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Attorneys for the Chapter 11 Debtors and  
Debtors In Possession

**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  
Honorable Ernest M. Robles

**DECLARATION OF ELSPETH D. PAUL IN  
SUPPORT OF THE THIRD INTERIM  
APPLICATION OF DENTONS US LLP, AS  
DEBTORS' COUNSEL, FOR FEES AND  
EXPENSE REIMBURSEMENT FOR THE  
PERIOD MAY 1, 2019 THROUGH  
AUGUST 31, 2019**

Date: November 20, 2019

Time: 10:00 a.m.

Place: Royal Federal Building, Courtroom 1568  
255 East Temple Street  
Los Angeles, California 90012-3300

DENTONS US LLP  
601 SOUTH FIGUEROA STREET, SUITE 2500  
LOS ANGELES, CALIFORNIA 90017-5704  
(213) 623-9300



1 I, Elspeth D. Paul, declare, that if called as a witness, I would and could competently testify  
2 thereto, of my own personal knowledge, as follows.

3 1. I am the General Counsel of Verity Health System of California, Inc. (“VHS”). I  
4 make this Declaration in support of the *Third Interim Application Of Dentons US LLP, As Debtors’*  
5 *Counsel, For Fees And Expense Reimbursement For The Period May 1, 2019 Through August 31,*  
6 *2019* [Docket No. 3520] (the “Third Interim Application”).

7 2. On August 31, 2018, VHS and certain of its subsidiaries (collectively the “Debtors”)  
8 filed Voluntary Petitions under Chapter 11 of Title 11 of the United States Code.

9 3. Since the commencement of their cases, the Debtors have been operating their  
10 businesses as debtors in possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

11 4. The Debtors retained Dentons US LLP (“Dentons”) to act as their counsel in the  
12 above-referenced bankruptcy cases (the “Chapter 11 Cases”).

13 5. As the General Counsel of VHS, I have spent significant amounts of time working  
14 with attorneys at Dentons on the Chapter 11 Cases. I have been directing and observing Dentons’  
15 representation of the Debtors for more than twelve months in these Chapter 11 Cases, in addition  
16 to the extensive amount of time I worked with Dentons preparing to file the Chapter 11 Cases  
17 prepetition.

18 6. I have reviewed the Third Interim Application. I also have reviewed *Dentons’*  
19 *Monthly Fee Applications* [Docket Nos. 2642, 2824, 3004 and 3181].

20 7. It is my understanding from a review of the Dentons’ Third Interim Application,  
21 that Dentons requests approval of total fees of \$3,149,146.82 and total expenses of \$32,794.65, for  
22 the period May 1, 2019 through August 31, 2019. It is my understanding that in accordance with  
23 its Monthly Fee Applications, Dentons has been paid a portion of its fees and all of its expenses  
24 monthly, leaving a balance due Dentons of \$629,829.37.


25 8. I have no objection to Dentons Third Interim Application in regard to the services  
26 provided and compensation requested.

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1 9. I believe that the fees and expenses incurred by Dentons are reasonable and  
2 appropriate and should be approved by the Court. The Debtors have sufficient funds on hand to  
3 pay these fees and expenses.

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

6 Executed this 13 day of November, at Los Angeles, California.

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ELSPETH D. PAUL

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