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

<p>9</p> <p>10 IN RE:</p> <p>11 ASTRIA HEALTH, et al.,</p> <p>12 Debtors and Debtors In Possession.¹</p>	<p>Chapter 11</p> <p>Lead Case No. 19-01189-11 Jointly Administered</p> <p>DECLARATION OF NO FORMAL OBJECTIONS, RECONCILIATION OF INFORMAL OBJECTIONS WITH THE U.S. TRUSTEE, AND REQUEST FOR ENTRY OF AN ORDER GRANTING 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 [DOCKET NO. 2370]</p>
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17 ¹ The Debtors, along with their case numbers, are as follows: Astria Health (19-01189-11), Glacier Canyon, LLC (19-01193-11), Kitchen and Bath Furnishings, LLC (19-01194-11), Oxbow Summit, LLC (19-01195-11), SHC 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 (19-19-01200-11).



1 I, Sam J. Alberts, declare, that if called as a witness, I would and could
2 competently testify thereto, of my own personal knowledge, as follows:

3 1. Astria Health (“Astria”) and the above-referenced affiliated post
4 effective date debtors (collectively, the “Debtors”), in regard to the above-captioned
5 chapter 11 bankruptcy cases (collectively, the “Chapter 11 Cases”), by and through
6 counsel, filed the *Final Application of Dentons US LLP, as Debtors’ Counsel, for*
7 *Fees and Expense Reimbursement, Including for the Fifth Interim Period*
8 *September 1, 2020 Through January 15, 2021* [Docket No. 2370] (the “Final
9 Application”) on March 1, 2021, seeking entry of an order approving Dentons US
10 LLP’s fees and expenses for the Fifth Interim Period, and for the entirety of the case,
11 May 6, 2019 through January 15, 2021.²

12 2. On March 1, 2021, the Debtors’ filed the *Notice of Final Application of*
13 *Dentons US LLP, as Debtors’ Counsel, for Fees and Expense Reimbursement,*
14 *Including for the Period September 1, 2020 through January 15, 2021* [Docket
15 No. 2372] (the “Notice”), providing that objections to the Application must be filed
16 within twenty-one (21) days of service of the Notice.

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20 ² Capitalized terms not otherwise defined herein shall have the meaning afforded in
21 the Final Application.

1 3. On March 3, 2021, the Debtors' agent filed a *Certificate of Service*
2 [Docket No. 2379], which provides that the Application and Notice were served on
3 March 1, 2021.

4 4. Prior to the objection deadline, the Office of the United States Trustee
5 contacted Dentons and requested fee reductions of \$963.11 and \$1,660.00 (\$2,623.11
6 in total), to which Dentons has agreed.

7 5. Apart from the resolved concern of the Office of United States Trustee,
8 no objection to the Application was filed by March 22, 2021 deadline, which was
9 twenty-one (21) days after service of the Application and Notice.

10 6. Taking into account the fee reduction of \$2,623.11, for the Fifth Interim
11 Period Dentons seeks an allowance of fees totaling \$1,621,711.19
12 (\$1,624,344.30 - 2,633.11 = \$1,621,711.19) and expenses totaling \$23,747.10, for a
13 total of \$1,645,458.29 for the Fifth Interim Period, on which \$537,107.87 has been
14 paid, and on which the balance due is \$1,108,350.42
15 (\$1,110,973.53 - \$2,673.11 = \$1,108,360.42).

16 7. Dentons requests the Court affirm its prior awards of fees totaling
17 \$3,740,045.56 and expenses of \$56,914.20 for the period for May 6, 2019 through
18 August 31, 2020, as set forth in the chart at pages 13 and 14 of the Final Application,
19 which Chart is as follows, with a 20 cents correction as to the fees approved for the
20 Third Interim Period (from \$1,080,057.61 to \$1,080,037.61).

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)	\$1,080,037.61	\$17,409.95
Fourth Interim Period (05/01/20-08/31/20)	\$995,175.05	\$22,669.78
TOTAL	\$3,740,045.56	\$56,914.20

8. In summary:

- Dentons requests entry of an order awarding fees of \$1,621,711.19 and expenses of \$23,747.10 for the Fifth Interim Period of September 1, 2020, through January 15, 2021, for a total of \$1,645,458.29, on which \$537,107.89 has been paid and on which the balance payable to Dentons is \$1,108,350.42.
- Correcting the request at page 45, lines 7-9 of the Final Application, Dentons requests the Court affirm its prior awards of \$3,740,045.56 in fees and \$56,914.20 in expenses, as set forth in the Chart above, for a total of \$3,796,959.76, for the period May 6, 2019, through August 31, 2020.

9. Accordingly, Dentons requests entry of the order lodged on April 12, 2021 [Order ID/Docket No. 37387], granting the Final Application.

1 I declare under penalty of perjury under the laws of the United States of
2 America that the foregoing is true and correct to the best of my knowledge,
3 information and belief.
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5 Dated: April 12, 2021

/s/ Sam J. Alberts
SAMUEL R. MAIZEL (Admitted *Pro Hac Vice*)
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DENTONS US LLP

*Attorneys for the Chapter 11 Debtors and
Debtors In Possession*

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