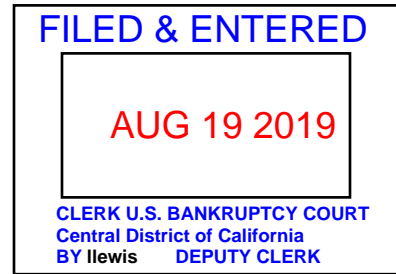


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UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION

In re
VERITY HEALTH SYSTEM OF
CALIFORNIA, INC., *et al.*,
Debtors and Debtors In Possession.

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
Hon. Ernest M. Robles

**ORDER ON PROFESSIONALS' SECOND
INTERIM APPLICATIONS FOR FEES
AND EXPENSE REIMBURSEMENT FOR
THE PERIOD OF JANUARY 1, 2019
THROUGH APRIL 30, 2019 [Docket Nos.
2762, 2768, 2769, 2770 and 2776]**

Hearing:

DATE: August 14, 2019
TIME: 10:00 a.m.
PLACE: Courtroom 1568
255 East Temple Street
Los Angeles, California 90012-3300

Debtors and Debtors In Possession.

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1 The *Second Interim Application Of Dentons US LLP, As Debtor's Counsel For Fees And*
2 *Expense Reimbursement For The Period January 1, 2019 Through April 30, 2019* [Docket
3 No. 2776] ("Dentons' Second Interim Application"), *Berkeley Research Group, LLC's Second*
4 *Interim Fee Application For Allowance And Payment Of Interim Compensation And Reimburse-*
5 *ment Of Expense For The Period January 1, 2019 Through April 30, 2019* [Docket No. 2762]
6 ("BRG's Second Interim Application"), the *Second Interim Fee Application Of Milbank LLP For*
7 *Approval And Allowance Of Compensation For Services Rendered And Reimbursement Of*
8 *Expenses Incurred* [Docket No. 2768] ("Milbank's Second Interim Application"), the *Second*
9 *Interim Fee Application Of FTI Consulting, Inc. For Approval And Allowance Of Compensation*
10 *For Services Rendered And Reimbursement Of Expenses Incurred* [Docket No. 2769] ("FTI's
11 Second Interim Application") and the *First Interim Application of Arent Fox LLP for Allowance of*
12 *Compensation for Services Rendered and Reimbursement of Expenses Incurred* [Docket No.
13 2770] ("Arent Fox's First Interim Application") (collectively, the "Five Fee Applications") came
14 on regularly for hearing on August 14, 2019 (the "Hearing") before the Honorable Ernest R.
15 Robles, United States Bankruptcy Judge, in Courtroom 1568, United States Bankruptcy Court,
16 Edward R. Roybal Building, 255 East Temple Street, Los Angeles, California 90012-3300. All
17 parties submitted on the Court's Tentative Rulings.

18 The Court, having reviewed the Five Fee Applications, having reviewed the *Notice Of*
19 *Hearing On Second Interim Applications For Allowance And Payment Of Fees And Reimburse-*
20 *ment Of Expenses* [Docket No. 2777], and for the reasons set forth in the Court's Tentative
21 Rulings issued August 13, 2019 on the Five Fee Applications, which the Court adopts as its final
22 rulings and which are incorporated herein by reference, and good cause appearing therefore,

23 IT IS HEREBY ORDERED THAT:

24 1. Dentons' Second Interim Application is granted. For the Second Interim Period,
25 Dentons is awarded fees of \$3,314,249.88 and expenses of \$43,626.33.

26 2. BRG's Second Interim Application is granted. For the Second Interim Period,
27 BRG is awarded fees of \$4,428,565.50 and expenses of \$322,417.56.

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Ernest M. Robles
United States Bankruptcy Judge