020
- "Judge: No turning back Yakima hospital closure," *The Daily World*, January 16, 2020
- "Astria's Yakima hospital's closing may be a symptom of a bigger crisis," *Yakima News*, January 15, 2020
- "Hospital Bankruptcies Leave Sick and Injured Nowhere to Go," *Bloomberg*, January 9, 2020
- "In Rejecting SGM's Allegations of 'Material Adverse Effects' Under APA for Remaining Verity Health Hospitals, Judge Robles Says SGM Operating 'Very Close' to Bad Faith," *Reorg*, Nov. 26, 2019
- "Judge Robles Denies DHCS Request for Stay Pending Appeal of Verity Health Debtors' Sale of Medi-Cal Provider Agreements Free and Clear of DHCS Interests; Sale Order Will Be Certified for Direct Appeal to Ninth Circuit," *Reorg*, Oct. 22, 2019
- "Judge Robles to Rule 'in Due Course' on Verity Health Debtors' Ability to Sell Medi-Cal Provider Agreements Free and Clear of DHCS Interests," *Reorg*, September 25, 2019
- "Circuit Split Deepens: Bankruptcy Court's Jurisdiction over Social Security and Medicare Claims," *Business Law Today*, August 8, 2019
- "The Road to Recovery – Bankruptcy judge approves additional funding for Astria Health," *Yakima Herald*, June 13, 2019
- "Astria Health and Its Biggest Lender Have Different Takes on Bankruptcy, Reorganization," *Yakima Herald*, May 13, 2019
- "Astria Health Says News Billing Vendor Part of Turnaround Plan After Company Went From a 'Banner Year' to Struggling to Pay Vendors," *Yakima Herald*, May 13, 2019
- "Washington Astria Health Files for Ch. 11," *The Deal*, May 7, 2019
- "Verity Collects Approval to Sell Remaining Hospitals," *The Deal*, April 18, 2019

- "Altavita Village Latest Retirement Community Casualty," *The Deal*, March 12, 2019
- "\$610M Stalking Horse Bid For 4 Verity Hospitals Approved," *Law 360*, February 20, 2019
- "Verity Reveals Sale of Remaining Hospitals," *The Deal*, January 18, 2019
- "Verity Health Collects Bid Procedures Approval," *The Deal*, October 25, 2018
- "Verity to Seek Sale of Hospitals in Chapter 11," *The Deal*, September 1, 2018
- "Verity Health System Files For Bankruptcy In California," *Law360*, August 31, 2018
- "Reorganization of Bankrupt Applebee's Franchisee Could Include Existing Owner," *The Wall Street Journal*, April 16, 2018
- "Applebee's Wins First Round in Fight With Bankrupt Franchisee," *Bloomberg*, June 28, 2018
- "RMH Points to Dine Brands for Chapter 11 Filing," *The Deal*, May 10, 2018
- "Freestanding emergency room operator Adeptus may soon emerge from bankruptcy," *The Dallas Morning News*, September 28, 2017
- "With 238 bankruptcies in 18 months, does Texas have an ailing health industry?," *The Dallas Morning News*, September 2017
- "Judge rejects attorney general's bid to block sale of closed hospital," *Daily Journal*, June 9, 2017
- "Maizel '77 Elected to CSHA Board of Directors," *West Point Grad News*, March 9, 2017
- "Healthcare Law 2016: Virtual Round Table," *Corporate LiveWire*, December 2016
- "West Contra Costa Healthcare files Chapter 9," *The Deal*, October 25, 2016
- "Judge clears Gardens Regional sale," *The Deal*, August 1, 2016
- "Gardens Regional auction sees price soar," *The Deal*, July 21, 2016
- "Gardens Regional secures bidding procedures nod," *The Deal*, July 07, 2016
- "DIP dimensions: Loan transplant," *The Deal*, June 23, 2016
- "ABA Says 9th Circ. Decision Disrupts Bankruptcy Appeals," *Law360*, June 14, 2016
- "Gardens Regional looks to resuscitate operations with DIP," *The Deal*, June 07, 2016
- "Riverside's American Hospice gets buyers for all assets, by Kelsey Butler, Posted on May 03, 2016
- "American Hospice gets OK to auction Texas, Virginia operations," *The Deal*, April 08, 2016
- "American Hospice to sell business in Chapter 11," *The Deal*, March 21, 2016
- "Rural hospitals, LTACs tagged for distress amid physician retention, reimbursement risk," *Debtwire*, October 7, 2015
- "PARTNER MOVES - Dentons Adds Health Care Bankruptcy Lawyer Samuel R. Maizel in Los Angeles," *Legal Monitor*, June 29, 2015
- "Dentons Adds Health Care Expert and Bankruptcy Partner," *Law360*, June 25, 2015
- "Sam Maizel Profiled," *California Health Law News*, June 2015
- "Lab Files for Bankruptcy After Settlement of Probe," *The Wall Street Journal*, June 8, 2015
- "Millions remain to be disbursed in SD Hospice," *The San Diego Union-Tribune*, September 16, 2014

# Insights

## Books and Treatises

- Chapter author, "Unique Issues That Arise in Healthcare Business Bankruptcies," *Reorganizing Failing Businesses*, American Bar Association, July 2017
- Contributing author, Health Care Insolvency Manual, American Bankruptcy Institute 1997, revised 2005 and 2012
- Co-author, "Winning Your Bankruptcy Appeal," ABI's Bankruptcy Appeals Manual, June 2007; 2nd ed. 2010
- Contributing author, Collier on Bankruptcy, Matthew Bender, 2005 - present (on sections 333 and 351)
- Contributing Author, "Workout Issues in the Healthcare Industry," Business Workouts Manual, November 26, 2006

## Law Review Articles

- Co-author, "The Medicare Provider Agreement: Is It a Contract or Not? And Why Does Anyone Care?" *The Business Lawyer* (Vol. 71), Fall 2016
- Co-author, "Killing the Patient to Cure the Disease: Medicare's Jurisdictional Bar Does Not Apply to Bankruptcy Courts," *Emory Bankruptcy Developments Journal* (Vol. 32), February 2016
- Co-author, "Injunctive Relief in Health Care Insolvencies," 24 *California Bankruptcy Journal* 215, 1998
- Co-author, "The Government's Contractual Rights and Bankruptcy's Automatic Stay," 25 *Public Contract Law Journal* 711, 1996
- Co-author, "The Medicare Contract in Bankruptcy: In Which Direction Does University Medical Center Lead?" 11 *Bankruptcy Developments Journal* 405, 1995
- Author, "Intervention in Grenada," 35 *Naval L. Rev.* 47, Spring 1986

## Recent Magazine Articles

- Co-author, Navigating the Pitfalls of Chapter 11 Deposit Management, *ABI Journal*, April 2019 (Selected for *Best of ABI 2019: The Year in Business Bankruptcy*)
- Co-author, "Not So Fast: Bankruptcy Court Reject Attorney General's Review of Sale of Assets of a Closed Hospital," *California Health Law News*, Volume XXXVI, Issue 1, Fall 2017/Winter 2018.
- Co-author, "Binding the Government in Health Care Restructurings: What Notice Is Required?," *ABI Bankruptcy Litigation Committee*, January 2018
- Co-author, "Revising § 351: Dealing with Unwanted Medical Records," Problems in the Code column, *ABI Journal*, May 2017
- Co-author, "Ozenne v. Chase Manhattan Bank (In re Ozenne): Gone for Now, But Not Forgotten," 26 *Norton Journal of Bankruptcy Law and Practice*, Art. 2, April 2017
- Co-author, "Extent of State's Power at Issue in Nonprofit Hospital's Asset Sale," *Journal of Corporate Renewal* (Vol. 30), March 2017
- Author, "Liquidating Healthcare Facilities in California," *Receivership News* (Issue 58), Summer 2016
- Author, "Lending to the Healthcare Industry: What to Expect From Medicare Receivables," *ABF Journal*, September 2015

- Author, "Does Bankruptcy Avoid Medicare's Exhaustion-of-Administrative-Remedies Requirement?" *California Health Law News*, June 2015
- Author, "Can Bankruptcy Short-Circuit Medicare's Appeal Process?" Intensive Care column, 34 Amer. Bankr. Inst. J. 48, April 2015.
- Author, "The Poor Get Poorer: The Fate of California's Hospitals Under the Affordable Care Act," 32 *California Health Law News*, Winter 2014
- Author, "Healthcare Law 2014," *Corporate LiveWire*, June 2014
- Author, "The Poor Get Poorer: The Fate of Distressed Hospitals Under the Affordable Care Act," *Norton Bankruptcy Law Adviser* 1, December 2012
- Co-author, "California's Experiment With Federal Judicial Control Over Its Prison Healthcare System," 29 *California Health Law News* (No. 3), Summer 2011
- Author, "The Impact of Healthcare Reform on Financing in the Healthcare Industry," 65 *Consumer Finance Law Quarterly Report* 168, Spring/Summer 2011
- Author, "The Sale of Nonprofit Hospitals Through Bankruptcy: What BAPCPA Wrought," 30 Amer. Bankr. Inst. J. 12, June 2011
- Author, "A Guide for the Patient Care Ombudsman," *American Bar Association*, February 2011
- Author, "Repercussions of the Collision of Labor Law and Healthcare Industry Bankruptcies," 29 Amer. Bankr. Inst. J. 18, No. 7 September 2010
- Co-author, "Rejection of CBAs in a Liquidating Chapter 11 of a Healthcare Entity," 4 *ABI Healthcare Committee Newsletter* (No. 4), August 2010
- Author, "Patient Care Ombudsman: What About Counsel?" 29 Amer. Bankr. Inst. J. 14, Feb. 2010
- Author, "The Financial Crisis Facing America's Hospital Industry: Part II," 28 Amer. Bankr. Inst. J. 16, February 2009
- Author, "The Financial Crisis Facing America's Hospital Industry: Part I," 27 Amer. Bankr. Inst. J. 16, Dec./Jan. 2009
- Author, "The Patient Care Ombudsman Comes to California," 26 *California Health Law News* 2 (No. 3), Winter 2009
- Author, "Evolving Standards for Appointment of a Patient Care Ombudsman: Section 333 in 'Operation'," 27 Amer. Bankr. Inst. J. 40, March 2008
- Author, "The First Year of the Patient Care Ombudsman in Review: Part II," 26 Amer. Bankr. Inst. J. 18, March 2007
- Author, "The First Year of the Patient Care Ombudsman in Review: Part I," 26 Amer. Bankr. Inst. J. 18, March 2007

## Activities and Affiliations

### Presentations

- National Webinar, "Hospital Bankruptcies - Unique Challenges and Current Hot Topics," American Bankruptcy Institute, October 17, 2019
- Panelist, "Resuscitating the Patient - Restructuring Healthcare Entities in the Current Environment" for the Debtor/Creditor Rights Committee of the Business Law Section of the State Bar of Michigan in Detroit,

Michigan, July 24, 2019

- Panelist, "Healthcare Restructuring Case Studies", Expert Webcast, June 27, 2019
- Panelist, "The Intersection of Bankruptcy Law and the Healthcare Industry: A Clash of Conflicting Concepts" for the Bay Area Bankruptcy Forum in San Francisco, California, April 29, 2019
- Panelist, "An Overview of Healthcare, Restructuring and Bankruptcies" for the Dentons US LLP Buying Trouble Conference, in Atlanta, Georgia, April 16, 2019
- Speaker, "Sale of California Nonprofit Healthcare Entities in Bankruptcy: When An Irresistible Force Meets An Immoveable Object," California Lawyers Association Nonprofit Organizations Committee, February 21, 2019
- Panelist, "Health Care Bankruptcy Update," 43rd Annual Paskay Memorial Bankruptcy Seminar, Tampa, FL, February 8, 2019
- Moderator, "Hear From the CEOs: What Keeps Them Up At Night?" American Bankruptcy Institute Conference, January 17, 2019
- Panelist, "Healthcare Restructuring Outlook 2019" (discussing topics such as M&A issues, bankruptcy v. out-of-court restructuring, drivers for filing and more), Expert Webcast, January 10, 2019
- Panelist, "Rescuing Hospitals From The Emergency Room" (discussing issues related to sales of hospitals in bankruptcy), American Bankruptcy Institute Southeast Bankruptcy Workshop, July 26-27, 2018
- Speaker, "Unique Issues That Arise in a California Healthcare Restructuring," California Society for Healthcare Attorneys Annual Meeting, April 14, 2018
- Panelist, "Issues Related to State Legalization of Marijuana—a Focus on Bankruptcy Law and the Impact of California's New Law Related to Recreational Use of Marijuana," Southern District of California Judicial Conference, April 4, 2018
- Panelist, "Negotiation Insights: Section 363 Sales," 44th Annual Seminar on Bankruptcy Law & Rules, Southeastern Bankruptcy Law Institute, March 23, 2018
- Moderator and Panelist, "Industry Spotlight: Healthcare Providers in Bankruptcy," 44th Annual Seminar on Bankruptcy Law & Rules, Southeastern Bankruptcy Law Institute, March 23, 2018
- Moderator and Panelist, "Unique Issues That Arise in a Healthcare Restructuring," American Bar Association Business Law Section, December 21, 2017
- Moderator and Panelist, "How Health Care Technology Changes Will Impact Your Practice," American Bankruptcy Institute Winter Leadership Conference, Palm Springs, CA, December 1, 2017
- Panelist, "The Many Commercial Roles of Government - Executory Contracts, Loans, Procurement, 525 Licensing and Grants," National Association of Attorneys General's Bankruptcy From a Government Perspective Seminar, Savannah, GA, November 13, 2017
- Guest Speaker, "Bankruptcy and Restructuring of Health Care Organizations," University of Nevada Las Vegas Boyd School of Law, October 30, 2017
- Panelist, "Debt Restructuring & Asset Sales for Health Care Businesses," Maine Health Care Association Annual Meeting, Rockport, ME, October 5, 2017
- National Webinar, "The Intersection of Healthcare Law and Bankruptcy Law," American Health Lawyers Association's Regulation, Accreditation, and Payment Practice Group, September 6, 2017
- Panelist, "The American Health Care Industry: Facing Financial Uncertainty," Association of Corporate Counsel - Southern California Chapter, Newport Beach, CA, August 2, 2017
- Panelist, "Healthcare Restructuring Issues", Los Angeles County Bar Association, April 27, 2017.

- Panelist, "Has CMS Said Goodbye to the Bankruptcy Court?" American Bar Association Business Law Section, Business Bankruptcy Committee Spring Meeting, New Orleans, LA, April 6, 2017
- Panelist, "Commercial Finance Association Healthcare Asset-based Lending Program," webinar hosted by the Commercial Finance Association, April 4, 2017
- Panelist, "Zika in the Caribbean, and Other Stinging Health Care Insolvency Issues," American Bankruptcy Institute Caribbean Insolvency Symposium, Cayman Islands, February 11, 2017
- Panelist, "Intersection of Healthcare and Bankruptcy," The Bankruptcy Bar Association for the Southern District of Florida, February 7, 2017
- Panelist, "Delivered from Their Distress: Acquisition Challenges and Opportunities of Distressed Hospitals," National CLE Conference, Snowmass, CO, January 7, 2017
- Panelist, "The State of Play: Managing State AG Hot Button Issues in Chapter 11 Cases," American Bar Association Business Law Section's Business Bankruptcy Committee, San Francisco, CA, October 27, 2016
- Panelist, "Restructuring and Bankruptcy Challenges in the 21st Century World of Not For Profits," Commercial Law League of America, San Francisco, CA, October 27, 2016
- 2016 Visiting Distinguished Professor, Southeastern Bankruptcy Institute (SBLI), Atlanta, GA, September 26-30, 2016
- Featured Guest Speaker, "Bankruptcy by the Bayou: Lessons for Healthcare Insolvencies," SBLI and Bankruptcy Judges for the Northern District of Georgia Luncheon, Atlanta, GA, September 28, 2016
- Featured Guest Speaker, Georgia State University College of Law's The Center for Law, Health & Society Luncheon, Atlanta, GA, September 29, 2016
- Panelist, "Full of Patients But Low on Cash: Managing Conflicts Between Health-Care Needs and Budget Woes," GSU College of Law's Tower to the Trenches CLE, Atlanta, GA, September 30, 2016
- Panelist, "The Life Cycle of Intercreditor Agreements - From Cradle to Grave," American Bar Association Business Law Section, Boston, MA, September 8, 2016
- Speaker, "Healthcare Restructuring Outlook: 2016 and Beyond," Expert Webcast, June 2, 2016
- Panelist, "Can You Believe What Politicians Tell You? A Comparison of the Business of Healthcare Delivery Systems in the United States and Canada," American Bar Association Business Law Section, Montreal, Canada, April 7, 2016
- Panelist, "Introduction to Hypothetical, First Day Orders," and presenter, "Setoff and Recoupment – Hypothetical," Bankruptcy from a Government Perspective Seminar, National Association of Attorneys General/States' Association of Bankruptcy Attorneys, Seattle, WA, October 4-7, 2015
- Panelist, "Hot Topics in Healthcare: Game Show Style!," Turnaround Management Association Annual Meeting, Scottsdale, AZ, October 6, 2015
- "Intercreditor Agreements: Problem-solver or an Invitation to a Fight?" American Bar Association Business Law Section Annual Meeting, Chicago, IL, September 29, 2015
- Panelist, "Ethics Issues in Bankruptcy," and "Leadership Development," American Bar Association Business Law Section Annual Meeting, Chicago, IL, September 17-19, 2015
- Speaker, "Trends and Transactions In Acute and Specialty Healthcare," Expert Webcast, DelMorgan & Co.
- "The Healthcare Industry Post-Affordable Care Act: A Bankruptcy Perspective," Emory Bankruptcy Development Journal Symposium 2015: Corporate Panel, February 26, 2015
- "Pandemic or Panacea? The Financial Impact of the ACA on the Modern Healthcare Industry," California

Society for Healthcare Attorneys Annual Meeting, Olympic Valley, CA, April 13, 2014

- "The Fate of the Healthcare Industry After the Affordable Care Act: Where Does It Go From Here and Why?" Georgia State University College of Law Center for Law, Health & Society, Atlanta, October 29, 2013
- "Role of Unions in Healthcare," California Society for Healthcare Attorneys, Newport Beach, CA, April 2013
- "Did Congress Get It Right With the Patient Care Ombudsman?" American Bar Association Business Law Section Spring Meeting: Healthcare and Nonprofits in Bankruptcy Subcommittee Roundtable, Washington DC, April 5, 2013
- "What Healthcare Costs: Bringing Transparency to the Medical Marketplace," University of California San Francisco/University of California Hastings Consortium on Law, Science and Health Policy, January 23, 2013
- "Battling Strategies - Dueling Perspectives," How Debtor and Creditor Lawyers Approach Complex Situations, Costa Mesa, CA, May 24, 2012
- "Financially Distressed Healthcare Facilities: Restructuring and Insolvency Options," Evaluating Bankruptcy and Other Alternatives While Preserving Quality of Care, November 16, 2011
- "Winning Your Bankruptcy Appeal," Beverly Hills Bar Association, October 4, 2011
- "International Insolvencies: Basic Principles and Current Problems," American Bar Association Business Law Section 2011 Global Business Law Forum, London, UK, September 23, 2011
- "Cross-Border Insolvencies: Basic Principles of US, UK and EU Bankruptcy Law," American Bar Association Business Law Section 2011 Global Business Law Forum, London, UK, September 23, 2011
- "The Strategic Role of Examiners," 27th Annual Bankruptcy & Restructuring Conference, June 9, 2011
- "Examining Examiners and Their Impact on Creditors," American Bar Association Business Law Section, Boston, MA, April 14, 2011
- "The Beneficent Government: Federal and State Regulators in Bankruptcy Cases," Los Angeles Bankruptcy Forum, Los Angeles, CA, April 11, 2011
- "Something in the Way They Move...": Motion Practice in Bankruptcy Appeals," American Bar Association Business Law Section Business Bankruptcy Committee, New Orleans, LA, October 14, 2010
- "Bankruptcy From a Government Perspective," National Association of Attorneys General, Attorneys General Training Institute, and the States Association of Bankruptcy Attorneys, Santa Fe, CA, September 14, 2010
- "The Impact of Healthcare Reform on Financing the Healthcare Industry," American Bar Association Annual Meeting, San Francisco, CA, August 6, 2010
- "Healing Hospitals on the Brink of Bankruptcy," Georgia State University College of Law Center for Law, Health & Society, Atlanta, GA, April 19, 2010
- "Center for Health & Pharmaceutical Law & Policy Distinguished Guest Practitioner Program," Seton Hall University School of Law, Newark, NJ, March 25, 2010
- "Doing Business With (or as) a Distressed Company," California Society for Healthcare Attorneys Fall Seminar, Los Angeles, CA, November 9, 2009
- "Healthcare Bankruptcy Program," Los Angeles County Bar Association, Los Angeles, April 28, 2009
- "Reality Bites: Representing Nonprofit Organizations in Financial Distress," American Bar Association Business Law Section, Vancouver, Canada, April 17, 2009
- "Distressed Healthcare Facilities: Restructuring and Insolvency Options," Strafford Publications, Teleconference, April 8, 2009
- "Financial Meltdown: Impact on Healthcare Institutions," Healthcare Financial Management Association,

Southern California Chapter, Los Angeles, CA March 19, 2009

- "Strategies for Distressed Investing and Turnaround Situations in Healthcare," Healthcare Dealmaking Symposium, New York, NY March 10, 2009

## Memberships

- Fellow, American College of Bankruptcy (2017)
- American Bar Association
  - Chair, Standing Committee on Armed Forces Law (2017 - present)
  - Co-Chair, Business Law Section Business Bankruptcy Committee, Healthcare and Non-Profit Subcommittee (2017 - present)
  - Member, Standing Committee on Armed Forces Law (2013-2017)
  - Chair, Business Law Section Healthcare Committee (2016-present)
  - Chair, Business Law Section Business Bankruptcy Committee, Programs Subcommittee (2010-2013)
  - Chair and previously Vice-Chair, Judicial Division Bench-Bar Bankruptcy Council (2007-2012)
  - Chair, Business Law Section Business Bankruptcy Committee, Secured Creditor Subcommittee
  - Chair, Business Law Section Business Bankruptcy Committee, Litigation Subcommittee
  - Chair, Business Law Section Business Bankruptcy Committee, Executory Contracts Subcommittee
  - Member, Business Law Section Business Bankruptcy Committee, Special Task Force on Bankruptcy Rule 2019 (2008)
- Member, Board of Directors, California Society for Healthcare Attorneys (2017-present)
- Member, Board of Editors, California Health Law News (2010-present)
- Co-Chair, American Bankruptcy Institute Healthcare Insolvency Committee (2003-2007)
- Board of Directors, Turnaround Management Association Southern California Chapter (2008-2010) and Program Chair (2008)
- Financial Lawyers Conference, Board of Governors (2011)

## Areas of focus

### Practices

- Creditor and Equity Committee Representation
- Cross-Border Restructuring Matters
- Debtor Representation
- Distressed M&A, Investing and Debt Trading
- Insolvency Litigation and Enforcement
- Out-of-Court Restructurings and Work-outs
- Restructuring, Insolvency and Bankruptcy

## Industry sectors

- Government
- Life Sciences and Health Care
- Cannabis

## Region

- United States
- Los Angeles

## Education

- George Washington University School of Law, 1985, JD
- Georgetown University, 1983, MA
- United States Military Academy, 1977, BS

## Admissions and qualifications

- California
- Pennsylvania

# Sam J. Alberts

## Partner



Partner

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## Overview

Sam J. Alberts is a partner in Dentons' Restructuring, Insolvency and Bankruptcy group. Ranked by *Chambers USA* for the twelfth consecutive year, Sam has extensive experience in both in- and out-of-court restructurings, in the United States and abroad. Named in *Best Lawyers in America* (2020) for the tenth consecutive year, Sam is well-known for his work representing clients in high-value restructurings, investigations, workouts, litigation and sale transactions. Sam has served as and represented trustees in bankruptcies, as well as creditors, debtors, and other parties, including governmental and quasi-governmental entities. Recommended by *The Legal 500 US*, Sam has extensive work experience with respect to distressed financial institutions, pensions and healthcare.

## Experience

- **Verity Health System** (Chapter 11 - Los Angeles, California). Serving as counsel to the debtors, a large California-based health care system, in the second largest chapter 11 hospital bankruptcy in American history, filed in the US Bankruptcy Court for the Central District of California (Los Angeles) on August 31, 2018. Issues include the marketing and sale of 6 hospitals and related assets, debtor in possession financing of \$185 million, resolving labor issues and collective bargaining agreements, and the treatment of hundreds of millions of dollars of claims arising in connection with pension plans.
- **Astria Health** (Chapter 11 - Washington). Representing Astria Health System in a recent filing of 13 related chapter 11 cases. Located in Yakima, Washington, the health system includes three operating acute care hospitals.
- **International Finance Corporation - World Bank Group**. Leads the firm's panel representation for IFC with respect to various workouts across the globe, including the Juan Santamaria Airport, Costa Rica, which received IFC's Award for Best Recovery for FY 2010.
- **United States Department of the Treasury** (Washington, DC). Special Master to the Treasury Department on applications for suspensions to financially distressed multiemployer pension plans under the Multiemployer Retirement Act (MPRA) of 2014.
- **Federal Deposit Insurance Corporation (FDIC)** in First NBC Bank (Louisiana), Washington Mutual Bank

(WAMU) (Delaware), K Bank (Maryland), First Regional Bank (California), Corus Bank (Illinois), Capital Bancorp (Michigan) and Image Master (Washington, DC). These in- and out-of-court matters have included investigations of potential director and officer liability claims, liquidations of bank assets, multi-million dollar tax claim recovery litigation and other matters.

- **Puerto Rico.** Represented the Fiscal Agency and Financial Advisory Authority and the Government Development Bank for the Commonwealth of Puerto Rico in its restructuring advice prior to Commencement of Title III and VI proceedings under PROMESA.
- **The City of Detroit, Michigan, Chapter 9 (E.D. Michigan).** Represented the Official Committee of Retirees in the largest municipal bankruptcy case in US history. The Committee represented approximately 23,500 retirees who held more than \$9 billion in claims for pension and other post-employment benefits, including health care. The representation resulted in the protection of almost all pension benefits and continued health care benefits under first-of-kind municipal retiree voluntary employment benefit association (VEBA) trusts.
- **Hovensa LLC, Chapter 11 (St. Croix).** Counsel to the Plan Trustee (previously the Official Committee of Unsecured Creditors of Hovensa LLC), which had been the second largest oil refinery and terminal facility in the North Hemisphere. Unsecured claims in the case total more than \$2 billion. Issues involve the sale of assets, assessment of insider claims and related causes of action. This deal won Private Equity Turnaround of the Year award by the Global M&A Network in association with ArcLight, and thus far has resulted in 100% distributions to trade creditors.
- **Greater Southeast Community Healthcare Corporation. et al. and The DCHC Liquidating Trust, Chapter 11 (Washington, DC).** Represented the Official Committee of Unsecured Creditors during bankruptcy and, post-confirmation, served as the Plan Trustee in one of the largest restructuring matters ever filed in the District of Columbia. The cases involved five failed hospitals and a management company and led to multi-million dollar recoveries from the sale of assets and claims for director, officer and third party malfeasance, as well as fraudulent conveyance and other avoid actions.
- **Arcapita, Chapter 11 (S.D. New York).** Represented two non-U.S. financial institutions in this first-of-its-kind bankruptcy of a Middle Eastern bank on issues involving Sharia financing.
- **European Investment Bank (EIB) (Europe).** Advised EIB on a \$1 billion financial transaction with Ford (Europe) at a time when the automobile industry was in significant financial distress.
- **Kodak, Chapter 11 (S.D. New York).** Represented the Pension Benefit Guaranty Corporation (PBGC) individually and on the Official Committee of Unsecured Creditors. The PBGC held a claim of more than \$1 billion, which was preserved and protected.
- **Nuo Therapeutics Inc., Chapter 11 (Delaware).** Representing Nuo Therapeutics Inc., a publicly traded biomedical wound care company, in its Chapter 11 proceedings.
- **New York University and NYU School of Medicine.** Representation of NYU and NYUSOM on several in- and out-of-court restructuring and litigation matters.
- **The Clare at Water Tower, Chapter 11 (N.D. Illinois).** Represented the Official Committee Unsecured Creditors (and Residents), which resulted in the successful sale of one of the most valuable continuing care retirement communities (CCRC) in the United States and the protection of residents' interests.
- **Middlebrook Pharmaceuticals, Chapter 11 (Delaware).** Represented the Official Committee of Creditors, which resulted in the sale of assets and 100% plus recovery to unsecured creditors.
- **Allegheny Health, Education and Research Foundation (AHERF), Chapter 11 (W.D. Pennsylvania).** Represented the Commonwealth of Pennsylvania in one of the largest hospital system bankruptcy cases in US history.
- **Lehman Brothers.** Represented various creditors against Lehman Brothers entities in the United States, England and the Netherlands.
- **Refco, Chapter 11 (S.D. New York).** Represented creditors holding approximately \$100 million in claims.

- **Mirant**, Chapter 11 (N.D. Texas). Represented Mirant and its affiliates in one of the largest energy bankruptcy cases filed in the United States.
- **Response Oncology, Inc.**, Chapter 11 (W.D. Tennessee). Represented the debtor, a nationwide group of oncology practices, in its restructuring and ultimate sale of assets.
- **Computer Learning Centers**. Represented SLM Corp. (Sallie Mae) in one of the largest educational bankruptcy case filings in the United States. Assisted SLM on recovery of millions of dollars in claims.
- **MSCi, Inc.**, Chapter 11 (Baltimore, MD). Represented the Official Committee of Unsecured Creditors in the reorganization of MSCi, a publicly traded audio-visual integration company.

## Recognition

### Honors and Awards

- *Chambers USA*, 2005–present
- *Best Lawyers in America* for Bankruptcy and Creditor Debtor Rights/Insolvency and Reorganization Law and Litigation - Bankruptcy, 2010–present
- *The Legal 500 US*, 2015–2016
- The M&A Advisor's 2014 Restructuring of the Year Award (City of Detroit Chapter 9)
- *The Deal Pipeline's* "Top Bankruptcy Lawyers" league table, 2015–present
- *Benchmark Litigation* as a "Local Litigation Star" in the District of Columbia, 2015-2016
- *Northern Virginia Magazine's* Top Lawyer listing, 2016
- *The Washingtonian* magazine's Best Lawyers list, 2011–present
- Martindale Hubbell A/V, 2003–present
- Top Lawyer, Bankruptcy, by *The Washington Business Journal*, 2006 and 2007 (finalist 2008)

### In the Media

- "Astria Health receives approval for new financing," *Yakima Herald*, December 19, 2019
- "Judge in Astria bankruptcy case orders company to provide ICU nurses," *Yakima Herald*, May 29, 2019
- "Washington's Astria Health Files for Ch. 11," *The Deal*, May 7, 2019
- "Líder de la Cámara de Comercio destaca importancia crucial de foro en desarrollo a pesar de protesta (Leader of the Chamber of Commerce forum highlights crucial importance of developing despite protest)," *Primera Hora*, August 31, 2016
- Guest, "The White House and Congress Debate Efforts to Address Puerto Rico's Growing Economic Crisis," *The Diane Rehm Show*, NPR, February 03, 2016
- "Citing Possible Collusion Between Governor Mapp And ArcLight, Judge Pushes HOVENSA Case To December 17," *The Virgin Islands Consortium*, November 20, 2015
- "Detroit Pension Proposal Gets an Angry Reception," *The New York Times*, May 21, 2014
- "Detroit Union Group Agrees to Add Cash to Grand Bargain Bankruptcy Deal," *Detroit Free Press*, May 20, 2014

- "Detroit Retiree Committee Reaches Deal on Pensions, Healthcare," *Reuters*, April 26, 2014
- "Judge Allows Legal Challenge to Detroit's Plans to Cut Retiree Health Benefits," *Detroit News*, November 4, 2013
- "Unfinished Business," *The Wall Street Journal*, October 21, 2011
- Guest, "Should States be Allowed to Declare Bankruptcy?" Fox News segment, January 31, 2011
- Guest, "Government Regulation of Executive Compensation," Atlantic Television Network segment, August 2009

## Insights

- Contributor, "Doing Business 2016: Measuring Regulatory Quality and Efficiency", 13th ed. *World Bank Group*., October 27, 2015.
- Co-author, "When Your Oil And Gas Operator Goes Bankrupt," *Law360*, June 4, 2012
- Co-author, "Case Study: Jefferson County," *Law360*, January 23, 2012
- Co-author, "Restructuring Municipalities: A Primer for the Potentially Approaching Storm," *The National Law Journal*, February 21, 2011
- Co-author, "Healthcare Cases—Get Thee to a Specialist, Stat," *The Bankruptcy Strategist*, November/December 2008
- Author, "After Takeover Comes the Hard Part," *The Atlanta Journal-Constitution*, September 2008
- Co-author, "Enhancing Value Without US Tax Consequences Through Restructuring," *White & Case Global Tax Report*, September 2008
- Co-author, "Foreign Debtors Beware! Globopar Recognizes That You May Be Hauled into a US Bankruptcy Case Involuntarily," *American Bankruptcy Institute Journal*, March 2005
- Co-editor, *Health Care Insolvency Manual*, 2nd Edition, American Bankruptcy Institute, 2005
- Contributing author, *Mid-Atlantic Institute on Bankruptcy and Reorganization Practice*, 1996 – 2001

## Activities and Affiliations

### Presentations

- Speaker, "Eye on Bankruptcy Series," American Bankruptcy Institute, December 2017
- Moderator, "Puerto Rico, 'Super Chapter 9' and the Future of Sovereign Debt: A Canary in a Coal Mine?" ABI Winter Leadership Conference, Rancho Palos Verdes, CA, December 2, 2016.
- Presenter and Panelist, "A Walk Through P.R.O.M.E.S.A. and the Detroit Experience," 1st PROMESA Conference, Puerto Rico Chamber of Commerce, San Juan, PR, August 31, 2016.
- Event Moderator and Panel Moderator, "Creative Solutions for Financially Challenged Municipalities," Municipal Restructuring and Reform Series, Dentons US LLP, New York, NY, October 29, 2015.
- Presenter, "The Insolvency of Government Bodies," International Association of Insolvency Regulators - The World Bank, Washington, DC, September 10, 2014.
- Moderator, "Evolving Labor Issues in Chapter 11," ABI webinar, May 23, 2012.
- Speaker, "Intercreditor Issues in Complex Bankruptcies," ABI 30th Annual Spring Meeting, National Harbor,

# Areas of focus

## Practices

- Banking and Finance
- Litigation and Dispute Resolution
- Real Estate
- Restructuring, Insolvency and Bankruptcy

## Industry sectors

- Financial Institutions
- Government
- Infrastructure and PPP
- Life Sciences and Health Care
- Energy

# Education

- George Washington University School of Law, 1992, JD, with Honors
- New York University, 1987, BA, *cum laude*

# Admissions and qualifications

- District of Columbia
- Washington
- US Bankruptcy Court for Maryland
- US Court of Appeals for the District of Columbia Circuit
- US Court of Appeals for the Fourth Circuit
- US Court of Appeals for the Ninth Circuit
- US Court of Federal Claims
- US District Court for the District of Columbia
- US District Court for the District of Maryland
- US District Court for the Eastern District of Virginia
- US District Court for the Western District of Virginia
- US District Court for the Western District of Washington

# Claude D. Montgomery

## Partner



Partner

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## Overview

Claude D. Montgomery is a partner in Dentons' New York office and a member of the Restructuring, Insolvency and Bankruptcy practice group. He has been a member of the Global Executive and Compensation Committees and is the legacy past managing partner of the New York Office. He was also the global head of the Reorganization, Restructuring, and Insolvency practice group at Salans LLP and a member of its Global Banking and Finance group.

Claude is "acclaimed as 'a highly skilled lawyer and a great case manager'" by *The Legal 500 US*. He is an experienced litigator at both the trial and appellate level, and specializes in business reorganizations and municipal restructurings. His business reorganization clients include lenders; debtors; official Chapter 11 and Chapter 9 creditor and retiree committees, and chapter 11 equity committees; indenture trustees; Chapter 7 and 11 trustees; asset buyers; and committees of corporate directors and officers. His hotel industry clients have included owners, operators, leasees and franchisees of hotel properties.

## Experience

- Represented the Official Retiree Committee in Detroit, Michigan's Chapter 9 municipal debt adjustment proceedings. This representation was honored by *The M&A Advisor* with the 2014 "Restructuring of the Year" Award.
- Represented the Fiscal Agency and Financial Advisory Authority (AAFAF) for the Commonwealth of Puerto Rico in its restructuring advice prior to Commencement of Title III proceedings under PROMESA by the U.S. President's appointed Financial Oversight and Management Board of Puerto Rico.
- Represented the Official Retiree Committee for Allis-Chalmers Corporation in its ground breaking multi-national Chapter 11 reorganization case.
- Represented Gibson Brands Inc. as Special Overseas Insolvency Coordinating Counsel in Chapter 11 reorganization case.
- Representing Japanese mobile device manufacturer in restructuring Swedish law contract with distressed multinational logistics company with relevant operations in the Czech Republic, Netherlands, Singapore and the United States.

- Representing Hong Kong based retailer distributor in Nine West chapter 11 reorganization case.
- Representing Hong Kong energy company in Transmeridian Exploration reorganization case as bondholder, disputed creditor and competing Chapter 11 buyer for Kazakhstan assets
- Representing Russian space technology company in Sea Launch US reorganization case as investor and technology supplier
- Representing China joint venture fund liquidator in fraud investigation of US manager
- Representing two Scandinavian Banks regarding Lehman Brothers in the US Reorganization and UK and Swiss Administration cases as creditors and OSLA and ISDA counterparties.
- Representing a Scandinavian Bank regarding enforcement of Master Whole Loan Repurchase Agreement from Chapter 11 seller
- Representing a Scandinavian Bank regarding restructuring secured hotel/condominium projects
- Representing the Turkish SDIF in insolvency planning relating to pursuit of assets of shareholders involved in a bank fraud
- Representing Telsim Telekomunikasyon by appointment from Turkish SDIF in Motorola v. Telsim regarding enforcement of Swiss Arbitration Award
- Representing Caribbean hotel and casino developer in debt work and partnership restructuring
- Representing Scandinavian bank in liquidity facility workout and structured finance termination
- Recent reorganization and bankruptcy cases: Verity Health Systems of California, Inc. (Debtors' prepetition debt restructuring and DIP financing counsel); Gibson Brands, Inc. (Debtors' Special Coordinating Overseas Insolvency Counsel); Nine West (Hong Kong retailer and Asia Distributor); SunEdison (UK joint venture purchaser of Spanish solar energy generation business) Sea Launch Company (investor and technology supply creditor); Transmeridian Exploration (Bondholder and potential asset purchaser); Lehman Brothers (ISDA and repurchase agreement creditors); Christian Bernard (parent company); Collins & Aikman (Supplier); Atlantic Gulf Communities Corp. (Lender Group); Owens Corning (Lender); Adelphia Communication (Lender); MSCP Holding (Equity Committee); Key3Media (Committee Member); Regal Cinema (Indenture Trustee); Pillowtex (Indenture Trustee); Cellnet (Indenture Trustee)
- Select litigation experience: Boeing v. Energia Logistics (C.D. Cal.); In re City of Detroit (B.E.D. Mich.); Uzan v. Vodafone (N.Y. Sup. Ct.); Uzan v. Telsim (N.Y. Sup. Ct.); Oxus Gold v. Barbanel (D. N.J.); Hechinger v. GECC (D. Del.); Eden Toys v. Miller (B.S.D.N.Y.); Renaissance Cruise Lines v. Flosse (B.M.D. Fla.); Cohen v. Forman (B.S.D.N.Y.); 800 Canal Street v. Sonesta (Arbitration); Dunes Hotel Assoc. v. Hyatt (Arbitration)
- Recent mediation experience: Ames Dept. Stores (B.S.D.N.Y.) (preference cases)

## Recognition

### Honors and Awards

- Recommended by *The Legal 500 US* (2015-2016)
- Co-led team recognized by *The M&A Advisor's* 2014 Restructuring of the Year Award (City of Detroit Chapter 9)
- Recognized with the Martindale-Hubbell AV Preeminent Rating, Martindale-Hubbell's highest ranking in both legal ability and ethical standards (1995-2015)
- Led team recognized by *The M&A Advisor* 2011 Distressed Turnaround Cross Border Transaction of Year (Sea Launch Chapter 11)

- Recognized for Bankruptcy in *Super Lawyers* magazine (2006-2018)
- AV Preeminent rating by Martindale-Hubbe (2013-2018)

## Insights

- "Dentons advises Gamma Energy on Stokes Marsh solar PV acquisition," *Dentons client alert*, May 19, 2017
- Co-author, "Puerto Rico: Is the Sovereign in or out of the Dollar Zone?," *Eurofenix*, Autumn 2015
- "New Developments: Plan Process - Voting and Conformation," *Current Bankruptcy Developments*, Practicing Law Institute, 2001
- "Solicitation Under Section 1125 of the Bankruptcy Code: Century Glove and the First Amendment," *Seton Hall Law Review*, 1993
- "The Impact of the Collective Bargaining Agreement On The Corporate Reorganization Process in Chapter 11 of the Bankruptcy Code," *Labor Law Development*, 1985
- "Rejection of Collective Bargaining Agreements During Chapter 11 Proceedings Under the U.S. Bankruptcy Code," Practicing Law Institute, ERISA and Bankruptcy, 1983

## Activities and Affiliations

### Presentations

- Panel Member, ABA Business Bankruptcy Committee, "Municipal Insolvencies in the Aftermath of Puerto Rico," National Conference of Bankruptcy Judges, San Antonio, TX, 2018
- Panel Member, "I Spy and the Limits of Private Investigation for Lawyers" INSOL Europe, Athens, Greece, 2018
- Panel Moderator, "Creative Solutions for Financially Challenged Municipalities," Municipal Restructuring and Reform Series, Dentons US LLP, Chicago, IL, November 5, 2015
- Panel Moderator, "Hot Topics, Legal Issues and Uncertainties Surrounding the Rights of Parties in a Municipal Insolvency, Including Chapter 9," Municipal Restructuring and Reform Series, Dentons US LLP, New York, NY, October 29, 2015
- ACB Fifth Circuit Panel on Chapter 9 municipal bankruptcy and restructuring, Seminar co-hosted by United States Court of Appeals for the Fifth Circuit and the American College of Bankruptcy, New Orleans, May 2014
- Panelist, "Obamanomics and the Future of Bankruptcy Judges," National Conference of Bankruptcy Judges, Las Vegas, October 2009
- International Society of Hospitality Consultants, Budapest, 2001
- Association of the Bar of the City of New York, New York, 1993
- Pacific Coast Labor Law Symposium, Seattle, 1989
- Practicing Law Institute, New York, 1983; San Francisco, 1986; New York, 1994; New York, 2001
- American Bar Association, Labor Section, Chicago, 1985
- AFL-CIO Lawyers Conference, 1981, 1982, 1986

## Memberships

- International Insolvency Institute, Member
- American Bankruptcy Institute, Member
- INSOL Europe, Member
- International Society of Hospitality Consultants, Member (1995-2016)
- American Bar Foundation, Member
- American Bar Association, Member
- Committee on Bankruptcy and Corporate Reorganization, Association of the Bar for the City of New York, Member (1991–1993)

## Prior and Present Employment

Claude joined Salans (now Dentons) from Phillips Lytle Hitchcock Blaine & Huber where he was a member of the Governing Committee. He is a past Vice Chair of the Ethics Subcommittee for the ABA Business Bankruptcy Committee, Business Law Section and a past Vice-Chair and Chair of the European Working Group for the International Bankruptcy Subcommittee 2002-2004. Claude was also Vice-Chair of the Avoiding Power Subcommittee, ABA Business Bankruptcy Committee, Business Law Section from 1997-1999.

## Areas of focus

### Practices

- Banking and Finance
- Litigation and Dispute Resolution
- Restructuring, Insolvency and Bankruptcy
- Cross-Border Restructuring Matters
- Distressed M&A, Investing and Debt Trading
- Financial Institution Insolvency
- Insolvency Litigation and Enforcement

### Industry sectors

- Aviation and Aerospace
- Commercial Banks
- Hotels
- Investment Banks and Broker Dealers

## Education

- Stanford University, 1978, JD
- Brown University, 1975, BA, double major in History and Economics

# Admissions and qualifications

- Michigan
- New York
- US Court of Appeals for the District of Columbia Circuit
- US Court of Appeals for the First Circuit
- US Court of Appeals for the Ninth Circuit
- US Court of Appeals for the Second Circuit
- US Court of Appeals for the Sixth Circuit
- US Court of Appeals for the Third Circuit
- US District Court for the District of Connecticut
- US District Court for the Eastern District of Michigan
- US District Court for the Eastern District of New York
- US District Court for the Southern District of New York
- US District Court for the Western District of Michigan
- US Supreme Court

# Geoffrey Miller

## Senior Managing Associate



Senior Managing Associate

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## Overview

Geoffrey Miller is a member of Dentons' Restructuring, Insolvency and Bankruptcy practice. He advises debtors, creditors and other significant stakeholders in chapter 11 cases, out of court restructurings and cross-border insolvency proceedings. Among other things, Geoff regularly represents debtors in the healthcare industry as well as private equity funds and other acquirers of financially distressed businesses and loans including in enforcement matters. He also represents insurers and insurance related entities in bankruptcy cases, including in bankruptcy cases arising from mass torts such as asbestos exposure.

## Experience

- **Verity Health System of California, Inc.** (Chapter 11 - Central District of California, August 2018-present): Representing parent not-for-profit company and 16 related entities, including 6 significant operating hospitals, in the second largest hospital bankruptcy case in American history. The firm has already secured court approval of the sale of two hospitals for \$235 million, over the objections of various parties, including the California Attorney General.
- **Astria Health** (Chapter 11 - Washington). Representing Astria Health System in a recent filing of 13 related chapter 11 cases. Located in Yakima, Washington, the health system includes three operating acute care hospitals.
- **Insurance carrier:** Represented an insurance carrier in asbestos-related bankruptcies, *In re: Budd Company* and *In re: Oakfabco*, both in the Northern District of Illinois.
- **Montreal, Maine & Atlantic Railway, Ltd.:** Represented directors & officers and various related entities in the cross-border bankruptcy and insolvency proceedings of *Montreal, Maine & Atlantic Railway, Ltd.*
- **Blueberi Gaming Technologies:** Represented the foreign representative in the chapter 15 insolvency proceedings of *In re: Blueberi Gaming Technologies*.

## Insights

- "Recent Developments Regarding the Interface Between Insurance and Bankruptcy," ABA Section of Business Law, Business Bankruptcy Committee
- "Bankruptcy Notice Lessons From Lyondell", Law 360, April 2018
- "Lyondell on the Imputation of Fraudulent Intent," *American Bankruptcy Institute Journal*, December 2016
- "Bullard: Order Denying Confirmation Is Not Automatically Appealable," *American Bankruptcy Institute Journal*, August 2015
- "Actual-Creditor Requirement Survives § 106(a)'s Abrogation of Sovereign Immunity," *American Bankruptcy Institute Journal*, June 2014
- "Statute of Limitations for Avoidance Actions are not Topped by the Appointment of an Interim Trustee in the Seventh Circuit," *ABI Bankruptcy Litigation Committee Newsletter*, October 2013
- "Severance Payments Made to Executives Pursuant to a Plan Might Avoid 503(c)'s Limitations," *American Bankruptcy Institute Journal*, August 2013
- "Circuits Disagree Regarding Whether Funds in an IRA Inherited by a Nonspouse Debtor Are Property of the Estate," *ABI Consumer Bankruptcy Committee Newsletter*, July 2013
- "Oldco: Does a Failure to Respond Equal Implied Consent?," *American Bankruptcy Institute Journal*, June 2013
- "Two BAP Decisions Consider LIHTCs When Valuing Affordable Housing," *American Bankruptcy Institute Journal*, February 2013

## Activities and Affiliations

### Memberships

- Member, Bankruptcy Court Liaison Committee, U.S. Bankruptcy Court, Northern District of Illinois (2017 - present)
- Vice-Chair, Business Law Section Business Bankruptcy Committee, Mass Torts and Environmental Claims Subcommittee (2019 - present)
- Member, Turnaround Management Association, NextGen Committee

### Prior and Present Employment

Prior to joining Dentons, Geoff served as a judicial clerk in the United States Bankruptcy Court for the District of Arizona where he worked for the Hon. Charles G. Case II until his retirement, and then for the Hon. Daniel P. Collins (Chief Judge). Geoff also served as an extern for Judge Sean H. Lane in the United States Bankruptcy Court for the Southern District of New York, Judge Arthur B. Federman in the United States Bankruptcy Court for the Western District of Missouri and Magistrate Judge Robert E. Larsen in the United States District Court for the Western District of Missouri.

## Areas of focus

### Practices

- Commercial Litigation
- Restructuring, Insolvency and Bankruptcy

- Insolvency Litigation and Enforcement
- Financial Institution Insolvency

## Education

- St. John's University School of Law, 2012, LL.M., Bankruptcy
- University of Missouri-Kansas City School of Law, 2011, JD, *magna cum laude*; Note & Comment Editor, *UMKC Law Review*
- University of Kansas, 2007, BS, Finance

## Admissions and qualifications

- District of Columbia
- Illinois
- New York
- US District Court for the Northern District of Illinois

# Sandra R. McCandless

## Partner



Partner

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Silicon Valley

## Overview

Sandra McCandless is the head of Dentons' Employment and Labor practice in California. She represents management in all aspects of labor and employment, including class action and individual litigation, arbitration, mediation and the provision of employment-related advice.

Sandra has a highly successful track record of representing employers in a wide variety of industries in both the unionized and nonunion sectors—technology, banking, insurance, hotels, manufacturing, automotive, food, trucking, retail, garments, maritime and trade, among others—in matters throughout the labor and employment continuum, from employment contract drafting and collective bargaining negotiations to wrongful termination and discrimination litigation. She has a long track record of winning employment cases on summary judgment and successful representation of employers before government agencies.

She is one of a handful of employment lawyers in the United States who are experienced in the representation of Indian tribes, tribal casinos and other tribal businesses.

Sandra has also practiced in the international arena throughout her career, representing many Asian and European companies doing business in the US. She has assisted multinational companies on the broad spectrum of labor and employment issues across the globe, working on matters involving Asian, European, Middle Eastern and African operations, as well as those in North America.

Sandra recently completed a three-year term on the board of governors of the American Bar Association and as chair of its Finance Committee. She is also the chair of the Employment and Immigration Committee and a council member of the Inter-Pacific Bar Association, an international association of business lawyers with a focus on the Pacific Rim; a board member of the California-Asia Business Council and of the National Native American Bar Association Foundation; and a trustee of the Tony Award-winning Berkeley Repertory Theatre.

Earlier in her career Sandra, was a lawyer for the Appellate Court Litigation Branch of the National Labor Relations Board in Washington, DC.

## Recognition

## Honors and Awards

- Selected as one of the "Top Labor & Employment Lawyers," *Daily Journal*, 2019
- Listed, *Best Lawyers*, Employment Law - Individuals, 2018-2020
- Listed, *Best Lawyers*, Employment Law - Management, 2018-2020
- *Chambers USA: America's Leading Lawyers for Business*, Labor & Employment in California, 2015, 2018-2020; Noted practitioner, Labor & Employment in California, 2014. Clients recognize Sandy as "responsive, her turnaround time is excellent and she always works towards our business needs."
- *Legal 500*: Labor and employment - Workplace and employment counseling, 2019
- Selected as one of the "Most Influential Women in Bay Area Business," *San Francisco Business Times*, 2014
- College of Labor and Employment (selected by nomination and election)
- Northern California Super Lawyer, 2005–2014
- Recipient, American Bar Association Liberty Achievement Award for enhancing diversity in the legal profession, 2010
- Recipient, National Labor Relations Board Certificate of Commendation for High Quality Performance

## Insights

- Co-author, "10 new California laws your business must understand for 2020," Dentons client alert, October 22, 2019
- Co-author, "California dreaming, California nightmare - 3 takeaways from California's controversial independent contractor bill becoming law," Dentons client alert, September 23, 2019
- Co-author, "Tectonic shift - Key takeaways as California Legislature passes controversial independent contractor bill," Dentons client alert, September 12, 2019
- Author, "California's Employment Regulatory Scheme: PAGA in Wake of Epic Systems," *International Law Office*, June 26, 2019
- Co-editor, "Sexual Harassment and Retaliation: A Practical Handbook for Plaintiff and Defense," American Bar Association, Spring 2019
- Author, "Mediations and Releases," *Practitioner's Guide to Defense of Employment Practices Liability Claims*, Fourth Edition, 2018
- Co-Author, "California toughens equal pay law," Dentons client alert, October 21, 2015
- "Mediation and Releases," *The Practitioner's Guide to Defense of Employment Practices Liability Claims*, Third Edition, 2013
- "Discovery and Deposing the Plaintiff and Plaintiff's Witnesses: Defense Perspective," *Litigating the Workplace Harassment Case*, First Edition, 2010
- "Management and Control of United States Subsidiary Employees and Operations: What Roles and Responsibilities Do a Japanese Company and Its Subsidiaries Have in Relations to Employees Under United States Employment Laws?," *The Challenges of American Litigation -- A Primer for Japanese Legal Staff Managing Litigation in the United States*, 2007
- "An Employment Litigator's Summary Guide to Summary Judgment," *Employment Discrimination and Civil*

- "Representing the Employer and Individual Co-Defendant in Employment Cases: Legal Strategies and Ethical Considerations," *Trying the Employment Tort Case*, Second Edition, 2001
- "Trial as Theatre: Directing the Courtroom Drama," *Theatre, Technology and Persuading Juries in the Twenty-First Century*, 2001
- "Kiss Your Sexual Harassment Claims Goodbye," *Tort Source, American Bar Association Tort Trial and Insurance Practice Section*, 1998
- Editor, *Guide to Equal Employment Practices*, Warren Gorham & Lamont, 1997
- "Employing Workers Abroad: A Guide to Legal Requirements of Employment in Selected Nations," *THE BRIEF*, Vol. 23, No. 1, 1993
- "Examining a Psychotherapist at Trial," *THE BRIEF*, Vol. 18, No. 3, 1989

## Activities and Affiliations

### Presentations

- Speaker, "A Multi Jurisdiction Approach to Termination of Employees," Annual Meeting of the Inter-Pacific Bar Association, April 2019
- Speaker, "Practical Insights for US Employers Considering Adopting a Mandatory Arbitration Program in Light of the SCOTUS' Recent Decision in *Epic Systems*," July 25, 2018
- Panelist, of the Inter-Pacific Bar Association in Manila, Philippines, March 2018
- Moderator and Speaker, "Employment in Today's Global Order: Transcending Politics with Best Employment Practices," International Law Section of the American Bar Association, October 2017
- Speaker, "Changes in Federal Law and The Impact on Native America," Native Nations Human Resources Conference, Las Vegas, NV, January 26, 2015
- Panelist, "Global Mobility Forum," American Immigration Lawyers Association, Boston, MA, June 2014
- Moderator, "Cutting Edge Corporate Employment and Immigration Issues," Vancouver, BC, Canada, May 2014
- Speaker, "Privacy and Social Media in the Workplace," San Francisco, CA, January 2014
- Panelist, "Labor and Employment Law Update: The Latest Developments in Indian Country," Fourth Annual Native Nations Human Resources Conference, Temecula, CA, January 2014
- Panelist, "Social Media and the Workplace," Seoul, Korea, 2013
- Speaker, "Labor and Employment in Indian Country: Make Sure your Sovereignty is Not in Question," Third Annual Native Nations Human Resources Conference, Pala, CA, January 2013
- Panelist, "The Asia-Pacific Market Update: A Look Ahead to the Challenges and Opportunities in 2013 and Beyond," Hildebrandt Institute/West LegalEdcenter's 20th Annual Marketing Partner Forum, Los Angeles, CA, January 2013
- Speaker, "Labor and Employment Law Update," Second Annual Native American Human Resources Conference, San Diego, CA, June 2012
- Panelist, "The Rising Significance of Cross-Border Employment: Issues, Difficulties and Solutions," Inter-Pacific Bar Association, New Delhi, India, March 2012

- Speaker, "Resurgence of Disparate Impact Class Litigation, Statistical and Other Expert Testimony, and the Role of the OFCCP," ALI-ABA Current Developments in Employment Law: The Obama Years at Mid-Term, Santa Fe, NM, July 2011
- Speaker, "The Obama NLRB: What the New Board Means for Employers and for Unrepresented Employees," ALI-ABA Current Developments in Employment Law: The Obama Years at Mid-Term, Santa Fe, NM, July 2011
- Speaker, "Leveraging Social Media—While Avoiding the Risks," Palo Alto, CA, March 2011
- Speaker, "Practical Tips for Chinese Employers Doing Business in the United States," American Bar Association Tort Trial and Insurance Practice Section, Beijing, China, September 2009

## Memberships

- California-Asia Business Council, member, board of directors
- National Native American Bar Association Foundation, member, board of directors
- Korean-American Chamber of Commerce of San Francisco
  - Member, board of directors
  - Former chair
- Berkeley Repertory Theatre
  - Trustee
  - Former vice president
  - Former Corporate Council chair
- Arbitrator, American Arbitration Association Labor and Employment Panel
- Early neutral evaluator, US District Court for the Northern District of California
- Inter-Pacific Bar Association
  - Chair, Employment and Immigration Committee
  - Member, Governing Council
- Member, College of Labor and Employment Lawyers
- Past governor, board of governors of the American Bar Association
- Past chair, Tort Trial and Insurance Practice Section, American Bar Association and its Committee on Employer-Employee Relations
- Past chair, Committee on Labor Law, San Francisco Barristers Club
- Serves on Dentons' Ethics Committee

## Areas of focus

### Practices

- Arbitration
- Employment and Labor

- Litigation and Dispute Resolution
- Mergers and Acquisitions
- Native American Law and Policy (United States)

## Industry sectors

- Life Sciences and Health Care
- Luxury, Fashion and Beauty
- Manufacturing
- Media, Entertainment and Sports
- Professional Services
- Retail
- Technology
- Cannabis

## Issues and opportunities

- Cannabis in the United States

## Education

- Georgetown University Law Center, JD
- Harvard University, BA, Government; with honors

## Admissions and qualifications

- California
- US Court of Appeals for the First Circuit
- US Court of Appeals for the Ninth Circuit
- US Court of Appeals for the Seventh Circuit
- US Court of Appeals for the Sixth Circuit
- US District Court for the Central District of California
- US District Court for the District of Colorado
- US District Court for the Eastern District of California
- US District Court for the Northern District of California
- US Supreme Court

# Tania M. Moyron

## Partner



Partner

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## Overview

Tania M. Moyron is a partner in Dentons' Restructuring, Insolvency and Bankruptcy group. Tania has significant experience in bankruptcy, corporate restructuring and related litigation matters. She has represented Chapter 11 debtors, creditors' and equity committees, liquidating trustees, principals and secured and unsecured creditors in all aspects of corporate bankruptcy. She also has advised buyers and sellers of assets in bankruptcy and receivership cases, including representation of a publicly traded real estate investment trust (REIT) and restaurant franchise.

Tania's representations span a variety of industries, including health care, retail, entertainment, trucking, commercial and residential real estate and restaurant franchise industries. She also has litigation experience in state and federal courts and appellate experience before the Bankruptcy Appellate Panel for the Ninth Circuit Court of Appeals, District Courts and the Ninth Circuit Court of Appeals.

Prior to joining Dentons, Tania gained experience in complex and challenging Chapter 11 cases at top-ranked national firms for business restructuring and bankruptcy. Tania also served as a judicial and appellate law clerk to the Honorable Christopher M. Klein, Chief Judge for the United States Bankruptcy Court for the Eastern District of California and former member of the Bankruptcy Appellate Panel of the Ninth Circuit Court of Appeals.

## Experience

- **Verity Health System of California, Inc.** (Chapter 11 - Central District of California, August 2018-present): Tania co-leads the firm's representation of this parent not-for-profit company and sixteen affiliated entities, including six significant operating hospitals, in the second largest hospital bankruptcy case in American history. Recently, the Court approved the sale of two hospitals for \$235 million, over the objections of various parties, including the California Attorney General.
- **Air Force Village West, Inc. dba Altavita** (Chapter 11 - California): Representing Air Force Village West, Inc., in chapter 11 proceedings that will pave the way for the sale of its continuing care retirement community. The Riverside, CA-based company, which does business as Altavita Village, filed in the US Bankruptcy Court for the Central District of California. They have lined up a stalking horse bidder, with the consent of the secured creditors, to sell the 220 acre facility for \$58 million in cash and assumption of certain liabilities. A bid procedures motion was approved on May 14, 2019, with an auction to be held on or about June 5, 2019.

- **Gardens Regional Medical Center & Hospital, Inc.** (Chapter 11 - Central District of California, June 2016-October 2018): Tania played a pivotal role in representing this 137 bed not-for-profit hospital in connection with the California Attorney General's appeal of the Bankruptcy Court's sale order. The hospital was initially sold under section 363 of the Bankruptcy Code in a very successful auction (the purchase price went from \$8.5 million to \$19.5 million). The California Attorney General approved the sale, but imposed such onerous economic conditions on the buyer that the sale failed, which led to the hospital's closure. The hospital sold again, now as a closed hospital, for approximately \$7 million, over the objection of the Attorney General. When the Attorney General appealed the sale order, the firm successfully obtained a dismissal of the appeal. The case resulted in three published opinions, all on cutting edge issues of bankruptcy law, and a distribution to unsecured creditors.
- **Puerto Rico:** Represented the Fiscal Agency and Financial Advisory Authority and the Government Development Bank for the Commonwealth of Puerto Rico regarding its restructuring and revitalization efforts prior to commencement of proceedings under the Puerto Rico Oversight, Management, and Economic Stability Act (PROMESA).
- **ICPW Liquidation Corp., a Nevada corp., (formerly In re Ironclad Performance Wear Corp.), et al.:** Represented the Official Committee of Equity Holders (and currently the Trustee and the Trustee Board) in chapter 11 jointly-administered cases. The Debtors' assets were sold at auction for \$25.25 million, which is 60 percent more than the stalking-horse bid. Thereafter, the Equity Committee and the Debtors confirmed a joint plan of liquidation that pays unsecured creditors in full and results in significant distributions to equity.
- **Domum Locis, LLC:** Represented a real estate debtor in successfully restructuring its obligations with its secured lender and emerging from Chapter 11.
- **Radio personality:** Represented non-debtor spouse and well-known radio personality in contentious litigation instituted by secured lender.
- **Edenhurst Gallery:** Confirmed a Chapter 11 plan of reorganization for an art gallery operator and a purchaser and seller of fine historic paintings and antiques.
- **Heller Erhman, LLP:** Represented the Official Committee of Unsecured Creditors in the administration of estate and claims litigation.
- **South Bay Expressway L.P.:** Represented the California Department of Transportation in the Chapter 11 proceedings of the state's largest public-private partnership, which built a toll road in Southern California.
- **Consolidated Freightways Corp., et al.:** Represented a Chapter 11 liquidating trustee in Consolidated Freightways Corp. and certain affiliates (the former operator of one of the largest less-than-truckload long-haul freight transportation companies in the United States, which generated more than US\$2 billion in revenues annually) in connection with the administration of the estates, complex insurance litigation and other matters.
- **Rachel Ashwell Designs, Inc. dba Shabby Chic:** Represented a Chapter 11 debtor (a retailer, manufacturer, licensor and wholesaler of home furnishings, bedding and accessories) in connection with the liquidation of certain retail stores and a structured dismissal.

## Recognition

- Recognized as a "Rising Star" by *Southern California Super Lawyers*, 2013–2015

## In the Media

- "The coronavirus pandemic impact on a hospital bankruptcy," *The Bond Buyer*, April 30, 2020
- "AHMC Healthcare to Buy Two San Francisco-Area Hospitals for \$40 Million" *The Wallstreet Journal*, April 23, 2020
- "Verity Cleared to Sell Two Hospitals," *The Deal*, April 13, 2020

- "Verity Collects Approval to Sell Remaining Hospitals," *The Deal*, April 18, 2019
- "Altavita Village Latest Retirement Community Casualty," *The Deal*, March 12, 2019
- "\$610M Stalking Horse Bid For 4 Verity Hospitals Approved," *Law 360*, February 20, 2019
- "Verity Reveals Sale of Remaining Hospitals," *The Deal*, January 18, 2019
- "Verity Health Collects Bid Procedures Approval," *The Deal*, October 25, 2018
- "Verity to Seek Sale of Hospitals in Chapter 11," *The Deal*, September 1, 2018

## Activities and Affiliations

### Community Involvement and Pro Bono

- Cycle for Survival, Team Lead
- LA Beats Cancer, Board Member

### Presentations

- Panelist, "Today's Health Crisis: Behavioral Health and Opioids," ABI Health Care Program: The New Reality in Health Care
- Panelist, "Litigating Issues in a Health Care Case," 2019 ABI Winter Leadership Conference
- Speaker, "Appellate Ethics and Frivolous Appeals," 4th Annual Bankruptcy Ethics Symposium, Federal Bar Association
- Speaker, "What's up with Attorney Civility?," 5th Annual Bankruptcy Ethics Symposium, Federal Bar Association
- Producer, "Back to the Minefield: (Even More) Ethical Dilemmas Facing Young Insolvency Professionals," California Bankruptcy Forum, Rancho Mirage, California

### Memberships

- Member, American Bankruptcy Institute
- Member, International Women's Insolvency and Restructuring Confederation (IWIRC)
- Los Angeles County Bar Association

## Areas of focus

### Practices

- Restructuring, Insolvency and Bankruptcy
- Creditor and Equity Committee Representation
- Cross-Border Restructuring Matters
- Debtor Representation
- Insolvency Litigation and Enforcement

- Out-of-Court Restructurings and Work-outs

## Industry sectors

- Distressed Health Care
- Health Care
- Life Sciences and Health Care

## Education

- University of the Pacific, McGeorge School of Law, 2004, Juris Doctor
- University of California, San Diego, 1999, BA

## Admissions and qualifications

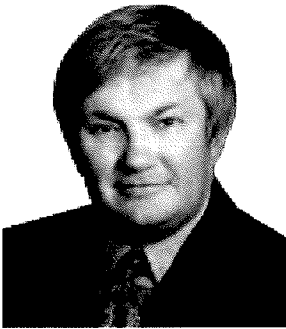
- California
- US Bankruptcy Court for the Central District of California
- US Bankruptcy Court for the Eastern District of California
- US Bankruptcy Court for the Northern District of California
- US Bankruptcy Court of the Southern District of California
- US Court of Appeals for the Ninth Circuit
- US District Court for the Central District of California
- US District Court for the Northern District of Texas

## Languages

- English
- Spanish

# John A. Moe, II

## Partner



Partner

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## Overview

John Moe has practiced as an attorney in the areas of Commercial Litigation, Creditor Rights and Bankruptcy/Insolvency in the United States District Courts, the United States Bankruptcy Courts and the California State Superior Courts.

Among other cases, John was the lead litigation attorney, responsible for resolving 14,000 claims in one of the largest Chapter 11 Bankruptcy cases ever filed (Apex Oil Company and its 53 administratively consolidated related entities), Creditors Committee Counsel in the largest telecommunications case (Pacific Gateway Exchange and its 4 related entities), counsel for creditors in the largest financial institution bankruptcy case (Washington Mutual) and debtor's counsel successfully reorganizing a nationwide distributor of siding and roofing materials (MaxiTile, Inc.).

John has represented Plaintiffs and Defendants, Secured Creditors and Unsecured Creditors, Debtors, Trustees and Receivers, Creditor Committees and Creditors. He is a veteran, having served as a Judge Advocate in the United States Air Force.

## Experience

### Litigation in Chapter 11 Proceeding

- Represented 54 debtors in procedurally consolidated Chapter 11 cases, assisting in the drafting, and presentation at trial, of a proposed Plan of Reorganization. Following confirmation of the Plan Of Reorganization, responsible for supervising the review, categorization, litigation and resolution of 14,000 Claims reducing the amount claimed from \$7 billion to \$170 million, including federal and multiple state tax, environmental, admiralty, asbestosis, trade, workman's compensation, personal injury and governmental claims. In the context of the resolution of Claims, defended Reorganized Debtor in connection with the largest oil spill case, to ever occur off the coast of Alaska, prior to the Exxon Valdez oil spill. In the course of the resolution of Claims, filed in excess of 7,000 Objections To Claims and oversaw the preparation, filing and resolution of in excess of 900 Motions setting reserves on Claims in accordance with the confirmed Plan of Reorganization

## Debtor's Counsel in Chapter 11 Reorganization

- Filed Chapter 11 Proceeding for roofing and siding distributor, obtaining after two years, the confirmation of a complex Plan Of Reorganization, pursuant to which pending and threatened litigation in more than 20 states was consolidated, requiring all plaintiffs on all claims for defective products and personal injuries to utilize a Claims Administration Procedure, eliminating federal and state court litigation, and limiting the Reorganized Debtor's exposure on previously filed and to be filed claims for defective product

## Representation of Trustee in Chapter 11 Proceeding

- With Luce Forward's San Francisco Office, represented Chapter 11 Trustee (subsequently, Liquidating Trustee) in the case of a company that specialized in above-market loans to military service personnel, selling overpriced computers and other electronic devices, at high interested rates. On behalf of the Chapter 11 Trustee, opposed multiple, successive Plans Of Reorganization proposed by the Debtor, and, ultimately, negotiated and drafted with the Creditors Committee and Debtor a Joint Plan Of Reorganization, which Plan was confirmed by the Bankruptcy Court.

## Representation of Secured Creditors

- Represented FDIC in state court seeking the appointment of a Receiver, then after Debtor filed Chapter 11, represented FDIC and successor Bank opposing a Plan Of Reorganization, ultimately negotiating—over a course of 11 months—an agreement, pursuant to which homes and hundreds of lots were sold, for the benefit of the Bank
- Represented Bank, in two state court proceedings, and in two bankruptcy cases filed by a physician and his corporation, obtaining appointment of Receivers, then Trustees, in both cases, ultimately obtaining full recovery on loans Bank made to physician and his professional corporation

## Representation of Unsecured Creditors

- Represented 11 former senior executives (former Chief Executive Officers, Presidents, Chief Financial Officers) of H. F. Ahmanson & Company and Home Savings of America, on obligations due senior executives, in the Washington Mutual Bankruptcy Case, filed in Delaware, filing and litigating Claims, ultimately recovering full amount due each Claimant on their respective Claims
- Represented former equity and non-equity partners, of national Law Firm, in connection with the Firm's Chapter 7 bankruptcy case, defending allegations asserted by Trustee against partners, seeking to collect 3 years of compensation and future fees, defending and ultimately resolving complaints asserted by Trustee against partners

## Representation of Receivers in State Court

- Following the filing of a bankruptcy proceeding by principle of developer of housing projects throughout the state of California, represented consortium of Banks, in obtaining the appointment of Receiver in Imperial County, then worked with Receiver to complete construction of homes, then sale of homes, recovering obligation due Banks on construction financing loan. Chinatrust Bank (USA)
- Obtained the appointment of Receiver for a housing development in Menifee, California, then, working with Receiver, protected and restored properties, and completed construction of homes, permitting sale of homes, for the recovery of funds to Bank
- Represented Receiver and Superior Court Commissioner, in connection with class action lawsuit, resolving issues against lawyer who originated the class action, first in the Superior Court, and, then, when originating lawyer filed bankruptcy, in Bankruptcy Court, then—after two years of litigation—the distribution of assets from the class action to both the attorneys who represented class action members and their constituents.
- Sought and obtained the appointment of Receiver, then worked with Receiver on managing multi-location

health care facilities.

## Representation of Creditors Committees

- Represented Creditors Committee in international telecommunications failure of five substantively consolidated debtors, successfully working with Debtors' counsel and obtaining confirmation of Liquidating Plan Of Reorganization
- Represented Creditors Committee in nationwide case of television and audio-visual manufacturer, working with Debtors' counsel successfully confirming Chapter 11 Plan Of Reorganization

## Representation of Lessors

- Representation of bank in connection with bankruptcy of seven telecommunications companies, leasing space from Bank in largest telecommunications center in Downtown Los Angeles, filing and litigating Claims in bankruptcy proceedings in Los Angeles, New York and Delaware, obtaining payment of pre-petition and post-petition obligations, and negotiating new post-petition leases on behalf of Bank.
- Representation of Bank in connection with initial, then second bankruptcy of nationwide video company distributor, negotiating resolution of leases and effectuating recovery of leasehold space in locations in California.

## Representation of Creditors

- Representation of developer in multi-state litigation, in simultaneous bankruptcy proceedings, related to acquisition of real property for development of between 150 and 190 homes.

## Representation of Purchasers

- Represented buyer in Bankruptcy Court proceeding on purchase of assets of Mexican food manufacturer.
- Represented "Stocking Horse" bidder in Bankruptcy Court on acquisition of multi-million dollar building in the South Bay.

## Assignment for the Benefit of Creditors

- Represented Assignee for the benefit of creditors, defending assignee, in multiple lawsuits, where Assignee was accused of misrepresentations and malfeasance in carrying out the assignment for the benefit of creditors, dealing with sale of a restaurant chain. Working with insurance defense counsel, filed Complaint against all creditors, obtaining Judgments preventing further recovery by secured and unsecured creditors, and confirmed previous distribution of assets to creditors

## Appointment as Trustee

- Appointed as Trustee, for multi-million dollar trust, effectuating sale of multiple apartment buildings and additional real property, then effectuating distribution of assets to beneficiaries of the trust

## Representation of Estate Trustee

- Representation of financial institution operating as trustee for multi-million dollar estate, effectuating sale of deceased's substantial investments in stock, then sale of real property, working with trustee to distribute assets to beneficiaries of trust

## Military Service

- John served in the United States Air Force, holding the rank of Captain, Office of the Staff Judge Advocate,

USAF, 1976-1980

- Criminal Defense Counsel, Edwards Air Force Base, California, 1976-1977
- Assistant Staff Judge Advocate and Prosecution Counsel, Kunsan Air Force Base, Korea, 1977-1978;
- Norton Air Force Base, 1978-1980
- Specially Appointed Defense Counsel, Edwards Air Force Base, 1979
- Awarded Meritorious Service Medal, 1979
- John prepared and defended over 150 summary criminal proceedings and multiple jury trials as Base Defense Counsel. He drafted charges for over 100 summary criminal proceedings and prosecuted multiple jury trials as Prosecution Counsel. He interpreted treaties and acted as liaison between judicial officials for the United States Air Force and South Korea. John represented the United States Air Force before the South Coast Air Quality Management District.

## Recognition

- Recognized by *Best Lawyers in America* (2016-2020), the leading peer-review-based directory of legal practitioners, for Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law.
- Martindale-Hubbell® AV Rating
- *Super Lawyers: Corporate Counsel* - Most Recent Listing: 2010 (Bankruptcy & Creditor/Debtor Rights)
- *Super Lawyers: Business Edition* - Most Recent Listing: 2015 (Bankruptcy & Creditor/Debtor Rights)
- *Southern California Super Lawyers* - Most Recent Listing: 2015 (Bankruptcy & Creditor/Debtor Rights, Business Litigation)

## In the Media

- "Verity Collects Approval to Sell Remaining Hospitals," *The Deal*, April 18, 2019
- "Verity to Seek Sale of Hospitals in Chapter 11," *The Deal*, September 1, 2018
- "Judge clears Gardens Regional sale," *The Deal*, August 01, 2016

## Activities and Affiliations

### Community Involvement and Pro Bono

- Notre Dame Club of Los Angeles - Board of Directors (1984-2016), President (1988-1990), Secretary (1986-1988; 2000-2002), Co-Chairman: "The Game Is On" Biennial Luncheon (1988-2016)
- Boy Scouts Of America - Troop 507 Scoutmaster (2011-2016), Assistant Scoutmaster (2004-2010)
- Carolwood Pacific Historical Society Member (1999-2016)
- La Canada Baseball and Softball Association - Member, Board of Directors (2000-2008), President (2006-2008), Secretary (2002-2005)
- St. Francis High School Athletic Booster Club (2007-2010) - President (2008-2009)
- St. Bede Parish Council (2007-2010)
- *Airport Marina Counseling Service* - Member, Board of Directors (1983-2000), Vice-President (1990-1991)

# Areas of focus

## Practices

- Litigation and Dispute Resolution
- Commercial Litigation
- Creditor and Equity Committee Representation

## Education

- University of Notre Dame Law School, 1975, JD
- University of Notre Dame, 1972, BA, *magna cum laude*

## Admissions and qualifications

- California
- Supreme Court of the United States
- US Court of Appeals for the Ninth Circuit
- US Court of Appeals for the Seventh Circuit
- US District Court for the Central District of California
- US District Court for the Eastern District of California
- US District Court for the Northern District of California
- US District Court for the Southern District of California

# Erin N. Bass

## Senior Managing Associate



### Senior Managing Associate

#### Los Angeles

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#### Phoenix

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## Overview

Erin Bass is a Senior Managing Associate in Dentons' Litigation and Dispute Resolution practice with first-chair jury trial experience. She focuses her practice on labor and employment litigation and complex commercial litigation.

Erin has successfully defended employers against wage-hour class actions, and individual claims of discrimination, wrongful termination, and whistleblower retaliation.

Erin also counsels employers on risk management and litigation avoidance. She has developed and implemented training programs for management on best practices and compliance, and has designed policies and procedures to guide supervisors and HR professionals on lawfully and efficiently managing their workforce.

Erin also represents Fortune 500 corporations and government entities in complex disputes involving allegations of fraud, breach of fiduciary duty, extortion, antitrust, breach of contract, and insurance bad faith.

Erin's trial experience includes first-chairing a federal jury trial on behalf of a pro bono client, where she secured a unanimous verdict in her client's favor on his First Amendment and Due Process claims.

## Experience

### Employment Litigation and Counseling

- Defended various clients against discrimination, retaliation, and wrongful discharge claims under Title VII, California's Fair Employment and Housing Act, the Age Discrimination in Employment Act, the Family Medical Leave Act, the Americans with Disabilities Act, the Genetic Information Nondiscrimination Act, and Arizona's Employment Protection Act.
- Guided employers through restructures, relocations and mass layoffs, including their obligations under the Worker Adjustment and Retraining Notification (WARN) Act and states' mini-WARN laws.
- Achieved dismissal with prejudice of state wage-hour claims based on Labor Management Relations Act preemption argument.
- Advised employers on compliance with their obligations related to COVID-19, including paid leave

requirements under the Families First Coronavirus Response Act and safely returning employees to work.

- Represented employers seeking to protect trade secrets and proprietary information from departing employees or to enforce non-competition and non-solicitation clauses in employment contracts.
- Defended a company in a multi-state wage-and-hour class action in a New York federal court challenging the employer's tip credit and uniform allowance pay policies under the Fair Labor Standards Act and various state laws.
- Defended an employer against a wage-and-hour class action in a California federal court challenging the company's piece-rate pay system under the Fair Labor Standards Act and California law, and alleging a joint employer relationship.
- Represented clients in connection with US Department of Labor wage-and-hour audits.

## Labor

- Second-chair trial counsel in *Walmart Stores Inc.*, 368 NLRB No. 146 (Dec 16, 2019), where the NLRB ruled that the employer did not violate the NLRA by restricting union insignia to "small and non-distracting" size on the sales floors of 5,000+ nationwide stores.
- Trial counsel in *Walmart Stores, Inc.*, 368 NLRB No. 24 (July 25, 2019), where the NLRB held that the employer did not violate the NLRA because employees engaged in unprotected intermittent work stoppages.
- Represented an employer in a consolidated unfair labor practice trial, and appeal to the NLRB, challenging its discipline of employees who conducted a demonstration on a retail sales floor.
- Appeared for employers in dozens of other unfair labor practice proceedings, including challenges to decisions to close a facility and allegations of nationwide retaliation.
- Appeared for employers in NLRB representation hearings involving challenges to unions' petitioned-for unit of employees and objections to election proceedings under the expedited election rules.
- Advised employers on union-organizing campaigns in retail stores, distribution centers, food processing plants and among truck drivers.
- Represented employers in grievance arbitrations alleging discharge without just cause.

## Commercial Litigation

- Represented a tribe in federal court in a case alleging fraud, misrepresentation and breach of contract, and involving issues of preemption and inter-governmental immunity.
- Represented a hospital as plaintiff in a case against a medical provider alleging breach of contract and bad faith.
- Won a jury verdict for a defendant insurance company in a case alleging breach of contract and bad faith denial of coverage, where the plaintiffs sought more than \$1 million in damages.
- Won a partial summary judgment on bad faith claims for a defendant insurer.

## Recognition

- *Southwest Super Lawyers*, 2018-2020, "Rising Star" in employment and labor law

## In the Media

- Cited by *Corporate Counsel*, February 2018

- Quoted in an article on "Paid Sick Leave Under Prop. 206," *The Arizona Republic*, July 14, 2017
- Quoted in an article on "Arizona's New Sick-Leave Law," *The Arizona Republic*, June 29, 2017

## Insights

- Co-author, "Mid-Sized Business Loan Program Carries Significant Labor Law Implications," Dentons client alert, April 7, 2020
- Co-author, "COVID-19: Furloughs, layoffs, and hours reductions under the federal WARN Act (United States)," Dentons client alert, March 23, 2020
- Co-author, "Department of Labor issues final rule clarifying how to calculate the 'regular rate' for overtime pay," Dentons client alert, December 16, 2019
- Author, "Practical guidance for employers on confidentiality provisions that survive NLRB scrutiny," *ABA Journal of Labor & Employment Law*, Volume 34, Number 1, October 10, 2019
- Co-author, "Balancing privilege interests with employees' US labor rights in internal investigations," ACC Docket, September 19, 2019
- Co-author, "The Hidden Landmine in Arizona's Earned Paid Sick Time Law," *AZ Business Magazine*, June 15, 2017

## Activities and Affiliations

### Presentations

- Speaker, "Arizona's Paid Sick Time Law: Are You in Compliance?," Southwest Arizona Human Resources Association (SAHRA) and RevAZ Workshop, November 14, 2018
- Speaker, "How to Draft an Employee Handbook According to the NLRB," 12th Annual ABA Section of Labor and Employment Law Conference, November 9, 2018
- Speaker, "Arizona's Paid Sick Time Law. Are you in Compliance?," Arizona Commerce Authority, RevAZ 2018 Workshop Series, September 13, 2018
- Speaker, "15th Annual Labor Relations Conference," May 3, 2018
- Speaker, "I'm Still Hoping for the Raise...Denying a Wage Increase During Bargaining: A Look at Arc Bridges Inc. v. NLRB" ABA Committee on the Development of the Law Under the NLRA 2018 Midwinter Meeting, February 26, 2018

### Memberships

- Contributing Editor, *The Developing Labor Law*
- Pro Bono Committee Co-Chair, ABA Committee on the Development of the Law Under the NLRA
- Member, National Financial Institutions Employment Lawyers Committee
- Secretary, Arizona Law Review Alumni Association

### Prior and Present Employment

### Clerkships

- Hon. Chief Justice Rebecca White Berch, Arizona Supreme Court
- Extern, Hon. Susan R. Bolton, US District Court, District of Arizona

## Areas of focus

### Practices

- Commercial Litigation
- Employment and Labor
- Restrictive Covenant Disputes
- Restructuring, Redundancies and Reductions in Force
- Wage and Hour/Working Time/Overtime Litigation
- Native American Law and Policy (United States)

### Industry sectors

- Retail
- Construction
- Financial Institutions
- Manufacturing
- Freight and Logistics

## Education

- University of Arizona College of Law, 2012, JD, *summa cum laude*; Order of the Coif; Research Editor, *Arizona Law Review*
- Arizona State University, 2009, BA, (journalism), *cum laude*

## Admissions and qualifications

- Arizona
- California
- US Court of Appeals for the Fifth Circuit
- US Court of Appeals for the Ninth Circuit
- US District Court for the Central District of California
- US District Court for the District of Arizona

# EXHIBIT B-2

# Malka S. Zeefe

## Counsel



Counsel

Washington, DC

D +1 202 496 7074

malka.zeefe@dentons.com

## Overview

Malka is a member of Dentons' Restructuring, Insolvency and Bankruptcy practice. Malka's practice focuses on a broad range of large, complex domestic and international business reorganization and restructuring matters. These include the representation of creditors, debtors, committees, governmental and nongovernmental entities and other parties. Malka also has experience representing lenders and borrowers in complex international financing transactions.

In addition to her legal experience, in 2019, Malka co-founded Postpartum Pelvic Health Advocates, a patient advocacy organization championing postpartum pelvic health.

## Experience

### Bankruptcy and Restructuring

- **Verity Health System of California:** Representing parent not-for-profit company and sixteen affiliated entities, including six significant operating hospitals, in the second largest hospital bankruptcy case in American history.
- **Astria Health:** Representing Astria Health System in a recent filing of 13 related chapter 11 cases. Located in Yakima, Washington, the health system includes three operating acute care hospitals.
- **Liquidating trustee of Hovensa LLC:** Representing in Chapter 11 proceedings in the Virgin Islands. When in operation, Hovensa was the largest oil refinery and terminal facility in the Western Hemisphere.
- **Puerto Rico:** Represented the Fiscal Agency and Financial Advisory Authority and the Government Development Bank for the Commonwealth of Puerto Rico regarding its restructuring and revitalization efforts prior to commencement of proceedings under the Puerto Rico Oversight, Management, and Economic Stability Act (PROMESA).
- **Doctors Community Hospital Corporation liquidating trustee:** Represented in the Greater Southeast Community Healthcare Corporation bankruptcy cases, one of the largest restructuring matters ever filed in the District of Columbia, involving five failed hospitals and a management company.

- **Natural Products Group, LLC:** Represented the parent and certain of its subsidiaries, including Arbonne International, LLC, and Levlad, LLC, in a Chapter 11 case in Delaware.
- **Global Power Equipment Group and its domestic subsidiaries:** Represented these leading providers of power generation equipment and specialty maintenance services in a Chapter 11 case in Delaware.
- **Ad hoc committee of Arahova Noteholders:** Represented in one of the largest and most contentious US Chapter 11 cases, that of Adelphia Communications Corporation, administered in the Southern District of New York.
- **Ad hoc group of senior secured noteholders of Solutia, Inc.:** Represented in the contentious Chapter 11 bankruptcy cases for this leading global manufacturer of performance materials and specialty chemicals.
- **Mirant:** Represented one of the world's largest producers, generators and marketers of electricity, along with its affiliates, in one of the largest energy bankruptcy cases filed in the United States.

## Bank Finance

- **Bank syndicate:** Represented a syndicate of 27 national and international banks, led by Deutsche Bank Luxembourg SA as facility agent, on a €1.5 billion refinancing for Evonik Industries AG.
- **Bank consortium:** Represented this consortium, with Deutsche Bank Luxembourg S. A. as facility agent, in connection with the provision of a €500 million revolving credit facility, secured by a comprehensive security package involving various jurisdictions, and a €304 million high-yield bond to Heidelberger Druckmaschinen AG.
- **Bank consortium:** Represented this consortium, with Unicredit Bank AG's London branch as agent, in connection with the refinancing of a portion of Xella International S.A.'s outstanding indebtedness.
- **Bank consortium:** Represented a group of five banks, led by HSH Nordbank AG as facility agent, in Deutsche Beteiligungs AG's acquisition of Spheros Group from financial investors Baird Capital Partners and Capcellence.
- **Deutsche Bank AG:** Represented the bank's New York branch in connection with a US\$2.1 billion senior secured credit facility (comprising a US\$1.8 billion term facility and a US\$300 million revolver facility) for Colfax Corporation. This was one of the first syndicated leverage financings done in compliance with the recently revised UK Takeover Code.

## Insights

- Author of multiple news reports for *The Capitol Forum*
- Co-author, "IRC Section 382 and Restrictive Claims Trading Orders in Bankruptcy," *The Tax Section of The Florida Bar*, Vol. XXVI, No. 6, August 2009 (with David H. Dreier)
- Contributing author, "Winning Over the Client-Partner: Outgrowing the Nervous Newbie," *American Bankruptcy Institute Journal*, March 2009
- Co-author, "Healthcare Cases – Get Thee to a Specialist, Stat," *The Bankruptcy Strategist*, November and December 2008

## Activities and Affiliations

### Prior and Present Employment

Malka began and spent the bulk of her career as an associate in the Financial Restructuring & Insolvency and Bank Finance departments of global law firm White & Case LLP, in its Miami, Washington, and Munich offices. Malka's

practice there focused on representing debtors in possession, creditors' committees, equity security holders, trustees and institutional lenders acting in various capacities in Chapter 11 bankruptcy proceedings, as well as in foreign and non-bankruptcy restructurings; as well as banks, investors and companies concerning German domestic and cross-border finance transactions, including secured and unsecured leveraged buy-outs with senior, mezzanine and bank/bond high yield structures, as well as restructuring of existing financing.

Immediately prior to joining Dentons, Malka served as Vice President, Compliance at The Capitol Forum, a news publication where she was originally brought on as Senior Correspondent to help build a bankruptcy product. Before that, while living in Germany, Malka served as the sole US-qualified corporate legal counsel to Treofan Germany GmbH & Co. KG, an international BOPP (biaxially oriented polypropylene film) manufacturing company.

Malka began her career in financial restructuring and reorganization as a paralegal at Gibson, Dunn & Crutcher LLP. She then taught legal research and writing while in law school, and spent her first summer working at an Italian boutique firm in Rome. In addition to her US legal credentials, she is qualified as a solicitor (non-practicing) in England and Wales.

## Areas of focus

### Practices

- Banking and Finance
- Corporate
- Litigation and Dispute Resolution
- Restructuring, Insolvency and Bankruptcy
- Securities and Corporate Finance

### Industry sectors

- Energy
- Financial Institutions
- Government
- Infrastructure and PPP
- Life Sciences and Health Care
- Manufacturing
- Luxury, Fashion and Beauty

## Education

- Georgetown University Law Center, 2005, JD
- Harvard College, 2000, AB, Literature, *cum laude*

## Admissions and qualifications

- District of Columbia
- Florida

- Solicitor, England and Wales, non-practicing
- United States Supreme Court
- US District Court for the District of Columbia

# David F. Cook

## Associate



Associate

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## Overview

David is a member in our Restructuring, Insolvency and Bankruptcy group. He regularly represents debtors, official committees, ad hoc groups, secured and unsecured creditors, lenders, distressed-asset buyers, court-appointed trustees and other stakeholders in an array of insolvency and restructuring matters. He also has extensive experience litigating in bankruptcy court, including prosecuting, defending and mediating avoidance actions under Chapter 5 of the Bankruptcy Code.

## Insights

- Author, "Straddling the Line": Delaware Bankruptcy Court Rules That Not All Tax Liabilities Incurred During a Debtor's Petition Year are Eligible for Administrative Expense Priority," *The Delaware Bankruptcy Insider*, October 24, 2019
- Author, "Insider's Scoop: Judge Silverstein Imposes Heightened Standard Regarding Appointment of Future Claims Representative," *The Delaware Bankruptcy Insider*, June 27, 2019
- Author, "Delaware Bankruptcy Court Rejects Per Se Premise that a Discretionary Bonus Payment Can Never Be on Account of Value," *The Delaware Bankruptcy Insider*, May 30, 2019
- Author, "On a Mission: Supreme Court Clarifies Effect of Rejection of Executory Contract," *The Delaware Bankruptcy Insider*, May 23, 2019
- Author, "Delaware District Court Agrees That Plans Need Not Reflect Bargained For Priority Provisions in Subordination Agreements," *The Delaware Bankruptcy Insider*, October 25, 2018
- Author, "Judge Silverstein Tosses Bad Faith Filing in Rent-A-Wreck of America But Doesn't Award Sanctions —Finds That a Filing to Employ the Powers of the Code is Alone Insufficient to Support Good Faith," *The Delaware Bankruptcy Insider*, June 1, 2018

## Activities and Affiliations

## Memberships

- Delaware State Bar Association
- American Bar Association
- Delaware Bankruptcy American Inn of Court
- Turnaround Management Association

## Prior and Present Employment

Prior to joining Dentons, David was an attorney in the Bankruptcy and Insolvency practice group at Ashby & Geddes, P.A., in Wilmington, DE. Before that, he worked as a law clerk for the Hon. Mary M. Johnston of the Superior Court of the State of Delaware, Complex Commercial Litigation Division.

## Areas of focus

### Practices

- Restructuring, Insolvency and Bankruptcy

## Education

- Washington and Lee University School of Law, 2016, JD
- Guilford College, 2013, BA, with honors

## Admissions and qualifications

- Delaware
- Practice supervised by DC Bar members pursuant to DC Bar Rule 49(c)(8)

## Languages

- English

# Casey Doherty

## Senior Managing Associate



Senior Managing Associate

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## Overview

Casey is a senior managing associate in the Houston office and has a dual practice in Litigation and Dispute Resolution and Restructuring, Insolvency and Bankruptcy. Casey has represented clients across a broad range of industries and legal disputes.

Casey has served as first-chair trial counsel for a restaurant leaseholder in a dispute with its landlord over the rental price and property rights. In a major Chapter 11 bankruptcy, Casey served as first-chair for an oil prospector in bankruptcy over a dispute between a developer client and the debtor and a secured lender over lease rights under a joint operating agreement. Casey also served as counsel for a warehouseman storing oil and gas equipment in another major oil and gas bankruptcy and obtained a favorable workout with the debtor and other interested parties.

Other trial experience includes defending a mining company in a US\$100 million Texas Uniform Fraudulent Transfer Act (TUFTA) case; defending a home builder in a one-week jury trial in a high-end home construction dispute (the plaintiff got nothing); representing the purchaser of wind turbines at auction, as plaintiff, in a jury trial arising from a dispute with the auction house (obtained the full amount of actual damages sought); defending a Canadian real estate business in a Texas court (dismissed for lack of jurisdiction (upheld on appeal which Casey also drafted)); representing a landlord-hospital as plaintiff in a jury trial against a tenant-clinic (obtained verdict of eviction); and defending a party to a distributorship agreement in a jury trial involving allegations of Deceptive Trade Practices Act (DTPA) violations and breach of contract.

In addition, Casey represented a pipeline company in an interstate gas pipeline suit involving the issue of federal preemption and the limits of removal jurisdiction, and various state law defenses; went to bat for a group of executives over an attempt by their former employer to prevent them from starting a competing business; represented a drilling entity in two related lawsuits alleging breach of contract and patent infringement against a major energy company; and defended a media entity against claims that moneys it received for the airing of commercials were recoverable as a fraudulent transfer.

After earning his JD from NYU School of Law, Casey served as a law clerk in the US Bankruptcy Court in the Northern District of Texas, where he researched and wrote a number of opinions on avoidance actions filed against early-stage investors in a Ponzi scheme, and an opinion addressing a constitutional challenge to the authority of Article I courts, including bankruptcy courts, in light of a recent Supreme Court decision that placed limits on

bankruptcy courts' authority on separation-of-powers grounds.

## Insights

- "Energy Restructuring and Reorganization," *The Texas Journal of Oil, Gas, and Energy Law*, December 2014
- Co-author, "Selected Issues Regarding Overriding Royalty Interests, Net Profits Interests and Production Payments in Oil and Gas Bankruptcies," State Bar of Texas Benefit/Bar Conference, June 2013

## Activities and Affiliations

### Community Involvement and Pro Bono

- United Way Young Leaders

## Areas of focus

### Practices

- Commercial Litigation
- Litigation and Dispute Resolution
- Restructuring, Insolvency and Bankruptcy
- Appellate Advocacy
- Real Estate
- Employment and Labor

### Industry sectors

- Oil and Gas
- Commercial Banks
- Mining

## Education

- New York University, School of Law, 2011, JD
- Boston College, 2008, BA, *cum laude*

## Admissions and qualifications

- Texas

## Languages

- English

# Jasmine M. Fisher

## Managing Associate



Managing Associate

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## Overview

Jasmine M. Fisher is a managing associate in Dentons' Washington DC office and a member of its global Life Sciences and Health Care group. She advises clients on health care regulatory and FDA matters relating to medical devices, technologies, and pharmaceuticals; health care privacy issues; and government audits and investigations. Her clients include health care industry manufacturers, distributors, and providers, digital health start-ups and mobile application developers, nonprofit organizations, businesses in emerging technologies, and international companies entering US markets.

## Recognition

### Honors and Awards

- *Best Lawyers in America: Ones to Watch*, Health Care Law, 2021

## Insights

- Co-author, "Medicare Coverage of Innovative Technology: CMS Proposes Rapid Approval Pathway for FDA Breakthrough Devices," Dentons client alert, September 3, 2020
- Co-author, "FDA issues digital health policy guidance for multiple function device products," Dentons client alert, August 3, 2020
- Co-author, "Eased Controlled Substance Restrictions Due to COVID-19: Implications for Providers," *Journal of Health Care Compliance*, July/August 2020
- Co-author, "ONC releases final rule to advance interoperability and enhance ease of access to, and use and exchange of, electronic health information," Dentons client alert, March 16, 2020
- Author, "Health Care Data Privacy Trends: Risks and Costs of Third-Party Data Collection and Cyberattacks," *Journal of Health Care Compliance*, March/April 2019

- “Treasury Department issues new CFIUS regulations launching FIRRMA pilot program, requiring declarations for certain transactions,” Dentons client alert, October 15, 2018
- “CFIUS gets expanded powers over foreign inbound investments, with procedural changes on the horizon,” Dentons client alert, August 23, 2018

## Activities and Affiliations

- Chair, Life Sciences Division, ABA Science and Technology Law Section (2020-2021); Vice Chair, Life Sciences Division, ABA Science and Technology Law Section (2019-2020)
- Co-Chair, Committee on Biotechnology, Healthcare Technology and Medical Devices, ABA Science and Technology Law Section (2019-2021)

## Areas of focus

### Practices

- Corporate Governance
- Compliance
- Compliance and Risk Management
- Public Policy and Regulation
- Privacy and Cybersecurity

### Industry sectors

- Health Care
- Government Agencies
- Life Sciences and Health Care
- Technology
- Biotechnology Companies
- Fraud and Abuse Counseling, Investigations and Defense
- Life Sciences
- Manufacturers and Distributors
- Medical Device Companies
- Pharmaceutical Companies
- Information Technology and Telemedicine Companies
- Regulatory Counseling

## Education

- Boston University School of Law, 2014, JD, Editor, *Boston University Law Review*

- University of California at Santa Barbara, 2010, BA, cum laude

## Admissions and qualifications

- District of Columbia
- Hawai'i
- Maryland
- US Court of Appeals for the Ninth Circuit

# Sarah Schrag

## Managing Associate



Managing Associate

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## Overview

Sarah Schrag is an associate in the Atlanta office and a member of Dentons' Restructuring, Insolvency and Bankruptcy practice. Sarah focuses her practice on bankruptcy and commercial litigation. She has experience representing various parties-in-interest in Chapter 7 liquidations (voluntary and involuntary), Chapter 9 debt adjustments, Chapter 11 reorganizations, and Chapter 13 wage-earner's plans. Sarah also has experience in domesticating foreign judgments, negotiating discovery disputes, implementing preliminary injunctions, initiating garnishment suits, navigating post-judgment collection actions, and executing nonjudicial foreclosure proceedings.

Prior to joining Dentons, Sarah served as a legal intern for the United States Senate, focusing on Committee on the Judiciary matters. She also served as a legal intern to the Honorable United States Magistrate Judge Lawrence R. Leonard on the Rocket Docket, the United States District Court for the Eastern District of Virginia.

## Experience

**Astria Health** (Chapter 11 - Washington): Representing Astria Health System in a recent filing of 13 related chapter 11 cases. Located in Yakima, Washington, the health system includes three operating acute care hospitals.

## Insights

- Co-Author, "Value, Not Face Amount, of Liens Controls in a Battle of Credit Bids," *American Bankruptcy Institute Journal*, July 2017
- Co-Author, "Supreme Court Closes 'Backdoor' Circumvention of Bankruptcy Priority Scheme," *Journal of Corporate Renewal*, July/August 2017

## Activities and Affiliations

- International Women's Insolvency and Restructuring Confederation, Programming Chair
- American Bankruptcy Institute, Member

- Turnaround Management Association, Member (NextGen, Member)
- State Bar of Georgia, Member
- Atlanta Bar Association, Member (Bankruptcy Section, Member)

## Community Involvement and Pro Bono

- Ethiopian Political Asylum Application, Pro Bono Volunteer, 20+ hours
- Atlanta Volunteer Lawyers Association, Pro Bono Volunteer, 200+ hours
- University of Virginia School of Law Pro Bono Challenge, 100+ hours
- Habitat for Humanity, Volunteer
- Street Law, Past President for University of Virginia School of Law
- Legal Aid Society of the District of Columbia, Legal Intern
- Bossier City Youth Soccer, Girls Soccer Coach
- Toys for Tots, Volunteer
- American Cancer Society Relay for Life, Volunteer
- Samaritan's Purse Operation Christmas Child, Volunteer
- Mission of Mercy, Volunteer to Honduras, Child Sponsor
- Omega Phi Alpha National Service Sorority, Member and Past Service Committee Co-chair

## Presentations

- Sarah presented her research and analysis on the Georgia Religious Freedom Restoration Act to The Anti-Defamation League during the 2015 Charles Wittenstein Summer Associate Research Program.

# Areas of focus

## Practices

- Commercial Litigation
- Insolvency Litigation and Enforcement
- Litigation and Dispute Resolution
- Restructuring, Insolvency and Bankruptcy
- Appellate Advocacy
- Distressed Assets
- Real Estate Litigation and Dispute Resolution

## Industry sectors

- Distressed Health Care
- Life Sciences and Health Care

# Education

- University of Virginia School of Law, 2016, JD
- Oklahoma State University, 2009, BS, Nutritional Sciences, *summa cum laude*

# Admissions and qualifications

- Georgia
- US Bankruptcy Court for the Northern District of Georgia
- US District Court for the Northern District of Georgia

# Gary L. Goldberg

## Senior Policy Director



Senior Policy Director

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## Overview

Gary L. Goldberg is a Senior Policy Director in Dentons' Public Policy and Regulation practice. He specializes in federal legislative, regulatory and public policy advocacy, and in providing political intelligence to corporate, trade association, nonprofit and governmental clients, with a particular emphasis on financial services, tax and budget-related matters.

Gary focuses on all aspects of the agenda of the House Financial Services Committee, the Senate Banking Committee, the House Ways and Means Committee and the Senate Finance Committee. He also has extensive experience with issues related to the Judiciary Committee, health care, appropriations, transportation, housing, commerce, agriculture, consumer protection, the census and a wide range of additional domestic and foreign policy questions. He provides hedge funds, private equity funds and many other interested parties with real-time advice on the status of, and prospects for, various legislative initiatives before the US Congress, and the impact of those initiatives on the climate for investment.

Gary received his JD from the University of Michigan Law School. He holds a Bachelor of Arts from Oberlin College, where he was a senior scholar and a member of Phi Beta Kappa.

## Insights

- Co-author, "New Law Gives PPP Borrowers More Flexibility," Dentons client alert, June 5, 2020
- Co-author, "Recent Moves to Roll Out Main Street Loan Programs," Dentons client alert, May 29, 2020
- Co-author, "SBA Publishes PPP Loan Forgiveness Application," Dentons client alert, May 19, 2020
- Co-author, "SBA Clarifies Safe Harbor for PPP Loans," Dentons client alert, May 13, 2020
- Co-author, "Federal Reserve Expands Forthcoming Main Street Programs," Dentons client alert, May 1, 2020
- Co-author, "President signs additional \$310 billion PPP funding bill into law," Dentons client alert, April 24, 2020
- Co-author, "Small business federal stimulus funding," Dentons client alert, April 20, 2020

- Co-author, "U.S. Driving More Funding Support to Businesses," Dentons client alert, April 9, 2020
- Co-author, "U.S. Treasury Dept Publishes Paycheck Protection Program (PPP) Application Form and Related Guidance," Dentons client alert, March 31, 2020
- Co-author, "CARES Act Signed: US\$350 Billion for Small Business to Flow," Dentons client alert, March 27, 2020
- "Updates from Washington, D.C. on the Federal Stimulus Package," Dentons US LLP, March 26, 2020
- Co-author, "UPDATE: Senate Approves US\$350 billion for Small Business Grants," Dentons client alert, March 26, 2020
- Co-author, "Small Business Loan/Grant Support working its way through Congress," Dentons client alert, March 23, 2020
- Co-author, "US Federal Coronavirus Update Administration Blueprint for Third Economic Relief Package," Dentons client alert, March 19, 2020
- Co-author, "House and Senate pass Families First Coronavirus Response Act with broad bipartisan support," Dentons client alert, March 18, 2020
- Co-author, "Senate Banking Committee holds hearing on Trump administration's housing finance reform plans," Dentons client alert, September 11, 2019
- Co-author, "2019 Financial Services Policy Outlook," January 17, 2019
- Co-author, "Supreme Court confirms broad flexibility for Executive Branch regulatory agencies in making and changing policy," Dentons client alert, March 9, 2015
- Co-author, "House Republicans propose three year TRIA reauthorization and reduced federal role," Dentons client alert, May 5, 2014
- Co-author, "Senators make opening bid, introduce TRIA bill," Dentons client alert, April 10, 2014
- Co-author, "Another limit falls: Supreme Court strikes down aggregate limit on political contributions," Dentons client alert, April 2, 2014

## Activities and Affiliations

### Prior and Present Employment

Prior to joining Dentons, Gary spent 10 years serving Democratic members in the House of Representatives, and he has extensive relationships with members of the House Democratic Caucus. During his tenure in the House, Gary staffed members of the Financial Services Committee, the Judiciary Committee and the Appropriations Committee.

Gary served as legislative director and counsel to US Rep. Brad Sherman (D-CA), in which capacity he handled all of the congressman's work on the Financial Services Committee, including banking, capital markets, housing, insurance, bankruptcy and consumer protection issues. He previously served as legislative director and counsel to US Rep. Maxine Waters (D-CA), handling the congresswoman's work on the Financial Services Committee and the Judiciary Committee.

Gary began his career on Capitol Hill with US Rep Carrie Meek (D-FL), serving as the congresswoman's legislative director and managing Appropriations Committee issues with a particular emphasis on Treasury Department issues.

Prior to his career on Capitol Hill, Gary was a partner in a large Pittsburgh law firm with a corporate and commercial litigation practice and a health care practice. He also served as a senior trial attorney with the Office of Thrift Supervision in the Department of Treasury.

# Areas of focus

## Practices

- Financial Institutions Regulatory
- Advocacy and Government Affairs
- Banking and Finance
- Capital Markets
- Health Care Regulation
- Public Policy and Regulation
- Tax
- Transportation
- Banking Regulation

## Industry sectors

- Government
- Insurance
- Insurance Regulation
- Life Sciences and Health Care

# Education

- University of Michigan Law School, 1976, JD
- Oberlin College, 1973, BA

# Gabrielle Gollomp

## Associate



Associate

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## Overview

Gabrielle Gollomp is an associate in Dentons' Corporate practice and represents public and private companies in a variety of industries in transactions involving mergers, acquisitions, financings and general corporate matters.

Prior to joining Dentons, Gabrielle served as a legal extern for The Coca-Cola Company and a law clerk for Oxford Industries, Inc. While in law school, Gabrielle was Managing Editor of *Emory Law Journal*.

## Insights

- Trinity Lutheran Church v. Comer: Playing "in the Joints" and on the Playground, 68 EMORY L.J. 1147 (2019)

## Activities and Affiliations

- Big Brothers Big Sisters of Metro Atlanta

## Areas of focus

### Practices

- Corporate
- Corporate Governance
- Securities and Corporate Finance

### Industry sectors

- Insurance

- Manufacturing
- Private Equity

## Education

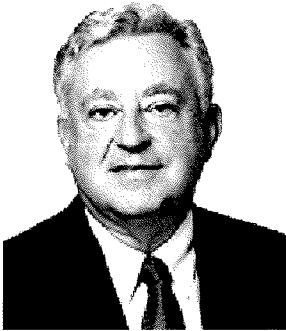
- Emory University School of Law, 2019, JD, *with Honors*, Order of the Coif
- University of Texas at Austin, 2015, BS

## Admissions and qualifications

- Georgia

# John J. Hay

## Partner



Partner

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## Overview

John Hay is a partner in Dentons' New York Office and a member of the International Dispute Resolution group. John has more than 35 years' experience representing domestic and international clients in complex commercial and investment treaty disputes. His practice involves matters in federal and state courts throughout the United States and before arbitration tribunals throughout the world, including the International Centre for Settlement of Investment Disputes (ICSID), the London Court of International Arbitration (LCIA), the International Centre for Dispute Resolution (ICDR) of the American Arbitration Association (AAA), and the International Chamber of Commerce (ICC).

John has arbitrated disputes in a wide variety of areas, including construction, energy, joint ventures, financial services, real estate, and investments in foreign countries. He has represented clients in disputes involving parties from the US, Mexico, Canada, Venezuela, Brazil, England, France, Russia, Lebanon, the UAE, Azerbaijan, Afghanistan, Hong Kong, China, Korea, Egypt, Albania, Switzerland and Panama. He has also served as a party-appointed arbitrator.

In addition, John has extensive experience representing clients in mediations. For more than 10 years, he served as a member of the Panel of Mediators of the US District Court for the Southern District of New York.

## Experience

- Obtained a US\$34 million award in favor of a foreign client in an AAA arbitration of a claim alleging breach of a joint venture agreement under Venezuelan law.
- In two separate cases, represented US clients in LCIA arbitrations against foreign banks to recover clients' investments related to projects in Russia, obtaining awards for the full amounts sought and successfully enforcing the awards in proceedings in the US and abroad.
- Represented two Canadian companies in an ICSID arbitration against the US government based upon violations of the investment chapter of the North American Free Trade Agreement (NAFTA).
- Represents a number of US investors against Egypt under the US-Egypt Bilateral Investment Treaty regarding the government's expropriation of their investments in array of industries, including cotton,

including cotton, food processing, investment banking and real estate.

- Represents a Canadian gold mining company in an ICSID arbitration against the Government of Colombia.
- Represented foreign clients in related ICC arbitrations involving disputes concerning funding for two industrial projects in the UAE, obtaining two arbitral awards totaling over US\$62 million.
- Successfully represented a general contractor in a lawsuit in New York seeking more than US\$30 million in damages for extra work and delay costs associated with a contract to construct a 35-mile pipeline in the Long Island Sound, and defended against counterclaims by the owner and claims by numerous subcontractors in excess of US\$40 million.
- Representing an international aviation company in two arbitrations, one before the LCIA and the other before the ICC, against foreign airlines concerning claims of breaches of leasing and maintenance agreements. In one case, obtained a US\$24 million award in client's favor, and in the other, obtained an award in client's favor in excess of US\$14 million.
- Represented a UAE company in an LCIA arbitration against a joint venture partner in a dispute over control of a project to construct operate a steel plant in the UAE, resulting in the partner's removal from the joint venture.
- Represented a foreign investment group against claims brought in an ICC arbitration involving the control and management of an Argentine company.
- Represented a Chinese company in arbitration before ICDR against US company concerning claims in excess of US\$50 million arising from breaches of contract.
- Acted as a party-appointed arbitrator for a major financial institution in a matter involving claims related to the construction/build-out of retail space in a commercial office building.
- Represented minority shareholders of a Delaware limited liability company in an arbitration against the LLC and majority shareholders claiming breach of contract and breach of fiduciary duties. Obtained a settlement in which the claimants received substantially all of the relief sought.
- Represented a foreign client in litigation against the shareholders of a California company involving claims of breach of representations and fraud arising from the client's acquisition of the shares of the company.
- Represented the interest of two Afghan families in Delaware Chancery Court in a dispute concerning the ownership of certain of certain Delaware companies that provided goods and services in Afghanistan, achieving a favorable settlement on the eve of trial.
- Represented a Hong Kong company as defendant in a breach-of-contract case in US federal court in which the plaintiff sought more than US\$50 million.
- Represented an Albanian oil refinery in a consolidated ICC arbitration concerning the disappearance of oil valued at more than US\$26 million, and enforcement of loans totaling over US\$40 million.

## Recognition

### Honors and Awards

- Recognized by *The Legal 500 US* as a "Recommended Lawyer" in International Arbitration, 2019
- Named "Acritas Star – independently rated lawyer" in 2019 and was praised by clients as "a practical litigator, very confident, and a very good risk manager."

## Activities and Affiliations

## Memberships

- International Bar Association
- The Law Society, London, England
- US Supreme Court Bar Association
- American Bar Association
- Federal Bar Council
- New York City Bar Association, International Commercial Disputes Committee

## Areas of focus

### Practices

- International Commercial Arbitration
- Investment Treaty Arbitration
- Litigation and Dispute Resolution
- Alternative Dispute Resolution (ADR)
- Commercial Litigation
- Construction and Engineering Disputes
- Energy Litigation
- Appellate Advocacy
- Fraud, Corruption and Asset Recovery

### Industry sectors

- Construction
- Energy
- Financial Institutions
- Infrastructure and PPP
- Luxury, Fashion and Beauty
- Retail

## Education

- George Washington University, JD, with Honors, *George Washington Law Review*, Member
- State University of New York at Buffalo, BA, honors (*magna cum laude*, Phi Beta Kappa)

## Admissions and qualifications

- Connecticut
- New York
- US Court of Appeals for the District of Columbia Circuit
- US Court of Appeals for the Second Circuit
- US Court of Appeals for the Seventh Circuit
- US District Court for the District of Colorado
- US District Court for the District of Connecticut
- US District Court for the Eastern District of New York
- US District Court for the Southern District of New York
- US District Court for the Western District of Michigan
- US Supreme Court

## Languages

- English

# Christopher G. Janney

## Partner



Partner

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## Overview

Christopher Janney is a partner in the Health Care practice and the Life Sciences practice, resident in the Washington, DC, office. A former practice chair, Christopher has more than 25 years of experience representing hospitals, health systems, academic medical centers, pharmaceutical, vaccine and device manufacturers, durable medical equipment suppliers, group purchasing organizations, accountable care organizations, payers and information technology companies in connection with:

- Structuring complex business and clinical arrangements—including mergers, acquisitions and agreements pertaining to services, products, marketing, recruiting and other areas—to ensure compliance with federal and state laws
- Advising on anti-kickback, physician self-referral, civil monetary penalty and similar laws
- Developing and implementing health care fraud and abuse programs and corporate compliance programs
- Managing internal investigations and audits relating to potential violations of civil and criminal health care fraud and abuse laws
- Representing providers in connection with investigations and audits undertaken by federal and state regulatory and enforcement agencies, including the US Department of Justice (DOJ), the US Department of Health and Human Services Office of Inspector General (HHS-OIG), the Centers for Medicare and Medicaid Services (CMS) and CMS contractors

## Recognition

- *Chambers USA: America's Leading Lawyers for Business*, Healthcare, 2014-2017
- Recognized by *Best Lawyers in America*® for Health Care since 2013
- Expert Guides to the Leading Lawyers (US Healthcare Category), 2014
- "Washington, DC, Super Lawyer - Health Care," *Super Lawyers*, 2014-2017

- "Outstanding Healthcare Fraud and Abuse Compliance Lawyers," *Nightingale's Healthcare News*, 2010

## Insights

- Co-author, "ONC releases final rule to advance interoperability and enhance ease of access to, and use and exchange of, electronic health information," *Dentons client alert*, March 16, 2020
- Co-author, "In Wake of Coronavirus, Congress eases restrictions on Medicare telehealth coverage," *Dentons client alert*, March 10, 2020
- Co-author, "CMS issues guidance on obligations and flexibility under Medicare Advantage and Part D programs arising from COVID-19 pandemic," *Dentons client alert*, March 13, 2020
- Co-author, "CMS proposes penalties for MSP reporting violations," *Dentons client alert*, February 18, 2020
- "HHS proposes moving up 340B Drug Pricing Rule effective date to January 1, 2019," *Dentons client alert*, November 5, 2018
- Co-Author, "Dear CMS: We'd Like Our Rabbit Back: The Case For Reinstating the Stark Law's Physician Payments Exception" *AHLA Connections*, Vol. 22, Issue 2, March 2018
- Co-author, "CMS Publishes RADV Medical Reviewer Guidance," *Dentons client alert*, October 18, 2017
- Co-author, "Federal district court interprets Stark Law's 'writing' requirement," *Dentons client alert*, March 21, 2017
- Co-author, "HRSA's Proposed 340B Program Guidance: What Providers Need to Know," *Bloomberg BNA's Health Law Reporter*, September 17, 2015
- Co-author, "Navigating CMS' Tangled Web Of Stark Law Interpretation," *Law360*, July 22, 2015
- "The Stark Law: A Call For More Accuracy and Less Zealous Advocacy," *Journal of Health Care Compliance*, December 2012
- "The CMS Proposed Overpayment Rule: Has The Pendulum Swung Too Far?," *Bloomberg BNA Medicare Report*, March 2012
- "The Stark Law: A User's Guide to Achieving Compliance," *HCPPro* (2d Ed), 2009
- "CMS Proposes Significant Changes to Stark and Related Regulations," *BNA Health Care Fraud Report*, Vol. 11, No. 16, August 1, 2007
- "IRS Addresses Relationship Between Tax-Exempt Status and (1) Private Benefit and (2) Excess Benefit Transactions Resulting In Intermediate Sanctions," *Health Lawyers News*, American Health Lawyers Association, December 2005
- Co-author, *The Stark Law: A User's Guide to Achieving Compliance*, *HCPPro*, September 2005
- "Stark II, Phase II - Highlights and Preliminary Analysis," *BNA Health Law Reporter*, Vol. 13, No. 14, April 1, 2004
- "OIG Issues Proposed Clarifications to 'Excessive Charge' Exclusion Rule," *Journal of Health Care Compliance*, November - December 2003
- "The Federal Physician Self-Referral ('Stark') Law: Summary of January 4, 2001 (Phase I) Final Regulations," *Dentons client alert*, February 10, 2003
- "Healthcare Program Compliance Guide," *Bloomberg BNA*, June 18, 2001
- "HHS IG Final Compliance Program Guidance for Medicare+Choice Organizations," *BNA Health Care Fraud Report*, Vol. 3, No. 22, November 17, 1999

- "What to Watch for in HHS IG's Compliance Guidelines for M+C Organizations," *BNA Health Care Fraud Report*, Vol. 3, No. 12, June 16, 1999
- "The Crime of the Nineties," *Trustee Magazine*, Vol. 51, No. 4, April 1998
- "Ruling Exposes Board Members to Personal Liability," *The Miami Herald*, March 20, 1998
- "Directors Held Liable for Health Care Fraud," *Washington Business Journal*, March 13, 1998
- *Health Care Fraud: A Provider's Guide for Achieving Legal Compliance*, Washington Legal Foundation, 1997

## Activities and Affiliations

### Presentations

- Co-presenter, "Addressing ACO Legal Issues," Second National Accountable Care Organization Summit, Washington DC, June 27, 2011
- "ACO Legal Issues: Fraud and Abuse," Brookings-Dartmouth ACO Learning Network webinar, March 16, 2011
- "A Practical Look at the New Health Care Reform Act – New Fraud and Abuse Provisions," The District of Columbia Bar Continuing Legal Education Program, June 16, 2010
- Co-presenter, "Health Care Reform: New Fraud and Abuse Provisions," Compliance 360 webinar, June 14, 2010
- Co-panelist, "ACO Governance and Legal Issues," The National Accountable Care Organization Summit, June 8, 2010
- "Preparing for July 26: Impact of New Stark II Phase II Requirements on Existing Physician Recruiting Arrangements," American Health Lawyers Association National Teleconference, July 14, 2004
- "The New Stark Regulations: What Do They Mean for Academic Medical Center?," University HealthSystem Consortium Teleconference, May 7, 2004
- "Current Federal Fraud and Abuse Enforcement Trends in Managed Care," BCBSA Compliance and Ethics Conference, March 15, 2002
- "Stark II: Sanctions and Enforcement," Fourth Annual Advanced ALI-ABA Course of Study - Health Care and Litigation, October 19, 2001
- "Health Care Fraud and Abuse Compliance Update," ACRO Annual Meeting, May 5, 2001
- "Identifying Compliance Issues Raised by E-Health Transactions and Strategies," Institute for International Research, October 24, 2000
- "Establishing an Effective Medicare Managed Care Fraud and Abuse Compliance Program," Institute for International Research, September 23, 1999

### Memberships

- American Health Lawyers Association
- American Bar Association: Health Law Section
- Health Care Compliance Association

### Prior and Present Employment

Prior to law school, Christopher worked for two years (1986–1988) as an analyst with the DOJ's National Drug Policy Board.

## Areas of focus

### Industry sectors

- Fraud and Abuse Counseling, Investigations and Defense
- Life Sciences and Health Care
- Regulatory Counseling

## Education

- Harvard Law School, 1991, JD, *cum laude*
- University of Maryland, 1986, BA, *summa cum laude*, Phi Beta Kappa

## Admissions and qualifications

- District of Columbia
- Maryland
- US District Court for the District of Maryland

# Taylor M. Koshak

## Associate



Associate

Atlanta

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## Overview

Taylor Koshak is an associate in Dentons' Atlanta office. She is a member of the Firm's Litigation and Dispute Resolution practice and concentrates her practice on commercial litigation. In her role, Taylor assists with drafting complaints, performing document review, drafting motions, researching and writing analytical memorandums of law. Taylor also has experience in trust litigation, fraud litigation, guaranty litigation.

## Insights

- Co-author, "Cardinal considerations for incorporating TCPA safeguards into cannabis marketing," Dentons client alert, September 14, 2020
- Co-author, "Sixth Circuit weighs in at the 11th hour, rebalancing a circuit split on the definition of 'automatic telephone dialing system,'" Dentons client alert, August 3, 2020
- Co-author, "Supreme Court to settle circuit split on TCPA definition of 'automatic telephone dialing system' " Dentons client alert, July 21, 2020
- Co-author, "Supreme Court protects TCPA, surgically severing government-debt-collection exception rather than nullifying entire Act," Dentons client alert, July 8, 2020
- Co-author, "Throwing out the baby with the bathwater," Dentons client alert, May 12, 2020
- Co-author, "It takes two to terminate," Dentons client alert, May 5, 2020
- Co-author, "Two versus three: The Second Circuit gives its two cents on the definition of an automatic telephone dialing system under the TCPA," Dentons client alert, April 10, 2020
- Co-author "TCPA: Seventh Circuit sides with the majority in severely restricting the definition of an automatic

telephone dialing system," Dentons client alert, February 27, 2020

- Co-author, "Commas and human conduct: Eleventh Circuit severely restricts TCPA's application," Dentons client alert, February 3, 2020
- Co-author, "The tipping point: How many uninjured putative class members will prevent class certification?" Dentons client alert, November 22, 2019
- Co-author, HB 280-Campus Carry, Georgia State University Law Review, Fall 2017

## Activities and Affiliations

- Georgia State University Law Review, Member
- Moot Court Club, University of Central Florida, Co-Founder and Vice President

## Prior and Present Employment

- Associate, Dentons, August 2017 to present
- Summer Associate, Dentons, June 2017 - August 2017
- File Clerk, King, Klackwell, Zendher and Wermuth, P.A., May 2013 - August 2015
- Legal Clerk, Amy E. Goodblatt, P.A., November 2012 - May 2013

## Areas of focus

### Practices

- Litigation and Dispute Resolution
- Commercial Litigation

## Education

- Georgia State University, College of Law, 2018, JD, summa cum laude, Order of the Coif
- University of Central Florida, 2015, BS, summa cum laude, with honors

## Admissions and qualifications

- Georgia

## Languages

- English

# Elke Rehbock

## Partner



Partner

Chicago

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## Overview

Elke Rehbock co-chairs Dentons' manufacturing sector. She focuses on representing corporate and financial institution clients, both US and foreign, in a variety of corporate, finance and commercial matters. Clients commend her for her business savvy and innovative use of new technologies.

Bringing a broad skillset to her practice, Elke's experience crosses a wide spectrum of industries. She has successfully handled domestic and cross-border matters in sectors including manufacturing, finance and banking, life sciences, energy, hospitality, agriculture, education, real estate, entertainment, consumer goods and technology.

Beyond transactional work, Elke is the legal counsel of trust (Vertrauensanwalt) for the Consulate General of Switzerland in Chicago. In addition, she is the go-to counsel for a number of European family offices and serves as outside general counsel for various foreign companies. She is fluent in German and French.

## Experience

### Cross-border and other complex business transactions

- **EvoDC, LLC.:** Represented in a series of related transactions involving a corporate restructuring, preferred stock financing, debt financing and acquisition of a new business.
- **Leading US consumer packaged goods company:** Advised on a US\$100+ million private debt issuance to approximately 30 investors.
- **Global custodian bank:** Represented client with amendments and accessions to their US\$100 million Subscription Finance lending facility with a European private equity company.
- **US Manufacturer and supplier of hospitality products and services:** Advised in its acquisition of the hotel supply distribution assets of an Australian global manufacturer of hotel amenities.
- **German manufacturer of electric home appliances:** Advised in a complex cross-border supply, license and distribution arrangement with Keurig Green Mountain, Inc., a specialty coffee and coffeemaker company founded in 1981 and headquartered in the US. The transaction, valued at approximately US\$45million.

- **Katz Group Entertainment Corp.:** Advised on the formation and funding of a new joint venture, Sound Live Music Group.

## Cross-border financing transactions

- **US, Canadian and European financial institutions:** Advised on cross-border financings including acquisition financings, leveraged loans, asset-based loans, complex intercreditor arrangements and leasing arrangements. These matters have involved countries including the US, Canada, Mexico, Brazil, the UK and China, as well as numerous European countries.
- **US and UK based financial institutions:** Advised on subscription financing facilities provided to domestic and international private equity funds, real estate funds and funds of funds.
- **US based financial institutions:** Advised on investments and financing of senior living facilities.
- **German Family office:** Advise on the investment in various oil and gas assets in Texas and Alaska.

## General business strategy and related transactions

- **European retailer:** Advised on site selection and incentives for its US headquarters and distribution center.
- **US company:** Advised on an investment in Polish rail assets.
- **German manufacturer:** Advised as secured creditor in connection with US bankruptcy proceedings.
- **US oil and gas company:** Advised on general corporate transactions in the UAE and Saudi Arabia.
- **European manufacturer:** Advised on site selection and incentives for its US manufacturing plant.
- **US agricultural company:** Advised in connection with an acquisition and regulatory issues in Ukraine.
- **US financial institution:** Advised regarding regulatory issues for activities in numerous countries, including various European, Asian, and Latin American countries.

# Recognition

## Honors and Awards

- *Recognized by Crain's as one of Chicago's Notable Women Lawyers, 2018*
- Elke was recognized as a 2017 Young Leader for the American Council on Germany
- *The American Lawyer* honored Dentons with a Global Pro Bono Deal of the Year (Environmental) award for outstanding pro bono achievements at its 2014 Global Legal Awards

# Insights

- Co-author, "New Law Gives PPP Borrowers More Flexibility," *Client Alert*, June 5, 2020
- Co-author, "Identifying and Preparing for COVID-19 Compliance Risks," *Client Alert*, May 1, 2020
- Co-author, "Treasury Implementation of CARES Act \$17 Billion Loan Program for 'Businesses Critical to Maintaining National Security,'" *Client Alert*, April 27, 2020
- Co-author, "SBA Paycheck Protection Program Uses and Forgiveness," *Client Alert*, April 15, 2020

- Co-author, "U.S. Driving More Funding Support to Businesses," *Client Alert*, April 9, 2020
- Co-author, "UPDATE: Senate Approves US\$350 Billion for Small Business Grants," *Client Alert*, March 26, 2020
- Co-author, "Taking Security Guide," Dentons, June 2019

## Activities and Affiliations

### Presentations

- Presenter, "Updates on Coronavirus Disease (COVID-19): Identifying and Preparing for COVID-19 Compliance Risks," Dentons webinar, May 1, 2020
- PLI Pocket MBA 2019, Co-Chair
- Various corporate transactional classes, Loyola University Chicago School of Law
- "Investing in the United States," various cities, Germany
- "Loan Documentation," training series for commercial bankers
- "Introduction to International Project Finance," Cornell Law School and Bucerius Law School, Hamburg, Germany

### Memberships

- Board Member, American Council on Germany
- Director of the Chicago Warburg Chapter, American Council on Germany
- Executive Board member, Lyric Opera Chicago
- Member, Hamburg Committee of Chicago Sister Cities International
- Member, Atlantik-Brücke

## Areas of focus

### Practices

- Banking and Finance
- Corporate
- Asset Finance and Lending
- Corporate and Syndicated Lending

### Industry sectors

- Energy
- Forest Products and Agribusiness
- Life Sciences and Health Care

- Manufacturing
- Media, Entertainment and Sports
- Technology

## Education

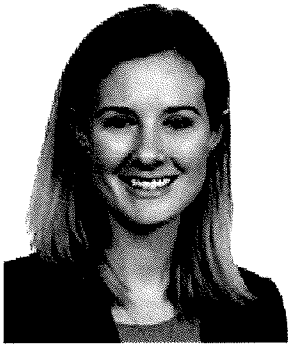
- Cornell Law School, 2004, JD
- L'Institut d'Études Politiques de Paris, 2001, *Ecofi*
- Université Panthéon-Assas, 2000, Maîtrise en Droit, en Droit
- Universität des Saarlandes, 1998, DEUG, Mention Droit

## Admissions and qualifications

- Illinois
- New York
- US District Court for the Northern District of Illinois

# Margo Wilkinson Smith

## Associate



Associate

Washington, DC

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margo.smith@dentons.com

## Overview

Margo Wilkinson Smith is an associate in the Health Care group and a resident of the Washington DC office. Margo's practice focuses on helping clients navigate federal and state regulatory issues, including Medicare and Medicaid compliance and reimbursement issues. Margo also provides guidance on fraud and abuse prevention and remediation. She represents a variety of health care providers and entities, including hospitals, clinics, nursing homes, and physician groups.

Prior to joining Dentons, Margo clerked for the Honorable Duane Benton on the U.S. Court of Appeals for the Eighth Circuit in Kansas City, Missouri.

## Insights

- Co-author, "GME @ Dentons - CMS issues new guidance relaxing additional GME-related rules," Dentons client alert, May 26, 2020
- Co-author, "Seventh Circuit Decision May Portend Broader Definition of "Referral" Under Anti-Kickback Statute," Dentons client alert, May 21, 2020
- Co-author, "GME @ Dentons: CMS relaxes Medicare GME payment and supervision rules during COVID-19 emergency," Dentons client alert, May 1, 2020
- Co-author, "HHS-OIG Issues Proposed CMP Rule," Dentons client alert, April 23, 2020
- Co-author, "CMS Issues "Explanatory Guidance" for Stark Law Blanket Waivers," Dentons client alert, April 21, 2020
- Co-author, "D.C. Circuit strikes down Arkansas' Medicaid work requirements, potentially impacting other section 1115 waivers," Dentons client alert, February 28, 2020
- Co-author, "GME @ Dentons - Accurately Reporting Hospital Bed Counts for IME Payment Purposes," Dentons client alert, February 6, 2020

# Activities and Affiliations

## Memberships

- Member, American Health Lawyers Association (AHLA)
- Member, National Association of Women Lawyers (NAWL)

# Areas of focus

## Practices

- Health Care Regulation
- Health Care Advocacy
- Public Policy and Regulation

## Industry sectors

- Health Care
- Life Sciences and Health Care
- Regulatory Counseling
- Government Agencies

# Education

- Vanderbilt University Law School, 2018, J.D.; Order of the Coif; Executive Editor, *Vanderbilt Law Review*
- Duke University, 2012, B.A., *cum laude*

# Admissions and qualifications

- District of Columbia
- Missouri

# Gadi Weinreich

## Partner



Partner

Washington, DC

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M +1 301 325 5385

[gadi.weinreich@dentons.com](mailto:gadi.weinreich@dentons.com)

## Overview

Gadi is one of the nation's more experienced and sought-after health care fraud and abuse and regulatory compliance lawyers, garnering tier one recognition from *Chambers USA* for the past seven years. Clients have described him as "brilliant" and "creative," "a deep strategic thinker who is results-focused" and "a tremendous problem solver." His unrelenting commitment to his client's success also has earned him accolades in *The Legal 500 US*, *SuperLawyers* and from BTI Consulting Group, among others.

Gadi has 30-plus years' experience representing hospitals, health systems and academic medical centers; pharmaceutical (including vaccine) developers and manufacturers, medical device and durable medical equipment (DME) manufacturers and suppliers, faculty practice plans and medical practices, group purchasing organizations, accountable care organizations (ACOs), managed care organizations, and information technology companies in a wide variety of matters.

## Experience

- Defending litigation and investigations involving the False Claims Act, including qui tam/whistleblower claims, and other health care enforcement actions.
- Representing clients in connection with congressional and executive branch (e.g., DOJ, HHS-OIG) hearings, subpoenas, civil investigative demands, audits and investigations.
- Counseling on compliance with federal and state anti-kickback and physician self-referral prohibitions, including the Physician Self-Referral Law (Stark Law), Anti-Kickback Statute (AKS) and Beneficiary Inducement CMPs; provider-based department requirements; hospital "under arrangement" rules; and a host of other Medicare and Medicaid rules, regulations, manuals, orders, sub-regulatory policies and guidance relating to coverage, reimbursement, pricing (including discounts, rebates and other things of value), marketing and sales.
- Advising with respect to strategic planning and geographic expansion, organizational and regulatory structure and operations, including mergers and acquisitions, stock and asset acquisitions, joint operating agreements, joint ventures, strategic alliances and affiliations, outreach networks and programs, and other corporate

transactions.

- Counseling regarding a host of operational and contractual matters, including clinical integration, co-management and telemedicine arrangements; and physician recruitment, employment and personal service agreements.
- Assisting in negotiating and monitoring corporate compliance and integrity programs and agreements, and in effectuating voluntary disclosures to government authorities.

## Recognition

### Honors and Awards

- Ranked as a leading health care lawyer by *Chambers USA: America's Leading Lawyers for Business* (2008–2021)
- Recognized by *The Legal 500* in two categories: Life Sciences (2013–2019) and Healthcare (2013–2016, 2018–2019)
- Recognized in *US News & World Report's Best Lawyers in America* (2015–2021)
- Listed by *Super Lawyers* as one of the Washington, DC, metro area's top health care lawyers (2008–2021)
- Recognized as a healthcare law leader by *Who's Who Legal: Healthcare* (2020)
- Ranked as one of DC's Top Healthcare Attorneys by *Washingtonian Magazine* (2013, 2015, 2016, 2020) and as BTI Client Service All-Star MVP (2014) and recipient of a BTI Client Service All-Star Award (2011, 2013, 2014)
- Listed in *Expert Guides to the Leading US Lawyers – Healthcare* (2008, 2010, 2013)
- Listed in *Nightingale Healthcare News – Outstanding Health Care Fraud and Abuse Lawyers* (2007)

## Insights

Gadi is widely recognized as a senior thought leader in the areas of health care fraud and abuse and regulatory compliance, and frequently writes and speaks on these topics for national audiences. He co-authored one of the leading treatises on the Stark Law and its implementing regulations, *The Stark Law: A User's Guide to Achieving Compliance*, Second Edition, HCPPro, September 2009.

A complete list of Gadi's writings and presentations is available upon request. The following are some of his most recent and/or significant oral and written communications:

- Panelist, "Stark Law Overhaul: An In-Depth Series on CMS's New Final Rule," Dentons' seven-part series of webinars, with companion white papers, that will address various components of the rulemaking, in depth and with practical examples of the new rules in operation, March - June 2021
- Co-author, "US Centers for Medicare & Medicaid Services answers COVID-19 questions on hospital industry stakeholder call," Dentons client alert, March 23, 2020
- Co-author, "HHS-OIG Issues New Special Fraud Alert on Speaker Programs," Dentons client alert, November 17, 2020
- Co-author, "DC Circuit Sides with CMS in Lawsuit Challenging Site-Neutral Payment Rule," Dentons client alert, July 20, 2020
- Co-author, "Seventh Circuit Decision May Portend Broader Definition of 'Referral' Under Anti-Kickback Statute," Dentons client alert, May 21, 2020

- Co-author, "HHS-OIG Issues Proposed Rule on Information Blocking CMPs," Dentons client alert, April 23, 2020
- Co-author, "HHS-OIG Issues Proposed CMP Rule," Dentons client alert, April 23, 2020
- Co-author, "CMS Issues 'Explanatory Guidance' for Stark Law Blanket Waivers," Dentons client alert, April 21, 2020
- Co-author, "Increased Scrutiny Under the False Claims Act Will Follow the Disbursement of Coronavirus Relief Funds," Dentons client alert, April 10, 2020
- Co-author, "HHS Issues Stark Law Waivers for Certain COVID-19 Arrangements," Dentons client alert, April 1, 2020
- Co-author, "US Centers for Medicare & Medicaid Services Answers COVID-19 Questions on Hospital Industry Stakeholder Call," Dentons client alert, March 23, 2020
- Co-author, "HHS Issues Proposed Stark and AKS Rules Aimed at Removing Roadblocks to Value-Based Care," Dentons client alert, October 9, 201
- Co-author, "Court Vacates 2019 Medicare Rule Lowering Payments for Outpatient Clinic Visits at Certain Off-Campus Hospital Locations," Dentons client alert, September 19, 2019
- "Lawyer: Stark Provision on Personally Performed Services Is Misunderstood," *Report on Medicare Compliance*, Vol. 27, No. 37, October 22, 2018
- Co-author, "Hospital System Pays \$84.5 Million to Settle AKS and Stark Law Violations," Dentons client alert, August 3, 2018
- Co-author, "Dear CMS: We'd Like Our Rabbit Back: The Case For Reinstating the Stark Law's Physician Payments Exception" *AHLA Connections*, Vol. 22, Issue 2, March 2018
- Co-author, "Federal district court interprets Stark Law's 'writing' requirement," Dentons client alert, March 21, 2017
- Co-author, "Navigating CMS' Tangled Web Of Stark Law Interpretation," *Law360*, July 22, 2015
- "The Stark Law: A Call For More Accuracy and Less Zealous Advocacy," *Journal of Health Care Compliance*, December 2012
- "The CMS Proposed Overpayment Rule: Has The Pendulum Swung Too Far?," *Bloomberg BNA Medicare Report*, March 2012
- *The Stark Law: A User's Guide to Achieving Compliance*, Second Edition, HCPro, September 2009
- Co-author, *Health Law and Compliance Update*, Aspen Publishers, January 2007
- Author, *Health Care Fraud: A Provider's Guide for Achieving Legal Compliance*, Washington Legal Foundation, 1997

## Activities and Affiliations

### Memberships

- Fellow of the American Bar Foundation
- Advisory board, *Bloomberg/BNA Health Care Fraud Report*
- Advisory board, *Bloomberg/BNA Health Care Compliance Report*

- American Health Lawyers Association
- Health Care Compliance Association
- Health Law Section, American Bar Association
- Health Law Section, The District of Columbia Bar
- Southern Poverty Law Center

## Areas of focus

### Practices

- Congressional Investigations (United States)
- Health Care Regulation

### Industry sectors

- Academic Medical Centers
- Fraud and Abuse Counseling, Investigations and Defense
- Compliance and Integrity
- Life Sciences
- Medical Device Companies
- Pharmaceutical Companies
- Physicians and Physician Organizations

## Education

- Cambridge University, 1992, LL.M.
- Harvard Law School, 1987, JD, *cum laude*
- Brown University, 1983, BA, *magna cum laude*, Phi Beta Kappa, Sigma Xi

## Admissions and qualifications

- District of Columbia
- Massachusetts
- US Court of Appeals for the District of Columbia Circuit
- US Court of Appeals for the Eleventh Circuit
- US Court of Appeals for the Fourth Circuit
- US Court of Appeals for the Ninth Circuit
- US Court of Appeals for the Third Circuit
- US District Court for the District of Columbia

- US District Court for the District of Maryland

# Anna Youssefi

## Partner



Partner

San Francisco/Oakland

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[anna.youssefi@dentons.com](mailto:anna.youssefi@dentons.com)

## Overview

Anna is a member of Dentons' Employment and Labor practice. Her practice focuses on defending clients against discrimination and wage-and-hour claims in individual and class actions and counseling clients on federal and state employment law matters. Anna routinely provides guidance to employers on all aspects of employment law compliance, including leaves of absence, disability accommodations, payment of wages, employee classifications, and background checks. She advises clients on hiring practices, terminations, reductions in force and furloughs, including compliance with federal and state WARN Acts.

In addition, Anna partners with clients to establish and maintain enforceable employment policies and practices and prepares all employment related documents and policies, such as leave of absence policies, employment agreements, confidentiality agreements, and employee handbooks. She has extensive experience advising companies with a nationwide presence, including establishment of policies and procedures that are compliant across multiple states.

Anna also counsels clients on compliance with affirmative action regulations and represents clients in Office of Federal Contract Compliance Programs compliance investigations.

## Experience

### Employment & Labor

- Assisted client with layoff, including WARN Act compliance.
- Prepared Affirmative Action Plans for federal government contractor client.
- Represented federal government contractor client in connection with Office of Federal Contract Compliance Programs (OFCCP) compliance audit and reached successful closure of same.
- Assisted in obtaining summary judgment in employment discrimination action with significant exposure.
- Drafted executive release agreements and assisted with negotiation of terms of agreements.
- Advised client on leave policies, including nationwide sick leave policy and maternity and paternity leave

policies.

## Insurance

- Defending insurers against claims for breach of contract and breach of the duty of good faith and fair dealing, based on alleged wrongful termination/improper lapse of life insurance policies.
- Obtained a summary judgment in favor of a life insurer in a wrongful rescission and bad faith action.
- Successfully moved to strike class-action allegations in a putative class action involving unfair business practices and bad faith claims.
- Assisted in obtaining an important defense ruling in a nationwide class action involving consumer protection and unfair competition claims.
- Achieved the resolution of complex interpleader action on behalf of an insurer involving disputed life insurance benefits.

## Commercial Litigation

- Defended and successfully negotiated a nationwide settlement of a class action filed against a manufacturer of dietary supplements.
- Represented a multinational company in a putative class action for alleged violations of the Song-Beverly Credit Card Act.
- Defended a breach of contract claim based on a purchase and sale of asset transaction.

## Recognition

### Honors and Awards

- Witkin Award for Academic Excellence – Business Organizations
- Witkin Award for Academic Excellence – California Civil Procedure
- Witkin Award for Academic Excellence – Remedies
- Witkin Award for Academic Excellence – Family Law
- Cali Excellence for the Future Award – Business Organizations
- Cali Excellence for the Future Award – Criminal Procedure

## Insights

- Lead author, "California significantly expands its Family And Medical Leave law - Effective January 1, 2021," Dentons client alert, December 30, 2020
- Lead author, "Expiration of the FFCRA & California COVID-19 Supplemental Paid Sick Leave - What now?," Dentons client alert, December 29, 2020
- Co-author, "Filling in the Gap - California State and City Supplemental Paid Sick Leave Measures," Dentons client alert, April 30, 2020

## Activities and Affiliations

## Presentations

- Speaker, "Trends in Diversity, Equity, and Inclusion," CLE Seminar for In-House Counsel, January 2021
- Speaker, "Hot Issues in Employment Law - Taking Stock of 2020 and Preparing for 2021," CLE Seminar for In-House Counsel, November 2020
- Speaker, "Elimination of Bias: Diversity and Inclusion," CLE Seminar for In-House Counsel, January 2015
- Speaker, "Insurance Law Update and Ethics for In-House Counsel," June 2013

## Areas of focus

### Practices

- Employment and Labor
- Employment and Labor Advice and Counseling
- Employment Contracts, Handbooks and Policies
- Equal Employment, Diversity and Discrimination
- ERISA Litigation
- Human Resources Advice and Counseling
- Commercial Litigation
- Class Action Defense

### Industry sectors

- Bad Faith Defense
- Defense and Space
- Insurance
- Insurance Litigation and Arbitration
- Life Insurance and Annuities
- Sales Practices Litigation

## Education

- Santa Clara University School of Law, 2008, JD, *summa cum laude*, Order of the Coif
- University of California at Davis, 2004, BA, with honors

## Admissions and qualifications

- California
- US Court of Appeals for the Fourth Circuit
- US Court of Appeals for the Ninth Circuit

- US District Court for the Central District of California
- US District Court for the Eastern District of California
- US District Court for the Northern District of California
- US District Court for the Southern District of California

# EXHIBIT C

**EXHIBIT C**

**SUMMARY OF TIME AND FEES BY TASK CODE AND BY DEBTOR**

**Interim Application Period: September 2020 - January 15, 2021**

**1. Astria Health (Case No. 19-01189-11)**

<b>Task Codes</b>	<b>Categories</b>	<b>Hours</b>	<b>Fees</b>
AGI	Attorney General Issues	.20	\$53.55
APP	Appellate Proceedings	34.00	\$13,637.84
B100	Administration	26.00	\$18,409.58
B110	Case Administration	102.40	\$49,308.24
B130	Asset Disposition	68.90	\$44,758.28
B140	Relief from Stay/Adequate Protection	22.20	\$9,111.19
B150	Meetings of and Communications with Creditors	6.00	\$4,751.35
B160	Fee/Employment Applications	99.50	\$39,377.62
B170	Fee/Employment Objections	.30	\$179.78
B185	Assumption/Rejection of Leases and Contracts	128.70	\$54,237.60
B200	Operations	5.70	\$4,560.00
B210	Business Operations	9.10	\$7,121.50
B220	Employee Benefits/Pension	1.60	\$656.60
B230	Financing/Cash Collateral	167.60	\$127,717.01
B240	Tax Issues	2.6	\$1,447.55
B260	Board of Director Meetings	21.80	\$17,440.00
B300	Claims and Plan	315.00	\$226,453.31
B310	Claims Administration and Objections	553.80	\$282,040.59
B320	Plan and Disclosure Statement	523.90	\$325,580.88
B240	Restructurings	119.10	\$66,309.19
EMP	Employee Related Matters	139.80	\$85,444.73
REP	Reporting	29.10	\$8,266.45
<b>TOTAL</b>		<b>2420.10</b>	<b>\$1,411,493.41</b>

2. **SHC Medical Center - Toppenish (Case No. 19-01190-11)**

<b>Task Codes</b>	<b>Project Category</b>	<b>Hours</b>	<b>Fees</b>
B140	Relief from Stay/Adequate Protection	.50	\$201.88
B190	Other Contested Matters (excl. assumption/rejection motions)	.10	\$80.00
B310	Claims Administration and Objections	1.10	\$308.55
<b>TOTAL</b>		<b>1.70</b>	<b>\$590.43</b>

3. **SHC Medical Center - Yakima (Case No. 19-01192-11)**

<b>Task Codes</b>	<b>Project Category</b>	<b>Hours</b>	<b>Fees</b>
AGI	Attorney General Issues	16.00	\$12,800.00
B130	Asset Disposition	89.50	\$63,012.50
B185	Assumption/Rejection of Leases and Contracts	.10	\$55.68
B230	Financing/Cash Collateral	.70	\$389.73
B240	Tax Issues	3.80	\$3,040.00
B310	Claims Administration and Objections	12.60	\$5,050.28
B320	Plan and Disclosure Statement	7.90	\$5,276.30
B420	Restructurings	30.70	\$17,092.27
MED/CMS	MED/CMS-Medicare	14.10	\$5,213.48
<b>TOTAL</b>		<b>175.40</b>	<b>\$111,930.24</b>

4. **Sunnyside Community Hospital Association (Case No. 19-01191-11)**

<b>Task Codes</b>	<b>Project Category</b>	<b>Hours</b>	<b>Fees</b>
B140	Relief from Stay/Adequate Protection	.60	\$242.25
B185	Assumption/Rejection of Leases and Contracts	2.70	\$1,090.13
B230	Financing/Cash Collateral	45.00	\$28,731.88
B310	Claims Administration and Objections	2.00	\$561.00

<b>Task Codes</b>	<b>Project Category</b>	<b>Hours</b>	<b>Fees</b>
<b>TOTAL</b>		<b>50.30</b>	<b>\$30,625.26</b>

5. Sunnyside Community Hospital Home Medical Supply (Case No. 19-01197-11)

<b>Task Codes</b>	<b>Project Category</b>	<b>Hours</b>	<b>Fees</b>
B230	Financing/Cash Collateral	6.10	\$4,880.00
<b>TOTAL</b>		<b>6.10</b>	<b>\$4,880.00</b>

6. WSNA v. Astria Health (Case No. 20-80005)

<b>Task Codes</b>	<b>Categories</b>	<b>Hours</b>	<b>Fees</b>
B100	Administration	4.50	\$3,600.00
B190	Other Contested Matters (excl. assumption/rejection motions)	1.10	\$672.20
B300	Claims and Plan	1.90	\$1,520.00
EMP	Employee Related Matters	1.70	\$873.59
<b>TOTAL</b>		<b>9.20</b>	<b>\$6,665.79</b>

7. SBA Adversary Proceeding (Case No. 1:20-cv-03089 )

<b>Task Codes</b>	<b>Categories</b>	<b>Hours</b>	<b>Fees</b>
APP	Appellate Proceedings	100.90	\$42,413.41
AGI	Attorney General Issues	4.00	\$2,329.01
B100	Administration	7.90	\$6,216.10
B110	Case Administration	.50	\$140.25
B130	Asset Disposition	.40	\$320.00
B160	Fee/Employment Applications	6.10	\$1,711.05
B190	Other Contested Matters (excl. assumption/rejection motions)	6.20	\$4,464.10
B310	Claims Administration and Objections	1.40	\$565.25

<b>Task Codes</b>	<b>Categories</b>	<b>Hours</b>	<b>Fees</b>
<b>TOTAL</b>		<b>127.40</b>	<b>\$58,159.17</b>

# EXHIBIT D

## EXHIBIT D

### EXHIBIT A—CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES WITH FEE APPLICATIONS

[See Guidelines ¶ C.3. for definitions of terms used in this Exhibit]

Category of timekeeper (using categories already maintained by the firm)	Blended hourly rate	
	Billed or collected firm or offices for preceding year, excluding bankruptcy	Billed in this fee application
Sr./Equity Partner/Shareholder		2,293,35.66
Jr./Non-equity/Income Partner		437,458.04
Counsel		309,732.52
Sr. Associate (7 or more years since first admission)		828,758.23
Associate (4–6 years since first admission)		1,094,092.60
Jr. Associate (1–3 years since first admission)		21,381.77
Paralegal		421,376.43
Other (Administrative)		1,953.32
Other (Litigation Sppt)		312.80
Other (Other)		117.30
Other (Professional)		2,329.01
Other (Secretary)		2,142.00
Other (Specialist)		322.59
<b>All Timekeepers aggregated</b>		<b>5,364,409.61</b>
Second interim fee reduction		25,322.20
Third interim fee reduction		23,880.41
<b>Total</b>		<b>5,364,409.86</b>

Case Name and Number: In re Astria Health, et al., Lead Case No: 19-01189-11

Applicant's Name: Dentons US LLP

Date of Application: March 1, 2021

Interim or Final: Final

**Guidelines for Reviewing Applications for  
Compensation and Reimbursement of  
Expenses Filed Under 11 U.S.C. § by Attorneys  
in Larger Chapter 11 Cases**

# EXHIBIT E



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

Alston Hunt Floyd & Ing is now  
Dentons -- continuing services  
throughout Hawai'i  
dentons.com

Astria Health  
1806 Yakima Valley Hwy.  
Sunnyside, WA 98944  
USA

October 14, 2020

**Invoice No. 2334951**

Matter: 15802271-000003  
Astria Health - 19-01192-11

Payment Due Upon Receipt

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Total This Invoice	\$ 189,328.98
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Chicago, IL 60604-6404

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Account # 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33  
Reference Invoice # and/or client matter #

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

S. Maizel



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

Alston Hunt Floyd & Ing is now  
Dentons -- continuing services  
throughout Hawai'i  
dentons.com

Astria Health  
1806 Yakima Valley Hyw.  
Sunnyside, WA 98944  
USA

October 14, 2020

**Invoice No. 2334951**

For Professional Services Rendered through September 30, 2020:

Matter: 15802271-000003  
Astria Health - 19-01192-11

**B100 - Administration**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/04/20	S. Alberts	1.10	880.00	B100	Prepare for call with SEIU (.1), CW SEIU (.4), follow up with M. Schwarzman (.4) and emails regarding open issues (.2).
09/10/20	S. Alberts	0.80	640.00	B100	Receive, review and comment on settlement proposal to Cerner (.7) and follow up with S. Maizel (.1).
09/13/20	S. Alberts	0.10	80.00	B100	Review communication about PCO.
09/21/20	S. Alberts	1.00	800.00	B100	Note to SEIU concerning status of settlement (.1), internal communications (.1), conference with SEIU and client (.5) and follow ups (.3).
09/22/20	S. Alberts	0.70	560.00	B100	Conference with M. Schwarzman on efforts to respond on SEIU settlement (.2), and with E. Davis and A. Gostovich (.4) and email to SEIU (.1).
09/23/20	S. Alberts	0.40	320.00	B100	Communication with Lapis on MOB sale (.2), conference with S. Maizel (.1) and follow up (.1).
09/23/20	S. Alberts	0.20	160.00	B100	Review status report and then UCC proposed changes to it.
09/25/20	S. Alberts	0.60	480.00	B100	Communicate with working group about MOB statement investigation and next steps (.5) and follow up (.1).
<b>Subtotal</b>		<b>4.90</b>	<b>3,920.00</b>		

**B110 - Case Administration**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/01/20	K.M. Howard	0.30	84.15	B110	Reviewed contracts imported by client into the database (.1); email exchanges with C. Wood regarding same (.1); reviewed email from S. Schrag regarding same (.1).
09/01/20	K.M. Howard	0.60	168.30	B110	Reviewed and revised Critical Dates Memorandum (.4); identified Debtors' deadlines for the week of September 1st (.1); prepared email to Astria Team regarding same (.1).
09/01/20	K.M. Howard	0.40	112.20	B110	Reviewed email. from S. Schrag regarding September 8th hearing and deadline assignments (.1); reviewed and revised Critical Dates Memorandum accordingly (.3).
09/02/20	K.M. Howard	0.20	56.10	B110	Reviewed emails from M. Schwarzmenn and M. Baker regarding bulk download of documents (.1); email exchanges with C. Wood regarding same (.1).
09/02/20	G. Miller	1.60	890.80	B110	Research regarding 506(a) and emails with S. Maizel re same.
09/03/20	S. Maizel	0.30	240.00	B110	Review and respond to emails from V. Driver re PCO issues.
09/03/20	K.M. Howard	0.60	168.30	B110	Reviewed and revised Critical Dates Memorandum for the week of September 7th (.4); prepared email to Astria Team regarding upcoming hearings and deadlines (.2).
09/04/20	G. Miller	3.70	2,059.98	B110	Research regarding 506(a).
09/09/20	G. Medina	0.90	271.58	B110	Communication with S. Alberts re Order settling WSNA Adv. Proc (0.1); Communication with KCC team regarding service per the order entered (0.2); reviewed the order and reviewed prior KCC Service of new Parties (0.4); Communication with KCC re final Service of all parties included limited list (0.2).
09/10/20	G. Miller	0.30	167.03	B110	Call with S. Schrag to discuss status of bankruptcy case.

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/13/20	S. Maizel	0.20	160.00	B110	Review and respond to emails re PCO issues.
09/13/20	S. Maizel	0.80	640.00	B110	Review and respond to emails re Cerner issues.
09/14/20	K.M. Howard	0.50	140.25	B110	Reviewed and revised Critical Dates Memorandum for the week of September 14, 2020 (.4); prepared email to Astria Team regarding same (.1).
09/14/20	K.M. Howard	0.30	84.15	B110	Analysis of email from S. Schrag regarding changes in coverage (.1); reviewed and revised Critical Dates Memorandum accordingly (.1); prepared email regarding updated Critical Dates Memorandum (.1).
09/14/20	S. Schrag	0.20	80.75	B110	Review critical dates memorandum and confer with K. Howard regarding the same.
09/14/20	G. Miller	0.30	167.03	B110	Call with Lapis to discuss status of case.
09/14/20	S. Maizel	0.20	160.00	B110	Review PCO 7th report (.1); email to Vickie Driver re same (.1).
09/14/20	G. Medina	0.30	90.53	B110	Upload Order at the request of S. Schrag.
09/17/20	G. Miller	0.90	501.08	B110	Call with Dentons team and Astria to discuss status of bankruptcy case.
09/18/20	K.M. Howard	0.60	168.30	B110	Reviewed and revised Critical Dates Memorandum (.3); reviewed dockets in USDC appeals to confirm briefing schedules and reconciled with Critical Dates Memorandum (.2); prepared email to Astria Team regarding same (.1).
09/21/20	S. Maizel	0.70	560.00	B110	Telephone conference with Jim Day, etc. re pending issues.
09/21/20	G. Miller	0.50	278.38	B110	Finalize stipulation continuing disclosure statement hearing and related proposed order and file same
09/22/20	G. Miller	0.70	389.73	B110	Draft certificate of no objections re motion to extend time to assume or reject nonresidential leases
09/22/20	S. Maizel	0.20	160.00	B110	Telephone conference with Vickie Driver re PCO issues.
09/22/20	S. Maizel	1.00	800.00	B110	Drafting status report for Sept. 24th status conference.

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/22/20	K.M. Howard	1.30	364.65	B110	Analysis of docket to determine key events from August 19, 2020 and prepared initial draft of Tenth Status Conference Report (1.2); prepared email to S. Maizel regarding same (.1).
09/22/20	S. Schrag	0.40	161.50	B110	Review upcoming critical dates (.2); confer with S. Maizel regarding the same (.1); confer with K. Howard regarding the same (.1).
09/22/20	S. Maizel	0.40	320.00	B110	Review and revise monthly operating report.
09/23/20	S. Maizel	0.80	640.00	B110	Prep for status conference (.5); review and revise status conference report (.3).
09/23/20	S. Maizel	0.10	80.00	B110	Telephone conference with John Moe re ordinary course professionals issues.
09/24/20	K.M. Howard	0.10	28.05	B110	Email exchange with S. Maizel regarding objection deadlines.
09/24/20	K.M. Howard	0.30	84.15	B110	Reviewed and revised master critical dates memorandum to reflect changes made by the court.
09/24/20	G. Miller	0.10	55.68	B110	Call with J.Moe re fee application
09/24/20	G. Miller	1.00	556.75	B110	Attend telephonic status hearing
09/25/20	K.M. Howard	0.50	140.25	B110	Reviewed and revised Critical Dates Memorandum for the week of September 28th (.4); prepared email to team regarding same (.1).
09/28/20	G. Medina	1.00	301.75	B110	Upload at the request of S. Schrag Microsoft, Phillips Healthcare, and Bay Street orders approving requests for administrative claims and send confirmations to S. Schrag (0.4); uploaded third, fourth and fifth orders approving rejection of contracts and leases and send confirmations to S. Schrag (0.4); filed at the request of G. Miller stipulating continuing reply deadline to UnitedHealthCare (0.2).
09/29/20	S. Maizel	0.10	80.00	B110	Telephone conference with Vickie Driver re PCO issues.
09/29/20	K.M. Howard	0.30	84.15	B110	Reviewed and revised Master Critical Dates Memorandum to reflect changes made by the court.

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/30/20	S. Maizel	0.40	320.00	B110	Telephone conference with M. Lane, etc. re medical records.
09/30/20	G. Miller	0.40	222.70	B110	Call with Astria to discuss motion to destroy patient records.
	<b>Subtotal</b>	<b>23.50</b>	<b>12,038.27</b>		

**B130 - Asset Disposition**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/01/20	S. McCandless	1.10	880.00	B130	Review C. Lewis administrative expense claim (.70); communicate with S. Schrag and S. Maizel regarding analysis of same (.40).
09/01/20	G. Miller	0.30	167.03	B130	Call with S. Maizel and C. Janney re Stark issues.
09/01/20	S. Maizel	1.40	1,120.00	B130	Telephone conference with Chris Janney, etc. re anti-kickback and Stark law issues vis-à-vis sale of MOB (.3) research re same (1.0); review and respond to emails re same (.1).
09/01/20	S. Maizel	0.20	160.00	B130	Telephone conference with Sam Alberts re SEIU settlement.
09/01/20	S. Maizel	0.10	80.00	B130	Telephone conference with Peter Spratt re clinics.
09/02/20	G. Miller	0.30	167.03	B130	Emails with M. Lane and S. Schrag re rejection of VIM office lease.
09/02/20	S. Maizel	0.20	160.00	B130	Telephone conference with Peter Spratt, Farm Workers Clinic re offer to buy clinics (.1); emails to client re same (.1).
09/09/20	S. Maizel	0.70	560.00	B130	Telephone conference with Lapis, T. Ives, etc. re MOB sale (.3); t/c with J. Gallagher, etc. re same (x2) (.2); telephone conference with M. Sirota re same (.2).
09/09/20	S. Maizel	1.50	1,200.00	B130	Telephone conference with T. Ives re same (.2); t/c with M. Lane re same (.6); telephone conference with Teri Stratton re same (.1); telephone conference with J. Gallagher re same (.4); telephone conference with J. Gallagher re same (.2).
09/11/20	S. Maizel	0.10	80.00	B130	Review and respond to emails from T. Ives re MOB offers.
09/18/20	S. Maizel	0.60	480.00	B130	Telephone conference with counsel for Lapis re MOB sale issues, etc. (.3); review and respond to emails re same (.3).
09/18/20	S. Maizel	0.40	320.00	B130	Telephone conference with W. Kannel, etc. re sale of MOB issues (.2); telephone conference with J. Gallagher re same (.2).

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/18/20	S. Maizel	0.80	640.00	B130	Review issues related to sale of MOB.
09/22/20	S. Maizel	0.10	80.00	B130	Telephone conference with Travis Ives re sale of MOB issues.
09/23/20	S. Maizel	0.20	160.00	B130	Telephone conference with W. Kannel, etc. re sale of MOB issues.
09/23/20	S. Maizel	0.40	320.00	B130	Review and respond to emails re MOB sale issues (.4).
09/25/20	S. Maizel	0.10	80.00	B130	Review and respond to emails re United admin expense claims.
09/28/20	S. Maizel	0.30	240.00	B130	Review and respond to emails re FFE at Yakima.
09/28/20	S. Maizel	0.30	240.00	B130	Review and respond to emails re mediation of admin expenses.
09/28/20	S. Maizel	0.20	160.00	B130	Review and respond to emails re ASK inquiry re MOB sale.
09/30/20	S. Maizel	0.30	240.00	B130	Review and respond to emails re ONW offer re MOB.
09/30/20	G. Miller	2.80	1,558.90	B130	Draft motion to sell MOB.
	<b>Subtotal</b>	<b>12.40</b>	<b>9,092.96</b>		

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**B140 - Relief from Stay/Adequate Protection Proceedings**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/11/20	G. Miller	1.30	723.78	B140	Research re automatic stay.
09/22/20	S. Schrag	0.50	201.88	B140	Draft certificate of no objection (.2); draft proposed order regarding extension on removal (.3).
09/23/20	S. Maizel	0.40	320.00	B140	Review and respond to emails re Mendoza v. Astria Health.
09/23/20	S. Schrag	1.90	767.13	B140	Confer with client regarding possible stay violations (.6); review materials related to the same (.8); confer with S. Maizel regarding the same (.2); confer with A. Miller regarding the same (.3).
09/24/20	S. Schrag	1.00	403.75	B140	Confer with J. Moe regarding OCP application (.1); confer with S. Maizel and team regarding conference (.3); review additional material related to possible stay violations (.5); confer with R. Wellner (.1).
09/29/20	S. Schrag	0.80	323.00	B140	Prepare for call with Mendoza counsel (.2); confer with Mendoza counsel (.4); conduct follow-up and review material (.2).
	<b>Subtotal</b>	<b>5.90</b>	<b>2,739.54</b>		

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**B150 - Meetings of and Communications with Creditors**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/11/20	S. Maizel	1.60	1,280.00	B150	Review and revise correspondence re Cerner issues (1.2); review and respond to emails re Cerner issues (.4).
09/15/20	S. Maizel	0.20	160.00	B150	Review and respond to emails re Medicare withholds at ARMC.
09/18/20	S. Maizel	0.30	240.00	B150	Telephone conference with counsel for medical claim and S. Schrag re pending issues.
09/30/20	S. Maizel	0.40	320.00	B150	Emails to counsel for Lapis re pending issues.
09/30/20	G. Miller	0.20	111.35	B150	Review Lapis comments to term sheet with Committee.
	<b>Subtotal</b>	<b>2.70</b>	<b>2,111.35</b>		

**B160 - Fee/Employment Applications**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/01/20	K.M. Howard	0.40	112.20	B160	Analysis of Sills Cummis' Notice and Monthly Fee Application for July 2020 and reviewed and revised Critical Dates Memorandum.
09/16/20	K.M. Howard	0.40	112.20	B160	Analysis of Polsinelli's Notice and Monthly Fee Application for August 2020 and reviewed and revised Critical Dates Memorandum.
09/21/20	J.A. Moe, II	1.90	1,138.58	B160	/Dentons Fourth Interim Fee Application/ Review, annotate and highlight 633 entries in the 25 page Docket, for reference in describing in the Fee Application the services performed by Dentons between April 1st and August 31, 2020 (1.10); prepare first draft of Memorandum on tasks performed by Dentons between May 1st and August 31 to describe in the Fee Application (.40).
09/21/20	K.M. Howard	3.50	981.75	B160	Analysis of Dentons' billing statements for August 2020 and prepared spreadsheets reflecting a breakdown of hours, fees and costs per timekeeper and by debtor (1.1) analysis of spreadsheets and prepared Summary of Hours and Fees for Dentons' Timekeepers (.8); analysis of spreadsheets and prepared Summary of Time, Fees and Expenses by Debtor (.7); reviewed assembled data and prepared Dentons' Fee Application for August 2020 (.6); organized and finalized fee application inclusive of exhibits (.2) and prepared email to S. Maizel (.1).
09/22/20	K.M. Howard	1.10	308.55	B160	Reviewed and revised Dentons' Monthly Fee Application for August 2020 (.2); finalized August Fee Application and exhibits thereto and filed same (.4); prepared Notice of Monthly Fee Application (.3); finalized and filed same (.2).
09/22/20	K.M. Howard	0.40	112.20	B160	Analysis of Notice of Monthly Fee Applications and reviewed and revised Critical Dates Memorandum.
09/22/20	S. Maizel	0.30	240.00	B160	Review and revise monthly fee application.

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/22/20	J.A. Moe, II	2.30	1,378.28	B160	/Dentons' Fourth Interim Fee Application/ Continue to review and revise the draft Memorandum on the description of services provided by Dentons between April 1st and August 31st, in regard to preparing the Fee Application (.40) prepare first rough draft (with information and calculations to be filled in) of the Fourth Interim Fee Application (.90); revise the second complete draft of the Memorandum describing services performed by Dentons, and transmit to Sarah Schrag (.40); review, arrange for and transmit first draft of the Fee Application for preparation (.40); telephone call to Sarah Schrag on commencing assignment of responsibility to create descriptions of services, and transmit Memorandum for assignments (.20).
09/23/20	J.A. Moe, II	0.20	119.85	B160	Telephone call from Sam Maizel, on whether it is necessary to prepare and file an Ordinary Course Professional Declaration in cases where the OCP is being paid entirely by an Insurance Carrier.
09/23/20	K.M. Howard	0.20	56.10	B160	Reviewed Critical Dates (.1) and email exchange with S. Maizel regarding objection deadlines to professional's fee applications (.1).
09/24/20	S. Schrag	0.30	121.13	B160	Confer with J. Moe regarding fee statement (.1); begin drafting material for fee statement (.2).
09/24/20	J.A. Moe, II	0.60	359.55	B160	/Dentons' Fourth Interim Fee Application/ Telephone call to Sarah Schrag on Memorandum on description of services performed by Dentons (.10); revise Memorandum to identify Attorneys creating descriptions of services (.30); review the revised Memorandum and make further revisions, then forward to Sam Maizel (.20).
09/24/20	J.A. Moe, II	0.40	239.70	B160	/Dentons' Third Interim Fee Application/ Review and revise the first draft of the Order awarding fees and expenses to Dentons.

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/24/20	J.A. Moe, II	0.60	359.55	B160	/Dentons' Fourth Interim Fee Application/ Review and revise the first draft of the formatted Fee Application, commencing work to include the categories of services performed by Dentons between May 1st and August 31, 2020.
09/25/20	J.A. Moe, II	0.50	299.63	B160	/Dentons' Fourth Interim Fee Application/ Review revisions made to the first draft of the formatted Fee Application on September 24th, and transmit for revisions, with instructions on inserting Categories of services provided by Dentons (.40); preliminarily review second draft of the formatted Fee Application (.10):
09/25/20	K.M. Howard	0.40	112.20	B160	Analysis of Bush Kornfeld's Notice and Third Interim Fee Application and reviewed and revised Critical Dates Memorandum accordingly.
09/25/20	K.M. Howard	0.40	112.20	B160	Analysis of PCO's Notice and Fourth Interim Fee Application and reviewed and revised Critical Dates Memorandum.
09/25/20	K.M. Howard	0.40	112.20	B160	Analysis of BRG's Eleventh Monthly Fee Application and Notice and reviewed and revised Critical Dates Memorandum accordingly.
09/28/20	K.M. Howard	0.20	56.10	B160	Reviewed email from S. Schrag regarding objections to various professional fee application and revised Critical Dates Memorandum accordingly.
09/28/20	J.A. Moe, II	1.30	779.03	B160	/Dentons' Fourth Interim Fee Application/ Revise and expand the Memorandum on descriptions of services to be included in the Fee Application (.40); revise the latest draft of the formatted Fee Application, commencing the work to include descriptions of services (.90).
<b>Subtotal</b>		<b>15.80</b>	<b>7,111.00</b>		

**B185 - Assumption/Rejection of Leases and Contracts**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/02/20	K.M. Howard	0.40	112.20	B185	Analysis of Debtors' Notice and Fifth Omnibus Motion for Order Authorizing Rejection of Certain Executory Contracts and Unexpired Leases and reviewed and revised Critical Dates Memorandum.
09/02/20	K.M. Howard	0.40	112.20	B185	Analysis of Debtors' Fourth Omnibus Motion to Reject Certain Executory Contracts and Unexpired Leases and reviewed and revised Critical Dates Memorandum.
09/02/20	S. Schrag	8.40	3,391.50	B185	Revise Fourth Omnibus Rejection Motion (1.1); draft exhibits (.7); draft Fifth Omnibus Rejection Motion (2.3); draft exhibits (.5); conduct contract review (.6); confer with KCC regarding service (.4); confer with S. Maizel regarding rejection motions (.4); confer with D. Leigh regarding proposed language for order on Third Omnibus Rejection Motion (.3); confer with M. Lane and J. Gallagher regarding rejection motions (.6); confer with G. Miller, M. Lane, J. Gallagher, B. Gibbons, and M. Baker regarding certain contracts (.5).
09/03/20	K.M. Howard	0.20	56.10	B185	Reviewed additional requests from Astria Health regarding the bulk download and prepared email to S. Schrag regarding same.
09/14/20	S. Schrag	1.20	484.50	B185	Review TIAA request re Rejection Motion (.2); confer with client and S. Maizel regarding the same (.2); conduct research regarding the same (.7); confer with client regarding the same (.1).
09/16/20	S. Schrag	4.10	1,655.38	B185	Conduct research regarding rejection of claim and collateral (2.8); confer with client regarding the same (.6); review contract (.3); confer with opposing counsel regarding the same (.4).

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/18/20	S. Schrag	2.10	847.88	B185	Confer with B. Epps and E. Fitchett regarding equipment return (.3); review agreements regarding the same (.2); confer with TIAA counsel regarding the same (.3); draft reply to objection to rejection motion (.4); confer with client regarding further rejection and assumption (.9).
09/21/20	S. Schrag	3.60	1,453.50	B185	Confer with M. Baker, J. Gallagher, and B. Gibbons regarding rejections (.9); confer with M. Lane regarding the same (.1); confer with S. Maizel regarding the same (.2); prepare exhibits regarding the same (.6); confer with D. Leigh of Med One regarding the same (.2); confer with client regarding the same (.4); draft reply regarding upcoming hearing (.2); confer with TIAA counsel regarding stipulation (.2); review correspondence from B. Gibbons regarding assumption issues (.8).
09/22/20	K.M. Howard	0.40	112.20	B185	Analysis of Motion to Extend 365(d) Deadline to Assume or Reject Executory Contracts and Unexpired Leases and Declaration of No Objections and reviewed and revised Critical Dates Memorandum.
09/22/20	G. Medina	0.40	120.70	B185	Communication with G. Miller and file declaration of no timely objections and request for entry of an order granting extension of time to assume or reject unexpired leases and upload order.
09/22/20	S. Schrag	7.40	2,987.75	B185	Draft reply (3.4); review filings and underlying agreements regarding the same (.4); conduct research regarding the same (1.2); review correspondence from D. Leigh regarding the same (.1); confer with M. Baker regarding contracts (.3); draft TIAA stipulation (1.4); confer with S. Maizel regarding the same (.2); confer with TIAA counsel (.2); prepare for hearing (.2).

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/24/20	S. Schrag	6.60	2,664.75	B185	Review docket and prepare for hearing (1.9); confer with A. Doupe of TIAA regarding stipulations (.2); begin drafting second TIAA stipulation (.6); confer with S. Maizel regarding the same (.2); argue at hearing (1.8); confer with client regarding follow-up (.4); confer with S. Maizel regarding follow-up (.2); review correspondence and correspond with G. Kaplan regarding the same (.4); review material related to Ford claim (.5); confer with client regarding Ford claim (.2); review correspondence regarding possible mediations (.1).
09/25/20	S. Schrag	1.50	605.63	B185	Confer with client regarding rejection (.5); confer with S. Maizel regarding rejection (.1); review Toppenish list (.4); confer with M. Baker regarding Toppenish list (.2); confer with J. Gallagher and B. Gibbons regarding assumption issues (.2); confer with M. Lane regarding the same (.1).
09/28/20	K.M. Howard	0.40	112.20	B185	Analysis of order approving Debtors' Motion to Extend 365(d) Deadline to Assume or Reject Unexpired Leases of Nonresidential Real Property and reviewed and revised Critical Dates Memorandum.
09/28/20	S. Maizel	0.20	160.00	B185	Review and revise order approving third omnibus rejection motion.
09/28/20	S. Schrag	3.30	1,332.38	B185	Draft orders re Third, Fourth, and Fifth Omnibus Rejection (1.4); review exhibits re postpetition contracts and conduct research regarding the same (1.5); confer with S. Maizel regarding the same (.2); confer with J. Andersen regarding copiers contract (.2).
<b>Subtotal</b>		<b>40.60</b>	<b>16,208.87</b>		

**B190 - Other Contested Matters (excl. assumption/rejection motions)**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/03/20	S. Maizel	0.60	480.00	B190	Telephone conference with S. Alberts, etc. re SEIU settlement, etc.
09/08/20	G. Medina	0.40	120.70	B190	Communication with S. Alberts re Settlement Order in the WSNA adv. Proc. (0.1); Edits to the Order re Formatting and Upload Order (0.3).
09/22/20	K.M. Howard	0.40	112.20	B190	Analysis of Motion to Extend Removal Deadline and Declaration of No Objections and reviewed and revised Critical Dates Memorandum.
09/23/20	K.M. Howard	0.20	56.10	B190	Reviewed email exchanges regarding additional lawsuits filed against the Debtors and cross-referenced information to the Litigation Management Chart.
09/24/20	J.A. Moe, II	0.20	119.85	B190	Review sample letters to opposing counsel imposing the automatic stay, then telephone call to Sarah Schrag on imposition of the automatic stay to prevent civil litigation from proceeding, transmitting to Ms. Schrag samples of letters to opposing counsel imposing the automatic stay and requesting that Complaints be dismissed.
09/24/20	D. Cook	1.90	896.33	B190	Attend omnibus hearing telephonically (1.9);
09/28/20	K.M. Howard	0.40	112.20	B190	Analysis of the order granting Debtors' Motion to Extend Removal Deadline and reviewed and revised Critical Dates Memorandum.
09/29/20	S. Maizel	0.40	320.00	B190	Telephone conference with counsel re Mendoza v. Astria Health (.3); telephone conference with S. Schrag re same (.1).
09/30/20	S. Maizel	0.30	240.00	B190	Review and respond to emails re mediations for admin expenses.
<b>Subtotal</b>		<b>4.80</b>	<b>2,457.38</b>		

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**B200 - Operations**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/30/20	S. Alberts	0.20	160.00	B200	Emails about Gaffey and A/R matters.
	<b>Subtotal</b>	<b>0.20</b>	<b>160.00</b>		

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**B210 - Business Operations**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/09/20	S. Maizel	0.10	80.00	B210	Review and respond to emails re US Dept. of Labor inquiry.
09/15/20	S. Schrag	0.40	161.50	B210	Review PCO's Seventh Report.
09/23/20	S. Maizel	0.30	240.00	B210	Review and respond to emails re med-mal insurance coverage.
	<b>Subtotal</b>	<b>0.80</b>	<b>481.50</b>		

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**B230 - Financing/Cash Collections**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/11/20	S. Maizel	0.40	320.00	B230	Telephone conference with Sam Alberts re CARES Act funds.
09/14/20	S. Maizel	0.40	320.00	B230	Telephone conference with J. Gallagher, etc. re refinancing options (.3); telephone conference with M. Lane re same (.1).
09/15/20	S. Maizel	0.90	720.00	B230	Telephone conference with Teri Stratton, etc. re refi issues ( 6); telephone conference with M. Lane re same (.3).
09/16/20	S. Maizel	0.20	160.00	B230	Review 9th Circuit decision re government agency recoupment rights.
09/19/20	S. Maizel	0.30	240.00	B230	Review emails and variance report re budget to actual.
09/20/20	S. Maizel	0.50	400.00	B230	Review emails and variance report re budget to actual analysis.
	<b>Subtotal</b>	<b>2.70</b>	<b>2,160.00</b>		

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**B260 - Board of Directors Matters**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/22/20	S. Maizel	1.00	800.00	B260	Telephone conference with Board re pending issues.
	<b>Subtotal</b>	<b>1.00</b>	<b>800.00</b>		

**B300 - Claims and Plan**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/01/20	S. Alberts	0.30	240.00	B300	Confer with S. Maizel about plan and claims issues.
09/01/20	S. Alberts	1.40	1,120.00	B300	Conference with M. Schwarzman about SEIU information requests and information provided (.5) and organized information and draft responses (.8) and send to M Schwarzman and M. Lane to review (.1).
09/01/20	S. Alberts	0.50	400.00	B300	Conference with M. Zeefe concerning union related claims (.3) and follow up (.2).
09/03/20	S. Alberts	1.10	880.00	B300	ARMC Claims. Email concerning status (.1) and CW client about response to SEIU on issues and other plan items. (.7), revised communication to SEIU in light of new information and send to SEIU (.3).
09/10/20	S. Alberts	3.50	2,800.00	B300	Obtain information requested by S. Hepner on two individuals and sent to her and along with brief update (.3), communicate with SEIU about extension of response date to Admin Motion and review and approve stipulation (.2) and sent to SEIU (.1) and oversaw filing (.1), substantial revise SEIU Settlement Agreement to address issues discussed with SEIU last week (2.6) and send to SEIU with cover (.1), email to client concerning production of exhibits for SEIU Settlement (.1).
09/11/20	S. Alberts	2.40	1,920.00	B300	Conference with S. Hepner about settlement agreement, revisions and next steps (.7), revise settlement per discussion with S. Hepner (1.2) and circulate to SEIU (.1) and client with need for exhibits (.1) and follow up on need for motion (.1) and individualized details for all 190+ beneficiaries (.2).
09/14/20	S. Alberts	0.90	720.00	B300	Conference with Lapis about plan issues (.3), conference with working group about Cerner settlement (.5) and follow up on Cerner settlement (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/15/20	S. Alberts	0.60	480.00	B300	Conference with S. Hepner (.1), CW D. Cook concerning status of settlement motion (.1) and CW E. Davis about status of exhibit (.1), obtain and review Exhibits from client and respond (.3).
09/15/20	S. Alberts	0.20	160.00	B300	Review response from Cerner and need for broader meeting (.1) and follow up (.1).
09/17/20	S. Alberts	1.00	800.00	B300	Conference with Working Group about various Plan related issues, including claims.
09/18/20	D. Cook	0.30	141.53	B300	Analysis regarding opt outs and releases in the Ninth Circuit (.3);
09/18/20	S. Alberts	1.50	1,200.00	B300	Review ballot form and provide comments (.3), Communicate concerning status of discussion with Lapis and UCC and settlement of issues (.5), review and provide comments to response to objections to disclosure statement (.7).
09/18/20	S. Alberts	0.80	640.00	B300	Communicate about Cerner admin claim and best response, review and provide comments to opposition (.7) and follow up (.1).
09/21/20	S. Alberts	0.70	560.00	B300	Conference with Cerner about potential claim resolution (.5) and follow up with S. Maizel (.2).
09/21/20	S. Alberts	0.50	400.00	B300	Assess plan issues in light of new developments.
09/23/20	S. Alberts	0.80	640.00	B300	Conference with S. Maizel concerning plan status and issues (.3), conference with M. Lane and M. Schwarzman regarding Plan and other case issues (.3), communication regarding plan modification issues (.2).
09/23/20	S. Alberts	0.40	320.00	B300	Review admin claims status.
09/24/20	S. Alberts	0.20	160.00	B300	Communicate with SEIU and follow up with client.
09/24/20	S. Alberts	0.20	160.00	B300	Communications about cure and contract treatment under plan.
09/28/20	S. Alberts	0.20	160.00	B300	Review and assess Lapis proposed changes to the UCC term sheet and follow up with co-counsel.

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/29/20	S. Alberts	0.30	240.00	B300	Review Lapis comments to UCC settlement and follow up with co-counsel.
09/30/20	S. Alberts	0.60	480.00	B300	Receive and review Cerner response to settlement proposal (.2) and follow-ups concerning possible response to Cerner administrative claim (.2), review email, respond to SEIU and follow-up (.2).
09/30/20	S. Alberts	0.60	480.00	B300	Communication about plan and disclosure issues.
	<b>Subtotal</b>	<b>19.00</b>	<b>15,101.53</b>		

**B310 - Claims Administration and Objections**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/01/20	S. Schrag	4.60	1,857.25	B310	Confer with S. Maizel and S. McCandless regarding labor law issues (.5); draft proposed orders regarding admin expenses (.9); confer with Nuance counsel (.7); call with J. Andersen and M. Lane regarding Nuance (.3); address other issues related to admin expense claims (2.2).
09/01/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re Cerner admin expense issues.
09/01/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re Nuance admin expense motion.
09/01/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re Horizon motion re admin expenses.
09/01/20	S. Maizel	0.10	80.00	B310	Telephone conference with Vickie Driver re pending issues.
09/01/20	G. Miller	0.30	167.03	B310	Finalize notice of continued disclosure statement and file same.
09/02/20	S. Maizel	0.30	240.00	B310	Telephone conference with S. McCandless and S. Schrag re Lewis claims.
09/02/20	S. Schrag	2.50	1,009.38	B310	Confer with L. Butler (.2); opposing counsel confer with counsel regarding admin claims (.7); review admin claims further (.8); confer with client regarding admin claims (.5); confer with S. Maizel regarding admin claims (.3).
09/02/20	S. Maizel	0.40	320.00	B310	Review and respond to emails re Cerner issues (.2); review settlement proposal from Cerner (.2).
09/02/20	S. Schrag	1.80	726.75	B310	Confer with S. Maizel and S. Mccandless regarding Washington law(.5); conduct followup research regarding the same (1.3).
09/03/20	S. Maizel	0.20	160.00	B310	Review and respond to emails from S. Schrag re resolution of motions for admin expense treatment.
09/03/20	S. Maizel	0.40	320.00	B310	Review and respond to emails re possible settlement offer to Cerner.

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/03/20	S. Schrag	3.50	1,413.13	B310	Confer with Advanced Transfusion attorney (.3); confer with TIAA counsel regarding equipment pickup (.2); confer with Nuance counsel (.3); confer with DaVita counsel (.1); confer with Bruce Epps counsel (.1); confer with Cynthia Lewis counsel (.1); confer with client regarding outstanding issues (.9); confer with S. Maizel regarding outstanding issues (1.5).
09/04/20	S. Schrag	3.20	1,292.00	B310	Continue to draft correspondence to medical malpractice claimant (.1); confer with Dentons, KCC, and local counsel regarding the same (.3); conduct research regarding the same (.2); draft stipulations to continue deadlines and correspond with opposing counsel regarding time line (1.0); confer with S. Maizel regarding proposals and outstanding issues (.4); confer with M. Owens and M. Lane regarding Heritage claim (.1); confer with Heritage University regarding claim (.3); confer with M. Lane regarding ER Group (.2); confer with M. Lane, J. Gallagher, and S. Maizel regarding outstanding admin claim issues (.4); confer with opposing counsel regarding claims (.1); confer with D. Pina regarding filings (.1).
09/04/20	D. Pina	1.50	484.50	B310	Communications and coordination of filing stipulations extending deadlines related to administrative expense claims of Advanced Transfusion Services, Nuance Communications, Cynthia Lewis and Davita, Inc. (.2); finalize, electronically file and circulate copies of filings with related updated portion of docket sheet to S. Schrag (1.3).
09/04/20	S. Maizel	0.30	240.00	B310	Review and respond to emails re Cerner issues.
09/04/20	S. Maizel	0.10	80.00	B310	Telephone conference with S. Schrag re admin expense motion resolutions.
09/04/20	S. Maizel	0.80	640.00	B310	Review and revise settlement proposal for Cerner.

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09/04/20	K.M. Howard	0.40	112.20	B310	Analysis of Third Stipulation to Extend Reply Deadlines to Cerner's Motion for Payment of Administrative Claims and reviewed and revised Critical Dates Memorandum (.3) and Objection Deadlines Chart (.1).
09/04/20	K.M. Howard	0.40	112.20	B310	Analysis of Second Stipulation to Extend Reply Deadlines to DaVita's Motion for Payment of Administrative Claims and reviewed and revised Critical Dates Memorandum (.3) and Objection Deadlines Chart (.1).
09/04/20	K.M. Howard	0.40	112.20	B310	Analysis of Epps' Withdrawal of Motion for Allowance of Administrative Claim and reviewed and revised Critical Dates Memorandum and Objection Deadline Chart.
09/04/20	K.M. Howard	0.40	112.20	B310	Analysis of Second Stipulation Extending Responsive Deadlines to Cynthia Lewis' Motion for Allowance of Administrative Claim and reviewed and revised Critical Dates Memorandum (.3) and Objection Deadline Charts (.1).
09/04/20	K.M. Howard	0.40	112.20	B310	Analysis of Second Stipulation Continuing Reply Deadlines to Cynthia Nuance Communications' Motion for Allowance of Administrative Expense Claim and reviewed and revised Critical Dates Memorandum (.3) and Objection Deadline Charts (.1).
09/04/20	K.M. Howard	0.40	112.20	B310	Analysis of Second Stipulation to Extend Reply Deadlines to Advanced Transfusion's Motion for Payment of Administrative Claims and reviewed and revised Critical Dates Memorandum (.3) and Objection Deadlines Chart (.1).
09/04/20	K.M. Howard	0.20	56.10	B310	Analysis of Agreed Order Granting Horizon Mental Health Management's Motion for Allowance of Administrative Expense Claim and reconciled same with Critical Dates Memorandum and Objection Deadlines chart.

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/04/20	K.M. Howard	0.40	112.20	B310	Analysis of Order Denying DaVita's Motion to Seal Documents and reviewed and revised Critical Dates Memorandum accordingly.
09/06/20	S. Schrag	0.80	323.00	B310	Review certain claims and confer with S. Maizel regarding the same.
09/06/20	S. Maizel	0.30	240.00	B310	Telephone conference with S. Schrag re admin expense motions.
09/07/20	S. Schrag	4.40	1,776.50	B310	Conduct research regarding employment law (3.2); review allegations (.4); begin drafting analysis for client (.8).
09/08/20	S. Maizel	0.40	320.00	B310	Telephone conference with V. Driver re PCO issues (.2); draft email to J. Gallagher, etc. re same (.2).
09/08/20	S. Schrag	2.00	807.50	B310	Conduct further research regarding employment law (.9); continue drafting analysis for client (.8); confer with S. Maizel (.3).
09/09/20	S. Schrag	0.90	363.38	B310	Confer with S. Maizel regarding draft correspondence to client (.1); confer with M. Lane and J. Gallagher regarding outstanding claims (.3); review correspondence from client (.2); review correspondence from opposing counsel (.3).
09/09/20	S. Maizel	0.30	240.00	B310	Review and respond to emails re C. Lewis admin expense claim.
09/10/20	S. Schrag	8.60	3,472.25	B310	Review correspondence from opposing counsel (1.9); confer with client regarding the same (.3); draft stipulations (.8); draft response (1.5); conduct research regarding the same (1.9); review proposed orders (.4); confer with S. Maizel regarding the same (.2); confer with opposing counsel regarding the same (.3); draft correspondence to opposing counsel regarding claim, bar date, and automatic stay (.7); confer with client regarding Nuance claim (.4); confer with opposing counsel regarding potential settlement (.2).
09/10/20	D. Pina	0.50	161.50	B310	Electronically file and distribute extension of time regarding SEIU administrative claim.

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09/10/20	S. Maizel	2.10	1,680.00	B310	Review and respond to emails re Cerner issues (.5); telephone conference with R. Arrowsmith re same (.1); revise correspondence to R. Arrowsmith re Cerner issues (1.5).
09/11/20	S. Schrag	2.90	1,170.88	B310	Confer with T. Swanson regarding case (.1); confer with Advanced Transfusion attorney (.1); confer with client regarding outstanding issues (.4); conduct research regarding the same (.9); confer with S. Maizel regarding outstanding issues (.4); finalize response (.7); confer with opposing counsel regarding orders (.2); revise the same (.1).
09/11/20	K.M. Howard	0.40	112.20	B310	Analysis of Second Stipulation to extend objection deadline to SEIU's Motion for Payment of Administrative Claims and reviewed and revised Critical Dates Memorandum (.3) and Claims Objection Chart (.1).
09/12/20	S. Schrag	6.80	2,745.50	B310	Confer with S. Maizel regarding admin claims (.1); begin drafting objection to Advanced Transfusion admin claim (1.8); review supporting documents and agreement (.9); review correspondence from T. Cobb regarding Nuance admin claim and possible global settlement (.4); draft response to T. Cobb (.9); confer with client (.3); review material related to claim (1.7); call with T. Cobb (.4); correspond with S. Maizel regarding the same (.3).
09/13/20	S. Schrag	4.30	1,736.13	B310	Continue drafting response to Advanced Transfusion admin claim (3.6); review Nuance correspondence (.5); confer with S. Maizel regarding outstanding admin claims (.2).
09/13/20	S. Alberts	0.20	160.00	B310	Review communications concerning potential settlement.
09/13/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re Nuance admin expense claim.

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09/14/20	S. Schrag	3.90	1,574.63	B310	Draft stipulations (.5); confer with opposing counsel (.7); confer with S. Maizel regarding the same (.2); review and revise objection to Advanced Transfusion admin claim (1.8); confer with client regarding the same (.3); confer with opposing counsel re CenturyLink issue (.2); confer with client regarding the same (.2).
09/14/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re TIAA claims.
09/14/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re Cynthia Lewis claims.
09/14/20	S. Maizel	1.60	1,280.00	B310	Telephone conference with Jim Day, etc. re Cerner issues (.5); telephone conference with R. Arrowsmith, etc. re Cerner issues (.4); telephone conference with W. Kannel re same (x2)(0.4); review and respond to emails re same (.3).
09/14/20	S. Alberts	0.70	560.00	B310	Email communicate with client about status of schedules (.1) , obtain and review draft exhibits (.2), conference with E. Davis about exhibits (.4).
09/14/20	G. Miller	0.50	278.38	B310	Calls with local counsel to discuss vendor litigation.
09/14/20	G. Miller	0.40	222.70	B310	Call with vendor to discuss possible settlement.
09/15/20	K.M. Howard	0.40	112.20	B310	Analysis of Stipulation continuing reply deadlines to Cerner's Motion for Allowance of Administrative Claims and reviewed and revised Critical Dates Memorandum (.3) and Objection Deadline Chart (.1).
09/15/20	K.M. Howard	0.40	112.20	B310	Analysis of stipulation extending Debtors' reply deadline to Nuance Communications' Motion for Allowance of Administrative Claim and reviewed and revised Critical Dates Memorandum (.3) and objection deadline chart (.1).
09/15/20	K.M. Howard	0.40	112.20	B310	Analysis of Stipulation continuing reply deadlines to Cynthia Lewis' Motion for Allowance of Administrative Claims and reviewed and revised Critical Dates Memorandum (.3) and Objection Deadline Chart (.1).

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09/15/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re Advanced Transfusion admin expense.
09/15/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re TIAA admin expense.
09/15/20	S. Maizel	0.30	240.00	B310	Review and respond to emails from R. Arrowsmith re Cerner issues (.1); t/c with M. Lane re Cerner issues (.2).
09/15/20	S. Schrag	4.20	1,695.75	B310	Confer with Lewis counsel re call (.1); review correspondence with Microsoft counsel (.5); correspond with DaVita counsel (.2); confer with courtroom deputy regarding inquiries on payment status (.2); confer with S. Maizel regarding protocol (.2); confer with Advanced counsel regarding agreed order (.2); confer with client regarding the same (.1); confer with client regarding admin claims (.6); conduct research regarding claims (2.1).
09/16/20	S. Schrag	6.10	2,462.88	B310	Confer with M. Zeefe regarding outstanding admin claims (.4); confer with M. Siderius regarding GE Precision admin claim (.2); confer with K. Snyder regarding claim (.2); confer with E. Davis regarding Imrie claim (.3); confer with opposing counsel regarding Imrie claim (.3); draft surreply to J. Ford admin claim (.2); confer with J. Anderson regarding copiers (.4); review contracts regarding the same (.4); conduct research regarding the same (.9); confer with S. Maizel regarding the same (.3); confer with opposing counsel regarding the same (.3); confer with M. Lane and J. Gallagher regarding the same (.2); call with Lewis counsel re admin claim and review follow-up correspondence (1.1); conduct research regarding the same (.4); confer with S. Maizel regarding the same (.2); confer with M. Lane regarding CenturyLink regarding claim (.1); confer with client regarding Microsoft admin claim (.2).
09/16/20	S. Maizel	1.20	960.00	B310	Telephone conference with attorney for Cynthia Lewis, etc. re admin expense claim (.4); telephone conference with S. Schrag re same (.1); review and respond to emails re same (.7).

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09/16/20	S. Maizel	0.30	240.00	B310	Review and respond to emails re Canon Fin. Servs. copiers and admin expense claim
09/16/20	M. Zeefe	0.70	348.08	B310	Review administrative claim 1514 (0.2); email to J. Day and T. Buford re same (0.5).
09/17/20	M. Zeefe	0.10	49.73	B310	Emails with J. Day re GE administrative claim.
09/17/20	S. Schrag	6.90	2,785.88	B310	Review correspondence from opposing counsel (.6); conduct research regarding admin claims (2.3); confer with S. Mazel regarding claims (.4); confer with J. Anderson regarding claims (.6); confer with S. Maizel, G. Miller, S. Alberts, and M. Lane regarding status of claims (1.0); conduct follow-up research (.4); confer with T. Buford regarding claims (.3); confer with A. Doupe regarding TIAA claims (.3); review material related to the same (.5); confer with S. Maizel regarding the same (.1); confer with CenturyLink counsel (.1); confer with Committee counsel regarding email (.3).
09/17/20	G. Miller	0.20	111.35	B310	Call with S. Schrag re vendor litigation.
09/17/20	S. Maizel	0.40	320.00	B310	Review and respond to emails re TIAA claims.
09/17/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re Microsoft admin expense claims.
09/17/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re MOB sales efforts.
09/17/20	S. Maizel	1.00	800.00	B310	Telephone conference with M. Lane, etc. re pending issues.
09/17/20	S. Maizel	0.30	240.00	B310	Telephone conference with Teri Stratton, etc. re refi issues.
09/17/20	S. Maizel	0.50	400.00	B310	Review 9th Circuit decision on Medicaid recoupment vis-à-vis state claims against estate.
09/18/20	S. Maizel	0.60	480.00	B310	Review and respond to emails re Cynthia Lewis admin expense issues (.4); telephone conference with John Gallagher re same (.2).

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/18/20	S. Maizel	1.50	1,200.00	B310	Telephone conference with Darrell Clark re Cerner motion re admin expenses (.1); review and respond to emails re same (.9); telephone conference with Jim Day, etc. re same (.5).
09/18/20	S. Schrag	3.30	1,332.38	B310	Review correspondence from Apogee counsel and draft response (.1); confer with S. Maizel regarding the same (.1); confer with Veasey counsel (.4); confer with S. Maizel regarding the same (.2); confer with client regarding the same (.2); confer with Lewis counsel (.2); review materials related to surreply (.6); conduct research regarding the same (.9); draft surreply (.6).
09/19/20	S. Maizel	0.10	80.00	B310	Review emails re Cerner admin expense claims.
09/21/20	S. Schrag	5.90	2,382.13	B310	Revise correspondence to J. Munding re Apogee (.4); confer with S. Maizel regarding the same (.2); confer with client regarding Microsoft (.3); confer with Microsoft counsel (.2); review correspondence from Nuance counsel (.2); confer with J. Day and T. Buford regarding admin claims (.8); confer with Abbott counsel (.5); conduct research regarding admin claims (1.9); draft reply (.9); confer with opposing counsel regarding outstanding issues (.6).
09/21/20	S. Maizel	0.50	400.00	B310	Review plan of action for dealing with claims post-confirmation (committee v. debtor).
09/21/20	S. Maizel	1.40	1,120.00	B310	Telephone conference with P. Fanning, R. Arrowsmith, etc. re Cerner admin expenses motion (.5); telephone conference with S. Alberts re same (.1); telephone conference with M. Lane re same (.1); telephone conference with John Gallagher, etc., re same (.1); telephone conference with M. Lane re same (.1); telephone conference with W. Kannel re same (.1); telephone conference with M. Sirota re same (.1); review and respond to emails with P. Fanning, etc. re same (.3).
09/21/20	M. Zeefe	0.70	348.08	B310	Team call with J. Day, T. Buford re GE administrative claim.

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09/22/20	K.M. Howard	0.40	112.20	B310	Analysis of stipulation motion to extend deadlines regarding Cerner's Motion for Payment of Administrative Expenses Claims and reviewed and revised Critical Dates Memorandum and Deadline Objection Chart.
09/22/20	S. Schrag	8.10	3,270.38	B310	Draft surreply (4.9); review filings and underlying agreements regarding the same (1.3); conduct research regarding the same (1.1); confer with M. Lane regarding admin agreement (.3); confer with J. Gallagher regarding admin agreement (.4); prepare for hearing (.1).
09/22/20	S. Maizel	0.30	240.00	B310	Review and revise stipulation re TIAA motion for admin claim.
09/22/20	S. Maizel	0.40	320.00	B310	Review and revise replies to Ford motions re admin expenses .
09/23/20	K.M. Howard	0.40	112.20	B310	Analysis of order granting Abbott's Motion for Administrative Claim and reviewed and revised Critical Dates Memorandum.
09/23/20	K.M. Howard	0.40	112.20	B310	Analysis of Amended Notice of Continuance of Hearing regarding TIAA Commercial Finance's Motion for Payment of Administrative Claim and reviewed and revised Critical Dates Memorandum.
09/23/20	K.M. Howard	0.10	28.05	B310	Telephone conference and email exchanges with S. Schrag regarding orders awarding payment of administrative claims.
09/23/20	S. Maizel	0.40	320.00	B310	Telephone conference with S. Schrag re Mendoza v. Astria Health (.1); telephone conference with Abbey Miller, insurance counsel, re Mendoza v. Astria Health (.3).
09/23/20	S. Maizel	1.00	800.00	B310	Review materials re Cerner claims against estate.

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/23/20	S. Schrag	5.40	2,180.25	B310	Review Intuitive Surgical filings (.3); review caselaw re the same (.8); confer with T. Cobb regarding Nuance (.3); review Nuance reseller agreement re language on collection (.2); confer with J. Anderson regarding status of contracts (.2); confer with M. Lane regarding status of claim (.1); prepare for hearing on admin claims (.3); revise letter and confer with M. Baker regarding the same (.5); confer with K. Howard regarding Abbott order (.2); confer with TIAA counsel (.3); confer with courtroom deputy regarding hearing (.1); draft stipulation (1.2); confer with S. Maizel regarding the same (.2); confer with M. Owens regarding insurance premium (.2); confer with S. Maizel regarding the same (.2); confer with client regarding Stryker (.2); confer with D. Leigh regarding the same (.1).
09/24/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re Intuitive Surgical admin expense claim.
09/24/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re Mendoza v. Astria Health.
09/24/20	S. Maizel	2.30	1,840.00	B310	B310 participate in hearing on status of case and multiple admin expense motions (2.0); t/c with J. Gallagher re admin expense motions hearing (.2); t/c with S. Schrag re same (.1).
09/24/20	S. Maizel	0.50	400.00	B310	Review report on status of admin expenses for confirmation purposes.
09/24/20	G. Miller	1.00	556.75	B310	Emails with S.Maizel and S.Alberts re United administrative expense claim
09/25/20	G. Miller	0.70	389.73	B310	Emails with S.Alberts, M.Lane and E.Goldstien re United administrative expense claim
09/25/20	S. Maizel	0.40	320.00	B310	Telephone conference with insurance counsel re Mendoza v. Astria law suit.
09/25/20	S. Maizel	0.30	240.00	B310	Telephone conference with counsel for Cynthia Lewis, etc. re admin expense motion (.2.); telephone conference with S. Schrag re same (.1).

Astria Health - 19-01192-11  
Matter: 15802271-000003  
Invoice No.: 2334951

October 14, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
09/25/20	S. Schrag	5.30	2,139.88	B310	Review correspondence from J. Gallagher regarding claims (.4); review materials related thereto (.5); confer with J. Gallagher regarding the same (.2); confer with S. Maizel regarding claims (.3); draft stipulations (1.4); confer with opposing counsel regarding various stipulations (.4); confer with law clerk and Ford counsel regarding mediation (.2); correspond with client regarding mediations (.3); revise list of claims (.3); confer with S. Maizel regarding outstanding issues (.2); confer with Lewis counsel (.2); confer with S. Maizel regarding the same (.2); correspond with G. Kaplan (.3); confer with S. Maizel regarding the same (.1); review correspondence from WSHA counsel (.2); confer with client regarding the same (.1).
09/26/20	S. Schrag	0.60	242.25	B310	Review correspondence from client (.5); confer with counsel for WSHA regarding the same (.1).
09/28/20	S. Schrag	2.60	1,049.75	B310	Revise admin expense orders (.1); confer with S. Maizel regarding the same (.1); confer with E. Davis regarding Imrie claim (.2); draft stipulation (.5); confer with Imrie counsel regarding the same (.2); confer with J. Munding regarding mediation (.2); confer with Ford counsel regarding mediation (.2); confer with client regarding the same (.2); review material regarding the same (.1); confer with Lewis counsel regarding mediation (.1); conduct research regarding mediation (.6); confer with B. Sheehan regarding the same (.1).
09/28/20	K.M. Howard	0.40	112.20	B310	Analysis of the court's minutes regarding Intuitive Surgical's Motion for Allowance of Administrative Expenses, and setting deadlines regarding a rejection motion and reviewed and revised Critical Dates Memorandum.
09/28/20	G. Miller	0.50	278.38	B310	Call with E. Goldstein re United administrative expense claim (.1); draft stipulation extending reply deadline (.4).

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October 14, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
09/28/20	K.M. Howard	0.40	112.20	B310	Analysis of Stipulation continuing reply deadlines to United Healthcare's Motion for Payment of Administrative Claims and reviewed and revised Critical Dates Memorandum.
09/29/20	S. Schrag	0.80	323.00	B310	Draft response to Margaret Imrie's admin claim (.4); confer with Imrie's counsel (.1); confer with B. Sheehan regarding admin claims re mediation (.1); confer with Apogee counsel (.1); confer with S. McCandless regarding admin claim (.1).
09/29/20	G. Medina	0.30	90.53	B310	File response to admin claim related to Margaret Imrie.
09/29/20	S. Maizel	0.50	400.00	B310	Review and respond to emails re mediation on various administrative expense claims.
09/29/20	S. Maizel	0.80	640.00	B310	Review and respond to emails re Cerner issues (.3); review Cerner settlement proposal (.5).
09/30/20	S. Schrag	1.30	524.88	B310	Confer with S. McCandless regarding admin claim (.9); review emails regarding Cerner admin claim (.2); review email regarding admin claim (.2).
09/30/20	S. Maizel	1.00	800.00	B310	Review and respond to emails from Jim Day re Cerner admin expense response issues (.3); review and respond to emails w/ John Gallagher re same (.2); review and respond to emails re Cerner settlement offer (.5).
Subtotal		140.60	66,663.78		

**B320 - Plan and Disclosure Statement (incl. Business Plan)**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/01/20	K.M. Howard	0.40	112.20	B320	Email exchange with S. Maizel regarding continued hearing and solicitation deadlines (.1); reviewed Critical Dates Memorandum to confirm same and prepared email to S. Maizel regarding findings (.2); reviewed email from G. Miller regarding solicitation deadlines (.1).
09/01/20	K.M. Howard	0.40	112.20	B320	Analysis of Notice of Continuance of Disclosure Statement Hearing and reviewed and revised Critical Dates Memorandum accordingly.
09/01/20	K.M. Howard	0.10	28.05	B320	Analysis of the court's minute order regarding the disclosure statement hearing and reconciled same with Critical Dates Memorandum.
09/01/20	G. Medina	0.40	120.70	B320	Review and Assist G. Miller file notice of Continued Disclosure Statement Hearing.
09/01/20	G. Miller	0.60	334.05	B320	Review response to UST objections to disclosure statement.
09/01/20	G. Miller	4.10	2,282.68	B320	Review Hovenssa liquidation trust agreement (1.7); revise draft litigation trust agreement (2.4).
09/01/20	D. Pina	0.20	64.60	B320	Communications regarding filing of Notice of Hearing on Disclosure Statement (.2).
09/02/20	G. Miller	0.30	167.03	B320	Revise draft litigation trust agreement.
09/02/20	S. Maizel	1.00	800.00	B320	Research re valuation for plan and disclosure statement.
09/02/20	S. Maizel	0.40	320.00	B320	Telephone conference with Lapis and counsel re pending plan issues.
09/02/20	S. Maizel	0.20	160.00	B320	Review and respond to UCC settlement proposal from Lapis.
09/03/20	G. Miller	4.70	2,616.73	B320	Research regarding section 506(a) and plan of reorganization.
09/03/20	G. Miller	0.80	445.40	B320	Revise draft litigation trust agreement.
09/03/20	S. Maizel	0.10	80.00	B320	Telephone conference with W. Kannel re disclosure statement settlement with UCC, etc.

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October 14, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
09/04/20	S. Maizel	0.70	560.00	B320	Review and revise amended plan resulting from PCO, UST, and court comments.
09/04/20	S. Maizel	0.50	400.00	B320	Review settlement proposal for UCC re plan issues.
09/04/20	S. Maizel	0.30	240.00	B320	Telephone conference with Mike Lane re plan financing issues.
09/06/20	S. Maizel	0.50	400.00	B320	Review most current settlement proposal for UCC from Lapis.
09/07/20	S. Maizel	0.50	400.00	B320	Review most current settlement proposal for Cerner from Lapis.
09/08/20	T. Koshak	0.70	261.80	B320	Reviewing and analyzing PDFs of contracts rejected under the plan, and ensuring that such contracts are marked as rejected under the case team's global spreadsheet.
09/08/20	S. Maizel	0.60	480.00	B320	Telephone conference with A. Sherman re UCC issues on plan (.1); review revised settlement proposal from Lapis for UCC (.5).
09/09/20	S. Maizel	0.20	160.00	B320	Telephone conference with W. Kannel re UCC objection to disclosure statement issues.
09/10/20	S. Maizel	1.10	880.00	B320	Review and respond to emails re UCC settlement re objection (.5); telephone conference with A. Sherman re same (.3); telephone conference with M. Sirota re same (.1); t/c with M. Lane re same (.1); t/c with J. Gallagher re same (.1).
09/13/20	G. Miller	1.50	835.13	B320	Draft form of notice of confirmation hearing.
09/14/20	G. Miller	2.40	1,336.20	B320	Draft form of notice of confirmation hearing.
09/14/20	G. Miller	2.80	1,558.90	B320	Draft order approving disclosure statement and solicitation procedures.
09/14/20	G. Miller	0.60	334.05	B320	Draft notice of non-voting accepting status and confirmation hearing.
09/14/20	S. Maizel	1.10	880.00	B320	Telephone conference with Lapis counsel re plan issues (.3); telephone conference with J. Gallagher re same (.5); telephone conference with M. Lane re same (.3).
09/15/20	S. Maizel	0.30	240.00	B320	Telephone conference with UCC counsel and Lapis counsel re plan objections.

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Date	Timekeeper	Hours	Amount	Task	Narrative
09/16/20	S. Maizel	0.90	720.00	B320	Telephone conference with A. Sherman re plan objection issues (.2); telephone conference with M. Lane re same (.2); drafting email to J. Gallagher re settlement of UCC plan issues (.5).
09/16/20	G. Miller	3.30	1,837.28	B320	Revise response to objections to disclosure statement.
09/16/20	G. Miller	0.30	167.03	B320	Revise draft form of ballots.
09/17/20	G. Miller	1.50	835.13	B320	Revise draft form of ballots.
09/18/20	M. Zeefe	0.30	149.18	B320	Review draft reply re disclosure statement motion, and emails re same.
09/18/20	S. Maizel	0.70	560.00	B320	Review plan issues related to UCC objection.
09/18/20	G. Miller	0.50	278.38	B320	Revise response to objections to disclosure statement.
09/18/20	G. Miller	3.30	1,837.28	B320	Revise draft form of ballots and emails with S. Alberts re same (1.6); research re third party releases (1.7).
09/18/20	G. Miller	0.70	389.73	B320	Calls and emails re continuance of disclosure statement hearing.
09/19/20	G. Miller	1.90	1,057.83	B320	Revise response to objections to disclosure statement.
09/20/20	G. Miller	0.80	445.40	B320	Draft stipulation continuing disclosure statement hearing and related notice of continue hearing.
09/21/20	S. Maizel	0.40	320.00	B320	Telephone conference with A. Sherman, etc. re UCC disclosure statement objections (.2); review and respond to emails re same (.2).
09/21/20	S. Maizel	1.50	1,200.00	B320	Review potential revisions to disclosure statement and plan to reflect UCC agreement .
09/21/20	S. Maizel	0.50	400.00	B320	Review status of admin expenses re confirmation issues.
09/21/20	S. Maizel	0.50	400.00	B320	Research re UCC as co-plan proponent vs. letter insert.
09/21/20	G. Medina	0.40	120.70	B320	Review and file Stipulation continuing Disclosure Statement hearing and Upload Order per the request of G. Miller.

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October 14, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
09/22/20	S. Maizel	0.10	80.00	B320	Telephone conference with A. Sherman re UCC objections to plan issues.
09/22/20	K.M. Howard	0.40	112.20	B320	Analysis of Fourth Stipulation Continuing Disclosure Statement Hearing and Applicable Deadlines and reviewed and revised Critical Dates Memorandum.
09/23/20	K.M. Howard	0.30	84.15	B320	Analysis of court's order approving the Fourth Stipulation to Continue the Disclosure Statement hearing and applicable deadlines, noting changes and reconciled same with Critical Dates Memorandum.
09/23/20	G. Medina	0.40	120.70	B320	File at the request of G. Miller Notice of Continued DS Hearing and send e copy of filed notice to G. Miller.
09/23/20	S. Maizel	1.00	800.00	B320	Review possible revisions to disclosure statement and plan re UCC compromise.
09/23/20	G. Miller	0.10	55.68	B320	File revised notice of continued disclosure statement hearing.
09/23/20	S. Maizel	1.10	880.00	B320	Telephone conference with S. Alberts re disclosure statement issues (.6); telephone conference with J. Gallagher, etc. re same (.5).
09/24/20	S. Maizel	0.80	640.00	B320	Review disclosure statement and plan re treatment of possible vendor litigation.
09/24/20	G. Miller	0.50	278.38	B320	Revise plan and disclosure statement and circulate current drafts to Committee
09/25/20	S. Maizel	0.30	240.00	B320	Telephone conference with A. Sherman, etc. re plan issues (.1); telephone conference with J. Gallagher, M. Lane re same (.2).
09/25/20	S. Maizel	1.00	800.00	B320	Telephone conference with w/ Chris Janney, etc. re Anti-Kickback investigation re MOB (.6); telephone conference with J. Gallagher and M. Lane re same (.2); review and respond to emails re same (.2).
09/25/20	S. Maizel	1.50	1,200.00	B320	Review plan and disclosure statement re revisions for Committee and PCO comments.
09/25/20	S. Maizel	0.50	400.00	B320	Review status of admin expenses re plan and disclosure statement.

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October 14, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
09/27/20	G. Miller	1.40	779.45	B320	Research re response to objections to disclosure statement
09/27/20	S. Maizel	0.30	240.00	B320	Telephone conference with counsel for Lapis re pending confirmation issues.
09/28/20	G. Miller	3.80	2,115.65	B320	Research re response to objections to disclosure statement.
09/29/20	G. Miller	0.20	111.35	B320	Research re response to objections to disclosure statement.
09/29/20	S. Maizel	0.80	640.00	B320	Telephone conference with M. Schwarzmunn re administrative expense issues re confirmation (.4); telephone conference with M. Lane re same (.2); telephone conference with John Gallagher re same (.2).
09/29/20	S. Maizel	0.30	240.00	B320	Review and respond to emails re term sheet with UCC re plan objections settlement.
09/29/20	S. Maizel	0.30	240.00	B320	Review and respond to emails re Lapis issues on plan.
09/30/20	S. Maizel	0.30	240.00	B320	Review and respond to emails re continuing hearing on disclosure statement.
09/30/20	S. Maizel	0.30	240.00	B320	Telephone conference with W. Kannel re plan issues (x2).
09/30/20	G. Miller	0.60	334.05	B320	Draft stipulation continuing disclosure statement hearing and related proposed order and notice.
<b>Subtotal</b>		<b>61.30</b>	<b>38,199.27</b>		

**EMP - Employment**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/02/20	S. McCandless	1.00	800.00	EMP	Conference call with S. Maizel and S. Schrag regarding handling of C. Lewis claim and related legal issues (.50); prepare for same (.30); related brief research (.20).
09/11/20	D. Cook	0.40	188.70	EMP	Communication with S. Albers regarding SEIU settlement materials (.1); analysis regarding same (.3);
09/14/20	D. Cook	0.20	94.35	EMP	Analysis regarding underlying materials in connection with 9019 settlement motion with SEIU (.2);
09/15/20	D. Cook	2.40	1,132.20	EMP	Telephone conference with S. Albers regarding SEIU 9019 motion (.1); analysis of draft settlement agreement and underlying materials in connection with same (.6); draft SEIU 9019 motion (1.7);
09/16/20	D. Cook	6.80	3,207.90	EMP	Analysis regarding draft SEIU settlement agreement (.6); analysis regarding previous filings relating to SEIU claims (.5); draft 9019 motion (4.1); draft motion to seal regarding same (1.3); draft proposed order regarding seal (.3);
09/21/20	D. Cook	0.20	94.35	EMP	Communications with Dentons team regarding SEIU settlement (.2);
09/28/20	S. McCandless	0.40	320.00	EMP	Communicate with S. Schrag regarding status and further handling of Lewis matter.
09/29/20	S. McCandless	0.50	400.00	EMP	Review of information previously received regarding C. Lewis administrative claim in preparation for strategy discussion with S. Schrag.
09/30/20	S. McCandless	1.70	1,360.00	EMP	Discussion with S. Schrag regarding status, strategy, and handling as to C. Lewis administrative claim (.90); initial review of related detailed correspondence from opposing counsel (.80).
<b>Subtotal</b>		<b>13.60</b>	<b>7,597.50</b>		

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October 14, 2020

**REP - Reporting**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/18/20	K.M. Howard	0.60	168.30	REP	Email exchange with M. Schwarzmann regarding Debtor's bank statements (.1); accessed NonDebtor Dataroom and setup placeholder file for same (.1); received, organized and incorporated Debtor's bank statements for August 2020 (.4).
09/23/20	K.M. Howard	0.90	252.45	REP	Reviewed Debtors' bank statement for privileged and redacted confidential and privileged information in conjunction with filing statements as exhibits to August MOR.
09/24/20	K.M. Howard	3.60	1,009.80	REP	Further organization and analysis of Debtors' bank statements for privileged and confidential information and redacted same (2.4); reviewed August Monthly Operating Statement and prepared same for filing including the exhibits (.5); reviewed and revised questionnaire (.2); email exchange with J. Gallagher (.1); finalized August Monthly Operating Statement and filed same (.4).
Subtotal		5.10	1,430.55		

**SUMMARY OF AMOUNT DUE BY TASK CODE**

<b><u>Task Code</u></b>	<b><u>Task Code Name</u></b>	<b><u>Fees</u></b>
B100	Administration	3,920.00
B110	Case Administration	12,038.27
B130	Asset Disposition	9,092.96
B140	Relief from Stay/Adequate Protection Proceedings	2,739.54
B150	Meetings of and Communications with Creditors	2,111.35
B160	Fee/Employment Applications	7,111.00
B185	Assumption/Rejection of Leases and Contracts	16,208.87
B190	Other Contested Matters (excl. assumption/rejection motions)	2,457.38
B200	Operations	160.00
B210	Business Operations	481.50
B230	Financing/Cash Collections	2,160.00
B260	Board of Directors Matters	800.00
B300	Claims and Plan	15,101.53
B310	Claims Administration and Objections	66,663.78
B320	Plan and Disclosure Statement (incl. Business Plan)	38,199.27
EMP	Employment	7,597.50
REP	Reporting	1,430.55
	Total This Matter	\$188,273.50

**TIME AND FEE SUMMARY**

<b><u>Timekeeper</u></b>	<b><u>Rate</u></b>	<b><u>Hours</u></b>	<b><u>Fees</u></b>
S. Alberts	\$800.00	24.70	\$19,760.00
S. Maizel	\$800.00	67.40	\$53,920.00
S. McCandless	\$800.00	4.70	\$3,760.00
J.A. Moe, II	\$599.25	8.00	\$4,794.02
M. Zeefe	\$497.25	1.80	\$895.07
G. Miller	\$556.75	54.70	\$30,454.36

Astria Health - 19-01192-11  
Matter: 15802271-000003  
Invoice No.: 2334951

October 14, 2020

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Schrag	\$403.75	144.40	\$58,301.60
D. Cook	\$471.75	12.20	\$5,755.36
T. Koshak	\$374.00	0.70	\$261.80
D. Pina	\$323.00	2.20	\$710.60
G. Medina	\$301.75	4.50	\$1,357.89
K.M. Howard	\$280.50	<u>29.60</u>	<u>\$8,302.80</u>
Totals		354.90	\$188,273.50

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/24/2020	Outside Copying/Printing John A. Moe, II, Copying charges for Astria - Dentons Fee Application	5.48
	SUBTOTAL	5.48
9/7/2020	WESTLAW SCHRAG\SARAH	75.00
9/8/2020	WESTLAW SCHRAG\SARAH	225.00
9/15/2020	WESTLAW SCHRAG\SARAH	75.00
9/16/2020	WESTLAW SCHRAG\SARAH	75.00
9/17/2020	WESTLAW SCHRAG\SARAH	150.00
9/18/2020	WESTLAW SCHRAG\SARAH	150.00
9/21/2020	WESTLAW SCHRAG\SARAH	300.00
	SUBTOTAL	1,050.00
	Total Disbursements	\$1,055.48
	Total This Matter	\$189,328.98

Fee Total \$ 188,273.50

Disbursement Total \$ 1,055.48

Invoice Total \$ 189,328.98

Astria Health  
1806 Yakima Valley Hwy.  
Sunnyside, WA 98944  
USA

October 14, 2020

**Invoice No. 2334953**

SHC Medical Center-Yakima (19-01192-11)

Payment Due Upon Receipt

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Total This Invoice \$ 2,520.64

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233 South Wacker Drive  
Chicago, IL 60604-6404

Payment by wire transfer/ACH should be sent to:

Citi Private Bank  
227 W Monroe, Chicago, IL 60606  
ABA Transit # 271070801  
Account # 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33  
Reference Invoice # and/or client matter #

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

S. Maizel



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

Alston Hunt Floyd & Ing is now  
Dentons -- continuing services  
throughout Hawai'i  
dentons.com

Astria Health  
1806 Yakima Valley Hyw.  
Sunnyside, WA 98944  
USA

October 14, 2020

**Invoice No. 2334953**

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For Professional Services Rendered through September 30, 2020:

Matter: 15802271-000009  
SHC Medical Center-Yakima (19-01192-11)

**AGI - Attorney General Issues**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/25/20	G. Weinreich	0.80	640.00	AGI	Prepare for and attend call with internal team; notes to file; edit follow up email to S. Maizel.
	<b>Subtotal</b>	<b>0.80</b>	<b>640.00</b>		

Astria Health  
SHC Medical Center-Yakima (19-01192-11)  
Matter: 15802271-000009  
Invoice No.: 2334953

October 14, 2020

**B420 - Restructurings**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/01/20	C. Janney	0.50	376.13	B420	Telecon with S. Maizel regarding potential AKS issue; analyze same.
09/24/20	C. Janney	0.50	376.13	B420	Exchange emails with Dentons team regarding potential AKS issue/investigation; review file.
09/25/20	C. Janney	1.50	1,128.38	B420	Telecon with S. Maizel, S. Alberts, and G. Weinreich regarding AKS internal/limited scope investigation; review related file; draft email to S. Maizel regarding credentials.
	<b>Subtotal</b>	<b>2.50</b>	<b>1,880.64</b>		

Astria Health  
SHC Medical Center-Yakima (19-01192-11)  
Matter: 15802271-000009  
Invoice No.: 2334953

October 14, 2020

**SUMMARY OF AMOUNT DUE BY TASK CODE**

<b>Task Code</b>	<b>Task Code Name</b>	<b>Fees</b>
AGI	Attorney General Issues	640.00
B420	Restructurings	1,880.64
	Total This Matter	\$2,520.64

**TIME AND FEE SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
G. Weinreich	\$800.00	0.80	\$640.00
C. Janney	\$752.25	<u>2.50</u>	<u>\$1,880.64</u>
Totals		3.30	\$2,520.64
Fee Total	\$	2,520.64	
Invoice Total	\$	<u>2,520.64</u>	

Astria Health  
1806 Yakima Valley Hwy.  
Sunnyside, WA 98944  
USA

October 14, 2020

**Invoice No. 2334952**Matter: 15802271-000008  
SHC Medical Center-Toppenish (19-01190-11)

Payment Due Upon Receipt

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Total This Invoice	\$ 80.00
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Chicago, IL 60606

OR

In the case of overnight deliveries to:

SNR Denton US LLP  
Attention: Accounting  
233 South Wacker Drive  
Chicago, IL 60604-6404

Payment by wire transfer/ACH should be sent to:

Citi Private Bank  
227 W Monroe, Chicago, IL 60606  
ABA Transit # 271070801  
Account # 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33  
Reference Invoice # and/or client matter #

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

S. Maizel



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

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Astria Health  
1806 Yakima Valley Hyw.  
Sunnyside, WA 98944  
USA

October 14, 2020

**Invoice No. 2334952**

For Professional Services Rendered through September 30, 2020:

Matter: 15802271-000008  
SHC Medical Center-Toppenish (19-01190-11)

**B190 - Other Contested Matters (excl. assumption/rejection motions)**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/09/20	S. Maizel	0.10	80.00	B190	Review and respond to emails re summons received at Toppenish.
	<b>Subtotal</b>	<b>0.10</b>	<b>80.00</b>		

SHC Medical Center-Toppenish (19-01190-11)  
Matter: 15802271-000008  
Invoice No.: 2334952

October 14, 2020

**SUMMARY OF AMOUNT DUE BY TASK CODE**

<b><u>Task Code</u></b>	<b><u>Task Code Name</u></b>	<b><u>Fees</u></b>
B190	Other Contested Matters (excl. assumption/rejection motions)	80.00
	Total This Matter	\$80.00

**TIME AND FEE SUMMARY**

<b><u>Timekeeper</u></b>	<b><u>Rate</u></b>	<b><u>Hours</u></b>	<b><u>Fees</u></b>
S. Maizel	\$800.00	0.10	<u>\$80.00</u>
Totals		0.10	\$80.00
Fee Total	\$	80.00	
Invoice Total	\$	<u>80.00</u>	

Astria Health  
1806 Yakima Valley Hyw.  
Sunnyside, WA 98944  
USA

October 14, 2020

**Invoice No. 2334956**Matter: 15802271-000010  
Sunnyside Community Hospital Association (19-01191-11)

Payment Due Upon Receipt

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Total This Invoice \$ 1,332.38

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233 South Wacker Drive  
Chicago, IL 60604-6404

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Citi Private Bank  
227 W Monroe, Chicago, IL 60606  
ABA Transit # 271070801  
Account # 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33  
Reference Invoice # and/or client matter #

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October 14, 2020

Invoice No. 2334956

For Professional Services Rendered through September 30, 2020:

Matter: 15802271-000010  
Sunnyside Community Hospital Association (19-01191-11)

**B140 - Relief from Stay/Adequate Protection Proceedings**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/25/20	S. Schrag	0.60	242.25	B140	Review material from insurance counsel (.2); confer with the same regarding Mendoza stay violation (.3); confer with K. Howard regarding notice of bankruptcy (.1).
Subtotal		0.60	242.25		

Astria Health  
Matter: 15802271-000010  
Sunnyside Community Hospital Association (19-01191-11  
Invoice No.: 2334956

October 14, 2020

**B185 - Assumption/Rejection of Leases and Contracts**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/15/20	S. Schrag	2.70	1,090.13	B185	Conduct research regarding lease (1.4); confer with S. Maizel regarding Med One equipment (.2); review TIAA and Frontier agreements (.7); confer with counsel regarding the same (.3); confer with client regarding the same (.4).
<b>Subtotal</b>		<b>2.70</b>	<b>1,090.13</b>		

Astria Health  
Matter: 15802271-000010  
Sunnyside Community Hospital Association (19-01191-11  
Invoice No.: 2334956

October 14, 2020

**SUMMARY OF AMOUNT DUE BY TASK CODE**

<b><u>Task Code</u></b>	<b><u>Task Code Name</u></b>	<b><u>Fees</u></b>
B140	Relief from Stay/Adequate Protection Proceedings	242.25
B185	Assumption/Rejection of Leases and Contracts	1,090.13
	Total This Matter	\$1,332.38

**TIME AND FEE SUMMARY**

<b><u>Timekeeper</u></b>	<b><u>Rate</u></b>	<b><u>Hours</u></b>	<b><u>Fees</u></b>
S. Schrag	\$403.75	<u>3.30</u>	<u>\$1,332.38</u>
Totals		3.30	\$1,332.38
Fee Total	\$	1,332.38	
Invoice Total	\$	<u>1,332.38</u>	



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Sunnyside, WA 98944  
USA

October 14, 2020

**Invoice No. 2334960**

Matter: 15802271-000017  
Astria adv. SBA (2:20-ap-80016)

Payment Due Upon Receipt

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Total This Invoice	\$ 2,599.43
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ABA Transit # 271070801  
Account # 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33

Reference Invoice # and/or client matter #

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Questions relating to this invoice should be directed to:

S. Maizel

Astria Health  
1806 Yakima Valley Hyw.  
Sunnyside, WA 98944  
USA

October 14, 2020

**Invoice No. 2334960**

For Professional Services Rendered through September 30, 2020:

Matter: 15802271-000017  
Astria adv. SBA (2:20-ap-80016)**APP - Appellate Proceedings**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/14/20	S. Schrag	1.50	605.63	APP	Review dockets and filings in preparation for upcoming filing (.8); confer with Court Clerk (.2); confer with T. Buford (.5).
09/15/20	S. Schrag	0.60	242.25	APP	Review filings to discuss with court clerk regarding docket entries.
09/16/20	S. Schrag	0.40	161.50	APP	Confer with court clerk regarding phv and court docket for withdrawal of reference motion (.3); confer with T. Buford regarding the same (.1).
09/22/20	K.M. Howard	0.80	224.40	APP	Analysis of USDC docket in SBA appeal to determine status of withdrawal of reference (.2); prepared email to S. Maizel regarding findings (.1); further email exchanges with S. Maizel regarding briefing schedule (.1); telephone conference with S. Schrag regarding the court's error in setting briefing schedule (.1); reviewed and revised Critical Dates Memorandum accordingly (.3).
09/28/20	S. Schrag	0.40	161.50	APP	Begin reviewing SBA's brief (.3); confer with S. Maizel regarding the same (.1).
09/28/20	K.M. Howard	0.30	84.15	APP	Analysis of appellant's opening brief and reviewed Critical Dates Memorandum and reconciled briefing deadlines.
<b>Subtotal</b>		<b>4.00</b>	<b>1,479.43</b>		

Astria Health  
Matter: 15802271-000017  
Astria adv. SBA (2:20-ap-80016)  
Invoice No.: 2334960

October 14, 2020

**B190 - Other Contested Matters (excl. assumption/rejection motions)**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/22/20	S. Maizel	0.40	320.00	B190	Review pending issues regarding appeal and motion to withdraw the reference (.3); t/c with Sarah Schrag about same (.1).
09/29/20	S. Maizel	0.50	400.00	B190	Review SBA opening appellate brief.
09/30/20	S. Maizel	0.50	400.00	B190	Review and respond to emails re SBA and forgiveness of PPP loans.
	<b>Subtotal</b>	<b>1.40</b>	<b>1,120.00</b>		

Astria Health  
Matter: 15802271-000017  
Astria adv. SBA (2:20-ap-80016)  
Invoice No.: 2334960

October 14, 2020

**SUMMARY OF AMOUNT DUE BY TASK CODE**

<b><u>Task Code</u></b>	<b><u>Task Code Name</u></b>	<b><u>Fees</u></b>
APP	Appellate Proceedings	1,479.43
B190	Other Contested Matters (excl. assumption/rejection motions)	1,120.00
	Total This Matter	\$2,599.43

**TIME AND FEE SUMMARY**

<b><u>Timekeeper</u></b>	<b><u>Rate</u></b>	<b><u>Hours</u></b>	<b><u>Fees</u></b>
S. Maizel	\$800.00	1.40	\$1,120.00
S. Schrag	\$403.75	2.90	\$1,170.88
K.M. Howard	\$280.50	<u>1.10</u>	<u>\$308.55</u>
Totals		5.40	\$2,599.43
Fee Total	\$	2,599.43	
Invoice Total	\$	<u>2,599.43</u>	



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October 14, 2020

**Invoice No. 2334958**

Matter: 15802271-000016  
WSNA Adversary Proceeding (2:20-ap-80005).

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227 W Monroe, Chicago, IL 60606  
ABA Transit # 271070801  
Account # 0801051693  
Account Name: Dentons US LLP  
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Reference Invoice # and/or client matter #

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Questions relating to this invoice should be directed to:

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October 14, 2020

**Invoice No. 2334958**

For Professional Services Rendered through September 30, 2020:

Matter: 15802271-000016  
WSNA Adversary Proceeding (2:20-ap-80005).

**B100 - Administration**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/08/20	S. Alberts	1.50	1,200.00	B100	Communicate with Judge's clerk about WSNA Motion hearing (.2), review pleadings and draft and circulate order (.8), send form of order for WSNA, Lapis and UCC approvals (.1) obtain approvals (.2) and had uploaded (.2).
09/09/20	S. Alberts	0.70	560.00	B100	Communicate and obtain form of order (.1), conference with clerk of court about status of order (.2), obtain copy of order entered and share with WSNA (.1) and follow up concerning Exhibits and related materials (.3).
09/10/20	S. Alberts	0.30	240.00	B100	ARMC WSNA Litigation. Obtain and forward to WSNA signed Settlement Agreement (.1) and follow up with WSNA concerning status of revised CBA (.2).
09/22/20	S. Alberts	0.80	640.00	B100	Receive signed waiver, review (.1) and follow up concerning payment of checks (.3), conference with M. Schwarzmman regarding payment (.1), conference with E. Davis and A. Gostovich regarding payment (.2) and follow up with WSNA (.1).
09/23/20	S. Alberts	0.80	640.00	B100	Communicate with client and loop in WSNA about deductions and payments by check (.5) and follow up with M. Schwarzman (.2) and with WSNA (.1).
09/24/20	S. Alberts	0.20	160.00	B100	Communicate with WSNA and then client about distributions and next steps.
09/25/20	S. Alberts	0.20	160.00	B100	Receive approval on check register and follow up.
<b>Subtotal</b>		<b>4.50</b>	<b>3,600.00</b>		

Astria Health

October 14, 2020

Matter: 15802271-000016

WSNA Adversary Proceeding (2:20-ap-80005).

Invoice No.: 2334958

**B190 - Other Contested Matters (excl. assumption/rejection motions)**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/04/20	S. Alberts	0.70	560.00	B190	Conference with Judge's clerk about status of objections (.4) and follow up with co-counsel on status of order (.2) and further follow up (.1).
09/09/20	K.M. Howard	0.40	112.20	B190	Analysis of Order Granting Debtors' and WSNA's Joint Motion Approving Settlement and reviewed and revised Critical Dates Memorandum accordingly.
	<b>Subtotal</b>	<b>1.10</b>	<b>672.20</b>		

Astria Health  
Matter: 15802271-000016  
WSNA Adversary Proceeding (2:20-ap-80005).  
Invoice No.: 2334958

October 14, 2020

**B300 - Claims and Plan**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/15/20	S. Alberts	0.70	560.00	B300	Receive and review MOU and consider whether there is a need for Court approval or if it falls within OCB (.2) and conference with S. Maizel about view and received agreement (.1) and follow up with B. Sisk about MOU and next steps including signature (.2), received call from WSNA about same and related settlement issues (.2).
09/16/20	S. Alberts	0.90	720.00	B300	Review (.2) and communicate with client about new exhibits (.4) and provide communication to SEIU concerning same (.2) and follow up with client (.1).
09/30/20	S. Alberts	0.30	240.00	B300	Communication concerning status of forgiveness program and next steps.
	<b>Subtotal</b>	<b>1.90</b>	<b>1,520.00</b>		

Astria Health  
Matter: 15802271-000016  
WSNA Adversary Proceeding (2:20-ap-80005).  
Invoice No.: 2334958

October 14, 2020

**EMP - Employment**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/01/20	D. Cook	0.30	141.53	EMP	Communications with Dentons team regarding settlement agreement and releases (.3);
09/08/20	D. Cook	0.70	330.23	EMP	Revise proposed order approving settlement (.6); email communication with S Alberts and Dentons team regarding same (.1);
09/17/20	E. Bass	0.20	100.30	EMP	Revise Stipulation of Dismissal.
09/17/20	D. Cook	0.30	141.53	EMP	Analysis of proposed stipulation of dismissal (.2); email communications with Dentons team regarding same (.1);
	<b>Subtotal</b>	<b>1.50</b>	<b>713.59</b>		

Astria Health  
Matter: 15802271-000016  
WSNA Adversary Proceeding (2:20-ap-80005).  
Invoice No.: 2334958

October 14, 2020

**SUMMARY OF AMOUNT DUE BY TASK CODE**

<b><u>Task Code</u></b>	<b><u>Task Code Name</u></b>	<b><u>Fees</u></b>
B100	Administration	3,600.00
B190	Other Contested Matters (excl. assumption/rejection motions)	672.20
B300	Claims and Plan	1,520.00
EMP	Employment	713.59
Total This Matter		\$6,505.79

**TIME AND FEE SUMMARY**

<b><u>Timekeeper</u></b>	<b><u>Rate</u></b>	<b><u>Hours</u></b>	<b><u>Fees</u></b>
S. Alberts	\$800.00	7.10	\$5,680.00
E. Bass	\$501.50	0.20	\$100.30
D. Cook	\$471.75	1.30	\$613.29
K.M. Howard	\$280.50	0.40	\$112.20
Totals		9.00	\$6,505.79

Fee Total	\$	6,505.79
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Invoice Total	\$	<u>6,505.79</u>
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# EXHIBIT F



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Astria Health  
1806 Yakima Valley Hwy.  
Sunnyside, WA 98944  
USA

November 24, 2020

**Invoice No. 2350126**

Matter: 15802271-000003  
Astria Health - 19-01192-11

Payment Due Upon Receipt

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Total This Invoice \$ 281,167.42

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ABA Transit # 271070801  
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November 24, 2020

**Invoice No. 2350126**

For Professional Services Rendered through October 31, 2020:

Matter: 15802271-000003  
Astria Health - 19-01192-11

**APP - Appellate Proceedings**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/25/20	S. Schrag	6.10	2,462.88	APP	Draft appellate brief (3.2); review related filings (2.9).
10/26/20	S. Schrag	15.10	6,096.63	APP	Draft appellate brief (5.9); review filings (3.1); conduct legal research related thereto (6.1).
10/27/20	S. Schrag	11.90	4,804.63	APP	Draft appellate brief (5.6); review filings (1.4); conduct research related thereto (4.9).
10/28/20	D. Pina	0.50	161.50	APP	Assist S. Schrag with assembly of potential exhibits in preparation for filing of SBA appeal.
	<b>Subtotal</b>	<b>33.60</b>	<b>13,525.64</b>		

**B100 - Administration**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/06/20	S. Alberts	0.60	480.00	B100	Communicate with SEIU about status of settlement and admin motion, assign admin motion deadline extension stipulation (.2), review and revise stipulation (.1) and had filed (.1) and arrange call to resolve matters to finality (.1); emails about MOB sale and timing issues (.1). Total .6
10/07/20	S. Alberts	0.10	80.00	B100	Communicate about sale investigation.
10/13/20	S. Alberts	0.50	400.00	B100	Review status memo to client and provide comments and proposed changes.
10/16/20	S. Alberts	0.20	160.00	B100	Communications about budget (.1) and follow up review of budget (.1).
10/19/20	G. Medina	1.20	362.10	B100	Communication with G. Miller re filings (0.1); review and prepare budget for filing and attach to Stipulation re Cash Collateral (0.3); Send to G. Miller and filed per his request (0.4); review and file Notice of Adjournment of Disclosure Statement,, Motion to Continue deadlines and upload Order (0.4). .
10/28/20	S. Alberts	0.40	320.00	B100	Communications concerning J. Gallagher contract issues (.2), review reservation and provide minor comment (.2).
10/28/20	S. Alberts	0.20	160.00	B100	Receive comments to Settlement from SEIU and follow up with company and local counsel.
10/29/20	S. Alberts	1.00	800.00	B100	Conference with J. Gallagher and counsel to resolve (.7) and follow up with S. Maizel (.3).
<b>Subtotal</b>		<b>4.20</b>	<b>2,762.10</b>		

**B110 - Case Administration**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/01/20	S. Maizel	5.50	4,400.00	B110	Telephone conference re AH System contracts with J. Gallagher (.2); telephone conference with M. Lane re AHM contract (.4); t/c with S. McCandless re various employee issues vis-à-vis admin expenses (.4); review and respond to emails re cash collateral budgets (.9); review and respond to emails from J. Britton re Ford mediation (.4); review and respond to emails re AHM contract negotiations with AH System (1.3); review and respond to emails re MOB sale (1.5); review and respond to emails re Intuitive Surgical admin expense claim (.4) total: 5.5
10/02/20	K.M. Howard	0.80	224.40	B110	Email exchanges with S. Schrag regarding debtors' change of address (.1); assembled conformed notice of change of address (.1); email exchange with S. Maizel regarding same (.1); reviewed email from S. Schrag regarding same (.1); prepared Amended Notice of Change of Address (.3); prepared email to S. Schrag regarding amended notice (.1).
10/02/20	S. Maizel	0.10	80.00	B110	Review and revise the amended notice of change of address.
10/02/20	S. Schrag	0.90	363.38	B110	Review correspondence from client regarding potential change of address (.1); confer with M. Baker (.1); review petitions (.2); draft notice (.5).
10/04/20	S. Maizel	0.50	400.00	B110	Telephone conference with Sam Alberts re pending issues.
10/04/20	S. Maizel	0.40	320.00	B110	Review and respond to emails re setoff issues.
10/05/20	S. Schrag	0.30	121.13	B110	Review and revise notice of change of address (.3).
10/05/20	K.M. Howard	0.40	112.20	B110	Reviewed and revised Master Critical Dates Memorandum (.3); prepared email to Team regarding same (.1).

Astria Health  
Matter: 15802271-000003  
Invoice No.: 2350126

November 24, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
10/05/20	K.M. Howard	0.20	56.10	B110	Email exchange with M. Zeefe regarding the datarooms (.1); reviewed same and prepared response thereto (.1).
10/05/20	G. Medina	0.40	120.70	B110	Receive, review and file Notice of Change of Address for the debtor.
10/05/20	G. Medina	0.30	90.53	B110	Upload order re UHC (Astria) Agreed Order on Administrative Claim JTT Revision.
10/05/20	D. Pina	0.10	32.30	B110	Internal communications regarding electronic filing of notice.
10/07/20	K.M. Howard	0.50	140.25	B110	Reviewed and further organization of files in NonDebtor Dataroom (.4); email exchanges regarding same (.1).
10/09/20	K.M. Howard	0.40	112.20	B110	Revised and finalized Critical Dates Memorandum for the week of October 12th (.3) and prepared email to team regarding same (.1).
10/14/20	K.M. Howard	0.20	56.10	B110	Reviewed email regarding the Astria Database (.1); reviewed Database and prepared response thereto (.1).
10/15/20	K.M. Howard	0.60	168.30	B110	Reviewed and revised Critical Dates Memorandum including cross-referencing to docket to determine all matters continued on court's own motion.
10/16/20	K.M. Howard	0.60	168.30	B110	Revised and finalized Critical Dates Memorandum (.4); prepared email to Astria Team regarding same (.1).
10/19/20	K.M. Howard	0.60	168.30	B110	Reviewed email from S. Schrag regarding deadline coverages (.1); reviewed email from G. Miller regarding same (.1); reviewed and revised Critical Dates Memorandum (.3); prepared emails to Astria Team regarding same (.1).
10/19/20	K.M. Howard	0.20	56.10	B110	Reviewed email from S. Maizel regarding upcoming hearings (.1); assembled information and prepared email to S. Maizel (.1).
10/21/20	D. Cook	0.70	330.23	B110	Attend telephonic omnibus hearing (.7);
10/23/20	G. Medina	0.20	60.35	B110	Uploaded Order per the request of G. Miller.

Astria Health  
Matter: 15802271-000003  
Invoice No.: 2350126

November 24, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
10/23/20	K.M. Howard	0.60	168.30	B110	Reviewed and revised Critical Dates Memorandum including culling deadlines for week of October 26th and prepared email to Astria Team regarding same.
10/26/20	G. Medina	1.10	331.93	B110	Review Communication from S. Schrag re SBA lawsuits (0.1); review several publications, cases and pull in the bankruptcy Court, District Court and Appeals Courts Opening Briefs of the Debtors (0.8); Send to S. Schrag for her and communication re pleadings filed (0.2).
10/27/20	S. Alberts	0.60	480.00	B110	Review SEIU comments to settlement papers and respond to all (.5) and follow up (.1).
10/28/20	G. Miller	0.70	389.73	B110	Follow up with bankruptcy court re upcoming status hearing and emails with interested parties re scheduling of disclosure statement hearing
10/28/20	G. Miller	0.40	222.70	B110	Emails with S.Maizel re administrative bar date
10/29/20	G. Miller	0.30	167.03	B110	Attend telephonic status hearing
10/29/20	G. Miller	0.50	278.38	B110	Draft notice of continued disclosure statement hearing
10/29/20	K.M. Howard	0.20	56.10	B110	Reviewed Critical Dates Memorandum regarding upcoming hearings (.1) and prepared email regarding same (.1).
10/29/20	S. Alberts	0.50	400.00	B110	Status conference (.3) and follow up concerning form of order (.2).
10/30/20	K.M. Howard	0.50	140.25	B110	Reviewed and revised Critical Dates Memorandum and determined deadlines and hearings set for week of November 2nd (.4); prepared email to Astria Team regarding same (.1).
<b>Subtotal</b>		<b>19.30</b>	<b>10,215.29</b>		

**B130 - Asset Disposition**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/01/20	G. Miller	3.70	2,059.98	B130	Draft motion to sell MOB.
10/02/20	S. Maizel	0.20	160.00	B130	Review and respond to emails re FTI diligence list re Cerner issues.
10/02/20	S. Maizel	0.40	320.00	B130	Telephone conference with G. Miller re MOB sale (.1); review and respond to emails re MOB offers from T. Ives (.3).
10/04/20	S. Alberts	0.20	160.00	B130	Communicate with G. Weinreich and C. Janney about status of investigation.
10/04/20	S. Maizel	0.30	240.00	B130	Review and respond to emails re inquiry into AKS issues vis-à-vis sale of MOB, etc. (.2); review and respond to issues re ONW offer on MOB (.1).
10/05/20	S. Maizel	1.30	1,040.00	B130	Telephone conference with T. Ives re sale of MOB etc. (.5); telephone conference with G. Miller re same (.1); t/c with J. Gallagher re same (x2) (.2); review and respond to emails re same (.5).
10/05/20	G. Miller	2.40	1,336.20	B130	Revise motion to sell MOB.
10/06/20	S. Maizel	0.70	560.00	B130	Review and respond to emails re sale of MOB and hospital building.
10/06/20	S. Alberts	0.70	560.00	B130	Communicate with Cushman and co-counsel about sale issues and related investigation.
10/06/20	G. Miller	1.20	668.10	B130	Revise motion to sell MOB and ARMC.
10/07/20	S. Maizel	0.90	720.00	B130	Review and sign off on motion re sale of MOB and Hospital and motion to expedite hearing.
10/07/20	G. Medina	1.00	301.75	B130	Review filing request from G. Miller (0.1); received, review and file motion for a private sale, emergency motion to limit notice and upload order (0.7); download and send to G. Miller and S. Maizel e-copies (0.2).
10/07/20	G. Miller	2.30	1,280.53	B130	Revise and file motion to sell MOB and ARMC.

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/07/20	G. Miller	1.40	779.45	B130	Review and revise lease back agreement and email J. Gallagher and T. Ives re: same.
10/07/20	S. Maizel	0.30	240.00	B130	Telephone conference with Andrew Sherman re MOB sale issues.
10/07/20	S. Maizel	0.40	320.00	B130	Review and respond to emails re motion for sale of MOB.
10/07/20	S. Maizel	0.20	160.00	B130	Review and respond to emails re sale-leaseback agreement for MOB.
10/07/20	K.M. Howard	0.40	112.20	B130	Analysis of Debtors' Notice and Motion to Sell Property Free and Clear and reviewed and revised Critical Dates Memorandum.
10/08/20	S. Alberts	0.30	240.00	B130	Communicate about the status of the MOB hearing and related investigation.
10/08/20	S. Maizel	0.40	320.00	B130	Review and respond to emails re Yakima MOB sale order.
10/08/20	S. Maizel	0.20	160.00	B130	Review and respond to emails re MOB and ARMC sale issues.
10/08/20	K.M. Howard	0.40	112.20	B130	Analysis of order approving Debtors' Expedited Motion on Shortened Notice to Approve Private Sale of Astria Medical Office Plaza and ARMC and reviewed and revised Critical Dates Memorandum.
10/09/20	S. Alberts	0.20	160.00	B130	Communications about MOB sale.
10/09/20	S. Maizel	0.20	160.00	B130	Telephone conference with John Gallagher regarding equipment at ARMC.
10/09/20	S. Maizel	0.40	320.00	B130	Review and respond to emails re order re Yakima MOB and ARMC real estate sale.
10/10/20	S. Alberts	0.20	160.00	B130	Communication concerning MOB sale.
10/11/20	J. Fisher	0.10	41.65	B130	Analyze case law addressing anti-kickback statute scienter requirement.

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/12/20	S. Alberts	1.30	1,040.00	B130	Review draft MOB order from G. Miller, review and provide comments and questions concerning payout (.3), communicate with C. Janney about emails concerning MOB sale, gather potentially responsive emails and forward to C. Janney's (.5), receive and review follow up (.2), receive revised order, review and made further inquiry concerning payment of the DIP (.2) and follow up (.1).
10/12/20	J. Fisher	3.50	1,457.75	B130	Draft and revise analysis of case law regarding anti-kickback statute scienter requirement.
10/12/20	S. Maizel	0.40	320.00	B130	Review and respond to emails re motion to sell ARMC and MOB.
10/12/20	S. Maizel	0.80	640.00	B130	Review and respond to emails re ASK inquiry issues (.2); find and forward emails to C. Janney re same (.6)..
10/19/20	S. Maizel	0.80	640.00	B130	Review and respond to email with report on ASK inquiry re sale of MOB (.5); review and respond to emails re draft proposed order on sale of MOB/ARMC bldg. (.3).
10/20/20	S. Maizel	1.10	880.00	B130	Telephone conference with S. Alberts re MOB sale issues (.1); telephone conference with Lapis counsel re MOB sale issues, etc. (.5); telephone conference with Sean Durbin, counsel for Yakima MOBIC re MOB sale issues (.2); telephone conference with M. Lane re same (.3).
10/20/20	S. Maizel	0.40	320.00	B130	Review and respond to emails re MOBIC issues with sale of MOB and ARMC bldg.
10/21/20	S. Maizel	1.10	880.00	B130	Telephone conference with counsel for MOBIC, etc. re ARMC and MOB sale hearing (.6); telephone conference with Geoff Miller re same (.1); review and respond to emails re revisions to order re sale (.4).
10/21/20	S. Maizel	1.20	960.00	B130	Participate in hearing on sale of MOB and status conference (.7); telephone conference with John Gallagher, etc. re same (.5).

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/27/20	G. Miller	1.50	835.13	B130	Revise motion to destroy patient records (.8); Emails with M.Lane and M.Lopez re same (.7)
10/29/20	G. Miller	0.30	167.03	B130	Review list of items to remove from ARMC and MOB and email T.Ives re same
10/30/20	G. Miller	0.70	389.73	B130	Call with S.Maizel and T.Ives re issues concerning closing of ARMC and MOB sale (.4); Emails with Buyer re same (.3)
10/30/20	S. Maizel	0.70	560.00	B130	Telephone conference with T. Ives re sale of MOB and ARMC building issues (.2); telephone conference with G. Miller and T. Ives re same (.3); review and respond to emails re same (.2).
<b>Subtotal</b>		<b>34.20</b>	<b>21,781.70</b>		

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**B140 - Relief from Stay/Adequate Protection Proceedings**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/08/20	S. Schrag	3.70	1,493.88	B140	Revise stipulation regarding automatic stay (2.8); revise notice of commencement of bankruptcy (.8); revise certificate of service regarding the same (.1).
10/09/20	S. Schrag	1.00	403.75	B140	Continue revising stipulation related to stay violation (.9); review and revise motion (.1).
10/11/20	S. Schrag	2.50	1,009.38	B140	Continue reviewing and revising stipulation and motion (2.1); draft an order related thereto (.4).
	<b>Subtotal</b>	<b>7.20</b>	<b>2,907.01</b>		

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**B150 - Meetings of and Communications with Creditors**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/20/20	S. Maizel	0.60	480.00	B150	Telephone conference with Dan Bugbee, etc. re AHM claims and contract issues.
10/22/20	S. Maizel	0.80	640.00	B150	Telephone conference with Dan Bugbee re AHM claims resolution (.1); review and respond to emails re same (.7).
	<b>Subtotal</b>	<b>1.40</b>	<b>1,120.00</b>		

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**B160 - Fee/Employment Applications**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/20	K.M. Howard	0.40	112.20	B160	Analysis of Polsinelli's Fourth Interim Fee Application, determined objection deadline and reviewed and revised Critical Dates Memorandum.
10/06/20	K.M. Howard	0.40	112.20	B160	Analysis of Sills Cummis' Monthly Fee Application for August and reviewed and revised Critical Dates Memorandum accordingly.
10/12/20	J.A. Moe, II	0.20	119.85	B160	/Dentons Third Interim Fee Application/ Review and perform calculations again, to insure accuracy of the proposed Order, then instructions on filing with notation in the record.
10/12/20	G. Miller	1.40	779.45	B160	Draft inserts for fourth interim fee application
10/13/20	K.M. Howard	0.30	84.15	B160	Reviewed email from S. Maizel regarding the order approving Dentons' Third Interim Fee Application (.1); telephone conference with J. Moe regarding same (.1); prepared email to S. Maizel (.1).
10/13/20	S. Schrag	0.40	161.50	B160	Draft inserts for fee application.
10/14/20	S. Schrag	1.20	484.50	B160	Draft inserts for fee application.
10/15/20	S. Schrag	1.10	444.13	B160	Draft inserts for Dentons fee application.
10/15/20	K.M. Howard	0.20	56.10	B160	Email exchange regarding Dentons' October billing statements.
10/16/20	K.M. Howard	0.40	112.20	B160	Analysis of PCO's Notice and Monthly Fee Application for September 2020 and reviewed and revised Critical Dates Memorandum.
10/16/20	K.M. Howard	0.40	112.20	B160	Analysis of Polsinelli's Notice and Monthly Fee Application for September 2020 and reviewed and revised Critical Dates Memorandum accordingly.
10/16/20	K.M. Howard	0.40	112.20	B160	Analysis of BRG's Notice and Monthly Fee Application for September 2020 and reviewed and revised Critical Dates Memorandum accordingly.

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/19/20	J.A. Moe, II	0.60	359.55	B160	/Dentons" Fourth Interim Fee Application/ Review inserts from Sarah Schrag and Geoffrey Miller, then integrate into the latest draft of the Fee Application (.50); E-Mail Memorandum to Erin Bass and David Cook on descriptions of services (.10).
10/21/20	J.A. Moe, II	0.50	299.63	B160	/Dentons Fourth Interim Fee Application/ Review and identify former descriptions of services, then exchange E-Mails with Erin Bass and to Sam Alberts on updating one description; and E-Mail to David Cook on updating a second description (.20); review current version of the Fee Application with descriptions from Sarah Schrag and Geoffrey Miller (.30);
10/21/20	E. Bass	0.40	200.60	B160	Draft section of fee application re WSNA adversary proceeding.
10/23/20	J.A. Moe, II	1.80	1,078.65	B160	/Dentons' Fourth Interim Fee Application/ Revise and prepare first complete version of the Fee Application, to include completing four descriptions of services (1.40); review the first complete draft of the Application, and make further revisions (.40).
10/27/20	J.A. Moe, II	0.10	59.93	B160	/Dentons' Fourth Interim Fee Application/ Confer with Kathryn Howard on proceeding with Monthly and Interim Applications.
10/27/20	K.M. Howard	4.50	1,262.25	B160	Email exchanges with M. Schwarzmans regarding September fee application (.1); email exchanges with S. Maizel regarding same (.1); email exchanges with M. Schwarzmans regarding monthly fee applications for May - August (.2); reviewed Dentons' billing statements for September 2020 and prepared Summary of Hours Billed, Fees and Expenses for each Debtor (1.4); analysis of Dentons' billing statements and prepared Summary of Hours and Fees Billed for Dentons' Timekeepers including preparation of fee application worksheets (1.9); reviewed underlying data and prepared Dentons' Fee Application for September 2020 (.7); prepared email to S. Maizel regarding same (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/28/20	K.M. Howard	2.90	813.45	B160	Reviewed and revised Dentons Monthly Fee Application for September 2020 (.6); email exchanges with M. Schwarzmann and S. Maizel regarding same (.3); email exchanges with S. Maizel, M. Schwarzmann, K. Smith and A. Bruscella regarding same and cross-referenced to September Fee Application (.3); reviewed additional information regarding the July Fee Application and prepared emails regarding findings (.3); finalized and filed Dentons' Fee Application for September (.4); prepared Notice of Monthly Fee Application (.4) and filed same (.2); reviewed and revised Critical Dates Memorandum to reflect the objection deadlines regarding Dentons' September Fee Application and prepared email regarding same (.4);
10/28/20	S. Maizel	0.70	560.00	B160	Telephone conference with M. Schwarzmann re professional fees (.2); review and respond to emails re same (.5).
	<b>Subtotal</b>	<b>18.30</b>	<b>7,324.74</b>		

**B185 - Assumption/Rejection of Leases and Contracts**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/20	S. Schrag	0.50	201.88	B185	Confer with B. Gibbons regarding assumption.
10/05/20	S. Schrag	3.30	1,332.38	B185	Review correspondence regarding rejected contract (.2); review and analyze contracts and rejection motion (2.4); draft correspondence to J. Gallagher (.7).
10/05/20	D. Cook	4.80	2,264.40	B185	Research regarding procedure and substantive issues concerning treatment of Cerner agreements (4.2); analysis regarding various Cerner agreements (.6);
10/08/20	S. Schrag	0.60	242.25	B185	Review and revise draft letter related for rejection (.5); confer with M. Baker regarding the same (.1).
10/12/20	D. Cook	0.50	235.88	B185	Communications with S Schrag and M Zeefe regarding impact of postpetition amendment under section 365 (.2); analysis in connection with same (.3);
10/13/20	D. Cook	4.60	2,170.05	B185	Research regarding treatment of a postpetition amendment to an executory contract (4.6);
10/15/20	S. Schrag	1.00	403.75	B185	Review research from D. Cook (.2); confer with B. Gibbons regarding the same (.1); confer with B. Epps and J. Gallagher regarding equipment (.1); confer with J. Anderson regarding contract status (.1); confer with client regarding outstanding issues (.5).
10/16/20	K.M. Howard	0.60	168.30	B185	Analysis of four orders approving Debtors' Third, Amended Third, Fourth and Fifth Omnibus Motions to Reject Certain Executory Contracts and Unexpired Leases to file claims arising from these rejections and reviewed and revised Critical Dates Memorandum accordingly.
10/30/20	S. Schrag	0.70	282.63	B185	Review rejection letter and associated contracts (.3); confer with M. Baker regarding the same (.3); confer with S. Maizel regarding the same (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/30/20	S. Maizel	0.70	560.00	B185	Telephone conference with D. Bugbee, etc. re rejection of AHM contract (.2); review and respond to emails re same (.5).
	<b>Subtotal</b>	<b>17.30</b>	<b>7,861.52</b>		

**B190 - Other Contested Matters (excl. assumption/rejection motions)**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/01/20	G. Miller	1.30	723.78	B190	Revise records motion.
10/05/20	M. Zeefe	1.10	546.98	B190	Call with S. Alberts re FTI document request (0.1); call with M. Lane, S. Alberts re same (0.4); call with M. Lane re same (0.5); emails re same (0.1).
10/06/20	D. Cook	1.30	613.28	B190	Draft stipulation to continue administrative expense reply deadline for SEIU (.3); revise same (.3); communications with S Alberts regarding same (.2); communications with D Pinkas regarding filing (.2); analysis regarding filing of same (.3);
10/07/20	M. Zeefe	2.10	1,044.23	B190	Collect document responses to FTI request.
10/08/20	M. Zeefe	1.20	596.70	B190	Review dataroom financial information re FTI request (1.1); follow up emails re M. Lane re same (0.1).
10/08/20	K.M. Howard	0.80	224.40	B190	Analysis of the complaint and summons in Mendoza v. Astria Health (.3); prepared Notice of Commencement of Bankruptcy and Certificate of Service (.4); prepared email to S. Schrag regarding same (.1).
10/09/20	M. Zeefe	1.10	546.98	B190	Call with M. Lane re responsive documents to FTI request (0.9); continue reviewing same (0.2).
10/09/20	K.M. Howard	0.40	112.20	B190	Email exchange with S. Schrag regarding Notice of Commencement of Bankruptcy in Mendoza (.1); reviewed and finalized Notice of Commencement (.1); prepared email to S. Maizel regarding same (.1).
10/12/20	M. Zeefe	2.70	1,342.58	B190	Emails with M. Lane, C. Rowan, J. Gallagher, S. Alberts re FTI response (0.4); call with S. Alberts re same (0.4); call with M. Lane, C. Rowan, S. Alberts re same (1.0); call with J. Gallagher, M. Lane, C. Rowan, S. Alberts re same (0.6); revise response (0.3).
10/13/20	M. Zeefe	1.10	546.98	B190	Continue drafting responses to FTI request.
10/14/20	S. Maizel	6.50	5,200.00	B190	Conference calls.

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/14/20	M. Zeefe	3.30	1,640.93	B190	Revise responses to FTI request and finalize attachments (1.9); call with M. Lane re same (0.5); email to J. Gallagher, C. Rowan, M. Lane re same (0.9).
10/19/20	M. Zeefe	0.10	49.73	B190	Follow up with S. Alberts re FTI request.
10/26/20	D. Pina	0.20	64.60	B190	Communications and coordinate obtaining copies of court filings related to SBA's appeal to injunctive relief in PPP complaint.
<b>Subtotal</b>		<b>23.20</b>	<b>13,253.37</b>		

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**B210 - Business Operations**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/20/20	S. Maizel	0.10	80.00	B210	Review and respond to emails re additional Medicaid compensation for psych beds.
10/22/20	S. Maizel	0.50	400.00	B210	Telephone conference with M. Sirota, etc. re management issues.
10/22/20	S. Maizel	0.90	720.00	B210	Telephone conference with J. Gallagher re management issues (X3) (.4); telephone conference with M. Lane re same (.3); telephone conference with M. Sirota re same (.2).
10/23/20	S. Maizel	3.60	2,880.00	B210	Astria 003/B210 drafting emails to Lapis counsel, AHM counsel, etc. re AHM claims vis-à-vis management issues raised by Lapis (1.5); review contracts re same (1.0); review and respond to emails re same (0.6); telephone conference with M. Lane, etc. re same (.4); telephone conference with S. Alberts re same (.1).
10/27/20	S. Maizel	0.80	640.00	B210	Review and respond to emails re management issues (.7); telephone conference with Dan Bugbee re same.
	<b>Subtotal</b>	<b>5.90</b>	<b>4,720.00</b>		

**B230 - Financing/Cash Collections**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/01/20	G. Miller	0.10	55.68	B230	Follow up with Lapis re extension of authorization to use cash collateral.
10/02/20	S. Maizel	0.40	320.00	B230	Review and respond to emails re cash collateral budget.
10/06/20	G. Miller	1.40	779.45	B230	Revise motion to destroy patient records (.9); review prior notices sent to patients re: closure of ARMC and clinics (.5).
10/08/20	S. Alberts	1.10	880.00	B230	Communications about Lapis refusal to support cash collateral and DIP financing absent AHM contract resolution (.4), follow call with M. Lane (.6) and co-counsel (.1).
10/08/20	G. Miller	0.60	334.05	B230	Revise motion to retain patient records.
10/08/20	S. Maizel	1.00	800.00	B230	Review and respond to emails re cash collateral extension.
10/09/20	S. Maizel	0.40	320.00	B230	Review and respond to emails re use of cash collateral stipulation.
10/09/20	G. Miller	0.50	278.38	B230	Draft stipulation continuing authorization to use cash collateral
10/09/20	S. Alberts	0.20	160.00	B230	Receive and review communications and issues concerning cash collateral usage.
10/12/20	S. Alberts	0.10	80.00	B230	Review order extending cash collateral period to October 21.
10/12/20	K.M. Howard	0.40	112.20	B230	Analysis of Stipulation Extending Authorization to Use Cash Collateral and reviewed and revised Critical Dates Memorandum.
10/12/20	G. Medina	0.70	211.23	B230	Communication with G. Miller and review budget as exhibit a to Stipulation extending Cash Collateral, redact and reformat (0.2); prepare, assemble, file stipulation and upload order (0.3); download and send e-copy to G. Miller (0.2).
10/13/20	G. Miller	0.10	55.68	B230	Emails with M. Zeefe re Vendor emails.
10/13/20	G. Miller	1.30	723.78	B230	Revise draft order approving ARMC and MOB sale and emails with S.Maizel and S.Alberts re same.

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/13/20	G. Miller	0.20	111.35	B230	Finalize and file stipulation continuing authorization to use cash collateral.
10/14/20	G. Miller	2.10	1,169.18	B230	Research re response to objections to disclosure statement (.9); Call with S.Maizel re same (.2)
10/17/20	G. Miller	4.50	2,505.38	B230	Draft emergency motion to use cash collateral.
10/18/20	G. Miller	2.60	1,447.55	B230	Draft interim order granting emergency motion to use cash collateral
10/19/20	S. Maizel	0.40	320.00	B230	Review and respond to emails re continued use of cash collateral.
10/19/20	S. Maizel	2.30	1,840.00	B230	Telephone conference with JNB Capital re alternative financing (1.0); telephone conference with J. Gallagher, M. Lane, etc. re same (.4); telephone conference with S. Alberts re same (.3); telephone conference with J. Gallagher re same (.2); review and respond to emails with JMB Capital re same (.4).
10/20/20	S. Maizel	0.90	720.00	B230	Telephone conference with JMB Capital, etc. re financing proposal (.3); telephone conference with M. Lane, etc. re JMB proposal (.5); telephone conference with M. Lane re JMB proposal (.1).
10/20/20	S. Maizel	1.40	1,120.00	B230	Telephone conference with C. Montgomery, etc. re financing options (.8); telephone conference with J. Gallagher, etc. re financing options (.6).
10/20/20	S. Maizel	1.50	1,200.00	B230	Telephone conference with S. Alberts, C. Montgomery, etc. re financing options.
10/20/20	S. Maizel	0.10	80.00	B230	Telephone conference with R. Hirsh re JMB financing proposal.
10/20/20	S. Maizel	0.30	240.00	B230	Telephone conference with Andrew Sherman re plan options going forward.
10/20/20	S. Maizel	0.20	160.00	B230	Telephone conference with M. Lane re financing options.
10/20/20	S. Maizel	1.30	1,040.00	B230	Telephone conference with J. Gallagher, M. Lane, etc. re financing options and MOB sale issues (1.0); review and respond to emails from J. Gallagher re financing options (.3).

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/20/20	K.M. Howard	0.40	112.20	B230	Analysis of stipulation to continue Debtors' use of cash collateral and reviewed and revised Critical Dates Memorandum.
10/21/20	S. Maizel	2.80	2,240.00	B230	Telephone conference with R. Hirsh re JMB financing (.1); telephone conference with C. Montgomery, etc. re same (.5); telephone conference with Vikas Tandon, etc. re same. (.5); telephone conference with M. Lane, etc. re same (.6); telephone conference with C. Montgomery re same (.3); review and respond to emails re JMB financing offer (.8).
10/21/20	S. Maizel	0.20	160.00	B230	Telephone conference with M. Lane and J. Gallagher re financing options to replace Lapis.
	<b>Subtotal</b>	<b>29.50</b>	<b>19,576.11</b>		

**B260 - Board of Directors Matters**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/13/20	S. Maizel	0.80	640.00	B260	Drafting status report for board of directors.
10/16/20	S. Maizel	3.70	2,960.00	B260	Telephone conference with Mary Ann Bliesner, Scott Shanker, etc. re board meeting on Lapis demands re management (.7); revising memo for board re same (2.7); review and respond to emails re compensation issues related to Lapis demands (0.3).
10/19/20	S. Maizel	0.30	240.00	B260	Review and respond to emails from Board members re Lapis issues.
10/20/20	S. Maizel	0.20	160.00	B260	Email to Board re discussions with counsel for Lapis (.1); review and respond to emails re Board issues (.1).
10/21/20	S. Maizel	0.90	720.00	B260	Review and revise memo for Board re Lapis issues (0.7); review and respond to emails from M. Sirota re System board attending AH board meeting (.2).
10/22/20	S. Maizel	0.40	320.00	B260	Telephone conference with C. Sweet re Board issues on management (.1); telephone conference with Mary Ann Bliesner, Astria Board Chair re same (.3).
10/22/20	S. Maizel	2.20	1,760.00	B260	Review materials in preparation for board call (.5); telephone conference with Board re management issues (1.7).
10/25/20	S. Maizel	0.10	80.00	B260	Review and respond to emails from Mary Ann Bliesner re pending board issues.
10/27/20	S. Maizel	0.80	640.00	B260	Review and respond to emails re special board meeting to deal with management issues.
10/28/20	S. Maizel	0.50	400.00	B260	Review and respond to emails from Board members re management issues.
10/29/20	S. Maizel	0.50	400.00	B260	Telephone conference with W. Kannel re System board meeting with AH Board issues (.4); email to Board re same (.1).
10/29/20	S. Maizel	0.10	80.00	B260	Email to board re status conference results.
<b>Subtotal</b>		<b>10.50</b>	<b>8,400.00</b>		

**B300 - Claims and Plan**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/01/20	S. Alberts	0.20	160.00	B300	Receive call from Clerk's office concerning status conference.
10/02/20	S. Alberts	1.00	800.00	B300	Conference with Lapis and client about various case and plan related issues.
10/02/20	S. Alberts	0.70	560.00	B300	Communicate with S. Schrag concerning form of administrative expense order (.3), conference with G. Miller concerning same (.2), call with SEIU about status of settlement (.2).
10/04/20	S. Alberts	0.50	400.00	B300	Conference with S. Maizel about plan issues and next steps.
10/04/20	S. Alberts	2.90	2,320.00	B300	Communicate with J. Day about Cerner litigation (.1), review Cerner assessment memorandum, Plan and DS terms, research and review legal authorities by S. Maizel and online (1.4), conference with D. Cook certain legal issues and next steps (.3), communicate with J. Day about Cerner litigation and need for call (.1), assess options, draft action plan and circulate (1.0).
10/05/20	S. Alberts	4.00	3,200.00	B300	Communications about Cerner matter (.2), conference with client and co-counsel (1.2), review of materials for rejection (.5), receive Riveron report, and forward to M. Zeefe (.1) and conference with M. Zeefe about response to Cerner discovery (.2) conference with M. Lane and M. Lane about discovery response (.4), conference with Lapis (.7), follow up with S. Maizel (.3), review Riveron Agreement and provide assessment (.3) and follow up with M. Lane concerning Riveron (.1).
10/07/20	S. Alberts	0.20	160.00	B300	Emails with SEIU and client about settlement issues.

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/08/20	S. Alberts	3.90	3,120.00	B300	Review, review and respond to update communication with M. Zeefe about Riveron related data and next steps (.4); Review materials in advance of call with SEIU and forward materials to SEIU (.3), conference with SEIU in effort to finalize settlement (.5) and follow up scheduling (.1), revise Settlement Agreement to incorporate SEIU's proposed changes (2.3) and circulate (.1), emails about Cerner claim status (.2).
10/09/20	S. Alberts	4.80	3,840.00	B300	Receive and review union counsel's comments to settle agreement (.2) and respond in writing (.2), advance call with co-counsel regarding union's comments and next step (.3). conduct call with Union (.7) and revise and expand settlement agreement in light of discussion with union (3.3) and circulate (.1).
10/12/20	S. Alberts	2.50	2,000.00	B300	Communicate with M. Zeefe about Cerner discovery and production and next steps (.5), conference with M. Lane and C. Rowan and M. Zeefe (1.0) and follow up with M. Zeefe (.1) and then with working group (.1), and follow up call with group and J. Gallagher (.5) and review materials from J. Gallagher (.3).
10/13/20	S. Alberts	5.80	4,640.00	B300	Receive communication from SEIU about settlement provisions and make changes (.3), draft form of Notice to individual employees based upon settlement terms (2.1) and circulate it and instruction to client on needs to revise titles to Exhibits (.2), revise Notice of Motion, Motion and affidavit in light of all changes to settlement agreement (1.8), sent materials to D. Cook for spot checking and conforming notice and motion to file under seal and to convert notice to employees into an Exhibit A to Motion (.2); review and comment on objection to Cerner motion for administrative expenses (1.0) and follow up (.2). Total 5.8

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/14/20	S. Alberts	2.30	1,840.00	B300	Review and provide comments and recommendation to M. Zeefe concerning discovery responses and potential need for confidentiality agreement and FRE 408 designation (.8), and follow up (.1); conference with S. Maizel concerning Cerner admin. claim motion (.2) and follow up with T. Burford and S. Maizel (.3), receive comments to Settlement Agreement Motion and Motion to Seal and related new exhibit (.3) and forward to client to review (.1), receive and forward email from Lapis concerning settlement (.1), communicate with E. Davis concerning exhibits (.1) obtain and review exhibits (.1) and communicate with KCC about merging list and notice form related to SEIU agreement (.2).
10/14/20	S. Alberts	0.30	240.00	B300	Receive, review and conduct initial communication concerning Lapis letter withdrawing from Plan and schedule call.
10/15/20	D. Cook	0.70	330.23	B300	Analysis regarding cramdown/cramup in connection with S Alberts request (.7);
10/15/20	S. Alberts	7.00	5,600.00	B300	Conference with M. Lane about Lapis communication and options (.5), conference with S. Maizel, J. Gallagher and others about Lapis letter and next steps (.7) and follow up with Dentons and M. Lane on next steps (.6), draft memo to Board based on Lapis letter and options in response (3.6), follow up communications concerning take out financing and other option issues and Lapis loan issues (.5), revise draft memo to the Board and circulate (.3), conference with S. Maizel about plan issues (.2), follow up with client (.6) .
10/15/20	S. Alberts	2.20	1,760.00	B300	Revise Motion to Seal and related documents (1.3), conference with KCC and D. Cook concerning form letters and related issues (.3), final revisions to motion papers and exhibits and circulate to SEIU (.5) and received break out forms and send to SEIU (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/16/20	S. Alberts	2.20	1,760.00	B300	Review letter in response to Lapis' letter withdrawing from plan and provide extensive comments thereto (1.3), review communication from M. Lane on Gaffey (.1), confer with counsel to UCC (.5) and follow up on memo to the Board (.3).
10/18/20	S. Alberts	0.90	720.00	B300	Conference with UCC and S. Maizel about case update and Plan (.7) and review letter from Lapis and immediate follow up (.2).
10/19/20	S. Alberts	0.20	160.00	B300	Review settlement communication from Cerner and assess.
10/22/20	S. Alberts	1.70	1,360.00	B300	Review and provide comments to memorandum to the Board (.8), communication by email about management decision and upcoming Board call (.2), follow up with S. Maizel and Lapis by emails (.1) and then conference with S. Maizel and others by phone about management change and effect on plan (.4) and follow up (.2).
10/23/20	S. Alberts	0.30	240.00	B300	Communications about AH Systems and J. Gallagher claim issues.
10/26/20	S. Alberts	0.70	560.00	B300	Emails about management changes (.2) and conference with Lapis regarding the same (.5).
10/27/20	S. Alberts	0.60	480.00	B300	Review communications about J. Gallagher severance issue (.2) and AHM agreement (.2) and follow up with S. Maizel (.2).
10/31/20	D. Cook	4.60	2,170.05	B300	Research regarding insured vs insured exclusion in bankruptcy and related insurance plan issues (4.1); draft email for Dentons team review regarding same (.3); telephone conference with S Alberts regarding same (.2);
<b>Subtotal</b>		<b>50.20</b>	<b>38,420.28</b>		

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**B310 - Claims Administration and Objections**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/01/20	S. McCandless	2.30	1,840.00	B310	Further review detailed legal information and legal authority received from C. Lewis's counsel in preparation for strategy discussion with S. Maizel and S. Schrag (.80); review analysis and authority from other counsel forwarded by S. Maizel for strategy discussion with S. Maizel and S. Schrag (.90); conference call with S. Maizel and S. Schrag to discuss Lewis' employment claims, related legal background, and strategy for further handling of Lewis matter (.60).
10/01/20	S. Schrag	5.30	2,139.88	B310	Confer with J. Corbit's chambers regarding mediation of Apogee (.1); confer with S. McCandless and S. Maizel regarding admin claim (.6); conduct follow-up (.5); confer with INHS counsel regarding admin claim (.3); review material related thereto (.3); draft correspondence to SCG Capital counsel regarding admin claim (.2); review material related thereto (.2); confer with client regarding the same (.1); confer with J. Andersen regarding admin claim (.2); confer with A. Gostovich regarding admin claim (.2); confer with S. Maizel regarding notice for Intuitive Surgical (.1); review correspondence from Advanced Transfusion counsel (.1); draft notice (.9); review material re admin claim requests (1.3); confer with KCC regarding service of notice (.2).
10/02/20	S. Maizel	0.30	240.00	B310	Review and respond to emails from Judge Corbit's chambers re mediation status conferences.

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/20	S. Schrag	3.80	1,534.25	B310	Confer with G. Kaplan regarding Intuitive's admin claim (.5); review plan re admin claims (.2); review and revise the same (.5); confer with S. Alberts regarding the same (.5); confer with S. Maizel regarding the same (.2); revise chart of admin claims (1.2); confer with SCG Capital counsel regarding admin claim (.3); confer with court and parties regarding settlement conference (.4).
10/02/20	K.M. Howard	0.40	112.20	B310	Analysis of Sixth Stipulation Continuing Reply Deadlines to Cerner's Request for Payment of Administrative Expense Claim and reviewed and revised Critical Dates Memorandum and Objection Deadline Chart.
10/02/20	G. Miller	0.70	389.73	B310	Finalize and file stipulation resolving UnitedHealthcare administrative expense claim.
10/02/20	G. Miller	1.40	779.45	B310	Call with Astria and Lapis re: open issues.
10/02/20	G. Miller	1.00	556.75	B310	Revise and circulate draft motion to sell MOB to the Committee and Lapis for review.
10/04/20	S. Maizel	0.20	160.00	B310	Review and revise agreed order re UHC administrative expense claim.
10/05/20	G. Miller	0.70	389.73	B310	Call with Lapis to discuss plan to resolve vendor administrative claim.
10/05/20	S. Maizel	0.20	160.00	B310	Telephone conference with S. Alberts re Cerner issues.
10/05/20	G. Miller	0.20	111.35	B310	Emails with M. Lane re: proposed order resolving UnitedHealthcare motion for administrative claim.
10/05/20	S. Schrag	1.30	524.88	B310	Revise chart of admin claims (.4); review correspondence from SCG Capital re admin claim (.2); review notes regarding previous call (.1); confer with S. Maizel regarding Lewis claim (.1); draft reservation (.5).
10/05/20	S. Maizel	0.10	80.00	B310	Review and revise reservation of rights re Lewis admin expense.

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/06/20	S. Schrag	4.90	1,978.38	B310	Review correspondence with J. Gallagher and B. Epps regarding fire protection and equipment (.1); confer with B. Epps regarding TIAA equipment (.6); confer with TIAA counsel regarding status and potential purchaser (.3); review correspondence regarding Hologic (.1); confer with potential purchaser regarding TIAA equipment (.3); confer with T. Cobb regarding Nuance admin claim (.1); confer with S. Maizel regarding status conferences (.3); prepare for status conference (.3); attend Ford status conference (.5); confer with J. Britton regarding Zoom status conference (.2); confer with Ford counsel regarding the same (.3); confer with S. Maizel regarding status conference and admin claims (.2); confer with J. Day regarding mediation (.1); confer with Bush Kornfeld attorney regarding the same (.2); review correspondence from SCG Capital (.1); confer with G. Miller and S. Maizel regarding the same (.1); review correspondence regarding SEIU (.1); confer with Premier counsel (.2); review correspondence regarding Lewis claim (.1); confer with J. Gallagher regarding the same (.3); review policy (.3); confer with S. Maizel and S. McCandless regarding insurance policy (.1).
10/06/20	S. Maizel	0.90	720.00	B310	Telephone conference with S. Schrag re admin expense mediations (.3); telephone conference with Judge Corbit re same (.5); telephone conference with S. Schrag re same (.1).
10/06/20	S. Maizel	0.90	720.00	B310	Review settlement proposals from Cerner in preparation for call with R. Arrowsmith (.5); telephone conference with R. Arrowsmith, etc. re Cerner issues (.4).
10/06/20	D. Pina	0.50	161.50	B310	Communications and electronically file 3rd stipulation regarding SEIU Healthcare motion for allowance of administrative expense claim (.4); update case records and distribute file copy (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/06/20	K.M. Howard	0.40	112.20	B310	Analysis of Judge Holt's ruling naming a settlement judge and setting a settlement conference to resolve certain Administrative Claims and reviewed and revised Critical Dates Memorandum.
10/06/20	K.M. Howard	0.40	112.20	B310	Analysis of stipulation extending reply deadline to SEIU's Motion for Payment of Administrative Claims and reviewed and revised Critical Dates Memorandum and Objection Deadline Chart.
10/06/20	K.M. Howard	0.20	56.10	B310	Analysis of order appointing settlement judge for the disputed motions for allowance of payment of administrative claims.
10/07/20	K.M. Howard	0.40	112.20	B310	Analysis of Notice of Continuance of hearing on TIAA's Motion for Allowance of Administrative Claim and reviewed and revised Critical Dates Memorandum
10/07/20	K.M. Howard	0.40	112.20	B310	Analysis of court's notice setting Status Conference before Settlement Judge Corbit regarding disputed Motions for Allowance of Postpetition Administrative Expense Claim and reviewed and revised Critical Dates Memorandum.
10/07/20	K.M. Howard	0.40	112.20	B310	Analysis of court order setting a settlement conference before Judge Corbit regarding Apogee's Motion for Payment of Administrative Claim and reviewed and revised Critical Dates Memorandum.
10/07/20	S. Maizel	0.50	400.00	B310	Review and respond to emails re Cerner issues.
10/07/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re conference with Judge Corbit re Apogee claims.

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/07/20	S. Schrag	2.90	1,170.88	B310	Review correspondence with TIAA counsel (.2); confer with potential purchaser regarding TIAA's equipment (.2); confer with M. Baker regarding list of contracts (.1); confer with S. Maizel regarding mediation (.1); confer with J. Munding of Apogee regarding status conference (.2); confer with Committee counsel regarding claim (.3); review SCG Capital claim and confer with opposing counsel regarding the same (.3); review available dates from J. Britton (.1); attend status conference (.6); confer with S. Maizel and J. Day regarding the same (.5); review correspondence regarding relief from stay (.1); confer with M. Baker regarding revising letter (.2).
10/08/20	S. Maizel	0.50	400.00	B310	Telephone conference with UCC counsel, etc. re Apogee admin expense.
10/08/20	S. Maizel	0.60	480.00	B310	Telephone conference with counsel for SEIU, etc. re admin expense claims.
10/08/20	K.M. Howard	0.40	112.20	B310	Analysis of Judge Corbit's ordering setting additional requirements regarding Dr. Ford's Motion for Payment of Administrative Claim and reviewed and revised Critical Dates Memorandum.
10/08/20	S. Schrag	1.50	605.63	B310	Review voicemail from E. Warner regarding admin claim (.1); review employee file regarding the same (.2); prepare for call with Committee regarding Apogee (.6); call with Committee regarding Apogee (.6).
10/09/20	K.M. Howard	0.40	112.20	B310	Analysis of Judge Corbit's order regarding Dr. Ford's Motion for Administrative Claim Motion and reviewed and revised Critical Dates Memorandum.
10/09/20	K.M. Howard	0.30	84.15	B310	Reviewed and revised Critical Dates Memorandum regarding Judge Corbit's requirements of filing of confidential status conference statements.
10/09/20	S. Maizel	1.00	800.00	B310	Review materials re opposition to Cerner admin expense.
10/12/20	S. Maizel	1.00	800.00	B310	Telephone conference with AHM counsel regarding claims, etc. (.5); review information on AHM claims (.5).

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/12/20	S. Maizel	0.50	400.00	B310	Review various mediation process re admin expense issues.
10/12/20	S. Schrag	3.90	1,574.63	B310	Prepare mediation statements.
10/13/20	K.M. Howard	0.40	112.20	B310	Analysis of Judge Corbit's order regarding the Settlement Conference regarding Apogee's Motion for Allowance of Administrative Claim and reviewed and revised Critical Dates Memorandum.
10/13/20	S. Maizel	0.40	320.00	B310	Review and respond to emails re Cerner admin expense issues.
10/15/20	S. Schrag	0.40	161.50	B310	Review material related to Lewis claim (.1); confer with S. Maizel and S. McCandless regarding Lewis claim (.1); confer with Lewis counsel regarding mediation (.1); confer with Court Clerk regarding mediation (.1).
10/16/20	S. Schrag	0.70	282.63	B310	Confer with S. Maizel regarding status conference (.1); confer with S. McCandless regarding materials (.2); confer with Court regarding status conference (.1); review proposed stipulation with TIAA (.2); confer with client regarding the same (.1).
10/17/20	S. Alberts	1.80	1,440.00	B310	Review emergency motion for use of cash collateral, review related background materials and provide extensive comments thereto.
10/18/20	S. Alberts	0.30	240.00	B310	Review changes to form of cash collateral motion.
10/18/20	S. Maizel	0.20	160.00	B310	Review and respond to email from R. Arrowsmith re Cerner issues.
10/19/20	S. Alberts	0.50	400.00	B310	Communications with client and co-counsel about cash collateral and budget issues (.3), receive email concerning consensual use of cash collateral (.1) and review order (.1).
10/19/20	S. Maizel	0.30	240.00	B310	Telephone conference with Sandy McCandless re Lewis admin expense claim (.2); review and respond to emails re same (.1).
10/19/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re Cerner admin expense claims.

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/19/20	S. Schrag	6.40	2,584.00	B310	Confer with M. Lane and J. Gallagher regarding TIAA (.6); confer with S. McCandless regarding Lewis claim (.6); confer with W. Noel regarding the same (.2); confer with P. Miller regarding claims (.3); confer with S. Maizel regarding the same (.2); confer with K. Howard regarding deadlines (.4); review Court order regarding mediation statement (.3); continue drafting mediation statement (3.8).
10/20/20	S. Schrag	13.10	5,289.13	B310	Continue drafting settlement statement (8.3); review related filings (3.7); conduct research related thereto (1.1).
10/20/20	K.M. Howard	0.40	112.20	B310	Analysis of Notice of Continuance of Hearing on TIAA's Motion for Administrative Expense Claim and reviewed and revised Critical Dates Memorandum.
10/21/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re meeting with Judge Corbit re Lewis admin expense mediation.
10/21/20	S. Maizel	0.40	320.00	B310	Review and revise mediation brief re Apogee.
10/21/20	K.M. Howard	0.40	112.20	B310	Analysis of Judge Corbitt's Notice of Hearing regarding Cynthia Lewis' Motion for Payment of Administrative Expense Claim and Status Conference and reviewed and revised Critical Dates Memorandum.
10/21/20	K.M. Howard	0.40	112.20	B310	Analysis of Notice of Status Conference regarding re Dr. Ford's Motion for Payment of Administrative Claim and reviewed and revised Critical Dates Memorandum.
10/21/20	S. Schrag	3.70	1,493.88	B310	Continue drafting settlement statement (2.9); confer with S. Maizel (.2); confer with P. Matthews (.3); confer with Judge Corbit's chambers (.3).
10/22/20	S. Maizel	0.60	480.00	B310	Telephone conference with Geoff Miller re hearing with Judge Corbit re Lewis admin expense ((x2) (.2); emails to G. Miller re same (.4).
10/22/20	D. Cook	0.30	141.53	B310	Revisions to fee application regarding private sale status (.3);

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/26/20	S. Maizel	1.30	1,040.00	B310	Telephone conference with M. Lane, etc. re Apogee admin expense mediation (.3); review documents in preparation for mediation (1.0).
10/26/20	S. Schrag	1.30	524.88	B310	Review materials and confer with J. Gallagher regarding coverage (.2); confer with S. Maizel regarding the same (.1); confer with M. Lane regarding settlement conference (.2); call with M. Lane and S. Maizel to discuss settlement conference (.5); confer with J. Britton regarding zoom call (.1); confer with T. Cobb regarding Nuance claim and status (.2).
10/27/20	S. Maizel	2.90	2,320.00	B310	Prepare for mediation re Apogee claim (.6); participate in mediation with Judge Corbit re Apogee admin expense claim (1.0); conference call with M. Lane, etc. re same (.3); conference call with Judge Corbit re mediation issues (.5); review and respond to emails re same (.5).
10/27/20	S. Maizel	0.50	400.00	B310	Review and respond to emails re AHM admin expense claims.
10/28/20	S. Maizel	0.60	480.00	B310	Telephone conference with Jim Day, etc. re status of several issues in case.
10/28/20	S. Maizel	0.80	640.00	B310	Review and respond to emails re AHM issues.
10/29/20	S. Maizel	1.10	880.00	B310	Telephone conference with Dan Bugbee, etc. re AHM claims and contract issues (.7); email to Lapis and UCC counsel re same (.2); review and respond to emails re same (.2).
10/30/20	S. Schrag	0.60	242.25	B310	Review correspondence from B. Gibbons (.1); confer with client and local counsel regarding status of Nuance claim (.3); confer with J. Britton regarding settlement conference (.2).
10/31/20	S. Schrag	0.40	161.50	B310	Review voicemail from creditor again (.1); conducted research related thereto (.1); attempt call (.1); refer matter to Committee (.1).
<b>Subtotal</b>		<b>81.40</b>	<b>41,164.99</b>		

**B320 - Plan and Disclosure Statement (incl. Business Plan)**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/01/20	G. Miller	0.40	222.70	B320	Finalize and circulate stipulation continuing disclosure statement.
10/02/20	K.M. Howard	0.40	112.20	B320	Analysis of minute order, notice of continuance and order regarding the hearing on Disclosure Statement and applicable deadlines and reviewed and revised Critical Dates Memorandum accordingly.
10/02/20	S. Maizel	2.80	2,240.00	B320	Telephone conference with J. Gallagher re pending issues re plan (.3); telephone conference with Lapis and counsel, etc. re pending issues re plan (1.0); telephone conference with J. Gallagher and M. Lane re pending issues on plan confirmation (.4); telephone conference with J. Gallagher re newco issues re plan confirmation (1.1).
10/02/20	S. Maizel	0.50	400.00	B320	Review and respond to emails re operational issues for Newco re plan confirmation.
10/02/20	G. Medina	0.60	181.05	B320	Received and reviewed for filing stipulation continuing disclosure statement hearing, the order and the notice of continuance, filed and uploaded order with the Court per the request of G. Miller.
10/02/20	G. Miller	0.20	111.35	B320	File stipulation continuing disclosure statement.
10/05/20	G. Miller	0.20	111.35	B320	Emails with S. Alberts re: plan of reorganization.
10/05/20	S. Maizel	0.30	240.00	B320	Review and respond to emails re use of cash collateral.
10/05/20	S. Maizel	1.20	960.00	B320	Review and revise mgmt agreement for newco and AHM re plan issues (1.0); review and respond to emails re same (.1); telephone conference with J. Gallagher re same (.1).
10/05/20	S. Maizel	2.70	2,160.00	B320	Telephone conference with J. Gallagher, M. Lane, etc. re Cerner issues (1.4); t/c with Lapis, etc. re Cerner issues (.7); review and respond to emails re same (.6).

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/06/20	S. Alberts	0.40	320.00	B320	Communications about plan and disclosure modifications.
10/07/20	S. Maizel	0.20	160.00	B320	Telephone conference with Daniel Bugbee, AHM business counsel re contract issues.
10/08/20	S. Maizel	0.20	160.00	B320	Telephone conference with M. Lane re confirmation issues (.1); telephone conference with J. Gallagher re same (.1).
10/08/20	S. Maizel	0.10	80.00	B320	Review and respond to emails re treatment of 2017 bonds.
10/08/20	S. Maizel	0.50	400.00	B320	Review and respond to emails re AHM - AHS contract issues.
10/08/20	S. Maizel	1.00	800.00	B320	Review options re financing for plan confirmation.
10/08/20	S. Maizel	0.50	400.00	B320	Review status of admin expenses re plan confirmation requirements.
10/09/20	S. Alberts	0.30	240.00	B320	Communication about Plan and Disclosure statement hearing and next steps.
10/09/20	S. Maizel	0.80	640.00	B320	Review status of disclosure statement hearing and revisions to the disclosure statement.
10/09/20	S. Maizel	1.00	800.00	B320	Review options re AHM contract issues vis-à-vis plan confirmation.
10/09/20	S. Maizel	0.30	240.00	B320	Telephone conference with John Gallagher re pending issues on AHM contract.
10/09/20	S. Maizel	0.40	320.00	B320	Review and respond to emails re AHS - AHM contract issues.
10/12/20	S. Maizel	0.20	160.00	B320	Telephone conference with W. Kannel, etc. re plan and disclosure statement issues.
10/12/20	S. Maizel	1.00	800.00	B320	Review revised disclosure statement and plan with UCC revisions.
10/12/20	G. Miller	1.00	556.75	B320	Review UCC comments to plan and email same to S.Maizel
10/13/20	S. Maizel	0.20	160.00	B320	Review and respond to emails re AHS information requests.
10/13/20	S. Maizel	1.00	800.00	B320	Review proposed UCC revisions to plan and disclosure statement.

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/15/20	S. Maizel	6.00	4,800.00	B320	Review issues in Lapis letter re management issues and plan (1.5); telephone conference with J. Gallagher, etc. re Astria plan issues vis-v-vis Lapis management demands (.7); telephone conference with M. Lane, etc. re same (.6); telephone conference with M. Sirota, etc. re same (.5); telephone conference with C. Sweet, etc. re same (.5); telephone conference with J. Gallagher re same (.5); t/c with G. Dyer re same (.1); telephone conference with Sam Alberts re same (.2); telephone conference with Scott Shanker re same (.3); telephone conference with M. Lane, etc. re same (.5); review and respond to emails re same (.6).
10/15/20	S. Maizel	4.00	3,200.00	B320	Drafting letter responding to Sirota letter re plan issues.
10/16/20	S. Maizel	2.40	1,920.00	B320	Telephone conference with counsel for UCC re management demands from Lapis (.5); telephone conference with John Gallagher and Mike Lane re same (.5); Astria 003/B320 telephone conference with C. Sweet and P. Singerman re same (.9); telephone conference with Dan Bugbee and J. Gallagher re same (.5).
10/16/20	S. Maizel	2.40	1,920.00	B320	Telephone conference with J. Gallagher, M. Lane, etc. re response to correspondence from Lapis re management issues (.9); revising response to M. Sirota re same (1.5)
10/17/20	S. Maizel	4.00	3,200.00	B320	Prepare for board meeting on Lapis demand re CEO (1.0); telephone conference with M. Lane re same (.2) participate in board meeting re Lapis demand re CEO (2.3); telephone conference with M. Lane re same (.1); telephone conference with J. Gallagher re same (.1); telephone conference with M. Sirota re same (.3).
10/18/20	S. Maizel	0.80	640.00	B320	Telephone conference with Andrew Sherman, etc. re status of plan issues vis-à-vis Lapis.

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November 24, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
10/18/20	S. Maizel	0.10	80.00	B320	Review and respond to email from M. Sirota re Lapis response to questions about management demands.
10/19/20	S. Alberts	0.80	640.00	B320	Communicate with S. Maizel about plan issue (.3), conference with S. Maizel, M. Lane, G. Miller concerning plan issues (.5).
10/19/20	S. Maizel	2.50	2,000.00	B320	Telephone conference with Scott Shanker re Lapis management issues vis-à-vis plan issues (.5); telephone conference with M. Lane re same (.5); telephone conference with J. Gallagher, etc. re same (.8); review and respond to emails from Lapis counsel re same (.2); drafting email to counsel for UCC re same (.5).
10/19/20	S. Maizel	1.50	1,200.00	B320	Review and revise letter to M. Sirota re Lapis management issues vis-à-vis plan issues.
10/20/20	K.M. Howard	0.40	112.20	B320	Analysis of Notice of Adjournment of Hearing on Disclosure Statement and reviewed and revised Critical Dates Memorandum accordingly.
10/20/20	C. Montgomery	4.40	3,520.00	B320	Phone conference with S Maizel and S Alberts re plan threat from lenders (1.2); review intercreditor agreement (1.7); phone conference with S Maizel and S Alberts re plan issues (1.4); review G Miller analysis of cramdown valuation (.1)
10/20/20	S. Maizel	0.60	480.00	B320	Review and respond to emails re sources and uses of cash for plan.
10/20/20	S. Alberts	4.30	3,440.00	B320	Conference with C. Montgomery and S. Maizel about exit financing (.6), CW M. Lane and Dentons co-counsel on exit financing (.7), review UMB/Lapis Intercreditor agreement (.3), conference with working group concerning alternative plan structures and cram down issues (1.4), review and consider research assessment from G. Miller on valuation of collateral issue (.2), review and comment on letter to Lapis and return to S. Maizel (.3), conference with client about plan and financing options (.8).

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/21/20	S. Alberts	2.50	2,000.00	B320	Conference with Client and co-counsel about JMB deal (.5), confer with JMB and client (.3) and follow up with client (.6) and forward impairment research (.1), review schedule of debts and waterfall analysis (.2), review impairment summary from G. Miller (.1), conference with working group (.7).
10/21/20	K.M. Howard	0.40	112.20	B320	Analysis of Notice of Telephonic Status Conference regarding the Plan and Disclosure Statement and reviewed and revised Critical Dates Memorandum.
10/21/20	C. Montgomery	3.20	2,560.00	B320	Participate in internal Astria phone calls with S Maizel, G Miller and M Lane (.5); participate in phone call with V Tandon and R Hirsh and Astto team re proposal for exit financing (.5); follow up call with M Lane, S Maizel and S Alberts (.5); review materials from G Miller and phone call with S Maizel(.6); communicayions with S Alberts rebimpairment question (.3); late evening conference call with S Maizel, S Alberts, G Miller, J Gallagher and M Lane re exit financing (.8)
10/21/20	S. Maizel	1.00	800.00	B320	Telephone conference with M. Lane, etc. re Lapis management issues (.9); telephone conference with M. Lane re same (.1).
10/23/20	K.M. Howard	0.40	112.20	B320	Analysis of court's order and cross-referenced to stipulation regarding pending discovery deadlines and reviewed and revised Critical Dates Memorandum accordingly.
10/26/20	S. Maizel	3.30	2,640.00	B320	Review and respond to emails re Management issues (2.0); telephone conference with M. Lane (x2) re same (.3); telephone conference with Scott Shanker re same (.2); telephone conference with counsel for Lapis re same (.5); telephone conference with David Bugbee (x2) re same (.3).
10/27/20	G. Miller	1.40	779.45	B320	Revise response to objections to disclosure statement.
10/28/20	G. Miller	2.90	1,614.58	B320	Revise response to objections to disclosure statement

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/28/20	S. Maizel	0.40	320.00	B320	Telephone conference with US Dept. of Justice re disclosure statement issues vis-à-vis SBA (.2); review and respond to emails re same (.2).
10/28/20	S. Maizel	0.40	320.00	B320	Review and respond to emails re scheduling for disclosure statement hearing.
10/28/20	S. Alberts	0.40	320.00	B320	Conference with co-counsel about plan related issues.
10/29/20	S. Maizel	0.20	160.00	B320	Telephone conference with Margaret Newell, US Dept. of Justice re SBA issues with plan.
10/29/20	S. Maizel	1.50	1,200.00	B320	Telephone conference with W. Kannel and M. Sirota re disclosure statement issues (.3); telephone conference with S. Alberts re same (.2); participate in status conference with court over disclosure statement status (.4); telephone conference with M. Lane re same (.2); telephone conference with Scott Shanker re same (.3); review status of revised disclosure statement with UCC Counsel by email (.1).
10/29/20	S. Maizel	0.20	160.00	B320	Review and revise notice of continued hearing on disclosure statement.
10/29/20	G. Miller	2.50	1,391.88	B320	Revise response to objections to disclosure statement
10/29/20	K.M. Howard	0.40	112.20	B320	Analysis of Notice of Continued Hearing on Amended Plan and Disclosure Statement and reviewed and revised Critical Dates Memorandum.
10/29/20	G. Medina	0.30	90.53	B320	Work on filing Notice of Continuance of Disclosure Statement Hearing.
10/30/20	S. Maizel	3.10	2,480.00	B320	Telephone conference with G. Miller re revising the disclosure statement and plan (.1); review and respond to emails re same (.2); review and revise reply to objections to disclosure statement (.8); review Lapis and Committee revisions to the plan and disclosure statement (2.0).
10/30/20	S. Alberts	0.30	240.00	B320	Communications about plan issues.

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/30/20	G. Miller	0.60	334.05	B320	Draft list of outstanding items to complete prior to disclosure statement hearing and email S.Maizel same
10/30/20	G. Miller	1.40	779.45	B320	Review revised plan received from Lapis
10/30/20	G. Miller	1.00	556.75	B320	Revise order approving disclosure statement (.6); Revise forms of ballots (.4)
10/30/20	G. Miller	2.40	1,336.20	B320	Revise response to objections to disclosure statement
10/30/20	G. Miller	0.20	111.35	B320	Revise form of notice of confirmation hearing
10/31/20	S. Alberts	5.60	4,480.00	B320	Review and provide comments to objections to Disclosure Statement (.6), review comments to Disclosure Statements (.5), internal call about Plan and Disclosure Statement (.5), conference with Lapis and UCC (.7), follow up with S. Maizel (.1), conference with internal working group (.7), follow up review of case decision and articles and communications with UCC (1.0), review and comment on DS and provide comments to internal working group (1.5).
10/31/20	S. Maizel	1.80	1,440.00	B320	Telephone conference with Geoff Miller, etc. re plan and disclosure statement revisions (.5); telephone conference with counsel for Lapis, etc. re same (.7); telephone conference with Mike Lane, etc. re same (.6).
10/31/20	S. Maizel	3.00	2,400.00	B320	Review and revise plan and disclosure statement.
10/31/20	G. Miller	0.20	111.35	B320	Review revised disclosure statement.
10/31/20	G. Miller	1.80	1,002.15	B320	Calls with Dentons, the Committee and Lapis re: revised plan and disclosure statement.
10/31/20	G. Miller	1.10	612.43	B320	Revise response to objections to disclosure statement.
10/31/20	G. Miller	1.60	890.80	B320	Review and comment on amended plan.
	<b>Subtotal</b>	<b>98.10</b>	<b>72,395.17</b>		

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**B420 - Restructurings**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/19/20	G. Miller	1.20	668.10	B420	Review loan documents re collateral descriptions and extent of security interests
10/19/20	G. Miller	0.80	445.40	B420	Calls with Astria and Dentons team re reorganization strategy.
10/19/20	G. Miller	0.30	167.03	B420	Review Vendor settlement term sheet.
10/22/20	G. Miller	1.60	890.80	B420	Review Cynthia Lewis pleadings (.5); attend status conference (.8); draft email to S. Maizel summarizing hearing (.3).
	<b>Subtotal</b>	<b>3.90</b>	<b>2,171.33</b>		

**EMP - Employment**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/20	S. McCandless	0.90	720.00	EMP	Review employment and pay-related documents provided by C. Rowan for production to opposing counsel.
10/06/20	S. McCandless	0.70	560.00	EMP	Review insurance policy in context of Lewis' counsel's request for same.
10/13/20	D. Cook	0.40	188.70	EMP	Analysis in connection with revisions to SEIU 9019 motion (.2); email communications with S Alberts in connection with same (.2);
10/14/20	D. Cook	4.60	2,170.05	EMP	Revise SEIU settlement materials in connection with evolving settlement agreement (4.2); communications regarding effectuation of SEIU settlement (.4);
10/15/20	D. Cook	3.60	1,698.30	EMP	Email communications regarding SEIU settlement materials (.3); analysis regarding SEIU settlement claim notice (1.8); telephone multiple telephone conferences with KCC regarding same (.7); follow up email communications in connection with same (.2); analysis of claim materials (.6);
10/15/20	S. McCandless	1.00	800.00	EMP	Review background information on Lewis claim forwarded by S. Schrag for production to opposing counsel (.80); communicate with S. Schrag regarding same (.20).
10/16/20	S. McCandless	0.50	400.00	EMP	Communicate with S. Schrag regarding strategy for production of documents to opposing counsel for Lewis (.20); further related review of prior communications for same (.40).
10/16/20	D. Cook	1.10	518.93	EMP	Analysis in connection with claim notices regarding SEIU settlement (.9); communications with KCC and debtor team regarding same (.2);

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/19/20	S. McCandless	2.20	1,760.00	EMP	Review potential documents for production to opposing counsel (Lewis administrative claim) (1.20); review related communications with opposing counsel for analysis of same (.50); discuss same with S. Maizel, including insurance policy question (.20); follow up communications with S. Schrag and S. Maizel (.30).
<b>Subtotal</b>		<b>15.00</b>	<b>8,815.98</b>		

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**REP - Reporting**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/22/20	K.M. Howard	0.50	140.25	REP	Reviewed email from M. Schwarzmenn regarding September Monthly Operating Report (.1); reviewed NonDebtor Database and setup placeholder (.1); prepared responsive email to M. Schwarzmenn regarding status (.1); email exchange with S. Maizel regarding responses to the questionnaire (.1) and assembled requested material (.1).
10/23/20	K.M. Howard	1.90	532.95	REP	Reviewed and organized bank statements received from the Debtors including reviewed each for privileged material and redacted same in conjunction with attaching as exhibits to Monthly Operating Report.
10/26/20	K.M. Howard	0.40	112.20	REP	Email exchange and telephone conference with S. Maizel regarding Monthly Operating Report (.1); assembled additional information requested by S. Maizel (.2); prepared followup email regarding same (.1).
10/29/20	K.M. Howard	1.10	308.55	REP	Further review and analysis of Debtors' bank statements and determined statements still needed (.4); telephone conference and email exchanges with M. Schwarzmenn regarding same (.3); reviewed and revised Questionnaire (.2); email exchanges with J. Gallagher regarding same (.1); prepared email to M. Lane and M. Owens regarding request for remaining bank statements (.1);
10/29/20	K.M. Howard	0.30	84.15	REP	Further analysis of bank statements received from the client (.4); email exchanges and telephone conference with M. Schwarzmenn regarding same (.3)
10/30/20	S. Maizel	0.20	160.00	REP	Review and respond to emails re MOR (.1); telephone conference with K. Howard re same (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
10/30/20	K.M. Howard	3.30	925.65	REP	Email exchanges with Debtors regarding additional bank statements including telephone conferences with S. Maizel (.6); received and organized additional statements from Debtors' banks (.5); reviewed newly received bank statements for privilege and redacted same (1.6); finalized Monthly Operating Statements and exhibits thereto for filing (.4); filed same (.2).
<b>Subtotal</b>		<b>7.70</b>	<b>2,263.75</b>		

**SUMMARY OF AMOUNT DUE BY TASK CODE**

<b>Task Code</b>	<b>Task Code Name</b>	<b>Fees</b>
APP	Appellate Proceedings	13,525.64
B100	Administration	2,762.10
B110	Case Administration	10,215.29
B130	Asset Disposition	21,781.70
B140	Relief from Stay/Adequate Protection Proceedings	2,907.01
B150	Meetings of and Communications with Creditors	1,120.00
B160	Fee/Employment Applications	7,324.74
B185	Assumption/Rejection of Leases and Contracts	7,861.52
B190	Other Contested Matters (excl. assumption/rejection motions)	13,253.37
B210	Business Operations	4,720.00
B230	Financing/Cash Collections	19,576.11
B260	Board of Directors Matters	8,400.00
B300	Claims and Plan	38,420.28
B310	Claims Administration and Objections	41,164.99
B320	Plan and Disclosure Statement (incl. Business Plan)	72,395.17
B420	Restructurings	2,171.33
EMP	Employment	8,815.98
REP	Reporting	2,263.75
	Total This Matter	\$278,678.98

**TIME AND FEE SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Montgomery	\$800.00	7.60	\$6,080.00
S. Alberts	\$800.00	70.50	\$56,400.00
S. Maizel	\$800.00	128.30	\$102,640.00

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<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. McCandless	\$800.00	7.60	\$6,080.00
J.A. Moe, II	\$599.25	3.20	\$1,917.61
M. Zeefe	\$497.25	12.70	\$6,315.11
E. Bass	\$501.50	0.40	\$200.60
G. Miller	\$556.75	58.30	\$32,458.63
J. Fisher	\$416.50	3.60	\$1,499.40
S. Schrag	\$403.75	100.50	\$40,576.98
D. Cook	\$471.75	27.20	\$12,831.63
D. Pina	\$323.00	1.30	\$419.90
G. Medina	\$301.75	5.80	\$1,750.17
K.M. Howard	\$280.50	<u>33.90</u>	<u>\$9,508.95</u>
Totals		460.90	\$278,678.98

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/28/2020	Delivery & Postage FedEx Airbill #397292249677 09/28/20 Delivery to 1806 YAKIMA VALLEY HWY, SUNNYSIDE, WA	18.84
	SUBTOTAL	18.84
10/13/2020	Lexis COOK\ DAVID	49.10
10/13/2020	Lexis COOK\ DAVID	307.00
10/15/2020	Lexis COOK\ DAVID	147.30
	SUBTOTAL	503.40
7/29/2020	LITIGATION SUPPORT VENDORS INVOICE 4358562-Q32020 PACER FEES	3.00
8/12/2020	LITIGATION SUPPORT VENDORS INVOICE 4358562-Q32020 PACER FEES	2.20
8/14/2020	LITIGATION SUPPORT VENDORS INVOICE 4358562-Q32020 PACER FEES	2.90
7/1/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020 PACER FEES	1.30
7/7/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020 PACER FEES	38.40

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November 24, 2020

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/1/2020	Reversal from Cancelled Voucher 11330115	(1.30)
7/7/2020	Reversal from Cancelled Voucher 11330115	(38.40)
	SUBTOTAL	8.10
9/28/2020	Outside Copying/Printing John A. Moe, II, Copying Dentons Fee Application	5.48
	SUBTOTAL	5.48
10/5/2020	WESTLAW COOK\ DAVID F	375.00
10/13/2020	WESTLAW COOK\DAVID F	889.66
10/14/2020	WESTLAW SMITH\MARGO	75.00
10/16/2020	WESTLAW SMITH\MARGO	612.96
	SUBTOTAL	1,952.62
	Total Disbursements	\$2,488.44
	Total This Matter	\$281,167.42

Total Hours 460.90

Fee Total, all Matters \$ 278,678.98

Disbursement Total, all Matters \$ 2,488.44

Invoice Total, all Matters \$ 281,167.42

Astria Health  
1806 Yakima Valley Hwy.  
Sunnyside, WA 98944  
USA

November 24, 2020

**Invoice No. 2350115**Client: 15802271  
Payment Due Upon Receipt  
15802271-000009  
SHC Medical Center-Yakima (19-01192-11)

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Total This Invoice	\$ 95,429.31
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Please return this page with your payment

In the case of mail deliveries to:

SNR Denton US LLP  
8000 Sears Tower  
Chicago, IL 60606

OR

In the case of overnight deliveries to:

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233 South Wacker Drive  
Chicago, IL 60604-6404

Payment by wire transfer/ACH should be sent to:

Citi Private Bank  
227 W Monroe, Chicago, IL 60606  
ABA Transit # 271070801  
Account # 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33  
Reference Invoice # and/or client matter #

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

S. Maizel  
at 1 213 623 9300



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

Alston Hunt Floyd & Ing is now  
Dentons -- continuing services  
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dentons.com

Astria Health  
1806 Yakima Valley Hwy.  
Sunnyside, WA 98944  
USA

November 24, 2020

**Invoice No. 2350115**

For Professional Services Rendered through October 31, 2020:

Matter: 15802271-000009  
SHC Medical Center-Yakima (19-01192-11)

**AGI - Attorney General Issues**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/13/20	G. Weinreich	3.30	2,640.00	AGI	Prepare for interview of M. Thorner (.5); review emails provided by S. Maizel and S. Alberts (.70); interview M. Thorner (.6); notes to file regarding same (.2); continue analysis with team (.5); review additional M. Thorner information (.3); prepare for and attend M. Owen interview (.3); teleconference with C. Janney in follow up (.1); review and annotate notes (.1).
10/14/20	G. Weinreich	0.70	560.00	AGI	Exchange emails with team; review M. Thorner emails; teleconference with C. Janney; commence reviewing scienter research; commence review of portions of draft report.
10/15/20	G. Weinreich	4.40	3,520.00	AGI	Continue work on investigation report (3.5); discuss aspects of same with C. Janney (.6); send revised version to C. Janney (.1); review email exchanges with witnesses (.2).
10/16/20	G. Weinreich	2.00	1,600.00	AGI	Teleconferences with C. Janney regarding investigation and report; participate in Dr. Kennedy interview; correspond with team regarding same; notes to file; teleconference with C. Janney regarding AKS analysis; review portions of investigation report; call with team to address open questions.
10/17/20	G. Weinreich	3.50	2,800.00	AGI	Work on reviewing and editing investigation report; integrate findings and legal sections; correspond with team.
10/19/20	G. Weinreich	1.30	1,040.00	AGI	Final review and edit of investigation report (1.0); final discussion of analysis with C. Janney (.2); final emails with team (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
	<b>Subtotal</b>	<b>15.20</b>	<b>12,160.00</b>		

**B130 - Asset Disposition**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/04/20	G. Weinreich	0.20	160.00	B130	Review and respond to S. Alberts email; respond to same.
10/04/20	G. Weinreich	0.10	80.00	B130	Exchange emails with team regarding internal investigation and witness contact information.
10/04/20	C. Janney	0.80	601.80	B130	Exchange emails with G. Weinreich, S. Alberts. and S. Maizel regarding AKS issue (.3); review related file (.5).
10/06/20	M. Smith	0.20	73.95	B130	Review background materials in relation to sale of medical office building in preparation for upcoming interviews.
10/06/20	G. Weinreich	1.30	1,040.00	B130	Exchange emails with C. Janney; review C. Janney outline; teleconference with C. Janney to agree of investigation strategy; review and edit email to T. Ives.
10/06/20	C. Janney	2.10	1,579.73	B130	Telecon with G. Weinreich regarding witness interviews (.2); prepare for same (1.9); exchange emails with S. Alberts regarding same (.1).
10/07/20	C. Janney	0.60	451.35	B130	Exchange emails with T. Ives (Cushman) and internal team regarding internal investigation (.2); review related materials (.4).
10/08/20	C. Janney	1.90	1,429.28	B130	Telecon with team regarding investigation, upcoming interviews, etc. (.3); prepare for T. Ives interview (1.6).
10/08/20	G. Weinreich	0.60	480.00	B130	Exchange multiple emails with team ; review witness bio; prepare for next day interview.
10/08/20	M. Smith	0.20	73.95	B130	Review background materials in preparation for interview with T. Ives.
10/09/20	M. Smith	2.30	850.43	B130	Review background materials in preparation for interview with T. Ives; participate in interview with T. Ives to discuss sale of medical office building; review and clean up notes from interview.

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Matter: 15802271-000009  
Invoice No.: 2350115

November 24, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
10/09/20	G. Weinreich	2.70	2,160.00	B130	Prepare for and participate in interview of Travis Ives; notes to file; follow up discussions with Dentons team; review and finalize notes of interview; review and edit emails to other witnesses.
10/09/20	C. Janney	5.60	4,212.60	B130	Interview T. Ives in connection with hospital/MOB sale issue (1.1); prepare for same (1.9); begin draft of inquiry report (2.2); telecons and emails exchanges with G. Weinreich and M. Smith regarding same (.3); exchange emails with J. Gallagher regarding matter and interview (.1).
10/10/20	G. Weinreich	0.30	240.00	B130	Review interview notes and forward same to team; prepare for upcoming witness interviews.
10/10/20	C. Janney	1.90	1,429.28	B130	Continue work on AKS inquiry (1.7); exchange emails with G. Weinreich and M. Thorner regarding same (.2).
10/11/20	C. Janney	3.20	2,407.20	B130	Continue work in AKS inquiry; exchange emails with M. Smith, J. Fisher, and G. Weinreich regarding same; drafting report.
10/11/20	G. Weinreich	0.70	560.00	B130	Review materials regarding upcoming interviews and anti-kickback statute research regarding 9th Circuit law on intent; review news article forwarded by C. Janney; consider next day's interview.
10/12/20	G. Weinreich	3.10	2,480.00	B130	Prepare for interview of J. Gallagher; discuss same with C. Janney; attend J. Gallagher interview; follow up call with team; review and annotate notes of interview; review emails with witnesses; consider next steps; schedule additional calls; exchange emails regarding the scienter standard in the Ninth Circuit.
10/12/20	M. Smith	4.90	1,811.78	B130	Participate in interview with J. Gallagher to discuss sale of medical office building; review and clean up notes from interview; discuss potential -back issues and analysis with G. Weinreich and C. Janney; review OIG advisory opinions to identify relevant opinions discussing various forms of remuneration.

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2350115

November 24, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
10/12/20	C. Janney	5.40	4,062.15	B130	Prepare for witness interviews (1.1); interview witness (.9); continue drafting report with inquiry findings and conclusions (2.9); discussions and emails exchanges with G. Weinreich, M. Smith, S. Alberts, S. Maizel, J. Fisher, J. Gallagher, and M. Owens regarding inquiry (.5).
10/13/20	C. Janney	6.30	4,739.18	B130	Prepare for witness interviews (1.6); interview witnesses (1.4); continue drafting report with inquiry findings and conclusions (2.8); discussions and emails exchanges with G. Weinreich, M. Smith, and M. Thorner regarding inquiry (.5).
10/14/20	C. Janney	6.70	5,040.08	B130	Continue drafting report with inquiry findings and conclusions (4.6); review AKS authorities (1.7); discussions and emails exchanges with G. Weinreich, M. Smith, and M. Thorner regarding inquiry (.4).
10/15/20	C. Janney	6.20	4,663.95	B130	Continue work on draft findings, law, and conclusions sections of draft hospital/MOB sale inquiry report (4.9); telecons and emails exchanges with team regarding same (.3); review AKS authorities (1.8); exchange emails with M. Thorner regarding inquiry (.2).
10/16/20	C. Janney	6.10	4,588.73	B130	Continue witness interview in connection with hospital/MOB sale inquiry (.9); prepare for same (.6); continue drafting inquiry report (4.7); discussions and emails exchanges with G. Weinreich and M. Smith regarding same (.3).
10/18/20	C. Janney	2.90	2,181.53	B130	Continue work on AKS inquiry report (2.6); exchange emails with G. Weinreich and M. Smith regarding same (.3).
10/19/20	C. Janney	4.10	3,084.23	B130	Finalize draft and final report of inquiry findings and conclusions (3.7); exchange emails with team regarding same (.2); telecon with S. Maizel and S. Alberts regarding same (.2).

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2350115

November 24, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
10/19/20	S. Alberts	2.40	1,920.00	B130	Sale of MOB. Review memorandum on alleged kickback issues (.3), follow up call with C. Janney (.2) and S. Maizel (.1), review form of order and follow up (.3), draft email to Lapis/UMB about redemption premium issue (.2), conference with W. Kannel concerning redemption defeasance and bond repayment issues (.7), conference with G. Miller about form of order issues (.6)
10/19/20	G. Miller	1.50	835.13	B130	Revise proposed order approving ARMC and MOB sale and circulate same to parties in interest for comment.
10/20/20	G. Miller	0.80	445.40	B130	Revise proposed order approving ARMC and MOB sale ,
10/20/20	S. Alberts	2.50	2,000.00	B130	MOB Sale. Review Lease Back and closing costs (.3) and revise form of order and sent to co-counsel (.5), emails concerning transfer tax issue (.2) and follow up research discussions on transfer taxes (.3), review communication from Buyer concerning form of order and sought to confer with co-counsel (.2) and follow up internally (.1) and with lenders (.2), conference with S. Maizel about form of order (.1), conference with Lapis concerning Buyer's communication and plan issues (.5) and follow up with Buyer's new counsel (.1).
10/21/20	S. Alberts	2.40	1,920.00	B130	MOB Sale. Obtain and review draft comments by Lapis to form of sale order (.1), communicate with Lapis about sale order issues (.2), communicate with G. Miller about transfer tax issues (.2) and follow up on form of order (.2), communicate with Buyer's counsel about sale process (.6), and follow up with co-counsel (.2) and communication to Lapis (.1) and client (.2), hearing on MOB sale and status conference (.6).
10/21/20	G. Miller	0.80	445.40	B130	Revise proposed order approving ARMC and MOB sale.
10/21/20	G. Miller	0.60	334.05	B130	Call with buyer's counsel re sale of ARMC and MOB.

Astria Health  
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November 24, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
10/21/20	G. Miller	1.20	668.10	B130	Prepare for hearing re sale of ARMC And MOB (.5); Attend hearing re same (.7)
10/22/20	G. Miller	0.50	278.38	B130	Revise proposed order approving ARMC and MOB sale.
10/22/20	S. Alberts	0.30	240.00	B130	MOB Sale. Review MOB sale order (.1) and follow up with G. Miller on form and attachment (.2).
10/23/20	G. Miller	0.20	111.35	B130	Finalize and file proposed order approving ARMC and MOB sale.
10/26/20	S. Alberts	0.20	160.00	B130	MOB Sale. Communications about form of order and next steps.
10/26/20	G. Miller	0.20	111.35	B130	Review order approving sale of ARMC and MOB and circulate same to buyer and Astria.
<b>Subtotal</b>		<b>84.00</b>	<b>59,950.36</b>		

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2350115

November 24, 2020

**B230 - Financing/Cash Collections**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/19/20	G. Miller	0.70	389.73	B230	Draft stipulation extending use of cash collateral and order approving same.
	<b>Subtotal</b>	<b>0.70</b>	<b>389.73</b>		

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Matter: 15802271-000009  
Invoice No.: 2350115

November 24, 2020

**B310 - Claims Administration and Objections**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/27/20	S. Schrag	4.20	1,695.75	B310	Prepare for mediation re Apogee claim (1.7); confer with S. Maizel regarding the same (.3); conference with Judge Corbit regarding negotiations (1.0); conference against with Judge Corbit (.6); draft email to Lapis and Committee (.6).
10/29/20	S. Schrag	8.10	3,270.38	B310	Draft mediation statement re Ford (5.2); review filings and exhibits (1.4); prepare exhibits (1.0); confer with M. Lane regarding the same (.3); confer with chambers regarding the same (.2).
	<b>Subtotal</b>	<b>12.30</b>	<b>4,966.13</b>		

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2350115

November 24, 2020

**B320 - Plan and Disclosure Statement (incl. Business Plan)**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/15/20	G. Miller	1.10	612.43	B320	Revise response to objections to disclosure statement .
10/19/20	G. Miller	1.90	1,057.83	B320	Emails with S.Alberts re disclosure statement hearing (.3); draft notice to adjourn hearing and motion to continue reply deadlines (1.6).
	<b>Subtotal</b>	<b>3.00</b>	<b>1,670.26</b>		

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2350115

November 24, 2020

**B420 - Restructurings**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/15/20	G. Miller	1.80	1,002.15	B420	Calls with Astria to discuss Lapis letter.
10/15/20	G. Miller	1.20	668.10	B420	Review Lapis loan documents re debt amounts, maturity dates and interest rates and email S. Alberts re same
10/15/20	G. Miller	1.70	946.48	B420	Summarize plan of reorganization and email S. Maizel re same.
10/16/20	G. Miller	4.90	2,728.08	B420	Draft emergency motion to use cash collateral
10/16/20	G. Miller	1.10	612.43	B420	Review letter to M. Sirota re compensation issues
10/16/20	G. Miller	1.40	779.45	B420	Review and revise memorandum to board re Lapis letter.
10/19/20	G. Miller	0.60	334.05	B420	Call with S.Alberts re priority of liens and security interests and proposed sale order.
10/20/20	G. Miller	1.90	1,057.83	B420	Calls with Dentons team to discuss reorganization strategy.
10/21/20	G. Miller	3.00	1,670.25	B420	Calls with Dentons team and Astria re reorganization strategy.
10/21/20	G. Miller	1.90	1,057.83	B420	Research re tax exemption under section 1146 and reinstatement of claims under section 1124.
10/23/20	G. Miller	0.40	222.70	B420	Revise records motion.
	<b>Subtotal</b>	<b>19.90</b>	<b>11,079.35</b>		

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2350115

November 24, 2020

**MED/CMS- Medicare/CMS Issues**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/13/20	M. Smith	6.40	2,366.40	MED/C	Participate in interviews with M. Thorner and M. Owens to discuss sale of medical office building (.9); review and clean up notes from interviews (.5); discuss potential anti-kickback issues and analysis with G. Weinreich and C. Janney (.9); review OIG advisory opinions to identify relevant opinions discussing various forms of remuneration (2.1); draft summary of relevant language and proposed arrangement for C. Janney (.7); draft timeline of offers and key events (1.3).
10/16/20	M. Smith	5.00	1,848.75	MED/C	Participate in interview with Dr. Kennedy and M. Thorner; review and revise findings section in Dentons' report.
10/18/20	M. Smith	2.70	998.33	MED/C	Review and revise analysis section in Dentons' report (2.3); analyze Ninth Circuit case law discussing Anti-Kickback Statute's "knowingly and willfully" standard (.4).
<b>Subtotal</b>		<b>14.10</b>	<b>5,213.48</b>		

**TIME AND FEE SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
G. Weinreich	\$800.00	24.20	\$19,360.00
S. Alberts	\$800.00	7.80	\$6,240.00
C. Janney	\$752.25	53.80	\$40,471.09
G. Miller	\$556.75	29.40	\$16,368.50
S. Schrag	\$403.75	12.30	\$4,966.13
M. Smith	\$369.75	<u>21.70</u>	<u>\$8,023.59</u>
Totals		149.20	\$95,429.31

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2350115

November 24, 2020

Fee Total \$ 95,429.31

Invoice Total \$ 95,429.31

**SUMMARY OF AMOUNT DUE BY TASK CODE**

<b>Task Code</b>	<b>Task Code Name</b>	<b>Fees</b>
AGI	Attorney General Issues	12,160.00
B130	Asset Disposition	59,950.36
B230	Financing/Cash Collections	389.73
B310	Claims Administration and Objections	4,966.13
B320	Plan and Disclosure Statement (incl. Business Plan)	1,670.26
B420	Restructurings	11,079.35
MED/ CMS	Medicare/CMS Issues	5,213.48
	Total This Matter	\$95,429.31
	Total This Matter	\$95,429.31

Astria Health    November 24, 2020  
Invoice #: 2350115

Fee Total, all Matters	\$	95,429.31
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Invoice Total, all Matters	\$	<u>95,429.31</u>
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November 24, 2020

**Invoice No. 2350125**

Matter: 15802271-000008  
SHC Medical Center-Toppenish (19-01190-11)

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Matter: 15802271-000008  
SHC Medical Center-Toppenish (19-01190-11)

**B140 - Relief from Stay/Adequate Protection Proceedings**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/17/20	S. Schrag	0.50	201.88	B140	Review material related to potential stay violation (.3); confer with client regarding the same (.2).
	<b>Subtotal</b>	<b>0.50</b>	<b>201.88</b>		

SHC Medical Center-Toppenish (19-01190-11)  
Matter: 15802271-000008  
Invoice No.: 2350125

November 24, 2020

**SUMMARY OF AMOUNT DUE BY TASK CODE**

<b>Task Code</b>	<b>Task Code Name</b>	<b>Fees</b>
B140	Relief from Stay/Adequate Protection Proceedings	201.88
	Total This Matter	\$201.88
	Total This Matter	\$201.88

**TIME AND FEE SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Schrag	\$403.75	0.50	\$201.88
Totals		0.50	\$201.88
Fee Total	\$	201.88	
Invoice Total	\$	201.88	



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November 24, 2020

**Invoice No. 2350124**

Matter: 15802271-000016  
WSNA Adversary Proceeding (2:20-ap-80005).

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**Invoice No. 2350124**

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For Professional Services Rendered through October 31, 2020:

Matter: 15802271-000016  
WSNA Adversary Proceeding (2:20-ap-80005).

**EMP - Employment**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/01/20	S. Alberts	0.20	160.00	EMP	Review and send to WSNA chart of transferred employees.
	<b>Subtotal</b>	<b>0.20</b>	<b>160.00</b>		

WSNA Adversary Proceeding (2:20-ap-80005)  
Matter: 15802271-000016  
Invoice No.: 2350124

November 24, 2020

**SUMMARY OF AMOUNT DUE BY TASK CODE**

<b>Task Code</b>	<b>Task Code Name</b>	<b>Fees</b>
EMP	Employment	160.00
	Total This Matter	\$160.00

**TIME AND FEE SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$800.00	<u>0.20</u>	<u>\$160.00</u>
Totals		0.20	\$160.00
Fee Total	\$	160.00	
Invoice Total	\$	<u>160.00</u>	

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November 24, 2020

**Invoice No. 2350123**Client: 15802271  
Astria adv. SBA (2:20-ap-80016)

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**Invoice No. 2350123**

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For Professional Services Rendered through October 31, 2020:

Matter: 15802271-000017  
Astria adv. SBA (2:20-ap-80016)

**APP - Appellate Proceedings**

Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/20	S. Schrag	0.30	114.75	APP	Review correspondence regarding new waive of PPP funds (.1); continue reviewing materials to draft appellate brief (.2).
10/07/20	S. Schrag	1.70	650.25	APP	Review timeline with K. Howard (.2); research bankruptcy rules regarding brief (.3); review material related to brief (1.2).
10/09/20	K.M. Howard	0.40	105.40	APP	Reviewed notice from the court regarding adjusted deadline for Appellee to file responsive brief and reviewed and revised Critical Dates Memorandum accordingly.
10/12/20	S. Schrag	0.50	201.88	APP	Draft brief.
10/15/20	S. Schrag	0.20	80.75	APP	Continue drafting opening brief.
10/28/20	S. Alberts	0.80	640.00	APP	Communications about responsive brief (.3), review first half of brief and provide comments (.5).
10/28/20	S. Maizel	4.60	3,680.00	APP	Review and revise opening brief in SBA appeal of injunction (4.0); telephone conference (multiple) with Sarah Schrag re same (.6).
10/28/20	S. Schrag	20.10	8,115.38	APP	Continue drafting brief (5.7); continue reviewing filings (1.4); continue legal research (5.3); review other case outcomes (1.4); confer with outside counsel regarding the same (.8); confer with S. Maizel and S. Alberts regarding the same (.4); review and revise brief (3.1); prepare appendix (1.2); call with S. Gore of district court regarding status on withdrawal and filing PHV (.1); confer with D. Pina regarding filing (.3); confer with A. Lake regarding the same (.4).
<b>Subtotal</b>		<b>28.60</b>	<b>13,588.41</b>		

Astria Health  
Matter: 15802271-000017  
Invoice No.: 2350123

November 24, 2020

**B190 - Other Contested Matters (excl. assumption/rejection motions)**

Date	Timekeeper	Hours	Amount	Task	Narrative
09/30/20	T. Linneman	0.60	232.05	B190	Analyze process of applying for PPP loan forgiveness and recent news that Treasury will forgive loans soon.
10/01/20	T. Linneman	0.40	154.70	B190	Further research Treasury Department forgiveness of Paycheck Protection loans and contact Dentons partner E. Rhebok regarding possible expedited process.
10/04/20	S. Maizel	0.50	400.00	B190	Telephone conference with John Lipson re PPP litigation.
10/05/20	T. Linneman	0.20	77.35	B190	Email Dentons colleague E. Rehbok about options for PPP loan forgiveness.
10/07/20	S. Maizel	0.70	560.00	B190	Review opinions from Alaska and Maine re SBA litigation in preparation for reply (.5); review and respond to emails re same (.2).
	<b>Subtotal</b>	<b>2.40</b>	<b>1,424.10</b>		

Astria Health  
Matter: 15802271-000017  
Invoice No.: 2350123

November 24, 2020

**TIME AND FEE SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$800.00	0.80	\$640.00
S. Maizel	\$800.00	5.80	\$4,640.00
S. Schrag	\$403.75	20.80	\$8,398.01
S. Schrag	\$382.50	2.00	\$765.00
T. Linneman	\$386.75	1.20	\$464.10
K.M. Howard	\$263.50	<u>0.40</u>	<u>\$105.40</u>
Totals		31.00	\$15,012.51

Astria Health  
Matter: 15802271-000017  
Invoice No.: 2350123

November 24, 2020

**SUMMARY OF AMOUNT DUE BY TASK CODE**

<b>Task Code</b>	<b>Task Code Name</b>	<b>Fees</b>
APP	Appellate Proceedings	13,588.41
B190	Other Contested Matters (excl. assumption/rejection motions)	1,424.10
	Total This Matter	\$15,012.51
	Total This Matter	\$15,012.51

Fee Total, all Matters \$ 15,012.51

Invoice Total, all Matters \$ 15,012.51

# EXHIBIT G

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December 14, 2020

**Invoice No. 2356701**Client: 15802271  
Matter 15802271-000003 Astria Health - 19-01192-11

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December 14, 2020

**Invoice No. 2356701**

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For Professional Services Rendered through November 30, 2020:

Matter: 15802271-000003  
Astria Health - 19-01192-11

**APP - Appellate Proceedings**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/23/20	K.M. Howard	0.40	112.20	APP	Analysis of Judge Peterson's order granting SBA's motion to extend the deadline for SGM to file their responsive brief and reviewed and revised Critical Dates Memorandum accordingly.
<b>Subtotal</b>		<b>0.40</b>	<b>112.20</b>		

Astria Health  
Matter: 15802271-000003  
Invoice No.: 2356701

December 14, 2020

**B100 - Administration**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/12/20	S. Alberts	0.30	240.00	B100	Communications about staffing agency and potential contract and cure.
11/13/20	S. Alberts	5.10	4,080.00	B100	Assess cases, internal communications about payments and AHM and employee contracts, analyze issues draft work list of issues for research and factual checks concerning potential litigation and covenant not to compete (4.3) and communications with D. Bugbee (.2) and follow up on consulting arrangement requests for payment (.1), provide summary and materials to S. McCandless (.3), follow up with D. Cook regarding alter ego issue (.2).
11/16/20	S. Alberts	1.00	800.00	B100	Review research result on CW working group about AHM and alter ego (.3), conference with D. Cook about other research issues (.3), conference with working group about J. Gallagher contract issues (.7).
11/24/20	G. Miller	0.20	111.35	B100	Review schedule of insider compensation filed under seal and forward same to S.Maizel
11/25/20	S. Alberts	0.40	320.00	B100	Conference with working group about potential Multi-Care take out financing and acquisition transaction.
11/27/20	S. Alberts	0.20	160.00	B100	Review plan related communications.
11/30/20	S. Alberts	1.40	1,120.00	B100	Communicate with Lapis, UCC and co-counsel (.5), conference with S. Maizel and M. Lane about Lapis/UCC call (.1), follow up with co-counsel and S. Maizel (.4), conference with S. Maizel and local about motion to reject and related materials (.4).
<b>Subtotal</b>		<b>8.60</b>	<b>6,831.35</b>		

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**B110 - Case Administration**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/05/20	S. Maizel	0.50	400.00	B110	Telephone conference with Health Facilities representative re dialysis issues (.2); review and respond to emails re same (.3).
11/05/20	S. Maizel	1.00	800.00	B110	Telephone conference with Kym Clyft and Mike Lane re operational issues (.8); telephone conference with M. Lane re same (.2).
11/06/20	K.M. Howard	0.90	252.45	B110	Reviewed Critical Dates Memorandum and reconciled hearings and deadlines with docket (.5); reviewed and revised Critical Dates Memorandum (.2); prepared email to Astria team regarding deadlines for upcoming week (.2).
11/10/20	S. Maizel	0.20	160.00	B110	Telephone conference with Vickie Driver, counsel for PCO, re status of various issues.
11/11/20	S. Maizel	1.30	1,040.00	B110	Telephone conference with M. Lane re issues related to management terminations (.2); telephone conference with Brian Gibbons re same (.2); telephone conference with Mintz Levin, Lapis, etc re same (.7); telephone conference with M. Lane re same (.2).
11/13/20	S. Maizel	1.60	1,280.00	B110	Telephone conference with M. Lane re AHM issues (.2); review and respond to emails re AHM issues (.8); review contract terms re LTIP payments (.6).
11/13/20	S. Maizel	0.20	160.00	B110	Telephone conference with Bill Kannel re pending issues.
11/13/20	S. Maizel	0.90	720.00	B110	Attend to pending issues.
11/13/20	K.M. Howard	0.70	196.35	B110	Reviewed Critical Dates Memorandum and reconciled deadlines and hearings with the docket (.4); reviewed and finalized Critical Dates Memorandum (.2); prepared email to Astria Team (.1).
11/16/20	S. Maizel	0.10	80.00	B110	Review and respond to emails re employment of Butler Snow.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/16/20	S. Schrag	5.20	2,099.50	B110	Confer with B. Gibbons (.2); draft letter regarding ongoing business (1.2); conduct research regarding the same (1.2); confer with S. Maizel regarding the same (.1); confer with M. Lane regarding Debtors' status (.2); confer with J. Moe regarding the same (.1); confer with K. Howard regarding admin claims and upcoming hearings (.5); confer with J. Day, T. Buford, M. Lane, and S. Maizel regarding Nuance (.6); draft second letter (.3); confer with local counsel regarding the same (.3); confer with Court Clerk's office regarding hearing date (.2); confer with team regarding upcoming agenda (.1); review court order (.1); confer internally regarding Lewis claim (.1).
11/16/20	K.M. Howard	0.20	56.10	B110	Email exchanges with S. Schrag regarding the TIAA hearing and settlement (.2).
11/17/20	S. Maizel	0.20	160.00	B110	Review and revise Gallagher consulting agreement and forward to Lapis and UCC for comment.
11/17/20	C. Doherty, Jr.	4.20	2,195.55	B110	Call with Mr. Alberts re research (.2); perform research re severance issues (2.0); draft memorandum re severance issues (2.0)
11/17/20	S. Maizel	0.40	320.00	B110	Telephone conference with A. Sherman re pending issues (.2); telephone conference with M. Lane re same (.2).
11/18/20	S. Maizel	0.40	320.00	B110	Review PCO report (.3); email to M. Bliesner, etc. re same (.1).
11/18/20	S. Maizel	1.00	800.00	B110	Telephone conference with G. Miller re status conference hearing (.1); telephone conference with S. Schrag re same (.1); participate in status conference hearing (.7); telephone conference with A. Sherman re same (.1).
11/18/20	D. Cook	0.70	330.23	B110	Attend status conference telephonically (.7);
11/19/20	S. Maizel	0.30	240.00	B110	Review and respond to emails re AHM invoices.
11/19/20	S. Maizel	0.20	160.00	B110	Review and respond to emails re PCO's 8th report.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/22/20	S. Maizel	0.30	240.00	B110	Review and comment on motion to extend removal deadline.
11/22/20	S. Schrag	0.20	80.75	B110	Review upcoming deadlines and discuss with S. Maizel.
11/30/20	K.M. Howard	0.40	112.20	B110	Analysis of Debtors' Notice and Motion to Extend Removal Deadline and reviewed and revised Critical Dates Memorandum.
11/30/20	K.M. Howard	0.60	168.30	B110	Reviewed and revised Critical Dates Memorandum and determined deadlines and hearings for the week of November 30 (.4); prepared email to Astria Team regarding same (.2).
11/30/20	K.M. Howard	0.40	112.20	B110	Email exchange with M. Lane regarding additional people to add to Astria Dataroom (.1); reviewed NonDebtor Dataroom and added B. Gibbons and reviewed status of M. Owens (.2); prepared email regarding same (.1).
11/30/20	K.M. Howard	0.40	112.20	B110	Reviewed and revised Critical Dates Memorandum to include updated unassigned deadlines (.3); email exchange with S. Schrag regarding same (.1).
11/30/20	S. Schrag	0.30	121.13	B110	Review upcoming deadlines and confer with team regarding the same.
<b>Subtotal</b>		<b>22.80</b>	<b>12,716.96</b>		

**B130 - Asset Disposition**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/06/20	G. Miller	0.30	167.03	B130	Emails with M.Lane, B.Gibbons and M.Owens re disclosure of management compensation
11/09/20	G. Miller	0.60	334.05	B130	Review revised Yakima MOBIC lease
11/09/20	G. Miller	1.10	612.43	B130	Calls with T.Ives, C.Waddle, S.Durbin and S.Maizel re outstanding issues re closing of MOB and ARMC sale
11/09/20	S. Maizel	1.20	960.00	B130	Telephone conference with MOBIC re ARMC and MOB sale issues (.8); telephone conference with M. Lane re same (.2); review and respond to emails from T. Ives re same (.2).
11/11/20	S. Maizel	0.10	80.00	B130	Telephone conference with M. Lane re issues related to MOBIC acquisition of MOB and ARMC.
11/13/20	S. Maizel	0.50	400.00	B130	Telephone conference with T. Ives, etc. re sale of MOB and ARMC to MOBIC.
11/16/20	S. Maizel	1.00	800.00	B130	Telephone conference with M. Lane, etc. re lease terms with MOBIC Yakima LLC.
11/17/20	S. Maizel	0.70	560.00	B130	Telephone conference with W. Kannel, etc. re MOB and ARMC sale issues (.3); review and respond to emails re same (.4).
11/18/20	S. Maizel	0.40	320.00	B130	Review and respond to emails re sale of MOB and ARMC.
11/19/20	G. Miller	3.70	2,059.98	B130	Revise motion to destroy patent records.
11/20/20	G. Miller	0.20	111.35	B130	Emails with M.Lane, B.Gibbons and S.Maizel re comments to ARMC/MOB Buyer objections to title
11/20/20	G. Miller	1.70	946.48	B130	Revise motion to destroy patient records
11/23/20	G. Miller	1.60	890.80	B130	Review revised lease re MOB and email M.Lane and B.Gibbons comments re same
11/23/20	G. Miller	0.90	501.08	B130	Revise motion to destroy patient records
11/23/20	G. Miller	0.20	111.35	B130	Email S.Durbin re title objections re MOB/ARMC sale

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/23/20	G. Miller	0.30	167.03	B130	Emails with W.Kannel re cumulative changes to plan and current drafts of MOB lease
11/23/20	S. Maizel	0.20	160.00	B130	Review and revise motion to dispose of medical records.
11/23/20	S. Maizel	0.10	80.00	B130	Review and revise the proposed order re private sale.
11/24/20	G. Miller	1.40	779.45	B130	Revise motion to destroy patient records
11/24/20	G. Miller	0.40	222.70	B130	Call with M.Lane and J.Andersen re IT equipment at ARMC
11/25/20	G. Miller	1.70	946.48	B130	Emails with S.Durbin and C.Waddle re sale of ARMC and MOB (1.3); Call with S.Durbin re same (.4)
11/25/20	G. Miller	0.20	111.35	B130	Call with T.Ives re ARMC/MOB sale
11/25/20	S. Maizel	0.20	160.00	B130	Review and respond to emails re motion to destroy medical records.
11/25/20	S. Maizel	0.30	240.00	B130	Review and respond to emails re motion to extend removal deadline.
11/25/20	S. Maizel	0.40	320.00	B130	Review and respond to emails re AHM payroll issues.
<b>Subtotal</b>		<b>19.40</b>	<b>12,041.56</b>		

**B140 - Relief from Stay/Adequate Protection Proceedings**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/09/20	K.M. Howard	0.90	252.45	B140	Analysis of docket to determine parties who have received relief from automatic stay, culled key information and prepared emails to Astria Team regarding findings (.7); email exchanges with S. Schrag regarding same (.2).
11/09/20	S. Schrag	0.10	40.38	B140	Confer with opposing counsel in Mendoza case.
11/09/20	S. Schrag	1.40	565.25	B140	Review correspondence from M. Owens regarding stay violation (.1); review contract (1.1); confer with M. Owens regarding the same (.2).
11/11/20	S. Schrag	0.70	282.63	B140	Confer with J. Day and T. Buford regarding stay violation (.2); confer with S. Maizel regarding letter to counsel regarding ability to contract in ordinary course (.1); confer with B. Gibbons regarding the same (.1); confer with M. Owens, M. Lane, and S. Maizel regarding prepetition claim demand (.3).
11/12/20	S. Schrag	1.30	524.88	B140	Confer with M. Owens regarding account termination letter (.1); conduct research related thereto (1.1); confer with S. Maizel regarding the same (.1).
11/13/20	S. Schrag	0.50	201.88	B140	Conduct research regarding stay violation.
11/13/20	K.M. Howard	0.40	112.20	B140	Analysis of Cerner's Motion for Relief from Stay and Proceed with Arbitration and reviewed and revised Critical Dates Memorandum.
11/16/20	K.M. Howard	0.40	112.20	B140	Analysis of Notice of Hearing on Cerner's Motion for Relief from Stay and to allow Arbitration and reviewed and revised Critical Dates Memorandum.
11/22/20	S. Schrag	0.10	40.38	B140	Confer with S. Maizel regarding stay relief motion material.
11/23/20	S. Schrag	0.30	121.13	B140	Confer with counsel regarding motion for relief from automatic stay (.2); confer with S. Maizel and M. Lane regarding the same (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
	<b>Subtotal</b>	<b>6.10</b>	<b>2,253.38</b>		

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**B150 - Meetings of and Communications with Creditors**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/18/20	S. Maizel	0.50	400.00	B150	Telephone conference with Cam Hillyer, Butler Snow, re Weaver law suit (.2); review and respond to emails re same (.3).
	<b>Subtotal</b>	<b>0.50</b>	<b>400.00</b>		

**B160 - Fee/Employment Applications**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/04/20	S. Maizel	0.10	80.00	B160	Telephone conference with M. Schwarzmamm re professional fees.
11/05/20	J.A. Moe, II	1.30	779.03	B160	/Dentons' Fourth Interim Fee Application/ Revise and update the latest draft of the Fourth Interim Fee Application (1.10); prepare first draft of the Notice on the Fee Application (.20).
11/09/20	J.A. Moe, II	0.60	359.55	B160	/Dentons' Fourth Interim Fee Application/ Review and make revisions to eight pages of Dentons' Fourth Interim Fee Application (.40); make two minor revisions to the Notice on the Fee Application (.10); review the Fee Application, clarifying definitions for Lapis and UMB (.20).
11/10/20	J.A. Moe, II	0.60	359.55	B160	/Dentons' Fourth Interim Fee Application/ Review and make minor revisions to the Application (.40); review and make two corrections to the Statements, and forward to Kathryn Howard for amounts and calculations (.20).
11/10/20	K.M. Howard	1.70	476.85	B160	Telephone conference (.1) and email exchange with J. Moe regarding the Interim Fee Application (.1); reviewed and assembled Dentons' monthly fee applications for May - August 2020 and culled and organized key documents for preparation of interim fee (1.5).
11/11/20	K.M. Howard	3.20	897.60	B160	Analysis of Debtors' billing statements for May-August 2020 and prepared summary of hours billed and fees charged for each timekeeper.
11/11/20	J.A. Moe, II	0.10	59.93	B160	/Dentons' Fourth Interim Fee Application/ Review with Kathryn Howard the continuing work to complete the Fee Application, including insertion of amounts and calculations.
11/12/20	K.M. Howard	0.30	84.15	B160	Analysis of Dentons' September Monthly Fee Application and allocation of same (.2); email exchange with S. Maizel (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/12/20	K.M. Howard	3.60	1,009.80	B160	Analysis of Debtors' billing statements for May-August 2020 and prepared summary of hours billed, fees charged and expenses by Debtor.
11/12/20	J.A. Moe, II	0.50	299.63	B160	/Dentons' Fourth Interim Fee Application/ Review and highlight Fee Application in regard to updating the status of various tasks performed by Dentons, then transmit to Sarah Schrag, Geoffrey Miller and Erin Bass for any update where required.
11/13/20	J.A. Moe, II	0.10	59.93	B160	/Dentons' Fourth Interim Fee Application/ Review two inserts for the Fee Application from Geoffrey Miller for the Fee Application.
11/13/20	S. Schrag	1.10	444.13	B160	Review fee application (.3); confer with M. Lane regarding the same (.1); conduct research regarding the same (.4); confer with J. Moe regarding revisions (.3).
11/13/20	G. Miller	0.50	278.38	B160	Revise draft interim fee application.
11/15/20	J.A. Moe, II	0.10	59.93	B160	Exchange E-Mails with and review information supplied by Michael Schwarzmans and Geoffrey Miller, for the Fee Application.
11/16/20	J.A. Moe, II	1.00	599.25	B160	/Dentons' Fourth Interim Fee Application/ Review with Kathryn Howard completion date for the Fee Application (.10); review Sarah Schrag's, Geoffrey Miller's and Michael Schwarzmans proposed additions and revisions and make five sets of additions/revisions (.80); E-Mail to Michael Schwarzmans on required information (.10).
11/16/20	J.A. Moe, II	0.10	59.93	B160	/Ordinary Course Professionals/ Exchange E-Mails with Sam Maizel on, and review status of the employment of Butler Snow as an OCP.
11/16/20	K.M. Howard	1.20	336.60	B160	Assisted J. Moe in preparation of Fourth Interim Fee Application and reviewed and revised same.
11/17/20	K.M. Howard	2.00	561.00	B160	Ongoing preparation of Fourth Interim Fee Application and revised spreadsheets of hours billed and fees charged per timekeeper.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/17/20	J.A. Moe, II	0.10	59.93	B160	/Dentons' Fourth Interim Fee Application/ Review Erin Bass' addition to the Fee Application on the Washington State Nurses Association litigation.
11/17/20	J.A. Moe, II	0.50	299.63	B160	/Dentons Fourth Interim Fee Application/ Review Erin Bass' proposed addition to the Fee Application, then revise and insert the addition, and review with other five additions.
11/17/20	E. Bass	0.20	100.30	B160	Revise fee application re adversary case.
11/18/20	J.A. Moe, II	0.50	299.63	B160	/Dentons' Fourth Interim Fee Application/ Review five sections of the Fee Application, and revise to insure Application conforms to previous revisions (.40); review Michael Schwarzmann's revised insertion, and E- Mail to Mr. Schwarzmann on necessity to follow Local Form Rule requirements (.10).
11/18/20	K.M. Howard	4.90	1,374.45	B160	Ongoing analysis of Dentons' monthly billing statements for May - August 2020 and prepared spreadsheet of hours and fees billed by all timekeepers (1.8); prepared spreadsheet of hours and fees billed for each Debtor (1.4); prepared spreadsheet of hours and fees billed by task codes and project categories for all Debtors (1.7).
11/19/20	K.M. Howard	6.40	1,795.20	B160	Reviewed and revised Fourth Interim Fee Application (.8); reviewed and revised summary of hours and fees billed by timekeepers and cross-referenced to billing statements (1.9); reviewed and revised spreadsheets reflecting hours and fees billed for each debtor and cross-referenced to the billings statements (1.4); analysis of billing statements and further preparation of spreadsheets of hours and fees billed by task codes and project categories (1.4); reviewed emails to determine amounts received from the Debtors and cross- referenced to monthly billing statements (.4); conferred with J. Moe regarding fourth interim fee application (.1); reviewed notices and monthly fee applications from May - August 2020 to determine remaining 20% holdbacks (.3).

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/19/20	J.A. Moe, II	0.80	479.40	B160	/Dentons' Fourth Interim Fee Application/ Review and make minor revisions to the Fee Application (.40); review updated Fee Application and make seven additional revisions (.40).
11/20/20	J.A. Moe, II	0.40	239.70	B160	/Dentons' Fourth Interim Fee Application/ Review revisions to the Fee Application (.20); telephone call to Kathryn Howard on completing the numbers and calculations for the Fee Application (.10); second telephone call with Ms. Howard and preliminary review of the completed Fee Application (.10).
11/23/20	J.A. Moe, II	2.80	1,677.90	B160	/Dentons' Fourth Interim Fee Application/ Review and make twenty-eight minor revisions, one addition and one major change (on the amount of the expenses) for the period May 1st through August 31st (1.10); E-Mail to Kathrine Smith on the total amount of the reduction in fees due to the hourly rate reduction (.10); confirm counsel identified to receive and locate addresses for mail copies of the Application (.30).; review revisions, making three additional revisions, and then transmit to Sam Maizel (.40); exchange E-Mails and telephone call with Katherine Smith on fee reduction because of reduced hourly rates (.20); revise through two iterations the Fee Application, and forward to Mr. Maizel (.70).
11/23/20	S. Maizel	0.30	240.00	B160	Review and revise quarterly fee application.
11/23/20	K.M. Howard	0.30	84.15	B160	Reviewed email from S. Maizel regarding the October Monthly Fee Application (.1); reviewed same to determine status (.1); prepared email to S. Maizel regarding findings (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/23/20	K.M. Howard	2.50	701.25	B160	Telephone conference with J. Moe regarding Exhibit B to the Interim Fee Application (.1); further preparation of Exhibit B including assembling additional documents (.6); further revision to and assembly of Dentons' billing statements for May - August 2020 and finalized Exhibits E-G (.7); reviewed and finalized Exhibit A (summary of hours and fees by timekeepers) and Exhibit C (summary of all fees and hours billed for each Debtor (.6); culled and finalized Exhibits A-G (.4); prepared email to J. Moe regarding same (.1).
11/24/20	J.A. Moe, II	1.30	779.03	B160	/Dentons' Fourth Interim Fee Application/ Review and exchange E-Mails with Sam Maizel on review of the Fee Application, and exchange E-Mails with Katherine Smith on completing the previously requested report on the reduction in fees because of reduced hourly rates (.10); await completion of, review calculations, and complete Dentons' Fourth Interim Fee Application (1.20).
11/24/20	K.M. Howard	0.40	112.20	B160	Analysis of PCO's Notice and Monthly Fee Application for October 2020 and reviewed and revised Critical Dates Memorandum.
11/24/20	K.M. Howard	0.10	28.05	B160	Telephone conference with J. Moe regarding Fourth Interim Fee Application (.1).
11/24/20	K.M. Howard	0.60	168.30	B160	Email exchange with K. Smith regarding the October billing statements (.1); received and briefly reviewed the October billing statements (.4); email exchange with S. Maizel regarding the October Monthly Fee Application (.1).
11/24/20	K.M. Howard	0.40	112.20	B160	Analysis of Notice of Dentons' Fourth Interim Fee Application and reviewed and revised Critical Dates Memorandum.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/25/20	K.M. Howard	4.10	1,150.05	B160	Analysis of Dentons' billing statements for October 2020 (.6); prepared summary of hours and fees by professional (1.1); prepared summary of hours, fees and costs by Debtor (.5); organized and finalized exhibits to monthly fee application (.3); prepared Dentons' Monthly Fee Application for October 2020 (.7); finalized and filed Monthly Fee Application (.1); prepared Notice of Monthly Fee Application (.4); finalized Notice of Monthly Fee Application and filed same (.1); prepared Amended Notice of Monthly Fee Application (.1); finalized and filed Amended Notice of Monthly Fee Application (.1); telephone conference and email exchanges with KCC regarding service of Monthly Fee Application and Amended Notice (.1).
11/30/20	S. Maizel	0.10	80.00	B160	Review and respond to emails re fees for PCO counsel.
<b>Subtotal</b>		<b>44.80</b>	<b>16,586.61</b>		

**B185 - Assumption/Rejection of Leases and Contracts**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/07/20	S. Maizel	0.10	80.00	B185	Review and respond to email from D. Bugbee re rejection of AHM contract.
11/11/20	D. Cook	0.90	424.58	B185	Analysis in connection with Cerner agreementSettlement Communications treatment (.9);
11/12/20	D. Cook	4.70	2,217.23	B185	Research regarding noncompetition agreements in bankruptcy (4.3); telephone conference with S alberts and team regarding same (.4);
11/15/20	G. Miller	0.60	334.05	B185	Review provisions in plan regarding releases and email S. Alberts and S. Maizel re: same.
11/16/20	G. Miller	0.40	222.70	B185	Emails and calls with KCC, B. Makovetskiy and S. Alberts re: status of mailing solicitation packages.
11/18/20	G. Miller	0.40	222.70	B185	Draft email to Yakima MOBIC re: lease.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/23/20	S. Schrag	1.90	767.13	B185	Conference with M. Owens, B. Gibbons, and M. Lane regarding assumption and cure of contracts (1.6); review agreement and confer with B. Gibbons (.2); review ER claim and confer with M. Lane regarding the same (.1).
11/24/20	S. Schrag	0.60	242.25	B185	Review assumption list and cure amounts (.1); confer with Dentons and Astria team regarding the same (.5).
11/25/20	S. Schrag	4.60	1,857.25	B185	Confer with B. Gibbons, M. Owens, and M. Lane regarding contract assumption and cure amounts (.9); revise list (2.9); confer with B. Gibbons (.3); confer with M. Owens regarding the same (.2); confer with S. Maizel regarding the same (.2); confer with G. Miller regarding the same (.1).
11/30/20	S. Maizel	1.00	800.00	B185	Telephone conference with J. Day, etc. re motion to reject Cerner Rev Cycle contract (0.2); review and revise same (.8).
11/30/20	S. Maizel	0.50	400.00	B185	Review and revise motion to extend deadline to assume or reject nonresidential leases.
11/30/20	G. Miller	2.30	1,280.53	B185	Draft motion to extend time to assume or reject nonresidential leases.
11/30/20	G. Miller	0.10	55.68	B185	Email S.Maizel re payment of PCO counsel's fees.
11/30/20	G. Miller	1.90	1,057.83	B185	Review Lapis credit agreement (.4); Call with L.Williams, S.Maizel and M.Lane re same (1.2); Draft email summarizing comments to Credit Agreement (.3) .
<b>Subtotal</b>		<b>20.00</b>	<b>9,961.93</b>		

**B190 - Other Contested Matters (excl. assumption/rejection motions)**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/02/20	S. Maizel	0.10	80.00	B190	Review 12(b)(6) decision on CHS adversary.
11/03/20	S. Schrag	0.10	40.38	B190	Review Ombudsman notice.
11/03/20	K.M. Howard	0.20	56.10	B190	Reviewed Notice of Commencement of Bankruptcy in Mendoza v. Astria (.1); prepared email to S. Maizel regarding same (.1).
11/13/20	S. Maizel	0.50	400.00	B190	Review and respond to emails re Cerner motion to allow arbitration.
11/18/20	K.M. Howard	0.70	196.35	B190	Reviewed amended complaint in Weaver v. Gallagher, et al. (.1); reviewed litigation management chart regarding to confirm received information (.1); reviewed superior court docket to confirm filing of Notice of Commence of Bankruptcy (.1); reviewed amended schedules and statement of financial affairs regarding same (.3); email exchanges with S. Maizel regarding findings (.1).
11/18/20	G. Miller	0.60	334.05	B190	Prepare for status hearing.
11/22/20	S. Schrag	0.40	161.50	B190	Revise motion to extend removal deadline (.3); confer with S. Maizel and M. Lane regarding the same (.1).
11/23/20	G. Medina	1.20	362.10	B190	Call with D. Cook regarding filings (0.2); Review and work on filing of Astria SEIU 9019 settlement Motion, Motion to Seal and Sealed Settlement Agreement (0.6); upload order and download and send e copies of filed documents to D. Cook (0.4);
11/25/20	S. Schrag	0.60	242.25	B190	Confer with S. Maizel regarding revising removal motion (.1); revise the same (.5)
11/27/20	S. Schrag	0.50	201.88	B190	Confer with S. Maizel regarding removal motion (.2); revise the same (.3).
<b>Subtotal</b>		<b>4.90</b>	<b>2,074.61</b>		

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**B200 - Operations**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/09/20	S. Alberts	0.10	80.00	B200	Follow up on CON application.
11/09/20	S. Maizel	0.60	480.00	B200	Review and respond to emails re CFOs at Toppenish and Sunnyside, etc. (.5); telephone conference with M. Lane re same (.1).
11/10/20	S. Maizel	0.80	640.00	B200	Telephone conference with Mike Lane re management terminations at Sunnyside and Toppenish (.1); t/c with Brian Gibbons re same (.1); review and respond to emails re same (.6).
11/11/20	S. Alberts	0.50	400.00	B200	Conference with Lapis and client about go forward operations.
11/16/20	S. Maizel	1.80	1,440.00	B200	Telephone conference with M Bliesner, M. Lane, S. Shanker, etc re Gallagher consulting agreement (.8); review and revise same (.7); review and respond to emails re same (.3).
11/16/20	S. Maizel	0.30	240.00	B200	Review and revise letter to Alliance Healthcare Services re new contracts.
11/24/20	S. Alberts	1.40	1,120.00	B200	Review and provide comments to Motion to destroy medical records (1.2) and follow up communications (.2).
<b>Subtotal</b>		<b>5.50</b>	<b>4,400.00</b>		

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**B210 - Business Operations**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/07/20	S. Maizel	0.50	400.00	B210	Telephone conference with Brian Gibbons re CON application issues (.2); review and respond to emails re same (.3).
11/08/20	S. Maizel	1.90	1,520.00	B210	Telephone conference with Brian Gibbons, etc. re CON application issues (.7); telephone conference with S. Alberts re same (.3); telephone conference with M. Lane re same (.1); review and revise email responding to issues from Health Facilities (.8).
<b>Subtotal</b>		<b>2.40</b>	<b>1,920.00</b>		

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**B220 - Employee Benefits/Pension**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/23/20	S. Maizel	0.40	320.00	B220	Review and respond to emails re AHM payroll.
11/24/20	K.M. Howard	0.40	112.20	B220	Analysis of SEIU's Motion to Seal (.2); analysis of order granting same to determine applicable deadlines (.2).
11/24/20	K.M. Howard	0.40	112.20	B220	Analysis of Joint 9019 Motion and reviewed and revised Critical dates Memorandum.
	<b>Subtotal</b>	<b>1.20</b>	<b>544.40</b>		

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**B230 - Financing/Cash Collections**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/03/20	G. Miller	0.40	222.70	B230	Draft stipulation extending use of cash collateral.
11/04/20	S. Maizel	0.20	160.00	B230	Telephone conference with Teri Stratton re financing options.
11/05/20	S. Maizel	0.20	160.00	B230	Review and respond to emails re cash collateral budget.
11/05/20	K.M. Howard	0.40	112.20	B230	Analysis of Stipulated Motion to Extend Deadline for Debtors' Authority to use Lapis' Cash Collateral and reviewed and revised Critical Dates Memorandum accordingly.
11/09/20	K.M. Howard	0.30	84.15	B230	Analysis of order approving use of cash collateral extension and reconciled same with Critical Dates Memorandum.
11/12/20	S. Maizel	0.50	400.00	B230	Telephone conference with M. Lane re financing issues.
11/13/20	G. Miller	3.40	1,892.95	B230	Review revised lease agreement and comment re: same.
<b>Subtotal</b>		<b>5.40</b>	<b>3,032.00</b>		

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**B240 - Tax Issues**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/27/20	G. Miller	2.60	1,447.55	B240	Revise motion to destroy patient records .
	<b>Subtotal</b>	<b>2.60</b>	<b>1,447.55</b>		

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**B260 - Board of Directors Matters**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/02/20	S. Maizel	0.10	80.00	B260	Email to board re revised plan and disclosure statement.
11/04/20	S. Maizel	0.50	400.00	B260	Telephone conference with attorneys from McGuire Woods re AH System board meeting with Astria's board and pending issues.
11/05/20	S. Maizel	2.30	1,840.00	B260	Telephone conference w/ Mike Lane re board meeting with System board issues (.1); telephone conference with Mary Ann Bleisner, Board Chair, re joint meeting with System Board issues (.5); telephone conference with M. Lane re same (.2); participate in joint meeting with System Board (1.4); telephone conference with M. Lane re meeting (.1)
11/09/20	S. Maizel	0.20	160.00	B260	Review and respond to emails from Mary Ann B. re board issues.
11/11/20	S. Maizel	0.30	240.00	B260	Review and respond to emails re participation by independent contractor in board meetings.
11/13/20	S. Maizel	0.10	80.00	B260	Email to M. Bliesner re pending dates for upcoming events.
<b>Subtotal</b>		<b>3.50</b>	<b>2,800.00</b>		

**B300 - Claims and Plan**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/01/20	S. Alberts	0.70	560.00	B300	Review plan related materials and communications and follow up.
11/02/20	S. Alberts	0.40	320.00	B300	Communication to resolve SEIU open issues.
11/02/20	S. Alberts	1.70	1,360.00	B300	Review revisions to Plan and DS and communicate about plan issues (1.5), follow up email (.1) and conference with S. Schrag settlement DS issue (.1).
11/02/20	S. Alberts	0.40	320.00	B300	Receive and review proposed counter to Cerner (.1) and follow up with co-counsel and client (.3).
11/03/20	S. Alberts	0.50	400.00	B300	Review description regarding SEIU settlement and follow up (.1), review comments to plan (.4).
11/04/20	S. Alberts	3.70	2,960.00	B300	Review and provide comments to Plan (.5) and follow ups with G. Miller (.4), conference with S. Maizel and G. Miller about plan and DS (.5), conference with Lapis, UCC and co-counsel about plan (.7), follow up call with S. Maizel and attempt to loop in N. Koffroth about 9th Circuit release provision (.1), review and provide comments to Lapis direction to board members and send to co-counsel (.3) receive response and follow up (.1), receive and review S. Maizel communication concerning board direction (.1) receive, review and comment on revisions to Plan (.3) and follow up communications with G. Miller and S. Maizel on plan terms (.2), conference with N. Koffroth about status of third party releases in 9th Circuit (.2), follow up with S. Maizel (.1), review research on 9th Circuit and third party releases (.2).
11/04/20	S. Alberts	0.40	320.00	B300	Seek finalization of SEIU settlement materials and exhibits (.3), review settlement structure of issues concerning AHM (.1)
11/05/20	S. Alberts	0.90	720.00	B300	Communications about ballots, notice and related plan issues (.7) and communications about UST response (.2).

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/05/20	S. Alberts	1.50	1,200.00	B300	Revise motion to seal, motion for approval and coordinate filing of information (1.3); (AHM) receive reports on claim mediation issues and follow up (.2).
11/06/20	S. Alberts	2.10	1,680.00	B300	DS hearing (1.0), follow up regarding next steps (.4), review materials on release and exculpation (.7) .
11/06/20	S. Alberts	0.30	240.00	B300	Communicate with KCC and client about claim form merging issues.
11/07/20	S. Alberts	1.40	1,120.00	B300	Review redlines to Plan and Disclosure Statement and provide comments to S. Maizel and G. Miller (1.0) and follow communications (.4).
11/08/20	S. Alberts	8.00	6,400.00	B300	Receive and respond to release issue (.2), Review new redline of Plan and DS and provide comments (1.1), review Blixit (.4), conference with B. Gibbons, S. Maizel and G. Miller concerning affiliate CON application (.7) and follow up (.4) and review background and draft insert for reply (3.8), received comments, obtain additional information, revised insert and circulate (1.1), follow up emails on Plan and ballots (.3).
11/08/20	D. Cook	3.60	1,698.30	B300	Research regarding disclosure statement assertions and disclosures (3.3); communications with Dentons team regarding same (.3);
11/09/20	S. Alberts	4.10	3,280.00	B300	Close review and comment on Plan and Disclosure Statement and related materials.
11/09/20	S. Alberts	0.50	400.00	B300	Communicate with S. Maizel and G. Miller about balloting of secured claims (.4) and follow up with G. Miller (.1).

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11/10/20	S. Alberts	2.30	1,840.00	B300	Conference with Lapis and UCC about AHM issues (.5) and follow up with S. Maizel about AHM (.1), conference with D. Cook concerning next steps in preparation of mediation and potential, including non-compete (.3), communicate with S. Maizel concerning initial finding from contract (.2), email to M. Lane and B. Gibbons concerning persons listed (.2) and follow up with M. Lane (.3) and S. Maizel (.2); communications about final plan issues (.5).
11/10/20	S. Alberts	2.20	1,760.00	B300	Communicate with client about SEIU exhibits (.2), and follow up with KCC (.1), conference with D. Cook about final changes to settlement documents (.4), receive materials (.2), follow up email and call with client and KCC (.3), review and organize materials for mailing to SEIU (1.0)
11/10/20	G. Miller	0.80	445.40	B300	Call with KCC re classification of claims (.4); Emails with M.Lane and KCC re same (.4).
11/11/20	S. Alberts	1.40	1,120.00	B300	Communications about AHM claim assertions and applicability of non-solicitation and non-competes (1.0); review and modify SEIU admin claim deadline extension stipulation (.2), forward to SEIU for review (.1) and obtain approval and file (.1).
11/11/20	S. Alberts	0.20	160.00	B300	Communication with G. Miller concerning Plan related documentation.
11/12/20	S. Alberts	3.40	2,720.00	B300	Review cases concerning noncompetes treatment in bankruptcy and whether they constitute claims for bankruptcy purposes that can be discharged (1.4); email (.1) then conference with S. McCandless about whether noncompetes clauses merely permit injunctions or also damages that can be treated as claims (.6), communications with M. Lane and B. Gibbons about payments under AHM contracts (.4), conference with M. Lane regarding AHM payments and other plan related issues (.9).

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11/12/20	G. Miller	1.10	612.43	B300	Finalized ballots and confirmation hearing notices.
11/13/20	S. Alberts	0.70	560.00	B300	Communicate with SEIU about status of its review (.1), arrange send materials and explanation of settlement to Lapis Parties and UCC (.3), review updated POC schedule (.3).
11/13/20	S. Alberts	0.30	240.00	B300	Review proposed closing check list and follow up.
11/16/20	S. Alberts	1.80	1,440.00	B300	Receive email from UCC about Released Parties definition and review (.2), consider Released Party definition and draft response and circulate internally (.2) communicate with G. Miller regarding terms (.1) and then sent language to UCC (.1) and receive UCC response up (.1), conference with Lapis, UCC and co-counsel about Released Parties definition and next steps (.5) and follow up call with G. Miller (.2) and review and comment on language (.2) and conference with S. Maizel concerning released parties and related issues (.2).
11/17/20	S. Alberts	1.20	960.00	B300	Review J. Gallagher contract and comments thereto (.2), conference with C. Doherty about severance issues related to AHM claims issues (.3), receive and gave initial review of research from C. Doherty (.2); Receive communication from SEIU on settlement of claims and follow up to resolve question and language (.4) and resent new language to SEIU (.1) .
11/17/20	S. Alberts	0.20	160.00	B300	Review motion concerning errata on Released Parties.
11/18/20	S. Alberts	0.40	320.00	B300	Communication regarding AHM contract issues.
11/19/20	S. Alberts	0.30	240.00	B300	Obtain SEIU green light on Settlement (.1) and follow up with D. Cook (.2).
11/19/20	C. Doherty, Jr.	0.30	156.83	B300	Draft supplement to research memorandum re severance issues
11/19/20	G. Miller	0.30	167.03	B300	Email M. Lane and B. Gibbons re: title exceptions for ARM/MOB sale.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/20/20	S. Alberts	0.60	480.00	B300	Review and provide comments to Motion to Seal term sheet (.3) and follow up communications thereto (.1), receive and review communications about plan schedule updates (.2).
11/20/20	S. Alberts	0.10	80.00	B300	Communications with S. McCandless about AHM non-compete issue.
11/21/20	S. Alberts	0.20	160.00	B300	Receive and review communications concerning plan related filings.
11/21/20	S. Alberts	0.20	160.00	B300	Review emails from S. McCandless concerning noncompete issues.
11/23/20	S. Alberts	0.10	80.00	B300	Communicate with co-counsel about cure issue.
11/23/20	S. Alberts	2.70	2,160.00	B300	Communicate with co-counsel about SEIU settlement papers and form of order granting seal (.3), follow up concerning filing issues and resolve final questions (.4); review and respond to communications about AHM contract (.5), conference with working group about AHM contract and employment issues (.5), conference with counsel to AHM and S. Maizel (1.0).
11/23/20	G. Miller	0.70	389.73	B300	Review AHM mediation brief
11/23/20	G. Miller	0.60	334.05	B300	Email S.Maizel and S.Alberts re payor contract issue
11/24/20	G. Miller	0.70	389.73	B300	Emails with S.Maizel re treatment of payor and Medicare provider agreement in the confirmation order
11/24/20	S. Alberts	4.30	3,440.00	B300	Emails confirming service issues regarding SEIU settlement (.2), review draft and background material and provide extensive comments on AHM mediation statement (3.3) follow up calls with S. Maizel about issues related to AHM mediation (.1) and (.2), receive, review and respond to revised draft with specific comments (.5).
11/25/20	S. Alberts	0.30	240.00	B300	Review plan supplement communications and related documents.
11/25/20	S. Alberts	0.10	80.00	B300	Follow up regarding AHM mediation submission.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/27/20	G. Miller	0.10	55.68	B300	Emails with S.Maizel re deadline to file Determination Motion .
11/30/20	G. Miller	0.40	222.70	B300	Call with V.Driver re motion to destroy patient records.
11/30/20	G. Miller	0.10	55.68	B300	Call with S. Durbin re sale of ARMC and MOB.
11/30/20	S. Alberts	0.50	400.00	B300	Conference with S. Maizel and M. Lane about AHM mediation.
<b>Subtotal</b>		<b>58.80</b>	<b>44,607.56</b>		

**B310 - Claims Administration and Objections**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/01/20	S. Schrag	0.20	80.75	B310	Continue revising chart of claims.
11/02/20	G. Miller	0.50	278.38	B310	Call with KCC to discuss solicitation process.
11/02/20	S. Schrag	5.20	2,099.50	B310	Continue revising chart of admin claims (2.1); draft analysis list (.8); confer with M. Lane regarding Ford mediation (.2); confer with M. Martin re Premier (.3); confer with client regarding update (.6); confer with T. Swanson regarding DaVita (.2); confer with M. Kimmel regarding Bard and Fischer (.2); confer with Committee and Lapis regarding Apogee (.1); confer with conflicts counsel regarding Siemens, GE Precision, Cerner, and Yakima HMA admin claims (.3); confer with S. Alberts regarding SEIU (.1); call with M. Schwarzmann and S. Maizel regarding admin expenses (.3).
11/02/20	S. Maizel	0.80	640.00	B310	Telephone conference with G. Miller re Cerner issues (.2); telephone conference with M. Lane re same (.4); review and respond to emails re same (.2).
11/03/20	S. Schrag	5.10	2,059.13	B310	Confer with G. Miller regarding AHM claim (.1); revise draft of claim outcomes for Board (2.5); confer with S. Alberts regarding SEIU claim (.1); confer with D. Cook regarding disclosure requirements (.1); confer with client regarding list (.4); prepare for mediation re Ford claim (.4); participate in mediation (1.4); confer with M. Lane regarding proposal (.1).
11/03/20	S. Maizel	1.50	1,200.00	B310	Participate in mediation of Dr. Ford's admin expense claims (3 separate calls with Judge Corbit).
11/04/20	S. Maizel	0.60	480.00	B310	Telephone conference with S. Schrag and M. Lane re resolution of admin expenses claims.
11/04/20	S. Maizel	0.70	560.00	B310	Review and respond to emails re AHM admin expenses mediation (.5); telephone conference with Jolene Britton in Judge Corbit's chambers re scheduling initial conference with court (.2).

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/04/20	S. Schrag	1.10	444.13	B310	Confer with S. Maizel, M. Lane, and M. Owens regarding list of admin claims and resolution of the same (.6); revise lists of the same (.1); confer with M. Baker and B. Gibbons regarding cure amounts and assumption (.2); confer with M. Lane and S. Maizel regarding TIAA (.1); confer with J. Gallagher regarding contract review (.1).
11/04/20	K.M. Howard	0.10	28.05	B310	Reviewed minute order regarding settlement of Dr. Ford's administrative claim.
11/05/20	G. Miller	0.50	278.38	B310	Review filed and secured claims and email S. Maizel re: same.
11/05/20	S. Schrag	0.90	363.38	B310	Review aging ap and confer with M. Lane and M. Schwarzmenn regarding impact of admin claims.
11/05/20	S. Maizel	1.10	880.00	B310	Prepare for meeting on AHM claims with Judge Corbit (.5); telephone conference with Judge Corbit and AHM counsel re mediation (.6).
11/05/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re Cerner admin expenses issues.
11/06/20	S. Maizel	0.60	480.00	B310	Review and respond to emails re AHM issues (.3); review AHM claims, etc. (.3).
11/09/20	S. Maizel	0.40	320.00	B310	Telephone conference with M. Lane, etc. re secured claims resolutions.
11/09/20	S. Maizel	0.40	320.00	B310	Telephone conference with Dan Bugbee re AHM claims mediation (.2); review and respond to emails re mediation order (.2).
11/09/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re Cerner issues.
11/09/20	K.M. Howard	0.10	28.05	B310	Analysis of order naming settlement judge regarding the AHM administrative claim.
11/10/20	K.M. Howard	0.40	112.20	B310	Analysis of order setting a settlement conference and applicable deadlines between Debtors and AHM and reviewed and revised Critical Dates Memorandum.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/10/20	S. Maizel	1.10	880.00	B310	Review and respond to emails re AHM issues with Scott Shanker (.1); draft and respond to emails re non-solicitation clauses and other AHM issues (.5); research re non-solicitation provisions vis-à-vis rejection of a contract (.5).
11/10/20	S. Schrag	0.50	201.88	B310	Confer with M. Lane regarding certain equipment.
11/10/20	S. Maizel	1.00	800.00	B310	Telephone conference with Lapis counsel, etc. re Cerner issues (.4); telephone conference with Lapis counsel, UCC counsel, etc. re AHM issues (.6).
11/11/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re Cerner issues.
11/11/20	S. Maizel	1.90	1,520.00	B310	Review and respond to emails re AHM contract issues (.7); telephone conference with M. Lane re same (.2); review AHM contract provisions re non-solicitation provisions (.2); review cases re enforcement of non-solicitation provisions (.8).
11/11/20	S. Schrag	4.20	1,695.75	B310	Review correspondence from TIAA counsel (.2); review proposed motion (.4); draft correspondence to counsel (.9); review filing and conduct research regarding the same (2.2); confer with M. Lane regarding the same (.5).
11/11/20	D. Pina	0.50	161.50	B310	Communications regarding Fourth Stipulation re SEIU Administrative Claim (.2); finalize, electronically file and distribute stipulation (.3).
11/11/20	K.M. Howard	0.60	168.30	B310	Analysis of Stipulation between Debtors and SEIU to extend reply deadlines regarding SEIU's Motion for Payment of Administrative Claim (.3); reviewed and revised Critical Dates Memorandum (.2); reviewed and revised Administrative Claims Deadline Chart (.1).
11/12/20	G. Miller	0.30	167.03	B310	Review proofs of confirmation hearing notice for publication and approve same.

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11/12/20	S. Maizel	1.30	1,040.00	B310	Telephone conference with Dian Yunker re Washington state safety net fee and Medicaid claims (.3); review proof of claims, motion for admin expense, etc. filed by Medicaid program (1.0)
11/12/20	S. Schrag	4.10	1,655.38	B310	Confer with T. Swanson regarding status of contracts and admin claims (.1); confer with client regarding extension (.1); confer with B. Gibbons regarding cure amounts and assumption (.2); confer with M. Lane regarding TIAA admin claim (.4); confer with A. Doupe regarding the same (.2); confer with S. Maizel and M. Lane regarding the same (.5); begin drafting language for stipulation regarding the same (.8); confer with J. Andersen regarding copiers (.2); confer with Canon counsel regarding the same (.3); confer with M. Owens regarding Bay Street (.1); confer with Bay Street counsel regarding the same (.1); confer with T. Cobb regarding Nuance claim (.4); confer with client and local counsel regarding the same (.6); review correspondence from S. Alberts regarding AHM (.1).
11/12/20	S. Maizel	1.00	800.00	B310	Telephone conference with B. Gibbons re AHM issues (.2); telephone conference with M. Lane re same (.1); review and respond to emails re same (.7).
11/13/20	K.M. Howard	3.30	925.65	B310	Reviewed email from S. Maizel regarding HCA claims (.1); brief conference with S. Schrag (.1); analysis of all proofs of claims filed by the HCA against the estate and cross-referenced the information in each claim to the HCA's administrative claims motion and reconciled each claim (1.7); prepared chart summarizing the claims filed by the HCA to the amounts claimed as owed (.8); prepared email to S. Maizel (.1); reviewed and revised HCA Claims Chart (.4); prepared email to team regarding same (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/13/20	K.M. Howard	0.40	112.20	B310	Analysis of Stipulated Motion to Extend DaVita's Deadline to file Claims for Damages or Administrative Expense and reviewed and revised Critical Dates Memorandum.
11/13/20	K.M. Howard	0.20	56.10	B310	Email exchange with S. Schrag regarding administrative claim motions filed after M. Imrie filed her administrative claim (.1); brief review of docket regarding same (.1).
11/13/20	S. Schrag	5.50	2,220.63	B310	Correspond with S. Alberts regarding AHM (.4); confer with KCC team regarding proofs of claim (.2); confer with K. Howard regarding the same (.1); review the same (.1); draft stipulation regarding DaVita (.5); confer with T. Swanson regarding the same (.1); confer with D. Pina regarding the same (.1); review correspondence regarding Medicaid (.2); confer with K. Howard regarding Washington State issue (.4); confer with M. Lane regarding TIAA (.3); conference with S. Maizel and M. Lane regarding the same (.4); confer with local counsel regarding Nuance (.2); confer with M. Martin regarding Premier invoices (.1); review invoices (.2); confer with M. Owens regarding the same (.2); confer with M. Owens, J. Andersen, M. Lane, and B. Gibbons regarding Nuance (.8); confer with B. Gibbons regarding admin obligations and cure issues (.2); review letters of understanding and confer with M. Lane and B. Gibbons regarding the same (.4); confer with A. Doupe regarding TIAA (.2); confer with K. Howard regarding admin claims (.2); confer with B. Gibbons regarding master list (.2).
11/13/20	S. Maizel	0.30	240.00	B310	Review and respond to emails re Safety Net fees owed to Washington State.
11/13/20	S. Maizel	0.40	320.00	B310	Telephone conference with M. Lane, etc. re TIAA admin expense claims.
11/14/20	S. Schrag	2.10	847.88	B310	Revise TIAA stipulation (1.7); confer with S. Maizel regarding the same and list of outstanding projects (.4).
11/16/20	S. Maizel	0.50	400.00	B310	Telephone conference with Jim Day, etc. re Nuance and Cerner related claims.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/16/20	S. Maizel	1.00	800.00	B310	Telephone conference with Dina Yunker, etc. re Medicaid safety net fees (.2); telephone conference with M. Lane re same (.1); review information re Safety net fees, including from the state and Max Owens (.7).
11/16/20	S. Maizel	0.30	240.00	B310	Review and revise stipulation re TIAA admin expense claims.
11/16/20	K.M. Howard	0.70	196.35	B310	Analysis of Judge Corbit's order regarding the settlement conference between Debtors and C. Lewis' Motion for Allowance of Administrative Claim and reviewed and revised Critical Dates Memorandum (.2); telephone conference with S. Schrag regarding coverage (.1); reviewed and revised Critical Dates Memorandum accordingly (.4).
11/16/20	K.M. Howard	0.50	140.25	B310	Email exchange with S. Schrag regarding Motions for Payment of Administrative Claims filed after August 24th (.1); reviewed docket to determine status (.2); telephone conference and email exchange with S. Schrag regarding findings (.2).
11/16/20	K.M. Howard	0.60	168.30	B310	Analysis of docket to determine additional filed administrative claim motions since mid-August and telephone conferences with S. Schrag regarding findings (.6).
11/17/20	S. Maizel	0.30	240.00	B310	Telephone conference with David Guess re Medtronics issues.
11/17/20	S. Schrag	3.10	1,251.63	B310	Review and revise TIAA stipulation (.6); confer with TIAA counsel regarding the same (.2); confer with S. Maizel and M. Lane (.3); correspond with Buyer's counsel (.8); revise letter for Alliance (.3); confer with client regarding the same (.2); confer with Alliance regarding the same (.1); review Premier information (.4); confer with client regarding the same (.2).
11/18/20	K.M. Howard	0.40	112.20	B310	Reviewed and revised Administrative Claims Objection Chart (.3); prepared email regarding same (.1).

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11/18/20	S. Schrag	3.40	1,372.75	B310	Review email from buyer's counsel (.1); confer with buyer's counsel (.1); confer with A. Doupe regarding the today's hearing (.2); prepare for hearing (.6); confer with S. Maizel regarding the same (.1); argue at hearing on admin claim (.3); attend status conference (.4); conduct follow-up with S. Maizel (.5); confer with M. Lane regarding admin claims (.5); review GE email (.3); confer with local counsel regarding the same (.1); review outstanding issues (.2).
11/18/20	S. Maizel	1.60	1,280.00	B310	Telephone conference with Multicare representatives re possible loan or acquisition (1.0); t/c with M. Lane re same (.1); telephone conference with Carl Grumer, Manatt, re same (.3); review and respond to emails re same (.2).
11/19/20	S. Schrag	0.40	161.50	B310	Confer with B. Epps and M. Lane regarding TIAA equipment (.3); review correspondence from B. Gibbons regarding contract (.1).
11/19/20	S. Maizel	2.00	1,600.00	B310	Review materials re AHM mediation (1.0); drafting mediation brief (1.0).
11/20/20	S. Maizel	0.20	160.00	B310	Telephone conference with S. Schrag re Cynthia Lewis mediation.
11/20/20	S. Maizel	0.30	240.00	B310	Review and respond to emails re AHM contract issues.
11/20/20	S. Maizel	2.00	1,600.00	B310	Drafting mediation statement re AHM claims.
11/20/20	K.M. Howard	0.40	112.20	B310	Reviewed the court's notice resetting the hearing on TIAA's Motion for Administrative Claim and reviewed and revised Critical Dates Memorandum.
11/21/20	S. Schrag	0.20	80.75	B310	Confer with client and S. Maizel regarding admin claims chart.
11/22/20	S. Maizel	5.20	4,160.00	B310	Drafting AHM mediation brief for Judge Corbit (5.0); review and respond to emails re same (.2).
11/22/20	S. Maizel	0.50	400.00	B310	Review and comment on Mendoza relief from stay documents.

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11/22/20	S. Schrag	0.20	80.75	B310	Draft/revise proposed agreed orders for admin claims.
11/23/20	S. Maizel	0.60	480.00	B310	Telephone conference with S. McCandless re pending labor payments.
11/23/20	S. Maizel	2.10	1,680.00	B310	Telephone conference with D. Bugbee re AHM mediation and related issues (1.1); review and revise mediation brief (1.0).
11/23/20	K.M. Howard	0.40	112.20	B310	Analysis of Judge Corbit's Notice of Continued Settlement Conference regarding Apogee Medical's Administrative Claim and reviewed and revised Critical Dates Memorandum accordingly.
11/24/20	S. Maizel	3.50	2,800.00	B310	Revising Mediation Brief re AHM (2.8); review and respond to emails re same (.5); telephone conference with S. Alberts re same (.1); telephone conference with M. Lane re same (.1).
11/24/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re Cerner issues.
11/24/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re Inland Northwest Health Servs. admin claim.
11/24/20	K.M. Howard	0.40	112.20	B310	Analysis of stipulation between Debtors and TIAA and reviewed and revised Critical Dates Memorandum.
11/24/20	K.M. Howard	0.50	140.25	B310	Analysis of the order appointing a settlement judge (.1) analysis of Judge Corbit's order continuing the settlement conference regarding Apogee's Motion for Administrative Expense Claim and reviewed and revised Critical Dates Memorandum (.4).
11/24/20	D. Pina	0.70	226.10	B310	Assist S. Schrag with filing and distribution of Stipulation regarding administrative expense claims of TIAA Commercial Finance Inc. and Yakima MOBIC, LLC.

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11/24/20	S. Schrag	5.20	2,099.50	B310	Review proposed changes to TIAA stipulation (.4); confer with S. Maizel and M. Lane regarding the same (.2); confer with D. Pina regarding the same (.2); review and revise orders for admin claims (.5); confer with opposing counsel regarding the same (.2); confer with chambers regarding Apogee claim (.1); confer with M. Lane regarding the same (.2); confer with M. Lane and M. Baker regarding Premier (.5); review correspondence regarding the same (.7); review rejection letter (.8); confer with M. Lane regarding Lewis claim (.3); confer with Inland Northwest counsel via voicemail and email regarding admin claim (.4); confer with S. Maizel regarding the same (.1); confer with L. Hammonds regarding S. Pacheco claim (.1); confer with S. Maizel regarding admin claim (.1); confer with M. Baker regarding other claims (.4).
11/24/20	S. Maizel	0.50	400.00	B310	Review and respond to emails with D. Bugbee, M. Lane, etc. re AHM claims.
11/25/20	S. Schrag	1.50	605.63	B310	Attend mediation re Apogee admin claim (.3); confer with S. Maizel, S. Alberts, M. Lane, and G. Miller regarding priority claims (.2); review letters and compose email to counsel for insurance company regarding Lewis claim (1.0).
11/25/20	S. Maizel	0.40	320.00	B310	Telephone conference with Judge Corbit re mediation over Apogee admin expense (.2); review status of Apogee admin expense (.2).
11/30/20	S. Maizel	1.30	1,040.00	B310	Telephone conference with M. Lane, etc. re AHM mediation (.6); telephone conference with A. Sherman re same (.5); review and respond to emails re same (.2).
11/30/20	S. Maizel	0.20	160.00	B310	Review and respond to email re AHM mediation arguments.
11/30/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re mediation of Apogee claims.
11/30/20	S. Schrag	0.30	121.13	B310	Review correspondence from CIC insurance counsel regarding Lewis claim (.2); confer with S. Maizel and M. Lane (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
	<b>Subtotal</b>	<b>91.10</b>	<b>50,197.94</b>		

**B320 - Plan and Disclosure Statement (incl. Business Plan)**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/01/20	S. Maizel	1.00	800.00	B320	Telephone conference with Geoff Miller re plan and disclosure statement revisions (.4); review and respond to emails re same (.6).
11/01/20	G. Miller	0.30	167.03	B320	Revise response to objections to disclosure statement.
11/01/20	G. Miller	3.80	2,115.65	B320	Review and comment on amended disclosure statement.
11/02/20	G. Miller	3.10	1,725.93	B320	Revise response to objections to disclosure statement.
11/02/20	G. Miller	1.70	946.48	B320	Calls with Dentons, counsel for Lapis and the Committee to discuss proposed changes Amended Plan.
11/02/20	G. Miller	0.20	111.35	B320	Call with Dentons team to discuss possible settlement with Vendor.
11/02/20	G. Miller	2.60	1,447.55	B320	Review and. revise amended disclosure statement and amended plan.
11/02/20	S. Maizel	1.70	1,360.00	B320	Telephone conference with Lapis and UCC counsel re plan and disclosure statement issues (1.0); review and respond to emails re same (.7).
11/02/20	S. Maizel	0.30	240.00	B320	Review and respond to emails re admin expenses vis-à-vis confirmation requirements.
11/03/20	S. Maizel	0.80	640.00	B320	Telephone conference with Sarah Schrag and M. Lane re admin expenses (.5); review chart re same (.3).
11/03/20	S. Maizel	1.90	1,520.00	B320	Telephone conference with G. Miller re plan and disclosure statement (.4); review and respond to emails re same (.8); review proposed revisions to plan and disclosure statement (.7).
11/03/20	S. Maizel	0.60	480.00	B320	Review and respond to emails from US Dept. of Justice re inserts for plan and disclosure statement.
11/03/20	G. Miller	0.50	278.38	B320	Call with M. Lane to discuss draft reply to UST disclosure statement objection.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/03/20	G. Miller	1.50	835.13	B320	Revise reply o UST objection to disclosure statement.
11/03/20	G. Miller	1.10	612.43	B320	Revise proposed order approving disclosure statement (.7); revise voting ballots (.4).
11/03/20	G. Miller	6.20	3,451.85	B320	Revise amended plan and disclosure statement.
11/03/20	G. Miller	0.30	167.03	B320	Draft revised list of key dates re: confirmation.
11/03/20	G. Miller	2.60	1,447.55	B320	Revise amended pla and disclosure statement (2.3); email S. Alberts and S. Maizel re: outstanding issues (.3).
11/04/20	G. Miller	1.40	779.45	B320	Calls with Dentons and counsel to Lapis and the UCC re: Amended Plan and disclosure statement.
11/04/20	G. Miller	2.80	1,558.90	B320	Revise draft notices of confirmation hearing.
11/04/20	G. Miller	6.20	3,451.85	B320	Revise amended plan and disclosure statement.
11/04/20	G. Medina	2.00	603.50	B320	Work on Preparing/assembling Amended Plan, Disclosure Statement, Notice of Redlines of Plan and DS and Reply in Support of Plan and DS and filed with the Court (1.6); downloaded and send efiled copies to G. Miller (0.4).
11/04/20	G. Miller	0.90	501.08	B320	Revise reply to UST objection to disclosure statement file same.
11/04/20	G. Miller	0.30	167.03	B320	Call with R. Millner to discuss plan.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/04/20	S. Maizel	4.70	3,760.00	B320	Telephone conference with Lapis counsel re plan issues (.5); telephone conference with A. Sherman re same (.1); telephone conference with W. Kannel re same (.1); telephone conference with G. Miller, etc. re same (.5); telephone conference w/ counsel for UCC and Lapis re same (.7); telephone conference with W. Kannel re same (.2); telephone conference with S. Alberts re same (.2); telephone conference with Geoff Miller re same (.4); review and respond to emails re revisions to plan and disclosure statement (1.0); review and respond to emails from US Dept. of Justice re closing issues (0.4); review and respond to emails re reply to objections to the disclosure statement (.6).
11/04/20	K.M. Howard	0.40	112.20	B320	Analysis of Notice of First Amended Plan and Disclosure Statement to determine any related deadlines for incorporation into Critical Dates Memorandum.
11/05/20	S. Maizel	1.00	800.00	B320	Review and respond to emails re disclosure statement and plan revisions.
11/05/20	G. Miller	1.60	890.80	B320	Revise draft order approving disclosure statement and file same.
11/05/20	G. Miller	0.90	501.08	B320	Revise and file stipulation authorizing Debtors to use cash collateral.
11/05/20	G. Miller	1.90	1,057.83	B320	Revise disclosure statement (1.7); call with S. Maizel to discuss same (2).
11/05/20	G. Medina	1.10	331.93	B320	Work on Revised Redlines of Amended Plan and filed with the Court (0.6); Prepared and assembled Order Granting Motion to Approve Disclosure Statement and Upload to the Court (0.5);
11/05/20	G. Miller	0.80	445.40	B320	File revised redlines of amended plan and disclosure statement.
11/06/20	K.M. Howard	0.70	196.35	B320	Reviewed docket and assembled all documents pertaining to the first amended joint plan including the reply and objections thereto (.5); organized pleadings, prepared emails to S. Maizel and telephone conference regarding same (.2).

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/06/20	S. Maizel	0.10	80.00	B320	Review draft of UCC letter in support of plan confirmation.
11/06/20	S. Maizel	2.70	2,160.00	B320	Telephone conference with G. Miller re hearing on disclosure statement (.3); prepare for hearing on disclosure statement (.5); participate in hearing on disclosure statement (1.1); telephone conference with S. Alberts and G. Miller re revisions to disclosure statement (.4); review and respond to emails re same.
11/06/20	S. Maizel	0.50	400.00	B320	Telephone conference with Jim Day, etc. re Cerner issues.
11/06/20	G. Miller	2.50	1,391.88	B320	Review amended plan, disclosure statement, objections to disclosure statement and related pleadings and case law in preparation for disclosure statement hearing
11/06/20	G. Miller	0.30	167.03	B320	Calls and emails with W.Kannel and I.Hammel re signatures to attach to amended plan
11/06/20	G. Miller	0.20	111.35	B320	Emails with A.Sherman re letter from Committee in support of plan
11/06/20	G. Miller	1.30	723.78	B320	Attend telephonic disclosure statement hearing
11/06/20	G. Miller	0.50	278.38	B320	Call with S.Maizel and S.Alberts to discuss third party releases
11/06/20	G. Miller	1.80	1,002.15	B320	Revise amended plan, disclosure statement, ballots and order approving disclosure statement
11/07/20	G. Miller	2.50	1,391.88	B320	Revise amended plan, disclosure statement, ballots and order approving disclosure statement.
11/07/20	S. Maizel	2.00	1,600.00	B320	Review and respond to emails re plan and disclosure statement revisions (.5); review and revise disclosure statement (.8); review and revise plan (.7).
11/08/20	S. Maizel	1.70	1,360.00	B320	Review and revise plan (.5); review and revise disclosure statement (.8); review and revise ballots, etc. (.4).

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/08/20	G. Miller	4.50	2,505.38	B320	Revise amended plan, disclosure statement, ballots and order approving disclosure statement and circulate same to parties for comment.
11/09/20	M. Zeefe	2.50	1,243.13	B320	Review disclosure statement for filing.
11/09/20	S. Maizel	1.00	800.00	B320	Review and respond to emails re revisions to plan and disclosure statement.
11/09/20	G. Miller	0.40	222.70	B320	Call to discuss classification of secured claims
11/09/20	G. Miller	6.60	3,674.55	B320	Revise amended plan and disclosure statement, order and ballots
11/09/20	S. Schrag	1.50	605.63	B320	Review and revise disclosure statement (1.4); confer with G. Miller regarding the same (.1).
11/10/20	S. Maizel	2.40	1,920.00	B320	Telephone conference with S. Alberts re plan revisions (.1); review and respond to emails re plan revisions (.5); review revised second amended plan and disclosure statement (1.0); review revised ballots, and order approving disclosure statement and vote solicitation (.8).
11/10/20	G. Medina	2.60	784.55	B320	Communication with G. Miller regarding filing and assembly of documents for filing (0.4); Work on Preparation and assembly of Second Amended Chapter 11 Plan, Disclosure Statement, and Prepare and assemble exhibits to Order approving Disclosure Statement and Prepare and Assemble and exhibits to Notice of Filing of Redlines of Plan and Disclosure Statement (2.2)
11/10/20	G. Miller	1.10	612.43	B320	Draft notice of filing redline versions of plan, disclosure statement, ballots and order.
11/10/20	G. Miller	2.80	1,558.90	B320	Revise amended plan and disclosure statement, order and ballots.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/11/20	G. Medina	1.10	331.93	B320	Work on filing Second Amended Chapter 11 Plan, Disclosure Statement, and Prepare and assemble and upload Order approving Disclosure Statement and Prepare and Assemble and file Notice of Filing of Redlines of Plan and Disclosure Statement (0.8); Download and send e-copies to G. Miller and S. Maizel of filed documents (0.3).
11/11/20	S. Maizel	1.00	800.00	B320	Review revised plan and disclosure statement prior to filing.
11/11/20	G. Miller	0.30	167.03	B320	Calls with KCC and M. Lane re: classification of claims.
11/11/20	G. Miller	0.40	222.70	B320	Call with G. Medina re: filing of amended plan and disclosure statement.
11/11/20	G. Miller	0.20	111.35	B320	Review proposed language re: UnitedHealthcare to inset in confirmation order and email S. Maizel re: same.
11/11/20	G. Miller	1.60	890.80	B320	Research re: whether personal protective equipment is considered equipment.
11/11/20	K.M. Howard	0.70	196.35	B320	Analysis of the Disclosure Statement and attached Second Amended Plan and reviewed and revised Critical Dates Memorandum.
11/12/20	G. Miller	2.60	1,447.55	B320	Research re: whether personal protective equipment is considered equipment.
11/12/20	K.M. Howard	0.70	196.35	B320	Analysis of order granting Joint Motion for Approval of Disclosure Statement and reviewed and revised Critical Dates Memorandum accordingly.
11/12/20	G. Medina	0.40	120.70	B320	Prepared and assembled Second amended Plan and send to G. Miller per his request.
11/12/20	S. Maizel	0.20	160.00	B320	Telephone conference with G. Miller re plan service issues.
11/13/20	G. Miller	0.40	222.70	B320	Review plan and disclosure statement re: requirement for 2019 audit.
11/16/20	G. Miller	1.10	612.43	B320	Review plan and disclosure statement and revise definition of "Released Parties" in same.

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/16/20	S. Maizel	1.90	1,520.00	B320	Review and respond to emails regarding releases in plan (.4); telephone conference with counsel for Lapis, etc. re same (.5); telephone conference with Geoff Miller re same (.1); telephone conference with S. Alberts re same (.1); review plan provisions in question (.8).
11/17/20	S. Maizel	1.10	880.00	B320	Telephone conference with W. Kannel re revisions to plan re releases (.1); review and respond to emails re same (.7); review and revise notice of revisions (.3).
11/17/20	G. Miller	1.20	668.10	B320	Draft notice of filing revised draft of plan, ballots and notices.
11/18/20	G. Miller	1.10	612.43	B320	Draft notice of errata re: Second Amended Plan.
11/18/20	G. Miller	0.60	334.05	B320	Revise and finalize notice of filing re: modification of definition of released parties.
11/18/20	G. Medina	1.70	512.98	B320	Communication with G. Miller re notice of filing (0.1) work on preparation and assembly of the notice of filing of redlines and clean versions of the Astria plan, confirmation hearing notices and ballots. (0.8); file notice of filing with exhibits (0.3); download and send e file copies to G. Miller (0.2); communication with G. Miller and work on filing Notice of Errata To Second Amended Plan, Ballots and Confirmation Hearing Notices (0.3).
11/18/20	S. Maizel	0.50	400.00	B320	Review and respond to emails re revision to disclosure statement re releases.
11/18/20	K.M. Howard	0.70	196.35	B320	Reviewed email from S. Maizel regarding the disclosure statement hearing (.1); reviewed docket and imported audio of hearing (.2); prepared hearing transcript request form (.1); prepared email and attachments thereto to Central Court Reporting requesting the transcript of the November 18th hearing (.1); telephone conference and email exchanges with Haley of Central Court Reporting regarding same (.2).

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/19/20	S. Maizel	0.10	80.00	B320	Telephone conference with W. Kannel re plan confirmation issues.
11/20/20	S. Maizel	0.70	560.00	B320	Telephone conference with Lapis, etc. re collateral issues.
11/20/20	S. Maizel	0.30	240.00	B320	Telephone conference with S. Shanker re schedules for plan related activities.
11/20/20	G. Miller	0.40	222.70	B320	Review plan re plan supplement deadlines and emails with S.Schrag and S.Maizel re same
11/20/20	G. Miller	0.30	167.03	B320	Emails with W.Kannel re plan supplement
11/20/20	G. Miller	2.60	1,447.55	B320	Draft motion to file Term Sheet under seal
11/21/20	S. Maizel	0.40	320.00	B320	Telephone conference with M. Lane, etc. re disclosure schedules.
11/22/20	S. Maizel	0.40	320.00	B320	Emails to S. Shanker, etc. re information for disclosure schedules.
11/23/20	S. Maizel	0.20	160.00	B320	Review and respond to emails re requirement re Gaffey.
11/23/20	S. Maizel	0.40	320.00	B320	Review and respond to emails from US Dept. Of Justice re Medicare issues vis-à-vis confirmation.
11/23/20	S. Maizel	0.50	400.00	B320	Telephone conference with Lapis and counsel re Cerner and AHM issues.
11/23/20	S. Maizel	0.50	400.00	B320	Telephone conference with Lapis counsel re pending plan confirmation issues.
11/23/20	S. Maizel	0.10	80.00	B320	Attention to issues related to plan and disclosure statement.
11/23/20	G. Miller	0.50	278.38	B320	Call with Lapis counsel to discuss Plan Supplement
11/23/20	G. Miller	0.50	278.38	B320	Revise motion to file Term Sheet under seal and email G.Dyer re same
11/23/20	K.M. Howard	0.40	112.20	B320	Received and briefly reviewed the transcript of the November 18th Disclosure Statement hearing (.2); assembled transcript (.1); prepared email to Astria Team regarding same (.1).
11/24/20	S. Maizel	0.40	320.00	B320	Review and respond to emails re plan supplement materials.
11/24/20	G. Miller	1.30	723.78	B320	Draft notice of filing plan supplement

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/24/20	G. Miller	1.40	779.45	B320	Review draft Lapis credit agreement
11/24/20	S. Maizel	0.10	80.00	B320	Telephone conference with M. Lane re Multi-Care interest.
11/25/20	G. Miller	3.30	1,837.28	B320	Finalize Plan Supplement documents for filing (2); Emails with Lapis and Astria re same (.8); Calls with I.Hammel, M.Lane, S.Maizel and S.Schrag re same (.5)
11/25/20	G. Miller	2.80	1,558.90	B320	Review draft Lapis credit agreement and forbearance agreement and email M.Lane re same
11/25/20	G. Miller	0.40	222.70	B320	Revise motion to seal term sheet and proposed order
11/25/20	G. Miller	0.40	222.70	B320	Call with L.Williams and S.Maizel to discuss draft Credit Agreement
11/25/20	G. Medina	4.40	1,327.70	B320	Coordinated with G. Miller on filing (0.4); work on Preparation, assembly and filing of exhibits to Notice of Filing Certain Plan Supplements To The Second Amended Joint Plan of Reorganization (3.8); downloaded and send e filed copies to G. Miller (0.2).
11/25/20	S. Maizel	1.90	1,520.00	B320	Telephone conference with Manatt attorneys, etc. representing Multicare interest in assets (.4); t/c with M. Lane re same (.2); telephone conference with MaryAnn Bleisner, etc. re Multicare interest (.4); telephone conference with W. Kannel re same (.4); review plan re possible Multicare participation in plan process (.5).
11/25/20	S. Maizel	0.50	400.00	B320	Telephone conference with M. Lane, etc. re plan supplements (.3); telephone conference with Geoff Miller re same (.2).
11/26/20	G. Medina	1.40	422.45	B320	Coordinated with G. Miller on additional filings (0.3); work on review and filed Ex Parte Motion For Entry of An Order Sealing Plan Settlement Term Sheet, filed Sealed documents and upload order (0.8); downloaded and send e file copies to G. Miller (0.3).

Astria Health  
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Date	Timekeeper	Hours	Amount	Task	Narrative
11/30/20	K.M. Howard	0.10	28.05	B320	Analysis of order granting motion for entry of the order sealing plan settlement term sheet to determine additional court ordered deadlines.
11/30/20	S. Maizel	0.30	240.00	B320	Telephone conference with W. Kannel, etc. re Multicare interest in assets.
11/30/20	S. Maizel	2.00	1,600.00	B320	Telephone conference with counsel for AH System re credit agreement (.5); telephone conference with M. Lane, etc. re same (.6); review and provide comments on credit agreement issues (.8); review and respond to emails re credit agreement issues (.1).
11/30/20	S. Maizel	0.10	80.00	B320	Review and respond to emails re ballot summary from KCC.
11/30/20	S. Schrag	0.50	201.88	B320	Review correspondence from TIAA counsel (.1); confer with Dentons team (.1); confer with KCC team (.1); review related material (.1); confer with TIAA counsel (.1).
<b>Subtotal</b>		<b>147.50</b>	<b>85,652.41</b>		

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**B420 - Restructurings**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/05/20	G. Miller	2.40	1,336.20	B420	Revise voting ballots.
11/13/20	G. Miller	0.10	55.68	B420	Call with KC to discuss service of confirmation hearing notices.
11/16/20	G. Miller	0.30	167.03	B420	Call with the Court re: hearing to discuss modification to definition of "Released Parties".
11/17/20	G. Miller	0.50	278.38	B420	Review correspondence re; destruction of patient records and email M. Lane and M. Lopez re: same.
11/17/20	G. Miller	0.50	278.38	B420	Emails with S. Alberts and L. Hammonds re: revisions to release provisions in Plan.
11/18/20	G. Miller	0.60	334.05	B420	Attend telephonic status hearing.
	<b>Subtotal</b>	<b>4.40</b>	<b>2,449.72</b>		

**EMP - Employment**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/02/20	D. Cook	0.30	141.53	EMP	Analysis of multiple communications regarding SEIU settlement materials (.3);
11/03/20	D. Cook	0.40	188.70	EMP	Analysis regarding SEIU settlement status (.4);
11/05/20	D. Cook	3.10	1,462.43	EMP	Revisions regarding SEIU settlement materials (3.1);
11/10/20	D. Cook	3.30	1,556.78	EMP	Telephone conference with S Alberts regarding SEIU litigation (.4); analysis regarding settlement materials in connection with same (2.3); telephone conference with S Alberts regarding noncompetition agreement treatment in bankruptcy (.2); analysis in connection with same (.4);
11/10/20	S. Alberts	0.60	480.00	EMP	Review communication from Lapis concerning certain terminations (.1), follow up with S. Maizel (.1), CW M. Lane concerning same (.1) and review explanatory communication from S. Maizel (.2) and follow up (.1).
11/11/20	D. Cook	0.40	188.70	EMP	Work in connection with filing stipulation to extend reply deadline in connection with SEIU negotiations (.4);
11/11/20	D. Cook	2.70	1,273.73	EMP	Research regarding noncompetition agreement treatment in bankruptcy (2.7);
11/12/20	S. McCandless	1.40	1,120.00	EMP	Telephone call with S. Alberts regarding law applicable to pending non-compete issues (.60); related initial review of applicable case law (.80).
11/13/20	D. Cook	6.60	3,113.55	EMP	Telephone conference with S Alberts regarding employment agreement issues (.4); research in connection with same (5.1); analysis in connection with alternate theories pertaining to same (1.1);
11/15/20	D. Cook	4.10	1,934.18	EMP	Research regarding litigation issues pertaining to AHM (4.1);

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/16/20	D. Cook	1.20	566.10	EMP	Telephone conference with S Alberts regarding research in connection with AHM dispute (.3); analysis of issues in connection with same (.6); research regarding smae (.3);
11/17/20	D. Cook	1.40	660.45	EMP	Analysis pertaining to revisions to SEIU settlement materials (1.4);
11/17/20	D. Cook	8.40	3,962.70	EMP	Research regarding multiple issues in connection with administrative expense prong of AHM dispute (6.2); composition of memorandum regarding same (2.2);
11/18/20	D. Cook	1.20	566.10	EMP	Composition of memorandum regarding same regarding multiple issues in connection with administrative expense prong of AHM dispute (1.2);
11/18/20	D. Cook	0.90	424.58	EMP	Analysis and revisions to SEIU settlement materials (.5); communications with S Alberts and SEIU counsel regarding same (.9);
11/18/20	S. McCandless	1.90	1,520.00	EMP	Begin review and analysis of Gibbons agreement and relevant portions of MSA for non-compete analysis (.80); review S. Alberts' related comments (.30); review of Washington law specific to facts of dispute (.80).
11/19/20	D. Cook	2.30	1,085.03	EMP	Compile materials in preparation for filing myriad SEIU settlement materials (1.6); analysis regarding documentation concerning same (.7);
11/20/20	S. McCandless	1.40	1,120.00	EMP	Further review relevant agreements and Washington law for analysis of Astria's and AHM's respective positions (.90); provide initial analysis to S. Alberts and S. Maizel (.30); further related communications with S. Maizel (.20).
11/21/20	S. McCandless	1.30	1,040.00	EMP	Consider and provide more detailed comments to S. Maizel and S. Alberts regarding issues posed by respective positions of Astria and AHM regarding AHM's assertion of employee non-compete obligations (.80); further related legal research (.50).

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/23/20	D. Cook	7.60	3,585.30	EMP	Telephone conference with Dentons team regarding AHM issues (.6); review and analysis in connection with draft AHM mediation memorandum (.4); revise final SEIU settlement materials in advance of filing (6.6);
11/23/20	S. McCandless	1.50	1,200.00	EMP	Communicate with S. Alberts and S. Maizel regarding employment issues posed by AHM contracts (.40); telephone call with S. Maizel, S. Alberts, and D. Cook to discuss issues posed by AHM agreements with employees (.50); review documentation and prior communications to prepare for same (.60).
11/24/20	A. Shiran	2.10	1,276.28	EMP	Evaluate and analyze LTIP and ESA in connection with mediation; discuss detailed terms with S. McCandless.
11/24/20	D. Cook	5.90	2,783.33	EMP	Analyze and revise mediation brief in connection with AHM dispute (2.4); analysis pertaining to SEIU settlement materials including custom materials to be provided to individuals (3.5);
11/24/20	S. McCandless	2.90	2,320.00	EMP	Review and analyze initial draft of mediation brief in AHM matter received from S. Maizel for employment additions and input to same (.90); related review of LTIP Incentive Awards and grant information received from S. Maizel (.80); compare to earlier version of non-compete agreement (.30); evaluate same with A. Youssefi (.70); further communicate with S. Maizel regarding same (.20).
11/27/20	S. McCandless	3.30	2,640.00	EMP	Further review and analyze relevant documents for research and write up of employment/non-compete analysis/arguments in preparation for mediation (.90); research applicable Washington law (breach of fiduciary duty, new non-compete law, and Washington wage payment law for use in mediation and mediation brief (2.40).

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Date	Timekeeper	Hours	Amount	Task	Narrative
11/28/20	S. McCandless	4.80	3,840.00	EMP	Draft and revise detailed write up regarding specifics of course of conduct leading to AHM's current allegations, related breach of fiduciary duty, legal issues with two sets of "acknowledgments" signed by employees, and Washington wage payment law and public policy (3.80); further related review of research and documents for same (.90); forward to S. Maizel and S. Alberts with comments on same (.10).

**Subtotal 71.00 40,049.47**

**REP - Reporting**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/23/20	K.M. Howard	0.60	168.30	REP	Reviewed email and attachments from S. Shanker regarding Debtors' insurance policies (.2); reviewed email from S. Maizel regarding same (.1); reviewed Debtors' Monthly Operating Report for September 2020 and culled insurance summaries (.2); prepared email to S. Shanker and S. Maizel regarding same (.1).
11/23/20	K.M. Howard	0.50	140.25	REP	Email exchange with M. Schwarzmenn regarding the October Monthly Operating Report (.1); reviewed NonDebtor Dataroom and created placeholder for October Monthly Operating Report (.2); prepared followup email to M. Schwarzmenn regarding same (.1); telephone conference with M. Schwarzmenn regarding bank statements and MOR (.1).
11/24/20	K.M. Howard	0.60	168.30	REP	Email exchange with M. Schwarzmenn regarding Debtors' bank statements (.1); reviewed, exported and organized bank statements from database (.5);
11/24/20	K.M. Howard	2.40	673.20	REP	Reviewed bank statements for privileged information and redacted same (1.9); further organization and preparation of bank statements to attach as exhibits to Monthly Operating Report (.5).
11/24/20	K.M. Howard	0.20	56.10	REP	Email exchange with S. Shanker regarding insurance related matters reported to the US Trustee.

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December 14, 2020

Date	Timekeeper	Hours	Amount	Task	Narrative
11/30/20	K.M. Howard	0.10	28.05	REP	Email exchange with client regarding access to NonDebtor Dataroom.
11/30/20	K.M. Howard	0.10	28.05	REP	Email exchange with M. Lane regarding October Monthly Operating Report.
<b>Subtotal</b>		<b>4.50</b>	<b>1,262.25</b>		

**SUMMARY OF AMOUNT DUE BY TASK CODE**

Task Code	Task Code Name	Fees
APP	Appellate Proceedings	112.20
B100	Administration	6,831.35
B110	Case Administration	12,716.96
B130	Asset Disposition	12,041.56
B140	Relief from Stay/Adequate Protection Proceedings	2,253.38
B150	Meetings of and Communications with Creditors	400.00
B160	Fee/Employment Applications	16,586.61
B185	Assumption/Rejection of Leases and Contracts	9,961.93
B190	Other Contested Matters (excl. assumption/rejection motions)	2,074.61
B200	Operations	4,400.00
B210	Business Operations	1,920.00
B220	Employee Benefits/Pension	544.40
B230	Financing/Cash Collections	3,032.00
B240	Tax Issues	1,447.55
B260	Board of Directors Matters	2,800.00
B300	Claims and Plan	44,607.56
B310	Claims Administration and Objections	50,197.94
B320	Plan and Disclosure Statement (incl. Business Plan)	85,652.41
B420	Restructurings	2,449.72
EMP	Employment	40,049.47
REP	Reporting	1,262.25
	Total This Matter	\$301,341.90

Astria Health  
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December 14, 2020

**DISBURSEMENT DETAIL**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
10/15/2020	Delivery & Postage FedEx Airbill #397882514301 10/15/20 Delivery to 1806 YAKIMA VALLEY HWY, SUNNYSIDE, WA	18.80
11/10/2020	Delivery & Postage FedEx Airbill #398784176441 11/10/20 Delivery to 13819 Burbank Boulevard, U VAN NUYS, CA	16.26
	SUBTOTAL	35.06
11/8/2020	Lexis COOK\ DAVID	47.50
11/12/2020	Lexis SCHRAG\ SARAH	47.50
	SUBTOTAL	95.00
7/28/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	10.80
7/22/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	1.80
7/20/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	1.80
7/10/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	4.70
7/9/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	4.60
7/9/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	8.20
7/10/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	3.70
7/13/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	2.20
7/13/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	1.30
7/15/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	11.80
7/15/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	6.60
7/1/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	1.30
7/7/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	38.40

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December 14, 2020

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/31/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	4.10
7/28/2020	Reversal from Cancelled Voucher 11332488	(10.80)
7/22/2020	Reversal from Cancelled Voucher 11332488	(1.80)
7/20/2020	Reversal from Cancelled Voucher 11332488	(1.80)
7/10/2020	Reversal from Cancelled Voucher 11332488	(4.70)
7/9/2020	Reversal from Cancelled Voucher 11332488	(4.60)
7/9/2020	Reversal from Cancelled Voucher 11332488	(8.20)
7/10/2020	Reversal from Cancelled Voucher 11332488	(3.70)
7/13/2020	Reversal from Cancelled Voucher 11332488	(2.20)
7/13/2020	Reversal from Cancelled Voucher 11332488	(1.30)
7/15/2020	Reversal from Cancelled Voucher 11332488	(11.80)
7/15/2020	Reversal from Cancelled Voucher 11332488	(6.60)
7/1/2020	Reversal from Cancelled Voucher 11332488	(1.30)
7/7/2020	Reversal from Cancelled Voucher 11332488	(38.40)
7/31/2020	Reversal from Cancelled Voucher 11332488	(4.10)
7/28/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	10.80
7/22/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	1.80
7/20/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	1.80
7/10/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	4.70
7/9/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	4.60
7/9/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	8.20
7/10/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	3.70
7/13/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	2.20
7/13/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	1.30

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/15/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	11.80
7/15/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	6.60
7/1/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	1.30
7/7/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	38.40
7/31/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	4.10
8/21/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	5.70
8/20/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	3.00
8/31/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	9.80
9/1/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	3.60
8/14/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	2.90
8/12/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	38.00
8/3/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	1.20
9/28/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020C PACER FEES	7.50
9/22/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020C PACER FEES	10.10
9/22/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020C PACER FEES	1.20
9/25/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020C PACER FEES	3.50
9/23/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020C PACER FEES	4.40
9/4/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020C PACER FEES	1.20

Astria Health  
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December 14, 2020

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/10/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020C PACER FEES	3.00
	SUBTOTAL	196.40
9/28/2020	Outside Copying/Printing John A. Moe, II, Copying charges for fee application.	12.32
	SUBTOTAL	12.32
11/8/2020	WESTLAW COOK\ DAVID F	1,275.00
11/11/2020	WESTLAW COOK\ DAVID F	139.66
11/12/2020	WESTLAW COOK\ DAVID F	1,308.64
11/12/2020	WESTLAW MILLER\ GEOFFREY	132.98
11/13/2020	WESTLAW COOK\ DAVID F	525.00
11/15/2020	WESTLAW COOK\ DAVID F	300.00
11/17/2020	WESTLAW COOK\ DAVID F	1,714.66
11/18/2020	WESTLAW COOK\ DAVID F	150.00
10/31/2020	WESTLAW COOK\ DAVID F	1,806.58
	SUBTOTAL	7,352.52
	Total Disbursements	\$7,691.30
	Total This Matter	\$309,033.20

Astria Health December 14, 2020  
 Invoice #: 2356701

**COMBINED TOTALS**

Total Hours	525.40
Fee Total, all Matters	\$ 301,341.90
Disbursement Total, all Matters	\$ 7,691.30
Invoice Total, all Matters	<u>\$ 309,033.20</u>

**TIME AND FEE SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$800.00	61.10	\$48,880.00
S. Maizel	\$800.00	100.00	\$80,000.00
S. McCandless	\$800.00	18.50	\$14,800.00
J.A. Moe, II	\$599.25	10.80	\$6,471.95
M. Zeefe	\$497.25	2.50	\$1,243.13
A. Shiran	\$607.75	2.10	\$1,276.28
C. Doherty, Jr.	\$522.75	4.50	\$2,352.38
E. Bass	\$501.50	0.20	\$100.30
G. Miller	\$556.75	126.80	\$70,596.15
S. Schrag	\$403.75	65.10	\$26,284.24
D. Cook	\$471.75	59.70	\$28,163.53
D. Pina	\$323.00	1.20	\$387.60
G. Medina	\$301.75	15.90	\$4,797.84
K.M. Howard	\$280.50	57.00	\$15,988.50
Totals		525.40	\$301,341.90



SNR Denton US LLP  
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Los Angeles, California 90017-5704

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Astria Health  
1806 Yakima Valley Hwy.  
Sunnyside, WA 98944  
USA

December 14, 2020

**Invoice No. 2356455**

Client: 15802271  
Matter 15802271-000009  
SHC Medical Center-Yakima (19-01192-11)

Payment Due Upon Receipt

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Total This Invoice \$ 3,897.26

Please return this page with your payment

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SNR Denton US LLP  
8000 Sears Tower  
Chicago, IL 60606

OR

In the case of overnight deliveries to:

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Chicago, IL 60604-6404

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ABA Transit # 271070801  
Account # 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33  
Reference Invoice # and/or client matter #

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

S. Maizel  
at 1 213 623 9300



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

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USA

December 14, 2020

**Invoice No. 2356455**

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For Professional Services Rendered through November 30, 2020:

Matter: 15802271-000009  
SHC Medical Center-Yakima (19-01192-11)

**B185 - Assumption/Rejection of Leases and Contracts**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/13/20	G. Miller	0.10	55.68	B185	Call with M. Lane to discuss lease.
	<b>Subtotal</b>	<b>0.10</b>	<b>55.68</b>		

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2356455

December 14, 2020

**B320 - Plan and Disclosure Statement (incl. Business Plan)**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/17/20	G. Miller	0.80	445.40	B320	Revise plan, ballots and notices.
	<b>Subtotal</b>	<b>0.80</b>	<b>445.40</b>		

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2356455

December 14, 2020

**B420 - Restructurings**

Date	Timekeeper	Hours	Amount	Task	Narrative
11/05/20	G. Miller	0.80	445.40	B420	Calls with KCC and M. Lane re: scheduled and filed claims.
11/10/20	G. Miller	0.20	111.35	B420	Emails re outstanding issues re ARMC and MOB sale closing.
11/13/20	G. Miller	0.50	278.38	B420	Call with T. Ives, M. Lane and S. Maizel to discuss issues re: closing of ARMC and MOB sale.
11/16/20	G. Miller	1.00	556.75	B420	Calls with Lapis, the Committee and Astria team re: definition of "Released Parties".
11/16/20	G. Miller	1.00	556.75	B420	Call with B. Gibbons and M. Lane re: proposed lease of MOB.
11/16/20	G. Miller	0.80	445.40	B420	Revise draft lease of MOB.
11/17/20	G. Miller	0.20	111.35	B420	Review ARMC/MOB sale order re: assigning sale contract to new buyer.
11/17/20	G. Miller	0.40	222.70	B420	Call with W. Kannel and S. Maizel re:sale of MOB/ARMC.
11/18/20	G. Miller	1.20	668.10	B420	Review title exceptions re: ARMC/MOB sale and email with S. Maizel and S. Alberts comments re: same.
<b>Subtotal</b>		<b>6.10</b>	<b>3,396.18</b>		

**SUMMARY OF AMOUNT DUE BY TASK CODE**

Task Code	Task Code Name	Fees
B185	Assumption/Rejection of Leases and Contracts	55.68
B320	Plan and Disclosure Statement (incl. Business Plan)	445.40
B420	Restructurings	3,396.18
	Total This Matter	\$3,897.26
<b>Total This Matter</b>		<b>\$3,897.26</b>

Astria Health    December 14, 2020  
Invoice #: 2356455

**COMBINED TOTALS**

Total Hours	7.00
Fee Total, all Matters	\$ 3,897.26
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Invoice Total, all Matters	<u>\$ 3,897.26</u>

**TIME AND FEE SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
G. Miller	\$556.75	<u>7.00</u>	<u>\$3,897.26</u>
Totals		7.00	\$3,897.26
Fee Total	\$	3,897.26	
Invoice Total		<u>\$ 3,897.26</u>	



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601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

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Astria Health  
1806 Yakima Valley Hwy.  
Sunnyside, WA 98944  
USA

December 14, 2020

Invoice No. 2356452

Client: 15802271  
Matter Number 15802271-000017 Astria adv. SBA (2:20-ap-80016)  
Payment Due Upon Receipt

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Total This Invoice \$ 5,148.33

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SNR Denton US LLP  
8000 Sears Tower  
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Chicago, IL 60604-6404

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Citi Private Bank  
227 W Monroe, Chicago, IL 60606  
ABA Transit # 271070801  
Account # 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33  
Reference Invoice # and/or client matter #

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
S. Maizel

at 1 213 623 9300

Astria Health  
1806 Yakima Valley Hyw.  
Sunnyside, WA 98944  
USA

December 14, 2020

Invoice No. 2356452

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For Professional Services Rendered through November 30, 2020:

Matter: 15802271-000017  
Astria adv. SBA (2:20-ap-80016)

APP - Appellate Proceedings

Date	Timekeeper	Hours	Amount	Task	Narrative
11/02/20	S. Schrag	0.10	40.38	APP	Confer with M. Lane regarding appeal.
11/02/20	K.M. Howard	0.40	112.20	APP	Reviewed and revised Critical Dates Memorandum regarding Appellant's deadline for to file optional reply brief.
11/09/20	K.M. Howard	0.40	112.20	APP	Analysis of briefing deadlines in counter-appeal and reviewed and revised Critical Dates Memorandum accordingly.
11/09/20	S. Schrag	0.40	161.50	APP	Review FRBP (.2); confer with K. Howard regarding SBA response/reply (.2).
11/11/20	S. Schrag	0.60	242.25	APP	Confer with A. Helman regarding legal research (.1); review related material (.5).
11/20/20	K.M. Howard	0.50	140.25	APP	Analysis of the SBA's Motion to extend briefing deadlines (.2); telephone conference with S. Schrag regarding same (.1); prepared email to S. Schrag and S. Maizel regarding same (.1); reviewed and revised Critical Dates Memorandum accordingly (.1).
	Subtotal	2.40	808.78		

Astria Health  
Matter: 15802271-000017  
Invoice No.: 2356452

December 14, 2020

B100 - Administration

Date	Timekeeper	Hours	Amount	Task	Narrative
11/09/20	S. Alberts	0.50	400.00	B100	Communications with G. Miller about MOB sale and Buyer's assertions (.2) and follow up communications (.3).
11/10/20	S. Alberts	0.50	400.00	B100	Communications about PPE and MOB issues (.3), follow up (.2).
	Subtotal	1.00	800.00		

Astria Health  
Matter: 15802271-000017  
Invoice No.: 2356452

December 14, 2020

B110 - Case Administration

Date	Timekeeper	Hours	Amount	Task	Narrative
11/20/20	K.M. Howard	0.50	140.25	B110	Reviewed and revised Critical Dates Memorandum and culled deadlines and hearings set for next week (.4); prepared email to Astria Team regarding same (.2).
	Subtotal	0.50	140.25		

Astria Health  
Matter: 15802271-000017  
Invoice No.: 2356452

December 14, 2020

B130 - Asset Disposition

Date	Timekeeper	Hours	Amount	Task	Narrative
11/07/20	S. Alberts	0.40	320.00	B130	Review communication from title company about MOB sale and provide responses thereto.
	Subtotal	0.40	320.00		

Astria Health  
Matter: 15802271-000017  
Invoice No.: 2356452

December 14, 2020

B160 - Fee/Employment Applications

Date	Timekeeper	Hours	Amount	Task	Narrative
11/20/20	K.M. Howard	6.10	1,711.05	B160	Telephone conference with J. Moe regarding the fourth interim fee application (.1); analysis of summaries of time, fees and costs and reviewed and revised Dentons' Fourth Interim Fee Application (1.1); analysis of spreadsheets reflecting fees and hours by project categories and prepared six charted summaries for each Debtor (1.4); reviewed and revised Fourth Interim Fee Application and Declaration of S. Maizel (.9); prepared email to J. Moe regarding same (.1); prepared breakdown of costs by category and prepared same reflecting same and prepared as Exhibit C (.7); reviewed and revised summary of professionals' hours and fees and finalized exhibit (.6); finalized and prepared billing statements from May - August 2020 as Exhibits D-G (.4); reviewed Exhibit A and assembled resumes and prepared as Exhibit B (.8).
	Subtotal	6.10	1,711.05		

Astria Health  
Matter: 15802271-000017  
Invoice No.: 2356452

December 14, 2020

B310 - Claims Administration and Objections

Date	Timekeeper	Hours	Amount	Task	Narrative
11/20/20	S. Schrag	1.40	565.25	B310	Prepare for call with S. Maizel on Lewis claim (.1); confer with S. Maizel regarding Lewis claim (.1); confer with S. Maizel regarding Apogee claim (.1); confer with G. Miller regarding deadline (.1); confer with Lapis and Committee regarding Apogee claim (.1); confer with chambers regarding settlement proposal (.1); review promissory notes and associated letters (.3); confer with B. Gibbons regarding the same (.2); confer with M. Lane regarding admin claims (.2); confer with TIAA and Buyer's counsel (.1).
Subtotal		1.40	565.25		

SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
APP	Appellate Proceedings	808.78
B100	Administration	800.00
B110	Case Administration	140.25
B130	Asset Disposition	320.00
B160	Fee/Employment Applications	1,711.05
B310	Claims Administration and Objections	565.25
Total This Matter		\$4,345.33

Astria Health  
Matter: 15802271-000017  
Invoice No.: 2356452

December 14, 2020

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/28/2020	Lexis SCHRAG\ SARA H	47.50
10/28/2020	Lexis SCHRAG\ SARA H	148.50
	SUBTOTAL	196.00
7/7/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	4.70
7/14/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	1.30
7/7/2020	Reversal from Cancelled Voucher 11332488	(4.70)
7/14/2020	Reversal from Cancelled Voucher 11332488	(1.30)
7/7/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	4.70
7/14/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	1.30
	SUBTOTAL	6.00
10/26/2020	WESTLAW SCHRAG\ SARA H	279.50
10/27/2020	WESTLAW SCHRAG\ SARA H	75.00
10/28/2020	WESTLAW SCHRAG\ SARA H	246.50
	SUBTOTAL	601.00
	Total Disbursements	\$803.00
	Total This Matter	\$5,148.33

Astria Health    December 14, 2020  
Invoice #: 2356452

**TIME AND FEE SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$800.00	1.40	\$1,120.00
S. Schrag	\$403.75	2.50	\$1,009.38
K.M. Howard	\$280.50	<u>7.90</u>	<u>\$2,215.95</u>
Totals		11.80	\$4,345.33

Astria Health    December 14, 2020  
Invoice #: 2356452

**COMBINED TOTALS**

Total Hours		11.80
Fee Total, all Matters	\$	4,345.33
Disbursement Total, all Matters	\$	803.00
<hr/>		
Invoice Total, all Matters	\$	<u>5,148.33</u>

Astria Health  
1806 Yakima Valley Hwy.  
Sunnyside, WA 98944  
USA

December 14, 2020

**Invoice No. 2356453**

Client/Matter: 15802271-000016

WSNA Adversary Proceeding (2:20-ap-80005).

Payment Due Upon Receipt

Total This Invoice	\$	12.30
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Dentons US LLP  
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Carol Stream, IL 60132-3078

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227 West Monroe, Chicago, IL 60606  
ABA Transit # 271070801  
Account #: 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33  
Reference: Invoice # and/or client matter #**\*\*Please validate any request to change/update electronic payment instructions on  
file or mailing address by contacting Dentons US LLP directly\*\***Please send payment remittance advice information to [cashreceipts@dentons.com](mailto:cashreceipts@dentons.com)  
In order to guarantee proper allocation of payments

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

S. Maizel  
at 1 213 623 9300



Dentons US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-  
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Sunnyside, WA 98944  
USA

December 14, 2020

**Invoice No. 2356453**

Client/Matter: 15802271-000016

WSNA Adversary Proceeding (2:20-ap-80005).

**DISBURSEMENT DETAIL**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/31/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	2.20
7/30/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q32020 PACER FEES	10.10
7/31/2020	Reversal from Cancelled Voucher 11332488	(2.20)
7/30/2020	Reversal from Cancelled Voucher 11332488	(10.10)
7/31/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	2.20
7/30/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538-Q32020A PACER FEES	10.10
	SUBTOTAL	12.30
	Total Disbursements	\$12.30
	Disbursement Total	\$ 12.30
	Invoice Total	<u>\$ 12.30</u>

# EXHIBIT H-1



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Suite 2500  
Los Angeles, California 90017-5704

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USA

February 10, 2021

**Invoice No. 2372922**

Matter: 15802271-000003  
Astria Health - 19-01192-11

Payment Due Upon Receipt

Total This Invoice	\$ 652,707.11
Amounts Received, Available to Apply Against Current or Future Invoices	32.00
Amount Due	\$ 652,707.11

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8000 Sears Tower  
Chicago, IL 60606

OR

In the case of overnight deliveries to:

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Attention: Accounting  
233 South Wacker Drive  
Chicago, IL 60604-6404

Payment by wire transfer/ACH should be sent to:

Citi Private Bank  
227 W Monroe, Chicago, IL 60606  
ABA Transit # 271070801  
Account # 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33

Reference Invoice # and/or client matter #

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

S. Maizel  
at 1 213 623 9300



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Sunnyside, WA 98944  
USA

February 10, 2021

**Invoice No. 2372922**

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For Professional Services Rendered through January 15, 2021:

Matter: 15802271-000003  
Astria Health - 19-01192-11

**AGI - Attorney General Issues**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/21/20	R. Lewis	0.20	53.55	AGI	Locate executed LAPIS closing documents per request of C. Richter.
	<b>Subtotal</b>	<b>0.20</b>	<b>53.55</b>		

Astria Health  
 Astria Health - 19-01192-11  
 Matter: 15802271-000003  
 Invoice No.: 2372922

February 10, 2021

**B100 - Administration**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/03/20	J. Hay	0.50	400.00	B100	Call with Sam Alberts regarding arbitration issues; email regarding same.
12/04/20	J. Hay	2.00	1,600.00	B100	Emails and research regarding arbitration issues; attention to contracts.
12/11/20	S. Alberts	0.30	240.00	B100	Financing. Communicate with Montgomery about potential take out financing (.2) and provide DIP Motion and Order for background (.1).
12/14/20	S. Alberts	0.40	320.00	B100	Review redline of proposed alternative financing agreement and response.
12/18/20	G. Medina	0.60	181.05	B100	Received and upload Order re: SCG Capital Admin Claim and the Administrative Expense of Elaina Wagner and send confirmations to S. Schrag of uploads.
12/28/20	S. Alberts	0.80	640.00	B100	Communicate by email (.1) and then by phone about notice of rejection and rejection damages deadline and related issues (.4), other post-confirmation matters (.3).
01/05/21	G. Medina	0.20	60.35	B100	Received and uploaded order related to Docket No. 1217 and send confirmation to S. Schrag.
01/05/21	S. Alberts	0.40	320.00	B100	Receive call from former employee about non-payment (.2) forward information to client and follow up (.2)
01/12/21	G. Medina	0.40	120.70	B100	Received, reviewed and filed Motion to Authorize Disposal of Physical Patient Records and the Declaration of Michael Lane In Support and send e filed copy to G. Miller.
01/13/21	G. Medina	0.40	120.70	B100	Receive, review and filed Stipulation by and between Astria and SEIU Healthcare 1199NW and send e filed copies to S. Alberts and Team.
01/13/21	G. Medina	1.90	573.33	B100	Review Dentons Direct at the request of S. Schrag for NYU Agreements (0.2); addition review for affiliations agreements with NYU (1.6) and Send to S. Shrag (0.1).

Astria Health  
Astria Health - 19-01192-11  
Matter: 15802271-000003  
Invoice No.: 2372922

February 10, 2021

Date	Timekeeper	Hours	Amount	Task	Narrative
01/15/21	S. Alberts	0.40	320.00	B100	Conference with M. Lane about post-closing issues.
	<b>Subtotal</b>	<b>8.30</b>	<b>4,896.13</b>		

Astria Health  
 Astria Health - 19-01192-11  
 Matter: 15802271-000003  
 Invoice No.: 2372922

February 10, 2021

**B110 - Case Administration**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/20	K.M. Howard	2.30	645.15	B110	Email exchanges with M. Lane regarding members of Manatt, Ernest & Young and MultiCare to add to NonDebtor Database (.2); received and reviewed email from M. Lane identifying Manatt attorneys and Ernest & Young employees (.1); accessed and reviewed NonDebtor Database to determine if anyone had been given previous access (.1) and prepared email to M. Lane regarding same (.1); added Manatt and Ernest & Young members to the NonDebtor Database and prepared emails to each (.6); received and reviewed additional emails from M. Lane identifying MultiCare members to include in the NonDebtor Database and prepared reply thereto (.2); added MultiCare members to the NonDebtor Database and sent emails to each (.4); reviewed email identifying additional Manatt counsel (.1); added each to the Database (.2); prepared followup email to M. Lane (.1).
12/02/20	K.M. Howard	1.10	308.55	B110	Email exchanges with M. Lane regarding the addition of people to the Astria NonDebtors Database (.2); email exchanges with L. Moroney of Manatt regarding same (.2); access Database and added additional personnel from MultiCare and counsel for Manatt (.4); reviewed documents imported into the Database by the Debtors (.3).
12/03/20	S. Maizel	0.70	560.00	B110	Telephone conference with M. Lane, G. Miller re medical records disposal.
12/03/20	S. Maizel	0.20	160.00	B110	Revise answers for Monthly Operating Report.
12/03/20	S. Maizel	0.10	80.00	B110	Review and respond to emails re mediation with Apogee.
12/04/20	D. Cook	0.20	94.35	B110	Communications with Dentons team regarding call re case strategy moving forward (.2);

Astria Health  
 Astria Health - 19-01192-11  
 Matter: 15802271-000003  
 Invoice No.: 2372922

February 10, 2021

Date	Timekeeper	Hours	Amount	Task	Narrative
12/04/20	K.M. Howard	0.50	140.25	B110	Reviewed and revised Critical Dates Memorandum and determined deadlines and hearings for the week of December 7, 2020 (.4); prepared email to Astria Team regarding same (.1).
12/06/20	G. Miller	1.10	612.43	B110	Call with Dentons team to discuss status of the bankruptcy
12/06/20	S. Alberts	1.30	1,040.00	B110	Review and provide comments to Motion to reject Cerner Revworks and assume CBA.
12/07/20	S. Alberts	0.30	240.00	B110	Communicate with T. Buford about filing motion to reject/assume Cerner contracts (.2) and follow up to assist in filing (.1).
12/07/20	K.M. Howard	2.70	757.35	B110	Email exchanges with M. Lane regarding additional attorneys from Manatt to add to Dataroom (.1); email exchanges with Manatt counsel regarding same (.1); accessed NonDebtor Data room and added additional counsel and prepared emails regarding same (.4); email exchanges with M. Lane and L. Moroney regarding additional Ernest & Young personnel to add to the Dataroom (.1); accessed NonDebtor Dataroom and added Ernest & Young as approved personnel to access the Dataroom (.4); reviewed emails from M. Lane regarding the addition of MultiCare personnel to the Dataroom (.1); accessed NonDebtor Dataroom and added additional personnel from MultiCare (.3); prepared email to M. Lane and L. Moroney regarding same (.1); reviewed email from L. Moroney requesting additional subfolders in the Corporate Documents section (.1); reviewed Corporate Documents file folder including recent 370 documents imported by Astria Health (.4); created subfolders requested by Manatt (.4); reviewed email from M. Baker regarding the documents (.1); prepared email to M. Lane and M. Baker regarding Manatt's request and the management of documents (.1);

Astria Health  
Astria Health - 19-01192-11  
Matter: 15802271-000003  
Invoice No.: 2372922

February 10, 2021

Date	Timekeeper	Hours	Amount	Task	Narrative
12/08/20	K.M. Howard	0.70	196.35	B110	Email exchanges with L. Moroney and M. Lane regarding additional Manatt personnel to add to Dataroom (.1); accessed Dataroom and added additional Manatt personnel to the Dataroom and prepared emails regarding same (.5); prepared email to L. Moroney and M. Lane regarding same (.1).
12/08/20	S. Maizel	0.10	80.00	B110	Telephone conference with V. Driver re status of the case.
12/09/20	K.M. Howard	1.20	336.60	B110	Email exchanges with S. Maizel regarding J. Gallagher (.1); accessed and reviewed all Astria Health Datarooms and removed J. Gallagher from the approved users lists (.3); reviewed email from M. Baker regarding people who are no longer board members (.1); accessed and reviewed all Astria Health Dataroom and removed all former members from approved user lists (.3); reviewed newly imported documents and worked on organization of same (.4).
12/10/20	K.M. Howard	0.20	56.10	B110	Reviewed emails from the Debtors regarding the continued meeting of creditors and requested documents.
12/10/20	K.M. Howard	1.10	308.55	B110	Email exchange with S. Maizel regarding the transcripts for the 12/10/20 hearings (.1); email exchange with J. Day regarding same (.1); prepared transcript order form (.2); reviewed and imported audios of each hearing (.2); prepared email to H. Garroute of Central Reporting regarding the hearing transcripts and attachments thereto (.3); subsequent emails with court reporter regarding same (.2).
12/11/20	K.M. Howard	1.40	392.70	B110	Email exchange with M. Lane regarding additional people to add as users to the NonDebtor Data room (.1); reviewed list and added each to the Dataroom (.4) and prepared emails to each (.1); reviewed newly uploaded documents in Dataroom and worked on organization of same (.4); received notice of additional uploads into Dataroom and reviewed and organized same (.4).

Astria Health  
Astria Health - 19-01192-11  
Matter: 15802271-000003  
Invoice No.: 2372922

February 10, 2021

Date	Timekeeper	Hours	Amount	Task	Narrative
12/11/20	K.M. Howard	0.70	196.35	B110	Reviewed and revised Critical Dates Memorandum and culled deadlines and hearings for the week of December 14, 2020 (.5); prepared email to Astria Team regarding same (.2).
12/14/20	K.M. Howard	0.50	140.25	B110	Received and reviewed transcript of the December 10th hearing (.3); prepared email to Astria Team regarding same (.1); email exchange with court reporter regarding same (.1).
12/15/20	G. Medina	0.30	90.53	B110	Communications and call with D. Cook regarding filing response.
12/15/20	G. Medina	0.40	120.70	B110	Uploaded Orders related to Dkt Nos. 1563 and 1549 and send confirmation to S. Schrag.
12/16/20	K.M. Howard	0.50	140.25	B110	Email exchange with J. Day and S. Maizel regarding the transcript of the 12/16/20 hearing (.1); prepared transcript order form (.2); assembled audio of hearing (.1); email exchanges with Central Court Reporters regarding the hearing transcript (.1).
12/16/20	K.M. Howard	0.40	112.20	B110	Analysis of Judge Holt's continuance of the status conference and reviewed and revised Critical Dates Memorandum accordingly.
12/17/20	K.M. Howard	0.40	112.20	B110	Received and reviewed the hearing transcript of December 16th (.1); prepared email to Astria Team regarding same (.1); organized and incorporated (.1).
12/18/20	K.M. Howard	0.70	196.35	B110	Email exchange with G. Miller regarding additional hearing transcripts (.1); prepared transcript order form requesting the hearing transcript of December 18th (.2); exported audio of hearing (.1); prepared email to Central Court Reporting requesting the hearing transcript (.1); email exchanges with court reporter regarding the transcript (.1); telephone conference with court reporter regarding same (.1).

Astria Health  
Astria Health - 19-01192-11  
Matter: 15802271-000003  
Invoice No.: 2372922

February 10, 2021

Date	Timekeeper	Hours	Amount	Task	Narrative
12/18/20	K.M. Howard	0.40	112.20	B110	Email exchange with C. Montgomery regarding the NonDebtor Dataroom (.1); accessed Dataroom and gave access to C. Montgomery and E. Rehbock (.1); prepared emails regarding same (.1).
12/18/20	K.M. Howard	0.70	196.35	B110	Reviewed and revised Critical Dates Memorandum and culled key hearings and deadlines for the week of December 21st (.5); prepared email to Astria Team regarding same (.2).
12/18/20	G. Medina	2.30	694.03	B110	Received, review and prepared Final version Astria-AHM stipulation sent by G. Miller (0.4); Revised Final Version of and Filed Stipulated Motion for Resolving Request For Allowance and Payment of Administrative Expense Claim of AHM, INC, Ex Parte Motion for Entry of an Order Sealing Exhibit A To Stipulation, filed document under seal, uploaded ORDER regarding Stipulation Motion, Uploaded ORDER Regarding Motion to file Exhibit Under seal (1. 2); Download and send e filed copies to H. Miller (0.4).
12/20/20	S. Maizel	0.10	80.00	B110	Review and respond to emails re MOR.
12/21/20	K.M. Howard	0.50	140.25	B110	Received and culled audio of December 21st hearing before J. Holt (.1); prepared Request for Preparation of Hearing Transcript (.2); email exchanges with court reporter regarding same (.1); prepared email to Astria Team regarding same (.1).
12/21/20	K.M. Howard	0.40	112.20	B110	Reviewed emails requesting the addition of attorneys to the NonDebtor Dataroom (.1); accessed Dataroom and granted access (.2) and prepared emails regarding same (.1).
12/21/20	K.M. Howard	0.30	84.15	B110	Received and reviewed hearing transcripts for December 17 and 18 (.1); prepared email to Astria Team regarding same (.1); organized and incorporated same (.1).
12/21/20	S. Schrag	0.50	201.88	B110	Review critical dates memorandum (.2); review local bankruptcy rules (.1); confer with K.Howard regarding the same (.2).

Astria Health  
Astria Health - 19-01192-11  
Matter: 15802271-000003  
Invoice No.: 2372922

February 10, 2021

Date	Timekeeper	Hours	Amount	Task	Narrative
12/22/20	K.M. Howard	0.60	168.30	B110	Analysis of email from L. Moroney requesting addition of Multicare personnel to the NonDebtor Dataroom (.1); accessed Dataroom and granted access to Multicare personnel and prepared emails to each (.4); prepared email to L. Moroney regarding same.
12/22/20	K.M. Howard	0.40	112.20	B110	Received and reviewed the transcript of the 12/21/20 hearing (.2); prepared email to Astria Team (.1); incorporated transcript (.1).
12/23/20	K.M. Howard	0.40	112.20	B110	Analysis of order approving Debtors' Motion to Extend Removal Deadline and reviewed and revised Critical Dates Memorandum.
12/23/20	K.M. Howard	0.70	196.35	B110	Reviewed docket to determine additional deadlines set by the court and reconciled the Critical Dates Memorandum (.2); reviewed and revised the Critical Dates and culled deadlines and hearings for the week of December 28, 2020 (.3); prepared emails to Astria Team regarding same (.2).
12/23/20	K.M. Howard	0.40	112.20	B110	Prepared hearing transcript order form requesting the transcript of the 12/23/20 hearing (.1) and assembled audio of hearing (.1); prepared email to Central Court Reporters (.1); email exchange with H. Garoutte regarding the transcript (.1).
12/23/20	S. Maizel	0.20	160.00	B110	Review and respond to emails re monthly operating report.
12/28/20	K.M. Howard	0.40	112.20	B110	Email exchange with S. Schrag regarding changes in coverage for deadlines and hearings (.1); reviewed and revised Critical Dates Memorandum accordingly (.3).
12/28/20	K.M. Howard	0.10	28.05	B110	Email exchanges with S. Maizel regarding the December 23rd hearing transcript.
12/29/20	K.M. Howard	0.30	84.15	B110	Reviewed and incorporated transcript of December 23rd hearing (.2); prepared email to Astria Team regarding same (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/29/20	K.M. Howard	0.40	112.20	B110	Further revision to Critical Dates Memorandum regarding Bar Date for Rejection Damage Claims, Reorganized Debtors to Initiate Adversary Proceedings and hearing on CBA Dispute.
12/30/20	S. Alberts	1.50	1,200.00	B110	Receive inquiry from Lapis about whether to file 365 extension (.1) and provide my response (.1) and communicate internally about the need to file 365 extension motion (.2), follow up review and comment (.3), communications about Cerner contract litigation issues (.8).
12/30/20	K.M. Howard	0.70	196.35	B110	Reviewed Critical Dates Memorandum and reconciled deadlines with the docket to determine any changes made by the court (.2); reviewed and revised Critical Dates Memorandum and culled deadlines for the week of January 4, 2021 (.3); prepared email to Astria Team regarding same (.2).
12/30/20	G. Medina	1.00	301.75	B110	Research and review at the request of S. Schrag why USA Gymnastics v. U.S. S.B.A. (In re USA Gymnastics) was voluntarily dismissed, review docket, sequence of pleadings and send Motion and order to dismiss case S. Schrag.
01/08/21	K.M. Howard	0.90	252.45	B110	Reviewed and reconciled Critical Dates Memorandum docket (.6); revised and finalized Critical Dates Memorandum (.2); assembled key deadlines and prepared email to Astria Team regarding same (.2).
01/10/21	S. Schrag	0.20	80.75	B110	Review critical dates memorandum (.1); confer with K. Howard regarding the same (.1).
01/11/21	S. Alberts	1.00	800.00	B110	Learn of potential stay violation by Incyte (.1), obtain prior form of letter concerning stay violation (.2), draft letter and circulate (.6) and follow up (.1).
01/11/21	S. Alberts	0.50	400.00	B110	Receive call from NYUSOM about contract rejection notice and respond (.3) and follow up concerning contract at issue (.2).
01/12/21	S. Alberts	0.20	160.00	B110	Receive summary of NYUSOM contract and follow up with S. Schrag.

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Date	Timekeeper	Hours	Amount	Task	Narrative
01/12/21	K.M. Howard	0.40	112.20	B110	Analysis of Notice and Motion to Destroy Patient Medical Records and reviewed and revised Critical Dates Memorandum.
01/12/21	D. Pina	0.20	64.60	B110	Coordinate filing of motion to destroy medical records.
01/13/21	S. Alberts	0.50	400.00	B110	Obtain summary of NYUSOM contract review and forward to NYUSOM (.3), obtain actual contracts, review and send to NYUSOM (.2).
01/15/21	K.M. Howard	0.90	252.45	B110	Reviewed and revised Critical Dates Memorandum and determined deadlines and hearings for the week of January 18th (.5); reconciled deadlines with docket (.2); prepared email to Astria Team regarding same (.2).
01/15/21	G. Medina	0.60	181.05	B110	Review Dentons Direct data site at the request of S. Schrag related to Olney and Schumacher CH 11 Agreement and Promissory notes and agreement (0.5); retrieve and send agreement to S. Schrag for her consideration (0.1).
<b>Subtotal</b>		<b>36.80</b>	<b>14,337.72</b>		

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**B130 - Asset Disposition**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/07/20	S. Maizel	0.20	160.00	B130	Review and respond to emails from Chris Waddle re boiler at the MOB.
12/07/20	S. Maizel	0.10	80.00	B130	Review and respond to email from S. Shanker re pending issues.
12/08/20	S. Maizel	0.50	400.00	B130	Review and respond to emails re sale of MOB and ARMC building.
12/09/20	S. Maizel	0.50	400.00	B130	Telephone conference with E. Weissman re ARMC hospital sale (.2); review and respond to emails re closing sale on MOB and ARMC (.3).
12/10/20	S. Maizel	0.10	80.00	B130	Review and respond to emails tax issues vis-à-vis sale of ARMC and MOB.
12/11/20	S. Maizel	0.10	80.00	B130	Review and respond to emails re MOB/ARMC sale.
12/11/20	G. Miller	0.30	167.03	B130	Emails with M.Lane and M.Lopez re destruction of ARMC records
12/13/20	S. Maizel	0.20	160.00	B130	Review and respond to emails re leases for clinics at MOB being sold.
12/15/20	S. Maizel	0.10	80.00	B130	Review and respond to emails re closing sale of MOB/ARMC building.
12/16/20	G. Medina	0.50	150.88	B130	Review at the request of S. Alberts docket related to objections to SEIU Motion and file Declaration of No Objection per the request of S. Alberts.
12/18/20	K.M. Howard	0.30	84.15	B130	Reviewed and culled Notice of Filing Amendment to Schedule re Plan Supplements (.2); prepared email to Astria Team regarding same (.1).
<b>Subtotal</b>		<b>2.90</b>	<b>1,842.06</b>		

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**B140 - Relief from Stay/Adequate Protection Proceedings**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/20	S. Schrag	0.10	40.38	B140	Confer with J. Marrow regarding Menoza case.
12/04/20	S. Schrag	1.20	484.50	B140	Confer with J. Marrow regarding stay papers (.2); revise the same (.3); draft correspondence to S. Maizel and J. Street and A. Miller regarding the same (.3); review correspondence from the same (.3); confer with S. Maizel (.1).
12/08/20	S. Schrag	0.30	121.13	B140	Revise stay papers (.2); correspond with J. Marrow regarding stay papers (.1).
12/17/20	S. Schrag	1.40	565.25	B140	Confer with client regarding Stryker equipment (.6); draft correspondence to Stryker counsel regarding potential violation of automatic stay and potential resolution of claims (.6); confer with Stryker counsel regarding possible resolution (.2).
<b>Subtotal</b>		<b>3.00</b>	<b>1,211.26</b>		

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**B150 - Meetings of and Communications with Creditors**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/02/20	S. Maizel	0.10	80.00	B150	Telephone conference with David Guess re Medtronics claims.
12/04/20	S. Maizel	0.50	400.00	B150	Telephone conference with Dr. Darzin re ballot (.2); review and respond to emails re same (.2); telephone conference with S. Schrag re same (.1).
12/04/20	S. Maizel	0.20	160.00	B150	Review and respond to correspondence from M. Mortimer re Premier contract issues.
12/04/20	S. Maizel	0.20	160.00	B150	Review request for admin expense filed by Banner Bank (.1); email to Lapis and UCC counsel re same (.1).
12/08/20	S. Maizel	0.20	160.00	B150	Review and respond to emails re Dr. Doniel Drazin claims.
01/04/21	S. Maizel	0.20	160.00	B150	Telephone conference with counsel for Northwest Copiers issues.
	<b>Subtotal</b>	<b>1.40</b>	<b>1,120.00</b>		

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**B160 - Fee/Employment Applications**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/20	J.A. Moe, II	0.10	59.93	B160	/Dentons' Fourth Interim Fee Application/ Request Statements in LEDES Format for Gary Dyer in the U.S. Trustee's Office.
12/01/20	J.A. Moe, II	0.10	59.93	B160	/Crowe & Dunlevy/ Exchange E-Mails with Geoffrey Miller on procedures for payment of fees to Professionals approved to provide services to the Debtors.
12/02/20	J.A. Moe, II	0.20	119.85	B160	/Crowe & Dunlevy/ Review Geoffrey Miller's additional E-Mail and review attached Application For Fees and Proof of Service, then E-Mail to Mr. Miller on entered Order and payment procedures.
12/04/20	K.M. Howard	0.40	112.20	B160	Analysis of Sills Cummis' Notice and Monthly Fee Application for September and reviewed and revised Critical Dates Memorandum.
12/08/20	S. Maizel	0.20	160.00	B160	Review and respond to emails re PCO legal fees.
12/08/20	K.M. Howard	0.40	112.20	B160	Analysis of UCC's Notice and Monthly Fee Application and reviewed and revised Critical Dates Memorandum.
12/08/20	K.M. Howard	0.40	112.20	B160	Analysis of PCO's Notice and Monthly Fee Application for November 2020 and reviewed and revised Critical Dates Memorandum.
12/09/20	J.A. Moe, II	0.40	239.70	B160	/Dentons' Fourth Interim Fee Application/ Review previously filed Fee Application and Notice and identify form of Order to be prepared (.20); prepare first draft of the Order Awarding Fees And Expenses To Dentons for the Fourth Interim Period (.20).
12/09/20	K.M. Howard	0.40	112.20	B160	Reviewed and revised Critical Dates Memorandum regarding objection deadline to Sills Cummis' Monthly Fee Application.

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/09/20	K.M. Howard	0.60	168.30	B160	Email exchanges with M. Owens regarding Debtors' payment of monthly fee applications and objection deadlines (.1); assembled particular fee applications for October and November (.2); prepared email to M. Owens regarding same (.1); followup email exchanges with M. Owens regarding objection deadlines (.2);
12/10/20	J.A. Moe, II	0.10	59.93	B160	/Dentons Fourth Interim Fee Application/ Review completed draft of the Order, confirm one placement of an amount in the Order, then forward for a second review.
12/14/20	K.M. Howard	0.70	196.35	B160	Email exchanges with M. Owens regarding professionals' fee applications for October (.1); reviewed and assembled all fee applications filed by professionals for October and determined objections deadlines (.5); prepared email to M. Owens regarding same (.1).
12/14/20	K.M. Howard	0.40	112.20	B160	Received and organized Dentons' billing statements for November and briefly reviewed same.
12/15/20	K.M. Howard	3.80	1,065.90	B160	Analysis of Dentons' billing statements for November 2020 and prepared summary of hours and fees billed for each timekeeper (1.1); prepared summary of hours, fees and costs billed to each Debtor (.6); prepared Dentons' Monthly Fee Application for November 2020 (.8); prepared Notice of Dentons' Monthly Fee Application (.4); email exchange with S. Maizel (.1); finalized and prepared Monthly Fee Application for filing (.3) and filed same (.2); revised Notice (.1); finalized and prepared Notice of Monthly Fee Application for filing (.1) and filed same (.1).
12/15/20	K.M. Howard	0.20	56.10	B160	Email exchanges with A. Bruscella regarding amounts paid by the Debtor (.1); prepared email to S. Maizel regarding same (.1).
12/16/20	K.M. Howard	0.20	56.10	B160	Telephone conference with J. Moe regarding the order to approve Dentons' Fourth Interim Fee Application (.1) and reviewed order (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/16/20	K.M. Howard	0.40	112.20	B160	Reviewed Notice of Dentons' Monthly Fee Application, determined objection deadline and reviewed and revised Critical Dates Memorandum.
12/17/20	K.M. Howard	0.40	112.20	B160	Email exchange with A. Bruscella regarding the December Monthly Fee Application (.1); reviewed fourth interim fee application to reconcile the amount (.2) and followup email to A. Bruscella regarding same (.1).
12/17/20	K.M. Howard	0.40	112.20	B160	Analysis of Notice and Monthly Fee Application of Susan Ford for September - November 2020 and reviewed and revised Critical Dates Memorandum.
12/17/20	K.M. Howard	0.40	112.20	B160	Analysis of Notice and Monthly Fee Application of Sussman Shank for October - November 2020 and reviewed and revised Critical Dates Memorandum.
12/18/20	S. Alberts	0.20	160.00	B160	Receive call from clerk on need for certification of no objection (.1) and follow up to get on file (.1).
12/21/20	K.M. Howard	0.20	56.10	B160	Email exchange with S. Maizel regarding October and November fee applications (.1); assembled requested fee applications (.1).
12/21/20	K.M. Howard	0.40	112.20	B160	Analysis of Notice and Monthly Fee Application of Crowe Dunlevy and reviewed and revised Critical Dates Memorandum.
12/21/20	K.M. Howard	0.40	112.20	B160	Analysis of Notice and Monthly Fee Application of Sussman Shank and reviewed and revised Critical Date Memorandum.
12/23/20	S. Maizel	0.20	160.00	B160	Review and respond to emails re PCO fees.
12/28/20	K.M. Howard	0.60	168.30	B160	Reviewed email from S. Maizel regarding fees and costs (.1); researched and determined Astria payments and monthly fees still owed (.2); prepared email to S. Maizel and A. Bruscella regarding same (.1); reviewed email from M. Owens regarding December payment (.1) and prepared email to S. Maizel regarding same (.1).

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/29/20	S. Alberts	0.10	80.00	B160	Receive and respond to inquiry on vacation time.
01/04/21	J.A. Moe, II	1.30	779.03	B160	/Dentons's Fifth Interim Fee Application/ Review and outline 46 page Index of 585 Pleadings, identifying services performed by Dentons between August 1st and December 31, 2020, to be reviewed in the Fee Application.
01/05/21	J.A. Moe, II	0.90	539.33	B160	/Dentons' Fifth Interim Fee Application/ Reviewing the Docket, prepare first draft of Memorandum on categories of service performed by Dentons between September 1, 2020 and December 31, 2020.
01/06/21	J.A. Moe, II	1.10	659.18	B160	/Dentons' Fifth Interim Fee Application/ Supplement and complete draft of Memorandum on categories of services, with reference to Docket Numbers in connection with the tasks performed by Dentons during the Fifth Interim Period (September 1, 2020 through December 31, 2020).
01/07/21	J.A. Moe, II	1.10	659.18	B160	/Dentons' Fifth And Final Fee Application/ Review second draft of, make corrections primarily as to Docket Numbers, and expand Memorandum to add three additional categories of work, on services performed by Dentons' between September 1, 2020 and December 31, 2020 (.80); make additional revisions related to categories of work performed in regard to Cerner (.30).
01/07/21	K.M. Howard	0.50	140.25	B160	Analysis of email from J. Moe regarding the 5th Interim Fee Application (.1); reviewed attachment thereto (.2); reviewed email from S. Maizel regarding final fee application (.1); telephone conference with J. Moe regarding final fee application (.1).
01/07/21	S. Maizel	0.30	240.00	B160	Review and respond to emails re fee applications for professionals.
01/07/21	S. Schrag	0.40	161.50	B160	Review fee application material (.2); confer with J. Moe regarding the same (.2).

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Date	Timekeeper	Hours	Amount	Task	Narrative
01/08/21	K.M. Howard	0.40	112.20	B160	Analysis of Notice and Fifth and Final Fee Application of the PCO and reviewed and revised Critical Dates Memorandum accordingly.
01/08/21	J.A. Moe, II	0.10	59.93	B160	/Dentons' Fifth And Final Fee Application/ Commence work preparing first formatted draft of the Fee Application.
01/11/21	K.M. Howard	0.40	112.20	B160	Analysis of Polsinelli's Notice and Monthly Fee Application for November 2020, determined objection deadlines and reviewed and revised Critical Dates Memorandum.
01/11/21	K.M. Howard	0.40	112.20	B160	Analysis of Polsinelli's Notice and Monthly Fee Application for December, determined objection deadlines and reviewed and revised Critical Dates Memorandum.
01/12/21	J.A. Moe, II	0.50	299.63	B160	/Dentons' Final and Fifth Interim Fee Application/ Revise first full formatted draft of the Fee Application, including inserting additional categories of services performed by Dentons and reordering services.
01/13/21	K.M. Howard	0.50	140.25	B160	Reviewed and assembled Dentons' Monthly Fee Applications for September-November 2020 in conjunction with preparing 5th Interim and Final Fee Application (.4); conferred with J. Moe regarding same (.1).
01/13/21	J.A. Moe, II	0.40	239.70	B160	/Dentons Final & Fifth Interim Fee Application/ Review and make minor revisions to draft formatted Fee Application.
<b>Subtotal</b>		<b>20.60</b>	<b>8,355.27</b>		

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**B170 - Fee/Employment Objections**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/15/20	J.A. Moe, II	0.10	59.93	B170	/Dentons' Fourth Interim Fee Application/ Exchange E-Mails with Kathryn Howard on review of the proposed Order on fees and expenses.
12/17/20	J.A. Moe, II	0.20	119.85	B170	/Dentons' Fourth Interim Fee Application/ Review status of Entry Of Order on Fee Application, and forward notification to Sam Maizel for review.
	<b>Subtotal</b>	<b>0.30</b>	<b>179.78</b>		

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**B185 - Assumption/Rejection of Leases and Contracts**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/20	D. Cook	0.40	188.70	B185	Analysis in connection with UCC issues pertaining to Cerner agreements (.4);
12/01/20	K.M. Howard	0.40	112.20	B185	Analysis of Debtors' Notice and Motion to Extend Deadline to Assume or Reject Unexpired Leases Of Nonresidential Real Property and reviewed and revised Critical Dates Memorandum.
12/01/20	K.M. Howard	0.20	56.10	B185	Reviewed Critical Dates Memorandum regarding key deadlines (.1) and prepared email to S. Maizel and S. Schrag regarding the continuation of the 365(d)(4) deadline (.1).
12/02/20	S. Schrag	2.30	928.63	B185	Review and revise assumption schedule with cure amounts (1.2); confer with M. Owens regarding the same (.3); confer with T. Swanson regarding assumption of DaVita contract (.3); review emails regarding the same (.2); confer with client regarding the same (.1); confer with S. Shanker regarding the same (.2).
12/02/20	S. Schrag	6.20	2,503.25	B185	Confer with J. Corbit via mediation of Apogee (.5); confer with S. Maizel and M. Lane regarding the same (.2); draft mediation statement regarding Lewis claim (5.5).
12/02/20	D. Cook	3.10	1,462.43	B185	Research in connection with UCC issues in connection with Cerner agreement Settlement Communications (1.9); analysis in connection with arbitration motion response (1.2);
12/03/20	D. Cook	4.10	1,934.18	B185	Research regarding issues pertaining to jurisdiction and related arbitrability of claims (4.1);

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/04/20	S. Schrag	8.50	3,431.88	B185	Confer with M. Owens, B. Gibbons, and M. Lane regarding amended assumption list with cure amounts (.3); confer with T. Swanson regarding DaVita assumption (.2); review correspondence regarding the same (.2); confer with S. Shanker regarding the same (.1); confer with T. Cobb regarding Nuance assumption (.8); attend conference call with Lapis regarding the same (1.2); confer with S. Maizel regarding the same (.3); debrief with client regarding assumption list (.5); confer with S. Maizel and G. Miller regarding filing deadline (.1); review and revise list (4.8).
12/04/20	D. Cook	6.10	2,877.68	B185	Research and analysis in connection with issues pertaining to arbitration defenses (6.1);
12/06/20	D. Cook	1.90	896.33	B185	Research regarding relief from stay standard and related issues (1.9);
12/07/20	S. Schrag	1.50	605.63	B185	Confer with T. Cobb re Nuance contracts (.1); draft correspondence to T. Buford, M. Owens, and M. Lane regarding resolution of Nuance contracts (.9); confer with KCC regarding service of Notice (.4); review correspondence from Lapis regarding payments (.1).
12/07/20	D. Cook	4.70	2,217.23	B185	Work relating to pleadings in connection with Cerner claims (1.4); analysis in connection with same (.6); work relating to seal of certain documents (2.2); analysis regarding filed pleadings in connection with same (.5);
12/08/20	D. Cook	0.20	94.35	B185	Revise materials pertaining to seal of certain documents (.2);
12/09/20	S. Schrag	0.20	80.75	B185	Review Olney request regarding assumption and related correspondence.
12/11/20	K.M. Howard	0.40	112.20	B185	Analysis of order shortening time and setting deadlines for hearing on Motion to Assume and Reject Contracts between Debtors and Cerner and reviewed and revised Critical Dates Memorandum.

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12/14/20	S. Maizel	0.10	80.00	B185	Review and respond to emails re Butler leases.
12/14/20	K.M. Howard	0.40	112.20	B185	Analysis of Judge Holt's Minute Order regarding the hearing on Debtors Assumption / Rejection Motion and reviewed and revised Critical Dates Memorandum accordingly.
12/15/20	K.M. Howard	0.30	84.15	B185	Reviewed email from S. Schrag regarding Cerner's objection (.1); reviewed and culled Cerner's objection (.1); prepared email to Astria Team regarding same (.1).
12/16/20	S. Schrag	0.30	121.13	B185	Review and revise rejection letter regarding IsoCan (.2); confer with M. Baker and S. Foster regarding the same (.1).
12/16/20	K.M. Howard	0.40	112.20	B185	Reviewed and assembled newly filed pleadings regarding the assumption / rejection hearing (.3); prepared email to Astria Team regarding same (.1).
12/17/20	K.M. Howard	0.10	28.05	B185	Analysis of the court's minute order regarding the agreement reached concerning Cerner's motion to assume and reject contracts.
12/24/20	S. Schrag	0.20	80.75	B185	Confer with G. Miller regarding notice of rejection.
12/26/20	S. Schrag	0.20	80.75	B185	Confer with B. Gibbons regarding cure amounts for creditor.
12/28/20	D. Pina	0.60	193.80	B185	Communications regarding Declaration of No Objection and submission of related Order (.2); electronically file and distribute papers (.4).
12/29/20	S. Schrag	0.10	40.38	B185	Review correspondence regarding notice of rejection.
12/29/20	K.M. Howard	0.40	112.20	B185	Analysis of Order approving Debtors' Motion to Extend 365(d)(4) Deadline to Assume or Reject Unexpired Leases of Nonresidential Real Property and reviewed and revised Critical Dates Memorandum.

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/30/20	K.M. Howard	0.40	112.20	B185	Analysis of Debtors' Debtors' Motion to Extend 365(d)(4) Deadline to Assume or Reject Unexpired Leases of Nonresidential Real Property and reviewed and revised Critical Dates Memorandum.
12/30/20	S. Schrag	0.20	80.75	B185	Confer with T. Swanson regarding DaVita cure issues (.1); confer with client regarding the same (.1).
12/30/20	G. Medina	0.40	120.70	B185	Received reviewed and file Seventh Motion to Extend Time to Assume or Reject Unexpired Leases of Nonresidential Real Property.
12/31/20	S. Schrag	1.60	646.00	B185	Review material regarding rejection of NeoPost (.5); confer with M. Owens regarding the same (.2); draft correspondence to NeoPost representative (.5); review cure list re Vintage (.3); confer with B. Gibbons regarding the same (.1).
01/04/21	K.M. Howard	0.40	112.20	B185	Analysis of Debtors' Notice and Motion to Extend the Time to Assume/Reject Unexpired Leases and reviewed and revised Critical Dates Memorandum accordingly.
01/07/21	S. Maizel	0.20	160.00	B185	Review and respond to emails Change Healthcare cure claims.
01/08/21	S. Schrag	0.50	201.88	B185	Confer with S. Maizel regarding Change Healthcare and cure amount (.2); confer with client regarding the same (.1); conduct follow-up research (.2).
01/11/21	K.M. Howard	0.80	224.40	B185	Reviewed email from S. Schrag regarding 365(d) deadline (.1); reviewed Motion to Extend 365(d) deadline and reconciled deadlines to the Critical Dates Memorandum (.2); reviewed emails from S. Alberts and G. Miller (.1); analysis of Notice and reconciled deadline to the Critical Dates Memorandum (.2); prepared email to Astria Team regarding same (.1); email exchange with S. Schrag regarding same (.1).
<b>Subtotal</b>		<b>47.80</b>	<b>20,205.28</b>		

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**B190 - Other Contested Matters (excl. assumption/rejection motions)**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/20	G. Medina	0.50	150.88	B190	Received, reviewed and filed Motion for Extension Time To Assume or Reject Unexpired Leases of Nonresidential Real Property and Notice of Motion Extending time (0.3); download and send e filed copy to G. Miller (0.2).
12/03/20	N. Morales	4.40	2,169.20	B190	Conduct legal research on whether, under the Fed. Arbitration Act, a party can waive their right to arbitrate by delaying; draft email memo summarizing research findings.
12/04/20	G. Miller	2.10	1,169.18	B190	Revise response to Cerner arbitration motion
12/04/20	G. Miller	2.20	1,224.85	B190	Research re response to Cerner arbitration motion
12/04/20	N. Morales	2.70	1,331.10	B190	Conduct legal research on the issue of whether Cerner contract incorporated arbitration provision by reference.
12/30/20	S. Maizel	0.20	160.00	B190	Review and respond to emails re motion to extend deadline for rejecting nonresidential real property leases.
01/05/21	S. Maizel	0.20	160.00	B190	Review and revise section 351 motion.
01/11/21	S. Maizel	0.40	320.00	B190	Review and revise motion to destroy medical records.
01/12/21	S. Maizel	0.20	160.00	B190	Review and respond to emails re motion to destroy medical records.
<b>Subtotal</b>		<b>12.90</b>	<b>6,845.21</b>		

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**B220 - Employee Benefits/Pension**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/16/20	K.M. Howard	0.40	112.20	B220	Analysis of Declaration of No Objections to Joint Motion (.1); analysis of order approving Debtors' and SEIU's Joint Motion to Approve Settlement to determine deadlines set by the court (.2); reviewed and revised Critical Dates Memorandum accordingly (.1).
	<b>Subtotal</b>	<b>0.40</b>	<b>112.20</b>		

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**B230 - Financing/Cash Collections**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/20	S. Maizel	2.70	2,160.00	B230	Telephone conference with counsel for Multicare re financing (.5); telephone conference with M. Lane, etc. re same (x2) (.3); telephone conference with W. Kannel re same (.1); telephone conference with Multicare and Lapis, etc. re same (.6); telephone conference with M. Lane, etc. re same (.3); telephone conference with Carl Grumer, re same (.4); telephone conference with M. Lane, etc. re same (.2); telephone conference with C. Grumer re same (.1); telephone conference with S. Shanker re same (.2).
12/08/20	S. Maizel	0.50	400.00	B230	Telephone conference with Carl Grumer re Multicare continued interest in Astria.
12/10/20	S. Maizel	2.00	1,600.00	B230	Telephone conference with C. Montgomery, etc. re potential exit financing (1.0); telephone conference with Carl Grumer, Manatt, re same (1.0).
12/11/20	C. Montgomery	0.60	480.00	B230	Phone call with S Alberts re financing question (.4) ; communications with Geoff Miller and S Maizel re same (.2)
12/12/20	C. Montgomery	0.10	80.00	B230	Communications with S Maizel re Midvalley Health financing offer (.1); review same )..\$
12/13/20	C. Montgomery	8.20	6,560.00	B230	Review documents related to refinancing issue (7.3) ; phone calls with A Maizel re same (.3); communications with S Alberts re 364 issues and review cited cases re same (.6)
12/14/20	S. Maizel	0.70	560.00	B230	Review and respond to emails re Multicare financing proposal.
12/14/20	C. Montgomery	0.40	320.00	B230	Communications with M Lane and S Maizel regarding Multicare loan agreement (.3); communications with S Alberts re same (.1)
12/14/20	S. Maizel	1.00	800.00	B230	Telephone conference with M. Lane re financing options (x2) (0.4); telephone conference with C. Grumer re same (.6).
12/15/20	S. Maizel	0.20	160.00	B230	Telephone conference with C. Montgomery (x2) re Multicare financing issues.

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12/15/20	S. Maizel	4.30	3,440.00	B230	Telephone conference with Multicare counsel, etc. re financing issues (1.0); telephone conference with M. Lane, etc. re same (.5); telephone conference with W. Kannel, etc. re same (.3); telephone conference with C. Montgomery re same (.2); telephone conference with Carl Grumer re same (1.2); review and respond to emails re same (1.1).
12/15/20	S. Maizel	0.50	400.00	B230	Telephone conference with M. Lane, etc. re Multicare financing issues.
12/15/20	C. Montgomery	4.60	3,680.00	B230	Communications with S Alberts and S Maizel regarding plan and financing options (1.6); communications and phone calls with S Maizel and M Lane regarding Multicare option (.7) ; participate in phone conference with Multicare and Debtors re exit financing (1.3); participate in conference call with B Riley, M Lane, S Maizel and S Alberts (.4); communications with S Maizel and L Maloney re exit financing (.1) ; communications with Maizel regarding Lapis counsel communications (.2); phone call with S Maizel regarding Multicare exit timing (.3)
12/15/20	S. Maizel	1.00	800.00	B230	Telephone conference with K. Anderson, Manatt, etc.
12/16/20	S. Maizel	0.70	560.00	B230	Telephone conference with M. Lane re financing issues (.2); telephone conference with B. Gibbons re same (.1); telephone conference with C. Grumer re same (.1); telephone conference with M. Anderson, etc. re same (.2); telephone conference with A. Sherman re same (.1).
12/16/20	C. Montgomery	4.60	3,680.00	B230	Communications with S Maizel regarding Multicare financing and as status conference with court (.1) ; communications with S Maizel and S Alberts re status conference (.1) ; participate in phone conferences with S Maizel, M Lane, B Keith, S Alberts regarding Multicare with S Alberts , S Maizel and G Miller re plan revisions to incorporate Multicare (1.0); review and suggest revisions to plan (3.4)

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12/17/20	S. Maizel	0.50	400.00	B230	Telephone conference with K. Andersen, Manatt, etc. re financing.
12/18/20	S. Maizel	0.20	160.00	B230	Telephone conference with C. Montgomery re Multicare financing issues.
12/20/20	S. Maizel	0.20	160.00	B230	Telephone conference with C. Montgomery re Multicare credit agreement.
12/21/20	S. Maizel	1.00	800.00	B230	Telephone conference with C. Grumer re Multicare financing issues (.3); review and respond to emails re revisions to plan and confirmation order re Multicare (.7).
12/22/20	S. Maizel	0.20	160.00	B230	Review and respond to emails re Multicare amendment to credit agreement.
12/22/20	C. Montgomery	0.10	80.00	B230	Communications with G Miller regarding Multicare (.1)
12/22/20	S. Maizel	0.40	320.00	B230	Telephone conference with W. Kannel re Lapis legal fees (.1); review and respond to emails re same from Max Owens, M. Sirota, etc. (.3).
12/23/20	K.M. Howard	0.40	112.20	B230	Analysis of the Order Approving Debtors' Motion to Extend Debtors' authority to use Lapis' Cash Collateral and reviewed and revised Critical Dates Memorandum.
12/23/20	C. Montgomery	0.50	400.00	B230	Communications with S Maizel and G Miller regarding Multicare financing (.2); review docket re same (.2); review Lane Declaration (.1)
12/23/20	S. Maizel	0.30	240.00	B230	Review and respond to emails re cash collateral stipulation.
12/23/20	S. Maizel	0.40	320.00	B230	Review and respond to emails re Multicare financing.

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/28/20	C. Montgomery	1.50	1,200.00	B230	Communications with S Maizel re confirmation order news (.1); phone call Elke Rehbock regarding financing status and plan consummation (.3); Participate in conference call with Manatt, Butler Snow, dentons, Astria regarding plan consummations and exit financing (.5); communications with G Miller and M Lane regarding DACA s Sweep agreements and bank accounts (.3); communications with S Maizel and M Lane regarding consummation payments (.3) ;
12/28/20	S. Maizel	0.80	640.00	B230	Telephone conference with Multicare attorneys re closing issues (.5); review and respond to emails re same (.3).
12/29/20	S. Maizel	1.50	1,200.00	B230	Telephone conference with S. Shanker, etc. re closing checklist for Multicare loan (1.0); review closing checklist issues (.5).
12/29/20	C. Montgomery	1.80	1,440.00	B230	Communications with S Maizel, M Herman, G Miller and M Owens regarding closing checklist and closing payments (.2) ; review confirmation order and participate in conference call effective date issues (1.4); communications with E Rehbock regarding transaction checklist and Axios bank (.1) ; communications with M Owens and E Rehbock regarding Wells Fargo "new" form DACA and Sweep agreement (.1)
12/30/20	C. Montgomery	3.10	2,480.00	B230	Participate with Manatt, Butler Snow, Dentons, Astria and Multicare regarding exit financing(.6); follow up communications with Max Owens and S Kjar regarding Accounts at US Bank(.3); phone conference with E Rehbock re DACAs and terminations (.4) ; communications with V Lah, E Rehbock S Maizel and M Owen re forms of DACAs (.3) participate in phone conference with Butler Snow, Manatt and Astria regarding account issues (.9) ; follow up communications with M Owens, J Lemberg and S Shanker re Wells Fargo and account listings (.5)

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/31/20	C. Montgomery	1.00	800.00	B230	Communications with M Owens and E Rehbock regarding Wells Fargo DACAs (.4) ; review Wells Form and complete same (.6)
01/04/21	S. Maizel	0.40	320.00	B230	Review and respond to issues re Deed of trust re Butler property.
01/04/21	C. Montgomery	3.10	2,480.00	B230	Review US Bank proposed DACA and. Communications with S Shanker and M Owens regarding diligence and delay issues (1.0); attention to Wells Fargo DACA and communications with S Shanker and M Owens re same (.4) ; communications with J Lemberg regarding US Bank (and phone conference with S Shanker Re Same (1.1) ; communications with S Maizel re payoff letters (.1); communications with E Rehbock and M Owens regarding Wells Fargo DACA timing (.1) ; phone conference with E Rehbock regarding Wells Fargo DACAS (.4)
01/04/21	S. Maizel	0.50	400.00	B230	Review and respond to emails re First American Title issues.
01/05/21	C. Montgomery	4.90	3,920.00	B230	Participate in Astria, Butler Snow, Dentons closing conference call (1.0); participate in Manatt Zoom call witj Astria, Multicare, Butler Snow, Dentons re closing issues (.5); communications witj M Owens, S Shanker and E Rehbock regarding DACA issues (.2); review closing documents and Zoom Call witj M Owens, S Shanker And E Rehbock (2.5); communications with J Lemberg re account listing differences (.5); communicayions with S Maizel regarding closing update and Daca issues (.2)
01/05/21	S. Maizel	0.40	320.00	B230	Review and respond to emails re reconveyance agreements.
01/05/21	S. Maizel	2.00	1,600.00	B230	Telephone conference with Butler Snow attorneys, etc. re Multicare financing issues (.9); telephone conference with Manatt attorneys, etc. re same (.4); telephone conference with M. Lane re same (.3); telephone conference with B. Gibbons, etc. re same (.4).

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Date	Timekeeper	Hours	Amount	Task	Narrative
01/05/21	S. Maizel	0.10	80.00	B230	Review and respond to emails re Lapis pay off letters.
01/06/21	S. Maizel	0.60	480.00	B230	Review and respond to emails re draft reconveyances re Multicare financing (.4); review and respond to emails re Lapis pay off letters (.2).
01/06/21	C. Montgomery	2.60	2,080.00	B230	Communications with M. Owens, B Gibbons M Lane Schrag and S Maizel RE: Effective Date Payments - Other Secured Claims, Priority Claims and Convenience Class Claims (.2); communications with S Shanker, E Rehbock, S Maizel Re DACA Termination Letters (.1) communications with J Lemberg V Lah E Rehbock Re Axos account (.2); communications With J Lemberg, V Lah, S Shanker and E Rehbock regarding Bank Account Updates (.1) communications with M Owens regarding Bank Account Updates (.1); review and communications with B Trinidad, V Lah E Rehbock re Banner Bank DACA Comparison (.7); communications with E Rehbock J Lemberg, V Lah, S Shanker RE: Wells Fargo - Old DACAs (.1) ; participate in Manatt Astria Zoom conference call re financing (.5); phone calls with E Rehbock re DACAs(.1); Butler Snow conference call re accounts (.5)
01/06/21	S. Maizel	1.10	880.00	B230	Telephone conference with Manatt attorneys, etc. re Multicare financing issues (.6); review and respond to emails re financing issues (.5).
01/06/21	S. Maizel	0.60	480.00	B230	Telephone conference with S. Schrag re Banner Bank admin expense issues (.3); review and respond to emails re Banner Bank admin expense issues (.3).
01/07/21	S. Maizel	0.30	240.00	B230	Review and respond to emails re Lapis pay offs.
01/07/21	S. Maizel	1.60	1,280.00	B230	Telephone conference with Manatt attorneys, etc. re Multicare financing (.5); review and respond to emails re same (1.1).

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01/07/21	C. Montgomery	4.30	3,440.00	B230	Communications with Scott Shanker and V Lah regarding Wells And Banner DACAs (2.0); participate in Zoom regarding closing (.4); communications S Shanker re Same(.1) ; communications with S Shanker regarding Re conveyance timing(.2); participate in Zoom call with S Shanker, J Lemberg, V Lah and E Rehbock regarding security agreement and accounts (1.1); phone call S Shanker re closing issues (.5)
01/08/21	C. Montgomery	4.70	3,760.00	B230	Communications with I Hammel, E Rehbock re DACA terminations (1.1); participate in Zoom call with Mintz, Manatt, Butler Snow and Hillis regarding reconveyances and closing issues (.7); communications with S Maizel E Rehbock And M Owens regarding MidCap payoff (.1); participate in closing planning call (1.0); communications with S Maizel and T Couch regarding MidCap change notice (.4); participate in call with Bank of America regarding sweep and control issues (.7); communications with I Hammel, S Maizel, E Rehbock, G Gollomp regarding MidCap First Lien notice change and impact on DACA terminations (.5); communications with B Pounds regarding Deeds of Trust(.1); communications with S Maizel and E Rehbock re Bank of America call (.1)
01/08/21	S. Maizel	3.30	2,640.00	B230	Telephone conference with S. Alberts re Multicare financing (.4); telephone conference with Manatt attorneys, etc. re same (1.0); telephone conference with M. Lane re same (.2); telephone conference with Scott Shanker (x2) (.4); review and respond to emails re same (.8); review documents related to same (.5).
01/08/21	S. Maizel	0.90	720.00	B230	Review and respond to emails re impact of Multicare payoff on Washington State Bonds (.2); review and respond to emails re Wells Fargo DACAs, etc. (.3); review and respond to emails re MidCap payoff (.4).

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01/10/21	C. Montgomery	5.60	4,480.00	B230	Communications with S Shanker regarding payoff information (.1); research and communications with S Shanker and I Hammel regarding UCC-3s. (.1); communication with E Rehbock and G Gollomp regarding DACAs and termination notice drafts (2.5) ; communications and research regarding Cardinal Health UCC-1(.9) ; communications with Maizel regarding Cardinal Health UCC release (.5); communications with B Gibbons regarding Lapis release numbers (.3); research and communications with S Maizel and S Shanker regarding ASD Specialty UCC-1 (.5) ; communications with I Hammel regarding updated DACA terminations (.4) ; communications with S Shanker re UCC termination letter to Cardinal Health (.3)
01/11/21	S. Maizel	0.80	640.00	B230	Telephone conference with Manatt attorneys, etc. re Multicare financing issues (.4); telephone conference with C. Montgomery re same (.4).
01/11/21	C. Montgomery	10.80	8,640.00	B230	Communications with S Shanker regarding ASD Specialty UCC-3 (.1); communications with G Miller re same (.1) communications and phone calls with E Rehbock and S Shanker re Post Closing Letter and Security Agreement (.5); communications with S Shrag, G Miller and S Alberts regarding VK Powell and Theorum claims and treatment of Other Secured claims under Modified Joint Plan (.6); communications with M Owens, M Lane, Sam Maizel, G Miller Re ASD terminations (.5); closing status conference and zoom calls and related communications with Manatt, Butler Snow and Dentons, Banner Bank and Mintz Levin (7.2) ; review and comment upon Lapis Payoff Notice (1.8);

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01/12/21	C. Montgomery	8.70	6,960.00	B230	Close out task list (.2) ; communications with I Hammel S Maizel re closing payoff documentation and DACA terminations and UCC Terminations (.7); communications with S Schrag and B Gibbons regarding mechanic lien releases (.5); communications with S Maizel and S Shanker regarding Legal Oppinion and bankruptcy issues (.1); review New draft DACAs for Wells Fargo (1.0); phone and communications S Shanker and A McEwen regarding mechanics liens and legal opinion (.9) ; Astria side conference call re Closing (.6) ; Lender side Zoom call re closing (.5); attention to closing communications with V Lah and E Rehbock and DACA terminations (.5) ; communications with M Lane, G Miller re UCC terminations with Cardinal Health 414 (.7); communications with V Lah And M Owens regarding Wells Fargo Account activity (.5); review udated Wells Fargo DACA terminations and suggest revisions and communications with G Gollomp re same (2.0); review VK Powell and Theorem lien release and communications with S Schrag re same (.5);
01/12/21	S. Maizel	1.60	1,280.00	B230	Telephone conference with Scott Shanker, etc. re Multicare closing issues (1.0); telephone conference with Multicare attorneys, etc. re Multicare closing issues. (.4); telephone conference with Elke Rehbock re same (.1); telephone conference with Scott Shanker re Multicare closing issues (.1).
01/12/21	S. Maizel	0.10	80.00	B230	Review and respond to emails re contracts and the Multicare loan.
01/12/21	S. Maizel	0.10	80.00	B230	Review and respond to emails re liens and Multicare loan.
01/12/21	S. Maizel	0.10	80.00	B230	Review and respond to emails re new PPP program.
01/13/21	S. Maizel	0.20	160.00	B230	Review and respond to emails re financial statement presentation for Multicare.

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01/13/21	C. Montgomery	6.70	5,360.00	B230	Composed email to B Gibbons, M Owens and S Shrag RE: Astria - Theorem - Letter Agreements with Liens and Releases (1.3); communiactions with S Shanker and G Miller re Cardinal Health (.2); communications with S Shanker re signature issues (.1); communications with Wells Fargo counsek re DACA terminations (.3); communications regarding Lapis Party UCC terminations (.1); communications regarding review if Letter Agreement schedules (1.2); prepare for and participate in closing Zoom call (.6); closing follow up communications and phone calls with I Hammel, S Maizel, S Shanker, E Rehbock, G Gollump, S Schrag, M Owens V Lah and L Bowen (2.9)
01/13/21	S. Maizel	1.20	960.00	B230	Telephone conference with Scott Shanker, etc. re contracts and Multicare loan issues (.8); telephone conference with Multicare attorneys, etc. re loan closing issues.
01/13/21	S. Maizel	0.80	640.00	B230	B230 telephone conference with M. Shinn, attorney for HK re mechanics lien issues (.3); telephone conference with C. Grumer re liens (.3); telephone conference with C. Montgomery re lien issues (.2)..
01/13/21	S. Maizel	0.30	240.00	B230	Review and respond to emails from C. Grumer re Cardinal liens.

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01/14/21	C. Montgomery	8.70	6,960.00	B230	Astria side closing conference calls (1.4); phone call E Rehbock re closing issues (.3) ; phone calls and communications with S Schrag regarding mechanic lien releases (.3); phone call and communications with S Maizel re closing risks (.2) ; phone conference with S Shanker re closing time and risks due to Wells Fargo (.4) communicatipns with B Gibbons G Miller, C Grumer, S Maizel RE: Cardinal Health UCC-1 (1.7); communications Witj J Lemberg, S Maizel S Shanker regarding Cardinal Health Closing representations (1.0); communications with M Owens S Shanker And E Rehbock: RE: MSA with US Bank (.2) ; Zoom closing planning pre call (.5) communications with S Shanker, M Owens, E Rehbock, G Gollomp: RE: DACA/SA Signature Page Packet (.6) ; communications with I Hammel and V Lah regarding Lapis UCC termination signature packet (.5) ; communications with S Maizel, J Lemberg, S Shanker, B Gibbons and K Anderson regarding last minute schedule change necessity (1.5)
01/14/21	S. Maizel	1.80	1,440.00	B230	Telephone conference with S. Shanker re Multicare loan closing issues (.5); telephone conference with Manatt attorneys, etc. re same (.4); telephone conference with B. Gibbons, etc. re closing of loan issues (.7); review and respond to emails re closing issues (.2).
01/15/21	S. Maizel	0.10	80.00	B230	Telephone conference with Ian Hammel re Lapis payoff issues.

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01/15/21	C. Montgomery	2.40	1,920.00	B230	Communications with J Lemberg, V Lah, E Rehbock, S Maizel, S Shanker : RE: Astria-Closing and required signature releases and wire confirmation numbers (1.4); participate in loan closing call (.5) ; communications regarding release of Final Fully Executed SHC Medical Center - Yakima ARAN Deposit Account Control Agreement (.1); communications regarding release of UCC terminations (.1); communications regarding - Release of Documents from Escrow : RE: UCC-3 - SCH Foundation Read (.1); communications regarding release - Banner Bank DACA and GRAA Agreements (.1);- communications with G Gollomp new DACA filing (.4) ; communications with S Shanker regarding Medicare provider agreements (.2)
01/15/21	G. Gollomp	1.80	596.70	B230	Attend to closing matters and compile final executed documents.
01/15/21	S. Maizel	0.80	640.00	B230	Telephone conference with Manatt attorneys, etc. re Multicare loan (.4); telephone conference with C. Montgomery re same (.3); review and respond to emails re Multicare loan closing (.1).
<b>Subtotal</b>		<b>130.00</b>	<b>102,948.90</b>		

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**B260 - Board of Directors Matters**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/20	S. Maizel	2.00	1,600.00	B260	Participate in the Board of Directors meeting re pending issues (1.8); telephone conference with M. Lane re issues from Board meeting (.2).
12/09/20	S. Maizel	1.60	1,280.00	B260	Telephone conference with Board re plan related issues (1.0); telephone conference with M. Lane and S. Shanker re same (.6).
12/10/20	S. Maizel	0.20	160.00	B260	Email to board of trustees re update on confirmation, etc.
12/22/20	S. Maizel	2.00	1,600.00	B260	Emails to Board re pending issues in bankruptcy case (.5); prepare for Board meeting (.3); conference call with Board re pending issues (1.2).
01/12/21	S. Maizel	1.00	800.00	B260	Participate in board of directors call.
	<b>Subtotal</b>	<b>6.80</b>	<b>5,440.00</b>		

**B300 - Claims and Plan**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/20	G. Miller	0.20	111.35	B300	Email T.Williams and E.Goldstein re treatment of United payor contracts under plan.
12/01/20	G. Miller	0.70	389.73	B300	Draft email incorporating Debtors' comments to credit agreement .
12/01/20	G. Miller	1.40	779.45	B300	Research re adequate notice under section 351 to destroy patient records and email M.Lane re same.
12/01/20	G. Miller	0.40	222.70	B300	Research re adequate notice under section 351 to destroy patient records and email M.Lane re same.
12/01/20	G. Miller	0.30	167.03	B300	Retrieve signatures to amendment to ARMC and MOB sale agreement and email same to S.Durbin
12/01/20	G. Miller	0.40	222.70	B300	Revise motion to extend time to assume or reject nonresidential leases
12/01/20	G. Miller	0.50	278.38	B300	Research re death of Jerome Nichols.
12/01/20	G. Miller	0.50	278.38	B300	Review Order Establishing Procedures for Interim Fees and email S.Maizel and J.Moe re payment of counsel to PCO's fees
12/02/20	S. Alberts	2.30	1,840.00	B300	Communicate internally about Cerner Motion to arbitrate (.2), conference with Lapis and UCC about Cerner issues (.5) began work on reply including reviewing Cerner motion, motion to reject and article on arbitration clauses in bankruptcy (1.3), draft email to S. Maizel concerning options related to various open Cerner issues (.3).
12/02/20	G. Miller	1.00	556.75	B300	Revise comments to Credit Agreement and email Lapis' counsel re same.
12/03/20	S. Alberts	8.50	6,800.00	B300	Review materials, cases, and communications with co-counsel (4.3) and began drafting objection to motion to arbitrate (3.2), communicate with Lapis and UCC about Cerner and other case issues (.7), communications with J. Hay about potential FAA issues and follow up (.3).

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12/04/20	S. Alberts	7.90	6,320.00	B300	Continue review of certain cases cited by Cerner and draft summaries, revisions and expansion to Objection to Cerner Motion to Arbitrate (including adding discussion distinguishing Cerner cited cases), review of arbitration waiver argument and assessment of effect of rejection (7.7), circulate draft objection for review by client, Lapis, UCC and internal Dentons (.2).
12/06/20	D. Cook	3.10	1,462.43	B300	Analysis regarding myriad filed confirmation objections (2.0); telephone conference with Dentons team regarding response to same (1.1);
12/06/20	S. Alberts	1.00	800.00	B300	Communicate about Plan objections, potential responses thereto and related issues with working group.
12/06/20	S. Alberts	0.70	560.00	B300	Receive and review comments to objection to Cerner's motion to arbitrate (.3) and follow up concerning needed additional research (.2), review and comment on settlement discussions concern AHM (.2).
12/07/20	S. Alberts	2.30	1,840.00	B300	Receive, accept proposed changes to objection to Cerner motion to arbitrate, draft M. Lane declaration, discuss need for motion to seal (contracts) and oversaw filing of objection.
12/08/20	D. Cook	0.80	377.40	B300	Telephone conference with G Miller regarding Cerner confirmation objection (.2); analysis of same (.6);
12/08/20	S. Alberts	1.50	1,200.00	B300	Confer with working group about various plan related issues (1.1), internal communications about plan issues (.4).
12/08/20	S. Alberts	0.50	400.00	B300	Communications about AHM settlements (.3) and hearings on Cener issues (.2).
12/09/20	G. Miller	0.10	55.68	B300	Call with S.Schrag re payment of PacifiCorp claim
12/09/20	S. Alberts	2.60	2,080.00	B300	Communications with co-counsel about confirmation issues, review documents and assess options.

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/09/20	S. Alberts	1.60	1,280.00	B300	Receive, assess and respond to communication from co-counsel about Cerner communication (.2), call with co-counsel (.4) follow up emails (.1) and communicate with co-counsel, Lapis and UCC about options (.7) and follow up (.2).
12/09/20	D. Cook	4.90	2,311.58	B300	Draft response to Cerner objection to confirmation (4.9); telephone conference with plan team regarding strategy moving forward (.3);
12/10/20	D. Cook	6.80	3,207.90	B300	Attend telephonically hearing regarding Cerner motion to compel arbitration (2.2); revise confirmation reply (1.6); research in connection with releases/exculpatory provisions (2.6); analysis of filed pleadings in connection with confirmation reply (.4);
12/10/20	S. Alberts	3.30	2,640.00	B300	Status conference on confirmation hearing and quick follow up (.4); conference with working group about potential substitute Plan exit lender (.5) and follow up (.1), review and provide comments to Reply in Support of Plan (2.3). Plan.
12/10/20	S. Alberts	2.60	2,080.00	B300	Call with Lapis and UCC concerning claims issues (.4), review communication as to offer to resolve AHM claims (.1); confer with J. Day in advance of hearing on Cerner motion to arbitrate (.2), hearing on Cerner motion to arbitrate claims (1.7) and follow up (.2).
12/11/20	S. Alberts	0.10	80.00	B300	Claims. Communicate concerning Cerner arbitration motion hearing transcript.
12/11/20	G. Miller	1.00	556.75	B300	Review AHM settlement agreement and comment re same
12/11/20	D. Cook	3.10	1,462.43	B300	Analysis in connection with final form of confirmation reply (3.1);
12/11/20	S. Alberts	1.40	1,120.00	B300	Plan. Review and comment on memo in support of confirmation (.6) and otherwise communicate and assist in plan confirmation issues (.6), review and comment on stipulation concerning filing draft plan order (.2).

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12/12/20	S. Alberts	0.70	560.00	B300	Review communication regarding plan confirmation brief and related issues (.2), review Memo in support of confirmation to assess final changes (.5).
12/13/20	D. Cook	3.90	1,839.83	B300	Telephone conference with S Alberts and M Zeefe regarding exit facility (.4); research in connection with plan modification (3.5);
12/13/20	S. Alberts	3.60	2,880.00	B300	Plan. Communicate with co-counsel concerning potential cram down issue (.1), conference with S. Maizel plan confirmation issues and potential alternative exit financing (.5), began review of 364 requirements (.2) and follow up call with S. Maizel (.2), email to Zeefe and D. Cook (.1) and follow up call concerning alternative lending issue and whether it needs to proceed under section 364, plan or either/both (.3), receive and analyze research (.3), follow up with D. Cook (.1), conduct additional research including 10th Cir BAP decision on inapplicability of 364 and circulate it and assessment to working group (.8), receive follow up response (.1), follow up, including review of additional cases cited by 10th Cir. BAP (.5), receive request to review and respond to AHM conformation objection, review AHM objection and respond to state availability (.3), review communications from Lapis and UCC and S. Maizel about AHM objection and potential settlement (.1).
12/14/20	D. Cook	9.60	4,528.80	B300	Analysis in connection with pleadings in connection with AHM confirmation objection (2.1); revise draft of same (3.3); research in connection with breach of noncompetes as claim (3.1); multiple communications with Dentons team re same (.5); analysis with issues flowing from same (.6);

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/14/20	S. Alberts	9.40	7,520.00	B300	Obtain and review mediation statement and other materials and draft reply to AHM's objection to plan confirmation (7.2), circulate internally for review (.3), follow up internally with M. Lane (.1) and others (.2), send draft to Lapis (.1), review stipulation resolving AHM's claim and plan objection (.2), obtain and incorporate comments from S. Schrag (.1), confer with Lapis parties (.5), communicate with S. McCandless and D. Cook about modifications to brief (.3), communications on waiver of recovery from D&O personal assets and potential impact, if any, on insurance (.4).
12/15/20	S. Alberts	6.30	5,040.00	B300	Plan. Review comments to objection, assess need for additional authority (.7), communicate internally about document and further research (.3), review additional research (.5), and need for follow up research (.1), obtain follow up research and tweak for insert (.3), follow up with S. McCandless on non-competition issue (.2), receive and respond to further changes from D. Cook (.2), follow up confer with Lapis about status of objection and potential resolution (.2), communicate with receive and comment on potential additions to brief (.2), review, revise and finalize for filing objection to AHM confirmation objection (1.2), receive communication moments before filing that deal had been reached resolving AHM issues (.1), receive communication about Multicare financing and respond internally with thoughts (.3), confer internally about Multicare potential financing, effect on Plan and path forward (.5), communicate with G. Miller about financing via plan modification or 364 (.2), and follow up with Geoff (.1), call with working group concerning Multicare (.7) and follow call (.5).
12/15/20	D. Cook	7.10	3,349.43	B300	Analysis in connection with noncompetition breach as claim (2.6); revise and draft sections of reply to AHM objection (5.5);

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/15/20	S. Alberts	0.90	720.00	B300	Claims. Communication with SEIU counsel about tomorrow's hearing and process (.2), communicate with D. Cook about need for certificate of no objection and order (.1), follow up with clerk of court about potential to avoid hearing due to no objection (.2), receive and review certificate of form of order, approve and send to SEIU (.2), receive SEIU consent (.1), receive, review and approve certificate of no objection (.1).
12/16/20	S. Alberts	5.20	4,160.00	B300	Review Cerner just-filed, late modified objection (.4), conference with working group about Cerner new objection (.5), authorized filing certificate of no objection concerning SEIU settlement (.1), prepare for SEIU settlement approval (.2), status conference with Court regarding Plan and objections, and SEIU settlement (1.8), follow up with creditor working group on hearing and next steps (.3), conference with S. Maizel about potential Multicare transaction and next steps (.2), conference with Multicare and S. Maizel (.7), follow up with working group (during which conducted break off call with Multicare) (.8) and follow up communications (.2).
12/16/20	D. Cook	2.00	943.50	B300	Attend telephonically omnibus hearing in advance of confirmation hearing (2.0);
12/16/20	S. Alberts	0.30	240.00	B300	Work with client about mailing settlement payments to SEIU members entitled to receipt thereof.

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/17/20	S. Alberts	6.20	4,960.00	B300	Review communications sent overnight concerning Multicare Exit Loan and materials and review underlying documents (at their most final stopping point) (1.1), provide further comments to documents (1.2), email internal communications (.2), communicate via Zoom with Multicare (.3), conference with working group about changes to Plan (1.3), receive and respond to filing request on proposed confirmation order (.1), review and comment on proposed declaration of Michael Lane in support of continuance of confirmation hearing and circulate (.4), join call with Lapis concerning Multicare (.3), status conference call (1.0), follow up (.2), follow up with UCC (.1).
12/17/20	D. Cook	0.80	377.40	B300	Attend telephonically hearing in advance of confirmation hearing (.8);
12/17/20	S. Alberts	1.90	1,520.00	B300	Communicate with J. Day concerning Cerner post assumption payments (.2), and follow up communications with Lapis and co-counsel (.2), review and comment on proposed form of Order (.2), Court hearing on assumption/rejection motion (.7) and follow up with S. Maizel, J. Day and M. Sirota (.4) and follow up (.2).
12/18/20	D. Cook	3.00	1,415.25	B300	Attend telephonically confirmation hearing (2.3); telephone conference with S Alberts regarding treatment of executory contract in plan (.1); analysis and preliminary research in connection with same (.6);
12/18/20	S. Alberts	6.90	5,520.00	B300	Receive and respond to inquiry from Lapis about Plan confirmation issues (.2) and follow up communications in advance of confirmation hearing (1.1), and Confirmation hearing (2.2) conference with S. Maizel (.2), conference with Working group (.6), review materials and draft Lane Declaration (2.3) and circulate (.1), conference with D. Cook about research on potential delayed contract rejection effective date under plan (.2).

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/19/20	D. Cook	5.80	2,736.15	B300	Research regarding potential treatment of executory contract through plan (4.6); draft email memorandum for Dentons team review in connection with same (1.2);
12/19/20	S. Alberts	3.50	2,800.00	B300	Review and incorporate comments to Lane Declaration concerning Cerner objection and revise Declaration (.9), receive and review delayed post plan confirmation rejection (.5) and follow up comments and communications concerning Lane declaration and circulate (1.0), communicate deal terms concerning Lapis' GUC, UCC's further demand and Multicare positions on both (.7), review plan order changes (.4).
12/20/20	S. Alberts	1.60	1,280.00	B300	Receive comments to Lane Declaration and assess (.2), revise and recirculate (.3), receive further comments and communications concerning Plan Supplement income amounts and follow up (.6), communications about potential UCC and Lapis resolution (.5).

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12/21/20	S. Alberts	5.00	4,000.00	B300	Receive and review communications from co-counsel, Cerner, Multicare, Lapis, UCC, client and co-counsel received late last night about plan and considered issues raised thereby (.4), respond to inquiry on Multicare's request to define final order as being not subject to appeal (rather than not subject to a valid stay) (.2), respond to Cerner communication on potential settlement with comments (.5), conference with client and co-counsel about Cerner go-forward proposal (1.1), and follow up email (.1), attend Court hearing on confirmation (.5), follow up with working group on addressing Cerner issues (.4) and conference with Cerner (.1) and then Mutlicare (.2) and then client to address potential resolution (.2), emails concerning Cerner position and potential responses (.4), follow up confirmation hearing with court (.4), and follow up internal communication on form of order (.1), conference with Lapis and UCC on potential Cerner settlement (.4).
12/21/20	S. Alberts	0.20	160.00	B300	Follow up on payment of SEIU claims (.1) and with S. Schrag about whether to file formal withdrawal of SEIU claim (.1).
12/21/20	D. Cook	0.80	377.40	B300	Attend telephonically confirmation hearing (.8);
12/22/20	S. Alberts	3.50	2,800.00	B300	Review and comments on plan order revision to address Cerner issue (.3), follow up review and comments on form of order and plan changes (.5), receive comments and provide further comments and communications with co-counsel, Lapis and UCC (2.5), conference with S. Maizel concerning changes (.2).
12/22/20	S. Alberts	0.40	320.00	B300	Confirm payment of settlement (.1), receive communication, review and follow up concerning admin demand from S. Ficek (.3).

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12/23/20	S. Alberts	2.10	1,680.00	B300	Review proposed revisions to confirmation order (Cerner section) and plan provisions and provide comments and follow up there to (1.4), confirmation hearing (.4) and follow up with co-counsel about final changes and next steps (.3).
12/23/20	S. Alberts	0.50	400.00	B300	Communications about management bonus issue (.3) and payment of certain employee's PTO (.2).
12/23/20	D. Cook	0.60	283.05	B300	Attend telephonically confirmation hearing (.6);
12/24/20	S. Alberts	0.60	480.00	B300	Communicate about notice of confirmation (.1) and other post-confirmation/pre-effective date activities (.5).
12/29/20	S. Alberts	2.00	1,600.00	B300	Conference with working group about effective date issues (1.0), conference with working group about Multicare closing issues (1.0).
12/30/20	S. Alberts	0.50	400.00	B300	Communications concerning effective date issues.
12/31/20	S. Alberts	0.30	240.00	B300	Communicate with co-counsel concerning closing of sales and toggle mechanics.
01/04/21	S. Alberts	0.30	240.00	B300	Emails about plan effectiveness issues.
01/06/21	S. Alberts	0.50	400.00	B300	Conference with working group concerning effective date payments.
01/07/21	S. Alberts	2.20	1,760.00	B300	Call about resolving claims (.7) and follow up with G. Miller about certain priority claim issues (.3), conference with WSNA about obtaining its withdraw of its priority claims and case status (.4), draft request to withdraw and send to WSNA (.3), receive response and request (.1) and forward client to answer request (.1), call and left detail message for SEIU (.1) and follow up with SEIU about claim withdraw (.2).
01/08/21	D. Cook	0.30	141.53	B300	Analysis regarding contract counterparty limitations post-confirmation (.3);
01/08/21	S. Alberts	0.30	240.00	B300	Follow up with WSNA about claims (.1) and client regarding same (.1) and with SEIU (.1).

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01/08/21	S. Alberts	0.30	240.00	B300	Review and comment on Motion to destroy medical records.
01/09/21	S. Alberts	0.40	320.00	B300	Receive and review about Plan effectiveness communications.
01/10/21	D. Cook	1.30	613.28	B300	Analysis in connection with impact of plan and confirmation order on certain contract counterparties (.7); research in connection with same (.6);
01/10/21	S. Alberts	0.30	240.00	B300	Receive and respond to inquiries on plan effectiveness requirements.
01/10/21	S. Alberts	0.10	80.00	B300	Communicate with SEIU about stipulation.
01/11/21	D. Cook	6.10	2,877.68	B300	Draft email memorandum concerning impact of plan and confirmation order on certain contract counterparties (1.7); research in connection with same (4.4);
01/11/21	S. Alberts	3.50	2,800.00	B300	Receive email concern status of treatment of employee claims from M. Lane and respond (.2), obtain form of stipulation for resolution of SEIU priority and admin claim, review background material, draft stipulation and Circulate internally (1.3) and then to SEIU (.1), emails with to WSNA about statute of resolution (.1), conference with client about priority claims issues (1.0), confer with client about nonunion priority claims and need for materials (.3), and follow up (.2), conference with M. Zeefe about need for omnibus objection (.3).
01/11/21	S. Alberts	1.00	800.00	B300	Conferee with working group about Cerner litigation issues.
01/11/21	S. Alberts	3.00	2,400.00	B300	Communicate with C. Montgomery by email (.2) and then call (later looped in SD. Schrag) about mechanics liens (1.0), review sale of Yakima and MOB materials and request land description and review (.3) request copy of receive and assess PTR and compared to MOB sale description (.2) and follow up with C. Montgomery (.3) and then with client (1.0).

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01/12/21	S. Alberts	1.90	1,520.00	B300	Review background and draft form of stipulation withdrawing WSNA claim and send to WSNA for review (1.2) and follow up emails with counsel to WSNA (.2), emails with SEIU about status of stipulation (.1), receive comments to SEIU form and forward (.1), receive and forward summary of employee priority claim chart and forward to M. Zeefe (.1) and follow up with M. Zeefe about tasks (.2).
01/12/21	S. Alberts	0.70	560.00	B300	Communicate about various plan issues (.5), emails about clearing mechanics liens (.2).
01/12/21	S. Alberts	0.20	160.00	B300	Communicate with S. Maizel about Cerner issues and assisting J. Day.
01/13/21	S. Alberts	0.50	400.00	B300	Assist with plan closing issues.
01/13/21	S. Alberts	1.70	1,360.00	B300	Review inquiry from M. Zeefe about omnibus objection to employee claims (.2), conference with M. Zeefe about objection related issues (1.0), finalize, forward to client and file SEIU stipulation (.3), conference with WSNA about stipulation, review what was filed (.2).
01/14/21	S. Alberts	0.40	320.00	B300	Communications about plan issues and closing.
01/14/21	S. Alberts	2.10	1,680.00	B300	Conference with client and working group about employee priority claims issues (.7), review exhibit of claims (.3) and confer with M. Zeefe regarding same (.5) review and comment on claim objection (.6).
01/15/21	S. Alberts	2.20	1,760.00	B300	Review new priority claim chart info (.2), conference with M. Zeefe about info and next steps (.4), conference with working group about priority claims (1.2) and follow ups (.4).
01/15/21	S. Alberts	0.30	240.00	B300	Communications about post-effective date items.
01/15/21	S. Alberts	0.70	560.00	B300	Cerner call (.5), and follow up on form of order (.2).
<b>Subtotal</b>		<b>187.00</b>	<b>128,323.94</b>		

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**B310 - Claims Administration and Objections**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/20	S. Schrag	0.60	242.25	B310	Confer with M. Lane and S. Maizel regarding Apogee mediation (.1); confer with J. McGann regarding the same (.1); confer with S. Maizel regarding Lewis claim and insurance (.1); confer with M. Nenning regarding the same (.1); review correspondence from Qwest counsel and confer with M. Lane regarding the same (.2).
12/01/20	S. Maizel	1.00	800.00	B310	Telephone conference with Lapis, UCC counsel, etc. re AHM mediation.
12/01/20	K.M. Howard	0.40	112.20	B310	Analysis of Judge Corbit's order setting the continued settlement conference between Debtors and Apogee Medical Management and reviewed and revised Critical Dates Memorandum.
12/02/20	S. Maizel	1.00	800.00	B310	Review and respond emails re Cerner issues (.6); drafting email re setoff issues vis-à-vis Cerner (.4).
12/02/20	S. Maizel	0.30	240.00	B310	Participate in zoom mediation with Judge Corbit re Apogee claims.
12/02/20	S. Maizel	0.30	240.00	B310	Telephone conference with Ashley McDow re CMS threat to recoup.
12/02/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re section 351 motion.
12/02/20	S. Maizel	1.00	800.00	B310	Telephone conference with Lapis and UCC counsel re AHM mediation, etc. (.5); review and respond to emails re same (.5).
12/03/20	S. Schrag	9.90	3,997.13	B310	Continue drafting mediation brief re Cynthia Lewis (4.7); conduct research related thereto (2.4); review agreements and insurance policies relate thereto (2.3); confer with S. Maizel regarding the same (.1); confer with chambers regarding the same (.1); confer with CIC insurance regarding the same (.1); confer with chambers regarding Apogee claim (.1); confer with J. Munding regarding Apogee resolution (.1).

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12/03/20	S. Maizel	0.30	240.00	B310	Telephone conference with Judy Waltz and Ashley McDow re potential CMS offset.
12/03/20	S. Maizel	1.60	1,280.00	B310	Telephone conference with Jolene Britton at Judge Corbit's chambers re AHM mediation (x2) (.3); review and respond to emails re same (.3); preparation for mediation (1.0).
12/03/20	S. Maizel	1.10	880.00	B310	Telephone conference with Lapis and UCC counsel re Cerner issues (.7); review and respond to emails re same (.4).
12/03/20	S. Maizel	0.40	320.00	B310	Telephone conference with S. Schrag re Cynthia Lewis mediation brief (.1); review mediation brief submitted to Judge Corbit (.3).
12/04/20	S. Schrag	2.40	969.00	B310	Review correspondence from Dr. Drazin regarding voting (.2); confer with KCC and K. Howard regarding Dr. Drazin's claims and notice (.4); correspond with Dr. Drazin regarding the same (.4); calls with Dr. Drazin regarding the same (.3); confer with S. Maizel regarding the same (.1); confer with M. Martin regarding objection to Plan (.1); review correspondence from Premier regarding objection to plan (.3); conduct research regarding Premier (.2); correspond with S. Maizel regarding Premier (.4).
12/04/20	K.M. Howard	0.50	140.25	B310	Reviewed email from S. Maizel regarding Dr. Drazin (.1); prepared email to H. Montgomery regarding same and reviewed reply (.1); prepared followup email to S. Maizel regarding status of notice (.1); email exchanges with Astria Team regarding same (.1); telephone conference with S. Schrag regarding same (.1).
12/04/20	S. Maizel	0.40	320.00	B310	Telephone conference with D. Bugbee re AHM mediation.
12/04/20	K.M. Howard	0.20	56.10	B310	Analysis of and culled AHM's Amended Proof of Claim (.1); prepared email to Astria Team regarding same (.1).

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12/04/20	D. Pina	0.60	193.80	B310	Finalize, electronically file and distribute Stipulation Extending AHM Objection Deadline.
12/04/20	D. Pina	0.60	193.80	B310	Finalize, electronically file and distribute Stipulation Extending Donald Drazin, MD Objection Deadline.
12/04/20	S. Maizel	3.50	2,800.00	B310	Prepare for mediation with Judge Corbit over AHM claims (.5); participate in AHM mediation with Judge Corbit (1.3); telephone conference with counsel for Lapis and UCC re same (.3); telephone conference with M. Lane re same (.2); telephone conference with MaryAnn Bleister re same (.2); telephone conference with Judge Corbit re same (x2) (.6); telephone conference with D. Bugbee re same (.1); review and respond to emails re same (.3)
12/04/20	S. Schrag	3.40	1,372.75	B310	Confer with M. Schwarzmenn regarding 503(b)(9) claims (.3); review the same (.7); confer with client regarding the same (.2); confer with Pacific Corp. counsel regarding the same (.1); conduct research regarding the same (1.6); confer with J. Day regarding upcoming mediation (.2); confer with court regarding upcoming mediation (.2); confer with S. Maizel regarding the same (.1).
12/05/20	S. Maizel	0.10	80.00	B310	Review and respond to emails from Cigna re status of Toppenish contract in plan.
12/06/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re 503(b)(9) claims.
12/06/20	S. Schrag	0.50	201.88	B310	Confer with S. Maizel and J. Day regarding Cynthia Lewis claim.
12/06/20	S. Maizel	0.90	720.00	B310	Telephone conference with Mary Ann B. re AHM mediation (.6); review and respond to emails re same with D. Bugbee (.3).

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12/07/20	S. Schrag	4.10	1,655.38	B310	Review correspondence and confer with chambers regarding mediation of Lewis claim (.3); confer with opposing counsel regarding the same (.1); conference with insurance counsel regarding claims re mediation of Lewis claim and other matters (.5); confer with insurance counsel regarding protocol for mediation (.2); confer with S. Maizel regarding the same (.2); confer with Qwest counsel regarding claim (.1); draft correspondence to D. Kubitz for PacifiCorp's 503(b)(9) claim (.8); conduct research related thereto (1.5); confer with S. Maizel regarding the same (.1); review correspondence from client regarding the same (.2).
12/07/20	K.M. Howard	0.40	112.20	B310	Analysis of court's notice setting a continued settlement conference between Debtors and AHM and reviewed and revised Critical Dates Memorandum.
12/07/20	S. Maizel	3.00	2,400.00	B310	Telephone conference with D. Bugbee re AHM mediation issues (.3); telephone conference with A. Sherman re same (.1); t/c with M. Sirota re same (.1); telephone conference with Judge Corbit, etc. re same (.4); telephone conference with A. Sherman re same (.1); telephone conference with M. Lane re same (.1); telephone conference with M. Sirota re same (.2); telephone conference with J. Gallagher, C. Rowan, D. Bugbee, etc. re same (.4); telephone conference with M. Lane re same (.2); review data regarding bonuses (.2); review and respond to emails re same (.9).
12/07/20	S. Maizel	0.20	160.00	B310	Telephone conference with S. Schrag re C. Lewis mediation (.1); review and respond to emails re same (.1).
12/08/20	S. Maizel	1.50	1,200.00	B310	Telephone conference with M. Sirota re AHM mediation (.2); telephone conference with D. Bugbee re same (.3); review and respond to emails re same (1.0).
12/08/20	K.M. Howard	0.10	28.05	B310	Analysis of Notice of Filing Amended Schedule re Certain Plan Supplements to determine additional deadlines.

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12/08/20	D. Pina	0.70	226.10	B310	Astria - finalize, electronically file and distribute Stipulation Further Extending AHM Objection Deadline.
12/08/20	S. Maizel	0.30	240.00	B310	Review and respond to emails re Dr. Weaver settlement agreement.
12/08/20	S. Schrag	2.50	1,009.38	B310	Confer with J. Day regarding mediation (.1); prepare for mediation of Cynthia Lewis claim (.5); mediate Cynthia Lewis claim (.5); confer with M. Lane regarding the same (.3); confer with S. Maizel regarding the same (.2); draft proposal for Committee and Lapis (.3); review correspondence to client regarding Qwest claim (.2); confer with client regarding the same (.1); confer with B. Gibbons regarding RPG contracts (.1); confer with S. Maizel and S. Alberts regarding RPG contracts (.1); confer with S. Maizel regarding Premier (.1).
12/08/20	S. Maizel	1.10	880.00	B310	Telephone conference with S. Schrag re preparation for C. Lewis mediation (.2); telephone conference with Judge Corbit, etc. re same (.6); telephone conference with S. Schrag re same (.1); review and respond to emails re same (.2).

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12/09/20	S. Schrag	3.60	1,453.50	B310	Confer with Qwest counsel regarding service account (.1); confer with D. Kubitz regarding potential settlement of 503(b)(9) claim (.2); prepare for conference with PacifiCorp counsel by reviewing proofs of claim and conducting research (.6); conference with D. Kubitz and B. Glover regarding the same (.2); prepare and send analysis to S. Maizel and S. Alberts regarding the same (.4); prepare email for Committee/Lapis on the same (.3); confer with PacifiCorp counsel regarding reserve (.2); review correspondence from Judge Corbit's chambers regarding Lewis mediation (.2); confer with S. Maizel regarding the same (.2); confer with chambers regarding the same (.2); review Nuance material for call with client (.4); confer with T. Buford regarding Nuance (.4); review correspondence from Committee/Lapis regarding Lewis claim (.2).
12/09/20	S. Maizel	1.40	1,120.00	B310	Telephone conference with Judge Corbit re AHM mediation (.3); review and respond to emails with D. Bugbee re same (.5); review and respond to emails with counsel for UCC and Lapis re same (.6).
12/09/20	S. Maizel	0.20	160.00	B310	Telephone conference w/ S. Schrag re Lewis mediation.
12/09/20	S. Maizel	0.70	560.00	B310	Telephone conference with J. Day, etc. re Cerner motion for arbitration (.3); telephone conference with counsel for Lapis and UCC re same (.4).
12/09/20	S. Maizel	1.00	800.00	B310	Telephone conference with S. Schrag re Premier admin expense (.3); telephone conference with M. Mortimer, etc. re same (.3); review and respond to emails re same (.4).
12/09/20	S. Maizel	0.50	400.00	B310	Telephone conference with Max Owens re accounting issues (.1); telephone conference with Brian Gibbons re same (.4).
12/09/20	S. Maizel	0.50	400.00	B310	Review and respond to emails re settlement of Dr. Weaver litigation.

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12/09/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re PacifiCorp 503(b)(9) claims.
12/10/20	K.M. Howard	0.10	28.05	B310	Analysis of minutes of proceedings regarding the continued settlement conference with AHM.
12/10/20	S. Maizel	2.70	2,160.00	B310	Review and respond to emails re Cerner motion for arbitration (.2); telephone conference with Jim Day re same (.3); attend hearing on Cerner motion for arbitration (2.1); telephone conference with J. Day re hearing (.1).
12/10/20	S. Schrag	2.70	1,090.13	B310	Confer with M. Lane regarding mediation (.2); confer with J. Britton regarding mediation of Lewis and AHM claim (.1); mediate Lewis and AHM admin claims (.4); conference with Lapis, Committee, and Debtors regarding AHM and Lewis resolutions (.4); draft proposal to J. McGann regarding Lewis claim (.3); draft email to insurance counsel regarding Lewis claim (.4); confer with B. Gibbons regarding insurance counsel (.1); confer with M. Owens regarding Qwest claim (.2); confer with Qwest counsel regarding payment (.1); confer with M. Lane regarding signatures (.1); confer with Lapis/Committee regarding PacifiCorp (); confer with Committee regarding Premier (.4).
12/11/20	S. Maizel	2.80	2,240.00	B310	Telephone conference with D. Bugbee re AHM issues (x2) (.4); telephone conference with Judge Corbit, etc. re same (.5); review and respond to emails re same (1.0); review and revise stipulations (.9).
12/11/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re Premier admin expenses.

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12/11/20	S. Schrag	3.20	1,292.00	B310	Review correspondence from and respond to Committee regarding Premier claim (.4); confer with M. Owens regarding the same (.1); confer with Premier regarding offer (.3); review correspondence from Premier counsel (.2); confer with S. Maizel regarding the same (.2); prepare for conference with insurance company (.1); confer with insurance company regarding Lewis claim (.3); confer with S. Maizel regarding the same (.1); correspond with T. Hall regarding Lewis claim (.2); review correspondence from Dr. Drazin (.3); draft response regarding the same (.7); conduct research regarding the same (.3).
12/11/20	K.M. Howard	0.40	112.20	B310	Analysis of TIAA's Withdrawal of their Application for Payment of Administrative Expense Claim and reviewed and revised Claims Deadline Objection Chart.
12/11/20	S. Maizel	0.50	400.00	B310	Telephone conference with S. Schrag, and counsel for Cincinnati Insurance re Lewis claims.
12/12/20	S. Maizel	0.50	400.00	B310	Telephone conference with C. Grumer re confirmation issues.
12/13/20	S. Schrag	0.30	121.13	B310	Review correspondence from Dr. Drazin.
12/13/20	S. Maizel	1.60	1,280.00	B310	Telephone conference with M. Sirota re AHM stipulation issues (.1); review AHM objection to confirmation (.4); review and respond to emails re AHM stipulation issues (1.1).

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12/14/20	S. Schrag	8.80	3,553.00	B310	Follow-up with S. Maizel regarding Premier (.3); draft correspondence to Dr. Drazin (.2); draft correspondence to Lapis and Committee regarding Lewis claim (.1); draft agreed orders (3.9); conduct research related thereto (.8); review filings in support thereof (.9); confer with various counsel regarding the same (.6); revise the same (.4); call with M. Lane to discuss admin claims (.2); confer with G. Miller regarding admin claims (.2); review email from S. Maizel regarding admin claims (.1); conference with M. Lane and M. Owens regarding admin claims (.5); confer with D. Cook regarding SEIU settlement (.2); confer with M. Owens and M. Lane regarding the same (.2); confer with M. Lane, M. Owens, and B. Gibbons regarding admin claims (.2); confer with M. Martin regarding Premier claim and settlement (.1); confer with S Maizel regarding the same (.1).
12/14/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re Wagner admin expenses (.1); review and respond to emails re Apogee, Ford, etc. admin expenses (.1).
12/14/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re HCA claims.
12/14/20	S. Maizel	0.80	640.00	B310	Review and respond to emails re AHM settlement stipulation (.2); revising AHM settlement stipulation (.6).
12/14/20	S. Maizel	1.10	880.00	B310	Telephone conference with A. Sherman re AHM stipulation (.1); telephone conference with W. Kannel, etc. re same (.5); telephone conference with B. Gibbons re same (.5).
12/15/20	S. Maizel	0.10	80.00	B310	Telephone conference with Sarah Schrag re Apogee issues.
12/15/20	S. Maizel	0.10	80.00	B310	Telephone conference review and respond to emails re PacificCorp's issues re confirmation.
12/15/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re DaVita administrative expenses.

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12/15/20	S. Maizel	1.10	880.00	B310	Telephone conference with M. Lane, etc. re Cerner issues (.3); review Cerner's objection to confirmation (.3); review and respond to emails re same (.5).
12/15/20	S. Maizel	1.00	800.00	B310	Telephone conference with S. Alberts re AHM issues (.1); telephone conference with Dan Bugbee re same (.1); review and respond to emails re same (.8).
12/15/20	S. Schrag	4.10	1,655.38	B310	Review correspondence from S. Maizel regarding admin claims and resolution (.2); revise orders regarding Ford and Apogee admin claims (.8); revise orders regarding Wagner, Fischer, and Imrie admin claims (.6); confer with S. Maizel regarding the same (.2); confer with opposing counsel regarding proposed agreed orders (.3); confer with the Committee and Lapis counsel regarding outstanding issues on admin claims (.3); confer with J. Day and T. Buford regarding local practice around settlement (.2); review TIAA material regarding admin claim (.2); correspond with TIAA counsel regarding the same and adequate assurance payments order (.4); confer with K. Howard regarding TIAA and Cerner (.1); review materials provided by K. Howard regarding the same (.1); confer with client regarding PacifiCorp offer (.3); confer with T. Hall regarding Lewis offer (.2); confer with M. Lane, B. Gibbons, and M. Owens regarding the same (.2).
12/15/20	S. Maizel	0.10	80.00	B310	Telephone conference review and respond to emails re Lewis mediation.
12/16/20	S. Schrag	2.10	847.88	B310	Review correspondence from WSHA counsel regarding agreed order (.1); confer with D. Pina regarding the same (.1); draft agreed order regarding Premier admin claim (1.1); revise agreed orders (.4); confer with Qwest counsel regarding claims (.1); confer with client regarding the same (.1); review docket regarding TIAA (.1); confer with TIAA counsel regarding the same (.1).

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12/16/20	S. Maizel	1.80	1,440.00	B310	Review 36 page Cerner objection to confirmation and supporting declarations (.5); telephone conference with UCC and Lapis counsel re Cerner objection to confirmation (.4); telephone conference with UCC and Lapis counsel re hearing on Cerner objection to confirmation issues (.3); telephone conference with J. Day re same (.4); review and respond to emails re Cerner issues (.1); review and respond to email re settlement offer (.1).
12/16/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re Premier claim resolution.
12/16/20	S. Maizel	0.70	560.00	B310	Review and respond to emails re AHM stipulation and consulting agreement.
12/16/20	D. Pina	0.30	96.90	B310	Electronic submission and distribution of proposed order regarding WSHA administrative expense claim.
12/16/20	K.M. Howard	0.40	112.20	B310	Analysis of Motion and Notice of Motion for Order Approving Settlement between Debtors and Siemens and reviewed and revised Critical Dates Memorandum.
12/17/20	S. Schrag	2.50	1,009.38	B310	Confer with M. Martin regarding proposal on Premier admin claim (.1); confer with various counsel regarding outstanding proposed agreed orders allowing admin claims (.4); confer with client regarding request for delay in resolution (.2); confer with client regarding Lewis proposal (.2); confer with Court regarding Lewis proposal (.1); confer with CenturyLink counsel regarding claims (.4); confer with client regarding the same (.3); confer with PacifiCorp regarding potential settlement (.2); confer with TIAA counsel regarding equipment (.2); confer with client regarding TIAA equipment (.4).
12/17/20	S. Maizel	0.90	720.00	B310	Telephone conference with counsel for Lapis re Multicare financing (.5); t/c with UCC counsel re same (.2); telephone conference with C. Grumer re same (.1); telephone conference with M. Owen re same (.1).

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12/17/20	S. Maizel	1.10	880.00	B310	Telephone conference with Multicare counsel re financing (.7); telephone conference with M. Lane re Multicare financing (.4).
12/17/20	K.M. Howard	0.40	112.20	B310	Analysis of orders granting administrative claims of Washington State Hospital Association, DaVita and Advanced Transfusion to determine additional deadline.
12/17/20	S. Maizel	0.60	480.00	B310	Review and respond to emails re AHM settlement issues.
12/17/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re Lewis counteroffer.
12/17/20	S. Maizel	1.40	1,120.00	B310	Telephone conference with J. Day re Cerner issues (x3) (.5); telephone conference w/ M. Sirota re same (.1); attend hearing on motion to reject Cerner contract (0.8).

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12/18/20	S. Schrag	5.10	2,059.13	B310	Confer with G. Miller regarding agreed orders (.2); confer with SCG Capital counsel regarding agreed order re admin claim (.1); revise the same (.1); confer with D. Pina and G. Medina regarding the agree orders(.3); confer with A. Wenokur regarding Wagner agreed order (.1); confer with G. Medina regarding the same (.1); attend confirmation hearing (1.4); confer with Premier counsel regarding settlement of admin claim (.1); confer with client regarding DaVita (.2); confer with DaVita counsel regarding invoices (.2); confer with B. Epps regarding TIAA equipment (.4); confer with G. Miller regarding equipment at MOB and ARMC (.2); confer with Canon Financial attorney regarding abandonment (.2); confer with T. Buford regarding Mendoza request (.2); confer with J. Morrow regarding the same (.1); confer with SBA regarding extension (.3); confer with S. Alberts regarding filing (.1); confer with S. Maizel regarding filing (.1); confer with court clerk and law clerk regarding the same (.2); finalize motion to extend deadline (.2); confer with client regarding Shearer clinic claim (.3).
12/18/20	K.M. Howard	0.40	112.20	B310	Analysis of stipulation between Debtors and Nuance Communications resolving administrative claim and cure claim and reviewed and revised Critical Dates Memorandum.
12/18/20	K.M. Howard	0.40	112.20	B310	Analysis of stipulation resolving AHM's request for payment of administrative expense claim and reviewed and revised Critical Dates Memorandum accordingly.
12/18/20	K.M. Howard	0.30	84.15	B310	Analysis of Motion for Order Sealing Exhibits to Stipulation Resolving AHM's claim to determine additional deadlines.
12/18/20	S. Maizel	0.60	480.00	B310	Review and respond to emails re Cerner issues re confirmation.
12/19/20	S. Maizel	0.60	480.00	B310	Review and respond to emails re Cerner settlement proposals.

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12/20/20	S. Maizel	1.60	1,280.00	B310	Review and respond to emails re Cerner issues on confirmation (.6); review and respond to emails re Lane declaration on Cerner payments (.8); telephone conference with M. Lane re declaration on Cerner payments (.2).
12/21/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re Banner Bank admin expense claim.
12/21/20	K.M. Howard	0.40	112.20	B310	Email exchanges with S. Schrag regarding objections deadlines set by Banner Bank and reviewed and revised Critical Dates Memorandum accordingly.
12/21/20	S. Schrag	2.50	1,009.38	B310	Confer with S. Alberts regarding SEIU admin claim (.1); confer with Stryker counsel regarding confirmation and equipment (.1); confer with client regarding Stryker equipment (.3); confer with Banner Bank counsel regarding admin expense claim (.4); confer with S. Maizel, G. Miller, and S. Alberts regarding the same (.2); conduct research regarding the same (.8); confer with client regarding DaVita cure amount (.2); confer with DaVita counsel regarding cure amount (.1); confer with client regarding Premier claim (.3).
12/21/20	S. Maizel	2.40	1,920.00	B310	Telephone conference with J. Day, etc. re Cerner issues (1.0); telephone conference with M. Lane, etc. re Cerner issues (.6); telephone conference with counsel for Lapis re Cerner issues (.1); review and respond to emails re Cerner issues in confirmation order (.6); review and respond to emails from P. Fanning re Cerner issues (.1).
12/22/20	K.M. Howard	0.30	84.15	B310	Analysis of order approving stipulated settlement resolving Nuance's administrative expense claim and cure claim and reconciled same with Critical Dates Memorandum.
12/22/20	K.M. Howard	0.20	56.10	B310	Assembled newly filed modified second amended plan (.1); prepared email to Astria Team regarding same (.1).

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12/22/20	K.M. Howard	0.40	112.20	B310	Analysis of order approving stipulated settlement resolving AHM's administrative expense claim and reconciled same with Critical Dates Memorandum (.3); analysis of order sealing exhibit to settlement agreement (.1).
12/22/20	S. Maizel	0.80	640.00	B310	Telephone conference with Jim Day re Cerner issues (.1); telephone conference with G. Miller re Cerner issues (.1); review and respond to emails re Cerner provisions in confirmation order (.6).
12/22/20	S. Maizel	0.10	80.00	B310	Review and respond to emails re admin expense correspondence from S. Schrag.
12/22/20	S. Schrag	3.60	1,453.50	B310	Review correspondence from M. Martin regarding Premier claim (.1); confer with M. Martin regarding admin claim and settlement negotiations (.1); confer with DaVita counsel regarding cure amounts (.2); review Nuance Order (.1); confer with G. Miller regarding the same (.1); confer with exit financier's counsel regarding Nuance claim (.3); review admin claims (.6); review Ficek claim (.3); confer with S. Alberts regarding the same (.2); review cure objections (.4). draft and revise agreed orders regarding admin claims of Lewis, Apogee, Ford (.2); confer with S. Maizel regarding the same (.2); draft proposed removal order (.2); review TIAA's proposed stipulation and agreed order (.6).
12/23/20	S. Schrag	3.20	1,292.00	B310	Review material related to A.S. Ficek claim (.3); confer with E. Davis and S. Alberts regarding the same (.2); draft and revise agreed orders regarding admin claims of Lewis, Apogee, Ford (1.8); confer with S. Maizel regarding the same (.2); draft proposed removal order (.4); confer with T. Cobb regarding Nuance (.1); attend confirmation hearing (.2).
12/23/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re letter pleading for admin expense status.
12/23/20	S. Maizel	0.20	160.00	B310	Review and respond to emails re Lapis legal fees.

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12/23/20	S. Maizel	0.90	720.00	B310	Review and respond to emails re AHM settlement.
12/28/20	S. Schrag	6.70	2,705.13	B310	Confer with G. Miller regarding notice of rejection (.2); confer with K. Howard regarding critical dates memorandum (.3); confer with Debtors regarding Stryker equipment (.4); confer with Stryker attorney regarding the same (.3); draft objection to Banner Bank admin claim (3.9); confer with G. Miller, S. Alberts, and S. Maizel regarding the same (.5); conduct research regarding the same (.6); confer with M. Rudys regarding the same (.3); confer with S. Maizel regarding the same (.2).
12/28/20	S. Maizel	0.70	560.00	B310	Telephone conference with S. Schrag re Banner Bank administrative expense claims (.2); review and respond to emails re same (.5).
12/28/20	K.M. Howard	0.20	56.10	B310	Brief review of proof of claim filed by creditor Stericycle, Inc.
12/29/20	S. Schrag	0.50	201.88	B310	Draft correspondence to R. Rudys regarding Banner Bank's admin claim.
12/30/20	K.M. Howard	0.40	112.20	B310	Email exchange with S. Maizel regarding the hearing to resolve CBA dispute (.1); reviewed and revised Critical Dates Memorandum accordingly (.3).
12/30/20	S. Schrag	0.40	161.50	B310	Confer with B. Medeiros regarding admin claim payment (.1); confer with client regarding admin claims (.3).
12/30/20	K.M. Howard	1.30	364.65	B310	Email exchange with S. Schrag regarding administrative claim orders (.1); reviewed docket and culled orders granting administrative claims (.8); organized orders and prepared email to M. Owens regarding same (.3); followup email exchange with M. Owens regarding the orders (.1).
12/30/20	K.M. Howard	0.40	112.20	B310	Analysis of stipulation between Debtors and Banner Bank to extend reply deadlines to motions for payment of administrative claims and reviewed and revised Critical Dates Memorandum.

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12/30/20	S. Maizel	0.80	640.00	B310	Review and revise settlement with J. Ford (.3); review and revise settlement with Apogee (.3); review and revise settlement with C. Lewis (.2).
12/31/20	S. Maizel	0.40	320.00	B310	Review and respond to emails re Apogee settlement agreement (.2); telephone conference with S. Schrag re same (.1); review and respond to emails re Lewis settlement agreement (.1).
12/31/20	S. Schrag	2.20	888.25	B310	Review and revise admin orders (1.6); confer with opposing counsel regarding the same (.3); confer with S. McCandless regarding Lewis release (.2); confer with S. Maizel regarding the same (.1).
12/31/20	S. Maizel	0.20	160.00	B310	Telephone conference with Sandra McCandless re AHM waivers and releases.
01/04/21	S. Maizel	0.40	320.00	B310	Telephone conference with S. McCandless, etc. re Lewis admin expense settlement (.3); telephone conference with S. Schrag re same (.1).
01/04/21	S. Schrag	1.40	565.25	B310	Confer with S. McCandless and A. Youssefi regarding Lewis release (.4); review release (.6); confer with S. McCandless, A. Youssefi, and S. Maizel regarding the same (.3); confer with M. Baker regarding titles (.1).
01/05/21	S. Maizel	1.00	800.00	B310	Telephone conference with J. Day, etc. re Cerner issues (.8); review and respond to emails re same (.2).
01/05/21	S. Maizel	0.80	640.00	B310	Telephone conference with Counsel for Banner Bank, etc. re resolution of admin expense claims (.3); telephone conference with S. Schrag re Banner Bank claims (.2); review and respond to emails re same (.3).
01/05/21	S. Maizel	0.50	400.00	B310	Telephone conference with T. Stratton, Piper, re fee issues (.2); review and respond to emails re same (.3).
01/05/21	S. Maizel	0.40	320.00	B310	Review and respond to emails re Lewis settlement and releases.
01/05/21	S. Maizel	0.10	80.00	B310	Review and respond to emails re Nuance issues.

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01/05/21	S. Maizel	0.20	160.00	B310	Review and respond to emails re PacifiCorp claims.
01/05/21	S. Schrag	5.80	2,341.75	B310	Draft PacifiCorp order (.9); confer with S. Maizel regarding the same (.1); review assignment and novation letter from Nuance (.2); confer with S. Maizel and S. Shanker regarding the same (.1); review various claims regarding employees (.5); confer with E. Davis regarding the same (.1); confer with counsel from Banner Bank regarding admin claim (.3); confer with S. Maizel regarding the same (.2); draft stipulation (1.2); confer with S. Maizel regarding the same (.1); confer with M. Martin regarding Premier claim status (.1); confer with Stryker counsel regarding status of potential agreement (.2); confer with B. Epps regarding equipment (.1); revise Lewis release and order (.7); draft notice of filing (.5); confer with S. McCandless, S. Maizel, and A. Youssefi regarding the same (.2); review and revise Apogee order (.1); confer with G. Medina regarding the same (.1); confer with Apogee counsel regarding the same (.1).

# EXHIBIT H-2

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Date	Timekeeper	Hours	Amount	Task	Narrative
01/06/21	S. Schrag	7.00	2,826.25	B310	Review correspondence from S. Maizel regarding agreed orders (.2); revise Lewis material (.1); confer with Lewis counsel regarding the same (.1); confer with AHM counsel regarding the same (.1); revise Order (.1); confer with Banner Bank regarding stipulation (.2); confer with Committee regarding the same (.3); revise extension stipulation (.4); confer with Banner Bank counsel regarding the same (.1); confer with S. Maizel regarding the same (.1); confer with S. Maizel regarding TIAA stipulation (.1); confer with Dentons team regarding outstanding claims (.6); conduct follow-up analysis of the same (.8); confer with S. Maizel (.3); confer with M. Owens and E. Fitchett regarding Baxter (.2); conduct research regarding the same (.6); draft correspondence to Baxter counsel regarding invoice (.5); continue drafting TIAA stipulation regarding Sunnyside equipment (.3); review Ficek claim (.1); review and analyze other secured claims (1.7); confer with Dentons team regarding the same (.1).
01/06/21	S. Maizel	0.10	80.00	B310	Review and respond to emails re C. Lewis admin expense claims.

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01/07/21	S. Schrag	5.50	2,220.63	B310	Review DaVita stipulation (.2); confer with DaVita regarding the same (.2); confer with Dentons team and Astria team regarding final effective date issues (.9); review and analyze Theorem and VK Powell claims (1.4); confer with S. Maizel regarding the same (.2); confer with local counsel regarding the same (.2); conduct research regarding mechanics lien law in Washington (.7); confer with M. Martin regarding stipulation (.2); review correspondence from Olney attorney and confer with M. Lane regarding the same (.1); confer with S. Maizel regarding Banner Bank claim (.1); confer with M. Owens regarding admin claims (.3); confer with client regarding Change Healthcare cure (.1); confer with G. Miller regarding the same (.2); review and analyze plan regarding the same (.3); review material related to employee claims (.4).
01/07/21	K.M. Howard	0.60	168.30	B310	Analysis of the Stipulation (x2) to Continue Reply Deadlines related to Banner Bank's Applications for Allowance of Administrative Claims and reviewed and revised Critical Dates Memorandum accordingly.
01/07/21	K.M. Howard	0.30	84.15	B310	Analysis of order granting Dr. Ford's administrative claim and culled same (.2); prepared email to M. Owens regarding same (.1).
01/07/21	K.M. Howard	0.30	84.15	B310	Analysis of order granting Apogee Medical's administrative claim and culled same (.2); prepared email to M. Owens regarding same (.1)
01/08/21	K.M. Howard	0.20	56.10	B310	Analysis of Declaration of No Objections to Motion to Approve Settlement between Debtors and Siemens noting same on Critical Dates Memorandum.
01/09/21	S. Schrag	0.30	121.13	B310	Review correspondence from Banner Bank regarding admin claim (.2); confer with S. Maizel regarding the same (.1).
01/09/21	S. Maizel	0.30	240.00	B310	Telephone conference with S. McCandless re employee issues.

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Date	Timekeeper	Hours	Amount	Task	Narrative
01/09/21	S. Maizel	0.20	160.00	B310	Review and respond to emails re Banner Bank claims.
01/10/21	S. Schrag	1.10	444.13	B310	Confer with D. Kubitz regarding PacifiCorp 503(b)(9) claim (.2); conduct research on liens (.9).
01/11/21	M. Zeefe	3.30	1,640.93	B310	Call with S. Alberts re objection to employee priority claims (0.2); draft same (3.1).
01/11/21	S. Schrag	8.40	3,391.50	B310	Review correspondence regarding claims resolution between now and effective date (.3); confer with B. Epps regarding TIAA equipment (.2); confer with A. Doupe regarding stipulation and equipment (.2); confer with client regarding DaVita stipulation (.2); confer with DaVita counsel regarding the same (.1); review VK Powell and Theorem Architecture's claims for secured status (2.4); conduct further research regarding the same (1.4); confer with C. Montgomery and S. Alberts regarding the same (.3); attend Zoom call with client and Dentons team regarding VK Powell and Theorem's liens (.9); confer with S. Maizel regarding objection to Banner Bank admin claim (.1); continue drafting objection to Banner Bank admin claim (1.9); confer with Banner Bank attorney regarding admin claim (.2); confer with KCC regarding updating docket (.2).
01/11/21	S. Maizel	1.10	880.00	B310	Telephone conference with Jim Day, etc. re Cerner issues (1.0); review and respond to emails re Cerner invoices (.1).
01/11/21	S. Maizel	0.60	480.00	B310	Review and respond to emails re Incyte agreement and claims (.5); telephone conference with S. Alberts re same (.1).
01/11/21	S. Maizel	0.60	480.00	B310	Review and respond to emails re Banner Bank admin expense claims (.2); review and revise reply to Banner Bank admin expense (.4).
01/11/21	S. Maizel	0.10	80.00	B310	Review and respond to emails re Lapis payoff letter.

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01/12/21	S. Maizel	0.10	80.00	B310	Review and respond to emails re C. Lewis settlement.
01/12/21	M. Zeefe	7.20	3,580.20	B310	Draft omnibus ombjection to employee priority claims (3.8); call with T. Buford re same (0.3); reconcile claims (2.1); draft motion to seal exhibit (1.0).
01/12/21	S. Schrag	8.30	3,351.13	B310	Confer with S. Alberts regarding contract rejection question (.2); confer with H. Montgomery regarding KCC docket update (.1); confer with J. Day and T. Buford regarding rejection motion (.3); confer with Lewis counsel regarding settlement agreement and proposed order (.1); confer with client regarding Schumacher cure amount (.3); conduct research regarding lien releases (2.4); confer with local counsel regarding the same (.1); confer with C. Montgomery regarding the same (.2); draft lien releases (.9) draft letter agreements (1.9); confer with client regarding final outstanding list of taskers (.9); confer with DaVita counsel (.3); conduct research regarding the same (1.1); review Premier proposal (.5).
01/12/21	S. Maizel	0.30	240.00	B310	Telephone conference with S. Alberts re Cerner issues.
01/12/21	S. Maizel	0.50	400.00	B310	Review and revise AHM employee's releases (.4); review and respond to emails re same (.1).
01/13/21	M. Zeefe	9.40	4,674.15	B310	Call with S. Alberts re objection to employee priority claims (0.8); review claims (0.9); draft objection exhibit (7.8).

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Date	Timekeeper	Hours	Amount	Task	Narrative
01/13/21	S. Schrag	4.50	1,816.88	B310	Continue reviewing Premier proposal (.9); confer with B. Gibbons and C. Montgomery regarding lien releases (.3); confer with G. Medina regarding contracts with NYU (.2); confer with S. Alberts regarding the same (.1); review material related to DaVita claims (.3); confer with T. Swanson regarding the same (.2); confer with S. McCandless regarding Lewis claim (.3); confer with M. Shinn regarding VK Powell settlement (.4); review lien release (.5); conduct research regarding the same (.3); review and revise releases (.4); confer with B. Gibbons regarding the same (.3); confer with M. Owens regarding payment adjustments and timing (.2); confer with M. Owens regarding Schumacher (.2).
01/13/21	K.M. Howard	0.60	168.30	B310	Analysis of Stipulation and Stipulated Motion to Approve Compromise and Settlement Pursuant to FRBP 9019 Between Debtors and SEIU Healthcare to determine remaining applicable deadlines and reconciled same with Critical Dates Memorandum and reviewed and revised Administrative Claims Objection Deadlines Chart.
01/13/21	K.M. Howard	0.50	140.25	B310	ORDER Granting Motion to Approve Settlement Agreement Pursuant to FRBP 9019 Between the Debtors and Siemens Financial Services, Inc and reviewed and revised Critical Dates Memorandum (.4); reviewed and revised objection deadline chart (.1).
01/14/21	S. Maizel	0.60	480.00	B310	Telephone conference with Brian Gibbons, etc. C. Lewis admin expenses (.4); review and respond to emails re same (.2).
01/14/21	M. Zeefe	9.20	4,574.70	B310	Continue drafting objection to employee priority claims and exhibit (8.1); calls with S. Alberts re same (0.3); call with M. Lane, B. Gibbons, M. Owens re same (0.8).

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Date	Timekeeper	Hours	Amount	Task	Narrative
01/14/21	S. Schrag	3.80	1,534.25	B310	Confer with S. Maizel, S. McCandless, B. Gibbons and A. Youssefi regarding Lewis settlement (.4); review and revise Order and Settlement (.8); confer with D. Bugbee regarding the same (.1); confer with Lewis counsel regarding the same (.1); confer with M. Baker regarding mechanics liens (.3); draft certificate of notary (.3); conduct research regarding the same (.5); confer with S. Maizel and C. Montgomery regarding mechanics liens (.2); confer with L. Bowman regarding the same (.1); confer with B. Gibbons regarding the same (.1); confer with M. Shinn regarding the same (.2); confer with local counsel regarding rejection motion (.1); draft notice regarding Schumacher (.5); confer with S. Maizel regarding the same (.1).
01/14/21	S. Maizel	0.30	240.00	B310	Review and respond to emails re TIAA liens.
01/15/21	S. Maizel	0.20	160.00	B310	Review and respond to emails re VK Powell stipulation.
01/15/21	S. Schrag	6.30	2,543.63	B310	Draft stipulation and order regarding settlement with VK Powell (3.1); confer with S. Maizel regarding the same (.2); revise the same (.1); confer with VK Powell counsel regarding the same (.2); confer with B. Gibbons regarding the same (.2); confer with Committee regarding the same (.1); confer with Stryker counsel regarding potential proposal regarding equipment (.1); confer with B. Epps regarding the same (.2); confer with A. Hunsaker regarding the same (.1); confer with M. Owens and B. Gibbons regarding Olney agreement (.3); confer with G. Medina regarding the same (.2); revise Olney stipulation (.3); confer with M. Baker regarding mechanics' liens (.2); confer with M. Zeefe regarding notice of objection to claims (.3); confer with B. Gibbons regarding settlement (.2); confer with G. Miller regarding cure amount claim (.1); research interest rate issue in Washington (.4).

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01/15/21	M. Zeefe	9.90	4,922.78	B310	Continue drafting objection(s) to employee priority claims, including notice and exhibit schedule of claims (7.8); calls with S. Alberts re same (0.1); call with S. Maizel re same (0.1); calls with bankruptcy court clerk re hearing and notice (0.3); call with S. Schrag re same (0.1); call with S. Alberts and M. Owens re employee claims (0.3); conference call with Astria (B. Gibbons, M. Lane, M. Owens, HR) re same (1.2).
01/15/21	S. Maizel	0.80	640.00	B310	Telephone conference with J. Day, etc. re Cerner issues (.5); review and respond to emails re same (.3).
01/15/21	S. Maizel	0.10	80.00	B310	Review and respond to emails re Medicare claims.
01/15/21	S. Maizel	0.20	160.00	B310	Telephone conference with M. Zeefe re objections to employee claims.
01/15/21	S. Maizel	0.20	160.00	B310	Review and respond to emails re C. Lewis settlement.
01/15/21	S. Maizel	0.10	80.00	B310	Review and respond to emails re releases for former AHM employees.
<b>Subtotal</b>		<b>240.70</b>	<b>124,013.88</b>		

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**B320 - Plan and Disclosure Statement (incl. Business Plan)**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/20	S. Maizel	0.10	80.00	B320	Review and respond to emails from KCC re ballot summary.
12/02/20	S. Maizel	0.10	80.00	B320	Review and respond to email from KCC re balloting.
12/03/20	S. Schrag	0.60	242.25	B320	Confer with D. Kubitz regarding 503(b)(9) claim of Pacific Power (.1); confer with client regarding the same (.5).
12/03/20	S. Maizel	0.40	320.00	B320	Telephone conference with McGuire Woods attorneys re System board issues.
12/04/20	G. Miller	0.60	334.05	B320	Draft stipulations extending deadline to file objection to confirmation
12/04/20	S. Maizel	0.60	480.00	B320	Telephone conference with S. Schrag re contracts to be assumed (x2) (.2); telephone conference with Ian Hammel re same (.3); review and respond to emails re same (.1).
12/04/20	S. Maizel	0.40	320.00	B320	Review UST confirmation objection (.3); review and respond to email from W. Kannel re same (.1).
12/04/20	K.M. Howard	0.60	168.30	B320	Reviewed and culled objections filed to Debtors' Second Amended Plan and prepared email to Astria Team regarding same.
12/04/20	K.M. Howard	0.40	112.20	B320	Analysis of stipulation continuing ADH's voting deadline and confirmation objection deadline and reviewed and revised Critical Dates Memorandum.
12/06/20	S. Schrag	1.00	403.75	B320	Confer with Dentons team regarding objections to plan.
12/06/20	S. Maizel	2.50	2,000.00	B320	Telephone conference with S. Alberts, G. Miller, etc. re responding to plan objections (1.5); review plan objections filed by creditors (1.0).
12/07/20	G. Miller	8.70	4,843.73	B320	Review objections to confirmation (1.5); Draft memorandum of law in support of confirmation (7.2)

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/07/20	S. Schrag	1.20	484.50	B320	Draft notice of hearing regarding procedures for confirmation hearing (.8); confer with S. Maizel regarding the same (.2); confer with B. Sheehan regarding the same (.2).
12/07/20	S. Maizel	0.40	320.00	B320	Email exchange with Judge Holt's chambers re logistics of confirmation hearing (.1); telephone conference with S. Schrag re notice of hearing on nature of confirmation hearing (.1); review and respond to email re same (.1); review draft of notice and revise (.1).
12/07/20	K.M. Howard	0.10	28.05	B320	Email exchange with G. Miller regarding replies to objections to amended plan.
12/07/20	K.M. Howard	0.10	28.05	B320	Email exchange with G. Miller regarding response to objections to the plan and memorandum of law.
12/08/20	S. Schrag	0.30	121.13	B320	Review and revise notice of hearing on telephonic appearance during confirmation hearing (.1); confer with B. Sheehan regarding the same (.1); confer with D. Pina and G. Medina regarding the same (.1).
12/08/20	G. Miller	1.50	835.13	B320	Calls with counsel for the Debtors, Lapis and the Committee re responses to Plan objections
12/08/20	G. Miller	8.60	4,788.05	B320	Draft memorandum of law in support of confirmation and responses to objections to Plan
12/08/20	G. Miller	0.30	167.03	B320	Draft stipulation extending time for AHM to file objection to confirmation
12/08/20	M. Zeefe	0.60	298.35	B320	Review sample vote tabulation certification and emails with KCC and team re same (0.5); emails with team re confirmation order (0.1).
12/08/20	K.M. Howard	0.40	112.20	B320	Analysis of stipulation continuing Dr. Drazin's voting deadline to object to the Joint Plan and reviewed and revised Critical Dates Memorandum.
12/08/20	S. Maizel	0.20	160.00	B320	Review and respond to emails re Olney and Schumacher contract in plan.

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12/08/20	K.M. Howard	2.30	645.15	B320	Email exchanges with M. Baker regarding Debtors' uploading of documents containing privileged information (.2); accessed NonDebtor Dataroom and reviewed documents uploaded by the Debtors on December 7th and culled and reviewed documents containing privileged information (1.3); prepared email to M. Baker regarding findings (.1); received notice of newly imported documents to Dataroom and reviewed same (.7).
12/08/20	K.M. Howard	0.40	112.20	B320	Analysis of Notice of Hearing regarding the Allowance of Telephonic Appearances at the Confirmation Hearing and reviewed and revised Critical Dates Memorandum.
12/08/20	D. Pina	1.00	323.00	B320	Internal and external communications regarding filing of Notice of Hearing on Allowance of Telephonic Appearance at December 18, 2020 Confirmation Hearing (.6); electronically file and distribute notice (.4).
12/08/20	S. Maizel	1.60	1,280.00	B320	Telephone conference with counsel for Lapis and UCC, etc. re issues for confirmation hearing, etc. (1.2); telephone conference with G. Miller re same (.1); telephone conference with M. Lane re same (.3).
12/08/20	S. Schrag	3.10	1,251.63	B320	Review correspondence from Dr. Drazin regarding claims (.4); draft email in response (.4); confer with Dentons team, UCC counsel, and Lapis parties's counsel regarding confirmation issues and administrative expense claims (1.2); confer with KCC regarding AHM claim (.1); review and revise service list (.8); confer with KCC regarding the same (.2).
12/09/20	G. Miller	9.60	5,344.80	B320	Draft memorandum of law in support of confirmation and responses to objections to Plan (7.8); Research re same (1.8)
12/09/20	K.M. Howard	0.40	112.20	B320	Analysis of order extending AHM's voting deadline and confirmation objection deadline and reviewed and revised Critical Dates Memorandum.

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12/09/20	S. Schrag	4.30	1,736.13	B320	Confer with M. Martin regarding discussion of Premier (.1); review Premier filing and letter from counsel (.3); conference with M. Martin regarding the same (.5); prepare analysis of the same for Debtors (.4); confer with client regarding the same (.2); review email from KCC regarding voting guidelines (.1); confer with K. Howard regarding SBA deadlines (.1); confer with G. Miller regarding confirmation objections (.2); review other confirmation objections (1.0); begin drafting responses (.7); confer with KCC regarding service of Plan supplement (.5); confer with M. Owens regarding the same (.2).
12/09/20	M. Zeefe	1.30	646.43	B320	Begin drafting confirmation order.
12/09/20	S. Maizel	1.30	1,040.00	B320	Draft email to Jim Day re estimation of Cerner admin expense for feasibility analysis (1.0); review and respond to emails re Cerner claims (.3).
12/10/20	M. Zeefe	2.70	1,342.58	B320	Continue drafting confirmation order (2.4); emails re same (0.1); review KCC certified tabulation of votes (0.2).
12/10/20	S. Maizel	0.10	80.00	B320	Review and respond to emails re brief in support of confirmation.
12/10/20	S. Maizel	0.10	80.00	B320	Review and respond to emails re ballot summary.
12/10/20	S. Maizel	3.40	2,720.00	B320	Review and respond to emails re AHM mediation (.6); telephone conference with Judge Corbit, etc. re same (.4); telephone conference with UCC and Lapis counsel, etc. re same (.4); telephone conference with Mike Sirota re same (.2); telephone conference w/ D. Bugbee re same (.3); drafting stipulation re settlement with AHM (1.5).

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12/10/20	S. Schrag	5.80	2,341.75	B320	Review Banner Bank's administrative expense claims (.3); review CMS confirmation objection (.9); prepare response to the same (.4); review and revise confirmation memo (2.2); conduct research regarding the same (.4); review balloting report (.3); confer with KCC regarding the same (.1); attend hearing on Cerner's motion for arbitration (.9); attend hearing on telephonic appearance for confirmation hearing (.3).
12/10/20	T. Moyron	1.00	599.25	B320	Conference call with S. Maizel, C. Montgomery, et al., regarding plan and related matters.
12/10/20	K.M. Howard	0.40	112.20	B320	Analysis of stipulation extending AHM's voting and confirmation objection deadlines and reviewed and revised Critical Dates Memorandum.
12/10/20	G. Miller	10.60	5,901.55	B320	Draft memorandum of law in support of confirmation and responses to objections to Plan (8); Research re same (2.6)
12/10/20	G. Miller	1.70	946.48	B320	Revise confirmation order
12/10/20	G. Miller	0.10	55.68	B320	Draft stipulation continuing AHM deadline to object to confirmation
12/10/20	G. Medina	0.50	150.88	B320	Communication with G. Miller and review and file Confirmation Deadline Stipulation (0.3); download and send for his records (0.2).
12/11/20	G. Miller	1.90	1,057.83	B320	Draft Lane Declaration in support of confirmation
12/11/20	G. Miller	0.30	167.03	B320	Emails with E.Rehbock and M.Press re closing of exit financing
12/11/20	G. Miller	0.50	278.38	B320	Draft stipulation extending time to file confirmation order
12/11/20	K.M. Howard	0.40	112.20	B320	Analysis of Stipulation Extending AHM's voting deadline and confirmation objection deadline and reviewed and revised Critical Dates Memorandum.
12/11/20	S. Maizel	0.20	160.00	B320	Review and respond to emails re notice of proposed confirmation order.

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12/11/20	K.M. Howard	0.30	84.15	B320	Analysis of Certification of the Tabulation of Votes on the Second Amended Joint Plan and reviewed attachments reflecting the breakdown of the voting classes.
12/11/20	M. Zeefe	3.00	1,491.75	B320	Continue drafting confirmation order.
12/11/20	S. Maizel	3.00	2,400.00	B320	Telephone conference with G. Miller (multiple) re memo in support of confirmation and reply to objections (.5); revising same (2.5).
12/11/20	S. Schrag	3.10	1,251.63	B320	Review correspondence from S. Maizel and G. Miller regarding memo in support of confirmation (.2); confer with G. Miller regarding revisions (.1); review correspondence from Committee and Lapis regarding revisions and proposed order (.2); review and revise memo (2.1); review KCC certificate regarding ballots (.4); confer with S. Maizel and KCC regarding the same (.1).
12/11/20	D. Pina	0.70	226.10	B320	Electronically file and distribute AHM scheduling stipulation (.5); communications regarding additional potential filings (.2).
12/11/20	G. Medina	1.00	301.75	B320	Communication with G. Miller and work on filing Stipulation for Continuing Deadline To File Proposed Confirmation Order (0.3); Memorandum in Support of Reply and Objections to Confirmation (0.3); Download and send e filed copies to G. Miller (0.4).
12/11/20	G. Miller	8.80	4,899.40	B320	Revise and finalize memorandum of law in support of confirmation and responses to objections to Plan
12/13/20	S. Maizel	0.20	160.00	B320	Email to counsel for Lapis and UCC re memo in support of confirmation issues.
12/13/20	S. Maizel	0.70	560.00	B320	Telephone conference with W. Kannel re confirmation issues (.1); telephone conference with S. Alberts re same (.6).
12/13/20	M. Zeefe	0.40	198.90	B320	Call with S. Alberts and D. Cook re financing proposal and intersection with plan (0.3); emails and research re same (0.1).

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12/13/20	S. Maizel	0.80	640.00	B320	Telephone conference with M. Lane (x3) re confirmation issues (.6); telephone conference with C. Montgomery re same (.2).
12/14/20	M. Zeefe	4.80	2,386.80	B320	Continue drafting confirmation order.
12/14/20	S. Maizel	0.20	160.00	B320	Review and respond to emails re UCC issues vis-à-vis D&O insurance.
12/14/20	K.M. Howard	0.40	112.20	B320	Analysis of order granting stipulated extension for Debtors and Lapis Parties to file proposed confirmation order and reviewed and revised Critical Dates Memorandum.
12/14/20	K.M. Howard	1.70	476.85	B320	Email exchange with S. Maizel regarding the hearing on the Second Amended Joint Plan and Disclosure Statement (.1); reviewed confirmation objections and culled same (.5); reviewed and culled KCC's certificates of service regarding the joint plan and solicitation packages (.4); reviewed joint plan, related pleadings and disclosure statement and culled same (.6); prepared email to L. Ayala regarding hearing binders (.1).
12/14/20	S. Schrag	0.90	363.38	B320	Review and revise response to AHM (.5); conduct research related thereto (.2); confer with S. Alberts regarding the same (.2).
12/14/20	S. Maizel	0.10	80.00	B320	Review and respond to emails re plan confirmation order language re United issues.
12/15/20	S. Schrag	0.30	121.13	B320	Review correspondence regarding reply to AHM objection (.1); review Cerner objection (.2).
12/15/20	K.M. Howard	0.40	112.20	B320	Analysis of Stipulation for Plan Proponents to respond to AHM's Confirmation Objection and reviewed and revised Critical Dates Memorandum.

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12/15/20	K.M. Howard	1.60	448.80	B320	Analysis of assembled objections to second amended joint plan and prepared index of each (.4); organized objections and prepared email regarding hearing binders (.2); analysis of assembled certificates of service and prepared index of each (.3); organized certificates of service and prepared email regarding hearing binders (.1); analysis of assembled plan pleadings and disclosure statement and prepared index of each (.5); organized plan related documents and prepared email regarding hearing binders (.1).
12/15/20	D. Pina	0.70	226.10	B320	Electronically file and distribute AHM scheduling stipulation.
12/15/20	S. Maizel	0.90	720.00	B320	Review and respond to emails re confirmation issues.
12/15/20	S. Maizel	0.40	320.00	B320	Telephone conference with D. Yunker re HCA plan issues (.1); review and respond to emails re same (.3).
12/15/20	M. Zeefe	5.20	2,585.70	B320	Continue drafting confirmation order.
12/15/20	K.M. Howard	0.40	112.20	B320	Analysis of stipulation extending the deadline for plan proponents to file proposed confirmation order and reviewed and revised Critical Dates Memorandum.
12/16/20	M. Zeefe	0.20	99.45	B320	Review confirmation order comments and email to G. Miller re same.
12/16/20	S. Maizel	2.20	1,760.00	B320	Telephone conference with S. Alberts re financing issues (.1); telephone conference with M. Lane re same (.1); telephone conference with K. Anderson, C. Grumer, etc. re same (.8); telephone conference with B. Gibbons, etc. re same (.6); telephone conference with C. Montgomery, etc. re same (.6).
12/16/20	S. Maizel	1.90	1,520.00	B320	Status conference hearing with Judge Holt re confirmation hearing issues.
12/16/20	S. Maizel	1.00	800.00	B320	Telephone conference with A. Gesmundo, counsel for CMS and SBA, re confirmation issues (.5); review and respond to emails re same (.5).

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12/16/20	S. Maizel	0.40	320.00	B320	Review and respond to emails from D. Yunker re language for confirmation order re Medicaid.
12/16/20	K.M. Howard	0.70	196.35	B320	Analysis of emails from the DHHS (.1); reviewed email from S. Maizel regarding proofs of claims filed by the DHHS (.1); reviewed and assembled DHHS claims (.3); assembled charted summary of DHHS claims (.1); prepared email to S. Maizel regarding same (.1).
12/16/20	K.M. Howard	0.10	28.05	B320	Email exchange with S. Maizel regarding confirmation hearing.
12/16/20	S. Schrag	1.90	767.13	B320	Participate in status conference on outstanding issues related to plan, objections, confirmation hearing, and outstanding issues (1.8); confer with G. Miller regarding Premier's objection (.1).
12/16/20	K.M. Howard	0.40	112.20	B320	Reviewed emails regarding Cerner's objection and plan limits (.1); reviewed and culled Cerner's amended objections (.2); prepared email to Astria Team regarding same (.1).
12/16/20	S. Maizel	1.50	1,200.00	B320	Revise plan re Multicare financing offer.
12/17/20	S. Maizel	0.80	640.00	B320	Review and respond to emails re Multicare financing issues.
12/17/20	S. Maizel	0.80	640.00	B320	Review and respond to emails re revisions to confirmation order.
12/17/20	S. Maizel	0.10	80.00	B320	Review and respond to emails re PacifiCorps issues.
12/17/20	S. Maizel	0.50	400.00	B320	Review and respond to emails re Cerner issues.
12/17/20	S. Maizel	0.20	160.00	B320	Review and respond to emails re cash collateral stipulation.
12/17/20	K.M. Howard	0.40	112.20	B320	Analysis of Minutes of Proceedings of Status Conference adding additional days for the confirmation hearing and reviewed and revised Critical Dates Memorandum.
12/17/20	G. Medina	0.40	120.70	B320	Review and upload per the request of G. Miller Plan Confirmation Order and send confirmation of upload.

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12/17/20	S. Maizel	0.10	80.00	B320	Telephone conference with W. Kannel re plan confirmation issues.
12/17/20	S. Maizel	1.10	880.00	B320	Attend status conference with Court re confirmation issues.
12/17/20	S. Maizel	1.30	1,040.00	B320	Telephone conference with C. Montgomery, etc. re plan revisions.
12/17/20	S. Maizel	0.40	320.00	B320	Telephone conference with M. Sirota re plan issues (.2); telephone conference with C. Montgomery re plan issues (.2).
12/17/20	S. Maizel	0.50	400.00	B320	Telephone conference with counsel for CMS and SBA re confirmation issues.
12/17/20	C. Montgomery	6.00	4,800.00	B320	Communications with S Maizel, M Lane and S Alberts regarding plan and exit financing (.4) ; communications regarding Exit financing credit agreement ( .5); communications with C Grumer and S Alberts and S Maizel regarding revisions to plan and draft same ( 1.7) ; communications with G Miller re same (.3) ; conference call with S Maizel S Alberts and G Miller re plan revisions (1.3) ; follow up communications with S Maizel and Multicare lawyers regarding exit financing (.4);conference call with S Maizel, Debtors and Lapis counsel (.5) review draft declarations from M Lane and M Chang and comment regarding same (.3); review credit agreement and escrow agreement revisions (.4); phone call with S Maizel re status (.2)
12/17/20	S. Schrag	3.90	1,574.63	B320	Draft lane declaration regarding hearing continuance (1.7); revise the same (.5); confer with C. Montgomery and S. Alberts regarding the same (.2); attend status conference regarding plan confirmation (1.0); attend Cerner objection hearing (.5).

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12/18/20	C. Montgomery	3.70	2,960.00	B320	Communications with S Maizel regarding current plan developments (.1); communications with G Miller regarding current modified plan draft (.4) communications with S Maizel and B Kannel regarding Multicare declaration (.3); review confirmation order and discuss documentation timing with G Miller and S Maizel (1.6); phone call with S Maizel and communications with M Sirota regarding deadline (.5); participate in Lapis counsel conference call (.8)
12/18/20	S. Maizel	3.00	2,400.00	B320	Prepare for hearing on UST objections to confirmation (.8); participate in hearing on UST objections, etc. (2.2).
12/18/20	S. Maizel	2.40	1,920.00	B320	Telephone conference with S. Alberts re plan confirmation issues (.1); telephone conference with Lapis counsel, etc. re same (.7); telephone conference with G. Miller re same (.1); telephone conference with C. Grumer re same (.2); telephone conference with M. Sirota re same (.2); telephone conference with Ryan J. re same (.1); telephone conference with C. Grumer re same (.8); telephone conference with G. Miller re same (x2).
12/18/20	S. Maizel	0.70	560.00	B320	Review and respond to emails re plan revisions.
12/18/20	S. Maizel	0.20	160.00	B320	Review and respond to emails from counsel for SBA/HHS re plan revisions.
12/18/20	K.M. Howard	0.40	112.20	B320	Analysis of Judge Holt's minute order regarding day two of the confirmation hearing and reviewed and revised Critical Dates Memorandum
12/18/20	S. Maizel	0.20	160.00	B320	Telephone conference with M. Lane re plan confirmation issues (.1); telephone conference with M. Sirota re same (.1).

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12/19/20	S. Maizel	3.50	2,800.00	B320	Telephone conference with A. Sherman, etc., re plan confirmation issues (.5); t/c with G. Miller re same (.1); telephone conference with C. Grumer, etc., re same (.7); telephone conference with M. Lane re same (.2); review and respond to emails re revisions to plan on behalf of UCC, Lapis, etc. (2.0).
12/20/20	S. Maizel	4.60	3,680.00	B320	Telephone conference with Multicare counsel re plan confirmation issues (.9); telephone conference w/ G. Miller re plan revisions (x3) (.3); telephone conference with B. Gibbons re same (.2); telephone conference with M. Lane re same (.2); telephone conference with A. Sherman re same (.1); telephone conference with S. Alberts re same (.1); telephone conference w/ C. Grumer and G. Miller re plan revisions (.3); telephone conference with Carl Grumer re revisions to plan (1.0); review and respond to emails re revisions to plan and confirmation order (1.5).
12/21/20	S. Maizel	0.10	80.00	B320	Review and respond to emails re UST objection and ruling.
12/21/20	D. Pina	0.30	96.90	B320	Communications regarding filing of modified plan.
12/21/20	C. Montgomery	4.70	3,760.00	B320	Communications with J Lemberg M Lane and E Rehbock regarding DACAs and GRAAs for Astria (.2) research and review same and communications with J Lemberg, C Richter, G Miller and E Rehbock re DACAs (3.8); phone call with S Maizel re same (.2)
12/21/20	K.M. Howard	0.40	112.20	B320	Analysis of Judge Holt's minutes of proceedings regarding the continuation of the confirmation hearing and additional briefing deadlines and reviewed and revised Critical Dates Memorandum.
12/21/20	S. Maizel	1.50	1,200.00	B320	Telephone conference with Lapis re plan revisions issues (.5); review and respond to emails re plan revisions (1.0).
12/21/20	S. Schrag	0.90	363.38	B320	Attend confirmation hearings.

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12/21/20	K.M. Howard	0.10	28.05	B320	Email exchange with M. Lane regarding the second session of the confirmation hearing.
12/21/20	S. Maizel	0.90	720.00	B320	Participate in hearing on confirmation with Judge Holt (.6); participate in another hearing (.3).
12/21/20	S. Maizel	0.70	560.00	B320	Review and respond to emails re revisions to confirmation order.
12/22/20	D. Pina	2.60	839.80	B320	Follow-up communications regarding filing of modified plan and supporting documents (.4); review and electronically file modified plan (.5); revise related Notice of Filing of Plan Supplement with updated exhibits and prepare for electronic filing (.8); circulate papers for filing approval (.1); update related proposed confirmation order and electronically file (.3); review, assemble and electronically file Notice of Filing with redline copies of modified plan and proposed confirmation order (.5).
12/22/20	S. Maizel	2.50	2,000.00	B320	Telephone conference with Geoff Miller re revisions to plan and confirmation order (multiple) (.5); telephone conference with S. Alberts re same (.4); telephone conference with Carl Grumer re same (.1); review and respond to emails re revisions to plan and confirmation order (1.5).
12/22/20	K.M. Howard	1.00	280.50	B320	Email exchanges with S. Maizel regarding additional pleadings to be filed prior to the confirmation hearing (.1); reviewed and assembled newly filed pleadings (.5); email exchanges regarding the reproduction of the pleadings (.2); coordinated delivery to S. Maizel's home for hearing preparation (.2).
12/22/20	S. Maizel	0.60	480.00	B320	Telephone conference with Gary Dyer re potential appeal by UST of confirmation order (.2); review and respond to emails re same (.4).
12/23/20	K.M. Howard	0.30	84.15	B320	Final reviewed of docket and ecf filings to determine if additional pleadings were file (.2); email exchange with Ida de la Cruz regarding same (.1).

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12/23/20	D. Pina	3.30	1,065.90	B320	Communications regarding potential filings (.6); update related proposed confirmation order and electronically file (.3); review, assemble and electronically file Notice of Filing with redline copies of proposed confirmation order (.6); review stipulation and exhibit related to revised cash flow forecast (.3); format spreadsheet and assemble file copy of Revised Cash Flow Forecast for filing approval (.4); electronically file stipulation and related revised proposed order and distribute to G. Miller (.8); review and electronically file revised proposed confirmation order (.3).
12/23/20	S. Maizel	1.20	960.00	B320	Review and respond to emails re Cerner revisions to confirmation order.
12/23/20	S. Maizel	2.60	2,080.00	B320	Telephone conference with Geoff Miller (multiple) re confirmation issues (.5); telephone conference with J. Day re confirmation issues (.3); telephone conference with Brian Gibbons re confirmation issues (.1); telephone conference with M. Lane re confirmation issues (.1); prepare for hearing on confirmation (.5); participate in confirmation hearing before Judge Holt (.4); telephone conference with S. Alberts re confirmation issues (.5); telephone conference with Carl Grumer re confirmation issues (.2).
12/23/20	K.M. Howard	0.60	168.30	B320	Analysis of order and plan confirmation deadlines and reviewed and revised Critical Dates Memorandum accordingly.
12/24/20	S. Maizel	0.10	80.00	B320	Telephone conference with Geoff Miller re service of confirmation documents.
12/28/20	K.M. Howard	0.70	196.35	B320	Further analysis of confirmation order and reconciled same with G. Miller's email, determined confirmation deadlines and reviewed and revised Critical Dates Memorandum accordingly.
12/28/20	S. Maizel	0.10	80.00	B320	Review and respond to emails with G. Dyer re potential UST appeal of confirmation order.

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12/28/20	S. Maizel	0.50	400.00	B320	Telephone conference with S. Schrag, etc. re noticing of contracting parties for plan purposes (.4); review and revise notice re same (.1).
12/29/20	S. Maizel	1.50	1,200.00	B320	Telephone conference with M. Lane, B. Gibbons, etc. re effective date payments (1.0); review lists of payments to be made (.5).
12/29/20	S. Schrag	1.70	686.38	B320	Participate in call with client regarding implementing the Plan (.9); participate in call with client regarding implementing transaction with exit financier (.5); review confirmation order transcript (.3).
12/29/20	S. Maizel	0.10	80.00	B320	Review and respond to emails re vacation time for employees.
12/30/20	S. Maizel	1.90	1,520.00	B320	Telephone conference with Manatt attorneys, etc. re Multicare plan issues (.5); telephone conference with Scott Shanker re same (.2); review and respond to emails re Multicare and Lapis plan confirmation issues (1.2).
12/31/20	S. Maizel	0.30	240.00	B320	Review and respond to emails re Lapis confirmation issues.
12/31/20	G. Medina	0.40	120.70	B320	Review and file Notice of Debtors Motion Extending The Time To Assume or Reject Unexpired Leases.
12/31/20	S. Maizel	0.50	400.00	B320	Review correspondence re Multicare financing issues.
01/04/21	S. Maizel	0.40	320.00	B320	Telephone conference with Butler Snow, etc. re Multicare loan issues (.2); telephone conference with M. Lane re same (.2); review and respond to emails re same.
01/05/21	S. Maizel	0.10	80.00	B320	Review and respond to emails re Olney and Schumacher promissory notes.
01/05/21	S. Maizel	1.50	1,200.00	B320	Review and respond to emails re effective date payments (.3); review plan provisions re effective day payments (.6); review list of possible effective day payments (.6).

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01/06/21	S. Maizel	1.20	960.00	B320	Telephone conference with G. Miller, etc., re admin expenses to be paid on the effective date (.6); review and respond to emails re same (.6).
01/07/21	S. Maizel	1.10	880.00	B320	Telephone conference with B. Gibbons, etc. re effective date payments (1.0); telephone conference with S. Schrag re same (.1).
01/07/21	S. Maizel	0.30	240.00	B320	Review and respond to emails from M. Schwarzman re effective date payments .
01/08/21	S. Maizel	1.30	1,040.00	B320	Review and respond to emails re claims from M. Schwartzmann (.3); review documents re amount to be paid on the effective date (1.0).
01/10/21	S. Maizel	0.50	400.00	B320	Review and respond to emails re ASD Healthcare claims (.1); review and respond to emails re employee claims (.1); review and respond to emails re Lapis pay off amounts (.2); review and respond to emails re Cardinal claims (.1).
01/11/21	S. Maizel	0.40	320.00	B320	Telephone conference with Andrew Sherman, etc. re plan process.
01/11/21	S. Maizel	0.20	160.00	B320	Review and respond to emails re closing logistics.
01/11/21	S. Maizel	0.20	160.00	B320	Review and respond to emails re UCC-1s.
01/11/21	S. Maizel	0.10	80.00	B320	Review and respond to emails re GUC distribution trust agreement.
01/11/21	S. Maizel	0.40	320.00	B320	Review and respond to emails re impact on contracts from plan confirmation.
01/11/21	S. Maizel	0.50	400.00	B320	Telephone conference with Scott Shanker, etc. re liens issues and Multicare financing.
01/12/21	S. Maizel	0.50	400.00	B320	Review and respond to emails re pay off obligations and instructions.
01/13/21	S. Maizel	0.30	240.00	B320	Review and respond to emails re payoff amounts for various parties.
01/13/21	S. Maizel	0.60	480.00	B320	Review and respond to emails re effective date and closing of Multicare Loan.
01/13/21	S. Maizel	0.20	160.00	B320	Review and respond to emails re UCC payment.

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01/13/21	S. Maizel	0.20	160.00	B320	Review and respond to emails re Lapis pay off letter.
01/14/21	S. Maizel	0.80	640.00	B320	Telephone conference with M. Lane, etc. re employee claims and plan confirmation.
01/14/21	S. Maizel	0.40	320.00	B320	Review and respond to emails re Cardinal liens.
01/14/21	S. Maizel	0.10	80.00	B320	Review and respond to emails re VK Powell payoff letter.
01/14/21	S. Maizel	0.20	160.00	B320	Telephone conference with G. Miller, etc. re liens vis-à-vis plan confirmation.
01/15/21	K.M. Howard	1.30	364.65	B320	Analysis of Notice of Filing Written Disclosure Statement and Proposed Plan and reviewed and revised Critical Dates Memorandum (.7); further analysis of confirmation order and reviewed and revised Critical Dates Memorandum (.6).
01/15/21	S. Maizel	0.60	480.00	B320	Telephone conference with Scott Shanker re confirmation issues (.4); telephone conference with S. Alberts re same (.2).
01/15/21	G. Medina	0.40	120.70	B320	Received reviewed and filed Notice of Effective date and send filed copy to G. Miller and team.
01/15/21	S. Maizel	0.30	240.00	B320	Review and respond to emails re press release on confirmation (.1); telephone conference with Yakima Herald re same (.2).
01/15/21	S. Maizel	0.30	240.00	B320	Review and respond to emails re debtor's funds for effective date payments (.2); review and respond to emails re UCC effective date payment (.1).
01/15/21	S. Maizel	0.30	240.00	B320	Review and respond to emails re notice of effective date.
<b>Subtotal</b>		<b>217.00</b>	<b>129,334.03</b>		

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**B420 - Restructurings**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/02/20	G. Miller	0.50	278.38	B420	Email PCO counsel re payment of fees.
12/03/20	G. Miller	0.10	55.68	B420	Emails with T.Williams and E.Goldstein re treatment of United payor contracts under plan.
12/03/20	G. Miller	0.40	222.70	B420	Research re bankruptcy jurisdiction over insurer allocation dispute.
12/03/20	G. Miller	6.00	3,340.50	B420	Draft response to Cerner arbitration motion (2); Research issues in support of response (4).
12/03/20	G. Miller	1.10	612.43	B420	Call with M.Lane and S.Maizel re status of bankruptcy case, including plan destruction of patient records.
12/14/20	G. Miller	1.10	612.43	B420	Emails with E. Goldstein, S. Alberts and M. Owens re: United payor contracts (.8); call with E. Goldstein re: same (.3).
12/14/20	G. Miller	0.20	111.35	B420	Emails with S. Schrag re: amounts which must be paid on Effective Date of the Plan.
12/14/20	G. Miller	1.80	1,002.15	B420	Review and revise response to AHM Objection to Confirmation.
12/14/20	G. Miller	0.30	167.03	B420	Revise motion to destroy ARMC records.
12/14/20	G. Miller	0.50	278.38	B420	Call with Lapis re: status of confirmation of plan.
12/14/20	G. Miller	0.60	334.05	B420	Emails with E. Rehbock re: closing of Lapis exit financing (.4); call with E. Rehbock re: same (.2).
12/14/20	G. Miller	0.60	334.05	B420	Draft supplemental notice rejection of United payor agreement with ARMC.
12/15/20	G. Miller	0.70	389.73	B420	Draft certificate of no objection re SEIU settlement motion (.6); Call with S. Alberts re same (.1).
12/15/20	G. Miller	0.30	167.03	B420	Emails with S.Alberts re Multicare financing
12/15/20	G. Miller	0.20	111.35	B420	Revise motion to destroy ARMC records.
12/15/20	G. Miller	0.50	278.38	B420	Emails with J. Pugh and M. Lane re closing of ARMC sale .

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/15/20	G. Miller	0.40	222.70	B420	Draft supplemental notice re rejection of United payor agreement with ARMC.
12/15/20	G. Miller	2.30	1,280.53	B420	Revise confirmation order.
12/15/20	G. Miller	0.70	389.73	B420	Draft stipulation extending time to respond to AHM objection.
12/16/20	G. Miller	0.70	389.73	B420	Call with S. Maizel, S. Alberts and C. Montgomery re revisions to plan re Multicare financing.
12/16/20	G. Miller	0.80	445.40	B420	Revise confirmation order
12/16/20	G. Miller	3.90	2,171.33	B420	Revise plan re Multicare financing.
12/16/20	G. Miller	1.80	1,002.15	B420	Attended status conference.
12/16/20	G. Miller	0.90	501.08	B420	Review amended Cerner objection.
12/16/20	G. Miller	3.40	1,892.95	B420	Research re plan modification .
12/16/20	G. Miller	0.70	389.73	B420	Calls with counsel for Lapis and UCC to discuss amended Cerner objection.
12/17/20	G. Miller	1.20	668.10	B420	Call with with S. Maizel, S. Alberts and C. Montgomery re Multicare plan.
12/17/20	G. Miller	0.20	111.35	B420	Review Lane declaration re Multicare.
12/17/20	G. Miller	1.20	668.10	B420	Attend status conference.
12/17/20	G. Miller	0.30	167.03	B420	Call between Astria and Lapis to discuss status of bankruptcy case.
12/17/20	G. Miller	0.70	389.73	B420	Attend hearing re assumption and rejection of Cerner agreements.
12/17/20	G. Miller	0.30	167.03	B420	Revise confirmation order and file same.
12/17/20	G. Miller	0.50	278.38	B420	Draft stipulation extending authorization to use cash collateral.
12/17/20	G. Miller	0.40	222.70	B420	Call with Lapis to discuss Multicare plan.
12/17/20	G. Miller	5.60	3,117.80	B420	Revise plan and confirmation order re Multicare financing.
12/17/20	G. Miller	0.60	334.05	B420	Review stipulation resolving AHM issues (.3); draft order approving same (.3).
12/18/20	G. Miller	0.30	167.03	B420	Calls with S. Durbin and M. Lane re purchase of Siemens equipment.

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12/18/20	G. Miller	0.70	389.73	B420	Revise Lane Declaration in support of modified plan.
12/18/20	G. Miller	2.00	1,113.50	B420	Attend confirmation hearing.
12/18/20	G. Miller	5.60	3,117.80	B420	Revise plan and confirmation order re Multicare financing .
12/18/20	G. Miller	1.50	835.13	B420	Calls with Lapis and C.Grumer to discuss Multicare plan.
12/18/20	G. Miller	2.00	1,113.50	B420	Review stipulation resolving AHM issues , draft order approving same,; draft motion to file exhibit A under seal.
12/18/20	G. Miller	0.40	222.70	B420	Calls with M. Lane, S. Durbin and S. Schrag re ARMC leased equipment.
12/19/20	G. Miller	2.10	1,169.18	B420	Revise plan and confirmation order re Multicare financing .
12/19/20	G. Miller	0.50	278.38	B420	Review Lane Declaration in support of Modified Plan.
12/19/20	G. Miller	0.70	389.73	B420	Calls with S.Maizel and C.Grumer to discuss Multicare plan.
12/20/20	G. Miller	0.50	278.38	B420	Draft notice of filing plan supplement.
12/20/20	G. Miller	1.10	612.43	B420	Revise plan and confirmation order re Multicare financing.
12/20/20	G. Miller	1.00	556.75	B420	Revise Lane Declaration in Support of Confirmation (.8); Call with M.Lane re same (.2).
12/20/20	G. Miller	1.20	668.10	B420	Calls with S. Maizel and C. Grumer to discuss Multicare plan.
12/20/20	G. Miller	0.40	222.70	B420	Draft notice of filing redlines of modified plan and confirmation order.
12/21/20	G. Miller	2.30	1,280.53	B420	Revise plan and confirmation order re Multicare financing .
12/21/20	G. Miller	0.40	222.70	B420	Emails with M. Owens and R. Jareck re authorization to use cash collateral .
12/21/20	G. Miller	0.60	334.05	B420	Attend confirmation hearing.
12/21/20	G. Miller	0.60	334.05	B420	Call with Cerner and M. Lane to discuss Lane Declaration in Support of Confirmation .

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12/21/20	G. Miller	1.00	556.75	B420	Call with Astria to discuss Cerner issues .
12/21/20	G. Miller	0.40	222.70	B420	Call with Lapis and Committee to discuss Multicare plan.
12/22/20	G. Miller	0.40	222.70	B420	Call with I. Hammel to discuss revisions to modified confirmation order (.1); Call with C. Grumer re same (.3).
12/22/20	G. Miller	6.20	3,451.85	B420	Revise plan and confirmation order re Multicare financing and emails with Lapis, the Committee and Multicare re revisions to same.
12/23/20	G. Miller	0.40	222.70	B420	Finalize and file stipulation extending authorization to use cash collateral .
12/23/20	G. Miller	0.40	222.70	B420	Draft certificate of no objections re extension of time to assume or reject leases.
12/23/20	G. Miller	2.10	1,169.18	B420	Review Cerner proposed changes to confirmation order and revise order addressing same.
12/23/20	G. Miller	1.80	1,002.15	B420	Create list of deadlines re confirmation order and send same to K.Howard.
12/23/20	G. Miller	0.70	389.73	B420	Calls with S.Maizel, M.Lane and J.Day re revisions to confirmation order.
12/23/20	G. Miller	0.60	334.05	B420	Attend confirmation hearing .
12/24/20	G. Miller	0.50	278.38	B420	Draft confirmation notice and emails with S.Maizel and KCC re same.
12/24/20	G. Miller	0.10	55.68	B420	Finalize certificate of no objections re extension of time to assume or reject leases.
12/28/20	G. Miller	0.80	445.40	B420	Finalize confirmation notice and rejection notice (.5); Emails with KCC, S.Maizel and S.Schrag re same (.3).
12/28/20	G. Miller	0.40	222.70	B420	Call with Dentons team re rejection notice.
12/28/20	G. Miller	0.50	278.38	B420	Call to discuss closing of Multicare transaction .
12/28/20	G. Miller	0.20	111.35	B420	Call with E.Rehbock to discuss closing of Lapis and Multicare financing.

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12/28/20	G. Miller	0.40	222.70	B420	Emails with S.Maizel and S.Schrag re Banner Bank administrative claim.
12/28/20	G. Miller	0.50	278.38	B420	Review plan re effective date payments and email S.Maizel re same.
12/29/20	G. Miller	1.20	668.10	B420	Revise draft motion to destroy ARMC patient records.
12/29/20	G. Miller	1.00	556.75	B420	Call with Astria to discuss effective date payments.
12/29/20	G. Miller	1.00	556.75	B420	Call with Multicare and Astria to discuss closing of Multicare transaction.
12/30/20	G. Miller	0.30	167.03	B420	Emails with KCC and M.Owens re missing addresses .
12/30/20	G. Miller	2.20	1,224.85	B420	Draft motion to extend time to assume or reject leases and file same.
12/30/20	G. Miller	0.50	278.38	B420	Call to discuss closing of Multicare transaction .
12/30/20	G. Miller	1.30	723.78	B420	Revise draft motion to destroy ARMC patient records.
12/30/20	G. Miller	0.90	501.08	B420	Review plan, confirmation order and schedules and send same to S.Shanker.
12/31/20	G. Miller	0.40	222.70	B420	Review emails from M.Owens re missing addresses and email KCC re same.
12/31/20	G. Miller	0.60	334.05	B420	Draft notice of motion to extend time to assume or reject leases and file same (.4); Emails with S.Alberts re same (.2).
12/31/20	G. Miller	1.60	890.80	B420	Review Other Secured Claims, Priority Claims and Convenience Class Claims and email KCC re same.
01/05/21	G. Miller	1.10	612.43	B420	Review Other Secured Claims, Priority Claims and Convenience Class Claims and email Dentons team and Astria re same.
01/05/21	G. Miller	1.30	723.78	B420	Calls to discuss closing of Multicare transaction
01/06/21	G. Miller	0.60	334.05	B420	Revise draft motion to destroy ARMC patient records.

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01/06/21	G. Miller	0.60	334.05	B420	Call with Dentons team to discuss Other Secured Claims, Priority Claims and Convenience Class Claims .
01/06/21	G. Miller	0.80	445.40	B420	Review Other Secured Claims, Priority Claims and Convenience Class Claims and email Dentons team and Astria re same.
01/07/21	G. Miller	0.50	278.38	B420	Call to discuss closing of Multicare transaction.
01/07/21	G. Miller	1.10	612.43	B420	Call with Dentons team and Astria to discuss Other Secured Claims, Priority Claims and Convenience Class Claims .
01/11/21	G. Miller	0.40	222.70	B420	Review revised GUC Distribution Trust Agreement and email M.Lane re same.
01/11/21	G. Miller	2.00	1,113.50	B420	Draft UCC termination consent letter (1.5); Emails with Dentons team re mechanics liens (.5).
01/11/21	G. Miller	0.30	167.03	B420	Review legal descriptions of ARMC and MOB sold and email S.Alberts re same .
01/11/21	G. Miller	1.00	556.75	B420	Revise draft motion to destroy ARMC patient records.
01/12/21	G. Miller	0.60	334.05	B420	Review proofs of claims filed by Cardinal Health as well as Cardinal Health settlement and email C.Montgomery re same.
01/12/21	G. Miller	0.90	501.08	B420	Revise draft motion to destroy ARMC patient records and file same.
01/13/21	G. Miller	0.40	222.70	B420	Call to discuss closing of Multicare transaction.
01/13/21	G. Miller	1.40	779.45	B420	Review Lapis UCC-1s and UCC-3s.
01/14/21	G. Miller	0.90	501.08	B420	Calls to discuss closing of Multicare transaction.
01/14/21	G. Miller	0.40	222.70	B420	Call with T.Buford and S.Maizel to discuss Cardinal Health financing statement (.2); Email C.Montgomery re same (.2).
01/14/21	G. Miller	0.70	389.73	B420	Call with Astria to discuss Cardinal Health financing statement.
01/14/21	G. Miller	0.40	222.70	B420	Emails and S.Maizel and S.Schrag re mechanic's liens.

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01/15/21	G. Miller	1.00	556.75	B420	Draft notice of occurrence of effective date and file same.
01/15/21	G. Miller	0.10	55.68	B420	Review plan re deadline to object to claims and email S.Alberts re same.
01/15/21	G. Miller	0.20	111.35	B420	Emails with S.Schrag re assumption of executory contracts.
01/15/21	G. Miller	0.30	167.03	B420	Call to discuss closing of Multicare transaction.
<b>Subtotal</b>		<b>110.80</b>	<b>61,688.14</b>		

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**EMP - Employment**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/08/20	D. Cook	0.20	94.35	EMP	Analysis regarding hearing in connection with SEIU settlement (.2);
12/14/20	S. McCandless	3.20	2,560.00	EMP	Communicate with S. Alberts regarding issues related to non-compete clause (.10); review and analyze Reply to AHM Objection to Plan Confirmation for discussion of employment issues and S. Alberts' related comments (.40); revise Reply for employment purposes and provide related comments (.70); communicate with A. Youssefi regarding research for further analysis and potential revisions (.20); review results of A. Youssefi's research (.60); provide further comments to language of Reply in context of case law (.40); related telephone call with D. Cook (.40); various related further communication with bankruptcy team and review of authorities regarding whether a non-compete breach can be treated as a claim (.40).
12/14/20	A. Shiran	1.10	668.53	EMP	Research in support of Reply to AHM plan objection.
12/15/20	D. Cook	1.20	566.10	EMP	Draft proposed 9019 settlement with SEIU order (1.2);
12/15/20	S. McCandless	1.60	1,280.00	EMP	Review and comment on latest version of Reply to AHM objection (.30); discuss same with D. Cook (.40); further related communications with bankruptcy team regarding treatment of non compete breach as claim (.40); further revise Reply and communicate with D. Cook regarding same (.50).
12/23/20	A. Shiran	3.10	1,884.03	EMP	Draft Signing Bonus and Waiver Agreement; discuss same with S. McCandless.

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/23/20	S. McCandless	3.60	2,880.00	EMP	Communicate with S. Maizel regarding agreement for signing bonuses and waivers of claims (.20); related review and analysis of Stipulation resolving request for allowance and payment of administrative expense claim of AHM and accompanying exhibits for drafting of requested agreement (.70); related review of other related background information (.30); instructions to A. Youssefi regarding preparation of initial draft of agreement for signing bonus and waiver of claims (.40); review and analyze initial draft of agreement for signing bonus and waiver of claims (.60); detailed revisions to signing bonus and waiver of claims (.80); add embedded comments and questions (.20); communicate with S. Maizel regarding same (.20); review communications with other parties in response to same (.20).
12/31/20	S. McCandless	2.90	2,320.00	EMP	Review and analyze agreed order for C. Lewis and related communication from S. Schrag (.40); communicate with S. Schrag regarding same (.20); telephone call with S. Maizel regarding background to and handling of same (.10); further discuss background with S. Schrag and A. Youssefi for drafting of release agreement (.20); instructions to A. Youssefi for language of release agreement (.30); further communicate with S. Maizel and S. Schrag regarding same (.20); initial review of first draft of release agreement for revision of same (.40); more detailed review and analysis of certain of applicable specific language in form of Order for revision of first draft of release agreement (.30); begin detailed revisions and additions to release agreement for Cynthia Lewis (.80).
12/31/20	A. Shiran	2.30	1,397.83	EMP	Discuss release agreement for release for Cynthia Lewis M.D. with S. McCandless and S. Schrag (.2); begin drafting release agreement in connection with review of terms of agreed settlement (2.0) correspondence with S. Maizel regarding same (.1)

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Date	Timekeeper	Hours	Amount	Task	Narrative
01/04/21	S. McCandless	4.10	3,280.00	EMP	Draft and revise Lewis release agreement and review client information for same (1.30); conference call with S. Schrag and A. Youssefi to discuss terms of Lewis release agreement and related questions for drafting and revision of same (.40); forward initial version of release to S. Maizel with comments regarding need for additions to same (.20); annotate same for pending questions (.40); conference call with S. Maizel to discuss pending questions for revisions to same (.30); detailed instructions to A. Youssefi o release agreement to convey further proposed revisions; discuss same (.80); communicate with S. Schrag regarding questions for finalizing release agreement (.20); finalize version of release agreement with A. Youssefi (.50).
01/04/21	A. Shiran	3.80	2,309.45	EMP	Telephone conference with S. Schrag and S. McCandless to discuss Lewis release terms (.2); revise and draft Lewis release agreement and evaluate court order and related stipulation in connection therwtih; telephone conference with S. Maizel and S. McCandless to discuss same ( . ).
01/05/21	A. Shiran	0.40	243.10	EMP	Receipt and review of bankruptcy team edits to Lewis release agreement and related order approving Lewis claim and notice of filing.
01/05/21	S. McCandless	0.60	480.00	EMP	Review Lewis release as revised by S. Schrag (.30); communicate with S. Schrag and A. Youssefi regarding same (.20); communicate with S. Maizel regarding same (.10).
01/09/21	S. McCandless	1.40	1,120.00	EMP	Communicate with S. Maizel and M. Owens regarding Signing Bonus and Waiver of Claims (.40); re-forward same with comments on same (.20); provide related detailed comments and information to M. Owens (.60); further communicate with M. Owens and S. Maizel regarding same (.20).
01/12/21	D. Cook	0.20	94.35	EMP	Communications with S Alberts and M Zeefe regarding SEIU settlement (.2);

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Date	Timekeeper	Hours	Amount	Task	Narrative
01/12/21	S. McCandless	1.30	1,040.00	EMP	Review comments by opposing counsel to Lewis release agreement (proposed changes to same) (.70); communicate with S. Maizel and S. Schrag regarding same (.20); review S. Maizel's changes to agreement for signing bonus and waiver of claims (.40).
01/13/21	S. McCandless	1.70	1,360.00	EMP	Communicate with S. Maizel and S. Schrag in detail regarding edits needed to recommendation letter proposed by opposing counsel (.50); discuss same with S. Schrag (.30); finalize form of signing bonus an waiver of claims (.40); forward signing bonus and release of claims form to clients with comments on same (.30); further communicate with clients regarding same (.20).
01/13/21	A. Shiran	0.50	303.88	EMP	Review and revise agreement for signing bonus and waiver of claims.

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Date	Timekeeper	Hours	Amount	Task	Narrative
01/14/21	S. McCandless	3.40	2,720.00	EMP	Review, analyze, and initially annotate letter of recommendation proposed by counsel for C. Lewis for discussion on conference call with S. Maizel and B. Gibbons (.30); review outstanding points on release agreement as proposed in preparation for client conference call (.30); communicate with S. Maizel and B. Gibbons in preparation for conference call to discuss both of same (.20); conference call with B. Gibbons, S. Maizel, and S. Schrag to further refine client counterproposal on recommendation letter and to discuss outstanding points on release agreement (.40); communicate with B. Gibbons regarding revenue numbers for reference letter (.10); draft and add indemnity provision to Lewis release in context of changes proposed by opposing counsel (.40); revise section of release addressing recommendation letter and employment reference request (as originally drafted by opposing counsel) (.30); review and fully finalize all changes to letter and release agreement with A. Youssefi (.70); review and revise alternative versions of signing bonus and release for employees under and over 40 (.40); finalize same with A. Youssefi (.30).
01/14/21	A. Shiran	0.80	486.20	EMP	Draft Agreement for Signing Bonus and Waiver of Claims for under 40 employees (.5); revise related over 40 agreement (.3).
01/14/21	A. Shiran	1.50	911.63	EMP	Discuss letter of recommendation to Ms. Lewis (.4 ) Discuss with S. McCandless (.7); revise letter of recommendation and Lewis release agreement (. 4)
01/15/21	S. McCandless	1.00	800.00	EMP	Review latest versions of two forms of signing bonus and waiver agreements (.50); communicate with M. Owens regarding same (.20); instructions to A. Youssefi to finalize same (.30).
01/15/21	A. Shiran	0.30	182.33	EMP	Revise and finalize agreement for signing bonus for employees.
<b>Subtotal</b>		<b>40.20</b>	<b>28,981.78</b>		

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**REP - Reporting**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/20	K.M. Howard	0.20	56.10	REP	Prepared email to M. Schwarzmann regarding the status of the October Monthly Operating Report (.1); prepared email to M. Lane regarding the status of the October Monthly Operating Report (.1).
12/02/20	K.M. Howard	0.20	56.10	REP	Prepared email to S. Maizel regarding the October Monthly Operating Report (.1); email exchanges with M. Lane regarding same (.1).
12/03/20	K.M. Howard	4.20	1,178.10	REP	Analysis of emails regarding revisions to the October Monthly Operating Report (.2); prepared replies thereto (.1); reviewed the attestation page from B. Gibbons (.1); reviewed email from S. Maizel regarding the attestation (.1); assembled information (.1) and prepared responsive email to S. Maizel (.1); email exchanges with M. Lane regarding the Monthly Operating Report (.1); reviewed and cross-referenced bank statements to statements filed with the September Monthly Operating Statement (.6); received and reviewed October Monthly Operating Report (.4); reviewed email from S. Maizel regarding revisions to the attestation page (.1); reviewed revisions (.1) and prepared reply thereto (.1); reviewed email from M. Owens regarding the MOR and replied thereto (.1); received and reviewed MOR (.4); further analysis of bank statements for privilege and redacted confidential and privileged information (1.1); organized bank statements (.4);
12/04/20	K.M. Howard	0.40	112.20	REP	Finalized Monthly Operating Report for October and filed same.
12/17/20	K.M. Howard	0.40	112.20	REP	Email exchange with M. Schwarzmann regarding the November Monthly Operating Report (.1); reviewed NonDebtor Dataroom and created placeholders for same (.3).

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/17/20	K.M. Howard	0.30	84.15	REP	Email exchanges with court reporter and followup telephone conference with court reporter regarding clarity in testimony in hearing transcript.
12/18/20	K.M. Howard	1.00	280.50	REP	Email exchange with M. Schwarzmann regarding the bank statements for the November Monthly Operating Report (.1); reviewed, imported and organized November bank statements and reconciled statements with October statements to determine if additional statements are needed (.9).
12/21/20	K.M. Howard	0.30	84.15	REP	Reviewed email from S. Maizel regarding the questionnaire to the monthly operating report (.1); reviewed and assembled requested documents (.1); prepared email to S. Maizel regarding same (.1).
12/21/20	K.M. Howard	0.70	196.35	REP	Reviewed and revised questionnaire (.4); reviewed bank statements for privileged and confidential information and redacted same (.4).
12/22/20	K.M. Howard	1.90	532.95	REP	Reviewed Debtors' bank statements for confidential and privileged material and redacted same.
12/23/20	K.M. Howard	1.30	364.65	REP	Reviewed revised attestation to Monthly Operating Report (.1); email exchanges with B. Gibbons regarding same (.1); email exchange with S. Maizel regarding the execution of the Monthly Operating Report (.1); email exchange with S. Maizel regarding the final Monthly Operating Report (.1); reviewed and finalized Monthly Report for filing (.6) and filed same (.3).
12/23/20	K.M. Howard	0.90	252.45	REP	Email exchange with S. Maizel regarding the November Monthly Operating Report (.1); reviewed and prepared Monthly Operating Report and exhibits for filing (.4); finalized and filed Monthly Operating Report (.4).
<b>Subtotal</b>		<b>11.80</b>	<b>3,309.90</b>		

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SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
AGI	Attorney General Issues	53.55
B100	Administration	4,896.13
B110	Case Administration	14,337.72
B130	Asset Disposition	1,842.06
B140	Relief from Stay/Adequate Protection Proceedings	1,211.26
B150	Meetings of and Communications with Creditors	1,120.00
B160	Fee/Employment Applications	8,355.27
B170	Fee/Employment Objections	179.78
B185	Assumption/Rejection of Leases and Contracts	20,205.28
B190	Other Contested Matters (excl. assumption/rejection motions)	6,845.21
B220	Employee Benefits/Pension	112.20
B230	Financing/Cash Collections	102,948.90
B260	Board of Directors Matters	5,440.00
B300	Claims and Plan	128,323.94
B310	Claims Administration and Objections	124,013.88
B320	Plan and Disclosure Statement (incl. Business Plan)	129,334.03
B420	Restructurings	61,688.14
EMP	Employment	28,981.78
REP	Reporting	3,309.90
	Total This Matter	\$643,199.03

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TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Montgomery	\$800.00	103.40	\$82,720.00
S. Alberts	\$800.00	128.40	\$102,720.00
S. Maizel	\$800.00	187.50	\$150,000.00
J. Hay	\$800.00	2.50	\$2,000.00
S. McCandless	\$800.00	24.80	\$19,840.00
T. Moyron	\$599.25	1.00	\$599.25
J.A. Moe, II	\$599.25	6.60	\$3,955.10
M. Zeefe	\$497.25	57.20	\$28,442.72
A. Shiran	\$607.75	13.80	\$8,386.98
G. Miller	\$556.75	176.20	\$98,099.67
N. Morales	\$493.00	7.10	\$3,500.30
S. Schrag	\$403.75	182.20	\$73,563.44
D. Cook	\$471.75	82.30	\$38,825.09
G. Gollomp	\$331.50	1.80	\$596.70
D. Pina	\$323.00	11.60	\$3,746.80
G. Medina	\$301.75	12.20	\$3,681.38
K.M. Howard	\$280.50	80.10	\$22,468.05
R. Lewis	\$267.75	<u>0.20</u>	<u>\$53.55</u>
Totals		1,078.90	\$643,199.03

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DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/25/2020	Delivery & Postage FedEx Airbill #399382102258 11/25/20 Delivery to 1806 YAKIMA VALLEY HWY, SUNNYSIDE, WA	16.11
12/15/2020	Delivery & Postage FedEx Airbill #781490297570 12/15/20 Delivery to 1806 YAKIMA VALLEY HWY, SUNNYSIDE, WA	19.05
	Dentons E Discovery Services	150.00
12/13/2020	Lexis COOK\ DAVID	48.80
12/14/2020	Lexis SCHRAG\ SARAH	380.00
1/10/2021	Lexis SCHRAG\ SARAH	49.50
1/10/2021	Lexis SCHRAG\ SARAH	95.00
11/23/2020	LITIGATION SUPPORT VENDORS Central Court Reporting Invoice 29824 re Original and one copy of hearing transcript.	232.00
12/14/2020	LITIGATION SUPPORT VENDORS Central Court Reporting Invoice No. 30033 re Transcript of December 10, 2020 hearing.	796.00
12/18/2020	LITIGATION SUPPORT VENDORS Central Court Reporting Invoice No. 30099 re transcript of December 16, 2020 hearing.	826.00
10/5/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AA PACER FEES	1.20
10/5/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AA PACER FEES	4.70
10/7/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AA PACER FEES	2.20
10/12/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AA PACER FEES	3.20
10/12/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AA PACER FEES	1.70
10/13/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AA PACER FEES	3.20
10/23/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AA PACER FEES	1.70
12/23/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AD PACER FEES	4.10
12/26/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AD PACER FEES	6.30

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/29/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AD PACER FEES	6.00
12/30/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AD PACER FEES	5.20
11/23/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	6.40
11/23/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	14.60
11/24/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	1.10
12/3/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	3.70
12/4/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	3.10
12/11/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	6.00
12/13/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	3.30
12/14/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	39.60
12/14/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	25.80
12/15/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	17.30
12/15/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	9.80
12/16/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	13.30
12/17/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	14.20
12/17/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	3.70
10/28/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	3.10
10/29/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	3.10

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/31/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	29.20
11/2/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	3.00
11/2/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	1.40
11/6/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	12.40
11/9/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	4.90
11/9/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	1.40
11/13/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	31.00
11/16/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	9.40
11/18/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	33.10
11/20/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	3.10
11/20/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AB PACER FEES	4.90
12/13/2020	WESTLAW COOK\DAVID F	900.00
12/14/2020	WESTLAW COOK\DAVID F	804.32
12/19/2020	WESTLAW COOK\DAVID F	597.58
11/24/2020	WESTLAW COOK\DAVID F	75.00
12/2/2020	WESTLAW COOK\DAVID F	300.00
12/3/2020	WESTLAW COOK\DAVID F	2,004.32
12/4/2020	WESTLAW COOK\DAVID F	375.00
12/4/2020	WESTLAW SCHRAG\SARAH	75.00
12/6/2020	WESTLAW COOK\ DAVID F	75.00
12/9/2020	WESTLAW COOK\ DAVID F	150.00
12/10/2020	WESTLAW COOK\ DAVID F	150.00
12/29/2020	WESTLAW SCHRAG\SARAH	75.00

Astria Health  
Astria Health - 19-01192-11  
Matter: 15802271-000003  
Invoice No.: 2372922

February 10, 2021

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/30/2020	WESTLAW SCHRAG\SARAH	150.00
1/10/2021	WESTLAW COOK\DAVID F	150.00
1/11/2021	WESTLAW COOK\DAVID F	525.00
1/12/2021	WESTLAW SCHRAG\SARAH	148.00
	Total Disbursements	\$9,508.08
	Total This Matter	\$652,707.11



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Sunnyside, WA 98944  
USA

February 10, 2021

Client #: 15802271

Total Hours	1,078.90
Fee Total	\$ 643,199.03
Disbursement Total	\$ 9,508.08
Invoice Total	<u>\$ 652,707.11</u>
Amounts Received, Available to Apply Against Current or Future Invoices	32.00
Amount Due	\$ 652,707.11

Questions should be directed to:  
S. Maizel  
at 1 213 623 9300  
Federal Tax I.D. Number 36-1796730



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February 10, 2021  
**Invoice No. 2366783**

Client: 15802271 - SHC Medical Center-Toppenish (19-01190-11)

Payment Due Upon Receipt

---

Total This Invoice \$ 308.55

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227 W Monroe, Chicago, IL 60606  
ABA Transit # 271070801  
Account # 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33

Reference Invoice # and/or client matter #

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Questions relating to this invoice should be directed to:

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at 1 213 623 9300



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February 10, 2021

**Invoice No. 2366783**

For Professional Services Rendered through December 31, 2020:

Matter: 15802271-000008  
SHC Medical Center-Toppenish (19-01190-11)

**B310 - Claims Administration and Objections**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/04/20	K.M. Howard	0.40	112.20	B310	Analysis of Banner Bank's Notice and Application for Administrative Expense Claim and reviewed and revised Critical Dates Memorandum (.3); reviewed and revised administrative claims objection deadline chart (.1).
12/04/20	K.M. Howard	0.40	112.20	B310	Analysis of Banner Bank's Notice and Application for Administrative Expenses Claim and reviewed and revised Critical Dates Memorandum (.3); reviewed and revised administrative claims objection deadline chart (.1).
12/04/20	K.M. Howard	0.30	84.15	B310	Reviewed and assembled Banner Bank's Notice and Application for Administrative Expense Claim (.2) and prepared email to Astria Team regarding same (.1).
<b>Subtotal</b>		<b>1.10</b>	<b>308.55</b>		

Astria Health  
 SHC Medical Center-Toppenish (19-01190-11)  
 Matter: 15802271-000008  
 Invoice No.: 2366783

February 10, 2021

SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
B310	Claims Administration and Objections	308.55
	Total This Matter	\$308.55
	Total This Matter	\$308.55

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
K.M. Howard	\$280.50	1.10	\$308.55
Totals		1.10	\$308.55

Fee Total	\$	308.55
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Invoice Total	\$	<u>308.55</u>
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Total Hours		1.10
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Fee Total	\$	308.55
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Invoice Total	\$	<u>308.55</u>
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February 9, 2021

**Invoice No. 2366781**

Client: 15802271 - SHC Medical Center-Yakima (19-01192-11)

Payment Due Upon Receipt

Total This Invoice

\$ 10,083.03

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Account # 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33

Reference Invoice # and/or client matter #

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February 9, 2021

**Invoice No. 2366781**

For Professional Services Rendered through December 31, 2020:

Matter: 15802271-000009  
SHC Medical Center-Yakima (19-01192-11)

**B130 - Asset Disposition**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/04/20	G. Miller	0.20	111.35	B130	Call with escrow agent re closing of ARMC and MOB sale
12/04/20	G. Miller	0.50	278.38	B130	Call with S.Durbin, C.Waddle and M.Lane re ARMC and MOB sale closing
12/07/20	G. Miller	0.20	111.35	B130	Review formation documents and email same to escrow agent
12/07/20	G. Miller	1.00	556.75	B130	Emails re sale closing (.6); Calls with B.Lee and T.Ives re same (.4)
12/08/20	G. Miller	1.50	835.13	B130	Calls with S.Durbin, C.Waddle, T.Ives, M.Lane, S.Maizel and I.Hammel re closing of ARMC and MOB sale (.8); Emails with Lapis' counsel re same (.3); Review closing documents received from escrow agent (.4)
12/09/20	G. Miller	0.40	222.70	B130	Call with escrow agent to discuss status of ARMC and MOB sale closing
12/11/20	G. Miller	1.20	668.10	B130	Calls with M.Owens and B.Gibbons (.4); M.Lane (.2) and S.Durbin (.2) re MOB and ARMC sale closing; emails re same (.4)
12/11/20	G. Miller	0.50	278.38	B130	Review draft bill of sale re personal property in ARMC and MOB sale and comment re same
<b>Subtotal</b>		<b>5.50</b>	<b>3,062.14</b>		

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2366781

February 9, 2021

**B240 - Tax Issues**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/10/20	S. Clark	3.80	3,040.00	B240	Tax research & analysis re application of Washington State, and City & County of Yakima, real estate excise tax to contemplated sale of realty.
<b>Subtotal</b>		<b>3.80</b>	<b>3,040.00</b>		

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2366781

February 9, 2021

**B310 - Claims Administration and Objections**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/04/20	K.M. Howard	0.30	84.15	B310	Reviewed and assembled Banner Bank's Notice and Application for Administrative Expense Claim (.2) and prepared email to Astria Team regarding same (.1).
	<b>Subtotal</b>	<b>0.30</b>	<b>84.15</b>		

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2366781

February 9, 2021

**B320 - Plan and Disclosure Statement (incl. Business Plan)**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/10/20	C. Montgomery	1.60	1,280.00	B320	Communications with S Maizel re new plan development (.2); participate in zoom call with S Maizel, S Alberts, T Moyron and N Koffroth regarding possible pre conformation DIP refinancing (1.4)
	<b>Subtotal</b>	<b>1.60</b>	<b>1,280.00</b>		

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2366781

February 9, 2021

**B420 - Restructurings**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/12/20	G. Miller	0.40	222.70	B420	Review executed warranty deeds and lease (.3); emails with B. Gibbons and escrow agent re: same. (.1).
12/14/20	G. Miller	3.90	2,171.33	B420	Emails with escrow agent, buyer's counsel and Astria re: closing of ARMC and MOB sale (1.9); review and finalize closing documents (1.5); calls with escrow agent, M. Owens and B. Gibbons re: same. (.5).
12/21/20	G. Miller	0.30	167.03	B420	Review MOB lease and email M.Owens and B. Gibbons re costs to maintain building.
12/22/20	G. Miller	0.10	55.68	B420	Call with M. Lane re Siemens equipment at ARMC
	<b>Subtotal</b>	<b>4.70</b>	<b>2,616.74</b>		

Astria Health  
Matter: 15802271-000009  
Invoice No.: 2366781

February 9, 2021

SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
B130	Asset Disposition	3,062.14
B240	Tax Issues	3,040.00
B310	Claims Administration and Objections	84.15
B320	Plan and Disclosure Statement (incl. Business Plan)	1,280.00
B420	Restructurings	2,616.74
	Total This Matter	\$10,083.03
	Total This Matter	\$10,083.03

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
C. Montgomery	\$800.00	1.60	\$1,280.00
S. Clark	\$800.00	3.80	\$3,040.00
G. Miller	\$556.75	10.20	\$5,678.88
K.M. Howard	\$280.50	<u>0.30</u>	<u>\$84.15</u>
Totals		15.90	\$10,083.03

Total Hours 15.90

Fee Total \$ 10,083.03

Invoice Total \$ 10,083.03



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February 10, 2021

**Invoice No. 2370649**

Matter: 15802271  
Sunnyside Community Hospital Association (19-01191-11)

Payment Due Upon Receipt

Total This Invoice \$ 29,292.88

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227 W Monroe, Chicago, IL 60606  
ABA Transit # 271070801  
Account # 0801051693  
Account Name: Dentons US LLP  
Swift Code: CITIUS33

Reference Invoice # and/or client matter #

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Questions relating to this invoice should be directed to:

S. Maizel  
at 1 213 623 9300

Astria Health  
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Sunnyside, WA 98944  
USA

February 10, 2021

**Invoice No. 2370649**

For Professional Services Rendered through January 15, 2021:

Matter: 15802271-000010  
Sunnyside Community Hospital Association (19-01191-11)

**B230 - Financing/Cash Collections**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/11/20	E. Rehbock	0.50	400.00	B230	Review closing checklist.
12/16/20	E. Rehbock	1.80	1,440.00	B230	Review plan; commence review of credit agreement.
12/29/20	E. Rehbock	0.60	480.00	B230	Discuss next steps after internal call; follow up on DACA forms.
12/30/20	E. Rehbock	0.70	560.00	B230	Review DACA forms and related plan; related calls.
12/11/20	E. Rehbock	0.50	400.00	B230	Review closing checklist.
01/04/21	E. Rehbock	2.30	1,840.00	B230	Review control agreements; related calls and emails.
01/05/21	E. Rehbock	4.50	3,600.00	B230	Review credit agreement, security agreement and account structure(1.9); mark up security agreement for cash collections and control mechanisms (.8); prepare for and attend call to discuss same (1.3); related emails and correspondence (.5).
01/06/21	G. Gollomp	2.70	895.05	B230	Draft DACA terminations; correspondence regarding same.
01/06/21	E. Rehbock	3.20	2,560.00	B230	Prepare for and attend wells call; review related correspondence; calls with Axos; internal calls to discuss status and process; annotate checklist.
01/07/21	E. Rehbock	2.30	1,840.00	B230	Review changes to terminations and coordinate review by various parties; call re accounts and sweep arrangements.
01/07/21	G. Gollomp	1.40	464.10	B230	Revise DACA terminations; correspondence regarding same.

Astria Health  
Sunnyside Community Hospital Association (19-01191-11)  
Matter: 15802271-000010  
Invoice No.: 2370649

February 10, 2021

Date	Timekeeper	Hours	Amount	Task	Narrative
01/08/21	E. Rehbock	2.00	1,600.00	B230	Call to discuss status of each account; review related correspondence; update chart and follow up with banks.
01/08/21	G. Gollomp	1.70	563.55	B230	Revise DACA terminations; correspondence regarding same.
01/10/21	G. Gollomp	0.80	265.20	B230	Revise DACA terminations; correspondence regarding same.
01/11/21	J. Patel	0.50	159.38	B230	Review Exit Financing Credit Agreement and identify borrower counsel responsibilities
01/11/21	E. Rehbock	2.30	1,840.00	B230	DACA and DACA termination related calls and emails.
01/12/21	E. Rehbock	1.50	1,200.00	B230	Coordinate DACAS; checklist call and related emails.
01/12/21	G. Gollomp	1.30	430.95	B230	Revise DACA terminations; correspondence regarding same.
01/13/21	E. Rehbock	2.80	2,240.00	B230	Attend to DACA and termination matters; related calls and emails.
01/13/21	G. Gollomp	0.20	66.30	B230	Discussion with E. Rehbock regarding signature packets.
01/13/21	G. Gollomp	4.10	1,359.15	B230	Revise documents and compile signature packets; correspondence regarding same.
01/14/21	E. Rehbock	4.30	3,440.00	B230	Coordinate document revisions; attend various calls and sign off on process.
01/14/21	G. Gollomp	2.80	928.20	B230	Attend to closing matters including signature packets and revising final documents.
01/15/21	E. Rehbock	0.70	560.00	B230	Closing call; coordinate releases.
<b>Subtotal</b>		<b>45.00</b>	<b>28,731.88</b>		

Astria Health  
Sunnyside Community Hospital Association (19-01191-11)  
Matter: 15802271-000010  
Invoice No.: 2370649

February 10, 2021

**B310 - Claims Administration and Objections**

Date	Timekeeper	Hours	Amount	Task	Narrative
01/04/21	K.M. Howard	2.00	561.00	B310	Reviewed email from S. Maizel regarding the secured claim of Garold and Patricia Butler (.1); reviewed recorded Deed of Trust (.2); reviewed claims registry in Astria Health to determine if the Butlers or the trustee filed a proof of claim (.4); reviewed the claims registry is Sunnyside to determine if the Butlers or the trustee filed a proof of claim (.3); reviewed claim filed by the trustee in Sunnyside (.2) and culled same (.1); reviewed Schedule D in Sunnyside to determine if the secured claim was included (.2) and culled Schedule D (.1); reviewed lien summary chart and culled summarized information regarding the Recorded Deed of Trust and culled same (.2); assembled culled documents (.1) and prepared email to Astria Team regarding findings (.1).
<b>Subtotal</b>		<b>2.00</b>	<b>561.00</b>		

Astria Health  
Sunnyside Community Hospital Association (19-01191-11)  
Matter: 15802271-000010  
Invoice No.: 2370649

February 10, 2021

SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
B230	Financing/Cash Collections	28,731.88
B310	Claims Administration and Objections	561.00
Total This Matter		\$29,292.88

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
E. Rehbock	\$800.00	29.50	\$23,600.00
G. Gollomp	\$331.50	15.00	\$4,972.50
J. Patel	\$318.75	0.50	\$159.38
K.M. Howard	\$280.50	<u>2.00</u>	<u>\$561.00</u>
Totals		47.00	\$29,292.88
Total This Matter			\$29,292.88

Total Hours 47.00

Fee Total \$ 29,292.88

Invoice Total \$ 29,292.88



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February 10, 2021

**Invoice No. 2366778**

Matter: 15802271

Payment Due Upon Receipt

Sunnyside Community Hospital Home Medical Supply, LLC  
(19-01197-11)

---

Total This Invoice

\$ 4,880.00

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February 10, 2021

**Invoice No. 2366778**

For Professional Services Rendered through December 31, 2020:

Matter: 15802271-000011  
Sunnyside Community Hospital Home Medical Supply, LLC  
(19-01197-11)

**B230 - Financing/Cash Collections**

Date	Timekeeper	Hours	Amount	Task	Narrative
12/18/20	E. Rehbock	2.10	1,680.00	B230	Review account structure and discuss existing DACAs; review background materials and order; related correspondence.
12/21/20	E. Rehbock	3.20	2,560.00	B230	Discuss transaction and DACA requirements; review draft finance agreement.
12/28/20	E. Rehbock	0.80	640.00	B230	Follow up on most recent DACA forms; call to get updates on hearing; call re Multicare deal kick off.
	<b>Subtotal</b>	<b>6.10</b>	<b>4,880.00</b>		

Astria Health  
Sunnyside Community Hospital Home Medical Supply, LLC  
(19-01197-11)  
Matter: 15802271-000011  
Invoice No.: 2366778

February 10, 2021

SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
B230	Financing/Cash Collections	4,880.00
	Total This Matter	\$4,880.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
E. Rehbock	\$800.00	6.10	\$4,880.00
Totals		6.10	\$4,880.00
Total This Matter			\$4,880.00

Total Hours	6.10
Fee Total	\$ 4,880.00

Invoice Total	<u>\$ 4,880.00</u>
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February 10, 2021

**Invoice No. 2370454**

Matter: 15802271-000017  
Astria adv. SBA (2:20-ap-80016)

Payment Due Upon Receipt

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Total This Invoice \$ 36,584.40

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Reference Invoice # and/or client matter #

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Questions relating to this invoice should be directed to:

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at 1 213 623 9300

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February 10, 2021

**Invoice No. 2370454**

For Professional Services Rendered through January 15, 2021:

Matter: 15802271-000017  
Astria adv. SBA (2:20-ap-80016)

**AGI - Attorney General Issues**

Date	Timekeeper	Hours	Amount	Task	Narrative
01/04/21	G. Goldberg	3.50	2,037.88	AGI	Research Congressional Record re: legislative history of language clarifying the authority of bankrupt entities to receive PPP loans; phone call and multiple emails with Sam Alberts re: same; emails with Sarah Schrag re: the Consolidated Appropriations Act and my research
01/12/21	G. Goldberg	0.50	291.13	AGI	Research and emails with S. Schrag re: the authority of bankrupt entities to receive PPP loans and the likelihood that the SBA will not notify the US Trustee and enable bankrupt entities to receive PPP loans until after Joe Biden's inauguration and after the Senate confirms Isabel Guzman as the SBA Administrator
<b>Subtotal</b>		<b>4.00</b>	<b>2,329.01</b>		

Astria Health  
Astria adv. SBA (2:20-ap-80016)  
Matter: 15802271-000017  
Invoice No.: 2370454

February 10, 2021

**APP - Appellate Proceedings**

Date	Timekeeper	Hours	Amount	Task	Narrative
01/02/21	S. Schrag	9.90	3,997.13	APP	Continue drafting response brief (4.9); review notice of supplemental filings (.3); conduct research in support of brief (4.7).
01/03/21	S. Schrag	11.40	4,602.75	APP	Continue drafting response brief (5.7); conduct research related thereto (5.5); confer with S. Maizel regarding the same (.2).
01/04/21	K.M. Howard	0.30	84.15	APP	Analysis of emails regarding an extension for Debtors to file their reply (.1); reviewed email exchanges regarding new cases cited by SGM (.2);
01/04/21	S. Schrag	5.60	2,261.00	APP	Confer with S. Alberts and S. Maizel regarding Reply brief (.6); review and revise brief (.6); confer with I. Ortiz regarding the same (.2); conduct further research (1.2); review legislative history and new legislation (1.4); confer with S. Alberts regarding new legislation and 11th Circuit ruling (.3); confer with SBA regarding the same (.3); draft and revise extension motion (.8); confer with court clerk's office (.2).
01/04/21	K.M. Howard	0.20	56.10	APP	Analysis of and culled SBA's Notice of Supplemental Authority (.1); prepared email to Astria Team regarding same (.1).
01/04/21	K.M. Howard	0.40	112.20	APP	Analysis of Second Motion for Extension of Time for Astria Health to file Reply to Appellee's Brief and reviewed and revised Critical Dates Memorandum.
01/05/21	K.M. Howard	0.40	112.20	APP	Analysis of Judge Peterson's order regarding the Unopposed Motion for Extension for Debtors to file reply and reviewed and revised Critical Dates Memorandum
01/06/21	S. Schrag	0.20	80.75	APP	Confer with B. Anderson regarding case.
01/07/21	S. Schrag	0.30	121.13	APP	Confer with B. Anderson regarding case status.
01/10/21	S. Alberts	0.20	160.00	APP	Communications about status of appellate response.

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Date	Timekeeper	Hours	Amount	Task	Narrative
01/10/21	S. Schrag	1.10	444.13	APP	Confer with S. Alberts regarding reply brief (.2); conduct further research regarding reply brief (.9).
01/11/21	S. Alberts	0.40	320.00	APP	Review reply concerning appeal.
01/11/21	S. Schrag	9.40	3,795.25	APP	Conduct further research regarding SBA reply (3.6); conduct further research regarding new legislation (2.7); review and revise reply brief (2.8); confer with S. Maizel regarding the same (.3); confer with I. Ortiz regarding the same (.1).
12/04/20	S. Schrag	0.40	161.50	APP	Review SBA filing.
12/07/20	K.M. Howard	0.30	84.15	APP	Reviewed and culled Appellant's Responsive Brief (.2); prepared email to S. Maizel regarding same (.1).
12/09/20	K.M. Howard	0.40	112.20	APP	Analysis of order approving SBA's request to extend briefing deadlines and reviewed and revised Critical Dates Memorandum accordingly.
12/10/20	S. Schrag	0.70	282.63	APP	Begin drafting Reply to SBA response (.6); confer with M. Owens regarding payment (.1).
12/15/20	S. Schrag	2.50	1,009.38	APP	Continue drafting reply (.1.1); review SBA response (.6); conduct research regarding the same (.8).
12/16/20	S. Schrag	1.00	403.75	APP	Continue drafting reply brief (.8); conduct research related thereto (.2).
12/17/20	S. Schrag	2.70	1,090.13	APP	Continue drafting SBA Reply brief (1.8); confer with S. Maizel regarding the same (.2); confer with B. Donovan regarding the same (.1); draft motion to extend reply deadline (.6).
12/18/20	K.M. Howard	0.40	112.20	APP	Analysis of order and stipulated motion to extend Debtors' reply deadline in SBA appeal and reviewed and revised Critical Dates Memorandum accordingly.
12/21/20	K.M. Howard	0.10	28.05	APP	Email exchange with S. Maizel regarding order approving extension for Debtors' to file reply brief.

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Date	Timekeeper	Hours	Amount	Task	Narrative
12/29/20	S. Schrag	5.90	2,382.13	APP	Continue drafting the response/reply brief (3.2); conduct research regarding the same (2.7).
12/30/20	S. Schrag	8.40	3,391.50	APP	Continue drafting Reply to SBA (3.2); continue research regarding the same (2.8); review the record (.9); review SBA Response/Reply Brief (1.5).
12/31/20	S. Schrag	3.30	1,332.38	APP	Continue drafting reply brief (1.2); conduct research regarding the same (2.1).
<b>Subtotal</b>		<b>65.90</b>	<b>26,536.79</b>		

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**B100 - Administration**

Date	Timekeeper	Hours	Amount	Task	Narrative
01/04/21	S. Alberts	6.70	5,360.00	B100	Review appellate materials, communicate with legislative group on potential update to PPP program, obtain and review new law, draft comments to brief and draft introduction to restructure and forward (6.2), communicate about extension of time, review and comment on draft and follow up communications (.5).
12/30/20	E. Giudice	0.20	56.10	B100	Obtain article from Wall Street Journal entitled Hundreds of Companies That Got Stimulus Aid Have Failed: Recipients of PPP loans have filed for bankruptcy after the money ran out for S> Schrag
<b>Subtotal</b>		<b>6.90</b>	<b>5,416.10</b>		

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**B190 - Other Contested Matters (excl. assumption/rejection motions)**

Date	Timekeeper	Hours	Amount	Task	Narrative
01/04/21	S. Maizel	1.40	1,120.00	B190	Telephone conference with S. Alberts, etc. re SBA appeal issues (.2); review revised reply re SBA appeal (.5); review and respond to emails re same (.3); review and revise motion for extension re SBA appeal (.3); review and respond to email from W. Kannel re same (.1).
01/11/21	S. Maizel	0.60	480.00	B190	Review and revise reply re SBA appeal.
12/23/20	S. Maizel	0.40	320.00	B190	Review 11th Circuit decision re SBA litigation.
<b>Subtotal</b>		<b>2.40</b>	<b>1,920.00</b>		

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SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
AGI	Attorney General Issues	2,329.01
APP	Appellate Proceedings	26,536.79
B100	Administration	5,416.10
B190	Other Contested Matters (excl. assumption/rejection motions)	1,920.00
	Total This Matter	\$36,201.90

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$800.00	7.30	\$5,840.00
S. Maizel	\$800.00	2.40	\$1,920.00
S. Schrag	\$403.75	62.80	\$25,355.54
G. Goldberg	\$582.25	4.00	\$2,329.01
K.M. Howard	\$280.50	2.50	\$701.25
E. Giudice	\$280.50	<u>0.20</u>	<u>\$56.10</u>
Totals		79.20	\$36,201.90

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DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/31/2020	WESTLAW SCHRAG\SARAH	136.00
1/3/2021	WESTLAW SCHRAG\SARAH	75.00
1/4/2021	WESTLAW SCHRAG\SARAH	171.50
	Total Disbursements	\$382.50

Total This Matter	\$36,584.40
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Total Hours	79.20
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Fee Total	\$ 36,201.90
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Disbursement Total	\$ 382.50
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Invoice Total	<u>\$ 36,584.40</u>
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