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

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

IN RE:

ASTRIA HEALTH, et al.,

Debtors.<sup>1</sup>

Lead Case No. 19-01189-11

Jointly Administered

**DECLARATION OF JUSTIN PITT  
IN SUPPORT OF OFFICIAL  
COMMITTEE OF UNSECURED**

<sup>1</sup> 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-

DECLARATION OF JUSTIN PITT



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**CREDITORS' APPLICATION FOR  
ORDER APPROVING  
EMPLOYMENT OF SILLS CUMMIS  
& GROSS P.C. *NUNC PRO TUNC* TO  
MAY 23, 2019**

Justin Pitt, Esq. makes this declaration (the "Declaration") pursuant to 28 U.S.C. § 1746 in support of the Official Committee of Unsecured Creditors' (the "Committee") *Application for Order Approving Employment Nunc Pro Tunc to May 23, 2019* (the "Application"), requesting authority to retain Sills Cummis & Gross P.C. ("Sills") as the Committee's co-counsel in these bankruptcy cases pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Washington (the "Local Rules"), and states and declares as follows:

1. I am an attorney at law and Senior Vice President and Chief Litigation Counsel of CHS/Community Health Systems, Inc. ("CHS"), the duly-appointed chair of the Official Committee of Unsecured Creditors (the "Committee") in these chapter 11 cases.

2. I submit this Declaration pursuant to section (D)(2) of the *Guidelines*

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 *for Reviewing Applications for Compensation and Reimbursement of Expenses Filed*  
2 *under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of*  
3 *November 1, 2013 (the “U.S. Trustee Guidelines”), which requests a verified*  
4 *statement addressing the following issues in connection with an application for*  
5 *employment filed under section 1103 of the Bankruptcy Code:*

- 6 a) The identity and position of the person making the verification.  
7 The person ordinarily should be the general counsel of the debtor  
8 or another officer responsible for supervising outside counsel and  
9 monitoring and controlling legal costs.
- 10 b) The steps taken by the client to ensure that the applicant’s billing  
11 rates and material terms for the engagement are comparable to  
12 the applicant’s billing rates and terms for other non-bankruptcy  
13 engagements and to the billing rates and terms of other  
14 comparably skilled professionals.
- 15 c) The number of firms the client interviewed.
- 16 d) If the billing rates are not comparable to the applicant’s billing  
17 rates for other non-bankruptcy engagements and to the billing  
18 rates of other comparably skilled professionals, the circumstances  
19 warranting the retention of that firm.
- 20 e) The procedures the client has established to supervise the  
21 applicant’s fees and expenses and to manage costs. If the  
procedures for the budgeting, review and approval of fees and  
expenses differ from those the client regularly employs in non-  
bankruptcy cases to supervise outside counsel, explain how and  
why. In addition, describe any efforts to negotiate rates,  
including rates for routine matters, or in the alternative to  
delegate such matters to less expensive counsel.
- f) The client verification should be appropriately detailed and  
should not be a routine form prepared by the client’s bankruptcy  
counsel.

1           3.     As the designated representative of CHS, I was directly involved in the  
2 Committee's decision to retain Sills as its co-counsel in these cases and participated  
3 in the negotiation of the terms of Sills's employment.

4           4.     Unless otherwise stated in this Declaration, I have personal knowledge  
5 of the facts set forth herein.

6           5.     Upon its formation, the Committee interviewed 5 firms (and their  
7 respective co-counsel) seeking to provide their services as attorneys for the  
8 Committee before selecting Sills as its co-counsel along with Polsinelli PC  
9 ("Polsinelli").

10          6.     The Committee selected Sills as its co-counsel in these bankruptcy  
11 cases after careful deliberation based on, among other things, Sills's significant  
12 experience representing creditors in complex bankruptcy cases, including as  
13 committee counsel in numerous health care-related cases throughout the country;  
14 Sills's preparation for these cases; and Sills's proposed rate structure.

15          7.     The Committee has been advised by Sills that the billing rates and  
16 materials terms of Sills's engagement are comparable to their billing rates and terms  
17 for other non-bankruptcy engagements. Specifically, the Committee has been  
18 advised by Sills that the billing rates of Sills's professionals in these cases are within  
19 the range of, and comparable to the rates of its professionals in non-bankruptcy  
20 engagements based on such factors as title, experience, and expertise, and are not  
21 determined based on whether an engagement is bankruptcy-related or not.

1 Moreover, Sills has offered the Committee a discount from its standard rates in these  
2 cases as set forth in the declaration of Andrew H. Sherman submitted in support of  
3 the Application.

4 8. The Committee has also been advised by Sills that, while taking into  
5 account the unique circumstances presented by the representation of official  
6 committees in large chapter 11 cases, the material terms of Sills's engagement are  
7 comparable to the terms of their non-bankruptcy engagements.

8 9. The Committee has further been advised by Sills that the billing rates  
9 and material terms of Sills's engagement are comparable to those of comparably  
10 skilled professionals. This appears to be consistent with the information provided  
11 by the other candidates for Committee counsel and the information set forth in the  
12 retention applications for the Debtors' proposed attorneys.

13 10. The Committee will supervise the fees and expenses incurred by Sills in  
14 these cases to manage the Committee's costs by, among other things, reviewing  
15 Sills's invoices and applications for payment of fees and reimbursement of expenses.  
16 If the Committee objects to any fees or expenses requested by Sills, the Committee  
17 will attempt to resolve the objection with Sills consensually. Sills has advised that,  
18 if the Committee and Sills are unable to resolve any such issues with respect to any  
19 application for payment of fees and reimbursement of expenses, Sills will file a  
20 notice of objection to the application while reserving all rights to contest the  
21 objection. The Committee reserves the right to retain conflicts counsel to prosecute

1 any such objection to any application for payment of fees and reimbursement of  
2 expenses if the objection cannot be resolved by the Committee and Sills  
3 consensually.

4 11. In addition, the Committee has been advised Sills will work closely  
5 with Polsinelli to prevent unnecessary or inefficient duplication of services, and will  
6 utilize their respective skills and experience and take all necessary and appropriate  
7 steps to avoid any such duplication.

8 12. Nothing in this declaration is intended to impair (i) Sills's right to  
9 request allowance and payment of fees and expenses under the applicable provisions  
10 of the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules or (ii) its right to  
11 defend any objection raised with respect to such allowance and payment.

12 13. For the foregoing reasons, I believe that Sills is eligible for retention  
13 and employment as co-counsel for the Committee in these cases, and that such  
14 employment is in the best interest of the estates.

15 Dated: June 12, 2019  
16 Franklin, Tennessee

/s/Justin Pitt  
Justin Pitt, Esq.