

<p>Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address</p> <p>LESLIE COHEN LAW, PC Leslie A. Cohen, Esq. (SBN: 93698) Jaime Williams Kerper Esq. (SBN 261148) 1615-A Montana Avenue Santa Monica, CA 90403 Telephone: (310) 394-5900 Facsimile: (310) 394-9280 E-Mail: leslie@lesliecohenlaw.com jaime@lesliecohenlaw.com</p> <p>WINSTON & STRAWN LLP Carey D. Schreiber 200 Park Avenue New York, NY 10166 Telephone: (212) 294-6700 Facsimile: (212) 294-4700 E-Mail: cschreiber@winston.com</p> <p><input type="checkbox"/> Individual appearing without attorney <input checked="" type="checkbox"/> Attorney for: Kurtzman Carson Consultants LLC</p>	<p>FOR COURT USE ONLY</p>
<p style="text-align: center;">UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION</p>	
<p>In re:</p> <p>Beverly Community Hospital Association, dba Beverly Hospital (a Nonprofit Public Benefit Corporation), et al.</p> <p style="text-align: right;">Debtor(s).</p>	<p>CASE NO.: 2:23-bk-12359-SK CHAPTER: 11</p> <p>NOTICE OF MOTION FOR: KURTZMAN CARSON CONSULTANTS LLC'S MOTION FOR AN ORDER (A) GRANTING RELIEF FROM THE KCC RETENTION ORDER AND (B) COMPELLING PAYMENT OF POSTPETITION FEES & EXPENSES</p> <p>(Specify name of Motion)</p> <p>DATE: 05/08/2024 TIME: 9:00 am COURTROOM: 1575 PLACE: 255 E. Temple Street. Los Angeles, CA 90012</p>

1. TO (*specify name*): The Debtor and all interested parties.
2. NOTICE IS HEREBY GIVEN that on the following date and time and in the indicated courtroom, Movant in the above-captioned matter will move this court for an Order granting the relief sought as set forth in the Motion and accompanying supporting documents served and filed herewith. Said Motion is based upon the grounds set forth in the attached Motion and accompanying documents.
3. **Your rights may be affected.** You should read these papers carefully and discuss them with your attorney, if you have one. (If you do not have an attorney, you may wish to consult one.)



4. **Deadline for Opposition Papers:** This Motion is being heard on regular notice pursuant to LBR 9013-1. If you wish to oppose this Motion, you must file a written response with the court and serve a copy of it upon the Movant or Movant's attorney at the address set forth above no less than fourteen (14) days prior to the above hearing date. If you fail to file a written response to this Motion within such time period, the court may treat such failure as a waiver of your right to oppose the Motion and may grant the requested relief.
5. **Hearing Date Obtained Pursuant to Judge's Self-Calendaring Procedure:** The undersigned hereby verifies that the above hearing date and time were available for this type of Motion according to the judge's self-calendaring procedures.

Date: 04/10/2024

Leslie Cohen Law, PC
Printed name of law firm

/s/ Leslie A. Cohen
Signature

Leslie A. Cohen
Printed name of attorney

1 LESLIE COHEN LAW, PC
2 Leslie A. Cohen, Esq. (SBN: 93698)
3 J'aime Williams Kerper Esq. (SBN 261148)
4 1615-A Montana Avenue
5 Santa Monica, CA 90403
6 Telephone: (310) 394-5900
7 Facsimile: (310) 394-9280
8 E-Mail: leslie@lesliecohenlaw.com
9 jaime@lesliecohenlaw.com

10 WINSTON & STRAWN LLP
11 Carey D. Schreiber
12 200 Park Avenue
13 New York, NY 10166
14 Telephone: (212) 294-6700
15 Facsimile: (212) 294-4700
16 E-Mail: cschreiber@winston.com

17 Attorneys for Kurtzman Carson Consultants LLC

18 **UNITED STATES BANKRUPTCY COURT**
19 **CENTRAL DISTRICT OF CALIFORNIA**
20 **LOS ANGELES DIVISION**

21 In re:

22 Beverly Community Hospital
23 Association, dba Beverly Hospital (a
24 Nonprofit Public Benefit Corporation), et
25 al.,¹

26 Debtors,

- 27 ☒ Affects all Debtors
28 ☐ Affects Beverly Community
Hospital Association
☐ Montebello Community Health
Services, Inc.
☐ Beverly Hospital Foundation

Lead Case No. 2:23-bk-12359-SK

Jointly administered with:
Case No. 2:23-bk-12360-SK
Case No. 2:23-bk-12361-SK

Chapter 11

**KURTZMAN CARSON CONSULTANTS
LLC'S MOTION FOR AN ORDER
(A) GRANTING RELIEF FROM THE KCC
RETENTION ORDER AND
(B) COMPELLING PAYMENT OF
POSTPETITION FEES & EXPENSES**

Date: May 8, 2024
Time: 9:00 a.m.
Judge: Hon. Sandra R. Klein
Place: Zoom.Gov – or – Courtroom 1575
255 E. Temple Street,
Los Angeles, CA 90012

¹ The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Beverly Community Hospital Association d/b/a Beverly Hospital (6005), Montebello Community Health Services, Inc. (3550), and Beverly Hospital Foundation (9685). The mailing address for the Debtors is 309 W. Beverly Blvd., Montebello, California 90640.

1 Kurtzman Carson Consultants LLC, as Claims and Noticing Agent for the Court and the Clerk
2 of the Bankruptcy Court (“KCC”) pursuant to that certain *Order (I) Appointing Kurtzman Carson*
3 *Consultants LLC as Claims and Noticing Agent, and (I) Approving the Form and Manner of Notice of*
4 *Case Commencement Intercompany Transactions; and (II) Granting Related Relief* [Docket No. 126]
5 (the “KCC Retention Order”),² hereby submits this motion seeking an order (i) granting KCC relief
6 from the KCC Retention Order, authorizing KCC to cease providing services to the above-captioned
7 debtors and debtors in possession (together, the “Debtors”) in the above-captioned chapter 11 cases
8 (the “Chapter 11 Cases”) and (ii) compelling payment of KCC’s accrued and unpaid postpetition fees
9 and expenses (the “Motion”). In support of this Motion, KCC relies upon and incorporates by
10 reference the *Declaration of Evan Gershbein in Support of Kurtzman Carson Consultants LLC’s*
11 *Motion for Entry of an Order (A) Granting Relief from the KCC Retention Order and (B) Compelling*
12 *Payment of Postpetition Fees & Expenses* (the “Gershbein Declaration”), attached hereto as
13 **Exhibit B**. In further support of this Motion, KCC respectfully states as follows:

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16 **I. BACKGROUND**

17 1. On April 19, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition
18 for relief under chapter 11 of the Bankruptcy Code. On April 20, 2023, the Debtors filed the *Debtors’*
19 *Emergency Application for an Order (A) Appointing Kurtzman Carson Consultants LLC as Claims*
20 *and Noticing Agent, and (B) Approving the Form and Manner of Notice of Case Commencement*
21 [Docket No. 12] (the “KCC Retention Application”), among other things, “request[ing] an order
22 authorizing and approving . . . the appointment of [KCC] as Claims and Noticing Agent for the Court
23 and the Clerk of the Bankruptcy Court . . . pursuant to section 156(c) of title 28 of the [Judicial
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28 ² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the KCC Retention Application (as defined below) or the KCC Retention Order, as applicable.

1 Code], section 341 of title 11 of the United States Code, Rule 2002 of the [Bankruptcy Rules] and
2 Rule 5075-1 of the [Local Bankruptcy Rules].” *See* Retention Application at 1.

3 2. On April 25, 2023, the Court entered the KCC Retention Order authorizing the Debtors,
4 among other things, to “retain KCC as the claims and noticing agent in these chapter 11 cases effective
5 as of the Petition Date pursuant to section 156(c) of the Judicial Code and Local Bankruptcy Rule
6 5075-1.” *See* Retention Order at 2.

8 3. The Retention Order sets forth, among other things, the various services that KCC shall
9 provide “at the request of the Debtors and/or the Clerk’s Office . . . subject to the terms of the KCC
10 Agreement.” *See* Retention Order at 3–5. The Retention Order also provides that:

11 “the Debtors are authorized to compensate KCC in accordance with the
12 terms of the KCC Agreement upon the receipt of reasonably detailed
13 invoices setting forth the services provided by KCC and the rates
14 charged for each, and to reimburse KCC for all reasonable and
15 necessary expenses it may incur, upon the presentation of appropriate
16 documentation, without the need for KCC to file fee applications or
17 otherwise seek Court approval for the compensation of its services and
18 reimbursement of its expenses.”

19 *See* Retention Order at 6. The Retention Order provides that “KCC’s fees and expenses under this
20 Order shall be an administrative expense of the Debtors’ estates.” *See id.*

21 4. The Retention Order provides that in the event of a dispute relating to KCC’s monthly
22 invoices, “the parties shall meet and confer in an attempt to resolve such dispute, and the parties may
23 seek resolution of the matter from this Court if resolution is not achieved.” *See id.* Further, the
24 Retention Order provides that “KCC shall not cease providing claims processing services during any
25 of these chapter 11 cases for any reason, including nonpayment, without an order of this Court.” *See*
26 Retention Order at 9.
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1 5. On September 15, 2023, the Court entered the *Order Approving the Appointment of a*
2 *Chapter 11 Trustee* [Docket No. 815] appointing Howard M. Ehrenberg as Chapter 11 Trustee
3 (the “Chapter 11 Trustee”).

4 6. To date, KCC has diligently provided the services set forth in the KCC Agreement and
5 the KCC Retention Order as requested by the Debtors and the Clerk’s Office. Throughout these
6 Chapter 11 Cases, KCC has timely provided detailed invoices to the Debtors and has not received
7 notice of any dispute related to those invoices.³ KCC provided such invoices to counsel to the Chapter
8 11 Trustee prior to filing this Motion and is providing invoices to the Official Committee of Unsecured
9 Creditors and the U.S. Trustee contemporaneous with the filing of this Motion. To date, KCC has not
10 been compensated for its services or reimbursed for its expenses. Prior to the Petition Date, KCC
11 received a \$25,000 retainer from the Debtors that it applied in its entirety to its prepetition invoices
12 and a portion of its April 2023 invoice. The retainer was never replenished by the Debtors thereafter.

13 7. KCC has met and conferred with the Chapter 11 Trustee and his counsel in good faith
14 in an effort to obtain payment for its postpetition fees and expenses. In addition, KCC has met and
15 conferred with the Chapter 11 Trustee and his counsel in good faith in an effort ascertain the scope of
16 services, if any, that the Chapter 11 Trustee requests that KCC provide on a go-forward basis and a
17 method for ensuring payment for same. To date, KCC and the Chapter 11 Trustee have been unable
18 to reach a resolution on these issues, although discussion remain ongoing.

19 **II. RELIEF REQUESTED**

20 8. KCC seeks the Court’s relief from the KCC Retention Order so that KCC may cease
21 providing services in these Chapter 11 Cases and for an Order compelling payment of KCC’s

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27 ³ Copies of such invoices are available and can be provided to the Court under seal and to any other party in interest
28 ordered by the Court or as otherwise agreed to by KCC.

1 postpetition fees and expenses incurred to date as Claims and Noticing Agent for the Court and the
2 Clerk of the Bankruptcy Court.

3 9. KCC was retained in these Chapter 11 cases pursuant to section 156(c) of the Judicial
4 Code and Local Bankruptcy Rule 5075-1 as Claims and Noticing Agent for the Court and the Clerk
5 of the Bankruptcy Court. *See* Retention Order at 2–3. Section 156(c) of the Judicial Code allows the
6 Court to “utilize . . . services . . . which pertain to the provision of notices, dockets, calendars, and
7 other administrative information to parties . . . where the costs of such . . . services are paid for out of
8 the assets of the estate.” Local Bankruptcy Rule 5075-1 sets forth the procedure for filing motions for
9 administrative orders pursuant to section 156(c) and states that:
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11 “motions by which a party in interest seeks an order from the bankruptcy
12 court approving employment of persons or entities to perform certain
13 duties of the clerk’s office, the debtor, or the debtor in possession such
14 as (1) processing proofs of claim and maintaining the claims register;
15 (2) serving notices; (3) scanning documents; or (4) providing
16 photocopies of documents filed in the case.”

17 10. KCC has been retained in these Chapter 11 Cases for over ten months and has diligently
18 carried out the numerous responsibilities outlined in the KCC Retention Motion and KCC Retention
19 Order. KCC has, among many other things, maintained the website of the Chapter 11 Cases, prepared
20 and served numerous notices, including notices relating to the sale of the Debtors’ assets,⁴ maintained
21 an official copy of the Debtors’ Schedules and a list of the Debtors’ known creditors, maintained the
22 noticing mailing list, processed numerous proofs of claim, and maintained a claims register. However,
23 KCC has yet to receive payment for its services during these Chapter 11 Cases. Moreover, to date,

24 ⁴ *See, e.g., Certificate of Service re: Notice of Chapter 11 Bankruptcy Case* [Docket No. 133]; *Certificate of Service*
25 *re: Order Directing United States Trustee to Appoint Patient Care Ombudsman* [Docket No. 161]; *Certificate of*
26 *Service re: Order re Bidding Procedures* [Docket No. 373]; *Certificate of Service re: Amended Scheduling Order*
27 *re Continued Sale Motion Briefing Deadlines* [Docket No. 661]; *Certificate of Service re: Order Requiring*
28 *Debtors’ to File a Statement Regarding Overbids Received on August 8, 2023* [Docket No. 684]; *Certificate of*
Service re: Order (A) Authorizing the Sale of Debtors’ Assets to Purchaser Free and Clear of Liens, Claims,
Interests; (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases Related
Thereto; and (C) Granting Related Relief [Docket No. 726]; *Certificate of Service re: Order Approving the*
Appointment of a Chapter 11 Trustee [Docket No. 821].

KCC has been unable to reach agreement with the Chapter 11 Trustee on the scope of its engagement going forward and assurances that it will be paid for any services it is performing and expenses that it is incurring. KCC should not be forced to work without assurance of timely payment. Accordingly, it is appropriate for this Court to grant KCC relief from the KCC Retention Order in order to permit KCC to cease providing services to the Debtors pending agreement with the Chapter 11 Trustee.

11. Furthermore, the Debtors should pay KCC for the postpetition fees and expenses it has incurred to date in the aggregate amount of \$971,673.40. KCC's role in these Chapter 11 Cases is akin to an extension of the Clerk's Office wherein KCC provides administrative claims and noticing services that are essential to the progress of these Chapter 11 Cases. Unlike other professionals retained in these Chapter 11 Cases, KCC is retained pursuant section 156(c) of the Judicial Code and Local Bankruptcy Rule 5075-1 and does not advocate for any particular party. Throughout these Chapter 11 Cases, KCC has carried out its responsibilities in reliance on the KCC Retention Order and pursuant to section 156(c) of the Judicial Code. In doing so, KCC has incurred material fees and out of pocket expenses as set forth in its invoices. A detailed breakdown of those fees and expenses, kept by KCC under supervision and in the ordinary course, is attached hereto as **Exhibit A** and an overview is as follows:

Date	INVOICE #	HOURS	EXPENSES	TAXES	TOTAL
April 2023	US_KCC2492695	\$90,887.34	\$24,061.53	\$104.58	\$115,053.45
May 2023	US_KCC2513027	\$207,394.02	\$60,666.61	\$743.28	\$268,803.91
June 2023	US_KCC2531986	\$141,115.79	\$48,111.86	\$864.16	\$190,091.81
July 2023	US_KCC2552725	\$83,473.25	\$25,067.41	\$220.59	\$108,761.25
August 2023	US_KCC2571720	\$101,028.88	\$48,560.14	\$671.95	\$150,260.97
September 2023	US_KCC2591372	\$90,396.19	\$47,381.29	\$924.53	\$138,702.01
Total					\$971,673.40

12. As noted above, KCC remains willing to continue to engage with the Chapter 11 Trustee to develop a workable go-forward plan that could involve KCC's reengagement in these

Chapter 11 Cases in a role that is appropriate and supported by KCC, the Chapter 11 Trustee and the Clerk of the Court.

13. Should this Court grant the relief requested herein and KCC is unable to reach agreement with the Chapter 11 Trustee to provide future services, KCC is committed to working with the Chapter 11 Trustee to support a smooth transition of all original proofs of claim and computer information to any successor claims and noticing agent with the advice and consent of the Clerk, *provided* that any fees and expenses incurred by KCC related to such transition shall be paid out of the Debtors' estates immediately after such transition is complete.

III. CONCLUSION

14. For the foregoing reasons, KCC respectfully requests that the Court enter an order substantially in the form attached hereto as **Exhibit C**:

- i. Granting KCC relief from the Retention Order and authorizing KCC to cease providing services; and
- ii. Compelling payment of KCC's accrued and unpaid fees and expenses in the amount of \$971,673.40.

[Remainder of page intentionally left blank]


1 Dated: April 10, 2024

LESLIE COHEN LAW, PC

2
3 By: /s/ Leslie A. Cohen
Leslie A. Cohen

4 Dated: April 10, 2024

WINSTON & STRAWN LLP

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6 By: 
Carey D. Schreiber

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8 Counsel for Kurtzman Carson Consultants LLC
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Exhibit A

KCC's Fees and Expenses

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	Date	Invoice#	Hours	Expense Type	Expense Amount	Tax Type	Tax Amount	Totals
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2	April 2023	US_KCC2492695	559.10	Securities Fees	\$13,500.00	Sales and Use	\$104.58	
3				Imaging	\$200.50			
4				License Fee	\$221.70			
5				Photocopies	\$0.18			
6				Delivery Services	\$70.00			
7				FCM	\$4,759.65			
8				Storage Rental	\$12.00			
9				Phone Fees	\$250.17			
10				DTC	\$360.00			
11				Tech Fee	\$500.00			
12				Mailing Expenses	\$9,179.77			
13				Prepayment	-\$4,992.44			
14			\$90,887.34		\$24,061.53		\$104.58	\$115,053.45
15								
16	May 2023	US_KCC2513027	1,295.30	Imaging	\$484.90	Sales and Use	\$743.28	
17				License Fee	\$233.90			
18				Photocopies	\$14.85			
19				Publication	\$4,093.21			
20				Storage	\$12.00			
21				Broadridge	\$263.41			
22				FCM	\$13,708.43			
23				FedEx	\$14,512.28			
24				DTC	\$360.00			
25				Tech Fee	\$500.00			
26				Mailing Expenses	\$26,483.63			
27			\$207,394.02		\$60,666.61		\$743.28	\$268,803.91
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29								
30	June 2023	US_KCC2531986	895.70	Imaging	\$509.80	Sales and Use	\$864.16	
31				License Fee	\$332.80			
32				Photocopies	\$17.55			
33				Courier Fees	\$100.00			
34				Storage	\$151.75			
35				Phone Fees	\$175.40			
36				FCM	\$13,822.97			
37				FedEx	\$4,734.58			
38				Mediant	\$82.95			
39				Tech Fee	\$1,000.00			
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	Date	Invoice#	Hours	Expense Type	Expense Amount	Tax Type	Tax Amount	Totals
				Mailing Expenses	\$25,458.26			
			\$141,115.79		\$48,111.86		\$864.16	\$190,091.81
	July 2023	US_KCC2552725	471.40	Imaging	\$262.32	Sales and Use	\$220.59	
				License Fee	\$413.52			
				Photocopies	\$15.50			
				Courier Fees	\$40.00			
				Storage	\$16.00			
				Phone Fees	\$322.60			
				FCM	\$4,683.01			
				DTC	\$2,640.00			
				Tech Fee	\$1,000.00			
				Mailing Expenses	\$9,916.60			
			\$83,473.25		\$25,067.41		\$220.59	\$108,761.25
	Aug. 2023	US_KCC2571720	563.90	Imaging	\$353.05	Sales and Use	\$671.95	
				License Fee	\$403.42			
				Photocopies	\$11.54			
				Storage Rental	\$408.66			
				Mediant	\$57.75			
				Phone Fees	\$302.53			
				FCM	\$8,685.67			
				FedEx	\$4,229.47			
				DTC	\$240.00			
				Tech Fee	\$1,000.00			
				Mailing Expenses	\$22,612.51			
				Pacer	\$1,696.67			
				Client Discount	-\$50.37			
			\$101,028.88		\$48,560.14		\$671.95	\$150,260.97
	Sep. 2023	US_KCC2591372	520.10	Imaging	\$294.52	Sales and Use	\$924.53	
				License Fee	\$536.82			
				Photocopies	\$19.55			
				Courier Fees	\$116.00			
				Storage Rental	\$52.00			
				Invoice Fees	\$10,240.66			
				FCM	\$8,785.31			

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Date	Invoice#	Hours	Expense Type	Expense Amount	Tax Type	Tax Amount	Totals
			Phone Fees	\$323.09			
			DTC	\$2,160.00			
			Tech Fee	\$1,000.00			
			Mailing Expenses	\$23,853.34			
		\$90,396.19		\$47,381.29		\$924.53	\$138,702.01
Total							\$971,673.40

Exhibit B

Gershbein Declaration

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LESLIE COHEN LAW, PC
Leslie A. Cohen, Esq. (SBN: 93698)
Jaime Williams Kerper Esq. (SBN 261148)
1615-A Montana Avenue
Santa Monica, CA 90403
Telephone: (310) 394-5900
Facsimile: (310) 394-9280
E-Mail: leslie@lesliecohenlaw.com
jaime@lesliecohenlaw.com

WINSTON & STRAWN LLP
Carey D. Schreiber
200 Park Avenue
New York, NY 10166
Telephone: (212) 294-6700
Facsimile: (212) 294-4700
E-Mail: cschreiber@winston.com

Attorneys for Kurtzman Carson Consultants LLC

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
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In re:

Beverly Community Hospital
Association, dba Beverly Hospital (a
Nonprofit Public Benefit Corporation), et
al.,¹

Debtors,

- ☒ Affects all Debtors
- ☐ Affects Beverly Community
Hospital Association
- ☐ Montebello Community Health
Services, Inc.
- ☐ Beverly Hospital Foundation

Lead Case No. 2:23-bk-12359-SK

Jointly administered with:
Case No. 2:23-bk-12360-SK
Case No. 2:23-bk-12361-SK

Chapter 11

**DECLARATION OF EVAN GERSHBEIN IN
SUPPORT OF KURTZMAN CARSON
CONSULTANTS LLC'S MOTION FOR AN
ORDER (A) GRANTING RELIEF FROM
THE KCC RETENTION ORDER AND
(B) COMPELLING PAYMENT OF
POSTPETITION FEES & EXPENSES**

Date: May 8, 2024
Time: 9:00 a.m.
Judge: Hon. Sandra R. Klein
Place: Zoom.Gov – or – Courtroom 1575
255 E. Temple Street,
Los Angeles, CA 90012

¹ The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Beverly Community Hospital Association d/b/a Beverly Hospital (6005), Montebello Community Health Services, Inc. (3550), and Beverly Hospital Foundation (9685). The mailing address for the Debtors is 309 W. Beverly Blvd., Montebello, California 90640.

1 I, Evan Gershbein, being duly sworn, state the following under penalty of perjury and that the
2 following is true to the best of my knowledge, information, and belief:

3 1. I am an Executive Vice President of Corporate Restructuring Services of Kurtzman
4 Carson Consultants LLC ("KCC"). I submit this declaration in support of the motion by KCC
5 seeking an order (i) granting KCC relief from the KCC Retention Order, authorizing KCC to cease
6 providing services to the Debtors in these Chapter 11 Cases and (ii) compelling payment of KCC's
7 accrued and unpaid postpetition fees and expenses (the "Motion").²

9 2. On April 25, 2023, the Court entered the KCC Retention Order authorizing the Debtors,
10 among other things, to retain KCC as the claims and noticing agent in these Chapter 11 Cases effective
11 as of the Petition Date. On September 15, 2023, the Court appointed Howard M. Ehrenberg as Chapter
12 11 Trustee.

13 3. To date, KCC has diligently provided the services set forth in the KCC Agreement and
14 the KCC Retention Order as requested by the Debtors and the Clerk's Office. Throughout these
15 Chapter 11 Cases, KCC has timely provided detailed invoices to the Debtors and has not received
16 notice of any dispute related to those invoices.³ KCC provided such invoices to counsel to the Chapter
17 11 Trustee prior to filing this Motion and is providing invoices to the Official Committee of Unsecured
18 Creditors and the U.S. Trustee contemporaneous with the filing of this Motion. To date, KCC has not
19 been compensated for its services or reimbursed for its expenses. Prior to the Petition Date, KCC
20 received a \$25,000 retainer from the Debtors that it applied in its entirety to its prepetition invoices
21 and a portion of its April 2023 invoice. The retainer was never replenished by the Debtors thereafter.

26 ² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

27 ³ Copies of such invoices are available and can be provided to the Court under seal and to any other party in interest
28 ordered by the Court or as otherwise agreed to by KCC.

1 4. KCC has met and conferred with the Chapter 11 Trustee and his counsel in good faith
2 in an effort to obtain payment for its postpetition fees and expenses. In addition, KCC has met and
3 conferred with the Chapter 11 Trustee and his counsel in good faith in an effort ascertain the scope of
4 services, if any, that the Chapter 11 Trustee requests that KCC provide on a go-forward basis and a
5 method for ensuring payment for same. To date, KCC and the Chapter 11 Trustee have been unable
6 to reach a resolution on these issues, although discussions remain ongoing.

8 5. KCC has been retained in these Chapter 11 Cases for over ten months and has diligently
9 carried out the numerous responsibilities outlined in the KCC Retention Motion and KCC Retention
10 Order. KCC has, among many other things, maintained the website of the Chapter 11 Cases, prepared
11 and served numerous notices, including notices relating to the sale of the Debtors' assets,⁴ maintained
12 an official copy of the Debtors' Schedules and a list of the Debtors' known creditors, maintained the
13 noticing mailing list, processed numerous proofs of claim, and maintained a claims register. However,
14 KCC has yet to receive payment for its services during these Chapter 11 Cases. To date, KCC has
15 been unable to reach agreement with the Chapter 11 Trustee on the scope of its engagement going
16 forward and assurances that it will be paid for any services it is performing and expenses that it is
17 incurring.

19 6. KCC's role in these Chapter 11 Cases is akin to an extension of the Clerk's Office
20 wherein KCC provides administrative claims and noticing services that are essential to the progress of
21 these Chapter 11 Cases. Throughout these Chapter 11 Cases, KCC has carried out its responsibilities
22

24 ⁴ *See, e.g., Certificate of Service re: Notice of Chapter 11 Bankruptcy Case* [Docket No. 133]; *Certificate of Service*
25 *re: Order Directing United States Trustee to Appoint Patient Care Ombudsman* [Docket No. 161]; *Certificate of*
26 *Service re: Order re Bidding Procedures* [Docket No. 373]; *Certificate of Service re: Amended Scheduling Order*
27 *re Continued Sale Motion Briefing Deadlines* [Docket No. 661]; *Certificate of Service re: Order Requiring*
28 *Debtors' to File a Statement Regarding Overbids Received on August 8, 2023* [Docket No. 684]; *Certificate of*
Service re: Order (A) Authorizing the Sale of Debtors' Assets to Purchaser Free and Clear of Liens, Claims,
Interests; (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases Related
Thereeto; and (C) Granting Related Relief [Docket No. 726]; *Certificate of Service re: Order Approving the*
Appointment of a Chapter 11 Trustee [Docket No. 821].

in reliance on the KCC Retention Order and pursuant to section 156(c) of the Judicial Code. In doing so, KCC has incurred material fees and out of pocket expenses as set forth in its invoices. A detailed breakdown of those fees and expenses, kept by KCC in the ordinary course of business and under my supervision, is attached hereto as **Exhibit A** and an overview is as follows:

Date	INVOICE #	HOURS	EXPENSES	TAXES	TOTAL
April 2023	US_KCC2492695	\$90,887.34	\$24,061.53	\$104.58	\$115,053.45
May 2023	US_KCC2513027	\$207,394.02	\$60,666.61	\$743.28	\$268,803.91
June 2023	US_KCC2531986	\$141,115.79	\$48,111.86	\$864.16	\$190,091.81
July 2023	US_KCC2552725	\$83,473.25	\$25,067.41	\$220.59	\$108,761.25
August 2023	US_KCC2571720	\$101,028.88	\$48,560.14	\$671.95	\$150,260.97
September 2023	US_KCC2591372	\$90,396.19	\$47,381.29	\$924.53	\$138,702.01
Total					<u>\$971,673.40</u>

7. As noted above, KCC remains willing to continue to engage with the Chapter 11 Trustee to develop a workable go-forward plan that could involve KCC's reengagement in these Chapter 11 Cases in a role that is appropriate and supported by KCC, the Chapter 11 Trustee and the Clerk of the Court.

8. Should this Court grant the relief requested herein and KCC is unable to reach agreement with the Chapter 11 Trustee to provide future services, KCC is committed to working with the Chapter 11 Trustee to support a smooth transition of all original proofs of claim and computer information to any successor claims and noticing agent with the advice and consent of the Clerk, *provided* that any fees and expenses incurred by KCC related to such transition shall be paid out of the Debtors' estates immediately after such transition is complete.

[Remainder of page intentionally left blank]

1 Pursuant to 28 U.S.C. § 1746, I declare under penalty that the foregoing is true and correct
2 to the best of my knowledge, information, and belief.

3
4 Executed this 10th day of April, 2024.


5 By: 
6 Evan Gershbein
7 Executive Vice President, Corporate
8 Restructuring Services
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Exhibit C

Proposed Order

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1 LESLIE COHEN LAW, PC
2 Leslie A. Cohen, Esq. (SBN: 93698)
3 J'aime Williams Kerper Esq. (SBN 261148)
4 1615-A Montana Avenue
5 Santa Monica, CA 90403
6 Telephone: (310) 394-5900
7 Facsimile: (310) 394-9280
8 E-Mail: leslie@leslicohenlaw.com
9 jaime@leslicohenlaw.com

6 WINSTON & STRAWN LLP
7 Carey D. Schreiber
8 200 Park Avenue
9 New York, N.Y. 10166
10 Telephone: (212) 294-6700
11 Facsimile: (212) 294-4700
12 E-Mail: cschreiber@winston.com

10 Attorneys for Kurtzman Carson Consultants LLC

11 **UNITED STATES BANKRUPTCY COURT**
12 **CENTRAL DISTRICT OF CALIFORNIA**
13 **LOS ANGELES DIVISION**

14 In re:

15 Beverly Community Hospital
16 Association, dba Beverly Hospital (a
17 Nonprofit Public Benefit Corporation), et
18 al.,

18 Debtors,

Lead Case No. 2:23-bk-12359-SK

Jointly administered with:
Case No. 2:23-bk-12360-SK
Case No. 2:23-bk-12361-SK

Chapter 11

**ORDER (A) GRANTING RELIEF FROM
THE KCC RETENTION ORDER AND
(B) COMPELLING PAYMENT OF
POSTPETITION FEES & EXPENSES**

21 Date: TBD
22 Time: TBD
23 Judge: Hon. Sandra R. Klein
24 Place: Zoom Gov – or – Courtroom 1575
25 255 E. Temple Street,
26 Los Angeles, CA 90012
27
28

1 Upon consideration of the motion (the “Motion”) of Kurtzman Carson Consultants LLC
2 (“KCC”), as Claims and Noticing Agent for the Court and the Clerk of the Bankruptcy Court for an
3 order (i) granting KCC relief from the Retention Order and authorizing KCC to cease providing claims
4 processing services and (ii) compelling payment of KCC’s accrued and unpaid fees and expenses (this
5 “Order”), and upon consideration of the record of the hearing held before the Court; and it appearing
6 that the relief requested is in the best interests of the Debtors and their respective estates and creditors;
7 and it appearing that due and proper notice of the Motion having been given; and any objections to the
8 Motion having been overruled; and after due deliberation and sufficient cause appearing therefor,
9

10 **IT IS HEREBY ORDERED:**

- 11 1. The Motion is Granted in its entirety.
- 12 2. KCC is hereby relieved from its obligation under the Retention Order and authorized
13 to immediately cease providing services in these Chapter 11 Cases.
14
- 15 3. To the extent requested by the Trustee and approved by the Clerk of the Court and the
16 Court pursuant to further Court Order, KCC shall work with the Trustee to transition all original proofs
17 of claim and computer information to a successor claims and noticing agent and any fees and expenses
18 incurred by KCC related to such transition shall be paid out of the Debtors’ estates immediately after
19 such transition is complete.
20
- 21 4. The Trustee shall promptly pay KCC’s accrued and unpaid fees and expenses in the
22 amount of \$971,673.40.
- 23 5. The Trustee and KCC are authorized to take all actions necessary to effectuate the relief
24 granted pursuant to this Order in accordance with the Motion.
- 25 6. Notwithstanding anything in the Motion, the Court retains jurisdiction with respect to
26 all matters arising from or related to the implementation of this Order.
- 27 7. This Order shall be immediately effective and enforceable upon its entry.
28

Date:

Sandra R. Klein

United States Bankruptcy Judge

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
222 N Pacific Coast Highway, 3rd Floor, El Segundo, CA 90245.

Notice of Motion and

A true and correct copy of the foregoing document entitled (*specify*): Kurtzman Carson Consultants LLC's Motion for an Order (A) Granting Relief from the KCC Retention Order and (B) Compelling Payment of Postpetition Fees & Expenses

will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) 04/10/2024, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) 04/10/2024, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) 04/10/2024, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

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

04/10/2024 Jonathan J. Thomson
Date Printed Name

/s/ Jonathan J. Thomson
Signature

SERVICE LIST (via NEF)

CreditorName	Email
Megan M Adeyemo	madeyemo@grsm.com; asoto@grsm.com
David E Ahdoot	dahdoot@bushgottlieb.com; kprestegard@bushgottlieb.com
Joseph M Ammar	ammar@millercanfield.com
Scott E Blakeley	seb@blakeleyllp.com; ecf@blakeleyllp.com
Joseph P Buchman	jbuchman@bwsllaw.com; gmitchell@bwsllaw.com
Adrian Butler	abutler@bushgottlieb.com
Augustus Curtis	augustus.t.curtis@usdoj.gov
Howard M Ehrenberg (TR)	ehrenbergtrustee@gmlaw.com; ca25@ecfcbis.com; C12@ecfcbis.com; howard.ehrenberg@ecf.courtdrive.com; Karen.Files@gmlaw.com
David K Eldan	David.Eldan@doj.ca.gov, cynthia.gomez@doj.ca.gov
Amanda N Ferns	aferns@fernslaw.com; mmakalintal@fernslaw.com
Alan W Forsley	alan.forsley@flpllp.com; awf@fklawfirm.com; awf@fl-lawyers.net; addy@flpllp.com
John-Patrick M Fritz	jpf@lnbyg.com; JPF.LNBYB@ecf.inforuptcy.com
Evelina Gentry	evelina.gentry@akerman.com; rob.diwa@akerman.com
Evan Gershbein	ECFpleadings@kccllc.com
Faisal Gill	fgill@glawoffice.com
Steven T Grubner	sgubner@bg.law, ecf@bg.law
Melissa Hamill	melissa.hamill@doj.ca.gov
Hallie Dale Hannah	hallie@hannahlaw.com
Brian T Harvey	bharvey@buchalter.com
Stella A Havkin	stella@havkinandshrago.com; shavkinesq@gmail.com
Robert M Hirsh	rhirsh@lowenstein.com
Mark S Horoupian	mark.horoupian@gmlaw.com; mhoroupian@ecf.courtdrive.com; cheryl.caldwell@gmlaw.com; karen.files@gmlaw.com
Darryl Jay Horowitz	dhorowitz@ch-law.com; bkasst@ch-law.com
David I Horowitz	david.horowitz@kirkland.com; keith.catuara@kirkland.com; terry.ellis@kirkland.com; elsa.banuelos@kirkland.com; ivon.granados@kirkland.com

SERVICE LIST (via NEF)

CreditorName	Email
Sonja Hourany	sonja.hourany@quinngroup.net; kadele@wglp.com; lbracken@wglp.com; shourany@ecf.courtdrive.com
Eric P Israel	eisrael@danninggill.com; danninggill@gmail.com; eisrael@ecf.inforuptcy.com
Quinn Scott Kaye	kaye@millercanfield.com
Nicholas A Koffroth	nkoffroth@foxrothschild.com; khoang@foxrothschild.com
David S Kupetz	David.Kupetz@lockelord.com; mylene.ruiz@lockelord.com
Alexandria Lattner	alattner@sheppardmullin.com; ehwalters@sheppardmullin.com
Daniel A Lev	daniel.lev@gmlaw.com; cheryl.caldwell@gmlaw.com; dlev@ecf.courtdrive.com
Marc A Levinson	MALevinson@orrick.com; borozco@orrick.com
Ron Maroko	ron.maroko@usdoj.gov
David M Medby	dmedby@lawgarcia.com; jmoble@lawgarcia.com
Joshua M Mester	jmaster@jonesday.com
Elissa Miller	elissa.miller@gmlaw.com; emillersk@ecf.courtdrive.com; cheryl.caldwell@gmlaw.com
Kenneth Miskin	Kenneth.M.Miskin@usdoj.gov
Kelly L Morrison	kelly.l.morrison@usdoj.gov
Tania M Moyron	tania.moyron@dentons.com; malka.zeefe@dentons.com; kathryn.howard@dentons.com; derry.kalve@dentons.com; glenda.spratt@dentons.com; DOCKET.GENERAL.LIT.LOS@dentons.com
Alan I Nahmias	anahmias@mbn.law; jdale@mbnlawyers.com
Jennifer L Nassiri	JNassiri@sheppardmullin.com
Neli Nima Palma	neli.palma@doj.ca.gov
Valerie Bantner Peo	vbantnerpeo@buchalter.com
Thomas Phinney	tphinney@ffwplaw.com; akieser@ffwplaw.com; docket@ffwplaw.com
Thomas J Polis	tom@polis-law.com; paralegal@polis-law.com; r59042@notify.bestcase.com
Christopher E Prince	cprince@lesnickprince.com; jmack@lesnickprince.com; cprince@ecf.courtdrive.com; jnavarro@lesnickprince.com

SERVICE LIST (via NEF)

CreditorName	Email
Dean G Rallis, Jr	drallis@hahnlawyers.com; jevans@hahnlawyers.com; drallis@ecf.courtdrive.com; jevans@ecf.courtdrive.com
William M Rathbone	wrathbone@grsm.com; sdurazo@grsm.com
Michael B Reynolds	mreynolds@swlaw.com; kcollins@swlaw.com
Russell W Reynolds	rreynolds@ch-law.com; bkasst@ch-law.com
Jason E Rios	jrios@ffwplaw.com; docket@ffwplaw.com
Mary H Rose	mrose@buchalter.com
Kenneth N Russak	krussak@knrlaw.com; krussak@russaklaw.com
Nathan A Schultz	nschultzesq@gmail.com
Olivia Scott	olivia.scott3@bclplaw.com; theresa.macaulay@bclplaw.com
Zev Shechtman	zs@DanningGill.com; danninggill@gmail.com; zshechtman@ecf.inforuptcy.com
Howard Steinberg	steinbergh@gtlaw.com; pearsallt@gtlaw.com; howard-steinberg-6096@ecf.pacerpro.com
Andrew Still	astill@swlaw.com; kcollins@swlaw.com
Tamar Terzian	tamar@terzlaw.com; sandra@terzlaw.com
Jacob Unger	junger@jacobungerlaw.com
United States Trustee (LA)	ustpreion16.la.ecf@usdoj.gov
Mark J Valencia	mvalencia@vclitigation.com
Emilio Eugene Varanini, IV	emilio.varanini@doj.ca.gov
Kevin Walsh	kevin.walsh@gtlaw.com
Kenneth K Wang	kenneth.wang@doj.ca.gov; Jennifer.Kim@doj.ca.gov; Stacy.McKellar@doj.ca.gov; yesenia.caro@doj.ca.gov; Christine.Murphy@doj.ca.gov
Sharon Z. Weiss	sharon.weiss@bclplaw.com; raul.morales@bclplaw.com; REC_KM_ECF_SMO@bclplaw.com
Roye Zur	rzur@elkinskalt.com; cavila@elkinskalt.com; lwageman@elkinskalt.com; 1648609420@filings.docketbird.com

SERVICE LIST (via First Class Mail)

Description	CreditorName	CreditorNoticeName	Address1	Address2	Address3	City	State	Zip
TOP 30	Abbott Laboratories Inc	Nathan Scott	100 Abbot Park Road			Abbot Park	IL	60064
TOP 30	Advantis Medical Staffing	Elayne Goldmane	13155 Noel Road Suite 300			Dallas	TX	75240
Counsel for Advantis Medical Staffing	Akerman LLP	Evelina Gentry and Anthony D. Sbardellati	601 West Fifth Street, Suite 300			Los Angeles	CA	90071
TOP 30	Allied Universal Security Services	Moises Rodriguez	161 Washington St Suite 600			Conshohocken	PA	19428
TOP 30	Arthrex, Inc	Carla Pitcher	2825 Airview Boulevard			Kalamazoo	MI	49002
Office of the Attorney General of the United States	Attorney General of the United States	U.S. Department of Justice	950 Pennsylvania Avenue, NW			Washington	DC	20530-0001
TOP 30	Boston Scientific Corp	Kathleen Homsab	300 Boston Scientific Way			Marlborough	MA	01752-1234
Counsel for Sodexo	Brown McGarry Nimeroff LLC	Jami B. Nimeroff	Two Penn Center, Suite 610	1500 John F. Kennedy Boulevard		Philadelphia	PA	19102
Counsel for United Nurses Associations of California/Union of Health Care Professionals	Bush Gottlieb, A Law Corporation	David E. Ahdoort, Kirk M. Prestegard and Adrian R. Butler	801 North Brand Boulevard	Suite 950		Glendale	CA	91203
TOP 30	California Department Of Health Care	Tomas J. Aragon	1501 Capitol Avenue, Suite 4510			Sacramento	CA	95814
California Department of Health Care Services	California Department of Health Care Services	Jennifer Kent, Director	1501 Capitol Avenue, Suite 4510			Sacramento	CA	95814
California Department of Public Health	California Department of Public Health	Stephanie Spich	PO Box 997377 MS 0500			Sacramento	CA	95899-7377
California Secretary of State	California Secretary of State		1500 11th Street			Sacramento	CA	95814
California State Board of Pharmacy	California State Board of Pharmacy		1625 North Market Boulevard			Sacramento	CA	95834
California Statewide Communities Development Authority	California Statewide Communities Development Authority	Chair	1100 K Street, Suite 101			Sacramento	CA	95814
California Statewide Communities Development Authority	California Statewide Communities Development Authority	James Hamill	1700 N. Broadway, Suite 405			Walnut Creek	CA	94596
Center for Medicare and Medicaid Services	Center for Medicare and Medicaid Services	Steven Chickering, the Associate Regional Administrator	90 – 7th Street, Suite 5-300			San Francisco	CA	94103-6706
TOP 30	Cepheid Inc.	Susan Jose	904 E Caribbean Dr			Sunnyvale	CA	94089
TOP 30	Cloudwave	Loraine Sarno	100 Crowley Dr.			Marlborough	MA	01752
TOP 30	Constellation New Energy-Gas	Zachary Keczykecy	9400 Bunsen Parkway Suite 100			Louisville	KY	40220
Counsel to the Official Committee of Unsecured Creditors	Dentons US LLP	Tania M. Moyron, Samuel R. Maizel and Rebecca M. Wicks	601 South Figueroa Street, Suite 2500			Los Angeles	CA	90017-5704
Department of Health Care Services	Department of Health Care Services	Tanya Homman, Chief of Provider Enrollment Division	MS 4704, P.O. Box 997412			Sacramento	CA	95899-7412
Employment Development Dept.	Employment Development Dept.		722 Capitol Mall, MIC 92E			Sacramento	CA	95814
TOP 30	First Financial Holdings LLC	Ricardo Oseguera	750 The City Drive South, Suite 300			Orange	CA	92868
TOP 30	Huntington Technology Finance	Brent McQueen	2285 Franklin Road			Bloomfield Hills	MI	48302
IRS	Internal Revenue Service	Attn Susanne Larson	31 Hopkins Plz Rm 1150			Baltimore	MD	21201
IRS	Internal Revenue Service	Centralized Insolvency Operation	P.O. Box 7346			Philadelphia	PA	19101-7346
IRS	Internal Revenue Service	Centralized Insolvency Operation	2970 Market St			Philadelphia	PA	19104
IRS	Internal Revenue Service		300 North Los Angeles Street			Los Angeles	CA	90012
IRS	Internal Revenue Service		600 Arch Street			Philadelphia	PA	19101
Counsel to Medline Industries, LP	Lowenstein Sandler LLP	Robert M. Hirsh and Phillip Khezri	1251 Avenue of the Americas			New York	NY	10020
TOP 30	Medical Information Technology, Inc	Goretti Medeiros	7 Blue Hill River Road			Canton	MA	02021
TOP 30	Medline Industries Inc	Brent Fogel	Three Lakes Drive			Northfield	IL	60093
TOP 30	Medstar Anesthesia Services Inc	Robert Resnick	9251 Wedgewood St			Temple City	CA	91780
National Association of Attorneys General	National Association of Attorneys General		1850 M Street NW, 12th Floor			Washington	DC	20036
TOP 30	Noridian Healthcare Solutions, LLC	Theresa Pachel	900 42nd Street S			Fargo	ND	58103
Attorney General of California	Office of the Attorney General	Emilio Varanini, Supervising Deputy Attorney General	455 Golden Gate Ave., Suite 11000			San Francisco	CA	94102
Attorney General of California	Office of the Attorney General	Neli Palma and Melissa Hamill	1300 I Street P.O. Box 944255			Sacramento	CA	94244-2550
Attorney General of California	Office of the Attorney General	Roma Patel, Deputy Attorney General	300 South Spring Street, Suite 7505			Los Angeles	CA	90013-1230
Office of the Attorney General of California	Office of the Attorney General of California	Consumer Law Section	Attn Bankruptcy Notices	455 Golden Gate Ave., Suite 11000		San Francisco	CA	94102
Deputy General Counsel to California	Office of the California Attorney General	Department of Justice	Kenneth K. Wang	300 South Spring Street, Suite 1702		Los Angeles	CA	90013
Department of Health Care Services								

SERVICE LIST (via First Class Mail)

Description	CreditorName	CreditorNoticeName	Address1	Address2	Address3	City	State	Zip
Office of the CA Attorney General	Office of the California Attorney General	Department of Justice	Jennifer Kim	300 South Spring Street, Floor 9		Los Angeles	CA	90013
TOP 30	Outset Medical Inc	Andy Rabon	3052 Orchard Drive			San Jose	CA	95134
TOP 30	Philips Healthcare	Jose Rivera	222 Jacobs Street			Cambridge	MA	02141
Interested Party	Ready Refresh	BlueTriton Brands, Inc.	P.O. Box 30139			College Station	TX	77842
Counsel for California Statewide Communities Development Corporation dba CSDA	Richards, Watson & Gershon	Stephen D. Lee	350 South Grand Avenue, 37th Floor			Los Angeles	CA	90071
TOP 30	Shiftwise	Jennifer Folds	200 SW Market Street Suite 700			Portland	OR	97201
Proposed Counsel to the Official Committee of Unsecured Creditors	Sills Cummis & Gross P.C.	Andrew Sherman and Boris Mankovetskiy	One Riverfront Plaza			Newark	NJ	07102
TOP 30	Sodexo Inc & Affiliates	Luis Lunalluna	9801 Washingtonian Boulevard			Gaithersburg	MD	20878
State of California Employment Development Department	State of California Employment Development Department	Bankruptcy Group MIC 92E	P. O. Box 826880			Sacramento	CA	94280-0001
TOP 30	Stryker Endoscopy	Joe Gallinatti	5900 Optical Ct			San Jose	CA	95138
TOP 30	Stryker Instruments	Donovan Reiley	4100 E. Milham Road			Kalamazoo	MI	49001
TOP 30	Stryker Orthopedics	Trent Zaks	325 Corporate Drive			Mahwah	NJ	07430
U.S. Department of Health & Human Services	U.S. Department of Health & Human Services	Alex M. Azar II, Secretary	200 Independence Avenue, S.W.			Washington	DC	20201
U.S. Department of Health and Human Services	U.S. Department of Health and Human Services	Angela M. Belgrove, Assistant Regional Counsel	Office of the General Counsel, Region IX	90 7th Street, Suite 4-500		San Francisco	CA	94103-6705
United States Attorney's Office	United States Attorneys Office	Central District of California	312 North Spring Street	Suite 1200		Los Angeles	CA	90012
United States Attorney's Office	United States Attorneys Office	Northern District of California	150 Almaden Boulevard	Suite 900		San Jose	CA	95113
U.S. Department of Health and Human Services, among other agencies and departments of the United States	United States Department of Justice	Civil Division	Augustus T. Curtis	P.O. Box 875	Ben Franklin Station	Washington	DC	20044-0875
United States Attorney General	United States Department of Justice	Ben Franklin Station	P. O. Box 683			Washington	DC	20044
Office of the United States Trustee	United States Trustee	Peter C. Anderson	Office of the UST/DOJ	915 Wilshire Blvd., Suite 1850		Los Angeles	CA	90017
Chambers	USBC Central District of California	Hon. Sandra R. Klein	Edward R. Roybal Federal Building and U.S. Courthouse	255 East Temple Street, Suite 1582		Los Angeles	CA	90012

SERVICE LIST (via Electronic Mail)

Description	CreditorName	CreditorNoticeName	Email
TOP 30	Abbott Laboratories Inc	Nathan Scott	nathan.scott@abbott.com
TOP 30	AHMC Healthcare Inc.	Maan-Huei Hung	Maanhuei.Hung@ahmchealth.com; Scott.Turpel@ahmchealth.com
Counsel for Advantis Medical Staffing	Akerman LLP	Evelina Gentry and Anthony D. Sbardellati	evelina.gentry@akerman.com
TOP 30	Allied Universal Security Services	Moises Rodriguez	moises.rodriguez@aus.com
Attorneys for the City of Montebello	Alvarez-Glasman & Colvin	Stephen T. Owens and Christy M. Garcia	sowens@agclawfirm.com; cgarcia@agclawfirm.com
TOP 30	Arthrex, Inc	Carla Pitcher	Carla.Pitcher@arthrex.com
TOP 30	Axis Spine Llc	DD Mate	dmate@axispinco.com
TOP 30	Baxter Healthcare Corp	Yolieth Bazan Matamoros	yolieth_bazan@baxter.com
Counsel to Baxter Healthcare Corporation	Blakeley LC	Scott E. Blakeley	SEB@BlakeleyLC.com
Counsel for Sodexo	Brown McGarry Nimeroff LLC	Jami B. Nimeroff	jnimeroff@bmnlawyers.com
Counsel to Proposed DIP Lender	Bryan Cave Leighton Paisner LLP	Eric S. Prezant	eric.prezant@bclplaw.com
Counsel to Proposed DIP Lender	Bryan Cave Leighton Paisner LLP	Vanessa Sunshine and Sharon Weiss	vanessa.sunshine@bclplaw.com; sharon.weiss@bclplaw.com
Counsel for United Nurses Associations of California/Union of Health Care Professionals	Bush Gottlieb, A Law Corporation	David E. Ahdoot, Kirk M. Prestegard and Adrian R. Butler	dahdoot@bushgottlieb.com; kprestegard@bushgottlieb.com; abutler@bushgottlieb.com
TOP 30	California Department Of Health Care	Tomas J. Aragon	D'Andria.Lewis@dhcs.ca.gov;
California Department of Public Health	California Department of Public Health	Stephanie Spich	Christine.Oguro@dhcs.ca.gov stephanie.spich@cdph.ca.gov
California Statewide Communities Development Authority	California Statewide Communities Development Authority	James Hamill	jhamill@cscda.org
TOP 30	Cepheid Inc.	Susan Jose	susan.jose@cepheid.com
TOP 30	Cloudwave	Loraine Sarno	lsarno@insightinvestments.com
Counsel to the Official Committee of Unsecured Creditors	Dentons US LLP	Tania M. Moyron, Samuel R. Maizel and Rebecca M. Wicks	tania.moyron@dentons.com; samuel.maizel@dentons.com; rebecca.wicks@dentons.com
Counsel for Medico Professional Linen Service and American Textile Maintenance	Elkins Kalt Weintraub Reuben Gartside LLP	Roye Zur	rzur@elkinskalt.com
TOP 30	First Financial Holdings Llc	Ricardo Oseguera	roseguera@ffequipmentleasing.com
Counsel to Indenture Trustee	Greenberg Traurig, LLP	Colleen Murphy, Kevin Walsh	Colleen.Murphy@gtlaw.com; Kevin.Walsh@gtlaw.com; chris.marks@gtlaw.com
DIP Lender	Hilco Real Estate	Attn Gary C. Epstein, Ryan Lawlor, Neil Aaronson and Robert Lubin	gepstein@hilcoglobal.com; rlawlor@hilcoglobal.com; NAaronson@hilcoglobal.com; RLubin@hilcoglobal.com
TOP 30	Huntington Technology Finance	Brent McQueen	brent.a.mcqueen@huntington.com
Counsel to Stalking Horse Purchaser	Jones Day	Joshua M. Mester and Catherine A. Ehr Gott	jmmester@jonesday.com; cehrgott@JonesDay.com
TOP 30	Keenan and Associates	Eric Rodriguez	erodriguez@keenana.com
Counsel for Portage Point Partners, LLC, Triple P Securities, LLC, and Triple P RTS, LLC	Kirkland & Ellis LLP	David I. Horowitz	David.Horowitz@kirkland.com
Counsel for Portage Point Partners, LLC, Triple P Securities, LLC, and Triple P RTS, LLC	Kirkland & Ellis LLP	Ryan Blaine Bennett, P.C.	ryan.bennett@kirkland.com
Counsel for Hanmi Bank	Law Office of Nathan A. Schultz, P.C.	Nathan A. Schultz, Esq.	nschultzesq@gmail.com
Counsel to Medline Industries, LP	Lowenstein Sandler LLP	Robert M. Hirsh and Phillip Khezri	pkhezri@lowenstein.com
TOP 30	Medical Information Technology, Inc	Goretti Medeiros	gmedeiros@meditech.com
TOP 30	Medical Solutions LLC	Ruben Ramirez	Nick.Rudman@medicalsolutions.com; brian.koenig@koleyjessen.com
TOP 30	Medline Industries Inc	Brent Fogel	bfogel@medline.com
TOP 30	Medstar Anesthesia Services Inc	Robert Resnick	robert.amedinc@gmail.com
TOP 30	Nixon Peabody Llp	Jennifer O'Neal	dgerardi@nixonpeabody.com
TOP 30	Noridian Healthcare Solutions, LLC	Theresa Pachel	JE-ERS@noridian.com
TOP 30	Office of Inspector General (OIG)	Nicole Caucci	Nicole.Caucci@oig.hhs.gov
Attorney General of California	Office of the Attorney General	Emilio Varanini, Supervising Deputy Attorney General	Emilio.Varanini@doj.ca.gov
Attorney General of California	Office of the Attorney General	Neli Palma and Melissa Hamill	Neli.Palma@doj.ca.gov; Melissa.Hamill@doj.ca.gov
Attorney General of California	Office of the Attorney General	Roma Patel, Deputy Attorney General	Roma.Patel@doj.ca.gov
Office of the Attorney General of California	Office of the Attorney General of California	Consumer Law Section	Scott.Chan@doj.ca.gov
Deputy General Counsel to California	Office of the California Attorney General	Department of Justice	Kenneth.Wang@doj.ca.gov
Department of Health Care Services	Philips Healthcare	Jose Rivera	jose.rivera@philips.com
TOP 30	Private Attorney General Act (PAGA)	Jarrod Salinas	jarrod@phoenixclassaction.com

SERVICE LIST (via Electronic Mail)

Description	CreditorName	CreditorNoticeName	Email
Counsel for California Statewide Communities Development Corporation dba CSDA	Richards, Watson & Gershon	Stephen D. Lee	slee@rwglaw.com
TOP 30	Shiftwise	Jennifer Folds	jennifer.folds@medefis.com
Proposed Counsel to the Official Committee of Unsecured Creditors	Sills Cummis & Gross P.C.	Andrew Sherman and Boris Mankovetskiy	asherman@sillscummis.com; bmankovetskiy@sillscummis.com
TOP 30	Sodexo Inc & Affiliates	Luis Lunalluna	LuisLunalluna@beverly.org
TOP 30	Stryker Endoscopy	Joe Gallinatti	joe.gallinatti@stryker.com
TOP 30	Stryker Instruments	Donovan Reiley	donovan.reiley@stryker.com
TOP 30	Stryker Orthopedics	Trent Zaks	TrentZaks@stryker.com
U.S. Department of Health and Human Services, among other agencies and departments of the United States	United States Department of Justice	Civil Division	augustus.t.curtis@usdoj.gov
Office of the United States Trustee	United States Trustee	Peter C. Anderson	hatty.yip@usdoj.gov; Michael.Jones4@usdoj.gov
Indenture Trustee	US Bank NA	Christopher H. Gehman Vice President, Global Corporate Trust Services	christopher.gehman@usbank.com