

GREGORY A. BRAY (Bar No. 115367)
gbray@milbank.com
MARK SHINDERMAN (Bar No. 136644)
mshinderman@milbank.com
JAMES C. BEHRENS (Bar No. 280365)
jbehrens@milbank.com
MILBANK LLP
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Telephone: (424) 386-4000
Facsimile: (213) 629-5063

*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 THIRTEENTH MONTHLY
FEE APPLICATION FOR ALLOWANCE
AND PAYMENT OF INTERIM
COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD OF
SEPTEMBER 1, 2019 – SEPTEMBER 30, 2019**



1. Milbank LLP (the “Firm”) submits its Monthly Fee Application (the “Application”) for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period of September 1, 2019 – September 30, 2019 (the “Application Period”) for work performed for the Official Committee of Unsecured Creditors of Verity Health System of California, Inc., *et al.* In support of the Application, the Firm respectfully represents as follows:

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

3. The Firm billed a total of \$706,214.35 in fees and expenses during the Application Period. The total fees represent 684.70 hours expended during the period covered by this Application. These fees and expenses break down as follows:

Period	Fees	Expenses	Total
August 1 - 31, 2019	\$686,753.50 ¹	\$19,460.85	\$706,214.35

4. Accordingly, the Firm seeks allowance of interim compensation in the amount of a total of \$568,863.65 at this time. This total is comprised as follows: \$549,402.80 (80% of the fees for services rendered) plus \$19,460.85 (100% of the expenses incurred).

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)	\$671,185.95	100% of fees and 100% of expenses
Sixth (Feb. 1 - 28, 2019)	\$622,135.63	100% of fees and 100% of expenses
Seventh (Mar. 1 - 31, 2019)	\$448,543.37	100% of fees and 100% of expenses
Eighth (Apr. 1 - 30, 2019)	\$463,361.63	100% of fees and 100% of expenses
Ninth (May 1 - 31, 2019)	\$377,921.54	80% of fees and 100% of expenses
Tenth (June 1 - 30, 2019)	\$380,711.37	80% of fees and 100% of expenses
Eleventh (July 1 - 31, 2019)	\$217,899.86	80% of fees and 100% of expenses
Twelfth (August 1 - 31, 2019)	\$430,607.62	80% of fees and 100% of expenses

¹ Milbank has voluntarily reduced its fees by 4.6% (i.e., \$33,430.00). The \$686,753.50 amount is net of this 4.6% reduction.

Thirteenth (September 1 - 30, 2019)	\$0.00	
Total Paid to the Firm to Date	\$5,900,333.16	

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)	\$0.00	
Sixth (Feb. 1 - 28, 2019)	\$0.00	
Seventh (Mar. 1 - 31, 2019)	\$0.00	
Eighth (Apr. 1 - 30, 2019)	\$0.00	
Ninth (May 1 - 31, 2019)	\$93,723.90	20% of fees
Tenth (June 1 - 30, 2019)	\$93,339.20	20% of fees
Eleventh (July 1 - 31, 2019)	\$54,098.80	20% of fees
Twelfth (August 1 - 31, 2019)	\$106,379.60	20% of fees
Total Owed to the Firm to Date	\$347,541.50	

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).

9. Pursuant to this Court’s *Amended Order Authorizing Interim Fee Procedures* that was entered on or about November 16, 2018 [Docket No. 826] (the “Interim Compensation Order”), the Debtors are authorized to make the payment requested herein without a further hearing or order of this Court unless an objection to this Application is filed with the Court and served upon

1 the Notice Parties within ten (10) calendar days after the date of mailing of the Notice of this
2 Application. If such an objection is filed, the Debtors are authorized to pay 80% of the uncontested
3 fees and 100% of the uncontested expenses without further order of the Court. If no objection is
4 filed, the Debtors are authorized to pay 80% of all fees requested in the Application and 100% of
5 the uncontested expenses without further order of the Court.

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

12 **WHEREFORE**, the Firm respectfully requests that the Debtors pay compensation to the Firm
13 as requested herein pursuant to and in accordance with the terms of the Interim Compensation Order.

14
15 Dated: October 30, 2019

MILBANK LLP

16 /s/ Mark Shinderman
17 GREGORY A. BRAY
18 MARK SHINDERMAN
19 JAMES C. BEHRENS

20 Counsel for the Official Committee of
21 Unsecured Creditors of Verity Health System of
22 California, Inc., et al.
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EXHIBIT A
SUMMARY OF HOURS BY PROFESSIONAL
(SEPTEMBER 1, 2019 – SEPTEMBER 30, 2019)

Name of Professional (Partners):	Practice Group	Hourly Rate	Total Hours	Total Compensation
Gregory Bray	Financial Restructuring Partner	\$1,540.00	18.00	\$27,720.00
Russell Kestenbaum	Tax Partner	\$1,540.00	3.20	\$0.00
Robert Liubicic	Litigation Partner	\$1,540.00	33.50	\$51,590.00
Mark Shinderman	Financial Restructuring Partner	\$1,540.00	128.00	\$197,120.00
Total			182.70	\$276,430.00

Name of Professional (Of Counsel/ Special Counsel):	Practice Group	Hourly Rate	Total Hours	Total Compensation
Dennis O'Donnell	Financial Restructuring Of Counsel	\$1,250.00	75.70	\$94,625.00
Total			75.70	\$94,625.00

Name of Professional (Associates):	Practice Group	Hourly Rate	Total Hours	Total Compensation
Alexandra Achamallah	Litigation Associate	\$735.00	36.80	\$27,048.00
James Behrens	Financial Restructuring Associate	\$955.00	105.10	\$100,370.50
Daniel Denny	Financial Restructuring Associate	\$995.00	174.60	\$173,727.00
Lena Mandel	Financial Restructuring Contract Attorney	\$1,080.00	0.90	\$0.00
Ben Nicholson	Litigation Associate	\$735.00	19.80	\$14,553.00
Total			337.20	\$315,698.50

Name of Professional (Paraprofessionals and Non-Legal Staff):	Position	Hourly Rate	Total Hours	Total Compensation
Jacqueline Brewster	Legal Assistant	\$290.00	9.00	\$0.00
Jenifer Gibbs	Case Manager	\$350.00	17.80	\$0.00
Charmaine Thomas	Legal Assistant	\$300.00	5.30	\$0.00
Ricky R. Windom	Legal Assistant	\$300.00	71.30	\$0.00
Total			89.10	\$0.00

Professionals	Blended Rate ²	Total Hours	Total Compensation
Partners and Counsel	\$1,435.97	258.40	\$371,055.00
Associates	\$936.24	337.20	\$315,698.50
Paraprofessionals and Non-Legal Staff	\$0.00	89.10	\$0.00
Blended Rate for All Timekeepers	\$1,051.82		
Blended Rate for Attorneys Only	\$1,153.04		
Total Fees Incurred		684.70	\$686,753.50³

² Blended rate calculation includes hours for attorneys and paralegals whose time was written off as part of Milbank's 4.6% voluntary reduction.

³ Milbank has voluntarily reduced its fees by 4.6% (i.e., \$33,430.00). The \$686,753.50 amount is net of this 4.6% reduction.

EXHIBIT B
SUMMARY OF HOURS BY TASK
(SEPTEMBER 1, 2019 – SEPTEMBER 30, 2019)

Billing Code	Activity	Hours	Discounted Fees
44393.00003	Asset Analysis and Recovery	157.30	\$189,988.50
44393.00004	Asset Disposition	169.80	\$188,815.00
44393.00006	Avoidance Action Analysis	2.50	\$3,850.00
44393.00008	Business Operations	0.60	\$597.00
44393.00009	Case Administration	79.80	\$14,036.00
44393.00010	Claims Administration and Objections	6.30	\$6,615.00
44393.00013	Employment and Fee Applications	3.90	\$3,905.50
44393.00015	Financing and Cash Collateral	33.70	\$42,686.00
44393.00016	Hearings (Preparation and Attendance)	12.10	\$6,628.50
44393.00018	Committee Meetings & Communications with Members	32.30	\$44,405.50
44393.00020	Communications with Committee Advisors	13.00	\$16,941.00
44393.00021	Meetings & Communications with Creditors	1.60	\$1,528.00
44393.00022	Communications with Debtors	5.30	\$7,780.50
44393.00025	Plan and Disclosure Statement	163.30	\$155,917.00
44393.00028	Relief from Stay and Adequate Protection	3.20	\$3,060.00
Total		684.70	\$686,753.50⁴

⁴ Milbank has voluntarily reduced its fees by 4.6% (i.e., \$33,430.00). The \$686,753.50 amount is net of this 4.6% reduction.

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EXHIBIT C
DETAIL OF TIME ENTRIES
(SEPTEMBER 1, 2019 – SEPTEMBER 30, 2019)

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00003 Verity - OCUC: Asset Analysis and Recovery

Date	Description	Hours	Name
9/3/2019	Prepare materials for mediation on September 9, 2019 (.5); conduct legal research and draft email memorandum re motions for reconsideration and motions for limited remand of jurisdiction (4.5).	5.00	Achamallah, Alexandra
9/3/2019	Communicate with A. Achamallah re: first amended complaint (0.5); prepare for mediation (2.4).	2.90	Behrens, James C.
9/3/2019	Call with R. Liubicic regarding mediation (.20); outline mediation information, presentation (1.60).	1.80	Shinderman, Mark
9/4/2019	Prepare and transmit stipulations and proposed orders extending challenge deadlines for Verity MOB Financing, LLC and Verity MOB Financing II, LLC (1.3); review draft mediation outline circulated by M. Shinderman (.3).	1.60	Achamallah, Alexandra
9/4/2019	Prepare for mediation (2.6); communicate with FTI, Committee members, and secured creditors' advisors re: same (0.9).	3.50	Behrens, James C.
9/4/2019	Review edits to cash collateral response and 9th Circuit mediation statement (0.3). Coordinate mediation logistics (0.3). Correspondence with secured creditors' counsel re: issues to be mediated (0.1). Review stipulation extending challenge deadline (0.1).	0.80	Liubicic, Robert
9/4/2019	Internal t/cs, email re mediation (.8).	0.80	O'Donnell, Dennis C.
9/4/2019	Internal emails regarding mediation (.80); cash flow analysis (.70); draft mediation outline (3.0).	4.50	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00003 Verity - OCUC: Asset Analysis and Recovery

Date	Description	Hours	Name
9/5/2019	Correspond with opposing counsel re stipulations extending challenge deadlines for Verity MOB Financing, LLC and Verity MOB Financing II, LLC (.5); coordinate filing and service of same (.8); research Security Agreement and Pledge Agreement cited in DIP Creditor Agreement (.5); meet with J. Behrens re amending adversary complaints in 19-01165 and 19-01166 (.4).	2.20	Achamallah, Alexandra
9/5/2019	Review stipulations with MOB Financing, LLC and MOB Financing II, LLC (0.2); prepare for mediation (2.5).	2.70	Behrens, James C.
9/5/2019	Work on amended complaints (1.0). Review appellate brief re 506c/552 in connection with mediation (1.0). Review Gardens litigation material in connection with mediation (2.5).	4.50	Liubicic, Robert
9/5/2019	Review mediation-related materials (1.3); internal emails re same (.4).	1.70	O'Donnell, Dennis C.
9/5/2019	Review and revise mediation outline (1.60); mediation planning (2.6).	4.20	Shinderman, Mark
9/6/2019	Review local court rules re filing of amended complaints and call with J. Behrens re same (1); provide authorities to R. Liubicic for drafting of amended complaints in 19-01165 and 19-01166 (.5); prepare materials for mediation on September 9, 2019 (1).	2.50	Achamallah, Alexandra
9/6/2019	Prepare for mediation (1.8); calls and emails with A. Achamallah re: first amended complaint (0.5).	2.30	Behrens, James C.
9/6/2019	Coordinate mediation logistics (1.0). Work on draft amended complaint (1.0). Work on mediation prep (2.0).	4.00	Liubicic, Robert
9/6/2019	Review mediation-related materials (1.3); internal emails re same (.4).	1.70	O'Donnell, Dennis C.

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00003 Verity - OCUC: Asset Analysis and Recovery

Date	Description	Hours	Name
9/6/2019	Internal emails regarding mediation (1.10); review and revise mediation presentation (1.60); emails with debtors' and secured creditors' counsel, creditors re: mediation (.60).	3.30	Shinderman, Mark
9/8/2019	Prepare for mediation.	3.50	Behrens, James C.
9/8/2019	Prepare for mediation including internal correspondence re same (4.0).	4.00	Liubicic, Robert
9/8/2019	Prepare for mediation, review and revise script (2.6).	2.60	Shinderman, Mark
9/9/2019	Prepare materials for mediation in adversary proceedings 19-01165 and 19-01166 (1.5).	1.50	Achamallah, Alexandra
9/9/2019	Prepare for mediation with secured creditors and debtors (2.5); attend mediation (8.8).	11.30	Behrens, James C.
9/9/2019	Prepare for mediation (0.5). Attend/conduct same (9.0). Confer with clients following same (0.5).	10.00	Liubicic, Robert
9/9/2019	Internal emails re: mediation (.7).	0.70	O'Donnell, Dennis C.
9/9/2019	Analyze optics, next steps (1.10); attend mediation - including data analysis (9.50).	10.60	Shinderman, Mark
9/10/2019	Meet with M. Shinderman, R. Liubicic, and J. Behrens re amended complaints in adversary proceedings 19-01165 and 19-01166 (1.3); conduct research re secured creditors' interests in deposit accounts for amended complaints (1.5); review draft amended complaints (.5).	3.30	Achamallah, Alexandra
9/10/2019	Research related to first amended adversary complaints (3.9); communicate with FTI re: same (0.4); communicate with Milbank team re: same (0.8).	5.10	Behrens, James C.

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00003 Verity - OCUC: Asset Analysis and Recovery

Date	Description	Hours	Name
9/10/2019	Internal conferences re amended complaint (0.2); work on draft amended complaints (1.1).	1.30	Liubicic, Robert
9/10/2019	Internal t/cs, email re: mediation outcome (.7).	0.70	O'Donnell, Dennis C.
9/10/2019	Review and revise complaint (2.20); meet with R. Liubicic regarding complaint and outline issues (.60).	2.80	Shinderman, Mark
9/11/2019	Revise amended complaints in adversary proceedings 19-01165 and 19-01166 (5.2); internal communications re: same (1.0).	6.20	Achamallah, Alexandra
9/11/2019	Review and revise first amended complaint (3.8); research issues related to same (3.7); internal meetings, calls, and emails re: same (1.7).	9.20	Behrens, James C.
9/11/2019	Work on amended complaints, including internal conferences and review and analysis of team comments (2.8). Conferences with A. Achamallah re logistics (0.3). Review CA fraudulent conveyance provisions (0.2). Internal conferences re same (0.2). Review draft exhibits to complaints (0.2).	3.70	Liubicic, Robert
9/11/2019	Review amended complaint (.4); internal t/cs, email re: same (.3).	0.70	O'Donnell, Dennis C.
9/11/2019	Review and revise complaint (2.8); analyze State fraudulent conveyance action (.70).	3.50	Shinderman, Mark
9/12/2019	Communicate with Dentons, Milbank, and FTI re: retained causes of action.	0.60	Behrens, James C.
9/12/2019	Review mediator certificate filed by Judge Barash (0.1). Confer with M. Shinderman re strategy and next steps (0.2).	0.30	Liubicic, Robert

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00003 Verity - OCUC: Asset Analysis and Recovery

Date	Description	Hours	Name
9/12/2019	Review filed amended complaint (.4); internal t/cs, email re: same (.6)	1.00	O'Donnell, Dennis C.
9/12/2019	Outline presentation to lenders (.70); internal email regarding QAF (.60).	1.30	Shinderman, Mark
9/13/2019	Coordinate service of summons and scheduling orders and file proofs of service in adversary proceedings 19-01165 and 19-01166 (.8); call with counsel for secured creditors re adversary proceedings 19-01165 and 19-01166 (.7).	1.50	Achamallah, Alexandra
9/13/2019	Confer with UMB counsel re adversary proceedings (0.6). Confer with M. Shinderman re next steps (0.1).	0.70	Liubicic, Robert
9/13/2019	Review filed amended complaint (.4); t/cs, email re: same (.3)	0.70	O'Donnell, Dennis C.
9/13/2019	Call with P. Ricotta (Mintz) re: secured creditor issues (.60); strategy planning call with R. Liubicic (.40).	1.00	Shinderman, Mark
9/14/2019	Internal email re: Investigation Budget cap (.3); review Final DIP Order re: same (.8); review Molycorp case re: same (.8).	1.90	O'Donnell, Dennis C.
9/14/2019	Draft letter to secured creditors' counsel re: fees (.40).	0.40	Shinderman, Mark
9/15/2019	Internal email re: Investigation Budget cap (.4); review Molycorp and related cases re: Investigation Budget cap (1.2).	1.60	O'Donnell, Dennis C.
9/16/2019	Review proofs of claim filed in main case 18-20151 (.3); draft letter to counsel for secured creditors (1); research title reports and liens on debtors' real property (1.3).	2.60	Achamallah, Alexandra
9/16/2019	Internal email re: Molycorp case (.4); review same (.8); t/c with L. Mandel re: same (.7).	1.90	O'Donnell, Dennis C.

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00003 Verity - OCUC: Asset Analysis and Recovery

Date	Description	Hours	Name
9/16/2019	Analyze Molycorp impact (.70).	0.70	Shinderman, Mark
9/17/2019	Review appraisals (0.6); draft letter to secured creditors (0.5).	1.10	Behrens, James C.
9/18/2019	Internal email re: Investigation Budget cap (.3); internal email re: open Mediation issues (.8).	1.10	O'Donnell, Dennis C.
9/19/2019	Edit draft letter to secured creditor re adversary proceedings (0.4).	0.40	Liubicic, Robert
9/19/2019	Analyze next steps, options (1.40).	1.40	Shinderman, Mark
9/20/2019	Internal email re: Investigation Budget cap (.4); internal email re: open Mediation issues (.8).	1.20	O'Donnell, Dennis C.
9/23/2019	Review secured creditor issues (.40); review and revise demand of secured creditors (.40).	0.80	Shinderman, Mark
9/24/2019	Revise and send letter to counsel for secured creditors re adversary proceedings 19-01165 and 19-01166.	1.00	Achamallah, Alexandra
9/24/2019	Edit draft letter to secured creditors and finalize same (0.3).	0.30	Liubicic, Robert
9/25/2019	Review and circulate QAF Actuals Summary published to Data Room on 9/25/19 (.5).	0.50	Achamallah, Alexandra
9/25/2019	Review demand letter (0.3); review secured creditor issues (0.7).	1.00	Bray, Gregory A.
9/25/2019	Review and revise demand letters (.40).	0.40	Shinderman, Mark
9/27/2019	Internal email re: adversary proceeding MTD (.6); review docket (.2).	0.80	O'Donnell, Dennis C.

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00003 Verity - OCUC: Asset Analysis and Recovery

Date	Description	Hours	Name
9/30/2019	Circulate motions to dismiss filed in adversary proceedings 19-01165 and 19-01166 (.1); review and draft emails to Milbank team re motions to dismiss (.3).	0.40	Achamallah, Alexandra

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00004 Verity - OCUC: Asset Disposition

Date	Description	Hours	Name
9/5/2019	Review and summarize Debtors' motion to approve settlement and asset purchase agreement with RadNet.	1.20	Behrens, James C.
9/9/2019	Review DHCS QAF issues (1.2); review DHCS Supp. Obj. (.9); review prior Response (.8)	2.90	O'Donnell, Dennis C.
9/10/2019	Review DHCS/QAF issues (1.2); review prior pleadings on issue (.7)	1.90	O'Donnell, Dennis C.
9/11/2019	Communicate with Milbank team re: California Department of Health Care Services' objection to SGM sale.	0.50	Behrens, James C.
9/11/2019	Internal emails and calls regarding DHCS pleading (.40).	0.40	Shinderman, Mark
9/12/2019	Review California Department of Health Care Services' objection to the SGM sale (0.6); communicate with FTI team and Milbank team re: same (0.4).	1.00	Behrens, James C.
9/12/2019	Review and revise DHCS pleading (1.2).	1.20	Shinderman, Mark
9/13/2019	Communicate with A. Saltzman (FTI) re: assets excluded from SGM sale.	0.40	Behrens, James C.
9/13/2019	Outline DHCS Pleading (.40).	0.40	Shinderman, Mark
9/16/2019	Revise DHCS Response (1.6).	1.50	O'Donnell, Dennis C.
9/17/2019	Review and summarize HHS stipulation (0.2); communicate internally re: DHCS response (0.8).	1.00	Behrens, James C.
9/17/2019	Review DHCS motion and draft version of response to same (0.5). Internal emails re same (0.2);	0.70	Liubicic, Robert
9/17/2019	Revise DHCS Response (1.4); internal emails re same (.3).	1.70	O'Donnell, Dennis C.

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00004 Verity - OCUC: Asset Disposition

Date	Description	Hours	Name
9/17/2019	Review and revise DHCS pleading (1.30).	1.30	Shinderman, Mark
9/18/2019	Review and revise DHCS response (2.2); internal communications re: same (0.5).	2.70	Behrens, James C.
9/18/2019	Review revised response to DHCS motion (0.3).	0.30	Liubicic, Robert
9/18/2019	Review and revise responses regarding DHCS objection (1.10).	1.10	Shinderman, Mark
9/19/2019	Review DHCS pleadings (1.9); internal communications re: same (0.3).	2.20	Behrens, James C.
9/19/2019	Review DHCS pleadings.	1.70	Bray, Gregory A.
9/19/2019	Finalize and file DHCS Response (1.7); emails re same (.6).	2.30	O'Donnell, Dennis C.
9/20/2019	Compile pleadings and cases related to DHCS objection (1.6).	1.60	Behrens, James C.
9/20/2019	Review DHCS issues (1.3); internal communications re: same (0.7).	2.00	Bray, Gregory A.
9/20/2019	Review and analyze DHCS objection (.3); conference with J. Behrens (multiple) regarding DHCS objection and hearing preparation (.4); review and analyze DHCS objection papers and authorities (1.3); teleconference with M. Shinderman regarding DHCS objection (.2)	2.20	Denny, Daniel B.
9/21/2019	Review and analyze DHCS objection and replies (1.9)	1.90	Denny, Daniel B.
9/22/2019	Review and analyze DHCS objection and replies in support of sale motion and legal issues related thereto (7.1)	7.10	Denny, Daniel B.

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Description of Legal Services

Ending September 30, 2019

44393.00004 Verity - OCUC: Asset Disposition

Date	Description	Hours	Name
9/23/2019	Meet with D. Denny re hearing on Committee's Reply to DHCS's Supplemental Objection to Sale coordinating hearing coverage for same.	1.00	Achamallah, Alexandra
9/23/2019	Review AG issues.	0.60	Bray, Gregory A.
9/23/2019	Research regarding executory contracts and government licenses as they relate to DHCS objection and replies to disclosure statement motion (11.0); teleconference with D. O'Donnell regarding DHCS objection and analysis (.2); teleconference with A. Achamallah regarding Verity court hearing for sale motion (.2);	11.40	Denny, Daniel B.
9/23/2019	Emails with D. Denny re: AG Conditions Response (.6); review related pleadings (.9)	1.50	O'Donnell, Dennis C.
9/23/2019	Draft letter to Attorney General (.90).	0.90	Shinderman, Mark
9/24/2019	Review DHCS issues.	0.20	Bray, Gregory A.
9/24/2019	Review and analyze case law regarding transfer of Medi-Cal provider numbers and related entitlements (11.6); review and analyze tentative ruling regarding DHCS objection (1.1); conference with M. Shinderman regarding DHCS objection and hearing preparation (.5); teleconference with S. Maizel and T. Moyron (Dentons) and M. Shinderman regarding DHCS objection (.8); teleconference with D. O'Donnell regarding DHCS objection and hearing preparation (.2)	14.20	Denny, Daniel B.
9/24/2019	Emails re Committee response to AG conditions (.6); review outline re: same (.4); pull additional precedent (.8).	1.80	O'Donnell, Dennis C.

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Description of Legal Services

Ending September 30, 2019

44393.00004 Verity - OCUC: Asset Disposition

Date	Description	Hours	Name
9/24/2019	Prepare for hearing regarding DHCS (2.2). Anticipate Attorney General issues and research possible paths (.70). Call with T. Moyron (Dentons) regarding transfer of medical agreement (.30). Review and revise Attorney General letter (.40).	3.60	Shinderman, Mark
9/25/2019	Conference with M. Shinderman and parties in interest regarding DHCS objection and sale issues (1.1); teleconference with M. Shinderman and D. O'Donnell regarding strategic issues for sales and estate assets (.3)	1.40	Denny, Daniel B.
9/25/2019	Prepare for hearing with DHCS regarding sale (2.7); attend hearing (1.2); analyze AG's decision and disseminate same (.60).	4.50	Shinderman, Mark
9/26/2019	Analyze AG's report (1.7); internal communications re: same (0.3).	2.00	Bray, Gregory A.
9/26/2019	Conference with M. Shinderman and D. O'Donnell regarding California AG decision and sale conditions (.3); conference with M. Shinderman regarding sale matters (.2); review and analyze Attorney General conditions and strategic issues (1.1); emails with M. Shinderman regarding sale free and clear issues (.2); review and analyze sale free and clear issues (3.1); teleconference with FTI and Milbank regarding AG conditions and sale (.2)	5.10	Denny, Daniel B.
9/26/2019	Emails re Committee response to AG conditions (.8); assemble prior pleadings re same (.9)	1.70	O'Donnell, Dennis C.
9/26/2019	Analyze AG's report (1.70). Internal call and email regarding AG's report (.60).	2.30	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00004 Verity - OCUC: Asset Disposition

Date	Description	Hours	Name
9/27/2019	Conference with B. Nicholson regarding sale free and clear research (.5); conference with M. Shinderman (multiple) regarding sale free and clear issues (.7); research free and clear issues (1.6); conference with D. O'Donnell regarding SGM sale issues (.1); draft memorandum regarding SGM sale issues (5.5); email B. Nicholson regarding research of DCHS claim issues (.2)	8.60	Denny, Daniel B.
9/27/2019	Legal research re sale issues (3.6); legal research re: free and clear questions (3.5); meet w/ D. Denny re research assignments (1.0).	8.10	Nicholson, Ben
9/27/2019	Emails re Committee response to AG conditions (.6); review Shinderman comments to initial draft (.7); locate additional precedent (.6).	1.90	O'Donnell, Dennis C.
9/27/2019	Outline sale-related briefing (1.60). Research regarding recoupment (1.30); Research regarding sale over AG objection (.90). Emails with various parties regarding compromise, support (1.60).	5.40	Shinderman, Mark
9/28/2019	Draft memorandum regarding SGM sale and AG conditions (6.3); research sale issues regarding Attorney General conditions (1.7)	8.00	Denny, Daniel B.
9/28/2019	Internal emails re AG conditions and response thereto (.9); review existing draft (.9); pull additional prior briefing (.7).	2.50	O'Donnell, Dennis C.
9/28/2019	Review and revise joinder to motion (1.60). Comment on motion (1.3). Internal emails regarding ideas/arguments (.90). Analyze potential new argument regarding police power (1.10).	4.90	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00004 Verity - OCUC: Asset Disposition

Date	Description	Hours	Name
9/29/2019	Revise draft memorandum regarding SGM sale free and clear of AG conditions (4.9); research sale issues regarding Attorney General conditions (2.4); teleconference with B. Nicholson regarding Attorney General statutes and regulations (.2); teleconference with M. Shinderman regarding memorandum regarding SGM sale free and clear of AG conditions (.3)	7.80	Denny, Daniel B.
9/29/2019	Legal research re AG's authority to impose conditions on sale of non-profit's assets.	2.50	Nicholson, Ben
9/29/2019	Emails re Committee response to AG conditions (.6); review Shinderman comments to initial draft (.7).	1.30	O'Donnell, Dennis C.
9/30/2019	Review AG issues (0.8); review Committee's response thereto (0.7); review internal analysis of free and clear question (1.2).	2.70	Bray, Gregory A.
9/30/2019	Revise draft memorandum regarding SGM sale free and clear of AG conditions (2.2); conference with B. Nicholson (multiple) regarding sale free and clear issues and 525 discrimination (.3); research 525 discrimination issues related to sale (2.2); review and analyze debtors' emergency motion to sell free and clear (1.5); teleconference with M. Shinderman regarding response to emergency motion regarding sale free and clear (.2); draft response to debtors' emergency motion to sell free and clear (4.9)	11.10	Denny, Daniel B.
9/30/2019	Legal research re characterizing conditions as monetary obligations.	9.20	Nicholson, Ben
9/30/2019	Internal emails re Committee response to AG conditions (.2); review and revise current draft (1.6); t/c, email T. Moyron (Dentons) re: same (.6)..	2.40	O'Donnell, Dennis C.

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Description of Legal Services

Ending September 30, 2019

44393.00006 Verity - OCUC: Avoidance Action Analysis

Date	Description	Hours	Name
9/10/2019	Outline litigation approach (.90). Follow up regarding Integrity (1.10).	2.00	Shinderman, Mark
9/14/2019	Review litigation issues (.30).	0.30	Shinderman, Mark
9/15/2019	Email with R. Liubicic regarding litigation (.20).	0.20	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00008 Verity - OCUC: Business Operations

Date	Description	Hours	Name
9/25/2019	Review and analyze records retention motion (.5)	0.50	Denny, Daniel B.
9/27/2019	Email FTI regarding records retention motion and contracts (.1)	0.10	Denny, Daniel B.

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00009 Verity - OCUC: Case Administration

Date	Description	Hours	Name
9/3/2019	Update case calendar (.4).	0.40	Achamallah, Alexandra
9/9/2019	Update case calendar (.3).	0.30	Achamallah, Alexandra
9/12/2019	Update internal calendars.	0.60	Behrens, James C.
9/13/2019	Update case calendar (1.3).	1.30	Achamallah, Alexandra
9/16/2019	Review schedule and confer with A. Achamallah (0.2).	0.20	Liubicic, Robert
9/17/2019	Review strategy and next steps.	0.70	Bray, Gregory A.
9/19/2019	Update internal calendars.	0.50	Behrens, James C.
9/19/2019	Strategy call with M. Shinderman.	0.30	Bray, Gregory A.
9/19/2019	Teleconference with J. Behrens regarding pending matters and strategic issues (.7)	0.70	Denny, Daniel B.
9/20/2019	Internal strategy planning (.70). Outline open tasks and timing (1.2).	1.90	Shinderman, Mark
9/23/2019	Review and analyze recent court filings (.9)	0.90	Denny, Daniel B.
9/23/2019	Call with C. Gray (counsel to SEIU-UHW) re: sale and plan (.20).	0.20	Shinderman, Mark
9/24/2019	Update internal calendars.	0.50	Behrens, James C.
9/25/2019	Update case calendar (.3).	0.30	Achamallah, Alexandra
9/25/2019	Review and analyze Verity pending matters, case calendar issues and strategic planning (3.3)	3.30	Denny, Daniel B.
9/26/2019	Review and analyze pending matters and strategic issues (.4)	0.40	Denny, Daniel B.
9/30/2019	Review case strategy.	0.30	Bray, Gregory A.

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00010 Verity - OCUC: Claims Administration and Objections

Date	Description	Hours	Name
9/8/2019	Review and summarize Payjunction's motion for allowance and payment of administrative claim.	0.90	Behrens, James C.
9/8/2019	Call with J. Gurule (Buchalter) regarding claims (.50).	0.50	Shinderman, Mark
9/13/2019	Review potential claim objections (1.5); emails and calls with Dentons and Milbank teams re: same (1.2).	2.70	Behrens, James C.
9/23/2019	Email exchanges with J. Behrens and M. Shinderman regarding administrative expense claims (.2)	0.20	Denny, Daniel B.
9/24/2019	Internal email regarding admin claims (.40).	0.40	Shinderman, Mark
9/26/2019	Review and analyze administrative claim issues (1.0)	1.00	Denny, Daniel B.
9/27/2019	Conference with B. Nicholson regarding claims issues and setoff and recoupment research (.6)	0.60	Denny, Daniel B.

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00013 Verity - OCUC: Employment and Fee Applications

Date	Description	Hours	Name
9/3/2019	Review July time entries for privileged information.	1.00	Behrens, James C.
9/3/2019	Review and revise July fee statement (.20).	0.20	Shinderman, Mark
9/20/2019	Review August time entries for privileged information.	1.10	Behrens, James C.
9/25/2019	Teleconference with J. Moe (Dentons) regarding fee statements (.1); teleconference with A. Saltzman (FTI) regarding fee statements (.1); fee statement (.3)	0.50	Denny, Daniel B.
9/26/2019	Revise draft fee statement (.5)	0.50	Denny, Daniel B.
9/30/2019	Revise draft fee statement (.6)	0.60	Denny, Daniel B.

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Description of Legal Services

Ending September 30, 2019

44393.00015 Verity - OCUC: Financing and Cash Collateral

Date	Description	Hours	Name
9/2/2019	Communicate with M. Shinderman re: cash collateral issues and upcoming call with Committee.	0.50	Behrens, James C.
9/2/2019	Emails regarding cash collateral order (CCO) pleading (.30).	0.30	Shinderman, Mark
9/3/2019	Communicate with M. Shinderman and D. O'Donnell re: cash collateral issues (0.6); review and revise Committee response re: cash collateral (0.9).	1.50	Behrens, James C.
9/3/2019	Review and comment on Committee CCO Response (.9); draft/revise Ninth Circuit Mediation Statement (2.4); internal t/cs, email re same (.6); internal email re Ninth Circuit appeal and schedule (.8)).	4.70	O'Donnell, Dennis C.
9/3/2019	Review and revise cash collateral order (CCO) pleading (.40). Review and revise appeal statement (.70). Call with C. Zucker (FTI) regarding data (.20). Email Maguire Woods regarding CCO (.30).	1.60	Shinderman, Mark
9/4/2019	Communicate with M. Shinderman and D. O'Donnell re: cash collateral issues (0.8); review and revise Committee response re: cash collateral (0.7).	1.50	Behrens, James C.
9/4/2019	Review research re bankruptcy court jurisdiction to modify DIP order (0.2).	0.20	Liubicic, Robert
9/4/2019	Review and comment on Committee CCO Response (.9); review revised CCO (.6); email re Ninth Circuit appeal and schedule (.8).	2.30	O'Donnell, Dennis C.
9/4/2019	Negotiate CCO language (1.20). Review and revise CCO pleading (1.80).	3.00	Shinderman, Mark

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Description of Legal Services

Ending September 30, 2019

44393.00015 Verity - OCUC: Financing and Cash Collateral

Date	Description	Hours	Name
9/5/2019	Communicate with M. Shinderman re: cash collateral issues (0.5); emails with PBGC and FTI re: DIP financing issues (0.5).	1.00	Behrens, James C.
9/5/2019	Review cash collateral order issues (.8); internal emails and t/cs re same (.6).	1.40	O'Donnell, Dennis C.
9/5/2019	Review and revise CCO proposals (1.2). Analyze timeline (.20).	1.40	Shinderman, Mark
9/6/2019	Review cash collateral issues.	0.50	Behrens, James C.
9/6/2019	Participate telephonically in hearing re collateral order (.8); internal emails and t/cs re same (.4); review entered order (.3).	1.50	O'Donnell, Dennis C.
9/6/2019	Prepare for and attend cash collateral hearing (3.8). Review settlement drafts (0.3). Internal discussions re: same (0.3).	4.40	Shinderman, Mark
9/9/2019	Review and comment on draft amended complaint (1.0); t/cs, email re: same (.6).	1.60	O'Donnell, Dennis C.
9/11/2019	Review 9th Circuit appeal issues (.9).	0.90	O'Donnell, Dennis C.
9/12/2019	Review 9th Circuit appeal issues (1.1).	1.10	O'Donnell, Dennis C.
9/30/2019	Review and revise response to secured creditor motion to dismiss (2.5); research re same (.9).	3.40	O'Donnell, Dennis C.

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Description of Legal Services

Ending September 30, 2019

44393.00016 Verity - OCUC: Hearings (Preparation and Attendance)

Date	Description	Hours	Name
9/20/2019	Assist M. Shinderman and D. Denny with preparations for Sept. 25 hearing (1.9).	1.90	Behrens, James C.
9/24/2019	Assist M. Shinderman with prep for Sept. 25 hearing.	0.80	Bray, Gregory A.
9/25/2019	Prepare for hearing regarding DHCS objection and sale issues (2.4); attend hearing re DHCS objection to sale issues (1.2)	3.60	Denny, Daniel B.

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Description of Legal Services

Ending September 30, 2019

44393.00018 Verity- OCUC Committee Meetings& Communications with Members

Date	Description	Hours	Name
9/2/2019	Review and revise agenda (.20).	0.20	Shinderman, Mark
9/3/2019	Prepare for weekly Committee call (0.2); attend weekly Committee call (0.2); communicate with Committee members re: mediation (0.2).	0.60	Behrens, James C.
9/3/2019	Review Committee materials (.4); review Committee Meeting Agenda (.3); internal email re: same (.2)	1.10	O'Donnell, Dennis C.
9/3/2019	Outline UCC call (.70). UCC call (.30). Email UCC regarding update (.60).	1.60	Shinderman, Mark
9/5/2019	Emails with UCC members (.70).	0.70	Shinderman, Mark
9/8/2019	Draft detailed agenda for weekly Committee call.	0.50	Behrens, James C.
9/9/2019	Prepare for weekly Committee call (0.2); attend weekly Committee call (0.2).	0.40	Behrens, James C.
9/9/2019	Review Committee materials (.6); attend Committee call (.8)	1.40	O'Donnell, Dennis C.
9/10/2019	Review Committee materials (.4); review Committee Meeting Agenda (.3).	0.70	O'Donnell, Dennis C.
9/10/2019	Prepare mediation summary/outline for UCC (1.60). Emails to UCC regarding update (.60). Email with Committee and others re: open items (.20).	2.40	Shinderman, Mark
9/11/2019	Attend mediation debrief call with Committee, FTI team, and Milbank team.	1.40	Behrens, James C.
9/11/2019	Review Committee materials (.4); review Committee Meeting Agenda (.3); internal email re: same (.2)	0.90	O'Donnell, Dennis C.
9/11/2019	Call with Committee regarding mediation (1.30).	1.30	Shinderman, Mark

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Description of Legal Services

Ending September 30, 2019

44393.00018 Verity- OCUC Committee Meetings& Communications with Members

Date	Description	Hours	Name
9/14/2019	Review and revise agenda (.20).	0.20	Shinderman, Mark
9/15/2019	Draft detailed agenda for weekly Committee call.	0.50	Behrens, James C.
9/16/2019	Prepare for weekly Committee call (0.2); attend weekly Committee call (0.3).	0.50	Behrens, James C.
9/16/2019	Review Committee materials (.7); attend Committee call (.4)	1.10	O'Donnell, Dennis C.
9/16/2019	Prepare for UCC call (0.40). Lead UCC call (.40). Lead team strategy and update call (.90). Email with UCC members re: strategy (.70).	2.40	Shinderman, Mark
9/19/2019	Meet with team regarding strategy and next steps (.40). Calls with Committee Members re: open items (.40). Strategy call with G. Bray (.30).	1.10	Shinderman, Mark
9/23/2019	Teleconference with Verity committee meeting regarding agenda items.	0.40	Denny, Daniel B.
9/23/2019	Email with PBGC re: sale and plan (.20). Prepare for and lead committee call (.70).	0.90	Shinderman, Mark
9/24/2019	Post hearing call regarding update (.60). Emails with committee regarding sale (.30).	0.90	Shinderman, Mark
9/25/2019	Assist with preparation for hearing on Committee's Reply to DHCS's Supplemental Objection to Sale (.5).	0.50	Achamallah, Alexandra
9/25/2019	Email to creditors regarding court (.40). Email to creditors regarding AG (.40).	0.80	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00018 Verity- OCUC Committee Meetings& Communications with Members

Date	Description	Hours	Name
9/26/2019	Email to set up calls with individual creditors (.50). Calls with committee members re: sale and other open items (1.30). Email to UCC regarding AG's report (.50). Prepare outline of issues for consideration by Committee (.80).	3.10	Shinderman, Mark
9/27/2019	Teleconference for Committee meeting regarding SGM sale issues (.6); teleconferences (multiple) with committee members regarding SGM sale issues (1.1).	1.70	Denny, Daniel B.
9/27/2019	Prepare for committee call regarding AG conditions, including master outline of issues (2.20). Committee call regarding approach (.60). Follow up calls with creditors (1.30). Pre-call with creditors (.90).	5.00	Shinderman, Mark

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Description of Legal Services

Ending September 30, 2019

44393.00020 Verity - OCUC: Communications with Committee Advisors

Date	Description	Hours	Name
9/2/2019	Internal emails regarding calls with debtor (.20).	0.20	Shinderman, Mark
9/5/2019	Telephone conference with Milbank, FTI, and Arent Fox teams re: preparations for mediation.	0.90	Behrens, James C.
9/5/2019	Planning call with FTI and Milbank team (1.40).	1.40	Shinderman, Mark
9/10/2019	Team meeting re status, strategy and next steps (1.3).	1.30	Liubicic, Robert
9/11/2019	Teleconference for Committee meeting with professionals regarding mediation, plan and strategic issues (.7)	0.70	Denny, Daniel B.
9/13/2019	Attend weekly Milbank/FTI call.	0.30	Behrens, James C.
9/13/2019	Teleconference with Milbank and FTI working group regarding strategic issues and pending matters (.3)	0.30	Denny, Daniel B.
9/13/2019	Weekly preparation call with FTI (.70).	0.70	Shinderman, Mark
9/16/2019	Team meeting re status, strategy and next steps (0.8).	0.80	Liubicic, Robert
9/19/2019	Communicate with Milbank team re: DHCS issues, disclosure statement issues, upcoming hearings, and response deadlines.	0.70	Behrens, James C.
9/20/2019	Meetings and emails with Milbank team members re: DHCS hearing, disclosure statement issues, and other outstanding issues (1.2); attend weekly Milbank/FTI call (0.3).	1.50	Behrens, James C.
9/20/2019	Conference with M. Shinderman and J. Behrens regarding pending Verity matters (0.5); teleconference with Milbank and FTI re Verity pending matters (0.5).	1.00	Denny, Daniel B.

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Description of Legal Services

Ending September 30, 2019

44393.00020 Verity - OCUC: Communications with Committee Advisors

Date	Description	Hours	Name
9/20/2019	Weekly planning call with FTI (.50).	0.50	Shinderman, Mark
9/23/2019	Internal communications re: plan and sale issues.	0.40	Bray, Gregory A.
9/25/2019	Internal strategy planning call regarding pleadings and issues (1.30).	1.30	Shinderman, Mark
9/26/2019	Internal strategy meeting (.40). FTI planning call (.40).	0.80	Shinderman, Mark
9/27/2019	Call with FTI regarding recommendation (.20).	0.20	Shinderman, Mark

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Description of Legal Services

Ending September 30, 2019

44393.00021 Verity - OCUC: Meetings & Communications with Creditors

Date	Description	Hours	Name
9/5/2019	Call with creditor regarding plan questions.	0.20	Behrens, James C.
9/6/2019	Call with creditor regarding sale and plan questions.	0.60	Behrens, James C.
9/12/2019	Calls with creditors regarding claim questions and plan questions.	0.40	Behrens, James C.
9/17/2019	Telephone conference with creditor re: claim question.	0.20	Behrens, James C.
9/18/2019	Calls with creditors re: proof of claim questions.	0.20	Behrens, James C.

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Description of Legal Services

Ending September 30, 2019

44393.00022 Verity - OCUC: Communications with Debtors

Date	Description	Hours	Name
9/12/2019	Calls with Debtors regarding outstanding issues (.40).	0.40	Shinderman, Mark
9/13/2019	Call with Debtors regarding outstanding issues (.70). Follow up with Debtors re: same (.30).	1.00	Shinderman, Mark
9/16/2019	Email with Debtor regarding issuer, plan and follow-up (.90).	0.90	Shinderman, Mark
9/19/2019	Email Debtor regarding open issues (.40).	0.40	Shinderman, Mark
9/20/2019	Teleconference with Dentons, BRG, Milbank regarding pending matters, status of sale issues and related matters (.7)	0.70	Denny, Daniel B.
9/20/2019	Call with Debtors regarding update (.40).	0.40	Shinderman, Mark
9/25/2019	Meet with debtors regarding next steps and issues (.40). Emails with debtors regarding status and next steps (.30).	0.70	Shinderman, Mark
9/26/2019	Email J. Moe (Dentons) regarding deadlines (.30).	0.30	Shinderman, Mark
9/27/2019	Calls with debtors regarding update (.50).	0.50	Shinderman, Mark

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Description of Legal Services

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44393.00025 Verity - OCUC: Plan and Disclosure Statement

Date	Description	Hours	Name
9/3/2019	Call with Debtor regarding Plan, proposed order (.70). Review disclosure statement (.80).	1.50	Shinderman, Mark
9/4/2019	Internal emails re Milbank comments to Plan and DS (.7); review filed Plan and DS (.7)	1.40	O'Donnell, Dennis C.
9/9/2019	Internal emails re Milbank DS objection (.4); review DS re: same (.4)	0.80	O'Donnell, Dennis C.
9/10/2019	Communicate with D. Denny and M. Shinderman re: objection to disclosure statement.	1.10	Behrens, James C.
9/10/2019	Conference with M. Shinderman and J. Behrens regarding response to motion to approve disclosure statement (.6); review and analyze disclosure statement and plan for response to motion to approve disclosure statement (5.4)	6.00	Denny, Daniel B.
9/10/2019	Analyze disclosure statement issues (.40). Email lenders regarding plan, mediation (1.30). Internal meeting regarding disclosure statement (.40).	2.10	Shinderman, Mark
9/11/2019	Communicate with D. Denny re: objection to disclosure statement.	0.70	Behrens, James C.
9/11/2019	Review and analyze disclosure statement, plan, and motion to approve disclosure statement for draft response to motion to approve disclosure statement (8.8); conference with J. Behrens regarding disclosure statement and plan analysis (1.0); draft outline of disclosure statement issues (1.2)	11.00	Denny, Daniel B.
9/11/2019	Review DS issues	0.90	O'Donnell, Dennis C.
9/12/2019	Work on objection to disclosure statement (0.8); Communicate with Milbank team re: same (0.7).	1.50	Behrens, James C.

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00025 Verity - OCUC: Plan and Disclosure Statement

Date	Description	Hours	Name
9/12/2019	Draft response to disclosure statement motion (2.5); review and analyze disclosure statement and plan for response to disclosure statement motion (2.0); review and analyze plan and disclosure statement issues from J. Behrens notes and analysis (.8)	5.30	Denny, Daniel B.
9/12/2019	Emails re Milbank DS objection (.7); review DS re: same (.7)	1.40	O'Donnell, Dennis C.
9/13/2019	Work on objection to disclosure statement.	0.80	Behrens, James C.
9/13/2019	Teleconference with M. Shinderman regarding draft response to disclosure statement motion (.2); draft response to disclosure statement motion (4.8)	5.00	Denny, Daniel B.
9/13/2019	Emails re Milbank DS objection (.4); review DS re: same (.4)	0.80	O'Donnell, Dennis C.
9/13/2019	Email with FTI regarding Plan issues (.40). Outline disclosure statement pleading (.50).	0.90	Shinderman, Mark
9/14/2019	Draft response to disclosure statement motion (9.5); review and analyze M. Shinderman comments regarding response to disclosure statement motion (.2)	9.70	Denny, Daniel B.
9/14/2019	Review and revise disclosure statement objection outline (2.10).	2.10	Shinderman, Mark
9/15/2019	Perform legal research for objection to disclosure statement.	2.20	Behrens, James C.
9/15/2019	Draft response to disclosure statement motion (10.1); teleconference with M. Shinderman regarding draft response to disclosure statement motion (.2); teleconference with J. Behrens (multiple) regarding draft response to disclosure statement motion (.6)	10.90	Denny, Daniel B.

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Description of Legal Services

Ending September 30, 2019

44393.00025 Verity - OCUC: Plan and Disclosure Statement

Date	Description	Hours	Name
9/15/2019	Emails re "Allowance" and "payment" (.6); review Plan and DS re: same (.4); initial research re: same (.7)	1.70	O'Donnell, Dennis C.
9/15/2019	Call with E. Rich (counsel to SEIU) regarding objection, issues and follow up (.30).	0.30	Shinderman, Mark
9/16/2019	Meet with M. Shinderman, R. Liubicic, J. Behrens, and D. Denny re plan and disclosure statement issues, strategy, and open projects (1.2); correspond with D. Denny and legal assistants re drafting of Committee's Objection to Debtors' Disclosure Statement Motion (.5).	1.70	Achamallah, Alexandra
9/16/2019	Internal meeting re: disclosure statement objection and related issues (0.8); legal research for disclosure statement objection (5.6); review and revise disclosure statement objection (1.9); communicate with D. Denny and A. Achamallah re: same (0.6).	8.90	Behrens, James C.
9/16/2019	Review disclosure statement (0.9); review draft objection to same (1.1).	2.00	Bray, Gregory A.
9/16/2019	Conference with J. Behrens (multiple) regarding response to disclosure statement motion (.6); conference with M. Shinderman regarding response to disclosure statement motion (.1); draft response to disclosure statement motion (7.0); conference with A. Achamallah regarding response to disclosure statement and plan issues (.5); research disclosure statement motion legal issues (1.1); teleconference with M. Shinderman regarding draft response to disclosure statement motion (.5)	9.80	Denny, Daniel B.
9/16/2019	Conference with M. Shinderman, D. O'Donnell, Liubicic, J. Behrens, A. Achamallah regarding pending matters and strategic issues (.5)	0.50	Denny, Daniel B.
9/16/2019	Team call, meeting re: open plan and DIP Issues (.9).	0.90	O'Donnell, Dennis C.

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00025 Verity - OCUC: Plan and Disclosure Statement

Date	Description	Hours	Name
9/16/2019	Review and revise disclosure statement objection (2.9).	2.90	Shinderman, Mark
9/17/2019	Review and revise Committee's Objection to Debtors' Disclosure Statement Motion.	3.00	Achamallah, Alexandra
9/17/2019	Legal research for disclosure statement objection (3.9); review and revise disclosure statement objection (1.8).	5.70	Behrens, James C.
9/17/2019	Review and revise objection to disclosure statement.	1.30	Bray, Gregory A.
9/17/2019	Revise draft response to disclosure statement motion (9.6); conference with J. Behrens (multiple) regarding revised draft response to disclosure statement motion (.2); conference with M. Shinderman (multiple) regarding revised draft response to disclosure statement motion (.4); conference with A. Achamallah (multiple) regarding revisions to draft response to disclosure statement motion (.4); email exchanges with J. Behrens regarding research related to draft response to disclosure statement motion (.3); teleconference with M. Shinderman regarding revised draft response to disclosure statement motion (.5); email exchanges with A. Achamallah and J. Behrens regarding research and revisions for draft response to disclosure statement motion (.2)	11.60	Denny, Daniel B.
9/17/2019	Review and comment on DS Objection (.6).	0.60	O'Donnell, Dennis C.
9/17/2019	Review and revise disclosure statement objection (4.10).	4.10	Shinderman, Mark
9/18/2019	Review and revise disclosure statement objection (4.4); internal communications re: same (0.8).	5.20	Behrens, James C.
9/18/2019	Review and revise objection to disclosure statement.	2.00	Bray, Gregory A.

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00025 Verity - OCUC: Plan and Disclosure Statement

Date	Description	Hours	Name
9/18/2019	Revise draft response to disclosure statement motion (7.1); teleconference with M. Shinderman (multiple) regarding revisions to draft response to disclosure statement motion (.4); conference with J. Behrens (multiple) regarding revised draft response to disclosure statement motion (.6); email exchanges with D. O'Donnell regarding response to disclosure statement motion (.1)	8.20	Denny, Daniel B.
9/18/2019	Review and revise DHCS Response (1.4); emails re same (.4); review and comment on DS Objection (.7)	2.50	O'Donnell, Dennis C.
9/18/2019	Review and revise disclosure statement objections (2.1).	2.10	Shinderman, Mark
9/19/2019	Review and comment on DS Objection (1.1)	1.10	O'Donnell, Dennis C.
9/20/2019	Internal emails re "Allowance" and "payment" (.6); review Plan and DS re: same (.4); initial research re: same (.6)	1.60	O'Donnell, Dennis C.

MILBANK LLP

Description of Legal Services

Ending September 30, 2019

44393.00028 Verity - OCUC: Relief from Stay and Adequate Protection

Date	Description	Hours	Name
9/3/2019	Communicate with J. Moe (Dentons) re: relief from stay motions.	0.50	Behrens, James C.
9/8/2019	Draft response to Shank motion for relief from stay.	0.60	Behrens, James C.
9/11/2019	Communicate with J. Moe (Dentons) re: Carcamo and Engelman motions for relief from stay.	0.40	Behrens, James C.
9/18/2019	Communicate with J. Moe (Dentons) re: Carcamo and Engelman motions for relief from stay.	0.20	Behrens, James C.
9/20/2019	Draft response to Carcamo motion for relief from stay (0.4); draft response to Engelman motion for relief from stay (0.4); communicate with Milbank team re: same (0.3); communicate with J. Moe (Dentons) and T. Turner (counsel for Jason Shank) re: Jason Shank's motion for relief from stay (0.3).	1.40	Behrens, James C.
9/25/2019	Teleconference with J. Moe (Dentons) regarding relief from stay motions and stipulation to continue (.1)	0.10	Denny, Daniel B.

EXHIBIT D
SUMMARY OF EXPENSES
(SEPTEMBER 1, 2019 – SEPTEMBER 30, 2019)

DISBURSEMENTS	AMOUNT
Color Copies	\$308.50
Court/Clerical Services	\$241.00
Entertainment (incl. Meals during Meetings)	\$882.21
Express Mail	\$189.49
Filing Fees	\$505.00
Lexis	\$7,000.00
Outside Messenger	\$204.49
Outside Word Processing	\$33.21
Photocopies	\$9.30
Printing	\$936.60
Telephone	\$98.43
Westlaw	\$9,052.62
TOTAL DISBURSEMENTS	<u>\$19,460.85</u>

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EXHIBIT E
DETAIL OF EXPENSES
(SEPTEMBER 1, 2019 – SEPTEMBER 30, 2019)

MILBANK LLP

Ending September 30, 2019

COLOR COPIES

Date	Description	Amount	Name
9/3/2019	COLOR COPIES	189.75	La Office Services
9/6/2019	COLOR COPIES	3.50	La Office Services
9/9/2019	COLOR COPIES	33.00	Aalberts, Beth A.
9/11/2019	COLOR COPIES	52.75	La Office Services
9/20/2019	COLOR COPIES	0.25	La Office Services
9/23/2019	COLOR COPIES	29.25	La Office Services

MILBANK LLP

Ending September 30, 2019

COURT/CLERICAL SERVICES

Date	Description	Amount	Name
9/1/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court service USDC on 8/28	68.00	Garcia, Alice Benita
9/8/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK USBC Central District 9/6/2019	81.00	Aalberts, Beth A.
9/22/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services on 9/19/2019 to USBC Central district	92.00	Aalberts, Beth A.

MILBANK LLP

Ending September 30, 2019

ENTERTAINMENT (INCL MEALS)

Date	Description	Amount	Name
9/9/2019	ENTERTAINMENT (INCL MEALS) --VENDOR: CLEMENTINE FOODS LLC Food for Verity mediation at Milbank on 9/9/2019	788.47	Mcquain, Tammie L.
9/9/2019	ENTERTAINMENT (INCL MEALS) - - VENDOR: MILBANK LLP BREAKFAST FOR MEETING 9/9/19	93.74	Bray, Gregory A.

MILBANK LLP

Ending September 30, 2019

EXPRESS MAIL

Date	Description	Amount	Name
8/21/2019	EXPRESS MAIL LOS ANGELES CA	15.85	Behrens, James C.
8/29/2019	EXPRESS MAIL EL SEGUNDO CA	15.85	Behrens, James C.
9/3/2019	EXPRESS MAIL LOS ANGELES CA	17.52	Behrens, James C.
9/4/2019	EXPRESS MAIL LOS ANGELES CA	15.88	Behrens, James C.
9/9/2019	EXPRESS MAIL LOS ANGELES CA	15.85	Behrens, James C.
9/13/2019	EXPRESS MAIL LOS ANGELES CA	15.85	Achamallah, Alexandra
9/13/2019	EXPRESS MAIL KANSAS CITY MO	17.99	Achamallah, Alexandra
9/13/2019	EXPRESS MAIL LOS ANGELES CA	15.85	Achamallah, Alexandra
9/24/2019	EXPRESS MAIL BOSTON MA	20.11	Liubicic, Robert
9/24/2019	EXPRESS MAIL MINNEAPOLIS MN	19.37	Liubicic, Robert
9/24/2019	EXPRESS MAIL CHICAGO IL	19.37	Liubicic, Robert

MILBANK LLP

Ending September 30, 2019

FILING FEES

Date	Description	Amount	Name
8/26/2019	FILING FEES Court / Filing / Notary Fees / Visa / Immigration: Expense Date: 08/26/2019, Business Purpose: Court fee for Notice of Appeal to 9th Circuit Court of Appeals (Appeal Fee - \$505 Fee Paid, Receipt No. 0973-24325240). Fee paid by Dennis O'Donnell for James Behrens who is the filer of record. Please see attached receipt No. 0973-24325240, which corresponds to receipt	505.00	O'Donnell, Dennis C.

MILBANK LLP

Ending September 30, 2019

LEXIS

Date	Description	Amount	Name
9/3/2019	LEXIS Achamallah,Alexandra	1295.00	Achamallah, Alexandra
9/6/2019	LEXIS Achamallah,Alexandra	734.00	Achamallah, Alexandra
9/6/2019	LEXIS Behrens,James C.	1615.00	Behrens, James C.
9/16/2019	LEXIS Wrenn,Teresa	102.00	Wrenn, Teresa
9/16/2019	LEXIS Achamallah,Alexandra	449.00	Achamallah, Alexandra
9/16/2019	LEXIS Denny,Daniel B.	285.00	Denny, Daniel B.
9/17/2019	LEXIS Kagen,Sarah E.	305.00	Kagen, Sarah E.
9/17/2019	LEXIS Achamallah,Alexandra	265.00	Achamallah, Alexandra
9/18/2019	LEXIS Achamallah,Alexandra	44.00	Achamallah, Alexandra
9/20/2019	LEXIS Greengross,Paul	6.00	Greengross, Paul
9/27/2019	LEXIS Denny,Daniel B.	1900.00	Denny, Daniel B.

MILBANK LLP

Ending September 30, 2019

OUTSIDE MESSENGER

Date	Description	Amount	Name
9/1/2019	OUTSIDE MESSENGER --VENDOR: EXPRESS NETWORK Messenger from Milbank to USBC Central District on 8/30/2019	114.99	Aalberts, Beth A.
9/15/2019	OUTSIDE MESSENGER --VENDOR: EXPRESS NETWORK Court services on 09/12/2019 USBC Central District	89.50	Aalberts, Beth A.

MILBANK LLP

Ending September 30, 2019

OUTSIDE WORD PROCESSING

Date	Description	Amount	Name
9/18/2019	OUTSIDE WORD PROCESSING 0.50 hours - Reformatting	33.21	O'Donnell, Dennis C.

MILBANK LLP

Ending September 30, 2019

PHOTOCOPIES

Date	Description	Amount	Name
9/6/2019	PHOTOCOPIES	2.20	La Office Services
9/6/2019	PHOTOCOPIES	1.50	La Office Services
9/6/2019	PHOTOCOPIES	1.20	La Office Services
9/9/2019	PHOTOCOPIES	0.60	Aalberts, Beth A.
9/18/2019	PHOTOCOPIES	2.40	Windom, Ricky R.
9/20/2019	PHOTOCOPIES	0.40	La Office Services
9/20/2019	PHOTOCOPIES	1.00	La Office Services

MILBANK LLP

Ending September 30, 2019

PRINTING

Date	Description	Amount	Name
9/3/2019	PRINTING	0.20	La Office Services
9/3/2019	PRINTING	83.80	Aalberts, Beth A.
9/3/2019	PRINTING	3.10	Behrens, James C.
9/3/2019	PRINTING	0.90	Achamallah, Alexandra
9/4/2019	PRINTING	0.20	Batie, Denise L.
9/4/2019	PRINTING	4.70	Garcia, Alice Benita
9/4/2019	PRINTING	7.60	Aalberts, Beth A.
9/5/2019	PRINTING	1.60	Behrens, James C.
9/5/2019	PRINTING	0.80	Batie, Denise L.
9/6/2019	PRINTING	11.10	Garcia, Alice Benita
9/6/2019	PRINTING	50.70	La Office Services
9/6/2019	PRINTING	3.60	Aalberts, Beth A.
9/8/2019	PRINTING	2.50	Behrens, James C.
9/9/2019	PRINTING	52.20	Behrens, James C.
9/9/2019	PRINTING	0.40	Achamallah, Alexandra
9/9/2019	PRINTING	0.20	Palmer, Jenni
9/9/2019	PRINTING	6.40	Aalberts, Beth A.
9/10/2019	PRINTING	41.60	Denny, Daniel B.
9/10/2019	PRINTING	3.40	Behrens, James C.
9/11/2019	PRINTING	1.20	Achamallah, Alexandra
9/11/2019	PRINTING	18.90	Denny, Daniel B.
9/11/2019	PRINTING	8.80	Behrens, James C.
9/12/2019	PRINTING	23.40	Aalberts, Beth A.
9/13/2019	PRINTING	1.00	Aalberts, Beth A.
9/13/2019	PRINTING	9.60	Batie, Denise L.

MILBANK LLP

Ending September 30, 2019

PRINTING

Date	Description	Amount	Name
9/13/2019	PRINTING	1.40	Denny, Daniel B.
9/13/2019	PRINTING	0.30	Behrens, James C.
9/13/2019	PRINTING	0.20	Achamallah, Alexandra
9/16/2019	PRINTING	3.60	Behrens, James C.
9/16/2019	PRINTING	7.40	Denny, Daniel B.
9/17/2019	PRINTING	7.50	Denny, Daniel B.
9/17/2019	PRINTING	3.70	Gibbs, Jenifer G.
9/18/2019	PRINTING	2.50	Batie, Denise L.
9/18/2019	PRINTING	2.40	Windom, Ricky R.
9/18/2019	PRINTING	0.10	Gibbs, Jenifer G.
9/18/2019	PRINTING	6.00	Aalberts, Beth A.
9/18/2019	PRINTING	2.70	Behrens, James C.
9/18/2019	PRINTING	4.60	Denny, Daniel B.
9/18/2019	PRINTING	4.20	Esposito, Debra
9/19/2019	PRINTING	10.60	Batie, Denise L.
9/20/2019	PRINTING	332.90	La Office Services
9/20/2019	PRINTING	8.50	Behrens, James C.
9/20/2019	PRINTING	5.40	Gibbs, Jenifer G.
9/20/2019	PRINTING	3.80	Denny, Daniel B.
9/23/2019	PRINTING	0.30	La Office Services
9/24/2019	PRINTING	1.80	Garcia, Alice Benita
9/24/2019	PRINTING	2.90	Denny, Daniel B.
9/25/2019	PRINTING	6.50	Denny, Daniel B.
9/26/2019	PRINTING	18.30	Denny, Daniel B.
9/26/2019	PRINTING	17.40	Batie, Denise L.

MILBANK LLP

Ending September 30, 2019

PRINTING

Date	Description	Amount	Name
9/27/2019	PRINTING	16.00	Palmer, Jenni
9/27/2019	PRINTING	3.70	Denny, Daniel B.
9/30/2019	PRINTING	30.60	Denny, Daniel B.
9/30/2019	PRINTING	90.60	Aalberts, Beth A.
9/30/2019	PRINTING	2.80	Achamallah, Alexandra

MILBANK LLP

Ending September 30, 2019

TELEPHONE

Date	Description	Amount	Name
8/5/2019	TELEPHONE LOOPUP	35.73	Behrens, James C.
8/9/2019	TELEPHONE LOOPUP	0.52	Behrens, James C.
8/9/2019	TELEPHONE LOOPUP	0.17	Behrens, James C.
8/12/2019	TELEPHONE LOOPUP	1.61	Behrens, James C.
8/12/2019	TELEPHONE LOOPUP	14.65	Behrens, James C.
8/16/2019	TELEPHONE LOOPUP	2.15	Behrens, James C.
8/19/2019	TELEPHONE LOOPUP	8.53	Behrens, James C.
8/23/2019	TELEPHONE LOOPUP	3.61	Behrens, James C.
8/26/2019	TELEPHONE LOOPUP	7.52	Behrens, James C.
8/27/2019	TELEPHONE LOOPUP	1.82	Behrens, James C.
8/29/2019	TELEPHONE LOOPUP	10.94	Behrens, James C.
9/12/2019	TELEPHONE DELRAY BCH FL BEHRENS,JAMES 4436	1.46	Behrens, James C.
9/23/2019	TELEPHONE SOUNDPATH 38836.00800	5.69	O'Donnell, Dennis C.
9/26/2019	TELEPHONE REDFIELD SD DENNY,DANIEL 4302	4.03	Denny, Daniel B.

MILBANK LLP

Ending September 30, 2019

WESTLAW

Date	Description	Amount	Name
9/6/2019	WESTLAW BEHRENS,JAMES	652.99	Behrens, James C.
9/11/2019	WESTLAW BEHRENS,JAMES	836.99	Behrens, James C.
9/15/2019	WESTLAW BEHRENS,JAMES	449.00	Behrens, James C.
9/16/2019	WESTLAW WRENN,TERESA	506.26	Wrenn, Teresa
9/16/2019	WESTLAW DENNY,DANIEL	143.00	Denny, Daniel B.
9/16/2019	WESTLAW BEHRENS,JAMES	706.99	Behrens, James C.
9/17/2019	WESTLAW BEHRENS,JAMES	2675.97	Behrens, James C.
9/17/2019	WESTLAW ACHAMALLAH,ALEXANDRA	143.00	Achamallah, Alexandra
9/20/2019	WESTLAW GREENGROSS,PAUL	429.00	Greengross, Paul
9/20/2019	WESTLAW BEHRENS,JAMES	490.00	Behrens, James C.
9/23/2019	WESTLAW WRENN,TERESA	925.43	Wrenn, Teresa
9/27/2019	WESTLAW NICHOLSON,BEN	143.00	Nicholson, Ben
9/29/2019	WESTLAW NICHOLSON,BEN	359.00	Nicholson, Ben
9/30/2019	WESTLAW NICHOLSON,BEN	591.99	Nicholson, Ben

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, 33rd Floor, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled (*specify*): **MILBANK LLP'S THIRTEENTH MONTHLY FEE APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF SEPTEMBER 1, 2019 – SEPTEMBER 30, 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*) October 30, 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*) October 30, 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*) October 30, 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.

October 30, 2019 Ricky Windom
Date *Printed Name*

/s/ Ricky Windom
Signature

SERVICE LIST

(Via NEF)

- **Alexandra Achamallah** aachamallah@milbank.com, rliubicic@milbank.com
- **Melinda Alonzo** ml7829@att.com
- **Robert N Amkraut** ramkraut@foxrothschild.com
- **Kyra E Andrassy** kandrassy@swelawfirm.com,
lgarrett@swelawfirm.com;gcruz@swelawfirm.com;jchung@swelawfirm.com
- **Simon Aron** saron@wrslawyers.com
- **Lauren T Attard** lattard@bakerlaw.com, agrosso@bakerlaw.com
- **Allison R Axenrod** allison@claimsrecoveryllc.com
- **Keith Patrick Banner** kbanner@greenbergglusker.com,
sharper@greenbergglusker.com;calendar@greenbergglusker.com
- **Cristina E Bautista** cristina.bautista@kattenlaw.com, ecf.lax.docket@kattenlaw.com
- **James Cornell Behrens** jbehrens@milbank.com,
ggray@milbank.com;mshinderman@milbank.com;dodonnell@milbank.com;jbrewster@milbank.com;JWeber@
milbank.com
- **Ron Bender** rb@lnbyb.com
- **Bruce Bennett** bbennett@jonesday.com
- **Peter J Benvenuti** pbenvenuti@kellerbenvenuti.com, pjbenven74@yahoo.com
- **Leslie A Berkoff** lberkoff@moritthock.com, hmay@moritthock.com
- **Steven M Berman** sberman@slk-law.com
- **Stephen F Biegenzahn** efile@sfbllaw.com
- **Scott E Blakeley** seb@blakeleyllp.com, ecf@blakeleyllp.com
- **Karl E Block** kblock@loeb.com, jvazquez@loeb.com;ladocket@loeb.com;kblock@ecf.courtdrive.com
- **Dustin P Branch** branchd@ballardspahr.com, carolod@ballardspahr.com;hubenb@ballardspahr.com
- **Michael D Breslauer** mbreslauer@swsslw.com,
wyones@swsslw.com;mbreslauer@ecf.courtdrive.com;wyones@ecf.courtdrive.com
- **Chane Buck** cbuck@jonesday.com
- **Lori A Butler** butler.lori@pbgc.gov, efile@pbgc.gov
- **Howard Camhi** hcamhi@ecjlaw.com, tcastelli@ecjlaw.com;amatsuoka@ecjlaw.com
- **Barry A Chatz** barry.chatz@saul.com, jurate.medziak@saul.com
- **Shirley Cho** scho@pszjlaw.com
- **Shawn M Christianson** cmcintire@buchalter.com, schristianson@buchalter.com
- **Louis J. Cisz** leisz@nixonpeabody.com, jzic@nixonpeabody.com
- **Leslie A Cohen** leslie@lesliecohenlaw.com, jaime@lesliecohenlaw.com;odalys@lesliecohenlaw.com
- **Kevin Collins** kevin.collins@btlaw.com, Kathleen.lytle@btlaw.com
- **Joseph Corrigan** Bankruptcy2@ironmountain.com
- **David N Crapo** dcrapo@gibbonslaw.com, elrosen@gibbonslaw.com
- **Mariam Danielyan** md@danielyanlawoffice.com, danielyan.mar@gmail.com
- **Brian L Davidoff** bdavidoff@greenbergglusker.com,
calendar@greenbergglusker.com;jking@greenbergglusker.com
- **Aaron Davis** aaron.davis@bryancave.com, kat.flaherty@bryancave.com
- **Lauren A Deeb** lauren.deeb@nelsonmullins.com, maria.domingo@nelsonmullins.com
- **Daniel Denny** ddenny@milbank.com
- **Anthony Dutra** adutra@hansonbridgett.com
- **Kevin M Eckhardt** kevin.eckhardt@gmail.com, keckhardt@hunton.com
- **Lei Lei Wang Ekvall** lekvall@swelawfirm.com,
lgarrett@swelawfirm.com;gcruz@swelawfirm.com;jchung@swelawfirm.com
- **David K Eldan** david.eldan@doj.ca.gov, teresa.depaz@doj.ca.gov
- **Andy J Epstein** taxcpaesq@gmail.com
- **Richard W Esterkin** richard.esterkin@morganlewis.com
- **Christine R Etheridge** christine.etheridge@ikonfin.com

- **M Douglas Flahaut** flahaut.douglas@arentfox.com
- **Michael G Fletcher** mfletcher@frandzel.com, sking@frandzel.com
- **Joseph D Frank** jfrank@fgllp.com,
mmatlock@fgllp.com;csmith@fgllp.com;jkleinman@fgllp.com;csucic@fgllp.com
- **William B Freeman** bill.freeman@kattenlaw.com,
nicole.jones@kattenlaw.com,ecf.lax.docket@kattenlaw.com
- **Eric J Fromme** efromme@tocounsel.com, lchapman@tocounsel.com;sschuster@tocounsel.com
- **Amir Gamliel** amir-gamliel-9554@ecf.pacerpro.com,
cmallahi@perkinscoie.com;DocketLA@perkinscoie.com
- **Jeffrey K Garfinkle** jgarfinkle@buchalter.com, docket@buchalter.com;dcyrankowski@buchalter.com
- **Thomas M Geher** tmg@jmbm.com, bt@jmbm.com;fc3@jmbm.com;tmg@ecf.inforuptcy.com
- **Lawrence B Gill** lgill@nelsonhardiman.com, rrange@nelsonhardiman.com
- **Paul R. Glassman** pglassman@sycr.com
- **Matthew A Gold** courts@argopartners.net
- **Eric D Goldberg** eric.goldberg@dlapiper.com, eric-goldberg-1103@ecf.pacerpro.com
- **Marshall F Goldberg** mgoldberg@glassgoldberg.com, jbailey@glassgoldberg.com
- **Richard H Golubow** rgolubow@wcghlaw.com,
pj@wcghlaw.com;jmartinez@wcghlaw.com;Meir@virtualparalegalservices.com
- **David Guess** dguess@bienertkatzman.com, 4579179420@filings.docketbird.com
- **Anna Gumport** agumport@sidley.com
- **Melissa T Harris** harris.melissa@pbgc.gov, efile@pbgc.gov
- **James A Hayes** jhayes@zinserhayes.com, jhayes@jamesahayesaplc.com
- **Michael S Held** mheld@jw.com
- **Lawrence J Hilton** lhilton@onellp.com,
lthomas@onellp.com,info@onellp.com,rgolder@onellp.com,lhyska@onellp.com,nlichtenberger@onellp.com
- **Robert M Hirsh** Robert.Hirsh@arentfox.com
- **Florice Hoffman** fhoffman@socal.rr.com, floricehoffman@gmail.com
- **Lee F Hoffman** leehoffmanjd@gmail.com, lee@fademlaw.com
- **Michael Hogue** hoguem@gtlaw.com, SFOLitDock@gtlaw.com;navarrom@gtlaw.com
- **Matthew B Holbrook** mholbrook@sheppardmullin.com, mmanns@sheppardmullin.com
- **David I Horowitz** david.horowitz@kirkland.com,
keith.catuara@kirkland.com;terry.ellis@kirkland.com;elsa.banuelos@kirkland.com;ivon.granados@kirkland.com
- **Brian D Huben** hubenb@ballardspahr.com, carolod@ballardspahr.com
- **Joan Huh** joan.huh@cdtfa.ca.gov
- **Benjamin Ikuta** bikuta@hml.law, aoremus@hml.law
- **Lawrence A Jacobson** laj@cohenandjacobson.com
- **John Mark Jennings** johnmark.jennings@kutakrock.com, mary.clark@kutakrock.com
- **Monique D Jewett-Brewster** mjb@hopkinscarley.com, eamaro@hopkinscarley.com
- **Crystal Johnson** M46380@ATT.COM
- **Gregory R Jones** gjones@mwe.com, rnhunter@mwe.com
- **Jeff D Kahane** jkahane@duanemorris.com, dmartinez@duanemorris.com
- **Steven J Kahn** skahn@pszyjw.com
- **Cameo M Kaisler** salembier.cameo@pbgc.gov, efile@pbgc.gov
- **Ivan L Kallick** ikallick@manatt.com, ihernandez@manatt.com
- **Ori Katz** okatz@sheppardmullin.com,
cshulman@sheppardmullin.com;ezisholtz@sheppardmullin.com;lsegura@sheppardmullin.com
- **Payam Khodadadi** pkhodadadi@mcguirewoods.com, dkiker@mcguirewoods.com
- **Christian T Kim** ckim@dumas-law.com, ckim@ecf.inforuptcy.com
- **Jane Kim** jkim@kellerbenvenutti.com
- **Monica Y Kim** myk@lnbrb.com, myk@ecf.inforuptcy.com
- **Gary E Klausner** gek@lnbyb.com
- **David A Klein** david.klein@kirkland.com
- **Nicholas A Koffroth** nick.koffroth@dentons.com, chris.omeara@dentons.com

- **Joseph A Kohanski** jkohanski@bushgottlieb.com, kprestegard@bushgottlieb.com
- **Darryl S Laddin** bkrfilings@agg.com
- **Robert S Lampl** advocate45@aol.com, rlisarobinsonr@aol.com
- **Richard A Lapping** richard@lappinglegal.com
- **Paul J Laurin** plaurin@btlaw.com, slmoore@btlaw.com;jboustani@btlaw.com
- **Nathaniel M Leeds** nathaniel@mitchelllawsf.com, sam@mitchelllawsf.com
- **David E Lemke** david.lemke@wallerlaw.com,
chris.cronk@wallerlaw.com;Melissa.jones@wallerlaw.com;cathy.thomas@wallerlaw.com
- **Lisa Lenherr** llenherr@wendel.com, bankruptcy@wendel.com
- **Elan S Levey** elan.levy@usdoj.gov, louis.lin@usdoj.gov
- **Tracy L Mainguy** bankruptcycourtnotices@unioncounsel.net, tmainguy@unioncounsel.net
- **Samuel R Maizel** samuel.maizel@dentons.com,
alicia.aguilar@dentons.com;docket.general.lit.LOS@dentons.com;tania.moyron@dentons.com;kathryn.howard@
dentons.com;joan.mack@dentons.com;derry.kalve@dentons.com
- **Alvin Mar** alvin.mar@usdoj.gov, dare.law@usdoj.gov
- **Craig G Margulies** Craig@MarguliesFaithlaw.com,
Victoria@MarguliesFaithlaw.com;Helen@MarguliesFaithlaw.com;Dana@marguliesfaithlaw.com
- **Hutchison B Meltzer** hutchison.meltzer@doj.ca.gov, Alicia.Berry@doj.ca.gov
- **Christopher Minier** becky@ringstadlaw.com, arlene@ringstadlaw.com
- **John A Moe** john.moe@dentons.com, derry.kalve@dentons.com
- **Susan I Montgomery** susan@simontgomerylaw.com,
assistant@simontgomerylaw.com;simontgomerylawecf.com@gmail.com;montgomerysr71631@notify.bestcase.c
om
- **Monserat Morales** Monsi@MarguliesFaithLaw.com,
Victoria@MarguliesFaithLaw.com;Helen@marguliesfaithlaw.com;Dana@marguliesfaithlaw.com
- **Kevin H Morse** kmorse@clarkhill.com, blambert@clarkhill.com
- **Marianne S Mortimer** mmartin@jmbm.com
- **Tania M Moyron** tania.moyron@dentons.com, chris.omeara@dentons.com;nick.koffroth@dentons.com
- **Alan I Nahmias** anahmias@mbnlawyers.com, jdale@mbnlawyers.com
- **Akop J Nalbandyan** jnalbandyan@LNtriallawyers.com, cbautista@LNtriallawyers.com
- **Jennifer L Nassiri** jennifernassiri@quinnemanuel.com
- **Charles E Nelson** nelsonc@ballardspahr.com, wassweilerw@ballardspahr.com
- **Sheila Gropper Nelson** shedoesbklaaw@aol.com
- **Mark A Neubauer** mneubauer@carltonfields.com,
mlrodriguez@carltonfields.com;smcloughlin@carltonfields.com;schau@carltonfields.com;NDunn@carltonfields.
com;ecfla@carltonfields.com
- **Fred Neufeld** fneufeld@sycr.com, tingman@sycr.com
- **Nancy Newman** nnewman@hansonbridgett.com,
ajackson@hansonbridgett.com;calendarclerk@hansonbridgett.com
- **Bryan L Ngo** bngo@fortislaw.com,
BNgo@bluecapitallaw.com;SPicariello@fortislaw.com;JNguyen@fortislaw.com;JNguyen@bluecapitallaw.com
- **Abigail V O'Brient** avobrient@mintz.com,
docketing@mintz.com;DEHashimoto@mintz.com;nleali@mintz.com;ABLevin@mintz.com;GJLeon@mintz.com
- **John R O'Keefe** jokeefe@metzlewis.com, slohr@metzlewis.com
- **Scott H Olson** solson@vedderprice.com, jcano@vedderprice.com,jparker@vedderprice.com;scott-olson-
2161@ecf.pacerpro.com,ecfsfdocket@vedderprice.com
- **Giovanni Orantes** go@gobklaw.com, gorantes@orantes-
law.com,cmh@gobklaw.com,gobklaw@gmail.com,go@ecf.inforuptcy.com;orantesgr89122@notify.bestcase.com
- **Keith C Owens** kowens@venable.com, khoang@venable.com
- **R Gibson Pagter** gibson@ppilawyers.com, ecf@ppilawyers.com;pagterrr51779@notify.bestcase.com
- **Paul J Pascuzzi** ppascuzzi@ffwplaw.com
- **Lisa M Peters** lisa.peters@kutakrock.com, marybeth.brukner@kutakrock.com
- **Christopher J Petersen** cjpetersen@blankrome.com, gsolis@blankrome.com

- **Mark D Plevin** mplevin@crowell.com, cromo@crowell.com
- **Steven G. Polard** spolard@ch-law.com, calendar-lao@rmkb.com;melissa.tamura@rmkb.com;anthony.arriola@rmkb.com
- **David M Powlen** david.powlen@btlaw.com, pgroff@btlaw.com
- **Christopher E Prince** cprince@lesnickprince.com, jmack@lesnickprince.com;cprince@ecf.courtdrive.com
- **Lori L Purkey** bareham@purkeyandassociates.com
- **William M Rathbone** wrathbone@grsm.com, jmydlandevans@grsm.com;sdurazo@grsm.com
- **Jason M Reed** Jason.Reed@Maslon.com
- **Michael B Reynolds** mreynolds@swlaw.com, kcollins@swlaw.com
- **J. Alexandra Rhim** arhim@hrhlaw.com
- **Emily P Rich** erich@unioncounsel.net, bankruptcycourtnotices@unioncounsel.net
- **Robert A Rich** , candonian@huntonak.com
- **Lesley A Riis** lriis@dpmclaw.com
- **Debra Riley** driley@allenmatkins.com
- **Jason E Rios** jrios@ffwplaw.com, scisneros@ffwplaw.com
- **Julie H Rome-Banks** julie@bindermlalter.com
- **Mary H Rose** mrose@buchalter.com
- **Megan A Rowe** mrowe@dsrhealthlaw.com, lwestoby@dsrhealthlaw.com
- **Nathan A Schultz** nschultz@goodwinlaw.com
- **William Schumacher** wschumacher@jonesday.com
- **Mark A Serlin** ms@swllplaw.com, mor@swllplaw.com
- **Seth B Shapiro** seth.shapiro@usdoj.gov
- **David B Shemano** dshemano@shemanolaw.com
- **Joseph Shickich** jshickich@riddellwilliams.com
- **Mark Shinderman** mshinderman@milbank.com, dmuhrez@milbank.com;dlbatie@milbank.com
- **Rosa A Shirley** rshirley@nelsonhardiman.com, ksherry@nelsonhardiman.com;lgill@nelsonhardiman.com;rrange@nelsonhardiman.com
- **Kyrsten Skogstad** kskogstad@calnurses.org, rcraven@calnurses.org
- **Michael St James** ecf@stjames-law.com
- **Andrew Still** astill@swlaw.com, kcollins@swlaw.com
- **Jason D Strabo** jstrabo@mwe.com, cfuraha@mwe.com
- **Sabrina L Streusand** Streusand@slollp.com
- **Ralph J Swanson** ralph.swanson@berliner.com, sabina.hall@berliner.com
- **Michael A Sweet** msweet@foxrothschild.com, swillis@foxrothschild.com;pbasa@foxrothschild.com
- **James Toma** james.toma@doj.ca.gov, teresa.depaz@doj.ca.gov
- **Gary F Torrell** gtorell@health-law.com
- **United States Trustee (LA)** ustpregion16.la.ecf@usdoj.gov
- **Cecelia Valentine** cecelia.valentine@nlrb.gov
- **Jason Wallach** jwallach@ghplaw.com, g33404@notify.cincompass.com
- **Kenneth K Wang** kenneth.wang@doj.ca.gov, Jennifer.Kim@doj.ca.gov;Stacy.McKellar@doj.ca.gov;yesenia.caro@doj.ca.gov
- **Phillip K Wang** phillip.wang@rimonlaw.com, david.kline@rimonlaw.com
- **Sharon Z. Weiss** sharon.weiss@bclplaw.com, raul.morales@bclplaw.com
- **Adam G Wentland** awentland@tocounsel.com, lkwon@tocounsel.com
- **Latonia Williams** lwilliams@goodwin.com, bankruptcy@goodwin.com
- **Michael S Winsten** mike@winsten.com
- **Jeffrey C Wisler** jwisler@connollygallagher.com, dperkins@connollygallagher.com
- **Neal L Wolf** nwolf@hansonbridgett.com, calendarclerk@hansonbridgett.com,lchappell@hansonbridgett.com
- **Hatty K Yip** hatty.yip@usdoj.gov
- **Andrew J Ziaja** aziaja@leonardcarder.com, sgroff@leonardcarder.com;msimons@leonardcarder.com;lbadar@leonardcarder.com
- **Rose Zimmerman** rzimmerman@dalcycity.org

SERVICE LIST
(Via First Class Mail)

Verity Health System of California, Inc.
2040 E. Mariposa Avenue
El Segundo, CA 90245

Samuel R. Maizel
Dentons US LLP
601 South Figueroa Street
Suite 2500
Los Angeles, CA 90017

Attorney General of California
Xavier Becerra
California Department of Justice
1300 "I" Street
Sacramento, CA 95814

U.S. Dept. of Health & Human Services
Angela M. Belgrove, Esq.
90 7th Street, Suite 4-500
San Francisco, CA 94103-6705

United States Department of Justice
Ben Franklin Station
PO Box 683
Washington DC 20044

United States Attorney's Office
Federal Building, Room 7516
300 North Los Angeles Street
Los Angeles, CA 90012

Office of the United States Trustee
915 Wilshire Blvd, Suite 1850
Los Angeles, CA 90017

SERVICE LIST
(Via Personal Delivery)

The Honorable Ernest M. Robles
United States Bankruptcy Court
Central District of California
Edward R. Roybal Federal Building and Courthouse
255 E. Temple Street, Suite 1560/Courtroom 1568
Los Angeles, CA 90012-3300

SERVICE LIST
(Via Email)

Attorneys for Chapter 11 Debtors and Debtors in Possession

Samuel R. Maizel – samuel.maizel@dentons.com

John A. Moe, II – john.moe@dentons.com

Tania M. Moyron – tania.moyron@dentons.com

Attorneys for the Office of the United States Trustee

Hatty K. Yip – hatty.yip@usdoj.gov