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*Counsel for the Official Committee of  
Unsecured Creditors of Verity Health System of  
California, Inc., et al.*

**UNITED STATES BANKRUPTCY COURT**

**CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION**

In re

VERITY HEALTH SYSTEM OF  
CALIFORNIA, INC., *et al.*,

Debtors and Debtors In Possession.

- ☒ Affects All Debtors  
☐ Affects Verity Health System of  
California, Inc.  
☐ Affects O'Connor Hospital  
☐ Affects Saint Louise Regional Hospital  
☐ Affects St. Francis Medical Center  
☐ Affects St. Vincent Medical Center  
☐ Affects Seton Medical Center  
☐ Affects O'Connor Hospital Foundation  
☐ Affects Saint Louise Regional Hospital  
Foundation  
☐ Affects St. Francis Medical Center of  
Lynwood Foundation  
☐ Affects St. Vincent Foundation  
☐ Affects St. Vincent Dialysis Center, Inc.  
☐ Affects Seton Medical Center  
Foundation  
☐ Affects Verity Business Services  
☐ Affects Verity Medical Foundation  
☐ Affects Verity Holdings, LLC  
☐ Affects De Paul Ventures, LLC  
☐ Affects De Paul Ventures - San Jose  
Dialysis, LLC

Debtors and Debtors In Possession.

Lead Case No. 2:18-bk-20151-ER

Jointly Administered With:

Case No. 2:18-bk-20162-ER  
Case No. 2:18-bk-20163-ER  
Case No. 2:18-bk-20164-ER  
Case No. 2:18-bk-20165-ER  
Case No. 2:18-bk-20167-ER  
Case No. 2:18-bk-20168-ER  
Case No. 2:18-bk-20169-ER  
Case No. 2:18-bk-20171-ER  
Case No. 2:18-bk-20172-ER  
Case No. 2:18-bk-20173-ER  
Case No. 2:18-bk-20175-ER  
Case No. 2:18-bk-20176-ER  
Case No. 2:18-bk-20178-ER  
Case No. 2:18-bk-20179-ER  
Case No. 2:18-bk-20180-ER  
Case No. 2:18-bk-20181-ER

Chapter 11 Cases

Judge: Hon. Ernest M. Robles

**MILBANK LLP'S SEVENTH MONTHLY  
FEE APPLICATION FOR ALLOWANCE  
AND PAYMENT OF INTERIM  
COMPENSATION AND REIMBURSEMENT  
OF EXPENSES FOR THE PERIOD OF  
MARCH 1, 2019 – MARCH 31, 2019**



1           1.       Milbank LLP (the “Firm”) submits its Monthly Fee Application (the “Application”)  
2 for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the  
3 Period of March 1, 2019 - March 31, 2019 (the “Application Period”) for work performed for the  
4 Official Committee of Unsecured Creditors of Verity Health System of California, Inc., *et al.* In  
5 support of the Application, the Firm respectfully represents as follows:

6           2.       The Firm is counsel to the Official Committee of Unsecured Creditors of Verity  
7 Health System of California, Inc., *et al.* The Firm hereby applies to the Court for allowance and  
8 payment of interim compensation for services rendered and reimbursement of expenses incurred  
9 during the Application Period.

10          3.       The Firm billed a total of \$452,597.75 in fees and expenses during the Application  
11 Period. The total fees represent 391.90 hours expended during the period covered by this  
12 Application. These fees and expenses break down as follows:

Period	Fees	Expenses	Total
Mar. 1 - 31, 2019	\$446,952.00 <sup>1</sup>	\$5,645.75	\$452,597.75

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15          4.       Accordingly, the Firm seeks allowance of interim compensation in the amount of a  
16 total of \$359,152.97 at this time. This total is comprised as follows: \$357,561.60 (80% of the fees  
17 for services rendered) plus \$5,645.75 (100% of the expenses incurred), less a \$4,054.38  
18 overpayment received towards the *First Interim Application of Milbank LLP for Approval and*  
19 *Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred* (the  
20 (“First Interim Fee Application”) [Docket No. 1795].<sup>2</sup>

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26 <sup>1</sup> Milbank has voluntarily reduced its fees by 5% (i.e., \$23,676.75). The \$446,952.00 amount is net of this  
5% reduction.

27 <sup>2</sup> Milbank received an overpayment of \$4,054.38 towards the First Interim Fee Application, which resulted  
28 from Milbank’s additional voluntary reduction of \$3,152.00 in fees and \$902.38 in expenses reflected in the  
First Interim Fee Application. The overpayment is applied as credit in the interim compensation allowance  
sought for this Seventh Monthly Fee Application.

5. For the postpetition period, the Firm has been paid to date as follows:

Application Period	Amount	Description
First (Sept. 14 - 30, 2018)	\$612,882.65	100% of fees and 100% of expenses
Second (Oct. 1 - 31, 2018)	\$795,899.13	100% of fees and 100% of expenses
Third (Nov. 1 - 30, 2018)	\$433,306.16	100% of fees and 100% of expenses
Fourth (Dec. 1 - 31, 2018)	\$445,878.25	100% of fees and 100% of expenses
Fifth (Jan. 1 - 31, 2019)	\$538,697.35	80% of fees and 100% of expenses
Sixth (Feb. 1 - 28, 2019)	\$499,368.33	80% of fees and 100% of expenses
Seventh (Mar. 1 - 31, 2019)	\$0.00	
<b>Total Paid to the Firm to Date</b>	<b>\$3,326,031.87<sup>3</sup></b>	

6. To date, the Firm is owed as follows (excluding amounts owed pursuant to this Application):

Application Period	Amount	Description
First (Sept. 14 - 30, 2018)	\$0.00	
Second (Oct. 1 - 31, 2018)	\$0.00	
Third (Nov. 1 - 30, 2018)	\$0.00	
Fourth (Dec. 1 - 31, 2018)	\$0.00	
Fifth (Jan. 1 - 31, 2019)	\$132,488.60	20% of fees
Sixth (Feb. 1 - 31, 2019)	\$122,767.30	20% of fees
<b>Total Owed to the Firm to Date</b>	<b>\$255,255.90</b>	

7. Attached as **Exhibit A** hereto is the name of each professional who performed services in connection with these cases during the period covered by this Application and the hourly rate and total fees for each such professional. Attached hereto as **Exhibit B** is a summary of hours by task. Attached hereto as **Exhibit C** are the detailed time entries for the Application Period. Attached hereto as **Exhibit D** is a summary of expenses. Attached hereto as **Exhibit E** are the detailed expense entries for the Application Period.

8. The Firm has served a copy of this Application on the Office of the United States Trustee, the above-captioned debtors (the "Debtors"), counsel to the Debtors, the United States of America, the State of California, and parties who have requested special notice. Notice of the filing of this Application will be given by counsel for the Debtors pursuant to the terms of the Interim Compensation Order (defined below).

<sup>3</sup> As noted above, Milbank received an overpayment of \$4,054.38 towards the First Interim Fee Application, and this overpayment is applied as credit in the interim compensation allowance sought for this Seventh Monthly Fee Application.

1           9. Pursuant to this Court's *Amended Order Authorizing Interim Fee Procedures* that  
2 was entered on or about November 16, 2018 [Docket No. 826] (the "Interim Compensation  
3 Order"), the Debtors are authorized to make the payment requested herein without a further hearing  
4 or order of this Court unless an objection to this Application is filed with the Court and served upon  
5 the Notice Parties within ten (10) calendar days after the date of mailing of the Notice of this  
6 Application. If such an objection is filed, the Debtors are authorized to pay 80% of the uncontested  
7 fees and 100% of the uncontested expenses without further order of the Court. If no objection is  
8 filed, the Debtors are authorized to pay 80% of all fees requested in the Application and 100% of  
9 the uncontested expenses without further order of the Court.

10           10. The interim compensation and reimbursement of expenses sought in this  
11 Application is not final. Upon the conclusion of these cases, the Firm will seek fees and  
12 reimbursement of the expenses incurred for the totality of the services rendered in these cases. Any  
13 interim fees or reimbursement of expenses approved by this Court and received by the Firm (along  
14 with any retainer) will be credited against such final fees and expenses as may be allowed by this  
15 Court.

16           **WHEREFORE**, the Firm respectfully requests that the Debtors pay compensation to the Firm  
17 as requested herein pursuant to and in accordance with the terms of the Interim Compensation Order.  
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19           Dated: April 26, 2019

MILBANK LLP

20                               /s/ Mark Shinderman  
21                               GREGORY A. BRAY  
22                               MARK SHINDERMAN  
23                               JAMES C. BEHRENS

24                               Counsel for the Official Committee of  
25                               Unsecured Creditors of Verity Health System of  
26                               California, Inc., et al.  
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**EXHIBIT A**  
**SUMMARY OF HOURS BY PROFESSIONAL**  
**(MARCH 1, 2019 – MARCH 31, 2019)**

<b>Name of Professional (Partners):</b>	<b>Practice Group</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Compensation</b>
Gregory Bray	Financial Restructuring Partner	\$1,540.00	58.50	\$90,090.00
Robert Liubicic	Litigation Partner	\$1,540.00	1.50	\$0.00
Mark Shinderman	Financial Restructuring Partner	\$1,540.00	49.50	\$76,230.00
Total			109.50	\$166,320.00

<b>Name of Professional (Of Counsel/ Special Counsel):</b>	<b>Practice Group</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Compensation</b>
Dennis O'Donnell	Financial Restructuring Of Counsel	\$1,250.00	74.70	\$93,375.00
Total			74.70	\$93,375.00

<b>Name of Professional (Associates):</b>	<b>Practice Group</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Compensation</b>
Alexandra Achamallah	Litigation Associate	\$735.00	3.50	\$0.00
Najeh Baharun	Global Corporate Associate	\$985.00	6.50	\$0.00
James Behrens	Financial Restructuring Associate	\$955.00 \$477.50 <sup>4</sup>	178.20 1.50	\$170,181.00 \$0.00
Katherine Pierucci	Litigation Associate	\$920.00	11.80	\$10,856.00
Jordan Weber	Financial Restructuring Associate	\$920.00	0.80	\$0.00
Total			202.30	\$181,037.00

<b>Name of Professional Paraprofessionals and Non-Legal Staff:</b>	<b>Position</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Compensation</b>
Jenifer Gibbs	Case Manager	\$350.00	0.60	\$0.00
Jacqueline Brewster	Legal Assistant	\$290.00	10.20	\$0.00
Jae Yeon Cecilia Kim	Legal Assistant	\$235.00	0.90	\$0.00
Charmaine Thomas	Legal Assistant	\$300.00	17.20	\$0.00
Noel Velasco	Litigation Technology Specialist	\$350.00	9.20	\$3,220.00
Ricky R. Windom	Legal Assistant	\$300.00	18.00	\$3,000.00
Total			56.10	\$6,220.00

<sup>4</sup> 50% of the applicable professional's normal hourly rate for time charged to non-working travel.

Professionals	Blended Rate <sup>5</sup>	Total Hours	Total Compensation
Partners and Counsel	\$1,409.85	184.20	\$259,695.00
Associates	\$894.89	202.30	\$181,037.00
Paraprofessionals and Non-Legal Staff	\$110.87	56.10	\$6,220.00
<b>Blended Rate for All Timekeepers</b>	\$1,009.83		
<b>Blended Rate for Attorneys Only</b>	\$1,140.32		
<b>Total Fees Incurred</b>		<b>442.60</b>	<b>\$446,952.00<sup>6</sup></b>

<sup>5</sup> Blended rate calculation includes hours for attorneys and paralegals whose time was written off as part of Milbank's 5% voluntary reduction.

<sup>6</sup> Milbank has voluntarily reduced its fees by 5% (i.e., \$23,676.75). The \$446,952.00 amount is net of this 5% reduction.

**EXHIBIT B**  
**SUMMARY OF HOURS BY TASK**  
**(MARCH 1, 2019 – MARCH 31, 2019)**

<b>Billing Code</b>	<b>Activity</b>	<b>Hours</b>	<b>Discounted Fees</b>
44393.00003	Asset Analysis and Recovery	13.60	\$3,619.50
44393.00004	Asset Disposition	110.50	\$133,385.00
44393.00005	Assumption and Rejection of Leases and Contracts	13.20	\$16,350.00
44393.00006	Avoidance Action Analysis	39.10	\$30,742.00
44393.00008	Business Operations	1.60	\$2,464.00
44393.00009	Case Administration	34.30	\$7,820.50
44393.00010	Claims Administration and Objections	33.20	\$43,523.00
44393.00012	Employee Benefits	0.30	\$462.00
44393.00013	Employment and Fee Applications	31.10	\$31,658.50
44393.00015	Financing and Cash Collateral	95.60	\$99,963.50
44393.00016	Hearings (Preparation and Attendance)	9.40	\$9,386.50
44393.00018	Committee Meetings & Communications with Members	19.10	\$22,403.50
44393.00020	Communications with Committee Advisors	19.70	\$22,675.50
44393.00021	Meetings & Communications with Creditors	1.40	\$2,039.00
44393.00022	Communications with Debtors	6.80	\$8,106.50
44393.00024	Non-Working Travel	1.50	\$0.00
44393.00025	Plan and Disclosure Statement	0.90	\$1,386.00
44393.00028	Relief from Stay and Adequate Protection	11.30	\$10,967.00
<b>Total</b>		<b>442.60</b>	<b>\$446,952.00<sup>7</sup></b>

<sup>7</sup> Milbank has voluntarily reduced its fees by 5% (i.e., \$23,676.75). The \$446,952.00 amount is net of this 5% reduction.



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**EXHIBIT C**  
**DETAIL OF TIME ENTRIES**  
**(MARCH 1, 2019 – MARCH 31, 2019)**

Description of Legal Services

March 1, 2019 through March 31, 2019

**44393.00003 Verity - OCUC: Asset Analysis and Recovery**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/3/2019	Internal emails regarding secured creditors (.40)	0.40	Shinderman, Mark
3/4/2019	Review UMB stipulation (0.3); communicate with Milbank team re: same (0.3).	0.60	Behrens, James C.
3/4/2019	Internal correspondence re: stipulation extending challenge deadline re: UMB Bank.	0.70	Pierucci, Katherine R.
3/15/2019	Communicate with Milbank team re: asset analysis.	0.50	Behrens, James C.
3/18/2019	Work on challenge deadline stipulations.	0.50	Pierucci, Katherine R.
3/19/2019	Review orders on stipulations with lenders (0.3); internal communications re: same (0.3).	0.60	Behrens, James C.
3/28/2019	Work on stipulations to extend challenge deadline.	0.30	Pierucci, Katherine R.

Description of Legal Services

March 1, 2019 through March 31, 2019

**44393.00004 Verity - OCUC: Asset Disposition**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/1/2019	Communicate with T. Moyron (Dentons) re: question related to KPC sale (0.5); review email from FTI regarding potential bidder (0.4); review pleadings related to Oncology Technology Associates motion and Silicon Valley Medical Development/San Jose Medical Transaction motions (1.7); communicate with Dentons, FTI, and Milbank teams re: same (0.9).	3.50	Behrens, James C.
3/1/2019	Review SGM sale issues.	1.80	Bray, Gregory A.
3/3/2019	Review pleadings (.30).	0.30	Shinderman, Mark
3/4/2019	Review OTA and Silicon Valley settlement issues (2.1); internal communications re: same (0.8).	2.90	Bray, Gregory A.
3/5/2019	Review and revise stipulation to extend deadline to object to sales (0.3); communicate with Geoff Miller (Dentons) re: same (0.2); review and summarize Stanford reservation of rights re: assumption and assignment of sublease (0.8).	1.30	Behrens, James C.
3/5/2019	Review issues related to Santa Clara sale proceeds.	0.90	Bray, Gregory A.
3/5/2019	Call with attorney regarding sale status (.30); review pleadings (.30); analyze closing statement (.30); internal email regarding closing statement (.20).	1.10	Shinderman, Mark
3/6/2019	Review closing statement for Santa Clara sale	0.50	Behrens, James C.
3/6/2019	Work on Santa Clara sale proceeds questions.	2.40	Bray, Gregory A.
3/6/2019	Review pleadings (.40); internal emails regarding sale proceeds (.40); follow up with C. Nelson (FTI) regarding sale process and attorney general meeting (.40).	1.20	Shinderman, Mark

Description of Legal Services

March 1, 2019 through March 31, 2019

**44393.00004 Verity - OCUC: Asset Disposition**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/7/2019	Review pleadings related to clinic settlements (1.9); review background information from Dentons re: same (0.4); communicate with Milbank and FTI teams re: same (1.2); draft email to committee re: same (0.6).	4.10	Behrens, James C.
3/7/2019	Review closing statement for Santa Clara sale (0.4); work on sale proceeds issues (0.8).	1.20	Bray, Gregory A.
3/7/2019	Call with Debtors regarding insurance, assets and sale (.60); internal emails regarding sale conditions (.40).	1.00	Shinderman, Mark
3/8/2019	Review and summarize Debtors' motion to reject leases and executory contracts and abandon personal property related to clinic in Daly City (1.3); communicate with Milbank and FTI teams re: same (0.4); draft responses re: Debtors' OTA and Silicon Valley/San Jose Medical Group settlement motions (0.8); internal communications re: same (0.3).	2.80	Behrens, James C.
3/8/2019	Work on responses re: OTA and Silicon Valley settlement motions.	0.50	Bray, Gregory A.
3/8/2019	Call with FTI regarding Attorney General meeting, outline letter (.60).	0.60	Shinderman, Mark
3/10/2019	Review and summarize pleadings related to OTA and Silicon Valley/San Jose Medical Group settlements.	0.70	Behrens, James C.
3/11/2019	Internal emails re: AG meeting.	0.30	Bray, Gregory A.
3/11/2019	Internal emails regarding requests by third parties (.40); internal emails regarding attorney general meeting (.20).	0.60	Shinderman, Mark
3/12/2019	Review and summarize SOAR motion (1.8); review amended exhibits to Silicon Valley/San Jose Medical Group motion (0.5).	2.30	Behrens, James C.

Description of Legal Services

March 1, 2019 through March 31, 2019

**44393.00004 Verity - OCUC: Asset Disposition**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/13/2019	Communicate with FTI team re: SOAR motion.	0.40	Behrens, James C.
3/15/2019	Review pleadings related to the Debtors' settlement motion with SOAR (0.8); communicate with P. Maxcy (Dentons), T. Moyron (Dentons), FTI team, and Milbank team re: developments related to the Debtors' settlement motion with SOAR (1.9); review and summarize SIS motion (1.8); review and summarize cure objections (1.2).	5.70	Behrens, James C.
3/15/2019	Review AG dismissal motion (0.9); internal communications re: same (0.5); work on AG issues (1.6).	3.00	Bray, Gregory A.
3/15/2019	Review AG Dismissal Motion (.9); internal t/cs, email re: same (.6)	1.50	O'Donnell, Dennis C.
3/17/2019	Summarize sale-related pleadings.	2.80	Behrens, James C.
3/18/2019	Communicate with M. Shinderman re: Medicare and Medicaid issues.	0.40	Behrens, James C.
3/18/2019	Work on SGM sale issues.	1.40	Bray, Gregory A.
3/18/2019	Follow up with Debtors re Joinder to AG Dismissal Motion (.7); internal t/cs, email re: same (.4); internal email re: other case issues(.4)	1.50	O'Donnell, Dennis C.
3/18/2019	Draft internal email regarding attorney general position/approach (.50); analyze settlement and review related pleadings (.70).	1.20	Shinderman, Mark
3/19/2019	Review and revise letter to AG (0.8); work on SGM sale issues (1.2).	2.00	Bray, Gregory A.
3/19/2019	Draft Joinder in AG Dismissal Motion (1.6); internal t/cs, email re: same (.8)	2.40	O'Donnell, Dennis C.

Description of Legal Services

March 1, 2019 through March 31, 2019

**44393.00004 Verity - OCUC: Asset Disposition**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/19/2019	Review pleadings (.30); emails with PBGC (Pension Benefit Guaranty Corporation) (.20); draft Attorney General letter (.80).	1.30	Shinderman, Mark
3/20/2019	Review emails from FTI re: AG meeting (0.4); review materials for meeting with AG (0.3); review and revise Committee's joinder to Debtors' motion to dismiss AG appeal (2.4); review Debtors' Motion to Reject Contracts and Leases Related to O'Connor and Saint Louise Hospitals (0.9); draft response thereto (0.5); review Debtors' Motion Seeking Nunc Pro Tunc Approval of Settlement with SIS and Assumption and Assignment of Agreement (0.9); communicate with G. Bray and M. Shinderman re: same (0.2) draft response re: same (0.4).	6.00	Behrens, James C.
3/20/2019	Review SGM sale issues (1.8); internal communications re: AG meeting (0.2).	2.00	Bray, Gregory A.
3/20/2019	Revise/finalize Joinder in AG Dismissal Motion (1.9); internal t/cs, email re: same (.6)	2.50	O'Donnell, Dennis C.
3/20/2019	Review and revise AG letter and emails regarding committee (.30).	0.30	Shinderman, Mark
3/21/2019	Review and summarize several pleadings related to SGM sale (3.8); communicate with Milbank team re: same (0.2); review stipulation between Debtors and Attorney General to dismiss Attorney General's appeal (0.2).	4.20	Behrens, James C.
3/21/2019	Review stipulation to dismiss AG appeal (0.3); internal calls and emals re: sale issues (0.7); review sale-related pleadings (1.0).	2.00	Bray, Gregory A.
3/21/2019	Follow up re AG Dismissal Motion (1.2); internal email re: other case issues (.7)	1.90	O'Donnell, Dennis C.
3/21/2019	Follow up regarding sale (.40).	0.40	Shinderman, Mark

Description of Legal Services

March 1, 2019 through March 31, 2019

**44393.00004 Verity - OCUC: Asset Disposition**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/22/2019	Review press coverage of SGM sale (0.4); communicate with FTI and Milbank teams re: same (0.1).	0.50	Behrens, James C.
3/22/2019	Review pleadings related to SGM sale.	0.80	Bray, Gregory A.
3/23/2019	Review and summarize pleadings related to sale.	3.40	Behrens, James C.
3/23/2019	Review and revise comments regarding various pleadings (.20); review and revise attorney general letter (.40); internal emails regarding sale updates and issues (.40).	1.00	Shinderman, Mark
3/25/2019	Review and summarize sale-related pleadings.	2.40	Behrens, James C.
3/25/2019	Work on SGM sale issues.	1.20	Bray, Gregory A.
3/25/2019	Review email re: sale process and bids (.6); review AG appeal docket (.5)	1.10	O'Donnell, Dennis C.
3/25/2019	Review and revise attorney general letter (.20).	0.20	Shinderman, Mark
3/26/2019	Review and summarize cure objections.	1.10	Behrens, James C.
3/26/2019	Review bids (1.8); internal communications re: same (0.2).	2.00	Bray, Gregory A.
3/26/2019	Review email re: sale process and bids	0.80	O'Donnell, Dennis C.
3/26/2019	Analyze Medicare issues (1.10).	1.10	Shinderman, Mark
3/27/2019	Review and summarize several cure objections (2.4); review and summarize California Department of Health Care Services' objection to sale (1.3); communicate with Milbank team re: same (0.4); legal research on issue related to same (1.4).	5.50	Behrens, James C.

Description of Legal Services

March 1, 2019 through March 31, 2019

**44393.00004 Verity - OCUC: Asset Disposition**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/27/2019	Calls with FTI and Milbank teams re: sale (0.4); review pleadings related to sale (0.8); work on sale issues (0.8).	2.00	Bray, Gregory A.
3/27/2019	Review email re: sale process and bids (.7); email re: DHCS objection and prior briefing (.9)	1.60	O'Donnell, Dennis C.
3/27/2019	Emails with Milbank and FTI teams regarding creditor recovery and approach to attorney general (.60).	0.60	Shinderman, Mark
3/28/2019	Review and summarize partial bids.	3.20	Behrens, James C.
3/28/2019	Review bids (1.7); work on sale issues (0.3).	2.00	Bray, Gregory A.
3/28/2019	Review email re: sale process and bids (.9); review bids (.4)	1.30	O'Donnell, Dennis C.
3/28/2019	Email with Milbank and FTI teams regarding Attorney General letter (.30); review and revise Attorney General letter (.30); calls and emails with FTI and Dentons regarding partial bids (.40); calls with Milbank and FTI teams regarding meeting regarding sale (.40).	1.40	Shinderman, Mark
3/29/2019	Review and summarize objections to assignment and cure amounts.	3.00	Behrens, James C.
3/29/2019	Internal emails regarding attorney general meeting (.30).	0.30	Shinderman, Mark
3/31/2019	Schedule calls regarding sale, information requests (.40).	0.40	Shinderman, Mark



Description of Legal Services

March 1, 2019 through March 31, 2019

**44393.00005 Verity - Assumption and Rejection of Leases and Contracts**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/5/2019	Review union issues (1.0); communicate with G. Bray and M. Shinderman re: same (0.2).	1.20	Behrens, James C.
3/5/2019	Analyze union issues (.70).	0.70	Shinderman, Mark
3/12/2019	Emails regarding St. Vincent's IPA (.30); call with Joe Kohanski (Bush Gottlieb) re: union issues (.50); emails and call with Debtors regarding union issues (.80); email to debtors regarding union issues and timing (.30).	1.90	Shinderman, Mark
3/14/2019	Calls and emails with unions and Debtors regarding union issues (.90).	0.90	Shinderman, Mark
3/21/2019	Review St. Vincent IPA issues.	0.50	Behrens, James C.
3/22/2019	Communicate with T. Moyron (Dentons) re: St. Vincent IPA 9019 motion.	0.50	Behrens, James C.
3/23/2019	Review email from T. Moyron (Dentons) re: St. Vincent IPA motion (0.2); review and revise St. Vincent IPA 9019 motion (0.2); communicate with Milbank team re: same (0.2).	0.60	Behrens, James C.
3/23/2019	Email with Dentons regarding St. Vincent IPA (.30).	0.30	Shinderman, Mark
3/25/2019	Review and revise St. Vincent IPA 9019 motion (1.2); communicate with Dentons, Milbank, and Carlton Fields teams re: same (0.3).	1.50	Behrens, James C.
3/25/2019	Call with SEIU regarding approach (.50).	0.50	Shinderman, Mark
3/26/2019	Emails regarding St. Vincent's IPA (.30); call with SEIU regarding meeting, sales and follow-up (.60).	0.90	Shinderman, Mark
3/27/2019	Review St. Vincent IPA issues (0.8); communicate with Dentons team, Milbank team, and Carlton Fields team re: same (0.7).	1.50	Behrens, James C.

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**44393.00005 Verity - Assumption and Rejection of Leases and Contracts**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/27/2019	Research regarding Medicare issues (1.20).	1.20	Shinderman, Mark
3/28/2019	Communicate with D. Kirk (Carlton Fields) and T. Moyron (Dentons) re: St. Vincent IPA stipulation and 9019 motion (0.4); review and revise stipulation and 9019 motion (0.6).	1.00	Behrens, James C.

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**44393.00006 Verity - OCUC: Avoidance Action Analysis**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/1/2019	Review potential avoidance action claims (1.5); communicate with R. Liubicic and K. Pierucci re: same (0.3).	1.80	Behrens, James C.
3/1/2019	Correspondence with Debtors' counsel re: requested documents.	0.50	Pierucci, Katherine R.
3/1/2019	Process, quality-check, and import 11/17/18, 11/28/18, 11/29/18, and 1/28/19 document productions.	3.60	Velasco, Noel
3/5/2019	Correspond with R. Liubicic re: document requests (0.3); correspondence with Debtors' counsel re: document productions (0.7).	1.00	Pierucci, Katherine R.
3/5/2019	Emails with debtors regarding document production (.30).	0.30	Shinderman, Mark
3/6/2019	Draft stipulation regarding avoidance actions.	3.90	Behrens, James C.
3/6/2019	Review document production.	0.80	Pierucci, Katherine R.
3/6/2019	Emails with Milbank team regarding document production (.40).	0.40	Shinderman, Mark
3/6/2019	Download, process, quality-check, and import in Relativity files from Dentons on behalf of Verity Health Systems.	3.30	Velasco, Noel
3/7/2019	Review and revise stipulation regarding avoidance actions.	2.90	Behrens, James C.
3/13/2019	Review and revise stipulation granting the Committee authority to pursue claims on behalf of the Debtors (1.8); communicate with Dentons re: same (0.2).	2.00	Behrens, James C.
3/21/2019	Review incoming document production from debtors.	1.50	Pierucci, Katherine R.

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**44393.00006 Verity - OCUC: Avoidance Action Analysis**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/22/2019	Review and revise stipulation regarding avoidance actions (1.2); emails and phone calls with T. Moyron (Dentons) re: same (0.6); communicate with Milbank teams re: same (0.3).	2.10	Behrens, James C.
3/22/2019	Correspond with FTI re: document productions (0.3); correspond with debtors re: outstanding requests (0.4); review documents and prepare list of outstanding document requests (2.3).	3.00	Pierucci, Katherine R.
3/22/2019	Prepare VHS-UCC production documents and upload to new FTP site for review by FTI.	2.30	Velasco, Noel
3/23/2019	Review email from T. Moyron (Dentons) re: avoidance action stipulation (0.3); review and revise stipulation (0.4); review case law related to questions regarding stipulation (0.9); communicate with G. Bray and M. Shinderman re: same (0.4).	2.00	Behrens, James C.
3/23/2019	Internal emails regarding standing issues (.30).	0.30	Shinderman, Mark
3/24/2019	Review Dentons' comments on stipulation re: avoidance actions (0.5); revise stipulation (0.4); emails with Dentons and Milbank teams re: same (0.6).	1.50	Behrens, James C.
3/27/2019	Review status of investigation (0.4); communicate with K. Pierucci re: same (0.2).	0.60	Behrens, James C.
3/27/2019	Call with Debtors' counsel re: document requests (0.4); correspond with Milbank team re: discovery strategy (0.3); review produced documents (0.8).	1.50	Pierucci, Katherine R.
3/28/2019	Correspond with Debtors re: outstanding document requests.	1.20	Pierucci, Katherine R.
3/28/2019	Emails with Dentons regarding information request (.30).	0.30	Shinderman, Mark

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**44393.00006 Verity - OCUC: Avoidance Action Analysis**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/29/2019	Correspond with Milbank team re: document requests to Debtors.	0.80	Pierucci, Katherine R.

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**44393.00008 Verity - OCUC: Business Operations**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/5/2019	Review insurance questions.	0.80	Bray, Gregory A.
3/5/2019	Internal email regarding Insurance (.20).	0.20	Shinderman, Mark
3/27/2019	Internal emails regarding Insurance (.20).	0.20	Shinderman, Mark
3/28/2019	Calls and emails with FTI and Milbank teams regarding insurance assets (.40).	0.40	Shinderman, Mark

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**44393.00009 Verity - OCUC: Case Administration**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/4/2019	Meet with M. Shinderman re: case strategy.	0.30	Bray, Gregory A.
3/4/2019	Meet with G. Bray regarding planning (.30).	0.30	Shinderman, Mark
3/4/2019	Assist with the review, organization and electronic filing of requested pleadings with the court and communications regarding the same as requested by J. Behrens. (3.0)	3.00	Windom, Ricky R.
3/7/2019	Update internal calendars.	0.60	Behrens, James C.
3/10/2019	Review recent pleadings and next steps/timing (.80).	0.80	Shinderman, Mark
3/12/2019	Analyze possibilities/paths (.40).	0.40	Shinderman, Mark
3/13/2019	Assist with the review, organization and electronic filing of requested pleadings with the court and communications regarding the same as requested by J. Behrens. (2.0)	2.00	Windom, Ricky R.
3/14/2019	Communicate with Milbank team to coordinate workstreams.	0.30	Behrens, James C.
3/14/2019	Assist with the review, organization and electronic filing of requested pleadings with the court and communications regarding the same as requested by J. Behrens. (2.0)	2.00	Windom, Ricky R.
3/25/2019	Assist with the review and organization of requested pleadings for the purpose of electronically filing the documents with the court and update of team database for use and review by the team. (2.0)	2.00	Windom, Ricky R.
3/26/2019	Review status of outstanding items and plan next steps.	0.60	Behrens, James C.

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**44393.00009 Verity - OCUC: Case Administration**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/29/2019	Assist with the review and organization of requested pleadings for the purpose of electronically filing the pleadings with the court. (1.0)	1.00	Windom, Ricky R.
3/31/2019	Internal planning emails (.40).	0.40	Shinderman, Mark



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**44393.00010 Verity - OCUC: Claims Administration and Objections**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/1/2019	Review union claims issues (1.0); review Medline 9019 motion (0.7).	1.70	Bray, Gregory A.
3/3/2019	Review Medline 9019 motion (0.9); communicate with Milbank team re: same (0.5).	1.40	Behrens, James C.
3/4/2019	Research case law regarding claim issue (3.8); draft email to M. Shinderman summarizing research results (0.4).	4.20	Behrens, James C.
3/4/2019	Meet with J. Behrens regarding class proofs of claim and outline (.30).	0.30	Shinderman, Mark
3/5/2019	Review class proof of claim issues and related pleadings.	2.30	Bray, Gregory A.
3/5/2019	Analyze class proof of claim request (.60).	0.60	Shinderman, Mark
3/6/2019	Internal communications re: class claim issues (0.6); review union claims (1.0).	1.60	Bray, Gregory A.
3/6/2019	Internal emails regarding claims (.30); follow up regarding McKesson claim (.30).	0.60	Shinderman, Mark
3/8/2019	Research regarding class issues (.90).	0.90	Shinderman, Mark
3/9/2019	Legal research regarding class claim question (0.9); communicate with M. Shinderman and G. Bray re: same (0.6).	1.50	Behrens, James C.
3/11/2019	Review class claim issues.	1.70	Bray, Gregory A.
3/12/2019	Work on tort claim question (1.1); work on union claim questions (0.8).	1.90	Bray, Gregory A.

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**44393.00010 Verity - OCUC: Claims Administration and Objections**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/13/2019	Internal emails regarding group proof of claim (.60); research regarding class proofs of claim (.40); emails with debtors regarding claims (.30); emails with unions regarding claims (.30); emails with creditors regarding claims (.20).	1.80	Shinderman, Mark
3/14/2019	Research case law in response to question re: priority	3.80	Behrens, James C.
3/14/2019	Review union claim issues (0.9); review PBGC claim questions (1.0); review tort claim issues (1.1).	3.00	Bray, Gregory A.
3/14/2019	Call regarding class proof of claim (.30); call regarding union group claim (.20); research regarding PBGC claims (.40).	0.90	Shinderman, Mark
3/15/2019	Internal emails regarding group claim (.30).	0.30	Shinderman, Mark
3/22/2019	Review union claim questions.	1.20	Bray, Gregory A.
3/27/2019	Emails and meetings with debtors re: claim issues (.30).	0.30	Shinderman, Mark
3/29/2019	Review and summarize Wahidi class proof of claim motion (1.8); communicate with Milbank team re: same (0.3).	2.10	Behrens, James C.
3/29/2019	Review Wahidi class claim motion (0.8); internal communications re: same (0.3).	1.10	Bray, Gregory A.

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**44393.00012 Verity - OCUC: Employee Benefits and Pensions**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/3/2019	Internal emails regarding employees (.30).	0.30	Shinderman, Mark

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**44393.00013 Verity - OCUC: Employment and Fee Applications**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/5/2019	Email with R. Hirsch (Arent Fox) regarding special counsel (.30).	0.30	Shinderman, Mark
3/8/2019	Draft Milbank's interim fee application.	1.10	Behrens, James C.
3/8/2019	Review and revise interim fee application (.30).	0.30	Shinderman, Mark
3/10/2019	Legal research regarding interim fee application issue (1.2); draft interim fee application (6.3).	7.50	Behrens, James C.
3/11/2019	Continue drafting interim fee application.	6.80	Behrens, James C.
3/11/2019	Read and review interim fee application (1.10); call and email regarding interim fee application (.40).	1.50	Shinderman, Mark
3/12/2019	Review and revise interim fee application	7.00	Behrens, James C.
3/12/2019	Read and review interim fee application (1.20).	1.20	Shinderman, Mark
3/13/2019	Review and revise interim fee application (3.8); internal communications re: same (0.2).	4.00	Behrens, James C.
3/13/2019	Review and revise interim fee app (.30).	0.30	Shinderman, Mark
3/20/2019	Respond to FTI's questions regarding FTI's interim fee application.	0.30	Behrens, James C.
3/20/2019	Emails regarding interim fee application hearing and related issues (.40).	0.40	Shinderman, Mark

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**44393.00015 Verity - OCUC: Financing and Cash Collateral**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/1/2019	Review U.S. Bank's pleading filed in DIP appeal (1.4); communicate with G. Bray and M. Shinderman re: same (0.3).	1.70	Behrens, James C.
3/1/2019	Draft/revise Appellants' Brief (3.50); additional research re: same (.7)	4.20	O'Donnell, Dennis C.
3/2/2019	Draft/revise Appellants' Brief (1.80); additional research re: same (1.50)	3.30	O'Donnell, Dennis C.
3/3/2019	Draft/revise Appellants' Brief (4.50); additional research re: same (1.6)	6.10	O'Donnell, Dennis C.
3/4/2019	Revise Appellants brief per Bray comment (1.4); review/reconfigure Appendix (1.1); email re: same (.7).	3.20	O'Donnell, Dennis C.
3/5/2019	Review and summarize UMB/Wells Fargo motion to intervene in DIP appeal.	1.50	Behrens, James C.
3/5/2019	Draft/revise Appellants' Brief (3.90); additional research re: same (.9); email re:same (.6)	5.40	O'Donnell, Dennis C.
3/6/2019	Draft/revise Appellants' Brief per G. Bray comments (3.20); additional research re: same (.9); email re:same (.6)	4.70	O'Donnell, Dennis C.
3/6/2019	Review and revise appeal brief (1.10).	1.10	Shinderman, Mark
3/7/2019	Review and revise appeal brief.	2.80	Bray, Gregory A.
3/7/2019	Review/revise DIP Appeal brief per Bray/Shinderman comments (2.20); revise/reassemble Appendix (1.8)); email re: same (.6).	4.60	O'Donnell, Dennis C.
3/7/2019	Review and revise briefing for appeal.	0.30	Shinderman, Mark

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**44393.00015 Verity - OCUC: Financing and Cash Collateral**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/8/2019	Review and summarize U.S. Bank's notice of appellee and motion to intervene (0.8); review and summarize UMB Bank and Wells Fargo's motion to intervene in DIP appeal (0.8).	1.60	Behrens, James C.
3/8/2019	Review and revise appeal brief.	3.50	Bray, Gregory A.
3/8/2019	Revise Appellants brief per Bray comment (1.7); review/reconfigure Appendix (1.4); email re: same (.7).	3.80	O'Donnell, Dennis C.
3/9/2019	Review quote/citation review (1.3); email G. Bray, M. Shinderman re: status (.4).	1.70	O'Donnell, Dennis C.
3/10/2019	Review quote/citation review (.7); email WP re: same (.6).	1.30	O'Donnell, Dennis C.
3/11/2019	Review draft of appellate brief (1.5); internal communications re: appellate brief (0.7).	2.20	Behrens, James C.
3/11/2019	Review and revise appeal brief.	1.00	Bray, Gregory A.
3/11/2019	Additional revision to DIP Appeal Brief (1.4); review key cases (.9); email Bray re: same (.8)	3.10	O'Donnell, Dennis C.
3/12/2019	Review and revise appeal brief.	1.10	Bray, Gregory A.
3/12/2019	Review quote/citation review (1.2); additional changes to DIP appeal brief (1.1).	2.30	O'Donnell, Dennis C.
3/13/2019	Review and revise appeal brief.	2.60	Bray, Gregory A.
3/13/2019	Additional changes to DIP appeal brief (1.6); t/cs, email with Bray, Shinderman re: same (.8)	2.40	O'Donnell, Dennis C.
3/14/2019	Review and revise appellate brief.	1.70	Behrens, James C.

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**44393.00015 Verity - OCUC: Financing and Cash Collateral**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/14/2019	Review quote/citation review (1.2); final changes to DIP appeal brief (1.1); review Shopko case (.9); t/cs, email with Bray, Shinderman re: same (.7)	3.90	O'Donnell, Dennis C.
3/15/2019	Communicate with Milbank team re: appellate issues.	0.80	Behrens, James C.
3/18/2019	Review motions to intervene in DIP appeal filed by UMB/Wells Fargo and U.S. Bank (1.0); draft responses to same (0.8); communicate with D. O'Donnell re: same (0.3).	2.10	Behrens, James C.
3/18/2019	Additional changes to DIP appeal brief (1.6); t/cs, email with Bray, Shinderman re: same (.3)	1.90	O'Donnell, Dennis C.
3/19/2019	Review and revise pleadings in response to UMB/Wells Fargo's and U.S. Bank's motions to intervene in the DIP appeal.	1.50	Behrens, James C.
3/19/2019	Additional changes to DIP appeal brief (1.2); t/cs, email with Bray, Shinderman re: same (.6)	1.80	O'Donnell, Dennis C.
3/19/2019	Review and revise pleadings (appeal) (.80).	0.80	Shinderman, Mark

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**44393.00016 Verity - OCUC: Hearings (Preparation and Attendance)**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/11/2019	Communicate with G. Bray and M. Shinderman re: Wednesday hearing.	0.30	Behrens, James C.
3/12/2019	Review and summarize tentative ruling for tomorrow's hearing (0.3); internal communications re: same (0.2).	0.50	Behrens, James C.
3/15/2019	Review tentative rulings for Monday's hearing (0.2); communicate with G. Bray and M. Shinderman re: same (0.1).	0.30	Behrens, James C.
3/18/2019	Pre-call before hearing (.30).	0.30	Shinderman, Mark
3/19/2019	Prepare for hearing (1.8); attend hearing (1.0); communicate with Milbank team re: ruling and the Court's request for additional briefing (0.4).	3.20	Behrens, James C.
3/25/2019	Review Aetna motion and related pleadings (1.2); communicate with Pachulski and Milbank teams re: hearing on Aetna motion (1.0); review tentative ruling (0.1).	2.30	Behrens, James C.
3/25/2019	Emails and calls regarding court hearings (.40).	0.40	Shinderman, Mark
3/26/2019	Prepare for hearing (0.3); telephonically attend hearing regarding Aetna motion (1.8).	2.10	Behrens, James C.



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**44393.00018 Verity- OCUC Committee Meetings& Communications with Members**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/3/2019	Review outstanding matters in preparation for weekly UCC call (0.8); draft detailed agenda for weekly UCC call (0.4).	1.20	Behrens, James C.
3/3/2019	Review Meeting Agenda material (.4); internal emails re: same (.4)	0.80	O'Donnell, Dennis C.
3/3/2019	Review, revise and amend agenda (.40).	0.40	Shinderman, Mark
3/4/2019	Communicate with FTI team re: FTI presentation on weekly UCC call (0.2); review FTI presentation (0.4); review pleadings in preparation for weekly UCC call (0.9); attend weekly UCC call (0.4).	1.90	Behrens, James C.
3/4/2019	Prepare for weekly UCC call (0.4); attend call (0.4).	0.80	Bray, Gregory A.
3/4/2019	Review Committee meeting issues (.6); internal email re: same (.3)	0.90	O'Donnell, Dennis C.
3/4/2019	Follow up on UCC call (.20).	0.20	Shinderman, Mark
3/8/2019	Review Committee meeting issues (.6); email re: same (.3)	0.90	O'Donnell, Dennis C.
3/17/2019	Draft agenda for weekly Committee call.	0.50	Behrens, James C.
3/18/2019	Revise agenda for weekly Committee call (0.3); communicate with G. Bray and M. Shinderman re: items on agenda for Committee call (0.9); review FTI presentation slide deck in advance of Committee call (0.5); attend Committee call (0.6).	2.30	Behrens, James C.
3/18/2019	Attend weekly call.	0.60	Bray, Gregory A.
3/18/2019	UCC Call (.50); follow-up regarding UCC meeting (.30).	0.80	Shinderman, Mark

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**44393.00018 Verity- OCUC Committee Meetings& Communications with Members**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/20/2019	Communicate with C. Gray (counsel for SEIU) re: Tuesday's hearing.	0.40	Behrens, James C.
3/24/2019	Review letter to AG (0.3); email Committee members re: same (0.2); draft agenda for weekly Committee call (0.4).	0.90	Behrens, James C.
3/25/2019	Prepare for weekly Committee call (0.7); attend weekly committee call (0.4).	1.10	Behrens, James C.
3/25/2019	Prepare for weekly UCC call (0.4); attend weekly UCC call (0.4).	0.80	Bray, Gregory A.
3/25/2019	Committee call (.40).	0.40	Shinderman, Mark
3/26/2019	Prepare for call with Aetna and Aetna's new counsel (0.5); telephone conference with Aetna, Aetna's new counsel from McGuireWoods, and M. Shinderman regarding sale-related issues (0.5); update Committee working group list (0.5).	1.50	Behrens, James C.
3/26/2019	Emails regarding committee interest (.30).	0.30	Shinderman, Mark
3/29/2019	Communicate with Committee regarding scheduling of weekly call (0.2); communicate with D. Kirk (Carlton Fields) re: sale issue (0.1).	0.30	Behrens, James C.
3/29/2019	Review Committee meeting issues (.4); participate in weekly FTI/Milbank call (.8)	1.20	O'Donnell, Dennis C.
3/29/2019	Calls with Creditors regarding Attorney General meeting (.50).	0.50	Shinderman, Mark
3/31/2019	Internal emails regarding UCC meeting (.40).	0.40	Shinderman, Mark

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**44393.00020 Verity - OCUC: Communications with Committee Advisors**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/3/2019	Draft list of outstanding tasks (0.5); communicate with Milbank team re: same (0.4).	0.90	Behrens, James C.
3/3/2019	Email with J. Behrens regarding planning (.30); craft master list of pending issues (.70); email FTI issues list (.20).	1.20	Shinderman, Mark
3/4/2019	Prepare for FTI/Milbank call (0.4); attend FTI/Milbank call (0.6); follow up with FTI regarding status of information request (0.3).	1.30	Behrens, James C.
3/4/2019	Call with FTI regarding sale and other issues (.50).	0.50	Shinderman, Mark
3/6/2019	Review pleadings and documents in preparation for Milbank/FTI call (1.0); attend planning call with Milbank and FTI teams re: various outstanding items and next steps (0.7)	1.70	Behrens, James C.
3/6/2019	Call with FTI re: open chapter 11 case issues (.8); email with FTI and Milbank teams re: same (.3)	1.10	O'Donnell, Dennis C.
3/6/2019	Weekly Milbank/FTI strategy call (.60); internal emails regarding master task list (.50).	1.10	Shinderman, Mark
3/13/2019	Call with M. Shinderman re: strategy.	0.40	Bray, Gregory A.
3/13/2019	Strategy call with G. Bray (.40).	0.40	Shinderman, Mark
3/15/2019	Lead weekly call with FTI team.	0.50	Behrens, James C.
3/17/2019	Communicate with M. Shinderman re: open issues.	0.30	Behrens, James C.
3/18/2019	Update summaries of pleadings (1.8); communicate with Milbank team re: same (0.2); pre-call with FTI and Milbank teams in preparation for weekly Committee call (0.3).	2.30	Behrens, James C.

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**44393.00020 Verity - OCUC: Communications with Committee Advisors**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/19/2019	Strategic meeting with G. Bray (.30).	0.30	Shinderman, Mark
3/20/2019	Call with G. Bray regarding updates, planning (.30).	0.30	Shinderman, Mark
3/22/2019	Attend weekly conference call with Milbank and FTI teams (0.5); communicate with N. Ganti (FTI) and A. Saltzman (FTI) re: Silicon Valley/San Jose Medical Group settlement motion and other outstanding issues and next steps (0.8); review emails from FTI team re: Attorney General issues (0.4).	1.70	Behrens, James C.
3/22/2019	Calls regarding weekly call with FTI (.40).	0.40	Shinderman, Mark
3/24/2019	Review and summarize recent pleadings (2.0); communicate with Milbank team re: same (0.4).	2.40	Behrens, James C.
3/25/2019	Planning call with G. Bray (.30); call with FTI regarding value/proceeds and email regarding same (.40).	0.70	Shinderman, Mark
3/27/2019	Meet with J. Behrens regarding strategy, medicare issues (.40).	0.40	Shinderman, Mark
3/28/2019	Emails with C. MacDonald (FTI) regarding next steps (.30).	0.30	Shinderman, Mark
3/29/2019	Attend weekly update call with Milbank and FTI teams.	0.40	Behrens, James C.
3/29/2019	Weekly call with FTI and updates (.40).	0.40	Shinderman, Mark
3/31/2019	Emails with Milbank and FTI teams regarding Attorney General presentation (.30).	0.30	Shinderman, Mark

Description of Legal Services

March 1, 2019 through March 31, 2019

**44393.00021 Verity - OCUC: Meetings & Communications with Creditors**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/11/2019	Emails regarding creditor inquiries and status (.50).	0.50	Shinderman, Mark
3/26/2019	Call with creditor regarding background issues (.40).	0.40	Shinderman, Mark
3/27/2019	Call with creditor (.30).	0.30	Shinderman, Mark
3/29/2019	Call with creditor re: case status.	0.20	Behrens, James C.

Description of Legal Services

March 1, 2019 through March 31, 2019

**44393.00022 Verity - OCUC: Communications with Debtors**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/4/2019	Review and revise master list for call with debtors (.50).	0.50	Shinderman, Mark
3/5/2019	Communicate with T. Moyron (Dentons) re: sale issue (0.2); prepare for Dentons/Milbank call (1.0); call with Dentons and Milbank teams re: KPC sale, AG issues, and various other outstanding issues (1.2).	2.40	Behrens, James C.
3/5/2019	Call with Dentons re: open chapter 11 case issues (.9); email re: same (.6)	1.50	O'Donnell, Dennis C.
3/5/2019	Prepare for update call with Denton's (.90).	0.90	Shinderman, Mark
3/6/2019	Draft detailed email to Dentons re: AG, issues raised by unions, avoidance actions, and other outstanding items.	0.90	Behrens, James C.
3/29/2019	Set up meeting/calls with debtors regarding sale, documents (.30).	0.30	Shinderman, Mark
3/31/2019	Emails with Debtors regarding sale updates (.30).	0.30	Shinderman, Mark

Description of Legal Services

March 1, 2019 through March 31, 2019

**44393.00025 Verity - OCUC: Plan and Disclosure Statement**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/29/2019	Work on plan issues.	0.90	Bray, Gregory A.

Description of Legal Services

March 1, 2019 through March 31, 2019

**44393.00028 Verity - OCUC: Relief from Stay and Adequate Protection**

<b>Date</b>	<b>Description</b>	<b>Hours</b>	<b>Name</b>
3/4/2019	Review and revise responses to Han and Pullman relief from stay motions (0.8); research case law regarding stay issue (0.5); review Debtors' opposition to Han relief from stay motion (0.4).	1.70	Behrens, James C.
3/5/2019	Review and summarize Han motion for relief from stay.	1.40	Behrens, James C.
3/11/2019	Analyze reply regarding Aetna stipulation (.30).	0.30	Shinderman, Mark
3/12/2019	Review and summarize Pullman relief from stay stipulation.	0.40	Behrens, James C.
3/13/2019	Review Pullman motion for relief from stay and related stipulation (0.8); draft response to Pullman motion for relief from stay and related stipulation (1.2).	2.00	Behrens, James C.
3/18/2019	Draft response to Chow motion for relief from stay (0.9); communicate with Milbank team re: same (0.4).	1.30	Behrens, James C.
3/21/2019	Review and summarize relief from stay motions.	1.40	Behrens, James C.
3/25/2019	Review Saleh motion for relief from stay and Debtors' response (1.5); communicate with Milbank team re: same (0.6); draft joinder to Debtors' response (0.4).	2.50	Behrens, James C.
3/27/2019	Review and summarize Saleh and Chow relief from stay responsive pleadings.	0.30	Behrens, James C.



**EXHIBIT D**  
**SUMMARY OF EXPENSES**  
**(MARCH 1, 2019 – MARCH 31, 2019)**

<b>DISBURSEMENTS</b>	<b>AMOUNT</b>
Color Copies	\$0.25
Court/Clerical Services	\$1,395.50
Express Mail	\$95.13
Lexis	\$135.00
Photocopies	\$0.20
Printing	\$448.80
Telephone	\$70.91
Westlaw	\$3,499.96
<b>TOTAL DISBURSEMENTS</b>	<b><u>\$5,645.75</u></b>

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**EXHIBIT E**  
**DETAIL OF EXPENSES**  
**(MARCH 1, 2019 – MARCH 31, 2019)**

**MILBANK LLP**

March 1, 2019 through March 31, 2019

**COLOR COPIES**

<b>Date</b>	<b>Description</b>	<b>Amount</b>	<b>Name</b>
3/4/2019	COLOR COPIES	0.25	Behrens, James C.

**MILBANK LLP**

March 1, 2019 through March 31, 2019

**COURT/CLERICAL SERVICES**

<b>Date</b>	<b>Description</b>	<b>Amount</b>	<b>Name</b>
3/3/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services on 2/27/2019 USDC Declaration that no party requested a hearing	80.00	Aalberts, Beth A.
3/3/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Curt services on 2/27/2019 USDC Stipulation Between Verity MOB Financing LLC	78.00	Aalberts, Beth A.
3/10/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services on 3/4/2019 USBC Central Dist	90.50	Aalberts, Beth A.
3/17/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services on 3/14/2019 US District Court	191.00	Aalberts, Beth A.
3/17/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court service 3/15/2019 USDC - Hon. Klausner Voluminous courtesy copy delivery	737.50	Aalberts, Beth A.
3/24/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services on 3/20 Santa Clara Joinder	55.00	Aalberts, Beth A.
3/24/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services on 3/20/2019 USDC	57.00	Aalberts, Beth A.
3/31/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services on 3/26/2019 USSC Verity Health Joiner	58.50	Aalberts, Beth A.
3/31/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court service on 3/29/2019 USDC Central Dist	48.00	Garcia, Alice Benita

**MILBANK LLP**

March 1, 2019 through March 31, 2019

**EXPRESS MAIL**

<b>Date</b>	<b>Description</b>	<b>Amount</b>	<b>Name</b>
3/1/2019	EXPRESS MAIL LOS ANGELES CA	15.79	Behrens, James C.
3/4/2019	EXPRESS MAIL LOS ANGELES CA	15.85	Behrens, James C.
3/8/2019	EXPRESS MAIL LOS ANGELES CA	15.85	Behrens, James C.
3/15/2019	EXPRESS MAIL LOS ANGELES CA	15.82	Behrens, James C.
3/18/2019	EXPRESS MAIL LOS ANGELES CA	15.91	Behrens, James C.
3/20/2019	EXPRESS MAIL LOS ANGELES CA	15.91	Behrens, James C.

**MILBANK LLP**

March 1, 2019 through March 31, 2019

**LEXIS**

<b>Date</b>	<b>Description</b>	<b>Amount</b>	<b>Name</b>
3/8/2019	LEXIS	135.00	Thomas, Charmaine

**MILBANK LLP**

March 1, 2019 through March 31, 2019

**PHOTOCOPIES**

<b>Date</b>	<b>Description</b>	<b>Amount</b>	<b>Name</b>
3/4/2019	PHOTOCOPIES	0.20	Behrens, James C.

**MILBANK LLP**

March 1, 2019 through March 31, 2019

**PRINTING**

<b>Date</b>	<b>Description</b>	<b>Amount</b>	<b>Name</b>
3/1/2019	PRINTING	0.20	Baharun, Najeh
3/1/2019	PRINTING	3.10	Muhrez, Diane
3/1/2019	PRINTING	63.70	La Office Services
3/1/2019	PRINTING	37.60	Windom, Ricky R.
3/1/2019	PRINTING	0.30	Aalberts, Beth A.
3/1/2019	PRINTING	1.10	Behrens, James C.
3/4/2019	PRINTING	16.80	Baharun, Najeh
3/4/2019	PRINTING	15.80	Aalberts, Beth A.
3/4/2019	PRINTING	3.90	Behrens, James C.
3/5/2019	PRINTING	5.20	Behrens, James C.
3/6/2019	PRINTING	0.80	Baharun, Najeh
3/6/2019	PRINTING	7.40	Batie, Denise L.
3/6/2019	PRINTING	0.20	Behrens, James C.
3/7/2019	PRINTING	6.70	Behrens, James C.
3/8/2019	PRINTING	38.10	Behrens, James C.
3/10/2019	PRINTING	16.60	Behrens, James C.
3/11/2019	PRINTING	2.80	Behrens, James C.
3/11/2019	PRINTING	0.30	Batie, Denise L.
3/12/2019	PRINTING	0.10	Batie, Denise L.
3/12/2019	PRINTING	5.40	Behrens, James C.
3/12/2019	PRINTING	19.10	Esposito, Debra
3/13/2019	PRINTING	0.20	Baharun, Najeh
3/13/2019	PRINTING	0.60	Aalberts, Beth A.
3/13/2019	PRINTING	6.80	Behrens, James C.
3/14/2019	PRINTING	4.30	Behrens, James C.



**MILBANK LLP**

March 1, 2019 through March 31, 2019

**PRINTING**

<b>Date</b>	<b>Description</b>	<b>Amount</b>	<b>Name</b>
3/15/2019	PRINTING	5.40	Aalberts, Beth A.
3/15/2019	PRINTING	3.20	Behrens, James C.
3/18/2019	PRINTING	5.40	Batie, Denise L.
3/18/2019	PRINTING	6.20	Baharun, Najeh
3/18/2019	PRINTING	13.60	Behrens, James C.
3/18/2019	PRINTING	0.10	Brown, Thela L.
3/19/2019	PRINTING	0.90	Baharun, Najeh
3/20/2019	PRINTING	0.20	Aalberts, Beth A.
3/22/2019	PRINTING	0.30	Batie, Denise L.
3/25/2019	PRINTING	0.10	Aalberts, Beth A.
3/25/2019	PRINTING	3.60	Behrens, James C.
3/25/2019	PRINTING	3.20	Brown, Thela L.
3/26/2019	PRINTING	1.30	Behrens, James C.
3/27/2019	PRINTING	0.70	Behrens, James C.
3/27/2019	PRINTING	0.10	Batie, Denise L.
3/28/2019	PRINTING	20.00	Behrens, James C.
3/29/2019	PRINTING	11.70	Garcia, Alice Benita
3/29/2019	PRINTING	2.60	Behrens, James C.
3/29/2019	PRINTING	113.10	Brown, Thela L.

**MILBANK LLP**

March 1, 2019 through March 31, 2019

**TELEPHONE**

<b>Date</b>	<b>Description</b>			<b>Amount</b>	<b>Name</b>
3/7/2019	TELEPHONE IRVINE	CA BEHRENS,JAMES C.	4436	10.37	Behrens, James C.
3/7/2019	TELEPHONE DUB-SN RMN	CA BEHRENS,JAMES C.	4436	0.35	Behrens, James C.
3/11/2019	TELEPHONE - - VENDOR: COURTCALL LLC 2/27/19 - US BANKRUPTCY COURT-CD CALIFORNIA (LOS ANGELES) - VERITY HEALTH SYSTEM OF CALIFORNIA/18-20151 (ALL)			42.50	O'Donnell, Dennis C.
3/13/2019	TELEPHONE CHICAGO	IL BAHARUN,NAJEH	4346	0.36	Baharun, Najeh
3/13/2019	TELEPHONE ATLANTA	GA BEHRENS,JAMES C.	4436	0.36	Behrens, James C.
3/20/2019	TELEPHONE IRVINE	CA BEHRENS,JAMES C.	4436	9.40	Behrens, James C.
3/25/2019	TELEPHONE AMBLER	PA BEHRENS,JAMES C.	4436	0.36	Behrens, James C.
3/26/2019	TELEPHONE CAPSTR VLY	CA BEHRENS,JAMES C.	4436	0.64	Behrens, James C.
3/28/2019	TELEPHONE IRVINE	CA BEHRENS,JAMES C.	4436	2.91	Behrens, James C.
3/29/2019	TELEPHONE ENGLEWOOD	NJ BEHRENS,JAMES C.	4436	3.66	Behrens, James C.

**MILBANK LLP**

March 1, 2019 through March 31, 2019

**WESTLAW**

<b>Date</b>	<b>Description</b>	<b>Amount</b>	<b>Name</b>
3/4/2019	WESTLAW	771.99	Behrens, James C.
3/7/2019	WESTLAW	2584.97	Behrens, James C.
3/14/2019	WESTLAW	143.00	Behrens, James C.

## 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:

**2029 Century Park E, 33<sup>rd</sup> Floor, Los Angeles, CA 90067.**

A true and correct copy of the foregoing document entitled (*specify*): **MILBANK LLP'S SEVENTH MONTHLY FEE APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF MARCH 1, 2019 – MARCH 31, 2019** 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*) April 26, 2019, 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*) April 26, 2019, 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*) April 26, 2019, 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.

April 26, 2019  
Date

James C. Behrens  
Printed Name

/s/ James C. Behrens  
Signature

**SERVICE LIST**

(Via NEF)

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